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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 ARTHUR F & ALICE E ADAMS 598-4019303082		A Employer identification number 65-6003785
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (336) 747-8186
City or town, state, and ZIP code CHARLOTTE, NC 28288		
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		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 ☐
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) ▶ \$ 15,798,327.		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	96.	96.		STMT 1
	4 Dividends and interest from securities	466,609.	461,998.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	82,718.			
	b Gross sales price for all assets on line 6a	7,390,706.			
	7 Capital gain net income (from Part IV, line 2)		82,718.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	4,860.	-18,017.		STMT 11
	12 Total. Add lines 1 through 11	554,283.	526,795.		
	13 Compensation of officers, directors, trustees, etc.	299,695.	241,140.		58,555.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)	44,713.	NONE	NONE	44,713.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	11,607.	11,607.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	28,600.	5,937.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	5,960.	NONE	NONE	5,296.
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)	517.	8,991.		
	24 Total operating and administrative expenses. Add lines 13 through 23	391,092.	267,675.	NONE	108,564.
25 Contributions, gifts, grants paid	885,000.			885,000.	
26 Total expenses and disbursements. Add lines 24 and 25	1,276,092.	267,675.	NONE	993,564.	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	-721,809.				
b Net investment income (if negative, enter -0-)		259,120.			
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				
	2 Savings and temporary cash investments		563,981.	828,011.	828,011.
	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) STMT 16.		1,355,591.	1,297,452.	1,382,049.
	b Investments - corporate stock (attach schedule) STMT 18.		2,128,857.	7,494,029.	7,883,182.
	c Investments - corporate bonds (attach schedule) STMT 27.		1,426,541.	1,546,479.	1,679,533.
	11 Investments - land, buildings, and equipment: basis				
Liabilities	Less accumulated depreciation (attach schedule) ▶				
	12 Investments - mortgage loans				
	13 Investments - other (attach schedule) STMT 29.		10,260,021.	3,629,271.	3,835,953.
	14 Land, buildings, and equipment: basis				
	Less accumulated depreciation (attach schedule) ▶				
	15 Other assets (describe STMT 31)			187,651.	189,599.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		15,734,991.	14,982,893.	15,798,327.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
Net Assets or Fund Balances	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)				
	Foundations that follow SFAS 117, check here ▶ ☐				
	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		15,734,991.	14,982,893.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)		15,734,991.	14,982,893.	
	31 Total liabilities and net assets/fund balances (see instructions)		15,734,991.	14,982,893.	

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	15,734,991.
2 Enter amount from Part I, line 27a	2	-721,809.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 32	3	17,547.
4 Add lines 1, 2, and 3	4	15,030,729.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 33	5	47,836.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,982,893.

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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 7,335,030.		7,307,988.	27,042.		
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			27,042.		
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	82,718.	
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	770,626.	16,294,726.	0.047293
2009	1,471,015.	10,556,952.	0.139341
2008	1,293,173.	14,509,341.	0.089127
2007	1,529,808.	19,171,467.	0.079796
2006	2,220,862.	20,152,628.	0.110202

2 Total of line 1, column (d)	2	0.465759
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	0.093152
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	15,348,375.
5 Multiply line 4 by line 3	5	1,429,732.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,591.
7 Add lines 5 and 6	7	1,432,323.
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	993,564.

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	5,182.
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	5,182.
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	5,182.
6	Credits/Payments.		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	12,684.
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	12,684.
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	7,502.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 5,184. Refunded ☐	11	2,318.

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) ☐ FL		
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 <u>N/A</u>				
14	The books are in care of <u>Wells Fargo Bank NA</u> Telephone no. <u>(336) 747-8186</u>			
	Located at <u>1W 4TH STREET 6TH FLOOR, WINSTON SALEM, NC</u> ZIP + 4 <u>27101-3818</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u>	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ <u></u>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? ☐ <u></u>	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 <u></u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) ☐ <u></u>	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 <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) ☐ <u></u>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐ <u></u>	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? ☐ <u></u>	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 34		299,695.	-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	14,723,205.
b	Average of monthly cash balances	1b	858,902.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	15,582,107.
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	15,582,107.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	233,732.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,348,375.
6	Minimum investment return. Enter 5% of line 5	6	767,419.

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	767,419.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,182.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,182.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	762,237.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	762,237.
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	762,237.

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	993,564.
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	993,564.
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	993,564.

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				762,237.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			NONE	
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	1,248,489.			
b From 2007	599,481.			
c From 2008	572,850.			
d From 2009	949,273.			
e From 2010	NONE			
f Total of lines 3a through e	3,370,093.			
4 Qualifying distributions for 2011 from Part XII, line 4. ► \$ <u>993,564.</u>				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				762,237.
e Remaining amount distributed out of corpus	231,327.			
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	3,601,420.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	1,248,489.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,352,931.			
10 Analysis of line 9:				
a Excess from 2007	599,481.			
b Excess from 2008	572,850.			
c Excess from 2009	949,273.			
d Excess from 2010	NONE			
e Excess from 2011	231,327.			

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

NOT APPLICABLE

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

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

4942(j)(3) or 4942(j)(5)

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

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

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

N/A

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.

N/A

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 35

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 <i>Paid during the year</i> SEE STATEMENT 44				
Total			▶ 3a	885,000.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Form 990-PF (2011)

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
		14	96.	
		14	466,609.	
		18	82,718.	
		01	794.	
		01	4,066.	
			554,283.	

13 Total. Add line 12, columns (b), (d), and (e)		13	554,283
---	--	-----------	---------

(See worksheet in line 13 instructions to verify calculations.)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
▼	

NOT APPLICABLE

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

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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

Wells Fargo Bank, N.A.

02/07/2013

► Trustee

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no

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

ARTHUR F & ALICE E ADAMS 598-4019303082

Employer identification number

65-6003785

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 SHORT-TERM CAPITAL GAIN DIVIDENDS					21,901.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-15,162.
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	6,739.

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					33,773.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	42,204.
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	2.
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	75,979.

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

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		6,739.
14	Net long-term gain or (loss):			
a	Total for year	14a		75,979.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		2.
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		82,718.

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

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

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

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.	
Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if: • Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.	
Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.	

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

Schedule D (Form 1041) 2011

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

ARTHUR F & ALICE E ADAMS 598-4019303082

Employer identification number

65-6003785

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 52. AT&T INC	12/12/2011	01/25/2012	1,555.00	1,521.00	34.00
308. AT&T INC	12/12/2011	03/19/2012	9,742.00	9,243.00	499.00
176. AT&T INC	12/22/2011	04/25/2012	5,593.00	5,313.00	280.00
102. AT&T INC	02/03/2012	05/22/2012	3,436.00	3,079.00	357.00
203. AT&T INC	03/05/2012	06/06/2012	6,924.00	6,128.00	796.00
236. AT&T INC	03/05/2012	06/15/2012	8,413.00	7,125.00	1,288.00
103. AT&T INC	03/05/2012	07/19/2012	3,633.00	3,110.00	523.00
351. AT&T INC	04/23/2012	08/28/2012	12,899.00	10,596.00	2,303.00
325. ABERCROMBIE & FITCH C	01/31/2012	02/27/2012	15,600.00	19,041.00	-3,441.00
.4 AIR LIQUIDE ADR FRANCE	11/11/2011	07/02/2012	9.00	9.00	
208. ALLEGHENY TECHNOLOGIE	03/14/2011	10/04/2011	6,720.00	10,596.00	-3,876.00
55. ALLERGAN INC COM W/RIG EXP 2/18/2010	01/31/2012	07/31/2012	4,666.00	3,773.00	893.00
213. ALLSTATE CORP COM W/R ATTACHED EXP 2/12/2009	03/01/2011	12/13/2011	5,529.00	6,615.00	-1,086.00
32. ALTERA CORP COM	10/25/2011	01/25/2012	1,289.00	1,229.00	60.00
92. ALTERA CORP COM	10/25/2011	03/19/2012	3,633.00	3,535.00	98.00
51. ALTERA CORP COM	10/25/2011	07/25/2012	1,841.00	1,898.00	-57.00
320. ALTERA CORP COM	05/14/2012	08/28/2012	11,888.00	11,910.00	-22.00
419. AMERICAN ELEC PWR CO	12/06/2011	01/20/2012	17,116.00	16,172.00	944.00
252. AMERICAN ELEC PWR CO	06/05/2012	08/28/2012	10,793.00	8,587.00	2,206.00
357. AMERICAN EXPRESS CO C	01/31/2012	04/30/2012	21,424.00	17,839.00	3,585.00
35. AMERIPRISE FINANCIAL I	03/25/2011	01/25/2012	1,905.00	1,879.00	26.00
65. AMERIPRISE FINANCIAL I	03/25/2011	03/19/2012	3,771.00	3,489.00	282.00
165. BG GROUP PLC- SPON AD US0554342032	01/31/2012	05/17/2012	3,277.00	4,041.00	-764.00
172. BAKER HUGHES INC COM	01/10/2012	01/24/2012	7,950.00	8,968.00	-1,018.00

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

ARTHUR F & ALICE E ADAMS 598-4019303082

Employer identification number

65-6003785

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 644. BANK AMER CORP COM	05/17/2011	11/30/2011	3,400.00	7,177.00	-3,777.00
165. BANK AMER CORP COM	01/24/2012	01/25/2012	1,203.00	1,211.00	-8.00 *
644. BANK AMER CORP COM	01/24/2012	03/19/2012	6,157.00	4,995.00	1,162.00
2636. BANK AMER CORP COM	07/19/2012	08/28/2012	21,062.00	20,150.00	912.00
39. BIOGEN IDEC INC	11/02/2011	04/20/2012	4,997.00	4,533.00	464.00
13. BOSTON PPTYS INC COM	08/10/2011	01/25/2012	1,332.00	1,230.00	102.00
101. BOSTON PPTYS INC COM	08/10/2011	02/29/2012	10,235.00	9,556.00	679.00
1073. BOSTON SCIENTIFIC CO	03/01/2011	12/13/2011	5,719.00	7,320.00	-1,601.00
611. BOSTON SCIENTIFIC COR	05/17/2011	12/22/2011	3,202.00	4,168.00	-966.00
187. BOSTON SCIENTIFIC COR	05/17/2011	01/25/2012	1,133.00	1,276.00	-143.00
366. BOSTON SCIENTIFIC COR	05/17/2011	03/19/2012	2,207.00	2,497.00	-290.00
995. BOSTON SCIENTIFIC COR	10/19/2011	06/06/2012	5,592.00	6,788.00	-1,196.00
79. CBS CORP CL B COM	08/08/2011	01/25/2012	2,254.00	1,726.00	528.00
203. CBS CORP CL B COM	08/08/2011	02/02/2012	5,925.00	4,436.00	1,489.00
109. CBS CORP CL B COM	08/08/2011	03/19/2012	3,479.00	2,382.00	1,097.00
175. CBS CORP CL B COM	10/10/2011	05/17/2012	5,268.00	3,824.00	1,444.00
134. CBS CORP CL B COM	10/10/2011	08/28/2012	4,860.00	2,928.00	1,932.00
45. CME GROUP INC	12/17/2010	10/24/2011	12,005.00	14,046.00	-2,041.00
64. CVS CORP COM	02/17/2012	03/19/2012	2,890.00	2,846.00	44.00
319. CVS CORP COM	04/16/2012	07/23/2012	14,232.00	14,102.00	130.00
96. CAMERON INT'L CORP COM	03/07/2011	12/15/2011	4,545.00	6,030.00	-1,485.00
119. CAMERON INT'L CORP CO	03/07/2011	12/16/2011	5,565.00	7,475.00	-1,910.00
263. CANADIAN NAT RES LTD	12/17/2010	10/05/2011	7,781.00	9,630.00	-1,849.00
304. CANON INC ADR REPSTG	11/11/2011	07/31/2012	10,203.00	13,583.00	-3,380.00

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

ARTHUR F & ALICE E ADAMS 598-4019303082

Employer identification number

65-6003785

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. CARNIVAL CORP PAIRED	11/11/2011	05/08/2012	5,525.00	5,878.00	-353.00
100. CELGENE CORP COM	02/16/2011	10/06/2011	6,305.00	5,638.00	667.00
79. CELGENE CORP COM	02/16/2011	10/18/2011	5,211.00	4,454.00	757.00
14. CELGENE CORP COM	05/17/2011	01/25/2012	1,030.00	789.00	241.00
40. CELGENE CORP COM	05/17/2011	03/19/2012	3,034.00	2,255.00	779.00
53. CELGENE CORP COM	05/17/2011	04/04/2012	4,222.00	2,988.00	1,234.00
106. CELGENE CORP COM	06/01/2012	08/28/2012	7,613.00	6,790.00	823.00
134. CENTURYTEL INC COM	01/31/2011	10/27/2011	4,695.00	5,807.00	-1,112.00
166. CENTURYTEL INC COM	01/31/2011	11/04/2011	5,948.00	7,194.00	-1,246.00
87. CHEVRONTXACO CORP COM	09/23/2011	01/11/2012	9,334.00	7,974.00	1,360.00
14. CHEVRONTXACO CORP COM	09/23/2011	01/25/2012	1,477.00	1,283.00	194.00
33. CHEVRONTXACO CORP COM	09/28/2011	03/19/2012	3,655.00	3,025.00	630.00
834. CHINA RESOURCES ENTER	11/11/2011	04/02/2012	5,693.00	5,738.00	-45.00
22. CHIPOTLE MEXICAN GRILL	08/20/2012	08/28/2012	6,490.00	6,559.00	-69.00
152. CISCO SYS INC COM W/R ATTACHED EXPIRING 6/10/2008	10/03/2011	01/25/2012	2,972.00	2,550.00	422.00
391. CISCO SYS INC COM W/R ATTACHED EXPIRING 6/10/2008	10/03/2011	03/19/2012	7,898.00	6,560.00	1,338.00
492. CISCO SYS INC COM W/R ATTACHED EXPIRING 6/10/2008	10/06/2011	05/30/2012	8,069.00	8,254.00	-185.00
570. CISCO SYS INC COM W/R ATTACHED EXPIRING 6/10/2008	01/24/2012	05/31/2012	9,308.00	9,563.00	-255.00
138. CITIGROUP, INC.	02/29/2012	03/19/2012	5,121.00	4,650.00	471.00
373. CITIGROUP, INC.	02/29/2012	06/15/2012	10,137.00	12,569.00	-2,432.00
60. COACH INC COM W/RTS AT 5/2/2011	01/31/2012	06/07/2012	3,700.00	2,522.00	1,178.00
328. COCA-COLA ENTERPRISES	06/23/2011	11/03/2011	8,554.00	9,392.00	-838.00
89.00006 COGNIZANT TECH SO COM	01/10/2012	05/18/2012	5,352.00	6,055.00	-703.00
72.99994 COGNIZANT TECH SO COM	01/10/2012	05/18/2012	4,390.00	4,967.00	-577.00 *

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

ARTHUR F & ALICE E ADAMS 598-4019303082

Employer identification number

65-6003785

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 296. COGNIZANT TECH SOLUTI	01/31/2012	06/11/2012	17,389.00	20,717.00	-3,328.00
105. COMCAST CORP NEW CL A	06/05/2012	08/03/2012	3,618.00	3,046.00	572.00
96. COMCAST CORP NEW CL A	06/05/2012	08/07/2012	3,330.00	2,785.00	545.00
258. COMERICA INC COM RT E 07/01/2006	01/31/2012	09/04/2012	7,887.00	8,854.00	-967.00
361. CONAGRA FOODS INC COM 07/12/2006	08/03/2011	10/31/2011	9,145.00	9,166.00	-21.00
165. CONOCOPHILLIPS COM	05/03/2011	10/25/2011	11,679.00	13,024.00	-1,345.00
91. DASSAULT SYSTEMES S.A.	11/11/2011	02/14/2012	7,417.00	7,528.00	-111.00
216. DEVON ENERGY CORP NEW	08/17/2012	08/28/2012	13,029.00	16,189.00	-3,160.00
22. DIAGEO PLC SPONSORED A	03/08/2012	03/19/2012	2,119.00	2,115.00	4.00
183. DISNEY (WALT) COMPANY COMPANY COM	07/15/2011	12/02/2011	6,670.00	6,943.00	-273.00
84. DISNEY (WALT) COMPANY COMPANY COM	07/15/2011	01/25/2012	3,294.00	3,187.00	107.00
167. DISNEY (WALT) COMPANY COMPANY COM	07/15/2011	03/19/2012	7,263.00	6,336.00	927.00
89. DISNEY (WALT) COMPANY COMPANY COM	07/15/2011	05/10/2012	4,016.00	3,377.00	639.00
83. DISNEY (WALT) COMPANY COMPANY COM	07/15/2011	06/01/2012	3,679.00	3,149.00	530.00
91. DISNEY (WALT) COMPANY COMPANY COM	08/16/2011	06/15/2012	4,283.00	3,452.00	831.00
86. DISNEY (WALT) COMPANY COMPANY COM	08/16/2011	07/11/2012	4,081.00	3,263.00	818.00
130. THE DIRECTV GROUP HOL COM	06/22/2012	08/30/2012	6,796.00	6,069.00	727.00
.3332 DUKE ENERGY HOLDING	06/04/2012	07/13/2012	22.00	23.00	-1.00
116. DUKE ENERGY HOLDING C	06/04/2012	08/28/2012	7,579.00	7,833.00	-254.00
25. EOG RES INC COM	12/06/2011	06/18/2012	2,381.00	2,539.00	-158.00
113. EOG RES INC COM	01/31/2012	06/21/2012	10,009.00	11,476.00	-1,467.00
88. EQT CORPORATION	08/18/2011	12/05/2011	5,447.00	5,098.00	349.00
225. EQT CORPORATION	10/18/2011	12/12/2011	12,562.00	13,035.00	-473.00
169. EASTMAN CHEMICAL CO C	06/08/2012	08/28/2012	9,413.00	7,845.00	1,568.00

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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OMB No 1545-0092

