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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation THE CARLOS & MARGUERITE MASON FDN		A Employer identification number 58-1996431
Number and street (or P.O. box number if mail is not delivered to street address) 1525 W W.T. HARRIS BLVD. D1114-044		B Telephone number (see instructions) (336) 747-8185
City or town, state, and ZIP code CHARLOTTE, NC 28288		C If exemption application is pending, check here ☐ D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
G Check all that apply:	☐ Initial return ☐ Final return ☐ Address change	
☐ Initial return of a former public charity ☐ Amended return ☐ Name change		
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 87,589,130.		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule). Check ☐ if the foundation is not required to attach Sch. B				
	2 Interest on savings and temporary cash investments				
	3 Dividends and interest from securities	1,791,851.	1,746,949.		STMT 1
	4 Gross rents				
	5a Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,213,817.			
	6b Gross sales price for all assets on line 6a 21,565,738.				
	7 Capital gain net income (from Part IV, line 2)		5,213,817.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,278.	-24,761.		STMT 12
	12 Total. Add lines 1 through 11	7,006,946.	6,936,005.		
	13 Compensation of officers, directors, trustees, etc.	1,315,749.	960,562.		355,187.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 13	2,342.	2,342.	NONE	NONE
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 14	179,645.	43,849.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 15	3,048.	3,048.		
	24 Total operating and administrative expenses. Add lines 13 through 23	1,500,784.	1,009,801.	NONE	355,187.
	25 Contributions, gifts, grants paid	4,140,000.			4,140,000.
	26 Total expenses and disbursements. Add lines 24 and 25	5,640,784.	1,009,801.	NONE	4,495,187.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,366,162.			
	b Net investment income (if negative, enter -0-)		5,926,204.		
	c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

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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	74,050.	34,855.	34,855.
	2	Savings and temporary cash investments	1,630,730.	693,757.	693,757.
	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 ▶	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	9,577,678.	5,204,479.	5,545,807.
	b	Investments - corporate stock (attach schedule)	1,006,585.	42,972,946.	40,144,244.
	c	Investments - corporate bonds (attach schedule)	51,798,865.	5,478,208.	5,965,589.
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			34,855.
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	25,158,850.	36,071,165.	35,009,576.
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	STMT 36)	157,002.	160,447.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	89,246,758.	90,612,412.	87,589,130.	
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	89,246,758.	90,612,412.	
	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)	89,246,758.	90,612,412.		
31	Total liabilities and net assets/fund balances (see instructions)	89,246,758.	90,612,412.		

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	89,246,758.
2	Enter amount from Part I, line 27a	2	1,366,162.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 37	3	170,243.
4	Add lines 1, 2, and 3	4	90,783,163.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 38	5	170,751.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	90,612,412.

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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 21,214,829.		16,351,921.	4,862,908.		
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			4,862,908.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$			2	5,213,817.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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	3,854,626.	87,322,073.	0.044143
2009	4,853,508.	79,558,808.	0.061005
2008	5,644,601.	100,788,720.	0.056004
2007	3,970,557.	115,359,880.	0.034419
2006	6,094,006.	107,682,393.	0.056592
2 Total of line 1, column (d)			2 0.252163
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 0.050433
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 92,975,979.
5 Multiply line 4 by line 3			5 4,689,058.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 59,262.
7 Add lines 5 and 6			7 4,748,320.
8 Enter qualifying distributions from Part XII, line 4 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.			8 4,495,187.

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	118,524.
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	118,524.
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	118,524.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	132,591.	
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	132,591.	
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	14,067.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ 14,067. Refunded ☐ ☐	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)? 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.		X
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? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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) ► GA		
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

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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 ☐ N/A				
14	The books are in care of ☐ WELLS FARGO BANK NA Telephone no ☐ (336) 747-8185			
Located at ☐ 1 W 4TH STREET D4000-062, WINSTON-SALEM, NC ZIP + 4 ☐ 27101				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐			
and enter the amount of tax-exempt interest received or accrued during the year ☐ 15				
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
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ☐				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐	1b	X
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ☐		
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. ☐		
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)? ☐ Yes ☒ NoOrganizations 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 39		1,315,749.	-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	91,647,980.
b	Average of monthly cash balances	1b	2,743,877.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	94,391,857.
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	94,391,857.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,415,878.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	92,975,979.
6	Minimum investment return. Enter 5% of line 5	6	4,648,799.

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	4,648,799.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	118,524.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	118,524.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,530,275.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	4,530,275.
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	4,530,275.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	4,495,187.
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	4,495,187.
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	4,495,187.

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				4,530,275.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			4,022,481.	
b Total for prior years 20 09, 20 , 20		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: ► \$ 4,495,187.				
a Applied to 2010, but not more than line 2a . . .			4,022,481.	
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				472,706.
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				4,057,569.
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:

SEE STATEMENT 41

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 44				
Total			3a	4,140,000.
b Approved for future payment				
Total			3b	

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

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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
AFLAC INC	7,036.	7,036.
AGL RES INC COM	112.	112.
ABBOTT LABORATORIES	1,856.	1,856.
ADIDAS-AG ADR	235.	235.
ADMIRAL GROUP PLC - UNSPON ADR	965.	965.
AIR LIQUIDE ADR FRANCE ADR	1,797.	1,797.
AIRGAS INC COM	96.	96.
ALBEMARLE CORP COM	129.	129.
ALCOA INC COM	22.	22.
ALEXANDRIA REAL ESTATE EQUITIES INC COM	35.	34.
ALLIANZ AG-ADR COM	2,429.	2,429.
ALLSTATE CORP COM W/RIGHTS ATTACHED EXP	107.	107.
AMERICA MOVIL S A DE C V SPONSORED ADR R	437.	437.
AMERICAN EAGLE OUTFITTERS INC NEW COM	174.	174.
AMERICAN TOWER CORP CL A	186.	186.
AMERIPRISE FINANCIAL INC	403.	403.
AMETEK INC (NEW) COM	50.	50.
ANADARKO PETE CORP COM W/RIGHTS ATTACHED	25.	25.
ANALOG DEVICES INC COM W/ RTS TO PURCHAS	65.	65.
ANNALY MTG MGMT INC COM	185.	185.
AON CORP COM	302.	302.
APPLIED MATERIALS INC COM W/RIGHTS ATTAC	97.	97.
ARCELORMITTAL-NY REGISTERED ADR	552.	552.
ARM HLDGS PLC SPONSORED ADR	423.	423.
ARTIO INTERNATIONAL EQ FD 3# 1529	25,505.	25,505.
ASSA ABLOY AB-UNSP ADR	837.	837.
ATLAS COPCO AB ADR	1,921.	1,921.
AVALONBAY CMNTYS INC COM	22.	22.
BG GROUP PLC- SPON ADR ISIN US0554342032	848.	848.
BRE PPTYS INC CL A	75.	57.
BNP PARIBAS ADR COM	2,045.	2,045.
BANK OF AMERICA NA	7,345.	7,345.

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

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
BANK OF NEW YORK MEL 4.950% 11/01/12	7,425.	7,425.
C R BARD INC COM W/RTS EXP 10/23/2005	47.	47.
BEAM INC	95.	95.
BECTON DICKINSON & CO COM	524.	524.
BERRY PETE CO CL A	45.	45.
BEST BUY INC COM	25.	25.
BLACKROCK INC	650.	650.
BOSTON PPTYS INC COM	22.	22.
PEPSI BOTTLING GROUP 6.950% 3/15/14	5,908.	5,908.
BROADRIDGE FINANCIAL SOLUTIONS	125.	125.
BROOKFIELD ASSET MANAGE-CL A	722.	722.
BROWN & BROWN INC COM	248.	248.
CHAMBERS STREET PROPERTIES	32,608.	32,608.
CME GROUP INC	210.	210.
CNOOC LTD SPONSORED ADR	1,159.	1,159.
CSL LIMITED - ADR	526.	526.
CVS CORP COM	75.	75.
CABOT OIL & GAS CORP CL A	40.	40.
CANADIAN NATL RY CO COM	1,225.	1,225.
CANADIAN NAT RES LTD COM CN\$	153.	153.
CANON INC ADR REPSTG 5 SHS	1,416.	1,416.
CORE EQUITY FUND	28,185.	28,185.
CARLISLE COS INC COM	33.	33.
CARNIVAL CORP PAIRED CTF 1 COM	1,369.	1,369.
CARPENTER TECHNOLOGY CORP COM	177.	177.
CATERPILLAR INC 5.700% 8/15/16	6,840.	6,840.
CENTURYTEL INC COM	668.	668.
CHICAGO BRIDGE & IRON NY SHS	110.	110.
CHINA RESOURCES ENTER-SP ADR	332.	332.
CHINA MERCHANTS HLDGS INTL ADR	800.	800.
CHUBB CORP COM	46.	46.
CIMAREX ENERGY CO	65.	65.
CISCO SYS INC COM W/RIGHTS ATTACHED EXPI	86.	86.

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

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
CINTAS CORP COM	433.	433.
CLOROX CO COM	737.	737.
COCHLEAR LTD-UNSPON ADR	844.	844.
COMCAST CORP NEW CL A	41.	41.
CONOCOPHILLIPS 4.750% 2/01/14	5,700.	5,700.
COOPER COS INC COM NEW	15.	15.
CORPORATE OFFICE PROPERTIES TR I COM	65.	41.
COVANTA HLDG CORP	256.	256.
CREDIT SUISSE GROUP SPONSORED ADR	1,120.	1,120.
SUISSE NEW YORK 5.300% 8/13/19	6,360.	6,360.
DBS GRP HLDGS SPONSORED ADR	894.	894.
DASSAULT SYSTEMES S.A. SPA ADR	927.	927.
DEERE & CO COM	41.	41.
DEERE JOHN CAP CORP NTS DTD 3/22/2002 7%	7,379.	7,379.
JOHN DEERE CAPITAL 2.250% 6/07/16	805.	805.
DENTSPLY INTL INC NEW COM	38.	38.
DEVON ENERGY CORP NEW COM	49.	49.
DIEBOLD INC COM W/RIGHTS ATTACHED EXP 2/	139.	139.
WALT DISNEY COMPANY 5.625% 9/15/16	6,469.	6,469.
DISCOVER FINANCIAL SERVICES	125.	125.
DUN & BRADSTREET CORP COM	378.	378.
EOG RES INC COM	205.	205.
EQT CORPORATION	490.	490.
EXCO RES INC	59.	
ELDORADO GOLD CORP NEW COM	16.	16.
EMBRAER SA ADR	652.	652.
EMERSON ELECTRIC 4.500% 5/01/13	5,850.	5,850.
ENCANA CORP COM	527.	527.
ENSCO INTERNATIONAL PLC ADR	191.	191.
ENTERGY CORP NEW COM	259.	259.
ERSTE BANK DER OESTERREICHISCHEN SPARKAS	1,172.	1,172.
EXELON CORP COM	49.	49.
EXPEDIA INC DEL	141.	141.

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

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
EXXON MOBIL CORP COM	29,048.	29,048.
FMC CORP COM NEW W/RTS EXP 03/01/2006	16.	16.
FANUC CORPORATION ADR	1,511.	1,511.
FHLMC POOL #G02307 5.000% 8/01/36	5,459.	5,459.
FHLMC POOL #J01366 5.500% 4/01/21	2,071.	2,071.
FEDERAL HOME LOAN BANK BD DTD 05/20/2002	15,195.	15,195.
FED HOME LN BK 4.500% 11/15/12	4,500.	4,500.
FED HOME LN BK 4.500% 9/16/13	2,925.	2,925.
FED HOME LN BK 5.500% 8/13/14	6,050.	6,050.
FED HOME LN BK 0.875% 8/22/12	1,939.	1,939.
FED HOME LN MTG CORP 4.875% 11/15/13	8,044.	8,044.
FED HOME LN MTG CORP 4.500% 1/15/14	6,075.	6,075.
FED NATL MTG ASSN 5.375% 6/12/17	6,988.	6,988.
FNMA POOL #836631 5.000% 10/01/20	1,216.	1,216.
FNMA POOL #900999 5.500% 9/01/21	1,379.	1,379.
FIDELITY NATL INFORMATION SVCS INC	120.	120.
FIFTH THIRD BANCORP COM	79.	79.
FIRST NIAGARA FINL GROUP INC NEW	417.	417.
FLSMIDTH & CO A/S ADR	430.	430.
FOOT LOCKER INC	378.	378.
FORTUNE BRANDS INC COM	51.	51.
FRANCO NEV CORP NPV	213.	213.
FRANKLIN RES INC COM	129.	129.
FREEMPORT MCMORAN COPPER & GOLD CL B W/RT	100.	100.
FRESENIUS MED CARE AKTIENGESELLSCHAFT SP	1,156.	1,156.
GAP INC COM	45.	45.
GAZPROM O A O SPONSORED ADR	962.	962.
GENERAL DYNAMICS COR 4.250% 5/15/13	5,313.	5,313.
GENERAL ELEC CO COM	15,400.	15,400.
GENERAL ELEC CAP COR 5.625% 9/15/17	7,313.	7,313.
GENERAL GROWTH PROPERTIE-W/I	386.	386.
GENERAL MILLS INC COM W/RTS EXP 02/01/20	137.	137.
GENTEX CORP COM	372.	372.

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

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
GEORGIA POWER COMPAN 4.250% 12/01/19	4,675.	4,675.
GLOBAL PMTS INC COM W/RIGHTS ATTACHED EX	7.	7.
GOLDCORP INC NEW COM	52.	52.
GOLDMAN SACHS GROUP 6.150% 4/01/18	7,995.	7,995.
GUESS INC COM	28.	28.
HSBC HLDGS PLC SPONSORED ADR NEW	683.	683.
HANG LUNG PPTYS LTD ADR	364.	364.
HARBOR FD INTL FD	106,705.	106,705.
HENNES & MAURITZ AB ADR	2,015.	2,015.
HESS CORP	23.	23.
HEWLETT-PACKARD CO 4.500% 3/01/13	3,150.	3,150.
HONG KONG EXCH & CLEARING LTD -ADR	772.	772.
HOST MARRIOTT CORP NEW COM	29.	29.
HOYA CORP ADR	1,224.	1,224.
HUMANA INC COM RTS EXP 02/14/2006	99.	99.
HUNT J B TRANS SVCS INC COM	26.	26.
IAC/INTERACTIVECORP	142.	142.
ICICI BK LTD SPON ADR SPONSORED ADR	676.	676.
ILLINOIS TOOL WORKS INC COM	51.	51.
IMPERIAL OIL LTD COM NEW	241.	241.
INDUST AND COMM BK OF CHINA - ADR	1,269.	1,269.
INTEL CORP COM	72.	72.
IBM CORPORATION 4.750% 11/29/12	6,175.	6,175.
INTERNATIONAL GAME TECHNOLOGY COM	85.	85.
INTERSIL HLDG CORP COM	51.	51.
INTUIT COM W/RTS EXP 5/1/2008	112.	112.
IRON MTN INC PA COM	869.	869.
ISHARES S&P 500 INDEX FUND	141,681.	141,681.
ITAU UNIBANCO BANCO HOLDING S.A. ADR	1,287.	1,287.
JPMORGAN CHASE & CO 5.125% 9/15/14	2,341.	2,341.
JPMORGAN CHASE & CO 4.250% 10/15/20	4,374.	4,374.
JPMORGAN INTREPID GR-SEL #1202	14,572.	14,572.
JUPITER TELECOM-UNSPON ADR	261.	261.

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

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
KBR INC	14.	14.
KAYDON CORP COM W/RIGHTS EXP 5/4/2010	32.	32.
KDDI CORP-UNSPONSORED ADR	285.	285.
KENNAMETAL INC COM W/RIGHTS ATTACHED EXP	158.	158.
KEY BANK NA 3.200% 6/15/12	6,720.	6,720.
KINDER MORGAN INC/DELAWARE	47.	47.
KINGFISHER PLC - ADR	1,162.	1,162.
KOHL'S CORP COM	115.	115.
KOMATSU LTD SPONSORED ADR NEW	727.	727.
KROGER CO COM	37.	37.
LI & FUNG LTD ADR	850.	850.
L'OREAL - ADR	919.	919.
LUMH MOET HENNESSY LOUIS VUITTON	1,543.	1,543.
LAUDER ESTEE COS INC CL A	407.	407.
LENNAR CORP COM	13.	13.
LEUCADIA NATL CORP COM	240.	240.
LIBERTY PPTY TR SH BEN INT	31.	31.
LINCARE HLDGS INC COM	394.	394.
LOEWS CORP COM	276.	276.
LONZA GROUP AG ADR	497.	497.
M & T BK CORP COM	603.	603.
MDC HOLDINGS INC DEL	134.	134.
MACK CALI RLTY CORP	241.	187.
MACY'S INC	27.	27.
MAN GROUP PLC-UNSPON ADR	599.	599.
MARSH & MCLENNAN COS INC COM	471.	471.
MARTIN MARIETTA MATLS INC COM W/RTS EXP	139.	139.
MASTERCARD INC	19.	19.
MATTEL INC COM W/RIGHTS ATTACHED EXP 2/1	80.	80.
MEAD JOHNSON NUTRITION CO	252.	252.
MERCADOLIBRE INC	20.	20.
MERCK & CO INC 4.000% 6/30/15	8,400.	8,400.
MERRILL LYNCH & CO 5.000% 1/15/15	2,500.	2,500.

