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

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

THE MARSHA SHANLKIN FOUNDATION
404 E. GUADALUPE
VICTORIA, TX 77901

A Employer identification number 26-3034927

B Telephone number (see the instructions) (361) 576-0330

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 2,677,116.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc, received (att sch)				
2	Ck ► [X] if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments			N/A	
4	Dividends and interest from securities	48,447.	48,447.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	13,639.			
b	Gross sales price for all assets on line 6a 302,712.				
7	Capital gain net income (from Part IV, line 2)		13,639.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule) SEE STATEMENT 1	96,322.	96,322.		
12	**Total.** Add lines 1 through 11	158,408.	158,408.		
13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) SEE ST 2	1,750.	1,750.		
c	Other prof fees (attach sch) SEE ST 3	19,892.	19,892.		
17	Interest				
18	Taxes (attach schedule)(see instrs) SEE STM 4	12,005.	9,480.		
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) SEE STATEMENT 5	1,025.	1,025.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	34,672.	32,147.		
25	Contributions, gifts, grants paid PART XV	142,500.			142,500.
26	**Total expenses and disbursements.** Add lines 24 and 25	177,172.	32,147.		142,500.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-18,764.			
b	**Net investment income** (if negative, enter -0-)		126,261.		
c	**Adjusted net income** (if negative, enter -0-)				

REVENUE

OPERATING AND ADMINISTRATIVE EXPENSES

SCANNED MAY 21 2013

RECEIVED
MAY 20 2013
E2705
IRS-OSC
OGDEN, UT

BAA For Paperwork Reduction Act Notice, see instructions. TEEA0504L 12/23/12 Form **990-PF** (2012)

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing	82,018.	20,863.	20,863.
	2	Savings and temporary cash investments	24,499.	52,667.	52,667.
	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 sch) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule)	604,056.	514,214.	514,214.
	b	Investments – corporate stock (attach schedule)	1,527,377.	1,822,456.	1,822,456.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ► SEE STATEMENT 6)	984.	1,459.	266,916.
	16	**Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I).	2,238,934.	2,411,659.	2,677,116.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	2,238,934.	2,411,659.	
	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			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	2,238,934.	2,411,659.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,238,934.	2,411,659.	

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	2,238,934.
2	Enter amount from Part I, line 27a	2	-18,764.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 7	3	191,489.
4	Add lines 1, 2, and 3	4	2,411,659.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,411,659.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE STATEMENT 8			
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				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a				
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	13,639.
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	44.

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) N/A

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 (column (b) divided by column (c))
2011			
2010			
2009			
2008			
2007			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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)

1 a	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 instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b	1	2,525.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	2,525.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	2,525.
6	Credits/Payments:		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012 — 6a: 3,980.		
b	Exempt foreign organizations – tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 2,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	5,980.
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	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	3,455.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ► 3,455. **Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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 the instructions for definition)?	1b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ 0. **(2)** On foundation managers. ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *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
4 a	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	N/A	
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, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► TX			
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	X	
	Website address ► N/A				
14	The books are in care of ► MYRA M. STARKEY Telephone no ► (361) 576-0330				
	Located at ► 404 W. GUADALUPE VICTORIA TX ZIP + 4 ► 77901				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here . N/A ► ☐				
	and enter the amount of tax-exempt interest received or accrued during the year ►	15 N/A			
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
1 a	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)?	1 b	N/A	
	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?	1 c		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 ► 20__ , 20__ , 20__ , 20__			
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)	2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__			
3 a	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 lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

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? N/A ☐ 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 (No)

If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **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
JOHN TROSCLAIR 16961 WILSON RD TYLER, TX 75707	PRESIDENT 1.00	0.	0.	0.
GAIL ATKINSON 1150 DEVEREUX DRIVE LEAGUE CITY, TX 77573	VICE PRES 1.00	0.	0.	0.
MYRA STARKEY 404 W. GUADALUPE VICTORIA, TX 77901	SEC-TREAS 3.00	0.	0.	0.
JANET RUSSELL 210 TURTLE ROCK VICTORIA, TX 77904	TRUSTEE 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ►	0.

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	2,294,663.
b	Average of monthly cash balances	1b	102,891.
c	Fair market value of all other assets (see instructions)	1c	265,461.
d	**Total** (add lines 1a, b, and c)	1d	2,663,015.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,663,015.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	39,945.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,623,070.
6	**Minimum investment return.** Enter 5% of line 5	6	131,154.

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	131,154.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a 2,525.		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	2,525.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	128,629.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	128,629.
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	128,629.

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	142,500.
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	142,500.
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	142,500.

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				128,629.
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only			112,269.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► $ 142,500.				
a Applied to 2011, but not more than line 2a			112,269.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2012 distributable amount				30,231.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				98,398.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year – see instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed.

SEE STATEMENT 9

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 10				
Total			► 3a	142,500.
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	48,447.	
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	13,639.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a OIL & GAS ROYALTIES			15	96,322.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				158,408.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 158,408.

