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

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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation The Priddy Foundation		A Employer identification number 75-6029882
Number and street (or P.O. box number if mail is not delivered to street address) 807 Eighth Street	Room/suite 1010	B Telephone number 940-723-8720
City or town, state, and ZIP code Wichita Falls, TX 76301		C If exemption application is pending, check here ☐
G Check all that apply. ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ Foreign organizations meeting the 85% test, 2. check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 132,860,621.12	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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	31359612.95		N/A	
	2 Check ☐ If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	251.58	251.58		Statement 1
	4 Dividends and interest from securities	2,758,527.40	2,748,971.84		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,426,622.93			Statement 3
	b Gross sales price for all assets on line 6a	63802534.75			
	7 Capital gain net income (from Part IV, line 2)		1,426,622.93		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	36,466.96	36,466.96		Statement 4	
12 Total. Add lines 1 through 11	35581481.82	4,212,313.31			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	347,499.92	52,124.99		295,374.93
	14 Other employee salaries and wages	304,819.54	7,873.13		296,946.41
	15 Pension plans, employee benefits	82,993.16	8,299.32		74,693.84
	16a Legal fees Stmt 5	25,587.13	12,793.56		12,793.57
	b Accounting fees Stmt 6	50,500.00	25,250.00		25,250.00
	c Other professional fees Stmt 7	402,854.15	401,904.15		950.00
	17 Interest				
	18 Taxes Stmt 8	126,280.78	54,483.61		0.00
	19 Depreciation and depletion	8,453.34	8,453.34		
	20 Occupancy	34,232.39	10,269.72		23,962.67
	21 Travel, conferences, and meetings	13,039.75	1,433.43		11,606.32
	22 Printing and publications				
	23 Other expenses Stmt 9	141,010.28	87,397.18		53,612.80
	24 Total operating and administrative expenses. Add lines 13 through 23	1,537,270.44	670,282.43		795,190.54
	25 Contributions, gifts, grants paid	5,447,888.00			5,447,888.00
26 Total expenses and disbursements. Add lines 24 and 25	6,985,158.44	670,282.43		6,243,078.54	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	28596323.38				
b Net investment income (if negative, enter -0-)		3,542,030.88			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			8,349,857.76	9,185,015.12	9,185,015.12
	2 Savings and temporary cash investments					
	3 Accounts receivable	5,050.07		14,940.91	5,050.07	145,045.07
	Less: allowance for doubtful accounts					
	4 Pledges receivable					
	Less: allowance for doubtful accounts					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable					
	Less: allowance for doubtful accounts					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations Stmt 10			20,990,124.80	24,168,863.54	24,585,665.50
	b Investments - corporate stock Stmt 11			54,676,135.80	54,900,740.00	66,543,704.60
	c Investments - corporate bonds					
11 Investments - land, buildings, and equipment basis						
Less: accumulated depreciation						
12 Investments - mortgage loans						
13 Investments - other Stmt 12			10,490,370.46	34,891,376.67	32,280,920.87	
14 Land, buildings, and equipment, basis Stmt 13	133,544.48		20,449.50	28,944.46	28,944.46	
Less: accumulated depreciation Stmt 13	104,600.02		5,149.00	5,149.00	91,325.50	
15 Other assets (describe Schedule 5)						
16 Total assets (to be completed by all filers)			94,547,028.23	123,185,138.86	132,860,621.12	
Liabilities	17 Accounts payable and accrued expenses		30.98	41,818.23		
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe)					
	23 Total liabilities (add lines 17 through 22)			30.98	41,818.23	
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		0.00	0.00		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund		94,546,997.25	123,143,320.63		
	29 Retained earnings, accumulated income, endowment, or other funds		0.00	0.00		
30 Total net assets or fund balances			94,546,997.25	123,143,320.63		
31 Total liabilities and net assets/fund balances			94,547,028.23	123,185,138.86		

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	94,546,997.25
2 Enter amount from Part I, line 27a	2	28,596,323.38
3 Other increases not included in line 2 (itemize)	3	0.00
4 Add lines 1, 2, and 3	4	123,143,320.63
5 Decreases not included in line 2 (itemize)	5	0.00
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	123,143,320.63

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				
b See Attached Statement				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 63,793,669.75		62,367,046.82	1,426,622.93	
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				
b				
c				
d				
e			1,426,622.93	
2 Capital gain net income or (net capital loss)		If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2 1,426,622.93
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8.		If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		3 N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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	3,811,928.33	95,147,175.24	.040063
2009	4,351,558.62	63,270,614.21	.068777
2008	4,622,616.64	79,584,363.86	.058084
2007	5,147,207.45	92,365,333.67	.055727
2006	4,344,770.25	85,710,403.48	.050691
2 Total of line 1, column (d)			2 .273342
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 .054668
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 128,620,772.37
5 Multiply line 4 by line 3			5 7,031,440.38
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 35,420.31
7 Add lines 5 and 6			7 7,066,860.69
8 Enter qualifying distributions from Part XII, line 4.			8 6,243,078.54

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	70,840.62
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	2	0.00
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	70,840.62
3	Add lines 1 and 2	4	0.00
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	70,840.62
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	30,000.00
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	30,000.00
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	956.55
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	41,797.17
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be credited to 2012 estimated tax ☐ 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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
1c 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 ☐ \$ 0.00 (2) On foundation managers ☐ \$ 0.00		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.00		
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? N/A		
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) TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>www.priddyfoundation.org</u>	13	X	
14	The books are in care of ► <u>David Wolverton</u> Telephone no. ► <u>940-723-8720</u> Located at ► <u>807 8th St., Ste. 1010, Wichita Falls, TX</u> ZIP+4 ► <u>76301</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
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? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
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	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

Form 990-PF (2011)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ 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.

(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
Schedule 6	Schedule 6			
	40.00	259999.92	0.00	0.00
Schedule 6	Schedule 6			
	2.00	87,500.00	0.00	0.00

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Debbie White - 807 8th, Ste. 1010, Wichita Falls, TX 76301	Grants Director	115499.96	10755.00	0.00
Leslie Schaffner - 807 8th, Ste. 1010, Wichita Falls, TX 76301	Dir. of Special Initiatives	87,500.00	7,785.00	0.00
Pat Myers - 807 8th, Ste. 1010, Wichita Falls, TX 76301	Administrative Asst.	52,487.54	4,850.00	0.00

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Luther King Capital Mgmt - 301 Commerce St., Ste. 1600, Fort Worth, TX 76102	Investment services	126,280.00
Fayez Sarofim - Two Houston Center, Ste. 2907, Houston, TX 77010	Investment services	98,594.00
Dodge & Cox - 555 California St., 40th Floor, San Francisco, CA 94104	Investment services	81,964.30
American National Bank - 2732 Midwestern Pkwy., Wichita Falls, TX 76308	Custody services	62,444.85
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Record the two largest program-related investments made by the institution during the year.		
1	N/A	
2		
All other program-related investments. See instructions		
3		
Total. Add lines 1 through 3		0.00

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	114,873,889.38
b	Average of monthly cash balances	1b	12,069,799.72
c	Fair market value of all other assets	1c	3,635,775.23
d	Total (add lines 1a, b, and c)	1d	130,579,464.33
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.00
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	130,579,464.33
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,958,691.96
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	128,620,772.37
6	Minimum investment return. Enter 5% of line 5	6	6,431,038.62

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	6,431,038.62
2a	Tax on investment income for 2011 from Part VI, line 5	2a	70,840.62
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	70,840.62
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,360,198.00
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	6,360,198.00
6	Deduction from distributable amount (see instructions)	6	0.00
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	6,360,198.00

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	6,243,078.54
b	Program-related investments - total from Part IX-B	1b	0.00
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	6,243,078.54
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.00
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,243,078.54

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				6,360,198.00
2 Undistributed Income, if any, as of the end of 2011				
a Enter amount for 2010 only			1,206,490.93	
b Total for prior years:		0.00		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.00			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$6,243,078.54				
a Applied to 2010, but not more than line 2a			1,206,490.93	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2011 distributable amount	0.00			5,036,587.61
e Remaining amount distributed out of corpus	0.00			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.00			0.00
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.00			
b Prior years' undistributed income Subtract line 4b from line 2b		0.00		
c Enter the amount of prior years undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.00		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.00		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr			0.00	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				1,323,610.39
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.00			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.00			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.00			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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				
Schedule 4		Public	Schedule 4	5,447,888.00
Total			3a	5,447,888.00
b Approved for future payment				
None				
Total			3b	0.00

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

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

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

Sign Here  5/10/12 President

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see Instr.)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Mac Cannedy	<i>Mac Cannedy</i>	5/9/12		P00123468
	Firm's name ▶ Freemon, Shapard & Story				Firm's EIN ▶ 75-0706311
	Firm's address ▶ 807 8th Street, 2nd Floor Wichita Falls, TX 76301-3381				Phone no (940) 322-4436

Form 990-PF (2011)

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization

The Priddy Foundation

Employer identification number

75-6029882

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

The Priddy Foundation

75-6029882

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Robert & Ruby Priddy Charitable Trust 1005 9th St., Suite 102 Wichita Falls, TX 76301	\$ 3,906,385.30	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
2	Robert T. Priddy 807 8th St., Suite 600 Wichita Falls, TX 76301	\$ 27453227.65	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
3		\$	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

The Priddy Foundation

75-6029882

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	Schedule 10	\$ 3,261,430.96	Various
2	Schedule 10	\$ 29734144.35	04/25/11
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

The Priddy Foundation

75-6029882

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once.) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Form **4562**Department of the Treasury
Internal Revenue Service (99)
Name(s) shown on return**Depreciation and Amortization 990-PF**
(Including Information on Listed Property)

▶ See separate instructions.

▶ Attach to your tax return.

OMB No 1545-0172

2011Attachment
Sequence No 179

The Priddy Foundation

Form 990-PF Page 1

75-6029882

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	500,000.00
2	Total cost of section 179 property placed in service (see instructions)	
3	Threshold cost of section 179 property before reduction in limitation	2,000,000.00
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	
6	(a) Description of property	(b) Cost (business use only)
		(c) Elected cost
7	Listed property. Enter the amount from line 29	7
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8
9	Tentative deduction. Enter the smaller of line 5 or line 8	9
10	Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12
13	Carryover of disallowed deduction to 2012. Add lines 9 and 10, less line 12	13

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14
15	Property subject to section 168(f)(1) election	15
16	Other depreciation (including ACRS)	16

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2011	17	6,902.04
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B - Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		11,924.30	5 Yrs.	HY	SL	1,192.44
c 7-year property		5,024.00	7 Yrs.	HY	SL	358.86
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

20a	Class life				S/L	
b	12-year		12 yrs.		S/L	
c	40-year	/	40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	8,453.34
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.**Section A - Depreciation and Other Information** (Caution: See the instructions for limits for passenger automobiles.)**24a** Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
--	-------------------------------------	--	-------------------------------	--	---------------------------	------------------------------	----------------------------------	---------------------------------------

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use

25

26 Property used more than 50% in a qualified business use:

		%						
		%						
		%						

27 Property used 50% or less in a qualified business use:

		%			S/L -		
		%			S/L -		
		%			S/L -		

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1

28

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1

29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle	(b) Vehicle	(c) Vehicle	(d) Vehicle	(e) Vehicle	(f) Vehicle
30 Total business/investment miles driven during the year (do not include commuting miles)						
31 Total commuting miles driven during the year						
32 Total other personal (noncommuting) miles driven						
33 Total miles driven during the year. Add lines 30 through 32						
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 Is another vehicle available for personal use?						

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
-----------------------------	------------------------------------	------------------------------	------------------------	---	--------------------------------------

42 Amortization of costs that begins during your 2011 tax year:

43 Amortization of costs that began before your 2011 tax year

43

44 Total. Add amounts in column (f). See the instructions for where to report

44

The Priddy Foundation

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	Schedule 3 - Short term	P	Various	Various
b	Schedule 3 - Short term - Donated	D	Various	Various
c	Schedule 3 - Partnership	P	Various	Various
d	Schedule 3 - Long term	P	Various	Various
e	Schedule 3 - Long term - Donated	D	Various	Various
f	Schedule 3 - Litigation	P	Various	Various
g	Schedule 3 - Partnership	P	Various	Various
h	Schedule 3 - Other	D	Various	07/18/11
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 21,556,022.44		21,333,043.60	222,978.84
b 602,533.93		648,031.00	<45,497.07>
c <199,098.00>			<199,098.00>
d 13,924,165.74		13,572,033.59	352,132.15
e 27,862,678.10		26,805,196.65	1,057,481.45
f 823.54			823.54
g 37,679.00			37,679.00
h 8,865.00		8,741.98	123.02
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(l) 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			222,978.84
b			<45,497.07>
c			<199,098.00>
d			352,132.15
e			1,057,481.45
f			823.54
g			37,679.00
h			123.02
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,426,622.93
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

2011 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
3	Computer Software	070199SL		3.00	17	5,750.00			5,750.00	5,750.00		0.00
5	Furniture	070199SL		7.00	17	17,678.20			17,678.20	17,678.20		0.00
7	Office Equipment	070199SL		7.00	17	1,011.50			1,011.50	1,011.50		0.00
9	Shredder	011500SL		7.00	17	699.00			699.00	699.00		0.00
10	Artwork	021000SL		7.00	17	375.20			375.20	375.20		0.00
11	Web Page	083100SL		3.00	17	1,200.00			1,200.00	1,200.00		0.00
14	Clock	101101SL		7.00	17	375.00			375.00	375.00		0.00
15	Furniture & Fixtures	071102SL		7.00	17	10,604.86			10,604.86	10,604.86		0.00
16	Furniture & Fixtures	111402SL		7.00	17	11,333.50			11,333.50	11,333.50		0.00
17	Software	012802SL		3.00	17	5,680.00			5,680.00	5,680.00		0.00
19	Telephones	022602SL		7.00	17	1,398.84			1,398.84	1,398.84		0.00
20	Fax Machine	032502SL		7.00	17	850.00			850.00	850.00		0.00
22	HP Laserjet	062502SL		5.00	17	1,328.00			1,328.00	1,328.00		0.00
23	Bookcase/Credenza	050302SL		7.00	17	575.00			575.00	575.00		0.00
24	Web Page	090602SL		3.00	17	2,400.00			2,400.00	2,400.00		0.00
26	File Cabinet	022103SL		7.00	17	919.00			919.00	919.00		0.00
29	Table and Chairs	030504SL		7.00	17	1,155.00			1,155.00	1,072.50		82.50
30	Web Page	092904SL		3.00	17	9,120.00			9,120.00	9,120.00		0.00

128102
05-01-11

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
31	Various Office Decorations	082704SL		7.00	17	11,786.39			11,786.39	10,944.51		841.88
32	Computer Monitor	030504SL		5.00	17	430.00			430.00	430.00		0.00
33	Canon Scanner	021407SL		5.00	17	3,000.00			3,000.00	2,100.00		600.00
34	Laptop & USB Drive	042507SL		5.00	17	2,108.75			2,108.75	1,476.13		421.75
35	HP Color Printer	101007SL		5.00	17	625.00			625.00	437.50		125.00
36	Core 2 Duo System	102907SL		5.00	17	1,315.00			1,315.00	920.50		263.00
37	Bookcase	031008SL		7.00	17	1,199.97		599.99	599.98	214.28		85.71
38	Computer Projector	060408SL		5.00	17	864.92		432.46	432.46	216.23		86.49
39	Four Laptop Computers	072908SL		5.00	17	5,438.00		2,719.00	2,719.00	1,359.50		543.80
40	Used Canon Imagerunner 4 drawer file	012910SL		5.00	17	2,950.00			2,950.00	295.00		590.00
41	cabinet	081310SL		7.00	17	885.00			885.00	63.22		126.43
42	Computer 4 Drawer legal file	083010SL		5.00	17	2,771.00			2,771.00	277.10		554.20
43	cabinet	091410SL		7.00	17	1,709.00			1,709.00	122.07		244.14
44	Executive L desk	091410SL		7.00	17	1,479.00			1,479.00	105.65		211.29
45	72" Executive desk, drawer/kybd	091410SL		7.00	17	658.99			658.99	47.07		94.14
46	ipad	101510SL		5.00	17	783.06			783.06	78.31		156.61
47	Website development	111610SL		3.00	17	4,500.00			4,500.00	750.00		1,500.00
48	Computer software	111610SL		3.00	17	740.00			740.00	123.34		246.67

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
49	Bookcase	12/16/10	SL	7.00	17	899.00			899.00	64.22		128.43
50	Furniture (from PCT)	07/31/11	SL	7.00	19C	4,486.86			4,486.86			320.49
51	Server/HP Probook Telephone System	09/15/11	SL	5.00	19B	8,305.00			8,305.00			830.50
52	(From PCT) Computer System	07/31/11	SL	5.00	19B	599.39			599.39			59.94
53	(From PCT) DAR-RAN Multifile	07/31/11	SL	5.00	19B	2,230.45			2,230.45			223.05
54	(From PCT) HP4250 Laserjet	07/31/11	SL	5.00	19B	180.19			180.19			18.02
55	Printer (From PCT) Canon Imagerunner	07/31/11	SL	5.00	19B	273.00			273.00			27.30
56	(From PCT) Portrait & Frame	07/31/11	SL	5.00	19B	336.27			336.27			33.63
57	(From PCT)	07/31/11	SL	7.00	19C	537.14			537.14			38.37
	* Total 990-PF Pg 1 Depr					133544.48		3,751.45	129793.03	392,395.23	0.00	8,453.34

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

Form 990-PF	Interest on Savings and Temporary Cash Investments	Statement	1
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Source	Amount
Schedule 1	251.58
Total to Form 990-PF, Part I, line 3, Column A	251.58

Form 990-PF	Dividends and Interest from Securities	Statement	2
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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Schedule 2	2,758,527.40	0.00	2,758,527.40
Total to Fm 990-PF, Part I, ln 4	2,758,527.40	0.00	2,758,527.40

Form 990-PF

Gain or (Loss) from Sale of Assets

Statement 3

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Schedule 3 - Short term			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
21,556,022.44	21,333,043.60	0.00	0.00	222,978.84	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Schedule 3 - Short term - Donated			Donated	Various	Various
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
602,533.93	648,031.00	0.00	0.00	<45,497.07>	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Schedule 3 - Partnership			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
<199,098.00>	0.00	0.00	0.00	<199,098.00>	

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Schedule 3 - Long term	Purchased		Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
13,924,165.74	13,572,033.59	0.00	0.00	352,132.15

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Schedule 3 - Long term - Donated	Donated		Various	Various
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
27,862,678.10	26,805,196.65	0.00	0.00	1,057,481.45

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Schedule 3 - Litigation	Purchased		Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
823.54	0.00	0.00	0.00	823.54

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Schedule 3 - Partnership	Purchased		Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
37,679.00	0.00	0.00	0.00	37,679.00

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Schedule 3 - Other	Donated		Various	07/18/11
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8,865.00	8,741.98	0.00	0.00	123.02

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Furniture-Priddy Charitable Trust	Donated		03/31/11	07/18/11
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8,865.00	8,865.00	0.00	0.00	0.00

Net Gain or Loss from Sale of Assets	1,426,622.93
Capital Gains Dividends from Part IV	0.00
Total to Form 990-PF, Part I, line 6a	1,426,622.93

Form 990-PF	Other Income	Statement	4
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Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Schedule 1	36,466.96	36,466.96	
Total to Form 990-PF, Part I, line 11	36,466.96	36,466.96	

Form 990-PF

Legal Fees

Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	25,587.13	12,793.56		12,793.57
To Fm 990-PF, Pg 1, ln 16a	25,587.13	12,793.56		12,793.57

Form 990-PF

Accounting Fees

Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	50,500.00	25,250.00		25,250.00
To Form 990-PF, Pg 1, ln 16b	50,500.00	25,250.00		25,250.00

Form 990-PF

Other Professional Fees

Statement 7

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	401,904.15	401,904.15		0.00
Schedule 1	950.00	0.00		950.00
To Form 990-PF, Pg 1, ln 16c	402,854.15	401,904.15		950.00

Form 990-PF

Taxes

Statement 8

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	126,280.78	54,483.61		0.00
To Form 990-PF, Pg 1, ln 18	126,280.78	54,483.61		0.00

Form 990-PF	Other Expenses	Statement	9
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	141,010.28	87,397.18		53,612.80
To Form 990-PF, Pg 1, ln 23	141,010.28	87,397.18		53,612.80

Form 990-PF	U.S. and State/City Government Obligations	Statement	10
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Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
Schedule 5	X		23,158,673.54	23,583,925.50
Schedule 5		X	1,010,190.00	1,001,740.00
Total U.S. Government Obligations			23,158,673.54	23,583,925.50
Total State and Municipal Government Obligations			1,010,190.00	1,001,740.00
Total to Form 990-PF, Part II, line 10a			24,168,863.54	24,585,665.50

Form 990-PF	Corporate Stock	Statement	11
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Description	Book Value	Fair Market Value
Schedule 5	54,900,740.00	66,543,704.60
Total to Form 990-PF, Part II, line 10b	54,900,740.00	66,543,704.60

Form 990-PF	Other Investments	Statement	12
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Description	Valuation Method	Book Value	Fair Market Value
Schedule 5 - Mutual Funds	COST	11,349,664.04	10,861,528.06
Schedule 5 - Index Funds	COST	15,741,015.63	13,631,969.81
Schedule 5 - Partnerships	COST	7,800,697.00	7,787,423.00
Total to Form 990-PF, Part II, line 13		34,891,376.67	32,280,920.87

Form 990-PF Depreciation of Assets Not Held for Investment Statement 13

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Computer Software	5,750.00	5,750.00	0.00
Furniture	17,678.20	17,678.20	0.00
Office Equipment	1,011.50	1,011.50	0.00
Shredder	699.00	699.00	0.00
Artwork	375.20	375.20	0.00
Web Page	1,200.00	1,200.00	0.00
Clock	375.00	375.00	0.00
Furniture & Fixtures	10,604.86	10,604.86	0.00
Furniture & Fixtures	11,333.50	11,333.50	0.00
Software	5,680.00	5,680.00	0.00
Telephones	1,398.84	1,398.84	0.00
Fax Machine	850.00	850.00	0.00
HP Laserjet	1,328.00	1,328.00	0.00
Bookcase/Credenza	575.00	575.00	0.00
Web Page	2,400.00	2,400.00	0.00
File Cabinet	919.00	919.00	0.00
Table and Chairs	1,155.00	1,155.00	0.00
Web Page	9,120.00	9,120.00	0.00
Various Office Decorations	11,786.39	11,786.39	0.00
Computer Monitor	430.00	430.00	0.00
Canon Scanner	3,000.00	2,700.00	300.00
Laptop & USB Drive	2,108.75	1,897.88	210.87
HP Color Printer	625.00	562.50	62.50
Core 2 Duo System	1,315.00	1,183.50	131.50
Bookcase	1,199.97	899.98	299.99
Computer Projector	864.92	735.18	129.74
Four Laptop Computers	5,438.00	4,622.30	815.70
Used Canon Imagerunner	2,950.00	885.00	2,065.00
4 drawer file cabinet	885.00	189.65	695.35
Computer	2,771.00	831.30	1,939.70
4 Drawer legal file cabinet	1,709.00	366.21	1,342.79
Executive L desk	1,479.00	316.94	1,162.06
72" Executive desk, drawer/kybd	658.99	141.21	517.78
Ipad	783.06	234.92	548.14
Website development	4,500.00	2,250.00	2,250.00
Computer software	740.00	370.01	369.99
Bookcase	899.00	192.65	706.35
Furniture (from PCT)	4,486.86	320.49	4,166.37
Server/HP Probook	8,305.00	830.50	7,474.50
Telephone System (From PCT)	599.39	59.94	539.45
Computer System (From PCT)	2,230.45	223.05	2,007.40
DAR-RAN Multifile (From PCT)	180.19	18.02	162.17
HP4250 Laserjet Printer (From PCT)	273.00	27.30	245.70
Canon Imagerunner (From PCT)	336.27	33.63	302.64
Portrait & Frame (From PCT)	537.14	38.37	498.77
Total To Fm 990-PF, Part II, ln 14	133,544.48	104,600.02	28,944.46

