ENVELOPE
POSTMARK DATE MAY 09 2013

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation THE W DUKE KIMBRELL FAMILY FDN 552-1025874606	A Employer identification number 20-3390787
Number and street (or P O box number if mail is not delivered to street address) 1525 W W.T. HARRIS BLVD. D1114-044 — Room/suite	B Telephone number (see instructions) 855- 739-2921
City or town, state, and ZIP code CHARLOTTE, NC 28288	C If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	D 1 Foreign organizations, check here ▶ ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 14,395,118. J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*	F If the foundation is in a 60 month termination under section 507(b)(1)(B), check here ▶ ☐

		Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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				
	4	Dividends and interest from securities	314,219.	309,835.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	205,642.			
	b	Gross sales price for all assets on line 6a 12,772,639.				
	7	Capital gain net income (from Part IV, line 2)		205,642.		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	4,927.			STMT 15
	12	**Total** Add lines 1 through 11	524,788.	515,477.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) STMT 16	76,152.	76,152.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 17	9,282.	4,850.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 18	887.	887.		
	24	**Total operating and administrative expenses** Add lines 13 through 23	86,321.	81,889.	NONE	
	25	Contributions, gifts, grants paid	3,332,490.			3,332,490.
	26	**Total expenses and disbursements** Add lines 24 and 25	3,418,811.	81,889.	NONE	3,332,490.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-2,894,023.			
	b	**Net investment income** (if negative, enter -0-)		433,588.		
	c	**Adjusted net income** (if negative, enter -0-)				

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JSA **For Paperwork Reduction Act Notice, see instructions**

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	-6,694.	5,716.	5,716.
	2	Savings and temporary cash investments	608,251.	315,696.	315,696.
	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) ▶ *		* 22,115.	
		Less allowance for doubtful accounts ▶ NONE		22,115.	27,516.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) STMT 19	1,454,378.	1,576,839.	1,595,330.
	b	Investments - corporate stock (attach schedule) STMT 23	3,392,382.	7,282,177.	8,118,441.
	c	Investments - corporate bonds (attach schedule) STMT 46	445,175.	582,393.	623,748.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 49	10,536,664.	3,582,070.	3,541,802.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ STMT 55)		167,088.	166,869.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	16,430,156.	13,534,094.	14,395,118.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	16,430,156.	13,534,094.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	16,430,156.	13,534,094	
	31	**Total liabilities and net assets/fund balances** (see instructions)	16,430,156.	13,534,094.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	16,430,156.
2	Enter amount from Part I, line 27a	2	-2,894,023.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 56	3	22,114.
4	Add lines 1, 2, and 3	4	13,558,247.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 57	5	24,153.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,534,094.

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	12,772,639.		12,566,997.	205,642.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	
a				205,642.
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	205,642.
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))
2011	4,266,263.	19,251,608.	0.221606
2010	1,612,469.	19,737,614.	0.081695
2009	1,488,219.	18,354,399.	0.081082
2008	716,679.	22,837,549.	0.031382
2007	1,493,845.	25,271,616.	0.059112

2 **Total** of line 1, column (d)	2	0.474877
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	0.094975
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	14,874,740
5 Multiply line 4 by line 3	5	1,412,728
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,336
7 Add lines 5 and 6	7	1,417,064
8 Enter qualifying distributions from Part XII, line 4	8	3,332,490.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter. ________________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	4,336
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			2	
3	Add lines 1 and 2			3	4,336
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	4,336.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	22,160.		
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	22,160
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	17,824
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 4,336. Refunded ▶			11	13,488

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	*Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year* (1) On the foundation ▶ $ ____________ (2) On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NC			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		
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 ▶ SEE STATEMENT 58 Telephone no ▶

Located at ▶ ZIP+4 ▶

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

		Yes	No
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

		Yes	No
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
If "Yes," list the years ▶ , , ,			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b		X
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ , , ,			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** 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 2012)*	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No *If "Yes," attach the statement required by Regulations section 53 4945-5(d)*		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums *on a personal benefit contract*? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions)

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAN WILSON 531 COTTON BLOSSOM CIR, GASTONIA, NC 28054	FOUNDATION DIREC 40		-0-	-0-
W. DUKE KIMBRELL 531 COTTON BLOSSOM CIRCLE, GASTONIA, NC 28054	FOUNDATION DIREC 40			
PAMELA K WARLICK 531 COTTON BLOSSOM CIR, GASTONIA, NC 28054	FOUNDATION DIREC 40			
SHEPARD K HALSEIN 531 COTTON BLOSSOM CIRCLE, GASTONIA, NC 28054	FOUNDATION DIREC 40			

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

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

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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

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 ▶	

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	14,560,220.
b	Average of monthly cash balances	1b	541,039.
c	*Fair market value of all other assets (see instructions)*	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	15,101,259.
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	15,101,259.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	226,519.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	14,874,740.
6	**Minimum investment return** Enter 5% of line 5	6	743,737.

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	743,737.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,336.		
b	Income tax for 2012. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,336.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	739,401.
4	Recoveries of amounts treated as qualifying distributions			4	200
5	Add lines 3 and 4			5	739,601.
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	739,601

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	3,332,490.
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	3,332,490.
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	4,336.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,328,154.

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 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7					739,601
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				NONE	
b	Total for prior years 20 10 ,20_____,20_____			NONE		
3	Excess distributions carryover, if any, to 2012					
a	From 2007	260,808.				
b	From 2008	NONE				
c	From 2009	578,211.				
d	From 2010	638,680.				
e	From 2011	3,337,137.				
f	Total of lines 3a through e		4,814,836.			
4	Qualifying distributions for 2012 from Part XII, line 4. ▶ $ 3,332,490.					
a	Applied to 2011, 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 2012 distributable amount					739,601
e	Remaining amount distributed out of corpus		2,592,889.			
5	Excess distributions carryover applied to 2012 *(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		7,407,725.			
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 2011. Subtract line 4a from line 2a Taxable amount - see instructions				NONE	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					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 2007 not applied on line 5 or line 7 (see instructions)		260,808.			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		7,146,917.			
10	Analysis of line 9					
a	Excess from 2008	NONE				
b	Excess from 2009	578,211.				
c	Excess from 2010	638,680.				
d	Excess from 2011	3,337,137.				
e	Excess from 2012	2,592,889.				

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 2012, 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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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 or e-mail of the person to whom applications should be addressed·

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
*SEE ATTACHED GASTONIA NC 28054	NONE	PUBLIC CHA	CONTRIBUTION	3,332,490.
Total . . . . ▶ 3a				3,332,490.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	314,219.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	205,642.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b RECOVERY			1	200.	
c US TAX REFUND			1	4,727.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				524,788.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 524,788.

(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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee — Date May 1, 2013 — Title TRUSTEE

W DUKE KIMBRELL FAMILY FD

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
DAVID APPLE		04/22/2013		P00555848

Firm's name ▶ WELLS FARGO BANK, N.A. — Firm's EIN ▶ 94-3080771

Firm's address ▶ 1525 W W.T. HARRIS BLVD. D1114-044
CHARLOTTE, NC 28288 — Phone no 800-691-8916

Form 990-PF (2012)

