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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation FULLER E. CALLAWAY FOUNDATION		A Employer identification number 58-0566148
Number and street (or P.O. box number if mail is not delivered to street address) 209 BROOME STREET, P.O. BOX 790	Room/suite	B Telephone number (706) 884-7348
City or town, state, and ZIP code LAGRANGE, GA 30241		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 51,648,160.	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____	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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	5,001.			
2	Check ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	126,995.	126,995.		STATEMENT 1
4	Dividends and interest from securities	500,394.	500,394.		STATEMENT 2
5a	Gross rents	109,311.	109,311.		STATEMENT 3
b	Net rental income or (loss) 88,734.				STATEMENT 4
6a	Net gain or (loss) from sale of assets not on line 10	3,332,971.			STATEMENT 5
b	Gross sales price for all assets on line 6a 17,791,987.				
7	Capital gain net income (from Part IV, line 2)		627,372.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances 97,212.				STATEMENT 6
b	Less Cost of goods sold				
c	Gross profit or (loss)	97,212.		97,212.	
11	Other income				
12	Total. Add lines 1 through 11	4,171,884.	1,364,072.	97,212.	
13	Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
14	Other employee salaries and wages	547,836.	0.	97,212.	450,624.
15	Pension plans, employee benefits	12,487.	0.	0.	12,487.
16a	Legal fees STMT 7	1,846.	792.	0.	1,054.
b	Accounting fees STMT 8	12,800.	6,400.	0.	6,400.
c	Other professional fees STMT 9	50,949.	50,949.	0.	0.
17	Interest				
18	Taxes STMT 10	198,055.	141,185.	0.	42,320.
19	Depreciation and depletion	64,240.	8,599.	0.	
20	Occupancy				
21	Travel, conferences, and meetings	8,916.	0.	0.	8,916.
22	Printing and publications				
23	Other expenses STMT 11	970,187.	187,528.	0.	680,321.
24	Total operating and administrative expenses. Add lines 13 through 23	1,867,316.	395,453.	97,212.	1,202,122.
25	Contributions, gifts, grants paid	933,810.			1,073,217.
26	Total expenses and disbursements. Add lines 24 and 25	2,801,126.	395,453.	97,212.	2,275,339.
27	Subtract line 26 from line 12	1,370,758.			
a	Excess of revenue over expenses and disbursements		968,619.		
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)			0.	

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Operating and Administrative Expenses

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	240,096.	91,557.	91,557.
	2 Savings and temporary cash investments		154,867.	154,867.
	3 Accounts receivable ▶ 294.			
	Less allowance for doubtful accounts ▶	739.	294.	
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use	37,268.	37,424.	
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶ 8,240,381.				
Less accumulated depreciation STMT 14 ▶ 437,616.	7,784,874.	7,802,765.	24,097,523.	
12 Investments - mortgage loans				
13 Investments - other STMT 15	25,004,610.	24,365,280.	27,304,213.	
14 Land, buildings, and equipment basis ▶ 4,305,233.				
Less accumulated depreciation STMT 16 ▶ 985,738.	3,375,136.	3,319,495.	0.	
15 Other assets (describe ▶ STATEMENT 17)	17,142,566.	18,859,730.	0.	
16 Total assets (to be completed by all filers)	53,585,289.	54,631,412.	51,648,160.	
Liabilities	17 Accounts payable and accrued expenses	12,119.	11,044.	
	18 Grants payable	1,938,770.	1,799,363.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 18)	110,639.	20,372.	
23 Total liabilities (add lines 17 through 22)	2,061,528.	1,830,779.		
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	44,772,662.	45,810,150.	
	25 Temporarily restricted			
	26 Permanently restricted	6,751,099.	6,990,483.	
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	51,523,761.	52,800,633.		
31 Total liabilities and net assets/fund balances	53,585,289.	54,631,412.		

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	51,523,761.
2 Enter amount from Part I, line 27a	2	1,370,758.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	52,894,519.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	93,886.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	52,800,633.

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				
b SEE ATTACHED STATEMENT				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			627,372.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			627,372.

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	627,372.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	2,426,980.	52,333,389.	.046375
2010	2,271,406.	51,279,518.	.044295
2009	2,285,719.	49,194,386.	.046463
2008	4,998,544.	53,789,947.	.092927
2007	2,650,591.	57,537,532.	.046067

2 Total of line 1, column (d)	2	.276127
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	.055225
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	51,089,064.
5 Multiply line 4 by line 3	5	2,821,394.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,686.
7 Add lines 5 and 6	7	2,831,080.
8 Enter qualifying distributions from Part XII, line 4	8	2,275,339.

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)		1	19,372.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	19,372.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	19,372.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		390.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		19,762.
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	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ GA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► THE FOUNDATION Telephone no ► (706) 884-7348 Located at ► 209 BROOME STREET, P.O. BOX 790, LAGRANGE, GA ZIP+4 ► 30241			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Form 990-PF (2012)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☒ Yes ☐ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

X

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

6b

X

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

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

7b

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

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 19		0.	0.	0.

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

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

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

▶ 0

Form 990-PF (2012)

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	27,460,730.
b	Average of monthly cash balances	1b	308,817.
c	Fair market value of all other assets	1c	24,097,523.
d	Total (add lines 1a, b, and c)	1d	51,867,070.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	51,867,070.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	778,006.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	51,089,064.
6	Minimum investment return. Enter 5% of line 5	6	2,554,453.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	2,554,453.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	19,372.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	19,372.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,535,081.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,535,081.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,535,081.

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	2,275,339.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,275,339.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,275,339.

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

Form 990-PF (2012)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,535,081.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008	1,935,129.			
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	1,935,129.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 2,275,339.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				2,275,339.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	259,742.			259,742.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,675,387.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,675,387.			
10 Analysis of line 9				
a Excess from 2008	1,675,387.			
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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				
AUBURN UNIVERSITY FOUNDATION AUBURN, AL	N/A	PUBLIC CHARITY	SCHOLARSHIP FUND	40,736.
CHILDREN'S HEALTHCARE FOUNDATION OF ATLANTA, INC. ATLANTA, GA	N/A	PUBLIC CHARITY	OPERATIONS	500.
FIRST BAPTIST CHURCH OF LAGRANGE, GA, INC. LAGRANGE, GA	N/A	PUBLIC CHARITY	MISSIONARY OPERATIONS	1,500.
TROUP COUNTY BAPTIST ASSOCIATION LAGRANGE, GA	N/A	PUBLIC CHARITY	OPERATIONS	5,000.
UNITED WAY OF WEST GEORGIA, INC. LAGRANGE, GA	N/A	PUBLIC CHARITY	FUND DRIVE	30,000.
Total SEE CONTINUATION SHEET(S)				3a 1,073,217.
b Approved for future payment				
AUBURN UNIVERSITY FOUNDATION AUBURN, AL	N/A	PUBLIC CHARITY	SCHOLARSHIP FUND	241,057.
FIRST BAPTIST CHURCH OF LAGRANGE, GA, INC. LAGRANGE, GA	N/A	PUBLIC CHARITY	PERMANENT IMPROVEMENTS	5,000.
GEORGIA TECH ALUMNI ASSOCIATION ATLANTA, GA	N/A	PUBLIC CHARITY	SCHOLARSHIP FUND	21,100.
Total SEE CONTINUATION SHEET(S)				3b 1,799,363.

FULLER E. CALLAWAY FOUNDATION

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	CREDIT SUISSE MANAGED INVESTMENT ACCTS (NET) - ST	P	VARIOUS	VARIOUS
b	SUNTRUST FIXED INCOME MANAGED INVESTMENT ACCT (NE	P	VARIOUS	VARIOUS
c	SUNTRUST CORE MANAGED INVESTMENT ACCT (NET) - STM	P	VARIOUS	VARIOUS
d	SUNTRUST CORE MISC MANAGED INVESTMENT ACCT (NET)	P	VARIOUS	VARIOUS
e	SUNTRUST INT'L MANAGED INVESTMENT ACCT (NET) - ST	P	VARIOUS	VARIOUS
f	SUNTRUST LIGHTHOUSE MANAGED INVESTMENT ACCT (NET)	P	VARIOUS	VARIOUS
g	TTP FUND II LP	P	VARIOUS	VARIOUS
h				
i				
j				
k				
l				
m				
n				
o				

(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			41,232.
b			122,851.
c			127,942.
d			540,953.
e			<144,933.>
f			7,025.
g			<67,698.>
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			41,232.
b			122,851.
c			127,942.
d			540,953.
e			<144,933.>
f			7,025.
g			<67,698.>
h			
i			
j			
k			
l			
m			
n			
o			

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	627,372.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

3 Grants and Contributions Paid During the Year (Continuation)

223631
05-01-12

3 Grants and Contributions Approved for Future Payment (Continuation)

223635
05-01-12

16

240515 797551 FECF 2012.03050 FULLER E. CALLAWAY FOUNDATI FECF 01

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

<u>SOURCE</u>	<u>AMOUNT</u>
BANK ACCOUNTS	375.
CREDIT SUISSE/HORIZON ACCOUNT	3.
SUNTRUST FIXED INCOME ACCOUNT	125,649.
SUNTRUST SPENDING ACCOUNT	2.
TTV TTP FUND II	966.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	126,995.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	2
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
CREDIT SUISSE/HORIZON ACCOUNT	21,790.	0.	21,790.	
SUNTRUST CORE ACCOUNT	69,967.	0.	69,967.	
SUNTRUST CORE MISC ACCOUNT	329,884.	0.	329,884.	
SUNTRUST FIXED INCOME ACCOUNT	21,612.	0.	21,612.	
SUNTRUST INT'L ACCOUNT	57,113.	0.	57,113.	
SUNTRUST LIGHTHOUSE ACCOUNT	6.	0.	6.	
SUNTRUST SPENDING ACCOUNT	22.	0.	22.	
TOTAL TO FM 990-PF, PART I, LN 4	500,394.	0.	500,394.	

FORM 990-PF

RENTAL INCOME

STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
VARIOUS	1	109,311.
TOTAL TO FORM 990-PF, PART I, LINE 5A		109,311.

FORM 990-PF

RENTAL EXPENSES

STATEMENT

4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION EXPENSE		1,762.	
MAINTENANCE EXPENSE		1,500.	
PROPERTY TAXES		17,315.	
- SUBTOTAL -	1		20,577.
TOTAL RENTAL EXPENSES			20,577.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			88,734.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 5

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CREDIT SUISSE MANAGED INVESTMENT ACCTS (NET) - STMT ATTACHED	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	41,232.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
SUNTRUST FIXED INCOME MANAGED INVESTMENT ACCT (NET) - STMT ATTACHED	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	122,851.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
SUNTRUST CORE MANAGED INVESTMENT ACCT (NET) - STMT ATTACHED	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	127,942.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SUNTRUST CORE MISC MANAGED INVESTMENT ACCT (NET) - STMT ATTACHED	0.	0.	0.	0.	540,953.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SUNTRUST INT'L MANAGED INVESTMENT ACCT (NET) - STMT ATTACHED	0.	0.	0.	0.	<144,933.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SUNTRUST LIGHTHOUSE MANAGED INVESTMENT ACCT (NET) - STMT ATTACHED	0.	0.	0.	0.	7,025.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD	
		PURCHASED		VARIOUS		VARIOUS	
TTP FUND II LP							
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS			
0.	0.	0.	0.	<67,698.>			

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
NET UNREALIZED GAIN/LOSS ON INVESTMENTS			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	1,909,103.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
OTHER NON-TAXABLE GAINS			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	796,496.	

NET GAIN OR LOSS FROM SALE OF ASSETS	3,332,971.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	3,332,971.

FORM 990-PF

INCOME AND COST OF GOODS SOLD
INCLUDED ON PART I, LINE 10

STATEMENT 6

INCOME

1. GROSS RECEIPTS	97,212	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		97,212
4. COST OF GOODS SOLD (LINE 15)		
5. GROSS PROFIT (LINE 3 LESS LINE 4)		97,212
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		97,212

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR	
9. MERCHANDISE PURCHASED	
10. COST OF LABOR	
11. MATERIALS AND SUPPLIES	
12. OTHER COSTS	
13. ADD LINES 8 THROUGH 12	
14. INVENTORY AT END OF YEAR	
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14)	

FORM 990-PF

LEGAL FEES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WALLACE, MORRISON, & CASTEEL	1,030.	95.	0.	935.
WILLIS, MCKENZIE	816.	697.	0.	119.
TO FM 990-PF, PG 1, LN 16A	1,846.	792.	0.	1,054.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GAY & JOSEPH	12,800.	6,400.	0.	6,400.
TO FORM 990-PF, PG 1, LN 16B	12,800.	6,400.	0.	6,400.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SUNTRUST BANKS, INC.	29,339.	29,339.	0.	0.
CREDIT SUISSE/HORIZON ASSET MANAGEMENT	10,991.	10,991.	0.	0.
TTV TTP FUND II	10,619.	10,619.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	50,949.	50,949.	0.	0.

FORM 990-PF	TAXES			STATEMENT 10
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROPERTY AND INVESTMENT TAXES	141,323.	141,185.	0.	138.
PAYROLL TAXES	42,182.	0.	0.	42,182.
FEDERAL EXCISE TAXES	14,550.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	198,055.	141,185.	0.	42,320.

FORM 990-PF

OTHER EXPENSES

STATEMENT 11

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FORESTRY EXPENSE	102,338.	0.	0.	0.
INSURANCE EXPENSE	67,960.	31,388.	0.	36,572.
GENERAL EXPENSE	351,620.	153,264.	0.	198,356.
MAINTENANCE EXPENSE	96,596.	2,876.	0.	93,720.
GARDEN SUPPLIES	23,135.	0.	0.	23,135.
HEALTH & LIFE INSURANCE EXPENSE	152,516.	0.	0.	152,516.
MARKETING EXPENSE	53,619.	0.	0.	53,619.
STAFF DEVELOPMENT	3,493.	0.	0.	3,493.
GIFT SHOP EXPENSES	13,805.	0.	0.	13,805.
HILLS & DALES ESTATE-DIRECT CAPITAL EXPENDITURES-MAIN HOUSE RENOVATIONS	4,496.	0.	0.	4,496.
HILLS & DALES ESTATE-DIRECT CAPITAL EXPENDITURES-GENERAL UTILITIES	29,942. 70,667.	0. 0.	0. 0.	29,942. 70,667.
TO FORM 990-PF, PG 1, LN 23	970,187.	187,528.	0.	680,321.

FOOTNOTES

STATEMENT 12

FULLER E. CALLAWAY FOUNDATION RECEIVED A GRANT FROM CALLAWAY FOUNDATION, INC. IN THE AMOUNT OF \$3,000,000. GRANT DATE WAS 3/18/09. CALLAWAY FOUNDATION, INC. IS ADMINISTERING THE GRANT UNDER AN EXPENDITURE RESPONSIBILITY AGREEMENT WITH FULLER E. CALLAWAY FOUNDATION.

PURPOSE OF GRANT: THE RESTORATION OF THE SECOND AND THIRD FLOORS AND MECHANICAL SYSTEM UPGRADES OF THE HISTORIC FULLER E. CALLAWAY FAMILY HOME AT HILLS AND DALES ESTATE. HILLS AND DALES ESTATE IS OWNED BY FULLER E. CALLAWAY FOUNDATION AND OPERATED FOR THE EDUCATION AND ENRICHMENT OF OF THE PUBLIC.

TOTAL GRANT AMOUNT EXPENDED IN 2012 WAS \$4,496 CONTRIBUTION IS INCLUDED ON PART I, LINE 1 & EXPENDITURE IS SHOWN ON PART 1, LINE 23. DETAIL OF LINE 23 IS SHOWN IN STATEMENT 11.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	13
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DESCRIPTIONAMOUNT

CORRECTION TO PRIOR YEAR BEGINNING NET ASSETS

93,886.

TOTAL TO FORM 990-PF, PART III, LINE 5

93,886.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 14

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
238 MAIN STREET, AMERICAN RED CROSS	7,000.	7,000.	0.
238 MAIN STREET, LAND	3,000.	0.	3,000.
238 MAIN STREET, IMPROVEMENTS	99,053.	99,053.	0.
238 MAIN STREET, IMPROVEMENTS	41,456.	41,456.	0.
238 MAIN STREET, HEATING AND AIR COND. IMP.	2,577.	2,577.	0.
238 MAIN STREET, HEATING AND AIR COND. IMP.	3,165.	3,165.	0.
CORNER BULL AND BROOME ST, LAND	22,840.	0.	22,840.
CORNER BULL AND BROOME ST, LAND	34,760.	0.	34,760.
232 MAIN STREET, LOY'S OFFICE FURNITURE	21,112.	21,112.	0.
232 MAIN STREET, LAND	7,170.	0.	7,170.
232 MAIN STREET, ALTERATIONS	5,655.	5,655.	0.
232 MAIN STREET, NEW ROOF	7,800.	7,800.	0.
232 MAIN STREET, INSULATION	1,266.	1,266.	0.
232 MAIN STREET, AIR CONDITIONING-HEATING	4,280.	4,280.	0.
232 MAIN STREET, AIR CONDITIONING-HEATING	3,708.	3,708.	0.
232 MAIN STREET, IMPROVEMENTS-NEW FRONT	16,983.	16,983.	0.
232 MAIN STREET, IMPROVEMENTS-RENOVATION	126,810.	126,810.	0.
232 MAIN STREET, NEW ROOF	33,040.	33,040.	0.
FARM EQUIPMENT, VARIOUS ITEMS	3,136.	3,136.	0.
FARM TRACTOR	4,668.	4,668.	0.
BUSH HOG	613.	613.	0.
BUSH HOG - MODEL SQ60R4	683.	683.	0.
HARROW	463.	463.	0.
TOP FOR TRACTOR	440.	440.	0.
GMC TRUCK	11,863.	11,863.	0.
OTHER INVESTMENT PROPERTY	7,427,338.	0.	7,427,338.
238 MAIN STREET, NEW ROOF	12,298.	12,298.	0.
238 MAIN STREET, NEW ROOF	6,775.	6,268.	507.
CORNER BULL AND BROOME ST, ADJ FOR DEMOLITION	1,034.	0.	1,034.
CORNER BULL AND BROOME ST, DEMOLITION COSTS	93,395.	0.	93,395.
RENOVATED PARKING	170,313.	0.	170,313.
238 MAIN STREET, IMPROVEMENTS	24,080.	2,315.	21,765.
2009 FORD F-150 TRUCK	25,919.	18,144.	7,775.
238 MAIN STREET, NEW HVAC UNIT	4,667.	1,167.	3,500.
JOHN DEERE Z930A COMM ZTRAK	11,021.	1,653.	9,368.
TOTAL TO FM 990-PF, PART II, LN 11	8,240,381.	437,616.	7,802,765.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	15
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CREDIT SUISSE/HORIZON ASSET (STMT ATTACHED)	COST	1,032,968.	1,230,088.
SUNTRUST FIXED INCOME (STMT ATTACHED)	COST	4,815,007.	4,953,657.
SUNTRUST CORE EQUITIES (STMT ATTACHED)	COST	996,492.	1,167,313.
SUNTRUST CORE MISC (STMT ATTACHED)	COST	12,280,122.	13,535,746.
SUNTRUST INTL EQUITIES (STMT ATTACHED)	COST	2,911,419.	3,113,299.
SUNTRUST LIGHTHOUSE FUNDS (STMT ATTACHED)	COST	1,877,051.	2,854,315.
TTV - TTP FUND II	COST	452,221.	449,795.
TOTAL TO FORM 990-PF, PART II, LINE 13		24,365,280.	27,304,213.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 16

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FIVE POINTS PARKING LOT	20,000.	20,000.	0.
FIVE POINTS PARKING LOT, LAND	46,858.	0.	46,858.
1200 VERNON ROAD, HILLS AND DALES	2,170,000.	778,974.	1,391,026.
1200 VERNON ROAD, LAND	680,000.	0.	680,000.
1200 VERNON ROAD, HOUSEHOLD FURNISHINGS	186,764.	186,764.	0.
CARTER STREET, LAND	300,000.	0.	300,000.
CARTER STREET, LAND	417,613.	0.	417,613.
FIVE POINTS PARKING LOT RENOVATIONS	483,998.	0.	483,998.
TOTAL TO FM 990-PF, PART II, LN 14	4,305,233.	985,738.	3,319,495.

FORM 990-PF	OTHER ASSETS		STATEMENT 17
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ADJUSTMENT TO FMV	17,122,251.	18,854,883.	0.
GRANT RECEIVABLE	4,603.	3,971.	0.
PREPAID INSURANCE	15,712.	876.	0.
TO FORM 990-PF, PART II, LINE 15	17,142,566.	18,859,730.	0.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 18
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
RES FOR EXCISE TAX	109,739.	19,372.
SECURITY DEPOSITS	900.	1,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	110,639.	20,372.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 19

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
H. SPEER BURDETTE, III 209 BROOME STREET LAGRANGE, GA 30240	* PRES. & GEN. MGR. 7.00	0.	0.	0.
D. RAY MCKENZIE, JR. 209 BROOME STREET LAGRANGE, GA 30240	VICE PRESIDENT 1.00	0.	0.	0.
ESTHER S. RAINEY 209 BROOME STREET LAGRANGE, GA 30240	* SECRETARY & TREASURER 6.00	0.	0.	0.
JANE ALICE CRAIG 209 BROOME STREET LAGRANGE, GA 30240	TRUSTEE 1.00	0.	0.	0.
ELLEN H. HARRIS 209 BROOME STREET LAGRANGE, GA 30240	TRUSTEE 1.00	0.	0.	0.
CHARLES D. HUDSON, JR. 209 BROOME STREET LAGRANGE, GA 30240	TRUSTEE 1.00	0.	0.	0.
IDA H. RUSSELL 209 BROOME STREET LAGRANGE, GA 30240	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

* H. Speer Burdette, III, President and General Manager of Fuller E. Callaway Foundation (FECF) during 2012, also served as President of Charitable Services Company (CSC), a services company that provides various administrative and record-keeping services for FECF and other entities. Esther S. Rainey, Secretary and Treasurer of FECF, is also Vice President, Secretary, and Treasurer of CSC. Total compensation paid by CSC to H. Speer Burdette, III and Esther S. Rainey for 2012 was \$201,340 and \$106,300 respectively. Of such amounts, 23.20% was allocated to FECF based on ratio of revenues CSC received from FECF to revenues received from all sources for services rendered.

CSC has a 401K profit sharing plan for its current employees. The company contributed 15% to each employee during 2012. This amount for H. Speer Burdette, III was \$30,201 and for Esther S. Rainey was \$15,945.

Payments by FECF to CSC for services rendered are reported by FECF as part of other expenses on line 23, page 1 of Form 990-PF.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 20

ACTIVITY ONE

INDIVIDUAL AND GROUP TOURS AND GROUP FUNCTIONS WERE HELD DURING THE YEAR AT THE 1916 MUSEUM HOME, HILLS AND DALES, AND PUBLIC GARDEN, THE 5 1/2 ACRE HISTORIC FERRELL GARDENS WHICH WERE BEGUN IN 1841. AS REPORTED ON FORM 990-PF FOR 1999, THESE TWO FACILITIES ARE NOW OPERATED AND MAINTAINED AS A MUSEUM AND PUBLIC GARDEN OPEN FOR THE INSTRUCTION OF THE INTERESTED PUBLIC. THE PROPERTIES WERE RECEIVED UNDER THE WILLS OF FULLER E.CALLAWAY, JR. AND ALICE HAND CALLAWAY AT THE END OF 1998.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

0.

FORM 990-PF

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

STATEMENT 21

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

H. SPEER BURDETTE, III, GENERAL MANAGER, (706) 884-7348
209 BROOME STREET, P.O. BOX 790
LAGRANGE, GA 30241

FORM AND CONTENT OF APPLICATIONS

THE FOUNDATION HAS GRANT APPLICATION GUIDELINES WHICH SHOULD BE FOLLOWED. THIS DOCUMENT CAN BE OBTAINED AT WWW.CALLAWAYFOUNDATION.ORG ON THE GRANT POLICIES PAGE. APPLICATIONS FOR COLLEGE SCHOLARSHIPS UNDER THE HATTON LOVEJOY SCHOLARSHIP PLAN SHOULD BE SUBMITTED ON THE FORM ATTACHED AND INCLUDE THE INFORMATION AND MATERIAL AS SET FORTH ON SAID FORM. APPLICATIONS FOR GRADUATE STUDIES SCHOLARSHIPS UNDER THE HATTON LOVEJOY GRADUATE STUDIES FUND SHOULD BE SUBMITTED ON THE FORM ATTACHED AND INCLUDE THE INFORMATION AND MATERIAL AS SET FORTH ON SAID FORM.

ANY SUBMISSION DEADLINES

GRANT REQUESTS SHOULD BE RECEIVED BY MARCH 31, APRIL 30, JULY 31, OR OCTOBER 31 TO BE CONSIDERED.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE PRESENT PROGRAM OF GRANTS IS LARGELY CONFINED TO LAGRANGE AND TROUP COUNTY, GEORGIA. THE HATTON LOVEJOY SCHOLARSHIP PROGRAM AWARDS COLLEGE SCHOLARSHIPS TO WORTHY HIGH SCHOOL STUDENTS, WHO ARE RESIDENTS OF TROUP COUNTY, GEORGIA. THE HATTON LOVEJOY GRADUATE STUDIES FUND AWARDS SCHOLARSHIPS TO STUDENTS FOR GRADUATE SCHOOL. FIRST PREFERENCE IS GIVEN TO CHILDREN OF FORMER EMPLOYEES OF CALLAWAY MILLS WHO GRADUATED FROM HIGH SCHOOL IN TROUP COUNTY, GA AND CURRENTLY LIVE IN TROUP COUNTY, GA. SECOND PREFERENCE IS GIVEN TO THOSE WHO CURRENTLY LIVE IN TROUP COUNTY, GA WHO GRADUATED FROM HIGH SCHOOL IN TROUP COUNTY, GA. THIRD PREFERENCE IS GIVEN TO THOSE WHO HAVE BEEN EMPLOYED OR LIVED IN TROUP COUNTY, GA FOR THE LAST FIVE YEARS OR MORE AND CAN DEMONSTRATE A LIKELIHOOD OF EMPLOYMENT IN TROUP COUNTY AFTER COMPLETION OF THE DEGREE.

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	238 MAIN STREET, AMERICAN RED CROSS	061518	SL	40.00	16	7,000.			7,000.	7,000.		0.
2	238 MAIN STREET, LAND	061518	SL			3,000.			3,000.			0.
3	238 MAIN STREET, IMPROVEMENTS	061581	SL	20.00	16	99,053.			99,053.	99,053.		0.
4	238 MAIN STREET, IMPROVEMENTS	061588	SL	20.00	16	41,456.			41,456.	41,456.		0.
5	238 MAIN STREET, HEATING AND AIR COND	061590	SL	10.00	16	2,577.			2,577.	2,577.		0.
6	238 MAIN STREET, HEATING AND AIR COND	061597	SL	10.00	16	3,165.			3,165.	3,165.		0.
7	CORNER BULL AND BROOME ST, LAND	061554	L			22,840.			22,840.			0.
8	CORNER BULL AND BROOME ST, LAND	061583	L			34,760.			34,760.			0.
9	232 MAIN STREET, LOY'S OFFICE FURNIT	061538	SL	40.00	16	21,112.			21,112.	21,112.		0.
10	232 MAIN STREET, LAND	061538	L			7,170.			7,170.			0.
11	232 MAIN STREET, ALTERATIONS	061542	SL	40.00	16	5,655.			5,655.	5,655.		0.
12	232 MAIN STREET, NEW ROOF	061570	SL	9.00	16	7,800.			7,800.	7,800.		0.
13	232 MAIN STREET, INSULATION	061578	SL	10.00	16	1,266.			1,266.	1,266.		0.
14	232 MAIN STREET, AIR CONDITIONING-HE	061579	SL	10.00	16	4,280.			4,280.	4,280.		0.
15	232 MAIN STREET, AIR CONDITIONING-HE	061584	SL	10.00	16	3,708.			3,708.	3,708.		0.
16	232 MAIN STREET, IMPROVEMENTS-NEW FR	061584	SL	10.00	16	16,983.			16,983.	16,983.		0.
17	232 MAIN STREET, IMPROVEMENTS-RENOVA	061591	SL	20.00	16	126,810.			126,810.	126,810.		0.
18	232 MAIN STREET, NEW ROOF	061592	SL	10.00	16	33,040.			33,040.	33,040.		0.

