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Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No. 1545-0052

2012Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year **2012** or tax year beginning , 2012, and ending , 20Name of foundation **WILLIAM H ACKLAND TRUST UW C/O BANK OF****AMERICA, NA**

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

Room/suite

P.O. BOX 40200, FL9-100-10-19

City or town, state, and ZIP code

JACKSONVILLE, FL 32203-0200

Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Check type of organization:

☐ Section 501(c)(3) exempt private foundation☒ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

Fair market value of all assets at end

of year (from Part II, col. (c), line

16) \$ 9,691,955.Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

A Employer identification number

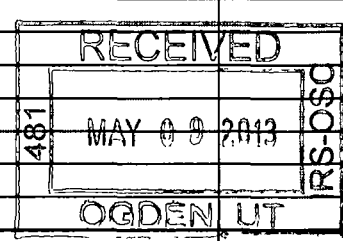
52-6029941

B Telephone number (see instructions)

877- 446-1410C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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	191,668.	191,108.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	673,284.			
b Gross sales price for all assets on line 6a	9,001,918.			
7 Capital gain net income (from Part IV, line 2)		673,284.		
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)		288.		
12 Total. Add lines 1 through 11	864,952.	864,680.		STMT 18
13 Compensation of officers, directors, trustees, etc.	79,108.	47,465.		31,643.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	1,675.	NONE	NONE	1,675.
c Other professional fees (attach schedule)	10,135.	10,135.		
17 Interest				
18 Taxes (attach schedule) (see instructions)	10,087.	3,312.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications	4,303.			4,303.
23 Other expenses (attach schedule)	287.	3,279.		
24 Total operating and administrative expenses. Add lines 13 through 23	105,595.	64,191.	NONE	37,621.
25 Contributions, gifts, grants paid	501,737.			501,737.
26 Total expenses and disbursements. Add lines 24 and 25	607,332.	64,191.	NONE	539,358.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	257,620.			
b Net investment income (if negative, enter -0-)		800,489.		
c Adjusted net income (if negative, enter -0-)				



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing	NONE				
	2	Savings and temporary cash investments	1,211,013.	581,704.	581,704.		
	3	Accounts receivable ▶					
		Less: allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less: allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶					
		Less: allowance for doubtful accounts ▶	NONE				
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10 a	Investments - U.S. and state government obligations (attach schedule)	NONE				
	b	Investments - corporate stock (attach schedule)					
	c	Investments - corporate bonds (attach schedule)	NONE				
	Liabilities	11	Investments - land, buildings, and equipment basis				
		Less: accumulated depreciation (attach schedule) ▶	NONE				
12		Investments - mortgage loans	NONE				
13		Investments - other (attach schedule) STMT 23.	7,743,107.	8,559,391.	9,110,251.		
14		Land, buildings, and equipment basis					
		Less: accumulated depreciation (attach schedule) ▶					
15		Other assets (describe ▶)	NONE				
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	8,954,120.	9,141,095.	9,691,955.		
17		Accounts payable and accrued expenses					
18		Grants payable					
Net Assets or Fund Balances	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶)					
23	Total liabilities (add lines 17 through 22)		NONE				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐						
	and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒						
	27	Capital stock, trust principal, or current funds	8,954,120.	9,141,095.			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds	NONE				
	30	Total net assets or fund balances (see instructions)	8,954,120.	9,141,095.			
31	Total liabilities and net assets/fund balances (see instructions)	8,954,120.	9,141,095.				

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	8,954,120.
2	Enter amount from Part I, line 27a	2	257,620.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 24	3	5,542.
4	Add lines 1, 2, and 3	4	9,217,282.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 25	5	76,187.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,141,095.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b OTHER GAINS AND LOSSES					
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 8,935,669.		8,328,464.	607,205.
b 66,079.			66,079.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			607,205.
b			66,079.
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	673,284.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	517,918.	9,556,102.	0.054198
2010	414,248.	9,101,808.	0.045513
2009	392,792.	8,133,258.	0.048295
2008	402,832.	9,774,737.	0.041212
2007			

2 Total of line 1, column (d)	2	0.189218
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	0.047305
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	9,486,184.
5 Multiply line 4 by line 3	5	448,744.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,005.
7 Add lines 5 and 6	7	456,749.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	539,358.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	8,005.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	8,005.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	8,005.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,400.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4,400.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,605.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ NONE 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ NC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of BANK OF AMERICA, NA Telephone no (877) 446-1410			
	Located at PO BOX 40200, FL9-100-10-19, JACKSONVILLE, FL ZIP+4 32203-0200			
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			
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	Yes	No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country				

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		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?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes	☒ No
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the 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.)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA, N.A. PO BOX 40200, FL9-100-10-19, JACKSONVILLE, FL 32203-0	TRUSTEE 1	79,108.		- 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

Total number of other employees paid over \$50,000 ☐

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE -----	
2 ----- -----	
3 ----- -----	
4 ----- -----	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE -----	
2 ----- -----	
All other program-related investments See instructions	
3 NONE -----	

Total. Add lines 1 through 3


Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	8,353,108.
b	Average of monthly cash balances	1b	1,277,536.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	9,630,644.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	9,630,644.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	144,460.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,486,184.
6	Minimum investment return. Enter 5% of line 5	6	474,309.

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	474,309.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	8,005.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,005.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	466,304.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	466,304.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	466,304.

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	539,358.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	539,358.
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	8,005.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	531,353.

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				466,304.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			80,561.	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4. ► \$ <u>539,358.</u>				
a Applied to 2011, but not more than line 2a			80,561.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				458,797.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				7,507.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

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

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV **Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ACKLAND ART MUSEUM UNIVERSITY OF NC AT CHAPEL CAMPUS BOX 3400 CHAPEL HILL NC 27599-0001	NONE	PC	PROVIDE ART MUSEUM OPERATING FUNDS	501,737.
Total			▶ 3a	501,737.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	191,668.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	673,284.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue: a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)				864,952.	
13	Total. Add line 12, columns (b), (d), and (e)				864,952.	

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

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

[illegible]

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=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
AAR CORP COM	31.	31.
ABB LTD SPONSORED ADR	101.	101.
AES CORP	5.	5.
AT&T INC	1,078.	1,078.
ABBOTT LABS	123.	123.
ABBOTT LABS NT	8.	8.
ACTUANT CORP COM CL A NEW	2.	2.
ADIDAS AG SPONSORED ADR	68.	68.
ADTRAN INC COM	6.	6.
ADVANCED AUTO PARTS INC	2.	2.
AGILENT TECHNOLOGIES INC	20.	20.
AIRGAS INC 00	12.	12.
ALBEMARLE CORP COM	25.	25.
ALLERGAN INC	101.	101.
ALLIANT CORP	104.	104.
ALLIANZ GLOBAL INVS FIXED INCOME SHS SER	11,923.	11,923.
ALLIANZ GLOBAL INVS MANAGED ACCOUNTS TR	8,932.	8,932.
ALTERA CORP	11.	11.
AMADEUS IT HLDG SA ADS UNSPONSORED ADR	45.	45.
AMEREN CORP	107.	107.
AMERICA MOVIL S A DE C V SPONSORED ADR R	26.	26.
AMERICAN ASSETS TR INC REIT	10.	7.
AMERICAN ELECTRIC POWER	655.	655.
AMERICAN EQUITY INVT LIFE HLDG COM	44.	44.
AMERICAN EXPRESS CO	322.	322.
AMERICAN TOWER CORP COM	105.	105.
AMERISOURCEBERGEN CORP	90.	90.
AMERIPRISE FINANCIAL INC	162.	162.
AMETEK INC NEW	33.	33.
AMGEN INC COM	215.	215.
ANADARKO PETE CORP	32.	32.
ANALOG DEVICES INC	76.	76.

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ANNALY MTG MGMT INC COM	76.	76.
AON CORP	48.	48.
APACHE CORP	34.	34.
APPLE INC COM	392.	392.
APTARGROUP INC	62.	62.
ARTISAN INTERNATIONAL FUND	2,174.	2,174.
ARTISAN INTL VALUE FUND	1,979.	1,979.
ARTIO GLOBAL HIGH INCOME FUND CL I	3,635.	3,546.
ASHLAND INC NEW COM	41.	41.
AVISTA CORP	24.	24.
B & G FOODS INC CL A COM	7.	3.
BG GROUP PLC- SPON ADR ISIN US0554342032	47.	47.
BALL CORP COM	26.	26.
BANCO BRADESCO S A SPONSORED ADR REPSTG	184.	184.
BANK NEW YORK MELLON CORP COM	52.	52.
BANKUNITED INC COM	59.	59.
BARD (C.R.)	19.	19.
BARNES GROUP INC COM	106.	106.
BEAM INC COM	11.	11.
BERKLEY W R CORP	60.	60.
BERKSHIRE HATHAWAY FIN CORP CO GTD SR NT	2.	2.
BERRY PETE CO CL A	16.	16.
BHP LTD SPONSORED ADR	477.	477.
BLACK HILL CORP	23.	23.
BLACKROCK INC CL A	84.	84.
BOEING CO	275.	275.
BRAMBLES LTD UNSPONSORED ADR	151.	151.
BRINKS CO	27.	27.
BRISTOW GROUP INC COM	19.	19.
BRITISH AMERN TOB PLC SPONSORED ADR	183.	183.
BRITISH SKY BROADCASTING GROUP PLC SPONS	20.	20.
BROADCOM CORP CL A	7.	7.
BRUNSWICK CORP	5.	5.

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=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
BUCKEYE TECHNOLOGIES INC COM	8.	8.
BUCKLE INC COM	7.	7.
BUNZL PLC SPONSORED ADR NEW	128.	128.
CBS CORP CL B COM	137.	137.
CF INDS HLDGS INC COM	41.	41.
C H ROBINSON WORLDWIDE INC COM	53.	53.
CIGNA CORP	1.	1.
CLECO CORPORATION COM NEW	120.	120.
CME GROUP INC COM	138.	138.
CMS ENERGY CORP COM	24.	24.
CNOOC LTD SPONSORED ADR	128.	128.
CSX CORP	34.	34.
CVS CAREMARK CORP COM	302.	302.
CA INC COM	42.	42.
CABOT CORP	9.	9.
CABOT OIL & GAS CORP CL A	3.	3.
CANADIAN NATL RY CO	36.	36.
CANADIAN NAT RES LTD NT CANADA	10.	10.
CANON INC ADR NEW	176.	176.
CAP GEMINI S A ADR	61.	61.
CAPITAL ONE FINL CORP	16.	16.
CATO CORP NEW CL A	311.	311.
CELANESE CORP DEL SER A COM	34.	34.
CENOVUS ENERGY INC COM	24.	24.
CENTRICA PLC SPONSORED ADR NEW 2004	89.	89.
CENTURYTEL INC	717.	717.
CHEESECAKE FACTORY INCORPORATED	6.	6.
CHEMED CORP COM	23.	23.
CHEUNG KONG HLDGS LTD ADR	94.	94.
CHEVRONTXACO CORP COM	970.	970.
CHICAGO BRIDGE & IRON-NY SHR 00	4.	4.
CHINA MOBILE HK LTD -SP ADR	83.	83.
CHURCH & DWIGHT INC	14.	14.