JSA
2E1493 1 000

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABB LTD SPONSORED ADR	668.	668.
AT&T INC	4,811.	4,811.
AT&T INC 5.550% 8/15/41	271.	271.
ABBOTT LABS W/RIGHTS ATTACHED EXP 11/10/	726.	726.
ABERDEEN EMERG MARKETS-INST #5840	5,374.	5,374.
ACTIVISION BLIZZARD INC	104.	104.
ADTRAN INC COM	52.	52.
AGILENT TECHNOLOGIES INC COM	258.	258.
AIR PRODS & CHEMICALS INC COM W/ RTS TO	1,975.	1,975.
AIRGAS INC COM	206.	206.
ALBEMARLE CORP COM	720.	720.
ALEXANDRIA REAL ESTATE EQUITIES INC COM	247.	234.
ALLEGHENY TECHNOLOGIES INC COM	509.	509.
ALLIANZ AG-ADR COM	917.	917.
ALTRIA GROUP INC	1,912.	1,912.
ALTRIA GROUP INC 10.200% 2/06/39	1,530.	1,530.
AMERICA MOVIL S A DE C V SPONSORED ADR R	185.	185.
AMERICA MOVIL SAB DE 5.000% 10/16/19	250.	250.
AMERICAN ASSETS TRUST INC	181.	122.
AMERICAN CAMPUS CMNTYS INC	180.	119.
AMERICAN ELEC PWR CO INC COM	232.	232.
AMERICAN EXPRESS CO COM	468.	468.
AMERICAN INTL GROUP 6.400% 12/15/20	845.	845.
AMERICAN INTL GROUP 5.450% 5/18/17	148.	148.
AMERICAN WATER WORKS CO INC/NE	406.	406.
AMERISOURCEBERGEN CORP COM	92.	92.
AMGEN INC 5.150% 11/15/41	837.	837.
APACHE CORP COM RTS EXP 01/31/2006	135.	135.
APPLIED MATERIALS IN 5.850% 6/15/41	585.	585.
ARCELORMITTAL 6.125% 6/01/18	223.	223.
ARCELORMITTAL 6.250% 2/25/22	107.	107.
ASAHI KASEI CORP ADR	440.	440.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ASHLAND INC NEW COM	415.	415.
ASTRAZENECA PLC SPONSORED ADR	2,062.	2,062.
AUTOMATIC DATA PROCESSING INC COM	679.	679.
AUTOZONE INC 5.750% 1/15/15	562.	562.
AVALONBAY CMNTYS INC COM	308.	308.
AVERY DENNISON CORP COM	92.	92.
BASF AG COM	506.	506.
BCE INC	1,697.	1,697.
BP PLC SPONSORED ADR	510.	510.
BRE PPTYS INC CL A	5.	5.
BNP PARIBAS ADR COM	486.	486.
BABCOCK & WILCOX CO	70.	70.
BAKER HUGHES INC COM	452.	452.
BANCO BILBAO VIZCAYA ARGENTARIA S A SPON	291.	291.
BANC OF AMERICA COMM 5.182% 9/10/47	834.	834.
BANC AMER COML MTG 5.061% 3/11/41	545.	545.
BANCO DO BRASIL SA ADR	587.	587.
BANK AMER CORP COM	46.	46.
BANK OF AMERICA CORP 5.700% 1/24/22	231.	231.
BANK OF AMERICA CORP 5.875% 2/07/42	531.	531.
BARCLAYS PLC PLC ADR	52.	52.
BARRICK NA FINANCE 4.400% 5/30/21	53.	53.
BAXTER INTL INC COM W/RIGHTS ATTACHED EX	889.	889.
BAYER A G-SPONS ADR	466.	466.
BELDEN INC	48.	48.
BELO A H CORP COM SER A	209.	209.
BHP LIMITED SPONS ADR COM	569.	569.
BIOMED RLTY TR INC	362.	269.
BLACKROCK INC	1,470.	1,470.
BOSTON PPTYS INC COM	527.	527.
BOSTON PROPERTIES LP 3.700% 11/15/18	153.	153.
BRISTOL-MYERS SQUIBB CO COM	1,367.	1,367.
BROOKFIELD PROPERTIES CORP COM	185.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BROWN & BROWN INC COM	364.	364.
BUNGE LIMITED FINANC 3.200% 6/15/17	240.	240.
CBS CORP CL B COM	46.	46.
CIGNA CORP COM	12.	12.
CME GROUP INC	179.	179.
CMS ENERGY CORP COM	425.	425.
CNOOC LTD SPONSORED ADR	75.	75.
CNH EQUIPMENT TRUST 1.290% 9/15/17	726.	726.
CAMDEN PROPERTY TRUST	175.	175.
CAMECO CORP COM	85.	85.
CAMPUS CREST COMMUNITIES INC	37.	1.
CAPITAL ONE BANK USA 8.800% 7/15/19	440.	440.
CARDINAL HLTH INC COM	672.	672.
CARNIVAL CORP PAIRED CTF 1 COM	1,485.	1,485.
CELADON GRP INC COM W/RIGHTS ATTACHED EX	18.	18.
CENTURYTEL INC COM	2,570.	2,570.
CHEVRONTEXACO CORP COM	1,884.	1,884.
CHICAGO BRIDGE & IRON NY SHS	41.	41.
CHUBB CORP COM	123.	123.
CIMAREX ENERGY CO	7.	7.
CINCINNATI FINL CORP COM	109.	109.
CITIGROUP INC 6.125% 8/25/36	374.	374.
CITIGROUP INC 5.375% 8/09/20	136.	136.
CITIGROUP INC 4.500% 1/14/22	160.	160.
CITIGROUP INC 4.450% 1/10/17	143.	143.
CITIGROUP INC 5.875% 1/30/42	1.	1.
CLOROX CO COM	207.	207.
CLOROX COMPANY 3.800% 11/15/21	308.	308.
COCA-COLA CO COM	273.	273.
COMCAST CORP 5.700% 5/15/18	529.	529.
CONOCOPHILLIPS COM	1,372.	1,372.
COOPER COS INC COM NEW	12.	12.
CORESITE REALTY CORP	24.	24.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CORNING INC COM W/RTS EXP 07/15/2006	512.	512.
CORRECTIONS CORP OF AMERICA COM	39.	39.
CREDIT SUISSE GROUP SPONSORED ADR	592.	592.
CREDIT SUISSE NEW YO 6.000% 2/15/18	75.	75.
CUBESMART	89.	85.
CULLEN FROST BANKERS INC COM W/RIGHTS AT	368.	368.
CUMMINS INC COM	45.	45.
DDR CORP	250.	
DSW INC	448.	448.
DAIMLER AG- SPN ADR	922.	922.
DARDEN RESTAURANTS INC COM	930.	930.
LUFTHANSA-UNSPONSORED ADR SPONSORED ADR	311.	311.
DEVRY INC DEL COM	41.	41.
DIRECTV HLDG/FIN INC 6.375% 3/01/41	462.	462.
DISNEY (WALT) COMPANY HOLDING COMPANY CO	704.	704.
DISCOVERY COMMUNICAT 4.375% 6/15/21	90.	90.
DOMINION RES INC VA NEW COM	415.	415.
DOVER CORP COM W/RTS EXP 11/2006	118.	118.
DOW CHEMICAL CO/THE 4.125% 11/15/21	141.	141.
DOW CHEMICAL CO/THE 3.000% 11/15/22	7.	7.
DU PONT E I DE NEMOURS & CO COM	471.	471.
DUKE ENERGY HOLDING CORP. COM	689.	689.
DUKE ENERGY HOLDING CORP. COM	792.	792.
DUN & BRADSTREET CORP COM	68.	68.
DUPONT FABROS TECHNOLOGY INC	193.	193.
ERP OPERATING LP 4.625% 12/15/21	37.	37.
EASTMAN CHEMICAL CO 3.600% 8/15/22	6.	6.
EATON VANCE FLOATING RATE FD-I #924	1,329.	1,329.
EATON VANCE GLOBAL MACRO - I #0088	14,279.	14,279.
EATON CORP COM W/RTS EXP 07/12/2005	969.	969.
EDISON INTL COM	224.	224.
EL PASO CORP COM	10.	10.
ENERGEN CORP COM W/RTS	546.	546.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ENSCO INTERNATIONAL PLC ADR	225.	225.
ENTERTAINMENT PPTYS TR COM SH BEN INT	615.	381.
EQUITY LIFESTYLE PPTYS INC	213.	173.
EQUITY RESIDENTIAL PPTYS TR SH BEN INT	820.	820.
ESSEX PPTY TR INC COM W/RTS ATTACHED 11/	89.	75.
EXELON GENERATION CO 6.200% 10/01/17	727.	727.
EXELON CORP COM	685.	685.
EXELIS INC	40.	40.
EXTRA SPACE STORAGE INC	262.	262.
EXXON MOBIL CORP COM	1,199.	1,199.
FED HOME LN BK 2.750% 6/08/18	275.	275.
FED FARM CREDIT BK 0.600% 4/16/15	74.	74.
FED HOME LN BK 5.000% 11/17/17	1,842.	1,842.
FED NATL MTG ASSN 5.000% 5/11/17	750.	750.
FEDERAL RLTY INVT TR SH BEN INT NEW W/RI	360.	360.
FNMA POOL #AH1684 4.000% 9/01/41	774.	774.
FNMA POOL #AI4147 5.000% 6/01/41	1,300.	1,300.
FNMA POOL #AI6064 4.500% 7/01/41	2,241.	2,241.
FNMA POOL #AI6349 4.500% 7/01/41	3,103.	3,103.
FNMA POOL #AI6861 5.000% 7/01/41	1,035.	1,035.
FNMA POOL #AI8479 5.000% 8/01/41	4,043.	4,043.
FNMA POOL #AI8469 4.500% 7/01/41	1,142.	1,142.
FNMA POOL #AJ2293 4.000% 9/01/41	1,683.	1,683.
FNMA POOL #AJ3615 4.000% 11/01/41	3,759.	3,759.
FNMA POOL #AJ9327 3.500% 1/01/42	1,619.	1,619.
FNMA POOL #AP3086 3.000% 9/01/42	258.	258.
FNMA POOL #AP5146 3.000% 8/01/42	110.	110.
FNMA POOL #AP8246 3.500% 9/01/42	291.	291.
VR FED NATL MTG AS 6.498% 3/25/36	3,481.	3,481.
FNMA POOL #AD6946 5.500% 6/01/40	2,167.	2,167.
FNMA POOL #AD6992 5.500% 7/01/40	1,170.	1,170.
FIFTH THIRD BANCORP COM	202.	202.
FIFTH THIRD BK CINCI 4.750% 2/01/15	179.	179.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FIRST POTOMAC RLTY TR	392.	
FUJITSU LTD ADR 5	387.	387.
GDF SUEZ SPONSORED ADR	1,278.	1,278.
GS MORTGAGE SECURITI 2.318% 5/10/45	224.	224.
GENERAL DYNAMICS CORP COM	1,668.	1,668.
GENERAL ELEC CAP COR 5.300% 2/11/21	265.	265.
GENERAL MILLS INC COM W/RTS EXP 02/01/20	420.	420.
GENTEX CORP COM	155.	155.
GENUINE PARTS CO COM W/RIGHTS ATTACHED E	1,398.	1,398.
GLAXO SMITHKLINE SPONSORED PLC ADR	2,421.	2,421.
GLOBAL PMTS INC COM W/RIGHTS ATTACHED EX	11.	11.
GOLDMAN SACHS GRP INC COM	558.	558.
GOLDMAN SACHS GROUP 6.750% 10/01/37	74.	74.
GOLDMAN SACHS GROUP 5.250% 7/27/21	26.	26.
GOLDMAN SACHS GROUP 5.750% 1/24/22	42.	42.
VR GOVT NATL MTG AS 5.400% 7/16/42	1,593.	1,593.
VR GOVT NATL MTG 3.862% 12/16/52	11,879.	11,879.
VR GOVT NATL MTG 1.253% 9/16/46	2,335.	2,335.
W W GRAINGER INC COM W/RIGHTS ATTACHED E	689.	689.
GREIF INC-CL A	1,827.	1,827.
GRUPO TELEVISA S.A. 6.000% 5/15/18	300.	300.
HCP INC	1,559.	1,169.
HSBC HLDGS PLC SPONSORED ADR NEW	744.	744.
HSBC HOLDINGS PLC 6.800% 6/01/38	72.	72.
HANNOVER RUECKVERSICHER-ADR	849.	849.
HARLEY DAVIDSON INC COM W/RIGHTS ATTACHE	40.	40.
OAKMARK INTERNATIONAL FD CL I	13,519.	13,519.
HEALTH CARE PROPERTI 6.000% 1/30/17	1,200.	1,200.
HEALTH CARE REIT INC COM	968.	512.
HEALTH CARE REIT INC 5.875% 5/15/15	1,234.	1,234.
HEALTH CARE REIT INC 4.125% 4/01/19	204.	204.
HEINZ H J CO COM	1,677.	1,677.
HELMERICH & PAYNE INC COM W/RTS EXP 01/3	71.	71.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HERSHEY FOODS CORP COM W/RTS ATTACHED EX	139.	139.
HOST MARRIOTT CORP NEW COM	307.	307.
ITT CORP	18.	18.
ILLINOIS TOOL WORKS INC COM	648.	648.
IMPERIAL TOB GRP PLC SPONSORED ADR	518.	518.
INTEL CORP COM	731.	731.
INTERCONTINENTAL HOTELS ADR	82.	82.
INTERNATIONAL PAPER CO COM	572.	572.
INTL PAPER CO 4.750% 2/15/22	201.	201.
JPMORGAN CHASE & CO 3.150% 7/05/16	443.	443.
JOHNSON & JOHNSON COM	2,602.	2,602.
JP MORGAN CHASE BANK 6.000% 10/01/17	200.	200.
KENNAMETAL INC COM W/RIGHTS ATTACHED EXP	99.	99.
KEYCORP NEW COM	121.	121.
KEY BANK NA 5.450% 3/03/16	818.	818.
KILROY RLTY CORP COM W/RTS ATTACHED EXP	434.	179.
KIMBERLY-CLARK CORP COM	1,299.	1,299.
KINDER MORGAN ENER 3.950% 9/01/22	183.	183.
KITE REALTY GROUP TRUST	142.	
KNIGHT TRANSN INC COM	123.	123.
KOHL'S CORPORATION 4.000% 11/01/21	92.	92.
KOMATSU LTD SPONSORED ADR NEW	807.	807.
KONINKLIJKE AHOLD NV ADR	580.	580.
KONICA MINOLTA INC -UNS ADR	165.	165.
KURARAY CO LTD-UNSPON ADR	382.	382.
LIBERTY PPTY TR SH BEN INT	475.	379.
LILLY ELI & CO COM W/RTS EXP 7/28/2008	3,948.	3,948.
LIMITED INC COM	978.	978.
LINCOLN NATIONAL COR 6.250% 2/15/20	438.	438.
LINEAR TECHNOLOGY CORP COM	1,739.	1,739.
LLOYDS TSB BANK PLC 4.200% 3/28/17	116.	116.
LOCKHEED MARTIN CORP COM	1,121.	1,121.
LORILLARD INC	564.	564.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MDC HOLDINGS INC DEL	960.	960.
MSC INDL DIRECT INC CL A	262.	262.
MACERICH CO COM W/RIGHTS ATTACHED EXPIRI	248.	248.
MACY'S INC	781.	781.
MARATHON OIL CORP COM	124.	124.
MARSH & MCLENNAN COS INC COM	275.	275.
MATTEL INC 5.450% 11/01/41	533.	533.
MAXIM INTEGRATED PRODS INC COM	304.	304.
MCDONALDS CORP COM	302.	302.
MCGRAW HILL COS INC	748.	748.
MEAD JOHNSON NUTRITION CO	77.	77.
MEADWESTVACO CORP COM W/RTS EXP 1/29/200	200.	200.
MERCK & CO INC NEW	3,147.	3,147.
MERRILL LYNCH & CO 6.050% 5/16/16	104.	104.
METLIFE INC COM	555.	555.
MICROSOFT CORP COM	1,897.	1,897.
MICROCHIP TECHNOLOGY INC COM W/RTS ATTAC	67.	
MITSUBISHI CORP SPONSORED ADR	513.	513.
MITSUBISHI UFJ FINANCIAL GROUP INC ADR	105.	105.
MONSANTO CO NEW COM	402.	402.
MORGAN STANLEY CAP 5.010% 4/15/38	214.	214.
MORGAN STANLEY DEAN 4.740% 11/13/36	438.	438.
MORGAN STANLEY 5.500% 7/28/21	324.	324.
MORGAN STANLEY 3.800% 4/29/16	112.	112.
MOTOROLA SOLUTIONS, INC.	345.	345.
MTN GROUP LTD ADR	620.	620.
NIC INC	204.	154.
NYSE EURONEXT INC	213.	19.
NATIONAL AUSTRALIA BK SPONSORED ADR	1,088.	1,088.
NATIONAL GRID PLC ADR	2,130.	2,130.
NATIONAL RETAIL PPTYS INC	212.	172.
NEW JERSEY ST TPK AU 7.102% 1/01/41	710.	710.
NEWELL RUBBERMAID INC COM	279.	279.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NEWS AMERICA INC 6.650% 11/15/37	665.	665.
NEXEN INC COM	141.	141.
NIKO RES LTD	8.	8.
NIKE INC CL B COM	535.	535.
NISOURCE INC COM	433.	433.
NISSAN MTR LTD SPONSORED ADR	222.	222.
NORANDA INC 5.500% 6/15/17	550.	550.
NORDSTROM INC COM	248.	248.
NORTH TEX TWY AUTH 6.718% 1/01/49	558.	558.
NORTHEAST UTILS COM W/RTS ATTACHED EXP 2	295.	295.
NORTHERN TR CORP COM	321.	321.
NOVARTIS AG SPONSORED ADR	444.	444.
OMNICOM GRP INC COM	1,349.	1,349.
OMEGA HLTHCARE INVS INC COM	670.	351.
OXFORD INDS INC COM	107.	107.
POSCO SPONSORED ADR	53.	53.
PNC BANK NA 6.875% 4/01/18	285.	285.
PPG INDS INC COM W/RTS ATTACHED EXP 04/3	158.	158.
PPL CORP COM	1,590.	1,590.
PVH CORP	2.	2.
PAYCHEX INC COM	2,828.	2,828.
PDG REALTY SA-SPON ADR	175.	175.
PEBBLEBROOK HOTEL TRUST	93.	88.
PEGASYSTEMS INC	20.	20.
PEPSICO INC COM	2,283.	2,283.
PETROBRAS INTL FIN 6.750% 1/27/41	246.	246.
PETROBRAS INTL FIN 3.875% 1/27/16	375.	375.
PETROLEO BRASILEIRO SA PETROBRAS ADR	271.	271.
PHILIP MORRIS INTERNATIONAL IN	1,159.	1,159.
PIEDMONT OFFICE REALTY TRU-A	144.	125.
PIMCO COMMODITY REAL RET STRAT-I#45	838.	838.
PIMCO EMERGING MKTS CURR-IN #1872	6,861.	6,861.
POLYONE CORP-COM	26.	26.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
POWER INTEGRATIONS INC COM W/RIGHTS ATTA	22.	22.
T ROWE PRICE GRP INC COM	1,794.	1,794.
PRINCIPAL FINANCIAL GROUP COM	97.	97.
PROCTER & GAMBLE CO COM	2,004.	2,004.
PROLOGIS INC	396.	396.
PRUDENTIAL FINANCIAL 7.375% 6/15/19	738.	738.
PRUDENTIAL PLC ADR	658.	658.
PUBLIC STORAGE INC COM	860.	860.
RLJ LODGING TRUST	196.	196.
RAMCO-GERSHENSON PPTYS TR COM	149.	77.
REED ELSEVIER N V ADR	547.	547.
REGENCY CENTERS CORP REIT	430.	308.
REINSURANCE GRP OF 6.450% 11/15/19	1,290.	1,290.
REPUBLIC SVCS INC COM	218.	218.
RESMED INC COM	58.	58.
RETAIL OPPORTUNITY INVESTMENTS CORP	212.	125.
RETAIL PROPERTIES OF AME-A	116.	3.
REXAM PLC - ADR	495.	495.
REYNOLDS AMERICAN INC	1,546.	1,546.
RIO TINTO PLC SPONSORED ADR	480.	480.
ROBBINS & MYERS INC	13.	13.
ROCHE HLDG LTD SPONSORED ADR	630.	630.
ROCKWELL INTL CORP NEW COM	21.	21.
ROLLS-ROYCE PLC SPONSORED ADR	433.	433.
ROYAL BK OF SCOTLAND 6.125% 1/11/21	157.	157.
ROYAL DUTCH SHELL PLC ADR	2,784.	2,784.
ROYAL PTT NEDERLAND ROYAL KPN NV	230.	230.
SPX CORP COM RTS EXP 06/25/2006	25.	25.
ST JUDE MED INC COM W/RTS ATTACHED EXP 0	348.	348.
SCANA CORP W-I COM	267.	267.
SCHLUMBERGER LTD COM	532.	532.
SELECT INCOME	100.	100.
SEMPRA ENERGY 9.800% 2/15/19	980.	980.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SIEMENS A G SPONSORED ADR	284.	284.
SIMON PPTY GRP INC NEW COM	1,694.	1,694.
SIMON PROPERTY GROU 10.350% 4/01/19	1,035.	1,035.
SINGAPORE TELECOMMUNICATIONS LTD ADR	691.	691.
SMITH & NEPHEW PLC SPDN ADR NEW	253.	253.
SMUCKER J M CO COM	211.	211.
SOUTHERN CO COM	1,651.	1,651.
STANLEY BLACK & DECKER, INC.	477.	477.
STARWOOD HOTELS & RESORTS WORLDWIDE	395.	395.
STATE STR CORP COM	260.	260.
STATOIL ASA SPONSORED ADR	609.	609.
STRYKER CORP COM	844.	844.
SUMITOMO MITSUI TR-SPON ADR	355.	355.
SUNTRUST BANK 7.250% 3/15/18	1,223.	1,223.
SUNTRUST BKS INC COM	84.	84.
SVENSKA CELLULOSA AB-SP ADR	569.	569.
SYNTEL INC	306.	37.
TARGET CORP COM	1,267.	1,267.
TELEFONICA S A SPONSORED ADR	1,204.	1,204.
TELENOR ASA ADR	692.	692.
TEMPLETON GLOBAL BOND FD-ADV #616	7,756.	7,756.
TENNANT CO COM W/RTS ATTACHED	126.	126.
TEVA PHARMACEUTICAL INDS LTD ADR	1,640.	1,640.
TEXAS INSTRS INC COM	627.	627.
3M CO COM	831.	831.
TIME WARNER INC 4.750% 3/29/21	479.	479.
TOTAL FINA ELF S A SPONSORED ADR	1,707.	1,707.
TRACTOR SUPPLY CO COM	53.	53.
TYSON FOODS INC 4.500% 6/15/22	225.	225.
UBS AG STAMFORD CT 5.875% 7/15/16	189.	189.
ULTA SALON COSMETICS & FRAGRAN	70.	70.
UNILEVER PLC SPONSORED ADR NEW	632.	632.
UNION PAC CORP COM	774.	774.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNITED PARCEL SERVICE CL B COM	2,200.	2,200.
U S TREASURY SEC STRIPPED 2/15/31	362.	362.
UNITED STATES TREAS BD DTD 11/16/98 5.25	1,670.	1,670.
US TREASURY BOND 3.000% 11/15/41	211.	211.
US TREASURY BOND 3.125% 2/15/42	30.	30.
US TREASURY BOND 3.000% 5/15/42	323.	323.
US TREASURY BOND 2.750% 8/15/42	16.	16.
US TREASURY NOTE 1.000% 4/30/12	640.	640.
US TREAS INFL INDEX 1.250% 7/15/20	918.	918.
US TREASURY NOTE 0.500% 11/30/12	945.	945.
US TREAS INFL INDEX 0.125% 4/15/16	315.	315.
US TREASURY NOTE 0.625% 2/28/13	-619.	-619.
US TREASURY NOTE 0.375% 11/15/14	188.	188.
US TREASURY NOTE 2.000% 11/15/21	89.	89.
US TREASURY NOTE 0.250% 11/30/13	13.	13.
US TREASURY NOTE 0.875% 11/30/16	182.	182.
US TREASURY NOTE 0.125% 12/31/13	29.	29.
US TREASURY NOTE 0.875% 1/31/17	7.	7.
US TREASURY NOTE 0.250% 2/15/15	117.	117.
US TREASURY NOTE 2.000% 2/15/22	79.	79.
US TREASURY NOTE 0.250% 3/31/14	47.	47.
US TREASURY NOTE 1.000% 3/31/17	8.	8.
US TREASURY NOTE 0.375% 4/15/15	334.	334.
US TREASURY NOTE 1.750% 5/15/22	217.	217.
US TREASURY NOTE 0.250% 5/31/14	59.	59.
US TREASURY NOTE 0.625% 5/31/17	22.	22.
US TREASURY NOTE 0.625% 6/30/17	88.	88.
US TREASURY NOTE 0.125% 7/31/14	10.	10.
US TREASURY NOTE 1.625% 8/15/22	137.	137.
US TREASURY NOTE 0.625% 8/31/17	101.	101.
US TREASURY NOTE 0.250% 9/30/14	35.	35.
US TREASURY NOTE 0.750% 10/31/17	-19.	-19.
US TREASURY NOTE 1.625% 11/15/22	22.	22.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNITED TECHNOLOGIES CORP COM	873.	873.
UNITED TECHNOLOGIES 4.500% 6/01/42	26.	26.
VALE OVERSEAS LIMITE 6.875% 11/10/39	449.	449.
VANGUARD INFLAT-PROT SECS-ADM #5119	3,040.	3,040.
VENTAS INC-COM	959.	959.
VERIZON COMMUNICATIONS COM	1,854.	1,854.
VIACOM INC 6.125% 10/05/17	533.	533.
VIACOM INC 3.875% 12/15/21	38.	38.
VODAFONE GROUP PLC SPONSORED ADR	2,362.	2,362.
VOLKSWAGEN A G SPONSORED ADR	413.	413.
VORNADO RLTY TR COM	559.	559.
WESTERN UNION CO/THE	102.	102.
WESTERN UN CO 5.930% 10/01/16	364.	364.
WESTERN UN CO 6.200% 11/17/36	215.	215.
WILLIAMS COS INC COM W/RTS ATTACHED	179.	179.
WINDSTREAM CORP	745.	745.
WOLVERINE WORLD WIDE INC. COM	271.	271.
WORLD FINANCIAL NETW 3.960% 4/15/19	792.	792.
WYNDHAM WORLDWIDE 4.250% 3/01/22	57.	57.
XCEL ENERGY INC COM	371.	371.
XEROX CORP COM W/RTS ATTACHED EXP 4/16/2	452.	452.
XEROX CORPORATION 6.350% 5/15/18	635.	635.
XSTRATA PLC ADR	351.	351.
XYLEM INC/NY	156.	156.
ZURICH FINL SVCS SPONSORED ADR	1,347.	1,347.
ACCENTURE PLC	906.	906.
COOPER INDUSTRIES PLC NEW IRELAND	265.	265.
ENSCO PLC-CL A	675.	675.
INGERSOLL-RAND PLC	307.	
PARTNERRE LTD COM	1,637.	1,637.
SEADRILL LIMITED	814.	814.
UTI WORLDWIDE INC COM	15.	15.
WILLIS GROUP HOLDINGS PLC	449.	449.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
XL GROUP PLC	44.	44.
ACE LIMITED	1,759.	1,759.
PENTAIR, LTD.	62.	62.
TE CONNECTIVITY LTD	49.	49.
TYCO INTERNATIONAL LTD NEW	613.	613.
CORE LABS NV	46.	46.
TOTAL	314,219.	309,835.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
RECOVERY		200.
US TAX REFUND		4,727.
	TOTALS	4,927.