(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.)
N/A	

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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
N/A			

2 a 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
N/A		

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] Signature of officer or trustee — 5/14/13 Date — SEC-TREAS Title

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

Paid Preparer Use Only

Print/Type preparer's name: JACK R. MORRISON, JR.	Preparer's signature: Jack Morrison	Date: 5-13-13	Check ☐ if self-employed	PTIN P00047019
Firm's name ► BUMGARDNER, MORRISON & COMPANY, LLP			Firm's EIN ► 74-1194944	
Firm's address ► PO BOX 3750 VICTORIA, TX 77903-3750			Phone no (361) 575-0271	

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ► [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extention on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only. ► [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions: THE MARSHA SHANLKIN FOUNDATION	Employer identification number (EIN) or: 26-3034927
File by the due date for filing your return See instructions	Number, street, and room or suite number If a P O box, see instructions: 404 E. GUADALUPE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions: VICTORIA, TX 77901	

Enter the Return code for the return that this application is for (file a separate application for each return) . . 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► MYRA M. STARKEY

Telephone No ► (361) 576-0330 FAX No. ► (361) 576-0556

- If the organization does not have an office or place of business in the United States, check this box . . . . ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ . If this is for the whole group, check this box . . ► [ ] If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15 , 20 13 , to file the exempt organization return for the organization named above The extension is for the organization's return for:
► [X] calendar year 20 12 or
► [ ] tax year beginning ________ , 20 ___ , and ending ________ , 20 ___ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions . . .	**3a**	$ 5,980.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit .	**3b**	$ 3,980.
c Balance due. Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions . . .	**3c**	$ 2,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS ROYALTIES	$ 96,322.	$ 96,322.	
TOTAL	$ 96,322.	$ 96,322.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BUMGARDNER, MORRISON & CO.	$ 1,750.	$ 1,750.		
TOTAL	$ 1,750.	$ 1,750.		$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISOR FEES	$ 19,892.	$ 19,892.		
TOTAL	$ 19,892.	$ 19,892.		$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AD VALOREM TAXES	$ 4,821.	$ 4,821.		
EXCISE TAXES	2,525.			
FOREIGN TAXES	277.	277.		
SEVERANCE TAXES	4,382.	4,382.		
TOTAL	$ 12,005.	$ 9,480.		$ 0.

STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	$ 30.	$ 30.		
BOOKKEEPING SERVICES	263.	263.		
INSURANCE	732.	732.		
TOTAL	$ 1,025.	$ 1,025.		$ 0.

STATEMENT 6
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
EXCISE TAX OVERPAYMENT	$ 1,455.	$ 1,455.
MINERAL INTERESTS	4.	265,461.
TOTAL	$ 1,459.	$ 266,916.

STATEMENT 7
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

MARKET VALUE INCREASES	$ 167,353.
MUNICIPAL INTEREST INCOME	24,136.
TOTAL	$ 191,489.

STATEMENT 8
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	27.423 PIMCO UNRESTRAINED BOND FD	PURCHASED	VARIOUS	9/19/2012
2	6.828 LORD ABBETT SECS TR VALUE OPPORT	PURCHASED	11/23/2011	9/19/2012
3	28.392 PIMCO UNRESTRAINED BOND FD	PURCHASED	VARIOUS	9/19/2012
4	500 BAKER HUGHES	PURCHASED	VARIOUS	9/19/2012
5	30 COLGATE-PALMOLIVE	PURCHASED	9/24/2004	9/19/2012
6	70 COSTCO WHSL CORP	PURCHASED	7/30/2001	9/19/2012
7	72 WALT DISNEY	PURCHASED	7/10/2003	9/19/2012
8	200 JOHNSON & JOHNSON	PURCHASED	7/01/1998	9/19/2012
9	150 KAYNE ANDERSON MLP INVESTMT CO	PURCHASED	3/26/2010	9/19/2012
10	1757.469 LORD ABBETT SECS TR VALUE OPPORT	PURCHASED	7/01/2011	9/19/2012
11	10K NY CITY MUN WTR AUTH	PURCHASED	3/22/2006	6/15/2012
12	15K NY ST TWY AUTH	PURCHASED	4/05/2006	4/23/2012
13	15K NY ST TWY AUTH	PURCHASED	4/04/2006	4/16/2012
14	2740.855 PIMCO UNRESTRAINED BOND FD	PURCHASED	VARIOUS	9/19/2012
15	1115 POWERSHARES GLOBAL ET WATER PORTFOLIO	PURCHASED	3/26/2010	9/19/2012
16	20K RENO NV CAP IMPRTMT REV BDS	PURCHASED	4/20/2006	6/01/2012

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
17	2649.149 RS INVT TR EMERG MKTS	PURCHASED	VARIOUS	9/19/2012
18	16K US TREAS INFLATION PROTECTED NOTS	PURCHASED	3/12/2007	7/16/2012
19	ISHARES SILVER PRIN COLLECTIONS	PURCHASED	VARIOUS	VARIOUS
20	CAPITAL GAIN DIVIDENDS			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	318.		307.	11.				$ 11.
2	112.		99.	13.				13.
3	329.		309.	20.				20.
4	24,144.		38,444.	-14,300.				-14,300.
5	3,183.		2,097.	1,086.				1,086.
6	7,154.		4,281.	2,873.				2,873.
7	3,758.		2,197.	1,561.				1,561.
8	13,769.		12,958.	811.				811.
9	4,606.		3,609.	997.				997.
10	28,858.		30,000.	-1,142.				-1,142.
11	10,000.		10,721.	-721.				-721.
12	15,000.		15,000.	0.				0.
13	15,000.		15,000.	0.				0.
14	31,739.		30,343.	1,396.				1,396.
15	19,903.		19,992.	-89.				-89.
16	20,000.		21,690.	-1,690.				-1,690.
17	62,758.		61,434.	1,324.				1,324.
18	20,464.		20,464.	0.				0.
19	128.		128.	0.				0.
20								21,489.
							TOTAL	$ 13,639.

