INTERNAL REVENUE SERVICE

POSTMARK DATE FEB 07 2013

SCANNED FEB 14 2013

Form **990-PF**
Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052
2011

For calendar year 2011 or tax year beginning 07/01 **, 2011, and ending** 06/30, 20 12

Name of foundation
W.S. & E.C. JONES TESTAMENTARY TRUST

A Employer identification number 48-0674648

Number and street (or P O box number if mail is not delivered to street address)
BANK OF AMERICA, N.A. P.O. BOX 831041

Room/suite

B Telephone number (see instructions) (800) 357-7094

City or town, state, and ZIP code
DALLAS, TX 75283-1041

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 ▶ ☐
2 Foreign organizations meeting the 85% test, 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)* ▶ $ 101,894,595.

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

		Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	658,889.	658,889.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss) ____				
	6a	Net gain or (loss) from sale of assets not on line 10	380,490.			
	b	Gross sales price for all assets on line 6a 3,474,168.				
	7	Capital gain net income (from Part IV, line 2)		380,490.		
	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) (attach schedule)				
	11	Other income (attach schedule)	11,886,037.	11,886,037.		STMT 8
	12	**Total.** Add lines 1 through 11	12,925,416.	12,925,416.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	454,564.	270,938.		183,626.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) STMT 9	12,550.	NONE	NONE	12,550.
	b	Accounting fees (attach schedule) STMT 10	10,373.	NONE	NONE	10,373.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 11	426,536.	8,357.		
	19	Depreciation (attach schedule) and depletion	13,217.	13,217.		
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 12	338,730.	338,730.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,255,970.	631,242.	NONE	206,549.
	25	Contributions, gifts, grants paid	3,607,443.			3,607,443.
	26	**Total expenses and disbursements** Add lines 24 and 25	4,863,413.	631,242.	NONE	3,813,992.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	8,062,003.			
	b	**Net investment income** (if negative, enter -0-)		12,294,174.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	5,623,731.	13,691,149.	13,691,149.
	3	Accounts receivable ▶ Less. allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less· allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	524,324.	524,324.	587,183.
	b	Investments - corporate stock (attach schedule)	3,685,392.	3,938,943.	4,851,662.
	c	Investments - corporate bonds (attach schedule)	2,062,780.	1,938,509.	2,128,744.
	11	Investments - land, buildings, and equipment basis ▶ 1,713,478. Less accumulated depreciation (attach schedule) ▶ 344,497.	1,495,508.	1,368,981.	35,881,100.
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	17,929,738.	17,929,737.	19,230,430.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	1.	1.	25,524,327.
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	31,321,474.	39,391,644.	101,894,595.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	31,321,474.	39,391,644.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	31,321,474.	39,391,644.	
	31	Total liabilities and net assets/fund balances (see instructions)	31,321,474.	39,391,644.	

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	31,321,474.
2	Enter amount from Part I, line 27a	2	8,062,003.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 13	3	15,866.
4	Add lines 1, 2, and 3	4	39,399,343.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 14	5	7,699.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	39,391,644.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,286,424.		3,093,678.	192,746.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a				192,746.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	380,490.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	3,600,822.	87,568,437.	0.041120
2009	3,804,835.	72,909,372.	0.052186
2008	3,056,156.	67,859,876.	0.045036
2007	3,379,141.	68,547,990.	0.049296
2006	1,895,567.	56,276,239.	0.033683

2 **Total** of line 1, column (d)	2	0.221321
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.044264
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	98,439,984.
5 Multiply line 4 by line 3	5	4,357,347.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	122,942.
7 Add lines 5 and 6	7	4,480,289.
8 Enter qualifying distributions from Part XII, line 4	8	3,813,992.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ **(attach copy of letter if necessary - see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	245,883.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			2	
3	Add lines 1 and 2			3	245,883.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	245,883.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	418,000.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	418,000.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	172,117.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 172,117. **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ____________ (2) On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ KS MO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ NONE

14 The books are in care of ▶ BANK OF AMERICA, N.A. Telephone no ▶ (816)292-4342

Located at ▶ 1200 MAIN ST, 14TH FL, KANSAS CITY, MO ZIP + 4 ▶ 64105-2100

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

		Yes	No
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

		Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
If "Yes," list the years ▶ ___________ , ___________ , ___________ , ___________			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ___________ , ___________ , ___________ , ___________			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** | | X

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? STMT 15 ☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** | | X

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		454,564.	-0-	-0-

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	39,389,166.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	60,549,904.
d	**Total** (add lines 1a, b, and c)	1d	99,939,070.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	99,939,070.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,499,086.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	98,439,984.
6	**Minimum investment return.** Enter 5% of line 5	6	4,921,999.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	4,921,999.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	245,883.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	245,883.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	4,676,116.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	4,676,116.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	4,676,116.

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	3,813,992.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,813,992.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,813,992.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

			(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7					4,676,116.
2	Undistributed income, if any, as of the end of 2011					
a	Enter amount for 2010 only				1,933,370.	
b	Total for prior years 20 09 ,20 ,20			NONE		
3	Excess distributions carryover, if any, to 2011					
a	From 2006	NONE				
b	From 2007	NONE				
c	From 2008	NONE				
d	From 2009	NONE				
e	From 2010	NONE				
f	**Total** of lines 3a through e		NONE			
4	Qualifying distributions for 2011 from Part XII, line 4. ▶ $ 3,813,992.					
a	Applied to 2010, but not more than line 2a				1,933,370.	
b	Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c	Treated as distributions out of corpus (Election required - see instructions)		NONE			
d	Applied to 2011 distributable amount					1,880,622.
e	Remaining amount distributed out of corpus		NONE			
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		NONE			
b	Prior years' undistributed income Subtract line 4b from line 2b			NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions			NONE		
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions					
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					2,795,494.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		NONE			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		NONE			
10	Analysis of line 9					
a	Excess from 2007	NONE				
b	Excess from 2008	NONE				
c	Excess from 2009	NONE				
d	Excess from 2010	NONE				
e	Excess from 2011	NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

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

1 Information Regarding Foundation Managers:

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed·

SEE STATEMENT 18

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* SEE STATEMENT 24				
Total . . . . ▶ 3a				3,607,443.
b *Approved for future payment*				
Total . . . . ▶ 3b				

48-0674648

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	658,889.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	380,490.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b SEE STATEMENT 25				11,886,037.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				12,925,416.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 12,925,416.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

Sign Here

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

▶ Mary Frost | 1-15-13 | ▶ TRUSTEE

Signature of officer or trustee | Date | Title

BANK OF AMERICA, N.A.

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no

W S & E C JONES TESTAMENTARY TRUST

2011

48-0674648

Description of Property

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus. %	179 exp. reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
ASSET 1977-1991	12/31/1991	205,342.	100 000			205,342.	205,342	205,342.	SL	HY	7 000		7		
FENCE 990901423	01/15/1992	3,150.	100.000			3,150.	3,150	3,150.	SL	HY	7 000		7		
WTR TANK 990913436	01/15/1992	2,889.	100.000			2,889.	2,889	2,889.	SL	HY	7 000		7		
FENCE 990907016	02/06/1992	3,787.	100.000			3,787.	3,787	3,787.	SL	HY	7.000		7		
FENCE 990901381	03/05/1992	2,169.	100.000			2,169.	2,169	2,169.	SL	HY	7 000		7		
FENCE 990901381	03/25/1992	2,853	100 000			2,853	2,853	2,853.	SL	HY	7 000		7		
FENCE 990911885	04/08/1992	2,520	100.000			2,520	2,520	2,520	SL	HY	7 000		7		
FENCE 990906992	04/08/1992	3,200.	100 000			3,200.	3,200	3,200.	SL	HY	7 000		7		
WTR TANK 990913436	04/28/1992	1,433	100 000			1,433.	1,433	1,433	SL	HY	7 000		7		
WINDMILL 990913436	05/22/1992	2,171.	100 000			2,171	2,171	2,171.	SL	HY	7 000		7		
FENCE 990907099	05/26/1992	1,945.	100.000			1,945.	1,945	1,945	SL	HY	7 000		7		
POND 990901407	05/27/1992	4,650	100 000			4,650.	4,650	4,650	SL	HY	7 000		7		
WINDMILL 990913436	05/29/1992	2,303	100 000			2,303.	2,303	2,303	SL	HY	7.000		7		
POND 990907032	07/01/1992	5,600	100 000			5,600.	5,600.	5,600	SL	HY	7.000		7		
FENCE 990913436	07/06/1992	3,322.	100.000			3,322.	3,322	3,322.	SL	HY	7.000		7		
FENCE 990907040	08/04/1992	2,050.	100.000			2,050.	2,050	2,050.	SL	HY	7.000		7		
POND 990907024	08/04/1992	9,450.	100.000			9,450.	9,450.	9,450.	SL	HY	7 000		7		
FENCE 990913436	08/14/1992	2,750	100 000			2,750.	2,750.	2,750	SL	HY	7 000		7		
POND 990907016	09/24/1992	8,760.	100 000			8,760.	8,760.	8,760.	SL	HY	7 000		7		
Less Retired Assets															
Subtotals															
Listed Property															
Less Retired Assets															
Subtotals															
TOTALS															