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FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CUSTODIAN & MANAGEMENT FEES (A	45,882.	45,882.
INVESTMENT MGMT FEES-SUBJECT T	30,270.	30,270.
TOTALS	76,152.	76,152.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	3,676.	3,676.
FEDERAL ESTIMATES - PRINCIPAL	4,432.	
FOREIGN TAXES ON QUALIFIED FOR	1,133.	1,133.
FOREIGN TAXES ON NONQUALIFIED	41.	41.
TOTALS	9,282.	4,850.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NON-ALLOCABLE EXPENSE -	24.	24.
OTHER NONALLOCABLE EXPENSES -	863.	863.
TOTALS	887.	887.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
465562106 ITAU UNIBANCO BANCO		
31419GSA3 FED NATL MTG ASSN		
31412QSJ9 FED NATL MTG ASSN		
31412UPU8 FED NATL MTG ASSN		
31412UZX1 FED NATL MTG ASSN		
912803CK7 US TREASURY SEC STRI		
912810QL5 US TREASURY BOND		
912810FF0 US TREASURY BOND	28,204.	27,631.
912828NM8 US TREASURY INFLATIO		
912828NB2 US TREASURY NOTE		
912828PU8 US TREASURY NOTE		
912828PC8 US TREASURY NOTE		
912828PV6 US TREASURY NOTE		
912828PJ3 US TREASURY NOTE		
15200DAC1 CENTERPOINT ENER		
02209SAH6 ALTRIA GROUP		
06051GEC9 BANK OF AMERICA		
06051GEA3 BANK OF AMERICA		
06050BAA9 BANK OF AMERICA		
06739GBP3 BARCLAYS BANK PLC		
15200DAD9 CENTERPOINT ENER TRA		
172967FD8 CITIGROUP INC		
172967FF3 CITIGROUP INC		
22541HCC4 CREDIT SUISSE NEW YO		
294429AG0 EQUIFAX INC		
30161MAE3 EXELON GENERATION		
31677AAA2 FIFTH THIRD BK CINCI		
36967HAD9 GENERAL ELEC. CAP		
36962G4R2 GENERAL ELEC CAP		

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
38141EA58 GOLDMAN SACHS GROUP		
40049JAX5 GRUPO TELEVISA		
40414LAA7 HCP INC		
421915EJ4 HEALTH CARE PROPERTI		
42217KAM8 HEALTH CARE REIT		
481247AA2 JPMORGAN CHASE & CO		
481247AE4 JPMORGAN CHASE & CO		
534187AY5 LINCOLN NATIONAL COR		
5901884M7 MERRILL LYNCH & CO		
59156RAU2 METLIFE INC		
655422AU7 NORANDA INC		
682134AC5 OMNICOM GROUP		
74432QAY1 PRUDENTIAL FINAN		
759351AG4 REINSURANCE GRP OF		
816851AK5 SEMPRA ENERGY		
828807CA3 SIMON PROPERTY GROUP		
86787GAF9 SUNTRUST BANK		
87927VAV0 TELECOM ITALIA CAPI		
94707VAB6 WEATHERFORD INTL		
959802AH2 WESTERN UN CO		
984121BY8 XEROX CORPORATION		
3133XQU34 FED HOME LN BK		
3129345H1 FED HOME LN MTG		
312943B93 FED HOME LN MTG		
3128PQ4X6 FED HOME LN MTG		
31398AXJ6 FED NATL MTG ASSN		
31359MSL8 FED NATL MTG ASSN		
31416M4K7 FED NATL MTG		
31416WEZ1 FED NATL MTG		

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
31418QUC5 FED NATL MTG		
31418UWG5 FED NATL MTG		
31418UXW9 FED NATL MTG		
224044BF3 COX COMMUNICATIONS		
20030NAP6 COMCAST CORP		
313373UU4 FED HOME LN BK	10,498.	10,914.
3133XMQ87 FED HOME LN BK	66,161.	65,937.
31359M7X5 FED NATL MTG ASSN	17,359.	17,749.
3138A22S7 FNMA POOL #AH1684	17,829.	18,884.
3138AHTD8 FED NATL MTG A		
3138AKW21 FED NATL MTG		
3138ALBT3 FNMA POOL #AI6349	72,350.	75,659.
3138ALTT4 FED NATL MTG		
3138ANMT7 FED NATL MTG ASS		
3138ANM59 FNMA POOL #AI8479	84,444.	88,517.
3138ATRP7 FNMA POOL #AJ2293	41,929.	44,291.
3138AVAR6 FNMA POOL #AJ3615	99,011.	103,623.
912828QD5 TREASURY INFLATION		
912803CK7 US TREASURY SEC STR		
912810QT8 US TREASURY BOND		
912810FF0 US TREASURY BOND		
912828NM8 US TREASURY INFLATIO		
912828NB2 US TREASURY NOTE		
912828RQ5 US TREASURY NOTE		
912828RR3 US TREASURY NOTE		
912828RS1 US TREASURY NOTE		
912828RU6 US TREASURY NOTE		
646139X83 NEW JERSEY ST TPK		
66285WFB7 NORTH TEX TWY AUTH		

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
912828QD5 TREASURY INFLATION		
3133EALP1 FED FARM CREDIT BK	24,978.	25,041.
3138E2LH6 FNMA POOL #AJ9327	59,260.	61,878.
3138M6NC7 FNMA POOL #AP3086	40,678.	41,362.
3138MCEU4 FNMA POOL #AP8246	63,279.	63,926.
912810FT0 US TREASURY BOND	40,270.	39,483.
912828QK9 US TREASURY NOTE	410,568.	410,353.
912828SP6 US TREASURY NOTE	169,681.	170,306.
912828TW0 US TREASURY NOTE	130,166.	130,426.
912828TY6 US TREASURY NOTE	60,197.	59,344.
912828TZ3 US TREASURY NOTE	139,977.	140,006.
TOTALS	1,576,839.	1,595,330.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
55616P104 MACY'S INC	13,860.	32,777.
654106103 NIKE INC CL B	16,136.	25,800.
92927K102 WABCO HOLDINGS INC	18,049.	40,744.
254687106 WALT DISNEY CO	15,033.	24,397.
959802109 WESTERN UNION CO		
126650100 CVS/CAREMARK		
037411105 APACHE CORP	21,937.	16,093.
057224107 BAKER HUGHES INC COM	12,165.	10,620.
13342B105 CAMERON INTL CORP	64,596.	86,948.
060505104 BANK OF AMERICA CORP	30,329.	13,363.
38141G104 GOLDMAN SACHS GROUP	52,192.	40,181.
59156R108 METLIFE INC	27,070.	24,705.
949746101 WELLS FARGO & CO		
071813109 BAXTER INTL INC	76,088.	85,325.
74834L100 QUEST DIAGNOSTICS IN		
278058102 EATON CORP		
469814107 JACOBS ENGR GROUP IN	21,931.	23,201.
539830109 LOCKHEED MARTIN CORP	12,285.	24,918.
907818108 UNION PACIFIC CORP	15,686.	30,173.
911312106 UNITED PARCEL SERVIC	66,895.	71,149.
913017109 UNITED TECHNOLOGIES	30,804.	35,264.
903293405 USG CORP COM NEW	10,674.	21,053.
88579Y101 3M CO	21,641.	32,683.
00846U101 AGILENT TECHNOLOGIES	26,230.	35,208.
053015103 AUTOMATIC DATA PROCE	18,168.	24,480.
428236103 HEWLETT PACKARD CO		
594918104 MICROSOFT CORP	68,790.	61,032.
984121103 XEROX CORP	29,021.	18,141.
009158106 AIR PRODS & CHEMS IN	68,117.	65,956.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
01741R102 ALLEGHENY TECHNOLOGI	30,142.	22,618.
61166W101 MONSANTO CO NEW	23,731.	29,815.
000375204 ABB LTD - ADR	19,086.	19,751.
G1151C101 ACCENTURE PLC	26,155.	40,565.
143658300 CARNIVAL CORP	34,494.	36,402.
G47791101 INGERSOLL-RAND PLC	17,538.	21,822.
806857108 SCHLUMBERGER LTD	35,042.	34,303.
009126202 AIR LIQUIDE - ADR		
H01301102 ALCON INC		
018805101 ALLIANZ SE ADR	22,852.	21,739.
02364W105 AMERICA MOVIL S.A.B.	14,766.	14,231.
042068106 ARM HOLDINGS PLC		
049255706 ATLAS COPCO AB		
055434203 BG GROUP PLC - ADR	11,911.	9,675.
G16962105 BUNGE LIMITED		
138006309 CANON INC - ADR		
143658300 CARNIVAL CORP		
1640R109 CHINA RESOURCES		
191459205 COCHLER LIMITED		
12637N105 CSL LIMITED		
237545108 DASSAULT SYSTEMS		
23304Y100 DBS GROUP HOLDINGS		
292505104 ENCANA CORP		
296036304 ERSTE GROUP BANK		
307305102 FANUC LTD		
358029106 FRESENIUS MEDICAL AG		
443251103 HOYA CORP		
404280406 HSBC - ADR	15,318.	19,264.
45104G104 ICIC BANK LTD		

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FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
453038408 IMPERIAL OIL LTD		
48206M102 JUPITER TELECOM-UNSP		
502117203 L'OREAL - ADR		
501897102 LI & FUNG LTD		
H50430232 LOGITECH INTERNAT		
54338V101 LONZA GROUP AG ADR	11,632.	12,551.
502441306 LVMH MOET HENNESSY U		
62474M108 MTN GROUP LTD ADR	10,288.	13,449.
641069406 NESTLE S.A. REGISTER		
670100205 NOVO NORDISK A/S		
71654V101 PETROLEO BRASILEIRO		
N72482107 QIAGEN N.V.		
771195104 ROCHE HOLDINGS LTD -	11,602.	17,271.
803054204 SAP AG - ADR		
803866300 SASOL LIMITED - ADR		
806857108 SCHLUMBERGER LTD		
80687P106 SCHNEIDE ELECTRIC		
870123106 SWATCH GROUP		
874039100 TAIWAN SEMICONDUCTOR		
881575302 TESCO PLC - ADR		
881624209 TEVA PHARMACEUTICAL	17,843.	16,392.
900148701 TURKIYE GARANTI BANK		
90460M105 UNICHARM CORPORATION		
9047767704 UNILEVER PLC		
93114W107 WAL-MART DE MEXICO		
92933H101 WPP GROUP PLC AMERIC		
368287207 OAO GAZPROM LEVEL 1		
018805101 ALLIANZ SE		
043400100 ASAHI KASEI CORP ADR	18,046.	18,526.