STATEMENT 9
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	
NAME:	
CARE OF:	MYRA STARKEY
STREET ADDRESS:	404 W. GUADALUPE
CITY, STATE, ZIP CODE:	VICTORIA, TX 77901
TELEPHONE:	
E-MAIL ADDRESS:	
FORM AND CONTENT:	GRANT APPLICATIONS SHOULD BE SUBMITTED IN WRITING, SHOULD INCLUDE BIOGRAPHICAL INFORMATION ABOUT THE PROSPECTIVE GRANTEE AND MUST INCLUDE SATISFACTORY EVIDENCE TO ASSURE OUR TRUSTEES THAT THE APPLICANT IS A QUALIFIED ORGANIZATION TO WHICH THE SHANKLIN FOUNDATION MAY PROVIDE FUNDS IN ACCORDANCE WITH PERTINENT INTERNAL REVENUE SERVICE CODE SECTIONS AND REGULATIONS. THE APPLICANT SHOULD ALSO SPECIFY THE AMOUNT OF FUNDS REQUESTED, THE INTENDED USE OF THE FUNDS AND THE ANTICIPATED LENGTH OF TIME WITHIN WHICH THE FUNDS WILL BE EXPENDED.
SUBMISSION DEADLINES:	NONE
RESTRICTIONS ON AWARDS:	

STATEMENT 10
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
DEVEREUX TREATMENT NETWORK 120 DAVID WADE DRIVE VICTORIA, TX 77905	N/A	N/A	OPERATIONAL SUPPORT	$ 58,000.
DOROTHY O'CONNOR PET ADOPTION CENTER 135 PROGRESS DRIVE VICTORIA, TX 77904	N/A	N/A	OPERATIONAL SUPPORT	2,500.
SAN MARCOS BAPTIST ACADEMY 2801 RANCH ROAD 12 SAN MARCOS, TX 78666	N/A	N/A	SCHOLARSHIPS	6,000.
NEW WINE FELLOWSHIP 208 S. BEN WILSON VICTORIA, TX 77901	N/A	N/A	OPERATIONAL SUPPORT	1,500.
CHILDREN'S DISCOVERY MUSEUM 204 N. MAIN VICTORIA, TX 77901	N/A	N/A	OPERATIONAL SUPPORT	2,500.
GUATAMALA MISSION TO UNREACHED PEOPLE P. O. BOX 860548 PLANO, TX 75086	N/A	N/A	OPERATIONAL SUPPORT	6,000.
KINGSTON LIBRARY 14140 125TH AVENUE NE KIRKLAND, WA 98034	N/A	N/A	OPERATIONAL SUPPORT	15,000.
TRINITY EPISCOPAL SCHOOL 1504 N. MOODY VICTORIA, TX 77901	N/A	N/A	OPERATIONAL SUPPORT	45,000.
SOUTH TEXAS CHILDREN'S HOME P. O. BOX 1210 BEEVILLE, TX 78104	N/A	N/A	OPERATIONAL SUPPORT	6,000.
			TOTAL	$ 142,500.

ADVISORS

MARSHA SHANKLIN FOUNDATION
26-3034927

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER: 4065-5580

Stocks, options & ETFs

Stocks and ETFs

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
AMGEN INC AMGN								
Acquired 05/15/07 nc	500	55 31	27,655 00	86 2000	43,100 00	15,445.00	940 00	2.18
ANGLO IRISH BK CORP ADR								
Acquired 07/26/07 nc	47	17.45	820 15	N/A*	N/A	0 00	N/A	N/A
CAPITAL PRODUCT PARTNERS LP CPLP								
Acquired 07/01/11	1,900	8 68 9 15	16,501.50 17,385 00		12,502 00	-3,999 50		
Acquired 07/01/11	100	8 63 9.10	863.50 910 00		658 00	-205 50		
Total	**2,000**		**$17,365.00** **$18,295.00**	**6.5800**	**$13,160.00**	**-$4,205.00**	**$1,860.00**	**14.13**
COCA-COLA COMPANY KO								
Acquired 04/27/06 nc	136	0 02	3,829 08		4,930 00	1,100.92		
Acquired 07/21/06 nc	200	0 02	5,631.00		7,250 00	1,619 00		
Acquired 07/21/06 nc	400	0 02	11,262 00		14,500 00	3,238 00		
Acquired 07/28/06 nc	400	0 02	11,262.00		14,500 00	3,238 00		
Acquired 12/06/06 nc	64	0 02	1,801 92		2,320 00	518 08		
Total	**1,200**		**$33,786.00**	**36.2500**	**$43,500.00**	**$9,714.00**	**$1,224.00**	**2.81**
COLGATE-PALMOLIVE CO CL								
Acquired 09/24/04 nc	170	0.06	11,883 00		17,771 80	5,888 80		
Acquired 07/21/06 nc	200	0 06	13,980.00		20,908.00	6,928 00		
Acquired 12/06/06 nc	15	0.06	1,048.50		1,568 10	519.60		
Acquired 02/06/07 nc	10	0,06	699 00		1,045 40	346 40		
Acquired 08/02/07 nc	5	0.06	349.50		522 70	173 20		
Total	**400**		**$27,960.00**	**104.5400**	**$41,816.00**	**$13,856.00**	**$992.00**	**2.37**
COPANO ENERGY LLC CPNO								
Acquired 07/01/11 nc	700	34 59	24,214 40	31.6300	22,141.00	-2,073.40	1,610.00	7.27

MARSHA SHANKLIN FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER 4065-5580

