Form **990-PF** Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation: THE JOLLEY FOUNDATION 496-2025000336

A Employer identification number: 57-6024996

Number and street (or P O box number if mail is not delivered to street address): 1525 WEST WT HARRIS BLVD, D1114-044

Room/suite:

B Telephone number (see instructions): 864- 255-8231

City or town, state, and ZIP code: CHARLOTTE, NC 28288

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: [X] 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)* ▶ $ 28,502,611.

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

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc, received (attach schedule)				
	2	Check ▶ [X] if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	687,439.	681,428.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	418,203.			
	b	Gross sales price for all assets on line 6a 19,669,538.				
	7	Capital gain net income (from Part IV, line 2)		418,203.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	18,006.	31.		STMT 16
	12	**Total.** Add lines 1 through 11	1,123,648.	1,099,662.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 17	13,881.	NONE	NONE	13,881.
	c	Other professional fees (attach schedule) STMT 18	148,043.	148,043.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 19	12,830.	9,691.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	1,055.	NONE	NONE	1,055.
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 20	123.	123.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	175,932.	157,857.	NONE	14,936.
	25	Contributions, gifts, grants paid	1,129,539.			1,129,539.
	26	**Total expenses and disbursements** Add lines 24 and 25	1,305,471.	157,857.	NONE	1,144,475.
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	-181,823.			
	b	**Net investment income** (if negative, enter -0-)		941,805.		
	c	**Adjusted net income** (if negative, enter -0-).				

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash - non-interest-bearing		-23,984.	-23,984.
2	Savings and temporary cash investments	2,568,267.	582,923.	582,923.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less. allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule) STMT 21	2,773,155.	2,638,749.	2,689,353.
b	Investments - corporate stock (attach schedule) STMT 23	5,801,586.	14,644,291.	16,611,652.
c	Investments - corporate bonds (attach schedule) STMT 47	954,673.	1,581,755.	1,651,941.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 51	14,471,088.	6,553,988.	6,631,003.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ STMT 61)		360,994.	359,723.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	26,568,769.	26,338,716.	28,502,611.
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 (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27	Capital stock, trust principal, or current funds	26,568,769.	26,338,716.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	26,568,769.	26,338,716.	
31	**Total liabilities and net assets/fund balances** (see instructions)	26,568,769.	26,338,716.	

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	26,568,769.
2	Enter amount from Part I, line 27a	2	-181,823.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 62	3	14,412.
4	Add lines 1, 2, and 3	4	26,401,358.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 63	5	62,642.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	26,338,716.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	19,664,457.		19,246,254.	418,203.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				418,203.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 418,203.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . **3**

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,641,853.	28,385,047.	0.057842
2010	786,804.	27,659,633.	0.028446
2009	1,663,641.	24,864,240.	0.066909
2008	1,629,442.	29,911,835.	0.054475
2007	933,184.	32,793,210.	0.028457

2	**Total** of line 1, column (d)	2	0.236129
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.047226
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	27,747,607.
5	Multiply line 4 by line 3	5	1,310,408.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,418.
7	Add lines 5 and 6	7	1,319,826.
8	Enter qualifying distributions from Part XII, line 4	8	1,144,475.

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	18,836.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	18,836.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	18,836.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a — 13,823.		
b	Exempt foreign organizations - tax withheld at source — 6b — NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c — NONE		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	13,823.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	5,013.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ SC			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		
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 ▶ WELLS FARGO BANK NA Telephone no ▶ (864)255-8231

Located at ▶ 15 S. MAIN STREET 2ND FLOOR, GREENVILLE, SC ZIP+4 ▶ 29601

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			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		
	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.)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*		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)*

5a During the year did the foundation pay or incur any amount to.				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank 1525 W W T Harris Blvd D1114-044, Charlotte, NC 28288	Investment Manag 40	-0-	-0-	-0-
James E. Jolley C/O Wells Fargo Bank PO Box 969, Greenville, SC 2960	Trustee 4			
Jolley Bruce Christman C/O Wells Fargo Bank PO Box 969, Greenville, SC 19103	Trustee 4			
James M. Bruce III C/O Wells Fargo Bank, PO Box 969, Greenville, SC 2960	Trustee 4			

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	26,907,214.
b	Average of monthly cash balances		1b	1,262,945.
c	Fair market value of all other assets (see instructions)		1c	NONE
d	**Total** (add lines 1a, b, and c)		1d	28,170,159.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2	Acquisition indebtedness applicable to line 1 assets		2	NONE
3	Subtract line 2 from line 1d		3	28,170,159.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	422,552.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	27,747,607.
6	**Minimum investment return.** Enter 5% of line 5		6	1,387,380.

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	1,387,380.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	18,836.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	18,836.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,368,544.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,368,544.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,368,544.

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	1,144,475.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,144,475.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,144,475.

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				1,368,544.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			NONE	
b	Total for prior years 20____,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2012:				
a	From 2007 ...... NONE				
b	From 2008 ...... NONE				
c	From 2009 ...... 7,823.				
d	From 2010 ...... NONE				
e	From 2011 ...... 243,969.				
f	**Total** of lines 3a through e	251,792.			
4	Qualifying distributions for 2012 from Part XII, line 4. ▶ $ 1,144,475.				
a	Applied to 2011, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2012 distributable amount				1,144,475.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	224,069.			224,069.
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	27,723.			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	27,723.			
10	Analysis of line 9.				
a	Excess from 2008 ... NONE				
b	Excess from 2009 ... NONE				
c	Excess from 2010 ... NONE				
d	Excess from 2011 ... 27,723.				
e	Excess from 2012 ...				

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a 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).)

MR. JAMES E JOLLEY

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

N/A

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

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

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

SEE STATEMENT 64

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 75				1,129,539.
Total . . . . . . ▶ **3a**				1,129,539.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

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 (See instructions.)
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	687,439.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	418,203.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b EXCISE TAX REFUND			01	17,975.	
c FOREIGN TAX DIV			01	31.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,123,648.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 1,123,648.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee: [signature] Date: 05/13/2013 Title: Trustee

