Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation STEPHEN D. FALKENBURY JR. FOUNDATION	**A Employer identification number** 56-2201996
Number and street (or P O box number if mail is not delivered to street address) — Room/suite 810 SHETLAND PLACE NW	B Telephone number 704-904-0108
City or town, state, and ZIP code CONCORD, NC 28027-7578	C If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	D 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year (*from Part II, col. (c), line 16*) ▶$ 501,611. J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (*Part I, column (d) must be on cash basis*)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	9,263.	9,263.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	9,456.			
	b Gross sales price for all assets on line 6a 84,412.				
	7 Capital gain net income (from Part IV, line 2)		9,456.		
	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	20.	20.	0.	STATEMENT 2
	12 Total. Add lines 1 through 11	18,739.	18,739.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	3,100.	3,100.	0.	0.
	c Other professional fees STMT 4	8,572.	8,572.	0.	0.
	17 Interest				
	18 Taxes STMT 5	653.	169.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	1,426.	0.	0.	0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	13,751.	11,841.	0.	0.
	25 Contributions, gifts, grants paid	22,595.			22,595.
	26 **Total expenses and disbursements.** Add lines 24 and 25	36,346.	11,841.	0.	22,595.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-17,607.			
	b **Net investment income** (if negative, enter -0-)		6,898.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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14101111 131845 074-07706600 2012.04040 STEPHEN D. FALKENBURY JR. F 074-07M1

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	23,595.	2,405.	2,405.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	41,584.	45,560.	46,798.
	b Investments - corporate stock STMT 9	310,622.	310,020.	452,408.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	375,801.	357,985.	501,611.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31**			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	375,801.	357,985.	
	30 **Total net assets or fund balances**	375,801.	357,985.	
	31 **Total liabilities and net assets/fund balances**	375,801.	357,985.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	375,801.
2	Enter amount from Part I, line 27a	2	-17,607.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	358,194.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	209.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	357,985.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED STATEMENTS	P	VARIOUS	12/31/12
b	SEE ATTACHED STATEMENTS	P	VARIOUS	12/31/12
c	SEE ATTACHED STATEMENTS	P	VARIOUS	12/31/12
d	SEE ATTACHED STATEMENTS	P	VARIOUS	12/31/12
e	CAPITAL GAINS DIVIDENDS			

	(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	1,996.		1,836.	160.
b	20,190.		15,854.	4,336.
c	5,836.		6,424.	-588.
d	56,307.		50,842.	5,465.
e	83.			83.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				160.
b				4,336.
c				-588.
d				5,465.
e				83.

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 — 9,456.

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	25,815.	491,280.	.052546
2010	30,000.	615,902.	.048709
2009	34,929.	539,830.	.064704
2008	42,062.	730,593.	.057572
2007	46,400.	826,193.	.056161

2	**Total** of line 1, column (d)	2	.279692
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	.055938
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	490,140.
5	Multiply line 4 by line 3	5	27,417.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	69.
7	Add lines 5 and 6	7	27,486.
8	Enter qualifying distributions from Part XII, line 4	8	22,595.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	138.
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	138.
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	138.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 300.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	300.
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	162.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 162. **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
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? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NC			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JOHN W. FALKENBURY Telephone no. ▶ 704-904-0108

Located at ▶ 810 SHETLAND PLACE NW, CONCORD NC ZIP+4 ▶ 28027-7578

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

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

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

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

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
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	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

			Yes	No
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ 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)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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 10		0.	0.	1,426.

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
NONE				

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0.
2	
3	
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 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	476,807.
b	Average of monthly cash balances	1b	20,797.
c	Fair market value of all other assets	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	497,604.
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	497,604.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,464.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	490,140.
6	**Minimum investment return.** Enter 5% of line 5	6	24,507.

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	24,507.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 138.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	138.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	24,369.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	24,369.
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	24,369.

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	22,595.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	22,595.
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	22,595.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				24,369.
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 — 5,567.				
b From 2008 — 5,532.				
c From 2009 — 7,941.				
d From 2010				
e From 2011 — 1,251.				
f **Total** of lines 3a through e	20,291.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 22,595.				
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				22,595.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,774.			1,774.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	18,517.			
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	3,793.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	14,724.			
10 Analysis of line 9:				
a Excess from 2008 — 5,532.				
b Excess from 2009 — 7,941.				
c Excess from 2010				
d Excess from 2011 — 1,251.				
e Excess from 2012				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BOY SCOUTS OF AMERICA 1325 W WALNUT HILL LN IRVING, TX 75038	N/A	501(C)(3)	CHARITABLE DONATION	500.
CANNON SCHOOL 5801 POPLAR TENT RD CONCORD, NC 28027	N/A	501(C)(3)	CHARITABLE DONATION	2,000.
CAROLINAS FREEDOM FOUNDATION 2718 PHILLIPS GATE DR CHARLOTTE, NC 282102703	N/A	501(C)(3)	CHARITABLE DONATION	1,150.
KOREAN WAR VETERANS ASSOCIATION 1870 YAKONA RD PARKVILLE, MD 21234	N/A	501(C)(3)	CHARITABLE DONATION	270.
MYERS PARK HS IB PAC 2400 COLONY ROAD CHARLOTTE, NC 28209	N/A	501(C)(3)	CHARITABLE DONATION	1,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	22,595.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	9,263.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	20.	
8 Gain or (loss) from sales of assets other than inventory			18	9,456.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		18,739.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 18,739.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

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

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

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] 11-12-13 ▶ President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KATHERINE BLOOMER	[signature]	11-12-13		P01300495
Firm's name ▶ CLIFTONLARSONALLEN LLP			Firm's EIN ▶ 41-0746749	
Firm's address ▶ 101 N. TRYON STREET, SUITE 1000 CHARLOTTE, NC 28246			Phone no. 704-998-5200	

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ST. JUDE CHILDREN'S RESEARCH HOSPTIAL 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	N/A	501(C)(3)	CHARITABLE DONATION	1,500.
ST. PETER'S HEAVENS DOOR CAMPAIGN 115 WEST SEVENTH ST. CHARLOTTE, NC 28202	N/A	501(C)(3)	CHARITABLE DONATION	5,000.
THE CITADEL BRIGADIER FOUNDATION 171 MOULTRIE ST. CHARLESTON, SC 29409	N/A	501(C)(3)	CHARITABLE DONATION	3,000.
THE HOPE FUND 752 FORGE ROAD LEXINGTON, VA 24450	N/A	501(C)(3)	CHARITABLE DONATION	2,000.
THOMPSON CHILDREN'S HOME P.O. BOX 25129 CHARLOTTE, NC 28229	N/A	501(C)(3)	CHARITABLE DONATION	1,500.
UNIVERSITY OF SOUTH CAROLINA 1600 HAMPTON ST., SUITE 736 COLUMBIA, SC 29208	N/A	501(C)(3)	CHARITABLE DONATION	1,500.
USO OF NORTH CAROLINA P.O. BOX 91536 RALEIGH, NC 27675	N/A	501(C)(3)	CHARITABLE DONATION	3,175.
Total from continuation sheets				17,675.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY 05495	1.	0.	1.
MORGAN STANLEY 06849	3,230.	21.	3,209.
MORGAN STANLEY 105884	6,115.	62.	6,053.
TOTAL TO FM 990-PF, PART I, LN 4	9,346.	83.	9,263.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	20.	20.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	20.	20.	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
BOOKKEEPING FEES	400.	400.	0.	0.
ACCOUNTING FEES	2,700.	2,700.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	3,100.	3,100.	0.	0.

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
MORGAN STANLEY INVESTMENT FEES	8,572.	8,572.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	8,572.	8,572.	0.	0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	169.	169.	0.	0.
FEDERAL TAX	484.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	653.	169.	0.	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
DUES AND SUBSCRIPTIONS	90.	0.	0.	0.
OTHER	1,336.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	1,426.	0.	0.	0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
VARIOUS COST BASIS ADJ. TO INVESTMENTS INCLUDING BOND ACCRETION & AMORT.	209.
TOTAL TO FORM 990-PF, PART III, LINE 5	209.

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
SEE ATTACHED STATEMENTS	X		45,560.	46,798.
TOTAL U.S. GOVERNMENT OBLIGATIONS			45,560.	46,798.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			45,560.	46,798.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENTS	310,020.	452,408.
TOTAL TO FORM 990-PF, PART II, LINE 10B	310,020.	452,408.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOHN FALKENBURY	PRESIDENT 1.00	0.	0.	1,426.
JEANE FALKENBURY	VICE PRESIDENT 1.00	0.	0.	0.
PAMELA ALBRIGHT	SECRETARY 1.00	0.	0.	0.
HARRY STATHOPOULOS	ASSISTANT 1.00	0.	0.	0.
PAUL FALKENBURY	BOARD MEMBER 1.00	0.	0.	0.
STEPHEN D.FALKENBURY, III	BOARD MEMBER 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	1,426.

Holdings

Select UMA Basic Securities Account 801-105884-268

THE STEPHEN D. FALKENBURY JR FOUNDATION

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AKAMAI TECHNOLOGIES INC (AKAM)	7/30/09	61 000	$16.514	$1,007 35	$2,495 51	$1,488.16 LT		
	7/30/09	30 000	16 514	495 42	1,227 30	731 88 LT		
	8/18/09	15 000	17.844	267 66	613 65	345 99 LT		
	5/17/12	20 000	29 419	588.38	818.20	229 82 ST		
	Total	126.000		2,358.81	**5,154.66**	2,566.03 LT 229 82 ST	—	—
Share Price $40 910								
ALLIED WORLD ASSUR CO HLDG LTD (AWH)	3/19/07	2 000	41.910	83 82	157 60	73.78 LT		
	3/29/07	10.000	42.619	426.19	788 00	361.81 LT		
	4/16/07	5.000	43 000	215 00	394 00	179 00 LT		
	4/8/10	2 000	44.300	88 60	157.60	69 00 LT		
	4/9/10	3 000	44 330	132 99	236 40	103 41 LT		
	5/14/10	6 000	45.093	270.56	472.80	202.24 LT		
	5/17/10	4 000	45.250	181 00	315 20	134.20 LT		
	Total	32 000		1,398 16	**2,521.60**	1,123.44 LT	48 00	1 90
Share Price $78 800, Next Dividend Payable 03/2013								
AMAZON COM INC (AMZN)	5/3/05	32.000	33 265	1,064.48	**8,027.84**	6,963 36 LT	—	—
Share Price $250 870								
AMC NETWORKS INC CL A (AMCX)	9/12/02	22 000	0.525	11 55	**1,089.00**	1,077.45 LT	—	—
Share Price $49 500								
AMGEN INC (AMGN)	4/16/08	31.000	43 226	1,340.01	**2,672.20**	1,332 19 LT	58.28	2.18
Share Price $86 200, Next Dividend Payable 03/2013								
ANADARKO PETE (APC)	11/24/03	14 000	22.210	310 94	1,040.34	729.40 LT		
	10/24/08	22.000	29 094	640 06	1,634 82	994 76 LT		
	10/27/08	13.000	28 121	365.57	966.03	600.46 LT		
	6/1/12	7 000	58 671	410.70	520 17	109 47 ST		

CONTINUED

Attachment to Part II

Holdings

Select UMA Basic Securities Account
801-105884-268

THE STEPHEN D. FALKENBURY JR FOUNDATION

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	56.000		1,727.27	**4,161.36**	2,324.62 LT 109 47 ST	20.16	0 48
Share Price $74 310, Next Dividend Payable 03/2013								
ANHEUSER BUSCH INBEV SA SPON (BUD)	12/30/10	20 000	57 324	1,146 47	1,748 20	601 73 LT		
	5/8/12	13 000	72 784	946 19	1,136 33	190.14 ST		
	Total	33 000		2,092 66	**2,884.53**	601.73 LT 190.14 ST	42.67	1 47
Share Price $87 410								
APACHE CORP (APA)	7/26/10	18 000	95 011	1,710.19	1,413 00	(297 19) LT		
	6/17/11	30 000	116 887	3,506 60	2,355 00	(1,151.60) LT		
	8/23/11	6 000	97.823	586 94	471.00	(115.94) LT		
	Total	54.000		5,803.73	**4,239.00**	(1,564.73) LT	36.72	0 86
Share Price $78 500, Next Dividend Payable 02/2013								
APPLE INC (AAPL)	8/5/11	1.000	372 910	372.91	532.17	159 26 LT		
	8/8/11	3 000	362 947	1,088 84	1,596 51	507 67 LT		
	8/23/11	2.000	365 900	731.80	1,064 34	332.54 LT		
	Total	6 000		2,193 55	**3,193.03**	999.47 LT	63.60	1.99
Share Price $532 173, Next Dividend Payable 02/2013								
APPLIED MATERIALS INC (AMAT)	11/22/04	10 000	17.036	170 36	114.40	(55.96) LT		
	2/1/05	15 000	16.280	244 20	171 60	(72 60) LT		
	4/29/08	155.000	19.025	2,948.95	1,773.20	(1,175 75) LT		
	11/21/08	40 000	8.337	333 46	457.60	124 14 LT		
	7/29/11	25 000	12.450	311 24	286.00	(25.24) LT		
	Total	245 000		4,008 21	**2,802.80**	(1,205.41) LT	88.20	3.14
Share Price $11 440, Next Dividend Payable 03/2013								
ASML HOLDING NV NY REG NEW (ASML)	9/19/08	12 000	30 016	360.19	772 68	412 49 LT		
	9/21/11	10 000	42.998	429 98	643.90	213.92 LT		
	Total	22 000		790.17	**1,416.58**	626 41 LT	14 81	1 04
Share Price $64 390								
AT&T INC (T)	2/9/10	55 000	25 300	1,391 50	**1,854.05**	462 55 LT	99 00	5 33
Share Price $33 710, Next Dividend Payable 02/2013								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ATLAS COPCO AB SP ADR B SP ADR (ATLCY)	9/17/09	54.000	12 168	657 05	**1,337.58**	680.53 LT	27 38	2.04
Share Price $24 770								
AUTODESK INC DELAWARE (ADSK)	2/27/08	30 000	33.000	989 99	1,060 50	70 51 LT		
	11/21/08	35 000	14.227	497 93	1,237 25	739 32 LT		
	Total	65 000		1,487 92	**2,297.75**	809 83 LT	—	—
Share Price $35 350								
AXA ADS (AXAHY)	5/1/02	10 000	21.253	212.53	182 20	(30.33) LT		
	9/26/02	50.000	10.741	537 04	911 00	373 96 LT		
	11/21/08	10 000	15 020	150 20	182.20	32.00 LT		
	Total	70 000		899 77	**1,275.40**	375 63 LT	51 24	4 01
Share Price $18 220								
AXIS CAPITAL HOLDINGS LTD (AXS)	3/28/12	9 000	33 287	299.58	311.76	12.18 ST		
	4/9/12	9 000	33 438	300 94	311.76	10.82 ST		
	4/16/12	9 000	33 533	301 80	311.76	9.96 ST		
	4/18/12	9 000	33 694	303 25	311 76	8.51 ST		
	5/25/12	6 000	33 970	203.82	207.84	4.02 ST		
	7/5/12	11.000	33.250	365.75	381 04	15 29 ST		
	Total	53 000		1,775.14	**1,835.92**	60.78 ST	53 00	2.88
Share Price $34 640, Next Dividend Payable 01/15/13								
BAKER HUGHES INC (BHI)	12/28/12	16 000	39 992	639 87	**653.56**	13 69 ST	9.60	1 46
Share Price $40 848, Next Dividend Payable 02/2013								
BARCLAYS PLC ADR (BCS)	3/18/11	52.000	18 385	956 00	900 64	(55 36) LT		
	8/4/11	20 000	12 893	257 85	346 40	88 55 LT		
	Total	72.000		1,213 85	**1,247.04**	33 19 LT	27.14	2 17
Share Price $17 320								
BASF SE SP ADR (BASFY)	8/14/01	19 000	20.250	384.75	**1,805.00**	1,420.25 LT	45.85	2.54
Share Price $95 000								
BED BATH & BEYOND INC (BBBY)	3/6/08	57 000	28.094	1,601.34	**3,186.87**	1,585.53 LT	—	—
Share Price $55 910								