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
TOTALS							

*Assets Retired

JSA
1X9024 1 000

Description of Property

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus. %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
FENCE 990913436	11/26/1992	2,951.	100 000			2,951	2,951.	2,951.	SL	HY	7.000		7		
FENCE 990913436	03/07/1994	6,579.	100 000			6,579.	6,579.	6,579	SL	MQ	7 000		7		
FENCE 990960081	04/06/1994	6,299.	100.000			6,299.	6,299.	6,299	SL	MQ	7.000		7		
WTR WELL '12560	01/21/2003	2,813	100.000			2,813	2,813	2,813	SL	MQ	7.000		7		
STOCK TANK '13436	05/06/2003	5,041	100 000			5,041.	5,041	5,041	SL	MQ	7 000		7		
FENCE 990912560	07/07/2004	3,306.	100 000			3,306.	3,068	3,304	SL	HY	7.000		7		236
FENCE 990913436	01/24/2005	3,996	100 000			3,996.	3,711	3,996	SL	HY	7 000		7		285
FENCE 990913428	03/18/2005	5,210	100 000			5,210.	4,840.	5,210.	SL	HY	7 000		7		370.
FENCE 990906976	05/13/2005	2,036	100 000			2,036.	1,891.	2,036.	SL	HY	7.000		7		145
3 WINDMILLS '12560	08/02/2006	3,473	100 000			3,473	2,232.	2,728.	SL	HY	7 000		7		496
WINDMILL '12560	01/11/2007	3,198	100 000			3,198	2,056.	2,513	SL	HY	7 000		7		457
TANK 990912578	08/09/2006	3,824	100 000			3,824.	2,457.	3,003	SL	HY	7 000		7		546
FINISH PENS 13428	12/05/2006	2,644	100 000			2,644	1,701	2,079	SL	HY	7.000		7		378
FENCE 990913428	03/22/2007	3,663	100.000			3,663.	2,354	2,877	SL	HY	7.000		7		523.
TANK/PUMP 13436	10/27/2006	4,432.	100.000			4,432.	2,848	3,481	SL	HY	7 000		7		633
WINDMILL 990912578	10/16/2007	5,495	100 000			5,495	2,747	3,532	SL	HY	7.000		7		785
WATER TANK 9909125	10/16/2007	6,192	100 000			6,192.	3,096.	3,981	SL	HY	7.000		7		885
WTR WELL 990912560	09/16/2009	7,650	100 000			7,650	1,639	2,732	SL	HY	7 000		7		1,093
FENCE 990912560	04/20/2010	6,523	100 000			6,523	1,398	2,330	SL	HY	7 000		7		932
Less Retired Assets															
Subtotals															
Listed Property															
Less Retired Assets															
Subtotals															
TOTALS															

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
TOTALS							

*Assets Retired

W.S. & E.C. JONES TESTAMENTARY TRUST

2011

48-0674648

Description of Property

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus. %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
WTR WELL 990913436	09/16/2009	5,671	100.000			5,671	1,215	2,025.	SL	HY	7.000		7		810.
WTR TANK 990913428	08/17/2011	4,643.	100.000		4,643.				SL	HY	7.000		7		
Less Retired Assets															
Subtotals		365,983			4,643	361,340	331,280	339,854.							8,574
Listed Property															
Less. Retired Assets															
Subtotals															
TOTALS		365,983			4,643.	361,340	331,280	339,854.							8,574

AMORTIZATION

Asset description	Date placed in service	Cost or basis		Accumulated amortization	Ending Accumulated amortization	Code	Life		Current-year amortization
TOTALS									

*Assets Retired

JSA
1X9024 1 000

Name: W.S. & E.C. JONES TESTAMENTARY TRUST

Identification Number: 48-0674648

Tax year ending:

ELECTION OUT of 30%, 50% and 100% BONUS DEPRECIATION of CODE SECTION 168(k)

Pursuant to IRC Section 168(k)(2)(D)(iii), taxpayer hereby elects out of the special depreciation allowance of Code Section 168(k) for all property placed in service by the taxpayer during the taxable year which would otherwise qualify for the special depreciation allowance under Code Section 168(k) and which is in the class(es) indicated (with an "X") below:

☐ Property in the 3-year MACRS class
☐ Property in the 5-year MACRS class
☐ Property in the 7-year MACRS class
☐ Property in the 10-year MACRS class
☐ Property in the 15-year MACRS class
☐ Property in the 20-year MACRS class
☐ Property in the 25-year MACRS class (Water Utility)
☐ Property in the 39-year MACRS class (Qualified Leasehold Improvements)
☐ Computer software (as defined in Code Section 167(f)(1)(B)) for which a deduction is allowable under Section 167(a)