THE JOLLEY FOUNDATION

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DEBRA GORDY	Debra Gordy	05/13/2013		P01030672
Firm's name ▶ WELLS FARGO BANK, N.A.			Firm's EIN ▶ 94-3080771	
Firm's address ▶ 1525 W W.T. HARRIS BLVD. D1114-044 CHARLOTTE, NC 28288			Phone no. 800-691-8916	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABB LTD SPONSORED ADR	875.	875.
AT&T INC	3,263.	3,263.
AT&T INC 5.550% 8/15/41	541.	541.
ABBOTT LABS W/RIGHTS ATTACHED EXP 11/10/	417.	417.
ABERDEEN EMERG MARKETS-INST #5840	19,800.	19,800.
ACTIVISION BLIZZARD INC	158.	158.
ADTRAN INC COM	88.	88.
AGILENT TECHNOLOGIES INC COM	338.	338.
AGNICO EAGLE MINES LTD COM	149.	149.
AIR PRODS & CHEMICALS INC COM W/ RTS TO	1,803.	1,803.
AIRGAS INC COM	322.	322.
ALBEMARLE CORP COM	768.	768.
ALEXANDRIA REAL ESTATE EQUITIES INC COM	366.	347.
ALLEGHENY TECHNOLOGIES INC COM	670.	670.
ALLERGAN INC COM W/RIGHTS ATTACHED EXP 2	86.	86.
ALTRIA GROUP INC	1,101.	1,101.
ALTRIA GROUP INC 10.200% 2/06/39	3,335.	3,335.
AMERICA MOVIL SAB DE 5.000% 10/16/19	750.	750.
AMERICAN ASSETS TRUST INC	272.	183.
AMERICAN CAMPUS CMNTYS INC	262.	173.
AMERICAN ELEC PWR CO INC COM	129.	129.
AMERICAN EAGLE OUTFITTERS INC NEW COM	1,622.	1,622.
AMERICAN EXPRESS CO COM	603.	603.
VR AMERICAN EXPRES 0.63613% 5/15/15	93.	93.
AMERICAN INTL GROUP 6.400% 12/15/20	1,436.	1,436.
AMERICAN INTL GROUP 5.450% 5/18/17	297.	297.
AMERICAN WATER WORKS CO INC/NE	614.	614.
AMERISOURCEBERGEN CORP COM	139.	139.
AMGEN INC 5.150% 11/15/41	1,635.	1,635.
APACHE CORP COM RTS EXP 01/31/2006	178.	178.
APPLE COMPUTER INC COM	477.	477.
APPLIED MATERIALS IN 5.850% 6/15/41	1,411.	1,411.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ARCELORMITTAL 6.125% 6/01/18	446.	446.
ARCELORMITTAL 6.250% 2/25/22	178.	178.
ARKANSAS BEST CORP DEL COM	8.	8.
ASHLAND INC NEW COM	551.	551.
ASTRAZENECA PLC SPONSORED ADR	1,191.	1,191.
AUTOMATIC DATA PROCESSING INC COM	893.	893.
AUTOZONE INC 5.750% 1/15/15	1,378.	1,378.
AVALONBAY CMNTYS INC COM	481.	481.
AVERY DENNISON CORP COM	146.	146.
BCE INC	975.	975.
BABCOCK & WILCOX CO	90.	90.
BAKER HUGHES INC COM	429.	429.
BANC OF AMERICA COMM 5.182% 9/10/47	2,044.	2,044.
BANC AMER COML MTG 5.061% 3/11/41	1,038.	1,038.
BANK AMER CORP COM	60.	60.
BANK OF AMERICA CORP 5.700% 1/24/22	387.	387.
BANK OF AMERICA CORP 5.875% 2/07/42	1,062.	1,062.
BARRICK NA FINANCE 4.400% 5/30/21	105.	105.
BAXTER INTL INC COM W/RIGHTS ATTACHED EX	709.	709.
BEAM INC	55.	55.
BELDEN INC	83.	83.
BELO A H CORP COM SER A	363.	363.
BIOMED RLTY TR INC	559.	414.
BLACKROCK INC	1,110.	1,110.
BOSTON PPTYS INC COM	788.	788.
BOSTON PROPERTIES LP 3.700% 11/15/18	306.	306.
BRIGGS & STRATTON CORP COM W/RTS EXP 08/	71.	71.
BRISTOL-MYERS SQUIBB CO COM	786.	786.
BROADCOM CORP COM	307.	307.
BROOKFIELD PROPERTIES CORP COM	241.	
BROWN & BROWN INC COM	277.	277.
BUNGE LIMITED FINANC 3.200% 6/15/17	400.	400.
CBS CORP CL B COM	70.	70.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
C H ROBINSON WORLDWIDE INC	406.	406.
CIGNA CORP COM	19.	19.
CME GROUP INC	269.	269.
CMS ENERGY CORP COM	653.	653.
CNH EQUIPMENT TRUST 1.290% 9/15/17	1,451.	1,451.
CVS CORP COM	445.	445.
CABOT OIL & GAS CORP CL A	15.	15.
CAMDEN PROPERTY TRUST	255.	255.
CAMECO CORP COM	128.	128.
CAMPUS CREST COMMUNITIES INC	46.	1.
CANADIAN PACIFIC RAILWAY LTD COM	99.	99.
CAPITAL ONE BANK USA 8.800% 7/15/19	1,320.	1,320.
CARBO CERAMICS INC COM	23.	23.
CARDINAL HLTH INC COM	511.	511.
CARNIVAL CORP PAIRED CTF 1 COM	2,048.	2,048.
CARPENTER TECHNOLOGY CORP COM	61.	61.
CELADON GRP INC COM W/RIGHTS ATTACHED EX	31.	31.
CENTURYTEL INC COM	1,460.	1,460.
CERADYNE INC CALIF COM	59.	59.
CHEVRONTEXACO CORP COM	1,400.	1,400.
CHICAGO BRIDGE & IRON NY SHS	138.	138.
CHICOS FAS INC COM	83.	83.
CHUBB CORP COM	180.	180.
CIMAREX ENERGY CO	12.	12.
CINCINNATI FINL CORP COM	64.	64.
CITIGROUP INC 6.125% 8/25/36	644.	644.
CITIGROUP INC 5.375% 8/09/20	272.	272.
CITIGROUP INC 4.500% 1/14/22	320.	320.
CITIGROUP INC 4.450% 1/10/17	333.	333.
CITIGROUP INC 5.875% 1/30/42	2.	2.
CLOROX CO COM	308.	308.
CLOROX COMPANY 3.800% 11/15/21	616.	616.
COACH INC COM W/RTS ATTACHED EXP 5/2/201	234.	234.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
COCA-COLA CO COM	1,159.	1,159.
COGENT COMMUNICATIONS GROUP INC	261.	261.
COMCAST CORP NEW CL A	59.	59.
COMCAST CORP 5.700% 5/15/18	1,058.	1,058.
CONOCOPHILLIPS COM	778.	778.
COOPER COS INC COM NEW	35.	35.
CORESITE REALTY CORP	38.	38.
CORNING INC COM W/RTS EXP 07/15/2006	649.	649.
CORRECTIONS CORP OF AMERICA COM	66.	66.
COSTCO WHOLESALE CORP COM	2,141.	2,141.
CREDIT SUISSE NEW YO 6.000% 2/15/18	150.	150.
CUBESMART	135.	130.
CULLEN FROST BANKERS INC COM W/RIGHTS AT	285.	285.
CUMMINS INC COM	114.	114.
DDR CORP	373.	
DSW INC	768.	768.
DANAHER CORP COM	44.	44.
DARDEN RESTAURANTS INC COM	765.	765.
DEVRY INC DEL COM	138.	138.
DIRECTV HLDG/FIN INC 6.375% 3/01/41	924.	924.
DISNEY (WALT) COMPANY HOLDING COMPANY CO	917.	917.
DISCOVER FINANCIAL SERVICES	246.	246.
DISCOVERY COMMUNICAT 4.375% 6/15/21	225.	225.
DOMINION RES INC VA NEW COM	236.	236.
DOVER CORP COM W/RTS EXP 11/2006	181.	181.
DOW CHEMICAL CO/THE 4.125% 11/15/21	423.	423.
DOW CHEMICAL CO/THE 3.000% 11/15/22	7.	7.
DU PONT E I DE NEMOURS & CO COM	589.	589.
DUKE ENERGY HOLDING CORP. COM	400.	400.
DUKE ENERGY HOLDING CORP. COM	448.	448.
DUN & BRADSTREET CORP COM	103.	103.
DUPONT FABROS TECHNOLOGY INC	295.	295.
ERP OPERATING LP 4.625% 12/15/21	91.	91.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EASTMAN CHEMICAL CO COM	150.	150.
EASTMAN CHEMICAL CO 3.600% 8/15/22	12.	12.
EATON VANCE FLOATING RATE FD-I #924	2,123.	2,123.
EATON CORP COM W/RTS EXP 07/12/2005	1,330.	1,330.
ECOLAB INC COM	97.	97.
EDISON INTL COM	338.	338.
EL PASO CORP COM	15.	15.
ELDORADO GOLD CORP NEW COM	68.	68.
ELECTRO SCIENTIFIC INDS INC COM W/RIGHTS	2,619.	2,619.
ENERGEN CORP COM W/RTS	414.	414.
ENSCO INTERNATIONAL PLC ADR	173.	173.
ENTERPRISE PRODUCTS 6.500% 1/31/19	785.	785.
ENTERPRISE PRODUCTS 4.450% 2/15/43	111.	111.
ENTERTAINMENT PPTYS TR COM SH BEN INT	928.	575.
EQUIFAX INC COM	204.	204.
EQUITY LIFESTYLE PPTYS INC	320.	261.
EQUITY RESIDENTIAL PPTYS TR SH BEN INT	1,233.	1,233.
ESSEX PPTY TR INC COM W/RTS ATTACHED 11/	134.	113.
EXELON GENERATION CO 6.200% 10/01/17	1,454.	1,454.
EXELON CORP COM	384.	384.
EXELIS INC	53.	53.
EXPEDIA INC	447.	447.
EXPEDITORS INTL WASH INC COM	268.	268.
EXTRA SPACE STORAGE INC	382.	382.
EXXON MOBIL CORP COM	1,328.	1,328.
FEI CO COM	82.	82.
FED HOME LN BK 2.750% 6/08/18	275.	275.
FED FARM CREDIT BK 0.600% 4/16/15	133.	133.
FED HOME LN BK 5.000% 11/17/17	5,305.	5,305.
FED NATL MTG ASSN 5.000% 5/11/17	500.	500.
FEDERAL RLTY INVT TR SH BEN INT NEW W/RI	554.	554.
FED HOME LN MTG CORP 5.500% 3/15/40	4,306.	4,306.
FNMA POOL #AH1684 4.000% 9/01/41	1,499.	1,499.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FNMA POOL #AI4147 5.000% 6/01/41	2,601.	2,601.
FNMA POOL #AI6064 4.500% 7/01/41	4,319.	4,319.
FNMA POOL #AI6349 4.500% 7/01/41	6,206.	6,206.
FNMA POOL #AI6861 5.000% 7/01/41	2,070.	2,070.
FNMA POOL #AI8479 5.000% 8/01/41	7,846.	7,846.
FNMA POOL #AI8469 4.500% 7/01/41	2,285.	2,285.
FNMA POOL #AJ2293 4.000% 9/01/41	3,223.	3,223.
FNMA POOL #AJ3615 4.000% 11/01/41	7,856.	7,856.
FNMA POOL #AJ9327 3.500% 1/01/42	3,375.	3,375.
FNMA POOL #AP3086 3.000% 9/01/42	515.	515.
FNMA POOL #AP5146 3.000% 8/01/42	206.	206.
FNMA POOL #AP8246 3.500% 9/01/42	565.	565.
VR FED NATL MTG AS 6.495% 3/25/36	6,961.	6,961.
FNMA POOL #AD6946 5.500% 6/01/40	4,194.	4,194.
FNMA POOL #AD6992 5.500% 7/01/40	2,458.	2,458.
FIFTH THIRD BANCORP COM	658.	658.
FIFTH THIRD BK CINCI 4.750% 2/01/15	536.	536.
FIRST AMERICAN FINANCIAL	72.	72.
FIRST POTOMAC RLTY TR	563.	
FLUOR CORP NEW COM	36.	36.
FLOWERS FOODS INC-WI COM W/RTS ATTACHED	73.	73.
FOOT LOCKER INC COM	369.	369.
GNC HOLDINGS INC	284.	284.
GS MORTGAGE SECURITI 2.318% 5/10/45	392.	392.
GAP INC COM	40.	40.
GENERAL DYNAMICS CORP COM	1,261.	1,261.
GENERAL ELEC CO COM	1,212.	1,212.
GENERAL ELEC CAP COR 5.300% 2/11/21	530.	530.
GENERAL MILLS INC COM W/RTS EXP 02/01/20	638.	638.
GENTEX CORP COM	269.	269.
GENUINE PARTS CO COM W/RIGHTS ATTACHED E	1,075.	1,075.
GEORGIA GULF CORP	14.	14.
GLAXO SMITHKLINE SPONSORED PLC ADR	1,138.	1,138.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GLOBAL PMTS INC COM W/RIGHTS ATTACHED EX	17.	17.
GOLDMAN SACHS GRP INC COM	735.	735.
GOLDMAN SACHS GROUP 6.750% 10/01/37	148.	148.
GOLDMAN SACHS GROUP 5.250% 7/27/21	52.	52.
GOLDMAN SACHS GROUP 5.750% 1/24/22	85.	85.
VR GOVT NATL MTG AS 5.400% 7/16/42	3,009.	3,009.
VR GOVT NATL MTG 4.427% 12/16/52	23,758.	23,758.
VR GOVT NATL MTG 1.252% 9/16/46	4,671.	4,671.
W W GRAINGER INC COM W/RIGHTS ATTACHED E	520.	520.
GREIF INC-CL A	1,386.	1,386.
GRUPO TELEVISA S.A. 6.000% 5/15/18	600.	600.
HCP INC	1,796.	1,346.
HSBC HOLDINGS PLC 6.800% 6/01/38	144.	144.
HARBOR FD INTL FD	34,961.	34,961.
HARLEY DAVIDSON INC COM W/RIGHTS ATTACHE	60.	60.
OAKMARK INTERNATIONAL FD CL I	36,214.	36,214.
HEALTH CARE PROPERTI 6.000% 1/30/17	3,515.	3,515.
HEALTH CARE REIT INC COM	724.	383.
HEALTH CARE REIT INC 5.875% 5/15/15	1,542.	1,542.
HEALTH CARE REIT INC 4.125% 4/01/19	510.	510.
HEINZ H J CO COM	957.	957.
HELMERICH & PAYNE INC COM W/RTS EXP 01/3	53.	53.
HERSHEY FOODS CORP COM W/RTS ATTACHED EX	420.	420.
HONEYWELL INTL INC COM	558.	558.
HOST MARRIOTT CORP NEW COM	452.	452.
HUMANA INC COM RTS EXP 02/14/2006	148.	148.
HUNT J B TRANS SVCS INC COM	84.	84.
IAC/INTERACTIVECORP	363.	363.
IBERIABANK CORP COM	469.	469.
ITT CORP	23.	23.
ILLINOIS TOOL WORKS INC COM	497.	497.
INSPERITY INC	1,353.	1,353.
INTEL CORP COM	554.	554.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTERCONTINENTAL HOTELS ADR	129.	129.
INTL BUSINESS MACHINES CORP COM	100.	100.
INTERNATIONAL PAPER CO COM	723.	723.
INTL PAPER CO 4.750% 2/15/22	401.	401.
INTUIT COM W/RTS EXP 5/1/2008	75.	75.
IXYS CORPORATION	35.	35.
JP MORGAN ALERIAN MLP INDEX EXCHANGE TRA	66,426.	66,426.
JPMORGAN CHASE & CO 3.150% 7/05/16	775.	775.
JOHNSON & JOHNSON COM	1,822.	1,822.
JOHNSON CTLS INC COM W/RTS ATTACHED EXP	81.	81.
JP MORGAN CHASE BANK 6.000% 10/01/17	455.	455.
KANSAS CITY SOUTHN INDS INC COM	192.	192.
KENNAMETAL INC COM W/RIGHTS ATTACHED EXP	256.	256.
KEYCORP NEW COM	182.	182.
KEY BANK NA 5.450% 3/03/16	1,363.	1,363.
K.FORCE, INC.	1,320.	1,320.
KILROY RLTY CORP COM W/RTS ATTACHED EXP	681.	281.
KIMBERLY-CLARK CORP COM	748.	748.
KINDER MORGAN ENER 3.950% 9/01/22	458.	458.
KITE REALTY GROUP TRUST	217.	
KNIGHT TRANSN INC COM	214.	214.
KOHLS CORP COM	379.	379.
KOHL'S CORPORATION 4.000% 11/01/21	153.	153.
KOMATSU LTD SPONSORED ADR NEW	538.	538.
LENNAR CORP COM	92.	92.
LIBERTY PPTY TR SH BEN INT	710.	567.
LILLY ELI & CO COM W/RTS EXP 7/28/2008	2,723.	2,723.
LIMITED INC COM	1,485.	1,485.
LINCOLN NATIONAL COR 6.250% 2/15/20	491.	491.
LINEAR TECHNOLOGY CORP COM	1,336.	1,336.
LLOYDS TSB BANK PLC 4.200% 3/28/17	194.	194.
LOCKHEED MARTIN CORP COM	1,473.	1,473.
LORILLARD INC	322.	322.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LOWES COS INC COM W/RIGHTS ATTACHED EXPI	230.	230.
MB FINANCIAL BANK	92.	92.
MDC HOLDINGS INC DEL	390.	390.
MSC INDL DIRECT INC CL A	436.	436.
MACERICH CO COM W/RIGHTS ATTACHED EXPIRI	370.	370.
MACY'S INC	1,026.	1,026.
MARATHON OIL CORP COM	187.	187.
MARSH & MCLENNAN COS INC COM	411.	411.
MATERION CORP	103.	103.
MATTEL INC 5.450% 11/01/41	1,066.	1,066.
MAXIM INTEGRATED PRODS INC COM	458.	458.
MCDONALDS CORP COM	725.	725.
MCGRAW HILL COS INC	1,135.	1,135.
MEAD JOHNSON NUTRITION CO	273.	273.
MEADWESTVACO CORP COM W/RTS EXP 1/29/200	303.	303.
MERCADOLIBRE INC	62.	62.
MERCK & CO INC NEW	2,072.	2,072.
MERRILL LYNCH & CO 6.050% 5/16/16	260.	260.
METLIFE INC COM	729.	729.
MICROSOFT CORP COM	2,100.	2,100.
MICROCHIP TECHNOLOGY INC COM W/RTS ATTAC	102.	
MINERALS TECHNOLOGIES INC COM W/RIGHTS A	73.	73.
MONSANTO CO NEW COM	1,256.	1,256.
MORGAN STANLEY CAP 5.010% 4/15/38	429.	429.
MORGAN STANLEY DEAN 4.740% 11/13/36	839.	839.
MORGAN STANLEY 5.500% 7/28/21	488.	488.
MORGAN STANLEY 3.800% 4/29/16	280.	280.
MOTOROLA SOLUTIONS, INC.	525.	525.
NIC INC	350.	264.
NYSE EURONEXT INC	324.	29.
NATIONAL GRID PLC ADR	1,224.	1,224.
NATIONAL OILWELL INC COM	166.	166.
NATIONAL RETAIL PPTYS INC	310.	252.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NEW JERSEY ST TPK AU 7.102% 1/01/41	1,420.	1,420.
NEWELL RUBBERMAID INC COM	536.	536.
NEWS AMERICA INC 6.650% 11/15/37	1,659.	1,659.
NIKO RES LTD	15.	15.
NIKE INC CL B COM	939.	939.
NISOURCE INC COM	655.	655.
NORANDA INC 5.500% 6/15/17	1,375.	1,375.
NORDSTROM INC COM	375.	375.
NORTH TEX TWY AUTH 6.718% 1/01/49	1,116.	1,116.
NORTHEAST UTILS COM W/RTS ATTACHED EXP 2	446.	446.
NORTHERN TR CORP COM	487.	487.
OMNICOM GRP INC COM	1,044.	1,044.
OMEGA HLTHCARE INVS INC COM	1,052.	550.
ONEOK PARTNERS LP 3.375% 10/01/22	56.	56.
ORACLE CORP COM	86.	86.
OXFORD INDS INC COM	183.	183.
P F CHANGS CHINA BISTRO INC COM	74.	74.
PNC FINL SVCS GROUP INC COM W/RIGHTS ATT	188.	188.
PNC BANK NA 6.875% 4/01/18	569.	569.
PPG INDS INC COM W/RTS ATTACHED EXP 04/3	240.	240.
PPL CORP COM	1,465.	1,465.
PVH CORP	2.	2.
PALL CORP COM	29.	29.
PAYCHEX INC COM	2,184.	2,184.
PEBBLEBROOK HOTEL TRUST	143.	136.
PEGASYSTEMS INC	35.	35.
PEPSICO INC COM	1,964.	1,964.
PERRIGO CO COM W/RTS EXP 04/10/2006	81.	81.
PETROBRAS INTL FIN 5.375% 1/27/21	-148.	-148.
PETROBRAS INTL FIN 6.750% 1/27/41	491.	491.
PETROBRAS INTL FIN 3.875% 1/27/16	562.	562.
PHILIP MORRIS INTERNATIONAL IN	668.	668.
PIEDMONT OFFICE REALTY TRU-A	206.	180.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PIMCO FOREIGN BOND (UNHEDGED) #1853	7,053.	7,053.
PIMCO COMMODITY REAL RET STRAT-I#45	1,391.	1,391.
PIMCO EMERGING MKTS CURR-IN #1872	22,475.	22,475.
PIONEER NAT RES CO COM W/RIGHTS ATTACHED	9.	9.
POLARIS INDS INC COM W/RIGHTS ATTACHED E	369.	369.
POLYONE CORP-COM	44.	44.
POWER INTEGRATIONS INC COM W/RIGHTS ATTA	38.	38.
PRECISION CASTPARTS CORP COM W/RIGHTS AT	12.	12.
T ROWE PRICE GRP INC COM	1,986.	1,986.
PRINCIPAL FINANCIAL GROUP COM	149.	149.
PROCTER & GAMBLE CO COM	1,549.	1,549.
PROLOGIS INC	589.	589.
PRUDENTIAL FINANCIAL 7.375% 6/15/19	1,475.	1,475.
PUBLIC STORAGE INC COM	1,291.	1,291.
QUALCOMM INC COM W/RTS ATTACHED	767.	767.
RLJ LODGING TRUST	278.	278.
RAMCO-GERSHENSON PPTYS TR COM	254.	131.
RANGE RES CORP COM	31.	31.
RAYMOND JAMES FINL INC COM	155.	155.
REGENCY CENTERS CORP REIT	641.	460.
REINSURANCE GRP OF 6.450% 11/15/19	1,613.	1,613.
RENASANT CORP	432.	432.
REPUBLIC SVCS INC COM	334.	334.
RESMED INC COM	101.	101.
RETAIL OPPORTUNITY INVESTMENTS CORP	309.	182.
RETAIL PROPERTIES OF AME-A	172.	4.
REYNOLDS AMERICAN INC	888.	888.
RIDGEWORTH SEIX HY BD-I #5855	47,266.	47,266.
ROBBINS & MYERS INC	22.	22.
ROCK-TENN CO CL A	59.	59.
ROCKWELL INTL CORP NEW COM	30.	30.
ROPER INDS INC NEW COM W/RTS ATTACHED EX	24.	24.
ROYAL BK OF SCOTLAND 6.125% 1/11/21	397.	397.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ROYAL DUTCH SHELL PLC ADR	1,060.	1,060.
SPX CORP COM RTS EXP 06/25/2006	38.	38.
ST JUDE MED INC COM W/RTS ATTACHED EXP 0	560.	560.
SCANA CORP W-I COM	406.	406.
SCHLUMBERGER LTD COM	1,142.	1,142.
SELECT INCOME	159.	159.
SEMPRA ENERGY 9.800% 2/15/19	2,450.	2,450.
SHIRE PHARMACEUTICALS GR SPONSORED ADR	70.	70.
SIMON PPTY GRP INC NEW COM	2,573.	2,573.
SIMON PROPERTY GROU 10.350% 4/01/19	1,553.	1,553.
SIX FLAGS ENTERTAINMENT CORP	797.	797.
SMUCKER J M CO COM	313.	313.
SOUTHERN CO COM	946.	946.
STANLEY BLACK & DECKER,INC.	726.	726.
STARBUCKS CORP COM	130.	130.
STARWOOD HOTELS & RESORTS WORLDWIDE	594.	594.
STATE STR CORP COM	393.	393.
STRAYER ED INC COM	170.	170.
STRYKER CORP COM	761.	761.
SUNCOR ENERGY INC NEW F	410.	410.
SUNTRUST BANK 7.250% 3/15/18	1,975.	1,975.
SUNTRUST BKS INC COM	201.	201.
SUSQUEHANNA BANCSHARES INC PA COM	380.	380.
SYNTEL INC	523.	63.
TARGET CORP COM	977.	977.
TELEFONICA S A SPONSORED ADR	676.	676.
TEMPLETON GLOBAL BOND FD-ADV #616	59,085.	59,085.
TENNANT CO COM W/RTS ATTACHED	215.	215.
TEVA PHARMACEUTICAL INDS LTD ADR	1,213.	1,213.
TEXAS INSTRS INC COM	966.	966.
3M CO COM	1,086.	1,086.
TIME WARNER INC 4.750% 3/29/21	958.	958.
TIME WARNER CABLE IN 4.125% 2/15/21	1,484.	1,484.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TIME WARNER CABLE IN 4.500% 9/15/42	116.	116.
TOTAL FINA ELF S A SPONSORED ADR	980.	980.
TOTAL SYS SVCS INC COM	48.	48.
TRACTOR SUPPLY CO COM	90.	90.
TYSON FOODS INC 4.500% 6/15/22	563.	563.
UBS AG STAMFORD CT 5.875% 7/15/16	473.	473.
ULTA SALON COSMETICS & FRAGRAN	317.	317.
UMPQUA HLDGS CORP COM	566.	566.
UNILEVER PLC SPONSORED ADR NEW	363.	363.
UNION PAC CORP COM	1,550.	1,550.
UNITED PARCEL SERVICE CL B COM	2,132.	2,132.
U S TREASURY SEC STRIPPED 2/15/31	877.	877.
UNITED STATES TREAS BD DTD 11/16/98 5.25	2,574.	2,574.
US TREASURY BOND 4.500% 2/15/36	159.	159.
US TREASURY BOND 3.000% 11/15/41	409.	409.
US TREASURY BOND 3.125% 2/15/42	60.	60.
US TREASURY BOND 3.000% 5/15/42	552.	552.
US TREASURY BOND 2.750% 8/15/42	31.	31.
US TREASURY NOTE 1.000% 4/30/12	984.	984.
US TREAS INFL INDEX 1.250% 7/15/20	1,878.	1,878.
US TREASURY NOTE 0.500% 11/30/12	1,834.	1,834.
US TREAS INFL INDEX 0.125% 4/15/16	685.	685.
US TREASURY NOTE 0.625% 2/28/13	-964.	-964.
US TREASURY NOTE 0.375% 11/15/14	359.	359.
US TREASURY NOTE 2.000% 11/15/21	126.	126.
US TREASURY NOTE 0.250% 11/30/13	33.	33.
US TREASURY NOTE 0.875% 11/30/16	330.	330.
US TREASURY NOTE 0.125% 12/31/13	83.	83.
US TREASURY NOTE 0.875% 1/31/17	24.	24.
US TREASURY NOTE 0.250% 2/15/15	205.	205.
US TREASURY NOTE 2.000% 2/15/22	233.	233.
US TREASURY NOTE 0.250% 3/31/14	103.	103.
US TREASURY NOTE 1.000% 3/31/17	28.	28.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US TREASURY NOTE 0.375% 4/15/15	623.	623.
US TREASURY NOTE 1.750% 5/15/22	397.	397.
US TREASURY NOTE 0.250% 5/31/14	134.	134.
US TREASURY NOTE 0.625% 5/31/17	41.	41.
US TREASURY NOTE 0.625% 6/30/17	206.	206.
US TREASURY NOTE 0.125% 7/31/14	24.	24.
US TREASURY NOTE 1.625% 8/15/22	236.	236.
US TREASURY NOTE 0.625% 8/31/17	178.	178.
US TREASURY NOTE 0.250% 9/30/14	77.	77.
US TREASURY NOTE 0.750% 10/31/17	-33.	-33.
US TREASURY NOTE 1.625% 11/15/22	35.	35.
UNITED TECHNOLOGIES CORP COM	1,147.	1,147.
UNITED TECHNOLOGIES 4.500% 6/01/42	77.	77.
UNITEDHEALTH GRP INC COM	53.	53.
VALE OVERSEAS LIMITE 6.875% 11/10/39	977.	977.
VANGUARD INFLAT-PROT SECS-ADM #5119	28,636.	28,636.
VENTAS INC-COM	1,366.	1,366.
VERIZON COMMUNICATIONS COM	1,064.	1,064.
VIACOM INC 6.125% 10/05/17	1,036.	1,036.
VIACOM INC 3.875% 12/15/21	75.	75.
VODAFONE GROUP PLC SPONSORED ADR	1,371.	1,371.
VORNADO RLTY TR COM	852.	852.
VULCAN MATERIALS CO COM W/RIGHTS ATTACHE	5.	5.
WELLS FARGO ADV S/T H/Y-ADM #3769	12,119.	12,119.
WESTERN UNION CO/THE	155.	155.
WESTERN UN CO 5.930% 10/01/16	910.	910.
WESTERN UN CO 6.200% 11/17/36	538.	538.
WHIRLPOOL CORP COM W/RTS ATTACHED EXP 05	126.	126.
WHOLE FOODS MKT INC COM	462.	462.
WILLIAMS COS INC COM W/RTS ATTACHED	271.	271.
WINDSTREAM CORP	429.	429.
WOLVERINE WORLD WIDE INC. COM	206.	206.
WORLD FINANCIAL NETW 3.960% 4/15/19	1,584.	1,584.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WYNDHAM WORLDWIDE 4.250% 3/01/22	142.	142.
XCEL ENERGY INC COM	567.	567.
XEROX CORP COM W/RTS ATTACHED EXP 4/16/2	582.	582.
XEROX CORPORATION 6.350% 5/15/18	1,270.	1,270.
XYLEM INC/NY	208.	208.
YAMANA GOLD INC	55.	55.
ACCENTURE PLC	1,188.	1,188.
COOPER INDUSTRIES PLC NEW IRELAND	407.	407.
ENSCO PLC-CL A	518.	518.
INGERSOLL-RAND PLC	323.	
PARTNERRE LTD COM	1,265.	1,265.
UTI WORLDWIDE INC COM	26.	26.
WILLIS GROUP HOLDINGS PLC	423.	423.
XL GROUP PLC	66.	66.
ACE LIMITED	1,194.	1,194.
NOBLE CORPORATION	49.	49.
PENTAIR, LTD.	194.	194.
TE CONNECTIVITY LTD	74.	74.
TYCO INTERNATIONAL LTD NEW	930.	930.
CORE LABS NV	78.	78.
AVAGO TECHNOLOGIES LTD	136.	136.
TOTAL	687,439.	681,428.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
REFUND FOREIGN TAX-DIV	31.	31.
US FEDERAL TAX REFUND	17,975.	
TOTALS	18,006.	31.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FDN. ADMIN/TAX PREP FEE	13,881.			13,881.
TOTALS	13,881.	NONE	NONE	13,881.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGR FEES	49,971.	49,971.
WELLS FARGO BANK FEES	98,072.	98,072.
TOTALS	148,043.	148,043.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	1,400.	1,400.
FEDERAL ESTIMATES - PRINCIPAL	3,139.	
FOREIGN TAXES ON QUALIFIED FOR	4,492.	4,492.
FOREIGN TAXES ON NONQUALIFIED	3,799.	3,799.
TOTALS	12,830.	9,691.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISC ADR FEE	123.	123.
TOTALS	123.	123.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
3133XQU34 FED HOME LN BK		
3133XMQ87 FED HOME LN BK	140,089.	143,862.
3129345H1 FED HOME LN MTG CORP		
312943B93 FED HOME LN MTG CORP		
3128PQ4X6 FED HOME LN MTG CORP		
31398AXJ6 FED NATL MTG ASSN		
31359MSL8 FED NATL MTG ASSN		
31416M4K7 FED NATL MTG ASSN PO		
31416WEZ1 FED NATL MTG ASSN PO		
31418QUC5 FED NATL MTG ASSN PO		
31418UWG5 FED NATL MTG ASSN PO		
31418UXW9 FED NATL MTG ASSN PO		
31419GSA3 FED NATL MTG ASSN PO		
31412QSJ9 FED NATL MTG ASSN PO		
31412UPU8 FED NATL MTG ASSN PO		
31412UZX1 FED NATL MTG ASSN PO		
912803CK7 US TREASURY SEC STRI		
912810QL5 US Y+TREASURY BOND		
912828NM8 US TREASURY INFLATIO		
912828NB2 US TREASURY NOTE		
912828PU8 US TREASURY NOTE		
912828PV6 US TREASURY NOTE		
912828PJ3 US TREASURY NOTE		
4521518U0 ILLINOIS ST		
313373UU4 FED HOME LN BK	10,498.	10,914.
31359M7X5 FED NATL MTG ASSN	11,573.	11,833.
3138A22S7 FNMA POOL #AH1684	35,766.	37,768.
3138AHTD8 FED NATL MTG ASSN		
31388AKW21 FED NATL MTG ASSN P		