INDEX OF ATTACHMENTS

THE PRIDDY FOUNDATION - WICHITA FALLS, TEXAS

Year Ended December 31, 2011

Schedule	1	Revenue and Expenses
	2	Dividends and Interest
	3	Gains and Losses
	A	Short Term
	B	Long Term
	4	Contributions Paid
	5	Balance Sheets
	6	Officers, Directors, Trustees and Foundation Managers
	7	Supplementary Information
	8	Legal Fees, Accounting Fees, and Other Professional Fees
	9	Partnership Income
	10	Schedule B, Part II Noncash Property Contributions

Schedule 1

REVENUE AND EXPENSES

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2011

REVENUE

Contributions - Sch. B:		
Cash	\$ 432,595.50	
Non-cash - Sch. 10	<u>30,927,017.45</u>	\$ 31,359,612.95
Interest on savings and cash investments:		
American National Bank		251.58
Dividends and interest from securities - Sch. 2		2,758,527.40
Net gain (loss) from sale of assets - Sch. 3		1,426,622.93
Other income:		
Gross royalties	\$ 31,661.69	
Miscellaneous	2,567.27	
From partnership - Sch. 9	<u>2,238.00</u>	<u>36,466.96</u>
Total revenue		\$ 35,581,481.82

EXPENSES

Compensation of officers and trustees - Sch. 6	\$ 347,499.92	
Other employee salaries and wages	304,819.54	
Employee benefits:		
Insurance	\$ 26,011.07	
Payroll taxes	33,592.09	
Retirement plan	<u>23,390.00</u>	82,993.16
Legal consulting fees - Sch. 8		25,587.13
Accounting fees - Sch. 8		50,500.00
Other professional fees - Consulting - Sch. 8	\$ 950.00	
Other professional fees - Investment - Sch. 8	<u>401,904.15</u>	402,854.15
Taxes:		
Ad valorem - Royalties	\$ 2,220.37	
Excise	71,797.17	
Foreign	50,884.49	
Severance and state	<u>1,378.75</u>	126,280.78
Depreciation		8,453.34
Occupancy		34,232.39
Travel, conferences and meetings		13,039.75
Other:		
Amortization	\$ 1,174.91	
Dues	3,574.73	
Grant related expenses	26,318.84	
Insurance	4,013.47	
Office supplies and services	25,568.28	
Sundry business expense	1,949.05	
From partnership - Sch. 9	<u>78,411.00</u>	141,010.28
Contributions - Sch. 4	<u>5,447,888.00</u>	<u>6,985,158.44</u>
Excess of revenue over expenses		<u>\$ 28,596,323.38</u>

Schedule 2

DIVIDENDS AND INTEREST FROM SECURITIES

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2011

	<u>Totals</u>	<u>Ordinary</u>	<u>Capital Gains Dividends</u>
DIVIDENDS			
Dodge:			
Amgen Inc.	\$ 5,600.00	\$ 5,600.00	\$
Baker Hughes, Inc.	3,660.00	3,660.00	
Bank of America	867.00	867.00	
Bank of New York Mellon Corp.	7,831.00	7,831.00	
BB&T Corporation	4,581.00	4,581.00	
Capital One Financial Corp.	3,100.00	3,100.00	
Celanese Corp.	180.00	180.00	
Chevron Corp. New	11,850.00	11,850.00	
Comcast Corp.	15,008.17	15,008.17	
Computer Sciences Corp.	3,480.00	3,480.00	
Covidien Limited	1,440.00	1,440.00	
Credit Suisse Group	2,514.63	2,514.63	
Diageo PLC	1,513.21	1,513.21	
Dish Network	7,000.00	7,000.00	
Domtar Corp.	609.20	609.20	
Dow Chemical Co.	8,540.00	8,540.00	
Dun and Bradstreet Corp	540.00	540.00	
Ericsson L M Tel Co	4,192.23	4,192.23	
Fedex Corp.	2,155.00	2,155.00	
General Electric Co.	22,446.00	22,446.00	
Glaxo Wellcome	28,211.04	28,211.04	
Goldman Sachs Group	2,590.00	2,590.00	
Hewlett Packard Co.	7,904.00	7,904.00	
Home Depot Inc.	8,595.00	8,595.00	
HSBC Holdings PLC	7,200.00	7,200.00	
Interpublic Group	630.00	630.00	
Leggs Mason, Inc.	360.00	360.00	
Lowes Cos.	420.00	420.00	
Macys Inc.	175.00	175.00	
Matsushita Electric Industrial	1,493.03	1,493.03	

	Totals	Ordinary	Capital Gains Dividends
Maxim Integrated Products Inc.	9,890.00	9,890.00	
McGraw Hill Companies, Inc.	3,150.00	3,150.00	
Merck & Co Inc	28,120.00	28,120.00	
Medtronic	2,524.46	2,524.46	
Microsoft Corp.	7,940.00	7,940.00	
Molex Inc.	6,425.00	6,425.00	
Motorola Solutions	534.16	534.16	
News Corp., Ltd.	6,202.50	6,202.50	
Nokia	7,261.53	7,261.53	
Novartis AG	26,187.60	26,187.60	
Occidental Petroleum Corp.	10,222.00	10,222.00	
Pfizer, Inc.	23,760.00	23,760.00	
Pitney Bowes, Inc.	6,660.00	6,660.00	
Roche Holding Ltd.	11,316.78	11,316.78	
Royal Dutch Shell	2,175.60	2,175.60	
Sanofi - Aventis ADR	23,152.49	23,152.49	
Schlumberger LTD	7,995.00	7,995.00	
Schwab Charles Corp.	4,734.00	4,734.00	
SLM Corp.	1,500.00	1,500.00	
Sony Corp.	2,654.58	2,654.58	
Suntrust Bks Inc.	557.00	557.00	
Time Warner, Inc.	15,107.21	15,107.21	
Time Warner Cable Inc.	10,224.00	10,224.00	
Travelers Cos, Inc.	3,540.00	3,540.00	
Tyco Connectivity Ltd.	5,380.00	5,380.00	
Tyco Intl. Ltd. New Com	4,182.50	4,182.50	
Unilever N V	3,906.64	3,906.64	
US Bancorp	1,170.00	1,170.00	
Vodafone Group	19,070.36	19,070.36	
Vulcan Materials Co.	2,595.00	2,595.00	
Wal Mart Stores Inc.	8,376.46	8,376.46	
Walgreen Co.	1,469.98	1,469.98	
Wells Fargo Co.	12,885.00	12,885.00	
Xerox Corp.	5,100.00	5,100.00	
Totals - Dodge	\$ 450,655.36	\$ 450,655.36	\$
Sarofim:			
Abbott Labs	\$ 16,544.00	\$ 16,544.00	\$
Air Products & Chemicals	2,088.00	2,088.00	
Altria Group	27,900.00	27,900.00	
American Express Co.	3,600.00	3,600.00	

	Totals	Ordinary	Capital Gains Dividends
Automatic Data Processing	11,520.00	11,520.00	
Arcos Dorados Holdings	238.80	238.80	
Becton Dickinson & Co	3,360.00	3,360.00	
Blackrock Inc.	1,031.25	1,031.25	
Caterpillar, Inc.	7,200.00	7,200.00	
Chevron Corp. New	23,484.00	23,484.00	
Cisco Sys., Inc.	2,250.00	2,250.00	
Coca Cola Co.	28,200.00	28,200.00	
Conoco Phillips	25,080.00	25,080.00	
Disney Co., Walt	1,600.00	1,600.00	
Exxon Mobil Corp.	49,950.00	49,950.00	
Franklin Resources Inc.	6,540.00	6,540.00	
Freeport Copper and Gold	10,250.00	10,250.00	
General Dynamics Corp.	4,392.00	4,392.00	
General Electric Co.	15,660.00	15,660.00	
Home Depot	7,280.00	7,280.00	
Intel Corp.	15,647.98	15,647.98	
International Business Machs	8,700.00	8,700.00	
J. P. Morgan Chase & Co.	8,600.00	8,600.00	
Johnson & Johnson	29,790.00	29,790.00	
Kinder Morgan Inc.	4,800.00	4,800.00	
Kraft Foods	9,280.00	9,280.00	
McDonalds Corp.	16,445.00	16,445.00	
McGraw Hill Companies, Inc.	8,500.00	8,500.00	
Medtronic Inc.	4,674.96	4,674.96	
Merck & Co Inc	9,120.00	9,120.00	
Microsoft Corp.	2,400.00	2,400.00	
Nestle S A	36,371.24	36,371.24	
News Corp Ltd.	2,890.00	2,890.00	
Novo Nordisk	5,657.92	5,657.92	
Occidental Pete Corp	7,500.00	7,500.00	
PepsiCo, Inc.	20,894.98	20,894.98	
Philip Morris Cos.	53,800.00	53,800.00	
Praxair Inc	8,000.00	8,000.00	
Procter & Gamble Co.	26,738.36	26,738.36	
Qualcomm Inc.	4,175.00	4,175.00	
Rio Tinto PLC	5,207.71	5,207.71	
Roche Holding Ltd.	15,669.39	15,669.39	
Royal Dutch Shell	13,860.00	13,860.00	
Sysco Corp	1,560.00	1,560.00	
Target Corp.	10,500.00	10,500.00	

	Totals	Ordinary	Capital Gains Dividends
Texas Instruments	3,920.00	3,920.00	
Time Warner Cable Inc.	720.00	720.00	
Total S.A.	14,232.31	14,232.31	
United Technologies	10,817.00	10,817.00	
Wal Mart Stores, Inc.	6,987.46	6,987.46	
Walgreen Co.	9,599.96	9,599.96	
 Totals - Sarofim	 \$ 625,227.32	 \$ 625,227.32	 \$
Luther King:			
Anadarko Petr Corp	\$ 1,485.00	\$ 1,485.00	\$
Bank of America Corp	1,770.00	1,770.00	
Cabot Oil and Gas	360.00	360.00	
Carnival Corp.	3,000.00	3,000.00	
Coca Cola Co.	18,800.00	18,800.00	
Colgate Palmolive Co.	17,630.00	17,630.00	
Covidien Limited	8,887.50	8,887.50	
Cullen Frost BK Inc.	15,560.00	15,560.00	
Danaher Corp.	1,000.00	1,000.00	
Disney Co., Walt	5,000.00	5,000.00	
EOG Resources Inc.	3,492.49	3,492.49	
Emerson Elec Co.	12,197.50	12,197.50	
Exxon Mobil Corp.	16,855.00	16,855.00	
FMC Corporation	3,900.00	3,900.00	
General Electric Co.	18,850.00	18,850.00	
Glacier Bancorp Inc.	15,210.00	15,210.00	
Goldman Sachs Group Inc.	4,970.00	4,970.00	
Guess? Inc.	5,000.00	5,000.00	
Halliburton Co.	5,580.00	5,580.00	
International Business Machine	7,875.00	7,875.00	
JPMorgan Chase and Company	11,600.00	11,600.00	
Kroger Co.	2,047.50	2,047.50	
Monsanto Co. New	9,700.00	9,700.00	
National Fuel Gas Co.	12,504.00	12,504.00	
National Instrument Corp.	7,725.00	7,725.00	
National Oilwell Varco	1,892.00	1,892.00	
Oracle Corp.	4,360.00	4,360.00	
Pfizer Inc.	22,000.00	22,000.00	
Praxair Inc.	10,250.00	10,250.00	
Procter & Gamble Co.	17,285.06	17,285.06	
Prudential Financial Inc.	16,675.00	16,675.00	
Range Resources	240.00	240.00	

	Totals	Ordinary	Capital Gains Dividends
Robert Half International	4,760.00	4,760.00	
Roper Industries Inc.	3,300.00	3,300.00	
Teva Pharmaceutical Industries Ltd.	6,245.78	6,245.78	
Time Warner Inc.	6,556.50	6,556.50	
Walgreen Co.	12,399.96	12,399.96	
Totals - Luther King	\$ 316,963.29	\$ 316,963.29	\$
Sentry:			
Abbott Labs	\$ 6,816.00	\$ 6,816.00	
Altria Group	3,800.00	3,800.00	
American Express	2,374.02	2,374.02	
Automatic Data Processing	2,700.00	2,700.00	
Becton Dickinson & Co.	1,230.00	1,230.00	
Caterpillar Inc.	2,200.00	2,200.00	
Chevron Corp.	8,580.00	8,580.00	
Coca Cola Co.	12,690.00	12,690.00	
ConocoPhillips	9,900.00	9,900.00	
Exxon Mobil Corp.	13,746.56	13,746.56	
Freeport Copper and Gold	5,700.00	5,700.00	
General Dynamics	1,410.00	1,410.00	
General Electric Co	5,700.00	5,700.00	
Intel Corp.	6,160.79	6,160.79	
International Business Machine	3,000.00	3,000.00	
JPMorgan Chase and Company	3,750.00	3,750.00	
Johnson & Johnson	9,017.40	9,017.40	
McDonald's Corp.	4,880.00	4,880.00	
McGraw Hill Companies, Inc.	1,000.00	1,000.00	
Medtronic Inc.	1,124.99	1,124.99	
Microsoft Corp.	2,640.00	2,640.00	
Nestle SA	64,948.64	64,948.64	
Occidental Pete Corp.	2,760.00	2,760.00	
Pepsico Inc.	8,754.99	8,754.99	
Phillip Morris Int'l. Inc.	9,600.00	9,600.00	
Praxair Inc.	3,600.00	3,600.00	
Procter & Gamble Co.	12,179.99	12,179.99	
QualComm Inc.	860.00	860.00	
Roche Holding Ltd.	19,151.45	19,151.45	
Royal Dutch Shell PLC	3,570.00	3,570.00	
Target Corp.	1,800.00	1,800.00	
Texas Instruments Inc.	1,300.00	1,300.00	
Total S.A.	9,653.36	9,653.36	

	<u>Totals</u>	<u>Ordinary</u>	<u>Capital Gains Dividends</u>
United Technologies Corp.	2,400.00	2,400.00	
Walgreen Co.	3,149.99	3,149.99	
Walmart Stores Inc.	<u>4,744.99</u>	<u>4,744.99</u>	
 Totals - Sentry	 <u>\$ 256,893.17</u>	 <u>\$ 256,893.17</u>	 <u>\$</u>
Other:			
Dividends - Sentry:			
Goldman Sachs FST Govt Inst'l.	\$ 1,605.13	\$ 1,605.13	\$
Dividends - Sarofim:			
Goldman Sachs FST Treasury	4.03	4.03	
Dividends - Dodge:			
Goldman Sachs FST Treasury	33.31	33.31	
Dividends - Luther King:			
Goldman Sachs FST Govt Inst'l.	38.21	38.21	
Dividends - Mutual Funds:			
Dodge & Cox	259,293.58	259,293.58	
Dividends - Index Funds:			
Vanguard-Total Stock Mkt Idx Inst	81,654.40	81,654.40	
Vanguard-FTSE Allworld Exus IX	207,974.56	207,974.56	
From partnership - Sch. 9	<u>38,289.00</u>	<u>38,289.00</u>	
 Totals - Other	 <u>\$ 588,892.22</u>	 <u>\$ 588,892.22</u>	 <u>\$</u>
 Totals - Dividends	 <u>\$ 2,238,631.36</u>	 <u>\$ 2,238,631.36</u>	 <u>\$</u>
 INTEREST			
Taxable:			
U. S. Government Obligations	\$ 510,340.48	\$ 510,340.48	\$
Tax exempt:			
Garland, TX 2.0% 2/15/12	\$ 9,555.56	\$ 9,555.56	\$
 Totals - Interest	 <u>\$ 519,896.04</u>	 <u>\$ 519,896.04</u>	 <u>\$</u>
 Totals - Dividends and interest	 <u>\$ 2,758,527.40</u>	 <u>\$ 2,758,527.40</u>	 <u>\$</u>

Schedule 3

NET GAIN OR LOSS FROM SALE OF ASSETS

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2011

<u>Property</u>	<u>Sales Price</u>	<u>Cost or Basis</u>	<u>Gain/ (Loss)</u>
Short Term:			
Stocks & bonds - Sch. 3A	\$ 21,556,022.44	\$ 21,333,043.60	\$ 222,978.84
Stocks & bonds - Sch. 3A - Donated	602,533.93	648,031.00	(45,497.07)
From partnership - Sch. 9	(199,098.00)		(199,098.00)
Totals - Short term	<u>\$ 21,959,458.37</u>	<u>\$ 21,981,074.60</u>	<u>\$ (21,616.23)</u>
Long Term:			
Stocks & bonds - Sch. 3B	\$ 13,924,165.74	\$ 13,572,033.59	\$ 352,132.15
Stocks & bonds - Sch. 3B - Donated	27,862,678.10	26,805,196.65	1,057,481.45
Litigation Proceeds/Settlements:			
Xerox	187.95		187.95
United Health	522.25		522.25
Lucent	11.28		11.28
Royal Dutch	44.83		44.83
Royal Dutch	19.99		19.99
Royal Dutch	37.24		37.24
From partnership - Sch. 9	<u>37,679.00</u>		<u>37,679.00</u>
Totals - Long term	<u>\$ 41,825,346.38</u>	<u>\$ 40,377,230.24</u>	<u>\$ 1,448,116.14</u>
Other - Furniture - Priddy Charitable Trust - Donated	<u>\$ 8,865.00</u>	<u>\$ 8,741.98</u>	<u>\$ 123.02</u>
Totals - Combined	<u>\$ 63,793,669.75</u>	<u>\$ 62,367,046.82</u>	<u>\$ 1,426,622.93</u>

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Schedule 3A
THE PRIDDY FOUNDATION

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GAIN ON SALES OF ASSETS-SHORT TERM 2011

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
CORPORATE STOCK-DODGE							
BB&T CORPORATION	2/09/2011	3/31/2011	800.00	22,019.57	23,318.48	.00	1,298.91
DIAGEO PLC	9/02/2010	8/11/2011	600.00	44,305.60	40,568.58	3,737.02	.00
DIAGEO PLC	9/02/2010	8/12/2011	700.00	52,689.73	47,330.01	5,359.72	.00
DIAGEO PLC	9/02/2010	8/15/2011	200.00	15,412.56	13,522.86	1,889.70	.00
REGENERON PHARMACEUTICALS	3/17/2011	7/13/2011	200.00	11,447.34	7,780.46	3,666.88	.00
REGENERON PHARMACEUTICALS	3/17/2011	7/14/2011	200.00	11,427.14	7,780.46	3,646.68	.00
REGENERON PHARMACEUTICALS	3/14/2011	7/14/2011	200.00	11,433.78	7,771.60	3,662.18	.00
REGENERON PHARMACEUTICALS	3/11/2011	7/19/2011	200.00	11,391.68	7,759.64	3,632.04	.00
SYMANTEC	4/13/2010	3/31/2011	1,000.00	18,334.64	16,805.00	1,529.64	.00
WAL MART STORES INC.	5/11/2011	10/26/2011	200.00	11,469.57	11,049.00	420.57	.00
WAL MART STORES INC.	5/11/2011	10/27/2011	800.00	46,200.71	44,196.00	2,004.71	.00
WAL MART STORES INC.	5/11/2011	10/28/2011	100.00	5,721.89	5,524.50	197.39	.00
WAL MART STORES INC.	7/29/2011	10/28/2011	100.00	5,721.89	5,292.95	428.94	.00
WAL MART STORES INC.	7/29/2011	10/31/2011	400.00	22,834.16	21,171.80	1,662.36	.00
WALGREEN CO.	8/27/2010	5/09/2011	200.00	8,568.41	5,413.24	3,155.17	.00
WALGREEN CO.	8/27/2010	7/26/2011	200.00	7,957.58	5,413.24	2,544.34	.00
WALGREEN CO.	8/27/2010	7/27/2011	200.00	7,893.84	5,413.24	2,480.60	.00
WALGREEN CO.	8/26/2010	7/28/2011	200.00	7,913.91	5,405.88	2,508.03	.00
WALGREEN CO.	8/27/2010	7/28/2011	200.00	7,913.90	5,404.48	2,509.42	.00
WALGREEN CO.	8/27/2010	7/29/2011	300.00	11,699.78	8,106.72	3,593.06	.00
WALGREEN CO.	8/31/2010	7/29/2011	100.00	3,899.92	2,694.50	1,205.42	.00
WALGREEN CO.	8/31/2010	8/02/2011	200.00	7,722.79	5,389.00	2,333.79	.00
WALGREEN CO.	8/31/2010	8/02/2011	200.00	7,727.69	5,389.00	2,338.69	.00

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THE PRIDDY FOUNDATION

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GAIN ON SALES OF ASSETS-SHORT TERM 2011

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
WALGREEN CO.	8/31/2010	8/08/2011	400.00	14,346.32	10,778.00	3,568.32	.00
WALGREEN CO.	8/31/2010	8/09/2011	300.00	10,755.75	8,083.50	2,672.25	.00
*** CORPORATE STOCK-DODGE		***	8,200.00	386,810.15	327,362.14	59,448.01	.00
CORPORATE STOCK-SENTRY							
FRANKLIN RESOURCES INC.	1/27/2011	6/24/2011	500.00	61,448.82	61,181.00	267.82	.00
FRANKLIN RESOURCES INC.	6/22/2011	6/24/2011	500.00	61,448.82	58,880.00	2,568.82	.00
FREEMPORT COPPER AND GOLD	1/27/2011	6/24/2011	2,000.00	96,620.54	107,825.00	.00	11,204.46
FREEMPORT COPPER AND GOLD	10/28/2010	6/24/2011	1,000.00	48,310.27	48,494.50	.00	184.23
JPMORGAN CHASE & CO.	3/22/2011	6/24/2011	2,000.00	78,898.48	90,940.00	.00	12,041.52
JPMORGAN CHASE & CO.	1/27/2011	6/24/2011	1,000.00	39,449.24	45,180.00	.00	5,730.76
ROYAL DUTCH SHELL PLC	1/27/2011	6/24/2011	1,000.00	67,288.31	70,684.00	.00	3,395.69
TARGET CORP.	1/27/2011	6/24/2011	700.00	32,608.94	38,570.00	.00	5,961.06
TARGET CORP.	3/22/2011	6/24/2011	2,500.00	116,460.51	126,276.50	.00	9,815.99
*** CORPORATE STOCK-SENTRY		***	11,200.00	602,533.93	648,031.00	.00	45,497.07
CORPORATE STOCK-LUTHER KING							
ADOBE SYS INC.	3/24/2011	9/12/2011	1,000.00	24,348.23	32,256.80	.00	7,908.57
ADOBE SYS INC.	10/06/2010	9/12/2011	2,000.00	48,696.46	51,960.00	.00	3,263.54
AMAZON COM INC.	7/16/2010	5/10/2011	400.00	81,703.63	48,626.80	33,076.83	.00
ANADARKO PETR CORP.	8/04/2010	3/04/2011	1,000.00	81,998.82	55,581.00	26,417.82	.00
ANADARKO PETR CORP.	8/02/2010	3/04/2011	500.00	40,999.41	25,580.15	15,419.26	.00
ANADARKO PETR CORP.	8/02/2010	5/03/2011	1,000.00	80,325.15	51,160.30	29,164.85	.00
ANADARKO PETR CORP.	7/27/2010	5/03/2011	500.00	40,162.58	25,220.00	14,942.58	.00

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THE PRIDDY FOUNDATION

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GAIN ON SALES OF ASSETS-SHORT TERM 2011

