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 CLAUDE MOORE CHARITABLE FOUNDATION

A Employer identification number
52-1558571

Number and street (or P O box number if mail is not delivered to street address)
11350 RANDOM HILLS ROAD

Room/suite
520

B Telephone number (see instructions)
(703) 934-1147

City or town, state, and ZIP code
FAIRFAX, VA 22030

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)* ▶ $ 125,332,896.

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	4,324,941.	4,324,941.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,075,542.			
	b Gross sales price for all assets on line 6a 18,152,768.				
	7 Capital gain net income (from Part IV, line 2)		1,075,542.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 2	-67,797.	472.		
	12 **Total.** Add lines 1 through 11	5,332,686.	5,400,955.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	563,527.	112,706.		450,821.
	14 Other employee salaries and wages	384,813.	76,963.		307,850.
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 3	905,343.	897,850.		7,493.
	b Accounting fees (attach schedule) ATCH 4	132,364.	33,092.		99,272.
	c Other professional fees (attach schedule) *	166,919.	166,919.		
	17 Interest ATCH 6	455.	455.		
	18 Taxes (attach schedule) (see instructions) ATCH 7	1,455,472.	33,848.		1,325,868.
	19 Depreciation (attach schedule) and depletion	3,659.	3,659.		
	20 Occupancy	151,222.	30,244.		120,978.
	21 Travel, conferences, and meetings	29,794.	14,897.		14,897.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 8	375,145.	55,401.		319,043.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	4,168,713.	1,426,034.		2,646,222.
	25 Contributions, gifts, grants paid	1,742,064.			1,742,064.
	26 **Total expenses and disbursements.** Add lines 24 and 25	5,910,777.	1,426,034.	0	4,388,286.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-578,091.			
	b **Net investment income** (if negative, enter -0-)		3,974,921.		
	c **Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	3,507,306.	4,227,745.	4,227,745.
	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) ▶ *		* 39,369,317.	ATCH 9
		Less allowance for doubtful accounts ▶ 39,369,317.			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 10	13,443,140.	11,659,468.	11,659,468.
	c	Investments - corporate bonds (attach schedule) ATCH 11	25,909,818.	26,344,699.	26,344,699.
	11	Investments - land, buildings, and equipment basis ▶ *** 81,000,000.			
		Less accumulated depreciation (attach schedule) ▶	82,150,000.	81,000,000.	81,000,000.
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 12	3,781,993.	2,040,906.	2,040,906.
	14	Land, buildings, and equipment basis ▶ 162,630.			ATCH 13
		Less accumulated depreciation (attach schedule) ▶ 135,600.	42,858.	27,030.	27,030.
	15	Other assets (describe ▶ ATCH 14)	14,670.	33,048.	33,048.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	128,849,785.	125,332,896.	125,332,896.
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 ▶ ATCH 15)	175.	455.	
	23	**Total liabilities** (add lines 17 through 22)	175.	455.	
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	128,849,610.	125,332,441.	
	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, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	128,849,610.	125,332,441.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	128,849,785.	125,332,896.	

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	128,849,610.
2	Enter amount from Part I, line 27a	2	-578,091.
3	Other increases not included in line 2 (itemize) ▶ ATCH 16	3	1,155,438.
4	Add lines 1, 2, and 3	4	129,426,957.
5	Decreases not included in line 2 (itemize) ▶ ATCH 17	5	4,094,516.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	125,332,441.

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*** ATCH 24

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	SEE PART IV SCHEDULE			
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 (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				
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	1,075,542.
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	0

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	4,201,626.	52,512,380.	0.080012
2010	5,766,036.	55,463,507.	0.103961
2009	9,156,591.	91,421,816.	0.100158
2008	9,098,857.	117,678,777.	0.077319
2007	8,482,636.	135,816,166.	0.062457

2	**Total** of line 1, column (d)	2	0.423907
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	0.084781
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	48,517,192.
5	Multiply line 4 by line 3	5	4,113,336.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	39,749.
7	Add lines 5 and 6	7	4,153,085.
8	Enter qualifying distributions from Part XII, line 4	8	4,388,286.

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 ▶ [X] and enter 1% of Part I, line 27b . . .		1	39,749.
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	39,749.
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	39,749.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . .	6a 103,640.		
b	Exempt foreign organizations - tax withheld at source . . .	6b		
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c		
d	Backup withholding erroneously withheld . . .	6d		
7	Total credits and payments Add lines 6a through 6d . . .		7	103,640.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	63,891.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 63,891. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . .	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) ▶ VA,			
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 ▶ WWW.CLAUDEMOOREFOUNDATION.ORG

14 The books are in care of ▶ J HAMILTON LAMBERT Telephone no. ▶ (703)934-1147

Located at ▶ 11350 RANDOM HILLS ROAD #520 FAIRFAX, VA ZIP+4 ▶ 22030

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.

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

			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 ▶ ________, ________, ________, ________

			Yes	No
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		

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

			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)*	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

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 [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . . [ ] Yes [X] 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 [X] 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 [X] 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 [X] 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 [X] 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
ATCH 18		563,527.	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
ATCH 19		354,452.	0	0

Total number of other employees paid over $50,000 . . . . . . ▶ 3

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
ATCH 20		1,150,987.
Total number of others receiving over $50,000 for professional services . . . ▶		

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, THE FOUNDATION MAKES GRANTS TO PUBLIC CHARITIES	
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	40,700,669.
b	Average of monthly cash balances	1b	4,995,153.
c	Fair market value of all other assets (see instructions)	1c	3,560,210.
d	**Total** (add lines 1a, b, and c)	1d	49,256,032.
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	
3	Subtract line 2 from line 1d	3	49,256,032.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	738,840.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	48,517,192.
6	**Minimum investment return.** Enter 5% of line 5	6	2,425,860.

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	2,425,860.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	39,749.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	39,749.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,386,111.
4	Recoveries of amounts treated as qualifying distributions			4	5,851.
5	Add lines 3 and 4			5	2,391,962.
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	2,391,962.

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	4,388,286.
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	4,388,286.
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	39,749.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,348,537.

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				2,391,962.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only				
b	Total for prior years 20 10 ,20 09 ,20 08				
3	Excess distributions carryover, if any, to 2012:				
a	From 2007 . . . . . . 1,867,315.				
b	From 2008 . . . . . . 3,329,290.				
c	From 2009 . . . . . . 4,651,096.				
d	From 2010 . . . . . . 3,069,417.				
e	From 2011 . . . . . . 1,662,204.				
f	**Total** of lines 3a through e	14,579,322.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 4,388,286.				
a	Applied to 2011, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2012 distributable amount				2,391,962.
e	Remaining amount distributed out of corpus	1,996,324.			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	16,575,646.			
b	Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d	Subtract line 6c from line 6b. Taxable amount - see instructions				
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	1,867,315.			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	14,708,331.			
10	Analysis of line 9:				
a	Excess from 2008 . . . 3,329,290.				
b	Excess from 2009 . . . 4,651,096.				
c	Excess from 2010 . . . 3,069,417.				
d	Excess from 2011 . . . 1,662,204.				
e	Excess from 2012 . . . 1,996,324.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 ▶ [X] 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*				
ATCH 21				
Total . . . . ▶ **3a**				1,742,064.
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	4,324,941.	
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			14	472.	
8 Gain or (loss) from sales of assets other than inventory			18	1,075,542.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 22		-74,120.			5,851.
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-74,120.		5,400,955.	5,851.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 5,332,686.

(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)

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
	N/A		N/A

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] 11-7-13 ▶ Trustee

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
W. CRAIG THOMPSON	[signature]	10/30/13		P00295094
Firm's name ▶ RUSSELL, EVANS & THOMPSON, PLLC			Firm's EIN ▶ 54-1341318	
Firm's address ▶ 299 HERNDON PARKWAY, SUITE 206 HERNDON, VA 20170-4467			Phone no 703-478-0320	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-5,277.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					6,024.	
		PUB TRADED SECURITIES-MORGAN STANLEY PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
7,633,273.		6,706,353.					926,920.	
		PUB TRADED SECURITIES-WELLS FARGO PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
10518748.		10370873.					147,875.	
TOTAL GAIN(LOSS)							1,075,542.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST AND DIVIDENDS - INVESTMENTS	1,771,332.	1,771,332.
INTEREST AND DIVIDENDS - PARTNERSHIPS	1,275.	1,275.
ACCRUED OID INTEREST ON NOTES REC. - CTD	2,552,334.	2,552,334.
TOTAL	4,324,941.	4,324,941.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME	472.	472.
ORDINARY LOSS FROM INVESTMENT IN PARTNERSHIPS-UNRELATED BUSINESS LOSS REPORTED ON FORM 990-T	-74,120.	
RETURN OF GRANT	5,851.	
TOTALS	-67,797.	472.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	905,343.	897,850.		7,493.
TOTALS	905,343.	897,850.		7,493.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDIT AND TAX SERVICES	132,364.	33,092.		99,272.
TOTALS	132,364.	33,092.		99,272.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	166,919.	166,919.
TOTALS	166,919.	166,919.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST EXPENSE-PASS THROUGH	455.	455.
TOTALS	455.	455.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
REAL ESTATE TAXES	1,321,302.	24,700.	1,296,602.
PAYROLL TAXES	36,581.	7,315.	29,266.
FOREIGN TAXES	1,833.	1,833.	
FEDERAL EXCISE TAX	95,756.		
TOTALS	1,455,472.	33,848.	1,325,868.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OFFICE EXPENSE	34,085.	6,817.	27,268.
MEMBERSHIPS & SUBSCRIPTIONS	40,766.	8,153.	32,613.
PAYROLL SERVICE FEES	8,322.	1,665.	6,657.
INSURANCE	50,148.		50,148.
REAL ESTATE LAND MAINT.	189,096.	34,850.	154,246.
DEPREC, CHARITABLE FURN&EQUIP	19,346.		19,346.
ADMINISTRATIVE CONTRACTOR	13,103.		13,103.
PASS-THROUGH NONDEDUCT EXPENSE	59.		
ADMINISTRATIVE FEES	120.	24.	96.
MISCELLANEOUS EXPENSES	133.	26.	107.
TELEPHONE AND INTERNET	19,325.	3,866.	15,459.
SPONSORSHIPS-NONDEDUCTIBLE	642.		
TOTALS	375,145.	55,401.	319,043.

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER:	CTD MOOREFIELD RETAIL, LLC
ORIGINAL AMOUNT:	30,000,000.
INTEREST RATE:	7.000000
DATE OF NOTE:	12/08/2005
MATURITY DATE:	12/20/2025
REPAYMENT TERMS:	INT ONLY AT 5% TO 3/31/09, 7% AFTER, DUE MONTHLY
SECURITY PROVIDED:	1ST LIEN ON THE CONVEYED LAND SUBORDINATED TO BANK
PURPOSE OF LOAN:	FINANCE SALE
DESCRIPTION AND FMV OF CONSIDERATION:	SOLD LAND FOR $33,000,000., REC. PRIN. $3,000,000 30,000,000.

BEGINNING BALANCE DUE .... 35,874,902.

ENDING BALANCE DUE .... 38,386,277.

ENDING FAIR MARKET VALUE ....

BORROWER:	CTD OFFSITE, LLC
ORIGINAL AMOUNT:	819,200.
INTEREST RATE:	5.000000
DATE OF NOTE:	06/16/2008
MATURITY DATE:	05/30/2018
REPAYMENT TERMS:	PRINCIPAL AND INTEREST BALLOON PAYMT ON MATURITY.
SECURITY PROVIDED:	DEED OF TRUST CONVEYED LAND - SUBORDINATED TO BANK
PURPOSE OF LOAN:	FINANCE SALE
DESCRIPTION AND FMV OF CONSIDERATION:	SOLD LAND 819,200.

BEGINNING BALANCE DUE .... 942,080.

ENDING BALANCE DUE .... 983,040.

ENDING FAIR MARKET VALUE ....

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 36,816,982.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 39,369,317.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE

CLAUDE MOORE CHARITABLE FOUNDATION
EIN: 52-1558571
FORM 990-PF
DECEMBER 31, 2012

THE FOUNDATION SOLD LAND TO TWO ENTITIES FOR A TOTAL OF $33,819,200. $3 MILLION OF THE PRINCIPAL AMOUNT WAS RECEIVED IN PRIOR YEARS. THE CURRENT OUTSTANDING BALANCE ON THE NOTES IS $30,819,200.

IN ADDITION, INTEREST HAS ACCRUED ON THE NOTES THROUGH DECEMBER 31, 2012 IN THE AMOUNT OF $8,550,117.

THE VALUE OF THE NOTES IS IMPAIRED. ACCORDINGLY, THE FOUNDATION IS VALUING THE NOTES AND ACCRUED INTEREST AT $0 UNTIL SUCH TIME AS THE COLLECTABILITY CAN BE DETERMINED.

SEE ATTACHMENT 17 REGARDING THE CURRENT YEAR ADJUSTMENT TO THE VALUATION ALLOWANCE FOR THE NOTES AND ACCRUED INTEREST.

REF/015

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE THE ATTACHED INVESTMENT SUMMARY SCHEDULE	11,659,468.	11,659,468.
TOTALS	11,659,468.	11,659,468.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE THE ATTACHED INVESTMENT SUMMARY SCHEDULE	26,344,699.	26,344,699.
TOTALS	26,344,699.	26,344,699.

ATTACHMENT 12

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE THE ATTACHED INVESTMENT SUMMARY SCHEDULE		
ALTERNATIVE INVESTMENTS	345,092.	345,092.
PREFERRED STOCK	1,695,814.	1,695,814.
TOTALS	2,040,906.	2,040,906.

CLAUDE MOORE CHARITABLE FOUNDATION
EIN 52-1558571
SUMMARY OF INVESTMENTS
FORM 990 PF, PART II, LINES 10 AND 13
DECEMBER 31, 2012

	MONEY FUNDS OR	STOCK		BONDS				TOTAL
ACCOUNT #	EQUIVALENTS	COMMON, ETF & OPT	PREFERRED	INTERNATIONAL	CORPORATE	TOTAL	OTHER	PORTFOLIO
#2502	2,627,799 90	5,618,056 59	685,478 00		3,144,054 35	3,144,054 35	345,091 75	12,420,480 59
#7502	301 59							301.59
#9502	1,027,005 04		489,400 00	1,086,345 00	7,126,487 00	8,212,832 00		9,729,237 04
#1543	176,390 59			1,014,273 77	4,061,832 50	5,076,106 27		5,252,496 86
#5292	180,395 90	6,041,412.00	520,935 82		499,990 00	499,990 00		7,242,733 72
#5419	89,777 21			3,961,310 50	5,450,405 50	9,411,716 00		9,501,493 21
TOTAL	4,101,670 23	11,659,468 59	1,695,813 82	6,061,929 27	20,282,769 35	26,344,698 62	345,091 75	44,146,743 01
		LINE 10 b	LINE 13			LINE 10 c	LINE 13	

LINE 13 TOTALS

PREFERRED STOCK	1,695,814
OTHER	345,092
TOTAL LINE 13	2,040,906

A COPY OF THE DETAILED ASSETS HELD IN THE ABOVE MENTIONED ACCOUNTS IS ATTACHED.

