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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

OMB No 1545-0052

2011**Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements.**For calendar year 2011 or tax year beginning****10/01, 2011, and ending****09/30, 2012**

Name of foundation

THE RAY M & MARY E LEE FOUNDATION, INC

A Employer identification number

58-6049441

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

Room/suite

B Telephone number (see instructions)

P.O. BOX 40200, FL9-100-10-19

(404) 842-1870

City or town, state, and ZIP code

JACKSONVILLE, FL 32203-0200

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) ▶ \$ 9,114,032.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

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 ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received (attach schedule)

2 Check ☐ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

7 Capital gain net income (from Part IV, line 2)

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

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach schedule)

c Other professional fees (attach schedule)

17 Interest

18 Taxes (attach schedule) (see instructions)

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

24 **Total operating and administrative expenses.**

Add lines 13 through 23

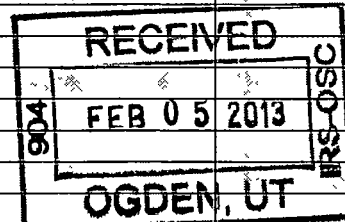
25 Contributions, gifts, grants paid

26 **Total expenses and disbursements.** Add lines 24 and 25

27 Subtract line 26 from line 12.

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

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	NONE		
	2 Savings and temporary cash investments	126,307.	130,201.	130,201.
	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)	NONE		
	b Investments - corporate stock (attach schedule)	6,496,600.	6,553,583.	7,023,672.
	c Investments - corporate bonds (attach schedule)	793,057.	509,282.	520,159.
	11 Investments - land, buildings, and equipment: basis ▶ 61,810. Less: accumulated depreciation (attach schedule) ▶	61,810.	61,810.	1,440,000.
	12 Investments - mortgage loans	NONE		
	13 Investments - other (attach schedule)	NONE		
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)	NONE			
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	7,477,774.	7,254,876.	9,114,032.	
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	7,427,024.	7,254,876.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	50,750.		
	30 Total net assets or fund balances (see instructions)	7,477,774.	7,254,876.	
31 Total liabilities and net assets/fund balances (see instructions)	7,477,774.	7,254,876.		

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	7,477,774.
2 Enter amount from Part I, line 27a	2	-225,912.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 16	3	3,512.
4 Add lines 1, 2, and 3	4	7,255,374.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 17	5	498.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,254,876.

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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 3,798,327.		3,760,606.	37,721.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			37,721.		
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	76,868.	
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	399,707.	8,971,309.	0.044554
2009	429,452.	8,235,912.	0.052144
2008	565,607.	7,699,233.	0.073463
2007	518,010.	11,469,730.	0.045163
2006	561,835.	11,395,162.	0.049305

2 Total of line 1, column (d)	2	0.264629
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	0.052926
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	8,785,985.
5 Multiply line 4 by line 3	5	465,007.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,392.
7 Add lines 5 and 6	7	467,399.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	447,703.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	4,785.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 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	4,785.
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	4,785.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	9,147.	
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	9,147.	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,362.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ 4,362. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ GA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ LARRY B. HOOKS Telephone no. ☐ (404) 842-1870			
Located at ☐ 3414 PEACHTREE RD #722, ATLANTA, GA ZIP + 4 ☐ 30326				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐			
and enter the amount of tax-exempt interest received or accrued during the year ☐ 15				
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No 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	X
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? ☐	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No		
If "Yes," list the years ☐		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) ☐	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ☐		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) ☐	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? ☐	4b	X

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

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870.**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 18		85,000.	-0-	-0-

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
2	
3	
4	

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

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

Amount

1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	8,656,652.
b	Average of monthly cash balances	1b	263,130.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	8,919,782.
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	8,919,782.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	133,797.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,785,985.
6	Minimum investment return. Enter 5% of line 5	6	439,299.

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	439,299.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,785.
b	Income tax for 2011. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,785.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	434,514.
4	Recoveries of amounts treated as qualifying distributions	4	3,000.
5	Add lines 3 and 4	5	437,514.
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	437,514.

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	447,703.
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	447,703.
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	447,703.

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				437,514.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			374,841.	
b Total for prior years 20 <u>09</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ <u>447,703.</u>				
a Applied to 2010, but not more than line 2a			374,841.	
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				72,862.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				364,652.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	NONE			
d Excess from 2010	NONE			
e Excess from 2011	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 19

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 46				
Total			▶ 3a	379,000.
b Approved for future payment				
Total			▶ 3b	

Form 990-PF (2011)

RENT AND ROYALTY INCOME

Taxpayer's Name THE RAY M & MARY E LEE FOUNDATION, INC		Identifying Number 58-6049441		
DESCRIPTION OF PROPERTY OFFICE - GROUND LEASE 1577 NORTHEAST				
☐	Yes	☐	No	Did you actively participate in the operation of the activity during the tax year?
TYPE OF PROPERTY: 4 - COMMERCIAL				
RENTAL INCOME			21,651.	
OTHER INCOME:				
TOTAL GROSS INCOME				21,651.
OTHER EXPENSES:				
INSURANCE			121.	
LEGAL AND OTHER PROFESSIONAL FEES			3,500.	
REPAIRS			480.	
DEPRECIATION (SHOWN BELOW)				
LESS: Beneficiary's Portion				
AMORTIZATION				
LESS: Beneficiary's Portion				
DEPLETION				
LESS: Beneficiary's Portion				
TOTAL EXPENSES				4,101.
TOTAL RENT OR ROYALTY INCOME (LOSS)				17,550.

Less Amount to

Rent or Royalty	_____
Depreciation	_____
Depletion	_____
Investment Interest Expense	_____
Other Expenses	_____
Net Income (Loss) to Others	_____

Net Rent or Royalty Income (Loss)	17,550.
--	---------

Deductible Rental Loss (if Applicable)

SCHEDULE FOR DEPRECIATION CLAIMED

[illegible]

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
AFLAC INC	221.	221.
AT&T INC	2,360.	2,360.
ABBOTT LABS COM	926.	926.
ABERCROMBIE & FITCH CO - CL A	25.	25.
AETNA INC NEW COM	26.	26.
AIR PRODUCTS & CHEMICAL INC COM	112.	112.
ALBEMARLE CORP COM	15.	15.
ALEXANDRIA REAL ESTATE EQ INC COM	68.	68.
ALLEGHENY TECHNOLOGIES INC	39.	39.
ALLEGHENY 4.25 060114	48.	48.
ALLERGAN INC COM	41.	41.
ALLISON TRANSMISSION HLDGS INC COM	10.	10.
ALTRIA GROUP INC	744.	744.
AMERICAN ELECTRIC POWER COM	433.	433.
AMERICAN EXPRESS COMPANY	184.	184.
AMERICAN TOWER CORP	123.	123.
AMERICAN TOWER CORP COM	35.	35.
AMERISOURCEBERGEN CORP COM	24.	24.
AMGEN INC COM	512.	512.
ANADARKO PETROLEUM CORP COM	55.	55.
ANALOG DEVICES INC COM	183.	183.
ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR	629.	629.
APACHE CORP COM	114.	114.
APACHE CORP CONV PFD SER D 6.000%	139.	139.
APPLE COMPUTER COM	604.	604.
APPLIED MATERIALS INC	48.	48.
ASSURANT INC	25.	25.
AUTOMATIC DATA PROCESSING INC COM	393.	393.
BB&T CORPORATION	38.	38.
BAXTER INTERNATIONAL INC COM	47.	47.
BEST BUY INC COM	45.	45.
BHP LTD SPONSORED ADR	223.	223.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
BLACKROCK INC	542.	542.
BOEING COMPANY	144.	144.
BOFA GOVERNMENT RESERVES TRUST CLASS	12.	12.
BOSTON PROPERTIES INC COM	41.	41.
BRISTOL MYERS SQUIBB CO COM	1,221.	1,221.
BROADCOM CORP CL A	28.	28.
CBS CORP CL B COM	34.	34.
CF INDS HLDGS INC COM	64.	64.
CIGNA CORP COM	9.	9.
CME GROUP INC COM	356.	356.
CMS ENERGY CORP COM	329.	329.
CVS CAREMARK CORP COM	178.	178.
CAMPBELL SOUP CO COM	231.	231.
CAPITAL ONE FINL CORP COM	7.	7.
CARDINAL HEALTH INC	187.	187.
CELANESE CORP DEL SER A COM	71.	71.
CHEVRONTXACO CORP COM	2,231.	2,231.
CHUBB CORP COM	212.	212.
CIMAREX ENERGY CO COM	8.	8.
CISCO SYSTEMS INC	148.	148.
CITIGROUP INC CONV PFD COM STK EQUIVALEN	132.	
CITIGROUP INC NEW COM	20.	20.
CITY NATIONAL CORP COM	83.	83.
CLIFFS NAT RES INC COM	54.	54.
COACH INC COM	28.	28.
COCA COLA CO COM	479.	479.
COCA-COLA ENTERPRISES INC NEW COM	92.	92.
COLGATE PALMOLIVE CO COM	96.	96.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	2,321.	2,321.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	4,828.	4,828.
CMG ULTRA SHORT TERM BOND FUND	496.	496.
COLUMBIA MULTI-ADVISOR INT'L EQUITY FUND	5,756.	5,756.
COLUMBIA SMALL CAP VALUE FUND II CLASS Z	791.	791.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
COLUMBIA SMALL CAP GROWTH I FUND CLASS Z	1,130.	1,130.
COMCAST CORP NEW CL A COM	645.	645.
CON-WAY INC COM	8.	8.
CONOCOPHILLIPS COM	477.	477.
COSTCO WHOLESALE CORP	-193.	193.
COVENTRY HEALTH CARE INC COM	31.	31.
CULLEN/FROST BANKERS INC COM	157.	157.
CUMMINS ENGINE INC COM	115.	115.
DELAWARE EMERGING MKTS FUND CL INSTL CL	1,772.	1,772.
DEVON ENERGY CORPORATION	29.	29.
DEVRY INC DEL	1.	1.
DIAGEO P L C SPNSRD ADR NEW	616.	616.
DIAMOND OFFSHORE DRILLING INC COM	65.	65.
DIEBOLD CORP	134.	134.
DIGITAL RLTY TR INC REITS	607.	607.
DISCOVER FINL SVCS COM	139.	139.
DISH NETWORK CORP COM CL A	984.	984.
DOMINION RESOURCES INC	106.	106.
R R DONNELLEY & SONS COMPANY COMMON	221.	221.
DOVER CORPORATION	645.	645.
E I DUPONT DE NEMOURS & CO	339.	339.
DUN & BRADSTREET CORP DEL NEW COM	48.	48.
EASTMAN CHEMICAL COMPANY COMMON	117.	117.
EATON CORP COM	19.	19.
EDISON INTERNATIONAL	92.	92.
EMERSON ELECTRIC CO COM	209.	209.
ENERGIZER HOLDINGS INC	17.	17.
ENTERGY CORP NEW COM	315.	315.
EQUIFAX INC COM	13.	13.
EQUITY RESIDENTIAL SH BEN INT	25.	25.
EXELON CORP COM	300.	300.
EXPEDIA INC COMMON STOCK	46.	46.
EXPEDIA INC DEL NEW COM	154.	154.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
EXXON MOBIL CORPORATION	1,386.	1,386.
FIFTH THIRD BANCORP COM	304.	304.
FORD MTR CO DEL COM	4.	4.
FRANKLIN RES INC COM	548.	548.
FREPORT-MCMORAN COPPER & GOLD INC COM	284.	284.
GALLAGHER (ARTHUR J) & CO	269.	269.
GAMESTOP CORP CL A COM	44.	44.
GAP INC	39.	39.
GENERAL DYNAMICS CORP COM	212.	212.
GENERAL ELECTRIC CO	580.	580.
GENERAL ELEC CAP CORP MTN	3,500.	3,500.
GENERAL MILLS INC COM	104.	104.
GEN PARTS CO., COM	334.	334.
GLAXO WELCOME PLC SPON ADR	424.	424.
GOODRICH B F CO COM	127.	127.
HALLIBURTON COMPANY	154.	154.
HARLEY DAVIDSON INC COM	40.	40.
HARTFORD FINANCIAL SERVICES GROUP	62.	62.
HASBRO INC COM	26.	26.
HEINZ H J CO COM	484.	484.
HERSHEY FOODS CORP COM	355.	355.
HEWLETT PACKARD CO COM	58.	58.
HEWLETT-PACKARD CO SR UNSECD NT	4,750.	4,750.
HOLLYFRONTIER CORP COM	61.	61.
HOME DEPOT INC COM	1,073.	1,073.
HONEYWELL INTERNATIONAL INC	358.	358.
HORMEL FOODS CORPORATION	29.	29.
HOST HOTELS & RESORTS INC REIT	44.	44.
HUMANA INC COM	98.	98.
HUNT J B TRANS SVCS INC COM	199.	199.
HUNTINGTON BANCSHARES INC COM	142.	142.
HUSSMAN INVT STRATEGIC GROWTH FUND	861.	861.
ILLINOIS TOOL WORKS INC	105.	105.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
INTEL CORP COM	1,027.	1,027.
INTERNATIONAL BUSINESS MACHINES CORP COM	878.	878.
INTERNATIONAL FLAVORS & FRAGRANCES INC	103.	103.
INTERNATIONAL PAPER CO COM	32.	32.
IRON MOUNTAIN INC	32.	32.
ISHARES INC MSCI AUSTRALIA INDEX	4,865.	4,865.
ISHARES INC MSCI BRAZIL FREE INDEX FUND	2,319.	2,319.
ISHARES MSCI SOUTH KOREA INDEX FUND	976.	976.
ISHARES MSCI EMERGING MKTS INDEX FUND	7,933.	7,933.
J P MORGAN CHASE & CO COM	1,160.	1,160.
JOHNSON & JOHNSON	1,651.	1,651.
KBR INC COM	94.	94.
KLA INSTRUMENTS CORPORATION	28.	28.
KANSAS CITY SOUTHN INDS INC	102.	102.
KEYCORP NEW COM	51.	51.
KIMBERLY-CLARK CORPORATION	527.	527.
KINDER MORGAN INC DEL COM	462.	462.
KRAFT FOODS INC CL A COM	76.	76.
KROGER COMPANY	138.	138.
L-3 COMMUNICATIONS HLDGS INC COM	16.	16.
LAS VEGAS SANDS CORP	325.	325.
ESTEE LAUDER COMPANIES CL A	202.	202.
ELI LILLY & CO COM	453.	453.
LILLY ELI & CO SR UNSECD NT	6,300.	6,300.
LIMITED BRANDS INC COM	723.	723.
LINCOLN NATL CORP IND COM	78.	78.
LOCKHEED MARTIN CORPORATION	376.	376.
LORILLARD INC COM	987.	987.
MACYS INC COM	512.	512.
MANPOWER INC COM	58.	58.
MARATHON OIL CORP COM	186.	186.
MASTERCARD INC CL A COM	67.	67.
MAXIM INTEGRATED PRODS INC	26.	26.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
MCDONALDS CORP COM	635.	635.
MCGRAW-HILL CO INC	66.	66.
MCKESSON HBOC INC	11.	11.
MEAD JOHNSON NUTRITION CO COM	167.	167.
MERCK & CO INC NEW COM	1,485.	1,485.
MEREDITH CORP COM	262.	262.
METHANEX CORP COM	17.	17.
METLIFE INC	201.	201.
MICROSOFT CORPORATION	2,016.	2,016.
MOLEX INC COM	43.	43.
MONSANTO CO NEW COM	46.	46.
MOODYS CORP COM	81.	81.
MOSAIC CO NEW COM	8.	8.
NATIONAL OILWELL VARCO INC COM	187.	187.
NEWMONT MNG CORP	14.	14.
NEXTERA ENERGY INC COM	269.	269.
NOBLE ENERGY INC COM	20.	20.
NORDSTROM INC COM	128.	128.
NORFOLK SOUTHERN CORP COM	233.	233.
NORTHROP CORP COM	139.	139.
NUCOR CORP COM	270.	270.
OCCIDENTAL PETROLEUM CORP COM	644.	644.
ONEOK INC NEW COM	53.	53.
ORACLE CORPORATION	225.	225.
PG&E CORPORATION	169.	169.
PNC BANK CORP COM	322.	322.
PPG INDUSTRIES INC	509.	509.
PACCAR INC	7.	7.
PACKAGING CORP AMER COM	52.	52.
PALL CORP COM	154.	154.
PARKER HANNIFIN CORP COM	447.	447.
PEABODY ENERGY CORP COM	20.	20.
PENN WEST PETE LTD NEW COM	218.	218.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PEOPLES UTD FINL INC COM	308.	308.
PEPSICO CO INC CAP COM	31.	31.
PEPSICO INC SR UNSECD NT	3,750.	3,750.
PFIZER INC COM	1,747.	1,747.
PHILIP MORRIS INTL INC COM	3,036.	3,036.
PIMCO COMMODITY REALRETURN STRATEGY FUND	76,831.	76,831.
PIONEER NATURAL RESOURCES CO	4.	4.
PITNEY-BOWES INC COM	552.	552.
POTASH CORP SASK TCHEWAN INC COM	12.	12.
PRAXAIR INC COM	126.	126.
PRECISION CASTPARTS CORP	4.	4.
PRICE T ROWE GROUP INC COM	182.	182.
PROCTER & GAMBLE CO COM	513.	513.
PRUDENTIAL FINL INC COM	48.	48.
PUBLIC SERVICE ENTERPRISE GROUP COM	792.	792.
PUBLIC STORAGE INC	291.	291.
QUALCOMM INC	821.	821.
QUEST DIAGNOSTICS INC	26.	26.
QUESTAR CORP COM	188.	188.
RPM INC COM	210.	210.
RALPH LAUREN CORP CL A COM	9.	9.
RAYMOND JAMES FINANCIAL INC	60.	60.
RAYONIER INC REIT	82.	82.
RAYTHEON CO COM NEW	502.	502.
REINSURANCE GROUP AMER INC COM	75.	75.
ROCKWELL INTL CORP	390.	390.
ROSS STORES INC	58.	58.
ROYAL DUTCH SHELL PLC SPONSORED ADR CL A	1,124.	1,124.
RYDER SYSTEM INC COM	85.	85.
SBC COMMUNICATIONS INC NT	3,672.	3,672.
SL GREEN RLTY CORP COM	25.	25.
SLM CORP COM	19.	19.
SAFEWAY INC	146.	146.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SAINT JUDE MEDICAL INC COM	127.	127.
SCANA CORP W/I	255.	255.
SCHLUMBERGER LTD COM	25.	25.
SEMPRA ENERGY COM	618.	618.
SHERWIN-WILLIAMS CO COM	139.	139.
SIMON PTY GROUP INC NEW COM	414.	414.
SPECTRA ENERGY CORP COM	248.	248.
STANLEY BLACK & DECKER INC COM	92.	92.
STARBUCKS CORP COM	294.	294.
STARWOOD HOTELS & RESORTS WORLDWIDE INC	11.	11.
STEEL DYNAMICS, INC	49.	49.
TD AMERITRADE HLDG CORP COM	73.	73.
TJX COMPANIES INC	367.	367.
TARGET CORP	206.	206.
TARGET CORP BD	7,688.	7,688.
TAUBMAN CTRS INC COM	148.	137.
TELEFLEX INC COM	85.	85.
TESORO PETROLEUM CORP 00	24.	24.
TEVA PHARMACEUTICAL INDS LTD - ADR	58.	58.
TEXAS INSTRUMENTS INC COM	364.	364.
3M CO COM	71.	71.
TIME WARNER INC NEW COM	350.	350.
TIME WARNER CABLE INC COM	44.	44.
TORCHMARK CORP COM	5.	5.
TYSON FOODS INC CLASS A	49.	49.
UDR INC REITS	166.	166.
US BANCORP DEL COM NEW	433.	433.
UNION PACIFIC CORPORATION	272.	272.
UNITED PARCEL SERVICE CL B	429.	429.
UNITED STS STL CORP NEW COM	3.	3.
UNITED TECHNOLOGIES CORP COM	801.	801.
UNITEDHEALTH GROUP INC	76.	76.
V F CORP COM	52.	52.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
VALERO ENERGY CORP	188.	188.
VANGUARD MSCI EMERGING MKTS ETF	3,150.	3,150.
VERIZON COMMUNICATIONS	2,466.	2,466.
VIACOM INC CL B COM	276.	276.
VISA INC CL A COM	35.	35.
WAL MART STORES INC COM	808.	808.
WALGREEN CO COM	41.	41.
WASTE MANAGEMENT INC	258.	258.
WELLPOINT INC	3.	3.
WELLS FARGO COMPANY	685.	685.
WESTERN UNION CO COM	9.	9.
WEYERHAEUSER CO COM	49.	49.
WHOLE FOODS MKT INC COM	17.	17.
WISCONSIN ENERGY CORP COM	147.	147.
YUM BRANDS INC COM	204.	204.
ZIMMER HLDGS INC COM	34.	34.
AXIS CAPITAL HOLDINGS LTD COM	110.	110.
ACCENTURE PLC CL A COM	1,068.	1,068.
COOPER INDS PLC NEW COM	60.	60.
COVIDIEN PLC COM	268.	268.
ENSCO PLC CL A COM	27.	27.
HERBALIFE LTD COM	49.	49.
XL GROUP PLC COM	60.	60.
ACE LTD COM	51.	51.
TRANSOCEAN LTD COM	186.	186.
TYCO INTL LTD NEW F COM	666.	666.
LYONDELLBASELL INDUSTRIES NV CL A COM	298.	298.
AVAGO TECHNOLOGIES LTD COM	133.	133.
	-----	-----
TOTAL	219,527.	219,384.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
CITIGROUP INC CONV PFD COM STK EQUIVALEN	47.	47.
TOTALS	47.	47.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES	775.			775.
	-----	-----	-----	-----
TOTALS	775.	NONE	NONE	775.
	=====	=====	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE	3,113.			3,113.
TOTALS	3,113.	NONE	NONE	3,113.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
INVESTMENT MANAGEMENT FEES	51,044.	32,613.	18,431.
	-----	-----	-----
TOTALS	51,044.	32,613.	18,431.
	=====	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	422.	422.
EXCISE TAX - PRIOR YEAR	4,934.	
FEDERAL ESTIMATES - PRINCIPAL	9,147.	
FOREIGN TAXES ON QUALIFIED FOR	550.	550.
FOREIGN TAXES ON NONQUALIFIED	2,023.	2,023.
	-----	-----
TOTALS	17,076.	2,995.
	=====	=====

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

2011 YEAR END SALES	443.
ROUNDING	6.
FOREIGN TAX RECLAIMED	63.
RECOVERY OF PRIOR DISTRIBUTION	3,000.

TOTAL	3,512.
	=====

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

DESCRIPTION -----	AMOUNT -----
2012 YEAR END SALES	56.
COST BASIS ADJUSTMENTS	14.
OID ADJUSTMENT	47.
SALES ADJUSTMENTS	381.

TOTAL	498.
	=====

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

OFFICER NAME:

MR. RONALD GANN

ADDRESS:

3414 PEACHTREE ROAD, N.E., STE 722
ATLANTA, GA 30326

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION 20,000.

OFFICER NAME:

MR. DONALD D. SMITH

ADDRESS:

3414 PEACHTREE ROAD, N.E., STE 722
ATLANTA, GA 30326

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION 20,000.

OFFICER NAME:

LARRY B HOOKS

ADDRESS:

3414 PEACHTREE ROAD, N.E., STE 722
ATLANTA, GA 30326

TITLE:

ADMINISTRATOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

COMPENSATION 45,000.

TOTAL COMPENSATION:

85,000.

=====

THE RAY M & MARY E LEE FOUNDATION, INC
FORM 990PF, PART XV - LINES 2a - 2d
=====

58-6049441

RECIPIENT NAME:

LARRY B HOOKS

ADDRESS:

3414 PEACHTREE RD, NE, SUITE 722

ATLANTA, GA 30326

RECIPIENT'S PHONE NUMBER: 404-842-1870

FORM, INFORMATION AND MATERIALS:

N/A

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

CHARITABLE ORGANIZATIONS IN THE METRO ATLANTA AREA

RECIPIENT NAME:
ANGEL FLIGHT OF GEORGIA
ADDRESS:
2000 AIRPORT RD STE 227
ATLANTA, GA 30341
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
ALICE LLOYD COLLEGE
ADDRESS:
100 PURPOSE RD
PIPPA PASSES, KY 41844
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
SENIOR CITIZEN SERVICES
ADDRESS:
1705 COMMERCE DR. NW
ATLANTA, GA 30318
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
ARTHRITIS FOUNDATION INC
ADDRESS:
2970 PEACHTREE RD NW, STE 200
ATLANTA, GA 30305
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
ATLANTA HOSPITAL HOSPITALITY HOUSE
ADDRESS:
1815 PONCE DE LEON AVE., NE
ATLANTA, GA 30318
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
CAMP KUDZU
ADDRESS:
5885 GLENRIDGE DR., STE 160
ATLANTA, GA 30328
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
BERRY COLLEGE
ADDRESS:
P.O. BOX 490039
MOUNT BERRY, GA 30149
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
ATLANTA COMMUNITY FOOD BANK
ADDRESS:
732 JOSEPH E LOWERY BLVD, NW
ATLANTA, GA 30318
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
CAMP SUNSHINE
ADDRESS:
1850 CLAIRMONT RD
DECATUR, GA 30033
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
ATLANTA OPERA CENTER
ADDRESS:
1575 NORTHSIDE DR, NW
ATLANTA, GA 30318
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
GEORGIA LIONS LIGHTHOUSE
ADDRESS:
5582 PEACHTREE RD
CHAMBLEE, GA 30341
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
WOODRUFF ARTS CENTER
ADDRESS:
1280 PEACHTREE ST, NE
ATLANTA, GA 30309
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 35,000.

RECIPIENT NAME:
FEED THE HUNGRY FDN
ADDRESS:
1550 DUTCH VALLEY RD.
ATLANTA, GA 30324
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 7,500.

RECIPIENT NAME:
CENTER FOR THE VISUALLY IMPAIRED
ADDRESS:
739 W. PEACHTREE ST NW
ATLANTA, GA 30308
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
COMMUNITIES IN SCHOOLS
ADDRESS:
600 WEST PEACHTREE ST, NW, STE 1250
ATLANTA, GA 30358
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

COURT APPOINTED SPECIAL
ADVOCATES FOR CHILDREN

ADDRESS:

395 PRYOR ST, SW, STE 4116
ATLANTA, GA 30312

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDS

FOUNDATION STATUS OF RECIPIENT:

EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

CURE CHILDHOOD CANCER

ADDRESS:

1117 PERIMETER CENTER W., STE N402
ATLANTA, GA 30338

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDS

FOUNDATION STATUS OF RECIPIENT:

EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

MARIETTA MUSEUM OF HISTORY

ADDRESS:

1 DEPT STREET
MARIETTA, GA 30060

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDS

FOUNDATION STATUS OF RECIPIENT:

EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
EAGLE RANCH
ADDRESS:
PO BOX 7200
CHESTNUT MOUNTAIN, GA 30502
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
GEORGIA COUNCIL ON ECONOMIC
EDUCATION
ADDRESS:
P O BOX 1619
ATLANTA, GA 30301
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
FOUNDATION CENTER - ATLANTA
ADDRESS:
50 HURT PLAZA, STE 150
ATLANTA, GA 30303
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
GEORGIA CENTER FOR NON-PROFITS
ADDRESS:
100 PEACHTREE ST., NW, STE 1500
ATLANTA, GA 30303
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
BOY SCOUTS OF AMERICA
ATLANTA AREA COUNCIL
ADDRESS:
1800 CIRCLE 75 PKWY SE
ATLANTA, GA 30339
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
GEORGIA PARTNERSHIP FOR
EXCELLENCE IN EDUCATION
ADDRESS:
233 PEACHTREE ST, STE 2000
ATLANTA, GA 30303
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
FOUNDATION OF WESLEY WOODS
ADDRESS:
1817 CLIFTON RD., NE
ATLANTA, GA 30329
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
GEORGIA JUSTICE PROJECT
ADDRESS:
438 EDGEWOOD AVENUE, SE
ATLANTA, GA 30312
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
GEORGIA CONSERVANCY
ADDRESS:
817 WEST PEACHTREE RD.
ATLANTA, GA 30308
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
FERNBANK MUSEUM OF NATURA
ADDRESS:
767 CLIFTON RD., NE
ATLANTA, GA 30307
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
GOOD SAMARITAN HEALTH
CENTER
ADDRESS:
1015 DONALD LEE HOLLOWELL PKWY
ATLANTA, GA 30318
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
ASSOCIATION OF SMALL FOUNDATIONS
ADDRESS:
1720 N STREET NW
WASHINGTON, DC 20036
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
GEORGIA TRUST FOR HISTORIC
ADDRESS:
1516 PEACHTREE ST, NW
ATLANTA, GA 30309
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
NATIONAL BLACK ARTS FESTIVAL
ADDRESS:
730 PEACHTREE ST, NE, STE 500
ATLANTA, GA 30308
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
TOCCOA FALLS COLLEGE
ADDRESS:
P.O. BOX 800809
TOCCOA FALLS, GA 30598
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
PREVENT BLINDNESS GEORGIA
ADDRESS:
739 PEACHTREE ST., NW, STE 200
ATLANTA, GA 30308
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
SAINT FRANCIS SCHOOL
ADDRESS:
9375 WILLEO RD.
ROSWELL, GA 30075
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
GEORGIA STATE UNIVERSITY
RESEARCH FOUNDATION
ADDRESS:
PO BOX 3984
ATLANTA, GA 30302
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
CHILDREN'S MUSEUM OF ATLANTA
ADDRESS:
275 CENTENNIAL OLYMPIC PARK DR., NW
ATLANTA, GA 30313
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
UNITED NEGRO COLLEGE FUND
ADDRESS:
600 PEACHTREE ST., NE
ATLANTA, GA 30308
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
JUVENILE DIABETES RESEARCH
ADDRESS:
3525 PIEDMONT RD. NE, STE 300
ATLANTA, GA 30305
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
OPEN ARMS OF BLUE RIDGE
ADDRESS:
PO BOX 2223
BLUE RIDGE, GA 30513
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
ALS ASSOCIATION OF GEORGIA
ADDRESS:
1955 CLIFF VALLEY WAY SUITE 116
ATLANTA, GA 30329
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
AMERICAN HEART ASSOCIATION
ADDRESS:
1101 NORTHCASE PARKWAY STE 1
MARIETTA, GA 30067
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

ATLANTA BALLET

ADDRESS:

1695 MARIETTA BLVD., NW

ATLANTA, GA 30318

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDS

FOUNDATION STATUS OF RECIPIENT:

EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

ATLANTA MISSION

ADDRESS:

PO BOX 1807

ATLANTA, GA 30301

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDS

FOUNDATION STATUS OF RECIPIENT:

EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

CHILDREN'S HEALTHCARE OF ATLANTA

ADDRESS:

1687 TULLIE CIRCLE NE

ATLANTA, GA 30329

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDS

FOUNDATION STATUS OF RECIPIENT:

EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 17,500.

