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Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation SARA H. WOODRUFF FOUNDATION 02-42312		A Employer identification number 59-6123443
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 312- 630-6000
P.O. BOX 803878 City or town, state, and ZIP code CHICAGO, IL 60680		C If exemption application is pending, check here ☐ D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 5,289,593.		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
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		144,487.	144,552.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		135,115.			
b Gross sales price for all assets on line 6a		1,431,371.			
7 Capital gain net income (from Part IV, line 2)			135,115.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		279,602.	279,667.		
13 Compensation of officers, directors, trustees, etc.		48,083.	43,275.		4,808.
14 Other employee salaries and wages			NONE	NONE	
15 Pension plans, employee benefits			NONE	NONE	
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) STMT. 2		2,000.	1,000.	NONE	1,000.
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT. 3		5,520.	2,857.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings			NONE	NONE	
22 Printing and publications			NONE	NONE	
23 Other expenses (attach schedule) STMT. 4		771.	771.		
24 Total operating and administrative expenses. Add lines 13 through 23		56,374.	47,903.	NONE	5,808.
25 Contributions, gifts, grants paid		213,516.			213,516.
26 Total expenses and disbursements. Add lines 24 and 25		269,890.	47,903.	NONE	219,324.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		9,712.			
b Net investment income (if negative, enter -0-)			231,764.		
c Adjusted net income (if negative, enter -0-)					

JSA For Paperwork Reduction Act Notice, see instructions.

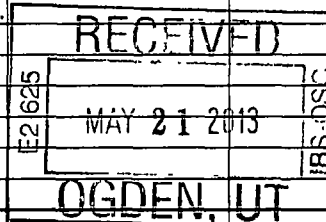
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		299,014.	124,872.	124,872.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule) .				
	b	Investments - corporate stock (attach schedule) . STMT 5 .		2,394,237.	2,401,320.	2,814,020.
	c	Investments - corporate bonds (attach schedule) . STMT 6 .		1,607,809.	1,644,630.	1,660,011.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule) STMT 7 .		129,400.	232,960.	290,146.
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ SEE ATTACHMENTS)		296,286.	330,866.	400,544.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		4,726,746.	4,734,648.	5,289,593.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)				NONE
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27	Capital stock, trust principal, or current funds		4,726,746.	4,734,648.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .				
30	Total net assets or fund balances (see instructions)		4,726,746.	4,734,648.		
31	Total liabilities and net assets/fund balances (see instructions)		4,726,746.	4,734,648.		

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	4,726,746.
2	Enter amount from Part I, line 27a	2	9,712.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,736,458.
5	Decreases not included in line 2 (itemize) ▶ COST ADJUSTMENT - WASH SALE	5	1,810.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,734,648.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 1,430,386.		1,295,271.	135,115.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			135,115.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	135,115.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	282,462.	5,196,023.	0.054361
2010	229,457.	4,976,227.	0.046111
2009	293,348.	4,609,396.	0.063641
2008	258,614.	5,292,002.	0.048869
2007	264,627.	5,961,949.	0.044386
2 Total of line 1, column (d)			2 0.257368
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.051474
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 5,149,206.
5 Multiply line 4 by line 3			5 265,050.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,318.
7 Add lines 5 and 6			7 267,368.
8 Enter qualifying distributions from Part XII, line 4			8 219,324.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	4,635.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	4,635.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	4,635.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,974.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,974.	
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	1,661.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>THE NORTHERN TRUST COMPANY</u> Telephone no <u>(312) 630-6000</u>			
Located at <u>PO BOX 803878, CHICAGO, IL</u> ZIP+4 <u>60680</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
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	Yes	No
				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 <u></u>				

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

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

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

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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)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THE NORTHERN TRUST COMPANY P O BOX 803878, CHICAGO, IL 60680	TRUSTEE 40	48,083.		- 0 -

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation

Total number of others receiving over \$50,000 for professional services ▶		NONE

Part IX-A Summary of Direct Charitable Activities

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

2 -----	

3 -----	

4 -----	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE -----	

2 -----	

All other program-related investments See instructions	
3 NONE -----	

Total. Add lines 1 through 3 ▶	

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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	5,227,620.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	5,227,620.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	5,227,620.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	78,414.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,149,206.
6	Minimum investment return. Enter 5% of line 5	6	257,460.

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	257,460.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,635.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,635.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	252,825.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	252,825.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	252,825.

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	219,324.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	219,324.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	219,324.

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				252,825.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			213,516.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007		NONE		
b From 2008		NONE		
c From 2009		NONE		
d From 2010		NONE		
e From 2011		NONE		
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4. ► \$ 219,324.				
a Applied to 2011, but not more than line 2a			213,516.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				5,808.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				247,017.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2008		NONE		
b Excess from 2009		NONE		
c Excess from 2010		NONE		
d Excess from 2011		NONE		
e Excess from 2012		NONE		

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

NOT APPLICABLE

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)

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

Tax year

Prior 3 years

(e) Total

(a) 2012

(b) 2011

(c) 2010

(d) 2009

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(b)(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))

N/A

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

N/A

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

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

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

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 VARIOUS SEE ATTACHED	NA	PUBLIC CHA	GENERAL	213,516.
Total			3a	213,516.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	144,487.	
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	135,115.	
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)				279,602.	
13 Total. Add line 12, columns (b), (d), and (e)					279,602.

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

[illegible]

2011 CHARITY CONTRIBUTION
02-42312 WOODRUFF FOUNDATION

Charity Recipients	City, State	Amount	Purpose
BARTON G. KIDS HEAR NOW FOUNDATION	Miami, FL	(5,000)	GENERAL
BEAUX ARTS	Coral Gables, FL	(2,500)	GENERAL
BLESSED TRINITY CATHOLIC CHURCH	Ocala, FL	(2,500)	GENERAL
BOYS AND GIRLS CLUB OF SOUTHEAST GEORGIA	Brunswick, GA	(5,000)	GENERAL
CAMILIUS HOUSE, INC	Miami, FL	(41,000)	GENERAL
CASA GLYNN, INC	Brunswick, GA	(5,000)	GENERAL
CENTER FOR GREAT APES	Wauchula, FL	(10,000)	GENERAL
CHAPMAN FOUNDATION	Miami, FL	(10,000)	GENERAL
CHARLOTTE LATIN SCHOOL	Providence Road Charlotte, NC	(5,000)	GENERAL
COMMUNITIES OF COASTAL GEORGIA FD	Brunswick, GA	(2,500)	GENERAL
COMMUNITY BIBLE CHURCH	Highlands, NC	(20,000)	GENERAL
COMMUNITY FOUNDATION	Miami, FL	(5,000)	HIGHLANDS COUNTRY CLUB SCHOLARSHIP FUND
GREENSBORO DREAMERS	Greensboro, GA	(4,000)	GENERAL
HEALTH NETWORK FOUNDATION	Chargin Falls, OH	(5,000)	GENERAL
HIGHLANDS CASHIERS HOSPITAL	Highlands, NC	(20,000)	GENERAL
HUMANE SOCIETY OF GREAT	Miami, FL	(2,500)	GENERAL
MIAMI FOUNDATION	Miami, FL	(5,516)	GENERAL
MIAMI LIGHTHOUSE FOR THE BLIND	Miami, FL	(6,000)	GENERAL
NEAT STUFF, INC	Miami, FL	(2,500)	GENERAL
OUR LADY OF THE MOUNTAINS CATHOLIC CHUR	Highlands, NC	(2,500)	GENERAL
PAT S PLACE CHILD ADVOCACY CENTER	Charlotte, NC	(5,000)	GENERAL
SENIOR LEADERSHIP EXCHANGE	Maitland, FL	(4,000)	GENERAL
ST SIMONS LAND TRUST	Saint Simons Island, GA	(15,000)	GENERAL
THE GATHERING PLACE	Brunswick, GA	(2,500)	GENERAL
U ASPIRE	Miami, FL	(4,000)	GENERAL
UNIVERSITY OF FLORIDA FOUNDATION	Gainesville, FL	(5,000)	GENERAL
UNIVERSITY OF GEORGIA STATE BOTANICAL GAJ	Athens, GA	(6,000)	GENERAL
ZOOLOGICAL SOCIETY OF FLORIDA	Miami, FL	(10,500)	GENERAL
TOTAL		(213,516)	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST	144,552.	144,552.
ACCURED/DEFERRED INCOME	-377.	
RETURN OF CAPITAL	312.	
TOTAL	144,487.	144,552.

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE	2,000.	1,000.		1,000.
	-----	-----	-----	-----
TOTALS	2,000.	1,000.	NONE	1,000.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ESTIMATED TAX	2,663.	
FOREIGN TAX	2,857.	2,857.
	-----	-----
TOTALS	5,520.	2,857.
	=====	=====

SARA H. WOODRUFF FOUNDATION 02-42312

59-6123443

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ADR FEE	720.	720.
CLASS ACTION CHARGE	51.	51.
TOTALS	----- 771. =====	----- 771. =====

SARA H. WOODRUFF FOUNDATION 02-42312
FORM 990PF, PART II - CORPORATE STOCK
=====

59-6123443

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

SEE ATTACHMENTS

2,401,320.

2,814,020.

TOTALS

2,401,320.

2,814,020.

SARA H. WOODRUFF FOUNDATION 02-42312
FORM 990PF, PART II - CORPORATE BONDS
=====

59-6123443

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV -----
SEE ATTACHMENTS	1,644,630.	1,660,011.
	-----	-----
TOTALS	1,644,630.	1,660,011.
	=====	=====

SARA H. WOODRUFF FOUNDATION 02-42312

59-6123443

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHMENTS	C	232,960.	290,146.
		-----	-----
TOTALS		232,960.	290,146.
		=====	=====

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T.
► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust

SARA H. WOODRUFF FOUNDATION 02-42312

Employer identification number

59-6123443

Note: Form 5227 filers need to complete only Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b -10,997.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back					5 -10,997.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
LONG-TERM CAPITAL GAIN DIVIDENDS					21,886.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 124,115.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9 111.
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back					12 146,112.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-10,997.
14	Net long-term gain or (loss):			
a	Total for year	14a		146,112.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh)	14b		
c	28% rate gain	14c		-217.
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		135,115.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of :	16	()
a	The loss on line 15, column (3) or	b	\$3,000

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,400	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2012

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust **SARA H. WOODRUFF FOUNDATION 02-42312** Employer identification number **59-6123443**

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 14. ADR AIA GROUP LTD SPON	10/01/2012	12/28/2012	220.00	212.00	8.00
1. ABBOTT LABORATORIES	10/05/2012	12/28/2012	65.00	71.00	-6.00
30. AGILENT TECHNOLOGIES I	01/30/2012	11/20/2012	1,087.00	1,294.00	-207.00
50.9 ADR AIR LIQUIDE ADR	04/05/2012	11/09/2012	1,177.00	1,165.00	12.00
13. ALTERA CORP	01/26/2012	09/28/2012	442.00	523.00	-81.00
8. ALTERA CORP	01/24/2012	10/04/2012	268.00	320.00	-52.00
3. ALTERA CORP	10/14/2011	10/08/2012	100.00	108.00	-8.00
8. ALTERA CORP	03/15/2012	10/08/2012	267.00	319.00	-52.00
16. ALTERA CORP	10/14/2011	10/10/2012	513.00	575.00	-62.00
16. ALTERA CORP	12/15/2011	10/11/2012	512.00	542.00	-30.00
25. AMERICAN CAP AGY CORP FUND	07/07/2011	04/20/2012	766.00	753.00	13.00
8. ANADARKO PETROLEUM CORP	07/27/2011	04/20/2012	578.00	659.00	-81.00
2. ADR ANHEUSER BUSCH INBE SPONSOREDADR	05/04/2012	12/28/2012	174.00	147.00	27.00
69. ANNALY MTG MGMT INC CO	03/22/2012	07/02/2012	1,160.00	1,088.00	72.00
20. APACHE CORP	11/04/2011	03/27/2012	2,026.00	2,371.00	-345.00
6. APACHE CORP	11/04/2011	04/20/2012	553.00	603.00	-50.00
24. APT INVT & MGMT CO CL	03/22/2012	04/20/2012	627.00	610.00	17.00
3. ARM HLDGS PLC SPONSORED	04/28/2011	04/20/2012	85.00	94.00	-9.00
.9989 ADR AVIVA PLC ADR	05/18/2011	04/20/2012	10.00	14.00	-4.00
37.0011 ADR AVIVA PLC ADR	05/18/2011	04/20/2012	364.00	532.00	-168.00 *
6.00094 BP AMOCO P L C SPO	06/21/2011	06/18/2012	237.00	261.00	-24.00 *
36.99906 BP AMOCO P L C SP	06/21/2011	06/18/2012	1,461.00	1,607.00	-146.00
50. BP AMOCO P L C SPONSOR	09/01/2011	07/19/2012	2,092.00	1,896.00	196.00
.88 ADR BALFOUR BEATTY PLC ADR REPSTG 2 SHS	07/09/2012	07/10/2012	8.00	9.00	-1.00 *

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

JSA
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02-42312

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SCHEDULE D-1
(Form 1041)

Continuation Sheet for Schedule D
(Form 1041)

OMB No. 1545-0092

2012

Department of the Treasury
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust SARA H. WOODRUFF FOUNDATION 02-42312	Employer identification number 59-6123443
--	---

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 59. ADR BALFOUR BEATTY PLC ADR REPSTG 2 SHS	07/12/2012	12/19/2012	506.00	581.00	-75.00
2. ADR BALFOUR BEATTY PLC ADR REPSTG 2 SHS	07/09/2012	12/28/2012	18.00	20.00	-2.00
10. BARCLAYS PLC ADR	02/25/2011	02/07/2012	149.00	205.00	-56.00
6. BAYER A G 00	05/23/2011	04/20/2012	425.00	473.00	-48.00 *
8. BED BATH & BEYOND INC	12/15/2011	08/01/2012	483.00	490.00	-7.00
27. BED BATH & BEYOND INC	12/15/2011	09/21/2012	1,667.00	1,640.00	27.00
3. BIOGEN IDEC INC COM STK IDEC SEC#2005597 EFF 11/13/	02/02/2012	04/20/2012	386.00	364.00	22.00
7. BORG WARNER AUTOMOTIVE	02/25/2011	01/05/2012	462.00	538.00	-76.00
1. BORG WARNER AUTOMOTIVE	03/15/2012	06/06/2012	67.00	87.00	-20.00
3. BORG WARNER AUTOMOTIVE	03/15/2012	11/21/2012	191.00	261.00	-70.00
8. BORG WARNER AUTOMOTIVE	03/28/2012	11/28/2012	519.00	680.00	-161.00
13. BORG WARNER AUTOMOTIVE	03/28/2012	12/18/2012	877.00	1,041.00	-164.00
13. BORG WARNER AUTOMOTIVE	03/07/2012	12/28/2012	915.00	1,037.00	-122.00
15. BRISTOL MYERS SQUIBB C	10/05/2011	04/20/2012	511.00	490.00	21.00
1. BRISTOL MYERS SQUIBB CO	10/05/2011	08/20/2012	32.00	33.00	-1.00
70. BRISTOL MYERS SQUIBB C	07/17/2012	08/20/2012	2,217.00	2,524.00	-307.00
2. BROADCOM CORP CL A	08/27/2012	12/28/2012	65.00	71.00	-6.00 *
19. CBOE HOLDINGS INC COM	09/21/2012	11/08/2012	573.00	576.00	-3.00
1. CBOE HOLDINGS INC COM	09/21/2012	12/28/2012	29.00	30.00	-1.00
19. CABOT OIL & GAS CORP C	12/29/2011	04/20/2012	579.00	729.00	-150.00
41. CABOT OIL & GAS CORP C	12/29/2011	04/30/2012	1,436.00	1,474.00	-38.00
205. CAMPBELL SOUP CO	11/11/2011	01/11/2012	6,589.00	6,875.00	-286.00
107. CAMPBELL SOUP CO	04/19/2012	06/01/2012	3,354.00	3,612.00	-258.00
3. CANON INC ADR REPSTG 5	09/01/2011	08/01/2012	102.00	141.00	-39.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

**SCHEDULE D-1
(Form 1041)**
**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2012

Department of the Treasury
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust **SARA H. WOODRUFF FOUNDATION 02-42312** Employer identification number **59-6123443**

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 12. CANON INC ADR REPSTG 5	11/17/2011	08/02/2012	407.00	530.00	-123.00
80. CARNIVAL CORP PAIRED C CARNIVAL CORP [QDI]	11/17/2011	05/10/2012	2,512.00	2,523.00	-11.00
15. CELGENE CORP	01/30/2012	06/11/2012	957.00	1,090.00	-133.00
1485. CHIMERA INVT CORP CO	11/04/2011	08/02/2012	3,148.00	4,137.00	-989.00
390. ADR CHINA RES ENTERPR SPONSORED ADR ISIN US16940R	11/17/2011	04/05/2012	2,650.00	2,655.00	-5.00
36. CISCO SYS INC	09/01/2011	04/20/2012	719.00	561.00	158.00
6. CITRIX SYS INC	03/09/2012	04/20/2012	471.00	458.00	13.00
20. CITRIX SYS INC	04/27/2012	10/08/2012	1,410.00	1,620.00	-210.00
18. CITRIX SYS INC	03/09/2012	10/12/2012	1,219.00	1,373.00	-154.00
18. CITRIX SYS INC	03/09/2012	11/08/2012	1,102.00	1,373.00	-271.00
10. COGNIZANT TECHNOLOGY S	09/01/2011	05/09/2012	606.00	634.00	-28.00
18. COLGATE PALMOLIVE CO	09/12/2011	07/19/2012	1,901.00	1,583.00	318.00
17. COLGATE PALMOLIVE CO	09/05/2012	10/24/2012	1,812.00	1,811.00	1.00
4. COLGATE PALMOLIVE CO	09/05/2012	11/08/2012	418.00	426.00	-8.00
310. CORNING INC	09/01/2011	01/11/2012	4,434.00	4,965.00	-531.00
7. CROWN CASTLE INTL CORP	03/15/2012	04/20/2012	383.00	368.00	15.00
13. CROWN CASTLE INTL CORP	03/15/2012	05/02/2012	734.00	678.00	56.00
8. CUMMINS ENGINE INC	04/28/2011	04/20/2012	930.00	944.00	-14.00
5. CUMMINS ENGINE INC	02/17/2012	04/20/2012	581.00	609.00	-28.00
8. CUMMINS ENGINE INC	03/07/2012	07/13/2012	707.00	943.00	-236.00
4. CUMMINS ENGINE INC	07/27/2011	07/13/2012	354.00	425.00	-71.00
40. ADR DASSAULT SYS S A S	11/17/2011	02/16/2012	3,258.00	3,239.00	19.00
5. ADR DASSAULT SYS S A SP	11/17/2011	04/20/2012	458.00	405.00	53.00
4. ADR DEUTSCHE BOERSE ADR	04/04/2012	12/28/2012	24.00	27.00	-3.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

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Schedule D-1 (Form 1041) 2012

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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
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OMB No 1545-0092

2012

Name of estate or trust SARA H. WOODRUFF FOUNDATION 02-42312	Employer identification number 59-6123443
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Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 6. DIAMOND OFFSHORE DRILLI	09/01/2011	04/20/2012	413.00	383.00	30.00
52. DIAMOND OFFSHORE DRILL	09/22/2011	07/25/2012	3,345.00	3,299.00	46.00
27. DIAMOND OFFSHORE DRILL	09/22/2011	08/01/2012	1,790.00	1,551.00	239.00
25. DIAMOND OFFSHORE DRILL	09/22/2011	08/02/2012	1,635.00	1,436.00	199.00
75. #REORG/DIRECTV NAME, CU DIRECTV COM 2J17AQ1 DUE 08/	09/01/2011	01/19/2012	3,211.00	3,484.00	-273.00
15. DUNKIN BRANDS GROUP IN	04/11/2012	04/20/2012	468.00	460.00	8.00
10. EBAY INC	10/14/2011	04/20/2012	406.00	337.00	69.00
55. ELECTRONIC ARTS	07/14/2011	02/02/2012	1,069.00	1,294.00	-225.00
100. ELECTRONIC ARTS	10/05/2011	02/10/2012	1,727.00	2,127.00	-400.00
20. #REORG/ENSCO PLC SPON MANDATORY EXCHENSCO PLC 2G1	04/04/2011	01/11/2012	946.00	1,183.00	-237.00
10. #REORG/ENSCO PLC SPON MANDATORY EXCHENSCO PLC 2G1	04/04/2011	01/30/2012	521.00	591.00	-70.00
6. #REORG/ENSCO PLC SPON A EXCHENSCO PLC 2G1FA41 5/22/	04/28/2011	04/17/2012	318.00	349.00	-31.00
34. #REORG/ENSCO PLC SPON MANDATORY EXCHENSCO PLC 2G1	11/18/2011	04/19/2012	1,801.00	1,775.00	26.00
165. ERSTE GROUP BANK AG E SPARKASSE SPONSORED ADR REP	01/05/2012	07/17/2012	1,457.00	1,346.00	111.00
380. ERSTE GROUP BANK AG E SPARKASSE SPONSORED ADR REP	11/17/2011	07/17/2012	3,355.00	3,552.00	-197.00
32. EXPRESS SCRIPTS HLDG C	05/14/2012	09/12/2012	1,990.00	1,744.00	246.00
15. EXPRESS SCRIPTS HLDG C	09/28/2012	10/10/2012	943.00	938.00	5.00
14. EXPRESS SCRIPTS HLDG C	10/05/2012	10/10/2012	880.00	908.00	-28.00 *
29. EXPRESS SCRIPTS HLDG C	10/05/2012	10/11/2012	1,833.00	1,826.00	7.00
21. FMC TECHNOLOGIES INC	01/30/2012	06/28/2012	791.00	1,116.00	-325.00
24. FMC TECHNOLOGIES INC	04/04/2012	07/13/2012	965.00	1,221.00	-256.00
20. FMC TECHNOLOGIES INC	04/20/2012	07/19/2012	847.00	957.00	-110.00
14. FANUC CORPORATION	08/16/2012	11/08/2012	373.00	390.00	-17.00
15. FOSSIL INC	04/26/2012	05/09/2012	1,180.00	1,956.00	-776.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b

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Schedule D-1 (Form 1041) 2012

SCHEDULE D-1
(Form 1041)