228102
05-01-12

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Base For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
19	FARM EQUIPMENT, VARIOUS ITEMS	VARIES	SL	5.00	16	3,136.			3,136.	3,136.		0.
20	FARM TRACTOR	061570	SL	5.00	16	4,668.			4,668.	4,668.		0.
21	BUSH HOG	061571	SL	5.00	16	613.			613.	613.		0.
22	BUSH HOG - MODEL SQ60R4	061589	SL	5.00	16	683.			683.	683.		0.
23	HARROW	061572	SL	5.00	16	463.			463.	463.		0.
24	TOP FOR TRACTOR	061574	SL	5.00	16	440.			440.	440.		0.
25	CMC TRUCK	061591	SL	5.00	16	11,863.			11,863.	11,863.		0.
26	FIVE POINTS PARKING LOT	061567	SL	20.00	16	20,000.			20,000.	20,000.		0.
27	FIVE POINTS PARKING LOT, LAND	061567	L			46,858.			46,858.			0.
28	1200 VERNON ROAD, HILLS AND DALES	061598	SL	39.00	16	2,170,000.			2,170,000.	723,333.		55,641.
29	1200 VERNON ROAD, LAND	061598	L			680,000.			680,000.			0.
30	1200 VERNON ROAD, HOUSEHOLD FURNISHINGS	061598	SL	10.00	16	186,764.			186,764.	186,764.		0.
31	OTHER INVESTMENT PROPERTY	VARIES	SL			7,427,338.			7,427,338.			0.
32	238 MAIN STREET, NEW ROOF	090401	SL	10.00	16	12,298.			12,298.	12,298.		0.
33	CARTER STREET, LAND	093001	L			300,000.			300,000.			0.
34	238 MAIN STREET, NEW ROOF	101403	SL	10.00	16	6,775.			6,775.	5,590.		678.
35	CORNER BULL AND BROOME ST, ADJ FOR	123104	L			1,034.			1,034.			0.
36	CORNER BULL AND BROOME ST, DEMOLITION	123104	L			93,395.			93,395.			0.

228102
05-01-12

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
37	CARTER STREET, LAND	010204L				417,613.			417,613.			0.
38	RENOVATED PARKING	061505L				170,313.			170,313.			0.
39	FIVE POINTS PARKING	061506L				483,998.			483,998.			0.
40	LOT RENOVATIONS	052109SL		39.00	16	24,080.			24,080.	1,698.		617.
41	238 MAIN STREET, 2009 FORD F-150 TRUCK	072809SL		5.00	16	25,919.			25,919.	12,960.		5,184.
42	NEW HVAC UNIT	081310SL		10.00	16	4,667.			4,667.	700.		457.
43	JOHN DEERE Z930A COMM ZTRAK	061312SL		5.00	16	11,021.			11,021.			1,653.
	* TOTAL 990-PF PG 1 DEPR					12,545,614.		0.	12,545,614.	1,359,114.	0.	64,240.

228102
05-01-12

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

Closing Date	Opening Date	Description	Quantity	Cash Proceeds	Tax Cost	Realized G/L
12/18/2012	2/29/2012	LENNAR CORP CL A COM STK	169	6,687.72	3,976.86	2,710.86
12/12/2012	4/5/2011	GREENLIGHT CAPITAL RE LTD CL A ISIN#KYG4095J1094	57	1,285.40	1,613.59	(328.19)
12/12/2012	10/22/2010	GREENLIGHT CAPITAL RE LTD CL A ISIN#KYG4095J1094	24	541.22	671.40	(130.18)
12/11/2012	10/22/2010	GREENLIGHT CAPITAL RE LTD CL A ISIN#KYG4095J1094	8	179.34	223.80	(44.46)
12/11/2012	10/21/2010	GREENLIGHT CAPITAL RE LTD CL A ISIN#KYG4095J1094	59	1,322.69	1,656.07	(333.38)
12/11/2012	10/20/2010	GREENLIGHT CAPITAL RE LTD CL A ISIN#KYG4095J1094	21	470.79	588.24	(117.45)
12/11/2012	10/19/2010	GREENLIGHT CAPITAL RE LTD CL A ISIN#KYG4095J1094	2	44.84	55.43	(10.59)
12/10/2012	10/19/2010	GREENLIGHT CAPITAL RE LTD CL A ISIN#KYG4095J1094	48	1,076.98	1,330.31	(253.33)
12/10/2012	6/22/2010	GREENLIGHT CAPITAL RE LTD CL A ISIN#KYG4095J1094	19	426.30	503.98	(77.68)
11/26/2012	6/22/2010	JARDEN CORP COM	51	2,668.33	1,523.68	1,144.65
11/26/2012	3/9/2010	JARDEN CORP COM	58	3,034.57	2,009.53	1,025.04
11/23/2012	3/9/2010	JARDEN CORP COM	150	7,911.59	5,197.05	2,714.54
11/21/2012	2/19/2009	CME GROUP INC COM	104	5,649.17	3,827.65	1,821.52
11/15/2012	6/22/2010	GREENLIGHT CAPITAL RE LTD CL A ISIN#KYG4095J1094	20	450.19	530.51	(80.32)
11/15/2012	6/21/2010	GREENLIGHT CAPITAL RE LTD CL A ISIN#KYG4095J1094	88	1,980.83	2,311.26	(330.43)
11/14/2012	6/21/2010	GREENLIGHT CAPITAL RE LTD CL A ISIN#KYG4095J1094	43	980.83	1,129.36	(148.53)
11/14/2012	4/21/2010	GREENLIGHT CAPITAL RE LTD CL A ISIN#KYG4095J1094	40	912.39	1,066.50	(154.11)
11/14/2012	4/19/2010	GREENLIGHT CAPITAL RE LTD CL A ISIN#KYG4095J1094	39	889.58	1,021.79	(132.21)
11/13/2012	11/13/2012	SEARS CDA INC COM ISIN#CA81234D1096	0.921	11.33	10.77	0.56
11/7/2012	6/15/2009	VORNADO RLTY TR SBI	2	157.91	96.20	61.71
11/7/2012	3/24/2009	VORNADO RLTY TR SBI	112	8,842.86	4,099.47	4,743.39
11/6/2012	2/25/2009	MASTERCARD INC CL A COM	14	6,581.54	2,290.30	4,291.24
10/24/2012	8/5/2005	WESTERNZAGROS RES LTD COM ISIN#CA9600081009	598	776.95	1,309.88	(532.93)
10/24/2012	2/19/2009	CME GROUP INC COM	70	3,970.15	2,576.30	1,393.85
10/23/2012	2/25/2009	MASTERCARD INC CL A COM	13	5,969.60	2,126.70	3,842.90
10/3/2012	6/21/2010	LIBERTY MEDIA CORP NEW SER A STARZ LIBERTY CAP	9.464	814.32	297.09	517.23
10/3/2012	6/8/2010	LIBERTY MEDIA CORP NEW SER A STARZ LIBERTY CAP	25	2,701.55	982.68	1,718.87
10/3/2012	6/7/2010	LIBERTY MEDIA CORP NEW SER A STARZ LIBERTY CAP	83.536	9,235.43	3,782.43	5,453.00
10/2/2012	3/24/2009	VORNADO RLTY TR SBI	83	6,665.07	3,038.00	3,627.07
9/11/2012	2/25/2009	MASTERCARD INC CL A COM	14	6,218.67	2,290.29	3,928.38

Account: Credit Suisse/Horizon Asset Management

58-0566148

Dates: 01/01/2012 to 12/31/2012

Schedule for Part IV - Capital Gains and Losses

Closing Date	Opening Date	Description	Quantity	Cash Proceeds	Tax Cost	Realized G/L
8/28/2012	2/25/2009	MASTERCARD INC CL A COM	1	424.52	163.59	260.93
8/28/2012	7/23/2008	MASTERCARD INC CL A COM	13	5,518.75	3,566.23	1,952.52
8/24/2012	4/19/2010	GREENLIGHT CAPITAL RE LTD CL A ISIN#KYG4095J1094	11	264.03	288.20	(24.17)
8/24/2012	3/17/2010	GREENLIGHT CAPITAL RE LTD CL A ISIN#KYG4095J1094	56	1,344.16	1,421.94	(77.78)
8/24/2012	3/16/2010	GREENLIGHT CAPITAL RE LTD CL A ISIN#KYG4095J1094	40	960.11	1,000.64	(40.53)
8/24/2012	11/9/2006	NYSE EURONEXT COM	222.46	5,607.53	25,036.31	(19,428.78)
8/24/2012	9/13/2005	NYSE EURONEXT COM	100	2,520.69	3,809.92	(1,289.23)
8/24/2012	9/7/2005	NYSE EURONEXT COM	103.54	2,609.92	3,899.59	(1,289.67)
8/15/2012	6/7/2012	LIBERTY INTERACTIVE CORP VENTURE COM SER A	0.25	10.86	0.00	10.86
6/20/2012	7/23/2008	MASTERCARD INC CL A COM	10	4,252.33	2,743.25	1,509.08
6/20/2012	2/1/2012	GENERAL GROWTH PPTYS INC NEW COM	326	5,647.07	5,146.17	500.90
6/11/2012	11/10/2010	FRANCO NEV CORP COM ISIN#CA3518581051	51	2,235.41	1,677.53	557.88
6/11/2012	11/4/2010	FRANCO NEV CORP COM ISIN#CA3518581051	81	3,550.37	2,771.35	779.02
6/6/2012	9/7/2005	NYSE EURONEXT COM	96.46	2,362.88	3,632.94	(1,270.06)
6/6/2012	8/5/2005	NYSE EURONEXT COM	101.54	2,487.31	3,970.50	(1,483.19)
6/6/2012	7/23/2008	MASTERCARD INC CL A COM	12	5,011.32	3,291.91	1,719.41
5/16/2012	10/22/2010	FOREST CITY ENTERPRISES INC CL A	135	1,975.08	1,948.87	26.21
5/16/2012	8/19/2010	FOREST CITY ENTERPRISES INC CL A	187	2,735.84	2,166.79	569.05
5/1/2012	7/23/2008	MASTERCARD INC CL A COM	9	4,158.65	2,468.93	1,689.72
4/26/2012	5/8/2009	MARKET VECTORS ETF TR GAMING ETF	73	2,660.18	1,622.79	1,037.39
4/26/2012	4/29/2009	MARKET VECTORS ETF TR GAMING ETF	76	2,769.51	1,472.88	1,296.63
4/26/2012	10/30/2009	GRUPO TELEvisa SA DE CV SPON ADR REPSTG ORD	400	8,108.48	8,055.84	52.64
4/18/2012	5/31/2001	MIRANT CORP LIQUIDATION	0	153.06	466.98	(313.92)
4/10/2012	10/30/2009	GRUPO TELEvisa SA DE CV SPON ADR REPSTG ORD	267	5,461.81	5,377.28	84.53
2/29/2012	6/7/2010	LIBERTY MEDIA CORP NEW LIBERTY CAP COM	76	6,783.62	2,996.23	3,787.39
3/8/2012	10/30/2009	GRUPO TELEvisa SA DE CV SPON ADR REPSTG ORD	251	5,169.45	5,055.04	114.41
3/7/2012	11/4/2010	FRANCO NEV CORP COM ISIN#CA3518581051	54	2,267.38	1,847.57	419.81
3/7/2012	10/13/2010	FRANCO NEV CORP COM ISIN#CA3518581051	49	2,057.43	1,665.76	391.67
3/1/2012	5/22/2007	IMPERIAL OIL LTD COM	19	912.08	930.80	(18.72)
3/1/2012	6/13/2006	IMPERIAL OIL LTD COM	89	4,272.40	2,969.47	1,302.93

Fuller E. Callaway Foundation

Account: Credit Suisse/Horizon Asset Management

Dates: 01/01/2012 to 12/31/2012

Schedule for Part IV - Capital Gains and Losses

Page 3 of 4

Form 990-PF
58-0566148

Closing Date	Opening Date	Description	Quantity	Cash Proceeds	Tax Cost	Realized G/L
2/22/2012	4/29/2009	MARKET VECTORS ETF TR GAMING ETF	134	4,546.66	2,596.92	1,949.74
2/22/2012	3/13/2009	MARKET VECTORS ETF TR GAMING ETF	201	6,819.99	3,031.08	3,788.91
2/21/2012	8/5/2005	CNOOC LTD SPONSORED ADR ISIN#US1261321095	34	7,546.56	2,337.68	5,208.88
2/16/2012	5/24/2011	SWIRE PACIFIC LTD SPONS ADR REP 1 CLASS A SHARE	386	4,286.33	5,787.76	(1,501.43)
2/16/2012	5/5/2011	SWIRE PACIFIC LTD SPONS ADR REP 1 CLASS A SHARE	395	4,386.28	5,969.83	(1,583.55)
2/16/2012	3/18/2011	SWIRE PACIFIC LTD SPONS ADR REP 1 CLASS A SHARE	239	2,653.98	3,379.15	(725.17)
2/10/2012	10/13/2010	FRANCO NEV CORP COM ISIN#CA3518581051	47	2,042.61	1,597.76	444.85
2/9/2012	10/13/2010	FRANCO NEV CORP COM ISIN#CA3518581051	48	2,098.99	1,631.76	467.23
2/7/2012	8/5/2005	CNOOC LTD SPONSORED ADR ISIN#US1261321095	28	6,054.44	1,925.14	4,129.30
2/1/2012	8/19/2010	FOREST CITY ENTERPRISES INC CL A	140	1,842.37	1,622.19	220.18
2/1/2012	8/18/2010	FOREST CITY ENTERPRISES INC CL A	125	1,644.98	1,437.31	207.67
1/31/2012	3/18/2011	SWIRE PACIFIC LTD SPONS ADR REP 1 CLASS A SHARE	184	2,283.90	2,601.52	(317.62)
1/31/2012	2/10/2011	SWIRE PACIFIC LTD SPONS ADR REP 1 CLASS A SHARE	99	1,228.84	1,463.28	(234.44)
1/31/2012	8/18/2010	FOREST CITY ENTERPRISES INC CL A	13	170.99	149.48	21.51
1/31/2012	7/16/2010	FOREST CITY ENTERPRISES INC CL A	107	1,407.42	1,282.31	125.11
1/31/2012	7/15/2010	FOREST CITY ENTERPRISES INC CL A	76	999.66	927.01	72.65
1/31/2012		ADJUST BASIS		0.00	132.30	(132.30)
1/30/2012	2/10/2011	SWIRE PACIFIC LTD SPONS ADR REP 1 CLASS A SHARE	300	3,574.92	4,434.18	(859.26)
1/30/2012	1/28/2011	SWIRE PACIFIC LTD SPONS ADR REP 1 CLASS A SHARE	227	2,705.02	3,631.89	(926.87)
1/25/2012	8/5/2005	CNOOC LTD SPONSORED ADR	27	5,446.10	1,856.39	3,589.71
1/24/2012	10/30/2009	GRUPO TELEVISA SA DE CV SPON ADR REPSTG ORD	244	5,140.03	4,914.06	225.97
1/9/2012	1/28/2011	SWIRE PACIFIC LTD SPONS ADR REP 1 CLASS A SHARE	76	745.07	1,215.96	(470.89)
1/9/2012	1/18/2011	SWIRE PACIFIC LTD SPONS ADR REP 1 CLASS A SHARE	276	2,705.80	4,559.77	(1,853.97)
1/9/2012	10/13/2010	FRANCO NEV CORP COM ISIN#CA3518581051	10	399.05	339.95	59.10
1/9/2012	9/22/2010	FRANCO NEV CORP COM ISIN#CA3518581051	43	1,715.89	1,375.62	340.27
1/9/2012	9/21/2010	FRANCO NEV CORP COM ISIN#CA3518581051	5	199.52	160.05	39.47
1/9/2012	12/30/2011	ORCHARD SUPPLY HARDWARE STORES CASH IN LIEU		15.58	0.00	15.58
1/6/2012	9/21/2010	FRANCO NEV CORP COM ISIN#CA3518581051	60	2,385.71	1,920.66	465.05
1/6/2012	7/15/2010	FOREST CITY ENTERPRISES INC CL A	138	1,612.69	1,683.26	(70.57)
1/6/2012	5/7/2010	FOREST CITY ENTERPRISES INC CL A	256	2,991.67	3,602.56	(610.89)

Fuller E. Callaway Foundation

Account: Credit Suisse/Horizon Asset Management

Dates: 01/01/2012 to 12/31/2012

Schedule for Part IV - Capital Gains and Losses

Page 4 of 4

Form 990-PF
58-0566148

Closing Date	Opening Date	Description	Quantity	Cash Proceeds	Tax Cost	Realized G/L
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Total Gains/Losses for Credit Suisse Account - Part IV, Form 990 PF

\$ 41,232.17

Date	Description	Description 2	Cash Proceeds	Tax Cost	Gains/Losses	
					Long Term	Short Term
1/11/2012	SOLD 3,000 PAR VALUE OF	VEOLIA ENVIRONNEMENT 6.000% 6/01/18	3,317.19	(2,988.60)	328.59	-
1/13/2012	SOLD 8,000 PAR VALUE OF	VEOLIA ENVIRONNEMENT 6.000% 6/01/18	8,865.12	(7,969.60)	895.52	-
1/18/2012	SOLD 110,000 PAR VALUE OF	FHLMC GOLD TBA 15YR 3.000% 1/15/27	113,845.70	(111,664.84)	-	2,180.86
1/18/2012	SOLD 38,000 PAR VALUE OF	FHLMC GOLD TBA 15YR 3.000% 1/15/27	39,089.53	(39,062.81)	-	26.72
1/18/2012	SOLD 74,000 PAR VALUE OF	FHLMC GOLD TBA 15YR 3.000% 1/15/27	76,746.09	(74,867.19)	-	1,878.90
1/27/2012	SOLD 2,000 PAR VALUE OF	JPMORGAN CHASE & CO 6.300% 4/23/19	2,259.94	(2,229.44)	30.50	-
1/30/2012	SOLD 1,000 PAR VALUE OF	FAMILY DOLLAR STORES 5.000% 2/01/21	1,035.00	(994.94)	-	40.06
1/31/2012	SOLD 1,000 PAR VALUE OF	FAMILY DOLLAR STORES 5.000% 2/01/21	1,035.00	(994.94)	40.06	-
2/13/2012	SOLD 21,000 PAR VALUE OF	US TREAS 0.500% 10/15/14	21,093.45	(21,078.82)	-	14.63
2/16/2012	SOLD 110,000 PAR VALUE OF	FHLMC GOLD TBA 15YR 3.000% 2/15/27	114,288.28	(113,702.81)	-	585.47
2/16/2012	SOLD 36,000 PAR VALUE OF	FHLMC GOLD TBA 15YR 3.000% 2/15/27	37,372.50	(36,874.69)	-	497.81
2/16/2012	SOLD 38,000 PAR VALUE OF	FHLMC GOLD TBA 15YR 3.000% 2/15/27	39,563.05	(38,973.75)	-	589.30
2/16/2012	SOLD 74,000 PAR VALUE OF	FHLMC GOLD TBA 15YR 3.000% 2/15/27	77,058.28	(76,358.75)	-	699.53
2/17/2012	SOLD 265,000 PAR VALUE OF	US TREAS 2.000% 11/15/21	266,159.38	(265,544.64)	-	614.74
2/29/2012	MATURED 601,000 PAR VALUE OF	US TREAS 0.875% 2/29/12	601,000.00	(603,488.52)	-	(2,488.52)
3/15/2012	SOLD 36,000 PAR VALUE OF	FHLMC GOLD TBA 15YR 3.000% 3/15/27	37,282.50	(37,389.38)	-	(106.88)
3/15/2012	SOLD 38,000 PAR VALUE OF	FHLMC GOLD TBA 15YR 3.000% 3/15/27	39,359.69	(39,466.56)	-	(106.87)
3/15/2012	SOLD 74,000 PAR VALUE OF	FHLMC GOLD TBA 15YR 3.000% 3/15/27	76,876.17	(76,736.02)	-	140.15
3/26/2012	SOLD 138,000 PAR VALUE OF	US TREAS 0.500% 10/15/14	138,085.79	(138,481.05)	-	(395.26)
3/26/2012	SOLD 127,000 PAR VALUE OF	US TREAS 1.750% 5/31/16	131,454.50	(132,464.37)	-	(1,009.87)
3/26/2012	SOLD 14,000 PAR VALUE OF	US TREAS 1.750% 5/31/16	14,461.52	(14,714.27)	-	(252.75)
3/26/2012	SOLD 105,000 PAR VALUE OF	US TREAS 2.000% 2/15/22	102,829.86	(105,148.08)	-	(2,318.22)
3/26/2012	SOLD 25,000 PAR VALUE OF	US TREAS 3.375% 11/15/19	27,842.67	(26,072.27)	-	1,770.40
3/27/2012	SOLD 125,000 PAR VALUE OF	FNMA POOL #468958 3.644% 9/01/21	133,271.48	(125,214.84)	-	8,056.64
3/28/2012	SOLD 5,979.381 SHARES OF	RIDGEWORTH FD-SEIX HIGH YIELD #RGCL	58,000.00	(59,194.55)	(1,194.55)	-
3/29/2012	SOLD 5,000 PAR VALUE OF	FAMILY DOLLAR STORES 5.000% 2/01/21	5,207.40	(4,974.70)	232.70	-
3/30/2012	SOLD 14,000 PAR VALUE OF	FNMA POOL #469387 2.513% 10/01/18	14,356.56	(14,026.25)	-	330.31
3/30/2012	SOLD 45,000 PAR VALUE OF	US TREAS 1.750% 5/31/16	46,690.86	(46,698.20)	-	(7.34)
3/30/2012	SOLD 27,000 PAR VALUE OF	US TREAS 2.000% 2/15/22	26,528.45	(27,038.08)	-	(509.63)
4/9/2012	SOLD 50,084.2155 SHARES OF	RIDGEWORTH FD-SEIX HIGH YIELD #RGCL	484,314.37	(476,886.44)	(2,613.18)	10,041.11
4/9/2012	SOLD 323,000 PAR VALUE OF	US TREAS 0.500% 10/15/14	323,453.14	(323,631.61)	-	(178.47)
4/9/2012	SOLD 200,000 PAR VALUE OF	US TREAS 0.750% 5/31/12	200,187.50	(200,328.13)	-	(140.63)
4/17/2012	SOLD 110,000 PAR VALUE OF	FHLMC GOLD TBA 15YR 3.000% 4/15/27	113,678.13	(113,635.16)	-	42.97
4/19/2012	SOLD 4,000 PAR VALUE OF	PROGRESSIVE CORP 3.750% 8/23/21	4,285.24	(3,995.68)	-	289.56

Date	Description	Description 2	Cash Proceeds	Tax Cost	Gains/Losses	
					Long Term	Short Term
4/20/2012	PAID DOWN 198 09 PAR VALUE OF	GNMA II POOL #751387 4.743% 1/20/61	198.09	(205.89)	(7.80)	-
4/20/2012	SOLD 19,000 PAR VALUE OF	SANOFI-AVENTIS 4.000% 3/29/21	20,845.85	(18,805.44)	2,040.41	-
4/20/2012	SOLD 11,000 PAR VALUE OF	TOTAL CAPITAL SA 3.000% 6/24/15	11,579.81	(11,083.53)	509.58	(13.30)
4/20/2012	SOLD 11,000 PAR VALUE OF	US TREAS 2.000% 2/15/22	11,001.25	(11,015.51)	-	(14.26)
4/20/2012	SOLD 8,000 PAR VALUE OF	US TREAS 2.000% 2/15/22	7,918.41	(8,015.66)	-	(97.25)
4/20/2012	SOLD 8,000 PAR VALUE OF	US TREAS 2.000% 2/15/22	7,998.41	(8,015.66)	-	(17.25)
4/20/2012	SOLD -REV -8,000 PAR VALUE OF	US TREAS 2.000% 2/15/22	(7,918.41)	8,015.66	-	97.25
4/24/2012	SOLD 7,000 PAR VALUE OF	US TREAS 2.000% 2/15/22	7,021.03	(7,009.87)	-	11.16
4/25/2012	SOLD 3,000 PAR VALUE OF	US TREAS 2.000% 2/15/22	3,003.86	(3,004.23)	-	(0.37)
4/30/2012	SOLD 26,000 PAR VALUE OF	NEWMONT MINING CORP 5.125% 10/01/19	29,199.56	(26,129.80)	3,072.96	(3.20)
4/30/2012	SOLD 10,000 PAR VALUE OF	SANOFI-AVENTIS 4.000% 3/29/21	10,958.00	(10,390.65)	530.20	37.15
5/1/2012	SOLD 80,000 PAR VALUE OF	US TREAS 0.750% 5/31/12	80,040.63	(80,131.25)	-	(90.62)
5/1/2012	SOLD 80,000 PAR VALUE OF	US TREAS 0.750% 5/31/12	80,040.62	(80,131.25)	-	(90.63)
5/1/2012	SOLD -REV -80,000 PAR VALUE OF	US TREAS 0.750% 5/31/12	(80,040.63)	80,131.25	-	90.62
5/15/2012	SOLD 89,000 PAR VALUE OF	US TREAS 0.750% 5/31/12	89,024.34	(89,146.01)	-	(121.67)
5/15/2012	SOLD 50,000 PAR VALUE OF	US TREAS 3.375% 11/15/19	57,476.56	(52,976.88)	-	4,499.68
5/15/2012	MATURED 9,000 PAR VALUE OF	XEROX CORP 5.500% 5/15/12	9,000.00	(8,965.17)	34.83	-
5/16/2012	SOLD 13,000 PAR VALUE OF	JPMORGAN CHASE 4.400% 7/22/20	13,721.50	(12,965.68)	755.82	-
5/16/2012	ACCREDITED DISCOUNT ON	US TREAS 2.000% 2/15/22	-	31.57	31.57	-
5/16/2012	SOLD 246,000 PAR VALUE OF	US TREAS 2.000% 2/15/22	251,798.98	(243,851.89)	-	7,947.09
5/16/2012	SOLD 257,000 PAR VALUE OF	US TREAS 2.000% 2/15/22	263,058.28	(254,586.29)	-	8,471.99
5/16/2012	SOLD -REV -257,000 PAR VALUE OF	US TREAS 2.000% 2/15/22	(263,058.28)	254,586.29	-	(8,471.99)
5/17/2012	SOLD 110,000 PAR VALUE OF	FHLMC GOLD TBA 15YR 3.000% 5/15/27	114,524.61	(113,368.75)	-	1,155.86
5/17/2012	SOLD 74,000 PAR VALUE OF	FHLMC GOLD TBA 15YR 3.000% 5/15/27	77,055.39	(76,474.38)	-	581.01
5/17/2012	ACCREDITED DISCOUNT ON	JPMORGAN CHASE 4.400% 7/22/20	-	17.90	17.90	-
5/17/2012	SOLD 14,000 PAR VALUE OF	JPMORGAN CHASE 4.400% 7/22/20	14,578.20	(13,978.09)	561.43	38.68
5/17/2012	ACCREDITED DISCOUNT ON	US TREAS 2.000% 2/15/22	-	3.40	3.40	-
5/17/2012	ACCREDITED DISCOUNT ON	US TREAS 2.000% 2/15/22	-	3.37	3.37	-
5/17/2012	SOLD 11,000 PAR VALUE OF	US TREAS 2.000% 2/15/22	11,258.73	(10,732.09)	-	526.64
5/17/2012	SOLD 22,000 PAR VALUE OF	US TREAS 2.000% 2/15/22	22,472.57	(21,983.29)	-	489.28
5/31/2012	MATURED 107,000 PAR VALUE OF	US TREAS 0.750% 5/31/12	107,000.00	(107,175.55)	-	(175.55)
6/8/2012	SOLD 23,000 PAR VALUE OF	US TREAS 1.750% 5/15/22	23,368.27	(23,140.67)	-	227.60
6/11/2012	SOLD 6,000 PAR VALUE OF	US TREAS 1.750% 5/31/16	6,273.96	(6,231.35)	-	42.61
6/18/2012	SOLD 64,613.06 PAR VALUE OF	FNMA POOL #AK7422 2.500% 3/01/27	66,470.69	(65,486.34)	-	984.35

