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

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

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

OMB No 1545-0052
2012
Open to public inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: THE ANN AND MONROE CARELL FOUNDATION

A Employer identification number: 58-1537831

Number and street (or P O box number if mail is not delivered to street address): 95 WHITE BRIDGE ROAD — Room/suite: 514

B Telephone number: (615)356-0991

City or town, state, and ZIP code: NASHVILLE, TN 37205

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 15,790,124.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	8,753,357.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	226,448.	226,448.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	469,777.			
	b Gross sales price for all assets on line 6a 4,529,896.				
	7 Capital gain net income (from Part IV, line 2)		469,777.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	9,449,582.	696,225.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 2	570.	0.		570.
	b Accounting fees STMT 3	2,310.	0.		2,310.
	c Other professional fees STMT 4	34,033.	34,033.		0.
	17 Interest	29.	29.		0.
	18 Taxes STMT 5	16,666.	16,666.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	201.	201.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	53,809.	50,929.		2,880.
	25 Contributions, gifts, grants paid	962,053.			962,053.
	26 Total expenses and disbursements. Add lines 24 and 25	1,015,862.	50,929.		964,933.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	8,433,720.			
	b Net investment income (if negative, enter -0-)		645,296.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	577,119.	4,091,952.	4,091,952.
	3 Accounts receivable ▶ 4,840.			
	Less: allowance for doubtful accounts ▶		4,840.	4,840.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	3,552,053.	7,192,171.	8,451,293.
	c Investments - corporate bonds STMT 9	2,582,157.	2,779,608.	3,025,437.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	113,000.	205,000.	216,602.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	6,824,329.	14,273,571.	15,790,124.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	6,824,329.	14,273,571.	
	30 Total net assets or fund balances	6,824,329.	14,273,571.	
	31 Total liabilities and net assets/fund balances	6,824,329.	14,273,571.	

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	6,824,329.
2	Enter amount from Part I, line 27a	2	8,433,720.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	15,258,049.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	984,478.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,273,571.

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	4,529,896.		4,060,119.	469,777.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				469,777.

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	469,777.
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	1,621,292.	7,361,946.	.220226
2010	166,670.	8,011,013.	.020805
2009	373,242.	7,278,663.	.051279
2008	285,096.	9,654,597.	.029530
2007	12,374,326.	11,787,764.	1.049760

2 Total of line 1, column (d)	2	1.371600
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	.274320
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,084,997.
5 Multiply line 4 by line 3	5	2,217,876.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,453.
7 Add lines 5 and 6	7	2,224,329.
8 Enter qualifying distributions from Part XII, line 4	8	964,933.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	12,906.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	12,906.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	12,906.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 10,520.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 6,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	16,520.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	3,614.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	3,614. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ LATTIMORE BLACK MORGAN & CAIN, P.C. Telephone no. ▶ (615) 377-4600

Located at ▶ 5250 VIRGINIA WAY, SUITE 400, BRENTWOOD, TN ZIP+4 ▶ 37027

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

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

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	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

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KATHRYN C. BROWN 4420 FORSYTHE PLACE NASHVILLE, TN 37205	PRESIDENT 0.00	0.	0.	0.
EDITH C. JOHNSON 4407 IROQUOIS NASHVILLE, TN 37205	TREASURER 0.00	0.	0.	0.
JULIE CARELL STADLER 1109 BELLE MEADE BLVD NASHVILLE, TN 37205	SECRETARY 0.00	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

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	7,332,568.
b	Average of monthly cash balances	1b	875,551.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	8,208,119.
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	8,208,119.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	123,122.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,084,997.
6	**Minimum investment return.** Enter 5% of line 5	6	404,250.

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	404,250.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 12,906.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	12,906.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	391,344.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	391,344.
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	391,344.

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	964,933.
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	964,933.
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	964,933.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				391,344.
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 11,904,251.				
b From 2008				
c From 2009 12,433.				
d From 2010				
e From 2011 1,263,677.				
f Total of lines 3a through e	13,180,361.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 964,933.				
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				391,344.
e Remaining amount distributed out of corpus	573,589.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	13,753,950.			
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	11,904,251.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,849,699.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009 12,433.				
c Excess from 2010				
d Excess from 2011 1,263,677.				
e Excess from 2012 573,589.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ALIVE HOSPICE 1718 PATTERSON STREET NASHVILLE, TN 37203	NONE	PUBLIC	TO FURTHER CHARITABLE ACTIVITIES	350.
CENTERSTONE/MEMORIAL P.O. BOX 40406 NASHVILLE, TN 37204	NONE	PUBLIC	TO FURTHER CHARITABLE ACTIVITIES	100,000.
CHEEKWOOD BOTANICAL GARDEN & MUSEUM OF ART 1200 FORREST PARK DRIVE NASHVILLE, TN 37205	NONE	PUBLIC	TO FURTHER CHARITABLE ACTIVITIES	195,150.
CYSTIC FIBROSIS FOUNDATION 4825 TROUSDALE DRIVE, SUITE 238 NASHVILLE, TN 37220	NONE	PUBLIC	TO FURTHER CHARITABLE ACTIVITIES	300.
DIOCESE OF NASHVILLE 2400 21ST AVENUE SOUTH NASHVILLE, TN 372125387	NONE	RELIGIOUS	TO FURTHER CHARITABLE ACTIVITIES ;LISTTOTAL 51500	50,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	962,053.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EASTER SEALS 4004 HILLSBORO PIKE NASHVILLE, TN 37215	NONE	PUBLIC	TO FURTHER CHARITABLE ACTIVITIES	500.
ENSWORTH SCHOOL 7401 HIGHWAY 100 NASHVILLE, TN 37221	NONE	PUBLIC	TO FURTHER CHARITABLE ACTIVITIES ;LISTTOTAL 20000	20,000.
EVE OF JANUS BENEFIT 2525 WEST END AVENUE NASHVILLE, TN 37203	NONE	PUBLIC	TO FURTHER CHARITABLE ACTIVITIES	300.
FIFTY FORWARD 174 RAINS AVENUE NASHVILLE, TN 37203	NONE	PUBLIC	TO FURTHER CHARITABLE ACTIVITIES	500.
FRIST CENTER FOR VISUAL ARTS 919 BROADWAY NASHVILLE, TN 37203	NONE	PUBLIC	TO FURTHER CHARITABLE ACTIVITIES	7,500.
HARPETH HALL 3801 HOBBS ROAD NASHVILLE, TN 37215	NONE	PUBLIC	TO FURTHER CHARITABLE ACTIVITIES	215,100.
LADIES OF CHARITY 2216 STATE STREET NASHVILLE, TN 37203	NONE	PUBLIC	TO FURTHER CHARITABLE ACTIVITIES	500.
NASHVILLE PUBLIC LIBRARY FOUNDATION 615 CHURCH ST NASHVILLE, TN 37219	NONE	PUBLIC	TO FURTHER CHARITABLE ACTIVITIES	2,500.
NASHVILLE PUBLIC TELEVISION 161 RAINS AVENUE NASHVILLE, TN 37203	NONE	PUBLIC	TO FURTHER CHARITABLE ACTIVITIES	15,000.
NASHVILLE SYMPHONY 1 SYMPHONY PLACE NASHVILLE, TN 372012031	NONE	PUBLIC	TO FURTHER CHARITABLE ACTIVITIES ;LISTTOTAL 106850	55,000.
Total from continuation sheets				616,253.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NURSES FOR NEWBORNS 50 VANTAGE WAY, SUITE 101 NASHVILLE, TN 37228	NONE	PUBLIC	TO FURTHER CHARITABLE ACTIVITIES	350.
POPE JOHN PAUL II HIGH SCHOOL 2201 WEST END AVENUE NASHVILLE, TN 37235	NONE	PUBLIC	TO FURTHER CHARITABLE ACTIVITIES	110,000.
SEXUAL ASSAULT CENTER 101 FRENCH LANDING DR. NASHVILLE, TN 37228	NONE	PUBLIC	TO FURTHER CHARITABLE ACTIVITIES	350.
SPECIAL OLYMPICS 1900 12TH AVENUE SOUTH, STE B NASHVILLE, TN 37203	NONE	PUBLIC	TO FURTHER CHARITABLE ACTIVITIES	100.
ST. EDWARD CHURCH 188 THOMPSON LANE NASHVILLE, TN 37211-2463	NONE	PUBLIC	TO FURTHER CHARITABLE ACTIVITIES	20,000.
STEPHENS COLLEGE 1200 EAST BROADWAY COLUMBIA, MO 65215	NONE	PUBLIC	TO FURTHER CHARITABLE ACTIVITIES	5,000.
TENNESSEE PERFORMING ARTS CENTER 505 DEADERICK STREET NASHVILLE, TN 37243	NONE	PUBLIC	TO FURTHER CHARITABLE ACTIVITIES	200.
VANDERBILT CATHOLIC 2004 TERRACE PLACE NASHVILLE, TN 37203	NONE	RELIGIOUS	TO FURTHER CHARITABLE ACTIVITIES	500.
VANDERBILT SHADE TREE CLINIC 1223 DICKERSON PIKE NASHVILLE, TN 37207	NONE	PUBLIC	TO FURTHER CHARITABLE ACTIVITIES	500.
VANDERBILT UNIVERSITY 2201 WEST END AVENUE NASHVILLE, TN 37240	NONE	PUBLIC	TO FURTHER CHARITABLE ACTIVITIES ;LISTTOTAL 955000	146,128.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WARNER PARK FRIENDS 50 VAUGHN RD NASHVILLE, TN 37221	NONE	PUBLIC	TO FURTHER CHARITABLE ACTIVITIES	125.
ST, STEPHEN CATHOLIC CHURCH 14544 LEBANON ROAD OLD HICKORY, TN 37138	NONE	PUBLIC	TO FURTHER CHARITABLE ACTIVITIES	5,250.
VANDERBILT CHILDREN'S HOSPITAL 2200 CHILDREN'S WAY NASHVILLE, TN 37232	NONE	PUBLIC	TO FURTHER CHARITABLE ACTIVITIES	10,000.
AMERICAN COUNCIL OF TRUSTEES AND ALUMNI 1726 M STREET NW, SUITE 802 WASHINGTON, DC 20036	NONE	PUBLIC	TO FURTHER CHARITABLE ACTIVITIES	100.
SECOND HARVEST FOOD BANK 331 GREAT CIRCLE ROAD NASHVILLE, TN 37228	NONE	PUBLIC	TO FURTHER CHARITABLE ACTIVITIES	200.
WALDEN'S PUDDLE 2826 DOGWOOD PLACE NASHVILLE, TN 37204	NONE	PUBLIC	TO FURTHER CHARITABLE ACTIVITIES	50.
TEMPLE ARTS FESTIVAL 5015 HARDING ROAD NASHVILLE, TN 37205	NONE	PUBLIC	TO FURTHER CHARITABLE ACTIVITIES	250.
NASHVILLE HUMANE SOCIETY 213 OCEOLA AVENUE NASHVILLE, TN 37209	NONE	PUBLIC	TO FURTHER CHARITABLE ACTIVITIES	250.
Total from continuation sheets				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	226,448.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	469,777.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		696,225.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 696,225.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Julia C Ard | 8.12.13 | Director

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MELISSA B. COTHRAN	Melissa B Cothran CPA	8/6/13		P00368963
Firm's name ▶ LATTIMORE BLACK MORGAN & CAIN, P.C.			Firm's EIN ▶ 62-1199757	
Firm's address ▶ P.O. BOX 1869 BRENTWOOD, TN 37024-1869			Phone no. (615)377-4600	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

THE ANN AND MONROE CARELL FOUNDATION

Employer identification number

58-1537831

Organization type (check one).

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
THE ANN AND MONROE CARELL FOUNDATION	58-1537831

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ANN & MONROE CARELL 2002 CRUT 95 WHITE BRIDGE ROAD, STE. 514 NASHVILLE, TN 37205	$ 7,107,441.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
2	MONROE CARELL JR 1995 CRUT 95 WHITE BRIDGE ROAD, STE. 514 NASHVILLE, TN 37205	$ 1,645,916.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization: THE ANN AND MONROE CARELL FOUNDATION

Employer identification number: 58-1537831

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	SEE ATTACHED SCHEDULE OF SECURITIES RECEIVED	$ 4,633,675.	VARIOUS
2	SEE ATTACHED SCHEDULE OF SECURITIES RECEIVED	$ 1,619,224.	VARIOUS
		$	
		$	
		$	
		$	

Name of organization	Employer identification number
THE ANN AND MONROE CARELL FOUNDATION	58-1537831

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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	GOLDMAN SACHS #52431-1 (SEE ATTACHMENT 1)	P	VARIOUS	VARIOUS
b	GOLDMAN SACHS #52431-1 (SEE ATTACHMENT 1)	P	VARIOUS	VARIOUS
c	GOLDMAN SACHS #52433-7 (SEE ATTACHMENT 2)	P	VARIOUS	VARIOUS
d	GOLDMAN SACHS #52433-7 (SEE ATTACHMENT 2)	P	VARIOUS	VARIOUS
e	GOLDMAN SACHS #52434-5 (SEE ATTACHMENT 3)	P	VARIOUS	VARIOUS
f	GOLDMAN SACHS #52434-5 (SEE ATTACHMENT 3)	P	VARIOUS	VARIOUS
g	CAPITAL GAINS DIVIDENDS			
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	851,841.		795,278.	56,563.
b	1,817,301.		1,625,386.	191,915.
c	947,771.		884,515.	63,256.
d	371,538.		334,796.	36,742.
e	96,435.		105,952.	-9,517.
f	384,479.		314,192.	70,287.
g	60,531.			60,531.
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			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				56,563.
b				191,915.
c				63,256.
d				36,742.
e				-9,517.
f				70,287.
g				60,531.
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	469,777.
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

223591
05-01-12

THE ANN AND MONROE CARELL FOUNDATION
EIN: 58-1537831
CAPITAL GAINS AND LOSSES - ATTACHMENT 1

Tax Year	Account No	Legal Name
2012	003-52431-1	THE ANN & MONROE CARELL

REALIZED GAINS AND LOSSES

Supplemental Information - Consult your Form 1099 for tax reporting purposes

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	02/29/2012	03/28/2012	615 84	4,403 29	0 00	4,427 92	(24 63)
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679) Disallowed Loss							24 63
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	01/31/2012	03/28/2012	622 13	4,448 22	0 00	4,386 01	62 21
ABBOTT LABORATORIES CMN (002824100)	03/30/2012	06/13/2012	180 00	11,067 95	0 00	11,018 53	49 42
AMERICAN EXPRESS CO CMN (025816109)	08/05/2011	06/13/2012	65 00	3,652 27	0 00	3,113 01	539 26
SPDR EURO STOXX 50 FD ETF (78463X202)	05/22/2012	10/22/2012	190 00	6,165 36	0 00	5,331 40	833 96
SPDR EURO STOXX 50 FD ETF (78463X202)	02/02/2012	10/22/2012	2,100 00	68,143 47	0 00	67,491 48	651 99
ISHARES TR-ISHARES MSCI EAFE INDEX FUND ETF (464287465)	08/22/2012	11/07/2012	2,020 00	107,583 18	0 00	105,269 47	2,313 71
SPDR EURO STOXX 50 FD ETF (78463X202)	05/22/2012	11/07/2012	2,100 00	65,679 59	0 00	58,926 00	6,753 59
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	02/29/2012	11/12/2012	11 61	109 69	0 00	102 95	6 74
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	10/31/2012	11/12/2012	12 42	117 40	0 00	116 53	0 87
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	01/31/2012	11/12/2012	12 74	120 39	0 00	112 37	8 02
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	07/31/2012	11/12/2012	12 88	121 68	0 00	119 62	2 06
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	06/29/2012	11/12/2012	13 00	122 80	0 00	118 64	4 16
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	09/28/2012	11/12/2012	13 00	122 82	0 00	121 13	1 69

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

THE ANN AND MONROE CARELL FOUNDATION
EIN: 58-1537831
CAPITAL GAINS AND LOSSES - ATTACHMENT 1

Tax Year	Account No	Legal Name
2012	003-52431-1	THE ANN & MONROE CARELL

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	08/31/2012	11/12/2012	13 16	124 33	0 00	122 36	1 97
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	04/30/2012	11/12/2012	13 55	128 01	0 00	122 32	5 69
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	05/31/2012	11/12/2012	13 81	130 47	0 00	126 05	4 42
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	03/30/2012	11/12/2012	13 93	131 66	0 00	124 13	7 53
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	01/31/2012	11/12/2012	24 51	231 62	0 00	216 18	15 44
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	02/29/2012	11/12/2012	25 41	240 12	0 00	225 38	14 74
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	10/31/2012	11/12/2012	28 23	266 77	0 00	264 80	1 97
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	07/31/2012	11/12/2012	29 25	276 43	0 00	271 75	4 68
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	06/29/2012	11/12/2012	29 53	279 07	0 00	269 62	9 45
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	09/28/2012	11/12/2012	29 53	279 10	0 00	275 26	3 84
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	08/31/2012	11/12/2012	29 89	282 47	0 00	277 99	4 48
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	04/30/2012	11/12/2012	30 77	290 81	0 00	277 89	12 92
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	05/31/2012	11/12/2012	31 37	296 43	0 00	286 39	10 04
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	03/30/2012	11/12/2012	31 66	299 23	0 00	282 13	17 10
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	02/29/2012	11/12/2012	95 45	902 00	0 00	846 64	55 36
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	10/31/2012	11/12/2012	102 19	965 67	0 00	958 51	7 16
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	01/31/2012	11/12/2012	104 77	990 06	0 00	924 05	66 01
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	07/31/2012	11/12/2012	105 88	1,000 55	0 00	983 61	16 94
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	06/29/2012	11/12/2012	106 89	1,010 13	0 00	975 92	34 21
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	09/28/2012	11/12/2012	106 90	1,010 22	0 00	996 33	13 89
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	08/31/2012	11/12/2012	108 18	1,022 33	0 00	1,006 10	16 23
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	04/30/2012	11/12/2012	111 39	1,052 63	0 00	1,005 84	46 79
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	05/31/2012	11/12/2012	113 55	1,073 08	0 00	1,036 74	36 34
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	03/30/2012	11/12/2012	114 60	1,082 93	0 00	1,021 05	61 88
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	02/03/2012	11/12/2012	1,136 36	10,738 64	0 00	10,000 00	738 64