Claude Moore Charitable Foundation
EIN: 52-1558571
Investments - ALC #2502
December 31, 2012

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ALTRIA GROUP INC (MO)	10/18/10	5,000.000	$24.948	$124,740.00	$157,200.00	$32,460.00 LT		
	10/18/10	1,750.000	24.949	43,660.93	55,020.00	11,359.07 LT		
	12/10/10	3,000.000	24.839	74,516.64	94,320.00	19,803.36 LT		
	Total	9,750.000		242,917.57	306,540.00	63,622.43 LT	17,160.00	5.59

Share Price: $31.440; Next Dividend Payable 01/10/13

Claude Moore Charitable Foundation
EIN: 52-1558571
Investments - ALC #2502
December 31, 2012

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AUTOMATIC DATA PROCESSING INC (ADP)	7/28/09	500.000	37.205	18,602.55	28,465.00	9,862.45 LT		
	4/15/10	1,000.000	44.438	44,438.00	56,930.00	12,492.00 LT		
	8/5/10	1,000.000	41.948	41,948.00	56,930.00	14,982.00 LT		
	2/9/11	1,000.000	49.038	49,038.00	56,930.00	7,892.00 LT		
	3/1/11	1,000.000	49.398	49,398.00	56,930.00	7,532.00 LT		
	Total	4,500.000		203,424.55	256,185.00	52,760.45 LT	7,830.00	3.05
Share Price: $56.930; Next Dividend Payable 01/02/13								
CATERPILLAR INC (CAT)	10/14/10	750.000	79.899	59,924.33	67,206.37	7,282.04 LT		
	10/14/10	1,000.000	79.868	79,868.40	89,608.49	9,740.09 LT		
	12/10/10	500.000	89.918	44,959.00	44,804.24	(154.76) LT		
	4/18/11	500.000	102.807	51,403.25	44,804.24	(6,599.01) LT		
	4/19/11	500.000	105.497	52,748.25	44,804.24	(7,944.01) LT		
	4/19/11	1,000.000	105.216	105,216.20	89,608.49	(15,607.71) LT		
	Total	4,250.000		394,119.43	380,836.12	(13,283.36) LT	8,840.00	2.32
Share Price: $89 609; Next Dividend Payable 03/2013								
CHEVRON CORP (CVX)	8/19/10	700.000	75.757	53,029.90	75,698.00	22,668.10 LT		
	4/18/11	500.000	103.857	51,928.60	54,070.00	2,141.40 LT		
	4/19/11	1,000.000	105.440	105,440.00	108,140.00	2,700.00 LT		
	4/19/11	500.000	105.548	52,774.00	54,070.00	1,296.00 LT		
	4/19/11	90.000	105.620	9,505.80	9,732.60	226.80 LT		
	4/19/11	410.000	105.580	43,287.80	44,337.40	1,049.60 LT		
	Total	3,200.000		315,966.10	346,048.00	30,081.90 LT	11,520.00	3.32
Share Price: $108.140; Next Dividend Payable 03/2013								
CONAGRA FOODS INC (CAG)	10/27/09	2,750.000	21.427	58,923.70	81,125.00	22,201.30 LT		
	10/28/09	2,000.000	21.148	42,296.00	59,000.00	16,704.00 LT		
	10/30/09	1,000.000	21.386	21,386.00	29,500.00	8,114.00 LT		
	4/15/10	1,000.000	25.097	25,097.00	29,500.00	4,403.00 LT		
	10/18/10	2,000.000	22.669	45,337.20	59,000.00	13,662.80 LT		
	12/10/10	1,000.000	22.178	22,178.00	29,500.00	7,322.00 LT		

CONTINUED

Claude Moore Charitable Foundation
EIN: 52-1558571
Investments - ALC #2502
December 31, 2012

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	9,750.000		215,217.90	287,625.00	72,407.10 LT	9,750.00	3.38
Share Price: $29.500; Next Dividend Payable 03/2013								
CVS CAREMARK CORP (CVS)	6/7/12	2,000.000	44.550	89,100.00	96,700.00	7,600.00 ST		
	6/7/12	2,500.000	44.545	111,362.25	120,875.00	9,512.75 ST		
	Total	4,500.000		200,462.25	217,575.00	17,112.75 ST	4,050.00	1.86
Share Price: $48.350; Next Dividend Payable 02/2013								
DU PONT EI DE NEMOURS & CO (DD)	1/6/09	50.000	27.967	1,398.37	2,248.92	850.55 LT		
	3/24/09	200.000	23.039	4,607.80	8,995.69	4,387.89 LT		
	7/28/09	2,000.000	29.899	59,797.40	89,956.99	30,159.59 LT		
	10/27/09	2,000.000	33.140	66,279.80	89,956.99	23,677.19 LT		
	4/19/11	2,000.000	54.093	108,186.40	89,956.99	(18,229.41) LT		
	4/19/11	2,000.000	54.520	109,039.20	89,956.99	(19,082.21) LT		
	Total	8,250.000		349,308.97	371,072.62	21,763.60 LT	14,190.00	3.82
Share Price: $44.979; Next Dividend Payable 03/2013								
HOME DEPOT INC (HD)	12/3/08	1,000.000	22.168	22,168.40	61,850.00	39,681.60 LT		
	12/4/08	500.000	23.950	11,974.95	30,925.00	18,950.05 LT		
	12/5/08	500.000	23.258	11,629.05	30,925.00	19,295.95 LT		
	12/8/08	300.000	24.780	7,433.97	18,555.00	11,121.03 LT		
	12/17/08	200.000	24.787	4,957.40	12,370.00	7,412.60 LT		
	12/24/08	500.000	23.899	11,949.50	30,925.00	18,975.50 LT		
	10/27/09	2,000.000	26.168	52,336.00	123,700.00	71,364.00 LT		
	10/29/09	1,000.000	25.829	25,828.50	61,850.00	36,021.50 LT		
	10/18/10	2,000.000	30.438	60,875.00	123,700.00	62,825.00 LT		
	Total	8,000.000		209,152.77	494,800.00	285,647.23 LT	9,280.00	1.87
Share Price: $61.850; Next Dividend Payable 03/2013								
INTL BUSINESS MACHINES CORP (IBM)	2/23/09	325.000	85.500	27,787.50	62,253.75	34,466.25 LT 1		
	3/19/09	1,800.000	92.418	166,353.00	344,790.00	178,437.00 LT 1		
	4/19/11	500.000	165.508	82,754.00	95,775.00	13,021.00 LT		

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Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	2,625.000		276,894.50	502,818.75	225,924.25 LT	8,925.00	1.77
Share Price: $191.550; Next Dividend Payable 03/2013								
INTUIT INC (INTU)	4/23/10	1,000.000	35.927	35,926.90	59,475.40	23,548.50 LT		
	8/9/10	1,000.000	40.668	40,667.80	59,475.40	18,807.60 LT		
	10/18/10	1,000.000	46.036	46,035.90	59,475.40	13,439.50 LT		
	Total	3,000.000		122,630.60	178,426.20	55,795.60 LT	2,040.00	1.14
Share Price: $59.475; Next Dividend Payable 01/2013								
KIMBERLY CLARK CORP (KMB)	11/18/08	1,000.000	56.503	56,503.30	84,430.00	27,926.70 LT		
	11/26/08	100.000	55.836	5,583.55	8,443.00	2,859.45 LT		
	12/9/08	100.000	54.466	5,446.60	8,443.00	2,996.40 LT		
	1/2/09	100.000	53.002	5,300.19	8,443.00	3,142.81 LT		
	3/19/09	1,700.000	46.628	79,267.60	143,531.00	64,263.40 LT		
	10/27/09	1,000.000	61.260	61,259.90	84,430.00	23,170.10 LT		
	10/18/10	1,000.000	66.828	66,828.00	84,430.00	17,602.00 LT		
	Total	5,000.000		280,189.14	422,150.00	141,960.86 LT	14,800.00	3.50
Share Price: $84.430; Next Dividend Payable 01/03/13								
KINDER MORGAN ENERGY PTRS LP (KMP)	1/19/11	825.000	71.845	59,272.13	65,826.75	6,554.62 LT		
	2/9/11	1,000.000	71.927	71,926.60	79,790.00	7,863.40 LT		
	3/1/11	1,000.000	72.797	72,796.50	79,790.00	6,993.50 LT		
	4/19/11	1,500.000	74.878	112,317.00	119,685.00	7,368.00 LT		
	Total	4,325.000		316,312.23	345,091.75	28,779.52 LT	21,798.00	6.3[illegible]
Share Price: $79.790; Next Dividend Payable 02/2013								
MARATHON PETROLEUM CORP (MPC)	1/16/09	250.000	23.203	5,800.72	15,750.00	9,949.28 LT		
	10/28/09	500.000	26.612	13,305.86	31,500.00	18,194.14 LT		
	10/29/09	500.000	26.920	13,460.24	31,500.00	18,039.76 LT		
	8/19/10	1,000.000	25.847	25,846.60	63,000.00	37,153.40 LT		
	11/4/10	500.000	27.000	13,499.90	31,500.00	18,000.10 LT		
	4/19/11	1,000.000	40.930	40,930.23	63,000.00	22,069.77 LT		

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Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Gain/(Loss)	Annual Income	Yield %
	Total	3,750.000		112,843.55	236,250.00	123,406.45 LT	5,250.00	2.22
Share Price: $63.000; Next Dividend Payable 03/2013								
NIKE INC B (NKE)	4/13/10	2,800.000	37.580	105,224.00	144,480.00	39,256.00 LT		
	10/18/10	1,000.000	40.846	40,846.00	51,600.00	10,754.00 LT		
	Total	3,800.000		146,070.00	196,080.00	50,010.00 LT	1,596.00	0.81
Share Price: $51.600; Next Dividend Payable 03/2013								
PFIZER INC (PFE)	4/12/12	9,000.000	21.919	197,271.00	225,713.70	28,442.70 ST		
	4/12/12	9,000.000	21.918	197,257.50	225,713.70	28,456.20 ST		
	Total	18,000.000		394,528.50	451,427.40	56,898.90 ST	17,280.00	3.82
Share Price: $25.079; Next Dividend Payable 03/2013								
VERIZON COMMUNICATIONS (VZ)	1/5/09	200.000	30.849	6,169.72	8,654.00	2,484.28 LT		
	1/5/09	1,000.000	30.079	30,079.43	43,270.00	13,190.57 LT		
	1/26/09	100.000	29.168	2,916.77	4,327.00	1,410.23 LT		
	3/19/09	1,700.000	28.337	48,172.30	73,559.00	25,386.70 LT		
	10/28/09	1,000.000	27.939	27,939.03	43,270.00	15,330.97 LT		
	10/18/10	2,000.000	32.608	65,216.00	86,540.00	21,324.00 LT		
	Total	6,000.000		180,493.25	259,620.00	79,126.75 LT	12,360.00	4.76
Share Price: $43 270; Next Dividend Payable 02/2013								
VISA INC CL A (V)	10/29/09	2,000.000	76.497	152,994.00	303,160.00	150,166.00 LT		
	4/14/10	500.000	93.328	46,664.00	75,790.00	29,126.00 LT		
	10/18/10	500.000	77.718	38,859.00	75,790.00	36,931.00 LT		
	Total	3,000.000		238,517.00	454,740.00	216,223.00 LT	3,960.00	0.8[illegible]
Share Price: $151.580; Next Dividend Payable 03/2013								
WAL MART STORES INC (WMT)	3/19/09	1,750.000	50.098	87,671.50	119,402.50	31,731.00 LT		
	10/28/09	1,000.000	50.248	50,248.00	68,230.00	17,982.00 LT		
	4/23/10	1,000.000	54.167	54,167.00	68,230.00	14,063.00 LT		
	Total	3,750.000		192,086.50	255,862.50	63,776.00 LT	5,962.50	2.33
Share Price: $68.230; Next Dividend Payable 03/2013								
COMMON STOCKS				$4,391,134.81	$5,963,148.34	$1,498,001.78 LT	$176,591.50	2.96%
						$74,011.65 ST	$0.00	

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Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
CREDIT SUISSE GU 7.9% (CRP)	5/4/09	2,000.000	$20.630	$41,260.00	$50,740.00	$9,480.00 LT		
	5/4/09	1,000.000	20.609	20,609.00	25,370.00	4,761.00 LT		
	5/26/09	1,000.000	22.446	22,445.90	25,370.00	2,924.10 LT		
	8/21/09	1,000.000	24.708	24,708.40	25,370.00	661.60 LT		
	Total	5,000.000		109,023.30	126,850.00	17,826.70 LT	9,875.00	7.78
Share Price: $25.370; Moody BA1 S&P BBB; Next Dividend Payable 03/2013								
ENDURANCE SPEC 7.7500 SERIES (ENH.A)	6/15/10	2,000.000	23.440	46,879.00	52,968.00	6,089.00 LT		
	6/17/10	500.000	23.540	11,770.00	13,242.00	1,472.00 LT		
	6/17/10	500.000	23.548	11,774.00	13,242.00	1,468.00 LT		
	Total	3,000.000		70,423.00	79,452.00	9,029.00 LT	5,814.00	7.31
Share Price: $26.484; Moody BAA3 S&P BBB-; Next Dividend Payable 03/2013								
METLIFE INC 6.5000% SER B (MET.B)	4/20/09	1,000.000	17.000	17,000.00	25,222.00	8,222.00 LT		
	4/20/09	621.000	16.963	10,534.15	15,662.86	5,128.71 LT		
	4/20/09	379.000	17.000	6,443.00	9,559.14	3,116.14 LT		
	4/20/09	1,000.000	16.960	16,960.00	25,222.00	8,262.00 LT		
	4/20/09	1,000.000	17.000	17,000.00	25,222.00	8,222.00 LT		
	4/20/09	1,000.000	16.960	16,960.00	25,222.00	8,262.00 LT		
	4/20/09	500.000	17.000	8,499.80	12,611.00	4,111.20 LT		
	4/21/09	200.000	16.474	3,294.80	5,044.40	1,749.60 LT		
	4/21/09	300.000	16.468	4,940.40	7,566.60	2,626.20 LT		
	7/28/09	1,000.000	22.231	22,231.20	25,222.00	2,990.80 LT		
	9/22/09	1,000.000	22.650	22,650.00	25,222.00	2,572.00 LT		
	Total	8,000.000		146,513.35	201,776.00	55,262.65 LT	13,000.00	6.44
Share Price: $25.222; Moody BAA2 S&P BBB-; Next Dividend Payable 03/2013								
PNC FINL-P 6.125% FLTS 5/01/22 (PNC.P)	6/1/12	5,000.000	25.050	125,250.00	138,700.00	13,450.00 ST		
	6/1/12	5,000.000	25.048	125,239.50	138,700.00	13,460.50 ST		
	Total	10,000.000		250,489.50	277,400.00	26,910.50 ST	15,310.00	5.51
Share Price: $27.740; Moody BAA3 S&P BBB; Next Dividend Payable 02/2013								
PREFERRED STOCKS				$576,449.15	$685,478.00	$82,118.35 LT $26,910.50 ST	$43,999.00 $0.00	6.42%