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2012

Department of the Treasury
Internal Revenue Service

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Name of estate or trust SARA H. WOODRUFF FOUNDATION 02-42312	Employer identification number 59-6123443
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Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 18. FOSSIL INC	03/15/2012	05/16/2012	1,295.00	1,950.00	-655.00
14.99967 FREEPORT MCMORAN COM STK	07/07/2011	01/24/2012	658.00	835.00	-177.00 *
65.00033 FREEPORT MCMORAN COM STK	12/06/2011	01/24/2012	2,853.00	3,426.00	-573.00
23.00044 FREEPORT MCMORAN COM STK	05/09/2012	05/22/2012	734.00	879.00	-145.00
81.99956 FREEPORT MCMORAN COM STK	12/06/2011	05/22/2012	2,619.00	3,549.00	-930.00 *
124. FREEPORT MCMORAN C & STK	07/02/2012	08/07/2012	4,380.00	4,904.00	-524.00
46. FREEPORT MCMORAN C & G STK	07/02/2012	08/08/2012	1,640.00	1,551.00	89.00
11. GAP INC COM	08/20/2012	12/05/2012	348.00	389.00	-41.00 *
30. GAP INC COM	11/08/2012	12/11/2012	952.00	1,090.00	-138.00
29. GAP INC COM	11/08/2012	12/17/2012	921.00	1,000.00	-79.00
15. ADR GEMALTO NV SPONSOR	09/22/2011	09/21/2012	673.00	334.00	339.00
1. GENERAL ELECTRIC CO	10/08/2012	12/28/2012	21.00	23.00	-2.00 *
5. GOLDMAN SACHS GROUP INC	04/20/2011	04/20/2012	565.00	763.00	-198.00 *
6. GOLDMAN SACHS GROUP INC	03/22/2012	12/13/2012	712.00	755.00	-43.00
185. ADR GREEK ORGANISATIO FOOTBALL PROGNOSTICS SA ADR	09/01/2011	05/22/2012	459.00	1,478.00	-1,019.00
52. HALLIBURTON CO	11/08/2011	11/08/2012	1,603.00	2,017.00	-414.00
11. HARLEY DAVIDSON INC	03/15/2012	04/20/2012	548.00	542.00	6.00
1. HARLEY DAVIDSON INC	03/15/2012	08/15/2012	41.00	49.00	-8.00
3. HARLEY DAVIDSON INC	03/15/2012	08/16/2012	127.00	148.00	-21.00
5. HARLEY DAVIDSON INC	12/19/2011	08/16/2012	212.00	182.00	30.00
13. HARLEY DAVIDSON INC	12/19/2011	08/22/2012	559.00	473.00	86.00
12. HARLEY DAVIDSON INC	12/19/2011	08/27/2012	517.00	437.00	80.00
42. HARRIS CORP DEL	05/24/2012	07/02/2012	1,741.00	1,654.00	87.00
26. HARRIS CORP DEL	05/24/2012	07/06/2012	1,086.00	1,017.00	69.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b

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Schedule D-1 (Form 1041) 2012

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
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OMB No 1545-0092

2012

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Name of estate or trust SARA H. WOODRUFF FOUNDATION 02-42312	Employer identification number 59-6123443
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Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 15. HARRIS CORP DEL	05/24/2012	07/09/2012	620.00	587.00	33.00
92. HARRIS CORP DEL	06/01/2012	08/01/2012	3,900.00	3,598.00	302.00
69. HEALTH MANAGEMENT ASSO A	07/17/2012	11/08/2012	560.00	536.00	24.00
3. HEALTH MANAGEMENT ASSOC	07/17/2012	12/28/2012	27.00	23.00	4.00
25. HERSHEY FOODS CORP	07/27/2011	02/15/2012	1,511.00	1,450.00	61.00
30. HERSHEY FOODS CORP	05/10/2011	02/17/2012	1,814.00	1,645.00	169.00
5. HERSHEY FOODS CORP	03/22/2011	02/21/2012	303.00	271.00	32.00
19. HOLLYFRONTIER CORP COM	02/22/2012	04/20/2012	568.00	673.00	-105.00
34. HONDA MTR LTD ADR HOND JAPAN	05/21/2012	11/13/2012	1,004.00	1,103.00	-99.00
58. ADR HOYA CORP SPONSORE	08/02/2012	12/04/2012	1,117.00	1,312.00	-195.00
1. INTUIT	04/17/2012	12/28/2012	60.00	62.00	-2.00 *
5. INTUITIVE SURGICAL INC	06/26/2012	09/28/2012	2,475.00	2,663.00	-188.00
20. ISHARES RUSSELL 1000 G	02/09/2012	03/09/2012	1,289.00	1,244.00	45.00
7. ISHARES RUSSELL 1000 GR	01/05/2012	04/20/2012	458.00	412.00	46.00
49. J P MORGAN CHASE & CO	05/22/2012	07/17/2012	1,705.00	1,659.00	46.00
9. JOY GLOBAL INC	05/22/2012	11/08/2012	529.00	565.00	-36.00
60. JUNIPER NETWORKS INC	12/15/2011	05/16/2012	1,036.00	1,335.00	-299.00
41. JUNIPER NETWORKS INC	04/04/2012	05/16/2012	708.00	876.00	-168.00
55. ADR JUPITER TELECOMMUN LTD ADR	11/17/2011	05/24/2012	3,686.00	3,654.00	32.00
1. ADR KBC GROUP NV	12/19/2012	12/28/2012	17.00	17.00	
28. ADR KDDI CORP ADR	10/26/2011	04/20/2012	447.00	518.00	-71.00 *
45. KELLOGG CO	01/26/2012	07/02/2012	2,220.00	2,273.00	-53.00
30. KELLOGG CO	01/26/2012	07/17/2012	1,452.00	1,501.00	-49.00
17. KIMBERLY CLARK CORP	01/31/2012	02/22/2012	1,211.00	1,216.00	-5.00 *

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

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Schedule D-1 (Form 1041) 2012

SCHEDULE D-1
(Form 1041)

Continuation Sheet for Schedule D
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OMB No 1545-0092

2012

Department of the Treasury
Internal Revenue Service

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Name of estate or trust SARA H. WOODRUFF FOUNDATION 02-42312	Employer identification number 59-6123443
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Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 10. KIMBERLY CLARK CORP	01/31/2012	04/20/2012	768.00	715.00	53.00
28. KIMBERLY CLARK CORP	01/31/2012	12/05/2012	2,373.00	2,000.00	373.00
208. KRONOS WORLDWIDE INC	08/02/2012	11/08/2012	2,705.00	3,621.00	-916.00
122. ADR LI & FUNG LTD ADR	02/10/2012	11/08/2012	393.00	577.00	-184.00
99. LSI LOGIC CORP	03/15/2012	06/18/2012	641.00	890.00	-249.00
102. LSI LOGIC CORP	03/15/2012	06/26/2012	623.00	917.00	-294.00
102. LSI LOGIC CORP	03/27/2012	07/02/2012	647.00	897.00	-250.00
90. ELI LILLY & CO	11/28/2011	03/07/2012	3,499.00	3,254.00	245.00
100. ELI LILLY & CO	02/07/2012	03/07/2012	3,887.00	3,954.00	-67.00
12. ELI LILLY & CO	07/17/2012	11/08/2012	572.00	528.00	44.00
8. LINKEDIN CORP CL A	03/15/2012	04/20/2012	853.00	739.00	114.00
8. LOCKHEED MARTIN CORP	06/14/2011	04/20/2012	727.00	639.00	88.00
32. MGM GRAND INC	03/16/2012	04/20/2012	440.00	461.00	-21.00 *
337. MGM GRAND INC	08/20/2012	11/20/2012	3,229.00	4,280.00	-1,051.00
17. MARATHON OIL CORP	07/13/2011	05/09/2012	450.00	540.00	-90.00
11. MARATHON PETE CORP COM	07/02/2012	11/08/2012	603.00	504.00	99.00
7. MCDONALDS CORP	01/05/2012	01/12/2012	703.00	700.00	3.00
3. MCDONALDS CORP	01/05/2012	01/19/2012	303.00	300.00	3.00
3. MCDONALDS CORP	12/15/2011	01/19/2012	303.00	295.00	8.00
9. MCDONALDS CORP	12/15/2011	03/07/2012	903.00	864.00	39.00
19. MCDONALDS CORP	07/25/2011	03/15/2012	1,859.00	1,675.00	184.00
40. MCDONALDS CORP	08/15/2011	03/22/2012	3,832.00	3,494.00	338.00
16. MCDONALDS CORP	10/05/2011	04/12/2012	1,561.00	1,380.00	181.00
35. MCDONALDS CORP	10/05/2011	04/17/2012	3,398.00	2,974.00	424.00

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Schedule D-1 (Form 1041) 2012

SCHEDULE D-1
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Department of the Treasury
Internal Revenue Service

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2012

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Name of estate or trust **SARA H. WOODRUFF FOUNDATION 02-42312** Employer identification number **59-6123443**

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day , yr)	(c) Date sold (mo , day , yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 13. MCDONALDS CORP	08/08/2011	04/19/2012	1,236.00	1,075.00	161.00
2. MORGAN STANLEY DEAN WIT	12/18/2012	12/28/2012	37.00	38.00	-1.00 *
28. ADR MTN GROUP LTD SPON	11/17/2011	02/09/2012	495.00	468.00	27.00
122. ADR MTN GROUP LTD SPO	11/17/2011	02/10/2012	2,153.00	2,037.00	116.00
7. NETAPP INC COM STK	02/10/2012	06/11/2012	208.00	276.00	-68.00
33. NETAPP INC COM STK	02/10/2012	08/09/2012	1,059.00	1,303.00	-244.00
30. NETAPP INC COM STK	11/23/2011	08/09/2012	963.00	1,096.00	-133.00
17. NEWFIELD EXPL CO	07/02/2012	11/08/2012	428.00	498.00	-70.00
138. NEWFIELD EXPL CO	07/02/2012	11/27/2012	3,334.00	4,039.00	-705.00
4. NOBLE ENERGY INC	02/07/2012	04/20/2012	375.00	412.00	-37.00
6. ADR NOKIAN TYRES OYJ AD	03/15/2012	12/28/2012	119.00	147.00	-28.00
72. NU SKIN ENTERPRISES IN	11/08/2012	11/27/2012	3,202.00	3,304.00	-102.00
32. OCCIDENTAL PETROLEUM C	11/18/2011	04/17/2012	2,838.00	3,270.00	-432.00
14. OCCIDENTAL PETROLEUM C	10/24/2012	11/08/2012	1,078.00	1,129.00	-51.00
45. ORACLE CORPORATION	09/01/2011	06/01/2012	1,167.00	1,258.00	-91.00
32. PATTERSON UTI ENERGY I	09/21/2012	11/08/2012	518.00	559.00	-41.00
2. PATTERSON UTI ENERGY IN	09/21/2012	12/28/2012	36.00	35.00	1.00
12. PERRIGO CO	09/21/2012	12/28/2012	1,232.00	1,390.00	-158.00
5. ADR PETROLEO BRASILEIRO PETROBRAS SPONSORED ADR	10/04/2012	12/28/2012	96.00	116.00	-20.00
145. POSTNL N V SPONSORED	06/22/2011	04/04/2012	842.00	1,397.00	-555.00
92. POSTNL N V SPONSORED A	06/22/2011	04/20/2012	468.00	809.00	-341.00
.22 POSTNL N V SPONSORED A	06/22/2011	04/23/2012	1.00	2.00	-1.00 *
10. POTASH CORP. OF SASKAT	09/01/2011	01/30/2012	472.00	584.00	-112.00
1. POTASH CORP. OF SASKATC	09/28/2012	12/28/2012	40.00	43.00	-3.00 *

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b

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Schedule D-1 (Form 1041) 2012

SCHEDULE D-1
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Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
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2012

Name of estate or trust **SARA H. WOODRUFF FOUNDATION 02-42312** Employer identification number **59-6123443**

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 25. PROGRESS ENERGY INC	09/01/2011	01/26/2012	1,366.00	1,163.00	203.00
20. RPC INC	11/08/2011	01/24/2012	351.00	430.00	-79.00 *
120. RPC INC	11/11/2011	01/26/2012	1,819.00	2,619.00	-800.00 *
60.00029 RPC INC	11/11/2011	01/30/2012	925.00	1,556.00	-631.00
34.99971 RPC INC	11/08/2011	01/30/2012	540.00	950.00	-410.00 *
.5 RPC INC	11/08/2011	03/12/2012	5.00	11.00	-6.00
25. RPC INC	11/08/2011	08/07/2012	347.00	537.00	-190.00 *
57. RPC INC	11/11/2011	08/08/2012	760.00	1,127.00	-367.00 *
9. RPC INC	11/11/2011	08/08/2012	120.00	155.00	-35.00
150. RPC INC	07/02/2012	08/16/2012	1,876.00	2,447.00	-571.00
31. RPC INC	07/02/2012	08/17/2012	386.00	367.00	19.00
43. RPC INC	07/02/2012	11/08/2012	472.00	509.00	-37.00
2. RPC INC	07/02/2012	12/28/2012	24.00	24.00	
2. RACKSPACE HOSTING INC C	05/09/2012	12/28/2012	146.00	105.00	41.00
65. RIVERBED TECHNOLOGY IN	11/11/2011	01/30/2012	1,545.00	2,107.00	-562.00
210. ROLLS ROYCE C SHARES	01/17/2012	01/18/2012	112.00	112.00	
115. ROLLS ROYCE C SHARES	07/04/2012	07/17/2012	95.00	95.00	
4. ROPER INDS INC NEW	12/29/2011	04/20/2012	397.00	348.00	49.00
8. ROPER INDS INC NEW	12/29/2011	05/01/2012	821.00	671.00	150.00
14. ROSS STORES INC	03/07/2012	04/20/2012	841.00	771.00	70.00
51. ROSS STORES INC	08/24/2011	07/02/2012	3,205.00	1,880.00	1,325.00
61. ROSS STORES INC	03/07/2012	07/02/2012	3,834.00	3,360.00	474.00
14. RYANAIR HLDGS PLC SPON	07/25/2011	04/04/2012	507.00	384.00	123.00
30. SANDISK CORP	11/04/2011	01/30/2012	1,386.00	1,443.00	-57.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

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SCHEDULE D-1
(Form 1041)
Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2012

Department of the Treasury
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust SARA H. WOODRUFF FOUNDATION 02-42312	Employer identification number 59-6123443
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Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 6. SAP AKTIENGESSELLSCHAFT ADR	11/17/2011	04/20/2012	392.00	357.00	35.00
5. SCHLUMBERGER LTD ISIN #	09/01/2011	06/26/2012	299.00	386.00	-87.00
6. SCHLUMBERGER LTD ISIN #	11/17/2011	06/28/2012	376.00	461.00	-85.00
3. SHERWIN WILLIAMS CO	01/11/2012	04/20/2012	357.00	287.00	70.00
6. SHIRE PHARMACEUTICALS G SPONSORE	11/08/2011	04/20/2012	595.00	587.00	8.00
4. SIRIUS XM RADIO INC COM	11/26/2012	12/28/2012	12.00	11.00	1.00
29. SKYWORKS SOLUTIONS INC	03/15/2012	05/02/2012	793.00	822.00	-29.00
94. SKYWORKS SOLUTIONS INC	08/09/2012	09/21/2012	2,342.00	2,731.00	-389.00
3. SPLUNK INC COMSTK COM U	10/10/2012	12/28/2012	86.00	95.00	-9.00
128. SPRINT CORP	08/16/2012	11/08/2012	717.00	664.00	53.00
147. SPRINT CORP	08/16/2012	11/21/2012	816.00	763.00	53.00
154. SPRINT CORP	09/12/2012	11/26/2012	860.00	793.00	67.00
181. SUPERIOR ENERGY SERVI	09/21/2012	10/24/2012	3,477.00	4,261.00	-784.00
141. SUPERIOR ENERGY SERVI	09/21/2012	11/27/2012	2,675.00	3,303.00	-628.00
5. SVENSKA HANDELSBANKEN A	07/24/2012	12/28/2012	89.00	82.00	7.00
165. TNT EXPRESS N V ADR	09/29/2011	02/02/2012	1,325.00	1,590.00	-265.00
14. TNT EXPRESS N V ADR	09/29/2011	02/22/2012	180.00	104.00	76.00
271. TNT EXPRESS N V ADR	09/29/2011	02/23/2012	3,476.00	2,011.00	1,465.00
34. ADR TECHNIP SPONSORED TECHNIP-COLEXIP SEC#2856204	08/16/2011	08/16/2012	929.00	799.00	130.00
44. TESCO PLC SPONSORED AD	11/17/2011	04/20/2012	687.00	842.00	-155.00
21. TESLA MTRS INC COM	10/25/2011	03/27/2012	805.00	599.00	206.00
7. ADR TOTAL SA	02/02/2012	12/28/2012	360.00	377.00	-17.00
13. ULTRA PETE CORP	10/11/2012	12/28/2012	235.00	302.00	-67.00
24. UNDER ARMOUR INC CL A	08/16/2012	12/28/2012	1,145.00	1,366.00	-221.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

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SCHEDULE D-1
(Form 1041)
Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2012

Department of the Treasury
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust SARA H. WOODRUFF FOUNDATION 02-42312	Employer identification number 59-6123443
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Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 12. UNITEDHEALTH GROUP INC	02/29/2012	04/20/2012	713.00	667.00	46.00
26. UNITEDHEALTH GROUP INC	02/22/2012	09/17/2012	1,415.00	1,437.00	-22.00
11. UNITEDHEALTH GROUP INC	02/22/2012	10/03/2012	625.00	607.00	18.00
7. UNITEDHEALTH GROUP INC	02/22/2012	11/08/2012	378.00	383.00	-5.00
24. VALERO ENERGY CORP NEW	11/08/2011	04/20/2012	573.00	631.00	-58.00
170. VALERO ENERGY CORP NE	01/05/2012	09/18/2012	5,338.00	3,370.00	1,968.00
111. VALERO ENERGY CORP NE	11/08/2011	09/18/2012	3,485.00	2,920.00	565.00
8.17 MFO VANGUARD INFLATIO SECURITIES FUND ADMIRAL	12/27/2011	09/17/2012	239.00	226.00	13.00
8. VERIFONE SYSTEMS INC CO	04/11/2012	04/20/2012	433.00	423.00	10.00
54. VERIFONE SYSTEMS INC C	04/26/2012	09/28/2012	1,498.00	2,805.00	-1,307.00
25. VERIFONE SYSTEMS INC C	04/04/2012	10/01/2012	696.00	1,248.00	-552.00
80. ADR VINCI S A ADR	02/01/2011	01/11/2012	897.00	1,182.00	-285.00
5. #REORG/WPP PLC ADR MAND WPP PLC 2M1JAH1 01/02/2013	11/17/2011	11/08/2012	322.00	258.00	64.00
109. WAL MART DE MEXICO SA ADR REP V	11/17/2011	04/26/2012	3,151.00	2,790.00	361.00
106. WAL MART DE MEXICO SA ADR REP V	11/17/2011	05/10/2012	2,747.00	2,713.00	34.00
102. WALTER INDS INC	08/02/2012	08/15/2012	3,709.00	3,551.00	158.00
50. WATSON PHARMACEUTICALS	09/01/2011	01/19/2012	3,005.00	2,943.00	62.00
2. WATSON PHARMACEUTICALS	09/12/2012	12/28/2012	179.00	164.00	15.00
19. WHITING PETROLEUM CORP	08/16/2012	09/18/2012	936.00	864.00	72.00
190. WHITING PETROLEUM COR	08/16/2012	09/21/2012	9,362.00	8,076.00	1,286.00
48. WINDSTREAM CORP COM ST	04/20/2011	03/23/2012	569.00	602.00	-33.00
297. WINDSTREAM CORP COM S	11/04/2011	03/26/2012	3,537.00	3,701.00	-164.00
.67 WPX ENERGY INC COM SHS	09/01/2011	04/26/2012	11.00	10.00	1.00
1. WPX ENERGY INC COM SHS	09/01/2011	04/30/2012	18.00	15.00	3.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

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Department of the Treasury
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2012

► Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

Employer identification number

SARA H. WOODRUFF FOUNDATION 02-42312

59-6123443

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1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b	-10,997.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

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* INDICATES WASH SALE

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

SARA H. WOODRUFF FOUNDATION 02-42312

59-6123443

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 10.99975 AFLAC INC	02/01/2011	04/20/2012	464.00	644.00	-180.00 *
1.00025 AFLAC INC	02/01/2011	04/20/2012	42.00	59.00	-17.00
16. AFLAC INC	02/01/2011	11/08/2012	804.00	973.00	-169.00
38. AT&T INC	09/18/2008	11/08/2012	1,272.00	1,111.00	161.00
32. AT&T INC	09/29/2008	11/29/2012	1,084.00	932.00	152.00
54. AT&T INC	09/29/2008	12/28/2012	1,808.00	1,560.00	248.00
12. AGILENT TECHNOLOGIES I	02/17/2011	04/20/2012	511.00	527.00	-16.00
21. AGILENT TECHNOLOGIES I	02/17/2011	05/02/2012	904.00	923.00	-19.00
8. AGILENT TECHNOLOGIES IN	12/08/2010	08/16/2012	297.00	301.00	-4.00
12. AGILENT TECHNOLOGIES I	02/28/2011	08/16/2012	445.00	508.00	-63.00
9. AGILENT TECHNOLOGIES IN	12/08/2010	10/02/2012	349.00	337.00	12.00
9. AGILENT TECHNOLOGIES IN	11/26/2010	10/04/2012	352.00	328.00	24.00
2. AGILENT TECHNOLOGIES IN	09/01/2011	11/09/2012	74.00	72.00	2.00
9. AGILENT TECHNOLOGIES IN	11/26/2010	11/09/2012	332.00	328.00	4.00
1. AGILENT TECHNOLOGIES IN	10/22/2009	11/20/2012	36.00	27.00	9.00
13. AGILENT TECHNOLOGIES I	09/01/2011	11/20/2012	471.00	469.00	2.00
31. ADR AIR LIQUIDE ADR	03/17/2011	04/20/2012	799.00	767.00	32.00
17. ADR AIR LIQUIDE ADR	03/17/2011	05/17/2012	401.00	420.00	-19.00
.1 ADR AIR LIQUIDE ADR	03/17/2011	05/25/2012	2.00	2.00	
19. ADR AIR LIQUIDE ADR	03/17/2011	07/17/2012	414.00	427.00	-13.00
21. ADR AIR LIQUIDE ADR	03/17/2011	08/02/2012	455.00	472.00	-17.00
25. ADR AIR LIQUIDE ADR	03/17/2011	10/24/2012	587.00	562.00	25.00
80. ADR AIR LIQUIDE ADR	03/17/2011	11/08/2012	1,838.00	1,798.00	40.00
11.1 ADR AIR LIQUIDE ADR	03/17/2011	11/09/2012	257.00	250.00	7.00
2. ADR AIR LIQUIDE ADR	11/17/2011	12/28/2012	49.00	44.00	5.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2012

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

SARA H. WOODRUFF FOUNDATION 02-42312

59-6123443

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 19. AKZO N V SPONSORED ADR	10/22/2009	04/04/2012	348.00	426.00	-78.00 *
42. AKZO N V SPONSORED ADR	10/22/2009	04/20/2012	764.00	955.00	-191.00
47. AKZO N V SPONSORED ADR	10/22/2009	09/21/2012	905.00	1,053.00	-148.00
24. AKZO N V SPONSORED ADR	10/22/2009	11/08/2012	426.00	538.00	-112.00 *
42.00202 AKZO N V SPONSORE	11/17/2009	12/19/2012	911.00	976.00	-65.00 *
27.99798 AKZO N V SPONSORE	12/24/2009	12/19/2012	607.00	626.00	-19.00
3. AKZO N V SPONSORED ADR	12/24/2009	12/28/2012	65.00	66.00	-1.00
12. ALEXION PHARMACEUTICAL	02/25/2011	04/20/2012	1,105.00	570.00	535.00
10. ALEXION PHARMACEUTICAL	11/04/2011	12/17/2012	946.00	661.00	285.00
5. ALEXION PHARMACEUTICALS	12/19/2011	12/28/2012	465.00	338.00	127.00
5. ALLERGAN INC	02/14/2011	03/27/2012	471.00	371.00	100.00
19. ALLERGAN INC	02/22/2011	04/20/2012	1,819.00	1,404.00	415.00
5. ALLERGAN INC	10/19/2010	06/26/2012	451.00	359.00	92.00
11. ALLERGAN INC	03/04/2011	06/26/2012	992.00	796.00	196.00
21. ALLERGAN INC	10/19/2010	08/01/2012	1,804.00	1,506.00	298.00
10. ALLERGAN INC	08/04/2011	08/30/2012	858.00	759.00	99.00
8. ALLERGAN INC	09/01/2011	09/07/2012	710.00	648.00	62.00
14. ALLERGAN INC	11/16/2010	09/17/2012	1,245.00	988.00	257.00
7. ALLERGAN INC	09/01/2011	09/17/2012	622.00	567.00	55.00
20. ALLERGAN INC	11/16/2010	09/18/2012	1,798.00	1,281.00	517.00
2. ALLERGAN INC	10/24/2011	12/28/2012	181.00	178.00	3.00
26. ALLIANZ AKTIENGESELLSC SPONSORED ADR REPSTG 1/10 S	04/15/2011	12/28/2012	356.00	389.00	-33.00
6. ALLSTATE CORP	02/17/2011	04/20/2012	198.00	190.00	8.00
5. ALLSTATE CORP	05/18/2010	04/20/2012	165.00	159.00	6.00
19. ALLSTATE CORP	02/17/2011	11/08/2012	738.00	601.00	137.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2012