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
046353108 ASTRAZENECA PLC ADR	43,096.	42,448.
054536107 AXA - ADR		
05523R107 BAE SYSTEMS PLC		
05946K101 BANCO BILBAO VIZCAY		
05964H105 BANCO SANTANDER		
05964H105 BANCO SANTANDER		
06426M104 BANK OF CHINA		
055262505 BASF AKTIENGESELLSCH	10,218.	20,330.
055434203 BG GROUP PLC - ADR		
088606108 BHP BILLITON LIMITED	13,919.	19,919.
05565A202 BNP PARIBAS - ADR	24,332.	19,016.
153766100 CENTRAL JAPAN RAI-UN		
20441B407 COMP. PARANAENSE DE		
225401108 CREDIT SUISSE GROUP	26,512.	23,750.
23304Y100 DBS GROUP HOLDINGS L		
25030W100 DESARROLLADORA HOMEX	6,196.	4,068.
251561304 DEUTSCHE LUFTHANSA A	16,059.	18,538.
26874R108 ENI SPA - ADR		
344419106 FOMENTO ECONOMICO ME		
359590304 FUJITSU LIMITED - A		
37733W105 GLAXOSMITHKLINE PLC	40,718.	40,079.
410693105 HANNOVER REINS CORP	7,260.	15,377.
448415208 HUTCHISON WHAMPOA LI		
48667L106 KDDI CORPORATION		
500467402 KONINKLIJKE AHOLD NV	13,555.	15,028.
505861401 LAFARGE - ADR		
584469407 MEDIASET S P A		
606769305 MITSUBISHI CORPORATI	15,371.	13,801.
62474M108 MTN GROUP LTD		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
632525408 NATIONAL AUSTRALIA B	3,699.	8,013.
64110W102 NETEASE.COM		
66987V109 NOVARTIS AG - ADR	11,187.	16,142.
74435K204 PRUDENTIAL PLC - ADR	11,416.	14,846.
758204200 REED ELSEVIER N V AD	11,363.	14,021.
761655406 REXAM PLC - ADR		
771195104 ROCHE HOLDINGS LTD -		
775781206 ROLLS ROYCE GROUP		
780259107 ROYAL DUTCH SHELL PL	59,007.	62,454.
813113206 SECOM LTD UNSPON		
83175M205 SMITH & NEPHEW PLC -	14,308.	16,454.
83364L109 SOCIETE GENERALE - A	15,164.	15,679.
85771P102 STATOIL ASA ADR	17,883.	17,002.
87425E103 TALISMAN ENERGY INC		
879382208 TELEFONICA SA - ADR		
87944W105 TELENOR ASA - ADR		
87260W101 TNT N V		
913702200 USINAS SIDERURGICAS		
98418K105 XSTRATA PLC		
98982M107 ZURICH FINANCIAL		
02913V103 AMERICAN PUBLIC		
09180C106 BJS RESTAURANTS INC	2,307.	4,409.
251893103 DEVRY INC DEL		
23334L102 DSW INC	2,692.	10,839.
36467W109 GAMESTOP CORP		
371901109 GENTEX CORP	6,151.	6,315.
37947B103 GLOBAL TRAFFIC NETWO		
53217R207 LIFE TIME FITNESS IN	7,553.	12,056.
501889208 LKQ CORP	2,248.	6,119.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
781182100 RUBY TUESDY		
892356106 TRACTOR SUPPLY CO CO	1,193.	6,450.
90384S303 ULTA SALON COSMETICS	1,783.	8,352.
989817101 ZUMIEZ INC	3,701.	3,300.
10567B109 BRAVO BRIO RESTAURAN	2,742.	2,149.
28660G106 ELIZABETH ARDEN INC	4,727.	7,877.
911163103 UNITED NAT FOODS INC	4,900.	11,254.
050095108 ATWOOD OCEANICS INC	3,320.	5,449.
109178103 BRIGHAM EXPLORATION		
761565100 REX ENERGY CORP	5,840.	6,770.
29977A105 EVERCORE PARTNERS		
216648402 COOPER COS INC COM N	2,838.	12,485.
29481V108 ERESEARCHTECHNO		
55027E102 LUMINEX CORP	5,963.	5,376.
572901106 MARTEK BIOSCIENCES		
584045108 MEDASSETS INC		
589584101 MERIDIAN BIOSCIENCE		
761152107 RESMED INC	2,065.	5,570.
83568G104 SOMOSITE INC		
928645100 VOLCANO CORP	2,891.	3,423.
049164205 ATLAS AIR WORLDWIDE	3,717.	3,989.
077454106 BELDEN INC	7,423.	11,922.
150838100 CELADON GROUP INC	3,502.	4,156.
22025Y407 CORRECTIONS CORP		
29275Y102 ENERSYS	1,049.	4,892.
421906108 HEALTHCARE SVCS		
45773Y105 INNERWORKINGS INC		
489170100 KENNAMETAL INC	4,869.	6,600.
499064103 KNIGHT TRANSN INC CO	3,511.	2,487.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
596278101 MIDDLEBY CORP	7,563.	11,539.
60740F105 MOBILE MINI INC	7,360.	8,298.
553530106 MSC INDL DIRECT INC	12,431.	18,619.
73179V103 POLYPORE INTERNATION	7,612.	11,625.
784153108 SFN GROUP INC		
880345103 TENNANT CO	7,762.	9,449.
929566107 WABASH NATL		
005125109 ACXIOM CORP COM	9,904.	10,651.
018581108 ALLIANCE DATA SYS CO	2,989.	11,436.
04033V203 ARIBA INC		
049513104 ATMEL CORP		
00207R101 ATMI INC COM	6,038.	5,011.
1273787108 CADENCE DESIGN		
206708109 CONCUR TECHNOL		
242309102 DEALERTRACK TECHNOLO	6,598.	10,914.
25388B104 DIGITAL RIVER		
254543101 DIODES INC	3,452.	3,262.
45071R109 IXIA COM		
594901100 MICROS SYS INC	3,696.	5,093.
595137100 MICROSEMI CORP		
64115T104 NETSCOUT SYSTEMS		
62914B100 NIC INC	3,818.	7,190.
705573103 PEGASYSTEMS INC	3,414.	3,062.
73172K104 POLYCOM INC		
739276103 POWER INTERGRATIONS	4,150.	3,865.
75025N102 RADIANT SYSTEMS INC		
76657R106 RIGHTNOW TECHNOLOG		
775133101 ROGERS CORP COM	7,788.	10,925.
779376102 ROVI CORPORATION	4,238.	3,086.

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
803062108 SAPIENT CORP COM	5,227.	6,336.
86800U104 SUPER MICRO COM		
87162H103 SYNTEL INC	4,465.	6,435.
880770102 TERADYNE INC	2,255.	5,320.
90385D107 ULTIMATE SOFTWARE GR	1,962.	7,081.
012653101 ALBEMARLE CORP COM	45,579.	56,902.
167250109 CHICAGO BRIDGE & IRO	2,398.	9,502.
N22717107 CORE LABORATORIES N	1,505.	5,575.
45245E109 IMAX CORP COM	6,223.	7,081.
653656108 NICE SYSTEMS LTD. -	3,280.	4,587.
653905109 NIKO RES LTD		
79780P104 SAN GOLD CORP		
903914109 ULTRA PETROLEUM		
G87210103 UTI WORLDWIDE INC	5,642.	3,712.
466367109 JACK IN THE BOX		
405217100 HAIN CELESTIAL GROUP		
06846N104 BARRETT BILL GROUP		
88162F105 TETRA TECHNOLOG		
909218109 UNIT CORP		
91851C201 VAALCO ENERGY		
37637Q105 GLACIER BANCORP		
450828108 IBERIABANC CORP		
482423100 KBW INC		
55264U108 MB FINANCIAL BANK		
904214103 UMPQUA HOLDINGS		
009128307 AIR METHOD CORP		
01642T108 ALKERMES INC		
01988P108 ALLSCRIPTS HEALTHCAR		
292756202 ENERGYSOLUTIONS		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
29481V108 ERESEARCHTECHNOL		
457733103 INSPIRE PHARMACE		
464330109 ISIS PHARMACE		
62855J104 MYRIAD GENETICS		
885175307 THORATEC LABORATOR		
98235T107 WRIGHT MEDICAL GROUP		
007094105 ADMINISTAFF INC COM		
040790107 ARKANSAS BEST CORP		
156710105 CERADYNE INC		
184496107 CLEAN HARBORS INC		
029683109 AMERICAN SOFTWARE		
285229100 ELECTRO SCIENTIFIC		
303250104 FAIR ISSAC, INC		
46600W106 XYS CORP		
536252109 LIONBRIDGE TECHNOL		
683718308 OPENWAVE SYS		
699173209 PARAMETRIC TECHNOLOG	7,720.	10,130.
82705T102 SILICON IMAGE		
87929J103 TELECOMMUNICATION		
879939106 TELETCH HOLDINGS		
88632Q103 TIBCO SOFTWARE		
904034105 ULTRATECH INC		
92230Y104 VASCO DATA SEC		
117421107 BRUSH ENGINEERED		
129603106 CALGON CARGON CORP		
440694305 HORSEHEAD HOLDING		
603158106 MINERALS TECHNOLO		
19239V302 COGENT COMMUNICATION		
367299203 GASTAR EXPLORATION L		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
023135106 AMAZON COM		
741503403PRICELINE COM		
25490A101 THE DIRECTV GROUP		
988498101 YUM BRANDS		
845467109 SOUTHWESTERN ENERGY		
025816109 AMERICAN EXPRESS CO	44,804.	44,834.
12572Q105 CME GROUP INC		
74144T108 T ROWE PRICE GROUP I	46,295.	49,489.
018490102 ALLERGAN INC		
151020104 CELENE CORP		
46120E602 INTUITIVE SURGICAL		
302130109 EXPEDITORS INTL		
336433107 FIRST SOLAR INC		
037833100 APPLE INC		
192446102 COGNIZANT TECH		
68389X105 ORACLE CORPO		
747525103 QUALCOMM INC		
92826C839 VISA INC-CLASS		
74005P104 PRAXAIR INC COM		
029912201 AMERICAN TOWER SYSTE		
760975102 RESEARCH IN MOTION		
002896207 ABERCROMBIE & FITCH		
099724106 BORG WARNER INC		
169656105 CHIPOTLE MEXICAN GRI		
189754104 COACH INC		
243537107 DECKERS OUTDOOR CORP		
253393102 DICKS SPORTING GOODS		
344849104 FOOT LOCKER INC		
349882100 FOSSIL INC COM		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
550021109 LULULEMON ATHLETICA		
69840W108 PANERA BREAD COM		
716768106 PETSMART INC COM		
718592108 PHILLIPS VAN HEUSEN		
731068102 POLARIS INDS INC		
85590A401 STARWOOD HOTELS & RE	15,121.	19,273.
880349105 TENNECO INC		
904311107 UNDER ARMOUR INC		
92769L101 VIRGIN MEDIA INC		
518439104 ESTEE LAUDER COMPAN		
966837106 WHOLE FOODS MKT		
109178103 BRIGHAM EXPLORATION		
20453E109 COMPLET PRODTN		
655044105 NOBLE ENERGY INC		
74144T108 T ROWE PRICE GROUP		
015351109 ALEXION PHARMACEUT		
28176E108 EDWARDS LIFESCIENCES		
29264F205 ENDO PHARMACEUT		
452327109 ILLUMINA INC		
62855J104 MYRIAD GENETICS		
795435106 SALIX PHARMACEUTIC		
00508X203 ACTUANT CORP		
031100100 AMETEK INC COM		
073302101 BE AEROSPACE INC		
12541W209 C H ROBINSON WORLDWI		
231021106 CUMMINS INC.	7,852.	9,752.
485170302 KANSAS CITY SOUTHERN		
611742107 MONSTER WORLDWIDE		
776696106 ROPER INDS INC NEW		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
858912108 STERICYCLE INC COM		
864596101 SUCCESSFACTORS INC		
00846U101 AGILENT TEDHNOLOGIES		
171779309 CIENA CORP		
192446102 COGNIZANT TECH		
315616102 F5 NETWORKS INC		
366651107 GARTNER INC		
461202103 INTUIT COM		
48203R104 JUNIPER NETWORKS		
592688105 METTLER-TOLEDO INTL		
64110D104 NETAPP INC		
756577102 RED HAT INC		
79466L302 SALESFORCE COM INC		
012653101 ALBEMARLE CORP		
125269100 CF INDS HLDGS		
277432100 EASTMAN CHEM CO COM		
422704106 HECLA MNG		
86074Q102 STILLWATER MNG CO		
591708102 METROPS COMMUNICATIO		
580037109 MCDERMOTT INTL		
N7902X106 SENSATA TECHNOLOG		
82481R106 SHIRE PLC		
G81477104 SINA CORPORATION		
85590A401 STARWOOD HOTELS & RE		
70509V100 PEBBLEBROOK HOTEL TR		
76131N101 RETAIL OPPORTUNITY I	4,517.	5,539.
112900105 BROOKFIELD OFFICE PR	5,036.	5,239.
09063H107 BIOMED RLTY TR INC	4,999.	8,370.
101121101 BOSTON PROPERTIES IN	17,705.	24,336.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
133131102 CAMDEN PPTY TR SH BE	6,886.	12,960.
13466Y105 CAMPUS CREST COMM		
053484101 AVALONBAY CMNTYS INC	13,269.	23,321.
024835100 AMERICAN CAMPUS CMNT	6,069.	8,027.
00163T109 AMB PPTY CORP		
015271109 ALEXANDRIA REAL ESTA	8,301.	8,942.
21870Q105 CORESITE REALTY		
22002T108 CORPORATE OFFICE		
233153105 DCT INDUSTRIAL TRUST		
251591103 DEVELOPERS DIVERSIFI		
253868103 DIGITAL RLTY TR		
29380T105 ENTERTAINMENT PPTYS		
29472R108 EQUITY LIFESTYLE PPT	5,185.	7,402.
29476107 EQUITY RESIDENTIAL		
297178105 ESSEX PPTY		
30225T102 EXTRA SPACE STORAGE	2,095.	10,553.
33610F109 FIRST POTOMAC RLTY T	5,165.	5,871.
40414L109 HCP INC	27,265.	39,605.
42217K106 HEALTH CARE REIT INC	19,110.	23,045.
44107P104 HOST HOTELS & RESORT	10,706.	16,532.
49427F108 KILROY REALTY CORP C	7,730.	14,543.
49803T102 KITE REALTY GROUP		
531172104 LIBERTY PPTY TR SH B	6,323.	9,198.
554382101 MACERICH CO COM	5,858.	20,055.
637417106 NATIONAL RETAIL PPTY	3,249.	5,491.
638620104 NATIONWIDE HEALTH		
681936100 OMEGA HEALTHCARE INV	4,846.	9,158.
720190206 PIEDMONT OFFICE REAL	3,676.	4,260.
74460D109 PUBLIC STORAGE INC C	16,775.	29,137.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
751452202 RAMCO-GERSHENSON PPT	2,137.	2,888.
758849103 REGENCY CENTERS CORP	7,897.	10,272.
828806109 SIMON PROPERTY GROUP	30,001.	68,137.
929042109 VORNADO REALTY TRUST	19,071.	20,581.
26483E100 DUN & BRADSTREET COR	5,383.	6,292.
401617105 GUESS INC		
608190104 MOHAWK INDS INC		
651229106 NEWELL RUBBERMAID IN	13,022.	17,371.
854502101 STANLEY BLACK & DECK	8,755.	15,534.
92553P201 VIACOM INC NEW		
963320106 WHIRLPOOL CORP		
19122T109 COCA-COLA ENTER		
205887102 CONAGRA FOODS		
501044101 KROGER CO		
582839106 MEAD JOHNSON NUTRITI		
60871R209 MOLSON COORS BREWING		
057224107 BAKER HUGHES INC		
13342B105 CAMERON INTL		
247916208 DENBURY RESOURCES IN		
03076C106 AMERIPRISE FINL		
12497T101 CB RICHARD ELLIS		
200340107 COMERICA INC		
316773100 FIFTH THIRD BANCORP	7,521.	10,640.
629491101 NYSE EURONEXT		
74251V102 PRINCIPAL FINAN		
867914103 SUNTRUST BANKS INC	12,248.	17,010.
067383109 BARD C R INC		
14170T101 CAREFUSION CORP	10,870.	12,575.
790849103 ST JUDE MED INC	7,128.	7,589.