RECIPIENT NAME:

FRIENDS OF DISABLED ADULTS
& CHILDREN TOO

ADDRESS:

4900 LEWIS ROAD
STONE MOUNTAIN, GA 30083

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDS

FOUNDATION STATUS OF RECIPIENT:

EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

GEORGE WEST MENTAL HEALTH

ADDRESS:

1961 NORTH DRUID HILLS ROAD
ATLANTA, GA 30329

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDS

FOUNDATION STATUS OF RECIPIENT:

EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

JERUSALEM HOUSE

ADDRESS:

17 EXECUTIVE PARK DR., NE, STE 290
ATLANTA, GA 30329

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDS

FOUNDATION STATUS OF RECIPIENT:

EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

PAUL ANDERSON YOUTH HOMES INC

ADDRESS:

PO BOX 525

VIDALIA, GA 30475

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDS

FOUNDATION STATUS OF RECIPIENT:

EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

SHEPHERD CENTER FOUNDATION

ADDRESS:

2020 PEACHTREE ROAD, NW

ATLANTA, GA 30309

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDS

FOUNDATION STATUS OF RECIPIENT:

EXEMP PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

SPECIAL OLYMPICS OF GEORGIA

ADDRESS:

4000 DEKALB TECHNOLOGY PKWY

ATLANTA, GA 30340

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDS

FOUNDATION STATUS OF RECIPIENT:

EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
VISITING NURSE HEALTH SYSTEM
ADDRESS:
5775 GLENRIDGE DR., NE, STE E200
ATLANTA, GA 30328
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
COBB ENERGY PERFORMING
ARTS CENTRE FDN
ADDRESS:
2800 COBB GALLERIA PKWY
ATLANTA, GA 30339
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
CROSSROADS
ADDRESS:
420 COURTLAND ST., NE
ATLANTA, GA 30308
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
FANNIN COUNTY FAMILY CONNECTION
ADDRESS:
P.O. BOX 2715
BLUE RIDGE, GA 30513
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
JUNIOR ACHIEVEMENT OF GEORGIA
ADDRESS:
460 ABERNATHY RD., NE
ATLANTA, GA 30328
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
REFUGEE RESETTLEMENT &
IMMIGRATION SERVICES
ADDRESS:
4151 MEMORIAL DR., 205-D
DECATUR, GA 30032
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
RICHMONT GRADUATE UNIVERSITY
ADDRESS:
2055 MOUNT PARAN RD., NW
ATLANTA, GA 30327
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
ST. SIMONS LAND TRUST
PACES HOLDINGS
ADDRESS:
4300 PACES FERRY RD., STE 245
ATLANTA, GA 30339
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
LAND PRESERVATION
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
TRUANCY INTERVENTION PROJECT
ADDRESS:
395 PRYOR ST., SW, STE 4122
ATLANTA, GA 30312
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
EMORY WINSHIP CANCER INSTITUTE
ADDRESS:
1440 CLIFTON RD., STE 170
ATLANTA, GA 30322
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
ACTION MINISTRIES - ATLANTA
ADDRESS:
17 EXECUTIVE PARK DRIVE, STE. 540
ATLANTA, GA 30329
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
POSSE FOUNDATION
ADDRESS:
101 MARIETTA ST., NW, STE 1040
ATLANTA, GA 30303
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
REINHARDT UNIVERSITY
ADDRESS:
7300 REINHARDT CIRCLE
WALESKA, GA 30183
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
SECOND WIND RETREAT
ADDRESS:
2187 DEVILS DEN RD
EPWORTH, GA 30541
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
SOUTHEASTERN HORTICULTURAL
SOCIETY
ADDRESS:
1705 COMMERCE DR., NW, STE. 400
ATLANTA, GA 30318
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
ATLANTA CENTER FOR SELF
SUFFICIENCY
ADDRESS:
75 PEACHTREE PLACE, NW
ATLANTA, GA 30309
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
ATLANTA MUSIC PROJECT
ADDRESS:
1280 PEACHTREE RD., NE, STE. 4074
ATLANTA, GA 30309
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
ATLANTA-FULTON COUNTY ZOO
ADDRESS:
800 CHEROKEE AVE., SE
ATLANTA, GA 30315
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
AUDITORY-VERBAL CENTER
ADDRESS:
1901 CENTURY BOULEVARD, STE. 20
ATLANTA, GA 30345
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
AVONDALE EDUCATIONAL ASSN
ADDRESS:
PO BOX 117
AVONDALE ESTATES, GA 30002
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
EMORY - CANDLER SCHOOL OF THEOLOGY
ADDRESS:
EMORY UNIVERSITY
ATLANTA, GA 30322
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

GEORGIA HISTORICAL SOCIETY

ADDRESS:

501 WHITAKER ST.
SAVANNAH, GA 31401

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDS

FOUNDATION STATUS OF RECIPIENT:

EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

JACOB'S LADDER NEURODEVELOPMENTAL
SCHOOL & THERAPY CENTER

ADDRESS:

407 HARDSCRABBLE RD.
ROSWELL, GA 30075

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDS

FOUNDATION STATUS OF RECIPIENT:

EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

MUST MINISTRIES

ADDRESS:

1407 COBB PARKWAY N
MARIETTA, GA 30061

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDS

FOUNDATION STATUS OF RECIPIENT:

EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
OUR HOUSE, INC.

ADDRESS:
PO BOX 1304
DECATUR, GA 30031

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
GENERAL FUNDS

FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
PATH FOUNDATION

ADDRESS:
PO BOX 14327
ATLANTA, GA 30324

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
GENERAL FUNDS

FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
THE SALVATION ARMY

ADDRESS:
1190 WEST DRUID HILLS DR., STE 150
ATLANTA, GA 30329

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
GENERAL FUNDS

FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
FRIENDS OF THE STRAND
ADDRESS:
PO BOX 4186
MARIETTA, GA 30061
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
UNITED METHODIST CHILDREN'S HOME
ADDRESS:
500 S. COLUMBIA DR.
DECATUR, GA 30030
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
GRADY HIGH SCHOOL FOUNDATION
ADDRESS:
660 WOODLAND AVE., SE
ATLANTA, GA 30316
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

TOTAL GRANTS PAID: 379,000.
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RENT AND ROYALTY SUMMARY

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PROPERTY -----	TOTAL INCOME -----	DEPLETION/ DEPRECIATION -----	OTHER EXPENSES -----	ALLOWABLE NET INCOME -----
OFFICE - GROUND LEAS	21,651.		4,101.	17,550.
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TOTALS	21,651.		4,101.	17,550.
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SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2011

Name of estate or trust

THE RAY M & MARY E LEE FOUNDATION, INC

Employer identification number

58-6049441

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-22,227.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	-22,227.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
LONG-TERM CAPITAL GAIN DIVIDENDS					39,127.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	59,948.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	20.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	99,095.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II Caution: Read the instructions before completing this part.		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		-22,227.
14	Net long-term gain or (loss):			
a	Total for year	14a		99,095.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		76,868.

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

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	16	()
a	The loss on line 15, column (3) or b \$3,000		

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust

THE RAY M & MARY E LEE FOUNDATION, INC

Employer identification number

58-6049441

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 179. ADVANCED MICRO DEVICE	12/02/2010	10/03/2011	836.00	1,367.00	-531.00
176. ADVANCED MICRO DEVICE	10/13/2010	10/03/2011	822.00	1,306.00	-484.00
1. WATSON PHARMACEUTICALS	04/06/2011	10/03/2011	65.00	59.00	6.00
5. WATSON PHARMACEUTICALS	04/06/2011	10/04/2011	323.00	293.00	30.00
1. LORILLARD INC COM	09/01/2011	10/07/2011	116.00	112.00	4.00
6. LORILLARD INC COM	09/01/2011	10/07/2011	696.00	672.00	24.00
3. LORILLARD INC COM	09/01/2011	10/07/2011	348.00	336.00	12.00
7. LORILLARD INC COM	09/28/2011	10/07/2011	812.00	761.00	51.00
93. ALEXION PHARMACEUTICAL	07/26/2011	10/10/2011	6,300.00	5,382.00	918.00
52. ALEXION PHARMACEUTICAL	08/30/2011	10/10/2011	3,523.00	2,980.00	543.00
77. MONSANTO CO NEW COM	05/31/2011	10/10/2011	5,640.00	5,463.00	177.00
76. MONSANTO CO NEW COM	08/15/2011	10/10/2011	5,566.00	5,294.00	272.00
29. PRECISION CASTPARTS CO	11/16/2010	10/10/2011	4,659.00	3,833.00	826.00
115. WALGREEN CO COM	02/23/2011	10/10/2011	3,875.00	4,858.00	-983.00
87. WALGREEN CO COM	03/07/2011	10/10/2011	2,931.00	3,647.00	-716.00
2. LORILLARD INC COM	08/03/2011	10/11/2011	235.00	212.00	23.00
2. LORILLARD INC COM	08/03/2011	10/11/2011	236.00	212.00	24.00
14. SAFEWAY INC	05/26/2011	10/11/2011	242.00	364.00	-122.00
6. SAFEWAY INC	04/30/2011	10/11/2011	104.00	156.00	-52.00
7. SAFEWAY INC	05/26/2011	10/11/2011	121.00	181.00	-60.00
10. SAFEWAY INC	05/30/2011	10/11/2011	173.00	258.00	-85.00
22. SAFEWAY INC	05/30/2011	10/11/2011	382.00	567.00	-185.00
17. SAFEWAY INC	02/17/2011	10/11/2011	295.00	382.00	-87.00
23. SAFEWAY INC	02/17/2011	10/11/2011	401.00	516.00	-115.00

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

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

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

OMB No. 1545-0092

2011

Name of estate or trust

THE RAY M & MARY E LEE FOUNDATION, INC

Employer identification number

58-6049441

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

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 16. SAFEWAY INC	02/18/2011	10/11/2011	279.00	359.00	-80.00
8. SAFEWAY INC	02/17/2011	10/11/2011	140.00	179.00	-39.00
2. NOBLE CORP COM	02/03/2011	10/11/2011	61.00	76.00	-15.00
1497. ALLEGHENY 4.25 06011	01/18/2011	10/12/2011	1,889.00	2,433.00	-544.00
1503. ALLEGHENY 4.25 06011	01/14/2011	10/12/2011	1,896.00	2,348.00	-452.00
8. HOSPIRA INC	04/06/2011	10/19/2011	237.00	452.00	-215.00
17. HOSPIRA INC	04/06/2011	10/19/2011	505.00	961.00	-456.00
15. HOSPIRA INC	04/06/2011	10/20/2011	427.00	848.00	-421.00
12. HOSPIRA INC	03/10/2011	10/20/2011	341.00	660.00	-319.00
4. HOSPIRA INC	03/11/2011	10/20/2011	114.00	220.00	-106.00
3. HOSPIRA INC	03/11/2011	10/20/2011	85.00	165.00	-80.00
4. HOSPIRA INC	03/11/2011	10/21/2011	117.00	220.00	-103.00
4. HOSPIRA INC	03/09/2011	10/21/2011	117.00	219.00	-102.00
1. HOSPIRA INC	08/01/2011	10/21/2011	29.00	51.00	-22.00
17. HOSPIRA INC	08/01/2011	10/21/2011	496.00	844.00	-348.00
44. ACE LTD COM	01/13/2011	10/21/2011	3,056.00	2,675.00	381.00
20. ACE LTD COM	01/13/2011	10/21/2011	1,389.00	1,215.00	174.00
83. ACE LTD COM	01/14/2011	10/21/2011	5,764.00	5,043.00	721.00
12. BIOGEN IDEC INC	06/29/2011	10/24/2011	1,295.00	1,309.00	-14.00
30. BIOGEN IDEC INC	06/29/2011	10/24/2011	3,237.00	3,273.00	-36.00 *
49. COSTCO WHOLESALE CORP	04/18/2011	10/24/2011	4,152.00	3,739.00	413.00
105. CTRIP COM INTL LTD AM SHS COM	05/03/2011	10/24/2011	3,695.00	4,885.00	-1,190.00
121. CTRIP COM INTL LTD AM SHS COM	11/16/2010	10/24/2011	4,258.00	5,605.00	-1,347.00
47. EDWARDS LIFESCIENCES C	08/30/2011	10/24/2011	3,530.00	3,483.00	47.00

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

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

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

OMB No 1545-0092

2011

Name of estate or trust

THE RAY M & MARY E LEE FOUNDATION, INC

Employer identification number

58-6049441

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 1. LORILLARD INC COM	06/20/2011	10/24/2011	113.00	113.00	
37. LORILLARD INC COM	07/26/2011	10/24/2011	4,176.00	3,958.00	218.00
222. WALGREEN CO COM	03/07/2011	10/24/2011	7,553.00	9,307.00	-1,754.00
11. QUEST DIAGNOSTICS INC	07/19/2011	10/25/2011	621.00	638.00	-17.00
6. QUEST DIAGNOSTICS INC	02/01/2011	10/25/2011	339.00	345.00	-6.00
25. GENERAL MTRS CO CONV P	01/14/2011	10/26/2011	1,004.00	1,399.00	-395.00
102. GENERAL MTRS CO CONV	12/06/2010	10/26/2011	4,097.00	5,255.00	-1,158.00
93. GENERAL MTRS CO CONV P	12/01/2010	10/26/2011	3,736.00	4,791.00	-1,055.00
97. GENERAL MTRS CO CONV P	11/23/2010	10/26/2011	3,896.00	4,853.00	-957.00
9. WATSON PHARMACEUTICALS	04/06/2011	10/27/2011	628.00	528.00	100.00
4. WATSON PHARMACEUTICALS	01/11/2011	10/28/2011	276.00	212.00	64.00
2. WATSON PHARMACEUTICALS	01/11/2011	10/31/2011	134.00	106.00	28.00
11. WATSON PHARMACEUTICALS	01/10/2011	10/31/2011	739.00	581.00	158.00
58. CBS CORP CL B COM	03/02/2011	11/03/2011	1,423.00	1,376.00	47.00
20. CBS CORP CL B COM	03/02/2011	11/03/2011	492.00	475.00	17.00
16. AES CORPORATION	06/01/2011	11/04/2011	192.00	206.00	-14.00
98. BRISTOL MYERS SQUIBB C	08/25/2011	11/04/2011	3,079.00	2,795.00	284.00
33. CAMPBELL SOUP CO COM	06/28/2011	11/04/2011	1,089.00	1,116.00	-27.00
2. CHEVRONTXACO CORP COM	05/23/2011	11/04/2011	211.00	202.00	9.00
3. CLIFFS NAT RES INC COM	05/25/2011	11/04/2011	212.00	308.00	-96.00
31. CLIFFS NAT RES INC COM	04/04/2011	11/04/2011	2,193.00	3,155.00	-962.00
1. COCA COLA CO COM	04/04/2011	11/04/2011	68.00	68.00	
2. COCA COLA CO COM	05/23/2011	11/04/2011	135.00	135.00	
26. COCA COLA CO COM	06/28/2011	11/04/2011	1,758.00	1,712.00	46.00

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

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust

THE RAY M & MARY E LEE FOUNDATION, INC

Employer identification number

58-6049441

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 10. DEVON ENERGY CORPORATI	12/29/2010	11/04/2011	653.00	784.00	-131.00
2. DEVON ENERGY CORPORATIO	12/02/2010	11/04/2011	131.00	146.00	-15.00
7. DEVRY INC DEL	09/26/2011	11/04/2011	265.00	267.00	-2.00
2. FRANKLIN RES INC COM	02/16/2011	11/04/2011	209.00	251.00	-42.00 *
23. FREEPORT-MCMORAN COPPE COM	12/10/2010	11/04/2011	913.00	1,401.00	-488.00
20. FREEPORT-MCMORAN COPPE COM	12/29/2010	11/04/2011	794.00	1,192.00	-398.00
8. HALLIBURTON COMPANY	07/26/2011	11/04/2011	300.00	454.00	-154.00
9. HALLIBURTON COMPANY	06/28/2011	11/04/2011	338.00	440.00	-102.00
23. HUMANA INC COM	04/27/2011	11/04/2011	1,971.00	1,758.00	213.00
2. INTEL CORP COM	05/23/2011	11/04/2011	48.00	46.00	2.00
31. KELLOGG CO COM	06/28/2011	11/04/2011	1,548.00	1,702.00	-154.00
31. KEYCORP NEW COM	04/04/2011	11/04/2011	221.00	277.00	-56.00
65. KEYCORP NEW COM	12/29/2010	11/04/2011	464.00	576.00	-112.00
37. KEYCORP NEW COM	04/27/2011	11/04/2011	264.00	321.00	-57.00
1. ELI LILLY & CO COM	04/27/2011	11/04/2011	38.00	37.00	1.00
2. MERCK & CO INC NEW COM	06/20/2011	11/04/2011	68.00	76.00	-8.00 *
44. METLIFE INC	09/26/2011	11/04/2011	1,490.00	1,219.00	271.00
2. MICRON TECHNOLOGY INC C	06/28/2011	11/04/2011	11.00	15.00	-4.00
111. MICRON TECHNOLOGY INC	05/23/2011	11/04/2011	630.00	1,079.00	-449.00 *
8. PFIZER INC COM	05/23/2011	11/04/2011	157.00	164.00	-7.00
2. PROCTER & GAMBLE CO COM	08/25/2011	11/04/2011	125.00	126.00	-1.00 *
1. PRUDENTIAL FINL INC COM	02/12/2011	11/04/2011	51.00	65.00	-14.00
22. PRUDENTIAL FINL INC CO	03/07/2011	11/04/2011	1,133.00	1,393.00	-260.00
50. PRUDENTIAL FINL INC CO	04/04/2011	11/04/2011	2,574.00	3,149.00	-575.00

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

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No. 1545-0092

2011

Name of estate or trust

THE RAY M & MARY E LEE FOUNDATION, INC

Employer identification number

58-6049441

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day , yr)	(c) Date sold (mo , day , yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 3. PRUDENTIAL FINL INC COM	05/23/2011	11/04/2011	154.00	188.00	-34.00
11. PRUDENTIAL FINL INC CO	08/25/2011	11/04/2011	566.00	520.00	46.00
4. RALPH LAUREN CORP CL A	04/04/2011	11/04/2011	626.00	510.00	116.00
6. RALPH LAUREN CORP CL A	02/09/2011	11/04/2011	940.00	755.00	185.00
13. RALPH LAUREN CORP CL A	03/07/2011	11/04/2011	2,036.00	1,616.00	420.00
25. RAYTHEON CO COM NEW	04/04/2011	11/04/2011	1,087.00	1,258.00	-171.00 *
2. RAYTHEON CO COM NEW	05/23/2011	11/04/2011	87.00	99.00	-12.00 *
52. TERADYNE INC COM	02/09/2011	11/04/2011	748.00	946.00	-198.00
3. TESORO PETROLEUM CORP O	06/20/2011	11/04/2011	83.00	82.00	1.00
1. TESORO PETROLEUM CORP O	07/26/2011	11/04/2011	28.00	26.00	2.00
5. WESTERN DIGITAL CORP	12/29/2010	11/04/2011	140.00	169.00	-29.00
36. WESTERN UNION CO COM	04/27/2011	11/04/2011	620.00	763.00	-143.00
114. STARBUCKS CORP COM	08/15/2011	11/07/2011	4,988.00	4,357.00	631.00
110. STARBUCKS CORP COM	02/23/2011	11/07/2011	4,813.00	3,599.00	1,214.00
323. SYMANTEC CORPORATION	05/18/2011	11/07/2011	5,397.00	6,349.00	-952.00
136. ZIMMER HLDGS INC COM	05/03/2011	11/07/2011	7,025.00	8,988.00	-1,963.00
38. ZIMMER HLDGS INC COM	05/03/2011	11/07/2011	1,963.00	2,511.00	-548.00 *
48. BB&T CORPORATION	02/16/2011	11/09/2011	1,118.00	1,382.00	-264.00
26. BB&T CORPORATION	01/14/2011	11/09/2011	606.00	723.00	-117.00
72. BB&T CORPORATION	01/14/2011	11/09/2011	1,677.00	1,978.00	-301.00
40. BB&T CORPORATION	01/13/2011	11/09/2011	932.00	1,080.00	-148.00
6. BB&T CORPORATION	01/13/2011	11/09/2011	140.00	162.00	-22.00
48. BB&T CORPORATION	01/13/2011	11/09/2011	1,129.00	1,294.00	-165.00
5. HERSHEY FOODS CORP COM	08/04/2011	11/11/2011	285.00	277.00	8.00

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

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

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

OMB No. 1545-0092

2011

Name of estate or trust

THE RAY M & MARY E LEE FOUNDATION, INC

Employer identification number

58-6049441

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 8. HERSHEY FOODS CORP COM	08/04/2011	11/11/2011	457.00	443.00	14.00
5. HERSHEY FOODS CORP COM	08/04/2011	11/14/2011	279.00	277.00	2.00
2. HERSHEY FOODS CORP COM	02/03/2011	11/14/2011	112.00	101.00	11.00
8. HERSHEY FOODS CORP COM	02/03/2011	11/14/2011	449.00	402.00	47.00
3. HERSHEY FOODS CORP COM	02/03/2011	11/14/2011	169.00	151.00	18.00
95. KELLOGG CO COM	03/04/2011	11/14/2011	4,716.00	5,157.00	-441.00
74. KELLOGG CO COM	03/07/2011	11/14/2011	3,673.00	4,003.00	-330.00
13. AUTOMATIC DATA PROCESS	12/06/2010	11/16/2011	671.00	607.00	64.00
16. AUTOMATIC DATA PROCESS	12/06/2010	11/16/2011	825.00	747.00	78.00
18. AUTOMATIC DATA PROCESS	12/06/2010	11/16/2011	929.00	838.00	91.00
1. BAXTER INTERNATIONAL IN	06/28/2011	11/16/2011	55.00	59.00	-4.00
149. BAXTER INTERNATIONAL	04/27/2011	11/16/2011	8,136.00	8,470.00	-334.00
5. CBRE GROUP INC CL A COM	07/26/2011	11/16/2011	80.00	117.00	-37.00
39. CBRE GROUP INC CL A CO	07/26/2011	11/16/2011	624.00	916.00	-292.00 *
13. CAPITAL ONE FINL CORP	11/04/2011	11/16/2011	556.00	597.00	-41.00
1. CLIFFS NAT RES INC COM	04/04/2011	11/16/2011	73.00	102.00	-29.00
9. CLIFFS NAT RES INC COM	08/25/2011	11/16/2011	654.00	667.00	-13.00
6. CLIFFS NAT RES INC COM	09/26/2011	11/16/2011	436.00	352.00	84.00
4. DEVON ENERGY CORPORATIO	12/02/2010	11/16/2011	270.00	293.00	-23.00
57. DEVRY INC DEL	09/26/2011	11/16/2011	2,146.00	2,176.00	-30.00
9. GENERAL ELECTRIC CO	05/23/2011	11/16/2011	145.00	174.00	-29.00
67. GENERAL ELECTRIC CO	12/29/2010	11/16/2011	1,080.00	1,231.00	-151.00
156. HARTFORD FINANCIAL SE	11/04/2011	11/16/2011	2,745.00	2,758.00	-13.00
38. HARTFORD FINANCIAL SER	11/04/2011	11/16/2011	669.00	672.00	-3.00 *

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

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

THE RAY M & MARY E LEE FOUNDATION, INC

Employer identification number

58-6049441

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 1. KIMBERLY-CLARK CORPORAT	03/07/2011	11/16/2011	71.00	64.00	7.00
66. LEUCADIA NATIONAL CORP	04/27/2011	11/16/2011	1,544.00	2,517.00	-973.00
15. LEUCADIA NATIONAL CORP	04/27/2011	11/16/2011	351.00	566.00	-215.00
2. LEUCADIA NATIONAL CORP	05/23/2011	11/16/2011	47.00	72.00	-25.00
2. LEUCADIA NATIONAL CORP	03/07/2011	11/16/2011	47.00	64.00	-17.00
14. ORACLE CORPORATION	04/27/2011	11/16/2011	458.00	493.00	-35.00 *
5. PROCTER & GAMBLE CO COM	08/25/2011	11/16/2011	318.00	314.00	4.00
3. PRUDENTIAL FINL INC COM	08/25/2011	11/16/2011	158.00	142.00	16.00
7. PRUDENTIAL FINL INC COM	09/26/2011	11/16/2011	368.00	311.00	57.00
3. PUBLIC STORAGE INC	04/27/2011	11/16/2011	376.00	348.00	28.00
4. PUBLIC STORAGE INC	06/28/2011	11/16/2011	502.00	448.00	54.00
85. SAFEWAY INC	05/23/2011	11/16/2011	1,684.00	2,121.00	-437.00
149. TERADYNE INC COM	02/09/2011	11/16/2011	2,162.00	2,710.00	-548.00
5. TERADYNE INC COM	03/07/2011	11/16/2011	73.00	89.00	-16.00
3. TERADYNE INC COM	05/23/2011	11/16/2011	44.00	46.00	-2.00
7. WALGREEN CO COM	02/23/2011	11/16/2011	228.00	297.00	-69.00
4. WALGREEN CO COM	03/07/2011	11/16/2011	130.00	168.00	-38.00
2. WALGREEN CO COM	12/29/2010	11/16/2011	65.00	79.00	-14.00
3. YUM BRANDS INC COM	07/26/2011	11/16/2011	164.00	161.00	3.00
26. CON-WAY INC COM	05/20/2011	11/17/2011	723.00	1,006.00	-283.00
62. 3M CO COM	12/06/2010	11/17/2011	5,017.00	5,401.00	-384.00
6. 3M CO COM	12/06/2010	11/17/2011	486.00	520.00	-34.00
5. 3M CO COM	12/06/2010	11/17/2011	405.00	434.00	-29.00 *
62. TE CONNECTIVITY LTD CO	01/13/2011	11/18/2011	2,040.00	2,257.00	-217.00

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

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No. 1545-0092

2011

Name of estate or trust

THE RAY M & MARY E LEE FOUNDATION, INC

Employer identification number

58-6049441

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

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 3. AIR PRODUCTS & CHEMICAL	02/16/2011	11/21/2011	238.00	282.00	-44.00
452. BROADCOM CORP CL A	07/26/2011	11/21/2011	14,481.00	17,445.00	-2,964.00
2. FRANKLIN RES INC COM	01/22/2011	11/21/2011	189.00	241.00	-52.00 *
20. FRANKLIN RES INC COM	08/15/2011	11/21/2011	1,891.00	2,310.00	-419.00
8. FRANKLIN RES INC COM	08/15/2011	11/21/2011	756.00	924.00	-168.00 *
160. J P MORGAN CHASE & CO	07/26/2011	11/21/2011	4,742.00	6,629.00	-1,887.00
243. J P MORGAN CHASE & CO	02/23/2011	11/21/2011	7,202.00	11,195.00	-3,993.00
18. J P MORGAN CHASE & CO	02/23/2011	11/21/2011	534.00	829.00	-295.00 *
174. POTASH CORP SASK TCHE	10/10/2011	11/21/2011	7,303.00	8,218.00	-915.00
377. SYMANTEC CORPORATION	08/15/2011	11/21/2011	5,965.00	6,364.00	-399.00
27. SYMANTEC CORPORATION	05/18/2011	11/21/2011	427.00	531.00	-104.00
173. SYMANTEC CORPORATION	05/18/2011	11/21/2011	2,737.00	3,401.00	-664.00 *
36. UNITED PARCEL SERVICE	01/14/2011	11/21/2011	2,444.00	2,613.00	-169.00
23. UNITED PARCEL SERVICE	01/13/2011	11/21/2011	1,561.00	1,661.00	-100.00
38. UNITED PARCEL SERVICE	01/13/2011	11/21/2011	2,580.00	2,745.00	-165.00
11. UNITED PARCEL SERVICE	01/13/2011	11/21/2011	747.00	794.00	-47.00
80. UNITED PARCEL SERVICE	12/06/2010	11/21/2011	5,431.00	5,741.00	-310.00
4. UNITED PARCEL SERVICE C	12/06/2010	11/21/2011	272.00	286.00	-14.00 *
10. UNITED PARCEL SERVICE	12/06/2010	11/21/2011	679.00	715.00	-36.00
10. UNITED PARCEL SERVICE	12/06/2010	11/21/2011	679.00	715.00	-36.00 *
99. COLGATE PALMOLIVE CO C	05/04/2011	11/22/2011	8,744.00	8,479.00	265.00
18. COLGATE PALMOLIVE CO C	05/04/2011	11/23/2011	1,559.00	1,542.00	17.00
48. COLGATE PALMOLIVE CO C	05/04/2011	11/23/2011	4,156.00	4,107.00	49.00
76. FOSTER WHEELER AG COM	02/03/2011	11/28/2011	1,419.00	2,861.00	-1,442.00

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

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust

THE RAY M & MARY E LEE FOUNDATION, INC

Employer identification number

58-6049441

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

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 75. COCA COLA CO COM	09/15/2011	12/06/2011	4,981.00	5,302.00	-321.00
330. COCA COLA CO COM	08/30/2011	12/06/2011	21,915.00	23,103.00	-1,188.00
157. VISA INC CL A COM	04/18/2011	12/06/2011	14,985.00	11,942.00	3,043.00
18. MACYS INC COM	08/08/2011	12/07/2011	588.00	462.00	126.00
52. MACYS INC COM	04/07/2011	12/07/2011	1,698.00	1,328.00	370.00
4. BERKSHIRE HATHAWAY INC COM	11/04/2011	12/12/2011	305.00	310.00	-5.00
6. BERKSHIRE HATHAWAY INC COM	11/04/2011	12/12/2011	457.00	465.00	-8.00 *
4. CBRE GROUP INC CL A COM	07/26/2011	12/12/2011	61.00	94.00	-33.00
12. CLIFFS NAT RES INC COM	09/26/2011	12/12/2011	794.00	704.00	90.00
1. DEVRY INC DEL	09/26/2011	12/12/2011	34.00	38.00	-4.00
1. HALLIBURTON COMPANY	06/28/2011	12/12/2011	32.00	49.00	-17.00
10. KEYCORP NEW COM	05/23/2011	12/12/2011	72.00	83.00	-11.00
35. L-3 COMMUNICATIONS HLD	04/27/2011	12/12/2011	2,270.00	2,816.00	-546.00
1. NOVELLUS SYSTEM INC	11/16/2011	12/12/2011	36.00	36.00	
4. PRICELINE COM INC COM	05/23/2011	12/12/2011	1,882.00	2,017.00	-135.00
38. PUBLIC STORAGE INC	06/28/2011	12/12/2011	4,808.00	4,252.00	556.00
5. SAFEWAY INC	05/23/2011	12/12/2011	105.00	125.00	-20.00
7. TERADYNE INC COM	05/23/2011	12/12/2011	95.00	108.00	-13.00
135. TERADYNE INC COM	12/29/2010	12/12/2011	1,825.00	1,913.00	-88.00
1. TIME WARNER CABLE INC C	05/23/2011	12/12/2011	62.00	77.00	-15.00
1. TIME WARNER CABLE INC C	03/07/2011	12/12/2011	62.00	71.00	-9.00
11. TIME WARNER CABLE INC	02/09/2011	12/12/2011	684.00	763.00	-79.00
14. VIACOM INC CL B COM	11/16/2011	12/12/2011	601.00	637.00	-36.00
12. WALGREEN CO COM	12/29/2010	12/12/2011	406.00	474.00	-68.00

