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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning 10/01 **, 2011, and ending** 09/30, **20**12

Name of foundation JOHN HAUCK FOUNDATION, FIFTH THIRD BANK CO-TRUSTEE

A Employer identification number 31-6366846

Number and street (or P O box number if mail is not delivered to street address) P O BOX 630858

Room/suite

B Telephone number (see instructions) (513) 579-5498

City or town, state, and ZIP code CINCINNATI, OH 45263-0858

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, col. (c), line 16)* ▶ $ 11,278,629.

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

Part I Analysis of Revenue and Expenses

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	30,611.	30,611.		STMT 1
	4	Dividends and interest from securities	259,168.	259,168.		STMT 2
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	337,415.			
	b	Gross sales price for all assets on line 6a 4,494,050.				
	7	Capital gain net income (from Part IV, line 2)		337,415.		
	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)				
	12	**Total.** Add lines 1 through 11	627,194.	627,194.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 3	660.	330.	NONE	330.
	c	Other professional fees (attach schedule) STMT 4	840.	840.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	12,183.	2,178.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 6	71,882.	71,682.		200.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	85,565.	75,030.	NONE	530.
	25	Contributions, gifts, grants paid	540,900.			540,900.
	26	**Total expenses and disbursements.** Add lines 24 and 25	626,465.	75,030.	NONE	541,430.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	729.			
	b	**Net investment income** (if negative, enter -0-)		552,164.		
	c	**Adjusted net income** (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

JSA

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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	5.	4.	4.
	2	Savings and temporary cash investments	394,596.	616,081.	616,081.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less. allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	7,924,461.	7,752,730.	9,179,903.
	c	Investments - corporate bonds (attach schedule)	1,378,236.	1,428,279.	1,482,641.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	9,697,298.	9,797,094.	11,278,629.
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	9,697,298.	9,797,094.	
	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)	9,697,298.	9,797,094.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	9,697,298.	9,797,094.	

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	9,697,298.
2	Enter amount from Part I, line 27a	2	729.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	147,352.
4	Add lines 1, 2, and 3	4	9,845,379.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	48,285.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,797,094.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	4,434,646.		4,156,635.	278,011.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				278,011.
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 } 2 337,415.

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	553,315.	11,174,642.	0.049515
2009	794,091.	10,535,367.	0.075374
2008	774,311.	9,682,987.	0.079966
2007	531,815.	13,389,656.	0.039718
2006	463,715.	14,123,991.	0.032832

2	**Total** of line 1, column (d)	2	0.277405
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	0.055481
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	10,840,264.
5	Multiply line 4 by line 3	5	601,429.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,522.
7	Add lines 5 and 6	7	606,951.
8	Enter qualifying distributions from Part XII, line 4	8	541,430.

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	11,043.
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	11,043.
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	11,043.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 8,025.		
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	8,025.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	33.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	3,051.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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) ▶ OH			
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)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FIFTH THIRD BANK Telephone no. ▶ (513)579-5498

Located at ▶ 38 FOUNTAIN SQUARE PLAZA, CINCINNATI, OH ZIP + 4 ▶ 45202

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ▶ , , ,			
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**

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . **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 9		-0-	-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
SEE STATEMENT 10		NONE	NONE	NONE

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 11		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 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 NONE	
2	
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	10,300,592.
b	Average of monthly cash balances	1b	704,752.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	11,005,344.
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	11,005,344.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	165,080.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,840,264.
6	**Minimum investment return.** Enter 5% of line 5	6	542,013.

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	542,013.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	11,043.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	11,043.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	530,970.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	530,970.
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	530,970.

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	541,430.
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	541,430.
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	541,430.

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					530,970.
2	Undistributed income, if any, as of the end of 2011					
a	Enter amount for 2010 only				NONE	
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	70,775.				
e	From 2010	5,287.				
f	**Total** of lines 3a through e		76,062.			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 541,430.					
a	Applied to 2010, but not more than line 2a				NONE	
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					530,970.
e	Remaining amount distributed out of corpus		10,460.			
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		86,522.			
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				NONE	
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					NONE
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		86,522.			
10	Analysis of line 9					
a	Excess from 2007	NONE				
b	Excess from 2008	NONE				
c	Excess from 2009	70,775.				
d	Excess from 2010	5,287.				
e	Excess from 2011	10,460.				

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:

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

c Any submission deadlines:

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 STATEMENT 12				
Total . . . . ▶ **3a**				540,900.
b *Approved for future payment*				
SEE STATEMENT 12				
Total . . . . ▶ **3b**				288,400.

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				NONE	30,611.
4 Dividends and interest from securities				NONE	259,168.
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				NONE	337,415.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				NONE	627,194.

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 627,194.

(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.)
4	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
4	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED IN
4	THE GOVERNING AGREEMENT
8	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
8	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED IN
8	THE GOVERNING AGREEMENT
3	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
3	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED IN
3	THE GOVERNING AGREEMENT