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
ANADARKO PETR CORP.	7/27/2010	7/20/2011	1,100.00	91,171.41	55,484.00	35,687.41	.00
BROCADE COMMUNICATIONS SY	9/14/2011	6/17/2011	10,000.00	65,333.73	59,218.00	6,115.73	.00
BROCADE COMMUNICATIONS SY	9/14/2010	9/12/2011	30,000.00	110,595.85	177,654.00	.00	67,058.15
CABOT OIL & GAS CORP.	8/16/2011	11/08/2011	500.00	41,103.36	36,200.00	4,903.36	.00
CARNIVAL CORP.	8/03/2010	5/05/2011	2,000.00	78,125.50	70,274.00	7,851.50	.00
CARNIVAL CORP.	7/27/2010	5/05/2011	2,200.00	85,938.05	76,780.00	9,158.05	.00
CARNIVAL CORP.	8/23/2010	5/05/2011	2,000.00	78,125.50	63,660.00	14,465.50	.00
CARNIVAL CORP.	7/06/2010	5/05/2011	5,800.00	226,563.94	180,944.34	45,619.60	.00
CELGENE CORP.	3/24/2011	12/07/2011	1,000.00	62,033.80	54,503.50	7,530.30	.00
CIRRUS LOGIC INC.	4/27/2011	10/07/2011	5,000.00	79,848.46	83,866.50	.00	4,018.04
CISCO SYS INC.	7/14/2010	3/04/2011	3,600.00	66,592.60	85,500.00	.00	18,907.40
CISCO SYS INC.	7/29/2010	3/04/2011	4,000.00	73,991.78	94,030.00	.00	20,038.22
CISCO SYS INC.	9/20/2010	3/04/2011	2,000.00	36,995.89	43,500.00	.00	6,504.11
CISCO SYS INC.	12/27/2010	3/04/2011	2,000.00	36,995.89	40,376.20	.00	3,380.31
CISCO SYS INC.	7/07/2010	3/04/2011	8,400.00	155,382.72	180,672.24	.00	25,289.52
COVIDIEN LIMITED	7/27/2010	3/10/2011	1,500.00	78,755.98	59,775.00	18,980.98	.00
COVIDIEN LIMITED	7/27/2010	3/24/2011	1,500.00	77,620.20	59,775.00	17,845.20	.00
DISNEY WALT CO.	5/10/2011	12/07/2011	1,000.00	36,539.29	44,030.00	.00	7,490.71
EXPRESS SCRIPTS INC.	7/14/2010	1/04/2011	1,000.00	55,999.05	48,354.20	7,644.85	.00
EXPRESS SCRIPTS INC.	7/14/2010	4/04/2011	500.00	28,659.94	24,177.10	4,482.84	.00
EXXON MOBIL CORP.	11/05/2010	7/20/2011	1,000.00	83,538.39	69,828.00	13,710.39	.00
GOLDMAN SACHS GROUP INC.	12/30/2010	8/09/2011	200.00	23,661.54	33,504.00	.00	9,842.46
GOLDMAN SACHS GROUP INC.	12/01/2010	8/09/2011	300.00	35,492.32	47,532.00	.00	12,039.68
GUESS? INC.	9/01/2010	8/09/2011	1,500.00	47,869.18	50,227.65	.00	2,358.47

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GAIN ON SALES OF ASSETS-SHORT TERM 2011

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
HALLIBURTON CO.	11/11/2010	3/04/2011	1,000.00	47,182.89	34,890.00	12,292.89	.00
HALLIBURTON CO.	11/05/2010	3/04/2011	1,000.00	47,182.89	31,760.00	15,422.89	.00
HALLIBURTON CO.	9/09/2010	3/04/2011	2,000.00	94,365.79	61,501.00	32,864.79	.00
HALLIBURTON CO.	7/13/2010	3/04/2011	1,000.00	47,182.89	28,294.00	18,888.89	.00
HALLIBURTON CO.	7/13/2010	3/17/2011	1,000.00	44,249.14	28,294.00	15,955.14	.00
JACOBS ENGINEERING GROUP	4/06/2011	10/07/2011	800.00	27,455.47	41,849.04	.00	14,393.57
JACOBS ENGINEERING GROUP	2/04/2011	10/07/2011	700.00	24,023.54	36,205.47	.00	12,181.93
JACOBS ENGINEERING GROUP	2/04/2011	10/27/2011	4,300.00	173,694.73	222,405.03	.00	48,710.30
JACOBS ENGINEERING GROUP	4/04/2011	10/27/2011	1,200.00	48,472.95	61,727.88	.00	13,254.93
JACOBS ENGINEERING GROUP	3/24/2011	10/27/2011	1,000.00	40,394.12	48,563.00	.00	8,168.88
JACOBS ENGINEERING GROUP	5/05/2011	10/27/2011	1,500.00	60,591.19	69,957.00	.00	9,365.81
JACOBS ENGINEERING GROUP	6/17/2011	10/27/2011	1,000.00	40,394.12	41,290.00	.00	895.88
KROGER CO.	11/04/2010	3/04/2011	18,000.00	415,246.61	418,759.20	.00	3,512.59
KROGER CO.	12/30/2010	3/04/2011	1,500.00	34,603.88	33,210.00	1,393.88	.00
MONSANTO CO. NEW	5/06/2011	11/08/2011	700.00	51,498.99	45,919.16	5,579.83	.00
NATIONAL FUEL GAS CO.	8/02/2010	3/10/2011	1,000.00	68,359.99	49,233.50	19,126.49	.00
NATIONAL FUEL GAS CO.	7/15/2011	3/10/2011	500.00	34,179.99	23,971.00	10,208.99	.00
NATIONAL FUEL GAS CO.	7/15/2010	4/06/2011	500.00	37,688.27	23,971.00	13,717.27	.00
NATIONAL FUEL GAS CO.	7/13/2010	4/27/2011	1,000.00	73,728.58	47,644.00	26,084.58	.00
NATIONAL INSTRUMENT CORP.	7/14/2010	2/04/2011	1,500.00	68,698.67	47,710.35	20,988.32	.00
NATIONAL OILWELL VARCO IN	3/04/2011	9/14/2011	2,000.00	129,629.10	163,321.80	.00	33,692.70
NATIONAL OILWELL VARCO IN	3/04/2011	10/12/2011	1,200.00	76,752.08	97,993.08	.00	21,241.00
NATIONAL OILWELL VARCO IN	5/06/2011	10/12/2011	1,500.00	95,940.11	104,511.45	.00	8,571.34
NATIONAL OILWELL VARCO IN	3/17/2011	10/12/2011	900.00	57,564.06	69,883.02	.00	12,318.96

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THE PRIDDY FOUNDATION

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GAIN ON SALES OF ASSETS-SHORT TERM 2011

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
NATIONAL OILWELL VARCO IN	5/03/2011	10/12/2011	1,400.00	89,544.10	102,334.96	.00	12,790.86
NUANCE COMMUNICATIONS INC	7/27/2010	6/17/2011	3,000.00	60,346.83	51,840.00	8,506.83	.00
ORACLE CORP.	8/06/2010	4/27/2011	2,000.00	70,138.65	48,296.60	21,842.05	.00
OREILLY AUTO INC. NEW	7/27/2010	3/10/2011	500.00	27,864.46	25,020.00	2,844.46	.00
PFIZER INC.	8/02/2010	3/24/2011	2,000.00	40,199.22	30,409.80	9,789.42	.00
ROBERT HALF INTERNATIONAL	7/28/2010	6/17/2011	3,000.00	77,844.90	78,069.90	.00	225.00
ROBERT HALF INTERNATIONAL	7/13/2010	6/17/2011	8,300.00	215,370.90	214,579.90	791.00	.00
ROBERT HALF INTERNATIONAL	7/14/2010	6/17/2011	3,700.00	96,008.71	94,815.09	1,193.62	.00
ROBERT HALF INTERNATIONAL	7/15/2010	6/17/2011	2,000.00	51,896.60	49,723.00	2,173.60	.00
TEVA PHARMACEUTICAL INDS	7/12/2010	4/27/2011	1,500.00	69,463.67	80,641.95	.00	11,178.28
TEVA PHARMACEUTICAL INDS	7/23/2010	4/27/2011	1,000.00	46,309.11	53,680.00	.00	7,370.89
TEVA PHARMACEUTICAL INDS	7/07/2010	4/27/2011	500.00	23,154.55	26,615.50	.00	3,460.95
UNITED PARCEL SERVICE	12/30/2010	2/04/2011	500.00	37,102.74	36,475.00	627.74	.00
UNITED PARCEL SERVICE	10/25/2010	2/04/2011	500.00	37,102.74	34,995.00	2,107.74	.00
UNITED PARCEL SERVICE	10/14/2010	2/04/2011	3,000.00	222,616.41	206,820.00	15,796.41	.00
*** CORPORATE STOCK-LUTHER KING	***		174,200.00	5,159,212.29	4,997,431.46	161,780.83	.00
U. S. GOVERNMENT SECURITY							
FANNIE MAE 2.05% 4/26/201	7/29/2010	4/26/2011	.00	1,000,000.00	1,000,000.00	.00	.00
FANNIE MAE 3.0% 4/28/2015	8/24/2010	4/28/2011	.00	1,000,000.00	1,000,000.00	.00	.00
FANNIE MAE 4.125% 2/11/15	9/01/2010	2/11/2011	.00	710,000.00	710,000.00	.00	.00
FHLMC 3.25% 3/18/2014-11	11/02/2010	3/18/2011	.00	1,500,000.00	1,500,000.00	.00	.00
FANNIE MAE 1.85% 3/25/201	11/12/2010	3/25/2011	.00	1,000,000.00	1,000,000.00	.00	.00
FANNIE MAE 2.0% 4/15/2013	11/12/2010	4/15/2011	.00	2,050,000.00	2,050,000.00	.00	.00

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THE PRIDDY FOUNDATION

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GAIN ON SALES OF ASSETS-SHORT TERM 2011

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
FANNIE MAE 2.05% 4/26/2011	11/12/2010	4/26/2011	.00	1,250,000.00	1,250,000.00	.00	.00
FANNIE MAE 1.0% 6/27/2013	12/01/2010	6/27/2011	.00	1,000,000.00	999,500.00	500.00	.00
FANNIE MAE 1.25% 12/20/13	12/01/2010	6/20/2011	.00	1,500,000.00	1,499,250.00	750.00	.00
FHLMC 2.0% 9/2/2014-11	2/11/2011	9/02/2011	.00	1,000,000.00	999,500.00	500.00	.00
FANNIE MAE 1.625% 3/21/20	2/28/2011	9/21/2011	.00	1,000,000.00	1,000,000.00	.00	.00
FHLB 2.0% 12/9/2014-11	6/17/2011	12/09/2011	.00	1,000,000.00	1,000,000.00	.00	.00
FHLB 1.75% 6/16/2014-11	6/01/2011	12/16/2011	.00	2,000,000.00	2,000,000.00	.00	.00
*** U. S. GOVERNMENT SECURITY	***		.00	16,010,000.00	16,008,250.00	1,750.00	.00
GRAND TOTALS			193,600.00	22,158,556.37	21,981,074.60	177,481.77	.00

Schedule 3B

THE PRIDDY FOUNDATION

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GAIN ON SALES OF ASSETS-LONG TERM 2011

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
CORPORATE STOCK-DODGE							
BAKER HUGHES, INC.	11/19/2008	7/26/2011	100.00	7,990.04	3,134.57	4,855.47	.00
BAKER HUGHES, INC.	11/18/2008	7/26/2011	200.00	15,980.09	6,211.52	9,768.57	.00
BAKER HUGHES, INC.	11/17/2008	7/27/2011	300.00	23,580.41	9,304.35	14,276.06	.00
CADENCE DESIGN SYSTEMS IN	11/13/2009	3/31/2011	1,000.00	9,734.81	5,683.50	4,051.31	.00
CADENCE DESIGN SYSTEMS IN	3/03/2009	3/31/2011	2,000.00	19,469.62	7,742.80	11,726.82	.00
CEMEX SAB DE CV	11/20/2006	4/12/2011	.64	5.65	18.19	.00	12.54
CAREFUSION CORP.	9/14/2007	3/30/2011	200.00	5,699.65	7,379.19	.00	1,679.54
CAREFUSION CORP.	9/14/2007	3/31/2011	200.00	5,654.41	7,379.19	.00	1,724.78
CAREFUSION CORP.	9/14/2007	4/01/2011	200.00	5,713.89	7,379.18	.00	1,665.29
CAREFUSION CORP.	9/14/2007	4/05/2011	450.00	12,586.25	16,603.17	.00	4,016.92
CAREFUSION CORP.	9/17/2003	4/05/2011	150.00	4,195.42	4,965.08	.00	769.66
CAREFUSION CORP.	9/17/2003	4/08/2011	500.00	14,091.67	16,550.28	.00	2,458.61
CAREFUSION CORP.	9/17/2003	5/04/2011	100.00	2,924.37	3,310.06	.00	385.69
CAREFUSION CORP.	10/22/2003	5/04/2011	100.00	2,924.37	3,193.54	.00	269.17
CAREFUSION CORP.	10/22/2003	5/05/2011	200.00	5,831.64	6,387.09	.00	555.45
CAREFUSION CORP.	10/22/2003	5/06/2011	200.00	5,828.38	6,387.09	.00	558.71
CAREFUSION CORP.	10/22/2003	5/09/2011	200.00	5,798.42	6,387.09	.00	588.67
CAREFUSION CORP.	10/22/2003	5/10/2011	200.00	5,859.88	6,387.09	.00	527.21
CAREFUSION CORP.	10/22/2003	5/11/2011	200.00	5,943.88	6,387.09	.00	443.21
CAREFUSION CORP.	10/22/2003	5/12/2011	150.00	4,469.42	4,790.32	.00	320.90
CAREFUSION CORP.	7/27/2004	5/12/2011	150.00	4,469.41	3,738.82	730.59	.00
CAREFUSION CORP.	7/27/2004	5/13/2011	200.00	5,982.54	4,985.09	997.45	.00
CAREFUSION CORP.	7/27/2004	5/17/2011	200.00	5,818.54	4,985.10	833.44	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
CAREFUSION CORP.	7/27/2004	5/18/2011	150.00	4,375.77	3,738.82	636.95	.00
CAREFUSION CORP.	8/04/2004	5/18/2011	50.00	1,458.59	1,238.59	220.00	.00
CAREFUSION CORP.	8/04/2004	5/20/2011	200.00	5,799.80	4,954.38	845.42	.00
CAREFUSION CORP.	8/04/2004	5/23/2011	200.00	5,744.88	4,954.38	790.50	.00
CAREFUSION CORP.	8/04/2004	5/24/2011	200.00	5,810.12	4,954.37	855.75	.00
CAREFUSION CORP.	8/04/2004	5/25/2011	200.00	5,827.82	4,954.38	873.44	.00
CAREFUSION CORP.	8/04/2004	5/27/2011	200.00	5,743.10	4,954.37	788.73	.00
CAREFUSION CORP.	8/04/2004	6/15/2011	250.00	6,798.66	6,192.97	605.69	.00
CHEVRON CORP. NEW	4/04/2003	8/11/2011	700.00	64,786.13	22,977.72	41,808.41	.00
CHEVRON CORP. NEW	4/04/2003	11/09/2011	200.00	21,184.33	6,565.06	14,619.27	.00
CHEVRON CORP. NEW	4/04/2003	11/09/2011	200.00	21,225.69	6,565.06	14,660.63	.00
COMPUWARE CORP.	12/22/2000	3/16/2011	400.00	4,418.91	2,541.68	1,877.23	.00
COMPUWARE CORP.	12/22/2000	3/17/2011	400.00	4,372.87	2,541.68	1,831.19	.00
COMPUWARE CORP.	12/22/2000	3/18/2011	400.00	4,391.24	2,541.68	1,849.56	.00
COMPUWARE CORP.	12/22/2000	3/18/2011	300.00	3,301.43	1,906.26	1,395.17	.00
COMPUWARE CORP.	4/04/2003	3/18/2011	100.00	1,100.48	362.96	737.52	.00
COMPUWARE CORP.	4/04/2003	3/22/2011	400.00	4,478.31	1,451.84	3,026.47	.00
COMPUWARE CORP.	4/04/2003	3/23/2011	400.00	4,469.15	1,451.84	3,017.31	.00
COMPUWARE CORP.	4/04/2003	3/24/2011	400.00	4,539.03	1,451.84	3,087.19	.00
COMPUWARE CORP.	4/04/2003	3/25/2011	400.00	4,593.91	1,451.84	3,142.07	.00
COMCAST CORP.	7/16/2004	3/31/2011	519.04	12,817.44	9,712.59	3,104.85	.00
COMCAST CORP.	7/19/2004	3/31/2011	430.96	10,642.35	8,028.24	2,614.11	.00
COMCAST CORP.	7/19/2004	5/04/2011	400.00	10,411.99	7,451.49	2,960.50	.00
COMCAST CORP.	7/19/2004	5/04/2011	800.00	20,815.59	14,902.99	5,912.60	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
COMCAST CORP.	7/19/2004	5/05/2011	200.00	5,180.68	3,725.75	1,454.93	.00
COMCAST CORP.	7/19/2004	6/10/2011	300.00	7,198.99	5,588.62	1,610.37	.00
COMCAST CORP.	7/19/2004	6/14/2011	800.00	19,184.51	14,902.98	4,281.53	.00
COMCAST CORP.	7/19/2004	6/21/2011	69.04	1,656.41	1,286.13	370.28	.00
COMCAST CORP.	12/27/2007	6/21/2011	230.96	5,541.20	4,268.09	1,273.11	.00
COMCAST CORP.	12/27/2007	6/22/2011	400.00	9,617.81	7,391.92	2,225.89	.00
COVIDIEN LIMITED	1/20/2006	3/30/2011	200.00	10,405.26	6,704.79	3,700.47	.00
COVIDIEN LIMITED	1/20/2006	3/31/2011	125.00	6,506.75	4,190.49	2,316.26	.00
COVIDIEN LIMITED	1/18/2006	3/31/2011	75.00	3,904.05	2,508.13	1,395.92	.00
COVIDIEN LIMITED	1/18/2006	4/01/2011	200.00	10,483.79	6,688.35	3,795.44	.00
COVIDIEN LIMITED	1/18/2006	4/05/2011	100.00	5,250.90	3,344.18	1,906.72	.00
COVIDIEN LIMITED	4/13/2006	4/05/2011	100.00	5,250.89	3,304.54	1,946.35	.00
COVIDIEN LIMITED	4/13/2006	4/06/2011	50.00	2,633.20	1,652.27	980.93	.00
COVIDIEN LIMITED	4/17/2006	4/06/2011	300.00	15,799.19	9,880.93	5,918.26	.00
COVIDIEN LIMITED	4/18/2006	4/06/2011	25.00	1,316.60	821.64	494.96	.00
COVIDIEN LIMITED	4/12/2006	4/06/2011	25.00	1,316.60	821.53	495.07	.00
COVIDIEN LIMITED	4/12/2006	8/26/2011	200.00	10,120.00	6,572.20	3,547.80	.00
COVIDIEN LIMITED	4/12/2006	8/26/2011	225.00	11,243.96	7,393.72	3,850.24	.00
COVIDIEN LIMITED	3/02/2006	8/26/2011	75.00	3,747.98	2,445.54	1,302.44	.00
COVIDIEN LIMITED	3/02/2006	8/29/2011	300.00	15,511.35	9,782.18	5,729.17	.00
COVIDIEN LIMITED	3/02/2006	8/30/2011	200.00	10,406.12	6,521.45	3,884.67	.00
COVIDIEN LIMITED	3/02/2006	8/31/2011	200.00	10,487.47	6,521.45	3,966.02	.00
COVIDIEN LIMITED	3/02/2006	9/01/2011	200.00	10,414.88	6,521.45	3,893.43	.00
COVIDIEN LIMITED	3/02/2006	9/02/2011	200.00	10,201.04	6,521.45	3,679.59	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
COVIDIEN LIMITED	3/02/2006	9/06/2011	200.00	9,977.26	6,521.45	3,455.81	.00
CREDIT SUSSIE GROUP	4/16/2008	3/31/2011	1,300.00	55,476.43	69,083.82	.00	13,607.39
DIRECTV	8/12/2004	1/26/2011	20.00	859.98	236.11	623.87	.00
DIRECTV	8/10/2004	1/26/2011	340.00	14,619.71	4,007.28	10,612.43	.00
DIRECTV	8/04/2004	1/26/2011	40.00	1,719.97	469.84	1,250.13	.00
DIRECTV	8/04/2004	2/01/2011	200.00	8,636.83	2,349.21	6,287.62	.00
DIRECTV	8/04/2004	2/02/2011	100.00	4,296.92	1,174.60	3,122.32	.00
DIRECTV	8/09/2004	2/02/2011	100.00	4,296.91	1,165.60	3,131.31	.00
DIRECTV	8/09/2004	2/07/2011	200.00	8,606.29	2,331.21	6,275.08	.00
DOMTAR CORP.	12/04/2007	7/27/2011	200.00	18,305.64	18,946.55	.00	640.91
DOW CHEM CO.	6/04/2007	4/26/2011	23.00	921.02	1,058.12	.00	137.10
DOW CHEM CO.	10/07/2005	4/26/2011	177.00	7,087.82	7,444.89	.00	357.07
DOW CHEM CO.	10/07/2005	4/27/2011	600.00	23,792.24	25,236.90	.00	1,444.66
DOW CHEM CO.	10/07/2005	4/28/2011	723.00	29,302.92	30,410.46	.00	1,107.54
DOW CHEM CO.	4/04/2003	4/28/2011	277.00	11,226.70	7,969.10	3,257.60	.00
DUN & BRADSTREET CORP.	3/10/2010	9/28/2011	200.00	12,681.67	13,894.90	.00	1,213.23
DUN & BRADSTREET CORP.	3/10/2010	10/10/2011	300.00	18,852.17	20,842.35	.00	1,990.18
ELECTRONIC ARTS	10/20/2009	7/19/2011	200.00	4,818.52	3,976.56	841.96	.00
ELECTRONIC ARTS	10/20/2009	7/20/2011	200.00	4,807.85	3,976.56	831.29	.00
ELECTRONIC ARTS	10/20/2009	7/20/2011	400.00	9,615.69	7,918.84	1,696.85	.00
ELECTRONIC ARTS	10/23/2009	7/20/2011	400.00	9,615.70	7,909.16	1,706.54	.00
ELECTRONIC ARTS	10/22/2009	7/20/2011	100.00	2,403.92	1,977.22	426.70	.00
ELECTRONIC ARTS	10/22/2009	7/22/2011	200.00	4,791.90	3,954.44	837.46	.00
ELECTRONIC ARTS	10/22/2009	7/22/2011	100.00	2,398.35	1,977.22	421.13	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
ELECTRONIC ARTS	10/23/2009	7/22/2011	100.00	2,398.35	1,971.77	426.58	.00
ELECTRONIC ARTS	10/23/2009	7/25/2011	300.00	7,232.38	5,915.31	1,317.07	.00
ELECTRONIC ARTS	10/26/2009	7/25/2011	200.00	4,821.58	3,915.78	905.80	.00
ELECTRONIC ARTS	10/26/2009	7/26/2011	200.00	4,770.88	3,915.78	855.10	.00
ELECTRONIC ARTS	10/26/2009	7/27/2011	300.00	7,201.15	5,873.67	1,327.48	.00
ELECTRONIC ARTS	11/13/2009	7/27/2011	200.00	4,800.76	3,632.44	1,168.32	.00
ELECTRONIC ARTS	11/13/2009	8/02/2011	200.00	4,298.91	3,632.44	666.47	.00
ELECTRONIC ARTS	11/13/2009	8/03/2011	400.00	8,529.55	7,264.88	1,264.67	.00
ELECTRONIC ARTS	11/13/2009	8/08/2011	400.00	7,418.17	7,264.88	153.29	.00
ELECTRONIC ARTS	11/13/2009	8/09/2011	800.00	14,789.95	14,529.76	260.19	.00
ELECTRONIC ARTS	11/13/2009	8/11/2011	300.00	5,712.88	5,448.66	264.22	.00
ELECTRONIC ARTS	5/13/2010	8/11/2011	800.00	15,234.34	14,098.40	1,135.94	.00
ELECTRONIC ARTS	5/13/2010	8/30/2011	200.00	4,527.81	3,524.60	1,003.21	.00
ELECTRONIC ARTS	5/13/2010	8/31/2011	200.00	4,510.91	3,524.60	986.31	.00
ELECTRONIC ARTS	5/13/2010	9/01/2011	200.00	4,475.73	3,524.60	951.13	.00
ELECTRONIC ARTS	5/13/2010	9/02/2011	200.00	4,416.01	3,524.60	891.41	.00
ELECTRONIC ARTS	5/13/2010	9/07/2011	300.00	6,773.86	5,286.90	1,486.96	.00
ELECTRONIC ARTS	5/13/2010	9/08/2011	200.00	4,473.91	3,524.60	949.31	.00
ELECTRONIC ARTS	5/13/2010	9/08/2011	200.00	4,465.97	3,524.60	941.37	.00
ELECTRONIC ARTS	5/13/2010	9/12/2011	400.00	8,771.79	7,049.20	1,722.59	.00
ELECTRONIC ARTS	5/13/2010	9/14/2011	600.00	13,386.22	10,573.80	2,812.42	.00
ELECTRONIC ARTS	5/13/2010	9/14/2011	800.00	18,097.73	14,098.40	3,999.33	.00
ELECTRONIC ARTS	5/13/2010	9/15/2011	300.00	6,880.03	5,286.90	1,593.13	.00
ELECTRONIC ARTS	5/13/2010	9/16/2011	200.00	4,577.63	3,524.60	1,053.03	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
ELECTRONIC ARTS	5/13/2010	9/19/2011	300.00	6,825.49	5,286.90	1,538.59	.00
ELECTRONIC ARTS	5/13/2010	9/20/2011	200.00	4,627.07	3,524.60	1,102.47	.00
ELECTRONIC ARTS	5/13/2010	9/21/2011	300.00	6,775.36	5,286.90	1,488.46	.00
ELECTRONIC ARTS	5/13/2010	9/22/2011	200.00	4,203.53	3,524.60	678.93	.00
ELECTRONIC ARTS	5/13/2010	9/23/2011	200.00	4,220.95	3,524.60	696.35	.00
ELECTRONIC ARTS	5/13/2010	9/26/2011	300.00	6,487.28	5,286.90	1,200.38	.00
ELECTRONIC ARTS	5/13/2010	9/27/2011	400.00	8,839.83	7,049.20	1,790.63	.00
ERICSSON L M TEL CO.	10/15/2008	8/03/2011	2,300.00	27,654.89	14,685.50	12,969.39	.00
ERICSSON L M TEL CO.	10/15/2008	8/04/2011	1,000.00	11,736.37	6,385.00	5,351.37	.00
ERICSSON L M TEL CO.	10/15/2008	8/05/2011	900.00	10,420.80	5,746.50	4,674.30	.00
ERICSSON L M TEL CO.	10/15/2008	8/08/2011	400.00	4,228.67	2,554.00	1,674.67	.00
ERICSSON L M TEL CO.	10/15/2008	8/09/2011	2,100.00	22,665.07	13,408.50	9,256.57	.00
ERICSSON L M TEL CO.	10/15/2008	8/10/2011	800.00	8,970.54	5,108.00	3,862.54	.00
ERICSSON L M TEL CO.	10/15/2008	8/11/2011	1,600.00	17,639.34	10,216.00	7,423.34	.00
ERICSSON L M TEL CO.	10/15/2008	8/12/2011	1,300.00	14,645.90	8,300.50	6,345.40	.00
ERICSSON L M TEL CO.	10/15/2008	8/15/2011	1,100.00	12,410.18	7,023.50	5,386.68	.00
GILEAD SCIENCES INC.	10/06/2010	12/07/2011	200.00	7,929.14	7,137.76	791.38	.00
GILEAD SCIENCES INC.	10/06/2010	12/07/2011	100.00	3,969.42	3,568.88	400.54	.00
GILEAD SCIENCES INC.	10/01/2010	12/07/2011	200.00	7,938.85	7,137.44	801.41	.00
GILEAD SCIENCES INC.	9/29/2010	12/08/2011	200.00	7,792.85	7,137.24	655.61	.00
GILEAD SCIENCES INC.	9/29/2010	12/09/2011	200.00	7,893.84	7,137.24	756.60	.00
GILEAD SCIENCES INC.	9/30/2010	12/12/2011	200.00	7,800.39	7,131.22	669.17	.00
GILEAD SCIENCES INC.	10/04/2010	12/13/2011	200.00	7,793.85	7,076.40	717.45	.00
GILEAD SCIENCES INC.	10/04/2010	12/14/2011	200.00	7,760.35	7,076.40	683.95	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
HOME DEPOT INC.	6/11/2007	5/05/2011	100.00	3,715.61	3,774.14	.00	58.53
HOME DEPOT INC.	6/07/2007	5/05/2011	300.00	11,146.82	11,318.55	.00	171.73
HOME DEPOT INC.	6/14/2007	5/05/2011	200.00	7,431.22	7,528.58	.00	97.36
HOME DEPOT INC.	5/13/2007	5/05/2011	200.00	7,431.22	7,516.72	.00	85.50
HOME DEPOT INC.	6/12/2007	5/05/2011	300.00	11,146.82	11,265.18	.00	118.36
INTERPUBLIC GROUP COS INC	4/04/2005	3/15/2011	600.00	7,246.06	7,299.00	.00	52.94
INTERPUBLIC GROUP COS INC	4/04/2005	3/16/2011	400.00	4,774.58	4,866.00	.00	91.42
INTERPUBLIC GROUP COS INC	4/04/2005	3/18/2011	500.00	6,037.68	6,082.50	.00	44.82
INTERPUBLIC GROUP COS INC	3/23/2005	3/18/2011	100.00	1,207.54	1,188.12	19.42	.00
INTERPUBLIC GROUP COS INC	3/23/2005	3/21/2011	700.00	8,497.62	8,316.84	180.78	.00
INTERPUBLIC GROUP COS INC	3/23/2005	3/21/2011	700.00	8,501.33	8,316.84	184.49	.00
INTERPUBLIC GROUP COS INC	3/22/2005	3/21/2011	100.00	1,214.48	1,178.60	35.88	.00
INTERPUBLIC GROUP COS INC	3/22/2005	3/23/2011	1,100.00	13,051.35	12,964.60	86.75	.00
INTERPUBLIC GROUP COS INC	3/22/2005	3/24/2011	300.00	3,588.14	3,535.80	52.34	.00
INTERPUBLIC GROUP COS INC	3/21/2005	3/24/2011	400.00	4,784.18	4,694.12	90.06	.00
INTERPUBLIC GROUP COS INC	3/21/2005	3/25/2011	1,100.00	13,273.44	12,908.83	364.61	.00
INTERPUBLIC GROUP COS INC	4/06/2006	3/25/2011	400.00	4,826.71	3,804.00	1,022.71	.00
INTERPUBLIC GROUP COS INC	12/20/2005	3/25/2011	900.00	10,860.09	8,556.48	2,303.61	.00
INTERPUBLIC GROUP COS INC	12/20/2005	3/28/2011	500.00	6,079.88	4,753.60	1,326.28	.00
INTERPUBLIC GROUP COS INC	12/20/2005	3/29/2011	100.00	1,211.98	950.72	261.26	.00
INTERPUBLIC GROUP COS INC	3/30/2006	3/29/2011	300.00	3,635.92	2,851.50	784.42	.00
INTERPUBLIC GROUP COS INC	3/30/2006	3/30/2011	100.00	1,232.04	950.50	281.54	.00
INTERPUBLIC GROUP COS INC	4/10/2006	3/30/2011	400.00	4,928.14	3,794.08	1,134.06	.00
INTERPUBLIC GROUP COS INC	4/07/2006	3/30/2011	400.00	4,928.14	3,792.00	1,136.14	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
INTERPUBLIC GROUP COS INC	4/12/2006	3/30/2011	1,000.00	12,320.36	9,461.50	2,858.86	.00
INTERPUBLIC GROUP COS INC	4/07/2006	3/30/2011	400.00	4,928.15	3,781.12	1,147.03	.00
LEGG MASON, INC.	9/12/2007	4/06/2011	200.00	7,296.33	15,636.68	.00	8,340.35
LEGG MASON, INC.	9/12/2007	4/08/2011	200.00	7,266.84	15,636.68	.00	8,369.84
LEGG MASON, INC.	9/12/2007	4/12/2011	800.00	29,268.47	62,546.72	.00	33,278.25
LEGG MASON, INC.	9/12/2007	4/13/2011	100.00	3,680.50	7,818.34	.00	4,137.84
LEGG MASON, INC.	4/10/2008	4/13/2011	100.00	3,680.49	5,828.07	.00	2,147.58
LEGG MASON, INC.	4/10/2008	4/15/2011	200.00	7,355.21	11,656.14	.00	4,300.93
LEGG MASON, INC.	4/10/2008	4/15/2011	200.00	7,336.55	11,656.14	.00	4,319.59
LEGG MASON, INC.	4/10/2008	4/16/2011	200.00	7,248.76	11,656.14	.00	4,407.38
LEGG MASON, INC.	10/08/2008	4/20/2011	200.00	7,384.85	5,112.50	2,272.35	.00
LEGG MASON, INC.	10/08/2008	4/21/2011	200.00	7,432.73	5,112.50	2,320.23	.00
LEGG MASON, INC.	10/08/2008	4/21/2011	200.00	7,391.85	5,112.50	2,279.35	.00
LEGG MASON, INC.	10/08/2008	4/25/2011	200.00	7,455.93	5,112.50	2,343.43	.00
LEGG MASON, INC.	10/08/2008	4/26/2011	200.00	7,466.85	5,112.50	2,354.35	.00
LIBERTY MEDIA HOLDING INT	5/22/2008	7/25/2011	1,625.00	27,486.35	27,175.85	310.50	.00
LIBERTY MEDIA HOLDING INT	9/15/2004	7/25/2011	375.00	6,343.00	6,258.22	84.78	.00
LIBERTY MEDIA HOLDING INT	9/13/2004	7/25/2011	300.00	5,074.40	5,005.43	68.97	.00
PANASONIC CORP. (MATSUSHI	4/07/2003	4/06/2011	400.00	4,853.42	3,432.96	1,420.46	.00
PANASONIC CORP. (MATSUSHI	4/07/2003	4/13/2011	400.00	4,823.14	3,432.96	1,390.18	.00
PANASONIC CORP. (MATSUSHI	4/07/2003	4/14/2011	700.00	8,506.23	6,007.68	2,498.55	.00
PANASONIC CORP. (MATSUSHI	4/07/2003	4/15/2011	800.00	9,676.88	6,865.92	2,810.96	.00
PANASONIC CORP. (MATSUSHI	4/07/2003	4/18/2011	400.00	4,847.22	3,432.96	1,414.26	.00
PANASONIC CORP. (MATSUSHI	4/07/2003	4/21/2011	400.00	4,818.08	3,432.96	1,385.12	.00