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FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
863667101 STRYKER CORP	47,316.	43,856.
98956P102 ZIMMER HOLDINGS INC		
053611109 AVERY DENNISON CORP		
56418H100 MANPOWER INC		
760759100 REPUBLIC SERVICES		
00507V109 ACTIVISION BLIZZARD		
018581108 ALLIANCE DATA SYS CO		
055921100 BMC SOFTWARE INC	10,218.	12,678.
535678106 LINEAR TECHNOLOGY CO	45,123.	47,334.
502161102 LSI CORPORATION	5,966.	9,474.
595112103 MICRON TECHNOLOGY		
699173209 PARAMETRIC TECHNOLOG		
959802109 WESTERN UNION CO/THE		
009158106 AIR PRODS & CHEM		
01741R102 ALLEGHENY TECHNOL		
228368106 CROWN HLDGS INC		
025537101 AMERICAN ELECTRIC PO	9,479.	10,670.
125896100 CMS ENERGY CORP	4,940.	9,021.
281020107 EDISON INTL COM		
26884L109 EQT CORPORATION		
816851109 SEMPRA ENERGY COM		
G24140108 COOPER INDUSTRIES PL		
45857P301 INERCONTINENTAL HOTE		
65334H102 NEXEN INC		
H8912P106 TYCO ELECTRONICS		
H89128104 TYCO INTERNATIONAL L	13,511.	23,400.
H27013103 WEATHERFORD INTNTL		
G98290102 XL GROUP PLC		
74762E102 QUANTA SVCS		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
313747206 FEDERAL RLTY INVT TR	7,749.	12,898.
917302200 USINAS SIDERURGICAS		
009158106 AIR PRODS & CHEMS		
05615F102 BABCOCK & WILCOX CO	21,431.	21,091.
30162A108 EXELIS INC		
450911201 ITT CORP		
98419M100 XYLEM INC/NY		
044209104 ASHLAND INC NEW	30,861.	43,823.
080555105 BELO CORP		
691497309 OXFORD INDS INC	6,672.	8,577.
781182100 RUBY TUESDAY INC		
892356106 TRACTOR SUPPLY CO		
03834A103 APPROACH RESOURCES I	4,514.	4,002.
55973B102 MAGNUM HUNTER RESOUR	5,099.	4,449.
06647F102 BANKRATE INC	6,381.	4,731.
538034109 LIVE NATION ENT INC	4,818.	4,143.
770196103 ROBBINS & MYERS INC		
781846209 RUSH ENTERPRISES		
88554D205 3D SYSTEMS CORPORATI	3,282.	7,469.
20564W105 COMSCORE INC		
458786100 INTERMEC INC		
57776J100 MAXLINEAR INC	2,306.	1,355.
345550107 FOREST CITY ENTERPRI	4,803.	6,105.
70509V100 PEPPLEBROOK HOTEL		
76131N101 RETAIL OPPORTUNITY		
124857202 CBS CORP NEW		
418056107 HASBRO INC		
53071M104 LIBERTY INTERACTIVE		
655664100 NORDSTROM INC	8,986.	10,165.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
370334104 GENERAL MILLS INC		
832696405 JM SMUCKER CO		
28336L109 EL PASO CORP		
12504L109 CBRE GROUP INC	11,538.	12,338.
665859104 NORTHERN TRUST CORP	8,438.	9,029.
857477103 STATE STREET CORP	15,746.	17,864.
125509109 CIGNA CORP	11,811.	14,969.
441060100 HOSPIRA INC	14,355.	10,622.
260003104 DOVER CORP		
278058102 EATON CORP		
31620M106 FIDELITY NATL INFORM		
57772K101 MAXIM INTEGRATED PRO	8,518.	9,702.
779376102 ROVI CORPORATION		
009363102 AIRGAS INC COM	7,182.	10,042.
044209104 ASHLAND INC		
620076307 MOTOROLA SOLUTIONS,	7,254.	10,579.
030420103 AMERICAN WATER WORKS	8,696.	11,882.
69351T106 PPL CORPORATION	21,551.	20,871.
98389B100 XCEL ENERGY INC	8,988.	9,616.
372460105 GENUINE PARTS CO	38,780.	43,870.
681919106 OMNICOM GROUP	44,631.	46,463.
87612E106 TARGET CORP	48,626.	56,803.
978097103 WOLVERINE WORLD WIDE		
713448108 PEPSICO INC	30,335.	32,915.
742718109 PROCTER & GAMBLE CO	57,983.	60,762.
166764100 CHEVRON CORP	56,821.	58,396.
30231G102 EXXON MOBIL CORPORAT	44,938.	47,603.
115236101 BROWN & BROWN INC		
229899109 CULLENS FROST BANKER		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
14149Y108 CARDINAL HEALTH INC		
532457108 ELI LILLY & CO COM	68,507.	89,614.
478160104 JOHNSON & JOHNSON	72,834.	76,619.
58933Y105 MERCK & CO INC NEW	77,484.	85,769.
863667101 STRYKER CORP		
369550108 GENERAL DYNAMICS COR	50,020.	47,104.
384802104 GRAINGER W W INC	35,840.	45,533.
452308109 ILLINOS TOOL WORKS		
911312106 UNITED PARCEL SVC		
458140100 INTEL CORP		
459200101 INTERNATIONAL BUSINE		
704326107 PAYCHEX INC	44,951.	45,095.
397624107 GREIF INC-CL A	53,570.	38,715.
00206R102 AT & T INC	75,420.	84,005.
29265N108 ENERGEN CORP	46,454.	48,246.
580135101 MCDONALDS CORP	24,621.	24,170.
02209S103 ALTRIA GROUP INC	32,540.	37,099.
191216100 COCA COLA CO	9,321.	9,860.
423074103 HEINZ H J CO	37,006.	39,568.
494368103 KIMBERLY CLARK CORP	19,020.	22,627.
544147101 LORILLARD INC	10,709.	10,967.
713448108 PEPSICO INC		
718172109 PHILIP MORRIS INTERN	13,356.	15,641.
742718109 PROCTER & GAMBLE CO		
761713106 REYNOLDS AMERICAN IN	33,501.	35,174.
166764100 CHEVRON CORP		
20825C104 CONOCOPHILLIPS	36,565.	38,157.
172062101 CINCINNATI FINANCIAL		
002824100 ABBOTT LABS		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
110122108 BRISTOL MYERS SQUIBB	33,799.	33,731.
532457108 ELI LILLY & CO		
478160104 JOHN & JOHNSON		
00206R102 AT&T		
156700106 CENTURYLINK, INC	35,117.	37,751.
92343V104 VERIZON COMMUNICATIO	35,594.	40,933.
97381W104 WINDSTREAM CORP	9,273.	6,359.
209115104 CONSOLIDATED EDISON		
25746U109 DOMINION RES INC VA	10,454.	10,412.
26441C105 DUKE ENERGY HOLDINGS		
69351T106 PPL CORP		
842587107 SOUTHERN CO	38,055.	37,288.
003021714 ABERDEEN EMERG MARKE	400,000.	432,742.
00738A106 ADTRAN INC	4,391.	2,833.
009728106 AKORN INC	7,138.	7,682.
024013104 AMERICAN ASSETS TRUS	4,379.	5,949.
03073E105 AMERISOURCEBERGEN CO	8,823.	10,363.
05382A104 AVIVA PLC - ADR	16,428.	18,615.
05534B760 BCE INC	36,161.	38,260.
055622104 BP PLC - ADR	19,916.	20,820.
05564E106 BRE PPTYS INC CL A 1	1,415.	1,525.
059578104 BANCO DO BRASIL SA A	14,287.	13,253.
06738E204 BARCLAYS PLC - ADR	12,072.	14,081.
072730302 BAYER AG - ADR	11,938.	20,815.
073730103 BEAM INC	6,918.	7,331.
075896100 BED BATH & BEYOND IN	13,171.	13,418.
09247X101 BLACKROCK INC	46,601.	51,678.
125581801 CIT GROUP INC.	10,655.	11,592.
126132109 CNOOC - CHINA NATION	9,741.	11,000.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
13321L108 CAMECO CORP COM	13,105.	12,226.
144285103 CARPENTER TECHNOLOGY	4,610.	4,905.
15639K300 CENTRICA PLC ADR	13,233.	13,332.
171232101 CHUBB CORP	10,241.	10,545.
189054109 CLOROX CO	6,884.	7,322.
208242107 CONNS INC	2,444.	2,606.
210313102 CONSTANT CONTACT INC	4,285.	3,481.
219350105 CORNING INC	21,935.	20,508.
21988R102 CORPORATE EXECUTIVE	3,770.	3,797.
229663109 CUBESMART	3,275.	4,837.
23317H102 DDR CORP	8,128.	11,322.
237194105 DARDEN RESTAURANTS I	45,911.	41,915.
260003108 DOVER CORP COM	17,565.	19,056.
263534109 DU PONT E I DE NEMOU	32,684.	29,911.
26441C204 DUKE ENERGY HOLDING	35,734.	36,494.
26613Q106 DUPONT FABROS TECHNO	1,963.	7,345.
26884U109 EPR PROPERTIES	6,759.	11,435.
277923728 EATON VANCE GLOBAL M	303,740.	294,900.
29476L107 EQUITY RESIDENTIAL P	22,588.	34,285.
30219G108 EXPRESS SCRIPTS HOLD	8,768.	9,180.
302491303 FMC CORP COM NEW	10,819.	11,119.
317485100 FINANCIAL ENGINES IN	3,405.	4,161.
31787A507 FINISAR CORP	3,592.	2,932.
36191X100 GSE HOLDING INC	1,133.	620.
412822108 HARLEY DAVIDSON INC	11,336.	12,696.
413838202 OAKMARK INTERNATIONA	600,537.	620,090.
423452101 HELMERICH & PAYNE IN	47,029.	57,130.
427866108 THE HERSHEY COMPANY	9,726.	10,833.
433578507 HITACHI LIMITED - AD	14,699.	14,968.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
453142101 IMPERIAL TOBACCO GRO	8,127.	10,229.
456837103 ING GROEP N.V. - ADR	15,633.	16,465.
458118106 INTEGRATED DEVICE TE	6,454.	7,191.
460146103 INTERNATIONAL PAPER	19,773.	26,095.
460690100 INTERPUBLIC GROUP CO	11,972.	12,122.
493267108 KEYCORP NEW	10,062.	11,030.
500458401 KOMATSU LIMITED - AD	41,155.	37,562.
50076Q106 KRAFT FOODS GROUP IN	30,886.	29,965.
50127R103 KURARAY CO LTD-UNSPO	13,168.	11,505.
532716107 LIMITED BRANDS, INC	5,680.	6,588.
552676108 M D C HLDGS INC COM	33,281.	35,290.
565849106 MARATHON OIL CORP	12,832.	14,410.
571748102 MARSH & MCLENNAN COS	9,186.	9,996.
580645109 MCGRAW-HILL COMPANIE	11,124.	12,574.
583334107 MEADWESTVACO CORP	13,766.	15,616.
595017104 MICROCHIP TECHNOLOGY	9,225.	9,451.
606822104 MITSUBISHI UFJ FINL	14,387.	15,312.
628852204 NCI BUILDING SYSTEMS	3,818.	4,726.
636274300 NATIONAL GRID PLC AD	38,971.	44,746.
65473P105 NISOURCE INC	16,433.	17,174.
654744408 NISSAN MOTOR CO., LT	18,063.	17,009.
655844108 NORFOLK SOUTHERN COR	48,695.	48,235.
664397106 NORTHEAST UTILS	12,850.	13,678.
675232102 OCEANEERING INTL INC	7,484.	7,531.
690742101 OWENS CORNING INC	10,023.	11,097.
69327R101 PDC ENERGY INC	6,161.	6,144.
693483109 POSCO - ADR	16,281.	16,019.
693656100 PVH CORP	8,828.	8,881.
71654V408 PETROLEO BRASILEIRO	25,800.	16,043.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
722005667 PIMCO COMMODITY REAL	300,000.	284,979.
73179P106 POLYONE CORP	11,067.	13,579.
74340W103 PROLOGIS INC	17,944.	25,142.
74965L101 RLJ LODGING TRUST	5,386.	6,043.
76131V202 RETAIL PROPERTIES OF	2,845.	3,723.
76169B102 REXNORD CORP	2,594.	2,556.
767204100 RIO TINTO PLC - ADR	14,414.	16,846.
780641205 KONINKLIJKE KPN N.V.	10,411.	5,737.
80105N105 SANOFI-ADR	16,627.	21,416.
81618T100 SELECT INCOME	2,310.	2,576.
826197501 SIEMENS AG - ADR	12,522.	10,947.
831865209 SMITH A O CORP CL B	3,431.	3,469.
84760C107 SPECTRANETICS CORP	4,093.	5,243.
86562X106 SUMITOMO MITSUI TR-S	11,412.	11,344.
870297801 MLN ELEMENTS ROGERS	237,847.	285,408.
87927Y102 TELECOM ITALIA S.P.A	6,899.	6,742.
882508104 TEXAS INSTRUMENTS IN	45,481.	50,969.
89151E109 TOTAL S.A. - ADR	44,096.	43,064.
89531P105 TREX COMPANY INC	4,094.	4,654.
904767704 UNILEVER PLC - ADR	9,227.	10,571.
915436109 UPM-KYMMENE CORP - A	13,800.	14,364.
92276F100 VENTAS INC COM	14,396.	26,406.
92857F107 VOCERA COMMUNICATION	3,885.	3,514.
92857W209 VODAFONE GROUP PLC N	42,869.	37,987.
928662303 VOLKSWAGEN AG - ADR	16,379.	22,691.
92932M101 WNS HOLDINGS LTD ADR	2,837.	2,816.
930427109 WAGEWORKS INC	5,657.	5,518.
931422109 WALGREEN CO	48,504.	47,743.
966387102 WHITING PETE CORP NE	9,654.	8,674.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
984332106 YAHOO INC COM		13,837.	17,711.
989825104 ZURICH INSURANCE GRO		16,197.	19,564.
G29183103 EATON CORP PLC		36,022.	37,601.
G3157S106 ENSCO PLC-CL A		31,283.	35,568.
G491BT108 INVESCO LIMITED		11,494.	12,001.
G6852T105 PARTNERRE LTD COM		45,158.	53,123.
G96666105 WILLIS GROUP HOLDING		45,699.	41,577.
H0023R105 ACE LIMITED		47,312.	58,254.
H6169Q108 PENTAIR, LTD.		18,655.	24,575.
M22465104 CHECK POINT SOFTWARE		10,202.	9,052.
N47279109 INTERXION HOLDING NV		3,600.	3,802.
	TOTALS	7,282,177.	8,118,441.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
277911491 EATON VANCE FLOATING		
72201F409 PIMCO DEVELOPING LOC		
693390841 PIMCO HIGH YIELD		
922031836 VANGUARD SHORT-TERM		
722005220 PIMCO FOREIGN BOND		
003021714 ABERDEEN EMERGING		
922042858 VANGUARD EMERGING MK		
00758M165 ACADIAN EMERGING MKT		
04314H808 ARTISAN INTERN		
922908496 VANGUARD 500 INDEX		
4521518U0 ILLINOIS ST		
646139X83 NEWJERSEY ST		
02209SAH6 ALTRIA GROUP INC	14,994.	25,092.
02364WAX3 AMERICA MOVIL SAB DE	5,297.	5,801.
026874BW6 AMERICAN INTL GROUP	16,576.	18,612.
02687QBW7 AMERICAN INTL GROUP		
031162BK5 AMGEN INC		
038222AG0 APPLIED MATERIALS IN	9,959.	12,202.
00206RBA9 AT&T INC		
053332AK8 AUTOZONE INC		
06849RAF9 BARRICK NA FINANCE		
10112RAT1 BOSTON PROPERTIES		
140420MV9 CAPITAL ONE BANK USA	6,218.	6,771.
172967FF3 CITIGROUP INC		
189054AS8 CLOROX COMPANY		
2030NAW1 COMCAST CORP		
25459HAZ8 DIRECTV HLDG/FIN		
25470DAE9 DISCOVERY COMMUNICAT		
260543CF8 DOW CHEMICAL		

