



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation MARY REYNOLDS BABCOCK FOUNDATION, INCORPORATED		A Employer identification number 56-0690140
Number and street (or P O box number if mail is not delivered to street address) 2920 REYNOLDA ROAD	Room/suite	B Telephone number (336) 748-9222
City or town, state, and ZIP code WINSTON-SALEM, NC 27106-5123		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 162,022,145. (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 ☐
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify)		

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		0.		N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		75,443.	75,443.		
4 Dividends and interest from securities		5,386,218.	5,386,218.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		3,728,877.			
b Gross sales price for all assets on line 6a 41,956,407.					
7 Capital gain net income (from Part IV, line 2)			3,728,877.		
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)					
11 Other income		43,137.	43,137.		STATEMENT 1
12 Total. Add lines 1 through 11		9,233,675.	9,233,675.		
13 Compensation of officers, directors, trustees, etc		502,487.	35,174.		467,313.
14 Other employee salaries and wages		408,404.	28,588.		379,816.
15 Pension plans, employee benefits		293,083.	20,516.		272,567.
16a Legal fees STMT 2		1,260.	1,260.		0.
b Accounting fees STMT 3		30,075.	18,045.		12,030.
c Other professional fees STMT 4		872,389.	786,745.		85,644.
17 Interest		24,169.	1,692.		22,478.
18 Taxes STMT 5		374,071.	83,985.		0.
19 Depreciation and depletion		32,903.	2,303.		
20 Occupancy		4,342.	304.		4,038.
21 Travel, conferences, and meetings		217,735.	14,605.		203,130.
22 Printing and publications					
23 Other expenses STMT 6		321,473.	11,905.		309,567.
24 Total operating and administrative expenses-Add lines 13 through 23		3,082,391.	1,005,122.		1,756,583.
25 Contributions, gifts, grants paid		6,554,044.			6,838,514.
26 Total expenses and disbursements Add lines 24 and 25		9,636,435.	1,005,122.		8,595,097.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<402,760.>			
b Net investment income (if negative, enter -0-)			8,228,553.		
c Adjusted net income (if negative, enter -0-)				N/A	

23 C14

SCANNED AUG 16 2013

Operating and Administrative Expenses

RECEIVED

AUG 16 2013

COPIED

**MARY REYNOLDS BABCOCK FOUNDATION,
INCORPORATED**

Form 990-PF (2012)

56-0690140

Page 2

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	99.	99.	99.
	2 Savings and temporary cash investments	838,661.	8,274,204.	8,274,204.
	3 Accounts receivable ▶ 3,929.			
	Less: allowance for doubtful accounts ▶	9,370.	3,929.	3,929.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	59,179.	62,039.	62,039.
	10a Investments - U.S. and state government obligations STMT 8	7,009,356.	7,286,356.	7,286,356.
	b Investments - corporate stock STMT 9	136,903,782.	136,501,928.	136,501,928.
	c Investments - corporate bonds STMT 10	524,074.	437,695.	437,695.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	745,458.	851,965.	851,965.	
14 Land, buildings, and equipment: basis ▶ 895,581.				
Less: accumulated depreciation ▶ 358,329.	551,116.	537,252.	537,252.	
15 Other assets (describe ▶ STATEMENT 12)	5,107,183.	8,066,678.	8,066,678.	
16 Total assets (to be completed by all filers)	151,748,278.	162,022,145.	162,022,145.	
Liabilities	17 Accounts payable and accrued expenses	229,228.	311,546.	
	18 Grants payable	4,725,417.	4,440,947.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable	499,709.	475,099.	
	22 Other liabilities (describe ▶ STATEMENT 13)	177,149.	307,560.	
23 Total liabilities (add lines 17 through 22)	5,631,503.	5,535,152.		
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	145,371,317.	155,635,028.	
	25 Temporarily restricted	745,458.	851,965.	
	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	146,116,775.	156,486,993.		
31 Total liabilities and net assets/fund balances	151,748,278.	162,022,145.		

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)	146,116,775.
2 Enter amount from Part I, line 27a	<402,760.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	10,772,978.
4 Add lines 1, 2, and 3	156,486,993.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	156,486,993.

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 SILCHESTER K-1 (ST CG)	P	VARIOUS	VARIOUS
b SILCHESTER K-1 (LT CG)	P	VARIOUS	VARIOUS
c SEE STATEMENT C - SALE OF SECURITIES	P	VARIOUS	VARIOUS
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 6,772.			6,772.
b 1,127,829.			1,127,829.
c 40,821,806.		38,227,530.	2,594,276.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			6,772.
b			1,127,829.
c			2,594,276.
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	3,728,877.
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). If (loss), enter -0- in Part I, line 8 }	3	N/A

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	9,823,401.	153,267,785.	.064093
2010	9,234,726.	145,490,954.	.063473
2009	8,824,497.	129,682,678.	.068047
2008	9,996,988.	157,239,757.	.063578
2007	17,431,024.	178,991,998.	.097384

2 Total of line 1, column (d)	2	.356575
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	.071315
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	150,931,750.
5 Multiply line 4 by line 3	5	10,763,698.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	82,286.
7 Add lines 5 and 6	7	10,845,984.
8 Enter qualifying distributions from Part XII, line 4	8	8,937,803.

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

**MARY REYNOLDS BABCOCK FOUNDATION,
INCORPORATED**

Form 990-PF (2012)

56-0690140 Page 4

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	164,571.
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	0.
3 Add lines 1 and 2		3	164,571.
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	164,571.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	176,337.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	65,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	241,337.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	76,766.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 76,766. Refunded ☐	11	0.	

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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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
1c 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 ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

Form 990-PF (2012)

MARY REYNOLDS BABCOCK FOUNDATION,
INCORPORATED

Form 990-PF (2012)

56-0690140

Page 5

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? Website address ► <u>WWW.MRBF.ORG</u>	13	X	
14	The books are in care of ► <u>DAVID A. JACKSON</u> Telephone no. ► <u>(336) 748-9222</u> Located at ► <u>2920 REYNOLDA ROAD, WINSTON-SALEM, NC</u> ZIP+4 ► <u>27106-5123</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► <u>SEE STATEMENT 14</u>	16	X	

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)? Organizations relying on a current notice regarding disaster assistance check here		X
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? 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.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____ , _____ , _____		
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)	N/A	
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

Form 990-PF (2012)

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)? ☐ 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)?

Organizations relying on a current notice regarding disaster assistance check here

N/A

5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
SEE STATEMENT 15		502,487.	114,272.	720.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
LAVASTIAN GLENN - 2920 REYNOLDA ROAD, WINSTON-SALEM, NC 27106	NETWORK OFFICER 40.00	79,285.	28,951.	240.
LAURA PETERS - 2920 REYNOLDA ROAD, WINSTON-SALEM, NC 27106	GRANTS MANAGER 40.00	54,926.	26,509.	0.
LORA SMITH - 2920 REYNOLDA ROAD, WINSTON-SALEM, NC 27106	COMMUNICATIONS OFFICER 40.00	60,060.	14,037.	240.
JENNIFER BARKSDALE - 2920 REYNOLDA ROAD, WINSTON-SALEM, NC 27106	FINANCE OFFICER 21.00	60,588.	0.	240.

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

0

Form 990-PF (2012)

MARY REYNOLDS BABCOCK FOUNDATION,
INCORPORATED

Form 990-PF (2012)

56-0690140 Page 7

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SILCHESTER INTERNATIONAL INVESTORS 780 THIRD AVENUE, NEW YORK, NY 10017	INVESTMENT MANAGEMENT	246,438.
SAYBROOK CAPITAL 2000 FRONTIS PLAZA, WINSTON-SALEM, NC 27103	INVESTMENT MANAGEMENT	174,635.
HEWITT ENNISKNUPP, INC. 4130 PARKDALE AVE., RALEIGH, NC 27612	INVESTMENT CONSULTANT	101,056.
PHILLIPS OPPENHEIM - 521 FIFTH AVENUE, 29TH FLOOR, NEW YORK, NY 10175	EXECUTIVE SEARCH	82,128.
FRED ALGER MANAGEMENT 111 FIFTH AVENUE, NEW YORK, NY 10003	INVESTMENT MANAGEMENT	70,381.
Total number of others receiving over \$50,000 for professional services		2

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 FOUNDATION STAFF TIME ON BOARDS AND ADVISORY COMMITTEES OF OTHER CHARITABLE ORGANIZATIONS	79,176.
2 PUBLISH AND DISSEMINATE THE RESULTS OF RESEARCH, REPORTS OF EDUCATIONAL CONFERENCES, OR SIMILAR EDUCATIONAL MATERIALS	26,638.
3 CONDUCT EDUCATIONAL CONFERENCES AND SEMINARS	9,968.
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 FIRST TUSKEGEE BANK - .25% INTEREST, 2 YEARS	100,000.
2 GENERATIONS COMMUNITY CREDIT UNION - 0.625% INTEREST, 3 YEARS	100,000.
All other program-related investments. See instructions.	
3 ALT CONSULTING (2% INTEREST, 7 YEARS) AND LIBERTY BANK AND TRUST (0.305% INTEREST, 2 YEARS)	125,000.
Total. Add lines 1 through 3	325,000.

Form 990-PF (2012)

**MARY REYNOLDS BABCOCK FOUNDATION,
INCORPORATED**

Form 990-PF (2012)

56-0690140

Page 8

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	153,068,839.
b	Average of monthly cash balances	1b	123,236.
c	Fair market value of all other assets	1c	38,128.
d	Total (add lines 1a, b, and c)	1d	153,230,203.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	153,230,203.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,298,453.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	150,931,750.
6	Minimum investment return. Enter 5% of line 5	6	7,546,588.

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	7,546,588.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	164,571.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	164,571.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,382,017.
4	Recoveries of amounts treated as qualifying distributions	4	250,000.
5	Add lines 3 and 4	5	7,632,017.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	7,632,017.

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	8,595,097.
b	Program-related investments - total from Part IX-B	1b	325,000.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	17,706.
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	8,937,803.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,937,803.

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.

Form **990-PF** (2012)

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				7,632,017.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	8,808,886.			
b From 2008	2,210,921.			
c From 2009	2,306,039.			
d From 2010	1,885,890.			
e From 2011	2,049,175.			
f Total of lines 3a through e	17,260,911.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$	8,937,803.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				7,632,017.
e Remaining amount distributed out of corpus	1,305,786.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below.				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	18,566,697.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	8,808,886.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	9,757,811.			
10 Analysis of line 9:				
a Excess from 2008	2,210,921.			
b Excess from 2009	2,306,039.			
c Excess from 2010	1,885,890.			
d Excess from 2011	2,049,175.			
e Excess from 2012	1,305,786.			

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. | | | | |

[illegible]

- 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
N/A		

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

**EXECUTIVE
DIRECTOR**

May the IRS discuss this return with the preparer shown below (see instr 1)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name _____

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

TAMELA L. GAINES

Lamela L. Gring

8/5/13

P00437957

Firm's name ► MCGLADREY LLP

Firm's EIN ► 42-0714325

Firm's address ► 230 N ELM ST STE 1100
GREENSBORO, NC 27401

Phone no. (336) 272-4551

FORM 990-PF	OTHER INCOME	STATEMENT	1
-------------	--------------	-----------	---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	5,953.	5,953.	
SECTION 988 LOSS	<1,982.>	<1,982.>	
SECTION 1296 INCOME	39,166.	39,166.	
TOTAL TO FORM 990-PF, PART I, LINE 11	43,137.	43,137.	

FORM 990-PF	LEGAL FEES	STATEMENT	2
-------------	------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WOMBLE CARLYLE	1,260.	1,260.		0.
TO FM 990-PF, PG 1, LN 16A	1,260.	1,260.		0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
-------------	-----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MCGLADREY LLP	30,075.	18,045.		12,030.
TO FORM 990-PF, PG 1, LN 16B	30,075.	18,045.		12,030.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
-------------	-------------------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	780,901.	780,901.		0.
BOARD CONSULTANTS	8,002.	0.		8,002.
VARIOUS SERVICES	83,486.	5,844.		77,642.
TO FORM 990-PF, PG 1, LN 16C	872,389.	786,745.		85,644.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX	290,086.	0.		0.	
FOREIGN TAX	83,985.	83,985.		0.	
TO FORM 990-PF, PG 1, LN 18	374,071.	83,985.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROGRAM DEVELOPMENT EXPENSES	68,410.	0.		68,410.	
PRI DUE DILIGENCE	14,833.	0.		14,833.	
COMMUNICATIONS / WEB SITE	77,475.	0.		77,475.	
POSTAGE	619.	43.		576.	
EQUIPMENT MAINTENANCE	3,812.	267.		3,545.	
DUES & MEMBERSHIPS	41,392.	2,897.		38,494.	
MISCELLANEOUS	594.	42.		552.	
INSURANCE	21,346.	1,494.		19,852.	
BANK AND PAYROLL FEES	2,903.	203.		2,700.	
TELEPHONE, COPIER, SUPPLIES, SUBSCRIPTIONS	25,612.	1,793.		23,819.	
JANITORIAL	27,669.	1,937.		25,732.	
TECH SUPPORT	33,106.	2,317.		30,789.	
CARBON OFFSET	3,000.	210.		2,790.	
PORTFOLIO DEDUCTIONS	702.	702.		0.	
TO FORM 990-PF, PG 1, LN 23	321,473.	11,905.		309,567.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	7
DESCRIPTION	AMOUNT				
UNREALIZED GAIN ON INVESTMENTS HELD	10,666,471.				
CHANGE IN VALUE OF CRTS	106,507.				
TOTAL TO FORM 990-PF, PART III, LINE 3	10,772,978.				

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
-------------	--	-----------	---

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
	X		5,539,403.	5,539,403.
		X	1,746,953.	1,746,953.
TOTAL U.S. GOVERNMENT OBLIGATIONS			5,539,403.	5,539,403.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			1,746,953.	1,746,953.
TOTAL TO FORM 990-PF, PART II, LINE 10A			7,286,356.	7,286,356.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	136,501,928.	136,501,928.
TOTAL TO FORM 990-PF, PART II, LINE 10B	136,501,928.	136,501,928.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
-------------	-----------------	-----------	----

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	437,695.	437,695.
TOTAL TO FORM 990-PF, PART II, LINE 10C	437,695.	437,695.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
-------------	-------------------	-----------	----

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ANNUITY TRUST	COST	851,965.	851,965.
TOTAL TO FORM 990-PF, PART II, LINE 13		851,965.	851,965.

FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PROGRAM RELATED INVESTMENTS	4,903,916.	4,978,916.	4,978,916.
RECEIVABLE FOR UNSETTLED SECURITY SALES	876.	2,907,616.	2,907,616.
ACCRUED INCOME	191,084.	168,089.	168,089.
PREPAID FEDERAL EXCISE TAX	11,307.	12,057.	12,057.
TO FORM 990-PF, PART II, LINE 15	5,107,183.	8,066,678.	8,066,678.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 13
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DEFERRED TAX LIABILITY	117,206.	242,851.	
PAYABLES FOR SECURITIES	59,943.	64,709.	
TOTAL TO FORM 990-PF, PART II, LINE 22	177,149.	307,560.	

FORM 990-PF	NAME OF FOREIGN COUNTRY IN WHICH ORGANIZATION HAS FINANCIAL INTEREST	STATEMENT 14
-------------	---	--------------

NAME OF COUNTRY

AUSTRIA
 BELGIUM
 DENMARK
 FINLAND
 FRANCE
 GERMANY
 GREECE
 HONG KONG
 ITALY
 JAPAN
 MALAYSIA
 MEXICO
 NETHERLANDS
 PORTUGAL
 SINGAPORE
 KOREA (SOUTH)
 SPAIN
 SWEDEN
 SWITZERLAND

THE LISTED COUNTRIES IN STATEMENT 14 WERE
 TAKEN FROM THE 2012 AUDITED FINANCIAL
 STATEMENTS OF THE SILCHESTER INTERNATIONAL
 INVESTORS INTERNATIONAL VALUE EQUITY TRUST
 AND 2012 AUDITED FINANCIAL STATEMENTS OF
 MESIROW OFFSHORE MASTER FUND, LTD. BOTH
 FUNDS WERE PROPERLY DISCLOSED ON THE 2012
 FORM TD F 90-22.1 FILED BY MARY REYNOLDS
 BABCOCK FOUNDATION, INC.

TAIWAN
THAILAND
UNITED KINGDOM
CAYMAN ISLANDS
BRITISH VIRGIN ISLANDS
NORWAY

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 15
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BRUCE BABCOCK 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 3.00	0.	0.	0.
DEE DAVIS 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER - SECRETARY 3.00	4,000.	0.	0.
DAVID DODSON 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 3.00	3,200.	0.	0.
DERRICK JOHNSON 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 2.00	2,800.	0.	0.
OTIS JOHNSON 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 3.00	3,600.	0.	0.
WENDY JOHNSON 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER - PRESIDENT 3.00	4,000.	0.	0.
BARBARA MILLHOUSE 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 2.00	0.	0.	0.
KATHARINE B. MOUNTCASTLE 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 2.00	0.	0.	0.
KATHARINE R. MOUNTCASTLE 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER - VICE PRESIDENT 4.00	0.	0.	0.

MARY REYNOLDS BABCOCK FOUNDATION, INCORP

56-0690140

KENNETH F. MOUNTCASTLE, III 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER - TREASURER 4.00	0.	0.	0.
LAURA MOUNTCASTLE 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 4.00	0.	0.	0.
MARY MOUNTCASTLE 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 4.00	0.	0.	0.
KEVIN TRAPANI 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 2.00	2,800.	0.	0.
IVAN KOHAR PARRA 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 3.00	3,200.	0.	0.
CAROL ZIPPERT 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 3.00	4,000.	0.	0.
GAYLE WILLIAMS 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	EXECUTIVE DIRECTOR (UNTIL 11/4/12) 40.00	198,244.	47,188.	240.
DAVID JACKSON 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	EXECUTIVE DIRECTOR (EFFECTIVE 11/5/12) 40.00	30,682.	4,340.	0.
SANDRA MIKUSH 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	ASSISTANT DIRECTOR 40.00	136,764.	40,252.	240.
GLADYS WASHINGTON 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	PROGRAM DIRECTOR 40.00	109,197.	22,492.	240.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		502,487.	114,272.	720.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 16

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DAVID A. JACKSON, EXECUTIVE DIRECTOR
2920 REYNOLDA ROAD
WINSTONSALEM, NC 27106

TELEPHONE NUMBER

(336)748-9222

FORM AND CONTENT OF APPLICATIONS

APPLICATION FORM (AVAILABLE ON WEBSITE)
PROPOSAL RESPONDING TO PROGRAM GUIDELINES (AVAILABLE ON WEBSITE)
BUDGET
LIST OF BOARD OF DIRECTORS
COPY OF IRS EXEMPTION LETTER
AUDITED FINANCIAL STATEMENTS

ANY SUBMISSION DEADLINES

THE FDN USES A ROLLING APPLICATION PROCESS

RESTRICTIONS AND LIMITATIONS ON AWARDS

PREFERENCE IN SOUTHEAST UNITED STATES
NO GRANTS TO INDIVIDUALS OR FOR CONSTRUCTION
NO GRANTS FOR INTERNATIONAL PROGRAMS
CONCENTRATION IN GRANTS TO ORGANIZATIONS THAT HELP PEOPLE AND PLACES IN THE
SOUTHEASTERN U.S. MOVE OUT OF POVERTY



THE BANK OF NEW YORK MELLON.

Mary Reynolds Babcock Foundation, Incorporated
EIN 56-0690140
Investment Holdings
FYE 12/31/2012

TRDA18 A18G00010000 ANNUAL FINAL 121221 INVESTMENT DETAIL W/ CUSIP
A18 G000100
MARY REYNOLDS BABCOCK
MARY REYNOLD COMBINE
2012-12-31 CYCLE 3 12:12:29 RUN DATE: 06-MAR-13
PAGE: 1
M111

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
<u>INVESTMENTS CASH EQUIVALENTS</u>					
	DREYFUS INS RSRV TREA PRE 6541 VAR RT 12/31/2049 DD 09/10/08 996186532	6,983,355.43	100.0000	6,983,355.43	0.00
6,983,355.4300	SAYBROOK CAPITAL	443.97	100.0000	443.97	0.00
556.9600	NORTHERN TRUST	556.96	100.0000	556.96	0.00
357,227.6400	SILCHESTER	357,227.64	100.0000	357,227.64	0.00
567,142.0800	ADVISORY RESEARCH	567,142.08	100.0000	567,142.08	0.00
254,500.4900	FRED ALGER MGMT, INC	254,500.49	100.0000	254,500.49	0.00
8,163,226.5700	CRA ADVISORS	8,163,226.57		8,163,226.57	0.00
TOTAL INVESTMENTS CASH EQUIVALENTS					
		8,163,226.57		8,163,226.57	0.00
<u>INVESTMENTS FIXED INCOME SECURITIES</u>					
	COMMUNITY REINVESTM 19 A3 144A 4.680% 08/01/2035 DD 04/03/08 12625VAE1	456,822.54	95.8125	437,693.10	19,129.44-
456,822.5400	CRA ADVISORS				
	FHA PROJECT # 053-35863 5.750% 01/01/2035 DD 06/05/08 301999LF3	122,574.75	99.8791	123,841.11	1,266.36
123,991.0200	CRA ADVISORS				
	FHLMC POOL #G0-6072 6.000% 06/01/2038 DD 10/01/10 3128M8CH5	120,340.42	108.9810	121,083.15	742.73
111,104.8300	CRA ADVISORS				



THE BANK OF NEW YORK MELLON.

Mary Reynolds Babcock Foundation, Incorporated
EIN 56-0690140
Investment Holdings
FYE 12/31/2012

TRDA18 A18G00010000 ANNUAL FINAL 121221 INVESTMENT DETAIL W/ CUSIP 31 DECEMBER 2012
A18 G000100
MARY REYNOLDS BABCOCK
MARY REYNOLD COMBINE
2012-12-31 CYCLE 3 12:12:29 RUN DATE: 06-MAR-13
PAGE: 2
M1111

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
395,383.2300	FHLMC POOL #A9-7712 4.000% 03/01/2041 DD 03/01/11 312946R99 CRA ADVISORS	385,745.76	109.5370	433,090.93	47,345.17
18,171.9590	FHLMC POOL #A3-7281 5.500% 08/01/2035 DD 08/01/05 31297TCS0 CRA ADVISORS	18,345.16	108.6040	19,735.47	1,390.31
223,274.4000	FNMA POOL #0387158 5.480% 11/01/2022 DD 11/01/04 31377UB36 CRA ADVISORS	223,796.68	104.9940	234,424.72	10,628.04
227,434.9600	FNMA POOL #0AQ0512 3.000% 11/01/2042 DD 11/01/12 3138MFSAG CRA ADVISORS	239,730.67	105.1140	239,065.98	664.69-
353,800.9700	FNMA POOL #0AP2098 3.500% 08/01/2042 DD 08/01/12 3138M5KL2 CRA ADVISORS	376,134.65	106.9180	378,276.92	2,142.27
116,047.7400	FNMA POOL #0463195 6.380% 08/01/2024 DD 08/01/09 31381KRQ4 CRA ADVISORS	123,735.88	117.1820	135,987.06	12,251.18



THE BANK OF NEW YORK MELLON.

Mary Reynolds Babcock Foundation, Incorporated
EIN: 56-0690140
Investment Holdings
FYE 12/31/2012

TRDA18 A18G00010000 ANNUAL FINAL 121221 INVESTMENT DETAIL W/ CUSIP 2012-12-31 CYCLE 3 12:12:29 RUN DATE: 06-MAR-13
A18 G000100 MARY REYNOLDS BABCOCK MARY REYNOLD COMBINE 31 DECEMBER 2012 PAGE: 3
M1111

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
200,403.1100	FNMA POOL #0463776 4.600% 11/01/2019 DD 11/01/09 31381LFR3 CRA ADVISORS	205,945.47	116.5430	233,555.80	27,610.33
396,552.2000	FNMA POOL #0468411 3.400% 06/01/2021 DD 06/01/11 31381RKY9 CRA ADVISORS	406,466.01	109.8370	435,561.04	29,095.03
247,497.7600	FNMA POOL #0470863 3.060% 04/01/2022 DD 04/01/12 31381UB89 CRA ADVISORS	257,049.64	107.2620	265,471.05	8,421.41
346,914.7800	FNMA POOL #0890230 5.000% 07/01/2040 DD 08/01/10 31410LA77 CRA ADVISORS	367,675.45	108.3120	375,750.34	8,074.89
155,000.0000	FULTON CNTY GA HSG AUTH 6.300% 10/15/2014 DD 06/01/02 360055EB9 CRA ADVISORS	164,653.40	104.9860	162,728.30	1,925.10-
350,595.8500	GNMA POOL #0738398 4.500% 06/15/2041 DD 06/01/11 3620ASKK4 CRA ADVISORS	373,987.16	110.3320	386,819.41	12,832.25



THE BANK OF NEW YORK MELLON.

Mary Reynolds Babcock Foundation, Incorporated
EIN 56-0690140
Investment Holdings
FYE 12/31/2012

TRDA18 A18G00010000 ANNUAL FINAL 121221 INVESTMENT DETAIL W/ CUSIP 2012-12-31 CYCLE 3 12:12:29 RUN DATE: 06-MAR-13
A18 G000100 MARY REYNOLDS BABCOCK 31 DECEMBER 2012 PAGE: 4
MARY REYNOLD COMBINE M1111

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
148,076.8100	GNMA POOL #0745073 4.500% 08/15/2040 DD 06/01/10 3620C0XA1 CRA ADVISORS	152,403.42	109.7230	162,474.32	10,070.90
100,000.0000	GNMA GTD REMIC P/T 07-75 C VAR RT 09/16/2038 DD 11/01/07 37611CAC0 CRA ADVISORS	100,000.00	107.4620	107,462.00	7,462.00
64,957.1500	GNMA GTD REMIC P/T 09-49 A 3.436% 08/16/2034 DD 07/01/09 38373M7V6 CRA ADVISORS	64,485.18	103.8210	67,439.16	2,953.98
200,000.0000	GNMA GTD REMIC P/T 11-6 AC 2.850% 12/16/2037 DD 01/01/11 38376GB25 CRA ADVISORS	201,812.50	105.2520	210,504.00	8,691.50
400,000.0000	GNMA GTD REMIC P/T 10-13 B VAR RT 10/16/2040 DD 02/01/10 38376GF5 CRA ADVISORS	406,562.50	113.1040	452,416.00	45,853.50
250,000.0000	GNMA GTD REMIC P/T 10-72 B 3.459% 05/16/2036 DD 06/01/10 38376GQY9 CRA ADVISORS	248,906.25	106.8340	267,085.00	18,178.75



THE BANK OF NEW YORK MELLON.

Mary Reynolds Babcock Foundation, Incorporated
EIN 56-0690140
Investment Holdings
FYE 12/31/2012

TRDA18 A18G00010000 ANNUAL FINAL 121221 INVESTMENT DETAIL W/ CUSIP 2012-12-31 CYCLE 3 12:12:29 RUN DATE: 06-MAR-13
A18 G000100 MARY REYNOLDS BABCOCK MARY REYNOLD COMBINE
PAGE: 5
M1111

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
275,000.0000	GNMA GTD REMIC P/T 11-164 AB 3.500% 04/16/2046 DD 12/01/11 38378BAJ8 CRA ADVISORS	287,987.30	108.8160	299,244.00	11,256.70
200,000.0000	JONESBORO AR ECON DEV REVENUE 3.375% 10/01/2018 DD 10/27/10 480258AH5 CRA ADVISORS	197,596.00	102.3120	204,624.00	7,028.00
125,000.0000	KENTUCKY ST HSG CORP HSG REVEN 6.060% 07/01/2036 DD 08/30/07 49130TBS4 CRA ADVISORS	127,500.00	102.4190	128,023.75	523.75
80,000.0000	KENTUCKY ST HSG CORP HSG REVEN 4.250% 07/01/2033 DD 06/27/12 49130TPR1 CRA ADVISORS	82,969.60	104.3680	83,494.40	524.80
70,000.0000	MISSISSIPPI ST HOME CORP 4.950% 08/20/2017 DD 07/01/08 60535NET3 CRA ADVISORS	70,000.00	101.3550	70,948.50	948.50
105,000.0000	MISSISSIPPI ST 3.543% 10/01/2023 DD 10/26/11 6055806U8 CRA ADVISORS	105,000.00	106.5200	111,846.00	6,846.00



THE BANK OF NEW YORK MELLON.

Mary Reynolds Babcock Foundation, Incorporated
EIN 56-0690140
Investment Holdings
FYE 12/31/2012

TRDA18 A18G00010000 ANNUAL FINAL 121221 INVESTMENT DETAIL W/ CUSIP 2012-12-31 CYCLE 3 12:12:29 RUN DATE: 08-MAR-13
A18 G000100 MARY REYNOLDS BABCOCK MARY REYNOLD COMBINE 31 DECEMBER 2012
PAGE: 6
M1111

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
90,000.0000	MISSISSIPPI ST 1.900% 12/01/2019 DD 10/30/12 805581CM7 CRA ADVISORS	90,558.90	101.0260	90,923.40	364.50
2,253,685.2560	PIMCO TOTAL RETURN FUND 693390700 PIMCO	23,887,767.04	11.2400	25,331,422.28	1,443,655.24
287,866.0900	SBA GTD PARTN CTFS 2007-20E 1 5.310% 05/01/2027 DD 05/16/07 83162CRA3 CRA ADVISORS	308,196.63	114.9800	330,988.43	22,791.80
176,181.0580	SBA GTD LN POOL CTFS #507529 VAR RT 11/25/2030 DD 12/01/05 83164JLJ3 CRA ADVISORS	175,662.45	99.9980	176,177.53	515.08
7,480.0700	SBA GTD LN POOL CTFS #508890 VAR RT 08/25/2020 DD 07/01/10 83164K2X0 CRA ADVISORS	7,545.52	100.5600	7,521.96	23.56-
75,486.8400	SBA GTD LN POOL CTF #508901 VAR RT 07/25/2020 DD 08/01/10 83164K3J0 CRA ADVISORS	75,486.84	99.9220	75,427.96	58.88-
200,000.0000	SOUTH CAROLINA ST HSG FIN & DE 2.524% 01/01/2019 DD 09/26/12 83712DSK3 CRA ADVISORS	200,000.00	101.6590	203,318.00	3,318.00



THE BANK OF NEW YORK MELLON.