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
3138ALB3 FED NATL MTG ASSN		
3138ALTT4 FED NATL MTG ASSN		
3138ANMT7 FED NATL MTG		
3138ANM59 FNMA POOL #AI8479	163,983.	171,827.
3138ATRP7 FNMA POOL #AJ2293	79,098.	83,661.
3138AVAR6 FNMA POOL #AJ3615	207,982.	217,608.
912828QD5 TREASURY INFLATION I		
912810FF0 US TREASURY BOND	77,825.	75,986.
912810QT8 US TREASURY BOND		
912828RQ5 US TREASURY NOTES		
912828RR3 US TREASURY NOTE		
912828RU6 US TREASURY NOTE		
912828RS1 US TREASURY NOTE		
66285WFB7 NORTH TES TWY AUTH	23,662.	26,671.
646139X83 NEW JERSEY ST TPK	20,567.	28,361.
31283DAS3 FHLMC POOL #S50017	31,797.	31,797.
3133EALP1 FED FARM CREDIT BK	44,960.	45,073.
3138ALBT3 FNMA POOL #AI6349	144,701.	151,318.
3138E2LH6 FNMA POOL #AJ9327	123,456.	128,913.
3138M6NC7 FNMA POOL #AP3086	81,355.	82,724.
3138MCEU4 FNMA POOL #AP8246	94,979.	95,950.
912810FT0 US TREASURY BOND	60,345.	59,224.
912828QK9 US TREASURY NOTE	635,887.	635,546.
912828SP6 US TREASURY NOTE	179,663.	180,324.
912828TW0 US TREASURY NOTE	195,421.	195,640.
912828TY6 US TREASURY NOTE	60,176.	59,344.
912828TZ3 US TREASURY NOTE	214,966.	215,009.
TOTALS	2,638,749.	2,689,353.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
55616P104 MACY'S INC	19,182.	43,702.
654106103 NIKE INC CL B	26,515.	46,027.
92927K102 WABCO HOLDINGS INC	34,713.	53,456.
254687106 WALT DISNEY CO	11,972.	31,617.
963320106 WHIRLPOOL CORP	21,871.	25,539.
126650100 CVS/CAREMARK CORPORA	28,864.	36,843.
057224107 BAKER HUGHES INC COM	22,088.	13,888.
13342B105 CAMERON INTL CORP	116,969.	150,466.
060505104 BANK OF AMERICA CORP	30,996.	17,531.
38141G104 GOLDMAN SACHS GROUP	81,222.	52,937.
949746101 WELLS FARGO		
071813109 BAXTER INTL INC	53,560.	61,661.
74834L100 QUEST DIAGNOSTICS		
278058102 EATON CORP		
469814107 JACOBS ENGR GROUP IN	30,625.	30,438.
539830109 LOCKHEED MARTIN CORP	26,358.	32,763.
907818108 UNION PACIFIC CORP	45,093.	73,672.
88579Y101 3M CO	32,276.	42,711.
428236103 HEWLETT PACKARD		
01741R102 ALLEGHENY TECHNOLOGI	35,634.	28,994.
61166W101 MONSANTO CO NEW	60,559.	83,765.
85590A401 STARWOOD HOTELS & RE	22,840.	28,967.
70509V100 PEBBLEBROOK HOTEL		
02913V103 AMERICAN PUBLIC EDUC		
09180C106 BJS RESTAURANTS INC	5,845.	7,567.
251893103 DEVRY INC DEL COM	8,296.	9,373.
23334L102 DSW INC	4,865.	18,722.
36467W109 GAMESTOP CORP		
371901109 GENTEX CORP	10,748.	10,933.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
37947B103 GLOBAL TRAFFIC NETWO		
53217R207 LIFE TIME FITNESS IN	13,060.	20,668.
781182100 RUBY TUESDAY INC		
892356106 TRACTOR SUPPLY CO CO	2,760.	11,045.
90384S303 ULTA SALON COSMETICS	21,582.	40,581.
989817101 ZUMIEZ INC	6,727.	5,823.
10567B109 BRAVO BRIO RESTAURAN	4,846.	3,760.
28660G106 ELIZABETH ARDEN INC	7,966.	13,503.
911163103 UNITED NAT FOODS INC	9,046.	19,560.
050095108 ATWOOD OCEANICS INC	5,164.	9,158.
109178103 BRIGHAM EXPLORATION		
29977A105 EVERCORE PARTNERS		
29481V108 ERESEARCHTECHNOLOGY		
55027E102 LUMINEX CORP	10,228.	9,239.
572901106 MARTEK BIOSCIENCES		
584045108 MEDASSETS INC		
589584101 MERIDIAN BIOSCIENCE		
761152107 RESMED INC	4,488.	9,769.
83568G104 SONOSITE INC		
928645100 VOLCANO CORP	5,104.	5,903.
049164205 ATLAS AIR WORLDWIDE	7,210.	7,091.
150838100 CELADON GROUP INC	5,945.	7,047.
22025Y407 CORRECTIONS CORP		
29275Y102 ENERSYS	2,869.	8,467.
421906108 HEALTHCARE SVCS		
45773Y105 INNERWORKINGS		
489170100 KENNAMETAL INC	9,100.	11,600.
499064103 KNIGHT TRANSN INC CO	6,094.	4,316.
596278101 MIDDLEBY CORP	13,564.	20,514.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
60740F105 MOBILE MINI INC	26,265.	28,772.
553530106 MSC INDL DIRECT INC	22,312.	30,906.
73179V103 POLYPORE INTERNATION	12,805.	19,763.
784153108 SFN GROUP INC		
880345103 TENNANT CO	13,257.	16,042.
929566107 WABASH NATL CORP		
127387108 CADENCE DESIGN SYST		
206708109 CONCUR TECHNOLOGIES		
242309102 DEALERTRACK TECHNOLO	11,475.	18,812.
25388B104 DIGITAL RIVER INC		
25453101 DIODES INC		
45071R109 IXIA COM		
595137100 MICROSEMI CORP		
64115T104 NETSCOUT SYSTEM		
62914B100 NIC INC	6,839.	12,337.
705573103 PEGASYSTEMS INC	5,887.	5,216.
73172K104 POLYCOM INC		
739276103 POWER INTERGRATIONS	7,226.	6,554.
75025N102 RADIANT SYSTEMS INC		
775133101 ROGERS CORP COM	14,664.	18,871.
779376102 ROVI CORPORATION	7,531.	5,292.
803062108 SAPIENT CORP COM	9,564.	10,877.
86800U104 SUPER MICRO COMPUT		
87162H103 SYNTEL INC	7,609.	10,994.
880770102 TERADYNE INC	3,912.	9,121.
90385D107 ULTIMATE SOFTWARE GR	3,571.	12,273.
466367109 JACK IN THE BOX, INC		
405217100 HAIN CELESTIAL		
06846N104 BARRETT BILL CORP		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
88162F105 TETRA TECHNOLOGIES I	22,694.	18,064.
909218109 UNIT CORP	15,331.	19,597.
37637Q105 GLACIER BANCORP		
450828108 IBERIABANK CORP	18,870.	16,946.
55264U108 MB FINANCIAL BANK	12,436.	14,023.
904214103 UMPQUA HOLDINGS CORP	16,960.	16,270.
009128307 AIR METHODS CORP		
01642T108 ALKERMES INC		
01988P108 ALLSCRIPTS HEALTHCAR		
292756202 ENERGYSOLUTIONS		
29481V108 ERESEARCHTECHNOLOGY		
457733103 INSPIRE PHARMACEUTIC		
464330109 ISIS PHARMACEUTICALS		
62855J104 MYRIAD GENETICS		
885175307 THORATEC LABORATOTIE		
98235T107 WRIGHT MEDICAL GROUP		
007094105 ADMINISTAFF INC		
040790107 ARKANSAS BEST CORP		
156710105 CERADYNE INC		
184496107 CLEAN HARBORS INC		
029683109 AMERICAN SOFTWARE CL		
285229100 ELECTRO SCIENTIFIC I	17,765.	11,343.
303250104 FAIR ISSAC		
683718308 OPENWAVE SYS		
699173209 PARAMETRIC TECHNOLOG	21,990.	32,414.
82705T102 SILICON IMAGE INC		
87929J103 TELECOMMUNICATION		
879939106 TELETECH HOLDINGS		
88632Q103 TIBCO SOFTWARE INC		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
904034105 ULTRATECH INC COM	6,505.	22,007.
922307Y104 VASCO DATA SEC INTL		
117421107 BRUSH ENGINEERED MA		
440694305 HORSEHEAD HOLDING CO	18,303.	18,684.
603158106 MINERALS TECHNOLOGIE	12,782.	23,154.
002896207 ABERCROMBIE & FITCH		
099724106 BORG WARNER INC		
169656105 CHIPLOTLE MEXICAN GR		
189754104 COACH INC	26,206.	25,313.
253393102 DICKS SPORTING GOODS		
344849104 FOOT LOCKER INC	8,269.	10,632.
349882100 FOSSIL INC COM		
550021109 LULULEMON ATHLETICA		
69840W108 PANERA BREAD COMPANY		
716768106 PETSMART INC COM		
718592108 PHILLIPS VAN HEUSEN		
731068102 POLARIS INDS INC		
85590A401 STARWOOD HOTELS & RE		
880349105 TENNECO INC		
904311107 UNDER ARMOUR INC	4,646.	13,734.
92769L101 VIRGIN MEDIA		
518439104 ESTEE LAUDER COMPAN		
966837106 WHOLE FOODS MKT INC	2,669.	8,022.
109178103 BRIGHAM EXPLORATION		
20453E109 COMPLETE PRODTN		
655044105 NOBLE ENERGY INC		
74144T108 T ROWE PRICE GROUP I	48,194.	52,745.
015351109 ALEXION PHARMACEUTIC	3,300.	11,061.
29264F205 ENDO PHARMACEUT HLDS		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
452327109 ILLUMINA INC		
62855J104 MYRIAD GENETICS		
795435106 SALIX PHARMACEUTICAL		
00508X203 ACTUANT CORP		
031100100 AMETEK INC COM		
073302101 BE AEROSPACE INC		
12541W209 C H ROBINSON WORLDWI	18,762.	15,362.
231021106 CUMMINS INC.	10,034.	12,460.
776696106 ROPER INDS INC NEW		
858912108 STERICYCLE INC		
611742107 MONSTER WORLDWIDE		
864596101 SUCCESSFACTORS		
00846U101 AGILENT TECHNOLOGIES	37,315.	46,058.
171779309 CIENA CORP		
192446102 COGNIZANT TECH SOLUT	30,673.	30,735.
315616102 F5 NETWORKS INC		
366651107 GARTNER INC		
461202103 INTUIT COM	18,401.	18,556.
592688105 METTLER-TOLEDO		
756577102 RED HAT INC		
79466302 SALESFORCE COM		
012653101 ALBEMARLE CORP COM	38,647.	51,870.
125269100 CF INDS HOLDGS		
277432100 EASTMAN CHEM CO COM		
422704106 HECLA MNG CO		
86074Q102 STILLWATER MNG CO		
591708102 METROPCS COMMUNICATI		
26483E100 DUN & BRADSTREET COR	8,074.	9,438.
401617105 GUESS INC		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
608190104 MOHAWK INDS INC COM	20,022.	21,080.
651229106 NEWELL RUBBERMAID IN	35,756.	43,337.
854502101 STANLEY BLACK & DECK	13,991.	23,670.
92553P201 VIACOM INC		
963320106 WHIRLPOOL CORP		
19122T109 COCA-COLA		
205887102 CONAGRA FOODS		
501044101 KROGER CO		
582839106 MEAD JOHNSON NUTITIO		
60871R209 MOLSON COORS BREWING		
057224107 BAKER HUGHES INC		
13342B105 CAMERON INTL CORP		
247916208 DENBURY RESOURCES		
03076C106 AMERIPRISE FINL		
12497T101 CB RICHARD ELLIS GRO		
200340107 COMERICA INC		
316773100 FIFTH THIRD BANCORP	11,522.	16,112.
629491101 NYSE EURFONEXT		
74251V102 PRINCIPAL FINANCIAL		
867914103 SUNTRUST BANKS INC	24,564.	35,919.
067383109 BARD C R INC		
14170T101 CAREFUSION CORP	16,283.	18,863.
790849103 ST JUDE MED INC	10,878.	11,565.
863667101 STRYKER CORP	36,063.	33,440.
98956P102 ZIMMER HOLDINGS INC		
053611109 AVERY DENNISON CORP		
56418H100 MANPOWER INC		
760759100 REPUBLIC SERVICES		
00507V109 ACTISION BLIZZARD IN		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
595112103 MICRON TECHNOLOGY		
699173209 PARAMETRIC TECHNOLOG		
959802109 WESTERN UNION CO/THE		
01741R102 ALLEGHENY TECHNOLOGI		
228368106 CROWN HLDGS		
025537101 AMERICAN ELECTRIC PO	5,172.	5,847.
26884L109 EQT CORP		
816851109 SEMPRA ENERGY		
023135106 AMAZON COM INC COM	17,881.	25,087.
741503403 PRICELINE COM INC	16,612.	19,232.
25490A101 THE DIRECTV GROUP		
988498101 YUM BRANDS INC		
845467109 SOUTHWESTERN ENERGY		
12572Q105 CME GROUP INCE		
74144T108 T ROWE PRICE GROUP		
018490102 ALLERGAN INC	39,239.	42,563.
151020104 CELGEN CORP		
46120E602 INTUITIVE SURGICAL I	14,047.	12,750.
302130109 EXPEDITORS INTL WASH	23,065.	18,905.
336433107 FIRST SOLAR INC		
74762E102 QUANTA SVCS INC COM	15,605.	16,510.
192446102 COGNIZANT TECH		
747525103 QUALCOMM INC	45,101.	47,879.
92826C839 VISA INC-CLASS		
029912201 AMERICAN TOWER SYSTE		
74005P104 PRAXAIR INC		
037411105 APACHE CORP	25,331.	21,195.
482423100 KBW INC		
418056107 HASBRO INC		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
037604105 APOLLO GROUP INC CL	6,004.	6,381.
080555105 BELO CORPORATION		
143130102 CARMAX INC		
124857202 CBS CORP NEW		
237194105 DARDEN RESTAURANTS I	34,557.	31,549.
243537107 DECKERS OUTDOOR CORP		
371532102 GENESCO INC COM		
372460105 GENUINE PARTS CO	29,788.	33,697.
87612E106 TARGET CORP	37,482.	43,786.
88023U101 TEMPER-PED INTL		
90384S303 ULTR SALON COSEMTICS		
655664100 NORDSTROM INC	13,706.	15,515.
681919106 OMNICOM GROUP	34,553.	35,971.
691497309 OXFORD INDS INC	11,374.	14,603.
69333Y108 P.F. CHANGS		
978097103 WOLVERINE WORLD WIDE		
478366107 JOHNSON CONTROLS INC		
501014104 KRISPY KREME DOUGHNU	21,470.	26,452.
53071M104 LIBERTY INTERACTIVE		
501889208 LKQ CORP	4,058.	10,550.
52532102 MCDONALD CORP		
654106103 NIKE INC CL B		
02209S103 ALTRIA GROUP INC	18,033.	20,719.
191216100 COCA COLA CO	39,435.	41,724.
22160K105 COSTCO WHOLESALE COR	22,460.	26,558.
370334104 GENERAL MILLS INC		
36191G107 GNC HOLDINGS INC	28,280.	31,316.
393122106 GREEN MTN COFFEE INC		
423074103 HEINZ H J CO	19,952.	22,034.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
832696405 JM SMUCKER CO		
494368103 KIMBERLY CLARK CORP	10,257.	12,665.
544147101 LORILLARD INC	5,709.	6,067.
582839106 MEAD JOHNSON NUTRITI		
179448108 PEPSICO INC		
713448108 PEPSICO INC	32,069.	34,694.
718172109 PHILIP MORRIS INTERN	7,147.	8,699.
742718109 PROCTER & GAMBLE CO	42,018.	44,264.
742718109 PROCTER & GAMBLE CO		
742718109 PROCTOER & GAMBLE CO		
761713106 REYNOLDS AMERICAN IN	18,167.	19,638.
974280307 WINN-DIXIE STORES		
037411105 APACHE CORP		
03834A103 APPROACH RESOURCES I	7,876.	7,003.
127097103 CABOT OIL & GAS CORP		
13342B105 CAMERON INTL CORP		
166764100 CHEVRON CORP	41,387.	43,148.
20605P101 CONCHO RESOURCES INC		
20825C104 CONOCOPHILLIPS	19,276.	21,224.
28336L109 EL PASO CORPORATION		
30231G102 EXXON MOBIL CORPORAT	44,463.	47,862.
166764100 CHEVRON CORP		
30231G102 EXXON MOBIL CORP		
30249U101 FMC TECHNOLOGIE		
462044108 ION GEOPHYSICAL CORP	21,299.	22,264.
55973B102 MAGNUM HUNTER RESOUR	29,977.	27,204.
55973B102 MAGNUM HUNTER RESOUR		
637071101 NATIONAL OILWELL INC	18,687.	16,746.
703481101 PATTERSON-UTI ENERGY		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
723787107 PEONEER NAT RES CO		
75281A109 RANGE RES CORP		
761565100 REX ENERGY CORP	10,445.	11,588.
78454L100 SM ENERGY CO		
88162F105 TETRA TECHNOLOGIES		
909218109 UNITE CORP		
91851C201 VAALCO ENERGY INC	2,886.	5,969.
025816109 AMERICAN EXPRESS CO	50,432.	52,192.
0647F102 BANKRATE INC		
115236101 BROWN & BROWN INC		
12504L109 CBRE GROUP INC	17,306.	18,507.
172062101 CINCINNATI FINANCIAL		
229899109 CULLEN FROST BANKER		
254709108 DISCOVER FINANCIAL S	14,323.	21,549.
316773100 FIFTH THIRD BANKCORP		
345550107 FOREST CITY ENTERPRI	8,416.	9,965.
38141G104 GOLDMAN SACHS GROUP		
450828108 IBERIABANK CORP		
45865V100 INTERCONTINENTALEXCH	22,996.	24,019.
55264U108 MB FINANCIAL BANK		
59156R108 METLIFE INC	34,600.	32,446.
665859104 NORTHERN TRUST CORP	12,672.	13,543.
72346Q104 PINNACLE FINL PARTNE	10,250.	15,920.
693475105 PNC FINANCIAL SERVIC	6,172.	7,056.
74251V102 PRINCIPAL FINANCIAL		
75970E107 RENASANT CORP	13,176.	16,078.
76131N101 RETAIL OPPORTUNITY I	6,056.	7,493.
857477103 STATE STREET CORP	23,667.	26,796.
867914103 SUNTRUST BANKS INC		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
869099101 SUSQUEHANNA BANCSHAR	10,931.	13,834.
002824100 ABBOTT LABS		
110122108 BRISTOL MYERS SQUIBB	17,167.	18,837.
14149Y108 CARDINAL HEALTH		
156782104 CERNER CORP COM	9,451.	12,247.
125509109 CIGNA CORP	17,691.	22,453.
216648402 COOPER COS INC COM N	18,416.	37,824.
216648402 COOPER COS INC		
28176E108 EDWARDS LIFESCIENCES	29,565.	32,191.
28176E108 EDWARDS LIFESCIENCES		
532457108 ELI LILLY & CO COM	47,192.	62,538.
532457108 ELI LILLY & CO		
375558103 GILEAD SCIENCES INC	16,352.	29,307.
441060100 HOSPIRA INC	21,622.	15,932.
444859102 HUMANA INC		
46120E602 INTUITIVE SURGICAL I		
464330109 ISIS PHARMACEUTICAL		
478160104 JOHNSON & JOHNSON	50,578.	53,206.
478160104 JOHNSON & JOHNSON		
55027E102 LUMINEX CORP		
58933Y105 MERCK & CO INC NEW	48,610.	54,082.
628530107 MYLAN LABS INC	20,835.	23,195.
68213N109 OMNICELL INC	11,743.	11,673.
699462107 PAREXEL INTL CORP CO	12,223.	16,718.
714290103 PERRIGO CO	11,979.	13,628.
714290103 PERRIGO CO		
761152107 RESMED INC		
790849103 ST JUDE MED INC		
863667101 STRYKER CORP		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
05615F102 BABCOCK & WILCOX CO	27,669.	27,248.
077454106 BELDEN INC	26,241.	34,462.
235851102 DANAHER CORP	17,408.	20,124.
260003108 DOVER CORP COM	26,032.	28,255.
278058102 EATON CORP		
30162A108 EXELIS INC		
302130109 EXPEDITORS INTL		
343412102 FLUOR CORP NEW		
365558105 GARDNER DENVER INC		
369550108 GENERAL DYNAMICS COR	37,586.	35,328.
369604103 GENERAL ELECTRIC CO	29,101.	35,410.
384802104 GRAINGER W W INC	27,079.	34,403.
438516106 HONEYWELL INTERNATIO	21,699.	23,167.
445658107 HUNT J B TRANS SVCS		
452308109 ILLINOIS TOOL WORKS		
45773Y105 INNERWORKINGS		
45778Q107 INSPERITY INC	20,676.	26,536.
450911201 ITT CORP		
469814107 JACOBS ENGR GROUP IN		
493732101 K.FORCE, INC.	17,280.	18,929.
485170302 KANSAS CITY SOUTHERN	9,197.	19,117.
489170100 KENNAMETAL INC		
538034109 LIVE NATION ENT INC	8,384.	7,169.
539830109 LOCKHEED MARTING COR		
58733R102 MERCADOLIBRE INC		
596278101 MIDDLEBY CORP		
60740F105 MOBILE MINI INC		
553530106 MSC INDL DIRECT INC		
696429307 PALL CORP		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
73179V103 POLYPORE INTERNATION		
740189105 PRECISION CASTPARTS	15,417.	18,753.
760759100 REPUBLIC SERVICES IN		
770196103 ROBBINS & MYERS INC		
776696106 ROPER INDS INC NEW C		
781846209 RUSH ENTERPRICESES I		
858912108 STERICLCLE INC COM		
880345103 TENNANT CO		
907818108 UNION PACIFIC CORP		
907818108 UNION PACIFIC CORP		
911312106 UNITED PARCEL SERVIC	67,196.	68,938.
911312106 UNITED PARCEL SERVIC		
913017109 UNITED TECHNOLOGIES	38,197.	46,336.
903293405 USG CORP COM NEW	41,443.	55,607.
98419M100 XYLEM INC/NY		
88554D205 3D SYSTEMS CORPORATI	5,626.	12,804.
88579Y101 3M CO		
52532101 ACME PACKET INC		
005125109 ACXIOM CORP COM	17,081.	18,333.
00846U101 AGILENT TECHNOLOGIES		
018581108 ALLIANCE DATA SYS CO	21,926.	42,559.
018581108 ALLIANCE DATA SYSTEM		
037833100 APPLE INC	38,092.	52,685.
04033V203 ARIBA INC		
049513104 ATMEL CORP		
00207R101 ATMI INC COM	10,961.	8,561.
053015103 AUTOMATIC DATA PROCE	21,605.	32,165.
055921100 BMC SOFTWARE INC	15,875.	19,414.
111320107 BROADCOM CORPORATION	26,213.	25,505.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
14964U108 CAVIUM INC		
17163B102 CIBER INC COM	12,975.	10,287.
177376100 CITCRIX SYS INC COM		
192446102 COGNIZANT TECH SLUTI		
204166102 COMMVAULT SYSTEMS IN	14,837.	16,231.
20564W105 COMSCORE INC		
206708109 CONCUR TECHNOLOGIES		
242309102 DEALERTRACK HOLDINGS		
25388B104 DIGITAL RIVER INC		
254543101 DIODES INC	6,977.	5,639.
27874N105 ECJE;PM CPR[		
285229100 ELECTRO SCIENTIFIC I		
285512109 ELECTRONIC ARTS		
302416109 FEI CO COM		
31620M106 FIDELITY NATL INFORM		
366651107 GARTNER INC		
38259P508 GOOGLE INC	34,811.	39,613.
44919O508 IAC/INTERACTIVE		
45666Q102 INFORMATICA CORP	9,247.	6,094.
458140100 INTEL CORP		
458786100 INTERMEC INC		
459200101 INTERNATIONAL BUSINE	13,657.	13,792.
45071R109 IXIA COM		
46600W106 IXYS CORPORATION	8,661.	10,511.
48203R104 JUNIPER NETWORKS INC	17,146.	15,854.
535678106 LINEAR TECHNOLOGY CO	34,660.	36,358.
536252109 LIONBRIDGE TECHNOLOG	25,216.	19,216.
502131102 LSI CORPORA TION		
57776J100 MAXLINEAR INC	3,956.	2,309.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
594901100 MICROS SYS INC	6,381.	8,700.
594918104 MICROSOFT CORP	99,350.	92,763.
64110D104 NETAPP INC		
57772K101 MAXIM INTEGRATED PRO	12,602.	14,406.
670120Y100 NUANCE COMMUNICATIO		
68389X105 ORACLE CORPORATION		
699173209 PARAMETRIC TECHNOLOG		
699173209 PARAMETRIC TECHNOLOG		
704326107 PAYCHEX INC	34,720.	34,832.
705573103 PEGASYSTEMS INC		
73172K104 POLYCOM INC COM		
739276103 POWER INTERGRATIONS		
73930R102 POWER-ONE INC		
779376102 ROVI CORPORATION		
78112T107 RUBICON TECHNOLOGY I	14,692.	10,020.
781270103 RUDOLPH TECHNOLOGIES	19,845.	23,722.
79466L302 SALESFORCE COM INC		
79466L302 SALESFORCE COM INC		
80004C101 SANDISK CORP COM		
88076W103 TERADATA CORP	9,936.	11,512.
882508104 TEXAS INSTRUMENTS IN	55,457.	59,525.
896945201 TRIPADVISOR INC		
92342Y109 VERIFONE SYSTEMS INC		
928563402 VMWARE INC		
959802109 WESTERN UNION CO/THE		
984121103 XEROX CORP	37,323.	23,359.
009158106 AIR PRODS & CHEMS IN	56,845.	56,293.
009158106 AIR PRODS & CHEM		
009158106 AIR PRODS & CHEM		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
009363102 AIRGAS INC COM	10,290.	14,606.
012653101 ALBEMARLE CORP COM		
012653101 ALBEMARLE CORP COM		
044209104 ASHLAND INC NEW	41,956.	58,699.
044209104 ASHLAND INC NEW		
129603106 CALGON CARBON CORP	5,128.	5,105.
144285103 CARPENTER TECHNOLOGY	8,007.	8,519.
397624107 GREIF INC-CL A	40,832.	29,370.
440694305 HORSEHEAD HOLDING		
576690101 MATERION CORP	13,541.	14,824.
61166W101 MONSANTO CO NEW		
00206R102 AT & T INC	50,827.	57,341.
00206R102 AT & T INC		
05366Y102 AVIAT NETWORKS INC	18,757.	15,430.
156700106 CENTURYLINK, INC	18,894.	21,047.
19239V302 COGENT COMMUNICATION	15,738.	27,394.
620076307 MOTOROLA SOLUTIONS,	10,704.	15,590.
78388J106 SBA COMMUNICATIONS C	13,871.	22,714.
92343V104 VERIZON COMMUNICATIO	18,644.	22,847.
97381W104 WINDSTREAM CORP	5,375.	3,552.
030420103 AMERICAN WATER WORKS	13,047.	17,822.
125896100 CMS ENERGY CORP	7,581.	13,653.
209115104 CONSOLIDATED EDISON		
25746U109 DOMINION RES INC VA	5,398.	5,802.
26441C105 DUKE ENERGY HOLDING		
281020107 EDISON INTL COM		
29265N108 ENERGEN CORP	35,159.	36,523.
69351T106 PPL CORPORATION	11,490.	11,624.
69351T106 PPL CORPORATION		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
842587107 SOUTHERN CO	20,042.	20,848.
98389B100 XCEL ENERGY INC	13,727.	14,691.
000375204 ABB LTD - ADR	22,618.	25,884.
003021714 ABERDEEN EMERG MARKE	1,300,000.	1,594,504.
00738A106 ADTRAN INC	7,420.	4,787.
007973100 ADVANCED ENERGY INDS	6,437.	6,628.
008474108 AGNICO EAGLE MINES L	11,399.	14,112.
00971T101 AKAMAI TECHNOLOGIES	26,842.	27,942.
009728106 AKORN INC	12,291.	13,226.
015271109 ALEXANDRIA REAL ESTA	13,466.	14,003.
024013104 AMERICAN ASSETS TRUS	5,978.	8,100.
024835100 AMERICAN CAMPUS CMNT	7,323.	10,241.
02553E106 AMERICAN EAGLE OUTFI	16,815.	17,146.
03073E105 AMERISOURCEBERGEN CO	13,232.	15,545.
042068106 ARM HOLDINGS PLC - A	17,112.	19,482.
043176106 ARUBA NETWORKS INC	21,846.	22,710.
046353108 ASTRAZENECA PLC ADR	22,847.	23,635.
053484101 AVALONBAY CMNTYS INC	22,326.	37,016.
05534B760 BCE INC	19,775.	21,298.
06647F102 BANKRATE INC	10,924.	8,093.
073730103 BEAM INC	10,376.	10,996.
075896100 BED BATH & BEYOND IN	25,674.	25,495.
09063H107 BIOMED RLTY TR INC	9,238.	12,777.
09247X101 BLACKROCK INC	35,388.	39,275.
101121101 BOSTON PROPERTIES IN	28,098.	36,187.
109043109 BRIGGS & STRATTON CO	11,733.	12,543.
112900105 BROOKFIELD OFFICE PR	6,852.	7,110.
125581801 CIT GROUP INC.	15,608.	17,002.
133131102 CAMDEN PPTY TR SH BE	8,719.	18,076.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
13321L108 CAMECO CORP COM	19,441.	18,142.
13645T100 CANADIAN PAC RY LTD	23,565.	28,758.
140781105 CARBO CERAMICS INC	5,751.	6,659.
143658300 CARNIVAL CORP	41,777.	50,191.
148887102 CATAMARAN CORP	17,309.	18,134.
157210105 CEVA INC	6,314.	6,536.
167250109 CHICAGO BRIDGE & IRO	5,452.	16,454.
168615102 CHICOS FAS INC COM	22,906.	22,724.
171232101 CHUBB CORP	15,334.	15,817.
189054109 CLOROX CO	9,633.	10,251.
19075F106 COBALT INTERNATIONAL	15,688.	17,020.
20030N101 COMCAST CORP CLASS A	12,595.	13,450.
205363104 COMPUTER SCIENCES CO	19,057.	20,145.
208242107 CONNS INC	4,168.	4,446.
210313102 CONSTANT CONTACT INC	7,272.	5,897.
219350105 CORNING INC	27,810.	25,997.
21988R102 CORPORATE EXECUTIVE	6,598.	6,644.
225447101 CREE, INC	16,136.	16,684.
229663109 CUBESMART	4,877.	7,241.
23317H102 DDR CORP	11,428.	16,114.
23331A109 D R HORTON INC COM	8,051.	7,912.
263534109 DU PONT E I DE NEMOU	40,787.	37,332.
26441C204 DUKE ENERGY HOLDING	18,336.	20,352.
26613Q106 DUPONT FABROS TECHNO	3,518.	11,210.
26884U109 EPR PROPERTIES	9,440.	15,862.
278865100 ECOLAB INC	17,186.	18,838.
294429105 EQUIFAX INC	24,385.	27,439.
29472R108 EQUITY LIFESTYLE PPT	7,459.	10,834.
29476L107 EQUITY RESIDENTIAL P	35,253.	51,230.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
298736109 EURONET WORLDWIDE IN	13,644.	16,166.
30212P303 EXPEDIA INC	13,579.	25,620.
30219G108 EXPRESS SCRIPTS HOLD	10,831.	11,340.
30225T102 EXTRA SPACE STORAGE	2,895.	14,993.
30241L109 FEI CO COM	18,966.	28,456.
302491303 FMC CORP COM NEW	16,527.	16,971.
313747206 FEDERAL RLTY INVT TR	12,389.	20,388.
317485100 FINANCIAL ENGINES IN	5,760.	7,074.
31787A507 FINISAR CORP	6,186.	5,050.
31847R102 FIRST AMERICAN FINAN	14,715.	14,526.
33610F109 FIRST POTOMAC RLTY T	6,764.	7,923.
36191X100 GSE HOLDING INC	1,986.	1,085.
367299203 GASTAR EXPLORATION L	24,916.	7,798.
373200302 GEORGIA GULF CORP	11,695.	10,898.
37733W105 GLAXOSMITHKLINE PLC	26,610.	22,300.
40414L109 HCP INC	29,585.	45,702.
411511306 HARBOR INTERNATION F	1,490,000.	1,544,481.
412822108 HARLEY DAVIDSON INC	30,735.	32,765.
413838202 OAKMARK INTERNATIONA	1,465,000.	1,661,141.
42217K106 HEALTH CARE REIT INC	14,267.	18,081.
423452101 HELMERICH & PAYNE IN	35,041.	42,568.
427866108 THE HERSHEY COMPANY	36,011.	38,421.
42805T105 HERTZ GLOBAL HOLDING	15,507.	15,652.
44107P104 HOST HOTELS & RESORT	15,292.	24,053.
44919P508 IAC/INTERACTIVECORP	18,895.	24,377.
45245E109 IMAX CORP COM	10,779.	12,139.
458118106 INTEGRATED DEVICE TE	11,110.	12,374.
460146103 INTERNATIONAL PAPER	24,917.	32,868.
460690100 INTERPUBLIC GROUP CO	17,846.	18,073.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
46625H365 JP MORGAN ALERIAN ML	1,254,877.	1,317,447.
493267108 KEYCORP NEW	15,042.	16,503.
49427F108 KILROY REALTY CORP C	12,724.	22,264.
500255104 KOHLS CORP	14,908.	12,722.
500458401 KOMATSU LIMITED - AD	29,718.	25,067.
50076Q106 KRAFT FOODS GROUP IN	17,213.	16,687.
502161102 LSI CORPORATION	9,133.	14,211.
526057104 LENNAR CORPORATION C	15,335.	25,213.
531172104 LIBERTY PPTY TR SH B	9,081.	13,493.
532716107 LIMITED BRANDS, INC	8,921.	10,353.
53578A108 LINKEDIN CORP	10,348.	12,630.
548661107 LOWES COS INC	16,111.	20,566.
552676108 M D C HLDGS INC COM	13,520.	14,336.
554382101 MACERICH CO COM	8,732.	29,500.
565849106 MARATHON OIL CORP	19,365.	21,769.
571748102 MARSH & MCLENNAN COS	13,945.	15,167.
580135101 MCDONALDS CORP	39,819.	38,460.
580645109 MCGRAW-HILL COMPANIE	16,895.	19,135.
583334107 MEADWESTVACO CORP	20,811.	23,584.
58501N101 MEDIVATION INC	22,225.	23,278.
595017104 MICROCHIP TECHNOLOGY	13,693.	14,014.
628852204 NCI BUILDING SYSTEMS	6,568.	8,132.
636274300 NATIONAL GRID PLC AD	21,526.	24,757.
637417106 NATIONAL RETAIL PPTY	4,995.	8,362.
653656108 NICE SYSTEMS LTD. -	6,094.	8,035.
65473P105 NISOURCE INC	24,740.	25,886.
655844108 NORFOLK SOUTHERN COR	36,209.	35,867.
664397106 NORTHEAST UTILS	19,483.	20,712.
675232102 OCEANEERING INTL INC	10,692.	10,758.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
681936100 OMEGA HEALTHCARE INV	8,025.	14,024.
690742101 OWENS CORNING INC	15,019.	16,646.
69327R101 PDC ENERGY INC	10,649.	10,627.
693506107 PPG INDUSTRIES INC	5,742.	5,820.
693656100 PVH CORP	13,243.	13,321.
720190206 PIEDMONT OFFICE REAL	5,425.	6,281.
722005667 PIMCO COMMODITY REAL	500,000.	472,934.
73179P106 POLYONE CORP	19,051.	23,381.
74340W103 PROLOGIS INC	26,818.	37,329.
74460D109 PUBLIC STORAGE INC C	25,409.	43,053.
74965L101 RLJ LODGING TRUST	7,056.	7,922.
751452202 RAMCO-GERSHENSON PPT	5,102.	5,963.
75605Y106 REALOGY HOLDINGS COR	13,563.	16,490.
758849103 REGENCY CENTERS CORP	12,638.	15,644.
75886F107 REGENERON PHARMACEUT	12,748.	17,107.
76131V202 RETAIL PROPERTIES OF	4,947.	6,416.
76169B102 REXNORD CORP	4,432.	4,367.
780259107 ROYAL DUTCH SHELL PL	22,630.	24,103.
806857108 SCHLUMBERGER LTD	73,579.	66,596.
81618T100 SELECT INCOME	3,888.	4,335.
81762P102 SERVICENOW INC	27,065.	26,006.
828806109 SIMON PROPERTY GROUP	44,325.	99,122.
831865209 SMITH A O CORP CL B	5,926.	5,992.
84760C107 SPECTRANETICS CORP	6,961.	8,936.
852061100 SPRINT NEXTEL CORP	9,087.	11,873.
855244109 STARBUCKS CORP COM	18,798.	20,058.
863236105 STRAYER ED INC COM	10,335.	7,864.
867224107 SUNCOR ENERGY INC NE	26,270.	23,086.
870297801 MLN ELEMENTS ROGERS	1,161,475.	1,307,947.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
881624209 TEVA PHARMACEUTICAL	7,794.	6,049.
889478103 TOLL BROS INC	19,320.	22,760.
89151E109 TOTAL S.A. - ADR	22,369.	24,029.
89531P105 TREX COMPANY INC	7,185.	8,191.
896239100 TRIMBLE NAV LTD	21,198.	24,868.
904767704 UNILEVER PLC - ADR	5,015.	5,924.
91324P102 UNITEDHEALTH GROUP I	13,798.	13,452.
917047102 URBAN OUTFITTERS INC	16,315.	16,767.
92220P105 VARIAN MED SYS INC	12,811.	14,750.
92230Y104 VASCO DATA SEC INTL	20,003.	20,849.
92276F100 VENTAS INC COM	24,099.	39,997.
92857F107 VOCERA COMMUNICATION	6,640.	6,024.
92857W209 VODAFONE GROUP PLC N	22,429.	21,185.
929042109 VORNADO REALTY TRUST	27,729.	28,829.
929160109 VULCAN MATLS CO	27,087.	28,680.
92932M101 WNS HOLDINGS LTD ADR	4,820.	4,798.
930427109 WAGEWORKS INC	9,760.	9,523.
931422109 WALGREEN CO	35,344.	34,789.
942683103 WATSON PHARMACEUTICA	16,777.	16,512.
960413102 WESTLAKE CHEM CORP	17,215.	17,129.
966387102 WHITING PETE CORP NE	13,974.	12,577.
984332106 YAHOO INC COM	20,830.	26,666.
G1151C101 ACCENTURE PLC	27,662.	53,200.
G29183103 EATON CORP PLC	50,089.	52,284.
G3157S106 ENSCO PLC-CL A	23,983.	27,269.
G47791101 INGERSOLL-RAND PLC	23,072.	28,776.
G491BT108 INVESCO LIMITED	17,246.	18,002.
G60754101 MICHAEL KORS HOLDING	17,495.	26,536.
G6852T105 PARTNERRE LTD COM	34,895.	41,050.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
G87210103 UTI WORLDWIDE INC	10,688.	6,432.
G96666105 WILLIS GROUP HOLDING	34,274.	31,183.
H0023R105 ACE LIMITED	31,109.	38,304.
H6169Q108 PENTAIR, LTD.	48,323.	59,668.
H89128104 TYCO INTERNATIONAL L	20,886.	35,100.
M22465104 CHECK POINT SOFTWARE	15,131.	13,339.
N22717107 CORE LABORATORIES N	3,889.	9,291.
N47279109 INTERXION HOLDING NV	6,187.	6,534.
N6596X109 NXP SEMICONDUCTORS N	20,369.	20,924.
TOTALS	14,644,291.	16,611,652.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
02209SAH6 ALTRIA GROUP INC	19,993.	33,457.
02364WAN5 AMERICA MOVIL		
06050BAA9 BANK OF AMERICA CORP		
06051GEA3 BANK OF AMERICA CORP		
06051GEC9 BANK OF AMERICA CORP		
06739GBP3 BARCLAYS BANK		
15200DAD9 CENTERPOINT ENER TRA		
15200DAC1 CENTERPOINT ENER TRA		
172967FD8 CITIGROUP INC		
172967FF3 CITIGROUP INC		
20030NAP6 COMCAST CORP		
224044BF3 COX COMMUNICATION		
22541HCC4 CREDIT SUISSE NEW YO		
29379VAC7 ENTERPRISE PRODUCTS		
294429AG0 EQUIFAX INC		
30161MAE3 EXELON GENERATION CO		
31677AAA2 FIFTH THIRD BANK		
36967HAD9 GENERAL ELEC CAP		
36962G4R2 GENERAL ELEC CP		
38141EA58 GOLDMAN SACHS GROUP		
40049JAX5 GRUPO TELEVISA S.A.	10,735.	11,805.
40414LAA7 HCP INC		
421915EJ4 HEALTH CARE PROPERTI	17,066.	22,975.
42217KAM8 HEALTH CARE REIT		
481247AA2 JPMORGAN CHASE & CO		
481247AE4 JPMORGAN CHASE & CO		
534187AY5 LINCOLN NATIONAL COR	23,703.	23,930.
5901884M7 MERRILL LYNCH & CO	27,128.	27,522.
59156RAU2 METLIFE INC		