2011

Name of estate or trust

ARTHUR F & ALICE E ADAMS 598-4019303082

Employer identification number

65-6003785

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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 49. EDWARDS LIFESCIENCES C	12/09/2011	06/18/2012	4,921.00	3,299.00	1,622.00
41. EDWARDS LIFESCIENCES C	12/09/2011	06/20/2012	4,182.00	2,760.00	1,422.00
92. EDWARDS LIFESCIENCES C	12/09/2011	06/26/2012	9,350.00	6,194.00	3,156.00
260. EDWARDS LIFESCIENCES	04/16/2012	08/14/2012	25,494.00	17,505.00	7,989.00
300. ENCANA CORP COM	11/11/2011	11/16/2011	5,929.00	6,117.00	-188.00
126. ENERGIZER HLDGS INC C	01/26/2012	03/05/2012	9,479.00	10,040.00	-561.00
1142. ERSTE BANK DER OESTE SPARKASSEN A G SPONSORED AD	12/28/2011	07/09/2012	10,134.00	11,318.00	-1,184.00
47. EXXON MOBIL CORP COM	08/05/2011	01/25/2012	4,050.00	3,521.00	529.00
111. EXXON MOBIL CORP COM	08/11/2011	03/19/2012	9,661.00	8,317.00	1,344.00
293. EXXON MOBIL CORP COM	06/15/2012	08/28/2012	25,804.00	22,727.00	3,077.00
1104.65 FNMA POOL #889568 3/01/20	03/07/2012	04/25/2012	1,105.00	1,207.00	-102.00
1132.67 FNMA POOL #889568 3/01/20	03/07/2012	05/25/2012	1,133.00	1,238.00	-105.00
819.45 FNMA POOL #889568 3/01/20	03/07/2012	06/25/2012	819.00	896.00	-77.00
1276.93 FNMA POOL #889568 3/01/20	03/07/2012	07/25/2012	1,277.00	1,396.00	-119.00
922.51 FNMA POOL #889568 3/01/20	03/07/2012	08/25/2012	923.00	1,008.00	-85.00
822.78 FNMA POOL #889568 3/01/20	03/07/2012	09/25/2012	823.00	899.00	-76.00
121. FIFTH THIRD BANCORP C	07/20/2011	01/25/2012	1,628.00	1,503.00	125.00
879. FIFTH THIRD BANCORP C	07/20/2011	02/29/2012	12,079.00	10,916.00	1,163.00
657. FIFTH THIRD BANCORP C	03/13/2012	06/01/2012	8,365.00	9,294.00	-929.00
28. FREEPORT MCMORAN COPPE B W/RTS ATTACHED EXP 5/3/20	11/02/2011	01/25/2012	1,217.00	1,147.00	70.00
129. FREEPORT MCMORAN COPP B W/RTS ATTACHED EXP 5/3/20	11/02/2011	02/02/2012	5,897.00	5,283.00	614.00
181. FREEPORT MCMORAN COPP B W/RTS ATTACHED EXP 5/3/20	01/18/2012	02/14/2012	7,756.00	7,413.00	343.00
180. FREEPORT MCMORAN COPP B W/RTS ATTACHED EXP 5/3/20	07/19/2012	08/28/2012	6,420.00	6,196.00	224.00
266. GENERAL ELEC CO COM	03/16/2012	08/28/2012	5,538.00	4,544.00	994.00

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

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Employer identification number

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1a 133. GENERAL MOTORS CO	02/08/2012	03/19/2012	3,377.00	3,474.00	-97.00 *
363. GENERAL MOTORS CO	02/15/2012	04/25/2012	8,316.00	9,467.00	-1,151.00
20. GENERAL MOTORS CO	02/08/2012	04/25/2012	458.00	522.00	-64.00 *
185. GENERAL MOTORS CO	02/16/2012	05/04/2012	4,074.00	4,888.00	-814.00
163. GILEAD SCIENCES INC C	02/03/2012	05/09/2012	8,069.00	8,793.00	-724.00
55. GILEAD SCIENCES INC CO	08/28/2012	09/25/2012	3,720.00	3,190.00	530.00
2. GOOGLE INC CL A	01/14/2011	12/09/2011	1,245.00	1,114.00	131.00
3. GOOGLE INC CL A	01/14/2011	12/12/2011	1,865.00	1,671.00	194.00
5. GOOGLE INC CL A	01/14/2011	12/16/2011	3,122.00	2,784.00	338.00
13. GOOGLE INC CL A	06/22/2011	01/06/2012	8,478.00	7,240.00	1,238.00
24. GOOGLE INC CL A	02/14/2011	01/11/2012	15,035.00	14,362.00	673.00
36. HALLIBURTON CO COM W/R 12/15/2005	12/01/2011	01/25/2012	1,276.00	1,244.00	32.00
112. HALLIBURTON CO COM W/ 12/15/2005	12/01/2011	03/19/2012	3,923.00	3,869.00	54.00
685. HALLIBURTON CO COM W/ 12/15/2005	07/03/2012	08/28/2012	23,344.00	22,182.00	1,162.00
56105.611 HARBOR FD INTL G	12/17/2010	11/08/2011	630,066.00	680,000.00	-49,934.00
485. HEWLETT-PACKARD CO CO	08/28/2012	08/30/2012	8,167.00	8,182.00	-15.00
54. HOME DEPOT INC COM	11/22/2011	01/25/2012	2,416.00	2,077.00	339.00
115. HOME DEPOT INC COM	11/22/2011	02/24/2012	5,390.00	4,422.00	968.00
80. HOME DEPOT INC COM	11/22/2011	03/19/2012	3,911.00	3,076.00	835.00
111. HOME DEPOT INC COM	12/19/2011	05/22/2012	5,373.00	4,268.00	1,105.00
124. HOME DEPOT INC COM	12/19/2011	06/07/2012	6,357.00	4,768.00	1,589.00
58. ILLUMINA INC COM	01/12/2011	10/04/2011	2,236.00	3,803.00	-1,567.00
61. ILLUMINA INC COM	01/12/2011	12/09/2011	1,727.00	3,746.00	-2,019.00
62. ILLUMINA INC COM	01/12/2011	12/09/2011	1,755.00	3,808.00	-2,053.00 *

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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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Employer identification number

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1a 319. INTEL CORP COM	05/19/2011	11/04/2011	7,593.00	7,395.00	198.00
169. INTEL CORP COM	01/31/2012	07/13/2012	4,276.00	4,002.00	274.00
262. JP MORGAN CHASE & CO	12/05/2011	05/07/2012	10,955.00	9,297.00	1,658.00
629. JP MORGAN CHASE & CO	03/02/2012	06/11/2012	21,019.00	22,320.00	-1,301.00
19.99951 JOHNSON & JOHNSON	05/12/2011	11/04/2011	1,279.00	1,315.00	-36.00 *
81.00049 JOHNSON & JOHNSON	05/12/2011	11/04/2011	5,178.00	5,327.00	-149.00
12.99913 JOHNSON & JOHNSON	05/12/2011	12/02/2011	824.00	855.00	-31.00 *
114.00087 JOHNSON & JOHNSON	05/12/2011	12/02/2011	7,222.00	7,494.00	-272.00
81. JOHNSON & JOHNSON COM	06/24/2011	03/19/2012	5,273.00	5,326.00	-53.00 *
111. JOHNSON & JOHNSON COM	01/30/2012	03/19/2012	7,239.00	7,227.00	12.00
308. JOHNSON & JOHNSON COM	01/31/2012	04/18/2012	19,573.00	20,252.00	-679.00
243. JOHNSON & JOHNSON COM	03/08/2012	08/28/2012	16,409.00	15,833.00	576.00
55. JUNIPER NETWORKS INC C	07/27/2011	01/25/2012	1,247.00	1,317.00	-70.00
153. JUNIPER NETWORKS INC	07/27/2011	03/19/2012	3,320.00	3,664.00	-344.00
130. JUNIPER NETWORKS INC	01/31/2012	04/25/2012	2,733.00	4,413.00	-1,680.00
214. JUNIPER NETWORKS INC	10/26/2011	08/28/2012	3,910.00	5,124.00	-1,214.00
40. JUPITER TELECOM-UNSPON	11/11/2011	05/21/2012	2,743.00	2,777.00	-34.00
50. JUPITER TELECOM-UNSPON	11/11/2011	05/22/2012	3,428.00	3,471.00	-43.00
25. JUPITER TELECOM-UNSPON	11/11/2011	05/23/2012	1,693.00	1,736.00	-43.00
148. KLA TENCOR CORP COM R 04/25/2006	07/26/2011	10/28/2011	6,971.00	6,534.00	437.00
20.93863 KIMBERLY-CLARK CO	09/23/2011	12/06/2011	1,475.00	1,476.00	-1.00 *
59.06137 KIMBERLY-CLARK CO	09/23/2011	12/06/2011	4,161.00	4,165.00	-4.00
203. KIMBERLY-CLARK CORP C	09/30/2011	01/09/2012	14,737.00	14,316.00	421.00
75. KOHLS CORP COM	08/11/2011	12/09/2011	3,818.00	3,612.00	206.00

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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 341. KOHLS CORP COM	01/31/2012	05/16/2012	15,917.00	16,342.00	-425.00
244.99736 KROGER CO COM	06/24/2011	01/20/2012	5,849.00	6,047.00	-198.00
60.00264 KROGER CO COM	06/24/2011	01/20/2012	1,432.00	1,481.00	-49.00 *
708. KROGER CO COM	12/06/2011	02/09/2012	16,747.00	17,466.00	-719.00
54. LAM RESH CORP COM	03/08/2012	03/19/2012	2,357.00	2,212.00	145.00
238. LAM RESH CORP COM	06/05/2012	08/28/2012	8,140.00	9,383.00	-1,243.00
4.00071 LAS VEGAS SANDS CO	06/07/2011	10/04/2011	147.00	167.00	-20.00
52.99929 LAS VEGAS SANDS C	06/07/2011	10/04/2011	1,952.00	2,214.00	-262.00 *
158. LAS VEGAS SANDS CORP	06/07/2011	11/28/2011	7,094.00	6,721.00	373.00
156. LAS VEGAS SANDS CORP	06/07/2011	01/24/2012	7,492.00	6,662.00	830.00
86. LAS VEGAS SANDS CORP	06/07/2011	03/02/2012	4,899.00	3,953.00	946.00
33. LAS VEGAS SANDS CORP	08/04/2011	06/26/2012	1,408.00	1,545.00	-137.00
371. LAS VEGAS SANDS CORP	05/10/2012	09/25/2012	17,427.00	17,374.00	53.00
180. LAUDER ESTEE COS INC	08/11/2011	07/12/2012	9,038.00	8,786.00	252.00
228. LAUDER ESTEE COS INC	01/31/2012	07/17/2012	11,685.00	11,129.00	556.00
183. LEAR CORP	10/03/2011	11/22/2011	7,318.00	7,809.00	-491.00
24. LIBERTY GLOBAL INC SER	10/10/2011	01/25/2012	1,076.00	903.00	173.00
49. LIBERTY GLOBAL INC SER	10/10/2011	03/19/2012	2,501.00	1,844.00	657.00
140. LIBERTY GLOBAL INC SE	10/10/2011	05/18/2012	6,485.00	5,270.00	1,215.00
77. LIBERTY INTERACTIVE CO	06/08/2011	01/25/2012	1,281.00	1,353.00	-72.00
545. LIBERTY INTERACTIVE C	06/08/2011	01/25/2012	9,039.00	9,574.00	-535.00
130. LORILLARD INC	12/06/2011	01/31/2012	14,037.00	14,718.00	-681.00
71. LOWES COS INC COM W/RI ATTACHED EXPIRING 9/9/2008	12/21/2011	01/25/2012	1,903.00	1,852.00	51.00
214. LOWES COS INC COM W/RI ATTACHED EXPIRING 9/9/2008	12/21/2011	03/19/2012	6,525.00	5,643.00	882.00

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

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Department of the Treasury
Internal Revenue Service

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1a 854. LOWES COS INC COM W/R ATTACHED EXPIRING 9/9/2008	08/20/2012	08/28/2012	23,835.00	22,693.00	1,142.00
156. MGM GRAND INC COM	02/29/2012	03/19/2012	2,259.00	2,174.00	85.00
81.00011 MGM GRAND INC COM	02/29/2012	06/20/2012	906.00	1,052.00	-146.00
279.99989 MGM GRAND INC CO	02/29/2012	06/20/2012	3,130.00	3,637.00	-507.00 *
372. MGM GRAND INC COM	02/29/2012	08/28/2012	3,731.00	5,339.00	-1,608.00
26. MACY'S INC	12/09/2011	01/25/2012	902.00	850.00	52.00
237. MACY'S INC	12/09/2011	03/05/2012	9,097.00	7,748.00	1,349.00
150. MACY'S INC	05/04/2012	07/12/2012	4,885.00	5,955.00	-1,070.00
125. MACY'S INC	05/10/2012	07/24/2012	4,353.00	4,963.00	-610.00
130. MASCO CORP COM W/RIGH EXP 12/06/2005	02/24/2012	03/19/2012	1,781.00	1,533.00	248.00
616. MASCO CORP COM W/RIGH EXP 12/06/2005	06/08/2012	08/28/2012	8,531.00	7,684.00	847.00
40. MAXIM INTEGRATED PRODS	07/25/2011	01/25/2012	1,093.00	940.00	153.00
110. MAXIM INTEGRATED PROD	07/25/2011	03/19/2012	3,170.00	2,585.00	585.00
137. MAXIM INTEGRATED PROD	07/25/2011	05/14/2012	3,621.00	3,219.00	402.00
155. MAXIM INTEGRATED PROD	07/25/2011	05/23/2012	3,922.00	3,642.00	280.00
147. MCDONALDS CORP COM	05/26/2011	04/19/2012	13,944.00	12,559.00	1,385.00
179. MCDONALDS CORP COM	01/31/2012	05/08/2012	16,734.00	15,293.00	1,441.00
187. MEAD JOHNSON NUTRITIO	06/12/2012	07/16/2012	13,801.00	10,649.00	3,152.00
5. MERCK & CO INC NEW	05/17/2011	04/05/2012	194.00	186.00	8.00
100. METLIFE INC COM	02/28/2012	03/19/2012	3,890.00	3,820.00	70.00
274. METLIFE INC COM	02/28/2012	08/02/2012	8,474.00	10,467.00	-1,993.00
219. MICROSOFT CORP COM	02/18/2011	10/10/2011	5,866.00	5,856.00	10.00
269. MICROSOFT CORP COM	08/10/2011	12/02/2011	6,785.00	6,672.00	113.00
64. MICROSOFT CORP COM	02/18/2011	01/25/2012	1,871.00	1,711.00	160.00

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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65-6003785

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 174. MICROSOFT CORP COM	02/18/2011	01/27/2012	5,094.00	4,652.00	442.00
42. MICROSOFT CORP COM	04/27/2011	03/19/2012	1,355.00	1,123.00	232.00
105. MORGAN STANLEY DEAN W COM NEW	11/01/2011	01/25/2012	1,886.00	1,658.00	228.00
260. MORGAN STANLEY DEAN W COM NEW	11/01/2011	03/19/2012	5,195.00	4,105.00	1,090.00
205. MORGAN STANLEY DEAN W COM NEW	12/16/2011	04/03/2012	3,944.00	3,236.00	708.00
455. MORGAN STANLEY DEAN W COM NEW	12/16/2011	08/28/2012	6,647.00	7,183.00	-536.00
147. MOSAIC CO/THE	07/08/2011	01/19/2012	7,906.00	10,115.00	-2,209.00
340. MTN GROUP LTD ADR	11/11/2011	02/08/2012	5,954.00	5,896.00	58.00
48. MYLAN LABS INC COM RTS 11/14/2006	12/14/2011	01/25/2012	1,006.00	966.00	40.00
143. MYLAN LABS INC COM RT 11/14/2006	12/14/2011	03/19/2012	3,270.00	3,042.00	228.00
521. MYLAN LABS INC COM RT 11/14/2006	06/05/2012	08/28/2012	12,171.00	11,042.00	1,129.00
124. NATIONAL OILWELL INC	10/26/2011	12/05/2011	9,046.00	8,502.00	544.00
49. NATIONAL OILWELL INC C	03/18/2011	03/02/2012	4,028.00	3,799.00	229.00
166. NATIONAL OILWELL INC	01/31/2012	05/09/2012	11,140.00	12,871.00	-1,731.00
26. NETAPP INC	11/18/2011	01/25/2012	972.00	911.00	61.00
215. NETAPP INC	11/18/2011	03/05/2012	9,209.00	7,532.00	1,677.00
144. NETAPP INC	02/21/2012	05/18/2012	4,904.00	6,456.00	-1,552.00
590. NETAPP INC	03/27/2012	06/11/2012	17,568.00	26,452.00	-8,884.00
39. NETFLIX.COM INC COM	11/04/2011	01/26/2012	4,495.00	3,476.00	1,019.00
192. NETFLIX.COM INC COM	01/31/2012	06/01/2012	11,829.00	17,775.00	-5,946.00
67. NEWFIELD EXPL CO COM W ATTACHED EXP 2/22/2009	01/25/2012	03/19/2012	2,415.00	2,748.00	-333.00 *
203. NEWFIELD EXPL CO COM ATTACHED EXP 2/22/2009	02/21/2012	06/27/2012	5,256.00	8,660.00	-3,404.00
215. NIKE INC CL B COM	04/30/2012	09/18/2012	21,086.00	24,138.00	-3,052.00
176. NORTHEAST UTILS COM W ATTACHED EXP 2/23/2009	05/08/2012	08/28/2012	6,697.00	6,337.00	360.00

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

ARTHUR F & ALICE E ADAMS 598-4019303082

Employer identification number

65-6003785

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 125. NOVARTIS AG SPONSORED	11/11/2011	09/21/2012	7,604.00	6,990.00	614.00
46. NVIDIA CORP COM	06/22/2011	01/25/2012	657.00	737.00	-80.00
184. NVIDIA CORP COM	06/22/2011	03/01/2012	2,802.00	2,949.00	-147.00
97. NVIDIA CORP COM	06/22/2011	03/19/2012	1,423.00	1,555.00	-132.00
277. NVIDIA CORP COM	06/22/2011	03/21/2012	4,008.00	4,440.00	-432.00
8. OCCIDENTAL PETE CORP CO	04/01/2011	01/25/2012	804.00	645.00	159.00
28. OCCIDENTAL PETE CORP C	04/01/2011	03/19/2012	2,849.00	2,257.00	592.00
181. OCCIDENTAL PETE CORP	02/03/2012	06/11/2012	15,271.00	18,316.00	-3,045.00
96. OCCIDENTAL PETE CORP C	06/20/2012	08/28/2012	8,402.00	7,864.00	538.00
107. PNC FINL SVCS GROUP I W/RIGHTS ATTACHED EXP 5/25/	07/31/2012	08/28/2012	6,652.00	6,365.00	287.00
87. PPL CORP COM	04/12/2011	01/25/2012	2,392.00	2,338.00	54.00
159. PPL CORP COM	04/12/2011	03/19/2012	4,476.00	4,272.00	204.00
178.99945 PEPSICO INC COM	06/22/2011	12/01/2011	11,488.00	12,301.00	-813.00
34.00055 PEPSICO INC COM	05/19/2011	12/01/2011	2,182.00	2,337.00	-155.00 *
217. PEPSICO INC COM	10/06/2011	02/17/2012	13,588.00	13,354.00	234.00
207. PFIZER INC COM W/RTS 10/15/2007	10/07/2011	01/25/2012	4,465.00	3,971.00	494.00
430. PFIZER INC COM W/RTS 10/15/2007	10/07/2011	03/19/2012	9,404.00	8,249.00	1,155.00
362. PFIZER INC COM W/RTS 10/15/2007	10/07/2011	06/05/2012	7,786.00	6,944.00	842.00
1100. PFIZER INC COM W/RTS EXP 10/15/2007	06/25/2012	08/28/2012	26,273.00	21,741.00	4,532.00
35. PHILIP MORRIS INTERNAT	02/28/2012	03/19/2012	3,027.00	2,935.00	92.00
41. PHILIP MORRIS INTERNAT	02/28/2012	07/19/2012	3,675.00	3,514.00	161.00
158. PHILIP MORRIS INTERNA	04/23/2012	08/28/2012	14,376.00	13,543.00	833.00
4486.421 PIMCO FOREIGN BON #1853	12/15/2010	10/14/2011	50,293.00	47,818.00	2,475.00
169. PRAXAIR INC COM	01/31/2012	08/28/2012	17,741.00	16,834.00	907.00