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GAIN ON SALES OF ASSETS-LONG TERM 2011

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
PANASONIC CORP. (MATSUSHI	4/07/2003	4/22/2011	400.00	4,829.72	3,432.96	1,396.76	.00
PANASONIC CORP. (MATSUSHI	4/07/2003	4/25/2011	400.00	4,830.94	3,432.96	1,397.98	.00
PANASONIC CORP. (MATSUSHI	4/07/2003	4/28/2011	400.00	4,804.96	3,432.96	1,372.00	.00
PANASONIC CORP. (MATSUSHI	4/07/2003	4/28/2011	400.00	4,918.38	3,432.96	1,485.42	.00
PANASONIC CORP. (MATSUSHI	4/07/2003	4/29/2011	700.00	8,629.78	6,007.68	2,622.10	.00
MOLEX INC.	9/10/2007	3/31/2011	200.00	4,142.64	4,942.60	.00	799.96
MOLEX INC.	9/07/2007	3/31/2011	200.00	4,142.64	4,941.02	.00	798.38
MOLEX INC.	11/13/2009	3/31/2011	5,100.00	105,637.33	86,667.36	18,969.97	.00
MOTOROLA SOLUTIONS INC.	12/29/2006	1/11/2011	42.86	1,642.02	3,571.50	.00	1,929.48
MOTOROLA SOLUTIONS INC.	12/28/2006	1/11/2011	42.86	1,642.02	3,561.53	.00	1,919.51
MOTOROLA SOLUTIONS INC.	12/26/2006	1/11/2011	57.14	2,189.35	4,719.08	.00	2,529.73
MOTOROLA SOLUTIONS INC.	1/04/2007	1/11/2011	57.14	2,189.36	4,708.18	.00	2,518.82
MOTOROLA SOLUTIONS INC.	1/04/2007	1/25/2011	.57	20.63	46.87	.00	26.24
MOTOROLA SOLUTIONS INC.	1/04/2007	3/31/2011	128.00	5,747.83	10,546.48	.00	4,798.65
MOTOROLA SOLUTIONS INC.	1/05/2007	3/31/2011	372.00	16,704.23	28,441.05	.00	11,736.82
MOTOROLA SOLUTIONS INC.	1/05/2007	6/14/2011	200.00	9,200.50	15,290.98	.00	6,090.48
MOTOROLA SOLUTIONS INC.	1/05/2007	6/15/2011	200.00	9,058.02	15,290.97	.00	6,232.95
MOTOROLA SOLUTIONS INC.	1/05/2007	6/16/2011	42.29	1,918.46	3,233.12	.00	1,314.66
MOTOROLA SOLUTIONS INC.	1/05/2007	6/16/2011	128.57	5,832.86	9,786.56	.00	3,953.70
MOTOROLA SOLUTIONS INC.	1/09/2007	6/16/2011	29.14	1,322.02	2,184.29	.00	862.27
MOTOROLA SOLUTIONS INC.	1/09/2007	6/17/2011	200.00	9,114.30	14,991.32	.00	5,877.02
MOTOROLA SOLUTIONS INC.	1/09/2007	6/17/2011	128.00	5,887.04	9,594.59	.00	3,707.55
MOTOROLA SOLUTIONS INC.	1/08/2007	6/17/2011	72.00	3,311.32	5,389.46	.00	2,078.14
MOTOROLA SOLUTIONS INC.	1/08/2007	6/21/2011	400.00	18,514.40	29,942.25	.00	11,427.85

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
MOTOROLA SOLUTIONS INC.	1/08/2007	6/21/2011	42.29	1,963.35	3,165.46	.00	1,202.11
MOTOROLA SOLUTIONS INC.	3/27/2007	6/21/2011	114.28	5,306.11	8,206.45	.00	2,900.34
MOTOROLA SOLUTIONS INC.	3/30/2007	6/21/2011	71.43	3,316.32	5,106.70	.00	1,790.38
MOTOROLA SOLUTIONS INC.	3/23/2007	6/21/2011	72.00	3,342.77	5,139.20	.00	1,796.43
MOTOROLA SOLUTIONS INC.	3/23/2007	6/22/2011	185.14	8,586.84	13,215.55	.00	4,628.71
MOTOROLA SOLUTIONS INC.	3/29/2007	6/22/2011	14.86	688.98	1,060.31	.00	371.33
MOTOROLA SOLUTIONS INC.	3/29/2007	6/23/2011	185.14	8,446.72	13,214.80	.00	4,768.08
MOTOROLA SOLUTIONS INC.	11/09/2007	6/23/2011	14.86	677.74	989.63	.00	311.89
MOTOROLA SOLUTIONS INC.	11/09/2007	6/24/2011	200.00	9,085.74	13,323.37	.00	4,237.63
MOTOROLA SOLUTIONS INC.	11/09/2007	6/27/2011	200.00	9,161.50	13,323.37	.00	4,161.87
MOTOROLA SOLUTIONS INC.	11/09/2007	6/29/2011	142.29	6,540.09	9,478.73	.00	2,938.64
MOTOROLA SOLUTIONS INC.	3/22/2005	6/29/2011	157.71	7,249.11	9,646.91	.00	2,397.80
MOTOROLA SOLUTIONS INC.	3/22/2005	8/11/2011	213.72	8,524.55	13,072.46	.00	4,547.91
MOTOROLA SOLUTIONS INC.	1/24/2008	8/11/2011	186.28	7,430.38	7,602.29	.00	171.91
MOTOROLA SOLUTIONS INC.	1/24/2008	8/15/2011	300.00	12,150.66	12,243.04	.00	92.38
MOTOROLA SOLUTIONS INC.	1/24/2008	8/16/2011	300.00	12,152.46	12,243.04	.00	90.58
MOTOROLA SOLUTIONS INC.	1/24/2008	8/17/2011	400.00	16,195.68	16,324.06	.00	128.38
MOTOROLA SOLUTIONS INC.	1/24/2008	8/19/2011	400.00	15,650.57	16,324.06	.00	673.49
MOTOROLA SOLUTIONS INC.	1/24/2008	8/22/2011	128.00	4,995.69	5,223.74	.00	228.05
MOTOROLA SOLUTIONS INC.	6/09/2008	8/22/2011	72.00	2,810.02	2,591.39	218.63	.00
MOTOROLA SOLUTIONS INC.	6/09/2008	8/23/2011	113.72	4,509.08	4,092.85	416.23	.00
MOTOROLA SOLUTIONS INC.	6/09/2008	8/23/2011	86.28	3,421.40	3,101.56	319.84	.00
MOTOROLA SOLUTIONS INC.	6/09/2008	8/24/2011	300.00	12,026.70	10,783.69	1,243.01	.00
MOTOROLA SOLUTIONS INC.	6/09/2008	11/01/2011	200.00	9,065.50	7,189.13	1,876.37	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
MOTOROLA SOLUTIONS INC.	6/09/2008	11/02/2011	200.00	9,126.76	7,189.13	1,937.63	.00
MOTOROLA SOLUTIONS INC.	8/09/2008	11/03/2011	200.00	9,283.18	7,189.13	2,094.05	.00
MOTOROLA SOLUTIONS INC.	6/09/2008	11/04/2011	70.86	3,259.25	2,547.03	712.22	.00
MOTOROLA SOLUTIONS INC.	4/08/2003	11/04/2011	129.14	5,940.17	3,884.13	2,056.04	.00
MOTOROLA SOLUTIONS INC.	4/08/2003	11/08/2011	299.43	13,715.20	9,005.73	4,709.47	.00
MOTOROLA SOLUTIONS INC.	3/04/2003	11/08/2011	100.57	4,606.60	3,005.97	1,600.63	.00
MOTOROLA SOLUTIONS INC.	3/04/2003	11/09/2011	156.57	6,986.05	4,679.80	2,306.25	.00
MOTOROLA SOLUTIONS INC.	3/31/2003	11/09/2011	43.43	1,937.71	1,296.29	641.42	.00
MOTOROLA SOLUTIONS INC.	3/31/2003	11/10/2011	170.86	7,706.34	5,099.92	2,606.42	.00
MOTOROLA SOLUTIONS INC.	3/05/2003	11/10/2011	29.14	1,314.44	865.29	449.15	.00
MOTOROLA SOLUTIONS INC.	3/05/2003	11/11/2011	185.14	8,547.89	5,497.23	3,050.66	.00
MOTOROLA SOLUTIONS INC.	2/26/2003	11/11/2011	14.86	685.93	437.40	248.53	.00
MOTOROLA SOLUTIONS INC.	2/26/2003	11/14/2011	200.00	9,243.04	5,888.18	3,354.86	.00
MOTOROLA SOLUTIONS INC.	2/26/2003	11/16/2011	200.00	9,247.50	5,888.19	3,359.31	.00
MOTOROLA SOLUTIONS INC.	2/26/2003	11/17/2011	13.71	630.31	403.76	226.55	.00
MOTOROLA SOLUTIONS INC.	3/06/2003	11/17/2011	214.29	9,848.50	6,258.81	3,589.69	.00
MOTOROLA MOBILITY HOLDING	12/29/2006	8/16/2011	37.50	1,422.99	2,618.88	.00	1,195.89
MOTOROLA MOBILITY HOLDING	12/28/2006	8/16/2011	37.50	1,422.99	2,611.57	.00	1,188.58
MOTOROLA MOBILITY HOLDING	12/26/2006	8/16/2011	50.00	1,897.32	3,460.36	.00	1,563.04
MOTOROLA MOBILITY HOLDING	1/04/2007	8/16/2011	162.50	6,166.28	11,220.16	.00	5,053.88
MOTOROLA MOBILITY HOLDING	1/05/2007	8/16/2011	212.50	8,063.60	13,615.09	.00	5,551.49
MOTOROLA MOBILITY HOLDING	1/05/2007	8/17/2011	500.00	19,060.03	32,035.49	.00	12,975.46
MOTOROLA MOBILITY HOLDING	1/05/2007	8/18/2011	112.50	4,271.54	7,176.19	.00	2,904.65
MOTOROLA MOBILITY HOLDING	1/09/2007	8/18/2011	287.50	10,916.16	18,059.42	.00	7,143.26

