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INTERNAL REVENUE SERVICE

Form **990-PF**

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

OMB No 1545-0052

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning 7/01, 2011, and ending 6/30, 2012

Harry S. & Isabel C. Cameron Foundation
Bank of America, N.A., PO Box 831041
Dallas, TX 75283-1041

A Employer identification number
74-6073312

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

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

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

G Check all that apply ☐ Initial return ☐ Initial Return of a former public charity
☐ Final return ☐ Amended return
☒ Address change ☐ Name change

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 32,159,181.

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)				
2 Ck ☒ if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	373.	373.	N/A	
4 Dividends and interest from securities	818,656.	818,656.		
5a Gross rents	269,625.	269,625.		
b Net rental income or (loss)	164,325.			
6a Net gain/(loss) from sale of assets not on line 10	686,286.			
b Gross sales price for all assets on line 6a	10,903,724.			
7 Capital gain net income (from Part IV, line 2)		686,286.		
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/(loss) (att sch)				
11 Other income (attach schedule)				
See Statement 1	312.	312.		
12 Total. Add lines 1 through 11	1,775,252.	1,775,252.		
13 Compensation of officers, directors, trustees, etc	67,368.	40,421.		26,947.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)	7,240.			7,240.
c Other prof fees (attach sch)	85,485.	55,485.		30,000.
d Interest				
18 Taxes (attach schedule)(see instrs)	46,043.	7,406.		
19 Depreciation (attach sch) and depletion	65,091.	65,091.		
20 Occupancy				
21 Travel, conferences, and meetings	16,999.			16,999.
22 Printing and publications	6,882.			6,882.
23 Other expenses (attach schedule)	6,026.	6,026.		
See Statement 5				
24 Total operating and administrative expenses. Add lines 13 through 23	301,134.	174,429.		88,068.
25 Contributions, gifts, grants paid Part XV	1,435,600.			1,435,600.
26 Total expenses and disbursements. Add lines 24 and 25	1,736,734.	174,429.		1,523,668.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	38,518.			
b Net investment income (if negative, enter -0-)		1,600,823.		
c Adjusted net income (if negative, enter -0-)				

ENVELOPE
POSTMARK DATE
MAY 15 2013

SCANNED MAY 21 2013
ADMINISTRATIVE
EXPENSES

9-14 18

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	1,013,096.	721,419.	721,471.
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U.S. and state government obligations (attach schedule) Statement 6	5,680,242.	5,628,495.	5,914,872.
	b	Investments — corporate stock (attach schedule) Statement 7	12,619,128.	10,577,322.	12,929,737.
	c	Investments — corporate bonds (attach schedule) Statement 8	5,714,314.	6,990,717.	7,369,601.
LIABILITIES	11	Investments — land, buildings, and equipment basis	4,431,749.		
		Less accumulated depreciation (attach schedule) See Stmt 9	793,514.	3,638,235.	4,760,000.
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule) Statement 10	542,364.	493,431.	463,500.
	14	Land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule)			
	15	Other assets (describe)			
	16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I.)	28,011,101.	28,049,619.	32,159,181.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
FUNDS	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSET 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			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	28,011,101.	28,049,619.	
	30	Total net assets or fund balances (see instructions)	28,011,101.	28,049,619.	
	31	Total liabilities and net assets/fund balances (see instructions)	28,011,101.	28,049,619.	

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	28,011,101.
2	Enter amount from Part I, line 27a	2	38,518.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	28,049,619.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	28,049,619.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Publicly-traded securities		P	Various	Various
b Passthrough K-1 Capital Gain		P	Various	Various
c Capital gain distributions		P	Various	Various
d Securities litigation income		P	Various	Various
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 10,880,853.		10,217,438.	663,415.
b 6,741.			6,741.
c 16,050.			16,050.
d 80.			80.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			663,415.
b			6,741.
c			16,050.
d			80.
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

686,286.

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

0.

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 (column (b) divided by column (c))
2010	1,985,216.	32,351,958.	0.061363
2009	2,187,319.	30,873,008.	0.070849
2008	2,325,925.	29,791,945.	0.078072
2007	2,830,965.	38,456,856.	0.073614
2006	2,258,763.	36,885,658.	0.061237

2 Total of line 1, column (d)

2

0.345135

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

0.069027

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4

31,792,052.

5 Multiply line 4 by line 3

5

2,194,510.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

16,008.

7 Add lines 5 and 6

7

2,210,518.

8 Enter qualifying distributions from Part XII, line 4

8

1,523,668.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	32,016.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	32,016.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	32,016.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	29,500.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	6,464.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	35,964.	
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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,948.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TX		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>None</u>	13	X	
14	The books are in care of <u>Dennis Young, U.S. Trust</u> Telephone no <u>713-247-7852</u> Located at <u>PO Box 1939 Houston TX</u> ZIP + 4 <u>77251-9833</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	N/A	☐	N/A
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	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 <u>None</u>				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		X
Organizations relying on a current notice regarding disaster assistance check here <u>None</u>		
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?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No	
If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ Nob 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 N/A

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?

N/A ☐ 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

6b X

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

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

7b

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

N/A

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 11		67,368.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	27,134,671.
b	Average of monthly cash balances	1b	1,090,949.
c	Fair market value of all other assets (see instructions)	1c	4,050,575.
d	Total (add lines 1a, b, and c)	1d	32,276,195.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	32,276,195.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	484,143.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31,792,052.
6	Minimum investment return. Enter 5% of line 5	6	1,589,603.

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	1,589,603.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	32,016.
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	32,016.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,557,587.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,557,587.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,557,587.

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	1,523,668.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,523,668.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,523,668.

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.

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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				1,557,587.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	463,628.			
b From 2007	949,744.			
c From 2008	856,332.			
d From 2009	663,693.			
e From 2010	420,070.			
f Total of lines 3a through e	3,353,467.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,523,668.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2011 distributable amount				1,523,668.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	33,919.			33,919.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,319,548.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	429,709.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,889,839.			
10 Analysis of line 9.				
a Excess from 2007	949,744.			
b Excess from 2008	856,332.			
c Excess from 2009	663,693.			
d Excess from 2010	420,070.			
e Excess from 2011				

N/A

(4) Gross investment income.

[illegible]

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See attached	N/A	Public	See attached	1,435,600.
Total			3a	1,435,600.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	373.	
4	Dividends and interest from securities			14	818,656.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property			16	164,325.	
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	686,286.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a	K-1 Income			14	312.	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				1,669,952.	
13	Total. Add line 12, columns (b), (d), and (e)				13	1,669,952.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Harry S. & Isabel C. Cameron Foundation

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
K-1 Income	\$ 312.	\$ 312.	
Total	<u>\$ 312.</u>	<u>\$ 312.</u>	<u>0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax compliance services	\$ 7,240.			\$ 7,240.
Total	<u>\$ 7,240.</u>	<u>\$ 0.</u>		<u>\$ 7,240.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
External investment advisors	\$ 17,008.	\$ 17,008.		
Grants advisor	30,000.			\$ 30,000.
Real estate property management fees	38,477.	38,477.		
Total	<u>\$ 85,485.</u>	<u>\$ 55,485.</u>		<u>\$ 30,000.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax	\$ 38,637.			
Foreign tax	7,406.	\$ 7,406.		
Total	<u>\$ 46,043.</u>	<u>\$ 7,406.</u>		<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
K-1 expenses	\$ 4,249.	\$ 4,249.		
Other expenses	53.	53.		
Rental Expenses	1,724.	1,724.		
Total	\$ 6,026.	\$ 6,026.		\$ 0.

Statement 6
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

<u>U.S. Government Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
US Govt Obligations	Cost	\$ 5,628,495.	\$ 5,914,872.
		\$ 5,628,495.	\$ 5,914,872.
Total		\$ 5,628,495.	\$ 5,914,872.

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate stock - see attached	Cost	\$ 10,577,322.	\$ 12,929,737.
	Total	\$ 10,577,322.	\$ 12,929,737.

Statement 8
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate bonds - see attached	Cost	\$ 6,990,717.	\$ 7,369,601.
	Total	\$ 6,990,717.	\$ 7,369,601.