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

ARTHUR F & ALICE E ADAMS 598-4019303082

Employer identification number

65-6003785

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. PROCTER & GAMBLE CO CO	05/11/2011	12/05/2011	1,423.00	1,310.00	113.00
31. PROCTER & GAMBLE CO CO	01/17/2012	01/25/2012	2,002.00	2,052.00	-50.00 *
59. PROCTER & GAMBLE CO CO	01/17/2012	03/19/2012	3,965.00	3,919.00	46.00
10.99953 PROCTER & GAMBLE	01/17/2012	04/30/2012	698.00	732.00	-34.00
57.00047 PROCTER & GAMBLE	01/17/2012	04/30/2012	3,616.00	3,793.00	-177.00 *
62. PROCTER & GAMBLE CO CO	01/17/2012	06/22/2012	3,722.00	4,190.00	-468.00
108. PROCTER & GAMBLE CO C	01/20/2012	08/28/2012	7,238.00	7,299.00	-61.00
175. PRUDENTIAL FINANCIAL COM	06/05/2012	08/28/2012	9,443.00	9,374.00	69.00
274. PUBLIC SVC ENTERPRISE	08/03/2011	12/21/2011	8,623.00	8,628.00	-5.00
69. QUALCOMM INC COM W/RTS	05/23/2012	06/15/2012	3,900.00	3,956.00	-56.00
71. QUALCOMM INC COM W/RTS	05/23/2012	06/25/2012	3,819.00	4,070.00	-251.00 *
107. QUALCOMM INC COM W/RT	07/19/2012	08/28/2012	6,622.00	6,511.00	111.00
131. RANGE RES CORP COM	08/09/2011	11/03/2011	9,279.00	7,915.00	1,364.00
8.9995 RAYTHEON CO COM	05/24/2011	10/28/2011	393.00	449.00	-56.00 *
64.0005 RAYTHEON CO COM	05/24/2011	10/28/2011	2,792.00	3,194.00	-402.00
219. RAYTHEON CO COM	05/24/2011	12/06/2011	9,952.00	10,937.00	-985.00
508. REPUBLIC SVCS INC COM	11/09/2011	12/06/2011	13,803.00	14,199.00	-396.00
76. ROCKWELL INTL CORP NEW	12/06/2011	04/25/2012	5,745.00	5,827.00	-82.00
102. ROCKWELL INTL CORP NE	12/06/2011	06/26/2012	6,512.00	7,821.00	-1,309.00
280. ROCKWELL INTL CORP NE	01/31/2012	07/18/2012	18,450.00	21,469.00	-3,019.00
29. SALESFORCE COM INC	12/06/2011	04/19/2012	4,677.00	3,587.00	1,090.00
112. SALESFORCE COM INC	01/31/2012	07/30/2012	14,101.00	13,855.00	246.00
113. SANDISK CORP COM W/RT EXP 04/28/2007	12/06/2011	04/30/2012	4,192.00	5,540.00	-1,348.00
121. SANDISK CORP COM W/RT EXP 04/28/2007	12/06/2011	05/17/2012	3,934.00	5,933.00	-1,999.00

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

ARTHUR F & ALICE E ADAMS 598-4019303082

Employer identification number

65-6003785

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 183. SANDISK CORP COM W/RT EXP 04/28/2007	01/26/2012	06/26/2012	6,603.00	8,972.00	-2,369.00
244. SIGMA ALDRICH CORP CO	01/31/2012	04/17/2012	17,604.00	17,341.00	263.00
8. SIMON PPTY GRP INC NEW	09/23/2011	01/25/2012	1,068.00	896.00	172.00
16. SIMON PPTY GRP INC NEW	09/23/2011	03/19/2012	2,295.00	1,792.00	503.00
93. SIMON PPTY GRP INC NEW	06/25/2012	08/28/2012	14,729.00	12,145.00	2,584.00
136. SMUCKER J M CO COM	04/10/2012	08/28/2012	11,541.00	10,980.00	561.00
6.99957 STARWOOD HOTELS & WORLDWIDE	01/26/2011	11/22/2011	316.00	384.00	-68.00
57.00043 STARWOOD HOTELS & WORLDWIDE	01/26/2011	11/22/2011	2,573.00	3,127.00	-554.00 *
16. STARWOOD HOTELS & RESO WORLDWIDE	10/27/2011	01/25/2012	866.00	824.00	42.00
149. STARWOOD HOTELS & RES WORLDWIDE	10/27/2011	03/19/2012	8,244.00	7,676.00	568.00
52. STARWOOD HOTELS & RESO WORLDWIDE	08/04/2011	06/26/2012	2,625.00	2,879.00	-254.00
101. STERICYCLE INC COM	01/31/2012	03/21/2012	8,641.00	8,163.00	478.00
359. SUNTRUST BKS INC COM	06/05/2012	08/28/2012	8,921.00	8,648.00	273.00
180. TEVA PHARMACEUTICAL I	11/12/2010	11/02/2011	7,015.00	9,099.00	-2,084.00
41. TEVA PHARMACEUTICAL IN	03/01/2011	02/13/2012	1,807.00	2,073.00	-266.00
126. TEVA PHARMACEUTICAL I	03/01/2011	02/16/2012	5,560.00	6,369.00	-809.00
293. TEXAS INSTRS INC COM	12/19/2011	01/25/2012	9,588.00	8,360.00	1,228.00
210. TEXAS INSTRS INC COM	06/07/2012	07/13/2012	5,655.00	6,000.00	-345.00
93. TEXTRON INC COM	01/20/2012	01/25/2012	2,302.00	1,998.00	304.00
102. TEXTRON INC COM	01/20/2012	03/19/2012	2,802.00	2,241.00	561.00
438. TEXTRON INC COM	07/11/2012	08/28/2012	11,572.00	9,794.00	1,778.00
42. THERMO ELECTRON CORP C ATTACHED EXP 01/29/2006	10/13/2011	01/25/2012	2,250.00	2,273.00	-23.00
80. THERMO ELECTRON CORP C ATTACHED EXP 01/29/2006	10/13/2011	02/28/2012	4,570.00	4,330.00	240.00
63. THERMO ELECTRON CORP C ATTACHED EXP 01/29/2006	10/13/2011	03/19/2012	3,652.00	3,410.00	242.00

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

ARTHUR F & ALICE E ADAMS 598-4019303082

Employer identification number

65-6003785

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 71. THERMO ELECTRON CORP C ATTACHED EXP 01/29/2006	10/13/2011	04/25/2012	3,884.00	3,843.00	41.00
115. THERMO ELECTRON CORP ATTACHED EXP 01/29/2006	10/14/2011	05/31/2012	5,791.00	6,225.00	-434.00
25. 3M CO COM	11/09/2011	12/05/2011	2,032.00	2,006.00	26.00
501. TIME WARNER INC	01/31/2012	03/26/2012	18,607.00	18,317.00	290.00
219. TIME WARNER INC	06/19/2012	08/28/2012	9,084.00	8,191.00	893.00
84. TRAVELERS COMPANIES, I	12/13/2011	08/28/2012	5,463.00	3,967.00	1,496.00
478. TYSON FOODS INC COM C	05/09/2012	09/04/2012	7,594.00	8,964.00	-1,370.00
115. UNDER ARMOUR INC	04/20/2012	08/27/2012	6,384.00	5,738.00	646.00
258. UNILEVER N V NEW YORK	03/01/2011	01/18/2012	8,405.00	7,940.00	465.00
91. UNION PAC CORP COM	10/05/2011	03/20/2012	10,137.00	8,342.00	1,795.00
40000. U S TREASURY NOTE 8/15/13	05/05/2011	02/09/2012	42,422.00	43,109.00	-687.00
35000. U S TREASURY NOTE 8/15/13	04/01/2011	03/07/2012	36,984.00	37,639.00	-655.00
10000. US TREASURY NOTE 5/15/21	08/03/2011	10/21/2011	10,856.00	10,469.00	387.00
40. UNITED TECHNOLOGIES CO	01/31/2012	04/23/2012	3,186.00	2,378.00	808.00
30. UNITEDHEALTH GRP INC C	12/19/2011	01/25/2012	1,512.00	1,476.00	36.00
93. UNITEDHEALTH GRP INC C	12/19/2011	03/19/2012	5,231.00	4,683.00	548.00
86. UNITEDHEALTH GRP INC C	12/19/2011	06/11/2012	4,965.00	4,455.00	510.00
209. URBAN OUTFITTERS INC	07/17/2012	08/28/2012	7,754.00	6,230.00	1,524.00
115. VARIAN MED SYS INC CO	06/06/2012	08/28/2012	6,776.00	7,156.00	-380.00
100. VERIFONE SYSTEMS, INC	09/19/2011	04/20/2012	5,392.00	3,988.00	1,404.00
225. VERIFONE SYSTEMS, INC	01/31/2012	04/27/2012	12,187.00	8,973.00	3,214.00
27. VERTEX PHARMACEUTICALS W/RTS ATTACHED	01/11/2012	01/25/2012	943.00	1,005.00	-62.00
82. VERTEX PHARMACEUTICALS W/RTS ATTACHED	01/11/2012	03/19/2012	3,429.00	3,132.00	297.00
124. VERTEX PHARMACEUTICAL W/RTS ATTACHED	01/11/2012	05/07/2012	6,762.00	4,736.00	2,026.00

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

ARTHUR F & ALICE E ADAMS 598-4019303082

Employer identification number

65-6003785

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 44. VERTEX PHARMACEUTICALS W/RTS ATTACHED	03/01/2012	05/14/2012	2,819.00	1,680.00	1,139.00
133. VERTEX PHARMACEUTICAL W/RTS ATTACHED	05/31/2012	08/28/2012	7,193.00	5,823.00	1,370.00
352. WAL MART STORES INC C	06/23/2011	12/06/2011	20,602.00	18,683.00	1,919.00
180. WAL MART STORES INC C	11/09/2011	01/05/2012	10,657.00	9,554.00	1,103.00
237. WAL-MART DE MEXICO S SPONSORED ADR REPSTG SER V	11/11/2011	04/24/2012	6,683.00	6,077.00	606.00
229. WAL-MART DE MEXICO S SPONSORED ADR REPSTG SER V	11/11/2011	05/09/2012	5,814.00	5,872.00	-58.00
37. WALGREEN CO COM W/RTS 08/21/2006	01/12/2012	01/25/2012	1,266.00	1,242.00	24.00
126. WALGREEN CO COM W/RTS EXP 08/21/2006	01/12/2012	03/19/2012	4,293.00	4,261.00	32.00
190. WALGREEN CO COM W/RTS EXP 08/21/2006	01/12/2012	04/02/2012	6,406.00	6,425.00	-19.00 *
196. WALGREEN CO COM W/RTS EXP 08/21/2006	03/16/2012	04/05/2012	6,444.00	6,648.00	-204.00
484. WALGREEN CO COM W/RTS EXP 08/21/2006	08/20/2012	08/28/2012	17,138.00	16,612.00	526.00
35.99919 WATERS CORP COM	02/08/2011	12/09/2011	2,691.00	2,986.00	-295.00 *
59.00081 WATERS CORP COM	02/08/2011	12/09/2011	4,410.00	4,894.00	-484.00
216. WATERS CORP COM	07/26/2011	01/10/2012	16,129.00	18,186.00	-2,057.00
86. WELLPOINT INC	06/12/2012	08/28/2012	4,951.00	5,962.00	-1,011.00
381. WILLIAMS COS INC COM ATTACHED	11/04/2011	12/16/2011	11,641.00	11,652.00	-11.00
24. WILLIAMS SONOMA INC CO	01/20/2012	01/25/2012	828.00	840.00	-12.00
102. WILLIAMS SONOMA INC C	01/20/2012	03/19/2012	3,865.00	3,731.00	134.00
278. WILLIAMS SONOMA INC C	02/27/2012	08/28/2012	11,567.00	10,169.00	1,398.00
36. XCEL ENERGY INC COM	01/03/2012	01/25/2012	951.00	995.00	-44.00
75. XCEL ENERGY INC COM	01/03/2012	03/19/2012	1,969.00	2,072.00	-103.00 *
470. XCEL ENERGY INC COM	06/05/2012	08/28/2012	13,113.00	12,809.00	304.00
71. YUM! BRANDS INC COM	05/26/2011	02/03/2012	4,531.00	4,019.00	512.00
83. YUM! BRANDS INC COM	01/31/2012	07/13/2012	5,323.00	4,699.00	624.00

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

OMB No 1545-0092

Department of the Treasury
Internal Revenue Service

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

2011

Name of estate or trust

ARTHUR F & ALICE E ADAMS 598-4019303082

Employer identification number

65-6003785

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	-15,162.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

JSA
1F1221 2 000

* INDICATES WASH SALE

DMD257 5892 02/07/2013 09:05:45

598-4019303082

156 -

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

ARTHUR F & ALICE E ADAMS 598-4019303082

65-6003785

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 33. AFLAC INC COM	08/26/2009	01/25/2012	1,609.00	1,283.00	326.00
218. AFLAC INC COM	06/16/2010	02/27/2012	10,204.00	8,474.00	1,730.00
71. ADOBE SYS INC COM	11/03/2010	01/25/2012	2,184.00	2,141.00	43.00
103. ADOBE SYS INC COM	11/03/2010	03/15/2012	3,488.00	3,106.00	382.00
113. ADOBE SYS INC COM	11/03/2010	03/19/2012	3,891.00	3,408.00	483.00
104. ADOBE SYS INC COM	11/03/2010	08/08/2012	3,362.00	3,136.00	226.00
211. ADOBE SYS INC COM	04/27/2011	08/28/2012	6,765.00	6,363.00	402.00
2. ALLEGHENY TECHNOLOGIES	05/07/2010	10/04/2011	65.00	102.00	-37.00
214. ALLERGAN INC COM W/RI ATTACHED EXP 2/18/2010	12/17/2010	07/31/2012	18,153.00	14,682.00	3,471.00
16. ALLSTATE CORP COM W/RI ATTACHED EXP 2/12/2009	06/23/2010	12/13/2011	415.00	497.00	-82.00
96. AMAZON COM INC COM	09/09/2010	10/26/2011	19,298.00	9,596.00	9,702.00
36. AMAZON COM INC COM	09/14/2010	11/22/2011	6,745.00	3,863.00	2,882.00
6468.603 AMER CENT SMALL C INST #336	11/07/2006	11/08/2011	53,625.00	42,241.00	11,384.00
79. AMERICAN ELEC PWR CO I	06/11/2010	12/15/2011	3,089.00	2,406.00	683.00
45. AMERICAN ELEC PWR CO I	06/11/2010	01/25/2012	1,818.00	1,370.00	448.00
147. AMERICAN ELEC PWR CO	06/15/2010	03/19/2012	5,656.00	4,879.00	777.00
236. AMERICAN ELEC PWR CO	06/15/2010	04/12/2012	8,774.00	7,833.00	941.00
1. AMERICAN ELEC PWR CO IN	06/15/2010	08/28/2012	43.00	34.00	9.00
190. AMERIPRISE FINANCIAL	08/16/2011	08/28/2012	10,393.00	10,198.00	195.00
18. APPLE COMPUTER INC COM	11/12/2007	04/17/2012	10,948.00	3,505.00	7,443.00
3. APPLE COMPUTER INC COM	11/12/2007	04/20/2012	1,726.00	584.00	1,142.00
4. APPLE COMPUTER INC COM	11/12/2007	05/17/2012	2,131.00	779.00	1,352.00
34. APPLE COMPUTER INC COM	03/24/2008	07/25/2012	19,401.00	6,620.00	12,781.00
11106.427 ARTIO INTERNATIO 1529	06/12/2007	10/27/2011	121,726.00	181,701.00	-59,975.00
9460.107 ARTIO INTERNATIONAL 1529	06/12/2007	01/25/2012	96,398.00	154,767.00	-58,369.00

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

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Employer identification number

ARTHUR F & ALICE E ADAMS 598-4019303082

65-6003785

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 5518.88 ARTIO INTERNATIONAL 1529	06/12/2007	02/06/2012	58,169.00	90,289.00	-32,120.00
565. BG GROUP PLC- SPON AD US0554342032	04/20/2011	05/17/2012	11,220.00	13,837.00	-2,617.00
2353. BANK AMER CORP COM	12/07/2009	11/30/2011	12,424.00	26,222.00	-13,798.00
62. BOEING CO COM	09/04/2008	12/16/2011	4,410.00	3,788.00	622.00
29. BOEING CO COM	09/04/2008	01/25/2012	2,123.00	1,772.00	351.00
65. BOEING CO COM	11/05/2008	02/29/2012	4,878.00	3,972.00	906.00
68. BOEING CO COM	05/24/2010	03/19/2012	5,134.00	4,155.00	979.00
67. BORG WARNER INC COM	08/10/2010	05/15/2012	5,023.00	4,237.00	786.00
193. BOSTON SCIENTIFIC COR	05/17/2011	06/06/2012	1,085.00	1,317.00	-232.00
541. CVS CORP COM	05/07/2010	10/06/2011	18,105.00	18,814.00	-709.00
195. CANADIAN NAT RES LTD	04/06/2009	10/05/2011	5,769.00	7,140.00	-1,371.00
42. CELGENE CORP COM	05/17/2011	07/24/2012	2,752.00	2,690.00	62.00
19. CELGENE CORP COM	05/17/2011	08/28/2012	1,365.00	1,217.00	148.00
28. CITRIX SYS INC COM	04/22/2010	10/27/2011	2,092.00	1,340.00	752.00
108. CITRIX SYS INC COM	04/22/2010	01/26/2012	6,996.00	5,472.00	1,524.00
52. COACH INC COM W/RTS AT 5/2/2011	01/28/2010	02/21/2012	3,902.00	2,185.00	1,717.00
197. COACH INC COM W/RTS A 5/2/2011	12/17/2010	06/07/2012	12,148.00	8,279.00	3,869.00
98. COCA-COLA CO COM	01/28/2010	12/23/2011	6,823.00	6,027.00	796.00
258. COCA-COLA CO COM	03/04/2010	02/09/2012	17,518.00	16,028.00	1,490.00
425. COMERICA INC COM RT E 07/01/2006	04/07/2011	09/04/2012	12,992.00	14,584.00	-1,592.00
50. DEVON ENERGY CORP NEW	01/20/2011	01/25/2012	3,200.00	4,121.00	-921.00
43. DEVON ENERGY CORP NEW	01/20/2011	02/29/2012	3,174.00	3,544.00	-370.00
102. DEVON ENERGY CORP NEW	02/01/2011	03/19/2012	7,724.00	8,407.00	-683.00
188. DEVON ENERGY CORP NEW	03/01/2011	08/28/2012	11,340.00	14,090.00	-2,750.00
496. DISH NETWORK CORP	05/19/2009	10/07/2011	12,752.00	7,570.00	5,182.00