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC INC COM	840.	840.
AT&T INC	2,940.	2,940.
ABBOTT LABORATORIES COM	1,399.	1,399.
AETNA INC NEW COM	101.	101.
ALLERGAN INC COM	40.	40.
ALLSTATE CORP SR NT	10,000.	10,000.
ALTRIA GROUP INC	649.	649.
AMERISOURCEBERGEN CORP COM	92.	92.
AMGEN INC COM	651.	651.
ANALOG DEVICES INC COM	7.	7.
APACHE CORP COM	199.	199.
APPLIED MATERIALS INC COM	190.	190.
ASSURANT INC	12.	12.
BANK NEW YORK INC SUB NT	2,750.	2,750.
C R BARD INC COMMON	51.	51.
BAXTER INTL INC	365.	365.
BEST BUY INC COM	88.	88.
BLACKROCK INC	697.	697.
BOEING CAP CORP GLOBAL NT	5,800.	5,800.
BOFA GOVERNMENT RESERVES TRUST CLASS	288.	288.
BOFA CASH RESERVES TRUST CLASS	75.	75.
BOTTLING GROUP LLC NT	1,375.	1,375.
BRISTOL MYERS SQUIBB CO COM	1,104.	1,104.
BROADCOM CORP CL A	111.	111.
CBS CORP CL B COM	105.	105.
CF INDS HLDGS INC COM	206.	206.
CVS CAREMARK CORP COM	222.	222.
CA INC COM	42.	42.
CAMPBELL SOUP CO COM	883.	883.
CAPITAL ONE FINANCIAL CORP COM	63.	63.
CATERPILLAR FINL SVCS CORP MTN SER F	5,500.	5,500.
CHEVRONTEXACO CORP COM	2,579.	2,579.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CHUBB CORP COM	9.	9.
CISCO SYSTEMS INC COM	405.	405.
CITIGROUP INC NEW COM	45.	45.
CITIGROUP INC GLOBAL SR NT	5,125.	5,125.
CLIFFS NAT RES INC COM	181.	181.
COACH INC	316.	316.
COCA COLA CO	510.	510.
COCA-COLA ENTERPRISES INC NEW COM	472.	472.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	56,972.	56,972.
COLUMBIA SHORT TERM BOND FUND CLASS Z SH	17,968.	17,968.
COLUMBIA INTERNATIONAL VALUE FUND CLASS	26,742.	26,742.
COLUMBIA MULTI-ADVISOR INT'L EQUITY FUND	11,213.	11,213.
COLUMBIA MID CAP INDEX FUND CLASS Z SHAR	16,143.	16,143.
COLUMBIA SMALL CAP INDEX FUND CLASS Z SH	10,298.	10,298.
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	18,573.	18,573.
COLUMBIA INTERMEDIATE BOND FUND CLASS Z	64,048.	64,048.
COLUMBIA STRATEGIC INVESTOR FUND CLASS Z	1,288.	1,288.
COLUMBIA VALUE AND RESTRUCTURING FUND CL	10,575.	10,575.
COMCAST CORP NEW CL A COM	820.	820.
CONOCOPHILLIPS	1,837.	1,837.
CREDIT SUISSE FIRST BOSTON USA INC GLOBA	5,125.	5,125.
CUMMINS ENGINE CO INC COM	505.	505.
DANAHER CORP COM	58.	58.
DEERE JOHN CAP CORP MTN	2,750.	2,750.
DEVON ENERGY CORPORATION	165.	165.
DEVRY INC DEL COM	5.	5.
DIAMOND OFFSHORE DRILLING INC COM	462.	462.
DISCOVER FINL SVCS COM	400.	400.
DONNELLEY R R & SONS CO COM	1,202.	1,202.
DOW CHEM CO	911.	911.
DU PONT E I DE NEMOURS & CO NT	4,750.	4,750.
DUN & BRADSTREET CORP DEL NEW COM	44.	44.
EASTMAN CHEMICAL CO COM	609.	609.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EATON CORP COMMON	690.	690.
EMERSON ELECTRIC CO COM	252.	252.
ENTERGY CORP NEW COM	1,205.	1,205.
EXELON CORP COM	1,577.	1,577.
EXPEDIA INC DEL NEW COM	69.	69.
EXXON MOBIL CORPORATION	1,868.	1,868.
FEDERAL HOME LN MTG CORP MTN CALL 1/30/0	1,250.	1,250.
FORD MTR CO DEL COM	17.	17.
FRANKLIN RES INC COM	735.	735.
FREEPORT-MCMORAN COPPER & GOLD INC COM	906.	906.
GAMESTOP CORP CL A COM	174.	174.
GAP INC COM	144.	144.
GENERAL DYNAMICS CORP COM	953.	953.
GENERAL DYNAMICS CORP GLOBAL SR NT	6,719.	6,719.
GENERAL ELEC CO	2,145.	2,145.
GRAINGER W W INC COM	162.	162.
HALLIBURTON CO COM	458.	458.
HARTFORD FINL SVCS GROUP INC COM	110.	110.
HERSHEY FOODS CORP COM	144.	144.
HEWLETT PACKARD CO COM	326.	326.
HOME DEPOT INC	325.	325.
HORMEL GEORGE A & CO COM	41.	41.
HUMANA INC	194.	194.
ILLINOIS TOOL WORKS INC COM	199.	199.
INTEL CORP COM	1,228.	1,228.
INTERNATIONAL BUSINESS MACHINES CORP COM	1,268.	1,268.
INTERNATIONAL PAPER CO COM	134.	134.
ISHARES BARCLAYS TIPS BD FUND	18,896.	18,896.
ISHARES LEHMAN AGGREGATE BOND FUND	26,582.	26,582.
ISHARES MSCI EMERGING MKTS INDEX FUND	31,665.	31,665.
ISHR MSCI EAFE INDEX FUND	39,547.	39,547.
ISHARES TR RUSSELL 1000 VALUE INDEX FUND	12,830.	12,830.
ISHARES RUSSELL 1000 GROWTH INDEX FUND	10,681.	10,681.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ISHARES TR RUSSELL 2000 INDEX FD	11,027.	11,027.
J P MORGAN CHASE & CO COM	1,823.	1,823.
JOHNSON & JOHNSON COM	763.	763.
KELLOGG CO COM	95.	95.
KEYCORP NEW COM	200.	200.
KIMBERLY CLARK CORP	737.	737.
KIMBERLY CLARK CORP NT	5,000.	5,000.
KINDER MORGAN INC DEL COM	310.	310.
KROGER CO COM	528.	528.
L-3 COMMUNICATIONS HLDGS INC COM	125.	125.
LAUDER ESTEE COS INC CL A	437.	437.
LILLY ELI & CO	1,823.	1,823.
LILLY ELI & CO NT	9,000.	9,000.
LIMITED BRANDS INC COM	1,351.	1,351.
LINCOLN NATIONAL CORP COM	227.	227.
LOCKHEED MARTIN CORP COM	1,280.	1,280.
LORILLARD INC COM	1,552.	1,552.
MACYS INC COM	92.	92.
MARATHON OIL CORP COM	602.	602.
MASTERCARD INC CL A COM	48.	48.
MC DONALDS CORP COM	1,363.	1,363.
MCGRAW HILL COS INC COM	271.	271.
MEAD JOHNSON NUTRITION CO COM	377.	377.
MERCK & CO INC SR NT	4,375.	4,375.
MERCK & CO INC NEW COM	1,799.	1,799.
MICROSOFT CORP	2,246.	2,246.
MONSANTO CO NEW COM	786.	786.
MOODYS CORP COM	318.	318.
MOSAIC CO NEW COM	30.	30.
NATIONAL OILWELL VARCO INC COM	412.	412.
NEWMONT MINING CORP COM	56.	56.
NIKE INC COM CL B	721.	721.
NORTHROP GRUMMAN CORP COM	272.	272.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OCCIDENTAL PETROLEUM CORP COM	808.	808.
ORACLE CORPORATION COM	596.	596.
PIMCO TOTAL RETURN FUND INSTL	25,306.	25,306.
P N C BANK CORP COM	258.	258.
PPG INDUSTRIES INC COM	1,023.	1,023.
PARKER HANNIFIN CORP COM	384.	384.
PEABODY ENERGY CORP COM	14.	14.
PFIZER INC COM	2,784.	2,784.
PFIZER INC NT	4,650.	4,650.
PHILIP MORRIS INTL INC COM	2,604.	2,604.
PITNEY BOWES INC COM	1,846.	1,846.
PITNEY BOWES INC SR NT	5,000.	5,000.
POLO RALPH LAUREN CORP CL A	29.	29.
PRAXAIR INC COM	874.	874.
PRECISION CASTPARTS CORP COM	25.	25.
PRICE T ROWE GROUP INC COM	135.	135.
PROCTER & GAMBLE CO COM	575.	575.
PRUDENTIAL FINL INC COM	187.	187.
PUBLIC SERVICE ENTERPRISE GROUP INC COM	1,204.	1,204.
QUALCOMM INC	773.	773.
RALPH LAUREN CORP CL A COM	34.	34.
RAYTHEON CO COM NEW	852.	852.
ROCKWELL INTL CORP NEW COM	210.	210.
ROSS STORES INC COM	244.	244.
SBC COMMUNICATIONS INC GLOBAL NT	5,625.	5,625.
SLM CORP COM	76.	76.
S&P DEPOSITARY RECEIPTS SERIES 1	18,419.	18,419.
SPDR S&P MIDCAP 400 ETF TR UNIT SER 1 ST	8,105.	8,105.
SAFEWAY INC NEW COM	290.	290.
SCHLUMBERGER LTD COM	55.	55.
SOTHEBYS HOLDINGS INC CL A COM	13.	13.
SOUTHERN CO SR UNSUB NT SER A	5,300.	5,300.
STARBUCKS CORP COM	662.	662.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
STARWOOD HOTELS & RESORTS WORLDWIDE INC	144.	144.
TJX COMPANIES INC NEW COM	1,157.	1,157.
TARGET CORP SR UNSECD NT	5,375.	5,375.
TEXAS INSTRUMENTS INC COM	319.	319.
3M CO COM	220.	220.
TIFFANY & CO NEW COM	579.	579.
TIME WARNER INC NEW COM	883.	883.
TIME WARNER CABLE INC COM	276.	276.
TORCHMARK CORP COM	20.	20.
TYSON FOODS INC COM CL A	139.	139.
US BANCORP DEL COM NEW	810.	810.
UNION PACIFIC CORP COM	903.	903.
UNITED PARCEL SERVICE CL B	1,239.	1,239.
UNITED STATES TREAS NT DTD 05/16/05 4.12	12,375.	12,375.
UNITED STATES TREAS NT SER B-2018	7,000.	7,000.
UNITED TECHNOLOGIES CORP COM	780.	780.
UNITEDHEALTH GROUP INC	324.	324.
VALERO ENERGY CORP NEW COM	626.	626.
VERIZON COMMUNICATIONS	2,738.	2,738.
VERIZON NEW JERSEY INC DEB	1,469.	1,469.
VIACOM INC CL B COM	180.	180.
VISA INC CL A COM	356.	356.
WACHOVIA BK NATL ASSN MEDIUM TERM SUB BK	5,000.	5,000.
WAL MART STORES INC COM	1,466.	1,466.
WALGREEN CO COM	310.	310.
WELLPOINT INC	13.	13.
WELLS FARGO COMPANY	1,395.	1,395.
WELLS FARGO & CO NEW PFD DEP SHS SER J	752.	752.
WELLS FARGO & CO NEW NEW SUB NT	5,125.	5,125.
WESTERN UNION CO COM	37.	37.
WYNN RESORTS LTD COM	2,162.	2,162.
YUM BRANDS INC COM	847.	847.
ZIMMER HLDGS INC COM	81.	81.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ACCENTURE PLC CL A COM		827.	827.
TYCO INTL LTD NEW F COM		512.	512.
	TOTAL	658,889.	658,889.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GROSS O&G ROYALTY INCOME		10,848,405.	10,848,405.
FARM RENTAL INCOME		555,733.	555,733.
ACCRETION OF DISCOUNT		1,049.	1,049.
TAXABLE ROW & DAMAGES		455,156.	455,156.
CALICHE SALES - RENTAL		24,664.	24,664.
AGRICULTURE SITE LEASE		1,030.	1,030.
	TOTALS	11,886,037.	11,886,037.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ATHERTON & HUTH - ANNUAL COURT ACCOUNTING	12,550.			12,550.
TOTALS	12,550.	NONE	NONE	12,550.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
WENDLING NOE NELSON & JOHNSON FINANCIAL STATEMENTS	6,373.			6,373.
BANK OF AMERICA,N.A. - TAX PREPARATION FEE	4,000.			4,000.
TOTALS	10,373.	NONE	NONE	10,373.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX - PRIOR YEAR	179.	
FEDERAL EXCISE ESTIMATES	418,000.	
FOREIGN TAXES ON QUALIFIED FOR	5,954.	5,954.
FOREIGN TAXES ON NONQUALIFIED	2,403.	2,403.
TOTALS	426,536.	8,357.