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Employer identification number

SARA H. WOODRUFF FOUNDATION 02-42312

59-6123443

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 7. ALLSTATE CORP	12/24/2009	11/08/2012	272.00	211.00	61.00
10. ALTERA CORP	10/13/2010	04/20/2012	360.00	297.00	63.00
16. ALTERA CORP	09/13/2010	08/16/2012	589.00	428.00	161.00
2. ALTERA CORP	09/10/2010	08/17/2012	74.00	53.00	21.00
12. ALTERA CORP	09/10/2010	09/28/2012	408.00	315.00	93.00
13. ALTRIA GROUP INC	02/17/2011	04/20/2012	415.00	322.00	93.00
21. ALTRIA GROUP INC	02/17/2011	11/08/2012	660.00	520.00	140.00
1. ALTRIA GROUP INC	02/17/2011	12/28/2012	31.00	25.00	6.00
3. AMAZON COM INC	11/19/2010	01/24/2012	560.00	468.00	92.00
5. AMAZON COM INC	05/18/2010	01/26/2012	957.00	636.00	321.00
9. AMAZON COM INC	10/22/2009	01/30/2012	1,722.00	842.00	880.00
23. AMAZON COM INC	10/22/2009	02/02/2012	4,176.00	2,124.00	2,052.00
7. AMAZON COM INC	05/07/2009	02/09/2012	1,294.00	556.00	738.00
6. AMAZON COM INC	02/17/2011	02/22/2012	1,085.00	1,127.00	-42.00
18. AMAZON COM INC	05/07/2009	03/15/2012	3,312.00	1,428.00	1,884.00
4. AMAZON COM INC	02/17/2011	03/15/2012	736.00	751.00	-15.00
6. AMAZON COM INC	04/22/2009	04/20/2012	1,152.00	474.00	678.00
6. AMAZON COM INC	09/01/2011	12/11/2012	1,504.00	1,280.00	224.00
12. AMERICA MOVIL S A DE C SER L SHARES	11/17/2011	12/28/2012	276.00	297.00	-21.00
41. AMERICAN CAP AGY CORP FUND	07/07/2011	11/08/2012	1,274.00	1,234.00	40.00
5. AMERICAN EXPRESS CO	02/01/2011	02/09/2012	262.00	218.00	44.00
13. AMERICAN EXPRESS CO	03/10/2011	03/27/2012	758.00	576.00	182.00
13. AMERICAN EXPRESS CO	03/10/2011	04/04/2012	747.00	568.00	179.00
26. AMERICAN EXPRESS CO	02/01/2011	04/20/2012	1,499.00	1,134.00	365.00
45. AMERICAN EXPRESS CO	02/01/2011	07/24/2012	2,492.00	1,963.00	529.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2012

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Employer identification number

SARA H. WOODRUFF FOUNDATION 02-42312

59-6123443

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 20. AMERICAN EXPRESS CO	08/19/2011	09/17/2012	1,182.00	895.00	287.00
11. AMERICAN EXPRESS CO	02/01/2011	09/28/2012	624.00	480.00	144.00
50. AMERICAN EXPRESS CO	02/01/2011	10/17/2012	2,960.00	2,181.00	779.00
27. AMERICAN EXPRESS CO	02/01/2011	11/27/2012	1,472.00	1,178.00	294.00
60. AMERICAN EXPRESS CO	03/01/2011	11/28/2012	3,333.00	2,611.00	722.00
9. AMERICAN TOWER CORP	02/25/2011	04/20/2012	580.00	483.00	97.00
10. AMERICAN TOWER CORP	03/01/2011	04/26/2012	648.00	529.00	119.00
2. AMERICAN TOWER CORP	03/01/2011	12/28/2012	153.00	106.00	47.00
33. ANNALY MTG MGMT INC CO	03/01/2011	04/20/2012	527.00	594.00	-67.00 *
325. ANNALY MTG MGMT INC C	03/22/2011	07/02/2012	5,463.00	5,837.00	-374.00
8. APACHE CORP	11/10/2010	01/26/2012	782.00	881.00	-99.00
11. APACHE CORP	03/02/2011	03/22/2012	1,108.00	1,344.00	-236.00
3. APACHE CORP	11/30/2010	03/22/2012	302.00	323.00	-21.00
19. APACHE CORP	11/30/2010	03/27/2012	1,924.00	2,003.00	-79.00
8. APACHE CORP	11/04/2011	11/08/2012	639.00	803.00	-164.00
89. APT INVT & MGMT CO CL	06/10/2011	10/10/2012	2,284.00	2,253.00	31.00
72. APT INVT & MGMT CO CL	06/10/2011	10/11/2012	1,840.00	1,823.00	17.00
20. APT INVT & MGMT CO CL	06/10/2011	11/08/2012	520.00	506.00	14.00
7. APPLE COMPUTER INC	02/17/2011	03/27/2012	4,295.00	2,508.00	1,787.00
9. APPLE COMPUTER INC	12/20/2010	04/20/2012	5,244.00	2,592.00	2,652.00
3. APPLE COMPUTER INC	02/17/2011	04/20/2012	1,748.00	1,075.00	673.00
1. APPLE COMPUTER INC	08/20/2010	06/18/2012	585.00	250.00	335.00
5. APPLE COMPUTER INC	08/20/2010	07/02/2012	2,952.00	1,127.00	1,825.00
6. APPLE COMPUTER INC	09/01/2011	10/17/2012	3,882.00	2,295.00	1,587.00
2. APPLE COMPUTER INC	09/01/2011	11/08/2012	1,095.00	765.00	330.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2012

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Employer identification number

SARA H. WOODRUFF FOUNDATION 02-42312

59-6123443

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 2. APPLE COMPUTER INC	09/01/2011	12/06/2012	1,087.00	765.00	322.00
2. APPLE COMPUTER INC	07/07/2011	12/07/2012	1,066.00	716.00	350.00
2. APPLE COMPUTER INC	07/07/2011	12/11/2012	1,082.00	716.00	366.00
2. APPLE COMPUTER INC	07/07/2011	12/17/2012	1,030.00	716.00	314.00
13. ARCHER DANIELS MIDLAND	02/17/2011	04/20/2012	398.00	488.00	-90.00
12. ARCHER DANIELS MIDLAND	02/17/2011	11/08/2012	311.00	450.00	-139.00
15. ARCHER DANIELS MIDLAND	12/24/2009	11/08/2012	389.00	475.00	-86.00
1. ARCHER DANIELS MIDLAND	12/24/2009	12/28/2012	27.00	32.00	-5.00
10. ARM HLDGS PLC SPONSORE	04/15/2011	04/20/2012	282.00	292.00	-10.00
11. ARM HLDGS PLC SPONSORE	04/28/2011	11/08/2012	375.00	346.00	29.00
42. ARM HLDGS PLC SPONSORE	11/17/2011	12/13/2012	1,519.00	1,286.00	233.00
2. ARM HLDGS PLC SPONSORED	11/17/2011	12/28/2012	74.00	60.00	14.00
11. ADR ATLAS COPCO AB SPO NEW REPSTG COM SER A	11/17/2011	12/28/2012	302.00	223.00	79.00
26. ADR AVIVA PLC ADR	05/18/2011	12/28/2012	316.00	382.00	-66.00
26. AXA S A SPONSORED ADR	04/26/2010	04/04/2012	400.00	579.00	-179.00
29. AXA S A SPONSORED ADR	04/26/2010	07/06/2012	353.00	646.00	-293.00
80. AXA S A SPONSORED ADR	02/01/2011	12/28/2012	1,386.00	1,739.00	-353.00
17. AXA S A SPONSORED ADR	11/19/2010	12/28/2012	294.00	345.00	-51.00
2. BG PLC ADR FIN INST N	11/17/2011	12/28/2012	32.00	42.00	-10.00 *
33. BP AMOCO P L C SPONSOR	06/21/2011	07/19/2012	1,381.00	1,423.00	-42.00
18. BNP PARIBAS SPONSORED 1/4 SH	02/01/2011	11/08/2012	458.00	707.00	-249.00
13. BAIDU COM INC SPONSORE	02/25/2011	04/20/2012	1,892.00	1,648.00	244.00
7. BAIDU COM INC SPONSORED	02/25/2011	10/01/2012	787.00	837.00	-50.00
2. BAIDU COM INC SPONSORED	02/01/2011	10/02/2012	225.00	238.00	-13.00
8. BAIDU COM INC SPONSORED	12/20/2010	10/02/2012	899.00	839.00	60.00

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SARA H. WOODRUFF FOUNDATION 02-42312

59-6123443

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 9. BAIDU COM INC SPONSORED	12/20/2010	10/03/2012	1,008.00	889.00	119.00
2. BAIDU COM INC SPONSORED	12/15/2011	12/28/2012	199.00	230.00	-31.00
78. BANCO SANTANDER S.A.	05/28/2010	07/06/2012	468.00	798.00	-330.00
47. BANCO SANTANDER S.A.	05/28/2010	09/05/2012	334.00	481.00	-147.00
280. BANCO SANTANDER S.A.	01/11/2011	09/05/2012	1,988.00	2,762.00	-774.00
8. BANK NEW YORK MELLON CO	09/29/2008	11/08/2012	193.00	224.00	-31.00
30. BANK NEW YORK MELLON C	02/17/2011	11/08/2012	725.00	937.00	-212.00
15. BARCLAYS PLC ADR	11/19/2010	02/07/2012	224.00	264.00	-40.00
75. BARCLAYS PLC ADR	03/25/2011	08/27/2012	891.00	1,508.00	-617.00 *
61. BARCLAYS PLC ADR	03/25/2011	10/19/2012	908.00	1,165.00	-257.00
86. BARCLAYS PLC ADR	05/10/2011	11/09/2012	1,248.00	1,593.00	-345.00
2. BARCLAYS PLC ADR	05/10/2011	12/28/2012	34.00	37.00	-3.00 *
7. BAXTER INTL INC	02/17/2011	04/20/2012	381.00	368.00	13.00
8. BAXTER INTL INC	02/17/2011	11/08/2012	520.00	421.00	99.00
11. BAXTER INTL INC	07/21/2010	11/08/2012	716.00	459.00	257.00
12. BAYER A G 00	05/23/2011	07/06/2012	838.00	954.00	-116.00
3. BAYER A G 00	05/23/2011	12/28/2012	282.00	236.00	46.00
20. BED BATH & BEYOND INC	02/14/2011	02/17/2012	1,180.00	997.00	183.00
20. BED BATH & BEYOND INC	02/14/2011	02/21/2012	1,189.00	991.00	198.00
35. BED BATH & BEYOND INC	02/01/2011	03/09/2012	2,192.00	1,702.00	490.00
23. BED BATH & BEYOND INC	10/22/2009	03/09/2012	1,440.00	844.00	596.00
10. BED BATH & BEYOND INC	10/22/2009	04/20/2012	688.00	367.00	321.00
30. BED BATH & BEYOND INC	10/22/2009	06/26/2012	1,798.00	1,101.00	697.00
17. BED BATH & BEYOND INC	10/22/2009	08/01/2012	1,027.00	624.00	403.00
2. BIOGEN IDEC INC COM STK IDEC SEC#2005597 EFF 11/13/	11/04/2011	12/28/2012	295.00	227.00	68.00

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(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 17. BOEING CO	04/19/2011	04/26/2012	1,309.00	1,241.00	68.00
2. BOEING CO	03/23/2011	12/28/2012	150.00	146.00	4.00
43. BORG WARNER AUTOMOTIVE	06/02/2011	06/06/2012	2,894.00	3,180.00	-286.00
8. BORG WARNER AUTOMOTIVE	08/04/2011	11/20/2012	508.00	592.00	-84.00
2. BORG WARNER AUTOMOTIVE	08/04/2011	11/21/2012	128.00	141.00	-13.00
26. BRISTOL MYERS SQUIBB C	10/05/2011	11/15/2012	799.00	850.00	-51.00
26. BRISTOL MYERS SQUIBB C	10/05/2011	12/28/2012	833.00	850.00	-17.00
9. BRITISH AMERN TOB PLC S	02/25/2011	04/20/2012	941.00	721.00	220.00
8. BRITISH AMERN TOB PLC S	04/26/2011	05/16/2012	783.00	693.00	90.00
5. BRITISH AMERN TOB PLC S	04/26/2011	11/08/2012	506.00	433.00	73.00
8. BRITISH AMERN TOB PLC S	04/26/2011	12/18/2012	826.00	686.00	140.00
35. BROADCOM CORP CL A	06/03/2010	02/10/2012	1,287.00	1,205.00	82.00
15. BROADCOM CORP CL A	05/28/2010	02/13/2012	553.00	510.00	43.00
13. ADR BURBERRY GROUP PLC	02/15/2011	04/20/2012	626.00	504.00	122.00
16. ADR BURBERRY GROUP PLC	06/02/2011	07/18/2012	617.00	706.00	-89.00
34. ADR BURBERRY GROUP PLC	09/01/2011	09/17/2012	1,174.00	1,450.00	-276.00
2. ADR BURBERRY GROUP PLC	02/11/2011	12/28/2012	79.00	77.00	2.00
4. CF INDS HLDGS INC COM	02/17/2011	11/08/2012	778.00	591.00	187.00
11. ADR CSL LTD ADR	11/17/2011	12/28/2012	309.00	176.00	133.00
12. CVS CORP	10/22/2009	04/20/2012	531.00	454.00	77.00
22. CVS CORP	10/22/2009	11/08/2012	1,024.00	833.00	191.00
16. CABOT OIL & GAS CORP C	05/26/2011	07/02/2012	631.00	466.00	165.00
12. CABOT OIL & GAS CORP C	05/26/2011	10/08/2012	528.00	341.00	187.00
3. CABOT OIL & GAS CORP CL	05/10/2011	12/28/2012	147.00	84.00	63.00
3. CANADIAN NATL RY CO COM	11/17/2011	12/28/2012	271.00	231.00	40.00

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Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 125. CANON INC ADR REPSTG	11/19/2010	08/01/2012	4,239.00	5,282.00	-1,043.00
6. CAPITAL ONE FINL CORP	05/17/2011	11/08/2012	354.00	328.00	26.00
15. CARDINAL HEALTH INC	02/17/2011	04/20/2012	621.00	628.00	-7.00
10. CARDINAL HEALTH INC	05/18/2010	11/08/2012	403.00	344.00	59.00
20. CARDINAL HEALTH INC	09/01/2011	11/08/2012	806.00	840.00	-34.00
12. CATERPILLAR INC	02/17/2011	03/20/2012	1,331.00	1,230.00	101.00
1. CATERPILLAR INC	10/26/2010	03/20/2012	111.00	79.00	32.00
14. CATERPILLAR INC	10/26/2010	04/20/2012	1,514.00	1,064.00	450.00
9. CATERPILLAR INC	04/27/2010	07/02/2012	749.00	611.00	138.00
23. CATERPILLAR INC	04/16/2010	07/13/2012	1,884.00	1,373.00	511.00
15. CATERPILLAR INC	09/01/2011	10/12/2012	1,240.00	1,336.00	-96.00
4. CATERPILLAR INC	11/10/2009	10/12/2012	331.00	237.00	94.00
7. CATERPILLAR INC	11/10/2009	11/08/2012	590.00	416.00	174.00
25. CELGENE CORP	08/13/2010	01/11/2012	1,801.00	1,419.00	382.00
9. CELGENE CORP	03/17/2011	04/20/2012	716.00	478.00	238.00
25. CELGENE CORP	09/10/2010	04/20/2012	1,990.00	1,384.00	606.00
1. CELGENE CORP	03/17/2011	05/01/2012	73.00	53.00	20.00
5. CELGENE CORP	09/01/2010	05/01/2012	364.00	264.00	100.00
13. CELGENE CORP	06/30/2010	05/10/2012	919.00	661.00	258.00
2. CELGENE CORP	06/30/2010	05/14/2012	142.00	102.00	40.00
10. CELGENE CORP	05/13/2011	05/14/2012	711.00	599.00	112.00
10. CELGENE CORP	05/16/2011	06/11/2012	638.00	595.00	43.00
9. CHEVRONTXACO CORP	02/17/2011	04/20/2012	924.00	875.00	49.00
17. CHEVRONTXACO CORP	02/17/2011	11/08/2012	1,811.00	1,646.00	165.00
219.99882 CHIMERA INVT COR	04/06/2011	04/20/2012	608.00	883.00	-275.00 *

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Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 31.00118 CHIMERA INVT CORP	04/06/2011	04/20/2012	86.00	124.00	-38.00
1509. CHIMERA INVT CORP CO	04/12/2011	08/02/2012	3,199.00	5,956.00	-2,757.00
3. CHIPOTLE MEXICAN GRILL	03/10/2011	04/20/2012	1,266.00	761.00	505.00
5. CHIPOTLE MEXICAN GRILL	03/10/2011	09/28/2012	1,590.00	1,174.00	416.00
67. CISCO SYS INC	06/22/2011	11/08/2012	1,132.00	1,036.00	96.00
2. CISCO SYS INC	06/22/2011	12/28/2012	39.00	31.00	8.00
9. CLIFFS NAT RES INC COM	02/17/2011	04/20/2012	609.00	896.00	-287.00
24. CLIFFS NAT RES INC COM	02/17/2011	08/07/2012	1,056.00	2,158.00	-1,102.00
13. CLIFFS NAT RES INC COM	02/01/2011	11/08/2012	462.00	1,163.00	-701.00
17. COACH INC	02/17/2011	04/20/2012	1,295.00	963.00	332.00
13. COACH INC	09/01/2011	11/08/2012	712.00	734.00	-22.00
10. COCA COLA CO	10/08/2010	01/12/2012	675.00	595.00	80.00
14. COCA COLA CO	10/08/2010	04/20/2012	1,038.00	809.00	229.00
10. COCA COLA CO	09/01/2011	12/28/2012	361.00	354.00	7.00
3. ADR COCHLEAR LTD ADR UN	11/17/2011	12/28/2012	123.00	85.00	38.00
22. COGNIZANT TECHNOLOGY S	02/17/2011	03/15/2012	1,678.00	1,682.00	-4.00
9. COGNIZANT TECHNOLOGY SO	01/11/2011	04/20/2012	650.00	680.00	-30.00
65. COGNIZANT TECHNOLOGY S	12/30/2010	05/09/2012	3,941.00	3,765.00	176.00
4. COGNIZANT TECHNOLOGY SO	01/11/2011	05/09/2012	243.00	302.00	-59.00
30. COLGATE PALMOLIVE CO	02/01/2011	07/19/2012	3,168.00	2,307.00	861.00
17. COLGATE PALMOLIVE CO	09/12/2011	10/24/2012	1,812.00	1,495.00	317.00
27. COMCAST CORP NEW CL A	02/17/2011	04/20/2012	800.00	682.00	118.00
22. COMCAST CORP NEW CL A	11/19/2010	11/08/2012	803.00	445.00	358.00
33. COMCAST CORP NEW CL A	09/01/2011	11/08/2012	1,204.00	799.00	405.00
1. COMCAST CORP NEW CL A	01/12/2010	12/28/2012	37.00	16.00	21.00

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6a 1. CONCHO RES INC COM STK	08/15/2011	12/28/2012	79.00	87.00	-8.00
6. CONOCOPHILLIPS	03/30/2011	04/20/2012	438.00	483.00	-45.00 *
29. CONOCOPHILLIPS	04/18/2011	11/08/2012	1,635.00	1,767.00	-132.00
5. COSTCO WHSL CORP NEW	09/29/2010	02/29/2012	431.00	323.00	108.00
9. COSTCO WHSL CORP NEW	12/24/2009	04/20/2012	790.00	544.00	246.00
7. CUMMINS ENGINE INC	04/28/2011	07/13/2012	619.00	826.00	-207.00
7. CUMMINS ENGINE INC	11/04/2011	11/08/2012	686.00	741.00	-55.00
3. DBS GROUP HOLDINGS LTD- ADR	12/24/2009	12/28/2012	146.00	129.00	17.00
3. ADR DASSAULT SYS S A SP	11/17/2011	12/28/2012	336.00	243.00	93.00
7. DEERE & CO	02/17/2011	04/20/2012	567.00	667.00	-100.00
11. DEERE & CO	12/09/2010	07/17/2012	836.00	869.00	-33.00
13. DEERE & CO	02/17/2011	07/17/2012	988.00	1,191.00	-203.00
18. DEERE & CO	11/26/2010	08/16/2012	1,357.00	1,202.00	155.00
1. DEERE & CO	09/01/2011	12/28/2012	85.00	80.00	5.00
48. DEUTSCHE POST AG SPONS	11/19/2010	04/04/2012	892.00	906.00	-14.00
25. DEUTSCHE POST AG SPONS	10/22/2009	04/20/2012	462.00	471.00	-9.00
19. DEUTSCHE POST AG SPONS	02/01/2011	08/16/2012	370.00	356.00	14.00
42. DEUTSCHE POST AG SPONS	10/22/2009	08/16/2012	818.00	792.00	26.00
29. DEUTSCHE POST AG SPONS	02/01/2011	12/10/2012	625.00	544.00	81.00
13. WALT DISNEY CO	02/17/2011	04/20/2012	555.00	569.00	-14.00 *
8. WALT DISNEY CO	02/17/2011	04/26/2012	346.00	358.00	-12.00
4. WALT DISNEY CO	09/29/2008	05/02/2012	174.00	125.00	49.00
12. WALT DISNEY CO	02/17/2011	05/02/2012	522.00	530.00	-8.00
2. WALT DISNEY CO	09/01/2011	12/28/2012	99.00	67.00	32.00
24. DISCOVER FINL SVCS COM	03/29/2011	04/20/2012	793.00	589.00	204.00

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6a 25. DISCOVER FINL SVCS COM	09/15/2011	11/08/2012	1,027.00	668.00	359.00
2. DISCOVER FINL SVCS COM	09/15/2011	12/28/2012	76.00	52.00	24.00
35. E I DU PONT DE NEMOURS	10/22/2009	01/11/2012	1,657.00	1,195.00	462.00
18. E I DU PONT DE NEMOURS	02/11/2011	04/20/2012	948.00	983.00	-35.00
25. E I DU PONT DE NEMOURS	04/29/2011	11/08/2012	1,087.00	1,417.00	-330.00
1. DUNKIN BRANDS GROUP INC	12/06/2011	12/28/2012	32.00	26.00	6.00
26. EMC CORP MASS	02/11/2011	04/20/2012	726.00	704.00	22.00
61. EMC CORP MASS	06/14/2011	12/12/2012	1,503.00	1,656.00	-153.00
5. EMC CORP MASS	02/11/2011	12/28/2012	125.00	135.00	-10.00
20.00022 EATON VANCE CORP	02/01/2011	04/20/2012	531.00	616.00	-85.00 *
.99978 EATON VANCE CORP	02/01/2011	04/20/2012	27.00	31.00	-4.00
34. EATON VANCE CORP	02/01/2011	11/08/2012	967.00	1,077.00	-110.00
2. EBAY INC	10/14/2011	12/28/2012	100.00	67.00	33.00
13. EDISON INTL	02/17/2011	04/20/2012	556.00	480.00	76.00
17. EDISON INTL	09/01/2011	11/08/2012	761.00	629.00	132.00
7. EDISON INTL	12/24/2009	11/08/2012	314.00	249.00	65.00
52. ADR ENAGAS S A ADR	02/01/2011	04/20/2012	451.00	575.00	-124.00 *
82. ADR ENAGAS S A ADR	02/01/2011	05/22/2012	681.00	929.00	-248.00
56. ADR ENAGAS S A ADR	02/01/2011	08/31/2012	516.00	619.00	-103.00
20. ADR ENAGAS S A ADR	02/01/2011	09/04/2012	182.00	221.00	-39.00
77. ADR ENAGAS S A ADR	02/01/2011	12/20/2012	818.00	851.00	-33.00
8. ADR ENAGAS S A ADR	11/19/2010	12/20/2012	85.00	86.00	-1.00
2. ADR ENAGAS S A ADR	11/19/2010	12/28/2012	21.00	21.00	
13. ENDO PHARMACEUTICALS H	02/17/2011	04/20/2012	462.00	452.00	10.00
17. ENDO PHARMACEUTICALS H	02/17/2011	11/08/2012	442.00	589.00	-147.00