CONTINUED

Holdings

Select UMA Basic Securities Account
801-105884-268

THE STEPHEN D. FALKENBURY JR FOUNDATION

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
BHP BILLITON LTD (BHP)	3/25/09	2 000	45 615	91 23	156 84	65.61 LT		
	3/25/09	2 000	45 613	91 23	156 84	65 61 LT		
	3/25/09	1.000	45 613	45.61	78.42	32 81 LT		
	12/23/09	4.000	75.388	301.55	313 68	12.13 LT		
	12/23/09	6 000	75 387	452 32	470 52	18 20 LT		
	6/29/11	3 000	93 187	279 56	235 26	(44 30) LT		
	6/29/11	6.000	93.185	559.11	47[illegible]52	(88 59) LT		
	Total	24 000		1,820 61	**1,882.[illegible]**	61 47 LT	53 76	2 85
Share Price $78 420, Next Dividend Payable 03/2013								
BIOGEN IDEC INC (BIIB)	1/17/01	9 000	53.917	485 25	1,317.33	832.08 LT		
	1/17/01	15 000	53.917	808 75	2,195 55	1,386.80 LT		
	1/17/01	1 000	53 917	53 92	146 37	92.45 LT		
	12/4/02	28 000	32 134	899 76	4,098 36	3,198 60 LT		
	12/4/02	47 000	32 134	1,510 31	6,879 39	5,369 08 LT		
	Total	100.000		3,757.99	**14,637.00**	10,879.01 LT	—	—
Share Price $146 370								
BLACKROCK INC (BLK)	3/27/09	2 000	130 198	260 40	413 42	153 02 LT		
	3/27/09	1.000	130 200	130.20	206 71	76 51 LT		
	3/27/09	2 000	130.198	260 40	413 42	153 02 LT		
	3/30/09	1 000	126 040	126 04	206 71	80.67 LT		
	3/30/09	5 000	126 044	630 22	1,033 55	403.33 LT		
	5/1/09	3 000	147 980	443 94	620 13	176 19 LT		
	5/21/10	3 000	164 263	492 79	620 13	127.34 LT		
	5/21/10	12 000	164.265	1,971.18	2,480.52	509 34 LT		
	3/16/11	3 000	181 460	544 38	620 13	75.75 LT		
	Total	32 000		4,859 55	**6,614.72**	1,755.17 LT	192 00	2.90
Share Price $206 710, Next Dividend Payable 03/2013								
BOEING CO (BA)	10/19/05	23.000	67 606	1,554 93	1,733 28	178 35 LT		
	8/19/08	10 000	62 954	629 54	753 60	124.06 LT		
	Total	33 000		2,184 47	**2,486.88**	302.41 LT	64 02	2 57
Share Price $75 360, Next Dividend Payable 03/2013								

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Holdings

Select UMA Basic Securities Account
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THE STEPHEN D. FALKENBURY JR FOUNDATION

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
BROADCOM CORP CL A (BRCM)	7/14/06	22 000	27.313	600.88	730.62	129 74 LT C		
	7/14/06	39 000	27 313	1,065 20	1,295 19	229 99 LT C		
	7/14/06	2 000	27.310	54 62	66.42	11.80 LT C		
	5/17/11	17 000	33.098	562 67	564.57	1.90 LT C		
	5/17/11	31 000	33 098	1,026 04	1,029 51	3 47 LT C		
	6/8/11	9.000	33 563	302.07	298 89	(3 18) LT C		
	6/8/11	18 000	33.563	604 13	597.78	(6.35) LT C		
	10/4/11	9 000	32 137	289 23	298 89	9.66 LT C		
	10/4/11	16 000	32.137	514 19	531 36	17.17 LT C		
	12/9/11	6.000	29 840	179 04	199 26	20.22 LT C		
	12/9/11	13 000	29 840	387 92	431 73	43 81 LT C		
	Total	182 000		5,585 99	**6,044.22**	458.23 LT	72 80	1.20
Share Price $33 210, Next Dividend Payable 03/2013								
CABLEVISION SYSTEMS CORP (CVC)	9/12/02	105 000	0 347	36 40	**1,568.70**	1,532 30 LT	63 00	4.01
Share Price $14 940, Next Dividend Payable 02/2013								
CAMERON INTNL CORP (CAM)	6/24/11	27 000	45.979	1,241.43	1,524.42	282 99 LT		
	7/14/11	10 000	49 668	496.68	564.60	67 92 LT		
	8/5/11	16 000	47.835	765.36	903.36	138 00 LT		
	11/8/11	16 000	52 346	837 53	903 36	65 83 LT		
	Total	69 000		3,341 00	**3,895.74**	554 74 LT	—	—
Share Price $56 460								
CANON INC ADR NEW (CAJ)	8/14/01	32 000	23 480	751.36	**1,254.72**	503.36 LT	45.12	3.59
Share Price $39 210								
CARNIVAL CP NEW PAIRED COM (CCL)	3/24/09	9 000	23 403	210.63	330 93	120.30 LT		
	5/1/09	30 000	26 090	782 70	1,103.10	320 40 LT		
	11/2/11	11 000	33.899	372.89	404.47	31.58 LT		
	Total	50 000		1,366 22	**1,838.50**	472.28 LT	50.00	2.71
Share Price $36 770, Next Dividend Payable 03/2013								

CONTINUED

Holdings

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
CELGENE CORP (CELG)	12/2/08	3.000	49 507	148.52	235.41	86.89 LT		
	12/3/08	15 000	51 198	767 97	1,177.05	409 08 LT		
	2/2/09	25 000	53 334	1,333 36	1,961.75	628 39 LT		
	3/6/09	25.000	40.723	1,018.07	1,961 75	943.68 LT		
	2/9/10	25 000	55 586	1,389 65	1,961 75	572.10 LT		
	Total	93.000		4,657.57	**7,297.71**	2,640.14 LT	—	—
Share Price $78 470								
CHARLES SCHWAB NEW (SCHW)	2/2/09	125.000	12 616	1,577.05	1,795 00	217.95 LT		
	2/19/09	85.000	13 000	1,104.97	1,220.60	115.63 LT		
	Total	210.000		2,682 02	**3,015.60**	333 58 LT	50 40	1 67
Share Price $14 360, Next Dividend Payable 02/2013								
CHEVRON CORP (CVX)	3/2/12	11 000	109 616	1,205 78	1,189 54	(16.24) ST		
	4/11/12	7 000	100 856	705 99	756.98	50.99 ST		
	7/23/12	13 000	107.812	1,401.55	1,405 82	4.27 ST		
	Total	31 000		3,313 32	**3,352.34**	39 02 ST	111 60	3 32
Share Price $108 140, Next Dividend Payable 03/2013								
CHUBB CORP (CB)	12/27/02	6 000	26 207	157 24	451 92	294.68 LT		
	11/26/07	20 000	51 676	1,033 52	1,506.40	472 88 LT		
	2/5/08	10 000	51 956	519 56	753.20	233.64 LT		
	Total	36 000		1,710 32	**2,711.52**	1,001 20 LT	59.04	2 17
Share Price $75 320, Next Dividend Payable 01/08/13								
CISCO SYS INC (CSCO)	3/4/02	35 000	16 265	569 29	687.72	118 43 LT		
	5/1/08	14 000	26 101	365 42	275.09	(90 33) LT		
	5/1/08	36 000	26 102	939 66	707 37	(232 29) LT		
	7/24/08	17 000	21 846	371.38	334 03	(37.35) LT		
	7/24/08	18 000	21 846	393 22	353 68	(39 54) LT		
	7/24/08	6 000	21 846	131 07	117 89	(13 18) LT		
	7/24/08	14 000	21.846	305.84	275 09	(30 75) LT		
	5/26/11	35 000	16 277	569 70	687.72	118 02 LT		
	5/26/11	85.000	16.277	1,383.56	1,670.19	286.63 LT		
	Total	260 000		5,029 14	**5,108.83**	79.64 LT	145.60	2.84
Share Price $19 649, Next Dividend Payable 03/2013								

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Holdings

Select UMA Basic Securities Account
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THE STEPHEN D. FALKENBURY JR FOUNDATION

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
CITRIX SYSTEMS INC (CTXS)	11/1/10	19.000	64.312	1,221.93	1,246 78	24 85 LT		
	11/1/10	1 000	64 312	64 31	65 62	1 31 LT		
	11/9/12	16 000	60 517	968 27	1,049 92	81.65 ST		
	11/9/12	4 000	60 518	242 07	262 48	20 41 ST		
	12/4/12	15 000	61 109	916 63	984 30	67 67 ST		
	12/4/12	1.000	61.110	61 11	65 62	4.51 ST		
	Total	56 000		3,474 32	**3,674.72**	26.16 LT 174 24 ST	—	—
Share Price $65 620								
CME GROUP INC (CME)	3/3/11	20 000	62 188	1,243.76	1,013 40	(230 36) LT		
	12/9/11	30 000	49.994	1,499.81	1,520.10	20.29 LT		
	Total	50 000		2,743 57	**2,533.50**	(210 07) LT	90 00	3 55
Share Price $50 670, Next Dividend Payable 03/2013								
COCA COLA CO (KO)	10/16/02	32 000	23 837	762 78	1,160 00	397 22 LT		
	11/27/02	30.000	23.143	694.29	1,087.50	393.21 LT		
	2/19/04	72.000	25.591	1,842 55	2,610 00	767.45 LT		
	Total	134 000		3,299.62	**4,857.50**	1,557 88 LT	136.68	2.81
Share Price $36 250, Next Dividend Payable 03/2013								
COMCAST CORP CL A SPECIAL NEW (CMCSK)	4/16/02	65 000	19 820	1,288 28	2,334 80	1,046 52 LT		
	4/16/02	67 000	19 820	1,327 90	2,406.64	1,078.74 LT		
	4/16/02	2 000	19 820	39 65	71.84	32.19 LT		
	4/15/05	26 000	21.429	557 16	933 92	376.76 LT		
	4/15/05	29 000	21 429	621 44	1,041 68	420 24 LT		
	10/5/09	39 000	14 563	567 95	1,400 88	832 93 LT		
	10/5/09	41 000	14 563	597.07	1,472.72	875.65 LT		
	5/26/11	18 000	23 503	423 06	646 56	223 50 LT		
	5/26/11	20 000	23 503	470 06	718 40	248 34 LT		
	6/17/11	44 000	22 369	984.24	1,580 48	596 24 LT		
	6/17/11	48 000	22 369	1,073 71	1,724 16	650 45 LT		
	Total	399 000		7,950 52	**14,332.08**	6,381 56 LT	259.35	1.80
Share Price $35 920, Next Dividend Payable 01/23/13								

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Holdings

Select UMA Basic Securities Account
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THE STEPHEN D. FALKENBURY JR FOUNDATION

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
COVIDIEN PLC NEW (COV)	1/31/02	32.000	44 848	1,435 14	**1,847.68**	412.54 LT	33.28	1 80
Share Price $57 740, Next Dividend Payable 03/2013								
CREE RESEARCH INC (CREE)	12/13/02	20.000	19 110	382 20	679.60	297.40 LT		
	4/18/12	55 000	29 692	1,633 05	1,868 90	235 85 ST		
	Total	75 000		2,015 25	**2,548.50**	297 40 LT 235.85 ST	—	—
Share Price $33 980								
CRH PLC ADR (CRH)	8/14/01	65 000	17 950	1,166 75	**1,322.10**	155 35 LT	51 42	3 88
Share Price $20 340								
CVS CAREMARK CORP (CVS)	10/24/08	25.000	28.016	700.41	1,208 75	508 34 LT		
	11/6/08	40 000	29 966	1,198.63	1,934.00	735 37 LT		
	11/19/09	44 000	30 943	1,361 48	2,127.40	765 92 LT		
	11/20/09	21 000	31 441	660 27	1,015.35	355 08 LT		
	Total	130 000		3,920.79	**6,285.50**	2,364 71 LT	117 00	1 86
Share Price $48 350, Next Dividend Payable 02/2013								
DANONE SPONSORED ADR (DANOY)	1/11/01	71 000	7 100	504 10	**950.69**	446 59 LT	16 40	1 72
Share Price $13 390								
DEERE & CO (DE)	12/3/09	9 000	54.374	489 37	777.78	288.41 LT		
	12/3/09	9 000	54 374	489.37	777.78	288 41 LT		
	12/3/09	1 000	54 374	54.37	86.42	32 05 LT		
	12/4/09	4 000	55 060	220.24	345 68	125 44 LT		
	12/4/09	6.000	55.062	330.37	518.52	188.15 LT		
	2/5/10	2.000	49.490	98 98	172.84	73.86 LT		
	2/5/10	3 000	49 490	148.47	259 26	110 79 LT		
	6/10/11	3 000	81 407	244.22	259 26	15 04 LT		
	6/10/11	5 000	81 406	407.03	432 10	25.07 LT		
	9/14/12	12 000	81.785	981 42	1,037.04	55.62 ST		
	9/14/12	5 000	81 786	408.93	432 10	23 17 ST		
	Total	59 000		3,872 77	**5,098.78**	1,147.22 LT 78 79 ST	108.56	2.12
Share Price $86 420, Next Dividend Payable 02/01/13								

