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Form **990-PF**

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

OMB No 1545-0052

Department of the Treasury Internal Revenue Service

For	alen	dar year 2011 or tax year beginning NOV	<u>1, 2011</u>	, and ending	OCT 31, 201	2
Nai	ne of	foundation			A Employer identificatio	n number
		·			E0 601550	4
		LESS FOUNDATION and street (or P O box number if mail is not delivered to street		Room/suite	72-601772	4
		TEXAS STREET SH-206	•	ROOMVSUILE	B Telephone number (318) 429	_1721
		wn, state, and ZIP code	<u> </u>		C If exemption application is	
		EVEPORT, LA 71101			o it exemption application is	pending, crieck here
		all that apply: Initial return	Initial return of a fo	rmer public charity	D 1 Foreign organization	ns, check here
•	HOUK	Final return	Amended return			
		Address change	Name change		2 Check here and attach of	neeting the 85% test, computation
H (heck	type of organization: X Section 501(c)(3) ex	empt private foundation] E If private foundation st	atus was terminated
	Sec	ction 4947(a)(1) nonexempt charitable trust	Other taxable private founda	tion	under section 507(b)(- 1 1
1 Fa	ır ma	rket value of all assets at end of year J Accountil	ng method: X Cash	Accrual	F If the foundation is in a	60-month termination
		Part II, col (c), line 16)	her (specify)		under section 507(b)(1)(B), check here $ ightharpoonup$
	\$	7,502,052. (Part I, colu	mn (d) must be on cash b	pasis)		- (4)
Pa	ırt 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))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1	Contributions, gifts, grants, etc., received		· · · · · · · · · · · · · · · · · · ·	N/A	
	2	Check X If the foundation is not required to attach Sch. B		·		
	3	Interest on savings and temporary cash investments	98.	98.		STATEMENT 1
	4	Dividends and interest from securities	177,466.	177,466.	<u> </u>	STATEMENT 2
ne	5a	Gross rents				
	b	Net rental income or (loss)	212,350.			
	6a	Net gain or (loss) from sale of assets not on line 10 Gross sales price for all 1,258,930.	212,350.			
Revenue		assets on line 6a		212,350.		
æ	8	Net short-term capital gain		212,3300		
	9	Income modifications				
	40-	Gross sales less returns and allowances				
		Less Cost of goods sold				
	C	Gross profit or (loss)				
	11	Other income	244,909.	244,909.	<u> </u>	STATEMENT 3
	12	Total Add lines 1 through 11	634,823.	634,823.		
	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
es	1	Pension plans, employee benefits Legal fees				
ŠĽ	10a	Accounting fees STMT 4	2,600.	1,950.		650.
Expense	"	Other professional fees STMT 5	45,986.	34,490.		11,496.
ě	17	Interest				
Administrative	18	Taxes CCEIVED STMT 6	18,238.	8,654.		0.
nist	19	Depreciation and depletion	36,736.	36,736.		
<u>=</u>	199 223 21	Occilipanity յ g 2013 (Ö Travel, conferences, and meetings				-
ĕ		Travel, conferences, and meetings				
and	22	Penting and publications	4 555	1 550	<u> </u>	
ju	23	Other expenses N, UT STMT 7	1,557.	1,557.		0.
<u></u>	24	Total operating and administrative	105 117	83,387.		12,146.
Operating	O.F.	expenses Add lines 13 through 23 Contributions, gifts, grants paid	105,117. 314,700.	03,307.		314,700.
2	23	Total expenses and disbursements.	314,700.			3=21,301
É	[Add lines 24 and 25	419,817.	83,387.		326,846.
<u> </u>	27	Subtract line 26 from line 12:				
	1	Excess of revenue over expenses and disbursements	215,006.			
	1	Net investment income (if negative, enter -0-)		551,436.		
2		Adjusted net income (if negative, enter -0-)			N/A	Farm 000 DE (0011)

<u>72-6017724</u> Form 990-PF (2011) WHELESS FOUNDATION Page 2 Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only Beginning of year End of year (a) Book Value (b) Book Value (c) Fair Market Value 1 Cash - non-interest-bearing 258,772. 536,792. 258,772. 2 Savings and temporary cash investments 3 Acçounts receivable ▶ Less: allowance for doubtful accounts 4 Pledges receivable ► Less: allowance for doubtful accounts 5 Grants receivable Receivables due from officers, directors, trustees, and other disqualified persons 7 Other notes and loans receivable Less: allowance for doubtful accounts 8 Inventories for sale or use 9 Prepaid expenses and deferred charges 264,047. 311,459. 316,613. 10a Investments - U.S. and state government obligations STMT 2,539,079. 2,753,416. 5,321,434. **b** Investments - corporate stock STMT 10 355,489 500,070. 525,546. c Investments - corporate bonds 11 Investments - land, buildings, and equipment basis Less accumulated depreciation Investments - mortgage loans 1,079,687. 300,968. 424,400. STMT 11 13 Investments - other 14 Land, buildings, and equipment; basis Less accumulated depreciation 15 Other assets (describe ▶ 3,996,375. 4,248,117. 7,502,052. 16 Total assets (to be completed by all filers) 17 Accounts payable and accrued expenses 18 Grants payable 19 Deferred revenue 20 Loans from officers, directors, trustees, and other disqualified persons Mortgages and other notes payable 22 Other liabilities (describe 0 0. Total liabilities (add lines 17 through 22) Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. Net Assets or Fund Balances 24 Unrestricted 25 Temporarily restricted 26 Permanently restricted **▶** 🗓 Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. 479,857. 479,857 27 Capital stock, trust principal, or current funds 2,200,863. 2,200,863. 28 Paid-in or capital surplus, or land, bldg., and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 1,315,655 **1,567,397**. 3,996,375 4,248,117 30 Total net assets or fund balances 3,996,375 4,248,117 31 Total liabilities and net assets/fund balances Part III Analysis of Changes in Net Assets or Fund Balances Total net assets or fund balances at beginning of year - Part II, column (a), line 30 <u>3,996,375.</u> (must agree with end-of-year figure reported on prior year's return) 215,006. Enter amount from Part I, line 27a 36,736. Other increases not included in line 2 (itemize) PERCENTAGE DEPLETION NOT BOOKED 4 ,248,117. Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) 4,248,117. Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30

123511 12-02-11

Part IV Capital Gain	s and Lo	sses for Tax on In	vestment	Income					
(a) List and de 2-story brick	escribe the k warehouse;	nd(s) of property sold (e.g. or common stock, 200 shs	., real estate, s. MLC Co)		(b) 	How acquired - Purchase - Donation		acquired day, yr.)	(d) Date sold (mo., day, yr.)
1a PER REGIONS E	BANK S	CHEDULE				P			
b PER REGIONS E	BANK S	CHEDULE				P			
<u>C</u>					-				
_ d									<u> </u>
<u>e</u>	- (0)	Danasakan allawad	(a) Caa	t ar ather bear	١		(6) (Your or /loon	<u></u>
(e) Gross sales price		Depreciation allowed (or allowable)	(g) Cos plus e	t or other basis				Gain or (loss s (f) minus	(g)
a 606,680				609,57					<u><2,899.</u>
<u>ь 652,250</u>	0.			437,00	1.				215,249.
<u>C</u>	_								
d						···			<u></u> -
Complete only for secrets sho		solume (h) and sweed by	the foundation	on 12/21/60			(I) Cama (Col. (b) com	
Complete only for assets sho		· · · · · · · · · · · · · · · · · · ·	I					Col. (h) gain not less tha	
(i) F.M.V. as of 12/31/69		(j) Adjusted basis as of 12/31/69		cess of col. (1) col. (j), if any			Losses	(from col.	(h))
a				·					<2,899.
b				=					215,249.
C			<u> </u>						
<u>d</u>									
е		<u></u>			_				
2 Capital gain net income or (ne	t capital loss	If gain, also enter If (loss), enter -0			}	2			212,350.
3 Net short-term capital gain or	(loss) as def	ined in sections 1222(5) an	ıd (6):		,				
If gain, also enter in Part I, line			(-)-		Ì				
If (loss), enter -0- in Part I, line	e 8				لب	3		N/A	<u> </u>
Part V Qualification							come		
(For optional use by domestic pri	vate foundati	ons subject to the section 4	4940(a) tax on	net investment in	com	e.)			
If section 4940(d)(2) applies, leav	e this part b	lank.							
			annt of annua	or in the base no	dO				Yes X No
Was the foundation liable for the				•	iou r				LILLED A NO
If "Yes," the foundation does not on the series of the ser	in each colu	mp for each year: see instr	uctions before	making any entri	es.				
(a)	in oddir ddid	(b)		g any ann	(c)				(d) bution ratio
Base periód years Calendar year (or tax year begi	nnına ın)	Adjusted qualifying dis	tributions	Net value of no		rıtable-use asse	ts	(col. (b) dr	oution ratio vided by col. (c))
2010	g,	30	2,317.		6	,626,91	7.	·	.045620
2009			0,222.			,075,95			.042828
2008			6,117.			,213,75			.058713
2007			6,586.		6	,318,98	5.	•	.046936
2006		35	3,366.		6	,851,36	2.	_	.051576
2 Total of line 1, column (d)							2		.245673
3 Average distribution ratio for t	he 5-year ba	se period - divide the total (on line 2 by 5,	or by the number	of ye	ears			
the foundation has been in ex	stence if less	s than 5 years					3		.049135
4 Enter the net value of nonchar	rtable-use as	sets for 2011 from Part X,	line 5				4	<u> </u>	<u>7,217,596.</u>
5 Multiply line 4 by line 3							_ 5	ļ	354,637.
									F 544
6 Enter 1% of net investment in	come (1% o	f Part I, line 27b)					6	 	5,514.
							_		260 151
7 Add lines 5 and 6							7	 	360,151.
8 Enter qualifying distributions t	from Part XII	, line 4					8		326,846.
If line 8 is equal to or greater t			th, and come	lete that part usin	ng a 1	% tax rate.			
See the Part VI instructions.		and box in t ure vi, inte		part aon					

123521 12-02-11

	n 990-PF (2011) WHELESS FOUNDATION 72-6 Int VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948-9	01772 see inst		Page 4 ns)
	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)			
D	Domestic foundations that meet the section 4940(e) requirements in Part V, check here and enter 1% of Part I, line 27b		11,0	129.
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-)			<u>0.</u>
3		11,0		
	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			0.
	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		11,0	129.
	Credits/Payments:			
	2011 estimated tax payments and 2010 overpayment credited to 2011 6a 7,000.			
	Exempt foreign organizations - tax withheld at source The part with parallel for a state of the			
	Tax paid with application for extension of time to file (Form 8868) Beaking withhelding exceptional action of time to file (Form 8868)			
	Backup withholding erroneously withheld Total credits and payments. Add lines 6a through 6d 7		7 (00.
	Total credits and payments. Add lines 6a through 6d Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached 8			<u>, , , , , , , , , , , , , , , , , , , </u>
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		4 (29.
	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			, <u>u</u> , .
	Enter the amount of line 10 to be: Credited to 2012 estimated tax			
	art VII-A Statements Regarding Activities			
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in		Yes	No
	any political campaign?	1a	1	X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	16		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or		Ì	
	distributed by the foundation in connection with the activities			
C	Did the foundation file Form 1120-POL for this year?	10	;	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:			
	(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.			
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation			
	managers. ► \$0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities			1
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or	١,		v
40	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
	olf "Yes," has it filed a tax return on Form 990-T for this year?			<u> </u>
	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
v	If "Yes," attach the statement required by General Instruction T		-	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:			
•	By language in the governing instrument, or			
	By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law			
	remain in the governing instrument?	6	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year?	7	X	<u></u>
	If "Yes," complete Part II, col (c), and Part XV			
	Enter the states to which the foundation reports or with which it is registered (see instructions) LA			
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	8t	<u> </u>	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar			
	year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10 Form 9 9		(2011)
		runn 🗗	-U-L L	(ZUII)

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Pa	rt VII-A Statements Regarding Activities (continued)		
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of		
	section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?		
	If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	x
	Website address ► N/A		
14	The books are in care of ▶ REGIONS BANK TRUST DEPARTMENT Telephone no. ▶ (318)	429-	<u> 1724 </u>
	Located at ► 333 TEXAS STREET SH-2069, SHREVEPORT, LA ZIP+4 ►7:	<u> 1101</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		▶ □
	and enter the amount of tax-exempt interest received or accrued during the year	N/	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank,	1 1	es No
	securities, or other financial account in a foreign country?	16	<u> </u>
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign		
Pa	rt VII-B Statements Regarding Activities for Which Form 4720 May Be Required	1	
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	T	es 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?	1 1	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)	1 1	
	a disqualified person?		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?		
	(5) Transfer any income or assets to a disqualified person (or make any of either available	1 1	
	for the benefit or use of a disqualified person)?		
	(6) Agree to pay money or property to a government official? (Exception. Check "No"		Ì
	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.)		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations		}
	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
	Organizations relying on a current notice regarding disaster assistance check here		
C	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected	1	1
	before the first day of the tax year beginning in 2011?	1c	<u> </u>
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)):		
а	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 X No		
	If "Yes," list the years >,		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect		
	valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach		1
	statement - see instructions.) N/A	2b	
	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
0-	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time		
3a	during the year? Wes. X. No	1 1	
	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after		
0	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)	3ь	
Δa	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that		<u> </u>
,	had not been removed from jeonardy before the first day of the tax year beginning in 2011?	4b	x