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

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
MICROSOFT CORP COM	65.	65.
MICROSOFT CORP	4,720.	4,720.
MICROCHIP TECHNOLOGY INC COM W/RTS ATTAC	757.	
MITSUBISHI UFJ FINANCIAL GROUP INC ADR	934.	934.
MOLSON COORS BREWING CO CL B	755.	755.
MORGAN STANLEY INS INTN RE I #8001	78,167.	78,167.
MORGAN STANLEY	6,988.	6,988.
MORGAN STANLEY DEAN	9,185.	9,185.
MOSAIC CO/THE	12.	12.
MOTOROLA SOLUTIONS, INC.	107.	107.
MTN GROUP LTD ADR	1,786.	1,786.
NATIONAL FUEL GAS CO NJ COM W/RTS ATTACH	142.	142.
NATIONAL OILWELL INC COM	24.	24.
NATIONAL RURAL UTILS	8,853.	8,853.
NATIONWIDE HLTH PPTYS INC COM	16.	16.
NESTLE S A SPONSORED ADR REPSTG REG SH	3,959.	3,959.
NEWMONT MNG CORP COM NEW W/RIGHTS ATTACH	199.	199.
NOBLE ENERGY INC	85.	85.
NOVARTIS AG SPONSORED ADR	1,962.	1,962.
NOVO-NORDIST A S ADR	1,049.	1,049.
OCCIDENTAL PETROLEUM	2,188.	2,188.
OCCIDENTAL PETROLEUM	599.	599.
OLD REP INTL CORP COM	233.	233.
OMNICARE INC COM W/ RTS ATTACHED EXP 06/	8.	8.
OPPENHEIMER DEVELOPING MKT-Y #788	10,801.	10,801.
PG&E CORP COM W/RIGHTS ATTACHED EXP 12/2	47.	47.
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN	26,339.	26,339.
PIMCO FDS PAC INVT MGMT SER HIGH YLD FD	248,496.	248,496.
PIMCO FDS PAC INVT MGMT REAL RETURN BD F	110,901.	110,901.
PIMCO EMERG MKTS BD-INST #137	101,476.	101,476.
PNC FINL SVCS GROUP INC COM W/RIGHTS ATT	174.	174.
PPL CORP COM	139.	139.
PACKAGING CORP AMER COM	55.	55.

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

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
PALL CORP COM	21.	21.
PATTERSON COS INC	22.	22.
PATTERSON-UTI ENERGY INC COM	103.	103.
PENNEY J C INC COM	184.	184.
PEOPLE'S UNITED FINANCIAL INC	216.	216.
PERKINELMER INC COM	55.	55.
PERRIGO CO COM W/RTS EXP 04/10/2006	60.	60.
PETROLEO BRASILEIRO SA PETROBRAS SPONSOR	1,182.	1,182.
PFIZER INC 5.350% 3/15/15	5,350.	5,350.
POLARIS INDS INC COM W/RIGHTS ATTACHED E	340.	340.
POTASH CORP SASK INC COM W/RTS ATTACHED	126.	126.
POTLATCH HLDGS INC	110.	
PRAXAIR INC COM	21,997.	21,997.
PRAXAIR INC 3.250% 9/15/15	4,063.	4,063.
T ROWE PRICE GRP INC COM	110.	110.
PROCTER & GAMBLE CO/ 3.150% 9/01/15	4,410.	4,410.
PROLOGIS INC	9.	9.
PUBLIC STORAGE INC COM	105.	105.
PUBLICIS S A NEW SPONSORED ADR	554.	554.
QUESTAR MARKET RESOURCES INC	14.	14.
QUALCOMM INC COM W/RTS ATTACHED	59.	59.
QUEST DIAGNOSTICS INC COM	111.	111.
QUESTAR CORP COM W/RTS EXP 03/25/2006	367.	367.
RADIOSHACK CORP COM	246.	246.
RANGE RES CORP COM	21.	21.
RAYMOND JAMES FINL INC COM	29.	29.
RECKITT BENCKISER GROUP- ADR	1,656.	1,656.
REDWOOD TR INC COM	299.	73.
REED ELSEVIER N V ADR	132.	132.
REGIONS BANK 3.250% 12/09/11	1,625.	1,625.
REINSURANCE GROUP AMER CLASS A NEW	39.	39.
REPUBLIC SVCS INC COM	97.	97.
ROCHE HLDG LTD SPONSORED ADR	1,871.	1,871.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ROCKWELL INTL CORP NEW COM	138.	138.
ROCKWELL COLLINS-WI COM	71.	71.
ROPER INDS INC NEW COM W/RTS ATTACHED EX	110.	110.
ROWE T PRICE REAL ESTATE FD COM	85,485.	42,087.
ROYAL GOLD INC	159.	159.
ROYCE PREMIER FUND W CLASS #566	8,190.	8,190.
SBC COMMUNICATIONS 5.625% 6/15/16	7,313.	7,313.
SSGA EMERGING MARKETS FD S #1510	69,256.	69,256.
SABMILLER PLC - ADR	542.	542.
SAFEGWAY INC COM NEW	33.	33.
ST JUDE MED INC COM W/RTS ATTACHED EXP 0	246.	246.
SAP AG SPONSORED ADR	1,584.	1,584.
SASOL LTD (SOUTH AFRICA) SPONSORED ADR	689.	689.
SCHLUMBERGER LTD COM	21,351.	21,351.
SCHNEIDER ELECTRIC SA - ADR	1,521.	1,521.
SCHWAB CHARLES CORP NEW COM	233.	233.
CHARLES SCHWAB CORP 4.450% 7/22/20	6,074.	6,074.
SHIRE PHARMACEUTICALS GR SPONSORED ADR	25.	25.
SNAP ON INC COM RTS EXP 11/03/1997	50.	50.
SONOVA HOLDIN-UNSPON ADR	285.	285.
STANLEY BLACK & DECKER, INC.	56.	56.
STAPLES INC COM W/INVISIBLE RTS TO PUR S	52.	52.
STATE STR CORP COM	78.	78.
STERIS CORP COM	87.	87.
SUNTRUST BKS INC COM	54.	54.
SWATCH GROUP AG/THE-UNSP ADR	455.	455.
SYSCO CORP COM RTS EXP 05/31/2006	282.	282.
TCF FINL CORP COM W/RIGHTS ATTACHED EXP	94.	94.
TD AMERITRADE HLDG CORP	40.	40.
TJX COS INC NEW COM	436.	436.
TAIWAN SEMICONDUCTOR MFG CO LTD SPONSORE	832.	832.
TARGET CORP NT DTD 3/11/2002 5.875% 03/0	5,729.	5,729.
TAUBMAN CTRS INC COM	50.	37.

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

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
TELEFONICA S A SPONSORED ADR	3,596.	3,596.
TELEPHONE & DATA SYSTEMS INC SPL COM	212.	212.
TEMPLE INLAND INC COM W/RIGHTS ATTACHED	35.	35.
TENCENT HOLDINGS LTD-UNS ADR	79.	79.
TESCO PLC SPONSORED ADR	1,704.	1,704.
TEVA PHARMACEUTICAL INDS LTD ADR	1,063.	1,063.
3M COMPANY	4,156.	4,156.
TIDEWATER INC COM W/RTS ATTACHED EXP 11/	53.	53.
TOYOTA MTR CORP COM (ADR 2)	729.	729.
TURKIYE GARANTI BANKSASI-ADR	1,185.	1,185.
UNICHARM CORP-UNSP ADR	334.	334.
UNILEVER PLC SPONSORED ADR NEW	820.	820.
UNION PAC CORP COM	29.	29.
U S TREASURY NOTES	19,000.	19,000.
U S TREASURY NOTES	16,656.	16,656.
U S TREASURY NOTES	6,847.	6,847.
U S TREASURY NOTES	2,081.	2,081.
US TREASURY NOTES	23,430.	23,430.
US TREASURY NOTE	11,638.	11,638.
US TREASURY NOTE	3,675.	3,675.
US TREASURY NOTE	7,200.	7,200.
US TREASURY NOTE	7,300.	7,300.
US TREASURY NOTE	4,400.	4,400.
US TREASURY NOTE	3,313.	3,313.
US TREASURY NOTE	1,122.	1,122.
US TREASURY NOTE	5,438.	5,438.
US TREASURY NOTE	8,606.	8,606.
US TREASURY NOTE	9,063.	9,063.
US TREASURY NOTE	4,200.	4,200.
US TREASURY NOTE	2,951.	2,951.
UNITED TECHNOLOGIES	5,850.	5,850.
VIACOM INC NEW	45.	45.
VOLKSWAGEN AG-SPONS PFD ADR	506.	506.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
WPP GRP PLC AMER DEPOSITARY SH - ADR	1,262.	1,262.
WAL MART STORES INC COM	56.	56.
WAL MART STORES INC 5.375% 4/05/17	4,300.	4,300.
WAL-MART DE MEXICO S A DE C V SPONSORED	1,169.	1,169.
WALGREEN CO COM W/RTS ATTACHED EXP 08/21	29.	29.
WASHINGTON FED INC COM	105.	105.
WELLS FARGO ADV INTL BOND-IS #4705	76,398.	76,398.
WESTERN UNION CO/THE	162.	162.
WESTPAC BANKING CORP 4.875% 11/19/19	609.	609.
WHOLE FOODS MKT INC COM	71.	71.
WILLIAMS COS INC COM W/RTS ATTACHED	1,022.	1,022.
XILINX INC COM	33.	33.
YUM! BRANDS INC	226.	226.
ARCOS DORADOS HOLDINGS INC-A	128.	128.
BUNGE LIMITED COM	222.	222.
EVEREST REINSURANCE GROUP LTD SHS	344.	344.
INVESCO LIMITED	138.	138.
PARTNERRE LTD COM	251.	251.
WILLIS GROUP HOLDINGS PLC	126.	126.
ASGI AGILITY INCOME FUND	21,240.	21,240.
GARMIN LTD	241.	241.
TYCO INTERNATIONAL LTD NEW	522.	522.
FEDERATED TREAS OBL FD 68	106.	106.
WF ADV HERITAGE MM FD-INSTL #3106	953.	953.
	-----	-----
TOTAL	1,791,851.	1,746,949.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEE REBATES	1,278.	1,278.
GRESHAM COMM II 20-4973070		8,248.
PINEHURST INS 20-4095445		-24,954.
GRE II ASP FUND 20-4973177		230.
SELECTINV INSTL ARV 20-5878828		-7,373.
BLUETREND ASP 26-2661499		1,433.
GRAHAM ALT INV II 20-4973028		919.
DORCHESTER CAP INTL 20-4095525		17,244.
SIGULER GUFF 26-0540516		17,718.
K-2 OVERSEAS LONG SHORT 20-4078553		10,796.
MESIROW INST 20-4095228		-21,804.
RICI LINKED 38-3743129		-26,272.
PARTNERS GRP ORV EQ 80-0524756		-2,224.
	-----	-----
TOTALS	1,278.	-24,761.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
CTF- ACCTG FEES	2,342.	2,342.		
	-----	-----	-----	-----
TOTALS	2,342.	2,342.	NONE	NONE
	=====	=====	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	12,532.	12,532.
FEDERAL TAX PAYMENT - PRIOR YE	4,328.	
FEDERAL ESTIMATES - PRINCIPAL	131,468.	
FOREIGN TAXES ON QUALIFIED FOR	29,056.	29,056.
FOREIGN TAXES ON NONQUALIFIED	2,261.	2,261.
	-----	-----
TOTALS	179,645.	43,849.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ADR FEES	3,048.	3,048.
TOTALS	----- 3,048. =====	----- 3,048. =====

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
3133XYWB7 FED HOME LN BK	267,165.	266,073.
3133XLJP9 FED HOME LN BK	110,493.	123,976.
3133X1BV8 FED HOME LN BK	63,280.	69,519.
3133MNVV0 FED HOME LN BK	285,968.	270,478.
3133MTZL5 FED HOME LN BK	98,176.	103,601.
3134A4UM4 FED HOME LN MTG CORP	127,407.	145,796.
3134A4UK8 FED HOME LN MTG CORP	174,856.	178,740.
3128LXR44 FHLMC POOL #G02307	87,042.	95,948.
3128PCQT2 FHLMC POOL #J01366	32,861.	35,795.
31398ADM1 FED NATL MTG ASSN	134,640.	157,070.
31407PPQ5 FNMA POOL #836631	20,783.	22,709.
31410X7L4 FNMA POOL #900999	20,966.	22,844.
912828CJ7 U S TREASURY NOTES	450,917.	441,812.
912828FF2 U S TREASURY NOTES	352,032.	386,724.
#912828FU9 US TREASURY NOTES		
912828GH7 U S TREASURY NOTES	44,278.	53,399.
912828HR4 US TREASURY NOTE	101,598.	119,708.
912828KD1 US TREASURY NOTE	153,385.	175,237.
912828MP2 US TREASURY NOTE	262,352.	289,943.
912828ND8 US TREASURY NOTE	359,423.	368,125.
#912828LG3 US TREASURY NOTE		
912828HA1 US TREASURY NOTE	269,140.	294,995.
912828JH4 US TREASURY NOTE	183,848.	211,991.
912828LJ7 US TREASURY NOTE	150,398.	173,730.
912828LY4 US TREASURY NOTE	253,186.	290,680.
912828JT8 US TREASURY NOTE	372,073.	377,049.
912828GM6 US TREASURY NOTES	92,879.	85,910.
#002824AWO ABBOTT LABORATORIES		
#001055AC6 AFLAC INC		

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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#06051GDX4	BANK OF AMERICA	
#06406HBE8	BANK OF NEW YORK	
#14912BM2	CATERPILLAR INC	
#808513AD7	CHARLES SCHWAB CORP	
#20825CAS3	CONCOPHILLIPS	
#291011AT1	EMERSON ELECTRIC	
#369550AK4	GENERAL DYNAMICS	
#36962G3H5	GENERAL ELEC CAP	
#373334JP7	GEORGIA POWER CO.	
#38141GFM1	GOLDMAN SACHS GROUP	
#428236AQ6	HEWLETT PACKARD CO	
#459200BA8	IBM CORPORATION	
#244217BG9	JOHN DEER CAPITAL	
#46625HBV1	JP MORGAN CHASE	
#49328CAA3	KEY BANK NA	
#589331AP2	MERCK & CO INC	
#59018YUW9	MERRILL LYNCH & CO	
#594918B0	MICROSOFT CORP	
#61746SBR9	MORGAN STANLEY	
#637432CU7	NATIONAL RURAL UTIL	
#674599BW4	OCCIDENTAL PETRO.	
#10138MAH8	PEPSI BOTTLING	
#717081DA8	PFIZER INC	
#74005PAV6	PRAXAIR INC	
#742718DQ9	PROCTOR & GAMBLE	
#7591EAAB9	REGIONS BANK	
#78387GAL7	SBC COMMUNICATIONS	
#22546QAC1	SUISSE NEW YORK	
#87612EAH9	TARGET CORP	

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====DESCRIPTION
-----ENDING
BOOK VALUE

ENDING
FMV
---#913017BR9 UNITED TECHNOLOGIES
#931142CG6 WALMART STORES INC
#25468PCE4 WALT DISNEY CO.
#88579EAE5 3M COMPANY MED TERM
#61746WXN5 MORGAN STANLEY DEAN
3137EACA5 FED HOME LN MTG CORP
912828LD0 US TREASURY NOTE
912828QN3 US TREASURY NOTE170,190.
312,926.
252,217.

5,204,479.
=====171,230.
333,585.
279,140.

5,545,807.
=====

TOTALS

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
30231G102 EXXON MOBIL CORPORAT	113,731.	758,856.
#369604103 GENERAL ELECTRIC CO		
74005P104 PRAXAIR INC COM	44,826.	577,688.
806857108 SCHLUMBERGER LTD	217,777.	674,903.
001204106 AGL RES INC COM	4,573.	4,733.
00687A107 ADIDAS-AG ADR	29,419.	26,023.
00724F101 ADOBE SYS INC	7,204.	6,502.
009126202 AIR LIQUIDE - ADR	70,116.	66,494.
009363102 AIRGAS INC COM	24,868.	28,187.
00971T101 AKAMAI TECHNOLOGIES	4,552.	6,198.
012653101 ALBEMARLE CORP COM	21,225.	17,874.
013817101 ALCOA INC	5,854.	3,175.
015271109 ALEXANDRIA REAL ESTA	5,849.	5,173.
015351109 ALEXION PHARMACEUTIC	24,276.	36,894.
018581108 ALLIANCE DATA SYS CO	30,657.	32,917.
018805101 ALLIANZ SE ADR	54,832.	35,048.
020002101 ALLSTATE CORP	18,205.	16,693.
021441100 ALTERA CORP	3,351.	3,673.
02364W105 AMERICA MOVIL S.A.B.	44,250.	34,578.
02553E106 AMERICAN EAGLE OUTFI	7,619.	9,052.
029912201 AMERICAN TOWER SYSTE	42,243.	46,328.
03076C106 AMERIPRISE FINL INC	46,740.	43,236.
032511107 ANADARKO PETROLEUM C	9,496.	9,465.
032654105 ANALOG DEVICES INC	5,115.	5,689.
035710409 ANNALY CAPITAL MANAG	3,074.	2,713.
037389103 AON CORP	52,578.	49,561.
037604105 APOLLO GROUP INC CL	35,995.	42,773.
038222105 APPLIED MATERIALS IN	7,894.	6,469.
042068106 ARM HOLDINGS PLC - A	107,398.	98,256.