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6a 322. DISH NETWORK CORP	10/28/2009	11/11/2011	8,253.00	4,915.00	3,338.00
145. E M C CORP MASS COM	04/30/2010	01/25/2012	3,706.00	2,985.00	721.00
190. E M C CORP MASS COM	07/23/2010	02/02/2012	4,934.00	3,912.00	1,022.00
229. E M C CORP MASS COM	07/23/2010	03/14/2012	6,673.00	4,715.00	1,958.00
145. E M C CORP MASS COM	11/30/2010	03/19/2012	4,201.00	2,985.00	1,216.00
33. EOG RES INC COM	10/13/2010	03/02/2012	3,740.00	3,351.00	389.00
46. EOG RES INC COM	10/13/2010	04/24/2012	4,794.00	4,672.00	122.00
66. EOG RES INC COM	02/24/2011	06/18/2012	6,287.00	6,703.00	-416.00
150. EXXON MOBIL CORP COM	08/12/2011	08/28/2012	13,210.00	11,635.00	1,575.00
521.7 FHLMC POOL #G18106 3/01/21	03/24/2006	10/15/2011	522.00	522.00	
312.82 FHLMC POOL #G18106 3/01/21	03/24/2006	11/15/2011	313.00	313.00	
564.28 FHLMC POOL #G18106 3/01/21	03/24/2006	12/15/2011	564.00	564.00	
552.89 FHLMC POOL #G18106 3/01/21	03/24/2006	01/15/2012	553.00	553.00	
527.5 FHLMC POOL #G18106 3/01/21	03/24/2006	02/15/2012	528.00	527.00	1.00
444.47 FHLMC POOL #G18106 3/01/21	03/24/2006	03/15/2012	444.00	444.00	
448.95 FHLMC POOL #G18106 3/01/21	03/24/2006	04/15/2012	449.00	449.00	
465.5 FHLMC POOL #G18106 3/01/21	03/24/2006	05/15/2012	466.00	465.00	1.00
435.63 FHLMC POOL #G18106 3/01/21	03/24/2006	06/15/2012	436.00	435.00	1.00
284.63 FHLMC POOL #G18106 3/01/21	03/24/2006	07/15/2012	285.00	285.00	
357.25 FHLMC POOL #G18106 3/01/21	03/24/2006	08/15/2012	357.00	357.00	
653.96 FHLMC POOL #G18106 3/01/21	03/24/2006	09/15/2012	654.00	654.00	
1485.72 FHLMC POOL #J01366 4/01/21	10/15/2007	10/15/2011	1,486.00	1,481.00	5.00
977.82 FHLMC POOL #J01366 4/01/21	10/15/2007	11/15/2011	978.00	975.00	3.00
366.31 FHLMC POOL #J01366 4/01/21	10/15/2007	12/15/2011	366.00	365.00	1.00
777.26 FHLMC POOL #J01366 4/01/21	10/15/2007	01/15/2012	777.00	775.00	2.00

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6a 317.65 FHLMC POOL #J01366 4/01/21	10/15/2007	02/15/2012	318.00	317.00	1.00
169.6 FHLMC POOL #J01366 4/01/21	10/15/2007	03/15/2012	170.00	169.00	1.00
168.82 FHLMC POOL #J01366 4/01/21	10/15/2007	04/15/2012	169.00	168.00	1.00
461.04 FHLMC POOL #J01366 4/01/21	10/15/2007	05/15/2012	461.00	460.00	1.00
798.84 FHLMC POOL #J01366 4/01/21	10/15/2007	06/15/2012	799.00	796.00	3.00
166.24 FHLMC POOL #J01366 4/01/21	10/15/2007	07/15/2012	166.00	166.00	
573.28 FHLMC POOL #J01366 4/01/21	10/15/2007	08/15/2012	573.00	571.00	2.00
379.04 FHLMC POOL #J01366 4/01/21	10/15/2007	09/15/2012	379.00	378.00	1.00
20.59 FEDERAL HOME LN MTG CTFS POOL #C59356 DTD 10/1/	10/01/2001	10/15/2011	21.00	21.00	
16.85 FEDERAL HOME LN MTG CTFS POOL #C59356 DTD 10/1/	10/01/2001	11/15/2011	17.00	17.00	
16.92 FEDERAL HOME LN MTG CTFS POOL #C59356 DTD 10/1/	10/01/2001	12/15/2011	17.00	17.00	
17.04 FEDERAL HOME LN MTG CTFS POOL #C59356 DTD 10/1/	10/01/2001	01/15/2012	17.00	17.00	
17.09 FEDERAL HOME LN MTG CTFS POOL #C59356 DTD 10/1/	10/01/2001	02/15/2012	17.00	17.00	
17.16 FEDERAL HOME LN MTG CTFS POOL #C59356 DTD 10/1/	10/01/2001	03/15/2012	17.00	17.00	
24.96 FEDERAL HOME LN MTG CTFS POOL #C59356 DTD 10/1/	10/01/2001	04/15/2012	25.00	25.00	
436.91 FEDERAL HOME LN MTG CTFS POOL #C59356 DTD 10/1/	10/01/2001	05/15/2012	437.00	436.00	1.00
496.02 FEDERAL HOME LN MTG CTFS POOL #C59356 DTD 10/1/	10/01/2001	06/15/2012	496.00	495.00	1.00
515.82 FEDERAL HOME LN MTG CTFS POOL #C59356 DTD 10/1/	10/01/2001	07/15/2012	516.00	515.00	1.00
36.73 FEDERAL HOME LN MTG CTFS POOL #C59356 DTD 10/1/	10/01/2001	08/15/2012	37.00	37.00	
14.93 FEDERAL HOME LN MTG CTFS POOL #C59356 DTD 10/1/	10/01/2001	09/15/2012	15.00	15.00	
11.82 FEDERAL HOME LN MTG CTFS POOL #C60745 DTD 11/1/	11/02/2001	10/15/2011	12.00	12.00	
210.37 FEDERAL HOME LN MTG CTFS POOL #C60745 DTD 11/1/	11/02/2001	11/15/2011	210.00	212.00	-2.00
146.6 FEDERAL HOME LN MTG CTFS POOL #C60745 DTD 11/1/	11/02/2001	12/15/2011	147.00	148.00	-1.00
11.01 FEDERAL HOME LN MTG CTFS POOL #C60745 DTD 11/1/	11/02/2001	01/15/2012	11.00	11.00	
130.91 FEDERAL HOME LN MTG CTFS POOL #C60745 DTD 11/1/	11/02/2001	02/15/2012	131.00	132.00	-1.00

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6a 10.95 FEDERAL HOME LN MTG CTFS POOL #C60745 DTD 11/1/	11/02/2001	03/15/2012	11.00	11.00	
10.93 FEDERAL HOME LN MTG CTFS POOL #C60745 DTD 11/1/	11/02/2001	04/15/2012	11.00	11.00	
11.14 FEDERAL HOME LN MTG CTFS POOL #C60745 DTD 11/1/	11/02/2001	05/15/2012	11.00	11.00	
145.39 FEDERAL HOME LN MTG CTFS POOL #C60745 DTD 11/1/	11/02/2001	06/15/2012	145.00	147.00	-2.00
100.13 FEDERAL HOME LN MTG CTFS POOL #C60745 DTD 11/1/	11/02/2001	07/15/2012	100.00	101.00	-1.00
10.61 FEDERAL HOME LN MTG CTFS POOL #C60745 DTD 11/1/	11/02/2001	08/15/2012	11.00	11.00	
10.2 FEDERAL HOME LN MTG C CTFS POOL #C60745 DTD 11/1/	11/02/2001	09/15/2012	10.00	10.00	
14.16 FEDERAL NATL MTG ASS PASS THRU CTF POOL #572221	04/06/2001	10/25/2011	14.00	14.00	
20.03 FEDERAL NATL MTG ASS PASS THRU CTF POOL #572221	04/06/2001	11/25/2011	20.00	20.00	
14.35 FEDERAL NATL MTG ASS PASS THRU CTF POOL #572221	04/06/2001	12/25/2011	14.00	14.00	
14.27 FEDERAL NATL MTG ASS PASS THRU CTF POOL #572221	04/06/2001	01/25/2012	14.00	14.00	
722.6 FEDERAL NATL MTG ASS PASS THRU CTF POOL #572221	04/06/2001	02/25/2012	723.00	705.00	18.00
11.76 FEDERAL NATL MTG ASS PASS THRU CTF POOL #572221	04/06/2001	03/25/2012	12.00	11.00	1.00
11.78 FEDERAL NATL MTG ASS PASS THRU CTF POOL #572221	04/06/2001	04/25/2012	12.00	11.00	1.00
11.84 FEDERAL NATL MTG ASS PASS THRU CTF POOL #572221	04/06/2001	05/25/2012	12.00	12.00	
12.4 FEDERAL NATL MTG ASSN PASS THRU CTF POOL #572221	04/06/2001	06/25/2012	12.00	12.00	
12.2 FEDERAL NATL MTG ASSN PASS THRU CTF POOL #572221	04/06/2001	07/25/2012	12.00	12.00	
12.26 FEDERAL NATL MTG ASS PASS THRU CTF POOL #572221	04/06/2001	08/25/2012	12.00	12.00	
12.12 FEDERAL NATL MTG ASS PASS THRU CTF POOL #572221	04/06/2001	09/25/2012	12.00	12.00	
547.36 FEDERAL NATL MTG AS PASS THRU CTF POOL #582609	07/02/2001	10/25/2011	547.00	539.00	8.00
183.31 FEDERAL NATL MTG AS PASS THRU CTF POOL #582609	07/02/2001	11/25/2011	183.00	180.00	3.00
636.47 FEDERAL NATL MTG AS PASS THRU CTF POOL #582609	07/02/2001	12/25/2011	636.00	627.00	9.00
439.51 FEDERAL NATL MTG AS PASS THRU CTF POOL #582609	07/02/2001	01/25/2012	440.00	433.00	7.00
166.89 FEDERAL NATL MTG AS PASS THRU CTF POOL #582609	07/02/2001	02/25/2012	167.00	164.00	3.00
167.79 FEDERAL NATL MTG AS PASS THRU CTF POOL #582609	07/02/2001	03/25/2012	168.00	165.00	3.00

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6a 172.6 FEDERAL NATL MTG ASS PASS THRU CTF POOL #582609	07/02/2001	04/25/2012	173.00	170.00	3.00
177.67 FEDERAL NATL MTG AS PASS THRU CTF POOL #582609	07/02/2001	05/25/2012	178.00	175.00	3.00
291.23 FEDERAL NATL MTG AS PASS THRU CTF POOL #582609	07/02/2001	06/25/2012	291.00	287.00	4.00
184.83 FEDERAL NATL MTG AS PASS THRU CTF POOL #582609	07/02/2001	07/25/2012	185.00	182.00	3.00
174.02 FEDERAL NATL MTG AS PASS THRU CTF POOL #582609	07/02/2001	08/25/2012	174.00	171.00	3.00
330.84 FEDERAL NATL MTG AS PASS THRU CTF POOL #582609	07/02/2001	09/25/2012	331.00	326.00	5.00
12.29 FEDERAL NATL MTG ASS PASS THRU CTF POOL #630420	03/05/2002	10/25/2011	12.00	12.00	
12.36 FEDERAL NATL MTG ASS PASS THRU CTF POOL #630420	03/05/2002	11/25/2011	12.00	12.00	
12.43 FEDERAL NATL MTG ASS PASS THRU CTF POOL #630420	03/05/2002	12/25/2011	12.00	12.00	
12.5 FEDERAL NATL MTG ASSN PASS THRU CTF POOL #630420	03/05/2002	01/25/2012	13.00	12.00	1.00
12.57 FEDERAL NATL MTG ASS PASS THRU CTF POOL #630420	03/05/2002	02/25/2012	13.00	12.00	1.00
12.64 FEDERAL NATL MTG ASS PASS THRU CTF POOL #630420	03/05/2002	03/25/2012	13.00	12.00	1.00
12.75 FEDERAL NATL MTG ASS PASS THRU CTF POOL #630420	03/05/2002	04/25/2012	13.00	13.00	
12.79 FEDERAL NATL MTG ASS PASS THRU CTF POOL #630420	03/05/2002	05/25/2012	13.00	13.00	
12.87 FEDERAL NATL MTG ASS PASS THRU CTF POOL #630420	03/05/2002	06/25/2012	13.00	13.00	
12.94 FEDERAL NATL MTG ASS PASS THRU CTF POOL #630420	03/05/2002	07/25/2012	13.00	13.00	
13.01 FEDERAL NATL MTG ASS PASS THRU CTF POOL #630420	03/05/2002	08/25/2012	13.00	13.00	
13.08 FEDERAL NATL MTG ASS PASS THRU CTF POOL #630420	03/05/2002	09/25/2012	13.00	13.00	
1358.85 FNMA POOL #836631 10/01/20	10/15/2007	10/25/2011	1,359.00	1,343.00	16.00
122.49 FNMA POOL #836631 10/01/20	10/15/2007	11/25/2011	122.00	121.00	1.00
123.31 FNMA POOL #836631 10/01/20	10/15/2007	12/25/2011	123.00	122.00	1.00
473.78 FNMA POOL #836631 10/01/20	10/15/2007	01/25/2012	474.00	469.00	5.00
417.95 FNMA POOL #836631 10/01/20	10/15/2007	02/25/2012	418.00	414.00	4.00
710.65 FNMA POOL #836631 10/01/20	10/15/2007	03/25/2012	711.00	704.00	7.00
115.72 FNMA POOL #836631 10/01/20	10/15/2007	04/25/2012	116.00	115.00	1.00

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6a 116.17 FNMA POOL #836631 10/01/20	10/15/2007	05/25/2012	116.00	115.00	1.00
1503.27 FNMA POOL #836631 10/01/20	10/15/2007	06/25/2012	1,503.00	1,491.00	12.00
105.09 FNMA POOL #836631 10/01/20	10/15/2007	07/25/2012	105.00	104.00	1.00
104.35 FNMA POOL #836631 10/01/20	10/15/2007	08/25/2012	104.00	104.00	
96.02 FNMA POOL #836631 10/01/20	10/15/2007	09/25/2012	96.00	95.00	1.00
195.29 FNMA POOL #880971 10/01/21	01/08/2007	10/25/2011	195.00	196.00	-1.00
368.38 FNMA POOL #880971 10/01/21	01/08/2007	11/25/2011	368.00	369.00	-1.00
291.77 FNMA POOL #880971 10/01/21	01/08/2007	12/25/2011	292.00	292.00	
282.54 FNMA POOL #880971 10/01/21	01/08/2007	01/25/2012	283.00	283.00	
60.5 FNMA POOL #880971 10/01/21	01/08/2007	02/25/2012	61.00	61.00	
59.76 FNMA POOL #880971 10/01/21	01/08/2007	03/25/2012	60.00	60.00	
73.14 FNMA POOL #880971 10/01/21	01/08/2007	04/25/2012	73.00	73.00	
139.91 FNMA POOL #880971 10/01/21	01/08/2007	05/25/2012	140.00	140.00	
56.23 FNMA POOL #880971 10/01/21	01/08/2007	06/25/2012	56.00	56.00	
58.65 FNMA POOL #880971 10/01/21	01/08/2007	07/25/2012	59.00	59.00	
323.95 FNMA POOL #880971 10/01/21	01/08/2007	08/25/2012	324.00	325.00	-1.00
54.85 FNMA POOL #880971 10/01/21	01/08/2007	09/25/2012	55.00	55.00	
1097. FORD MTR CO DEL COM	10/28/2009	12/15/2011	11,259.00	7,917.00	3,342.00
148. FRANKLIN RES INC COM	06/18/2010	01/23/2012	15,197.00	11,161.00	4,036.00
3.06 GOVERNMENT NATL MTG A THRU CTF POOL #545220 DTD	05/14/2001	10/15/2011	3.00	3.00	
3.2 GOVERNMENT NATL MTG AS THRU CTF POOL #545220 DTD	05/14/2001	11/15/2011	3.00	3.00	
3.11 GOVERNMENT NATL MTG A THRU CTF POOL #545220 DTD	05/14/2001	12/15/2011	3.00	3.00	
3.13 GOVERNMENT NATL MTG A THRU CTF POOL #545220 DTD	05/14/2001	01/15/2012	3.00	3.00	
3.16 GOVERNMENT NATL MTG A THRU CTF POOL #545220 DTD	05/14/2001	02/15/2012	3.00	3.00	
3.18 GOVERNMENT NATL MTG A THRU CTF POOL #545220 DTD	05/14/2001	03/15/2012	3.00	3.00	

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Employer identification number

ARTHUR F & ALICE E ADAMS 598-4019303082

65-6003785

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 3.25 GOVERNMENT NATL MTG A THRU CTF POOL #545220 DTD	05/14/2001	04/15/2012	3.00	3.00	
3.22 GOVERNMENT NATL MTG A THRU CTF POOL #545220 DTD	05/14/2001	05/15/2012	3.00	3.00	
3.26 GOVERNMENT NATL MTG A THRU CTF POOL #545220 DTD	05/14/2001	06/15/2012	3.00	3.00	
3.47 GOVERNMENT NATL MTG A THRU CTF POOL #545220 DTD	05/14/2001	07/15/2012	3.00	4.00	-1.00
3.29 GOVERNMENT NATL MTG A THRU CTF POOL #545220 DTD	05/14/2001	08/15/2012	3.00	3.00	
3.31 GOVERNMENT NATL MTG A THRU CTF POOL #545220 DTD	05/14/2001	09/15/2012	3.00	3.00	
383. GENERAL ELEC CO COM	12/03/2009	01/25/2012	7,239.00	6,413.00	826.00
701. GENERAL ELEC CO COM	12/17/2009	03/19/2012	14,153.00	11,976.00	2,177.00
185. GENERAL ELEC CO COM	02/19/2010	07/10/2012	3,606.00	3,161.00	445.00
1624. GENERAL ELEC CO COM	12/23/2010	08/28/2012	33,811.00	27,744.00	6,067.00
80. GENERAL MILLS INC COM 02/01/2006	12/15/2008	01/25/2012	3,209.00	2,681.00	528.00
163. GENERAL MILLS INC COM 02/01/2006	01/22/2010	02/28/2012	6,189.00	5,462.00	727.00
93. GENERAL MILLS INC COM 02/01/2006	04/30/2010	03/19/2012	3,595.00	3,116.00	479.00
282. GENERAL MILLS INC COM 02/01/2006	04/30/2010	06/08/2012	10,706.00	9,449.00	1,257.00
10. GOOGLE INC CL A	03/31/2010	12/09/2011	6,225.00	5,569.00	656.00
17. GOOGLE INC CL A	02/23/2011	04/30/2012	10,299.00	10,134.00	165.00
72. HARTFORD FINL SVCS GRP	03/26/2010	01/25/2012	1,325.00	1,930.00	-605.00
121. HARTFORD FINL SVCS GR	03/26/2010	03/19/2012	2,621.00	3,243.00	-622.00
359. HARTFORD FINL SVCS GR	06/23/2010	08/28/2012	6,415.00	9,621.00	-3,206.00
55. HONEYWELL INTL INC COM	07/15/2009	01/25/2012	3,132.00	2,037.00	1,095.00
76. HONEYWELL INTL INC COM	07/15/2009	03/07/2012	4,368.00	2,815.00	1,553.00
94. HONEYWELL INTL INC COM	10/15/2009	03/16/2012	5,676.00	3,482.00	2,194.00
62. HONEYWELL INTL INC COM	03/09/2010	03/19/2012	3,755.00	2,296.00	1,459.00
38. HONEYWELL INTL INC COM	03/09/2010	04/23/2012	2,232.00	1,407.00	825.00
69. HONEYWELL INTL INC COM	03/09/2010	06/07/2012	3,858.00	2,556.00	1,302.00