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Part VII-B Statements Regarding Activities for Which I	Form 472	20 M	ay Be I	Required (contin	nued)		
5a During the year did the foundation pay or incur any amount to:							
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	n 4945(e))?				es X No		
(2) Influence the outcome of any specific public election (see section 4955); of	r to carry on	, direct	tly or indir	ectly,			
any voter registration drive?	•	•	•	· · · · · · · · · · · · · · · · · · ·	es X No		
(3) Provide a grant to an individual for travel, study, or other similar purposes	2				es X No		
(4) Provide a grant to an individual for travel, study, or other similar parposes			on	·	63 [22] 140		
	ii described i	iii secti	1011		¬		
509(a)(1), (2), or (3), or section 4940(d)(2)?					es X No		
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or education	ial puri	poses, or 1				
the prevention of cruelty to children or animals?					es 🔀 No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und	der the excep	tions o	described	ın Regulations			
section 53.4945 or in a current notice regarding disaster assistance (see instru	ctions)?		•		N/A	5b	
Organizations relying on a current notice regarding disaster assistance check h	еге				▶		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fi		ecance	e it mainta	ined			
expenditure responsibility for the grant?	om me tax b	coaus			es No		
			1/	(/A	es No		
If "Yes," attach the statement required by Regulations section 53.494							
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premium	is on					
a personal benefit contract?				<u> </u>	es X No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal bene	efit con	tract?			6b	X
If "Yes" to 6b, file Form 8870							
7a At any time during the tax year, was the foundation a party to a prohibited tax s	helter transa	ction?			es X No		
b If "Yes," did the foundation receive any proceeds or have any net income attribu					N/A	7b	
Information About Officers Discotors Touch				nagers Highl			
Part VIII Paid Employees, and Contractors	ccs, i ou	iiuut		inagers, riigin	y		
1 List all officers, directors, trustees, foundation managers and their	compensa	tion.					
	(b) Title,		verane	(c) Compensation	(d) Contributions to	1 4	(e) Expense
(a) Name and address	hours per	week	devoted	(If not paid,	(d) Contributions to employee benefit plan and deferred	s ad	count, other
		positio		enter -0-)	compensation	-	allowances
	BOARD	OF	CON			ŀ	
333 TEXAS STREET, SUITE 890						ļ	
SHREVEPORT, LA 71101	0.	.00		0.	0	•	0.
ELISE W. SCHMIDT	BOARD	OF	CON				
333 TEXAS STREET, SUITE 890							
SHREVEPORT, LA 71101	n.	.00		0.	l o		0.
	BOARD		CON			•	<u> </u>
333 TEXAS STREET, SUITE 890	DOAKD	Or	COM				
	_	00					0
SHREVEPORT, LA 71101		.00		0.	0	•	0.
				1			
				1			
				ļ			
2 Compensation of five highest-paid employees (other than those inc				enter "NONE."	1 (4) 6		
(a) Name and address of each employee paid more than \$50,000	(b) Title,	and av	verage	(c) Compensation	(d) Contributions to employee benefit plan and deferred	's (e) Expense
(a) Name and address of each employee paid more than \$60,000	(b) Title, hours devoted	to po	sition	(C) Compensation	and deterred compensation	"	e) Expense count, other allowances
NONE							
					1		
							
· · · · · · · · · · · · · · · · · · ·					1		
				 			
					-		
					1	1	
Total number of other employees paid over \$50,000							0
					Forr	n 990	-PF (2011)

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Part VIII Information About Officers, Directors, Trustees, Foundation Paid Employees, and Contractors (continued)	ition Managers, Highly	-
3 Five highest-paid independent contractors for professional services. If none, enter	r "NONE."	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
	<u> </u>	
		
Total number of others receiving over \$50,000 for professional services		▶ 0
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct charitable activities during the tax year. Include relevant statis number of organizations and other beneficiaries served, conferences convened, research papers produced.		Expenses
THE ONLY ACTIVITY OF THIS FOUNDATION IS MAKI		
INTERNAL REVENUE CODE 501(C)(3) ORGANIZATION	IS.	0.
2		
3		
·		
Part IX-B Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax year on N/A	lines 1 and 2.	Amount
N/A		
?		
· · · · · · · · · · · · · · · · · · ·		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3	>	0 . Form 990-PF (2011)
		101111 333-F1 (2011)

P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations	ndation	s, 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	6,309,385.
Ь	Average of monthly cash balances	1b	459,845.
C	Fair market value of all other assets	1c	558,279.
d	Total (add lines 1a, b, and c)	1d	7,327,509.
е	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	7,327,509.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	109,913.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,217,596.
6	Minimum investment return Enter 5% of line 5	6	360,880.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are foreign organizations check here and do not complete this part.)	nd certair	1
1	Minimum investment return from Part X, line 6	1	360,880.
_2a	Tax.on_investment.income.for_2011_from.Part.VI_line.5		
	Income tax for 2011. (This does not include the tax from Part VI.)]	
С	Add lines 2a and 2b	2c	11,029.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	349,851.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	349,851.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	349,851.
P	art 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	326,846.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
а	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3ь	·
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	326,846.
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	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	326,846.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation (4940(e) reduction of tax in those years.	qualifies	for the section

Part XIII Undistributed Income (see instructions)

1. Distribupable amount for 2011 from Part XI, las 7 1. Contentioned received, if any, we of the well of 2011 1. Enter amount for 2010 only 3. Encess distributions carryover, if any, to 2011; a. From 2006 3. Encess distributions carryover, if any, to 2011; a. From 2007 6. From 2008 4. From 2009 6. From 2010 1. Total of lines 3a through e 4. Osaillying, distributiones (2011 from Part XII, line 4. P. S. 326, 846. a. Applied to 2010, but not more than line 2a 4. Applied to 2010 fines 3a through e 7. Applied to 2010 fines 3a through e 8. Applied to 2010 fines 3a through e 9. Control of the 2011 fines 3a through e 9. Control of the 2011 fines 3a through e 9. Control of the 2011 fines 3a through e 9. Control of the 2011 fines 3a through e 9. Control of the 2011 fines 3a through e 1. Total of lines 3a through e 9. Control of the 2011 fines 3a through e 9. Control of the 2011 fines 3a through e 1. Total of lines 3a through e 9. Control of the 2011 fines 3a through e 1. Total of lines 3a through e 9. Control of the 2011 fines 4 through e 1. Total of lines 3a through e 1. Total of lines 5a through e 1. Total of lines 5a through e 1. Total of lines 5a through e 1. Total of lines 6a through e 1. Total of l		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
Imper 349,851.	Distributable amount for 2011 from Part XI.				
2	- 1				349,851.
a Enter amount for 2010 only	 			-	
b Total for prior years: 3 Excess distributions carryover, if any, to 2011: a From 2006 b From 2007 c From 2008 d From 2010 1 Total of lines 3a through e 4 Outsidying distributions for 2011 from Part XII, line 4 № S 326, 846. a Applied to viril on the result of the	-			311,356.	
Sacces distributions carryover, if any, to 2011: a From 2006	- 1				<u> </u>
a From 2006 b From 2007 c From 2008 d from 2009 c From 2008 d from 2009 c From 2008 d from 2009 c From 2009 d From 2009 c From 2008 d from 2009 c From 2009 D Aughled 10 June 10 more than 162 b Applied to undistributed snome of pror years (Section required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) d Applied 10 2011 distributions acronyous regions c Excess destinence acropious regional 6,0 he same amount and the think of the same amount and the same and the same amount and the same amount of the same amount and the same amount of the same amount and the same and the same amount and the same amount of the same amount and the same and the same amount and the same amount of the same amount and the same and the same amount and the same amount of the same amount and the same amount of the same amount and the same amount of the same amount and the same amount o			0.		
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4 From 2009	b From 2007	ı			
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4. Qualifying distributions for 2011 from Part XII, line 4: N S 326, 846.	e From 2010				
4. Qualifying distributions for 2011 from Part XII, line 4: № \$ 326,846. Applied to 2010, but not more than line 2a Applied to undistributed income of prior years (Election required - see instructions) Compared to the compared - see instructions of the compared to t	f Total of lines 3a through e	0.			
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	e Excess from 2011	<u> </u>			5 000 DE :000 II

990-PF (2011) WHELESS rt XIV Private Operating Fo	FOUNDATION undations (see un		-A guestion 9)	N/A	017724 Page
If the foundation has received a ruling or o			71, 400011071 07	N/A	
foundation, and the ruling is effective for 2					
Check box to indicate whether the foundat			n section	4942(j)(3) or	4942(j)(5)
Enter the lesser of the adjusted net	Tax year	Ty roundation described i	Prior 3 years	1 4342(J)(3) 01 L	1342()/(0)
income from Part I or the minimum	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
investment return from Part X for	(4) 20 11	(5) 2010	(0) 2000	(4) 2000	(0) 10121
each year listed					
85% of line 2a					
Qualifying distributions from Part XII,					
Inne 4 for each year listed				-	<u> </u>
Amounts included in line 2c not used directly for active conduct of					
-					
exempt activities Qualifying distributions made directly					
for active conduct of exempt activities.					
Subtract line 2d from line 2c					1
Complete 3a, b, or c for the					-
alternative test relied upon:					
"Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
"Endowment" alternative test - enter	-				~
2/3 of minimum investment return shown in Part X, line 6 for each year					
listed					1
"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	 				
rt XV Supplementary Infor			if the foundation	n had \$5,000 or n	nore in assets
at any time during th	e year-see instr	ructions.)			
Information Regarding Foundation	•				
List any managers of the foundation who			ributions received by th	e foundation before the c	lose of any tax
year (but only if they have contributed mo	ire than \$5,000). (See s	section 507(d)(2).)			
CHOLAS H. WHELESS,					
List any managers of the foundation who other entity) of which the foundation has a			or an equally large port	tion of the ownership of a	partnership or
NE					
Information Regarding Contributio	n, Grant, Gift, Loan	, Scholarship, etc., Pi	ograms		
Check here ► if the foundation only the foundation makes gifts, grants, etc. (s	ly makes contributions	to preselected charitable	organizations and does	not accept unsolicited re complete items 2a, b, c, a	quests for funds. If nd d.
The name, address, and telephone number					
3 TEXAS STREET	SH-2069, S	HREVEPORT,	LA 71101	-1605 	
The form in which applications should be SPECIFIC FORM	submitted and informa	ition and materials they sl	nould include:		
Any submission deadlines:					
DEADLINES					
		al areas, charitable fields,	kinds of institutions, or	r other factors:	
RESTRICTIONS OR LI	MITATIONS				
					- 000 DE
The name, address, and telephone numbers. BARBARA YORK, REGOVERNOON TO THE THE TO THE	er of the person to whole SIONS BANK SH-2069, S submitted and informa	m applications should be TRUST DEPT, SHREVEPORT, Ition and materials they sl	addressed: (318) 429 LA 71101 nould include:	-1605	Form 9

WHELESS FOUNDATION 72-6017724 Page 11 Form 990-PF (2011) Supplementary Information (continued) Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, Recipient Purpose of grant or contribution Foundation show any relationship to status of Amount any foundation manager Name and address (home or business) or substantial contributor recipient a Paid during the year CHARITABLE NONE PUBLIC AMERICAN CANCER SOCIETY 2121 FAIRFIELD AVE 3,000. SHREVEPORT LA 71104-2057 NONE PUBLIC CHARITABLE AMERICAN QUARTER HORSE FOUNDATION P. O. BOX 32111 1-000-<u> AMARILLO TX 79120-2111</u> PUBLIC MEDICAL NONE ARTHRITIS FOUNDATION P. O. BOX 7669 1,000. ATLANTA GA 30357-0669 CHARITABLE NONE PUBLIC ASSISTANCE DOGS OF THE WEST 730 SAINT MICHAELS DR #R 15,000. SANTA FE NM 87505-7710 NONE PUBLIC CHARITABLE BETTY AND LEONARD PHILLIPS DEAF ACTION CENTER 601 JORDAN STREET 1,000. SHREVEPORT LA 71101-4748 SEE CONTINUATION SHEET(S) ➤ 3a 314 700. Total **b** Approved for future payment NONE

Form **990-PF** (2011)

▶ 3b

Total

Part XVI-A	Analysis of Income-Producing Activities
------------	---

Enter gross amounts unless otherwise indicated.	Unrelated	d business income		ded by section 512, 513, or 514	(e)
•	(a) Business	(b) Amount	(C) Exclu- sion	(d) Amount	Related or exempt function income
1 Program service revenue:	code		code	Amount	- Tunction income
<u>a</u>			 		
b	<u> </u>		 		
<u> </u>		·	-		
d			 		
e			-		
	-		 		
g Fees and contracts from government agencies	-		ļ		
2 Membership dues and assessments			ļ		
3 Interest on savings and temporary cash			١.,		
investments			14		
4 Dividends and interest from securities			14	177,466.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property	 		<u> </u>		
b Not debt-financed property			<u> </u>		
6 Net rental income or (loss) from personal					
property			<u> </u>		
7 Other investment income			15	244,909.	
8 Gain or (loss) from sales of assets other					
than inventory		- 197	18	212,350.	
9 Net income or (loss) from special events			<u> </u>		
10 Gross profit or (loss) from sales of inventory		·. ·	1		
11 Other revenue:					
a	<u> </u>		<u> </u>		
b					
C					
d					
e	<u> </u>				
12 Subtotal. Add columns (b), (d), and (e)		0.		634,823.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	634,823.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