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

Signature of officer or trustee

Date 12/05/2012

Title Trustee

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

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					3,158.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					56,234.	
		1200. ISHARES S&P MIDCAP 400 VALUE ETF PROPERTY TYPE: SECURITIES					12/03/2003	10/04/2011
81,107.00		65,056.00					16,051.00	
		614. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES					05/07/2009	10/05/2011
21,882.00		17,397.00					4,485.00	
		354. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES					05/18/2009	10/05/2011
12,616.00		9,952.00					2,664.00	
		370. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES					06/04/2009	10/05/2011
13,186.00		10,238.00					2,948.00	
		464. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES					06/22/2010	10/05/2011
16,536.00		12,778.00					3,758.00	
		5220.69 BANC AMER COML MTG INC 09/01/02 PROPERTY TYPE: SECURITIES					07/29/2009	10/11/2011
5,221.00		5,351.00					-130.00	
		3. ALEXANDER & BALDWIN INC COM PROPERTY TYPE: SECURITIES					04/22/2008	10/14/2011
118.00		150.00					-32.00	
		80. CAPELLA EDUCATION CO PROPERTY TYPE: SECURITIES					02/03/2011	10/14/2011
2,251.00		4,803.00					-2,552.00	
		5. CAPELLA EDUCATION CO PROPERTY TYPE: SECURITIES					04/27/2011	10/14/2011
141.00		252.00					-111.00	
		7. KINDER MORGAN MGMT LLC COMMON PROPERTY TYPE: SECURITIES					04/22/2008	10/14/2011
435.00		281.00					154.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		11. PRICESMART INC PROPERTY TYPE: SECURITIES					04/22/2008	10/14/2011
775.00		278.00					497.00	
		23. PRICESMART INC PROPERTY TYPE: SECURITIES					05/29/2008	10/14/2011
1,621.00		542.00					1,079.00	
		1150.56 CHRYSLER FINL AUTO 07/14/09 2.82 PROPERTY TYPE: SECURITIES					03/05/2010	10/15/2011
1,151.00		1,177.00					-26.00	
		360.94 FREDDIE MAC 04/01/10 2.500 03/15/ PROPERTY TYPE: SECURITIES					07/15/2010	10/15/2011
361.00		370.00					-9.00	
		1097.85 FNBR 2007-B2 AB 05/01/07 5.500 1 PROPERTY TYPE: SECURITIES					05/11/2007	10/25/2011
1,098.00		1,097.00					1.00	
		158.53 PFMLT 2005-2 2A1A 10/01/05 VAR 10 PROPERTY TYPE: SECURITIES					10/26/2006	10/25/2011
159.00		156.00					3.00	
		537. CENTURYTEL INC PROPERTY TYPE: SECURITIES					06/24/2011	10/27/2011
18,896.00		21,164.00					-2,268.00	
		280. CENTURYTEL INC PROPERTY TYPE: SECURITIES					08/25/2011	10/27/2011
9,853.00		9,649.00					204.00	
		76. CHUBB CORP PROPERTY TYPE: SECURITIES					05/25/2011	10/27/2011
5,267.00		4,906.00					361.00	
		312. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES					08/26/2010	10/27/2011
25,489.00		18,391.00					7,098.00	
		109. SPECTRA ENERGY CORP PROPERTY TYPE: SECURITIES					12/19/2008	10/27/2011
3,200.00		1,690.00					1,510.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		15000. UNITED STATES TREAS NTS 05/17/10					10/28/2010	10/27/2011
		PROPERTY TYPE: SECURITIES						
15,259.00		15,345.00					-86.00	
		338. ALPHA NATIONAL RESOURCES INC					07/01/2011	10/31/2011
		PROPERTY TYPE: SECURITIES						
8,426.00		15,802.00					-7,376.00	
		462. ALPHA NATIONAL RESOURCES INC					07/26/2011	10/31/2011
		PROPERTY TYPE: SECURITIES						
11,518.00		21,073.00					-9,555.00	
		140. CONOCOPHILLIPS					10/07/2002	10/31/2011
		PROPERTY TYPE: SECURITIES						
9,853.00		3,246.00					6,607.00	
		500. CONOCOPHILLIPS					10/11/2002	10/31/2011
		PROPERTY TYPE: SECURITIES						
35,188.00		11,433.00					23,755.00	
		15000. SOVEREIGN BANK (FDIC) 12/22/08 2.					03/24/2011	10/31/2011
		PROPERTY TYPE: SECURITIES						
15,084.00		15,280.00					-196.00	
		20000. UNITED STATES TREAS NTS 05/17/10					10/28/2010	10/31/2011
		PROPERTY TYPE: SECURITIES						
20,355.00		20,459.00					-104.00	
		66. ALPHA NATIONAL RESOURCES INC					07/26/2011	11/01/2011
		PROPERTY TYPE: SECURITIES						
1,453.00		3,010.00					-1,557.00	
		348. ALPHA NATIONAL RESOURCES INC					09/01/2011	11/01/2011
		PROPERTY TYPE: SECURITIES						
7,662.00		11,256.00					-3,594.00	
		145. ENSCO INTL LTD ADR					04/26/2011	11/03/2011
		PROPERTY TYPE: SECURITIES						
7,571.00		8,604.00					-1,033.00	
		141. ENSCO INTL LTD ADR					02/07/2011	11/03/2011
		PROPERTY TYPE: SECURITIES						
7,362.00		7,333.00					29.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		885.79 BANC AMER COML MTG INC 09/01/02 5 PROPERTY TYPE: SECURITIES					07/29/2009	11/11/2011
886.00		908.00					-22.00	
		1118.52 CHRYSLER FINL AUTO 07/14/09 2.82 PROPERTY TYPE: SECURITIES					03/05/2010	11/15/2011
1,119.00		1,145.00					-26.00	
		355.71 FREDDIE MAC 04/01/10 2.500 03/15/ PROPERTY TYPE: SECURITIES					07/15/2010	11/15/2011
356.00		364.00					-8.00	
		15000. U S TREASURY NOTE 02/15/09 1.375 PROPERTY TYPE: SECURITIES					02/12/2009	11/15/2011
15,050.00		15,039.00					11.00	
		207. AFLAC INC PROPERTY TYPE: SECURITIES					04/26/2011	11/18/2011
8,692.00		11,151.00					-2,459.00	
		329. AFLAC INC PROPERTY TYPE: SECURITIES					06/02/2011	11/18/2011
13,815.00		15,341.00					-1,526.00	
		704. AFLAC INC PROPERTY TYPE: SECURITIES					07/26/2011	11/18/2011
29,562.00		32,188.00					-2,626.00	
		48. AFLAC INC PROPERTY TYPE: SECURITIES					08/02/2011	11/18/2011
2,016.00		2,173.00					-157.00	
		256. AMERIPRISE FINANCIAL INC PROPERTY TYPE: SECURITIES					08/02/2011	11/18/2011
11,342.00		13,431.00					-2,089.00	
		42. AMERIPRISE FINANCIAL INC PROPERTY TYPE: SECURITIES					02/22/2010	11/18/2011
1,861.00		1,697.00					164.00	
		321. AMERIPRISE FINANCIAL INC PROPERTY TYPE: SECURITIES					10/13/2009	11/18/2011
14,222.00		11,543.00					2,679.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		82. AON CORP					06/03/2011	11/18/2011
		PROPERTY TYPE: SECURITIES						
3,767.00		4,227.00					-460.00	
		223. AON CORP					06/02/2011	11/18/2011
		PROPERTY TYPE: SECURITIES						
10,245.00		11,451.00					-1,206.00	
		869. CIGNA CORP					06/02/2011	11/18/2011
		PROPERTY TYPE: SECURITIES						
37,077.00		42,979.00					-5,902.00	
		442. DISCOVER FINANCIAL SERVICES					10/13/2009	11/18/2011
		PROPERTY TYPE: SECURITIES						
10,051.00		7,150.00					2,901.00	
		195. DISCOVER FINANCIAL SERVICES					01/25/2008	11/18/2011
		PROPERTY TYPE: SECURITIES						
4,434.00		3,091.00					1,343.00	
		32. GOLDMAN SACHS GROUP					11/09/2010	11/18/2011
		PROPERTY TYPE: SECURITIES						
2,957.00		5,399.00					-2,442.00	
		40. GOLDMAN SACHS GROUP					11/24/2010	11/18/2011
		PROPERTY TYPE: SECURITIES						
3,697.00		6,397.00					-2,700.00	
		188. GOLDMAN SACHS GROUP					12/01/2010	11/18/2011
		PROPERTY TYPE: SECURITIES						
17,374.00		29,768.00					-12,394.00	
		27. GOLDMAN SACHS GROUP					04/26/2011	11/18/2011
		PROPERTY TYPE: SECURITIES						
2,495.00		4,144.00					-1,649.00	
		.775 KINDER MORGAN MGMT LLC COMMON					04/22/2008	11/18/2011
		PROPERTY TYPE: SECURITIES						
53.00		30.00					23.00	
		723. PROGRESSIVE CORP OHIO COM					06/02/2011	11/18/2011
		PROPERTY TYPE: SECURITIES						
13,369.00		15,290.00					-1,921.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		110. PRUDENTIAL FINL INC PROPERTY TYPE: SECURITIES					06/03/2008	11/18/2011
5,409.00		8,139.00					-2,730.00	
		222. PRUDENTIAL FINL INC PROPERTY TYPE: SECURITIES					02/19/2008	11/18/2011
10,915.00		15,915.00					-5,000.00	
		501. PRUDENTIAL FINL INC PROPERTY TYPE: SECURITIES					07/26/2011	11/18/2011
24,633.00		30,443.00					-5,810.00	
		36. REINSURANCE GROUP AMER INC COM NEW PROPERTY TYPE: SECURITIES					09/03/2010	11/18/2011
1,830.00		1,673.00					157.00	
		113. REINSURANCE GROUP AMER INC COM NEW PROPERTY TYPE: SECURITIES					10/16/2008	11/18/2011
5,744.00		3,673.00					2,071.00	
		248. CHUBB CORP PROPERTY TYPE: SECURITIES					05/25/2011	11/21/2011
15,963.00		16,010.00					-47.00	
		116. CHUBB CORP PROPERTY TYPE: SECURITIES					06/24/2011	11/21/2011
7,466.00		7,087.00					379.00	
		180. BP AMOCO PLC - SPONS ADR PROPERTY TYPE: SECURITIES					09/15/2011	11/23/2011
7,158.00		7,081.00					77.00	
		1670. KROGER CO PROPERTY TYPE: SECURITIES					08/25/2011	11/23/2011
36,616.00		37,766.00					-1,150.00	
		1208.23 FNBR 2007-B2 AB 05/01/07 5.500 1 PROPERTY TYPE: SECURITIES					05/11/2007	11/25/2011
1,208.00		1,207.00					1.00	
		79.87 PFMLT 2005-2 2A1A 10/01/05 VAR 10/ PROPERTY TYPE: SECURITIES					10/26/2006	11/25/2011
80.00		79.00					1.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		72. ROYAL DUTCH SHELL PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					04/07/2011	11/25/2011
4,876.00		5,347.00					-471.00	
		232. ROYAL DUTCH SHELL PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					07/27/2011	11/25/2011
15,711.00		17,227.00					-1,516.00	
		40. TEVA PHARMACEUTICAL-SP ADR PROPERTY TYPE: SECURITIES					01/19/2011	11/25/2011
1,499.00		2,167.00					-668.00	
		125. TEVA PHARMACEUTICAL-SP ADR PROPERTY TYPE: SECURITIES					11/24/2010	11/25/2011
4,683.00		6,307.00					-1,624.00	
		248. CITIGROUP INC PROPERTY TYPE: SECURITIES					12/01/2010	12/01/2011
6,631.00		10,664.00					-4,033.00	
		360. EATON CORP PROPERTY TYPE: SECURITIES					09/01/2011	12/01/2011
16,110.00		15,145.00					965.00	
		767. PROGRESSIVE CORP OHIO COM PROPERTY TYPE: SECURITIES					06/02/2011	12/01/2011
14,216.00		16,221.00					-2,005.00	
		13. PRUDENTIAL FINL INC PROPERTY TYPE: SECURITIES					07/26/2011	12/01/2011
648.00		790.00					-142.00	
		64. PRUDENTIAL FINL INC PROPERTY TYPE: SECURITIES					03/17/2010	12/01/2011
3,191.00		3,700.00					-509.00	
		108. PRUDENTIAL FINL INC PROPERTY TYPE: SECURITIES					09/08/2010	12/01/2011
5,385.00		5,843.00					-458.00	
		110. PRUDENTIAL FINL INC PROPERTY TYPE: SECURITIES					10/13/2009	12/01/2011
5,485.00		5,483.00					2.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		34. REINSURANCE GROUP AMER INC COM NEW PROPERTY TYPE: SECURITIES					10/16/2008	12/01/2011
1,737.00		1,105.00					632.00	
		111. REINSURANCE GROUP AMER INC COM NEW PROPERTY TYPE: SECURITIES					11/24/2008	12/01/2011
5,669.00		3,502.00					2,167.00	
		210. TYCO INTERNATIONAL LTD PROPERTY TYPE: SECURITIES					09/01/2011	12/01/2011
9,924.00		8,691.00					1,233.00	
		156. TYCO INTERNATIONAL LTD PROPERTY TYPE: SECURITIES					12/11/2009	12/01/2011
7,372.00		5,643.00					1,729.00	
		378. TYCO INTERNATIONAL LTD PROPERTY TYPE: SECURITIES					10/15/2009	12/01/2011
17,863.00		13,426.00					4,437.00	
		200. TYCO INTERNATIONAL LTD PROPERTY TYPE: SECURITIES					11/12/2009	12/01/2011
9,451.00		7,047.00					2,404.00	
		422. TYCO INTERNATIONAL LTD PROPERTY TYPE: SECURITIES					10/13/2009	12/01/2011
19,943.00		14,785.00					5,158.00	
		161. BP AMOCO PLC - SPONS ADR PROPERTY TYPE: SECURITIES					09/15/2011	12/02/2011
7,040.00		6,334.00					706.00	
		17. ENSCO INTL LTD ADR PROPERTY TYPE: SECURITIES					02/07/2011	12/02/2011
888.00		884.00					4.00	
		242. ENSCO INTL LTD ADR PROPERTY TYPE: SECURITIES					12/16/2010	12/02/2011
12,636.00		12,374.00					262.00	
		13. ENSCO INTL LTD ADR PROPERTY TYPE: SECURITIES					12/07/2010	12/02/2011
679.00		661.00					18.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		404. ILLINOIS TOOL WKS INC PROPERTY TYPE: SECURITIES					02/23/2011	12/06/2011
18,988.00		21,417.00					-2,429.00	
		159. AT&T INC PROPERTY TYPE: SECURITIES					09/15/2011	12/09/2011
4,608.00		4,549.00					59.00	
		527. ALTRIA GROUP INC PROPERTY TYPE: SECURITIES					02/25/2011	12/09/2011
15,101.00		13,070.00					2,031.00	
		260. ARCHER DANIELS MIDLAND CO PROPERTY TYPE: SECURITIES					09/16/2011	12/09/2011
7,524.00		7,389.00					135.00	
		415. CORNING INC PROPERTY TYPE: SECURITIES					05/06/2011	12/09/2011
5,728.00		8,494.00					-2,766.00	
		1118. CORNING INC PROPERTY TYPE: SECURITIES					04/07/2011	12/09/2011
15,430.00		22,695.00					-7,265.00	
		203. MATTEL INC PROPERTY TYPE: SECURITIES					12/06/2010	12/09/2011
5,791.00		5,256.00					535.00	
		118. MATTEL INC PROPERTY TYPE: SECURITIES					09/22/2010	12/09/2011
3,366.00		2,705.00					661.00	
		149. MICROSOFT CORP PROPERTY TYPE: SECURITIES					02/25/2011	12/09/2011
3,835.00		3,996.00					-161.00	
		1210. MICROSOFT CORP PROPERTY TYPE: SECURITIES					08/09/2010	12/09/2011
31,145.00		31,085.00					60.00	
		724. MICROSOFT CORP PROPERTY TYPE: SECURITIES					09/03/2010	12/09/2011
18,635.00		17,616.00					1,019.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		64. MICROSOFT CORP PROPERTY TYPE: SECURITIES					12/17/2008	12/09/2011
1,647.00		1,286.00					361.00	
		380. MICROSOFT CORP PROPERTY TYPE: SECURITIES					01/23/2009	12/09/2011
9,781.00		6,572.00					3,209.00	
		1439. XEROX CORP PROPERTY TYPE: SECURITIES					04/16/2010	12/09/2011
11,599.00		15,063.00					-3,464.00	
		1439. XEROX CORP PROPERTY TYPE: SECURITIES					03/08/2010	12/09/2011
11,599.00		14,354.00					-2,755.00	
		358.81 BANC AMER COML MTG INC 09/01/02 5 PROPERTY TYPE: SECURITIES					07/29/2009	12/11/2011
359.00		368.00					-9.00	
		671. HARTFORD FINANCIAL SVCS GRP PROPERTY TYPE: SECURITIES					05/25/2011	12/13/2011
11,086.00		17,748.00					-6,662.00	
		129. HARTFORD FINANCIAL SVCS GRP PROPERTY TYPE: SECURITIES					05/25/2011	12/14/2011
2,099.00		3,412.00					-1,313.00	
		300. HARTFORD FINANCIAL SVCS GRP PROPERTY TYPE: SECURITIES					06/24/2011	12/14/2011
4,882.00		7,283.00					-2,401.00	
		10000. U S TREASURY NOTE 05/15/09 3.125 PROPERTY TYPE: SECURITIES					04/26/2010	12/14/2011
11,189.00		9,545.00					1,644.00	
		10000. TSY INFL IX N/B 07/15/10 1.250 07 PROPERTY TYPE: SECURITIES					07/13/2010	12/14/2011
11,736.00		10,003.00					1,733.00	
		1049.81 CHRYSLER FINL AUTO 07/14/09 2.82 PROPERTY TYPE: SECURITIES					03/05/2010	12/15/2011
1,050.00		1,074.00					-24.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		385.57 FREDDIE MAC 04/01/10 2.500 03/15/					07/15/2010	12/15/2011
		PROPERTY TYPE: SECURITIES						
386.00		395.00					-9.00	
		11515.445 GOLDMAN SACHS GROWTH OPPOR-INS					09/27/2004	12/16/2011
		PROPERTY TYPE: SECURITIES						
247,352.00		223,169.00					24,183.00	
		1225.44 FNBR 2007-B2 AB 05/01/07 5.500 1					05/11/2007	12/25/2011
		PROPERTY TYPE: SECURITIES						
1,225.00		1,224.00					1.00	
		212.32 PFMLT 2005-2 2A1A 10/01/05 VAR 10					10/26/2006	12/25/2011
		PROPERTY TYPE: SECURITIES						
212.00		209.00					3.00	
		15000. FEDERAL HOME LN MTG CORP DTD 7/16					04/30/2009	12/28/2011
		PROPERTY TYPE: SECURITIES						
15,408.00		16,545.00					-1,137.00	
		1436.59 BANC AMER COML MTG INC 09/01/02					07/29/2009	01/11/2012
		PROPERTY TYPE: SECURITIES						
1,437.00		1,473.00					-36.00	
		5000. UNITED STATES TREAS NTS 02/16/10 3					06/30/2011	01/12/2012
		PROPERTY TYPE: SECURITIES						
5,787.00		5,292.00					495.00	
		5000. UNITED STATES TREAS NTS 02/16/10 3					01/31/2011	01/12/2012
		PROPERTY TYPE: SECURITIES						
5,787.00		5,189.00					598.00	
		10000. UNITED STATES TREAS NTS 08/15/11					11/30/2011	01/12/2012
		PROPERTY TYPE: SECURITIES						
10,223.00		10,061.00					162.00	
		5000. UNITED STATES TREAS NTS 08/15/11 2					10/27/2011	01/12/2012
		PROPERTY TYPE: SECURITIES						
5,111.00		4,929.00					182.00	
		10000. UNITED STATES TREAS NTS 08/15/11					10/27/2011	01/12/2012
		PROPERTY TYPE: SECURITIES						
10,210.00		9,858.00					352.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1045.09 CHRYSLER FINL AUTO 07/14/09 2.82					03/05/2010	01/15/2012
		PROPERTY TYPE: SECURITIES						
1,045.00		1,069.00					-24.00	
		347.66 FREDDIE MAC 04/01/10 2.500 03/15/					07/15/2010	01/15/2012
		PROPERTY TYPE: SECURITIES						
348.00		356.00					-8.00	
		20000. UNITED STATES TREAS NTS 05/17/10					10/28/2010	01/18/2012
		PROPERTY TYPE: SECURITIES						
20,316.00		20,459.00					-143.00	
		360. AT&T INC					09/15/2011	01/19/2012
		PROPERTY TYPE: SECURITIES						
10,915.00		10,300.00					615.00	
		141. AT&T INC					10/05/2011	01/19/2012
		PROPERTY TYPE: SECURITIES						
4,275.00		3,951.00					324.00	
		67. ALTRIA GROUP INC					02/25/2011	01/19/2012
		PROPERTY TYPE: SECURITIES						
1,915.00		1,662.00					253.00	
		96. ALTRIA GROUP INC					07/10/2008	01/19/2012
		PROPERTY TYPE: SECURITIES						
2,745.00		2,035.00					710.00	
		158. ALTRIA GROUP INC					09/04/2008	01/19/2012
		PROPERTY TYPE: SECURITIES						
4,517.00		3,289.00					1,228.00	
		65. CHEVRONTEXACO CORP					08/16/2010	01/19/2012
		PROPERTY TYPE: SECURITIES						
6,919.00		5,013.00					1,906.00	
		118. CHEVRONTEXACO CORP					10/14/2005	01/19/2012
		PROPERTY TYPE: SECURITIES						
12,560.00		6,946.00					5,614.00	
		10. CHEVRONTEXACO CORP					11/03/2004	01/19/2012
		PROPERTY TYPE: SECURITIES						
1,064.00		534.00					530.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		9.7 CITIGROUP INC					12/01/2010	01/19/2012
		PROPERTY TYPE: SECURITIES						
284.00		417.00					-133.00	
		229.3 CITIGROUP INC					12/01/2010	01/19/2012
		PROPERTY TYPE: SECURITIES						
6,720.00		9,695.00					-2,975.00	
		144. ENSCO INTL LTD ADR					12/07/2010	01/19/2012
		PROPERTY TYPE: SECURITIES						
7,501.00		7,325.00					176.00	
		171. GILEAD SCIENCES INC COM					07/26/2011	01/19/2012
		PROPERTY TYPE: SECURITIES						
8,074.00		7,225.00					849.00	
		407. INTEL CORP					12/09/2011	01/19/2012
		PROPERTY TYPE: SECURITIES						
10,357.00		10,175.00					182.00	
		149. INTEL CORP					05/05/2011	01/19/2012
		PROPERTY TYPE: SECURITIES						
3,791.00		3,554.00					237.00	
		48. REINSURANCE GROUP AMER INC COM NEW					11/24/2008	01/19/2012
		PROPERTY TYPE: SECURITIES						
2,617.00		1,514.00					1,103.00	
		71. REINSURANCE GROUP AMER INC COM NEW					11/21/2008	01/19/2012
		PROPERTY TYPE: SECURITIES						
3,871.00		2,110.00					1,761.00	
		16. REINSURANCE GROUP AMER INC COM NEW					07/29/2004	01/19/2012
		PROPERTY TYPE: SECURITIES						
872.00		448.00					424.00	
		40. TEVA PHARMACEUTICAL-SP ADR					01/19/2011	01/19/2012
		PROPERTY TYPE: SECURITIES						
1,827.00		2,340.00					-513.00	
		125. TEVA PHARMACEUTICAL-SP ADR					11/24/2010	01/19/2012
		PROPERTY TYPE: SECURITIES						
5,709.00		6,848.00					-1,139.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		224. TIME WARNER INC					08/22/2007	01/19/2012
		PROPERTY TYPE: SECURITIES						
8,399.00		8,959.00					-560.00	
		213. TIME WARNER INC					02/25/2011	01/19/2012
		PROPERTY TYPE: SECURITIES						
7,986.00		8,019.00					-33.00	
		1286.77 FNBR 2007-B2 AB 05/01/07 5.500 1					05/11/2007	01/25/2012
		PROPERTY TYPE: SECURITIES						
1,287.00		1,286.00					1.00	
		110.58 PFMLT 2005-2 2A1A 10/01/05 VAR 10					10/26/2006	01/25/2012
		PROPERTY TYPE: SECURITIES						
111.00		109.00					2.00	
		210. AT&T INC					10/05/2011	01/26/2012
		PROPERTY TYPE: SECURITIES						
6,197.00		5,884.00					313.00	
		658.00026 CORNING INC					04/07/2011	01/26/2012
		PROPERTY TYPE: SECURITIES						
8,355.00		13,357.00					-5,002.00	
		325.99974 CORNING INC					04/07/2011	01/26/2012
		PROPERTY TYPE: SECURITIES						
4,139.00		6,618.00					-2,479.00	
		10000. GOLDMAN SACHS GROUP INC (FDIC) 12					01/19/2011	01/31/2012
		PROPERTY TYPE: SECURITIES						
10,118.00		10,389.00					-271.00	
		5000. GOLDMAN SACHS GROUP INC (FDIC) 12/					11/25/2008	01/31/2012
		PROPERTY TYPE: SECURITIES						
5,059.00		4,981.00					78.00	
		129. AMERIPRISE FINANCIAL INC					10/13/2009	02/01/2012
		PROPERTY TYPE: SECURITIES						
7,064.00		4,639.00					2,425.00	
		152. AMGEN INC					04/07/2011	02/01/2012
		PROPERTY TYPE: SECURITIES						
10,488.00		8,196.00					2,292.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		163. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES					07/26/2011	02/01/2012
7,985.00		6,887.00					1,098.00	
		50. GOLDMAN SACHS GROUP PROPERTY TYPE: SECURITIES					04/26/2011	02/01/2012
5,719.00		7,673.00					-1,954.00	
		26. GOLDMAN SACHS GROUP PROPERTY TYPE: SECURITIES					10/15/2010	02/01/2012
2,974.00		3,958.00					-984.00	
		398. INTEL CORP PROPERTY TYPE: SECURITIES					05/05/2011	02/01/2012
10,626.00		9,492.00					1,134.00	
		1010. MDU RES GROUP INC PROPERTY TYPE: SECURITIES					07/14/2010	02/01/2012
21,646.00		19,924.00					1,722.00	
		368. MDU RES GROUP INC PROPERTY TYPE: SECURITIES					07/14/2010	02/02/2012
7,843.00		7,260.00					583.00	
		324. MDU RES GROUP INC PROPERTY TYPE: SECURITIES					08/31/2010	02/02/2012
6,905.00		6,104.00					801.00	
		25000. U S TREASURY NOTES 08/31/08 3.125 PROPERTY TYPE: SECURITIES					01/08/2009	02/06/2012
26,128.00		26,816.00					-688.00	
		5000. U S TREASURY NOTES 08/31/08 3.125 PROPERTY TYPE: SECURITIES					01/23/2009	02/06/2012
5,226.00		5,354.00					-128.00	
		112. AMGEN INC PROPERTY TYPE: SECURITIES					04/07/2011	02/08/2012
7,629.00		6,039.00					1,590.00	
		255. ARCHER DANIELS MIDLAND CO PROPERTY TYPE: SECURITIES					09/16/2011	02/08/2012
7,770.00		7,247.00					523.00	