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[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

Goldman Sachs

Tax Year	Account No	Legal Name
2012	003-52431-1	THE ANN & MONROE CARELL

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	02/29/2012	11/12/2012	84 56	1,381 73	0 00	1,333 52	48 21
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	03/30/2012	11/12/2012	89 77	1,466 84	0 00	1,411 18	55 66
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	04/30/2012	11/12/2012	90 24	1,474 57	0 00	1,432 16	42 41
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	01/31/2012	11/12/2012	91 16	1,489 47	0 00	1,436 60	52 87
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	10/31/2012	11/12/2012	94 79	1,548 92	0 00	1,537 54	11 38
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	09/28/2012	11/12/2012	100 13	1,636 04	0 00	1,621 02	15 02
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	06/29/2012	11/12/2012	103 79	1,695 98	0 00	1,651 35	44 63
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	07/31/2012	11/12/2012	104 91	1,714 16	0 00	1,695 28	18 88
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	08/31/2012	11/12/2012	106 21	1,735 54	0 00	1,714 30	21 24
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	05/31/2012	11/12/2012	107 37	1,754 41	0 00	1,715 76	38 65
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	04/23/2012	11/12/2012	5,362 78	87,627 76	0 00	85,000 00	2,627 76
SPDR EURO STOXX 50 FD ETF (78463X202)	05/22/2012	11/12/2012	200 00	6,190 02	0 00	5,612 00	578 02
SPDR EURO STOXX 50 FD ETF (78463X202)	05/22/2012	11/12/2012	500 00	15,475 05	0 00	14,030 00	1,445 05
SPDR EURO STOXX 50 FD ETF (78463X202)	05/22/2012	11/12/2012	2,300 00	71,185 24	0 00	64,538 00	6,647 24
Net Covered Short-Term Disallowed Losses							**24.63**
Net Covered Short-Term Gains (Losses)				**492,338.60**	**0.00**	**468,256.18**	**24,082.42**
NonCovered Short-Term Gains (Losses)							
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	04/29/2011	03/28/2012	551 11	3,940 41	0 00	4,116 76	(176 35)
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	05/31/2011	03/28/2012	552 51	3,950 42	0 00	4,116 17	(165 75)
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	07/29/2011	03/28/2012	559 61	4,001 23	0 00	4,107 55	(106 32)
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	06/30/2011	03/28/2012	564 80	4,038 31	0 00	4,134 32	(96 01)
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	03/31/2011	03/28/2012	600 03	4,290 23	0 00	4,440 24	(150 01)
ISHARES MSCI ACWI INDEX FUND EXCHANGE-TRADED FUND (464288257)	12/28/2011	11/07/2012	7,200 00	333,136 53	0 00	300,510 72	32,625 81
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	12/30/2011	11/12/2012	14 33	135 38	0 00	121 77	13 61

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[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

Tax Year	Account No	Legal Name
2012	003-52431-1	THE ANN & MONROE CARELL

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Short-Term Gains (Losses)							
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	11/30/2011	11/12/2012	15 02	141 93	0 00	125 56	16 37
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	12/30/2011	11/12/2012	27 56	260 45	0 00	234 27	26 18
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	11/30/2011	11/12/2012	28 90	273 14	0 00	241 64	31 50
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	12/30/2011	11/12/2012	117 78	1,113 02	0 00	1,001 13	111 89
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	11/30/2011	11/12/2012	123 51	1,167 18	0 00	1,032 55	134 63
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	11/30/2011	11/12/2012	92 57	1,512 64	0 00	1,395 07	117 57
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	12/30/2011	11/12/2012	94 32	1,541 24	0 00	1,444 08	97 16
Net NonCovered Short-Term Gains (Losses)				**359,502.11**	**0.00**	**327,021.83**	**32,480.28**

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
AMERICAN EXPRESS CO CMN (025816109)	03/24/2011	06/13/2012	235 00	13,204 35	0 00	10,690 38	2,513 97
Net Covered Long-Term Gains (Losses)				**13,204.35**	**0.00**	**10,690.38**	**2,513.97**
NonCovered Long-Term Gains (Losses)							
EKSPORTFINANS ASA LINKED TO ASIAN FX BASK VS USD 0% COUPON DUE JAN 2012 STRUCTURED NOTE (28264QU36)	12/01/2010	01/10/2012	45,000 00	43,934 07	0 00	45,000 00	(1,065 93)
GS CORE PLUS FIXED INCOME FUND INSTITUTIONAL SHARES (38143H415)	08/15/2008	02/02/2012	10,164 57	105,000 00	0 00	96,461 76	8,538 24
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	10/29/2010	03/28/2012	540 37	3,863 67	0 00	3,950 13	(86 46)
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	01/31/2011	03/28/2012	545 96	3,903 62	0 00	4,040 11	(136 49)
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	12/31/2010	03/28/2012	554 57	3,965 20	0 00	4,048 38	(83 18)
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	02/28/2011	03/28/2012	559 28	3,998 87	0 00	4,166 66	(167 79)
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	11/30/2010	03/28/2012	561 85	4,017 24	0 00	4,034 10	(16 86)

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[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

Goldman Sachs

THE ANN AND MONROE CARELL FOUNDATION
EIN: 58-1537831
CAPITAL GAINS AND LOSSES - ATTACHMENT 1

Tax Year	Account No	Legal Name
2012	003-52431-1	THE ANN & MONROE CARELL

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	07/30/2010	03/28/2012	724 97	5,183 55	0 00	5,147 30	36 25
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	09/30/2010	03/28/2012	754 32	5,393 36	0 00	5,423 53	(30 17)
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	08/31/2010	03/28/2012	779 97	5,576 75	0 00	5,498 75	78 00
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	04/30/2010	03/28/2012	830 33	5,936 82	0 00	5,961 73	(24 91)
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	03/31/2010	03/28/2012	862 75	6,168 63	0 00	6,116 86	51 77
BNP PARIBAS LINKED TO TOPIX 0% COUPON DUE 05/17/2012 STRUCTURED NOTE (05565A350)	11/09/2010	05/17/2012	90 00	82,121 40	0 00	90,045 00	(7,923 60)
AMERICAN TOWER CORPORATION CMN (03027X100)	08/14/2008	06/13/2012	8 00	525 83	0 00	342 00	183 83
AMERICAN TOWER CORPORATION CMN (03027X100)	01/19/2010	06/13/2012	144 00	9,464 91	0 00	6,342 81	3,122 10
AMERICAN TOWER CORPORATION CMN (03027X100)	04/30/2009	06/13/2012	705 00	46,338 61	0 00	23,544 67	22,793 94
APPLE, INC CMN (037833100)	08/07/2009	06/13/2012	35 00	20,145 90	0 00	5,824 71	14,321 19
APPLE, INC CMN (037833100)	04/30/2009	06/13/2012	40 00	23,023 88	0 00	5,067 80	17,956 08
COSTCO WHOLESALE CORPORATION CMN (22160K105)	04/30/2009	06/13/2012	11 00	968 64	0 00	531 52	437 12
COSTCO WHOLESALE CORPORATION CMN (22160K105)	12/04/2009	06/13/2012	34 00	2,993 97	0 00	2,004 58	989 39
COSTCO WHOLESALE CORPORATION CMN (22160K105)	04/30/2009	06/13/2012	155 00	13,648 99	0 00	7,390 46	6,258 53
CROWN CASTLE INTL CORP COMMON STOCK (228227104)	08/14/2008	06/13/2012	57 00	3,221 57	0 00	2,159 37	1,062 20
CROWN CASTLE INTL CORP COMMON STOCK (228227104)	04/30/2009	06/13/2012	243 00	13,734 05	0 00	6,112 71	7,621 34
QUALCOMM INC CMN (747525103)	09/10/2009	06/13/2012	22 00	1,301 27	0 00	1,016 68	284 59
QUALCOMM INC CMN (747525103)	04/30/2009	06/13/2012	278 00	16,443 33	0 00	12,031 01	4,412 32
SCHLUMBERGER LTD CMN (806857108)	02/22/2010	06/13/2012	47 00	3,022 97	0 00	2,826 58	196 39
SCHLUMBERGER LTD CMN (806857108)	01/19/2010	06/13/2012	76 00	4,888 21	0 00	5,410 44	(522 23)
SCHLUMBERGER LTD CMN (806857108)	04/30/2009	06/13/2012	107 00	6,882 08	0 00	5,374 22	1,507 86
SCHLUMBERGER LTD CMN (806857108)	08/17/2009	06/13/2012	110 00	7,075 04	0 00	5,601 97	1,473 07
GS CORE PLUS FIXED INCOME FUND INSTITUTIONAL SHARES (38143H415)	08/15/2008	06/18/2012	7,509 51	79,000 00	0 00	71,265 21	7,734 79

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[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

THE ANN AND MONROE CARELL FOUNDATION
EIN: 58-1537831
CAPITAL GAINS AND LOSSES - ATTACHMENT 1

Tax Year	Account No	Legal Name
2012	003-52431-1	THE ANN & MONROE CARELL

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
THE GOLDMAN SACHS GROUP, INC LINKED TO MSCI EAFE 0% DUE 08/27/2012 STRUCTURED NOTE (38146M783)	02/04/2011	08/27/2012	225 00	215,408 19	0 00	225,000 00	(9,591 81)
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	08/29/2008	11/12/2012	5 72	54 05	0 00	53 82	0 23
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	09/30/2010	11/12/2012	12 72	120 24	0 00	112 23	8 01
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	09/30/2009	11/12/2012	12 81	121 09	0 00	109 43	11 66
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	10/29/2010	11/12/2012	12 98	122 63	0 00	114 59	8 04
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	08/31/2010	11/12/2012	13 20	124 72	0 00	116 27	8 45
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	11/30/2010	11/12/2012	13 23	125 01	0 00	111 51	13 50
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	06/30/2010	11/12/2012	13 25	125 22	0 00	112 37	12 85
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	02/26/2010	11/12/2012	13 36	126 29	0 00	111 86	14 43
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	09/30/2008	11/12/2012	13 40	126 58	0 00	118 95	7 63
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	11/30/2009	11/12/2012	13 43	126 94	0 00	108 67	18 27
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	07/30/2010	11/12/2012	13 46	127 15	0 00	115 31	11 84
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	04/30/2010	11/12/2012	13 49	127 43	0 00	115 84	11 59
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	11/28/2008	11/12/2012	13 60	128 49	0 00	101 57	26 92
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	10/30/2009	11/12/2012	13 74	129 83	0 00	113 76	16 07
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	05/28/2010	11/12/2012	13 88	131 15	0 00	118 38	12 77
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	12/31/2009	11/12/2012	14 07	132 91	0 00	115 33	17 58
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	03/31/2010	11/12/2012	14 16	133 81	0 00	119 65	14 16
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	08/31/2009	11/12/2012	14 34	135 49	0 00	112 41	23 08
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	09/30/2011	11/12/2012	14 39	136 02	0 00	124 65	11 37
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	02/28/2011	11/12/2012	14 58	137 74	0 00	117 63	20 11
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	01/29/2010	11/12/2012	14 64	138 31	0 00	121 33	16 98
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	02/27/2009	11/12/2012	14 76	139 50	0 00	104 81	34 69
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	10/31/2011	11/12/2012	15 14	143 10	0 00	129 02	14 08

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Tax Year	Account No	Legal Name
2012	003-52431-1	THE ANN & MONROE CARELL

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	06/30/2011	11/12/2012	15 16	143 25	0 00	127 18	16 07
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	12/31/2010	11/12/2012	15 38	145 29	0 00	125 61	19 68
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	08/31/2011	11/12/2012	15 43	145 84	0 00	131 03	14 81
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	07/29/2011	11/12/2012	15 52	146 63	0 00	131 42	15 21
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	04/29/2011	11/12/2012	15 55	146 91	0 00	126 23	20 68
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	05/31/2011	11/12/2012	15 63	147 71	0 00	129 58	18 13
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	10/31/2008	11/12/2012	15 72	148 58	0 00	122 80	25 78
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	05/29/2009	11/12/2012	15 86	149 84	0 00	119 24	30 60
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	06/30/2009	11/12/2012	15 93	150 50	0 00	118 17	32 33
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	01/31/2011	11/12/2012	16 24	153 48	0 00	129 44	24 04
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	12/31/2008	11/12/2012	16 26	153 64	0 00	110 23	43 41
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	03/31/2011	11/12/2012	16 40	154 96	0 00	131 18	23 78
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	01/30/2009	11/12/2012	16 42	155 12	0 00	115 40	39 72
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	07/31/2009	11/12/2012	16 48	155 72	0 00	122 76	32 96
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	04/30/2009	11/12/2012	16 95	160 19	0 00	120 35	39 84
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	03/31/2009	11/12/2012	17 48	165 15	0 00	122 33	42 82
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	08/29/2008	11/12/2012	20 08	189 75	0 00	188 94	0 81
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	09/30/2011	11/12/2012	27 70	261 79	0 00	239 91	21 88
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	02/28/2011	11/12/2012	28 05	265 08	0 00	226 37	38 71
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	10/31/2011	11/12/2012	29 14	275 39	0 00	248 29	27 10
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	06/30/2011	11/12/2012	29 17	275 69	0 00	244 77	30 92
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	12/31/2010	11/12/2012	29 58	279 57	0 00	241 70	37 87
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	08/31/2011	11/12/2012	29 70	280 62	0 00	252 11	28 51
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	07/29/2011	11/12/2012	29 86	282 16	0 00	252 90	29 26
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	04/29/2011	11/12/2012	29 92	282 70	0 00	242 91	39 79

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[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

THE ANN AND MONROE CARELL FOUNDATION
EIN: 58-1537831
CAPITAL GAINS AND LOSSES - ATTACHMENT 1

Tax Year	Account No	Legal Name
2012	003-52431-1	THE ANN & MONROE CARELL

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	05/31/2011	11/12/2012	30 08	284 22	0 00	249 33	34 89
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	01/31/2011	11/12/2012	31 25	295 29	0 00	249 05	46 24
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	03/31/2011	11/12/2012	31 56	298 28	0 00	252 51	45 77
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	09/30/2008	11/12/2012	34 46	325 68	0 00	306 03	19 65
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	11/28/2008	11/12/2012	34 96	330 40	0 00	261 17	69 23
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	11/30/2010	11/12/2012	37 26	352 11	0 00	314 10	38 01
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	09/30/2010	11/12/2012	39 42	372 55	0 00	347 71	24 84
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	09/30/2009	11/12/2012	39 70	375 13	0 00	339 00	36 13
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	10/29/2010	11/12/2012	40 22	380 08	0 00	355 14	24 94
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	10/31/2008	11/12/2012	40 43	382 05	0 00	315 75	66 30
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	08/31/2010	11/12/2012	40 87	386 25	0 00	360 09	26 16
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	06/30/2010	11/12/2012	41 05	387 93	0 00	348 11	39 82
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	02/26/2010	11/12/2012	41 40	391 23	0 00	346 52	44 71
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	11/30/2009	11/12/2012	41 62	393 28	0 00	336 68	56 60
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	07/30/2010	11/12/2012	41 66	393 71	0 00	357 04	36 67
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	04/30/2010	11/12/2012	41 77	394 74	0 00	358 81	35 93
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	10/30/2009	11/12/2012	42 56	402 22	0 00	352 42	49 80
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	05/28/2010	11/12/2012	42 99	406 22	0 00	366 67	39 55
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	12/31/2009	11/12/2012	43 57	411 70	0 00	357 24	54 46
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	03/31/2010	11/12/2012	43 85	414 37	0 00	370 52	43 85
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	08/31/2009	11/12/2012	44 41	419 67	0 00	348 17	71 50
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	01/29/2010	11/12/2012	45 34	428 42	0 00	375 83	52 59
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	02/27/2009	11/12/2012	45 73	432 12	0 00	324 66	107 46
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	12/31/2008	11/12/2012	46 31	437 61	0 00	313 97	123 64
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	05/29/2009	11/12/2012	49 11	464 09	0 00	369 31	94 78

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THE ANN AND MONROE CARELL FOUNDATION
EIN: 58-1537831
CAPITAL GAINS AND LOSSES - ATTACHMENT 1