Mary Reynolds Babcock Foundation, Incorporated
EIN 56-0690140
Investment Holdings
FYE 12/31/2012

TRDA18 A18G000010000 ANNUAL FINAL 121221 INVESTMENT DETAIL W/ CUSIP 31 DECEMBER 2012
A18 G0000100
MARY REYNOLDS BABCOCK
MARY REYNOLD COMBINE
2012-12-31 CYCLE 3 12:12:29 RUN DATE: 06-MAR-13
PAGE: 7
M1111

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
100,000.0000	VIRGINIA ST HSG DEV AUTH 6.360% 11/01/2038 DD 09/20/07 92812QJES CRA ADVISORS	102,444.00	107.5310	107,531.00	5,087.00
75,000.0000	VIRGINIA ST HSG DEV AUTH 4.680% 08/01/2014 DD 03/30/09 92812QXH5 CRA ADVISORS	81,360.00	105.4130	79,059.75	2,300.25-
233,270.2370	VIRGINIA ST HSG DEV AUTH CMWLT 5.500% 08/25/2034 DD 06/01/04 92812T8P9 CRA ADVISORS	234,844.93	105.8800	246,986.53	12,141.60
120,000.0000	WEST VIRGINIA ST HSG DEV FUND 3.122% 05/01/2019 DD 09/14/11 95662MG38 CRA ADVISORS	123,480.00	106.3360	127,603.20	4,123.20
120,000.0000	WEST VIRGINIA ST HSG DEV FUND 3.422% 11/01/2020 DD 09/14/11 95662MG61 CRA ADVISORS	120,000.00	108.2220	129,866.40	9,866.40
TOTAL INVESTMENTS FIXED INCOME SECURITIES		31,295,572.70		33,055,471.95	1,759,899.25

INVESTMENTS EQUITY



THE BANK OF NEW YORK MELLON.

Mary Reynolds Babcock Foundation, Incorporated
EIN 56-0690140
Investment Holdings
FYE 12/31/2012

TRDA18 A18G00010000 ANNUAL FINAL 121221 INVESTMENT DETAIL W/ CUSIP 2012-12-31 CYCLE 3 12:12:29 RUN DATE: 06-MAR-13
A18 G000100 MARY REYNOLDS BABCOCK MARY REYNOLD COMBINE
PAGE: 8
M1111

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
2,800.0000	DELPHI AUTOMOTIVE PLC G27823106 FRED ALGER MGMT, INC	58,820.63	38.2500	107,100.00	48,279.37
1,290.0000	ENSTAR GROUP LIMITED SHS G3075P101 ADVISORY RESEARCH	85,831.66	111.9800	144,454.20	58,622.54
8,623.0000	ONEBEACON INSURANCE GROUP LTD CL A G67742109 ADVISORY RESEARCH	207,543.95	13.9000	119,859.70	87,684.25-
4,928.0000	ASML HLDG N V N Y REGISTRY SHS NEW 2012 N07059210 FRED ALGER MGMT, INC	228,430.91	64.3900	317,313.92	88,883.01
4,730.0000	ALEXANDER & BALDWIN INC 014491104 ADVISORY RESEARCH	118,845.76	29.3700	138,920.10	20,074.34
600.0000	ALEXION PHARMACEUTICALS INC 015351109 FRED ALGER MGMT, INC	55,500.00	93.7400	56,244.00	744.00
10,000.0000	ALLERGAN INC/UNITED STATES 018490102 SAYBROOK CAPITAL	884,997.00	91.7300	917,300.00	32,303.00



THE BANK OF NEW YORK MELLON.

Mary Reynolds Babcock Foundation, Incorporated
EIN 56-0690140
Investment Holdings
FYE 12/31/2012

TRDA18 A18G00010000 ANNUAL FINAL 121221 INVESTMENT DETAIL W/ CUSIP 2012-12-31 CYCLE 3 12:12:29 RUN DATE: 08-MAR-13
A18 G000100 MARY REYNOLDS BABCOCK MARY REYNOLD COMBINE
PAGE: 9
M111

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,200.0000	AMAZON COM INC 023135106 FRED ALGER MGMT, INC	260,043.73	250.8700	301,044.00	41,000.27
1,200.0000	AMERICAN CAMPUS COMMUNITIES IN 024835100 FRED ALGER MGMT, INC	53,634.24	46.1300	55,356.00	1,721.76
1,850.0000	AMERICAN EXPRESS CO 025816109 FRED ALGER MGMT, INC	87,023.81	57.4800	106,338.00	19,314.19
6,136.0000	AMERICAN RAILCAR INDUSTRIES IN 02918P103 ADVISORY RESEARCH	108,431.08	31.7300	194,695.28	86,264.20
1,600.0000	AMETEK INC 031100100 FRED ALGER MGMT, INC	45,836.48	37.5700	60,112.00	14,275.52
2,500.0000	ANADARKO PETROLEUM CORP 032511107 FRED ALGER MGMT, INC	211,842.67	74.3100	185,775.00	26,067.67
1,690.0000	ANALOGIC CORP 032657207 ADVISORY RESEARCH	92,349.90	74.3000	125,567.00	33,217.10
2,400.0000	ANDERSONS INC/THE 034164103 ADVISORY RESEARCH	92,032.28	42.9000	102,960.00	10,927.72



THE BANK OF NEW YORK MELLON.

Mary Reynolds Babcock Foundation, Incorporated
EIN 56-0690140
Investment Holdings
FYE 12/31/2012

TRDA18 A18G00010000 ANNUAL FINAL 121221

INVESTMENT DETAIL W/ CUSIP
31 DECEMBER 20122012-12-31 CYCLE 3 12:12:29 RUN DATE: 06-MAR-13
PAGE: 10
M1111

A18 G000100
MARY REYNOLDS BABCOCK
MARY REYNOLD COMBINE

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
2,000.0000	APPLE INC 037833100	1,142,981.18	532.1730	1,064,346.00	78,635.18-
1,900.0000	SAYBROOK CAPITAL FRED ALGER MGMT, INC	784,303.55	532.1730	1,011,128.70	226,825.15
3,900.0000		1,927,284.73		2,075,474.70	148,189.97
2,420.0000	ASSOCIATED BANC-CORP 045487105 ADVISORY RESEARCH	31,645.13	13.1200	31,750.40	105.27
2,650.0000	ATLAS AIR WORLDWIDE HOLDINGS I 049164205 ADVISORY RESEARCH	119,298.19	44.3200	117,448.00	1,850.19-
19,000.0000	AUTOMATIC DATA PROCESSING INC 053015103 SAYBROOK CAPITAL	677,665.89	56.9300	1,081,670.00	404,004.11
550.0000	AVALONBAY COMMUNITIES INC 053484101 FRED ALGER MGMT, INC	79,883.87	135.5900	74,574.50	5,309.37-
5,110.0000	AVNET INC 053807103 ADVISORY RESEARCH	82,552.82	30.6100	156,417.10	73,864.28
5,021.0000	BANKUNITED INC 06652K103 ADVISORY RESEARCH	121,371.65	24.4400	122,713.24	1,341.59



THE BANK OF NEW YORK MELLON.

Mary Reynolds Babcock Foundation, Incorporated
EIN 56-0690140
Investment Holdings
FYE 12/31/2012

TRDA18 A18G00010000 ANNUAL FINAL 121221 INVESTMENT DETAIL W/ CUSIP 2012-12-31 CYCLE 3 12:12:29 RUN DATE: 08-MAR-13
A18 G000100 MARY REYNOLDS BABCOCK 31 DECEMBER 2012 PAGE: 11
MARY REYNOLD COMBINE M1111

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
13,000.0000	BERKSHIRE HATHAWAY INC 084670702 SAYBROOK CAPITAL	935,575.51	89.7000	1,166,100.00	230,524.49
1,400.0000	BOEING CO/THE 097023105 FRED ALGER MGMT, INC	94,087.28	75.3600	105,504.00	11,416.72
3,100.0000	BRISTOL-MYERS SQUIBB CO 110122108 FRED ALGER MGMT, INC	103,710.20	32.5900	101,029.00	2,681.20-
3,300.0000	BROADCOM CORP 111320107 FRED ALGER MGMT, INC	105,986.40	33.2100	109,593.00	3,606.60
4,250.0000	CBS CORP 124857202 FRED ALGER MGMT, INC	110,304.88	38.0500	161,712.50	51,407.62
4,300.0000	CIGNA CORPORATION COM 125509109 FRED ALGER MGMT, INC	199,754.31	53.4600	229,878.00	30,123.69
6,200.0000	CSX CORP 126408103 FRED ALGER MGMT, INC	144,078.17	19.7300	122,326.00	21,752.17-
9,550.0000	CADENCE DESIGN SYSTEMS INC 127387108 FRED ALGER MGMT, INC	122,842.93	13.5100	129,020.50	6,177.57



THE BANK OF NEW YORK MELLON.

Mary Reynolds Babcock Foundation, Incorporated
EIN 56-0690140
Investment Holdings
FYE 12/31/2012

TRDA18 A18G00010000 ANNUAL FINAL 121221 INVESTMENT DETAIL W/ CUSIP 2012-12-31 CYCLE 3 12:12:29 RUN DATE: 06-MAR-13
A18 G000100 MARY REYNOLDS BABCOCK MARY REYNOLD COMBINE
PAGE: 12
M1111

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
1,600.0000	CAMDEN PROPERTY TRUST 133131102 FRED ALGER MGMT, INC	110,953.73	68.2100	109,136.00	1,817.73-
4,060.0000	CAMERON INTERNATIONAL CORP 133428105 FRED ALGER MGMT, INC	213,150.81	56.4600	229,227.60	16,076.79
2,550.0000	CAPITAL ONE FINANCIAL CORP 14040H105 FRED ALGER MGMT, INC	142,162.50	57.9300	147,721.50	5,559.00
2,850.0000	CARDINAL HEALTH INC 14149Y108 FRED ALGER MGMT, INC	112,605.78	41.1800	117,363.00	4,757.22
6,970.0000	CARRIZO OIL & GAS INC 144577103 ADVISORY RESEARCH	162,388.67	20.9200	145,812.40	16,576.27-
3,120.0000	CASEY'S GENERAL STORES INC 147528103 ADVISORY RESEARCH	108,031.33	53.1000	165,672.00	57,640.67
8,000.0000	CATERPILLAR INC 148123101 SAYBROOK CAPITAL	416,148.80	89.6090	716,872.00	300,723.20
1,500.0000	CELANESE CORP 150870103 FRED ALGER MGMT, INC	57,986.70	44.5300	66,795.00	8,808.30



THE BANK OF NEW YORK MELLON.

Mary Reynolds Babcock Foundation, Incorporated
EIN 56-0690140
Investment Holdings
FYE 12/31/2012

TRDA18 A18G00010000 ANNUAL FINAL 121221

2012-12-31 CYCLE 3 12:12:29 RUN DATE: 06-MAR-13
PAGE: 13
M1111

INVESTMENT DETAIL W/ CUSIP
31 DECEMBER 2012

A18 G000100
MARY REYNOLDS BABCOCK
MARY REYNOLD COMBINE

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
6,560.0000	CHICO'S FAS INC 168615102 ADVISORY RESEARCH	61,136.00	18.4600	121,097.60	59,961.60
350.0000	CHIPOTLE MEXICAN GRILL INC 169656105 FRED ALGER MGMT, INC	92,181.30	297.4600	104,111.00	11,929.70
8,450.0000	CISCO SYSTEMS INC 17275R102 FRED ALGER MGMT, INC	163,345.46	19.6490	166,034.05	2,688.59
950.0000	CITRIX SYSTEMS INC 177376100 FRED ALGER MGMT, INC	69,922.22	65.6200	62,339.00	7,583.22-
1,250.0000	COGNIZANT TECHNOLOGY SOLUTIONS 192446102 FRED ALGER MGMT, INC	87,679.88	73.8820	92,352.50	4,672.62
371,162.0350	COHEN & STEERS INSTITUTIONAL G 19248K107 COHEN STEERS	6,486,676.58	22.2800	8,269,490.14	1,782,813.56
3,990.0000	CORE-MARK HOLDING CO INC 218681104 ADVISORY RESEARCH	140,157.48	47.3500	188,926.50	48,769.02
700.0000	DEERE & CO 244199105 FRED ALGER MGMT, INC	54,750.15	86.4200	60,494.00	5,743.85



THE BANK OF NEW YORK MELLON.

Mary Reynolds Babcock Foundation, Incorporated
EIN 56-0690140
Investment Holdings
FYE 12/31/2012

TRDA18 A18G00010000 ANNUAL FINAL 121221 INVESTMENT DETAIL W/ CUSIP 31 DECEMBER 2012
A18 G000100
MARY REYNOLDS BABCOCK
MARY REYNOLD COMBINE

2012-12-31 CYCLE 3 12:12:29 RUN DATE: 06-MAR-13
PAGE: 14
M1111

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
3,590.0000	DELTIC TIMBER CORP 247850100 ADVISORY RESEARCH	205,880.34	70.6200	253,525.80	47,645.46
10,000.0000	DIAGEO PLC ADR 25243Q205 SAYBROOK CAPITAL	671,841.42	116.5800	1,165,800.00	493,958.58
1,300.0000	WALT DISNEY CO/THE 254687106 FRED ALGER MGMT, INC	56,901.00	49.7900	64,727.00	7,826.00
3,450.0000	DOLLAR GENERAL CORP 256877105 FRED ALGER MGMT, INC	138,517.73	44.0900	152,110.50	13,592.77
5,450.0000	EMC CORP/MA 268648102 FRED ALGER MGMT, INC	137,729.36	25.3000	137,885.00	155.64
1,060.0000	EV ENERGY PARTNER LP 26926V107 ADVISORY RESEARCH	51,878.55	56.5600	59,953.60	8,075.05
5,250.0000	EBAY INC 278642103 FRED ALGER MGMT, INC	187,488.28	50.9980	267,739.50	80,251.22
15,000.0000	EMERSON ELECTRIC CO 291011104 SAYBROOK CAPITAL	593,113.27	52.9600	794,400.00	201,286.73



THE BANK OF NEW YORK MELLON.

Mary Reynolds Babcock Foundation, Incorporated
EIN 56-0690140
Investment Holdings
FYE 12/31/2012

TRDA18 A18G00010000 ANNUAL FINAL 121221 INVESTMENT DETAIL W/ CUSIP 2012-12-31 CYCLE 3 12:12:29 RUN DATE: 06-MAR-13
A18 G000100 MARY REYNOLDS BABCOCK MARY REYNOLD COMBINE
PAGE: 15
M1111

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
455.0000	ENCORE CAPITAL GROUP INC 292554102 ADVISORY RESEARCH	13,185.14	30.6200	13,932.10	746.96
4,700.0000	ENCORE WIRE CORP 292562105 ADVISORY RESEARCH	93,946.59	30.3100	142,457.00	48,510.41
2,050.0000	EXPEDIA INC 30212P303 FRED ALGER MGMT, INC	65,922.67	61.4400	125,952.00	60,029.33
4,700.0000	EXPRESS SCRIPTS HOLDING CO 30219G108 FRED ALGER MGMT, INC	261,337.93	54.0000	253,800.00	7,537.93 -
1,650.0000	EXTRA SPACE STORAGE INC 30225T102 FRED ALGER MGMT, INC	51,457.72	36.3900	60,043.50	8,585.78
5,700.0000	FACEBOOK INC 30303M102 FRED ALGER MGMT, INC	142,733.17	26.6200	151,734.00	9,000.83
10,000.0000	FACTSET RESEARCH SYSTEMS INC 303075105 SAYBROOK CAPITAL	544,775.77	88.0600	880,600.00	335,824.23
5,620.0000	FOOT LOCKER INC 344849104 ADVISORY RESEARCH	112,984.00	32.1200	180,514.40	67,530.40



THE BANK OF NEW YORK MELLON.

Mary Reynolds Babcock Foundation, Incorporated
EIN 56-0690140
Investment Holdings
FYE 12/31/2012

TRDA18 A18G00010000 ANNUAL FINAL 121221 INVESTMENT DETAIL W/ CUSIP 2012-12-31 CYCLE 3 12:12:29 RUN DATE: 08-MAR-13
A18 G000100 31 DECEMBER 2012 PAGE: 16
MARY REYNOLDS BABCOCK M1111
MARY REYNOLD COMBINE

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
2,942.0000	GATX CORP 361448103 ADVISORY RESEARCH	76,734.17	43.3000	127,388.60	50,654.43
50,000.0000	GENERAL ELECTRIC CO 369604103 SAYBROOK CAPITAL	1,249,544.12	20.9900	1,049,500.00	200,044.12-
11,217.0000	PH GLATFELTER CO 377316104 ADVISORY RESEARCH	183,863.27	17.4800	196,073.16	12,209.89
2,000.0000	GOOGLE INC 38259F508 SAYBROOK CAPITAL	702,816.44	707.3800	1,414,760.00	711,943.56
550.0000	FRED ALGER MGMT, INC	345,647.43	707.3800	389,059.00	43,411.57
2,550.0000		1,048,463.87		1,803,819.00	755,355.13
3,150.0000	HALLIBURTON CO 406216101 FRED ALGER MGMT, INC	117,510.45	34.6900	109,273.50	8,236.95-
1,650.0000	HARLEY-DAVIDSON INC 412822108 FRED ALGER MGMT, INC	81,924.15	48.8300	80,569.50	1,354.65-
5,212.0000	HEALTHCARE SERVICES GROUP INC 421906108 ADVISORY RESEARCH	48,968.20	23.2300	121,074.76	72,106.56



THE BANK OF NEW YORK MELLON.

Mary Reynolds Babcock Foundation, Incorporated
EIN 56-0690140
Investment Holdings
FYE 12/31/2012

TRDA18 A18G00010000 ANNUAL FINAL 121221 INVESTMENT DETAIL W/ CUSIP 2012-12-31 CYCLE 3 12:12:29 RUN DATE: 08-MAR-13
A18 G000100 MARY REYNOLDS BABCOCK 31 DECEMBER 2012
MARY REYNOLD COMBINE

PAGE: 17
M1111

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
20,000.0000	HJ HEINZ CO 423074103 SAYBROOK CAPITAL	785,474.00	57.6800	1,153,600.00	388,128.00
1,600.0000	HOME DEPOT INC/THE 437076102 FRED ALGER MGMT, INC	78,720.00	61.8500	98,960.00	20,240.00
18,000.0000	HONEYWELL INTERNATIONAL INC 438516106 SAYBROOK CAPITAL	808,987.14	63.4700	1,142,460.00	333,472.86
3,300.0000	INFORMATICA CORP 45686Q102 FRED ALGER MGMT, INC	120,257.82	30.3200	100,056.00	20,201.82-
1,650.0000	INTERNATIONAL BUSINESS MACHINE 459200101 FRED ALGER MGMT, INC	320,052.54	191.5500	316,057.50	3,995.04-
850.0000	INTERNATIONAL PAPER CO 460146103 FRED ALGER MGMT, INC	26,962.00	39.8400	33,864.00	6,902.00
1,500.0000	INTUIT INC 461202103 FRED ALGER MGMT, INC	84,266.23	59.4750	89,212.50	4,946.27
7,850.0000	INTREPID POTASH INC 46121Y102 ADVISORY RESEARCH	175,243.65	21.2900	167,126.50	8,117.15-



THE BANK OF NEW YORK MELLON.

Mary Reynolds Babcock Foundation, Incorporated
EIN 56-0690140
Investment Holdings
FYE 12/31/2012

TRDA18 A18G00010000 ANNUAL FINAL 121221 INVESTMENT DETAIL W/ CUSIP 2012-12-31 CYCLE 3 12:12:29 RUN DATE: 08-MAR-13
A18 G000100 MARY REYNOLDS BABCOCK MARY REYNOLD COMBINE 31 DECEMBER 2012
PAGE: 18
M1111

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
10,290.0000	INVESTORS BANCORP INC 46146P102 ADVISORY RESEARCH	142,275.11	17.7800	182,956.20	40,681.09
3,730.0000	JEFFERIES GROUP INC 472319102 ADVISORY RESEARCH	63,119.06	18.5700	69,266.10	6,147.04
13,000.0000 2,350.0000 15,350.0000	JOHNSON & JOHNSON 478160104 SAYBROOK CAPITAL FRED ALGER MGMT, INC	727,666.37 147,732.36 875,398.73	70.1000 70.1000	911,300.00 164,735.00 1,076,035.00	183,633.63 17,002.64 200,636.27
7,600.0000	KKR & CO LP 48248M102 FRED ALGER MGMT, INC	97,022.81	15.2300	115,748.00	18,725.19
3,280.0000	KAISER ALUMINUM CORP 483007704 ADVISORY RESEARCH	125,992.62	61.6900	202,343.20	76,350.58
2,400.0000	LAS VEGAS SANDS CORP 517834107 FRED ALGER MGMT, INC	110,292.49	46.1600	110,784.00	491.51
1,800.0000	LENNAR CORP 526057104 FRED ALGER MGMT, INC	52,035.66	38.6700	69,606.00	17,570.34



THE BANK OF NEW YORK MELLON.

Mary Reynolds Babcock Foundation, Incorporated
EIN: 56-0690140
Investment Holdings
FYE 12/31/2012

TRDA18 A18G000010000 ANNUAL FINAL 121221 INVESTMENT DETAIL W/ CUSIP 2012-12-31 CYCLE 3 12:12:29 RUN DATE: 06-MAR-13
A18 G000100 MARY REYNOLDS BABCOCK 31 DECEMBER 2012 PAGE: 19
MARY REYNOLD COMBINE M1111

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
4,980.0000	LEUCADIA NATIONAL CORP 527288104 ADVISORY RESEARCH	65,383.47	23.7900	118,474.20	53,090.73
1,750.0000	ELI LILLY & CO 532457108 FRED ALGER MGMT, INC	77,521.72	49.3200	86,310.00	8,788.28
1,050.0000	LINKEDIN CORP 53578A108 FRED ALGER MGMT, INC	113,348.55	114.8200	120,561.00	7,212.45
5,930.0000	MDC HOLDINGS INC 552676108 ADVISORY RESEARCH	176,452.58	36.7600	217,986.80	41,534.22
6,970.0000	MARCUS CORP 566330106 ADVISORY RESEARCH	109,119.54	12.4700	86,915.90	22,203.64-
250.0000	MASTERCARD INC 57638Q104 FRED ALGER MGMT, INC	100,110.48	491.2800	122,820.00	22,709.52
5,010.0000	MATERION CORP 576690101 ADVISORY RESEARCH	138,148.02	25.7800	129,157.80	8,990.22-
4,780.0000	MEN'S WEARHOUSE INC/THE 587118100 ADVISORY RESEARCH	111,123.40	31.1600	148,944.80	37,821.40



THE BANK OF NEW YORK MELLON.

Mary Reynolds Babcock Foundation, Incorporated
EIN 56-0690140
Investment Holdings
FYE 12/31/2012

TRDA18 A18G00010000 ANNUAL FINAL 121221 INVESTMENT DETAIL W/ CUSIP 31 DECEMBER 2012
A18 G000100
MARY REYNOLDS BABCOCK
MARY REYNOLD COMBINE

2012-12-31 CYCLE 3 12:12:29 RUN DATE: 06-MAR-13
PAGE: 20
M1111

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
6,470.0000	MOLEX INC 608554200 ADVISORY RESEARCH	93,084.21	22.3200	144,410.40	51,326.19
29,000.0000	MONDELEZ INTERNATIONAL INC 809207105 SAYBROOK CAPITAL	509,270.46	25.4530	738,137.00	228,866.54
950.0000	MONSANTO CO 61166W101 FRED ALGER MGMT, INC	82,332.23	94.6500	89,917.50	7,585.27
1,650.0000	NATIONAL OILWELL VARCO INC 637071101 FRED ALGER MGMT, INC	127,052.56	68.3500	112,777.50	14,275.06-
2,102.0000	NAVIGATORS GROUP INC/THE 638904102 ADVISORY RESEARCH	94,949.69	51.0700	107,349.14	12,399.45
20,000.0000	NESTLE SA ADR 641069406 SAYBROOK CAPITAL	774,800.00	65.1120	1,302,240.00	527,440.00
4,650.0000	NEWS CORP 65248E104 FRED ALGER MGMT, INC	104,718.00	25.5100	118,621.50	13,903.50
10,000.0000	NORFOLK SOUTHERN CORP 655844108 SAYBROOK CAPITAL	645,370.40	61.8400	618,400.00	26,970.40-



THE BANK OF NEW YORK MELLON.

Mary Reynolds Babcock Foundation, Incorporated
EIN: 56-0690140
Investment Holdings
FYE 12/31/2012

TRDA18 A18G00010000 ANNUAL FINAL 121221 INVESTMENT DETAIL W/ CUSIP 2012-12-31 CYCLE 3 12:12:29 RUN DATE: 08-MAR-13
A18 G000100 MARY REYNOLDS BABCOCK PAGE: 21
MARY REYNOLD COMBINE M1111

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
2,550.0000	OPENTABLE INC 68372A104 FRED ALGER MGMT, INC	128,945.67	48.8000	124,440.00	4,505.67-
500.0000	PPG INDUSTRIES INC 693508107 FRED ALGER MGMT, INC	57,984.05	135.3500	67,675.00	9,690.95
2,600.0000	PALL CORP 696429307 FRED ALGER MGMT, INC	137,324.47	60.2600	156,676.00	19,351.53
8,000.0000	PEPSICO INC 713448108 SAYBROOK CAPITAL	514,344.00	68.4300	547,440.00	33,096.00
1,200.0000	PIONEER NATURAL RESOURCES CO 723787107 FRED ALGER MGMT, INC	112,543.89	106.5900	127,908.00	15,364.11
3,295.0000	PLEXUS CORP 729132100 ADVISORY RESEARCH	99,452.14	25.8000	85,011.00	14,441.14-
500.0000	PRAXAIR INC 74005P104 FRED ALGER MGMT, INC	48,382.67	109.4500	54,725.00	6,342.33
1,250.0000	PRECISION CASTPARTS CORP 740189105 FRED ALGER MGMT, INC	208,091.88	189.4200	236,775.00	28,683.12



THE BANK OF NEW YORK MELLON.

Mary Reynolds Babcock Foundation, Incorporated
EIN 56-0690140
Investment Holdings
FYE 12/31/2012

TRDA18 A18G00010000 ANNUAL FINAL 121221 INVESTMENT DETAIL W/ CUSIP 2012-12-31 CYCLE 3 12:12:29 RUN DATE: 06-MAR-13
A18 G000100 MARY REYNOLDS BABCOCK MARY REYNOLD COMBINE
PAGE: 22
M1111

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
8,000.0000	PROCTER & GAMBLE CO/THE 742718109	435,793.60	67.8900	543,120.00	107,326.40
550.0000	SAYBROOK CAPITAL FRED ALGER MGMT, INC	36,321.22	67.8900	37,339.50	1,018.28
8,550.0000		472,114.82		580,459.50	108,344.68
1,150.0000	PRUDENTIAL FINANCIAL INC 744320102	53,773.54	53.3300	61,329.50	7,555.96
3,950.0000	FRED ALGER MGMT, INC QUALCOMM INC 747525103	207,460.37	61.8600	244,347.00	36,886.63
2,300.0000	FRED ALGER MGMT, INC QUANTA SERVICES INC 74762E102	57,970.35	27.2900	62,767.00	4,796.65
4,630.0000	FRED ALGER MGMT, INC RAYMOND JAMES FINANCIAL INC 754730109	109,080.63	38.5300	178,393.90	69,313.27
1,500.0000	ADVISORY RESEARCH RED HAT INC 756577102	79,478.40	52.9600	79,440.00	38.40-
11,629.0000	FRED ALGER MGMT, INC RESOLUTE ENERGY CORP 76118A108	116,992.10	8.1300	94,543.77	22,448.33-
	ADVISORY RESEARCH				



THE BANK OF NEW YORK MELLON.

Mary Reynolds Babcock Foundation, Incorporated
EIN 56-0690140
Investment Holdings
FYE 12/31/2012

TRDA18 A18G00010000 ANNUAL FINAL 121221 INVESTMENT DETAIL W/ CUSIP 2012-12-31 CYCLE 3 12:12:29 RUN DATE: 06-MAR-13
A18 G000100 MARY REYNOLDS BABCOCK MARY REYNOLD COMBINE 31 DECEMBER 2012
PAGE: 23
M1111

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
1,600.0000	ROCKWOOD HOLDINGS INC 774415103 FRED ALGER MGMT, INC	76,505.12	49.4600	79,136.00	2,630.88
194,127.8000	T ROWE PRICE NEW HORIZONS FUND 779562107 T ROWE PRICE NEW HOR	6,535,570.27	33.1700	6,439,219.13	96,351.14-
2,050.0000	SPX CORP 784635104 FRED ALGER MGMT, INC	131,082.98	70.1500	143,807.50	12,724.52
950.0000	SALESFORCE.COM INC 79466L302 FRED ALGER MGMT, INC	122,406.84	168.1000	159,695.00	37,288.16
207.0000	SCANSOURCE INC 806037107 ADVISORY RESEARCH	6,205.50	31.7700	6,576.39	370.89
15,000.0000	SCHLUMBERGER LTD 808857108 SAYBROOK CAPITAL	903,972.44	69.2990	1,039,485.00	135,512.56
3,000.0000	SCHNITZER STEEL INDUSTRIES INC 806882106 ADVISORY RESEARCH	96,219.04	30.3300	90,990.00	5,228.04-
1,900.0000	SCRIPPS NETWORKS INTERACTIVE I 811065101 FRED ALGER MGMT, INC	81,990.21	57.9200	110,048.00	28,057.79



THE BANK OF NEW YORK MELLON.

Mary Reynolds Babcock Foundation, Incorporated
EIN 56-0690140
Investment Holdings
FYE 12/31/2012

TRDA18 A18G00010000 ANNUAL FINAL 121221 INVESTMENT DETAIL W/ CUSIP 2012-12-31 CYCLE 3 12:12:29 RUN DATE: 08-MAR-13
A18 G000100 MARY REYNOLDS BABCOCK MARY REYNOLD COMBINE 31 DECEMBER 2012
PAGE: 24
M1111

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
5,400.0000	SKYWORKS SOLUTIONS INC 83088M102 FRED ALGER MGMT, INC	127,660.94	20.3000	109,620.00	18,040.94-
30,000.0000	SOUTHWESTERN ENERGY CO 845467109 SAYBROOK CAPITAL	1,086,634.60	33.4100	1,002,300.00	84,334.60-
4,781.0000	STAGE STORES INC 85254C305 ADVISORY RESEARCH	76,234.66	24.7800	118,473.18	42,238.52
1,500.0000	STERICYCLE INC 858912108 FRED ALGER MGMT, INC	112,365.30	93.2800	139,920.00	27,554.70
1,000.0000	STRYKER CORP 863667101 FRED ALGER MGMT, INC	54,230.11	54.8200	54,820.00	589.89
12,590.0000	SYMETRA FINANCIAL CORP 87151Q108 ADVISORY RESEARCH	154,770.69	12.9800	163,418.20	8,647.51
10,000.0000	TARGET CORP 87612E108 SAYBROOK CAPITAL	313,351.31	59.1700	591,700.00	278,348.69
7,699.0000	TELETECH HOLDINGS INC 879839106 ADVISORY RESEARCH	122,720.82	17.8000	137,042.20	14,321.38



THE BANK OF NEW YORK MELLON.