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		219. CENTURYTEL INC PROPERTY TYPE: SECURITIES					06/24/2011	02/08/2012
8,265.00		8,705.00					-440.00	
		350. CORNING INC PROPERTY TYPE: SECURITIES					04/07/2011	02/08/2012
4,806.00		7,751.00					-2,945.00	
		211. CORNING INC PROPERTY TYPE: SECURITIES					04/07/2011	02/08/2012
2,903.00		4,673.00					-1,770.00	
		131. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES					07/26/2011	02/08/2012
7,108.00		5,535.00					1,573.00	
		221. INTEL CORP PROPERTY TYPE: SECURITIES					05/05/2011	02/08/2012
5,930.00		5,271.00					659.00	
		6. PHILIP MORRIS INTL INC PROPERTY TYPE: SECURITIES					11/10/2009	02/08/2012
463.00		302.00					161.00	
		355. PHILIP MORRIS INTL INC PROPERTY TYPE: SECURITIES					11/13/2009	02/08/2012
27,406.00		17,801.00					9,605.00	
		220. PHILIP MORRIS INTL INC PROPERTY TYPE: SECURITIES					11/30/2009	02/08/2012
16,984.00		10,716.00					6,268.00	
		1392. REGIONS FINL CORP NEW PROPERTY TYPE: SECURITIES					11/18/2011	02/08/2012
7,670.00		5,700.00					1,970.00	
		15000. SBC COMMUNICATIONS INC 8/19/2002 PROPERTY TYPE: SECURITIES					01/25/2007	02/08/2012
15,411.00		15,257.00					154.00	
		65. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES					01/28/2010	02/08/2012
3,388.00		2,178.00					1,210.00	

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		200. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES					03/04/2010	02/08/2012
10,424.00		6,590.00					3,834.00	
		252. NOBLE CORPORATION PROPERTY TYPE: SECURITIES					03/29/2011	02/08/2012
9,541.00		11,422.00					-1,881.00	
		2931.83 BANC AMER COML MTG INC 09/01/02 PROPERTY TYPE: SECURITIES					07/29/2009	02/11/2012
2,932.00		3,005.00					-73.00	
		5000. FEDERAL HOME LN MTG CORP DTD 7/16/ PROPERTY TYPE: SECURITIES					04/30/2009	02/14/2012
5,103.00		5,515.00					-412.00	
		10000. SHELL INTL FIN 09/22/09 3.250 09/ PROPERTY TYPE: SECURITIES					09/16/2009	02/14/2012
10,841.00		9,972.00					869.00	
		5000. US TREASURY NOTE 06/30/10 2.500 06 PROPERTY TYPE: SECURITIES					10/08/2010	02/14/2012
5,411.00		5,274.00					137.00	
		5000. US TREASURY NOTE 06/30/10 2.500 06 PROPERTY TYPE: SECURITIES					10/29/2010	02/14/2012
5,411.00		5,219.00					192.00	
		1055.37 CHRYSLER FINL AUTO 07/14/09 2.82 PROPERTY TYPE: SECURITIES					03/05/2010	02/15/2012
1,055.00		1,080.00					-25.00	
		395.45 FREDDIE MAC 04/01/10 2.500 03/15/ PROPERTY TYPE: SECURITIES					07/15/2010	02/15/2012
395.00		405.00					-10.00	
		15000. US TREASURY NOTE 06/30/10 2.500 0 PROPERTY TYPE: SECURITIES					10/29/2010	02/16/2012
16,236.00		15,656.00					580.00	
		10000. US TREASURY NOTE 06/30/10 2.500 0 PROPERTY TYPE: SECURITIES					10/01/2010	02/16/2012
10,824.00		10,417.00					407.00	

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		.516 KINDER MORGAN MGMT LLC COMMON PROPERTY TYPE: SECURITIES					04/22/2008	02/22/2012
41.00		20.00					21.00	
		1259.29 FNBR 2007-B2 AB 05/01/07 5.500 1 PROPERTY TYPE: SECURITIES					05/11/2007	02/25/2012
1,259.00		1,258.00					1.00	
		277.36 PFMLT 2005-2 2A1A 10/01/05 VAR 10 PROPERTY TYPE: SECURITIES					10/26/2006	02/25/2012
277.00		274.00					3.00	
		15000. FANNIE MAE 09/23/02 4.375 09/15/1 PROPERTY TYPE: SECURITIES					05/30/2008	02/29/2012
15,341.00		15,315.00					26.00	
		178. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES					03/20/2009	03/09/2012
12,227.00		7,035.00					5,192.00	
		175. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES					04/02/2009	03/09/2012
12,021.00		7,495.00					4,526.00	
		5000. TOTAL CAPITAL GTD NT 02/17/12 2.87 PROPERTY TYPE: SECURITIES					02/14/2012	03/09/2012
5,006.00		4,997.00					9.00	
		1847.89 BANC AMER COML MTG INC 09/01/02 PROPERTY TYPE: SECURITIES					07/29/2009	03/11/2012
1,848.00		1,894.00					-46.00	
		5000. U S TREASURY NOTE 05/31/09 3.250 0 PROPERTY TYPE: SECURITIES					11/30/2010	03/13/2012
5,503.00		5,431.00					72.00	
		5000. U S TREASURY NOTE 05/31/09 3.250 0 PROPERTY TYPE: SECURITIES					06/03/2009	03/13/2012
5,503.00		5,030.00					473.00	
		5000. U S TREASURY NOTE 05/31/09 3.250 0 PROPERTY TYPE: SECURITIES					08/10/2009	03/13/2012
5,503.00		4,954.00					549.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		995.31 CHRYSLER FINL AUTO 07/14/09 2.820					03/05/2010	03/15/2012
		PROPERTY TYPE: SECURITIES						
995.00		1,018.00					-23.00	
		259. DOW CHEM CO					11/04/2008	03/15/2012
		PROPERTY TYPE: SECURITIES						
9,036.00		7,008.00					2,028.00	
		281.14 FREDDIE MAC 04/01/10 2.500 03/15/					07/15/2010	03/15/2012
		PROPERTY TYPE: SECURITIES						
281.00		288.00					-7.00	
		2008. REGIONS FINL CORP NEW					11/18/2011	03/15/2012
		PROPERTY TYPE: SECURITIES						
12,831.00		8,223.00					4,608.00	
		1303. REGIONS FINL CORP NEW					11/21/2011	03/15/2012
		PROPERTY TYPE: SECURITIES						
8,326.00		5,218.00					3,108.00	
		239. MATTEL INC					09/22/2010	03/16/2012
		PROPERTY TYPE: SECURITIES						
7,954.00		5,478.00					2,476.00	
		205. REINSURANCE GROUP AMER INC COM NEW					07/29/2004	03/16/2012
		PROPERTY TYPE: SECURITIES						
11,959.00		5,740.00					6,219.00	
		5000. FEDERAL HOME LN MTG CORP DTD 7/16/					04/30/2009	03/23/2012
		PROPERTY TYPE: SECURITIES						
5,075.00		5,515.00					-440.00	
		10000. UNITED STATES TREAS NTS 05/17/10					10/28/2010	03/23/2012
		PROPERTY TYPE: SECURITIES						
10,128.00		10,214.00					-86.00	
		1428.28 FNBR 2007-B2 AB 05/01/07 5.500 1					05/11/2007	03/25/2012
		PROPERTY TYPE: SECURITIES						
1,428.00		1,427.00					1.00	
		211.37 PFMLT 2005-2 2A1A 10/01/05 VAR 10					10/26/2006	03/25/2012
		PROPERTY TYPE: SECURITIES						
211.00		209.00					2.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		10000. GMAC LLC (FDIC) 06/08/09 2.200 12					06/03/2009	03/29/2012
		PROPERTY TYPE: SECURITIES						
10,141.00		9,984.00					157.00	
		5000. US TREASURY NOTE 06/30/10 2.500 06					11/30/2010	03/29/2012
		PROPERTY TYPE: SECURITIES						
5,359.00		5,150.00					209.00	
		266. AFLAC INC					08/02/2011	03/30/2012
		PROPERTY TYPE: SECURITIES						
12,201.00		12,042.00					159.00	
		52. AFLAC INC					09/01/2011	03/30/2012
		PROPERTY TYPE: SECURITIES						
2,385.00		1,922.00					463.00	
		67. AT&T INC					10/05/2011	03/30/2012
		PROPERTY TYPE: SECURITIES						
2,088.00		1,877.00					211.00	
		66. B B & T CORPORATION COM					01/19/2012	03/30/2012
		PROPERTY TYPE: SECURITIES						
2,068.00		1,781.00					287.00	
		44. CIGNA CORP					06/02/2011	03/30/2012
		PROPERTY TYPE: SECURITIES						
2,168.00		2,176.00					-8.00	
		29. CHEVRONTEXACO CORP					11/03/2004	03/30/2012
		PROPERTY TYPE: SECURITIES						
3,103.00		1,547.00					1,556.00	
		159. CISCO SYS INC					01/19/2012	03/30/2012
		PROPERTY TYPE: SECURITIES						
3,358.00		3,155.00					203.00	
		99. DELL INC					02/08/2012	03/30/2012
		PROPERTY TYPE: SECURITIES						
1,640.00		1,786.00					-146.00	
		51. DISH NETWORK CORP CL A					01/26/2012	03/30/2012
		PROPERTY TYPE: SECURITIES						
1,679.00		1,485.00					194.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		229. ENSCO INTL LTD ADR PROPERTY TYPE: SECURITIES					12/07/2010	03/30/2012
12,109.00		11,649.00					460.00	
		65. EXELON CORP COMM STK PROPERTY TYPE: SECURITIES					09/01/2011	03/30/2012
2,541.00		2,802.00					-261.00	
		271. GENERAL ELEC CO PROPERTY TYPE: SECURITIES					12/01/2011	03/30/2012
5,428.00		4,289.00					1,139.00	
		82. INTEL CORP PROPERTY TYPE: SECURITIES					05/05/2011	03/30/2012
2,306.00		1,956.00					350.00	
		238. KEYCORP COMMON PROPERTY TYPE: SECURITIES					08/02/2011	03/30/2012
2,002.00		1,914.00					88.00	
		81. MERCK & CO INC NEW PROPERTY TYPE: SECURITIES					01/19/2012	03/30/2012
3,106.00		3,184.00					-78.00	
		53. NEXTERA ENERGY INC PROPERTY TYPE: SECURITIES					09/13/2010	03/30/2012
3,230.00		2,959.00					271.00	
		55. PRINCIPAL FINL GROUP INC PROPERTY TYPE: SECURITIES					01/19/2012	03/30/2012
1,616.00		1,477.00					139.00	
		33. PRUDENTIAL FINL INC PROPERTY TYPE: SECURITIES					02/08/2012	03/30/2012
2,091.00		1,996.00					95.00	
		44. TIME WARNER INC PROPERTY TYPE: SECURITIES					02/25/2011	03/30/2012
1,664.00		1,657.00					7.00	
		60. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES					03/04/2010	03/30/2012
3,536.00		1,977.00					1,559.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		299. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES					08/13/2010	03/30/2012
17,623.00		9,599.00					8,024.00	
		78. UNUMPROVIDENT CORP PROPERTY TYPE: SECURITIES					11/22/2011	03/30/2012
1,907.00		1,677.00					230.00	
		65. INVESCO LTD ADR PROPERTY TYPE: SECURITIES					11/18/2011	03/30/2012
1,728.00		1,267.00					461.00	
		298. NOBLE CORPORATION PROPERTY TYPE: SECURITIES					03/29/2011	03/30/2012
11,154.00		13,506.00					-2,352.00	
		246. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES					08/26/2010	04/04/2012
20,829.00		14,501.00					6,328.00	
		128. FEDEX CORPORATION PROPERTY TYPE: SECURITIES					09/22/2010	04/04/2012
11,567.00		10,806.00					761.00	
		10000. US TREASURY NOTE 06/30/10 2.500 0 PROPERTY TYPE: SECURITIES					07/30/2010	04/09/2012
10,774.00		10,138.00					636.00	
		15000. US TREASURY NOTE 06/30/10 2.500 0 PROPERTY TYPE: SECURITIES					06/30/2010	04/09/2012
16,161.00		15,083.00					1,078.00	
		25000. TSY INFL IX N/B 07/29/11 0.625 07 PROPERTY TYPE: SECURITIES					12/14/2011	04/09/2012
27,445.00		26,876.00					569.00	
		932.18 BANC AMER COML MTG INC 09/01/02 5 PROPERTY TYPE: SECURITIES					07/29/2009	04/11/2012
932.00		956.00					-24.00	
		10000. FEDERAL HOME LN MTG CORP 03/27/09 PROPERTY TYPE: SECURITIES					02/28/2011	04/12/2012
11,365.00		10,312.00					1,053.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		15000. U S TREASURY NOTE 05/31/09 3.250 PROPERTY TYPE: SECURITIES					08/10/2009	04/12/2012
16,557.00		14,862.00					1,695.00	
		993.65 CHRYSLER FINL AUTO 07/14/09 2.820 PROPERTY TYPE: SECURITIES					03/05/2010	04/15/2012
994.00		1,017.00					-23.00	
		155.34 FG J1-7629 12/01/11 3.000 01/01/2 PROPERTY TYPE: SECURITIES					03/13/2012	04/15/2012
155.00		163.00					-8.00	
		306.08 FREDDIE MAC 04/01/10 2.500 03/15/ PROPERTY TYPE: SECURITIES					07/15/2010	04/15/2012
306.00		314.00					-8.00	
		255. SPECTRA ENERGY CORP PROPERTY TYPE: SECURITIES					12/19/2008	04/18/2012
7,737.00		3,954.00					3,783.00	
		436. SPECTRA ENERGY CORP PROPERTY TYPE: SECURITIES					02/11/2009	04/18/2012
13,229.00		6,221.00					7,008.00	
		257. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES					07/26/2011	04/20/2012
13,375.00		10,859.00					2,516.00	
		1415.81 FNBR 2007-B2 AB 05/01/07 5.500 1 PROPERTY TYPE: SECURITIES					05/11/2007	04/25/2012
1,416.00		1,415.00					1.00	
		48.81 PFMLT 2005-2 2A1A 10/01/05 VAR 10/ PROPERTY TYPE: SECURITIES					10/26/2006	04/25/2012
49.00		48.00					1.00	
		157. ROGERS COMMUNICATIONS INC CL B PROPERTY TYPE: SECURITIES					08/26/2010	04/25/2012
5,832.00		5,518.00					314.00	
		402. ROGERS COMMUNICATIONS INC CL B PROPERTY TYPE: SECURITIES					10/26/2010	04/25/2012
14,933.00		15,197.00					-264.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		445. KELLOGG CO PROPERTY TYPE: SECURITIES					08/25/2011	04/26/2012
22,416.00		23,547.00					-1,131.00	
		267. KELLOGG CO PROPERTY TYPE: SECURITIES					08/25/2011	04/26/2012
13,429.00		14,128.00					-699.00	
		582. ARCHER DANIELS MIDLAND CO PROPERTY TYPE: SECURITIES					09/16/2011	05/01/2012
19,130.00		16,540.00					2,590.00	
		480. ARCHER DANIELS MIDLAND CO PROPERTY TYPE: SECURITIES					09/09/2011	05/01/2012
15,777.00		12,985.00					2,792.00	
		97. CORNING INC PROPERTY TYPE: SECURITIES					04/07/2011	05/01/2012
1,392.00		2,148.00					-756.00	
		16. CORNING INC PROPERTY TYPE: SECURITIES					04/07/2011	05/01/2012
230.00		325.00					-95.00	
		1024. CORNING INC PROPERTY TYPE: SECURITIES					06/24/2011	05/01/2012
14,694.00		18,060.00					-3,366.00	
		942. CORNING INC PROPERTY TYPE: SECURITIES					08/12/2011	05/01/2012
13,517.00		13,419.00					98.00	
		478. KOHLS CORP PROPERTY TYPE: SECURITIES					08/11/2010	05/02/2012
24,074.00		22,947.00					1,127.00	
		20000. FANNIE MAE 01/12/07 5.000 02/13/1 PROPERTY TYPE: SECURITIES					09/25/2009	05/03/2012
23,727.00		22,044.00					1,683.00	
		30000. FANNIE MAE 01/12/07 5.000 02/13/1 PROPERTY TYPE: SECURITIES					09/25/2009	05/07/2012
35,624.00		33,066.00					2,558.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	·
		10000. US TREASURY N/B 11/15/05 4.500 11 PROPERTY TYPE: SECURITIES					12/31/2010	05/07/2012
11,398.00		11,185.00					213.00	
		5000. US TREASURY N/B 11/15/05 4.500 11/ PROPERTY TYPE: SECURITIES					05/31/2006	05/07/2012
5,699.00		4,763.00					936.00	
		10000. US TREASURY NOTE 06/30/10 2.500 0 PROPERTY TYPE: SECURITIES					07/01/2010	05/07/2012
10,836.00		10,054.00					782.00	
		30. ALBEMARLE CORP COM PROPERTY TYPE: SECURITIES					08/20/2008	05/08/2012
1,892.00		1,178.00					714.00	
		90. CABELAS INC PROPERTY TYPE: SECURITIES					06/03/2009	05/08/2012
3,217.00		1,201.00					2,016.00	
		11. EATON VANCE CORP COM NON VTG PROPERTY TYPE: SECURITIES					11/04/2008	05/08/2012
276.00		238.00					38.00	
		32. KINDER MORGAN MGMT LLC COMMON PROPERTY TYPE: SECURITIES					04/22/2008	05/08/2012
2,310.00		1,225.00					1,085.00	
		7. NEWMARKET CORP PROPERTY TYPE: SECURITIES					01/06/2009	05/08/2012
1,484.00		258.00					1,226.00	
		11. NU SKIN ASIA PACIFIC A COM PROPERTY TYPE: SECURITIES					05/11/2011	05/08/2012
479.00		416.00					63.00	
		20. PRICESMART INC PROPERTY TYPE: SECURITIES					05/29/2008	05/08/2012
1,511.00		470.00					1,041.00	
		54. STURM RUGER & CO INC COM PROPERTY TYPE: SECURITIES					04/22/2008	05/08/2012
2,565.00		401.00					2,164.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		18. TREDEGAR INDS INC COM PROPERTY TYPE: SECURITIES					04/22/2008	05/08/2012
269.00		318.00					-49.00	
		429. DELL INC PROPERTY TYPE: SECURITIES					02/08/2012	05/10/2012
6,668.00		7,741.00					-1,073.00	
		41. DELL INC PROPERTY TYPE: SECURITIES					01/26/2012	05/10/2012
637.00		686.00					-49.00	
		261. INTEL CORP PROPERTY TYPE: SECURITIES					05/01/2012	05/10/2012
7,067.00		7,563.00					-496.00	
		278. SEAGATE TECHNOLOGY PLC SHS PROPERTY TYPE: SECURITIES					03/15/2012	05/10/2012
8,663.00		7,442.00					1,221.00	
		516. AMERIPRISE FINANCIAL INC PROPERTY TYPE: SECURITIES					02/16/2011	05/11/2012
26,157.00		33,192.00					-7,035.00	
		436.94 BANC AMER COML MTG INC 09/01/02 5 PROPERTY TYPE: SECURITIES					07/29/2009	05/11/2012
437.00		448.00					-11.00	
		151. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					10/31/2007	05/11/2012
5,587.00		7,171.00					-1,584.00	
		220. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					09/08/2008	05/11/2012
8,140.00		9,064.00					-924.00	
		468. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					02/11/2009	05/11/2012
17,315.00		11,869.00					5,446.00	
		60. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					09/01/2009	05/11/2012
2,220.00		2,630.00					-410.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		247. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					10/21/2010	05/11/2012
9,138.00		9,322.00					-184.00	
		159. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					10/27/2011	05/11/2012
5,883.00		5,811.00					72.00	
		63. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					10/27/2011	05/11/2012
2,331.00		2,278.00					53.00	
		842.6 CHRYSLER FINL AUTO 07/14/09 2.820 PROPERTY TYPE: SECURITIES					03/05/2010	05/15/2012
843.00		862.00					-19.00	
		123.26 FG J1-7629 12/01/11 3.000 01/01/2 PROPERTY TYPE: SECURITIES					03/13/2012	05/15/2012
123.00		129.00					-6.00	
		286.22 FREDDIE MAC 04/01/10 2.500 03/15/ PROPERTY TYPE: SECURITIES					07/15/2010	05/15/2012
286.00		293.00					-7.00	
		445. MATTEL INC PROPERTY TYPE: SECURITIES					09/22/2010	05/17/2012
13,934.00		10,199.00					3,735.00	
		444. MATTEL INC PROPERTY TYPE: SECURITIES					10/29/2007	05/17/2012
13,902.00		9,376.00					4,526.00	
		386. MATTEL INC PROPERTY TYPE: SECURITIES					03/19/2008	05/17/2012
12,086.00		8,009.00					4,077.00	
		261. INTEL CORP PROPERTY TYPE: SECURITIES					05/01/2012	05/23/2012
6,584.00		8,060.00					-1,476.00	
		18. INTEL CORP PROPERTY TYPE: SECURITIES					05/01/2012	05/23/2012
454.00		522.00					-68.00	