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
04315J837 ARTIO INTERNATIONAL	1,593,909.	1,212,984.
045387107 ASSA ABLOY AB-UNSP A	41,549.	37,230.
049255706 ATLAS COPCO AB ADR	32,647.	28,700.
053332102 AUTOZONE INC	25,445.	28,272.
053484101 AVALONBAY CMNTYS INC	4,765.	4,832.
055434203 BG GROUP PLC - ADR	89,309.	80,357.
05564E106 BRE PPTYS INC CL A 1	6,237.	6,310.
05615F102 BABCOCK & WILCOX CO	4,126.	3,597.
067383109 BARD C R INC	31,636.	29,754.
06846N104 BARRETT BILL CORP	7,757.	5,962.
073302101 BE AEROSPACE INC COM	39,659.	38,013.
073730103 BEAM INC	27,667.	29,765.
075887109 BECTON DICKINSON & C	55,799.	49,315.
084670702 BERKSHIRE HATHAWAY I	10,581.	10,529.
086516101 BEST BUY INC	5,013.	3,716.
089302103 BIG LOTS INC	2,144.	2,454.
09247X101 BLACKROCK INC	45,133.	45,095.
101121101 BOSTON PROPERTIES IN	3,935.	3,685.
11133T103 BROADRIDGE FINANCIAL	18,912.	17,927.
112585104 BROOKFIELD ASSET MAN	98,620.	85,325.
115236101 BROWN & BROWN INC	39,812.	36,977.
125581801 CIT GROUP INC.	49,517.	40,135.
12572Q105 CME GROUP INC	21,808.	18,763.
126132109 CNOOC - CHINA NATION	43,079.	34,761.
12637N105 CSL LIMITED - ADR	23,200.	20,741.
126408103 CSX CORP	4,087.	4,128.
126650100 CVS/CAREMARK CORPORA	9,178.	9,991.
127097103 CABOT OIL & GAS CORP	45,217.	51,157.
131347304 CALPINE CORP/NEW	29,784.	30,537.

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
136375102 CANADIAN NATL RR CO	65,149.	70,547.
136385101 CANADIAN NAT RES LTD	27,018.	20,965.
138006309 CANON INC - ADR	88,837.	79,933.
140995127 CAPITAL PARTNERS COR	2,054,216.	1,950,355.
143658300 CARNIVAL CORP	83,263.	59,568.
144285103 CARPENTER TECHNOLOGY	31,893.	30,476.
14964U108 CAVIUM INC	21,966.	16,006.
156700106 CENTURYLINK, INC	18,615.	17,149.
159864107 CHARLES RIVER LABORA	8,877.	5,958.
167250109 CHICAGO BRIDGE & IRO	43,544.	43,810.
16940R109 CHINA RESOURCES ENTE	18,283.	16,770.
171798101 CIMAREX ENERGY CO	31,362.	23,832.
17275R102 CISCO SYSTEMS INC	9,846.	11,427.
172908105 CINTAS CORP	22,871.	24,576.
177376100 CITRIX SYS INC COM	24,931.	19,977.
189054109 CLOROX CO	37,552.	37,007.
191459205 COCHLEAR LTD-UNSPON	30,810.	24,299.
20030N101 COMCAST CORP CLASS A	4,576.	4,292.
204166102 COMMVAULT SYSTEMS IN	8,597.	9,356.
20605P101 CONCHO RESOURCES INC	20,961.	21,375.
216648402 COOPER COS INC COM N	34,058.	32,510.
217204106 COPART INC COM	29,164.	30,650.
22002T108 CORPORATE OFFICE PRO	2,721.	1,850.
22282E102 COVANTA HLDG CORP	53,030.	44,725.
222862104 COVENTRY HEALTH CARE	31,422.	26,574.
225401108 CREDIT SUISSE GROUP	53,564.	30,266.
23304Y100 DBS GROUP HOLDINGS L	30,927.	23,058.
237545108 DASSAULT SYSTEMES S.	85,676.	89,818.
243537107 DECKERS OUTDOOR CORP	17,499.	14,887.

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
244199105 DEERE & CO	8,280.	7,735.
249030107 DENTSPLY INTL INC CO	29,987.	28,167.
25179M103 DEVON ENERGY CORPORA	11,505.	8,928.
253651103 DIEBOLD INC	4,134.	3,999.
254709108 DISCOVER FINANCIAL S	36,078.	33,600.
25470F302 DISCOVERY COMMUNICAT	55,225.	57,002.
25659T107 DOLBY LABORATORIES I	6,617.	4,760.
256677105 DOLLAR GENERAL CORP	26,662.	28,798.
26203E836 DREYFUS/THE BOSTON C	1,500,000.	1,517,372.
26483E100 DUN & BRADSTREET COR	39,647.	39,884.
26875P101 EOG RESOURCES, INC	62,420.	60,091.
26884L109 EQT CORPORATION	57,436.	59,776.
269279402 EXCO RES INC	10,920.	9,123.
278768106 ECHOSTAR CORPORATION	31,332.	18,469.
28176E108 EDWARDS LIFESCIENCES	25,948.	21,917.
284902103 ELDORADO GOLD CORP N	42,715.	31,972.
285512109 ELECTRONIC ARTS INC	41,984.	37,183.
29082A107 EMBRAER SA ADR	39,403.	30,239.
29358Q109 ENSCO INTERNATIONAL	14,016.	12,809.
29364G103 ENTERGY CORP NEW COM	10,647.	11,396.
296036304 ERSTE GROUP BANK AG-	62,594.	20,674.
30161N101 EXELON CORPORATION	8,164.	8,067.
30212P303 EXPEDIA INC	18,968.	18,703.
30241L109 FEI CO COM	33,477.	36,743.
302491303 FMC CORP COM NEW	9,068.	9,120.
30249U101 FMC TECHNOLOGIES INC	18,791.	18,542.
307305102 FANUC CORPORATION AD	85,034.	82,883.
31620M106 FIDELITY NATL INFORM	36,856.	32,174.
316773100 FIFTH THIRD BANCORP	12,312.	12,580.

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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33582V108 FIRST NIAGARA FINL G	17,219.	11,254.
343793105 FLSMIDTH & CO A/S AD	25,777.	17,121.
344849104 FOOT LOCKER INC	25,371.	25,056.
345550107 FOREST CITY ENTERPRI	35,625.	24,775.
345838106 FOREST LABS INC	11,063.	8,473.
346091705 FOREST OIL CORP	6,141.	4,431.
349882100 FOSSIL INC COM	34,925.	26,586.
351858105 FRANCO NEV CORP NPV	80,095.	81,774.
354613101 FRANKLIN RESOURCES I	5,712.	5,475.
35671D857 FREEPORT-MCMORAN COP	10,499.	7,321.
358029106 FRESENIUS MEDICAL CA	84,527.	87,626.
36191G107 GNC HOLDINGS INC	20,475.	24,029.
365558105 GARDNER DENVER INC C	19,217.	17,184.
366651107 GARTNER INC	40,482.	35,500.
368287207 OAO GAZPROM LEVEL 1	18,460.	14,676.
369550108 GENERAL DYNAMICS COR	5,459.	5,645.
370023103 GENERAL GROWTH PROPE	49,760.	45,931.
370334104 GENERAL MILLS INC	3,928.	4,283.
371532102 GENESCO INC COM	32,010.	38,094.
371901109 GENTEX CORP	50,109.	49,238.
37940X102 GLOBAL PMTS INC W/I	6,242.	5,780.
380956409 GOLDCORP INC NEW	9,477.	8,717.
401617105 GUESS INC	8,479.	6,918.
404280406 HSBC - ADR	26,740.	17,336.
41043M104 HANG LUNG PPTYS LTD	22,468.	14,853.
411511306 HARBOR INTERNATIONAL F	3,789,598.	3,754,084.
42222G108 HEALTH NET INC	4,623.	4,350.
425883105 HENNES & MAURITZ AB	43,197.	41,944.
42809H107 HESS CORP	15,511.	12,950.

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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436440101 HOLOGIC INC COM	10,089.	8,720.
43858F109 HONG KONG EXCH & CLE	29,528.	21,370.
44107P104 HOST HOTELS & RESORT	3,898.	4,785.
443251103 HOYA CORP ADR	34,817.	32,219.
444859102 HUMANA INC	42,904.	45,119.
445658107 HUNT J B TRANS SVCS	4,723.	4,507.
44919P508 IAC/INTERACTIVECORP	44,476.	50,311.
45104G104 ICICI BANK LTD. - AD	49,586.	28,782.
452308109 ILLINOIS TOOL WORKS	7,515.	6,680.
453038408 IMPERIAL OIL LTD COM	35,085.	32,204.
455807107 INDUST AND COMM BK O	34,092.	26,665.
456837103 ING GROEP N.V. - ADR	27,096.	23,976.
459902102 INTERNATIONAL GAME T	23,817.	23,478.
461202103 INTUIT COM	38,947.	39,811.
462846106 IRON MOUNTAIN INC	36,123.	33,048.
464287200 ISHARES S & P 500 IN	6,999,927.	6,853,232.
465562106 ITAU UNIBANCO BANCO	75,085.	61,731.
466140100 JGC CORP-UNSPONSORED	20,494.	19,584.
469814107 JACOBS ENGR GROUP IN	14,683.	15,015.
4812A2207 JPMORGAN INTREPID GR	2,400,000.	2,533,395.
48206M102 JUPITER TELECOM-UNSP	23,674.	22,740.
48242W106 KBR INC	12,377.	9,615.
485170302 KANSAS CITY SOUTHERN	41,296.	48,559.
486587108 KAYDON CORP	6,062.	4,941.
48667L106 KDDI CORP-UNSPONSORE	20,022.	18,805.
489170100 KENNAMETAL INC	23,473.	21,072.
495724403 KINGFISHER PLC - ADR	40,699.	36,520.
497266106 KIRBY CORP	3,865.	4,477.
500255104 KOHLS CORP	8,243.	8,390.

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
500458401 KOMATSU LIMITED - AD	43,325.	33,139.
501044101 KROGER CO	4,147.	4,045.
501897102 LI & FUNG LTD ADR	96,232.	76,380.
502117203 L'OREAL - ADR	40,254.	35,848.
502441306 LVMH MOET HENNESSY U	77,782.	69,435.
50540R409 LABORATORY CRP OF AM	90,045.	82,273.
512815101 LAMAR ADVERTISING CO	28,212.	30,085.
517834107 LAS VEGAS SANDS CORP	7,960.	8,076.
518439104 ESTEE LAUDER COMPANI	41,073.	43,580.
527288104 LEUCADIA NATL CORP C	45,415.	34,997.
530322106 LIBERTY MEDIA CORP -	112,431.	108,568.
530555101 LIBERTY GLOBAL INC-A	59,675.	55,719.
53071M104 LIBERTY INTERACTIVE	46,303.	45,467.
531172104 LIBERTY PPTY TR SH B	2,846.	2,687.
53217V109 LIFE TECHNOLOGIES CO	15,540.	11,634.
532791100 LINCARE HLDGS INC CO	27,320.	24,527.
540424108 LOEWS CORP	94,791.	85,578.
54222A106 LONE PINE RESOURCES	3,701.	2,187.
54338V101 LONZA GROUP AG ADR	29,893.	23,067.
55261F104 M & T BANK CORPORATI	38,555.	34,506.
552676108 M D C HLDGS INC COM	6,665.	4,725.
554489104 MACK CALI RLTY CORP	8,849.	7,153.
55616P104 MACY'S INC	7,979.	8,817.
570535104 MARKEL HOLDINGS	72,723.	76,299.
571748102 MARSH & MCLENNAN COS	34,890.	35,952.
573284106 MARTIN MARIETTA MATL	13,949.	13,574.
577081102 MATTEL INC	4,780.	4,830.
58155Q103 MCKESSON CORP	4,169.	4,519.
582839106 MEAD JOHNSON NUTRITI	46,828.	48,111.

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
58733R102 MERCADOLIBRE INC	15,691.	19,567.
594918104 MICROSOFT CORP	4,693.	4,699.
595017104 MICROCHIP TECHNOLOGY	42,448.	42,784.
59522J103 MID AMERICA APARTMEN	4,039.	4,253.
606822104 MITSUBISHI UFJ FINL	34,726.	25,844.
608190104 MOHAWK INDS INC COM	21,240.	22,563.
60871R209 MOLSON COORS BREWING	54,226.	52,814.
61744J317 MORGAN STANLEY INS I	4,700,000.	2,034,908.
61945C103 MOSAIC CO/THE	8,743.	6,758.
620076307 MOTOROLA SOLUTIONS,	31,453.	32,866.
62474M108 MTN GROUP LTD ADR	36,303.	36,303.
62855J104 MYRIAD GENETICS INC	3,288.	2,994.
636180101 NATIONAL FUEL GAS CO	29,036.	22,454.
637071101 NATIONAL OILWELL INC	7,811.	7,139.
641069406 NESTLE S.A. REGISTER	99,919.	104,513.
64110D104 NETAPP INC	3,973.	4,026.
651639106 NEWMONT MINING CORP	7,782.	7,441.
655044105 NOBLE ENERGY INC	13,337.	14,064.
66987V109 NOVARTIS AG - ADR	77,259.	77,237.
670100205 NOVO NORDISK A/S - A	48,833.	44,490.
67020Y100 NUANCE COMMUNICATION	8,768.	8,731.
67103H107 O'REILLY AUTOMOTIVE	78,988.	97,299.
680223104 OLD REP INTL CORP	7,054.	5,525.
683974505 OPPENHEIMER DEVELOPI	500,000.	429,058.
69331C108 PG&E CORP COM	4,202.	4,246.
693475105 PNC FINANCIAL SERVIC	15,118.	16,436.
69351T106 PPL CORPORATION	11,080.	11,709.
695156109 PACKAGING CORP OF AM	7,677.	6,916.
696429307 PALL CORP	16,693.	17,831.

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
69840W108 PANERA BREAD COMPANY	44,951.	49,508.
703395103 PATTERSON COS INC	5,187.	5,432.
703481101 PATTERSON-UTI ENERGY	35,670.	23,457.
708160106 PENNEY J C INC	20,936.	26,011.
712704105 PEOPLE'S UNITED FINA	7,647.	7,273.
714046109 PERKINELMER, INC	10,576.	7,840.
714290103 PERRIGO CO	34,922.	39,115.
71654V101 PETROLEO BRASILEIRO	36,868.	25,980.
723787107 PIONEER NAT RES CO C	31,144.	31,855.
726505100 PLAINS EXPL & PRODTN	6,468.	6,903.
731068102 POLARIS INDS INC COM	34,543.	34,988.
73172K104 POLYCOM INC COM	2,679.	2,706.
73755L107 POTASH CORP SASK	41,753.	30,011.
737630103 POTLATCH HLDGS INC	8,609.	7,560.
743312100 PROGRESS SOFTWARE CO	4,538.	3,618.
743315103 PROGRESSIVE CORP OHI	38,208.	35,976.
74340W103 PROLOGIS INC	4,664.	3,745.
74460D109 PUBLIC STORAGE INC C	6,389.	7,530.
74463M106 PUBLICIS GROUPE S.A.	31,129.	25,317.
747277101 QLOGIC CORP COM	8,357.	7,845.
74733V100 QUESTAR MARKET RESOU	15,059.	10,548.
747525103 QUALCOMM INC	7,769.	7,494.
74834L100 QUEST DIAGNOSTICS IN	30,236.	30,133.
748356102 QUESTAR CORP	20,003.	22,243.
750438103 RADIOSHACK CORP	6,548.	4,777.
75281A109 RANGE RES CORP	41,098.	35,739.
754730109 RAYMOND JAMES FINL I	7,399.	6,966.
754907103 RAYONIER INC COM	4,438.	4,552.
755111507 RAYTHEON CO	5,266.	5,999.

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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756255105 RECKITT BENCKISER GR	50,281.	45,677.
756577102 RED HAT INC	30,638.	27,871.
758075402 REDWOOD TR INC COM	9,066.	6,088.
758204200 REED ELSEVIER N V AD	14,488.	13,021.
759351604 REINSURANCE GROUP AM	7,639.	7,367.
760759100 REPUBLIC SERVICES IN	13,640.	12,177.
771195104 ROCHE HOLDINGS LTD -	38,458.	45,018.
774341101 ROCKWELL COLLINS	7,463.	6,700.
776696106 ROPER INDS INC NEW C	25,616.	26,843.
779919109 T ROWE PRICE REAL ES	4,467,792.	3,923,750.
780905451 ROYCE PREMIER FUND W	2,000,000.	2,049,669.
78388J106 SBA COMMUNICATIONS C	17,760.	18,000.
78390X101 SAIC INC	36,398.	26,559.
78454L100 SM ENERGY CO	37,117.	33,041.
784924425 SSGA EMERGING MARKET	2,956,525.	3,012,739.
78572M105 SABMILLER PLC - ADR	15,549.	15,843.
786514208 SAFEWAY INC NEW	6,520.	8,100.
790849103 ST JUDE MED INC	9,799.	7,032.
79466L302 SALESFORCE COM INC	44,934.	31,453.
80004C101 SANDISK CORP COM	39,632.	42,567.
803054204 SAP AG - ADR	107,823.	94,728.
803111103 SARA LEE CORP	23,547.	27,169.
803866300 SASOL LIMITED - ADR	20,873.	19,339.
80585Y308 SBERBANK-SPONSORED A	24,550.	22,534.
80687P106 SCHNEIDER ELECTRIC S	52,975.	34,305.
808513105 SCHWAB CHARLES CORP	38,580.	31,325.
816850101 SEMTECH CORP COM	7,666.	6,950.
82481R106 SHIRE PLC ADR	34,718.	38,963.
826197501 SIEMENS AG - ADR	46,428.	35,376.