CONTINUED

Holdings

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
DEVON ENERGY CORP NEW (DVN)	7/17/09	4 000	55.650	222.60	208 16	(14 44) LT		
	8/11/09	30 000	64 249	1,927 48	1,561 20	(366 28) LT		
	11/2/11	2 000	65 275	130 55	104.08	(26 47) LT		
	7/23/12	3.000	58.100	174.30	156.12	(18.18) ST		
	Total	39 000		2,454 93	**2,029.56**	(407 19) LT (18 18) ST	31 20	1 53
Share Price $52 040, Next Dividend Payable 03/2013								
DIAGEO PLC SPON ADR NEW (DEO)	5/8/02	1.000	53 490	53 49	116.58	63 09 LT		
	9/26/02	10 000	50 111	501 11	1,165.80	664 69 LT		
	Total	11 000		554 60	**1,282.38**	727 78 LT	30 51	2 37
Share Price $116 580, Next Dividend Payable 04/2013								
DIRECTV COM (DTV)	11/21/08	34 000	9.509	323.30	**1,705.44**	1,382.14 LT	—	—
Share Price $50 160								
DOLBY CLA A COM STK (DLB)	10/16/08	1 000	28 470	28 47	29 33	0 86 LT		
	10/28/08	8 000	29.223	233.78	234 64	0.86 LT		
	10/29/08	14 000	29.740	416.36	410.62	(5.74) LT		
	8/5/11	19 000	31.054	590 03	557 27	(32.76) LT		
	Total	42 000		1,268 64	**1,231.86**	(36 78) LT	—	—
Share Price $29 330								
DOVER CORP (DOV)	8/17/07	25 000	49.129	1,228.23	**1,642.75**	414.52 LT	35 00	2.13
Share Price $65 710, Next Dividend Payable 03/2013								
DU PONT EI DE NEMOURS & CO (DD)	12/27/12	14 000	44 976	629 67	629 69	0.02 ST		
	12/28/12	14 000	44.996	629 94	629 69	(0.25) ST		
	Total	28 000		1,259 61	**1,259.39**	(0 23) ST	48.16	3 82
Share Price $44 979, Next Dividend Payable 03/2013								
EATON CORP PLC SHS (ETN)	12/3/12	84 000	51 655	4,339 02	**4,551.12**	212.10 ST	127 68	2.80
Share Price $54 180								
EBAY INC (EBAY)	3/14/07	4 000	30.636	122.54	203 99	81.45 LT		
	3/14/07	41.000	30 636	1,256 08	2,090.90	,834.82 LT		
	3/14/07	3.000	30 636	91 91	152.99	61.08 LT		
	11/6/07	10 000	33 948	339 48	509 97	170 49 LT		

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	11/6/07	30 000	33 947	1,018.42	1,529.92	511 50 LT		
	2/1/08	5 000	28.852	144.26	254 98	110 72 LT		
	2/1/08	15.000	28 851	432.76	764 96	332 20 LT		
	2/4/08	10 000	28.897	288 97	509 97	221.00 LT		
	2/4/08	30 000	28 897	866.92	1,529 92	663 00 LT		
	7/25/08	8 000	25 215	201 72	407 98	206 26 LT		
	7/25/08	22.000	25.215	554.74	1,121 94	567 20 LT		
	Total	178.000		5,317.80	**9,077.58**	3,759 72 LT	—	—
Share Price $50 998								
EMC CORP MASS (EMC)	10/18/11	75 000	23 737	1,780 30	1,897 50	117 20 LT		
	11/8/11	57 000	24 964	1,422 95	1,442.10	19 15 LT		
	Total	132.000		3,203.25	**3,339.60**	136.35 LT	—	—
Share Price $25 300								
EMCOR GROUP INC (EME)	8/31/10	10.000	22 591	225 91	**346.10**	120.19 LT	2.40	0.69
Share Price $34 610, Next Dividend Payable 03/2013								
EMERSON ELECTRIC CO (EMR)	3/9/01	3.000	34 713	104.14	158 88	54 74 LT		
	11/12/03	20 000	29 911	598 22	1,059.20	460.98 LT		
	1/6/05	20.000	33 940	678.80	1,059 20	380.40 LT		
	Total	43.000		1,381.16	**2,277.28**	896.12 LT	70 52	3.09
Share Price $52 960, Next Dividend Payable 03/2013								
ENSCO PLC CLASS A (ESV)	1/26/12	16 000	54 415	870 64	948 48	77 84 ST		
	3/23/12	1 000	54 280	54.28	59.28	5 00 ST		
	3/23/12	10 000	54 284	542 84	592 80	49.96 ST		
	Total	27 000		1,467 76	**1,600.56**	132.80 ST	40.50	2.53
Share Price $59 280, Next Dividend Payable 03/2013								
EOG RESOURCES INC (EOG)	10/4/11	21 000	70 478	1,480 03	2,536 59	1,056 56 LT		
	6/15/12	8 000	95 471	763.77	966.32	202.55 ST		

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Holdings

Select UMA Basic Securities Account
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THE STEPHEN D. FALKENBURY JR FOUNDATION

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	29.000		2,243 80	**3,502.91**	1,056.56 LT 202 55 ST	19 72	0 56
Share Price $120 790, Next Dividend Payable 01/2013								
ERICSSON LM TEL ADR CL B NEW (ERIC)	9/17/08	11 000	9 821	108 03	111 10	3 07 LT		
	12/22/09	26 000	9 144	237 74	262 60	24 86 LT		
	12/23/09	29 000	9 255	268 40	292.90	24.50 LT		
	1/25/10	37.000	9.799	362 58	373.70	11.12 LT		
	1/26/10	73 000	9.727	710.06	737 30	27 24 LT		
	7/22/11	17 000	13 135	223 29	171 70	(51 59) LT		
	Total	193 000		1,910.10	**1,949.30**	39 20 LT	46 90	2 40
Share Price $10 100								
EXPRESS SCRIPTS HLDG CO COM (ESRX)	1/4/12	37.000	47.639	1,762 65	1,998.00	235.35 ST		
	7/10/12	21 000	55 060	1,156 25	1,134 00	(22 25) ST		
	Total	58 000		2,918 90	**3,132.00**	213 10 ST	—	—
Share Price $54 000								
EXXON MOBIL CORP (XOM)	7/11/12	7.000	84 077	588 54	605 85	17.31 ST		
	7/11/12	6 000	84.158	504 95	519.30	14.35 ST		
	7/12/12	7 000	84 147	589 03	605 85	16 82 ST		
	7/12/12	7 000	84 147	589 03	605 85	16 82 ST		
	Total	27 000		2,271.55	**2,336.85**	65 30 ST	61.56	2.63
Share Price $86 550, Next Dividend Payable 03/2013								
FIRST REPUBLIC BANK (FRC)	7/6/11	14 000	30.496	426 94	458.92	31.98 LT		
	7/27/12	13 000	32.249	419 24	426.14	6.90 ST		
	Total	27 000		846 18	**885.06**	31.98 LT 6 90 ST	10 80	1 22
Share Price $32 780, Next Dividend Payable 03/2013								
FLUOR CORP NEW (FLR)	11/19/08	4 000	33 240	132 96	234 96	102 00 LT		
	11/19/08	8.000	33.239	265 91	469 92	204 01 LT		
	11/19/08	1 000	33 239	33 24	58 74	25 50 LT		
	11/20/08	8 000	30.470	243 76	469.92	226.16 LT		

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Holdings

Select UMA Basic Securities Account
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THE STEPHEN D. FALKENBURY JR FOUNDATION

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	11/20/08	17.000	30 469	517 98	998 58	480.60 LT		
	5/1/09	7.000	37.671	263.70	411 18	147.48 LT		
	5/1/09	13 000	37 672	489 74	763.62	273 88 LT		
	Total	58 000		1,947 29	**3,406.92**	1,459.63 LT	37.12	1 08
Share Price $58 740, Next Dividend Payable 01/03/13								
FOREST LABORATORIES INC (FRX)	1/11/01	109.000	29.578	3,224.03	**3,849.88**	625.85 LT	—	—
Share Price $35 320								
FRANKLIN RESOURCES INC (BEN)	10/31/08	7 000	67.718	474 02	879 90	405.88 LT		
	11/21/08	5 000	51 960	259 80	628 50	368 70 LT		
	Total	12.000		733.82	**1,508.40**	774.58 LT	13.92	0 92
Share Price $125 700, Next Dividend Payable 03/2013								
FREEPORT MCMORAN CP&GLD (FCX)	2/20/09	28 000	14 159	396 45	**957.60**	561 15 LT	35 00	3 65
Share Price $34 200, Next Dividend Payable 02/2013								
GAP INC (GPS)	1/10/08	12 000	17 991	215 90	372.48	156 58 LT		
	10/21/10	15.000	19 011	285.17	465 60	180.43 LT		
	Total	27 000		501.07	**838.08**	337 01 LT	13 50	1.61
Share Price $31 040, Next Dividend Payable 01/30/13								
GENERAL ELECTRIC CO (GE)	11/21/08	148.000	14.000	2,072 00	**3,106.52**	1,034.52 LT	112 48	3.62
Share Price $20 990, Next Dividend Payable 01/25/13								
GLAXOSMITHKLINE PLC ADS (GSK)	11/7/07	4 000	50.720	202.88	173 88	(29.00) LT		
	1/20/10	25 000	42 021	1,050 52	1,086 75	36 23 LT		
	Total	29.000		1,253 40	**1,260.63**	7 23 LT	67.25	5 33
Share Price $43 470, Next Dividend Payable 01/03/13								
GOLDMAN SACHS GRP INC (GS)	10/4/12	1 000	119 520	119 52	127 56	8 04 ST		
	10/4/12	2 000	119 550	239 10	255.12	16 02 ST		
	12/14/12	5 000	118 496	592 48	637 80	45 32 ST		
	Total	8 000		951 10	**1,020.48**	69 38 ST	16 00	1.56
Share Price $127 560, Next Dividend Payable 03/2013								
GOOGLE INC-CL A (GOOG)	9/22/08	2 000	442 095	884 19	1,414 76	530 57 LT		
	9/23/08	2 000	436 130	872.26	1,414.76	542 50 LT		
	11/21/08	5.000	261.920	1,309 60	3,536 90	2,227.30 LT		

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	9 000		3,066.05	**6,366.42**	3,300 37 LT	—	—
Share Price $707 380								
GREENHILL & CO INC (GHL)	7/21/11	4.000	47 997	191 99	207 96	15.97 LT		
	4/3/12	15 000	44 371	665 56	779 85	114.29 ST		
	7/23/12	12.000	36.244	434 93	623 88	188.95 ST		
	Total	31.000		1,292.48	**1,611.69**	15.97 LT 303 24 ST	55 80	3 46
Share Price $51 990, Next Dividend Payable 03/2013								
GRUPO TELEVISA S.A.GLOBAL DEP (TV)	8/14/01	44.000	10 558	464 53	**1,169.52**	704.99 LT	4 93	0.42
Share Price $26 580								
GUESS INC (GES)	4/2/12	10 000	31.552	315 52	**245.40**	(70 12) ST	8.00	3 25
Share Price $24 540, Next Dividend Payable 03/2013								
HALLIBURTON CO (HAL)	8/23/11	33 000	39 288	1,296.49	1,144.77	(151 72) LT		
	10/17/11	10 000	34 775	347 75	346 90	(0 85) LT		
	10/17/11	19 000	34 775	660.73	659.11	(1 62) LT		
	2/3/12	2.000	36 630	73 26	69.38	(3 88) ST		
	7/23/12	9.000	31 540	283 86	312.21	28 35 ST		
	Total	73 000		2,662.09	**2,532.37**	(154.19) LT 24.47 ST	26.28	1.03
Share Price $34 690, Next Dividend Payable 03/2013								
HESS CORPORATION (HES)	6/24/09	9 000	52 937	476 43	476 64	0 21 LT		
	7/20/09	8 000	51.651	413.21	423 68	10.47 LT		
	8/6/09	10 000	55 178	551 78	529 60	(22 18) LT		
	8/7/09	7.000	55 189	386 32	370.72	(15.60) LT		
	6/10/10	2 000	51 805	103.61	105.92	2 31 LT		
	6/11/10	1.000	51 980	51 98	52 96	0.98 LT		
	8/18/11	7 000	55.099	385.69	370 72	(14.97) LT		
	Total	44.000		2,369 02	**2,330.24**	(38.78) LT	17 60	0.75
Share Price $52 960, Next Dividend Payable 03/2013								

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Holdings

Select UMA Basic Securities Account
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THE STEPHEN D. FALKENBURY JR FOUNDATION

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
HOME DEPOT INC (HD)	1/8/03	6 000	21 137	126 82	371.10	244 28 LT		
	1/8/03	26 000	21 136	549 55	1,608 10	1,058 55 LT		
	1/8/03	1 000	21 136	21 13	61 85	40 72 LT		
	6/10/08	14.000	26 683	373 56	865.90	492 34 LT		
	6/10/08	36 000	26.683	960 60	2,226 60	1,266 00 LT		
	8/7/08	19 000	24.609	467.58	1,175.15	707 57 LT		
	8/7/08	46 000	24.609	1,132.02	2,845 10	1,713.08 LT		
	Total	148 000		3,631 26	**9,153.80**	5,522.54 LT	171 68	1 87
Share Price $61 850, Next Dividend Payable 03/2013								
HONDA MOTOR COMPANY LTD ADR (HMC)	10/20/04	40.000	23 697	947 89	**1,477.60**	529 71 LT	30.84	2 08
Share Price $36 940								
HONEYWELL INTERNATIONAL INC (HON)	8/6/03	6 000	27 567	165 40	380.82	215 42 LT		
	9/10/03	30 000	28 045	841 36	1,904 10	1,062 74 LT		
	11/5/08	10 000	31 799	317.99	634 70	316 71 LT		
	Total	46.000		1,324.75	**2,919.62**	1,594.87 LT	75 44	2.58
Share Price $63 470, Next Dividend Payable 03/2013								
HONG KONG & CHINA GAS LTD ADR (HOKCY)	8/14/01	484 000	0 717	346 98	**1,316.48**	969 50 LT	17 91	1 36
Share Price $2 720								
HSBC HOLDINGS PLC SPON ADR NEW (HBC)	8/14/01	20 000	61 470	1,229 40	**1,061.40**	(168 00) LT	50 00	4 71
Share Price $53 070								
HUTCHISON WHAMPOA ADR (HUWHY)	8/14/01	57 000	17.680	1,007.76	**1,207.26**	199.50 LT	27 19	2 25
Share Price $21 180								
ICON PLC SP ADR (ICLR)	5/17/10	20 000	28 490	569 80	555 20	(14 60) LT		
	6/10/10	6 000	26 748	160 49	166 56	6 07 LT		
	6/14/10	1 000	28 270	28 27	27 76	(0 51) LT		
	6/15/10	2 000	29 155	58.31	55.52	(2.79) LT		
	6/16/10	3 000	29 987	89 96	83 28	(6 68) LT		