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----

CIELO S A SPONSORED ADR	73.	73.
CINEMARK HLDGS INC COM	11.	11.
CITIGROUP INC NEW COM	17.	17.
CLARCOR INC COM	3.	3.
CLIFFS NAT RES INC COM	83.	83.
COACH INC COM	5.	5.
COCA COLA AMATIL LTD SPONSORED ADR	160.	160.
COCA-COLA ENTERPRISES INC NEW COM	132.	132.
COCA COLA HELLENIC BOTTLING CO S A ADR S	34.	34.
COGNEX CORP COM	21.	21.
COHERENT INC COM	32.	32.
COHEN & STEERS INC COM	36.	21.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	452.	452.
COMCAST CORP NEW CL A COM	209.	209.
COMCAST CORP NEW NT	7.	7.
COMERICA INC	44.	44.
COMPASS GROUP PLC SPONSORED ADR NEW	185.	185.
CONOCOPHILLIPS	603.	603.
CONSOL ENERGY INC	6.	6.
COSTCO WHSL CORP NEW COM	1,193.	1,193.
CRANE CO COM	47.	47.
CUMMINS ENGINE CO INC COM	52.	52.
CURTISS WRIGHT CORP COM	33.	33.
CYPRESS SEMICONDUCTOR CORP	5.	
CYTEC INDS INC	44.	44.
D R HORTON INC	6.	6.
DSW INC CL A	66.	66.
DANA HLDG CORP	30.	30.
DANAHER CORP	4.	4.
DANONE SPONSORED ADR	98.	98.
DEERE & CO	170.	170.
DENSO CORP UNSPONSORED ADR	27.	27.
DEVRY INC DEL	3.	3.
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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DICKS SPORTING GOODS INC COM	100.	100.
DISNEY (WALT) COMPANY	423.	423.
DISCOVER FINL SVCS COM	66.	66.
DOMINION RESOURCES INC	24.	24.
DOMINOS PIZZA INC COM	198.	198.
DOVER CORP	57.	57.
DR PEPPER SNAPPLE INC COM	39.	39.
DU PONT E I DE NEMOURS & CO	58.	58.
DUFF & PHELPS CORP NEW CL A COM	7.	7.
DUPONT FABROS TECHNOLOGY INC REITS	14.	14.
EOG RES INC	295.	295.
EQT CORP COM	32.	32.
EARTHLINK INC COM	34.	10.
EAST WEST BANCORP INC COM	61.	61.
EASTMAN CHEM CO	26.	26.
EATON CORP	40.	40.
EATON VANCE CORP COM NON VTG	106.	106.
ECOLAB INC	10.	10.
EDISON INTL	101.	101.
EINSTEIN NOAH RESTAURANT GROUP INC COM	320.	53.
EMCOR GROUP INC	26.	26.
EMERSON ELEC CO	27.	27.
ENSCO PLC SPONSORED ADR	16.	16.
EQUIFAX INC	67.	67.
ERICSSON L M TEL CO ADR CL B	77.	77.
ETHAN ALLEN INTERIORS INC	16.	16.
EVERCORE PARTNERS INC CL A COM	32.	32.
EXELON CORP NT	22.	22.
EXELIS INC COM	3.	3.
EXPEDIA INC DEL NEW COM	11.	11.
EXPEDITORS INT'L WASH INC COM	39.	39.
EXXON MOBIL CORPORATION	707.	707.
FNB CORP PA COM	30.	30.

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FAMILY DOLLAR STORES INC	26.	26.
FANUC CORP UNSP ADR	21.	21.
FASTENAL CO COM	341.	341.
FEDERAL HOME LN MTG CORP POOL #G04951	350.	350.
FEDERAL HOME LN MTG CORP POOL #G05447	164.	164.
FEDERAL HOME LN MTG CORP POOL #G06031	2,159.	2,159.
FEDERAL HOME LN MTG CORP POOL #A94713	344.	344.
FEDERAL HOME LN MTG CORP POOL #A96105	154.	154.
FEDERAL HOME LN MTG CORP POOL #A96409	825.	825.
FEDERAL HOME LN MTG CORP REFERENCE NTS	23.	23.
FEDERAL NATL MTG ASSN POOL #AH0936	1,710.	1,710.
FEDERAL NATL MTG ASSN POOL #AH3645	1,294.	1,294.
FEDERAL NATL MTG ASSN POOL #AH5584	1,840.	1,840.
FEDERAL NATL MTG ASSN POOL #AK0987	95.	95.
FEDERAL NATL MTG ASSN POOL #AO9925	346.	346.
FEDERAL NATL MTG ASSN POOL #AP3125	30.	30.
FEDERAL NATL MTG ASSN POOL #AP7553	54.	54.
FEDERAL NATL MTG ASSN POOL #AQ4694	35.	35.
FEDERAL NATL MTG ASSN NT	308.	308.
FEDERAL NATL MTG ASSN POOL #735676	610.	610.
FEDERAL NATL MTG ASSN POOL #745275	1,579.	1,579.
FEDERAL NATL MTG ASSN POOL #88893	59.	59.
FEDERAL NATL MTG ASSN POOL #889982	493.	493.
FEDERAL NATL MTG ASSN POOL #903812	53.	53.
FEDERAL NATL MTG ASSN POOL #995018	347.	347.
FEDERAL NATL MTG ASSN POOL #995672	48.	48.
FEDERAL NATL MTG ASSN POOL #995876	1,304.	1,304.
FEDERAL NATL MTG ASSN POOL #AB1389	3,045.	3,045.
FEDERAL NATL MTG ASSN POOL #AE0115	991.	991.
FEDERAL NATL MTG ASSN POOL #AE0984	4,085.	4,085.
FEDERATED INVS INC PA CL B	20.	20.
FEDEX CORP	17.	17.
FIFTH THIRD BANCORP COM	279.	279.

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FINISH LINE INC CL A	27.	27.
FIRST FINL BANKSHARES COM	21.	21.
FIRST MIDWEST BANCORP DEL COM	3.	3.
FIRST REP BK SAN FRANCISCO CA NEW COM	15.	15.
FLUOR CORP (NEW) -WI	15.	15.
FLOWERS FOODS INC	21.	21.
FLOWERVE CORP	36.	36.
FOMENTO ECONOMICO MEXICANO SA SPON ADR U	26.	26.
FOOT LOCKER INC COM	21.	21.
FORD MTR CO DEL	46.	46.
FRANKLIN ELEC INC COM	6.	6.
FRANKLIN RES INC COM	940.	940.
FREEPORT-MCMORAN COPPER & GOLD INC COM	282.	282.
FRESENIUS MED CARE AG SPONSORED ADR	31.	31.
G & K SVCS INC CL A	8.	8.
GATX CORP	29.	29.
GNC HLDGS INC COM	20.	20.
GAP INC	4.	4.
GARDNER DENVER MACHINERY INC COM	2.	2.
GAZPROM O A O SPONSORED ADR	107.	107.
GENERAL DYNAMICS CORP	202.	202.
GENERAL ELEC CO	1,038.	1,038.
GENTEX CORP	69.	69.
GLAXO WELLCOME PLC SPONSORED	81.	81.
GOLDMAN SACHS GROUP INC	181.	181.
GRAINGER W W INC	41.	41.
GREAT PLAINS ENERGY INC 00	70.	70.
GRUPO TELEVISA SA DE CV (GDR)	20.	20.
GUESS INC COM	47.	47.
GULFMARK OFFSHORE INC CL A NEW COM	60.	60.
HALLIBURTON * COM	26.	26.
HANCOCK HLDG CO COM	9.	9.
HANOVER INS GROUP INC COM	55.	55.

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HARRIS CORP DEL COM	105.	105.
HEALTHCARE RLTY TR COM	40.	21.
HEINZ H J CO	166.	166.
HELMERICH & PAYNE INC	3.	3.
HAZELTINE CORP	17.	17.
HERSHEY FOODS CORP	19.	19.
HESS CORP COM	42.	42.
HEWLETT PACKARD CO COM	121.	121.
HOLLYFRONTIER CORP COM	206.	206.
HOME DEPOT INC	72.	72.
HOME PPTYS NY INC	24.	19.
HONEYWELL INTERNATIONAL INC	263.	263.
HUBBELL INC CL B	15.	15.
HUMANA INC	121.	121.
HUNT J B TRANS SVCS INC COM	27.	27.
HUNTINGTON BANCSHARES INC	51.	51.
HUNTINGTON INGALLS INDS INC COM	5.	5.
HUTCHISON WHAMPOA LTD ADR 00	71.	71.
IAC / INTERACTIVECORP PAR \$.001 COM	21.	21.
ITT CORP NEW COM	1.	1.
IMPERIAL TOBACCO GROUP PLC SPONSORED ADR	245.	245.
INDUSTRIAL & COML BK CHINA ADR	176.	176.
INNOPHOS HLDGS INC COM	48.	48.
INTEL CORP	150.	150.
INTERNATIONAL BUSINESS MACHS	357.	357.
INTERNATIONAL PAPER CO	39.	39.
INTL PWR PLC SPONSORED ADR	29.	29.
INTERVAL LEISURE GROUP INC COM	26.	26.
INTUIT	39.	39.
INTREPID POTASH INC COM	45.	45.
ISHARES S&P MIDCAP 400 INDEX FUND	1,680.	1,680.
ISHARES TR RUSSELL 2000 INDEX FD	1,640.	1,640.
ITC HLDGS CORP COM	98.	98.