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
655422AU7 NORANDA INC	24,331.	28,066.
682134AC5 OMINICOM GROUP		
74432QAY1 PRUDENTIAL FINANCIAL		
759351AG4 REINSURANCE GRP OF	25,345.	29,148.
816851AK5 SEMPRA ENERGY	31,874.	35,003.
828807CA3 SIMON PROPERTY GROU	19,086.	21,450.
86787GAF9 SUNTRUST BANK		
87927VAV0 TELCOM ITALIA CAPIT		
91324PBJ0 UNITEDHEALTH GROUP		
94707VAB6 WEATHERFORD INTL		
959802AH2 WESTERN UN CO	37,208.	35,416.
984121BY8 XEROX CORP		
0258M0CW7 AMERICAN EXPRESS		
02364WAX3 AMERICA MOVIL SAB DE	15,892.	17,402.
026874BW6 AMERICAN INTL GROUP	27,627.	31,020.
02687QBW7 AMERICAN INTL GROUP		
031162BK5 AMGEN INC		
03822AG0 APPLIED MATERIALS INC		
00206RBA9 AT & T INC		
053332AK8 AUTOZONE INC		
06849RAF9 BARRICK NA FINANCE L		
10112RAT1 BPSTPM [RP[ERTOES LP		
140420MV9 CAPITAL ONE BANK USA	18,655.	20,312.
189054AS8 CLOROX COMPANY		
20030NAW1 COMCAST CORP		
25459HAZ8 DIRECTV HLDG/FIN INC		
25470DAE9 DISCOVERY COMMUNICAT		
260543CF8 DOW CHEMICAL CO/THE		
26884AAZ6 ERP OPERATING LP		