Date	Description	Description 2	Cash Proceeds	Tax Cost	Gains/Losses	
					Long Term	Short Term
6/25/2012	PAID DOWN 385.99 PAR VALUE OF	FNMA POOL #AK7422 2.500% 3/01/27	385.99	(391.21)	-	(5.22)
6/29/2012	FULL CALL 20,000 \$1 PV	AT&T INC	20,492.34	(20,073.10)	458.23	(38.99)
7/2/2012	SOLD 13,000 PAR VALUE OF	US TREAS 1.750% 5/15/22	13,153.82	(13,105.17)	-	48.65
7/16/2012	SOLD 16,000 PAR VALUE OF	DUPONT EI DE NEMOURS 5.000% 7/15/13	16,709.28	(15,841.28)	868.00	-
7/16/2012	SOLD 14,000 PAR VALUE OF	DUPONT EI NEMOURS 4.250% 4/01/21	16,187.08	(14,484.82)	1,583.30	118.96
7/16/2012	PAID DOWN 308.97 PAR VALUE OF	FHLMC GOLD #119417 3.000% 6/01/27	308.97	(323.45)	-	(14.48)
7/16/2012	SOLD 7,000 PAR VALUE OF	US TREAS 1.750% 5/15/22	7,152.28	(7,056.63)	-	95.65
7/17/2012	SOLD 74,000 PAR VALUE OF	FHLMC GOLD TBA 15YR 3.000% 7/15/27	77,052.50	(76,636.25)	-	416.25
7/24/2012	SOLD 14,000 PAR VALUE OF	DANAHER CORP 3.900% 6/23/21	15,861.16	(14,528.72)	1,197.10	135.34
7/24/2012	SOLD 42,996 PAR VALUE OF	FHLMC GOLD #G14530 3.000% 8/01/27	44,897.23	(44,521.01)	-	376.22
7/24/2012	SOLD 43,000 PAR VALUE OF	FHLMC GOLD TBA 15YR 3.000% 7/15/27	44,525.16	(44,525.16)	-	-
7/24/2012	SOLD 67,000 PAR VALUE OF	FHLMC GOLD TBA 15YR 3.000% 7/15/27	70,308.13	(69,376.40)	-	931.73
7/27/2012	SOLD 2,000 PAR VALUE OF	3M CO 1.375% 9/29/16	2,052.16	(2,018.62)	-	33.54
7/27/2012	SOLD 3,000 PAR VALUE OF	ABBOTT LABS 5.600% 11/30/17	3,675.36	(2,990.97)	684.39	-
7/27/2012	SOLD 2,000 PAR VALUE OF	ALABAMA PWR CO 5.800% 11/15/13	2,132.62	(1,997.12)	135.50	-
7/27/2012	SOLD 2,000 PAR VALUE OF	AMERICAN EXPRESS 2.375% 3/24/17	2,101.40	(1,994.58)	-	106.82
7/27/2012	SOLD 2,000 PAR VALUE OF	ANHEUSER-BUSCH INBEV 2.500% 7/15/22	2,022.16	(1,990.36)	-	31.80
7/27/2012	SOLD 2,000 PAR VALUE OF	AT&T INC 3.875% 8/15/21	2,258.28	(1,994.10)	-	264.18
7/27/2012	SOLD 2,000 PAR VALUE OF	AUTOZONE INC 3.700% 4/15/22	2,101.48	(2,017.18)	-	84.30
7/27/2012	SOLD 2,000 PAR VALUE OF	BARRICK AUSTRALIA FI 4.950% 1/15/20	2,281.24	(2,279.12)	2.12	-
7/27/2012	SOLD 3,000 PAR VALUE OF	BERKSHIRE HATHAWAY 3.200% 2/11/15	3,197.25	(2,997.51)	199.74	-
7/27/2012	SOLD 2,000 PAR VALUE OF	BHP BILLITON FIN USA 1.125% 11/21/14	2,027.74	(2,019.42)	-	8.32
7/27/2012	SOLD 2,000 PAR VALUE OF	BIOMED REALTY LP 3.850% 4/15/16	2,078.06	(1,987.30)	90.76	-
7/27/2012	SOLD 2,000 PAR VALUE OF	BP CAPITAL MARKET PL 2.248% 11/01/16	2,088.16	(2,034.85)	-	53.31
7/27/2012	SOLD 2,000 PAR VALUE OF	CISCO SYSTEMS INC 5.500% 2/22/16	2,338.28	(1,990.86)	347.42	-
7/27/2012	SOLD 2,000 PAR VALUE OF	CME GROUP INC 5.750% 2/15/14	2,154.06	(1,996.78)	157.28	-
7/27/2012	SOLD 2,000 PAR VALUE OF	COMCAST CORP 3.125% 7/15/22	2,088.76	(2,011.32)	-	77.44
7/27/2012	ACCRETED DISCOUNT ON	COMCAST CORP NEW 4.950% 6/15/16	-	54.55	54.55	-
7/27/2012	SOLD 2,000 PAR VALUE OF	COMCAST CORP NEW 4.950% 6/15/16	2,268.88	(1,920.09)	348.79	-
7/27/2012	SOLD 2,000 PAR VALUE OF	COVIDIEN INTL 6.000% 10/15/17	2,434.46	(2,014.10)	420.36	-
7/27/2012	SOLD 2,000 PAR VALUE OF	DEERE & CO 2.600% 6/08/22	2,073.20	(1,994.92)	-	78.28
7/27/2012	SOLD 1,000 PAR VALUE OF	DIGITAL RLTY TR LP 5.875% 2/01/20	1,127.66	(1,067.72)	59.94	-
7/27/2012	SOLD 1,000 PAR VALUE OF	DOMINION RES INC 1.950% 8/15/16	1,029.40	(999.76)	-	29.64
7/27/2012	SOLD 1,000 PAR VALUE OF	DUKE ENERGY CAROLINA 4.300% 6/15/20	1,173.48	(1,036.96)	136.52	-

Date	Description	Description 2	Cash Proceeds	Tax Cost	Gains/Losses	
					Long Term	Short Term
7/27/2012	SOLD 4,000 PAR VALUE OF	ENERGY TRAN PTNR 6 700% 7/01/18	4,700.32	(3,988.24)	712.08	-
7/27/2012	SOLD 2,000 PAR VALUE OF	ENSCO PLC 4 700% 3/15/21	2,230.10	(1,999.62)	230.48	-
7/27/2012	SOLD 4,000 PAR VALUE OF	ENTERPRISE PRODS 5 600% 10/15/14	4,396.56	(4,069.24)	327.32	-
7/27/2012	SOLD 2,000 PAR VALUE OF	EXELON GENERATION CO 6 200% 10/01/17	2,330.36	(1,995.12)	335.24	-
7/27/2012	SOLD 2,000 PAR VALUE OF	FISERV INC 4 750% 6/15/21	2,196.44	(2,004.90)	191.54	-
7/27/2012	SOLD 1,000 PAR VALUE OF	GENERAL ELEC CO 5 250% 12/06/17	1,183.65	(991.95)	191.70	-
7/27/2012	SOLD 2,000 PAR VALUE OF	GLAXOSMITHKLINE CAP 5 650% 5/15/18	2,451.62	(1,998.78)	452.84	-
7/27/2012	SOLD 3,000 PAR VALUE OF	HEWLETT-PACKARD CO 4 375% 9/15/21	3,062.64	(3,057.85)	-	4.79
7/27/2012	SOLD 2,000 PAR VALUE OF	INTEL CORP 1 950% 10/01/16	2,099.88	(2,060.04)	-	39.84
7/27/2012	SOLD 2,000 PAR VALUE OF	KRAFT FOODS INC 5 375% 2/10/20	2,418.52	(2,125.22)	293.30	-
7/27/2012	SOLD 5,000 PAR VALUE OF	LAZARD GROUP LLC 7 125% 5/15/15	5,482.30	(5,215.95)	266.35	-
7/27/2012	ACCREDITED DISCOUNT ON	MIDAMERICAN ENERGY 5 000% 2/15/14	-	99.02	99.02	-
7/27/2012	SOLD 5,000 PAR VALUE OF	MIDAMERICAN ENERGY 5 000% 2/15/14	5,326.20	(4,890.48)	435.72	-
7/27/2012	SOLD 2,000 PAR VALUE OF	NASDAQ OMX GROUP 5 550% 1/15/20	2,133.72	(1,991.66)	142.06	-
7/27/2012	SOLD 2,000 PAR VALUE OF	NBCUNIVERSAL MEDIA 4 375% 4/01/21	2,266.48	(2,150.14)	-	116.34
7/27/2012	SOLD 3,000 PAR VALUE OF	NEWMONT MINING CORP 3 500% 3/15/22	3,100.50	(2,937.72)	-	162.78
7/27/2012	SOLD 2,000 PAR VALUE OF	NOVARTIS SECS INVEST 5 125% 2/10/19	2,429.48	(1,996.44)	433.04	-
7/27/2012	SOLD 4,000 PAR VALUE OF	ORACLE CORP 5 750% 4/15/18	4,924.92	(4,489.40)	435.52	-
7/27/2012	SOLD 2,000 PAR VALUE OF	PACCAR FINL CORP 1 550% 9/29/14	2,040.86	(2,040.86)	-	-
7/27/2012	SOLD 50 SHARES OF	PNC FINL SVCS 6 125% SER PFD	1,359.96	(1,257.50)	-	102.46
7/27/2012	SOLD 3,000 PAR VALUE OF	PRAXAIR INC 4 625% 3/30/15	3,313.41	(2,995.77)	317.64	-
7/27/2012	SOLD 2,000 PAR VALUE OF	RAYTHEON CO 1 400% 12/15/14	2,037.72	(2,037.32)	-	0.40
7/27/2012	SOLD 1,000 PAR VALUE OF	ROGERS WIRELESS INC 7 500% 03/15/15	1,164.15	(1,099.43)	64.72	-
7/27/2012	ACCREDITED DISCOUNT ON	SBC COMMUNICATIONS 5 100% 9/15/14	-	22.33	22.33	-
7/27/2012	SOLD 3,000 PAR VALUE OF	SBC COMMUNICATIONS 5 100% 9/15/14	3,283.56	(2,948.68)	334.88	-
7/27/2012	SOLD 50 SHARES OF	SCE TRUST I 5 6250% PFD	1,315.97	(1,242.50)	-	73.47
7/27/2012	SOLD 3,000 PAR VALUE OF	SCHERING PLOUGH 6 000% 9/15/17	3,714.27	(2,985.33)	728.94	-
7/27/2012	SOLD 2,000 PAR VALUE OF	SOUTHERN CAL EDISON 5 750% 3/15/14	2,169.48	(1,989.84)	179.64	-
7/27/2012	SOLD 2,000 PAR VALUE OF	STRYKER CORP 2 000% 9/30/16	2,082.92	(2,050.12)	-	32.80
7/27/2012	SOLD 1,000 PAR VALUE OF	TC PIPELINES LP 4 650% 6/15/21	1,063.23	(1,005.08)	58.15	-
7/27/2012	SOLD 2,000 PAR VALUE OF	TEVA PHARMA FIN II 3 000% 6/15/15	2,123.16	(1,997.52)	125.64	-
7/27/2012	SOLD 2,000 PAR VALUE OF	TIME WARNER CABLE 8 250% 2/14/14	2,222.32	(1,996.98)	225.34	-
7/27/2012	SOLD 4,000 PAR VALUE OF	TIME WARNER CABLE IN 5 850% 5/01/17	4,737.28	(3,948.24)	789.04	-
7/27/2012	SOLD 2,000 PAR VALUE OF	TRANS-CANADA PIPELIN 3 800% 10/01/20	2,259.66	(2,086.70)	172.96	-

Account: SunTrust Fixed Income

Dates: 01/01/2012 to 12/31/2012

Schedule for Part IV - Capital Gains and Losses

Date	Description	Description 2	Cash Proceeds	Tax Cost	Gains/Losses	
					Long Term	Short Term
7/27/2012	SOLD 2,000 PAR VALUE OF	UNITED PARCEL SVC 3 125% 1/15/21	2,187.32	(1,986.60)	200.72	-
7/27/2012	SOLD 75 SHARES OF	US BANCORP 6.000% PFD-G	2,037.70	(1,875.00)	-	162.70
7/27/2012	SOLD 3,000 PAR VALUE OF	WAL-MART STORES INC 4.250% 4/15/21	3,551.64	(2,980.47)	571.17	-
7/27/2012	SOLD 2,000 PAR VALUE OF	WEATHERFORD INTL LTD 5.125% 9/15/20	2,203.98	(2,059.78)	144.20	-
7/27/2012	SOLD 2,000 PAR VALUE OF	WELLS FARGO & CO 1.250% 2/13/15	2,004.80	(1,995.78)	-	9.02
7/27/2012	SOLD 2,000 PAR VALUE OF	WILLIAMS PARTNERS LP 4 125% 11/15/20	2,157.76	(1,999.82)	157.94	-
7/31/2012	SOLD 33,000 PAR VALUE OF	UNITED TECHNOLOGIES 6 125% 2/01/19	41,641.71	(34,106.48)	7,377.72	157.51
8/8/2012	SOLD 24,000 PAR VALUE OF	HEWLETT-PACKARD CO 4 375% 9/15/21	24,499.92	(23,960.15)	-	539.77
8/8/2012	SOLD 9,000 PAR VALUE OF	HEWLETT-PACKARD CO 4.500% 3/01/13	9,183.96	(9,058.55)	148.61	(23.20)
8/13/2012	SOLD 34,000 PAR VALUE OF	US TREAS 1.750% 5/15/22	34,309.32	(35,049.69)	-	(740.37)
8/15/2012	PAID DOWN 302.71 PAR VALUE OF	FHLMC GOLD #19310 3 000% 6/01/27	302.71	(316.38)	-	(13.67)
8/15/2012	PAID DOWN 338.89 PAR VALUE OF	FHLMC GOLD #19417 3.000% 6/01/27	338.89	(354.78)	-	(15.89)
8/16/2012	SOLD 65,000 PAR VALUE OF	FNMA TBA 15YR 2.500% 8/01/27	67,528.91	(66,513.28)	-	1,015.63
8/17/2012	SOLD 261,000 PAR VALUE OF	US TREAS 1.750% 5/15/22	259,664.41	(260,959.80)	-	(1,295.39)
8/17/2012	SOLD 7,000 PAR VALUE OF	US TREAS 1.750% 5/15/22	7,036.07	(7,189.78)	-	(153.71)
8/20/2012	PAID DOWN 115.11 PAR VALUE OF	GNMA II POOL #751387 4.743% 1/20/61	115.11	(119.62)	(4.51)	-
8/21/2012	SOLD 10,000 PAR VALUE OF	TEVA PHARMA FIN II 3.000% 6/15/15	10,583.80	(10,104.20)	476.96	2.64
8/21/2012	SOLD 5,000 PAR VALUE OF	TEVA PHARMACEUTICAL 5 550% 2/01/16	5,698.80	(4,981.50)	717.30	-
8/23/2012	SOLD 7,000 PAR VALUE OF	US TREAS 1.000% 3/31/17	7,082.55	(7,150.94)	-	(68.39)
8/24/2012	SOLD 48,000 PAR VALUE OF	US TREAS 1.000% 3/31/17	48,579.21	(49,025.93)	-	(446.72)
8/24/2012	SOLD 7,000 PAR VALUE OF	US TREAS 1 000% 3/31/17	7,078.18	(7,150.94)	-	(72.76)
9/10/2012	SOLD 10,000 PAR VALUE OF	US TREAS 1.250% 10/31/15	10,283.20	(10,245.35)	-	37.85
9/10/2012	SOLD 209,000 PAR VALUE OF	US TREAS 3 375% 11/15/19	242,456.33	(217,964.14)	24,492.19	-
9/13/2012	SOLD 7,000 PAR VALUE OF	US TREAS 1.625% 8/15/22	6,958.14	(7,025.70)	-	(67.56)
9/17/2012	PAID DOWN 416.18 PAR VALUE OF	FHLMC GOLD #19310 3 000% 6/01/27	416.18	(434.97)	-	(18.79)
9/17/2012	PAID DOWN 352.23 PAR VALUE OF	FHLMC GOLD #19417 3.000% 6/01/27	352.23	(368.74)	-	(16.51)
9/20/2012	PAID DOWN 237.72 PAR VALUE OF	GNMA II POOL #751387 4.743% 1/20/61	237.72	(247.03)	(9.31)	-
9/25/2012	SOLD 50 SHARES OF	ARCH CAP GROUP LTD 6.750% PFD	1,362.46	(1,274.75)	-	87.71
9/25/2012	SOLD 50 SHARES OF	JPMORGAN CHASE & CO PFD SER 0 5.50%	1,241.97	(1,252.50)	-	(10.53)
9/25/2012	SOLD 25 SHARES OF	PUBLIC STORAGE PFD-U 5.625%	646.86	(625.00)	-	21.86
9/25/2012	SOLD 25 SHARES OF	SCE TRUST I 5 6250% PFD	659.98	(621.25)	-	38.73
9/26/2012	SOLD 50 SHARES OF	JPMORGAN CHASE & CO PFD SER 0 5.50%	1,242.47	(1,252.50)	-	(10.03)
9/27/2012	SOLD 50 SHARES OF	JPMORGAN CHASE & CO PFD SER 0 5.50%	1,242.97	(1,252.50)	-	(9.53)
9/28/2012	SOLD 100 SHARES OF	JPMORGAN CHASE & CO PFD SER 0 5.50%	2,484.94	(2,502.50)	-	(17.56)

Date	Description	Description 2	Cash Proceeds	Tax Cost	Gains/Losses	
					Long Term	Short Term
9/28/2012	SOLD 637,000 PAR VALUE OF	US TREAS 0 500% 10/15/14	640,035.70	(638,505.10)	-	1,530.60
10/2/2012	SOLD 150 SHARES OF	JPMORGAN CHASE & CO PFD SER 0 5.50%	3,734.92	(3,750.00)	-	(15.08)
10/2/2012	SOLD 5,000 PAR VALUE OF	US TREAS 1.625% 8/15/22	4,988.46	(5,018.36)	-	(29.90)
10/3/2012	SOLD 175 SHARES OF	JPMORGAN CHASE & CO PFD SER 0 5.50%	4,357.40	(4,375.00)	-	(17.60)
10/4/2012	SOLD 14,000 PAR VALUE OF	GENERAL ELEC CO 5.000% 2/01/13	14,209.30	(14,116.00)	123.12	(29.82)
10/5/2012	SOLD 25 SHARES OF	PUBLIC STORAGE PFD-U 5.625%	648.23	(625.00)	-	23.23
10/15/2012	PAID DOWN 218.89 PAR VALUE OF	FHLMC GOLD #19310 3.000% 6/01/27	218.89	(228.77)	-	(9.88)
10/15/2012	PAID DOWN 342.22 PAR VALUE OF	FHLMC GOLD #19417 3.000% 6/01/27	342.22	(358.26)	-	(16.04)
10/18/2012	SOLD 50 SHARES OF	PUBLIC STORAGE PFD-U 5.625%	1,296.97	(1,250.00)	-	46.97
10/18/2012	SOLD 75 SHARES OF	SCE TRUST I 5.6250% PFD	1,952.21	(1,863.75)	-	88.46
10/19/2012	SOLD 25 SHARES OF	ARCH CAP GROUP LTD 6.750% PFD	665.23	(637.38)	-	27.85
10/19/2012	SOLD 25 SHARES OF	SCE TRUST I 5.6250% PFD	649.98	(621.25)	-	28.73
10/22/2012	PAID DOWN 21.07 PAR VALUE OF	GNMA II POOL #751387 4.743% 1/20/61	21.07	(21.89)	(0.82)	-
10/22/2012	SOLD 25 SHARES OF	PUBLIC STORAGE PFD-U 5.625%	645.48	(625.00)	-	20.48
10/22/2012	SOLD 25 SHARES OF	SCE TRUST I 5.6250% PFD	648.73	(621.25)	-	27.48
10/25/2012	PAID DOWN 226.27 PAR VALUE OF	FNMA POOL #AB5887 2.500% 8/01/27	226.27	(233.59)	-	(7.32)
10/30/2012	SOLD 9,000 PAR VALUE OF	FNMA REMIC 2011-46-B 3.000% 5/25/26	9,523.13	(7,914.73)	1,608.40	-
11/9/2012	MATURED 32,000 PAR VALUE OF	NORTHERN TRUST CO 5.200% 11/09/12	32,000.00	(31,938.88)	61.12	-
11/13/2012	TENDER OFFER 32,000 PAR VALUE OF	ABBOTT LABS	39,388.80	(32,946.76)	6,315.57	126.47
11/15/2012	PAID DOWN 215.65 PAR VALUE OF	FHLMC GOLD #19310 3.000% 6/01/27	215.65	(225.39)	-	(9.74)
11/15/2012	PAID DOWN 326.31 PAR VALUE OF	FHLMC GOLD #19417 3.000% 6/01/27	326.31	(341.61)	-	(15.30)
11/15/2012	MATURED 32,000 PAR VALUE OF	PRAXAIR INC 1.750% 11/15/12	32,000.00	(31,907.20)	92.80	-
11/16/2012	SOLD 57,678.42 PAR VALUE OF	GNMA II POOL #751387 4.743% 1/20/61	65,609.20	(59,936.25)	5,672.95	-
11/19/2012	SOLD 10,000 PAR VALUE OF	FNMA REMIC 2011-46-B 3.000% 5/25/26	10,678.13	(8,794.14)	1,883.99	-
11/19/2012	SOLD 21,000 PAR VALUE OF	KRAFT FOODS INC 5.375% 2/10/20	25,601.52	(22,504.79)	2,973.69	123.04
11/19/2012	SOLD 20,000 PAR VALUE OF	US TREAS 1.625% 8/15/22	20,125.70	(20,029.38)	-	96.32
11/19/2012	SOLD 352,000 PAR VALUE OF	US TREAS 1.625% 8/15/22	354,783.62	(346,495.45)	-	8,288.17
11/20/2012	PAID DOWN 94.61 PAR VALUE OF	GNMA II POOL #751387 4.743% 1/20/61	94.61	(98.31)	(3.70)	-
11/26/2012	PAID DOWN 374.12 PAR VALUE OF	FNMA POOL #AB5887 2.500% 8/01/27	374.12	(386.22)	-	(12.10)
12/10/2012	SOLD 12,000 PAR VALUE OF	ONEBEACON US HLDGS 5.875% 5/15/13	12,269.42	(11,960.37)	309.05	-
12/17/2012	PAID DOWN 526.12 PAR VALUE OF	FHLMC GOLD #19310 3.000% 6/01/27	526.12	(549.88)	-	(23.76)
12/17/2012	PAID DOWN 338.17 PAR VALUE OF	FHLMC GOLD #19417 3.000% 6/01/27	338.17	(354.02)	-	(15.85)
12/17/2012	ACCREDITED DISCOUNT ON	TRANSCONTINENTAL GAS 6.050% 6/15/18	-	6.10	6.10	-
12/17/2012	ACCREDITED DISCOUNT ON	TRANSCONTINENTAL GAS 6.050% 6/15/18	-	1.83	1.83	-

Account: SunTrust Fixed Income

Dates: 01/01/2012 to 12/31/2012

Schedule for Part IV - Capital Gains and Losses

Date	Description	Description 2	Cash Proceeds	Tax Cost	Gains/Losses	
					Long Term	Short Term
12/21/2012	SOLD 12,000 PAR VALUE OF	US TREAS 0.375% 3/15/15	12,021.56	(12,022.97)	-	(1.41)
12/21/2012	SOLD 22,000 PAR VALUE OF	US TREAS 1.750% 5/31/16	22,965.08	(22,240.70)	724.38	-
12/21/2012	SOLD 10,000 PAR VALUE OF	US TREAS 2.125% 8/15/21	10,472.27	(10,581.25)	-	(108.98)
12/26/2012	PAID DOWN 361.85 PAR VALUE OF	FNMA POOL #AB5887 2.500% 8/01/27	361.85	(373.55)	-	(11.70)
12/28/2012	FULL CALL 14,000 \$1 PV	RAYTHEON CO	14,259.70	(13,983.06)	276.64	-
12/31/2012	ACCREDITED DISCOUNT ON	TRANSCONTINENTAL GAS 6.050% 6/15/18	-	0.09	0.09	-