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
J & J SNACK FOODS CORP COM	31.	31.
J P MORGAN CHASE & CO COM	902.	902.
JOHNSON & JOHNSON	1,011.	1,011.
JOHNSON CTLS INC	124.	124.
JONES LANG LASALLE INC	8.	8.
JOY GLOBAL INC 00	37.	37.
J2 GLOBAL INC COM	32.	32.
JULIUS BAER GROUP LTD ADR	87.	87.
KBR INC COM	10.	10.
K L A TENCOR CORP	104.	104.
KANSAS CITY SOUTHN INDS INC NEW	32.	32.
KELLOGG CO	60.	60.
KENNAMETAL INC	39.	39.
KEPPEL CORP LTD SPONSORED ADR	137.	137.
KEYCORP NEW	142.	142.
KINDER MORGAN INC DEL COM	57.	57.
KINGFISHER PLC SPONSORED ADR	74.	74.
KNIGHT TRANSN INC COM	44.	44.
KOHL'S CORP COM	81.	81.
KOMATSU LTD SPONSORED ADR NEW	25.	25.
KONINKLIJKE AHOLD NV SPONSORED ADR 2007	62.	62.
KRAFT FOODS INC CL A COM	424.	424.
KROGER CO	18.	18.
L OREAL CO ADR	42.	42.
LANCASTER COLONY CORP COM	68.	68.
LAS VEGAS SANDS CORP	3,198.	3,198.
LAUDER ESTEE COS INC CL A	280.	280.
LEAR CORP NEW COM	60.	60.
LIMITED BRANDS INC COM	353.	353.
LINCARE HLDGS INC	31.	31.
LINDSAY MFG CO	3.	3.
LINEAR TECHNOLOGY CORP	54.	54.
LOCKHEED MARTIN CORPORATION	261.	261.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
LOEWS CORP	12.	12.
LORILLARD INC COM	276.	276.
LUFKIN INDS INC COM	6.	6.
M & T BK CORP	58.	58.
MB FINL INC NEW	6.	6.
MACYS INC COM	310.	310.
MANITOWOC INC COM	5.	5.
MANPOWER INC WIS	47.	47.
MARATHON OIL CORP COM	95.	95.
MARSH & MCLENNAN CO INC	119.	119.
MASCO CORP	24.	24.
MATTHEWS INTL CORP	6.	6.
MAXIM INTEGRATED PRODS INC	11.	11.
MAXIMUS INC COM	26.	26.
MCDONALDS CORP	74.	74.
MCGRAW HILL COS INC COM	159.	159.
MCKESSON HBOC INC	534.	534.
MEAD JOHNSON NUTRITION CO COM	56.	56.
MEDICIS PHARMACEUTICAL CORP CL A	23.	23.
MERCK & CO INC NEW COM	1,040.	1,040.
MEREDITH CORP	55.	55.
METLIFE INC	287.	287.
MICROSOFT CORP	566.	566.
MICROCHIP TECHNOLOGY INC COM	24.	24.
MINERALS TECHNOLOGIES INC COM	11.	11.
MONRO MUFFLER BRAKE INC COM	15.	15.
MOODYS CORP COM	148.	148.
NATIONAL GRID PLC SPONSORED ADR NEW	895.	895.
NATIONAL OILWELL VARCO INC COM	40.	40.
NATIONAL PENN BANCSHARES INC COM	93.	93.
NATIXIS FDS TR IV AEW REAL ESTATE FD CL	366.	366.
NESTLE S A SPONSORED ADR REPSTG	477.	477.
NEWELL RUBBERMAID INC	14.	14.

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
NEXTERA ENERGY INC COM	263.	263.
NIDEC CORP SPONSORED ADR	15.	15.
NOBLE ENERGY INC COM	49.	49.
NORDSTROM INC	117.	117.
NORFOLK SOUTHERN CORP	21.	21.
NORTHROP GRUMMAN CORP	39.	39.
NORTHWEST BANCSHARES INC MD COM	87.	87.
NORTHWESTERN CORP NEW COM	34.	34.
NOVARTIS AG ADR ISIN #US66987V1098	176.	176.
NOVO-NORDISK A S ADR	1,051.	1,051.
NU SKIN ENTERPRISES INC CL A	4.	4.
NUVEEN REAL ESTATE SECS FUND CL Y	13,139.	13,139.
NV ENERGY INC COM	113.	113.
OCCIDENTAL PETROLEUM CORP	849.	849.
OCEANEERING INTL INC	80.	80.
OMNICARE INC	51.	51.
OMNICOM GROUP	104.	104.
ORACLE SYS CORP	238.	238.
OWENS & MINOR INC NEW	69.	69.
PG&E CORP COM	390.	390.
PIMCO HIGH YIELD FUND	17,658.	17,658.
PNC BK CORP	359.	359.
PPG IND INC	74.	74.
PPL CORPORATION	404.	404.
PS BUSINESS PKS INC CA	22.	22.
PVH CORP COM	1.	1.
PACCAR INC COM	110.	110.
PALL CORP	8.	8.
PARKER HANNIFIN CORP	72.	72.
PEABODY ENERGY CORP COM	55.	55.
PEARSON PLC SPONSORED ADR	22.	22.
PEBBLEBROOK HOTEL TR COM	20.	20.
PEPSICO INC	116.	116.

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STATEMENT 11

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WILLIAM H ACKLAND TRUST UW C/O BANK OF

52-6029941

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
PERRIGO CO COM	2.	2.
PETSMART INC	8.	8.
PFIZER INC	1,294.	1,294.
PHILIP MORRIS INTL INC COM	237.	237.
PHILLIPS 66 COM	53.	53.
PIER I INC 00	11.	11.
PIMCO COMMODITY REALRETURN STRATEGY FUND	4,488.	4,488.
PIMCO EMERGING MKT CURRENCY FUND INSTL	646.	646.
PIONEER NATURAL RESOURCES CO COM	1.	1.
POLARIS INDUSTRIES INC	49.	49.
POLYONE CORP	24.	24.
PORTLAND GEN ELEC CO COM NEW	148.	148.
POTASH CORP SASK INC	11.	11.
PRAXAIR INC	105.	105.
PRECISION CASTPARTS CORP	45.	45.
PRICE T ROWE GROUP INC COM	82.	82.
PROASSURANCE CORP COM	12.	12.
PROCTER & GAMBLE CO	52.	52.
PROSPERITY BANCSHARES INC COM	69.	69.
PROTECTIVE LIFE CORP	63.	63.
PRUDENTIAL FINL INC COM	186.	186.
PUBLIC SVC ENTERPRISE GROUP	79.	79.
PUBLIC STORAGE INC	25.	25.
PUBLICIS S A NEW NEW SPONSORED ADR COM	53.	53.
QUALCOMM INC COM	881.	881.
QUEST DIAGNOSTICS INC	21.	21.
QUESTCOR PHARMACEUTICALS INC	3.	3.
R P M INC	213.	213.
RALPH LAUREN CORP CL A COM	7.	7.
RAYMOND JAMES FINL INC	68.	68.
REED ELSEVIER P L C SPONSORED ADR NEW CO	178.	178.
REGAL BELOIT CORP	27.	27.
REGION FINL CORP NEW	45.	45.

WILLIAM H ACKLAND TRUST UW C/O BANK OF

52-6029941

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
REINSURANCE GROUP AMER INC COM	36.	36.
RELIANCE STL & ALUM CO	17.	17.
REYNOLDS AMERICAN INC COM	512.	512.
ROBERT HALF INTERNATIONAL INC	104.	104.
ROCHE HLDG LTD SPONSORED ADR	138.	138.
ROCK-TENN CO CL A	72.	72.
ROCKWELL INTL CORP NEW	64.	64.
ROCKWOOD HLDGS INC COM	34.	
ROGERS COMMUNICATIONS INC CL B	47.	47.
ROPER INDS INC NEW COM	6.	6.
ROSS STORES INC	20.	20.
ROYAL DUTCH SHELL PLC	148.	148.
ROYAL DUTCH SHELL PLC SPONSORED ADR CL A	144.	144.
ROYAL GOLD INC COM	18.	18.
RYMAN HOSPITALITY PPTYS INC REITS	515.	469.
S E I INC	62.	62.
SLM CORP COM	96.	96.
SM ENERGY CO COM	8.	8.
SAP AKTIENGESSELLSCHAFT SPONSORED	104.	104.
SCHLUMBERGER LTD FOREIGN	54.	54.
SCHNEIDER ELEC SA ADR	45.	45.
SCHWAB CHARLES CORP NEW COM	51.	51.
SELECTIVE INS GROUP INC	24.	24.
SEMPRA ENERGY	540.	540.
SHERWIN WILLIAMS CO	45.	45.
SHIRE PHARMACEUTICALS GRP PLC SPONSORED	13.	13.
SILGAN HOLDINGS INC	27.	27.
SILVER WHEATON CORP COM	46.	46.
SIX FLAGS ENTMT CORP NEW COM	142.	142.
SMITH & NEPHEW PLC SPDN ADR NEW	22.	22.
SMITH A O CORP COM FORMERLY CL B	63.	63.
SMUCKER J M CO COM NEW	7.	7.
SNAP ON INC	5.	5.

WILLIAM H ACKLAND TRUST UW C/O BANK OF

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
SOLERA HLDGS INC COM	5.	5.
SOLUTIA INC NEW COM	4.	4.
SOTHEBYS HLDGS INC CL A	11.	11.
STANLEY BLACK & DECKER INC COM	129.	129.
STAPLES INC	33.	33.
STARBUCKS CORP COM	90.	90.
STARWOOD HOTELS & RESORTS WORLDWIDE INC	41.	41.
STATE STR CORP	102.	102.
SUNCOR ENERGY INC NEW COM	41.	41.
SUNTRUST BKS INC	24.	24.
SWEDBANK A B SPONSORED ADR	108.	108.
SYMETRA FINL CORP COM	45.	45.
SYNGENTA AG SPONSORED ADR	98.	98.
TD AMERITRADE HLDG CORP COM	177.	177.
TJX COS INC NEW	203.	203.
TAIWAN SEMICONDUCTOR MFG CO LTD	115.	115.
TARGET CORP	216.	216.
TELEFLEX INCORPORATED	79.	79.
TESCO PLC SPONSORED ADR 00	81.	81.
TEVA PHARMACEUTICAL INDS LTD ADR (GERMAN	103.	103.
TEXAS INSTRS INC	25.	25.
THERMO ELECTRON CORP	53.	53.
3M CO COM	51.	51.
TIDEWATER INC	11.	11.
TIM HORTONS INC COM	13.	13.
TIME WARNER INC NEW COM	252.	252.
TORCHMARK CORP	30.	30.
TORO CO COM	11.	11.
TOTAL S A SPONSORED ADR	92.	92.
TOWER GROUP INC COM	125.	125.
TOWERS WATSON & CO CL A COM	66.	66.
TOYOTA AMTR CP ADR 2 CUSIP NO: 892331-30	17.	17.
TRACTOR SUPPLY CO COM	12.	12.