Mary Reynolds Babcock Foundation, Incorporated
EIN 56-0690140
Investment Holdings
FYE 12/31/2012

TRDA18 A18G00010000 ANNUAL FINAL 121221 INVESTMENT DETAIL W/ CUSIP 31 DECEMBER 2012
A18 G000100
MARY REYNOLDS BABCOCK
MARY REYNOLD COMBINE
2012-12-31 CYCLE 3 12:12:29 RUN DATE: 08-MAR-13
PAGE: 25
M1111

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
950.0000	TERADATA CORP 88076W103 FRED ALGER MGMT, INC	68,344.33	61.8900	58,795.50	9,548.83-
7.000.0000	3M CO 88579Y101 SAYBROOK CAPITAL	539,358.40	92.8500	649,950.00	110,591.60
2.810.0000	TITAN MACHINERY INC 88830R101 ADVISORY RESEARCH	62,713.37	24.7000	69,407.00	6,693.63
5.540.0000	TRINITY INDUSTRIES INC 896522109 ADVISORY RESEARCH	104,823.37	35.8200	198,442.80	93,619.43
850.0000	TRIUMPH GROUP INC 896818101 FRED ALGER MGMT, INC	47,630.60	65.3000	55,505.00	7,874.40
700.0000	UNITED PARCEL SERVICE INC 911312106 FRED ALGER MGMT, INC	46,905.43	73.7300	51,611.00	4,705.57
1,150.0000	UNIVERSAL HEALTH SERVICES INC 913903100 FRED ALGER MGMT, INC	48,435.38	48.3500	55,602.50	7,167.12
3,730.0000	VAIL RESORTS INC 91879Q109 ADVISORY RESEARCH	173,939.39	54.0900	201,755.70	27,816.31



THE BANK OF NEW YORK MELLON.

Mary Reynolds Babcock Foundation, Incorporated
EIN 56-0690140
Investment Holdings
FYE 12/31/2012

TRDA18 A18G00010000 ANNUAL FINAL 121221 INVESTMENT DETAIL W/ CUSIP 2012-12-31 CYCLE 3 12:12:29 RUN DATE: 08-MAR-13
A18 G000100 M1111
MARY REYNOLDS BABCOCK
MARY REYNOLD COMBINE

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
3,950.0000	VERIZON COMMUNICATIONS INC 92343V104	168,809.88	43.2700	170,916.50	2,106.62
1,950.0000	FRED ALGER MGMT, INC VERISK ANALYTICS INC 92345Y106	72,886.90	50.9700	99,391.50	26,504.60
2,660.0000	FRED ALGER MGMT, INC VIAD CORP 92552R406	63,602.20	27.1600	72,245.60	8,643.40
8,200.0000	ADVISORY RESEARCH VOLVO AB 928856400	113,275.38	13.6500	111,930.00	1,345.38-
2,000.0000	FRED ALGER MGMT, INC WATSON PHARMACEUTICALS INC 942683103	153,921.11	86.0000	172,000.00	18,078.89
1,600.0000	FRED ALGER MGMT, INC WELLS FARGO & CO 949746101	54,576.00	34.1800	54,688.00	112.00
4,400.0000	FRED ALGER MGMT, INC XYLEM INC/NY 98419M100	109,837.20	27.1000	119,240.00	9,402.80
4,400.0000	FRED ALGER MGMT, INC YAHOO! INC 984332106	73,582.61	19.9000	87,560.00	13,977.39



THE BANK OF NEW YORK MELLON.

Mary Reynolds Babcock Foundation, Incorporated
EIN: 56-0690140
Investment Holdings
FYE 12/31/2012

TRDA18 A18G00010000 ANNUAL FINAL 121221 INVESTMENT DETAIL W/ CUSIP 2012-12-31 CYCLE 3 12:12:29 RUN DATE: 06-MAR-13
A18 G000100 MARY REYNOLDS BABCOCK MARY REYNOLD COMBINE 31 DECEMBER 2012
PAGE: 27
M1111

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
369,967.9140	SILCHESTER INTERNATIONAL VALUE OFFSHORE CL A NON-RSTRD SER 08 999E16942 SILCHESTER	18,134,887.01	80.5163	29,788,478.63	11,653,591.62
174,133.5080	MRBF-NORTHERN TRUISTRUSSELL 100 VALUEPASSIVE STRATEGY 999F61549 NORTHERN TRUST	20,153,088.86	120.2420	20,938,161.27	785,072.41
5,287.7510	MESIROW ABSOLUTE RETURN FUND LTD CLASS S 999128739 ALT FUNDS	6,678,879.19 88,527,426.21 127,986,225.48	1,540.0008	8,143,141.00 111,052,669.16 152,271,367.68	1,464,261.81 22,525,242.95 24,285,142.20
TOTAL INVESTMENTS EQUITY				(8,163,227) 117,838	
TOTAL INVESTMENT				144,225,979 (7,286,356) (437,695) 136,501,928	

Less: Cash Equivalents
Plus: Mesirow balance adjustment
Total Investments, Total Market Value, 990-PF, Part II, Lines 10A, 10B, & 10C
Less: 990-PF, Part II, Line 10A
Less: 990-PF, Part II, Line 10C
Total 990-PF Part II Line 10B

MARY REYNOLDS BABCOCK FOUNDATION, INCORPORATED
56-0690140

CORPORATE STOCK
ADDITIONAL INFORMATION FOR STATEMENT 10
FORM 990-PF, PART II, LINE 10

Common Stock Account Number	Book Value	Fair Market Value
000500701	\$ 20,491,480	\$ 20,491,480
000500706	\$ 6,439,219	6,439,219
000500707	\$ 5,962,443	5,962,443
000500708	\$ 11,020,255	11,020,255
Total Common Stock	\$ 43,913,397	\$ 43,913,397
Mutual Funds Account Number	Book Value	Fair Market Value
000500703	\$ 25,331,422	\$ 25,331,422
000500704	\$ 20,938,161	20,938,161
000500705	\$ 29,788,479	29,788,479
000505392	\$ 8,269,490	8,269,490
Total Mutual Funds	\$ 84,327,552	\$ 84,327,552
Funds-Fixed Account Number	Book Value	Fair Market Value
000500709	\$ 8,260,979	\$ 8,260,979
Total Funds-Fixed	\$ 8,260,979	\$ 8,260,979
Corporate Stock:	Book Value	Fair Market Value
Total Common Stock	\$ 43,913,397	\$ 43,913,397
Total Mutual Funds	\$ 84,327,552	\$ 84,327,552
Total Funds-Fixed	8,260,979	8,260,979
Total Corporate Stock, to 990-PF, Part II, Line 10B	136,501,928	136,501,928

MARY REYNOLDS BABCOCK FOUNDATION, INC

EIN 56-0690140

2012

SALE OF SECURITIES

Source Account Name	Security ID	Security Description	Shares/Par	Transaction Category	Actual Settle Date	Proceeds	Adjusted Basis	Investment Gain/Loss
ADVISORY RESEARCH	02916P103	AMERICAN RAILCAR INDUSTRIES IN	-900 000 SALES		06/12/2012	20,974.92	(15,904.17)	5,070.75
ADVISORY RESEARCH	02916P103	AMERICAN RAILCAR INDUSTRIES IN	-840 000 SALES		09/06/2012	23,766.25	(14,843.89)	8,922.36
ADVISORY RESEARCH	02916P103	AMERICAN RAILCAR INDUSTRIES IN	-610 000 SALES		11/26/2012	17,675.08	(10,779.49)	6,895.59
ADVISORY RESEARCH	032657207	ANALOGIC CORP	-330 000 SALES		05/02/2012	22,699.86	(18,032.82)	4,667.04
ADVISORY RESEARCH	032657207	ANALOGIC CORP	-120 000 SALES		06/11/2012	7,795.80	(6,557.39)	1,238.41
ADVISORY RESEARCH	032657207	ANALOGIC CORP	-115 000 SALES		12/12/2012	7,905.77	(6,284.16)	1,621.61
ADVISORY RESEARCH	032657207	ANALOGIC CORP	-455 000 SALES		12/14/2012	31,780.58	(24,863.44)	6,917.14
ADVISORY RESEARCH	049164205	ATLAS AIR WORLDWIDE HOLDINGS I	-430 000 SALES		06/12/2012	19,250.70	(19,357.82)	(107.12)
ADVISORY RESEARCH	053807103	AVNET INC	-1,030 000 SALES		06/12/2012	31,548.29	(16,639.80)	14,908.49
ADVISORY RESEARCH	053807103	AVNET INC	-630 000 SALES		12/17/2012	19,501.02	(10,177.74)	9,323.28
ADVISORY RESEARCH	127097103	CABOT OIL & GAS CORP	-220 000 SALES		01/20/2012	14,454.75	(7,800.24)	6,654.51
ADVISORY RESEARCH	127097103	CABOT OIL & GAS CORP	-440 000 SALES		01/24/2012	28,373.86	(15,600.49)	12,773.37
ADVISORY RESEARCH	127097103	CABOT OIL & GAS CORP	-880 000 SALES		01/25/2012	53,879.16	(31,200.97)	22,678.19
ADVISORY RESEARCH	127097103	CABOT OIL & GAS CORP	-387 000 SALES		01/26/2012	25,269.60	(13,721.34)	11,548.26
ADVISORY RESEARCH	127097103	CABOT OIL & GAS CORP	-93 000 SALES		01/26/2012	6,082.18	(3,297.37)	2,784.81
ADVISORY RESEARCH	127097103	CABOT OIL & GAS CORP	-280 000 SALES		01/30/2012	18,083.09	(9,927.58)	8,155.51
ADVISORY RESEARCH	127097103	CABOT OIL & GAS CORP	-480 000 SALES		02/01/2012	15,703.61	(8,509.36)	7,194.25
ADVISORY RESEARCH	14055X102	CAPITALSOURCE INC	-4,650 000 SALES		08/20/2012	32,991.47	(30,961.25)	2,030.22
ADVISORY RESEARCH	14055X102	CAPITALSOURCE INC	-2,580 000 SALES		08/28/2012	17,470.58	(17,045.34)	425.24
ADVISORY RESEARCH	14055X102	CAPITALSOURCE INC	-572 000 SALES		08/28/2012	3,905.75	(3,808.57)	97.18
ADVISORY RESEARCH	14055X102	CAPITALSOURCE INC	-1,358 000 SALES		08/29/2012	9,275.88	(9,042.02)	233.86
ADVISORY RESEARCH	14055X102	CAPITALSOURCE INC	-4,415 000 SALES		09/12/2012	31,618.63	(29,396.54)	2,222.09
ADVISORY RESEARCH	144577103	CARRIZO OIL & GAS INC	-990 000 SALES		01/25/2012	22,961.21	(21,599.80)	1,361.41
ADVISORY RESEARCH	147528103	CASEY'S GENERAL STORES INC	-480 000 SALES		04/25/2012	26,964.88	(12,894.21)	14,070.67
ADVISORY RESEARCH	147528103	CASEY'S GENERAL STORES INC	-190 000 SALES		06/12/2012	11,255.36	(5,103.96)	6,151.40
ADVISORY RESEARCH	168615102	CHICO'S FAS INC	-1,460 000 SALES		06/12/2012	20,965.27	(13,606.49)	7,358.78
ADVISORY RESEARCH	168615102	CHICO'S FAS INC	-2,160 000 SALES		11/15/2012	40,336.87	(20,130.14)	20,206.73
ADVISORY RESEARCH	168615102	CHICO'S FAS INC	-1,890 000 SALES		11/19/2012	34,080.47	(17,613.88)	16,466.59
ADVISORY RESEARCH	168615102	CHICO'S FAS INC	-1,510 000 SALES		11/21/2012	26,998.79	(14,072.46)	12,926.33
ADVISORY RESEARCH	203233101	COMMONWEALTH REIT	-1,100 000 SALES		09/14/2012	16,431.87	(21,431.30)	(4,999.43)
ADVISORY RESEARCH	203233101	COMMONWEALTH REIT	-350 000 SALES		09/17/2012	5,344.63	(6,819.05)	(1,474.42)
ADVISORY RESEARCH	203233101	COMMONWEALTH REIT	-211 000 SALES		09/19/2012	3,285.19	(4,110.91)	(825.72)
ADVISORY RESEARCH	203233101	COMMONWEALTH REIT	-467 000 SALES		09/19/2012	7,272.47	(9,098.56)	(1,826.09)
ADVISORY RESEARCH	203233101	COMMONWEALTH REIT	-1,142 000 SALES		09/21/2012	17,383.47	(22,249.59)	(4,866.12)
ADVISORY RESEARCH	247916208	DENBURY RESOURCES INC	-247 000 SALES		05/21/2012	3,992.67	(2,506.63)	1,486.04
ADVISORY RESEARCH	247916208	DENBURY RESOURCES INC	-1,930 000 SALES		05/21/2012	30,658.33	(19,586.21)	11,072.12
ADVISORY RESEARCH	247916208	DENBURY RESOURCES INC	-1,883 000 SALES		05/21/2012	29,911.72	(19,109.24)	10,802.48
ADVISORY RESEARCH	247916208	DENBURY RESOURCES INC	-1,860 000 SALES		05/24/2012	28,948.20	(18,875.83)	10,072.37
ADVISORY RESEARCH	247916208	DENBURY RESOURCES INC	-1,990 000 SALES		05/30/2012	30,221.05	(20,195.11)	10,025.94
ADVISORY RESEARCH	G3075P101	ENSTAR GROUP LIMITED SHS	-250 000 SALES		11/05/2012	24,495.03	(16,634.04)	7,860.99
ADVISORY RESEARCH	26926V107	EV ENERGY PARTNER LP	-150 000 SALES		05/31/2012	7,788.81	(5,937.92)	1,850.89
ADVISORY RESEARCH	26926V107	EV ENERGY PARTNER LP	-590 000 SALES		06/12/2012	30,921.26	(23,355.82)	7,565.44

ADVISORY RESEARCH	26926V107	EV ENERGY PARTNER LP	-60 000 SALES	12/11/2012	3,466 76	(2,283 31)	1,183 45
ADVISORY RESEARCH	26926V107	EV ENERGY PARTNER LP	-60 000 SALES	12/12/2012	3,435 91	(2,283 31)	1,152 60
ADVISORY RESEARCH	26926V107	EV ENERGY PARTNER LP	-520 000 SALES	12/31/2012	29,328 90	(19,788 67)	9,540 23
ADVISORY RESEARCH	344849104	FOOT LOCKER INC	-910 000 SALES	04/17/2012	27,722 98	(18,294 56)	9,428 42
ADVISORY RESEARCH	344849104	FOOT LOCKER INC	-1,190 000 SALES	06/12/2012	36,710 79	(23,923 66)	12,787 13
ADVISORY RESEARCH	361448103	GATX CORP	-240 000 SALES	02/06/2012	10,468 09	(6,259 76)	4,208 33
ADVISORY RESEARCH	361448103	GATX CORP	-220 000 SALES	02/09/2012	9,449 95	(5,738 11)	3,711 84
ADVISORY RESEARCH	361448103	GATX CORP	-780 000 SALES	05/14/2012	31,968 20	(20,344 21)	11,623 99
ADVISORY RESEARCH	361448103	GATX CORP	-380 000 SALES	06/12/2012	14,696 09	(9,911 28)	4,784 81
ADVISORY RESEARCH	361448103	GATX CORP	-89 000 SALES	06/22/2012	3,419 75	(2,321 33)	1,098 42
ADVISORY RESEARCH	361448103	GATX CORP	-96 000 SALES	06/22/2012	3,724 75	(2,503 90)	1,220 85
ADVISORY RESEARCH	361448103	GATX CORP	-673 000 SALES	06/25/2012	25,828 55	(17,553 40)	8,275 15
ADVISORY RESEARCH	421906108	HEALTHCARE SERVICES GROUP INC	-1,080 000 SALES	06/12/2012	21,448 42	(10,146 90)	11,301 52
ADVISORY RESEARCH	421906108	HEALTHCARE SERVICES GROUP INC	-42 000 SALES	12/11/2012	990 62	(394 60)	596 02
ADVISORY RESEARCH	421906108	HEALTHCARE SERVICES GROUP INC	-85 000 SALES	12/11/2012	2,012 32	(798 60)	1,213 72
ADVISORY RESEARCH	421906108	HEALTHCARE SERVICES GROUP INC	-679 000 SALES	12/12/2012	15,944 46	(6,379 40)	9,565 06
ADVISORY RESEARCH	421906108	HEALTHCARE SERVICES GROUP INC	-2,730 000 SALES	12/27/2012	63,371 70	(25,649 12)	37,722 58
ADVISORY RESEARCH	460335201	INTERNATIONAL SPEEDWAY CORP	-940 000 SALES	05/08/2012	24,810 74	(28,568 90)	(3,758 16)
ADVISORY RESEARCH	460335201	INTERNATIONAL SPEEDWAY CORP	-571 000 SALES	05/14/2012	14,151 92	(17,354 09)	(3,202 17)
ADVISORY RESEARCH	460335201	INTERNATIONAL SPEEDWAY CORP	-221 000 SALES	05/14/2012	5,472 82	(6,716 73)	(1,243 91)
ADVISORY RESEARCH	460335201	INTERNATIONAL SPEEDWAY CORP	-146 000 SALES	05/15/2012	3,665 24	(4,437 30)	(772 06)
ADVISORY RESEARCH	460335201	INTERNATIONAL SPEEDWAY CORP	-164 000 SALES	05/15/2012	4,110 77	(4,984 36)	(873 59)
ADVISORY RESEARCH	460335201	INTERNATIONAL SPEEDWAY CORP	-68 000 SALES	05/16/2012	1,705 62	(2,066 69)	(361 07)
ADVISORY RESEARCH	460335201	INTERNATIONAL SPEEDWAY CORP	-1,250 000 SALES	06/12/2012	29,624 46	(37,990 57)	(8,366 11)
ADVISORY RESEARCH	460335201	INTERNATIONAL SPEEDWAY CORP	-1,250 000 SALES	08/30/2012	32,399 27	(37,990 56)	(5,591 29)
ADVISORY RESEARCH	46146P102	INVESTORS BANCORP INC	-2,080 000 SALES	12/27/2012	36,880 48	(28,759 20)	8,121 28
ADVISORY RESEARCH	483007704	KAISER ALUMINUM CORP	-520 000 SALES	02/15/2012	25,729 31	(19,974 44)	5,754 87
ADVISORY RESEARCH	483007704	KAISER ALUMINUM CORP	-570 000 SALES	06/06/2012	27,121 76	(21,895 06)	5,226 70
ADVISORY RESEARCH	483007704	KAISER ALUMINUM CORP	-300 000 SALES	06/12/2012	14,444 70	(11,523 71)	2,920 99
ADVISORY RESEARCH	483007704	KAISER ALUMINUM CORP	-340 000 SALES	06/13/2012	16,082 65	(13,060 21)	3,022 44
ADVISORY RESEARCH	483007704	KAISER ALUMINUM CORP	-350 000 SALES	12/24/2012	21,393 66	(13,444 33)	7,949 33
ADVISORY RESEARCH	527288104	LEUCADIA NATIONAL CORP	-1,010 000 SALES	11/06/2012	23,121 61	(13,260 50)	9,861 11
ADVISORY RESEARCH	57686G105	MATSON INC	-1,250 000 SALES	08/03/2012	30,589 44	(34,063 31)	(3,473 87)
ADVISORY RESEARCH	57686G105	MATSON INC	-1,090 000 SALES	08/09/2012	28,390 26	(29,703 20)	(1,312 94)
ADVISORY RESEARCH	587118100	MEN'S WEARHOUSE INC/THE	-570 000 SALES	04/17/2012	21,195 14	(13,251 12)	7,944 02
ADVISORY RESEARCH	587118100	MEN'S WEARHOUSE INC/THE	-300 000 SALES	11/15/2012	9,719 57	(6,974 27)	2,745 30
ADVISORY RESEARCH	68162K106	OLYMPIC STEEL INC	-3,260 000 SALES	06/12/2012	54,484 45	(92,078 36)	(37,593 91)
ADVISORY RESEARCH	667742109	ONEBEACON INSURANCE GROUP LTD	-710 000 SALES	02/16/2012	10,921 92	(17,088 74)	(6,166 82)
ADVISORY RESEARCH	667742109	ONEBEACON INSURANCE GROUP LTD	-2,970 000 SALES	03/02/2012	45,215 35	(71,483 88)	(26,268 53)
ADVISORY RESEARCH	68618W100	ORIENTAL FINANCIAL GROUP INC	-1,250 000 SALES	02/07/2012	14,234 72	(18,656 36)	(4,421 64)
ADVISORY RESEARCH	68618W100	ORIENTAL FINANCIAL GROUP INC	-2,330 000 SALES	02/27/2012	26,972 29	(34,775 46)	(7,803 17)
ADVISORY RESEARCH	68618W100	ORIENTAL FINANCIAL GROUP INC	-2,650 000 SALES	04/20/2012	30,843 71	(39,551 49)	(8,707 78)
ADVISORY RESEARCH	68618W100	ORIENTAL FINANCIAL GROUP INC	-152 000 SALES	05/16/2012	1,735 80	(2,268 61)	(532 81)
ADVISORY RESEARCH	68618W100	ORIENTAL FINANCIAL GROUP INC	-114 000 SALES	05/16/2012	1,303 10	(1,701 46)	(398 36)
ADVISORY RESEARCH	68618W100	ORIENTAL FINANCIAL GROUP INC	-1,114 000 SALES	05/17/2012	12,433 07	(16,626 55)	(4,193 48)
ADVISORY RESEARCH	68618W100	ORIENTAL FINANCIAL GROUP INC	-1,370 000 SALES	06/12/2012	13,806 81	(20,447 38)	(6,640 57)
ADVISORY RESEARCH	754730109	RAYMOND JAMES FINANCIAL INC	-780 000 SALES	12/27/2012	30,356 91	(18,376 43)	11,980 48
ADVISORY RESEARCH	76116A108	RESOLUTE ENERGY CORP	-2,000 000 SALES	06/12/2012	17,719 80	(20,120 75)	(2,400 95)
ADVISORY RESEARCH	76116A108	RESOLUTE ENERGY CORP	-243 000 SALES	06/13/2012	2,115 24	(2,444 67)	(329 43)
ADVISORY RESEARCH	76116A108	RESOLUTE ENERGY CORP	-118 000 SALES	06/13/2012	1,031 51	(1,187 12)	(155 61)
ADVISORY RESEARCH	78573L106	SABRA HEALTH CARE REIT INC	-1 000 SALES	01/30/2012	13 94	(15 39)	(1 45)
ADVISORY RESEARCH	806882106	SCHNITZER STEEL INDUSTRIES INC	-260 000 SALES	10/26/2012	7,273 85	(8,338 98)	(1,065 13)
ADVISORY RESEARCH	78440X101	SL GREEN REALTY CORP	-610 000 SALES	06/12/2012	45,688 03	(14,069 82)	31,618 21

ADVISORY RESEARCH	78440X101	SL GREEN REALTY CORP	-420 000 SALES	07/17/2012	32,997 36	(9,687 41)	23,309 95
ADVISORY RESEARCH	78440X101	SL GREEN REALTY CORP	-370 000 SALES	07/27/2012	28,305 77	(8,534 15)	19,771 62
ADVISORY RESEARCH	78440X101	SL GREEN REALTY CORP	-280 000 SALES	10/24/2012	22,100 40	(6,458 28)	15,642 12
ADVISORY RESEARCH	78440X101	SL GREEN REALTY CORP	-430 000 SALES	10/26/2012	33,282 54	(9,918 07)	23,364 47
ADVISORY RESEARCH	78440X101	SL GREEN REALTY CORP	-420 000 SALES	10/30/2012	31,943 56	(9,687 41)	22,256 15
ADVISORY RESEARCH	78440X101	SL GREEN REALTY CORP	-410 000 SALES	11/05/2012	30,695 52	(9,456 76)	21,238 76
ADVISORY RESEARCH	848574109	SPIRIT AEROSYSTEMS HOLDINGS IN	-550 000 SALES	06/12/2012	12,677 71	(9,629 21)	3,048 50
ADVISORY RESEARCH	848574109	SPIRIT AEROSYSTEMS HOLDINGS IN	-1,240 000 SALES	10/30/2012	19,166 49	(21,709 49)	(2,543 00)
ADVISORY RESEARCH	848574109	SPIRIT AEROSYSTEMS HOLDINGS IN	-1,040 000 SALES	11/23/2012	15,145 91	(18,207 96)	(3,062 05)
ADVISORY RESEARCH	848574109	SPIRIT AEROSYSTEMS HOLDINGS IN	-2,150 000 SALES	12/05/2012	33,465 71	(37,641 45)	(4,175 74)
ADVISORY RESEARCH	848574109	SPIRIT AEROSYSTEMS HOLDINGS IN	-2,029 000 SALES	12/06/2012	31,382 24	(35,523 03)	(4,140 79)
ADVISORY RESEARCH	85254C305	SPIRIT AEROSYSTEMS HOLDINGS IN	-570 000 SALES	06/26/2012	10,065 12	(9,088 84)	976 28
ADVISORY RESEARCH	85254C305	STAGE STORES INC	-1,930 000 SALES	12/26/2012	48,755 72	(30,774 50)	17,981 22
ADVISORY RESEARCH	852891100	STAN CORP FINANCIAL GROUP INC	-1,210 000 SALES	08/03/2012	35,892 27	(44,035 67)	(8,143 40)
ADVISORY RESEARCH	852891100	STAN CORP FINANCIAL GROUP INC	-99 000 SALES	08/07/2012	2,874 30	(3,602 92)	(728 62)
ADVISORY RESEARCH	852891100	STAN CORP FINANCIAL GROUP INC	-23 000 SALES	08/07/2012	667 92	(837 04)	(169 12)
ADVISORY RESEARCH	852891100	STAN CORP FINANCIAL GROUP INC	-798 000 SALES	08/13/2012	24,445 46	(29,041 70)	(4,596 24)
ADVISORY RESEARCH	852891100	STAN CORP FINANCIAL GROUP INC	-1,040 000 SALES	08/17/2012	31,546 34	(37,848 84)	(6,302 50)
ADVISORY RESEARCH	87151Q106	SYMETRA FINANCIAL CORP	-2,400 000 SALES	06/12/2012	28,008 33	(29,503 55)	(1,495 22)
ADVISORY RESEARCH	878237106	TECH DATA CORP	-94 000 SALES	05/17/2012	4,825 85	(3,790 93)	1,034 92
ADVISORY RESEARCH	878237106	TECH DATA CORP	-708 000 SALES	05/17/2012	36,500 12	(28,552 99)	7,947 14
ADVISORY RESEARCH	878237106	TECH DATA CORP	-998 000 SALES	05/21/2012	49,907 56	(40,248 41)	9,659 15
ADVISORY RESEARCH	878237106	TECH DATA CORP	-1,250 000 SALES	05/22/2012	60,176 03	(50,411 34)	9,764 69
ADVISORY RESEARCH	878237106	TECH DATA CORP	-630 000 SALES	06/04/2012	30,171 03	(25,407 31)	4,763 72
ADVISORY RESEARCH	878237106	TECH DATA CORP	-620 000 SALES	06/07/2012	28,739 08	(25,004 02)	3,735 06
ADVISORY RESEARCH	895522109	TRINITY INDUSTRIES INC	-640 000 SALES	12/27/2012	22,597 89	(12,109 56)	10,488 33
ADVISORY RESEARCH	910331107	UNITED FIRE & CASUALTY CO	-443 000 SALES	02/03/2012	8,708 32	(14,538 37)	(5,830 05)
ADVISORY RESEARCH	910340108	UNITED FIRE GROUP INC	-67 000 SALES	02/07/2012	1,330 89	(2,198 81)	(867 92)
ADVISORY RESEARCH	910340108	UNITED FIRE GROUP INC	-67 000 SALES	02/07/2012	1,327 59	(2,198 81)	(871 22)
ADVISORY RESEARCH	910340108	UNITED FIRE GROUP INC	-633 000 SALES	02/08/2012	12,748 74	(20,773 78)	(8,025 04)
ADVISORY RESEARCH	910340108	UNITED FIRE GROUP INC	-1,480 000 SALES	03/16/2012	28,996 81	(48,570 62)	(19,573 81)
ADVISORY RESEARCH	910340108	UNITED FIRE GROUP INC	-395 000 SALES	05/02/2012	6,574 63	(12,963 11)	(6,388 48)
ADVISORY RESEARCH	910340108	UNITED FIRE GROUP INC	-78 000 SALES	05/02/2012	1,323 62	(2,559 80)	(1,236 18)
ADVISORY RESEARCH	910340108	UNITED FIRE GROUP INC	-199 000 SALES	05/03/2012	3,370 98	(6,530 78)	(3,159 80)
ADVISORY RESEARCH	910340108	UNITED FIRE GROUP INC	-183 000 SALES	05/03/2012	3,148 14	(6,005 69)	(2,857 55)
ADVISORY RESEARCH	918790109	VAIL RESORTS INC	-450 000 SALES	06/12/2012	21,023 57	(20,984 64)	38 93
ADVISORY RESEARCH	918790109	VAIL RESORTS INC	-450 000 SALES	12/27/2012	24,094 97	(20,984 64)	3,110 33
ADVISORY RESEARCH	505447102	LABRANCHE & CO INC	0 000 CLASS ACTIONS	10/25/2012	0 00	32 13	32 13
CRA ADVISORS	12625VAE1	COMMUNITY REINVESTM 19 A3 144A	-28,023 150 PRINCIPAL PAYMENTS	10/01/2012	28,023 15	(28,023 15)	0 00
CRA ADVISORS	12625VAE1	COMMUNITY REINVESTM 19 A3 144A	-5,227 770 PRINCIPAL PAYMENTS	11/01/2012	5,227 77	(5,227 77)	0 00
CRA ADVISORS	12625VAE1	COMMUNITY REINVESTM 19 A3 144A	-9,926 540 PRINCIPAL PAYMENTS	12/03/2012	9,926 54	(9,926 54)	0 00
CRA ADVISORS	12625LAC7	CRF 18 LLC USA CMNTY 144A A3	-4,255 920 PRINCIPAL PAYMENTS	01/04/2012	4,255 92	(4,255 92)	0 00
CRA ADVISORS	12625LAC7	CRF 18 LLC USA CMNTY 144A A3	-1,513 270 PRINCIPAL PAYMENTS	02/01/2012	1,513 27	(1,513 27)	0 00
CRA ADVISORS	12625LAC7	CRF 18 LLC USA CMNTY 144A A3	-2,061 840 PRINCIPAL PAYMENTS	03/01/2012	2,061 84	(2,061 84)	0 00
CRA ADVISORS	12625LAC7	CRF 18 LLC USA CMNTY 144A A3	-7,914 490 PRINCIPAL PAYMENTS	04/03/2012	7,914 49	(7,914 49)	0 00
CRA ADVISORS	12625LAC7	CRF 18 LLC USA CMNTY 144A A3	-3,203 710 PRINCIPAL PAYMENTS	05/01/2012	3,203 71	(3,203 71)	0 00
CRA ADVISORS	12625LAC7	CRF 18 LLC USA CMNTY 144A A3	-12,701 130 PRINCIPAL PAYMENTS	06/01/2012	12,701 13	(12,701 13)	0 00
CRA ADVISORS	12625LAC7	CRF 18 LLC USA CMNTY 144A A3	-1,925 120 PRINCIPAL PAYMENTS	07/02/2012	1,925 12	(1,925 12)	0 00
CRA ADVISORS	12625LAC7	CRF 18 LLC USA CMNTY 144A A3	-2,124 180 PRINCIPAL PAYMENTS	08/02/2012	2,124 18	(2,124 18)	0 00
CRA ADVISORS	301999LF3	FHA PROJECT # 053-35863	-204 880 PRINCIPAL PAYMENTS	01/25/2012	204 88	(202 54)	2 34
CRA ADVISORS	301999LF3	FHA PROJECT # 053-35863	-205 950 PRINCIPAL PAYMENTS	02/28/2012	205 95	(203 60)	2 35
CRA ADVISORS	301999LF3	FHA PROJECT # 053-35863	-206 210 PRINCIPAL PAYMENTS	03/26/2012	206 21	(203 85)	2 36