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Holdings

Select UMA Basic Securities Account 801-105884-268

THE STEPHEN D. FALKENBURY JR FOUNDATION

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	32.000		906 83	**888.32**	(18.51) LT	—	—
Share Price $27 760								
IMMUNOGEN INC (IMGN)	10/20/10	26 000	7 877	204.81	331 50	126 69 LT		
	8/4/11	34 000	11 271	383.22	433 50	50 28 LT		
	Total	60 000		588 03	**765.00**	176 97 LT	—	—
Share Price $12 750								
ING GROEP NV ADR (ING)	12/17/09	109 000	6 266	683.02	**1,034.41**	351.39 LT	—	—
Share Price $9 490								
INTUIT INC (INTU)	8/22/11	55 000	43 685	2,402.69	**3,271.14**	868 45 LT	37 40	1 14
Share Price $59 475, Next Dividend Payable 01/2013								
ISIS PHARM INC (ISIS)	11/1/10	75 000	8 995	674.66	**783.00**	108 34 LT	—	—
Share Price $10 440								
JACOBS ENGINEERING GROUP INC (JEC)	12/23/08	4 000	43 445	173.78	170 28	(3.50) LT		
	1/13/09	5 000	47 646	238 23	212 85	(25 38) LT		
	8/17/09	5 000	42.526	212 63	212 85	0 22 LT		
	Total	14 000		624 64	**595.98**	(28 66) LT	—	—
Share Price $42 570								
JOHNSON & JOHNSON (JNJ)	1/11/01	32 000	46.547	1,489 50	2,243 20	753 70 LT		
	1/11/01	62 000	46 547	2,885 91	4,346.20	1,460.29 LT		
	2/4/03	13 000	52 322	680 19	911 30	231.11 LT		
	2/4/03	25 000	52.322	1,308 06	1,752 50	444 44 LT		
	Total	132 000		6,363 66	**9,253.20**	2,889 54 LT	322 08	3 48
Share Price $70 100, Next Dividend Payable 03/2013								
JONES LANG LASALLE INC (JLL)	6/19/09	12 000	32.429	389 15	1,007 28	618 13 LT		
	7/1/09	5 000	33.204	166 02	419 70	253 68 LT		
	11/22/11	5 000	58 500	292.50	419.70	127.20 LT		
	Total	22 000		847 67	**1,846.68**	999.01 LT	8 80	0 47
Share Price $83 940, Next Dividend Payable 06/2013								

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Holdings

Select UMA Basic Securities Account
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THE STEPHEN D. FALKENBURY JR FOUNDATION

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
JOY GLOBAL INC (JOY)	9/28/12	11 000	56 785	624 64	**701.58**	76.94 ST	7.70	1.09
Share Price $63 780, Next Dividend Payable 03/2013								
JPMORGAN CHASE & CO (JPM)	5/20/04	50 000	35 876	1,793 79	2,198 45	404 66 LT		
	10/29/10	10 000	37 530	375 30	439 69	64 39 LT		
	12/13/12	14 000	42.746	598 44	615 56	17 12 ST		
	Total	74 000		2,767.53	**3,253.71**	469.05 LT 17 12 ST	88 80	2.72
Share Price $43 969, Next Dividend Payable 01/2013								
JUNIPER NETWORKS (JNPR)	10/24/08	15 000	16 832	252 48	295 05	42 57 LT		
	11/6/08	27 000	16 783	453 13	531 09	77 96 LT		
	2/19/09	100.000	14.917	1,491 71	1,967 00	475 29 LT		
	12/9/11	76 000	19 985	1,518 83	1,494.92	(23.91) LT		
	5/9/12	30.000	19.046	571.38	590 10	18.72 ST		
	Total	248 000		4,287.53	**4,878.16**	571.91 LT 18 72 ST	—	—
Share Price $19 670								
KEYCORP NEW (KEY)	10/28/09	82 000	5 580	457 53	**690.44**	232 91 LT	16 40	2 37
Share Price $8 420, Next Dividend Payable 03/2013								
KLA TENCOR CORP (KLAC)	9/26/11	5 000	39 442	197.21	238.80	41.59 LT		
	9/27/11	7 000	40 421	282 95	334 32	51 37 LT		
	9/29/11	7 000	39 100	273 70	334.32	60.62 LT		
	11/9/12	14 000	46 435	650 09	668 64	18 55 ST		
	Total	33 000		1,403 95	**1,576.08**	153.58 LT 18.55 ST	52.80	3.35
Share Price $47 760, Next Dividend Payable 03/2013								
KOMATSU LTD SPON ADR NEW (KMTUY)	4/17/12	32 000	28 456	910 59	822 72	(87 87) ST		
	12/19/12	30 000	24.948	748 43	771 30	22.87 ST		
	Total	62 000		1,659 02	**1,594.02**	(65 00) ST	28 83	1 80
Share Price $25 710								

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
L-3 COMMUNICATIONS HOLDING INC (LLL)	2/20/03	39.000	36 018	1,404 71	**2,988.18**	1,583 47 LT	78 00	2.61
Share Price· $76 620, Next Dividend Payable 03/2013								
LIBERTY INTERACTIVE CO INTER A (LINTA)	12/13/02	51 000	13.199	673 14	1,003.68	330.54 LT		
	3/14/08	40 000	14 090	563 61	787 20	223 59 LT		
	Total	91 000		1,236 75	**1,790.88**	554 13 LT	—	—
Share Price $19 680								
LIBERTY MEDIA CO LIBERTY CAP A (LMCA)	12/13/02	6 000	8.797	52 78	696.06	643 28 LT		
	5/1/09	18 000	12 269	220 85	2,088 18	1,867.33 LT		
	Total	24 000		273 63	**2,784.24**	2,510 61 LT	—	—
Share Price $116 010								
MATTEL INC (MAT)	12/22/09	42.000	19 999	839 94	1,538 04	698.10 LT		
	10/19/10	5.000	22.920	114 60	183.10	68.50 LT		
	10/27/10	8.000	23 149	185 19	292.96	107.77 LT		
	10/28/10	5.000	23 150	115 75	183.10	67 35 LT		
	Total	60 000		1,255.48	**2,197.20**	941.72 LT	74 40	3 38
Share Price $36 620, Next Dividend Payable 03/2013								
MERCK & CO INC NEW COM (MRK)	3/17/08	18 000	41 909	754 36	736 92	(17.44) LT		
	5/1/09	60.000	24 187	1,451.24	2,456.40	1,005.16 LT		
	Total	78 000		2,205 60	**3,193.32**	987 72 LT	134.16	4.20
Share Price· $40 940, Next Dividend Payable 01/08/13								
METTLER TOLEDO INTL (MTD)	9/27/02	10 000	27.198	271 98	**1,933.00**	1,661.02 LT	—	—
Share Price $193 300								
MICROSOFT CORP (MSFT)	4/28/06	131 000	24 188	3,168 62	3,498 96	330 34 LT		
	10/6/10	11 000	24.399	268 39	293.80	25.41 LT		
	10/6/10	29 000	24 399	707 58	774 58	67 00 LT		
	7/14/11	10 000	26.683	266.83	267 09	0.26 LT		
	7/14/11	25 000	26 682	667 06	667 74	0.68 LT		

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Holdings

Select UMA Basic Securities Account 801-105884-268

THE STEPHEN D. FALKENBURY JR FOUNDATION

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	206 000		5,078 48	**5,502.19**	423 69 LT	189.52	3.44
Share Price $26 710, Next Dividend Payable 03/2013								
MITSUBISHI UFJ FINCL GRP ADS (MTU)	5/20/04	157 000	8.039	1,262.14	850.94	(411 20) LT		
	7/18/05	10.000	8.435	84.35	54 20	(30 15) LT		
	11/21/08	35 000	5.050	176.75	189.70	12 95 LT		
	Total	202 000		1,523.24	**1,094.84**	(428.40) LT	27 07	2.47
Share Price $5 420								
MONSANTO CO/NEW (MON)	1/21/10	10 000	81.103	811 03	946.50	135 47 LT		
	1/27/10	6 000	77.020	462 12	567.90	105.78 LT		
	1/28/10	9.000	77.253	695.28	851.85	156 57 LT		
	2/5/10	10 000	76.541	765 41	946 50	181.09 LT		
	Total	35 000		2,733 84	**3,312.75**	578.91 LT	52.50	1 58
Share Price $94 650, Next Dividend Payable 01/2013								
NASDAQ OMX GROUP INC (THE) (NDAQ)	6/4/08	4 000	32.538	130 15	99.96	(30.19) LT		
	11/21/08	45 000	16.868	759.06	1,124.55	365 49 LT		
	12/2/09	20 000	19.473	389.46	499 80	110 34 LT		
	Total	69.000		1,278 67	**1,724.31**	445 64 LT	35.88	2 08
Share Price $24 990, Next Dividend Payable 03/2013								
NATIONAL OILWELL VARCO INC (NOV)	10/24/08	14 000	24 056	336.78	956 90	620.12 LT		
	10/27/08	1 000	25.450	25 45	68.35	42.90 LT		
	11/21/08	10 000	21.420	214 20	683.50	469 30 LT		
	Total	25 000		576 43	**1,708.75**	1,132.32 LT	13.00	0 76
Share Price $68 350, Next Dividend Payable 03/2013								
NESTLE SPON ADR REP REG SHR (NSRGY)	8/14/01	24 000	22 280	534 72	**1,564.08**	1,029 36 LT	42 53	2 71
Share Price $65 170, Next Dividend Payable 05/2013								
NETAPP INC COM (NTAP)	3/3/11	29.000	52 657	1,527 05	972 95	(554.10) LT		
	5/8/12	19 000	37 748	717 22	637 45	(79.77) ST		
	6/15/12	43 000	30.557	1,313.96	1,442 65	128 69 ST		

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Holdings

Select UMA Basic Securities Account
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THE STEPHEN D. FALKENBURY JR FOUNDATION

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	91 000		3,558.23	**3,053.05**	(554 10) LT 48 92 ST	—	—
Share Price $33 550								
NEWFIELD EXPL CO (NFX)	4/12/12	9 000	33 569	302.12	241 02	(61 10) ST		
	5/1/12	8 000	36 493	291 94	214 24	(77 70) ST		
	11/6/12	7 000	26 494	185 46	187 46	2 00 ST		
	Total	24.000		779.52	**642.72**	(136 80) ST	—	—
Share Price $26 780								
NEWS CORP LTD (DEL) CLASS B (NWS)	9/26/02	8 000	10 041	80 33	209.92	129 59 LT		
	11/21/08	40 000	6.420	256 80	1,049 60	792 80 LT		
	Total	48 000		337.13	**1,259.52**	922.39 LT	8.16	0 64
Share Price $26 240, Next Dividend Payable 04/2013								
NIKE INC B (NKE)	6/7/11	42 000	40.859	1,716 08	2,167.20	451.12 LT		
	8/5/11	18 000	41 938	754 88	928.80	173.92 LT		
	Total	60 000		2,470 96	**3,096.00**	625 04 LT	25 20	0 81
Share Price $51 600, Next Dividend Payable 03/2013								
NOVARTIS AG ADR (NVS)	4/4/05	7 000	45.797	320 58	443 10	122 52 LT		
	4/4/05	19 000	45.797	870 13	1,202.70	332 57 LT		
	4/4/05	2.000	45 797	91 60	126.60	35 00 LT		
	2/19/08	2 000	50 115	100 23	126 60	26 37 LT		
	2/19/08	8 000	50.113	400 90	506 40	105 50 LT		
	2/20/08	2 000	49.565	99 13	126.60	27 47 LT		
	2/20/08	8.000	49 568	396 54	506 40	109.86 LT		
	3/31/08	3.000	50 493	151 48	189 90	38 42 LT		
	3/31/08	12.000	50 492	605 91	759 60	153 69 LT		
	Total	63.000		3,036.50	**3,987.90**	951.40 LT	132.68	3.32
Share Price $63 300, Next Dividend Payable 04/2013								
NOVO NORDISK A/S ADR (NVO)	1/11/01	9 000	17 724	159 52	**1,468.89**	1,309 37 LT	16 49	1.12
Share Price $163 210								
NUCOR CORPORATION (NUE)	9/17/08	2 000	44.655	89.31	86.32	(2 99) LT		
	9/17/08	2 000	44 658	89 32	86 32	(3 00) LT		
	9/17/08	2 000	44.658	89.32	86.32	(3 00) LT		
	2/20/09	14.000	38 949	545 29	604 24	58.95 LT		

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Holdings

Select UMA Basic Securities Account 801-105884-268

THE STEPHEN D. FALKENBURY JR FOUNDATION

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	2/20/09	26.000	38.949	1,012 67	1,122.16	109 49 LT		
	9/10/09	1 000	46.780	46 78	43 16	(3 62) LT		
	9/10/09	2.000	46.785	93 57	86 32	(7 25) LT		
	9/11/09	2 000	47.100	94.20	86.32	(7.88) LT		
	9/11/09	5 000	47 098	235.49	215 80	(19.69) LT		
	12/24/09	2 000	47 040	94 08	86 32	(7 76) LT		
	12/24/09	6 000	47 037	282.22	258 96	(23.26) LT		
	12/28/09	2 000	47.790	95.58	86 32	(9.26) LT		
	12/28/09	5 000	47 792	238 96	215 80	(23 16) LT		
	7/28/11	4 000	39.345	157.38	172.64	15.26 LT		
	7/28/11	8.000	39 344	314 75	345 28	30 53 LT		
	Total	83 000		3,478 92	**3,582.28**	103 36 LT	122 01	3 40
Share Price $43 160, Next Dividend Payable 02/11/13								
OCCIDENTAL PETROLEUM CORP DE (OXY)	12/14/12	8.000	76 096	608 77	**612.88**	4.11 ST	17 28	2.81
Share Price $76 610, Next Dividend Payable 01/15/13								
ORACLE CORP (ORCL)	11/8/11	67 000	33 544	2,247 47	**2,232.44**	(15 03) LT	16 08	0 72
Share Price $33 320, Next Dividend Payable 03/2013								
ORIX CORP (IX)	4/14/05	13 000	67.357	875 64	736.32	(139.32) LT		
	11/21/08	20 000	28 400	568 00	1,132 80	564 80 LT		
	Total	33 000		1,443 64	**1,869.12**	425 48 LT	17.49	0 93
Share Price $56 640								
OSHKOSH CORP (OSK)	2/23/11	4 000	35.964	143 86	118 60	(25.26) LT		
	4/28/11	14 000	32 399	453 59	415.10	(38 49) LT		
	5/19/11	5 000	28 722	143 61	148.25	4 64 LT		
	Total	23 000		741 06	**681.95**	(59 11) LT	—	—
Share Price $29 650								
PALL CORPORATION (PLL)	11/21/08	47.000	23 547	1,106.69	**2,832.22**	1,725 53 LT	47.00	1 65
Share Price $60 260, Next Dividend Payable 02/2013								
PEABODY ENERGY CORP (BTU)	5/1/12	10 000	31.664	316.64	266 10	(50.54) ST		
	7/24/12	12.000	20 500	246 00	319 32	73 32 ST		
	9/26/12	20 000	22.356	447.12	532 20	85 08 ST		