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6a 30. #REORG/ENSCO PLC SPON MANDATORY EXCHENSCO PLC 2G1	04/08/2011	04/17/2012	1,588.00	1,750.00	-162.00
12. EXPRESS SCRIPTS HLDG C	03/28/2011	04/20/2012	701.00	663.00	38.00
10. EXPRESS SCRIPTS HLDG C	02/23/2010	09/12/2012	622.00	442.00	180.00
18. EXPRESS SCRIPTS HLDG C	03/28/2011	09/12/2012	1,119.00	994.00	125.00
45. EXPRESS SCRIPTS HLDG C	10/18/2011	11/08/2012	2,473.00	1,829.00	644.00
7. EXXON MOBIL CORP	02/01/2011	04/20/2012	596.00	588.00	8.00
42. EXXON MOBIL CORP	02/01/2011	07/02/2012	3,568.00	3,526.00	42.00
8. EXXON MOBIL CORP	02/01/2011	11/08/2012	703.00	672.00	31.00
20. FANUC CORPORATION	11/17/2011	12/28/2012	614.00	552.00	62.00
200000. FEDERAL HOME LN MT DTD 07/16/2002 5.125% 07/15	02/08/2007	07/16/2012	200,000.00	201,324.00	-1,324.00
24.0007 FEDERATED INVS INC	02/01/2011	04/20/2012	497.00	645.00	-148.00
17.9993 FEDERATED INVS INC	02/01/2011	04/20/2012	373.00	484.00	-111.00 *
44. FEDERATED INVS INC PA	02/01/2011	11/08/2012	878.00	1,224.00	-346.00
1. FEDERATED INVS INC PA C	02/01/2011	12/28/2012	20.00	27.00	-7.00
10. FEDEX CORP	04/16/2010	10/08/2012	864.00	914.00	-50.00
14. FEDEX CORP	12/09/2009	12/05/2012	1,254.00	1,246.00	8.00
2. MFC FLEXSHARES TR MORNI GLOBAL UPSTREAM NAT RES IND	11/04/2011	11/08/2012	69.00	70.00	-1.00
6. MFC FLEXSHARES TR MORNI GLOBAL UPSTREAM NAT RES IND	11/04/2011	12/28/2012	209.00	210.00	-1.00 *
160. FORD MOTOR CO DEL	12/24/2009	01/30/2012	1,962.00	1,626.00	336.00
64. FORD MOTOR CO DEL	02/17/2011	04/20/2012	740.00	1,024.00	-284.00
46. FORD MOTOR CO DEL	04/04/2011	07/05/2012	440.00	720.00	-280.00
24. FORD MOTOR CO DEL	12/24/2009	07/05/2012	229.00	244.00	-15.00
85. FORD MOTOR CO DEL	12/24/2009	07/13/2012	785.00	831.00	-46.00
205. FORD MOTOR CO DEL	10/22/2009	08/02/2012	1,811.00	1,599.00	212.00
116. FORD MOTOR CO DEL	10/22/2009	10/01/2012	1,147.00	905.00	242.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2012

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Employer identification number

SARA H. WOODRUFF FOUNDATION 02-42312

59-6123443

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 70. FORD MOTOR CO DEL	09/01/2011	10/01/2012	692.00	771.00	-79.00
15. FREEPORT MCMORAN C & G STK	07/31/2011	08/07/2012	530.00	875.00	-345.00
8. FRESENIUS MED CARE AG & EACH REPR 1/3 NPV	11/17/2011	12/28/2012	273.00	278.00	-5.00
11. GAZPROM O A O SPONSORE	11/17/2011	12/28/2012	104.00	131.00	-27.00
10. ADR GEMALTO NV SPONSOR	02/01/2011	02/07/2012	277.00	261.00	16.00
1. ADR GEMALTO NV SPONSORE	11/19/2010	04/04/2012	33.00	22.00	11.00
25. ADR GEMALTO NV SPONSOR	02/01/2011	04/04/2012	821.00	652.00	169.00
11. ADR GEMALTO NV SPONSOR	11/19/2010	04/20/2012	376.00	238.00	138.00
40. ADR GEMALTO NV SPONSOR	11/19/2010	05/02/2012	1,521.00	865.00	656.00
37. ADR GEMALTO NV SPONSOR	11/19/2010	07/06/2012	1,293.00	800.00	493.00
15. ADR GEMALTO NV SPONSOR	11/19/2010	08/01/2012	565.00	309.00	256.00
22. ADR GEMALTO NV SPONSOR	05/18/2010	08/16/2012	778.00	451.00	327.00
9. ADR GEMALTO NV SPONSORE	05/18/2010	09/21/2012	404.00	177.00	227.00
30. GILEAD SCIENCES INC	02/15/2011	02/17/2012	1,395.00	1,170.00	225.00
24. GILEAD SCIENCES INC	03/31/2011	04/20/2012	1,241.00	1,021.00	220.00
33. GILEAD SCIENCES INC	03/24/2011	06/01/2012	1,612.00	1,390.00	222.00
14. GILEAD SCIENCES INC	04/08/2011	11/08/2012	898.00	579.00	319.00
2. GILEAD SCIENCES INC	04/08/2011	12/28/2012	145.00	82.00	63.00
26. ADR GIVAUDAN SA ADR	11/19/2010	04/20/2012	505.00	534.00	-29.00
15. ADR GIVAUDAN SA ADR	11/19/2010	12/28/2012	314.00	308.00	6.00
11. GOLDMAN SACHS GROUP IN	10/26/2010	02/09/2012	1,274.00	1,611.00	-337.00 *
5. GOLDMAN SACHS GROUP INC	10/26/2010	04/20/2012	565.00	733.00	-168.00 *
12. GOLDMAN SACHS GROUP IN	10/18/2011	12/12/2012	1,423.00	1,604.00	-181.00
20. GOLDMAN SACHS GROUP IN	10/26/2010	12/12/2012	2,372.00	2,909.00	-537.00
4. GOLDMAN SACHS GROUP INC	10/18/2011	12/13/2012	475.00	409.00	66.00

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(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 4. GOOGLE INC CL A	10/26/2010	01/26/2012	2,264.00	2,462.00	-198.00 *
3. GOOGLE INC CL A	10/26/2010	04/20/2012	1,815.00	2,096.00	-281.00
51. ADR GREEK ORGANISATION PROGNOSTICS SA ADR	02/01/2011	03/21/2012	242.00	550.00	-308.00
12. ADR GREEK ORGANISATION PROGNOSTICS SA ADR	02/01/2011	04/04/2012	53.00	129.00	-76.00
150. ADR GREEK ORGANISATION FOOTBALL PROGNOSTICS SA ADR	02/28/2011	05/18/2012	405.00	1,595.00	-1,190.00
117. ADR GREEK ORGANISATION FOOTBALL PROGNOSTICS SA ADR	05/11/2011	05/22/2012	291.00	1,209.00	-918.00
30. ADR GREEK ORGANISATION PROGNOSTICS SA ADR	06/14/2010	05/22/2012	75.00	241.00	-166.00
14. HSBC HLDGS PLC SPONS A	10/22/2009	04/20/2012	626.00	813.00	-187.00
8. HSBC HLDGS PLC SPONS AD	12/24/2009	11/08/2012	386.00	460.00	-74.00 *
5. HALLIBURTON CO	09/01/2011	11/08/2012	154.00	220.00	-66.00
2. HALLIBURTON CO	11/08/2011	12/28/2012	68.00	78.00	-10.00
29. HARLEY DAVIDSON INC	08/03/2011	08/07/2012	1,231.00	1,265.00	-34.00
31. HARLEY DAVIDSON INC	08/08/2011	08/15/2012	1,285.00	1,205.00	80.00
4. HOLLYFRONTIER CORP COM	05/17/2011	12/28/2012	180.00	112.00	68.00
18. HOME DEPOT INC	10/22/2009	04/20/2012	932.00	483.00	449.00
15. HOME DEPOT INC	10/22/2009	04/30/2012	776.00	402.00	374.00
20. HOME DEPOT INC	10/22/2009	08/01/2012	1,036.00	536.00	500.00
15. HOME DEPOT INC	09/01/2011	11/21/2012	960.00	496.00	464.00
10. HONDA MTR LTD ADR HOND JAPAN	03/17/2011	04/04/2012	371.00	386.00	-15.00
15. HONDA MTR LTD ADR HOND JAPAN	03/17/2011	04/20/2012	530.00	578.00	-48.00
57. HONDA MTR LTD ADR HOND JAPAN	11/19/2010	09/28/2012	1,752.00	1,783.00	-31.00
55. HONDA MTR LTD ADR HOND JAPAN	09/01/2011	09/28/2012	1,691.00	1,920.00	-229.00
63. HONDA MTR LTD ADR HOND JAPAN	06/07/2010	11/13/2012	1,860.00	1,811.00	49.00
240. ADR HOYA CORP SPONSOR	11/17/2011	12/04/2012	4,623.00	5,134.00	-511.00
9. ADR ICICI BK LTD	11/17/2011	12/28/2012	392.00	276.00	116.00

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Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 15. ILLUMINA INC	02/17/2011	05/09/2012	671.00	1,084.00	-413.00
23. ILLUMINA INC	11/19/2010	05/09/2012	1,029.00	1,086.00	-57.00
3. ILLUMINA INC	05/10/2011	12/28/2012	165.00	226.00	-61.00
5. IMPERIAL OIL LTD NEW	11/17/2011	12/28/2012	213.00	207.00	6.00
25. INTEL CORP	03/24/2010	04/20/2012	694.00	562.00	132.00
16. INTEL CORP	02/17/2011	11/08/2012	336.00	352.00	-16.00
25. INTEL CORP	03/24/2010	11/08/2012	524.00	562.00	-38.00
1. INTEL CORP	02/17/2011	12/28/2012	20.00	22.00	-2.00
9. INTL BUSINESS MACHINES	09/27/2010	01/11/2012	1,644.00	1,196.00	448.00
7. INTL BUSINESS MACHINES	02/17/2011	04/20/2012	1,396.00	1,150.00	246.00
1. INTL BUSINESS MACHINES	08/15/2011	11/09/2012	190.00	173.00	17.00
2. ADR ITAU UNIBANCO HLDG ADR REPSTG 500 PFD PFD ADR	11/17/2011	12/28/2012	33.00	36.00	-3.00 *
20. JOHNSON & JOHNSON	02/01/2011	02/10/2012	1,288.00	1,215.00	73.00
15. JOHNSON & JOHNSON	02/01/2011	02/13/2012	969.00	911.00	58.00
15. JOHNSON & JOHNSON	02/01/2011	02/15/2012	968.00	911.00	57.00
8. JOHNSON & JOHNSON	02/17/2011	04/20/2012	510.00	487.00	23.00
13. JOHNSON & JOHNSON	09/01/2011	11/08/2012	908.00	844.00	64.00
45. JUNIPER NETWORKS INC	11/19/2010	05/16/2012	777.00	1,572.00	-795.00
22. ADR KDDI CORP ADR	10/26/2011	11/08/2012	418.00	412.00	6.00
1. ADR KDDI CORP ADR	10/26/2011	12/28/2012	18.00	19.00	-1.00
15. KELLOGG CO	02/17/2011	04/20/2012	811.00	796.00	15.00
69. KELLOGG CO	02/01/2011	06/01/2012	3,331.00	3,464.00	-133.00
26. KELLOGG CO	02/01/2011	07/02/2012	1,283.00	1,305.00	-22.00
18. KIMBERLY CLARK CORP	10/22/2009	02/22/2012	1,282.00	1,138.00	144.00
15. KIMBERLY CLARK CORP	02/17/2011	02/22/2012	1,069.00	981.00	88.00

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Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 14. KIMBERLY CLARK CORP	06/09/2011	11/08/2012	1,169.00	920.00	249.00
91. KIMBERLY CLARK CORP	06/14/2011	12/05/2012	7,713.00	5,979.00	1,734.00
11. KRAFT FOODS INC CL A	02/17/2011	04/20/2012	425.00	340.00	85.00
.67 KRAFT FOODS GROUP INC	02/17/2011	10/02/2012	31.00	22.00	9.00
4. KRAFT FOODS GROUP INC C	02/17/2011	11/08/2012	177.00	130.00	47.00
6. KRAFT FOODS GROUP INC C	03/24/2010	11/08/2012	265.00	194.00	71.00
20. KRAFT FOODS GROUP INC	05/18/2010	11/09/2012	875.00	641.00	234.00
8. ADR LI & FUNG LTD ADR	11/17/2011	12/28/2012	27.00	31.00	-4.00
13. ADR L OREAL CO ADR	11/17/2011	12/28/2012	358.00	273.00	85.00
7. ADR LVMH MOET HENNESSY VUITTON ADR	11/09/2010	12/28/2012	254.00	228.00	26.00
20. LAS VEGAS SANDS CORP	08/02/2010	01/11/2012	898.00	421.00	477.00
10. LAS VEGAS SANDS CORP	10/22/2009	02/09/2012	526.00	168.00	358.00
1. LAS VEGAS SANDS CORP	10/22/2009	03/09/2012	55.00	17.00	38.00
15. LAS VEGAS SANDS CORP	02/17/2011	03/09/2012	821.00	734.00	87.00
14. LAS VEGAS SANDS CORP	03/28/2011	04/20/2012	815.00	590.00	225.00
33. LAS VEGAS SANDS CORP	10/22/2009	08/01/2012	1,229.00	553.00	676.00
1. LAS VEGAS SANDS CORP	03/28/2011	08/01/2012	37.00	42.00	-5.00
3. LAS VEGAS SANDS CORP	09/01/2011	12/28/2012	135.00	140.00	-5.00 *
30. LAUDER ESTEE COS INC C	02/01/2011	02/15/2012	1,654.00	1,221.00	433.00
19. LAUDER ESTEE COS INC C	02/17/2011	04/20/2012	1,225.00	891.00	334.00
9. LIMITED INC	04/12/2011	04/20/2012	444.00	334.00	110.00
3. LIMITED INC	07/08/2011	12/28/2012	138.00	121.00	17.00
31. LINDE AG-SPONSORED ADR	02/15/2011	04/04/2012	528.00	475.00	53.00
41. LINDE AG-SPONSORED ADR	02/25/2011	04/20/2012	701.00	625.00	76.00
3. LINKEDIN CORP CL A	11/18/2011	12/28/2012	340.00	216.00	124.00

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6a 6. LOCKHEED MARTIN CORP	06/14/2011	11/08/2012	541.00	479.00	62.00
26. ADR LONZA GROUP AG ADR	11/17/2011	12/28/2012	138.00	151.00	-13.00
40. LOWES COMPANIES INC	02/17/2011	04/20/2012	1,272.00	1,047.00	225.00
16. LOWES COMPANIES INC	05/18/2010	04/20/2012	509.00	395.00	114.00
11. LOWES COMPANIES INC	12/24/2009	05/17/2012	313.00	261.00	52.00
83. LOWES COMPANIES INC	12/24/2009	05/21/2012	2,119.00	1,827.00	292.00
91. LOWES COMPANIES INC	10/22/2009	05/22/2012	2,309.00	1,926.00	383.00
39. LOWES COMPANIES INC	10/22/2009	11/08/2012	1,274.00	825.00	449.00
2. LULULEMON ATHLETICA INC	09/12/2011	12/28/2012	150.00	110.00	40.00
27. MARATHON OIL CORP	02/17/2011	04/20/2012	799.00	820.00	-21.00
158. MARATHON OIL CORP	02/17/2011	05/09/2012	4,182.00	4,494.00	-312.00
85. MARATHON OIL CORP	11/19/2010	05/09/2012	2,250.00	1,784.00	466.00
33. MARATHON OIL CORP	07/13/2011	11/08/2012	988.00	1,049.00	-61.00
13. MARSH & MCLENNAN COS I	02/17/2011	04/20/2012	422.00	400.00	22.00
12. MARSH & MCLENNAN COS I	11/19/2010	11/08/2012	412.00	303.00	109.00
22. MARSH & MCLENNAN COS I	02/17/2011	11/08/2012	756.00	677.00	79.00
2. MARSH & MCLENNAN COS IN	11/19/2010	12/28/2012	69.00	51.00	18.00
3. MASTERCARD INC CL A	05/01/2009	01/05/2012	1,055.00	502.00	553.00
2. MASTERCARD INC CL A	02/17/2011	03/27/2012	864.00	504.00	360.00
9. MASTERCARD INC CL A	04/12/2011	04/20/2012	3,969.00	2,288.00	1,681.00
2. MASTERCARD INC CL A	07/07/2011	08/02/2012	845.00	639.00	206.00
1. MASTERCARD INC CL A	09/01/2011	12/28/2012	487.00	333.00	154.00
10. MEAD JOHNSON NUTRITION	11/19/2010	01/11/2012	725.00	602.00	123.00
7. MEAD JOHNSON NUTRITION	11/30/2010	04/20/2012	589.00	420.00	169.00
5. MEAD JOHNSON NUTRITION	09/01/2011	11/30/2012	342.00	356.00	-14.00

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6a 3. MEAD JOHNSON NUTRITION	11/30/2010	11/30/2012	205.00	180.00	25.00
5. MEAD JOHNSON NUTRITION	04/22/2010	12/05/2012	338.00	263.00	75.00
10. MEAD JOHNSON NUTRITION	03/23/2010	12/14/2012	661.00	520.00	141.00
10. MEAD JOHNSON NUTRITION	03/23/2010	12/17/2012	659.00	502.00	157.00
10. MEAD JOHNSON NUTRITION	02/26/2010	12/28/2012	654.00	473.00	181.00
6. MERCK & CO INC	02/17/2011	04/20/2012	232.00	199.00	33.00
5. MERCK & CO INC	12/24/2009	04/20/2012	194.00	185.00	9.00
26. MERCK & CO INC	07/15/2011	11/08/2012	1,149.00	934.00	215.00
77. MERCK & CO INC	07/15/2011	12/17/2012	3,362.00	2,745.00	617.00
23. MICROSOFT CORP COM	02/01/2011	04/20/2012	751.00	645.00	106.00
114. MICROSOFT CORP COM	02/01/2011	05/09/2012	3,508.00	3,198.00	310.00
63. MICROSOFT CORP COM	04/20/2011	08/27/2012	1,927.00	1,703.00	224.00
60. MICROSOFT CORP COM	09/01/2011	09/05/2012	1,816.00	1,563.00	253.00
15. MICROSOFT CORP COM	04/20/2011	11/08/2012	436.00	388.00	48.00
14. MONDELEZ INTL INC COM	02/17/2011	11/08/2012	366.00	281.00	85.00
22. MONDELEZ INTL INC COM	03/24/2010	11/08/2012	575.00	439.00	136.00
2. MONDELEZ INTL INC COM	03/24/2010	12/28/2012	50.00	40.00	10.00
5. MONSANTO CO NEW	01/11/2011	01/23/2012	400.00	363.00	37.00
23. MONSANTO CO NEW	02/17/2011	03/15/2012	1,821.00	1,694.00	127.00
18. MONSANTO CO NEW	01/11/2011	04/20/2012	1,393.00	1,307.00	86.00
5. MONSANTO CO NEW	01/11/2011	11/08/2012	435.00	363.00	72.00
14. MOTOROLA SOLUTIONS INC	02/11/2011	04/20/2012	691.00	553.00	138.00
25. MOTOROLA SOLUTIONS INC	09/01/2011	11/08/2012	1,343.00	999.00	344.00
1. MOTOROLA SOLUTIONS INC	02/11/2011	12/28/2012	54.00	40.00	14.00
14. ADR MTN GROUP LTD SPON	11/17/2011	12/28/2012	296.00	234.00	62.00

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6a 31. ADR MUNICH RE GROUP AD	05/04/2010	04/04/2012	452.00	429.00	23.00
33. ADR MUNICH RE GROUP AD	05/04/2010	04/20/2012	501.00	456.00	45.00
170. ADR MUNICH RE GROUP A	09/24/2010	06/06/2012	2,140.00	2,258.00	-118.00
30. ADR MUNICH RE GROUP AD	07/21/2011	09/21/2012	485.00	461.00	24.00
12. ADR MUNICH RE GROUP AD	07/21/2011	12/28/2012	215.00	185.00	30.00
25. NATIONAL-OILWELL INC	12/08/2010	02/07/2012	2,049.00	1,537.00	512.00
3. NATIONAL-OILWELL INC	02/17/2011	04/20/2012	235.00	244.00	-9.00
14. NATIONAL-OILWELL INC	10/28/2010	04/20/2012	1,097.00	740.00	357.00
11. NATIONAL-OILWELL INC	05/26/2011	07/13/2012	743.00	799.00	-56.00
21. NATIONAL-OILWELL INC	07/27/2011	11/08/2012	1,473.00	1,713.00	-240.00
31. NATIONAL-OILWELL INC	07/27/2011	11/21/2012	2,219.00	2,394.00	-175.00
11. NATIONAL-OILWELL INC	08/16/2011	11/26/2012	781.00	767.00	14.00
8. NATIONAL-OILWELL INC	09/01/2011	12/07/2012	545.00	531.00	14.00
8. NATIONAL-OILWELL INC	09/01/2011	12/10/2012	544.00	528.00	16.00
8. NATIONAL-OILWELL INC	10/28/2010	12/13/2012	524.00	423.00	101.00
23. NATIONAL-OILWELL INC	10/28/2010	12/17/2012	1,517.00	1,215.00	302.00
9. NESTLE S A SPONSORED AD SH	09/01/2011	11/08/2012	568.00	564.00	4.00
96. NETAPP INC COM STK	02/19/2010	02/17/2012	4,020.00	2,946.00	1,074.00
16. NETAPP INC COM STK	02/17/2011	04/20/2012	628.00	877.00	-249.00
9. NETAPP INC COM STK	02/17/2011	05/24/2012	258.00	493.00	-235.00
20. NETAPP INC COM STK	10/22/2009	05/24/2012	573.00	583.00	-10.00
24. NETAPP INC COM STK	10/22/2009	06/11/2012	714.00	699.00	15.00
10. NIKE INC CLASS B	02/17/2011	03/15/2012	1,107.00	861.00	246.00
5. NIKE INC CLASS B	12/30/2010	03/15/2012	554.00	429.00	125.00
8. NIKE INC CLASS B	12/30/2010	04/20/2012	889.00	687.00	202.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2012

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SARA H. WOODRUFF FOUNDATION 02-42312