CRA ADVISORS	301999LF3	FHA PROJECT # 053-35863	-208 100 PRINCIPAL PAYMENTS	04/25/2012	208 10	(205 72)	2 38
CRA ADVISORS	301999LF3	FHA PROJECT # 053-35863	-209 180 PRINCIPAL PAYMENTS	05/30/2012	209 18	(206 79)	2 39
CRA ADVISORS	301999LF3	FHA PROJECT # 053-35863	-210 270 PRINCIPAL PAYMENTS	06/25/2012	210 27	(207 87)	2 40
CRA ADVISORS	301999LF3	FHA PROJECT # 053-35863	-211 370 PRINCIPAL PAYMENTS	07/25/2012	211 37	(208 96)	2 41
CRA ADVISORS	301999LF3	FHA PROJECT # 053-35863	-212 470 PRINCIPAL PAYMENTS	08/27/2012	212 47	(210 04)	2 43
CRA ADVISORS	301999LF3	FHA PROJECT # 053-35863	-214 470 PRINCIPAL PAYMENTS	09/25/2012	214 47	(212 02)	2 45
CRA ADVISORS	301999LF3	FHA PROJECT # 053-35863	-214 690 PRINCIPAL PAYMENTS	10/25/2012	214 69	(212 24)	2 45
CRA ADVISORS	301999LF3	FHA PROJECT # 053-35863	-215 800 PRINCIPAL PAYMENTS	11/26/2012	215 80	(213 34)	2 46
CRA ADVISORS	301999LF3	FHA PROJECT # 053-35863	-216 930 PRINCIPAL PAYMENTS	12/26/2012	216 93	(214 45)	2 48
CRA ADVISORS	31297TC50	FHLMC POOL #A3-7281	-279 200 PRINCIPAL PAYMENTS	01/17/2012	279 20	(281 86)	(2 66)
CRA ADVISORS	31297TC50	FHLMC POOL #A3-7281	-280 630 PRINCIPAL PAYMENTS	02/15/2012	280 63	(283 30)	(2 67)
CRA ADVISORS	31297TC50	FHLMC POOL #A3-7281	-282 050 PRINCIPAL PAYMENTS	03/15/2012	282 05	(284 74)	(2 69)
CRA ADVISORS	31297TC50	FHLMC POOL #A3-7281	-283 490 PRINCIPAL PAYMENTS	04/16/2012	283 49	(286 19)	(2 70)
CRA ADVISORS	31297TC50	FHLMC POOL #A3-7281	-95 210 PRINCIPAL PAYMENTS	05/15/2012	95 21	(96 12)	(0 91)
CRA ADVISORS	31297TC50	FHLMC POOL #A3-7281	-95 690 PRINCIPAL PAYMENTS	06/15/2012	95 69	(96 60)	(0 91)
CRA ADVISORS	31297TC50	FHLMC POOL #A3-7281	-33,352 180 PRINCIPAL PAYMENTS	07/16/2012	33,352 18	(33,670 07)	(317 89)
CRA ADVISORS	31297TC50	FHLMC POOL #A3-7281	-30 950 PRINCIPAL PAYMENTS	08/15/2012	30 95	(31 24)	(0 29)
CRA ADVISORS	31297TC50	FHLMC POOL #A3-7281	-31 100 PRINCIPAL PAYMENTS	09/17/2012	31 10	(31 40)	(0 30)
CRA ADVISORS	31297TC50	FHLMC POOL #A3-7281	-31 260 PRINCIPAL PAYMENTS	10/15/2012	31 26	(31 56)	(0 30)
CRA ADVISORS	31297TC50	FHLMC POOL #A3-7281	-31 410 PRINCIPAL PAYMENTS	11/15/2012	31 41	(31 71)	(0 30)
CRA ADVISORS	31297TC50	FHLMC POOL #A3-7281	-31 570 PRINCIPAL PAYMENTS	12/17/2012	31 57	(31 87)	(0 30)
CRA ADVISORS	312946R99	FHLMC POOL #A9-7712	-656 460 PRINCIPAL PAYMENTS	01/17/2012	656 46	(640 46)	16 00
CRA ADVISORS	312946R99	FHLMC POOL #A9-7712	-65 814 540 PRINCIPAL PAYMENTS	02/15/2012	65,814 54	(64,210 31)	1,604 23
CRA ADVISORS	312946R99	FHLMC POOL #A9-7712	-572 120 PRINCIPAL PAYMENTS	03/15/2012	572 12	(558 17)	13 95
CRA ADVISORS	312946R99	FHLMC POOL #A9-7712	-574 500 PRINCIPAL PAYMENTS	04/16/2012	574 50	(560 50)	14 00
CRA ADVISORS	312946R99	FHLMC POOL #A9-7712	-594 830 PRINCIPAL PAYMENTS	05/15/2012	594 83	(580 33)	14 50
CRA ADVISORS	312946R99	FHLMC POOL #A9-7712	-611 230 PRINCIPAL PAYMENTS	06/15/2012	611 23	(596 33)	14 90
CRA ADVISORS	312946R99	FHLMC POOL #A9-7712	-613 070 PRINCIPAL PAYMENTS	07/16/2012	613 07	(598 13)	14 94
CRA ADVISORS	312946R99	FHLMC POOL #A9-7712	-615 730 PRINCIPAL PAYMENTS	08/15/2012	615 73	(600 72)	15 01
CRA ADVISORS	312946R99	FHLMC POOL #A9-7712	-603 550 PRINCIPAL PAYMENTS	09/17/2012	603 55	(588 84)	14 71
CRA ADVISORS	312946R99	FHLMC POOL #A9-7712	-620 090 PRINCIPAL PAYMENTS	10/15/2012	620 09	(604 98)	15 11
CRA ADVISORS	312946R99	FHLMC POOL #A9-7712	-608 900 PRINCIPAL PAYMENTS	11/15/2012	608 90	(594 06)	14 84
CRA ADVISORS	312946R99	FHLMC POOL #A9-7712	-614 660 PRINCIPAL PAYMENTS	12/17/2012	614 66	(599 68)	14 98
CRA ADVISORS	3128M8CH5	FHLMC POOL #G0-6072	-3,586 790 PRINCIPAL PAYMENTS	01/17/2012	3,586 79	(3,884 94)	(298 15)
CRA ADVISORS	3128M8CH5	FHLMC POOL #G0-6072	-2,310 450 PRINCIPAL PAYMENTS	02/15/2012	2,310 45	(2,502 51)	(192 06)
CRA ADVISORS	3128M8CH5	FHLMC POOL #G0-6072	-4,865 270 PRINCIPAL PAYMENTS	03/15/2012	4,865 27	(5,269 70)	(404 43)
CRA ADVISORS	3128M8CH5	FHLMC POOL #G0-6072	-5,634 750 PRINCIPAL PAYMENTS	04/16/2012	5,634 75	(6,103 14)	(468 39)
CRA ADVISORS	3128M8CH5	FHLMC POOL #G0-6072	-1,802 630 PRINCIPAL PAYMENTS	05/15/2012	1,802 63	(1,952 47)	(149 84)
CRA ADVISORS	3128M8CH5	FHLMC POOL #G0-6072	-9,078 930 PRINCIPAL PAYMENTS	06/15/2012	9,078 93	(9,833 62)	(754 69)
CRA ADVISORS	3128M8CH5	FHLMC POOL #G0-6072	-8,360 350 PRINCIPAL PAYMENTS	07/16/2012	8,360 35	(9,055 30)	(694 95)
CRA ADVISORS	3128M8CH5	FHLMC POOL #G0-6072	-3,641 720 PRINCIPAL PAYMENTS	08/15/2012	3,641 72	(3,944 44)	(302 72)
CRA ADVISORS	3128M8CH5	FHLMC POOL #G0-6072	-1,176 150 PRINCIPAL PAYMENTS	09/17/2012	1,176 15	(1,273 92)	(97 77)
CRA ADVISORS	3128M8CH5	FHLMC POOL #G0-6072	-230 360 PRINCIPAL PAYMENTS	10/15/2012	230 36	(249 51)	(19 15)
CRA ADVISORS	3128M8CH5	FHLMC POOL #G0-6072	-2,857 960 PRINCIPAL PAYMENTS	11/15/2012	2,857 96	(3,095 53)	(237 57)
CRA ADVISORS	3128M8CH5	FHLMC POOL #G0-6072	-8,254 240 PRINCIPAL PAYMENTS	12/17/2012	8,254 24	(8,940 37)	(686 13)
CRA ADVISORS	31377UB36	FNMA POOL #0387158	-309 820 PRINCIPAL PAYMENTS	01/25/2012	309 82	(310 54)	(0 72)
CRA ADVISORS	31377UB36	FNMA POOL #0387158	-311 530 PRINCIPAL PAYMENTS	02/27/2012	311 53	(312 26)	(0 73)
CRA ADVISORS	31377UB36	FNMA POOL #0387158	-394 260 PRINCIPAL PAYMENTS	03/26/2012	394 26	(395 18)	(0 92)
CRA ADVISORS	31377UB36	FNMA POOL #0387158	-315 440 PRINCIPAL PAYMENTS	04/25/2012	315 44	(316 18)	(0 74)
CRA ADVISORS	31377UB36	FNMA POOL #0387158	-357 560 PRINCIPAL PAYMENTS	05/25/2012	357 56	(358 40)	(0 84)
CRA ADVISORS	31377UB36	FNMA POOL #0387158	-319 170 PRINCIPAL PAYMENTS	06/25/2012	319 17	(319 92)	(0 75)
CRA ADVISORS	31377UB36	FNMA POOL #0387158	-361 190 PRINCIPAL PAYMENTS	07/25/2012	361 19	(362 03)	(0 84)
CRA ADVISORS	31377UB36	FNMA POOL #0387158	-322 940 PRINCIPAL PAYMENTS	08/27/2012	322 94	(323 70)	(0 76)

CRA ADVISORS	31377UB36	FNMA	POOL #0387158	-324 720 PRINCIPAL PAYMENTS	09/25/2012	324 72	(325 48)	(0 76)
CRA ADVISORS	31377UB36	FNMA	POOL #0387158	-366 590 PRINCIPAL PAYMENTS	10/25/2012	366 59	(367 45)	(0 86)
CRA ADVISORS	31377UB36	FNMA	POOL #0387158	-328 550 PRINCIPAL PAYMENTS	11/26/2012	328 55	(329 32)	(0 77)
CRA ADVISORS	31377UB36	FNMA	POOL #0387158	-370 320 PRINCIPAL PAYMENTS	12/26/2012	370 32	(371 19)	(0 87)
CRA ADVISORS	31381KRQ4	FNMA	POOL #0463195	-103 980 PRINCIPAL PAYMENTS	01/25/2012	103 98	(110 87)	(6 88)
CRA ADVISORS	31381KRQ4	FNMA	POOL #0463195	-104 640 PRINCIPAL PAYMENTS	02/27/2012	104 64	(111 57)	(6 93)
CRA ADVISORS	31381KRQ4	FNMA	POOL #0463195	-105 310 PRINCIPAL PAYMENTS	03/26/2012	105 31	(112 29)	(6 98)
CRA ADVISORS	31381KRQ4	FNMA	POOL #0463195	-105 970 PRINCIPAL PAYMENTS	04/25/2012	105 97	(112 99)	(7 02)
CRA ADVISORS	31381KRQ4	FNMA	POOL #0463195	-106 650 PRINCIPAL PAYMENTS	05/25/2012	106 65	(113 72)	(7 07)
CRA ADVISORS	31381KRQ4	FNMA	POOL #0463195	-107 320 PRINCIPAL PAYMENTS	06/25/2012	107 32	(114 43)	(7 11)
CRA ADVISORS	31381KRQ4	FNMA	POOL #0463195	-108 000 PRINCIPAL PAYMENTS	07/25/2012	108 00	(115 15)	(7 15)
CRA ADVISORS	31381KRQ4	FNMA	POOL #0463195	-108 690 PRINCIPAL PAYMENTS	08/27/2012	108 69	(115 89)	(7 20)
CRA ADVISORS	31381KRQ4	FNMA	POOL #0463195	-109 380 PRINCIPAL PAYMENTS	09/25/2012	109 38	(116 63)	(7 25)
CRA ADVISORS	31381KRQ4	FNMA	POOL #0463195	-110 070 PRINCIPAL PAYMENTS	10/25/2012	110 07	(117 36)	(7 29)
CRA ADVISORS	31381KRQ4	FNMA	POOL #0463195	-110 770 PRINCIPAL PAYMENTS	11/26/2012	110 77	(118 11)	(7 34)
CRA ADVISORS	31381LFR3	FNMA	POOL #0463776	-111 470 PRINCIPAL PAYMENTS	12/26/2012	111 47	(118 85)	(7 38)
CRA ADVISORS	31381LFR3	FNMA	POOL #0463776	-192 950 PRINCIPAL PAYMENTS	01/25/2012	192 95	(198 29)	(5 34)
CRA ADVISORS	31381LFR3	FNMA	POOL #0463776	-193 970 PRINCIPAL PAYMENTS	02/27/2012	193 97	(199 33)	(5 36)
CRA ADVISORS	31381LFR3	FNMA	POOL #0463776	-263 990 PRINCIPAL PAYMENTS	03/26/2012	263 99	(271 29)	(7 30)
CRA ADVISORS	31381LFR3	FNMA	POOL #0463776	-196 380 PRINCIPAL PAYMENTS	04/25/2012	196 38	(201 81)	(5 43)
CRA ADVISORS	31381LFR3	FNMA	POOL #0463776	-231 850 PRINCIPAL PAYMENTS	05/25/2012	231 85	(238 26)	(6 41)
CRA ADVISORS	31381LFR3	FNMA	POOL #0463776	-198 640 PRINCIPAL PAYMENTS	06/25/2012	198 64	(204 13)	(5 48)
CRA ADVISORS	31381LFR3	FNMA	POOL #0463776	-234 040 PRINCIPAL PAYMENTS	07/25/2012	234 04	(240 51)	(6 47)
CRA ADVISORS	31381LFR3	FNMA	POOL #0463776	-200 930 PRINCIPAL PAYMENTS	08/27/2012	200 93	(206 49)	(5 56)
CRA ADVISORS	31381LFR3	FNMA	POOL #0463776	-201 990 PRINCIPAL PAYMENTS	09/25/2012	201 99	(207 58)	(5 59)
CRA ADVISORS	31381LFR3	FNMA	POOL #0463776	-237 300 PRINCIPAL PAYMENTS	10/25/2012	237 30	(243 86)	(6 56)
CRA ADVISORS	31381LFR3	FNMA	POOL #0463776	-204 310 PRINCIPAL PAYMENTS	11/26/2012	204 31	(209 96)	(5 65)
CRA ADVISORS	31381LFR3	FNMA	POOL #0463776	-239 550 PRINCIPAL PAYMENTS	12/26/2012	239 55	(246 18)	(6 63)
CRA ADVISORS	31381RKY9	FNMA	POOL #0468411	-2 907 160 PRINCIPAL PAYMENTS	01/25/2012	2 907 16	(2 979 84)	(72 68)
CRA ADVISORS	31381RKY9	FNMA	POOL #0468411	-2 919 730 PRINCIPAL PAYMENTS	02/27/2012	2 919 73	(2 992 72)	(72 99)
CRA ADVISORS	31381RKY9	FNMA	POOL #0468411	-3 051 380 PRINCIPAL PAYMENTS	03/26/2012	3 051 38	(3 127 66)	(76 28)
CRA ADVISORS	31381RKY9	FNMA	POOL #0468411	-2 945 540 PRINCIPAL PAYMENTS	04/25/2012	2 945 54	(3 019 18)	(73 64)
CRA ADVISORS	31381RKY9	FNMA	POOL #0468411	-3 016 950 PRINCIPAL PAYMENTS	05/25/2012	3 016 95	(3 092 37)	(75 42)
CRA ADVISORS	31381RKY9	FNMA	POOL #0468411	-2 971 320 PRINCIPAL PAYMENTS	06/25/2012	2 971 32	(3 045 60)	(74 28)
CRA ADVISORS	31381RKY9	FNMA	POOL #0468411	-3 042 000 PRINCIPAL PAYMENTS	07/25/2012	3 042 00	(3 118 05)	(76 05)
CRA ADVISORS	31381RKY9	FNMA	POOL #0468411	-2 997 310 PRINCIPAL PAYMENTS	08/27/2012	2 997 31	(3 072 24)	(74 93)
CRA ADVISORS	31381RKY9	FNMA	POOL #0468411	-3 010 270 PRINCIPAL PAYMENTS	09/25/2012	3 010 27	(3 085 53)	(75 26)
CRA ADVISORS	31381RKY9	FNMA	POOL #0468411	-3 079 860 PRINCIPAL PAYMENTS	10/25/2012	3 079 86	(3 156 86)	(77 00)
CRA ADVISORS	31381RKY9	FNMA	POOL #0468411	-3 036 590 PRINCIPAL PAYMENTS	11/26/2012	3 036 59	(3 112 50)	(75 91)
CRA ADVISORS	31381RKY9	FNMA	POOL #0468411	-3 105 450 PRINCIPAL PAYMENTS	12/26/2012	3 105 45	(3 183 09)	(77 64)
CRA ADVISORS	31381UB89	FNMA	POOL #0470863	-324 460 PRINCIPAL PAYMENTS	05/25/2012	324 46	(336 98)	(12 52)
CRA ADVISORS	31381UB89	FNMA	POOL #0470863	-293 930 PRINCIPAL PAYMENTS	06/25/2012	293 93	(305 27)	(11 34)
CRA ADVISORS	31381UB89	FNMA	POOL #0470863	-326 820 PRINCIPAL PAYMENTS	07/25/2012	326 82	(339 43)	(12 61)
CRA ADVISORS	31381UB89	FNMA	POOL #0470863	-296 380 PRINCIPAL PAYMENTS	08/27/2012	296 38	(307 82)	(11 44)
CRA ADVISORS	31381UB89	FNMA	POOL #0470863	-297 550 PRINCIPAL PAYMENTS	09/25/2012	297 55	(309 03)	(11 48)
CRA ADVISORS	31381UB89	FNMA	POOL #0470863	-330 330 PRINCIPAL PAYMENTS	10/25/2012	330 33	(343 08)	(12 75)
CRA ADVISORS	31381UB89	FNMA	POOL #0470863	-300 030 PRINCIPAL PAYMENTS	11/26/2012	300 03	(311 61)	(11 58)
CRA ADVISORS	31381UB89	FNMA	POOL #0470863	-332 740 PRINCIPAL PAYMENTS	12/26/2012	332 74	(345 58)	(12 84)
CRA ADVISORS	31410LA77	FNMA	POOL #0890230	-3 002 260 PRINCIPAL PAYMENTS	01/25/2012	3 002 26	(3 181 93)	(179 67)
CRA ADVISORS	31410LA77	FNMA	POOL #0890230	-6 420 960 PRINCIPAL PAYMENTS	02/27/2012	6 420 96	(6 805 21)	(384 25)
CRA ADVISORS	31410LA77	FNMA	POOL #0890230	-6 453 390 PRINCIPAL PAYMENTS	03/26/2012	6 453 39	(6 839 58)	(386 19)
CRA ADVISORS	31410LA77	FNMA	POOL #0890230	-3 357 480 PRINCIPAL PAYMENTS	04/25/2012	3 357 48	(3 558 40)	(200 92)
CRA ADVISORS	31410LA77	FNMA	POOL #0890230	-1 745 350 PRINCIPAL PAYMENTS	05/25/2012	1 745 35	(1 849 80)	(104 45)

CRA ADVISORS	31410LA77	FNMA	POOL #0890230	-8,523 190 PRINCIPAL PAYMENTS	06/25/2012	8,523 19	(9,033 25)	(510 06)
CRA ADVISORS	31410LA77	FNMA	POOL #0890230	-12,861 820 PRINCIPAL PAYMENTS	07/25/2012	12,861 82	(13,631 52)	(769 70)
CRA ADVISORS	31410LA77	FNMA	POOL #0890230	-2,957 000 PRINCIPAL PAYMENTS	08/27/2012	2,957 00	(3,133 96)	(176 96)
CRA ADVISORS	31410LA77	FNMA	POOL #0890230	-6,151 230 PRINCIPAL PAYMENTS	09/25/2012	6,151 23	(6,519 34)	(368 11)
CRA ADVISORS	31410LA77	FNMA	POOL #0890230	-4,517 710 PRINCIPAL PAYMENTS	10/25/2012	4,517 71	(4,788 07)	(270 36)
CRA ADVISORS	31410LA77	FNMA	POOL #0890230	-8,636 050 PRINCIPAL PAYMENTS	11/26/2012	8,636 05	(9,152 86)	(516 81)
CRA ADVISORS	31410LA77	FNMA	POOL #0890230	-15,276 410 PRINCIPAL PAYMENTS	12/26/2012	15,276 41	(16,190 61)	(914 20)
CRA ADVISORS	3138M5KL2	FNMA	POOL #0AP2098	-534 100 PRINCIPAL PAYMENTS	09/25/2012	534 10	(567 82)	(33 72)
CRA ADVISORS	3138M5KL2	FNMA	POOL #0AP2098	-542 860 PRINCIPAL PAYMENTS	10/25/2012	542 86	(577 13)	(34 27)
CRA ADVISORS	3138M5KL2	FNMA	POOL #0AP2098	-576 620 PRINCIPAL PAYMENTS	11/26/2012	576 62	(613 02)	(36 40)
CRA ADVISORS	3138M5KL2	FNMA	POOL #0AP2098	-565 450 PRINCIPAL PAYMENTS	12/26/2012	565 45	(601 14)	(35 69)
CRA ADVISORS	3138M5KL2	FNMA	POOL #0AP2098	-382 040 PRINCIPAL PAYMENTS	02/26/2012	382 04	(402 69)	(20 65)
CRA ADVISORS	3138MFS46	FNMA	POOL #0AQ0512	-572 970 PRINCIPAL PAYMENTS	01/17/2012	572 97	(611 20)	(38 23)
CRA ADVISORS	3620ASKK4	GNMA	POOL #0738398	-605 910 PRINCIPAL PAYMENTS	02/15/2012	605 91	(646 34)	(40 43)
CRA ADVISORS	3620ASKK4	GNMA	POOL #0738398	-588 660 PRINCIPAL PAYMENTS	03/15/2012	588 66	(627 93)	(39 27)
CRA ADVISORS	3620ASKK4	GNMA	POOL #0738398	-630 730 PRINCIPAL PAYMENTS	04/16/2012	630 73	(672 81)	(42 09)
CRA ADVISORS	3620ASKK4	GNMA	POOL #0738398	-600 240 PRINCIPAL PAYMENTS	05/15/2012	600 24	(640 29)	(40 05)
CRA ADVISORS	3620ASKK4	GNMA	POOL #0738398	-8,286 260 PRINCIPAL PAYMENTS	06/15/2012	8,286 26	(8,839 11)	(552 85)
CRA ADVISORS	3620ASKK4	GNMA	POOL #0738398	-595 680 PRINCIPAL PAYMENTS	07/16/2012	595 68	(635 42)	(39 74)
CRA ADVISORS	3620ASKK4	GNMA	POOL #0738398	-580 920 PRINCIPAL PAYMENTS	08/15/2012	580 92	(619 68)	(38 76)
CRA ADVISORS	3620ASKK4	GNMA	POOL #0738398	-599 160 PRINCIPAL PAYMENTS	09/17/2012	599 16	(639 14)	(39 98)
CRA ADVISORS	3620ASKK4	GNMA	POOL #0738398	-73,030 520 PRINCIPAL PAYMENTS	10/15/2012	73,030 52	(77,903 02)	(4,872 50)
CRA ADVISORS	3620ASKK4	GNMA	POOL #0738398	-500 980 PRINCIPAL PAYMENTS	11/15/2012	500 98	(534 40)	(33 42)
CRA ADVISORS	3620ASKK4	GNMA	POOL #0738398	-17,049 590 PRINCIPAL PAYMENTS	12/17/2012	17,049 59	(18,187 12)	(1,137 53)
CRA ADVISORS	3620C0XA1	GNMA	POOL #0745073	-372 990 PRINCIPAL PAYMENTS	01/17/2012	372 99	(383 89)	(10 90)
CRA ADVISORS	3620C0XA1	GNMA	POOL #0745073	-309 520 PRINCIPAL PAYMENTS	02/15/2012	309 52	(318 56)	(9 04)
CRA ADVISORS	3620C0XA1	GNMA	POOL #0745073	-12,147 920 PRINCIPAL PAYMENTS	03/15/2012	12,147 92	(12,502 87)	(354 95)
CRA ADVISORS	3620C0XA1	GNMA	POOL #0745073	-296 940 PRINCIPAL PAYMENTS	04/16/2012	296 94	(305 62)	(8 68)
CRA ADVISORS	3620C0XA1	GNMA	POOL #0745073	-302 570 PRINCIPAL PAYMENTS	05/15/2012	302 57	(311 41)	(8 84)
CRA ADVISORS	3620C0XA1	GNMA	POOL #0745073	-303 290 PRINCIPAL PAYMENTS	06/15/2012	303 29	(312 15)	(8 86)
CRA ADVISORS	3620C0XA1	GNMA	POOL #0745073	-417 400 PRINCIPAL PAYMENTS	07/16/2012	417 40	(429 60)	(12 20)
CRA ADVISORS	3620C0XA1	GNMA	POOL #0745073	-310 600 PRINCIPAL PAYMENTS	08/15/2012	310 60	(319 68)	(9 08)
CRA ADVISORS	3620C0XA1	GNMA	POOL #0745073	-11,487 260 PRINCIPAL PAYMENTS	09/17/2012	11,487 26	(11,822 90)	(335 64)
CRA ADVISORS	3620C0XA1	GNMA	POOL #0745073	-17,418 100 PRINCIPAL PAYMENTS	10/15/2012	17,418 10	(17,927 03)	(508 93)
CRA ADVISORS	3620C0XA1	GNMA	POOL #0745073	-292 210 PRINCIPAL PAYMENTS	11/15/2012	292 21	(300 75)	(8 54)
CRA ADVISORS	3620C0XA1	GNMA	POOL #0745073	-33,879 350 PRINCIPAL PAYMENTS	12/17/2012	33,879 35	(34,869 26)	(989 91)
CRA ADVISORS	3837M7V6	GNMA	GTD REMIC P/T 09-49 A	-246 330 PRINCIPAL PAYMENTS	01/17/2012	246 33	(244 54)	1 79
CRA ADVISORS	3837M7V6	GNMA	GTD REMIC P/T 09-49 A	-4,790 670 PRINCIPAL PAYMENTS	02/16/2012	4,790 67	(4,755 86)	34 81
CRA ADVISORS	3837M7V6	GNMA	GTD REMIC P/T 09-49 A	-242 800 PRINCIPAL PAYMENTS	03/16/2012	242 80	(241 04)	1 76
CRA ADVISORS	3837M7V6	GNMA	GTD REMIC P/T 09-49 A	-923 550 PRINCIPAL PAYMENTS	04/16/2012	923 58	(916 87)	6 71
CRA ADVISORS	3837M7V6	GNMA	GTD REMIC P/T 09-49 A	-244 260 PRINCIPAL PAYMENTS	05/16/2012	244 26	(242 49)	1 77
CRA ADVISORS	3837M7V6	GNMA	GTD REMIC P/T 09-49 A	-17,018 550 PRINCIPAL PAYMENTS	06/18/2012	17,018 55	(16,894 90)	123 65
CRA ADVISORS	3837M7V6	GNMA	GTD REMIC P/T 09-49 A	-231 300 PRINCIPAL PAYMENTS	07/16/2012	231 30	(229 62)	1 68
CRA ADVISORS	3837M7V6	GNMA	GTD REMIC P/T 09-49 A	-4,512 370 PRINCIPAL PAYMENTS	08/16/2012	4,512 37	(4,479 58)	32 79
CRA ADVISORS	3837M7V6	GNMA	GTD REMIC P/T 09-49 A	-229 470 PRINCIPAL PAYMENTS	09/17/2012	229 47	(227 80)	1 67
CRA ADVISORS	3837M7V6	GNMA	GTD REMIC P/T 09-49 A	-230 510 PRINCIPAL PAYMENTS	10/16/2012	230 51	(228 84)	1 67
CRA ADVISORS	3837M7V6	GNMA	GTD REMIC P/T 09-49 A	-231 550 PRINCIPAL PAYMENTS	11/16/2012	231 55	(229 87)	1 68
CRA ADVISORS	3837M7V6	GNMA	GTD REMIC P/T 09-49 A	-24,463 670 PRINCIPAL PAYMENTS	12/17/2012	24,463 67	(24,285 92)	177 75
CRA ADVISORS	8316AK3J0	SBA	GTD LN POOL CTF #508901	-814 910 PRINCIPAL PAYMENTS	01/27/2012	814 91	(814 91)	0 00
CRA ADVISORS	8316AK3J0	SBA	GTD LN POOL CTF #508901	-815 720 PRINCIPAL PAYMENTS	03/29/2012	815 72	(815 72)	0 00
CRA ADVISORS	8316AK3J0	SBA	GTD LN POOL CTF #508901	-815 320 PRINCIPAL PAYMENTS	02/29/2012	815 32	(815 32)	0 00
CRA ADVISORS	8316AK3J0	SBA	GTD LN POOL CTF #508901	-816 130 PRINCIPAL PAYMENTS	04/30/2012	816 13	(816 13)	0 00
CRA ADVISORS	8316AK3J0	SBA	GTD LN POOL CTF #508901	-816 540 PRINCIPAL PAYMENTS	05/29/2012	816 54	(816 54)	0 00