WILLIAM H ACKLAND TRUST UW C/O BANK OF

52-6029941

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TRANSCANADA CORP COM	124.	124.
TRAVELERS COS INC COM	465.	465.
TRIUMPH GROUP INC NEW	1.	1.
TRUSTMARK CORP	114.	114.
UMB FINL CORP COM	14.	14.
US BANCORP DEL COM NEW	239.	239.
U S SILICA HLDGS INC COM	47.	47.
ULTA SALON COSMETICS & FRAGRANCE INC COM	43.	43.
UMPQUA HLDGS CORP COM	122.	122.
UNILEVER N V	402.	402.
UNION PAC CORP	532.	532.
UNITED PARCEL SVC INC CL B	52.	52.
UNITED STATES TREAS BD DTD 11/15/96 6.50	17.	17.
UNITED STATES TREAS BD INFLATION INDEX	3,139.	3,139.
UNITED STATES TREAS BD INFLATION INDEX	6,984.	6,984.
UNITED STATES TREAS NT INFLATION INDEX	1,863.	1,863.
UNITED STATES TREAS NT DTD 03/31/08 2.50	-17.	-17.
UNITED STATES TREAS NT DTD 05/15/09 3.12	24.	24.
UNITED STATES TREAS NT DTD 03/01/10 0.87	267.	267.
UNITED STATES TREAS NT DTD 03/15/10 1.37	83.	83.
UNITED STATES TREAS NT DTD 05/16/11 3.12	39.	39.
UNITED STATES TREAS NT INFLATION INDEX	65.	65.
UNITED STATES TREAS NT DTD 08/01/11 1.50	219.	219.
UNITED STATES TREAS NT DTD 08/15/11 2.12	801.	801.
UNITED STATES TREAS NT DTD 11/15/11 2.00	860.	860.
UNITED STATES TREAS NTS DTD 02/15/12 2.0	256.	256.
UNITED STATES TREAS NT DTD 02/29/12 1.37	239.	239.
UNITED STATES TREAS NT INFLATION INDEX	90.	90.
UNITED TECHNOLOGIES CORP	439.	439.
UNITEDHEALTH GROUP INC	295.	295.
UNIVERSAL HEALTH SVCS INC CL B 00	31.	31.
UNUMPROVIDENT CORP	19.	19.
V F CORP	58.	58.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
VALERO ENERGY CORP - NEW	19.	19.
VANGUARD MSCI EAFE ETF FUND	2,094.	2,094.
VANGUARD FTSE EMERGING MKTS ETF	21,580.	21,580.
VERIZON COMMUNICATIONS	197.	197.
VIACOM INC CL B COM	33.	33.
VISA INC CL A COM	423.	423.
VODAFONE GROUP PLC SPONSORED ADR	1,554.	1,554.
VOLKSWAGEN A G SPONSORED ADR REPSTG PREF	54.	54.
VOLVO AKTIEBOLAGET ADR B	45.	45.
WPP PLC ADR COM	72.	72.
WABTEC	1.	1.
WACHOVIA CORP NEW NT	26.	26.
WAL MART STORES INC	133.	133.
WASHINGTON FED INC	57.	57.
WASTE CONNECTIONS INC COM	15.	15.
WASTE MANAGEMENT INC	29.	29.
WATSCO INC COM	62.	62.
WELLS FARGO COMPANY	715.	715.
WEST PHARMACEUTICAL SVSC INC COM	62.	62.
WESTAR ENERGY INC	128.	128.
WESTERN DIGITAL CORP COM	40.	40.
WESTERN UNION CO COM	117.	117.
WHOLE FOODS MKT INC COM	57.	57.
WILLIAMS SONOMA INCORPORATED	65.	65.
WINDSTREAM CORP COM	54.	54.
WISCONSIN ENERGY CORP	19.	19.
WOLVERINE WORLD WIDE INC COM	6.	6.
WOODWARD INC COM	20.	20.
WORLD FUEL SVCS CORP 00	2.	2.
WORLEYPARSONS LTD UNSPON ADR	116.	116.
WYNN RESORTS LTD COM	24.	24.
XILINX INC	17.	17.
XEROX CORP	62.	62.

WILLIAM H ACKLAND TRUST UW C/O BANK OF

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
XYLEM INC COM	3.	3.
YUM BRANDS INC COM	558.	558.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	937.	937.
AMDOCS LTD COM	8.	8.
ARGO GROUP INTL HLDGS LTD COM	20.	20.
ASPEN INSURANCE HOLDINGS LTD COM	58.	58.
ENERGY XXI (BERMUDA) LTD COM	13.	13.
ACCENTURE PLC CL A COM	266.	266.
COVIDIEN PLC COM	158.	158.
ENDURANCE SPECIALTY HLDGS LTD	32.	32.
ENSCO PLC CL A COM	46.	46.
HERBALIFE LTD COM	108.	108.
INGERSOLL-RAND CO LTD COM	9.	
SEAGATE TECH COM	180.	180.
WILLIS GROUP HLDGS PLC COM	40.	40.
ACE LTD COM	546.	546.
GARMIN LTD COM	32.	32.
TE CONNECTIVITY LTD COM	71.	71.
TYCO INTL LTD NEW F COM	15.	15.
CORE LABORATORIES N V COM	3.	3.
LYONDELLBASELL INDUSTRIES NV CL A COM	61.	45.
AVAGO TECHNOLOGIES LTD COM	36.	36.
	-----	-----
TOTAL	191,668.	191,108.
	=====	=====

WILLIAM H ACKLAND TRUST UW C/O BANK OF

52-6029941

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
POWERSHARES DB COMMODITY INDEX TRACKING	-----	288.
TOTALS	=====	288. =====

WILLIAM H ACKLAND TRUST UW C/O BANK OF

52-6029941

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	1,675.			1,675.
TOTALS	1,675.	NONE	NONE	1,675.
	=====	=====	=====	=====

WILLIAM H ACKLAND TRUST UW C/O BANK OF

52-6029941

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT ADVISORY FEES	10,135.	10,135.
TOTALS	10,135. =====	10,135. =====

WILLIAM H ACKLAND TRUST UW C/O BANK OF

52-6029941

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	929.	929.
EXCISE TAX - PRIOR YEAR	4,200.	
EXCISE TAX ESTIMATES	2,575.	
FOREIGN TAXES ON QUALIFIED FOR	1,426.	1,426.
FOREIGN TAXES ON NONQUALIFIED	957.	957.
	-----	-----
TOTALS	10,087.	3,312.
	=====	=====

WILLIAM H ACKLAND TRUST UW C/O BANK OF

52-6029941

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER INVESTMENT FEE	43.	43.
OTHER INVESTMENT FEE	244.	244.
PARTNERSHIP EXPENSES		2,992.
TOTALS	287.	3,279.
	=====	=====

WILLIAM H ACKLAND TRUST UW C/O BANK OF
FORM 990PF, PART II - OTHER INVESTMENTS
=====

52-6029941

DESCRIPTION -----	COST/ FMV C OR F -----	C	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED SCHEDULE			8,559,391.	9,110,251.
			-----	-----
TOTALS			8,559,391.	9,110,251.
			=====	=====

WILLIAM H ACKLAND TRUST UW C/O BANK OF

52-6029941

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

ADJUST FOR YEAR END SALES	266.
FOREIGN TAX RECLAIMED	175.
COST ADJUSTMENTS	1,678.
2012 INCOME TAX EFFECTIVE 2011	3,423.

TOTAL	5,542.
	=====

WILLIAM H ACKLAND TRUST UW C/O BANK OF

52-6029941

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

ADJUST FOR PRIOR YEAR END SALES	1,466.
2013 INCOME TAX EFFECTIVE 2012	6,436.
SALES ADJUSTMENTS	725.
ACCRUED INTEREST PAID CARRIED OVER	1,481.
PARTNERSHIP ADJUSTMENT	66,079.

TOTAL	76,187.
	=====

WILLIAM H ACKLAND TRUST UW C/O BANK OF

52-6029941

GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

PARTNERSHIPS, TRUSTS, S CORPORATIONS

66,079.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

66,079.00

=====

FEDERAL FOOTNOTES

=====

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A., AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

WILLIAM H ACKLAND TRUST UW
52-6029941
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	581703.810	581,703.81	581,703.81
001084102	AGCO CORP	43.000	1,868.76	2,112.16
00130H105	AES CORP	119.000	1,284.12	1,273.30
00206R102	AT&T INC	598.000	19,459.76	20,158.58
00206RBD3	AT&T INC	4000.000	4,274.76	4,160.08
002824100	ABBOTT LABS	252.000	18,033.94	16,506.00
003881307	ACACIA RESH CORP	54.000	1,377.63	1,385.60
00404A109	ACADIA HEALTHCARE CO INC	99.000	2,032.47	2,311.65
00507V109	ACTIVISION BLIZZARD INC	186.000	2,010.81	1,975.32
00724F101	ADOBE SYS INC	91.000	3,065.26	3,428.88
00846U101	AGILENT TECHNOLOGIES INC	61.000	2,139.37	2,497.34
009363102	AIRGAS INC	29.000	2,503.28	2,647.41
00971T101	AKAMAI TECHNOLOGIES INC	27.000	1,112.43	1,104.57
012653101	ALBEMARLE CORP	55.000	3,413.10	3,416.60
015351109	ALEXION PHARMACEUTICALS INC	287.000	13,563.83	26,903.38
017175100	ALLEGHANY CORP DEL	11.000	3,532.80	3,689.62
018490102	ALLERGAN INC	498.000	34,072.54	45,681.54
018581108	ALLIANCE DATA SYS CORP	24.000	1,894.68	3,474.24
018802108	ALLIANT CORP	44.000	1,785.85	1,932.04
01882B205	ALLIANZ GLOBAL INVS FIXED	7787.000	99,909.56	105,124.50
01882B304	ALLIANZ GLOBAL INVS MANAGED	9555.000	98,967.29	107,207.10
021441100	ALTERA CORP	49.000	1,763.64	1,685.11
02209S103	ALTRIA GROUP INC	166.000	5,633.14	5,219.04
023111206	AMARIN CORP PLC	84.000	989.04	679.56
023135106	AMAZON COM INC	224.000	26,051.05	56,194.88
023608102	AMEREN CORP	67.000	1,962.56	2,058.24
025537101	AMERICAN ELEC PWR INC	144.000	5,998.74	6,145.92
025676206	AMERICAN EQUITY INVT LIFE HLDG	292.000	3,324.39	3,565.32
025816109	AMERICAN EXPRESS CO	111.000	6,487.49	6,380.28
03027X100	AMERICAN TOWER CORP	436.000	31,763.90	33,689.72
03073E105	AMERISOURCEBERGEN CORP	90.000	3,355.75	3,886.20
031100100	AMETEK INC NEW	118.000	3,075.93	4,433.26
031162100	AMGEN INC	82.000	7,124.28	7,068.40
032095101	AMPHENOL CORP NEW	46.000	2,790.11	2,976.20