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
COSTCO WHSL CORP NEW nc COM COST	400	61.22**	24,490.41	98 7300	39,492.00	15,001 59	440 00	1 11
DEVON ENERGY CORP DVN Acquired 09/19/12	300	61.42	18,427.83	52.0400	15,612 00	-2,815 83	240 00	1 53
DIAGEO PLC SPONSORED ORD NEW DEO Acquired 03/26/10 nc	500	66 47	33,239 50	116 5800	58,290 00	25,050 50	1,387.00	2.37
DISNEY WALT COMPANY DIS								
Acquired 07/10/03 nc	207	30.51	6,316 66		10,306.53	3,989 87		
Acquired 04/21/05 nc	93	30.51	2,837 92		4,630.47	1,792.55		
Acquired 07/28/06 nc	200	34 04	6,808 00		9,958 00	3,150 00		
Acquired 12/01/06 nc	300	34 04	10,212.00		14,937.00	4,725 00		
Total	**800**		**$26,174.58**	**49.7900**	**$39,832.00**	**$13,657.42**	**$600.00**	**1.51**
EXXON MOBIL CORP XOM Acquired 03/26/10 nc	400	66 39	26,559 60	86.5500	34,620.00	8,060 40	912 00	2.63
FREEPORT-MCMORAN COPPER & GOLD INC CLASS B FCX Acquired 09/19/12	700	41.60	29,124 27	34 2000	23,940.00	-5,184.27	875.00	3.65
GENERAL MILLS INC GIS Acquired 03/26/10 nc	400	35.22	14,089 96	40.4200	16,168.00	2,078.04	528.00	3.26
HALCON RESOURCES CORP HK Acquired 09/19/12	1,000	7.31	7,316 00	6.9200	6,920.00	-396.00	N/A	N/A
I SHARES SILVER TRUST SLV Acquired 03/26/10 nc	850	16 42 16 59	13,963 22 14,109.91	29 3700	24,964.50	11,001.28	N/A	N/A

ADVISORS

MARSHA SHANKLIN FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER. 4065-5580

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
INTERNATIONAL BUSINESS MACHINE CORP								
IBM								
Acquired 09/19/12	200	206 89	41,378 40	191 5500	38,310 00	-3,068 40	680 00	1 77
JOHNSON & JOHNSON								
JNJ								
Acquired 07/01/98 nc	31	0 06	2,008 49		2,173 10	164 61		
Acquired 12/01/03 nc	200	0 06	12,958 00		14,020.00	1,062.00		
Acquired 08/11/06 nc	200	0 06	12,958 00		14,020 00	1,062 00		
Acquired 03/06/07 nc	25	0 06	1,619 75		1,752 50	132.75		
Acquired 12/16/10 nc	323	62 32	20,131.33		22,642 30	2,510.97		
Reinvestments nc	21	65 78	1,381.39		1,472.10	90 71		
Total	**800**		**$51,056.96**	**70.1000**	**$56,080.00**	**$5,023.04**	**$1,952.00**	**3.48**
LEUCADIA NATIONAL CORP								
LUK								
Acquired 12/16/10 nc	1,000	28 27	28,279 80		23,790 00	-4,489.80		
Acquired 09/19/12	400	23 83	9,534 44		9,516.00	-18.44		
Total	**1,400**		**$37,814.24**	**23.7900**	**$33,306.00**	**-$4,508.24**	**$350.00**	**1.05**
MASCO CORP								
MAS								
Acquired 07/01/11	2,000	12.30	24,600 00	16 6600	33,320.00	8,720.00	600 00	1.80
VMWARE INC CLASS A								
VMW								
Acquired 09/19/12	300	98 72	29,617 80	94 1400	28,242 00	-1,375.80	N/A	N/A
3M CO								
MMM								
Acquired 09/20/06 nc	200	91 44	18,288.00		18,570 00	282 00		
Acquired 12/01/06 nc	100	91 44	9,144 00		9,285.00	141.00		

MARSHA SHANKLIN FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER. 4065-5580

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
Total	300		$27,432.00	92.8500	$27,855.00	$423.00	$708.00	2.54
Total Stocks and ETFs			$537,085.32 $538,162.01		$640,668.50	$104,403.33	$15,898.00	2.48
Total Stocks, options & ETFs			$537,085.32		$640,668.50	$104,403.33	$15,898.00	2.48

* This unpriced security is not reflected in your total portfolio value
** Because you have more than 6 tax lots, we are showing the average cost per share
nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS.

Fixed Income Securities

Corporate and municipal bonds and other fixed income securities are priced by a computerized pricing service or, for less actively traded issues, by utilizing a yield-based matrix system to arrive at an estimated market value

Government Bonds

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
U S TREASURY BONDS 08/15 CPN 10 625% DUE 08/15/15 DTD 08/15/85 FC 02/15/86 Moody AAA , S&P NR CUSIP 912810DS4 Acquired 03/12/07 nc	15,000	N/A##	20,026 45	126 7890	19,018 35	-1,008.10	597.66	1,593.75	8 38
U S TREASURY BONDS 11/18 CPN 9 000% DUE 11/15/18 DTD 11/15/88 FC 05/15/89 Moody AAA , S&P NR CUSIP 912810EB0 Acquired 03/12/07 nc	6,000	1.32	7,927 98	146.5160	8,790 96	862 98	68.62	540.00	6.14
Total Government Bonds	**21,000**		**$27,954.43**		**$27,809.31**	**-$145.12**	**$666.28**	**$2,133.75**	**7.67**

Cost information for one or more securities is not available If you have cost information and would like to see it on future statements, contact Your Financial Advisor
nc Cost information for this tax lot is not covered by IRS reporting requirements. Unless indicated, cost for all other lots will be reported to the IRS.