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CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
BANK OF AMERICA 8.125% FIXED D IV TO 5/2018 FLOATS THEREAFTER CUSIP 060505DT8	6/1/12	250,000.000	$100.500 $100.499	$251,250.00 $251,246.90	$276,815.00	$25,568.10 ST	$20,312.50 $2,595.48	7.33
Unit Price: $110.726; Coupon Rate 8.125%; Perpetual Maturity; Int. Semi-Annually May/Nov 15; Callable $100.00 on 05/15/18; Yield to Maturity 7.295%; Floater; Moody B1 S&P BB+; Issued 04/30/08								
PRUDENTIAL FINL INC 5.875% FIX ED-TO-9/15/22 FLTS THEREAFTER CUSIP 744320AL6	8/8/12	100,000.000	101.850 101.841	101,850.00 101,840.91	105,000.00	3,159.09 ST	5,875.00 2,317.36	5.59
Unit Price: $105.000; Coupon Rate 5.875%; Matures 09/15/2042; Int. Semi-Annually Mar/Sep 15; Callable $100.00 on 09/15/22; Yield to Call 5.211%; First Coupon 03/15/13; Floater; Moody BAA3 S&P BBB+; Issued 08/09/12								
GOLDMAN SACHS CAPT II 5.793% F IX TO 6/2012 FLOATS THEREAFTER CUSIP 381427AA1	4/19/12	500,000.000	68.850 68.850	344,250.00 344,250.00	390,540.00	46,290.00 ST	20,000.00 1,666.66	5.12
Unit Price: $78.108; Coupon Rate 4.000%; Matures 06/01/2043; Interest Paid Quarterly Dec 01; Callable $100.00 on 06/01/16; Yield to Maturity 5.488%; Floater; Moody BA2 S&P BB+; Issued 05/15/07								
BARCLAYS BK PLC A 6.278% FIXED TO 12/2034 FLOATS THEREAFTER CUSIP 06738C828	6/14/12	325,000.000	76.000 76.000	247,000.00 247,000.00	311,811.50	64,811.50 ST	20,403.50 906.82	6.54
Unit Price: $95.942; Coupon Rate 6.278%; Matures 12/29/2049; Int. Semi-Annually Jun/Dec 15; Callable $100.00 on 12/15/34; Yield to Maturity 6.572%; Floater; Moody BA2 S&P BBB; Issued 06/08/05								
BAC CAPITAL TR XIV 5.63% FIXED TO 3/15/12 FLOATS THEREAFTER CUSIP 05518VAA3	4/19/12	250,000.000	69.125 69.125	172,812.50 172,812.50	211,290.00	38,477.50 ST	10,000.00 444.44	4.73
Unit Price: $84.516; Coupon Rate 4.000%; Matures 07/26/2052; Interest Paid Quarterly Sep 15; Callable $100.00 on 03/15/17; Yield to Maturity 4.888%; Floater; Moody B1 S&P BB+; Issued 02/16/07								
AMERICAN INTL GROUP 8.175% FIX ED TO 5/2038 FLOATS THEREAFTER CUSIP 026874BS5	6/14/12	235,000.000	105.250 105.243	247,337.50 247,321.39	306,087.50	58,766.11 ST	19,211.25 2,454.77	6.27
Unit Price: $130.250; Coupon Rate 8.175%; Matures 05/15/2058; Int. Semi-Annually May/Nov 15; Callable $100.00 on 05/15/38; Yield to Maturity 6.179%; Floater; Moody BAA2 S&P BBB; Issued 05/15/09								

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CORPORATE BONDS		1,660,000.000		$1,364,500.00 $1,364,471.70	$1,601,544.00	$237,072.30 ST	$95,802.25 $10,385.53	5.98%

CORPORATE FIXED INCOME

FIXED-RATE CAPITAL SECURITIES

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
JPMORGAN CHASE CAPITAL XIX SER-S 6.625% (JPM.S)	4/23/09	979.000	$19.798 $19.798	$19,382.24 $19,382.24	$24,739.33	$5,357.09 LT		
	4/23/09	3,000.000	19.750 19.750	59,250.00 59,250.00	75,810.00	16,560.00 LT		
	4/23/09	21.000	19.770 19.770	415.17 415.17	530.67	115.50 LT		
	4/23/09	1,000.000	19.750 19.750	19,750.00 19,750.00	25,270.00	5,520.00 LT		
	4/24/09	1,000.000	20.154 20.154	20,154.00 20,154.00	25,270.00	5,116.00 LT		
	7/28/09	1,000.000	23.946 23.946	23,946.00 23,946.00	25,270.00	1,324.00 LT		
	8/21/09	1,000.000	23.990 23.990	23,990.00 23,990.00	25,270.00	1,280.00 LT		
	Total	8,000.000		166,887.41 166,887.41	202,160.00	35,272.59 LT	13,249.60 —	6.55

Unit Price: $25.270; Coupon Rate 6.625%; Matures 09/29/2036; Interest Paid Quarterly Mar 29; Callable $25.00 on 01/29/13; Moody BAA2 S&P BBB

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
PRUDENTIAL FINANCIAL INC 9.00% EXTENDABLE TO 6/15/68 (PHR)	4/29/09	1,500.000	19.268 19.268	28,902.00 28,902.00	38,730.00	9,828.00 LT		
	5/26/09	1,000.000	22.998 22.998	22,998.00 22,998.00	25,820.00	2,822.00 LT		
	7/28/09	1,000.000	24.759 24.759	24,758.90 24,758.90	25,820.00	1,061.10 LT		

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CORPORATE FIXED INCOME

FIXED-RATE CAPITAL SECURITIES (CONTINUED)

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
	Total	3,500.000		76,658.90 76,658.90	90,370.00	13,711.10 LT	7,875.00 —	8.71
Unit Price: $25.820; Coupon Rate 9.000%; Matures 06/15/2038; Interest Paid Quarterly Dec 15; Callable $25.00 on 06/15/13; Moody BAA3 S&P BBB+								
HARTFORD FINL SVC GRP 7.875% TO 4/15/22 FLOATS AFTER (HGH) (HGH)	6/1/12	2,500.000	25.694 25.694	64,234.37 64,234.37	71,775.00	7,540.63 ST		
	6/1/12	2,000.000	25.652 25.652	51,303.50 51,303.50	57,420.00	6,116.50 ST		
	6/1/12	3,000.000	25.644 25.644	76,931.25 76,931.25	86,130.00	9,198.75 ST		
	6/1/12	2,000.000	25.644 25.644	51,287.50 51,287.50	57,420.00	6,132.50 ST		
	Total	9,500.000		243,756.62 243,756.62	272,745.00	28,988.38 ST	18,702.65 —	6.85
Unit Price: $28.710; Coupon Rate 7.875%; Matures 04/15/2042; Interest Paid Quarterly Oct 15; Callable $25.00 on 04/15/22; Floater; Moody BA1 S&P BB+								
MORGAN STANLEY CAPITAL TRUST VI (MSJ)	5/8/09	4,000.000	17.900 17.900	71,600.80 71,600.80	100,800.00	29,199.20 LT		
	5/8/09	1,000.000	17.840 17.840	17,839.80 17,839.80	25,200.00	7,360.20 LT		
	5/27/09	1,000.000	18.360 18.360	18,360.00 18,360.00	25,200.00	6,840.00 LT		
	7/28/09	1,000.000	20.506 20.506	20,505.50 20,505.50	25,200.00	4,694.50 LT		
	Total	7,000.000		128,306.10 128,306.10	176,400.00	48,093.90 LT	11,550.00 —	6.54
Unit Price: $25.200; Coupon Rate 6.600%; Matures 02/01/2046; Interest Paid Quarterly May 01; Callable $25.00 on 01/29/13; Moody BA1 S&P BB+								
ML PFD CAPITAL TRUST V (MER.F)	1/20/12	3,000.000	23.493 23.493	70,478.70 70,478.70	75,150.00	4,671.30 ST		
	1/20/12	2,000.000	23.514 23.514	47,027.60 47,027.60	50,100.00	3,072.40 ST		
	1/20/12	2,000.000	23.599 23.599	47,198.60 47,198.60	50,100.00	2,901.40 ST		

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FIXED-RATE CAPITAL SECURITIES (CONTINUED)

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
	Total	7,000.000		164,704.90 164,704.90	175,350.00	10,645.10 ST	12,740.00 —	7.26
Unit Price: $25.050; Coupon Rate 7.280%; Matures 09/30/2049; Interest Paid Quarterly Mar 30; Callable $25.00 on 01/29/13; Moody BA2 S&P BB+								
CAPITAL ONE CAPITAL II (COF.B)	5/8/09	100.000	17.500 17.500	1,750.00 1,750.00	2,484.00	734.00 LT		
	5/8/09	1,800.000	18.656 18.656	33,580.80 33,580.80	44,712.00	11,131.20 LT		
	5/8/09	900.000	17.480 17.480	15,732.00 15,732.00	22,356.00	6,624.00 LT		
	5/8/09	1,600.000	17.500 17.500	28,000.00 28,000.00	39,744.00	11,744.00 LT		
	5/8/09	600.000	18.620 18.620	11,172.00 11,172.00	14,904.00	3,732.00 LT		
	5/26/09	1,000.000	18.112 18.112	18,112.00 18,112.00	24,840.00	6,728.00 LT		
	7/28/09	1,000.000	20.334 20.334	20,334.00 20,334.00	24,840.00	4,506.00 LT		
	9/22/09	1,000.000	22.665 22.665	22,665.00 22,665.00	24,840.00	2,175.00 LT		
	Total	8,000.000		151,345.80 151,345.80	198,720.00	47,374.20 LT	15,000.00 —	7.54
Unit Price: $24.840; Coupon Rate 7.500%; Matures 06/15/2066; Interest Paid Quarterly Dec 15; Callable $25.00 on 01/29/13; Moody BAA3 S&P BB+								
SELECTIVE INS GROUP 07.500% 09/27/66 (SGZ)	3/26/10	600.000	23.862 23.862	14,317.20 14,317.20	15,222.00	904.80 LT		
	3/26/10	400.000	23.990 23.990	9,595.96 9,595.96	10,148.00	552.04 LT		
	3/26/10	150.000	23.900 23.900	3,585.00 3,585.00	3,805.50	220.50 LT		
	3/29/10	500.000	24.000 24.000	12,000.00 12,000.00	12,685.00	685.00 LT		
	3/29/10	500.000	23.363 23.363	11,681.25 11,681.25	12,685.00	1,003.75 LT		
	3/29/10	350.000	23.990 23.990	8,396.50 8,396.50	8,879.50	483.00 LT		

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CORPORATE FIXED INCOME

FIXED-RATE CAPITAL SECURITIES (CONTINUED)

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
	3/29/10	200.000	23.320 23.320	4,664.00 4,664.00	5,074.00	410.00 LT		
	3/29/10	300.000	23.250 23.250	6,975.00 6,975.00	7,611.00	636.00 LT		
	3/30/10	200.000	22.944 22.944	4,588.70 4,588.70	5,074.00	485.30 LT		
	3/30/10	200.000	22.990 22.990	4,598.00 4,598.00	5,074.00	476.00 LT		
	3/31/10	100.000	22.910 22.910	2,291.00 2,291.00	2,537.00	246.00 LT		
	3/31/10	500.000	22.960 22.960	11,480.00 11,480.00	12,685.00	1,205.00 LT		
	4/9/10	500.000	22.942 22.942	11,470.75 11,470.75	12,685.00	1,214.25 LT		
	4/9/10	500.000	22.920 22.920	11,460.00 11,460.00	12,685.00	1,225.00 LT		
	4/13/10	1,000.000	22.790 22.790	22,790.00 22,790.00	25,370.00	2,580.00 LT		
	6/10/10	500.000	23.182 23.182	11,591.00 11,591.00	12,685.00	1,094.00 LT		
	6/10/10	400.000	23.190 23.190	9,276.00 9,276.00	10,148.00	872.00 LT		
	6/10/10	100.000	23.350 23.350	2,335.00 2,335.00	2,537.00	202.00 LT		
	Total	7,000.000		163,095.36 163,095.36	177,590.00	14,494.64 LT	13,125.00 —	7.39

Unit Price: $25.370; Coupon Rate 7.500%; Matures 09/27/2066; Interest Paid Quarterly Mar 15; Callable $25.00 on 01/29/13; Moody BAA3 S&P BB+

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CORPORATE FIXED INCOME

FIXED-RATE CAPITAL SECURITIES (CONTINUED)

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
MERRILL LYNCH CAP TRUST I 6.45 EXT TO 12/15/2086 (MER.K) (MER.K)	11/16/12	2,932.000	24.793 24.793	72,694.05 72,694.05	73,094.76	400.71 ST		
	11/16/12	2,000.000	24.792 24.792	49,583.07 49,583.07	49,860.00	276.93 ST		
	11/16/12	2,597 000	24.763 24.763	64,310.38 64,310.38	64,743.21	432.83 ST		
	11/16/12	403.000	24.743 24.743	9,971.56 9,971.56	10,046.79	75.23 ST		
	11/19/12	2,063 000	24.830 24.830	51,224.08 51,224.08	51,430.59	206.51 ST		
	Total	9,995.000		247,783.14 247,783.14	249,175.35	1,392.21 ST	16,116.94 —	6.46