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
MOTOROLA MOBILITY HOLDING	1/09/2007	8/19/2011	25.00	946.74	1,570.38	.00	623.64
MOTOROLA MOBILITY HOLDING	1/08/2007	8/19/2011	450.00	17,041.30	28,228.83	.00	11,187.53
MOTOROLA MOBILITY HOLDING	3/27/2007	8/19/2011	25.00	946.74	1,504.39	.00	557.65
MOTOROLA MOBILITY HOLDING	3/27/2007	8/19/2011	75.00	2,837.94	4,513.16	.00	1,675.22
MOTOROLA MOBILITY HOLDING	3/30/2007	8/19/2011	62.50	2,364.96	3,744.60	.00	1,379.64
MOTOROLA MOBILITY HOLDING	3/23/2007	8/19/2011	62.50	2,364.95	3,738.61	.00	1,373.66
MOTOROLA MOBILITY HOLDING	3/23/2007	8/22/2011	162.50	6,175.11	9,720.38	.00	3,545.27
MOTOROLA MOBILITY HOLDING	3/29/2007	8/22/2011	175.00	6,650.12	10,467.51	.00	3,817.39
MOTOROLA MOBILITY HOLDING	11/09/2007	8/22/2011	487.50	18,525.32	27,215.40	.00	8,690.08
MOTOROLA MOBILITY HOLDING	3/22/2005	8/22/2011	325.00	12,350.22	16,659.45	.00	4,309.23
MOTOROLA MOBILITY HOLDING	1/24/2008	8/22/2011	350.00	13,300.23	11,969.95	1,330.28	.00
MOTOROLA MOBILITY HOLDING	1/24/2008	8/23/2011	500.00	18,987.13	17,099.92	1,887.21	.00
MOTOROLA MOBILITY HOLDING	1/24/2008	8/24/2011	650.00	24,671.44	22,229.90	2,441.54	.00
MOTOROLA MOBILITY HOLDING	6/09/2008	8/24/2011	150.00	5,693.41	4,524.33	1,169.08	.00
MOTOROLA MOBILITY HOLDING	6/09/2008	8/25/2011	12.50	473.37	377.03	96.34	.00
MOTOROLA MOBILITY HOLDING	6/09/2008	8/25/2011	187.50	7,100.48	5,648.11	1,452.37	.00
MOTOROLA MOBILITY HOLDING	6/09/2008	8/26/2011	737.50	27,819.73	22,215.92	5,603.81	.00
MOTOROLA MOBILITY HOLDING	4/08/2003	8/26/2011	262.50	9,901.94	6,616.23	3,285.71	.00
MOTOROLA MOBILITY HOLDING	4/08/2003	8/29/2011	112.50	4,259.17	2,835.53	1,423.64	.00
MOTOROLA MOBILITY HOLDING	3/04/2003	8/29/2011	225.00	8,518.33	5,635.75	2,882.58	.00
MOTOROLA MOBILITY HOLDING	3/31/2003	8/29/2011	162.50	6,152.13	4,064.80	2,087.33	.00
MOTOROLA MOBILITY HOLDING	3/31/2003	8/30/2011	25.00	944.98	625.35	319.63	.00
MOTOROLA MOBILITY HOLDING	3/05/2003	8/30/2011	175.00	6,614.87	4,354.42	2,260.45	.00
MOTOROLA MOBILITY HOLDING	3/05/2003	8/31/2011	12.50	471.74	311.03	160.71	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
MOTOROLA MOBILITY HOLDING	2/26/2003	8/31/2011	375.00	14,152.30	9,252.07	4,900.23	.00
MOTOROLA MOBILITY HOLDING	3/06/2003	8/31/2011	187.50	7,076.15	4,589.40	2,486.75	.00
NEWS CORP CLASS A	4/25/2002	5/04/2011	600.00	10,364.62	7,026.00	3,338.62	.00
NEWS CORP CLASS A	4/08/2003	5/04/2011	400.00	6,909.74	4,640.00	2,269.74	.00
NEWS CORP CLASS A	4/08/2003	5/05/2011	2,200.00	38,098.86	25,520.00	12,578.86	.00
NEWS CORP CLASS A	4/08/2003	9/07/2011	400.00	6,653.87	4,640.00	2,013.87	.00
NEWS CORP CLASS A	4/04/2003	9/08/2011	500.00	8,258.74	5,625.00	2,633.74	.00
NEWS CORP CLASS A	4/04/2003	9/09/2011	400.00	6,503.87	4,500.00	2,003.87	.00
NEWS CORP CLASS A	4/04/2003	9/12/2011	400.00	6,440.07	4,500.00	1,940.07	.00
NEWS CORP CLASS A	4/04/2003	9/13/2011	400.00	6,530.27	4,500.00	2,030.27	.00
NEWS CORP CLASS A	4/04/2003	9/14/2011	500.00	8,072.34	5,625.00	2,447.34	.00
NEWS CORP CLASS A	4/04/2003	9/15/2011	500.00	8,180.54	5,625.00	2,555.54	.00
NEWS CORP CLASS A	4/04/2003	10/26/2011	400.00	6,777.02	4,500.00	2,277.02	.00
NEWS CORP CLASS A	4/04/2003	10/27/2011	1,500.00	26,417.64	16,875.00	9,542.64	.00
NEWS CORP CLASS A	5/29/1998	10/27/2011	200.00	3,522.35	2,154.00	1,368.35	.00
NOVARTIS AG	6/07/2007	8/26/2011	300.00	16,827.13	16,808.85	18.28	.00
NOVARTIS AG	5/30/2007	8/26/2011	200.00	11,218.08	11,205.32	12.76	.00
NOVARTIS AG	5/24/2007	8/26/2011	100.00	5,609.04	5,597.58	11.46	.00
OCCIDENTAL PETE CORP.	11/14/2008	2/09/2011	500.00	48,274.22	23,669.25	24,604.97	.00
PFIZER INC. (PHARMACIA)	4/25/2006	7/25/2011	320.00	6,385.48	7,936.67	.00	1,551.19
PFIZER INC. (PHARMACIA)	4/18/2006	7/25/2011	300.00	5,986.38	7,422.60	.00	1,436.22
PFIZER INC. (PHARMACIA)	4/24/2006	7/25/2011	700.00	13,968.23	17,288.88	.00	3,320.65
PFIZER INC. (PHARMACIA)	4/13/2006	7/25/2011	1,280.00	25,541.91	31,343.62	.00	5,801.71
PITNEY BOWES INC.	4/06/2001	9/28/2011	400.00	7,885.12	12,996.84	.00	5,111.72

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
PITNEY BOWES INC.	4/06/2001	10/05/2011	400.00	7,850.92	12,996.84	.00	5,145.92
PITNEY BOWES INC.	4/06/2001	10/05/2011	100.00	1,959.27	3,249.21	.00	1,289.94
PITNEY BOWES INC.	12/12/2000	10/05/2011	300.00	5,877.81	8,790.90	.00	2,913.09
PITNEY BOWES INC.	12/12/2000	10/06/2011	400.00	7,967.56	11,721.20	.00	3,753.64
PITNEY BOWES INC.	12/12/2000	10/07/2011	100.00	1,982.56	2,930.30	.00	947.74
PITNEY BOWES INC.	10/20/2000	10/07/2011	300.00	5,947.68	8,146.90	.00	2,199.22
PITNEY BOWES INC.	10/20/2000	10/10/2011	200.00	4,004.72	5,431.26	.00	1,426.54
PITNEY BOWES INC.	10/20/2000	10/12/2011	400.00	8,051.72	10,862.53	.00	2,810.81
PITNEY BOWES INC.	10/20/2000	10/13/2011	100.00	1,993.46	2,715.63	.00	722.17
PITNEY BOWES INC.	11/20/2008	10/13/2011	300.00	5,980.38	6,785.04	.00	804.66
PITNEY BOWES INC.	11/20/2008	10/14/2011	300.00	6,073.80	6,785.04	.00	711.24
PITNEY BOWES INC.	11/20/2008	10/17/2011	200.00	3,994.12	4,523.36	.00	529.24
PITNEY BOWES INC.	11/20/2008	10/19/2011	200.00	4,037.52	4,523.36	.00	485.84
PITNEY BOWES INC.	11/20/2008	10/20/2011	400.00	7,923.96	9,046.72	.00	1,122.76
PITNEY BOWES INC.	11/20/2008	10/21/2011	200.00	4,042.22	4,523.36	.00	481.14
PITNEY BOWES INC.	11/20/2008	10/21/2011	100.00	2,022.52	2,261.68	.00	239.16
PITNEY BOWES INC.	3/03/2009	10/21/2011	100.00	2,022.52	1,825.56	196.96	.00
PITNEY BOWES INC.	3/03/2009	10/24/2011	200.00	4,121.08	3,651.12	469.96	.00
PITNEY BOWES INC.	3/03/2009	10/25/2011	200.00	4,108.92	3,651.12	457.80	.00
PITNEY BOWES INC.	3/03/2009	10/26/2011	200.00	4,109.64	3,651.12	458.52	.00
PITNEY BOWES INC.	3/03/2009	10/27/2011	200.00	4,160.91	3,651.12	509.79	.00
PITNEY BOWES INC.	3/03/2009	10/31/2011	200.00	4,086.58	3,651.12	435.46	.00
PITNEY BOWES INC.	3/03/2009	11/01/2011	300.00	6,005.55	5,476.68	528.87	.00
PITNEY BOWES INC.	3/03/2009	11/01/2011	200.00	4,001.22	3,651.12	350.10	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
ROYAL DUTCH SHELL PLC	7/21/2005	1/14/2011	800.00	54,283.08	37,720.04	16,563.04	.00
ROYAL DUTCH SHELL PLC	7/21/2005	7/26/2011	700.00	52,729.21	33,005.04	19,724.17	.00
ROYAL DUTCH SHELL PLC	7/21/2005	7/27/2011	700.00	52,210.31	33,005.04	19,205.27	.00
SANOFI-AVENTIS ADR	9/02/2005	7/07/2011	.25	6.80	10.55	.00	3.75
TRAVELERS COS, INC.	10/14/2004	11/08/2011	200.00	11,801.77	6,671.26	5,130.51	.00
TRAVELERS COS, INC.	10/14/2004	11/10/2011	200.00	11,476.91	6,671.26	4,805.65	.00
TRAVELERS COS, INC.	10/14/2004	11/10/2011	200.00	11,468.43	6,671.26	4,797.17	.00
TRAVELERS COS, INC.	10/14/2004	11/11/2011	100.00	5,833.45	3,335.63	2,497.82	.00
TRAVELERS COS, INC.	10/01/1998	11/11/2011	100.00	5,833.44	3,121.75	2,711.69	.00
TRAVELERS COS, INC.	10/01/1998	11/15/2011	200.00	11,514.27	6,243.50	5,270.77	.00
TRAVELERS COS, INC.	10/01/1998	11/16/2011	200.00	11,423.78	6,243.50	5,180.28	.00
TRAVELERS COS, INC.	10/01/1998	11/16/2011	200.00	11,442.96	6,243.50	5,199.46	.00
TRAVELERS COS, INC.	11/21/1996	11/22/2011	200.00	10,830.95	5,579.00	5,251.95	.00
TRAVELERS COS, INC.	11/21/1996	11/28/2011	200.00	10,846.59	5,579.00	5,267.59	.00
TRAVELERS COS, INC.	11/21/1996	11/29/2011	200.00	10,839.11	5,579.00	5,260.11	.00
TRAVELERS COS, INC.	11/21/1996	11/30/2011	200.00	11,183.38	5,579.00	5,604.38	.00
TRAVELERS COS, INC.	6/03/1996	12/01/2011	200.00	11,028.80	5,329.00	5,699.80	.00
TRAVELERS COS, INC.	6/03/1996	12/02/2011	200.00	10,914.23	5,329.00	5,585.23	.00
TRAVELERS COS, INC.	6/03/1996	12/05/2011	200.00	11,001.04	5,329.00	5,672.04	.00
TRAVELERS COS, INC.	6/03/1996	12/06/2011	200.00	11,070.38	5,329.00	5,741.38	.00
SCHLUMBERGER LTD	11/14/2008	3/01/2011	200.00	18,406.68	9,793.04	8,613.64	.00
SCHLUMBERGER LTD	11/14/2008	3/03/2011	200.00	18,520.32	9,793.04	8,727.28	.00
SCHLUMBERGER LTD	11/14/2008	3/04/2011	300.00	27,620.10	14,689.56	12,930.54	.00
SCHLUMBERGER LTD	11/14/2008	7/25/2011	500.00	47,517.58	24,482.60	23,034.98	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
SCHLUMBERGER LTD	11/14/2008	7/26/2011	200.00	18,802.15	9,793.04	9,009.11	.00
SCHLUMBERGER LTD	11/14/2008	7/27/2011	100.00	9,237.78	4,896.52	4,341.26	.00
SCHLUMBERGER LTD	10/27/2008	7/27/2011	200.00	18,475.56	9,303.04	9,172.52	.00
SLM CORP	2/27/2007	7/13/2011	200.00	3,283.94	8,497.94	.00	5,214.00
SLM CORP	2/12/2007	7/13/2011	200.00	3,283.93	8,495.12	.00	5,211.19
SLM CORP	2/12/2007	7/14/2011	200.00	3,271.56	8,495.12	.00	5,223.56
SLM CORP	2/13/2007	7/14/2011	200.00	3,271.55	8,492.00	.00	5,220.45
SLM CORP	3/02/2007	7/14/2011	200.00	3,258.94	8,444.08	.00	5,185.14
SLM CORP	3/07/2007	7/14/2011	200.00	3,258.93	8,426.00	.00	5,167.07
SLM CORP	3/06/2007	7/18/2011	200.00	3,191.26	8,418.00	.00	5,226.74
SLM CORP	3/01/2007	7/18/2011	200.00	3,191.25	8,410.68	.00	5,219.43
SLM CORP	3/09/2007	7/19/2011	300.00	4,849.31	12,606.72	.00	7,757.41
SLM CORP	3/05/2007	7/19/2011	100.00	1,616.44	4,197.61	.00	2,581.17
SLM CORP	3/05/2007	7/20/2011	100.00	1,628.28	4,197.61	.00	2,569.33
SLM CORP	3/09/2007	7/20/2011	300.00	4,884.83	12,590.67	.00	7,705.84
SLM CORP	3/09/2007	7/20/2011	100.00	1,623.03	4,196.89	.00	2,573.86
SLM CORP	3/13/2007	7/20/2011	200.00	3,246.05	8,338.60	.00	5,092.55
SLM CORP	3/12/2007	7/20/2011	100.00	1,623.03	4,159.06	.00	2,536.03
SLM CORP	3/12/2007	7/21/2011	100.00	1,692.81	4,159.06	.00	2,466.25
SLM CORP	3/15/2007	7/21/2011	200.00	3,385.61	8,296.00	.00	4,910.39
SLM CORP	3/19/2007	7/21/2011	100.00	1,692.80	4,140.26	.00	2,447.46
SLM CORP	3/19/2007	7/25/2011	100.00	1,635.97	4,140.26	.00	2,504.29
SLM CORP	3/14/2007	7/25/2011	200.00	3,271.93	8,212.60	.00	4,940.67
SLM CORP	1/22/2008	7/25/2011	400.00	6,543.87	7,638.36	.00	1,094.49

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
SLM CORP	1/17/2008	7/25/2011	100.00	1,635.97	1,903.42	.00	267.45
SLM CORP	1/17/2008	7/26/2011	300.00	4,873.40	5,710.26	.00	836.86
SLM CORP	1/16/2008	7/26/2011	100.00	1,624.47	1,902.37	.00	277.90
SLM CORP	1/16/2008	8/02/2011	400.00	6,133.32	7,609.48	.00	1,476.16
SLM CORP	1/16/2008	8/03/2011	300.00	4,547.22	5,707.11	.00	1,159.89
SLM CORP	1/24/2008	8/03/2011	100.00	1,515.74	1,876.33	.00	360.59
SLM CORP	1/24/2008	8/16/2011	400.00	5,507.93	7,505.32	.00	1,997.39
SLM CORP	1/24/2008	8/17/2011	200.00	2,764.11	3,752.66	.00	988.55
SLM CORP	1/22/2008	8/17/2011	200.00	2,764.10	3,752.28	.00	988.18
SLM CORP	1/22/2008	8/23/2011	200.00	2,713.53	3,752.28	.00	1,038.75
SLM CORP	3/14/2008	8/23/2011	200.00	2,713.52	3,377.86	.00	664.34
SLM CORP	3/14/2008	8/24/2011	400.00	5,580.45	6,755.72	.00	1,175.27
SLM CORP	3/14/2008	8/25/2011	400.00	5,522.73	6,755.72	.00	1,232.99
SLM CORP	3/14/2008	8/26/2011	400.00	5,431.57	6,755.72	.00	1,324.15
SLM CORP	3/14/2008	8/29/2011	400.00	5,531.89	6,755.72	.00	1,223.83
SLM CORP	3/14/2008	8/30/2011	400.00	5,452.01	6,755.72	.00	1,303.71
SLM CORP	3/14/2008	8/31/2011	400.00	5,502.81	6,755.72	.00	1,252.91
SLM CORP	3/14/2008	9/01/2011	400.00	5,457.89	6,755.72	.00	1,297.83
SLM CORP	3/14/2008	9/14/2011	400.00	5,421.45	6,755.72	.00	1,334.27
SLM CORP	3/14/2008	9/15/2011	400.00	5,399.89	6,755.72	.00	1,355.83
SLM CORP	3/14/2008	9/16/2011	400.00	5,405.89	6,755.72	.00	1,349.83
SLM CORP	3/14/2008	9/20/2011	100.00	1,345.80	1,688.93	.00	343.13
SLM CORP	4/24/2008	9/20/2011	300.00	4,037.41	4,939.50	.00	902.09
SLM CORP	4/24/2008	9/22/2011	100.00	1,243.98	1,646.50	.00	402.52

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
SLM CORP	4/23/2008	9/22/2011	300.00	3,731.92	4,928.85	.00	1,196.93
SLM CORP	4/23/2008	9/26/2011	100.00	1,248.86	1,642.95	.00	394.09
SLM CORP	4/23/2008	9/26/2011	400.00	4,995.46	6,555.40	.00	1,559.94
SONY CORP.	6/03/1996	4/06/2011	200.00	6,108.88	6,316.50	.00	207.62
SONY CORP.	6/03/1996	4/08/2011	200.00	6,124.42	6,316.50	.00	192.08
SONY CORP.	9/09/1996	4/08/2011	200.00	6,124.42	6,279.00	.00	154.58
SONY CORP.	4/24/2003	4/21/2011	200.00	6,113.88	6,159.96	.00	46.08
TIME WARNER CABLE, INC.	10/17/2007	4/01/2011	218.00	15,724.62	11,961.56	3,763.06	.00
TIME WARNER CABLE, INC.	3/24/2004	4/01/2011	282.00	20,341.03	13,788.70	6,552.33	.00
TYCO CONNECTIVITY LTD	9/12/2007	3/10/2011	2,100.00	72,969.39	69,323.73	3,645.66	.00
TYCO CONNECTIVITY LTD	1/19/2006	3/10/2011	375.00	13,030.25	11,618.22	1,412.03	.00
TYCO CONNECTIVITY LTD	1/20/2006	3/10/2011	500.00	17,373.67	15,431.57	1,942.10	.00
TYCO CONNECTIVITY LTD	1/18/2006	3/10/2011	25.00	868.68	769.69	98.99	.00
TYCO INTERNATIONAL LTD NE	1/19/2006	3/31/2011	375.00	16,880.30	15,509.51	1,370.79	.00
TYCO INTERNATIONAL LTD NE	1/20/2006	3/31/2011	500.00	22,507.06	20,600.06	1,907.00	.00
TYCO INTERNATIONAL LTD NE	1/18/2006	3/31/2011	125.00	5,626.77	5,137.40	489.37	.00
US BANCORP	10/16/2009	7/26/2011	400.00	10,755.11	9,405.16	1,349.95	.00
US BANCORP	10/16/2009	7/27/2011	400.00	10,581.79	9,405.16	1,176.63	.00
US BANCORP	10/16/2009	7/28/2011	400.00	10,493.19	9,405.16	1,088.03	.00
US BANCORP	10/16/2009	7/29/2011	600.00	15,736.91	14,107.74	1,629.17	.00
US BANCORP	10/16/2009	8/01/2011	200.00	5,199.54	4,702.58	496.96	.00
US BANCORP	10/16/2009	8/02/2011	200.00	5,086.40	4,702.58	383.82	.00
US BANCORP	10/16/2009	8/08/2011	1,200.00	26,534.12	28,215.48	.00	1,681.36
US BANCORP	10/16/2009	8/09/2011	500.00	11,096.03	11,756.45	.00	660.42

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
WALGREEN CO.	12/14/2007	3/09/2011	200.00	8,524.23	7,301.00	1,223.23	.00
WALGREEN CO.	12/17/2007	3/10/2011	200.00	8,451.21	7,301.00	1,150.21	.00
WALGREEN CO.	12/03/2007	3/10/2011	200.00	8,474.13	7,287.00	1,187.13	.00
WALGREEN CO.	12/03/2007	3/11/2011	200.00	8,393.85	7,287.00	1,106.85	.00
WALGREEN CO.	12/03/2007	3/14/2011	200.00	8,314.50	7,287.00	1,027.50	.00
WALGREEN CO.	12/03/2007	3/18/2011	400.00	16,737.07	14,574.00	2,163.07	.00
WALGREEN CO.	12/03/2007	3/21/2011	500.00	20,807.25	18,217.50	2,589.75	.00
WALGREEN CO.	12/03/2007	4/05/2011	200.00	8,296.12	7,287.00	1,009.12	.00
WALGREEN CO.	12/03/2007	4/07/2011	200.00	8,294.80	7,287.00	1,007.80	.00
WALGREEN CO.	12/03/2007	4/07/2011	200.00	8,299.84	7,287.00	1,012.84	.00
WALGREEN CO.	12/20/2007	4/08/2011	300.00	12,395.76	10,848.09	1,547.67	.00
WALGREEN CO.	12/20/2007	5/04/2011	300.00	12,839.45	10,848.09	1,991.36	.00
WALGREEN CO.	12/20/2007	5/05/2011	400.00	17,020.19	14,464.12	2,556.07	.00
WALGREEN CO.	12/20/2007	5/09/2011	100.00	4,284.21	3,616.03	668.18	.00
*** CORPORATE STOCK-DODGE		***	142,504.46	3,943,100.65	3,560,454.89	382,645.76	.00
CORPORATE STOCK-SAROFIM							
CISCO SYS., INC.	10/09/2007	10/13/2011	2,000.00	34,488.34	65,460.00	.00	30,971.66
CISCO SYS., INC.	11/21/2007	10/13/2011	2,500.00	43,110.42	71,725.00	.00	28,614.58
CISCO SYS., INC.	7/10/2007	10/13/2011	8,000.00	137,953.34	227,600.00	.00	89,646.66
FOMENTO ECONOMICO MEXICAN	6/10/2008	1/27/2011	3,000.00	164,050.94	127,333.50	36,717.44	.00
HALLIBURTON CO.	7/19/2006	1/27/2011	7,000.00	305,425.13	238,749.70	66,675.43	.00
JOHNSON & JOHNSON	5/20/2010	10/13/2011	2,000.00	127,141.55	123,256.00	3,885.55	.00
JOHNSON & JOHNSON	6/15/2009	10/13/2011	1,000.00	63,570.78	55,142.00	8,428.78	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
LILLY ELI & CO.	1/27/2011	4/15/2003	2,000.00	69,938.65	118,134.00	.00	48,195.35
LILLY ELI & CO.	3/28/2001	1/27/2011	2,000.00	69,938.66	151,720.00	.00	81,781.34
MCGRAW HILL COMPANIES INC	4/10/2001	10/13/2011	4,000.00	175,556.62	122,204.00	53,352.62	.00
MCGRAW HILL COMPANIES INC	4/10/2001	11/07/2011	1,000.00	42,314.39	30,551.00	11,763.39	.00
MCGRAW HILL COMPANIES INC	6/03/1999	11/07/2011	1,000.00	42,314.38	26,561.25	15,753.13	.00
MICROSOFT CORP.	12/03/2001	5/11/2011	1,000.00	25,565.51	32,460.00	.00	6,894.49
MICROSOFT CORP.	11/24/1998	5/11/2011	10,000.00	255,655.08	302,500.00	.00	46,844.92
MICROSOFT CORP.	4/05/2001	5/11/2011	4,000.00	102,262.03	110,625.00	.00	8,362.97
PEPSICO, INC.	4/02/1998	10/13/2011	1,200.00	74,542.92	52,572.00	21,970.92	.00
PEPSICO, INC.	4/03/2001	10/13/2011	1,800.00	111,814.39	78,588.00	33,226.39	.00
SYSCO CORP	7/21/2005	3/22/2011	2,000.00	56,099.52	73,719.00	.00	17,619.48
SYSCO CORP	12/01/2004	3/22/2011	4,000.00	112,199.04	140,240.00	.00	28,040.96