ADVISORS

MARSHA SHANKLIN FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER: 4065-5580

Fixed Income Securities

Municipal Bonds

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
CHICAGO ILL PUB BLDG COM ^ BLDG REV CHICAGO TRANSIT AUTH B/E AMBAC CPN 5 250% DUE 03/01/15 DTD 03/31/03 FC 03/01/04 PRE 03/01/13 @ 100 000 S&P NR CUSIP 167664XL0 Acquired 04/05/06 nc	15,000	100 20 1 07	15,031 27 16,144 80	100 8320	15,124 80	93 53	262 50	787 50	5 20
MADISON MI DIST PUB SCHS REF G/O UNLTD B/E FGIC Q-SBLF CPN 5 000% DUE 05/01/13 DTD 05/23/05 FC 11/01/05 Moody AA2 , S&P AA- CUSIP 557786GQ7 Acquired 05/05/05 nc	15,000	100 32	15,049.02 16,011 15	101 5270	15,229 05	180 03	125 00	750 00	4 92
IPS MULTI-SCH BLDG CORP IN FIRST MTG REV B/E MBIA CPN 5 250% DUE 07/15/15 DTD 07/20/04 FC 01/15/05 PRE 07/15/13 @ 100 000 Moody NR , S&P AA CUSIP 46263RBB0 Acquired 04/12/06 nc	15,000	100 68 1 08	15,102 53 16,214 55	102 7010	15,405 15	302.62	363 13	787 50	5 11
DISTRICT COLUMBIA CTFS PARTN B/E FGIC CPN 5 250% DUE 01/01/14 DTD 05/03/06 FC 01/01/07 Moody AA3 , S&P A CUSIP 254761BX6 Acquired 04/21/06 nc	15,000	101.15 1 07	15,173 93 16,169 40	104 5060	15,675 90	501 97	393.75	787 50	5 02

MARSHA SHANKLIN FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER. 4065-5580

Fixed Income Securities

Municipal Bonds continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
INDIANAPOLIS IND UTILS DIST REF-SER B REV FGIC REG OID OY=7 650% CPN 4 000% DUE 06/01/14 DTD 07/01/86 FC 06/01/87 S&P AA- CUSIP 455398GP6 Acquired 12/15/06 nc	30,000	100 23 1 01	30,071 43 30,336 30	104.6140	31,384.20	1,312.77	100.00	1,200.00	3 82
UNIVERSITY TEX UNIV REVS FING SYS-SER B B/E CPN 5 250% DUE 08/15/14 DTD 02/15/04 FC 08/15/04 Moody AAA , S&P AAA CUSIP 915137SX2 Acquired 06/15/06 nc	10,000	101 98 1.08	10,198.96 10,884 20	107.9450	10,794.50	595 54	198.33	525.00	4 86
MASSACHUSETTS ST CONS LN-SER C G/O UNLTD B/E CPN 5.000% DUE 09/01/14 DTD 10/12/05 FC 03/01/06 Moody AA1 , S&P AA+ CUSIP 57582N2K0 Acquired 01/30/06 nc	10,000	101 74	10,174 07 10,787 90	107 6620	10,766.20	592 13	166.67	500 00	4 64
SOUTH CAROLINA ST PUB SVC ATH RV SANTEE COOPER SER A B/E MBIA CPN 5.000% DUE 01/01/15 DTD 02/01/06 FC 07/01/06 Moody AA3 , S&P AA- CUSIP 837147L21 Acquired 06/14/06 nc	10,000	102 00 1.07	10,200 34 10,756 40	108 6930	10,869.30	668 96	250 00	500 00	4 60

WELLS FARGO ADVISORS

MARSHA SHANKLIN FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER 4065-5580

Fixed Income Securities

Municipal Bonds continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
TENNESSEE ENERGY ACQUISITION CORP GAS REV SER C B/E CPN 5 000% DUE 02/01/15 DTD 12/20/06 FC 08/01/07 Moody BAA3 , S&P BBB CUSIP 880443DT0 Acquired 12/15/06 nc	30,000	100 94 1 03	30,282 10 30,963 90	106 3190	31,895 70	1,613 60	625 00	1,500 00	4 70
MASSACHUSETTS ST WTR POL ABATEMENT TR POOL PROG BDS-SER 10B/E CPN 5.250% DUE 08/01/15 DTD 11/15/04 FC 02/01/05 CALL 08/01/14 @ 100.000 Moody AAA , S&P AAA CUSIP 57604PWK6 Acquired 05/11/06 nc	15,000	101 89	15,283 76 16,296.90	107.5960	16,139 40	855 64	328.13	787.50	4.87
SAN ANTONIO TX RFDG GEN IMPT FORWARD SER 2006 FGIC MBIA RE G/O LTD B\E CPN 5 500% DUE 08/01/15 DTD 12/01/04 FC 08/01/06 Moody AAA , S&P AAA CUSIP 796237DZ5 Acquired 05/08/06 nc	10,000	103.50	10,350 52 11,101 30	112 7530	11,275 30	924.78	229.17	550 00	4.87
WASHINGTON DC CONVENTIO CTR REF-SR LIEN SR A B/E REV AMBAC CPN 5 000% DUE 10/01/15 DTD 02/08/07 FC 04/01/07 Moody A1 , S&P A CUSIP 93877MBM7 Acquired 01/25/07 nc	15,000	102.58 1 07	15,388 19 16,090 65	110 2690	16,540.35	1,152.16	187.50	750.00	4.53

MARSHA SHANKLIN FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER. 4065-5580