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
833034101 SNAP ON INC	4,692.	3,797.
83569C102 SONOVA HOLDIN-UNSPON	27,337.	30,501.
84265V105 SOUTHERN COPPER CORP	8,129.	7,786.
845467109 SOUTHWESTERN ENERGY	6,870.	5,142.
854502101 STANLEY BLACK & DECK	4,336.	4,597.
855030102 STAPLES INC	8,184.	7,181.
857477103 STATE STREET CORP	17,182.	15,398.
858912108 STERICYCLE INC COM	21,065.	18,545.
859152100 STERIS CORP COM	8,999.	7,604.
867914103 SUNTRUST BANKS INC	15,159.	11,434.
870123106 SWATCH GROUP AG/THE-	52,534.	47,498.
871503108 SYMANTEC CORP	12,347.	9,844.
871829107 SYSCO CORP	29,845.	28,567.
872275102 TCF FINANCIAL	12,600.	9,680.
87236Y108 TD AMERITRADE HLDG C	7,025.	5,650.
872540109 TJX COS INC NEW	60,225.	74,039.
874039100 TAIWAN SEMICONDUCTOR	20,833.	20,721.
876664103 TAUBMAN CTRS INC COM	3,336.	3,478.
878237106 TECH DATA CORP	9,998.	10,129.
878742204 TECK RESOURCES LIMIT	24,933.	17,841.
879382208 TELEFONICA SA - ADR	30,159.	20,508.
879433860 TELEPHONE & DATA SYS	24,419.	21,524.
88023U101 TEMPUR-PEDIC INTL IN	30,322.	26,475.
88032Q109 TENCENT HOLDINGS LTD	35,420.	27,914.
88076W103 TERADATA CORP	26,298.	22,606.
881575302 TESCO PLC - ADR	74,282.	69,067.
881624209 TEVA PHARMACEUTICAL	64,947.	51,540.
883556102 THERMO FISHER SCIENT	17,369.	12,322.
884315102 THOMAS & BETTS CORP	4,870.	5,733.

FORM 990PF, PART II - CORPORATE STOCK
 =====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
886423102 TIDEWATER INC	5,592.	5,177.
892331307 TOYOTA MOTOR CORPORA	53,986.	38,289.
896945201 TRIPADVISOR INC	18,968.	16,248.
900148701 TURKIYE GARANTI BANK	76,927.	49,328.
903236107 URS CORP NEW	20,330.	15,944.
90384S303 ULTA SALON COSMETICS	23,021.	21,748.
904311107 UNDER ARMOUR INC	39,053.	36,613.
90460M105 UNICHARM CORP-UNSP A	34,338.	43,551.
904767704 UNILEVER PLC - ADR	30,318.	33,185.
907818108 UNION PACIFIC CORP	6,473.	6,568.
91911K102 VALEANT PHARMACEUTIC	27,727.	25,213.
92342Y109 VERIFONE SYSTEMS, IN	21,036.	16,836.
92343E102 VERISIGN INC COM	43,181.	48,472.
92553P201 VIACOM INC NEW	9,220.	8,219.
92857W209 VODAFONE GROUP PLC N	20,831.	22,004.
928662402 VOLKSWAGEN AG-SPONS	24,754.	22,530.
929297109 WMS INDS INC	7,849.	5,233.
92933H101 WPP GRP PLC AMER DEP	47,615.	36,404.
931142103 WAL MART STORES INC	8,101.	9,143.
93114W107 WAL-MART DE MEXICO-S	67,559.	63,846.
931422109 WALGREEN CO	9,388.	9,488.
934390402 WARNACO GROUP INC	5,231.	5,004.
938824109 WASHINGTON FED INC C	14,557.	12,283.
959802109 WESTERN UNION CO/THE	20,381.	18,534.
962166104 WEYERHAEUSER CO	11,597.	10,567.
966387102 WHITING PETE CORP NE	9,445.	9,852.
966837106 WHOLE FOODS MKT INC	45,077.	49,123.
969457100 WILLIAMS COS INC	72,508.	79,809.
988498101 YUM BRANDS INC	17,487.	18,470.

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
98956P102 ZIMMER HOLDINGS INC	11,805.	9,990.
G0450A105 ARCH CAPITAL GROUP L	21,694.	24,646.
G0457F107 ARCOS DORADOS HOLDIN	34,577.	32,458.
G16962105 BUNGE LIMITED	22,520.	17,389.
G2554F113 COVIDIEN PLC	9,817.	9,812.
G3223R108 EVEREST RE GROUP LTD	15,304.	15,725.
G491BT108 INVESCO LIMITED	11,670.	10,728.
G6359F103 NABORS INDUSTRIES LT	28,393.	22,247.
G6852T105 PARTNERRE LTD COM	11,627.	10,851.
G9618E107 WHITE MTNS INS GROUP	34,092.	37,184.
G96666105 WILLIS GROUP HOLDING	26,058.	26,229.
H2906T109 GARMIN LTD	7,167.	8,599.
H89128104 TYCO INTERNATIONAL L	54,791.	53,109.
M22465104 CHECK POINT SOFTWARE	16,395.	15,657.
N72482107 QIAGEN N.V.	28,076.	19,072.
N7902X106 SENSATA TECHNOLOGIES	22,164.	15,453.
N97284108 YANDEX NV-A	18,815.	11,682.
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TOTALS	42,972,946.	40,144,244.
	=====	=====

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
693390841 PIMCO HIGH YIELD		
693391104 PIMCO REAL RETURN		
693390551 PIMCO TOTAL RETURN		
94985D582 WELLS FARGO ADV INTL		
693315559 PIMCO EMERGING MKRT		1,504,652.
92934R769 CRM MID CAP VALUE	1,231,576.	
26203E836 DREYFUS/THE BOSTON		
464287200 ISHARES S & P 500		
812A2207 JP MORGAN INTREPID		
589619105 MERIDIAN GROWTH		
626124242 MUNDER MIDCAP CORE		
780905451 ROYCE PREMIER FUND		
784924425 SSGA EMERGING MRKT		
04315J837 ARTIO INTERNATIONAL		
411511306 HARBOR INTERNATIONAL		
CP RICHARD ELLIS REALTY TRUST		
61744J317 MORGAN STANLEY		
779919109 T ROWE PRICE REAL	44,978.	49,885.
002824AW0 ABBOTT LABORATORIES	121,981.	123,858.
06051GDX4 BANK OF AMERICA NA	156,386.	155,528.
06406HBE8 BANK OF NEW YORK MEL	84,824.	95,542.
10138MAH8 PEPSI BOTTLING GROUP	114,802.	118,191.
144141DA3 PROGRESS ENERGY CARO	122,840.	140,815.
149123BM2 CATERPILLAR INC	119,663.	129,602.
20825CAS3 CONOCOPHILLIPS	122,272.	123,757.
22546QAC1 SUISSE NEW YORK	118,858.	118,141.
24422ERC5 JOHN DEERE CAPITAL	115,053.	136,218.
25468PCE4 WALT DISNEY COMPANY	126,496.	135,955.
291011AT1 EMERSON ELECTRIC		

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
369550AK4 GENERAL DYNAMICS COR	132,800.	131,098.
36962G3H5 GENERAL ELEC CAP COR	131,041.	143,881.
373334JP7 GEORGIA POWER COMPAN	109,718.	122,705.
38141GFM1 GOLDMAN SACHS GROUP	138,269.	134,172.
428236AQ6 HEWLETT-PACKARD CO	70,805.	71,992.
459200BA8 IBM CORPORATION	127,556.	134,428.
46625HHU7 JPMORGAN CHASE & CO	144,031.	151,053.
49328CAA3 KEY BANK NA	209,801.	212,902.
589331AP2 MERCK & CO INC	220,559.	231,258.
59018YUW9 MERRILL LYNCH & CO	48,581.	48,167.
594918AB0 MICROSOFT CORP	159,843.	169,963.
61746SBR9 MORGAN STANLEY	126,173.	127,027.
637432CU7 NATIONAL RURAL UTILS	87,622.	80,841.
674599BZ7 OCCIDENTAL PETROLEUM	74,025.	78,445.
717081DA8 PFIZER INC	99,875.	113,119.
74005PAV6 PRAXAIR INC	124,679.	133,716.
742718DQ9 PROCTER & GAMBLE CO/	139,681.	150,325.
78387GAL7 SBC COMMUNICATIONS	128,534.	149,132.
808513AD7 CHARLES SCHWAB CORP	189,801.	190,451.
87612EAV8 TARGET CORP	108,987.	110,479.
88579EAE5 3M COMPANY	102,952.	100,983.
913017BR9 UNITED TECHNOLOGIES	136,072.	146,504.
931142CG6 WAL MART STORES INC	82,815.	94,412.
961214BK8 WESTPAC BANKING CORP	104,259.	106,392.
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TOTALS	5,478,208.	5,965,589.
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FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
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BLUE TREND ASP FUND	C		543,478.
DORCHESTER CAPITAL INTERN;	C		1,033,301.
GRAHAM ALTERNATIVE INVESTMENT	C		3,305,144.
GRE II ASP FUND (TAXABLE)	C		2,395,982.
GRESHAM COMMODITIES II	C		1,972,961.
K2 OVERSEAS LONG SHORT ASP	C		823,540.
MESIROW INSTITUTIONAL MULTI	C		142,497.
PINEHURST INSTITUTIONAL	C		4,697,161.
RICI LINKED PAM TOTAL INDEX	C		117,576.
SELECTINVEST INSTITUTIONAL ARV	C		2,134,002.
SIGULER GUFF BRIC OPPOR.	C		2,374,871.
SIGULER GUFF BRIC OPPOR.	C		991,752.
123998007 CB RICHARD ELLIS REA	C		4,195,761.
693390551 PIMCO TOTAL RETN FD	C		2,785,380.
693390841 PIMCO HIGH YIELD FD-	C		298,869.
693391104 PIMCO REAL RETURN BO	C		4,153,542.
693391559 PIMCO EMERG MKTS BD-	C		2,267,703.
70299RF16 PARTNERS GROUP PRIV	C		
BLT991225 BLUE TREND ASP FUND	C		
DCI992405 DORCHESTER CAP INTL	C		
GAI992208 GRAHAM ALT INVEST II	C		
GRE992304 GRE II ASP (TAXABLE)	C		
GSH996227 GRESHAM COMMODITIES	C		
GTY995004 ASGI AGILITY INCOME	C		
K20992204 K2 OVRSEAS LNG SHORT	C		
MIM992019 MESIROW INST MLT-STR	C		
RCI991006 RICI LINKED PAM TOTA	C		
RTO992224 PINEHURST INST TRANS	C		
SGL993313 SIGULER GUFF BRIC OP	C		

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ----
SGL999WH3 SIGULER GUF BRIC OPP C		240,000.	240,000.
SLI994108 SELECTINVEST INST AR C		647,267.	536,056.
		-----	-----
TOTALS		36,071,165.	35,009,576.
		=====	=====

THE CARLOS & MARGUERITE MASON FDN
FORM 990PF, PART II - OTHER ASSETS
=====

58-1996431

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
61746WXN5 MORGAN STANLEY DEAN	157,002.	160,447.
TOTALS	157,002.	160,447.
	=====	=====

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

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	45,782.
DISBURSEMENT POSTING DATE/EFFECTIVE DATE ADJUSTMENT	115,000.
MUTUAL FUND DEFERRED INCOME	187.
ACCD INTEREST POSTING PRIOR YEAR EFFECTIVE CURRENT YEAR	2,358.
SALES WITH LOSS POSTING NEXT YEAR EFFECTIVE CURRENT YR	6,908.
ROUNDING	8.

TOTAL	170,243.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

MUTUAL FUND TAX EFFECTIVE DATE AFTER TYE	13,258.
ROC/OTHER TAX COST ADJUSTMENTS	66,535.
WASH SALES DISALLOWED	28,802.
ACCD INTEREST PAID CURRENT YEAR EFFECTIVE NEXT YEAR	3,037.
SALES WITH LOSS POSTING CUURENT YEAR EFFECTIVE PRIOR YR	59,119.

TOTAL	170,751.
	=====

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

=====

OFFICER NAME:

WELLS FARGO BANK NA

ADDRESS:

1525 WEST WT HARRIS BLVD
CHARLOTTE, NC 28288-1114

TITLE:

Trustee

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 1,280,749.

OFFICER NAME:

George W P Atkins

ADDRESS:

c/o Wells Fargo Bank
Atlanta, GA 30303

TITLE:

Chairman/Adv Comm

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 35,000.

OFFICER NAME:

Alice Sheets

ADDRESS:

c/o Wells Fargo Bank
Atlanta, GA 30303

TITLE:

Advisory Committee

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

OFFICER NAME:

John Libby

ADDRESS:

c/o Wells Fargo Bank
Atlanta, GA 30303

TITLE:

Advisory Committee

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

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

=====

OFFICER NAME:

Joyce Yamaato

ADDRESS:

c/o Wells Fargo Bank

Atlanta, GA 30303

TITLE:

Advisory Committee

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

OFFICER NAME:

Carol Hoffman

ADDRESS:

c/o Wells Fargo Bank

Atlanta, GA 30303

TITLE:

Advisory Committee

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

TOTAL COMPENSATION:

1,315,749.

=====

RECIPIENT NAME:

C/O WELLS FARGO PHILANTHROPIC SERVICES

ADDRESS:

1 W 4TH STREET D4000-062

WINSTON-SALEM, NC 27101

RECIPIENT'S PHONE NUMBER: 888-234-1999

FORM, INFORMATION AND MATERIALS:

INFORMATION AT WWW.WELLSFARGO.COM/PRIVATEFOUNDATIONGRANTS/MASON.

THE TRUSTEE DOES NOT REQUIRE A FORMAL APPLICATION, BUT REQUESTS

SUBMITTING A PROPOSAL DETAILING THE PROJECT OR PROGRAM.

SUBMISSION DEADLINES:

APPLICATIONS MUST BE POSTMARKED OR HAND

DELIVERED TOT THE TRUSTEE'S OFFICE BY JUNE 1.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

FINANCIAL SUPPORT TO PERSONS OR ORGANIZATIONS

IN GEORGIA ASSOCIATED WITH TRANSPLANTATION OF

EYES, KIDNEYS, HEARTS, AND OTHER HUMAN ORGANS.

=====

RECIPIENT NAME:

GEORGIA HEALTH SCIENCES
UNIVERSITY FOUNDATION

ADDRESS:

1120 15TH STREET
AUGUST, GA 30912

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

TRANSPLANT RESEARCH AND SERVICE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC EXEMPT

AMOUNT OF GRANT PAID 280,000.

RECIPIENT NAME:

PIEDMONT HOSPITAL

ADDRESS:

1968 PEACHTREE ROAD
ATLANTA, GA 30309

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CREATION OF AN HLA LAB

FOUNDATION STATUS OF RECIPIENT:

PUBLIC EXEMPT

AMOUNT OF GRANT PAID 406,000.

RECIPIENT NAME:

EMORY UNIVERSITY

ADDRESS:

1440 CLIFTON ROAD, NE
ATLANTA, GA 30322

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

MASON TELEMEDICINE/TRANSLATIONAL DISCOVERY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC EXEMPT

AMOUNT OF GRANT PAID 1,100,000.

=====

RECIPIENT NAME:

ATLANTA RONALD MCDONALD HOUSE
CHARITIES, INC.

ADDRESS:

795 GATEWOOD ROAD NORTHEAST
ATLANTA, GA 30329

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ADOPT-A-FAMILY PROGRAM

FOUNDATION STATUS OF RECIPIENT:

PUBLIC EXEMPT

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

ANGEL FLIGHT OF GEORGIA

ADDRESS:

2000 AIRPORT RD #227
CHAMBLEE, GA 30341

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

TRANSPLANT PATIENT PROGRAM

FOUNDATION STATUS OF RECIPIENT:

PUBLIC EXEMPT

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

CHILDREN'S HEALTHCARE OF ATLANTA

ADDRESS:

1687 TULLIE CIRCLE NE
ATLANTA, GA 30329

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CARDIOVASCULAR HEALTH INITIATIVE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC EXEMPT

AMOUNT OF GRANT PAID 440,000.

=====

RECIPIENT NAME:

GEORGIA TRANSPLANT FOUNDATION

ADDRESS:

6600 PEACHTREE DUNWOODY ROAD

ATLANTA, GA 30328

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

TRANSPLANT ASSISTANCE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC EXEMPT

AMOUNT OF GRANT PAID1,814,000.

TOTAL GRANTS PAID:

4,140,000.

=====

**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

Employer identification number

THE CARLOS & MARGUERITE MASON FDN

58-1996431

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 SHORT-TERM CAPITAL GAIN DIVIDENDS					35,458.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-166,508.
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	51,958.
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	-79,092.

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					262,150.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	5,029,416.
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	1,114.
9 Capital gain distributions	9	229.
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	5,292,909.