N/A	· · · · · · · · · · · · · · · · · · ·	
the foundation's exempt purposes (other than by providing funds for such purposes). N/A		
- 		
		
_		
-	, <u> </u>	
- <u>-</u>		
11	Form \$	990-PF

Form 990- Part X	VII Information Re	SS FOUNDATION egarding Transfers To and Transactions a	72-60177: ind Relationships With Noncharita		<u>je 1</u>
1 Did t	Exempt Organ the organization directly or indi	rectly engage in any of the following with any other organization	n described in section 501(c) of	Yes	N
the C	ode (other than section 501(c))(3) organizations) or in section 527, relating to political organ	izations?		
a Trans	sfers from the reporting found:	ation to a noncharitable exempt organization of:		- 1 - 1	
(1)	Cash		<u> 1a</u>	(1)	X
(2)	Other assets		<u> 1a</u>	(2)	X
b Other	r transactions;			1 1	
(1)	Sales of assets to a noncharita	ble exempt organization	<u>16</u>	(1)	X
(2)	Purchases of assets from a no	ncharitable exempt organization	16	(2)	X
(3)	Rental of facilities, equipment,	or other assets	<u> 16</u>	(3)	X
(4)	Reimbursement arrangements		<u>16</u>	(4)	X
(5)	oans or loan guarantees		<u>1b</u>	(5)	X
(6)	Performance of services or me	mbership or fundraising solicitations	<u>1b</u>	(6)	X
c Shar	ing of facilities, equipment, ma	ılıng lists, other assets, or paid employees		lc	X
or se	rvices given by the reporting f	"Yes," complete the following schedule. Column (b) should alv oundation. If the foundation received less than fair market valu other assets, or services received.	•		
(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing	ng arrangemen	ts
		N/A			
				_	
****			12.1.21		
					—

		·		
				· · · · · · · · · · · · · · · · · · ·
				
ın section	ndation directly or indirectly affiliated with, or relat 501(c) of the Code (other than section 501(c)(3)) omplete the following schedule.		ations described	Yes X No
	(a) Name of organization	(b) Type of organization	(c) Description	of relationship
	N/A			·
Sign Here	penalties of perjury, I declare that I have examined this reti- elief, it is true, correct, and complete peclaration of prepare the perfect of trustee	urn, including accompanying schedules and a cother than taxpayer) is based on all inform 2-22-13 Date	statements, and to the best of my knowled ation of which preparer has any knowled BOARD OF CONTROL	May the IRS discuss this return with the preparer shown below (see instr)? X Yes No
		eparer's signature	Date Check	ıf PTIN
, Paid	GERALD W. HEDGCOCK,	Sell of Day	self- employed	P00078642
Preparer Use Only	Firm's name ► HEARD MCELROY	& VESTAL L.L.C.		72-0398470
OGC OTHY	Firm's address ► 333 TEXAS STE SHREVEPORT, I		Phone no.	318-429-1525
	DIIKEVEFORI, I	IR /IIVI	11 Hone no.	Form 990-PF (2011)

WHELESS FOUNDATION

Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient Foundation Purpose of grant or show any relationship to Amount status of contribution any foundation manager Name and address (home or business) recipient or substantial contributor CENTENARY COLLEGE OF LOUISIANA NONE PUBLIC EDUCATIONAL 2911 CENTENARY BLVD. SHREVEPORT LA 71104-3335 20,000. CHRISTUS SCHUMPERT HEALTH SYSTEM NONE PUBLIC MEDICAL FOUNDATION, CIRCLE OF ANGELS ONE SAINT MARY PLACE 1,000. SHREVEPORT, LA 71101 CLOSE UP FOUNDATION NONE PUBLIC EDUCATIONAL 1330_BRADDOCK_PLACE,_STE._400_ 1,000. ALEXANDRIA VA 22314-1650 COMMUNITY RENEWAL INTERNATIONAL NONE PUBLIC CHARITABLE 838 MARGARET PLACE SHREVEPORT LA 71101 50,100, ESPERANZA SHELTER FOR BATTERED NONE PUBLIC CHARITABLE FAMILIES 2845 AGUA FRIA STREET 5,000, SANTA FE NM 87507 FINE ARTS FOR CHILDREN AND TEENS NONE PUBLIC EDUCATION 1516 PACHECO STREET 1,000. SANTA FE NM 87505-3912 FIRST BAPTIST CHURCH OF SHREVEPORT NONE PUBLIC RELIGIOUS 543 OCKLEY DRIVE 500. SHREVEPORT, LA 71106-1229 FIRST UNITED METHODIST CHURCH NONE PUBLIC RELIGIOUS 500 COMMON STREET 300. SHREVEPORT LA 71101-3430 FOOD BANK OF NORTHWEST LOUISIANA NONE PUBLIC CHARITABLE 2307 TEXAS AVENUE 10,000. SHREVEPORT, LA 71103-3621 PUBLIC CHARITABLE FOOD DEPOT NONE 1222 SILER RD 10,000. SANTA FE NM 87507-4106 293,700. Total from continuation sheets

72-6017724 WHELESS FOUNDATION Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient show any relationship to any foundation manager Foundation Purpose of grant or Amount status of contribution Name and address (home or business) or substantial contributor recipient PUBLIC CHARITABLE FOOD FOR SANTA FE NONE P. O. BOX 31086 10,000. SANTA FE. NM 87594-1086 NONE PUBLIC FRIENDS OF LOUISIANA PUBLIC EDUCATIONAL BROADCASTING 7733 PERKINS ROAD BATON ROUGE LA 70810-1009 1,200, FRIENDS OF LOUISIANA STATE EXHIBIT NONE PUBLIC EDUCATION MUSEUM 3015_GREENWOOD_ROAD_ 1,000. SHREVEPORT, LA 71109 PUBLIC CHARITABLE GLEN RETIREMENT CENTER NONE 403 EAST FLOURNOY LUCAS RD SHREVEPORT, LA 71115-3903 2,400. GRACE HOME NONE PUBLIC CHARITABLE 1035 MARGARET PLACE 200. SHREVEPORT LA 71101-4315 HUMANE SOCIETY OF NORTHWEST LOUISIANA NONE PUBLIC CHARITABLE 512 W 67TH STREET SHREVEPORT, LA 71106 10,000. PUBLIC JUNIOR ACHIEVEMENT OF NW LA NONE EDUCATIONAL 3833 GILBERT DRIVE 3,200 SHREVEPORT, LA 71104-5005 KITCHEN ANGELS NONE PUBLIC CHARITABLE 1222 SILER RD #A 10,000. SANTA FE NM 87507-4107

PUBLIC

PUBLIC

EDUCATION

MEDICAL

1 000.

5,000.

NONE

NONE

LSU IN SHREVEPORT FOUNDATION

SHREVEPORT LA 71115-2301

MD ANDERSON CANCER CENTER

2450 HOLCOMBE BLVD., STE 1

Total from continuation sheets

HOUSTON TX 77021-2040

ONE UNIVERSITY PLACE

WHELESS FOUNDATION

Part XV Supplementary Information

3 Grants and Contributions Paid During the Recipient	If recipient is an individual,		T	
Name and address (home or business)	show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
	or sussiantial contributor		-	<u> </u>
1IT	NONE	PUBLIC	EDUCATIONAL	
7 MASSACHUSETTS AVE.				
CAMBRIDGE MA 02139-4301				_5,00
MOTHERS AGAINST DRUGS	NONE	PUBLIC	CHARITABLE	
38 E COLUMBIA STREET				
HREVEPORT, LA 71104-3410				5,00
ORWELA COUNCIL, BOY SCOUTS OF	NONE	PUBLIC	CHARITABLE	ı
MERICA	NONE	FOBBIC	CHARTTABLE	
508_BEVERLY_PLACE				
SHREVEPORT LA 71104-4606				3,00
PRESERVATION RESOURCE CENTER	NONE	PUBLIC	CHARITABLE	
23 TCHOUPITOULAS ST				
EW ORLEANS, LA 70130-3819				1,00
NUDI TA LUDI TRA DEGRES AN GOVERNATI	Lava			
PUBLIC AFFAIRS RESEARCH COUNCIL	NONE	PUBLIC	civic	
1664 JAMESTOWN AVE., STE. 300 BATON ROUGE, LA 70808-3238				1.10
SATON ROUGE, DA 70000-3230			-	1,10
SALVATION ARMY	NONE	PUBLIC	CHARITABLE	
200 EAST STONER AVENUE				
SHREVEPORT, LA 71101-4214				12,00
SANTA FE COMMUNITY FOUNDATION	NONE	PUBLIC	CHARITABLE	
P. O. BOX 1827				
SANTA FE, NM 87504-1827				11,00
SPECIAL OLYMPICS	NONE	PUBLIC	CHARITABLE	
1000 EAST MORRIS AVE				
HAMMOND, LA 70403-4456				1,00
		1		
T JUDE CHILDREN'S RESEARCH HOSPITAL	NONE	PUBLIC	MEDICAL	
501 ST. JUDE PLACE	HOME	CODDIC	ABDICAL	
MEMPHIS IN 38105-1905				5,10
T MARK'S EPISCOPAL CATHEDRAL	NONE	PUBLIC	RELIGIOUS	
008 RUTHERFORD STREET				28,40
HREVEPORT LA 71104-4246 Total from continuation sheets	l	_1		

WHELESS FOUNDATION

Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, show any relationship to any foundation manager Recipient Foundation Purpose of grant or Amount status of contribution Name and address (home or business) or substantial contributor recipient ST PAUL'S UNITED METHODIST CHURCH NONE PUBLIC RELIGIOUS 1001 PIERRE AVENUE SHREVEPORT, LA 71103 200. ST. JOSEPH CATHOLIC CHURCH NONE PUBLIC RELIGIOUS 211 ATLANTIC AVENUE SHREVEPORT, LA 71105 100. THE NATURE CONSERVANCY NONE PUBLIC CHARITABLE 1324 N. HEARNE SHREVEPORT LA 71107-6554 3,500, UNITED WAY OF NORTHWEST LA NONE PUBLIC CHARITABLE **402 EDWARDS STREET** SHREVEPORT, LA 71101-3107 21,000, VAIL VALLEY MEDICAL CENTER NONE PUBLIC MEDICAL 181 WEST MEADOW DR VAIL_ CO 81657-5242 5,000, VOLUNTEERS OF AMERICA PUBLIC CHARITABLE NONE 360 JORDAN STREET 5,100. SHREVEPORT LA 71101-4847 CATHEDRAL OF ST. JOHN BERCHMANS NONE PUBLIC RELIGIOUS 939 JORDAN STREET SHREVEPORT LA 71101-4309 200. PUBLIC RELIGIOUS BROADMOOR UNITED METHODIST CHURCH NONE 3715 YOUREE DRIVE SHREVEPORT, LA 71105 100, PUBLIC CHARITABLE NONE CADDO-BOSSIER ARC FOUNDATION 351 JORDAN STREET 100, SHREVEPORT LA 71101 NONE PUBLIC OAKLAND PRESERVATION SOCIETY CHARITABLE P. O. BOX 5221 SHREVEPORT, LA 71135-5221 100. Total from continuation sheets

Supplementary Information Part XV Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient show any relationship to any foundation manager or substantial contributor Foundation Purpose of grant or Amount status of contribution Name and address (home or business) recipient LSU HEALTH SCIENCE FOUNDATION NONE PUBLIC MEDICAL RESEARCH 920 PIERREMONT RD. STE 407 SHREVEPORT, LA 71106 100. AMERICAN ROSE SOCIETY, SHREVEPORT NONE PUBLIC CHARITABLE GARDEN STUDY CLUB 6227 GILBERT DR. SHREVEPORT LA 71106-2321 1,500. LSU FEIST-EWILLER CANCER TREATMENT NONE PUBLIC MEDICAL RESEARCH CENTER 1501 KINGS HIGHWAY SHREVEPORT, LA 71103 100. PUBLIC EDUCATIONAL NONE DURHAM ACADEMY, INC. 3601 RIDGE ROAD DURHAM NC 27705-5599 5,000. HOLY ANGELS RESIDENTIAL FACILITY NONE PUBLIC CHARITABLE 10450 ELLERBE ROAD 200. SHREVEPORT, LA 71106 FIRST CHURCH OF GOD NONE PUBLIC RELIGIOUS 6808 JEFFERSON PAIGE ROAD SHREVEPORT, LA 71119 100. PUBLIC CHARITABLE HILLMAN HOUSE NONE 644 HERNDON STREET 100. SHREVEPORT, LA 711014 ST. JOSEPH CATHOLIC SCHOOL NONE PUBLIC EDUCATIONAL 1210 ANNISTON AVENUE 100, SHREVEPORT, LA 71105 NONE PUBLIC CHARITABLE GINGERBREAD HOUSE 1700 BUCKNER STREET 100. SHREVEPORT LA 71101 NONE PUBLIC RELIGIOUS AIRLINE BAPTIST CHURCH 4007 AIRLINE DRIVE 100.