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

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Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

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Employer identification number

58-6049441

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 1. WELLPOINT INC	11/04/2011	12/12/2011	65.00	67.00	-2.00
52. CELGENE CORP	10/10/2011	12/19/2011	3,352.00	3,450.00	-98.00
109. CELGENE CORP	05/18/2011	12/19/2011	7,027.00	6,612.00	415.00
21. FRANKLIN RES INC COM	08/15/2011	12/19/2011	1,952.00	2,426.00	-474.00
34. FRANKLIN RES INC COM	10/10/2011	12/19/2011	3,160.00	3,386.00	-226.00
10. INTEL CORP COM	06/20/2011	12/19/2011	231.00	255.00	-24.00 *
40. INTEL CORP COM	10/24/2011	12/19/2011	926.00	987.00	-61.00 *
102. INTEL CORP COM	10/24/2011	12/19/2011	2,361.00	2,518.00	-157.00
168. INTEL CORP COM	10/24/2011	12/19/2011	3,889.00	4,147.00	-258.00 *
620. TD AMERITRADE HLDG CO	04/18/2011	12/19/2011	9,348.00	13,577.00	-4,229.00
3. LAM RESEARCH CORP COM	11/11/2011	12/20/2011	109.00	135.00	-26.00 *
3. LAM RESEARCH CORP COM	11/11/2011	12/20/2011	109.00	135.00	-26.00 *
12. LAM RESEARCH CORP COM	11/14/2011	12/20/2011	435.00	536.00	-101.00 *
5. LAM RESEARCH CORP COM	11/14/2011	12/20/2011	181.00	225.00	-44.00 *
4. LAM RESEARCH CORP COM	11/14/2011	12/20/2011	145.00	180.00	-35.00 *
20. LAM RESEARCH CORP COM	11/15/2011	12/20/2011	725.00	898.00	-173.00 *
29. ABERCROMBIE & FITCH CO	04/04/2011	12/27/2011	1,431.00	1,711.00	-280.00
9. ALEXION PHARMACEUTICALS	08/30/2011	12/27/2011	646.00	516.00	130.00
24. ALLIANCE DATA SYS CORP	06/29/2011	12/27/2011	2,540.00	2,232.00	308.00
30. AMAZON COM INC COM	09/15/2011	12/27/2011	5,313.00	6,722.00	-1,409.00
69. AMERICAN TOWER CORP	08/30/2011	12/27/2011	4,190.00	3,630.00	560.00
40. ANADARKO PETROLEUM COR	12/19/2011	12/27/2011	3,090.00	2,893.00	197.00
7. ANALOG DEVICES INC COM	06/25/2011	12/27/2011	255.00	264.00	-9.00
94. ANALOG DEVICES INC COM	10/10/2011	12/27/2011	3,426.00	3,289.00	137.00

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

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).
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58-6049441

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 39. APACHE CORP COM	07/26/2011	12/27/2011	3,541.00	4,985.00	-1,444.00
21. APPLE COMPUTER COM	08/15/2011	12/27/2011	8,572.00	8,042.00	530.00
5. APPLE COMPUTER COM	08/16/2011	12/27/2011	2,041.00	1,896.00	145.00
11. APPLE COMPUTER COM	11/21/2011	12/27/2011	4,490.00	4,031.00	459.00
17. BIOGEN IDEC INC	12/19/2011	12/27/2011	1,900.00	1,889.00	11.00
30. BIOGEN IDEC INC	07/13/2011	12/27/2011	3,354.00	3,420.00	-66.00 *
54. CIGNA CORP COM	07/26/2011	12/27/2011	2,350.00	2,795.00	-445.00
67. CARDINAL HEALTH INC	10/10/2011	12/27/2011	2,743.00	2,763.00	-20.00
8. CARDINAL HEALTH INC	08/15/2011	12/27/2011	328.00	329.00	-1.00
13. CELANESE CORP DEL SER	06/29/2011	12/27/2011	577.00	687.00	-110.00
36. CELANESE CORP DEL SER	06/29/2011	12/27/2011	1,599.00	1,902.00	-303.00 *
43. CERNER CORP	04/04/2011	12/27/2011	2,679.00	2,441.00	238.00
71. CITIGROUP INC NEW COM	11/07/2011	12/27/2011	1,910.00	2,130.00	-220.00 *
133. COMCAST CORP NEW CL A	05/18/2011	12/27/2011	3,167.00	3,339.00	-172.00
34. CONTINENTAL RES INC OK	10/24/2011	12/27/2011	2,346.00	2,071.00	275.00
20. COSTCO WHOLESALE CORP	04/18/2011	12/27/2011	1,690.00	1,526.00	164.00
26. CUMMINS ENGINE INC COM	08/15/2011	12/27/2011	2,317.00	2,481.00	-164.00
23. DIGITAL RLTY TR INC RE	11/21/2011	12/27/2011	1,544.00	1,453.00	91.00
91. DISH NETWORK CORP COM	09/26/2011	12/27/2011	2,604.00	2,485.00	119.00
83. DOVER CORPORATION	08/30/2011	12/27/2011	4,899.00	4,697.00	202.00
206. EMC CORP/MASS	12/27/2010	12/27/2011	4,461.00	4,742.00	-281.00
125. EBAY INC COM	09/26/2011	12/27/2011	3,876.00	3,960.00	-84.00
6. EXPRESS SCRIPTS INC CL	04/18/2011	12/27/2011	270.00	328.00	-58.00
61. EXPRESS SCRIPTS INC CL	04/18/2011	12/27/2011	2,746.00	3,331.00	-585.00 *

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

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Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

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Name of estate or trust

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 175. FIFTH THIRD BANCORP C	12/19/2011	12/27/2011	2,234.00	2,086.00	148.00
16. FOSSIL INC COM	02/23/2011	12/27/2011	1,390.00	1,242.00	148.00
7. GOOGLE INC CL A	12/19/2011	12/27/2011	4,497.00	4,364.00	133.00
11. GOOGLE INC CL A	07/26/2011	12/27/2011	7,066.00	6,854.00	212.00
106. HALLIBURTON COMPANY	07/26/2011	12/27/2011	3,632.00	5,986.00	-2,354.00
56. HERSHEY FOODS CORP COM	09/26/2011	12/27/2011	3,445.00	3,316.00	129.00
16. HUMANA INC COM	09/26/2011	12/27/2011	1,438.00	1,244.00	194.00
91. HUNT J B TRANS SVCS IN	10/24/2011	12/27/2011	4,143.00	3,953.00	190.00
15. INTERCONTINENTALEXCHAN	09/26/2011	12/27/2011	1,815.00	1,807.00	8.00
2. JOHNSON & JOHNSON	05/13/2011	12/27/2011	132.00	130.00	2.00
48. JOHNSON & JOHNSON	08/15/2011	12/27/2011	3,171.00	3,082.00	89.00
81. KBR INC COM	04/04/2011	12/27/2011	2,297.00	3,078.00	-781.00
31. KANSAS CITY SOUTHN IND	07/26/2011	12/27/2011	2,105.00	1,905.00	200.00
8. LAM RESEARCH CORP COM	10/17/2011	12/27/2011	299.00	381.00	-82.00
67. LAM RESEARCH CORP COM	11/21/2011	12/27/2011	2,501.00	2,616.00	-115.00
106. LAS VEGAS SANDS CORP	08/30/2011	12/27/2011	4,669.00	5,009.00	-340.00 *
35. ESTEE LAUDER COMPANIES	10/10/2011	12/27/2011	4,012.00	3,281.00	731.00
26. LORILLARD INC COM	12/06/2011	12/27/2011	2,967.00	2,894.00	73.00
52. MACYS INC COM	10/24/2011	12/27/2011	1,681.00	1,618.00	63.00
1. MACYS INC COM	05/18/2011	12/27/2011	32.00	29.00	3.00
61. MACYS INC COM	05/18/2011	12/27/2011	1,972.00	1,776.00	196.00
12. MASTERCARD INC CL A CO	08/15/2011	12/27/2011	4,505.00	3,968.00	537.00
43. MEAD JOHNSON NUTRITION	12/06/2011	12/27/2011	2,973.00	3,244.00	-271.00
77. NCR CORPORATION	08/30/2011	12/27/2011	1,272.00	1,296.00	-24.00

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

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust

THE RAY M & MARY E LEE FOUNDATION, INC

Employer identification number

58-6049441

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 53. NATIONAL OILWELL VARCO	09/15/2011	12/27/2011	3,652.00	3,512.00	140.00
34. OCCIDENTAL PETROLEUM C	12/19/2011	12/27/2011	3,241.00	3,001.00	240.00
124. ORACLE CORPORATION	12/06/2011	12/27/2011	3,189.00	3,962.00	-773.00
70. ORACLE CORPORATION	12/06/2011	12/27/2011	1,800.00	2,237.00	-437.00 *
26. PPG INDUSTRIES INC	06/01/2011	12/27/2011	2,188.00	2,413.00	-225.00
10. PPG INDUSTRIES INC	10/24/2011	12/27/2011	842.00	848.00	-6.00
54. PALL CORP COM	12/19/2011	12/27/2011	3,117.00	3,030.00	87.00
34. PARKER HANNIFIN CORP C	12/06/2011	12/27/2011	2,660.00	2,849.00	-189.00
7. PARKER HANNIFIN CORP CO	12/06/2011	12/27/2011	548.00	587.00	-39.00 *
47. PHILIP MORRIS INTL INC	12/19/2011	12/27/2011	3,709.00	3,569.00	140.00
3. PHILIP MORRIS INTL INC	05/28/2011	12/27/2011	237.00	212.00	25.00
34. PHILIP MORRIS INTL INC	08/30/2011	12/27/2011	2,683.00	2,389.00	294.00
50. PRAXAIR INC COM	08/15/2011	12/27/2011	5,376.00	4,951.00	425.00
6. PRICELINE COM INC COM	08/15/2011	12/27/2011	2,917.00	3,061.00	-144.00
15. QUALCOMM INC	01/24/2011	12/27/2011	825.00	771.00	54.00
121. QUALCOMM INC	02/08/2011	12/27/2011	6,653.00	6,721.00	-68.00 *
50. ROCKWELL INTL CORP	02/08/2011	12/27/2011	3,727.00	4,201.00	-474.00 *
17. SALESFORCE.COM INC COM	05/31/2011	12/27/2011	1,720.00	2,556.00	-836.00
11. SALESFORCE.COM INC COM	07/26/2011	12/27/2011	1,113.00	1,640.00	-527.00
79. SOUTHWESTERN ENERGY CO	05/03/2011	12/27/2011	2,577.00	3,420.00	-843.00
78. STARBUCKS CORP COM	02/23/2011	12/27/2011	3,589.00	2,552.00	1,037.00
83. TJX COMPANIES INC	08/30/2011	12/27/2011	5,431.00	4,549.00	882.00
57. TARGET CORP	12/06/2011	12/27/2011	2,964.00	3,051.00	-87.00
13. TARGET CORP	12/06/2011	12/27/2011	676.00	696.00	-20.00 *

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

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No. 1545-0092

2011

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THE RAY M & MARY E LEE FOUNDATION, INC

Employer identification number

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(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr.)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 51. TERADATA CORP DELAWARE	09/15/2011	12/27/2011	2,525.00	2,613.00	-88.00 *
4. TEXAS INSTRUMENTS INC C	11/21/2011	12/27/2011	119.00	117.00	2.00
1. TEXAS INSTRUMENTS INC C	03/30/2011	12/27/2011	30.00	39.00	-9.00 *
111. TEXAS INSTRUMENTS INC	05/31/2011	12/27/2011	3,300.00	3,891.00	-591.00
16. TEXAS INSTRUMENTS INC	05/31/2011	12/27/2011	476.00	561.00	-85.00 *
32. UNION PACIFIC CORPORAT	01/10/2011	12/27/2011	3,386.00	3,112.00	274.00
43. VERTEX PHARMACEUTICALS	12/19/2011	12/27/2011	1,437.00	1,456.00	-19.00
84. VIACOM INC CL B COM	02/08/2011	12/27/2011	3,821.00	3,684.00	137.00
49. WATSON PHARMACEUTICALS	08/30/2011	12/27/2011	3,012.00	3,291.00	-279.00
80. ALKERMES PLC COM	09/19/2011	12/27/2011	1,422.00	1,299.00	123.00
1. ACCENTURE PLC CL A COM	04/04/2011	12/27/2011	53.00	55.00	-2.00 *
99. ACCENTURE PLC CL A COM	07/26/2011	12/27/2011	5,246.00	6,048.00	-802.00
11. ACCENTURE PLC CL A COM	07/26/2011	12/27/2011	583.00	672.00	-89.00 *
63. COVIDIEN PLC COM	04/18/2011	12/27/2011	2,890.00	3,352.00	-462.00
7. TYCO INTL LTD NEW F COM	05/18/2011	12/27/2011	329.00	353.00	-24.00
122. TYCO INTL LTD NEW F C	05/18/2011	12/27/2011	5,730.00	6,156.00	-426.00 *
55. CHECK POINT SOFTWARE T LTD	10/10/2011	12/27/2011	2,936.00	3,168.00	-232.00 *
19. HASBRO INC COM	08/09/2011	01/03/2012	614.00	669.00	-55.00
17. HASBRO INC COM	12/14/2011	01/03/2012	550.00	578.00	-28.00
80. HUMANA INC COM	09/26/2011	01/04/2012	7,070.00	6,221.00	849.00
323. LAM RESEARCH CORP COM	11/21/2011	01/04/2012	11,776.00	12,611.00	-835.00
132. LINEAR TECHNOLOGY COR	11/16/2011	01/05/2012	3,980.00	4,230.00	-250.00
8. LINEAR TECHNOLOGY CORP	01/03/2012	01/05/2012	241.00	245.00	-4.00
23. CMS ENERGY CORP COM	11/28/2011	01/06/2012	499.00	464.00	35.00

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

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Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

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58-6049441

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 17. CMS ENERGY CORP COM	08/09/2011	01/06/2012	369.00	301.00	68.00
27. SPECTRA ENERGY CORP CO	07/19/2011	01/06/2012	827.00	738.00	89.00
11. TAUBMAN CTRS INC COM	08/31/2011	01/06/2012	688.00	632.00	56.00
20. WISCONSIN ENERGY CORP	08/09/2011	01/06/2012	688.00	564.00	124.00
9. APOLLO GROUP INC CLASS	03/07/2011	01/12/2012	515.00	395.00	120.00
2. APOLLO GROUP INC CLASS	02/09/2011	01/12/2012	114.00	85.00	29.00
8. BLACKROCK INC	07/26/2011	01/12/2012	1,492.00	1,480.00	12.00
7. BLACKROCK INC	11/04/2011	01/12/2012	1,305.00	1,090.00	215.00
21. COMCAST CORP NEW CL A	03/07/2011	01/12/2012	535.00	530.00	5.00
20. DELL INC	11/16/2011	01/12/2012	319.00	306.00	13.00
13. DELL INC	03/07/2011	01/12/2012	207.00	198.00	9.00
26. DELL INC	09/26/2011	01/12/2012	414.00	376.00	38.00
7. DEVRY INC DEL	09/26/2011	01/12/2012	294.00	267.00	27.00
37. DIAMOND OFFSHORE DRILL	04/27/2011	01/12/2012	2,163.00	2,827.00	-664.00
49. GENERAL ELECTRIC CO	06/28/2011	01/12/2012	928.00	899.00	29.00
23. HEWLETT PACKARD CO COM	11/04/2011	01/12/2012	618.00	610.00	8.00
104. HEWLETT PACKARD CO CO	09/26/2011	01/12/2012	2,796.00	2,351.00	445.00
200. INTEL CORP COM	04/04/2011	01/12/2012	5,155.00	3,887.00	1,268.00
64. LSI LOGIC CORPORATION	08/25/2011	01/12/2012	439.00	430.00	9.00
84. LSI LOGIC CORPORATION	11/16/2011	01/12/2012	576.00	513.00	63.00
286. LSI LOGIC CORPORATION	09/26/2011	01/12/2012	1,960.00	1,665.00	295.00
111. MICRON TECHNOLOGY INC	06/04/2011	01/12/2012	805.00	1,086.00	-281.00
10. NOVELLUS SYSTEM INC	11/16/2011	01/12/2012	440.00	359.00	81.00
23. PEABODY ENERGY CORP CO	12/14/2011	01/12/2012	854.00	762.00	92.00

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

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Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

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OMB No 1545-0092

2011

Name of estate or trust

THE RAY M & MARY E LEE FOUNDATION, INC

Employer identification number

58-6049441

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 173. SYMANTEC CORPORATION	06/08/2011	01/12/2012	2,785.00	3,393.00	-608.00
187. SYMANTEC CORPORATION	09/26/2011	01/12/2012	3,010.00	3,047.00	-37.00
10. TIME WARNER CABLE INC	02/09/2011	01/12/2012	649.00	694.00	-45.00
37.5 TRIPADVISOR INC COM	11/16/2011	01/12/2012	1,069.00	1,089.00	-20.00
6.5 TRIPADVISOR INC COM	12/12/2011	01/12/2012	185.00	187.00	-2.00
2. WALGREEN CO COM	08/25/2011	01/12/2012	67.00	69.00	-2.00
128. WESTERN DIGITAL CORP	12/12/2011	01/12/2012	4,322.00	4,024.00	298.00
41. WESTERN UNION CO COM	04/27/2011	01/12/2012	777.00	869.00	-92.00
5. NOBLE ENERGY INC COM	10/11/2011	01/13/2012	473.00	402.00	71.00
7. NOBLE ENERGY INC COM	10/11/2011	01/13/2012	663.00	562.00	101.00
115. ABERCROMBIE & FITCH C	04/04/2011	01/17/2012	5,262.00	6,784.00	-1,522.00
42. AMERICAN TOWER CORP CO	08/30/2011	01/17/2012	2,622.00	2,210.00	412.00
58. PRAXAIR INC COM	08/15/2011	01/17/2012	6,376.00	5,743.00	633.00
.5 EXPEDIA INC DEL NEW COM	11/16/2011	01/23/2012	15.00	14.00	1.00
.5 EXPEDIA INC DEL NEW COM	01/04/2012	01/23/2012	15.00	14.00	1.00
.5 TRIPADVISOR INC COM	12/12/2011	01/23/2012	15.00	14.00	1.00
.5 TRIPADVISOR INC COM	10/24/2011	01/23/2012	15.00	15.00	
11. QUEST DIAGNOSTICS INC	02/01/2011	01/26/2012	650.00	633.00	17.00
12. TRIPADVISOR INC COM	08/04/2011	01/27/2012	365.00	358.00	7.00
25. TRIPADVISOR INC COM	05/20/2011	01/27/2012	760.00	706.00	54.00
2.5 TRIPADVISOR INC COM	05/20/2011	01/27/2012	76.00	70.00	6.00
.5 TRIPADVISOR INC COM	05/20/2011	01/27/2012	15.00	14.00	1.00
15. VALERO ENERGY CORP	10/26/2011	01/27/2012	360.00	375.00	-15.00
9. VALERO ENERGY CORP	10/26/2011	01/27/2012	216.00	218.00	-2.00

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

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Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

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Name of estate or trust THE RAY M & MARY E LEE FOUNDATION, INC	Employer identification number 58-6049441
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Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example. 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 1. VALERO ENERGY CORP	10/12/2011	01/27/2012	24.00	22.00	2.00
2. GOOGLE INC CL A	10/24/2011	01/31/2012	1,154.00	1,198.00	-44.00 *
12. MASTERCARD INC CL A CO	08/15/2011	01/31/2012	4,252.00	3,968.00	284.00
92. PRAXAIR INC COM	08/15/2011	01/31/2012	9,745.00	9,109.00	636.00
52. PRAXAIR INC COM	11/21/2011	01/31/2012	5,508.00	4,973.00	535.00
245. TEXAS INSTRUMENTS INC	11/21/2011	01/31/2012	7,889.00	7,145.00	744.00
34.5 TRIPADVISOR INC COM	10/24/2011	01/31/2012	1,126.00	1,017.00	109.00
254.5 TRIPADVISOR INC COM	06/13/2011	01/31/2012	8,304.00	7,142.00	1,162.00
12. HERSHEY FOODS CORP COM	02/03/2011	02/01/2012	724.00	604.00	120.00
18. HERSHEY FOODS CORP COM	02/07/2011	02/01/2012	1,087.00	899.00	188.00
19. VALERO ENERGY CORP	10/12/2011	02/03/2012	458.00	425.00	33.00
5. VALERO ENERGY CORP	10/12/2011	02/03/2012	121.00	111.00	10.00
5. VALERO ENERGY CORP	10/11/2011	02/03/2012	121.00	108.00	13.00
48. DELL INC	09/26/2011	02/07/2012	856.00	693.00	163.00
20. DELL INC	08/25/2011	02/07/2012	357.00	287.00	70.00
6. DIAMOND OFFSHORE DRILLI	04/27/2011	02/07/2012	377.00	458.00	-81.00
33. EQUITY RESIDENTIAL SH	11/16/2011	02/07/2012	1,969.00	1,894.00	75.00
43. EQUITY RESIDENTIAL SH	12/12/2011	02/07/2012	2,565.00	2,290.00	275.00
74. GENWORTH FINANCIAL INC	11/04/2011	02/07/2012	658.00	477.00	181.00
1. HALLIBURTON COMPANY	06/28/2011	02/07/2012	37.00	49.00	-12.00
60. HUMANA INC COM	11/16/2011	02/07/2012	5,120.00	5,194.00	-74.00
7. HUMANA INC COM	04/27/2011	02/07/2012	597.00	535.00	62.00
1. HUMANA INC COM	03/07/2011	02/07/2012	85.00	63.00	22.00
13. INTERCONTINENTALEXCHAN	12/12/2011	02/07/2012	1,600.00	1,549.00	51.00

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

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Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
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Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
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1a 1. INTERCONTINENTALEXCHANG	11/10/2011	02/07/2012	123.00	126.00	-3.00 *
2. MARATHON PETE CORP COM	11/16/2011	02/07/2012	88.00	68.00	20.00
6. PRICELINE COM INC COM	05/23/2011	02/07/2012	3,196.00	3,026.00	170.00
8. PROCTER & GAMBLE CO COM	08/25/2011	02/07/2012	510.00	503.00	7.00
42. TORCHMARK CORP COM	12/12/2011	02/07/2012	1,985.00	1,810.00	175.00
12. WELLPOINT INC	11/04/2011	02/07/2012	776.00	805.00	-29.00
5. POST HLDGS INC COM	08/15/2011	02/08/2012	130.00	126.00	4.00
.5 POST HLDGS INC COM	08/15/2011	02/08/2012	13.00	13.00	
2. POST HLDGS INC COM	08/16/2011	02/08/2012	52.00	50.00	2.00
4.5 POST HLDGS INC COM	09/28/2011	02/08/2012	117.00	105.00	12.00
4.5 POST HLDGS INC COM	10/11/2011	02/08/2012	117.00	106.00	11.00
4. POST HLDGS INC COM	10/19/2011	02/08/2012	104.00	95.00	9.00
2.5 POST HLDGS INC COM	11/28/2011	02/08/2012	65.00	62.00	3.00
10. VALERO ENERGY CORP	10/11/2011	02/08/2012	253.00	217.00	36.00
20. VALERO ENERGY CORP	10/11/2011	02/08/2012	505.00	431.00	74.00
6. PG&E CORPORATION	01/03/2012	02/13/2012	248.00	244.00	4.00
48. TJX COMPANIES INC	08/30/2011	02/13/2012	1,644.00	1,315.00	329.00
61. TJX COMPANIES INC	09/15/2011	02/13/2012	2,089.00	1,662.00	427.00
91. TARGET CORP	12/06/2011	02/13/2012	4,751.00	4,871.00	-120.00
6. CBRE GROUP INC CL A COM	07/26/2011	02/17/2012	114.00	141.00	-27.00 *
67. ANALOG DEVICES INC COM	10/10/2011	02/27/2012	2,617.00	2,345.00	272.00
201. ANALOG DEVICES INC CO	08/30/2011	02/27/2012	7,851.00	6,605.00	1,246.00
96. MACYS INC COM	05/18/2011	02/27/2012	3,570.00	2,795.00	775.00
87. TJX COMPANIES INC	09/15/2011	02/27/2012	3,186.00	2,370.00	816.00

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

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Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
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Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
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1a 91. TJX COMPANIES INC	08/15/2011	02/27/2012	3,332.00	2,436.00	896.00
215. TARGET CORP	12/06/2011	02/27/2012	11,841.00	11,507.00	334.00
45. VIACOM INC CL B COM	10/10/2011	02/27/2012	2,123.00	1,915.00	208.00
11. WATSON PHARMACEUTICALS	05/31/2011	02/27/2012	632.00	707.00	-75.00 *
69. WATSON PHARMACEUTICALS	05/31/2011	02/27/2012	3,965.00	4,437.00	-472.00 *
13. WATSON PHARMACEUTICALS	08/30/2011	02/27/2012	747.00	873.00	-126.00 *
35. AFLAC INC	04/04/2011	03/01/2012	1,670.00	1,904.00	-234.00
1. AFLAC INC	04/27/2011	03/01/2012	48.00	54.00	-6.00
604. APPLIED MATERIALS INC	01/12/2012	03/01/2012	7,414.00	7,138.00	276.00
1. BERKSHIRE HATHAWAY INC COM	11/04/2011	03/01/2012	79.00	78.00	1.00
6. BERKSHIRE HATHAWAY INC COM	10/09/2011	03/01/2012	473.00	462.00	11.00
7.7 CITIGROUP INC NEW COM	01/12/2012	03/01/2012	264.00	242.00	22.00
22. COCA-COLA ENTERPRISES	06/28/2011	03/01/2012	627.00	637.00	-10.00
29. DIEBOLD CORP	10/27/2011	03/01/2012	1,132.00	955.00	177.00
12. EQUITY RESIDENTIAL SH	12/12/2011	03/01/2012	689.00	639.00	50.00
2. FRANKLIN RES INC COM	04/27/2011	03/01/2012	238.00	250.00	-12.00
1. FRANKLIN RES INC COM	03/07/2011	03/01/2012	119.00	125.00	-6.00
8. FRANKLIN RES INC COM	08/10/2011	03/01/2012	951.00	1,001.00	-50.00
17. LIMITED BRANDS INC COM	01/12/2012	03/01/2012	785.00	685.00	100.00
13. PPG INDUSTRIES INC	06/28/2011	03/01/2012	1,207.00	1,147.00	60.00
12. REINSURANCE GROUP AMER	07/19/2011	03/01/2012	690.00	731.00	-41.00
13. REINSURANCE GROUP AMER	08/17/2011	03/01/2012	747.00	677.00	70.00
39. VIACOM INC CL B COM	11/16/2011	03/01/2012	1,874.00	1,776.00	98.00
15. VIACOM INC CL B COM	11/04/2011	03/01/2012	721.00	606.00	115.00

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

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

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

OMB No. 1545-0092

2011

Name of estate or trust

THE RAY M & MARY E LEE FOUNDATION, INC

Employer identification number

58-6049441

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 74. TRANSOCEAN LTD COM	09/13/2011	03/01/2012	3,922.00	4,136.00	-214.00
41. TRANSOCEAN LTD COM	11/18/2011	03/01/2012	2,173.00	1,953.00	220.00
5. TRANSOCEAN LTD COM	01/03/2012	03/01/2012	265.00	200.00	65.00
8222.591 CMG ULTRA SHORT T FUND	05/18/2011	03/08/2012	74,086.00	74,250.00	-164.00
165. ANALOG DEVICES INC CO	08/30/2011	03/13/2012	6,435.00	5,422.00	1,013.00
6. APACHE CORP COM	07/26/2011	03/13/2012	639.00	767.00	-128.00
35. APACHE CORP COM	05/31/2011	03/13/2012	3,729.00	4,329.00	-600.00
40. APACHE CORP COM	11/07/2011	03/13/2012	4,261.00	3,994.00	267.00
37. HERSHEY FOODS CORP COM	09/26/2011	03/13/2012	2,241.00	2,191.00	50.00
37. SOUTHWESTERN ENERGY CO	05/03/2011	03/13/2012	1,214.00	1,602.00	-388.00
76. TARGET CORP	11/18/2011	03/21/2012	4,402.00	4,037.00	365.00
13. TARGET CORP	12/13/2011	03/21/2012	753.00	682.00	71.00
9. DIEBOLD CORP	10/27/2011	03/23/2012	347.00	296.00	51.00
5. HARLEY DAVIDSON INC COM	05/02/2011	03/23/2012	240.00	190.00	50.00
15. HARLEY DAVIDSON INC CO	12/14/2011	03/23/2012	720.00	549.00	171.00
42. HERTZ GLOBAL HLDGS INC	01/23/2012	03/23/2012	630.00	542.00	88.00
24. APACHE CORP COM	11/07/2011	03/26/2012	2,409.00	2,397.00	12.00
65. CUMMINS ENGINE INC COM	08/15/2011	03/26/2012	8,065.00	6,203.00	1,862.00
219. TEVA PHARMACEUTICAL I ADR	01/04/2012	03/26/2012	9,600.00	9,594.00	6.00
22. AFLAC INC	07/26/2011	03/28/2012	1,011.00	1,004.00	7.00
17. AFLAC INC	08/25/2011	03/28/2012	781.00	598.00	183.00
11. AFLAC INC	09/26/2011	03/28/2012	505.00	350.00	155.00
30. CVS CAREMARK CORP COM	01/12/2012	03/28/2012	1,337.00	1,264.00	73.00
45. COCA-COLA ENTERPRISES	06/28/2011	03/28/2012	1,256.00	1,304.00	-48.00