W.S. & E.C. JONES TESTAMENTARY TRUST 48-0674648

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
O&G ROYALTY -		
PRODUCTION TAXES	121,722.	121,722.
AD VALOREM TAXES	90,285.	90,285.
LEASE OPERATING	1,571.	1,571.
FARM RENTAL -		
CHEMICALS	4,143.	4,143.
REPAIRS/MAINTENANCE	16,554.	16,554.
TAXES	56,045.	56,045.
INSURANCE	9,612.	9,612.
CUSTOM HIRE	3,021.	3,021.
MACHINE WORK	2,298.	2,298.
RES XO FEE - DAMAGES	33,479.	33,479.
TOTALS	338,730.	338,730.

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

DESCRIPTION		AMOUNT
Y/E SALES ADJUSTMENT - 2010		13,294.
Y/E SALES ADJUSTMENT - 2011		2,572.
	TOTAL	15,866.

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

DESCRIPTION	AMOUNT
ROC ADJUSTMENT - 2010	7,669.
NET ROUNDING	30.
TOTAL	7,699.

FORM 990PF, PART VII-B, LN 5(c) EXPENDITURE RESPONSIBILITY STATEMENT
==

NAME:
WALTER S & EVAN C JONES FOUNDATION
ADDRESS:
501 COMMERCIAL ST, SUITE 501
EMPORIA, KS 66801-4081
GRANT AMOUNT .... 1,840,000.
GRANT PURPOSE:
SEE ATTACHMENTS

Expenditure Report
Walter S. and Evan C. Jones Foundation

WS & EC Jones Foundation
[2501 W. 18th Avenue Suite D
Emporia, KS 66801

NAME OF TRUST. WS & EC Jones Testamentary Trust
ACCOUNT #:

To Bank of America, N.A., in its capacity as Trustee:

The following constitutes the expenditure report for WS & EC Jones **Foundation** for the period of July 1, 2011 throguh June 30, 2012 for a distribution totaling $1,665,000 ("distributed funds") received by WS & EC Jones **Foundation**. We certify that the funds have been used exclusively for the charitable purposes set forth in the trust distribution agreement letter.

Attached is a report showing expenditures of the distributed funds during the fiscal year by amount and purpose.

No part of the distributed funds or interest earned on the funds were used for any of the following purposes:

(i) carrying on propaganda or attempting to influence legislation,
(ii) influencing the outcome of any election for public office or carrying on directly or indirectly any voter registration drive,
(iii) making grants to individuals or organizations that do not comply with sections 4945(d)(3) or (d)(4) of the Code, or
(iv) for any non-charitable purpose, that is, any purpose not described in section 170(c)(2)(B) of the Code.

I further certify that WS & **EC Jones Foundation** has not diverted any portion of the distributed funds from the purpose of the grant, that this organization has complied with the terms of the grant. I am authorized to sign this report on behalf of the trust beneficiary. I have examined the foregoing statements, including the attached Expenditure Responsibility Report, and they are true, correct and complete, to the best of my knowledge.

By: Sharon Tidwell, Executive Director

Its Sharon Tidwell

Telephone Number: 620-342-1714

Date 12-13-12

EXPENDITURE RESPONSIBILITY REPORT

Date of report: 12-13-12

Report period: July 1, 2011 throguh June 30, 2012

Name and address of organization:
Walter S. and Evan C. Jones Foundation, Inc.
2501 W. 18th Avenue Suite D
Emporia, KS 66801

Amounts and dates of distributions received during the period of July 1, 2011 through June 30, 2012:

Date	Amount
see attached	$

Describe the uses of the distributed funds. Attach additional pages, if needed):

see attached

Itemize all amounts spent from the distributed funds including salaries, travel and supplies (attach additional pages, if needed):

Date	Amount	Purpose
see attached	$	

INCLUDE RED BRACKETED TEXT BELOW FOR PF BENEFICIARY ONLY

[All such expenditures are treated as distributions "out of corpus" under Treas. Reg. 53.4942(a)-3(d). We understand that this means that we have, during this fiscal year, made expenditures equal to or greater than (1) the full amount of the Grant, (2) plus 5% of the value of our investment assets during our previous fiscal year. Attached is a copy of our form 990PF for the previous fiscal year.]

By: Sharon Tidwell, Executive Director

Its Sharon Tidwell

Date 12-13-12

Date and Amount of Received Distributions
July 1, 2011 thru June 30, 2012

7/8/11	$100,000.00
8/8/11	$35,000.00
9/2/11	$175,000.00
9/29/12	$475,000.00
11/1/11	$75,000.00
12/5/11	$50,000.00
1/12/12	$90,000.00
2/2/12	$550,000.00
4/9/12	$85,000.00
4/30/12	$100,000.00
6/11/12	$105,000.00
Total:	$1,840,000.00

Walter S and Evan C Jones Foundation 4 Year Comparison

Medical Grants	FY 2012		FY 2011		FY 2010		FY 2009	
Services Awarded								
CASA		27		36		23		43
SOS	25		29		11		37	
4th Judicial District	2		7		12		6	
Child Exchange		11		12		11		11
Child Visitation		17		22		18		18
FHCHC Fluoride Varnish***				63		207		258
Kansas Legal Services Disability***				0		1		0
Counseling		14		13		13		9
Inpatient			1		1		4	
Outpatient	8		7		9		5	
ABA	6		5		3			
Dental		137		50		163		136
General	61		33		70		56	
Oral Surgery	13		9		12		15	
Orthodontics	63		8		81		65	
Big Brothers Big Sisters*****		4						
Equipment		13		7		12		5
Medical		36		43		57		43
Prenatal*		1		0		6		
Prescription Medicines		1		0		3		0
Transportation		3		3		5		9
Vision		21		33		22		20
Total Services Awarded		**285**		**282**		**541**		**552**
Denials								
Board (financial or other)		3		2		6		5
Office Contacts (non-covered, residency, age)		242		252		303		323
Orthodontic Denials****						35		17
Financial					6		1	
Severity					29		16	
Total Individuals Denied		**245**		**264**		**344**		**345**
Total Individual Requests for Medical Grants		**530**		**534**		**885**		**897**
Undergraduate Education Grants								
Institutions Awarded								
Universities/Colleges	137		137		139		163	
Trade (single purpose)			2		2		2	
Vocation Technical	40		48		39		21	
Tuition Vouchers	437		375		324		182	
School Supplies**	1212**		1137**		991**		968**	
Total Institutions Awarded		**614**		**562**		**504**		**368**
Total Undergraduate Requests Awarded		**614**		**562**		**504**		**368**
Denials								
Financial (income)	26		41		17		20	
Other Resources	19		20		16		15	
Residency			1		0		0	
Other	3		1		2			
Total Undergraduate Requests Denied		**48**		**63**		**35**		**35**
Total Individual Requests for Education Grants		**662**		**625**		**539**		**403**
Education								
Block Grants								
Camp Alexander Camper Scholarships*****	64							
More Than the X's and O's Coaching Workshop*****	30							
Total Individuals Served		**94**						

Other Resources Assistance (Non-Financial)