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		-79,092.
14 Net long-term gain or (loss):			
a Total for year	14a		5,292,909.
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		5,213,817.

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

THE CARLOS & MARGUERITE MASON FDN

Employer identification number

58-1996431

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 136. ACME PACKET INC	06/29/2011	07/29/2011	7,732.00	9,627.00	-1,895.00
167. ACME PACKET INC	06/29/2011	08/05/2011	9,025.00	11,822.00	-2,797.00
172. ACTUANT CORP COM	06/29/2011	08/05/2011	3,690.00	4,547.00	-857.00
570. ACTUANT CORP COM	06/29/2011	08/08/2011	11,117.00	15,069.00	-3,952.00
174. ACTUANT CORP COM	06/29/2011	08/09/2011	3,294.00	4,600.00	-1,306.00
189. ACTUANT CORP COM	06/29/2011	08/10/2011	3,565.00	4,997.00	-1,432.00
808. ADMIRAL GROUP PLC - U	02/18/2011	11/04/2011	15,308.00	23,367.00	-8,059.00
161. AEROPOSTALE INC COM	06/30/2011	08/04/2011	2,035.00	2,832.00	-797.00
47. AEROPOSTALE INC COM	06/30/2011	08/29/2011	545.00	827.00	-282.00
97. AEROPOSTALE INC COM	06/30/2011	08/30/2011	1,117.00	1,706.00	-589.00
85.99953 AGILENT TECHNOLOG	06/29/2011	08/02/2011	3,491.00	4,358.00	-867.00
28.00047 AGILENT TECHNOLOG	06/29/2011	08/02/2011	1,137.00	1,419.00	-282.00
76. AGILENT TECHNOLOGIES I	06/29/2011	10/04/2011	2,305.00	4,310.00	-2,005.00
534. AGILENT TECHNOLOGIES	06/29/2011	11/01/2011	18,683.00	27,118.00	-8,435.00
43. AIRGAS INC COM	06/29/2011	07/27/2011	2,975.00	3,026.00	-51.00
74. AKAMAI TECHNOLOGIES CO	06/30/2011	11/11/2011	2,213.00	2,333.00	-120.00
44. AKAMAI TECHNOLOGIES CO	07/28/2011	11/28/2011	1,214.00	1,202.00	12.00
117. ALBEMARLE CORP COM	06/29/2011	12/12/2011	6,020.00	8,050.00	-2,030.00
155. ALBEMARLE CORP COM	06/29/2011	12/13/2011	7,985.00	10,665.00	-2,680.00
165. ALBEMARLE CORP COM	06/29/2011	12/15/2011	8,085.00	11,353.00	-3,268.00
462.00044 ALCATEL	06/29/2011	07/29/2011	1,774.00	2,661.00	-887.00
2093.99956 ALCATEL	06/29/2011	07/29/2011	8,041.00	12,061.00	-4,020.00
2086. ALCATEL	06/29/2011	08/02/2011	7,677.00	12,704.00	-5,027.00
2601. ALCATEL	06/29/2011	08/26/2011	8,505.00	14,984.00	-6,479.00

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)

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

Department of the Treasury
Internal Revenue Service

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

Name of estate or trust

THE CARLOS & MARGUERITE MASON FDN

Employer identification number

58-1996431

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 114. ALEXION PHARMACEUTICA	06/29/2011	10/13/2011	7,644.00	5,363.00	2,281.00
233. ALLIANT TECHSYSTEMS I	06/29/2011	07/27/2011	15,520.00	16,235.00	-715.00
ATTACHED EXP 09/28/2000					
724. ALLIANZ AG-ADR COM	02/18/2011	03/09/2011	10,436.00	10,679.00	-243.00
217. AMERICA MOVIL S A DE	02/18/2011	05/19/2011	10,874.00	12,512.00	-1,638.00
SPONSORED ADR REPSTG SER L					
129. AMERICA MOVIL S A DE	02/18/2011	05/25/2011	6,678.00	7,438.00	-760.00
SPONSORED ADR REPSTG SER L					
205. AMERICA MOVIL S A DE	02/18/2011	05/26/2011	10,592.00	11,820.00	-1,228.00
SPONSORED ADR REPSTG SER L					
199. AMERICAN EAGLE OUTFIT	06/30/2011	11/18/2011	2,704.00	2,561.00	143.00
COM					
3. AMERICAN TOWER CORP CL	06/29/2011	08/30/2011	158.00	158.00	
28. AMERICAN TOWER CORP CL	06/29/2011	10/04/2011	1,466.00	1,472.00	-6.00
21. AMERICAN TOWER CORP CL	06/29/2011	11/16/2011	1,215.00	1,104.00	111.00
10. AMERIPRISE FINANCIAL I	06/29/2011	07/27/2011	535.00	572.00	-37.00
8. AMERIPRISE FINANCIAL IN	06/29/2011	11/16/2011	367.00	458.00	-91.00
133. AMERIPRISE FINANCIAL	06/29/2011	12/20/2011	6,382.00	7,606.00	-1,224.00
380. AMETEK INC (NEW) COM	06/29/2011	09/23/2011	12,572.00	16,708.00	-4,136.00
452. AMETEK INC (NEW) COM	06/29/2011	09/26/2011	14,995.00	19,874.00	-4,879.00
32. ANADARKO PETE CORP COM	06/30/2011	11/10/2011	2,508.00	2,451.00	57.00
ATTACHED EXPIRING 11/10/200					
91. ANNALY MTG MGMT INC CO	06/30/2011	08/25/2011	1,582.00	1,645.00	-63.00
14. AON CORP COM	06/29/2011	07/27/2011	706.00	704.00	2.00
3. AON CORP COM	06/29/2011	11/16/2011	141.00	151.00	-10.00
78. APOLLO GRP INC CL A	07/14/2011	11/15/2011	3,600.00	3,885.00	-285.00
237. ARCELORMITTAL-NY REGI	05/04/2011	11/28/2011	3,981.00	8,641.00	-4,660.00
243. ARCELORMITTAL-NY REGI	05/04/2011	12/01/2011	4,618.00	8,780.00	-4,162.00
382. ARCELORMITTAL-NY REGI	03/15/2011	12/09/2011	7,170.00	13,611.00	-6,441.00
120. ARCELORMITTAL-NY REGI	03/15/2011	12/12/2011	2,071.00	4,048.00	-1,977.00

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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Employer identification number

58-1996431

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 156. ARM HLDGS PLC SPONSOR	02/18/2011	10/11/2011	4,312.00	4,747.00	-435.00
7. AUTOZONE INC COM W/RIGH EXP 3/21/2010	06/29/2011	10/04/2011	2,200.00	2,047.00	153.00
612. BNP PARIBAS ADR COM	02/18/2011	09/16/2011	12,515.00	24,370.00	-11,855.00
355. BNP PARIBAS ADR COM	02/18/2011	09/20/2011	6,074.00	14,136.00	-8,062.00
418. BNP PARIBAS ADR COM	03/10/2011	09/21/2011	6,726.00	16,197.00	-9,471.00
12. BALLY TECHNOLOGIES INC	06/30/2011	08/29/2011	381.00	492.00	-111.00
88. BALLY TECHNOLOGIES INC	06/30/2011	08/30/2011	2,808.00	3,607.00	-799.00
76. BARRETT BILL CORP	06/30/2011	07/06/2011	3,555.00	3,526.00	29.00
69.00001 BAYER A G-SPONS A	07/27/2011	09/06/2011	3,614.00	5,794.00	-2,180.00
95.99999 BAYER A G-SPONS A	07/27/2011	09/06/2011	5,029.00	8,061.00	-3,032.00
172. BAYER A G-SPONS ADR	07/27/2011	09/15/2011	9,258.00	15,465.00	-6,207.00
6. BECTON DICKINSON & CO C	06/29/2011	07/27/2011	507.00	518.00	-11.00
5. BECTON DICKINSON & CO C	06/29/2011	08/30/2011	402.00	432.00	-30.00
318.99984 BERRY PETE CO CL	08/08/2011	10/28/2011	11,829.00	18,157.00	-6,328.00
87.00016 BERRY PETE CO CL	07/26/2011	10/28/2011	3,226.00	5,248.00	-2,022.00
241. BERRY PETE CO CL A	08/25/2011	11/01/2011	7,915.00	12,656.00	-4,741.00
96. BEST BUY INC COM	06/30/2011	08/30/2011	2,443.00	3,027.00	-584.00
86. BIG LOTS INC COM	06/30/2011	11/16/2011	3,419.00	2,837.00	582.00
42. BIG LOTS INC COM	06/30/2011	11/21/2011	1,598.00	1,386.00	212.00
13. BLACKROCK INC	06/29/2011	07/27/2011	2,369.00	2,486.00	-117.00
3. BLACKROCK INC	06/29/2011	11/16/2011	491.00	574.00	-83.00
6. BLACKROCK INC	06/29/2011	12/20/2011	1,026.00	1,147.00	-121.00
68. BLUE COAT SYSTEMS INC	06/30/2011	12/09/2011	1,710.00	1,510.00	200.00
137. BLUE COAT SYSTEMS INC	06/30/2011	12/13/2011	3,447.00	3,041.00	406.00

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

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Employer identification number

58-1996431

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 329. BRIGHAM EXPL CO	06/29/2011	08/09/2011	7,679.00	9,900.00	-2,221.00
490. BRIGHAM EXPL CO	06/29/2011	10/19/2011	17,851.00	14,744.00	3,107.00
235. BRIGHAM EXPL CO	06/29/2011	10/20/2011	8,559.00	7,071.00	1,488.00
242. BRIGHAM EXPL CO	06/29/2011	10/21/2011	8,823.00	7,282.00	1,541.00
120. BROADRIDGE FINANCIAL	06/29/2011	08/30/2011	2,476.00	2,863.00	-387.00
4. BROADRIDGE FINANCIAL SO	06/29/2011	10/04/2011	78.00	95.00	-17.00
21. BROOKFIELD ASSET MANAG	06/29/2011	07/27/2011	675.00	686.00	-11.00
80. BROWN & BROWN INC COM	06/29/2011	07/27/2011	1,759.00	2,028.00	-269.00
22. BROWN & BROWN INC COM	06/29/2011	11/16/2011	471.00	558.00	-87.00
9. CIT GROUP INC.	06/29/2011	11/16/2011	289.00	396.00	-107.00
6. CIT GROUP INC.	06/29/2011	12/20/2011	209.00	264.00	-55.00
54. CVS CORP COM	06/30/2011	11/21/2011	2,034.00	2,023.00	11.00
75. CABOT OIL & GAS CORP C	06/30/2011	07/14/2011	4,783.00	4,983.00	-200.00
103. CABOT OIL & GAS CORP	06/29/2011	08/09/2011	6,282.00	6,910.00	-628.00
6. CALPINE CORP/NEW	07/27/2011	10/04/2011	80.00	101.00	-21.00
148. CANADIAN NATL RY CO C	02/18/2011	08/10/2011	10,104.00	10,654.00	-550.00
93. CARLISLE COS INC COM	06/30/2011	12/01/2011	4,072.00	4,587.00	-515.00
35.99951 CAVIUM INC	06/29/2011	12/02/2011	1,211.00	1,537.00	-326.00
114.00049 CAVIUM INC	06/29/2011	12/02/2011	3,836.00	4,867.00	-1,031.00
230. CHINA MERCHANTS HLDGS	02/18/2011	09/08/2011	6,735.00	10,596.00	-3,861.00
214. CHINA MERCHANTS HLDGS	02/18/2011	09/09/2011	6,074.00	9,859.00	-3,785.00
153. CHINA MERCHANTS HLDGS	02/18/2011	09/16/2011	4,089.00	7,049.00	-2,960.00
202. CHINA MERCHANTS HLDGS	02/18/2011	09/19/2011	5,169.00	9,306.00	-4,137.00
118. CHUBB CORP COM	06/30/2011	12/21/2011	8,079.00	7,386.00	693.00

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)

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

Department of the Treasury
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).
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58-1996431

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 315. CIENA CORP USD 0.01	06/29/2011	07/19/2011	5,035.00	5,878.00	-843.00
648. CIENA CORP USD 0.01	06/29/2011	07/28/2011	10,236.00	12,092.00	-1,856.00
23.00036 CIMAREX ENERGY CO	08/10/2011	10/24/2011	1,465.00	1,551.00	-86.00
13.99964 CIMAREX ENERGY CO	08/10/2011	10/24/2011	892.00	944.00	-52.00
177. CISCO SYS INC COM W/R ATTACHED EXPIRING 6/10/2008	06/30/2011	08/08/2011	2,497.00	2,758.00	-261.00
22. CINTAS CORP COM	07/27/2011	08/30/2011	691.00	731.00	-40.00
30. CINTAS CORP COM	07/27/2011	10/04/2011	808.00	981.00	-173.00
114. CINTAS CORP COM	06/29/2011	12/20/2011	3,573.00	3,704.00	-131.00
46. CITRIX SYS INC COM	11/17/2011	12/22/2011	2,762.00	3,414.00	-652.00
83. CLOROX CO COM	06/29/2011	07/27/2011	6,079.00	5,606.00	473.00
5. CLOROX CO COM	08/30/2011	10/04/2011	323.00	342.00	-19.00
9. CLOROX CO COM	08/30/2011	11/16/2011	586.00	616.00	-30.00
15. CLOROX CO COM	08/30/2011	12/20/2011	979.00	1,018.00	-39.00
621. COCA-COLA HELLENIC BO ADR	02/18/2011	05/18/2011	14,955.00	17,742.00	-2,787.00
198. COMMVault SYSTEMS INC	10/13/2011	12/22/2011	8,112.00	8,140.00	-28.00
93. COMSTOCK RES INC COM N ATTACHED EXP 12/18/2010	06/30/2011	08/11/2011	2,287.00	2,696.00	-409.00
55. COMSTOCK RES INC COM N ATTACHED EXP 12/18/2010	06/30/2011	08/16/2011	1,357.00	1,594.00	-237.00
51. COMSTOCK RES INC COM N ATTACHED EXP 12/18/2010	06/30/2011	08/17/2011	1,239.00	1,478.00	-239.00
33. CONCHO RESOURCES INC	06/29/2011	08/09/2011	2,497.00	2,981.00	-484.00
118. COOPER COS INC COM NE	06/29/2011	10/18/2011	8,219.00	9,039.00	-820.00
65. COOPER COS INC COM NEW	06/29/2011	10/27/2011	4,595.00	4,979.00	-384.00
11. COPART INC COM	06/29/2011	12/20/2011	515.00	506.00	9.00
76. COVANCE INC COM	06/30/2011	07/18/2011	4,541.00	4,532.00	9.00
49. COVANCE INC COM	06/30/2011	07/19/2011	2,931.00	2,922.00	9.00

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)

Continuation Sheet for Schedule D
(Form 1041)

OMB No. 1545-0092

2011

Department of the Treasury
Internal Revenue Service

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

Name of estate or trust

THE CARLOS & MARGUERITE MASON FDN

Employer identification number

58-1996431

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 29. COVANTA HLDG CORP	07/27/2011	08/30/2011	472.00	504.00	-32.00
389. COVANTA HLDG CORP	07/27/2011	12/20/2011	5,149.00	6,462.00	-1,313.00
7. COVENTRY HLTH CARE INC	06/29/2011	08/30/2011	229.00	255.00	-26.00
26. COVENTRY HLTH CARE INC	06/29/2011	11/16/2011	816.00	948.00	-132.00
3. COVENTRY HLTH CARE INC	06/29/2011	12/20/2011	93.00	109.00	-16.00
509. CROCS INC	09/19/2011	11/11/2011	8,346.00	14,446.00	-6,100.00
446. CROCS INC	09/08/2011	11/14/2011	7,653.00	12,100.00	-4,447.00
.0202 DBS GRP HLDGS SPONSO	07/18/2011	07/26/2011	1.00	1.00	
38. DASSAULT SYSTEMES S.A.	02/18/2011	11/04/2011	3,168.00	2,944.00	224.00
22. DASSAULT SYSTEMES S.A.	02/18/2011	11/08/2011	1,834.00	1,704.00	130.00
12. DASSAULT SYSTEMES S.A.	02/18/2011	12/14/2011	939.00	930.00	9.00
11. DASSAULT SYSTEMES S.A.	02/18/2011	12/23/2011	859.00	852.00	7.00
17. DASSAULT SYSTEMES S.A.	02/18/2011	12/27/2011	1,333.00	1,317.00	16.00
10. DASSAULT SYSTEMES S.A.	02/18/2011	12/28/2011	787.00	775.00	12.00
77.99981 DECKERS OUTDOOR C	08/01/2011	12/16/2011	6,771.00	7,390.00	-619.00
80.00019 DECKERS OUTDOOR C	11/23/2011	12/16/2011	6,945.00	7,993.00	-1,048.00
1006. DENBURY RESOURCES IN	07/27/2011	08/30/2011	15,397.00	19,736.00	-4,339.00
37. DENTSPY INTL INC NEW	06/29/2011	07/27/2011	1,412.00	1,397.00	15.00
41. DENTSPY INTL INC NEW	06/29/2011	08/30/2011	1,427.00	1,548.00	-121.00
4. DENTSPY INTL INC NEW C	06/29/2011	11/16/2011	142.00	151.00	-9.00
9. DENTSPY INTL INC NEW C	06/29/2011	12/20/2011	318.00	340.00	-22.00
219. DEVRY INC DEL COM	06/29/2011	08/15/2011	9,675.00	12,771.00	-3,096.00
88. DEVRY INC DEL COM	06/29/2011	09/19/2011	3,554.00	5,132.00	-1,578.00
427. DEVRY INC DEL COM	06/29/2011	09/23/2011	15,520.00	24,900.00	-9,380.00