BOSSIER CITY, LA 71111

Total from continuation sheets

WHELESS FOUNDATION

Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, show any relationship to any foundation manager or substantial contributor Recipient Foundation Purpose of grant or Amount status of contribution Name and address (home or business) recipient SHRINERS HOSPITAL FOR CHILDREN NONE PUBLIC MEDICAL RESEARCH 3100 SAMFORD AVENUE SHREVEPORT, LA 71103 100. MARY SPRINGHILL AME CHURCH NONE PUBLIC RELIGIOUS 4426 LINWOOD AVENUE 100. SHREVEPORT, LA 71108 CHRISTUS SCHUMPERT FOUNDATION NONE PUBLIC MEDICAL RESEARCH ONE_SANIT_MARY_PLACE_ 100. SHREVEPORT, LA 71101 PUBLIC RELIGIOUS KINGS HIGHWAY CHRISTIAN CHURCH NONE 806 KINGS HIGHWAY 100. SHREVEPORT LA 71104-2002 SCI-PORT NONE PUBLIC EDUCATIONAL 820 CLYDE FANT PARKWAY 20,000. SHREVEPORT, LA 71101 WOUNDED WARRIOR PROJECT NONE PUBLIC CHARITABLE 7020 A. C. SKINNER PWKY, STE 100 JACKSONVILLE FL 32256 10,000, NONE PUBLIC EDUCATIONAL PAIDEIA SCHOOL 1509 PONCE DE LEON AVE NE 5,000, ATLANTA, GA 30307 Total from continuation sheets

FORM 990-PF INTEREST ON SAVI	NGS AND T	EMPORARY CA	ASH I	INVESTMENTS	STATEMENT	1
SOURCE .					AMOUNT	
REGIONS MONEY MARKET AND SWEE	EP ACCOUNT			_		98.
TOTAL TO FORM 990-PF, PART I,	LINE 3,	COLUMN A		- -		98.
FORM 990-PF DIVIDEND	OS AND INT	EREST FROM	SECT	JRITIES	STATEMENT	2
SOURCE	GRO	SS AMOUNT		PITAL GAINS DIVIDENDS	COLUMN (A AMOUNT)
CORPORATE INTEREST		28,848.		0.	28,8	
CORPORATE STOCKS OIDUSGI		145,224. 410.		0. 0.	145,2 4	24. 10.
PREMIUM AMORTIZATION		37.		0.		37.
U. S. GOVERNMENT		2,947.		0.	2,9	4/.
TOTAL TO FM 990-PF, PART I, I	LN 4	177,466.		0.	177,4	66.
FORM 990-PF	OTHER	INCOME			STATEMENT	
DESCRIPTION		(A) REVENUE PER BOOKS	S	(B) NET INVEST- MENT INCOME	(C) ADJUSTE NET INCO	
OIL AND GAS ROYALTIES	•	244,	909.	244,909	•	
TOTAL TO FORM 990-PF, PART I,	, LINE 11	244,	909.	244,909	•	
FORM 990-PF	ACCOUN	TING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOK		EST-	(C) ADJUSTED NET INCOM		
HEARD, MCCELROY, & VESTAL	2,60	0. 1	,950	•	6	50.
TO FORM 990-PF, PG 1, LN 16B	2,60	0. 1	,950	•	6	50.
=						

FORM 990-PF	OTHER PROFES	SIONAL FEES	S:	PATEMENT	_ <u>5</u>
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		(D) CHARITAB PURPOSE	
AGENCY FEES	45,986.	34,490.		11,49	6.
TO FORM 990-PF, PG 1, LN 160	45,986.	34,490.		11,49	6.
FORM 990-PF	TAX	ES	S'	FATEMENT	6
	(A)	(-B.)	(-C-)	(-D-)	
DESCRIPTION	EXPENSES PER BOOKS	NET INVEST- MENT INCOME		CHARITAB PURPOSE	
FORM 990-PF TAX PAYMENTS FOREIGN TAX WITHHELD PROPERTY TAX OIL & GAS SEVERANCE TAXES	9,584. 524. 595. 7,535.	524. 595.			0. 0. 0.
TO FORM 990-PF, PG 1, LN 18	18,238.	8,654.			0.
FORM 990-PF	OTHER E	XPENSES	S'	PATEMENT .	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		(D) CHARITAB PURPOSE	
ROYALTIES, OTHER EXPENSES	1,557.	1,557.			0.
TO FORM 990-PF, PG 1, LN 23	1,557.	1,557.			0.

FORM 990-PF U.S. AND STATE/C	ITY GOVERNMENT	OBLIGATIONS	STATEMENT 8
DESCRIPTION	U.S. OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U S TREASURIES		311,459.	316,613.
TOTAL U.S. GOVERNMENT OBLIGATIONS	_	311,459.	316,613.
TOTAL STATE AND MUNICIPAL GOVERNMEN	T OBLIGATIONS		
TOTAL TO FORM 990-PF, PART II, LINE	: 10A =	311,459.	316,613.
FORM 990-PF COR	PORATE_STOCK		-STATEMENT9
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK INTERNATIONAL EQUITIES	-	2,674,525. 78,891.	5,222,405. 99,029.
TOTAL TO FORM 990-PF, PART II, LINE	: 10B	2,753,416.	5,321,434.
FORM 990-PF COR	PORATE BONDS		STATEMENT 10
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS		500,070.	525,546.
TOTAL TO FORM 990-PF, PART II, LINE	: 10C	500,070.	525,546.
FORM 990-PF OTHE	R INVESTMENTS		STATEMENT 11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MINERAL LEASES FHLMC POOL	COST	1,383. 423,017.	650,705. 428,982.

REGIONS BANK, TRUST DEPARTMENT STATEMENT OF CAPITAL GAINS AND LOSSES WHELESS FDN

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TRUST YEAR ENDING 10/31/2012

TRUS	T YEAR ENDING 10/	/31/2012		03	,.03.17	Z 1·1
TAX PREPARER 6990 TRUST ADMINISTRATOR: 55 INVESTMENT OFFICER: 600		LEGEND F - E -	FEDERAL S - STATE EXEMPT FROM STATE U -	I - INHERITEI ACQ COST UNKNOWN	1)	
PROPERTY DESCRIPTION SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
1000 0000 ABBOTT LABS DTD 3/3/0 SOLD	9 5 125% 04/01/201 11/04/2011	19 - 002824AU4 - 1160 08				
SOLD ACQ 1000.0000 1000 0000 ABBOTT LABS DTD 3/3/0 SOLD	9 5 125% 04/01/201	.9 - 002824AU4 -	MINOR = 45	160.45	LT15	Y
SOLD ACQ 1000 0000 9000.0000 BB& T CORPORATION DTD SOLD	7/77/00 7 05% 07/	/O _ AEEO1DXAG	MINOR AE		LT15	Y
ACQ 8000.0000 1000 0000 1000 0000 BARCLAYS BANK PLC DTD	04/27/2010 04/28/2010	8109 52 1013.69	8333.44 1042.86 MINOR = 45	-223.92 -29.17	LT15 LT15	
SOLD ACQ 1000.0000 1000.0000 CATERPILLAR INC DTD 1					LT15	Y
SOLD ACQ 1000 0000 1000.0000 CITIGROUP INC DTD 06/	12/02/2011	1331.59 1331.59	998.32	333.27	LT15	Y
SOLD1000_0000	11/04/2011 12/13/2010	1059.26 1059.26	1091.01	-31.75	ST	Y
1000 0000 CITIGROUP INC PDIC GU SOLD ACQ 1000.0000	02/06/2012 12/15/2009	1017.18 1017.18	1019 22	-2.04	LT15	Y
SOLD ACO 19000 0000	ARANTEED DTD 08/06 09/14/2012 12/15/2009	5/2009 2.25% 12/ 19089.11 19089.11	10/2012 - 17313YAJ0 - M 19365 18	-276 07	LT15	Y
5000 0000 CITIGROUP INC FDIC GU SOLD ACQ 5000.0000	ARANTEED DTD 08/06	5/2009 2.25% 12/	10/2012 - 17313YAJO - M	INOR = 30	LT15	
1000 0000 JOHN DEERE CAPITAL CO	RP INSD FDIC DTD	12/19/08 2.875%	06/19/2012 - 24424DAA7 1025.23	 MINOR = 30 		
2000 0000 TOINI DEEDE GADIRAL OO	משת מדתם תמונד מת	72/30/00 2 0254	06 (10 (0010 044040310	1/T170 D 2.0	LT15	
SOLD SOLD SOLD ACQ 5000.0000 21000.0000 4300 0000 E M C CORP MASS COM -	12/17/2008 12/17/2008 268648102 - MINOR	21211.89 R = 50	20951 49	-75.70 260.40	LT15 LT15	
ACQ 4300.0000 520 7800 FEDERAL HOME LOAN MTG	06/24/2002 CORP POOL #G01840	97178.13 DTD 06/01/2005	29283.00 5% 07/01/2035 - 3128LX	67895.13	LT15	Y
SOLD ACQ 520.7800 532 8600 FEDERAL HOME LOAN MTG	CORP POOL #G01840	DTD 06/01/2005	5% 07/01/2035 - 3128LX	-45.32 BH2 - MINOR = 35	ST	Y
SOLD ACQ 532 8600 521.1000 FEDERAL HOME LOAN MTG	12/15/2011 08/11/2011 CORP POOL #G01840	532.86 532.86 DTD 06/01/2005	579.24 5% 07/01/2035 - 3128LX	-46.38 BH2 - MINOR = 35	ST	Y
SOLD ACQ 521.1000 **CHANGED** 02/19/12 MK	12/31/2011 08/11/2011	521.10 521.10	566.45	-45.35	ST	Y
430 5000 FEDERAL HOME LOAN MTG SOLD ACQ 430.5000	CORP POOL #G01840 01/31/2012 08/11/2011	0 DTD 06/01/2005 430.50 430.50	5% 07/01/2035 - 3128LX 467.97	BH2 - MINOR = 35	ST	Y
CHANGED 02/19/12 MK 479.5400 FEDERAL HOME LOAN MTG	CORP POOL #G01840	DTD 06/01/2005	5% 07/01/2035 - 3128LX		31	1
SOLD ACQ 479.5400 499 1800 FEDERAL HOME LOAN MTG	CORP POOL #G01840	DTD 06/01/2005	521 27 5% 07/01/2035 - 3128LX	-41.73 BH2 - MINOR = 35	ST	Y
SOLD ACQ 499.1800 487.6800 FEDERAL HOME LOAN MTG	04/16/2012 08/11/2011 CORP POOL #G01840		542 62 5% 07/01/2035 - 3128LX	-43 44 BH2 - MINOR = 35	ST	Y
SOLD ACQ 487.6800 507 8500 FEDERAL HOME LOAN MTG	05/15/2012 08/11/2011 CORP POOL #G01840	487.68 487.68 DTD 06/01/2005	530.12 5% 07/01/2035 - 3128LX	-42.44 BH2 - MINOR = 35	ST	Y
SOLD ACQ 507.8500 449.0200 FEDERAL HOME LOAN MTG	06/15/2012 08/11/2011 CORP POOL #G01840	507 85 507 85 DTD 06/01/2005	552.05 5% 07/01/2035 - 3128LX	-44.20 BH2 - MINOR = 35	ST	Y
SOLD ACQ 449.0200 442 5000 FEDERAL HOME LOAN MTG	07/16/2012 08/11/2011	449 02 449 02	488 10	-39 08	ST	Y
SOLD ACQ 442 5000 476 6000 FEDERAL HOME LOAN MTG	08/15/2012 08/11/2011	442.50 442.50	481 01	-38.51	LT15	Y
SOLD ACQ 476.6000 478.4100 FEDERAL HOME LOAN MTG	09/17/2012 08/11/2011	476.60 476.60	518 08	-41.48	LT15	Y
SOLD ACQ 478.4100	10/15/2012 08/11/2011	478.41 478.41	520 05	-41 64	LT15	Y
659.4400 FEDERAL HOME LOAN MTG SOLD ACQ 659.4400	08/15/2012 07/09/2012	659.44 659.44	709 21	-49.77	ST	Y
720 4900 FEDERAL HOME LOAN MTG SOLD ACQ 720 4900	09/17/2012 07/09/2012	720.49 720.49	774 . 86	-54.37	ST	Y
539 1600 FEDERAL HOME LOAN MTG SOLD ACQ 539.1600	CORP POOL #G04774 10/15/2012 07/09/2012	DTD 10/01/2008 539.16 539.16	4.5% 01/01/2038 - 3128 579 85	M6T73 - MINOR = 3 -40.69	ST ST	Y

REGIONS BANK, TRUST DEPARTMENT STATEMENT OF CAPITAL GAINS AND LOSSES WHELESS FDN

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TRUST YEAR ENDING 10/31/2012