Healthwave & Medicaid Applications Completed	1		21		68		37	
Healthwave & Medicaid Applications Approved	1		20		40		35	
Healthwave & medicaid Applications Denied	0		1		2		2	
Severe Emotionally Disturbed Waivers Approved	0		0		0		0	
Total Individuals Assisted with Other Resources		1		21		68		37
	FY 2012		FY 2011		FY 2010		FY 2009	
Total Coffey County Medical Grants	$66,412 08		$76,847 07		$97,972 50		$74,208 46	
Total Lyon County Medical Grants	$480,945 24		$575,214 48		$605,858 74		$325,648 87	
Total Osage County Medical Grants	$156,024 31		$147,103 31		$123,442 34		$83,264 84	
Total Awarded for Medical Grants		**$703,381.63**		***$799,164 86***		***$827,273 58***		***$483,122.17***
Total Coffey County Education Grants	$122,861 75		$94,700 59		$130,077 36		$59,699 81	
Total Lyon County Education Grants	$826,015 15		$753,592 50		$721,753 40		$526,963 78	
Total Osage County Education Grants	$104,399 81		$117,914 10		$116,638 07		$55,704 83	
Total Awarded for Undergraduate Education Grants		**$1,052,276.71**		**$966,207.19**		**$968,468.83**		***$642,368.42***
Jones Trust Total Contributions	$1,840,000 00		$1,982,704 72		$1,899,400 00		$1,236,500 00	
Interest Income*	$10 64		$12 57		$7 81			
Total Medical & Education Grant Amounts Awarded	**($1,755,658.34)**		**($1,765,372 05)**		**($1,795,742.41)**		**($1,125,490 59)**	
Cost of Administration	($158,161 32)		($157,035 67)		($155,467 53)		($125,455 20)	
Cash Carried Forward	($73,809 02)		$60,309 57		($51,802 13)		($14,445 79)	

*FY2010 is the first year that this has been categorized

**This program begin in FY 2006 and the number of students receiving school supplies was not included in previous reports Please note that the number of children served is a separate total and not included in the Total Undergraduate Requests Awarded

***These programs were discontinued at FY2011 year-end

****This information is no longer tracked due to program administration by Smiles Change Lives

*****New grants awarded in FY2012

08/16/12

WALTER S. & EVAN C. JONES FOUNDATION
Profit & Loss Prev Year Comparison
July 2011 through June 2012

	Jul '11 - Jun 12	Jul '10 - Jun 11	$ Change
Ordinary Income/Expense			
Income			
Jones trust contributions	1,840,000.00	1,982,704.72	-142,704.72
Total Income	1,840,000.00	1,982,704.72	-142,704.72
Gross Profit	1,840,000.00	1,982,704.72	-142,704.72
Expense			
Education grants			
Block Grants			
Camp Scholarships	28,760.00	0.00	28,760.00
School Supplies	36,740.76	40,124.51	-3,383.75
Workshops	1,950.00	0.00	1,950.00
Total Block Grants	67,450.76	40,124.51	27,326.25
Trade Schools	0.00	2,000.00	-2,000.00
Tuition Voucher	402,500.00	374,500.00	28,000.00
Undergraduate Educational Co...	501,187.95	478,646.68	22,541.27
Voc Tech Schools	81,138.00	70,936.00	10,202.00
Total Education grants	1,052,276.71	966,207.19	86,069.52
Counseling			
Advanced Behaviorial Analysis	159,406.00	131,630.00	27,776.00
CAC	10,670.00	12,000.00	-1,330.00
CASA	36,715.00	28,425.00	8,290.00
Counseling-inpatient	0.00	51,898.27	-51,898.27
Counseling-outpatient	16,724.76	16,420.24	304.52
Exchange	19,105.00	18,725.00	380.00
Visitation	6,170.00	15,360.00	-9,190.00
Total Counseling	248,790.76	274,458.51	-25,667.75
Denistry			
General Denistry			
Dental	73,885.06	40,326.53	33,558.53
Dental Consulting fees	1,650.00	1,500.00	150.00
Fluoride Varnish	0.00	1,041.40	-1,041.40
Total General Denistry	75,535.06	42,867.93	32,667.13
Oral surgery	12,669.35	9,544.82	3,124.53
General Orthodontics			
Orthodontic Consulting Fees	0.00	8,100.00	-8,100.00
Orthodontic Screening Fee	2,430.00	360.00	2,070.00
Orthodontia	94,618.34	200,932.75	-106,314.41
SCL Orthodontia	68,560.08	0.00	68,560.08
Total General Orthodontics	165,608.42	209,392.75	-43,784.33
Total Denistry	253,812.83	261,805.50	-7,992.67
Medical grants			
BCBS			
BCBS	37,324.94	82,349.06	-45,024.12
ASO	1,700.89	3,746.92	-2,046.03
Total BCBS	39,025.83	86,095.98	-47,070.15
Block Grants			
Big Brothers Big Sisters	5,908.00	0.00	5,908.00
Total Block Grants	5,908.00	0.00	5,908.00

WALTER S. & EVAN C. JONES FOUNDATION

Profit & Loss Prev Year Comparison

July 2011 through June 2012

	Jul '11 - Jun 12	Jul '10 - Jun 11	$ Change
Other Medical			
Equipment	79,626.58	50,391.90	29,234.68
Eye care	3,160 00	4,373.20	-1,213 20
General Medical	68,410.73	126,792.88	-58,382 15
Prescription Drugs	138.92	0.00	138.92
Transportation	4,507.98	2,746.89	1,761.09
Total Other Medical	155,844.21	184,304 87	-28,460.66
Total Medical grants	200,778 04	270,400.85	-69,622 81
Operating expenses			
Insurance			
Bond	450 00	0 00	450 00
Business Owners Liability	350.00	350 00	0 00
D & O Liability	1,500 00	0.00	1,500 00
Work comp	384 00	357 00	27.00
Total Insurance	2,684 00	707 00	1,977 00
Office Operations			
Legal Fees	7,663 00	840.00	6,823 00
Bank Fees	166 80	188.20	-21 40
Accounting fees	798 00	779.00	19 00
Board fees	19,500.00	21,600.00	-2,100 00
Computer Related	2,252.03	1,937.89	314 14
Copying expense	698 59	598.21	100.38
Corporate Annual Fee	40 00	40.00	0.00
Depreciation	1,976.82	1,996 61	-19 79
Mileage reimbursements	1,608.43	1,152.06	456.37
Office rent	12,000.00	11,422.50	577.50
Office supplies	696 75	1,304.91	-608.16
Office Misc. Expense			
Office Cleaning	2,603.78	2,400.00	203 78
Office Misc. Expense - Other	2,493.16	3,859.45	-1,366 29
Total Office Misc. Expense	5,096 94	6,259 45	-1,162.51
Postage	1,571.00	1,559 38	11 62
Printing expense	386.84	1,059 19	-672 35
Property tax	13 02	12 68	0 34
Subscriptions	1,285 56	1,324 11	-38 55
Telephone	1,805 38	1,860 13	-54 75
Training & education	940 05	1,850 11	-910 06
Travel	1,662 61	1,631 65	30 96
Total Office Operations	60,161.82	57,416 08	2,745 74
Payroll Expenses			
Health Insurance Benefit	14,861.04	13,385 08	1,475.96
Payroll taxes	5,562.86	5,394 57	168.29
Pension Expense Benefit	2,174.28	2,115.56	58 72
Wages-director	43,108 00	41,712.00	1,396.00
Wages-staff	29,609 32	28,805 38	803.94
Total Payroll Expenses	95,315.50	91,412 59	3,902 91
Total Operating expenses	158,161 32	149,535 67	8,625 65
Total Expense	1,913,819 66	1,922,407 72	-8,588 06
Net Ordinary Income	-73,819 66	60,297 00	-134,116 66

08/16/12

WALTER S. & EVAN C. JONES FOUNDATION
Profit & Loss Prev Year Comparison
July 2011 through June 2012

	Jul '11 - Jun 12	Jul '10 - Jun 11	$ Change
Other Income/Expense			
Other Income			
Interest income	10 64	12 57	-1.93
Total Other Income	10 64	12.57	-1.93
Net Other Income	10.64	12 57	-1.93
Net Income	-73,809.02	60,309.57	-134,118.59

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

OFFICER NAME:
BANK OF AMERICA, N.A.
ADDRESS:
P.O. BOX 219119
KANSAS CITY, MO 64121-2119
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 451,564.
COMPENSATION EXPLANATION:
SEE FOOTNOTE EXPLANATION

OFFICER NAME:
GREGORY A BACHMAN
ADDRESS:
1024 W 12TH AVE
EMPORIA, KS 66801-5553
TITLE:
ADV COMM
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 1,000.

OFFICER NAME:
MAX STEWART, JR.
ADDRESS:
32 BODOCK RD
EMPORIA, KS 66801-9787
TITLE:
ADV COMM
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 1,000.

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

OFFICER NAME:
THOMAS D. THOMAS
ADDRESS:
PO BOX 704
EMPORIA, KS 66801-0704
TITLE:
ADV COMM
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 1,000.

TOTAL COMPENSATION: 454,564.