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

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

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OMB No 1545-0092

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Employer identification number

58-6049441

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(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 3. R R DONNELLEY & SONS CO	05/23/2011	03/28/2012	38.00	61.00	-23.00
210. R R DONNELLEY & SONS COMMON	06/28/2011	03/28/2012	2,629.00	4,028.00	-1,399.00
18. R R DONNELLEY & SONS C COMMON	11/16/2011	03/28/2012	225.00	282.00	-57.00
7. EQUITY RESIDENTIAL SH B	12/12/2011	03/28/2012	423.00	373.00	50.00
40. EXPEDIA INC DEL NEW CO	02/07/2012	03/28/2012	1,299.00	1,354.00	-55.00
37. EXPEDIA INC DEL NEW CO	11/16/2011	03/28/2012	1,202.00	1,038.00	164.00
7. EXPEDIA INC DEL NEW COM	12/12/2011	03/28/2012	227.00	195.00	32.00
4. INTERCONTINENTALEXCHANG	03/01/2012	03/28/2012	542.00	557.00	-15.00
79. INTERNATIONAL PAPER CO	11/16/2011	03/28/2012	2,746.00	2,242.00	504.00
1. NATIONAL OILWELL VARCO	05/23/2011	03/28/2012	77.00	67.00	10.00
16. NETFLIX.COM INC COM	11/04/2011	03/28/2012	1,904.00	1,436.00	468.00
6. PNC BANK CORP COM	05/23/2011	03/28/2012	387.00	367.00	20.00
7. PPG INDUSTRIES INC	06/28/2011	03/28/2012	662.00	618.00	44.00
16. UNITED TECHNOLOGIES CO	04/04/2011	03/28/2012	1,299.00	1,360.00	-61.00 *
2. UNITED TECHNOLOGIES COR	05/23/2011	03/28/2012	162.00	172.00	-10.00 *
31. VIACOM INC CL B COM	11/04/2011	03/28/2012	1,467.00	1,253.00	214.00
100000. SBC COMMUNICATIONS	05/18/2011	03/30/2012	102,039.00	106,160.00	-4,121.00
6. AFLAC INC	09/26/2011	04/16/2012	257.00	191.00	66.00
9. ABBOTT LABS COM	11/04/2011	04/16/2012	539.00	479.00	60.00
98. AETNA INC NEW COM	02/07/2012	04/16/2012	4,632.00	4,341.00	291.00
133. CBS CORP CL B COM	11/16/2011	04/16/2012	4,283.00	3,409.00	874.00
45. COCA-COLA ENTERPRISES	06/28/2011	04/16/2012	1,264.00	1,304.00	-40.00
6. COCA-COLA ENTERPRISES I	06/20/2011	04/16/2012	168.00	173.00	-5.00
6. INTERCONTINENTALEXCHANG	03/01/2012	04/16/2012	791.00	836.00	-45.00

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

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Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

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Employer identification number

58-6049441

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 9. KEYCORP NEW COM	05/23/2011	04/16/2012	73.00	75.00	-2.00
1. LORILLARD INC COM	05/23/2011	04/16/2012	135.00	116.00	19.00
66. NVIDIA CORP	03/01/2012	04/16/2012	914.00	1,007.00	-93.00
36. YUM BRANDS INC COM	07/26/2011	04/16/2012	2,599.00	1,930.00	669.00
253. NUANCE COMMUNICATIONS	01/04/2012	04/18/2012	5,928.00	6,490.00	-562.00
31. PHILIP MORRIS INTL INC	03/26/2012	04/18/2012	2,727.00	2,716.00	11.00
64. PHILIP MORRIS INTL INC	08/30/2011	04/18/2012	5,629.00	4,498.00	1,131.00
50. SIMON PPTY GROUP INC N	01/04/2012	04/18/2012	7,454.00	6,396.00	1,058.00
102. SOUTHWESTERN ENERGY C	08/30/2011	04/18/2012	2,880.00	3,800.00	-920.00
578. MARVELL TECHNOLOGY GR	01/31/2012	04/18/2012	9,028.00	9,005.00	23.00
542. MARVELL TECHNOLOGY GR	01/17/2012	04/18/2012	8,466.00	7,957.00	509.00
5. ENERGIZER HOLDINGS INC	08/01/2011	05/01/2012	354.00	405.00	-51.00
4. ENERGIZER HOLDINGS INC	08/02/2011	05/01/2012	283.00	323.00	-40.00
3. ENERGIZER HOLDINGS INC	08/02/2011	05/01/2012	212.00	242.00	-30.00
18. EXPEDIA INC DEL NEW CO	01/27/2012	05/01/2012	759.00	560.00	199.00
66. CIGNA CORP COM	07/26/2011	05/02/2012	3,083.00	3,416.00	-333.00
167. CIGNA CORP COM	06/13/2011	05/02/2012	7,802.00	8,182.00	-380.00
29. HUNT J B TRANS SVCS IN	10/24/2011	05/02/2012	1,630.00	1,260.00	370.00
51. HUNT J B TRANS SVCS IN	06/13/2011	05/02/2012	2,867.00	2,210.00	657.00
164. MICROSOFT CORPORATION	02/13/2012	05/02/2012	5,193.00	5,013.00	180.00
345. MICROSOFT CORPORATION	01/31/2012	05/02/2012	10,925.00	10,158.00	767.00
35. PARKER HANNIFIN CORP C	12/06/2011	05/02/2012	3,080.00	2,933.00	147.00
128. PARKER HANNIFIN CORP	11/07/2011	05/02/2012	11,263.00	10,456.00	807.00
42. JOHNSON & JOHNSON	08/30/2011	05/03/2012	2,749.00	2,767.00	-18.00 *

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

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Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust THE RAY M & MARY E LEE FOUNDATION, INC	Employer identification number 58-6049441
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Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 162. HERBALIFE LTD COM	02/27/2012	05/03/2012	7,744.00	10,790.00	-3,046.00
65. ROWAN COMPANIES INC	08/05/2011	05/04/2012	2,212.00	2,212.00	
20. ROWAN COMPANIES INC	02/03/2012	05/04/2012	681.00	681.00	
11. ROWAN COMPANIES INC	08/05/2011	05/04/2012	374.00	371.00	3.00
21. ROWAN COMPANIES INC	12/14/2011	05/04/2012	715.00	636.00	79.00
181. AMERISOURCEBERGEN COR	02/07/2012	05/09/2012	6,525.00	7,034.00	-509.00
7. AMGEN INC COM	11/04/2011	05/09/2012	491.00	388.00	103.00
123. BRISTOL MYERS SQUIBB	08/25/2011	05/09/2012	4,063.00	3,508.00	,555.00
37. EMERSON ELECTRIC CO CO	03/28/2012	05/09/2012	1,789.00	1,895.00	-106.00
26. EMERSON ELECTRIC CO CO	03/01/2012	05/09/2012	1,257.00	1,311.00	-54.00
4. EXELON CORP COM	05/23/2011	05/09/2012	154.00	168.00	-14.00
4. GAMESTOP CORP CL A COM	05/23/2011	05/09/2012	84.00	111.00	-27.00
68. GAMESTOP CORP CL A COM	12/12/2011	05/09/2012	1,424.00	1,677.00	-253.00
41. GAMESTOP CORP CL A COM	03/01/2012	05/09/2012	859.00	964.00	-105.00
21. GILEAD SCIENCES INC CO	04/16/2012	05/09/2012	1,065.00	957.00	108.00
228. PRINCIPAL FINL GROUP	04/16/2012	05/09/2012	5,802.00	6,353.00	-551.00
53. SAFEWAY INC	05/23/2011	05/09/2012	1,018.00	1,323.00	-305.00
1. SIMON PPTY GROUP INC NE	05/23/2011	05/09/2012	156.00	113.00	43.00
493. CISCO SYSTEMS INC	04/18/2012	05/17/2012	8,255.00	9,908.00	-1,653.00
71. CITIGROUP INC NEW COM	10/17/2011	05/17/2012	1,926.00	2,309.00	-383.00
144. CITIGROUP INC NEW COM	11/07/2011	05/17/2012	3,906.00	4,321.00	-415.00
145. CITIGROUP INC NEW COM	12/06/2011	05/17/2012	3,933.00	4,266.00	-333.00
16. DOVER CORPORATION	08/30/2011	05/17/2012	891.00	906.00	-15.00
84. DOVER CORPORATION	08/15/2011	05/17/2012	4,677.00	4,701.00	-24.00

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

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Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

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(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 66. DOVER CORPORATION	12/19/2011	05/17/2012	3,675.00	3,680.00	-5.00
63. OCCIDENTAL PETROLEUM C	01/31/2012	05/17/2012	5,021.00	6,245.00	-1,224.00
10. PRICELINE COM INC COM	08/15/2011	05/17/2012	6,577.00	5,102.00	1,475.00
15. EXPEDIA INC DEL NEW CO	01/27/2012	05/18/2012	619.00	466.00	153.00
287. CARDINAL HEALTH INC	08/15/2011	05/29/2012	11,991.00	11,812.00	179.00
612. CISCO SYSTEMS INC	04/18/2012	05/29/2012	10,073.00	12,299.00	-2,226.00
26. LORILLARD INC COM	12/06/2011	05/29/2012	3,224.00	2,894.00	330.00
20. BMC SOFTWARE INC COM	01/12/2012	05/31/2012	842.00	655.00	187.00
49. DELL INC	03/28/2012	05/31/2012	607.00	805.00	-198.00
92. DELL INC	08/25/2011	05/31/2012	1,140.00	1,322.00	-182.00
27. DOLLAR TREE INC COM	03/01/2012	05/31/2012	2,783.00	2,425.00	358.00
15. EXPEDIA INC DEL NEW CO	05/09/2012	05/31/2012	691.00	617.00	74.00
8. INTERCONTINENTALEXCHANG	12/12/2011	05/31/2012	971.00	953.00	18.00
27. INTERCONTINENTALEXCHAN	03/01/2012	05/31/2012	3,277.00	3,763.00	-486.00 *
17. IRON MOUNTAIN INC	04/16/2012	05/31/2012	479.00	504.00	-25.00
36. IRON MOUNTAIN INC	03/28/2012	05/31/2012	1,015.00	1,031.00	-16.00
18. NEWMONT MNG CORP	02/07/2012	05/31/2012	846.00	1,101.00	-255.00
48. NVIDIA CORP	03/01/2012	05/31/2012	593.00	732.00	-139.00
351. NVIDIA CORP	01/12/2012	05/31/2012	4,334.00	4,960.00	-626.00
14. SCHLUMBERGER LTD COM	02/07/2012	05/31/2012	875.00	1,104.00	-229.00
18. TJX COMPANIES INC	02/07/2012	05/31/2012	763.00	622.00	141.00
93. TESORO PETROLEUM CORP	07/26/2011	05/31/2012	2,041.00	2,397.00	-356.00
1. ZIMMER HLDGS INC COM	02/07/2012	05/31/2012	61.00	62.00	-1.00
13. TYCO INTL LTD NEW F CO	07/26/2011	05/31/2012	690.00	607.00	83.00

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Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
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1a 22. CELANESE CORP DEL SER	07/18/2011	06/04/2012	818.00	1,158.00	-340.00
23. SCANA CORP W/I	07/21/2011	06/04/2012	1,075.00	941.00	134.00
112. PUBLIC SERVICE ENTERP COM	11/16/2011	06/06/2012	3,502.00	3,684.00	-182.00
119. PUBLIC SERVICE ENTERP COM	11/16/2011	06/06/2012	3,721.00	3,906.00	-185.00
47. PUBLIC SERVICE ENTERPR COM	11/17/2011	06/06/2012	1,470.00	1,536.00	-66.00
137. ANHEUSER BUSCH INBEV SPONSORED ADR	04/18/2012	06/11/2012	9,282.00	10,093.00	-811.00
124. IPG PHOTONIC CORP COM	02/27/2012	06/11/2012	5,240.00	7,112.00	-1,872.00
46. SALESFORCE.COM INC COM	07/26/2011	06/11/2012	6,059.00	6,857.00	-798.00
48. ACCENTURE PLC CL A COM	01/31/2012	06/11/2012	2,768.00	2,737.00	31.00
9. EXPEDIA INC DEL NEW COM	01/27/2012	06/13/2012	428.00	280.00	148.00
6. EXPEDIA INC DEL NEW COM	08/04/2011	06/13/2012	285.00	173.00	112.00
.625 LAM RESEARCH CORP COM	11/08/2011	06/20/2012	23.00	30.00	-7.00
.625 LAM RESEARCH CORP COM	01/04/2012	06/20/2012	23.00	23.00	
62. INTERNATIONAL RECTIFIE	01/19/2012	06/21/2012	1,240.00	1,428.00	-188.00
2. SPECTRA ENERGY CORP COM	07/19/2011	06/21/2012	56.00	55.00	1.00
46. SPECTRA ENERGY CORP CO	08/04/2011	06/21/2012	1,277.00	1,174.00	103.00
31. AETNA INC NEW COM	02/07/2012	06/26/2012	1,263.00	1,373.00	-110.00
18. AETNA INC NEW COM	01/12/2012	06/26/2012	733.00	791.00	-58.00
15. ASSURANT INC	05/09/2012	06/26/2012	517.00	568.00	-51.00 *
13. BEMIS INC COM	06/07/2012	06/26/2012	408.00	403.00	5.00
4. CF INDS HLDGS INC COM	11/16/2011	06/26/2012	757.00	676.00	81.00
2. CF INDS HLDGS INC COM	09/26/2011	06/26/2012	379.00	290.00	89.00
20. CITIGROUP INC NEW COM	11/04/2011	06/26/2012	533.00	603.00	-70.00 *
40.3 CITIGROUP INC NEW COM	01/12/2012	06/26/2012	1,075.00	1,265.00	-190.00 *

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

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Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
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Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
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2011

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Name of estate or trust THE RAY M & MARY E LEE FOUNDATION, INC	Employer identification number 58-6049441
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Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 33.7 CITIGROUP INC NEW COM	03/28/2012	06/26/2012	899.00	1,236.00	-337.00 *
37. CITIGROUP INC NEW COM	04/16/2012	06/26/2012	987.00	1,262.00	-275.00 *
32. COCA-COLA ENTERPRISES	08/25/2011	06/26/2012	848.00	832.00	16.00
27. COSTCO WHOLESALE CORP	05/17/2012	06/26/2012	2,458.00	2,290.00	168.00
14. CUMMINS ENGINE INC COM	02/07/2012	06/26/2012	1,250.00	1,676.00	-426.00
52. R R DONNELLEY & SONS C COMMON	11/16/2011	06/26/2012	593.00	815.00	-222.00
96. EXPEDIA INC DEL NEW CO	05/09/2012	06/26/2012	4,480.00	3,949.00	531.00
86. FORD MTR CO DEL COM	03/28/2012	06/26/2012	860.00	1,052.00	-192.00
3. HALLIBURTON COMPANY	07/26/2011	06/26/2012	79.00	169.00	-90.00
132. HALLIBURTON COMPANY	03/13/2012	06/26/2012	3,476.00	4,587.00	-1,111.00
4. INTERNATIONAL PAPER CO	11/16/2011	06/26/2012	112.00	114.00	-2.00
118. IRON MOUNTAIN INC	03/28/2012	06/26/2012	3,847.00	3,378.00	469.00
356. LAM RESEARCH CORP COM	01/04/2012	06/26/2012	12,946.00	12,830.00	116.00
46. ESTEE LAUDER COMPANIES	03/26/2012	06/26/2012	2,482.00	2,878.00	-396.00
19. MCDONALDS CORP COM	03/28/2012	06/26/2012	1,694.00	1,847.00	-153.00
15. MCDONALDS CORP COM	04/16/2012	06/26/2012	1,338.00	1,451.00	-113.00
6. MCDONALDS CORP COM	08/25/2011	06/26/2012	535.00	536.00	-1.00
60. MOSAIC CO NEW COM	04/16/2012	06/26/2012	3,195.00	3,008.00	187.00
10. NETFLIX.COM INC COM	12/12/2011	06/26/2012	670.00	759.00	-89.00
1. NEWMONT MNG CORP	02/07/2012	06/26/2012	48.00	61.00	-13.00
20. NEWMONT MNG CORP	04/16/2012	06/26/2012	957.00	963.00	-6.00
8. QUALCOMM INC	03/01/2012	06/26/2012	430.00	502.00	-72.00
20. QUALCOMM INC	02/07/2012	06/26/2012	1,076.00	1,227.00	-151.00
10. SALESFORCE.COM INC COM	07/26/2011	06/26/2012	1,351.00	1,491.00	-140.00

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

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No. 1545-0092

2011

Name of estate or trust

THE RAY M & MARY E LEE FOUNDATION, INC

Employer identification number

58-6049441

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 2. SCHLUMBERGER LTD COM	02/07/2012	06/26/2012	120.00	158.00	-38.00
29. SCHLUMBERGER LTD COM	01/12/2012	06/26/2012	1,735.00	2,024.00	-289.00
19. TESORO PETROLEUM CORP	12/12/2011	06/26/2012	458.00	408.00	50.00
1. TESORO PETROLEUM CORP 0	08/25/2011	06/26/2012	24.00	21.00	3.00
54. TESORO PETROLEUM CORP	09/26/2011	06/26/2012	1,300.00	1,038.00	262.00
14. ZIMMER HLDGS INC COM	02/07/2012	06/26/2012	866.00	874.00	-8.00
354. ALKERMES PLC COM	09/19/2011	06/26/2012	5,626.00	5,749.00	-123.00
36. CELANESE CORP DEL SER	07/20/2011	07/09/2012	1,193.00	2,007.00	-814.00
111. EMC CORP/MASS	05/02/2012	07/09/2012	2,625.00	3,156.00	-531.00
111. EMC CORP/MASS	05/02/2012	07/09/2012	2,625.00	3,156.00	-531.00 *
37. MEAD JOHNSON NUTRITION	12/06/2011	07/09/2012	2,908.00	2,792.00	116.00
111. MEAD JOHNSON NUTRITIO	09/15/2011	07/09/2012	8,723.00	8,320.00	403.00
72. V F CORP COM	05/02/2012	07/09/2012	9,614.00	11,216.00	-1,602.00
26. FIFTH THIRD BANCORP CO	10/27/2011	07/12/2012	345.00	328.00	17.00
33. HOST HOTELS & RESORTS	02/10/2012	07/12/2012	500.00	552.00	-52.00 *
20. EDISON INTERNATIONAL	02/08/2012	07/16/2012	913.00	821.00	92.00
3.375 LAM RESEARCH CORP CO	11/08/2011	07/18/2012	117.00	163.00	-46.00
12. LAM RESEARCH CORP COM	11/09/2011	07/18/2012	415.00	577.00	-162.00
3. LAM RESEARCH CORP COM	10/20/2011	07/18/2012	104.00	140.00	-36.00
3. LAM RESEARCH CORP COM	10/20/2011	07/18/2012	104.00	140.00	-36.00
5. LAM RESEARCH CORP COM	10/23/2011	07/18/2012	173.00	233.00	-60.00
12. LAM RESEARCH CORP COM	10/23/2011	07/18/2012	415.00	556.00	-141.00
7. LAM RESEARCH CORP COM	11/14/2011	07/18/2012	242.00	313.00	-71.00
5. LAM RESEARCH CORP COM	11/11/2011	07/18/2012	173.00	222.00	-49.00

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

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

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THE RAY M & MARY E LEE FOUNDATION, INC

Employer identification number

58-6049441

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

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 1.125 LAM RESEARCH CORP CO	11/24/2011	07/18/2012	39.00	41.00	-2.00
49.5 LAM RESEARCH CORP COM	12/20/2011	07/18/2012	1,710.00	1,774.00	-64.00
59. ABBOTT LABS COM	11/04/2011	07/19/2012	3,893.00	3,139.00	754.00
10. AMGEN INC COM	09/26/2011	07/19/2012	794.00	551.00	243.00
140. BEST BUY INC COM	03/01/2012	07/19/2012	2,626.00	3,468.00	-842.00
36. COCA-COLA ENTERPRISES	08/25/2011	07/19/2012	978.00	935.00	43.00
22. COCA-COLA ENTERPRISES	11/04/2011	07/19/2012	598.00	570.00	28.00
20. COCA-COLA ENTERPRISES	09/26/2011	07/19/2012	543.00	501.00	42.00
37. HARTFORD FINANCIAL SER	06/26/2012	07/19/2012	624.00	612.00	12.00
44. LINCOLN NATL CORP IND	02/07/2012	07/19/2012	920.00	1,047.00	-127.00
25. LINCOLN NATL CORP IND	05/31/2012	07/19/2012	523.00	516.00	7.00
50. LINCOLN NATL CORP IND	08/21/2011	07/19/2012	1,045.00	1,011.00	34.00
8. LINCOLN NATL CORP IND C	11/16/2011	07/19/2012	167.00	161.00	6.00
28. LINCOLN NATL CORP IND	08/17/2011	07/19/2012	585.00	558.00	27.00
3. LINCOLN NATL CORP IND C	08/17/2011	07/19/2012	63.00	59.00	4.00
10. LINCOLN NATL CORP IND	08/17/2011	07/19/2012	209.00	197.00	12.00
52. LINCOLN NATL CORP IND	08/21/2011	07/19/2012	1,087.00	1,005.00	82.00
2. LINCOLN NATL CORP IND C	11/04/2011	07/19/2012	42.00	38.00	4.00
26. MCKESSON HBOC INC	04/16/2012	07/19/2012	2,516.00	2,332.00	184.00
3. PUBLIC STORAGE INC	03/28/2012	07/19/2012	443.00	409.00	34.00
2. QUALCOMM INC	01/12/2012	07/19/2012	118.00	113.00	5.00
93. SLM CORP COM	03/28/2012	07/19/2012	1,463.00	1,471.00	-8.00 *
16. 3M CO COM	01/12/2012	07/19/2012	1,454.00	1,350.00	104.00
17. US BANCORP DEL COM NEW	01/12/2012	07/19/2012	565.00	487.00	78.00

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

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Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust

THE RAY M & MARY E LEE FOUNDATION, INC

Employer identification number

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 344. GILEAD SCIENCES INC C	01/17/2012	07/24/2012	17,707.00	15,885.00	1,822.00
202. VERIZON COMMUNICATION	06/26/2012	07/24/2012	8,908.00	8,845.00	63.00
64. YUM BRANDS INC COM	04/18/2012	07/24/2012	4,039.00	4,669.00	-630.00
37. YUM BRANDS INC COM	03/26/2012	07/24/2012	2,335.00	2,634.00	-299.00
38. YUM BRANDS INC COM	03/26/2012	07/24/2012	2,398.00	2,705.00	-307.00
70. COVIDIEN PLC COM	03/13/2012	07/24/2012	3,583.00	3,731.00	-148.00
68. TYCO INTL LTD NEW F CO	05/17/2012	07/24/2012	3,507.00	3,619.00	-112.00
237. AVAGO TECHNOLOGIES LT	04/18/2012	07/24/2012	8,117.00	8,903.00	-786.00
145. AVAGO TECHNOLOGIES LT	02/27/2012	07/24/2012	4,966.00	5,343.00	-377.00
6. EXPEDIA INC DEL NEW COM	08/04/2011	07/25/2012	274.00	173.00	101.00
52. HERTZ GLOBAL HLDGS INC	05/21/2012	07/27/2012	594.00	659.00	-65.00
8. STANLEY BLACK & DECKER	10/27/2011	07/27/2012	545.00	533.00	12.00
9. STANLEY BLACK & DECKER	12/14/2011	07/27/2012	613.00	571.00	42.00
111. COMCAST CORP NEW CL A	06/11/2012	08/06/2012	3,880.00	3,350.00	530.00
120. COMCAST CORP NEW CL A	05/29/2012	08/06/2012	4,194.00	3,476.00	718.00
129. COMCAST CORP NEW CL A	05/17/2012	08/06/2012	4,509.00	3,706.00	803.00
27. INTERCONTINENTALEXCHAN	02/16/2012	08/06/2012	3,568.00	3,804.00	-236.00
5. INTERCONTINENTALEXCHANG	05/17/2012	08/06/2012	661.00	614.00	47.00
10. INTERCONTINENTALEXCHAN	09/26/2011	08/06/2012	1,321.00	1,204.00	117.00
103. JOHNSON & JOHNSON	06/26/2012	08/06/2012	7,105.00	6,857.00	248.00
35. JOHNSON & JOHNSON	08/29/2011	08/06/2012	2,414.00	2,295.00	119.00
23. LORILLARD INC COM	06/26/2012	08/06/2012	2,905.00	2,923.00	-18.00
99. MACYS INC COM	05/02/2012	08/06/2012	3,649.00	4,142.00	-493.00
107. TJX COMPANIES INC	06/11/2012	08/06/2012	4,855.00	4,446.00	409.00

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

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Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust THE RAY M & MARY E LEE FOUNDATION, INC	Employer identification number 58-6049441
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Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 118. TJX COMPANIES INC	08/15/2011	08/06/2012	5,354.00	3,159.00	2,195.00
185. VERISK ANALYTICS INC	05/02/2012	08/06/2012	8,604.00	8,985.00	-381.00
62. WAL MART STORES INC CO	05/29/2012	08/06/2012	4,614.00	4,053.00	561.00
7. AMGEN INC COM	09/26/2011	08/09/2012	573.00	386.00	187.00
133. BROADCOM CORP CL A	03/01/2012	08/09/2012	4,526.00	4,941.00	-415.00
75. BROADCOM CORP CL A	01/12/2012	08/09/2012	2,552.00	2,448.00	104.00
6. CLIFFS NAT RES INC COM	03/28/2012	08/09/2012	270.00	408.00	-138.00
4. CLIFFS NAT RES INC COM	09/26/2011	08/09/2012	180.00	235.00	-55.00
47. COACH INC COM	04/16/2012	08/09/2012	2,590.00	3,474.00	-884.00
24. COACH INC COM	07/19/2012	08/09/2012	1,322.00	1,404.00	-82.00
8. COACH INC COM	06/26/2012	08/09/2012	441.00	459.00	-18.00
57. JOHNSON & JOHNSON	07/19/2012	08/09/2012	3,891.00	3,948.00	-57.00
2. JOHNSON & JOHNSON	08/13/2011	08/09/2012	137.00	129.00	8.00
56. MCGRAW-HILL CO INC	03/01/2012	08/09/2012	2,746.00	2,604.00	142.00
25. MCKESSON HBOC INC	04/16/2012	08/09/2012	2,223.00	2,242.00	-19.00
6. MCKESSON HBOC INC	03/28/2012	08/09/2012	534.00	528.00	6.00
6. NATIONAL OILWELL VARCO	05/31/2012	08/09/2012	462.00	396.00	66.00
44. QUALCOMM INC	01/12/2012	08/09/2012	2,707.00	2,477.00	230.00
62. SLM CORP COM	03/28/2012	08/09/2012	992.00	980.00	12.00
93. SLM CORP COM	03/05/2012	08/09/2012	1,488.00	1,375.00	113.00
110. SLM CORP COM	06/26/2012	08/09/2012	1,760.00	1,617.00	143.00
97. SLM CORP COM	05/31/2012	08/09/2012	1,552.00	1,357.00	195.00
45. TYSON FOODS INC CLASS	11/04/2011	08/09/2012	710.00	862.00	-152.00 *
41. TYSON FOODS INC CLASS	05/31/2012	08/09/2012	647.00	795.00	-148.00 *

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

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Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

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Name of estate or trust

THE RAY M & MARY E LEE FOUNDATION, INC

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58-6049441

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr.)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 22. YUM BRANDS INC COM	02/27/2012	08/09/2012	1,464.00	1,622.00	-158.00
188. INVESCO LTD COM	05/31/2012	08/09/2012	4,399.00	4,080.00	319.00
12. BRISTOL MYERS SQUIBB C	01/03/2012	08/13/2012	378.00	419.00	-41.00
4. CHUBB CORP COM	08/20/2011	08/13/2012	289.00	296.00	-7.00
13. HOME DEPOT INC COM	01/03/2012	08/13/2012	688.00	557.00	131.00
13. MERCK & CO INC NEW COM	01/03/2012	08/13/2012	576.00	496.00	80.00
29. PFIZER INC COM	01/03/2012	08/13/2012	687.00	636.00	51.00
10. PHILIP MORRIS INTL INC	01/03/2012	08/13/2012	922.00	796.00	126.00
7. ROYAL DUTCH SHELL PLC S CL A	01/03/2012	08/13/2012	494.00	519.00	-25.00
1. ABBOTT LABS COM	01/03/2012	08/16/2012	66.00	56.00	10.00
3. AMERICAN ELECTRIC POWER	01/03/2012	08/16/2012	130.00	124.00	6.00
9. AMERICAN EXPRESS COMPAN	01/03/2012	08/16/2012	515.00	439.00	76.00
6. AUTOMATIC DATA PROCESSI	01/03/2012	08/16/2012	350.00	330.00	20.00
3. BHP LTD SPONSORED ADR	01/03/2012	08/16/2012	208.00	225.00	-17.00
2. BLACKROCK INC	01/03/2012	08/16/2012	356.00	369.00	-13.00 *
4. BOEING COMPANY	01/03/2012	08/16/2012	295.00	298.00	-3.00 *
6. CME GROUP INC COM	03/21/2012	08/16/2012	320.00	352.00	-32.00
4. CMS ENERGY CORP COM	02/14/2012	08/16/2012	94.00	86.00	8.00
6. CHEVRONTXACO CORP COM	01/03/2012	08/16/2012	678.00	659.00	19.00
5. DIAGEO P L C SPNSRD ADR	01/03/2012	08/16/2012	535.00	444.00	91.00
4. DIGITAL RLTY TR INC REI	01/03/2012	08/16/2012	305.00	269.00	36.00
1. DOMINION RESOURCES INC	03/01/2012	08/16/2012	54.00	51.00	3.00
9. DOVER CORPORATION	01/03/2012	08/16/2012	523.00	538.00	-15.00 *
5. EMERSON ELECTRIC CO COM	11/21/2011	08/16/2012	260.00	244.00	16.00

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

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Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