Unit Price. $24.930; Coupon Rate 6.450%; Matures 12/15/2066; Interest Paid Quarterly Jun 15; Callable $25.00 on 01/29/13; Moody BA2 S&P BB+

FIXED-RATE CAPITAL SECURITIES		—		$1,342,538.23 $1,342,538.23	$1,542,510.35	$158,946.43 LT $41,025.69 ST	$108,359.19 $0.00	7.02%

	Face Value Percentage of Assets %	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
CORPORATE FIXED INCOME	1,660,000.000	$2,707,038.23 $2,707,009.93	$3,144,054.35	$158,946.43 LT $278,097.99 ST	$204,161.44 $10,385.53	6.49%
Total Securities		$7,674,593 89	$9,792,680.69	$ 2,118,086.80		

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PREFERRED STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
SUNTRUST BANKS INC 5.875%-E (STI.E)	12/13/12	20,000.000	$25.000	$500,000.00	$489,400.00	$(10,600.00) ST	$29,380.00	6.00
Share Price: $24.470; Moody BA1 S&P BB+								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
STOCKS	5.0%	$500,000.00	$489,400.00	$(10,600.00) ST	$29,380.00 $0.00	6.00%

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CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
HSBC FINANCE CORP	8/6/09	250,000.000	$100.584	$251,460.00			$12,625.00	5.04
CUSIP 40429XTY2			$100.007	$250,017.77	$250,350.00	$332.23 LT	$2,665.27	
Unit Price: $100.140; Coupon Rate 5.050%; Matures 01/15/2013; Interest Paid Quarterly Jul 15; Yield to Maturity 1.415%; Moody BAA1 S&P A; Issued 01/17/08								
SOUTHTRUST BANK NA	8/27/09	250,000.000	103.541	258,852.50			11,875.00	4.71
CUSIP 8447HBAF9			100.178	250,444.85	251,650.00	1,205.15 LT	3,958.33	
Unit Price: $100.660; Coupon Rate 4.750%; Matures 03/01/2013; Int. Semi-Annually Mar/Sep 01; Yield to Maturity .773%; Moody A1 S&P A+; Issued 02/18/03								
AMERICAN EXPRESS	4/24/09	250,000.000	98.014	245,035.00			14,687.50	5.77
CUSIP 0258M0CW7			98.014	245,035.00	254,515.00	9,480.00 LT	2,407.11	
Unit Price: $101.806; Coupon Rate 5.875%; Matures 05/02/2013; Int. Semi-Annually May/Nov 02; Moody A2 S&P A-; Issued 06/02/08								
CON EDISON CO OF NY	4/28/09	250,000.000	101.156	252,890.00				
CUSIP 209111EC3			100.136	250,340.03	253,580.00	3,239.97 LT		
	4/28/09	250,000.000	101.393	253,482.50				
			100.164	250,409.30	253,580.00	3,170.70 LT		
	Total	500,000.000		506,372.50			19,250.00	3.79
				500,749.33	507,160.00	6,410.67 LT	855.55	
Unit Price: $101.432; Coupon Rate 3.850%; Matures 06/15/2013; Int. Semi-Annually Jun/Dec 15; Yield to Maturity .695%; Moody A3 S&P A-; Issued 06/13/03								
AMERICAN EXPRESS CREDIT CO	4/24/09	250,000.000	101.433	253,582.50			18,250.00	6.99
CUSIP 0258M0CY3			100.238	250,595.36	260,740.00	10,144.64 LT	6,640.97	
Unit Price: $104.296; Coupon Rate 7.300%; Matures 08/20/2013; Int. Semi-Annually Feb/Aug 20; Yield to Maturity .525%; Moody A2 S&P A-; Issued 08/20/08								
DAIMLERCHRYSLER NA HOLDING	8/7/09	100,000.000	106.799	106,799.00				
CUSIP 233835AW7			101.502	101,502.35	104,974.00	3,471.65 LT		
	8/7/09	100,000.000	106.799	106,799.00				
			101.502	101,502.35	104,974.00	3,471.65 LT		
	8/7/09	50,000.000	106.811	53,405.50				
			101.505	50,752.47	52,487.00	1,734.53 LT		
	Total	250,000.000		267,003.50			16,250.00	6.19
				253,757.17	262,435.00	8,677.83 LT	2,076.38	
Unit Price: $104.974; Coupon Rate 6.500%; Matures 11/15/2013; Int. Semi-Annually May/Nov 15; Yield to Maturity .766%; Moody A3 S&P A-; Issued 11/06/03								
HARTFORD FINL SVCS GROUP	2/24/10	250,000.000	103.434	258,585.00			11,875.00	4.57
CUSIP 416515AM6			101.055	252,637.10	259,605.00	6,967.90 LT	3,958.33	
Unit Price: $103.842; Coupon Rate 4.750%; Matures 03/01/2014; Int. Semi-Annually Mar/Sep 01; Yield to Maturity 1.416%; Moody BAA3 S&P BBB; Issued 03/09/04								

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Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
ELI LILLY & CO	4/22/09	250,000.000	104.756	261,890.00				
CUSIP 532457BE7			101.222	253,053.96	260,820.00	7,766.04 LT		
	4/23/09	250,000.000	104.685	261,712.50				
			101.204	253,010.73	260,820.00	7,809.27 LT		
	4/28/09	250,000.000	105.621	264,052.50				
			101.442	253,605.22	260,820.00	7,214.78 LT		
	Total	750,000.000		787,655.00			31,500.00	4.02
				759,669.91	782,460.00	22,790.09 LT	10,062.49	
Unit Price: $104.328; Coupon Rate 4.200%; Matures 03/06/2014; Int. Semi-Annually Mar/Sep 06; Yield to Maturity .517%; Moody A2 S&P AA-; Issued 03/06/09								
MORGAN STANLEY	8/7/09	250,000.000	99.997	249,992.50			11,875.00	4.58
CUSIP 61748AAE6			99.997	249,992.50	258,870.00	8,877.50 LT	2,968.75	
Unit Price: $103.548; Coupon Rate 4.750%; Matures 04/01/2014; Int. Semi-Annually Apr/Oct 01; Yield to Maturity 1.863%; Moody BAA2 S&P BBB+; Issued 03/30/04								
BB&T CORPORATION	8/7/09	250,000.000	105.640	264,100.00			14,250.00	5.34
CUSIP 05531FAA1			101.706	254,265.32	266,450.00	12,184.68 LT	2,375.00	
Unit Price: $106.580; Coupon Rate 5.700%; Matures 04/30/2014; Int. Semi-Annually Apr/Oct 30; Yield to Maturity .721%; Moody A2 S&P A-; Issued 05/04/09								
FORTUNE BRANDS INC	11/16/09	175,000.000	108.675	190,181.25			11,156.25	5.91
CUSIP 349631AP6			102.944	180,152.24	188,636.00	8,483.76 LT	495.83	
Unit Price: $107.792; Coupon Rate 6.375%; Matures 06/15/2014; Int. Semi-Annually Jun/Dec 15; Yield to Maturity .970%; Moody BAA2 S&P BBB-; Issued 06/12/09								
METLIFE INC	4/27/09	100,000.000	98.630	98,630.00				
CUSIP 59156RAH1			98.630	98,630.00	107,213.00	8,583.00 LT		
	4/27/09	150,000.000	100.434	150,651.00				
			100.135	150,203.20	160,819.50	10,616.30 LT		
	8/5/09	35,000.000	104.657	36,630.00				
			101.503	35,526.00	37,524.55	1,998.55 LT		
	8/5/09	215,000.000	104.943	225,627.45				
			101.593	218,425.94	230,507.95	12,082.01 LT		
	Total	500,000.000		511,538.45			27,500.00	5.12
				502,785.14	536,065.00	33,279.86 LT	1,222.22	
Unit Price: $107.213; Coupon Rate 5.500%; Matures 06/15/2014; Int. Semi-Annually Jun/Dec 15; Yield to Maturity .519%; Moody A3 S&P A-; Issued 06/03/04								
CITIGROUP INC	11/16/09	150,000.000	103.409	155,113.50				
CUSIP 172967EZ0			101.333	151,999.53	160,926.00	8,926.47 LT		
	2/24/10	250,000.000	103.859	259,647.50				
			101.588	253,970.43	268,210.00	14,239.57 LT		

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Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
	Total	400,000.000		414,761.00			22,000.00	[illegible]
				405,969.96	429,136.00	23,166.04 LT	4,644.44	
nit Price: $107.284; Coupon Rate 5.500%; Matures 10/15/2014; Int. Semi-Annually Apr/Oct 15; Yield to Maturity 1.363%; Moody BAA2 S&P A-; Issued 09/24/09								
BLACKROCK INC	12/10/09	250,000.000	101.431	253,577.50				
CUSIP 09247XAD3			100.584	251,460.24	264,027.50	12,567.26 LT		
	12/10/09	250,000.000	101.441	253,602.50				
			100.588	251,470.39	264,027.50	12,557.11 LT		
	Total	500,000.000		507,180.00			17,500.00	3.31
				502,930.63	528,055.00	25,124.37 LT	1,020.83	
Unit Price: $105.611; Coupon Rate 3.500%; Matures 12/10/2014; Int. Semi-Annually Jun/Dec 10; Yield to Maturity .589%; Moody A1 S&P A+; Issued 12/10/09								
NOMURA HOLDINGS INC	7/6/11	250,000.000	106.930	267,325.00			12,500.00	4.72
CUSIP 65535HAA7			104.220	260,549.83	264,275.00	3,725.17 LT	4,062.50	
Unit Price: $105.710; Coupon Rate 5.000%; Matures 03/04/2015; Int. Semi-Annually Mar/Sep 04; Yield to Maturity 2.292%; Moody BAA3 S&P BBB+; Issued 03/04/10								
ROYAL BK OF SCOTLAND PLC	7/6/11	275,000.000	101.957	280,381.75			10,862.50	3.76
CUSIP 78010XAG6			101.301	278,577.84	288,750.00	10,172.16 LT	3,047.53	
Unit Price: $105.000; Coupon Rate 3.950%; Matures 09/21/2015; Int. Semi-Annually Mar/Sep 20; Yield to Maturity 2.051%; Moody A3 S&P A; Issued 09/20/10								
MORGAN STANLEY	6/11/12	250,000.000	101.952	254,880.00			13,437.50	4.94
CUSIP 61746SBR9			101.651	254,127.41	271,795.00	17,667.59 ST	2,836.80	
Unit Price: $108.718; Coupon Rate 5.375%; Matures 10/15/2015; Int. Semi-Annually Apr/Oct 15; Yield to Maturity 2.137%; Moody BAA1 S&P A-; Issued 10/21/05								
TRANSATLANTIC HOLDINGS SR NT	7/6/11	115,000.000	108.546	124,827.90				
'USIP 893521AA2			105.851	121,729.06	127,063.50	5,334.44 LT		
	7/6/11	110,000.000	108.532	119,385.20				
			105.842	116,426.09	121,539.00	5,112.91 LT		
	Total	225,000.000		244,213.10			12,937.50	5.20
				238,155.15	248,602.50	10,447.35 LT	610.93	
Unit Price: $110.490; Coupon Rate 5.750%; Matures 12/14/2015; Int. Semi-Annually Jun/Dec 14; Yield to Maturity 2.069%; Moody BAA1 S&P BBB+; Issued 12/14/05								
LLOYDS TSB BANK PLC	7/6/11	250,000.000	104.448	261,120.00			12,187.50	4.42
CUSIP 539473AG3			103.083	257,708.40	275,337.50	17,629.10 LT	5,416.66	
Unit Price: $110.135; Coupon Rate 4.875%; Matures 01/21/2016; Int. Semi-Annually Jan/Jul 21; Yield to Maturity 1.471%; Moody A2 S&P A; Issued 01/21/11								
MORGAN STANLEY	6/11/12	250,000.000	102.428	256,070.00			14,875.00	5.25
CUSIP 61744YAD0			102.219	255,546.84	283,100.00	27,553.16 ST	123.95	
Unit Price: $113.240; Coupon Rate 5.950%; Matures 12/28/2017; Int. Semi-Annually Jun/Dec 28; Yield to Maturity 3.069%; Moody BAA1 S&P A-; Issued 12/28/07								

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CORPORATE FIXED INCOME

FIXED-RATE CAPITAL SECURITIES

curity Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	%
AFLAC INC 5.5% (AFSD)	9/19/12	10,000.000	$25.000	$250,000.00			$13,750.00	5.40
			$25.000	$250,000.00	$254,500.00	$4,500.00 ST	—	
Unit Price: $25.450; Coupon Rate 5.500%; Matures 09/15/2052; Interest Paid Quarterly Mar 15; Callable $25.00 on 09/26/17; Moody BAA1 S&P BBB								
PRUDENTIAL FINANCIAL INC 5.75% (PJH)	11/27/12	8,000.000	25.000	200,000.00			11,500.00	5.63
			25.000	200,000.00	204,000.00	4,000.00 ST	—	
Unit Price: $25.500; Coupon Rate 5.750%; Matures 12/15/2052; Interest Paid Quarterly Jun 15; Callable $25.00 on 12/04/17; Moody BAA3 S&P BBB+								
FIXED-RATE CAPITAL SECURITIES		—		$450,000.00			$25,250.00	5.51%
				$450,000.00	$458,500.00	$8,500.00 ST	$0.00	

	Face Value Percentage of Assets %	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
CORPORATE FIXED INCOME	6,325,000.000	$6,980,289.05			$342,643.75	4.81%
		$6,853,667.75	$7,126,487.00	$219,098.50 LT	$61,449.87	
				$53,720.75 ST		

SOVEREIGN SECURITIES

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
AUSTRALIAN GOVT	10/13/09	250,000.000	$96.109	$240,273.47				
CUSIP Q0819ABY5			$96.109	$240,273.47	$263,082.50	$22,809.03 LT		
	10/23/09	250,000.000	96.792	241,979.38				
			96.792	241,979.38	263,082.50	21,103.12 LT		
	Total	500,000.000		482,252.85			33,741.69	6.41
				482,252.85	526,165.00	43,912.15 LT	4,287.61	
FX Rate 1.0382060 AUD	—	—	—	—	506,802.07	—	32,499.99	
							4,129.82	

Unit Price: USD: 105.233, AUD: 101.360; Coupon Rate 6.500%; Matures 05/15/2013; Int. Semi-Annually May/Nov 15; Moody AAA; Issued 05/15/00

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Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
AUSTRALIAN GOVT	10/14/09	250,000.000	97.388	243,469.80				
CUSIP Q0819ACJ7			97.388	243,469.80	280,090.00	36,620.20 LT		
	10/26/09	250,000.000	97.420	243,549.91				
			97.420	243,549.91	280,090.00	36,540.09 LT		
	Total	500,000.000		487,019.71			32,443.93	5.79
				487,019.71	560,180.00	73,160.29 LT	6,863.13	
FX Rate 1.0382060 AUD	—	—	—	—	539,565.31	—	31,249.99	
							6,610.56	

Unit Price: USD: 112.036, AUD: 107.913; Coupon Rate 6.250%; Matures 04/15/2015; Int. Semi-Annually Apr/Oct 15; Yield to Maturity .924%; Moody AAA; Issued 04/15/02

	Face Value / Percentage of Assets %	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
GOVERNMENT SECURITIES	1,000,000.000	$969,272.56			$66,185.62	6.09%
		$969,272.56	$1,086,345.00	$117,072.44 LT	$11,150.74	

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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.