Fixed Income Securities

Municipal Bonds continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
PUERTO RICO COMWLTH GOVT DEV BK SR NTS SER B B/E CPN 5 000% DUE 12/01/15 DTD 05/25/06 FC 12/01/06 Moody BAA3 , S&P BBB CUSIP 745177CG8 Acquired 05/18/06 nc	10,000	102 07	10,207.62 10,593 50	104.4770	10,447 70	240 08	41 67	500.00	4 78
NEW JERSEY ST TRANSN TR FD AUTH TRANSN SYS-SER A REV B/E AMBAC CPN 5.500% DUE 12/15/15 DTD 01/30/03 FC 06/15/03 Moody A1 , S&P A+ CUSIP 646135K36 Acquired 09/27/06 nc	15,000	104 17	15,626 04 16,732.95	113 8060	17,070.90	1,444.86	36.67	825 00	4 83
BAY AREA TOLL AUTH CA BRDG REV SAN FRANCISCO BAY AREA-SER F B/E CPN 5.000% DUE 04/01/20 DTD 04/25/06 FC 10/01/06 PRE 04/01/16 @ 100 000 Moody AA3 , S&P AA CUSIP 072024CZ3 Acquired 04/05/06 nc	15,000	102 26 1 06	15,339 69 15,907 95	113.9480	17,092 20	1,752 51	187.50	750 00	4 38
HOUSTON TX UTIL SYS REV REF-COMB-FIRST LIEN SER A B/E MBIA CPN 5.250% DUE 05/15/16 DTD 06/10/04 FC 11/15/04 CALL 05/15/14 @ 100 000 Moody AA2 , S&P AA CUSIP 442435AS2 Acquired 03/31/06 nc	10,000	101 58 1 08	10,158 69 10,824 00	106.5360	10,653 60	494 91	67.08	525.00	4 92

ADVISOR

MARSHA SHANKLIN FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER· 4065-5580

Fixed Income Securities

Municipal Bonds continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
AUSTIN TX INDPT SCH DIST AUSTIN TEX INDPT SCH DIST RFDG G/O UNLTD B\E CPN 5 250% DUE 08/01/16 DTD 05/01/06 FC 08/01/06 Moody AAA , S&P AAA CUSIP 0524297F8 Acquired 04/28/06 nc	15,000	103 88 1.09	15,583 21 16,466 85	115 8850	17,382 75	1,799 54	328.13	787 50	4 53
KING CNTY WASH SCH DIST #414 REF G/O UNLTD B/E AGM CPN 5 000% DUE 12/01/16 DTD 03/30/04 FC 06/01/04 CALL 12/01/14 @ 100 000 Moody AAA , S&P AA CUSIP 495260TN1 Acquired 05/08/06 nc	10,000	101 68 1 06	10,168 00 10,659 40	108.7450	10,874.50	706.50	41 67	500.00	4 59
HOUSTON TEX INDPT S/D REF-SER A G/O LTD B/E PSF-GTD CPN 5 250% DUE 02/15/17 DTD 05/15/05 FC 02/15/06 CALL 02/15/15 @ 100 000 Moody AAA , S&P AAA CUSIP 4424024R1 Acquired 12/12/06 nc	25,000	102 48 1 08	25,622 06 27,132 75	109 9780	27,494 50	1,872 44	495 83	1,312 50	4 77
LOUISIANA ST CITIZENS PPTY INS CORP ASSMT REV SER B B/E AMBAC CPN 5 000% DUE 06/01/17 DTD 04/11/06 FC 12/01/06 CALL 06/01/16 @ 100 000 Moody A3 , S&P A- CUSIP 546456AZ7 Acquired 10/18/06 nc	15,000	102 53	15,380 51 15,946 80	111 6700	16,750 50	1,369.99	62.50	750.00	4 47

MARSHA SHANKLIN FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER· 4065-5580

Fixed Income Securities

Municipal Bonds continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
TENNESSEE ENERGY ACQUISI CORP GAS REV SER A B/E CPN 5 250% DUE 09/01/17 DTD 07/20/06 FC 03/01/07 Moody BAA2 , S&P A- CUSIP 880443BJ4 Acquired 10/03/06 nc	10,000	102 24 1 04	10,224 23 10,457.00	112 6440	11,264 40	1,040.17	175.00	525 00	4.66
HEALTH CARE AUTH FOR BAPTIST HEALTH AL SER D B/E GO CPN 5 000% DUE 11/15/17 DTD 03/16/06 FC 05/15/06 CALL 11/15/15 @ 100 000 Moody A3 , S&P BBB+ CUSIP 42219UAT9 Acquired 06/21/06 nc	10,000	100 57 1 01	10,057 48 10,162 00	105.5780	10,557 80	500 32	63.89	500 00	4.73
SAN ANTONIO TEXAS ELEC & GAS REF SER B B/E CPN 5 000% DUE 02/01/18 DTD 01/15/07 FC 08/01/07 CALL 02/01/17 @ 100 000 Moody AA1 , S&P AA CUSIP 796253A77 Acquired 01/10/07 nc	25,000	103.12	25,782.17 26,711 75	116 0070	29,001.75	3,219 58	520 83	1,250.00	4.31
METROPOLITAN TRANSN AUTH REV B/E CPN 5 000% DUE 11/15/18 DTD 12/20/06 FC 05/15/07 CALL 11/15/16 @ 100.000 Moody A2 , S&P A CUSIP 59259RR48 Acquired 12/14/06 nc	30,000	102 99	30,899 87 32,044.20	112.7720	33,831 60	2,931.73	191.67	1,500.00	4.43

WELLS FARGO ADVISORS

MARSHA SHANKLIN FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER 4065-5580