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	42 000		1,009 76	**1,117.62**	107 86 ST	14 28	1 27
Share Price $26 610, Next Dividend Payable 02/2013								
PEBBLEBROOK HOTEL TR COM (PEB)	8/24/10	8.000	17.196	137.57	184 80	47 23 LT		
	7/11/11	38 000	20.199	767 58	877.80	110.22 LT		
	12/3/12	30.000	21.250	637 49	693 00	55 51 ST		
	Total	76.000		1,542.64	**1,755.60**	157.45 LT 55 51 ST	36.48	2.07
Share Price $23 100, Next Dividend Payable 01/15/13								
PENTAIR LTD (PNR)	11/8/07	15.000	30.423	456.34	737.25	280.91 LT		
	11/21/08	6 000	13.168	79 01	294 90	215 89 LT		
	Total	21.000		535.35	**1,032.15**	496.80 LT	18.48	1.79
Share Price $49 150, Next Dividend Payable 02/2013								
PEPSICO INC NC (PEP)	2/23/01	9 000	46 050	414 45	615 87	201.42 LT		
	6/18/01	30.000	43.500	1,305.00	2,052.90	747 90 LT		
	9/6/02	30.000	37.799	1,133.96	2,052.90	918.94 LT		
	Total	69 000		2,853 41	**4,721.67**	1,868 26 LT	148 35	3 14
Share Price $68 430, Next Dividend Payable 01/02/13								
PETROLEO BRAS SA ADS (PBR)	3/13/09	25 000	29.810	745.25	**486.75**	(258.50) LT	2.75	0 56
Share Price $19 470								
PLANTRONICS INC (PLT)	8/17/11	8 000	33 860	270 88	**294.96**	24 08 LT	3 20	1 08
Share Price $36 870, Next Dividend Payable 03/2013								
PROCTER & GAMBLE (PG)	1/6/06	5 000	58 605	293 03	339 45	46 42 LT		
	2/11/09	25 000	51 399	1,284 98	1,697 25	412 27 LT		
	Total	30 000		1,578 01	**2,036.70**	458 69 LT	67 44	3 31
Share Price $67 890, Next Dividend Payable 02/2013								
QUALCOMM INC (QCOM)	7/29/11	15 000	55.095	826.43	927 89	101.46 LT		
	8/5/11	8 000	51 050	408 40	494 87	86 47 LT		
	8/12/11	18 000	50 403	907.25	1,113.46	206 21 LT		
	9/9/11	10 000	50 133	501 33	618 59	117 26 LT		
	Total	51 000		2,643 41	**3,154.83**	511 40 LT	51.00	1.61
Share Price $61 860, Next Dividend Payable 03/2013								

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Holdings

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
REGIONS FINANCIAL CORP NEW (RF)	4/13/12	52 000	6.195	322.15	370.76	48 61 ST		
	4/16/12	48 000	6 202	297 68	342 24	44 56 ST		
	11/20/12	46 000	6 600	303.60	327.98	24 38 ST		
	11/20/12	40 000	6.593	263.72	285 20	21 48 ST		
	Total	186 000		1,187 15	**1,326.18**	139 03 ST	7 44	0 56
Share Price $7 130, Next Dividend Payable 01/02/13								
RIO TINTO PLC SPON ADR (RIO)	10/31/03	19 000	24.646	468 28	1,103.71	635 43 LT		
	9/1/09	4.000	38 763	155 05	232 36	77.31 LT		
	6/9/10	1 000	45 490	45 49	58.09	12.60 LT		
	Total	24 000		668 82	**1,394.16**	725.34 LT	39 72	2 84
Share Price $58 090								
SAFEWAY INC COM NEW (SWY)	6/17/09	27.000	20 474	552 81	488 43	(64.38) LT		
	6/24/09	70 000	20 422	1,429 52	1,266 30	(163.22) LT		
	9/14/09	7 000	19 984	139 89	126 63	(13.26) LT		
	9/16/09	54 000	19 250	1,039 50	976 86	(62.64) LT		
	Total	158 000		3,161 72	**2,858.22**	(303 50) LT	110 60	3 86
Share Price $18 090, Next Dividend Payable 03/2013								
SANDISK CORP (SNDK)	2/4/04	5 000	24.966	124.83	217.50	92 67 LT		
	6/16/05	40.000	24 692	987.67	1,740 00	752 33 LT		
	4/13/12	6.000	41 858	251.15	261 00	9.85 ST		
	Total	51.000		1,363 65	**2,218.50**	845.00 LT 9.85 ST	—	—
Share Price $43 500								
SAP AG (SAP)	8/14/01	19 000	37 030	703.57	1,527.22	823 65 LT		
	11/8/02	10.000	19 866	198 66	803 80	605.14 LT		
	Total	29 000		902 23	**2,331.02**	1,428 79 LT	19.58	0 83
Share Price $80 380								
SCHLUMBERGER LTD (SLB)	1/12/07	1 000	57 464	57.46	69 29	11 83 LT		
	1/12/07	11 000	57.465	632.11	762 28	130.17 LT		
	1/12/07	2 000	57 464	114 93	138 59	23 66 LT		
	10/22/08	5 000	50 746	253 73	346 49	92 76 LT		
	10/22/08	15 000	50 745	761.18	1,039 47	278 29 LT		
	11/21/08	1 000	45.000	45 00	69 29	24 29 LT		

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Holdings

Select UMA Basic Securities Account 801-105884-268

THE STEPHEN D. FALKENBURY JR FOUNDATION

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	11/21/08	4 000	45.000	180 00	277 19	97.19 LT		
	6/10/10	4 000	58.130	232 52	277.19	44.67 LT		
	6/10/10	11 000	58.131	639 44	762 28	122 84 LT		
	6/10/11	4.000	84.113	336 45	277 19	(59.26) LT		
	6/10/11	11 000	84 114	925 25	762 28	(162.97) LT		
	11/8/11	8 000	76 466	611 73	554 38	(57 35) LT		
	11/8/11	21 000	76 466	1,605.79	1,455.26	(150 53) LT		
	7/23/12	6 000	69.420	416.52	415 79	(0.73) ST		
	7/23/12	4 000	69 420	277 68	277 19	(0 49) ST		
	Total	108 000		7,089 79	**7,484.24**	395.59 LT (1.22) ST	118 80	1 58
Share Price $69 299, Next Dividend Payable 01/11/13								
SEAGATE TECHNOLOGY PLC (STX)	11/21/08	157 000	4 360	684 50	4,775.94	4,091.44 LT		
	8/23/10	30 000	10 960	328 81	912 60	583 79 LT		
	Total	187.000		1,013.31	**5,688.54**	4,675.23 LT	284.24	4.99
Share Price $30 420, Next Dividend Payable 03/2013								
SHIRE PLC ADR (SHPG)	3/5/08	6 000	59.105	354 63	553 08	198 45 LT		
	8/1/08	5 000	52.078	260 39	460 90	200 51 LT		
	Total	11 000		615 02	**1,013.98**	398 96 LT	5 06	0 49
Share Price $92 180								
SIGNET JEWELERS LIMITED (SIG)	4/18/12	11.000	47.422	521.64	587.40	65 76 ST		
	4/19/12	9 000	46 894	422.05	480 60	58 55 ST		
	Total	20 000		943 69	**1,068.00**	124 31 ST	9 60	0 89
Share Price $53 400, Next Dividend Payable 02/2013								
SMITH & NEPHEW PLC ADR (SNN)	1/20/05	19 000	49 479	940 11	**1,052.60**	112.49 LT	19 10	1 81
Share Price $55 400								
SOTHEBY'S CL A (BID)	10/19/11	3 000	31 217	93 65	100 86	7 21 LT		
	10/21/11	4 000	32.038	128 15	134 48	6.33 LT		
	Total	7.000		221.80	**235.34**	13.54 LT	2 80	1 18
Share Price $33 620, Next Dividend Payable 03/2013								
SUNCOR ENERGY INC NEW COM (SU)	9/1/09	29 000	30 673	889 53	**956.42**	66.89 LT	15.20	1.58
Share Price $32 980, Next Dividend Payable 03/2013								

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Holdings

Select UMA Basic Securities Account
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THE STEPHEN D. FALKENBURY JR FOUNDATION

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
SYMANTEC CORP (SYMC)	3/11/11	17 000	18 066	307 13	319 94	12 81 LT		
	3/14/11	17 000	18 069	307 18	319 94	12.76 LT		
	5/16/11	14 000	19 979	279.71	263.48	(16.23) LT		
	5/18/11	16 000	19 624	313.98	301.12	(12 86) LT		
	Total	64 000		1,208 00	**1,204.48**	(3 52) LT	—	—
Share Price $18 820								
TE CONNECTIVITY LTD NEW (TEL)	11/9/07	73 000	32.869	2,399.44	2,709.76	310 32 LT		
	11/21/08	20 000	14 569	291 37	742 40	451.03 LT		
	Total	93.000		2,690.81	**3,452.16**	761.35 LT	78.12	2 26
Share Price $37 120, Next Dividend Payable 03/2013								
TELEFONICA SA ADR (TEF)	8/14/01	46 000	10 218	470 03	**620.54**	150 51 LT	76 22	12.28
Share Price $13 490								
TERADYNE INC (TER)	11/8/12	19 000	15 400	292 60	**320.91**	28.31 ST	—	—
Share Price $16 890								
TEVA PHARMACEUTICALS ADR (TEVA)	3/31/11	20 000	50 208	1,004 15	746 80	(257 35) LT		
	12/11/12	3 000	41 780	125 34	112.02	(13.32) ST		
	12/11/12	8 000	41 779	334 23	298 72	(35 51) ST		
	Total	31.000		1,463 72	**1,157.54**	(257.35) LT (48 83) ST	24 92	2.15
Share Price $37 340, Next Dividend Payable 03/2013								
TEXAS INSTRUMENTS (TXN)	9/12/02	7 000	19 420	135 94	216.23	80 29 LT		
	1/9/03	43 000	15.957	686.16	1,328.27	642.11 LT		
	1/9/03	70 000	15 957	1,117 01	2,162 30	1,045 29 LT		
	1/9/03	17 000	15 957	271 27	525 13	253.86 LT		
	7/23/08	14 000	24 987	349 82	432 46	82.64 LT		
	7/23/08	29 000	24 987	724 62	895 81	171 19 LT		
	Total	180 000		3,284.82	**5,560.20**	2,275.38 LT	151 20	2.71
Share Price $30 890, Next Dividend Payable 02/2013								
THE ADT CORPORATION COM (ADT)	11/8/07	32 000	26 283	841 06	1,487.68	646 62 LT		
	11/21/08	12 000	12 038	144 45	557 88	413 43 LT		

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Holdings

Select UMA Basic Securities Account 801-105884-268

THE STEPHEN D. FALKENBURY JR FOUNDATION

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	44 000		985.51	**2,045.56**	1,060 05 LT	22 00	1 07
Share Price $46 490, Next Dividend Payable 03/2013								
THE MOSAIC CO (HLDG CO) NEW (MOS)	6/5/12	6 000	46.478	278.87	**339.78**	60.91 ST	6 00	1 76
Share Price $56 630, Next Dividend Payable 02/2013								
THERMO FISHER SCIENTIFIC INC (TMO)	6/10/10	8 000	51 290	410.32	510.24	99.92 LT		
	6/11/10	11 000	51 550	567 05	701 58	134 53 LT		
	5/8/12	26 000	53 427	1,389.09	1,658 28	269 19 ST		
	Total	45.000		2,366.46	**2,870.10**	234 45 LT 269.19 ST	27 00	0.94
Share Price $63 780, Next Dividend Payable 01/15/13								
TOTAL S A SPON ADR (TOT)	10/10/02	18 000	32 572	586.29	**936.18**	349.89 LT	45.13	4 82
Share Price $52 010, Next Dividend Payable 01/10/13								
TREND MICRO INC SPON ADR NEW (TMICY)	7/5/06	19 000	33 563	637 69	572 28	(65.41) LT		
	11/21/08	10 000	24 450	244 50	301 20	56 70 LT		
	Total	29 000		882.19	**873.48**	(8.71) LT	27.46	3.14
Share Price $30 120								
TYCO INTERNATIONAL LTD NEW (TYC)	11/8/07	64 000	20 410	1,306 21	1,872.00	565.79 LT		
	11/21/08	25.000	8 835	220.88	731 25	510 37 LT		
	Total	89.000		1,527 09	**2,603.25**	1,076 16 LT	53 40	2 05
Share Price $29 250, Next Dividend Payable 02/2013								
U S BANCORP COM NEW (USB)	12/30/10	26 000	26.949	700 68	830 44	129.76 LT		
	2/25/11	40 000	27.709	1,108.36	1,277.60	169.24 LT		
	5/19/11	12 000	25.717	308 60	383 28	74 68 LT		
	Total	78 000		2,117 64	**2,491.32**	373 68 LT	60 84	2.44
Share Price $31 940, Next Dividend Payable 01/15/13								
UBS AG NEW (UBS)	11/5/03	40.000	27 928	1,117.12	629.60	(487.52) LT		
	11/21/08	60 000	9 580	574 80	944.40	369 60 LT		
	Total	100 000		1,691 92	**1,574.00**	(117 92) LT	10 80	0 68
Share Price $15 740								
UNILEVER PLC (NEW) ADS (UL)	5/2/05	15.000	21 283	319.25	580 80	261.55 LT		
	5/17/06	75 000	22 302	1,672 62	2,904.00	1,231.38 LT		

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Holdings

Select UMA Basic Securities Account
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THE STEPHEN D. FALKENBURY JR FOUNDATION