Corporate Bonds

								ESTIMATED		
DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INTEREST	ANNUAL INCOME	ANNUAL YIELD (%)
UNITED PARCEL SERVICE SR UNSECURED NOTES CPN 3.875% DUE 04/01/14 DTD 03/24/09 FC 10/01/09 Moody AA3 , S&P A+ CUSIP 911312AL0 Acquired 05/05/09 L nc	9.92	500,000	104.06	520,345.00	104.2090	521,045.00	700.00	4,843.75	19,375.00	3.71

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Corporate Bonds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
GENERAL ELEC CAP CORP MEDIUM TERM NOTES SERIES A CPN 5.000% DUE 01/08/16 DTD 01/09/06 FC 07/08/06 Moody A1 , S&P AA+ CUSIP 36962GU69 Acquired 07/26/12 S nc	5.29	250,000	112.13	280,342.50	111.0880	277,720.00	-2,622.50	6,006.94	12,500.00	4.50
DELL INC SR UNSECURED CPN 3.100% DUE 04/01/16 DTD 03/31/11 FC 10/01/11 Moody A2 , S&P A- CUSIP 24702RAP6 Acquired 07/26/12 S nc	5.01	250,000	107.41	268,542.50	105.2230	263,057.50	-5,485.00	1,937.50	7,750.00	2.94
BERKSHIRE HATHAWAY INC SR UNSECURED CPN 2.200% DUE 08/15/16 DTD 08/15/11 FC 02/15/12 Moody AA2 , S&P AA+ CUSIP 084670BB3 Acquired 07/26/12 S nc	4.97	250,000	105.57	263,932.50	104.3700	260,925.00	-3,007.50	2,077.78	5,500.00	2.10
TOYOTA MOTOR CREDIT CORP MEDIUM TERM NOTES SR UNSECURED CPN 2.050% DUE 01/12/17 DTD 01/12/12 FC 07/12/12 Moody AA3 , S&P AA- CUSIP 89233P5S1 Acquired 07/26/12 S nc	4.92	250,000	104.70	261,755.00	103.3770	258,442.50	-3,312.50	2,405.90	5,125.00	1.98
BANK OF AMERICA NA MEDIUM TERM BANK NOTES SUBORDINATE CPN 5.300% DUE 03/15/17 DTD 03/13/07 FC 09/15/07 Moody BAA1 , S&P A- CUSIP 06050TKN1 Acquired 04/12/10 L nc	5.35	250,000	100.65	251,652.50	112.4350	281,087.50	29,435.00	3,901.39	13,250.00	4.71

Claude Moore Charitable Foundation
EIN: 52-1558571
Investments - ALC #1543
December 31, 2012

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
LOWE'S COMPANIES INC SR UNSECURED CALLABLE CPN 1.625% DUE 04/15/17 DTD 04/23/12 FC 10/15/12 CALL 03/15/17 @ 100.000 Moody A3 , S&P A- CUSIP 548661CY1 Acquired 07/26/12 S nc	4.87	250,000	103.14	257,865.00	102.3610	255,902.50	-1,962.50	857.64	4,062.50	1.58
MERRILL LYNCH & CO SUBORDINATE NOTES CPN 5.700% DUE 05/02/17 DTD 05/02/07 FC 11/02/07 Moody BAA3 , S&P BBB+ CUSIP 59022CCS0 Acquired 04/12/10 L nc	10.43	500,000	101.30	506,520.00	109.5390	547,695.00	41,175.00	4,670.83	28,500.00	5.20
AT&T INC SR UNSECURED CPN 1.700% DUE 06/01/17 DTD 06/14/12 FC 12/01/12 Moody A2 , S&P A- CUSIP 00206RBF8 Acquired 07/26/12 S nc	4.84	250,000	103.70	259,270.00	101.6260	254,065.00	-5,205.00	354.17	4,250.00	1.67
CITIGROUP INC NOTES CPN 6.000% DUE 08/15/17 DTD 08/15/07 FC 02/15/08 Moody BAA2 , S&P A- CUSIP 172967EH0 Acquired 04/12/10 L nc	5.61	250,000	103.99	259,992.50	117.7770	294,442.50	34,450.00	5,666.67	15,000.00	5.09
AT&T INC SENIOR GLOBAL NOTES CALLABLE CPN 5.600% DUE 05/15/18 DTD 05/13/08 FC 11/15/08 Moody A2 , S&P A- CUSIP 00206RAM4 Acquired 01/20/12 S nc	5.74	250,000	119.56	298,927.50	120.5210	301,302.50	2,375.00	1,788.89	14,000.00	4.64

Claude Moore Charitable Foundation
EIN: 52-1558571
Investments - ALC #1543
December 31, 2012

Corporate Bonds continued

DESCRIPTION	% OF ACCOUNT	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 (%)
THE WESTERN UNION CO SR UNSECURED CPN 3.650% DUE 08/22/18 DTD 08/22/11 FC 02/22/12 Moody BAA1 , S&P BBB+ CUSIP 959802AP4 Acquired 01/20/12 S nc	4.77	250,000	104.44	261,127.50	100.2500	250,625.00	-10,502.50	3,269.79	9,125.00	3.64
PROCTER & GAMBLE CO NOTES CPN 4.700% DUE 02/15/19 DTD 02/06/09 FC 08/15/09 Moody AA3 , S&P AA- CUSIP 742718DN6 Acquired 01/20/12 S nc	5.63	250,000	119.48	298,715.00	118.2090	295,522.50	-3,192.50	4,438.89	11,750.00	3.97
Total Corporate Bonds	77.33	3,750,000		$3,988,987.50		$4,061,832.50	$72,845.00	$42,220.14	$150,187.50	3.70

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.

Foreign Bonds

Foreign Fixed Income securities may be denominated in currencies other than US dollars. If you own securities denominated in a foreign currency, the figures displayed for "Estimated Accrued Interest" and "Estimated Annual Income" below are in the foreign currency, not US dollars. As a result, the figures shown in "Estimated Annual Yield" are not accurate for bonds denominated in foreign currency. Please contact Your Financial Advisor if you own a Foreign Fixed Income security that is denominated in other than US dollars and have additional questions.

DESCRIPTION	% OF ACCOUNT	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 (%)
NORWEGIAN GOVERNMENT BONDS DENOM=NOK CPN 5.000% DUE 05/15/15 DTD 05/15/04 FC 05/15/05 Moody AAA , S&P AAA CUSIP R63339FS0										
Acquired 06/02/11 L nc		250,000	20.54	51,361.94		48,545.00	-2,816.94			
Acquired 06/03/11 L nc		960,000	110.15	198,394.00		186,422.48	-11,971.52			

Claude Moore Charitable Foundation
EIN: 52-1558571
Investments - ALC #1543
December 31, 2012

DESCRIPTION	% OF ACCOUNT	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 (%)
Total	**4.47**	**1,210,000**		**$249,755.94**	**19.4188**	**$234,967.48**	**-$14,788.46**	**$38,123.29**	**$60,500.00**	**25.75**
NORWEGIAN GOVERNMENT BONDS DENOM=NOK CPN 4.250% DUE 05/19/17 DTD 05/19/06 FC 05/19/07 Moody AAA , S&P AAA CUSIP R3551XAC9										
Acquired 06/02/11 L nc		500,000	108.25	100,979.48		100,093.49	-885.99			
Acquired 06/03/11 L nc		2,142,000	108.25	435,030.96		428,721.30	-6,309.66			
Total	**10.07**	**2,642,000**		**$536,010.44**	**20.0157**	**$528,814.79**	**-$7,195.65**	**$69,524.41**	**$112,285.00**	**21.23**
NORWEGIAN GOVERNMENT BONDS DENOM=NOK CPN 4.500% DUE 05/22/19 DTD 05/22/08 FC 05/22/09 CUSIP R63339GF7										
Acquired 06/02/11 L nc		250,000	110.42	51,501.86		51,805.88	304.02			
Acquired 06/03/11 L nc		959,000	110.35	198,547.18		198,685.62	138.44			
Total	**4.77**	**1,209,000**		**$250,049.04**	**20.7189**	**$250,491.50**	**$442.46**	**$33,239.22**	**$54,405.00**	**21.72**
Total Foreign Bonds	**19.31**	**5,061,000**		**$1,035,815.42**		**$1,014,273.77**	**-$21,541.65**	**$140,886.92**	**$227,190.00**	**22.40**
Total Fixed Income Securities	**96.64**			**$5,024,802.92**		**$5,076,106.27**	**$51,303.35**	**$183,107.06**	**$377,377.50**	**7.43**

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Claude Moore Charitable Foundation
EIN: 52-1558571
Investments - ALC #5292
December 31, 2012

Stocks and ETFs

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
AMERICAN WATER WORKS CO INC AWK									
Acquired 10/26/09 L nc		6,200	19.23	119,275.60		230,206.00	110,930.40		
Acquired 10/26/09 L nc		1,600	19.24	30,784.00		59,408.00	28,624.00		
Acquired 10/26/09 L nc		700	19.21	13,453.30		25,991.00	12,537.70		
Acquired 10/26/09 L nc		300	19.22	5,768.70		11,139.00	5,370.30		
Acquired 10/26/09 L nc		200	19.23	3,846.00		7,426.00	3,580.00		
Acquired 10/29/09 L nc		800	19.07	15,256.00		29,704.00	14,448.00		
Acquired 10/29/09 L nc		200	19.06	3,812.00		7,426.00	3,614.00		
Acquired 11/03/09 L nc		1,000	19.23	19,238.00		37,130.00	17,892.00		
Acquired 04/13/10 L nc		2,257	21.42	48,357.80		83,802.41	35,444.61		
Acquired 04/13/10 L nc		100	21.41	2,141.91		3,713.00	1,571.09		

Claude Moore Charitable Foundation
EIN: 52-1558571
Investments - ALC #5292
December 31, 2012

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
Acquired 04/13/10 L nc		100	21.41	2,141.99		3,713.00	1,571.01		
Acquired 04/13/10 L nc		43	21.41	921.03		1,596.59	675.56		
Total	6.92	13,500		$264,996.33	37.1300	$501,255.00	$236,258.67	$13,500.00	2.69
COCA-COLA COMPANY KO									
Acquired 12/10/10 L nc		5,800	32.29	187,305.20		210,250.00	22,944.80		
Acquired 12/10/10 L nc		200	32.29	6,459.00		7,250.00	791.00		
Total	3.00	6,000		$193,764.20	36.2500	$217,500.00	$23,735.80	$6,120.00	2.81
CONOCOPHILLIPS COP									
Acquired 12/03/08 L nc		1,000	37.34	37,345.95		57,990.00	20,644.05		
Acquired 01/29/09 L nc		1,000	37.23	37,238.33		57,990.00	20,751.67		
Acquired 10/26/09 L nc		1,000	39.02	39,029.13		57,990.00	18,960.87		
Acquired 10/29/09 L nc		1,000	38.72	38,728.02		57,990.00	19,261.98		
Acquired 11/03/09 L nc		500	38.98	19,491.44		28,995.00	9,503.56		
Acquired 04/14/10 L nc		1,000	43.09	43,091.00		57,990.00	14,899.00		
Total	4.40	5,500		$214,923.87	57.9900	$318,945.00	$104,021.13	$14,520.00	4.55
COSTCO WHSL CORP NEW COM COST									
Acquired 04/21/09 L nc		1,000	46.43	46,436.90		98,730.00	52,293.10		
Acquired 10/26/09 L nc		1,000	57.75	57,756.00		98,730.00	40,974.00		
Acquired 10/28/09 L nc		1,500	56.89	85,347.00		148,095.00	62,748.00		
Acquired 04/13/10 L nc		1,000	59.91	59,916.50		98,730.00	38,813.50		
Total	6.13	4,500		$249,456.40	98.7300	$444,285.00	$194,828.60	$4,950.00	1.11
DOMINION RES INC VA NEW D									
Acquired 11/12/08 L nc		1,800	34.10	61,390.44		93,240.00	31,849.56		
Acquired 12/04/08 L nc		1,100	35.81	39,391.00		56,980.00	17,589.00		
Acquired 12/04/08 L nc		500	35.81	17,907.80		25,900.00	7,992.20		
Acquired 12/04/08 L nc		400	35.79	14,316.00		20,720.00	6,404.00		
Acquired 12/31/08 L nc		200	35.47	7,095.20		10,360.00	3,264.80		
Acquired 03/10/09 L nc		2,500	27.49	68,738.25		129,500.00	60,761.75		
Acquired 03/10/09 L nc		1,500	27.47	41,205.00		77,700.00	36,495.00		
Acquired 03/10/09 L nc		1,100	27.48	30,228.00		56,980.00	26,752.00		
Acquired 03/10/09 L nc		600	27.46	16,479.00		31,080.00	14,601.00		
Acquired 03/10/09 L nc		200	27.49	5,498.00		10,360.00	4,862.00		
Acquired 03/10/09 L nc		100	27.50	2,750.00		5,180.00	2,430.00		

Claude Moore Charitable Foundation
EIN: 52-1558571
Investments - ALC #5292
December 31, 2012