TAX PREPARER 699 TRUST ADMINISTRATOR: 55 INVESTMENT OFFICER: 600		1	JEGEND F - FEDE E - EXEM	CRAL S - STATE MPT FROM STATE U -	I - INHERITED ACQ COST UNKNOWN		
PROPERTY DESCRIPTION	SHARES		SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
769 3900 FEDERAL SOLD	HOME LOAN MORTO	AGE CORP POOL #G1409	66 DTD 02/01/2011 769 39	. 4% 08/01/2025 - 31	28MCWR2 - MINOR =	35	
ACQ 648 1500 FEDERAL SOLD	HOME LOAN MORTO	11/15/2011 08/11/2011 AGE CORP POOL #G140! 12/15/2011	66 DTD 02/01/2011		-44.72 28MCWR2 - MINOR =	ST = 35	Y
ACQ	HOME LOAN MORTO	12/15/2011 08/11/2011 RAGE CORP POOL #G140	648.15 66 DTD 02/01/2011 572.66	685.82		ST = 35	Y
ACQ **CHANGED** 02/19/12 M	572.6600	12/31/2011 08/11/2011	572.66	605.95	-33.29	ST	Y
475 8400 FEDERAL SOLD	HOME LOAN MORTO	AGE CORP POOL #G1409 01/31/2012	475.84	. 4% 08/01/2025 - 31	28MCWR2 - MINOR =	- 35	
CHANGED 02/19/12 M	K	08/11/2011	475 84	503.50		ST	Y
544.4300 FEDERAL SOLD ACO	HOME LOAN MORTO	AGE CORP POOL #G140 03/15/2012 08/11/2011	56 DTD 02/01/2011 544 43	. 4% 08/01/2025 - 31 576.07			
584.4300 FEDERAL	HOME LOAN MORTO	AGE CORP POOL #G140:	66 DTD 02/01/2011	. 4% 08/01/2025 <u>- 31</u>		ST =_35	Y
ACO	584.4300	08/11/2011 AGE CORP POOL #G140	584 43	618 40	-33.97 .28MCWR2 - MINOR =	ST = 35	Y
SOLD ACQ	444.2700	05/15/2012 08/11/2011	444.27 444 27	470.09	-25 82	ST	Y
SOLD		AGE CORP POOL #G140: 06/15/2012	369 27	•		-	
	HOME LOAN MORTO	08/11/2011 AGE CORP POOL #G140!		390.73 . 4% 08/01/2025 - 31		ST = 35	Y
ACQ	474 0600 HOME LOAN MORTO	07/16/2012 08/11/2011 AGE CORP POOL #G140	474 06 66 DTD 02/01/2011	501.61 . 4% 08/01/2025 - 31		ST = 35	Y
SOLD ACO	502.8400	08/15/2012 08/11/2011	502.84 502.84	532.07	-29 23	LT1 5	Y
517.4300 FEDERAL SOLD ACO	HOME LOAN MORTO	AGE CORP POOL #G1409 09/17/2012 08/11/2011	56 DTD 02/01/2011 517.43 517.43				
	HOME LOAN MORTO	AGE CORP POOL #G140	66 DTD 02/01/2011	547 51 1 4% 08/01/2025 - 31		LT15 = 35	Y
ACQ		10/15/2012 08/11/2011 ORP POOL #G08344 DT		436.37 : 05/01/2039 - 3128N	-23 97 %TT.24 - MTNOP = 35		Y
SOLD ACQ	307.7400	05/15/2012 04/06/2012	307.74 307 74	326.59		ST	Y
SOLD	HOME LOAN MTG	ORP POOL #G08344 DT 06/15/2012 04/06/2012	0 05/01/2009 4 5%				
ACQ 271.7000 FEDERAL SOLD	HOME LOAN MTG C	ORP POOL #G08344 DT	264 48 0 05/01/2009 4 5% 271 70	280.68 05/01/2039 - 3128		ST	Y
ACQ	271.7000	07/16/2012 04/06/2012 ORP POOL #G08344 DT	271.70	288.34 : 05/01/2039 - 3128N	-16.64	ST	Y
SOLD ACQ		08/15/2012 04/06/2012	329.31 329.31	349.48		ST	Y
SOLD		ORP POOL #G08344 DT 09/17/2012	336 70	: 05/01/2039 - 3128N	IJL24 - MINOR = 35	>	
	HOME LOAN MTG C	04/06/2012 ORP POOL #G08344 DT	336 70 0 05/01/2009 4 5%	357.32 : 05/01/2039 - 3128N		ST 5	Y
SOLD ACQ	297.5600	10/15/2012 04/06/2012 ORP POOL #G08463 DT	297.56 297.56 3.10/01/2011 48.1	315.79	-18 23	ST	Y
SOLD ACQ		06/15/2012 05/07/2012	205 27 205 27 205 27	217.39		ST	Y
	HOME LOAN MTG C	ORP POOL #G08463 DT		.0/01/2041 - 3128MJÇ)R4 - MINOR = 35		•
	438 8800 HOME LOAN MTG C	05/07/2012 ORP POOL #G08463 DT		464.80 .0/01/2041 - 3128MJQ	-25 92 QR4 - MINOR = 35	ST	Y
SOLD ACQ	412 4300	08/15/2012 05/07/2012	412 43 412 43	436.79	-24 36	ST	Y
528 4400 FEDERAL SOLD ACO		ORP POOL #G08463 DT 09/17/2012 05/07/2012) 10/01/2011 4% 1 528 44 528 44			cm.	17
	HOME LOAN MTG	ORP POOL #G08463 DT 10/15/2012		559.65 10/01/2041 - 3128MJÇ		ST	Y
ACQ	348.7600	05/07/2012 AGE CORP POOL #J163	348 76	369 36 1 3 5% 08/01/2026 -	-20.60 3128PWBW7 - MINOR	ST R = 35	Y
SOLD ACQ	446 7100	11/15/2011 08/11/2011	446.71 446 71	467.23			Y
SOLD	HOME LOAN MORTO	AGE CORP POOL #J163: 12/15/2011	505.82				
ACQ 257 4500 FEDERAL SOLD	HOME LOAN MORTO	08/11/2011 AGE CORP POOL #J163	505.82 53 DTD 08/01/2011 257.45	529 06 L 3 5% 08/01/2026 -	-23.24 3128PWBW7 - MINOR	ST R = 35	Y
ACQ **CHANGED** 02/19/12 M	257.4500	12/31/2011 08/11/2011	257.45	269.28	-11.83	ST	Y
398.7800 FEDERAL SOLD	HOME LOAN MORTO	AGE CORP POOL #J163 01/31/2012	33 DTD 08/01/2011 398.78	3.5% 08/01/2026 -	3128PWBW7 - MINOF	₹ = 35	
ACQ **CHANGED** 02/19/12 M	398 7800	08/11/2011	398 78	417.10	-18 32	ST	Y

REGIONS BANK, TRUST DEPARTMENT STATEMENT OF CAPITAL GAINS AND LOSSES WHELESS FDN

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TRUST YEAR ENDING 10/31/2012

TAX PREPARER: TRUST ADMINISTRATOR. INVESTMENT OFFICER	6990 55 600
PROPERTY DESCRIPTION	
398.7900 FED SOLD	ERAL H

F - FEDERAL S - STATE I - INHERITED E - EXEMPT FROM STATE U - ACQ COST UNKNOWN LEGEND SHARES DATE SALES PRICE COST BASIS GAIN/LOSS TERM NC HOME LOAN MORTGAGE CORP POOL #J16353 DTD 08/01/2011 3 5% 08/01/2026 - 3128PWBW7 - MINOR = 35 03/15/2012 398 79 ACQ 398.7900 08/11/2011 398.79 41/.11 -10.32 31 456 3800 FEDERAL HOME LOAN MORTGAGE CORP POOL #J16353 DTD 08/01/2011 3 5% 08/01/2026 - 3128PWBW7 - MINOR = 35 SOLD 04/16/2012 456 38 456 38 456 38 08/11/2011 213 4400 FEDERAL HOME LOAN MORTGAGE CORP POOL #J16353 DTD 08/01/2011 3 5% 08/01/2026 - 3128PWBW7 - MINOR = 35 SOLD 05/15/2012 213.44 ACQ 213.4400 08/11/2011 213.44 223.24 -9 80 ST 255.3300 FEDERAL HOME LOAN MORTGAGE CORP POOL #J16353 DTD 08/01/2011 3 5% 08/01/2026 - 3128PWBW7 - MINOR = 35 SOLD 06/15/2012 255 3300 ACQ 08/11/2011 255 33 669.8900 FEDERAL HOME LOAN MORTGAGE CORP POOL #J16353 DTD 08/01/2011 3 5% 08/01/2026 - 3128PWBW7 - MINOR = 35 SOLD 07/16/2012 669 8900 ACO) 669 8900 08/11/2011 669.89 700.66 -30 77 ST FEDERAL HOME LOAN MORTGAGE CORP POOL #J16353 DTD 08/01/2011 3 5% 08/01/2026 - 3128PWBW7 - MINOR = 35 683.7300 SOLD 08/15/2012 683.73 ACQ 683.7300 08/11/2011 683.73 715.14 -31 41 LT15-439-9100—FEDERAL HOME LOAN MORTGAGE CORP POOL #J16353 DTD 08/01/2011 3 5% 08/01/2026 - 3128PWBW7 - MINOR = 35 SOLD 09/17/2012 439 91 09/17/2012 08/11/2011 439.91 439.91 FEDERAL HOME LOAN MORTGAGE CORP POOL #J16353 DTD 08/01/2011 3 5% 08/01/2026 - 3128PWBW7 - MINOR = 35 LD 10/15/2012 436.96 ACQ 436 9600 SOLD 436.96 436.96 ACQ -20 07 LT15 Y 29000 0000 SOLD ACQ -1850.49 LT15 Y FEDERAL NATIONAL MORTGAGE ASSN 9 5% 03/1 - 31359MH89 - MINOR = 35 2000 0000 SOLD 2340.40 ACQ 2000 0000 01/10/2012 2340.40 2 00 FEDERAL HOME LOAN MTG CORP DTD 01/07/201 - 3137EACH0 - MINOR = 30 10.10 ST 1000.0000 SOLD 02/06/2012 01/10/2012 ACQ 1000 0000 01/10/2012 1072.89 1068 57 4 32 00 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 - 3138A8SR8 - MINOR = SOLD 11/25/2011 904 68 950 48 -45.80 904.6800 ACQ 904 6800 08/09/2011 904 68 950 48 950 48 10 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 - 3138A8SR8 - MINOR = 35 SOLD 12/27/2011 1053 30 1106 62 -53 32 ST 1053.3000 1053 30 1053.30 ACQ 1053 3000 08/09/2011 1053.30 1106.62 55.1000 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 - 3138A8SR8 - MINOR = 35 SOLD 12/31/2011 652 10 ACQ **CHANGED** 02/19/12 MK 685 11 ST 00 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 - 3138A8SR8 - MINOR = 35 SOLD 02/27/2012 672 98 672.9800 02/27/2012 08/09/2011 672 98 672 98 ACQ 672 9800 08/09/2011 672 98 707 05 -34.07 S1
00 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 - 3138A8SR8 - MINOR = 35
SOLD 03/26/2012 565 21
ACQ 565 2100 08/09/2011 565 21 593 82 -28 61 ST 672 9800 ACQ 565 2100 08/09/2011 565 21 593 82 -28 61 ST 00 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 - 3138A8SR8 - MINOR = 35 SOLD 04/25/2012 616 24 616.2400 616 24 616 24 ACQ 08/09/2011 662.8700 FE SOLD FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 - 3138A8SR8 - MINOR = 35 DLD 05/25/2012 662 87 662 8700 08/09/2011 662.87 ACQ 497.2200 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 - 3138A8SR8 - MINOR = 35 SOLD 06/25/2012 497 22 497 22 497 22 497 2200 08/09/2011 452 4400 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 - 3138A8SR8 - MINOR = 35 SOLD 07/25/2012 452 44 452 44 452 44 452,4400 08/09/2011 609.0400 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 - 3138A8SR8 - MINOR = 35 SOLD 08/27/2012 609 04 ACQ 609.0400 08/09/2011 609.04 639.87 -30.83 LT 698 5700 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 - 3138A8SR8 - MINOR = 35 SOLD 09/25/2012 698 57 698.5700 ACQ 08/09/2011 698 57 630.8400 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 - 3138A8SR8 - MINOR = 35 SOLD 10/25/2012 630.84 630.8400 ACQ 08/09/2011 630 84 115 7700 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5% 06/01/2041 - 3138EGNK6 - MINOR = 35 SOLD 12/27/2011 115.77 115.77 115.77 115.7700 11/04/2011 115.77 123.15 -7.38 ST 101 8800 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5% 06/01/2041 - 3138EGNK6 - MINOR = 35 SOLD 12/31/2011 101 88 115.7700 ACQ 101.8800 11/04/2011 108 37 101.88 -6.49**CHANGED** 02/19/12 MK
118.3800 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4.5% 06/01/2041 - 3138EGNK6 - MINOR = 35

ACQ 118 3800 11/04/2011 118.38 125.93 -7.55 ST 109 1700 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5% 06/01/2041 - 3138EGNK6 - MINOR = 35

109.17

109.17

116 13

ST

03/26/2012

11/04/2011

109 1700

REGIONS BANK, TRUST DEPARTMENT STATEMENT OF CAPITAL GAINS AND LOSSES WHELESS FDN

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TRUST YEAR ENDING 10/31/2012