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	90 000		1,991.87	**3,484.80**	1,492.93 LT	110.34	3.16
Share Price· $38 720								
UNITED PARCEL SERVICE INC CL-B (UPS)	3/16/11	27.000	70 978	1,916 40	1,990 71	74.31 LT		
	5/17/11	28 000	73 348	2,053 74	2,064.44	10.70 LT		
	Total	55 000		3,970 14	**4,055.15**	85 01 LT	125 40	3 09
Share Price $73 730, Next Dividend Payable 03/2013								
UNITEDHEALTH GP INC (UNH)	1/11/01	128,000	13 812	1,768 00	6,942.72	5,174 72 LT		
	1/11/01	1 000	13.812	13 81	54 24	40.43 LT		
	1/11/01	16 000	13.812	221.00	867 84	646.84 LT		
	5/9/12	33 000	55 623	1,835.56	1,789 92	(45.64) ST		
	Total	178 000		3,838 37	**9,654.72**	5,861 99 LT (45 64) ST	151 30	1 56
Share Price $54 240, Next Dividend Payable 03/2013								
UTD OVERSEAS BK LTD SPON ADR (UOVEY)	10/10/02	40 000	13 750	550 00	1,314 00	764.00 LT		
	12/18/02	10 000	13 650	136 50	328 50	192 00 LT		
	Total	50 000		686 50	**1,642.50**	956 00 LT	47 65	2 90
Share Price $32 850								
VEECO INSTRUMENTS INC DEL (VECO)	10/22/12	5.000	28.940	144 70	147.45	2.75 ST		
	12/14/12	39 000	29 000	1,131.00	1,150.11	19.11 ST		
	Total	44 000		1,275.70	**1,297.56**	21.86 ST	—	—
Share Price $29 490								
VERTEX PHARMACEUTICALS (VRTX)	10/31/08	3 000	25.557	76 67	125 70	49.03 LT		
	11/12/08	13 000	26.728	347.47	544.70	197 23 LT		
	11/13/08	4 000	26.628	106.51	167 60	61 09 LT		
	11/18/08	10 000	26.585	265 85	419 00	153.15 LT		
	11/21/08	10.000	20 947	209 47	419.00	209 53 LT		
	Total	40 000		1,005.97	**1,676.00**	670 03 LT	—	—
Share Price $41 900								
VISA INC CL A (V)	6/10/10	45 000	76.297	3,433 37	6,821.10	3,387.73 LT		
	6/29/10	5 000	71 848	359 24	757.90	398 66 LT		
	Total	50 000		3,792 61	**7,579.00**	3,786.39 LT	66 00	0.87
Share Price $151 580, Next Dividend Payable 03/2013								

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Holdings

Select UMA Basic Securities Account
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THE STEPHEN D. FALKENBURY JR FOUNDATION

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
VODAFONE GP PLC ADS NEW (VOD)	8/14/01	21 000	22 743	477 60	528 99	51 39 LT		
	8/14/01	52 750	22 743	1,199 68	1,328 77	129 09 LT		
	5/3/06	21 000	26.446	555.36	528.99	(26.37) LT		
	5/3/06	55 250	26.446	1,461.13	1,391.75	(69 38) LT		
	Total	150 000		3,693 77	**3,778.50**	84 73 LT	225 00	5 95
Share Price $25 190, Next Dividend Payable 02/06/13								
WAL-MART DE MEXICO SA SPON ADR (WMMVY)	8/14/01	29 000	6 775	196 48	**950.62**	754.14 LT	9.34	0 98
Share Price $32 780								
WALT DISNEY CO HLDG CO (DIS)	10/31/02	49 000	16.531	810 03	2,439.71	1,629.68 LT		
	10/31/02	110.000	16.531	1,818.44	5,476.90	3,658.46 LT		
	Total	159 000		2,628 47	**7,916.61**	5,288 14 LT	119 25	1 50
Share Price $49 790, Next Dividend Payable 12/2013								
WEATHERFORD INTERNATIONAL LTD (WFT)	10/17/08	108.000	15.091	1,629.84	1,208.52	(421 32) LT		
	11/21/08	40.000	10 238	409.53	447.60	38 07 LT		
	1/28/10	35 000	16 047	561.66	391.65	(170 01) LT		
	Total	183 000		2,601.03	**2,047.77**	(553.26) LT	—	—
Share Price $11 190								
WEYERHAEUSER CO (WY)	7/22/10	69 000	15 540	1,072 23	**1,919.58**	847.35 LT	46 92	2 44
Share Price $27 820, Next Dividend Payable 02/2013								
XILINX INC (XLNX)	6/6/12	55 000	32 393	1,781 60	1,972 35	190 75 ST		
	9/14/12	17.000	35.531	604.02	609.63	5.61 ST		
	Total	72 000		2,385 62	**2,581.99**	196 36 ST	63.36	2.45
Share Price $35 861, Next Dividend Payable 02/2013								
YUM BRANDS INC (YUM)	12/21/12	15.000	63.774	956.61	**996.00**	39.39 ST	20.10	2.01
Share Price $66 400, Next Dividend Payable 02/2013								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
STOCKS	**89.0%**	**$310,020.40**	**$452,407.64**	**$139,174.41 LT**	**$7,865.70**	**1.74%**
				$3,212.56 ST	**$0.00**	

Holdings

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THE STEPHEN D. FALKENBURY JR FOUNDATION

GOVERNMENT SECURITIES

TREASURY SECURITIES

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Interest*	Yield %
UNITED STATES TREASURY NOTE	6/5/12	5,000 000	$105 777	$5,288.87				
CUSIP 912828BR0			$103.493	$5,174.65	$5,176.15	$1.50 ST		
	8/28/12	1,000 000	104 852	1,048 52				
			103 486	1,034 86	1,035 23	0 37 ST		
	9/17/12	1,000.000	104 680	1,046.80				
			103 520	1,035 20	1,035.23	0 03 ST		
	Total	7,000 000		7,384 19			297.50	4.10
				7,244 71	**7,246.61**	1 90 ST	37.80	
Unit Price $103 523, Coupon Rate 4 250%, Matures 11/15/2013, Int Semi-Annually May/Nov 15, Moody AAA, Issued 11/15/03								
UNITED STATES TREASURY NOTE	7/23/09	1,000 000	110 582	1,105 82				
CUSIP 912828FQ8			105.724	1,057 24	1,157 50	100.26 LT		
	1/7/10	2,000.000	110.403	2,208.05				
			105 967	2,119 34	2,315 00	195 66 LT		
	Total	3,000 000		3,313 87			146 25	4 21
				3,176 58	**3,472.50**	295 92 LT	54.84	
Unit Price $115 750, Coupon Rate 4 875%, Matures 08/15/2016, Int Semi-Annually Feb/Aug 15, Moody AAA, Issued 08/15/06								
UNITED STATES TREASURY NOTE	9/10/10	2,000 000	105 500	2,110 00				
CUSIP 912828MS6			103 624	2,072 48	2,200 00	127 52 LT		
	7/26/12	2,000 000	111 196	2,223 91				
			110 149	2,202 98	2,200 00	(2 98) ST		
	8/21/12	2,000 000	110 133	2,202.66				
			109 330	2,186 59	2,200.00	13 41 ST		
	Total	6,000 000		6,536.57			180 00	2.72
				6,462.05	**6,600.00**	127.52 LT	60.66	
						10.43 ST		
Unit Price $110 000, Coupon Rate 3 000%, Matures 02/28/2017, Int Semi-Annually Feb/Aug 31, Yield to Maturity 564%, Moody AAA, Issued 02/28/10								
UNITED STATES TREASURY NOTE	6/5/12	1,000 000	110 793	1,107 93				
CUSIP 912828PC8			110 100	1,101 00	1,097 50	(3 50) ST		
	9/17/12	2,000 000	109.032	2,180 63				
			108.731	2,174.61	2,195.00	20.39 ST		

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Holdings

GOVERNMENT SECURITIES

TREASURY SECURITIES (CONTINUED)

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
	Total	3,000 000		3,288.56			78.75	2 39
				3,275 61	**3,292.50**	16.89 ST	10.00	
Unit Price $109 750, Coupon Rate 2 625%, Matures 11/15/2020, Int Semi-Annually May/Nov 15, Yield to Maturity 1 317%, Moody AAA, Issued 11/15/10								
UNITED STATES TREASURY NOTE	12/18/12	4,000 000	104 508	4,180.31			85.00	2.02
CUSIP 912828RC6			104 491	4,179 63	**4,205.00**	25.37 ST	31 87	
Unit Price $105 125, Coupon Rate 2 125%, Matures 08/15/2021, Int Semi-Annually Feb/Aug 15, Yield to Maturity 1 489%, Moody AAA, Issued 08/15/11								
TREASURY SECURITIES		**23,000.000**		**$24,703.50**			**$787.50**	**3.17%**
				$24,338.58	**$24,816.61**	**$423.44 LT**	**$195.17**	
						$54.59 ST		

FEDERAL AGENCIES

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
FED HOME LN MTG CORP	3/30/11	4,000 000	$100 016	$4,000.62				
CUSIP 3137EACR8			$100 007	$4,000 26	$4,053 76	$53 50 LT		
	5/25/11	2,000 000	101 198	2,023.96				
			100 507	2,010 13	2,026 88	16 75 LT		
	Total	6,000 000		6,024.58			82 50	1 35
				6,010.39	**6,080.64**	70 25 LT	28 87	
Unit Price $101 344, Coupon Rate 1 375%, Matures 02/25/2014, Int Semi-Annually Feb/Aug 25, Moody AAA S&P AA+, Issued 01/06/11								
FED NATL MTG ASSN	1/14/11	3,000.000	97.987	2,939 61				
CUSIP 31398A4M1			97 987	2,939 61	3,103 53	163 92 LT		
	5/25/11	3,000 000	99 568	2,987.04				
			99.568	2,987.04	3,103 53	116 49 LT		
	Total	6,000.000		5,926.65			97 50	1 57
				5,926 65	**6,207.06**	280 41 LT	17.60	
Unit Price $103 451, Coupon Rate 1 625%, Matures 10/26/2015, Int Semi-Annually Apr/Oct 26, Moody AAA S&P AA+, Issued 09/27/10								
FED NATL MTG ASSN	9/16/11	2,000 000	105 766	2,115 32				
CUSIP 3135G0BA0			104 172	2,083.44	2,125.62	42.18 LT		
	11/28/11	2,000.000	105.075	2,101 50				
			103 834	2,076.67	2,125.62	48.95 LT		

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Holdings

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GOVERNMENT SECURITIES

FEDERAL AGENCIES (CONTINUED)

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
	Total	4,000 000		4,216.82			95.00	2.23
				4,160.11	**4,251.24**	91.13 LT	21 11	
Unit Price $106 281, Coupon Rate 2 375%, Matures 04/11/2016, Int Semi-Annually Apr/Oct 11, Moody AAA S&P AA+, Issued 03/04/11								
FED HOME LN MTG CORP MED TERM NOTE	6/5/12	3,000 000	102 368	3,071 04				
CUSIP 3137EADG1			102.184	3,065.51	3,103 38	37.87 ST		
	12/18/12	2,000.000	102 943	2,058 86				
			102.929	2,058 57	2,068.92	10 35 ST		
	Total	5,000 000		5,129 90			87 50	1 69
				5,124 08	**5,172.30**	48 22 ST	7 29	
Unit Price $103 446, Coupon Rate 1 750%, Matures 05/30/2019, Int Semi-Annually May/Nov 30, Yield to Maturity 1 190%, Moody AAA S&P AA+, Issued 04/16/12								
FEDERAL AGENCIES		**21,000.000**		**$21,297.95**			**$362.50**	**1.67%**
				$21,221.23	**$21,711.24**	**$441.79 LT**	**$74.87**	
						$48.22 ST		

	Face Value / Percentage of Assets %	Orig. Total Cost / Adj Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
GOVERNMENT SECURITIES	**44,000.000**	**$46,001.45**			**$1,150.00**	**2.47%**
		$45,559.81	**$46,527.85**	**$865.23 LT**	**$270.04**	
				$102.81 ST		
TOTAL GOVERNMENT SECURITIES (incl.accr int)	**9.2%**		**$46,797.89**			

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
TOTAL MARKET VALUE	**100.0%**	**$355,580.21**	**$507,952.95**	**$140,039.64 LT**	**$9,016.48**	**1.77%**
				$3,315.37 ST	**$270 04**	
TOTAL VALUE (includes accrued interest)			**$508,222.99**			

C - This taxlot received a return of capital This is a return of some or all of your investment in the security A return of capital reduces your basis in the security and is not taxed until your basis in the security is fully recovered

Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available Cash, MMF, Deposits and positions stating 'Please Provide' are not included

THE STEPHEN D. FALKENBURY JR

Account Number 606-06849-14 268

Details of Earnings 2012 - *continued*

Dividends and Distributions, Section 2

Reference number	Description	Nondividend distributions	Foreign tax paid	Cash liquidation distributions	Non cash liquidation distributions	Investment expense	NRA Withholding
160009700	89151E109001 *** TOTAL S.A SPONS ADR THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT		$ 7 39				
160009800	89486M206001 *** TREND MICRO INC SPON ADR THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED		2 12				
Totals			**$ 95.46**				

Details of Short Term Gain (Loss) 2012

This section shows your sales of securities during the year The "Sale Proceeds" column excludes any accrued income you may have received In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000030	3	BAKER HUGHES INC	08/11/11	03/02/12	$ 147.13	$ 175.73	($ 28.60)	
125000090	8	CUMMINS INC	09/13/11	01/13/12	778.51	741 70		36 81
	11		10/04/11		1,070 45	918 89		151.56
Total					**$ 1,996.09**	**$ 1,836.32**	**($ 28.60)**	**$ 188.37**