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
Acquired 08/10/10 L nc		1,041	43.78	45,574.98		53,923.80	8,348.82		
Acquired 08/10/10 L nc		959	43.79	41,994.61		49,676.20	7,681.59		
Acquired 11/15/11 L		2,000	51.71	103,420.00		103,600.00	180.00		
Acquired 01/25/12 S		500	50.10	25,050.00		25,900.00	850.00		
Acquired 01/25/12 S		500	50.09	25,047.50		25,900.00	852.50		
Acquired 10/10/12 S		4,000	53.10	212,410.80		207,200.00	-5,210.80		
Total	13.59	19,000		$758,496.58	51.8000	$984,200.00	$225,703.42	$40,090.00	4.07
J M SMUCKER CO									
SJM									
Acquired 10/28/09 L nc		700	52.31	36,622.60		60,368.00	23,745.40		
Acquired 10/28/09 L nc		200	52.29	10,459.60		17,248.00	6,788.40		
Acquired 10/28/09 L nc		100	52.30	5,230.80		8,624.00	3,393.20		
Acquired 04/13/10 L nc		1,700	62.45	106,175.20		146,608.00	40,432.80		
Acquired 04/13/10 L nc		300	62.45	18,737.70		25,872.00	7,134.30		
Total	3.57	3,000		$177,225.90	86.2400	$258,720.00	$81,494.10	$6,240.00	2.41
METLIFE INC									
MET									
Acquired 07/17/12 S		9,700	30.63	297,164.35		319,518.00	22,353.65		
Acquired 07/17/12 S		100	30.63	3,063.89		3,294.00	230.11		
Total	4.46	9,800		$300,228.24	32.9400	$322,812.00	$22,583.76	$7,252.00	2.25
NESTLE S A REG ADR									
NSRGY									
Acquired 08/10/10 L nc		6,000	48.47	290,820.00		391,020.00	100,200.00		
Acquired 07/12/12 S		1,500	59.64	89,460.00		97,755.00	8,295.00		
Acquired 07/12/12 S		500	59.63	29,819.50		32,585.00	2,765.50		
Acquired 07/12/12 S		500	59.63	29,819.50		32,585.00	2,765.50		
Acquired 07/12/12 S		500	59.64	29,820.00		32,585.00	2,765.00		
Total	8.10	9,000		$469,739.00	65.1700	$586,530.00	$116,791.00	$15,948.00	2.72
ORACLE CORPORATION									
ORCL									
Acquired 03/19/09 L nc		3,000	17.71	53,148.00		99,960.00	46,812.00		
Acquired 07/28/09 L nc		2,000	21.86	43,737.40		66,640.00	22,902.60		
Acquired 08/25/09 L nc		5,000	22.48	112,449.50		166,600.00	54,150.50		
Total	4.60	10,000		$209,334.90	33.3200	$333,200.00	$123,865.10	$2,400.00	0.72
P P G INDUSTRIES INC									
PPG									
Acquired 12/04/08 L nc		1,000	42.98	42,980.00		135,350.00	92,370.00		

Claude Moore Charitable Foundation
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Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
Acquired 07/28/09 L nc		3,017	52.45	158,247.68		408,350.95	250,103.27		
Acquired 07/28/09 L nc		883	52.45	46,318.65		119,514.05	73,195.40		
Acquired 07/28/09 L nc		100	52.45	5,245.94		13,535.00	8,289.06		
Acquired 04/13/10 L nc		500	69.35	34,678.15		67,675.00	32,996.85		
Total	10.28	5,500		$287,470.42	135.3500	$744,425.00	$456,954.58	$12,980.00	1.74
PHILIP MORRIS INTERNATIONAL INC PM									
Acquired 01/13/09 L nc		1,600	42.27	67,632.00		133,824.00	66,192.00		
Acquired 01/13/09 L nc		300	42.23	12,669.00		25,092.00	12,423.00		
Acquired 01/13/09 L nc		100	42.23	4,223.50		8,364.00	4,140.50		
Acquired 10/26/09 L nc		500	48.91	24,459.00		41,820.00	17,361.00		
Acquired 10/26/09 L nc		400	48.92	19,571.20		33,456.00	13,884.80		
Acquired 10/26/09 L nc		100	48.93	4,893.00		8,364.00	3,471.00		
Acquired 10/28/09 L nc		900	49.11	44,199.00		75,276.00	31,077.00		
Acquired 10/28/09 L nc		100	49.10	4,910.90		8,364.00	3,453.10		
Acquired 11/03/09 L nc		500	47.69	23,849.00		41,820.00	17,971.00		
Acquired 04/13/10 L nc		1,500	52.47	78,714.45		125,460.00	46,745.55		
Acquired 10/15/10 L nc		1,000	58.29	58,296.20		83,640.00	25,343.80		
Acquired 07/12/12 S		2,000	90.48	180,969.60		167,280.00	-13,689.60		
Total	10.39	9,000		$524,386.85	83.6400	$752,760.00	$228,373.15	$30,600.00	4.07
SEMPRA ENERGY SRE									
Acquired 03/19/09 L nc		1,000	43.31	43,310.00		70,940.00	27,630.00		
Acquired 03/19/09 L nc		460	43.33	19,931.80		32,632.40	12,700.60		
Acquired 03/19/09 L nc		340	43.31	14,725.81		24,119.60	9,393.79		
Acquired 03/19/09 L nc		100	43.30	4,330.96		7,094.00	2,763.04		
Acquired 03/19/09 L nc		100	43.29	4,329.00		7,094.00	2,765.00		
Acquired 07/28/09 L nc		1,900	51.85	98,518.80		134,786.00	36,267.20		
Acquired 07/28/09 L nc		700	51.83	36,281.00		49,658.00	13,377.00		
Acquired 07/28/09 L nc		200	51.84	10,368.00		14,188.00	3,820.00		
Acquired 07/28/09 L nc		100	51.82	5,182.00		7,094.00	1,912.00		
Acquired 07/28/09 L nc		100	51.85	5,185.00		7,094.00	1,909.00		
Acquired 05/24/10 L nc		1,000	45.78	45,788.00		70,940.00	25,152.00		
Total	5.88	6,000		$287,950.37	70.9400	$425,640.00	$137,689.63	$14,400.00	3.38

Claude Moore Charitable Foundation
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Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
VODAFONE GROUP PLC SPONSORED ADR NEW VOD									
Acquired 04/19/12 S	2.09	6,000	27.67	166,056.00	25.1900	151,140.00	-14,916.00	9,000.00	5.95
Total Stocks and ETFs	**83.41**			**$4,104,029.06**		**$6,041,412.00**	**$1,937,382.94**	**$178,000.00**	**2.95**
Total Stocks, options & ETFs	**83.41**			**$4,104,029.06**		**$6,041,412.00**	**$1,937,382.94**	**$178,000.00**	**2.95**

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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.

Corporate Bonds

DESCRIPTION	% OF ACCOUNT	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 (%)
CAPITAL ONE CAP III FIXED TO FLOATING RATE CAP SECS CALLABLE CPN 7.686% DUE 08/15/36 DTD 08/01/06 FC 02/15/07 CALL 08/16/36 @ 100.000 Moody BAA3 , S&P BB+ CUSIP 14042BAA4										
Acquired 04/19/12 S nc		250,000	101.35	253,375.00		249,995.00	-3,380.00			
Acquired 06/01/12 S nc		250,000	101.50	253,750.00		249,995.00	-3,755.00			
Total	**6.90**	**500,000**		**$507,125.00**	**99.9980**	**$499,990.00**	**-$7,135.00**	**$14,518.00**	**$38,430.00**	**7.69**
Total Corporate Bonds	**6.90**	**500,000**		**$507,125.00**		**$499,990.00**	**$7,135.00**	**$14,518.00**	**$38,430.00**	**7.69**
Total Fixed Income Securities	**6.90**			**$507,125.00**		**$499,990.00**	**-$7,135.00**	**$14,518.00**	**$38,430.00**	**7.69**

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Investments - ALC #5292
December 31, 2012

Preferreds/Fixed Rate Cap Securities

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
BARCLAYS BK PLC 7.10% NON-CUM PERPETUAL PFD CALL STARTING 12/15/2012 BCS'A									
Acquired 05/19/09 L nc		4,000	17.30	69,200.00		100,240.00	31,040.00		
Acquired 05/19/09 L nc		900	17.28	15,552.00		22,554.00	7,002.00		
Acquired 05/19/09 L nc		100	17.29	1,729.00		2,506.00	777.00		
Acquired 06/09/09 L nc		1,000	17.88	17,880.00		25,060.00	7,180.00		
Total	2.08	6,000		$104,361.00	25.0600	$150,360.00	$45,999.00	$10,650.00	7.08
DEUTSCHE BANK 6.625% PFD PERP NON-CUM CAP IX CALL STARTING 08/20/12 DTT									
Acquired 05/12/09 L nc		2,300	17.12	39,376.00		57,661.00	18,285.00		
Acquired 05/12/09 L nc		1,000	17.06	17,060.00		25,070.00	8,010.00		
Acquired 05/12/09 L nc		1,000	17.09	17,090.00		25,070.00	7,980.00		
Acquired 05/12/09 L nc		500	17.13	8,565.00		12,535.00	3,970.00		
Acquired 05/12/09 L nc		200	17.11	3,422.00		5,014.00	1,592.00		
Acquired 06/09/09 L nc		800	17.48	13,984.00		20,056.00	6,072.00		
Acquired 06/09/09 L nc		200	17.49	3,498.00		5,014.00	1,516.00		
Total	2.08	6,000		$102,995.00	25.0700	$150,420.00	$47,425.00	$9,936.00	6.61
GE CAPITAL 6.625% PINES DUE 6/28/32 CALLABLE 6/28/07 GEA									
Acquired 05/05/09 L nc		41	23.19	950.79		1,025.82	75.03		
Acquired 06/09/09 L nc		800	23.92	19,136.00		20,016.00	880.00		
Acquired 06/09/09 L nc		100	23.94	2,394.00		2,502.00	108.00		
Acquired 06/09/09 L nc		100	23.95	2,395.00		2,502.00	107.00		
Total	0.36	1,041		$24,875.79	25.0200	$26,045.82	$1,170.03	$1,723.89	6.62
MERRILL LYNCH 6.45% CAP TR DUE 12/15/2066 CALL STARTING 12/15/11 MER'K									
Acquired 12/12/12 S nc	0.69	2,000	24.90	49,800.00	24.9300	49,860.00	60.00	3,224.00	6.46

Claude Moore Charitable Foundation
EIN: 52-1558571
Investments - ALC #5292
December 31, 2012

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
WISCONSIN PWR & LT 6.50% CUM PFD WISLI									
Acquired 05/08/09 L nc		4,050	22.80	92,340.00		116,842.50	24,502.50		
Acquired 05/08/09 L nc		950	22.65	21,517.50		27,407.50	5,890.00		
Total	1.99	5,000		$113,857.50	28.8500	$144,250.00	$30,392.50	$8,125.00	5.63
Total Preferreds/Fixed Rate Cap Securities	7.99			$ 395,889.29		$ 520,935.82	$125,056.53	$33,658.89	6.46
Total Securities				$5,007,043.25		$7,062,337.92	$2,055,294.57		

Claude Moore Charitable Foundation
EIN: 52-1558571
Investments - ALC #5419
December 31, 2012

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.

Corporate Bonds

DESCRIPTION	% OF ACCOUNT	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 (%)
COCA-COLA CO SENIOR NOTES CALLABLE CPN 3.625% DUE 03/15/14 DTD 03/06/09 FC 09/15/09 Moody AA3 , S&P AA- CUSIP 191216AL4 Acquired 04/23/09 L nc	3.28	300,000	103.26	309,810.00	103.9080	311,724.00	1,914.00	3,202.08	10,875.00	3.48

Claude Moore Charitable Foundation
EIN: 52-1558571
Investments - ALC #5419
December 31, 2012

Corporate Bonds continued

DESCRIPTION	% OF ACCOUNT	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 (%)
HARTFORD FINL SVCS GRP SENIOR NOTES CPN 4.000% DUE 03/30/15 DTD 03/23/10 FC 09/30/10 Moody BAA3 , S&P BBB CUSIP 416515AY0 Acquired 10/20/10 L nc	2.78	250,000	103.58	258,950.00	105.7370	264,342.50	5,392.50	2,500.00	10,000.00	3.78
AMERICAN INTL GROUP SENIOR NOTES CPN 5.050% DUE 10/01/15 DTD 04/01/06 FC 10/01/06 Moody BAA1 , S&P A- CUSIP 026874AX5 Acquired 10/20/10 L nc	5.82	500,000	104.40	522,000.00	110.5360	552,680.00	30,680.00	6,312.50	25,250.00	4.56
FORTUNE BRANDS INC NOTES CPN 5.375% DUE 01/15/16 DTD 01/12/06 FC 07/15/06 Moody BAA2 , S&P BBB- CUSIP 349631AL5 Acquired 11/09/10 L nc	5.85	500,000	106.60	533,000.00	111.2580	556,290.00	23,290.00	12,392.36	26,875.00	4.83
PITNEY BOWES INC MEDIUM TERM NOTES CPN 4.750% DUE 01/15/16 DTD 07/13/05 FC 01/15/06 Moody BAA2 , S&P BBB CUSIP 72447XAA5 Acquired 04/14/10 L nc	2.71	250,000	106.87	267,182.50	103.0220	257,555.00	-9,627.50	5,475.69	11,875.00	4.61
MERRILL LYNCH & CO SUB NTS CPN 6.050% DUE 05/16/16 DTD 05/16/06 FC 11/16/06 Moody BAA3 , S&P BBB+ CUSIP 5901884M7 Acquired 10/21/10 L nc	4.63	400,000	107.19	428,772.00	109.9610	439,844.00	11,072.00	3,025.00	24,200.00	5.50

Claude Moore Charitable Foundation
EIN: 52-1558571
Investments - ALC #5419
December 31, 2012