Total Gains/Losses for SunTrust Fixed Income Account - Part IV, Form 990 PF

\$ 122,851.35

Date	Description	Description 2	Cash Proceeds	Tax Cost	Gains/Losses	
					Long Term	Short Term
1/19/2012	SOLD 234 SHARES OF	GOLDMAN SACHS GROUP INC COM	23,086.01	(30,711.02)	-	(7,625.01)
2/7/2012	SOLD 444 SHARES OF	AMERIPRISE FINL INC COM	22,796.74	(25,654.79)	(2,918.57)	60.52
2/13/2012	SOLD 275 SHARES OF	APACHE CORP COM	28,668.60	(30,186.76)	(1,556.78)	38.62
2/13/2012	SOLD 320 SHARES OF	HALLIBURTON CO COM	11,771.83	(9,138.40)	2,633.43	-
2/13/2012	SOLD 374 SHARES OF	HALLIBURTON CO COM	13,748.72	(10,928.48)	2,953.36	(133.12)
2/16/2012	SOLD 620 SHARES OF	NETAPP INC COM	24,168.43	(23,796.72)	-	371.71
2/17/2012	SOLD 957 SHARES OF	ORACLE CORP COM	26,848.78	(14,308.72)	12,529.36	10.70
2/22/2012	SOLD 130 SHARES OF	COMVERSE TECHNOLOGY INC COM	824.86	-	824.86	-
2/28/2012	SOLD 731 SHARES OF	ARM HLDGS PLC SPONS ADR	19,751.11	(20,492.88)	-	(741.77)
2/28/2012	SOLD 277 SHARES OF	MACY'S INC COM	10,259.66	(8,316.51)	-	1,943.15
3/27/2012	SOLD 689 SHARES OF	AMERISOURCEBERGEN CORP COM	26,479.16	(18,152.00)	8,331.90	(4.74)
4/30/2012	SOLD 58 SHARES OF	WHOLE FOODS MKT INC COM	4,790.77	(2,946.89)	1,843.88	-
5/1/2012	SOLD 32 SHARES OF	DANAHER CORP COM	1,719.64	(1,727.52)	-	(7.88)
5/1/2012	SOLD 417 SHARES OF	DANAHER CORP COM	22,378.62	(22,427.37)	-	(48.75)
5/1/2012	SOLD 483 SHARES OF	WAL-MART STORES INC COM	28,479.88	(28,800.55)	-	(320.67)
5/4/2012	SOLD 643 SHARES OF	ALTERA CORP COM	22,731.66	(27,692.04)	(4,942.47)	(17.91)
5/7/2012	SOLD 32 SHARES OF	MCDONALDS CORP COM	3,116.89	(2,238.03)	878.86	-
5/15/2012	SOLD 152 SHARES OF	BAIDU INC SPONS ADR-A	18,799.93	(21,629.91)	-	(2,829.98)
5/15/2012	SOLD 26 SHARES OF	MEAD JOHNSON NUTRITION CO COM	2,156.44	(1,859.30)	-	297.14
5/15/2012	SOLD 200 SHARES OF	MONSTER BEVERAGE CORP COM	14,843.16	(7,929.82)	-	6,913.34
5/15/2012	SOLD 110 SHARES OF	ROSS STORES INC COM	6,797.31	(3,108.08)	3,689.23	-
5/15/2012	SOLD 22 SHARES OF	WHOLE FOODS MKT INC COM	1,931.77	(1,076.54)	855.23	-
6/12/2012	SOLD 989 SHARES OF	CISCO SYS INC COM	16,358.38	(19,686.05)	-	(3,327.67)
6/12/2012	SOLD 1,179 SHARES OF	DELL INC COM	14,318.62	(19,793.26)	-	(5,474.64)
7/5/2012	SOLD 113 SHARES OF	MEAD JOHNSON NUTRITION CO COM	9,081.30	(8,044.62)	-	1,036.68
7/5/2012	SOLD 410 SHARES OF	MONSTER BEVERAGE CORP COM	29,051.37	(14,897.78)	14,153.59	-
7/5/2012	SOLD 526 SHARES OF	QUALCOMM CORP COM	29,161.99	(28,110.25)	1,000.36	51.38
7/6/2012	SOLD 13 SHARES OF	APPLE INC COM	7,656.49	(2,036.94)	5,619.55	-
7/17/2012	LIQUIDATION/LITIGATION PROCEED	KING PHARMACEUTICALS LITIGATION	18.07	-	18.07	-
7/23/2012	SOLD 85 SHARES OF	WHOLE FOODS MKT INC COM	7,868.35	(4,070.35)	3,798.00	-
8/7/2012	SOLD 175 SHARES OF	CAPITAL ONE FINL CORP COM	9,653.22	(9,540.11)	113.11	-
8/7/2012	SOLD 68 SHARES OF	HUMANA INC COM	4,227.80	(5,379.20)	(1,151.40)	-
8/7/2012	SOLD 87 SHARES OF	HUMANA INC COM	5,405.62	(6,792.13)	(1,386.51)	-
8/7/2012	SOLD 136 SHARES OF	HUMANA INC COM	8,540.31	(10,599.87)	(1,985.62)	(73.94)
8/31/2012	SOLD 178 SHARES OF	DISCOVER FINL SVCS COM	6,858.37	(4,575.49)	-	2,282.88

Fuller E. Callaway Foundation
Account: SunTrust Core Equities
Dates: 01/01/12 to 12/31/12
Schedule for Part IV - Capital Gains and Losses

Date	Description	Description 2	Cash Proceeds	Tax Cost	Gains/Losses	
					Long Term	Short Term
8/31/2012	SOLD 178 SHARES OF	DISCOVER FINL SVCS COM	6,865.90	(4,573.37)	-	2,292.53
8/31/2012	SOLD 250 SHARES OF	MEAD JOHNSON NUTRITION CO COM	18,173.39	(16,847.09)	1,099.83	226.47
9/6/2012	FED BASIS OF TENET HEALTHCARE CL-ACT	ADJUSTED BY \$1.00-	-	(1.00)	(1.00)	-
9/13/2012	SOLD 192 SHARES OF	AT&T INC COM	7,200.45	(6,713.63)	-	486.82
9/13/2012	SOLD 260 SHARES OF	JOY GLOBAL INC COM	14,507.75	(24,561.24)	(10,053.49)	-
10/2/2012	SOLD 14 SHARES OF	APPLE INC COM	9,323.76	(4,984.43)	4,339.33	-
10/4/2012	FED BASIS OF ADT CORP COM	ADJUSTED BY \$1,769.92	-	1,769.92	1,769.92	-
10/4/2012	FED BASIS OF TYCO INTL LTD COM	ADJUSTED BY \$11,967.68-	-	(11,967.68)	(11,967.68)	-
10/4/2012	FED BASIS OF TYCO INTL LTD COM	ADJUSTED BY \$2,737.90-	-	(2,737.90)	(2,737.90)	-
10/4/2012	FED BASIS OF PENTAIR LTD REG SHS	ADJUSTED BY \$4,231.17	-	4,231.17	4,231.17	-
10/4/2012	FED BASIS OF ADT CORP COM	ADJUSTED BY \$7,736.51	-	7,736.51	7,736.51	-
10/4/2012	FED BASIS OF PENTAIR LTD REG SHS	ADJUSTED BY \$967.98	-	967.98	967.98	-
10/5/2012	SPIN_OFF FEDERAL COST BASIS OF	KRAFT FOODS GROUP INC COM	-	1,249.21	1,249.21	-
10/5/2012	SPIN_OFF FEDERAL COST BASIS OF	KRAFT FOODS GROUP INC COM	-	924.34	924.34	-
10/5/2012	SPIN_OFF FEDERAL COST BASIS OF	KRAFT FOODS GROUP INC COM	-	145.65	145.65	-
10/5/2012	SPIN_OFF FEDERAL COST BASIS OF	KRAFT FOODS GROUP INC COM	-	3,013.20	3,013.20	-
10/5/2012	SPIN_OFF FEDERAL COST BASIS OF	KRAFT FOODS GROUP INC COM	-	4,127.06	4,127.06	-
10/5/2012	SPIN_OFF FEDERAL COST BASIS OF	KRAFT FOODS GROUP INC COM	-	(1,249.21)	(1,249.21)	-
10/5/2012	SPIN_OFF FEDERAL COST BASIS OF	KRAFT FOODS GROUP INC COM	-	(924.34)	(924.34)	-
10/5/2012	SPIN_OFF FEDERAL COST BASIS OF	KRAFT FOODS GROUP INC COM	-	(145.65)	(145.65)	-
10/5/2012	SPIN_OFF FEDERAL COST BASIS OF	KRAFT FOODS GROUP INC COM	-	(3,013.20)	(3,013.20)	-
10/5/2012	SPIN_OFF FEDERAL COST BASIS OF	KRAFT FOODS GROUP INC COM	-	(4,127.06)	(4,127.06)	-
10/15/2012	SOLD 135 SHARES OF	CERNER CORP COM	10,251.36	(8,529.22)	-	1,722.14
10/15/2012	SOLD 0.3333 SHARES OF	KRAFT FOODS GROUP INC COM	15.56	(12.15)	3.41	-
10/16/2012	SOLD 0.5 SHARES OF	ADT CORP COM	19.66	(18.44)	-	1.22
10/16/2012	SOLD 0.4097 SHARES OF	PENTAIR LTD REG SHS	18.22	(17.22)	-	1.00
10/24/2012	SOLD 97 SHARES OF	CERNER CORP COM	6,837.71	(6,099.61)	-	738.10
10/24/2012	SOLD 219 SHARES OF	CERNER CORP COM	15,332.39	(13,556.50)	-	1,775.89
10/24/2012	SOLD 100 SHARES OF	DU PONT E I DE NEMOURS & CO COM	4,939.63	(5,522.51)	(582.88)	-
10/24/2012	SOLD 282 SHARES OF	MYLAN INC COM	6,806.06	(6,496.99)	309.07	-
10/24/2012	SOLD 127 SHARES OF	PENTAIR LTD REG SHS	5,378.51	(5,181.93)	-	196.58
10/24/2012	SOLD 34 SHARES OF	PRICELINE COM INC COM NEW	19,243.76	(16,995.10)	2,248.66	-
11/5/2012	LIQUIDATION/LITIGATION PROCEED	MICRON TECH INC SEC LITIGATION	22.78	-	22.78	-
11/9/2012	SOLD 533 SHARES OF	DU PONT E I DE NEMOURS & CO COM	23,732.88	(27,402.92)	(3,670.04)	-
11/9/2012	SOLD 555 SHARES OF	LAS VEGAS SANDS CORP COM	24,769.37	(25,802.03)	(1,032.66)	-

Fuller E. Callaway Foundation

Account: SunTrust Core Equities

Dates: 01/01/12 to 12/31/12

Schedule for Part IV - Capital Gains and Losses

Page 3 of 4

Form 990-PF
58-0566148

Date	Description	Description 2	Cash Proceeds	Tax Cost	Gains/Losses	
					Long Term	Short Term
11/9/2012	LIQUIDATION/LITIGATION PROCEED	MICRON TECH INC SEC LITIGATION	514.82	-	514.82	-
11/9/2012	SOLD 202 SHARES OF	MOODYS CORP COM	9,507.14	(7,516.89)	1,990.25	-
11/9/2012	SOLD 512 SHARES OF	ROSS STORES INC COM	29,369.66	(14,156.42)	15,213.24	-
11/14/2012	SOLD 317 SHARES OF	OCCIDENTAL PETROLEUM CORP COM	23,977.38	(21,634.82)	2,342.56	-
11/23/2012	SOLD 226 SHARES OF	BORGWARNER INC COM	14,305.52	(12,137.72)	2,167.80	-
11/23/2012	SOLD 37 SHARES OF	BORGWARNER INC COM	2,344.07	(1,363.37)	980.70	-
12/18/2012	SOLD 143 SHARES OF	ABBOTT LABS COM	9,303.90	(9,546.18)	-	(242.28)
12/18/2012	SOLD 200 SHARES OF	ADT CORP COM	9,160.47	(7,964.25)	-	1,196.22
12/18/2012	SOLD 90 SHARES OF	ALLERGAN INC COM	8,352.28	(7,474.68)	877.60	-
12/18/2012	SOLD 258 SHARES OF	ALLSTATE CORP COM	10,495.69	(9,051.87)	-	1,443.82
12/18/2012	SOLD 136 SHARES OF	AMERICAN EXPRESS CO COM	7,763.76	(7,802.52)	-	(38.76)
12/18/2012	SOLD 121 SHARES OF	ANADARKO PETE CORP COM	9,023.43	(10,501.31)	-	(1,477.88)
12/18/2012	SOLD 143 SHARES OF	ANALOG DEVICES INC COM	5,927.74	(4,240.81)	1,686.93	-
12/18/2012	SOLD 37 SHARES OF	APPLE INC COM	18,984.02	(8,373.33)	10,610.69	-
12/18/2012	SOLD 263 SHARES OF	AT&T INC COM	8,945.74	(8,732.92)	-	212.82
12/18/2012	SOLD 159 SHARES OF	BAXTER INTL INC COM	10,524.70	(9,338.10)	1,186.60	-
12/18/2012	SOLD 226 SHARES OF	BB&T CORP COM	6,552.70	(6,621.85)	-	(69.15)
12/18/2012	SOLD 124 SHARES OF	BOEING CO COM	9,197.49	(8,410.55)	786.94	-
12/18/2012	SOLD 161 SHARES OF	CAPITAL ONE FINL CORP COM	9,302.74	(8,776.90)	525.84	-
12/18/2012	SOLD 73 SHARES OF	CATERPILLAR INC COM	6,516.56	(5,823.78)	692.78	-
12/18/2012	SOLD 279 SHARES OF	CBS CORP NEW CL B	9,926.42	(6,435.92)	3,490.50	-
12/18/2012	SOLD 133 SHARES OF	CHEVRON CORP COM	14,403.94	(14,280.88)	123.06	-
12/18/2012	SOLD 87 SHARES OF	CHUBB CORP COM	6,644.85	(6,589.30)	-	55.55
12/18/2012	SOLD 120 SHARES OF	COACH INC COM	6,931.74	(7,502.71)	(570.97)	-
12/18/2012	SOLD 96 SHARES OF	COLGATE PALMOLIVE CO COM	10,164.48	(8,384.35)	1,780.13	-
12/18/2012	SOLD 221 SHARES OF	COMCAST CORP COM CL A	8,248.64	(7,882.95)	-	365.69
12/18/2012	SOLD 119 SHARES OF	COSTCO WHOLESALE CORP COM	11,690.87	(9,357.57)	2,333.30	-
12/18/2012	SOLD 75 SHARES OF	CUMMINS INC COM	7,895.18	(7,007.11)	888.07	-
12/18/2012	SOLD 102 SHARES OF	DEERE & CO COM	8,757.09	(9,366.14)	(609.05)	-
12/18/2012	SOLD 237 SHARES OF	DISCOVER FINL SVCS COM	9,519.24	(6,088.03)	3,431.21	-
12/18/2012	SOLD 80 SHARES OF	EOG RESOURCES INC COM	9,602.08	(9,309.22)	-	292.86
12/18/2012	SOLD 195 SHARES OF	EXXON MOBIL CORP COM	17,222.99	(16,610.80)	-	612.19
12/18/2012	SOLD 584 SHARES OF	FIFTH THIRD BANCORP COM	8,517.44	(8,217.82)	-	299.62
12/18/2012	SOLD 99 SHARES OF	GILEAD SCIENCES INC COM	7,443.02	(6,709.75)	-	733.27
12/18/2012	SOLD 16 SHARES OF	GOOGLE INC CL A COM	11,510.14	(8,801.41)	2,708.73	-

Fuller E. Callaway Foundation
Account: SunTrust Core Equities
Dates: 01/01/12 to 12/31/12
Schedule for Part IV - Capital Gains and Losses

Date	Description	Description 2	Cash Proceeds	Tax Cost	Gains/Losses	
					Long Term	Short Term
12/18/2012	SOLD 36 SHARES OF	GRAINGER W W INC COM	6,860.96	(7,055.62)	-	(194.66)
12/18/2012	SOLD 167 SHARES OF	HOME DEPOT INC COM	10,518.74	(8,968.60)	-	1,550.14
12/18/2012	SOLD 159 SHARES OF	HONEYWELL INTL INC COM	9,882.48	(9,668.06)	-	214.42
12/18/2012	SOLD 81 SHARES OF	INTERNATIONAL BUSINESS MACHS COM	15,643.75	(13,438.98)	2,204.77	-
12/18/2012	SOLD 207 SHARES OF	JP MORGAN CHASE & CO COM	8,927.74	(8,791.91)	135.83	-
12/18/2012	SOLD 150 SHARES OF	KRAFT FOODS GROUP INC COM	6,929.06	(5,474.96)	1,454.10	-
12/18/2012	SOLD 242 SHARES OF	MACY'S INC COM	9,303.26	(7,242.40)	2,060.86	-
12/18/2012	SOLD 22 SHARES OF	MASTERCARD INC CL A COM	10,725.34	(7,089.56)	3,635.78	-
12/18/2012	SOLD 80 SHARES OF	MCDONALDS CORP COM	7,173.67	(6,275.55)	898.12	-
12/18/2012	SOLD 82 SHARES OF	MCKESSON CORP COM	8,084.43	(7,504.53)	-	579.90
12/18/2012	SOLD 348 SHARES OF	MICROSOFT CORP COM	9,340.28	(9,328.00)	12.28	-
12/18/2012	SOLD 243 SHARES OF	MONDELEZ INTL INC COM	6,312.63	(5,485.70)	826.93	-
12/18/2012	SOLD 139 SHARES OF	MOODY'S CORP COM	6,874.13	(5,172.51)	1,701.62	-
12/18/2012	SOLD 425 SHARES OF	MYLAN INC COM	11,935.90	(7,471.15)	4,464.75	-
12/18/2012	SOLD 141 SHARES OF	NATIONAL OILWELL VARCO INC COM	9,301.80	(10,847.89)	(1,546.09)	-
12/18/2012	SOLD 116 SHARES OF	NORFOLK SOUTHERN CORP COM	7,120.44	(8,504.53)	(1,384.09)	-
12/18/2012	SOLD 433 SHARES OF	PFIZER INC COM	10,947.72	(9,953.20)	-	994.52
12/18/2012	SOLD 141 SHARES OF	PHILIP MORRIS INTL INC COM	12,283.88	(9,397.29)	2,886.59	-
12/18/2012	SOLD 86 SHARES OF	PPG INDUSTRIES INC COM	11,111.99	(9,186.71)	-	1,925.28
12/18/2012	SOLD 132 SHARES OF	TERADATA CORP DEL COM	8,044.70	(7,083.76)	-	960.94
12/18/2012	SOLD 245 SHARES OF	TYCO INTL LTD COM	7,049.74	(6,837.15)	-	212.59
12/18/2012	SOLD 210 SHARES OF	UNITEDHEALTH GROUP INC COM	11,411.62	(9,619.40)	1,792.22	-
12/18/2012	SOLD 255 SHARES OF	US BANCORP COM	8,123.01	(7,353.51)	-	769.50
12/18/2012	SOLD 51 SHARES OF	VF CORP COM	7,673.25	(8,173.27)	-	(500.02)
12/18/2012	SOLD 180 SHARES OF	WALT DISNEY CO COM	8,847.29	(8,735.17)	-	112.12
12/18/2012	SOLD 91 SHARES OF	WHOLE FOODS MKT INC COM	8,137.66	(4,375.69)	3,761.97	-
12/21/2012	SOLD 315 SHARES OF	ABBOTT LABS COM	20,463.58	(20,570.06)	-	(106.48)
12/21/2012	SOLD 307 SHARES OF	MOODY'S CORP COM	15,219.76	(11,062.99)	4,156.77	-

Total Gains/Losses for SunTrust Core Equities Account - Part IV, Form 990 PF

\$ 127,941.60

Date	Description	Description 2	Cash Proceeds	Tax Cost	Gains/Losses	
					Long Term	Short Term
2/16/2012	SOLD 1,822 SHARES OF	ISHARES TR DOW JONES SEL DIVD INDEX	99,990.79	(97,157.97)	-	2,832.82
3/13/2012	SOLD 16,344 SHARES OF	ISHRS RUSSELL TOP 200 GRWTH INDX ETF	554,546.83	(499,987.47)	-	54,559.36
6/27/2012	SOLD 65,828.349 SHARES OF	JPMORGAN TR I US EQUITY-I	686,589.68	(585,957.58)	100,122.01	510.09
6/29/2012	SOLD 16,599 SHARES OF	ISHARES TR RUSSELL 3000 INDEX ETF	1,292,644.71	(1,299,970.55)	(7,325.84)	-
8/1/2012	SOLD 4,181.185 SHARES OF	ADVISORS CAMBIAR SMALL CAP-I	72,000.00	(78,898.96)	(6,898.96)	-
8/1/2012	SOLD 8,257.638 SHARES OF	GOLDMAN SACHS GROWTH OPPTY-S-I	200,000.00	(171,319.00)	23,530.79	5,150.21
8/1/2012	SOLD 2,638.191 SHARES OF	INVENCO SMALL CAP GROWTH-I	84,000.00	(73,144.21)	9,577.06	1,278.73
8/1/2012	SOLD 2,120.482 SHARES OF	JANUS PERKINS SMALL CAP VALUE-I	44,000.00	(49,705.28)	(5,705.28)	-
8/7/2012	SOLD 4,546.767 SHARES OF	ADVISORS CAMBIAR SMALL CAP-I	78,750.00	(85,797.49)	(7,047.49)	-
8/7/2012	SOLD 9,135.202 SHARES OF	GOLDMAN SACHS GROWTH OPPTY-S-I	225,000.00	(179,930.46)	45,069.54	-
8/7/2012	SOLD 3,005.592 SHARES OF	INVENCO SMALL CAP GROWTH-I	96,750.00	(81,722.04)	15,027.96	-
8/7/2012	SOLD 2,369.554 SHARES OF	JANUS PERKINS SMALL CAP VALUE-I	49,500.00	(54,935.77)	(5,435.77)	-
8/20/2012	SOLD 21,055.938 SHARES OF	ADVISORS CAMBIAR SMALL CAP-I	379,428.00	(397,325.55)	(17,897.55)	-
8/20/2012	SOLD 3,728.398 SHARES OF	GOLDMAN SACHS GROWTH OPPTY-S-I	95,186.00	(72,703.76)	22,482.24	-
8/20/2012	SOLD 1,493.445 SHARES OF	HARBOR CAP APPRECIATION-I	63,113.00	(52,748.93)	10,252.41	111.66
8/20/2012	SOLD 1,493.445 SHARES OF	HARBOR CAP APPRECIATION-I	63,113.00	(51,506.69)	11,606.31	-
8/20/2012	SOLD 26,859.125 SHARES OF	HARTFORD DIVIDEND & GROWTH-Y	565,116.00	(496,945.25)	66,379.07	1,791.68
8/20/2012	SOLD 4,144.381 SHARES OF	INVENCO SMALL CAP GROWTH-I	137,552.00	(96,555.67)	40,996.33	-
8/20/2012	SOLD 10,863.444 SHARES OF	JANUS PERKINS SMALL CAP VALUE-I	231,500.00	(217,911.65)	11,095.77	2,492.58
8/20/2012	SOLD 22,804.294 SHARES OF	RIDGEWORTH FD-SEIX FLT HGH INCM#RGCI	201,818.00	(206,150.82)	(4,332.82)	-
8/22/2012	SOLD 556 SHARES OF	ISHARES TR DOW JONES SEL DIVD INDEX	32,088.49	(29,648.64)	-	2,439.85
8/22/2012	SOLD 4,050 SHARES OF	ISHARES TR RUSSELL 1000 GROWTH INDEX	267,096.77	(259,604.59)	-	7,492.18
8/22/2012	SOLD 1,507 SHARES OF	ISHARES TR RUSSELL 1000 VALUE INDEX	106,738.41	(103,605.35)	3,133.06	-
8/28/2012	SOLD 21,841.496 SHARES OF	ADVISORS CAMBIAR SMALL CAP-I	388,123.38	(407,416.17)	(22,152.94)	2,860.15
8/28/2012	SOLD 3,734.249 SHARES OF	GOLDMAN SACHS GROWTH OPPTY-S-I	95,186.00	(72,817.85)	22,368.15	-
8/28/2012	SOLD 27,026.112 SHARES OF	HARTFORD DIVIDEND & GROWTH-Y	565,116.00	(493,851.95)	71,264.05	-
8/28/2012	SOLD 4,196.217 SHARES OF	INVENCO SMALL CAP GROWTH-I	137,552.00	(94,868.90)	42,683.10	-
8/28/2012	SOLD 11,121.39 SHARES OF	JANUS PERKINS SMALL CAP VALUE-I	235,773.47	(210,305.49)	25,467.98	-
8/28/2012	SOLD 22,778.555 SHARES OF	RIDGEWORTH FD-SEIX FLT HGH INCM#RGCI	201,818.00	(205,918.14)	(4,100.14)	-
8/29/2012	SOLD 561 SHARES OF	ISHARES TR DOW JONES SEL DIVD INDEX	32,133.35	(29,915.27)	-	2,218.08
8/29/2012	SOLD 4,060 SHARES OF	ISHARES TR RUSSELL 1000 GROWTH INDEX	267,288.17	(260,245.59)	-	7,042.58
8/29/2012	SOLD 1,515 SHARES OF	ISHARES TR RUSSELL 1000 VALUE INDEX	106,872.37	(104,155.34)	2,717.03	-
8/29/2012	SOLD 16,930.023 SHARES OF	RIDGEWORTH FD-SEIX FLT HGH INCM#RGCI	150,000.00	(153,047.41)	(3,047.41)	-
11/8/2012	SOLD 2,095.058 SHARES OF	FEDERATED STRATEGIC VALUE-I	10,454.34	(10,778.96)	-	(324.62)
11/8/2012	SOLD 413.888 SHARES OF	FORUM ABSOLUTE STRATEGIES-I	4,635.55	(4,660.38)	-	(24.83)

Date	Description	Description 2	Cash Proceeds	Tax Cost	Gains/Losses	
					Long Term	Short Term
11/8/2012	SOLD 473.287 SHARES OF	GOLDMAN SACHS GROWTH OPPTY-S-I	11,950.50	(9,229.10)	2,721.40	-
11/8/2012	SOLD 240.084 SHARES OF	HARBOR CAP APPRECIATION-I	9,877.05	(7,555.44)	2,321.61	-
11/8/2012	SOLD 750.14 SHARES OF	HARTFORD DIVIDEND & GROWTH-Y	15,692.92	(13,999.38)	1,750.92	(57.38)
11/8/2012	SOLD 368.919 SHARES OF	INVESCO SMALL CAP GROWTH-I	12,277.61	(8,308.06)	3,969.55	-
11/8/2012	SOLD 887 SHARES OF	RIDGEWORTH FD-SEIX FLT HIGH INCM#RGCI	7,938.65	(8,018.48)	(79.83)	-
11/8/2012	SOLD 502.467 SHARES OF	VANGUARD INSTL INDEX-I	64,330.82	(65,782.84)	-	(1,452.02)
11/13/2012	SOLD 64 SHARES OF	ISHARES IBOX \$HIGHLYD CORP BD ETF	5,879.54	(5,894.76)	-	(15.22)
11/13/2012	SOLD 76 SHARES OF	ISHARES RUSSELL MIDCAP GROWTH INDEX	4,627.53	(4,655.81)	-	(28.28)
11/13/2012	SOLD 243 SHARES OF	ISHARES RUSSELL MIDCAP VALUE INDEX	11,831.40	(11,723.00)	-	108.40
11/13/2012	SOLD 122 SHARES OF	ISHARES TR DOW JONES SEL DIVD INDEX	6,905.04	(6,505.64)	399.40	-
11/13/2012	SOLD 643 SHARES OF	ISHARES TR RUSSELL 1000 GROWTH INDEX	41,433.99	(40,979.42)	-	454.57
11/13/2012	SOLD 331 SHARES OF	ISHARES TR RUSSELL 1000 VALUE INDEX	23,500.47	(22,756.05)	744.42	-
11/13/2012	SOLD 50 SHARES OF	ISHARES TR RUSSELL 2000 GROWTH INDEX	4,556.89	(4,651.42)	-	(94.53)
11/13/2012	SOLD 164 SHARES OF	ISHARES TR RUSSELL 2000 VALUE INDEX	11,753.61	(11,803.13)	-	(49.52)

Total Gains/Losses for SunTrust Miscellaneous Funds Account - Part IV, Form 990 PF

\$ 540,952.67

Date	Description	Description 2	Cash Proceeds	Tax Cost	Gains/Losses	
					Long Term	Short Term
8/22/2012	SOLD 6,009 SHARES OF	VANGUARD INTL EQTY IDX MSCI EMRG MKT	247,746.12	(262,533.21)	-	(14,787.09)
8/22/2012	SOLD 8,360 SHARES OF	ISHARES TR MSCI EAFE INDEX ETF	436,451.60	(504,687.10)	(68,235.50)	-
8/29/2012	SOLD 8,359 SHARES OF	ISHARES TR MSCI EAFE INDEX ETF	433,274.04	(495,184.33)	(61,910.29)	-

Total Gains/Losses for SunTrust International Account - Part IV, Form 990 PF

\$ (144,932.88)

Fuller E. Callaway Foundation

Account: SunTrust Lighthouse Funds

Dates: 01/01/2012 to 12/31/2012

Schedule for Part IV - Capital Gains and Losses

Page 1 of 1

Form 990-PF
58-0566148

Date	Description	Description 2	Cash Proceeds	Tax Cost	Gains/Losses	
					Long Term	Short Term
4/6/2012	SOLD 15.9 SHARES OF	LHP LOW VOLATILITY LTD SLV SPC	20,231.26	(16,158.20)	4,073.06	-
7/18/2012	SOLD 10.6868 SHARES OF	LHP LOW VOLATILITY LTD SLV SPC	13,823.44	(10,859.94)	2,963.50	-
12/31/2012	SOLD 1,382.36 SHARES OF	LHP LOW VOL LTD SLV SPC HOLDBACK	1,370.97	(1,382.36)	-	(11.39)

Total Gains/Losses for SunTrust Lighthouse Account - Part IV, Form 990 PF

\$ 7,025.17

Managed Account Statement

Account Number: 2A7-010388
 Statement Period: 12/01/2012 - 12/31/2012

Valuation at a Glance

	This Period	Year-to-Date
Beginning Account Value	\$1,212,753.22	\$959,959.34
Cash Deposits	0.00	7.13
Cash Withdrawals	-24.62	-424.46
Dividends/Interest	6,271.38	21,792.71
Fees	0.00	-10,990.88
Change in Account Value	11,087.66	259,743.80
Ending Account Value	\$1,230,087.64	\$1,230,087.64
Accrued Interest	\$0.00	
Account Value with Accrued Interest	\$1,230,087.64	
Estimated Annual Income	\$9,679.41	

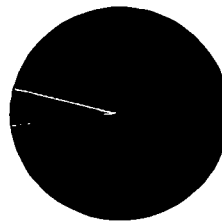
FULLER E CALLAWAY FOUNDATION
 ATTN SPEER BURDETTE
 HORIZON ASSET MANAGEMENT, INC
 P O BOX 790
 LAGRANGE GA 30241-0014

Your Relationship Manager:
 DAVIS/DELANEY/OLMSTED
 (404) 897-3324

Asset Allocation

	Prior Year-End	Last Period	This Period	% Allocation
Cash, Money Funds, and Bank Deposits	29,359.57	37,010.32	42,607.27	4%
Equities	891,749.33	1,146,818.68	1,158,836.77	94%
Exchange-Traded Products	38,850.44	28,924.22	28,643.60	2%
Account Total (Pie Chart)	\$959,959.34	\$1,212,753.22	\$1,230,087.64	100%

Asset Allocation percentages are rounded to the nearest whole percentage.
 Pie Chart allocation only includes products that are of positive value.