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		782. INTEL CORP					05/05/2011	05/23/2012
		PROPERTY TYPE: SECURITIES						
19,728.00		18,651.00					1,077.00	
		703. INTEL CORP					05/06/2011	05/23/2012
		PROPERTY TYPE: SECURITIES						
17,735.00		16,440.00					1,295.00	
		245. INTEL CORP					11/23/2011	05/23/2012
		PROPERTY TYPE: SECURITIES						
6,181.00		5,590.00					591.00	
		710. INTEL CORP					07/01/2011	05/23/2012
		PROPERTY TYPE: SECURITIES						
17,912.00		16,041.00					1,871.00	
		585. INTEL CORP					09/15/2011	05/23/2012
		PROPERTY TYPE: SECURITIES						
14,758.00		12,622.00					2,136.00	
		746. INTEL CORP					08/12/2011	05/23/2012
		PROPERTY TYPE: SECURITIES						
18,820.00		15,494.00					3,326.00	
		.652 KINDER MORGAN MGMT LLC COMMON					04/22/2008	05/23/2012
		PROPERTY TYPE: SECURITIES						
47.00		25.00					22.00	
		1363.42 FNBR 2007-B2 AB 05/01/07 5.500 1					05/11/2007	05/25/2012
		PROPERTY TYPE: SECURITIES						
1,363.00		1,362.00					1.00	
		247.23 PFMLT 2005-2 2A1A 10/01/05 VAR 10					10/26/2006	05/25/2012
		PROPERTY TYPE: SECURITIES						
247.00		244.00					3.00	
		452. ENSCO PLC SHS CLASS A					12/07/2010	05/29/2012
		PROPERTY TYPE: SECURITIES						
22,102.00		22,992.00					-890.00	
		172. DOW CHEM CO					11/04/2008	05/30/2012
		PROPERTY TYPE: SECURITIES						
5,359.00		4,654.00					705.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		546. DOW CHEM CO PROPERTY TYPE: SECURITIES					10/07/2002	05/30/2012
17,011.00		14,112.00					2,899.00	
		158. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES					07/26/2011	05/30/2012
7,941.00		6,676.00					1,265.00	
		127. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES					09/16/2011	05/30/2012
6,383.00		5,159.00					1,224.00	
		137.36 BANC AMER COML MTG INC 09/01/02 5 PROPERTY TYPE: SECURITIES					07/29/2009	06/11/2012
137.00		141.00					-4.00	
		96. FEDEX CORPORATION PROPERTY TYPE: SECURITIES					09/22/2010	06/13/2012
8,281.00		8,104.00					177.00	
		220. FEDEX CORPORATION PROPERTY TYPE: SECURITIES					09/24/2010	06/13/2012
18,977.00		18,542.00					435.00	
		737.03 CHRYSLER FINL AUTO 07/14/09 2.820 PROPERTY TYPE: SECURITIES					03/05/2010	06/15/2012
737.00		754.00					-17.00	
		124.07 FG J1-7629 12/01/11 3.000 01/01/2 PROPERTY TYPE: SECURITIES					03/13/2012	06/15/2012
124.00		130.00					-6.00	
		339.13 FREDDIE MAC 04/01/10 2.500 03/15/ PROPERTY TYPE: SECURITIES					07/15/2010	06/15/2012
339.00		347.00					-8.00	
		1445.91 FNBR 2007-B2 AB 05/01/07 5.500 1 PROPERTY TYPE: SECURITIES					05/11/2007	06/25/2012
1,446.00		1,445.00					1.00	
		241.42 PFMLT 2005-2 2A1A 10/01/05 VAR 10 PROPERTY TYPE: SECURITIES					10/26/2006	06/25/2012
241.00		238.00					3.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		137. TEVA PHARMACEUTICAL-SP ADR PROPERTY TYPE: SECURITIES					11/24/2010	06/28/2012
5,268.00		6,912.00					-1,644.00	
		145. TEVA PHARMACEUTICAL-SP ADR PROPERTY TYPE: SECURITIES					07/26/2011	06/28/2012
5,575.00		6,827.00					-1,252.00	
		139. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES					08/13/2010	06/28/2012
8,194.00		4,463.00					3,731.00	
		268. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES					12/11/2009	06/28/2012
15,799.00		8,227.00					7,572.00	
		85. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES					08/07/2008	06/28/2012
5,011.00		2,488.00					2,523.00	
		500000. HSBC BANK EQUITY LINKED CD 06/29 PROPERTY TYPE: SECURITIES					06/25/2007	06/29/2012
500,000.00		646,650.00					-146650.00	
		580. NAVISTAR INTL CORP NEW COM PROPERTY TYPE: SECURITIES					04/04/2012	07/06/2012
14,645.00		22,511.00					-7,866.00	
		54. WALTER INDS INC PROPERTY TYPE: SECURITIES					03/16/2011	07/06/2012
2,270.00		6,313.00					-4,043.00	
		166. WALTER INDS INC PROPERTY TYPE: SECURITIES					04/12/2011	07/06/2012
6,980.00		21,655.00					-14,675.00	
		118. WALTER INDS INC PROPERTY TYPE: SECURITIES					05/20/2011	07/06/2012
4,961.00		14,041.00					-9,080.00	
		695.91 CHRYSLER FINL AUTO 07/14/09 2.820 PROPERTY TYPE: SECURITIES					03/05/2010	07/15/2012
696.00		712.00					-16.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		73.71 CSFB 2003-CK2 A4 04/01/03 4.801 03					06/23/2010	07/15/2012
		PROPERTY TYPE: SECURITIES						
74.00		78.00					-4.00	
		658.08 FG J1-7629 12/01/11 3.000 01/01/2					03/13/2012	07/15/2012
		PROPERTY TYPE: SECURITIES						
658.00		690.00					-32.00	
		318.54 FREDDIE MAC 04/01/10 2.500 03/15/					07/15/2010	07/15/2012
		PROPERTY TYPE: SECURITIES						
319.00		326.00					-7.00	
		348. AFLAC INC					09/01/2011	07/24/2012
		PROPERTY TYPE: SECURITIES						
14,525.00		12,862.00					1,663.00	
		228. TEVA PHARMACEUTICAL-SP ADR					07/26/2011	07/24/2012
		PROPERTY TYPE: SECURITIES						
9,247.00		10,735.00					-1,488.00	
		1523.95 FNBR 2007-B2 AB 05/01/07 5.500 1					05/11/2007	07/25/2012
		PROPERTY TYPE: SECURITIES						
1,524.00		1,523.00					1.00	
		407.18 PFMLT 2005-2 2A1A 10/01/05 VAR 10					10/26/2006	07/25/2012
		PROPERTY TYPE: SECURITIES						
407.00		402.00					5.00	
		222. BARD C R INC					06/29/2010	07/26/2012
		PROPERTY TYPE: SECURITIES						
21,767.00		17,374.00					4,393.00	
		322. MOODYS CORP COMMON					08/10/2011	07/26/2012
		PROPERTY TYPE: SECURITIES						
12,662.00		9,713.00					2,949.00	
		217. NATIONAL-OILWELL INC COM					07/13/2010	07/26/2012
		PROPERTY TYPE: SECURITIES						
15,531.00		7,850.00					7,681.00	
		355. UNILEVER N V NEW YORK SHS NEW					06/15/2011	07/26/2012
		PROPERTY TYPE: SECURITIES						
12,134.00		11,152.00					982.00	

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		908. STARBUCKS CORP					08/11/2010	07/27/2012
		PROPERTY TYPE: SECURITIES						
42,461.00		22,269.00					20,192.00	
		20000. UNITED STATES TREAS NTS 10/31/08					05/07/2012	08/01/2012
		PROPERTY TYPE: SECURITIES						
20,634.00		20,738.00					-104.00	
		10000. BB&T CORPORATION SR NT 04/27/09 5					08/18/2009	08/07/2012
		PROPERTY TYPE: SECURITIES						
10,827.00		10,618.00					209.00	
		722. ABBOTT LABS					07/13/2010	08/08/2012
		PROPERTY TYPE: SECURITIES						
47,664.00		34,567.00					13,097.00	
		15000. FEDERAL HOME LOAN BANK 05/04/12 1					07/31/2012	08/08/2012
		PROPERTY TYPE: SECURITIES						
15,121.00		15,172.00					-51.00	
		336. PNC BANK CORP					02/16/2011	08/08/2012
		PROPERTY TYPE: SECURITIES						
20,414.00		21,795.00					-1,381.00	
		370. PNC BANK CORP					05/25/2011	08/08/2012
		PROPERTY TYPE: SECURITIES						
22,480.00		22,636.00					-156.00	
		328. WELLPOINT INC					06/04/2010	08/08/2012
		PROPERTY TYPE: SECURITIES						
18,456.00		17,732.00					724.00	
		14. SEAGATE TECHNOLOGY PLC SHS					03/15/2012	08/10/2012
		PROPERTY TYPE: SECURITIES						
467.00		375.00					92.00	
		227. SEAGATE TECHNOLOGY PLC SHS					02/01/2012	08/10/2012
		PROPERTY TYPE: SECURITIES						
7,579.00		5,692.00					1,887.00	
		689.19 CHRYSLER FINL AUTO 07/14/09 2.820					03/05/2010	08/15/2012
		PROPERTY TYPE: SECURITIES						
689.00		705.00					-16.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		312. COMCAST CORP CL A					10/13/2010	08/15/2012
		PROPERTY TYPE: SECURITIES						
10,619.00		5,677.00					4,942.00	
		203. DEERE & CO					12/06/2011	08/15/2012
		PROPERTY TYPE: SECURITIES						
15,280.00		15,971.00					-691.00	
		54. DEERE & CO					12/06/2011	08/15/2012
		PROPERTY TYPE: SECURITIES						
4,065.00		4,228.00					-163.00	
		466.4 FG J1-7629 12/01/11 3.000 01/01/22					03/13/2012	08/15/2012
		PROPERTY TYPE: SECURITIES						
466.00		489.00					-23.00	
		297.94 FREDDIE MAC 04/01/10 2.500 03/15/					07/15/2010	08/15/2012
		PROPERTY TYPE: SECURITIES						
298.00		305.00					-7.00	
		206. BP AMOCO PLC - SPONS ADR					03/15/2012	08/16/2012
		PROPERTY TYPE: SECURITIES						
8,763.00		9,610.00					-847.00	
		182. BP AMOCO PLC - SPONS ADR					02/01/2012	08/16/2012
		PROPERTY TYPE: SECURITIES						
7,742.00		8,371.00					-629.00	
		154. CHEVRONTEXACO CORP					06/28/2012	08/16/2012
		PROPERTY TYPE: SECURITIES						
17,324.00		15,723.00					1,601.00	
		600. CISCO SYS INC					05/01/2012	08/16/2012
		PROPERTY TYPE: SECURITIES						
11,250.00		12,088.00					-838.00	
		258. CISCO SYS INC					01/19/2012	08/16/2012
		PROPERTY TYPE: SECURITIES						
4,837.00		5,119.00					-282.00	
		10000. UNITED STATES TREAS NTS 05/17/10					10/28/2010	08/16/2012
		PROPERTY TYPE: SECURITIES						
10,088.00		10,214.00					-126.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		5000. UNITED STATES TREAS NTS 05/17/10 1					11/30/2010	08/16/2012
		PROPERTY TYPE: SECURITIES						
5,044.00		5,099.00					-55.00	
		271.17 CSFB 2003-CK2 A4 04/01/03 4.801 0					06/23/2010	08/17/2012
		PROPERTY TYPE: SECURITIES						
271.00		286.00					-15.00	
		39. CHEVRONTEXACO CORP					06/28/2012	08/20/2012
		PROPERTY TYPE: SECURITIES						
4,385.00		3,982.00					403.00	
		104. CHEVRONTEXACO CORP					11/03/2004	08/20/2012
		PROPERTY TYPE: SECURITIES						
11,693.00		5,548.00					6,145.00	
		188. MERCK & CO INC NEW					01/19/2012	08/20/2012
		PROPERTY TYPE: SECURITIES						
8,201.00		7,391.00					810.00	
		154. MERCK & CO INC NEW					11/18/2011	08/20/2012
		PROPERTY TYPE: SECURITIES						
6,718.00		5,402.00					1,316.00	
		131. SANOFI CHANGED FROM SANOFI-AVENTIS					02/01/2012	08/20/2012
		PROPERTY TYPE: SECURITIES						
5,411.00		4,869.00					542.00	
		56. SANOFI CHANGED FROM SANOFI-AVENTIS A					12/02/2011	08/20/2012
		PROPERTY TYPE: SECURITIES						
2,313.00		1,952.00					361.00	
		934. MARVELL TECHNOLOGY GROUP LTD					09/17/2010	08/20/2012
		PROPERTY TYPE: SECURITIES						
9,723.00		16,727.00					-7,004.00	
		1116. MARVELL TECHNOLOGY GROUP LTD					09/22/2010	08/20/2012
		PROPERTY TYPE: SECURITIES						
11,617.00		19,272.00					-7,655.00	
		.119 KINDER MORGAN MGMT LLC COMMON					04/22/2008	08/22/2012
		PROPERTY TYPE: SECURITIES						
9.00		4.00					5.00	