TAX PREPARER.	6990
TRUST ADMINISTRATOR:	55
INVESTMENT OFFICER:	600

LEGEND:	F - FEDERAL	S - STATE	I - INHERITED
	P - FYEMOT FOOM	וו סדיארדים וו _	ACO COCT INIVAIOUNI

INVESTMENT OFFICER: 600			B - EXEMP	T FROM STATE	U - ACQ COST UNKNOWN		
PROPERTY DESCRIPTION	SHARES DATE	E SA	ALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
209.9100 FEDERAL SOLD	NATIONAL MORTGAGE ASSN 04/25/2	N POOL #AL0393 2012	DTD 06/01/2011 4 209.91	5% 06/01/2041	- 3138EGNK6 - MINOR	= 35	
97 3000 FEDERAL SOLD	04/25/2 209 9100 11/04/2 NATIONAL MORTGAGE ASSN 05/25/2 97.3000 11/04/2	2011 N POOL #AL0393 2012	209.91 DTD 06/01/2011 4 97.30	223 29 5% 06/01/2041	-13.38 - 3138EGNK6 - MINOR	ST = 35	Y
154 6800 FEDERAL	97.3000 11/04/2 NATIONAL MORTGAGE ASSN 06/25/2 154.6800 11/04/2	N POOL #AL0393	DTD 06/01/2011 4	5% 06/01/2041	- 3138EGNK6 - MINOR	ST = 35	Y
136 0100 FEDERAL	154.5800 11/04/2 NATIONAL MORTGAGE ASSN 07/25/2 136 0100 11/04/2	N POOL #AL0393	DTD 06/01/2011 4	.5% 06/01/2041	- 3138EGNK6 - MINOR	ST = 35	Y
I 131.8300 FEDERAL	NATIONAL MORTGAGE ASSN	N P∩∩t. #at.∩マ q マ	DTD 06/01/2011 A	53 06/01/2041	- 2120ECNIVE MINOR	ST = 35	Y
174.6600 FEDERAL SOLD	08/27/2 131.8300 11/04/2 NATIONAL MORTGAGE ASS 09/25/2 174 6600 11/04/2	2011 N POOL #AL0393 2012	DTD 06/01/2011 4 174.66	140.23 5% 06/01/2041	-8 40 - 3138EGNK6 - MINOR		Y
231.0500 FEDERAL	174 6600 11/04/2 NATIONAL-MOR TGAGE-ASSN	2011 N- POOL #ALO393	174.66 DTD 06/01/2011 4	<u>185.79</u> .5% 06/01/2041	- 3138EGNK6 - MINOR	-ST	Y
SOLD	10/25/2	2012	231.05		January Tanon		
315 0500 FEDERAL SOLD	NATIONAL MORTGAGE ASSN 11/25/2	2011 N POOL # 725228 2011	231 05 3 6% 03/01/ 315 05	/2034 - 31402C	-14.73 VV1 - MINOR = 35	ST	Y
ACQ 322 9800 FEDERAL	315 0500 01/07/2 NATIONAL MORTGAGE ASSN	2011 N POOL # 725228	315 05 3 6% 03/01/	347 74 /2034 - 31402C	-32.69 VV1 - MINOR = 35	ST	Y
SOLD ACQ 305 5900 FEDERAL	NATIONAL MORTGAGE ASSN 10/25/2 231 0500 11/04/2 NATIONAL MORTGAGE ASSN 11/25/2 315 0500 01/07/2 NATIONAL MORTGAGE ASSN 12/27/2 322.9800 01/07/2 NATIONAL MORTGAGE ASSN 12/31/2 305 5900 01/07/2	2011 2011 N. DOOL # 725220	322.98 322.98	356 49	-33 51	ST	Y
SOLD ACO	12/31/2 305 5900 01/07/2	N POOL # 725228 2011 2011	305.59 305.59	72034 - 31402C 337 29	VV1 - MINOR = 35	LT15	v
CHANGED 02/19/12 MI	(303.33	337.25	-31.70	пітэ	1
284 1400 FEDERAL	NATIONAL MORTGAGE ASSN	N POOL # 725228	8 6% 03/01/	/2034 - 31402C	VV1 - MINOR = 35		
ACQ 311 7500 FEDERAL	284.1400 01/07/2 NATIONAL MORTGAGE ASSN	2012 2011 N POOL # 725228	284.14 284.14 3 6% 03/01/	313.62 /2034 - 31402C	-29 48 VV1 - MINOR = 35	LT15	Y
SOLD ACQ	03/26/2 311 7500 01/07/2	2012 2011	311.75 311.75	344.09	-32 34	LT15	Y
291.8900 FEDERAL SOLD ACO	04/25/2 291 8900 01/07/2	N POOL # 725228 2012 2011	6% 03/01/ 291 89 291 89	/2034 - 31402C	VV1 - MINOR = 35	LT15	v
12898.9500 FEDERAL SOLD	NATIONAL MORTGAGE ASSN 05/07/2	N POOL # 725228 2012	6% 03/01/ 14221.09	/2034 - 31402C	VV1 - MINOR = 35	Р112	1
ACQ 315.4500 FEDERAL SOLD	NATIONAL MORTGAGE ASSN 02/27/2 284.1400 01/07/2 NATIONAL MORTGAGE ASSN 03/26/2 311 7500 01/07/2 NATIONAL MORTGAGE ASSN 04/25/2 291 8900 01/07/2 NATIONAL MORTGAGE ASSN 05/07/2 12898 9500 01/07/2 NATIONAL MORTGAGE ASSN 05/25/2 315 4500 01/07/2 NATIONAL MORTGAGE ASSN 11/25/2	2011 N POOL # 725228	14221 09 6% 03/01/	14237.22 /2034 - 31402C	-16.13 VV1 - MINOR = 35	LT15	Y
ACQ 500 2000 FEDERAL	315 4500 01/07/2 NATIONAL MORTGAGE ASSN	2011 N POOL #735580	315 45 DTD 05/01/05 5% (348.18 36/01/2035 - 3	-32.73 1402RFV6 - MINOR = 35	LT15	Y
463 0600 PPDPDAT	500.2000 08/09/2	2011 ** DOOT #725500	500.20	539 51	_20 21	CT.	Y
SOLD ACO	12/27/2 463.0600 08/09/2 NATIONAL MORTGAGE ASSN	2011 2011	463.06 463.06	499 45	-36 30	СT	Y
SOLD ACQ **CHANGED** 02/19/12 M	12/31/2 522 3200 08/09/2	2011 2011	522.32 522.32	563.37	-41.05	ST	Y
CHANGED 02/19/12 M	NATIONAL MOREGACE ACCE	1 DOOL #235500	DEED 05 (01 /05 50 5				•
SOLD	NATIONAL MORTGAGE ASSN 02/27/2 420 2600 08/09/2	2012	420.26	36/01/2035 - 3	1402RFV6 - MINOR = 35	•	
479.8100 FEDERAL	NATIONAL MORTGAGE ASSN	N POOL #735580	DTD 05/01/05 5% (453.29 06/01/2035 - 3	-33.03 1402RFV6 - MINOR = 35	ST	Y
SOLD ACQ 483 5400 FEDERAL	03/26/2 479.8100 08/09/2 NATIONAL MORTGAGE ASSN	2011	479.81 479.81 DTD 05/01/05.5% (517.52 16/01/2035 - 3	-37.71	ST	Y
SOLD ACO	04/25/2 483 5400 08/09/2	2012 2011	483.54 483.54	521 54	-38 00	CT.	Y
436.3800 FEDERAL SOLD ACO	NATIONAL MORTGAGE ASSN 05/25/2 436 3800 08/09/2	2012	DTD 05/01/05 5% 0 436.38 436.38				
467.3300 FEDERAL SOLD	NATIONAL MORTGAGE ASSN 06/25/2	N POOL #735580	DTD 05/01/05 5% 0 467 33	470 68 06/01/2035 - 3	-34 30 1402RFV6 - MINOR = 35	ST	Y
ACQ 448.5100 FEDERAL SOLD	467 3300 08/09/2 NATIONAL MORTGAGE ASSN 07/25/2	N POOL #735580	467.33 DTD 05/01/05 5% 0 448.51	504 06 06/01/2035 - 3	-36.73 1402RFV6 - MINOR = 35	ST	Y
ACQ 442 0200 FEDERAL	448 5100 08/09/2 NATIONAL MORTGAGE ASSN	2011 N POOL #735580	448.51 DTD 05/01/05 5% 0	483 76 06/01/2035 - 3	-35 25 1402RFV6 - MINOR = 35	ST	Y
SOLD ACQ 466.7700 FEDERAL	08/27/2 442 0200 08/09/2 NATIONAL MORTGAGE ASSN	2011	442.02 442.02 DTD 05/01/05 5% 0	476.76 06/01/2035 - 3	-34.74 1402RFV6 - MINOR = 35	LT15	Y
SOLD ACO	09/25/2 466 7700 08/09/2	2012 2011	466.77 466.77	503 46	-36 69	I.T1 S	Y
SOLD	NATIONAL MORTGAGE ASSN 10/25/2	2012	432.43				.,
ACQ	432.4300 08/09/2	:011	432.43	466.42	-33.99	LT15	Y

REGIONS BANK, TRUST DEPARTMENT STATEMENT OF CAPITAL GAINS AND LOSSES WHELESS FDN

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TRUST	YEAR ENDING	10/31/2012
111001	I DI III DI III DI	10, 31, 2012

	TRUST YEAR ENDING	10/31/2012	02102 21	
TAX PREPARER 699 TRUST ADMINISTRATOR: 55 INVESTMENT OFFICER: 600		LEGEND: F - FEDERAL S - STATE I E - EXEMPT FROM STATE U - ACQ		
PROPERTY DESCRIPTION	SHARES DATE	SALES PRICE COST BASIS	GAIN/LOSS TERM N	NC
583 0300 FEDERAL SOLD	NATIONAL MORTGAGE ASSN POO 11/25/2011	L #889579 DTD 05/01/08 6% 05/01/2038 - 31410KJY1 583 03 583 03 634 77	MINOR = 35	
556.0800 FEDERAL	NATIONAL MORTGAGE ASSN POO	L #889579 DTD 05/01/08 6% 05/01/2038 - 31410KJY1	-51.74 ST) - MINOR = 35	Y
558.2500 FEDERAL	NATIONAL MORTGAGE ASSN POO	556 08 556.08 605.43 L #889579 DTD 05/01/08 6% 05/01/2038 - 31410KJY1	-49 35 ST) - MINOR = 35	Y
ACQ **CHANGED** 02/19/12 M	12/31/2011 558.2500 04/07/2011 K	558 25 607 80 L #889579 DTD 05/01/08 6% 05/01/2038 - 31410KJY1		Y
SOLD ACQ	02/27/2012 546.3700 04/07/2011	546 37 546.37 594 86	-48 49 ST N	Y
SOLD ACO	03/26/2012 637.6700 04/07/2011	5 #889579 DTD 05/01/08 6% 05/01/2038 - 31410KJY1 637 67 637 67 694 26	-56 59 ST N	Y
674 5500 FEDERAL SOLD ACO	NATIONAL MORTGAGE ASSN POO 04/25/2012 674-5500-04/07/2011-	2 #889579 DTD 05/01/08 6% 05/01/2038 - 31410KJY1 674 55 	- MINOR = 35	
736 9400 FEDERAL	NATIONAL MORTGAGE ASSN POO	L #889579 DTD 05/01/08 6% 05/01/2038 - 31410KJY1 736.94 736.94 802 34	- MINOR = 35	
859 8900 FEDERAL	NATIONAL MORTGAGE ASSN POO	L #889579 DTD 05/01/08 6% 05/01/2038 - 31410KJY1 859.89	- MINOR = 35	_
815 /ZOO FEDERAL	NATIONAL MORTGAGE ASSN POO	859 89 936 21 #889579 DTD 05/01/08 6% 05/01/2038 - 31410KJY1 816.72 889 20	-76.32 LT15 Y MINOR = 35	
839 4900 FEDERAL	NATIONAL MORIGAGE ASSN POO	48895/9 DTD 05/01/08 6% 05/01/2038 - 31410KJY]	-72.48 LT15 Y - MINOR = 35	Y
783.8500 FEDERAL	08/27/2012 04/07/2011 NATIONAL MORTGAGE ASSN POO 09/25/2012	` #889579 DTD 05/01/08 6% 05/01/2038 - 31410KTV1	-74 51 LT15 Y MINOR = 35	Y
658 3100 FEDERAL	NATIONAL MORTGAGE ASSN POO	783 85 783 85 2 #889579 DTD 05/01/08 6% 05/01/2038 - 31410KJYJ	-69.57 LT15 Y	Y
647.0800 FEDERAL	NATIONAL MORTGAGE ASSN POO	658.31 658.31 716.74 #890396 DTD 11/01/2011 3 5% 10/01/2026 - 31410	-58 43 LT15 Y DLGD8 - MINOR = 35	Y
739 USQU FEDERAL	NATIONAL MORIGAGE ASSN POO	647 08 647.08 647.08 686 11 5 #890396 DTD_11/01/2011 3.5% 10/01/2026 - 31410	-39.03 ST Y DLGD8 - MINOR = 35	Y
670 8400 FEDERAL	09/25/2012 739.0800 07/09/2012 NATIONAL MORTGAGE ASSN POO	#890396 DTD 11/01/2011 3.5% 10/01/2026 - 31410	-44.58 ST Y	Y
864 5300 PEDERAL	NATIONAL MORTGACE ASSN POO	670.84 670.84 711.30 4 #930636 DTD 03/01/2009 4% 03/01/2024 - 31412N4	WE - MINOR - 25	Y
SOLD ACQ 1047 8800 FEDERAL	08/27/2012 864.5300 07/09/2012 NATIONAL MORTGAGE ASSN DOO	864 .53 864 .53 922 .89	-58.36 ST Y	Y
SOLD ACQ	09/25/2012 1047.8800 07/09/2012	1047 88 1047 88 1047 88 1118.61 14930636 DTD 03/01/2009 4% 03/01/2024 - 31412N4	-70.73 ST)	Y
ACO	859 0500 07/09/2012	859.05 859.05 917.04	_E7 00 CT V	Y
1946.4300 FEDERAL SOLD ACQ	NATIONAL MORTGAGE ASSN POO 11/25/2011 1946.4300 07/08/2008	5 # 948631 DTD 08/01/07 6% 08/01/2037 - 31413LLI 1946 43 1946.43 1967 72	L1 - MINOR = 35 -21 29 LT15 Y	Y
1566.7100 FEDERAL SOLD ACQ		G # 948631 DTD 08/01/07 6% 08/01/2037 - 31413LLI 1566.71 1566 71 1583.85	L1 - MINOR = 35 -17.14 LT15 Y	
1443.6600 FEDERAL SOLD	NATIONAL MORTGAGE ASSN POO 12/31/2011	L # 948631 DTD 08/01/07 6% 08/01/2037 - 31413LLI 1443 66	11 - MINOR = 35	
ACQ **CHANGED** 02/19/12 M	1443.6600 07/08/2008 K	1443.66 1459.45	-15.79 LT15 Y	Y
SOLD	02/27/2012	L # 948631 DTD 08/01/07 6% 08/01/2037 - 31413LLI 1093 28 1093.28 1105.24		
SOLD	03/26/2012	L # 948631 DTD 08/01/07 6% 08/01/2037 - 31413LLI 1972.34	-11.96 LT15 Y L1 - MINOR = 35	Y
ACQ 2091 1200 FEDERAL SOLD	04/25/2012	1972.34 1993.91 L # 948631 DTD 08/01/07 6% 08/01/2037 - 31413LLI 2091 12	-21.57 LT15 Y L1 - MINOR = 35	Y
ACQ 2513.7800 FEDERAL SOLD	2091 1200 07/08/2008	2091 12 2113.99 L # 948631 DTD 08/01/07 6% 08/01/2037 - 31413LLI 2513 78	-22.87 LT15 Y L1 - MINOR = 35	Y
ACQ	2513 7800 07/08/2008	2513 78 2541 27 5 # 948631 DTD 08/01/07 6% 08/01/2037 - 31413LLI 2881.72	-27 49 LT15 Y 51 - MINOR = 35	Y
ACQ 2970.1600 FEDERAL	2881 7200 07/08/2008 NATIONAL MORTGAGE ASSN POO	2881.72 2913.24 L # 948631 DTD 08/01/07 6% 08/01/2037 - 31413LLI	-31.52 LT15 Y L1 - MINOR = 35	Y
SOLD ACQ	07/25/2012 2970 1600 07/08/2008	2970.16 2970 16 3002.65	-32.49 LT15 Y	Y