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6a 73. HONEYWELL INTL INC COM	03/09/2010	06/26/2012	3,902.00	2,704.00	1,198.00
50000. HOUSEHOLD FIN CORP					
05/22/2002 7%	02/16/2005	10/21/2011	51,366.00	57,174.00	-5,808.00
25. ILLINOIS TOOL WORKS IN	08/19/2010	01/25/2012	1,288.00	1,060.00	228.00
170. ILLINOIS TOOL WORKS I	08/19/2010	02/24/2012	9,538.00	7,210.00	2,328.00
41.00034 ILLUMINA INC COM	01/12/2011	01/26/2012	2,182.00	2,735.00	-553.00
36.99966 ILLUMINA INC COM	01/09/2011	01/26/2012	1,969.00	2,468.00	-499.00 *
134. ILLUMINA INC COM	03/16/2011	08/22/2012	5,616.00	7,311.00	-1,695.00
178. INTEL CORP COM	05/19/2011	07/12/2012	4,424.00	4,215.00	209.00
440. INTEL CORP COM	05/23/2011	07/13/2012	11,133.00	10,419.00	714.00
707. ISHARES MIDCAP INDEX	11/08/2006	02/06/2012	76,038.00	60,058.00	15,980.00
5800. ISHARES MIDCAP INDEX	03/27/2009	08/24/2012	630,979.00	492,700.00	138,279.00
80.00093 JP MORGAN CHASE &	04/24/2006	01/25/2012	2,980.00	3,309.00	-329.00 *
87.99907 JP MORGAN CHASE &	04/24/2006	01/25/2012	3,278.00	3,640.00	-362.00
121. JP MORGAN CHASE & CO	04/24/2006	03/14/2012	5,261.00	5,005.00	256.00
280. JP MORGAN CHASE & CO	04/24/2006	03/19/2012	12,580.00	11,582.00	998.00
80. JP MORGAN CHASE & CO C	04/30/2006	06/11/2012	2,673.00	3,168.00	-495.00
305. JP MORGAN CHASE & CO	11/05/2008	08/28/2012	11,324.00	12,287.00	-963.00
81. JOHNSON & JOHNSON COM	06/24/2011	08/28/2012	5,470.00	5,278.00	192.00
111. JOHNSON CTLS INC COM					
ATTACHED EXP 11/30/2004	04/17/2009	12/15/2011	3,231.00	2,419.00	812.00
286. JOHNSON CTLS INC COM					
ATTACHED EXP 11/30/2004	05/18/2010	01/23/2012	8,921.00	6,233.00	2,688.00
524. JUNIPER NETWORKS INC	03/04/2011	04/25/2012	11,016.00	17,789.00	-6,773.00
183. JUNIPER NETWORKS INC	07/27/2011	08/28/2012	3,343.00	4,382.00	-1,039.00
106. LAS VEGAS SANDS CORP	06/07/2011	06/26/2012	4,524.00	4,964.00	-440.00
42. LAS VEGAS SANDS CORP	08/04/2011	09/25/2012	1,973.00	1,967.00	6.00
380. MARSH & MCLENNAN COS	09/09/2009	01/06/2012	11,764.00	8,771.00	2,993.00

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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 224. MEAD JOHNSON NUTRITIO	01/28/2010	07/11/2012	17,489.00	12,756.00	4,733.00
40. MEAD JOHNSON NUTRITION	12/17/2010	07/16/2012	2,952.00	2,278.00	674.00
155. MERCK & CO INC NEW	12/16/2009	10/12/2011	5,037.00	5,751.00	-714.00
194. MERCK & CO INC NEW	02/23/2010	10/24/2011	6,466.00	7,198.00	-732.00
85. MERCK & CO INC NEW	02/23/2010	01/25/2012	3,278.00	3,154.00	124.00
118. MERCK & CO INC NEW	02/23/2010	03/06/2012	4,411.00	4,378.00	33.00
152. MERCK & CO INC NEW	03/26/2010	03/08/2012	5,724.00	5,640.00	84.00
129. MERCK & CO INC NEW	06/28/2010	03/19/2012	4,888.00	4,786.00	102.00
114. MERCK & CO INC NEW	06/28/2010	04/05/2012	4,418.00	4,230.00	188.00
262. MERCK & CO INC NEW	05/17/2011	08/28/2012	11,232.00	9,721.00	1,511.00
47. MICROSOFT CORP COM	02/18/2011	03/19/2012	1,517.00	1,257.00	260.00
128. MICROSOFT CORP COM	04/27/2011	06/15/2012	3,841.00	3,623.00	218.00
95. MONSANTO CO NEW COM	05/31/2011	08/23/2012	8,140.00	7,072.00	1,068.00
1531.13 MORGAN STANLEY DEA 9/15/37	11/28/2007	10/15/2011	1,531.00	1,525.00	6.00
4855.13 MORGAN STANLEY DEA 9/15/37	11/28/2007	11/15/2011	4,855.00	4,836.00	19.00
382.55 MORGAN STANLEY DEAN 9/15/37	11/28/2007	12/15/2011	383.00	381.00	2.00
1221.05 MORGAN STANLEY DEA 9/15/37	11/28/2007	01/15/2012	1,221.00	1,216.00	5.00
3009.91 MORGAN STANLEY DEA 9/15/37	11/28/2007	02/15/2012	3,010.00	2,998.00	12.00
21886.39 MORGAN STANLEY DE 9/15/37	11/28/2007	03/15/2012	21,886.00	21,799.00	87.00
4609.07 MORGAN STANLEY DEA 9/15/37	11/28/2007	04/15/2012	4,609.00	4,591.00	18.00
8495.45 MORGAN STANLEY DEA 9/15/37	11/28/2007	05/15/2012	8,495.00	8,462.00	33.00
6746.73 MORGAN STANLEY DEA 9/15/37	11/28/2007	06/15/2012	6,747.00	6,720.00	27.00
6954.45 MORGAN STANLEY DEA 9/15/37	11/28/2007	07/15/2012	6,954.00	6,927.00	27.00
7309.07 MORGAN STANLEY DEA 9/15/37	11/28/2007	08/15/2012	7,309.00	7,280.00	29.00
6440.88 MORGAN STANLEY DEA 9/15/37	11/28/2007	09/15/2012	6,441.00	6,415.00	26.00

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6a 65. NATIONAL OILWELL INC C	03/18/2011	04/24/2012	5,064.00	5,040.00	24.00
7. NATIONAL OILWELL INC CO	03/18/2011	05/09/2012	473.00	543.00	-70.00
54. NATIONAL OILWELL INC C	03/18/2011	05/09/2012	3,624.00	4,187.00	-563.00
8000. NATIONAL RURAL UTILS 3/01/12	05/23/2005	10/21/2011	8,200.00	9,228.00	-1,028.00
29000. NATIONAL RURAL UTIL 3/01/12	05/23/2005	03/01/2012	29,000.00	33,450.00	-4,450.00
69. OCCIDENTAL PETE CORP C	06/01/2010	01/24/2012	6,919.00	5,562.00	1,357.00
6. OCCIDENTAL PETE CORP CO	06/01/2010	01/25/2012	603.00	484.00	119.00
22. OCCIDENTAL PETE CORP C	04/01/2011	08/28/2012	1,925.00	1,802.00	123.00
301. ORACLE CORP COM	04/13/2010	03/13/2012	9,011.00	8,017.00	994.00
644. ORACLE CORP COM	09/28/2010	03/26/2012	18,627.00	17,154.00	1,473.00
362. ORACLE CORP COM	12/17/2010	06/22/2012	10,088.00	9,642.00	446.00
142. PG&E CORP COM W/RIGHT EXP 12/22/2010	08/19/2010	10/19/2011	6,115.00	6,576.00	-461.00
45. PG&E CORP COM W/RIGHTS EXP 12/22/2010	08/19/2010	01/25/2012	1,804.00	2,084.00	-280.00
87. PG&E CORP COM W/RIGHTS EXP 12/22/2010	10/13/2010	03/19/2012	3,761.00	4,029.00	-268.00
263. PG&E CORP COM W/RIGHT EXP 12/22/2010	12/03/2010	08/28/2012	11,580.00	12,179.00	-599.00
5112.617 PIMCO FOREIGN BON	11/13/2006	10/14/2011	54,143.00	53,408.00	735.00
3687.183 PIMCO FOREIGN BON	11/13/2006	11/08/2011	39,600.00	38,518.00	1,082.00
8665.511 PIMCO EMERG MKTS	03/18/2009	05/17/2012	100,000.00	71,002.00	28,998.00
474. PPL CORP COM	05/17/2011	08/28/2012	13,859.00	12,737.00	1,122.00
30. PEPSICO INC COM	07/01/2010	01/25/2012	1,986.00	1,846.00	140.00
16. PEPSICO INC COM	07/01/2010	02/17/2012	1,002.00	985.00	17.00
49461.242 PIMCO FOREIGN BO (UNHEDGED) #1853	05/03/2011	05/17/2012	540,611.00	527,182.00	13,429.00
6451.479 PIMCO COMMODITY R STRAT-I#45	02/09/2009	10/27/2011	51,676.00	41,063.00	10,613.00
154. PROCTER & GAMBLE CO C	07/06/2009	10/27/2011	9,996.00	9,138.00	858.00
83. PROCTER & GAMBLE CO CO	07/08/2009	12/05/2011	5,367.00	4,944.00	423.00

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6a 72. PROCTER & GAMBLE CO CO	05/11/2011	06/20/2012	4,329.00	4,333.00	-4.00
59. PRUDENTIAL FINANCIAL I COM	06/04/2009	01/25/2012	3,397.00	3,297.00	100.00
89. PRUDENTIAL FINANCIAL I COM	06/04/2009	02/27/2012	5,403.00	4,974.00	429.00
84. PRUDENTIAL FINANCIAL I COM	06/04/2009	03/19/2012	5,391.00	4,695.00	696.00
70. PRUDENTIAL FINANCIAL I COM	12/23/2009	04/23/2012	4,117.00	3,912.00	205.00
173. PRUDENTIAL FINANCIAL COM	10/25/2010	08/28/2012	9,335.00	9,267.00	68.00
132. SLM CORP COM	08/22/2008	01/25/2012	1,917.00	1,899.00	18.00
221. SLM CORP COM	11/05/2008	02/29/2012	3,523.00	3,179.00	344.00
190. SLM CORP COM	01/19/2010	03/19/2012	3,137.00	2,733.00	404.00
524. SLM CORP COM	01/19/2010	08/28/2012	8,253.00	7,538.00	715.00
11117.981 SSGA EMERGING MA #1510	04/26/2006	03/01/2012	233,811.00	241,988.00	-8,177.00
21776.534 SSGA EMERGING MA #1510	11/13/2009	08/24/2012	415,714.00	473,977.00	-58,263.00
45. SCHLUMBERGER LTD COM	01/11/2010	03/02/2012	3,477.00	3,357.00	120.00
726. SPRINT CORP COM W/RTS EXP (FON GROUP) 06/25/2007	11/12/2007	01/25/2012	1,539.00	6,076.00	-4,537.00
1872. SPRINT CORP COM W/RT EXP (FON GROUP) 06/25/2007	06/12/2008	03/05/2012	4,568.00	15,668.00	-11,100.00
843. SPRINT CORP COM W/RTS EXP (FON GROUP) 06/25/2007	11/05/2008	03/19/2012	2,276.00	7,056.00	-4,780.00
1593. SPRINT CORP COM W/RT EXP (FON GROUP) 06/25/2007	03/03/2011	07/26/2012	6,117.00	13,333.00	-7,216.00
1480. SPRINT CORP COM W/RT EXP (FON GROUP) 06/25/2007	03/03/2011	08/28/2012	7,156.00	12,387.00	-5,231.00
74. STARBUCKS CORP COM	05/13/2010	02/21/2012	3,598.00	2,282.00	1,316.00
93. STARWOOD HOTELS & RESO WORLDWIDE	01/26/2011	04/25/2012	5,362.00	5,148.00	214.00
147. STARWOOD HOTELS & RES WORLDWIDE	01/26/2011	05/18/2012	7,526.00	8,138.00	-612.00
37. STARWOOD HOTELS & RESO WORLDWIDE	02/09/2011	06/26/2012	1,868.00	2,048.00	-180.00
107. SUNTRUST BKS INC COM	12/20/2010	01/25/2012	2,305.00	2,616.00	-311.00 *
191. SUNTRUST BKS INC COM	12/20/2010	03/19/2012	4,702.00	4,746.00	-44.00
99. SUNTRUST BKS INC COM	12/20/2010	07/20/2012	2,314.00	2,385.00	-71.00

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6a 294. SUNTRUST BKS INC COM	05/17/2011	08/28/2012	7,306.00	7,082.00	224.00
50000. TARGET CORP NT DTD 5.875% 03/0	04/19/2005	10/17/2011	50,960.00	53,710.00	-2,750.00
157. TEVA PHARMACEUTICAL I	11/15/2010	12/14/2011	6,451.00	7,936.00	-1,485.00
30. TEVA PHARMACEUTICAL IN	11/15/2010	01/25/2012	1,369.00	1,516.00	-147.00
79. TEVA PHARMACEUTICAL IN	11/15/2010	02/13/2012	3,482.00	3,993.00	-511.00
123. 3M CO COM	06/10/2010	12/05/2011	9,999.00	9,868.00	131.00
45. TRAVELERS COMPANIES, I	11/12/2007	01/25/2012	2,584.00	2,125.00	459.00
93. TRAVELERS COMPANIES, I	07/11/2008	03/19/2012	5,499.00	4,392.00	1,107.00
183. TRAVELERS COMPANIES,	04/06/2009	08/28/2012	11,902.00	8,642.00	3,260.00
143. TYSON FOODS INC COM C	06/28/2011	07/17/2012	2,193.00	2,682.00	-489.00
774. TYSON FOODS INC COM C	08/10/2011	09/04/2012	12,296.00	14,514.00	-2,218.00
375. US BANCORP DEL COM NE ATTACHED EXP 2/27/2011	06/18/2010	10/27/2011	9,750.00	9,057.00	693.00
69. US BANCORP DEL COM NEW ATTACHED EXP 2/27/2011	06/18/2010	01/25/2012	1,964.00	1,666.00	298.00
209. US BANCORP DEL COM NE ATTACHED EXP 2/27/2011	06/18/2010	03/19/2012	6,661.00	5,048.00	1,613.00
169. UNILEVER N V NEW YORK	12/04/2007	10/25/2011	5,700.00	5,201.00	499.00
186. UNILEVER N V NEW YORK	01/06/2011	01/09/2012	6,254.00	5,724.00	530.00
271. UNILEVER N V NEW YORK	01/06/2011	01/18/2012	8,829.00	8,340.00	489.00
15000. U S TREASURY NOTE 8/15/13	04/01/2011	05/23/2012	15,735.00	15,269.00	466.00
75000. U S TREASURY NOTES 5/15/14	02/27/2008	08/29/2012	80,730.00	78,799.00	1,931.00
15000. US TREASURY NOTE 8/15/20	09/28/2010	10/17/2011	15,735.00	15,213.00	522.00
97. UNITED TECHNOLOGIES CO	07/17/2009	02/03/2012	7,870.00	5,767.00	2,103.00
70. UNITED TECHNOLOGIES CO	12/17/2010	04/23/2012	5,575.00	4,162.00	1,413.00
212. UNITEDHEALTH GRP INC	06/16/2010	11/07/2011	9,603.00	7,126.00	2,477.00
174. UNITEDHEALTH GRP INC	10/25/2010	02/03/2012	8,922.00	6,372.00	2,550.00
25. V F CORP COM W/RTS ATT 01/25/2008	04/22/2010	11/04/2011	3,427.00	2,056.00	1,371.00

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

Schedule D-1 (Form 1041) 2011

Employer identification number

65-6003785

[illegible]

* INDICATES WASH SALE

Schedule D-1 (Form 1041) 2011

**Expenditure Responsibility Statement
for the year 2011**

Pursuant to Treasury Regulation § 53.4945-5(d)(2), the Foundation provides the following information:

- (i) The name and address of the grantee:**
Optimist Club of White Station/Memphis
624 Azalea Terrace Circle:
Memphis, TN 38117
- (ii) The date(s) and amount(s) of the grant(s):**
June 19, 2012 \$104000
- (iii) The specific purpose(s) of the grant(s):**
To support the Henry C. and Virginia Clark Christmas Tree Sales Lot fundraiser.
- (iv) The amounts expended by the grantee (based upon the most recent report received from the grantee):**
The grantee reported that \$10,000 was spent for the purpose intended.
- (v) Whether the grantee has diverted any portion of the funds (or the income therefrom in the case of an endowment grant) from the purpose of the grant (to the knowledge of the Foundation as grantor):**
To the Foundation's knowledge, no funds have been diverted to any activity other than the activity for which the grant was originally made.
- (vi) The dates of report(s) received from the grantee:**
December 23, 2012
- (vii) The date and results of any verification of the grantee's reports undertaken pursuant to and to the extent required under Treasury Regulation § 53.4945-5(c)(1) by the Foundation as the grantor or by others at the direction of the Foundation:**
The Foundation has no reason to doubt the accuracy or reliability of information supplied by the grantee; therefore, the Foundation did not undertake or direct independent verification.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
WELLS FARGO - SECURED MARKET DEPOSIT ACC	96.	96.
	-----	-----
TOTAL	96.	96.
	=====	=====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AFLAC INC COM	155.	155.
AIA GROUP LTD-SP ADR	162.	162.
AT&T INC	847.	847.
ABBOTT LABORATORIES 4.125% 5/27/20	825.	825.
ABERCROMBIE & FITCH CO CL A	105.	105.
ABERDEEN EMERG MARKETS-INST #5840	1,068.	1,068.
AIR LIQUIDE ADR FRANCE ADR	587.	587.
ALLERGAN INC COM W/RIGHTS ATTACHED EXP 2	38.	38.
ALLIANZ AG-ADR COM	737.	737.
ALLSTATE CORP COM W/RIGHTS ATTACHED EXP	151.	151.
ALTERA CORP COM	93.	93.
AMERICA MOVIL S A DE C V SPONSORED ADR R	147.	147.
AMERICAN ELEC PWR CO INC COM	814.	814.
AMERICAN EXPRESS CO COM	129.	129.
AMERIPRISE FINANCIAL INC	271.	271.
ANHEUSER-BUSCH INBEV 5.375% 1/15/20	1,881.	1,881.
APPLE COMPUTER INC COM	776.	776.
ARM HLDGS PLC SPONSORED ADR	71.	71.
ARTIO INTERNATIONAL EQ FD 3# 1529	5,858.	5,858.
ATLAS COPCO AB ADR	331.	331.
BG GROUP PLC- SPON ADR ISIN US0554342032	259.	259.
BANK AMER CORP COM	77.	77.
BANK OF NEW YORK MEL 4.300% 5/15/14	1,276.	1,276.
BHP LIMITED SPONS ADR COM	251.	251.
BOEING CO COM	922.	922.
BOSTON PPTYS INC COM	48.	48.
PEPSI BOTTLING GROUP 6.950% 3/15/14	2,433.	2,433.
CBS CORP CL B COM	179.	179.
CME GROUP INC	185.	185.
CSL LIMITED - ADR	81.	81.
CVS CORP COM	104.	104.
CVS CAREMARK CORP 5.750% 6/01/17	2,300.	2,300.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
CANADIAN NATL RY CO COM	200.	200.
CANADIAN NAT RES LTD COM CN\$	39.	39.
CANON INC ADR REPSTG 5 SHS	452.	452.
CARNIVAL CORP PAIRED CTF 1 COM	88.	88.
CATERPILLAR FIN SERV 5.850% 9/01/17	2,633.	2,633.
CHEVRONTXACO CORP COM	555.	555.
CISCO SYS INC COM W/RIGHTS ATTACHED EXP	205.	205.
CITIGROUP, INC.	4.	4.
CITIGROUP INC	1,225.	1,225.
COACH INC COM W/RTS ATTACHED EXP 5/2/201	250.	250.
COCA-COLA CO COM	1,267.	1,267.
COCHLEAR LTD-UNSPON ADR	165.	165.
COMCAST CORP NEW CL A	33.	33.
COMCAST CORP	1,545.	1,545.
COMERICA INC COM RT EXPS 07/01/2006	262.	262.
CONAGRA FOODS INC COM W/RTS EXP 07/12/20	87.	87.
CONOCOPHILLIPS COM	109.	109.
CONOCOPHILLIPS	2,588.	2,588.
COSTCO WHOLESALE COR 5.500% 3/15/17	2,200.	2,200.
DBS GRP HLDGS SPONSORED ADR	192.	192.
DANAHER CORP COM	35.	35.
DASSAULT SYSTEMES S.A. SPA ADR	189.	189.
DEERE & CO	2,085.	2,085.
DELAWARE POOLED TR INTL EQUITY PORTFOLIO	14,494.	14,494.
DEVON ENERGY CORP NEW COM	211.	211.
DISNEY (WALT) COMPANY HOLDING COMPANY CO	437.	437.
DISCOVERY COMMUNICAT 5.050% 6/01/20	1,515.	1,515.
DODGE & COX INT'L STOCK FD # 1048	5,266.	5,266.
DOW CHEMICAL CO/THE 4.250% 11/15/20	878.	878.
DR PEPPER SNAPPLE GR 2.900% 1/15/16	725.	725.
DUKE ENERGY HOLDING CORP. COM	89.	89.
EOG RES INC COM	107.	107.
EQT CORPORATION	69.	69.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
EASTMAN CHEMICAL CO COM	44.	44.
EXXON MOBIL CORP COM	824.	824.
FAMILY DLR STORES INC COM	273.	273.
FANUC CORPORATION ADR	147.	147.
FHLMC POOL #G18106 5.500% 3/01/21	812.	812.
FHLMC POOL #J01366 5.500% 4/01/21	1,129.	1,129.
FEDERAL HOME LN MTG CORP PARTN CTFS POOL	354.	354.
FEDERAL HOME LN MTG CORP PARTN CTFS POOL	245.	245.
FED HOME LN BK 4.500% 9/16/13	5,400.	5,400.
FED HOME LN BK 4.750% 12/16/16	950.	950.
FED HOME LN BK 5.500% 8/13/14	2,200.	2,200.
FED NATL MTG ASSN 5.000% 3/15/16	2,750.	2,750.
FED HOME LN MTG CORP 3.750% 3/27/19	1,870.	1,870.
FED HOME LN MTG CORP 2.875% 2/09/15	1,438.	1,438.
FEDERAL NATL MTG ASSN GTD MTG PASS THRU	269.	269.
FEDERAL NATL MTG ASSN GTD MTG PASS THRU	480.	480.
FEDERAL NATL MTG ASSN GTD MTG PASS THRU	288.	288.
FED NATL MTG ASSN 5.375% 6/12/17	4,569.	4,569.
FED NATL MTG ASSN 3.250% 4/09/13	1,300.	1,300.
FNMA POOL #836631 5.000% 10/01/20	698.	698.
FNMA POOL #880971 5.500% 10/01/21	444.	444.
FNMA POOL #889568 5.500% 3/01/20	872.	872.
FEDEX CORP COM	53.	53.
FIFTH THIRD BANCORP COM	213.	213.
FRANKLIN RES INC COM	373.	373.
FREEMPORT MCMORAN COPPER & GOLD CL B W/RT	55.	55.
FREEMPORT-MCMORAN C 3.550% 3/01/22	781.	781.
FRESENIUS MED CARE AKTIENGESSELLSCHAFT SP	219.	219.
GOVERNMENT NATL MTG ASSN MTG PASS THRU C	122.	122.
GAZPROM O A O SPONSORED ADR	263.	263.
GENERAL ELEC CO COM	1,705.	1,705.
GENERAL ELEC CAP COR 5.625% 9/15/17	2,813.	2,813.
GENERAL MILLS INC COM W/RTS EXP 02/01/20	463.	463.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
GOLDMAN SACHS GROUP 5.150% 1/15/14	2,060.	2,060.
HSBC HLDGS PLC SPONSORED ADR NEW	248.	248.
HSBC FINANCE CORP 5.500% 1/19/16	2,009.	2,009.
HALLIBURTON CO COM W/RIGHTS EXP 12/15/20	76.	76.
HARTFORD FINL SVCS GRP COM	194.	194.
HOME DEPOT INC COM	213.	213.
HOME DEPOT INC 5.400% 3/01/16	2,430.	2,430.
HONDA AUTO RECEIVABL 1.980% 5/23/16	1,287.	1,287.
HONEYWELL INTL INC COM	380.	380.
HOUSEHOLD FIN CORP BD DTD 05/22/2002 7%	1,565.	1,565.
HOYA CORP ADR	230.	230.
ING INTERNATIONAL REAL EST-I #2664	8,467.	8,467.
ICICI BK LTD SPON ADR SPONSORED ADR	214.	214.
ILLINOIS TOOL WORKS INC COM	140.	140.
IMPERIAL OIL LTD COM NEW	86.	86.
INTEL CORP COM	527.	527.
IBM CORPORATION 5.700% 9/14/17	2,280.	2,280.
ISHARES TR RUSSELL MIDCAP GROWTH	211.	211.
ISHARES MIDCAP INDEX FD	7,937.	7,937.
ITAU UNIBANCO BANCO HOLDING S.A. ADR	276.	276.
JGC CORP-UNSPONSORED ADR	135.	135.
JP MORGAN CHASE & CO COM	1,648.	1,648.
JP MORGAN ALERIAN MLP INDEX EXCHANGE TRA	3,384.	3,384.
JPMORGAN CHASE & CO 4.250% 10/15/20	2,175.	2,175.
JOHNSON & JOHNSON COM	976.	976.
JOHNSON CTLS INC COM W/RTS ATTACHED EXP	135.	135.
JOY GLOBAL INC 00	229.	229.
JUPITER TELECOM-UNSPON ADR	84.	84.
KIMBERLY-CLARK CORP COM	142.	142.
KOHL'S CORP COM	199.	199.
KRAFT FOODS INC-A COM	265.	265.
KROGER CO COM	104.	104.
LI & FUNG LTD ADR	692.	692.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
L'OREAL - ADR	308.	308.
LUMH MOET HENNESSY LOUIS VUITTON	175.	175.
LAS VEGAS SANDS CORP	359.	359.
LAUDER ESTEE COS INC CL A	181.	181.
LLOYDS TSB BANK PLC 4.200% 3/28/17	510.	510.
LONZA GROUP AG ADR	320.	320.
LORILLARD INC	160.	160.
LOWES COS INC COM W/RIGHTS ATTACHED EXPI	301.	301.
MACY'S INC	81.	81.
MANULIFE FINANCIAL 3.400% 9/17/15	1,544.	1,544.
MARATHON OIL CORP BD DTD 9/27/07 6% 10/0	660.	660.
MARSH & MCLENNAN COS INC COM	84.	84.
MASCO CORP COM W/RIGHTS ATTACHED EXP 12/	72.	72.
MAXIM INTEGRATED PRODS INC COM	220.	220.
MCDONALDS CORP COM	421.	421.
MEAD JOHNSON NUTRITION CO	413.	413.
MEDTRONIC INC 3.000% 3/15/15	1,500.	1,500.
MERCK & CO INC NEW	1,149.	1,149.
MERRILL LYNCH & CO 5.000% 1/15/15	2,500.	2,500.
METLIFE INC 5.000% 6/15/15	2,000.	2,000.
MICROSOFT CORP COM	1,672.	1,672.
MONSANTO CO NEW COM	686.	686.
MORGAN STANLEY DEAN WITTER & CO COM NEW	92.	92.
MORGAN STANLEY 5.375% 10/15/15	2,688.	2,688.
MORGAN STANLEY DEAN 5.080% 9/15/37	4,202.	4,202.
MOSAIC CO/THE	7.	7.
MTN GROUP LTD ADR	357.	357.
NATIONAL OILWELL INC COM	84.	84.
NATIONAL RURAL UTILS 7.250% 3/01/12	1,132.	1,132.
NATIONAL RURAL UTIL 3.050% 2/15/22	404.	404.
NESTLE S A SPONSORED ADR REPSTG REG SH	858.	858.
NIKE INC CL B COM	77.	77.
NOKIAN TYRES OYJ-UNSPON ADR	255.	255.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
NORTHEAST UTILS COM W/RTS ATTACHED EXP 2	60.	60.
NOVARTIS AG SPONSORED ADR	310.	310.
NOVARTIS CAPITAL COR 2.900% 4/24/15	1,450.	1,450.
OCCIDENTAL PETE CORP COM	449.	449.
OCCIDENTAL PETROLEUM 2.500% 2/01/16	750.	750.
ORACLE CORP COM	292.	292.
PG&E CORP COM W/RIGHTS ATTACHED EXP 12/2	663.	663.
PIMCO FDS PAC INVT MGMT SER HIGH YLD FD	51,967.	51,967.
PIMCO FOREIGN BOND FUND-INST	20,326.	20,326.
PIMCO FDS PAC INVT MGMT REAL RETURN BD F	8,980.	8,980.
PIMCO EMERG MKTS BD-INST #137	17,130.	17,130.
PPL CORP COM	903.	903.
PACIFIC GAS & ELECTR 4.800% 3/01/14	1,200.	1,200.
PEPSICO INC COM	900.	900.
PETROLEO BRASILEIRO SA PETROBRAS SPONSOR	282.	282.
PFIZER INC COM W/RTS ATTACHED EXP 10/15/	1,447.	1,447.
PHILIP MORRIS INTERNATIONAL IN	1,120.	1,120.
PIMCO FOREIGN BOND (UNHEDGED) #1853	21,479.	21,479.
PIMCO COMMODITY REAL RET STRAT-I#45	78,972.	78,972.
PRAXAIR INC COM	257.	257.
PRECISION CASTPARTS CORP COM W/RIGHTS AT	25.	25.
PROCTER & GAMBLE CO COM	1,119.	1,119.
PRUDENTIAL FINANCIAL, INC COM	689.	689.
PUBLIC SVC ENTERPRISE GRP INC COM	94.	94.
QUALCOMM INC COM W/RTS ATTACHED	573.	573.
RANGE RES CORP COM	66.	66.
RAYTHEON CO COM	122.	122.
REPUBLIC SVCS INC COM	95.	95.
ROCHE HLDG LTD SPONSORED ADR	665.	665.
ROCKWELL INTL CORP NEW COM	357.	357.
ROWE T PRICE REAL ESTATE FD COM	18,126.	15,617.
ROYCE PREMIER FUND W CLASS #566	1,088.	1,088.
SBC COMMUNICATIONS 5.625% 6/15/16	2,813.	2,813.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SLM CORP	289.	289.
SSGA EMERGING MARKETS FD S #1510	13,641.	13,641.
SAFEWAY INC 3.950% 8/15/20	1,580.	1,580.
SAP AG SPONSORED ADR	519.	519.
SASOL LTD (SOUTH AFRICA) SPONSORED ADR	100.	100.
SCHLUMBERGER LTD COM	689.	689.
SCHNEIDER ELECTRIC SA - ADR	482.	482.
SHERWIN WILLIAMS CO COM W/RTS ATTACHED E	51.	51.
SIGMA ALDRICH CORP COM	86.	86.
SIMON PPTY GRP INC NEW COM	280.	280.
SMUCKER J M CO COM	136.	136.
SONOVA HOLDIN-UNSPON ADR	132.	132.
STARBUCKS CORP COM	407.	407.
STARWOOD HOTELS & RESORTS WORLDWIDE	320.	320.
SUNTRUST BKS INC COM	96.	96.
SWATCH GROUP AG/THE-UNSP ADR	157.	157.
TD AMERITRADE HOLDIN 5.600% 12/01/19	1,960.	1,960.
TAIWAN SEMICONDUCTOR MFG CO LTD SPONSORE	274.	274.
TARGET CORP NT DTD 3/11/2002 5.875% 03/0	400.	400.
TELECOM IT CAP 5.250% 10/01/15	1,575.	1,575.
TESCO PLC SPONSORED ADR	246.	246.
TEVA PHARMACEUTICAL INDS LTD ADR	93.	93.
TEXTRON INC COM	13.	13.
THERMO ELECTRON CORP COM W/RTS ATTACHED	32.	32.
3M CO COM	81.	81.
TIME WARNER INC	230.	230.
TOUCHSTONE INTL FIXED INC-IN #557	1,020.	1,020.
TRAVELERS COMPANIES, INC	402.	402.
TURKIYE GARANTI BANKSASI-ADR	201.	201.
TYSON FOODS INC COM CL A	189.	189.
US BANCORP DEL COM NEW W/RIGHTS ATTACHED	499.	499.
UNICHARM CORP-UNSP ADR	61.	61.
UNILEVER PLC SPONSORED ADR NEW	189.	189.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
UNILEVER N V NEW YORK SHS NEW	219.	219.
UNION PAC CORP COM	420.	420.
US BANCORP	2,100.	2,100.
U S TREASURY NOTE	2,861.	2,861.
U S TREASURY NOTES	6,261.	6,261.
U S TREASURY NOTE	2,681.	2,681.
U S TREASURY NOTES	5,381.	5,381.
U S TREASURY NOTE	3,375.	3,375.
U S TREASURY NOTE	175.	175.
U S TREASURY NOTE	1,688.	1,688.
U S TREASURY NOTE	1,450.	1,450.
U S TREASURY NOTE	1,250.	1,250.
U S TREASURY NOTE	2,461.	2,461.
U S TREASURY NOTE	365.	365.
UNITED TECHNOLOGIES CORP COM	137.	137.
UNITEDHEALTH GRP INC COM	415.	415.
V F CORP COM W/RTS ATTACHED EXP 01/25/20	404.	404.
VERIZON COMMUNICATIONS COM	694.	694.
WPP GRP PLC AMER DEPOSITARY SH - ADR	325.	325.
WAL MART STORES INC COM	66.	66.
WAL-MART DE MEXICO S A DE C V SPONSORED	92.	92.
WALGREEN CO COM W/RTS ATTACHED EXP 08/21	182.	182.
WELLPOINT INC	48.	48.
WESTPAC BANKING CORP 3.000% 8/04/15	1,500.	1,500.
WILLIAMS COS INC COM W/RTS ATTACHED	95.	95.
WILLIAMS SONOMA INC COM	180.	180.
WORLD OMNI AUTO RECE 2.210% 5/15/15	1,989.	1,989.
XCEL ENERGY INC COM	186.	186.
YUM! BRANDS INC	297.	297.
BUNGE LIMITED COM	106.	106.
COVIDIEN PLC	308.	308.
ENSCO PLC-CL A	71.	71.
EVEREST REINSURANCE GROUP LTD SHS	324.	324.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
INVESCO LIMITED	100.	100.
TRANSOCEAN LTD.	212.	212.
TYCO INTERNATIONAL LTD NEW	167.	167.
ASML HOLDING NVONY REG SHS ADR	305.	305.
LYONDELLBASELL INDU-CL A	2,273.	171.
OTHER INTEREST	1.	1.
	-----	-----
TOTAL	466,609.	461,998.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PARTNERSHIP FEE REBATES	4,066.	4,066.
UST REFUND	313.	
PRIOR YEAR FEE REFUND	481.	
27-1248567 ALPHAMETRIX -ORD INCOME		-14,204.
27-1248567 ALPHAMETRIX - INTEREST INCOM		26.
27-1248567 ALPHAMETRIX - NET ST LOSS		-19.
27-1248567 ALPHAMETRIX- NET LT LOSS		-26.
27-1248567 ALPHAMETRIX -SEC 1256 SADD/CO		17,086.
27-1248567 ALPHAMETRIX- OTHER INC 988 GAI		8,178.
20-4078221 ASGI MSII -INTEREST		9.
20-4078221 ASGI MSII- ORD DIVIDENDS		396.
20-4078221 ASGI MSII -NET ST LOSS		-2,214.
20-4078221 ASGI MSII -NET LT GAIN		3,864.
20-4078221 ASGI MSII - OTHER INCOME		47.
20-5337359 AURORA GLOBAL II- INTEREST IN		1.
20-5337359 AURORA GLOBAL II - NET ST LOS		-2,904.
20-5337359 AURORA GLOBAL II - OTHER PORT		1,091.
20-4078553 K2 OVERSEAS - INTEREST		2.
20-4078553 K2 OVERSEAS- NET LT LOSS		-34,058.
20-4078553 K2 OVERSEAS OTHER PORT INCOME		462.
20-4095525 DORCHESTER CAP - INTEREST		3.
20-4095525 DORCHESTER CAP - OTHER INC		1,048.
20-5878828 SELECTINVEST - INTERTEST		1.
20-5878828 SELECTINVEST - NET LT LOSS		-872.
TOTALS	----- 4,860. =====	----- -18,017. =====

FORM 990PF, PART I - LEGAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - INCOME (ALLOCABLE	44,713.			44,713.
TOTALS	44,713.	NONE	NONE	44,713.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT MGMT FEES-SUBJECT T	11,607.	11,607.
TOTALS	11,607.	11,607.
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FORM 990PF, PART I - TAXES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
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FOREIGN TAXES	2,283.	2,283.
FEDERAL TAX PAYMENT - PRIOR YE	9,979.	
FEDERAL ESTIMATES - PRINCIPAL	12,684.	
FOREIGN TAXES ON QUALIFIED FOR	3,549.	3,549.
FOREIGN TAXES ON NONQUALIFIED	105.	105.
	-----	-----
TOTALS	28,600.	5,937.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ADR FEES	517.	517.
20-4078221 ASGI MSII - INVEST		5.
20-4078221 ASGI MSII - 2% FLOO		7,757.
20-5878828 SELECTINVEST- 2% FL		712.
TOTALS	517.	8,991.
	=====	=====

ARTHUR F & ALICE E ADAMS 598-4019303082

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FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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3133XLJP9 FED HOME LN BK	40,179.	43,954.
3133X1BV8 FED HOME LN BK	129,395.	124,931.
3133XHJK1 FED HOME LN BK	21,930.	23,466.
3137EACH0 FED HOME LN MTG CORP	52,461.	52,942.
3137EACA5 FED HOME LN MTG CORP	56,327.	58,268.
31298WMD4 FHLMC POOL #C59356	4,700.	5,277.
31298YZJ3 FHLMC POOL #C60745	3,749.	4,165.
3128MMDL4 FHLMC POOL #G18106	11,774.	12,805.
3128PCQT2 FHLMC POOL #J01366	17,560.	19,264.
31398AMW9 FED NATL MTG ASSN	39,067.	40,653.
31359MH89 FED NATL MTG ASSN	52,588.	63,464.
31398ADM1 FED NATL MTG ASSN	88,034.	103,058.
31386SVN4 FNMA POOL #572221	4,012.	4,646.
31387FGS7 FNMA POOL #582609	6,288.	6,810.
31389NK95 FNMA POOL #630420	4,662.	5,341.
31404PPQ5 FED NATL MTG ASSN		
31409WW80 FNMA POOL #880971	7,211.	7,853.
36212VVM8 GNMA POOL #545220	1,553.	1,865.
912828DV9 U S TREASURY NOTE	70,289.	71,485.
912828BH2 U S TREASURY NOTE	14,757.	15,531.
912828CJ7 U S TREASURY NOTES	35,621.	37,561.
912828FF2 U S TREASURY NOTES	121,335.	122,743.
912828JZ4 US TREASURY NOTE	10,005.	10,204.
912828MP2 US TREASURY NOTE	39,943.	47,138.
912828QN3 US TREASURY NOTE	91,677.	102,882.
912828NT3 US TREASURY NOTE	45,223.	49,750.
912828JR2 US TREASURY NOTE	99,647.	105,638.
912828LY4 US TREASURY NOTE	48,605.	57,969.
31407PPQ5 FNMA POOL #836631	10,357.	11,381.