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		10000. BERKSHIRE HATHAWAY INC DEL 02/11/					02/04/2010	08/23/2012
		PROPERTY TYPE: SECURITIES						
10,639.00		9,992.00					647.00	
		280. JOY GLOBAL INC					11/03/2010	08/24/2012
		PROPERTY TYPE: SECURITIES						
15,573.00		19,819.00					-4,246.00	
		155. JOY GLOBAL INC					10/27/2011	08/24/2012
		PROPERTY TYPE: SECURITIES						
8,621.00		14,341.00					-5,720.00	
		1634.53 FNBR 2007-B2 AB 05/01/07 5.500 1					05/11/2007	08/25/2012
		PROPERTY TYPE: SECURITIES						
1,635.00		1,633.00					2.00	
		189.66 PFMLT 2005-2 2A1A 10/01/05 VAR 10					10/26/2006	08/25/2012
		PROPERTY TYPE: SECURITIES						
190.00		187.00					3.00	
		5000. FEDERAL HOME LN MTG CORP 03/27/09					02/28/2011	08/27/2012
		PROPERTY TYPE: SECURITIES						
5,797.00		5,156.00					641.00	
		15000. FEDERAL HOME LN MTG CORP 03/27/09					03/31/2011	08/27/2012
		PROPERTY TYPE: SECURITIES						
17,392.00		15,466.00					1,926.00	
		10000. FEDERAL HOME LN MTG CORP 03/27/09					03/03/2011	08/27/2012
		PROPERTY TYPE: SECURITIES						
11,595.00		10,206.00					1,389.00	
		800. PROCTER & GAMBLE CO					05/26/1994	08/30/2012
		PROPERTY TYPE: SECURITIES						
53,455.00		11,132.00					42,323.00	
		1400. PROCTER & GAMBLE CO					07/07/1994	08/30/2012
		PROPERTY TYPE: SECURITIES						
93,546.00		18,955.00					74,591.00	
		437. AT&T INC					05/23/2012	09/04/2012
		PROPERTY TYPE: SECURITIES						
15,993.00		14,553.00					1,440.00	

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		562. ALTRIA GROUP INC PROPERTY TYPE: SECURITIES					09/04/2008	09/04/2012
19,240.00		11,699.00					7,541.00	
		372. ALTRIA GROUP INC PROPERTY TYPE: SECURITIES					06/18/2008	09/04/2012
12,735.00		7,726.00					5,009.00	
		97. AMGEN INC PROPERTY TYPE: SECURITIES					04/07/2011	09/04/2012
8,109.00		5,230.00					2,879.00	
		196. AMGEN INC PROPERTY TYPE: SECURITIES					03/29/2011	09/04/2012
16,386.00		10,423.00					5,963.00	
		283. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES					11/03/2004	09/04/2012
31,516.00		15,098.00					16,418.00	
		15000. JOHN DEER CAP CORP 09/08/08 4.900 PROPERTY TYPE: SECURITIES					09/03/2008	09/04/2012
15,683.00		14,968.00					715.00	
		4616. REGIONS FINL CORP NEW PROPERTY TYPE: SECURITIES					11/21/2011	09/04/2012
31,927.00		18,487.00					13,440.00	
		315. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES					08/07/2008	09/04/2012
17,091.00		9,218.00					7,873.00	
		279. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES					09/04/2008	09/04/2012
15,138.00		7,808.00					7,330.00	
		148. ANHEUSER BUSCH INBEV SA/NV SPONSORE PROPERTY TYPE: SECURITIES					01/26/2011	09/05/2012
12,751.00		8,510.00					4,241.00	
		172. AMGEN INC PROPERTY TYPE: SECURITIES					03/29/2011	09/06/2012
14,574.00		9,146.00					5,428.00	

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		123. AMGEN INC					03/15/2011	09/06/2012
		PROPERTY TYPE: SECURITIES						
10,422.00		6,521.00					3,901.00	
		240. B B & T CORPORATION COM					01/19/2012	09/06/2012
		PROPERTY TYPE: SECURITIES						
7,762.00		6,477.00					1,285.00	
		282. B B & T CORPORATION COM					12/01/2011	09/06/2012
		PROPERTY TYPE: SECURITIES						
9,121.00		6,468.00					2,653.00	
		62. CHEVRONTEXACO CORP					11/03/2004	09/06/2012
		PROPERTY TYPE: SECURITIES						
7,004.00		3,308.00					3,696.00	
		177. CHEVRONTEXACO CORP					11/17/2004	09/06/2012
		PROPERTY TYPE: SECURITIES						
19,994.00		9,437.00					10,557.00	
		112. DISCOVER FINANCIAL SERVICES					03/30/2012	09/06/2012
		PROPERTY TYPE: SECURITIES						
4,291.00		3,743.00					548.00	
		260. DISCOVER FINANCIAL SERVICES					12/01/2011	09/06/2012
		PROPERTY TYPE: SECURITIES						
9,960.00		6,202.00					3,758.00	
		39. DISCOVER FINANCIAL SERVICES					01/25/2008	09/06/2012
		PROPERTY TYPE: SECURITIES						
1,494.00		618.00					876.00	
		292. PRUDENTIAL FINL INC					02/08/2012	09/06/2012
		PROPERTY TYPE: SECURITIES						
16,360.00		17,664.00					-1,304.00	
		125. TIME WARNER INC					02/25/2011	09/06/2012
		PROPERTY TYPE: SECURITIES						
5,400.00		4,706.00					694.00	
		346. TIME WARNER INC					06/22/2010	09/06/2012
		PROPERTY TYPE: SECURITIES						
14,948.00		11,148.00					3,800.00	

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		74. TIME WARNER INC PROPERTY TYPE: SECURITIES					03/19/2008	09/06/2012
3,197.00		2,291.00					906.00	
		1. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES					09/04/2008	09/06/2012
55.00		28.00					27.00	
		183. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES					03/18/2009	09/06/2012
10,031.00		4,041.00					5,990.00	
		246. SEAGATE TECHNOLOGY PLC SHS PROPERTY TYPE: SECURITIES					02/01/2012	09/07/2012
7,645.00		6,169.00					1,476.00	
		45000. US TREASURY NOTE 01/15/12 0.125 0 PROPERTY TYPE: SECURITIES					04/09/2012	09/13/2012
49,461.00		46,535.00					2,926.00	
		504.91 CNH EQUIP TR 2010-A A4 03/25/10 2 PROPERTY TYPE: SECURITIES					12/17/2010	09/15/2012
505.00		515.00					-10.00	
		531.21 CHRYSLER FINL AUTO 07/14/09 2.820 PROPERTY TYPE: SECURITIES					03/05/2010	09/15/2012
531.00		544.00					-13.00	
		977.77 FG J1-7629 12/01/11 3.000 01/01/2 PROPERTY TYPE: SECURITIES					03/13/2012	09/15/2012
978.00		1,025.00					-47.00	
		294.85 FREDDIE MAC 04/01/10 2.500 03/15/ PROPERTY TYPE: SECURITIES					07/15/2010	09/15/2012
295.00		302.00					-7.00	
		5070.79 CSFB 2003-CK2 A4 04/01/03 4.801 PROPERTY TYPE: SECURITIES					06/23/2010	09/17/2012
5,071.00		5,347.00					-276.00	
		15000. FANNIE MAE 01/12/07 5.000 02/13/1 PROPERTY TYPE: SECURITIES					09/25/2009	09/20/2012
17,786.00		16,533.00					1,253.00	

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		10000. FREDDIE MAC 01/30/12 1.000 03/08/					06/29/2012	09/20/2012
		PROPERTY TYPE: SECURITIES						
10,123.00		10,043.00					80.00	
		636. AMERICAN INTL GROUP INC					08/08/2012	09/25/2012
		PROPERTY TYPE: SECURITIES						
21,486.00		20,482.00					1,004.00	
		12. CABELAS INC					06/03/2009	09/25/2012
		PROPERTY TYPE: SECURITIES						
640.00		160.00					480.00	
		4. CABELAS INC					06/03/2009	09/25/2012
		PROPERTY TYPE: SECURITIES						
216.00		53.00					163.00	
		1657.2 FNBR 2007-B2 AB 05/01/07 5.500 12					05/11/2007	09/25/2012
		PROPERTY TYPE: SECURITIES						
1,657.00		1,656.00					1.00	
		20. HASBRO INC COM					07/17/2009	09/25/2012
		PROPERTY TYPE: SECURITIES						
757.00		508.00					249.00	
		12. HASBRO INC COM					07/17/2009	09/25/2012
		PROPERTY TYPE: SECURITIES						
454.00		305.00					149.00	
		30. KINDER MORGAN MGMT LLC COMMON					04/22/2008	09/25/2012
		PROPERTY TYPE: SECURITIES						
2,257.00		1,125.00					1,132.00	
		7. KNOLL INC					04/22/2008	09/25/2012
		PROPERTY TYPE: SECURITIES						
99.00		90.00					9.00	
		2. KNOLL INC					04/22/2008	09/25/2012
		PROPERTY TYPE: SECURITIES						
28.00		26.00					2.00	
		12. MATSON INC					04/22/2008	09/25/2012
		PROPERTY TYPE: SECURITIES						
255.00		299.00					-44.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		14. OLD DOMINION FGHT LINE INC PROPERTY TYPE: SECURITIES					04/23/2010	09/25/2012
413.00		233.00					180.00	
		3. OWENS & MINOR INC NEW COM PROPERTY TYPE: SECURITIES					04/22/2008	09/25/2012
91.00		87.00					4.00	
		30. OWENS & MINOR INC NEW COM PROPERTY TYPE: SECURITIES					06/30/2008	09/25/2012
909.00		915.00					-6.00	
		33. OWENS & MINOR INC NEW COM PROPERTY TYPE: SECURITIES					07/16/2009	09/25/2012
1,000.00		966.00					34.00	
		30. OWENS & MINOR INC NEW COM PROPERTY TYPE: SECURITIES					11/03/2009	09/25/2012
909.00		814.00					95.00	
		679.89 PFMLT 2005-2 2A1A 10/01/05 VAR 10 PROPERTY TYPE: SECURITIES					10/26/2006	09/25/2012
680.00		671.00					9.00	
		8. TREDEGAR INDS INC COM PROPERTY TYPE: SECURITIES					04/22/2008	09/25/2012
143.00		141.00					2.00	
		67. UDR INC PROPERTY TYPE: SECURITIES					04/22/2008	09/25/2012
1,678.00		1,648.00					30.00	

TOTAL GAIN(LOSS)		....					337,415.	
							==========	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET INTEREST	30,611.	30,611.
TOTAL	30,611.	30,611.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN DIVIDENDS	33,338.	33,338.
DOMESTIC DIVIDENDS	151,041.	151,041.
FOREIGN INTEREST	7,301.	7,301.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	16,310.	16,310.
OID INCOME	48,207.	48,207.
NONQUALIFIED FOREIGN DIVIDENDS	70.	70.
NONQUALIFIED DOMESTIC DIVIDENDS	2,901.	2,901.
TOTAL	259,168.	259,168.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	660.	330.		330.
TOTALS	660.	330.	NONE	330.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES-SUBJECT T	840.	840.
TOTALS	840.	840.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	1,548.	1,548.
PRIOR YEAR EXCISE TAX PAID	1,980.	
EXCISE TAX ESTIMATE	8,025.	
FOREIGN TAXES ON QUALIFIED FOR	629.	629.
FOREIGN TAXES ON NONQUALIFIED	1.	1.
TOTALS	12,183.	2,178.

JOHN HAUCK FOUNDATION, FIFTH THIRD BANK 31-6366846

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK SERVICE FEES	71,682.	71,682.	
OTHER MISC. EXPENSES	200.		200.
TOTALS	71,882.	71,682.	200.

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

DESCRIPTION	AMOUNT
ROUNDING ON SALES	7.
COST BASIS ADJ ON ASSET	695.
COST BASIS ADJ ON SALE FOR OID	146,650.
TOTAL	147,352.

STATEMENT 7

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

DESCRIPTION	AMOUNT
OID INTEREST	48,207.
COST BASIS ADJ ON ASSET FOR RETURN OF CAPITAL	12.
COST BASIS ADJ ON SALE FOR RETURN OF CAPITAL	1.
OID COST BASIS ADJ	61.
ROUNDING	4.
TOTAL	48,285.

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

OFFICER NAME:
FIFTH THIRD BANK
ADDRESS:
38 FOUNTAIN SQUARE PLAZA
CINCINNATI, OH 45263
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
JOHN W HAUCK
ADDRESS:

CINCINNATI, OH
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
E ALLEN ELLIOTT
ADDRESS:

CINCINNATI, OH
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
NARLEY L HARLEY
ADDRESS:

CINCINNATI, OH
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

STATEMENT 9

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

EMPLOYEE NAME:
NONE

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS
==

NAME:
NONE

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

==

RECIPIENT NAME:
SEE SCHEDULE ATTACHED
C/O FIFTH THIRD BANK
ADDRESS:
P.O. BOX 630858
CINCINNATI, OH 45263
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID .... 540,900.

TOTAL GRANTS PAID: 540,900.

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

RECIPIENT NAME:
SEE SCHEDULE ATTACHED
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT APPROVED FOR FUTURE PAYMENT: .... 288,400.

TOTAL GRANTS APPROVED FOR FUTURE PAYMENT: 288,400.