Harry S. & Isabel C. Cameron Foundation

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Statement 9
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Buildings	\$ 2,538,549.	\$ 793,514.	\$ 1,745,035.	\$ 2,631,615.
Land	1,893,200.		1,893,200.	2,128,385.
Total	<u>\$ 4,431,749.</u>	<u>\$ 793,514.</u>	<u>\$ 3,638,235.</u>	<u>\$ 4,760,000.</u>

Statement 10
Form 990-PF, Part II, Line 13
Investments - Other

Other Investments	Valuation Method	Book Value	Fair Market Value
DB Commodity Index Tracking Fund	Cost	\$ 493,431.	\$ 463,500.
Total		<u>\$ 493,431.</u>	<u>\$ 463,500.</u>

Statement 11
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
David W. Cameron PO Box 831041 Dallas, TX 75283-1041	Trustee 1.00	\$ 0.	\$ 0.	\$ 0.
Sylvia Joan Cameron PO Box 831041 Dallas, TX 75283-1041	Trustee 2.00	0.	0.	0.
Frances C. Miller PO Box 831041 Dallas, TX 75283-1041	Trustee 1.00	0.	0.	0.
Shirley Cameron Davis PO Box 831041 Dallas, TX 75283-1041	Trustee 1.00	0.	0.	0.
Eva Langley PO Box 831041 Dallas, TX 75283-1041	Trustee 2.00	0.	0.	0.
U.S. Trust, Bank of America PO Box 1939 Houston, TX 77251	Trustee 1.00	67,368.	0.	0.
Total		<u>\$ 67,368.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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.

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2011 Federal Book Summary Depreciation Schedule

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Harry S. & Isabel C. Cameron Foundation

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No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus. Pct.	Cur 179/ SDA	Prior 179/ SDA/ Depr	Method	Life	Current Depr
Rental Activity - Rental Property										
Buildings										
2	TX Veterans Memorial Bldg	10/19/99		2,538,549			728,422	S/L	39	65,091
	Total Buildings			2,538,549		0	728,422			65,091
Land										
1	TX Veterans Memorial Land	10/19/99		631,831						0
3	4701 Washington Ave. Land	2/01/12		1,261,369						0
	Total Land			1,893,200		0	0			0
	Total Depreciation			4,431,749		0	728,422			65,091
	Grand Total Depreciation			4,431,749		0	728,422			65,091

Settlement Date

Portfolio Detail

June 01, 2012 through June 30, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash Equivalents									
125,954.180	BOFA CASH RESERVES TRUST CLASS (Income Investment)	097100788	\$125,954.18	\$12.36	\$125,954.18	1.000	\$0.00	\$86.91	0.06%
595,465.220	BOFA CASH RESERVES TRUST CLASS	097100788	595,465.22	39.57	595,465.22	1.000	0.00	410.87	0.06
	Total Cash Equivalents		\$721,419.40	\$51.93	\$721,419.40		\$0.00	\$497.78	0.06%
	Total Cash/Currency		\$721,419.40	\$51.93	\$721,419.40		\$0.00	\$497.78	0.06%

TEL = Telecommunication Services
UTL = Utilities

IFT = Information Technology
MAT = Materials
OEQ = Other Equities

FIN = Financials
HEA = Health Care
IND = Industrials

CND = Consumer Discretionary
CNS = Consumer Staples
ENR = Energy

(2) Industry Sector Codes

U.S. Large Cap

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
389.000	ALEXION PHARMACEUTICALS INC Ticker: ALXN	015351109 HEA	\$38,627.70	\$0.00	\$18,641.04	47.920	\$19,986.66	\$0.00	0.00%
431.000	ALLERGAN INC Ticker: AGN	018490102 HEA	39,897.67	0.00	31,838.75	73.872	8,058.92	86.20	0.21
3,354.000	ALTRIA GROUP INC Ticker: MO	02209S103 CNS	115,880.70	1,375.14	51,057.93	15.223	64,822.77	5,500.56	4.74
276.000	AMAZON COM INC Ticker: AMZN	023135106 CND	63,024.60	0.00	42,899.56	155.433	20,125.04	0.00	0.00
6,460.449	ASTON MONTAG & CALDWELL GROWTH FUND CL1	00078H281 OEQ	160,542.16	0.00	140,310.78	21.718	20,231.38	1,233.95	0.76
2,998.000	AT&T INC Ticker: T	00206R102 TEL	106,908.68	0.00	71,372.83	23.807	35,535.85	5,276.48	4.93
393.000	BIOGEN IDEC INC Ticker: BIIB	09062X103 HEA	56,741.34	0.00	37,381.45	95.118	19,359.89	0.00	0.00

(1) Market Value in the Portfolio Detail section does not include Accrued Income

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Settlement Date

Portfolio Detail

June 01, 2012 through June 30, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap (cont)									
993.000	BOEING CO Ticker: BA	097023105 IND	73,779.90 74.300	0.00	43,751.18 44.060		30,028.72	1,747.68	2.36
2,465.000	BRISTOL MYERS SQUIBB CO Ticker: BMY	110122108 HEA	88,616.75 35.950	0.00	50,470.37 20.475		38,146.38	3,352.40	3.78
646.000	CELGENE CORP Ticker: CELG	151020104 HEA	41,447.36 64.160	0.00	35,736.70 55.320		5,710.66	0.00	0.00
940.000	CHEVRON CORP Ticker: CVX	166764100 ENR	99,170.00 105.500	0.00	59,455.00 63.250		39,715.00	3,384.00	3.41
86.000	CHIPOTLE MEXICAN GRILL INC CLA COM Ticker: CMG	169656105 CND	32,675.70 379.950	0.00	25,425.68 295.647		7,250.02	0.00	0.00
829.000	COGNIZANT TECHNOLOGY SOLUTIONS CLA Ticker: CTSH	192446102 IFT	49,740.00 60.000	0.00	52,174.34 62.936		-2,434.34	0.00	0.00
127,484.012	COLUMBIA DIVIDEND INCOME FUND CLASS Z SHARES Ticker: GSFT X	19765N245 OEQ	1,845,968.49 14.480	0.00	1,725,000.00 13.531		120,968.49	47,296.57	2.56
104,086.052	COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES Ticker: UMLG X	19765Y688 OEQ	1,328,138.02 12.760	0.00	1,169,416.97 11.235		158,721.05	0.00	0.00
1,797.000	CONOCOPHILLIPS Ticker: COP	20825C104 ENR	100,416.36 55.880	0.00	77,296.91 43.014		23,119.45	4,744.08	4.72
1,164.000	DOMINION RES INC VA NEW Ticker: D	25748U109 UTL	62,856.00 54.000	0.00	49,198.44 42.267		13,657.56	2,456.04	3.90
1,746.000	DU PONT E I DE NEMOURS & CO Ticker: DD	263534109 MAT	88,295.22 50.570	0.00	59,176.65 33.893		29,118.57	3,003.12	3.40
1,761.000	EMC CORP Ticker: EMC	268648102 IFT	45,134.43 25.630	0.00	39,056.35 22.179		6,078.08	0.00	0.00
380.000	EOG RES INC Ticker: EOG	26875P101 ENR	34,241.80 90.110	0.00	34,127.64 89.810		114.16	258.40	0.75
479.000	FRANKLIN RES INC Ticker: BEN	354613101 FIN	53,164.21 110.886	129.33	51,677.37 107.886		1,486.84	517.32	0.97