*** CORPORATE STOCK-SAROFIM		***	59,500.00	2,013,941.69	2,149,140.45	.00	135,198.76
CORPORATE STOCK-SENTRY							
ABBOTT LABS	5/31/2008	6/24/2011	7,100.00	365,537.19	397,440.25	.00	31,903.06
ABBOTT LABS	5/31/2008	6/24/2011	7,100.00	365,537.18	397,440.25	.00	31,903.07
ALTRIA GROUP INC.	6/26/2009	6/24/2011	5,000.00	133,146.44	82,550.00	50,596.44	.00
ALTRIA GROUP INC.	6/26/2009	6/24/2011	5,000.00	133,146.44	82,550.00	50,596.44	.00
AMERICAN EXPRESS CO.	5/31/2008	6/24/2011	6,594.00	319,793.63	303,505.34	16,288.29	.00
AMERICAN EXPRESS CO.	5/31/2008	6/24/2011	6,595.00	319,842.12	303,551.36	16,290.76	.00
APPLE COMPUTER INC.	6/26/2009	6/24/2011	500.00	163,993.85	71,085.00	92,908.85	.00
APPLE COMPUTER INC.	6/26/2009	6/24/2011	500.00	163,993.85	71,085.00	92,908.85	.00
APPLE COMPUTER INC.	3/06/2009	6/24/2011	1,000.00	327,987.70	84,917.90	243,069.80	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
APPLE COMPUTER INC.	3/06/2009	6/24/2011	1,000.00	327,987.70	84,917.90	243,069.80	.00
AUTOMATIC DATA PROCESSING INC.	5/31/2008	6/24/2011	3,750.00	192,655.92	161,245.32	31,410.60	.00
AUTOMATIC DATA PROCESSING INC.	5/31/2008	6/24/2011	3,750.00	192,655.92	161,245.31	31,410.61	.00
BECTON DICKINSON & CO.	6/26/2009	6/24/2011	1,500.00	127,448.50	106,234.50	21,214.00	.00
BECTON DICKINSON & CO.	6/26/2009	6/24/2011	1,500.00	127,448.50	106,234.50	21,214.00	.00
BERKSHIRE HATHAWAY INC.	5/31/2008	6/24/2011	2.00	224,319.19	265,720.00	.00	41,400.81
BERKSHIRE HATHAWAY INC.	5/31/2008	6/24/2011	3.00	336,478.79	398,580.00	.00	62,101.21
CATERPILLAR INC.	5/31/2008	6/24/2011	2,500.00	249,499.71	206,456.25	43,043.46	.00
CATERPILLAR INC.	5/31/2008	6/24/2011	2,500.00	249,499.70	206,456.25	43,043.45	.00
CHEVRON CORP.	5/31/2008	6/24/2011	5,500.00	540,168.82	543,620.00	.00	3,451.18
CHEVRON CORP.	5/31/2008	6/24/2011	5,500.00	540,168.82	543,620.00	.00	3,451.18
CISCO SYS INC.	5/31/2008	6/24/2011	6,000.00	90,060.67	159,165.00	.00	69,104.33
CISCO SYS INC.	5/31/2008	6/24/2011	6,000.00	90,060.66	159,165.00	.00	69,104.34
COCA COLA CO.	5/31/2008	6/24/2011	13,500.00	878,013.68	772,301.25	105,712.43	.00
COCA COLA CO.	5/31/2008	6/24/2011	13,500.00	878,013.68	772,301.25	105,712.43	.00
CONOCOPHILLIPS	5/31/2008	6/24/2011	7,500.00	539,461.63	691,350.00	.00	151,888.37
CONOCOPHILLIPS	5/31/2008	6/24/2011	7,500.00	539,461.63	691,350.00	.00	151,888.37
DISNEY WALT CO.	6/12/2010	6/24/2011	4,000.00	150,516.71	134,279.20	16,237.51	.00
DISNEY WALT CO.	5/20/2010	6/24/2011	3,000.00	112,887.53	96,720.00	16,167.53	.00
EXXON MOBIL CORP.	5/31/2008	6/24/2011	14,624.00	1,131,818.82	1,295,722.96	.00	163,904.14
EXXON MOBIL CORP.	5/31/2008	6/24/2011	14,624.00	1,131,818.81	1,295,722.96	.00	163,904.15
FRANKLIN RESOURCES INC.	10/01/2008	6/24/2011	750.00	92,173.23	64,689.00	27,484.23	.00
FRANKLIN RESOURCES INC.	10/01/2008	6/24/2011	750.00	92,173.23	64,689.00	27,484.23	.00
FREEMPORT COPPER AND GOLD	5/31/2008	6/24/2011	1,500.00	72,465.41	86,711.25	.00	14,245.84

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
FREEPORT COPPER AND GOLD	5/31/2008	6/24/2011	1,500.00	72,465.41	86,711.25	.00	14,245.84
FREEPORT COPPER AND GOLD	10/01/2008	6/24/2011	800.00	38,648.21	21,128.00	17,520.21	.00
FREEPORT COPPER AND GOLD	10/01/2008	6/24/2011	800.00	38,648.22	21,128.00	17,520.22	.00
GENERAL DYNAMICS CORP.	5/31/2008	6/24/2011	750.00	54,277.73	68,896.88	.00	14,619.15
GENERAL DYNAMICS CORP.	5/31/2008	6/24/2011	750.00	54,277.73	68,896.87	.00	14,619.14
GENERAL DYNAMICS CORP.	10/01/2008	6/24/2011	750.00	54,277.73	54,794.48	.00	516.75
GENERAL DYNAMICS CORP.	10/01/2008	6/24/2011	750.00	54,277.74	54,794.48	.00	516.74
GENERAL ELEC CO.	5/31/2008	6/24/2011	15,000.00	269,655.81	459,637.50	.00	189,981.69
GENERAL ELEC CO.	5/31/2008	6/24/2011	23,000.00	413,472.24	704,777.50	.00	291,305.26
INTEL CORP.	5/31/2008	6/24/2011	17,000.00	364,699.08	394,485.00	.00	29,785.92
INTEL CORP.	5/31/2008	6/24/2011	17,000.00	364,699.08	394,485.00	.00	29,785.92
INTERNATIONAL BUSINESS MA	3/12/2010	6/24/2011	2,000.00	329,784.27	256,140.00	73,644.27	.00
INTERNATIONAL BUSINESS MA	5/20/2010	6/24/2011	2,000.00	329,784.26	251,021.20	78,763.06	.00
JPMORGAN CHASE & CO.	3/12/2010	6/24/2011	3,000.00	118,347.73	130,350.00	.00	12,002.27
JPMORGAN CHASE & CO.	5/20/2010	6/24/2011	3,000.00	118,347.72	114,420.00	3,927.72	.00
JPMORGAN CHASE & CO.	6/26/2009	6/24/2011	3,000.00	118,347.72	102,480.60	15,867.12	.00
JPMORGAN CHASE & CO.	6/26/2009	6/24/2011	3,000.00	118,347.73	102,480.60	15,867.13	.00
JOHNSON & JOHNSON	5/31/2008	6/24/2011	7,910.00	516,248.89	527,082.85	.00	10,833.96
JOHNSON & JOHNSON	5/31/2008	6/24/2011	7,910.00	516,248.88	527,082.85	.00	10,833.97
MCDONALDS CORP.	6/26/2009	6/24/2011	2,000.00	163,566.06	114,163.60	49,402.46	.00
MCDONALDS CORP.	6/26/2009	6/24/2011	2,000.00	163,566.06	114,163.60	49,402.46	.00
MCDONALDS CORP.	3/06/2009	6/24/2011	2,000.00	163,566.06	103,707.00	59,859.06	.00
MCDONALDS CORP.	3/06/2009	6/24/2011	2,000.00	163,566.05	103,707.00	59,859.05	.00
MCGRAW HILL COS INC.	5/31/2008	6/24/2011	4,000.00	157,841.77	163,250.00	.00	5,408.23

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MEDTRONIC INC.	5/31/2008	6/24/2011	2,500.00	95,648.16	126,137.50	.00	30,489.34
MEDTRONIC INC.	5/31/2008	6/24/2011	2,500.00	95,648.16	126,137.50	.00	30,489.34
MICROSOFT CORP.	5/31/2008	6/24/2011	6,500.00	157,119.53	183,316.25	.00	26,196.72
MICROSOFT CORP.	5/31/2008	6/24/2011	10,000.00	241,722.35	282,025.00	.00	40,302.65
NESTLE S A	5/31/2008	6/24/2011	15,625.00	963,050.25	771,015.62	192,034.63	.00
NESTLE S A	5/31/2008	6/24/2011	15,625.00	963,050.24	771,015.62	192,034.62	.00
NEWS CORP.	5/31/2008	6/24/2011	5,000.00	83,213.40	90,087.50	.00	6,874.10
NEWS CORP.	5/31/2008	6/24/2011	5,000.00	83,213.39	90,087.50	.00	6,874.11
NOVO NORDISK	10/01/2008	6/24/2011	2,000.00	235,164.49	106,334.60	128,829.89	.00
NOVO NORDISK	10/01/2008	6/24/2011	2,000.00	235,164.48	106,334.60	128,829.88	.00
OCCIDENTAL PETE CORP.	5/31/2008	6/24/2011	3,000.00	296,382.01	276,225.00	20,157.01	.00
OCCIDENTAL PETE CORP.	5/31/2008	6/24/2011	3,000.00	296,382.00	276,225.00	20,157.00	.00
PEPSICO INC.	5/31/2008	6/24/2011	6,500.00	443,706.17	442,357.50	1,348.67	.00
PEPSICO INC.	5/31/2008	6/24/2011	10,500.00	716,756.13	714,577.50	2,178.63	.00
PHILIP MORRIS INTL INC.	3/12/2010	6/24/2011	4,000.00	261,089.78	200,317.20	60,772.58	.00
PHILIP MORRIS INTL INC.	5/20/2010	6/24/2011	5,000.00	326,362.23	225,768.00	100,594.23	.00
PHILIP MORRIS INTL INC.	6/26/2009	6/24/2011	3,000.00	195,817.33	127,439.40	68,377.93	.00
PHILIP MORRIS INTL INC.	6/26/2009	6/24/2011	3,000.00	195,817.34	127,439.40	68,377.94	.00
PRAXAIR INC.	5/31/2008	6/24/2011	3,200.00	329,408.07	301,808.00	27,600.07	.00
PRAXAIR INC.	5/31/2008	6/24/2011	4,000.00	411,760.09	377,260.00	34,500.09	.00
PROCTER & GAMBLE CO.	5/31/2008	6/24/2011	9,600.00	600,094.07	629,544.00	.00	29,449.93
PROCTER & GAMBLE CO.	5/31/2008	6/24/2011	13,600.00	850,133.26	891,854.00	.00	41,720.74
QUALCOMM INC.	5/31/2008	6/24/2011	2,000.00	108,912.71	96,835.00	12,077.71	.00
QUALCOMM INC.	5/31/2008	6/24/2011	2,000.00	108,912.70	96,835.00	12,077.70	.00

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RIO TINTO PLC	10/01/2008	6/24/2011	1,600.00	109,031.67	90,695.55	18,336.12	.00
RIO TINTO PLC	10/01/2008	6/24/2011	1,600.00	109,031.66	90,695.55	18,336.11	.00
ROCHE HOLDING LTD.	3/12/2010	6/24/2011	5,000.00	204,537.07	204,900.00	.00	362.93
ROCHE HOLDING LTD.	5/20/2010	6/24/2011	6,000.00	245,444.48	207,810.00	37,634.48	.00
ROYAL DUTCH SHELL PLC	3/06/2009	6/24/2011	2,000.00	134,576.62	83,248.40	51,328.22	.00
ROYAL DUTCH SHELL PLC	3/06/2009	6/24/2011	2,000.00	134,576.61	83,248.40	51,328.21	.00
TARGET CORP.	5/31/2008	6/24/2011	4,000.00	186,336.82	213,020.00	.00	26,683.18
TEXAS INSTRS INC.	5/31/2008	6/24/2011	5,000.00	158,065.96	162,187.50	.00	4,121.54
TEXAS INSTRS INC.	5/31/2008	6/24/2011	5,000.00	158,065.96	162,187.50	.00	4,121.54
TOTAL S.A.	5/31/2008	6/24/2011	3,000.00	161,549.00	260,302.50	.00	98,753.50
TOTAL S.A.	5/31/2008	6/24/2011	3,000.00	161,548.99	260,302.50	.00	98,753.51
UNITED TECHNOLOGIES CORP.	5/31/2008	6/24/2011	2,500.00	210,745.45	176,268.75	34,476.70	.00
UNITED TECHNOLOGIES CORP.	5/31/2008	6/24/2011	2,500.00	210,745.45	176,268.75	34,476.70	.00
WALGREEN CO.	5/31/2008	6/24/2011	9,000.00	372,936.63	323,442.90	49,493.73	.00
WALGREEN CO.	5/31/2008	6/24/2011	9,000.00	372,936.63	323,442.90	49,493.73	.00
WAL MART STORES INC.	5/31/2008	6/24/2011	6,500.00	340,411.46	373,896.25	.00	33,484.79
WAL MART STORES INC.	5/31/2008	6/24/2011	6,500.00	340,411.46	373,896.25	.00	33,484.79
*** CORPORATE STOCK-SENTRY		***	495,412.00	27,862,678.10	26,805,196.65	1,057,481.45	.00
CORPORATE STOCK-LUTHER KING							
ADOBE SYS INC.	9/09/2010	9/12/2011	1,000.00	24,348.23	31,659.50	.00	7,311.27
ADOBE SYS INC.	7/27/2010	9/12/2011	7,300.00	177,742.09	214,182.00	.00	36,439.91
ADOBE SYS INC.	8/03/2010	9/12/2011	6,700.00	163,133.16	194,869.50	.00	31,736.34
ANADARKO PETR CORP.	7/27/2010	8/09/2011	1,400.00	93,165.41	70,616.00	22,549.41	.00

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ANADARKO PETR CORP.	7/27/2010	8/16/2011	500.00	36,482.80	25,220.00	11,262.80	.00
ANADARKO PETR CORP.	7/13/2010	8/16/2011	4,500.00	328,345.19	215,503.20	112,841.99	.00
CELGENE CORP.	8/02/2010	8/29/2011	1,000.00	58,148.88	56,128.00	2,020.88	.00
EMERSON ELEC CO.	8/03/2010	11/08/2011	1,000.00	51,559.00	51,317.00	242.00	.00
EXPRESS SCRIPTS INC.	7/14/2010	10/14/2011	1,000.00	40,314.22	48,354.20	.00	8,039.98
EXPRESS SCRIPTS INC.	7/13/2010	10/14/2011	500.00	20,157.11	24,154.25	.00	3,997.14
EXXON MOBIL CORP.	8/02/2010	9/27/2011	1,000.00	73,668.58	60,770.00	12,898.58	.00
EXXON MOBIL CORP.	7/13/2010	9/27/2011	500.00	36,834.29	29,680.00	7,154.29	.00
GUESS? INC.	8/02/2010	8/09/2011	4,000.00	127,651.15	145,721.20	.00	18,070.05
GUESS? INC.	7/13/2010	8/09/2011	7,000.00	223,389.50	238,610.40	.00	15,220.90
NATIONAL FUEL GAS CO.	7/13/2010	7/20/2011	700.00	50,234.04	33,350.80	16,883.24	.00
NUANCE COMMUNICATIONS INC	7/27/2010	9/12/2011	2,000.00	33,674.15	34,560.00	.00	885.85
NUANCE COMMUNICATIONS INC	7/15/2010	9/12/2011	5,000.00	84,185.38	83,603.00	582.38	.00
NUANCE COMMUNICATIONS INC	7/13/2010	9/12/2011	5,000.00	84,185.38	80,188.00	3,997.38	.00
*** CORPORATE STOCK-LUTHER KING		***	50,100.00	1,707,218.56	1,638,487.05	68,731.51	.00
U. S. GOVERNMENT SECURITY							
FHLM 2.15% 10/1/2013	3/22/2010	4/01/2011	.00	1,500,000.00	1,498,500.00	1,500.00	.00
FANNIE MAE 1.0% 11/29/201	11/10/2010	11/29/2011	.00	1,000,000.00	1,000,000.00	.00	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	1/18/2011	.00	14,146.45	14,136.07	10.38	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	2/15/2011	.00	10,643.86	10,636.05	7.81	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	3/15/2011	.00	10,938.43	10,930.40	8.03	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	4/15/2011	.00	9,924.57	9,917.29	7.28	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	5/16/2011	.00	7,512.23	7,506.72	5.51	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	6/15/2011	.00	6,204.53	6,199.98	4.55	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	7/15/2011	.00	6,808.52	6,803.52	5.00	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	8/15/2011	.00	6,371.39	6,366.71	4.68	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	9/15/2011	.00	6,743.80	6,738.85	4.95	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	10/17/2011	.00	6,856.37	6,851.34	5.03	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	11/15/2011	.00	9,319.42	9,312.58	6.84	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	12/15/2011	.00	6,931.49	6,926.40	5.09	.00
FHLB 5.625% 11/15/2011	5/18/2007	11/15/2011	.00	1,000,000.00	1,000,000.00	.00	.00
FHLB 4.75% 12/09/2011	6/12/2007	12/09/2011	.00	1,000,000.00	969,590.00	30,410.00	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	1/18/2011	.00	14,915.74	14,629.08	286.66	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	2/15/2011	.00	17,181.12	16,850.92	330.20	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	3/15/2011	.00	7,341.20	7,200.11	141.09	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	4/15/2011	.00	6,962.37	6,828.56	133.81	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	5/16/2011	.00	8,565.41	8,400.79	164.62	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	6/15/2011	.00	6,907.71	6,774.95	132.76	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	7/15/2011	.00	10,490.78	10,289.16	201.62	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	8/15/2011	.00	7,556.43	7,411.21	145.22	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	9/15/2011	.00	6,942.67	6,809.24	133.43	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	10/17/2011	.00	9,603.23	9,418.67	184.56	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	11/15/2011	.00	4,935.15	4,840.30	94.85	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	12/15/2011	.00	6,780.95	6,650.63	130.32	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	1/18/2011	.00	26,545.89	26,479.52	66.37	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	2/15/2011	.00	20,750.55	20,698.67	51.88	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	3/15/2011	.00	17,161.70	17,118.79	42.91	.00

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FGPC230401BE GOLD PROGRAM	4/17/2008	4/15/2011	.00	12,028.31	11,998.24	30.07	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	5/16/2011	.00	11,115.80	11,088.01	27.79	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	6/15/2011	.00	14,402.97	14,366.96	36.01	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	7/15/2011	.00	14,066.06	14,030.89	35.17	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	8/15/2011	.00	16,017.06	15,977.02	40.04	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	9/15/2011	.00	13,363.76	13,330.35	33.41	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	10/17/2011	.00	20,801.15	20,749.15	52.00	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	11/15/2011	.00	23,165.90	23,107.98	57.92	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	12/15/2011	.00	15,892.10	15,852.37	39.73	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	1/18/2011	.00	18,018.56	17,987.59	30.97	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	2/15/2011	.00	20,563.28	20,527.94	35.34	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	3/15/2011	.00	13,285.23	13,262.40	22.83	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	4/15/2011	.00	12,072.60	12,051.85	20.75	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	5/16/2011	.00	14,329.43	14,304.80	24.63	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	6/15/2011	.00	10,012.40	9,995.19	17.21	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	7/15/2011	.00	11,384.50	11,364.93	19.57	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	8/15/2011	.00	12,036.82	12,016.13	20.69	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	9/15/2011	.00	10,069.41	10,052.10	17.31	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	10/17/2011	.00	10,442.57	10,424.62	17.95	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	11/15/2011	.00	8,097.23	8,083.31	13.92	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	12/15/2011	.00	10,531.13	10,513.03	18.10	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	1/18/2011	.00	29,295.44	29,126.07	169.37	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	2/15/2011	.00	16,315.61	16,221.28	94.33	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	3/15/2011	.00	11,307.54	11,242.17	65.37	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
FED GOVT G18265 5.5% 7/1/	8/06/2008	4/15/2011	.00	11,704.92	11,637.25	67.67	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	5/16/2011	.00	17,755.14	17,652.49	102.65	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	6/15/2011	.00	14,645.63	14,560.96	84.67	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	7/15/2011	.00	26,528.48	26,375.11	153.37	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	8/15/2011	.00	9,641.51	9,585.77	55.74	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	9/15/2011	.00	14,517.56	14,433.63	83.93	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	10/17/2011	.00	15,713.49	15,622.64	90.85	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	11/15/2011	.00	15,037.08	14,950.14	86.94	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	12/15/2011	.00	10,704.21	10,642.32	61.89	.00
FHLMC 2.14% 1/18/2013-11	12/29/2009	1/19/2011	.00	1,000,000.00	1,000,000.00	.00	.00
*** U. S. GOVERNMENT SECURITY	***		.00	6,259,904.84	6,223,951.20	35,953.64	.00
GRAND TOTALS			747,516.46	41,786,843.84	40,377,230.24	1,409,613.60	.00

Schedule 4

**Contributions Paid
The Priddy Foundation TIN 75-6029882
Year Ending December 31, 2011**

Grantee Organization	Project Title	Payment Amount
Alzheimer's Disease and Related Disorders Association, Inc. - North Central Texas Chapter 2630 West Freeway, Suite 100 Fort Worth, TX 76102 Tarrant	Art Program 2011	\$12,000.00
American National Red Cross/American Red Cross of North Central Texas 1809 5th Street Wichita Falls, TX 76301 Wichita	Local Disaster Services 2011-2012	\$80,000.00
Armed Services YMCA of the USA, Lawton Chapter 201 SW 4th Street Lawton, OK 73501 Comanche	Childcare Assistance 2011	\$60,000.00
Association of Small Foundations ASF Membership Office P. O. Box 247 Winooski, VT 05404	Grant Support 2011 (President's Grant)	\$1,500.00
Big Brothers Big Sisters Lone Star 450 E. Carpenter Fwy. (send correspondence to each location instead of Irving) Irving, TX 75062 Dallas	Wichita County Program Services Support 2011	\$30,000.00
Boy Scouts of America Council 3604 Maplewood Wichita Falls, TX 76308	Camp Support and Operations 2011	\$25,000.00
Boys and Girls Club of Vernon, Inc. P. O. Box 1785 Vernon, TX 76385	Teen Outreach 2011	\$45,000.00
Boys Club of Burkburnett P. O. Box 2 Burkburnett, TX 76354	Program Operation 2010-11	\$50,000.00
Boys Club of Wichita Falls 1318 Sixth Street Wichita Falls, TX 76301	Central Building Preservation 2011-12	\$100,000.00

Grantee Organization	Project Title	Payment Amount
Boys Club of Wichita Falls 1318 Sixth Street Wichita Falls, TX 76301	Wichita County Teen Court 2009, 2010 & 2011	\$10,000.00
Burkburnett Blacksox, Inc. PO Box 606 Burkburnett, TX 76354 Wichita	Van Replacement	\$450.00
Camp Fire USA North Texas Council 2414 Ninth Street Wichita Falls, TX 76301 Wichita	Special Services After School Program 2011-2012	\$60,000.00
Center for Nonprofit Management 2902 Floyd Street Dallas, TX 75204-5910	Certificate in Nonprofit Management Program in Wichita Falls 2011-2012	\$46,300.00
Center for Reform of School Systems, Inc. 4544 Post Oak Place, Suite 270 Houston, TX 77027	Reform Governance in Action 2009-2011	\$426,822.00
Child Advocates CASA of Archer, Clay, Montague & Wichita Counties 808 Austin Wichita Falls, TX 76301 Wichita	Program Operations Support 2011-2012	\$50,000.00
Child Care, Inc. 1000 Lamar Street, Suite 432 Wichita Falls, TX 76301	Agency Minivan 2011	\$29,000.00
Child Care, Inc. 1000 Lamar Street, Suite 432 Wichita Falls, TX 76301	Flexible Funds for Child Care Gaps 2011	\$105,000.00
Children's Aid Society of West Texas, Inc. 1101 30th Street Wichita Falls, TX 76302	Gym Surveillance Cameras 2011	\$7,576.00
Chisholm Trail Heritage Center Association 1000 Chisholm Trail Parkway Duncan, OK 73533	Education Program 2011	\$25,000.00
Christ Academy (fka The Episcopal School of Wichita Falls, Inc.) 5105 Stone Lake Drive Wichita Falls, TX 76310	Technology in the 21st Century 2011	\$22,000.00

Grantee Organization	Project Title	Payment Amount
Christmas in Action Wichita TX Inc. P. O. Box 8464 Wichita Falls, TX 76307	Building Materials/Executive Director 2011	(\$450.00)
Christmas in Action Wichita TX Inc. P. O. Box 8464 Wichita Falls, TX 76307	Building Materials/Executive Director 2011	\$30,000.00
Christmas in Action Wichita TX Inc. P. O. Box 8464 Wichita Falls, TX 76307	Building Materials/Executive Director 2011	\$450.00
Christ's Home Place Ministries, Inc. 1420 Twin Oaks Wichita Falls, TX 76302	Benevolent Subsidy (Fee Assistance) 2011	\$40,000.00
City of Graham P.O. Box 1449 Graham, TX 76450 Young County	Memorial Auditorium Renovation & Expansion	\$300,000.00
Clay County Senior Citizens, Inc. P. O. Box 533 Henrietta, TX 76365	Mission Programming 2010-2011	\$15,000.00
Communities In Schools of Greater Wichita Falls Area 705 Eighth Street, Suite 700 Wichita Falls, TX 76301 Wichita	Program Operations 2011-2012	\$120,000.00
Conference of Southwest Foundations 624 N. Good-Latimer Expressway Suite 100 Dallas, TX 75204	Support Membership Fee for 2011 (President's Grant)	\$3,000.00
Friendly Door, Inc. 810 N. Third Street Iowa Park, TX 76367	Passenger Van Purchase 2011	\$12,000.00
Great Plains Literacy Council, Inc. 421 N. Hudson Altus, OK 73521 Jackson	Literacy Directions 2011-2012	\$5,000.00
Grenville M. Dodge Post 737 of the Veterans of Foreign Wars West Texas Honor Flight HSU Box 16000 Abilene, TX 79698	West Texas Honor Flight (President's Grant)	\$15,000.00