59-6123443

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 13. NIKE INC CLASS B	12/30/2010	07/02/2012	1,156.00	1,116.00	40.00
6. NIKE INC CLASS B	12/06/2011	12/28/2012	308.00	289.00	19.00
887. MFB NORTHN FDS MULTI-GLOBAL REALSTATE FD	11/04/2011	11/08/2012	16,170.00	15,467.00	703.00
53. MFB NORTHN FDS MULTI-M GLOBAL REALSTATE FD	11/04/2011	12/28/2012	961.00	905.00	56.00
159. MFB NORTHN FDS MULTI-EMERGING MKTS EQTY FD	09/01/2011	12/28/2012	3,021.00	3,339.00	-318.00
2. MFB NORTHN MULTIMGR SMA	06/06/2011	11/08/2012	19.00	21.00	-2.00
26. MFB NORTHN MULTIMGR SM	11/04/2011	12/28/2012	249.00	260.00	-11.00
744. MFB NORTHN MULTIMGR M	12/16/2010	04/20/2012	9,069.00	8,601.00	468.00
557. MFB NORTHN MULTIMGR M	12/16/2010	12/28/2012	6,500.00	6,439.00	61.00
301. MFB NORTHN FDS SMALL	12/16/2010	04/20/2012	4,641.00	4,355.00	286.00
116. MFB NORTHN FDS SMALL	12/16/2010	11/08/2012	1,798.00	1,679.00	119.00
24. MFB NORTHN FDS SMALL C	12/16/2010	12/28/2012	385.00	347.00	38.00
10. NORTHROP GRUMMAN CORP	02/17/2011	04/20/2012	617.00	623.00	-6.00
17. NORTHROP GRUMMAN CORP	11/19/2010	11/08/2012	1,120.00	976.00	144.00
3. ADR NOVARTIS AG SPONSOR #US66987V1098	10/22/2009	04/04/2012	165.00	157.00	8.00
17. ADR NOVARTIS AG SPONSO #US66987V1098	10/22/2009	04/20/2012	960.00	887.00	73.00
19. ADR NOVARTIS AG SPONSO #US66987V1098	05/03/2011	06/11/2012	990.00	1,130.00	-140.00
21. ADR NOVARTIS AG SPONSO #US66987V1098	10/22/2009	09/28/2012	1,283.00	1,096.00	187.00
36. ADR NOVARTIS AG SPONSO #US66987V1098	09/01/2011	09/28/2012	2,199.00	2,129.00	70.00
7. ADR NOVARTIS AG SPONSOR #US66987V1098	10/22/2009	11/08/2012	421.00	365.00	56.00
4. ADR NOVARTIS AG SPONSOR #US66987V1098	10/22/2009	12/19/2012	256.00	209.00	47.00
1. ADR NOVARTIS AG SPONSOR #US66987V1098	10/22/2009	12/28/2012	63.00	52.00	11.00
3. NOVO NORDISK A S ADR	02/14/2011	03/27/2012	421.00	368.00	53.00
7. NOVO NORDISK A S ADR	02/16/2011	04/20/2012	1,063.00	856.00	207.00
6. NOVO NORDISK A S ADR	07/21/2011	08/16/2012	948.00	751.00	197.00

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Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 4. NOVO NORDISK A S ADR	07/21/2011	08/20/2012	628.00	500.00	128.00
4. NOVO NORDISK A S ADR	07/27/2011	08/22/2012	624.00	496.00	128.00
6. NOVO NORDISK A S ADR	07/27/2011	09/17/2012	922.00	732.00	190.00
20. OCCIDENTAL PETROLEUM C	02/16/2011	04/17/2012	1,774.00	2,102.00	-328.00
60. ORACLE CORPORATION	11/19/2010	01/05/2012	1,589.00	1,668.00	-79.00
25. ORACLE CORPORATION	10/07/2010	01/11/2012	673.00	693.00	-20.00
35. ORACLE CORPORATION	10/07/2010	01/23/2012	991.00	958.00	33.00
65. ORACLE CORPORATION	02/25/2011	03/07/2012	1,960.00	2,148.00	-188.00
131. ORACLE CORPORATION	09/27/2010	03/15/2012	3,930.00	3,330.00	600.00
17. ORACLE CORPORATION	04/15/2011	04/20/2012	499.00	578.00	-79.00
48. ORACLE CORPORATION	03/31/2011	05/02/2012	1,427.00	1,570.00	-143.00
24. ORACLE CORPORATION	05/18/2010	06/01/2012	622.00	397.00	225.00
5. ORACLE CORPORATION	03/24/2011	06/01/2012	130.00	161.00	-31.00
74. ADR PETROFAC LTD ADS	05/11/2011	05/17/2012	874.00	909.00	-35.00
31. ADR PETROFAC LTD ADS	06/22/2011	08/16/2012	358.00	388.00	-30.00
5. ADR PETROLEO BRASILEIRO PETROBRAS SPONSORED ADR NON	09/01/2011	10/04/2012	111.00	133.00	-22.00
170. ADR PETROLEO BRASILEI PETROBRAS SPONSORED ADR NON	11/19/2010	10/04/2012	3,771.00	6,016.00	-2,245.00
17. PFIZER INC	04/12/2011	04/20/2012	385.00	349.00	36.00
61. PFIZER INC	04/12/2011	11/08/2012	1,476.00	1,248.00	228.00
3. PFIZER INC	03/31/2011	12/28/2012	75.00	61.00	14.00
7. PHILIP MORRIS INTERNATI	02/17/2011	04/20/2012	616.00	426.00	190.00
8. PHILIP MORRIS INTERNATI	02/17/2011	11/08/2012	692.00	487.00	205.00
.5 PHILLIPS 66 COM	03/04/2011	05/01/2012	16.00	19.00	-3.00
19. PHILLIPS 66 COM	12/24/2009	05/29/2012	588.00	464.00	124.00
64. PHILLIPS 66 COM	03/24/2011	05/29/2012	1,981.00	2,379.00	-398.00

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Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 75. PIMCO COMMODITY REALRE STRATEGY FUND	02/17/2011	11/08/2012	512.00	684.00	-172.00
20. POSTNL N V SPONSORED A	02/01/2011	04/04/2012	116.00	299.00	-183.00
170. POSTNL N V SPONSORED	12/16/2010	04/04/2012	988.00	2,298.00	-1,310.00
.25 POSTNL N V SPONSORED A	07/21/2011	08/14/2012	1.00	2.00	-1.00
239. POSTNL N V SPONSORED	09/01/2011	11/08/2012	752.00	1,814.00	-1,062.00
45. POSTNL N V SPONSORED A	09/01/2011	11/09/2012	137.00	232.00	-95.00
646. POSTNL N V SPONSORED	11/08/2011	11/12/2012	1,983.00	2,756.00	-773.00
4. POSTNL N V SPONSORED AD	11/08/2011	12/28/2012	15.00	15.00	
84. POTASH CORP. OF SASKAT	03/26/2010	01/30/2012	3,962.00	3,270.00	692.00
5. PRECISION CASTPARTS COR	03/23/2011	04/20/2012	870.00	720.00	150.00
2. PRECISION CASTPARTS COR	09/01/2011	12/28/2012	373.00	323.00	50.00
1. PRICELINE COM INC COM	02/25/2011	03/27/2012	730.00	461.00	269.00
2. PRICELINE COM INC COM	02/25/2011	04/20/2012	1,440.00	922.00	518.00
1. PRICELINE COM INC COM	11/19/2010	04/30/2012	762.00	409.00	353.00
2. PRICELINE COM INC COM	02/25/2011	04/30/2012	1,525.00	899.00	626.00
1. PRICELINE COM INC COM	05/06/2011	08/09/2012	561.00	524.00	37.00
3. PRICELINE COM INC COM	11/30/2010	08/09/2012	1,684.00	748.00	936.00
5. PRICELINE COM INC COM	10/22/2009	08/16/2012	2,937.00	875.00	2,062.00
190. PROGRESS ENERGY INC	05/18/2010	01/26/2012	10,381.00	7,367.00	3,014.00
15. QUALCOMM INC	12/10/2010	01/11/2012	835.00	741.00	94.00
33. QUALCOMM INC	03/30/2011	04/20/2012	2,083.00	1,813.00	270.00
7. QUALCOMM INC	01/11/2011	06/18/2012	398.00	364.00	34.00
51. QUALCOMM INC	12/10/2010	06/18/2012	2,897.00	2,360.00	537.00
15. QUALCOMM INC	09/01/2011	09/17/2012	967.00	771.00	196.00
20. QUALCOMM INC	09/01/2011	11/09/2012	1,237.00	1,026.00	211.00

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6a 17. QUALCOMM INC	09/22/2011	11/15/2012	1,043.00	861.00	182.00
19. QUEST DIAGNOSTICS INC	12/24/2009	11/08/2012	1,100.00	1,168.00	-68.00
5. RALPH LAUREN CORP CL A	05/18/2010	04/20/2012	859.00	436.00	423.00
1. RALPH LAUREN CORP CL A	06/16/2011	12/28/2012	148.00	122.00	26.00
11. RAYTHEON CO NEW	04/15/2011	04/20/2012	585.00	538.00	47.00
21. RAYTHEON CO NEW	04/15/2011	11/08/2012	1,163.00	1,028.00	135.00
13. RED HAT INC	10/18/2010	04/20/2012	789.00	518.00	271.00
3. RED HAT INC	07/07/2011	12/28/2012	157.00	140.00	17.00
25.0017 ADR REED ELSEVIER SPONSORED ADR NEW STK NEW	02/01/2011	04/20/2012	603.00	666.00	-63.00 *
9.9983 ADR REED ELSEVIER N ADR NEW STK NEW	02/01/2011	04/20/2012	241.00	266.00	-25.00
3. ADR REED ELSEVIER N V S NEW STK NEW	02/01/2011	10/04/2012	82.00	82.00	
27. ADR REED ELSEVIER N V ADR NEW STK NEW	02/01/2011	10/05/2012	744.00	733.00	11.00
19. ADR REED ELSEVIER N V ADR NEW STK NEW	02/01/2011	11/08/2012	511.00	506.00	5.00
11. ADR REED ELSEVIER N V ADR NEW STK NEW	02/01/2011	12/18/2012	320.00	293.00	27.00
2. ADR REED ELSEVIER N V S NEW STK NEW	02/01/2011	12/28/2012	58.00	53.00	5.00
18. #REORG/REXAM PLC REVER SPLIT REXAM PLC 2M1XAG1 EFF	02/25/2011	04/04/2012	596.00	529.00	67.00
6. #REORG/REXAM PLC REVERS SPLIT REXAM PLC 2M1XAG1 EFF	11/19/2010	04/20/2012	208.00	150.00	58.00
7. #REORG/REXAM PLC REVERS SPLIT REXAM PLC 2M1XAG1 EFF	02/25/2011	04/20/2012	242.00	206.00	36.00
7. #REORG/REXAM PLC REVERS SPLIT REXAM PLC 2M1XAG1 EFF	09/01/2011	12/28/2012	245.00	203.00	42.00
7. RIO TINTO PLC SPONSORED	05/18/2010	11/08/2012	345.00	317.00	28.00
20. RIO TINTO PLC SPONSORE	10/22/2009	11/08/2012	985.00	985.00	
25. RIVERBED TECHNOLOGY IN	01/11/2011	01/30/2012	594.00	970.00	-376.00
19. ADR ROCHE HLDG LTD SPO ISIN #US771195104	10/22/2009	04/20/2012	880.00	770.00	110.00
18. ADR ROCHE HLDG LTD SPO ISIN #US771195104	10/22/2009	05/17/2012	731.00	729.00	2.00
6. ADR ROCHE HLDG LTD SPON ISIN #US771195104	10/22/2009	11/08/2012	285.00	243.00	42.00

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6a 5. ADR ROCHE HLDG LTD SPON ISIN #US771195104	09/01/2011	11/08/2012	237.00	225.00	12.00
12. ADR ROCHE HLDG LTD SPO ISIN #US771195104	10/22/2009	12/19/2012	615.00	486.00	129.00
1. ADR ROCHE HLDG LTD SPON ISIN #US771195104	10/22/2009	12/28/2012	50.00	41.00	9.00
40. ROLLS ROYCE HOLDINGS P ADR ROLLS-RO SPONSORED ADR	10/22/2009	01/11/2012	2,333.00	1,558.00	775.00
6. ROLLS ROYCE HOLDINGS PL ADR ROLLS-RO SPONSORED ADR	10/22/2009	03/09/2012	391.00	234.00	157.00
5. ROLLS ROYCE HOLDINGS PL ADR ROLLS-RO SPONSORED ADR	02/25/2011	03/09/2012	325.00	248.00	77.00
9. ROLLS ROYCE HOLDINGS PL ADR ROLLS-RO SPONSORED ADR	03/30/2011	04/20/2012	602.00	452.00	150.00
10. ROLLS ROYCE HOLDINGS P ADR ROLLS-RO SPONSORED ADR	04/26/2011	05/16/2012	658.00	528.00	130.00
10. ROLLS ROYCE HOLDINGS P ADR ROLLS-RO SPONSORED ADR	04/26/2011	08/16/2012	674.00	528.00	146.00
4. ROLLS ROYCE HOLDINGS PL ADR ROLLS-RO SPONSORED ADR	04/26/2011	12/28/2012	284.00	211.00	73.00
7. ROSS STORES INC	08/24/2011	11/08/2012	391.00	258.00	133.00
13. RYANAIR HLDGS PLC SPON	07/25/2011	11/08/2012	459.00	357.00	102.00
86. SNAM SPA UNSP ADR EA R SHS	02/01/2011	11/08/2012	724.00	940.00	-216.00
1. SNAM SPA UNSP ADR EA RE	02/01/2011	12/28/2012	9.00	11.00	-2.00 *
35. MFC SPDR GOLD TR GOLD	11/04/2011	11/08/2012	5,848.00	5,989.00	-141.00
7. MFC SPDR GOLD TR GOLD S	11/04/2011	12/28/2012	1,122.00	1,198.00	-76.00
20. SAFEWAY INC COM NEW	05/18/2010	04/20/2012	441.00	478.00	-37.00
40. SAFEWAY INC COM NEW	05/18/2010	11/08/2012	650.00	921.00	-271.00 *
1. SAFEWAY INC COM NEW	06/05/2010	12/28/2012	18.00	24.00	-6.00
6. SALESFORCE COM INC COM	11/26/2010	01/05/2012	591.00	878.00	-287.00
12. SALESFORCE COM INC COM	11/26/2010	04/20/2012	1,925.00	1,756.00	169.00
9. SALESFORCE COM INC COM	04/25/2011	05/14/2012	1,232.00	1,260.00	-28.00
2. SALESFORCE COM INC COM	11/26/2010	05/14/2012	274.00	293.00	-19.00
3. SALESFORCE COM INC COM	07/25/2011	11/08/2012	429.00	449.00	-20.00
50. SANDISK CORP	07/09/2010	01/30/2012	2,310.00	2,239.00	71.00

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6a 19. SANOFI-AVENTIS SPONSOR	02/01/2011	04/20/2012	712.00	673.00	39.00
24. SANOFI-AVENTIS SPONSOR	08/16/2011	08/27/2012	981.00	893.00	88.00
25. SANOFI-AVENTIS SPONSOR	09/01/2011	11/08/2012	1,081.00	900.00	181.00
12. SANOFI-AVENTIS SPONSOR	08/16/2011	12/19/2012	561.00	421.00	140.00
7. SAP AKTIENGESELLSCHAFT ADR	09/06/2011	11/08/2012	501.00	356.00	145.00
11. SAP AKTIENGESELLSCHAFT ADR	11/17/2011	12/12/2012	879.00	654.00	225.00
3. ADR SASOL LTD SPONSORED	11/17/2011	12/28/2012	129.00	140.00	-11.00
15. SCHLUMBERGER LTD ISIN 6	02/17/2011	03/15/2012	1,122.00	1,416.00	-294.00
7. SCHLUMBERGER LTD ISIN #	02/23/2010	03/15/2012	523.00	427.00	96.00
11. SCHLUMBERGER LTD ISIN 6	02/23/2010	04/20/2012	802.00	515.00	287.00
37. SCHLUMBERGER LTD ISIN 6	12/08/2008	06/26/2012	2,211.00	1,534.00	677.00
23. ADR SCHNEIDER ELEC SA	11/17/2011	12/28/2012	330.00	244.00	86.00
60. ADR SHIN ETSU CHEM CO	02/01/2011	04/04/2012	829.00	874.00	-45.00
74. ADR SHIN ETSU CHEM CO	04/26/2010	04/04/2012	1,023.00	1,095.00	-72.00
95. ADR SHIN ETSU CHEM CO	12/24/2009	04/05/2012	1,320.00	1,374.00	-54.00
15. ADR SHIN ETSU CHEM CO	12/24/2009	12/28/2012	225.00	217.00	8.00
5. SHIRE PHARMACEUTICALS G SPONSORE	10/22/2009	02/13/2012	533.00	255.00	278.00
3. SHIRE PHARMACEUTICALS G SPONSORE	10/22/2009	02/15/2012	322.00	153.00	169.00
2. SHIRE PHARMACEUTICALS G SPONSORE	10/22/2009	04/20/2012	198.00	102.00	96.00
2. SHIRE PHARMACEUTICALS G SPONSORE	11/08/2011	12/28/2012	183.00	196.00	-13.00
7. SIEMENS AG-ADR	11/19/2010	04/20/2012	652.00	816.00	-164.00 *
19. SIEMENS AG-ADR	11/19/2010	10/12/2012	1,875.00	2,045.00	-170.00
12. SIEMENS AG-ADR	07/29/2010	12/28/2012	1,294.00	1,189.00	105.00
13. ADR SINGAPORE AIRLS LT	02/01/2011	04/20/2012	220.00	304.00	-84.00 *
10. ADR SINGAPORE AIRLS LT	11/19/2010	04/20/2012	170.00	250.00	-80.00 *

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6a 10. ADR SINGAPORE AIRLS LT	11/19/2010	12/19/2012	179.00	251.00	-72.00
13. ADR SINGAPORE AIRLS LT	02/01/2011	12/19/2012	232.00	306.00	-74.00
1. ADR SINGAPORE AIRLS LTD	02/01/2011	12/28/2012	18.00	23.00	-5.00
13. ADR SONOVA HLDG AG UNS	11/17/2011	12/28/2012	287.00	265.00	22.00
50. ADR SONY FINL HLDGS IN	11/19/2010	02/02/2012	835.00	900.00	-65.00
16. ADR SONY FINL HLDGS IN	11/19/2010	04/04/2012	278.00	288.00	-10.00
31. ADR SONY FINL HLDGS IN	11/19/2010	04/20/2012	513.00	507.00	6.00
72. ADR SONY FINL HLDGS IN	06/06/2011	08/16/2012	1,217.00	1,288.00	-71.00
27. ADR SONY FINL HLDGS IN	10/22/2009	09/21/2012	471.00	405.00	66.00
63. ADR SONY FINL HLDGS IN	09/01/2011	09/21/2012	1,099.00	1,071.00	28.00
69. ADR SONY FINL HLDGS IN	10/22/2009	10/10/2012	1,181.00	1,036.00	145.00
10. ADR SONY FINL HLDGS IN	10/22/2009	12/28/2012	177.00	150.00	27.00
35. STARBUCKS CORP	02/17/2011	03/15/2012	1,855.00	1,173.00	682.00
10. STARBUCKS CORP	11/19/2010	03/15/2012	530.00	284.00	246.00
14. STARBUCKS CORP	03/24/2011	03/27/2012	788.00	526.00	262.00
1. STARBUCKS CORP	03/24/2011	04/20/2012	60.00	38.00	22.00
39. STARBUCKS CORP	08/24/2010	04/20/2012	2,327.00	911.00	1,416.00
15. STARBUCKS CORP	08/24/2010	04/30/2012	860.00	349.00	511.00
5. STARBUCKS CORP	05/18/2011	06/28/2012	260.00	183.00	77.00
5. STARBUCKS CORP	05/18/2011	07/02/2012	263.00	183.00	80.00
17. STARBUCKS CORP	05/18/2011	07/24/2012	855.00	606.00	249.00
8. STARBUCKS CORP	05/17/2011	08/02/2012	346.00	282.00	64.00
11. STARBUCKS CORP	08/24/2010	08/02/2012	476.00	253.00	223.00
13. STARBUCKS CORP	08/24/2010	08/07/2012	588.00	299.00	289.00
16. STARBUCKS CORP	09/01/2011	09/28/2012	810.00	613.00	197.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2012

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

SARA H. WOODRUFF FOUNDATION 02-42312

59-6123443

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 3. STARBUCKS CORP	01/12/2010	10/01/2012	150.00	68.00	82.00
19. STARBUCKS CORP	09/01/2011	10/01/2012	952.00	728.00	224.00
16. STARBUCKS CORP	01/12/2010	10/04/2012	784.00	365.00	419.00
10. STARBUCKS CORP	01/12/2010	10/05/2012	487.00	228.00	259.00
32. STARBUCKS CORP	01/12/2010	10/10/2012	1,499.00	721.00	778.00
19. STARBUCKS CORP	10/22/2009	10/12/2012	897.00	395.00	502.00
1. STARBUCKS CORP	12/15/2011	12/28/2012	53.00	43.00	10.00
11. ADR SWATCH GROUP AG AD	11/17/2011	12/28/2012	276.00	215.00	61.00
85. TJX COS INC NEW	02/17/2011	03/07/2012	3,158.00	2,071.00	1,087.00
30. TJX COS INC NEW	02/01/2011	04/20/2012	1,236.00	721.00	515.00
85. TJX COS INC NEW	02/01/2011	05/09/2012	3,519.00	2,041.00	1,478.00
21. TJX COS INC NEW	02/01/2011	11/08/2012	854.00	504.00	350.00
10. TNT EXPRESS N V ADR	11/19/2010	02/02/2012	80.00	117.00	-37.00
2. TAIWAN SEMICONDUCTOR MF	11/17/2011	12/28/2012	34.00	26.00	8.00
5. ADR TECHNIP SPONSORED A TECHNIP-COLEXIP SEC#2856204	02/01/2011	04/04/2012	141.00	130.00	11.00
3. ADR TECHNIP SPONSORED A TECHNIP-COLEXIP SEC#2856204	02/01/2011	04/20/2012	86.00	78.00	8.00
18. ADR TECHNIP SPONSORED TECHNIP-COLEXIP SEC#2856204	10/22/2009	04/20/2012	516.00	335.00	181.00
10. ADR TECHNIP SPONSORED TECHNIP-COLEXIP SEC#2856204	08/15/2011	08/16/2012	273.00	240.00	33.00
11. ADR TECHNIP SPONSORED TECHNIP-COLEXIP SEC#2856204	09/01/2011	12/28/2012	313.00	266.00	47.00
3. TERADATA CORP DEL COM S	09/22/2011	12/28/2012	183.00	154.00	29.00
29. TESCO PLC SPONSORED AD	08/09/2011	11/08/2012	447.00	517.00	-70.00
3. TESCO PLC SPONSORED ADR	11/17/2011	12/28/2012	49.00	57.00	-8.00
45. TIFFANY & CO NEW	10/14/2010	02/09/2012	2,884.00	1,925.00	959.00
15. TOYOTA MTR CORP ADR RE	02/01/2011	02/29/2012	1,246.00	1,249.00	-3.00
4. TOYOTA MTR CORP ADR REP	02/01/2011	04/04/2012	333.00	333.00	

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2012

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Employer identification number