FORM 990PF, PART XV - LINES 2a - 2d

====================================

RECIPIENT NAME:
JAMES J. MUETH - BANK OF AMERICA, N.A.
ADDRESS:
P.O. BOX 219119
KANSAS CITY, MO 64121-9119
RECIPIENT'S PHONE NUMBER: 816-292-4342
FORM, INFORMATION AND MATERIALS:
LETTER FORMAT OF NO MORE THAN 3 PAGES WITH APPROPRIATE ATTACHMENTS
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
CITIES, TOWNS, OR OTHER GOVERNMMENTAL SUBDIVISIONS WITHIN THE KANSAS COUNTIES OF LYONS, COFFEY, OR OSAGE FOR IMPROVEMENT OF RECREATIONAL OR GOVERNMENTAL SERVICES TO THE PUBLIC

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
WALTER S & EVAN C JONES FOUNDATION
ADDRESS:
2501 W 18TH AVE
EMPORIA, KS 66801
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR EDUCATIONAL & MEDICAL CARE GRANT PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PRIVATE 501(C)(3)
AMOUNT OF GRANT PAID ....1,840,000.

RECIPIENT NAME:
USD #421 - LYNDON
ADDRESS:
P.O. BOX 488
LYNDON, KS 66451
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT HONOR FLIGHT PROGRAM
FOUNDATION STATUS OF RECIPIENT:
EXEMPT - LOCAL GOV'T
AMOUNT OF GRANT PAID .... 13,640.

RECIPIENT NAME:
CAMP ALEXANDER OF EMPORIA LYON
COUNTY OF KANSAS, INC.
ADDRESS:
501 COMMERCIAL ST
EMPORIA, KS 66801
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT CAPITAL CAMPAIGN FOR NEW KITCHEN
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 41,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
KANZA RAIL - TRAILS CONSERVANCY, INC.
ADDRESS:
P.O. BOX 3863
TOPEKA, KS 66604
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR DEVELOPMENT OF FLINT HILLS NATURE TRAIL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 23,000.

RECIPIENT NAME:
SYMPHONY OF THE FLINT HILLS
ADDRESS:
311 COTTONWOOD AVE
STRONG CITY, KS 66869
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
'JOYFUL NOISE: MUSIC & PRAIRIE FAMILY CAMP'
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 150,000.

RECIPIENT NAME:
USD #454 - BURLINGAME
ADDRESS:
100 BLOOMQUIST DR, SUITE A
BURLINGAME, KS 66413
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HIGH SCHOOL TRACK IMPROVEMENTS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT - LOCAL GOV'T
AMOUNT OF GRANT PAID .... 67,029.

W.S. & E.C. JONES TESTAMENTARY TRUST 48-0674648
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
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RECIPIENT NAME:
HONOR FLIGHT
ADDRESS:
1336 ADAMS ST
LYNDON, KS 66451
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT FOR WWII VETERANS HONOR FLIGHT TRIP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 12,890.

RECIPIENT NAME:
USD #245 - LEROY/GRIDLEY
ADDRESS:
P.O. BOX 278
LEROY, KS 66857
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT FOR HONOR FLIGHT PROGRAM
FOUNDATION STATUS OF RECIPIENT:
EXEMPT - LOCAL GOV'T
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CITY OF READING
ADDRESS:
413 1ST ST
READING, KS 66868
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PURCHASE PLAYGROUND EQUIPMENT FOR CITY PARK
FOUNDATION STATUS OF RECIPIENT:
EXEMPT - MUNICIPALITY
AMOUNT OF GRANT PAID .... 85,974.

STATEMENT 21

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

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RECIPIENT NAME:
EMPORIA COMMUNITY FOUNDATION
aka BEAU ARNDT FOUNDATION
ADDRESS:
P.O. BOX 526
AMERICUS, KS 66835
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROJECT PLAYSCAPE FOR AMERICUS PARK
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 35,000.

RECIPIENT NAME:
OVERBROOK LIBRARY FOUNDATION, INC.
ADDRESS:
P.O. BOX 389
OVERBROOK, KS 66524
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT FOR RENOVATION & EXPANSION PROJECT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
CAMP WOODS YMCA
ADDRESS:
1101 CAMP WOOD RD
ELMDALE, KS 66850
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CAPITAL CAMPAIGN WATER SUPPLY PROJECT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 500,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

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RECIPIENT NAME:
EMPORIA ARTS COUNCIL
ADDRESS:
P.O. BOX 1227
EMPORIA, KS 66801
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT SMALL THEATRE, ART CLASSROOM, KITCHEN
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 93,350.

RECIPIENT NAME:
CITY OF GRIDLEY c/o GRIDLEY
COMMUNITY ASSOCIATION
ADDRESS:
P.O. BOX 182
GRIDLEY, KS 66852
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
DRAIN & REHABILITATE CITY LAKE
FOUNDATION STATUS OF RECIPIENT:
PC - MUNICIPALITY
AMOUNT OF GRANT PAID .... 115,560.

RECIPIENT NAME:
NEWMAN HOSPITAL REGIONAL HEALTH
FOUNDATION
ADDRESS:
1201 W 12TH AVE
EMPORIA, KS 66801
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CAPITAL CAMPAIGN FOR BREAST CARE CENTER
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 300,000.

STATEMENT 23

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
KANSAS STATE HISTORICAL SOCIETY
ADDRESS:
6425 SW 6TH AVE
TOPEKA, KS 66615
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT WILLIAM A. WHITE HISTORICAL SITE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
VILLAGES, INC. aka ALDERSGATE
VILLAGE
ADDRESS:
7220 SW ASBURY DR
TOPEKA, KS 66614
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RECOVERY CENTER AT OLIVE JONES HEALTH CENTER
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 200,000.

TOTAL GRANTS PAID: 3,607,443.

W.S. & E.C. JONES TESTAMENTARY TRUST 48-0674648

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

DESCRIPTION		AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
O&G ROYALTY INCOME	15	10848405.	
FARM RENTAL INCOME	16	555,733.	
ROW & DAMAGES	16	455,156.	
CALICHE SALES	16	24,664.	
AG SITE LEASE	16	1,030.	
ACCRETION DISCOUNT	15	1,049.	

FEDERAL FOOTNOTES

FORM 990-PF - PART VIII, LINE 1(B) - AVERAGE HOURS PER WEEK DEVOTED TO POSITION: THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2011

Name of estate or trust	Employer identification number
W.S. & E.C. JONES TESTAMENTARY TRUST	48-0674648

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

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

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

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-68,123.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-68,123.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					187,744.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	260,869.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	448,613.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2011**

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-68,123.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			448,613.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			380,490.

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

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:

a The loss on line 15, column (3) **or** b $3,000 . . . . . 16 ( )