2012 YEAR END SUMMARY

Attachment to Part IV

THE STEPHEN D. FALKENBURY JR
Account Number 606-06849-14 268

Details of Long Term Gain (Loss) 2012

This section shows your sales of securities during the year The "Sale Proceeds" column excludes any accrued income you may have received In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	6	ASML HLDG NV NEW YORK REG CGMI AND/OR ITS AFFILIATES	09/19/08	04/16/12	$ 297 00	$ 127.12		$ 169 88
125000020	4	BAKER HUGHES INC	11/05/08	01/17/12	191 54	138 49		53 05
125000030	16	BAKER HUGHES INC	11/05/08	03/02/12	784 71	553 97		230 74
	5		06/02/10		245 22	196.79		48.43
125000040	22	CVS CAREMARK CORP	10/24/08	01/04/12	915 24	616 36		298 88
125000050	2	CHUBB CORP	04/10/02	03/27/12	137 93	77 98		59 95
	14		12/27/02		965 47	366 88		598 59
125000060	86	CISCO SYS INC CGMI AND/OR ITS AFFILIATES	03/09/01	04/10/12	1,683 44	1,789 87	(106.43)	
125000070	14	CONOCOPHILLIPS	12/31/09	04/11/12	1,030 60	715.90		314.70
125000080	17	CONOCOPHILLIPS	12/31/09	04/13/12	1,258 06	869 30		388 76
125000100	1	DIAGEO PLC SPON ADR-NEW	05/08/02	01/26/12	89.13	53 49		35 64
125000110	20	EBAY INC	05/08/06	01/04/12	602.97	632 03	(29 06)	
	15	CGMI AND/OR ITS AFFILIATES	03/14/07		452 23	459 54	(7.31)	
125000120	30	EBAY INC CGMI AND/OR ITS AFFILIATES	03/14/07	03/07/12	1,066.48	919.09		147.39
125000130	11	EBAY INC CGMI AND/OR ITS AFFILIATES	03/14/07	03/08/12	393 52	337.00		56 52
125000140	8	EBAY INC CGMI AND/OR ITS AFFILIATES	03/14/07	03/08/12	286 19	245.09		41.10
125000150	4	GAP INC DELAWARE	01/10/08	04/25/12	111 35	71 96		39 39
125000160	31	HOME DEPOT INC	12/05/02	01/04/12	1,323.94	807 86		516 08
	7		01/08/03		298 95	147 96		150 99
125000170	1	JONES LANG LASALLE INC	06/19/09	03/22/12	83 43	32 43		51 00
125000180	55	MICROSOFT CORP CGMI AND/OR ITS AFFILIATES	04/28/06	04/10/12	1,671.99	1,330.34		341 65
125000190	1	NESTLE S A SPONSORED ADR CGMI AND/OR ITS AFFILIATES	08/14/01	01/26/12	58.23	22.28		35.95
125000200	4	NEWS CORP CLASS B NEW CGMI AND/OR ITS AFFILIATES	09/26/02	04/16/12	77 75	40 17		37 58

Morgan Stanley

Ref 00000236 00001414

2012 Year End Summary

THE STEPHEN D. FALKENBURY JR

Account Number 606-06849-14 268

Details of Long Term Gain (Loss) 2012 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000210	2	NOBLE ENERGY INC	06/29/10	03/30/12	$ 195.97	$ 120.77		$ 75.20
	3		06/30/10		293.95	182.51		111 44
125000220	2	NOBLE ENERGY INC	06/30/10	04/10/12	186.28	121.67		64.61
	2		07/01/10		186 27	122.35		63.92
125000230	2	NOBLE ENERGY INC	07/01/10	04/11/12	184 97	122 35		62 62
	2		07/02/10		184.97	123 65		61.32
125000240	8	NORTHROP GRUMMAN CORP	03/25/09	02/02/12	468 00	310 80		157.20
	9		05/06/10		526 50	527.30	(80)	
125000250	17	NORTHROP GRUMMAN CORP	05/06/10	02/03/12	991.80	996 02	(4 22)	
	4		10/29/10		233.36	228.22		5.14
125000260	51	TESCO PLC SPONSORED ADR CGMI AND/OR ITS AFFILIATES	10/09/02	04/17/12	795 60	471 75		323 85
125000270	8	TEXAS INSTRUMENTS INC CGMI AND/OR ITS AFFILIATES	09/12/02	01/23/12	265 44	155.36		110 08
125000280	18	TEXAS INSTRUMENTS INC CGMI AND/OR ITS AFFILIATES	09/12/02	04/10/12	572.66	349 56		223.10
125000290	10	VESTAS WIND SYS A/S UTD	05/12/10	04/17/12	30 48	173 75	(143 27)	
	11	KINGD-DKK UNSPONS ADR	05/14/10		33 53	192 46	(158 93)	
	34	CGMI AND/OR ITS AFFILIATES	05/17/10		103 63	580.18	(476.55)	
	31		03/01/11		94 48	353 67	(259 19)	
125000300	25	WAL-MART DE MEXICO SA DE CV SPON ADR CGMI AND/OR ITS AFFILIATES	08/14/01	03/23/12	817 23	169.37		647.86
Total					**$ 20,190.49**	**$ 15,853.64**	**($ 1,185.76)**	**$ 5,522.61**

2012 YEAR END SUMMARY

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

THE STEPHEN D FALKENBURY JR
FOUNDATION
JOHN W FALKENBURY
810 SHETLAND PLACE NW
CONCORD NC 28027-7578

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number 26-4310632

Taxpayer ID Number 56-2201996
Account Number. 801 105884 268

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS — OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
HEWLETT PACKARD		CUSIP: 428236103	Symbol (Box 1d): HPQ					
	10.000	01/20/12	11/20/12	$117 29	$279 19	$0 00	($161.90)	$0 00
	14.000	05/08/12	11/20/12	$164.21	$325.16	$0.00	($160.95)	$0.00
Security Subtotal	**24.000**			**$281.50**	**$604.35**	**$0.00**	**($322.85)**	**$0.00**
HUMAN GENOME SCIENCES INC		CUSIP: 444903108	Symbol (Box 1d): HGSZZ					
	34.000	07/29/11	07/16/12	$482 80	$712 83	$0 00	($230 03)	$0.00
	116.000	08/22/11	07/16/12	$1,647.20	$1,611.95	$0.00	$35.25	$0.00
Security Subtotal	**150.000**			**$2,130.00**	**$2,324.78**	**$0.00**	**($194.78)**	**$0.00**
ORACLE CORP		CUSIP: 68389X105	Symbol (Box 1d): ORCL					
	8 000	11/08/11	06/14/12	$215 93	$268 36	$0 00	($52.43)	$0 00
REGIONS FINANCIAL CORP NEW		CUSIP: 7591EP100	Symbol (Box 1d): RF					
	47 000	03/30/12	06/04/12	$260 52	$307 81	$0.00	($47.29)	$0.00
	48 000	04/05/12	06/04/12	$266 07	$308 19	$0 00	($42 12)	$0.00
	3.000	04/13/12	06/04/12	$16.63	$18.59	$0.00	($1.96)	$0.00
Security Subtotal	**98.000**			**$543.22**	**$634.59**	**$0.00**	**($91.37)**	**$0.00**
SOUTHWESTERN ENERGY COMPANY		CUSIP: 845467109	Symbol (Box 1d): SWN					
	16.000	05/01/12	12/18/12	$541 98	$522 04	$0 00	$19 94	$0 00
Total Short Term Covered Securities				**$3,712.63**	**$4,354.12**	**$0.00**	**($641.49)**	**$0.00**

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

THE STEPHEN D FALKENBURY JR
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part I with box B checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ENGILITY HOLDINGS INC	CUSIP: 29285W104	Symbol (Box 1d): EGL						
	0.000	07/17/12	07/17/12	$8 12	$0 00	$0.00	$8.12	$0 00
LIBERTY INTER CO VENTURE SER A	CUSIP: 53071M880	Symbol (Box 1d): LVNTA						
	0.000	08/15/12	08/15/12	$22 45	$0 00	$0 00	$22 45	$0 00
US TSY NOTE 1375 12NV15	CUSIP: 912828LX6	Symbol (Box 1d):						
	1,000.000	03/21/12	09/17/12	$1,001 95	$1,007 73	$0 00	($5 78)	$0 00
US TSY NOTE 2625 20NV15	CUSIP: 912828PC8	Symbol (Box 1d):						
	1,000 000	01/19/12	12/18/12	$1,090 71	$1,062 41	$0 00	$28 30	$0 00
Total Short Term Noncovered Securities				**$2,123.23**	**$2,070.14**	**$0.00**	**$53.09**	**$0.00**
Total Short Term Covered and Noncovered Securities				**$5,835.86**	**$6,424.26**	**$0.00**	**($588.40)**	**$0.00**

Long Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part II with box A checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ASML HOLDING N V.	CUSIP: N07059186	Symbol (Box 1d):						
	12 000	09/21/11	12/03/12	$142 34	$84 08	$0 00	$58 26	$0 00
EATON CORPORATION	CUSIP: 278058102	Symbol (Box 1d):						
	35.000	06/07/11	12/03/12	$1,807.93	$1,693 92	$0 00	$114 01	$0 00
	40 000	06/17/11	12/03/12	$2,066 20	$1,888 38	$0.00	$177.82	$0 00

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Corporate Tax Statement
Tax Year 2012

THE STEPHEN D FALKENBURY JR
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Covered Securities (Continued) (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part II with box A checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
EATON CORPORATION	9.000	08/23/11	12/03/12	$464.89	$347.81	$0.00	$117.08	$0.00
Security Subtotal	**84.000**			**$4,339.02**	**$3,930.11**	**$0.00**	**$408.91**	**$0.00**
ELSTER GROUP SE SP ADR TNDR	CUSIP: 290992171		Symbol (Box 1d):					
	20 000	07/06/11	08/29/12	$410 00	$322 47	$0 00	$87 53	$0 00
	3 000	07/07/11	08/29/12	$61.50	$48.00	$0 00	$13 50	$0.00
	1 000	08/05/11	08/29/12	$20 50	$15 75	$0.00	$4 75	$0.00
	5.000	08/08/11	08/29/12	$102.50	$76.57	$0.00	$25.93	$0.00
Security Subtotal	**29.000**			**$594.50**	**$462.79**	**$0.00**	**$131.71**	**$0.00**
GREENHILL & CO INC	CUSIP: 395259104		Symbol (Box 1d): GHL					
	6 000	07/15/11	12/28/12	$312 28	$308 23	$0 00	$4.05	$0 00
	3.000	07/21/11	12/28/12	$156.14	$143.99	$0.00	$12.15	$0.00
Security Subtotal	**9.000**			**$468.42**	**$452.22**	**$0.00**	**$16.20**	**$0.00**
OSHKOSH CORP	CUSIP: 688239201		Symbol (Box 1d): OSK					
	1 000	02/23/11	10/16/12	$29 86	$35.96	$0.00	($6 10)	$0 00
	10 000	02/23/11	10/18/12	$299 99	$359 64	$0 00	($59 65)	$0 00
	1 000	02/23/11	10/31/12	$30 00	$35.96	$0.00	($5.96)	$0 00
	1 000	02/23/11	11/01/12	$30 09	$35.96	$0.00	($5 87)	$0.00
	8.000	02/23/11	12/10/12	$225.32	$287.72	$0.00	($62.40)	$0.00
Security Subtotal	**21.000**			**$615.26**	**$755.24**	**$0.00**	**($139.98)**	**$0.00**
SOUTHWESTERN ENERGY COMPANY	CUSIP: 845467109		Symbol (Box 1d): SWN					
	6 000	08/11/11	12/17/12	$198 06	$222.90	$0 00	($24 84)	$0.00
	7 000	08/12/11	12/17/12	$231 07	$266.54	$0 00	($35.47)	$0.00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) — OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part II with box A checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
SOUTHWESTERN ENERGY	6 000	08/18/11	12/17/12	$198.06	$219.19	$0 00	($21.13)	$0 00
	3.000	08/18/11	12/18/12	$101.62	$109.59	$0.00	($7.97)	$0.00
Security Subtotal	22.000			$728.81	$818.22	$0.00	($89.41)	$0.00
UNITED STS STL CP (NEW)	CUSIP: 912909108	Symbol (Box 1d): X						
	5 000	04/18/11	08/27/12	$103.02	$248.77	$0.00	($145 75)	$0.00
	9.000	07/28/11	08/27/12	$185.44	$365 07	$0.00	($179.63)	$0.00
Security Subtotal	14.000			$288.46	$613.84	$0.00	($325.38)	$0.00
Total Long Term Covered Securities				**$7,176.81**	**$7,116.50**	**$0.00**	**$60.31**	**$0.00**

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AMAZON COM INC	CUSIP: 023135106	Symbol (Box 1d): AMZN						
	3 000	05/03/05	09/14/12	$782 29	$99 79	$0.00	$682 50	$0 00
ASML HOLDING N V	CUSIP: N07059186	Symbol (Box 1d):						
	17.000	09/19/08	12/03/12	$201.66	$68 19	$0.00	$133 47	$0 00
ASML HOLDING NV NY REG NEW	CUSIP: N07059210	Symbol (Box 1d): ASML						
	0 330	09/21/11	11/29/12	$19 89	$11 50	$0 00	$8.39	$0 00
BED BATH & BEYOND INC	CUSIP: 075896100	Symbol (Box 1d): BBBY						
	28 000	03/06/08	06/15/12	$2,027 62	$786 63	$0 00	$1,240 99	$0 00

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Corporate Tax Statement
Tax Year 2012

THE STEPHEN D FALKENBURY JR
FOUNDATION
JOHN W FALKENBURY
810 SHETLAND PLACE NW
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Continued) (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CISCO SYS INC	CUSIP: 17275R102		Symbol (Box 1d): CSCO					
	5 000	03/09/01	07/10/12	$81 92	$104 06	$0 00	($22.14)	$0.00
	2 000	03/09/01	07/10/12	$32 77	$41 63	$0.00	($8 86)	$0 00
	3 000	03/09/01	07/10/12	$49 15	$62.44	$0.00	($13 29)	$0 00
	53 000	04/23/01	07/10/12	$868.40	$903 65	$0 00	($35 25)	$0.00
	22 000	04/23/01	07/10/12	$360 47	$375 10	$0 00	($14 63)	$0.00
	20 000	03/04/02	07/10/12	$327.70	$325.31	$0 00	$2.39	$0 00
	6 000	03/04/02	11/06/12	$105 08	$97 59	$0 00	$7 49	$0 00
	10 000	03/04/02	11/06/12	$175 13	$162 65	$0.00	$12 48	$0 00
	29 000	03/04/02	11/06/12	$507.88	$471 70	$0 00	$36.18	$0 00
	5.000	07/24/08	11/06/12	$87.56	$109.23	$0.00	($21.67)	$0.00
Security Subtotal	**155.000**			**$2,596.06**	**$2,653.36**	**$0.00**	**($57.30)**	**$0.00**
EBAY INC	CUSIP: 278642103		Symbol (Box 1d): EBAY					
	9.000	03/14/07	09/14/12	$450 86	$275.73	$0.00	$175 13	$0 00
	2.000	03/14/07	09/14/12	$100 19	$61.27	$0 00	$38 92	$0.00
	10 000	03/14/07	09/14/12	$500 96	$306.36	$0 00	$194 60	$0 00
	15.000	03/14/07	09/14/12	$751.45	$459.54	$0 00	$291 91	$0 00
	4 000	03/14/07	12/28/12	$200 63	$122 54	$0 00	$78 09	$0.00
	2.000	03/14/07	12/31/12	$100 34	$61.27	$0.00	$39.07	$0 00
	6.000	03/14/07	12/31/12	$301.01	$183.82	$0.00	$117.19	$0.00
Security Subtotal	**48.000**			**$2,405.44**	**$1,470.53**	**$0.00**	**$934.91**	**$0.00**
ENGILITY HOLDINGS INC	CUSIP: 29285W104		Symbol (Box 1d): EGL					
	6 000	02/20/03	07/19/12	$105 53	$58 22	$0 00	$47 31	$0 00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