CRA ADVISORS	83164K3J0	SBA GTD LN POOL CTF #508901	-816 950 PRINCIPAL PAYMENTS	06/28/2012	816 95	(816 95)	0 00
CRA ADVISORS	83164K3J0	SBA GTD LN POOL CTF #508901	-817 360 PRINCIPAL PAYMENTS	07/30/2012	817 36	(817 36)	0 00
CRA ADVISORS	83164K3J0	SBA GTD LN POOL CTF #508901	-817 770 PRINCIPAL PAYMENTS	08/30/2012	817 77	(817 77)	0 00
CRA ADVISORS	83164K3J0	SBA GTD LN POOL CTF #508901	-818 180 PRINCIPAL PAYMENTS	09/28/2012	818 18	(818 18)	0 00
CRA ADVISORS	83164K3J0	SBA GTD LN POOL CTF #508901	-818 580 PRINCIPAL PAYMENTS	10/30/2012	818 58	(818 58)	0 00
CRA ADVISORS	83164K3J0	SBA GTD LN POOL CTF #508901	-818 990 PRINCIPAL PAYMENTS	11/29/2012	818 99	(818 99)	0 00
CRA ADVISORS	83164K3J0	SBA GTD LN POOL CTF #508901	-819 400 PRINCIPAL PAYMENTS	12/31/2012	819 40	(819 40)	0 00
CRA ADVISORS	83164K3J0	SBA GTD LN POOL CTF #508901	-819 810 PRINCIPAL PAYMENTS	12/01/2012	819 81	(819 81)	0 00
CRA ADVISORS	83164JLJ3	SBA GTD LN POOL CTF #507529	-775 560 PRINCIPAL PAYMENTS	02/29/2012	775 56	(775 28)	2 28
CRA ADVISORS	83164JLJ3	SBA GTD LN POOL CTF #507529	-775 940 PRINCIPAL PAYMENTS	03/29/2012	775 94	(773 66)	2 28
CRA ADVISORS	83164JLJ3	SBA GTD LN POOL CTF #507529	-776 330 PRINCIPAL PAYMENTS	04/30/2012	776 33	(774 04)	2 29
CRA ADVISORS	83164JLJ3	SBA GTD LN POOL CTF #507529	-776 720 PRINCIPAL PAYMENTS	05/29/2012	776 72	(774 43)	2 29
CRA ADVISORS	83164JLJ3	SBA GTD LN POOL CTF #507529	-777 110 PRINCIPAL PAYMENTS	06/28/2012	777 11	(774 82)	2 29
CRA ADVISORS	83164JLJ3	SBA GTD LN POOL CTF #507529	-777 500 PRINCIPAL PAYMENTS	07/30/2012	777 50	(775 21)	2 29
CRA ADVISORS	83164JLJ3	SBA GTD LN POOL CTF #507529	-777 880 PRINCIPAL PAYMENTS	08/30/2012	777 88	(775 59)	2 29
CRA ADVISORS	83164JLJ3	SBA GTD LN POOL CTF #507529	-778 270 PRINCIPAL PAYMENTS	09/28/2012	778 27	(775 98)	2 29
CRA ADVISORS	83164JLJ3	SBA GTD LN POOL CTF #507529	-778 670 PRINCIPAL PAYMENTS	10/30/2012	778 67	(776 38)	2 29
CRA ADVISORS	83164JLJ3	SBA GTD LN POOL CTF #507529	-779 050 PRINCIPAL PAYMENTS	11/29/2012	779 05	(776 76)	2 29
CRA ADVISORS	83164JLJ3	SBA GTD LN POOL CTF #507529	-779 440 PRINCIPAL PAYMENTS	12/31/2012	779 44	(777 15)	2 29
CRA ADVISORS	83164K2X0	SBA GTD LN POOL CTF #508890	-779 830 PRINCIPAL PAYMENTS	12/01/2012	779 83	(777 53)	2 30
CRA ADVISORS	83164K2X0	SBA GTD LN POOL CTF #508890	-538 530 PRINCIPAL PAYMENTS	02/29/2012	538 53	(543 24)	(4 71)
CRA ADVISORS	83164K2X0	SBA GTD LN POOL CTF #508890	-206 080 PRINCIPAL PAYMENTS	03/29/2012	206 08	(207 88)	(1 80)
CRA ADVISORS	83164K2X0	SBA GTD LN POOL CTF #508890	-96 260 PRINCIPAL PAYMENTS	04/30/2012	96 26	(97 10)	(0 84)
CRA ADVISORS	83164K2X0	SBA GTD LN POOL CTF #508890	-96 330 PRINCIPAL PAYMENTS	05/29/2012	96 33	(97 17)	(0 84)
CRA ADVISORS	83164K2X0	SBA GTD LN POOL CTF #508890	-1,173 960 PRINCIPAL PAYMENTS	06/28/2012	1,173 96	(1,184 23)	(10 27)
CRA ADVISORS	83164K2X0	SBA GTD LN POOL CTF #508890	-85 640 PRINCIPAL PAYMENTS	07/30/2012	85 64	(86 39)	(0 75)
CRA ADVISORS	83164K2X0	SBA GTD LN POOL CTF #508890	-85 710 PRINCIPAL PAYMENTS	08/30/2012	85 71	(86 46)	(0 75)
CRA ADVISORS	83164K2X0	SBA GTD LN POOL CTF #508890	-85 770 PRINCIPAL PAYMENTS	09/28/2012	85 77	(86 52)	(0 75)
CRA ADVISORS	83164K2X0	SBA GTD LN POOL CTF #508890	-97 690 PRINCIPAL PAYMENTS	10/30/2012	97 69	(98 54)	(0 85)
CRA ADVISORS	83164K2X0	SBA GTD LN POOL CTF #508890	-85 780 PRINCIPAL PAYMENTS	11/29/2012	85 78	(86 53)	(0 75)
CRA ADVISORS	83164K2X0	SBA GTD LN POOL CTF #508890	-85 840 PRINCIPAL PAYMENTS	11/01/2012	85 84	(86 59)	(0 75)
CRA ADVISORS	83164K2X0	SBA GTD LN POOL CTF #508890	-513 770 PRINCIPAL PAYMENTS	12/01/2012	513 77	(518 27)	(4 50)
CRA ADVISORS	83162CRA3	SBA GTD PARTN CTF# 2007-20E 1	-23,390 700 PRINCIPAL PAYMENTS	05/01/2012	23,390 70	(25,042 67)	(1,651 97)
CRA ADVISORS	83162CRA3	SBA GTD PARTN CTF# 2007-20E 1	-24,230 010 PRINCIPAL PAYMENTS	11/01/2012	24,230 01	(25,941 25)	(1,711 24)
CRA ADVISORS	92812T8P9	VIRGINIA ST HSG DEV AUTH CMWLT	-3,256 370 PRINCIPAL PAYMENTS	01/25/2012	3,256 37	(3,278 35)	(21 98)
CRA ADVISORS	92812T8P9	VIRGINIA ST HSG DEV AUTH CMWLT	-951 300 PRINCIPAL PAYMENTS	02/27/2012	951 30	(957 72)	(6 42)
CRA ADVISORS	92812T8P9	VIRGINIA ST HSG DEV AUTH CMWLT	-7,468 600 PRINCIPAL PAYMENTS	03/26/2012	7,468 60	(7,519 02)	(50 42)
CRA ADVISORS	92812T8P9	VIRGINIA ST HSG DEV AUTH CMWLT	-7,871 330 PRINCIPAL PAYMENTS	04/25/2012	7,871 33	(7,924 47)	(53 14)
CRA ADVISORS	92812T8P9	VIRGINIA ST HSG DEV AUTH CMWLT	-944 920 PRINCIPAL PAYMENTS	05/25/2012	944 92	(951 30)	(6 38)
CRA ADVISORS	92812T8P9	VIRGINIA ST HSG DEV AUTH CMWLT	-984 370 PRINCIPAL PAYMENTS	06/26/2012	984 37	(991 02)	(6 65)
CRA ADVISORS	92812T8P9	VIRGINIA ST HSG DEV AUTH CMWLT	-7,475 970 PRINCIPAL PAYMENTS	07/25/2012	7,475 97	(7,526 44)	(50 47)
CRA ADVISORS	92812T8P9	VIRGINIA ST HSG DEV AUTH CMWLT	-4,961 010 PRINCIPAL PAYMENTS	08/28/2012	4,961 01	(4,994 50)	(33 49)
CRA ADVISORS	92812T8P9	VIRGINIA ST HSG DEV AUTH CMWLT	-947 080 PRINCIPAL PAYMENTS	09/25/2012	947 08	(953 47)	(6 39)
CRA ADVISORS	92812T8P9	VIRGINIA ST HSG DEV AUTH CMWLT	-924 850 PRINCIPAL PAYMENTS	10/25/2012	924 85	(931 09)	(6 24)
CRA ADVISORS	92812T8P9	VIRGINIA ST HSG DEV AUTH CMWLT	-7,087 210 PRINCIPAL PAYMENTS	11/26/2012	7,087 21	(7,135 05)	(47 84)
CRA ADVISORS	92812T8P9	VIRGINIA ST HSG DEV AUTH CMWLT	-5,507 000 PRINCIPAL PAYMENTS	12/26/2012	5,507 00	(5,544 18)	(37 18)
CRA ADVISORS	04785RAQ6	ATLANTA GA URBAN RSDL FIN AUTH	-200,000 000 SALES	01/30/2012	224,200 00	(200,297 11)	23,902 89
CRA ADVISORS	04785RAQ6	ATLANTA GA URBAN RSDL FIN AUTH	0 000 SALES	01/30/2012	0 00	0 00	0 00
CRA ADVISORS	12625LAC7	CRF 18 LLC USA CMNTY 144A A3	-17,180 760 CORPORATE ACTIONS	09/04/2012	17,180 76	(17,180 76)	0 00
CRA ADVISORS	360055EB9	FULTON CNTY GA HSG AUTH	-35,000 000 CORPORATE ACTIONS	04/16/2012	35,000 00	(37,179 80)	(2,179 80)
CRA ADVISORS	360055EB9	FULTON CNTY GA HSG AUTH	-35,000 000 CORPORATE ACTIONS	10/15/2012	35,000 00	(37,179 80)	(2,179 80)
CRA ADVISORS	49130PZD9	KENTUCKY HSG CORP HSG REV	-80,000 000 CORPORATE ACTIONS	07/02/2012	80,000 00	(86,396 00)	(6,396 00)
CRA ADVISORS	49130PZD9	KENTUCKY HSG CORP HSG REV	-80,000 000 CORPORATE ACTIONS	08/01/2012	80,000 00	(86,396 00)	(6,396 00)

CRA ADVISORS	49130TBS4	KENTUCKY ST HSG CORP HSG REVEN	-25,000 000 CORPORATE ACTIONS	25,000 00	(25,500 00)	(500 00)
CRA ADVISORS	49130TBS4	KENTUCKY ST HSG CORP HSG REVEN	-25,000 000 CORPORATE ACTIONS	25,000 00	(25,500 00)	(500 00)
CRA ADVISORS	49130TPR1	KENTUCKY ST HSG CORP HSG REVEN	-10,000 000 CORPORATE ACTIONS	10,000 00	(10,371 20)	(371 20)
CRA ADVISORS	60535NB73	MISSISSIPPI ST HOME CORP	-5,000 000 CORPORATE ACTIONS	5,000 00	(5,000 00)	0 00
CRA ADVISORS	60535NB73	MISSISSIPPI ST HOME CORP	-5,000 000 CORPORATE ACTIONS	5,000 00	(5,000 00)	0 00
FRED ALGER MGMT, INC	004764106	ACME PACKET INC	-50 000 SALES	1,334 47	(2,185 75)	(851 28)
FRED ALGER MGMT, INC	004764106	ACME PACKET INC	-400 000 SALES	10,892 55	(17,486 03)	(6,593 48)
FRED ALGER MGMT, INC	004764106	ACME PACKET INC	-400 000 SALES	14,177 74	(17,486 04)	(3,308 30)
FRED ALGER MGMT, INC	004764106	ACME PACKET INC	-750 000 SALES	24,967 28	(32,786 31)	(7,819 03)
FRED ALGER MGMT, INC	004764106	ACME PACKET INC	-150 000 SALES	3,963 18	(6,557 26)	(2,594 08)
FRED ALGER MGMT, INC	004764106	ACME PACKET INC	-1,550 000 SALES	42,011 18	(67,758 39)	(25,747 21)
FRED ALGER MGMT, INC	00724F101	ADOBE SYSTEMS INC	-150 000 SALES	4,288 41	(4,236 22)	52 19
FRED ALGER MGMT, INC	00724F101	ADOBE SYSTEMS INC	-1,550 000 SALES	48,152 46	(43,774 27)	4,378 19
FRED ALGER MGMT, INC	00724F101	ADOBE SYSTEMS INC	-800 000 SALES	25,031 51	(22,553 17)	2,438 34
FRED ALGER MGMT, INC	00724F101	ADOBE SYSTEMS INC	-1,650 000 SALES	56,880 16	(46,598 43)	10,281 73
FRED ALGER MGMT, INC	00724F101	ADOBE SYSTEMS INC	-950 000 SALES	32,717 74	(26,829 39)	5,888 35
FRED ALGER MGMT, INC	00724F101	ADOBE SYSTEMS INC	-150 000 SALES	5,012 88	(4,236 22)	776 66
FRED ALGER MGMT, INC	00724F101	ADOBE SYSTEMS INC	-1,550 000 SALES	51,939 33	(43,774 28)	8,165 05
FRED ALGER MGMT, INC	012653101	ALBEMARLE CORP	-450 000 SALES	25,409 13	(25,233 35)	175 78
FRED ALGER MGMT, INC	01973R101	ALLISON TRANSMISSION HLDG INC	-2,400 000 SALES	43,474 30	(57,146 69)	(13,672 39)
FRED ALGER MGMT, INC	021441100	ALTERA CORP	-100 000 SALES	3,778 92	(3,542 58)	236 34
FRED ALGER MGMT, INC	021441100	ALTERA CORP	-550 000 SALES	20,496 84	(19,484 22)	1,012 62
FRED ALGER MGMT, INC	021441100	ALTERA CORP	-650 000 SALES	25,804 14	(23,026 80)	2,777 34
FRED ALGER MGMT, INC	021441100	ALTERA CORP	-600 000 SALES	23,549 47	(21,255 51)	2,293 96
FRED ALGER MGMT, INC	021441100	ALTERA CORP	-400 000 SALES	15,023 66	(14,170 34)	853 32
FRED ALGER MGMT, INC	023135106	AMAZON COM INC	-1,050 000 SALES	35,320 05	(37,197 13)	(1,877 08)
FRED ALGER MGMT, INC	023135106	AMAZON COM INC	-925 000 SALES	165,619 27	(177,295 06)	(11,675 79)
FRED ALGER MGMT, INC	02503X105	AMERICAN CAPITAL AGENCY CORP	-50 000 SALES	11,326 24	(10,835 16)	491 08
FRED ALGER MGMT, INC	02503X105	AMERICAN CAPITAL AGENCY CORP	-3,250 000 SALES	33,625 18	(30,817 50)	2,807 68
FRED ALGER MGMT, INC	025816109	AMERICAN EXPRESS CO	-50 000 SALES	106,770 50	(95,387 50)	11,383 00
FRED ALGER MGMT, INC	025816109	AMERICAN EXPRESS CO	-500 000 SALES	2,418 45	(2,352 00)	66 45
FRED ALGER MGMT, INC	025816109	AMERICAN EXPRESS CO	-750 000 SALES	26,676 46	(23,519 95)	3,156 51
FRED ALGER MGMT, INC	025816109	AMERICAN EXPRESS CO	-50 000 SALES	40,401 59	(35,279 92)	5,121 67
FRED ALGER MGMT, INC	025816109	AMERICAN EXPRESS CO	-50 000 SALES	2,789 93	(2,352 00)	437 93
FRED ALGER MGMT, INC	031100100	AMETEK INC	-50 000 SALES	2,149 95	(2,009 61)	140 34
FRED ALGER MGMT, INC	031100100	AMETEK INC	-450 000 SALES	21,320 50	(18,086 49)	3,234 01
FRED ALGER MGMT, INC	031100100	AMETEK INC	-500 000 SALES	24,101 68	(20,096 10)	4,005 58
FRED ALGER MGMT, INC	031100100	AMETEK INC	-300 000 SALES	14,766 86	(12,891 51)	1,875 35
FRED ALGER MGMT, INC	031100100	AMETEK INC	-1,450 000 SALES	51,037 11	(41,539 31)	9,497 80
FRED ALGER MGMT, INC	031100100	AMETEK INC	-1,700 000 SALES	59,826 24	(48,701 26)	11,124 98
FRED ALGER MGMT, INC	032511107	ANADARKO PETROLEUM CORP	-50 000 SALES	1,809 95	(1,432 39)	377 56
FRED ALGER MGMT, INC	037604105	APOLLO GROUP INC	-50 000 SALES	3,521 42	(4,236 85)	(715 43)
FRED ALGER MGMT, INC	037604105	APOLLO GROUP INC	-50 000 SALES	2,843 94	(2,359 05)	484 89
FRED ALGER MGMT, INC	037604105	APOLLO GROUP INC	-1,650 000 SALES	87,597 91	(77,848 65)	9,749 26
FRED ALGER MGMT, INC	037833100	APPLE INC	-50 000 SALES	21,155 59	(16,029 49)	5,126 10
FRED ALGER MGMT, INC	037833100	APPLE INC	-250 000 SALES	150,563 12	(92,356 70)	58,206 42
FRED ALGER MGMT, INC	037833100	APPLE INC	-50 000 SALES	27,074 39	(20,639 57)	6,434 82
FRED ALGER MGMT, INC	N07059186	ASML HOLDING NV NY REGISTERED	-150 000 SALES	8,251 31	(7,133 16)	1,118 15
FRED ALGER MGMT, INC	N07059186	ASML HOLDING NV NY REGISTERED	-500 000 SALES	27,629 38	(23,777 19)	3,852 19
FRED ALGER MGMT, INC	057224107	BAKER HUGHES INC	-50 000 SALES	2,572 58	(3,186 89)	(614 31)
FRED ALGER MGMT, INC	057224107	BAKER HUGHES INC	-350 000 SALES	16,962 16	(22,308 26)	(5,346 10)
FRED ALGER MGMT, INC	057224107	BAKER HUGHES INC	-2,350 000 SALES	96,031 77	(149,784 03)	(53,752 26)

FRED ALGER MGMT, INC	09253U108	BLACKSTONE GROUP LP	-300 000 SALES	01/12/2012	4,550 91	(4,078 59)	472 32
FRED ALGER MGMT, INC	09253U108	BLACKSTONE GROUP LP	-1,200 000 SALES	01/24/2012	18,744 00	(16,315 37)	2,428 63
FRED ALGER MGMT, INC	09253U108	BLACKSTONE GROUP LP	-1,450 000 SALES	02/01/2012	22,608 25	(19,714 03)	2,894 22
FRED ALGER MGMT, INC	09253U108	BLACKSTONE GROUP LP	-1,800 000 SALES	02/07/2012	29,886 80	(24,546 55)	5,340 25
FRED ALGER MGMT, INC	09253U108	BLACKSTONE GROUP LP	-1,900 000 SALES	02/07/2012	31,455 03	(26,290 42)	5,164 61
FRED ALGER MGMT, INC	09253U108	BLACKSTONE GROUP LP	-6,400 000 SALES	05/30/2012	76,827 71	(66,108 30)	(9,280 59)
FRED ALGER MGMT, INC	097023105	BOEING CO/THE	-150 000 SALES	07/16/2012	10,772 06	(10,080 78)	691 28
FRED ALGER MGMT, INC	097023105	BOEING CO/THE	-700 000 SALES	07/19/2012	51,140 85	(47,043 64)	4,097 21
FRED ALGER MGMT, INC	097023105	BOEING CO/THE	-50 000 SALES	11/15/2012	3,601 91	(3,360 26)	241 65
FRED ALGER MGMT, INC	110122108	BRISTOL-MYERS SQUIBB CO	-50 000 SALES	11/15/2012	1,620 71	(1,672 75)	(52 04)
FRED ALGER MGMT, INC	111320107	BROADCOM CORP	-150 000 SALES	01/12/2012	4,630 41	(5,040 88)	(410 47)
FRED ALGER MGMT, INC	111320107	BROADCOM CORP	-1,750 000 SALES	01/23/2012	58,335 12	(58,810 21)	(475 09)
FRED ALGER MGMT, INC	111320107	BROADCOM CORP	-600 000 SALES	02/21/2012	22,228 75	(20,163 50)	2,065 25
FRED ALGER MGMT, INC	111320107	BROADCOM CORP	-300 000 SALES	03/14/2012	10,802 80	(10,081 75)	721 05
FRED ALGER MGMT, INC	111320107	BROADCOM CORP	-950 000 SALES	04/05/2012	36,841 50	(31,925 54)	4,915 96
FRED ALGER MGMT, INC	111320107	BROADCOM CORP	-700 000 SALES	04/09/2012	26,893 39	(23,524 08)	3,369 31
FRED ALGER MGMT, INC	111320107	BROADCOM CORP	-750 000 SALES	04/10/2012	28,036 17	(25,204 38)	2,831 79
FRED ALGER MGMT, INC	111320107	BROADCOM CORP	-50 000 SALES	11/15/2012	1,536 46	(1,605 85)	(69 39)
FRED ALGER MGMT, INC	115637209	BROWN-FORMAN CORP	-1,000 000 SALES	03/13/2012	79,738 76	(70,559 19)	9,179 57
FRED ALGER MGMT, INC	127387108	CADENCE DESIGN SYSTEMS INC	-200 000 SALES	11/15/2012	2,529 94	(2,570 56)	(40 62)
FRED ALGER MGMT, INC	133131102	CAMDEN PROPERTY TRUST	-50 000 SALES	11/15/2012	3,279 92	(3,467 30)	(187 38)
FRED ALGER MGMT, INC	133428105	CAMERON INTERNATIONAL CORP	-50 000 SALES	01/12/2012	2,528 95	(2,483 22)	45 73
FRED ALGER MGMT, INC	133428105	CAMERON INTERNATIONAL CORP	-400 000 SALES	03/14/2012	21,785 88	(19,865 79)	1,920 09
FRED ALGER MGMT, INC	133428105	CAMERON INTERNATIONAL CORP	-400 000 SALES	08/07/2012	19,779 15	(19,177 31)	601 84
FRED ALGER MGMT, INC	133428105	CAMERON INTERNATIONAL CORP	-2,150 000 SALES	10/29/2012	110,326 06	(103,078 06)	7,248 00
FRED ALGER MGMT, INC	14040H105	CAPITAL ONE FINANCIAL CORP	-50 000 SALES	11/15/2012	2,935 43	(2,787 50)	147 93
FRED ALGER MGMT, INC	14149Y108	CARDINAL HEALTH INC	-50 000 SALES	11/15/2012	2,012 95	(1,975 54)	37 41
FRED ALGER MGMT, INC	14309L102	CARLYLE GROUPTHE	-1,150 000 SALES	05/30/2012	23,282 03	(25,320 00)	(2,037 97)
FRED ALGER MGMT, INC	14888B103	CATALYST HEALTH SOLUTIONS INC	-550 000 SALES	03/14/2012	34,444 33	(32,006 50)	2,437 83
FRED ALGER MGMT, INC	14888B103	CATALYST HEALTH SOLUTIONS INC	-450 000 SALES	04/05/2012	28,246 40	(26,187 13)	2,059 27
FRED ALGER MGMT, INC	14888B103	CATALYST HEALTH SOLUTIONS INC	-1,800 000 SALES	04/24/2012	155,181 90	(104,748 53)	50,433 37
FRED ALGER MGMT, INC	149123101	CATERPILLAR INC	-500 000 SALES	07/17/2012	39,669 86	(58,148 75)	(18,478 89)
FRED ALGER MGMT, INC	124857202	CBS CORP	-100 000 SALES	01/12/2012	2,785 94	(2,455 60)	330 34
FRED ALGER MGMT, INC	124857202	CBS CORP	-1,200 000 SALES	03/14/2012	36,707 33	(31,144 91)	5,562 42
FRED ALGER MGMT, INC	124857202	CBS CORP	-1,100 000 SALES	04/04/2012	36,959 17	(28,549 50)	8,409 67
FRED ALGER MGMT, INC	124857202	CBS CORP	-100 000 SALES	11/15/2012	3,466 92	(2,595 41)	871 51
FRED ALGER MGMT, INC	150870103	CELANESE CORP	-1,100 000 SALES	05/30/2012	44,278 73	(53,120 43)	(8,841 70)
FRED ALGER MGMT, INC	150870103	CELANESE CORP	-2,000 000 SALES	09/14/2012	79,731 81	(88,918 58)	(9,186 77)
FRED ALGER MGMT, INC	125269100	CF INDUSTRIES HOLDINGS INC	-300 000 SALES	12/04/2012	63,679 33	(57,759 00)	5,920 33
FRED ALGER MGMT, INC	169656105	CHIPOTLE MEXICAN GRILL INC	-200 000 SALES	10/23/2012	57,253 87	(70,434 81)	(13,180 94)
FRED ALGER MGMT, INC	169656105	CHIPOTLE MEXICAN GRILL INC	-100 000 SALES	12/04/2012	26,477 25	(26,337 51)	139 74
FRED ALGER MGMT, INC	125509109	CIGNA CORPORATION COM	-100 000 SALES	01/12/2012	4,373 91	(4,330 82)	43 09
FRED ALGER MGMT, INC	125509109	CIGNA CORPORATION COM	-2,000 000 SALES	02/09/2012	85,930 75	(86,616 45)	(685 70)
FRED ALGER MGMT, INC	125509109	CIGNA CORPORATION COM	-700 000 SALES	03/18/2012	31,537 23	(30,315 76)	1,221 47
FRED ALGER MGMT, INC	125509109	CIGNA CORPORATION COM	-650 000 SALES	08/08/2012	28,163 86	(30,195 42)	(2,031 56)
FRED ALGER MGMT, INC	125509109	CIGNA CORPORATION COM	-100 000 SALES	11/15/2012	5,246 88	(4,645 45)	601 43
FRED ALGER MGMT, INC	125509109	CIGNA CORPORATION COM	-400 000 SALES	11/23/2012	20,707 53	(18,581 80)	2,125 73
FRED ALGER MGMT, INC	12725R102	CISCO SYSTEMS INC	-900 000 SALES	04/10/2012	18,305 58	(18,308 21)	(2 63)
FRED ALGER MGMT, INC	12725R102	CISCO SYSTEMS INC	-2,350 000 SALES	08/30/2012	45,343 41	(45,427 43)	(84 02)
FRED ALGER MGMT, INC	12725R102	CISCO SYSTEMS INC	-200 000 SALES	11/15/2012	3,389 92	(3,866 16)	(476 24)
FRED ALGER MGMT, INC	12725R102	CISCO SYSTEMS INC	-1,700 000 SALES	11/23/2012	31,126 30	(32,862 40)	(1,736 10)
FRED ALGER MGMT, INC	172967424	CITIGROUP INC	-1,950 000 SALES	07/19/2012	52,087 04	(51,541 23)	545 81
FRED ALGER MGMT, INC	177376100	CITRIX SYSTEMS INC	-50 000 SALES	11/15/2012	2,996 43	(3,680 12)	(683 69)