Tax Year	Account No	Legal Name
2012	003-52431-1	THE ANN & MONROE CARELL

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	06/30/2009	11/12/2012	49 34	466 23	0 00	366 07	100 16
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	01/30/2009	11/12/2012	50 84	480 46	0 00	357 42	123 04
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	07/31/2009	11/12/2012	51 03	482 21	0 00	380 15	102 06
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	04/30/2009	11/12/2012	52 50	496 12	0 00	372 74	123 38
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	03/31/2009	11/12/2012	54 12	511 40	0 00	378 81	132 59
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	09/30/2011	11/12/2012	118 38	1,118 69	0 00	1,025 17	93 52
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	02/28/2011	11/12/2012	119 88	1,132 82	0 00	967 39	165 43
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	10/31/2011	11/12/2012	124 55	1,176 96	0 00	1,061 13	115 83
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	06/30/2011	11/12/2012	124 67	1,178 12	0 00	1,045 97	132 15
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	12/31/2010	11/12/2012	126 42	1,194 63	0 00	1,032 82	161 81
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	08/31/2011	11/12/2012	126 90	1,199 16	0 00	1,077 34	121 82
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	07/29/2011	11/12/2012	127 59	1,205 75	0 00	1,080 71	125 04
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	04/29/2011	11/12/2012	127 84	1,208 13	0 00	1,038 09	170 04
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	05/31/2011	11/12/2012	128 50	1,214 36	0 00	1,065 30	149 06
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	01/31/2011	11/12/2012	133 54	1,261 97	0 00	1,064 33	197 64
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	03/31/2011	11/12/2012	134 88	1,274 58	0 00	1,079 01	195 57
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	08/29/2008	11/12/2012	173 97	1,643 97	0 00	1,637 01	6 96
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	11/30/2010	11/12/2012	262 22	2,478 01	0 00	2,210 54	267 47
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	09/30/2008	11/12/2012	272 26	2,572 86	0 00	2,417 67	155 19
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	11/28/2008	11/12/2012	276 23	2,610 36	0 00	2,063 42	546 94
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	09/30/2010	11/12/2012	298 72	2,822 94	0 00	2,634 75	188 19
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	09/30/2009	11/12/2012	300 83	2,842 83	0 00	2,569 07	273 76
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	10/29/2010	11/12/2012	304 79	2,880 22	0 00	2,691 25	188 97
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	08/31/2010	11/12/2012	309 75	2,927 11	0 00	2,728 87	198 24
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	06/30/2010	11/12/2012	311 09	2,939 78	0 00	2,638 03	301 75

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[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

Tax Year	Account No	Legal Name
2012	003-52431-1	THE ANN & MONROE CARELL

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	02/26/2010	11/12/2012	313 74	2,964 84	0 00	2,626 00	338 84
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	11/30/2009	11/12/2012	315 37	2,980 28	0 00	2,551 37	428 91
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	07/30/2010	11/12/2012	315 73	2,983 61	0 00	2,705 77	277 84
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	04/30/2010	11/12/2012	316 54	2,991 28	0 00	2,719 06	272 22
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	10/31/2008	11/12/2012	319 42	3,018 53	0 00	2,494 68	523 85
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	10/30/2009	11/12/2012	322 54	3,048 03	0 00	2,670 66	377 37
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	05/28/2010	11/12/2012	325 74	3,078 26	0 00	2,778 58	299 68
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	12/31/2009	11/12/2012	330 16	3,120 02	0 00	2,707 32	412 70
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	03/31/2010	11/12/2012	332 31	3,140 32	0 00	2,808 01	332 31
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	08/31/2009	11/12/2012	336 51	3,180 02	0 00	2,638 24	541 78
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	01/29/2010	11/12/2012	343 59	3,246 94	0 00	2,848 37	398 57
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	02/27/2009	11/12/2012	346 54	3,274 84	0 00	2,460 46	814 38
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	12/31/2008	11/12/2012	357 32	3,376 69	0 00	2,422 64	954 05
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	05/29/2009	11/12/2012	372 15	3,516 86	0 00	2,798 60	718 26
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	06/30/2009	11/12/2012	373 89	3,533 30	0 00	2,774 29	759 01
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	01/30/2009	11/12/2012	385 31	3,641 18	0 00	2,708 73	932 45
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	07/31/2009	11/12/2012	386 69	3,654 18	0 00	2,880 81	773 37
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	04/30/2009	11/12/2012	397 86	3,759 79	0 00	2,824 81	934 98
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	03/31/2009	11/12/2012	410 07	3,875 17	0 00	2,870 50	1,004 67
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	08/13/2008	11/12/2012	568 98	5,376 90	0 00	5,348 45	28 45
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	12/11/2008	11/12/2012	1,428 57	13,500 00	0 00	10,000 00	3,500 00
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	08/13/2008	11/12/2012	2,659 57	25,132 98	0 00	25,000 00	132 98
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	07/31/2008	11/12/2012	2,685 29	25,375 94	0 00	25,000 00	375 94
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	08/13/2008	11/12/2012	7,441 13	70,318 65	0 00	69,946 59	372 06
GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES (38142Y583)	12/11/2008	11/12/2012	8,571 43	81,000 01	0 00	60,000 00	21,000 01

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Tax Year	Account No	Legal Name
2012	003-52431-1	THE ANN & MONROE CARELL

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	08/29/2008	11/12/2012	27 05	442 03	0 00	393 34	48 69
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	09/30/2008	11/12/2012	80 57	1,316 51	0 00	1,111 87	204 64
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	02/26/2010	11/12/2012	80 73	1,319 11	0 00	1,199 64	119 47
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	09/30/2009	11/12/2012	80 77	1,319 85	0 00	1,216 46	103 39
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	09/30/2010	11/12/2012	82 47	1,347 63	0 00	1,266 80	80 83
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	11/28/2008	11/12/2012	82 84	1,353 57	0 00	1,081 87	271 70
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	10/31/2008	11/12/2012	84 30	1,377 41	0 00	1,113 56	263 85
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	11/30/2009	11/12/2012	84 35	1,378 31	0 00	1,234 07	144 24
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	06/30/2010	11/12/2012	84 70	1,384 03	0 00	1,266 30	117 73
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	10/29/2010	11/12/2012	85 01	1,389 06	0 00	1,298 10	90 96
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	04/30/2010	11/12/2012	85 10	1,390 47	0 00	1,275 59	114 88
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	08/31/2010	11/12/2012	85 46	1,396 48	0 00	1,314 43	82 05
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	11/30/2010	11/12/2012	85 63	1,399 26	0 00	1,267 38	131 88
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	02/28/2011	11/12/2012	86 90	1,419 98	0 00	1,247 04	172 94
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	10/30/2009	11/12/2012	87 12	1,423 59	0 00	1,278 96	144 63
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	12/31/2009	11/12/2012	88 10	1,439 59	0 00	1,292 46	147 13
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	05/28/2010	11/12/2012	88 55	1,446 86	0 00	1,328 21	118 65
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	07/30/2010	11/12/2012	88 73	1,449 88	0 00	1,336 31	113 57
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	01/29/2010	11/12/2012	88 87	1,452 07	0 00	1,310 78	141 29
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	06/30/2009	11/12/2012	89 07	1,455 39	0 00	1,233 60	221 79
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	03/31/2010	11/12/2012	89 16	1,456 79	0 00	1,322 17	134 62
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	07/31/2009	11/12/2012	91 35	1,492 63	0 00	1,277 04	215 59
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	05/29/2009	11/12/2012	91 77	1,499 52	0 00	1,284 78	214 74
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	09/30/2011	11/12/2012	92 66	1,513 98	0 00	1,403 73	110 25
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	06/30/2011	11/12/2012	93 12	1,521 56	0 00	1,367 92	153 64

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THE ANN AND MONROE CARELL FOUNDATION
EIN: 58-1537831
CAPITAL GAINS AND LOSSES - ATTACHMENT 1

Tax Year	Account No	Legal Name
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REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	04/29/2011	11/12/2012	93 75	1,531 89	0 00	1,350 01	181 88
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	12/31/2010	11/12/2012	94 91	1,550 90	0 00	1,368 66	182 24
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	10/31/2011	11/12/2012	95 10	1,553 93	0 00	1,433 16	120 77
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	08/31/2009	11/12/2012	95 67	1,563 22	0 00	1,372 83	190 39
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	07/29/2011	11/12/2012	96 15	1,571 04	0 00	1,422 97	148 07
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	05/31/2011	11/12/2012	96 33	1,574 10	0 00	1,408 41	165 69
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	08/31/2011	11/12/2012	97 06	1,585 99	0 00	1,450 11	135 88
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	01/31/2011	11/12/2012	97 15	1,587 35	0 00	1,381 40	205 95
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	03/31/2011	11/12/2012	98 82	1,614 78	0 00	1,408 24	206 54
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	12/31/2008	11/12/2012	127 47	2,082 88	0 00	1,634 18	448 70
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	02/27/2009	11/12/2012	136 73	2,234 09	0 00	1,837 59	396 50
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	04/30/2009	11/12/2012	148 39	2,424 63	0 00	2,029 92	394 71
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	03/31/2009	11/12/2012	159 38	2,604 19	0 00	2,134 03	470 16
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	01/30/2009	11/12/2012	162 24	2,651 05	0 00	2,161 08	489 97
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	08/15/2008	11/12/2012	1,530 36	25,006 12	0 00	22,297 37	2,708 75
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	09/03/2008	11/12/2012	3,434 07	56,112 64	0 00	50,000 00	6,112 64
GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES (38142V746)	12/11/2008	11/12/2012	15,974 44	261,022 37	0 00	200,000 00	61,022 37
BNP PARIBAS LNKD TO DEC 2012 WTI CRUDE OIL 0% COUPON DUE NOV 20, 2012 STRUCTURED NOTE (05567L2G1)	07/07/2011	11/20/2012	30,000 00	29,039 33	0 00	30,000 00	(960 67)
BNP PARIBAS LNKD TO DEC 2012 WTI CRUDE OIL 0% COUPON DUE NOV 20, 2012 STRUCTURED NOTE (05567L2G1)	07/07/2011	11/20/2012	145,000 00	140,356 78	0 00	145,000 00	(4,643 22)
BNP PARIBAS LNKD TO DEC 2012 WTI CRUDE OIL 0% COUPON DUE NOV 20, 2012 STRUCTURED NOTE (05567L2G1)	07/07/2011	11/20/2012	150,000 00	145,196 67	0 00	150,000 00	(4,803 33)
Net NonCovered Long-Term Gains (Losses)				**1,804,097.03**	**0.00**	**1,614,696.49**	**189,400 54**

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[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

Goldman Sachs

THE ANN AND MONROE CARELL FOUNDATION
EIN: 58-1537831
CAPITAL GAINS AND LOSSES - ATTACHMENT 2

Tax Year	Account No	Legal Name
2012	003-52433-7	THE ANN & MONROE CARELL

REALIZED GAINS AND LOSSES

Supplemental Information - Consult your Form 1099 for tax reporting purposes

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
GOOGLE, INC CMN CLASS A (38259P508)	04/27/2011	01/06/2012	9 00	5,862 75	0 00	4,830 58	1,032 17
GOOGLE, INC CMN CLASS A (38259P508)	07/06/2011	01/06/2012	12 00	7,816 99	0 00	6,431 88	1,385 11
UNILEVER N V NY SHS (NEW) ADR CMN (904784709)	02/02/2011	01/18/2012	231 00	7,546 72	0 00	7,020 84	525 88
PPL CORPORATION CMN (69351T106)	04/12/2011	01/19/2012	174 00	4,868 83	0 00	4,542 81	326 02
WALT DISNEY COMPANY (THE) CMN (254687106)	07/18/2011	01/19/2012	224 00	8,753 39	0 00	8,649 04	104 35
BAKER HUGHES INC CMN (057224107)	12/22/2011	01/23/2012	50 00	2,392 62	0 00	2,476 91	(84 29)
BAKER HUGHES INC CMN (057224107) Disallowed Loss							84 29
TEXAS INSTRUMENTS INC CMN (882508104)	12/22/2011	01/23/2012	73 00	2,419 95	0 00	2,141 26	278 69
BAKER HUGHES INC CMN (057224107)	01/09/2012	01/24/2012	34 00	1,567 64	0 00	1,753 62	(185 98)
BAKER HUGHES INC CMN (057224107)	12/22/2011	01/24/2012	50 00	2,305 34	0 00	2,663 13	(357 79)
BAKER HUGHES INC CMN (057224107)	12/22/2011	01/24/2012	229 00	10,558 48	0 00	11,344 23	(785 75)
TEXAS INSTRUMENTS INC CMN (882508104)	12/22/2011	01/25/2012	395 00	12,813 14	0 00	11,586 26	1,226 88
OCCIDENTAL PETROLEUM CORP CMN (674599105)	12/13/2011	01/27/2012	102 00	10,216 33	0 00	9,475 36	740 97
LYONDELLBASELL INDUSTRIES N V CMN CLASS A (N53745100)	08/09/2011	01/31/2012	214 00	9,170 28	0 00	8,062.16	1,108.12
LIBERTY GLOBAL INC CMN CLASS A (530555101)	10/11/2011	02/09/2012	112 00	5,478 63	0 00	4,268 11	1,210 52
LIBERTY GLOBAL INC CMN CLASS A (530555101)	10/12/2011	02/09/2012	281 00	13,745 48	0 00	10,811 25	2,934 23

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[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

Tax Year	Account No	Legal Name
2012	003-52433-7	THE ANN & MONROE CARELL

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
LYONDELLBASELL INDUSTRIES N V CMN CLASS A (N53745100)	08/09/2011	02/14/2012	113 00	5,030 76	0 00	2,910 50	2,120 26
NVIDIA CORP CMN (67066G104)	11/22/2011	02/15/2012	284 00	4,587 65	0 00	4,234 09	353 56
AFLAC INCORPORATED CMN (001055102)	01/31/2012	02/24/2012	77 00	3,606 42	0 00	3,756 83	(150 41)
THE HOME DEPOT, INC CMN (437076102)	12/20/2011	02/24/2012	486 00	22,808 73	0 00	20,222 42	2,586 31
AFLAC INCORPORATED CMN (001055102)	01/31/2012	02/27/2012	219 00	10,214 80	0 00	10,685 02	(470 22)
NVIDIA CORP CMN (67066G104)	01/19/2012	03/01/2012	195 00	2,978 92	0 00	2,792 72	186 20
NVIDIA CORP CMN (67066G104)	11/22/2011	03/01/2012	712 00	10,876 86	0 00	10,615 03	261 83
AMERIPRISE FINANCIAL, INC CMN (03076C106)	07/07/2011	03/13/2012	115 00	6,462 70	0 00	6,810 74	(348 04)
AMERIPRISE FINANCIAL, INC CMN (03076C106)	08/16/2011	03/13/2012	122 00	6,856 08	0 00	5,475 81	1,380 27
AMERIPRISE FINANCIAL, INC CMN (03076C106)	05/06/2011	03/13/2012	215 00	12,082 44	0 00	13,177 38	(1,094 94)
STARWOOD HOTELS & RESORTS CMN (85590A401)	12/14/2011	03/13/2012	46 00	2,580 45	0 00	2,074 59	505 86
STARWOOD HOTELS & RESORTS CMN (85590A401)	12/15/2011	03/13/2012	243 00	13,631 53	0 00	11,055 21	2,576 32
CELGENE CORPORATION CMN (151020104)	04/01/2011	03/27/2012	57 00	4,444 96	0 00	3,284 35	1,160 61
COCA-COLA COMPANY (THE) CMN (191216100)	02/21/2012	03/27/2012	291 00	20,906 41	0 00	20,071 22	835 19
WALGREEN CO CMN (931422109)	03/27/2012	04/02/2012	181 00	6,221 14	0 00	6,367 89	(146 75)
WALGREEN CO CMN (931422109)	03/27/2012	04/02/2012	205 00	7,046 04	0 00	7,128 05	(82 01)
WALGREEN CO CMN (931422109)	03/27/2012	04/02/2012	211 00	7,169 96	0 00	7,336 68	(166 72)
WALGREEN CO CMN (931422109) Disallowed Loss							143 01
MORGAN STANLEY CMN (617446448)	11/01/2011	04/03/2012	353 00	6,802 06	0 00	5,725 27	1,076 79
AMERICAN ELECTRIC POWER INC CMN (025537101)	02/23/2012	04/11/2012	119 00	4,435 90	0 00	4,541 47	(105 57)
CITIGROUP INC CMN (172967424)	02/29/2012	04/20/2012	134 00	4,538 45	0 00	4,487 68	50 77
GENERAL MOTORS COMPANY CMN (37045V100)	02/09/2012	04/24/2012	224 00	5,132 79	0 00	5,754 95	(622 16)
XILINX INCORPORATED CMN (983919101)	02/16/2012	04/24/2012	133 00	4,512 91	0 00	4,931 42	(418 51)
XILINX INCORPORATED CMN (983919101)	01/20/2012	04/24/2012	406 00	13,776 26	0 00	14,413 75	(637 49)
GENERAL MOTORS COMPANY CMN (37045V100)	02/09/2012	04/25/2012	128 00	2,951 17	0 00	3,288 55	(337 38)

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[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

Goldman Sachs

Tax Year	Account No	Legal Name
2012	003-52433-7	THE ANN & MONROE CARELL

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information Consult your Form 1099 for tax reporting purposes