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Settlement Date

Portfolio Detail

June 01, 2012 through June 30, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap (cont)									
4,770,000	GENERAL ELECT CO Ticker: GE	369604103 IND	99,406.80 20.840	810.90	46,555.20 9.760	52,851.60	3,243.60	3.26	
79,000	GOOGLE INC CL A COM Ticker: GOOG	38259P508 IFT	45,825.53 580.070	0.00	45,055.27 570.320	770.26	0.00	0.00	
1,853,000	HEINZ H J CO Ticker: HJ	423074103 CNS	100,766.14 54.380	954.30	62,446.10 33.700	38,320.04	3,817.18	3.78	
3,548,000	INTEL CORP Ticker: INTC	458140100 IFT	94,554.20 26.650	0.00	70,148.76 19.771	24,405.44	2,980.32	3.15	
1,459,000	J.P. MORGAN CHASE & CO Ticker: JPM	46625H100 FIN	52,130.07 35.730	0.00	65,781.51 45.087	-13,651.44	1,750.80	3.35	
1,593,000	JOHNSON & JOHNSON Ticker: JNJ	478160104 HEA	107,623.08 67.560	0.00	83,902.05 52.669	23,721.03	3,886.92	3.61	
1,239,000	KIMBERLY CLARK CORP Ticker: KMB	494368103 CNS	103,791.03 83.770	916.86	68,793.41 55.523	34,997.62	3,667.44	3.53	
2,698,000	KRAFT FOODS INC CL A COM Ticker: KFT	50075N104 CNS	104,196.76 38.620	782.42	60,323.04 22.358	43,873.72	3,129.68	3.00	
1,021,000	LAS VEGAS SANDS CORP Ticker: LVS	517834107 CND	44,403.29 43.490	0.00	42,145.40 41.279	2,257.89	1,021.00	2.29	
738,000	LAUDER ESTEE COS INC CL A Ticker: EL	518439104 CNS	39,940.56 54.120	0.00	26,001.52 35.232	13,939.04	387.45	0.97	
2,654,000	LILLY ELI & CO Ticker: LLY	532457108 HEA	113,883.14 42.910	0.00	82,336.62 31.024	31,546.52	5,201.84	4.56	
429,000	LINKEDIN CORP CL A COM Ticker: LNKD	53578A108 IFT	45,589.83 106.270	0.00	47,586.23 110.924	-1,996.40	0.00	0.00	
644,000	LULULEMON ATHLETICA INC Ticker: LULU	550021109 CND	38,401.72 59.630	0.00	31,383.81 48.733	7,017.91	0.00	0.00	
511,000	MCKESSON CORP Ticker: MCK	58155Q103 HEA	47,906.25 93.750	102.20	39,459.69 77.221	8,446.56	408.80	0.85	

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Settlement Date

Portfolio Detail

June 01, 2012 through June 30, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap (cont)								
2,713,000	MERCK & CO INC NEWCOM Ticker: MRK	58833Y105 HEA	113,267.75 41.750	1,139.46	87,501.76 32.253	25,765.99	4,557.84	4.02
3,247,000	MICROSOFT CORP Ticker: MSFT	594918104 IFT	99,325.73 30.590	0.00	72,439.49 22.310	26,886.24	2,597.60	2.61
1,406,000	NEXTERA ENERGY INC Ticker: NEE	65339F101 UTL	96,746.86 68.810	0.00	66,099.29 47.012	30,647.57	3,374.40	3.48
1,030,000	PHILIP MORRIS INTL INC Ticker: PM	718172109 CNS	89,877.80 87.260	793.10	32,158.88 31.222	57,718.92	3,172.40	3.53
248,000	PRECISION CASTPARTS CORP Ticker: PCP	740189105 IND	40,793.52 164.490	7.44	32,729.60 131.974	8,063.92	29.76	0.07
78,000	PRICELINE.COM INC COM NEW Ticker: PCN	741503403 CND	51,832.56 664.520	0.00	17,147.98 219.846	34,684.58	0.00	0.00
698,000	QUALCOMM INC Ticker: QCOM	747525103 IFT	38,864.64 55.680	0.00	33,716.55 48.305	5,148.09	698.00	1.79
1,680,000	RAYTHEON CO COM NEW Ticker: RTN	755111507 IND	95,071.20 56.590	0.00	88,517.86 52.689	6,553.34	3,360.00	3.53
463,000	SALESFORCE.COM INC Ticker: CRM	79466L302 IFT	64,014.38 138.260	0.00	57,848.93 124.944	6,165.45	0.00	0.00
6,500,000	SPDR S&P 500 ETF TR UNIT SER 1 Ticker: SPY	78462F103 OEQ	884,682.50 136.105	4,473.69	830,266.23 127.733	54,416.27	17,530.50	1.98
1,382,000	TRAVELERS COS INC Ticker: TRV	89417E109 FIN	88,226.88 63.840	0.00	54,783.59 39.641	33,443.29	2,542.88	2.88
2,142,000	VERIZON COMMUNICATIONS INC Ticker: VZ	92343V104 TEL	95,190.48 44.440	0.00	61,292.54 28.615	33,897.94	4,284.00	4.50
371,000	VISA INC CL A COM Ticker: V	92825C839 FIN	45,866.73 123.630	0.00	34,274.15 92.383	11,592.58	326.48	0.71
649,000	YUM BRANDS INC Ticker: YUM	988498101 CND	41,808.58 64.420	0.00	41,521.38 63.977	287.20	739.86	1.77

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Settlement Date

Portfolio Detail

June 01, 2012 through June 30, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap (cont)									
850,000	3M CO	88579Y101	76,160.00	0.00	40,460.00	40,460.00	35,700.00	2,006.00	2.63
	Ticker: MMM	IND	89,600		47,600				
	Total U.S. Large Cap		\$7,485,415.10	\$11,484.84	\$6,188,142.78		\$1,297,272.32	\$153,571.55	2.05%
U.S. Mid Cap									
82,000	AFFILIATED MANAGERS GROUP	008252108	\$8,974.90	\$0.00	\$9,371.42	\$9,371.42	-\$396.52	\$0.00	0.00%
	Ticker: AMG	FIN	109,450		114,286				
292,000	AKAMAI TECHNOLOGIES INC	00971T101	9,271.00	0.00	9,960.76	9,960.76	-689.76	0.00	0.00
	Ticker: AKAM	IFT	31,750		34,112				
205,000	AMETEK INC NEW	031100100	10,231.55	0.00	10,177.24	10,177.24	54.31	49.20	0.48
	Ticker: AME	IND	49,910		49,645				
145,000	ANSYS INC	036620105	9,150.95	0.00	9,582.79	9,582.79	-431.84	0.00	0.00
	Ticker: ANSS	IFT	63,110		66,088				
488,000	BAIDU INC	055752108	56,110.24	0.00	33,534.85	33,534.85	22,575.39	0.00	0.00
	SPONSORED ADR REPSTG ORD SHS	IFT	114,980		68,719				
	CAYMAN ISLANDS								
	Ticker: BIDU								
277,000	BEAEROSPACE INC	073302101	12,093.82	0.00	12,902.64	12,902.64	-808.82	0.00	0.00
	Ticker: BEAV	IND	43,660		46,580				
161,000	CATALYST HEALTH SOLUTIONS INC	148886103	15,043.84	0.00	13,231.21	13,231.21	1,812.63	0.00	0.00
	Ticker: CHSI	HEA	93,440		82,181				
10,177,660	COLUMBIA ACORN FUND	197199409	302,683.61	0.00	200,705.59	200,705.59	101,978.02	844.75	0.27
	CLASS Z SHARES	OEQ	29,740		19,720				
	Ticker: ACRN X								
4,598,364	COLUMBIA MID CAP GROWTH FUND	19765P232	121,672.71	0.00	70,218.95	70,218.95	51,453.76	41.39	0.03
	CLASS Z SHARES	OEQ	26,460		15,270				
	Ticker: CLSP X								
61,464,729	COLUMBIA MID CAP INDEX FUND	19765J608	693,322.14	0.00	452,099.16	452,099.16	241,222.98	7,498.70	1.08
	CLASS Z SHARES	OEQ	11,280		7,355				
	Ticker: NMIPAX								
297,000	COMERICA INC	200340107	9,120.87	44.55	9,495.41	9,495.41	-374.54	178.20	1.95
	Ticker: CMA	FIN	30,710		31,971				