Corporate Bonds continued

DESCRIPTION	% OF ACCOUNT	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 (%)
MORGAN STANLEY MEDIUM TERM NOTES CPN 5.750% DUE 10/18/16 DTD 10/18/06 FC 04/18/07 Moody BAA1 , S&P A- CUSIP 61746BDB9										
Acquired 09/24/12 S nc		250,000	111.21	278,030.00		278,117.50	87.50			
Acquired 09/24/12 S nc		250,000	111.09	277,740.00		278,117.50	377.50			
Total	5.85	500,000		$555,770.00	111.2470	$556,235.00	$465.00	$5,829.86	$28,750.00	5.17
AFLAC INC SR UNSECURED CPN 2.650% DUE 02/15/17 DTD 02/10/12 FC 08/15/12 Moody A3 , S&P A- CUSIP 001055AH5										
Acquired 09/24/12 S nc	2.77	250,000	106.03	265,085.00	105.1980	262,995.00	-2,090.00	2,502.78	6,625.00	2.51
GE CAPITAL CORP INTERNOTES MEDIUM TERM NOTES CPN 2.300% DUE 04/27/17 DTD 04/27/12 FC 10/27/12 Moody A1 , S&P AA+ CUSIP 36962G5W0										
Acquired 09/26/12 S nc	2.72	250,000	103.40	258,517.50	103.4650	258,662.50	145.00	1,022.22	5,750.00	2.22
SUNTRUST BANKS SENIOR NOTES CPN 6.000% DUE 09/11/17 DTD 09/10/07 FC 03/11/08 Moody BAA1 , S&P BBB CUSIP 867914AZ6										
Acquired 04/27/10 L nc	3.13	250,000	104.29	260,740.00	119.0320	297,580.00	36,840.00	4,583.33	15,000.00	5.04
PNC BANK NA SUBORDINATE NOTES CPN 4.875% DUE 09/21/17 DTD 09/21/05 FC 03/21/06 Moody A3 , S&P A- CUSIP 69349LAC2										
Acquired 09/24/12 S nc	3.02	250,000	116.85	292,145.00	114.7460	286,865.00	-5,280.00	3,385.42	12,187.50	4.24

Claude Moore Charitable Foundation
EIN: 52-1558571
Investments - ALC #5419
December 31, 2012

Corporate Bonds continued

DESCRIPTION	% OF ACCOUNT	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 (%)
SUNTRUST BANK GLOBAL BANK NOTE SUBORDINATED CPN 5.450% DUE 12/01/17 DTD 12/04/02 FC 06/01/03 Moody BAA1 , S&P BBB CUSIP 86787GAC6 Acquired 05/10/10 L nc	2.98	250,000	101.41	253,530.00	113.3750	283,437.50	29,907.50	1,135.42	13,625.00	4.80
FIFTH THIRD BANCORP SUBORDINATE NOTES CPN 4 500% DUE 06/01/18 DTD 05/23/03 FC 12/01/03 Moody BAA2 , S&P BBB- CUSIP 316773AD2 Acquired 04/21/10 L nc	5.81	500,000	93.80	469,000.00	110.3960	551,980.00	82,980.00	1,875.00	22,500.00	4.07
GENERAL ELEC CAP CORP SUBORDINATED BONDS PERP FIX TO FLOAT CALLABLE A CPN 7.125% DUE 12/15/49 DTD 06/12/12 FC 12/15/12 CALL 06/15/22 @ 100.000 S&P AA- CUSIP 369622SN6 Acquired 06/14/12 S nc	6.00	500,000	105.87	529,380.00	114.0430	570,215.00	40,835.00	N/A	35,625.00	6.24
Total Corporate Bonds	**57.36**	**4,950,000**		**$5,203,882.00**		**$5,450,405.50**	**$246,523.50**	**$53,241.66**	**$249,137.50**	**4.57**

Claude Moore Charitable Foundation
EIN: 52-1558571
Investments - ALC #5419
December 31, 2012

DESCRIPTION	% OF ACCOUNT	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 (%)
AUSTRALIAN GOVERNMENT BONDS DENOM=AUD CPN 6.500% DUE 05/15/13 DTD 05/15/00 FC 11/15/00 Moody AAA, S&P N/R CUSIP Q0819ABY5										
Acquired 10/15/10 L nc	5.54	500,000	104.10	519,600.50	105.2298	526,149.00	6,548.50	N/A	32,500.00	6.17
AUSTRALIAN GOVERNMENT BONDS SERIES 125 DENOM=AUD CPN 6.250% DUE 06/15/14 DTD 06/15/08 FC 12/15/08 Moody AAA CUSIP Q0819ACX6										
Acquired 10/14/09 L nc		1,000,000	104.50	955,966.00		1,091,630.00	135,664.00			
Acquired 04/03/12 S nc		900,000	107.00	998,149.50		982,476.50	-15,673.00			
Total	21.83	1,900,000		$1,954,115.50	109.1635	$2,074,106.50	$119,991.00	$5,205.48	$118,750.00	5.73
AEGON NV SR UNSECURED NOTES CPN 4.625% DUE 12/01/15 DTD 11/27/09 FC 06/01/10 Moody A3, S&P A- CUSIP 007924AH6										
Acquired 04/14/10 L nc	5.77	500,000	101.99	509,955.00	109.6150	548,075.00	38,120.00	1,927.08	23,125.00	4.21

Claude Moore Charitable Foundation
EIN: 52-1558571
Investments - ALC #5419
December 31, 2012

Foreign Bonds continued

DESCRIPTION	% OF ACCOUNT	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 ([illegible]
UBS AG STAMFORD CT SUB MEDIUM TERM SR DEP NTS CPN 5.875% DUE 07/15/16 DTD 07/26/06 FC 01/15/07 Moody BAA3 , S&P BBB CUSIP 90261XBY7 Acquired 06/16/10 L nc	2.95	250,000	102.47	256,183.00	111.9830	279,957.50	23,774.50	6,772.57	14,687.50	5.24
LLOYDS TSB BANK PLC COMPANY GTD CPN 4.200% DUE 03/28/17 DTD 03/28/12 FC 09/28/12 Moody A2 , S&P A CUSIP 539473AQ1 Acquired 09/27/12 S nc	2.91	250,000	110.82	277,065.00	110.6690	276,672.50	-392.50	2,712.50	10,500.00	3.79
WESTPAC BANKING CORP SR UNSECURED CPN 2.000% DUE 08/14/17 DTD 08/14/12 FC 02/14/13 Moody AA2 , S&P AA- CUSIP 961214BV4 Acquired 09/24/12 S nc	2.70	250,000	102.21	255,530.00	102.5400	256,350.00	820.00	1,902.78	5,000.00	1.9[illegible]
Total Foreign Bonds	**41.69**	**3,650,000**		**$3,772,449.00**		**$3,961,310.50**	**$188,861.50**	**$18,520.41**	**$204,562.50**	**5.1[illegible]**
Total Fixed Income Securities	**99.06**			**$8,976,331.00**		**$9,411,716.00**	**$435,385.00**	**$71,762.07**	**$453,700.00**	**4.82**

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 13

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
FURNITURE	SL	12,270.			12,270.	12,270.			12,270.
STORAGE ROOM FILES	SL	1,048.			1,048.	1,048.			1,048.
2 DELL 380 COMPUTE	SL	4,000.			4,000.	4,000.			4,000.
24 " MONITOR	SL	761.			761.	761.			761.
HP 5550 N PRINTER	SL	4,619.			4,619.	4,619.			4,619.
CARPET - STORAGE	SL	1,689.			1,689.	1,426.	241.		1,667.
SYS FURN - TITUS	SL	11,719.			11,719.	9,486.	1,674.		11,160.
SHELVING STORAGE	SL	713.			713.	595.	102.		697.
PINFILE # 600	SL	2,082.			2,082.	1,683.	297.		1,980.
DATA TABLE	SL	1,250.			1,250.	895.	179.		1,074.
WEBSITE DESIGN	SL	2,625.			2,625.	2,625.			2,625.
OFFICE FURNITURE	SL	2,618.			2,618.	1,465.	374.		1,839.
DISH EQUIPMENT	SL	1,291.			1,291.	1,011.	258.		1,269.
MACBOOK MA895LL/A	SL	2,231.			2,231.	1,747.	446.		2,193.
TV & PHONE SYSTEM	SL	35,303.			35,303.	27,655.	7,061.		34,716.
POLYCOM VIDEO CONF	SL	3,000.			3,000.	2,300.	600.		2,900.
OFFICE FURNITURE	SL	39,135.			39,135.	20,966.	5,591.		26,557.
DELL PWREDGE 2950	SL	13,190.			13,190.	9,893.	2,638.		12,531.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 13 (CONT'D)

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL: BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	ACCUMULATED DEPRECIATION DETAIL: BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
DELL OPTIPLEX 1/2	SL	894.			894.	671.	179.		850.
DELL OPTIPLEX 2/2	SL	894.			894.	671.	179.		850.
WIN 2003 SERVER	SL	602.			602.	450.	120.		570.
QUICKBOOKS 2008	SL	955.		955.		700.	191.	891.	
WEBSITE DESIGN	SL	2,625.			2,625.	2,625.			2,625.
MACBK PRO W881146	SL	2,799.			2,799.	1,913.	560.		2,473.
HP LSRJT 3600N 1/2	SL	314.			314.	215.	63.		278.
HP LSRJT 3600N 2/2	SL	314.			314.	215.	63.		278.
PHOTOSMART (MAC)	SL	449.			449.	307.	90.		397.
IPHONE3G 8GB 1/2	SL	281.		281.		191.	56.	247.	
IPHONE3G 8GB 2/2	SL	281.		281.		191.	56.	247.	
DELL E6410 (KATHY)D	SL	2,650.			2,650.	574.	530.		1,104.
DELL E6410 (GALE)	SL	2,650.			2,650.	574.	530.		1,104.
IPAD WI-FI 32 GB	SL	678.			678.	102.	136.		238.
IPAD WI-FI 64 GB	SL	908.			908.	136.	182.		318.
SERVER AND WORKSTA	SL		7,309.		7,309.		609.		609.
TOTALS		156,838.			162,630.	113,980.			135,600.

ATTACHMENT 14

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DEPOSITS	22,378.	22,378.
PURCHASED INTEREST	10,441.	10,441.
DUE FROM INVESTMENT BROKER	229.	229.
TOTALS	33,048.	33,048.

ATTACHMENT 15

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
FLEX PLAN WITHHOLDINGS	455.
TOTALS	455.

ATTACHMENT 16

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

DESCRIPTION		AMOUNT
UNREALIZED GAIN ON SECURITIES		1,155,438.
	TOTAL	1,155,438.

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

DESCRIPTION	AMOUNT
UNREALIZED LOSS ON LAND HELD FOR EXEMPT PURPOSES(BASED ON APPRAISAL)	392,181.
UNREALIZED LOSS ON LAND HELD FOR INVSTMT	1,150,000.
VALUATION ALLOWANCE-ACCRUED OID INTEREST THE VALUE OF THE CURRENT YEAR ACCRUAL IS IMPAIRED AND THE VALUE CANNOT BE REASONABLY DETERMINED. ACCORDINGLY, THE FOUNDATION IS VALUING THE RECEIVABLE, INCLUDING ACCRUED INTEREST, AT ZERO UNTIL ITS COLLECTABILITY CAN BE DETERMINED.	2,552,335.
TOTAL	4,094,516.

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

ATTACHMENT 18

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JESSE B. WILSON III (DEC'D) 11350 RANDOM HILLS ROAD 520 FAIRFAX, VA 22030	TRUSTEE 5.00	44,000.	0	0
JESSE B. WILSON III DIED IN NOVEMBER 2012.				
LEIGH B. MIDDLEDITCH, JR 11350 RANDOM HILLS ROAD 520 FAIRFAX, VA 22030	TRUSTEE 5.00	48,000.	0	0
PETER ARNTSON 11350 RANDOM HILLS ROAD 520 FAIRFAX, VA 22030	TRUSTEE 10.00	54,000.	0	0
PETER ARNTSON IS ASSOCIATED WITH THE FIRM OF MCCANDLISH & LILLARD. THE FIRM PROVIDES LEGAL AND CONSULTING SERVICES TO THE FOUNDATION. FEES CHARGED ARE CONSIDERED COMMENSURATE WITH THE SERVICES PROVIDED. (SEE ATTACHMENT 20).				
J HAMILTON LAMBERT 11350 RANDOM HILLS ROAD 520 FAIRFAX, VA 22030	EXEC DIR 50.00	365,527.	0	0

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

ATTACHMENT 18 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
GUY GRAVETT 11350 RANDOM HILLS ROAD 520 FAIRFAX, VA 22030	TRUSTEE 10.00	48,000.	0	0
GARY W BROWN 11350 RANDOM HILLS ROAD SUITE 520 FAIRFAX, VA 22030	TRUSTEE 7.00	4,000.	0	0

GARY BROWN WAS NOMINATED AS A TRUSTEE ON NOVEMBER 26, 2012.

GARY BROWN IS ASSOCIATED WITH THE FIRM OF MCCANDLISH & LILLARD. THE FIRM PROVIDES LEGAL AND CONSULTING SERVICES TO THE FOUNDATION. FEES CHARGED ARE CONSIDERED COMMENSURATE WITH THE SERVCIES PROVIDED. (SEE ATTACHMENT 20).

	GRAND TOTALS	563,527.	0	0

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 19

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
GALE MORGAN 11350 RANDOM HILLS ROAD SUITE 520 FAIRFAX, VA 22030	DIRECTOR OF ADMINIST 30.00	71,415.	0	0
RANDOLPH A SUTLIFF 11350 RANDOM HILLS ROAD SUITE 520 FAIRFAX, VA 22030	DEP EX DIR&GEN COUNS 40.00	189,887.	0	[illegible]
KAREN L TADLOCK 11350 RANDOM HILLS ROAD SUITE 520 FAIRFAX, VA 22030	DEP EX DIR FOR GIVIN 30.00	93,150.	0	0
	TOTAL COMPENSATION	354,452.	0	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 20

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
MCCANDLISH & LILLARD 11350 RANDOM HILLS RD, ST 500 FAIRFAX, VA 22030 FEES CHARGED ARE COMMENSURATE WITH THE SERVICES PROVIDED.	LEGAL/CONSULT-DESIGN	559,924.
RUSSELL, EVANS & THOMPSON, PLLC 299 HERNDON PKWY, #206 HERNDON, VA 20170	ACCOUNTING/AUDIT	132,364.
ODIN, FELDMAN & PITTLEMAN, PC 9302 LEE HIGHWAY, #1100 FAIRFAX, VA 22031	LEGAL	358,382.
PATTON HARRIS RUST & ASSOCIATES, INC. 14532 LEE ROAD CHANTILLY, VA 20151-1679	ENGINEERING	100,317.
	TOTAL COMPENSATION	1,150,987.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 21

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHMENT 21A	THERE ARE NO GRANTS TO INDIVIDUALS. SEE ATTACHMENT 21A.	SEE ATTACHMENT 21A.	1,639,792.
LOUDOUN COUNTY PUBLIC SCHOOLS SYSTEM LEESBURG, VA 20176	NONE 509(A)(1)OR(2)PUB CHAR	FUNDING FOR CLAUDE MOORE SCHOLARS MEDICAL EDUCATION CENTER TO PROVIDE LEASED FACILITIES AT UNITS 209 & 305, 224-D CORNWALL STREET, LEESBURG, VA 20176. AMOUNT PAID INCLUDES ANNUAL RENT AND BUILD-OUT.	102,272.
		TOTAL CONTRIBUTIONS PAID	1,742,064.