See page 2 of this statement for important information regarding the Asset Allocation section

Asset Allocation Disclosure and Footnotes

Note: Unpriced securities are not included in the Total Account Value.

Summary of Gains and Losses

	This Period	Realized	Year-to-Date	Unrealized
Short-Term Gain/Loss	2,710.86	-4,332.88		29,711.98
Long-Term Gain/Loss	-1,295.26	45,985.96		165,763.07
Net Gain/Loss	1,415.60	41,653.08		195,475.05

This summary excludes transactions where cost basis information is not available

Client Service Information

Your Relationship Manager: K15	Contact Information	Client Service Information
DAVIS/DELANEY/OLMSTED	Telephone Number: (404) 897-3324	Service Hours: Monday - Friday 07:00 a.m. - 10:00 p.m. (EST)
PRIVATE BANKING USA	Fax Number: (404) 962-4246	Saturday - Sunday 08:00 a.m. - 06:00 p.m. (EST)
MONARCH PLAZA		Client Service Telephone Number: (866) 355-4746
3414 PEACHTREE RD NE		Web Site: WWW.CREDIT-SUISSE.COM/CLIENTVIEW
SUITE 400		
ATLANTA GA 30326-1167		
Investment Objective: GROWTH		
Risk Exposure: NONE SPECIFIED		
Portfolio Manager: HORIZON ASSET MANAGEMENT, LLC		

Default Tax Lot Disposition Method for Mutual Funds : FIRST IN FIRST OUT

Default Tax Lot Disposition Method for Stocks in a Dividend Reinvestment Plan: FIRST IN FIRST OUT

Default Tax Lot Disposition Method for All Other Securities: FIRST IN FIRST OUT

If you have any questions concerning your investment objective or wish to make a change, please contact your Relationship Manager.

Portfolio Investment Style: ABSOLUTE RETURN

Portfolio Holdings

Quantity	Opening Date	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and Bank Deposits 4.00% of Portfolio									
Cash Balance				0.00	1,177.66				
Money Market									
FEDERATED PRIME CASH SERIES	12/01/12	0000129284	12/31/12	37,010.32	41,429.61	0.00	3.04	0.01%	0.01%
41,429.610				\$37,010.32	\$41,429.61	\$0.00	\$3.04		
Total Money Market				\$37,010.32	\$42,607.27	\$0.00	\$3.04		

Total Cash, Money Funds, and Bank Deposits

Managed Account Statement

Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income 0.00% of Portfolio (In Maturity Date Sequence)									
Corporate Bonds									
SEC MIRANT CORP SR DEBE CONV									
2 500% 06/15/21 B/E DTD 05/31/01									
CALLABLE SECURITY IN DEFAULTIST CPN DTE 12/15/01 CPN PMT									
SEMI ANNUAL									
ON JUN 15 AND DEC 15									
69,000.000	08/26/05 *	0.0000	0.00	N/A	N/A	N/A	0.00		
Original Cost Basis: \$0.00									
Total Corporate Bonds			\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	
69,000.000									
Total Fixed Income									
69,000.000			\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities 94.00% of Portfolio								
Common Stocks								
GLENCORE INTL PLC ST HELIER SHS								
ISIN# JE00B4T3BW64								
CUSIP: G39420107								
Dividend Option Cash								
746.000	02/08/12	7.0830	5.283.55	5.8000	4,326.80	-956.75	152.18	3.51%
GREENLIGHT CAPITAL RE LTD CL A								
ISIN# KYG4095J1094								
CUSIP: G4095J109								
Dividend Option Cash								
132.000	04/05/11	28.3090	3,736.75	23.0800	3,046.56	-690.19		
62.000	04/06/11	28.3340	1,756.68	23.0800	1,430.96	-325.72		
98.000	05/02/11	27.4700	2,692.02	23.0800	2,261.84	-430.18		
51.000	05/03/11	27.1100	1,382.60	23.0800	1,177.08	-205.52		
51.000	05/04/11	26.4630	1,349.60	23.0800	1,177.08	-172.52		
17.000	05/05/11	26.3210	447.45	23.0800	392.36	-55.09		

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
GREENLIGHT CAPITAL RE LTD CL A (continued)								
130,000	06/28/11	26.2190	3,408.42	23.0800	3,000.40	-408.02		
541,000	Total Covered		14,773.52		12,486.28	-2,287.24		
541,000	Total		\$14,773.52		\$12,486.28	-\$2,287.24	\$0.00	
BEIJING CAPITAL INTERNATIONAL								
AIRPORT CO LTD BCIA SHS H								
ISIN#CNE100000221								
CUSIP: Y07717104								
Dividend Option: Cash								
16,064,000	01/17/07*	0.8360	13,435.93	0.7160	11,502.98	-1,932.95		
2,000,000	02/21/07*	1.1030	2,205.80	0.7160	1,432.14	-773.66		
14,000,000	03/20/07*	0.9700	13,578.60	0.7160	10,025.01	-3,553.59		
10,000,000	04/26/07*	0.9950	9,946.00	0.7160	7,160.72	-2,785.28		
42,064,000	Total Noncovered		39,166.33		30,120.85	-9,045.48		
42,064,000	Total		\$39,166.33		\$30,120.85	-\$9,045.48	\$0.00	
HENDERSON LAND DEVELOPMENT CO LTD								
SHS ISIN#HK0012000102								
CUSIP: Y31476107								
Dividend Option: Cash								
3,000,000	09/24/08*	4.8240	14,472.30	7.0575	21,172.51	6,700.21		
2,000,000	09/14/10*	6.4710	12,942.20	7.0575	14,115.01	1,172.81		
600,000	09/27/10*	7.0850	4,250.82	7.0575	4,234.50	-16.32		
900,000	10/25/10*	7.4700	6,723.09	7.0575	6,351.75	-371.34		
6,500,000	Total Noncovered		38,388.41		45,873.77	7,485.36		
700,000	03/29/11	6.6730	4,670.89	7.0575	4,940.25	269.36		
500,000	04/11/11	7.2650	3,632.60	7.0575	3,528.75	-103.85		
1,100,000	05/12/11	6.6970	7,366.70	7.0575	7,763.26	396.56		
2,300,000	Total Covered		15,670.19		16,232.26	562.07		
8,800,000	Total		\$54,058.60		\$62,106.03	\$8,047.43	\$0.00	
AIR LEASE CORP CL A								
CUSIP: 00912X302								
Dividend Option: Cash								
225,000	11/11/11	22.8560	5,142.51	21.5000	4,837.50	-305.01		
76,000	11/29/11	21.9770	1,670.28	21.5000	1,634.00	-36.28		
132,000	11/30/11	22.3030	2,943.93	21.5000	2,838.00	-105.93		
172,000	12/21/11	23.6800	4,072.96	21.5000	3,698.00	-374.96		
605,000	Total Covered		13,829.68		13,007.50	-822.18		
605,000	Total		\$13,829.68		\$13,007.50	-\$822.18	\$0.00	

Managed Account Statement

Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
AUTONATION INC DEL COM								
CUSIP: 05329W102								
Dividend Option Cash								
182,000	12/21/10*	27.6910	5,039.69	39.7000	7,225.40	2,185.71		
182,000	Total Noncovered		5,039.69		7,225.40	2,185.71		
139,000	01/03/11	28.5040	3,962.00	39.7000	5,518.30	1,556.30		
58,000	01/04/11	28.2390	1,637.86	39.7000	2,302.60	664.74		
193,000	01/14/11	28.3000	5,461.90	39.7000	7,662.10	2,200.20		
155,000	01/26/11	29.6280	4,592.40	39.7000	6,153.50	1,561.10		
222,000	02/02/11	28.5570	6,339.57	39.7000	8,813.40	2,473.83		
75,000	02/10/11	33.4500	2,508.76	39.7000	2,977.50	468.74		
254,000	02/23/11	32.3620	8,219.92	39.7000	10,083.80	1,863.88		
31,000	03/08/11	33.2050	1,029.35	39.7000	1,230.70	201.35		
116,000	03/09/11	33.2160	3,853.10	39.7000	4,605.20	752.10		
111,000	03/28/11	34.5860	3,839.07	39.7000	4,406.70	567.63		
44,000	04/21/11	33.6240	1,479.47	39.7000	1,746.80	267.33		
118,000	04/25/11	33.9030	4,000.58	39.7000	4,684.60	684.02		
1,516,000	Total Covered		46,923.98		60,185.20	13,261.22		
1,698,000	Total		\$51,963.67		\$67,410.60	\$15,446.93	\$0.00	
BOK FINANCIAL CORP NEW								
CUSIP: 05561Q201								
Dividend Option Cash								
72,000	03/25/10*	52.8100	3,802.33	54.4600	3,921.12	118.79	109.44	2.79%
18,000	03/26/10*	52.7360	949.25	54.4600	980.28	31.03	27.36	2.79%
90,000	Total Noncovered		4,751.58		4,901.40	149.82	136.80	
90,000	Total		\$4,751.58		\$4,901.40	\$149.82	\$136.80	
BERKSHIRE HATHAWAY INC DEL CL B NEW								
CUSIP: 084670702								
Dividend Option Cash								
243,000	08/05/05*	55.5800	313,505.94	89.7000	21,797.10	8,291.16		
163,000	11/23/10*	79.7070	12,992.24	89.7000	14,621.10	1,628.86		

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
BERKSHIRE HATHAWAY INC DEL CL B NEW (continued)								
406.000			26,498.18		36,418.20	9,920.02		
406.000			\$26,498.18		\$36,418.20	\$9,920.02	\$0.00	
BROOKFIELD ASSET MGMT INC VTC								
SHS CL A ISIN#CA1125851040								
CUSIP: 112585104								
Dividend Option: Cash								
292.000	08/29/05*	17.1820	5,017.13	36.6500	10,701.80	5,684.67	163.52	1.52%
225.000	09/07/05*	18.1530	4,084.50	36.6500	8,246.25	4,161.75	126.00	1.52%
225.000	09/13/05*	18.3900	4,137.74	36.6500	8,246.25	4,108.51	126.00	1.52%
720.000	10/26/05*	19.3980	13,966.22	36.6500	26,388.00	12,421.78	403.20	1.52%
680.000	07/26/07*	35.9810	24,467.07	36.6500	24,922.00	454.93	380.80	1.52%
50.000	08/31/07*	33.9940	1,699.70	36.6500	1,832.50	132.80	28.00	1.52%
121.000	11/19/07*	33.8770	4,099.14	36.6500	4,434.65	335.51	67.76	1.52%
2,313.000	Total Noncovered		57,471.50		84,771.45	27,299.95	1,295.28	
2,313.000	Total		\$57,471.50		\$84,771.45	\$27,299.95	\$1,295.28	
BROOKFIELD RESIDENTIAL PPTVS								
INC COM ISIN#CA11283W1041								
CUSIP: 11283W104								
Dividend Option: Cash								
469.000	05/08/12	11.4510	5,370.57	17.9400	8,413.86	3,043.29		
116.000	09/06/12	14.5050	1,682.61	17.9400	2,081.04	398.43		
59.000	09/07/12	14.5110	856.14	17.9400	1,058.46	202.32		
71.000	09/10/12	14.4850	1,028.44	17.9400	1,273.74	245.30		
68.000	09/11/12	14.5010	986.04	17.9400	1,219.92	233.88		
69.000	09/12/12	14.5410	1,003.32	17.9400	1,237.86	234.54		
50.000	09/13/12	14.6510	732.54	17.9400	897.00	164.46		
902.000	Total Covered		11,659.66		16,181.88	4,522.22		
902.000	Total		\$11,659.66		\$16,181.88	\$4,522.22	\$0.00	
CBOE HLDGS INC COM								
CUSIP: 12503M108								
Dividend Option: Cash								
54.000	08/24/12	28.7920	1,554.79	29.4600	1,590.84	36.05	32.40	2.03%
147.000	08/27/12	29.0000	4,262.97	29.4600	4,330.62	67.65	88.20	2.03%
201.000	Total Covered		5,817.76		5,921.46	103.70	120.60	
201.000	Total		\$5,817.76		\$5,921.46	\$103.70	\$120.60	

Managed Account Statement

Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
CME GROUP INC COM								
CUSIP 12572Q105			Security Identifier: CME					
Dividend Option, Cash								
266 000	02/19/09 *	36 8040	9,789.94	50 6700	13,478.22	3,688.28	478.80	3.55%
CALLOWAY REAL ESTATE INVT TR TR UNIT NEW								
ISIN#CA1312532056			Security Identifier: CWYUF					
CUSIP 131253205								
Dividend Option, Cash								
191 000	05/22/12	27 8130	5,312.26	29 0837	5,555.00	242.74	300.52	5.40%
199 000	06/21/12	27 2920	5,431.13	29 0837	5,787.67	356.54	313.10	5.40%
49 000	08/08/12	29 9980	1,469.91	29 0837	1,425.11	-44.80	77.10	5.40%
135 000	08/09/12	30 2110	4,078.46	29 0837	3,926.31	-152.15	212.41	5.40%
198 000	08/30/12	29 7740	5,895.33	29 0837	5,758.59	-136.74	311.52	5.40%
772 000	Total Covered		22,187.09		22,452.68	265.59	1,214.65	
772 000	Total		\$22,187.09		\$22,452.68	\$265.59	\$1,214.65	
COLFAX CORP COM								
CUSIP 194014106			Security Identifier: CFX					
Dividend Option, Cash								
163 000	01/06/12	29 6570	4,834.06	40 3500	6,577.05	1,742.99		
167 000	01/27/12	31 9590	5,337.14	40 3500	6,738.45	1,401.31		
330 000	Total Covered		10,171.20		13,315.50	3,144.30		
330 000	Total		\$10,171.20		\$13,315.50	\$3,144.30	\$0.00	
CONTINENTAL RES INC COM								
ISIN#US2120151012			Security Identifier: CLR					
CUSIP 212015101								
Dividend Option, Cash								
75 000	12/16/11	63 1950	4,739.63	73 4900	5,511.75	772.12		
69 000	12/21/11	65 9600	4,551.27	73 4900	5,070.81	519.54		
144 000	Total Covered		9,290.90		10,582.56	1,291.66		
144 000	Total		\$9,290.90		\$10,582.56	\$1,291.66	\$0.00	

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
DISH NETWORK CORP CL A								
CUSIP: 25470M109			Security Identifier: DISH					
Dividend Option Cash								
188 000	10/18/11	26 0900	4,904 92	36 4000	6,843 20	1,938 28		
196 000	11/03/11	23 6930	4,643 73	36 4000	7,134 40	2,490 67		
194 000	11/29/11	24 0000	4,656 04	36 4000	7,061 60	2,405 56		
165 000	04/25/12	31 4190	5,184 20	36 4000	6,006 00	821 80		
743 000	Total Covered		19,388.89		27,045.20	7,656.31		
743 000	Total		\$19,388.89		\$27,045.20	\$7,656.31	\$0.00	
DREAMWORKS ANIMATION SKG INC CL A								
CUSIP: 26153C103			Security Identifier: DWA					
Dividend Option Cash								
158 000	06/23/10*	28 8620	4,560 20	16 5700	2,618 06	-1,942.14		
182 000	07/01/10*	28 3860	5,166 23	16 5700	3,015 74	-2,150 49		
340 000	Total Noncovered		9,726.43		5,633.80	-4,092.63		
34 000	01/06/11	29 5240	1,003 83	16 5700	563 38	-440 45		
145 000	01/07/11	29 3910	4,261 75	16 5700	2,402 65	-1,859 10		
136 000	02/16/11	29 0560	3,951 62	16 5700	2,253 52	-1,698 10		
70 000	02/17/11	27 7300	1,941 11	16 5700	1,159 90	-781 21		
239 000	04/27/11	25 8930	6,188 38	16 5700	3,960 23	-2,228 15		
219 000	06/15/11	21 3930	4,685 15	16 5700	3,628 83	-1,056 32		
247 000	07/12/11	20 8660	5,153 85	16 5700	4,092 79	-1,061 06		
112 000	08/05/11	19 6600	2,201 89	16 5700	1,855 84	-346 05		
166 000	08/08/11	18 9850	3,151 44	16 5700	2,750 62	-400 82		
235 000	08/25/11	19 6980	4,629 08	16 5700	3,893 95	-735 13		
256 000	09/21/11	19 4940	4,990 46	16 5700	4,241 92	-748 54		
1,859 000	Total Covered		42,158.56		30,803.63	-11,354.93		
2,195 000	Total		\$51,884.99		\$36,437.43	-\$15,447.56	\$0 00	
FAMILY DOLLAR STORES								
CUSIP: 307000109			Security Identifier: FDO					
Dividend Option Cash								
92 000	11/08/12	66 5970	6,126 88	63 4100	5,833 72	-293 16	77 28	1 32%
90 000	11/14/12	66 1710	5,955 35	63 4100	5,706 90	-248 45	75 60	1 32%
80 000	11/21/12	68 9560	5,516 45	63 4100	5,072 80	-443 65	67 20	1 32%
262 000	Total Covered		17,598.68		16,613.42	-985.26	220 08	
262 000	Total		\$17,598.68		\$16,613.42	-\$985.26	\$220.08	

Managed Account Statement

Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
FOREST CITY ENTERPRISES INC								
CL A								
CUSIP 345550107								
Dividend Option Cash								
29 000	10/22/10*	14 4360	418 65	16 1500	468 35	49 70		
93 000	10/25/10*	14 6440	1 361 89	16 1500	1 501 95	140 06		
415 000	11/18/10*	15 4980	6 431 67	16 1500	6 702 25	270 58		
537 000	Total Noncovered		8 212 21		8 672 55	460 34		
537 000	Total		\$8 212 21		\$8 672 55	\$460 34	\$0.00	
FRANCO NEV CORP COM								
ISIN#CA3518581051								
CUSIP 351858105								
Dividend Option Cash								
138 000	11/10/10*	32 8930	4 539 21	57 1700	7 889 46	3 350 25	99 36	1 25%
147 000	12/20/10*	32 6710	4 802 58	57 1700	8 403 99	3 601 41	105 84	1 25%
285 000	Total Noncovered		9 341 79		16 293 45	6 951 66	205 20	
182 000	02/08/11	29 7280	5 410 50	57 1700	10 404 94	4 994 44	131 04	1 25%
103 000	03/08/11	36 1280	3 721 18	57 1700	5 888 51	2 167 33	74 16	1 25%
285 000	Total Covered		9 131 68		16 293 45	7 161 77	205 20	
570 000	Total		\$18 473 47		\$32 586 90	\$14 113 43	\$410 40	
GOOGLE INC CL A								
CUSIP 38259P508								
Dividend Option Cash								
9 000	09/28/11	537 4780	4 837 30	707 3800	6 366 42	1 529 12		
8 000	10/25/11	587 9090	4 703 27	707 3800	5 659 04	955 77		
17 000	Total Covered		9 540 57		12 025 46	2 484 89		
17 000	Total		\$9 540 57		\$12 025 46	\$2 484 89	\$0.00	

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
HOWARD HUGHES CORP COM								
CUSIP 44267D107			Security Identifier: HHC					
Dividend Option: Cash								
21 000	01/25/12*	47 4440	996 33	73 0200	1 533 42	537 09		
21 000	Total Noncovered		996 33		1 533 42	537 09		
35 000	01/05/11	54 3250	1 901 37	73 0200	2 555 70	654 33		
65 000	01/06/11	54 8960	3 568 24	73 0200	4 746 30	1 178 06		
91 000	04/19/11	62 9820	5 731 36	73 0200	6 644 82	913 46		
61 000	08/10/11	52 8210	3 222 07	73 0200	4 454 22	1 232 15		
24 000	08/11/11	54 4460	1 306 71	73 0200	1 752 48	445 77		
89 000	08/12/11	52 8680	4 705 22	73 0200	6 498 78	1 793 56		
11 000	11/21/11	45 0040	495 04	73 0200	803 22	308 18		
32 000	11/22/11	45 0540	1 441 74	73 0200	2 336 64	894 90		
70 000	11/23/11	44 1920	3 093 43	73 0200	5 111 40	2 017 97		
12 000	11/25/11	44 7310	536 77	73 0200	876 24	339 47		
88 000	12/09/11	48 0450	4 227 96	73 0200	6 425 76	2 197 80		
46 000	12/12/11	47 3710	2 179 05	73 0200	3 358 92	1 179 87		
91 000	01/05/12	45 2320	4 116 07	73 0200	6 644 82	2 528 75		
73 000	01/26/12	50 5310	3 688 78	73 0200	5 330 46	1 641 68		
19 000	02/16/12	55 1470	1 047 80	73 0200	1 387 38	339 58		
40 000	02/17/12	54 9820	2 199 26	73 0200	2 920 80	721 54		
25 000	02/21/12	54 6800	1 367 00	73 0200	1 825 50	458 50		
46 000	02/27/12	55 5050	2 553 23	73 0200	3 358 92	805 69		
72 000	02/28/12	55 2830	3 980 40	73 0200	5 257 44	1 277 04		
990 000	Total Covered		51 361 50		72 289 80	20 928 30		
1 011 000	Total		\$52 357 83		\$73 823 22	\$21 465 39	\$0.00	
IMPERIAL OIL LTD COM								
CUSIP 453038408			Security Identifier: IMO					
Dividend Option: Cash								
321 000	05/22/07*	48 9890	15 725 56	43 0000	13 803 00	-1 922 56	155 07	1 12%
JARDEN CORP COM								
CUSIP 471109108			Security Identifier: JAH					
Dividend Option: Cash								
111 000	06/22/10*	29 8760	3 316 26	51 7000	5 738 70	2 422 44	38 29	0 66%
88 000	07/13/10*	29 3830	2 585 69	51 7000	4 549 60	1 963 91	30 36	0 66%
154 000	08/09/10*	28 3880	4 371 69	51 7000	7 961 80	3 590 11	53 13	0 66%
66 000	08/10/10*	27 7560	1 831 89	51 7000	3 412 20	1 580 31	22 77	0 66%
110 000	09/02/10*	29 0810	3 198 91	51 7000	5 687 00	2 488 09	37 95	0 66%
126 000	09/14/10*	29 6950	3 741 63	51 7000	6 514 20	2 772 57	43 47	0 66%

Managed Account Statement

Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
JARDEN CORP COM (continued)								
116,000	09/15/10*	29.8030	3,457.16	51.7000	5,997.20	2,540.04	40.02	0.66%
38,000	09/28/10*	30.5150	1,159.58	51.7000	1,964.60	805.02	13.11	0.66%
105,000	09/29/10*	31.1970	3,275.65	51.7000	5,428.50	2,152.85	36.23	0.66%
205,000	10/19/10*	32.2430	6,609.84	51.7000	10,598.50	3,988.66	70.73	0.66%
30,000	11/10/10*	32.6180	978.53	51.7000	1,551.00	572.47	10.35	0.66%
130,000	11/11/10*	32.6390	4,243.11	51.7000	6,721.00	2,477.89	44.85	0.66%
176,000	12/16/10*	31.3650	5,520.31	51.7000	9,099.20	3,578.89	60.72	0.66%
1,455,000	Total Noncovered		44,290.25		75,223.50	30,933.25	501.98	
295,000	07/28/11	30.9890	9,141.67	51.7000	15,251.50	6,109.83	101.77	0.66%
295,000	Total Covered		9,141.67		15,251.50	6,109.83	101.77	
1,750,000	Total		\$53,431.92		\$90,475.00	\$37,043.08	\$603.75	
JARDINE STRATEGIC HLDGS LTD BERMUNDA								
ADR								
CUSIP 471122200								
Dividend Option Cash								
356,000	10/20/11	13.9350	4,960.72	17.7600	6,322.56	1,361.84	37.20	0.58%
364,000	10/28/11	14.8040	5,388.51	17.7600	6,464.64	1,076.13	38.04	0.58%
356,000	11/04/11	15.6070	5,556.02	17.7600	6,322.56	766.54	37.20	0.58%
272,000	11/28/11	14.6550	3,986.05	17.7600	4,830.72	844.67	28.42	0.58%
284,000	12/08/11	15.4400	4,384.93	17.7600	5,043.84	658.91	29.68	0.58%
316,000	01/06/12	15.0090	4,742.97	17.7600	5,612.16	869.19	33.02	0.58%
1,948,000	Total Covered		29,019.20		34,596.48	5,577.28	203.56	
1,948,000	Total		\$29,019.20		\$34,596.48	\$5,577.28	\$203.56	
LENNAR CORP CL A COM STK								
CUSIP 526057104								
Dividend Option Cash								
65,000	02/29/12	23.5320	1,529.56	38.6700	2,513.55	983.99	10.40	0.41%
228,000	04/04/12	26.4780	6,037.05	38.6700	8,816.76	2,779.71	36.48	0.41%
293,000	Total Covered		7,566.61		11,330.31	3,763.70	46.88	
293,000	Total		\$7,566.61		\$11,330.31	\$3,763.70	\$46.88	