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TAX PREPARER	6990
TRUST ADMINISTRATOR ·	55
INVESTMENT OFFICER:	600

LEGEND F - FEDERAL S - STATE I - INHERITED E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

INVESTMENT OFFICER: 600		E - EXEMPT FROM STATE U - ACQ COST UNKNOWN	
PROPERTY DESCRIPTION	SHARES DATE	SALES PRICE COST BASIS GAIN/LOSS TERM N	NC
3304 6600 FEDERAL SOLD	NATIONAL MORTGAGE ASSN POOI 08/27/2012	L # 948631 DTD 08/01/07 6% 08/01/2037 - 31413LLL1 - MINOR = 35	
1713 1500 FEDERAL	NATIONAL MORTGAGE ASSN POOL	3304 66 3304 66 3304 66 3340 81 -36.15 LT15 Y L # 948631 DTD 08/01/07 6% 08/01/2037 - 31413LLL1 - MINOR = 35	
1577 9700 FEDERAL	09/25/2012 1713 1500 07/08/2008 NATIONAL MORTGAGE ASSN POOI	L # 948631 DTD 08/01/07 6% 08/01/2037 - 31413LLL1 - MINOR = 35	Y
275.2100 FEDERAL	10/25/2012 1577 9700 07/08/2008 NATIONAL MORTGAGE ASSN POOI	L #985615 DTD $06/01/2008$ 5 5% $04/01/2034$ - $31415P3Y2$ - MTNOR = 35	Y
314.4400 FEDERAL	NATIONAL MORTGAGE ASSN POOL	275 21 275 21 299 89 -24.68 ST Y L #985615 DTD 06/01/2008 5 5% 04/01/2034 - 31415P3Y2 - MINOR = 35	Y
307.8400 FEDERAL	NATIONAL MORTGAGE ASSN POOL	314 44 314.44 342 64 -28.20 ST Y L #985615 DTD 06/01/2008 5.5% 04/01/2034 - 31415P3Y2 - MINOR = 35	Y
3074000—FEDERAL	06/25/2012 307.8400 03/06/2012 -NATIONAL-MORTGAGE-ASSN-POOI	$T_{-} = 9856T5 - DTD - 06701/2008 - 58 04/01/2034 - 31415D3V2 - MINOR - 25$	Y
SOLD ACQ 311 8000 FEDERAL	07/25/2012 307.4000 03/06/2012 NATIONAL MORTGAGE ASSN BOOL	307.40 307.40 334.97 -27.57 ST Y	Y
SOLD ACQ	08/27/2012 311.8000 03/06/2012 NATIONAL MORTCAGE ASSN POOL	311 80 311 80 310 06/01/2008 5 5% 04/01/2034 - 31415P3Y2 - MINOR = 35 310 06/01/2008 5 5% 04/01/2034 - 31415P3Y2 - MINOR = 35	Y
ACO	285.5500 03/06/2012	285 55 311.16 -25 61 ST V	Y
240 8000 FEDERAL	NATIONAL MORTGAGE ASSN POOI 10/25/2012 240 8000 03/06/2012	L #985615 DTD $06/01/2008$ 5.5% $04/01/2034 - 31415P3Y2 - MINOR = 35$	v
168.1100 FEDERAL	NATIONAL MORTGAGE ASSN POOL	L #AA7236 DTD 05/01/2009 4% 06/01/2039 - 31416RBE2 - MINOR = 35 168 11	
167.5400 FEDERAL	NATIONAL MORTGAGE ASSN POOL	L #AA7236 DTD 05/01/2009 4% 06/01/2039 - 31416RBE2 - MINOR = 35 167 54 167 54 177 20 -9.66 ST Y	Y
188 0700 FEDERAL	NATIONAL MORTGAGE ASSN POOL	L #AA7236 DTD 05/01/2009 4% 06/01/2039 - 31416RBE2 - MINOR = 35	Y
111 2400 FEDERAL	NATIONAL MORTGAGE ASSN POOL	188.07 188 07 188 07 198 91 -10.84 ST Y L #AA7236 DTD 05/01/2009 4% 06/01/2039 - 31416RBE2 - MINOR = 35	Y
138.1400 FEDERAL	06/25/2012 111 2400 02/07/2012 NATIONAL MORTGAGE ASSN POOL	L #AA7236 DTD 05/01/2009 4% 06/01/2039 - 31416PBF2 - MINOD - 35	Y
2/1./4UU EBDERAL	NATIONAL MORITIAGE ASSN POOL	138.14 138.14 138.14 146.10 -7.96 ST Y L #AA7236 DTD 05/01/2009 4% 06/01/2039 - 31416RBE2 - MINOR = 35	Y
285 34UU FEDERAL	NATIONAL MORIGAGE ASSN POOL	271.74 287.41 -15.67 ST Y L #AA7236 DTD 05/01/2009 4% 06/01/2039 - 31416RBE2 - MINOR = 35	Y
SOLD ACO	09/25/2012 285 3400 02/07/2012	285.34 285.34 301.79 -16.45 ST Y L #AA7236 DTD 05/01/2009 4% 06/01/2039 - 31416RBE2 - MINOR = 35	Y
SOLD ACQ	10/25/2012 268.3400 02/07/2012	268.34 268.34 283.81 -15.47 ST y	Y
SOLD ACO	763 3000 08/27/2012 763 3000 07/09/2012	L #AB3416 DTD 07/01/2011 4% 08/01/2041 - 31416YYN2 - MINOR = 35 763 30 763 30 817 21 -53.91 ST Y	Y
919.2400 FEDERAL	NATIONAL MORTGAGE ASSN POOL	L #AB3416 DTD 07/01/2011 4% 08/01/2041 - 31416YYN2 - MINOR = 35 919.24 919.24 984 16 -64.92 ST Y	ı,
712 1300 FEDERAL SOLD	NATIONAL MORTGAGE ASSN POOL 10/25/2012	L #AB3416 DTD 07/01/2011 4% 08/01/2041 - 31416YYN2 - MINOR = 35	ı
264.8000 FEDERAL SOLD	07/25/2012	712 13 762 42 -50 29 ST Y L #AE0207 DTD 07/01/2010 4 5% 11/01/2033 - 31419AGR2 - MINOR = 35 264 80	ľ
ACQ 255.7800 FEDERAL SOLD	264.8000 06/07/2012 NATIONAL MORTGAGE ASSN POOL 08/27/2012	264.80 284.83 -20 03 ST Y L #AE0207 DTD 07/01/2010 4 5% 11/01/2033 - 31419AGR2 - MINOR = 35 255 78	ľ
ACQ 351.8400 FEDERAL SOLD	255.7800 06/07/2012 NATIONAL MORTGAGE ASSN POOL 09/25/2012	255 78 275.12 -19.34 ST Y L #AE0207 DTD 07/01/2010 4.5% 11/01/2033 - 31419AGR2 - MINOR = 35 351 84	ľ
ACQ	351.8400 06/07/2012	351 84 378 45 -26 61 ST Y L #AEO207 DTD 07/01/2010 4.5% 11/01/2033 - 31419AGR2 - MINOR = 35	ď
ACQ 1151.8800 FEDERAL	358.7400 06/07/2012 NATIONAL MORTGAGE ASSN POOL	358 74 385 87 -27 13 ST Y L #AE3066 DTD 09/01/2010 3.5% 09/01/2025 - 31419DMQ1 - MINOR = 35	ť
SOLD ACQ 976.9400 FEDERAL	11/25/2011 1151.8800 08/09/2011 NATIONAL MORTGAGE ASSN POOL	L #AE3066 DTD 09/01/2010 3 5% 09/01/2025 - 31419DMQ1 - MINOR = 35	ľ
SOLD ACQ 615 5800 FEDERAL	12/27/2011 976.9400 08/09/2011 NATIONAL MORTGAGE ASSN POOL	976.94 1013.58 -36.64 ST Y L #AE3066 DTD 09/01/2010 3 5% 09/01/2025 - 31419DMO1 - MINOR - 35	?
SOLD ACQ **CHANGED** 02/19/12 MR	12/31/2011 615 5800 08/09/2011	615.58 615.58 638.66 -23.08 ST Y	ľ

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TRUST YEAR ENDING 10/31/2012