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds 5	Total accretion (Amortization)	Cost Basis 4	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
GENERAL MOTORS COMPANY CMN (37045V100)	02/09/2012	05/04/2012	148 00	3,278 43	0 00	3,802 38	(523 95)
GENERAL MOTORS COMPANY CMN (37045V100)	03/13/2012	05/04/2012	285 00	6,313 20	0 00	7,264 25	(951 05)
VERTEX PHARMACEUTICALS INC CMN (92532F100)	02/08/2012	05/07/2012	97 00	5,231 18	0 00	3,557 64	1,673 54
VERTEX PHARMACEUTICALS INC CMN (92532F100)	02/08/2012	05/14/2012	53 00	3,446 75	0 00	1,943 86	1,502 89
WALT DISNEY COMPANY (THE) CMN (254687106)	07/18/2011	05/15/2012	123 00	5,575 00	0 00	4,749 25	825 75
AT&T INC CMN (00206R102)	12/22/2011	06/06/2012	418 00	14,254 77	0 00	12,399 59	1,855 18
CITIGROUP INC CMN (172967424)	05/01/2012	06/06/2012	149 00	3,906 56	0 00	5,037 47	(1,130 91)
CITIGROUP INC CMN (172967424)	02/29/2012	06/06/2012	458 00	12,008 08	0 00	15,338 50	(3,330 42)
WALT DISNEY COMPANY (THE) CMN (254687106)	07/18/2011	06/06/2012	141 00	6,376 65	0 00	5,444 26	932 39
WALT DISNEY COMPANY (THE) CMN (254687106)	07/18/2011	06/06/2012	144 00	6,512 32	0 00	5,841 87	670 45
WALT DISNEY COMPANY (THE) CMN (254687106)	08/16/2011	06/06/2012	145 00	6,557 55	0 00	4,859 20	1,698 35
LYONDELLBASELL INDUSTRIES N V CMN CLASS A (N53745100)	08/09/2011	06/12/2012	53 00	2,003 42	0 00	1,356 05	647 37
LYONDELLBASELL INDUSTRIES N V CMN CLASS A (N53745100)	10/19/2011	06/12/2012	168 00	6,350 46	0 00	3,844 99	2,505 47
AT&T INC CMN (00206R102)	12/22/2011	06/13/2012	33 00	1,152 00	0 00	978 91	173 09
BANK OF AMERICA CORP CMN (060505104)	01/23/2012	06/13/2012	139 00	1,046 64	0 00	1,011 39	35 25
EXXON MOBIL CORPORATION CMN (30231G102)	09/30/2011	06/13/2012	18 00	1,464 62	0 00	1,331 90	132 72
JOHNSON & JOHNSON CMN (478160104)	03/14/2012	06/13/2012	20 00	1,276 57	0 00	1,301 78	(25 21)
JOHNSON & JOHNSON CMN (478160104) Disallowed Loss							25 21
LOWES COMPANIES INC CMN (548661107)	12/22/2011	06/13/2012	36 00	984 57	0 00	918 89	65 68
MYLAN INC CMN (628530107)	12/23/2011	06/13/2012	42 00	877 36	0 00	909 55	(32 19)
PFIZER INC CMN (717081103)	10/07/2011	06/13/2012	60 00	1,335 57	0 00	1,114 42	221 15
PROCTER & GAMBLE COMPANY (THE) CMN (742718109)	01/17/2012	06/13/2012	14 00	874 56	0 00	928 77	(54 21)
THE TRAVELERS COMPANIES, INC CMN (89417E109)	12/15/2011	06/13/2012	16 00	989 41	0 00	906 63	82 78
AT&T INC CMN (00206R102)	12/22/2011	06/15/2012	86 00	3,072 31	0 00	2,551 11	521 20
AT&T INC CMN (00206R102)	03/05/2012	06/15/2012	168 00	6,001 73	0 00	5,198 37	803 36

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5 Sale Proceeds may have been adjusted by an option premium due to an option assignment

THE ANN AND MONROE CARELL FOUNDATION
EIN: 58-1537831
CAPITAL GAINS AND LOSSES - ATTACHMENT 2

Tax Year Account No Legal Name
2012 003-52433-7 THE ANN & MONROE CARELL

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
MGM RESORTS INTERNATIONAL CMN (552953101)	06/06/2012	06/19/2012	383 00	4,267 37	0 00	4,385 14	(117 77)
MGM RESORTS INTERNATIONAL CMN (552953101)	06/06/2012	06/20/2012	185 00	2,074 88	0 00	2,118 15	(43 27)
TEXAS INSTRUMENTS INC CMN (882508104)	06/07/2012	06/25/2012	500 00	13,517 28	0 00	14,265 59	(748 31)
NEWFIELD EXPLORATION CO CMN (651290108)	02/15/2012	06/27/2012	131 00	3,411 30	0 00	5,174 99	(1,763 69)
NEWFIELD EXPLORATION CO CMN (651290108)	01/27/2012	06/27/2012	243 00	6,327 83	0 00	9,628 60	(3,300 77)
BANK OF AMERICA CORP CMN (060505104)	01/23/2012	06/28/2012	225 00	1,712 55	0 00	1,637 15	75 40
METLIFE, INC CMN (59156R108)	02/24/2012	06/28/2012	34 00	985 64	0 00	1,283 20	(297 56)
METLIFE, INC CMN (59156R108)	02/27/2012	06/28/2012	72 00	2,087 23	0 00	2,723 08	(635 85)
THE TRAVELERS COMPANIES, INC CMN (89417E109)	12/15/2011	06/28/2012	39 00	2,414 83	0 00	2,209 92	204 91
MACY'S INC CMN (55616P104)	05/10/2012	07/12/2012	94 00	3,080 40	0 00	3,580 03	(499 63)
MACY'S INC CMN (55616P104)	05/04/2012	07/12/2012	362 00	11,862 81	0 00	14,810 50	(2,947 69)
METLIFE, INC CMN (59156R108)	02/28/2012	07/16/2012	66 00	2,000 58	0 00	2,512 78	(512 20)
METLIFE, INC CMN (59156R108)	02/27/2012	07/16/2012	223 00	6,759 52	0 00	8,433 97	(1,674 45)
CVS CAREMARK CORPORATION CMN (126650100)	04/02/2012	07/19/2012	289 00	13,281 99	0 00	13,031 52	250 47
AT&T INC CMN (00206R102)	03/05/2012	07/31/2012	272 00	10,186 24	0 00	8,416 40	1,769 84
MYLAN INC CMN (628530107)	12/23/2011	08/01/2012	219 00	5,066 08	0 00	4,742 66	323 42
PHILIP MORRIS INTL INC CMN (718172109)	03/13/2012	08/01/2012	54 00	4,913 37	0 00	4,586 14	327 23
WILLIAMS-SONOMA, INC CMN (969904101)	02/27/2012	09/04/2012	63 00	2,596 98	0 00	2,502 98	94 00
WILLIAMS-SONOMA, INC CMN (969904101)	02/27/2012	09/05/2012	79 00	3,303 72	0 00	3,138 66	165 06
WILLIAMS-SONOMA, INC CMN (969904101)	02/27/2012	09/14/2012	242 00	10,865 80	0 00	9,614 62	1,251 18
WALGREEN CO CMN (931422109)	08/01/2012	09/24/2012	126 00	4,496 90	0 00	4,570 82	(73 92)
WALGREEN CO CMN (931422109)	07/19/2012	09/24/2012	494 00	17,630 72	0 00	16,893 61	737 11
CBS CORPORATION CMN CLASS B (124857202)	11/11/2011	09/25/2012	187 00	6,950 07	0 00	4,869 88	2,080 19
CBS CORPORATION CMN CLASS B (124857202)	11/10/2011	09/25/2012	353 00	13,119 66	0 00	8,850 73	4,268 93
MASCO CORPORATION CMN (574599106)	06/08/2012	09/27/2012	361 00	5,403 24	0 00	4,781 18	622 06

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THE ANN AND MONROE CARELL FOUNDATION
EIN: 58-1537831
CAPITAL GAINS AND LOSSES - ATTACHMENT 2

Tax Year	Account No	Legal Name
2012	003-52433-7	THE ANN & MONROE CARELL

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
OCCIDENTAL PETROLEUM CORP CMN (674599105)	06/20/2012	10/03/2012	52 00	4,368 03	0 00	4,403 97	(35 94)
OCCIDENTAL PETROLEUM CORP CMN (674599105)	12/22/2011	10/03/2012	54 00	4,536 04	0 00	5,055 07	(519 03)
OCCIDENTAL PETROLEUM CORP CMN (674599105)	07/16/2012	10/03/2012	85 00	7,140 06	0 00	7,259 93	(119 87)
OCCIDENTAL PETROLEUM CORP CMN (674599105)	12/13/2011	10/03/2012	89 00	7,476 06	0 00	8,267 71	(791 65)
JUNIPER NETWORKS, INC CMN (48203R104)	12/22/2011	10/25/2012	659 00	10,569 95	0 00	13,677 39	(3,107 44)
CBS CORPORATION CMN CLASS B (124857202)	07/02/2012	11/02/2012	30 00	1,004 98	0 00	982 20	22 78
CBS CORPORATION CMN CLASS B (124857202)	11/11/2011	11/02/2012	43 00	1,440 47	0 00	1,119 81	320 66
CBS CORPORATION CMN CLASS B (124857202)	11/11/2011	11/02/2012	159 00	5,326 38	0 00	4,140 70	1,185 68
CBS CORPORATION CMN CLASS B (124857202)	11/10/2011	11/02/2012	300 00	10,049 77	0 00	7,521 87	2,527 90
JUNIPER NETWORKS, INC CMN (48203R104)	12/22/2011	11/02/2012	101 00	1,740 19	0 00	2,096 23	(356 04)
JUNIPER NETWORKS, INC CMN (48203R104)	12/22/2011	11/02/2012	566 00	9,751 96	0 00	11,747 20	(1,995 24)
MASCO CORPORATION CMN (574599106)	06/08/2012	11/02/2012	140 00	2,245 55	0 00	1,854 20	391 35
MASCO CORPORATION CMN (574599106)	06/08/2012	11/02/2012	294 00	4,715 65	0 00	3,893 81	821 84
OCCIDENTAL PETROLEUM CORP CMN (674599105)	12/13/2011	11/02/2012	3 00	234 71	0 00	277 08	(42 37)
OCCIDENTAL PETROLEUM CORP CMN (674599105)	12/13/2011	11/02/2012	5 00	391 19	0 00	464 48	(73 29)
OCCIDENTAL PETROLEUM CORP CMN (674599105)	06/20/2012	11/02/2012	5 00	391 19	0 00	423 46	(32 27)
OCCIDENTAL PETROLEUM CORP CMN (674599105)	07/16/2012	11/02/2012	12 00	938 86	0 00	1,024 93	(86 07)
OCCIDENTAL PETROLEUM CORP CMN (674599105)	12/22/2011	11/02/2012	14 00	1,095 33	0 00	1,310 57	(215 24)
OCCIDENTAL PETROLEUM CORP CMN (674599105)	12/22/2011	11/02/2012	47 00	3,677 20	0 00	4,399 79	(722 59)
OCCIDENTAL PETROLEUM CORP CMN (674599105)	06/20/2012	11/02/2012	47 00	3,677 20	0 00	3,980 51	(303 31)
OCCIDENTAL PETROLEUM CORP CMN (674599105)	07/16/2012	11/02/2012	75 00	5,867 87	0 00	6,405 82	(537 95)
OCCIDENTAL PETROLEUM CORP CMN (674599105)	12/13/2011	11/02/2012	76 00	5,946 11	0 00	7,060 07	(1,113 96)
ORACLE CORPORATION CMN (68389X105)	08/16/2012	11/02/2012	470 00	14,762 37	0 00	15,073 78	(311 41)
P G & E CORPORATION CMN (69331C108)	11/28/2011	11/02/2012	428 00	17,971 31	0 00	16,244 10	1,727 21
SPRINT NEXTEL CORPORATION CMN (852061100)	11/28/2011	11/02/2012	2,736 00	15,581 17	0 00	6,919 30	8,661 87

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THE ANN AND MONROE CARELL FOUNDATION
EIN: 58-1537831
CAPITAL GAINS AND LOSSES - ATTACHMENT 2

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REALIZED GAINS AND LOSSES (Continued)

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SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
WALGREEN CO CMN (931422109)	08/01/2012	11/02/2012	18 00	629 45	0 00	652 97	(23 52)
WALGREEN CO CMN (931422109)	07/19/2012	11/02/2012	69 00	2,412 88	0 00	2,359 63	53 25
WALGREEN CO CMN (931422109)	08/01/2012	11/02/2012	109 00	3,811 64	0 00	3,954 12	(142 48)
WALGREEN CO CMN (931422109)	07/19/2012	11/02/2012	432 00	15,106 70	0 00	14,773 36	333 34
WILLIAMS-SONOMA, INC CMN (969904101)	02/27/2012	11/02/2012	52 00	2,435 62	0 00	2,065 95	369 67
WILLIAMS-SONOMA, INC CMN (969904101)	02/27/2012	11/02/2012	330 00	15,456 85	0 00	13,110 85	2,346 00
SLM CORPORATION CMN (78442P106)	06/27/2012	11/07/2012	34 00	577 83	0 00	515 72	62 11
SLM CORPORATION CMN (78442P106)	06/28/2012	11/07/2012	95 00	1,614 54	0 00	1,440 47	174 07
SLM CORPORATION CMN (78442P106)	06/27/2012	11/07/2012	285 00	4,843 61	0 00	4,322 96	520 65
SLM CORPORATION CMN (78442P106)	06/27/2012	11/07/2012	326 00	5,540 41	0 00	4,944 86	595 55
SLM CORPORATION CMN (78442P106)	06/28/2012	11/07/2012	531 00	9,024 40	0 00	8,051 45	972 95
SLM CORPORATION CMN (78442P106)	06/28/2012	11/07/2012	608 00	10,333 03	0 00	9,218 99	1,114 04
LOWES COMPANIES INC CMN (548661107)	12/22/2011	11/21/2012	64 00	2,191 66	0 00	1,633 58	558 08
LOWES COMPANIES INC CMN (548661107)	12/22/2011	11/21/2012	67 00	2,294 39	0 00	1,710 15	584 24
LOWES COMPANIES INC CMN (548661107)	12/22/2011	11/21/2012	499 00	17,088 08	0 00	12,736 78	4,351 30
THE TRAVELERS COMPANIES, INC CMN (89417E109)	12/15/2011	12/11/2012	90 00	6,602 24	0 00	5,099 81	1,502 43
THE TRAVELERS COMPANIES, INC CMN (89417E109)	12/15/2011	12/11/2012	100 00	7,335 82	0 00	5,666 46	1,669 36
JOHNSON & JOHNSON CMN (478160104)	03/14/2012	12/12/2012	73 00	5,203 05	0 00	4,751 50	451 55
JOHNSON & JOHNSON CMN (478160104)	03/14/2012	12/12/2012	424 00	30,220 48	0 00	27,597 74	2,622 74
MYLAN INC CMN (628530107)	12/23/2011	12/12/2012	14 00	389 86	0 00	303 18	86 68
MYLAN INC CMN (628530107)	03/13/2012	12/12/2012	34 00	946 79	0 00	780 92	165 87
MYLAN INC CMN (628530107)	02/08/2012	12/12/2012	35 00	974 64	0 00	792 07	182 57
MYLAN INC CMN (628530107)	04/03/2012	12/12/2012	35 00	974 64	0 00	820 33	154 31
MYLAN INC CMN (628530107)	12/23/2011	12/12/2012	151 00	4,204 86	0 00	3,270 05	934 81
MYLAN INC CMN (628530107)	12/23/2011	12/12/2012	161 00	4,483 34	0 00	3,486 62	996 72

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SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
MYLAN INC CMN (628530107)	03/13/2012	12/12/2012	190 00	5,290 89	0 00	4,363 94	926 95
MYLAN INC CMN (628530107)	04/03/2012	12/12/2012	194 00	5,402 28	0 00	4,546 95	855 33
MYLAN INC CMN (628530107)	02/08/2012	12/12/2012	199 00	5,541 51	0 00	4,503 47	1,038 04
MYLAN INC CMN (628530107)	03/13/2012	12/12/2012	221 00	6,154 14	0 00	5,075 95	1,078 19
MYLAN INC CMN (628530107)	04/03/2012	12/12/2012	226 00	6,293 37	0 00	5,296 97	996 40
MYLAN INC CMN (628530107)	02/08/2012	12/12/2012	232 00	6,460 45	0 00	5,250 27	1,210 18
U S BANCORP CMN (902973304)	07/02/2012	12/12/2012	28 00	898 40	0 00	903 28	(4 88)
U S BANCORP CMN (902973304)	01/31/2012	12/12/2012	35 00	1,123 01	0 00	989 87	133 14
U S BANCORP CMN (902973304)	01/31/2012	12/12/2012	129 00	4,139 08	0 00	3,648 35	490 73
U S BANCORP CMN (902973304)	01/31/2012	12/12/2012	140 00	4,492 03	0 00	3,959 45	532 58
JOHNSON & JOHNSON CMN (478160104)	06/15/2012	12/18/2012	12 00	848 99	0 00	791 73	57 26
JOHNSON & JOHNSON CMN (478160104)	03/16/2012	12/18/2012	20 00	1,414 98	0 00	1,344 76	70 22
JOHNSON & JOHNSON CMN (478160104)	06/15/2012	12/18/2012	66 00	4,669 44	0 00	4,354 50	314 94
JOHNSON & JOHNSON CMN (478160104)	06/15/2012	12/18/2012	67 00	4,740 18	0 00	4,420 48	319 70
JOHNSON & JOHNSON CMN (478160104)	03/14/2012	12/18/2012	101 00	7,145 65	0 00	6,573 99	571 66
JOHNSON & JOHNSON CMN (478160104)	03/14/2012	12/18/2012	469 00	33,181 30	0 00	30,526 75	2,654 55
Net Covered Short-Term Disallowed Losses							**252.51**
Net Covered Short-Term Gains (Losses)				**947,770.77**	**0.00**	**884,515.09**	**63,255.68**