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FOUNDATION
JOHN W FALKENBURY
810 SHETLAND PLACE NW
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Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number 26-4310632

Taxpayer ID Number 56-2201996
Account Number. 801 105884 268

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
FNMA 2750 14FB05	CUSIP: 31398AVD1	Symbol (Box 1d):						
	1,000 000	03/03/09	06/05/12	$1,040.21	$1,001 83	$0.00	$38 38	$0 00
	2,000 000	06/03/09	06/05/12	$2,080 42	$2,003 66	$0 00	$76 76	$0.00
	1,000.000	12/15/09	06/05/12	$1,040.21	$1,008.60	$0.00	$31.61	$0.00
Security Subtotal	**4,000.000**			**$4,160.84**	**$4,014.09**	**$0.00**	**$146.75**	**$0.00**
FRANKLIN RESOURCES INC	CUSIP: 354613101	Symbol (Box 1d): BEN						
	2.000	10/16/08	12/31/12	$250 68	$122 73	$0 00	$127.95	$0.00
	2.000	10/31/08	12/31/12	$250.68	$135.44	$0.00	$115.24	$0.00
Security Subtotal	**4.000**			**$501.36**	**$258.17**	**$0.00**	**$243.19**	**$0.00**
GAP INC	CUSIP: 364760108	Symbol (Box 1d): GPS						
	6 000	01/10/08	08/29/12	$211 09	$107 95	$0 00	$103 14	$0 00
	9 000	01/10/08	08/30/12	$326 71	$161 92	$0 00	$164.79	$0.00
	5 000	01/10/08	09/06/12	$179 49	$89 96	$0 00	$89 53	$0 00
	8.000	01/10/08	12/05/12	$252.02	$143.93	$0.00	$108.09	$0.00
Security Subtotal	**28.000**			**$969.31**	**$503.76**	**$0.00**	**$465.55**	**$0.00**
GENERAL ELECTRIC CO	CUSIP: 369604103	Symbol (Box 1d): GE						
	81 000	11/21/08	12/21/12	$1,681 12	$1,134.00	$0 00	$547 12	$0 00
HOME DEPOT INC	CUSIP: 437076102	Symbol (Box 1d): HD						
	4.000	01/08/03	07/02/12	$211 51	$84.55	$0 00	$126.96	$0 00
	1 000	01/08/03	07/02/12	$52 87	$21.14	$0.00	$31.73	$0 00
	1 000	01/08/03	12/04/12	$64 56	$21.14	$0 00	$43 42	$0 00

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Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked)
(Continued)

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HOME DEPOT INC	14 000	01/08/03	12/04/12	$904 02	$295 91	$0 00	$608 11	$0 00
	10.000	01/08/03	12/04/12	$645.73	$211.36	$0.00	$434.37	$0.00
Security Subtotal	**30.000**			**$1,878.69**	**$634.10**	**$0.00**	**$1,244.59**	**$0.00**
JPMORGAN CHASE & CO	CUSIP: 46625H100		Symbol (Box 1d): JPM					
	35.000	04/23/01	05/11/12	$1,302 08	$999 73	$0 00	$302 35	$0.00
	4.000	04/23/01	05/25/12	$135.38	$114.26	$0.00	$21.12	$0.00
Security Subtotal	**39.000**			**$1,437.46**	**$1,113.99**	**$0.00**	**$323.47**	**$0.00**
KEYCORP NEW	CUSIP: 493267108		Symbol (Box 1d): KEY					
	81.000	10/28/09	06/04/12	$555 36	$451 95	$0.00	$103 41	$0 00
LIBERTY INTER CO VENTURE SER A	CUSIP: 53071M880		Symbol (Box 1d): LVNTA					
	2.000	12/13/02	08/17/12	$83 62	$87 79	$0.00	($4 17)	$0 00
	2.000	03/14/08	08/17/12	$83.62	$73.50	$0.00	$10.12	$0.00
Security Subtotal	**4.000**			**$167.24**	**$161.29**	**$0.00**	**$5.95**	**$0.00**
LIBERTY VENTURES RT 10 9 12	CUSIP: 53071M112		Symbol (Box 1d):					
	1 000	12/13/02	09/14/12	$13 90	$8 39	$0.00	$5.51	$0.00
	1.000	03/14/08	09/14/12	$13.90	$7.02	$0.00	$6.88	$0.00
Security Subtotal	**2.000**			**$27.80**	**$15.41**	**$0.00**	**$12.39**	**$0.00**
MICROSOFT CORP	CUSIP: 594918104		Symbol (Box 1d): MSFT					
	28 000	04/28/06	11/14/12	$756 07	$677.27	$0.00	$78 80	$0 00
	4 000	04/28/06	12/13/12	$108.04	$96 75	$0 00	$11 29	$0 00
	6 000	04/28/06	12/13/12	$162 06	$145 13	$0 00	$16 93	$0 00
	11.000	04/28/06	12/13/12	$297.12	$266 07	$0.00	$31.05	$0 00

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Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked)
(Continued)

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MICROSOFT CORP	1 000	04/28/06	12/13/12	$27 01	$24 20	$0.00	$2 81	$0 00
	14.000	04/28/06	12/13/12	$378.15	$338.63	$0.00	$39.52	$0.00
Security Subtotal	**64.000**			**$1,728.45**	**$1,548.05**	**$0.00**	**$180.40**	**$0.00**
MORGAN STANLEY	CUSIP: 617446448		Symbol (Box 1d): MS					
	9 000	10/01/09	11/21/12	$146.63	$275 66	$0 00	($129 03)	$0 00
	15.000	12/31/09	11/21/12	$244.38	$445 12	$0 00	($200 74)	$0 00
	6 000	01/13/10	11/21/12	$97.75	$189 44	$0 00	($91 69)	$0 00
	23.000	01/21/10	11/21/12	$374.71	$671.09	$0.00	($296.38)	$0 00
	22 000	01/21/10	11/23/12	$361 06	$641 92	$0 00	($280 86)	$0.00
	15 000	04/09/10	11/23/12	$246 18	$464 10	$0 00	($217.92)	$0.00
	20.000	10/20/10	11/23/12	$328.24	$507.03	$0.00	($178.79)	$0.00
Security Subtotal	**110.000**			**$1,798.95**	**$3,194.36**	**$0.00**	**($1,395.41)**	**$0.00**
ORACLE CORP	CUSIP: 68389X105		Symbol (Box 1d): ORCL					
	35 000	11/01/10	05/09/12	$968.32	$1,022 00	$0.00	($53.68)	$0.00
	29.000	11/01/10	06/14/12	$782.73	$846.80	$0.00	($64.07)	$0.00
Security Subtotal	**64.000**			**$1,751.05**	**$1,868.80**	**$0.00**	**($117.75)**	**$0.00**
PENTAIR LTD	CUSIP: H6169Q108		Symbol (Box 1d): PNR					
	0.355	11/08/07	09/28/12	$15.74	$10 87	$0 00	$4.87	$0.00
PROCTER & GAMBLE	CUSIP: 742718109		Symbol (Box 1d): PG					
	22.000	01/07/03	05/09/12	$1,402 19	$704.90	$0 00	$697 29	$0.00
	5.000	01/06/06	05/09/12	$318.68	$293.03	$0.00	$25 65	$0.00
Security Subtotal	**27.000**			**$1,720.87**	**$997.93**	**$0.00**	**$722.94**	**$0.00**

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Morgan Stanley

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked)
(Continued)

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SCHLUMBERGER LTD	CUSIP: 806857108		Symbol (Box 1d): SLB					
	2.000	01/12/07	12/28/12	$136.24	$114 93	$0 00	$21.31	$0 00
	2.000	01/12/07	12/28/12	$136.24	$114.93	$0.00	$21.31	$0.00
Security Subtotal	**4.000**			**$272.48**	**$229.86**	**$0.00**	**$42.62**	**$0.00**
TELEFONICA SA ADR	CUSIP: 879382208		Symbol (Box 1d): TEF					
	0 184	08/14/01	06/15/12	$2 30	$1 88	$0.00	$0 42	$0 00
TEXAS INSTRUMENTS	CUSIP: 882508104		Symbol (Box 1d): TXN					
	17.000	09/12/02	06/05/12	$462 79	$330 14	$0 00	$132 65	$0 00
	1.000	09/12/02	06/05/12	$27 22	$19 42	$0 00	$7 80	$0 00
	28.000	09/12/02	06/05/12	$762.25	$543 76	$0 00	$218.49	$0.00
Security Subtotal	**46.000**			**$1,252.26**	**$893.32**	**$0.00**	**$358.94**	**$0.00**
THE ADT CORPORATION COM	CUSIP: 00101J106		Symbol (Box 1d): ADT					
	0 500	11/08/07	09/28/12	$19 49	$13 20	$0 00	$6 29	$0 00
U S BANCORP COM NEW	CUSIP: 902973304		Symbol (Box 1d): USB					
	33 000	12/30/10	06/04/12	$950.45	$889 33	$0 00	$61.12	$0 00
UNITED STS STL CP (NEW)	CUSIP: 912909108		Symbol (Box 1d): X					
	3 000	12/22/09	07/17/12	$58 56	$157 97	$0 00	($99 41)	$0 00
	9.000	12/23/09	07/17/12	$175 68	$488 84	$0 00	($313.16)	$0.00
	6 000	12/24/09	07/17/12	$117 12	$337 59	$0 00	($220 47)	$0 00
	2 000	12/28/09	07/17/12	$39 04	$115 94	$0 00	($76.90)	$0 00
	5.000	01/26/10	07/17/12	$97 60	$255.58	$0.00	($157.98)	$0 00
	5.000	01/27/10	07/17/12	$97 60	$242 71	$0 00	($145.11)	$0.00
	5 000	02/02/10	07/17/12	$97 60	$239 92	$0 00	($142.32)	$0.00

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Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked)
(Continued)

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UNITED STS STL CP (NEW)	4 000	02/17/10	07/17/12	$78.10	$202 81	$0 00	($124 71)	$0 00
	1.000	02/17/10	08/27/12	$20.60	$50.70	$0.00	($30.10)	$0.00
Security Subtotal	**40.000**			**$781.90**	**$2,092.06**	**$0.00**	**($1,310.16)**	**$0.00**
US TSY NOTE 1375 12NV15	**CUSIP:** 912828LX6	**Symbol (Box 1d):**						
	3,000 000	12/09/10	07/26/12	$3,011 02	$3,006 84	$0 00	$4 18	$0 00
	2,000 000	12/09/10	08/21/12	$2,005 70	$2,003 49	$0 00	$2.21	$0.00
	1,000 000	12/09/10	09/17/12	$1,001 96	$1,001.19	$0.00	$0.77	$0.00
Security Subtotal	**6,000.000**			**$6,018.68**	**$6,011.52**	**$0.00**	**$7.16**	**$0.00**
US TSY NOTE 2625 20NV15	**CUSIP:** 912828PC8	**Symbol (Box 1d):**						
	3,000 000	11/16/10	12/18/12	$3,272 11	$2,924 04	$0 00	$348 07	$0 00
	1,000 000	07/06/11	12/18/12	$1,090 70	$969 61	$0.00	$121 09	$0 00
	1,000.000	12/05/11	12/18/12	$1,090.70	$1,051.06	$0.00	$39.64	$0.00
Security Subtotal	**5,000.000**			**$5,453.51**	**$4,944.71**	**$0.00**	**$508.80**	**$0.00**
US TSY NOTE 3750 18NV15	**CUSIP:** 912828JR2	**Symbol (Box 1d):**						
	1,000.000	01/30/09	06/05/12	$1,178 83	$1,053.22	$0 00	$125 61	$0 00
	1,000 000	06/03/09	06/05/12	$1,178 83	$1,009 53	$0 00	$169.30	$0 00
	3,000 000	10/26/09	06/05/12	$3,536 48	$3,042 49	$0.00	$493.99	$0.00
Security Subtotal	**5,000.000**			**$5,894.14**	**$5,105.24**	**$0.00**	**$788.90**	**$0.00**
WEYERHAEUSER CO	**CUSIP:** 962166104	**Symbol (Box 1d):** WY						
	20 000	02/02/01	10/03/12	$524 03	$1,040 19	$0 00	($516.16)	$0 00
	8.000	02/02/01	12/21/12	$224 80	$416 08	$0 00	($191.28)	$0.00
	10 000	02/02/01	12/24/12	$284 00	$520.10	$0 00	($236 10)	$0 00

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Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Continued)

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WEYERHAEUSER CO	12 000	07/22/10	12/24/12	$340 79	$186 48	$0 00	$154 31	$0 00
	21.000	07/22/10	12/31/12	$578.76	$326.33	$0.00	$252.43	$0.00
Security Subtotal	71.000			$1,952.38	$2,489.18	$0.00	($536.80)	$0.00
Total Long Term Noncovered Securities				**$49,130.32**	**$43,725.29**	**$0.00**	**$5,405.03**	**$0.00**
Total Long Term Covered and Noncovered Securities				**$56,307.13**	**$50,841.79**	**$0.00**	**$5,465.34**	**$0.00**
Total Short and Long Term, Covered and Noncovered Securities				**$62,142.99**	**$57,266.05**	**$0.00**	**$4,876.94**	**$0.00**

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2)	**$62,142.99**			
Total Cost or Other Basis (Box 3)		**$11,470.62**		
Total Wash Sale Loss Disallowed (Box 5)			**$0.00**	
Total Fed Tax Withheld (Box 4)				**$0.00**

Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions STEPHEN D. FALKENBURY JR. FOUNDATION	Employer identification number (EIN) or 56-2201996
	Number, street, and room or suite no. If a P.O. box, see instructions. 810 SHETLAND PLACE NW	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CONCORD, NC 28027-7578	

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

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

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

- The books are in the care of ▶ JOHN W. FALKENBURY 810 SHETLAND PLACE NW, CONCORD NC - 28027-7578

Telephone No ▶ 704-904-0108 FAX No. ▶

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

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

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

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

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 300.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ Date ▶

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01-21-13