SARA H. WOODRUFF FOUNDATION 02-42312

59-6123443

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 8. TOYOTA MTR CORP ADR REP	11/19/2010	04/20/2012	648.00	626.00	22.00
1. TOYOTA MTR CORP ADR REP	02/01/2011	04/20/2012	81.00	83.00	-2.00
5. TOYOTA MTR CORP ADR REP	05/04/2011	11/08/2012	392.00	400.00	-8.00
12. TRACTOR SUPPLY CO	12/06/2011	12/11/2012	1,032.00	877.00	155.00
8. TRACTOR SUPPLY CO	11/04/2011	12/12/2012	680.00	582.00	98.00
5. THE TRAVELERS COMPANIES	11/19/2010	11/08/2012	347.00	277.00	70.00
15. THE TRAVELERS COMPANIE	02/17/2011	11/08/2012	1,040.00	897.00	143.00
65. ADR TURKIYE GARANTI BA SPONSORED ADR REPSTG 2000 S	11/17/2011	12/28/2012	337.00	233.00	104.00
30. ADR UNICHARM CORP SPON	11/17/2011	12/28/2012	312.00	289.00	23.00
2. UNILEVER PLC SPONSORED	11/17/2011	12/28/2012	77.00	65.00	12.00
10. UNION PACIFIC CORP	11/19/2010	04/20/2012	1,057.00	837.00	220.00
3. UNION PACIFIC CORP	06/05/2009	11/08/2012	365.00	162.00	203.00
10. UNITED TECHNOLOGIES CO	03/23/2011	04/20/2012	814.00	821.00	-7.00
1. UNITED TECHNOLOGIES COR	03/23/2011	12/28/2012	81.00	82.00	-1.00
6459. MFO VANGUARD INFLATI SECURITIES FUND ADMIRAL	02/08/2007	09/17/2012	189,313.00	149,849.00	39,464.00
25. VERIZON COMMUNICATIONS	02/17/2011	11/08/2012	1,068.00	910.00	158.00
10. VERIZON COMMUNICATIONS	12/24/2009	11/08/2012	427.00	313.00	114.00
13. VERTEX PHARMACEUTICALS	03/01/2011	07/19/2012	680.00	597.00	83.00
3. VERTEX PHARMACEUTICALS	03/01/2011	12/28/2012	124.00	138.00	-14.00 *
240. ADR VINCI S A ADR	11/19/2010	01/11/2012	2,690.00	3,301.00	-611.00
13. VMWARE INC CL A COM CL	12/10/2010	04/20/2012	1,479.00	800.00	679.00
15. VMWARE INC CL A COM CL	10/22/2009	07/18/2012	1,353.00	666.00	687.00
6. VMWARE INC CL A COM CL	10/22/2009	07/19/2012	555.00	266.00	289.00
28. VMWARE INC CL A COM CL	12/24/2009	08/27/2012	2,580.00	1,242.00	1,338.00
15. VMWARE INC CL A COM CL	08/16/2011	08/27/2012	1,382.00	1,311.00	71.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2012

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SARA H. WOODRUFF FOUNDATION 02-42312

59-6123443

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 2. VMWARE INC CL A COM CL	10/19/2011	12/28/2012	187.00	188.00	-1.00 *
12. VODAFONE GROUP PLC SPO	03/10/2011	04/20/2012	333.00	345.00	-12.00 *
6. VODAFONE GROUP PLC SPON	03/10/2011	04/20/2012	167.00	172.00	-5.00
60. VODAFONE GROUP PLC SPO	03/10/2011	06/06/2012	1,574.00	1,723.00	-149.00
2. VODAFONE GROUP PLC SPON	03/10/2011	12/28/2012	50.00	57.00	-7.00 *
19. WADDELL & REED FINL IN	02/01/2011	04/20/2012	585.00	711.00	-126.00 *
28. WADDELL & REED FINL IN	02/01/2011	11/08/2012	923.00	1,067.00	-144.00
12. WASTE MGMT INC DEL	02/17/2011	04/20/2012	434.00	456.00	-22.00
13. WASTE MGMT INC DEL	02/17/2011	11/08/2012	416.00	494.00	-78.00
14. WASTE MGMT INC DEL	05/18/2010	11/08/2012	448.00	476.00	-28.00
23. WATERS CORP	02/17/2011	04/17/2012	2,040.00	1,814.00	226.00
20. WATERS CORP	02/01/2011	04/19/2012	1,761.00	1,552.00	209.00
21. WATERS CORP	02/01/2011	05/22/2012	1,727.00	1,630.00	97.00
20. WATERS CORP	02/01/2011	05/24/2012	1,642.00	1,552.00	90.00
26. WATERS CORP	02/01/2011	06/01/2012	2,002.00	2,018.00	-16.00
15. WATSON PHARMACEUTICALS	11/19/2010	01/12/2012	930.00	754.00	176.00
60. WATSON PHARMACEUTICALS	11/19/2010	01/19/2012	3,606.00	3,017.00	589.00
11. WESTERN DIGITAL CORP	02/01/2011	04/20/2012	456.00	380.00	76.00
10. WESTERN DIGITAL CORP	02/01/2011	11/08/2012	352.00	345.00	7.00
1. WESTERN DIGITAL CORP	02/01/2011	12/28/2012	42.00	35.00	7.00
10. WHOLE FOODS MKT INC	11/26/2010	01/19/2012	772.00	441.00	331.00
10. WHOLE FOODS MKT INC	08/24/2010	01/30/2012	739.00	356.00	383.00
10. WHOLE FOODS MKT INC	10/11/2010	02/10/2012	815.00	352.00	463.00
18. WHOLE FOODS MKT INC	02/17/2011	04/20/2012	1,532.00	1,089.00	443.00
7. WHOLE FOODS MKT INC	02/17/2011	04/26/2012	588.00	423.00	165.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2012

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Employer identification number

SARA H. WOODRUFF FOUNDATION 02-42312

59-6123443

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 3. WHOLE FOODS MKT INC	10/11/2010	04/26/2012	252.00	106.00	146.00
4. WHOLE FOODS MKT INC	09/01/2011	12/28/2012	359.00	262.00	97.00
19. WILLIAMS COS INC	02/17/2011	04/20/2012	616.00	468.00	148.00
26. WILLIAMS COS INC	09/01/2011	10/24/2012	898.00	627.00	271.00
355. WILLIAMS COS INC	05/18/2010	10/24/2012	12,264.00	6,697.00	5,567.00
84. WINDSTREAM CORP COM ST	02/01/2011	03/22/2012	1,003.00	1,097.00	-94.00
281. WINDSTREAM CORP COM S	02/01/2011	03/23/2012	3,333.00	3,668.00	-335.00
.33 WPX ENERGY INC COM SHS	03/31/2010	01/03/2012	5.00	4.00	1.00
118. WPX ENERGY INC COM SH	05/18/2010	04/26/2012	1,981.00	1,489.00	492.00
13.33 WPX ENERGY INC COM S	02/17/2011	04/26/2012	224.00	219.00	5.00
54. XEROX CORP	02/17/2011	04/20/2012	428.00	616.00	-188.00
51. XEROX CORP	05/18/2010	11/08/2012	322.00	484.00	-162.00
56. XEROX CORP	02/17/2011	11/08/2012	353.00	639.00	-286.00
2. XEROX CORP	12/24/2009	12/28/2012	13.00	17.00	-4.00
1. ADR YOUKU TUDOU INC	05/20/2011	12/28/2012	18.00	48.00	-30.00
48. ADR YUE YUEN INDL-UNSP	10/22/2009	04/05/2012	856.00	679.00	177.00
25. ADR YUE YUEN INDL-UNSP	10/22/2009	04/20/2012	431.00	354.00	77.00
16. ADR YUE YUEN INDL-UNSP	10/22/2009	12/28/2012	262.00	226.00	36.00
21. YUM BRANDS INC	04/20/2011	07/02/2012	1,338.00	1,057.00	281.00
12. YUM BRANDS INC	04/12/2011	10/08/2012	803.00	599.00	204.00
13. YUM BRANDS INC	04/12/2011	11/08/2012	926.00	649.00	277.00
20. YUM BRANDS INC	04/12/2011	12/03/2012	1,335.00	998.00	337.00
1. YUM BRANDS INC	04/12/2011	12/28/2012	65.00	50.00	15.00
20. ADR ZURICH INS GROUP L	10/22/2009	04/20/2012	491.00	470.00	21.00
13. ADR ZURICH INS GROUP L	07/13/2011	12/19/2012	347.00	316.00	31.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

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Employer identification number

SARA H. WOODRUFF FOUNDATION 02-42312

59-6123443

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1. ADR ZURICH INS GROUP LT	07/13/2011	12/28/2012	27.00	24.00	3.00
9. ADR ZURICH FINL SVCS SP	10/22/2009	04/04/2012	217.00	211.00	6.00
15. ACCENTURE PLC SHS CL A	12/20/2010	01/12/2012	810.00	733.00	77.00
25. ACCENTURE PLC SHS CL A	03/04/2011	03/22/2012	1,586.00	1,317.00	269.00
40. ACCENTURE PLC SHS CL A	12/20/2010	03/22/2012	2,538.00	1,954.00	584.00
5. ACCENTURE PLC SHS CL A	12/20/2010	04/17/2012	320.00	244.00	76.00
20. ACCENTURE PLC SHS CL A	03/28/2011	04/17/2012	1,281.00	1,076.00	205.00
19. ACCENTURE PLC SHS CL A	08/04/2011	12/28/2012	1,255.00	1,082.00	173.00
4. BUNGE LIMITED	11/17/2011	12/28/2012	288.00	249.00	39.00
8. HERBALIFE LTD COM STK	03/22/2011	04/20/2012	578.00	323.00	255.00
10. HERBALIFE LTD COM STK	03/22/2011	11/08/2012	466.00	403.00	63.00
3. MICHAEL KORS HOLDINGS L	12/19/2011	12/28/2012	149.00	75.00	74.00
50. UBS AG SHS COM	02/01/2011	02/02/2012	705.00	935.00	-230.00
5. UBS AG SHS COM	02/01/2011	02/07/2012	71.00	93.00	-22.00
40. UBS AG SHS COM	04/26/2010	02/07/2012	569.00	632.00	-63.00
39. UBS AG SHS COM	07/15/2011	11/08/2012	597.00	656.00	-59.00
36. CORE LABORATORIES NV N	06/14/2011	07/02/2012	4,078.00	3,763.00	315.00
23. CORE LABORATORIES NV N	05/17/2011	07/06/2012	2,600.00	2,199.00	401.00
11. CORE LABORATORIES NV N	05/17/2011	07/09/2012	1,246.00	1,052.00	194.00
10. QIAGEN N V EURO.01	11/17/2011	12/28/2012	182.00	141.00	41.00
7. COPA HOLDINGS SA COM ST	02/17/2011	04/20/2012	564.00	407.00	157.00
11. COPA HOLDINGS SA COM S	02/17/2011	05/09/2012	849.00	640.00	209.00
10. COPA HOLDINGS SA COM S	02/17/2011	05/10/2012	854.00	577.00	277.00
21. COPA HOLDINGS SA COM S	02/01/2011	05/14/2012	1,761.00	1,209.00	552.00
14. COPA HOLDINGS SA COM S	02/01/2011	11/08/2012	1,366.00	806.00	560.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2012

Employer identification number

59-6123443

Part II	Long-Term Capital Gains and Losses - Assets Held More Than One Year	
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6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	124,115.00
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Schedule D-1 (Form 1041) 2012

Custom Reporting

31 DEC 12

Account number V5598

WOODRUFF TUA SARA

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

Equity Securities

Common stock

Australia - USD

ADR CSL LTD ADR CUSIP 12637N106

194 000	27 979	0 00	0 00	5,427 92	3,106 97	2,320 95	0 00	2,320 95
Total USD			0 00	5,427 92	3,106 97	2,320 95	0 00	2,320 95
Total Australia			0 00	5,427 92	3,106 97	2,320 95	0 00	2,320 95

Belgium - USD

ADR ANHEUSER BUSCH INBEV SAINV SPONSOREDADR CUSIP 03524A108

74 000	87 41	0 00	0 00	6,468 34	5,448 00	1,020 34	0 00	1,020 34
ADR KBC GROUP NV CUSIP 4B241F104								

121 000	17 83	0 00	0 00	2,157 43	2,102 20	55 23	0 00	55 23
Total USD			0 00	8,625 77	7,550 20	1,075 57	0 00	1,075 57
Total Belgium			0 00	8,625 77	7,550 20	1,075 57	0 00	1,075 57

Bermuda - USD

ADR YUE YUEN INDL-UNSP ADR ADR CUSIP 988415105

326 000	16 708	0 00	0 00	5,446 80	4,600 87	845 93	0 00	845 93
Total USD			0 00	5,446 80	4,600 87	845 93	0 00	845 93
Total Bermuda			0 00	5,446 80	4,600 87	845 93	0 00	845 93

Brazil - USD

ADR PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR CUSIP 71654V408

164 000	19 47	0 00	0 00	3,193 08	3,788 40	-595 32	0 00	-595 32
Total USD			0 00	3,193 08	3,788 40	-595 32	0 00	-595 32

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 24 Apr 13 B003

Custom Reporting

31 DEC 12

Account number V5598

WOODRUFF TUA SARA

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAR value							

Equity Securities

Common stock

Total Brazil -595 32 0 00 3,193 08 3,788 40 -595 32 0 00 -595 32

Canada - USD

CANADIAN NATL RY CO COM CUSIP 136375102

62 000 91 01 0 00 5,642 62 4,773 55 869 07 0 00 869 07

CDN PAC RY LTD COM CDN PAC RY LTD CUSIP 13645T100

24 000 101 62 8 46 2 438 88 2 226 75 212 13 0 00 212 13

IMPERIAL OIL LTD COM NEW CUSIP 453038408

110 000 43 00 13 88 4 730 00 4 548 57 181 43 0 00 181 43

POTASH CORP SASK INC COM CUSIP 73755L107

141 000 40 69 0 00 5 737 29 6 015 52 -278 23 0 00 -278 23

VALEANT PHARMACEUTICALS INTERNATIONAL INC COMMON STOCK CUSIP 91911K102

70 000 59 77 0 00 4 183 90 3 428 01 755 89 0 00 755 89

Total USD 22 34 22 34 20 992 40 1 740 29 1 740 29 0 00 1 740 29

Total Canada

China - USD

ADR BAIDU INC SPONSORED ADR CUSIP 056752108

62 000 100 29 0 00 6 217 98 3 767 07 2 450 91 0 00 2 450 91

ADR CNOOC LTD SPONSORED ADR SPONSORED ADR CUSIP 125132109

27 000 220 00 0 00 5 940 00 5 059 10 880 90 0 00 880 90

ADR YOUKU TUDOU INC CUSIP 98742U100

19 000 18 24 0 00 346 56 903 74 -557 18 0 00 -557 18

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 24 Apr 13 B003

Custom Reporting

31 DEC 12

Account number V5598
WOODRUFF TUA SARA

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAF value							

Equity Securities

Common stock

China - USD

Total USD		0.00	12,504.54	9,729.91	2,774.63	0.00	2,774.63
Total China		0.00	12,504.54	9,729.91	2,774.63	0.00	2,774.63

Denmark - USD

ADR NOVO-NORDISKA S ADR CUSIP 670100205

38 000	163.21	0.00	6,201.98	4,568.22	1,633.76	0.00	1,633.76
Total USD		0.00	6,201.98	4,568.22	1,633.76	0.00	1,633.76
Total Denmark		0.00	6,201.98	4,568.22	1,633.76	0.00	1,633.76

Finland - USD

ADR NOKIAN TYRES OYJ ADR ADR CUSIP 65528V107

220 000	19.842	0.00	4,365.24	4,964.13	-598.89	0.00	-598.89
Total USD		0.00	4,365.24	4,964.13	-598.89	0.00	-598.89
Total Finland		0.00	4,365.24	4,964.13	-598.89	0.00	-598.89

France - USD

ADR AIR LIQUIDE ADR CUSIP 009126202

452 000	25.45	0.00	11,503.40	9,902.91	1,600.49	0.00	1,600.49
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ADR AXA SA SPONSORED ADR CUSIP 054536107

233 000	18.22	0.00	4,245.26	3,596.44	648.82	0.00	648.82
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ADR BNP PARIBAS SPONSORED ADR REPSTG CUSIP 05565A202

190 000	29.21	0.00	5,549.90	5,128.79	421.11	0.00	421.11
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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAR value							

Equity Securities

Common stock

France - USD

ADR DASSAULT SYS S A SPONSORED ADR CUSIP 237545108

97 000	113 09	0 00	10,969 73	7,855 06	3,114 67	0 00	3,114 67
ADR LOREAL CO ADR CUSIP 502117203							

262 000	27 98	0 00	7,330 76	5,507 24	1,823 52	0 00	1,823 52
ADR LVMH MOET HENNESSY LOUIS VUITTON ADR CUSIP 502441306							

113 000	37 69	0 00	4,258 97	3,584 33	674 64	0 00	674 64
ADR SCHNEIDER ELEC SA ADR CUSIP 80687P106							

497 000	14 79	0 00	7,350 63	5,270 28	2,080 35	0 00	2,080 35
ADR TECHNIP SPONSORED ADR CUSIP 878546209							

245 000	29 47	0 00	7,220 15	4,863 09	2,357 06	0 00	2 357 06
ADR TOTAL SA CUSIP 89151E109							

159 000	52 01	107 97	8,269 59	7,903 98	365 61	0 00	365 61
SANOFI SPONSORED ADR CUSIP 80105N105							

220 000	47 38	0 00	10,423 60	7,540 89	2,882 71	0 00	2,882 71
Total USD							

		107 97	77,121 99	61,153 01	15,968 98	0 00	15,968 98
Total France							

		107 97	77,121 99	61,153 01	15,968 98	0 00	15,968 98
Germany - USD							

ADR BAYER A G SPONSORED ADR CUSIP 072730302							
55 000	95 92	0 00	5,275 60	3,864 51	1,411 09	0 00	1,411 09

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ Investment Mgr ID	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value	local market price						

Equity Securities

Common stock

Germany - USD

ADR DEUTSCHE BOERSE ADR	CUSIP 251542106						
1,033,000	6.092	0.00	6,293.03	6,178.88	114.15	0.00	114.15
ADR MUNICH RE GROUP ADR	CUSIP 626188106						
229,000	18.03	0.00	4,128.87	2,966.19	1,162.68	0.00	1,162.68
ADR SAP AG SPONSORED ADR	CUSIP 803054204						
232,000	80.38	0.00	18,648.16	13,345.39	5,302.77	0.00	5,302.77
ADR SIEMENS AG COM DM50 (NEW)	CUSIP 826197501						
61,000	109.47	0.00	6,677.67	5,810.67	867.00	0.00	867.00
ALLIANZ SE ADR EACH REP 1/10 ORD SHS	CUSIP 018805101						
564,000	13.82	0.00	7,794.48	7,364.07	430.41	0.00	430.41
DAIMLER AG SPONSORED ADR	CUSIP 233825108						
146,000	54.476	0.00	7,953.49	7,155.57	797.92	0.00	797.92
DEUTSCHE POST AG SPONSORED ADR	CUSIP 25157Y202						
237,000	22.12	0.00	5,242.44	4,045.88	1,196.56	0.00	1,196.56
FRESENIUS MED CARE AG & CO KGAA	CUSIP 358029106						
222,000	34.30	0.00	7,614.60	7,701.99	-87.39	0.00	-87.39
LINDE AG-SPONSORED ADR	CUSIP 535223200						
543,000	17.403	0.00	9,449.82	7,314.14	2,135.68	0.00	2,135.68

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAR value							

Equity Securities

Common stock

Germany - USD

QIAGEN NV COM CUSIP N72482107

210,000	18 15	0 00	3,811 50	2,968 89	842 61	0 00	842 61
Total USD		0 00	82,889 66	68,716 18	14,173 48	0 00	14,173 48
Total Germany		0 00	82,889 66	68,716 18	14,173 48	0 00	14,173 48

Hong Kong - USD

ADR AIA GROUP LTD SPONSORED ADR CUSIP 001317205

485,000	15 611	0 00	7,571 33	6,864 49	706 84	0 00	706 84
ADR LI & FUNG LTD ADR CUSIP 501897102							
2,440,000	3 53	0 00	8,613 20	9,522 61	-909 41	0 00	-909 41

ADR XINYI GLASS HLDGS LTD ADS REPSTG 20 SHS CUSIP 98418R100

200,000	12 334	0 00	2,466 80	2,221 57	245 23	0 00	245 23
Total USD		0 00	18,651 33	18,608 67	42 66	0 00	42 66
Total Hong Kong		0 00	18,651 33	18,608 67	42 66	0 00	42 66

India - USD

ADR ICICI BK LTD CUSIP 45104G104

166,000	43 61	0 00	7,239 26	5,087 08	2,152 18	0 00	2,152 18
Total USD		0 00	7,239 26	5,087 08	2,152 18	0 00	2,152 18
Total India		0 00	7,239 26	5,087 08	2,152 18	0 00	2,152 18

Ireland - USD

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAR value							

Equity Securities

Common stock

Ireland - USD

ADR RYANAIR HLDGS PLC SPONSORED ADR CUSIP 783513104

98 000	34 28	0 00	3,359 44	2,682 42	677 02	0 00	677 02
Total USD		0 00	3,359 44	2,682 42	677 02	0 00	677 02
Total Ireland		0 00	3,359 44	2,682 42	677 02	0 00	677 02

Italy - USD

SNAM SPA UNSP ADR EA REPR 2 ORD SHS CUSIP 78460A106

383 000	9 41	0 00	3,604 03	3,866 42	-262 39	0 00	-262 39
Total USD		0 00	3,604 03	3,866 42	-262 39	0 00	-262 39
Total Italy		0 00	3,604 03	3,866 42	-262 39	0 00	-262 39

Japan - USD

ADR JGC CORP CUSIP 466140100

93 000	61 898	0 00	5,756 51	5,173 34	583 17	0 00	583 17
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ADR KDDI CORP ADR CUSIP 48867L106

494 000	17 62	0 00	8,704 28	8,816 28	-112 00	0 00	-112 00
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ADR SHIN ETSU CHEM CO LTD ADR CUSIP 824551105

323 000	15 18	0 00	4,903 14	4,328 28	574 86	0 00	574 86
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ADR SONY FINL HLDGS INC ADR CUSIP 835707100

203 000	17 811	0 00	3,615 63	2,924 35	691 28	0 00	691 28
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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID	Shares/PAR value						

Equity Securities

Common stock

Japan - USD

ADR TOYOTA MTR CORP SPONSORED ADR CUSIP 8923331307

113 000	93 25	0 00	10,537 25	8 430 74	2,106 51	0 00	2,106 51
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FANUC CORPORATION CUSIP 307305102

443 000	31 07	0 00	13,764 01	12,271 38	1,492 63	0 00	1,492 63
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SYSMEX CORP ADR CUSIP 87184P109

228 000	22 928	0 00	5,227 58	4,761 22	466 36	0 00	466 36
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Total USD		0 00	52,508 40	46,705 59	5,802 81	0 00	5,802 81
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Total Japan		0 00	52,508 40	46,705 59	5,802 81	0 00	5,802 81
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Mexico - USD

AMER MOVIL SAB DE C V SPONSORED ADR REPSTG SER L SHS CUSIP 02364W105

233 000	23 14	0 00	5,391 62	5,769 69	-378 07	0 00	-378 07
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Total USD		0 00	5,391 62	5,769 69	-378 07	0 00	-378 07
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Total Mexico		0 00	5,391 62	5,769 69	-378 07	0 00	-378 07
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Netherlands - USD

ADR AKZO NOBEL N V SPONSORED ADR CUSIP 010199305

539 000	22 50	0 00	12,127 50	10,440 02	1,687 48	0 00	1,687 48
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ADR REED ELSEVIER N V SPONSORED ADR NEW CUSIP 758204200

426 000	29 58	0 00	12,601 08	10,138 18	2,462 90	0 00	2,462 90
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Total USD		0 00	24,728 58	20,578 20	4,150 38	0 00	4,150 38
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Total Netherlands		0 00	24,728 58	20,578 20	4,150 38	0 00	4,150 38
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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAR value							