Security Identifier: ISHLY

Security Identifier: LEN

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
LEUCADIA NATL CORP COM								
CUSIP: 527288104			Security Identifier: LUK					
Dividend Option: Cash								
828,000	08/05/05*	19.0290	15,756.14	23.7900	19,698.12	3,941.98	207.00	1.05%
203,000	05/04/10*	24.9340	5,061.54	23.7900	4,829.37	-232.17	50.75	1.05%
670,000	08/31/10*	21.2750	14,254.18	23.7900	15,939.30	1,685.12	167.50	1.05%
179,000	10/13/10*	25.4330	4,552.52	23.7900	4,258.41	-294.11	44.75	1.05%
1,880,000	Total Noncovered		39,624.38		44,725.20	5,100.82	470.00	
1,880,000	Total		\$39,624.38		\$44,725.20	\$5,100.82	\$470.00	
LIBERTY MEDIA CORP NEW LIBERTY CAP COM								
SER: A			Security Identifier: LMCA					
CUSIP: 530322106								
Dividend Option: Cash								
14,536	06/21/10*	44.2570	643.31	116.0100	1,686.29	1,042.98		
87,000	07/13/10*	45.2070	3,932.98	116.0100	10,092.87	6,159.89		
100,000	08/05/10*	48.2630	4,826.34	116.0100	11,601.00	6,774.66		
87,000	08/12/10*	47.7240	4,152.01	116.0100	10,092.87	5,940.86		
92,000	09/02/10*	47.8470	4,401.92	116.0100	10,672.92	6,271.00		
105,000	12/13/10*	62.4470	6,556.97	116.0100	12,181.05	5,624.08		
485,536	Total Noncovered		24,513.53		56,327.00	31,813.47		
25,557	07/08/11	84.5040	2,159.70	116.0100	2,964.91	805.21		
110,161	07/11/11	83.3620	9,183.25	116.0100	12,779.81	3,596.56		
56,403	08/02/11	86.8160	4,896.65	116.0100	6,543.25	1,646.60		
75,791	08/18/11	75.2930	5,706.55	116.0100	8,792.51	3,085.96		
40,539	08/25/11	75.0170	3,041.13	116.0100	4,702.96	1,661.83		
78,435	09/08/11	77.1210	6,048.97	116.0100	9,099.22	3,050.25		
57,284	09/21/11	82.9510	4,751.73	116.0100	6,645.51	1,893.78		
86,366	10/05/11	69.0470	5,963.35	116.0100	10,019.37	4,056.02		
12,338	10/06/11	69.0190	851.56	116.0100	1,431.33	579.77		
47,590	10/12/11	70.2390	3,342.66	116.0100	5,520.89	2,178.23		
590,464	Total Covered		45,945.55		68,499.76	22,554.21		
1,076,000	Total		\$70,459.08		\$124,826.76	\$54,367.68		
LIBERTY INTERACTIVE CORP INTERACTIVE COM								
SER: A			Security Identifier: LINTA					
CUSIP: 53071M104								
Dividend Option: Cash								
312,000	06/07/12	14.7100	4,589.40	19.6800	6,140.16	1,550.76		
333,000	06/20/12	14.9460	4,976.88	19.6800	6,553.44	1,576.56		
338,000	10/03/12	18.8480	6,370.56	19.6800	6,651.84	281.28		

Managed Account Statement

Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
LIBERTY INTERACTIVE CORP INTERACTIVE COM (continued)								
321,000	10/23/12	20.2030	6,485.10	19.6800	6,317.28	-167.82		
1,304,000	Total Covered		22,421.94		25,662.72	3,240.78		
1,304,000	Total		\$22,421.94		\$25,662.72	\$3,240.78	\$0.00	
LIBERTY INTERACTIVE CORP LIBERTY VENTURE								
COM SER A								
CUSIP: 53071M880								
Dividend Option Cash								
5,679	10/17/12	47.0500	3267.20	67.7600	384.82	117.62		
5,679	Total Noncovered		267.20		384.82	117.62		
15,350	06/07/12	38.8510	596.36	67.7600	1,040.12	443.76		
16,650	06/20/12	39.4740	657.24	67.7600	1,128.20	470.96		
5,321	10/17/12	46.8760	3249.42	67.7600	360.54	111.12		
37,321	Total Covered		1,503.02		2,528.86	1,025.84		
43,000	Total		\$1,770.22		\$2,913.68	\$1,143.46	\$0.00	
LIMITED BRANDS INC								
CUSIP: 532716107								
Dividend Option Cash								
138,000	07/21/11	40.7410	5,622.19	47.0600	6,494.28	872.09	138.00	2.12%
160,000	07/27/11	37.8680	6,058.80	47.0600	7,529.60	1,470.80	160.00	2.12%
156,000	08/03/11	35.7510	5,577.12	47.0600	7,341.36	1,764.24	156.00	2.12%
118,000	08/11/11	33.6860	3,974.92	47.0600	5,553.08	1,578.16	118.00	2.12%
135,000	09/21/11	40.8550	5,515.47	47.0600	6,353.10	837.63	135.00	2.12%
133,000	10/03/11	37.6450	5,006.85	47.0600	6,258.98	1,252.13	133.00	2.12%
840,000	Total Covered		31,755.35		39,530.40	7,775.05	840.00	
840,000	Total		\$31,755.35		\$39,530.40	\$7,775.05	\$840.00	
MSC INDL DIRECT INC CL A								
CUSIP: 553530106								
Dividend Option Cash								
69,000	04/12/12	78.4850	5,415.49	75.3800	5,201.22	-214.27	82.80	1.59%



FULLER E CALLAWAY FDN / FIXED I A
ACCOUNT NO. 1129547

PORTFOLIO SUMMARY

AS OF 12/31/12

PAGE 2

MAJOR INVESTMENT CLASS	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO						
PRINCIPAL CASH	2,848,334.39	57.50 %	2,848,334.39			
STIF & MONEY MARKET FUNDS	97,314.37	1.96 %	97,314.37	0.00	1	0.01 %
US GOVERNMENT & AGENCY BONDS	2,724,834.28	55.01 %	2,711,430.68	13,403.60	5,805	1.34 %
CORPORATE OBLIGATIONS	1,559,577.24	31.48 %	1,446,734.70	112,842.54	17,058	4.20 %
PREFERRED SECURITIES	78,234.50	1.58 %	73,527.12	4,707.38	375	5.58 %
PROPRIETARY FUNDS	493,696.84	9.97 %	486,000.00	7,696.84	1,969	4.89 %
MISCELLANEOUS ASSETS	0.00	0.00 %	0.00	0.00	0	0.00 %
PRINCIPAL PORTFOLIO TOTAL	2,105,322.84	42.50 %	1,966,672.48	138,650.36	25,208	2.64 %
INCOME PORTFOLIO						
INCOME CASH	2,848,334.39	57.50 %	2,848,334.39			
TOTAL ASSETS	4,953,657.23	100.00 %	4,815,006.87	138,650.36	25,208	2.64 %



FULLER E CALLAWAY FDN / FIXED I A
ACCOUNT NO. 1129547

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 3

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
<u>PRINCIPAL PORTFOLIO</u>						
	PRINCIPAL CASH	2,848,334.39- 57.50-%	2,848,334 39-			
<u>STIF & MONEY MARKET FUNDS</u>						
97,314.37	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	97,314.37 1.000 1.96 %	97,314.37 1.00	0 00	1	0.01 % 0.00 %
<u>US GOVERNMENT & AGENCY BONDS</u>						
41,134.59	FEDERAL HOME LOAN MTG CORP PARTN CTF GOLD POOL #J19310 DTD 06/01/12 3.000% DUE 06/01/27 CUSIP: 3128Q0KX4	43,411.39 105.535 0 88 %	42,992.08 104.52	419.31	103	2.84 % 2.54 %
71,993.21	FEDERAL HOME LOAN MTG CORP PARTN CTF GOLD POOL #J19417 DTD 06/01/12 3.000% DUE 06/01/27 CUSIP: 3128Q0PA9	76,001.07 105.567 1.53 %	75,367.89 104.69	633.18	180	2.84 % 2.54 %
47,601.15	FEDERAL NATIONAL MTG ASSN PASSTHRU CTF POOL #AB5887 DTD 07/01/12 2.500% DUE 08/01/27 CUSIP: 31417CRH0	49,961.22 104.958 1 01 %	49,140.75 103.23	820.47	99	2.38 % 2.10 %
48,000	FEDERAL NATIONAL MTG ASSN REMIC SER 2011-46 CL-B DTD 04/01/11 3.000% DUE 05/25/26 CUSIP: 31397SG24	50,913.60 106.070 1 03 %	42,211.87 87.94	8,701.73	120	2.83 % 2.47 %



FULLER E CALLAWAY FDN / FIXED I A
ACCOUNT NO. 1129547

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 4

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE \$ OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
553,000	UNITED STATES TREASURY NTS DTD 03/15/12 0.375% DUE 03/15/15 CUSIP: 912828SK7	554,122.59 100 203 11.19 %	554,012 11 100 18	110 48	619	0.37 % 0.28 %
321,000	UNITED STATES TREASURY NTS DTD 04/02/12 1.000% DUE 03/31/17 CUSIP: 912828SM3	326,742 69 101 789 6 60 %	326,202 94 101 62	539.75	820	0.98 % 0.57 %
830,000	UNITED STATES TREASURY NTS DTD 05/31/11 1.750% DUE 05/31/16 CUSIP: 912828QP8	867,026.30 104.461 17 50 %	857,671.47 103.33	9,354.83	1,277	1.68 % 0.43 %
170,000	UNITED STATES TREASURY NT DTD 08/15/11 2.125% DUE 08/15/21 CUSIP: 912828RC6	178,712 50 105 125 3.61 %	179,881 25 105.81	1,168.75-	1,365	2.02 % 1.49 %
231,000	UNITED STATES TREASURY NT DTD 08/31/12 0.625% DUE 08/31/17 CUSIP: 912828TM2	230,782 86 99.906 4 66 %	231,365 24 100.16	582.38-	483	0.63 % 0.65 %
351,000	UNITED STATES TREASURY NTS DTD 11/15/12 1.625% DUE 11/15/22 CUSIP: 912828TY6	347,160.06 98.906 7 01 %	352,585.08 100.45	5,425.02-	741	1.64 % 1 75 %
TOTAL US GOVERNMENT & AGENCY BONDS		2,724,834.28	2,711,430.68	13,403.60	5,805	1.34 %



FULLER E CALLAWAY FDN / FIXED I A
ACCOUNT NO. 1129547

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 5

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
CORPORATE OBLIGATIONS						
9,000	AIR PRODUCTS & CHEMICALS SR UNSECD NT DTD 02/06/08 4.150% DUE 02/01/13 CUSIP: 009163AA4 MOODY'S RATING: A2	9,026.64 100.296 0.18 %	8,983.98 99.82	42.66	156	4.14 % 4.14 %
18,000	ALABAMA PWR CO SR UNSECD NT DTD 11/21/08 5.800% DUE 11/15/13 CALLABLE CUSIP: 010392FA1 MOODY'S RATING: A2	18,812.88 104.516 0.38 %	18,166.06 100.92	646.82	133	5.55 % 0.60 %
11,000	AMERICAN EXPRESS CREDIT CO SR UNSECD MTN DTD 03/26/12 2.375% DUE 03/24/17 CUSIP: 0258M0DD8 MOODY'S RATING: A2	11,509.52 104.632 0.23 %	10,970.19 99.73	539.33	70	2.27 % 1.25 %
4,000	ANALOG DEVICES INC SR UNSECD NT DTD 04/04/11 3.000% DUE 04/15/16 CALLABLE & PUTABLE CUSIP: 032654AG0 MOODY'S RATING: A3	4,242.24 106.056 0.09 %	3,981.12 99.53	261.12	25	2.83 % 1.12 %
21,000	ANHEUSER-BUSCH INBEV WORLDWIDE INC GLOBAL SR UNSECD BD CO GTD DTD 07/16/12 2.500% DUE 07/15/22 CALLABLE CUSIP: 03523TBP2 MOODY'S RATING: A3	21,131.46 100.626 0.43 %	20,898.78 99.52	232.68	241	2.48 % 2.43 %



FULLER E CALLAWAY FDN / FIXED I A
ACCOUNT NO. 1129547

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 6

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
11,000	AT&T INC GLOBAL SR UNSECD BD DTD 08/18/11 3.875% DUE 08/15/21 CALLABLE CUSIP: 00206GRAZ5 MOODY'S RATING: A2	12,259.61 111.451 0.25 %	10,967.55 99.70	1,292.06	161	3.47 % 2.40 %
9,000	AUTOZONE INC GLOBAL SR UNSECD BD DTD 04/24/12 3.700% DUE 04/15/22 CALLABLE CUSIP: 0533332AM4 MOODY'S RATING: BAA2	9,461.70 105.130 0.19 %	9,077.31 100.86	384.39	70	3.52 % 3.06 %
14,000	BARRICK AUSTRALIA FIN PTY LTD GLOBAL CO GTD BDS DTD 10/16/09 4.950% DUE 01/15/20 CUSIP: 06849UAC9	15,694.84 112.106 0.32 %	15,365.15 109.75	329.69	320	4.42 % 3.03 %
23,000	BARRICK GOLD FIN CO GLOBAL GTD NT DTD 11/12/04 4.875% DUE 11/15/14 CONTINUOUSLY CALLABLE CUSIP: 06849VAB9	24,532.72 106.664 0.50 %	21,933.72 95.36	2,599.00	143	4.57 % 1.26 %
5,000	BECTON DICKINSON & CO SR NTS DTD 11/12/10 3.250% DUE 11/12/20 CUSIP: 075887AW9 MOODY'S RATING: A3	5,367.15 107.343 0.11 %	4,997.45 99.95	369.70	22	3.04 % 2.23 %
18,000	BERKSHIRE HATHAWAY FIN CORP GLOBAL NTS DTD 11/15/08 4.600% DUE 05/15/13 CALLABLE CUSIP: 084664BD2 MOODY'S RATING: AA2	18,279.00 101.550 0.37 %	17,875.80 99.31	403.20	106	4.53 % 4.53 %



FULLER E CALLAWAY FDN / FIXED I A
ACCOUNT NO 1129547

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 7

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
27,000	BERKSHIRE HATHAWAY INC SR UNSEC'D GLOBAL NT DTD 02/11/10 3.200% DUE 02/11/15 CUSIP: 084670AV0 MOODY'S RATING: AA2	28,425.06 105.278 0.57 %	27,294.45 101.09	1,130.61	336	3.04 % 0.68 %
13,000	BHP BILLITON FIN USA LTD GLOBAL CO GTD NT DTD 11/21/11 1.125% DUE 11/21/14 CUSIP: 055451AJ7	13,156.78 101.206 0.27 %	12,953.85 99.64	202.93	16	1.11 % 0.48 %
9,000	BIOMED REALTY LP CO GTD NT DTD 03/30/11 3.850% DUE 04/15/16 CALLABLE CUSIP: 09064AAF8 MOODY'S RATING: BAA3	9,492.30 105.470 0.19 %	8,942.85 99.36	549.45	73	3.66 % 2.12 %
23,000	BOEING CO GLOBAL NOTES DTD 02/11/03 5.125% DUE 02/15/13 CONTINUOUSLY CALLABLE CUSIP: 097023AT2 MOODY'S RATING: A2	23,126.96 100.552 0.47 %	22,886.67 99.51	240.29	445	5.10 % 5.10 %
17,000	BP CAPITAL MARKETS PLC SR UNSEC'D CO GTD NT DTD 11/01/11 2.248% DUE 11/01/16 CUSIP: 05565QBT4	17,686.46 104.038 0.36 %	17,006.45 100.04	680.01	64	2.16 % 1.17 %
18,000	CISCO SYSTEMS INC GLOBAL NTS DTD 02/22/06 5.500% DUE 02/22/16 CUSIP: 17275RAC6 MOODY'S RATING: A1	20,574.90 114.305 0.42 %	18,417.52 102.32	2,157.38	355	4.81 % 0.87 %



FULLER E CALLAWAY FDN / FIXED I A
ACCOUNT NO. 1129547

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 8

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
7,000	CLOROX CO GLOBAL SR UNSECD BD DTD 09/13/12 3.050% DUE 09/15/22 CALLABLE CUSIP: 189054AT6 MOODY'S RATING: BAA1	7,217.28 103.104 0.15 %	6,977.81 99.68	239.47	64	2.97 % 2.68 %
17,000	CME GROUP INC MTN DTD 08/12/08 5.400% DUE 08/01/13 CALLABLE CUSIP: 12572QAA3 MOODY'S RATING: AA3	17,484.50 102.850 0.35 %	16,998.13 99.99	486.37	383	5.25 % 0.50 %
16,000	CME GROUP INC SR UNSECD BD DTD 02/09/09 5.750% DUE 02/15/14 CALLABLE & PUTABLE CUSIP: 12572QAD7 MOODY'S RATING: AA3	16,896.80 105.605 0.34 %	16,166.84 101.04	729.96	348	5.44 % 0.73 %
11,000	COMCAST CORP GLOBAL SR UNSECD NT CO GTD DTD 07/02/12 3.125% DUE 07/15/22 CALLABLE CUSIP: 2003ONBD2 MOODY'S RATING: BAA1	11,460.24 104.184 0.23 %	11,062.26 100.57	397.98	171	3.00 % 2.63 %
14,000	COMCAST CORP NOTE DTD 06/09/05 4.950% DUE 06/15/16 CONTINUOUSLY CALLABLE CUSIP: 2003ONAG6 MOODY'S RATING: BAA1	15,781.08 112.722 0.32 %	13,058.78 93.28	2,722.30	31	4.39 % 1.18 %



FULLER E CALLAWAY FDN / FIXED I A
ACCOUNT NO. 1129547

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 9

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
21,000	COVIDIEN INTL FIN SA GLOBAL GTD NT-PUTABLE DTD 04/15/08 6 000% DUE 10/15/17 CONTINUOUSLY CALLABLE CUSIP: 22303QAG5	25,436.46 121.126 0 51 %	21,918.49 104.37	3,517.97	266	4.95 % 1.42 %
23,000	DEERE & CO SR UNSECD BD DTD 06/08/12 2.600% DUE 06/08/22 CALLABLE CUSIP: 244199BE4 MOODY'S RATING: A2	23,289.80 101.260 0 47 %	22,941.58 99.75	348.22	38	2.57 % 2.45 %
10,000	DIAGEO CAP PLC GLOBAL GTD NT DTD 10/26/07 5.200% DUE 01/30/13 CALLABLE CUSIP: 25243YAL3	10,036.80 100.368 0 20 %	10,042.98 100.43	6.18-	218	5.18 % 5.18 %
5,000	DIGITAL REALTY TR LP GLOBAL CO GTD NT SER WI DTD 08/01/10 5.875% DUE 02/01/10 CALLABLE CUSIP: 25389JAH9 MOODY'S RATING: BAA2	5,713.05 114.261 0.12 %	5,307.26 106.15	405.79	122	5.15 % 3.58 %
5,000	DOMINION RES INC VA SR UNSECD NT DTD 08/15/11 1.950% DUE 08/15/16 CALLABLE CUSIP: 25746UBN8 MOODY'S RATING: BAA2	5,138.40 102.768 0.10 %	4,998.80 99.98	139.60	37	1.91 % 1.17 %



FULLER E CALLAWAY FDN / FIXED I A
ACCOUNT NO. 1129547

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 10

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
5,000	DUKE ENERGY CAROLINAS LLC 1ST MTG BDS DTD 06/07/10 4.300% DUE 06/15/20 CALLABLE CUSIP: 26442CAJ3 MOODY'S RATING: A1	5,700.85 114.017 0.12 %	5,269.71 105.39	431.14	10	3.77 % 2.25 %
9,000	EBAY INC GLOBAL SR UNSECD BD DTD 07/24/12 2.600% DUE 07/15/22 CALLABLE CUSIP: 278642AE3 MOODY'S RATING: A2	9,092.16 101.024 0.18 %	8,988.21 99.87	103.95	102	2.57 % 2.48 %
7,000	EL PASO NATURAL GAS CO GLOBAL SR UNSECD NT DTD 10/15/07 5.950% DUE 04/15/17 CALLABLE CUSIP: 283695BP8 MOODY'S RATING: BAA1	8,093.19 115.617 0.16 %	7,068.18 100.97	1,025.01	88	5.15 % 2.12 %
10,000	EL PASO PIPELINE PARTNRS OPER GLOBAL CO GTD NT DTD 03/30/10 6.500% DUE 04/01/20 CALLABLE CUSIP: 28370TAA7 MOODY'S RATING: BAA1	12,193.30 121.933 0.25 %	11,434.74 114.35	758.56	163	5.33 % 3.10 %
37,000	ENERGY TRANSFER PARTNERS LP SR UNSECD NTS DTD 03/28/08 6.700% DUE 07/01/18 CALLABLE @MAKE WHOLE+50BP CUSIP: 29273RAH2 MOODY'S RATING: BAA3	44,581.67 120.491 0.90 %	36,891.22 99.71	7,690.45	1,240	5.56 % 2.67 %



FULLER E CALLAWAY FDN / FIXED I A
ACCOUNT NO. 1129547

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
7,000	ENERGY TRANSFER PARTNERS LP SR UNSECD GLOBAL BD DTD 05/12/11 4.650% DUE 06/01/21 CALLABLE CUSIP: 29273RAN9 MOODY'S RATING: BAA3	7,691.11 109 873 0.16 %	6,932 24 99 03	758.87	27	4.24 % 3.30 %
17,000	ENSCO PLC SR UNSECD BD DTD 03/17/11 4.700% DUE 03/15/21 CALLABLE CUSIP: 29358QAA7	19,131.12 112.536 0.39 %	16,756.49 98 57	2,374.63	235	4.18 % 2 97 %
32,000	ENTERPRISE PRODS OPER LP GLOBAL SR NT SER B DTD 10/04/04 5.600% DUE 10/15/14 CONTINUOUSLY CALLABLE CUSIP: 293791AN9 MOODY'S RATING: BAA2	34,641.92 108.256 0.70 %	32,246.04 100.77	2,395.88	378	5.17 % 0 93 %
20,000	EXELON GENERATION CO LLC SR NT DTD 09/28/07 6 200% DUE 10/01/17 CONTINUOUSLY CALLABLE CUSIP: 30161MAE3 MOODY'S RATING: BAA1	23,618 40 118.092 0 48 %	20,264.86 101.32	3,353 54	310	5.25 % 2.17 %
13,000	FISERV INC CO GTD NT DTD 06/14/11 4 750% DUE 06/15/21 CALLABLE CUSIP: 337738AL2 MOODY'S RATING: BAA2	14,333.54 110 258 0.29 %	13,031 85 100.24	1,301 69	27	4 31 % 3.35 %



FULLER E CALLAWAY FDN / FIXED I A
ACCOUNT NO 1129547

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 12

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
12,000	GENERAL ELECTRIC CO SR UNSECD GLOBAL NTS DTD 12/06/07 5.250% DUE 12/06/17 CUSIP: 369604BC6 MOODY'S RATING: AA3	14,149.80 117.915 0.29 %	12,229.24 101.91	1,920.56	44	4.45 % 1.47 %
14,000	GENERAL ELECTRIC CO GLOBAL SR UNSECD BOND DTD 10/09/12 2 700% DUE 10/09/22 CALLABLE CUSIP: 369604BD4 MOODY'S RATING: AA3	14,270.34 101.931 0.29 %	13,967.10 99.76	303.24	86	2.65 % 2.48 %
8,000	GEORGIA PWR CO SR UNSECD BD DTD 11/19/08 6.000% DUE 11/01/13 CALLABLE CUSIP: 373334JM4 MOODY'S RATING A3	8,354.88 104.436 0.17 %	7,994.88 99.94	360.00	80	5.75 % 0.65 %
23,000	GLAXOSMITHKLINE CAP INC GTD NT DTD 05/13/08 5.650% DUE 05/15/18 CALLABLE CUSIP: 377372AD9 MOODY'S RATING: A1	28,014.92 121.804 0.57 %	23,811.07 103.53	4,203.85	166	4.64 % 1.42 %
12,000	INTEL CORP GLOBAL SR UNSECD NT DTD 09/19/11 1.950% DUE 10/01/16 CALLABLE CUSIP: 458140AH3 MOODY'S RATING: A1	12,397.20 103.310 0.25 %	12,026.30 100.22	370.90	59	1.89 % 1.05 %



FULLER E CALLAWAY FDN / FIXED I A
ACCOUNT NO. 1129547

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 13

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
14,000	DEERE JOHN CAP CORP MTN SER MTN DTD 12/02/11 1.250% DUE 12/02/14 CUSIP: 24422ERK7 MOODY'S RATING: A2	14,186.06 101.329 0.29 %	14,005.52 100.04	180.54	14	1.23 % 0.55 %
6,000	JUNIPER NETWORKS INC SR UNSECD NT DTD 03/03/11 3.100% DUE 03/15/16 CALLABLE & PUTABLE CUSIP: 48203RAE4 MOODY'S RATING: BAA2	6,219.36 103.656 0.13 %	6,108.90 101.81	110.46	55	2.99 % 1.92 %
12,000	KELLOGG CO GLOBAL NTS DTD 03/06/08 4.250% DUE 03/06/13 CALLABLE CUSIP: 487836BA5 MOODY'S RATING: BAA1	12,079.56 100.663 0.24 %	11,977.56 99.81	102.00	163	4.22 % 4.22 %
35,000	KINDER MORGAN ENERGY PARTNERS GLOBAL SR UNSECD BD DTD 08/13/12 3.450% DUE 02/15/23 CALLABLE CUSIP: 494550BM7 MOODY'S RATING: BAA2	36,046.50 102.990 0.73 %	34,972.35 99.92	1,074.15	463	3.35 % 3.10 %
9,000	KROGER CO SR NT DTD 11/25/08 7.500% DUE 01/15/14 CALLABLE CUSIP: 501044CL3 MOODY'S RATING: BAA2	9,626.94 106.966 0.19 %	8,982.72 99.81	644.22	311	7.01 % 0.76 %



FULLER E CALLAWAY FDN / FIXED I A
ACCOUNT NO. 1129547

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 14

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
41,000	LAZARD GROUP LLC SR NT DTD 05/10/05 7.125% DUE 05/15/15 CONTINUOUSLY CALLABLE CUSIP: 52107QAC9 MOODY'S RATING: BA2	45,578.88 111.168 0.92 %	40,925.99 99.82	4,652.89	373	6.41 % 2.26 %
10,000	LB-UBS COML MTG TR 2005-C7 COML MTG PASSTHRU CTF CL A-3 DTD 10/11/05 VAR RT DUE 11/15/30 CALLABLE CUSIP: 52108MAD5 MOODY'S RATING: N/A	10,369.60 103.696 0.21 %	10,092.97 100.93	276.63	30	5.27 % 5.14 %
5,000	LIFE TECHNOLOGIES CORP SR UNSEC BD DTD 12/14/10 5.000% DUE 01/15/21 CALLABLE CUSIP: 53217VAE9 MOODY'S RATING: BAA3	5,634.55 112.691 0.11 %	4,977.80 99.56	656.75	115	4.44 % 3.20 %
41,000	MACYS RETAIL HLDGS INC GLOBAL SR UNSEC BD DTD 11/20/12 2.875% DUE 02/15/23 CALLABLE CUSIP: 55616XAH0 MOODY'S RATING: BAA3	40,148.43 97.923 0.81 %	40,943.42 99.86	794.99-	134	2.94 % 3.12 %
48,000	MIDAMERICAN ENERGY HLDGS CO GLOBAL SR NT SER D PUTABLE DTD 02/12/04 5.000% DUE 02/15/14 CUSIP: 59562VAK3 MOODY'S RATING: BAA1	50,263.20 104.715 1.01 %	45,303.36 94.38	4,959.84	907	4.77 % 0.77 %