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (Form 1041) 2011

W S & E.C JONES TESTAMENTARY TRUST
48-0674648
Balance Sheet
6/30/2012

Cusip	Asset	Units	Basis	Market Value
001055102	AFLAC INC	681 000	28,492 67	29,003.79
00130H105	AES CORP	2,224.000	27,598 49	28,533.92
00206R102	AT&T INC	1,711 000	47,250 47	61,014 26
002824100	ABBOTT LABS	814 000	41,357.30	52,478.58
007903107	ADVANCED MICRO DEVICES INC	3,226.000	19,498 27	18,484.98
018490102	ALLERGAN INC	266.000	21,552 33	24,623.62
020002AR2	ALLSTATE CORP	200,000.000	195,256 00	216,380.00
02209S103	ALTRIA GROUP INC	408.000	9,403 76	14,096.40
023135106	AMAZON COM INC	97 000	18,051.41	22,149.95
031162100	AMGEN INC	632.000	33,831 60	46,079.12
03524A108	ANHEUSER BUSCH INBEV SA/NV	251 000	17,313.62	19,992.15
037411105	APACHE CORP	400 000	37,954 34	35,156.00
037604105	APOLLO GROUP INC	776 000	30,905 94	28,083 44
037833100	APPLE INC	523.000	111,672 25	305,432 00
053332102	AUTOZONE INC	46.000	15,941.19	16,889 82
055921100	BMC SOFTWARE INC	695 000	22,759.37	29,662 60
056752108	BAIDU INC	416 000	22,616 63	47,831.68
064057BD3	BANK NEW YORK INC	50,000 000	49,915 00	57,920 00
075896100	BED BATH & BEYOND INC	428 000	26,852.55	26,450 40
084670702	BERKSHIRE HATHAWAY INC DEL	132 000	10,120 56	10,999.56
086516101	BEST BUY INC	548.000	13,575 60	11,486 08
09062X103	BIOGEN IDEC INC	364.000	38,282 09	52,554.32
09247X101	BLACKROCK INC	157 000	24,593 06	26,661 74
097014AH7	BOEING CAP CORP	100,000 000	99,878 00	102,815.00
101137107	BOSTON SCIENTIFIC CORP	4,389 000	25,297.74	24,885 63
10138MAG0	BOTTLING GROUP LLC	25,000 000	24,758 00	28,967.25
110122108	BRISTOL MYERS SQUIBB CO	717 000	23,761.45	25,776 15
111320107	BROADCOM CORP	816 000	28,988 04	27,548 16
125269100	CF INDS HLDGS INC	155 000	22,011.56	30,029 70
126650100	CVS CAREMARK CORP	769 000	31,499 71	35,935 37
134429109	CAMPBELL SOUP CO	836.000	27,864 60	27,905 68
14912L2Y6	CATERPILLAR FINL SVCS CORP	100,000 000	99,616.00	115,135.00
166764100	CHEVRON CORP	779.000	47,847 59	82,184 50
17275R102	CISCO SYS INC	2,702 000	48,266.37	46,393 34
172967424	CITIGROUP INC	440 000	13,249 28	12,060.40
172967CK5	CITIGROUP INC	100,000 000	100,699.00	104,276 00
18683K101	CLIFFS NAT RES INC	151 000	8,589 84	7,442 79
189754104	COACH INC	535 000	34,035 08	31,286.80
191216100	COCA COLA CO	238 000	11,519 73	18,609 22
19122T109	COCA-COLA ENTERPRISES INC	305 000	7,847 07	8,552 20
197199409	COLUMBIA ACORN FUND	18,308.949	550,000 00	544,508.14
19763T889	COLUMBIA INCOME OPPORTUNITIES	96,588 465	1,000,000.00	931,112 80
19765H362	COLUMBIA SHORT TERM BOND FUND	103,305 785	1,000,000 00	1,025,826 45
19765H586	COLUMBIA INTERNATIONAL VALUE	44,716.078	768,000.00	544,641.83
19765H677	COLUMBIA MULTI-ADVISOR INTL	68,561.654	1,071,906 57	740,465 86
19765J608	COLUMBIA MID CAP INDEX FUND	131,814 298	1,185,300.00	1,486,865 28
19765J814	COLUMBIA SMALL CAP INDEX FUND	63,666.057	1,115,300.00	1,087,416.25
19765N245	COLUMBIA DIVIDEND INCOME FUND	50,102.665	500,000 00	725,486 59
19765N468	COLUMBIA INTERMEDIATE BOND FUND	171,681.088	1,499,404 10	1,615,519.04
19765P166	COLUMBIA STRATEGIC INVESTOR	13,032 614	250,000 00	247,619 67
19765P232	COLUMBIA MID CAP GROWTH FUND	25,938 860	495,000 00	686,342.24

W.S. & E.C. JONES TESTAMENTARY TRUST
48-0674648
Balance Sheet
6/30/2012

Cusip	Asset	Units	Basis	Market Value
19765Y514	COLUMBIA VALUE AND	16,846.361	1,000,000.00	780,997.30
20030N101	COMCAST CORP	1,583 000	27,103 61	50,608.51
20825C104	CONOCOPHILLIPS	804 000	35,043 71	44,927 52
22541LAM5	CREDIT SUISSE FIRST BOSTON USA	100,000 000	100,239.00	104,808 00
231021106	CUMMINS INC	187.000	14,469 74	18,122.17
235851102	DANAHER CORP DEL	322 000	12,794.73	16,769 76
24422EQF9	DEERE JOHN CAP CORP	50,000 000	49,435.00	59,478 50
25179M103	DEVON ENERGY CORP NEW	65 000	4,426 96	3,769.35
25271C102	DIAMOND OFFSHORE DRILLING INC	66.000	3,734 52	3,902.58
254709108	DISCOVER FINL SVCS	997 000	8,607 93	34,476 26
25470F104	DISCOVERY COMMUNICATIONS INC	38 000	1,909 12	2,052 00
25490A101	DIRECTV	713.000	24,317.98	34,808 66
256677105	DOLLAR GEN CORP	155 000	8,464 38	8,430 45
256746108	DOLLAR TREE INC	186 000	7,789.77	10,006 80
263534BK4	DU PONT E I DE NEMOURS & CO	100,000.000	101,979 00	101,547.00
26483E100	DUN & BRADSTREET CORP DEL NEW	373 000	24,763 03	26,546 41
268648102	EMC CORP	1,909.000	48,085.70	48,927 67
277432100	EASTMAN CHEM CO	454 000	20,027 25	22,867 98
29364G103	ENTERGY CORP NEW	427 000	30,721 02	28,989 03
294429105	EQUIFAX INC	241 000	10,964 10	11,230 60
30219G108	EXPRESS SCRIPTS HLDG CO	925 000	52,806.15	51,642 75
30231G102	EXXON MOBIL CORP	1,108 000	70,080.25	94,811 56
3128X2TM7	FEDERAL HOME LN MTG CORP	25,000.000	24,894.00	26,831 25
35671D857	FREEPORT-MCMORAN COPPER &	964 000	43,024.13	32,843 48
364760108	GAP INC DEL	439 000	11,614.01	12,011 04
369550108	GENERAL DYNAMICS CORP	330.000	22,512.13	21,766.80
369550AM0	GENERAL DYNAMICS CORP	125,000 000	124,530.50	141,898.75
369604103	GENERAL ELEC CO	1,413.000	19,088 86	29,446 92
38259P508	GOOGLE INC	112 000	67,234.62	64,967 84
384802104	GRAINGER W W INC	118.000	23,559.96	22,566.32
406216101	HALLIBURTON CO	1,207 000	46,472 02	34,266 73
416515104	HARTFORD FINL SVCS GROUP INC	146 000	2,415.34	2,573 98
427866108	HERSHEY CO	50 000	1,843 66	3,601.50
437076102	HOME DEPOT INC	1,483.000	69,874.24	78,584.17
440452100	HORMEL FOODS CORP	480 000	13,803 22	14,601 60
444859102	HUMANA INC	355 000	28,258 36	27,491.20
452308109	ILLINOIS TOOL WKS INC	597.000	30,291.42	31,575.33
458140100	INTEL CORP	277.000	5,692 34	7,382.05
459200101	INTERNATIONAL BUSINESS MACHS	189.000	15,236.96	36,964.62
464287176	ISHARES	5,143.000	498,493.93	615,617 10
464287226	ISHARES	8,500.000	852,516.75	946,050.00
464287234	ISHARES MSCI EMERGING MKTS INDEX	37,581 000	1,422,592.30	1,470,732 44
464287465	ISHARES MSCI EAFE INDEX	22,615.000	1,139,941 36	1,129,845.40
464287598	ISHARES RUSSELL 1000 VALUE INDEX	8,483.000	728,265 40	578,710 26
464287614	ISHARES RUSSELL 1000 GROWTH	13,195.000	700,595 53	834,319.85
464287655	ISHARES RUSSELL 2000 INDEX	9,911 000	450,184 31	788,519.16
46625H100	J P MORGAN CHASE & CO	1,720 000	66,774 47	61,455 60
478160104	JOHNSON & JOHNSON	469 000	28,600 14	31,685.64
494368103	KIMBERLY CLARK CORP	101.000	5,258 31	8,460.77
494368AX1	KIMBERLY CLARK CORP	100,000.000	101,178.00	104,938 00
49456B101	KINDER MORGAN INC DEL	969 000	36,066.57	31,221.18