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1a 4. GALLAGHER (ARTHUR J) &	01/03/2012	08/16/2012	143.00	135.00	8.00
4. HEINZ H J CO COM	01/03/2012	08/16/2012	221.00	217.00	4.00
5. HOME DEPOT INC COM	01/03/2012	08/16/2012	281.00	214.00	67.00
8. HONEYWELL INTERNATIONAL	01/03/2012	08/16/2012	469.00	447.00	22.00
7. INTEL CORP COM	11/10/2011	08/16/2012	186.00	187.00	-1.00
5. INTERNATIONAL BUSINESS CORP COM	01/03/2012	08/16/2012	1,005.00	940.00	65.00
1. JOHNSON & JOHNSON	08/30/2011	08/16/2012	68.00	66.00	2.00
4. KIMBERLY-CLARK CORPORAT	01/03/2012	08/16/2012	334.00	296.00	38.00
11. KINDER MORGAN INC DEL	01/03/2012	08/16/2012	379.00	358.00	21.00
1. LIMITED BRANDS INC COM	10/12/2011	08/16/2012	49.00	43.00	6.00
4. LIMITED BRANDS INC COM	10/12/2011	08/16/2012	196.00	170.00	26.00
3. MACYS INC COM	03/21/2012	08/16/2012	117.00	121.00	-4.00
3. MCDONALDS CORP COM	01/03/2012	08/16/2012	264.00	299.00	-35.00
1. MEREDITH CORP COM	01/03/2012	08/16/2012	33.00	34.00	-1.00
3. NEXTERA ENERGY INC COM	01/03/2012	08/16/2012	209.00	180.00	29.00
2. NORFOLK SOUTHERN CORP C	01/03/2012	08/16/2012	149.00	149.00	
3. PARKER HANNIFIN CORP CO	12/13/2011	08/16/2012	249.00	255.00	-6.00
8. PENN WEST PETE LTD NEW	01/03/2012	08/16/2012	115.00	165.00	-50.00
3. PROCTER & GAMBLE CO COM	01/03/2012	08/16/2012	201.00	201.00	
1. PUBLIC STORAGE INC	01/03/2012	08/16/2012	145.00	137.00	8.00
13. RPM INC COM	01/03/2012	08/16/2012	348.00	326.00	22.00
2. SHERWIN-WILLIAMS CO COM	03/01/2012	08/16/2012	278.00	206.00	72.00
3. TIME WARNER INC NEW COM	01/03/2012	08/16/2012	128.00	110.00	18.00
13. VERIZON COMMUNICATIONS	01/03/2012	08/16/2012	572.00	519.00	53.00

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

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Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

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Employer identification number

58-6049441

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 2. WASTE MANAGEMENT INC	11/17/2011	08/16/2012	71.00	62.00	9.00
2. WESTAR ENERGY INC COM	06/07/2012	08/16/2012	59.00	59.00	
2. WISCONSIN ENERGY CORP C	02/14/2012	08/16/2012	77.00	68.00	9.00
42. ANHEUSER BUSCH INBEV S SPONSORED ADR	04/18/2012	08/22/2012	3,401.00	3,094.00	307.00
61. ANHEUSER BUSCH INBEV S SPONSORED ADR	03/26/2012	08/22/2012	4,940.00	4,463.00	477.00
35. ANHEUSER BUSCH INBEV S SPONSORED ADR	03/13/2012	08/22/2012	2,834.00	2,487.00	347.00
63. HUNT J B TRANS SVCS IN	05/29/2012	08/22/2012	3,431.00	3,602.00	-171.00
55. CHECK POINT SOFTWARE T LTD	09/19/2011	08/22/2012	2,757.00	3,247.00	-490.00
75. CHECK POINT SOFTWARE T LTD	10/10/2011	08/22/2012	3,760.00	4,319.00	-559.00
19. CHECK POINT SOFTWARE T LTD	12/06/2011	08/22/2012	953.00	1,042.00	-89.00
81. CHECK POINT SOFTWARE T LTD	12/19/2011	08/22/2012	4,061.00	4,373.00	-312.00
71. NUANCE COMMUNICATIONS	02/10/2012	08/24/2012	1,701.00	1,938.00	-237.00
8. AGRUM INC COM	08/22/2012	08/28/2012	775.00	800.00	-25.00
14. ALLERGAN INC COM	06/11/2012	08/28/2012	1,187.00	1,282.00	-95.00
10. AMAZON COM INC COM	08/30/2011	08/28/2012	2,457.00	2,090.00	367.00
19. AMGEN INC COM	07/24/2012	08/28/2012	1,600.00	1,471.00	129.00
14. ANADARKO PETROLEUM COR	01/31/2012	08/28/2012	970.00	1,131.00	-161.00
10. ANHEUSER BUSCH INBEV S SPONSORED ADR	03/13/2012	08/28/2012	838.00	711.00	127.00
11. APPLE COMPUTER COM	08/22/2012	08/28/2012	7,422.00	7,296.00	126.00
21. CVS CAREMARK CORP COM	07/09/2012	08/28/2012	954.00	988.00	-34.00
13. CVS CAREMARK CORP COM	07/09/2012	08/28/2012	591.00	612.00	-21.00 *
21. CITRIX SYSTEMS INC	04/18/2012	08/28/2012	1,620.00	1,644.00	-24.00 *
9. COMCAST CORP NEW CL A C	05/17/2012	08/28/2012	306.00	259.00	47.00
38. COMCAST CORP NEW CL A	01/31/2012	08/28/2012	1,292.00	1,005.00	287.00

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

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust

THE RAY M & MARY E LEE FOUNDATION, INC

Employer identification number

58-6049441

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 2. CONTINENTAL RES INC OKL	10/24/2011	08/28/2012	148.00	122.00	26.00
13. DIGITAL RLTY TR INC RE	04/18/2012	08/28/2012	965.00	971.00	-6.00
17. DISCOVERY COMMUNICATIO SER A COM	05/02/2012	08/28/2012	911.00	920.00	-9.00
35. DISH NETWORK CORP COM	02/27/2012	08/28/2012	1,118.00	1,023.00	95.00
75. EMC CORP/MASS	05/02/2012	08/28/2012	1,984.00	2,132.00	-148.00
53. EBAY INC COM	07/24/2012	08/28/2012	2,492.00	2,357.00	135.00
17. EDWARDS LIFESCIENCES C	05/02/2012	08/28/2012	1,718.00	1,474.00	244.00
35. EXPEDIA INC DEL NEW CO	01/04/2012	08/28/2012	1,854.00	1,005.00	849.00
66. FIFTH THIRD BANCORP CO	12/19/2011	08/28/2012	994.00	787.00	207.00
30. GAP INC	08/06/2012	08/28/2012	1,058.00	1,015.00	43.00
66. GENERAL ELECTRIC CO	06/26/2012	08/28/2012	1,378.00	1,296.00	82.00
7. GOOGLE INC CL A	08/22/2012	08/28/2012	4,738.00	4,733.00	5.00
13. HERSHEY FOODS CORP COM	06/26/2012	08/28/2012	946.00	914.00	32.00
30. HOME DEPOT INC COM	02/27/2012	08/28/2012	1,705.00	1,419.00	286.00
5. INTERCONTINENTALEXCHANG	09/26/2011	08/28/2012	694.00	602.00	92.00
2. JOHNSON & JOHNSON	08/29/2011	08/28/2012	135.00	131.00	4.00
27. JOHNSON & JOHNSON	05/02/2012	08/28/2012	1,824.00	1,759.00	65.00
18. KANSAS CITY SOUTHN IND	03/26/2012	08/28/2012	1,399.00	1,281.00	118.00
33. KRAFT FOODS INC CL A C	08/06/2012	08/28/2012	1,383.00	1,347.00	36.00
16. LKQ CORP	07/09/2012	08/28/2012	615.00	543.00	72.00
35. LAS VEGAS SANDS CORP	08/30/2011	08/28/2012	1,498.00	1,654.00	-156.00
9. LINKEDIN CORP CL A COM	08/06/2012	08/28/2012	965.00	1,012.00	-47.00
31. MACYS INC COM	05/02/2012	08/28/2012	1,252.00	1,297.00	-45.00
4. MASTERCARD INC CL A COM	07/09/2012	08/28/2012	1,698.00	1,717.00	-19.00

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

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No. 1545-0092

2011

Name of estate or trust

THE RAY M & MARY E LEE FOUNDATION, INC

Employer identification number

58-6049441

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

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 18. MICROSOFT CORPORATION	08/06/2012	08/28/2012	553.00	541.00	12.00
15. MONSANTO CO NEW COM	07/09/2012	08/28/2012	1,301.00	1,238.00	63.00
61. NCR CORPORATION	02/27/2012	08/28/2012	1,366.00	1,331.00	35.00
16. NATIONAL OILWELL VARCO	02/13/2012	08/28/2012	1,237.00	1,315.00	-78.00 *
43. NEWS CORP CL A	08/06/2012	08/28/2012	1,005.00	1,016.00	-11.00
14. NORFOLK SOUTHERN CORP	07/24/2012	08/28/2012	1,029.00	1,012.00	17.00
5. ONYX PHARMACEUTICALS IN	07/24/2012	08/28/2012	363.00	380.00	-17.00 *
9. PPG INDUSTRIES INC	10/24/2011	08/28/2012	981.00	764.00	217.00
16. PALL CORP COM	12/19/2011	08/28/2012	880.00	898.00	-18.00
12. PIONEER NATURAL RESOUR	04/18/2012	08/28/2012	1,189.00	1,274.00	-85.00 *
33. QUALCOMM INC	03/26/2012	08/28/2012	2,045.00	2,260.00	-215.00
10. QUALCOMM INC	01/31/2012	08/28/2012	620.00	589.00	31.00
6. REGENERON PHARMACEUTICA	05/02/2012	08/28/2012	876.00	822.00	54.00
4. SIMON PPTY GROUP INC NE	05/29/2012	08/28/2012	634.00	596.00	38.00
25. SKYWORKS SOLUTIONS INC	07/24/2012	08/28/2012	737.00	693.00	44.00
29. STARBUCKS CORP COM	05/29/2012	08/28/2012	1,434.00	1,604.00	-170.00
14. TARGET CORP	08/22/2012	08/28/2012	899.00	894.00	5.00
24. TERADATA CORP DELAWARE	09/23/2011	08/28/2012	1,833.00	1,235.00	598.00
10. THERMO ELECTRON COM	08/06/2012	08/28/2012	564.00	567.00	-3.00 *
16. UNITED TECHNOLOGIES CO	08/22/2012	08/28/2012	1,294.00	1,270.00	24.00
18. URBAN OUTFITTERS INC C	08/22/2012	08/28/2012	669.00	673.00	-4.00
30. VERIZON COMMUNICATIONS	06/26/2012	08/28/2012	1,284.00	1,314.00	-30.00
25. VERTEX PHARMACEUTICALS	02/13/2012	08/28/2012	1,357.00	904.00	453.00
37. WAL MART STORES INC CO	05/29/2012	08/28/2012	2,687.00	2,419.00	268.00

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

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No. 1545-0092

2011

Name of estate or trust

THE RAY M & MARY E LEE FOUNDATION, INC

Employer identification number

58-6049441

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 13. WATSON PHARMACEUTICALS	09/27/2011	08/28/2012	1,074.00	980.00	94.00
11. WATSON PHARMACEUTICALS	05/02/2012	08/28/2012	909.00	824.00	85.00
7. WELLS FARGO COMPANY	07/24/2012	08/28/2012	239.00	233.00	6.00
8. YUM BRANDS INC COM	03/26/2012	08/28/2012	512.00	569.00	-57.00
25. LYONDELLBASELL INDUSTRI COM	01/17/2012	08/28/2012	1,187.00	986.00	201.00
22. AVAGO TECHNOLOGIES LTD	02/27/2012	08/28/2012	797.00	811.00	-14.00
34. BED BATH & BEYOND INC	04/16/2012	08/29/2012	2,267.00	2,355.00	-88.00
11. BED BATH & BEYOND INC	01/12/2012	08/29/2012	733.00	657.00	76.00
9. BERKSHIRE HATHAWAY INC COM	08/09/2012	08/29/2012	761.00	760.00	1.00
10.7 CITIGROUP INC NEW COM	04/20/2012	08/29/2012	317.00	397.00	-80.00
17. CLIFFS NAT RES INC COM	09/26/2011	08/29/2012	613.00	998.00	-385.00
11. CLIFFS NAT RES INC COM	05/31/2012	08/29/2012	396.00	521.00	-125.00
68. DELL INC	08/09/2012	08/29/2012	743.00	842.00	-99.00
409. DELL INC	07/19/2012	08/29/2012	4,467.00	4,966.00	-499.00
12. EQUIFAX INC COM	07/19/2012	08/29/2012	553.00	588.00	-35.00
21. EQUIFAX INC COM	06/26/2012	08/29/2012	967.00	955.00	12.00
2. GENERAL DYNAMICS CORP C	09/26/2011	08/29/2012	132.00	114.00	18.00
18. HORMEL FOODS CORPORATI	03/28/2012	08/29/2012	518.00	528.00	-10.00
53. HORMEL FOODS CORPORATI	06/26/2012	08/29/2012	1,524.00	1,543.00	-19.00
40. HORMEL FOODS CORPORATI	07/19/2012	08/29/2012	1,150.00	1,141.00	9.00
51. HORMEL FOODS CORPORATI	08/09/2012	08/29/2012	1,467.00	1,444.00	23.00
51. HORMEL FOODS CORPORATI	04/16/2012	08/29/2012	1,467.00	1,438.00	29.00
133. KLA INSTRUMENTS CORPO	08/09/2012	08/29/2012	6,918.00	7,046.00	-128.00
160. ONEOK INC NEW COM	05/31/2012	08/29/2012	7,165.00	6,682.00	483.00

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

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

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

OMB No. 1545-0092

2011

Name of estate or trust

THE RAY M & MARY E LEE FOUNDATION, INC

Employer identification number

58-6049441

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

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 41. TYSON FOODS INC CLASS	05/10/2012	08/29/2012	647.00	787.00	-140.00
187. TYSON FOODS INC CLASS	11/04/2011	08/29/2012	2,953.00	3,584.00	-631.00
45. TYSON FOODS INC CLASS	10/14/2011	08/29/2012	711.00	854.00	-143.00
26. TYSON FOODS INC CLASS	09/26/2011	08/29/2012	411.00	433.00	-22.00
20. ROWAN COMPANIES PLC CO	02/03/2012	08/30/2012	687.00	748.00	-61.00
21. ROWAN COMPANIES PLC CO	12/14/2011	08/30/2012	722.00	715.00	7.00
11. NUCOR CORP COM	01/03/2012	09/06/2012	416.00	450.00	-34.00
77. NUCOR CORP COM	11/21/2011	09/06/2012	2,913.00	2,864.00	49.00
5. NUCOR CORP COM	11/23/2011	09/06/2012	189.00	179.00	10.00
20. NUCOR CORP COM	11/23/2011	09/06/2012	757.00	715.00	42.00
9. UNITED TECHNOLOGIES COR	01/03/2012	09/06/2012	713.00	680.00	33.00
15. UNITED TECHNOLOGIES CO	04/20/2012	09/06/2012	1,188.00	1,217.00	-29.00 *
118. FAIRCHILD SEMICON INT	06/20/2012	09/07/2012	1,767.00	1,694.00	73.00
1. BIOGEN IDEC INC	12/19/2011	09/10/2012	152.00	111.00	41.00
59. COMCAST CORP NEW CL A	01/31/2012	09/10/2012	2,029.00	1,560.00	469.00
78. DIGITAL RLTY TR INC RE	04/18/2012	09/10/2012	5,713.00	5,825.00	-112.00
20. REGENERON PHARMACEUTIC	05/02/2012	09/10/2012	3,016.00	2,740.00	276.00
3. REGENERON PHARMACEUTICA	03/13/2012	09/10/2012	452.00	334.00	118.00
27. TERADATA CORP DELAWARE	09/23/2011	09/10/2012	2,094.00	1,389.00	705.00
13. TERADATA CORP DELAWARE	09/15/2011	09/10/2012	1,008.00	666.00	342.00
23. TERADATA CORP DELAWARE	01/04/2012	09/10/2012	1,783.00	1,144.00	639.00
9. ENERGIZER HOLDINGS INC	09/28/2011	09/14/2012	629.00	627.00	2.00
64. BED BATH & BEYOND INC	01/12/2012	09/20/2012	4,019.00	3,823.00	196.00
40. EQUIFAX INC COM	06/26/2012	09/20/2012	1,890.00	1,820.00	70.00

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

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust THE RAY M & MARY E LEE FOUNDATION, INC	Employer identification number 58-6049441
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Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 28. FREEPORT-MCMORAN COPPE COM	03/01/2012	09/20/2012	1,134.00	1,209.00	-75.00
22. FREEPORT-MCMORAN COPPE COM	03/28/2012	09/20/2012	891.00	812.00	79.00
33. HOST HOTELS & RESORTS	02/17/2012	09/20/2012	544.00	559.00	-15.00
20. HOST HOTELS & RESORTS	05/09/2012	09/20/2012	330.00	320.00	10.00
25. JOHNSON & JOHNSON	05/09/2012	09/20/2012	1,718.00	1,612.00	106.00
466. KEYCORP NEW COM	08/09/2012	09/20/2012	4,154.00	3,876.00	278.00
21. PG&E CORPORATION	08/29/2012	09/20/2012	894.00	922.00	-28.00 *
90. TESORO PETROLEUM CORP	08/09/2012	09/20/2012	3,684.00	3,144.00	540.00
26. TYSON FOODS INC CLASS	09/26/2011	09/20/2012	432.00	433.00	-1.00
12. TYSON FOODS INC CLASS	07/19/2012	09/20/2012	200.00	187.00	13.00
108. WELLS FARGO COMPANY	05/09/2012	09/20/2012	3,776.00	3,542.00	234.00
56. WELLS FARGO COMPANY	03/01/2012	09/20/2012	1,958.00	1,770.00	188.00
85. AON PLC COM	08/09/2012	09/20/2012	4,453.00	4,380.00	73.00
17. DIGITAL RLTY TR INC RE	04/18/2012	09/25/2012	1,162.00	1,270.00	-108.00
100. DIGITAL RLTY TR INC R	11/21/2011	09/25/2012	6,836.00	6,317.00	519.00
77.5 EXPEDIA INC DEL NEW C	01/04/2012	09/25/2012	4,558.00	2,225.00	2,333.00
35. EXPEDIA INC DEL NEW CO	10/24/2011	09/25/2012	2,058.00	998.00	1,060.00
48. KANSAS CITY SOUTHN IND	03/26/2012	09/25/2012	3,712.00	3,416.00	296.00
27. KANSAS CITY SOUTHN IND	01/31/2012	09/25/2012	2,088.00	1,861.00	227.00
.9 LIBERTY INTERACTIVE COR VENTURES SER A COM	06/27/2012	09/25/2012	44.00	36.00	8.00
182. NORFOLK SOUTHERN CORP	07/24/2012	09/25/2012	12,009.00	13,162.00	-1,153.00
43. REGENERON PHARMACEUTIC	03/13/2012	09/25/2012	6,339.00	4,783.00	1,556.00
15. UNITED TECHNOLOGIES CO	04/05/2012	09/25/2012	1,196.00	1,218.00	-22.00
33. UNITED TECHNOLOGIES CO	08/22/2012	09/25/2012	2,631.00	2,618.00	13.00

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

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2011

► See instructions for Schedule D (Form 1041).

► **Attach to Schedule D** to list additional transactions for lines 1a and 6a.

Name of estate or trust

THE RAY M & MARY E LEE FOUNDATION, INC

Employer identification number

58-6049441

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

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	-22,227.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

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* INDICATES WASH SALE

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Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.

Employer identification number

THE RAY M & MARY E LEE FOUNDATION, INC

58-6049441

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

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 4. RAYONIER INC REIT	10/20/2009	10/03/2011	146.00	113.00	33.00
7. RAYONIER INC REIT	10/20/2009	10/04/2011	253.00	198.00	55.00
17. INTERNATIONAL BUSINESS CORP COM	01/28/2008	10/10/2011	3,153.00	1,792.00	1,361.00
14. INTERNATIONAL BUSINESS CORP COM	12/01/2008	10/10/2011	2,596.00	1,102.00	1,494.00
9. PRECISION CASTPARTS COR	09/20/2010	10/10/2011	1,446.00	1,159.00	287.00
57. NOBLE CORP COM	02/10/2009	10/11/2011	1,750.00	1,591.00	159.00
18. V F CORP COM	05/02/2008	10/12/2011	2,360.00	1,395.00	965.00
1. V F CORP COM	05/01/2008	10/12/2011	131.00	77.00	54.00
8. V F CORP COM	05/01/2008	10/12/2011	1,057.00	613.00	444.00
1. V F CORP COM	05/01/2008	10/13/2011	129.00	77.00	52.00
20. V F CORP COM	05/01/2008	10/13/2011	2,593.00	1,532.00	1,061.00
120. EDWARDS LIFESCIENCES	02/23/2010	10/24/2011	9,014.00	5,412.00	3,602.00
3. MOLEX INC COM	12/31/2009	10/24/2011	70.00	65.00	5.00
7. MOLEX INC COM	12/31/2009	10/24/2011	164.00	153.00	11.00
7. MOLEX INC COM	12/28/2009	10/24/2011	164.00	152.00	12.00
88. MOLEX INC COM	10/07/2010	10/24/2011	2,067.00	1,906.00	161.00
84. APACHE CORP CONV PFD S	07/23/2010	11/04/2011	4,707.00	4,454.00	253.00
101. APACHE CORP CONV PFD	07/23/2010	11/04/2011	5,659.00	5,311.00	348.00
8. CONOCOPHILLIPS COM	10/27/2009	11/04/2011	561.00	412.00	149.00
47. EMERSON ELECTRIC CO CO	04/09/2009	11/04/2011	2,400.00	1,493.00	907.00
23. EMERSON ELECTRIC CO CO	03/18/2009	11/04/2011	1,175.00	615.00	560.00
3. GENERAL ELECTRIC CO	07/27/2007	11/04/2011	49.00	114.00	-65.00
3. INTEL CORP COM	01/19/2010	11/04/2011	72.00	63.00	9.00
4. JOHNSON & JOHNSON	07/18/2007	11/04/2011	255.00	249.00	6.00
8. KEYCORP NEW COM	09/13/2010	11/04/2011	57.00	68.00	-11.00

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

Schedule D-1 (Form 1041) 2011

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THE RAY M & MARY E LEE FOUNDATION, INC

58-6049441

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 75. KEYCORP NEW COM	09/13/2010	11/04/2011	536.00	635.00	-99.00
26. KEYCORP NEW COM	11/03/2010	11/04/2011	186.00	220.00	-34.00
6. KEYCORP NEW COM	10/07/2010	11/04/2011	43.00	50.00	-7.00
3. KIMBERLY-CLARK CORPORAT	08/16/2010	11/04/2011	207.00	194.00	13.00
1. ELI LILLY & CO COM	08/23/2010	11/04/2011	38.00	36.00	2.00
4. MICROSOFT CORPORATION	05/24/2007	11/04/2011	105.00	130.00	-25.00 *
1. PFIZER INC COM	08/26/2007	11/04/2011	20.00	23.00	-3.00
47. PRICE T ROWE GROUP INC	02/27/2009	11/04/2011	2,431.00	1,098.00	1,333.00
16. RAYTHEON CO COM NEW	03/18/2009	11/04/2011	695.00	565.00	130.00
3. TEXAS INSTRUMENTS INC C	03/18/2009	11/04/2011	94.00	50.00	44.00
2. UNITEDHEALTH GROUP INC	06/01/2010	11/04/2011	91.00	59.00	32.00
2. WAL MART STORES INC COM	09/13/2010	11/04/2011	114.00	105.00	9.00
372. WILLIAMS COS INC DEL	03/20/2009	11/04/2011	11,581.00	4,384.00	7,197.00
12. PRECISION CASTPARTS CO	09/20/2010	11/07/2011	1,994.00	1,545.00	449.00
10. PRECISION CASTPARTS CO	09/20/2010	11/07/2011	1,662.00	1,286.00	376.00
62. PRECISION CASTPARTS CO	07/27/2010	11/07/2011	10,305.00	7,540.00	2,765.00
17. BOSTON PROPERTIES INC	07/11/2007	11/09/2011	1,636.00	1,701.00	-65.00
17. BOSTON PROPERTIES INC	07/11/2007	11/09/2011	1,677.00	1,701.00	-24.00
62. KRAFT FOODS INC CL A C	11/11/2008	11/09/2011	2,151.00	1,726.00	425.00
199. KRAFT FOODS INC CL A	05/06/2009	11/09/2011	6,905.00	4,995.00	1,910.00
15. NORDSTROM INC COM	09/24/2010	11/09/2011	734.00	549.00	185.00
27. NORDSTROM INC COM	09/24/2010	11/09/2011	1,320.00	986.00	334.00
51. BOSTON PROPERTIES INC	07/11/2007	11/10/2011	4,869.00	5,104.00	-235.00
8. MOLEX INC COM	10/07/2010	11/11/2011	199.00	173.00	26.00
3. MOLEX INC COM	12/29/2009	11/11/2011	75.00	65.00	10.00

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THE RAY M & MARY E LEE FOUNDATION, INC

58-6049441

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1. MOLEX INC COM	12/24/2009	11/11/2011	25.00	22.00	3.00
38. DIAGEO P L C SPNSRD AD	07/11/2007	11/14/2011	3,171.00	3,190.00	-19.00
12. DIAGEO P L C SPNSRD AD	07/11/2007	11/14/2011	1,004.00	1,007.00	-3.00
50. DIAGEO P L C SPNSRD AD	07/11/2007	11/14/2011	4,198.00	4,198.00	
35. GENERAL MILLS INC COM	10/16/2007	11/14/2011	1,376.00	1,026.00	350.00
84. GENERAL MILLS INC COM	10/16/2007	11/14/2011	3,305.00	2,463.00	842.00
1. MOLEX INC COM	12/24/2009	11/14/2011	24.00	22.00	2.00
4. MOLEX INC COM	12/23/2009	11/14/2011	97.00	86.00	11.00
4. MOLEX INC COM	01/27/2010	11/14/2011	97.00	86.00	11.00
1. MOLEX INC COM	01/27/2010	11/14/2011	25.00	22.00	3.00
1. MOLEX INC COM	01/27/2010	11/14/2011	25.00	22.00	3.00
64. OCCIDENTAL PETROLEUM C	07/11/2007	11/14/2011	6,235.00	3,816.00	2,419.00
64. OCCIDENTAL PETROLEUM C	07/11/2007	11/14/2011	6,264.00	3,816.00	2,448.00
49. GENERAL MILLS INC COM	10/16/2007	11/15/2011	1,926.00	1,437.00	489.00
8. MOLEX INC COM	01/27/2010	11/15/2011	197.00	172.00	25.00
58. AMERICAN ELECTRIC POWE	11/09/2009	11/16/2011	2,241.00	1,814.00	427.00
16. AMERICAN ELECTRIC POWE	11/06/2009	11/16/2011	618.00	496.00	122.00
12. ANALOG DEVICES INC COM	07/16/2009	11/16/2011	440.00	302.00	138.00
41. ANALOG DEVICES INC COM	07/15/2009	11/16/2011	1,504.00	1,022.00	482.00
53. ANALOG DEVICES INC COM	07/15/2009	11/16/2011	1,973.00	1,321.00	652.00
97. ANALOG DEVICES INC COM	07/10/2009	11/16/2011	3,612.00	2,319.00	1,293.00
27. AUTOMATIC DATA PROCESS	12/03/2009	11/16/2011	1,393.00	1,175.00	218.00
8. CAPITAL ONE FINL CORP C	09/13/2010	11/16/2011	342.00	320.00	22.00
76. CITIGROUP INC CONV PFD EQUIVALENT	01/05/2010	11/16/2011	6,382.00	7,520.00	-1,138.00
3. CITIGROUP INC NEW COM	01/19/2010	11/16/2011	82.00	107.00	-25.00 *

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 4. GENERAL ELECTRIC CO	07/27/2007	11/16/2011	64.00	152.00	-88.00
2. GENERAL ELECTRIC CO	07/04/2007	11/16/2011	32.00	76.00	-44.00
11. GENERAL ELECTRIC CO	08/22/2007	11/16/2011	177.00	404.00	-227.00
6. GENERAL ELECTRIC CO	08/19/2007	11/16/2011	97.00	218.00	-121.00
6. GENERAL ELECTRIC CO	08/05/2007	11/16/2011	97.00	214.00	-117.00
66. GENERAL ELECTRIC CO	08/22/2007	11/16/2011	1,064.00	2,135.00	-1,071.00
13. GENERAL ELECTRIC CO	09/10/2007	11/16/2011	210.00	418.00	-208.00
7. GENERAL ELECTRIC CO	09/17/2007	11/16/2011	113.00	220.00	-107.00
38. GENERAL ELECTRIC CO	08/11/2008	11/16/2011	613.00	1,139.00	-526.00
3. GENERAL ELECTRIC CO	05/04/2010	11/16/2011	48.00	56.00	-8.00
8. HERSHEY FOODS CORP COM	07/28/2009	11/16/2011	455.00	331.00	124.00
1. JOHNSON & JOHNSON	07/18/2007	11/16/2011	65.00	62.00	3.00
22. KEYCORP NEW COM	10/07/2010	11/16/2011	162.00	183.00	-21.00
4. KIMBERLY-CLARK CORPORAT	08/16/2010	11/16/2011	283.00	259.00	24.00
127. LIMITED BRANDS INC CO	06/01/2010	11/16/2011	5,546.00	3,233.00	2,313.00
12. NEXTERA ENERGY INC COM	07/11/2010	11/16/2011	669.00	651.00	18.00
10. NEXTERA ENERGY INC COM	08/02/2010	11/16/2011	557.00	538.00	19.00
15. NEXTERA ENERGY INC COM	08/03/2010	11/16/2011	836.00	807.00	29.00
21. PEOPLES UTD FINL INC C	07/07/2010	11/16/2011	263.00	307.00	-44.00
35. PEOPLES UTD FINL INC C	07/07/2010	11/16/2011	444.00	512.00	-68.00
300. PEOPLES UTD FINL INC	07/29/2010	11/16/2011	3,809.00	4,175.00	-366.00
24. PRUDENTIAL FINL INC CO	02/27/2009	11/16/2011	1,261.00	415.00	846.00
5. RAYTHEON CO COM NEW	03/18/2009	11/16/2011	225.00	177.00	48.00
16. TEXAS INSTRUMENTS INC	03/18/2009	11/16/2011	511.00	268.00	243.00
19. XL GROUP PLC COM	12/03/2009	11/16/2011	383.00	345.00	38.00