THE W DUKE KIMBRELL FAMILY FDN 552-1025874606 20-3390787

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
26884AAZ6 ERP OPERATING LP		
30161MAE3 EXELO GENERATIONS CO		
31677AAA2 FIFTH THIRD BK CINCI		
369622SM8 GENERAL ELEC CAP COR	4,982.	5,804.
40049JAX5 GRUPO TELEVISA S.A.	5,367.	5,902.
421915EJ4 HEALTH CARE PROPERTI	18,492.	22,975.
42217KAM8 HEALTH CARE REIT INC		
46625HJA9 JPMORGAN CHASE & CO		
49327XAB6 KEY BANK NA	15,969.	16,768.
534187AY5 LINCOLN NATIONAL COR	17,777.	17,948.
577081AW2 MATTEL INC	10,096.	11,296.
652482BQ2 NEWS AMERICA INC	10,226.	12,922.
655422AU7 NORANDA INC	9,733.	11,226.
71645WAT8 PETROBRAS INTL FIN	10,404.	10,550.
74432QBG9 PRUDENTIAL FINANCIAL	11,786.	12,699.
759351AG4 REINSURANCE GRP OF	20,276.	23,319.
816851AK5 SEMPRA ENERGY	12,750.	14,001.
828807CA3 SIMON PROPERTY GROU	12,724.	14,300.
86787EAM9 SUNTRUST BANK	23,061.	24,478.
887317AK1TIME WARNER INC		
91911TAK9 VALE OVERSEAS LIMITE		
92553PAJ1 VIACOM INC		
959802AB5 WESTERN UN CO		
984121BW2 XEROX CORPORATION	11,289.	11,533.
120568AV2 BUNGE LIMITED FINANC	14,971.	15,654.
143658AY8 CARNIVAL CORP	9,979.	10,014.
172967DR9 CITIGROUP INC	16,268.	16,348.
29379VAY9 ENTERPRISE PRODUCTS	15,007.	15,188.
38141GFD1 GOLDMAN SACHS GROUP	16,704.	17,000.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
40414LAH2 HCP INC	9,973.	9,961.
404280AJ8 HSBC HOLDINGS PLC	12,586.	12,789.
42217KAY2 HEALTH CARE REIT INC	9,969.	10,758.
42217KBA3 HEALTH CARE REIT INC	9,963.	10,019.
48121CYK6 JP MORGAN CHASE BANK	23,247.	23,677.
494550BL9 KINDER MORGAN ENER	9,981.	10,693.
5901884M7 MERRILL LYNCH & CO	10,851.	11,009.
59022CAJ2 MERRILL LYNCH & CO	5,473.	5,458.
59156RAT5 MET LIFE GLOB FUNDIN	13,031.	13,110.
61747YDT9 MORGAN STANLEY	16,341.	16,364.
6174824M3 MORGAN STANLEY	9,965.	10,354.
65334HAJ1 NEXEN INC	14,027.	14,473.
68268NAJ2 ONEOK PARTNERS LP	9,967.	10,190.
69349LAE8 PNC BANK NA	12,076.	12,491.
71645WAR2 PETROBRAS INTL FIN	17,309.	16,887.
88732JBD9 TIME WARNER CABLE IN	9,944.	9,753.
902494AT0 TYSON FOODS INC	10,174.	10,825.
90261XBY7 UBS AG STAMFORD CT	10,553.	11,157.
92936MAC1 WPP FINANCE 2010	15,042.	14,920.
959802AH2 WESTERN UN CO	15,857.	15,178.
959802AR0 WESTERN UNION CO/THE	4,975.	4,954.
98310WAJ7 WYNDHAM WORLDWIDE	10,184.	10,325.
TOTALS	582,393.	623,748.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
BRIGADE OFFSHORE 2010-05	C		
7HF000H69 HFR MA STRATEGIC OFF	C		
LAZARD OFFSHORE SERIES 6	C		
MOUNT LUCAS OFFSHORE SER	C		
STRATEGIC VALUE SERIES E	C		
870297801 ELEMENTS ROGERS TOTA	C		
26613Q106 DUPONT FABROS	C		
44980Q518 ING INTERNATIONAL	C		
210312102 CONSTANT CONTACT	C		
72346Q104 PINNACLE FINL	C		
12612AAD4 CNH EQUIPMENT TRUST	C		
210523AF3 CONSUMERS FUNDING	C		
3128HXFA8 FED HOME LN MTG	C		
31331FAZ4 FEDERAL EXPRESS	C		
36161FAD7 GE EQUIPMENT	C		
38373Y6X7 GOVT NATL MTG	C		
38373MY53 GOVT NATL MTG	C		
38376GSW1 GOVT NATL MTG ASSN	C		
55265KXU8 MASTER ASSET	C		
62888XABO NCUA GTD NTS	C		
80282HAC7 SANTANDER DRIVE	C		
80282HAD5 SANTANDER DRIVE	C		
80282HAE3 SANTANDER DRIVE	C		
86359A4B6 STRUCTURED ASSET	C		
LEXINGTON OFFSHORE SERIES 6	C		
TRIAN PARTNERS LTD- OFFSHORE	C		
000375204 ABB LTD - ADR	C		
G1151C101 ACCENTURE PLC	C		
143658300 CARNIVAL CORP	C		

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
G47791101 INGERSOLL-RAND	C		
500458401 KOMATSU LIMITED	C		
806857108 SCHLUMBERGER	C		
277911491 EATON VANCE FLOATING	C		
72201F409 PIMCO EMERGING MKT	C		
922031737 VANGUARD INFLATION P	C		
413838202 OAKMARK FUNDS	C		
277923728 EATON VANCE GLOBAL M	C		
448108100 HUSSMAN STRATEGIC	C		
00758M162 ACADIAN EMERGING MKT	C		
018805101 ALLIANZ SE	C		
02364W105 AMERICA MOVIL S.A.B.	C		
043400100 ASAHI KASEL CORP	C		
05946K101 BANCO BILBAO VIZCAYA	C		
055262505 BASF AKTIENGESELL	C		
072730302 BAYER AG- ADR	C		
05565A202 BNP PARIBAS - ADR	C		
225401108 CREDIT SUISSE GROUP	C		
233825108 DAIMLER AG- SPN	C		
25030W100 DESARROLLDORA	C		
251561304 DEUTSCHE LUFTHANSA	C		
344419106 FOMENTO EXONOMICO ME	C		
359590304 FUJITSU LIMITED - A	C		
36160B105 GDF SUEZ SPONSORED	C		
37733W105 GLAXOSMITHKLINE	C		
410693105 HANNOVER REINS CORP	C		
453142101 IMPERIAL TOBACCO GRO	C		
500458401 KOMATSU LIMITED - AD	C		
50048B104 KONICA MINOLTA HOLDI	C		

THE W DUKE KIMBRELL FAMILY FDN 552-1025874606 20-3390787

FORM 990PF, PART II - OTHER INVESTMENTS
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DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
500467402 KONINKLIJKE AHOLD	C		
50127R103 KURARAY CO LTD	C		
606769305 MITSUBISHI CORP	C		
62474M108 MTN GROUP	C		
632525408 NATIONAL AUSTRALIA B	C		
65334H102 NEXEN INC	C		
654624105 NIPPON TELEGRAPH AND	C		
66987V109 NOVARTIS AG - ADR	C		
71654V408 PETROLEO BRASILEIRO	C		
74435K204 PRUDENTIAL PLC - ADR	C		
758204200 REED ELSEVIER N V	C		
761655406 REXAM PLC - ADR	C		
767204100 RIO TINTO PLC	C		
771195104 ROCHE HOLDINGS	C		
775781206 ROLLS ROYCE HOLDINGS	C		
780259107 ROYAL DUTCH SHELL	C		
78404D109 SBM OFFSHORE NV	C		
G7945E105 SEADRILL LIMITED	C		
826197501 SIEMENS AG - ADR	C		
82929R304 SINGAPORE TELECOMMUN	C		
83175M205 SMITH & NEPHEW PLC	C		
86562X106 SUMITOMO MITSUI	C		
869587402 SVENSKA CELLULOSA	C		
87944W105 TELENOR ASA - ADR	C		
881624209 TEVA PHARMACEUTI	C		
928662303 VOLKSWAGEN AG - ADR	C		
98418K205 XSTRATA PLC	C		
98982M107 ZURICH FINANCIAL SER	C		
088606108 BHP BILLITON LIMITED	C		

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
210313102 CONSTANT CONTACT	C		
167250109 CHICAGO BRIDGE & IRO	C		
N22717107 CORE LABORATOR	C		
45245E109 IMAX CORP	C		
653656108 NICE SYSTEMS LTD	C		
653905109 NIKO RES	C		
79780P104 SAN GOLD CORP	C		
G87210103 UTI WORLDWIDE	C		
05947ULY2 BANC AMER COML	C		
12623CAD7 CNH EQUIPMENT TRUST	C		
38373MY53 GOVT NATL MTG	C		
38376GVB3 GOVT NATL MTG	C		
61745MTD5 MORGAN STANLEY CAP	C		
61746WZA1 MORGAN STANLEY	C		
981464CJ7 WORLD FINANCIAL NETW	C		
167250109 CHICAGO BRIDGE & IRO	C		
112900105 BROOKFIELD OFFICE	C		
015271109 ALEXANDRIA RE EQUITI	C		
024013104 AMERICAN ASSETS TRUS	C		
024835100 AMERICAN CAMPUS	C		
053484101 AVALONBAY CMNTY INC	C		
09063H107 BIOMED RLTY TR INC	C		
101121101 BOSTON PROPERTIES IN	C		
133131102 CAMDEN PPTY TR SH	C		
13466Y105 CAMPUS CREST CMNTY	C		
21870Q105 CORESITE REALTY CORP	C		
229663109 CUBESMART	C		
23317H102 DDR CORPORATION	C		
29380T105 ENTERTAINMENT PPTYS	C		

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FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
29472R108 EQUITY LIFESTYLE PPT	C		
29476L107 EQUITY RESIDENTIAL P	C		
297178105 ESSEX PPTY TR	C		
30225T102 EXTRA SPACE STORAGE	C		
313747206 FEDERAL RLTY INVT TR	C		
33610F109 FIRST POTOMAC RLTY	C		
40414L109 HCP INC	C		
42217K106 HEALTH CARE REIT INC	C		
44107P104 HOST HOTEL & RESORT	C		
49427F108 KILROY REALTY CORP	C		
49803T102 KITE REALTY GROUP	C		
531172104 LIBERTY PPTY TR SH	C		
554382101 MACERICH CO COM	C		
637417106 NATIONAL RETAIL PPTY	C		
681936100 OMEGA HEALTHCARE INV	C		
720190206 PIEDMONT OFFICE REAL	C		
74340W103 PROLOGIS INC	C		
74460D109 PUBLIC STORAGE INC	C		
751452202 RAMCO-GERSHENSON	C		
758849103 REGENCY CENTERS CORP	C		
74965L101 RLJ LODGING TRUST	C		
828806109 SIMON PROPERTY	C		
92276F100 VENTAS INC COM	C		
929042109 VORNADO REALTY TRUST	C		
G0450A105 ARCH CAPITAL GROUP	C		
G24140108 COOPER INDUSTRIES	C		
45857P301 INTERCONTINENTAL HOT	C		
H84989104 TE CONNECTIVITY LTD	C		
H89128104 TYCO INTERNATIONAL	C		

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
G96666105 WILLIS GROUP HOLDING	C		
G98290102 XL GROUP PLC	C		
H0023R105 ACE LIMITED	C		
29358Q109 ENSCO INTERNATIONAL	C		
G6852T105 PARTNERRE LTD	C		
881624209 TEVA PHARMACEUTICAL	C		
046353108 ASTRAZENECA PLC	C		
05534B760 BCE INC	C		
37733W105 GLAXOSMITHKLINE PLC	C		
636274300 NATIONAL GRID PLC	C		
780259107 ROYAL DUTCH SHELL IN	C		
879382208 TELFONICA SA ADR	C		
89151E109 TOTAL SA ADR	C		
904767704 UNILEVER PLC ADR	C		
92857W209 VODAFONE GROUP PLC	C		
40414L109 HCP INC	C		
42217K106 HEALTH CARE REIT INC	C		
7HF990SE2 STRATEGIC VALUE SER	C	477,587.	500,822.
7HF99B008 BRIGADE OFFSHORE 201	C	500,170.	550,135.
7HF99LX75 LEXINGTON PARTNERS V	C	492,481.	492,481.
7HF99LZ65 LAZARD OFFSHORE SER	C	486,446.	504,486.
7HF99ML01 MOUNT LUCAS OFFSHORE	C	729,607.	568,531.
7HF99TR00 TRIAN PARTNERS LTD	C	595,779.	623,537.
880208400 TEMPLETON GLOBAL BON	C	300,000.	301,810.
TOTALS		3,582,070.	3,541,802.

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FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
05947U4D7 BANC OF AMERICA COMM	22,358.	22,281.
12623CAD7 CNH EQUIPMENT TRUST	54,981.	55,831.
31394VX47 VR FED NATL MTG AS	19,600.	18,582.
36192KAR8 GS MORTGAGE SECURITI	20,400.	20,984.
38376GVB3 VR GOVT NATL MTG	18,960.	19,502.
38376GYX2 VR GOVT NATL MTG	9,251.	8,128.
981464CJ7 WORLD FINANCIAL NETW	21,538.	21,561.
TOTALS	167,088.	166,869.

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

DESCRIPTION	AMOUNT
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	20,164.
MUTUAL FUND TDB	821.
ACCRUED INTEREST PAID EFFECTIVE DATE BEFORE TYE	1,093.
ROUNDING	36.
TOTAL	22,114.

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

DESCRIPTION	AMOUNT
MUTUAL FUND POSTING DATE AFTER TYE	2,735.
CORP ACTION ADJUSTMENTS	14,370.
ROC BASIS ADJUSTMENT	5,249.
ACCRUED INTEREST PAID EFFECTIVE DATE AFTER TYE	1,170.
SALES WITH GAIN & TRADE DATE BEFORE TYE	629.
TOTAL	24,153.