Equity Securities

Common stock

Peru - USD

SOUTH COPPER CORP DEL COM CUSIP 84265V105

92 000	37 86	0 00	3,483 12	3,317 72	165 40	0 00	165 40
Total USD		0 00	3,483 12	3,317 72	165 40	0 00	165 40
Total Peru		0 00	3,483 12	3,317 72	165 40	0 00	165 40

Russian Federation - USD

ADR OAO GAZPROM LEVEL 1 ADR CUSIP 368287207

209 000	9 73	0 00	2,033 57	2,497 55	-463 98	0 00	-463 98
Total USD		0 00	2,033 57	2,497 55	-463 98	0 00	-463 98
Total Russian Federation		0 00	2,033 57	2,497 55	-463 98	0 00	-463 98

Singapore - USD

ADR DBS GROUP HLDGS LTD SPONSORED ADR CUSIP 23304Y100

97 000	49 06	0 00	4,758 82	3,314 75	1,444 07	0 00	1,444 07
ADR SINGAPORE AIRLS LTD ADR CUSIP 82930C106							

282 000	17 58	0 00	4,957 56	5,733 59	-776 03	0 00	-776 03
Total USD		0 00	9,716 38	9,048 34	668 04	0 00	668 04
Total Singapore		0 00	9,716 38	9,048 34	668 04	0 00	668 04

South Africa - USD

ADR MTN GROUP LTD SPONSORED ADR CUSIP 62474M108

161 000	20 933	0 00	3,370 21	2,688 55	681 66	0 00	681 66
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◆ Asset Detail - Base Currency

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Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value							

Equity Securities

Common stock

South Africa - USD

ADR SASOL LTD SPONSORED ADR CUSIP 803866300

62 000	43 29	0 00	2,683 98	2,900 49	-216 51	0 00	-216 51
Total USD		0 00	6,054 19	5,589 04	465 15	0 00	465 15
Total South Africa		0 00	6,054 19	5,589 04	465 15	0 00	465 15

Spain - USD

ADR ENAGAS S A ADR CUSIP 29248L104

449 000	10 639	108 94	4,776 91	4,096 85	680 06	0 00	680 06
Total USD		108 94	4,776 91	4,096 85	680 06	0 00	680 06
Total Spain		108 94	4,776 91	4,096 85	680 06	0 00	680 06

Sweden - USD

ADR ATLAS COPCO AB SPONSORED ADR NEWREPSTG COM SER A CUSIP 049255706

204 000	27 408	0 00	5,591 23	4,133 04	1,458 19	0 00	1,458 19
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SVENSKA HANDELSBANKEN AB ADR CUSIP 86959C103

161 000	18 03	0 00	2,902 83	2,629 13	273 70	0 00	273 70
Total USD		0 00	8,494 06	6,762 17	1,731 89	0 00	1,731 89
Total Sweden		0 00	8,494 06	6,762 17	1,731 89	0 00	1,731 89

Switzerland - USD

ADR GIVAUDAN SA ADR CUSIP 37636P108

314 000	21 041	0 00	6,606 87	5,979 80	627 07	0 00	627 07
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◆ Asset Detail - Base Currency

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Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value							

Equity Securities

Common stock

Switzerland - USD

ADR LONZA GROUP AG ADR CUSIP 54338V101

609 000	5 393	0 00	3,284 33	3,528 42	-244 09	0 00	-244 09
ADR NESTLE S A SPONSORED ADR REPSTG REG SH CUSIP 641069406							

181 000	65 17	0 00	11,795 77	8 007 33	3 788 44	0 00	3,788 44
ADR NOVARTIS AG CUSIP 66987V109							

163 000	63 30	0 00	10,317 90	8,467 52	1,850 38	0 00	1,850 38
ADR ROCHE HLDG LTD SPONSORED ADR ISIN #US771195104 CUSIP 771195104							

299 000	50 50	0 00	15,099 50	11,703 54	3,395 96	0 00	3,395 96
ADR SONOVA HLDG AG UNSP ADR CUSIP 83569C102							

237 000	22 156	0 00	5,250 97	4,833 42	417 55	0 00	417 55
ADR SWATCH GROUP AG ADR CUSIP 870123106							

234 000	25 193	0 00	5,895 16	4,579 38	1,315 78	0 00	1,315 78
ADR ZURICH INS GROUP LTD SPONSORED CUSIP 989825104							

252 000	26 80	0 00	6,753 60	5,468 25	1,285 35	0 00	1,285 35
UBS AG SHS COM CUSIP H89231338							

454 000	15 74	0 00	7,145 96	6,719 62	426 34	0 00	426 34
Total USD							

		0 00	72,150 06	59,287 28	12,862 78	0 00	12,862 78
Total Switzerland							
Taiwan - USD							

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

Equity Securities

Common stock

Taiwan - USD

TAIWAN SEMICONDUCTOR MFG CO LTD SPONSORED ADR CUSIP 874039100

460 000	17 16	0 00	0 00	7,893 60	6,510 10	1,383 50	0 00	1,383 50
Total USD			0 00	7,893 60	6,510 10	1,383 50	0 00	1,383 50

Total Taiwan

Turkey - USD

ADR TURKIYE GARANTI BANKASI A S SPONSORED ADR REPSTG 2000 SHS CUSIP 900148701

1,380 000	5 20	0 00	0 00	7,176 00	4,950 33	2,225 67	0 00	2,225 67
Total USD			0 00	7,176 00	4,950 33	2,225 67	0 00	2,225 67

Total Turkey

United Kingdom - USD

#REORG/REXAM PLC REVERSE STOCK SPLIT REXAM PLC 2M1XAG1 EFF 01/28/2013 CUSIP 761655406

157 000	35 74	0 00	0 00	5,611 18	3,718 78	1,892 40	0 00	1,892 40
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#REORG/WPP PLC ADR MANDATORY EXCH WPP PLC 2M1JAH1 01/02/2013 CUSIP 92933H101

110 000	72 90	0 00	0 00	8,019 00	5,674 47	2,344 53	0 00	2,344 53
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ADR ARM HLDS PLC SPONSORED ISIN US0420681068 CUSIP 042068106

417 000	37 83	0 00	0 00	15,775 11	12,158 88	3,616 23	0 00	3,616 23
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ADR AVIVA PLC ADR CUSIP 05382A104

528 000	12 41	0 00	0 00	6,552 48	7,088 57	-536 09	0 00	-536 09
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Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value							

Equity Securities

Common stock

United Kingdom - USD

ADR BALFOUR BEATTY PLC SPONSORED ADR REPSTG 2 SHS CUSIP 05845R306

517 000	8.00	0.00	4,136.00	5,006.80	-870.80	0.00	-870.80
ADR BARCLAYS PLC ADR CUSIP 06738E204							

325 000	17.32	0.00	5,629.00	4,341.07	1,287.93	0.00	1,287.93
ADR BG PLC ADR FINAL INSTMT NEW CUSIP 055434203							

627 000	16.71	0.00	10,477.17	12,669.71	-2,192.54	0.00	-2,192.54
ADR BRIT AMERN TOB PLC SPONSORED COM STK CUSIP 110448107							

106 000	101.25	0.00	10,732.50	8,686.05	2,046.45	0.00	2,046.45
ADR BURBERRY GROUP PLC SPONSORED CUSIP 12082W204							

60 000	40.78	14.54	2,446.80	2,261.88	184.92	0.00	184.92
ADR HSBC HLDGS PLC SPONSORED ADR NEW CUSIP 404280406							

240 000	53.07	0.00	12,736.80	12,133.00	603.80	0.00	603.80
ADR RIO TINTO PLC SPONSORED ADR CUSIP 767204100							

119 000	58.09	0.00	6,912.71	5,640.87	1,271.84	0.00	1,271.84
ADR TESCO PLC SPONSORED ADR CUSIP 881575302							

795 000	16.58	0.00	13,181.10	13,681.86	-500.76	0.00	-500.76
ADR UNILEVER PLC SPONSORED ADR NEW CUSIP 904767704							

93 000	38.72	0.00	3,600.96	2,935.89	665.07	0.00	665.07
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Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAR value							

Equity Securities

Common stock

United Kingdom - USD

ADR VODAFONE GROUP PLC NEW SPONSORED ADR CUSIP 92857W209

324 000	25 19	135 97	8,161 56	8,559 67	-398 11	0 00	-398 11
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ROLLS ROYCE HOLDINGS PLC SPONSORED ADR CUSIP 775781206

91 000	71 79	55 86	6,532 89	4,102 13	2,430 76	0 00	2,430 76
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SHIRE PLC ADR CUSIP 82481R106

62 000	92 18	0 00	5,715 16	5,907 82	-192 66	0 00	-192 66
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Total USD

	206 37		126,220 42	114,567 45	11,652 97	0 00	11,652 97
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Total United Kingdom

United States - USD

#REORG/ LIMITED NM CHNG WITH CSP CHNG L BRAND INC 2N1ZA51 EFF 03/28/2013 CUSIP 532716107

78 000	47 06	0 00	3,670 68	3,017 34	653 34	0 00	653 34
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#REORG/WATSON NAME CHANGE WITH CUSIP ACTAVIS INC 2M17AB1 EFF 01/24/2013 CUSIP 942683103

42 000	86 00	0 00	3,612 00	3,430 11	181 89	0 00	181 89
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ABBOTT LAB COM CUSIP 002824100

49 000	65 50	0 00	3,209 50	3,450 04	-240 54	0 00	-240 54
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ACCENTURE PLC SHS CL A NEW CUSIP G1151C101

103 000	66 50	0 00	6,849 50	5,907 90	941 60	0 00	941 60
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ADR COCHLEAR LTD ADR UNSPON CUSIP 191459205

117 000	41 061	0 00	4,804 13	3,303 34	1,500 79	0 00	1,500 79
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Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAR value							

Equity Securities

Common stock

United States - USD

ADR PETROFAC LTD ADS CUSIP 716473103

360 000	13 191	0 00	4,748 76	4,289 07	459 69	0 00	459 69
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ADR UNICHARM CORP SPONSORED ADR CUSIP 90460M204

670 000	10 397	0 00	6,965 99	6,453 08	512 91	0 00	512 91
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AFLAC INC COM CUSIP 001055102

AFL

200 000	53 12	0 00	10,624 00	9,517 00	1,107 00	0 00	1,107 00
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ALEXION PHARMACEUTICALS INC COM CUSIP 015351109

96 000	93 81	0 00	9,005 76	7,354 12	1,651 64	0 00	1,651 64
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ALLERGAN INC COM CUSIP 018490102

63 000	91 73	0 00	5,778 99	4,626 41	1,152 58	0 00	1,152 58
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ALLSTATE CORP COM CUSIP 020002101

228 000	40 17	0 00	9,158 76	5,263 84	3,894 92	0 00	3,894 92
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ALTRIA GROUP INC COM CUSIP 02209S103

270 000	31 42	119 24	8,483 40	6,370 54	2,112 86	0 00	2,112 86
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AMAZON COM INC COM CUSIP 023135106

42 000	251 14	0 00	10,547 88	4,038 60	6,509 28	0 00	6,509 28
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ANADARKO PETRO CORP COM CUSIP 032511107

47 000	74 31	0 00	3,492 57	3,651 47	-158 90	0 00	-158 90
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Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value							

Equity Securities

Common stock

United States - USD

APACHE CORP COM CUSIP 0374111105

101 000	76 50	0 00	7,928 50	8,897 44	-968 94	0 00	-968 94
APOLLO GROUP INC CL A CUSIP 037604105							

283 000	20 92	0 00	5,920 36	6,805 19	-884 83	0 00	-884 83
APPLE INC COM STK CUSIP 037833100							

87 000	533 03	0 00	46,373 61	17,203 76	29,169 85	0 00	29,169 85
ARCHER-DANIELS-MIDLAND CO COM CUSIP 039483102							

249 000	27 39	0 00	6,820 11	7,713 89	-893 78	0 00	-893 78
AT&T INC COM CUSIP 00206R102							

465 000	33 71	0 00	15,675 15	15,084 86	590 29	0 00	590 29
AVAGO TECHNOLOGIES LTD CUSIP Y0486S104							

193 000	31 66	0 00	6,110 38	6,656 52	-546 14	0 00	-546 14
BANK NEW YORK MELLON CORP COM STK CUSIP 064058100							

257 000	25 70	0 00	6,604 90	7,195 78	-590 88	0 00	-590 88
BAXTER INTL INC COM CUSIP 071813109							

224 000	66 66	100 80	14,931 84	10,550 31	4,381 53	0 00	4,381 53
BIOGEN IDEC INC COM STK CUSIP 09062X103							

76 000	146 67	0 00	11,146 92	10,292 33	854 59	0 00	854 59
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Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value							

Equity Securities

Common stock

United States - USD

BOEING CO COM CUSIP 097023105

51 000	75 36	0 00	3,843 36	3,347 77	495 59	0 00	495 59
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BRISTOL MYERS SQUIBB CO COM CUSIP 110122108

52 000	32 59	0 00	1,694 68	1,593 96	0 72	0 00	0 72
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BROADCOM CORP CL A CUSIP 111320107

96 000	33 21	0 00	3,188 16	3,210 65	-22 49	0 00	-22 49
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BUNGE LTD CUSIP G16962105

46 000	72 69	0 00	3,343 74	2,863 53	480 21	0 00	480 21
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CABOT OIL & GAS CORP COM CUSIP 127097103

79 000	49 74	0 00	3,929 46	2,155 30	1,774 16	0 00	1,774 16
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CAP 1 FNCL COM CUSIP 14040H105

179 000	57 93	0 00	10,369 47	9,385 00	984 47	0 00	984 47
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CARDINAL HLTH INC CUSIP 14149Y108

270 000	41 18	74 25	11,118 60	8,012 73	3,105 87	0 00	3,105 87
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CATERPILLAR INC COM CUSIP 149123101

108 000	89 58	0 00	9,674 64	9,932 04	-257 40	0 00	-257 40
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CBOE HOLDINGS INC COM CUSIP 12503M108

238 000	29 46	0 00	7,011 48	7,071 94	-60 46	0 00	-60 46
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Shares/PAR value								

Equity Securities

Common stock

United States - USD

CF INDS HLDGS INC COM CUSIP 125269100

36 000	203 16	0 00	0 00	7,313 76	4 979 23	2,334 53	0 00	2,334 53
CHEVRON CORP COM CUSIP 166764100								

165 000	108 14	0 00	0 00	17,843 10	14,311 25	3,531 85	0 00	3 531 85
CHIPOTLE MEXICAN GRILL INC COM STK CUSIP 169656105								

16 000	297 46	0 00	0 00	4,759 36	5,273 51	-514 15	0 00	-514 15
CISCO SYSTEMS INC CUSIP 17275R102								

600 000	19 65	0 00	0 00	11,790 00	9,275 69	2,514 31	0 00	2,514 31
CLIFFS NAT RES INC COM STK CUSIP 18683K101								

167 000	38 56	0 00	0 00	6,439 52	9,658 05	-3,218 53	0 00	-3,218 53
COACH INC COM CUSIP 188754104								

233 000	55 51	0 00	0 00	12,933 83	12,052 80	881 03	0 00	881 03
COCA COLA CO COM CUSIP 191216100								

258 000	36 25	0 00	0 00	9,352 50	8,051 25	1,301 25	0 00	1 301 25
COLGATE-PALMOLIVE CO COM CUSIP 194162103								

49 000	104 54	0 00	0 00	5,122 46	5,202 10	-79 64	0 00	-79 64
COMCAST CORP NEW-CL A CUSIP 20030N101								

597 000	37 38	97 17		22,315 86	12,035 40	10,280 46	0 00	10,280 46
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Investment Mgr ID	Shares/PAR value					Market	Translation	

Equity Securities

Common stock

United States - USD

CONCHO RES INC COM STK CUSIP 20605P101								
	29 000	80 56	0 00	2,336 24	2,406 43	-70 19	0 00	-70 19
CONOCOPHILLIPS COM CUSIP 20825C104								
	295 000	57 99	0 00	17,107 05	15 973 45	1,133 60	0 00	1,133 60
COPA HOLDINGS SA COM STK CUSIP P31076105								
	77 000	99 45	0 00	7,657 65	4,431 45	3,226 20	0 00	3,226 20
COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105								
	56 000	98 77	0 00	5,531 12	3,283 04	2,248 08	0 00	2,248 08
CROWN CASTLE INTL CORP COM STK CUSIP 228227104								
	49 000	72 16	0 00	3,535 84	2,715 36	820 48	0 00	820 48
CUMMINS INC CUSIP 231021106								
	101 000	108 35	0 00	10,943 35	9,795 44	1,147 91	0 00	1,147 91
CVS CAREMARK CORP COM STK CUSIP 126650100								
	201 000	48 35	0 00	9,718 35	7,335 00	2,383 35	0 00	2,383 35
DEERE & CO COM CUSIP 244199105								
	45 000	86 42	21 16	3,888 90	2,725 63	1,163 27	0 00	1,163 27
DISCOVER FINL SVCS COM STK CUSIP 254709108								
	473 000	38 55	66 22	18,234 15	13,431 75	4,802 40	0 00	4,802 40

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Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
DU PONT E I DE NEMOURS & CO COM STK CUSIP 263534109								
	230 000	44.97	0.00	10,343.10	11,039.91	-696.81	0.00	-696.81
DUNKIN BRANDS GROUP INC COM CUSIP 265504100								
	106 000	33.18	0.00	3,517.08	2,927.82	589.26	0.00	589.26
EATON VANCE CORP COM NON VTG CUSIP 278265103								
	220 000	31.85	0.00	7,007.00	6,358.59	648.41	0.00	648.41
EBAY INC COM USD0 001 CUSIP 278642103								
	259 000	51.02	0.00	13,214.18	10,703.01	2,511.17	0.00	2,511.17
EDISON INTL COM CUSIP 281020107								
	218 000	45.19	73.57	9,851.42	7,292.39	2,559.03	0.00	2,559.03
ELI LILLY & CO COM CUSIP 532457108								
	149 000	49.32	0.00	7,348.68	6,560.29	788.39	0.00	788.39
EMC CORP COM CUSIP 268648102								
	395 000	25.30	0.00	9,993.50	10,413.62	-420.12	0.00	-420.12
ENDO HEALTH SOLUTIONS INC CUSIP 29264F205								
ENDP	215 000	26.27	0.00	5,648.05	7,411.90	-1,763.85	0.00	-1,763.85
ESTEE LAUDER COMPANIES INC CL A USD0 01 CUSIP 518439104								
	155 000	59.86	0.00	9,278.30	5,113.19	4,165.11	0.00	4,165.11

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Shares/PAR value							

Equity Securities

Common stock

United States - USD

EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108

180 000	54.00	0.00	9,720.00	8,091.03	1,628.97	0.00	1,628.97
EXXON MOBIL CORP COM CUSIP 30231G102							

98 000	86.55	0.00	8,481.90	8,226.01	255.89	0.00	255.89
FACEBOOK INC CL A CL A CUSIP 30303M102							

291 000	26.63	0.00	7,749.33	7,653.06	96.27	0.00	96.27
FAMILY DLR STORES INC COM CUSIP 307000109							

39 000	63.41	0.00	2,472.99	2,667.02	-194.03	0.00	-194.03
FEDEX CORP COM CUSIP 31428X106							

51 000	91.72	0.00	4,677.72	4,411.78	265.94	0.00	265.94
FEDT INVESTORS INC CL B CUSIP 314211103							

461 000	20.23	0.00	9,326.03	9,752.01	-425.98	0.00	-425.98
GENERAL ELECTRIC CO CUSIP 369604103							

236 000	20.99	45.03	4,953.64	5,327.15	-373.51	0.00	-373.51
GILEAD SCIENCES INC CUSIP 375558103							

279 000	73.45	0.00	20,492.55	13,244.73	7,247.82	0.00	7,247.82
GOLDMAN SACHS GROUP INC COM CUSIP 38141G104							

29 000	127.56	0.00	3,699.24	3,378.81	320.43	0.00	320.43

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Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
GOOGLE INC CL A CL A CUSIP 38259P508	31 000	709 37	0 00	21,990 47	18,238 99	3,751 48	0 00	3,751 48
HALLIBURTON CO COM CUSIP 406216101	593 000	34 69	0 00	20,571 17	18,958 21	1,612 96	0 00	1,612 96
HERBALIFE LTD COM STK CUSIP G4412G101	162 000	32 94	0 00	5,336 28	6,005 97	-669 69	0 00	-669 69
HERTZ GLOBAL HLDGS INC COM CUSIP 42805T105	236 000	16 27	0 00	3,839 72	3,562 31	277 41	0 00	277 41
HLTH MGMT ASSOC INC NEW CL A COM CUSIP 421933102	892 000	9 32	0 00	8,220 24	6,494 93	1,725 31	0 00	1,725 31
HOLLYFRONTIER CORP COM CUSIP 436106108	206 000	46 55	0 00	9,589 30	6,479 82	3,109 48	0 00	3,109 48
HOME DEPOT INC COM CUSIP 437076102	127 000	61 85	0 00	7,854 95	3,404 87	4,450 08	0 00	4,450 08
ILLUMINA INC COM CUSIP 452327109	50 000	55 59	0 00	2,779 50	1,925 23	854 27	0 00	854 27
INTEL CORP COM CUSIP 458140100	373 000	20 63	0 00	7,694 99	7,603 96	91 03	0 00	91 03
INTC								

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Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAR value							

Equity Securities

Common stock

United States - USD

INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101

70 000	191 55	0 00	13,408 50	9 373 69	4,034 81	0 00	4,034 81
INTUIT COM CUSIP 461202103							

59 000	59 50	0 00	3,510 50	3,581 48	-70 98	0 00	-70 98
JOHNSON & JOHNSON COM USD1 CUSIP 478160104							

119 000	70 10	0 00	8,341 90	7,366 74	975 16	0 00	975 16
JOY GLOBAL INC COM CUSIP 481165108							

115 000	63 78	0 00	7,334 70	6,737 59	597 11	0 00	597 11
KIMBERLY-CLARK CORP COM CUSIP 494368103							

0 000	84 43	88 06	0 00	0 00	0 00	0 00	0 00
KRAFT FOODS GROUP INC COM CUSIP 50076Q106							

218 000	45 47	109 00	9,912 46	8,777 93	1,134 53	0 00	1,134 53
LAS VEGAS SANDS CORP COM STK CUSIP 517834107							

88 000	45 16	0 00	4,062 08	1,893 38	2,168 70	0 00	2,168 70
LINKEDIN CORP CL A CUSIP 53578A108							

88 000	114 82	0 00	10,104 16	7,722 16	2,382 00	0 00	2,382 00
LOCKHEED MARTIN CORP COM CUSIP 539830109							

81 000	92 29	0 00	7 475 49	6,326 82	1,148 67	0 00	1,148 67
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Investment Mgr ID	Shares/PAR value						

Equity Securities

Common stock

United States - USD

LOWES COS INC COM CUSIP 548661107

350 000	35 52	0 00	12,432 00	8,604 58	3,827 42	0 00	3,827 42
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LULULEMON ATHLETICA INC COM CUSIP 550021109

102 000	76 23	0 00	7,775 46	5,802 09	1,973 37	0 00	1,973 37
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LYONDELLBASELL INDU-CL A-WII CUSIP N63745100

82 000	57 09	0 00	4,681 38	3,339 32	1,342 06	0 00	1,342 06
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MARATHON OIL CORP COM CUSIP 565849106

295 000	30 66	0 00	9,044 70	6,769 27	2,275 43	0 00	2,275 43
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MARATHON PETE CORP COM CUSIP 56585A102

143 000	63 00	0 00	9,009 00	6,548 39	2,460 61	0 00	2,460 61
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MARRIOTT INTL CL A COM CUSIP FHB903208

27 280 000	0 00	0 00	0 00	0 00	0 00	0 00	0 00
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MARSH & MCLENNAN CO'S INC COM CUSIP 571748102