FULLER E CALLAWAY FDN / FIXED I A
ACCOUNT NO. 1129547

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 15

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
15,000	NASDAQ OMX GROUP INC SR NT DTD 01/15/10 5.550% DUE 01/15/20 CALLABLE CUSIP: 631103AD0 MOODY'S RATING: BAA3	16,339.95 108.933 0.33 %	15,067.41 100.45	1,272.54	384	5.10 % 4.08 %
15,000	NBCUNIVERSAL MEDIA LLC GLOBAL SR UNSEC'D NOTES DTD 04/01/11 4.375% DUE 04/01/21 CALLABLE CUSIP: 63946BAE0 MOODY'S RATING: BAA2	16,850.10 112.334 0.34 %	15,499.20 103.33	1,350.90	164	3.89 % 2.70 %
23,000	NEWMONT MINING CORP GLOBAL CO GTD NT DTD 03/08/12 3.500% DUE 03/15/22 CALLABLE CUSIP: 651639AN6 MOODY'S RATING: BAA1	23,721.28 103.136 0.48 %	22,522.52 97.92	1,198.76	237	3.39 % 3.11 %
13,000	NOVARTIS SECS INVEST LTD GLOBAL CO GTD NT DTD 02/10/09 5.125% DUE 02/10/19 CALLABLE CUSIP: 66989GAA8	15,537.21 119.517 0.31 %	13,687.48 105.29	1,849.73	261	4.29 % 1.74 %
39,000	ORACLE CORP GLOBAL NT DTD 04/09/08 5.750% DUE 04/15/18 CALLABLE CUSIP: 68389XAC9 MOODY'S RATING: A1	47,463.39 121.701 0.96 %	41,568.18 106.59	5,895.21	473	4.73 % 1.47 %



FULLER E CALLAWAY FDN / FIXED I A
ACCOUNT NO. 1129547

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 16

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
22,000	PACCAR FINL CORP SR UNSECD MTN SER MTN DTD 09/29/11 1.550% DUE 09/29/14 CUSIP: 6937IRK39 MOODY'S RATING: A1	22,360.58 101.639 0.45 %	22,001.78 100.01	358.80	87	1.53 % 0.60 %
27,000	PRAXAIR INC SR UNSECD DTD 03/07/08 4.625% DUE 03/30/15 CALLABLE CUSIP: 7400SPAR5 MOODY'S RATING: A2	29,396.25 108.875 0.59 %	27,513.63 101.90	1,882.62	316	4.25 % 0.64 %
14,000	ROGERS WIRELESS INC GLOBAL SECD SR NT DTD 11/30/04 7.500% DUE 03/15/15 CONTINUOUSLY CALLABLE CUSIP: 77531QAM0	15,944.88 113.892 0.32 %	15,517.21 110.84	427.67	309	6.59 % 1.11 %
23,000	SBC COMMUNICATIONS INC GLOBAL NOTES DTD 11/03/04 5.100% DUE 09/15/14 CONTINUOUSLY CALLABLE CUSIP: 78387GAP8 MOODY'S RATING: A2	24,706.60 107.420 0.50 %	22,930.95 99.70	1,775.65	345	4.75 % 0.71 %
23,000	SCHERING PLOUGH CORP UNSECD SR NT DTD 09/17/07 6.000% DUE 09/15/17 CALLABLE & PUTABLE CUSIP: 806605AJ0 MOODY'S RATING: AA3	28,188.34 122.558 0.57 %	23,371.77 101.62	4,816.57	406	4.90 % 1.07 %



FULLER E CALLAWAY FDN / FIXED I A
ACCOUNT NO. 1129547

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 17

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE \$ OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
16,000	SOUTHERN CALIF EDISON CO 1ST MTG BD DTD 10/15/08 5.750% DUE 03/15/14 CALLABLE CUSIP: 842400FK4 MOODY'S RATING: A1	16,983.36 106.146 0.34 %	15,918.72 99.49	1,064.64	271	5.42 % 0.62 %
3,000	STATOIL ASA GLOBAL CO GTD NT DTD 08/17/10 3.125% DUE 08/17/17 CALLABLE CUSIP: 85771PAB8	3,265.11 108.837 0.07 %	3,041.70 101.39	223.41	35	2.88 % 1.16 %
11,000	STRYKER CORP SR UNSEC ND DTD 09/16/11 2.000% DUE 09/30/16 CALLABLE CUSIP: 863667AC5 MOODY'S RATING: A3	11,454.08 104.128 0.23 %	11,006.32 100.06	447.76	56	1.92 % 0.88 %
13,000	TC PIPELINES LP SR UNSEC ND DTD 06/17/11 4.650% DUE 06/15/21 CALLABLE CUSIP: 87233QAA6 MOODY'S RATING: BAA2	13,823.42 106.334 0.28 %	13,066.04 100.51	757.38	27	4.38 % 3.77 %
10,000	THERMO FISHER SCIENTIFIC INC GLOBAL SR UNSEC ND DTD 08/16/11 2.250% DUE 08/15/16 CALLABLE CUSIP: 883556BA9 MOODY'S RATING: BAA1	10,353.90 103.539 0.21 %	10,102.52 101.03	251.38	85	2.17 % 1.25 %



FULLER E CALLAWAY FDN / FIXED I A
ACCOUNT NO. 1129547

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 18

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
7,000	THOMSON REUTERS CORP GLOBAL NOTES PUTABLE DTD 06/20/08 5.950% DUE 07/15/13 CALLABLE CUSIP: 884903BA2	7,196.91 102.813 0.15 %	6,964.86 99.50	232.05	192	5.79 % 0.71 %
18,000	TIME WARNER CABLE INC CO GTD DTD 11/18/08 8.250% DUE 02/14/14 CALLABLE CUSIP: 88732JJAQ1 MOODY'S RATING: BAA2	19,498.50 108.325 0.39 %	18,239.94 101.33	1,258.56	565	7.62 % 0.77 %
39,000	TIME WARNER CABLE INC GTD NT SER WI DTD 04/09/07 5.850% DUE 05/01/17 CONTINUOUSLY CALLABLE CUSIP: 88732JJA1 MOODY'S RATING: BAA2	46,071.48 118.132 0.93 %	39,658.46 101.69	6,413.02	380	4.95 % 1.51 %
4,000	TIME WARNER INC CO GTD NT DTD 03/11/10 4.875% DUE 03/15/20 CALLABLE CUSIP: 887317AF2 MOODY'S RATING: BAA2	4,672.20 116.805 0.09 %	3,971.52 99.29	700.68	57	4.17 % 2.33 %
9,000	TOYOTA MTR CRD CORP MTN DTD 06/17/10 3.200% DUE 06/17/15 CALLABLE CUSIP: 89233P4B9 MOODY'S RATING: AA3	9,543.69 106.041 0.19 %	8,988.84 99.88	554.85	11	3.02 % 0.72 %



FULLER E CALLAWAY FDN / FIXED I A
ACCOUNT NO. 1129547

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 19

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
14,000	TRANS-CANADA PIPELINES NTS DTD 09/23/10 3.800% DUE 10/01/20 CALLABLE CUSIP: 893526DK6	15,622.60 111.590 0.32 %	14,606.90 104.33	1,015.70	133	3.41 % 2.17 %
8,000	TRANSCONTINENTAL GAS PIPE LINE SR UNSEC'D GLOBAL BD DTD 05/22/08 6.050% DUE 06/15/18 CALLABLE CUSIP: 893570BY6 MOODY'S RATING: BAA1	9,796.48 122.456 0.20 %	7,539.46 94.24	2,257.02	22	4.94 % 1.72 %
11,000	UNITED PARCEL SVC INC SR UNSEC'D BD DTD 11/12/10 3.125% DUE 01/15/21 CALLABLE CUSIP: 911312AM8 MOODY'S RATING: AA3	11,832.81 107.571 0.24 %	11,162.38 101.48	670.43	159	2.91 % 2.10 %
29,000	UNITED TECHNOLOGIES CORP GLOBAL SR UNSEC'D BD DTD 06/01/12 3.100% DUE 06/01/22 CALLABLE CUSIP: 913017BV0 MOODY'S RATING: A2	30,710.71 105.899 0.62 %	31,015.42 106.95	304.71-	75	2.93 % 2.40 %
15,000	VERIZON COMMUNICATIONS INC GLOBAL NTS DTD 04/04/08 5.250% DUE 04/15/13 CUSIP: 92343VAN4 MOODY'S RATING: A3	15,205.35 101.369 0.31 %	15,062.67 100.42	142.68	166	5.18 % 5.18 %



FULLER E CALLAWAY FDN / FIXED I A
ACCOUNT NO 1129547

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 20

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
10,000	VERIZON COMMUNICATIONS INC GLOBAL NTS DTD 02/15/06 5.550% DUE 02/15/16 CALLABLE CUSIP: 92343VAC8 MOODY'S RATING: A3	11,387.40 113.874 0.23 %	9,705.80 97.06	1,681.60	210	4.87 % 1.02 %
7,000	WAL-MART STORES INC SR NT DTD 04/18/11 1.625% DUE 04/15/14 CUSIP: 931142DA8 MOODY'S RATING: AA2	7,115.92 101.656 0.14 %	6,981.10 99.73	134.82	24	1.60 % 0.34 %
32,000	WAL-MART STORES INC SR UNSEC'D BD DTD 04/18/11 4.250% DUE 04/15/21 CUSIP: 931142DD2 MOODY'S RATING: AA2	37,162.56 116.133 0.75 %	32,051.90 100.16	5,110.66	287	3.66 % 2.12 %
12,000	WALGREEN CO GLOBAL NT DTD 07/17/08 4.875% DUE 08/01/13 CONTINUOUSLY CALLABLE CUSIP: 931422AD1 MOODY'S RATING: BAA1	12,296.04 102.467 0.25 %	11,953.08 99.61	342.96	244	4.76 % 0.63 %
8,000	WATSON PHARMACEUTICALS INC GLOBAL SR UNSEC'D BOND DTD 10/02/12 3.250% DUE 10/01/22 CUSIP: 942683AF0 MOODY'S RATING: BAA3	8,166.80 102.085 0.16 %	7,933.20 99.16	233.60	64	3.18 % 3.00 %
40,000	WEATHERFORD INT'L LTD GTD SR NT DTD 10/07/03 4.950% DUE 10/15/13 CONTINUOUSLY CALLABLE CUSIP: 947075AA5	41,161.60 102.904 0.83 %	37,953.60 94.88	3,208.00	418	4.81 % 1.24 %



FULLER E CALLAWAY FDN / FIXED I A
ACCOUNT NO. 1129547

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 21

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
15,000	WEATHERFORD INTL LTD GLOBAL CO GTD NT DTD 09/23/10 5.125% DUE 09/15/20 CALLABLE CUSIP: 94707VAA8	16,529.85 110.199 0.33 %	15,558.81 103.73	971.04	226	4.65 % 3.60 %
22,000	WELLS FARGO & CO GLOBAL SR UNSEC'D NT DTD 02/15/12 1.250% DUE 02/13/15 CUSIP: 94974BFA3 MOODY'S RATING: A2	22,206.36 100.938 0.45 %	21,937.52 99.72	268.84	105	1.24 % 0.80 %
16,000	WILLIAMS PARTNERS LP NT DTD 11/09/10 4.125% DUE 11/15/20 CALLABLE CUSIP: 96950FAG9 MOODY'S RATING: BAA2	17,374.08 108.588 0.35 %	16,056.34 100.35	1,317.74	84	3.80 % 2.90 %
18,000	XEROX CORP SR NT PUTABLE DTD 04/28/08 6.350% DUE 05/15/18 CALLABLE CUSIP: 984121BW2 MOODY'S RATING: BAA2	20,759.40 115.330 0.42 %	18,240.40 101.34	2,519.00	146	5.51 % 3.22 %
11,000	3M CO SR UNSEC'D NT DTD 09/29/11 1.375% DUE 09/29/16 CUSIP: 88579YAD3 MOODY'S RATING: AA2	11,225.94 102.054 0.23 %	10,942.52 99.48	283.42	39	1.35 % 0.82 %



FULLER E CALLAWAY FDN / FIXED I A
ACCOUNT NO. 1129547

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 22

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
TOTAL CORPORATE OBLIGATIONS		1,559,577.24	1,446,734.70	112,842.54	17,058	4.20 %
PREFERRED SECURITIES						
PREFERRED						
325	ARCH CAP GROUP LTD PERP PFD NTS 6.750% BERMUDA \$ CALLABLE CUSIP: G0450A204	8,719.75 26.830 0.18 %	8,218.62 25.29	501.13	0	6.30 % 0.00 %
650	PNC FINL SVCS GROUP INC NON-CUMUL PERP PFD 6.125% SER P CALLABLE CUSIP: 693475857	18,031.00 27.740 0.36 %	16,751.00 25.77	1,280.00	0	5.52 % 0.00 %
125	PUBLIC STORAGE CUMUL PERP REIT PFD 5.625% SER U CALLABLE CUSIP: 74460W602	3,247.50 25.980 0.07 %	3,125.00 25.00	122.50	0	5.42 % 0.00 %
375	REINSURANCE GROUP OF AMERICA INC PFD SER FXD/FLTG SUBD NT DTD 08/21/12 6.200% DUE 09/15/42 CALLABLE CUSIP: 759351703	10,166.25 27.110 0.21 %	9,575.00 25.53	591.25	0	5.71 % 0.00 %
400	SCE TRUST I CUMUL PERP QTRLY PFD 5.625% SER CALLABLE CUSIP: 78406T201	10,320.00 25.800 0.21 %	9,935.00 24.84	385.00	0	5.45 % 0.00 %



FULLER E CALLAWAY FDN / FIXED I A
ACCOUNT NO. 1129547

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 23

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
1,000	US BANCORP NON-CUML PERP PFD SER G 6 000% FXD/FLTG CALLABLE CALLABLE CUSIP: 902973817	27,750.00 27.750 0.56 %	25,922.50 25.92	1,827.50	375	5 41 % 0 00 %
TOTAL PREFERRED		78,234.50	73,527.12	4,707.38	375	5.58 %
TOTAL PREFERRED SECURITIES		78,234.50	73,527.12	4,707.38	375	5.58 %
PROPRIETARY FUNDS						
54,977 376	RIDGEWORTH FD-SEIX FLTG RT HIGH INCM I SHS #RGCJ CUSIP: 76628T678	493,696.84 8.980 9.97 %	486,000.00 8.84	7,696.84	1,969	4 89 % 0 00 %
MISCELLANEOUS ASSETS						
1	CLASS ACTION PENDING LEHMAN BROTHERS HLDGS INC ON RCPT OF FINAL PMT CUSIP: 997001PZ9	0.00 0.000 0.00 %	0 00 0.00	0 00	0	0 00 % 0 00 %
PRINCIPAL PORTFOLIO TOTAL		2,105,322.84	1,966,672.48	138,650.36	25,208	2.64 %
INCOME PORTFOLIO						
	INCOME CASH	2,848,334.39 57 50 %	2,848,334.39			



FULLER E CALLAWAY FDN / FIXED I A
ACCOUNT NO. 1129547

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 24

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
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TOTAL ASSETS 4,953,657.23 4,815,006.87 138,650.36 25,208 2,648



FULLER E CALLAWAY FDN / EQ I A
ACCOUNT NO 1128417

PORTFOLIO SUMMARY

AS OF 12/31/12

PAGE 2

MAJOR INVESTMENT CLASS	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO						
PRINCIPAL CASH	528,533.29-	45.28%	528,533.29-			
STIF & MONEY MARKET FUNDS	12,282.06	1.05%	12,282.06	0.00	1	0.01%
EQUITY SECURITIES	1,155,031.26	98.95%	984,210.08	170,821.18	1,621	1.93%
MISCELLANEOUS ASSETS	0.00	0.00%	0.00	0.00	0	0.00%
PRINCIPAL PORTFOLIO TOTAL	638,780.03	54.72%	467,958.85	170,821.18	1,621	1.91%
INCOME PORTFOLIO						
INCOME CASH	528,533.29	45.28%	528,533.29			
TOTAL ASSETS	1,167,313.32	100.00%	996,492.14	170,821.18	1,621	1.91%



FULLER E CALLAWAY FDN / EQ I A
ACCOUNT NO. 1128417

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 3

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
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PRINCIPAL PORTFOLIO

PRINCIPAL CASH
528,533.29-
45.28-%
528,533.29-

STIF & MONEY MARKET FUNDS

12,282.06 FEDERATED MONEY MKT OBLIGS TR
TRSY OBLIGS INSTL CL #68 FFS
CUSIP: 609068DF5

12,282.06
1.00
1.05 %
0.00
1
0.01 %
0.00 %

EQUITY SECURITIES

ENERGY

269	ANADARKO PETE CORP COM CUSIP: 032511107	19,989 39 74.310 1.71 %	21,401 54 79.56	1,412.15-	0	0.49 % 0.00 %
295	CHEVRON CORP COM CUSIP: 166764100	31,901 30 108.140 2.73 %	30,950.63 104.92	950 67	0	3.33 % 0.00 %
177	EOG RESOURCES INC COM CUSIP: 26875P101	21,379 83 120.790 1.83 %	19,598.63 110.73	1,781 20	0	0.56 % 0.00 %
430	EXXON MOBIL CORP COM CUSIP: 30231G102	37,216.50 86.550 3.19 %	36,155.65 84.08	1,060.85	0	2.63 % 0.00 %
313	NATIONAL OILWELL VARCO INC COM CUSIP: 637071101	21,393 55 68.350 1.83 %	22,817.65 72.90	1,424.10-	0	0.76 % 0.00 %



FULLER E CALLAWAY FDN / EQ I A
ACCOUNT NO. 1128417

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 4

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
215	PHILLIPS 66 COM CUSIP: 718546104	11,416.50 53.100 0.98 %	11,496.57 53.47	80.07-	0	1.88 % 0.00 %
TOTAL ENERGY		143,297.07	142,420.67	876.40	0	1.84 %
<u>MATERIALS</u>						
124	MONSANTO CO NEW COM CUSIP: 61166W101	11,736.60 94.650 1.01 %	11,294.31 91.08	442.29	0	1.58 % 0.00 %
190	PPG INDUSTRIES INC COM CUSIP: 693506107	25,716.50 135.350 2.20 %	19,877.85 104.62	5,838.65	0	1.74 % 0.00 %
TOTAL MATERIALS		37,453.10	31,172.16	6,280.94	0	1.69 %
<u>INDUSTRIALS</u>						
441	ADT CORP COM CUSIP: 00101J106	20,502.09 46.490 1.76 %	16,258.94 36.87	4,243.15	0	1.08 % 0.00 %
276	BOEING CO COM CUSIP: 097023105	20,799.36 75.360 1.78 %	18,314.12 66.36	2,485.24	0	2.57 % 0.00 %
162	CATERPILLAR INC COM CUSIP: 149123101	14,516.58 89.609 1.24 %	11,661.67 71.99	2,854.91	0	2.32 % 0.00 %
168	CUMMINS INC COM CUSIP: 231021106	18,202.80 108.350 1.56 %	15,640.08 93.10	2,562.72	0	1.85 % 0.00 %



FULLER E CALLAWAY FDN / EQ I A
ACCOUNT NO. 1128417

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 5

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
227	DEERE & CO COM CUSIP: 244199105	19,617.34 86.420 1.68 %	20,200.86 88.99	583.52-	104	2.13 % 0.00 %
81	GRAINGER W W INC COM CUSIP: 384802104	16,391.97 202.370 1.40 %	15,816.77 195.27	575.20	0	1.58 % 0.00 %
353	HONEYWELL INTL INC COM CUSIP: 438516106	22,404.91 63.470 1.92 %	21,448.60 60.76	956.31	0	2.58 % 0.00 %
258	NORFOLK SOUTHERN CORP COM CUSIP: 655844108	15,954.72 61.840 1.37 %	18,951.98 73.46	2,997.26-	0	3.23 % 0.00 %
540	TYCO INTL LTD COM CUSIP: H89128104	15,795.00 29.250 1.35 %	14,740.63 27.30	1,054.37	0	2.05 % 0.00 %
TOTAL INDUSTRIALS		164,184.77	153,033.65	11,151.12	104	2.15 %
615	CBS CORP NEW CL B COM CUSIP: 124857202	23,400.75 38.050 2.00 %	14,186.69 23.07	9,214.06	107	1.26 % 0.00 %
266	COACH INC COM CUSIP: 189754104	14,765.66 55.510 1.26 %	15,850.82 59.59	1,085.16-	0	2.16 % 0.00 %
487	COMCAST CORP COM CL A CUSIP: 20030N101	18,194.32 37.360 1.56 %	16,754.56 34.40	1,439.76	79	1.74 % 0.00 %

CONSUMER DISCRETIONARY



FULLER E CALLAWAY FDN / EQ I A
ACCOUNT NO. 1128417

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 6

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT ' MARKET/ YIELD TO MATURITY
370	HOME DEPOT INC COM CUSIP: 437076102	22,884.50 61.850 1.96 %	17,535.04 47.39	5,349.46	0	1.87 % 0.00 %
534	MACY'S INC COM CUSIP: 55616P104	20,836.68 39.020 1.79 %	16,642.10 31.16	4,194.58	155	2.05 % 0.00 %
179	MCDONALDS CORP COM CUSIP: 580135101	15,789.59 88.210 1.35 %	12,426.59 69.42	3,363.00	0	3.49 % 0.00 %
113	VF CORP COM CUSIP: 918204108	17,059.61 150.970 1.46 %	18,109.40 160.26	1,049.79-	0	2.30 % 0.00 %
399	WALT DISNEY CO COM CUSIP: 254687106	19,856.21 49.790 1.70 %	19,362.95 48.53	503.26	0	1.51 % 0.00 %
TOTAL CONSUMER DISCRETIONARY		152,797.32	130,868.15	21,929.17	342	1.98 %
CONSUMER STAPLES						
214	COLGATE PALMOLIVE CO COM CUSIP: 194162103	22,371.56 104.540 1.92 %	20,098.74 93.92	2,272.82	0	2.37 % 0.00 %
264	COSTCO WHOLESALE CORP COM CUSIP: 22160K105	26,064.72 98.730 2.23 %	20,244.15 76.68	5,820.57	0	1.11 % 0.00 %
345	CVS CAREMARK CORP COM CUSIP: 126650100	16,680.75 48.350 1.43 %	16,972.62 49.20	291.87-	0	1.86 % 0.00 %



FULLER E CALLAWAY FDN / EQ I A
ACCOUNT NO. 1128417

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 7

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
331	KRAFT FOODS GROUP INC COM CUSIP: 50076Q106	15,050.57 45.470 1.29 %	14,192.21 42.88	858.36	166	4.40 % 0.00 %
538	MONDELEZ INTL INC COM CUSIP: 609207105	13,693.82 25.453 1.17 %	12,012.54 22.33	1,681.28	70	2.04 % 0.00 %
313	PHILIP MORRIS INTL INC COM CUSIP: 718172109	26,179.32 83.640 2.24 %	15,642.01 49.97	10,537.31	266	4.06 % 0.00 %
203	WHOLE FOODS MKT INC COM CUSIP: 966837106	18,505.48 91.160 1.59 %	9,504.03 46.82	9,001.45	0	0.88 % 0.00 %
TOTAL CONSUMER STAPLES		138,546.22	108,666.30	29,879.92	501	2.38 %
HEALTH CARE						
200	ALLERGAN INC COM CUSIP: 018490102	18,346.00 91.730 1.57 %	16,080.80 80.40	2,265.20	0	0.22 % 0.00 %
351	BAXTER INTL INC COM CUSIP: 071813109	23,397.66 66.660 2.00 %	20,563.50 58.59	2,834.16	230	2.70 % 0.00 %
219	GILEAD SCIENCES INC COM CUSIP: 375558103	16,085.55 73.450 1.38 %	14,842.51 67.77	1,243.04	0	0.00 % 0.00 %
182	MCKESSON CORP COM CUSIP: 58155Q103	17,646.72 96.960 1.51 %	16,529.36 90.82	1,117.36	53	0.83 % 0.00 %



FULLER E CALLAWAY FDN / EQ I A
ACCOUNT NO 1128417

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 8

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
937	MYLAN INC COM CUSIP: 628530107	25,720.65 27 450 2.20 %	14,271 16 15.23	11,449.49	0	0.00 % 0.00 %
955	PFIZER INC COM CUSIP: 717081103	23,950.73 25 079 2.05 %	21,927.46 22 96	2,023.27	0	3 83 % 0.00 %
464	UNITEDHEALTH GROUP INC COM CUSIP: 91324P102	25,167.36 54 240 2.16 %	20,570 56 44 33	4,596.80	0	1.57 % 0.00 %
TOTAL HEALTH CARE		150,314.67	124,785.35	25,529.32	282	1.42 %
FINANCIALS						
571	ALLSTATE CORP COM CUSIP: 020002101	22,937.07 40.170 1.96 %	19,513 53 34.17	3,423.54	0	2.19 % 0.00 %
301	AMERICAN EXPRESS CO COM CUSIP: 025816109	17,301 48 57.480 1 48 %	17,268.82 57.37	32.66	0	1.39 % 0.00 %
499	BB&T CORP COM CUSIP: 054937107	14,525 89 29.110 1.24 %	14,620.80 29.30	94 91-	0	2.75 % 0 00 %
357	CAPITAL ONE FINL CORP COM CUSIP: 14040H105	20,681.01 57 930 1.77 %	18,741 26 52 50	1,939.75	0	0.34 % 0.00 %
193	CHUBB CORP COM CUSIP: 171232101	14,536.76 75.320 1 25 %	14,617 65 75.74	80 89-	79	2.18 % 0.00 %



FULLER E CALLAWAY FDN / EQ I A
ACCOUNT NO. 1128417

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 9

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
523	DISCOVER FINL SVCS COM CUSIP: 254709108	20,161.65 38.550 1.73 %	12,911.42 24.69	7,250.23	73	1.45 % 0.00 %
1,286	FIFTH THIRD BANCORP COM CUSIP: 316773100	19,547.20 15.200 1.67 %	17,619.18 13.70	1,928.02	129	2.63 % 0.00 %
456	JP MORGAN CHASE & CO COM CUSIP: 46625H100	20,049.91 43.969 1.72 %	19,028.72 41.73	1,021.19	0	2.73 % 0.00 %
564	US BANCORP COM CUSIP: 902973304	18,014.16 31.940 1.54 %	16,264.24 28.84	1,749.92	110	2.44 % 0.00 %
TOTAL FINANCIALS		167,755.13	150,585.62	17,169.51	391	1.98 %

316	ANALOG DEVICES INC COM CUSIP: 032654105	13,290.96 42.060 1.14 %	9,307.02 29.45	3,983.94	0	2.85 % 0.00 %
83	APPLE INC COM CUSIP: 037833100	44,170.36 532.173 3.78 %	12,558.68 151.31	31,611.68	0	1.99 % 0.00 %
37	GOOGLE INC CL A COM CUSIP: 38259P508	26,173.06 707.380 2.24 %	21,149.27 571.60	5,023.79	0	0.00 % 0.00 %
179	INTERNATIONAL BUSINESS MACHS CORP COM CUSIP: 459200101	34,287.45 191.550 2.94 %	29,482.79 164.71	4,804.66	0	1.78 % 0.00 %



FULLER E CALLAWAY FDN / EQ I A
ACCOUNT NO. 1128417

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 10

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
50	MASTERCARD INC CL A COM CUSIP: 57636Q104	24,564.00 491.280 2.10 %	15,546.86 310.94	9,017.14	0	0.24 % 0.00 %
769	MICROSOFT CORP COM CUSIP: 594918104	20,539.76 26.710 1.76 %	21,243.90 27.63	704.14-	0	3.44 % 0.00 %
292	TERADATA CORP DEL COM CUSIP: 88076W103	18,071.88 61.890 1.55 %	14,097.56 48.28	3,974.32	0	0.00 % 0.00 %
TOTAL INFORMATION TECHNOLOGY		181,097.47	123,386.08	57,711.39	0	1.46 %
TELECOMMUNICATION SERVICES						
581	AT&T INC COM CUSIP: 00206R102	19,585.51 33.710 1.68 %	19,292.10 33.20	293.41	0	5.34 % 0.00 %
TOTAL EQUITY SECURITIES		1,155,031.26	984,210.08	170,821.18	1,621	1.93 %