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
369622SM8 GENERAL ELEC CAP COR	9,965.	11,608.
46625HJA9 JP MORGAN CHASE & CO		
49327XAB6 KEY BANK NA	26,616.	27,947.
577081AW2 MATTEL INC	20,193.	22,593.
652482BQ2 NEWS AMERICA INC	15,339.	19,383.
71845WAT8 PETROBRAS INTL FIN		
74432QBG9 PRUDENTIAL FINANCIAL	23,573.	25,397.
86787EAM9 SUNTRUST BANK	28,796.	30,597.
88732JAX6 TIME WARNER CABLE		
887317AK1 TIME WARNER INC		
91911TAK9 VALE OVERSEAS LIMITE		
92553PAJ1 VIAMOM INC		
959802AB5 WESTERN UN CO		
984121BW2 XEROX CORPORATION	22,577.	23,066.
038222AG0 APPLIED MATERIALS IN	14,939.	18,303.
120568AV2 BUNGE LIMITED FINANC	24,952.	26,091.
143658AY8 CARNIVAL CORP	19,958.	20,027.
172967DR9 CITIGROUP INC	21,691.	21,798.
29379VAY9 ENTERPRISE PRODUCTS	14,964.	15,188.
38141GFD1 GOLDMAN SACHS GROUP	33,409.	34,000.
40414LAH2 HCP INC	19,946.	19,922.
404280AJ8 HSBC HOLDINGS PLC	25,172.	25,577.
42217KAY2 HEALTH CARE REIT INC	24,924.	26,894.
42217KBA3 HEALTH CARE REIT INC	19,926.	20,037.
48121CYK6 JP MORGAN CHASE BANK	23,247.	23,677.
494550BL9 KINDER MORGAN ENER	24,954.	26,732.
59022CAJ2 MERRILL LYNCH & CO	10,947.	10,916.
59156RAT5 MET LIFE GLOB FUNDIN	32,576.	32,775.
61747YDT9 MORGAN STANLEY	27,235.	27,274.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
6174824M3 MORGAN STANLEY	19,929.	20,708.
65334HAJ1 NEXEN INC	28,055.	28,947.
68268NAJ2 ONEOK PARTNERS LP	14,946.	15,286.
69349LAE8 PNC BANK NA	24,151.	24,982.
71645WAR2 PETROBRAS INTL FIN	17,309.	16,887.
71645WAT8 PETROBRAS INTL FIN	15,607.	15,825.
88732JBD9 TIME WARNER CABLE IN	14,916.	14,629.
902494AT0 TYSON FOODS INC	25,436.	27,063.
90261XBY7 UBS AG STAMFORD CT	26,382.	27,894.
92936MAC1 WPP FINANCE 2010	25,071.	24,867.
94975P843 WELLS FARGO ADV S/T	550,000.	551,823.
959802AR0 WESTERN UNION CO/THE	9,951.	9,909.
98310WAJ7 WYNDHAM WORLDWIDE	25,460.	25,813.
TOTALS	1,581,755.	1,651,941.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
BRIDGADE OFFSHORE 2010-05	C		
7HF000H69 HFR MA STRATEGIC	C		
870297801 ELEMENTS ROGERS	C		
44980Q518 ING INTERNATIONAL RE	C		
26613Q106 DU PONT FABROS TECH	C		
015271109 ALEXANDRIA RE	C		
00163T109 AMB PPTY CORP	C		
09063H107 BIOMED RLTY	C		
101121101 BOSTON PROPERTIES	C		
133131102 CAMDEN PPTY	C		
13466Y105 CAMPUS CREST COMMUNI	C		
21870Q105 CORESITE REALTY CORP	C		
22002T108 CORPORATE OFFICE PRO	C		
233153105 DCT INDUSTRIAL	C		
251591103 DEVELOPERS DIVERSIFI	C		
253868103 DIGITAL RLTY	C		
29380T105 ENTERTAINMENT PPTY	C		
29472R108 EQUITY LIFESTYLE	C		
29476L107 EQUITY RESIDENTIAL	C		
297178105 ESSEX PPTYS	C		
30225T102 EXTRA SPACE STORAGE	C		
313747206 FEDERAL RLTY INVT TR	C		
33610F109 FIRST POTOMAC RLTY T	C		
40414L109 HCP INC	C		
42217K106 HEALTH CARE REIT	C		
44107P104 HOST HOTELS & RESORT	C		
49427F108 KILROY REALTY	C		
49803T102 KITE REALTY	C		
531172104 LIBERTY PPTY TR	C		