Fixed Income Securities

Municipal Bonds continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ANNUAL YIELD (%)
STATE PUB SCH BLDG AUTH PA S/D PHILADELPHIA PJ- SER A B/E REV AGM CPN 5 000% DUE 06/01/19 DTD 12/28/06 FC 06/01/07 CALL 12/01/16 @ 100 000 Moody AA3 , S&P AA- CUSIP 709207EB6 Acquired 12/07/06 nc	25,000	102 60	25,652.25 26,464 25	110 8480	27,712 00	2,059 75	104.17	1,250 00	4 51
ARIZONA BRD REGENTS CTFS PARTN REV REF-ARIZONA ST UNIV B/E MBIA CPN 5 000% DUE 07/01/19 DTD 12/01/06 FC 07/01/07 CALL 07/01/17 @ 100 000 Moody A1 , S&P AA- CUSIP 04048PDZ0 Acquired 12/13/06 nc	30,000	102 92 1 06	30,876 95 31,820 40	113 1740	33,952 20	3,075 25	750 00	1,500.00	4 41
UNIVERSITY KS HOSP AUTH HLTH FACS REV REF & IMPT KU HEALTH SYS B/E CPN 5 000% DUE 09/01/20 DTD 12/12/06 FC 03/01/07 CALL 09/01/16 @ 100.000 Moody NR , S&P A+ CUSIP 914367CC9 Acquired 12/12/06 nc	10,000	101 06 1.02	10,106 35 10,246 20	112 1900	11,219 00	1,112.65	166 67	500 00	4 45
Total Municipal Bonds	**445,000**		**$453,991.24 $473,927.45**		**$486,405.25**	**$32,414.01**	**$6,462.46**	**$22,400.00**	**4.61**
Total Fixed Income Securities			**$481,945.67 $501,881.88**		**$514,214.56**	**$32,268.89**	**$7,128.74**	**$24,533.75**	**4.77**

^ Denotes bonds with a maturity date in the next 60 days Please contact us for further investment opportunities or any assistance
nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS

MARSHA SHANKLIN FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER 4065-5580

Mutual Funds

Open End Mutual Funds

Open End Mutual Fund shares are priced at net asset value Estimated Annual Income and Yield refer to Dividends and Interest Income only, and typically do not reflect Total return.

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
BLACKROCK FDS II US OPPORT PORT INSTL CL BMCIX								
Acquired 03/26/10 nc	1,120 57000	35 69	40,000 00		40,340.51	340 51		
Acquired 12/16/10 nc	981 37200	40 75	40,000 00		35,329 39	-4,670 61		
Reinvestments m	342 41100	33 82	11,582 10		12,326 80	744 70		
Total	**2,444.35300**		**$91,582.10**	**36.0000**	**$87,996.70**	**-$3,585.40**	**$816.41**	**0.93**
BRANDES INVT TR INSTL EMERGING MKTS FUND CLASS I BEMIX								
Acquired 09/19/12	6,900 32900	9.13	63,000 00		63,068 94	68 94		
Reinvestments	279 91600	8 70	2,438 06		2,558.49	120 43		
Total	**7,180.24500**		**$65,438.06**	**9.1400**	**$65,627.43**	**$189.37**	**$1,026.77**	**1.56**
CALAMOS INVT TR NEW GROWTH & INCOME FD INSTL CGIIX								
Acquired 09/29/10 nc	1,734 82700	28 82	50,000 00		53,796 97	3,796.97		
Reinvestments m	136 31200	31 04	4,231 54		4,227 05	-4 49		
Total	**1,871.13900**		**$54,231.54**	**31.0100**	**$58,024.02**	**$3,792.48**	**$1,498.78**	**2.58**
FIRST EAGLE FUNDS SOGEN OVERSEAS FUND CL I SGOIX								
Acquired 03/26/10 nc	978 94800	20 43	20,000 00		21,889 27	1,889 27		
Reinvestments m	134 91600	21 52	2,903 72		3,016 72	113.00		
Total	**1,113.86400**		**$22,903.72**	**22.3600**	**$24,905.99**	**$2,002.27**	**$344.18**	**1.38**
HARRIS ASSOC INVT TR OAKMARK INTL FUND CL I OAKIX								
Acquired 03/26/10 nc	5,688 28200	17 58	100,000 00		119,055 69	19,055 69		
Reinvestments m	217.97500	19 12	4,169 81		4,562.26	392 45		
Total	**5,906.25700**		**$104,169.81**	**20.9300**	**$123,617.95**	**$19,448.14**	**$2,592.84**	**2.10**

WELLS FARGO ADVISORS

MARSHA SHANKLIN FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER 4065-5580

Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
HARTFORD INFLATION PLUS FD CL I HIPIX								
Acquired 03/26/10 nc	2,198 95700	11 36	25,000 00		27,003 17	2,003 17		
Reinvestments m	393 61100	11 92	4,695 70		4,833 56	137.86		
Total	**2,592.56800**		**$29,695.70**	**12.2800**	**$31,836.73**	**$2,141.03**	**$254.07**	**0.80**
MFS SER TR X EMERGING MKTS DEBT FD CLASS I MEDIX								
Acquired 03/26/10 nc	2,357 79500	14 42	34,000 00		38,502.77	4,502.77		
Acquired 09/19/12	623 05300	16 05	10,000 00		10,174 47	174 47		
Reinvestments m	437 63000	14 97	6,551 88		7,146 50	594 62		
Total	**3,418.47800**		**$50,551.88**	**16.3300**	**$55,823.74**	**$5,271.86**	**$2,738.20**	**4.91**
PIMCO UNCONSTRAINED BD FUND CL INSTITUTIONAL PFIUX								
Acquired 07/01/11 nc	3,150 31500	11 11	35,000 00		36,165 58	1,165 58		
Acquired 07/06/11 nc	1,800 18000	11 11	20,000 00		20,666 07	666 07		
Acquired 09/19/12	3,652 85000	11 58	42,300 00		41,934 72	-365.28		
Reinvestments m	317 92900	11 32	3,600 02		3,649 85	49 83		
Total	**8,921.27400**		**$100,900.02**	**11.4800**	**$102,416.22**	**$1,516.20**	**$1,632.59**	**1.59**
NUVEEN INVT FDS INC REAL ESTATE SECS FUND CL I FARCX								
Acquired 03/26/10 nc	1,251 91900	15 97	20,000 00		26,615 79	6,615.79		
Acquired 12/16/10 nc	1,149 35000	17 40	20,000 00		24,435.18	4,435 18		
Reinvestments m	261 49000	19 56	5,116 95		5,559 28	442 33		
Total	**2,662.75900**		**$45,116.95**	**21.2600**	**$56,610.25**	**$11,493.30**	**$1,307.41**	**2.31**
JPMORGAN MID CAP VALUE FUND CL I FLMVX								
Acquired 09/20/12	1,069.90000	28 04	30,000 00		29,946 49	-53.51		
Reinvestments	23 82700	28 17	671 26		666 92	-4.34		
Total	**1,093.72700**		**$30,671.26**	**27.9900**	**$30,613.41**	**-$57.85**	**$444.05**	**1.45**

MARSHA SHANKLIN FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER· 4065-5580

Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
PIMCO FUNDS PAC INVT ALL ASSET ALL AUTHORITY FUND CLASS A PAUAX								
Acquired 07/02/10 nc	9,372 07100	10 67	100,000 00		103,748.73	3,748 73		
Reinvestments m	1,810 84000	10 50	19,019 76		20,046.09	1,026 33		
Total	**11,182.91100**		**$119,019.76**	**11.0700**	**$123,794.82**	**$4,775.06**	**$5,938.12**	**4.80**
T ROWE PRICE CAP APPRECIATION FD SBI PRWCX								
Acquired 03/26/10 nc	2,615 06300	19 12	50,000 00		58,185 13	8,185 13		
Acquired 10/04/10 nc	789 05800	19 01	15,000 00		17,556.55	2,556.55		
Reinvestments m	347 17800	21 35	7,412 63		7,724.72	312 09		
Total	**3,751.29900**		**$72,412.63**	**22.2500**	**$83,466.40**	**$11,053.77**	**$1,538.03**	**1.84**
T ROWE PRICE MD-CP VAL TRMCX								
Acquired 03/26/10 nc	1,830 66400	21 85	40,000 00		44,009 14	4,009 14		
Acquired 03/31/10 nc	2,046 38500	21 99	45,000 00		49,195.10	4,195.10		
Reinvestments m	553 92000	22 41	12,417 24		13,316.25	899 01		
Total	**4,430.96900**		**$97,417.24**	**24.0400**	**$106,520.49**	**$9,103.25**	**$1,417.91**	**1.33**
ROYCE FD PREMIER FD CL W RPRWX								
Acquired 03/26/10 nc	4,025 46000	17 38	70,000 00		77,288.79	7,288.79		
Reinvestments m	770 49100	18 73	14,432 67		14,793 46	360 79		
Total	**4,795.95100**		**$84,432.67**	**19.2000**	**$92,082.25**	**$7,649.58**	**$963.98**	**1.05**
TOCQUEVILLE TR DELAFIELD FD DEFIX								
Acquired 03/31/10 nc	1,558 23900	25 67	40,000 00		47,588 60	7,588 60		
Reinvestments m	115 21700	29 71	3,423.18		3,518 74	95.56		
Total	**1,673.45600**		**$43,423.18**	**30.5400**	**$51,107.34**	**$7,684.16**	**N/A**	**N/A**

WELLS FARGO ADVISORS

MARSHA SHANKLIN FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER. 4065-5580

Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
STADION INVT TR STADION MANAGED PORT CL I ETFVX								
Acquired 07/02/10 nc	4,742 80600	9 69	45,964 12		46,574 31	610 19		
Acquired 12/16/10 nc	967 61000	10 33	10,000 00		9,501 96	-498 04		
Reinvestments m	182 95700	9 78	1,790.88		1,796 65	5 77		
Total	5,893.37300		$57,755.00	9.8200	$57,872.92	$117.92	N/A	N/A
Total Open End Mutual Funds			$1,069,721.52		$1,152,316.66	$82,595.14	$22,513.34	1.95

m This security contains multiple tax lots that may or may not include cost information that is reportable to the IRS
nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS

Closed End Mutual Funds

Closed End Fund shares are priced at the market which may be more or less than its net asset value

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
KAYNE ANDERSON MLP INVESTMENT COMPANY KYN Acquired 03/26/10 nc	1,000	24 46 26 00	24,468 92 26,000 00	29 4700	29,470 00	5,001 08	2,200.00	7.46
Total Closed End Mutual Funds			$24,468.92 $26,000.00		$29,470.00	$5,001.08	$2,200.00	7.47
Total Mutual Funds			$1,094,190.44 $1,095,721.52		$1,181,786.66	$87,596.22	$24,713.34	2.09

nc Cost information for this tax lot is not covered by IRS reporting requirements. Unless indicated, cost for all other lots will be reported to the IRS.