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58-6049441

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

(a) Description of property (Example. 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 43. XL GROUP PLC COM	12/03/2009	11/16/2011	879.00	782.00	97.00
107. XL GROUP PLC COM	08/03/2009	11/16/2011	2,187.00	1,540.00	647.00
123. AMERICAN ELECTRIC POW	11/06/2009	11/17/2011	4,734.00	3,809.00	925.00
25. AUTOMATIC DATA PROCESS	12/03/2009	11/17/2011	1,261.00	1,088.00	173.00
53. AUTOMATIC DATA PROCESS	06/19/2009	11/17/2011	2,674.00	1,890.00	784.00
14. CON-WAY INC COM	07/28/2010	11/17/2011	389.00	489.00	-100.00
39. CON-WAY INC COM	07/01/2010	11/17/2011	1,085.00	1,152.00	-67.00
47. XL GROUP PLC COM	08/03/2009	11/17/2011	928.00	676.00	252.00
58. XL GROUP PLC COM	07/31/2009	11/17/2011	1,145.00	822.00	323.00
154. XL GROUP PLC COM	07/31/2009	11/17/2011	3,040.00	2,157.00	883.00
172. GENERAL MILLS INC COM	10/16/2007	11/18/2011	6,638.00	5,044.00	1,594.00
62. GEN PARTS CO., COM	07/16/2009	11/18/2011	3,507.00	2,108.00	1,399.00
15. GEN PARTS CO., COM	07/16/2009	11/18/2011	848.00	510.00	338.00
78. METLIFE INC	02/18/2009	11/18/2011	2,391.00	4,261.00	-1,870.00 *
56. OCCIDENTAL PETROLEUM C	07/11/2007	11/18/2011	5,254.00	3,339.00	1,915.00
1. PEOPLES UTD FINL INC CO	07/29/2010	11/18/2011	12.00	14.00	-2.00
213. PEOPLES UTD FINL INC	07/29/2010	11/18/2011	2,604.00	2,955.00	-351.00
1. TE CONNECTIVITY LTD COM	04/29/2010	11/18/2011	33.00	32.00	1.00
4. TE CONNECTIVITY LTD COM	04/29/2010	11/18/2011	132.00	129.00	3.00
75. TE CONNECTIVITY LTD CO	04/29/2010	11/18/2011	2,468.00	2,408.00	60.00
64. TE CONNECTIVITY LTD CO	04/29/2010	11/18/2011	2,110.00	2,055.00	55.00
11. TE CONNECTIVITY LTD CO	04/29/2010	11/18/2011	363.00	352.00	11.00
154. AIR PRODUCTS & CHEMIC	07/11/2007	11/21/2011	12,232.00	12,671.00	-439.00
36. AIR PRODUCTS & CHEMICA	10/29/2008	11/21/2011	2,859.00	1,918.00	941.00
31. ALLEGHENY TECHNOLOGIES	04/06/2010	11/21/2011	1,393.00	1,751.00	-358.00

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

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 68. ALLEGHENY TECHNOLOGIES	06/14/2010	11/21/2011	3,056.00	3,645.00	-589.00
100. FREEPORT-MCMORAN COPP INC COM	08/22/2007	11/21/2011	3,605.00	4,690.00	-1,085.00
4. GEN PARTS CO., COM	07/16/2009	11/21/2011	221.00	136.00	85.00
8. GEN PARTS CO., COM	07/16/2009	11/21/2011	443.00	271.00	172.00
34. GEN PARTS CO., COM	02/05/2009	11/21/2011	1,881.00	1,134.00	747.00
34. GEN PARTS CO., COM	02/04/2009	11/21/2011	1,881.00	1,121.00	760.00
26. GEN PARTS CO., COM	02/03/2009	11/21/2011	1,439.00	837.00	602.00
29. GEN PARTS CO., COM	02/02/2009	11/21/2011	1,605.00	921.00	684.00
14. GEN PARTS CO., COM	02/02/2009	11/21/2011	775.00	445.00	330.00
3. GEN PARTS CO., COM	02/03/2009	11/21/2011	166.00	95.00	71.00
69. GEN PARTS CO., COM	03/04/2009	11/21/2011	3,818.00	1,855.00	1,963.00
1. PG&E CORPORATION	07/14/2009	11/21/2011	38.00	38.00	
141. PG&E CORPORATION	07/13/2009	11/21/2011	5,381.00	5,337.00	44.00
22. PPG INDUSTRIES INC	10/08/2009	11/21/2011	1,794.00	1,303.00	491.00
71. PPG INDUSTRIES INC	10/08/2009	11/21/2011	5,791.00	4,194.00	1,597.00
280. US BANCORP DEL COM NE	07/11/2007	11/21/2011	6,882.00	9,153.00	-2,271.00
60. US BANCORP DEL COM NEW	07/11/2007	11/21/2011	1,475.00	1,961.00	-486.00 *
54. UNITED TECHNOLOGIES CO	11/04/2010	11/21/2011	3,969.00	4,133.00	-164.00
4. UNITED TECHNOLOGIES COR	11/04/2010	11/21/2011	294.00	306.00	-12.00 *
68. UNITED TECHNOLOGIES CO	07/11/2007	11/21/2011	4,996.00	4,951.00	45.00
66. UNITED TECHNOLOGIES CO	07/11/2007	11/21/2011	4,851.00	4,805.00	46.00
86. WHOLE FOODS MKT INC CO	11/16/2010	11/21/2011	5,439.00	4,021.00	1,418.00
28. WHOLE FOODS MKT INC CO	05/19/2010	11/21/2011	1,771.00	1,118.00	653.00
29. TE CONNECTIVITY LTD CO	04/29/2010	11/21/2011	929.00	928.00	1.00
120. TE CONNECTIVITY LTD C	04/30/2010	11/21/2011	3,843.00	3,837.00	6.00

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6a 7. PACKAGING CORP AMER COM	06/19/2009	11/22/2011	175.00	103.00	72.00
70. PACKAGING CORP AMER CO	06/22/2009	11/22/2011	1,749.00	995.00	754.00
65. J P MORGAN CHASE & CO	11/13/2007	11/23/2011	1,853.00	2,938.00	-1,085.00
82. PACKAGING CORP AMER CO	06/22/2009	11/23/2011	1,997.00	1,166.00	831.00
12. PACKAGING CORP AMER CO	06/22/2009	11/23/2011	292.00	169.00	123.00
31. PACKAGING CORP AMER CO	06/23/2009	11/23/2011	755.00	434.00	321.00
70. WELLS FARGO COMPANY	07/11/2007	11/23/2011	1,639.00	2,440.00	-801.00 *
58. PACKAGING CORP AMER CO	06/23/2009	11/25/2011	1,420.00	813.00	607.00
20. UNITED TECHNOLOGIES CO	11/04/2010	12/06/2011	1,533.00	1,531.00	2.00
8. UNITED TECHNOLOGIES COR	05/04/2010	12/06/2011	613.00	593.00	20.00
142. UNITED TECHNOLOGIES C	06/29/2009	12/06/2011	10,885.00	7,444.00	3,441.00
1431.434 COLUMBIA ACORN IN FUND CL Z	12/05/2007	12/09/2011	50,000.00	68,236.00	-18,236.00
6996.269 COLUMBIA MULTI-AD EQUITY FUND CLASS Z SHARES	06/14/2007	12/09/2011	75,000.00	131,250.00	-56,250.00
20. CAPITAL ONE FINL CORP	09/13/2010	12/12/2011	900.00	800.00	100.00
1. CAPITAL ONE FINL CORP C	08/11/2010	12/12/2011	45.00	40.00	5.00
34. CAPITAL ONE FINL CORP	10/07/2010	12/12/2011	1,529.00	1,340.00	189.00
33. DEVON ENERGY CORPORATI	12/02/2010	12/12/2011	2,097.00	2,415.00	-318.00
5. ENTERGY CORP NEW COM	08/12/2010	12/12/2011	354.00	396.00	-42.00
25. ENTERGY CORP NEW COM	08/16/2010	12/12/2011	1,768.00	1,955.00	-187.00
1. HEWLETT PACKARD CO COM	09/08/2007	12/12/2011	27.00	46.00	-19.00
5. HEWLETT PACKARD CO COM	07/18/2007	12/12/2011	136.00	221.00	-85.00
2. HEWLETT PACKARD CO COM	04/02/2008	12/12/2011	54.00	88.00	-34.00
1. HEWLETT PACKARD CO COM	08/08/2007	12/12/2011	27.00	44.00	-17.00
25. HEWLETT PACKARD CO COM	01/18/2008	12/12/2011	679.00	1,093.00	-414.00
34. HEWLETT PACKARD CO COM	06/11/2009	12/12/2011	923.00	1,271.00	-348.00

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6a 2. HEWLETT PACKARD CO COM	02/06/2009	12/12/2011	54.00	73.00	-19.00
11. HEWLETT PACKARD CO COM	01/16/2009	12/12/2011	299.00	383.00	-84.00
1. HEWLETT PACKARD CO COM	12/03/2008	12/12/2011	27.00	34.00	-7.00
7. HEWLETT PACKARD CO COM	04/09/2009	12/12/2011	190.00	240.00	-50.00
50. HEWLETT PACKARD CO COM	07/11/2007	12/12/2011	1,358.00	2,278.00	-920.00
8. HEWLETT PACKARD CO COM	07/11/2007	12/12/2011	217.00	364.00	-147.00 *
77. KEYCORP NEW COM	10/07/2010	12/12/2011	554.00	641.00	-87.00
4. ELI LILLY & CO COM	08/23/2010	12/12/2011	155.00	144.00	11.00
12. ELI LILLY & CO COM	08/16/2010	12/12/2011	466.00	428.00	38.00
33. PRUDENTIAL FINL INC CO	02/27/2009	12/12/2011	1,597.00	571.00	1,026.00
7. ROSS STORES INC	07/13/2010	12/12/2011	653.00	378.00	275.00
1. ROSS STORES INC	06/01/2010	12/12/2011	93.00	53.00	40.00
1. ROSS STORES INC	02/17/2010	12/12/2011	93.00	47.00	46.00
17. ROSS STORES INC	01/19/2010	12/12/2011	1,586.00	772.00	814.00
123. TEXAS INSTRUMENTS INC	03/18/2009	12/12/2011	3,561.00	2,062.00	1,499.00
102. TEXAS INSTRUMENTS INC	02/27/2009	12/12/2011	2,953.00	1,486.00	1,467.00
1. 3M CO COM	12/05/2010	12/12/2011	80.00	88.00	-8.00
23. WALGREEN CO COM	10/02/2009	12/12/2011	777.00	880.00	-103.00
10. MOLEX INC COM	01/27/2010	12/14/2011	229.00	215.00	14.00
11. MOLEX INC COM	12/22/2009	12/14/2011	252.00	237.00	15.00
2. MOLEX INC COM	12/21/2009	12/14/2011	46.00	42.00	4.00
23. MOLEX INC COM	12/18/2009	12/14/2011	526.00	477.00	49.00
33. MOLEX INC COM	12/17/2009	12/14/2011	755.00	677.00	78.00
56. CELGENE CORP	11/16/2009	12/19/2011	3,610.00	3,012.00	598.00
45. CELGENE CORP	08/23/2010	12/19/2011	2,901.00	2,420.00	481.00

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

Schedule D-1 (Form 1041) 2011

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Employer identification number

THE RAY M & MARY E LEE FOUNDATION, INC

58-6049441

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 44. CELGENE CORP	08/23/2010	12/19/2011	2,837.00	2,365.00	472.00
95. FRANKLIN RES INC COM	04/06/2010	12/19/2011	8,830.00	10,846.00	-2,016.00
64. INTERNATIONAL BUSINESS CORP COM	12/01/2008	12/19/2011	11,707.00	5,038.00	6,669.00
40. UNITED TECHNOLOGIES CO	06/29/2009	12/19/2011	2,882.00	2,097.00	785.00
65. UNITED TECHNOLOGIES CO	07/14/2009	12/19/2011	4,683.00	3,358.00	1,325.00
1468.86 COLUMBIA ACORN INT FUND CL Z	12/05/2007	12/22/2011	50,000.00	70,021.00	-20,021.00
7149.666 COLUMBIA MULTI-AD EQUITY FUND CLASS Z SHARES	06/14/2007	12/22/2011	75,000.00	134,128.00	-59,128.00
32. ALEXION PHARMACEUTICAL	05/04/2010	12/27/2011	2,296.00	870.00	1,426.00
21. ALLEGHENY TECHNOLOGIES	06/14/2010	12/27/2011	1,028.00	1,126.00	-98.00
49. ALLERGAN INC COM	04/06/2010	12/27/2011	4,314.00	3,164.00	1,150.00
3. CHEVRONTExACO CORP COM	05/28/2008	12/27/2011	325.00	291.00	34.00
42. CHEVRONTExACO CORP COM	05/21/2008	12/27/2011	4,546.00	4,035.00	511.00
29. COSTCO WHOLESALE CORP	11/29/2010	12/27/2011	2,451.00	1,934.00	517.00
90. EMC CORP/MASS	07/07/2010	12/27/2011	1,949.00	1,709.00	240.00
17. EXPRESS SCRIPTS INC CL	10/05/2010	12/27/2011	765.00	837.00	-72.00 *
4. EXXON MOBIL CORPORATION	02/13/2010	12/27/2011	341.00	274.00	67.00
7.295 EXXON MOBIL CORPORAT	08/10/2010	12/27/2011	623.00	452.00	171.00
2.705 EXXON MOBIL CORPORAT	08/08/2007	12/27/2011	231.00	242.00	-11.00
15. EXXON MOBIL CORPORATIO	08/08/2007	12/27/2011	1,280.00	1,343.00	-63.00 *
1. ESTEE LAUDER COMPANIES	11/04/2010	12/27/2011	115.00	72.00	43.00
2. MICROSOFT CORPORATION	09/10/2007	12/27/2011	52.00	58.00	-6.00
51. MICROSOFT CORPORATION	07/11/2007	12/27/2011	1,329.00	1,508.00	-179.00 *
39. MICROSOFT CORPORATION	07/11/2007	12/27/2011	1,016.00	1,153.00	-137.00
89. MICROSOFT CORPORATION	07/11/2007	12/27/2011	2,320.00	2,631.00	-311.00 *
4. OCCIDENTAL PETROLEUM CO	06/14/2010	12/27/2011	381.00	345.00	36.00

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6a 84. ORACLE CORPORATION	08/23/2010	12/27/2011	2,160.00	1,935.00	225.00
1. QUALCOMM INC	07/02/2007	12/27/2011	55.00	52.00	3.00
65. SAINT JUDE MEDICAL INC	01/12/2010	12/27/2011	2,265.00	2,491.00	-226.00
29. STARBUCKS CORP COM	03/18/2010	12/27/2011	1,334.00	730.00	604.00
27. WHOLE FOODS MKT INC CO	05/19/2010	12/27/2011	1,858.00	1,078.00	780.00
64. NABORS INDUSTRIES INC	07/14/2009	12/27/2011	1,167.00	980.00	187.00
23. HASBRO INC COM	09/24/2010	01/03/2012	744.00	1,018.00	-274.00
42. HASBRO INC COM	07/11/2007	01/03/2012	1,358.00	1,330.00	28.00
1. HASBRO INC COM	07/23/2009	01/03/2012	32.00	27.00	5.00
2. ORACLE CORPORATION	08/23/2010	01/04/2012	51.00	46.00	5.00
80. ORACLE CORPORATION	08/23/2010	01/04/2012	2,053.00	1,841.00	212.00
211. ORACLE CORPORATION	06/14/2010	01/04/2012	5,415.00	4,843.00	572.00
416. ORACLE CORPORATION	06/01/2010	01/04/2012	10,677.00	9,441.00	1,236.00
105. SAINT JUDE MEDICAL IN	01/12/2010	01/04/2012	3,635.00	4,024.00	-389.00
164. SAINT JUDE MEDICAL IN	07/27/2010	01/04/2012	5,678.00	6,127.00	-449.00
3. TAUBMAN CTRS INC COM	02/22/2010	01/06/2012	188.00	110.00	78.00
8. WISCONSIN ENERGY CORP C	08/12/2010	01/06/2012	275.00	220.00	55.00
14. DELL INC	10/02/2009	01/12/2012	223.00	212.00	11.00
3. DELL INC	09/28/2009	01/12/2012	48.00	45.00	3.00
2. DELL INC	09/05/2009	01/12/2012	32.00	30.00	2.00
84. DELL INC	01/19/2010	01/12/2012	1,339.00	1,240.00	99.00
96. GAP INC	05/13/2009	01/12/2012	1,737.00	1,477.00	260.00
71. GENERAL ELECTRIC CO	12/29/2010	01/12/2012	1,345.00	1,305.00	40.00
6. GENERAL ELECTRIC CO	01/19/2010	01/12/2012	114.00	100.00	14.00
8. HEWLETT PACKARD CO COM	06/15/2007	01/12/2012	215.00	373.00	-158.00

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

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 27. HEWLETT PACKARD CO COM	04/09/2009	01/12/2012	726.00	927.00	-201.00
81. INTEL CORP COM	01/19/2010	01/12/2012	2,088.00	1,708.00	380.00
20. INTEL CORP COM	07/07/2008	01/12/2012	516.00	413.00	103.00
3. INTEL CORP COM	02/19/2008	01/12/2012	77.00	61.00	16.00
4. INTEL CORP COM	10/02/2009	01/12/2012	103.00	77.00	26.00
332. INTEL CORP COM	09/26/2008	01/12/2012	8,558.00	6,211.00	2,347.00
6. INTERNATIONAL BUSINESS CORP COM	07/11/2007	01/12/2012	1,083.00	654.00	429.00
21. WALGREEN CO COM	10/02/2009	01/12/2012	699.00	804.00	-105.00
2. WALGREEN CO COM	09/28/2009	01/12/2012	67.00	76.00	-9.00
18. WALGREEN CO COM	10/27/2009	01/12/2012	599.00	684.00	-85.00
2. WALGREEN CO COM	09/03/2009	01/12/2012	67.00	74.00	-7.00
2. WALGREEN CO COM	04/23/2010	01/12/2012	67.00	72.00	-5.00
10. WALGREEN CO COM	11/03/2010	01/12/2012	333.00	350.00	-17.00
75. WALGREEN CO COM	10/07/2010	01/12/2012	2,497.00	2,540.00	-43.00
148. ALEXION PHARMACEUTICA	05/04/2010	01/17/2012	11,325.00	4,023.00	7,302.00
46. ALLERGAN INC COM	04/06/2010	01/17/2012	4,065.00	2,970.00	1,095.00
14. ALLERGAN INC COM	08/24/2009	01/17/2012	1,237.00	784.00	453.00
7. ALLERGAN INC COM	07/28/2009	01/17/2012	619.00	366.00	253.00
14. AMERICAN TOWER CORP CO	02/26/2009	01/17/2012	874.00	452.00	422.00
56. AMERICAN TOWER CORP CO	04/07/2009	01/17/2012	3,495.00	1,791.00	1,704.00
126. EXXON MOBIL CORPORATI	08/10/2010	01/17/2012	10,813.00	7,799.00	3,014.00
19. ALBEMARLE CORP COM	02/08/2010	01/19/2012	1,150.00	664.00	486.00
2. ALBEMARLE CORP COM	02/20/2009	01/19/2012	121.00	40.00	81.00
10. PUBLIC SERVICE ENTERPR COM	09/06/2010	01/20/2012	300.00	322.00	-22.00
14. PUBLIC SERVICE ENTERPR COM	01/26/2009	01/20/2012	420.00	448.00	-28.00 *

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 4. PUBLIC SERVICE ENTERPRISE	01/26/2009	01/20/2012	120.00	128.00	-8.00 *
5. PUBLIC SERVICE ENTERPRISE	07/05/2010	01/20/2012	150.00	168.00	-18.00 *
2. PUBLIC SERVICE ENTERPRISE	07/05/2010	01/20/2012	60.00	67.00	-7.00
14. PUBLIC SERVICE ENTERPRISE COM	07/05/2010	01/20/2012	420.00	471.00	-51.00 *
14. SEMPRA ENERGY COM	07/11/2007	01/20/2012	785.00	814.00	-29.00
8. SEMPRA ENERGY COM	07/11/2007	01/20/2012	449.00	465.00	-16.00 *
8. WISCONSIN ENERGY CORP COM	08/12/2010	01/20/2012	273.00	220.00	53.00
6. WISCONSIN ENERGY CORP COM	08/12/2010	01/20/2012	204.00	165.00	39.00
60. WISCONSIN ENERGY CORP	01/12/2010	01/20/2012	2,045.00	1,517.00	528.00
89. CHEVRONTXACO CORP COM	05/21/2008	01/31/2012	9,129.00	8,551.00	578.00
10. GOOGLE INC CL A	07/11/2007	01/31/2012	5,771.00	5,426.00	345.00
11. TEXAS INSTRUMENTS INC	03/10/2009	01/31/2012	354.00	173.00	181.00
6. UNITED STS STL CORP NEW	05/11/2010	01/31/2012	177.00	321.00	-144.00
1. UNITED STS STL CORP NEW	01/28/2010	01/31/2012	29.00	47.00	-18.00
16. UNITED STS STL CORP NEW	07/28/2010	01/31/2012	472.00	719.00	-247.00
11. UNITED STS STL CORP NEW	07/20/2009	01/31/2012	324.00	424.00	-100.00
19. UNITED STS STL CORP NEW	07/21/2009	01/31/2012	560.00	731.00	-171.00
9. HERSHEY FOODS CORP COM	01/13/2011	02/01/2012	543.00	449.00	94.00
2. HERSHEY FOODS CORP COM	01/13/2011	02/01/2012	121.00	100.00	21.00
2. HERSHEY FOODS CORP COM	01/14/2011	02/01/2012	121.00	99.00	22.00
40. CAPITAL ONE FINL CORP	10/07/2010	02/07/2012	1,901.00	1,577.00	324.00
34. CAPITAL ONE FINL CORP	11/23/2009	02/07/2012	1,615.00	1,318.00	297.00
14. CAPITAL ONE FINL CORP	11/03/2010	02/07/2012	665.00	523.00	142.00
10. COACH INC COM	07/13/2010	02/07/2012	729.00	370.00	359.00
1. DELL INC	10/31/2009	02/07/2012	18.00	14.00	4.00

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6a 14. DIAMOND OFFSHORE DRILL	12/02/2010	02/07/2012	879.00	936.00	-57.00
23. EASTMAN CHEMICAL COMPA	05/13/2009	02/07/2012	1,249.00	444.00	805.00
3. GAP INC	05/13/2009	02/07/2012	65.00	46.00	19.00
9. GAP INC	10/22/2008	02/07/2012	196.00	113.00	83.00
1. GAP INC	02/06/2009	02/07/2012	22.00	12.00	10.00
87. GENERAL ELECTRIC CO	01/19/2010	02/07/2012	1,661.00	1,453.00	208.00
1. HERSHEY FOODS CORP COM	07/28/2009	02/07/2012	61.00	41.00	20.00
2. HERSHEY FOODS CORP COM	06/29/2009	02/07/2012	121.00	81.00	40.00
6. HERSHEY FOODS CORP COM	08/22/2009	02/07/2012	363.00	240.00	123.00
3. HERSHEY FOODS CORP COM	08/25/2009	02/07/2012	182.00	118.00	64.00
4. HERSHEY FOODS CORP COM	01/19/2010	02/07/2012	242.00	151.00	91.00
6. HERSHEY FOODS CORP COM	04/09/2009	02/07/2012	363.00	219.00	144.00
12. HUMANA INC COM	11/23/2009	02/07/2012	1,024.00	502.00	522.00
2. PRICELINE COM INC COM	11/03/2010	02/07/2012	1,065.00	754.00	311.00
39. UNITEDHEALTH GROUP INC	06/01/2010	02/07/2012	2,018.00	1,146.00	872.00
165. UNITEDHEALTH GROUP IN	03/18/2009	02/07/2012	8,537.00	3,589.00	4,948.00
14. WISCONSIN ENERGY CORP	01/12/2010	02/08/2012	487.00	354.00	133.00
38. WISCONSIN ENERGY CORP	01/27/2009	02/08/2012	1,321.00	869.00	452.00
22. WISCONSIN ENERGY CORP	01/28/2009	02/08/2012	765.00	502.00	263.00
50. WISCONSIN ENERGY CORP	01/26/2009	02/08/2012	1,738.00	1,126.00	612.00
21. STARWOOD HOTELS & RESO WORLDWIDE INC COM	03/16/2009	02/10/2012	1,178.00	271.00	907.00
153. ORACLE CORPORATION	06/01/2010	02/13/2012	4,348.00	3,472.00	876.00
415. ORACLE CORPORATION	02/29/2008	02/13/2012	11,794.00	7,856.00	3,938.00
5. ORACLE CORPORATION	02/25/2008	02/13/2012	142.00	95.00	47.00
37. PG&E CORPORATION	07/13/2009	02/13/2012	1,527.00	1,401.00	126.00

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6a 356. TEXAS INSTRUMENTS INC	03/10/2009	02/13/2012	11,719.00	5,592.00	6,127.00
78. PG&E CORPORATION	07/13/2009	02/14/2012	3,215.00	2,953.00	262.00
13. VIACOM INC CL B COM	02/08/2011	02/27/2012	613.00	570.00	43.00
145. VIACOM INC CL B COM	10/05/2009	02/27/2012	6,840.00	4,030.00	2,810.00
9. WATSON PHARMACEUTICALS	02/08/2011	02/27/2012	517.00	501.00	16.00
1. AFLAC INC	06/21/2010	03/01/2012	48.00	59.00	-11.00
1. AFLAC INC	05/24/2010	03/01/2012	48.00	59.00	-11.00
9. AFLAC INC	10/07/2010	03/01/2012	429.00	480.00	-51.00
1. APPLE COMPUTER COM	10/07/2010	03/01/2012	544.00	288.00	256.00
12. AUTOZONE INC COM	10/07/2010	03/01/2012	4,539.00	2,793.00	1,746.00
1. BERKSHIRE HATHAWAY INC COM	03/19/2010	03/01/2012	79.00	69.00	10.00
3. CITIGROUP INC NEW COM	01/07/2010	03/01/2012	103.00	115.00	-12.00 *
51.3 CITIGROUP INC NEW COM	01/19/2010	03/01/2012	1,758.00	1,821.00	-63.00 *
50. EASTMAN CHEMICAL COMPA	05/13/2009	03/01/2012	2,699.00	965.00	1,734.00
2. FRANKLIN RES INC COM	01/17/2011	03/01/2012	238.00	260.00	-22.00
3. FRANKLIN RES INC COM	02/16/2011	03/01/2012	357.00	376.00	-19.00
1. FRANKLIN RES INC COM	04/23/2010	03/01/2012	119.00	120.00	-1.00
34. FRANKLIN RES INC COM	01/19/2010	03/01/2012	4,041.00	3,750.00	291.00
90. GENERAL ELECTRIC CO	01/19/2010	03/01/2012	1,720.00	1,503.00	217.00
2. GENERAL ELECTRIC CO	02/17/2010	03/01/2012	38.00	32.00	6.00
3. GENERAL ELECTRIC CO	10/02/2009	03/01/2012	57.00	46.00	11.00
2. GENERAL ELECTRIC CO	07/13/2010	03/01/2012	38.00	30.00	8.00
2. GENERAL ELECTRIC CO	10/27/2009	03/01/2012	38.00	30.00	8.00
19. GENERAL ELECTRIC CO	08/25/2009	03/01/2012	363.00	274.00	89.00
24. LIMITED BRANDS INC COM	06/01/2010	03/01/2012	1,108.00	611.00	497.00

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6a 19. LIMITED BRANDS INC COM	05/13/2009	03/01/2012	877.00	210.00	667.00
16. TIME WARNER CABLE INC	02/09/2011	03/01/2012	1,275.00	1,110.00	165.00
4. TIME WARNER CABLE INC C	12/29/2010	03/01/2012	319.00	264.00	55.00
12. TIME WARNER CABLE INC	12/02/2010	03/01/2012	956.00	779.00	177.00
23. ALBEMARLE CORP COM	02/20/2009	03/05/2012	1,470.00	459.00	1,011.00
32. ALLEGHENY TECHNOLOGIES	06/14/2010	03/13/2012	1,317.00	1,715.00	-398.00
67. ALLEGHENY TECHNOLOGIES	07/27/2010	03/13/2012	2,758.00	3,498.00	-740.00
76. HERSHEY FOODS CORP COM	06/14/2010	03/13/2012	4,602.00	3,878.00	724.00
115. SOUTHWESTERN ENERGY C	11/16/2010	03/13/2012	3,774.00	4,293.00	-519.00
46. METLIFE INC	02/18/2009	03/21/2012	1,784.00	2,513.00	-729.00
32. METLIFE INC	02/18/2009	03/21/2012	1,241.00	1,748.00	-507.00 *
145. TARGET CORP	08/06/2010	03/21/2012	8,399.00	7,587.00	812.00
8. DIEBOLD CORP	11/01/2010	03/23/2012	309.00	251.00	58.00
8. HERTZ GLOBAL HLDGS INC	11/12/2010	03/23/2012	120.00	97.00	23.00
20. HERTZ GLOBAL HLDGS INC	11/17/2010	03/23/2012	300.00	237.00	63.00
9. HERTZ GLOBAL HLDGS INC	11/16/2010	03/23/2012	135.00	104.00	31.00
5. SAFEWAY INC	02/17/2011	03/23/2012	104.00	112.00	-8.00 *
8. SAFEWAY INC	02/18/2011	03/23/2012	166.00	179.00	-13.00 *
1. SAFEWAY INC	02/22/2011	03/23/2012	21.00	22.00	-1.00 *
14. SAFEWAY INC	02/22/2011	03/23/2012	291.00	314.00	-23.00 *
98. APACHE CORP COM	08/10/2009	03/26/2012	9,836.00	8,661.00	1,175.00
52. CUMMINS ENGINE INC COM	03/08/2010	03/26/2012	6,452.00	3,114.00	3,338.00
70. HERSHEY FOODS CORP COM	06/14/2010	03/26/2012	4,271.00	3,572.00	699.00
49. HERSHEY FOODS CORP COM	07/07/2010	03/26/2012	2,989.00	2,440.00	549.00
27. UNION PACIFIC CORPORAT	01/10/2011	03/26/2012	2,978.00	2,626.00	352.00

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Schedule D-1 (Form 1041) 2011

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THE RAY M & MARY E LEE FOUNDATION, INC