WILLIAM H ACKLAND TRUST UW
52-6029941
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
032654105	ANALOG DEVICES INC	74.000	2,694.00	3,112.44
035290105	ANIXTER INTL INC	27.000	1,571.10	1,727.46
035710409	ANNALY CAP MGMT INC	191.000	3,017.78	2,681.64
037833100	APPLE INC	103.000	67,630.57	54,813.81
04033A100	ARIAD PHARMACEUTICALS INC	45.000	960.30	863.10
042068106	ARM HLDGS PLC	546.000	15,822.36	20,655.18
042735100	ARROW ELECTRS INC	63.000	2,112.78	2,399.04
04314H204	ARTISAN INTERNATIONAL FUND	7912.458	188,000.00	194,567.34
04314H881	ARTISAN INTL VALUE FUND	6424.504	187,981.00	195,176.43
043176106	ARUBA NETWORKS INC	60.000	1,115.66	1,244.40
043436104	ASBURY AUTOMOTIVE GROUP INC	40.000	1,267.50	1,281.20
044209104	ASHLAND INC	22.000	1,119.80	1,769.02
046353AB4	ASTRAZENECA PLC	5000.000	6,152.50	6,075.15
053015103	AUTOMATIC DATA PROCESSING INC	98.000	5,847.85	5,579.14
05379B107	AVISTA CORP	84.000	2,120.46	2,025.24
053807103	AVNET INC	59.000	1,691.78	1,805.99
054937107	BB&T CORP	74.000	2,054.22	2,154.14
05565QBH0	BP CAPITAL MARKETS PLC	4000.000	4,297.44	4,261.40
056752108	BAIDU INC	310.000	28,745.25	31,089.90
058498106	BALL CORP	26.000	917.80	1,163.50
05874B107	BALLY TECHNOLOGIES INC	23.000	1,140.34	1,028.33
063904106	BANK OF THE OZARKS INC	144.000	4,641.26	4,819.68
064058100	BANK NEW YORK MELLON CORP	403.000	9,452.57	10,357.10
064159AM8	BANK NOVA SCOTIA B C	4000.000	4,272.64	4,208.96
067806109	BARNES GROUP INC	120.000	2,082.85	2,695.20
075896100	BED BATH & BEYOND INC	44.000	2,371.36	2,460.04
084423102	BERKLEY W R CORP	55.000	2,147.55	2,075.70
084664BS9	BERKSHIRE HATHAWAY FIN CORP	4000.000	4,100.60	4,077.12
085789105	BERRY PETE CO	39.000	1,519.77	1,308.45
088606108	BHP BILLITON LTD	43.000	3,194.33	3,372.06
09061G101	BIOMARIN PHARMACEUTICAL INC	58.000	2,263.16	2,853.60
09062X103	BIOGEN IDEC INC	204.000	20,640.75	29,859.48
09063H107	BIOMED RLTY TR INC	106.000	2,007.74	2,048.98
092113109	BLACK HILLS CORP	61.000	2,176.47	2,216.74

WILLIAM H ACKLAND TRUST UW
52-6029941
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
09247X101	BLACKROCK INC	56.000	10,475.34	11,575.76
095180105	BLOUNT INTL INC NEW	138.000	1,857.54	2,183.16
097023105	BOEING CO	89.000	6,321.83	6,707.04
109696104	BRINKS CO	130.000	3,330.98	3,708.90
110122108	BRISTOL MYERS SQUIBB CO	350.000	11,782.20	11,406.50
110394103	BRISTOW GROUP INC	93.000	4,615.35	4,990.38
111320107	BROADCOM CORP	71.000	2,252.83	2,357.91
11133B409	BROADSOFT INC	33.000	999.39	1,198.89
117043109	BRUNSWICK CORP	97.000	2,088.34	2,821.73
119848109	BUFFALO WILD WINGS INC	13.000	965.90	946.66
124857202	CBS CORP	134.000	3,247.94	5,098.70
125509109	CIGNA CORP	47.000	2,091.45	2,512.62
12561W105	CLECO CORP NEW	117.000	3,869.13	4,681.17
12572Q105	CME GROUP INC	79.000	4,551.03	4,002.93
125896100	CMS ENERGY CORP	101.000	2,405.65	2,462.38
126650100	CVS CAREMARK CORP	314.000	9,883.05	15,181.90
12673P105	CA INC	48.000	1,230.63	1,055.04
127055101	CABOT CORP	45.000	1,651.66	1,790.55
129603106	CALGON CARBON CORP	207.000	3,262.53	2,935.26
13342B105	CAMERON INTL CORP	84.000	3,902.84	4,742.64
136385AK7	CANADIAN NAT RES LTD	6000.000	7,192.98	7,067.82
14040H105	CAPITAL ONE FINL CORP	38.000	1,702.00	2,201.34
140781105	CARBO CERAMICS INC	28.000	2,033.92	2,193.52
14170T101	CAREFUSION CORP	125.000	3,226.23	3,572.50
142042209	CARIBOU COFFEE INC	309.000	3,666.16	5,002.71
147448104	CASELLA WASTE SYS INC	247.000	1,142.35	1,081.86
147528103	CASEYS GEN STORES INC	87.000	4,480.56	4,619.70
148887102	CATAMARAN CORP	53.000	2,463.52	2,496.30
14912L4E8	CATERPILLAR FINL SVCS CORP	3000.000	4,000.02	3,906.18
149205106	CATO CORP NEW	138.000	3,927.04	3,785.34
151020104	CELGENE CORP	378.000	21,088.04	29,661.66
156782104	CERNER CORP	290.000	22,776.46	22,477.90
157210105	CEVA INC	73.000	1,101.26	1,149.75
16359R103	CHEMED CORP	27.000	1,689.80	1,851.93

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166764100	CHEVRON CORP	244.000	27,136.57	26,386.16
171232101	CHUBB CORP	77.000	6,029.04	5,799.64
171340102	CHURCH & DWIGHT INC	57.000	2,862.54	3,053.49
17243V102	CINEMARK HLDGS INC	52.000	1,271.40	1,350.96
17275RAE2	CISCO SYS INC	4000.000	4,824.36	4,735.28
172967FF3	CITIGROUP INC	6000.000	7,051.20	7,070.70
179895107	CLARCOR INC	61.000	2,743.82	2,914.58
184496107	CLEAN HBRS INC	23.000	1,119.27	1,265.23
189754104	COACH INC	18.000	1,007.28	999.18
19075F106	COBALT INTL ENERGY INC	42.000	872.34	1,031.52
19122T109	COCA-COLA ENTERPRISES INC	239.000	6,739.08	7,583.47
192446102	COGNIZANT TECHNOLOGY SOLUTIONS	593.000	31,826.01	43,812.20
192479103	COHERENT INC	32.000	1,459.30	1,620.23
19259P300	COINSTAR INC	25.000	1,164.07	1,300.25
20030N200	COMCAST CORP	310.000	11,029.77	11,135.20
20030NAU5	COMCAST CORP	4000.000	4,965.44	4,907.04
200340107	COMERICA INC	73.000	2,208.78	2,214.82
204166102	COMMVAULT SYS INC	16.000	716.03	1,114.60
20605P101	CONCHO RES INC	29.000	1,322.80	2,336.24
20825CAR5	CONOCOPHILLIPS	4000.000	5,020.84	4,919.68
21036P108	CONSTELLATION BRANDS INC	73.000	2,163.99	2,583.47
21925Y103	CORNERSTONE ONDEMAND INC	53.000	1,101.22	1,565.09
22160K105	COSTCO WHSL CORP NEW	164.000	16,728.98	16,191.72
22541LAR4	CREDIT SUISSE FIRST BOSTON USA	4000.000	4,344.16	4,311.12
228227104	CROWN CASTLE INTL CORP	100.000	5,523.45	7,216.00
228368106	CROWN HLDGS INC	86.000	2,472.86	3,165.66
231561101	CURTISS WRIGHT CORP	70.000	2,265.43	2,298.10
232806109	CYPRESS SEMICONDUCTOR CORP	90.000	1,027.55	975.60
232820100	CYTEC INDS INC	31.000	1,597.27	2,133.73
235851102	DANAHER CORP DEL	153.000	8,652.99	8,552.70
23918K108	DAVITA HEALTHCARE PARTNERS INC	53.000	5,437.91	5,858.09
24422ERR2	DEERE JOHN CAP CORP	5000.000	5,227.50	5,146.10
247916208	DENBURY RES INC	187.000	2,674.53	3,029.40
252131107	DEXCOM INC COM	111.000	1,445.22	1,508.49

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25243Q205	DIAGEO PLC	138.000	16,002.65	16,088.04
253393102	DICKS SPORTING GOODS INC	34.000	1,664.89	1,546.66
253868103	DIGITAL RLTY TR INC	57.000	3,885.37	3,869.73
254543101	DIODES INC	121.000	1,818.99	2,099.35
25459HBA2	DIRECTV HLDGS LLC / DIRECTV FING	4000.000	4,567.44	4,487.12
254687106	DISNEY WALT CO	191.000	6,605.65	9,509.89
25468PCW4	DISNEY WALT CO NEW	4000.000	4,042.08	4,036.76
254709108	DISCOVER FINL SVCS	90.000	2,254.37	3,469.50
256746108	DOLLAR TREE INC	94.000	4,186.30	3,812.64
25746U109	DOMINION RES INC VA NEW	45.000	2,402.06	2,331.00
260003108	DOVER CORP	164.000	9,671.82	10,776.44
26138E109	DR PEPPER SNAPPLE INC	24.000	960.48	1,060.32
263534109	DU PONT E I DE NEMOURS & CO	134.000	6,749.84	6,027.12
26433B107	DUFF & PHELPS CORP	77.000	926.31	1,202.74
26613Q106	DUPONT FABROS TECHNOLOGY INC	93.000	1,983.89	2,246.88
268648102	EMC CORP	1089.000	20,572.54	27,551.70
26875P101	EOG RES INC	238.000	20,945.05	28,748.02
26884L109	EQT CORP	35.000	1,619.59	2,064.30
270321102	EARTHLINK INC	671.000	4,206.97	4,334.66
27579R104	EAST WEST BANCORP INC	160.000	3,261.94	3,438.40
278265103	EATON VANCE CORP	76.000	2,128.76	2,420.60
278865100	ECOLAB INC	42.000	2,892.96	3,019.80
281020107	EDISON INTL	62.000	2,360.60	2,801.78
28140H104	EDUCATION RLTY TR INC	179.000	1,862.53	1,904.56
28176E108	EDWARDS LIFESCIENCES CORP	290.000	28,822.13	26,149.30
28257U104	EINSTEIN NOAH RESTAURANT GROUP	80.000	1,219.20	976.80
284902103	ELDORADO GOLD CORP	107.000	1,487.30	1,378.16
285512109	ELECTRONIC ARTS INC	77.000	1,687.90	1,118.04
290139104	ELOQUA INC	78.000	1,800.24	1,840.02
291011104	EMERSON ELEC CO	67.000	3,313.88	3,548.32
29266S106	ENDOLOGIX INC	97.000	1,287.60	1,381.28
29355X107	ENPRO INDS INC	49.000	1,772.52	2,004.10
29379VAP8	ENTERPRISE PRODS OPER LLC	4000.000	4,852.92	4,774.44
294429105	EQUIFAX INC	37.000	1,268.36	2,002.44