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
554382101 MACERICH CO COM	C		
637417106 NATIONAL RETAIL PPT	C		
638620104 NATIONWIDE HEALTH	C		
681936100 OMEGA HEALTHCARE INV	C		
720190206 PIEDMONT OFFICE REAL	C		
74460D109 PUBLIC STORAGE INC	C		
751452202 RAMCO-GERSHENSON	C		
758849103 REGENCY CENTERS	C		
828806109 SIMON PROPERTY GROUP	C		
929042109 VORNADO REALTY TR	C		
210313102 CONSTANT CONTACT	C		
72346Q104 PINNACLE FINL	C		
210523AF3 CONSUMERS FUNDING	C		
3128HXFA8 FED HOME LN MTG CORP	C		
3616FAD7 GE EQUIPMENT MIDTICKE	C		
38373Y6X7 GOVT NATL MTG ASSN	C		
38373MY53 GOVT NATL MTG ASSN	C		
465562106 ITAU UNIBANCO BANCO	C		
38376GSW1 GOVT NATL MTG ASSN	C		
4521518U0 ILLINOIS ST	C		
55265KXU8 MASTR ASSET SECURIT	C		
62888XAB0 NCUA GTD NTS	C		
759351AG4 REINSURANCE GRP OF A	C		
80282HAC7 SANTANDER DRIVE AUTO	C		
80282HAD5 SANTANDER DRIVE AUTO	C		
80282HAE3 SANTANDER DRIVE AUTO	C		
00758M162 ACADIAN EMERGING MKT	C		
04314H808 ARTISAN INTERNATIONA	C		
4521518U0 ILLINOIS ST	C		