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
UNILEVER N V NY SHS (NEW) ADR CMN (904784709)	01/06/2011	01/09/2012	112 00	3,774 86	0 00	3,412 36	362 50
UNILEVER N V NY SHS (NEW) ADR CMN (904784709)	01/06/2011	01/18/2012	325 00	10,617 68	0 00	9,901 94	715 74

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LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
TEVA PHARMACEUTICAL IND LTD ADS (881624209)	01/13/2011	02/08/2012	128 00	5,702 09	0 00	6,969 48	(1,267 39)
DEVON ENERGY CORPORATION (NEW) CMN (25179M103)	01/21/2011	02/21/2012	71 00	5,333 39	0 00	5,909 60	(576 21)
DEVON ENERGY CORPORATION (NEW) CMN (25179M103)	01/21/2011	03/05/2012	2 00	144 34	0 00	173 45	(29 11)
DEVON ENERGY CORPORATION (NEW) CMN (25179M103)	01/21/2011	03/05/2012	68 00	4,907 55	0 00	5,659 90	(752 35)
CELGENE CORPORATION CMN (151020104)	04/01/2011	08/01/2012	62 00	4,268 61	0 00	3,572 45	696 16
EXXON MOBIL CORPORATION CMN (30231G102)	09/30/2011	11/02/2012	15 00	1,355 37	0 00	1,109 92	245 45
EXXON MOBIL CORPORATION CMN (30231G102)	09/30/2011	11/02/2012	30 00	2,710 73	0 00	2,219 84	490 89
ADOBE SYSTEMS INC CMN (00724F101)	03/30/2011	11/29/2012	36 00	1,223 09	0 00	1,181 05	42 04
ADOBE SYSTEMS INC CMN (00724F101)	03/30/2011	11/29/2012	49 00	1,664 76	0 00	1,607 54	57 22
U S BANCORP CMN (902973304)	05/16/2011	12/12/2012	138 00	4,427 85	0 00	3,456 29	971 56
U S BANCORP CMN (902973304)	05/16/2011	12/12/2012	199 00	6,385 10	0 00	4,984 08	1,401 02
Net Covered Long-Term Gains (Losses)				**52,515.42**	**0.00**	**50,157.90**	**2,357.52**
NonCovered Long-Term Gains (Losses)							
BOEING COMPANY CMN (097023105)	01/19/2010	01/10/2012	9 00	675 13	0 00	548 19	126 94
BOEING COMPANY CMN (097023105)	04/30/2009	01/10/2012	74 00	5,551 07	0 00	3,077 40	2,473 67
SPRINT NEXTEL CORPORATION CMN (852061100)	01/19/2010	01/18/2012	200 00	460 15	0 00	737 99	(277 84)
SPRINT NEXTEL CORPORATION CMN (852061100)	04/30/2009	01/18/2012	454 00	1,044 54	0 00	1,965 64	(921 10)
SPRINT NEXTEL CORPORATION CMN (852061100)	07/28/2009	01/18/2012	962 00	2,213 33	0 00	4,405 67	(2,192 34)
HARTFORD FINANCIAL SRVCS GROUP CMN (416515104)	09/28/2010	01/23/2012	129 00	2,420 53	0 00	3,023 44	(602 91)
HARTFORD FINANCIAL SRVCS GROUP CMN (416515104)	09/29/2010	01/24/2012	48 00	889 20	0 00	1,121 38	(232 18)
HARTFORD FINANCIAL SRVCS GROUP CMN (416515104)	09/28/2010	01/24/2012	67 00	1,241 17	0 00	1,570 31	(329 14)
HARTFORD FINANCIAL SRVCS GROUP CMN (416515104)	11/19/2010	01/24/2012	67 00	1,241 17	0 00	1,566 35	(325 18)
HARTFORD FINANCIAL SRVCS GROUP CMN (416515104)	09/30/2010	01/24/2012	134 00	2,482 35	0 00	3,153 48	(671 13)
HARTFORD FINANCIAL SRVCS GROUP CMN (416515104)	11/22/2010	01/24/2012	176 00	3,260 40	0 00	4,095 35	(834 95)

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REALIZED GAINS AND LOSSES (Continued)

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LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
HARTFORD FINANCIAL SRVCS GROUP CMN (416515104)	10/01/2010	01/24/2012	233 00	4,316 32	0 00	5,425 74	(1,109 42)
AMERICAN ELECTRIC POWER INC CMN (025537101)	06/16/2010	01/25/2012	21 00	846 97	0 00	706 61	140 36
AMERICAN ELECTRIC POWER INC CMN (025537101)	06/15/2010	01/25/2012	51 00	2,056 91	0 00	1,697 35	359 56
AMERICAN ELECTRIC POWER INC CMN (025537101)	06/10/2010	01/25/2012	91 00	3,670 18	0 00	2,949 39	720 79
TEVA PHARMACEUTICAL IND LTD ADS (881624209)	11/11/2010	02/08/2012	15 00	668 22	0 00	760 92	(92 70)
TEVA PHARMACEUTICAL IND LTD ADS (881624209)	11/15/2010	02/08/2012	129 00	5,746 64	0 00	6,551 75	(805 11)
TEVA PHARMACEUTICAL IND LTD ADS (881624209)	11/12/2010	02/08/2012	191 00	8,508 59	0 00	9,633 09	(1,124 50)
PRUDENTIAL FINANCIAL INC CMN (744320102)	09/23/2009	02/13/2012	140 00	8,420 93	0 00	7,156 06	1,264 87
JPMORGAN CHASE & CO CMN (46625H100)	11/14/2008	02/15/2012	31 00	1,172 25	0 00	1,098 01	74 24
JPMORGAN CHASE & CO CMN (46625H100)	12/29/2008	02/15/2012	45 00	1,701 64	0 00	1,319 55	382 09
JPMORGAN CHASE & CO CMN (46625H100)	04/30/2009	02/15/2012	49 00	1,852 90	0 00	1,699 79	153 11
PEPSICO INC CMN (713448108)	08/06/2010	02/21/2012	79 00	4,989 98	0 00	5,199 24	(209 26)
PEPSICO INC CMN (713448108)	07/12/2010	02/21/2012	85 00	5,368 96	0 00	5,396 97	(28 01)
PEPSICO INC CMN (713448108)	07/01/2010	02/21/2012	93 00	5,874 28	0 00	5,686 84	187 44
SLM CORPORATION CMN (78442P106)	04/30/2009	02/29/2012	105 00	1,668 89	0 00	536 51	1,132 38
SLM CORPORATION CMN (78442P106)	01/19/2010	02/29/2012	224 00	3,560 30	0 00	2,463 33	1,096 97
SLM CORPORATION CMN (78442P106)	01/12/2010	02/29/2012	478 00	7,597 42	0 00	5,507 40	2,090 02
SLM CORPORATION CMN (78442P106)	02/09/2010	02/29/2012	511 00	8,121 93	0 00	5,468 37	2,653 56
EMC CORPORATION MASS CMN (268648102)	05/06/2010	03/13/2012	46 00	1,342 90	0 00	851 16	491 74
EMC CORPORATION MASS CMN (268648102)	04/28/2010	03/13/2012	214 00	6,247 41	0 00	4,163 98	2,083 43
SUNTRUST BANKS INC $1 00 PAR CMN (867914103)	12/22/2010	03/13/2012	14 00	306 12	0 00	403 61	(97 49)
SUNTRUST BANKS INC $1 00 PAR CMN (867914103)	12/21/2010	03/13/2012	68 00	1,486 86	0 00	1,892 87	(406 01)
SUNTRUST BANKS INC $1 00 PAR CMN (867914103)	12/20/2010	03/13/2012	152 00	3,323 57	0 00	4,116 72	(793 15)
MERCK & CO , INC CMN (58933Y105)	09/28/2010	03/14/2012	135 00	5,148 26	0 00	5,017 68	130 58
MERCK & CO , INC CMN (58933Y105)	03/16/2010	03/14/2012	170 00	6,482 99	0 00	6,429 65	53 34

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REALIZED GAINS AND LOSSES (Continued)

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LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
MERCK & CO , INC CMN (58933Y105)	04/08/2010	03/14/2012	199 00	7,588 92	0 00	7,318 76	270 16
MERCK & CO , INC CMN (58933Y105)	02/23/2010	03/14/2012	232 00	8,847 38	0 00	8,468 29	379 09
ADOBE SYSTEMS INC CMN (00724F101)	11/01/2010	04/03/2012	173 00	5,897 97	0 00	4,877 57	1,020 40
AMERICAN ELECTRIC POWER INC CMN (025537101)	06/30/2010	04/11/2012	176 00	6,560 66	0 00	5,793 23	767 43
AMERICAN ELECTRIC POWER INC CMN (025537101)	06/16/2010	04/11/2012	179 00	6,672 49	0 00	6,022 99	649 50
PRUDENTIAL FINANCIAL INC CMN (744320102)	09/23/2009	04/23/2012	6 00	352 35	0 00	306 69	45 66
PRUDENTIAL FINANCIAL INC CMN (744320102)	01/19/2010	04/23/2012	22 00	1,291 93	0 00	1,176 76	115 17
PRUDENTIAL FINANCIAL INC CMN (744320102)	10/09/2009	04/23/2012	88 00	5,167 69	0 00	4,485 90	681 79
U S BANCORP CMN (902973304)	09/28/2010	05/01/2012	39 00	1,266 62	0 00	845 70	420 92
U S BANCORP CMN (902973304)	06/21/2010	05/01/2012	259 00	8,411 69	0 00	6,158 91	2,252 78
GENERAL MILLS INC CMN (370334104)	02/09/2010	06/07/2012	70 00	2,662 22	0 00	2,431 89	230 33
GENERAL MILLS INC CMN (370334104)	04/28/2010	06/07/2012	84 00	3,194 66	0 00	2,950 42	244 24
GENERAL MILLS INC CMN (370334104)	04/29/2010	06/07/2012	120 00	4,563 80	0 00	4,264 05	299 75
GENERAL MILLS INC CMN (370334104)	03/16/2010	06/07/2012	176 00	6,693 57	0 00	6,450 88	242 69
BOEING COMPANY CMN (097023105)	01/19/2010	06/13/2012	12 00	869 74	0 00	730 92	138 82
GENERAL ELECTRIC CO CMN (369604103)	12/23/2009	06/13/2012	90 00	1,745 96	0 00	1,385 84	360 12
JPMORGAN CHASE & CO CMN (46625H100)	04/30/2009	06/13/2012	40 00	1,379 56	0 00	1,387 58	(8 02)
P G & E CORPORATION CMN (69331C108)	08/19/2010	06/13/2012	19 00	853 65	0 00	853 94	(0 29)
PRUDENTIAL FINANCIAL INC CMN (744320102)	01/19/2010	06/13/2012	21 00	1,002 09	0 00	1,123 27	(121 18)
SUNTRUST BANKS INC $1 00 PAR CMN (867914103)	12/22/2010	06/13/2012	39 00	865 00	0 00	1,124 33	(259 33)
HONEYWELL INTL INC CMN (438516106)	10/14/2009	06/14/2012	52 00	2,853 33	0 00	1,939 13	914 20
HONEYWELL INTL INC CMN (438516106)	10/27/2009	06/14/2012	61 00	3,347 16	0 00	2,302 86	1,044 30
HONEYWELL INTL INC CMN (438516106)	10/15/2009	06/14/2012	63 00	3,456 91	0 00	2,351 30	1,105 61
EMC CORPORATION MASS CMN (268648102)	05/06/2010	06/15/2012	212 00	5,282 13	0 00	3,922 73	1,359 40
HONEYWELL INTL INC CMN (438516106)	10/27/2009	06/26/2012	58 00	3,092 19	0 00	2,189 61	902 58

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LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
HONEYWELL INTL INC CMN (438516106)	01/19/2010	06/26/2012	113 00	6,024 43	0 00	4,856 81	1,167 62
U S BANCORP CMN (902973304)	09/28/2010	06/28/2012	101 00	3,126 92	0 00	2,190 15	936 77
GENERAL ELECTRIC CO CMN (369604103)	12/23/2009	07/10/2012	63 00	1,234 33	0 00	970 09	264 24
GENERAL ELECTRIC CO CMN (369604103)	01/19/2010	07/10/2012	115 00	2,253 14	0 00	1,913 60	339 54
SPRINT NEXTEL CORPORATION CMN (852061100)	01/19/2010	08/09/2012	503 00	2,406 30	0 00	1,856 05	550 25
SPRINT NEXTEL CORPORATION CMN (852061100)	04/21/2010	08/09/2012	627 00	2,999 50	0 00	2,588 49	411 01
SPRINT NEXTEL CORPORATION CMN (852061100)	11/19/2010	10/11/2012	431 00	2,482 19	0 00	1,719 90	762 29
SPRINT NEXTEL CORPORATION CMN (852061100)	04/21/2010	10/11/2012	874 00	5,033 49	0 00	3,608 19	1,425 30
SPRINT NEXTEL CORPORATION CMN (852061100)	11/19/2010	10/15/2012	461 00	2,652 47	0 00	1,839 62	812 85
SPRINT NEXTEL CORPORATION CMN (852061100)	11/19/2010	10/25/2012	1,366 00	7,591 07	0 00	5,451 01	2,140 06
P G & E CORPORATION CMN (69331C108)	08/19/2010	11/01/2012	4 00	168 72	0 00	179 78	(11 06)
P G & E CORPORATION CMN (69331C108)	08/20/2010	11/01/2012	7 00	295 26	0 00	314 71	(19 45)
P G & E CORPORATION CMN (69331C108)	12/03/2010	11/01/2012	27 00	1,138 85	0 00	1,291 63	(152 78)
P G & E CORPORATION CMN (69331C108)	09/28/2010	11/01/2012	28 00	1,181 03	0 00	1,269 71	(88 68)
P G & E CORPORATION CMN (69331C108)	08/20/2010	11/01/2012	33 00	1,391 93	0 00	1,483 66	(91 73)
P G & E CORPORATION CMN (69331C108)	12/03/2010	11/01/2012	126 00	5,314 63	0 00	6,027 59	(712 96)
P G & E CORPORATION CMN (69331C108)	09/28/2010	11/01/2012	131 00	5,525 53	0 00	5,940 42	(414 89)
P G & E CORPORATION CMN (69331C108)	08/19/2010	11/01/2012	179 00	7,550 15	0 00	8,045 00	(494 85)
GENERAL ELECTRIC CO CMN (369604103)	01/19/2010	11/02/2012	74 00	1,578 76	0 00	1,231 36	347 40
GENERAL ELECTRIC CO CMN (369604103)	02/22/2010	11/02/2012	107 00	2,282 80	0 00	1,735 28	547 52
JPMORGAN CHASE & CO CMN (46625H100)	04/30/2009	11/02/2012	36 00	1,530 68	0 00	1,248 83	281 85
JPMORGAN CHASE & CO CMN (46625H100)	04/30/2009	11/02/2012	62 00	2,636 18	0 00	2,150 76	485 42
ORACLE CORPORATION CMN (68389X105)	01/19/2010	11/02/2012	20 00	628 19	0 00	509 00	119 19
ORACLE CORPORATION CMN (68389X105)	10/12/2009	11/02/2012	46 00	1,444 83	0 00	954 53	490 30
SPRINT NEXTEL CORPORATION CMN (852061100)	11/19/2010	11/02/2012	439 00	2,500 05	0 00	1,751 83	748 22

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

THE ANN AND MONROE CARELL FOUNDATION
EIN: 58-1537831
CAPITAL GAINS AND LOSSES - ATTACHMENT 2

Tax Year	Account No	Legal Name
2012	003-52433-7	THE ANN & MONROE CARELL

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
ADOBE SYSTEMS INC CMN (00724F101)	11/02/2010	11/29/2012	25 00	849 37	0 00	706 13	143 24
ADOBE SYSTEMS INC CMN (00724F101)	11/03/2010	11/29/2012	41 00	1,392 96	0 00	1,178 60	214 36
ADOBE SYSTEMS INC CMN (00724F101)	11/01/2010	11/29/2012	149 00	5,062 23	0 00	4,200 91	861 32
JPMORGAN CHASE & CO CMN (46625H100)	04/30/2009	12/11/2012	403 00	17,198 18	0 00	13,979 91	3,218 27
U S BANCORP CMN (902973304)	09/28/2010	12/12/2012	112 00	3,593 62	0 00	2,428 68	1,164 94
U S BANCORP CMN (902973304)	09/28/2010	12/12/2012	127 00	4,074 91	0 00	2,753 95	1,320 96
Net NonCovered Long-Term Gains (Losses)				**319,022.83**	**0.00**	**284,637.52**	**34,385.31**

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

Goldman Sachs

Ann & Monroe Carell Fdn LC Growth
FEIN: 58-1537831
Capital Gains and Losses - Attachment 3
Goldman Sachs Account #003-52434-5