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29444U502	EQUINIX INC	95.000	18,681.88	19,589.00
29977A105	EVERCORE PARTNERS INC	144.000	4,025.97	4,347.36
30064K105	EXACTTARGET INC	37.000	1,021.00	740.00
3007229Y3	EXCELSIOR MULTI-STRATEGY HEDGE	1602.702	1,520,498.39	1,477,478.08
30161NAD3	EXELON CORP	4000.000	4,406.60	4,354.12
302130109	EXPEDITORS INTL WASHINGTON INC	40.000	1,469.29	1,582.00
30219E103	EXPRESS INC	63.000	699.38	950.67
30231G102	EXXON MOBIL CORP	352.000	26,629.82	30,465.60
302491303	F M C CORP	47.000	2,531.42	2,750.44
30249U101	FMC TECHNOLOGIES INC	575.000	20,508.54	24,627.25
302520101	FNB CORP PA	253.000	2,693.13	2,686.86
302941109	FTI CONSULTING INC	102.000	3,803.68	3,366.00
30303M102	FACEBOOK INC	903.000	20,473.04	24,037.59
311900104	FASTENAL CO	566.000	25,245.01	26,403.90
3128M7L46	FEDERAL HOME LN MTG CORP	27349.103	29,327.64	29,348.05
312943GW7	FEDERAL HOME LN MTG CORP	22141.739	23,764.31	23,658.23
312944YA3	FEDERAL HOME LN MTG CORP	29096.371	31,060.38	31,089.18
312945DN5	FEDERAL HOME LN MTG CORP	5542.214	5,809.36	5,898.13
3138A5BP6	FEDERAL NATL MTG ASSN	9390.263	9,952.20	10,076.32
3138E5CZ9	FEDERAL NATL MTG ASSN	20668.862	22,041.51	22,053.67
3138M2A30	FEDERAL NATL MTG ASSN	39961.945	42,753.03	42,726.51
3138M6PK7	FEDERAL NATL MTG ASSN	11999.622	12,624.91	12,586.16
3138MBMB9	FEDERAL NATL MTG ASSN	13865.901	14,600.36	14,543.67
3138MLGC2	FEDERAL NATL MTG ASSN	8972.100	9,423.51	9,410.66
31403C6L0	FEDERAL NATL MTG ASSN	5926.335	6,273.01	6,445.30
31416CJV9	FEDERAL NATL MTG ASSN	7020.699	7,557.12	7,686.33
31419BCW3	FEDERAL NATL MTG ASSN	19883.454	20,259.38	21,547.50
315616102	F5 NETWORKS INC	18.000	1,915.52	1,748.70
316773100	FIFTH THIRD BANCORP	247.000	3,054.30	3,754.40
317485100	FINANCIAL ENGINES INC	53.000	1,269.09	1,470.22
31787A507	FINISAR CORP	78.000	1,077.17	1,270.62
317923100	FINISH LINE INC	61.000	1,261.81	1,154.73
31942D107	FIRST CASH FINANCIAL SERVICES	37.000	1,638.73	1,835.94
32020R109	FIRST FINL BANKSHARES	82.000	2,939.34	3,198.82

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33616C100	FIRST REP BK SAN FRANCISCO	77.000	2,611.35	2,524.06
343412102	FLUOR CORP	63.000	3,444.75	3,700.62
343498101	FLOWERS FOODS INC	84.000	1,652.28	1,954.68
34354P105	FLOWERVE CORP	28.000	3,051.87	4,110.40
353514102	FRANKLIN ELEC INC	40.000	2,306.85	2,481.23
354613101	FRANKLIN RES INC	171.000	18,831.65	21,494.70
35804H106	FRESH MKT INC	21.000	1,151.70	1,009.89
359694106	FULLER H B CO	71.000	2,142.60	2,472.22
361268105	G & K SVCS INC	43.000	1,353.64	1,468.45
361448103	GATX CORP	97.000	4,061.03	4,200.10
36237H101	G-III APPAREL GROUP LTD	61.000	2,237.11	2,088.03
366651107	GARTNER GROUP INC NEW	44.000	2,001.27	2,024.88
36962GK86	GENERAL ELEC CAP CORP	8000.000	8,596.00	8,540.72
370334104	GENERAL MLS INC	309.000	12,399.30	12,489.78
371559105	GENESEE & WYO INC	26.000	1,327.85	1,978.08
375558103	GILEAD SCIENCES INC	305.000	20,020.26	22,402.25
37733W105	GLAXOSMITHKLINE PLC	204.000	9,647.02	8,867.88
38141EA58	GOLDMAN SACHS GROUP INC	4000.000	4,529.60	4,584.12
38141G104	GOLDMAN SACHS GROUP INC	130.000	16,160.36	16,582.80
38259P508	GOOGLE INC	84.000	45,381.62	59,419.92
388689101	GRAPHIC PACKAGING HLDG CO	359.000	1,928.96	2,319.14
391164100	GREAT PLAINS ENERGY INC	54.000	1,097.48	1,096.74
39153L106	GREATBATCH INC	109.000	2,389.93	2,533.16
39945C109	GROUPE CGI INC	37.000	835.42	855.81
402629208	GULFMARK OFFSHORE INC	60.000	1,866.39	2,067.00
40425J101	HMS HLDGS CORP	37.000	986.60	959.04
405024100	HAEMONETICS CORP	112.000	4,498.78	4,574.08
405217100	HAIN CELESTIAL GROUP INC	25.000	1,445.46	1,355.50
410120109	HANCOCK HLDG CO	37.000	1,161.30	1,174.01
413875105	HARRIS CORP DEL	50.000	2,040.63	2,448.00
421933102	HEALTH MGMT ASSOC INC NEW	163.000	1,190.72	1,519.16
421946104	HEALTHCARE RLTY TR	135.000	3,122.47	3,241.35
423074103	HEINZ H J CO	117.000	6,676.73	6,748.56
428291108	HEXCEL CORP NEW	51.000	1,298.46	1,374.96

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Cusip	Asset	Units	Basis	Market Value
436106108	HOLLYFRONTIER CORP	56.000	1,927.70	2,606.80
436440101	HOLOGIC INC	219.000	4,158.66	4,382.21
437076102	HOME DEPOT INC	248.000	15,614.00	15,338.80
437076AU6	HOME DEPOT INC	3000.000	3,915.42	3,761.40
437306103	HOME PPTYS INC	37.000	2,232.22	2,268.47
438516106	HONEYWELL INTL INC	248.000	14,701.05	15,740.56
443320106	HUB GROUP INC	40.000	1,312.40	1,344.00
443510201	HUBBELL INC	18.000	1,356.21	1,523.34
444859102	HUMANA INC	16.000	1,100.96	1,098.08
446150104	HUNTINGTON BANCSHARES INC	271.000	1,302.60	1,731.69
446413106	HUNTINGTON INGALLS INDS INC	46.000	1,948.26	1,993.64
447462102	HURON CONSULTING GROUP INC	27.000	778.14	909.63
44919P508	IAC / INTERACTIVECORP	48.000	2,074.03	2,267.62
45071R109	IXIA	74.000	1,022.35	1,256.52
45103T107	ICON PUB LTD CO	50.000	1,178.54	1,388.00
45167R104	IDEX CORP	78.000	3,272.10	3,629.34
451734107	IHS INC	17.000	1,162.69	1,632.00
452327109	ILLUMINA INC	23.000	1,059.39	1,278.57
45321L100	IMPERVA INC	32.000	991.56	1,008.96
45666Q102	INFORMATICA CORP	48.000	1,503.03	1,455.36
45784P101	INSULET CORP	60.000	990.88	1,273.20
458140100	INTEL CORP	665.000	15,104.18	13,712.30
459200101	INTERNATIONAL BUSINESS MACHS	123.000	22,398.80	23,560.65
460146103	INTERNATIONAL PAPER CO	44.000	1,584.67	1,752.96
461202103	INTUIT	50.000	2,733.59	2,973.77
46120E602	INTUITIVE SURGICAL INC	23.000	11,756.63	11,278.51
46121Y102	INTREPID POTASH INC	60.000	1,295.97	1,277.40
462044108	ION GEOPHYSICAL CORP	169.000	1,094.28	1,100.19
462846106	IRON MTN INC PA	63.000	2,096.59	1,956.15
464287507	ISHARES CORE S&P MID CAP ETF	2871.000	282,349.93	291,980.70
464287655	ISHARES RUSSELL 2000 INDEX	2257.000	187,974.24	190,305.27
46625H100	J P MORGAN CHASE & CO	742.000	28,041.96	32,625.07
46625HCE8	JP MORGAN CHASE	8000.000	8,678.40	8,630.56
466367109	JACK IN THE BOX INC	109.000	2,815.35	3,117.40