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
646139X83 NEW JERSEY ST TPK AU	C		
693390841 PIMCO HIGH YIELD	C		
722005220 PIMCO FOREIGN BD	C		
72201F409 PIMCO EMERGING MKTS	C	1,073,548.	1,124,011.
880208400 TEMPLETON GLOBAL BON	C	1,099,996.	1,136,155.
922031836 VANGUARD SHORT-TERM	C		
277911491 EATON VANCE FLOATING	C		
922042858 VANGUARD EMERGING MK	C		
922908496 VANGUARD 500 INDEX F	C		
000375204 ABB LTD - ADR	C		
018805101 ALLIANZ SE	C		
018805101 ALLIANZ SE	C		
02364W105 AMERICA MOVIL S.A.B.	C		
009126202 AIR LIQUIDE - ADR	C		
043400100 ASAHI KASEI COR	C		
049255706 ATLAS COPCO AB	C		
054536107 AXA - ADR	C		
05523R107 BAE SYSTEMS PLC	C		
055262505 BASF AKTIENGESELLSCH	C		
055434203 BG GROUP PLC - ADR	C		
055434203 BG GROUP PLC	C		
05565A202 BNP PARIBAS - ADR	C		
05946K101 BANCO BILBAO VIZCAYA	C		
05964H105 BANCO SANTANDER	C		
153766100 CENTRAL JAPAN RAI-UN	C		
05964H105 BANCO SANTANDER CEN	C		
06426M104 BANK OF CHINA	C		
088606108 BHP BILLITON LIMITED	C		
12637N105 CSL LIMITED	C		

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
138006309 CANON INC - ADR	C		
143658300 CARNIVAL CORP	C		
167250109 CHICAGO BRIDGE & IRO	C		
16940R109 CHINA RESOURCES	C		
20441B407 COMP. PARANAENSE DE	C		
191459205 COCHLEAR LIMITED	C		
23304Y100 DBS GROUP HOLDIGNS	C		
23304Y100 DBS GROUP HOLDINGS L	C		
225401108 CREDIT SUISSE GROUP	C		
237545108 DASSAULT SYSTEMES	C		
25030W100 DESARROLLADORA	C		
251561304 DEUTCHE LUFTHANSA	C		
292505104 ENCANA CORP	C		
26874R108 ENI SPS- ADR	C		
296036304 ERSTE GROUP BANK	C		
307305102 FANUC LTD	C		
344419106 FOMENTO ECONOMICO ME	C		
404280406 HSBC - ADR	C		
448415208 HUTCHINSON WHAMPOA L	C		
358029106 FRESENIUS MEDICAL CA	C		
359590304 FUJITSU LIMITED	C		
368287207 OAO GAZPROM LEVEL 1	C		
37733W105 GLAXOSMITHKLINE	C		
410693105 HANNOVER REINS CORP	C		
443251103 HOYA CORP	C		
45104G104 ICICI BANK LTD - ADR	C		
45245E109 IMAX CORP COM	C		
45857P301 INTERCONTINENTAL HOT	C		
482423100 KBW INC	C		

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
453038408 IMPERIAL OIL LTD COM	C		
500467402 KONINKLUKE AHOLD	C		
580037109 MCDERMOTT INTL	C		
N7902X106 SENSATA TECHNOLOGIES	C		
N72482107 QIAGEN N.V.	C		
N22717107 CORE LABORATORIES	C		
H8912P106 TYCO ELECTRONICS	C		
H89128104 TYCO INTERNATIONAL	C		
H50430232 LOGITECH INTERNATION	C		
H27013103 WEATHERFORD INTNTL	C		
48206M102 JUPITER TELECOM- UNS	C		
48667L106 KIDDI CORP.	C		
54338V101 LONZA GROUP AG	C		
501897102 LI & FUNG LTD	C		
G1151C101 ACCENTURE PLC	C		
H01301102 ALCON INC	C		
G24140108 COOPER INDUSTRIES PL	C		
G16962105 BUNGE LIMITED	C		
758204200 REED ELESVIER N V AD	C		
606769305 MITSUBISHI CORP	C		
98418K105 XSTRATA PLC	C		
90460M105 UNICHARM CORPORATION	C		
584469407 MEDIASET S P A	C		
502117203 L'OREAL - ADR	C		
502441306 LVMH MOET HENNESSY U	C		
98982M107 ZURICH FINANCIAL SER	C		
87260W101 TNT N V	C		
87944W105 TELENOR ASA - ADR	C		
780259107 ROYAL DUTCH SHELL	C		

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
881575302 TESCO PLC - ADR	C		
803866300 SASOL LIMITED -ADR	C		
83364L109 SOCIETE GENERALE - A	C		
G47791101 INGERSOLL-RAND	C		
G81477104 SINA CORPORATION	C		
G87210103 UTI WORLDWIDE INC	C		
G98290102 XL GROUP PLC	C		
505861401 LAFARGE - ADR	C		
62474M108 MTN GROUP LTD	C		
62474M108 MTN GROUP LTD	C		
632525408 NATIONAL AUSTRALIA B	C		
641069406 NESTLE S.A. REGISTER	C		
64110W102 NETEASE.COM	C		
653656108 NICE SYSTEMS LTD	C		
6697V109 NOVARTIS AG - ADR	C		
653905109 NIKO RES LTD	C		
65334H102 NEXEN INC	C		
670100205 NOVO NORDISK A/S	C		
71654V101 PETROLEO BRASILEIRO	C		
74435K204 PRUDENTIAL PLC - ADR	C		
760975102 RESEARCH IN MOTION	C		
761655406 REXAM PLC - ADR	C		
775781206 ROLLS ROYCE GROUP	C		
771195104 ROCHE HOLDINGS	C		
77195104 ROCHE HOLDINGS LTD	C		
80687P106 SCHNEIDER ELECTRIC	C		
85771P102 STATOIL ASA	C		
803054204 SAP AG - ADR	C		
806857108 SCHLUMBERGER LTD	C		