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF

NAME: Wells Fargo Bank NA

ADDRESS: ONE WEST 4TH STREET D4000-062
WINSTON SALEM, NC 27101

TELEPHONE NUMBER: (855)739-2921

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TAX                                                                                     EDIT
CODE/DATE TRANSACTIONS                                   TAXABLE       INCOME      PRINCIPAL   NUMBER
--------- ------------                              ------------  ------------  ------------  ----------

149   BENEFICIARY DISTRIBUTIONS
        *SEE ATTACHED - 99-9999999
        -------------------------
01/04/12  CASH DISBURSEMENT                             -750 00                     -750 00   1201000006
          CHARITABLE CASH CONTRIBUTION                                     **CHANGED** 05/29/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR· 99-9999999
          PAID TO:
                NC CENTER FOR PUBLIC POLICY
          TR TRAN#=EA004587000001  TR CD=078    REG=0     PORT=PRIN

01/04/12  CASH DISBURSEMENT                             -100 00                     -100 00   1201000007
          CHARITABLE CASH CONTRIBUTION                                     **CHANGED** 05/29/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR. 99-9999999
          PAID TO
                UNC-TV
          TR TRAN#=EA004592000001  TR CD=078    REG=0     PORT=PRIN

01/09/12  CASH DISBURSEMENT                             -200 00                     -200 00   1201000011
          CHARITABLE CASH CONTRIBUTION                                     **CHANGED** 05/29/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          A COMMISSION OF THE CHRISTIAN MEDICAL AND DENTAL
          ASSOCIATION
          FOR  99-9999999
          PAID TO
                PAN-AFRICAN ACADEMY OF CHRISTIAN
                SURGEONS
          TR TRAN#=EA012902000001  TR CD=078    REG=0     PORT=PRIN

01/11/12  CASH DISBURSEMENT                              -25.00                      -25 00   1201000013
          CHARITABLE CASH CONTRIBUTION                                     **CHANGED** 05/29/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR: 99-9999999
          PAID TO
                POLICE PROTECTIVE FUND
          TR TRAN#=EA017655000001  TR CD=078    REG=0     PORT=PRIN

01/11/12  CASH DISBURSEMENT                             -500 00                     -500 00   1201000015
          CHARITABLE CASH CONTRIBUTION                                     **CHANGED** 05/29/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR. 99-9999999
          PAID TO
                BOYS & GIRLS CLUB OF GREATER GASTON
                COUNTY
          TR TRAN#=EA017672000001  TR CD=078    REG=0     PORT=PRIN

01/11/12  CASH DISBURSEMENT                              -50 00                      -50 00   1201000011
          CHARITABLE CASH CONTRIBUTION                                     **CHANGED** 05/29/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR. 99-9999999
          PAID TO.
                JUDICIAL WATCH
          TR TRAN#=EA017657000001  TR CD=078    REG=0     PORT=PRIN

01/19/12  CASH DISBURSEMENT                          -500000.00                  -500000 00   1201000017
          CHARITABLE CASH CONTRIBUTION                                     **CHANGED** 05/29/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR. 99-9999999
          PAID TO
                GASTON HOSPICE
                POST OFFICE BOX 3984
                GASTONIA, NC
          TR TRAN#=EA028764000001  TR CD=078    REG=0     PORT=PRIN

01/19/12  CASH DISBURSEMENT                              -30 00                      -30 00   1201000018
          CHARITABLE CASH CONTRIBUTION                                     **CHANGED** 05/29/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          IN MEMORY OF HERMAN LOUIS WALLS
          FOR: 99-9999999
          PAID TO
                THE MASONIC HOME FOR CHILDREN
                600 COLLEGE STREET
                OXFORD, NC
          TR TRAN#=EA029537000001  TR CD=078    REG=0     PORT=PRIN

02/01/12  CASH DISBURSEMENT                          -300000 00                  -300000 00   1202000001
          DISTRIBUTION TO CHARITY                                          **CHANGED** 05/29/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR. 99-9999999
          PAID TO
                NORTH CAROLINA TEXTILE FOUNDATION
          TR TRAN#=EA001031000001  TR CD=506    REG=0     PORT=PRIN

02/01/12  CASH DISBURSEMENT                             -850 00                     -850 00   1202000002
          DISTRIBUTION TO CHARITY                                          **CHANGED** 05/29/12 DFA
          CONTRIBUTION FOR THE JIM HENRY GOLF TOURNAMENT
          FOR· 99-9999999
          PAID TO
                CRISIS ASSISTANCE MINISTRY
          TR TRAN#=EA001059000001  TR CD=506    REG=0     PORT=PRIN
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TAX                                                                                                             EDIT
CODE/DATE TRANSACTIONS                                          TAXABLE         INCOME        PRINCIPAL    NUMBER
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149    BENEFICIARY DISTRIBUTIONS (CONTINUED)
            *SEE ATTACHED - 99-9999999 (CONTINUED)
            ------------------------------------

02/01/12  CASH DISBURSEMENT                                       -200 00                        -200 00   1202000005
          DISTRIBUTION TO CHARITY                                                          **CHANGED** 05/29/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR  99-9999999
          PAID TO:
                    LUMIERE MEDICAL MINISTRIES, INC
          TR TRAN#=EA001815000001  TR CD=506    REG=0     PORT=PRIN

02/07/12  CASH DISBURSEMENT                                       -400.00                        -400 00   1202000009
          CHARITABLE CASH CONTRIBUTION                                                     **CHANGED** 05/29/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR. 99-9999999
          PAID TO:
                    UNITED WAY OF GASTON COUNTY
          TR TRAN#=EA010302000001  TR CD=078    REG=0     PORT=PRIN

02/07/12  CASH DISBURSEMENT                                       -100 00                        -100 00   1202000010
          CHARITABLE CASH CONTRIBUTION                                                     **CHANGED** 05/29/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR: 99-9999999
          PAID TO.
                    EASTER SEALS
          TR TRAN#=EA010307000001  TR CD=078    REG=0     PORT=PRIN

02/09/12  CASH DISBURSEMENT                                       -200 00                        -200 00   1202000012
          CHARITABLE CASH CONTRIBUTION                                                     **CHANGED** 05/29/12 DFA
          IN MEMORY OF BILL KEITH
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR  99-9999999
          PAID TO.
                    FIRST PRESBYTERIAN CHURCH
          TR TRAN#=EA013264000001  TR CD=078    REG=0     PORT=PRIN

02/09/12  CASH DISBURSEMENT                                       -200 00                        -200 00   1202000011
          CHARITABLE CASH CONTRIBUTION                                                     **CHANGED** 05/29/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR  99-9999999
          PAID TO
                    FIRST THINGS FIRST OF GASTON COUNTY
          TR TRAN#=EA013262000001  TR CD=078    REG=0     PORT=PRIN

02/16/12  CASH DISBURSEMENT                                      -1000 00                       -1000 00   1202000013
          DISTRIBUTION TO CHARITY                                                          **CHANGED** 05/29/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR  99-9999999
          PAID TO·
                    BRICE FOUNDATION
          TR TRAN#=EA024324000001  TR CD=506    REG=0     PORT=PRIN

02/17/12  CASH DISBURSEMENT                                    -300000 00                     -300000 00   1202000014
          DISTRIBUTION TO CHARITY                                                          **CHANGED** 05/29/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR  99-9999999
          PAID TO·
                    NC TEXTILE FOUNDATION
          TR TRAN#=EA026323000001  TR CD=506    REG=0     PORT=PRIN

02/29/12  CASH DISBURSEMENT                                       -200.00                        -200 00   1202000028
          CHARITABLE CASH CONTRIBUTION                                                     **CHANGED** 05/29/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR. 99-9999999
          PAID TO
                    YOUNG AMERICA'S FOUNDATION
          TR TRAN#=EA042621000001  TR CD=078    REG=0     PORT=PRIN

03/02/12  CASH DISBURSEMENT                                     -11000 00                      -11000 00   1203000003
          CHARITABLE CASH CONTRIBUTION                                                     **CHANGED** 05/29/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR  99-9999999
          PAID TO
                    COMMUNITY FOUNDATION OF
                    GASTON COUNTY
          TR TRAN#=EA002708000001  TR CD=078    REG=0     PORT=PRIN

03/02/12  CASH DISBURSEMENT                                      -2500 00                       -2500 00   1203000004
          CHARITABLE CASH CONTRIBUTION                                                     **CHANGED** 05/29/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR. 99-9999999
          PAID TO
                    NC FREE ENTERPRISE FOUNDATION, INC
                    POST OFFICE BOX 12406
                    RALEIGH, NC
          TR TRAN#=EA002713000001  TR CD=078    REG=0     PORT=PRIN

03/02/12  CASH DISBURSEMENT                                      -1000 00                       -1000 00   1203000005
          CHARITABLE CASH CONTRIBUTION                                                     **CHANGED** 05/29/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR. 99-9999999
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TAX                                                                                          EDIT
CODE/DATE TRANSACTIONS                                       TAXABLE       INCOME     PRINCIPAL  NUMBER
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149   BENEFICIARY DISTRIBUTIONS (CONTINUED)
          *SEE ATTACHED - 99-9999999 (CONTINUED)
          -------------------------------------

          PAID TO
                  ARKANSAS SPORTS HALL OF FAME
                  #3 VERIZON ARENA WAY
                  NORTH LITTLE ROCK, AR
          TR TRAN#=EA002715000001  TR CD=078    REG=0    PORT=PRIN

03/02/12  CASH DISBURSEMENT                                   -200 00                      -200 00   1203000006
          CHARITABLE CASH CONTRIBUTION                                             **CHANGED** 05/29/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR. 99-9999999
          PAID TO.
                  THE NATIONAL CENTER FOR PUBLIC
                  POLICY RESEARCH
                  501 CAPITOL COURT, NE, #200
                  WASHINGTON, DC
          TR TRAN#=EA003067000001  TR CD=078    REG=0    PORT=PRIN

03/05/12  CASH DISBURSEMENT                                   -25.00                        -25 00   1203000007
          CHARITABLE CASH CONTRIBUTION                                             **CHANGED** 05/29/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR. 99-9999999
          PAID TO.
                  AMERICAN CANCER SOCIETY
          TR TRAN#=EA005760000001  TR CD=078    REG=0    PORT=PRIN

03/13/12  CASH DISBURSEMENT                                   -500 00                      -500 00   1203000012
          DISTRIBUTION TO CHARITY                                                  **CHANGED** 05/29/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR. 99-9999999
          PAID TO:
                  CAROLINA THREAD TRAIL
          TR TRAN#=EA017969000001  TR CD=506    REG=0    PORT=PRIN

03/14/12  CASH DISBURSEMENT                                -250000.00                   -250000 00   1203000014
          DISTRIBUTION TO CHARITY                                                  **CHANGED** 05/29/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR  99-9999999
          PAID TO
                  COVENANT VILLAGE, INC.
          TR TRAN#=EA020713000001  TR CD=506    REG=0    PORT=PRIN

03/21/12  CASH DISBURSEMENT                                   -300.00                      -300 00   1203000026
          CHARITABLE CASH CONTRIBUTION                                             **CHANGED** 05/29/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR  99-9999999
          PAID TO·
                  NORTH CAROLINA 4-H DEVELOPMENT FUND
          TR TRAN#=EA031325000001  TR CD=078    REG=0    PORT=PRIN

03/21/12  CASH DISBURSEMENT                                   -100 00                      -100 00   1203000029
          CHARITABLE CASH CONTRIBUTION                                             **CHANGED** 05/29/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR: 99-9999999
          PAID TO.
                  SAMARITAN'S PURSE
          TR TRAN#=EA031327000001  TR CD=078    REG=0    PORT=PRIN

03/28/12  CASH DISBURSEMENT                                  -1000.00                     -1000.00   1203000030
          DISTRIBUTION TO CHARITY                                                  **CHANGED** 05/29/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR. 99-9999999
          PAID TO
                  FAMILY EDUCATION RESOURCE MINISTRIES
          TR TRAN#=EA042924000001  TR CD=506    REG=0    PORT=PRIN

03/30/12  CASH DISBURSEMENT                                   -500 00                      -500 00   1203000031
          DISTRIBUTION TO CHARITY                                                  **CHANGED** 05/29/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR: 99-9999999
          PAID TO.
                  WORLD AFFAIRS COUNCIL OF CHARLOTTE
          TR TRAN#=EA046005000001  TR CD=506    REG=0    PORT=PRIN

04/03/12  CASH DISBURSEMENT                                   -100 00                      -100 00   1204000001
          DISTRIBUTION TO CHARITY                                                  **CHANGED** 05/29/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR· 99-9999999
          PAID TO·
                  NC SHERIFFS' ASSOCIATION
          TR TRAN#=EA003204000001  TR CD=506    REG=0    PORT=PRIN

04/10/12  CASH DISBURSEMENT                                  -5000 00                     -5000 00   1204000002
          CHARITABLE CASH CONTRIBUTION                                             **CHANGED** 05/29/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR· 99-9999999
          PAID TO
                  LUMIERE MEDICAL MINISTRIES
          TR TRAN#=EA015003000001  TR CD=078    REG=0    PORT=PRIN
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TAX                                                                                    EDIT
CODE/DATE TRANSACTIONS                                   TAXABLE        INCOME      PRINCIPAL   NUMBER
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149   BENEFICIARY DISTRIBUTIONS (CONTINUED)
        *SEE ATTACHED - 99-9999999 (CONTINUED)
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04/10/12 CASH DISBURSEMENT                                 -100.00                     -100 00   1204000003
         CHARITABLE CASH CONTRIBUTION                                            **CHANGED** 05/29/12 DFA
         AUTHORIZED DISTRIBUTION TO CHARITY
         FOR: 99-9999999
         PAID TO
                 CYSTIC FIBROSIS FOUNDATION
         TR TRAN#=EA015004000001  TR CD=078    REG=0    PORT=PRIN

04/10/12 CASH DISBURSEMENT                                 -140.00                     -140 00   1204000001
         CHARITABLE CASH CONTRIBUTION                                            **CHANGED** 05/29/12 DFA
         AUTHORIZED DISTRIBUTION TO CHARITY
         FOR: 99-9999999
         PAID TO:
                 BOYS TOWN
         TR TRAN#=EA015006000001  TR CD=078    REG=0    PORT=PRIN

01/24/12 CASH DISBURSEMENT                                 -500.00                     -500 00   1204000022
         CHARITABLE CASH CONTRIBUTION                                            **CHANGED** 05/29/12 DFA
         GRANT FOR THE WE BUILD PEOPLE CAMPAIGN
         FOR  99-9999999
         PAID TO:
                 YMCA
         TR TRAN#=EA042056000001  TR CD=078    REG=     PORT=PRIN

05/09/12 CASH DISBURSEMENT                                -5000 00                    -5000 00   1205000007
         DISTRIBUTION TO CHARITY                                                 **CHANGED** 06/04/12 DFA
         AUTHORIZED DISTRIBUTION TO CHARITY
         FOR. 99-9999999
         PAID TO.
                 PRESBYTERIAN HEALTHCARE FOUNDATION
         TR TRAN#=EA014907000001  TR CD=506    REG=     PORT=PRIN

05/09/12 CASH DISBURSEMENT                             -1000000 00                 -1000000 00   1205000008
         DISTRIBUTION TO CHARITY                                                 **CHANGED** 06/04/12 DFA
         AUTHORIZED DISTRIBUTION TO CHARITY
         FOR. 99-9999999
         PAID TO
                 GASTON COLLEGE FOUNDATION
         TR TRAN#=EA014916000001  TR CD=506    REG=     PORT=PRIN

05/16/12 CASH DISBURSEMENT                                  -35.00                      -35 00   1205000011
         DISTRIBUTION TO CHARITY                                                 **CHANGED** 06/04/12 DFA
         AUTHORIZED DISTRIBUTION TO CHARITY
         FOR  99-9999999
         PAID TO:
                 THE HERITAGE FOUNDATION
         TR TRAN#=EA025283000001  TR CD=506    REG=     PORT=PRIN

05/16/12 CASH DISBURSEMENT                                  -25 00                      -25 00   1205000010
         DISTRIBUTION TO CHARITY                                                 **CHANGED** 06/04/12 DFA
         AUTHORIZED DISTRIBUTION TO CHARITY
         FOR  99-9999999
         PAID TO.
                 HOLY ANGELS FOUNDATION, INC
         TR TRAN#=EA025281000001  TR CD=506    REG=     PORT=PRIN

06/05/12 CASH DISBURSEMENT                               -10000 00                   -10000 00   1206000006
         DISTRIBUTION TO CHARITY                                                 **CHANGED** 07/10/12 DFA
         AUTHORIZED DISTRIBUTION TO CHARITY
         FOR. 99-9999999
         PAID TO
                 NATIONAL RIGHT TO WORK LEGAL
                 DEFENSE & EDUCATION FOUNDATION
         TR TRAN#=EA006612000001  TR CD=506    REG=     PORT=PRIN

06/19/12 CASH DISBURSEMENT                                -1000 00                    -1000 00   1206000008
         DISTRIBUTION TO CHARITY                                                 **CHANGED** 07/10/12 DFA
         AUTHORIZED DISTRIBUTION TO CHARITY
         FOR  99-9999999
         PAID TO
                 JUNIOR ACHIEVEMENT
         TR TRAN#=EA028855000001  TR CD=506    REG=     PORT=PRIN