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Portfolio Detail

June 01, 2012 through June 30, 2012

Units	Description	CUSIP Sector (2)	Market Value(t)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Mid Cap (cont)									
175.000	DICKS SPORTING GOODS INC Ticker: DKS	253393102 CND	8,400.00 48.000	0.00	8,769.87 50.114		-369.87	87.50	1.04
276.000	EDWARDS LIFESCIENCES CORP Ticker: EW	28176E108 HEA	28,510.80 103.300	0.00	26,874.40 97.371		1,636.40	0.00	0.00
208.000	FMC CORP COM NEW Ticker: FMC	302491303 MAT	11,123.84 53.480	18.72	11,298.85 54.321		-175.01	74.88	0.67
878.000	FMC TECHNOLOGIES INC Ticker: FTI	30249U101 ENR	34,443.94 39.230	0.00	32,979.09 37.562		1,464.85	0.00	0.00
406.000	FOSSIL INC Ticker: FOSL	349882100 CND	31,075.24 76.540	0.00	42,080.40 103.646		-11,005.16	0.00	0.00
252.000	F5 NETWORKS INC Ticker: FFIV	315616102 IFT	25,089.12 99.560	0.00	19,627.32 77.886		5,461.80	0.00	0.00
302.000	GENTEX CORP Ticker: GNTX	371901109 CND	6,302.74 20.870	0.00	6,811.43 22.554		-508.69	157.04	2.49
1,164.000	GENUINE PARTS CO Ticker: GPC	372460105 CND	70,131.00 60.250	576.18	32,231.16 27.690		37,899.84	2,304.72	3.28
241.000	GNC HLDGS INC Ticker: GNC	36191G107 HEA	9,447.20 39.200	0.00	9,263.75 38.439		183.45	106.04	1.12
408.000	HEXCEL CORP NEW Ticker: HXL	428291108 IND	10,522.32 25.790	0.00	11,063.47 27.116		-541.15	0.00	0.00
99.000	IDEX LABS INC Ticker: IDXX	45168D104 HEA	9,516.87 96.130	0.00	8,564.76 86.513		952.11	0.00	0.00
232.000	INTERCONTINENTAL EXCHANGE INC Ticker: ICE	45865V100 FIN	31,547.36 135.980	0.00	25,371.66 109.361		6,175.70	0.00	0.00
129.000	KIRBY CORP Ticker: KEX	497266106 IND	6,073.32 47.080	0.00	8,456.17 65.552		-2,382.85	0.00	0.00
293.000	LQ CORP Ticker: LQ	501869208 CND	9,775.95 33.365	0.00	9,512.76 32.467		263.19	0.00	0.00
1,293.000	MICHAEL KORS HLDGS LTD ISIN VGG607541015 VIRGIN ISLANDS Ticker: KORS	G60754101 CND	54,099.12 41.840	0.00	61,833.11 47.821		-7,733.99	0.00	0.00

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Portfolio Detail

June 01, 2012 through June 30, 2012

Units	Description	CUSIP Sector (2)	Market Value (1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Mid Cap (cont)									
280.000	NATIONAL INSTRS CORP Ticker: NATI	636518102 IFT	7,520.80 26.860	0.00	7,451.97 26.614	68.83	156.80	2.08	
321.000	NUANCE COMMUNICATIONS INC Ticker: NUAN	67020Y100 IFT	7,646.22 23.820	0.00	7,880.11 24.549	-233.89	0.00	0.00	
318.000	PERKINELMER INC Ticker: PKI	714046109 HEA	8,204.40 25.800	0.00	8,523.22 26.803	-318.82	89.04	1.08	
162.000	POLARIS INDS INC Ticker: PI	731068102 CND	11,579.76 71.480	0.00	12,748.65 78.695	-1,168.89	239.76	2.07	
314.000	RIVERBED TECHNOLOGY INC Ticker: RVBD	768573107 IFT	5,071.10 16.150	0.00	5,298.31 16.874	-227.21	0.00	0.00	
194.000	SILGAN HOLDINGS INC Ticker: SILN	827048109 MAT	8,281.86 42.690	0.00	8,504.93 43.840	-223.07	93.12	1.12	
370.000	TIBCO SOFTWARE INC Ticker: TIBX	88632Q103 IFT	11,070.40 29.920	0.00	12,271.11 33.165	-1,200.71	0.00	0.00	
151.000	TRACTOR SUPPLY CO Ticker: TSCO	892356106 CND	12,542.06 83.060	0.00	14,561.24 96.432	-2,019.18	120.80	0.96	
192.000	TRIMBLE NAVIGATION LTD Ticker: TRMB	896239100 IFT	8,833.92 46.010	0.00	10,408.99 54.213	-1,575.07	0.00	0.00	
104.000	ULTA SALON COSMETICS & FRAGRANCE INC COM Ticker: ULTA	90384S303 CNS	9,711.52 93.380	0.00	9,477.60 91.131	233.92	0.00	0.00	
91.000	VALMONT INDS INC Ticker: VMI	920253101 IND	11,008.27 120.970	20.48	11,227.61 123.380	-219.34	81.90	0.74	
127.000	WESCO INTL INC Ticker: WCC	95082P105 IND	7,308.85 57.550	0.00	8,301.90 65.369	-993.05	0.00	0.00	
180.000	WOODWARD INC Ticker: WWD	980745103 IND	7,099.20 39.440	0.00	7,539.19 41.884	-439.99	57.60	0.81	
Total U.S. Mid Cap			\$1,709,612.81	\$659.93	\$1,270,213.05	\$439,399.76	\$12,181.44	0.71%	
U.S. Small Cap									
171.000	ACI WORLDWIDE INC Ticker: ACIW	004498101 IFT	\$7,559.91 44.210	\$0.00	\$6,953.78 40.665	\$606.13	\$0.00	0.00%	

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Portfolio Detail

June 01, 2012 through June 30, 2012

Units	Description	CUSIP Sector (2)	Market Value(t)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Small Cap (cont)									
316.000	AKORN INC Ticker: AKRX	009728106 HEA	4,983.32 15.770	0.00		4,597.04 14.548	386.28	0.00	0.00
362.000	AMTRUST FINL SVCS INC Ticker: AFSI	032355309 FIN	10,755.02 29.710	36.20		9,734.74 26.892	1,020.28	144.80	1.34
217.000	ASPEN TECHNOLOGY INC Ticker: AZPN	045327103 IFT	5,023.55 23.150	0.00		4,855.59 22.376	167.96	0.00	0.00
275.000	BELDEN INC Ticker: BDC	077454106 IFT	9,171.25 33.350	13.75		9,637.54 35.046	-466.29	55.00	0.60
162.000	CARPENTER TECHNOLOGY CORP Ticker: CRS	144285103 MAT	7,750.08 47.840	0.00		9,001.16 55.563	-1,251.08	116.64	1.50
155.000	CASH AMER INTL INC Ticker: CSH	14754D100 FIN	6,826.20 44.040	0.00		7,137.16 46.046	-310.96	21.70	0.31
481.000	CIENA CORP NEW COM Ticker: CIEN	171729309 IFT	7,873.97 16.370	0.00		7,458.11 15.505	415.86	0.00	0.00
353.000	CIRRUS LOGIC CORP Ticker: CRUS	172755100 IFT	10,537.05 29.850	0.00		9,226.55 26.138	1,310.50	0.00	0.00
11,394.936	EAGLE SM CAP GROWTH FUND CL1 Ticker: HSI X	269858304 OEQ	455,227.69 39.950	0.00		450,000.00 39.491	5,227.69	0.00	0.00
546.000	FIRST HORIZON NATL CORP Ticker: FHN	320517105 FIN	4,722.90 8.650	5.46		5,043.57 9.237	-320.67	21.84	0.46
90.000	GROUP 1 AUTOMOTIVE INC Ticker: GPI	398905109 CND	4,104.90 45.610	0.00		4,852.88 53.921	-747.98	54.00	1.31
301.000	HMS HLDGS CORP Ticker: HMSY	40425J101 HEA	10,026.31 33.310	0.00		8,023.60 26.656	2,002.71	0.00	0.00
879.000	KODIAK OIL & GAS CORP Ticker: KOG	50015Q100 ENR	7,216.59 8.210	0.00		7,194.81 8.185	21.78	0.00	0.00
48.000	MIDDLEBY CORP Ticker: MIDD	596278101 IND	4,781.28 99.610	0.00		4,782.58 99.637	-1.30	0.00	0.00
269.000	OASIS PETE INC NEW Ticker: OAS	674215108 ENR	6,504.42 24.180	0.00		8,697.72 32.334	-2,193.30	0.00	0.00