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John Hauck Foundation
Contributions
Fiscal Year Ending 9/30/12

Organization	Address	City	St	Zip	Usage	Amt	Date Paid
Catholic Inner City Schools Education Fund	100 E. 8th Street	Cincinnati	OH	45202	Project/Program Support	$5,000 00	12/30/2011
CET	1223 Central Parkway	Cincinnati	OH	45214	Project/Program Support	$5,000 00	12/30/2011
Cincinnati Children's Hospital Medical Center	3333 Burnet Avenue, MLC 9002	Cincinnati	OH	45229-3039	Project/Program Support	$50,000.00	9/14/2012
Cincinnati Preservation Association	342 West Fourth Street	Cincinnati	OH	45202-2603	Project/Program Support	$50,000.00	9/14/2012
Civic Garden Center	2715 Reading Road	Cincinnati	OH	45206	Project/Program Support	$10,000 00	9/18/2012
Drop Inn Center	217 West 12th Street	Cincinnati	OH	45202	Project/Program Support	$5,000.00	12/30/2011
Hyde Park Center for Older Adults	2800 Erie Avenue	Cincinnati	OH	45208	Project/Program Support	$10,000.00	10/17/2011
Junior League of Cincinnati	3500 Columbia Parkway	Cincinnati	OH	45226	Project/Program Support	$2,500.00	12/30/2011
Prospect House, Inc.	P.O. Box 5117, 682 Hawthorne Avenue	Cincinnati	OH	45205	Project/Program Support	$5,000.00	12/30/2011
Rollins College	1000 Holt Avenue, 2754	Winter Park	FL	32789-4499	Project/Program Support	$50,000.00	12/7/2011
Save the Animals Foundation	P.O. Box 932086	Cleveland	OH	44193	Project/Program Support	$60,000.00	9/18/2012
Seven Hills School	5400 Red Bank Road	Cincinnati	OH	45227-1198	Endowment	$50,000.00	10/17/2011
Taft Museum of Art	316 Pike Street	Cincinnati	OH	45202	Project/Program Support	$5,000.00	12/30/2011
Tender Mercies	27 West 12th Street	Cincinnati	OH	45202	Project/Program Support	$5,000.00	9/18/2012
University of Cincinnati Foundation	51 Goodman Drive, Suite 100	Cincinnati	OH	45219-0970	Project/Program Support	$50,000 00	12/7/2011
University of Florida Foundation	P.O. Box 14425	Gainesville	FL	32611	Project/Program Support	$100,000.00	4/19/2012
Xavier University	3800 Victory Parkway	Cincinnati	OH	45207	Project/Program Support	$53,400.00	7/11/2012
YMCA of Greater Cincinnati	1105 Elm Street	Cincinnati	OH	45202	Project/Program Support	$25,000 00	9/18/2012
						$ 540,900.00	

John Hauck Foundation

Grants Approved for Future Payment

FY Ending 9/30/12

Grantee	Location		Commitment
Cincinnati Museum Center	Cincinnati	OH	$ 75,000.00
Hyde Park Center for Older Adults	Cincinnati	OH	$ 5,000.00
Queen City Foundation	Cincinnati	OH	$ 5,000.00
Rollins College	Winter Park	FL	$ 150,000.00
Xavier University	Cincinnati	OH	$ 53,400.00
			$ 288,400.00

FIFTH THIRD
PRIVATE BANK

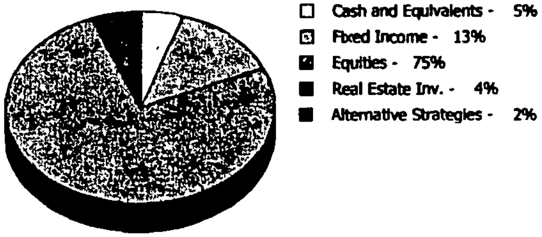
CO-TRS JOHN HAUCK FDTN-CONS

09/01/2012 - 09/30/2012

THE FIFTH THIRD BANK
AND JOHN W HAUCK CO-TRUSTEES
JOHN HAUCK FOUNDATION
CONSOLIDATED

Trust Officer: PAULA WHARTON (513) 579-5498
Portfolio Manager: MICHELE HARGIS (513) 534-6679
Relationship Mgr: ANDREW CUNNINGHAM (513) 534-3870

INVESTMENT ALLOCATION SUMMARY



Description	Last Statement	This Statement	Percent of Assets	Est. Annual Income	Estimated Yield
Cash and Equivalents	$1,109,556.31	$616,085.29	5%	$61.61	0.0%
Fixed Income	$1,479,362.44	$1,482,640.99	13%	$39,370.53	2.7%
Equities	$8,180,113.03	$8,509,885.79	75%	$187,008.83	2.2%
Real Estate Investments	$230,329.19	$414,845.07	4%	$13,408.33	3.2%
Alternative Strategies	$254,097.50	$255,172.50	2%	$6,500.00	2.5%
Total Account Value	**$11,253,458.47**	**$11,278,629.64**	**100%**	**$246,349.30**	**2.2%**

Net change in total account value 0.2 % Increase

ACCOUNT SUMMARY

	Income Cash	Principal Cash	Investments*	Total
Beginning Balance	**$78,730.54**	**$1,030,825.77**	**$10,143,902.16**	**$11,253,458.47**
Income	$22,232.11			$22,232.11
Contributions		$6,792.43		$6,792.43
Distributions	$(12,670.87)	$(200,000.00)	$(0.01)	$(212,670.88)
Net Security Transactions		$(309,824.69)	$309,824.69	
Change in Market Value			$208,817.51	$208,817.51
Ending Balance	**$88,291.78**	**$527,793.51**	**$10,662,544.35**	**$11,278,629.64**

* Investments represent the activity in your equity, bond & other security holdings

REALIZED GAIN/(LOSS) SUMMARY

	Current Period	YTD
Short-term gain/(loss)	$27,258.55	$40,545.13
Long-term gain/(loss)	$214,191.98	$356,950.59
Net realized gain/(loss)	**$241,450.53**	**$397,495.72**

INVESTMENT OBJECTIVE

Aggressive Growth

Long-term capital appreciation through aggressive long-term growth of capital, an expectation of a high degree of principal fluctuation.

ACCOUNT OVERVIEW

	Current Period	YTD
Income Earned		
Interest	$5,102.64	$41,888.54
Dividends	$17,129.47	$130,653.48
Total Income Earned	$22,232.11	$172,542.02
Contributions		
Cash	$6,792.43	$586,353.06
Total Contributions	$6,792.43	$586,353.06
Distributions		
Cash	$(12,670.87)	$(649,598.56)
Benefits Paid	$(200,000.00)	$(353,400.00)
Security Withdrawals	$(0.01)	$(0.01)
Total Distributions	$(212,670.88)	$(1,002,998.57)
Security Transactions		
Purchases	$(914,074.21)	$(2,974,049.02)
Sales	$604,249.52	$3,196,718.78
Net Security Transactions	$(309,824.69)	$222,669.76
Change in Market Value	$208,817.51	$964,385.90

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
4.2900		CASH	$1.000	$4.29	0.0%	$4.29			
80,211.0000		FEDERATED PRIME VALUE OBLIGATIONS FUND SERVICE SHARES (INCOME INVESTMENT) CUSIP - 99FEDPVO1	$1.000	$80,211.00	0.7%	$80,211.00		$8.02	
535,870.0000		FEDERATED PRIME VALUE OBLIGATIONS FUND SERVICE SHARES CUSIP - 99FEDPVO1	$1.000	$535,870.00	4.8%	$535,870.00		$53.59	
		Cash & Equivalents - Total		**$616,085.29**	**5.5%**	**$616,085.29**		**$61.61**	**0.0%**
Fixed Income									
15,000.0000		AT&T INC 02/13/12 0.875 02/13/15 CUSIP - 00206RBB7	$100.855	$15,128.25	0.1%	$14,989.35	$138.90	$131.25	0.9%
10,000.0000		AMGEN INC 09/16/10 3.450 10/01/20 CUSIP - 031162BD1	$105.088	$10,508.80	0.1%	$9,962.90	$545.90	$345.00	3.3%
10,000.0000		BB&T CORP SR MEDIUM TERM NTS 08/14/12 1.600 08/15/17 CUSIP - 05531FAL7	$101.797	$10,179.70	0.1%	$9,981.80	$197.90	$160.00	1.6%
10,000.0000		BNP PARIBAS / BNP PARIBAS US 01/18/11 5.000 01/15/21 CUSIP - 05567LT31	$110.647	$11,064.70	0.1%	$10,025.70	$1,039.00	$500.00	4.5%
15,000.0000		BANK OF AMERICA 05/02/08 5.650 05/01/18 CUSIP - 06051GDX4	$114.018	$17,102.70	0.2%	$15,197.85	$1,904.85	$847.50	5.0%
10,000.0000		BANK OF NEW YORK MELLON 09/23/11 3.550 09/23/21	$108.514	$10,851.40	0.1%	$9,993.30	$858.10	$355.00	3.3%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
		OPT CALL 08/23/2021 @ 100.00 CUSIP - 06406HBY4							
5,000.0000		CR BARD INC 12/20/10 4.400 01/15/21 CUSIP - 067383AC3	$115.859	$5,792.95	0.1%	$5,070.45	$722.50	$220.00	3.8%
5,000.0000		BERKSHIRE HATHAWAY 08/15/11 2.200 08/15/16 CUSIP - 084670BB3	$105.077	$5,253.85	0.0%	$5,243.45	$10.40	$110.00	2.1%
19,495.0900		CNH EQUIP TR 2010-A A4 03/25/10 2.490 01/15/16 CUSIP - 12612BAD2	$101.294	$19,747.36	0.2%	$19,884.23	$(136.87)	$485.43	2.5%
15,000.0000		CATERPILLAR FINL SVCS CORP 09/26/08 6.200 09/30/13 CUSIP - 14912L4C2	$105.807	$15,871.05	0.1%	$16,363.10	$(492.05)	$930.00	5.9%
20,000.0000		CHEVRON CORP SR NT 03/03/09 3.950 03/03/14 CUSIP - 166751AH0	$104.980	$20,996.00	0.2%	$20,090.20	$905.80	$790.00	3.8%
10,000.0000		CISCO SYS INC 02/17/09 4.950 02/15/19 CUSIP - 17275RAE2	$119.617	$11,961.70	0.1%	$10,269.40	$1,692.30	$495.00	4.1%
15,000.0000		CITIGROUP INC 11/21/07 6.125 11/21/17 CUSIP - 172967EM9	$117.664	$17,649.60	0.2%	$16,612.20	$1,037.40	$918.75	5.2%
15,000.0000		CREDIT SUISSE USA INC 12/15/04 4.875 01/15/15 CUSIP - 22541LAR4	$108.114	$16,217.10	0.1%	$15,952.80	$264.30	$731.25	4.5%
9,584.3300		CSFB 2003-CK2 A4 04/01/03 4.801 03/15/36 CUSIP - 22541NS83	$100.491	$9,631.39	0.1%	$10,105.85	$(474.46)	$460.14	4.8%
10,000.0000		DEERE JOHN CAP CORP MTNS	$100.179	$10,017.90	0.1%	$9,993.20	$24.70	$70.00	0.7%

PORTFOLIO POSITIONS (continued)