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
806857108 SCHLUMBERGER LTD	C		
813113206 SECOM LTD	C		
83175M205 SMITH & NEPHEW PLC	C		
881624209 TEVA PHARMACEUTICAL	C		
82481R106 SHIRE PLC	C		
870123106 SWATCH GROUP AG	C		
92933H101 WPP GROUP PLC AMERIC	C		
93114W107 WAL-MART DE MEXICO	C		
917302200 USINAS SIDERURGICAS	C		
874039100 TAIWAN SEMICONDUCTOR	C		
87425E103 TALISMAN ENERGY INC	C		
879382208 TELEFONICA SA -ADR	C		
900148701 TURKIYE GARANTI BANK	C		
903914109 ULTRA PETROLEUM CORP	C		
904767704 UNILEVER PLC	C		
86359A4B6 STRUCTURED ASSET SEC	C		
45857P301 INTERCONTINENTIAL HO	C		
H0023R105 ACE LIMITED	C		
02582JEV8 AMERICAN EXPRESS CRE	C		
05947ULY2 BANC AMER COML MTG	C		
12623CAD7 CNH EQUIPMENT TRUST	C		
38376GVB3 GOVT NATL MTG ASSN	C		
61745MTD5 MORGAN STANLEY CAP	C		
61746WZA1 MORGAN STANLEY DEAN	C		
981464CJ7 WORLD FINANCIAL NETW	C		
277911491 EATON VANCE FLOATIN	C		
922031737 VANGUARD INFLAT-PROT	C	1,080,000.	1,094,068.
G0450A105 ARCH CAPITAL GROUP	C		
G0457F107 ARCOS DORADOS HOLDI	C		

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
042068106 ARM HOLDINGS PLC	C		
046353108 ASTRAZENECA PLC	C		
05534B760 BCE OMC	C		
112900105 BROOKFIELD OFFICE	C		
143658300 CARNIVAL CORP	C		
167250109 CHICAGO BRIDGE & IRO	C		
284902103 ELDORADO GOLD CORP	C		
29358Q109 ENSCO INTERNATIONAL	C		
367299203 GASTAR EXPLORATION L	C		
37733A105 GLAXOSMITHLKINE PLC	C		
45245E109 IMAX CORP COM	C		
45857P301 INTERCONTINENTAL HOT	C		
500458401 KOMATSU LIMITED - AD	C		
636274300 NATIONAL GRID PLC	C		
G6852T105 PARTNERRE LTD COM	C		
780259107 ROYAL DUTCH SHELL	C		
79780P104 SAN GOLD CORP	C		
806857108 SCHLUMBERGER LTD	C		
806857108 SCHLUMBERGER LTD	C		
N7902X106 SENSATA TECHNOLOGIES	C		
82481R106 SHIRE PLC	C		
52532101 SUNCOR ENERGY INC	C		
H84989104 TE CONNECTIVITY LTD	C		
879382208 TELEFONICA SA - ADR	C		
881624209 TEVA PHARMAXEUTICAL	C		
89151E109 TOTAL S.A. - ADR	C		
H89128104 TYCO INTERNATIONAL	C		
904767704 UNILEVER PLC - ADR	C		
G87210103 UTI WORLDWIDE INC	C		

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
92857W209 VONDAFONE GROUP	C		
G96666105 WILLIS GROUP HOLDING	C		
G98290102 XL GROUP PLC	C		
003021714 ABERDEEN EMERGING MK	C		
411511306 HARBOR INTERNATIONAL	C		
413838202 OAKMARK FUNDS- THE O	C		
BRIGADE OFFSHORE 2010-05	C		
7HF000H69 HFR MA STRATEGIC OFF	C		
LAZARD OFFSHORE SERIES 6	C		
MOUNT LUCAS OFFSHORE SER 20100	C		
STRATEGIC VALUE SERIES E OFFSH	C		
024013104 AMERICAN ASSET	C		
024835100 AMERICAN CAMPUS	C		
053484101 AVALONBAY CMNTYS	C		
09063H107 BIOMED RLTY TR	C		
101121101 BOSTON PROPERTIES IN	C		
133131102 CAMDEN PPTY TR SH	C		
13466Y105 CAMPUS CREST COMMUNI	C		
21870Q105 CORESITE REALTY CORP	C		
229663109 CUBESMART	C		
23317H102 DDR CORPORATION	C		
29380T105 ENTERAINMENT PPTY	C		
29472R108 EQUITY LIFESTYLE PPT	C		
29476L107 EQUITY RESIDENTIAL P	C		
297178105 ESSEX PPTY TR COM	C		
30225T102 EXTRA SPACE STORAGE	C		
74340W103 PROLOGIS , INC	C		
74965L101 RLJ LODGING TRUST	C		
40414L109 HCP INC	C		

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
42217K106 HEALTH CARE REIT	C		
92276F100 VENTAS INC COM	C		
46625H365 JP MORGAN ALERIAN	C		
76628T645 RIDGEWORTH SEIX HY B	C	664,970.	700,171.
7HF990SE2 STRATEGIC VALUE SER	C	525,346.	550,905.
7HF99B008 BRIGADE OFFSHORE 201	C	675,229.	742,683.
7HF99LZ65 LAZARD OFFSHORE SER	C	656,692.	681,056.
7HF99ML01 MOUNT LUCAS OFFSHORE	C	778,207.	601,954.
TOTALS		6,553,988.	6,631,003.

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
05947U4D7 BANC OF AMERICA COMM	55,900.	55,703.
12623CAD7 CNH EQUIPMENT TRUST	109,962.	111,662.
3137AMWZ6 FED HOME LN MTG CORP	20,735.	20,093.
31394VX47 VR FED NATL MTG AS	39,201.	37,164.
36192KAR8 GS MORTGAGE SECURITI	35,699.	36,721.
38376GVB3 VR GOVT NATL MTG	37,920.	39,003.
38376GYX2 VR GOVT NATL MTG	18,502.	16,256.
981464CJ7 WORLD FINANCIAL NETW	43,075.	43,121.
TOTALS	360,994.	359,723.

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

DESCRIPTION	AMOUNT
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	5,630.
ROC BASIS ADJUSTMENT	3,836.
TIPS SALES ADJUSTMENT	2,713.
ACCD INT PAID EFF DATE BEFORE TYE	2,233.
TOTAL	14,412.

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

DESCRIPTION	AMOUNT
MUTUAL FUND TAX EFFECTIVE DATE AFTER TYE	9,847.
DISALLOWED WASH SALES	14,071.
ROUNDING	299.
2011 SALES ADJUSTMENT	156.
SALES WITH GAIN TAX EFFECTIVE DATE AFTER TYE	1,824.
COST BASIS ADJUSTMENTS	33,502.
MUTUAL FUND EARNINGS	1,223.
ACCD INT PAID EFF DATE AFTER TYE	1,720.
TOTAL	62,642.

FORM 990PF, PART XV - LINES 2a - 2d

RECIPIENT NAME:
WELLS FARGO c/o MARSHA SAMELLAS
ADDRESS:
PO BOX 969
GREENVILLE, SC 29602
RECIPIENT'S PHONE NUMBER: 877-287-0641
FORM, INFORMATION AND MATERIALS:
CONTACT ADDRESS LISTED FOR SPECIFIC DETAILS
SUBMISSION DEADLINES:
APRIL 1 AND SEPTEMBER 1
RESTRICTIONS OR LIMITATIONS ON AWARDS:
NORMALLY LOCAL CHARITIES IN GREENVILLE COUNTY
NO INDIVIDUAL SCHOLARSHIPS

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
TAYLORS FREE MEDICAL CLINIC
ADDRESS:
400 WEST MAIN STREET PO BOX 1266
TAYLORS, SC 29687
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
GREENVILLE FORWARD
ADDRESS:
24 CLEVELAND STREET
GREENVILLE, SC 29601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GARDENING FOR FOOD
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
BIG BROTHERS BIG SISTERS OF THE
UPSTATE INC
ADDRESS:
620 NORTH MAIN STREET SUITE 102
GREENVILLE, SC 29601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
DISADVANTAGED YOUTH
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
GENESIS HOMES
ADDRESS:
2131 WOODRUFF ROAD SUITE 2100
GREENVILLE, SC 29607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 80,000.

RECIPIENT NAME:
NATURALAND TRUST
ADDRESS:
148 RIVER STREET, NUMBER 110
GREENVILLE, SC 29601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SAVING MTN AND PROTECTING HWY 11
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
GREENVILLE CHAUTAUQUA SOCIETY
ADDRESS:
943 RUTHERFORD ROAD
GREENVILLE, SC 29607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
GREENVILLE HOUSING FUND
ADDRESS:
107 W ANTRIM DRIVE
GREENVILLE, SC 29607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
KEYS TO SUCCESS IDA PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
TURNING POINT OF SC
ADDRESS:
24 BRUCE ROAD
GREENVILLE, SC 29605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FRED MCCAIN HALL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
FURMAN UNIVERSITY
ADDRESS:
3300 POINSETT HIGHWAY
GREENVILLE, SC 29613
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 48,200.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
NORTH GREENVILLE UNIVERSITY
ADDRESS:
PO BOX 1892
TIGERVILLE, SC 29688
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MASS COMM LEVEL IV PROD EQUIPMENT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
YMCA JUDSON COMM CENTER
ADDRESS:
2 EIGHTH STREET
GREENVILLE, SC 29611
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
AFTERSCHOOL ENRICHMENT PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
YMCA
ADDRESS:
700 AUGUSTA STREET
GREENVILLE, SC 29605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EMPOWERMENT CENTER
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
SC INDEPENDENT COLLEGES
UNIVERSITIES, INC
ADDRESS:
PO BOX 12007
COLUMBIA, SC 29211
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ANNUAL UNRESTRICTED FUND CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
MEYER CENTER FOR SPECIAL CHILDREN
ADDRESS:
1132 RUTHERFORD ROAD
GREENVILLE, SC 29609
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CAPITAL CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
CANCER SOCIETY OF GREENVILLE COUNTY
ADDRESS:
113 MILLS AVENUE
GREENVILLE, SC 29605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
LIFE SAVING MEDICATIONS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SENIOR ACTION INC
ADDRESS:
50 DIRECTORS DRIVE
GREENVILLE, SC 29615
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
STRATEGIC PLANNING CONSULTATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 7,000.

RECIPIENT NAME:
UNITED MINISTRIES
ADDRESS:
606 PENDLETON STREET
GREENVILLE, SC 29601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
GREENVILLE LITERACY ASSOCIATION
ADDRESS:
225 SOUTH PLEASANTVILLE DRIVE
GREENVILLE, SC 29607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 23,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
MEALS ON WHEELS
ADDRESS:
15 OREGON STREET
GREENVILLE, SC 29605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MOW VEHICLE REPLACEMENTS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 50,964.

RECIPIENT NAME:
JUNIOR ACHECIMENT OF UPSTATE SC
ADDRESS:
530 HOWELL ROAD SUITE 103
GREENVILLE, SC 29615
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
DAY PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 16,500.

RECIPIENT NAME:
METROPOLITAN ARTS COUNCIL
ADDRESS:
16 AUGUSTA STREET
GREENVILLE, SC 29602-1206
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SMARTARTS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
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RECIPIENT NAME:
GREENVILLE TECH FOUNDATION
ADDRESS:
PO BOX 5616
GREENVILLE, SC 29606
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
AMBULANCE ANS MANNEQUIN SIMULATORS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
PENDLETON PLACE CHILDREN'S
SHELTER
ADDRESS:
PO BOX 10323
GREENVILLE, SC 29603
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FAMILY INTERVENTION PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 90,000.

RECIPIENT NAME:
PUBLIC EDUCATION PARTNERS
ADDRESS:
225 S. PLEASANTBURG DRIVE
GREENVILLE, SC 29607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 30,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
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RECIPIENT NAME:
GREENVILLE FAMILY PARTNERSHIP
ADDRESS:
PO BOX 10203
GREENVILLE, SC 29603-0203
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
GOVERNOR'S SCHOOL FOR THE
ARTS FOUNDATION
ADDRESS:
PO BOX 8458
GREENVILLE, SC 29604
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GUEST ARTIST PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
CAMPERDOWN ACADEMY
ADDRESS:
501 HOWELL ROAD
GREENVILLE, SC 29615
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
HABITAT FOR HUMANITY OF GREENVILLE COUNTY
ADDRESS:
PO BOX 1206
GREENVILLE, SC 29602-1206
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 88,875.

RECIPIENT NAME:
SC CHILDRENS THEATRE
ADDRESS:
PO BOX 9340
GREENVILLE, SC 29604
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OUTREACH TICKETS AND BOOKS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
SC GOVERNORS SCHOOL FOR SCIENCE AND MATHEMATICS
ADDRESS:
1201 MAIN STREET SUITE 2350
COLUMBIA, SC 29201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ITEAMS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 20,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
A CHILDS HAVEN
ADDRESS:
1124 RUTHERFORD ROAD
Greenville, SC 29609
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TECHNOLOGY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CHILDREN'S MUSEUM OF THE UPSATE
ADDRESS:
300 COLLEGE STREET
GREENVILLE, SC 29601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
ALLEN TEMPLE COMM ECONOMIC
DEVELOPEMENT CORPORATION
ADDRESS:
PO BOX 2202
GREENVILLE, SC 29602-2202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATING ADMIN FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 20,000.

TOTAL GRANTS PAID: 1,129,539.