58-6049441

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 47. UNION PACIFIC CORPORAT	12/27/2010	03/26/2012	5,184.00	4,320.00	864.00
153. VIACOM INC CL B COM	10/05/2009	03/26/2012	7,150.00	4,253.00	2,897.00
120. WHOLE FOODS MKT INC C	05/19/2010	03/26/2012	10,134.00	4,790.00	5,344.00
50. AFLAC INC	10/07/2010	03/28/2012	2,297.00	2,666.00	-369.00
1. AFLAC INC	06/01/2010	03/28/2012	46.00	44.00	2.00
1. APPLE COMPUTER COM	10/07/2010	03/28/2012	615.00	288.00	327.00
6. CONOCOPHILLIPS COM	10/27/2009	03/28/2012	454.00	309.00	145.00
16. DISCOVER FINL SVCS COM	03/18/2009	03/28/2012	528.00	105.00	423.00
40. R R DONNELLEY & SONS C COMMON	09/13/2010	03/28/2012	501.00	675.00	-174.00
143. GENERAL ELECTRIC CO	08/25/2009	03/28/2012	2,828.00	2,063.00	765.00
40. INTERNATIONAL BUSINESS CORP COM	07/11/2007	03/28/2012	8,261.00	4,360.00	3,901.00
6. NATIONAL OILWELL VARCO	12/02/2010	03/28/2012	464.00	373.00	91.00
5. NATIONAL OILWELL VARCO	11/03/2010	03/28/2012	387.00	274.00	113.00
1. NATIONAL OILWELL VARCO	03/22/2010	03/28/2012	77.00	44.00	33.00
7. PHILIP MORRIS INTL INC	09/06/2007	03/28/2012	607.00	333.00	274.00
1. PRICELINE COM INC COM	11/03/2010	03/28/2012	716.00	377.00	339.00
2. PRICELINE COM INC COM	10/07/2010	03/28/2012	1,432.00	654.00	778.00
4. UNITED TECHNOLOGIES COR	10/18/2010	03/28/2012	325.00	322.00	3.00
43. UNITED TECHNOLOGIES CO	12/17/2008	03/28/2012	3,492.00	2,159.00	1,333.00
1. UNITED TECHNOLOGIES COR	03/07/2011	03/28/2012	81.00	83.00	-2.00 *
149. AT&T INC	07/11/2007	04/10/2012	4,503.00	5,920.00	-1,417.00
47. AFLAC INC	03/18/2009	04/16/2012	2,012.00	817.00	1,195.00
1. ABBOTT LABS COM	07/20/2007	04/16/2012	60.00	58.00	2.00
1. APPLE COMPUTER COM	10/07/2010	04/16/2012	587.00	288.00	299.00
1. AUTOZONE INC COM	10/07/2010	04/16/2012	381.00	233.00	148.00

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THE RAY M & MARY E LEE FOUNDATION, INC

58-6049441

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 9. AUTOZONE INC COM	09/13/2010	04/16/2012	3,425.00	1,940.00	1,485.00
9. DEVON ENERGY CORPORATIO	12/02/2010	04/16/2012	604.00	659.00	-55.00
29. DISCOVER FINL SVCS COM	03/18/2009	04/16/2012	942.00	190.00	752.00
84. EASTMAN CHEMICAL COMPA	05/13/2009	04/16/2012	4,399.00	1,621.00	2,778.00
17. INTERNATIONAL BUSINESS CORP COM	07/11/2007	04/16/2012	3,474.00	1,853.00	1,621.00
14. J P MORGAN CHASE & CO	02/18/2011	04/16/2012	606.00	681.00	-75.00
409. KEYCORP NEW COM	12/02/2010	04/16/2012	3,309.00	3,305.00	4.00
1. KIMBERLY-CLARK CORPORAT	12/29/2010	04/16/2012	75.00	63.00	12.00
14. KIMBERLY-CLARK CORPORA	12/26/2008	04/16/2012	1,047.00	730.00	317.00
6. LORILLARD INC COM	11/13/2010	04/16/2012	809.00	489.00	320.00
1. LORILLARD INC COM	10/18/2010	04/16/2012	135.00	80.00	55.00
7. PHILIP MORRIS INTL INC	09/06/2007	04/16/2012	610.00	333.00	277.00
15. US BANCORP DEL COM NEW	08/01/2007	04/16/2012	467.00	511.00	-44.00
28. UNITED TECHNOLOGIES CO	12/17/2008	04/16/2012	2,248.00	1,406.00	842.00
13. UNITEDHEALTH GROUP INC	03/18/2009	04/16/2012	752.00	283.00	469.00
1. UNITEDHEALTH GROUP INC	02/27/2009	04/16/2012	58.00	20.00	38.00
169. AMERICAN TOWER CORP C	04/07/2009	04/18/2012	10,846.00	5,406.00	5,440.00
94. PHILIP MORRIS INTL INC	04/07/2008	04/18/2012	8,267.00	4,821.00	3,446.00
138. SOUTHWESTERN ENERGY C	11/16/2010	04/18/2012	3,896.00	5,151.00	-1,255.00
68. UNION PACIFIC CORPORAT	12/27/2010	04/18/2012	7,499.00	6,251.00	1,248.00
85. NABORS INDUSTRIES INC	07/14/2009	04/18/2012	1,343.00	1,301.00	42.00
300. NABORS INDUSTRIES INC	04/20/2009	04/18/2012	4,740.00	4,062.00	678.00
25. TELEFLEX INC COM	11/08/2007	04/27/2012	1,581.00	1,660.00	-79.00
9. HUNT J B TRANS SVCS INC	01/10/2011	05/02/2012	506.00	377.00	129.00
4. KBR INC COM	04/04/2011	05/02/2012	134.00	152.00	-18.00

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(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 123. KBR INC COM	03/07/2011	05/02/2012	4,109.00	4,210.00	-101.00
3. MICROSOFT CORPORATION	09/10/2007	05/02/2012	95.00	88.00	7.00
280. MICROSOFT CORPORATION	01/24/2011	05/02/2012	8,867.00	7,992.00	875.00
46. STARBUCKS CORP COM	03/18/2010	05/02/2012	2,654.00	1,158.00	1,496.00
74. STARBUCKS CORP COM	05/19/2009	05/02/2012	4,269.00	988.00	3,281.00
65. FOSSIL INC COM	02/23/2011	05/08/2012	5,813.00	5,044.00	769.00
1. APPLE COMPUTER COM	10/07/2010	05/09/2012	573.00	288.00	285.00
4. APPLE COMPUTER COM	06/11/2009	05/09/2012	2,292.00	564.00	1,728.00
19. DISCOVER FINL SVCS COM	03/18/2009	05/09/2012	637.00	125.00	512.00
1. EXELON CORP COM	03/14/2009	05/09/2012	39.00	44.00	-5.00
12. EXELON CORP COM	03/18/2009	05/09/2012	462.00	516.00	-54.00
1. EXELON CORP COM	12/29/2010	05/09/2012	39.00	42.00	-3.00
2. EXELON CORP COM	04/27/2011	05/09/2012	77.00	82.00	-5.00
5. EXELON CORP COM	04/04/2011	05/09/2012	193.00	205.00	-12.00
3. EXELON CORP COM	07/13/2010	05/09/2012	116.00	123.00	-7.00
15. FRANKLIN RES INC COM	04/30/2008	05/09/2012	1,732.00	1,444.00	288.00
1. FRANKLIN RES INC COM	08/25/2009	05/09/2012	115.00	96.00	19.00
30. GAMESTOP CORP CL A COM	05/05/2009	05/09/2012	628.00	881.00	-253.00
1. GAMESTOP CORP CL A COM	03/10/2009	05/09/2012	21.00	28.00	-7.00
3. GAMESTOP CORP CL A COM	04/06/2009	05/09/2012	63.00	84.00	-21.00
3. GAMESTOP CORP CL A COM	04/27/2011	05/09/2012	63.00	79.00	-16.00
5. GAMESTOP CORP CL A COM	04/30/2010	05/09/2012	105.00	122.00	-17.00
30. GAMESTOP CORP CL A COM	05/28/2010	05/09/2012	628.00	701.00	-73.00
2. GAMESTOP CORP CL A COM	12/29/2010	05/09/2012	42.00	45.00	-3.00
48. GAMESTOP CORP CL A COM	06/01/2010	05/09/2012	1,005.00	1,069.00	-64.00

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 11. INTERNATIONAL BUSINESS CORP COM	07/11/2007	05/09/2012	2,226.00	1,199.00	1,027.00
7. LORILLARD INC COM	08/21/2009	05/09/2012	897.00	548.00	349.00
6. PHILIP MORRIS INTL INC	09/06/2007	05/09/2012	515.00	285.00	230.00
20. PHILLIPS 66 COM	10/27/2009	05/09/2012	633.00	472.00	161.00
.5 PHILLIPS 66 COM	01/16/2009	05/09/2012	16.00	11.00	5.00
11.5 PHILLIPS 66 COM	12/26/2008	05/09/2012	364.00	255.00	109.00
7. PHILLIPS 66 COM	02/06/2009	05/09/2012	221.00	154.00	67.00
14. PHILLIPS 66 COM	06/11/2009	05/09/2012	443.00	297.00	146.00
22. PHILLIPS 66 COM	05/13/2009	05/09/2012	696.00	453.00	243.00
1. SIMON PPTY GROUP INC NE	03/07/2011	05/09/2012	156.00	106.00	50.00
3. SIMON PPTY GROUP INC NE	01/19/2010	05/09/2012	468.00	228.00	240.00
4. SIMON PPTY GROUP INC NE	10/02/2009	05/09/2012	624.00	267.00	357.00
15. UNITED TECHNOLOGIES CO	12/17/2008	05/09/2012	1,159.00	753.00	406.00
30. UNITED TECHNOLOGIES CO	05/13/2009	05/09/2012	2,318.00	1,498.00	820.00
155. CERNER CORP	04/04/2011	05/17/2012	12,117.00	8,799.00	3,318.00
2. DOVER CORPORATION	07/27/2010	05/17/2012	111.00	96.00	15.00
44. OCCIDENTAL PETROLEUM C	06/14/2010	05/17/2012	3,507.00	3,795.00	-288.00
117. OCCIDENTAL PETROLEUM	06/01/2010	05/17/2012	9,325.00	9,643.00	-318.00
2. PRICELINE COM INC COM	11/04/2010	05/17/2012	1,315.00	764.00	551.00
11. COOPER INDS PLC NEW CO	03/13/2009	05/21/2012	770.00	257.00	513.00
9. COOPER INDS PLC NEW COM	03/12/2009	05/21/2012	630.00	204.00	426.00
174. DELL INC	12/02/2010	05/31/2012	2,155.00	2,359.00	-204.00
7. DEVON ENERGY CORPORATIO	11/03/2010	05/31/2012	415.00	477.00	-62.00
145. EXELON CORP COM	07/13/2010	05/31/2012	5,340.00	5,933.00	-593.00
14. EXELON CORP COM	11/03/2010	05/31/2012	516.00	571.00	-55.00

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6a 10. EXELON CORP COM	12/02/2010	05/31/2012	368.00	394.00	-26.00
8. GAMESTOP CORP CL A COM	06/01/2010	05/31/2012	154.00	178.00	-24.00
38. GAMESTOP CORP CL A COM	08/16/2010	05/31/2012	730.00	756.00	-26.00
4. GAMESTOP CORP CL A COM	08/16/2010	05/31/2012	77.00	79.00	-2.00
1. GENERAL DYNAMICS CORP C	05/30/2010	05/31/2012	64.00	79.00	-15.00
32. GENERAL DYNAMICS CORP	02/09/2011	05/31/2012	2,040.00	2,501.00	-461.00
.5 PHILLIPS 66 COM	05/13/2009	05/31/2012	16.00	10.00	6.00
7. RALPH LAUREN CORP CL A	03/07/2011	05/31/2012	1,033.00	870.00	163.00
90. TESORO PETROLEUM CORP	05/23/2011	05/31/2012	1,975.00	2,106.00	-131.00
17. WAL MART STORES INC CO	09/13/2010	05/31/2012	1,130.00	890.00	240.00
38. ZIMMER HLDGS INC COM	05/17/2011	05/31/2012	2,307.00	2,385.00	-78.00
15. CELANESE CORP DEL SER	03/12/2010	06/04/2012	557.00	491.00	66.00
1. CELANESE CORP DEL SER A	03/12/2010	06/04/2012	37.00	33.00	4.00
1. CELANESE CORP DEL SER A	03/12/2010	06/04/2012	37.00	33.00	4.00
20. CELANESE CORP DEL SER	03/15/2010	06/04/2012	743.00	650.00	93.00
21. MACYS INC COM	04/07/2011	06/04/2012	757.00	536.00	221.00
14. PUBLIC SERVICE ENTERPR COM	01/09/2009	06/06/2012	438.00	482.00	-44.00
38. ROCKWELL INTL CORP	01/31/2011	06/11/2012	2,628.00	3,118.00	-490.00 *
71. ROCKWELL INTL CORP	02/08/2011	06/11/2012	4,909.00	5,965.00	-1,056.00
30. ROCKWELL INTL CORP	02/08/2011	06/11/2012	2,074.00	2,521.00	-447.00 *
88. ACCENTURE PLC CL A COM	04/04/2011	06/11/2012	5,075.00	4,867.00	208.00
82. DISCOVER FINL SVCS COM	07/08/2009	06/19/2012	2,717.00	788.00	1,929.00
42. DISCOVER FINL SVCS COM	07/08/2009	06/21/2012	1,436.00	403.00	1,033.00
41. SPECTRA ENERGY CORP CO	01/21/2010	06/21/2012	1,139.00	928.00	211.00
32. SPECTRA ENERGY CORP CO	03/18/2010	06/21/2012	889.00	722.00	167.00

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6a 55.7 CITIGROUP INC NEW COM	04/09/2009	06/26/2012	1,486.00	1,653.00	-167.00 *
3. CITIGROUP INC NEW COM	02/03/2010	06/26/2012	80.00	122.00	-42.00 *
51.3 CITIGROUP INC NEW COM	02/15/2010	06/26/2012	1,368.00	1,946.00	-578.00 *
27. COCA-COLA ENTERPRISES	06/20/2011	06/26/2012	716.00	777.00	-61.00
52. COSTCO WHOLESALE CORP	11/29/2010	06/26/2012	4,734.00	3,468.00	1,266.00
17. DEVON ENERGY CORPORATI	11/03/2010	06/26/2012	929.00	1,158.00	-229.00
60. R R DONNELLEY & SONS C COMMON	02/06/2009	06/26/2012	685.00	627.00	58.00
5. R R DONNELLEY & SONS CO	02/27/2009	06/26/2012	57.00	41.00	16.00
9. R R DONNELLEY & SONS CO	03/18/2009	06/26/2012	103.00	64.00	39.00
38. DOVER CORPORATION	07/27/2010	06/26/2012	1,957.00	1,820.00	137.00
2. DOVER CORPORATION	01/13/2010	06/26/2012	103.00	89.00	14.00
146. DOVER CORPORATION	07/07/2010	06/26/2012	7,519.00	6,270.00	1,249.00
112. HALLIBURTON COMPANY	04/04/2011	06/26/2012	2,949.00	5,562.00	-2,613.00
376. HALLIBURTON COMPANY	08/10/2010	06/26/2012	9,901.00	11,228.00	-1,327.00
11. INTERNATIONAL PAPER CO	12/02/2010	06/26/2012	308.00	284.00	24.00
158. ESTEE LAUDER COMPANIE	11/04/2010	06/26/2012	8,525.00	5,721.00	2,804.00
28. ESTEE LAUDER COMPANIES	04/20/2009	06/26/2012	1,511.00	372.00	1,139.00
126. ESTEE LAUDER COMPANIE	04/07/2009	06/26/2012	6,798.00	1,592.00	5,206.00
3. QUALCOMM INC	07/14/2007	06/26/2012	161.00	184.00	-23.00
21. QUALCOMM INC	02/24/2011	06/26/2012	1,129.00	1,194.00	-65.00
53. SALESFORCE.COM INC COM	11/30/2009	06/26/2012	7,159.00	3,295.00	3,864.00
20. TESORO PETROLEUM CORP	05/23/2011	06/26/2012	482.00	468.00	14.00
32. PUBLIC SERVICE ENTERPR COM	01/26/2009	06/28/2012	1,013.00	1,025.00	-12.00
61. PUBLIC SERVICE ENTERPR COM	09/10/2010	06/28/2012	1,930.00	1,952.00	-22.00
30. PUBLIC SERVICE ENTERPR COM	02/03/2009	06/28/2012	949.00	938.00	11.00

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6a 18. PUBLIC SERVICE ENTERPR COM	04/27/2009	06/28/2012	570.00	511.00	59.00
36. CELANESE CORP DEL SER	06/29/2011	07/09/2012	1,193.00	1,902.00	-709.00
192. CELANESE CORP DEL SER	02/08/2011	07/09/2012	6,362.00	8,300.00	-1,938.00
4. CHEVRONTEXACO CORP COM	05/21/2008	07/09/2012	416.00	384.00	32.00
21. CHEVRONTEXACO CORP COM	05/20/2008	07/09/2012	2,185.00	2,013.00	172.00
5. CHEVRONTEXACO CORP COM	07/07/2010	07/09/2012	520.00	345.00	175.00
12. PRICELINE COM INC COM	11/04/2010	07/09/2012	7,983.00	4,583.00	3,400.00
14. CULLEN/FROST BANKERS I	02/07/2011	07/12/2012	790.00	825.00	-35.00
14. FIFTH THIRD BANCORP CO	07/23/2010	07/12/2012	186.00	173.00	13.00
2. HUNTINGTON BANCSHARES I	04/23/2010	07/12/2012	13.00	14.00	-1.00
125. HUNTINGTON BANCSHARES	04/23/2010	07/12/2012	793.00	900.00	-107.00
11. SVB FINANCIAL GROUP CO	03/11/2009	07/12/2012	619.00	173.00	446.00
76. COMCAST CORP NEW CL A	03/07/2011	07/19/2012	2,455.00	1,916.00	539.00
4. COMCAST CORP NEW CL A C	04/04/2011	07/19/2012	129.00	101.00	28.00
1. COMCAST CORP NEW CL A C	05/23/2011	07/19/2012	32.00	24.00	8.00
8. COMCAST CORP NEW CL A C	03/18/2008	07/19/2012	258.00	155.00	103.00
1. COMCAST CORP NEW CL A C	03/13/2008	07/19/2012	32.00	19.00	13.00
6. COMCAST CORP NEW CL A C	06/01/2010	07/19/2012	194.00	109.00	85.00
65. COMCAST CORP NEW CL A	11/12/2008	07/19/2012	2,100.00	1,007.00	1,093.00
82. COMCAST CORP NEW CL A	12/26/2008	07/19/2012	2,649.00	1,267.00	1,382.00
29. COMCAST CORP NEW CL A	05/13/2009	07/19/2012	937.00	441.00	496.00
11. HERSHEY FOODS CORP COM	04/09/2009	07/19/2012	788.00	401.00	387.00
2. HERSHEY FOODS CORP COM	05/08/2009	07/19/2012	143.00	73.00	70.00
48. LINCOLN NATL CORP IND	03/07/2011	07/19/2012	1,003.00	1,476.00	-473.00
1. LINCOLN NATL CORP IND C	03/30/2011	07/19/2012	21.00	30.00	-9.00

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

Schedule D-1 (Form 1041) 2011

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THE RAY M & MARY E LEE FOUNDATION, INC

58-6049441

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr.)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 34. LINCOLN NATL CORP IND	04/27/2011	07/19/2012	711.00	1,020.00	-309.00
3. LINCOLN NATL CORP IND C	05/23/2011	07/19/2012	63.00	86.00	-23.00
1. LINCOLN NATL CORP IND C	06/28/2011	07/19/2012	21.00	27.00	-6.00
27. MOODYS CORP COM	05/23/2011	07/19/2012	990.00	1,028.00	-38.00
5. PUBLIC STORAGE INC	06/28/2011	07/19/2012	739.00	559.00	180.00
100. QUALCOMM INC	02/24/2011	07/19/2012	5,882.00	5,686.00	196.00
3. SIMON PPTY GROUP INC NE	10/02/2009	07/19/2012	478.00	200.00	278.00
4. 3M CO COM	12/05/2010	07/19/2012	363.00	353.00	10.00
45. US BANCORP DEL COM NEW	08/01/2007	07/19/2012	1,496.00	1,532.00	-36.00
25. VALERO ENERGY CORP	04/27/2011	07/19/2012	646.00	697.00	-51.00
44. VALERO ENERGY CORP	03/07/2011	07/19/2012	1,137.00	1,224.00	-87.00
21. QUEST DIAGNOSTICS INC	02/01/2011	07/20/2012	1,259.00	1,208.00	51.00
10. QUEST DIAGNOSTICS INC	02/23/2011	07/20/2012	600.00	567.00	33.00
4. QUEST DIAGNOSTICS INC	02/23/2011	07/20/2012	240.00	225.00	15.00
78. ACCENTURE PLC CL A COM	04/04/2011	07/24/2012	4,520.00	4,314.00	206.00
41. COVIDIEN PLC COM	04/18/2011	07/24/2012	2,099.00	2,182.00	-83.00
115. TYCO INTL LTD NEW F C	04/27/2011	07/24/2012	5,932.00	5,855.00	77.00
13. EXPEDIA INC DEL NEW CO	05/20/2011	07/25/2012	594.00	355.00	239.00
12. EXPEDIA INC DEL NEW CO	05/20/2011	07/27/2012	671.00	328.00	343.00
2.5 EXPEDIA INC DEL NEW CO	05/20/2011	07/27/2012	140.00	67.00	73.00
.5 EXPEDIA INC DEL NEW COM	05/20/2011	07/27/2012	28.00	13.00	15.00
25. HERTZ GLOBAL HLDGS INC	11/16/2010	07/27/2012	286.00	289.00	-3.00
4. HERTZ GLOBAL HLDGS INC	07/29/2010	07/27/2012	46.00	45.00	1.00
15. HERTZ GLOBAL HLDGS INC	07/28/2010	07/27/2012	171.00	165.00	6.00
7. MANPOWER INC COM	09/30/2009	07/27/2012	243.00	396.00	-153.00

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(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 6. MANPOWER INC COM	09/25/2009	07/27/2012	208.00	335.00	-127.00
4. MANPOWER INC COM	09/24/2009	07/27/2012	139.00	223.00	-84.00
45. OWENS CORNING INC NEW	04/05/2011	07/27/2012	1,206.00	1,650.00	-444.00
23. OWENS CORNING INC NEW	04/05/2011	07/27/2012	616.00	843.00	-227.00 *
2. PARKER HANNIFIN CORP CO	08/12/2010	07/27/2012	163.00	124.00	39.00
13. PARKER HANNIFIN CORP C	08/12/2010	07/27/2012	1,057.00	806.00	251.00
10. PARKER HANNIFIN CORP C	03/11/2009	07/27/2012	813.00	302.00	511.00
20. INTERNATIONAL FLAVORS INC	07/18/2011	08/03/2012	1,113.00	1,255.00	-142.00
22. INTERNATIONAL FLAVORS INC	11/05/2010	08/03/2012	1,224.00	1,175.00	49.00
75. COSTCO WHOLESALE CORP	11/29/2010	08/06/2012	7,257.00	5,001.00	2,256.00
27. LORILLARD INC COM	07/26/2011	08/06/2012	3,411.00	2,888.00	523.00
4. SCANA CORP W/I	07/21/2011	08/07/2012	197.00	164.00	33.00
8. SCANA CORP W/I	07/20/2011	08/07/2012	394.00	322.00	72.00
6. SCANA CORP W/I	07/15/2011	08/07/2012	295.00	238.00	57.00
36. SCANA CORP W/I	07/15/2011	08/07/2012	1,771.00	1,425.00	346.00
37. SEMPRA ENERGY COM	07/11/2007	08/07/2012	2,589.00	2,152.00	437.00
10. COACH INC COM	07/13/2010	08/09/2012	551.00	370.00	181.00
13. DISCOVER FINL SVCS COM	03/18/2009	08/09/2012	477.00	85.00	392.00
3. PUBLIC STORAGE INC	06/28/2011	08/09/2012	432.00	336.00	96.00
4. PUBLIC STORAGE INC	04/04/2011	08/09/2012	575.00	446.00	129.00
10. QUALCOMM INC	06/28/2011	08/09/2012	615.00	554.00	61.00
42. VALERO ENERGY CORP	03/07/2011	08/09/2012	1,202.00	1,169.00	33.00
2. VALERO ENERGY CORP	05/23/2011	08/09/2012	57.00	52.00	5.00
47. VALERO ENERGY CORP	12/02/2010	08/09/2012	1,345.00	968.00	377.00
5. EXXON MOBIL CORPORATION	08/15/2007	08/13/2012	439.00	453.00	-14.00 *

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 100000. GENERAL ELEC CAP C	05/18/2011	08/13/2012	100,000.00	103,365.00	-3,365.00
15. MICROSOFT CORPORATION	06/13/2007	08/13/2012	453.00	490.00	-37.00 *
3. SCANA CORP W/I	07/15/2011	08/15/2012	146.00	119.00	27.00
11. SCANA CORP W/I	07/19/2011	08/15/2012	536.00	435.00	101.00
13. SCANA CORP W/I	07/18/2011	08/15/2012	633.00	512.00	121.00
9. SCANA CORP W/I	07/19/2011	08/15/2012	438.00	353.00	85.00
17. SCANA CORP W/I	08/05/2011	08/15/2012	828.00	628.00	200.00
6. SCANA CORP W/I	08/05/2011	08/15/2012	292.00	219.00	73.00
3. AT&T INC	07/11/2007	08/16/2012	112.00	119.00	-7.00
7. ALTRIA GROUP INC	07/10/2007	08/16/2012	247.00	154.00	93.00
10. INTEL CORP COM	07/05/2011	08/16/2012	265.00	272.00	-7.00
17. J P MORGAN CHASE & CO	11/13/2007	08/16/2012	631.00	768.00	-137.00
1. METLIFE INC	02/18/2009	08/16/2012	35.00	55.00	-20.00
14. MICROSOFT CORPORATION	06/13/2007	08/16/2012	432.00	458.00	-26.00 *
4. NUCOR CORP COM	05/04/2011	08/16/2012	160.00	181.00	-21.00
6. PNC BANK CORP COM	07/11/2007	08/16/2012	370.00	426.00	-56.00
5. PRICE T ROWE GROUP INC	02/13/2010	08/16/2012	312.00	308.00	4.00
4. RAYTHEON CO COM NEW	04/21/2011	08/16/2012	225.00	200.00	25.00
2. SEMPRA ENERGY COM	06/24/2007	08/16/2012	139.00	115.00	24.00
1. TEXAS INSTRUMENTS INC C	04/06/2011	08/16/2012	30.00	39.00	-9.00
6. TEXAS INSTRUMENTS INC C	06/07/2011	08/16/2012	181.00	210.00	-29.00
19. US BANCORP DEL COM NEW	07/11/2007	08/16/2012	631.00	621.00	10.00
2. UNITED TECHNOLOGIES COR	06/15/2011	08/16/2012	158.00	172.00	-14.00 *
8. WELLS FARGO COMPANY	07/11/2007	08/16/2012	273.00	279.00	-6.00 *
5. ACCENTURE PLC CL A COM	08/02/2011	08/16/2012	306.00	308.00	-2.00

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(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 9. COVENTRY HEALTH CARE IN	02/18/2011	08/20/2012	372.00	274.00	98.00
10. COVENTRY HEALTH CARE I	02/17/2011	08/20/2012	413.00	304.00	109.00
11. COVENTRY HEALTH CARE I	01/10/2011	08/20/2012	455.00	321.00	134.00
11. COVENTRY HEALTH CARE I	01/07/2011	08/20/2012	455.00	320.00	135.00
20. COVENTRY HEALTH CARE I	01/06/2011	08/20/2012	827.00	577.00	250.00
28. COVENTRY HEALTH CARE I	01/05/2011	08/20/2012	1,157.00	804.00	353.00
76. COSTCO WHOLESALE CORP	11/29/2010	08/22/2012	7,237.00	5,068.00	2,169.00
67. HUNT J B TRANS SVCS IN	01/10/2011	08/22/2012	3,649.00	2,810.00	839.00
9. HUNT J B TRANS SVCS INC	12/13/2010	08/22/2012	490.00	359.00	131.00
114. TJX COMPANIES INC	08/15/2011	08/22/2012	5,243.00	3,052.00	2,191.00
7. COVIDIEN PLC COM	04/18/2011	08/22/2012	386.00	372.00	14.00
227. COVIDIEN PLC COM	03/07/2011	08/22/2012	12,523.00	12,042.00	481.00
6. ALLIANCE DATA SYS CORP	06/29/2011	08/28/2012	827.00	558.00	269.00
12. BIOGEN IDEC INC	07/05/2011	08/28/2012	1,764.00	1,360.00	404.00
5. CHEVRONTXACO CORP COM	07/07/2010	08/28/2012	563.00	345.00	218.00
17. CONTINENTAL RES INC OK	03/09/2010	08/28/2012	1,260.00	700.00	560.00
9230.769 DELAWARE EMERGING CL INSTL CL	03/03/2011	08/28/2012	118,338.00	150,000.00	-31,662.00
18. EMC CORP/MASS	07/07/2010	08/28/2012	476.00	342.00	134.00
19. EXPRESS SCRIPTS HLDG C	04/26/2011	08/28/2012	1,172.00	1,061.00	111.00
14. HUNT J B TRANS SVCS IN	12/13/2010	08/28/2012	746.00	559.00	187.00
2425. ISHARES MSCI EMERGIN FUND	12/16/2009	08/28/2012	96,005.00	100,856.00	-4,851.00
2410. ISHARES MSCI EMERGIN FUND	08/19/2010	08/28/2012	95,411.00	98,846.00	-3,435.00
4580. ISHARES MSCI EMERGIN FUND	05/29/2009	08/28/2012	181,320.00	151,552.00	29,768.00
25. KBR INC COM	03/07/2011	08/28/2012	675.00	856.00	-181.00
4. LORILLARD INC COM	07/26/2011	08/28/2012	519.00	428.00	91.00