FRED ALGER MGMT. INC	177376100	CITRIX SYSTEMS INC	-250 000 SALES	11/30/2012	15,149.76	(18,400.58)	(3,250.82)
FRED ALGER MGMT. INC	177376100	CITRIX SYSTEMS INC	-750 000 SALES	12/03/2012	44,294.68	(55,201.76)	(10,907.08)
FRED ALGER MGMT. INC	18683K101	CLIFFS NATURAL RESOURCES INC	-250 000 SALES	04/04/2012	17,399.61	(16,650.83)	748.78
FRED ALGER MGMT. INC	18683K101	CLIFFS NATURAL RESOURCES INC	-400 000 SALES	04/10/2012	27,221.07	(26,641.32)	579.75
FRED ALGER MGMT. INC	18683K101	CLIFFS NATURAL RESOURCES INC	-800 000 SALES	04/16/2012	53,431.20	(53,282.64)	148.56
FRED ALGER MGMT. INC	189754104	COACH INC	-50 000 SALES	01/12/2012	3,139.93	(3,054.15)	85.78
FRED ALGER MGMT. INC	189754104	COACH INC	-200 000 SALES	01/20/2012	12,511.53	(12,216.59)	294.94
FRED ALGER MGMT. INC	189754104	COACH INC	-600 000 SALES	02/21/2012	45,087.26	(36,649.77)	8,437.49
FRED ALGER MGMT. INC	189754104	COACH INC	-200 000 SALES	06/08/2012	12,739.39	(12,510.87)	228.52
FRED ALGER MGMT. INC	189754104	COACH INC	-1,800 000 SALES	10/24/2012	100,797.02	(110,056.08)	(9,259.06)
FRED ALGER MGMT. INC	192446102	COGNIZANT TECHNOLOGY SOLUTIONS	-50 000 SALES	01/12/2012	3,337.43	(3,129.34)	208.09
FRED ALGER MGMT. INC	192446102	COGNIZANT TECHNOLOGY SOLUTIONS	-950 000 SALES	02/09/2012	68,717.12	(59,457.55)	9,259.57
FRED ALGER MGMT. INC	192446102	COGNIZANT TECHNOLOGY SOLUTIONS	-100 000 SALES	04/10/2012	7,603.82	(6,258.69)	1,345.13
FRED ALGER MGMT. INC	192446102	COGNIZANT TECHNOLOGY SOLUTIONS	-1,350 000 SALES	07/17/2012	74,298.28	(83,572.24)	(9,273.96)
FRED ALGER MGMT. INC	205887102	CONAGRA FOODS INC	-3,400 000 SALES	05/30/2012	85,510.12	(90,973.51)	(5,463.39)
FRED ALGER MGMT. INC	205887102	CONAGRA FOODS INC	-1,050 000 SALES	06/08/2012	25,741.22	(28,094.76)	(2,353.54)
FRED ALGER MGMT. INC	205887102	CONAGRA FOODS INC	-4,200 000 SALES	11/05/2012	117,069.43	(112,379.04)	4,690.39
FRED ALGER MGMT. INC	20825C104	CONOCOPHILLIPS	-200 000 SALES	06/25/2012	10,987.53	(11,309.83)	(322.30)
FRED ALGER MGMT. INC	20825C104	CONOCOPHILLIPS	-2,050 000 SALES	07/03/2012	110,846.14	(115,925.77)	(5,079.63)
FRED ALGER MGMT. INC	126408103	CSX CORP	-150 000 SALES	01/12/2012	3,451.43	(3,726.36)	(274.93)
FRED ALGER MGMT. INC	126408103	CSX CORP	-1,650 000 SALES	04/05/2012	36,497.18	(40,989.99)	(4,492.81)
FRED ALGER MGMT. INC	126408103	CSX CORP	-2,150 000 SALES	05/30/2012	45,418.59	(52,023.34)	(6,604.75)
FRED ALGER MGMT. INC	126408103	CSX CORP	-1,250 000 SALES	05/00/2012	26,402.28	(30,246.12)	(3,843.84)
FRED ALGER MGMT. INC	126408103	CSX CORP	-150 000 SALES	11/15/2012	3,011.93	(3,485.76)	(473.83)
FRED ALGER MGMT. INC	231021106	CUMMINS INC	-50 000 SALES	01/12/2012	4,806.15	(4,820.93)	(14.78)
FRED ALGER MGMT. INC	231021106	CUMMINS INC	-300 000 SALES	01/24/2012	31,616.09	(28,925.61)	2,690.48
FRED ALGER MGMT. INC	231021106	CUMMINS INC	-750 000 SALES	01/26/2012	78,756.13	(72,314.01)	6,442.12
FRED ALGER MGMT. INC	231021106	CUMMINS INC	-300 000 SALES	02/09/2012	35,898.54	(28,925.61)	6,972.93
FRED ALGER MGMT. INC	231021106	CUMMINS INC	-700 000 SALES	02/28/2012	85,697.70	(67,493.08)	18,204.62
FRED ALGER MGMT. INC	232806109	CYPRESS SEMICONDUCTOR CORP	-50 000 SALES	01/12/2012	886.98	(637.50)	49.48
FRED ALGER MGMT. INC	232806109	CYPRESS SEMICONDUCTOR CORP	-6,200 000 SALES	03/14/2012	99,249.05	(107,393.67)	(8,144.62)
FRED ALGER MGMT. INC	243537107	DECKERS OUTDOOR CORP	-50 000 SALES	01/12/2012	4,201.41	(5,343.01)	(1,141.60)
FRED ALGER MGMT. INC	243537107	DECKERS OUTDOOR CORP	-950 000 SALES	02/28/2012	85,732.15	(98,635.83)	(12,903.68)
FRED ALGER MGMT. INC	243537107	DECKERS OUTDOOR CORP	-650 000 SALES	03/14/2012	44,532.19	(67,487.67)	(22,955.48)
FRED ALGER MGMT. INC	G27823106	DELPHI AUTOMOTIVE PLC	-100 000 SALES	01/12/2012	2,256.86	(2,100.74)	156.12
FRED ALGER MGMT. INC	G27823106	DELPHI AUTOMOTIVE PLC	-1,000 000 SALES	04/04/2012	31,699.28	(21,007.37)	10,691.91
FRED ALGER MGMT. INC	G27823106	DELPHI AUTOMOTIVE PLC	-750 000 SALES	05/30/2012	20,691.58	(15,755.52)	4,936.06
FRED ALGER MGMT. INC	G27823106	DELPHI AUTOMOTIVE PLC	-50 000 SALES	11/15/2012	1,611.96	(1,050.37)	561.59
FRED ALGER MGMT. INC	247916208	DENBURY RESOURCES INC	-3,150 000 SALES	05/10/2012	54,209.65	(57,112.39)	(2,902.74)
FRED ALGER MGMT. INC	247916208	DENBURY RESOURCES INC	-3,400 000 SALES	05/30/2012	51,536.04	(61,645.13)	(10,109.09)
FRED ALGER MGMT. INC	247916208	DENBURY RESOURCES INC	-2,950 000 SALES	05/30/2012	44,563.77	(53,486.21)	(8,922.44)
FRED ALGER MGMT. INC	25470F302	DISCOVERY COMMUNICATIONS INC	-700 000 SALES	05/30/2012	32,408.85	(33,112.28)	(703.43)
FRED ALGER MGMT. INC	25470F302	DISCOVERY COMMUNICATIONS INC	-1,700 000 SALES	09/14/2012	88,280.21	(80,415.52)	7,864.69
FRED ALGER MGMT. INC	256677105	DOLLAR GENERAL CORP	-50 000 SALES	01/12/2012	2,040.96	(1,542.34)	498.62
FRED ALGER MGMT. INC	256677105	DOLLAR GENERAL CORP	-1,400 000 SALES	07/02/2012	76,535.16	(53,705.20)	22,829.96
FRED ALGER MGMT. INC	256677105	DOLLAR GENERAL CORP	-50 000 SALES	11/15/2012	2,371.94	(2,007.50)	364.44
FRED ALGER MGMT. INC	260543103	DOW CHEMICAL CO/THE	-1,650 000 SALES	07/17/2012	48,845.83	(56,072.78)	(7,226.95)
FRED ALGER MGMT. INC	278642103	EBAY INC	-100 000 SALES	01/12/2012	3,052.44	(2,835.24)	217.20
FRED ALGER MGMT. INC	278642103	EBAY INC	-1,250 000 SALES	01/20/2012	38,446.51	(35,440.55)	3,005.96
FRED ALGER MGMT. INC	278642103	EBAY INC	-800 000 SALES	02/21/2012	26,575.52	(22,681.95)	3,893.57
FRED ALGER MGMT. INC	278642103	EBAY INC	-400 000 SALES	04/10/2012	14,263.68	(12,811.17)	1,452.51
FRED ALGER MGMT. INC	278642103	EBAY INC	-500 000 SALES	06/08/2012	19,769.55	(17,856.03)	1,913.52
FRED ALGER MGMT. INC	278642103	EBAY INC	-1,200 000 SALES	07/17/2012	47,116.58	(42,854.47)	4,262.11

FRED ALGER MGMT, INC	278642103	EBAY INC	-100 000 SALES	11/15/2012	4,757 89	(3,571 21)	1,186 68
FRED ALGER MGMT, INC	28176E108	EDWARDS LIFESCIENCES CORP	-350 000 SALES	03/14/2012	24,155 65	(25,749 80)	(1,594 15)
FRED ALGER MGMT, INC	28176E108	EDWARDS LIFESCIENCES CORP	-800 000 SALES	06/05/2012	68,144 71	(58,856 70)	9,288 01
FRED ALGER MGMT, INC	532457108	ELI LILLY & CO	-850 000 SALES	10/10/2012	41,229 94	(37,653 41)	3,576 53
FRED ALGER MGMT, INC	532457108	ELI LILLY & CO	-50 000 SALES	11/15/2012	2,383 44	(2,214 91)	168 53
FRED ALGER MGMT, INC	268648102	EMC CORP/MA	-350 000 SALES	04/10/2012	10,181 48	(9,024 93)	1,156 55
FRED ALGER MGMT, INC	268648102	EMC CORP/MA	-100 000 SALES	11/15/2012	2,444 94	(2,527 14)	(82 20)
FRED ALGER MGMT, INC	30212P303	EXPEDIA INC	-550 000 SALES	05/30/2012	24,826 55	(17,686 57)	7,139 98
FRED ALGER MGMT, INC	30212P303	EXPEDIA INC	-800 000 SALES	09/14/2012	43,055 03	(25,725 92)	17,329 11
FRED ALGER MGMT, INC	30212P303	EXPEDIA INC	-50 000 SALES	11/15/2012	2,844 93	(1,607 87)	1,237 06
FRED ALGER MGMT, INC	30219G108	EXPRESS SCRIPTS HOLDING CO	-1,050 000 SALES	06/08/2012	53,800 79	(58,460 46)	(4,659 67)
FRED ALGER MGMT, INC	30219G108	EXPRESS SCRIPTS HOLDING CO	-700 000 SALES	09/17/2012	43,395 10	(38,973 64)	4,421 46
FRED ALGER MGMT, INC	30219G108	EXPRESS SCRIPTS HOLDING CO	-100 000 SALES	11/15/2012	5,468 87	(5,560 38)	(91 51)
FRED ALGER MGMT, INC	302182100	EXPRESS SCRIPTS INC	-50 000 SALES	01/12/2012	2,493 95	(2,791 55)	(297 60)
FRED ALGER MGMT, INC	30225T102	EXTRA SPACE STORAGE INC	-50 000 SALES	11/15/2012	1,772 46	(1,559 33)	213 13
FRED ALGER MGMT, INC	30231G102	EXXON MOBIL CORP	-50 000 SALES	01/12/2012	4,272 91	(3,797 05)	475 86
FRED ALGER MGMT, INC	30231G102	EXXON MOBIL CORP	-250 000 SALES	03/13/2012	21,222 11	(18,985 22)	2,236 89
FRED ALGER MGMT, INC	30231G102	EXXON MOBIL CORP	-1,600 000 SALES	05/01/2012	136,561 90	(121,505 44)	15,056 46
FRED ALGER MGMT, INC	30303M102	FACEBOOK INC	-100 000 SALES	11/15/2012	1,984 95	(2,504 09)	(519 14)
FRED ALGER MGMT, INC	34959E109	FORTINET INC	-100 000 SALES	01/12/2012	2,022 96	(1,876 58)	146 38
FRED ALGER MGMT, INC	34959E109	FORTINET INC	-950 000 SALES	02/21/2012	24,586 98	(17,827 48)	6,759 50
FRED ALGER MGMT, INC	34959E109	FORTINET INC	-1,000 000 SALES	02/28/2012	26,439 52	(18,765 76)	7,673 76
FRED ALGER MGMT, INC	34959E109	FORTINET INC	-2,100 000 SALES	04/16/2012	57,048 79	(39,408 11)	17,640 68
FRED ALGER MGMT, INC	35671D857	FREEPORT-MCMORAN COPPER & GOLD	-1,150 000 SALES	04/10/2012	43,637 84	(45,302 07)	(1,664 23)
FRED ALGER MGMT, INC	35671D857	FREEPORT-MCMORAN COPPER & GOLD	-1,250 000 SALES	05/30/2012	40,066 85	(49,241 38)	(9,174 53)
FRED ALGER MGMT, INC	35671D857	FREEPORT-MCMORAN COPPER & GOLD	-3,250 000 SALES	06/08/2012	105,525 13	(128,027 57)	(22,502 44)
FRED ALGER MGMT, INC	375558103	GILEAD SCIENCES INC	-50 000 SALES	01/12/2012	2,139 95	(2,022 70)	117 25
FRED ALGER MGMT, INC	375558103	GILEAD SCIENCES INC	-300 000 SALES	02/07/2012	14,771 92	(12,136 19)	2,635 73
FRED ALGER MGMT, INC	375558103	GILEAD SCIENCES INC	-1,400 000 SALES	03/14/2012	64,673 79	(60,001 75)	4,672 04
FRED ALGER MGMT, INC	375558103	GILEAD SCIENCES INC	-650 000 SALES	04/05/2012	31,524 29	(28,405 03)	3,119 26
FRED ALGER MGMT, INC	375558103	GILEAD SCIENCES INC	-550 000 SALES	04/09/2012	26,756 41	(24,035 03)	2,721 38
FRED ALGER MGMT, INC	375558103	GILEAD SCIENCES INC	-3,000 000 SALES	06/05/2012	149,591 64	(131,100 16)	18,491 48
FRED ALGER MGMT, INC	38259P508	GOOGLE INC	-100 000 SALES	02/21/2012	60,354 82	(57,355 35)	2,999 47
FRED ALGER MGMT, INC	38259P508	GOOGLE INC	-50 000 SALES	03/14/2012	30,464 95	(28,677 68)	1,787 27
FRED ALGER MGMT, INC	38259P508	GOOGLE INC	-200 000 SALES	04/04/2012	128,854 61	(114,710 70)	14,143 91
FRED ALGER MGMT, INC	38259P508	GOOGLE INC	-50 000 SALES	04/04/2012	32,325 94	(28,677 68)	3,648 26
FRED ALGER MGMT, INC	38259P508	GOOGLE INC	-150 000 SALES	04/24/2012	91,888 11	(95,160 00)	(3,271 89)
FRED ALGER MGMT, INC	399473107	GROUPON INC	-1,100 000 SALES	05/30/2012	13,102 35	(19,845 29)	(6,742 94)
FRED ALGER MGMT, INC	399473107	GROUPON INC	-6,600 000 SALES	07/17/2012	52,276 10	(19,071 76)	(66,795 66)
FRED ALGER MGMT, INC	406216101	HALLIBURTON CO	-100 000 SALES	01/12/2012	3,531 93	(3,805 61)	(273 68)
FRED ALGER MGMT, INC	406216101	HALLIBURTON CO	-650 000 SALES	02/07/2012	23,631 92	(24,736 46)	(1,104 54)
FRED ALGER MGMT, INC	406216101	HALLIBURTON CO	-700 000 SALES	03/14/2012	24,588 80	(26,113 43)	(1,524 63)
FRED ALGER MGMT, INC	406216101	HALLIBURTON CO	-1,700 000 SALES	07/03/2012	46,579 46	(63,418 34)	(16,838 88)
FRED ALGER MGMT, INC	406216101	HALLIBURTON CO	-700 000 SALES	08/07/2012	22,924 48	(26,113 44)	(3,188 96)
FRED ALGER MGMT, INC	412822108	HARLEY-DAVIDSON INC	-50 000 SALES	11/15/2012	1,511 96	(1,865 25)	(353 29)
FRED ALGER MGMT, INC	412822108	HARLEY-DAVIDSON INC	-50 000 SALES	01/12/2012	1,969 80	(1,890 79)	79 01
FRED ALGER MGMT, INC	412822108	HARLEY-DAVIDSON INC	-200 000 SALES	03/13/2012	9,197 83	(7,563 16)	1,634 67
FRED ALGER MGMT, INC	412822108	HARLEY-DAVIDSON INC	-1,700 000 SALES	03/14/2012	78,667 10	(64,286 85)	14,380 25
FRED ALGER MGMT, INC	412822108	HARLEY-DAVIDSON INC	-50 000 SALES	11/15/2012	2,269 94	(2,482 55)	(212 61)
FRED ALGER MGMT, INC	437076102	HOME DEPOT INC/THE	-50 000 SALES	11/15/2012	3,034 93	(2,460 00)	574 93
FRED ALGER MGMT, INC	43706103	HOME PROPERTIES INC	-50 000 SALES	01/12/2012	2,756 94	(2,798 26)	(41 32)
FRED ALGER MGMT, INC	43706103	HOME PROPERTIES INC	-400 000 SALES	02/01/2012	23,398 47	(22,386 11)	1,012 36
FRED ALGER MGMT, INC	43706103	HOME PROPERTIES INC	-1,000 000 SALES	02/07/2012	60,191 34	(55,965 27)	4,226 07

FRED ALGER MGMT, INC	437306103	HOME PROPERTIES INC	-1,750 000 SALES	07/02/2012	104,117 06	(97,939 22)	6,177 84
FRED ALGER MGMT, INC	441060100	HOSPIRA INC	-100 000 SALES	01/12/2012	3,022 94	(2,971 77)	51 17
FRED ALGER MGMT, INC	441060100	HOSPIRA INC	-3,700 000 SALES	02/07/2012	127,837 35	(109,955 51)	17,881 84
FRED ALGER MGMT, INC	444903108	HUMAN GENOME SCIENCES INC	-200 000 SALES	01/12/2012	1,537 97	(2,196 19)	(658 22)
FRED ALGER MGMT, INC	444903108	HUMAN GENOME SCIENCES INC	-1,600 000 SALES	03/13/2012	12,447 77	(17,543 95)	(5,096 18)
FRED ALGER MGMT, INC	444903108	HUMAN GENOME SCIENCES INC	-2,550 000 SALES	03/14/2012	20,077 82	(27,960 68)	(7,882 86)
FRED ALGER MGMT, INC	444903108	HUMAN GENOME SCIENCES INC	-3,000 000 SALES	03/16/2012	22,485 79	(32,894 91)	(10,409 12)
FRED ALGER MGMT, INC	444903108	HUMAN GENOME SCIENCES INC	-3,700 000 SALES	04/05/2012	30,228 32	(40,570 40)	(10,342 08)
FRED ALGER MGMT, INC	444859102	HUMANA INC	-550 000 SALES	04/16/2012	49,120 93	(40,878 76)	8,242 17
FRED ALGER MGMT, INC	448579102	HYATT HOTELS CORP	-1,250 000 SALES	05/30/2012	45,269 11	(53,172 81)	(7,903 70)
FRED ALGER MGMT, INC	448579102	HYATT HOTELS CORP	-1,300 000 SALES	07/17/2012	44,428 84	(55,299 73)	(10,870 89)
FRED ALGER MGMT, INC	448579102	HYATT HOTELS CORP	-1,000 000 SALES	07/18/2012	34,416 32	(42,538 25)	(8,121 93)
FRED ALGER MGMT, INC	448579102	HYATT HOTELS CORP	-650 000 SALES	07/19/2012	22,104 70	(27,649 86)	(5,545 16)
FRED ALGER MGMT, INC	45666Q102	INFORMATICA CORP	-700 000 SALES	05/02/2012	32,170 64	(32,084 43)	86 21
FRED ALGER MGMT, INC	45666Q102	INFORMATICA CORP	-2,050 000 SALES	10/02/2012	70,977 41	(74,705 61)	(3,728 20)
FRED ALGER MGMT, INC	45666Q102	INFORMATICA CORP	-50 000 SALES	11/15/2012	1,338 97	(1,822 09)	(483 12)
FRED ALGER MGMT, INC	458140100	INTEL CORP	-1,250 000 SALES	08/30/2012	31,019 05	(33,524 65)	(2,505 60)
FRED ALGER MGMT, INC	458140100	INTEL CORP	-5,550 000 SALES	09/13/2012	130,899 92	(148,849 47)	(17,949 55)
FRED ALGER MGMT, INC	459200101	INTERNATIONAL BUSINESS MACHINE	-300 000 SALES	02/21/2012	57,529 09	(54,299 16)	3,229 93
FRED ALGER MGMT, INC	459200101	INTERNATIONAL BUSINESS MACHINE	-300 000 SALES	03/14/2012	60,225 47	(54,299 16)	5,926 31
FRED ALGER MGMT, INC	459200101	INTERNATIONAL BUSINESS MACHINE	-150 000 SALES	04/05/2012	31,307 29	(27,149 58)	4,157 71
FRED ALGER MGMT, INC	459200101	INTERNATIONAL BUSINESS MACHINE	-200 000 SALES	08/30/2012	39,150 14	(36,199 44)	2,950 70
FRED ALGER MGMT, INC	461202103	INTUIT INC	-50 000 SALES	11/15/2012	9,528 78	(9,698 56)	(169 78)
FRED ALGER MGMT, INC	461202103	INTUIT INC	-300 000 SALES	08/30/2012	17,676 14	(16,853 25)	822 89
FRED ALGER MGMT, INC	478160104	JOHNSON & JOHNSON	-50 000 SALES	11/15/2012	3,000 93	(2,808 87)	192 06
FRED ALGER MGMT, INC	478160104	JOHNSON & JOHNSON	-50 000 SALES	01/12/2012	3,243 43	(3,194 17)	49 26
FRED ALGER MGMT, INC	478160104	JOHNSON & JOHNSON	-650 000 SALES	02/07/2012	42,541 68	(41,524 24)	1,017 44
FRED ALGER MGMT, INC	478160104	JOHNSON & JOHNSON	-1,650 000 SALES	02/09/2012	107,511 93	(105,407 69)	2,104 24
FRED ALGER MGMT, INC	478160104	JOHNSON & JOHNSON	-50 000 SALES	11/15/2012	3,498 42	(3,143 24)	355 18
FRED ALGER MGMT, INC	481165108	JOY GLOBAL INC	-600 000 SALES	11/23/2012	41,507 07	(37,718 90)	3,788 17
FRED ALGER MGMT, INC	481165108	JOY GLOBAL INC	-500 000 SALES	10/02/2012	28,659 40	(33,665 41)	(5,006 01)
FRED ALGER MGMT, INC	48203R104	JUNIPER NETWORKS INC	-1,500 000 SALES	10/15/2012	84,123 36	(100,996 22)	(16,872 86)
FRED ALGER MGMT, INC	48203R104	JUNIPER NETWORKS INC	-100 000 SALES	01/12/2012	2,156 95	(2,337 00)	(180 05)
FRED ALGER MGMT, INC	48203R104	JUNIPER NETWORKS INC	-3,000 000 SALES	01/20/2012	64,117 46	(70,110 00)	(5,992 54)
FRED ALGER MGMT, INC	48248M102	KKR & CO LP	-2,450 000 SALES	02/09/2012	55,465 46	(57,256 50)	(1,791 04)
FRED ALGER MGMT, INC	48248M102	KKR & CO LP	-200 000 SALES	01/12/2012	2,717 94	(2,779 08)	(61 14)
FRED ALGER MGMT, INC	48248M102	KKR & CO LP	-550 000 SALES	09/14/2012	7,964 92	(7,944 99)	19 93
FRED ALGER MGMT, INC	48248M102	KKR & CO LP	-1,150 000 SALES	09/17/2012	16,792 15	(16,558 53)	233 62
FRED ALGER MGMT, INC	48248M102	KKR & CO LP	-150 000 SALES	11/15/2012	2,162 95	(2,192 63)	(29 68)
FRED ALGER MGMT, INC	517834107	LAS VEGAS SANDS CORP	-50 000 SALES	01/12/2012	2,111 95	(2,241 64)	(129 69)
FRED ALGER MGMT, INC	517834107	LAS VEGAS SANDS CORP	-200 000 SALES	02/09/2012	10,303 80	(9,191 27)	1,112 53
FRED ALGER MGMT, INC	517834107	LAS VEGAS SANDS CORP	-250 000 SALES	04/02/2012	14,502 17	(11,489 09)	3,013 08
FRED ALGER MGMT, INC	517834107	LAS VEGAS SANDS CORP	-950 000 SALES	04/04/2012	54,738 34	(43,658 56)	11,079 78
FRED ALGER MGMT, INC	517834107	LAS VEGAS SANDS CORP	-50 000 SALES	11/15/2012	2,161 45	(2,297 76)	(136 31)
FRED ALGER MGMT, INC	53217V109	LIFE TECHNOLOGIES CORP	-100 000 SALES	01/12/2012	4,265 91	(3,912 05)	353 86
FRED ALGER MGMT, INC	53217V109	LIFE TECHNOLOGIES CORP	-450 000 SALES	02/07/2012	21,969 16	(17,604 23)	4,364 93
FRED ALGER MGMT, INC	53217V109	LIFE TECHNOLOGIES CORP	-500 000 SALES	02/13/2012	24,944 52	(19,560 25)	5,384 27
FRED ALGER MGMT, INC	53217V109	LIFE TECHNOLOGIES CORP	-400 000 SALES	02/27/2012	18,844 90	(15,648 20)	3,196 70
FRED ALGER MGMT, INC	53217V109	LIFE TECHNOLOGIES CORP	-600 000 SALES	03/13/2012	27,925 71	(23,472 30)	4,453 41
FRED ALGER MGMT, INC	53217V109	LIFE TECHNOLOGIES CORP	-200 000 SALES	03/14/2012	9,364 91	(7,824 10)	1,540 81
FRED ALGER MGMT, INC	53217V109	LIFE TECHNOLOGIES CORP	-1,600 000 SALES	03/16/2012	73,495 15	(62,592 80)	10,902 35
FRED ALGER MGMT, INC	57636Q104	MASTERCARD INC	-100 000 SALES	03/12/2012	41,240 03	(38,192 11)	3,047 92
FRED ALGER MGMT, INC	57636Q104	MASTERCARD INC	-50 000 SALES	03/14/2012	20,831 32	(19,096 06)	1,735 26
FRED ALGER MGMT, INC	57636Q104	MASTERCARD INC	-100 000 SALES	10/29/2012	46,167 15	(40,044 19)	6,122 96

FRED ALGER MGMT, INC	579780206	MCCORMICK & CO INC/IMD	-50 000 SALES	01/12/2012	2,532 95	(2,516 20)	16 75
FRED ALGER MGMT, INC	579780206	MCCORMICK & CO INC/IMD	-1,900 000 SALES	02/01/2012	95,617 37	(95,615 54)	1 83
FRED ALGER MGMT, INC	580135101	MCDONALD'S CORP	-500 000 SALES	02/09/2012	49,739 24	(46,636 59)	3,102 65
FRED ALGER MGMT, INC	580135101	MCDONALD'S CORP	-550 000 SALES	02/21/2012	54,135 52	(51,300 25)	2,835 27
FRED ALGER MGMT, INC	582839106	MEAD JOHNSON NUTRITION CO	-650 000 SALES	07/19/2012	47,503 21	(55,406 04)	(7,902 83)
FRED ALGER MGMT, INC	58405U102	MEDCO HEALTH SOLUTIONS INC	-50 000 SALES	01/12/2012	3,076 94	(2,633 62)	443 32
FRED ALGER MGMT, INC	58405U102	MEDCO HEALTH SOLUTIONS INC	-450 000 SALES	02/07/2012	28,286 45	(23,702 54)	4,583 91
FRED ALGER MGMT, INC	58405U102	MEDCO HEALTH SOLUTIONS INC	-1,700 000 SALES	03/12/2012	113,927 69	(89,542 94)	24,384 75
FRED ALGER MGMT, INC	584690309	MEDICIS PHARMACEUTICAL CORP	-50 000 SALES	01/12/2012	1,662 82	(1,554 52)	108 30
FRED ALGER MGMT, INC	584690309	MEDICIS PHARMACEUTICAL CORP	-1,450 000 SALES	02/09/2012	49,365 32	(45,081 08)	4,284 24
FRED ALGER MGMT, INC	608753109	MOLYCORP INC	-50 000 SALES	01/12/2012	1,292 47	(2,578 38)	(1,285 91)
FRED ALGER MGMT, INC	608753109	MOLYCORP INC	-1,000 000 SALES	02/07/2012	29,291 93	(51,567 56)	(22,275 63)
FRED ALGER MGMT, INC	608753109	MOLYCORP INC	-2,250 000 SALES	03/01/2012	58,958 61	(78,135 94)	(19,177 33)
FRED ALGER MGMT, INC	608753109	MOLYCORP INC	-550 000 SALES	04/04/2012	18,728 24	(19,099 90)	(371 66)
FRED ALGER MGMT, INC	608753109	MOLYCORP INC	-300 000 SALES	04/10/2012	9,953 77	(10,418 12)	(464 35)
FRED ALGER MGMT, INC	608753109	MOLYCORP INC	-1,400 000 SALES	05/30/2012	28,048 65	(48,617 92)	(20,569 27)
FRED ALGER MGMT, INC	61166W101	MONSANTO CO	-650 000 SALES	02/09/2012	51,577 35	(50,964 55)	612 80
FRED ALGER MGMT, INC	611740101	MONSTER BEVERAGE CORP	-450 000 SALES	06/08/2012	32,444 27	(33,618 56)	(1,174 29)
FRED ALGER MGMT, INC	61945C103	MOSNAC COTHE	-600 000 SALES	02/28/2012	35,299 70	(32,420 51)	2,879 19
FRED ALGER MGMT, INC	61945C103	MOSNAC COTHE	-1,900 000 SALES	03/12/2012	105,740 31	(102,664 93)	3,075 38
FRED ALGER MGMT, INC	628530107	MYLAN INC/PA	-50 000 SALES	01/12/2012	1,084 97	(908 09)	176 88
FRED ALGER MGMT, INC	628530107	MYLAN INC/PA	-1,450 000 SALES	04/05/2012	34,132 23	(26,334 61)	7,797 62
FRED ALGER MGMT, INC	628530107	MYLAN INC/PA	-1,200 000 SALES	04/16/2012	26,207 41	(21,794 16)	4,413 25
FRED ALGER MGMT, INC	636359F103	NABORS INDUSTRIES LTD SHS	-50 000 SALES	01/12/2012	962 48	(1,097 28)	(134 80)
FRED ALGER MGMT, INC	636359F103	NABORS INDUSTRIES LTD SHS	-2,700 000 SALES	06/21/2012	35,001 20	(59,253 29)	(24,252 09)
FRED ALGER MGMT, INC	636359F103	NABORS INDUSTRIES LTD SHS	-500 000 SALES	06/21/2012	6,508 20	(10,972 83)	(4,464 63)
FRED ALGER MGMT, INC	637071101	NATIONAL OILWELL VARCO INC	-50 000 SALES	01/12/2012	3,564 93	(3,877 91)	(312 98)
FRED ALGER MGMT, INC	637071101	NATIONAL OILWELL VARCO INC	-650 000 SALES	02/17/2012	54,010 84	(50,412 80)	3,598 04
FRED ALGER MGMT, INC	637071101	NATIONAL OILWELL VARCO INC	-650 000 SALES	02/27/2012	56,531 24	(50,412 80)	6,118 44
FRED ALGER MGMT, INC	62886E108	NCR CORP	-50 000 SALES	11/15/2012	3,463 92	(3,850 08)	(386 16)
FRED ALGER MGMT, INC	62886E108	NCR CORP	-450 000 SALES	04/10/2012	9,646 16	(9,368 24)	277 92
FRED ALGER MGMT, INC	62886E108	NCR CORP	-850 000 SALES	08/30/2012	18,772 25	(17,695 55)	1,076 70
FRED ALGER MGMT, INC	64110D104	NETAPP INC	-4,000 000 SALES	09/13/2012	92,184 33	(83,273 20)	8,911 13
FRED ALGER MGMT, INC	64110D104	NETAPP INC	-100 000 SALES	01/12/2012	3,518 93	(4,065 23)	(546 30)
FRED ALGER MGMT, INC	64110D104	NETAPP INC	-1,600 000 SALES	02/01/2012	59,869 41	(65,043 63)	(5,174 22)
FRED ALGER MGMT, INC	64110D104	NETAPP INC	-1,500 000 SALES	02/22/2012	63,200 46	(60,626 85)	2,573 61
FRED ALGER MGMT, INC	64110D104	NETAPP INC	-600 000 SALES	03/14/2012	25,742 47	(24,250 74)	1,491 73
FRED ALGER MGMT, INC	64110D104	NETAPP INC	-300 000 SALES	04/10/2012	13,307 70	(12,125 37)	1,182 33
FRED ALGER MGMT, INC	64110D104	NETAPP INC	-2,050 000 SALES	06/19/2012	60,906 18	(77,004 86)	(16,098 68)
FRED ALGER MGMT, INC	65248E104	NEWS CORP	-5,300 000 SALES	07/17/2012	150,146 16	(199,085 74)	(48,939 58)
FRED ALGER MGMT, INC	654106103	NIKE INC	-100 000 SALES	11/15/2012	2,448 94	(2,252 00)	196 94
FRED ALGER MGMT, INC	654106103	NIKE INC	-300 000 SALES	05/30/2012	32,112 39	(26,445 09)	5,667 30
FRED ALGER MGMT, INC	68372A104	OPENTABLE INC	-750 000 SALES	11/12/2012	71,603 97	(65,808 98)	5,794 99
FRED ALGER MGMT, INC	68372A104	OPENTABLE INC	-1,800 000 SALES	01/12/2012	6,072 42	(8,036 85)	(1,964 43)
FRED ALGER MGMT, INC	68372A104	OPENTABLE INC	-400 000 SALES	02/10/2012	86,827 27	(96,442 25)	(9,614 98)
FRED ALGER MGMT, INC	68372A104	OPENTABLE INC	-1,250 000 SALES	04/10/2012	15,929 64	(21,431 61)	(5,501 97)
FRED ALGER MGMT, INC	68372A104	OPENTABLE INC	-50 000 SALES	05/30/2012	46,963 69	(66,973 78)	(20,010 09)
FRED ALGER MGMT, INC	68372A104	OPENTABLE INC	-750 000 SALES	11/15/2012	2,222 95	(2,528 35)	(305 40)
FRED ALGER MGMT, INC	68372A104	OPENTABLE INC	-150 000 SALES	11/23/2012	32,601 76	(37,925 20)	(5,323 44)
FRED ALGER MGMT, INC	68389X105	ORACLE CORP	-150 000 SALES	01/12/2012	4,059 67	(4,344 54)	(284 87)
FRED ALGER MGMT, INC	68389X105	ORACLE CORP	-300 000 SALES	02/09/2012	8,663 83	(8,689 08)	(25 25)
FRED ALGER MGMT, INC	68389X105	ORACLE CORP	-1,050 000 SALES	03/14/2012	31,635 93	(30,411 79)	1,224 14
FRED ALGER MGMT, INC	68389X105	ORACLE CORP	-650 000 SALES	04/02/2012	19,057 57	(18,826 35)	231 22