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)

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OMB No 1545-0092

2011

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1a 267. DICKS SPORTING GOODS	06/29/2011	07/28/2011	10,006.00	10,477.00	-471.00
251. DICKS SPORTING GOODS	06/29/2011	08/17/2011	8,385.00	9,849.00	-1,464.00
280. DICKS SPORTING GOODS	06/29/2011	08/18/2011	8,677.00	10,987.00	-2,310.00
79. DIEBOLD INC COM W/RIGH EXP 2/11/2009	06/30/2011	10/27/2011	2,601.00	2,455.00	146.00
72. DIEBOLD INC COM W/RIGH EXP 2/11/2009	06/30/2011	10/28/2011	2,380.00	2,238.00	142.00
40. DIEBOLD INC COM W/RIGH EXP 2/11/2009	06/30/2011	11/21/2011	1,196.00	1,243.00	-47.00
28. DISCOVER FINANCIAL SER	06/30/2011	08/05/2011	650.00	748.00	-98.00
124. DISCOVER FINANCIAL SE	06/30/2011	08/25/2011	3,053.00	3,312.00	-259.00
86. DISCOVER FINANCIAL SER	06/30/2011	09/12/2011	2,099.00	2,297.00	-198.00
77. DISCOVER FINANCIAL SER	06/30/2011	09/22/2011	1,955.00	2,057.00	-102.00
190.99908 DISCOVER FINANCI	09/16/2011	11/17/2011	4,476.00	5,055.00	-579.00
72.00092 DISCOVER FINANCIA	09/16/2011	11/17/2011	1,687.00	1,906.00	-219.00
8. DISCOVERY COMMUNICATION	06/29/2011	07/27/2011	289.00	292.00	-3.00
95. DISCOVERY COMMUNICATIO	08/30/2011	10/04/2011	3,250.00	3,556.00	-306.00
987. DISH NETWORK CORP	06/29/2011	07/27/2011	31,128.00	29,126.00	2,002.00
9. DUN & BRADSTREET CORP C	06/29/2011	08/30/2011	595.00	676.00	-81.00
9. DUN & BRADSTREET CORP C	06/29/2011	12/20/2011	653.00	676.00	-23.00
9. EOG RES INC COM	07/27/2011	10/04/2011	628.00	938.00	-310.00
6. EOG RES INC COM	06/29/2011	11/16/2011	608.00	621.00	-13.00
51. EOG RES INC COM	06/29/2011	12/20/2011	5,019.00	5,281.00	-262.00
83. EQT CORPORATION	06/30/2011	08/03/2011	4,953.00	4,352.00	601.00
23. EQT CORPORATION	08/30/2011	10/04/2011	1,187.00	1,419.00	-232.00
68. EQT CORPORATION	06/30/2011	10/17/2011	4,323.00	3,565.00	758.00
10. EQT CORPORATION	08/30/2011	11/16/2011	621.00	575.00	46.00

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Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Continuation Sheet for Schedule D
(Form 1041)

OMB No. 1545-0092

2011

Department of the Treasury
Internal Revenue Service

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1a 44. EASTMAN CHEMICAL CO CO	06/29/2011	07/01/2011	4,555.00	4,428.00	127.00
154. EASTMAN CHEMICAL CO C	06/29/2011	08/09/2011	12,278.00	15,499.00	-3,221.00
200. EASTMAN CHEMICAL CO C	06/29/2011	08/19/2011	15,487.00	20,128.00	-4,641.00
146. ECHOSTAR CORPORATION	06/29/2011	08/30/2011	3,513.00	5,298.00	-1,785.00
6. ECHOSTAR CORPORATION	06/29/2011	11/16/2011	140.00	218.00	-78.00
77. EDWARDS LIFESCIENCES C	06/29/2011	11/17/2011	4,970.00	6,608.00	-1,638.00
76. EDWARDS LIFESCIENCES C	06/29/2011	12/01/2011	5,044.00	6,522.00	-1,478.00
878. ENCANA CORP COM	02/18/2011	11/16/2011	17,352.00	27,437.00	-10,085.00
27. ENERGIZER HLDGS INC CO	07/29/2011	11/17/2011	1,876.00	2,168.00	-292.00
265. ENERGIZER HLDGS INC C	08/23/2011	12/01/2011	19,322.00	20,871.00	-1,549.00
210. FANUC CORPORATION ADR	02/18/2011	08/17/2011	5,961.00	5,464.00	497.00
23. FIDELITY NATL INFORMAT	06/29/2011	07/27/2011	691.00	703.00	-12.00
172. FIDELITY NATL INFORMA INC	06/29/2011	08/30/2011	4,806.00	5,255.00	-449.00
79. FLOWERS FOODS INC-WI C ATTACHED EXP 3/26/2011	06/30/2011	08/02/2011	1,725.00	1,744.00	-19.00
72. FLOWERS FOODS INC-WI C ATTACHED EXP 3/26/2011	06/30/2011	08/03/2011	1,544.00	1,590.00	-46.00
70. FLOWERS FOODS INC-WI C ATTACHED EXP 3/26/2011	06/30/2011	08/09/2011	1,424.00	1,546.00	-122.00
62. FLOWERS FOODS INC-WI C ATTACHED EXP 3/26/2011	06/30/2011	08/10/2011	1,280.00	1,369.00	-89.00
63. FLOWERS FOODS INC-WI C ATTACHED EXP 3/26/2011	06/30/2011	08/11/2011	1,294.00	1,391.00	-97.00
190. FOOT LOCKER INC COM	06/29/2011	10/04/2011	3,661.00	4,587.00	-926.00
183. FOREST OIL CORP COM	06/30/2011	12/01/2011	2,838.00	3,530.00	-692.00
51. FORTUNE BRANDS HOME &	06/29/2011	10/07/2011	640.00	706.00	-66.00
410. FORTUNE BRANDS HOME &	08/30/2011	11/16/2011	6,200.00	5,354.00	846.00
70. FOSSIL INC COM	06/29/2011	09/23/2011	6,499.00	8,281.00	-1,782.00
72. FOSSIL INC COM	06/29/2011	11/09/2011	6,577.00	8,518.00	-1,941.00

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)

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OMB No 1545-0092

2011

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58-1996431

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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 69. FOSSIL INC COM	06/29/2011	11/17/2011	6,290.00	8,163.00	-1,873.00
52. FRESENIUS MED CARE AKT AFT SPONSORED ADR	02/18/2011	05/16/2011	3,690.00	3,345.00	345.00
32. FRESENIUS MED CARE AKT AFT SPONSORED ADR	02/18/2011	05/17/2011	2,251.00	2,058.00	193.00
77. FRESENIUS MED CARE AKT AFT SPONSORED ADR	02/18/2011	07/27/2011	6,088.00	4,953.00	1,135.00
77. GAP INC COM	06/30/2011	08/08/2011	1,235.00	1,394.00	-159.00
159. GAP INC COM	06/30/2011	08/08/2011	2,499.00	2,879.00	-380.00
162. GAP INC COM	06/30/2011	08/15/2011	2,632.00	2,934.00	-302.00
565. GAZPROM O A O SPONSOR	03/15/2011	09/09/2011	6,452.00	8,175.00	-1,723.00
1683. GAZPROM O A O SPONSO	02/18/2011	09/12/2011	18,186.00	22,628.00	-4,442.00
31. GENERAL GROWTH PROPERT	06/29/2011	07/27/2011	527.00	515.00	12.00
43. GENERAL GROWTH PROPERT	06/29/2011	11/16/2011	611.00	715.00	-104.00
41. GENERAL MILLS INC COM 02/01/2006	07/14/2011	09/13/2011	1,510.00	1,529.00	-19.00
76. GENERAL MILLS INC COM 02/01/2006	07/14/2011	12/08/2011	3,059.00	2,829.00	230.00
69. GENERAL MILLS INC COM 02/01/2006	06/30/2011	12/09/2011	2,792.00	2,557.00	235.00
65. GENTEX CORP COM	06/29/2011	10/04/2011	1,508.00	1,979.00	-471.00
57. GLOBAL PMTS INC COM W/ ATTACHED EXP 1/26/2011	06/30/2011	08/30/2011	2,593.00	2,916.00	-323.00
58. GLOBAL PMTS INC COM W/ ATTACHED EXP 1/26/2011	06/30/2011	09/22/2011	2,327.00	2,968.00	-641.00
51. GOLDCORP INC NEW COM	06/30/2011	08/30/2011	2,650.00	2,454.00	196.00
19. GOLDCORP INC NEW COM	06/30/2011	09/12/2011	1,002.00	914.00	88.00
44. GOLDCORP INC NEW COM	06/30/2011	09/21/2011	2,285.00	2,117.00	168.00
47. HENRY JACK & ASSOC INC	06/30/2011	08/29/2011	1,364.00	1,415.00	-51.00
46. HENRY JACK & ASSOC INC	06/30/2011	08/30/2011	1,350.00	1,385.00	-35.00
193. HEWLETT-PACKARD CO CO	06/30/2011	08/18/2011	5,649.00	7,048.00	-1,399.00
103. ILLUMINA INC COM	06/29/2011	07/27/2011	6,352.00	7,872.00	-1,520.00

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Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
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Department of the Treasury
Internal Revenue Service

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1a 121. ILLUMINA INC COM	06/29/2011	08/02/2011	7,264.00	9,248.00	-1,984.00
317. ILLUMINA INC COM	06/29/2011	09/16/2011	15,270.00	24,228.00	-8,958.00
218. IMMUCOR INC COM	06/30/2011	08/05/2011	5,661.00	4,486.00	1,175.00
229. INFOSYS TECHNOLOGIES-	02/18/2011	03/15/2011	15,154.00	15,865.00	-711.00
47. INFOSYS TECHNOLOGIES-S	02/18/2011	03/16/2011	3,043.00	3,256.00	-213.00
214. INTEL CORP COM	06/30/2011	08/08/2011	4,436.00	4,751.00	-315.00
128. INTEL CORP COM	06/30/2011	09/19/2011	2,783.00	2,842.00	-59.00
56. INTERNATIONAL GAME TEC	07/27/2011	10/04/2011	791.00	1,031.00	-240.00
76. INTERSIL HLDG CORP COM	06/30/2011	08/24/2011	807.00	976.00	-169.00
64. INTERSIL HLDG CORP COM	06/30/2011	08/25/2011	679.00	822.00	-143.00
60. INTERSIL HLDG CORP COM	06/30/2011	08/26/2011	624.00	770.00	-146.00
64. INTERSIL HLDG CORP COM	06/30/2011	09/06/2011	673.00	822.00	-149.00
72. INTERSIL HLDG CORP COM	06/30/2011	09/07/2011	771.00	924.00	-153.00
87. INTERSIL HLDG CORP COM	06/30/2011	09/08/2011	947.00	1,117.00	-170.00
127. INTUIT COM W/RTS EXP	06/29/2011	08/30/2011	6,166.00	6,549.00	-383.00
38. IRON MTN INC PA COM	07/27/2011	10/04/2011	1,140.00	1,291.00	-151.00
1309. IRON MTN INC PA COM	07/27/2011	11/16/2011	39,236.00	44,203.00	-4,967.00
1055. IRON MTN INC PA COM	06/29/2011	12/20/2011	32,581.00	35,601.00	-3,020.00
1401. JDS UNIPHASE CORP	06/29/2011	07/06/2011	22,956.00	22,948.00	8.00
20.00162 KANSAS CITY SOUTH COM	06/30/2011	08/02/2011	1,135.00	1,184.00	-49.00
25.99838 KANSAS CITY SOUTH COM	06/30/2011	08/02/2011	1,476.00	1,539.00	-63.00
150. KANSAS CITY SOUTHN IN	06/29/2011	09/12/2011	7,406.00	8,686.00	-1,280.00
69. KANSAS CITY SOUTHN IND	06/29/2011	09/23/2011	3,338.00	3,996.00	-658.00
34. KANSAS CITY SOUTHN IND	06/30/2011	10/24/2011	2,073.00	2,012.00	61.00

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1a 26. KANSAS CITY SOUTHN IND	06/30/2011	10/26/2011	1,574.00	1,539.00	35.00
27. KANSAS CITY SOUTHN IND	06/30/2011	11/14/2011	1,785.00	1,598.00	187.00
129. KENNAMETAL INC COM W/ ATTACHED EXP 11/2/2010	06/29/2011	12/02/2011	4,899.00	5,293.00	-394.00
63. KINDER MORGAN INC/DELA	06/30/2011	10/17/2011	1,846.00	1,805.00	41.00
93. KINDER MORGAN INC/DELA	06/30/2011	10/20/2011	2,611.00	2,664.00	-53.00
44. KIRBY CORP COM W/RIGHT EXP 7/1	06/30/2011	09/13/2011	2,457.00	2,501.00	-44.00
81. KOHLS CORP COM	06/30/2011	07/14/2011	4,528.00	4,056.00	472.00
87. KOHLS CORP COM	06/30/2011	10/20/2011	4,499.00	4,356.00	143.00
34. KOHLS CORP COM	06/30/2011	11/21/2011	1,821.00	1,702.00	119.00
90. KROGER CO COM	06/30/2011	07/22/2011	2,278.00	2,235.00	43.00
134. KROGER CO COM	06/30/2011	08/04/2011	3,208.00	3,327.00	-119.00
120. KROGER CO COM	06/30/2011	08/08/2011	2,753.00	2,980.00	-227.00
166. LUMH MOET HENNESSY LO	02/18/2011	07/27/2011	6,260.00	5,292.00	968.00
23. LABORATORY CORP AMER H	06/29/2011	07/27/2011	2,092.00	2,193.00	-101.00
7. LABORATORY CORP AMER HL	06/29/2011	11/16/2011	579.00	667.00	-88.00
8. LABORATORY CORP AMER HL	06/29/2011	12/20/2011	669.00	763.00	-94.00
717. LAFARGE - ADR	02/18/2011	02/24/2011	10,749.00	11,780.00	-1,031.00
619. LAFARGE - ADR	02/18/2011	02/25/2011	9,327.00	10,170.00	-843.00
537. LAFARGE - ADR	02/18/2011	02/28/2011	8,063.00	8,823.00	-760.00
48. LENNAR CORP COM	06/30/2011	11/21/2011	824.00	875.00	-51.00
114. LENNAR CORP COM	06/30/2011	11/22/2011	1,925.00	2,078.00	-153.00
147. LEUCADIA NATL CORP CO	06/29/2011	07/27/2011	4,940.00	4,979.00	-39.00
9. LEUCADIA NATL CORP COM	06/29/2011	11/16/2011	210.00	305.00	-95.00
48. LIBERTY MEDIA CORP - L	07/27/2011	10/04/2011	2,878.00	3,963.00	-1,085.00

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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)
1a .524 LIBERTY MEDIA CORP -	07/27/2011	12/06/2011	40.00	43.00	-3.00
16. LIBERTY MEDIA CORP - L	06/29/2011	10/04/2011	973.00	1,124.00	-151.00
97. LIBERTY GLOBAL INC SER	06/29/2011	08/30/2011	3,734.00	4,270.00	-536.00
195. LIBERTY GLOBAL INC SE	06/29/2011	10/04/2011	6,369.00	8,585.00	-2,216.00
15. LIBERTY GLOBAL INC SER	06/29/2011	11/16/2011	633.00	660.00	-27.00
8. LIBERTY GLOBAL INC SER	06/29/2011	12/20/2011	319.00	352.00	-33.00
122. LIBERTY INTERACTIVE C	07/27/2011	10/04/2011	1,670.00	2,047.00	-377.00
11. LIBERTY MEDIA-STARZ SE	06/29/2011	07/27/2011	849.00	773.00	76.00
57. LINCARE HLDGS INC COM	06/29/2011	07/27/2011	1,474.00	1,670.00	-196.00
17. LINCARE HLDGS INC COM	06/29/2011	08/30/2011	363.00	498.00	-135.00
26. LINCARE HLDGS INC COM	06/29/2011	11/16/2011	606.00	762.00	-156.00
5. LINCARE HLDGS INC COM	06/29/2011	12/20/2011	123.00	147.00	-24.00
8. LOEWS CORP COM	06/29/2011	12/20/2011	297.00	337.00	-40.00
.3674 LONE PINE RESOURCES	06/30/2011	10/06/2011	2.00	4.00	-2.00
25. LUBRIZOL CORP COM	06/30/2011	07/19/2011	3,366.00	3,359.00	7.00
43. LULULEMON ATHLETICA IN	02/18/2011	04/20/2011	4,300.00	3,527.00	773.00
50. LULULEMON ATHLETICA IN	02/18/2011	05/02/2011	4,827.00	4,101.00	726.00
48. LULULEMON ATHLETICA IN	02/18/2011	05/03/2011	4,485.00	3,937.00	548.00
71. M & T BK CORP COM	06/30/2011	07/18/2011	5,998.00	6,250.00	-252.00
21. M & T BK CORP COM	06/29/2011	07/27/2011	1,842.00	1,822.00	20.00
17. M & T BK CORP COM	06/30/2011	08/03/2011	1,436.00	1,497.00	-61.00
59.99979 M & T BK CORP COM	06/30/2011	08/05/2011	4,779.00	5,282.00	-503.00
8.00021 M & T BK CORP COM	06/30/2011	08/05/2011	637.00	704.00	-67.00
3. M & T BK CORP COM	06/29/2011	12/20/2011	221.00	260.00	-39.00