06/19/12 CASH DISBURSEMENT                                 -500 00                     -500 00   1206000009
         DISTRIBUTION TO CHARITY                                                 **CHANGED** 07/10/12 DFA
         AUTHORIZED DISTRIBUTION TO CHARITY
         FOR  99-9999999
         PAID TO.
                 MONTREAT CONFERENCE CENTER
         TR TRAN#=EA028857000001  TR CD=506    REG=     PORT=PRIN

06/19/12 CASH DISBURSEMENT                                  -35 00                      -35 00   1206000007
         DISTRIBUTION TO CHARITY                                                 **CHANGED** 07/10/12 DFA
         AUTHORIZED DISTRIBUTION TO CHARITY
         FOR: 99-9999999
         PAID TO:
                 UNC-TV
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TAX                                                                                       EDIT
CODE/DATE TRANSACTIONS                                  TAXABLE      INCOME     PRINCIPAL  NUMBER
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149  BENEFICIARY DISTRIBUTIONS (CONTINUED)
          *SEE ATTACHED - 99-9999999 (CONTINUED)
          -------------------------------------

          TR TRAN#=EA028852000001  TR CD=506    REG=      PORT=PRIN

07/16/12  CASH DISBURSEMENT                            -12500.00                  -12500 00   1207000001
          DISTRIBUTION TO CHARITY                                          **CHANGED** 08/14/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR· 99-9999999
          PAID TO
                   STOKES COUNTY ARTS COUNCIL INC
          TR TRAN#=EA019687000001  TR CD=506    REG=      PORT=PRIN

07/16/12  CASH DISBURSEMENT                             -5000 00                   -5000 00   1207000002
          DISTRIBUTION TO CHARITY                                          **CHANGED** 08/14/12 DFA
          2ND OF 5 INSTALLMENTS
          FOR. 99-9999999
          PAID TO
                   MONTCROSS AREA CHAMBER OF COMMERCE
          TR TRAN#=EA019691000001  TR CD=506    REG=      PORT=PRIN

08/01/12  CASH DISBURSEMENT                              -100.00                    -100 00   1208000001
          DISTRIBUTION TO CHARITY                                          **CHANGED** 09/13/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR. 99-9999999
          PAID TO.
                   GASTON LITERACY COUNCIL, INC
          TR TRAN#=EA002139000001  TR CD=506    REG=      PORT=PRIN

08/01/12  CASH DISBURSEMENT                             -2500 00                   -2500 00   1208000002
          DISTRIBUTION TO CHARITY                                          **CHANGED** 09/13/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR. 99-9999999
          PAID TO:
                   CANCER SERVICES OF GASTON
                   COUNTY, INC.
          TR TRAN#=EA002145000001  TR CD=506    REG=      PORT=PRIN

08/01/12  CASH DISBURSEMENT                              -100 00                    -100 00   1208000003
          DISTRIBUTION TO CHARITY                                          **CHANGED** 09/13/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR  99-9999999
          PAID TO
                   GARDNER-WEBB UNIVERSITY
          TR TRAN#=EA002153000001  TR CD=506    REG=      PORT=PRIN

08/01/12  CASH DISBURSEMENT                              -500 00                    -500 00   1208000004
          DISTRIBUTION TO CHARITY                                          **CHANGED** 09/13/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR  99-9999999
          PAID TO
                   THE SCHIELE MUSEUM, INC
          TR TRAN#=EA002160000001  TR CD=506    REG=      PORT=PRIN

08/08/12  CASH DISBURSEMENT                             -1500.00                   -1500 00   1208000007
          DISTRIBUTION TO CHARITY                                          **CHANGED** 09/13/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR· 99-9999999
          PAID TO·
                   GASTON RESIDENTIAL SERVICES
          TR TRAN#=EA012163000001  TR CD=506    REG=      PORT=PRIN

08/08/12  CASH DISBURSEMENT                              -100.00                    -100 00   1208000008
          DISTRIBUTION TO CHARITY                                          **CHANGED** 09/13/12 DFA
          IN MEMORY OF EDWARD MONTS RAST
          FOR  99-9999999
          PAID TO
                   GROVE PARK HOSPICE
          TR TRAN#=EA012164000001  TR CD=506    REG=      PORT=PRIN

08/16/12  CASH DISBURSEMENT                              -200 00                    -200 00   1208000009
          DISTRIBUTION TO CHARITY                                          **CHANGED** 09/13/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR: 99-9999999
          PAID TO.
                   UNION PRESBYTERIAN SEMINARY
          TR TRAN#=EA024253000001  TR CD=506    REG=      PORT=PRIN

08/31/12  CASH DISBURSEMENT                               -50.00                     -50 00   1208000022
          DISTRIBUTION TO CHARITY                                          **CHANGED** 09/13/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR. 99-9999999
          PAID TO
                   BOYS TOWN
          TR TRAN#=EA048690000001  TR CD=506    REG=      PORT=PRIN

08/31/12  CASH DISBURSEMENT                             -5000 00                   -5000 00   1208000023
          DISTRIBUTION TO CHARITY                                          **CHANGED** 09/13/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR  99-9999999
          PAID TO.
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TAX                                                                                                          EDIT
CODE/DATE TRANSACTIONS                                                   TAXABLE        INCOME      PRINCIPAL   NUMBER
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149    BENEFICIARY DISTRIBUTIONS (CONTINUED)
          *SEE ATTACHED - 99-9999999 (CONTINUED)
          ------------------------------------

                 CHILDRESS INSTITUTE FOR PEDIATRIC
                 TRAUMA - WAKE FOREST BIOTECH PLACE
          TR TRAN#=EA048691000001  TR CD=506    REG=      PORT=PRIN

08/31/12  CASH DISBURSEMENT                                              -5000 00                       -5000 00   1208000024
          DISTRIBUTION TO CHARITY                                                                **CHANGED** 09/13/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR  99-9999999
          PAID TO
                 ANNE SPRINGS CLOSE GREENWAY
          TR TRAN#=EA048695000001  TR CD=506    REG=      PORT=PRIN

08/31/12  CASH DISBURSEMENT                                              -5000.00                       -5000 00   1208000025
          DISTRIBUTION TO CHARITY                                                                **CHANGED** 09/13/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR  99-9999999
          PAID TO.
                 HEINEMAN MEDICAL RESEARCH, INC
          TR TRAN#=EA048696000001  TR CD=506    REG=      PORT=PRIN

09/14/12  CASH DISBURSEMENT                                              -100 00                         -100 00   1209000002
          CHARITABLE CASH CONTRIBUTION                                                           **CHANGED** 10/05/12 DFA
          CONTRIBUTION GIVEN IN MEMORY OF SARA CROOK
          FOR  99-9999999
          PAID TO
                 FIRST UNITED METHODIST CHURCH
          TR TRAN#=EA019492000001  TR CD=078    REG=      PORT=PRIN

09/28/12  CASH DISBURSEMENT                                              -4000 00                       -4000 00   1209000016
          CHARITABLE CASH CONTRIBUTION                                                           **CHANGED** 10/05/12 DFA
          LIFE FOR LILA GOLF CLASSIC
          FOR: 99-9999999
          PAID TO.
                 UNITED MITOCHONDRIAL DISEASE
                 FOUNDATION
          TR TRAN#=EA040863000001  TR CD=078    REG=      PORT=PRIN

10/01/12  CASH DISBURSEMENT                                              -75000.00                     -75000 00   1210000002
          CHARITABLE CASH CONTRIBUTION                                                           **CHANGED** 11/26/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR  99-9999999
          PAID TO
                 CAROLINA THREAD TRAIL
          TR TRAN#=EA001870000001  TR CD=078    REG=      PORT=PRIN

10/01/12  CASH DISBURSEMENT                                              -14400 00                     -14400 00   1210000003
          CHARITABLE CASH CONTRIBUTION                                                           **CHANGED** 11/26/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR  99-9999999
          PAID TO.
                 FIRST PRESBYTERIAN CHURCH
          TR TRAN#=EA001886000001  TR CD=078    REG=      PORT=PRIN

10/11/12  CASH DISBURSEMENT                                             -500000.00                    -500000 00   1210000007
          DISTRIBUTION TO CHARITY                                                                **CHANGED** 01/10/13 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR. 99-9999999
          PAID TO.
                 WAKE FOREST UNIVERSITY
                 HEALTH SERVICES
          TR TRAN#=EA017458000001  TR CD=506    REG=      PORT=PRIN

10/12/12  CASH DISBURSEMENT                                              -50000.00                     -50000 00   1210000010
          DISTRIBUTION TO CHARITY                                                                **CHANGED** 01/10/13 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR. 99-9999999
          PAID TO·
                 BOY SCOUTS OF AMERICA
                 PIEDMONT COUNCIL
          TR TRAN#=EA019921000001  TR CD=506    REG=      PORT=PRIN

10/19/12  CASH DISBURSEMENT                                              -1000 00                       -1000 00   1210000011
          CHARITABLE CASH CONTRIBUTION                                                           **CHANGED** 11/26/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR  99-9999999
          PAID TO.
                 SAMARITAN'S PURSE
          TR TRAN#=EA030033000001  TR CD=078    REG=      PORT=PRIN

10/19/12  CASH DISBURSEMENT                                              -2000 00                       -2000 00   1210000012
          CHARITABLE CASH CONTRIBUTION                                                           **CHANGED** 11/26/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR  99-9999999
          PAID TO
                 THE BRICE FOUNDATION
          TR TRAN#=EA030034000001  TR CD=078    REG=      PORT=PRIN

10/19/12  CASH DISBURSEMENT                                              -5000 00                       -5000 00   1210000013
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TAX                                                                                          EDIT
CODE/DATE TRANSACTIONS                                      TAXABLE        INCOME      PRINCIPAL  NUMBER
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149   BENEFICIARY DISTRIBUTIONS (CONTINUED)
          *SEE ATTACHED - 99-9999999 (CONTINUED)
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          CHARITABLE CASH CONTRIBUTION                                                  **CHANGED** 11/26/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR· 99-9999999
          PAID TO·
                  WOODS SERVICES FOUNDATION
          TR TRAN#=EA030036000001  TR CD=078    REG=     PORT=PRIN

10/23/12  CASH DISBURSEMENT                                 -60 00                          -60 00   1210000026
          CHARITABLE CASH CONTRIBUTION                                                  **CHANGED** 11/26/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR. 99-9999999
          PAID TO:
                  FIRST UNITED METHODIST CHURCH
          TR TRAN#=EA033879000001  TR CD-078    REG=     PORT=PRIN

10/23/12  CASH DISBURSEMENT                              -25000 00                       -25000 00   1210000027
          CHARITABLE CASH CONTRIBUTION                                                  **CHANGED** 11/26/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR  99-9999999
          PAID TO
                  MONTREAT RETREAT ASSOCIATION
          TR TRAN#=EA033885000001  TR CD=078    REG=     PORT=PRIN

10/23/12  CASH DISBURSEMENT                                 -50 00                          -50 00   1210000028
          CHARITABLE CASH CONTRIBUTION                                                  **CHANGED** 11/26/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR  99-9999999
          PAID TO
                  UNC-TV
          TR TRAN#=EA033892000001  TR CD=078    REG=     PORT=PRIN

11/02/12  CASH DISBURSEMENT                                -200.00                         -200 00   1211000001
          CHARITABLE CASH CONTRIBUTION                                                  **CHANGED** 12/20/12 DFA
          DISTRIBUTION TO DANCING FOR FUTURE STARS
          FOR  99-9999999
          PAID TO
                  BOYS & GIRLS CLUB GREATER GASTON CO
          TR TRAN#=EA003653000001  TR CD=078    REG=     PORT=PRIN

11/06/12  CASH DISBURSEMENT                            -200000 00                      -200000 00   1211000003
          CHARITABLE CASH CONTRIBUTION                                                  **CHANGED** 12/20/12 D-A
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR  99-9999999
          PAID TO
                  CAROLINAS HEALTHCARE FOUNDATION
          TR TRAN#=EA007552000001  TR CD=078    REG=     PORT=PRIN

11/06/12  CASH DISBURSEMENT                                -200.00                         -200 00   1211000004
          CHARITABLE CASH CONTRIBUTION                                                  **CHANGED** 12/20/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR. 99-9999999
          PAID TO
                  HINDS FEET FARM
          TR TRAN#=EA007555000001  TR CD=078    REG=     PORT=PRIN

11/14/12  CASH DISBURSEMENT                               -1000.00                        -1000 00   1211000006
          CHARITABLE CASH CONTRIBUTION                                                  **CHANGED** 12/20/12 DFA
          FOR DANCING FOR FUTURE STARS SPONSOR
          FOR  99-9999999
          PAID TO
                  BOYS AND GIRLS CLUBS OF GASTON CO
          TR TRAN#=EA018634000001  TR CD=078    REG=     PORT=PRIN

11/14/12  CASH DISBURSEMENT                                 -65 00                          -65 00   1211000007
          CHARITABLE CASH CONTRIBUTION                                                  **CHANGED** 12/20/12 D-A
          NOVEMBER 2012 AUTHORIZED DISTRIBUTION TO CHARITY
          FOR: 99-9999999
          PAID TO.
                  THE LEADERSHIP INSTITUTE
          TR TRAN#=EA018639000001  TR CD=078    REG=     PORT=PRIN

11/20/12  CASH DISBURSEMENT                              -10000 00                       -10000 00   1211000022
          CHARITABLE CASH CONTRIBUTION                                                  **CHANGED** 12/20/12 DFA
          AUTHORIZED DISTRIBUTION TO CHARITY
          FOR: 99-9999999
          PAID TO
                  CHRISTIAN MEDICAL & DENTAL ASSOC
                  FBO PAACS
          TR TRAN#=EA028405000001  TR CD=078    REG=     PORT=PRIN

12/21/12  CASH DISBURSEMENT                               -5000 00                        -5000 00   1212000017
          CHARITABLE CASH CONTRIBUTION                                                  **CHANGED** 01/10/13 DFA
          CHARITABLE GRANT
          FOR  99-9999999
          PAID TO
                  DANIEL STOWE BOTANICAL GARDEN
          TR TRAN#=EA039850000001  TR CD=078    REG=     PORT=PRIN
```

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TAX                                                                                        EDIT
CODE/DATE TRANSACTIONS                                   TAXABLE       INCOME     PRINCIPAL  NUMBER
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149   BENEFICIARY DISTRIBUTIONS (CONTINUED)
          *SEE ATTACHED - 99-9999999 (CONTINUED)
          --------------------------------------

12/27/12  CASH DISBURSEMENT                                -3000.00                  -3000.00  1212000018
          CHARITABLE CASH CONTRIBUTION                                         **CHANGED** 01/10/13 DFA
          2012 CHARITABLE GRANT
          FOR. 99-9999999
          PAID TO.
                   GASTON RESIDENTIAL SERVICES
          TR TRAN#=EA046450000001  TR CD=078    REG=      PORT=PRIN

12/27/12  CASH DISBURSEMENT                                -4500.00                  -4500.00  1212000019
          CHARITABLE CASH CONTRIBUTION                                         **CHANGED** 01/10/13 DFA
          2012 CHARITABLE GRANT DANCING FOR THE FUTURE STARS
          FOR: 99-9999999
          PAID TO:
                   BOYS & GIRLS CLUBS OF GASTON COUNTY
          TR TRAN#=EA046452000001  TR CD=078    REG=      PORT=PRIN
                                                        ------------  ------------  ------------
          TOTAL CODE 149 - BENEFICIARY DISTRIBUTIONS     -3332490.00          0.00   -3332490.00
                                                        ============  ============  ============
```