Symbol	Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (	Gain Type
EMR	EMERSON ELECTRIC CO. CMN	3-May-11	12-Jan-12	146	7,080.76	8,509.70	-1,428.94	Short-Term
MAR	MARRIOTT INTERNATIONAL, INC. CMN CLASS A	5-Aug-11	18-Jan-12	134	4,530.35	3,747.86	782.49	Short-Term
EMR	EMERSON ELECTRIC CO. CMN	3-May-11	3-Feb-12	67	3,531.38	3,905.14	-373.76	Short-Term
EMR	EMERSON ELECTRIC CO. CMN	23-May-11	3-Feb-12	146	7,695.25	7,832.66	-137.41	Short-Term
EMR	EMERSON ELECTRIC CO. CMN	15-Jun-11	3-Feb-12	87	4,585.52	4,569.89	15.63	Short-Term
DVN	DEVON ENERGY CORPORATION (NEW) CMN	11-Jul-11	29-May-12	2	122.64	158.03	-35.39	Short-Term
AMZN	AMAZON.COM INC CMN	14-Dec-11	14-Jun-12	19	4,102.35	3,302.21	800.14	Short-Term
CAM	CAMERON INTERNATIONAL CORP CMN	17-Jun-11	14-Jun-12	68	3,075.57	3,137.98	-62.41	Short-Term
DVN	DEVON ENERGY CORPORATION (NEW) CMN	11-Jul-11	14-Jun-12	41	2,318.08	3,239.68	-921.6	Short-Term
FB	FACEBOOK, INC. CMN CLASS A	23-May-12	14-Jun-12	76	2,097.55	2,440.21	-342.66	Short-Term
HON	HONEYWELL INTL INC CMN	6-Feb-12	14-Jun-12	61	3,380.54	3,674.98	-294.44	Short-Term
MAR	MARRIOTT INTERNATIONAL, INC. CMN CLASS A	5-Aug-11	14-Jun-12	82	3,055.72	2,293.47	762.25	Short-Term
MAR	MARRIOTT INTERNATIONAL, INC. CMN CLASS A	8-Aug-11	14-Jun-12	95	3,540.15	2,456.08	1,084.07	Short-Term
PVH	PVH CORP CMN	21-Dec-11	14-Jun-12	51	3,915.18	3,428.30	486.88	Short-Term
CRM	SALESFORCE.COM, INC CMN	11-May-12	14-Jun-12	18	2,268.84	2,479.98	-211.14	Short-Term
URBN	URBAN OUTFITTERS INC CMN	6-Sep-11	14-Jun-12	218	5,730.91	5,548.86	182.05	Short-Term
CAM	CAMERON INTERNATIONAL CORP CMN	13-Dec-11	19-Jun-12	75	3,375.47	3,761.96	-386.49	Short-Term
FB	FACEBOOK, INC. CMN CLASS A	23-May-12	17-Sep-12	245	5,335.58	7,866.46	-2,530.88	Short-Term
FB	FACEBOOK, INC. CMN CLASS A	23-May-12	2-Nov-12	283	5,998.04	9,086.57	-3,088.53	Short-Term
FB	FACEBOOK, INC. CMN CLASS A	23-May-12	2-Nov-12	39	826.59	1,252.21	-425.62	Short-Term
DVN	DEVON ENERGY CORPORATION (NEW) CMN	28-Nov-11	14-Nov-12	152	8,167.66	9,329.45	-1,161.79	Short-Term
DVN	DEVON ENERGY CORPORATION (NEW) CMN	16-Jul-12	14-Nov-12	6	322.41	332.07	-9.66	Short-Term
DVN	DEVON ENERGY CORPORATION (NEW) CMN	17-Aug-12	14-Nov-12	15	806.02	881.79	-75.77	Short-Term
STJ	ST JUDE MEDICAL INC CMN	9-Feb-12	19-Nov-12	129	4,607.64	5,541.95	-934.31	Short-Term
STJ	ST JUDE MEDICAL INC CMN	9-Feb-12	19-Nov-12	147	5,250.57	6,315.24	-1,064.67	Short-Term
STJ	ST JUDE MEDICAL INC CMN	9-Feb-12	19-Nov-12	20	714.36	859.22	-144.86	Short-Term
	Total Short-Term				96,435.13	105,951.95	-9,516.82	
AAPL	APPLE, INC. CMN	30-Apr-09	15-Feb-12	19	9,545.83	2,407.20	7,138.63	Long-Term
JNJ	JOHNSON & JOHNSON CMN	2-Jul-09	24-Feb-12	76	4,896.25	4,260.12	636.13	Long-Term
JNJ	JOHNSON & JOHNSON CMN	19-Jan-10	24-Feb-12	83	5,347.22	5,424.88	-77.66	Long-Term

NKE	NIKE CLASS-B CMN CLASS B	21-Oct-09	22-Mar-12	70	7,703.33	4,591.23	3,112.10	Long-Term
TMO	THERMO FISHER SCIENTIFIC INC CMN	19-Jan-10	3-Apr-12	61	3,425.77	2,945.21	480.56	Long-Term
TMO	THERMO FISHER SCIENTIFIC INC CMN	3-Aug-10	3-Apr-12	78	4,380.49	3,462.36	918.13	Long-Term
TMO	THERMO FISHER SCIENTIFIC INC CMN	5-Aug-10	3-Apr-12	38	2,134.09	1,717.61	416.48	Long-Term
TMO	THERMO FISHER SCIENTIFIC INC CMN	11-Aug-10	3-Apr-12	153	8,592.50	6,886.19	1,706.31	Long-Term
TMO	THERMO FISHER SCIENTIFIC INC CMN	31-Jan-11	3-Apr-12	98	5,503.69	5,605.84	-102.15	Long-Term
AVP	AVON PRODUCTS INC. CMN	7-May-10	5-Apr-12	35	813.75	1,002.70	-188.95	Long-Term
AVP	AVON PRODUCTS INC. CMN	28-Jul-10	5-Apr-12	151	3,510.75	4,521.83	-1,011.08	Long-Term
AVP	AVON PRODUCTS INC. CMN	2-Nov-10	5-Apr-12	153	3,557.26	4,435.94	-878.68	Long-Term
TMO	THERMO FISHER SCIENTIFIC INC CMN	31-Jan-11	5-Apr-12	8	444.84	457.62	-12.78	Long-Term
STJ	ST JUDE MEDICAL INC CMN	22-Jul-09	11-Apr-12	9	355.05	332.86	22.19	Long-Term
STJ	ST JUDE MEDICAL INC CMN	22-Oct-09	11-Apr-12	151	5,956.97	5,202.20	754.77	Long-Term
AAPL	APPLE, INC. CMN	30-Apr-09	17-Apr-12	13	7,892.96	1,647.03	6,245.93	Long-Term
EQIX	EQUINIX INC CMN	30-Apr-09	25-Apr-12	59	8,981.96	4,276.12	4,705.84	Long-Term
LOW	LOWES COMPANIES INC CMN	30-Apr-09	11-May-12	13	389.02	285.13	103.89	Long-Term
LOW	LOWES COMPANIES INC CMN	25-Sep-09	11-May-12	258	7,720.57	5,420.76	2,299.81	Long-Term
MA	MASTERCARD INCORPORATED CMN CLASS A	9-Feb-10	21-May-12	10	4,058.15	2,254.40	1,803.75	Long-Term
MA	MASTERCARD INCORPORATED CMN CLASS A	13-May-10	21-May-12	16	6,493.04	3,801.87	2,691.17	Long-Term
ORCL	ORACLE CORPORATION CMN	30-Apr-09	24-May-12	205	5,353.90	4,083.03	1,270.87	Long-Term
DVN	DEVON ENERGY CORPORATION (NEW) CMN	21-Mar-11	29-May-12	102	6,254.61	9,459.47	-3,204.86	Long-Term
AVP	AVON PRODUCTS INC. CMN	2-Nov-10	14-Jun-12	114	1,791.46	3,305.21	-1,513.75	Long-Term
CBG	CBRE GROUP INC CMN	11-Nov-09	14-Jun-12	228	3,607.40	2,476.89	1,130.51	Long-Term
CBG	CBRE GROUP INC CMN	12-Nov-09	14-Jun-12	206	3,259.32	2,251.12	1,008.20	Long-Term
CME	CME GROUP INC. CMN CLASS A	30-Apr-09	14-Jun-12	12	3,256.84	2,807.55	449.29	Long-Term
CME	CME GROUP INC. CMN CLASS A	14-Oct-09	14-Jun-12	15	4,071.06	4,645.04	-573.98	Long-Term
EQIX	EQUINIX INC CMN	30-Apr-09	14-Jun-12	43	7,296.50	3,116.50	4,180.00	Long-Term
GOOG	GOOGLE, INC. CMN CLASS A	26-Jan-11	14-Jun-12	22	12,352.94	13,614.41	-1,261.47	Long-Term
HAL	HALLIBURTON COMPANY CMN	19-Jan-10	14-Jun-12	62	1,760.14	2,137.91	-377.77	Long-Term
HAL	HALLIBURTON COMPANY CMN	30-Apr-10	14-Jun-12	85	2,413.09	2,590.42	-177.33	Long-Term
LOW	LOWES COMPANIES INC CMN	25-Sep-09	14-Jun-12	62	1,705.80	1,302.66	403.14	Long-Term
LOW	LOWES COMPANIES INC CMN	19-Jan-10	14-Jun-12	161	4,429.59	3,717.62	711.97	Long-Term
LOW	LOWES COMPANIES INC CMN	21-Jun-10	14-Jun-12	33	907.93	745.17	162.76	Long-Term
MA	MASTERCARD INCORPORATED CMN CLASS A	13-May-10	14-Jun-12	4	1,650.13	950.47	699.66	Long-Term
MA	MASTERCARD INCORPORATED CMN CLASS A	21-Jul-10	14-Jun-12	11	4,537.83	2,220.49	2,317.34	Long-Term
NTAP	NETAPP, INC. CMN	24-Feb-11	14-Jun-12	176	5,237.64	8,926.71	-3,689.07	Long-Term
NKE	NIKE CLASS-B CMN CLASS B	21-Oct-09	14-Jun-12	56	5,747.15	3,672.99	2,074.16	Long-Term
NKE	NIKE CLASS-B CMN CLASS B	4-Jan-10	14-Jun-12	10	1,026.27	658.65	367.62	Long-Term
NTRS	NORTHERN TRUST CORP CMN	5-Jan-10	14-Jun-12	80	3,469.52	4,191.39	-721.87	Long-Term
ORCL	ORACLE CORPORATION CMN	30-Apr-09	14-Jun-12	23	618.23	458.1	160.13	Long-Term

ORCL	ORACLE CORPORATION CMN	18-May-09	14-Jun-12	189	5,080.20	3,522.86	1,557.34	Long-Term
PEP	PEPSICO INC CMN	30-Apr-09	14-Jun-12	88	6,087.70	4,457.20	1,630.50	Long-Term
PX	PRAXAIR, INC CMN SERIES	9-Apr-10	14-Jun-12	68	7,140.40	5,778.54	1,361.86	Long-Term
PG	PROCTER & GAMBLE COMPANY (THE) CMN	24-Jun-09	14-Jun-12	48	3,031.61	2,441.67	589.94	Long-Term
PG	PROCTER & GAMBLE COMPANY (THE) CMN	24-Jul-09	14-Jun-12	52	3,284.24	2,898.73	385.51	Long-Term
STJ	ST JUDE MEDICAL INC CMN	22-Oct-09	14-Jun-12	11	397.73	378.97	18.76	Long-Term
STJ	ST JUDE MEDICAL INC CMN	19-Jan-10	14-Jun-12	110	3,977.22	4,272.40	-295.18	Long-Term
STJ	ST JUDE MEDICAL INC CMN	29-Jun-10	14-Jun-12	14	506.19	514.21	-8.02	Long-Term
TEVA	TEVA PHARMACEUTICAL IND LTD ADS	30-Apr-09	14-Jun-12	91	3,507.96	4,032.72	-524.76	Long-Term
TEVA	TEVA PHARMACEUTICAL IND LTD ADS	19-Jan-10	14-Jun-12	25	963.73	1,466.50	-502.77	Long-Term
XLNX	XILINX INCORPORATED CMN	13-Oct-10	14-Jun-12	203	6,564.84	5,392.37	1,172.47	Long-Term
CAM	CAMERON INTERNATIONAL CORP CMN	17-Jun-11	19-Jun-12	140	6,300.88	6,460.54	-159.66	Long-Term
STJ	ST JUDE MEDICAL INC CMN	29-Jun-10	18-Jul-12	36	1,354.02	1,322.26	31.76	Long-Term
STJ	ST JUDE MEDICAL INC CMN	2-Dec-10	18-Jul-12	61	2,294.31	2,449.99	-155.68	Long-Term
STJ	ST JUDE MEDICAL INC CMN	16-Feb-11	18-Jul-12	5	188.06	236.17	-48.11	Long-Term
LOW	LOWES COMPANIES INC CMN	21-Jun-10	7-Aug-12	206	5,352.63	4,651.69	700.94	Long-Term
LOW	LOWES COMPANIES INC CMN	2-Aug-10	7-Aug-12	9	233.85	188.26	45.59	Long-Term
LOW	LOWES COMPANIES INC CMN	2-Aug-10	8-Aug-12	208	5,402.45	4,350.98	1,051.47	Long-Term
LOW	LOWES COMPANIES INC CMN	2-Aug-10	15-Aug-12	11	294.68	230.1	64.58	Long-Term
LOW	LOWES COMPANIES INC CMN	6-Oct-10	15-Aug-12	248	6,643.64	5,603.93	1,039.71	Long-Term
LOW	LOWES COMPANIES INC CMN	3-Mar-11	15-Aug-12	123	3,295.03	3,220.72	74.31	Long-Term
EQIX	EQUINIX INC CMN	30-Apr-09	13-Sep-12	21	4,214.25	1,522.01	2,692.24	Long-Term
URBN	URBAN OUTFITTERS INC CMN	6-Sep-11	1-Oct-12	72	2,702.92	1,832.65	870.27	Long-Term
URBN	URBAN OUTFITTERS INC CMN	7-Sep-11	1-Oct-12	109	4,091.91	2,745.74	1,346.17	Long-Term
AMT	AMERICAN TOWER CORPORATION CMN	28-Aug-08	2-Nov-12	52	3,872.87	2,180.57	1,692.30	Long-Term
AAPL	APPLE, INC. CMN	1-May-09	2-Nov-12	8	4,673.89	1,016.05	3,657.84	Long-Term
EQIX	EQUINIX INC CMN	30-Apr-09	2-Nov-12	17	3,283.13	1,232.11	2,051.02	Long-Term
EQIX	EQUINIX INC CMN	30-Apr-09	2-Nov-12	20	3,862.50	1,449.53	2,412.97	Long-Term
GOOG	GOOGLE, INC. CMN CLASS A	26-Jan-11	2-Nov-12	3	2,068.68	1,699.52	369.16	Long-Term
GOOG	GOOGLE, INC. CMN CLASS A	26-Jan-11	2-Nov-12	1	689.57	618.84	70.73	Long-Term
ORCL	ORACLE CORPORATION CMN	1-May-09	2-Nov-12	148	4,648.58	2,855.16	1,793.42	Long-Term
ORCL	ORACLE CORPORATION CMN	18-May-09	2-Nov-12	24	753.83	447.35	306.48	Long-Term
ORCL	ORACLE CORPORATION CMN	18-May-09	2-Nov-12	165	5,182.53	3,075.52	2,107.01	Long-Term
ORCL	ORACLE CORPORATION CMN	12-Oct-09	2-Nov-12	127	3,988.98	2,635.33	1,353.65	Long-Term
URBN	URBAN OUTFITTERS INC CMN	6-Sep-11	2-Nov-12	276	10,209.02	7,025.17	3,183.85	Long-Term
HAL	HALLIBURTON COMPANY CMN	21-Dec-09	8-Nov-12	140	4,299.36	4,248.43	50.93	Long-Term
HAL	HALLIBURTON COMPANY CMN	30-Apr-10	8-Nov-12	6	184.26	182.85	1.41	Long-Term
DVN	DEVON ENERGY CORPORATION (NEW) CMN	11-Jul-11	14-Nov-12	68	3,653.96	5,373.13	-1,719.17	Long-Term
DVN	DEVON ENERGY CORPORATION (NEW) CMN	18-Jul-11	14-Nov-12	64	3,439.02	5,094.17	-1,655.15	Long-Term

STJ	ST JUDE MEDICAL INC CMN	22-Oct-09	19-Nov-12	33	1,178.70	1,136.91	41.79	Long-Term
STJ	ST JUDE MEDICAL INC CMN	29-Jun-10	19-Nov-12	36	1,285.85	1,322.26	-36.41	Long-Term
STJ	ST JUDE MEDICAL INC CMN	2-Dec-10	19-Nov-12	44	1,571.60	1,767.21	-195.61	Long-Term
STJ	ST JUDE MEDICAL INC CMN	16-Feb-11	19-Nov-12	129	4,607.64	6,093.23	-1,485.59	Long-Term
STJ	ST JUDE MEDICAL INC CMN	16-Feb-11	19-Nov-12	173	6,179.24	8,171.54	-1,992.30	Long-Term
STJ	ST JUDE MEDICAL INC CMN	16-Feb-11	19-Nov-12	31	1,107.26	1,464.27	-357.01	Long-Term
CME	CME GROUP INC. CMN CLASS A	1-May-09	11-Dec-12	135	7,173.76	6,038.89	1,134.87	Long-Term
CME	CME GROUP INC. CMN CLASS A	14-Oct-09	11-Dec-12	55	2,922.64	3,406.36	-483.72	Long-Term
CME	CME GROUP INC. CMN CLASS A	15-Oct-09	11-Dec-12	50	2,656.95	3,050.00	-393.05	Long-Term
CME	CME GROUP INC. CMN CLASS A	19-Jan-10	11-Dec-12	24	1,275.33	1,630.75	-355.42	Long-Term
URBN	URBAN OUTFITTERS INC CMN	6-Sep-11	11-Dec-12	30	1,166.32	763.61	402.71	Long-Term
URBN	URBAN OUTFITTERS INC CMN	7-Sep-11	11-Dec-12	177	6,881.26	4,458.68	2,422.58	Long-Term
URBN	URBAN OUTFITTERS INC CMN	7-Sep-11	11-Dec-12	137	5,326.17	3,451.07	1,875.10	Long-Term
URBN	URBAN OUTFITTERS INC CMN	31-Oct-11	11-Dec-12	19	738.67	524.01	214.66	Long-Term
AMT	AMERICAN TOWER CORPORATION CMN	28-Aug-08	13-Dec-12	48	3,666.18	2,012.83	1,653.35	Long-Term
ORCL	ORACLE CORPORATION CMN	12-Oct-09	13-Dec-12	173	5,487.60	3,589.86	1,897.74	Long-Term
ORCL	ORACLE CORPORATION CMN	12-Oct-09	13-Dec-12	93	2,949.98	1,929.81	1,020.17	Long-Term
MAR	MARRIOTT INTERNATIONAL, INC. CMN CLASS A	5-Aug-11	21-Dec-12	162	6,015.51	4,531.00	1,484.51	Long-Term
MAR	MARRIOTT INTERNATIONAL, INC. CMN CLASS A	8-Aug-11	21-Dec-12	57	2,116.57	1,473.65	642.92	Long-Term
	Total Long-Term				384,478.70	314,191.78	70,286.92	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOLDMAN SACHS #52431-1	238,477.	60,531.	177,946.
GOLDMAN SACHS #52432-9	906.	0.	906.
GOLDMAN SACHS #52433-7	25,169.	0.	25,169.
GOLDMAN SACHS #52434-5	22,186.	0.	22,186.
GOLDMAN SACHS #52484-0	241.	0.	241.
TOTAL TO FM 990-PF, PART I, LN 4	286,979.	60,531.	226,448.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	570.	0.		570.
TO FM 990-PF, PG 1, LN 16A	570.	0.		570.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	2,310.	0.		2,310.
TO FORM 990-PF, PG 1, LN 16B	2,310.	0.		2,310.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	34,033.	34,033.		0.
TO FORM 990-PF, PG 1, LN 16C	34,033.	34,033.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES GOLDMAN SACHS	764.	764.		0.
TN SEC OF STATE ANNUAL REPORT	20.	20.		0.
TAXES	15,882.	15,882.		0.
TO FORM 990-PF, PG 1, LN 18	16,666.	16,666.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	186.	186.		0.
MISCELLANEOUS EXPENSE	15.	15.		0.
TO FORM 990-PF, PG 1, LN 23	201.	201.		0.