Grantee Organization	Project Title	Payment Amount
Habitat for Humanity International, Inc. dba Lawton Fort Community Build 2011-2012 Sill Habitat for Humanity P. O. Box 3744 Lawton, OK 73502 Comanche		\$10,000.00
Habitat for Humanity of Wichita Falls, Inc. 1206 Lamar Wichita Falls, TX 76301 Wichita	Freedom Build 2011	\$50,000.00
Hospice of Southwest Oklahoma, Inc. P. O. Box 2074 Lawton, OK 73502 Comanche	Uninsured Patient Care Fund 2011	\$75,000.00
Inheritance Adoptions 1007 11th Street Wichita Falls, TX 76301 Wichita	Birth Parent Program 2010-2011	\$15,000.00
Interfaith Ministries of Wichita Falls, Inc. 1101 11th Street Wichita Falls, TX 76301	Rent Assistance 2011	\$17,000.00
Interfaith Ministries of Wichita Falls, Inc. 1101 11th Street Wichita Falls, TX 76301	Portraits & Stories of Hunger and Resilience Exhibit	\$8,000.00
Iowa Park Recreational Activities Club, Inc. P. O. Box 129 Iowa Park, TX 76367 Wichita	RAC Renovations	\$5,000.00
Kairos Prison Ministry International, Inc. 2 Brandon Court Iowa Park, TX 76367	Kairos Outside of Wichita Falls 2011	\$10,000.00
Knox County Hospital District P.O. Box 608 Knox City, TX 79529 Knox	Ambulance Remount 2011	\$30,000.00
Midwestern State University 3410 Taft Boulevard Wichita Falls, TX 76308 Wichita	Early Wichita Falls Artists: Curriculum Development & Implementation 2011	\$41,916.00

Grantee Organization	Project Title	Payment Amount
Midwestern State University 3410 Taft Boulevard Wichita Falls, TX 76308 Wichita	WF Museum of Art Facility Renovation 2010 (Grant Rescinded - Scope of Project Changed)	(\$50,000.00)
Miscellaneous Contributions 807 8th Street #1010 Wichita Falls, TX 76301	Miscellaneous Contributions 2010 - 2012 (President's Grant)	\$100.00
Montague County Carpenters Shop Inc. (The) 400 Boston Nocona, TX 76255 Montague	Full-Time Executive Director's Salary	\$15,000.00
New Horizons Ranch and Center, Inc. 500 Chestnut, Suite 1101 Abilene, TX 79602	Child Placing Agency and Family Strengthening 2011-2012	\$44,400.00
Nocona Grace Place P.O. Box 214 Nocona, TX 76255 Montague	Food Distribution and Operating 2011	\$15,000.00
Nonprofit Management Center of Wichita Falls 2301 Kell Boulevard, Suite 218 Wichita Falls, TX 76308 Wichita	Nonprofit Management Institute 2011	\$34,000.00
Nonprofit Management Center of Wichita Falls 2301 Kell Boulevard, Suite 218 Wichita Falls, TX 76308 Wichita	Executive Director Transition 2011 & 2012	\$69,000.00
Nonprofit Management Center of Wichita Falls 2301 Kell Boulevard, Suite 218 Wichita Falls, TX 76308 Wichita	Institute Board Boot Camp 2011 (President's Grant)	\$7,000.00
North Central Texas Community Health Care Center, Inc. P. O. Box 720 Wichita Falls, TX 76307	Public Housing Primary Care Service Outreach 2011-2012	\$39,744.00
North Texas Area United Way, Inc. P. O. Box 660 1105 Holliday Street Wichita Falls, TX 76307-0660	Early Childhood Development Initiative	\$673,389.00

Grantee Organization	Project Title	Payment Amount
Patsy House Childrens Advocacy Center, Inc. 1411 Tenth Street Wichita Falls, TX 76301 Wichita	Forensic Interviewer 2010-11	\$24,280.00
Pets Low Cost Spay and Neuter Clinic P. O. Box 4669 Wichita Falls, TX 76308 Wichita	Life Savers Program 2011-2012	\$35,000.00
Presbyterian Children's Homes and Services 4407 Bee Cave Road Suite 520 Austin, TX 78746 Travis	Wichita Falls Foster Care 2011	\$20,000.00
Quartz Mountain Music Festival At Lone Wolf Inc PO Box 179 301 W Commerce Altus, OK 73522 Jackson	Festival and Performance Academy	\$10,000.00
Rathgeber Hospitality House, Inc. United Regional Health Care Foundation 3716 Henry S. Grace Freeway Wichita Falls, TX 76302	Rathgeber Hospitality House Building Project 2010 - 2012: Phase I Renovation / Phase II Storage & Family Room Addition	\$75,000.00
Regional Food Bank Of Oklahoma P. O. Box 270968 Oklahoma City, OK 73137 Oklahoma	Food for Kids - Southwest Oklahoma Counties 2011 & 2012	\$60,000.00
Salvation Army (The) P. O. Box 2189 Wichita Falls, TX 76307	Shelter Kitchen Update 2011	\$55,688.00
Senior Citizens Services of North Texas, Inc. P. O. Box 1655 Wichita Falls, TX 76307 Wichita	Meal On Wheels 2010-2011	\$50,000.00
Senior Citizens Services of North Texas, Inc. P. O. Box 1655 Wichita Falls, TX 76307 Wichita	Meals On Wheels Vehicle 2011	\$26,543.00
Southside Girls Club, Inc. 1205 Montgomery Street Wichita Falls, TX 76302	Gym Upgrades and Scholarships 2010-2011	\$33,000.00

Grantee Organization	Project Title	Payment Amount
Throckmorton Beautification Committee, Inc. PO Box 99 104 East High Street Throckmorton, TX 76483 Throckmorton	Texan Theater Renovation Phase I	\$38,250.00
Turning Point North Texas Council on Substance Abuse P.O. Box 552 Graham, TX 76450 Young	New Horizons 2011	\$10,000.00
Turning Point North Texas Council on Substance Abuse P.O. Box 552 Graham, TX 76450 Young	New Horizons 2011	\$10,000.00
University of North Texas Foundation 1155 Union Circle #311250 Denton, TX 76203-5017	Rural Library Initiative 2010-2013	\$558,371.00
Vernon Regional Junior College 4400 College Drive Vernon, TX 76384	New Beginnings 2011-2012	\$90,000.00
Whispers of Hope Horse Farm 3545 Parkhill Road Wichita Falls, TX 76310 Wichita	20 Stall Horse Barn / Summer Camp 2011 (Fencing)	\$9,623.00
Wichita Adult Literacy Council 4309 Jacksboro Hwy., Suite 105 Wichita Falls, TX 76302	Basic Program Funding	\$25,000.00
Wichita Christian School 4729 Neta Lane Wichita Falls, TX 76302	Capital Campaign, Phase I Gym Project	\$150,000.00
Wichita County, Texas 900 7th Street Third Floor Wichita Falls, TX 76301 Wichita	Sheriff's Office Community Service Program 2011	\$14,000.00
Wichita Falls Area Community Foundation 807 Eighth Street, Suite 750 Wichita Falls, TX 76301	Rural Fire Department Fund V	\$100,000.00
Wichita Falls Area Community Foundation 807 Eighth Street, Suite 750 Wichita Falls, TX 76301	Volunteer Fire Department Emergency Fund VI (President's Grant)	\$25,000.00

Grantee Organization	Project Title	Payment Amount
Wichita Falls Ballet Theater, Inc. 1717 Grant Street Wichita Falls, TX 76309	Technical/Rental Support/Guest Artists 2011	\$30,000.00
Wichita Falls Faith Mission, Inc. P. O. Box 965 Wichita Falls, TX 76307 Wichita	Faith Refuge Capital Campaign 2011 - 2014	\$900,000.00
Wichita Falls Independent School District P. O. Box 97533 Wichita Falls, TX 76307	Sixth Grade Opera Project 2010-2011	\$21,010.00
Wichita Falls Symphony Orchestra, Inc. 1300 Lamar Wichita Falls, TX 76301	In-School Concert Series 2010-2011	\$11,000.00
Wichita Falls Symphony Orchestra, Inc. 1300 Lamar Wichita Falls, TX 76301	Concert Performance 2011-2012	\$25,000.00
Wichita Falls Symphony Orchestra, Inc. 1300 Lamar Wichita Falls, TX 76301	American Roots Concert 2011	\$25,000.00
Wichita-Archer-Clay Christian Womens Job Corps 2301 Ninth Street Wichita Falls, TX 76301	Operational Support 2011	\$20,000.00
Wichita-Archer-Clay Christian Womens Job Corps 2301 Ninth Street Wichita Falls, TX 76301	Operational Support 2011	\$10,000.00
Wild Bird Rescue, Inc. 4611 Lake Shore Dr. Wichita Falls, TX 76310 Wichita	Capital Campaign 2011-2012	\$45,000.00
Womens Haven P.O. Box 555 Duncan, OK 73534	Resale Shop 2011-2012	\$50,420.00
Young Mens Christian Association of Wichita Falls 1010 9th Street Wichita Falls, TX 76301	Baseball Field Renovations 2011	\$35,000.00
Young Mens Christian Association of Wichita Falls 1010 9th Street Wichita Falls, TX 76301	Eastbranch/WFHS Tutorial Program 2011-2012 (Program moved to Kirby & Washington-Jackson)	\$15,806.00

Grantee Organization	Project Title	Payment Amount
Zavala Hispanic Cultural Initiative P.O. Box 373 Wichita Falls, TX 76307 Wichita	Amo Leer Family Literacy Night 2011 (President's Grant)	\$4,700.00
Zavala Hispanic Cultural Initiative P.O. Box 373 Wichita Falls, TX 76307 Wichita	Amo Leer Family Literacy Night 2011 (President's Grant)	(\$4,700.00)
Zavala Hispanic Cultural Initiative P.O. Box 373 Wichita Falls, TX 76307 Wichita	Amo Leer Family Literacy Night 2011 (President's Grant)	\$4,700.00
Grand Totals (87 items)		\$5,447,888.00

Schedule 5

BALANCE SHEETS

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2011

		Beginning of Year	End of Year	
	Units/ Shares	Book Value	Book Value	Fair Market Value
ASSETS				
Cash				
American National Bank		\$ 7,911.21	\$ 10,850.90	\$ 10,850.90
Petty Cash		200.00	200.00	200.00
Money Funds		8,375,669.73	9,173,913.64	9,173,913.64
Deposits & checks in transit		(33,923.18)	50.58	50.58
Totals		\$ 8,349,857.76	\$ 9,185,015.12	\$ 9,185,015.12
Accounts receivable:				
Purchased interest		\$ 13,788.30	\$ 1,655.55	\$ 1,655.55
Excise tax (Priddy Charitable Trust)			3,394.52	3,394.52
Accrued interest				139,995.00
Totals		\$ 13,788.30	\$ 5,050.07	\$ 145,045.07
Prepaid expenses				
Excise tax		\$ 1,152.61		
U S. Government Securities				
FHLMC #G12718 5 5% 7/2/2022	348991/240808	\$ 342,283.47	\$ 236,179.85	\$ 260,696.18
FHLMC 2.14% 1/18/2013-11	1,000,000	1,000,000.00		
FHLB 5 625% 11/15/2011	1,000,000	1,004,948.25		
FHLB 4 875% 6/8/2012	1,000,000	986,820.00	986,820.00	1,018,670.00
FHLB 4 875% 6/8/2012	500,000		493,410.00	509,335.00
FHLB 4 75% 12/09/2011	1,000,000	969,590.00		
FHLB 4.625% 8/15/2012	1,000,000		965,830.00	1,027,030.00
FHLB 4 875% 11/27/2013	1,000,000		981,160.00	1,084,140.00
FHLM 2 15% 10/1/13	1,500,000	1,498,500.00		
FHLMC 3.25% 3/18/2014-11	1,500,000	1,516,282.50		
FNMA 5 38% 10/2/2013	1,000,000		1,010,075.34	1,084,750.00
Fannie Mae 2.05% 4/26/2013/11	2,250,000	2,269,757.34		
Fannie Mae 3 0% 4/28/2015/11	1,000,000	1,016,174.91		
Fannie Mae 4 125% 2/11/2015/11	710,000	721,658.20		
Fannie Mae 1 125% 9/17/2013/11	1,000,000	997,790.00	997,790.00	1,011,400.00
Fannie Mae 1 85% 3/25/2013/11	1,000,000	1,005,588.00		
Fannie Mae 2 0% 4/15/2013/11	2,050,000	2,064,481.20		
Fannie Mae 1.0% 11/29/2013/11	1,000,000	1,000,000.00		
Fannie Mae 1 0% 6/27/2013/11	1,000,000	999,500.00		
Fannie Mae 1.25% 12/20/2013/11	1,500,000	1,499,250.00		
Fannie Mae 1.45% 1/24/2014	1,000,000		1,000,000.00	1,000,680.00
Fannie Mae 1.125% 7/11/2014-12	1,000,000		1,000,000.00	1,002,970.00

		Beginning of Year	End of Year	
	Units/ Shares	Book Value	Book Value	Fair Market Value
Fannie Mae 1 75% 7/18/2014-12	2,000,000		2,012,560 00	2,000,980 00
Fannie Mae 1 35% 2/9/2015-12	2,000,000		2,000,000.00	2,001,680 00
Fannie Mae 1.0% 9/2/2014-12	2,000,000		2,000,000 00	2,001,000.00
Fannie Mae 2 0% 9/15/2016-12	2,500,000		2,517,975 00	2,507,350.00
Fannie Mae 2 0% 10/3/2016-12	1,500,000		1,510,410 00	1,505,445 00
Fannie Mae 2 0% 10/3/2016-12	2,000,000		2,000,000.00	2,000,000 00
Freddie Mac 5 5% 5/1/2022	313845/211444	313,614 28	211,288 37	229,039 91
Freddie Mac 1 35% 1/2/2015/12	2,000,000		1,998,720.00	2,000,140 00
FGPC230401BE Gold Program	664488/459177	662,827 11	458,029.16	492,508.84
Freddie Mac #G12806 5.5% 9/1/2022	491245/340402	490,400 58	339,816 69	368,515 54
Federal Govt G18265 5 5% 7/1/2023	634326/441160	630,658 96	438,609 13	477,595 03
Totals		\$ 20,990,124 80	\$ 23,158,673 54	\$ 23,583,925 50
Municipal Bonds:				
Garland Tex Gen Oblig 2.0% 2/15/12	1,000,000	\$	\$ 1,010,190.00	\$ 1,001,740 00
Totals - U.S. and state government obligations		\$ 20,990,124.80	\$ 24,168,863 54	\$ 24,585,665 50
Corporate Stocks:				
Dodge:				
Adobe Sys Inc	3400	\$	\$ 86,255.95	\$ 96,118.00
Aegon NV	27500/39000	270,577.13	315,713.48	156,780.00
Amgen Inc	9000/10000	427,040 35	481,505 35	642,100.00
AOL Inc.	3200	72,924 66	72,924.66	48,320.00
BB&T Corporation	6200/9000	135,110 54	199,031.09	226,530 00
BMC Software	3100/5000	43,310.58	116,020.08	163,900 00
Baker Hughes, Inc.	6400/5800	142,208.79	123,558 35	282,112 00
Bank of America Corp	47000		447,374.26	261,320 00
Bank of New York Mellon Corp.	14500/19000	406,058 86	509,005.74	378,290.00
Boston Scientific Corp	30500/35500	372,884.27	408,859 27	189,570 00
Cadence Design Systems Inc.	15000/12000	59,883.10	46,456.80	124,800 00
Capital One Financial Corp.	15500	608,800 59	608,800 59	655,495.00
Carefusion Corp.	5050/0	153,136.73		
Carmax Inc.	3100	41,785 70	41,785.70	94,488.00
Celanese Corp	3000		117,979.25	132,810 00
Cemex Sab De CV Spon Adr 5 Ord	7666/10990	167,286.08	183,097 30	59,236.10
Chevron Corp New	4300/3200	135,475 73	99,367.89	340,480 00
Comcast Corp	37150/33000	633,861 94	556,603.14	782,430 00
Computer Sciences Corp.	3600/4600	106,175 70	154,703.10	109,020 00
Compuware Corp	11400/8200	45,464 34	29,762 72	68,224 00
Covidien Limited	3000/0	98,717 74		
Credit Suisse Group ADR	1500/1700	79,712 10	78,635 52	39,916.00
Diageo PLC	1500/0	101,421 45		
Dish Network Corp.	3500	87,286.47	87,286.47	99,680.00
Directv	1000/0	11,733.85		
Domtar Corp	566/366	52,795.10	33,848.55	29,265.36
Dow Chemical Co.	11800/10000	347,335.93	275,216.46	287,600.00
Dun & Bradstreet Corp..	500/0	34,737.25		
EBay Inc	11000/13000	309,450.03	366,861.63	394,290 00
Equinix Inc.	700		59,064.52	70,980.00

	Units/ Shares	Beginning	End of Year	
		of Year Book Value	Book Value	Fair Market Value
Electronic Arts	11500/0	209,604.87		
Ericsson L M Tel Co.	11500/0	73,427.50		
Fedex Corp	5500/6000	180,483.26	224,195.76	501,060.00
General Elec Co.	38700	864,671.82	864,671.82	693,117.00
Genworth Financial Inc	11700		77,379.12	76,635.00
Gilead Sciences Inc Com	1500/0	53,402.58		
Glaxo Wellcome	13000	609,017.68	609,017.68	593,190.00
Goldman Sachs Group Inc	3700		457,152.21	334,591.00
Hewlett Packard	20500/30000	340,336.84	668,901.24	772,800.00
Home Depot Inc.	9100/8000	260,280.17	218,877.00	336,320.00
HSBC Holdings PLC	3000/4000	188,012.33	246,197.33	152,400.00
Interpublic Group Cos Inc.	10500/0	114,046.75		
Koninklijke Phillips	5000		103,297.90	104,750.00
Legg Mason, Inc	3000/0	167,997.41		
Liberty Global C	1000	35,366.04	35,366.04	39,520.00
Liberty Global Inc Class A	1200	45,065.40	45,065.40	49,236.00
Liberty Media Holding Corp Interactive	13300/11000	180,862.22	142,422.72	178,365.00
Lowes Cos Inc	3000		57,966.19	76,140.00
Maxim Integrated Prods Inc.	11500	172,270.16	172,270.16	299,460.00
McGraw Hill Cos Inc.	2100/3300	76,057.19	122,309.13	148,401.00
Medtronic Inc.	2700	100,449.55	100,449.55	103,275.00
Merck & Co Inc	17000/20000	447,985.45	547,510.45	754,000.00
Microsoft Corp	17700		466,074.80	459,492.00
Molex Inc Class A	11500/6000	188,766.03	92,215.05	118,680.00
Motorola, Inc.	59000/0	757,605.62		
Netapp Inc	2600		97,511.18	94,302.00
News Corp Class A	39000/30600	346,625.45	250,895.45	545,904.00
Nokia Corp	12800/29500	169,480.99	271,497.31	142,190.00
Novartis Ag Spnsd Adr	11100/10500	609,639.51	576,027.76	600,285.00
Occidental Petroleum Corp.	6200/5700	128,679.45	105,010.20	534,090.00
Panasonic Corp.	14900/9500	122,232.90	75,887.94	79,705.00
Pfizer, Inc	31000/28400	585,230.47	521,238.70	614,576.00
Pitney Bowes Inc	6000/0	147,499.13		
Roche Holding Ltd	5700/9500	205,914.48	342,340.14	404,339.00
Royal Dutch Shell PLC	2200/0	103,730.12		
Sanofi-Aventis ADR	13000/16916	527,062.40	670,458.82	618,110.64
SLM Corp.	11700/0	290,361.34		
Schlumberger	8800/7100	341,968.14	259,217.30	485,001.00
Schwab Charles Corp.	12700/26000	212,683.95	422,296.45	292,760.00
Sony Corp	9000/8200	254,806.28	229,734.32	147,928.00
Sprint Corp. Com Fon Group	50100	692,619.41	692,619.41	117,234.00
Suntrust Bks. Inc	3600/6100	78,073.56	125,447.31	107,970.00
Symantec Com	18700/17700	285,315.60	268,510.60	277,005.00
Synopsys Inc	7000	128,493.38	128,493.38	190,400.00
Time Warner Inc	15662/17300	439,575.68	495,095.69	625,222.00
Time Warner Cable Inc.	5700/5200	198,485.97	172,735.71	330,564.00
Travelers Cos Inc.	3000/0	88,833.66		
Tyco Connectivity Ltd	10000/7000	242,404.54	145,261.33	215,670.00
Tyco Intl LTD New	5000/4000	186,136.12	144,889.15	186,840.00

	Units/ Shares	Beginning of Year Book Value	End of Year	
			Book Value	Fair Market Value
Unilever PLC	5300		168,951.92	177,656 00
US Bancorp	3900/0	91,700 31		
Vodafone Group PLC New	13500	295,965.35	295,965.35	378,405 00
Vulcan Materials Co.	2700/4500	143,529 66	207,583.59	177,075 00
Wal Mart Stores Inc	3800/8000	167,873 00	388,888 66	478,080.00
Walgreen Co	6100/0	198,382 63		
Wells Fargo & Co New	25500/27000	799,716 95	849,359.45	744,120 00
Xerox Corp.	30000	174,637.59	174,637 59	238,800 00
Totals - Dodge		\$ 18,268,541 90	\$ 18,831,612.13	\$ 20,329,418 10
Sarofim.				
Abbott Labs	8800	\$ 320,020 78	\$ 320,020 78	\$ 494,824 00
Air Products & Chemicals Inc	1800		154,148 92	153,342 00
Altria Group, Inc.	18000	189,102.76	189,102.76	533,700.00
American Express Co	5000	162,086 30	162,086.30	235,850.00
Apple Computer Inc	2400	323,156 00	323,156.00	972,000 00
Arcos Dorados Holdings	4000		101,320.00	82,120.00
Automatic Data Processing	8000	328,137.28	328,137.28	432,080 00
Becton Dickinson & Co	2000	138,926 44	138,926.44	149,440.00
Blackrock Inc	750		114,847.50	133,680 00
Caterpillar Inc	4000	282,916.00	282,916.00	362,400.00
Chevron Corp New	7600	291,054.50	291,054.50	808,640.00
Cisco Sys Inc.	12500/0	364,785 00		
Coca Cola Co	15000	822,380.80	822,380.80	1,049,550.00
ConocoPhillips	9500	465,199.50	465,199.50	692,265.00
Disney Walt Co.	4000/5000	134,190.80	176,050 80	187,500 00
Exxon Mobil Corp.	27000	907,497.39	907,497.39	2,288,520.00
Fomento Economico Mexicano Sab	3000/0	127,333.50		
Franklin Resources Inc.	2000	190,706.50	190,706 50	192,120.00
Freeport Copper & Gold	3000/7000	297,045.60	352,373.10	257,530.00
General Dynamics Corp.	2400	200,804.00	200,804.00	159,384 00
General Electric Co.	27000	743,281.00	743,281.00	483,570.00
Green Mountain Coffee Roasters	1000		69,542.66	44,850.00
Halliburton Co	7000/0	238,749.70		
Home Depot Inc.	7000	263,079.20	263,079.20	294,280 00
Intel Corp.	20000	428,926 25	428,926.25	485,000 00
International Business Mach	3000	383,648.10	383,648.10	551,640.00
J P Morgan Chase & Co	7000/11000	237,364.00	418,534 00	365,750 00
Johnson & Johnson	14000/11000	571,320.00	392,922 00	721,380 00
Kinder Morgan Inc	8000		228,560 00	257,360 00
Kraft Foods Inc Cl A	8000	255,064.00	255,064.00	298,880 00
Lilly Eli & Co.	4000/0	269,854.00		
McDonalds Corp	6500	368,252.00	368,252.00	652,145 00
McGraw Hill Companies, Inc.	10000/4000	283,461 25	104,145.00	179,880.00
Medtronic Inc	5000	232,968 60	232,968 60	191,250.00
Merck & Co Inc New	6000	177,756.40	177,756.40	226,200.00
Microsoft Corp.	15000/0	445,585 00		
Nestle S A Sponsored Adr	17500	348,600 00	348,600 00	1,010,590.00
News Corp Class A	17000	249,832.80	249,832.80	303,280 00