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

THE CARLOS & MARGUERITE MASON FDN

Employer identification number

58-1996431

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 2542. MAN GROUP PLC-UNSPON	02/18/2011	08/11/2011	7,714.00	12,685.00	-4,971.00
2305. MAN GROUP PLC-UNSPON	02/18/2011	08/12/2011	7,205.00	11,502.00	-4,297.00
5. MARKEL HLDGS COM	06/29/2011	07/27/2011	1,980.00	1,977.00	3.00
3. MARKEL HLDGS COM	06/29/2011	11/16/2011	1,185.00	1,186.00	-1.00
17. MARSH & MCLENNAN COS I	06/29/2011	11/16/2011	518.00	526.00	-8.00
3. MARSH & MCLENNAN COS IN	06/29/2011	12/20/2011	92.00	93.00	-1.00
3. MARTIN MARIETTA MATLS I EXP 10/21/2006	07/27/2011	08/30/2011	208.00	235.00	-27.00
3. MARTIN MARIETTA MATLS I EXP 10/21/2006	07/27/2011	11/16/2011	227.00	235.00	-8.00
14. MASTERCARD INC	06/29/2011	07/27/2011	4,372.00	3,891.00	481.00
47. MASTERCARD INC	06/29/2011	08/30/2011	15,281.00	13,063.00	2,218.00
66. MASTERCARD INC	06/29/2011	09/28/2011	22,372.00	18,343.00	4,029.00
377.99978 MCDERMOTT INTERN	06/29/2011	10/28/2011	4,025.00	7,435.00	-3,410.00
305.00022 MCDERMOTT INTERN	06/29/2011	10/28/2011	3,248.00	5,999.00	-2,751.00
1164. MCDERMOTT INTERNATIO	06/29/2011	11/22/2011	12,328.00	23,556.00	-11,228.00
590. MCDERMOTT INTERNATIONAL	06/29/2011	11/23/2011	6,078.00	11,605.00	-5,527.00
80. MEAD JOHNSON NUTRITION	06/29/2011	08/30/2011	5,584.00	5,352.00	232.00
67. MEAD JOHNSON NUTRITION	06/29/2011	10/04/2011	4,528.00	4,482.00	46.00
68. MEAD JOHNSON NUTRITION	07/29/2011	10/28/2011	4,890.00	4,832.00	58.00
115. MEAD JOHNSON NUTRITIO	07/29/2011	11/10/2011	7,929.00	7,980.00	-51.00
9. MEAD JOHNSON NUTRITION	06/29/2011	11/16/2011	643.00	602.00	41.00
11. MEAD JOHNSON NUTRITION	06/29/2011	12/20/2011	813.00	736.00	77.00
58767.547 MERIDIAN GROWTH	11/10/2010	06/24/2011	2,697,421.00	2,470,000.00	227,421.00
41. METTLER-TOLEDO INTL IN	06/29/2011	07/27/2011	6,399.00	6,815.00	-416.00
33. METTLER-TOLEDO INTL IN	06/29/2011	09/23/2011	4,504.00	5,485.00	-981.00

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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1a 120. METTLER-TOLEDO INTL I	06/29/2011	10/04/2011	15,977.00	19,946.00	-3,969.00
137. MICROCHIP TECHNOLOGY W/RTS ATTACHED EXP 02/13/20	06/29/2011	08/30/2011	4,592.00	5,079.00	-487.00
9. MICROCHIP TECHNOLOGY IN ATTACHED EXP 02/13/2005	06/29/2011	10/04/2011	279.00	334.00	-55.00
3. MOHAWK INDS INC COM	06/29/2011	10/04/2011	126.00	180.00	-54.00
2.999 MOHAWK INDS INC COM	06/30/2011	10/27/2011	168.00	180.00	-12.00
55.001 MOHAWK INDS INC COM	06/30/2011	10/27/2011	3,088.00	3,306.00	-218.00
47. MOHAWK INDS INC COM	06/30/2011	11/11/2011	2,557.00	2,825.00	-268.00
5. MOLSON COORS BREWING CO	07/27/2011	12/20/2011	214.00	228.00	-14.00
90. NESTLE S A SPONSORED A REG SH	02/18/2011	08/31/2011	5,503.00	4,983.00	520.00
39. NEW ORIENTAL EDUCATION	02/18/2011	07/20/2011	4,962.00	3,779.00	1,183.00
119. NEW ORIENTAL EDUCATIO	02/18/2011	09/13/2011	3,831.00	2,883.00	948.00
78. NEW ORIENTAL EDUCATION	02/18/2011	09/15/2011	2,596.00	1,890.00	706.00
106. NEW ORIENTAL EDUCATIO	02/18/2011	10/17/2011	3,191.00	2,568.00	623.00
222. NEW ORIENTAL EDUCATIO	02/18/2011	11/18/2011	5,061.00	5,378.00	-317.00
158. NEW ORIENTAL EDUCATIO	02/18/2011	11/21/2011	3,645.00	3,828.00	-183.00
180. NEW ORIENTAL EDUCATIO	03/10/2011	11/22/2011	4,188.00	4,064.00	124.00
71. NEW ORIENTAL EDUCATION	03/10/2011	11/23/2011	1,640.00	1,554.00	86.00
34. NEW ORIENTAL EDUCATION	03/10/2011	11/28/2011	810.00	744.00	66.00
38. NEWMONT MNG CORP COM N ATTACHED EXP 9/11/2010	06/29/2011	07/27/2011	2,237.00	2,050.00	187.00
508. NEWMONT MNG CORP COM ATTACHED EXP 9/11/2010	06/29/2011	08/30/2011	31,587.00	27,401.00	4,186.00
413. NEWMONT MNG CORP COM ATTACHED EXP 9/11/2010	06/29/2011	09/28/2011	26,113.00	22,277.00	3,836.00
44. NOBLE ENERGY INC COM	06/30/2011	11/10/2011	4,012.00	3,938.00	74.00
.35 NOVARTIS AG SPONSORED	04/11/2011	05/04/2011	21.00	19.00	2.00
24. NOVO-NORDIST A S ADR	02/18/2011	03/16/2011	2,884.00	3,027.00	-143.00

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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.
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

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OMB No 1545-0092

2011

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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 170. NOVO-NORDIST A S ADR	02/18/2011	10/13/2011	16,984.00	21,155.00	-4,171.00
197. O'REILLY AUTOMOTIVE I	06/29/2011	08/30/2011	12,815.00	12,770.00	45.00
291. O'REILLY AUTOMOTIVE I	06/29/2011	10/04/2011	19,128.00	18,863.00	265.00
37. O'REILLY AUTOMOTIVE IN	06/29/2011	11/16/2011	2,866.00	2,398.00	468.00
139. OLD REP INTL CORP COM	06/30/2011	10/28/2011	1,260.00	1,645.00	-385.00
106. OMNICARE INC COM W/ R EXP 06/	06/30/2011	11/01/2011	3,080.00	3,377.00	-297.00
93. OMNICARE INC COM W/ RT EXP 06/	06/30/2011	11/10/2011	2,777.00	2,963.00	-186.00
39. PNC FINL SVCS GROUP IN W/RIGHTS ATTACHED EXP 5/25/	06/30/2011	11/17/2011	2,068.00	2,320.00	-252.00
28. PALL CORP COM	09/15/2011	12/09/2011	1,595.00	1,223.00	372.00
24. PALL CORP COM	09/15/2011	12/09/2011	1,362.00	1,049.00	313.00
203. PATTERSON-UTI ENERGY	07/19/2011	11/02/2011	4,009.00	6,864.00	-2,855.00
37. PENNEY J C INC COM	06/30/2011	10/24/2011	1,252.00	1,273.00	-21.00
81. PENNEY J C INC COM	06/30/2011	10/27/2011	2,717.00	2,787.00	-70.00
237. PEOPLE'S UNITED FINAN	06/30/2011	08/04/2011	2,870.00	3,202.00	-332.00
55. PERRIGO CO COM W/RTS E 04/10/2006	06/29/2011	07/01/2011	4,895.00	4,778.00	117.00
174. PETROHAWK ENERGY CORP	06/30/2011	07/29/2011	6,638.00	4,289.00	2,349.00
66. PLAINS EXPL & PRODTN C	06/30/2011	07/18/2011	2,576.00	2,497.00	79.00
50. PLAINS EXPL & PRODTN C	06/30/2011	10/14/2011	1,384.00	1,892.00	-508.00
101. PLAINS EXPL & PRODTN	06/30/2011	11/11/2011	3,589.00	3,822.00	-233.00
175. POLARIS INDS INC COM ATTACHED EXP 5/31/2010	06/29/2011	12/20/2011	9,520.00	9,758.00	-238.00
76. T ROWE PRICE GRP INC C	06/29/2011	09/07/2011	3,877.00	4,505.00	-628.00
64. T ROWE PRICE GRP INC C	06/29/2011	09/23/2011	3,019.00	3,794.00	-775.00
291. T ROWE PRICE GRP INC	06/29/2011	10/27/2011	15,918.00	17,250.00	-1,332.00
6. PROGRESSIVE CORP OHIO C	06/29/2011	11/16/2011	114.00	128.00	-14.00

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)

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1a 66. QUESTAR MARKET RESOURC	06/30/2011	08/08/2011	2,344.00	2,761.00	-417.00
66. QUESTAR MARKET RESOURC	06/30/2011	08/12/2011	2,352.00	2,761.00	-409.00
7. QUEST DIAGNOSTICS INC C	06/29/2011	07/27/2011	387.00	413.00	-26.00
47. QUEST DIAGNOSTICS INC	06/29/2011	08/30/2011	2,326.00	2,772.00	-446.00
13. QUEST DIAGNOSTICS INC	06/29/2011	11/16/2011	723.00	767.00	-44.00
9. QUEST DIAGNOSTICS INC C	06/29/2011	12/20/2011	517.00	531.00	-14.00
26. QUESTAR CORP COM W/RTS 03/25/2006	06/29/2011	07/27/2011	473.00	465.00	8.00
30. QUESTAR CORP COM W/RTS 03/25/2006	08/30/2011	11/16/2011	583.00	549.00	34.00
30. QUESTAR CORP COM W/RTS 03/25/2006	06/29/2011	12/20/2011	583.00	536.00	47.00
230. RED HAT INC COM	06/29/2011	12/21/2011	9,221.00	10,440.00	-1,219.00
128. ROCKWELL INTL CORP NE	06/29/2011	07/29/2011	9,193.00	10,902.00	-1,709.00
41. ROCKWELL INTL CORP NEW	06/29/2011	08/30/2011	2,467.00	3,492.00	-1,025.00
283. ROCKWELL INTL CORP NE	06/29/2011	09/07/2011	16,661.00	24,103.00	-7,442.00
53. ROCKWELL COLLINS-WI CO	06/30/2011	09/19/2011	2,814.00	3,269.00	-455.00
61. ROPER INDS INC NEW COM ATTACHED EXP 01/08/2006	06/29/2011	07/01/2011	5,098.00	5,057.00	41.00
134. ROPER INDS INC NEW CO ATTACHED EXP 01/08/2006	06/29/2011	10/25/2011	10,482.00	11,109.00	-627.00
56. ROPER INDS INC NEW COM ATTACHED EXP 01/08/2006	06/29/2011	12/01/2011	4,783.00	4,642.00	141.00
123. ROVI CORPORATION	06/29/2011	09/19/2011	5,485.00	6,970.00	-1,485.00
142. ROVI CORPORATION	06/29/2011	09/21/2011	6,498.00	8,047.00	-1,549.00
396. ROVI CORPORATION	08/11/2011	11/08/2011	18,145.00	20,286.00	-2,141.00
159. ROYAL GOLD INC	06/29/2011	07/27/2011	10,466.00	9,339.00	1,127.00
22. ROYAL GOLD INC	06/29/2011	08/30/2011	1,667.00	1,292.00	375.00
1151. ROYAL GOLD INC	06/29/2011	10/04/2011	68,906.00	67,607.00	1,299.00
296. ROYAL GOLD INC	06/29/2011	11/16/2011	23,648.00	17,386.00	6,262.00

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

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Department of the Treasury
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1a 483. SAIC INC	06/29/2011	08/30/2011	7,092.00	8,143.00	-1,051.00
8. SAIC INC	06/29/2011	10/04/2011	90.00	135.00	-45.00
27. SAIC INC	06/29/2011	11/16/2011	331.00	455.00	-124.00
286. SAIC INC	06/29/2011	12/20/2011	3,478.00	4,822.00	-1,344.00
199. SRA INTERNATIONAL INC COM	06/30/2011	07/20/2011	6,219.00	6,163.00	56.00
118. SABMILLER PLC - ADR	02/18/2011	10/13/2011	4,186.00	4,059.00	127.00
150. SABMILLER PLC - ADR	02/18/2011	10/14/2011	5,354.00	5,160.00	194.00
92. ST JUDE MED INC COM W/ EXP 0	06/29/2011	07/01/2011	4,437.00	4,344.00	93.00
26. ST JUDE MED INC COM W/ EXP 0	06/29/2011	07/27/2011	1,234.00	1,228.00	6.00
102. ST JUDE MED INC COM W/ ATTACHED EXP 0	06/29/2011	08/30/2011	4,642.00	4,817.00	-175.00
3. ST JUDE MED INC COM W/R EXP 0	06/29/2011	09/19/2011	127.00	142.00	-15.00
348. ST JUDE MED INC COM W/ ATTACHED EXP 0	06/29/2011	10/04/2011	12,006.00	16,436.00	-4,430.00
87. ST JUDE MED INC COM W/ EXP 0	06/29/2011	11/15/2011	3,422.00	4,108.00	-686.00
90.99966 ST JUDE MED INC C ATTACHED EXP 0	06/29/2011	11/18/2011	3,371.00	4,297.00	-926.00
138.00034 ST JUDE MED INC ATTACHED EXP 0	06/29/2011	11/18/2011	5,113.00	6,516.00	-1,403.00
118. ST JUDE MED INC COM W/ ATTACHED EXP 0	06/29/2011	12/05/2011	4,472.00	5,711.00	-1,239.00
364. ST JUDE MED INC COM W/ ATTACHED EXP 0	06/29/2011	12/06/2011	13,407.00	17,122.00	-3,715.00
88. SAP AG SPONSORED ADR	02/18/2011	04/18/2011	5,568.00	5,325.00	243.00
75. SAP AG SPONSORED ADR	02/18/2011	11/21/2011	4,340.00	4,538.00	-198.00
26. SCHWAB CHARLES CORP NE	06/29/2011	11/16/2011	310.00	425.00	-115.00
98. SHIRE PHARMACEUTICALS ADR	06/29/2011	08/25/2011	9,400.00	9,105.00	295.00
205. SKECHERS U S A INC CL	06/30/2011	08/17/2011	3,147.00	2,983.00	164.00
35. SNAP ON INC COM RTS EX	06/30/2011	07/21/2011	2,171.00	2,190.00	-19.00
39. SNAP ON INC COM RTS EX	06/30/2011	07/22/2011	2,395.00	2,440.00	-45.00

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

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1a 449. SOUTHERN COPPER CORP	02/18/2011	04/19/2011	16,087.00	19,154.00	-3,067.00
118. SOUTHWESTERN ENERGY C	06/30/2011	07/26/2011	5,745.00	5,035.00	710.00
67. SOUTHWESTERN ENERGY CO	06/30/2011	08/18/2011	2,448.00	2,859.00	-411.00
35. SOUTHWESTERN ENERGY CO	06/30/2011	08/19/2011	1,282.00	1,493.00	-211.00
49. SOUTHWESTERN ENERGY CO	06/30/2011	10/20/2011	1,945.00	2,091.00	-146.00
54. STATE STR CORP COM	06/30/2011	11/10/2011	2,147.00	2,429.00	-282.00
40. STERICYCLE INC COM	06/29/2011	07/01/2011	3,619.00	3,540.00	79.00
55. STERICYCLE INC COM	06/29/2011	08/29/2011	4,687.00	4,868.00	-181.00
542.99867 STILLWATER MNG C	07/06/2011	07/12/2011	9,773.00	12,259.00	-2,486.00
62.00133 STILLWATER MNG CO	07/06/2011	07/12/2011	1,116.00	1,417.00	-301.00
543. STILLWATER MNG CO COM	07/06/2011	07/20/2011	8,761.00	14,500.00	-5,739.00
293.00076 SUCCESSFACTORS I	06/29/2011	10/20/2011	7,065.00	8,482.00	-1,417.00
191.99924 SUCCESSFACTORS I	06/29/2011	10/20/2011	4,630.00	5,558.00	-928.00
706. SUCCESSFACTORS INC	08/05/2011	10/27/2011	17,503.00	20,421.00	-2,918.00
10. SYSCO CORP COM RTS EXP	06/29/2011	07/27/2011	311.00	311.00	
122.99969 SYSCO CORP COM R	06/29/2011	08/30/2011	3,406.00	3,823.00	-417.00
05/31/2006					
48.00031 SYSCO CORP COM RT	06/29/2011	08/30/2011	1,329.00	1,492.00	-163.00
05/31/2006					
44. SYSCO CORP COM RTS EXP	06/29/2011	10/04/2011	1,114.00	1,368.00	-254.00
42. SYSCO CORP COM RTS EXP	06/29/2011	11/16/2011	1,161.00	1,305.00	-144.00
69. SYSCO CORP COM RTS EXP	06/29/2011	12/20/2011	1,999.00	2,145.00	-146.00
48. TJX COS INC NEW COM	08/30/2011	10/04/2011	2,615.00	2,674.00	-59.00
1790. TAIWAN SEMICONDUCTOR	02/18/2011	05/18/2011	24,208.00	23,234.00	974.00
SPONSORED ADR					
498. TELEFONICA S A SPONSO	02/18/2011	11/23/2011	8,683.00	12,589.00	-3,906.00
7. TELEPHONE & DATA SYSTEM	06/29/2011	07/27/2011	183.00	190.00	-7.00
COM					