The Claude Moore Charitable Foundation
Part XV Supplementary Information
Line 3a - Grants and Contributions Paid During 2012

ORGANIZATION		PROJECT / PURPOSE	AMOUNT	ADDRESS	SUITE	CITY	STATE	ZIP
American Bar Association-Fund for Justice & Education	509(a)(1) or (2) Public Charity	2 UVA students-ROLI dinner	$2 500	740 15th Street NW		Washington	DC	20005
Arc of Greater Prince William/INSIGHT	509(a)(1) or (2) Public Charity	Expansion Services	$2,000	13505 Hillendale Drive		Woodbridge	VA	22193
Arts Council of Fairfax County, Inc	509(a)(1) or (2) Public Charity	Jinx Hazel Awards	$2 500	10604 Judicial Drive		Fairfax	VA	22030
Blue Ridge Hospice Foundation	509(a)(1) or (2) Public Charity	In memory of JBW	$10,000	333 W Cork Street		Winchester	VA	22601
Boy Scouts of America	509(a)(1) or (2) Public Charity	Loudoun Misc - Good Scout Dinner	$1,250	9190 Rockville Pike		Bethesda	MD	20814
Charlottesville Tomorrow	509(a)(1) or (2) Public Charity	Monticello High School Citizen Action Project	$5 000	PO Box 1591		Charlottesville	VA	22902
Christchurch Foundation	509(a)(1) or (2) Public Charity	Renovations to Health Services Bldg	$12 500	49 Seahorse Lane		Christchurch	VA	23031
Currituck County Extension Office	509(a)(1) or (2) Public Charity	4-H Backpack for Kids Program	$2 000	120 Community Way		Barco	NC	27917
ECHO	509(a)(1) or (2) Public Charity	the Scholarship Fund	$26,000	71 Lawson Road, PO Box 2277		Leesburg	VA	20177
Fairfax Symphony Orchestra	509(a)(1) or (2) Public Charity	Orchestra & Outreach Program	$10 000	3905 Railroad Avenue	202N	Fairfax	VA	22033
Friends of The Claude Moore Colonial Farm at Turkey Run, Inc	509(a)(1) or (2) Public Charity	Operating Funding	$25 000	6310 Georgetown Pike		McLean	VA	22101
Inova Health System	509(a)(1) or (2) Public Charity	2012 Gala	$28,592	8110 Gatehouse Road	Suite 200E	Falls Church	VA	22042
Inova Health System Foundation - Nursing Scholarships	509(a)(1) or (2) Public Charity	Nursing Scholarships	$150,000	8110 Gatehouse Road	Suite 200E	Falls Church	VA	22042
James Madison Montpelier Foundation	509(a)(1) or (2) Public Charity	Lecture - Whistleblowers	$7 500	PO Box 911		Orange	VA	22960
James Madison Montpelier Foundation	509(a)(1) or (2) Public Charity	National Trust for Historic Preservation	$5 000	PO Box 911		Orange	VA	22960
James Madison Montpelier Foundation	509(a)(1) or (2) Public Charity	Program support-Campaign Finances	$15,000	PO Box 911		Orange	VA	22960
James Madison Montpelier Foundation - CM Lecture Series	509(a)(1) or (2) Public Charity	Lecture Series	$40,000	PO Box 911		Orange	VA	22960
James Madison University	509(a)(1) or (2) Public Charity	Precious Times Program	$53,000	MSC 9021 Blue Ridge Hall		Harrisonburg	VA	22807
LEAD Virginia	509(a)(1) or (2) Public Charity	Virginia Class 2012	$25,000	707 East Main Street	Suite 1035	Richmond	VA	23219
Leadership Fairfax Inc	509(a)(1) or (2) Public Charity	Leadership Award	$2,500	8230 Old Courthouse Road	Suite 350	Vienna	VA	22182
LEX Lead Group Lawyers for Economic Advancement & Development	509(a)(1) or (2) Public Charity	Scholarships	$500	676 A Ninth Avenue	109	New York	NY	10036
Loudoun Cares	509(a)(1) or (2) Public Charity	Claude Moore Community Builders	$50,000	PO Box 83		Leesburg	VA	20178
Loudoun Chamber of Commerce	509(a)(1) or (2) Public Charity	27th Valor Awards	$2 045	P O Box 1298		Leesburg	VA	20177
Loudoun Chamber of Commerce	509(a)(1) or (2) Public Charity	Economic Impact Study	$1 250	P O Box 1298		Leesburg	VA	20177
Loudoun Education Foundation	509(a)(1) or (2) Public Charity	the Teacher's Endorsement Scholarship Project	$27 000	21000 Education Court		Ashburn	VA	20148
Loudoun Education Foundation	509(a)(1) or (2) Public Charity	the Reality Store	$6 000	21000 Education Court		Ashburn	VA	20148
Loudoun Education Foundation	509(a)(1) or (2) Public Charity	the High School Graduation Party Project	$38 000	21000 Education Court		Ashburn	VA	20148
Loudoun Education Foundation	509(a)(1) or (2) Public Charity	Future Leaders	$25,000	21000 Education Court		Ashburn	VA	20148
Loudoun Education Foundation	509(a)(1) or (2) Public Charity	Excellence in Education	$5 000	21000 Education Court		Ashburn	VA	20148
Loudoun Education Foundation	509(a)(1) or (2) Public Charity	School-Business Partnership Breakfast	$300	21000 Education Court		Ashburn	VA	20148

The Claude Moore Charitable Foundation
Part XV Supplementary Information
Line 3a - Grants and Contributions Paid During 2012

ORGANIZATION		PROJECT / PURPOSE	AMOUNT	ADDRESS	SUITE	CITY	STATE	ZIP
Loudoun Hospital Foundation	509(a)(1) or (2) Public Charity	100th Jubilee	$18 500	8110 Gatehouse Road	400W	Falls Church	VA	22042
Loudoun Laurels Foundation	509(a)(1) or (2) Public Charity	2012 Gala	$9,400	PO BOX 343		Waterford	VA	20197
Loudoun Literacy Council	509(a)(1) or (2) Public Charity	the Family Literacy Program	$50 000	PO Box 1932		Leesburg	VA	20177
Loudoun Youth, Inc	509(a)(1) or (2) Public Charity	4 Youth Program support	$10 000	PO Box 1732		Leesburg	VA	20177
Miller Center Foundation	509(a)(1) or (2) Public Charity	Underwrite Program	$45,000	PO Box 400406		Charlottesville	VA	22904-4406
Mount Vernon Ladies Association	509(a)(1) or (2) Public Charity	Support online bibliography related to George Washington	$50 000	PO Box 110		Mt Vernon	VA	22121
National Air & Space Museum	509(a)(1) or (2) Public Charity	Air & Space Trophy Awards Presentation	$10,000	PO Box 37012	MRC 321	Washington	DC	20013-7012
Neediest Kids	509(a)(1) or (2) Public Charity	Bridge to Success	$25,000	8283 Greensboro Drive		McLean	VA	22102
Queens University of Charlotte	509(a)(1) or (2) Public Charity	Scholarships	$5,000	1900 Selwyn Avenue		Charlottesville	VA	28274
Shenandoah University	509(a)(1) or (2) Public Charity	Claude Moore Center for Literacy	$40,000	1460 University Drive		Winchester	VA	22601
Sorensen Institute	509(a)(1) or (2) Public Charity	2012 Gala	$5,000	P O Box 400206		Charlottesville	VA	22904
The Arc of Loudoun-Paxton Campus	509(a)(1) or (2) Public Charity	General support	$50,000	601 Catoctin Circle NE		Leesburg	VA	20176
The Community Foundation for Northern Virginia	509(a)(1) or (2) Public Charity	Future Fund Gala	$2,000	8283 Greensboro Drive		McLean	VA	22102
UVA Law School foundation	509(a)(1) or (2) Public Charity	South African Human Rights Program	$1,000	580 Massie Road		Charlottesville	VA	22903
UVA Medical School	509(a)(1) or (2) Public Charity	Commitment	$500,000	PO Box 800773		Charlottesville	VA	22908
UVA-Jefferson Grounds Initiative	509(a)(1) or (2) Public Charity	Rotunda Restoration Project - in memory of JBW	$25,000	400 Ray C Hunt Drive		Charlottesville	VA	22903
Virginia Chamber Orchestra	509(a)(1) or (2) Public Charity	Multimedia Educational Program	$4,000	P O Box 7484		Alexandria	VA	22307
Virginia Health Care	509(a)(1) or (2) Public Charity	Charting the Future Program	$10 000	707 East Main Street	1350	Richmond	VA	23219
Virginia Mentoring Partnership	509(a)(1) or (2) Public Charity	Mentor Support	$75 000	10 East Franklin Street	Suite 302	Richmond	VA	23219
Wakefield High school	509(a)(1) or (2) Public Charity	PAA - Scholarship Fund	$16,000	PO BOX 41675		Arlington	VA	22204
Wakefield School	509(a)(1) or (2) Public Charity	GMG	$20,000	4439 Old Tavern Road		The Plains	VA	20198
Washington Airports Task Force	509(a)(1) or (2) Public Charity	Conference	$25 000	44701 Propeller Court	100	Dulles	VA	20166
Washington Grantmakers	509(a)(1) or (2) Public Charity	2012 Annual Meeting	$18 605	1400 16th Street, NW	Suite 740	Washington	DC	20036
Washington Grantmakers	509(a)(1) or (2) Public Charity	2012 Membership Dues	$9,850	1400 16th Street, NW	Suite 740	Washington	DC	20036
WETA	509(a)(1) or (2) Public Charity	Ready to Learn	$35,000	3939 Campbell Avenue		Arlington	VA	22206
		Total	$1,639,792					

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 22

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
ORDINARY UNRELATED BUSINESS LOSS - PARTNERSHIP	523000	-74,120.			
RETURNED GRANT					5,851.
TOTALS		-74,120.			5,851.

FEDERAL FOOTNOTES

ATTACHMENT 23

2012 OFFICE AND FURNITURE DEPRECIATION EXPENSE OF $23,005 HAS BEEN ALLOCATED TO INVESTMENT RELATED AND TO CHARITABLE RELATED BASED UPON FACTORS WHICH ARE CONSISTENTLY ALLPIED TO ADMINISTRATIVE EXPENSE. THE CHARITABLE RELATED PORTION IS SHOWN AS A CHARITABLE DISTRIBUTION EXPENSE SINCE THE ORIGINAL INVESTMENT IN THE PROPERTY WAS NOT DIRECTLY CHARGED AS A CHARITABLE DISTRIBUTION VIA PART XII LINE 2.

DEPRECIATION IS REPORTED AS FOLLOWS:

PART I LINE 19, INVESTMENT RELATED,	3,659
PART I LINE 23, CHARITABLE RELATED,	19,346
TOTAL DEPRECIATION	23,005

FEDERAL FOOTNOTES

ATTACHMENT 24

FORM 990-PF, PART II, LINE 11 INVESTMENT-LAND DECEMBER 31, 2012

INCLUDED IN THE TOTAL VALUE OF LAND IS $77,500,000 REPRESENTING THE VALUE OF THE LAND UNDER LEASE WITH THE BOY SCOUTS OF AMERICA. THIS LAND IS CONSIDERED HELD FOR USE DIRECTLY IN CARRYING OUT THE FOUNDATION'S EXEMPT PURPOSE. ACCORDINGLY, IT IS EXCLUDED FROM THE COMPUTATION OF THE MINIMUM INVESTMENT RETURN (PART X, PAGE 8 OF FORM 990-PF) AS PROVIDED IN PRIVATE LETTER RULING DATED SEPTEMBER 2, 1992 (SEE COPY ATTACHED).

FORM 990-PF, PART 1, LINE 18 AND 23:

EXPENSES RELATED TO THE PROPERTY UNDER LEASE BY THE BOY SCOUTS OF AMERICA ARE TREATED AS QUALIFYING DISTRIBUTIONS AS STIPULATED IN THE AFOREMENTIONED PRIVATE LETTER RULING.

THE EXPENSES ARE:	REAL ESTATE TAXES	$1,296,602
	INSURANCE	50,148
	REAL ESTATE MAINTENANCE	154,246

FEDERAL FOOTNOTES

IRC SECTION 751 STATEMENT

THE TAXPAYER HAS REPORTED ORDINARY INCOME UPON THE DISPOSITION OF UNITS IN KINDER MORGAN ENERGY PARTNERS, LP, AS PROVIDED BY THE GENERAL PARTNER. THE AMOUNT WAS DETERMINED IN ACCORDANCE WITH IRC SECTION 751. DETAILED INFORMATION IS AVAILABLE IN THE OFFICE OF THE GENERAL PARTNER UPON REQUEST.

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 extension 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 File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE CLAUDE MOORE CHARITABLE FOUNDATION	Employer identification number (EIN) or 52-1558571
	Number, street, and room or suite no If a P O box, see instructions 11350 RANDOM HILLS ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions FAIRFAX, VA 22030	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . [0 4]

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 (sec 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 ▶ J HAMILTON LAMBERT

Telephone No ▶ 703 934-1147 FAX No ▶

- 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 08/15, 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**	$ 103,640.
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**	$ 103,640.
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**	$ 0

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

SLW 5/1/13 Dept of the Treasury IRS Center Ogden, UT 84201-0045 #7012 1010 0001 1002 0200

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

Enter filer's identifying number, see instructions

Type or print		
File by the due date for filing your return See instructions	Name of exempt organization The Claude Moore Charitable Foundation	Employer identification number (EIN) or 52-1558571
	Number, street, and room or suite no. If a P O box, see instructions. 11350 Random Hills Road	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions Fairfax, VA 22030	

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-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ J Hamilton Lambert
  Telephone No. ▶ (703) 934-1147 FAX No. ▶
- 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.

4 I request an additional 3-month extension of time until 11/15/2013.

5 For calendar year 2012 , or other tax year beginning ______, and ending ______.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
Information necessary to file a complete and accurate return will not be available by the original extended due date.

8a	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.	8a	$ 103,640
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 and any amount paid previously with Form 8868.	8b	$ 103,640
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ Date ▶ 7/11/13

SLW 7/22/13 Dept of the Treasury IRS Ogden, UT 84201-0045 #7012 2920 0001 4762 0591