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47760A108	JIVE SOFTWARE INC	91.000	1,045.35	1,322.23
478160104	JOHNSON & JOHNSON	384.000	25,942.72	26,918.40
478366107	JOHNSON CTLS INC	185.000	5,578.31	5,673.95
48020Q107	JONES LANG LASALLE INC	11.000	646.30	923.34
48123V102	J2 GLOBAL INC	142.000	4,267.38	4,345.20
48203R104	JUNIPER NETWORKS INC	83.000	1,370.89	1,632.61
485170302	KANSAS CITY SOUTHERN	26.000	1,222.81	2,170.48
487836108	KELLOGG CO	35.000	1,759.02	1,954.75
489170100	KENNAMETAL INC	51.000	2,103.85	2,040.00
494368103	KIMBERLY CLARK CORP	81.000	7,040.66	6,838.83
49456B101	KINDER MORGAN INC DEL	159.000	5,741.06	5,617.47
499064103	KNIGHT TRANSN INC	79.000	1,180.65	1,155.77
500255104	KOHL'S CORP	26.000	1,369.81	1,117.48
500472AF2	KONINKLIJKE PHILIPS ELECTRS NV	4000.000	4,451.00	4,323.96
50060P106	KOPPERS HLDGS INC	96.000	3,427.31	3,662.40
50075NAZ7	KRAFT FOODS INC	3000.000	4,271.64	4,030.05
50077C106	KRATON PERFORMANCE POLYMERS	52.000	1,124.76	1,249.56
502161102	LSI CORP	243.000	1,730.67	1,718.01
517834107	LAS VEGAS SANDS CORP	781.000	32,635.44	36,050.96
518439104	LAUDER ESTEE COS INC	389.000	15,634.45	23,285.54
521865204	LEAR CORP	70.000	2,995.42	3,278.80
53217V109	LIFE TECHNOLOGIES CORP	379.000	19,020.15	18,582.37
532716107	LIMITED BRANDS INC	60.000	2,945.19	2,823.60
53578A108	LINKEDIN CORP	406.000	44,519.16	46,616.92
539830109	LOCKHEED MARTIN CORP	227.000	21,466.21	20,949.83
540424108	LOEWS CORP	39.000	1,540.08	1,589.25
544147101	LORILLARD INC	112.000	13,445.05	13,067.04
550021109	LULULEMON ATHLETICA INC	357.000	7,223.08	27,214.11
55261F104	M & T BK CORP	14.000	1,163.78	1,378.58
55616P104	MACYS INC	142.000	4,406.47	5,540.84
559079207	MAGELLAN HEALTH SVCS INC	29.000	1,449.71	1,421.00
55973B102	MAGNUM HUNTER RES CORP DEL	274.000	1,026.98	1,093.26
563571108	MANITOWOC INC	65.000	906.75	1,019.20
56418H100	MANPOWER INC	48.000	2,257.84	2,037.12

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56509R108	MAP PHARMACEUTICALS INC	79.000	1,174.67	1,236.35
571748102	MARSH & MCLENNAN COS INC	238.000	7,726.11	8,203.86
574599106	MASCO CORP	87.000	1,092.33	1,449.42
577128101	MATTHEWS INTL CORP	63.000	1,813.14	2,022.30
57772K101	MAXIM INTEGRATED PRODS INC	37.000	1,026.01	1,087.80
580135101	MCDONALDS CORP	96.000	8,730.18	8,468.16
580645109	MCGRAW HILL COS INC	32.000	1,362.70	1,749.44
58155Q103	MCKESSON CORP	32.000	2,581.21	3,102.72
582839106	MEAD JOHNSON NUTRITION CO	279.000	20,019.51	18,383.31
58501N101	MEDIVATION INC	19.000	640.69	972.04
58933Y105	MERCK & CO INC	243.000	6,242.12	9,948.42
589433101	MEREDITH CORP	144.000	4,962.92	4,960.80
59156R108	METLIFE INC	388.000	13,303.28	12,780.72
594918104	MICROSOFT CORP	431.000	10,572.60	11,511.88
59522J103	MID-AMER APT CMNTYS INC	34.000	2,179.14	2,201.50
603158106	MINERALS TECHNOLOGIES INC	126.000	4,195.49	5,029.92
610236101	MONRO MUFFLER BRAKE INC	74.000	2,525.75	2,582.61
615369105	MOODYS CORP	189.000	7,946.26	9,510.48
61747YDT9	MORGAN STANLEY	4000.000	4,331.44	4,363.84
62913F201	NII HLDGS INC	151.000	1,060.02	1,076.63
637071101	NATIONAL OILWELL VARCO INC	167.000	13,389.32	11,414.45
641069406	NESTLE S A	101.000	6,560.96	6,576.31
651229106	NEWELL RUBBERMAID INC	93.000	1,856.24	2,071.11
65339F101	NEXTERA ENERGY INC	50.000	3,166.96	3,459.50
655044105	NOBLE ENERGY INC	68.000	6,369.33	6,918.32
655664100	NORDSTROM INC	124.000	6,241.43	6,634.00
666807102	NORTHROP GRUMMAN CORP	71.000	4,935.21	4,798.18
668074305	NORTHWESTERN CORP	91.000	3,241.48	3,160.43
670100205	NOVO-NORDISK A S	148.000	12,413.14	24,155.08
67018T105	NU SKIN ENTERPRISES INC	21.000	967.99	778.05
67066G104	NVIDIA CORP	105.000	1,265.13	1,287.30
670678507	NUVEEN REAL ESTATE SECS FUND	21138.935	456,043.55	449,413.76
67073Y106	NV ENERGY INC	143.000	2,163.93	2,594.02
67103H107	O REILLY AUTOMOTIVE INC	20.000	1,595.96	1,788.40

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Cusip	Asset	Units	Basis	Market Value
674215108	OASIS PETE INC NEW	41.000	1,198.29	1,303.80
674599105	OCCIDENTAL PETE CORP DEL	405.000	34,005.05	31,027.05
675232102	OCEANEERING INTL INC	347.000	18,353.99	18,665.13
679580100	OLD DOMINION FGHT LINE INC	62.000	1,027.10	2,125.36
681904108	OMNICARE INC	110.000	3,246.16	3,971.00
681919106	OMNICOM GROUP INC	56.000	2,607.18	2,797.76
682159108	ON ASSIGNMENT INC	54.000	1,066.32	1,095.12
682189105	ON SEMICONDUCTOR CORP	166.000	1,118.25	1,170.30
683399109	ONYX PHARMACEUTICALS INC	23.000	1,793.31	1,737.19
68389X105	ORACLE CORP	295.000	9,246.93	9,829.40
690768403	OWENS ILL INC	62.000	1,304.39	1,318.74
693390841	PIMCO HIGH YIELD FD	48962.139	460,776.00	471,995.02
693475105	PNC FINL SVCS GROUP INC	201.000	11,773.01	11,720.31
693506107	PPG INDS INC	96.000	10,914.14	12,993.60
69360J107	PS BUSINESS PKS INC CALIF	49.000	3,129.36	3,184.02
693656100	PVH CORP	34.000	3,082.10	3,774.34
695263103	PACWEST BANCORP DEL	59.000	1,465.93	1,461.43
696429307	PALL CORP	36.000	2,231.95	2,169.36
69840W108	PANERA BREAD CO	17.000	2,029.27	2,700.11
701094104	PARKER HANNIFIN CORP	74.000	6,186.71	6,294.44
714290103	PERRIGO CO	21.000	2,543.31	2,184.63
716768106	PETSMART INC	26.000	1,796.95	1,776.84
717081103	PFIZER INC	1299.000	27,578.31	32,578.01
717081DB6	PFIZER INC	5000.000	6,425.60	6,319.90
718172109	PHILIP MORRIS INTL INC	443.000	40,332.84	37,052.52
720279108	PIER 1 IMPORTS INC	53.000	896.00	1,060.00
723664108	PIONEER ENERGY SVCS CORP	124.000	817.67	900.24
729132100	PLEXUS CORP	123.000	3,316.20	3,173.40
73179V103	POLYPORE INTL INC	27.000	945.00	1,255.50
733174700	POPULAR INC	58.000	1,329.44	1,205.82
73935S105	POWERSHARES DB COMMODITY	24865.000	617,149.30	690,749.70
74005P104	PRAXAIR INC	191.000	20,260.46	20,904.95
740189105	PRECISION CASTPARTS CORP	246.000	32,079.33	46,597.32
74144T108	PRICE T ROWE GROUP INC	61.000	3,901.55	3,972.14

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741503403	PRICELINE COM INC	71.000	14,719.74	44,047.69
742718109	PROCTER & GAMBLE CO	96.000	6,693.80	6,517.44
743312100	PROGRESS SOFTWARE CORP	165.000	3,252.74	3,463.35
744320102	PRUDENTIAL FINL INC	116.000	6,623.10	6,186.28
74460D109	PUBLIC STORAGE INC	23.000	3,201.94	3,334.08
74733T105	QLIK TECHNOLOGIES INC	66.000	1,069.92	1,433.52
747525103	QUALCOMM INC	1076.000	45,997.71	66,560.93
74834L100	QUEST DIAGNOSTICS INC	22.000	1,018.22	1,281.94
749685103	RPM INTL INC	139.000	3,770.55	4,081.04
750086100	RACKSPACE HOSTING INC	43.000	2,412.08	3,193.61
754730109	RAYMOND JAMES FINL INC	86.000	2,704.54	3,313.58
755111507	RAYTHEON CO	103.000	5,728.43	5,928.68
756577102	RED HAT INC	47.000	2,792.84	2,489.12
75689M101	RED ROBIN GOURMET BURGERS INC	47.000	1,590.58	1,658.63
759351604	REINSURANCE GROUP AMER INC	36.000	2,120.31	1,926.72
759509102	RELIANCE STEEL & ALUMINUM CO	46.000	2,503.60	2,856.60
761283100	RESTORATION HARDWARE HLDGS INC	31.000	982.64	1,045.63
770323103	ROBERT HALF INTL INC	139.000	3,639.82	4,422.98
772739207	ROCK-TENN CO	17.000	864.34	1,188.47
776696106	ROPER INDS INC NEW	38.000	4,090.70	4,236.24
777779307	ROSETTA RES INC	87.000	3,911.96	3,942.84
778296103	ROSS STORES INC	70.000	4,271.09	3,786.30
780259206	ROYAL DUTCH SHELL PLC	168.000	11,766.48	11,583.60
781846209	RUSH ENTERPRISES INC	128.000	2,416.37	2,645.76
78377T107	RYMAN HOSPITALITY PPTYS INC	39.663	1,561.52	1,525.44
78388J106	SBA COMMUNICATIONS CORP	55.000	3,492.97	3,903.90
784117103	SEI INVESTMENTS CO	71.000	1,420.31	1,657.14
78423R105	SHFL ENTMT INC	70.000	976.50	1,015.00
78442P106	SLM CORP	98.000	1,269.17	1,678.74
78454L100	SM ENERGY CO	60.000	4,637.39	3,132.60
78467J100	SS&C TECHNOLOGIES HLDGS INC	50.000	1,189.00	1,154.50
790849103	ST JUDE MED INC	204.000	8,883.28	7,372.56
79466L302	SALESFORCE COM INC	356.000	32,839.67	59,843.60
800013104	SANDERSON FARMS INC	67.000	3,006.81	3,185.85