FRED ALGER MGMT, INC	68389X105	ORACLE CORP	-4,900 000 SALES	04/04/2012	143,036 61	(141,921 70)	1,114 91
FRED ALGER MGMT, INC	690742101	OWENS CORNING	-1,100 000 SALES	05/25/2012	32,896 96	(37,177 73)	(4,280 77)
FRED ALGER MGMT, INC	690742101	OWENS CORNING	-400 000 SALES	05/30/2012	12,056 60	(13,519 18)	(1,462 58)
FRED ALGER MGMT, INC	690742101	OWENS CORNING	-2,650 000 SALES	07/17/2012	73,111 86	(89,564 54)	(16,452 68)
FRED ALGER MGMT, INC	696429307	PALL CORP	-50 000 SALES	01/12/2012	2,829 94	(2,478 81)	351 13
FRED ALGER MGMT, INC	696429307	PALL CORP	-50 000 SALES	11/15/2012	2,979 43	(2,640 86)	338 57
FRED ALGER MGMT, INC	704549104	PEABODY ENERGY CORP	-100 000 SALES	01/12/2012	3,558 93	(5,012 06)	(1,453 13)
FRED ALGER MGMT, INC	704549104	PEABODY ENERGY CORP	-3,250 000 SALES	02/17/2012	113,024 05	(155,674 60)	(42,650 55)
FRED ALGER MGMT, INC	704549104	PEABODY ENERGY CORP	-1,550 000 SALES	04/02/2012	44,644 26	(74,244 81)	(29,600 55)
FRED ALGER MGMT, INC	718546104	PHILLIPS 66	-1,100 000 SALES	08/07/2012	42,166 12	(36,747 16)	5,418 96
FRED ALGER MGMT, INC	718546104	PHILLIPS 66	-850 000 SALES	09/17/2012	39,237 16	(29,852 09)	9,385 07
FRED ALGER MGMT, INC	718546104	PHILLIPS 66	-1,100 000 SALES	09/20/2012	51,080 87	(38,632 12)	12,448 75
FRED ALGER MGMT, INC	718546104	PHILLIPS 66	-775 000 SALES	10/15/2012	34,990 54	(27,218 08)	7,772 46
FRED ALGER MGMT, INC	723787107	PIONEER NATURAL RESOURCES CO	-50 000 SALES	01/12/2012	4,735 40	(4,614 74)	120 66
FRED ALGER MGMT, INC	723787107	PIONEER NATURAL RESOURCES CO	-150 000 SALES	03/14/2012	16,418 70	(13,844 23)	2,574 47
FRED ALGER MGMT, INC	723787107	PIONEER NATURAL RESOURCES CO	-250 000 SALES	05/10/2012	26,394 75	(24,004 10)	2,390 65
FRED ALGER MGMT, INC	723787107	PIONEER NATURAL RESOURCES CO	-50 000 SALES	11/15/2012	5,239 88	(4,689 33)	550 55
FRED ALGER MGMT, INC	74005P104	PRAXAIR INC	-500 000 SALES	04/10/2012	56,803 02	(48,382 66)	8,420 36
FRED ALGER MGMT, INC	74005P104	PRAXAIR INC	-550 000 SALES	04/16/2012	61,236 12	(53,220 93)	8,015 19
FRED ALGER MGMT, INC	740189105	PRECISION CASTPARTS CORP	-50 000 SALES	11/15/2012	8,594 44	(8,323 67)	270 77
FRED ALGER MGMT, INC	742718109	PROCTER & GAMBLE CO/THE	-2,200 000 SALES	05/01/2012	147,176 70	(145,284 89)	1,891 81
FRED ALGER MGMT, INC	742718109	PROCTER & GAMBLE CO/THE	-1,300 000 SALES	06/08/2012	79,549 50	(85,850 16)	(6,300 66)
FRED ALGER MGMT, INC	742718109	PROCTER & GAMBLE CO/THE	-300 000 SALES	06/25/2012	18,034 06	(19,811 57)	(1,777 51)
FRED ALGER MGMT, INC	742718109	PROCTER & GAMBLE CO/THE	-800 000 SALES	11/06/2012	55,450 59	(52,830 87)	2,619 72
FRED ALGER MGMT, INC	747525103	QUALCOMM INC	-100 000 SALES	01/12/2012	5,592 32	(4,706 42)	885 90
FRED ALGER MGMT, INC	747525103	QUALCOMM INC	-350 000 SALES	04/10/2012	23,508 97	(16,472 45)	7,036 52
FRED ALGER MGMT, INC	747525103	QUALCOMM INC	-750 000 SALES	07/17/2012	40,383 22	(35,298 12)	5,085 10
FRED ALGER MGMT, INC	747525103	QUALCOMM INC	-100 000 SALES	11/15/2012	6,206 86	(5,252 16)	954 70
FRED ALGER MGMT, INC	747525103	QUALCOMM INC	-550 000 SALES	11/23/2012	34,132 23	(28,886 89)	5,245 34
FRED ALGER MGMT, INC	74762E102	QUANTA SERVICES INC	-50 000 SALES	11/15/2012	1,317 72	(1,260 23)	57 49
FRED ALGER MGMT, INC	756571102	RED HAT INC	-50 000 SALES	11/15/2012	2,423 44	(2,649 28)	(225 84)
FRED ALGER MGMT, INC	768573107	RIVERBED TECHNOLOGY INC	-100 000 SALES	01/12/2012	2,702 19	(2,862 56)	(160 37)
FRED ALGER MGMT, INC	768573107	RIVERBED TECHNOLOGY INC	-1,700 000 SALES	02/21/2012	47,937 77	(48,663 56)	(725 79)
FRED ALGER MGMT, INC	768573107	RIVERBED TECHNOLOGY INC	-950 000 SALES	02/28/2012	26,508 61	(27,194 35)	(685 74)
FRED ALGER MGMT, INC	768573107	RIVERBED TECHNOLOGY INC	-300 000 SALES	04/10/2012	8,216 81	(8,418 75)	(201 94)
FRED ALGER MGMT, INC	768573107	RIVERBED TECHNOLOGY INC	-3,700 000 SALES	07/17/2012	49,552 61	(92,604 70)	(43,052 09)
FRED ALGER MGMT, INC	774415103	ROCKWOOD HOLDINGS INC	-50 000 SALES	01/12/2012	2,043 96	(2,516 19)	(472 23)
FRED ALGER MGMT, INC	774415103	ROCKWOOD HOLDINGS INC	-100 000 SALES	04/10/2012	5,270 21	(5,032 39)	237 82
FRED ALGER MGMT, INC	774415103	ROCKWOOD HOLDINGS INC	-50 000 SALES	11/15/2012	2,232 94	(2,390 79)	(157 85)
FRED ALGER MGMT, INC	77780T103	ROYAL CARIBBEAN CRUISES LTD	-50 000 SALES	01/12/2012	1,279 47	(1,235 78)	43 69
FRED ALGER MGMT, INC	77780T103	ROYAL CARIBBEAN CRUISES LTD	-900 000 SALES	01/12/2012	23,007 96	(22,243 95)	764 01
FRED ALGER MGMT, INC	77780T103	ROYAL CARIBBEAN CRUISES LTD	-1,900 000 SALES	01/20/2012	52,313 40	(46,959 45)	5,353 95
FRED ALGER MGMT, INC	780259206	ROYAL DUTCH SHELL PLC	-250 000 SALES	04/05/2012	17,849 60	(17,934 75)	(85 15)
FRED ALGER MGMT, INC	780259206	ROYAL DUTCH SHELL PLC	-2,050 000 SALES	04/10/2012	141,453 19	(147,064 95)	(5,611 76)
FRED ALGER MGMT, INC	79466L302	SALESFORCE COM INC	-150 000 SALES	03/14/2012	21,924 89	(17,437 34)	4,487 55
FRED ALGER MGMT, INC	79466L302	SALESFORCE COM INC	-150 000 SALES	04/10/2012	23,202 05	(17,437 33)	5,764 72
FRED ALGER MGMT, INC	80004C101	SANDISK CORP	-2,300 000 SALES	04/04/2012	113,939 44	(105,540 19)	8,399 25
FRED ALGER MGMT, INC	78388J106	SBA COMMUNICATIONS CORP	-2,050 000 SALES	06/08/2012	105,976 88	(107,430 25)	(1,453 37)
FRED ALGER MGMT, INC	811065101	SCRIPPS NETWORKS INTERACTIVE I	-200 000 SALES	05/30/2012	10,668 90	(8,630 55)	2,038 35
FRED ALGER MGMT, INC	811065101	SCRIPPS NETWORKS INTERACTIVE I	-50 000 SALES	11/15/2012	2,993 43	(2,157 64)	835 79
FRED ALGER MGMT, INC	G7945M107	SEAGATE TECHNOLOGY	-150 000 SALES	01/12/2012	2,744 94	(2,195 37)	549 57
FRED ALGER MGMT, INC	G7945M107	SEAGATE TECHNOLOGY	-2,250 000 SALES	02/01/2012	46,188 46	(32,930 48)	13,257 98
FRED ALGER MGMT, INC	G7945M107	SEAGATE TECHNOLOGY	-1,100 000 SALES	04/05/2012	30,436 31	(16,099 35)	14,336 96

FRED ALGER MGMT, INC	G7945M107	SEAGATE TECHNOLOGY	-2,400 000 SALES	05/02/2012	68,852 29	(35,125 84)	33,726 45
FRED ALGER MGMT, INC	G7945M107	SEAGATE TECHNOLOGY	-1,850 000 SALES	05/30/2012	48,288 54	(27,076 17)	21,212 37
FRED ALGER MGMT, INC	81762P102	SERVICENOW INC	-350 000 SALES	07/17/2012	7,997 53	(6,300 00)	1,697 53
FRED ALGER MGMT, INC	83088M102	SKYWORKS SOLUTIONS INC	-200 000 SALES	01/12/2012	3,570 31	(3,889 55)	(319 24)
FRED ALGER MGMT, INC	83088M102	SKYWORKS SOLUTIONS INC	-1,600 000 SALES	02/07/2012	36,716 41	(31,116 38)	5,600 03
FRED ALGER MGMT, INC	83088M102	SKYWORKS SOLUTIONS INC	-1,600 000 SALES	02/09/2012	37,517 67	(31,116 38)	6,401 29
FRED ALGER MGMT, INC	83088M102	SKYWORKS SOLUTIONS INC	-1,250 000 SALES	02/21/2012	30,357 58	(24,309 67)	6,047 91
FRED ALGER MGMT, INC	83088M102	SKYWORKS SOLUTIONS INC	-450 000 SALES	04/05/2012	12,491 72	(8,751 48)	3,740 24
FRED ALGER MGMT, INC	83088M102	SKYWORKS SOLUTIONS INC	-900 000 SALES	04/10/2012	23,561 47	(17,502 96)	6,058 51
FRED ALGER MGMT, INC	83088M102	SKYWORKS SOLUTIONS INC	-100 000 SALES	11/15/2012	2,044 95	(2,364 09)	(319 14)
FRED ALGER MGMT, INC	784635104	SPX CORP	-50 000 SALES	01/12/2012	3,241 63	(3,197 15)	44 48
FRED ALGER MGMT, INC	784635104	SPX CORP	-700 000 SALES	02/10/2012	51,064 01	(44,760 04)	6,303 97
FRED ALGER MGMT, INC	784635104	SPX CORP	-200 000 SALES	02/13/2012	14,484 10	(12,788 58)	1,695 52
FRED ALGER MGMT, INC	784635104	SPX CORP	-50 000 SALES	11/15/2012	3,297 42	(3,197 15)	100 27
FRED ALGER MGMT, INC	784635104	SPX CORP	-150 000 SALES	11/23/2012	9,952 27	(9,591 44)	360 83
FRED ALGER MGMT, INC	855244109	STARBUCKS CORP	-50 000 SALES	01/12/2012	2,328 45	(1,855 71)	472 74
FRED ALGER MGMT, INC	855244109	STARBUCKS CORP	-350 000 SALES	04/05/2012	19,781 55	(14,195 78)	5,585 77
FRED ALGER MGMT, INC	855244109	STARBUCKS CORP	-200 000 SALES	06/08/2012	10,403 20	(8,111 87)	2,291 33
FRED ALGER MGMT, INC	855244109	STARBUCKS CORP	-2,850 000 SALES	10/23/2012	136,198 44	(115,594 18)	20,604 26
FRED ALGER MGMT, INC	858912108	STERICYCLE INC	-50 000 SALES	01/12/2012	3,873 42	(3,345 28)	528 14
FRED ALGER MGMT, INC	858912108	STERICYCLE INC	-250 000 SALES	02/21/2012	21,571 24	(18,727 55)	2,843 69
FRED ALGER MGMT, INC	858912108	STERICYCLE INC	-50 000 SALES	11/15/2012	4,615 89	(3,745 51)	870 38
FRED ALGER MGMT, INC	858912108	STERICYCLE INC	-50 000 SALES	11/23/2012	13,499 69	(11,236 53)	2,263 16
FRED ALGER MGMT, INC	858912108	STERICYCLE INC	-150 000 SALES	01/12/2012	1,487 97	(1,409 01)	78 96
FRED ALGER MGMT, INC	874054109	TAKE-TWO INTERACTIVE SOFTWARE	-100 000 SALES	03/12/2012	27,800 13	(25,362 19)	2,437 94
FRED ALGER MGMT, INC	874054109	TAKE-TWO INTERACTIVE SOFTWARE	-1,800 000 SALES	04/10/2012	4,628 89	(4,227 03)	401 86
FRED ALGER MGMT, INC	874054109	TAKE-TWO INTERACTIVE SOFTWARE	-300 000 SALES	04/23/2012	47,671 06	(46,497 36)	1,173 70
FRED ALGER MGMT, INC	87612E106	TARGET CORP	-50 000 SALES	01/12/2012	2,426 95	(2,611 58)	(184 63)
FRED ALGER MGMT, INC	87612E106	TARGET CORP	-800 000 SALES	02/21/2012	41,315 65	(41,785 23)	(469 58)
FRED ALGER MGMT, INC	88033G100	TENET HEALTHCARE CORP	-1,950 000 SALES	04/10/2012	111,891 81	(106,583 57)	5,308 24
FRED ALGER MGMT, INC	88033G100	TENET HEALTHCARE CORP	-250 000 SALES	01/12/2012	1,272 47	(1,080 00)	192 47
FRED ALGER MGMT, INC	88033G100	TENET HEALTHCARE CORP	-50 000 SALES	02/17/2012	283 24	(250 19)	33 05
FRED ALGER MGMT, INC	88033G100	TENET HEALTHCARE CORP	-3,950 000 SALES	02/17/2012	22,322 21	(19,765 09)	2,557 12
FRED ALGER MGMT, INC	88033G100	TENET HEALTHCARE CORP	-4,753 000 SALES	02/17/2012	26,783 59	(23,783 16)	3,000 43
FRED ALGER MGMT, INC	88033G100	TENET HEALTHCARE CORP	-9,697 000 SALES	02/21/2012	54,691 06	(48,522 06)	6,169 00
FRED ALGER MGMT, INC	882508104	TEXAS INSTRUMENTS INC	-3,250 000 SALES	03/14/2012	104,737 16	(107,680 63)	(2,943 47)
FRED ALGER MGMT, INC	889478103	TOLL BROTHERS INC	-2,200 000 SALES	09/11/2012	73,413 67	(61,075 30)	12,338 37
FRED ALGER MGMT, INC	889478103	TOLL BROTHERS INC	-3,450 000 SALES	10/02/2012	117,113 83	(95,777 18)	21,336 65
FRED ALGER MGMT, INC	H89128104	TYCO INTERNATIONAL LTD SHS	-3,000 000 SALES	07/17/2012	152,895 77	(154,365 30)	(1,469 53)
FRED ALGER MGMT, INC	910047109	UNITED CONTINENTAL HOLDINGS IN	-1,300 000 SALES	04/05/2012	27,975 37	(29,314 89)	(1,339 52)
FRED ALGER MGMT, INC	910047109	UNITED CONTINENTAL HOLDINGS IN	-2,700 000 SALES	07/17/2012	65,863 94	(60,884 77)	4,979 17
FRED ALGER MGMT, INC	911312106	UNITED PARCEL SERVICE INC	-350 000 SALES	04/10/2012	27,964 37	(23,452 71)	4,511 66
FRED ALGER MGMT, INC	913017109	UNITED TECHNOLOGIES CORP	-700 000 SALES	07/19/2012	51,259 85	(49,693 21)	1,566 64
FRED ALGER MGMT, INC	91307C102	UNITED TECHNOLOGIES CORP	-1,450 000 SALES	10/15/2012	110,484 91	(102,935 94)	7,548 97
FRED ALGER MGMT, INC	91307C102	UNITED THERAPEUTICS CORP	-450 000 SALES	04/05/2012	21,338 88	(21,292 80)	46 08
FRED ALGER MGMT, INC	91307C102	UNITED THERAPEUTICS CORP	-650 000 SALES	06/08/2012	27,904 85	(30,756 27)	(2,851 42)
FRED ALGER MGMT, INC	91307C102	UNITED THERAPEUTICS CORP	-400 000 SALES	09/11/2012	22,300 78	(18,926 94)	3,373 84
FRED ALGER MGMT, INC	91307C102	UNITED THERAPEUTICS CORP	-2,000 000 SALES	09/14/2012	110,089 13	(94,634 69)	15,454 44
FRED ALGER MGMT, INC	913903100	UNIVERSAL HEALTH SERVICES INC	-500 000 SALES	04/05/2012	21,308 82	(21,518 13)	(209 31)
FRED ALGER MGMT, INC	913903100	UNIVERSAL HEALTH SERVICES INC	-50 000 SALES	11/15/2012	2,188 45	(2,105 89)	82 56
FRED ALGER MGMT, INC	913903100	UNIVERSAL HEALTH SERVICES INC	-1,500 000 SALES	12/27/2012	72,610 07	(63,176 59)	9,433 48
FRED ALGER MGMT, INC	91913Y100	VALERO ENERGY CORP	-2,200 000 SALES	04/02/2012	60,154 57	(55,856 24)	4,298 33
FRED ALGER MGMT, INC	92345Y106	VERISK ANALYTICS INC	-100 000 SALES	01/12/2012	3,936 92	(3,574 70)	362 22

FRED ALGER MGMT, INC	92345Y106	VERISK ANALYTICS INC	-300 000 SALES	03/13/2012	13,277 76	(11,213 37)	2,064 39
FRED ALGER MGMT, INC	92345Y106	VERISK ANALYTICS INC	-700 000 SALES	03/14/2012	31,305 74	(26,164 53)	5,141 21
FRED ALGER MGMT, INC	92345Y106	VERISK ANALYTICS INC	-550 000 SALES	04/04/2012	25,855 64	(20,557 85)	5,297 79
FRED ALGER MGMT, INC	92345Y106	VERISK ANALYTICS INC	-800 000 SALES	04/05/2012	37,390 12	(29,902 32)	7,487 80
FRED ALGER MGMT, INC	92345Y106	VERISK ANALYTICS INC	-200 000 SALES	06/08/2012	9,341 79	(7,475 58)	1,866 21
FRED ALGER MGMT, INC	92345Y106	VERISK ANALYTICS INC	-750 000 SALES	09/14/2012	36,129 02	(28,033 43)	8,095 59
FRED ALGER MGMT, INC	92345Y106	VERISK ANALYTICS INC	-1,250 000 SALES	11/15/2012	2,465 94	(1,868 90)	597 04
FRED ALGER MGMT, INC	92343V104	VERIZON COMMUNICATIONS INC	-50 000 SALES	10/29/2012	55,580 13	(51,970 04)	3,610 09
FRED ALGER MGMT, INC	92343V104	VERIZON COMMUNICATIONS INC	-50 000 SALES	11/15/2012	2,159 95	(2,078 80)	81 15
FRED ALGER MGMT, INC	928563402	VMWARE INC	-50 000 SALES	01/12/2012	4,237 41	(4,819 79)	(582 38)
FRED ALGER MGMT, INC	928563402	VMWARE INC	-350 000 SALES	02/21/2012	34,094 32	(33,738 51)	355 81
FRED ALGER MGMT, INC	928563402	VMWARE INC	-100 000 SALES	04/02/2012	10,855 75	(9,639 58)	1,216 17
FRED ALGER MGMT, INC	928563402	VMWARE INC	-50 000 SALES	04/04/2012	5,611 02	(4,819 79)	791 23
FRED ALGER MGMT, INC	928563402	VMWARE INC	-250 000 SALES	04/05/2012	28,571 85	(24,098 94)	4,472 91
FRED ALGER MGMT, INC	928563402	VMWARE INC	-400 000 SALES	04/10/2012	45,026 99	(38,558 30)	6,468 69
FRED ALGER MGMT, INC	928563402	VMWARE INC	-900 000 SALES	09/18/2012	88,683 38	(86,756 18)	1,927 20
FRED ALGER MGMT, INC	928856400	VOLVO AB	-150 000 SALES	11/15/2012	2,000 95	(2,072 11)	(71 16)
FRED ALGER MGMT, INC	933170105	WALTER ENERGY INC	-700 000 SALES	04/05/2012	43,118 54	(68,191 10)	(25,072 56)
FRED ALGER MGMT, INC	942683103	WATSON PHARMACEUTICALS INC	-50 000 SALES	11/15/2012	4,285 40	(3,848 03)	437 37
FRED ALGER MGMT, INC	949746101	WELLS FARGO & CO	-50 000 SALES	11/15/2012	1,631 46	(1,705 50)	(74 04)
FRED ALGER MGMT, INC	98419M100	XYLEM INC/NY	-100 000 SALES	11/15/2012	2,487 94	(2,496 30)	(8 36)
FRED ALGER MGMT, INC	984332106	YAHOO! INC	-150 000 SALES	11/15/2012	2,618 94	(2,508 50)	110 44
FRED ALGER MGMT, INC	984332106	YAHOO! INC	-2,100 000 SALES	12/27/2012	40,457 48	(35,118 97)	5,338 51
FRED ALGER MGMT, INC	988498101	YUM! BRANDS INC	-50 000 SALES	01/12/2012	2,981 44	(2,457 24)	524 20
FRED ALGER MGMT, INC	988498101	YUM! BRANDS INC	-450 000 SALES	05/30/2012	31,341 52	(28,088 14)	3,253 38
FRED ALGER MGMT, INC	988498101	YUM! BRANDS INC	-1,050 000 SALES	06/08/2012	67,535 64	(65,539 00)	1,996 64
FRED ALGER MGMT, INC	988498101	YUM! BRANDS INC	-50 000 SALES	11/15/2012	3,583 91	(3,203 90)	380 01
FRED ALGER MGMT, INC	988498101	YUM! BRANDS INC	-2,500 000 SALES	12/05/2012	167,699 99	(160,195 07)	7,504 92
FRED ALGER MGMT, INC	98956P102	ZIMMER HOLDINGS INC	-1,650 000 SALES	07/31/2012	98,189 96	(104,511 90)	(6,321 94)
FRED ALGER MGMT, INC	98986T108	ZYNGA INC	-100 000 SALES	01/12/2012	801 98	(1,000 00)	(198 02)
FRED ALGER MGMT, INC	037633100	APPLE INC	0 000 CLASS ACTIONS	10/24/2012	0 00	257 96	257 96
FRED ALGER MGMT, INC	375558103	GILEAD SCIENCES INC	0 000 CLASS ACTIONS	12/07/2012	0 00	237 42	237 42
FRED ALGER MGMT, INC	466090107	JA SOLAR HOLDINGS CO LTD	0 000 CLASS ACTIONS	09/07/2012	0 00	1,948 97	1,948 97
FRED ALGER MGMT, INC	48248M102	KKR & CO LP	0 000 BOOK VALUE ADJUSTMENTS		0 00	(1,860 00)	(1,860 00)
FRED ALGER MGMT, INC	57772K101	MAXIM INTEGRATED PRODUCTS INC	0 000 CLASS ACTIONS	11/01/2012	0 00	75 79	75 79
FRED ALGER MGMT, INC	923436109	VERITAS SOFTWARE CO COM	0 000 CLASS ACTIONS	10/05/2012	0 00	36 13	36 13
NORTHERN TRUST	999F61549	MRBF-NORTHERN TRUSTRUSSELL	-1,377 820 SALES	01/31/2012	150,000 00	(159,483 21)	(9,483 21)
NORTHERN TRUST	999F61549	MRBF-NORTHERN TRUSTRUSSELL	-1,587 550 SALES	01/31/2012	175,000 00	(183,759 54)	(6,759 54)
NORTHERN TRUST	999F61549	MRBF-NORTHERN TRUSTRUSSELL	-1,586 620 SALES	02/21/2012	180,000 00	(183,635 02)	(3,635 02)
NORTHERN TRUST	999F61549	MRBF-NORTHERN TRUSTRUSSELL	-3,466 810 SALES	03/15/2012	400,000 00	(401,222 34)	(1,222 34)
NORTHERN TRUST	999F61549	MRBF-NORTHERN TRUSTRUSSELL	-44 920 SALES	03/30/2012	5,201 90	(5,198 70)	3 20
NORTHERN TRUST	999F61549	MRBF-NORTHERN TRUSTRUSSELL	-1,234 820 SALES	04/23/2012	140,000 00	(142,909 59)	(2,909 59)
NORTHERN TRUST	999F61549	MRBF-NORTHERN TRUSTRUSSELL	-1,068 780 SALES	05/09/2012	120,000 00	(123,691 35)	(3,691 35)
NORTHERN TRUST	999F61549	MRBF-NORTHERN TRUSTRUSSELL	-9,288 330 SALES	06/12/2012	1,000,000 00	(1,074,736 21)	(74,736 21)
NORTHERN TRUST	999F61549	MRBF-NORTHERN TRUSTRUSSELL	-50 680 SALES	06/29/2012	5,593 92	(5,864 09)	(270 17)
NORTHERN TRUST	999F61549	MRBF-NORTHERN TRUSTRUSSELL	-2,603 050 SALES	09/12/2012	310,000 00	(301,172 21)	8,827 79
NORTHERN TRUST	999F61549	MRBF-NORTHERN TRUSTRUSSELL	-43 390 SALES	09/28/2012	5,207 55	(5,020 21)	187 34
NORTHERN TRUST	999F61549	MRBF-NORTHERN TRUSTRUSSELL	-32,813 750 SALES	12/13/2012	3,945,000 00	(3,797,193 29)	147,806 71
NORTHERN TRUST	999F61549	MRBF-NORTHERN TRUSTRUSSELL	-413 930 SALES	12/24/2012	50,000 00	(47,899 80)	2,100 20
NORTHERN TRUST	999F61549	MRBF-NORTHERN TRUSTRUSSELL	-46 210 SALES	12/31/2012	5,483 35	(5,347 40)	135 95
NORTHERN TRUST	999F61549	MRBF-NORTHERN TRUSTRUSSELL	-23,908 450 SALES	12/31/2012	2,874,800 00	(2,766,675 74)	108,124 26
NORTHERN TRUST	999F61549	MRBF-NORTHERN TRUSTRUSSELL	-10 180 SALES	12/13/2012	1,223 88	(1,178 17)	45 71