ARTHUR F & ALICE E ADAMS 598-4019303082

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FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
31410KJM7 FNMA POOL #889568	33,372.	33,213.
912828RR3 US TREASURY NOTE	39,788.	41,759.
912828SV3 US TREASURY NOTE	75,471.	76,055.
912828TJ9 US TREASURY NOTE	19,872.	19,978.
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TOTALS	1,297,452.	1,382,049.
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ARTHUR F & ALICE E ADAMS 598-4019303082

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
124857202 CBS CORP NEW		
25470M109 DISH NETWORKS CORP		
345370860 FORD MOTOR COMPANY		
37045V100 GENERAL MOTORS CO	18,896.	19,043.
478366107 JOHNSON CONTROLS INC		
53071M104 LIBERTY INTERACTIVE	27,015.	30,009.
254687106 WALT DISNEY CO		
19122T109 COCA-COLA ENTERPRISE		
205887102 CONAGRA FOODS INC	21,162.	22,515.
126650100 CVS/CAREMARK CORPORA	35,338.	36,305.
370334104 GENERAL MILLS INC		
713448108 PEPSICO INC	30,188.	34,269.
13342B105 CAMERON INTL CORP		
166764100 CHEVRON CORP		
20825C104 CONOCOPHILLIPS		
25179M103 DEVON ENERGY CORP		
30231G102 EXXON MOBIL CORP		
674599105 OCCIDENTAL PETE CORP		
75281A109 RANGE RES CORP	39,185.	47,581.
001055102 AFLAC INC	18,995.	19,631.
020002101 ALLSTATE CORP		
03076C106 AMERIPRISE FINL		
060505104 BANK OF AMERICA CORP		
316673100 FIFTH THIRD BANCORP		
354613101 FRANKLIN RESOURCES I		
416515104 HARTFORD FINANCIAL		
46625H100 JPMORGAN CHASE & CO	27,514.	27,648.
571748102 MARSH & MCLENNAN		
744320102 PRUDENTIAL FINL		

ARTHUR F & ALICE E ADAMS 598-4019303082

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
78442P106 SLM CORP		
876914103 SUNTRUST BANK INC		
89417E109 TRAVELERS CO		
902973304 US BANCORP DEL NEW	18,791.	24,970.
101137107 BOSTON SCIENTIFIC		
151020104 CELGENE CORP		
58933Y105 MERCK & CO		
94973V107 WELLPOINT INC		
097023105 BOEING CO	34,511.	36,468.
18683K101 CLIFFS NAT		
369604103 GENERAL ELECTRIC CO		
438516106 HONEYWELL INTERNATIO		
452308109 ILLINOIS TOOLS WORKS		
00724F101 ADOBE SYS INC		
268648102 E M C CORP MASS	42,607.	55,440.
38259P508 GOOGLE INC	71,791.	89,031.
48203R104 JUNIPER NETWORKS		
482480100 KLA-TENCOR CORP		
57772K101 MAXIM INTEGRATED		
594918104 MICROSOFT CORP		
67066G104 NVIDIA CORP		
61945C103 MOSAIC CO/THE	83,788.	88,536.
156700106 CENTURYLINK INC		
852061100 SPRINT NEXTEL CORP		
025537101 AMERICAN ELECTRIC PO		
26884L109 EQT CORPORATION		
69331C108 PG&E CORP		
69351T106 PPL CORPORATION		
744573106 PUBLIC SVC ENTERPRIS		

ARTHUR F & ALICE E ADAMS 598-4019303082

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FORM 990PF, PART II - CORPORATE STOCK

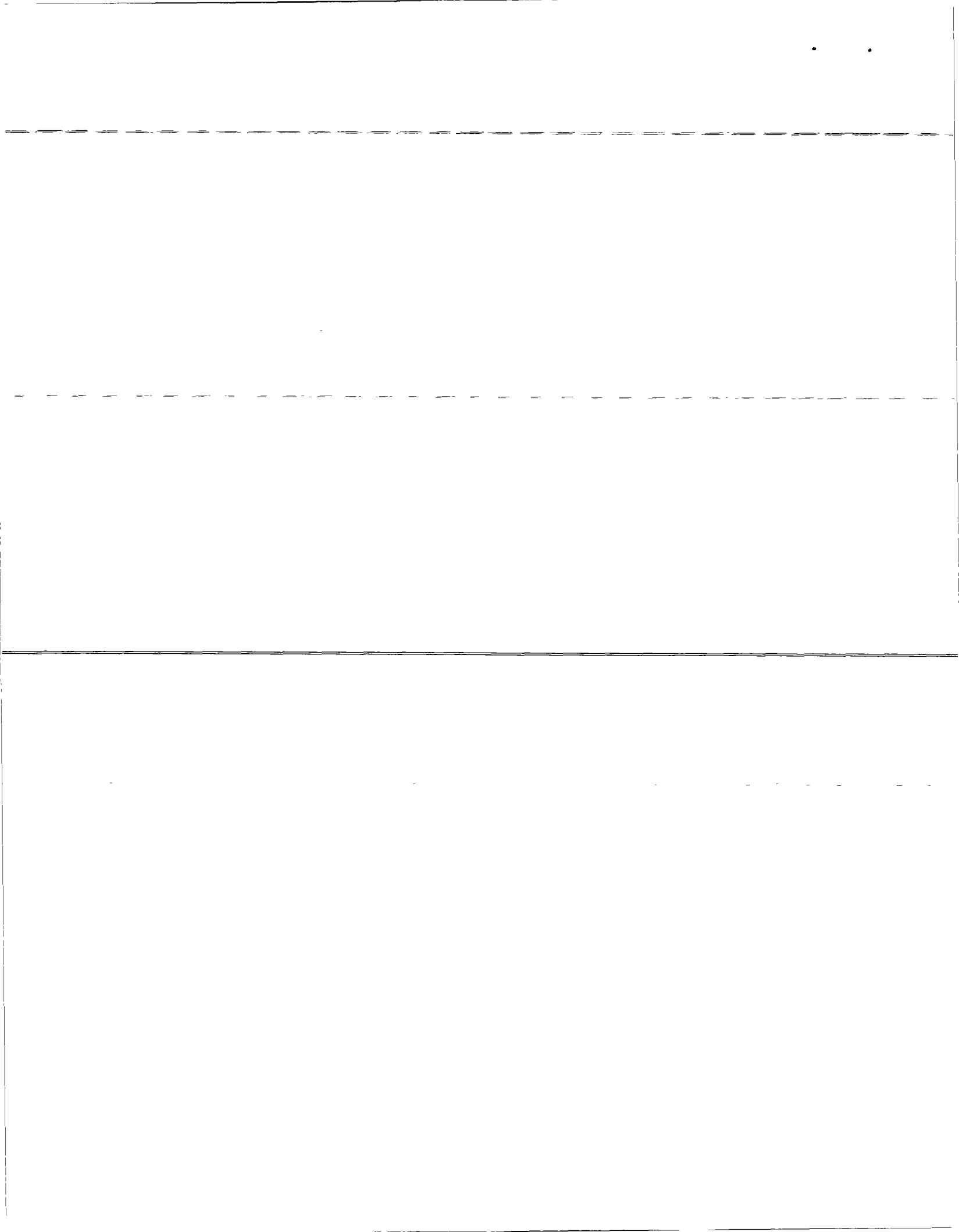
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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023135106 AMAZON COM INC COM		
099724106 BORG WARNER INC.	48,883.	67,395.
189754104 COACH INC	15,177.	16,586.
500255104 KOHLS CORP		
517834107 LAS VAGAS SANDS		
580135101 MCDONALDS CORP		
641101106 NETFLIX.COM		
855244109 STARBUCKS CORP COM	18,103.	29,767.
85590A401 STARWOOD HOTELS & RE	23,362.	24,459.
887317303 TIME WARNER INC		
918204108 V F CORP	12,767.	21,832.
988498101 YUM BRANDS INC		
191216100 COCA COLA CO	50,660.	58,260.
518439104 ESTEE LAUDER CO		
494368103 KIMBERLY CLARK CORP		
501044101 KROGER CO		
582839106 MEAD JOHNSON NUTRITI		
713448108 PEPSICO INC		
742718109 PROCTER & GAMBLE CO	18,294.	21,085.
902494103 TYSON FOODS INC		
931142103 WAL MART STORES		
057224107 BAKER HUGHES INC		
26875P101 EOG RESOURCES, INC	10,115.	10,421.
637071101 NATIONAL OILWELL VAR		
75281A109 RANGE RES CORP		
12572Q105 CME GROUP INC	22,244.	23,489.
200340107 COMERICA INC		
018490102 ALLERGAN INC		
302182100 EXPRESS SCRIPTS INC		

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
375558103 GILEAD SCIENCES INC	17,400.	19,899.
452327109 ILLUMINA INC	30,282.	26,745.
478160104 JOHNSON & JOHNSON		
91324P102 UNITEDHEALTH GROUP I	32,265.	38,177.
941848103 WATERS CORP		
097023105 BOEING CO		
235851102 DANAHER CORP	26,552.	27,465.
740189105 PRECISION CASTPARTS	35,641.	42,468.
755111507 RAYTHEON CO		
760759100 REPUBLIC SERVICE INC		
858912108 STERICYCLE INC		
913017109 UNITED TECHNOLOGIES		
88579Y101 3M CO	22,207.	22,181.
037833100 APPLE INC	115,207.	248,830.
177376100 CITRIX SYS INC COM	14,752.	21,658.
268648102 EMC CORP		
38259P508 GOOGLE INC		
458140100 INTEL CORP	20,675.	18,804.
48203R104 JUNIPER NETWORKS		
594918104 MICROSOFT CORP		
68389X105 ORACLE CORPORATION	37,941.	40,835.
747525103 QUALCOMM INC	42,245.	43,729.
92342Y109 VERIFONE SYSTEMS		
01741R102 ALLEGHENY TECHNOLOGI		
35671D587 FREEPORT-MCMORAN		
61166W101 MONSANTO CO NEW	50,840.	62,167.
74005P104 PRAXAIR INC		
826552101 SIGMA ALDRICH CORP		
025537101 AMERICAN ELECTRIC		



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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
001317205 AIA GROUP LTD-SP ADR	15,006.	16,054.
002824100 ABBOTT LABS	15,475.	16,112.
003021714 ABERDEEN EMERG MARKE	295,959.	303,748.
00751Y106 ADVANCE AUTO PTS INC	14,046.	13,688.
008252108 AFFILIATED MANAGERS	26,191.	27,060.
009126202 AIR LIQUIDE - ADR	23,063.	25,217.
018805101 ALLIANZ SE ADR	13,270.	15,016.
02364W105 AMERICA MOVIL S.A.B.	13,488.	13,300.
025083320 AMER CENT SMALL CAP	240,059.	334,165.
026874784 AMERICAN INTERNATION	18,586.	17,543.
032095101 AMPHENOL CORP CL A	10,093.	9,715.
03524A108 ANHEUSER-BUSCH INBEV	59,189.	63,402.
037411105 APACHE CORP	24,763.	24,644.
042068106 ARM HOLDINGS PLC - A	24,640.	22,524.
04315J837 ARTIO INTERNATIONAL	232,215.	146,909.
049255706 ATLAS COPCO AB ADR	9,885.	10,767.
055434203 BG GROUP PLC - ADR	14,470.	13,398.
075896100 BED BATH & BEYOND IN	16,607.	15,750.
084423102 BERKLEY W R CORP	19,578.	19,495.
084670702 BERKSHIRE HATHAWAY I	31,524.	32,634.
088606108 BHP BILLITON LIMITED	15,000.	15,094.
09062X103 BIOGEN IDEC INC	21,270.	27,305.
110122108 BRISTOL MYERS SQUIBB	38,029.	38,576.
112585104 BROOKFIELD ASSET MAN	21,443.	21,569.
115236101 BROWN & BROWN INC	11,397.	11,340.
115637209 BROWN FORMAN CORP CL	8,705.	8,809.
12541W209 C H ROBINSON WORLDWI	18,118.	18,746.
12637N105 CSL LIMITED - ADR	6,943.	10,375.
136375102 CANADIAN NATL RR CO	11,106.	12,264.

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ARTHUR F & ALICE E ADAMS 598-4019303082
FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
14040H105 CAPITAL ONE FINANCIA	20,139.	20,239.
143130102 CARMAX INC	16,301.	15,141.
150870103 CELANESE CORP	14,428.	13,837.
156782104 CERNER CORP COM	19,987.	22,443.
17275R102 CISCO SYSTEMS INC	28,034.	29,082.
191459205 COCHLEAR LTD-UNSPON	7,378.	9,091.
20030N101 COMCAST CORP CLASS A	25,685.	26,987.
217204106 COPART INC COM	21,324.	21,487.
228227104 CROWN CASTLE INTL CO	40,575.	46,537.
23304Y100 DBS GROUP HOLDINGS L	8,738.	10,216.
237545108 DASSAULT SYSTEMES S.	17,950.	22,902.
246248306 DELAWARE POOLED TR I	575,309.	344,299.
249030107 DENTSPLY INTL INC CO	11,979.	12,586.
25243Q205 DIAGEO PLC - ADR	22,104.	23,786.
25470F104 DISCOVERY COMMUNICAT	17,901.	19,787.
25470F302 DISCOVERY COMMUNICAT	14,322.	15,411.
256206103 DODGE & COX INT'L ST	200,000.	200,804.
278865100 ECOLAB INC	12,042.	12,314.
30219G108 EXPRESS SCRIPTS HOLD	21,772.	25,177.
30303M102 FACEBOOK INC	9,375.	4,938.
307000109 FAMILY DLR STORES IN	32,309.	36,465.
307305102 FANUC CORPORATION AD	19,133.	19,005.
31428X106 FEDEX CORPORATION	17,686.	16,501.
358029106 FRESENIUS MEDICAL CA	17,452.	18,277.
368287207 OA0 GAZPROM LEVEL 1	5,687.	4,742.
37637Q105 GLACIER BANCORP INC	8,678.	8,808.
38141G104 GOLDMAN SACHS GROUP	13,709.	14,778.
404280406 HSBC - ADR	6,257.	7,201.
443251103 HOYA CORP ADR	13,687.	13,979.

ARTHUR F & ALICE E ADAMS 598-4019303082
FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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44980Q518 ING INTERNATIONAL RE	438,337.	332,159.
45104G104 ICICI BANK LTD. - AD	12,391.	14,932.
45167R104 IDEX CORP	10,730.	11,278.
453038408 IMPERIAL OIL LTD COM	10,334.	11,369.
459200101 INTERNATIONAL BUSINE	32,136.	33,607.
464287481 ISHARES TR RUSSELL M	75,101.	76,382.
465562106 ITAU UNIBANCO BANCO	13,689.	12,071.
466140100 JGC CORP-UNSPONSORED	7,335.	9,252.
46625H365 JP MORGAN ALERIAN ML	64,056.	68,756.
469814107 JACOBS ENGR GROUP IN	10,965.	11,320.
481165108 JOY GLOBAL INC	40,905.	28,310.
49456B101 KINDER MORGAN INC/DE	27,680.	26,924.
50075N104 KRAFT FOODS INC	36,098.	37,753.
501897102 LI & FUNG LTD ADR	21,309.	16,443.
502117203 L'OREAL - ADR	12,730.	14,524.
502441306 LVMH MOET HENNESSY U	8,165.	7,638.
50540R409 LABORATORY CRP OF AM	18,371.	19,326.
527288104 LEUCADIA NATL CORP C	11,733.	12,626.
530555309 LIBERTY GLOBAL INC	13,431.	14,411.
53578A108 LINKEDIN CORP	39,832.	44,066.
54338V101 LONZA GROUP AG ADR	8,155.	7,131.
55261F104 M & T BANK CORPORATI	13,216.	14,464.
570535104 MARKEL HOLDINGS	26,193.	27,509.
579780206 MCCORMICK & CO INC N	12,100.	12,098.
594901100 MICROS SYS INC	9,639.	9,340.
62474M108 MTN GROUP LTD ADR	6,260.	6,985.
641069406 NESTLE S.A. REGISTER	44,345.	47,155.
65528V107 NOKIAN TYRES OYJ-UNS	10,103.	9,909.
66987V109 NOVARTIS AG - ADR	14,560.	15,009.