	Units/ Shares	Beginning of Year Book Value	End of Year	
			Book Value	Fair Market Value
Novo Nordisk A/S	3000	195,306.90	195,306.90	345,780.00
Occidental Pete Corp	4000/6500	119,980.00	332,994.00	609,050.00
PepsiCo, Inc	10500/7500	418,924.22	287,764.22	497,625.00
Philip Morris International Inc	20000	496,606.29	496,606.29	1,569,600.00
Praxair Inc	4000	191,612.00	191,612.00	427,600.00
Procter & Gamble Co	13000	519,248.53	519,248.53	867,230.00
Qualcomm Inc	5000	199,947.00	199,947.00	273,500.00
Rio Tinto PLC	4000/5000	300,473.92	369,883.92	244,600.00
Roche Holding Ltd Sponsored Adr	9000	347,093.60	347,093.60	383,058.00
Royal Dutch Shell	6000		416,082.20	438,540.00
Sysco Corp	6000/0	213,959.00		
Target Corp.	7000/10000	227,660.00	384,751.30	512,200.00
Texas Instruments	7000	210,280.00	210,280.00	203,770.00
Time Warner Cable Inc	1500		103,541.55	95,355.00
Total S.A.	6000/8000	348,941.18	448,001.18	408,880.00
United Technologies Corp	5800	426,051.25	426,051.25	423,922.00
Wal Mart Stores, Inc.	5000	241,129.50	241,129.50	298,800.00
Walgreen Co	12000	221,388.00	221,388.00	396,720.00
Totals - Sarofim		\$ 15,721,686.84	\$ 15,577,522.02	\$ 23,247,230.00
Luther King				
Adobe Sys Inc	17000/0	\$ 492,671.00	\$	\$
Amazon Com Inc	3600/3200	430,339.24	381,712.44	553,920.00
Anadarko Petr Corp.	10500/0	524,364.65		
Apple Computer Inc.	1500	379,664.50	379,664.50	607,500.00
Bank of America Corporation	38500/50000	558,120.40	654,950.40	278,000.00
Brocade Communications System Inc.	90000/50000	515,535.00	278,663.00	259,500.00
C&J Energy Services	21000		497,250.70	439,530.00
Cabot Oil & Gas Corp.	6500		449,743.45	493,350.00
Carnival Corp.	12000/0	391,658.34		
Celgene Corp.	9500/10000	497,241.45	518,574.45	676,000.00
Cirrus Logic Inc.	35000		554,590.50	554,750.00
Cisco Sys Inc	20000/0	444,078.44		
Coca Cola Co	10000	536,112.00	536,112.00	699,700.00
Colgate Palmolive Co.	7000/8000	560,254.73	638,007.23	739,120.00
Covidien Limited	12500/11500	483,538.65	459,907.45	517,615.00
Cullen Frost Bk Inc	8000/9000	421,756.50	470,358.50	476,190.00
Danaher Corp.	11000/12000	415,813.20	462,393.20	564,480.00
Disney Walt Co.	12500/14500	415,795.00	497,965.00	543,750.00
E M C Corp.	24000	474,513.28	474,513.28	516,960.00
EOG Resources Inc	5500	543,182.60	543,182.60	541,805.00
Emerson Elec Co	8500/7500	400,229.80	348,912.80	349,425.00
Express Scripts Inc.	11000/8000	508,164.90	363,125.15	357,520.00
Exxon Mobil Corp	10000/7500	591,340.20	431,062.20	635,700.00
FMC Corporation	6000/7000	367,006.85	446,196.85	602,280.00
General Elec Co	32500	487,367.55	487,367.55	582,075.00

		Beginning	End of Year	
	Units/ Shares	of Year Book Value	Book Value	Fair Market Value
Glacier Bancorp Inc.	27000/30000	401,573.40	447,023 40	360,900.00
Goldman Sachs Group Inc.	3800/3300	534,590.56	453,554 56	298,419.00
Goodyear Tire & Rubber	9500		133,781.00	134,615.00
Google Inc.	1100	515,151.62	515,151.62	710,490.00
Guess? Inc	12500/0	434,559.25		
Halliburton Co	20000/14000	557,006.75	372,267 75	483,140.00
International Business Machines	3500		567,927 02	643,580 00
JPMorgan Chase & Co.	14500	550,310.85	550,310 85	482,125 00
Kroger Co.	19500/0	451,969 20		
Monsanto Co	8000/8300	399,289.00	418,968 64	581,581 00
National Fuel Gas Co	11000/7300	513,268.38	335,098.08	405,734.00
National Instrument Corp	14000/18750	440,386 10	392,675.75	486,562.50
Nuance Communications Inc.	30000/15000	479,264.76	229,073.76	377,400.00
Oracle Corp	20000/18000	472,388.30	424,091 70	461,700 00
Oreilly Automotive Inc	6500/6000	316,440 45	291,420.45	479,700 00
Pall Corporation	6500		345,370 00	371,475 00
Pfizer Inc.	29000/29500	422,444 10	442,708.30	638,380.00
Praxair Inc.	3500/6000	280,646.50	537,409.95	641,400.00
Procter & Gamble Co	7000/9000	431,163.60	557,611.10	600,390.00
Prudential Finl Inc.	8000/11500	439,661.42	636,056.58	576,380.00
Range Resources Corp.	6000		385,611 72	371,640 00
Robert Half International Inc	17000/0	437,187.89		
Roper Industries Inc	7500	477,405.00	477,405 00	651,525 00
Teva Pharmaceutical Inds Ltd	9500/7000	496,230.75	360,090.80	282,520.00
Thermo Fisher Scientific Inc	10000	483,959 20	483,959 20	449,700 00
Time Warner Inc	15000		456,091.27	542,100 00
Trimble Navigation Ltd	10000		369,722 40	434,000 00
United Parcel Service	4000/0	278,290.00		
Walgreen Co.	15500	433,971.70	433,971.70	512,430.00
Totals - Luther King		\$ 20,685,907 06	\$ 20,491,605 85	\$ 22,967,056 50
Totals - Corporate Stock		\$ 54,676,135 80	\$ 54,900,740 00	\$ 66,543,704 60
Mutual Funds.				
Dodge & Cox International Fund	341625/350588	\$ 10,490,370.46	\$ 10,749,664 04	\$ 10,251,195 11
LKCM Small-Mid Cap Equity	68886		600,000 00	610,332 95
Totals - Mutual Funds		\$ 10,490,370 46	\$ 11,349,664 04	\$ 10,861,528 06
Index Funds				
Vanguard Total Stock Market Fund	253288	\$	\$ 8,546,866 43	\$ 7,927,930 36
Vanguard FTSE Allworld Ex-US	73382		7,194,149 20	5,704,039 45
Totals - Index Funds		\$	\$ 15,741,015 63	\$ 13,631,969 81

	Beginning of Year Book Value	End of Year	
Units/ Shares		Book Value	Fair Market Value
Partnerships.			
LKCM Investment	\$	7,800,697 00	7,787,423 00
Totals - Partnerships	\$	7,800,697 00	7,787,423 00
Totals - Other investments	\$ 10,490,370.46	34,891,376 67	32,280,920 87
Depreciable assets:			
Furniture and equipment	\$ 116,596.18	133,544 48	\$
Accumulated depreciation	(96,146 68)	(104,600 02)	
Totals - Depreciable assets	\$ 20,449 50	28,944 46	28,944 46
Oil & gas royalties.			
Producing	\$ 41,836 00	41,836.00	86,176.50
Accumulated depletion	(41,836.00)	(41,836 00)	
Nonproducing	5,149.00	5,149.00	5,149 00
Totals - Oil & gas royalties	\$ 5,149 00	5,149 00	91,325.50
Total assets	\$ 94,547,028.23	123,185,138 86	132,860,621 12
LIABILITIES AND FUND BALANCE			
Liabilities:			
Accounts payable	\$ 30 98	41,818.23	
Total liabilities	\$ 30.98	41,818 23	
Fund Balance:			
Fund balance	\$ 94,546,997.25	123,143,320 63	
Total liabilities and fund balance	\$ 94,547,028.23	123,185,138.86	

Schedule 6

OFFICERS, DIRECTORS, TRUSTEES AND FOUNDATION MANAGERS

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2011

<u>Officers and Trustees - Part VIII</u>		<u>Compensation</u>	<u>Contributions to Employee Benefit Plans</u>
David Wolverton 807 8th Street, Suite 1010 Wichita Falls, TX 76301	President/ Treasurer/ Manager	\$ 259,999 92	\$ (1)
Robert T. Priddy 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee Emeritus		(2)
Berneice R. Leath 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee Emerita		(2)
Paul Clark 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee/ Lead Trustee	7,250.00	(2)
Doug Armstrong 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee	7,750 00	(2)
Murphy Davis 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee Elect	7,750 00	(2)
David Flack 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee Elect	8,000 00	(2)
Alice Huang 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee	8,250.00	(2)
Jerry Johnson 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee	8,250 00	(2)

<u>Officers and Trustees - Part VIII:</u>		<u>Compensation</u>	<u>Contributions to Employee Benefit Plans</u>
Liz Martin	Trustee	8,250 00	(2)
807 8th Street, Suite 1010			
Wichita Falls, TX 76301			
Gale Richardson	Trustee	8,000 00	(2)
807 8th Street, Suite 1010			
Wichita Falls, TX 76301			
Shelley Sweatt	Trustee	8,250 00	(2)
807 8th Street, Suite 1010			
Wichita Falls, TX 76301			
Patty Young	Trustee	8,000 00	(2)
807 8th Street, Suite 1010			
Wichita Falls, TX 76301			
Sara Jane Snell Wood	Trustee	7,750.00	(2)
807 8th Street, Suite 1010			
Wichita Falls, TX 76301			
		<u>\$ 347,499.92</u>	<u>\$</u>

Time devoted to business by above:

- (1) Full-time (40 hours per week)
- (2) Part-time (average 1-2 hours per week)

Foundation Managers - Part XV:

Walter Priddy - Date of Death 07-07-79
 Ashley Priddy - Date of Death 03-05-84
 Swannanoa Priddy - Date of Death 08-07-80
 Robert T Priddy

Schedule 7

PART XV - SUPPLEMENTARY INFORMATION

THE PRIDDY FOUNDATION - TIN 75-6029882

Year Ended December 31, 2011

- 2.(a) David Wolverton, President
The Priddy Foundation
807 Eighth Street, Suite 1010
Wichita Falls, Texas 76301
(817) 723-8720
- (b) Grant application should be made with the Foundation's grant application form that is available at the Foundation office. The following information should be submitted with the completed grant application:
1. Copy of the requesting organization's 501(c)(3) tax-exempt letter from the IRS.
 2. A list of officers and directors.
 3. A detailed project budget that includes administration costs, salaries, projected overhead expenses, etc.
 4. A copy of the organization's most recent audit.
 5. Latest financial statements.
- (c) Two meetings per year are held to consider grant requests. These meetings are in May and November. Deadlines for the initial grant reviews are February 1st for the May cycle, and July 15th for the November cycle. If the Board selects the application for further review, the deadlines for final application for grant reviews are March 15th and September 1st for the respective cycles.
- (d) Organizations receiving grants must be tax-exempt 501(c)(3) entities. The primary grant categories are human services, education and the arts. This foundation concentrates its grants in Texas, with a further concentration on the Wichita Falls and North Texas area. Outside of the North Texas area, the Board of the Foundation believes in supporting activities that are statewide in nature.

Schedule 8

LEGAL FEES, ACCOUNTING FEES AND PROFESSIONAL FEES

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2011

Part 1, Line 16a, b, c: _____

Legal fees - Line 16a:

Sherrill, Crosnoe & Goff		<u>\$ 25,587.13</u>
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Accounting fees - Line 16b:

Freemon, Shapard & Story	\$ 37,000.00	
Mathis, West, Huffines & Co., PC	<u>13,500.00</u>	<u>\$ 50,500.00</u>

Other professional fees - Consulting - Line 16c:

Various		<u>\$ 950.00</u>
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Other professional fees - Investment - Line 16c:

American National Bank	\$ 62,444.85	
Dodge & Cox	81,964.30	
Fayez Sarofim	98,594.00	
Luther King	126,280.00	
Sentry Management	<u>32,621.00</u>	<u>\$ 401,904.15</u>

Schedule 9

PARTNER'S SHARE OF INCOME, CREDITS, DEDUCTIONS, ETC.

THE PRIDDY FOUNDATION - TIN 75-6029882

Year 2011

TIN	LKCM Investment <u>Partnership, L.P.</u> 75-2076114
Ordinary income	\$ 2,032.00
Net rental real estate income	206.00
Portfolio income (loss):	
Ordinary dividends	38,289.00
Net short-term capital gain (loss)	(199,098.00)
Net long-term capital gain (loss)	37,679.00
Other portfolio deductions:	
Investment interest	(17,899.00)
Miscellaneous	(60,490.00)
Foreign tax	<u>(22.00)</u>
Total	<u>\$ (199,303.00)</u>

Schedule 10

SCHEDULE B, PART II NONCASH PROPERTY CONTRIBUTIONS

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2011

Description of property given	Shares	Fair Market Value	Date Received	Cost
From Robert & Ruby Priddy Charitable Trust.				
FHLB 4 875% due 06-08-12	1,000,000.00	\$ 527,610.00	03/28/11	\$ 981,160.00
FHLB 4 625% due 08-15-12	1,000,000.00	1,058,610.00	03/28/11	965,830.00
FHLB 4 875% due 11-27-13	500,000.00	549,315.00	03/28/11	493,410.00
Fannie Mae 5 38% due 10-02-13	1,000,000.00	1,104,930.00	03/28/11	1,012,610.00
Accounts Receivable		3,394.52	06/01/11	3,394.52
Furniture & Fixtures		17,571.44	06/01/11	17,385.28
Total		\$ 3,261,430.96		\$ 3,473,789.80
From Robert T Priddy				
Abbott Labs	7,100.00	\$ 363,413.50	04/25/11	\$ 397,440.25
Abbott Labs	7,100.00	363,413.50	04/25/11	397,440.25
Altria Group Inc.	5,000.00	130,300.00	04/25/11	82,550.00
Altria Group Inc	5,000.00	130,300.00	04/25/11	82,550.00
American Express Co.	6,594.00	311,632.44	04/25/11	303,505.34
American Express Co	6,595.00	311,679.70	04/25/11	303,551.36
Apple Computer Inc.	1,000.00	352,025.00	04/25/11	84,917.90
Apple Computer Inc.	1,000.00	352,025.00	04/25/11	84,917.90
Apple Computer Inc.	500.00	176,012.50	04/25/11	71,085.00
Apple Computer Inc.	500.00	176,012.50	04/25/11	71,085.00
Automatic Data Processing	3,750.00	198,862.50	04/25/11	161,245.31
Automatic Data Processing	3,750.00	198,862.50	04/25/11	161,245.32
Becton Dickinson & Co.	1,500.00	125,640.00	04/25/11	106,234.50
Becton Dickinson & Co.	1,500.00	125,640.00	04/25/11	106,234.50
Berkshire Hathaway Inc.	2.00	246,615.00	04/25/11	265,720.00
Berkshire Hathaway Inc.	3.00	369,922.50	04/25/11	398,580.00
Caterpillar Inc	2,500.00	271,787.50	04/25/11	206,456.25
Caterpillar Inc.	2,500.00	271,787.50	04/25/11	206,456.25
Chevron Corp.	5,500.00	589,765.00	04/25/11	543,620.00
Chevron Corp	5,500.00	589,765.00	04/25/11	543,620.00
Cisco Sys Inc	6,000.00	102,180.00	04/25/11	159,165.00
Cisco Sys Inc	6,000.00	102,180.00	04/25/11	159,165.00
Coca Cola Co.	13,500.00	913,275.00	04/25/11	772,301.25
Coca Cola Co.	13,500.00	913,275.00	04/25/11	772,301.25
Conoco Phillips	7,500.00	602,850.00	04/25/11	691,350.00
Conoco Phillips	7,500.00	602,850.00	04/25/11	691,350.00

Description of property given	Shares	Fair Market Value	Date Received	Cost
Disney Co , Walt	4,000.00	168,440.00	04/25/11	134,279.20
Disney Co., Walt	3,000.00	126,330.00	04/25/11	96,720.00
Exxon Mobil Corp	14,624.00	1,260,515.68	04/25/11	1,295,722.96
Exxon Mobil Corp	14,624.00	1,260,515.68	04/25/11	1,295,722.96
Franklin Resources Inc.	750.00	93,750.00	04/25/11	64,689.00
Franklin Resources Inc	750.00	93,750.00	04/25/11	64,689.00
Franklin Resources Inc.	500.00	62,500.00	04/25/11	61,181.00
Franklin Resources Inc.	500.00	62,500.00	04/25/11	58,880.00
Freeport Copper and Gold	1,500.00	82,455.00	04/25/11	86,711.25
Freeport Copper and Gold	1,500.00	82,455.00	04/25/11	86,711.25
Freeport Copper and Gold	800.00	43,976.00	04/25/11	21,128.00
Freeport Copper and Gold	800.00	43,976.00	04/25/11	21,128.00
Freeport Copper and Gold	1,000.00	54,970.00	04/25/11	48,494.50
Freeport Copper and Gold	2,000.00	109,940.00	04/25/11	107,825.00
General Dynamics Corp.	750.00	54,172.50	04/25/11	68,896.87
General Dynamics Corp.	750.00	54,172.50	04/25/11	68,896.88
General Dynamics Corp.	750.00	54,172.50	04/25/11	54,794.48
General Dynamics Corp.	750.00	54,172.50	04/25/11	54,794.48
General Electric Corp.	15,000.00	300,300.00	04/25/11	459,637.50
General Electric Corp.	23,000.00	460,460.00	04/25/11	704,777.50
Intel Corp.	17,000.00	368,390.00	04/25/11	394,485.00
Intel Corp.	17,000.00	368,390.00	04/25/11	394,485.00
International Business Machines	2,000.00	336,000.00	04/25/11	256,140.00
International Business Machines	2,000.00	336,000.00	04/25/11	251,021.20
JP Morgan Chase & Co.	3,000.00	134,100.00	04/25/11	102,480.60
JP Morgan Chase & Co	3,000.00	134,100.00	04/25/11	102,480.60
JP Morgan Chase & Co.	3,000.00	134,100.00	04/25/11	130,350.00
JP Morgan Chase & Co.	3,000.00	134,100.00	04/25/11	114,420.00
JP Morgan Chase & Co.	1,000.00	44,700.00	04/25/11	45,180.00
JP Morgan Chase & Co.	2,000.00	89,400.00	04/25/11	90,940.00
Johnson & Johnson	7,910.00	505,093.05	04/25/11	527,082.85
Johnson & Johnson	7,910.00	505,093.05	04/25/11	527,082.85
McDonald's Corp.	2,000.00	153,790.00	04/25/11	103,707.00
McDonald's Corp.	2,000.00	153,790.00	04/25/11	103,707.00
McDonald's Corp	2,000.00	153,790.00	04/25/11	114,163.60
McDonald's Corp.	2,000.00	153,790.00	04/25/11	114,163.60
McGraw Hill Companies Inc.	4,000.00	157,780.00	04/25/11	163,250.00
Medtronic Inc	2,500.00	101,425.00	04/25/11	126,137.50
Medtronic Inc	2,500.00	101,425.00	04/25/11	126,137.50
Microsoft Corp	6,500.00	165,620.00	04/25/11	183,316.25
Microsoft Corp.	10,000.00	254,800.00	04/25/11	282,025.00
Nestle S A	15,625.00	956,953.13	04/25/11	771,015.62
Nestle S A	15,625.00	956,953.12	04/25/11	771,015.62
News Corp.	5,000.00	88,025.00	04/25/11	90,087.50
News Corp	5,000.00	88,025.00	04/25/11	90,087.50

Description of property given	Shares	Fair Market Value	Date Received	Cost
Novo Nordisk	2,000.00	263,140.00	04/25/11	106,334.60
Novo Nordisk	2,000.00	263,140.00	04/25/11	106,334.60
Occidental Pete Corp.	3,000.00	299,100.00	04/25/11	276,225.00
Occidental Pete Corp.	3,000.00	299,100.00	04/25/11	276,225.00
PepsiCo Inc	6,500.00	435,857.50	04/25/11	442,357.50
PepsiCo Inc	10,500.00	704,077.50	04/25/11	714,577.50
Philip Morris International Inc	3,000.00	202,905.00	04/25/11	127,439.40
Philip Morris International Inc	3,000.00	202,905.00	04/25/11	127,439.40
Philip Morris International Inc.	4,000.00	270,540.00	04/25/11	200,317.20
Philip Morris International Inc	5,000.00	338,175.00	04/25/11	225,768.00
Praxair Inc.	3,200.00	341,952.00	04/25/11	301,808.00
Praxair Inc	4,000.00	427,440.00	04/25/11	377,260.00
Procter & Gamble Co.	9,600.00	604,752.00	04/25/11	629,544.00
Procter & Gamble Co.	13,600.00	856,732.00	04/25/11	891,854.00
Qualcomm Inc.	2,000.00	113,390.00	04/25/11	96,835.00
Qualcomm Inc	2,000.00	113,390.00	04/25/11	96,835.00
Rio Tinto PLC	1,600.00	116,488.00	04/25/11	90,695.55
Rio Tinto PLC	1,600.00	116,488.00	04/25/11	90,695.55
Roche Holding Ltd.	5,000.00	193,125.00	04/25/11	204,900.00
Roche Holding Ltd.	6,000.00	231,750.00	04/25/11	207,810.00
Royal Dutch Shell PLC	2,000.00	150,350.00	04/25/11	83,248.40
Royal Dutch Shell PLC	2,000.00	150,350.00	04/25/11	83,248.40
Royal Dutch Shell PLC	1,000.00	75,175.00	04/25/11	70,684.00
Target Corp.	4,000.00	198,900.00	04/25/11	213,020.00
Target Corp	700.00	34,807.50	04/25/11	38,570.00
Target Corp	2,500.00	124,312.50	04/25/11	126,276.50
Texas Instruments Inc.	5,000.00	177,175.00	04/25/11	162,187.50
Texas Instruments Inc	5,000.00	177,175.00	04/25/11	162,187.50
Total S.A.	3,000.00	183,450.00	04/25/11	260,302.50
Total S.A	3,000.00	183,450.00	04/25/11	260,302.50
United Technologies Corp	2,500.00	216,725.00	04/25/11	176,268.75
United Technologies Corp	2,500.00	216,725.00	04/25/11	176,268.75
Walgreen Co	9,000.00	382,545.00	04/25/11	323,442.90
Walgreen Co	9,000.00	382,545.00	04/25/11	323,442.90
Wal Mart Stores Inc.	6,500.00	347,392.50	04/25/11	373,896.25
Wal Mart Stores Inc	6,500.00	347,392.50	04/25/11	373,896.25
Total		<u>\$ 29,734,144.35</u>		<u>\$ 27,453,227.65</u>
Totals - Combined		<u>\$ 32,995,575.31</u>		<u>\$ 30,927,017.45</u>