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806407102	SCHEIN HENRY INC	51.000	3,808.44	4,101.42
806857108	SCHLUMBERGER LTD	310.000	22,424.26	21,482.57
808513105	SCHWAB CHARLES CORP NEW	947.000	12,565.88	13,598.92
80874P109	SCIENTIFIC GAMES CORP	114.000	926.20	988.38
816300107	SELECTIVE INS GROUP INC	186.000	3,469.05	3,584.22
816851109	SEMPRA ENERGY	84.000	4,158.19	5,958.96
824348106	SHERWIN WILLIAMS CO	54.000	8,440.51	8,306.28
82669G104	SIGNATURE BK NEW YORK N Y	31.000	2,190.93	2,211.54
828336107	SILVER WHEATON CORP	511.000	20,485.78	18,436.88
828806109	SIMON PPTY GROUP INC NEW	15.000	2,343.63	2,371.35
82966C103	SIRONA DENTAL SYS INC	21.000	1,196.66	1,353.66
832696405	SMUCKER J M CO	7.000	596.19	603.68
83616T108	SOURCEFIRE INC	46.000	1,932.83	2,172.12
854502101	STANLEY BLACK & DECKER INC	137.000	9,926.46	10,133.89
855244109	STARBUCKS CORP	430.000	21,031.13	23,060.90
85590A401	STARWOOD HOTELS & RESORTS	33.000	1,846.67	1,892.88
858912108	STERICYCLE INC	28.000	1,899.98	2,611.84
867914103	SUNTRUST BKS INC	112.000	2,484.26	3,175.20
871237103	SYKES ENTERPRISES INC	167.000	2,279.43	2,541.74
871503108	SYMANTEC CORP	152.000	2,534.82	2,860.64
87151Q106	SYMETRA FINL CORP	111.000	1,246.24	1,440.78
87157B103	SYNCHRONOSS TECHNOLOGIES INC	50.000	1,025.91	1,054.50
87236Y108	TD AMERITRADE HLDG CORP	230.000	3,533.65	3,866.30
872540109	TJX COS INC NEW	88.000	3,992.64	3,735.60
87264S106	TRW AUTOMOTIVE HLDGS CORP	33.000	1,290.96	1,769.13
87311L104	TW TELECOM INC	43.000	1,088.54	1,095.21
87612E106	TARGET CORP	159.000	10,217.34	9,408.03
88076W103	TERADATA CORP	34.000	1,194.12	2,104.26
880770102	TERADYNE INC	64.000	926.08	1,080.96
882508104	TEXAS INSTRS INC	117.000	3,320.19	3,614.13
883556102	THERMO FISHER SCIENTIFIC CORP	110.000	6,710.55	7,015.80
885175307	THORATEC CORP	43.000	1,510.53	1,613.36
88579Y101	3M CO	87.000	8,254.86	8,077.95
88632Q103	TIBCO SOFTWARE INC	75.000	1,867.51	1,648.50

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Cusip	Asset	Units	Basis	Market Value
88706M103	TIM HORTONS INC	60.000	2,973.00	2,950.80
887317303	TIME WARNER INC	153.000	5,585.56	7,317.99
887317AG0	TIME WARNER INC	4000.000	4,671.16	4,553.80
88732JAP3	TIME WARNER CABLE INC	5000.000	6,896.85	6,745.80
88830R101	TITAN MACHY INC	51.000	1,180.07	1,259.70
891027104	TORCHMARK CORP	76.000	3,637.03	3,926.92
891092108	TORO CO	78.000	3,293.14	3,352.44
891777104	TOWER GRP INC	104.000	2,122.07	1,850.12
891894107	TOWERS WATSON & CO	57.000	2,510.83	3,203.97
89233P6S0	TOYOTA MTR CR CORP	5000.000	5,007.40	5,035.55
893641100	TRANSDIGM GROUP INC	7.000	945.84	954.52
89417E109	TRAVELERS COS INC	152.000	10,584.28	10,916.64
89469A104	TREEHOUSE FOODS INC	72.000	3,832.51	3,753.36
896818101	TRIUMPH GROUP INC NEW	37.000	2,441.87	2,416.10
902788108	UMB FINL CORP	65.000	2,855.25	2,848.30
902973304	US BANCORP DEL	242.000	5,971.17	7,729.48
90346E103	U S SILICA HLDGS INC	93.000	1,155.58	1,555.89
90384S303	ULTA SALON COSMETICS &	21.000	1,075.67	2,063.46
90385D107	ULTIMATE SOFTWARE GROUP INC	7.000	641.15	660.87
904214103	UMPQUA HLDGS CORP	227.000	2,448.23	2,676.33
909907107	UNITED BANKSHARES INC WEST VA	69.000	1,630.07	1,679.46
911312106	UNITED PARCEL SVC INC	92.000	6,762.92	6,783.16
911312AH9	UNITED PARCEL SVC INC	4000.000	4,856.00	4,806.00
912810EY0	UNITED STATES TREAS BD	7000.000	10,718.75	10,630.13
912810FP8	UNITED STATES TREAS BD	3000.000	4,326.56	4,282.50
912810FR4	UNITED STATES TREAS NT	7363.080	10,129.58	9,932.65
912810PT9	UNITED STATES TREA BDS	3000.000	4,141.88	4,093.14
912810PZ5	UNITED STATES TREAS BD	12928.920	18,820.46	18,439.87
912828HV5	UNITED STATES TREAS NT	10000.000	10,097.27	10,058.60
912828KQ2	UNITED STATES TREAS NT	20000.000	22,665.63	22,650.00
912828NU0	UNITED STATES TREAS NT	22000.000	22,097.11	22,082.50
912828QN3	UNITED STATES TREAS NT	17000.000	19,322.23	19,277.66
912828QV5	UNITED STATES TREAS NT	15395.100	17,637.46	17,499.92
912828SH4	UNITED STATES TREAS NT	14000.000	13,945.33	14,346.78

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912828TE0	UNITED STATES TREAS NT	23135.700	25,179.42	25,114.96
912828TK6	UNITED STATES TREAS NT	28000.000	27,901.56	27,949.60
912828TM2	UNITED STATES TREAS NT	34000.000	33,925.20	33,968.04
912828TW0	UNITED STATES TREAS NT	58000.000	58,216.04	58,190.24
913004107	UNITED STATIONERS INC	60.000	1,709.99	1,859.40
913017109	UNITED TECHNOLOGIES CORP	145.000	11,060.09	11,891.45
913903100	UNIVERSAL HLTH SVCS INC	74.000	3,167.42	3,577.90
917047102	URBAN OUTFITTERS INC	42.000	1,502.76	1,653.12
918204108	V F CORP	29.000	3,846.65	4,378.13
91911K102	VALEANT PHARMACEUTICALS INTL INC	59.000	3,296.92	3,526.43
91913Y100	VALERO ENERGY CORP NEW	106.000	3,261.82	3,616.72
92046N102	VALUECLICK INC	148.000	2,443.61	2,872.68
921943858	VANGUARD MSCI EAFE ETF	5675.000	188,243.16	199,930.25
922042858	VANGUARD MSCI EMERGING MKTS	19830.000	791,197.17	883,029.90
92343E102	VERISIGN INC	132.000	5,011.38	5,124.24
92343V104	VERIZON COMMUNICATIONS INC	333.000	15,672.93	14,408.91
92343VAL8	VERIZON COMMUNICATIONS INC	4000.000	4,891.32	4,803.48
92345Y106	VERISK ANALYTICS INC	314.000	15,234.58	16,004.58
92532F100	VERTEX PHARMACEUTICALS INC	52.000	2,266.43	2,178.80
92553P201	VIACOM INC	121.000	6,793.61	6,381.54
92826C839	VISA INC	365.000	34,875.02	55,326.70
928563402	VMWARE INC	181.000	17,613.57	17,039.34
92857W209	VODAFONE GROUP PLC	261.000	7,636.26	6,574.59
92858J108	VOCUS INC	158.000	2,810.42	2,746.04
929903DT6	WACHOVIA CORP	4000.000	4,795.96	4,737.48
931142103	WAL-MART STORES INC	62.000	4,668.56	4,230.26
94106L109	WASTE MGMT INC DEL	81.000	2,600.49	2,732.94
941848103	WATERS CORP	20.000	1,647.45	1,742.40
94946T106	WELLCARE GROUP INC	25.000	1,264.64	1,217.25
949746101	WELLS FARGO & CO	352.000	9,854.96	12,031.36
95082P105	WESCO INTL INC	69.000	3,594.50	4,652.67
95709T100	WESTAR ENERGY INC	155.000	4,479.11	4,436.10
958102105	WESTERN DIGITAL CORP	81.000	2,344.65	3,441.69
959802109	WESTERN UNION CO	444.000	8,604.60	6,042.84

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966837106	WHOLE FOODS MKT INC	18.000	1,168.49	1,640.88
969904101	WILLIAMS SONOMA INC	30.000	1,130.23	1,313.10
976657106	WISCONSIN ENERGY CORP	64.000	2,442.09	2,358.40
980745103	WOODWARD INC	22.000	732.60	838.86
983793100	XPO LOGISTICS INC	65.000	884.00	1,129.70
983919101	XILINX INC	75.000	2,448.74	2,689.57
98419M100	XYLEM INC	84.000	1,982.40	2,276.40
988498101	YUM BRANDS INC	458.000	29,770.21	30,411.20
989207105	ZEBRA TECHNOLOGIES CORP	82.000	2,922.48	3,223.42
G02602103	AMDOCS LTD	62.000	1,818.68	2,107.38
G0450A105	ARCH CAP GROUP LTD	48.000	1,740.45	2,112.96
G0464B107	ARGO GROUP INTL HLDGS LTD	89.000	3,051.81	2,989.51
G0692U109	AXIS CAP HLDGS LTD	47.000	1,649.90	1,628.08
G1151C101	ACCENTURE PLC	332.000	23,467.03	22,078.00
G27823106	DELPHI AUTOMOTIVE PLC	305.000	9,904.26	11,666.25
G3157S106	ENSCO PLC	36.000	2,019.26	2,134.08
G3323L100	FABRINET	225.000	2,136.74	2,956.50
G4388N106	HELEN OF TROY LTD	44.000	1,429.43	1,470.48
G4412G101	HERBALIFE LTD	76.000	2,714.63	2,503.44
G60754101	MICHAEL KORS HLDGS LTD	686.000	32,860.06	35,006.58
G7945M107	SEAGATE TECH	100.000	2,066.85	3,042.00
H0023R105	ACE LTD	495.000	37,034.69	39,501.00
H27013103	WEATHERFORD INTL LTD	88.000	1,106.21	984.72
H27178104	FOSTER WHEELER AG	57.000	1,267.11	1,386.24
H84989104	TE CONNECTIVITY LTD	60.000	1,778.76	2,227.20
H89128104	TYCO INTL LTD	269.000	7,669.57	7,868.25
M0854Q105	ALLOT COMMUNICATIONS LTD	53.000	1,158.70	944.46
M22465104	CHECK POINT SOFTWARE TECH LTD	60.000	2,658.99	2,858.40
N22717107	CORE LABORATORIES N V	13.000	1,329.15	1,421.03
N47279109	INTERXION HLDG NV	60.000	1,148.43	1,425.60
Y2573F102	FLEXTRONICS	372.000	2,220.68	2,310.12
		Totals:	9,141,094.62	9,691,955.20