ARTHUR F & ALICE E ADAMS 598-4019303082
FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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67103H107 O'REILLY AUTOMOTIVE	27,007.	24,584.
681919106 OMNICON GROUP	18,074.	18,046.
683974505 OPPENHEIMER DEVELOPI	400,000.	417,656.
71654V101 PETROLEO BRASILEIRO	9,703.	8,342.
717081103 PFIZER INC	27,128.	29,224.
718172109 PHILIP MORRIS INTERN	57,594.	63,048.
722005667 PIMCO COMMODITY REAL	504,937.	566,423.
73755L107 POTASH CORP SASK	8,466.	8,423.
767744105 RITCHIE BROS AUCTION	11,693.	12,115.
771195104 ROCHE HOLDINGS LTD -	14,097.	16,963.
779919109 T ROWE PRICE REAL ES	668,646.	859,347.
780905451 ROYCE PREMIER FUND W	229,390.	288,407.
80004C101 SANDISK CORP COM	18,092.	16,026.
803054204 SAP AG - ADR	23,141.	26,749.
803866300 SASOL LIMITED - ADR	6,616.	6,197.
806857108 SCHLUMBERGER LTD	85,967.	83,252.
80687P106 SCHNEIDER ELECTRIC S	12,733.	13,190.
824348106 SHERWIN WILLIAMS CO	18,533.	19,507.
83569C102 SONOVA HOLDIN-UNSPON	11,310.	10,778.
86959C103 SVENSKA HANDELSB-A-U	5,952.	6,703.
870123106 SWATCH GROUP AG/THE-	10,768.	10,511.
87184P109 SYSMEX CORP-UNSPON A	6,621.	8,476.
872540109 TJX COS INC NEW	42,234.	41,207.
874039100 TAIWAN SEMICONDUCTOR	9,593.	11,454.
87612E106 TARGET CORP	27,615.	27,292.
878377100 TECHNE CORP	15,127.	15,467.
88076W103 TERADATA CORP	18,889.	20,738.
881575302 TESCO PLC - ADR	10,222.	8,430.
881624209 TEVA PHARMACEUTICAL	18,304.	18,842.

ARTHUR F & ALICE E ADAMS 598-4019303082
FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
883556102 THERMO FISHER SCIENT	19,475.	20,296.
886547108 TIFFANY & CO NEW	11,056.	11,448.
89151E109 TOTAL S.A. - ADR	19,792.	20,040.
900148701 TURKIYE GARANTI BANK	11,401.	13,414.
904311107 UNDER ARMOUR INC	16,616.	18,591.
90460M204 UNI CHARM CORPORATIO	14,379.	17,488.
904767704 UNILEVER PLC - ADR	6,945.	7,596.
907818108 UNION PACIFIC CORP	64,511.	67,659.
911312106 UNITED PARCEL SERVIC	17,942.	17,177.
920355104 VALSPAR CORP	10,360.	10,940.
92343V104 VERIZON COMMUNICATIO	65,624.	71,955.
92532F100 VERTEX PHARMACEUTICA	25,934.	24,871.
92857W209 VODAFONE GROUP PLC N	16,446.	15,960.
92933H101 WPP GRP PLC AMER DEP	13,183.	16,692.
929740108 WABTEC CORP	14,413.	14,854.
959802109 WESTERN UNION CO/THE	13,039.	13,483.
981475106 WORLD FUEL SERVICES	10,797.	10,505.
98418R100 XINYI GLASS HOLDI-UN	4,956.	4,133.
G0450A105 ARCH CAPITAL GROUP L	13,855.	14,366.
G16962105 BUNGE LIMITED	6,508.	6,973.
G24140108 COOPER INDUSTRIES PL	16,282.	16,513.
G2554F113 COVIDIEN PLC	26,798.	30,898.
G3157S106 ENSCO PLC-CL A	10,849.	10,366.
H5833N103 NOBLE CORPORATION	9,773.	9,482.
N07059186 ASML HOLDING NV0NY R	32,410.	38,864.
N72482107 QIAGEN N.V.	6,882.	8,737.
TOTALS	7,494,029.	7,883,182.

ARTHUR F & ALICE E ADAMS 598-4019303082
FORM 990PF, PART II - CORPORATE BONDS
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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002824AW0 ABBOTT LABORATORIES	19,990.	23,082.
03523TAN8 ANHEUSER-BUSCH INBEV	39,956.	43,458.
06406HBL2 BANK OF NEW YORK MEL	32,510.	31,833.
14912L3K5 CATERPILLAR FIN SERV	45,450.	54,443.
172967EM9 CITIGROUP INC	20,540.	23,533.
20030NBA8 COMCAST CORP	29,970.	35,689.
20825CAR5 CONOCOPHILLIPS	49,345.	55,928.
22160KAC9 COSTCO WHOLESALE COR	43,734.	48,082.
126650BH2 CVS CAREMARK CORP	39,269.	48,242.
244199BB0 DEERE & CO	33,367.	33,035.
25470DAC3 DISCOVERY COMMUNICAT	30,177.	34,968.
260543CC5 DOW CHEMICAL CO/THE	31,009.	33,008.
26138EAM1 DR PEPPER SNAPPLE GR	24,670.	26,479.
36962G3H5 GENERAL ELEC CAP COR	50,401.	58,883.
38143UAB7 GOLDMAN SACHS GROUP	41,461.	42,000.
437076AP7 HOME DEPOT INC	42,593.	52,064.
441812JY1 HOUSEHOLD FINANCE CO		
459200GJ4 IBM CORPORATION	41,830.	49,026.
46625HHU7 JPMORGAN CHASE & CO	53,831.	60,092.
565849AD8 MARATHON OIL CORP	11,304.	13,455.
585055AR7 MEDTRONIC INC	49,996.	52,879.
59018YUW9 MERRILL LYNCH & CO	48,092.	53,705.
59156RAN8 METLIFE INC	43,833.	44,412.
61746SBR9 MORGAN STANLEY	49,624.	53,858.
637432CU7 NATIONAL RURAL UTILS		
66989HAC2 NOVARTIS CAPITAL COR	49,761.	53,100.
674599BZ7 OCCIDENTAL PETROLEUM	29,610.	31,659.
694308GD3 PACIFIC GAS & ELECTR	24,092.	26,440.
10138MAH8 PEPSI BOTTLING GROUP	34,928.	38,220.

ARTHUR F & ALICE E ADAMS 598-4019303082
FORM 990PF, PART II - CORPORATE BONDS
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65-6003785

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
786514BS7 SAFEWAY INC	40,391.	38,950.
78387GAL7 SBC COMMUNICATIONS	49,436.	58,554.
87612EAH9 TARGET CORP		
87236YAA6 TD AMERITRADE HOLDIN	34,952.	41,127.
87927VAQ1 TELECOM IT CAP	31,260.	31,575.
91159HGR5 US BANCORP	54,817.	52,950.
961214BN2 WESTPAC BANKING CORP	50,780.	52,778.
35671DAU9 FREEPORT-MCMORAN C	39,899.	40,040.
40414LAG4 HCP INC	24,722.	24,303.
40429CFN7 HSBC FINANCE CORP	52,262.	55,278.
539473AQ1 LLOYDS TSB BANK PLC	25,203.	27,584.
56501RAA4 MANULIFE FINANCIAL	50,390.	52,354.
63307A2A2 NATIONAL BANK OF CAN	50,760.	50,729.
637432MQ5 NATIONAL RURAL UTIL	30,264.	31,738.
	-----	-----
TOTALS	1,546,479.	1,679,533.
	=====	=====

ARTHUR F & ALICE E ADAMS 598-4019303082

65-6003785

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV	C OR F	ENDING BOOK VALUE	ENDING FMV
			-----	----
693390841 PIMCO HIGH YIELD FD-	C			
693391104 PIMCO REAL RETURN FU	C		792,590.	836,033.
693391559 PIMCO EMERG MKTS BD-	C		323,699.	371,318.
722005220 PIMCO FOREIGN BOND	C		225,153.	337,718.
693390882 PIMCO FOREIGN BD FD	C			
025083320 AMERICAN CENTURY SMA	C		558,074.	600,377.
464287499 ISHARES TR RUSSELL	C			
780905451 ROYCE PREMIER FUND	C			
04315J837 ARTIO INTERNATIONAL	C			
246248306 DELAWARE POOLED TR	C			
256206103 DODGE & COX INTERNAT	C			
411511801 HARBOR INTERNATIONAL	C			
784924425 SSGA EMERGING MKT	C			
ASGI MULTI-STRATEGY II ASP	C			
ALPHAMETRIX MANAGED FUTURE	C			
AURORA GLOBAL OPPORTUNITIES	C			
DORCHESTER CAPITAL INTERNATION	C			
K2 OVERSEAS LONG ASP	C			
SELECTINVEST INSTITUTIONAL ARV	C			
44980Q518 ING INTERNATIONAL RE	C			
722005667 PIMCO COMMODITY RTN	C			
779919109 TROWE PRICE RE	C			
43812BAH6 HONDA AUTO RECEIVABL	C			
61746WXN5 MORGAN STANLEY DEAN	C			
98153YAD6 WORLD OMNI AUTO REC	C			
G3223R108 EVEREST RE GROUP	C			
G491BT108 INVESCO LIMITED	C			
N53745100 LYONDELLBASELL INDUS	C			
881624209 TEVA PHARMACEUTICAL	C			

ARTHUR F & ALICE E ADAMS 598-4019303082
FORM 990PF, PART II - OTHER INVESTMENTS
=====

65-6003785

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
904784709 UNILVER NV	C		
101121101 BOSTON PROPERTIES IN	C		
828806109 SIMON PROPERTY GROUP	C		
055434203 BG GROUP PLC-ADR	C		
136385101 CANADIAN NAT RES	C		
G2554F113 COVIDIEN PLC	C		
806857108 SCHLUMBERGER LTD	C		
G81477104 SINA CORPORATION	C		
H89128104 TYCO INTERNATIONAL	C		
261980494 DREYFUS EMG MKT DEBT	C	100,000.	108,601.
89155T706 TOUCHSTONE INTL FIXE	C	175,000.	183,776.
AGO992220 AURORA GLOBAL OPP II	C	279,538.	273,335.
AMX994405 ALPHAMETRIX MGD FUT	C	300,000.	319,943.
DCI992405 DORCHESTER CAP INTL	C	275,420.	294,208.
IMS992225 ASGI MULT-STR II ASP	C	510,000.	424,544.
SLI994108 SELECTINVEST INST AR	C	89,797.	86,100.
		-----	-----
		3,629,271.	3,835,953.
		=====	=====
TOTALS			

ARTHUR F & ALICE E ADAMS 598-4019303082

65-6003785

FORM 990PF, PART II - OTHER ASSETS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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43812BAH6 HONDA AUTO RECEIVABL	64,983.	65,514.
61746WXN5 MORGAN STANLEY DEAN	33,900.	34,040.
98153YAD6 WORLD OMNI AUTO RECE	88,768.	90,045.
	-----	-----
TOTALS	187,651.	189,599.
	=====	=====

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

DESCRIPTION	AMOUNT
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	14,994.
ACCRUED INTEREST PAID PRIOR YEAR EFFECTIVE CURRENT YEAR	1,068.
SALES GAINS POSTING CURRENT YEAR EFFECTIVE PRIOR YEAR	1,164.
ROUNDING	9.
TAX COST ADJUSTMENT - BOSTON PPTY, ING INTL, LYDNLBSL	312.

TOTAL	17,547.
	=====

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

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND POSTING DATE AFTER TYE	12,395.
ROC BASIS ADJUSTMENT	2,358.
DISALLOWED WASH SALES	8,592.
ACCRUED INTEREST PAID CURRENT YEAR EFFECTIVE NEXT YEAR	172.
SALES LOSSES POSTING CURRENT YEAR EFFECTIVE PRIOR YEAR	24,319.

TOTAL	47,836.
	=====

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

OFFICER NAME:

Wells Fargo Bank NA

ADDRESS:

1525 West WT Harris Blvd D1114-044

Charlotte, NC 28288-5709

TITLE:

Co-Trustee

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 146,585.

OFFICER NAME:

Paul L Guiabo

ADDRESS:

1525 West WT Harris Blvd D1114-044

Charlotte, NC 28288-5709

TITLE:

Preident

COMPENSATION 20,000.

OFFICER NAME:

Renee C. Guiabo

ADDRESS:

1525 W. W.T. Harris Blvd D1114-044

Charlotte, NC 28288-5709

TITLE:

Governor

COMPENSATION 16,000.

OFFICER NAME:

Arete Warren

ADDRESS:

520 East 86 Street Apt 11B

New York, NY 10028

TITLE:

Co-Trustee

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 117,110.

TOTAL COMPENSATION:

299,695.

=====

ARTHUR F & ALICE E ADAMS 598-4019303082
FORM 990PF, PART XV - LINES 2a - 2d
=====

65-6003785

RECIPIENT NAME:

Wells Fargo Philanthropic Services

ADDRESS:

1 West 4th St

Winston Salem, NC 27101

RECIPIENT'S PHONE NUMBER: 888-234-1999

FORM, INFORMATION AND MATERIALS:

Applications must be submitted through the online grant application to
grantadministration@wellsfargo.com

SUBMISSION DEADLINES:

February 15th

RESTRICTIONS OR LIMITATIONS ON AWARDS:

Primarily to organizations benefitting arts, culture, humaninities, and
education in the Memphis, Miami, and New York City areas.

STATEMENT 35

RECIPIENT NAME:
ST MARK'S SCHOOL
ADDRESS:
25 MARLBOROUGH RD.
Southborough, MA 01772
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOREIGN LANGUAGE PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
SCHOOL
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
Groton School
ADDRESS:
282 FARMERS ROW
Groton, MA 01450
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOURTH INSTALL YEARLY PLEDGE
FOUNDATION STATUS OF RECIPIENT:
SCHOOL
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
John Carter Brown Library
Brown University
ADDRESS:
BOX 1894
Providence, RI 02912
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ESTABLISH THE W B WARREN CONSERVATION FUND
FOUNDATION STATUS OF RECIPIENT:
PUBLIC SUPPORT
AMOUNT OF GRANT PAID 50,000.

=====

RECIPIENT NAME:

Metropolitan Opera

ADDRESS:

30 LINCOLN CENTER

New York, NY 10023

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIULIO CESARE PRODUCTION MEMORIAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC SUPPORTED

AMOUNT OF GRANT PAID 250,000.

RECIPIENT NAME:

Garden Club of America

ADDRESS:

14 EAST 60TH STREET - 3RD FLOOR

New York, NY 1002

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SECOND INSTALL OF THREE YEAR PLEDGE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC SUPPORT

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

Saint Thomas Church

ADDRESS:

ONE WEST 53RD ST

New York, NY 10019

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

NEW CHANCEL ORGAN

FOUNDATION STATUS OF RECIPIENT:

CHURCH

AMOUNT OF GRANT PAID 25,000.

=====

RECIPIENT NAME:

Academy of American Poets

ADDRESS:

75 MAIDEN LANE ROOM 901

New York, NY 10038

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

10TH ANNUAL POETRY & THE CREATIVE MIND

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

New York Public Library

ADDRESS:

FIFTH AVENUE & 42ND ST - ROOM 73

New York, NY 10018

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PERFORMING ARTS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC SUPPORT

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

The Library of America

ADDRESS:

14 EAST 60TH ST

New York, NY 1002

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ENDOW 1863 VOLUME IN THE CIVIL WAR SERIES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC SUPPORT

AMOUNT OF GRANT PAID 25,000.

=====

RECIPIENT NAME:

The Foundation For Cultural Reiew

ADDRESS:

900 BROADWAY- SUITE 602

New York, NY 10003

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC SUPPORT

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

Mannes College

The New School For Music

ADDRESS:

150 WEST 85TH ST.

New York, NY 10024

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATION

FOUNDATION STATUS OF RECIPIENT:

SCHOOL

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

Hudson Review, Inc.

ADDRESS:

684 PARK AVE.

New York, NY 10065-5043

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC SUPPORT

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

Opera America, Inc
Roster of Comprehensive Prof.

ADDRESS:

330 SEVENTH AVE- 16TH FLOOR
New York, NY 10001

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

DEVELOP ACT, MULTIMEDIA TOOLS & FIELD

FOUNDATION STATUS OF RECIPIENT:

PUBLIC SUPPORT

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

The Florida International Univ Fdn/
The Wolfenstein Inc

ADDRESS:

1001 WASHINGTON AVE
Miami, FL 33139

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CONTINUE HIGH QUALITY PUBLIC PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

Circuit Playhouse on the Square

ADDRESS:

66 SOUTH COOPER ST
Memphis, TN 38104

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FIRST INSTALL PLEDGE FOR CAPITAL CAMPAIGN

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 125,000.

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

=====

RECIPIENT NAME:

Preservation League of New York

ADDRESS:

44 CENTRAL AVE

Albany, NY 12206

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FOURTH INSTALL OF FIVE YEAR PLEDGE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC SUPPORT

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

KROC Center of Memphis- Salvation

Army

ADDRESS:

696 JACKSON AVE.

Memphis, TN 38105

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SECOND INSTALL OF 5 YEAR PLEDGE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

Theatre Memphis

ADDRESS:

60 PARK EXTENDED

Memphis, TN 38117

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SECOND INSTALL OF 3 YEAR PLEDGE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
Grace- St. Luke's Episcopal
School
ADDRESS:
246 S BELVEDERE BLVD
Memphis, TN 38117
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
3RD INSTALL PLEDGE MISS LEE'S PRESCHOOL
FOUNDATION STATUS OF RECIPIENT:
SCHOOL
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
Opera Memphis
ADDRESS:
6745 WOLF RIVER PARKWAY
Memphis, TN 38120
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FINAL PEDGE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
National Kidney Foundation
Tennessee, Inc.
ADDRESS:
857 MOUNT MORIAH RD. - SUITE 201
Memphis, TN 38117
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC SUPPORT
AMOUNT OF GRANT PAID 10,000.

=====

RECIPIENT NAME:

Dixon Gallery and Gardens

ADDRESS:

4339 PARK AVE.

Memphis, TN 38117

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

MUNCH & LEARN FAMILY DAYS EDUC. PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

New Ballet Ensemble School

ADDRESS:

2157 YORK AVE

Memphis, TN 38104

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

DANCE ACADEMY

FOUNDATION STATUS OF RECIPIENT:

SCHOOL

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

University of Memphis

ADDRESS:

101 WILDER TOWER

Memphis, TN

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

THIRD INSTALL OF 5 YEAR PLEDGE

FOUNDATION STATUS OF RECIPIENT:

EDUCATIONAL

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
Optimist Club of White Station
ADDRESS:
PO BOX 17356
Memphis, TN 38187
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CLARK MEMORIAL CHRISTMAS TREE LOT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT BUSINESS LEAGUE
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
Memphis Brooks Museum of Art
ADDRESS:
1934 POPLAR AVE
Memphis, TN 38104
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
DIAS DE LOS MUERTOS COMMUNITY CELEBRATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC SUPPORT
AMOUNT OF GRANT PAID 15,000.

TOTAL GRANTS PAID: 885,000.
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