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Portfolio Detail

June 01, 2012 through June 30, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Small Cap (cont)									
208,000	PROSPERITY BANCSHARES INC Ticker: PB	743606105 FIN	8,742.24 42.030	40.56	9,438.90 45.379	-696.66	162.24	1.85	
222,000	REXNORD CORP NEW COM Ticker: RXN	761698102 IND	4,448.88 20.040	0.00	4,840.04 21.802	-391.16	0.00	0.00	
216,000	ROSETTA RES INC Ticker: ROSE	777779307 ENR	7,909.92 36.620	0.00	10,473.38 48.488	-2,563.46	0.00	0.00	
179,000	SELECT COMFORT CORP Ticker: SCSS	81616X103 CND	3,744.68 20.920	0.00	4,935.53 27.573	-1,190.85	0.00	0.00	
365,000	TEAM HEALTH HOLDINGS INC Ticker: TMH	87817A107 IND	8,792.85 24.090	0.00	7,848.54 21.503	944.31	0.00	0.00	
127,000	TEXAS CAP BANCSHARES INC Ticker: TCBI	882240107 FIN	5,129.53 40.390	0.00	4,882.38 38.444	247.15	0.00	0.00	
94,000	UMB FINL CORP Ticker: UMBF	902788108 FIN	4,815.62 51.230	0.00	4,642.05 49.384	173.57	77.08	1.60	
542,000	UMPQUA HLDGS CORP Ticker: UMPQ	904214103 FIN	7,132.72 13.160	48.78	7,228.30 13.336	-95.58	195.12	2.73	
522,000	UTI WORLDWIDE INC VIRGIN ISLAND (BRITISH) Ticker: UTW	G87210103 IND	7,626.42 14.610	31.32	8,754.05 16.770	-1,127.63	31.32	0.41	
Total U.S. Small Cap			\$621,407.30	\$176.07	\$620,240.00	\$1,167.30	\$879.74	0.14%	
International Developed									
6,843,811	ARTISAN INTERNATIONAL FUND Ticker: ARTIX	04314H204 OEQ	\$149,811.02 21.890	\$0.00	\$150,000.00 21.918	-\$188.98	\$1,929.95	1.28%	
5,630,898	ARTISAN INTL VALUE FUND Ticker: ARTKX	04314H881 OEQ	149,049.87 26.470	0.00	150,000.00 26.639	-950.13	78.83	0.05	
2,385,000	ASTRAZENECA PLC SPONSORED ADR UNITED KINGDOM Ticker: AZN	045353108 HEA	106,728.75 44.750	0.00	83,625.87 35.063	23,102.88	6,678.00	6.25	

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Portfolio Detail

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Units	Description	CUSIP Sector (2)	Market Value (1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
International Developed (cont)									
6,172,117	COLUMBIA ACORN INTERNATIONAL FUND CLASS Z SHARES Ticker: ACINX	197199813 OEQ	228,985.54 37.100	0.00	172,157.71 27.893		56,827.83	1,209.73	0.52
69,000	CORE LABORATORIES NV NETHERLANDS Ticker: CLB	N22717107 ENR	7,997.10 115.900	0.00	9,220.26 133.627		-1,223.16	77.28	0.96
747,000	DIAGEO PLC SPONSORED ADR NEW UNITED KINGDOM Ticker: DEO	252430205 CNS	76,993.29 103.070	0.00	32,987.29 44.160		44,006.00	1,969.84	2.55
9,664,708	HARBOR INTERNATIONAL FUND INSTL CL Ticker: HAINX	411511306 OEQ	538,420.88 55.710	0.00	418,895.43 43.343		119,525.45	12,718.76	2.36
2,068,000	HSBC HLDGS PLC SPON ADR NEW UNITED KINGDOM Ticker: HBC	404280406 FIN	91,260.84 44.130	930.60	90,948.04 43.979		312.80	4,239.40	4.64
382,000	NOVO-NORDISK A S ADR DENMARK Ticker: NVO	670100205 HEA	55,519.88 145.340	0.00	41,391.71 108.355		14,128.17	699.82	1.26
1,292,000	ROYAL DUTCH SHELL PLC SPONSORED ADR CL B UNITED KINGDOM Ticker: RDS/B	780259107 ENR	90,349.56 69.930	0.00	93,413.79 72.302		-3,064.23	4,444.48	4.91
9,699,456	THORNBURG INTL VALUE FUND CL I Ticker: TGVIX	885215566 OEQ	244,523.29 25.210	0.00	179,996.01 18.557		64,527.28	3,879.78	1.58
2,737,000	UNILEVER NV NEW YORK SHSADR NETHERLANDS Ticker: UN	904784709 CNS	91,278.95 33.350	0.00	50,530.49 18.462		40,748.46	2,887.54	3.16

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Portfolio Detail

June 01, 2012 through June 30, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
International Developed (cont)								
3,290,000	VODAFONE GROUP PLC SPONSORED ADR NEW UNITED KINGDOM Ticker: VOD	92857W209 TEL	92,712.20 28.180	3,338.33	56,574.17 17.196	36,138.03	4,796.82	5.17
160,000	WESTPORT INNOVATIONS INC NEW COM CANADA Ticker: WPRT	96098309 CND	5,880.00 36.750	0.00	4,996.80 31.230	883.20	0.00	0.00
Total International Developed			\$1,929,511.17	\$4,268.93	\$1,534,737.57	\$394,773.60	\$45,610.23	2.36%
Emerging Markets								
57,086,692	LAZARD EMERGING MKTS EQUITY PORTFOLIO INSTL CL Ticker: L2EMX	52106N889 OEQ	\$1,038,406.93 18.190	\$0.00	\$832,581.36 14.585	\$205,825.57	\$31,340.59	3.01%
246,000	NICE SYS LTD SPONSORED ADR ISRAEL Ticker: NICE	653656108 IFT	9,003.60 36.600	0.00	9,358.67 38.043	-355.07	0.00	0.00
3,000,000	VANGUARD MSCI EMERGING MKTS ETF Ticker: VWO	922042858 OEQ	119,790.00 39.930	0.00	122,048.79 40.683	-2,258.79	2,718.00	2.26
Total Emerging Markets			\$1,167,200.53	\$0.00	\$963,988.82	\$203,211.71	\$34,058.59	2.91%
Total Equities			\$12,913,146.91	\$16,589.77	\$10,577,322.22	\$2,335,824.69	\$246,301.55	1.90%
Investment Grade Taxable								
150,000,000	2012 WELLS FARGO & CO NEW NEW SUB NT DTD 09/05/02 5 125% DUE 09/01/12 Moody's A3 S&P A	949746CL3	\$151,044.00 100.696	\$2,562.49	\$155,270.00 103.513	-\$4,226.00	\$7,687.50	5.09% 0.85

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Portfolio Detail

June 01, 2012 through June 30, 2012

Units	Description	CUSIP Sector (2)	Market Value (11/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Investment Grade Taxable									
150,000.000	2012 WELLS FARGO & CO NEW NEW SUB NT DTD 09/05/02 5.125% DUE 09/01/12 Moody's: A3 S&P: A	949746CL3	\$151,044.00 100.696	\$2,562.49	\$155,270.00 103.513		-\$4,226.00	\$7,687.50	5.09% 0.85
150,000.000	2013 J P MORGAN CHASE & CO GLOBAL SUB NT DTD 11/25/02 5.750% DUE 01/02/13 Moody's: A3 S&P: A-	46625HAT7	153,799.50 102.533	4,288.54	151,241.50 100.828		2,558.00	8,625.00	5.60 1.09
150,000.000	AMERICAN EXPRESS CO NT DTD 07/24/03 4.875% DUE 07/15/13 Moody's: A3 S&P: BBB+	025816A02	155,989.50 103.993	3,371.87	148,131.00 98.754		7,858.50	7,312.50	4.68 0.98
150,000.000	3M COMPANY MTN DTD 08/21/08 4.375% DUE 08/15/13 Moody's: AA2 S&P: AA-	88579EAE5	156,696.00 104.464	2,479.16	158,650.50 105.767		-1,954.50	6,562.50	4.18 0.36
150,000.000	2014 CONOCOPHILLIPS NT DTD 02/03/09 4.750% DUE 02/01/14 Moody's: A1 S&P: A	20825CAS3	159,321.00 106.214	2,968.75	156,940.50 104.627		2,380.50	7,125.00	4.47 0.77
150,000.000	CATERPILLAR FINL SVCS CORP SR UNSEC MTN DTD 02/12/09 6.125% DUE 02/17/14 Moody's: A2 S&P: A	14912L4F5	162,889.50 108.593	3,419.79	169,873.50 113.249		-6,984.00	9,187.50	5.64 0.75
150,000.000	CITIGROUP INC GLOBAL SR NT OTO 05/05/04 5.125% DUE 05/05/14 Moody's: BAA2 S&P: A-	172967CK5	156,414.00 104.276	1,195.83	149,461.50 99.641		6,952.50	7,687.50	4.91 2.66