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

THE CARLOS & MARGUERITE MASON FDN

Employer identification number

58-1996431

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 13. TELEPHONE & DATA SYSTEMS COM	06/29/2011	11/16/2011	299.00	353.00	-54.00
268. TEMPLE INLAND INC COM ATTACHED EXP 2/20/2009	06/30/2011	09/26/2011	8,402.00	7,978.00	424.00
123. TERADATA CORP	06/29/2011	10/25/2011	6,899.00	7,338.00	-439.00
109. TERADATA CORP	06/29/2011	12/22/2011	5,239.00	6,503.00	-1,264.00
562. TESCO PLC SPONSORED ADR	02/18/2011	03/28/2011	10,423.00	11,414.00	-991.00
345. TESCO PLC SPONSORED ADR	02/18/2011	10/11/2011	6,569.00	7,021.00	-452.00
114. TEVA PHARMACEUTICAL INC	02/18/2011	07/26/2011	5,342.00	5,911.00	-569.00
486. TEVA PHARMACEUTICAL INC	02/18/2011	08/10/2011	18,840.00	25,243.00	-6,403.00
63. THOMAS & BETTS CORP COM ATTACHED EXP 12/15/2003	06/30/2011	11/30/2011	3,270.00	3,411.00	-141.00
56. ULTRA PETE CORP COM	06/30/2011	08/10/2011	2,061.00	2,559.00	-498.00
100. ULTRA PETE CORP COM	06/30/2011	08/10/2011	3,685.00	4,569.00	-884.00
205.00117 UNDER ARMOUR INC	06/29/2011	07/27/2011	15,310.00	16,026.00	-716.00
52.99883 UNDER ARMOUR INC	06/29/2011	07/27/2011	3,958.00	4,143.00	-185.00
6. VALEANT PHARMACEUTICALS	06/29/2011	07/27/2011	341.00	315.00	26.00
300. VALEANT PHARMACEUTICALS	06/29/2011	08/30/2011	13,308.00	15,735.00	-2,427.00
346.99971 VALEANT PHARMACEUTICALS	06/29/2011	09/16/2011	14,593.00	18,200.00	-3,607.00
31.00029 VALEANT PHARMACEUTICALS	06/29/2011	09/16/2011	1,304.00	1,626.00	-322.00
15. VALEANT PHARMACEUTICALS	06/29/2011	11/16/2011	644.00	787.00	-143.00
.995 VENTAS INC-COM	06/30/2011	07/14/2011	53.00	53.00	
58. VENTAS INC-COM	06/30/2011	07/14/2011	3,093.00	3,081.00	12.00
117. VERIFONE SYSTEMS, INC	06/29/2011	08/01/2011	4,661.00	5,192.00	-531.00
256. VERIFONE SYSTEMS, INC	06/29/2011	09/16/2011	9,725.00	11,361.00	-1,636.00
829. VESTAS WIND SYS A/S U.S. ADR	02/18/2011	05/11/2011	8,303.00	8,564.00	-261.00
421. VESTAS WIND SYS A/S U.S. ADR	02/18/2011	05/12/2011	4,137.00	4,349.00	-212.00

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

THE CARLOS & MARGUERITE MASON FDN

Employer identification number

58-1996431

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 423. VESTAS WIND SYS A/S U ADR	02/18/2011	05/13/2011	4,206.00	4,370.00	-164.00
177. VIRGIN MEDIA INC	06/29/2011	07/01/2011	5,368.00	5,526.00	-158.00
223. VIRGIN MEDIA INC	06/29/2011	07/11/2011	6,273.00	6,962.00	-689.00
325. VIRGIN MEDIA INC	06/29/2011	07/19/2011	8,665.00	10,146.00	-1,481.00
365. VIRGIN MEDIA INC	06/29/2011	07/25/2011	10,289.00	11,395.00	-1,106.00
141. WPP GRP PLC AMER DEPO ADR	02/18/2011	03/10/2011	8,917.00	9,632.00	-715.00
201. WPP GRP PLC AMER DEPO ADR	02/18/2011	09/01/2011	10,408.00	14,446.00	-4,038.00
46. WAL MART STORES INC CO	06/30/2011	08/08/2011	2,255.00	2,436.00	-181.00
517. WAL-MART DE MEXICO S SPONSORED ADR REPSTG SER V	02/18/2011	03/30/2011	15,154.00	14,952.00	202.00
125. WAL-MART DE MEXICO S SPONSORED ADR REPSTG SER V	02/18/2011	08/30/2011	3,247.00	3,634.00	-387.00
1549. WESTERN UNION CO/THE	06/29/2011	07/27/2011	31,159.00	30,577.00	582.00
56. WHIRLPOOL CORP COM W/R EXP 05/22/2008	06/30/2011	08/18/2011	3,180.00	4,548.00	-1,368.00
16. WHITING PETE CORP NEW	07/29/2011	10/20/2011	694.00	938.00	-244.00
59. WHOLE FOODS MKT INC CO	06/29/2011	09/14/2011	3,925.00	3,767.00	158.00
87. XILINX INC COM	06/30/2011	08/26/2011	2,612.00	3,172.00	-560.00
87. XILINX INC COM	06/30/2011	08/30/2011	2,722.00	3,172.00	-450.00
219. YOUKU TUDOU INC.	05/16/2011	06/15/2011	6,012.00	10,062.00	-4,050.00
57. YUM! BRANDS INC COM	06/29/2011	07/27/2011	3,041.00	3,185.00	-144.00
8. YUM! BRANDS INC COM	06/29/2011	08/30/2011	430.00	447.00	-17.00
30. YUM! BRANDS INC COM	06/29/2011	10/04/2011	1,452.00	1,676.00	-224.00
4. YUM! BRANDS INC COM	06/29/2011	11/16/2011	220.00	223.00	-3.00
61. YUM! BRANDS INC COM	06/29/2011	12/20/2011	3,551.00	3,408.00	143.00
166. ZEBRA TECHNOLOGIES CO	06/29/2011	09/15/2011	5,300.00	6,924.00	-1,624.00
102. ZEBRA TECHNOLOGIES CO	06/29/2011	09/16/2011	3,256.00	4,254.00	-998.00

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

Department of the Treasury
Internal Revenue Service

► See instructions for Schedule D (Form 1041).

OMB No 1545-0092

2011

THE CARLOS & MARGUERITE MASON FDN

Employer identification number

58-1996431

(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)

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	-166,508.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

JSA
1F1221 2 000

* INDICATES WASH SALE

DMJ294 5892 11/01/2012 12:48:35

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

THE CARLOS & MARGUERITE MASON FDN

58-1996431

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 100000. AFLAC INC 5/15/19	10/13/2009	09/08/2011	127,221.00	118,323.00	8,898.00
160256.058 ARTIO INTERNATI 3# 1529	06/15/2006	02/14/2011	1,999,996.00	1,980,765.00	19,231.00
115000. DEERE JOHN CAP COR 3/22/2002 7%	10/10/2006	08/10/2011	119,378.00	123,683.00	-4,305.00
9047. EXXON MOBIL CORP COM	01/09/1991	10/12/2011	700,501.00	114,925.00	585,576.00
2494.49 FHLMC POOL #G02307 8/01/36	08/21/2006	02/15/2011	2,494.00	2,419.00	75.00
2438.01 FHLMC POOL #G02307 8/01/36	08/21/2006	03/15/2011	2,438.00	2,366.00	72.00
2063.74 FHLMC POOL #G02307 8/01/36	08/21/2006	04/15/2011	2,064.00	2,004.00	60.00
1517.16 FHLMC POOL #G02307 8/01/36	08/21/2006	05/15/2011	1,517.00	1,474.00	43.00
1545.7 FHLMC POOL #G02307 8/01/36	08/21/2006	06/15/2011	1,546.00	1,503.00	43.00
1680.83 FHLMC POOL #G02307 8/01/36	08/21/2006	07/15/2011	1,681.00	1,635.00	46.00
1945.31 FHLMC POOL #G02307 8/01/36	08/21/2006	08/15/2011	1,945.00	1,894.00	51.00
2187.57 FHLMC POOL #G02307 8/01/36	08/21/2006	09/15/2011	2,188.00	2,131.00	57.00
2089.31 FHLMC POOL #G02307 8/01/36	08/21/2006	10/15/2011	2,089.00	2,037.00	52.00
2768.7 FHLMC POOL #G02307 8/01/36	08/21/2006	11/15/2011	2,769.00	2,701.00	68.00
2856.92 FHLMC POOL #G02307 8/01/36	08/21/2006	12/15/2011	2,857.00	2,789.00	68.00
674.28 FHLMC POOL #J01366 4/01/21	10/15/2007	02/15/2011	674.00	672.00	2.00
671.51 FHLMC POOL #J01366 4/01/21	10/15/2007	03/15/2011	672.00	669.00	3.00
1482.12 FHLMC POOL #J01366 4/01/21	10/15/2007	04/15/2011	1,482.00	1,477.00	5.00
427.43 FHLMC POOL #J01366 4/01/21	10/15/2007	05/15/2011	427.00	426.00	1.00
2050.32 FHLMC POOL #J01366 4/01/21	10/15/2007	06/15/2011	2,050.00	2,044.00	6.00
439.87 FHLMC POOL #J01366 4/01/21	10/15/2007	07/15/2011	440.00	438.00	2.00
618.05 FHLMC POOL #J01366 4/01/21	10/15/2007	08/15/2011	618.00	616.00	2.00
2756.67 FHLMC POOL #J01366 4/01/21	10/15/2007	09/15/2011	2,757.00	2,748.00	9.00
2285.73 FHLMC POOL #J01366 4/01/21	10/15/2007	10/15/2011	2,286.00	2,278.00	8.00
1504.34 FHLMC POOL #J01366 4/01/21	10/15/2007	11/15/2011	1,504.00	1,499.00	5.00

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

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

THE CARLOS & MARGUERITE MASON FDN

58-1996431

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 563.55 FHLMC POOL #J01366 4/01/21	10/15/2007	12/15/2011	564.00	562.00	2.00
3004.39 FNMA POOL #836631 10/01/20	10/15/2007	02/25/2011	3,004.00	2,960.00	44.00
1394.93 FNMA POOL #836631 10/01/20	10/15/2007	03/25/2011	1,395.00	1,375.00	20.00
228.09 FNMA POOL #836631 10/01/20	10/15/2007	04/25/2011	228.00	225.00	3.00
198.99 FNMA POOL #836631 10/01/20	10/15/2007	05/25/2011	199.00	196.00	3.00
206.31 FNMA POOL #836631 10/01/20	10/15/2007	06/25/2011	206.00	204.00	2.00
199.57 FNMA POOL #836631 10/01/20	10/15/2007	07/25/2011	200.00	197.00	3.00
198.35 FNMA POOL #836631 10/01/20	10/15/2007	08/25/2011	198.00	196.00	2.00
200.46 FNMA POOL #836631 10/01/20	10/15/2007	09/25/2011	200.00	198.00	2.00
2027.49 FNMA POOL #836631 10/01/20	10/15/2007	10/25/2011	2,027.00	2,004.00	23.00
182.77 FNMA POOL #836631 10/01/20	10/15/2007	11/25/2011	183.00	181.00	2.00
183.99 FNMA POOL #836631 10/01/20	10/15/2007	12/25/2011	184.00	182.00	2.00
3059.64 FNMA POOL #900999 9/01/21	02/12/2007	02/25/2011	3,060.00	3,051.00	9.00
2885.31 FNMA POOL #900999 9/01/21	02/12/2007	03/25/2011	2,885.00	2,877.00	8.00
1054.77 FNMA POOL #900999 9/01/21	02/12/2007	04/25/2011	1,055.00	1,052.00	3.00
238.51 FNMA POOL #900999 9/01/21	02/12/2007	05/25/2011	239.00	238.00	1.00
1313.24 FNMA POOL #900999 9/01/21	02/12/2007	06/25/2011	1,313.00	1,309.00	4.00
453.86 FNMA POOL #900999 9/01/21	02/12/2007	07/25/2011	454.00	453.00	1.00
747.06 FNMA POOL #900999 9/01/21	02/12/2007	08/25/2011	747.00	745.00	2.00
2400.76 FNMA POOL #900999 9/01/21	02/12/2007	09/25/2011	2,401.00	2,394.00	7.00
1499.07 FNMA POOL #900999 9/01/21	02/12/2007	10/25/2011	1,499.00	1,495.00	4.00
178.26 FNMA POOL #900999 9/01/21	02/12/2007	11/25/2011	178.00	178.00	
696.92 FNMA POOL #900999 9/01/21	02/12/2007	12/25/2011	697.00	695.00	2.00
55000. GENERAL ELEC CO COM	06/25/1993	04/21/2011	1,094,484.00	212,242.00	882,242.00
32154.341 HARBOR FD INTL F	01/23/2008	02/14/2011	2,000,000.00	1,984,887.00	15,113.00

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

Schedule D-1 (Form 1041) 2011

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Employer identification number

THE CARLOS & MARGUERITE MASON FDN

58-1996431

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 115000. JPMORGAN CHASE & C 9/15/14	10/10/2006	02/03/2011	123,255.00	113,395.00	9,860.00
3880.4 MORGAN STANLEY DEAN 9/15/37	11/28/2007	06/15/2011	3,880.00	3,865.00	15.00
1105.03 MORGAN STANLEY DEAN 9/15/37	11/28/2007	07/15/2011	1,105.00	1,101.00	4.00
1967.72 MORGAN STANLEY DEAN 9/15/37	11/28/2007	08/15/2011	1,968.00	1,960.00	8.00
4821.87 MORGAN STANLEY DEAN 9/15/37	11/28/2007	09/15/2011	4,822.00	4,803.00	19.00
2396.56 MORGAN STANLEY DEAN 9/15/37	11/28/2007	10/15/2011	2,397.00	2,387.00	10.00
7599.34 MORGAN STANLEY DEAN 9/15/37	11/28/2007	11/15/2011	7,599.00	7,569.00	30.00
598.78 MORGAN STANLEY DEAN 9/15/37	11/28/2007	12/15/2011	599.00	596.00	3.00
98362.249 MUNDER MIDCAP CO FD-Y #32	01/23/2008	06/24/2011	2,931,195.00	2,657,748.00	273,447.00
20000. NATIONAL RURAL UTIL 3/01/12	11/15/2006	08/19/2011	20,737.00	21,906.00	-1,169.00
20000. NATIONAL RURAL UTIL 3/01/12	11/15/2006	10/21/2011	20,501.00	21,906.00	-1,405.00
75000. OCCIDENTAL PETROLEUM 11/01/13	03/19/2009	03/31/2011	85,249.00	77,946.00	7,303.00
41911.148 PIMCO FDS PAC IN RETURN BD FD INSTL CL	06/15/2006	10/12/2011	500,000.00	449,707.00	50,293.00
7000. PRAXAIR INC COM	02/24/1994	02/10/2011	668,106.00	60,800.00	607,306.00
4705. PRAXAIR INC COM	12/16/1993	04/21/2011	500,091.00	39,616.00	460,475.00
5891. PRAXAIR INC COM	01/06/1994	10/12/2011	602,585.00	49,028.00	553,557.00
50000. REGIONS BANK 12/09/11	12/15/2008	12/09/2011	50,000.00	51,228.00	-1,228.00
7000. SCHLUMBERGER LTD COM	08/17/1994	02/10/2011	633,022.00	89,832.00	543,190.00
5577. SCHLUMBERGER LTD COM	08/17/1994	04/25/2011	496,365.00	71,315.00	425,050.00
8777. SCHLUMBERGER LTD COM	02/16/1995	10/12/2011	598,127.00	107,594.00	490,533.00
85000. TARGET CORP NT DTD 5.875% 03/0	01/29/2008	10/19/2011	86,635.00	89,581.00	-2,946.00
125000. U S TREASURY NOTES 9/30/11	01/14/2010	03/29/2011	127,705.00	133,597.00	-5,892.00
90000. U S TREASURY NOTES 9/30/11	01/14/2010	09/30/2011	90,000.00	95,703.00	-5,703.00
250000. US TREASURY NOTES 3/31/12	05/15/2009	06/28/2011	258,105.00	273,512.00	-15,407.00
200000. US TREASURY NOTES 3/31/12	05/15/2009	12/28/2011	202,273.00	218,540.00	-16,267.00

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

58-1996431

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6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	5,029,416.00
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Schedule D-1 (Form 1041) 2011