FULLER E CALLAWAY FDN / EQ I A
ACCOUNT NO. 1128417

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
MISCELLANEOUS ASSETS						
1	CLASS ACTION PENDING AMERICAN INTL GROUP ON RCPT OF FINAL PMT CUSIP: 997001FA5	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING CAREER EDUCATION ON RCPT OF FINAL PMT CUSIP: 997000ZM9	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING DELL INC ON RCPT OF FINAL PMT CUSIP: 997001HY1	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING FEDERAL HOME LOAN MTG CORP ON RCPT OF FINAL PMT CUSIP: 997000NN0	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING INTERNATIONAL GAME TECHNOLOGY ON RCPT OF FINAL PMT CUSIP: 997001QP0	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING KING PHARMACEUTICALS ON RCPT OF FINAL PMT CUSIP: 997000QD9	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %



FULLER E CALLAWAY FDN / EQ I A
ACCOUNT NO. 1128417

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 12

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
1	MEDTRONIC, INC CLASS ACTION PENDING MEDTRONIC, INC ON RCPT OF FINAL PMT CUSIP: 997001RQ7	0.00 0.000 0 00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING MERRILL LYNCH / TYCO ON RCPT OF FINAL PMT CUSIP: 997000VV3	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0 00 %
1	CLASS ACTION PENDING SLM CORPORATION ON RCPT OF FINAL PMT CUSIP: 997001QY1	0.00 0.000 0.00 %	0 00 0 00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING TENET HEALTHCARE ON RCPT OF FINAL PMT CUSIP: 997000KE3	0.00 0.000 0.00 %	0 00 0 00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING TENET HEALTHCARE CORP ON RCPT OF FINAL PMT CUSIP: 997001AH5	0 00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
TOTAL MISCELLANEOUS ASSETS		0.00	0.00	0.00	0	0.00 %
PRINCIPAL PORTFOLIO TOTAL		638,780.03	467,958.85	170,821.18	1,621	1.91 %
INCOME PORTFOLIO						
	INCOME CASH	528,533.29 45.28 %	528,533.29			



FULLER E CALLAWAY FDN/MISC FDS I A
ACCOUNT NO. 7911848

PORTFOLIO SUMMARY

AS OF 12/31/12

PAGE 2

MAJOR INVESTMENT CLASS	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO						
PRINCIPAL CASH	1,069,081.64 -	7.90 - %	1,069,081.64 -			
STIF & MONEY MARKET FUNDS	43,096.04	0.32 %	43,096.04	0.00	1	0.01 %
EQUITY SECURITIES	6,221,247.08	45.96 %	5,839,898.60	381,348.48	1,697	2.30 %
MUTUAL FUNDS	6,850,180.95	50.61 %	5,975,105.52	875,075.43	0	1.69 %
PROPRIETARY FUNDS	421,222.24	3.11 %	422,021.63	799.39 -	1,680	4.89 %
PRINCIPAL PORTFOLIO TOTAL	12,466,664.67	92.10 %	11,211,040.15	1,255,624.52	3,378	2.06 %
INCOME PORTFOLIO						
INCOME CASH	1,069,081.64	7.90 %	1,069,081.64			
TOTAL ASSETS	13,535,746.31	100.00 %	12,280,121.79	1,355,624.52	3,378	2.06 %



FULLER E CALLAWAY FDN/MISC FDS I A
ACCOUNT NO. 7911848

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 3

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
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PRINCIPAL PORTFOLIO

PRINCIPAL CASH	1,069,081.64-	7.90-%	1,069,081.64-			
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STIF & MONEY MARKET FUNDS

43,096.04	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	43,096.04 1.000 0.32 %	43,096.04 1.00	0.00	1	0.01 % 0.00 %
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EQUITY SECURITIES

MUTUAL FUNDS-EQUITY

4,041	ISHARES TR RUSSELL MIDCAP GROWTH INDEX ETF CUSIP: 464287481	253,774.80 62.800 1.87 %	247,407.82 61.22	6,366.98	0	1.32 % 0.00 %
12,787	ISHARES TR RUSSELL MIDCAP VALUE INDEX ETF CUSIP: 464287473	642,418.88 50.240 4.75 %	615,087.58 48.10	27,331.30	0	2.09 % 0.00 %
6,410	ISHARES TR DOW JONES SELECT DIVIDEND INDEX ETF CUSIP: 464287168	366,908.40 57.240 2.71 %	341,812.61 53.32	25,095.79	0	3.71 % 0.00 %
33,891	ISHARES TR RUSSELL 1000 GROWTH INDEX ETF CUSIP: 464287614	2,219,521.59 65.490 16.40 %	2,040,320.19 60.20	179,201.40	0	1.66 % 0.00 %
20,845	ISHARES TR RUSSELL 1000 VALUE INDEX ETF CUSIP: 464287598	1,517,932.90 72.820 11.21 %	1,417,799.59 68.02	100,133.31	0	2.30 % 0.00 %



FULLER E CALLAWAY FDN/MISC FDS I A
ACCOUNT NO. 7911848

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 4

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
2,650	ISHARES TR RUSSELL 2000 GROWTH INDEX ETF CUSIP: 464287648	252,571.50 95.310 1.87 %	246,260.69 92.93	6,310.81	0	1.46 % 0.00 %
8,666	ISHARES TR RUSSELL 2000 VALUE INDEX ETF CUSIP: 464287630	654,369.66 75.510 4.83 %	622,662.87 71.85	31,706.79	0	2.50 % 0.00 %
TOTAL MUTUAL FUNDS-EQUITY		5,907,497.73	5,531,351.35	376,146.38	0	2.07 %
MUTUAL FUNDS-FIXED INCOME						
3,361	ISHARES TR IBOXX \$ HIGH YIELD CORP BD ETF CUSIP: 464288513	313,749.35 93.350 2.32 %	308,547.25 91.80	5,202.10	1,697	6.60 % 0.00 %
TOTAL EQUITY SECURITIES		6,221,247.08	5,839,898.60	381,348.48	1,697	2.30 %
MUTUAL FUNDS						
109,624.897	FEDERATED EQUITY FDS STRATEGIC VALUE FD CL INSTL CUSIP: 314172560	547,028.24 4.990 4.04 %	562,772.82 5.13	15,744.58-	0	3.99 % 0.00 %
21,844.119	FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL CUSIP: 34984T600	242,032.84 11.080 1.79 %	242,900.46 11.12	867.62-	0	0.03 % 0.00 %
26,191.002	GOLDMAN SACHS TR GROWTH OPPORTUNITIES FD INSTL CL CUSIP: 38142Y401	647,179.66 24.710 4.78 %	516,846.65 19.73	130,333.01	0	0.00 % 0.00 %



FULLER E CALLAWAY FDN/MISC FDS I A
ACCOUNT NO. 7911848

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 5

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
12,444.166	HARBOR FD CAP APPRECIATION FD INSTL CL CUSIP: 411511504	529,125.94 42.520 3.91 %	392,157.83 31.51	136,968.11	0	0.40 % 0.00 %
39,545.682	HARTFORD MUT FDS INC DIVIDEND & GROWTH INSTL FD CL Y CUSIP: 416645828	826,900.21 20.910 6.11 %	667,307.42 16.87	159,592.79	0	2.07 % 0.00 %
20,684.734	INVESCO GROWTH SER SMALL CAP GROWTH FD CL INSTL CUSIP: 00141M622	660,256.71 31.920 4.88 %	476,011.53 23.01	184,245.18	0	0.14 % 0.00 %
26,031.699	VANGUARD INSTL INDEX FD INSTL CL CUSIP: 922040100	3,397,657.35 130.520 25.10 %	3,117,108.81 119.74	280,548.54	0	2.17 % 0.00 %
TOTAL MUTUAL FUNDS		6,850,180.95	5,975,105.52	875,075.43	0	1.69 %
PROPRIETARY FUNDS						
46,906.708	RIDGEWORTH FD-SEIX FLTG RT HIGH INCM I SHS #RGCJ CUSIP: 76628T678	421,222.24 8.980 3.11 %	422,021.63 9.00	799.39-	1,680	4.89 % 0.00 %
PRINCIPAL PORTFOLIO TOTAL		12,466,664.67	11,211,040.15	1,255,624.52	3,378	2.06 %
INCOME PORTFOLIO						
	INCOME CASH	1,069,081.64 7.90 %	1,069,081.64			



FULLER E CALLAWAY FDN / INT'L I A
ACCOUNT NO. 1129548

PORTFOLIO SUMMARY

AS OF 12/31/12

PAGE 2

MAJOR INVESTMENT CLASS	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO						
PRINCIPAL CASH	505,904.34 -	16.25 %	505,904.34 -			
STIF & MONEY MARKET FUNDS	10,552.06	0.34 %	10,552.06	0.00	0	0.01 %
EQUITY SECURITIES	267,536.24	8.59 %	262,489.52	5,046.72	0	2.19 %
MUTUAL FUNDS	2,835,210.71	91.07 %	2,638,377.81	196,832.90	0	0.90 %
PRINCIPAL PORTFOLIO TOTAL	2,607,394.67	83.75 %	2,405,515.05	201,879.62	0	1.01 %
INCOME PORTFOLIO						
INCOME CASH	505,904.34	16.25 %	505,904.34			
TOTAL ASSETS	3,113,299.01	100.00 %	2,911,419.39	201,879.62	0	1.01 %



FULLER E CALLAWAY FDN / INT'L I A
ACCOUNT NO. 1129548

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 3

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
<u>PRINCIPAL PORTFOLIO</u>						
	PRINCIPAL CASH	505,904.34 - 16.25-%	505,904.34 -			
<u>STIF & MONEY MARKET FUNDS</u>						
10,552.06	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	10,552.06 1.000 0.34 %	10,552.06 1.00	0.00	0	0.01 % 0.00 %
<u>EQUITY SECURITIES</u>						
<u>MUTUAL FUNDS-EQUITY</u>						
6,008	VANGUARD INTL EQUITY INDEX FDS MSCI EMERGING MKTS ETF CUSIP: 922042858	267,536.24 44.530 8.59 %	262,489.52 43.69	5,046.72	0	2.19 % 0.00 %
<u>MUTUAL FUNDS</u>						
33,564.222	ARTISAN FDS INTL VALUE FD INVS CL CUSIP: 04314H881	1,019,681.06 30.380 32.75 %	961,676.07 28.65	58,004.99	0	0.00 % 0.00 %
65,540.887	MFS SER TR I RESEARCH INTL FD INSTL CL CUSIP: 552983470	1,032,268.97 15.750 33.16 %	953,301.74 14.55	78,967.23	0	1.93 % 0.00 %
22,455.868	OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y CUSIP: 683974505	783,260.68 34.880 25.16 %	723,400.00 32.21	59,860.68	0	0.71 % 0.00 %



FULLER E CALLAWAY FDN / INT'L I A
ACCOUNT NO. 1129548

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 4

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
TOTAL MUTUAL FUNDS		2,835,210.71	2,638,377.81	196,832.90	0	0.90 %
PRINCIPAL PORTFOLIO TOTAL		2,607,394.67	2,405,515.05	201,879.62	0	1.01 %
INCOME PORTFOLIO						
	INCOME CASH	505,904.34	505,904.34			
		16.25 %				
TOTAL ASSETS		3,113,299.01	2,911,419.39	201,879.62	0	1.01 %



FULLER E CALLAWAY FDN/LIGHTHOUSE
ACCOUNT NO. 1129050

PORTFOLIO SUMMARY

AS OF 12/31/12

PAGE 2

MAJOR INVESTMENT CLASS	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO						
PRINCIPAL CASH	146.68 -	0.01 - %	146.68 -			
STIF & MONEY MARKET FUNDS	69,409.77	2.43 %	69,409.77	0 00	1	0.01 %
MUTUAL FUNDS	2,784,904.77	97.57 %	1,807,641.25	977,263.52	0	0.00 %
PRINCIPAL PORTFOLIO TOTAL	2,854,167.86	99.99 %	1,876,904.34	977,263.52	1	0.00 %
INCOME PORTFOLIO						
INCOME CASH	146.68	0.01 %	146.68			
TOTAL ASSETS	2,854,314.54	100.00 %	1,877,051.02	977,263.52	1	0.00 %



FULLER E CALLAWAY FDN/LIGHTHOUSE
ACCOUNT NO 1129050

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 3

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
<u>PRINCIPAL PORTFOLIO</u>						
	PRINCIPAL CASH	146 68- 0 01-%	146.68-			
<u>STIF & MONEY MARKET FUNDS</u>						
69,409.77	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	69,409 77 1.000 2.43 %	69,409 77 1.00	0.00	1	0.01 % 0.00 %
<u>MUTUAL FUNDS</u>						
1,601.368	LIGHTHOUSE DIVERSIFIED LTD OFFSHORE FD CUSIP: 532LHP115	2,770,262.99 1,729 936 97.06 %	1,798,716 92 1,123 24	971,546.07	0	0.00 % 0.00 %
8.429	LIGHTHOUSE LOW VOLATILITY LTD OFFSHORE CL A**FD UNDER LIQUIDATION* CUSIP: 532LHP479	14,641.78 1,737.113 0 51 %	8,924.33 1,058.79	5,717.45	0	0.00 % 0.00 %
TOTAL MUTUAL FUNDS		2,784,904.77	1,807,641.25	977,263.52	0	0.00 %
PRINCIPAL PORTFOLIO TOTAL		2,854,167.86	1,876,904.34	977,263.52	1	0.00 %
<u>INCOME PORTFOLIO</u>						
	INCOME CASH	146.68 0.01 %	146.68			



FULLER E CALLAWAY FDN/LIGHTHOUSE
ACCOUNT NO. 1129050

PORTFOLIO DETAIL

AS OF 12/31/12

PAGE 4

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
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TOTAL ASSETS 2,854,314.54 1,877,051.02 977,263.52 1 0-00-8

HATTON LOVEJOY SCHOLARSHIP PLAN & APPLICATION



sponsored by Fuller E. Callaway Foundation - LaGrange, Georgia

🌿 PURPOSE

The purpose of the Scholarship Plan is to encourage and assist worthy young men and women to prepare themselves through college training for positions of community leadership and service.

🌿 SCHOLARSHIP AWARDS

A maximum of ten scholarships may be awarded each year under the Hatton Lovejoy Scholarship Plan. Not more than six awards may be made to any one sex.

The maximum amount of a scholarship award shall be \$1,200.00 per quarter or \$1,800.00 per semester of college attendance for 12 quarters or 8 semesters, or a total maximum value per scholarship award of \$14,400.00

Students receiving scholarship awards may attend any college or university of their choice approved by the Hatton Lovejoy Scholarship Plan Committee. They will be expected to pursue a full course of study each quarter or semester during the period of the award.

The amount of any scholarship award shall not exceed the actual expenses of tuition, room, board, books and lab fees of the student as approved by the Hatton Lovejoy Scholarship Plan Committee. A recipient of a Lovejoy Scholarship award will not be permitted, without specific approval of the Hatton Lovejoy Scholarship Plan Committee, to accept any other scholarship funds or loans except from parents or legal guardian. Such approval is routinely given, unless the total scholarships received would exceed the actual allowed school expenses.

Additional scholarship awards to substitute for vacancies in scholarships previously awarded may be made in the discretion of the Hatton Lovejoy Scholarship Plan Committee.

🌿 ELIGIBILITY REQUIREMENTS

Applicants for scholarship awards shall have been residents of Troup County, Georgia, for at least two years. Applicants for scholarship awards must be graduates of (or scheduled for graduation within six months) an accredited high school with a scholastic standing in the upper 25% of their class. Applicants for scholarship awards, while in college, must maintain a cumulative scholastic standing in the upper one-half of their college class.

🌿 WITHDRAWAL OF AWARDS

A scholarship award may be withdrawn if the original eligibility status of the student changes during the period of the award, except that the award may be continued through the school year during which such change in status occurs. A scholarship award will be withdrawn if a cumulative scholastic standing in the upper one-half of the student's class is not

maintained, except that the award may be continued through the freshman year. A scholarship award will be withdrawn if the personal conduct of the student, in the opinion of the Scholarship Committee, becomes unsatisfactory.

APPLICATION

All applications must be returned to the Hatton Lovejoy Scholarship Plan Committee not later than the closing date shown on the application form. The official transcript of an applicant's high school record and other information requested on the application form must accompany the application.

Letters of reference are not desired as the Committee will make its own investigation.

SELECTION OF SCHOLARSHIP AWARD STUDENTS

Responsibility for the selection of the applicants to receive scholarship awards will be vested in the Hatton Lovejoy Scholarship Plan Committee. The Committee will give consideration to the following factors when selecting a student for a scholarship award:

- College Board and intelligence test
- Scholastic record
- Financial needs
- Planned course of study
- Character
- Qualities of leadership
- Participation in student and community activities
- Cooperation with school authorities
- Personal interview by Scholarship Plan Committee or by designated representatives
- Other information obtained through investigation by the Committee
- Purpose in life

ADMINISTRATION

The Hatton Lovejoy Scholarship Plan is sponsored by Fuller E. Callaway Foundation. The Plan is administered by the Hatton Lovejoy Scholarship Plan Committee appointed by the Board of Trustees of Fuller E. Callaway Foundation.

The decision of the Scholarship Plan Committee will be final in the administration of the Scholarship Plan.

Students receiving scholarship awards will be required to make periodic reports to the Scholarship Plan Committee. The Committee also requires that a transcript of the student's grades be received from the college after each quarter or semester. Until quarterly or semester reports and transcripts are received, no further payment will be made.

The right is reserved by Fuller E. Callaway Foundation to modify or discontinue this Hatton Lovejoy Scholarship Plan at any time except that scholarships previously awarded will be fulfilled.

Applications and correspondence should be addressed to

Fuller E. Callaway Foundation		P.O. Box 790
Hatton Lovejoy Scholarship Plan Committee		LaGrange, Georgia 30241

HATTON LOVEJOY SCHOLARSHIP PLAN

Sponsored By Fuller E. Callaway Foundation

APPLICATION

Read Carefully Before Filling Out Application

1. Study the requirements in Hatton Lovejoy Scholarship Plan pamphlet.
 2. Do not submit an application unless you are reasonably sure that your high school scholastic record places you in the top 25% of your class.
 3. Read the application blank before attempting to fill it out.
 4. Answer all questions. Do not answer with a check mark. If the answer is "none," please write "none."
 5. Give special care and thought to answering question 17.
 6. Do not submit letters of reference as the Scholarship Committee will make its own investigation.
 7. Attach a recent individual photograph and high school transcript.
 8. Attach additional pages to answer any questions for which sufficient space has not been provided.
 9. Incomplete applications will not be considered.
 10. Late applications will not be considered.
-

CLOSING DATE

For submitting Application

February 15, 2013

FORWARD THIS APPLICATION TO:
(together with photograph and transcripts)

Fuller E. Callaway Foundation
Hatton Lovejoy Scholarship Committee
P.O. Box 790
LaGrange, Georgia 30241

NAME _____

ADDRESS _____

CITY _____ STATE _____ ZIP _____

1. Full Name _____ Telephone _____
2. Email Address _____
3. Current Home Address _____

_____ City _____ State _____ County _____ Zip _____

4. Have you been a resident of Troup County for at least two years? _____
5. Date of Birth _____ Place of Birth _____

Month
Day
Year

6. Father's name in full _____
 Address _____
 Where is Father employed? _____
 Mother's name in full _____
 Address _____
 Where is Mother employed? _____

7. List schools attended and attach transcripts as applicable.

	Name of School	Location	From	To
Junior High School				
High School				
Other				

8. List extra-curricular activities, honors received, and offices held in:

School _____

 Church _____

 Community _____

9. Name of college or university you desire to attend _____
10. Address of Financial Aid Office of college or university you desire to attend _____

11. Itemize the cost of attending this school on a quarter (or semester) basis, according to the school's policy.
- Tuition or matriculation fees \$ _____
- Room \$ _____
- Meals \$ _____
- Textbooks \$ _____
- Laboratory or other special fees \$ _____
- Others (Specify) \$ _____
- Total Cost \$ _____
12. From what source do you propose to pay expenses over and above a scholarship award? _____

13. What course of study do you propose to take? _____
For what occupation or profession are you preparing? _____
14. Have you had any previous experience in this field? Yes _____ No _____ If yes, explain _____

15. Have you been offered a scholarship of any other nature? Yes _____ No _____ If yes, explain _____

16. Supply additional information that might be helpful to the Hatton Lovejoy Scholarship Plan Committee.
(Please type your answer on a separate sheet of paper.)
17. Explain your desire to go to college, your need for a scholarship, and your plans beyond college.
(Please type your answer on a separate sheet of paper.)

Date ____ / ____ / ____ Signature _____

HATTON LOVEJOY GRADUATE STUDIES FUND INFORMATION & APPLICATION



sponsored by Fuller E. Callaway Foundation - LaGrange, Georgia

🐾 PURPOSE

The purpose of the graduate studies scholarship program is to encourage and assist worthy young men and women to advance themselves through postgraduate education to assume roles in community leadership and service. Funds for the graduate studies scholarships were provided in a bequest in the will of Fuller E. Callaway, III, who died in 1971

🐾 ELIGIBILITY REQUIREMENTS

The graduate studies scholarship grants are open to any person enrolled or accepted in any accredited postgraduate program of study, who meet one of the following three criteria.

- First preference is given to children of former employees of Callaway Mills who graduated from high school in Troup County, Georgia and who currently live in Troup County, Georgia.
- Second preference is given to those who currently live in Troup County, Georgia who graduated from high school in Troup County, Georgia
- Third preference is given to those who have been employed or lived in Troup County, Georgia for the last five years or more and can demonstrate a likelihood of employment in Troup County after completion of the graduate degree.
- For those students who within two years of completing their undergraduate degree or graduate degree, if consecutive, residency within Troup County is based on the residency of their parent or guardian

🐾 WITHDRAWAL OF AWARDS

A scholarship award may be withdrawn if the original eligibility status of the student changes during the period of the award. A scholarship award will be withdrawn if the recipient fails to maintain at least the minimum average required to remain in good standing at the institution attended. A scholarship award will be withdrawn if the personal conduct of the student, in the opinion of the Graduate Studies Fund Committee, becomes unsatisfactory.

🐾 APPLICATION

All applications must be returned to the Hatton Lovejoy Graduate Studies Fund Committee not later than the closing date shown on the application form.

Official transcripts of scholastic records and other information requested on the application form must accompany the application.

🌿 SELECTION OF SCHOLARSHIP PROGRAM STUDENTS

Responsibility for the selection of the applicants to receive scholarship awards will be vested in the Hatton Lovejoy Graduate Studies Fund Committee. The Committee will give consideration to the following factors when selecting a student for a scholarship award.

- Scholastic record
- Graduate program entrance tests
- Financial needs
- Recommendations from instructors and others with personal knowledge of applicants character and ability
- Personal interview by Graduate Studies Fund Committee
- Other information obtained through investigation by the Committee

Minimum Requirements of Applicants for Consideration

- Completion of undergraduate degree from an accredited institution or completion of four years of a five or six year program which results in a master's level degree or equivalent upon completion
- Graduate work must be working toward an advanced degree which is progressive (i.e. at least one level beyond existing degree currently held). For example, an applicant might be working toward a master's degree. After completion, the applicant might reapply for a scholarship for a doctorate degree which is in normal progression. If applicant decided to work toward a second master's degree, applicant would not be eligible for scholarship assistance

🌿 ADMINISTRATION

The Hatton Lovejoy Graduate Studies Fund is sponsored by Fuller E. Callaway Foundation. The Fund is administered by the Hatton Lovejoy Graduate Studies Fund Committee appointed by the Board of Trustees of Fuller E. Callaway Foundation.

The decision of the Graduate Studies Fund Committee will be final in the administration of the Scholarship Fund.

Students receiving scholarship awards will be required to make periodic reports to the Graduate Studies Fund Committee. The Committee also requires that a transcript of the student's grades be received from the college after each quarter or semester. Until quarterly or semester reports and transcripts are received, no further payment will be made.

The right is reserved by Fuller E. Callaway Foundation to modify or discontinue this Hatton Lovejoy Graduate Studies Fund at any time except that scholarships previously awarded will be fulfilled.

Applications and correspondence should be addressed to

Fuller E. Callaway Foundation	P.O. Box 790
Hatton Lovejoy Graduate Studies Fund Committee	LaGrange, Georgia 30241

HATTON LOVEJOY GRADUATE STUDIES FUND

Sponsored By Fuller E. Callaway Foundation

APPLICATION

Read Carefully Before Filling Out Application

1. Answer all questions. Do not answer with a check mark. If the answer is "none," please write "none."
 2. Give special care and thought to answering question 23.
 3. Submit two letters of reference from instructors or others with knowledge of your character and ability.
 4. Attach a recent individual photograph, high school transcript, and college transcript(s).
 5. Attach copies of results of all graduate school entrance tests taken, showing dates of such tests.
 6. Attach additional pages to answer any questions for which sufficient space has not been provided.
 7. Incomplete applications will not be considered.
 8. Late applications will not be considered.
-

CLOSING DATE

For submitting Application

May 15, 2013

FORWARD THIS APPLICATION TO:

Fuller E. Callaway Foundation
Hatton Lovejoy Graduate Studies Committee
P.O. Box 790
LaGrange, Georgia 30241

NAME _____

ADDRESS _____

CITY _____ STATE _____ ZIP _____

1. Full Name _____
2. Current Home Address _____

City State County Zip Telephone _____
3. Your Temporary Address at School (If Applicable) _____

City State County Zip Telephone _____
4. Email Address _____
5. Date of Birth _____ Place of Birth _____
6. List work experience _____

7. Are you married? _____ Wife or husband's name _____
Is wife/husband employed? _____ Where? _____
8. If you did not graduate from high school in Troup County, have you been employed or lived in Troup County for the last 5 years or more? Yes _____ No _____ If yes, explain the likelihood of employment in Troup County after completion of your graduate degree _____

9. Have you served in Armed Services? If so, give date of entrance, branch, highest rank held, and date of discharge _____

10. Father's name in full _____
Address _____
Where is Father employed? _____ How long? _____
Mother's name in full (include Maiden Name) _____
Address _____
Where is Mother employed? _____ How long? _____

11. Was your father or mother ever employed by Callaway Mills Company? _____
If so, when? _____

12. List schools attended:

	Name of School	Location	From	To
High School				
College (s)				
Degrees Awarded				

Grade point average achieved for the most recent advanced degree currently held (ex. 3.5 out of a 4.0 scale):

13. List extracurricular activities, honors received, and offices held in:

College _____

Church _____

Community _____

14. Name and address of graduate school wherein you are now enrolled or now accepted as a candidate for a

graduate degree: Name: _____

Address: _____

15. Degree you are seeking: _____

16. Is the degree you are seeking a more advanced degree than the highest level degree you currently hold?

Yes _____ No _____

17. How many semesters will it take to earn your degree? _____

18. Will you be attending graduate school during the summers? _____

19. Itemize the cost of attending this school on a semester basis, according to the school's policy.

Semester	Tuition	Fees	Books		Total
Ex. Fall 2013	3,400 00	575 00	350.00		8,525 00
Summer 2013					
Fall 2013					
Spring 2014					
Summer 2014					
Fall 2014					
Spring 2015					
Summer 2015					
Fall 2015					
Spring 2016					
Summer 2016					
Fall 2016					
Spring 2017					
Summer 2017					
TOTALS					

20. From what source do you propose to pay expenses over and above a scholarship award? _____

21. Have you been offered any other scholarships or other type of aid? Yes ____ No ____

If yes, explain _____

22. Supply on a separate sheet additional information that might be helpful to the Hatton Lovejoy Graduate Studies Fund Committee.
23. Explain on a separate sheet your desire to go to graduate school, your need for a scholarship and your plans beyond graduate school.

Date _____ Signature _____