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Portfolio Detail

June 01, 2012 through June 30, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Investment Grade Taxable (cont)									
150,000.000	ALLSTATE CORP SR NT	020002AR2	162,285.00 108.190	2,833.33	164,790.00 109.860		-2,505.00	7,500.00	4.62 1.06
	DTD 08/16/04 5.000% DUE 08/15/14 Moody's A3 S&P: A-								
150,000.000	PROCTER & GAMBLE CO NT	742718DA4	163,614.00 109.076	2,805.00	164,190.00 109.460		-576.00	7,425.00	4.53 0.62
	DTD 08/10/04 4.950% DUE 08/15/14 Moody's AA3 S&P: AA-								
150,000.000	PRUDENTIAL FINL INC MTN SER B	744320AE5	160,780.50 107.187	2,146.25	150,790.00 100.527		9,990.50	7,650.00	4.75 1.76
	DTD 09/20/04 5.100% DUE 09/20/14 Moody's BAA2 S&P: A								
150,000.000	GOLDMAN SACHS GROUP INC NT	38143UAW1	156,390.00 104.260	1,874.99	142,587.50 95.058		13,802.50	7,500.00	4.79 3.01
	DTD 09/29/04 5.000% DUE 10/01/14 Moody's A3 S&P: A-								
150,000.000	MERCK & CO INC NT	589331AK3	165,729.00 110.486	2,375.00	155,427.00 103.618		10,302.00	7,125.00	4.29 0.70
	DTD 02/17/05 4.750% DUE 03/01/15 Moody's AA3 S&P: AA								
150,000.000	DU PONT E I DE NEMOURS & CO SR NT	263534BX6	165,574.50 110.383	2,097.92	170,419.50 113.613		-4,845.00	7,125.00	4.30 0.84
	DTD 02/20/09 4.750% DUE 03/15/15 Moody's A2 S&P: A								

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Portfolio Detail

June 01, 2012 through June 30, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Investment Grade Taxable (cont)									
150,000.000	2016 ORACLE CORP / OZARK HLDG INC NT	68402LAC8	171,981.00 114.654	3,631.25	154,264.50 102.843	154,264.50 102.843	17,716.50	7,875.00	4.57 0.99
	DTD 01/13/06 5 250% DUE 01/15/16 Moody's: A1 S&P: A+								
150,000.000	VERIZON COMMUNICATIONS INC NT	92343VAC8	172,180.50 114.787	3,145.00	170,086.50 113.391	170,086.50 113.391	2,094.00	8,325.00	4.83 1.32
	DTD 02/15/06 5 550% DUE 02/15/16 Moody's: A3 S&P: A-								
150,000.000	CISCO SYS INC NT	17275RAC6	174,058.50 116.039	2,956.25	156,502.50 104.335	156,502.50 104.335	17,556.00	8,250.00	4.74 0.91
	DTD 02/22/06 5 500% DUE 02/22/16 Moody's: A1 S&P: A+								
150,000.000	METLIFE INC SR UNSEC'D NT	59156RAU2	175,890.00 117.260	843.75	174,544.50 116.363	174,544.50 116.363	1,345.50	10,125.00	5.75 2.08
	DTD 05/29/09 6 750% DUE 06/01/16 Moody's: A3 S&P: A-								

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Portfolio Detail

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Units	Description	CUSIP Sector (2)	Market Value (1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Investment Grade Taxable (cont)									
150,000 000	INTERNATIONAL BUSINESS MACHS CORP SR NT DTD 09/14/07 5 700% DUE 09/14/17 Moody's: AA3 S&P: AA-	459200GJ4	180,343.50 120.229	2,541.24	153,195.00 102.130		27,148.50	8,550.00	4.74 1.51
150,000 000	MCDONALDS CORP SR UNSEC'D MTN DTD 10/18/07 5 800% DUE 10/15/17 Moody's: A2 S&P: A	58013MEB6	182,173.50 121.449	1,836.66	151,594.50 101.063		30,579.00	8,700.00	4.77 1.53
150,000 000	COCA-COLA CO NT DTD 11/01/07 5.350% DUE 11/15/17 Moody's: AA3 S&P: A+	191216AK6	180,058.50 120.039	1,025.41	154,891.50 103.261		25,167.00	8,025.00	4.45 1.43
150,000 000	UNITED TECHNOLOGIES CORP NT DTD 12/07/07 5.375% DUE 12/15/17 Moody's: A2 S&P: A	913017BM0	179,316.00 119.544	358.33	164,370.00 109.580		14,946.00	8,062.50	4.49 1.59
150,000 000	WAL-MART STORES INC SR NT DTD 08/24/07 5 800% DUE 02/15/18 Moody's: AA2 S&P: AA	931142CJ0	184,846.50 123.231	3,286.66	166,290.00 110.860		18,556.50	8,700.00	4.70 1.45
150,000.000	HONEYWELL INTL INC SR UNSEC'D MTN DTD 02/29/08 5 300% DUE 03/01/18 Moody's: A2 S&P: A	438516AX4	178,809.00 119.206	2,650.00	153,177.00 102.118		25,632.00	7,950.00	4.44 1.70
150,000 000	DEERE JOHN CAP CORP MTN DTD 09/08/08 5.750% DUE 09/10/18 Moody's: A2 S&P: A	24422EQV4	182,049.00 121.366	2,707.29	183,189.00 122.126		-1,140.00	8,625.00	4.73 2.03

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Settlement Date

Portfolio Detail

June 01, 2012 through June 30, 2012

Units	Description	CUSIP	Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Investment Grade Taxable (cont)										
150,000.000	2019 UNILEVER CAPITAL CORP CO GTD SR NT DTD 02/12/09 4.800% DUE 02/15/19 Moody's: A1 S&P: A+	904764AK3		175,783.50 117.189	2,720.00	158,277.00 105.518		17,506.50	7,200.00	4.09 2.02
150,000.000	CHEVRON CORP SR NT DTD 03/03/09 4.950% DUE 03/03/19 Moody's: AA1 S&P: AA	166751AJ6		180,786.00 120.524	2,433.75	155,821.50 103.881		24,964.50	7,425.00	4.10 1.65
150,000.000	2020 ANHEUSER BUSCH INBEV WORLDWIDE INC CO GTD NT DTD 03/29/10 5.000% DUE 04/15/20 Moody's: A3 S&P: A	03523TAV0		175,657.50 117.105	1,583.33	173,169.00 115.446		2,488.50	7,500.00	4.27 2.51
150,000.000	TARGET CORP SR UNSECD NT DTD 07/16/10 3.875% DUE 07/15/20 Moody's: A2 S&P: A+	87612EAV8		165,261.00 110.174	2,680.20	156,072.00 104.048		9,189.00	5,812.50	3.51 2.44
150,000.000	2021 BERKSHIRE HATHAWAY FIN CORP CO GTD SR NT DTD 01/11/11 4.250% DUE 01/15/21 Moody's: AA2 S&P: AA+	084664BQ3		165,082.50 110.055	2,939.58	148,300.50 98.867		16,782.00	6,375.00	3.86 2.78
150,000.000	HOME DEPOT INC SR UNSECD NT CALL 1/21/21 @100 DTD 03/31/11 4.400% DUE 04/01/21 Moody's: A3 S&P: A-	437076AW2		173,134.50 115.423	1,650.00	168,361.50 112.241		4,773.00	6,600.00	3.81 2.38