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

DESCRIPTION	AMOUNT
BOOK BASIS/UNREALIZED GAIN - NONCASH CONTRIBUTED ASSETS	984,478.
TOTAL TO FORM 990-PF, PART III, LINE 5	984,478.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS #52431-1	3,878,906.	4,514,562.
GOLDMAN SACHS #52433-7	1,795,287.	1,995,246.
GOLDMAN SACHS #52434-5	1,517,978.	1,941,485.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,192,171.	8,451,293.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS #52431-1	2,779,608.	3,025,437.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,779,608.	3,025,437.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS #52431-1	COST	205,000.	216,602.
TOTAL TO FORM 990-PF, PART II, LINE 13		205,000.	216,602.

Ann & Monroe Carell Foundation
Fair Market Value of Securities Received

Transaction Date	Quantity	Symbol	Description	Fair Market Value
FROM ANN & MONROE CARELL 2002 CRUT				
1-Nov-12	150	SPXEL171	AB SVENSK EXPORTKREDIT (PUBL) LINKED TO S&P 500 TRFR FROM ACCT ANN & MONROE CARELL 2002 CRUT	159,980 10
31-Oct-12	441	ABT	ABBOTT LABORATORIES CMN From Acct CARELL JOINT 2002 CRUT BKRG	28,885 50
1-Nov-12	518	ADBE	ADOBE SYSTEMS INC CMN From Acct CARELL JOINT 2002 CRUT BKRG	17,798 48
1-Nov-12	395	ALTR	ALTERA CORP CMN From Acct CARELL JOINT 2002 CRUT BKRG	12,485 95
31-Oct-12	71	AMZN	AMAZON COM INC CMN From Acct CARELL JOINT 2002 CRUT BKRG	16,535.41
31-Oct-12	551	AXP	AMERICAN EXPRESS CO CMN From Acct CARELL JOINT 2002 CRUT BKRG	30,839.47
31-Oct-12	762	AMT	AMERICAN TOWER CORPORATION CMN From Acct CARELL JOINT 2002 CRUT BKRG	57,370 98
31-Oct-12	144	AAPL	APPLE, INC CMN From Acct CARELL JOINT 2002 CRUT BKRG	85,726 08
1-Nov-12	344	T	AT&T INC CMN From Acct CARELL JOINT 2002 CRUT BKRG	12,070 96
31-Oct-12	421	AVP	AVON PRODUCTS INC CMN From Acct CARELL JOINT 2002 CRUT BKRG	6,521.29
1-Nov-12	3,108	BAC	BANK OF AMERICA CORP CMN From Acct CARELL JOINT 2002 CRUT BKRG	30,271 92
1-Nov-12	145,000	2R53P8	BNP PARIBAS LNKD TO DEC 2012 WTI CRUDE OIL TRFR FROM ACCT ANN & MONROE CARELL 2002 CRUT	140,322 30
1-Nov-12	270	BA	BOEING COMPANY CMN From Acct CARELL JOINT 2002 CRUT BKRG	19,113 30
31-Oct-12	1,575	CBG	CBRE GROUP INC CMN From Acct CARELL JOINT 2002 CRUT BKRG	28,381 50
1-Nov-12	459	CBS	CBS CORPORATION CMN CLASS B From Acct CARELL JOINT 2002 CRUT BKRG	15,353.55
1-Nov-12	209	CELG	CELGENE CORPORATION CMN From Acct CARELL JOINT 2002 CRUT BKRG	15,635 29
31-Oct-12	32	CMG	CHIPOTLE MEXICAN GRILL, INC CMN From Acct CARELL JOINT 2002 CRUT BKRG	8,144 96
31-Oct-12	495	CME	CME GROUP INC CMN CLASS A From Acct CARELL JOINT 2002 CRUT BKRG	27,685 35
31-Oct-12	354	COST	COSTCO WHOLESALE CORPORATION CMN From Acct CARELL JOINT 2002 CRUT BKRG	34,844.22
31-Oct-12	544	CCI	CROWN CASTLE INTL CORP COMMON STOCK From Acct CARELL JOINT 2002 CRUT BKRG	36,312 00
1-Nov-12	485	DVN	DEVON ENERGY CORPORATION (NEW) CMN From Acct CARELL JOINT 2002 CRUT BKRG	28,382 20
31-Oct-12	152	DVN	DEVON ENERGY CORPORATION (NEW) CMN From Acct CARELL JOINT 2002 CRUT BKRG	8,847 92
1-Nov-12	214	EMN	EASTMAN CHEM CO CMN From Acct CARELL JOINT 2002 CRUT BKRG	12,976 96
1-Nov-12	75	TPXELN39	EKSPORTFINANS ASA LINKED TO TOPIX TRFR FROM ACCT ANN & MONROE CARELL 2002 CRUT	68,601.23
1-Nov-12	565	EMC	EMC CORPORATION MASS CMN From Acct CARELL JOINT 2002 CRUT BKRG	14,243 65
31-Oct-12	156	EQIX	EQUINIX INC CMN From Acct CARELL JOINT 2002 CRUT BKRG	28,172 04
1-Nov-12	170	RE	EVEREST RE GROUP LTD CMN From Acct CARELL JOINT 2002 CRUT BKRG	18,649.00
1-Nov-12	534	XOM	EXXON MOBIL CORPORATION CMN From Acct CARELL JOINT 2002 CRUT BKRG	48,914 40
31-Oct-12	283	FB	FACEBOOK, INC CMN CLASS A From Acct CARELL JOINT 2002 CRUT BKRG	5,974.13
1-Nov-12	2,109	GE	GENERAL ELECTRIC CO CMN From Acct CARELL JOINT 2002 CRUT BKRG	45,006 06
31-Oct-12	90	GOOG	GOOGLE, INC CMN CLASS A From Acct CARELL JOINT 2002 CRUT BKRG	61,226.78
1-Nov-12	9,402 30	GEMIX	GS EMERGING MARKETS EQUITY FUND INSTITUTIONAL TRFR FROM ACCT ANN & MONROE CARELL 2002 CRUT	149,872.65
1-Nov-12	30,330.97	GSHIX	GS HIGH YIELD FUND INSTITUTIONAL SHARES TRFR FROM ACCT ANN & MONROE CARELL 2002 CRUT	223,235 92
1-Nov-12	27,725 94	GHYIX	GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES TRFR FROM ACCT ANN & MONROE CARELL 2002 CRUT	260,069 34
5-Nov-12	102 187	GHYIX	GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES TRFR FROM ACCT ANN & MONROE CARELL 2002 CRUT	959 54

Ann & Monroe Carell Foundation
Fair Market Value of Securities Received

Transaction Date	Quantity	Symbol	Description	Fair Market Value
5-Nov-12	3,371.29	GHYIX	GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES TRFR FROM ACCT THE ANN & MONROE CARELL	31,656.39
12-Nov-12	12 423	GHYIX	GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES TRFR FROM ACCT THE ANN & MONROE CARELL	117 4
5-Nov-12	3,371 29	GHYIX	GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES TRFR TO ACCT THE ANN & MONROE CARELL	31,656.39
12-Nov-12	12 423	GHYIX	GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES TRFR TO ACCT THE ANN & MONROE CARELL	117 4
1-Nov-12	5,173 53	GSSIX	GS SMALL CAP VALUE FUND INSTITUTIONAL CLASS SHARES TRFR FROM ACCT ANN & MONROE CARELL 2002 CRUT	239,637 77
1-Nov-12	13,628 51	GSMYX	GS SMALL/MID-CAP GROWTH FUND INSTITUTIONAL SHARES TRFR FROM ACCT ANN & MONROE CARELL 2002 CRUT	220,918 21
1-Nov-12	797	HAL	HALLIBURTON COMPANY CMN From Acct CARELL JOINT 2002 CRUT BKRG	26,045 96
31-Oct-12	535	HAL	HALLIBURTON COMPANY CMN From Acct CARELL JOINT 2002 CRUT BKRG	17,275 15
31-Oct-12	225	HON	HONEYWELL INTL INC CMN From Acct CARELL JOINT 2002 CRUT BKRG	13,779 00
1-Nov-12	7,200	ACWI	ISHARES MSCI ACWI INDEX FUND TRFR FROM ACCT ANN & MONROE CARELL 2002 CRUT	338,904 00
1-Nov-12	164	SJM	J M SMUCKER CO CMN From Acct CARELL JOINT 2002 CRUT BKRG	14,007.24
1-Nov-12	535	JNJ	JOHNSON & JOHNSON CMN From Acct CARELL JOINT 2002 CRUT BKRG	38,252 50
1-Nov-12	1,175	JPM	JPMORGAN CHASE & CO CMN From Acct CARELL JOINT 2002 CRUT BKRG	50,337.00
1-Nov-12	566	JNPR	JUNIPER NETWORKS, INC CMN From Acct CARELL JOINT 2002 CRUT BKRG	9,774.82
1-Nov-12	314	LRCX	LAM RESEARCH CORP CMN From Acct CARELL JOINT 2002 CRUT BKRG	11,592 88
31-Oct-12	251	LVS	LAS VEGAS SANDS CORP. CMN From Acct CARELL JOINT 2002 CRUT BKRG	11,656 44
1-Nov-12	890	LOW	LOWES COMPANIES INC CMN From Acct CARELL JOINT 2002 CRUT BKRG	29,334 40
31-Oct-12	639	MAR	MARRIOTT INTERNATIONAL, INC CMN CLASS A From Acct CARELL JOINT 2002 CRUT BKRG	23,310 72
1-Nov-12	1,068	MAS	MASCO CORPORATION CMN From Acct CARELL JOINT 2002 CRUT BKRG	17,226 84
31-Oct-12	56	MA	MASTERCARD INCORPORATED CMN CLASS A From Acct CARELL JOINT 2002 CRUT BKRG	25,812 08
1-Nov-12	305	MRK	MERCK & CO., INC. CMN From Acct CARELL JOINT 2002 CRUT BKRG	14,011 70
1-Nov-12	563	MGM	MGM RESORTS INTERNATIONAL CMN From Acct CARELL JOINT 2002 CRUT BKRG	5,894 61
1-Nov-12	755	MS	MORGAN STANLEY CMN From Acct CARELL JOINT 2002 CRUT BKRG	13,295 55
1-Nov-12	734	MYL	MYLAN INC CMN From Acct CARELL JOINT 2002 CRUT BKRG	18,999 59
31-Oct-12	630	NTAP	NETAPP, INC. CMN From Acct CARELL JOINT 2002 CRUT BKRG	16,953 30
31-Oct-12	290	NKE	NIKE CLASS-B CMN CLASS B From Acct CARELL JOINT 2002 CRUT BKRG	26,500 20
31-Oct-12	292	NTRS	NORTHERN TRUST CORP CMN From Acct CARELL JOINT 2002 CRUT BKRG	13,957 60
1-Nov-12	245	OXY	OCCIDENTAL PETROLEUM CORP CMN From Acct CARELL JOINT 2002 CRUT BKRG	19,369 70
31-Oct-12	1,187	ORCL	ORACLE CORPORATION CMN From Acct CARELL JOINT 2002 CRUT BKRG	36,891 96
1-Nov-12	428	PCG	P G & E CORPORATION CMN From Acct CARELL JOINT 2002 CRUT BKRG	18,014 52
31-Oct-12	316	PEP	PEPSICO INC CMN From Acct CARELL JOINT 2002 CRUT BKRG	21,879 84
1-Nov-12	1,255	PFE	PFIZER INC CMN From Acct CARELL JOINT 2002 CRUT BKRG	30,810 25
1-Nov-12	159	PM	PHILIP MORRIS INTL INC CMN From Acct CARELL JOINT 2002 CRUT BKRG	13,926 81
1-Nov-12	664	PPL	PPL CORPORATION CMN From Acct CARELL JOINT 2002 CRUT BKRG	19,541 52
31-Oct-12	257	PX	PRAXAIR, INC CMN SERIES From Acct CARELL JOINT 2002 CRUT BKRG	27,295 97
31-Oct-12	17	PCLN	PRICELINE COM INC CMN From Acct CARELL JOINT 2002 CRUT BKRG	9,754 09
1-Nov-12	321	PG	PROCTER & GAMBLE COMPANY (THE) CMN From Acct CARELL JOINT 2002 CRUT BKRG	22,229 25
31-Oct-12	367	PG	PROCTER & GAMBLE COMPANY (THE) CMN From Acct CARELL JOINT 2002 CRUT BKRG	25,411 08

Ann & Monroe Carell Foundation
Fair Market Value of Securities Received

Transaction Date	Quantity	Symbol	Description	Fair Market Value
1-Nov-12	520	PRU	PRUDENTIAL FINANCIAL INC CMN From Acct CARELL JOINT 2002 CRUT BKRG	29,998 80
31-Oct-12	186	PVH	PVH CORP CMN From Acct CARELL JOINT 2002 CRUT BKRG	20,458 14
31-Oct-12	901	QCOM	QUALCOMM INC CMN From Acct CARELL JOINT 2002 CRUT BKRG	52,807 61
1-Nov-12	450	MXEAE126	RABOBANK NEDERLAND UTRECHT LINKED TO MSCI EAFE TRFR FROM ACCT ANN & MONROE CARELL 2002 CRUT	481,495 50
1-Nov-12	67	MXEAQUI1	RABOBANK NEDERLAND UTRECHT LINKED TO MSCI EAFE TRFR FROM ACCT ANN & MONROE CARELL 2002 CRUT	77,935 61
1-Nov-12	67	SPXQUI10	RABOBANK NEDERLAND UTRECHT LINKED TO S&P 500 TRFR FROM ACCT ANN & MONROE CARELL 2002 CRUT	78,370 10
1-Nov-12	67	MXEADI17	ROYAL BANK OF CANADA LINKED TO MSCI EAFE TRFR FROM ACCT ANN & MONROE CARELL 2002 CRUT	71,865 27
1-Nov-12	67	TPXELN52	ROYAL BANK OF CANADA LINKED TO TOPIX INDEX (TOKYO) TRFR FROM ACCT ANN & MONROE CARELL 2002 CRUT	70,438.64
31-Oct-12	104	CRM	SALESFORCE COM, INC CMN From Acct CARELL JOINT 2002 CRUT BKRG	15,181 92
31-Oct-12	642	SLB	SCHLUMBERGER LTD CMN From Acct CARELL JOINT 2002 CRUT BKRG	44,638 26
1-Nov-12	816	SLM	SLM CORPORATION CMN From Acct CARELL JOINT 2002 CRUT BKRG	14,443 20
1-Nov-12	2,300	FEZ	SPDR EURO STOXX 50 FD ETF TRFR FROM ACCT ANN & MONROE CARELL 2002 CRUT	74,290 00
1-Nov-12	3,300	KBE	SPDR S&P BANK ETF TRFR FROM ACCT ANN & MONROE CARELL 2002 CRUT	78,903 00
1-Nov-12	2,736	S	SPRINT NEXTEL CORPORATION CMN From Acct CARELL JOINT 2002 CRUT BKRG	15,348 96
31-Oct-12	371	STJ	ST JUDE MEDICAL INC CMN From Acct CARELL JOINT 2002 CRUT BKRG	14,194 46
1-Nov-12	956	STI	SUNTRUST BANKS INC $1 00 PAR CMN From Acct CARELL JOINT 2002 CRUT BKRG	26,328.24
31-Oct-12	417	TEVA	TEVA PHARMACEUTICAL IND LTD ADS From Acct CARELL JOINT 2002 CRUT BKRG	16,855 14
1-Nov-12	329	TRV	THE TRAVELERS COMPANIES, INC CMN From Acct CARELL JOINT 2002 CRUT BKRG	23,105 67
1-Nov-12	394	USB	U.S. BANCORP CMN From Acct CARELL JOINT 2002 CRUT BKRG	13,262 04
1-Nov-12	305	UNH	UNITEDHEALTH GROUP INCORPORATE CMN From Acct CARELL JOINT 2002 CRUT BKRG	17,369 75
1-Nov-12	353	URBN	URBAN OUTFITTERS INC CMN From Acct CARELL JOINT 2002 CRUT BKRG	12,951 57
31-Oct-12	788	URBN	URBAN OUTFITTERS INC CMN From Acct CARELL JOINT 2002 CRUT BKRG	28,171 00
1-Nov-12	158	VRTX	VERTEX PHARMACEUTICALS INC CMN From Acct CARELL JOINT 2002 CRUT BKRG	7,975 84
1-Nov-12	541	WAG	WALGREEN CO CMN From Acct CARELL JOINT 2002 CRUT BKRG	19,205 50
1-Nov-12	330	WSM	WILLIAMS-SONOMA, INC CMN From Acct CARELL JOINT 2002 CRUT BKRG	15,760.80
1-Nov-12	813	XEL	XCEL ENERGY INC CMN From Acct CARELL JOINT 2002 CRUT BKRG	22,869 69
31-Oct-12	729	XLNX	XILINX INCORPORATED CMN From Acct CARELL JOINT 2002 CRUT BKRG	23,889.33
				4,633,674.60