NORTHERN TRUST	999F61649	MRBF-NORTHERN TRUSTRUSSELL	-10 710 SALES	12/31/2012	1,287.79	(1,239.51)	48.28
PIMCO	693390700	PIMCO TOTAL RETURN FUND	-88,809,947 SALES	06/08/2012	1,000,000.00	(937,749.21)	62,250.79
PIMCO	693390700	PIMCO TOTAL RETURN FUND	-21,929,825 SALES	07/13/2012	250,000.00	(231,604.28)	18,395.72
SAYBROOK CAPITAL	88579Y101	3M CO	-1,000,000 SALES	08/22/2012	94,138.39	(77,051.20)	17,087.19
SAYBROOK CAPITAL	88579Y101	3M CO	-8,000,000 SALES	12/24/2012	746,833.66	(616,409.60)	130,424.06
SAYBROOK CAPITAL	037833100	APPLE INC	-500,000 SALES	12/24/2012	264,632.07	(285,745.29)	(21,113.22)
SAYBROOK CAPITAL	053015103	AUTOMATIC DATA PROCESSING INC	-6,000,000 SALES	12/24/2012	349,124.37	(213,999.76)	135,124.61
SAYBROOK CAPITAL	084670702	BERKSHIRE HATHAWAY INC	-5,550,000 SALES	12/24/2012	501,328.03	(399,418.78)	101,909.25
SAYBROOK CAPITAL	25243Q205	DIAGEO PLC	-2,000,000 SALES	04/26/2012	200,468.71	(134,368.28)	66,100.43
SAYBROOK CAPITAL	25243Q205	DIAGEO PLC	-1,500,000 SALES	10/01/2012	167,996.23	(100,776.21)	67,220.02
SAYBROOK CAPITAL	25243Q205	DIAGEO PLC	-2,500,000 SALES	12/24/2012	297,080.84	(167,960.36)	129,120.48
SAYBROOK CAPITAL	26441C204	DUKE ENERGY CORP NEW COM	-15,000,000 SALES	12/24/2012	971,217.73	(853,173.00)	118,044.73
SAYBROOK CAPITAL	291011104	EMERSON ELECTRIC CO	-4,000,000 SALES	02/21/2012	203,764.32	(158,163.54)	45,600.78
SAYBROOK CAPITAL	291011104	EMERSON ELECTRIC CO	-2,000,000 SALES	12/24/2012	106,578.41	(79,081.77)	27,496.64
SAYBROOK CAPITAL	303075105	FACTSET RESEARCH SYSTEMS INC	-2,000,000 SALES	05/23/2012	211,444.06	(108,955.15)	102,488.91
SAYBROOK CAPITAL	369604103	GENERAL ELECTRIC CO	-10,000,000 SALES	12/24/2012	210,199.28	(249,908.82)	(39,709.54)
SAYBROOK CAPITAL	438516106	HONEYWELL INTERNATIONAL INC	-2,000,000 SALES	12/24/2012	127,570.74	(89,887.46)	37,683.28
SAYBROOK CAPITAL	458140100	INTEL CORP	-8,000,000 SALES	04/26/2012	219,026.28	(167,089.65)	51,936.63
SAYBROOK CAPITAL	458140100	INTEL CORP	-7,000,000 SALES	10/11/2012	159,268.82	(146,203.44)	13,065.38
SAYBROOK CAPITAL	458140100	INTEL CORP	-38,000,000 SALES	12/24/2012	807,892.29	(793,675.81)	14,216.48
SAYBROOK CAPITAL	478160104	JOHNSON & JOHNSON	-5,000,000 SALES	12/24/2012	354,192.06	(279,871.68)	74,320.38
SAYBROOK CAPITAL	50076Q106	KRAFT FOODS GROUP INC	-0.667 SALES	10/16/2012	30.67	(18.89)	11.78
SAYBROOK CAPITAL	50076Q106	KRAFT FOODS GROUP INC	-9,666,000 SALES	12/24/2012	448,213.96	(273,811.93)	174,402.03
SAYBROOK CAPITAL	713448108	PEPSICO INC	-5,000,000 SALES	05/23/2012	339,493.38	(321,465.00)	18,028.38
SAYBROOK CAPITAL	713448108	PEPSICO INC	-7,000,000 SALES	12/24/2012	489,611.02	(450,051.00)	39,560.02
SAYBROOK CAPITAL	742718109	PROCTER & GAMBLE CO/THE	-2,000,000 SALES	08/03/2012	123,177.10	(108,948.40)	20,228.70
SAYBROOK CAPITAL	742718109	PROCTER & GAMBLE CO/THE	-11,000,000 SALES	12/24/2012	762,066.22	(599,216.20)	162,850.02
SAYBROOK CAPITAL	855030102	STAPLES INC	-10,000,000 SALES	10/24/2012	113,564.44	(143,798.61)	(30,234.17)
SAYBROOK CAPITAL	855030102	STAPLES INC	-65,000,000 SALES	11/20/2012	771,578.18	(934,690.99)	(163,112.81)
SAYBROOK CAPITAL	87612E106	TARGET CORP	-5,000,000 SALES	12/24/2012	308,043.59	(156,675.66)	151,367.93
SAYBROOK CAPITAL	931422109	WALGREEN CO	-29,000,000 SALES	06/06/2012	873,608.31	(670,092.00)	203,516.31
T ROWE PRICE NEW HOR	779562107	T ROWE PRICE NEW HORIZONS FUND	-4,189,944 SALES	03/21/2012	150,000.00	(141,310.28)	8,689.72
T ROWE PRICE NEW HOR	779562107	T ROWE PRICE NEW HORIZONS FUND	-6,564,885 SALES	05/21/2012	215,000.00	(221,407.67)	(6,407.67)
T ROWE PRICE NEW HOR	779562107	T ROWE PRICE NEW HORIZONS FUND	-3,421,282 SALES	07/23/2012	118,000.00	(115,386.34)	2,613.66
STERLING JOHNSTON	126667104	CV THERAPEUTICS INC COM	0.000 CLASS ACTIONS	01/04/2012	0.00	28.64	28.64
STERLING JOHNSTON	717193007	PHARMOS CORP	0.000 CLASS ACTIONS	01/09/2012	0.00	35.76	35.76
STERLING JOHNSTON	861642106	STONE ENERGY CORP	0.000 CLASS ACTIONS	06/18/2012	0.00	3,156.60	3,156.60
Total Sales per Investment Spreadsheet					40,821,806.28	(38,227,529.70)	2,594,276.58

Gain on sale of securities per 2012 990-PF, Part IV

40,821,806.28 (38,227,529.70) 2,594,276.58

MARY REYNOLDS BABCOCK FOUNDATION, INC.

EIN: 56-0690140

2012

SCHEDULE OF APPROPRIATIONS AND PAYMENTS

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Appalachian Community Enterprises Inc 3173 Hwy 129 North Cleveland, GA 30528 NP-RA \$350,000 00 2011	501(c)3 -	\$87,500 00	\$175,000 00	\$0 00	\$175,000 00	\$87,500 00
Alabama Applesseed Center For Law And Justice Inc P.O. Box 4864 Montgomery, AL 36103-4864 NP-RA \$100,000 00 2010	501(c)3 -	\$25,000.00	\$0.00	\$0 00	\$25,000 00	\$0.00
Alabama Applesseed Center For Law And Justice Inc P.O. Box 4864 Montgomery, AL 36103-4864 NP-RA \$150,000.00 2012	501(c)3 -	\$0 00	\$150,000.00	\$0 00	\$37,500.00	\$112,500.00
Alabama Asset Building Coalition 601 19th Street, North 2nd Floor Birmingham, AL 35203 NP \$50,000 00 2011	501(c)3 - Nonprofit	\$25,000.00	\$0 00	\$0 00	\$25,000 00	\$0.00

Alabama Asset Building Coalition 601 19th Street, North 2nd Floor Birmingham, AL 35203 <i>NP-RA</i> \$150,000.00 2012	501(c)(3) - Nonprofit	\$0.00	\$150,000.00	\$0.00	\$37,500.00	\$112,500.00
Alabama Citizens For Constitutional Reform Foundation P O. Box 10746 Birmingham, AL 35202 <i>NP-RA</i> \$150,000.00 2011	501(c)3 -	\$75,000.00	\$0.00	\$0.00	\$75,000.00	\$0.00
Alabama Organizing Project P.O. Box 267 Montgomery, AL 36101 <i>NP-RA</i> \$60,000.00 2011	501(c)3 -	\$45,000.00	\$0.00	\$0.00	\$30,000.00	\$15,000.00
Act Albany Community Together Inc 230 S Jackson St Suite 154 Albany, GA 31701 <i>NP-RA</i> \$150,000.00 2012	501(c)3 -	\$0.00	\$150,000.00	\$0.00	\$75,000.00	\$75,000.00
Alt Consulting 211 West 3rd Ave., Suite 255 P.O. Box 9858 Pine Bluff, AR 71611 <i>NP</i> \$300,000.00 2011	501(c)3 -	\$225,000.00	\$0.00	\$0.00	\$150,000.00	\$75,000.00
Anderson Interfaith Ministries Inc PO Box 1136 Anderson, SC 29622 <i>NP-RA</i> \$130,000.00	501(c)3 -	\$65,000.00	\$0.00	\$0.00	\$65,000.00	\$0.00

2011

Anderson Interfaith Ministries Inc	501(c)3 -	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00	\$0.00
PO Box 1136							
Anderson, SC 29622							
<i>NP-OF</i>							
\$10,000.00							
2012							

Appalachian Center University of Kentucky	501(c)(3) - Nonprofit	\$70,000.00	\$0.00	\$0.00	\$35,000.00	\$0.00	\$35,000.00
624 Maxwellton Court							
Lexington, KY 40506-0347							
<i>NP</i>							
\$140,000.00							
2011							

Appalachian Emerging Leaders Network	Have a Fiscal Sponsor	\$25,000.00	\$0.00	\$0.00	\$25,000.00	\$0.00	\$0.00
91 Madison Ave							
Whitesburg, KY 41858							
<i>NP</i>							
\$50,000.00							
2011							

Appalachian Institute for Renewable Energy	501(c)3 -	\$0.00	\$50,000.00	\$0.00	\$25,000.00	\$0.00	\$25,000.00
164 S Depot St.							
Boone, NC 28607							
<i>NP</i>							
\$50,000.00							
2012							

Appalachian Sustainable Development	501(c)3 -	\$13,250.00	\$0.00	\$0.00	\$13,250.00	\$0.00	\$0.00
P O Box 791							
Abingdon, VA 24212							
<i>NP-RA</i>							
\$100,000.00							
2011							

Appalachian Sustainable Development	501(c)3 -	\$0.00	\$170,000.00	\$0.00	\$42,500.00	\$0.00	\$127,500.00
P.O Box 791							
Abingdon, VA 24212							

1111 16th Street, NW, Suite 410
Washington, DC 20036
NP-RA
\$150,000.00
2012

Association For Enterprise Opportun Ity Inc	501(c)3 -	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
---	-----------	--------	-------------	--------	-------------	--------

1111 16th Street, NW, Suite 410
Washington, DC 20036
NP-OF
\$10,000.00
2012

Atlanta Housing Association of Neighborhood-based Developers	501(c)(3) - Nonprofit	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
--	-----------------------	--------	-------------	--------	-------------	--------

633 Pryor St. SW
Atlanta, GA 30312
NP-OF
\$10,000.00
2012

Birmingham Area Interfaith Sponsoring Committee	501(c)3 -	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
---	-----------	--------	-------------	--------	-------------	--------

647 25th Place North
Birmingham, AL 35203
NP
\$30,000.00
2012

Black Belt Community Foundation Inc	501(c)3 -	\$300,000.00	\$0.00	\$0.00	\$225,000.00	\$75,000.00
-------------------------------------	-----------	--------------	--------	--------	--------------	-------------

P. O. Box 2020
609 Lauderdale Street
Selma, AL 36702
NP-RA
\$300,000.00
2011

Blueprint North Carolina	501(c)3 -	\$0.00	\$200,000.00	\$0.00	\$50,000.00	\$150,000.00
--------------------------	-----------	--------	--------------	--------	-------------	--------------

2912 Highwoods Blvd , Suite 202
Raleigh, NC 27604
NP-RA
\$200,000.00

2012

Center For Community Change

1536 U Street, N.W.
Washington DC, DC 20009
NP-RA

\$150,000 00

2012

\$0.00

\$150,000 00

\$75,000.00

\$75,000.00

Center For Heirs Property Preservation

1535 Sam Rittenburg Blvd , Suite D
Charleston, SC 29407
NP-RA

\$230,000.00

2011

\$0.00

\$0.00

\$115,000 00

\$0.00

Center For Participatory Change Inc

34 Wall Street, Suite 601
Asheville, NC 28801
NP-RA

\$210,000 00

2011

\$0.00

\$0.00

\$80,000.00

\$85,000.00

Central Appalachian Network

433 Chestnut Street
Berea, KY 40403
NP-RA

\$300,000 00

2011

Have a Fiscal Sponsor

\$0.00

\$0.00

\$150,000 00

\$0.00

Challenge West Virginia Inc

Post Office Box 651
Whitesville, WV 25209
NP-OF

\$8,167 00

2011

\$0.00

\$0.00

\$8,167.00

\$0.00

Coalfield Development Corporation

P.O. Box 1133
Wayne, WV 25570
NP

\$0.00

\$50,000.00

\$50,000.00

\$0.00

Kennesaw State University
1000 Chastain Road #3305
Kennesaw, GA 30144
NP-RA
\$200,000.00
2011

**Federation Of Community Controlled
Centers Of Alabama For Child Care**

P.O Box 214
Montgomery, AL 36101-0214
NP
\$100,000.00
2011

**Federation Of Southern Cooperatives
Land Assistance Fund**

2769 Church Street
East Point, GA 30344
NP-RA
\$100,000.00
2012

Foundation for the Mid South

134 East Amite Street
Jackson, MS 39201
NP
\$100,000.00
2012

Foundation for Appalachian Kentucky

5864 Kentucky Highway 28
P O Box 310
Chavies, KY 41727
NP-RA
\$70,000.00
2011

Foundation for Appalachian Kentucky

5864 Kentucky Highway 28
P O. Box 310
Chavies, KY 41727

501(c)3 -	\$50,000.00	\$0.00	\$0.00	\$50,000.00	\$0.00
501(c)3 -	\$0.00	\$100,000.00	\$0.00	\$50,000.00	\$50,000.00
501(c)(3),509(a)(1) /(2),170(b)	\$0.00	\$100,000.00	\$0.00	\$50,000.00	\$50,000.00
501(c)3 -	\$35,000.00	\$0.00	\$0.00	\$35,000.00	\$0.00
501(c)3 -	\$0.00	\$2,600.00	\$0.00	\$2,600.00	\$0.00

NP-OF
\$2,600.00
2012

Four State Savings Partnership

Have a Fiscal Sponsor \$0.00 \$0.00 \$42,500.00 \$42,500.00 \$0.00

Post Office 27386
Raleigh, NC 27609
NP-RA
\$163,000.00
2010

Georgia Applesed Inc

1100 Peachtree St
Ste 2800
Atlanta, GA 30309
NP
\$87,000.00
2011

501(c)3 - \$0.00 \$0.00 \$65,250.00 \$43,500.00 \$21,750.00

Georgia Budget And Policy Institute Inc

100 Edgewood Ave., Suite 950
Atlanta, GA 30303
NP-RA
\$200,000.00
2011

501(c)3 - \$0.00 \$0.00 \$100,000.00 \$100,000.00 \$0.00

The Georgia Conference of Black Mayors, Inc.

413 Spring Street
Washington, GA 30673
NP
\$36,000.00
2012

501(c)3 - Nonprofit \$0.00 \$0.00 \$36,000.00 \$36,000.00 \$0.00

Georgia Justice Project Inc

438 Edgewood Ave
Atlanta, GA 30312
NP-RA
\$150,000.00
2012

501(c)3 - \$0.00 \$0.00 \$150,000.00 \$37,500.00 \$112,500.00

Georgia NAACP

\$0.00 \$0.00 \$10,000.00 \$10,000.00 \$0.00

NP-OF \$10,000.00 2012						
Georgia Strategic Alliance For New Direction And Unified Policies 501 Pulliam Street, SW, Suite 517C Atlanta, GA 30312 NP-RA \$200,000.00 2011						
	501(c)3 -	\$100,000.00	\$0.00	\$0.00	\$100,000.00	\$0.00
Good Work Network 1824 Oretha Castle Haley Blvd. New Orleans, LA 70113 NP-RA \$150,000.00 2011						
	501(c)3 -	\$75,000.00	\$0.00	\$0.00	\$75,000.00	\$0.00
Greater Birmingham Ministries Inc 2304 12th Avenue North Birmingham, AL 35234-3111 NP-RA \$200,000.00 2010						
	501(c)3 -	\$100,000.00	\$0.00	\$0.00	\$100,000.00	\$0.00
Greenville Region Workforce Collaborative 105 Edinburgh Ct. Greenville, SC 29607 NP \$100,000.00 2011						
	Have a Fiscal Sponsor	\$50,000.00	\$0.00	\$0.00	\$50,000.00	\$0.00
Greenville Region Workforce Collaborative 105 Edinburgh Ct Greenville, SC 29607 NP-RA \$100,000.00 2012						
	Have a Fiscal Sponsor	\$0.00	\$100,000.00	\$0.00	\$50,000.00	\$50,000.00
Gulf Coast Funders for Equity 						
	Have a Fiscal	\$37,500.00	\$0.00	\$0.00	\$37,500.00	\$0.00

Sponsor

P. O. Box 740639
New Orleans, LA 70174
NP-RA
\$150,000.00
2010

Hispanic Interest Coalition of Alabama

260 F West Valley Avenue
Birmingham, AL 35209
NP

\$150,000.00
2012

Homes of Hope, Inc.

3 DUNEAN STREET
Greenville, SC 29611
NP

\$150,000.00
2012

Hope Community Development Agency

425 Division Street
Biloxi, MS 39530
NP-RA

\$250,000.00
2011

Hope Community Development Agency

425 Division Street
Biloxi, MS 39530
NP (Planning grant)

\$50,000.00
2012

Enterprise Corporation Of The Delta

4 Old River Place, Suite A
Jackson, MS 39202
NP

\$200,000.00
2010

Enterprise Corporation Of The Delta

\$0.00

\$150,000.00

\$75,000.00

\$75,000.00

\$0.00

\$150,000.00

\$75,000.00

\$75,000.00

\$0.00

\$0.00

\$125,000.00

\$0.00

\$0.00

\$50,000.00

\$50,000.00

\$0.00

\$0.00

\$0.00

\$50,000.00

\$0.00

\$0.00

\$400,000.00

\$100,000.00

\$300,000.00

4 Old River Place, Suite A
 Jackson, MS 39202
NP-RA
 \$400,000.00
 2012

Kentucky Coalition Inc
 P.O. Box 1450
 London, KY 40743
NP-RA
 \$300,000 00
 2011

	501(c)3 -	\$250,000 00	\$0.00	\$0.00	\$100,000.00	\$150,000.00
--	-----------	--------------	--------	--------	--------------	--------------

Kentucky Domestic Violence Association Inc
 111 Darby Shire Circle
 Frankfort, KY 40601
NP-RA
 \$100,000.00
 2012

	501(c)3 -	\$0.00	\$100,000.00	\$0.00	\$50,000.00	\$50,000.00
--	-----------	--------	--------------	--------	-------------	-------------

Louisiana Housing Alliance
 412 N. 4th Street, Suite 102
 Baton Rouge, LA 70802
NP
 \$144,000.00
 2012

	501(c)3) - Nonprofit	\$0.00	\$144,000 00	\$0.00	\$72,000 00	\$72,000 00
--	-------------------------	--------	--------------	--------	-------------	-------------

Low Income Housing Coalition Of Alabama
 P O Box 130159
 Birmingham, AL 35213-0159
NP-OF
 \$10,000.00
 2012

	501(c)3 -	\$0.00	\$10,000 00	\$0.00	\$10,000.00	\$0.00
--	-----------	--------	-------------	--------	-------------	--------

Low Income Housing Coalition Of Alabama
 P O. Box 130159
 Birmingham, AL 35213-0159
NP
 \$40,000 00

	501(c)3 -	\$0.00	\$40,000.00	\$0.00	\$10,000.00	\$30,000 00
--	-----------	--------	-------------	--------	-------------	-------------

2012

Lowcountry Housing Trust Incorporated 501(c)3 - \$150,000.00 \$0.00 \$100,000.00 \$50,000.00
 1535 Hobby Street, Suite 209
 North Charleston, SC 29405
NP-RA
 \$200,000.00

2011

McIntosh SEED 501(c)3 - \$75,000.00 \$0.00 \$75,000.00 \$0.00
 P.O. Box 2355
 Darien, GA 31305
NP-RA
 \$150,000.00

2011

Local Initiatives Support Corporation 501(c)3 - \$75,000.00 \$0.00 \$75,000.00 \$0.00
 119 S. Theobald Street
 Greenville, MS 38701
NP-RA
 \$300,000.00

2010

Local Initiatives Support Corporation 501(c)3 - \$100,000.00 \$0.00 \$50,000.00 \$50,000.00
 119 S. Theobald Street
 Greenville, MS 38701
NP-RA
 \$200,000.00

2012

Mississippi Center For Justice 501(c)3 - \$100,000.00 \$0.00 \$100,000.00 \$0.00
 P. O. Box 1023
 5 Old River Place, Suite 203
 Jackson, MS 39215
NP-RA
 \$200,000.00

2011

Mississippi Low-Income Child Care Initiative 501(c)3 - \$75,000.00 \$0.00 \$75,000.00 \$0.00
 Post Office Box 204
 Biloxi, MS 39533-0204
NP-RA

New Orleans, LA 70115

NP-RA

\$100,000.00

2012

New Hope Enterprises

501(c)(3) -
Nonprofit

\$25,000.00

\$0.00

\$0.00

\$25,000.00

\$0.00

970 Jefferson St., NW

Atlanta, GA 30318

NP

\$50,000.00

2011

New Hope Enterprises

501(c)(3) -
Nonprofit

\$0.00

\$50,000.00

\$0.00

\$25,000.00

\$25,000.00

970 Jefferson St., NW

Atlanta, GA 30318

NP-RA

\$50,000.00

2012

**Nova Workforce Institute Of Northeast
Louisiana Inc**

501(c)3 -

\$50,000.00

\$100,000.00

\$0.00

\$100,000.00

\$50,000.00

Post Office Box 15020

Monroe, LA 71207

NP-RA

\$200,000.00

2011

**New Opportunity School For Women
Foundation**

501(c)3 -

\$23,750.00

\$0.00

\$0.00

\$23,750.00

\$0.00

436 Opossum Kingdom Rd

Berea, KY 40403-9512

NP-RA

\$95,000.00

2008

**New Orleans Neighborhood Development
Foundation**

501(c)3 -

\$0.00

\$75,000.00

\$0.00

\$37,500.00

\$37,500.00

1429 South Rampart Street

New Orleans, LA 70113

NP

\$150,000.00

2012

North Carolina Justice Center

Post Office Box 28068

Raleigh, NC 27611

NP

\$150,000.00

2011

501(c)3 -

\$112,500 00

\$0.00

\$0.00

\$75,000 00

\$37,500 00

Ohio River Valley Environmental Coalition Inc

Post Office Box 6753

Huntington, WV 27553

NP-RA

\$200,000 00

2011

501(c)3 -

\$100,000.00

\$0 00

\$0.00

\$100,000 00

\$0.00

People Incorporated Of Virginia

1173 West Main Street

Abingdon, VA 24210

NP-RA

\$54,000 00

2011

501(c)3 -

\$18,000.00

\$0 00

\$0.00

\$18,000.00

\$0.00

ProGeorgia

1530 Dekalb Ave

Suite A

Atlanta, GA 30307

NP

\$30,000 00

2012

Have a Fiscal Sponsor

\$0 00

\$30,000.00

\$0.00

\$15,000.00

\$15,000.00

Resourceful Communities Program

Post Office Box 271

Chapel Hill, NC 27514

NP-OF

\$10,000.00

2012

Have a Fiscal Sponsor

\$0 00

\$10,000.00

\$0.00

\$10,000 00

\$0.00

Reynolda House, Museum of American

501(c)(3),509(a)(1)
/(2)/(3)

\$177,000.00

\$0 00

\$0 00

\$118,000 00

\$59,000 00

P. O. Box 7287

Winston-Salem, NC 27109
Other
 \$354,000.00
 2010

Reynolda House, Museum of American

501(c)(3),509(a)(1)
 /(2)/(3)
 \$0.00 \$250,000 00 \$0.00 \$250,000.00 \$0.00

P. O Box 7287
 Winston-Salem, NC 27109
Other - Capital campaign
 \$250,000 00
 2012

**South Carolina Association Of
 Community Development Corp**

501(c)3 -
 \$0.00 \$450,000 00 \$0.00 \$225,000 00 \$225,000.00

Post Office Box 20577
 Charleston, SC 29413
NP-RA
 \$450,000.00
 2012

**South Carolina Community Development
 Finance Alliance**

501(c)3 -
 \$0.00 \$10,000.00 \$0.00 \$10,000.00 \$0.00

1535 Hobby Street, Suite 209
 North Charleston, SC 29405
NP-OF
 \$10,000 00
 2012

Southern Bancorp Community Partners

501(c)3 -
 \$0 00 \$200,000 00 \$0.00 \$100,000 00 \$100,000 00

8924 Kanis Road
 Little Rock, AR 72205
NP-RA
 \$200,000.00
 2012

Southern Echo Inc

501(c)3 -
 \$0.00 \$150,000.00 \$0.00 \$37,500.00 \$112,500.00

1350 Livingston Lane, Suite C
 Jackson, MS 39213
NP-RA (FINAL grant)
 \$150,000.00
 2012

Southern Mutual Help Association Inc 3602 Old Jeanerette Road New Iberia, LA 70563 <i>NP-RA</i> \$200,000.00 2011	501(c)3 -	\$150,000 00	\$0.00	\$0 00	\$100,000.00	\$50,000 00
Southern Mutual Help Association Inc 3602 Old Jeanerette Road New Iberia, LA 70563 <i>NP-OF</i> \$10,000.00 2012	501(c)3 -	\$0.00	\$10,000 00	\$0 00	\$10,000.00	\$0 00
Southern Organizing Working Group 1604 Woodburn Rd. Durham, NC 27705 <i>NP- OF</i> \$10,000 00 2012	Have a Fiscal Sponsor	\$0 00	\$10,000.00	\$0 00	\$10,000.00	\$0.00
Childrens Defense Fund Post Office Box 11437 Jackson, MS 39283 <i>NP-RA</i> \$150,000.00 2012	501(c)3 -	\$0.00	\$150,000 00	\$0 00	\$37,500 00	\$112,500.00
Southwest Georgia United Empowerment Zone Inc 1150 Industrial Drive Vienna, GA 31092 <i>NP-RA</i> \$200,000.00 2011	501(c)3 -	\$150,000.00	\$0 00	\$0.00	\$100,000 00	\$50,000.00
United Way Of The Coastal Empire Inc 428 Bull St , Suite 208 Savannah, GA 31401 <i>NP-RA</i> \$140,000 00 2012	501(c)3 -	\$0.00	\$140,000 00	\$0 00	\$70,000.00	\$70,000.00

Sustain Floyd Foundation, Incorporated 203 S. Locust St Suite H Floyd, VA 24091 <i>NP</i> \$34,044.00 2012	501(c)3 -	\$0.00	\$34,044.00	\$0.00	\$17,022.00	\$17,022.00
Tennesseans For Fair Taxation Inc 1103 Chapel Avenue Nashville, TN 37212 <i>NP-OF</i> \$10,000.00 2012	501(c)3 -	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Tennessee Alliance For Progress PO Box 60338 Nashville, TN 37206 <i>NP-RA</i> \$80,000.00 2011	501(c)3 -	\$40,000.00	\$0.00	\$0.00	\$40,000.00	\$0.00
Tennessee Immigrant And Refugee Rights Coalition 446 Metroplex Sr , Suite 224 Nashville, TN 37211-3139 <i>NP-RA</i> \$125,000.00 2012	501(c)3 -	\$0.00	\$125,000.00	\$0.00	\$75,000.00	\$50,000.00
Twin City Stage 610 Coliseum Drive Winston-Salem, NC 27106 <i>Endowment</i> <i>Filed under "other" grants</i> \$500,000.00 2008	501(c)(3),509(a)(1) /(2)/(3)	\$0.00	\$220,000.00	\$0.00	\$121,325.00	\$98,675.00
Wallace Community College Selma Foundation Post Office Box 2530	501(c)3 -	\$25,000.00	\$0.00	\$0.00	\$25,000.00	\$0.00

3000 Earl Goodwin Parkway
 Selma, AL 36702
NP
 \$100,000 00
 2008

West Virginia Center On Budget And Policy Inc 501(c)3 - \$0.00 \$150,000.00 \$0.00 \$75,000 00 \$75,000 00

723 Kanawha Blvd Suite 300
 Charleston, WV 25301
NP-RA
 \$150,000 00
 2012

Community Development Partnership of West Virginia 501(c)(3) - Nonprofit \$0.00 \$75,000.00 \$0.00 \$37,500.00 \$37,500.00

301 Water Street
 Stonewood, WV 26301-4648
NP
 \$75,000.00
 2012

West Virginia Healthy Kids and Families Coalition Have a Fiscal Sponsor \$0.00 \$10,000 00 \$0 00 \$10,000.00 \$0.00

208 Bradford Street, Apt 7
 Charleston, WV 25301
NP-OF
 \$10,000 00
 2012

Grand Total (110 items) \$4,725,417 00 \$6,554,044.00 \$0.00 \$6,838,514.00 \$4,440,947.00

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

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

- 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.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions MARY REYNOLDS BABCOCK FOUNDATION, INCORPORATED	Employer identification number (EIN) or 56-0690140
	Number, street, and room or suite no. If a P O box, see instructions 2920 REYNOLDA ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions WINSTON-SALEM, NC 27106-5123	

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

04

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

GAYLE WILLIAMS

- The books are in the care of ► **2920 REYNOLDA ROAD - WINSTON-SALEM, NC 27106-5123**

Telephone No ► **(336) 748-9222**

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 **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for

► ☒ calendar year **2012** or

► ☐ tax year beginning , and ending .

- 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	\$	241,337.
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	\$	176,337.
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	\$	65,000.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)