Fixed Income (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
		09/07/12 0.700 09/04/15 CUSIP - 24422ERV3							
15,000.0000		DEUTSCHE BK AG GLOBAL MEDIUM 01/11/11 3.250 01/11/16 CUSIP - 2515A14E8	$105.922	$15,888.30	0.1%	$14,986.20	$902.10	$487.50	3.1%
10,000.0000		EBAY INC 10/28/10 3.250 10/15/20 CUSIP - 278642AC7	$107.571	$10,757.10	0.1%	$9,149.30	$1,607.80	$325.00	3.0%
12,227.6560		FG J1-7629 12/01/11 3.000 01/01/22 CUSIP - 3128PXPN0	$106.056	$12,968.16	0.1%	$12,816.11	$152.05	$366.83	2.8%
35,000.0000		FEDERAL HOME LOAN BANK 12/01/06 4.750 12/16/16 CUSIP - 3133XHZK1	$117.329	$41,065.15	0.4%	$38,046.40	$3,018.75	$1,662.50	4.0%
65,000.0000		FEDERAL HOME LOAN BANK 03/16/10 4.125 03/13/20 CUSIP - 3133XXP50	$118.866	$77,262.90	0.7%	$73,471.80	$3,791.10	$2,681.25	3.5%
45,000.0000		FED FARM CREDIT 04/17/09 2.625 04/17/14 CUSIP - 31331GTJ8	$103.621	$46,629.45	0.4%	$45,035.55	$1,593.90	$1,181.25	2.5%
45,000.0000		FEDERAL HOME LOAN BANK 05/04/12 1.000 06/21/17 CUSIP - 313379DD8	$101.216	$45,547.20	0.4%	$45,022.04	$525.16	$450.00	1.0%
60,000.0000		FREDDIE MAC 07/26/11 1.000 08/20/14 CUSIP - 3134G2UA8	$101.226	$60,735.60	0.5%	$60,659.10	$76.50	$600.00	1.0%
20,000.0000		FREDDIE MAC 01/23/12 2.250 01/23/17 OPT CALL 01/23/2014 @ 100.00 CUSIP - 3134G3JU5	$102.581	$20,516.20	0.2%	$20,595.00	$(78.80)	$450.00	2.2%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								**(continued)**	
35,000.0000		FANNIE MAE 10/20/11 1.375 11/15/16 CUSIP - 3135G0ES8	$103.108	$36,087.80	0.3%	$35,084.35	$1,003.45	$481.25	1.3%
55,000.0000		FANNIE MAE 07/20/12 0.875 08/28/17 CUSIP - 3135G0MZ3	$100.504	$55,277.20	0.5%	$55,211.90	$65.30	$481.25	0.9%
25,000.0000		FANNIE MAE 09/24/12 0.875 10/26/17 CUSIP - 3135G0PQ0	$100.503	$25,125.75	0.2%	$24,998.75	$127.00	$218.75	0.9%
15,000.0000		FANNIE MAE 05/30/12 1.500 11/30/18 CUSIP - 3136G0HK0	$101.089	$15,163.35	0.1%	$15,086.70	$76.65	$225.00	1.5%
20,000.0000		FEDERAL HOME LN MTG CORP 03/27/09 3.750 03/27/19 CUSIP - 3137EACA5	$116.535	$23,307.00	0.2%	$20,190.66	$3,116.34	$750.00	3.2%
30,000.0000		FREDDIE MAC 01/07/10 2.875 02/09/15 CUSIP - 3137EACH0	$105.884	$31,765.20	0.3%	$30,309.00	$1,456.20	$862.50	2.7%
45,000.0000		FREDDIE MAC 01/13/12 2.375 01/13/22 CUSIP - 3137EADB2	$104.904	$47,206.80	0.4%	$44,835.70	$2,371.10	$1,068.75	2.3%
60,000.0000		FREDDIE MAC 01/30/12 1.000 03/08/17 CUSIP - 3137EADC0	$101.277	$60,766.20	0.5%	$59,749.60	$1,016.60	$600.00	1.0%
60,000.0000		FREDDIE MAC 02/21/12 0.500 04/17/15 CUSIP - 3137EADD8	$100.344	$60,206.40	0.5%	$59,883.00	$323.40	$300.00	0.5%
20,000.0000		FREDDIE MAC 04/16/12 1.750 05/30/19 CUSIP - 3137EADG1	$103.555	$20,711.00	0.2%	$19,996.20	$714.80	$350.00	1.7%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								**(continued)**	
30,000.0000		FREDDIE MAC 07/30/12 1.250 08/01/19 CUSIP - 3137EADK2	$100.239	$30,071.70	0.3%	$29,817.60	$254.10	$375.00	1.2%
12,449.5300		FNBR 2007-B2 AB 05/01/07 5.500 12/25/20 CUSIP - 31396V2P2	$102.221	$12,726.03	0.1%	$12,439.80	$286.23	$684.72	5.4%
9,306.4730		FREDDIE MAC 04/01/10 2.500 03/15/19 SERIES 3659 CLASS DA CUSIP - 31398VU79	$103.530	$9,634.99	0.1%	$9,533.31	$101.68	$232.66	2.4%
15,000.0000		GENERAL ELEC CAP CORP 02/11/11 5.300 02/11/21 CUSIP - 369622SM8	$114.757	$17,213.55	0.2%	$15,213.42	$2,000.13	$795.00	4.6%
10,000.0000		GOLDMAN SACHS GROUP INC MEDIUM 03/08/10 5.375 03/15/20 CUSIP - 38141EA58	$111.597	$11,159.70	0.1%	$10,117.20	$1,042.50	$537.50	4.8%
10,000.0000		GOOGLE INC NT 05/19/11 2.125 05/19/16 CUSIP - 38259PAC6	$105.309	$10,530.90	0.1%	$9,945.40	$585.50	$212.50	2.0%
10,000.0000		IBM CORP 11/27/02 4.750 11/29/12 CUSIP - 459200BA8	$100.747	$10,074.70	0.1%	$10,832.50	$(757.80)	$475.00	4.7%
15,000.0000		JP MORGAN CHASE & CO 12/20/07 6.000 01/15/18 CUSIP - 46625HGY0	$119.226	$17,883.90	0.2%	$15,906.40	$1,977.50	$900.00	5.0%
15,000.0000		JPMCC 2005-LDP5 A4 12/01/05 VAR 12/15/44 CUSIP - 46625YXP3	$112.599	$16,889.85	0.1%	$16,100.39	$789.46	$803.92	4.8%
10,000.0000		MEDTRONIC INC 03/16/10 3.000 03/15/15	$105.758	$10,575.80	0.1%	$9,999.10	$576.70	$300.00	2.8%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								**(continued)**	
		CUSIP - 585055AR7							
15,000.0000		MORGAN STANLEY 02/26/03 5.300 03/01/13 CUSIP - 617446HR3	$101.760	$15,264.00	0.1%	$15,901.20	$(637.20)	$795.00	5.2%
15,000.0000		ONTARIO PROV CDA 09/21/11 1.600 09/21/16 CUSIP - 683234DP0	$103.404	$15,510.60	0.1%	$14,982.00	$528.60	$240.00	1.5%
5,000.0000		PNC FUNDING CORP 09/19/11 2.700 09/19/16 OPT CALL 08/19/2016 @ 100.00 CUSIP - 693476BM4	$106.600	$5,330.00	0.0%	$4,993.95	$336.05	$135.00	2.5%
15,000.0000		PEPSICO INC SR NT 01/14/10 4.500 01/15/20 CUSIP - 713448BN7	$117.329	$17,599.35	0.2%	$14,949.75	$2,649.60	$675.00	3.8%
10,000.0000		PROCTER & GAMBLE CO NOTE 08/15/11 1.450 08/15/16 CUSIP - 742718DV8	$103.003	$10,300.30	0.1%	$9,919.60	$380.70	$145.00	1.4%
16,471.3600		PFMLT 2005-2 2A1A 10/01/05 VAR 10/25/35 CUSIP - 743873BL4	$99.076	$16,319.16	0.1%	$16,249.41	$69.75	$484.43	3.0%
10,000.0000		PUBLIC SERVICE COLORADO 06/04/09 5.125 06/01/19 CUSIP - 744448CC3	$120.872	$12,087.20	0.1%	$10,796.50	$1,290.70	$512.50	4.2%
15,000.0000		RIO TINTO FIN USA PLC NT 08/21/12 1.625 08/21/17 CUSIP - 76720AAE6	$100.201	$15,030.15	0.1%	$14,917.80	$112.35	$243.75	1.6%
10,000.0000		SIMON PPTY GROUP LP 01/25/10 4.200 02/01/15 CUSIP - 828807CC9	$106.498	$10,649.80	0.1%	$10,614.40	$35.40	$420.00	3.9%
5,000.0000		TOTAL CAPITAL GTD NT	$103.993	$5,199.65	0.0%	$4,997.40	$202.25	$143.75	2.8%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
		02/17/12 2.875 02/17/22 CUSIP - 89153VAB5							
15,000.0000		TOYOTA MTR CR CORP MEDIUM TERM 09/15/11 2.000 09/15/16 CUSIP - 89233P5E2	$103.895	$15,584.25	0.1%	$14,948.25	$636.00	$300.00	1.9%
30,000.0000		US TREASURY N/B 11/15/04 4.250 11/15/14 CUSIP - 912828DC1	$108.422	$32,526.60	0.3%	$31,732.15	$794.45	$1,275.00	3.9%
45,000.0000		US TREASURY N/B 11/15/05 4.500 11/15/15 CUSIP - 912828EN6	$112.898	$50,804.10	0.5%	$42,871.28	$7,932.82	$2,025.00	4.0%
40,000.0000		U S TREASURY NOTES 08/31/08 3.125 08/31/13 CUSIP - 912828JK7	$102.676	$41,070.40	0.4%	$42,612.30	$(1,541.90)	$1,250.00	3.0%
55,000.0000		UNITED STATES TREAS NTS 10/31/08 2.750 10/31/13 CUSIP - 912828JQ4	$102.746	$56,510.30	0.5%	$55,808.70	$701.60	$1,512.50	2.7%
35,000.0000		UNITED STATES TREAS NTS 05/17/10 1.375 05/15/13 CUSIP - 912828NC0	$100.750	$35,262.50	0.3%	$35,488.14	$(225.64)	$481.25	1.4%
15,000.0000		US TREASURY NT 08/15/12 1.625 08/15/22 CUSIP - 912828TJ9	$99.891	$14,983.65	0.1%	$14,853.52	$130.13	$243.75	1.6%
15,000.0000		WACHOVIA BK COML MTG TR 03/01/06 VAR 01/18/45 SERIE 2006-C23 CLASS A-5 CUSIP - 92976BFE7	$113.734	$17,060.10	0.2%	$16,918.36	$141.74	$812.40	4.8%
10,000.0000		WAL-MART STORES 04/05/07 5.375 04/05/17 CUSIP - 931142CG6	$119.902	$11,990.20	0.1%	$10,422.80	$1,567.40	$537.50	4.5%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								**(continued)**	
5,000.0000		WELLS FARGO & CO 12/10/07 5.625 12/11/17 CUSIP - 949746NX5	$120.062	$6,003.10	0.1%	$4,497.85	$1,505.25	$281.25	4.7%
15,000.0000		WESTPAC BKG CORP 08/03/10 3.000 08/04/15 CUSIP - 961214BN2	$105.555	$15,833.25	0.1%	$15,035.70	$797.55	$450.00	2.8%
		Fixed Income - Total		**$1,482,640.99**	**13.1%**	**$1,428,279.32**	**$54,361.67**	**$39,370.53**	**2.7%**
Equities									
1,094.0000	AON	AON PLC CL A CUSIP - G0408V102	$52.290	$57,205.26	0.5%	$54,348.29	$2,856.97	$689.22	1.2%
2,562.0000	IVZ	INVESCO LTD ADR CUSIP - G491BT108	$24.990	$64,024.38	0.6%	$47,177.63	$16,846.75	$1,767.78	2.8%
380.0000	MRH	MONTPELIER RE HOLDINGS LTD CUSIP - G62185106	$22.130	$8,409.40	0.1%	$6,352.26	$2,057.14	$159.60	1.9%
1,133.0000	STX	SEAGATE TECHNOLOGY PLC SHS CUSIP - G7945M107	$30.960	$35,077.68	0.3%	$28,411.90	$6,665.78	$1,450.24	4.1%
14.0000	WTM	WHITE MOUNTAINS INS GRP COM CUSIP - G9618E107	$513.340	$7,186.76	0.1%	$5,026.76	$2,160.00	$14.00	0.2%
413.0000	AWH	ALLIED WORLD ASSURANCE ADR CUSIP - H01531104	$77.250	$31,904.25	0.3%	$32,798.31	$(894.06)	$619.50	1.9%
1,440.0000	NE	NOBLE CORPORATION CUSIP - H5833N103	$35.780	$51,523.20	0.5%	$56,074.78	$(4,551.58)	$797.76	1.5%
2,687.0000	UBS	UBS AG-NEW CUSIP - H89231338	$12.180	$32,727.66	0.3%	$36,896.15	$(4,168.49)	$290.20	0.9%
3,088.0000	T	AT&T INC CUSIP - 00206R102	$37.700	$116,417.60	1.0%	$87,318.33	$29,099.27	$5,434.88	4.7%
223.0000	ADVS	ADVENT SOFTWARE INC	$24.570	$5,479.11	0.0%	$4,077.13	$1,401.98		

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
		CUSIP - 007974108							
536.0000	A	AGILENT TECHNOLOGIES INC CUSIP - 00846U101	$38.450	$20,609.20	0.2%	$21,731.64	$(1,122.44)	$214.40	1.0%
197.0000	ALB	ALBEMARLE CORP CUSIP - 012653101	$52.680	$10,377.96	0.1%	$8,339.61	$2,038.35	$157.60	1.5%
5,238.0000	AA	ALCOA INC CUSIP - 013817101	$8.855	$46,382.49	0.4%	$43,245.84	$3,136.65	$628.56	1.4%
13.0000	Y	ALLEGHANY CORP DEL COM CUSIP - 017175100	$344.940	$4,484.22	0.0%	$3,978.61	$505.61		
1,309.0000	LNT	ALLIANT CORP CUSIP - 018802108	$43.390	$56,797.51	0.5%	$50,205.45	$6,592.06	$2,356.20	4.1%
1,292.0000	ALL	ALLSTATE CORP CUSIP - 020002101	$39.610	$51,176.12	0.5%	$48,397.16	$2,778.96	$1,136.96	2.2%
820.0000	MO	ALTRIA GROUP INC CUSIP - 02209S103	$33.390	$27,379.80	0.2%	$13,426.81	$13,952.99	$1,443.20	5.3%
285.0000	AEO	AMERICAN EAGLE OUTFITTERS INC NEW COM CUSIP - 02553E106	$21.080	$6,007.80	0.1%	$3,391.60	$2,616.20	$125.40	2.1%
1,991.0000	AIG	AMERICAN INTL GROUP INC CUSIP - 026874784	$32.790	$65,284.89	0.6%	$66,545.49	$(1,260.60)		
582.0000	AMP	AMERIPRISE FINANCIAL INC CUSIP - 03076C106	$56.690	$32,993.58	0.3%	$20,836.44	$12,157.14	$814.80	2.5%
529.0000	AMGN	AMGEN INC CUSIP - 031162100	$84.290	$44,589.41	0.4%	$27,654.85	$16,934.56	$761.76	1.7%
502.0000	BUD	ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR CUSIP - 03524A108	$85.910	$43,126.82	0.4%	$28,865.30	$14,261.52	$649.09	1.5%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
1,014.0000	APA	APACHE CORP CUSIP - 037411105	$86.470	$87,680.58	0.8%	$99,512.04	$(11,831.46)	$689.52	0.8%
230.0000	AAPL	APPLE INC CUSIP - 037833100	$667.105	$153,434.15	1.4%	$68,987.97	$84,446.18	$2,438.00	1.6%
905.0000	ADM	ARCHER DANIELS MIDLAND CO CUSIP - 039483102	$27.180	$24,597.90	0.2%	$24,785.96	$(188.06)	$633.50	2.6%
3,602.0000	ATML	ATMEL CORP COM CUSIP - 049513104	$5.260	$18,946.52	0.2%	$47,846.94	$(28,900.42)		
260.0000	ATW	ATWOOD OCEANICS INC CUSIP - 050095108	$45.450	$11,817.00	0.1%	$7,981.53	$3,835.47		
1,558.0000	BBT	B B & T CORPORATION COM CUSIP - 054937107	$33.160	$51,663.28	0.5%	$35,735.07	$15,928.21	$1,246.40	2.4%
2,494.0000	BP	BP P.L.C. SPONSORED ADR CUSIP - 055622104	$42.360	$105,645.84	0.9%	$97,526.22	$8,119.62	$4,788.48	4.5%
456.0000	BA	BOEING CO CUSIP - 097023105	$69.595	$31,735.32	0.3%	$32,781.57	$(1,046.25)	$802.56	2.5%
1,672.0000	BMY	BRISTOL MYERS SQUIBB CO CUSIP - 110122108	$33.750	$56,430.00	0.5%	$54,052.92	$2,377.08	$2,273.92	4.0%
1,574.0000	CI	CIGNA CORP CUSIP - 125509109	$47.170	$74,245.58	0.7%	$74,766.60	$(521.02)	$62.96	0.1%
4,776.0000	CNO	CNO FINL GROUP INC CUSIP - 12621E103	$9.650	$46,088.40	0.4%	$34,642.84	$11,445.56	$382.08	0.8%
1,070.0000	CVS	CVS/CAREMARK CORPORATION CUSIP - 126650100	$48.420	$51,809.40	0.5%	$49,631.74	$2,177.66	$695.50	1.3%
303.0000	CAB	CABELAS INC CUSIP - 126804301	$54.680	$16,568.04	0.1%	$5,032.49	$11,535.55		

PORTFOLIO POSITIONS (continued)