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TAX PREPARER: 699 TRUST ADMINISTRATOR: 55 INVESTMENT OFFICER: 600			LEGEND. F - 1	FEDERAL S - STATE EXEMPT FROM STATE U			
PROPERTY DESCRIPTION	SHARES	DATE	LEGEND. F - 1 E - 1 SALES PRICE	COST BASIS	•	TERM	NC
584 2500 FEDERAL SOLD	NATIONAL MORTGAG	GE ASSN POOL #	AE3066 DTD 09/01/2	010 3 5% 09/01/2025 -	31419DMQ1 - MINOR	= 35	
712.2000 FEDERAL	NATIONAL MORTGAG	GE ASSN POOL #.	AE3066 DTD 09/01/20	606 16 010 3.5% 09/01/2025 -	31419DMO1 - MINOR	ST = 35	Y
713 6100 FEDERAL	NATIONAL MORTGAG	GE ASSN POOL #	AE3066 DTD 09/01/2	738.91 010 3.5% 09/01/2025 -	-26 71 31419DMQ1 - MINOR	ST = 35	Y
519 2400 FEDERAL	NATIONAL MORTGAG	SE ASSN POOL #	713 61 713 61 AE3066 DTD 09/01/2 519 24	740.37 010 3 5% 09/01/2025 -	-26.76 31419DMQ1 - MINOR	ST = 35	Y
534 7100 FEDERAL	NATIONAL MORTGAG	SE ASSN POOL #.	519 24 519.24 AE3066 DTD 09/01/20 534.71	010 3 5% 09/01/2025 -	-19 47 31419DMQ1 - MINOR	ST = 35	Y
634.9400 FEDERAL	NATIONAL MORTGAG	GE ASSN POOL #	634 94	010 3 5% 09/01/2025 -			Y
657_7200FEDERAL	-NAT-IONAL-MORTGAC	BE-ASSN-POOL-#	634 94 AE3066 DTD 09/01/27 657 72 657.72	658 75 010 3 5% 09/01/2025 -			_Y
736.7800 FEDERAL	NATIONAL MORTGAG	SE ASSN POOL #	657.72 AE3066 DTD 09/01/2 736 78 736 78	682 38 010 3 5% 09/01/2025	-		
681.3700 FEDERAL SOLD	NATIONAL MORTGAC	GE ASSN POOL #. 10/25/2012	AE3066 DTD 09/01/2 681 37	010 3.5% 09/01/2025		= 35	
1000 0000 GENERAL	ELECTRIC CO. 58	k 02/01/2013 -	369604AV9 - MINOR	706 92 = 45		LT15	
TOOU UUUU GENERAL	ELECTRIC CAPITAL	, CORP DID 027	111/ - 3696225M8 - 1 1118.88	MINUR = 45		LT15	
22000.0000 GENERAL	ELEC CAP CORP FI	DIC INSURED DT	D 01/08/09 2 2% 06 22000 00 22000 00	/08/2012 - 36967HAHO	- MINOR = 30	LT15	
1000.0000 GOLDMAN	SACHS GROUP INC	DTD 5/6/09 6%	22000 00 05 - 38141EA33 - 1 1068 08 1068 08	MINOR = 45		LT15	
						LT15	
600.0000 KOHLS CO	ORP - 500255104 -	- MINOR = 3101 06/18/2012	26303.46	997.62	58 31	ST	Y
1500.0000 ELI LILI SOLD	LY & CO - 5324571	108 - MINOR = 06/18/2012	50 62834.64	MINOR = 45 997.62 44032.32 68016 00 17175.00 04/25/2018 - 59018YN	17748 20	LT15	
1000 0000 MERRILL	300 0000 C	03/09/2004 D3/09/2006 SERIES: MTN DT	12566 93 D 04/25/08 6 875%	17175.00 04/25/2018 - 59018YN	-17748 29 -4608.07 54 - MINOR = 45	LT15 LT15	
SOLD ACQ 7000.0000 ORACLE (1000.0000 CORPORATION CON	07/23/2009 4 - 68389X105	1095 04 1095 04 - MINOR = 5010		98.68	LT15	Y
ACQ 1000.0000 PFIZER	5000 0000 (2000 0000 (06/24/2002 06/09/2004	149129 63 59651 85	43300.00 23500.00	105829 63 36151 85	LT15 LT15	
SOLD	1000 0000	06/07/2012 02/04/2010	1255 45 1255 45	1122.72	132.73	LT15	Y
SOLD ACQ 1500.0000 TJX COS	750.0000 (06/18/2012 06/23/2011	25462 00 25462.00	24718 54	743 46	ST	
SOLD ACQ 9000.0000 TENNESS	1500 0000 (06/18/2012 02/05/2004	64280 00 64280.00	17360 48 MINOR = 30	46919 52	LT15	Y
SOLD ACQ	9000.0000 (01/10/2012 07/08/2008	9221.13 9221 13	9934.20 09/15/2021 - 89233P	-713.07 5F9 - MINOR = 45	LT15	Y
SOLD ACQ 9000 0000 UNITED S	1000.0000	02/06/2012 09/08/2011 N/B DTD 06/01/	1036 00 1036 00 10 - 912828NE6 - M	997.48 INOR = 30	38.52	ST	Y
SOLD ACQ 120000.0000 UNITED S	9000 0000 1 STATES TREASURY N	11/09/2011 10/06/2011 N/B DTD 06/01/	9034 10 9034 10 10 - 912828NE6 - M	9037.97	-3 87	ST	Y
SOLD ACQ 2000.0000 UNITED S	(120000.0000 1 STATES TREASURY 1	01/10/2012 LO/06/2011 N/B DTD 08/16/	120323 99 120323.99 201 - 912828NUO -	120506.25	-182.26	ST	Y
SOLD ACQ 2000.0000 UNITED S	2000.0000 1 STATES TREASURY N			2017.66 MINOR = 30	-5.31	ST	Y
SOLD ACQ	1000 0000	06/07/2012 02/14/2011 05/07/2012	2195.62 1097.81 1097.81	930 22 1080 70	167.59 17.11	LT15 ST	Y Y

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TRUST YEAR ENDING 10/31/2012

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AX PREPARER. 69 RUST ADMINISTRATOR: 55 NVESTMENT OFFICER: 60				FEDERAL S - ST EXEMPT FROM STATE			
WESTGEN OF TEER. 60	U			EXEMPT PROM STATE	U - ACQ COST UNKNO	IMIN	
ROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
2000 0000 UNITED	STATES TREASURY	N/B DTD 01/18/	201 - 912828PO7 -	MINOR = 30			
SOLD		02/06/2012					
ACQ	2000.0000	02/02/2012	2029 30	2030.00	-0.70	ST	Y
9000 0000 UNITED SOLD	STATES TREASUR	. N/B DID 01/18/. . 02/22/2012	- 912828PQ7 9118 47	MINOR = 30			
ACO	2000.0000	01/10/2012	2026 33	2029 97	-3 64	ST	Y
	7000 0000	02/02/2012	7092 14			ST	Ÿ
2000 0000 UNITED SOLD	STATES TREASURY	N/B DTD 01/18/ 04/05/2012					
ACQ	2000.0000	01/10/2012	2022 97 2022 97	2029 97	-7 00	ST	Y
1000.0000 UNITED					, 00	01	•
SOLD		06/07/2012					
ACQ 365000 0000 UNITED	1000.0000 CTATEC TERRCIES	01/10/2012 מאלות מוא א 01/19/	1011 33	1014.99	-3 66	ST	Y
SOLD	SIRIES IREASUR		369006 45	HIINOK = 30			
ACQ	85000.0000	01/10/2012	85933.01	86273.72	-340 71	ST	Y
	1000.0000	05/07/2012 06/18/2012	1010.98		-1 59	ST	Y
5012 1000 INITED	279000.0000 STATES TOFASIID	06/18/2012 / INDLATION_INDE	282062.46 4-170-07 /20	282095.16 2011 625% 07/15/20	-32,70 -31 - 012020VE MT	ST ST	_Y_
SOLD	_JIAIGO_II(BROOK.	03/06/2012	5474.17	2011 623% 07/13/20	21 - 312020QV3 - 111	.NOR = 30	
ACQ	5012 1000	08/25/2011	5474.17	5272 70	201 47	ST	Y
1000 0000 UNITED	TECHNOLOGIES CO	ORP DTD 06/01/20	12 - 913017BY4 -	MINOR = 45			
SOLD ACQ	1000.0000	05/31/2012 05/29/2012	1010 46 1010 46	999 44	11 02	ST	Y
1000.0000 WACHOV	IA CORP DTD 06/0	8/07 5.75% 06/1	5/2 - 929903DT6 -	MINOR = 45	11 02	31	•
SOLD		11/04/2011	1156 66				
ACQ	1000.0000						
1000 0000 118011011		07/08/2008	1156 66		195.51	LT15	Y
1000 0000 WACHOV		08/07 5.75% 06/1	5/2 - 929903DT6 -	MINOR = 45	195.51	LT15	Y
1000 0000 WACHOV SOLD ACQ	IA CORP DTD 06/0 1000.0000	08/07 5.75% 06/1 04/05/2012 07/08/2008		MINOR = 45	195.51 181.35	LT15 LT15	-
1000 0000 WACHOV SOLD ACQ +*CHANGED** 12/17/12	IA CORP DTD 06/0 1000.0000 PR PREP NOTE	08/07 5.75% 06/1 04/05/2012 07/08/2008 EXISTS	5/2 - 929903DT6 - 1160 46 1160 46	MINOR = 45 979.11			-
1000 0000 WACHOV SOLD ACQ **CHANGED** 12/17/12 0000 SECURI	IA CORP DTD 06/0 1000.0000 PR PREP NOTE	08/07 5.75% 06/1 04/05/2012 07/08/2008 EXISTS SETTLEMENT PROC	5/2 - 929903DT6 - 1160 46 1160 46 EEDS - LITIGATION	MINOR = 45 979.11			-
1000 0000 WACHOV SOLD ACQ **CHANGED** 12/17/12	IA CORP DTD 06/0 1000.0000 PR PREP NOTE	08/07 5.75% 06/1 04/05/2012 07/08/2008 EXISTS	5/2 - 929903DT6 - 1160 46 1160 46	MINOR = 45 979.11	181.35	LT15	Y
1000 0000 WACHOV SOLD ACQ **CHANGED** 12/17/12 0000 SECURI SOLD	IA CORP DTD 06/0 1000.0000 PR PREP NOTE TIES LITIGATION 0000	08/07 5.75% 06/1 04/05/2012 07/08/2008 EXISTS SETTLEMENT PROC	5/2 - 929903DT6 - 1160 46 1160 46 EEDS - LITIGATION 1463 82 1463 82	MINOR = 45 979.11			Y
1000 0000 WACHOV SOLD ACQ +*CHANGED** 12/17/12 0000 SECURI SOLD ACQ	IA CORP DTD 06/0 1000.0000 PR PREP NOTE TIES LITIGATION 0000	08/07 5.75% 06/1 04/05/2012 07/08/2008 EXISTS SETTLEMENT PROC 11/10/2011	5/2 - 929903DT6 - 1160 46 1160 46 EEDS - LITIGATION 1463 82 1463 82	979.11 0 00	181.35	LT15	Y
1000 0000 WACHOV SOLD ACQ **CHANGED** 12/17/12 0000 SECURI SOLD ACQ	IA CORP DTD 06/0 1000.0000 PR PREP NOTE TIES LITIGATION 0000	08/07 5.75% 06/1 04/05/2012 07/08/2008 EXISTS SETTLEMENT PROC	5/2 - 929903DT6 - 1160 46 1160 46 1160 46 1463 82 1463 82 1463 82	979.11 0 00 . 1046579.48	181.35	LT15	Y
1000 0000 WACHOV SOLD ACQ +*CHANGED+* 12/17/12 0000 SECURI SOLD ACQ	IA CORP DTD 06/0 1000.0000 PR PREP NOTE TIES LITIGATION 0000	08/07 5.75% 06/1 04/05/2012 07/08/2008 EXISTS SETTLEMENT PROC 11/10/2011	5/2 - 929903DT6 - 1160 46 1160 46 EEDS - LITIGATION 1463 82 1463 82	979.11 0 00	181.35	LT15	Y
1000 0000 WACHOV SOLD ACQ **CHANGED** 12/17/12 0000 SECURI SOLD ACQ **CHANGED** 12/21/11	IA CORP DTD 06/0 1000.0000 PR PREP NOTE TIES LITIGATION 00000 DGJ	08/07 5.75% 06/1 04/05/2012 07/08/2008 EXISTS SETTLEMENT PROC 11/10/2011	5/2 - 929903DT6 - 1160 46 1160 46 1160 46 1463 82 1463 82 1463 82	979.11 0 00 . 1046579.48	181.35	LT15	Y
1000 0000 WACHOV SOLD ACQ **CHANGED** 12/17/12 0000 SECURI SOLD ACQ **CHANGED** 12/21/11	IA CORP DTD 06/0 1000.0000 PR PREP NOTE TIES LITIGATION 0000 DGJ S/LOSSES	08/07 5.75% 06/1 04/05/2012 07/08/2008 EXISTS SETTLEMENT PROC 11/10/2011	5/2 - 929903DT6 - 1160 46 1160 46 1160 46 1463 82 1463 82 1463 82	979.11 0 00 . 1046579.48	181.35	LT15	Y
1000 0000 WACHOV SOLD ACQ +*CHANGED** 12/17/12 0000 SECURI SOLD ACQ **CHANGED** 12/21/11	IA CORP DTD 06/0 1000.0000 PR PREP NOTE TIES LITIGATION 0000 DGJ S/LOSSES	08/07 5.75% 06/1 04/05/2012 07/08/2008 EXISTS SETTLEMENT PROC 11/10/2011	5/2 - 929903DT6 - 1160 46 1160 46 1160 46 1463 82 1463 82 1463 82	979.11 0 00 . 1046579.48	181.35	LT15	Y
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1000 0000 WACHOV SOLD ACQ +*CHANGED** 12/17/12 0000 SECURI SOLD ACQ **CHANGED** 12/21/11 JMMARY OF CAPITAL GAIN CDERAL DNCOVERED FROM ABOVE DWERED FROM ABOVE DMMON TRUST FUND	IA CORP DTD 06/0 1000.0000 PR PREP NOTE TIES LITIGATION 0000 DGJ S/LOSSES SHORT TERM -3642.10 743.46 0.00	08/07 5.75% 06/1 04/05/2012 07/08/2008 EXISTS SETTLEMENT PROC. 11/10/2011 TOTALS LONG TERM 28%	5/2 - 929903DT6 - 1160 46 1160 46 EEDS - LITIGATION 1463 82 1463 82	979.11 0 00 . 1046579.48	181.35 1463.82 LT WASH SALE	LT15 LT15	Y Y IN
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CAPITAL LOSS CARRYOVER

FEDERAL 0 00 N/A

LOUISIANA

0.00

N/A