306 000	34 47	0 00	10,547 82	7,405 12	3,142 70	0 00	3,142 70
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MASCO CORP COM CUSIP 574599106

192 000	16 66	0 00	3,198 72	2,601 14	597 58	0 00	597 58
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MASTERCARD INC CL A CUSIP 57636Q104

76 000	491 28	0 00	37,337 28	16,721 21	20,616 07	0 00	20,616 07
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Investment Mgr ID	Shares/PAR value						

Equity Securities

Common stock

United States - USD

MEAD JOHNSON NUTRITION COM USD0 01 CUSIP 582839106

0.000	65.89	9.00	0.00	0.00	0.00	0.00	0.00
MERCK & CO INC NEW COM CUSIP 58933Y105							

224 000	40.94	129.43	9,170.56	8,251.30	919.26	0.00	919.26
MICHAEL KORS HOLDINGS LTD COM NPV CUSIP G60754101							

186 000	51.03	0.00	9,491.58	8,344.41	1,147.17	0.00	1,147.17
MICROSOFT CORP COM CUSIP 594918104							

187 000	26.73	0.00	4,998.51	5,487.01	-488.50	0.00	-488.50
MONDELEZ INTL INC COM CUSIP 609207105							

460 000	25.47	60.06	11,716.20	10,108.56	1,607.64	0.00	1,607.64
MONSANTO CO NEW COM CUSIP 61166W101							

168 000	94.65	0.00	15,901.20	11,861.79	4,039.41	0.00	4,039.41
MORGAN STANLEY COM STK USD0 01 CUSIP 617464448							

271 000	19.12	0.00	5,181.52	4,964.03	217.49	0.00	217.49
MOTOROLA SOLUTIONS INC CUSIP 620076307							

231 000	55.68	60.32	12,862.08	8,309.51	4,552.57	0.00	4,552.57
NEWFIELD EXPLORATION CUSIP 651290108							

80 000	26.78	0.00	2,142.40	2,341.60	-199.20	0.00	-199.20
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Investment Mgr ID							
Shares/PAR value							

Equity Securities

Common stock

United States - USD

NEWMARKET CORP COM CUSIP 651587107							
26 000	262 20	0 00	6,817 20	6,577 99	239 21	0 00	239 21
NIKE INC CL B CUSIP 654106103							
214 000	51 60	0 00	11,042 40	8,951 36	2,091 04	0 00	2,091 04
NOBLE ENERGY INC COM CUSIP 655044105							
82 000	101 74	0 00	8,342 68	7,753 91	588 77	0 00	588 77
NORTHROP GRUMMAN CORP COM CUSIP 666807102							
153 000	67 58	0 00	10,339 74	7,122 30	3,217 44	0 00	3,217 44
OCCIDENTAL PETROLEUM CORP CUSIP 674599105							
123 000	76 61	0 00	9,423 03	9,917 96	-494 93	0 00	-494 93
PATTERSON-UTI ENERGY INC COM CUSIP 703481101							
403 000	18 63	0 00	7,507 89	7,014 17	493 72	0 00	493 72
PERRIGO CO COM CUSIP 714290103							
16 000	104 03	0 00	1,664 48	1,806 47	-141 99	0 00	-141 99
PFIZER INC COM CUSIP 717081103							
859 000	25 08	0 00	21,543 72	16,369 61	5,174 11	0 00	5,174 11
PHILIP MORRIS INTL COM STK NPV CUSIP 718172109							
100 000	83 64	85 00	8,364 00	5,776 46	2,587 54	0 00	2,587 54

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					Market	Translation	
Equity Securities							
Common stock							
United States - USD							
PIONEER NAT RES CO COM STK CUSIP 723787107							
32 000	106 59	0 00	3,410 88	3 470 37	-59 49	0 00	-59 49
POSTNL N V SPONSORED ADR CUSIP 73753A103							
1,212 000	3 99	0 00	4,835 88	4,000 90	834 98	0 00	834 98
PRECISION CASTPARTS CORP COM CUSIP 740189105							
39 000	189 42	0 00	7,387 38	4,785 75	2,601 63	0 00	2,601 63
PRICELINE COM INC COM NEW STK CUSIP 741503403							
10 000	621 20	0 00	6,212 00	3,075 34	3,136 66	0 00	3,136 66
PROCTER & GAMBLE COM NPV CUSIP 742718109							
66 000	67 89	0 00	4,480 74	4,634 49	-153 75	0 00	-153 75
QUALCOMM INC COM CUSIP 747525103							
202 000	62 02	0 00	12,528 04	8,716 17	3,811 87	0 00	3,811 87
QUEST DIAGNOSTICS INC COM CUSIP 74834L100							
136 000	58 27	0 00	7,924 72	7,324 17	600 55	0 00	600 55
RACKSPACE HOSTING INC COM STK CUSIP 750086100							
52 000	74 27	0 00	3,862 04	2,631 31	1,230 73	0 00	1,230 73
RALPH LAUREN CORP CL A CL A CUSIP 751212101							
35 000	149 92	0 00	5,247 20	3,242 50	2,004 70	0 00	2,004 70

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Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
RAYTHEON CO USD0 01 CUSIP 755111507								
	193 000	57 56	96 50	11,109 08	9 416 32	1,692 76	0 00	1,692 76
RED HAT INC COM CUSIP 756577102								
	107 000	52 96	0 00	5,666 72	4,490 58	1,176 14	0 00	1,176 14
REGENERON PHARMACEUTICALS INC COM CUSIP 75886F107								
	6 000	171 07	0 00	1,026 42	1,074 67	-48 25	0 00	-48 25
ROSS STORES INC COM CUSIP 778296103								
ROST	86 000	54 15	0 00	4,656 90	4,866 81	-209 91	0 00	-209 91
RPC INC COM CUSIP 749660106								
	553 000	12 24	0 00	6,768 72	6,115 86	652 86	0 00	652 86
SAFEWAY INC COM NEW CUSIP 786514208								
	506 000	18 09	0 00	9,153 54	10,426 86	-1,273 32	0 00	-1,273 32
SALESFORCE COM INC COM STK CUSIP 79466L302								
	81 000	168 10	0 00	13,616 10	8,135 65	5,480 45	0 00	5,480 45
SCHLUMBERGER LTD COM COM CUSIP 806857108								
	173 000	69 29	35 47	11,987 17	12,597 97	-610 80	0 00	-610 80
SHERWIN-WILLIAMS CO COM CUSIP 824348106								
	21 000	153 82	0 00	3,230 22	2,197 51	1,032 71	0 00	1,032 71

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Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
SIRIUS XM RADIO INC COM STK CUSIP 82967N108								
1,216 000	2 89	0 00	3,514 24	3,380 52	133 72	0 00	133 72	
SPLUNK INC COMSTK COM USD0 001 CUSIP 848637104								
56 000	29 02	0 00	1,625 12	1,719 08	-93 96	0 00	-93 96	
STARBUCKS CORP COM CUSIP 855244109								
168 000	53 62	0 00	9,008 16	4 683 34	4,324 82	0 00	4,324 82	
TERADATA CORP DEL COM STK CUSIP 88076W103								
94 000	61 89	0 00	5,817 66	5,548 33	269 33	0 00	269 33	
TESLA MTRS INC COM CUSIP 88160R101								
59 000	33 87	0 00	1,998 33	1,598 86	399 47	0 00	399 47	
TJX COS INC COM NEW CUSIP 872540109								
353 000	42 45	0 00	14,984 85	10,818 16	4,166 69	0 00	4,166 69	
TRANSDIGM GROUP INC COM CUSIP 893641100								
14 000	136 36	0 00	1,909 04	1,727 39	181 65	0 00	181 65	
TRAVELERS COS INC COM STK CUSIP 89417E109								
145 000	71 82	0 00	10,413 90	7,474 99	2,938 91	0 00	2,938 91	
ULTA SALON COSMETICS & FRAGRANCE INC COMSTK CUSIP 90384S303								
34 000	98 26	0 00	3,340 84	2,771 12	569 72	0 00	569 72	

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Shares/PAR value							

Equity Securities

Common stock

United States - USD

ULTRA PETE CORP COM NPV CUSIP 903914109							
149 000	18 13	0 00	2,701 37	3,405 17	-703 80	0 00	-703 80
UNION PAC CORP COM CUSIP 907818108							
99 000	125 72	68 31	12,446 28	10,138 60	2,307 68	0 00	2,307 68
UNP							
UNITED TECHNOLOGIES CORP COM CUSIP 913017109							
59 000	82 01	0 00	4,838 59	4,593 05	245 54	0 00	245 54
UNITEDHEALTH GROUP INC COM CUSIP 91324P102							
49 000	54 24	0 00	2,657 76	2,678 93	-21 17	0 00	-21 17
URBAN OUTFITTERS INC COM CUSIP 917047102							
79 000	39 36	0 00	3,109 44	3,007 88	101 56	0 00	101 56
UTD THERAPEUTICS CORP DEL COM STK CUSIP 91307C102							
62 000	53 42	0 00	3,312 04	3,269 66	42 38	0 00	42 38
VERIZON COMMUNICATIONS COM CUSIP 92343V104							
VZ	43 27	0 00	10,168 45	6,501 32	3,667 13	0 00	3,667 13
VERTEX PHARMACEUTICALS INC COM CUSIP 92532F100							
102 000	41 94	0 00	4,277 88	3,950 21	327 67	0 00	327 67
VMWARE INC CL A COM CL A COM CUSIP 928563402							
54 000	94 14	0 00	5 083 56	4,456 23	627 33	0 00	627 33

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Description / Asset ID	Exchange rate/ Investment Mgr ID	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value	local market price						

Equity Securities

Common stock

United States - USD

WADDELL & REED FINL INC CL A COM CUSIP 930059100

202 000	34 82	0 00	7,033 64	7 030 42	3 22	0 00	3 22
WALT DISNEY CO CUSIP 254687106							

73 000	49 79	0 00	3,634 67	1 691 34	1,943 33	0 00	1,943 33
WASTE MGMT INC DEL COM STK CUSIP 94106L109							

241 000	33 74	0 00	8,131 34	7 664 06	467 28	0 00	467 28
WESTN DIGITAL CORP COM CUSIP 958102105							

198 000	42 49	0 00	8,413 02	6,813 22	1,599 80	0 00	1,599 80
WHIRLPOOL CORP COM CUSIP 963320106							

30 000	101 75	0 00	3,052 50	3,025 00	27 50	0 00	27 50
WHOLE FOODS MKT INC COM CUSIP 966837106							

123 000	91 33	0 00	11,233 59	4,169 02	7,064 57	0 00	7,064 57
WORKDAY INC CL A COM USD0 001 CUSIP 98139H101							

21 000	54 50	0 00	1,144 50	1,032 42	112 08	0 00	112 08
XEROX CORP COM CUSIP 984121103							

957 000	6 82	40 75	6,526 74	7,794 27	-1,267 53	0 00	-1,267 53
YUM BRANDS INC COM CUSIP 988498101							

236 000	66 40	0 00	15,670 40	16,188 18	-517 78	0 00	-517 78
Total USD							
	1,379 34		1,282,948 65	1,033,792 65	249,156 00	0 00	249,156 00

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Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAR value							

Equity Securities

Common stock							
Total United States		1,379.34	1,282,948.65	1,033,792.65	249,156.00	0.00	249,156.00

Total Common Stock		1,824.96	1,874,939.29	1,542,887.84	332,051.45	0.00	332,051.45
82,592,000							

Preferred stock

Brazil - USD

ADR ITAU UNIBANCO HLDG SA SPONSORED ADR REPSTG 500 PFD PFD ADR CUSIP 465562106

480,000	16.46	2.89	7,900.80	7,938.78	-37.98	0.00	-37.98
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Total USD		2.89	7,900.80	7,938.78	-37.98	0.00	-37.98
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Total Brazil		2.89	7,900.80	7,938.78	-37.98	0.00	-37.98
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Total Preferred Stock		2.89	7,900.80	7,938.78	-37.98	0.00	-37.98
480,000							

Equity funds

Emerging Markets Region - USD

MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD CUSIP 665162483

28,946,190	19.18	0.00	555,187.92	515,393.36	39,794.56	0.00	39,794.56
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Total USD		0.00	555,187.92	515,393.36	39,794.56	0.00	39,794.56
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Total Emerging Markets Region		0.00	555,187.92	515,393.36	39,794.56	0.00	39,794.56
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Global Region - USD

MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD CUSIP 33939L407

1,650,000	35.62	609.25	58,773.00	52,903.13	5,869.87	0.00	5,869.87
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Total USD		609.25	58,773.00	52,903.13	5,869.87	0.00	5,869.87
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Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	

Equity Securities

Equity funds

Total Global Region 609.25 58,773.00 52,903.13 5,869.87 0.00 5,869.87

United States - USD

MFB NORTHERN FUNDS SMALL CAP CORE FUND CUSIP 665162665

4,581.760 16.37 0.00 75,003.41 65,866.88 9,136.53 0.00 9,136.53

MFB NORTN MULT-MANAGER MID CAP FD CUSIP 665162574

12,035.440 11.89 0.00 143,101.38 123,070.61 20,030.77 0.00 20,030.77

MFB NORTN MULT-MANAGER SMALL CAP FD CUSIP 665162566

7,577.010 9.74 0.00 73,800.07 70,335.86 3,464.21 0.00 3,464.21

MFC ISHARES TR RUSSELL 1000 GROWTH INDEXFD CUSIP 464287614

102.000 65.49 0.00 6,679.98 6,111.42 568.56 0.00 568.56

Total USD

298,584.84 285,384.77 33,200.07 0.00 33,200.07

Total United States

298,584.84 285,384.77 33,200.07 0.00 33,200.07

Total Equity Funds

54,892.400 609.25 912,545.76 833,681.26 78,864.50 0.00 78,864.50

Other equity

United States - USD

AMERICAN CAP AGY CORP COM REIT FUND CUSIP 02503X105

261.000 28.94 326.25 7,553.34 7,634.53 -81.19 0.00 -81.19

AMERICAN TOWER CORP CUSIP 03027X100

59.000 77.27 0.00 4,558.93 3,065.63 1,493.30 0.00 1,493.30

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◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
					Market	Translation	

Equity Securities

Other equity

United States - USD

APARTMENT INVT & MGMT CO CL A CUSIP 03748R101

241.000	27.06	0.00	6,521.46	6,112.43	409.03	0.00	409.03
Total USD		326.25	18,633.73	16,812.59	1,821.14	0.00	1,821.14
Total United States		326.25	18,633.73	16,812.59	1,821.14	0.00	1,821.14
Total Other Equity		326.25	18,633.73	16,812.59	1,821.14	0.00	1,821.14
Total Equity Securities		2,763.35	2,814,019.58	2,401,320.47	412,699.11	0.00	412,699.11

Fixed Income Securities

Corporate/government

Australia - USD

BHP BILLITON FIN 1 875% DUE 11-21-2016 CUSIP 055451AK4

75,000.000	103.1076	156.24	77,330.70	77,470.50	-139.80	0.00	-139.80
Issue Date 21 Nov 11	Rate 1 875%	Yield to Maturity 0.997%	Maturity Date 21 Nov 16				
Total USD		156.24	77,330.70	77,470.50	-139.80	0.00	-139.80

Total Australia

Japan - USD

TOYOTA MTR CR CORP MEDIUM TERM NTS BOOK TRANCHE # TR 00320 1 375 DUE 08-12-2013 CUSIP 89233P4H6

100,000.000	100.5963	530.90	100,596.30	100,570.00	26.30	0.00	26.30
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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAR value							

Fixed Income Securities

Corporate/government

Japan - USD

Issue Date	12 Aug 10	Rate	1 375%	Yield to Maturity	0 256%	Maturity Date	12 Aug 13						
Total USD						530 90		100,596 30	100,570 00	26 30	0 00		26 30
Total Japan						530 90		100,596 30	100,570 00	26 30	0 00		26 30

United States - USD

ALTERA CORP 1 75% DUE 05-15-2017	CUSIP	021441AD2											
75,000 000			102 1779	Yield to Maturity	1 207%	167 70		76,633 42	77,053 50	-420 08	0 00		-420 08
Issue Date	08 May 12	Rate	1 75%	Yield to Maturity	1 207%	Maturity Date	15 May 17						

DEERE JOHN CAP CORP MEDIUM TERM NTS-BK RANCHE # TR 00361 1 6 03-03-2014 CUSIP 24422ERA9

100,000 000			101 3118	Yield to Maturity	0 371%	524 44		101,311 80	101,151 00	160 80	0 00		160 80
Issue Date	03 Mar 11	Rate	1 60%	Yield to Maturity	0 371%	Maturity Date	03 Mar 14						
FHLMC DEB 1 5 07-15-2014	CUSIP	313444U06											

100,000 000			107 2721	Yield to Maturity	0 236%	2,305 55		107,272 10	100,361 00	6,911 10	0 00		6,911 10
Issue Date	16 Jul 04	Rate	5 00%	Yield to Maturity	0 236%	Maturity Date	15 Jul 14						
GEN ELEC CAP CORP 2 25% DUE 11-09-2015	CUSIP	36962GAT8											

75,000 000			103 2715	Yield to Maturity	0 923%	243 75		77,453 62	77,769 00	-315 38	0 00		-315 38
Issue Date	09 Nov 10	Rate	2 25%	Yield to Maturity	0 923%	Maturity Date	09 Nov 15						
JPMORGAN CHASE & 2 6% DUE 01-15-2016	CUSIP	46625HHW3											

75,000 000			103 9572	Yield to Maturity	1 191%	899 16		77,967 90	78,288 75	-320 85	0 00		-320 85
Issue Date	18 Nov 10	Rate	2 60%	Yield to Maturity	1 191%	Maturity Date	15 Jan 16						
MERCK & CO INC 4 75% DUE 03-01-2015	CUSIP	589331AK3											

200,000 000			109 0076	Yield to Maturity		3,166 66		218,015 20	205,978 00	12,037 20	0 00		12,037 20
Issue Date	18 Nov 10	Rate	2 60%	Yield to Maturity		Maturity Date							

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Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss	
						Translation	Total

Fixed Income Securities

Corporate/government

United States - USD

Issue Date 17 Feb 05 Rate 4.75% Yield to Maturity 0.466% Maturity Date 01 Mar 15

MFB NORTHIN HI YIELD FXD INC FD CUSIP 665162699

57,690,860	7.55	0.00	435,565.99	440,660.21	-5,094.22	0.00	-5,094.22
Issue Date 25 Aug 08							

NOVARTIS CAP CORP 1.9% DUE 04-24-2013 CUSIP 66989HAB4

100,000,000	100.5194	353.61	100,519.40	102,646.00	-2,126.60	0.00	-2,126.60
Issue Date 16 Mar 10 Rate 1.90% Yield to Maturity 0.758% Maturity Date 24 Apr 13							

PHILLIP MORRIS INTL INC NT 6.875 DUE 03-17-2014 BEO CUSIP 718172AG4

100,000,000	107.6758	1,986.11	107,675.80	102,414.00	5,261.80	0.00	5,261.80
Issue Date 17 Nov 08 Rate 6.875% Yield to Maturity 0.415% Maturity Date 17 Mar 14							

UTD TECHNOLOGIES 1.8% DUE 06-01-2017 CUSIP 913017BU2

75,000,000	102.9358	112.50	77,201.85	77,637.75	-435.90	0.00	-435.90
Issue Date 01 Jun 12 Rate 1.80% Yield to Maturity 1.027% Maturity Date 01 Jun 17							

WALGREEN CO 4.875% DUE 08-01-2013 CUSIP 931422AD1

100,000,000	102.4669	2,031.25	102,466.90	102,630.00	-163.10	0.00	-163.10
Issue Date 17 Jul 08 Rate 4.875% Yield to Maturity 0.755% Maturity Date 01 Aug 13							

Total USD

		11,790.73	1,482,083.98	1,466,589.21	15,494.77	0.00	15,494.77
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Total United States

		11,790.73	1,482,083.98	1,466,589.21	15,494.77	0.00	15,494.77
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Total Corporate/Government

1,232,690,860		12,477.87	1,660,010.98	1,644,629.71	15,381.27	0.00	15,381.27
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Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Total Fixed Income Securities								
	1,232,690.860		12,477.87	1,660,010.98	1,644,629.71	15,381.27	0.00	15,381.27

Real Estate

Real estate funds

Global Region - USD

MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD CUSIP 665162475

	15,846.300	18.31	0.00	290,145.75	232,959.61	57,186.14	0.00	57,186.14
Total USD			0.00	290,145.75	232,959.61	57,186.14	0.00	57,186.14
Total Global Region			0.00	290,145.75	232,959.61	57,186.14	0.00	57,186.14
Total Real Estate Funds			0.00	290,145.75	232,959.61	57,186.14	0.00	57,186.14
15,846.300								
Total Real Estate			0.00	290,145.75	232,959.61	57,186.14	0.00	57,186.14

Commodities

Commodities

Global Region - USD

MFC SPDR GOLD TR GOLD SHS CUSIP 78463V107

	2,115.000	162.01	0.00	342,651.15	265,543.74	77,107.41	0.00	77,107.41
Total USD			0.00	342,651.15	265,543.74	77,107.41	0.00	77,107.41
Total Global Region			0.00	342,651.15	265,543.74	77,107.41	0.00	77,107.41
United States - USD								

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Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAR value							

Commodities

Commodities

United States - USD

MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667

8,718,770	6.64	0.00	57,892.63	65,321.99	-7,429.36	0.00	-7,429.36
Total USD		0.00	57,892.63	65,321.99	-7,429.36	0.00	-7,429.36
Total United States		0.00	57,892.63	65,321.99	-7,429.36	0.00	-7,429.36
Total Commodities							
10,833,770		0.00	400,543.78	330,865.73	69,678.05	0.00	69,678.05
Total Commodities		0.00	400,543.78	330,865.73	69,678.05	0.00	69,678.05

Cash and Short Term Investments

Short term

USD - United States dollar	1.00	0.91	94,519.80	94,519.80	0.00	0.00	0.00
Total short term - all currencies		0.91	94,519.80	94,519.80	0.00	0.00	0.00
Total short term - all countries		0.91	94,519.80	94,519.80	0.00	0.00	0.00
Total Short Term							
94,519.800		0.91	94,519.80	94,519.80	0.00	0.00	0.00
Total Cash and Short Term Investments		0.91	94,519.80	94,519.80	0.00	0.00	0.00
94,519.800		0.91	94,519.80	94,519.80	0.00	0.00	0.00

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Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAF value							

Adjustments To Cash

Pending trade purchases

USD - United States dollar	1.00	0.00	-2,119.57	-2,119.57	0.00	0.00	0.00
Total pending trade purchases - all currencies		0.00	-2,119.57	-2,119.57	0.00	0.00	0.00
Total pending trade purchases - all countries		0.00	-2,119.57	-2,119.57	0.00	0.00	0.00
Total Pending trade purchases 0.000		0.00	-2,119.57	-2,119.57	0.00	0.00	0.00

Pending trade sales

USD - United States dollar	1.00	0.00	32,472.09	32,472.09	0.00	0.00	0.00
Total pending trade sales - all currencies		0.00	32,472.09	32,472.09	0.00	0.00	0.00
Total pending trade sales - all countries		0.00	32,472.09	32,472.09	0.00	0.00	0.00
Total Pending trade sales 0.000		0.00	32,472.09	32,472.09	0.00	0.00	0.00
Total Adjustments To Cash 0.000		0.00	30,352.52	30,352.52	0.00	0.00	0.00

Total	1,492,416.130	15,242.13	5,289,592.41	4,734,647.84	554,944.57	0.00	554,944.57
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Description / Asset ID		Exchange rate/ local market price		Accrued income/expense		Market Value		Cost		Market		Unrealized gain/loss Translation		Total
Investment Mgr ID	Shares/PAR value													

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