W.S. & E.C. JONES TESTAMENTARY TRUST
48-0674648
Balance Sheet
6/30/2012

Cusip	Asset	Units	Basis	Market Value
501044101	KROGER CO	1,172 000	27,644 18	27,178.68
518439104	LAUDER ESTEE COS INC	359.000	11,738.46	19,429.08
532457108	LILLY ELI & CO	892 000	31,281 35	38,275 72
532457AX6	LILLY ELI & CO	200,000.000	191,970 00	226,652 00
532716107	LIMITED BRANDS INC	570 000	26,672 43	24,242 10
534187109	LINCOLN NATL CORP IND	1,211.000	26,647.11	26,484.57
53578A108	LINKEDIN CORP	143.000	13,554.86	15,196 61
539830109	LOCKHEED MARTIN CORP	370 000	27,563.04	32,219.60
544147101	LORILLARD INC	232.000	17,719 12	30,612 40
550021109	LULULEMON ATHLETICA INC	265 000	15,792.69	15,801 95
55616P104	MACYS INC	821.000	31,920 08	28,201.35
565849106	MARATHON OIL CORP	1,211.000	30,296 61	30,965.27
57636Q104	MASTERCARD INC	97 000	34,229 65	41,720.67
580135101	MCDONALDS CORP	377.000	20,316 27	33,375.81
580645109	MCGRAW HILL COS INC	621 000	28,880 29	27,945 00
58155Q103	MCKESSON CORP	224 000	20,048 05	21,000 00
582839106	MEAD JOHNSON NUTRITION CO	478.000	29,903.28	38,483.78
589331AH0	MERCK & CO INC	100,000 000	100,686 00	102,423 00
58933Y105	MERCK & CO INC	1,475.000	52,250.89	61,581 25
59156R108	METLIFE INC	1,109 000	37,669 55	34,212 65
594918104	MICROSOFT CORP	2,951.000	78,185 87	90,271.09
61166W101	MONSANTO CO	541.000	26,001.49	44,783.98
615369105	MOODYS CORP	550 000	20,669 53	20,102.50
637071101	NATIONAL OILWELL VARCO INC	1,049.000	60,707 59	67,597.56
654106103	NIKE INC	488 000	26,552 44	42,836.64
666807102	NORTHROP GRUMMAN CORP	495 000	29,950 89	31,576 05
67103H107	O REILLY AUTOMOTIVE INC	265.000	16,290 68	22,199.05
674599105	OCCIDENTAL PETE CORP DEL	345 000	33,848 50	29,590 65
682680103	ONEOK INC NEW	630.000	26,308 58	26,655 30
68389X105	ORACLE CORP	1,945 000	47,384 47	57,766.50
693390700	PIMCO TOTAL RETURN FUND	58,344.478	600,000.00	659,292 60
693506107	PPG INDS INC	127.000	11,684 33	13,477.24
701094104	PARKER HANNIFIN CORP	369.000	30,228 50	28,368 72
713448108	PEPSICO INC	23 000	1,561 13	1,625.18
717081103	PFIZER INC	3,306.000	63,100.93	76,038.00
717081AQ6	PFIZER INC	100,000.000	99,932 00	114,962.00
718172109	PHILIP MORRIS INTL INC	794 000	32,940 85	69,284 44
724479100	PITNEY BOWES INC	1,561.000	34,443 40	23,368.17
724479AG5	PITNEY BOWES INC	100,000 000	100,635.00	103,030 00
74005P104	PRAXAIR INC	311.000	21,021.16	33,815 03
740189105	PRECISION CASTPARTS CORP	214 000	28,153 41	35,200 86
741503403	PRICELINE COM INC	83 000	18,296 60	55,155.16
742718109	PROCTER & GAMBLE CO	283 000	16,770.08	17,333.75
744320102	PRUDENTIAL FINL INC	531 000	32,405 60	25,716 33
744573106	PUBLIC SVC ENTERPRISE GROUP	947.000	27,095.02	30,777 50
747525103	QUALCOMM INC	1,185 000	66,455.43	65,980 80
755111507	RAYTHEON CO	562 000	23,026.40	31,803.58
778296103	ROSS STORES INC	492 000	18,967.79	30,735 24
78387GAL7	SBC COMMUNICATIONS INC	100,000.000	97,394 00	115,778 00
78442P106	SLM CORP	1,783 000	26,622 90	28,010.93
78462F103	SPDR S&P 500 ETF TR	6,986.000	651,432 23	950,829.53

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Cusip	Asset	Units	Basis	Market Value
78467Y107	SPDR S&P MIDCAP 400 ETF TR	4,902.000	450,804 71	839,712 60
786514208	SAFEWAY INC	660 000	13,145 18	11,979 00
855244109	STARBUCKS CORP	821 000	27,167.76	43,775 72
85590A401	STARWOOD HOTELS & RESORTS	287.000	5,712 15	15,222 48
872540109	TJX COS INC NEW	2,826 000	63,876 67	121,320 18
87612EAP1	TARGET CORP	100,000.000	99,339 00	117,954.00
88579Y101	3M CO	178.000	14,665 83	15,948.80
902494103	TYSON FOODS INC	1,307 000	24,543 30	24,610 81
902973304	US BANCORP DEL	1,660.000	42,712.33	53,385 60
907818108	UNION PAC CORP	296 000	10,678 54	35,315.76
911312106	UNITED PARCEL SVC INC	575 000	38,971 37	45,287.00
912828DV9	UNITED STATES TREAS NT	300,000 000	305,226.56	331,524 00
912828HR4	UNITED STATES TREAS NT	200,000.000	194,203 13	228,828 00
91324P102	UNITEDHEALTH GROUP INC	225.000	12,734.68	13,162.50
91913Y100	VALERO ENERGY CORP NEW	1,276 000	28,678 61	30,815.40
92343V104	VERIZON COMMUNICATIONS INC	1,407 000	45,406 50	62,527 08
92826C839	VISA INC	362 000	31,180 85	44,754.06
928563402	VMWARE INC	167.000	17,008 54	15,203 68
92976GAA9	WACHOVIA BK NATL ASSN	100,000.000	99,808.00	109,085 00
931142103	WAL-MART STORES INC	1,014 000	53,027 83	70,696 08
949746101	WELLS FARGO & CO	3,618.000	105,829 37	120,985 92
949746879	WELLS FARGO & CO NEW	376 000	7,591 24	11,355.20
949746CL3	WELLS FARGO & CO NEW	100,000.000	101,262 00	100,696 00
983134107	WYNN RESORTS LTD	371 000	42,976 06	38,480.12
988498101	YUM BRANDS INC	872.000	45,894.09	56,174 24
98956P102	ZIMMER HLDGS INC	240 000	13,030 95	15,446.40
G1151C101	ACCENTURE PLC	593.000	32,036.83	35,633 37
G491BT108	INVESCO LTD	737 000	15,993 12	16,656 20
H89128104	TYCO INTL LTD	605 000	24,503 71	31,974 25
M22465104	CHECK POINT SOFTWARE TECH LTD	430.000	24,643.56	21,323 70
990460065	1584.52 ACRES WS & EC JONES	100.000	82,980.00	1,443,000 00
990460073	501.46 AC JONES K15/16	100.000	30,087 00	377,100 00
990460081	4444 11A JONES K17,K22,K23,K24	100.000	266,526 60	3,599,500 00
990901381	3771.57A WS & EC JONES TR K12	100 000	226,294 20	3,231,900 00
990901407	320A WS & EC JONES TR K20	100.000	19,200 00	319,200 00
990901423	480 ACRES WS & EC JONES TR K21	100 000	25,200.00	414,800.00
990906976	640A WS & EC JONES TR K1&K25	100 000	156,146 00	738,600 00
990906984	300 11A WS & EC JONES TR K6	100.000	18,006.60	310,000 00
990906992	320A WS & EC JONES TR K4	100 000	19,200 00	339,800 00
990907008	147 96A WS & EC JONES TR K5	100 000	8,137 80	157,400 00
990907016	320A WS & EC JONES TR K7A	100 000	18,400 00	335,200.00
990907024	720A WS&EC JONES TR K8	100 000	41,400.00	761,000.00
990907032	320A WS&EC JONES K9	100.000	19,200.00	339,800 00
990907040	240A WS&EC JONES K11	100 000	12,829.40	164,200 00
990907057	160A WS&EC JONES K10	100 000	9,600 00	171,000 00
990907065	638A WS & EC JONES TR K2	100.000	37,920 00	680,800 00
990907073	480A WS & EC JONES TR K7	100 000	26,400 00	492,500 00
990907099	237A WS&EC JONES K3	100.000	14,340 00	250,000 00
990911877	160A WS & EC JONES TR K18	100 000	9,600 00	146,300.00
990911885	320 ACRES WS & EC JONES	100 000	19,200 00	304,000 00

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Cusip	Asset	Units	Basis	Market Value
990912537	40A WS&EC JONES T4	100 000	2,920 00	20,000.00
990912545	640A WS&EC JONES T5	100 000	0 00	335,000 00
990912552	100A WS&EC JONES T3	100 000	1 00	50,000.00
990912560	11840A WS&EC JONES BLACK CAMP	100 000	1.00	6,500,000 00
990912578	9394 8A JONES HIGGINS CAMP	100 000	46,394 29	5,050,000 00
990913428	7629A JONES 12 SECTION CAMP	100 000	242,152 51	4,100,000 00
990913436	10683.50A JONES DREYFOOS CAMP	100.000	1.00	5,250,000.00
	Real Estate - Farm Rental Properties		1,352,137 40	
	Capitalized Improvements		365,982.76	
			1,718,120.16	
	Less. Accumulated Depreciation		344,497.00	
	NET REAL ESTATE		1,373,623.16	
903685400	OIL GAS OR OTHER MINERALS	1 000	1 00	25,524,327.00
	Cash/Cash Equivalent	13,691,149.030	13,691,149 03	13,691,149 03
		Totals.	39,396,286 39	101,894,594.64