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Settlement Date

Portfolio Detail

June 01 2012 through June 30, 2012

Units	Description	CUSIP	Sector (Z)	Market Value (H)/ Market Price	Accrued Income	Average Unit Cost	Lay Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Investment Grade Taxable (cont)										
150,000.000	GENERAL ELEC CAP CORP SR UNSEC MTN DTD 10/17/11 4.650% DUE 10/17/21	3096265J9		166,579.50 111.053	1,433.74	154,011.00 102.674		12,568.50	6,975.00	4.18 3.22
58,321.125	Moody's A1 CMG ULTRA SHORT TERM BOND FUND	19765E823		524,890.13 9.000	424.52	525,166.85 9.005		-276.72	6,007.08	1.14
61,197.180	PIMCO TOTAL RETURN FUND INSTL	693390700		691,528.13 11.300	1,873.87	675,000.00 11.030		16,528.13	22,642.96	3.27
International Developed Bonds										
29,439.035	TEMPLETON GLOBAL BD FUND ADVISOR CL	880208400		\$377,114.04 12.810	\$0.00	\$402,310.79 13.666		-\$25,196.75	\$18,634.91	4.94%
Total International Developed Bonds										
				\$377,114.04	\$0.00	\$402,310.79		-\$25,196.75	\$18,634.91	4.94%
Global High Yield Taxable										
24,286.834	COLUMBIA INCOME OPPORTUNITIES FUND CLZ	19763T889		\$234,125.08 9.640	\$1,258.49	\$229,350.04 9.443		\$4,775.04	\$14,402.09	6.15%
24,563.998	PIMCO HIGH YIELD FD INSTL CL	693390841		227,953.90 9.280	1,074.24	225,000.00 9.160		2,953.90	15,475.32	6.78
Total Global High Yield Taxable										
				\$462,078.98	\$2,332.73	\$454,350.04		\$7,728.94	\$29,877.41	6.46%
				Total 106.7						
				\$6,416,717						

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Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
3 "A" Bereavement Foundation 5330 Griggs Rd, C-104, Box 34, Houston, TX 77021	509(a)(1)	For grief counseling services	5,000
Adopt A Cat, Inc. (Spay/Houston) 17319 Bamwood Dr, Houston, TX 77090	509(a)(2)	General Support	1,000
Adult Reading Center 2246 N. Washington Ave. Pearland, TX 77581	509(a)(1)	General Support	5,000
Alice Lloyd College 100 Purpose Rd, Pippa Passes, KY 41844	509(a)(1)	Support for needy students	3,000
American Festival For the Arts 1718 Lubbock St, Ste A, Houston, TX 77007	509(a)(1)	For 2012 Summer Conservancy program	5,000
Archdiocese of Galveston/Houston 1700 San Jacinto, Houston, TX 77002	509(a)(1)	Support for 3rd prayer breakfast	500
Avance Houston Chapter 4281 Dacoma St, Houston, TX 77092	509(a)(1)	General Support	10,000
Bayou Preservation Association, Inc. PO Box 131563, Houston, TX 77219	509(a)(1)	General Support	10,000
Bioethics Art 318 Main St, Ste F, Spring, TX 77373	509(a)(1)	General Support	2,000
Bo's Place 10050 Buffalo Speedway, Houston, TX 77054	509(a)(1)	General Support	5,000
Breath of Life Children's Center 21715 Kingsland Blvd., Ste 103 Katy, TX 77450	509(a)(1)	General Support	8,000
Bridges to Life P. O. Box 19039, Houston TX 77224-9039	509(a)(1)	General Support	5,000
Bridgewood Farms 11680 Rose Road, Conroe TX 77303	509(a)(1)	General Support	5,000

Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
Buckner Children and Family Services 600 N Pearl St., Ste 2000, Dallas, TX 75201	509(a)(1)	General Support	5,000
Casa de Esperanza Post Office Box 66581, Houston, TX 77266-6581	509(a)(1)	General Support	7,000
Catholic Charities 2900 Louisiana, Houston, TX 77006	509(a)(1)	General Support	12,000
Catholic Student Center 100 Concho St., San Marcos, TX 78666-5702	509(a)(1)	Theology of Body Evangelization Team	5,000
Challenge Soccer Club 16738 A Steubner Airline Spring, Texas 77379	509(a)(1)	General Support	2,500
Child Advocates Total 2401 Portsmouth, Suite 210, Houston, TX 77098	509(a)(1)	General Support	8,500
Clayton Dabney Foundation 6500 Greenville Ave, Ste 342, Dallas, TX 75206	509(a)(1)	Medicine the Heart program	12,500
Coalition for the Homeless of Houston 600 Jefferson St., Ste 2050 Houston, TX 77002	509(a)(1)	For Houston community voicemail account	1,500
Communities in Schools 2150 W. 18th, Houston, TX 77008	509(a)(1)	CIS Angel Fund /support families in economic crisis	10,000
Compass 1117 Texas Ave., Houston TX 77002	509(a)(1)	General Support	7,500
Council on Alcohol and Drugs 303 Jackson Hill Houston, TX 77007	509(a)(1)	For the 29th annual Spring luncheon	3,000
County Line Baptist Church 15369 FM 1484 Conroe, TX 77303	509(a)(1)	General Support	500
Covenant House Texas 1111 Lovette Boulevard Houston, TX 77006	509(a)(1)	Support for homeless runaway youth	5,000

Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
Creative Alternatives Inc. (City Art Works) 1330-R Wirt Rd. Houston, TX 77055	509(a)(2)	General Support	500
Crisis Intervention of Houston 3701 Kirby Drive Houston, TX 77098	509(a)(1)	General Support	6,000
Cristo Rey Jesuit College 6700 Mount Carmel Street Houston, Texas 77087	509(a)(1)	For use in Math and Science	25,000
Crossroads Community Partnership 6300 Chimney Rock, Houston, TX 77081	509(a)(1)	General Support	5,000
Cypress Creek Fine Art Association 6815 Cypresswood Dr, Spring, TX 77379	509(a)(1)	General Support	5,000
Dominican Sisters 6501 Almeda, Houston, TX 77021-2095	509(a)(1)	HVAC project completion at the Villa	7,500
Equestrian Order of the Holy 2121 Sage Road, Suite 230, Houston, TX 77056	509(a)(1)	For supporting Christians in the Holy Land	1,600
Escape Family Resource Center 3210 Eastside, Houston, TX 77098	509(a)(1)	Educational programs and operations	5,000
Fellowship of Catholic University Students PO Box 18710, Golden, CO 80402	509(a)(1)	Outreach faith formation and leadership	9,000
Fort Hood Area Habitat for Humanity 2601 Atkinson Ave, Killeen, TX 76543	509(a)(1)	General Support	1,000
Genesys Works 2800 Post Oak Blvd, Ste 6200, Houston, TX 77056	509(a)(1)	General Support	12,500
Golden Rule Broadcasting PO Box 570728, Houston, TX 77257	509(a)(1)	General Support	3,000
Harkins House P. O. Box 1113, Humble, TX 77347-1113	509(a)(1)	Scholarships	5,000

Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
Healthcare for the Homeless P. O. Box 66690, Houston, Texas 77266	509(a)(1)	General Support	10,000
Hermann Park Consequency 6201 A Hermann Park Dr, Houston, TX 77030	509(a)(1)	General Support	10,000
Holy Name Passionist Retreat Center 430 Bunker Hill Road, Houston, TX 77024	509(a)(1)	For lighting at retreat center	1,000
Houston Achievement Place 245 W. 17th Street, Houston, TX 77008	509(a)(1)	General Support	7,500
Houston Area Women's Center 1010 Waugh Drive, Houston, TX 77019	509(a)(1)	General Support	2,500
Houston Comm. Health Ctrs (Denver Harbor Clinic) 424 Hahlo St, Houston, TX 77020	509(a)(1)	Vaccinations for uninsured children	2,000
Houston Eye Associates Foundation 2855 Grammercy St, Houston, TX 77025	509(a)(1)	General Support	7,500
Houston Hospice 1905 Holcombe, Houston, TX 77030-4123	509(a)(1)	General Support	12,000
Houston Police Foundation 1221 McKinney St, Ste 2100, Houston, TX 77010	509(a)(1)	K-9 Division	12,000
Humble Area Assistance Ministries 1302 1st Street, Humble, TX 77338	509(a)(1)	General Support	4,000
Immaculate Conception Catholic 7250 Harrisburg Blvd, Houston, TX 77011	509(a)(1)	For Parish youth training at Catholic Youth Leadership	6,000
Incarnate Word Academy 609 Crawford, Houston, TX 77002-3668	509(a)(1)	General Support	10,000
Leukemia & Lymphoma Society, Inc. 1311 Mamaroneck Ave, Ste 310, White Plains, NY 10605	509(a)(1)	General Support	5,000

Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
LIFE Houston 2002 S. Wayside, Ste. 113, Houston, TX 77023	509(a)(1)	General Support	5,000
Literacy Advance 2424 Wilcrest, Ste. 120, Ho., TX 77042	509(a)(2)	Assist those in need of basic English literacy	3,000
Memorial Assistance Ministries 1625 Blalock Road, Houston, TX 77080	509(a)(2)	General Support	3,000
Memorial Hall High School 5400 Mitchelldale St, Ste A1, Houston, TX 77092	509(a)(1)	General Support	5,000
Memorial Hermann 9301 Southwest Fwy, Ste 600, Houston, TX 77074	509(a)(1)	General Support	9,500
Memorial Hermann Hospital System 1550 La Concha Houston, TX 77054	509(a)(1)	M.H. Prevention and Recovery Center	200,000
Mental Health America 2211 Norfolk, Suite 810, Houston, TX 77098	509(a)(1)	General Support	5,000
Missions of Yahweh 10247 Algiers, Houston, TX 77041	509(a)(1)	Sister Gay Childrens Home operations	2,000
MS 150 10514 Shadow Wood, Houston, TX 77043	509(a)(1)	General Support	1,500
New Hope Housing 1117 Texas Avenue, Houston, TX 77002	509(a)(1)	General Support	5,000
Northwest Assistance Ministries 15555 Kuykendahl Rd, Houston, TX 77090	509(a)(1)	Services that aid the aging population in Harris	5,000
Our Lady of Fatima Catholic School 1600 Ninth Ave. N, Texas City, TX 77590	509(a)(1)	Tuition Assistance	5,000
Our Lady of Guadalupe 2405 Navigation Blvd, Houston, TX 77003	509(a)(1)	New Science Program and textbooks for grades 1-4	3,000

Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
Palmer Drug Abuse Program 1200 Enclave, Pkwy. Suite 600, Houston, TX 77077	509(a)(1)	General Support	2,500
Pathways for Little Feet 8 Greenway Plz, Ste 1000, Houston, TX 77046	509(a)(1)	General Support	5,000
Pope John XXIII High School 1800 West Grand Parkway N, Katy TX 77449	509(a)(1)	General Support	100,000
Pregnancy Resource Center 4203 Avenue H, Ste 16, Rosenberg, TX 77471	509(a)(1)	General Support	11,000
Proyecto Desarrollo Humano PO Box 1017, Penitas, TX 78576	509(a)(1)	General Support	3,000
Reach Unlimited, Inc. 12777 Jones Rd, Ste 103, Houston, TX 77070	509(a)(1)	General Support	2,000
Rebuilding Together Houston 811 Rusk St, Ste 1730, Houston, TX 77002	509(a)(1)	General Support	5,000
Ronald McDonald House 1907 Holcombe Blvd., Houston, TX 77030	509(a)(1)	General Support	5,000
Rosenberg Library 2310 Sealy St, Galveston, TX 77550	509(a)(1)	For repair of 1st Floor of library	10,000
Salvation Army 1500 Austin St, Houston, TX 77002	509(a)(1)	General Support	40,000
San Jose Clinic 301 Hamilton, Houston, TX 77002	509(a)(1)	General Support	11,500
Shalom Mobile Health Ministry 8121 Broadway St, Ste 103, Houston, TX 77061	509(a)(1)	General Support	5,000
Sheltering Arms Senior Services 3838 Aberdeen Way, Houston, TX 77025	509(a)(1)	General Support	3,500

Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
Sight Into Sound 3935 Essex Ln, Houston, TX 77027	509(a)(2)	General Support	5,000
Society of St. Vincent de Paul 2403 Holcombe Blvd, Houston, TX 77021	509(a)(1)	Support for Vincentian Service Center	7,500
Southwestern Diabetic Foundation, Inc. PO Box 918, Gainesville, TX 76241	509(a)(1)	Funds for kids to attend camp Sweeney	5,000
Special Pals 3830 Greenhouse Rd., Houston, TX 77084	509(a)(1)	General Support	8,000
St. Christopher Catholic School 8150 Park Place Blvd., Ho., TX 77017	509(a)(1)	General Support	8,000
St. Dominic Village 2401 Holcombe Boulevard, Houston, TX 77021	509(a)(1)	General Support	10,000
St. Mary's Catholic Center 603 Church St., College Station, TX 77840	509(a)(1)	General Support	12,500
St. Mary of the Immaculate Conception Catholic Chu 816 Park Avenue, La Porte, TX 77571	509(a)(1)	Gabriel's Angels Rosary Hall / Building Fund	24,000
St. Mary's Seminary 9845 Memorial Drive, Houston, TX 77024	509(a)(1)	General Support	25,000
St. Pius X Catholic School 811 West Donovan St, Houston, TX 77091	509(a)(1)	General Support	100,000
St. Thomas Educational Association 1624 Avenue O, Huntsville, TX 77340	509(a)(1)	Radio program to prison units, students, and elderly	5,000
St. Thomas High School 4500 Memorial Drive, Houston, TX 77007-7332	509(a)(1)	Excellence Campaign	90,000
Teach for America 4669 Southwest Fwy, Ste 600, Ho., TX 77027	509(a)(1)	General Support	5,000

Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
Teen and Family Services 9337B Katy Freeway, PMB 314 Houston, TX 77024	509(a)(1)	Counseling services for youth and families	60,000
Texas Center for the Missing 6330 W Loop S., Ste. 105, Bellaire, TX 77401	509(a)(1)	General Support	2,500
The Immunization Partnership 3015 Richmond Ave #270, Houston, TX 77098	509(a)(1)	General Support	5,000
The Lazarus House 4106 Austin, Houston, TX 77004	509(a)(1)	General Support	2,000
The Rose 12700 N Featherwood, Houston, TX 77034	509(a)(2)	For mobile mammography digital conversion	10,000
The Wheelhouse, Inc. P. O. Box 920, Deer Park, TX 77536	509(a)(1)	General Support	9,000
The Women's Home 607 Westheimer, Houston, TX 77006-3915	509(a)(2)	General Support	5,000
The Women's Resource 730 N Post Oak Rd, Ste 204, Houston, TX 77024	509(a)(1)	General Support	3,000
Therapy Pet Pals 3930 Bee Cave Rd, Ste C, Austin, TX 78746	509(a)(1)	General Support	4,000
Tomagwa Health Care Ministries 455 School St., Ste 30, Tomball, TX 77375	509(a)(1)	Programs for low income uninsured adults and	4,000
Turning Point Center 1701 Jacquelyn Dr, Houston, TX 77055	509(a)(1)	General Support	6,000
University of St. Thomas 3800 Montrose Blvd., Houston, TX 77006-4696	509(a)(1)	General Support	219,500
University of Texas Health Science Center Houston 7000 Fannin, Suite 1200, Houston, Texas 77030	509(a)(1)	General Support	20,000

Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
Wellsprings, Inc PO Box 311017, Houston, TX 77231	509(a)(1)	General Support	5,000

GRAND TOTAL

\$ 1,435,600