FROM MONROE CARELL 1995 CRUT

31-Oct-12	61	ABT	ABBOTT LABORATORIES CMN From Acct MONROE CARELL 1995 CRUT BRKG	3,995 50
31-Oct-12	82	ADBE	ADOBE SYSTEMS INC CMN From Acct MONROE CARELL 1995 CRUT BRKG	2,790 05
31-Oct-12	62	ALTR	ALTERA CORP CMN From Acct MONROE CARELL 1995 CRUT BRKG	1,889 76
31-Oct-12	10	AMZN	AMAZON COM INC CMN From Acct MONROE CARELL 1995 CRUT BRKG	2,328.93
31-Oct-12	76	AXP	AMERICAN EXPRESS CO CMN From Acct MONROE CARELL 1995 CRUT BRKG	4,253 72
31-Oct-12	103	AMT	AMERICAN TOWER CORPORATION CMN From Acct MONROE CARELL 1995 CRUT BRKG	7,754 87

Ann & Monroe Carell Foundation
Fair Market Value of Securities Received

Transaction Date	Quantity	Symbol	Description	Fair Market Value
31-Oct-12	20	AAPL	APPLE, INC. CMN From Acct MONROE CARELL 1995 CRUT BRKG	11,906 40
31-Oct-12	55	T	AT&T INC CMN From Acct MONROE CARELL 1995 CRUT BRKG	1,902 45
31-Oct-12	57	AVP	AVON PRODUCTS INC CMN From Acct MONROE CARELL 1995 CRUT BRKG	882 93
31-Oct-12	492	BAC	BANK OF AMERICA CORP CMN From Acct MONROE CARELL 1995 CRUT BRKG	4,585 44
1-Nov-12	30,000	2R53P8	BNP PARIBAS LNKD TO DEC 2012 WTI CRUDE OIL TRFR FROM ACCT MONROE CARELL, JR 1995 CRUT	29,032.20
31-Oct-12	43	BA	BOEING COMPANY CMN From Acct MONROE CARELL 1995 CRUT BRKG	3,028 92
31-Oct-12	217	CBG	CBRE GROUP INC CMN From Acct MONROE CARELL 1995 CRUT BRKG	3,910 34
31-Oct-12	73	CBS	CBS CORPORATION CMN CLASS B From Acct MONROE CARELL 1995 CRUT BRKG	2,365 20
31-Oct-12	34	CELG	CELGENE CORPORATION CMN From Acct MONROE CARELL 1995 CRUT BRKG	2,493 90
31-Oct-12	4	CMG	CHIPOTLE MEXICAN GRILL, INC CMN From Acct MONROE CARELL 1995 CRUT BRKG	1,018 12
31-Oct-12	75	CME	CME GROUP INC. CMN CLASS A From Acct MONROE CARELL 1995 CRUT BRKG	4,194 75
31-Oct-12	48	COST	COSTCO WHOLESALE CORPORATION CMN From Acct MONROE CARELL 1995 CRUT BRKG	4,724 64
31-Oct-12	75	CCI	CROWN CASTLE INTL CORP COMMON STOCK From Acct MONROE CARELL 1995 CRUT BRKG	5,006 25
31-Oct-12	78	DVN	DEVON ENERGY CORPORATION (NEW) CMN From Acct MONROE CARELL 1995 CRUT BRKG	4,540 38
31-Oct-12	21	DVN	DEVON ENERGY CORPORATION (NEW) CMN From Acct MONROE CARELL 1995 CRUT BRKG	1,222 41
31-Oct-12	38	EMN	EASTMAN CHEM CO CMN From Acct MONROE CARELL 1995 CRUT BRKG	2,251 12
31-Oct-12	89	EMC	EMC CORPORATION MASS CMN From Acct MONROE CARELL 1995 CRUT BRKG	2,173 38
31-Oct-12	24	EQIX	EQUINIX INC CMN From Acct MONROE CARELL 1995 CRUT BRKG	4,334.16
31-Oct-12	27	RE	EVEREST RE GROUP LTD CMN From Acct MONROE CARELL 1995 CRUT BRKG	2,998 35
31-Oct-12	85	XOM	EXXON MOBIL CORPORATION CMN From Acct MONROE CARELL 1995 CRUT BRKG	7,749 45
31-Oct-12	39	FB	FACEBOOK, INC CMN CLASS A From Acct MONROE CARELL 1995 CRUT BRKG	823 29
31-Oct-12	339	GE	GENERAL ELECTRIC CO CMN From Acct MONROE CARELL 1995 CRUT BRKG	7,139 34
31-Oct-12	12	GOOG	GOOGLE, INC CMN CLASS A From Acct MONROE CARELL 1995 CRUT BRKG	8,163 57
1-Nov-12	2,012 49	GEMIX	GS EMERGING MARKETS EQUITY FUND INSTITUTIONAL TRFR FROM ACCT MONROE CARELL, JR 1995 CRUT	32,079 11
1-Nov-12	6,871 72	GSHIX	GS HIGH YIELD FUND INSTITUTIONAL SHARES TRFR FROM ACCT MONROE CARELL, JR 1995 CRUT	50,575 83
1-Nov-12	3,371 29	GHYIX	GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES TRFR FROM ACCT MONROE CARELL, JR 1995 CRUT	31,622 68
8-Nov-12	12 423	GHYIX	GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES TRFR FROM ACCT MONROE CARELL, JR 1995 CRUT	117.15
1-Nov-12	7,660 19	GHYIX	GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES TRFR FROM ACCT MONROE CARELL, JR 1995 CRUT	71,852.60
5-Nov-12	28 23	GHYIX	GS HIGH YIELD MUNICIPAL FUND INSTITUTIONAL SHARES TRFR FROM ACCT MONROE CARELL, JR 1995 CRUT	265 08
1-Nov-12	31,070 20	GSMTX	GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES TRFR FROM ACCT MONROE CARELL, JR. 1995 CRUT	503,958 68
5-Nov-12	94 793	GSMTX	GS MUNICIPAL INCOME FUND INSTITUTIONAL SHARES TRFR FROM ACCT MONROE CARELL, JR 1995 CRUT	1,538 49
1-Nov-12	1,818 85	GSSIX	GS SMALL CAP VALUE FUND INSTITUTIONAL CLASS SHARES TRFR FROM ACCT MONROE CARELL, JR. 1995 CRUT	84,249 22
31-Oct-12	128	HAL	HALLIBURTON COMPANY CMN From Acct MONROE CARELL 1995 CRUT BRKG	4,133 12
31-Oct-12	73	HAL	HALLIBURTON COMPANY CMN From Acct MONROE CARELL 1995 CRUT BRKG	2,357 17
31-Oct-12	31	HON	HONEYWELL INTL INC CMN From Acct MONROE CARELL 1995 CRUT BRKG	1,898 44
31-Oct-12	29	SJM	J.M SMUCKER CO CMN From Acct MONROE CARELL 1995 CRUT BRKG	2,483 56
31-Oct-12	85	JNJ	JOHNSON & JOHNSON CMN From Acct MONROE CARELL 1995 CRUT BRKG	6,019 70
31-Oct-12	189	JPM	JPMORGAN CHASE & CO CMN From Acct MONROE CARELL 1995 CRUT BRKG	7,877 52

Ann & Monroe Carell Foundation
Fair Market Value of Securities Received

Transaction Date	Quantity	Symbol	Description	Fair Market Value
31-Oct-12	101	JNPR	JUNIPER NETWORKS, INC CMN From Acct MONROE CARELL 1995 CRUT BRKG	1,673 57
31-Oct-12	50	LRCX	LAM RESEARCH CORP CMN From Acct MONROE CARELL 1995 CRUT BRKG	1,770 00
31-Oct-12	35	LVS	LAS VEGAS SANDS CORP CMN From Acct MONROE CARELL 1995 CRUT BRKG	1,625 40
31-Oct-12	141	LOW	LOWES COMPANIES INC CMN From Acct MONROE CARELL 1995 CRUT BRKG	4,565 58
31-Oct-12	87	MAR	MARRIOTT INTERNATIONAL, INC CMN CLASS A From Acct MONROE CARELL 1995 CRUT BRKG	3,173 76
31-Oct-12	171	MAS	MASCO CORPORATION CMN From Acct MONROE CARELL 1995 CRUT BRKG	2,580 39
31-Oct-12	8	MA	MASTERCARD INCORPORATED CMN CLASS A From Acct MONROE CARELL 1995 CRUT BRKG	3,687 44
31-Oct-12	48	MRK	MERCK & CO , INC CMN From Acct MONROE CARELL 1995 CRUT BRKG	2,190 24
31-Oct-12	101	MGM	MGM RESORTS INTERNATIONAL CMN From Acct MONROE CARELL 1995 CRUT BRKG	1,041 31
31-Oct-12	135	MS	MORGAN STANLEY CMN From Acct MONROE CARELL 1995 CRUT BRKG	2,346 30
31-Oct-12	118	MYL	MYLAN INC CMN From Acct MONROE CARELL 1995 CRUT BRKG	2,990 12
31-Oct-12	86	NTAP	NETAPP, INC CMN From Acct MONROE CARELL 1995 CRUT BRKG	2,314 26
31-Oct-12	40	NKE	NIKE CLASS-B CMN CLASS B From Acct MONROE CARELL 1995 CRUT BRKG	3,655 20
31-Oct-12	40	NTRS	NORTHERN TRUST CORP CMN From Acct MONROE CARELL 1995 CRUT BRKG	1,912 00
31-Oct-12	39	OXY	OCCIDENTAL PETROLEUM CORP CMN From Acct MONROE CARELL 1995 CRUT BRKG	3,079 44
31-Oct-12	66	ORCL	ORACLE CORPORATION CMN From Acct MONROE CARELL 1995 CRUT BRKG	2,051 28
31-Oct-12	107	ORCL	ORACLE CORPORATION CMN From Acct MONROE CARELL 1995 CRUT BRKG	3,325 56
31-Oct-12	66	PCG	P G & E CORPORATION CMN From Acct MONROE CARELL 1995 CRUT BRKG	2,806 32
31-Oct-12	43	PEP	PEPSICO INC CMN From Acct MONROE CARELL 1995 CRUT BRKG	2,977 32
31-Oct-12	198	PFE	PFIZER INC CMN From Acct MONROE CARELL 1995 CRUT BRKG	4,924 26
31-Oct-12	26	PM	PHILIP MORRIS INTL INC CMN From Acct MONROE CARELL 1995 CRUT BRKG	2,302 56
31-Oct-12	105	PPL	PPL CORPORATION CMN From Acct MONROE CARELL 1995 CRUT BRKG	3,104 85
31-Oct-12	35	PX	PRAXAIR, INC CMN SERIES From Acct MONROE CARELL 1995 CRUT BRKG	3,717 35
31-Oct-12	2	PCLN	PRICELINE COM INC CMN From Acct MONROE CARELL 1995 CRUT BRKG	1,147.54
31-Oct-12	51	PG	PROCTER & GAMBLE COMPANY (THE) CMN From Acct MONROE CARELL 1995 CRUT BRKG	3,531.24
31-Oct-12	50	PG	PROCTER & GAMBLE COMPANY (THE) CMN From Acct MONROE CARELL 1995 CRUT BRKG	3,462 00
31-Oct-12	82	PRU	PRUDENTIAL FINANCIAL INC CMN From Acct MONROE CARELL 1995 CRUT BRKG	4,678 10
31-Oct-12	26	PVH	PVH CORP CMN From Acct MONROE CARELL 1995 CRUT BRKG	2,859.74
31-Oct-12	123	QCOM	QUALCOMM INC CMN From Acct MONROE CARELL 1995 CRUT BRKG	7,209 03
1-Nov-12	250	MXEAE126	RABOBANK NEDERLAND UTRECHT LINKED TO MSCI EAFE TRFR FROM ACCT MONROE CARELL, JR 1995 CRUT	267,497 50
1-Nov-12	29	TPXELN52	ROYAL BANK OF CANADA LINKED TO TOPIX INDEX (TOKYO) TRFR FROM ACCT MONROE CARELL, JR 1995 CRUT	30,488 37
31-Oct-12	14	CRM	SALESFORCE COM, INC CMN From Acct MONROE CARELL 1995 CRUT BRKG	2,043 72
31-Oct-12	89	SLB	SCHLUMBERGER LTD CMN From Acct MONROE CARELL 1995 CRUT BRKG	6,188 17
31-Oct-12	129	SLM	SLM CORPORATION CMN From Acct MONROE CARELL 1995 CRUT BRKG	2,267 82
1-Nov-12	500	FEZ	SPDR EURO STOXX 50 FD ETF TRFR FROM ACCT MONROE CARELL, JR. 1995 CRUT	16,150 00
1-Nov-12	700	KBE	SPDR S&P BANK ETF TRFR FROM ACCT MONROE CARELL, JR 1995 CRUT	16,737 00
31-Oct-12	439	S	SPRINT NEXTEL CORPORATION CMN From Acct MONROE CARELL 1995 CRUT BRKG	2,436 45
31-Oct-12	51	STJ	ST JUDE MEDICAL INC CMN From Acct MONROE CARELL 1995 CRUT BRKG	1,951 26

Ann & Monroe Carell Foundation
Fair Market Value of Securities Received

Transaction Date	Quantity	Symbol	Description	Fair Market Value
31-Oct-12	151	STI	SUNTRUST BANKS INC $1 00 PAR CMN From Acct MONROE CARELL 1995 CRUT BRKG	4,107 20
31-Oct-12	57	TEVA	TEVA PHARMACEUTICAL IND LTD ADS From Acct MONROE CARELL 1995 CRUT BRKG	2,303 94
31-Oct-12	52	TRV	THE TRAVELERS COMPANIES, INC CMN From Acct MONROE CARELL 1995 CRUT BRKG	3,688 88
1-Nov-12	11,082 20	TIBIX	THORNBURG FUNDS INVT INCOME BUILDER FD CL I TRFR FROM ACCT MONROE CARELL, JR. 1995 CRUT	211,780 82
31-Oct-12	63	USB	U S BANCORP CMN From Acct MONROE CARELL 1995 CRUT BRKG	2,092 23
31-Oct-12	48	UNH	UNITEDHEALTH GROUP INCORPORATE CMN From Acct MONROE CARELL 1995 CRUT BRKG	2,688 00
31-Oct-12	57	URBN	URBAN OUTFITTERS INC CMN From Acct MONROE CARELL 1995 CRUT BRKG	2,037.75
31-Oct-12	108	URBN	URBAN OUTFITTERS INC CMN From Acct MONROE CARELL 1995 CRUT BRKG	3,861 00
31-Oct-12	28	VRTX	VERTEX PHARMACEUTICALS INC CMN From Acct MONROE CARELL 1995 CRUT BRKG	1,351 84
31-Oct-12	87	WAG	WALGREEN CO. CMN From Acct MONROE CARELL 1995 CRUT BRKG	3,065 01
31-Oct-12	52	WSM	WILLIAMS-SONOMA, INC. CMN From Acct MONROE CARELL 1995 CRUT BRKG	2,403 96
31-Oct-12	128	XEL	XCEL ENERGY INC CMN From Acct MONROE CARELL 1995 CRUT BRKG	3,616 00
31-Oct-12	100	XLNX	XILINX INCORPORATED CMN From Acct MONROE CARELL 1995 CRUT BRKG	3,277 00
				1,619,224.25
			GRAND TOTAL - BOTH CRUTS	**6,252,898.85**