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6a 5. MACYS INC COM	05/18/2011	08/28/2012	202.00	146.00	56.00
14. MICROSOFT CORPORATION	06/03/2007	08/28/2012	430.00	447.00	-17.00 *
15. MICROSOFT CORPORATION	06/06/2007	08/28/2012	460.00	488.00	-28.00 *
16. PHILIP MORRIS INTL INC	04/07/2008	08/28/2012	1,456.00	821.00	635.00
13. ROCKWELL INTL CORP	01/26/2011	08/28/2012	939.00	1,194.00	-255.00
10. TJX COMPANIES INC	08/15/2011	08/28/2012	459.00	268.00	191.00
2. UNITED TECHNOLOGIES COR	06/05/2011	08/28/2012	162.00	168.00	-6.00 *
8. WELLS FARGO COMPANY	06/18/2007	08/28/2012	274.00	272.00	2.00
20. ACCENTURE PLC CL A COM	04/04/2011	08/28/2012	1,220.00	1,106.00	114.00
7. TYCO INTL LTD NEW F COM	04/27/2011	08/28/2012	397.00	356.00	41.00
20. TYCO INTL LTD NEW F CO	05/18/2011	08/28/2012	1,134.00	1,009.00	125.00
3. CITIGROUP INC NEW COM	02/26/2010	08/29/2012	89.00	123.00	-34.00
51.3 CITIGROUP INC NEW COM	03/10/2010	08/29/2012	1,517.00	1,968.00	-451.00
33. GENERAL DYNAMICS CORP	02/09/2011	08/29/2012	2,175.00	2,579.00	-404.00
2. GENERAL DYNAMICS CORP C	02/16/2011	08/29/2012	132.00	155.00	-23.00
3. GENERAL DYNAMICS CORP C	04/04/2011	08/29/2012	198.00	219.00	-21.00
1. GENERAL DYNAMICS CORP C	04/27/2011	08/29/2012	66.00	73.00	-7.00
2. GENERAL DYNAMICS CORP C	05/23/2011	08/29/2012	132.00	144.00	-12.00
3. GENERAL DYNAMICS CORP C	07/26/2011	08/29/2012	198.00	212.00	-14.00
2. GENERAL DYNAMICS CORP C	08/25/2011	08/29/2012	132.00	120.00	12.00
1. GENERAL DYNAMICS CORP C	07/01/2009	08/29/2012	66.00	56.00	10.00
33. GENERAL DYNAMICS CORP	01/16/2009	08/29/2012	2,175.00	1,782.00	393.00
1. GENERAL DYNAMICS CORP C	02/04/2009	08/29/2012	66.00	47.00	19.00
1. GENERAL DYNAMICS CORP C	04/09/2009	08/29/2012	66.00	45.00	21.00
3. KROGER COMPANY	05/23/2011	08/29/2012	67.00	74.00	-7.00

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6a 13. KROGER COMPANY	04/27/2011	08/29/2012	289.00	318.00	-29.00
8. KROGER COMPANY	04/04/2011	08/29/2012	178.00	191.00	-13.00
8. TYSON FOODS INC CLASS A	07/26/2011	08/29/2012	126.00	145.00	-19.00
65. ROWAN COMPANIES PLC CO	08/05/2011	08/30/2012	2,234.00	2,216.00	18.00
11. ROWAN COMPANIES PLC CO	08/05/2011	08/30/2012	378.00	374.00	4.00
52. NUCOR CORP COM	05/04/2011	09/06/2012	1,967.00	2,353.00	-386.00
47. NUCOR CORP COM	05/04/2011	09/06/2012	1,778.00	2,126.00	-348.00
81. UNITED TECHNOLOGIES CO	07/11/2007	09/06/2012	6,418.00	5,898.00	520.00
1. UNITED TECHNOLOGIES COR	03/30/2011	09/06/2012	79.00	82.00	-3.00 *
16. UNITED TECHNOLOGIES CO	04/27/2011	09/06/2012	1,268.00	1,359.00	-91.00 *
18. BIOGEN IDEC INC	07/05/2011	09/10/2012	2,728.00	2,040.00	688.00
12. BIOGEN IDEC INC	06/29/2011	09/10/2012	1,818.00	1,309.00	509.00
153. COMCAST CORP NEW CL A	05/18/2011	09/10/2012	5,262.00	3,841.00	1,421.00
1. LORILLARD INC COM	08/03/2011	09/12/2012	119.00	106.00	13.00
8. LORILLARD INC COM	08/04/2011	09/12/2012	948.00	848.00	100.00
4. LORILLARD INC COM	08/05/2011	09/12/2012	474.00	420.00	54.00
1. LORILLARD INC COM	08/08/2011	09/12/2012	119.00	103.00	16.00
2. LORILLARD INC COM	08/05/2011	09/12/2012	237.00	204.00	33.00
30. SPECTRA ENERGY CORP CO	03/18/2010	09/12/2012	858.00	677.00	181.00
11. ENERGIZER HOLDINGS INC	08/02/2011	09/14/2012	769.00	886.00	-117.00
6. ENERGIZER HOLDINGS INC	08/01/2011	09/14/2012	419.00	482.00	-63.00
2. ENERGIZER HOLDINGS INC	08/01/2011	09/14/2012	140.00	161.00	-21.00
5. ENERGIZER HOLDINGS INC	08/01/2011	09/14/2012	349.00	401.00	-52.00
9. ENERGIZER HOLDINGS INC	08/04/2011	09/14/2012	629.00	701.00	-72.00
23. OWENS CORNING INC NEW	03/06/2011	09/17/2012	784.00	856.00	-72.00

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6a 13. OWENS CORNING INC NEW	04/05/2011	09/17/2012	443.00	477.00	-34.00
8. FREEPORT-MCMORAN COPPER COM	12/29/2010	09/20/2012	324.00	477.00	-153.00
1. FREEPORT-MCMORAN COPPER COM	04/04/2011	09/20/2012	41.00	56.00	-15.00
11. FREEPORT-MCMORAN COPPE COM	02/09/2011	09/20/2012	446.00	595.00	-149.00
20. FREEPORT-MCMORAN COPPE COM	12/02/2010	09/20/2012	810.00	1,076.00	-266.00
.876 FREEPORT-MCMORAN COPP INC COM	07/17/2007	09/20/2012	35.00	47.00	-12.00
55. FREEPORT-MCMORAN COPPE COM	03/07/2011	09/20/2012	2,228.00	2,759.00	-531.00
11.124 FREEPORT-MCMORAN CO INC COM	05/23/2011	09/20/2012	451.00	521.00	-70.00
2. FREEPORT-MCMORAN COPPER COM	10/07/2010	09/20/2012	81.00	90.00	-9.00
30. FREEPORT-MCMORAN COPPE COM	04/23/2010	09/20/2012	1,215.00	1,204.00	11.00
2. FREEPORT-MCMORAN COPPER COM	10/27/2009	09/20/2012	81.00	79.00	2.00
3. JOHNSON & JOHNSON	08/13/2011	09/20/2012	206.00	194.00	12.00
3. LORILLARD INC COM	08/21/2009	09/20/2012	361.00	235.00	126.00
21. LORILLARD INC COM	08/25/2009	09/20/2012	2,527.00	1,635.00	892.00
3. LORILLARD INC COM	02/09/2011	09/20/2012	361.00	229.00	132.00
1. LORILLARD INC COM	07/31/2009	09/20/2012	120.00	75.00	45.00
22. LORILLARD INC COM	10/02/2009	09/20/2012	2,648.00	1,645.00	1,003.00
52. WELLS FARGO COMPANY	06/22/2007	09/20/2012	1,818.00	1,924.00	-106.00 *
18. WELLS FARGO COMPANY	07/04/2007	09/20/2012	629.00	662.00	-33.00 *
49. BIOGEN IDEC INC	06/29/2011	09/25/2012	7,605.00	5,346.00	2,259.00
7.5 EXPEDIA INC DEL NEW CO	06/13/2011	09/25/2012	441.00	203.00	238.00
54. LORILLARD INC COM	07/26/2011	09/25/2012	6,454.00	5,777.00	677.00
151. TJX COMPANIES INC	08/15/2011	09/25/2012	6,772.00	4,042.00	2,730.00
16. UNITED TECHNOLOGIES CO	04/12/2011	09/25/2012	1,276.00	1,361.00	-85.00
1. UNITED TECHNOLOGIES COR	03/15/2011	09/25/2012	80.00	83.00	-3.00

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

Schedule D-1 (Form 1041) 2011

THE RAY M & MARY E LEE FOUNDATION INC

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Cusip	Asset	Units	Basis	Market Value
001055102	AFLAC INC	174.000	7,279.26	8,331.12
001084102	AGCO CORP	99.000	4,706.32	4,700.52
00130H105	AES CORP	853.000	10,379.18	9,357.41
00206R102	AT&T INC	1274.000	43,760.77	48,029.80
002824100	ABBOTT LABS	478.000	25,086.18	32,771.68
007903107	ADVANCED MICRO DEVICES INC	823.000	4,974.29	2,773.51
008916108	AGRIUM INC	126.000	12,021.34	13,035.96
015271109	ALEXANDRIA REAL ESTATE EQ INC	35.000	2,952.13	2,573.20
018490102	ALLERGAN INC	228.000	15,583.06	20,880.24
018581108	ALLIANCE DATA SYS CORP	94.000	8,554.25	13,343.30
01973R101	ALLISON TRANSMISSION HLDGS INC	112.000	2,424.94	2,253.44
020002101	ALLSTATE CORP	30.000	1,194.52	1,188.30
02209S103	ALTRIA GROUP INC	717.000	18,194.60	23,940.63
023135106	AMAZON COM INC	132.000	15,055.89	33,570.24
025537101	AMERICAN ELEC PWR INC	180 000	5,623.67	7,909.20
02553E106	AMERICAN EAGLE OUTFITTERS NEW	127.000	2,989.63	2,677.16
025816109	AMERICAN EXPRESS CO	246.000	9,534.39	13,987.56
031162100	AMGEN INC	574.000	38,336.64	48,382.46
032511107	ANADARKO PETE CORP	195 000	14,312.35	13,634.40
03524A108	ANHEUSER BUSCH INBEV SA/NV	118 000	8,384.59	10,137.38
037411105	APACHE CORP	97.000	7,847.14	8,387.59
037604105	APOLLO GROUP INC	238.000	9,088.51	6,913.90
037833100	APPLE INC	255.000	46,506.22	170,111.77
04621X108	ASSURANT INC	105.000	3,693.47	3,916.50
052769106	AUTODESK INC	139 000	4,257.30	4,635.65
053015103	AUTOMATIC DATA PROCESSING INC	218.000	7,870.50	12,787.88
055921100	BMC SOFTWARE INC	177.000	5,796.27	7,343.73
05615F102	BABCOX & WILCOX CO	184.000	4,867.63	4,686.48
084670702	BERKSHIRE HATHAWAY INC DEL	43 000	3,366.91	3,792.60
088606108	BHP BILLITON LTD	98.000	6,797.17	6,723.78
09062X103	BIOGEN IDEC INC	102.000	10,135.80	15,219.42
09247X101	BLACKROCK INC	97.000	15,341.73	17,295.10
097023105	BOEING CO	199.000	13,729.79	13,849.41
101137107	BOSTON SCIENTIFIC CORP	1216.000	6,991.34	6,979.84

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Cusip	Asset	Units	Basis	Market Value
110122108	BRISTOL MYERS SQUIBB CO	784.000	23,914.00	26,460.00
12504L109	CBRE GROUP INC	174.000	3,302.99	3,203.34
125269100	CF INDS HLDGS INC	39.000	5,542.30	8,667.36
125581801	CIT GROUP INC	111.000	4,404.17	4,372.29
12572Q105	CME GROUP INC	174.000	8,760.54	9,968.46
125896100	CMS ENERGY CORP	496.000	9,975.04	11,680.80
126650100	CVS CAREMARK CORP	729.000	32,260.00	35,298.18
127097103	CABOT OIL & GAS CORP	72.000	3,223.12	3,232.80
131347304	CALPINE CORP	202.000	3,345.60	3,494.60
134429109	CAMPBELL SOUP CO	213.000	7,100.25	7,416.66
150870103	CELANESE CORP DEL	54.000	1,517.95	2,047.14
166764100	CHEVRON CORP	591.000	48,321.78	68,886.96
171232101	CHUBB CORP	172.000	11,620.95	13,120.16
171798101	CIMAREX ENERGY CO	19.000	1,352.72	1,112.45
17275R102	CISCO SYS INC	754.000	13,416.21	14,397.63
172967424	CITIGROUP INC	301.000	9,379.49	9,848.72
177376100	CITRIX SYS INC	287.000	21,910.82	21,963.77
178566105	CITY NATL CORP	87.000	4,173.16	4,481.37
191216100	COCA COLA CO	122.000	2,828.00	4,627.46
197199409	COLUMBIA ACORN FUND	12214.074	400,988.05	380,712.69
197199813	COLUMBIA ACORN INTERNATIONAL	8199.449	371,742.99	326,420.06
19763T889	COLUMBIA INCOME OPPORTUNITIES	18172.378	175,000.00	179,906.54
19765H677	COLUMBIA MULTI-ADVISOR INTL	33828.479	634,622.26	393,425.21
19765J764	COLUMBIA SMALL CAP VALUE FUND	13981.358	210,000.00	207,063.91
19765P596	COLUMBIA SMALL CAP GROWTH I	7380.074	140,000.00	227,527.68
20030N101	COMCAST CORP	790.000	20,555.44	28,238.55
20825C104	CONOCOPHILLIPS	205.000	8,446.96	11,721.90
212015101	CONTINENTAL RES INC	156.000	6,400.33	11,996.40
216648402	COOPER COS INC	37.000	2,844.49	3,495.02
222862104	COVENTRY HEALTH CARE INC	36.000	987.76	1,500.84
229899109	CULLEN / FROST BANKERS INC	73.000	3,728.00	4,192.39
25179M103	DEVON ENERGY CORP NEW	17.000	1,157.82	1,028.50
25243Q205	DIAGEO PLC	175.000	13,986.95	19,727.75
25271C102	DIAMOND OFFSHORE DRILLING INC	24.000	1,438.76	1,579.44

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Cusip	Asset	Units	Basis	Market Value
253651103	DIEBOLD INC	95.000	2,957.88	3,202.45
253868103	DIGITAL RLTY TR INC	128.000	8,136.02	8,940.80
254709108	DISCOVER FINL SVCS	242.000	1,586.24	9,614.66
25470F104	DISCOVERY COMMUNICATIONS INC	390.000	19,495.25	23,244.00
25470M109	DISH NETWORK CORP	642.000	16,257.07	19,651.62
25490A309	DIRECTV	183.000	5,705.22	9,596.52
256746108	DOLLAR TREE INC	70.000	3,435.11	3,380.30
25746U109	DOMINION RES INC VA NEW	100.000	5,069.43	5,294.00
257867101	DONNELLEY R R & SONS CO	579.000	6,585.43	6,137.40
260003108	DOVER CORP	293.000	12,483.52	17,430.57
26138E109	DR PEPPER SNAPPLE INC	162.000	7,292.32	7,213.86
261608103	DRESSER-RAND GROUP INC	59.000	1,963.76	3,251.49
263534109	DU PONT E I DE NEMOURS & CO	297.000	14,138.65	14,930.19
26483E100	DUN & BRADSTREET CORP DEL NEW	95.000	6,305.12	7,563.90
268648102	EMC CORP	1710.000	30,071.40	46,631.70
277432100	EASTMAN CHEM CO	116.000	5,136.87	6,613.16
278058102	EATON CORP	64.000	2,827.25	3,025.28
278642103	EBAY INC	745.000	25,127.92	36,035.65
281020107	EDISON INTL	122.000	4,936.70	5,574.18
28176E108	EDWARDS LIFESCIENCES CORP	210.000	16,161.37	22,547.70
291011104	EMERSON ELEC CO	148.000	7,206.83	7,143.96
29364G103	ENTERGY CORP NEW	109.000	7,844.14	7,553.70
30212P303	EXPEDIA INC DEL	247.000	6,699.59	14,286.48
30219G108	EXPRESS SCRIPTS HLDG CO	396.000	19,382.61	24,801.48
30231G102	EXXON MOBIL CORP	724.000	50,800.47	66,209.80
315616102	F5 NETWORKS INC	145.000	15,901.87	15,172.80
316773100	FIFTH THIRD BANCORP	1256.000	14,516.34	19,474.28
35671D857	FREEPORT-MCMORAN COPPER &	55.000	1,849.55	2,176.90
363576109	GALLAGHER ARTHUR J & CO	266.000	8,281.12	9,528.12
364760108	GAP INC DEL	605.000	19,236.95	21,646.90
369604103	GENERAL ELEC CO	1285.000	22,916.33	29,182.35
372460105	GENUINE PARTS CO	116.000	6,413.45	7,079.48
375558103	GILEAD SCIENCES INC	372.000	25,287.82	24,674.76
37733W105	GLAXOSMITHKLINE PLC	454.000	19,932.07	20,992.96

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38259P508	GOOGLE INC	112.000	61,040.24	84,504.00
412822108	HARLEY DAVIDSON INC	61.000	1,825.09	2,584.57
416515104	HARTFORD FINL SVCS GROUP INC	181.000	3,943.00	3,518.64
423074103	HEINZ H J CO	266.000	12,890.78	14,882.70
427866108	HERSHEY CO	220.000	14,231.48	15,595.80
42805T105	HERTZ GLOBAL HLDGS INC	195.000	2,270.89	2,677.35
428236AV5	HEWLETT-PACKARD CO	100000.000	100,303.00	105,421.00
436106108	HOLLYFRONTIER CORP	122.000	4,091.38	5,034.94
436440101	HOLOGIC INC	519.000	10,851.56	10,494.18
437076102	HOME DEPOT INC	1226.000	43,793.88	74,013.62
438516106	HONEYWELL INTL INC	250.000	11,596.59	14,937.50
44107P104	HOST HOTELS & RESORTS INC	467.000	7,237.76	7,495.35
444859102	HUMANA INC	109.000	8,507.08	7,646.35
445658107	HUNT J B TRANS SVCS INC	190.000	7,589.07	9,887.60
446150104	HUNTINGTON BANCSHARES INC	793.000	4,543.67	5,467.73
448108100	HUSSMAN INVT STRATEGIC GROWTH	13910.185	175,000.00	151,621.02
452308109	ILLINOIS TOOL WKS INC	152.000	7,710.25	9,039.44
458140100	INTEL CORP	1121.000	23,382.14	25,396.26
45865V100	INTERCONTINENTAL EXCHANGE INC	67.000	7,939.00	8,938.47
459200101	INTERNATIONAL BUSINESS MACHS	221.000	20,243.85	45,846.45
459506101	INTERNATIONAL FLAVORS&FRAGRANC	41.000	2,015.92	2,442.78
464286103	ISHARES INC MSCI AUSTRALIA INDEX	4380.000	100,083.00	104,200.20
464286400	ISHARES INC MSCI BRAZIL FREE	1490.000	100,418.55	80,549.40
464286772	ISHARES MSCI SOUTH KOREA INDEX	2100.000	100,384.84	124,173.00
46625H100	J P MORGAN CHASE & CO	926.000	37,292.22	37,484.48
478160104	JOHNSON & JOHNSON	738.000	46,921.35	50,855.58
4812A2439	HIGHBRIDGE STATISTICAL MKT	11852.987	175,000.00	176,728.04
48203R104	JUNIPER NETWORKS INC	119.000	2,152.79	2,036.09
48242W106	KBR INC	399.000	12,593.47	11,898.18
482480100	KLA-TENCOR CORP	69.000	3,275.42	3,291.64
485170302	KANSAS CITY SOUTHERN	168.000	10,548.61	12,731.04
494368103	KIMBERLY CLARK CORP	209.000	14,372.10	17,928.02
49456B101	KINDER MORGAN INC DEL	357.000	10,027.94	12,680.64
50075N104	KRAFT FOODS INC	452.000	17,956.01	18,690.20

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Cusip	Asset	Units	Basis	Market Value
501044101	KROGER CO	275.000	6,471.01	6,473.50
501889208	LKQ CORP	386.000	6,544.07	7,131.35
502424104	L-3 COMMUNICATIONS HLDGS INC	22.000	1,585.62	1,577.62
517834107	LAS VEGAS SANDS CORP	410.000	18,944.92	19,011.70
518439104	LAUDER ESTEE COS INC	175.000	10,693.17	10,774.75
53071M104	LIBERTY INTERACTIVE CORP	258.000	3,379.35	4,773.00
53071M112	LIBERTY INTERACTIVE CORP	5.000	42.12	67.70
53071M880	LIBERTY INTERACTIVE CORP	12.000	404.74	595.68
532457108	LILLY ELI & CO	227.000	7,885.74	10,762.07
532457BE7	LILLY ELI & CO	150000.000	151,596.00	158,047.50
532716107	LIMITED BRANDS INC	158.000	6,679.12	7,783.08
53578A108	LINKEDIN CORP	83.000	9,068.83	9,993.20
539830109	LOCKHEED MARTIN CORP	94.000	7,000.27	8,777.72
544147101	LORILLARD INC	9.000	673.11	1,048.05
55616P104	MACYS INC	921.000	29,386.06	34,648.02
56418H100	MANPOWER INC	62.000	2,852.52	2,281.60
565849106	MARATHON OIL CORP	309.000	8,356.71	9,137.13
57636Q104	MASTERCARD INC	79 000	27,309.39	35,666.92
57772K101	MAXIM INTEGRATED PRODS INC	170 000	4,472.72	4,525.77
580135101	MCDONALDS CORP	214.000	14,988.89	19,634.50
580645109	MCGRAW HILL COS INC	102 000	4,743.62	5,568.18
58933Y105	MERCK & CO INC	919.000	33,181.32	41,442.31
589433101	MEREDITH CORP	175.000	4,972.22	6,125.00
59151K108	METHANEX CORP	101.000	2,924.32	2,882.54
59156R108	METLIFE INC	416.000	18,833.39	14,335.36
594918104	MICROSOFT CORP	2362 000	65,483.69	70,293.12
61166W101	MONSANTO CO	207.000	17,090.43	18,841.14
615369105	MOODYS CORP	113.000	4,232.84	4,991.21
62886E108	NCR CORP NEW	763 000	14,650.85	17,785.53
637071101	NATIONAL OILWELL VARCO INC	420.000	24,662.17	33,646.20
65248E104	NEWS CORP	668 000	15,783.64	16,369.34
65339F101	NEXTERA ENERGY INC	114 000	6,008.22	8,017.62
655044105	NOBLE ENERGY INC	20.000	1,607.10	1,854.20
655664100	NORDSTROM INC	123.000	2,493.10	6,787.14

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Cusip	Asset	Units	Basis	Market Value
655844108	NORFOLK SOUTHERN CORP	92.000	6,745.75	5,853.96
666807102	NORTHROP GRUMMAN CORP	126.000	7,623.82	8,370.18
67020Y100	NUANCE COMMUNICATIONS INC	61.000	1,339.93	1,518.29
67066G104	NVIDIA CORP	691.000	9,910.03	9,217.94
674599105	OCCIDENTAL PETE CORP DEL	156.000	9,600.26	13,425.36
683399109	ONYX PHARMACEUTICALS INC	129.000	10,319.20	10,900.50
68389X105	ORACLE CORP	495.000	13,575.70	15,572.70
690742101	OWENS CORNING INC	44.000	1,613.34	1,472.24
693475105	PNC FINL SVCS GROUP INC	221.000	14,527.50	13,945.10
693506107	PPG INDS INC	190.000	16,339.67	21,819.60
69351T106	PPL CORP	123.000	3,535.80	3,573.15
693718108	PACCAR INC	35.000	1,421.57	1,400.70
696429307	PALL CORP	228.000	11,882.42	14,475.72
701094104	PARKER HANNIFIN CORP	206.000	12,168.55	17,217.48
704549104	PEABODY ENERGY CORP	130.000	3,211.34	2,897.70
707887105	PENN WEST PETE LTD	273.000	4,799.61	3,887.52
712704105	PEOPLES UTD FINL INC	343.000	4,766.68	4,164.02
713448108	PEPSICO INC	66.000	4,760.90	4,670.82
713448BK3	PEPSICO INC	100000.000	100,831.00	104,665.00
717081103	PFIZER INC	2021.000	34,786.16	50,221.85
718172109	PHILIP MORRIS INTL INC	829.000	40,979.06	74,560.26
722005667	PIMCO COMMODITY REALRETURN	74681.505	600,000.00	533,225.95
723484101	PINNACLE WEST CAP CORP	121.000	6,266.81	6,388.80
723787107	PIONEER NAT RES CO	173.000	18,280.03	18,061.20
724479100	PITNEY BOWES INC	492.000	10,025.44	6,799.44
74144T108	PRICE T ROWE GROUP INC	136.000	3,996.55	8,608.80
742718109	PROCTER & GAMBLE CO	287.000	18,037.23	19,906.32
744320102	PRUDENTIAL FINL INC	152.000	9,211.28	8,285.52
744573106	PUBLIC SVC ENTERPRISE GROUP	241.000	6,674.55	7,755.38
74460D109	PUBLIC STORAGE INC	51.000	5,910.19	7,097.67
747525103	QUALCOMM INC	746.000	34,026.06	46,602.62
748356102	QUESTAR CORP	286.000	5,164.92	5,814.38
749685103	RPM INTL INC	313.000	7,010.36	8,933.02
751028101	RALCORP HLDGS INC NEW	58.000	3,879.66	4,234.00

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Cusip	Asset	Units	Basis	Market Value
754730109	RAYMOND JAMES FINL INC	116.000	3,130.14	4,251.40
754907103	RAYONIER INC	66.000	1,862.11	3,234.66
755111507	RAYTHEON CO	376.000	16,711.97	21,492.16
759351604	REINSURANCE GROUP AMER INC	88.000	3,231.19	5,092.56
773903109	ROCKWELL AUTOMATION INC	187.000	14,951.42	13,005.85
778296103	ROSS STORES INC	125.000	4,823.46	8,073.75
780259206	ROYAL DUTCH SHELL PLC	378.000	25,462.43	26,236.98
783549108	RYDER SYS INC	78.000	4,237.85	3,046.68
78440X101	SL GREEN RLTY CORP	54.000	4,178.21	4,323.78
78442P106	SLM CORP	448.000	7,380.84	7,042.56
78486Q101	SVB FINL GROUP	49.000	768.83	2,962.54
786514208	SAFEWAY INC	275.000	5,644.76	4,424.75
808090757	SCHRODER EMERGING MKT EQUITY	19726.248	245,000.00	255,652.17
816851109	SEMPRA ENERGY	241.000	13,605.81	15,542.09
824348106	SHERWIN WILLIAMS CO	122.000	10,551.01	18,167.02
828806109	SIMON PPTY GROUP INC NEW	128.000	13,038.15	19,431.68
83088M102	SKYWORKS SOLUTIONS INC	282.000	7,813.20	6,643.92
847560109	SPECTRA ENERGY CORP	94.000	2,093.29	2,759.84
852061100	SPRINT NEXTEL CORP	1031.000	3,423.47	5,691.12
854502101	STANLEY BLACK & DECKER INC	44.000	2,674.46	3,355.00
855244109	STARBUCKS CORP	380.000	7,422.57	19,269.80
857477103	STATE STR CORP	103.000	4,477.53	4,321.88
858119100	STEEL DYNAMICS INC	247.000	3,929.31	2,776.28
867914103	SUNTRUST BKS INC	97.000	2,768.69	2,742.19
868157108	SUPERIOR ENERGY SVCS INC	74.000	2,919.77	1,518.48
87236Y108	TD AMERITRADE HLDG CORP	149.000	2,706.86	2,290.13
872540109	TJX COS INC NEW	415.000	10,051.54	18,587.85
87612E106	TARGET CORP	232.000	14,911.80	14,725.04
87612EAT3	TARGET CORP	150000.000	156,552.00	152,025.00
876664103	TAUBMAN CTRS INC	77.000	2,827.19	5,908.21
879369106	TELEFLEX INC	58.000	3,502.22	3,992.72
880349105	TENNECO INC	107.000	3,848.44	2,996.00
88076W103	TERADATA CORP	237.000	7,822.46	17,872.17
881609101	TESORO CORP	108.000	3,772.65	4,525.20

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Cusip	Asset	Units	Basis	Market Value
882508104	TEXAS INSTRS INC	256.000	8,124.02	7,054.08
883556102	THERMO FISHER SCIENTIFIC CORP	314.000	18,258.96	18,472.62
88579Y101	3M CO	25.000	2,109.25	2,310.50
887317303	TIME WARNER INC	346.000	11,811.84	15,685.91
902653104	UDR INC	219.000	5,488.08	5,435.58
902973304	US BANCORP DEL	550.000	17,677.14	18,865.00
911312106	UNITED PARCEL SVC INC	146.000	9,100.64	10,449.22
913017109	UNITED TECHNOLOGIES CORP	68.000	4,951.08	5,323.72
91324P102	UNITEDHEALTH GROUP INC	187.000	10,292.53	10,361.67
917047102	URBAN OUTFITTERS INC	221.000	8,267.81	8,300.76
918194101	VCA ANTECH INC	130.000	3,094.83	2,563.60
91913Y100	VALERO ENERGY CORP NEW	166.000	3,069.79	5,258.88
922042858	VANGUARD MSCI EMERGING MKTS	6000.000	243,243.60	250,320.00
92276F100	VENTAS INC	13.000	818.53	809.25
92343V104	VERIZON COMMUNICATIONS INC	1562.000	60,576.29	71,180.34
92532F100	VERTEX PHARMACEUTICALS INC	286.000	9,922.84	15,984.54
931142103	WAL-MART STORES INC	880.000	51,762.98	64,944.00
94106L109	WASTE MGMT INC DEL	182.000	5,620.51	5,838.56
942683103	WATSON PHARMACEUTICALS INC	384.000	24,774.46	32,701.44
949746101	WELLS FARGO & CO	1303.000	43,171.40	44,992.59
95709T100	WESTAR ENERGY INC	253.000	7,401.62	7,503.98
958102105	WESTERN DIGITAL CORP	134.000	5,821.75	5,189.82
962166104	WEYERHAEUSER CO	182.000	4,347.68	4,757.48
966387102	WHITING PETE CORP	38.000	2,220.44	1,800.44
976657106	WISCONSIN ENERGY CORP	145.000	4,956.29	5,462.15
988498101	YUM BRANDS INC	163.000	11,261.72	10,813.42
98956P102	ZIMMER HLDGS INC	61 000	3,806.59	4,124.82
992303354	OFFICE - GROUND LEASE	100.000	61,809.54	1,440,000.00
G0692U109	AXIS CAP HLDGS LTD	116.000	3,583.53	4,050.72
G1151C101	ACCENTURE PLC	544.000	29,274.39	38,096.32
G24140108	COOPER INDS PLC	35.000	768.50	2,627.10
G3157S106	ENSCO PLC	73.000	4,065.21	3,982.88
G98290102	XL GROUP PLC	182.000	4,167.25	4,373.46
H89128104	TYCO INTL LTD	564.000	24,671.50	31,730.64

THE RAY M & MARY E LEE FOUNDATION INC

58-6049441

Balance Sheet

9/28/2012

Bank of America



Cusip	Asset	Units	Basis	Market Value
N53745100	LYONDELLBASELL INDUSTRIES NV	452.000	19,212.43	23,350.32
Y0486S104	AVAGO TECHNOLOGIES LTD	244.000	8,989.96	8,507.06
	Cash/Cash Equivalent	130200.730	130,200.73	130,200.73
		Totals:	7,254,875.26	9,114,031.85