Equities (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
649.0000	COF	CAPITAL ONE FINL CORP CUSIP - 14040H105	$57.010	$36,999.49	0.3%	$29,580.78	$7,418.71	$129.80	0.4%
2,240.0000	CTL	CENTURYLINK INC COM CUSIP - 156700106	$40.400	$90,496.00	0.8%	$81,911.12	$8,584.88	$6,496.00	7.2%
819.0000	CVX	CHEVRON CORPORATION CUSIP - 166764100	$116.560	$95,462.64	0.8%	$49,565.12	$45,897.52	$2,948.40	3.1%
6,322.0000	CSCO	CISCO SYSTEMS INC CUSIP - 17275R102	$19.095	$120,718.59	1.1%	$117,797.93	$2,920.66	$3,540.32	2.9%
4,196.0000	C	CITIGROUP INC CUSIP - 172967424	$32.720	$137,293.12	1.2%	$146,155.18	$(8,862.06)	$167.84	0.1%
597.0000	COH	COACH INC CUSIP - 189754104	$56.020	$33,443.94	0.3%	$44,191.55	$(10,747.61)	$716.40	2.1%
1,172.0000	KO	COCA COLA CO CUSIP - 191216100	$37.930	$44,453.96	0.4%	$34,589.35	$9,864.61	$1,195.44	2.7%
39.0000	COLM	COLUMBIA SPORTSWEAR CO CUSIP - 198516106	$53.890	$2,101.71	0.0%	$2,027.95	$73.76	$34.32	1.6%
1,274.0000	CMCSA	COMCAST CORP CL A CUSIP - 20030N101	$35.745	$45,539.13	0.4%	$23,180.17	$22,358.96	$828.10	1.8%
338.0000	CXW	CORRECTIONS CORP AMER NEW CUSIP - 22025Y407	$33.450	$11,306.10	0.1%	$8,454.01	$2,852.09	$270.40	2.4%
806.0000	DHR	DANAHER CORP CUSIP - 235851102	$55.150	$44,450.90	0.4%	$44,581.07	$(130.17)	$80.60	0.2%
2,845.0000	DELL	DELL INC CUSIP - 24702R101	$9.855	$28,037.48	0.2%	$45,962.13	$(17,924.65)	$910.40	3.2%
1,620.0000	DISH	DISH NETWORK CORP CL A CUSIP - 25470M109	$30.610	$49,588.20	0.4%	$41,113.11	$8,475.09	$3,240.00	6.5%
1,513.0000	DFS	DISCOVER FINANCIAL SERVICES CUSIP - 254709108	$39.730	$60,111.49	0.5%	$21,918.61	$38,192.88	$605.20	1.0%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
884.0000	DOW	DOW CHEM CO CUSIP - 260543103	$28.955	$25,596.22	0.2%	$20,594.03	$5,002.19	$1,131.52	4.4%
2,063.0000	EWBC	EAST WEST BANCORP INC CUSIP - 27579R104	$21.120	$43,570.56	0.4%	$45,364.49	$(1,793.93)	$825.20	1.9%
1,492.0000	ETN	EATON CORP CUSIP - 278058102	$47.270	$70,526.84	0.6%	$62,789.37	$7,737.47	$2,267.84	3.2%
444.0000	EV	EATON VANCE CORP COM NON VTG CUSIP - 278265103	$28.960	$12,858.24	0.1%	$11,060.45	$1,797.79	$337.44	2.6%
66.0000	ENR	ENERGIZER HLDGS INC CUSIP - 29266R108	$74.610	$4,924.26	0.0%	$5,145.73	$(221.47)	$105.60	2.1%
1,405.0000	EXC	EXELON CORP CUSIP - 30161N101	$35.580	$49,989.90	0.4%	$60,567.16	$(10,577.26)	$2,950.50	5.9%
329.0000	FFIV	F5 NETWORKS INC CUSIP - 315616102	$104.640	$34,426.56	0.3%	$33,951.98	$474.58		
5,000.0000	FITB	FIFTH THIRD BANCORP CUSIP - 316773100	$15.505	$77,525.00	0.7%	$128,566.16	$(51,041.16)	$2,000.00	2.6%
1,351.0000	GD	GENERAL DYNAMICS CORP CUSIP - 369550108	$66.120	$89,328.12	0.8%	$78,981.82	$10,346.30	$2,756.04	3.1%
6,684.0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	$22.710	$151,793.64	1.3%	$108,152.29	$43,641.35	$4,545.12	3.0%
2,808.0000	GM	GENERAL MTRS CO CUSIP - 37045V100	$22.750	$63,882.00	0.6%	$61,329.08	$2,552.92		
1,395.0000	GILD	GILEAD SCIENCES INC COMMON CUSIP - 375558103	$66.330	$92,530.35	0.8%	$62,538.75	$29,991.60		
363.0000	GS	GOLDMAN SACHS GROUP CUSIP - 38141G104	$113.680	$41,265.84	0.4%	$51,753.85	$(10,488.01)	$667.92	1.6%
6,707.7530	GSMCX	GOLDMAN SACHS MID-CAP VALUE FUND	$38.340	$257,175.25	2.3%	$226,252.51	$30,922.74	$2,146.48	0.8%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									(continued)
		INST CUSIP - 38141W398							
90.0000	GOOG	GOOGLE INC-CL A CUSIP - 38259P508	$754.500	$67,905.00	0.6%	$44,628.88	$23,276.12		
984.0000	HAL	HALLIBURTON CO CUSIP - 406216101	$33.690	$33,150.96	0.3%	$32,443.66	$707.30	$354.24	1.1%
3,087.0000	HIG	HARTFORD FINANCIAL SERVICES GRP CUSIP - 416515104	$19.440	$60,011.28	0.5%	$55,363.12	$4,648.16	$1,234.80	2.1%
24.0000	HAS	HASBRO INC CUSIP - 418056107	$38.165	$915.96	0.0%	$610.67	$305.29	$34.56	3.8%
754.0000	HON	HONEYWELL INTL INC CUSIP - 438516106	$59.750	$45,051.50	0.4%	$41,560.78	$3,490.72	$1,123.46	2.5%
14,386.4390	PAVAX	ING MIDCAP VALUE CHOICE-A CUSIP - 44980Q708	$14.640	$210,617.47	1.9%	$205,294.49	$5,322.98	$1,899.01	0.9%
305.0000	IBM	INTERNATIONAL BUSINESS MACHS CUSIP - 459200101	$207.450	$63,272.25	0.6%	$26,736.74	$36,535.51	$1,037.00	1.6%
2,500.0000	EEM	ISHARES MSCI EMERGING MKTS IND F CUSIP - 464287234	$41.325	$103,312.50	0.9%	$97,474.50	$5,838.00	$2,037.50	2.0%
10,000.0000	EFA	ISHARES MSCI EAFE INDEX FD CUSIP - 464287465	$53.000	$530,000.00	4.7%	$591,266.34	$(61,266.34)	$17,180.00	3.2%
3,620.0000	IJK	ISHARES S&P MIDCAP 400 GROWTH CUSIP - 464287606	$111.960	$405,295.20	3.6%	$215,842.50	$189,452.70	$3,087.86	0.8%
2,675.0000	IJJ	ISHARES S&P MIDCAP 400 VALUE CUSIP - 464287705	$85.010	$227,401.75	2.0%	$145,021.63	$82,380.12	$3,926.90	1.7%
205.0000	KAMN	KAMAN CORP CUSIP - 483548103	$35.860	$7,351.30	0.1%	$7,121.29	$230.01	$131.20	1.8%
9,637.0000	KEY	KEYCORP NEW CUSIP - 493267108	$8.740	$84,227.38	0.7%	$68,917.73	$15,309.65	$1,927.40	2.3%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
43.0000	KMR	KINDER MORGAN MGMT LLC CUSIP - 49455U100	$76.400	$3,285.20	0.0%	$2,163.34	$1,121.86		
145.0000	KNL	KNOLL INC CUSIP - 498904200	$13.950	$2,022.75	0.0%	$1,520.46	$502.29	$69.60	3.4%
58.0000	KRA	KRATON PERFORMANCE POLYMERS INC CUSIP - 50077C106	$26.100	$1,513.80	0.0%	$1,523.54	$(9.74)		
3,849.0000	KR	KROGER CO CUSIP - 501044101	$23.540	$90,605.46	0.8%	$87,692.74	$2,912.72	$2,309.40	2.5%
522.0000	LO	LORILLARD INC CUSIP - 544147101	$116.450	$60,786.90	0.5%	$60,385.33	$401.57	$3,236.40	5.3%
715.0000	MBI	MBIA INC CUSIP - 55262C100	$10.130	$7,242.95	0.1%	$7,224.75	$18.20	$972.40	13.4%
784.0000	MPC	MARATHON PETE CORP CUSIP - 56585A102	$54.590	$42,798.56	0.4%	$39,850.71	$2,947.85	$1,097.60	2.6%
51.0000	MLM	MARTIN MARIETTA MATLS INC COM CUSIP - 573284106	$82.870	$4,226.37	0.0%	$4,546.13	$(319.76)	$81.60	1.9%
148.0000	MA	MASTERCARD INC CL A CUSIP - 57636Q104	$451.480	$66,819.04	0.6%	$23,350.42	$43,468.62	$177.60	0.3%
218.0000	MATX	MATSON INC CUSIP - 57686G105	$20.910	$4,558.38	0.0%	$3,641.89	$916.49	$130.80	2.9%
484.0000	MCD	MCDONALDS CORP CUSIP - 580135101	$91.750	$44,407.00	0.4%	$43,205.86	$1,201.14	$1,490.72	3.4%
334.0000	MCK	MCKESSON CORPORATION COM STK CUSIP - 58155Q103	$86.030	$28,734.02	0.3%	$20,179.21	$8,554.81	$267.20	0.9%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
1,001.0000	MDT	MEDTRONIC INC CUSIP - 585055106	$43.120	$43,163.12	0.4%	$45,523.23	$(2,360.11)	$1,041.04	2.4%
2,802.0000	MRK	MERCK & CO INC NEW CUSIP - 58933Y105	$45.095	$126,356.19	1.1%	$98,045.14	$28,311.05	$4,707.36	3.7%
707.0000	MCRL	MICREL INC CUSIP - 594793101	$10.420	$7,366.94	0.1%	$7,689.81	$(322.87)	$113.12	1.5%
864.0000	MSFT	MICROSOFT CORP CUSIP - 594918104	$29.760	$25,712.64	0.2%	$23,509.35	$2,203.29	$794.88	3.1%
805.0000	MCO	MOODYS CORP CUSIP - 615369105	$44.170	$35,556.85	0.3%	$26,362.76	$9,194.09	$515.20	1.4%
1,834.0000	MYL	MYLAN INC. CUSIP - 628530107	$24.371	$44,697.70	0.4%	$36,909.37	$7,788.33	$440.16	1.0%
450.0000	NOV	NATIONAL-OILWELL INC COM CUSIP - 637071101	$80.110	$36,049.50	0.3%	$21,538.95	$14,510.55	$216.00	0.6%
56.0000	NEU	NEWMARKET CORP CUSIP - 651587107	$246.480	$13,802.88	0.1%	$5,252.54	$8,550.34	$168.00	1.2%
1,119.0000	NEE	NEXTERA ENERGY INC CUSIP - 65339F101	$70.330	$78,699.27	0.7%	$59,040.37	$19,658.90	$2,685.60	3.4%
596.0000	NSC	NORFOLK SOUTHN CORP CUSIP - 655844108	$63.630	$37,923.48	0.3%	$30,457.85	$7,465.63	$1,192.00	3.1%
598.0000	NU	NORTHEAST UTILS CUSIP - 664397106	$38.230	$22,861.54	0.2%	$21,065.75	$1,795.79	$820.46	3.6%
223.0000	NUS	NU SKIN ASIA PACIFIC A COM CUSIP - 67018T105	$38.830	$8,659.09	0.1%	$8,455.08	$204.01	$178.40	2.1%
746.0000	OXY	OCCIDENTAL PETE CORP CUSIP - 674599105	$86.060	$64,200.76	0.6%	$65,180.93	$(980.17)	$1,611.36	2.5%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
388.0000	ODFL	OLD DOMINION FGHT LINE INC CUSIP - 679580100	$30.145	$11,696.26	0.1%	$6,690.25	$5,006.01		
1,014.0000	ORCL	ORACLE CORPORATION CUSIP - 68389X105	$31.460	$31,900.44	0.3%	$21,894.90	$10,005.54	$243.36	0.8%
1,962.0000	PKG	PACKAGING CORP AMER COM CUSIP - 695156109	$36.300	$71,220.60	0.6%	$48,040.31	$23,180.29	$1,962.00	2.8%
165.0000	PSMT	PRICESMART INC CUSIP - 741511109	$75.720	$12,493.80	0.1%	$3,674.81	$8,818.99	$99.00	0.8%
2,283.0000	PFG	PRINCIPAL FINL GROUP INC CUSIP - 74251V102	$26.940	$61,504.02	0.5%	$53,588.63	$7,915.39	$1,917.72	3.1%
6,785.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	$69.360	$470,607.60	4.2%	$125,222.63	$345,384.97	$15,252.68	3.2%
2,025.0000	PGR	PROGRESSIVE CORP OHIO COM CUSIP - 743315103	$20.740	$41,998.50	0.4%	$41,899.95	$98.55	$824.18	2.0%
809.0000	PRU	PRUDENTIAL FINL INC CUSIP - 744320102	$54.510	$44,098.59	0.4%	$33,573.21	$10,525.38	$1,173.05	2.7%
4,321.0000	RF	REGIONS FINL CORP NEW CUSIP - 7591EP100	$7.195	$31,089.60	0.3%	$17,305.17	$13,784.43	$172.84	0.6%
73.0000	RBA	RITCHIE BROS AUCTIONEERS INC CUSIP - 767744105	$19.230	$1,403.79	0.0%	$1,473.84	$(70.05)	$35.77	2.5%
760.0000	ROC	ROCKWOOD HLDGS INC CUSIP - 774415103	$46.600	$35,416.00	0.3%	$32,449.29	$2,966.71	$1,064.00	3.0%
1,249.0000	RDS B	ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG B SHS CUSIP - 780259107	$71.300	$89,053.70	0.8%	$88,402.35	$651.35	$4,296.56	4.8%
1,522.0000	SLM	SLM CORP	$15.720	$23,925.84	0.2%	$19,012.37	$4,913.47	$761.00	3.2%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
		COMMON STOCK CUSIP - 78442P106							
808.0000	SNDK	SANDISK CORP CUSIP - 80004C101	$43.430	$35,091.44	0.3%	$35,266.10	$(174.66)		
1,506.0000	SNY	SANOFI CHANGED FROM SANOFI-AVENTIS ADR CUSIP - 80105N105	$43.060	$64,848.36	0.6%	$49,849.27	$14,999.09	$2,155.09	3.3%
670.0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	$72.330	$48,461.10	0.4%	$51,029.78	$(2,568.68)	$737.00	1.5%
833.0000	SCI	SERVICE CORP INTL COM CUSIP - 817565104	$13.460	$11,212.18	0.1%	$7,521.43	$3,690.75	$199.92	1.8%
100.0000	RGR	STURM RUGER & CO INC COM CUSIP - 864159108	$49.490	$4,949.00	0.0%	$735.29	$4,213.71	$150.80	3.0%
1,262.0000	THC	TENET HEALTHCARE CORP COM CUSIP - 88033G100	$6.270	$7,912.74	0.1%	$5,418.23	$2,494.51		
565.0000	TEVA	TEVA PHARMACEUTICAL INDS LTD ADR CUSIP - 881624209	$41.410	$23,396.65	0.2%	$24,158.28	$(761.63)	$436.75	1.9%
1,156.0000	TWX	TIME WARNER INC CUSIP - 887317303	$45.335	$52,407.26	0.5%	$33,523.65	$18,883.61	$1,202.24	2.3%
29,849.9480	FIEIX	TOUCHSTONE INTL VALUE FUND CLASS Y CUSIP - 89154Q646	$7.370	$219,994.12	2.0%	$220,733.63	$(739.51)	$6,656.54	3.0%
13,539.5710	TEGAX	TOUCHSTONE MID CAP GROWTH A CUSIP - 89154X880	$22.350	$302,609.41	2.7%	$271,062.21	$31,547.20		
339.0000	TG	TREDEGAR CORPORATION COM	$17.740	$6,013.86	0.1%	$6,032.82	$(18.96)	$81.36	1.4%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		CUSIP - 894650100							
780.0000	TUP	TUPPERWARE BRANDS CORPORATION CUSIP - 899896104	$53.590	$41,800.20	0.4%	$48,531.60	$(6,731.40)	$1,123.20	2.7%
936.0000	UN	UNILEVER N V-NY SHARES CUSIP - 904784709	$35.480	$33,209.28	0.3%	$29,373.29	$3,835.99	$967.82	2.9%
1,241.0000	UNH	UNITEDHEALTH GROUP INC CUSIP - 91324P102	$55.410	$68,763.81	0.6%	$44,673.05	$24,090.76	$1,054.85	1.5%
2,153.0000	UNM	UNUM GROUP CUSIP - 91529Y106	$19.220	$41,380.66	0.4%	$46,006.32	$(4,625.66)	$1,119.56	2.7%
504.0000	VCLK	VALUECLICK INC CUSIP - 92046N102	$17.160	$8,648.64	0.1%	$6,085.57	$2,563.07		
548.0000	VZ	VERIZON COMMUNICATIONS CUSIP - 92343V104	$45.570	$24,972.36	0.2%	$19,695.12	$5,277.24	$1,128.88	4.5%
1,209.0000	VIAB	VIACOM INC-B CUSIP - 92553P201	$53.590	$64,790.31	0.6%	$37,812.46	$26,977.85	$1,329.90	2.1%
1,245.0000	WAG	WALGREEN CO CUSIP - 931422109	$36.440	$45,367.80	0.4%	$43,386.88	$1,980.92	$1,369.50	3.0%
37,471.9060	WAEMX	WASATCH FDS INC EMERGING MKTS SMALL CAP FD CUSIP - 936793884	$2.660	$99,675.27	0.9%	$95,000.00	$4,675.27	$337.25	0.3%
5,290.0000	WFC	WELLS FARGO & COMPANY CUSIP - 949746101	$34.530	$182,663.70	1.6%	$178,851.14	$3,812.56	$4,655.20	2.5%
206.0000	INT	WORLD FUEL SVCS CORP CUSIP - 981475106	$35.610	$7,335.66	0.1%	$7,652.54	$(316.88)	$30.90	0.4%
4,509.0000	XRX	XEROX CORP COM CUSIP - 984121103	$7.340	$33,096.06	0.3%	$40,675.09	$(7,579.03)	$766.53	2.3%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
740.0000	YUM	YUM! BRANDS INC COMMON STOCK CUSIP - 988498101	$66.340	$49,091.60	0.4%	$29,429.50	$19,662.10	$991.60	2.0%
		Equities - Total		**$8,509,885.79**	**75.5%**	**$7,078,788.78**	**$1,431,097.01**	**$187,008.83**	**2.2%**
Alternative Strategies									
250,000.0000		UBS STRUCTURED NOTE 12/30/09 VAR 12/30/19 CUSIP - 90261JFM0	$102.069	$255,172.50	2.3%	$250,000.00	$5,172.50	$6,500.00	2.5%
		Alternative Strategies - Total		**$255,172.50**	**2.3%**	**$250,000.00**	**$5,172.50**	**$6,500.00**	**2.5%**
Real Estate Investments									
230.0000	ALEX	ALEXANDER & BALDWIN INC NEW CUSIP - 014491104	$29.530	$6,791.90	0.1%	$3,985.24	$2,806.66		
402.0000	FR	FIRST INDL RLTY TR INC CUSIP - 32054K103	$13.140	$5,282.28	0.0%	$3,943.69	$1,338.59	$402.00	7.6%
212.0000	HTS	HATTERAS FINL CORP CUSIP - 41902R103	$28.190	$5,976.28	0.1%	$5,410.26	$566.02	$678.40	11.4%
2,500.0000	ICF	ISHARES COHEN & STEERS REALTY CUSIP - 464287564	$77.850	$194,625.00	1.7%	$202,992.99	$(8,367.99)	$5,725.00	2.9%
221.0000	TRC	TEJON RANCH CO COM CUSIP - 879080109	$30.040	$6,638.84	0.1%	$7,771.89	$(1,133.05)	$11.05	0.2%
156.0000	UDR	UDR INC CUSIP - 902653104	$24.820	$3,871.92	0.0%	$2,989.34	$882.58	$137.28	3.5%
2,950.0000	VNQ	VANGUARD REIT ETF CUSIP - 922908553	$64.969	$191,658.85	1.7%	$196,847.52	$(5,188.67)	$6,454.60	3.4%
		Real Estate Investments - Total		**$414,845.07**	**3.7%**	**$423,940.93**	**$(9,095.86)**	**$13,408.33**	**3.2%**
Total Portfolio Positions				**$11,278,629.64**	**100.0%**	**$9,797,094.32**	**$1,481,535.32**	**$246,349.30**	**2.2%**