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

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

2012

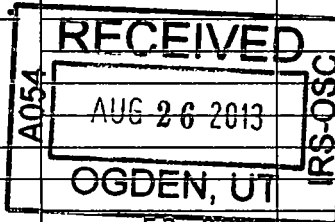
Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation James Rushton I Foundation		A Employer identification number 63-0955085
Number and street (or P.O. box number if mail is not delivered to street address) #3 Office Park Circle	Room/suite 250	B Telephone number 205-322-1951
City or town, state, and ZIP code Birmingham, AL 35223		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 9,674,907. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		0.			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		83,832.	83,832.	83,832.	Statement 1
4 Dividends and interest from securities		157,138.	157,138.	157,138.	Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		713,963.			
b Gross sales price for all assets on line 6a 3,898,198.			713,963.		
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain				0.	
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		53,085.	0.	53,085.	Statement 3
12 Total. Add lines 1 through 11		1,008,018.	954,933.	294,055.	
13 Compensation of officers, directors, trustees, etc.		93,400.	0.	0.	93,400.
14 Other employee salaries and wages		282,911.	0.	34,041.	248,870.
15 Pension plans, employee benefits					
16a Legal fees Stmt 4		3,264.	0.	0.	3,264.
b Accounting fees Stmt 5		7,850.	0.	0.	7,850.
c Other professional fees					
17 Interest					
18 Taxes Stmt 6		30,139.	326.	326.	29,813.
19 Depreciation and depletion					
20 Occupancy		22,375.	0.	0.	22,375.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 7		332,794.	63,969.	63,969.	268,825.
24 Total operating and administrative expenses. Add lines 13 through 23		772,733.	64,295.	98,336.	674,397.
25 Contributions, gifts, grants paid		13,500.			13,500.
26 Total expenses and disbursements. Add lines 24 and 25		786,233.	64,295.	98,336.	687,897.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		221,785.			
b Net investment income (if negative, enter -0-)			890,638.		
c Adjusted net income (if negative, enter -0-)				195,719.	



19 6/11

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	1,294.	3,265.	3,265.
	2	Savings and temporary cash investments	95,000.	78,217.	78,217.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations Stmt 8	387,023.	447,118.	470,135.
	b	Investments - corporate stock Stmt 9	5,670,216.	5,876,023.	6,647,650.
	c	Investments - corporate bonds Stmt 10	1,098,403.	1,233,166.	1,324,538.
Liabilities	11	Investments - land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans Stmt 11	571,238.	480,173.	503,438.
	13	Investments - other Stmt 12	133,395.	60,392.	60,849.
	14	Land, buildings, and equipment: basis ▶ 586,815.			
		Less: accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers)	8,543,384.	8,765,169.	9,674,907.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	8,543,384.	8,765,169.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances	8,543,384.	8,765,169.	
	31	Total liabilities and net assets/fund balances	8,543,384.	8,765,169.	

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	8,543,384.
2	Enter amount from Part I, line 27a	2	221,785.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	8,765,169.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,765,169.

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 Regions Bank Trust Dept - see attached	P		
b Regions Bank Trust Dept - see attached	P		
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 1,111,186.		1,149,431.	-38,245.
b 2,787,012.		2,034,804.	752,208.
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			-38,245.
b			752,208.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	713,963.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	-38,245.

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	650,637.	8,977,017.	.072478
2010	622,121.	9,538,800.	.065220
2009	667,040.	8,600,947.	.077554
2008	667,406.	9,224,712.	.072350
2007	954,886.	10,911,703.	.087510

2 Total of line 1, column (d)	2	.375112
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	.075022
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	9,352,999.
5 Multiply line 4 by line 3	5	701,681.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,906.
7 Add lines 5 and 6	7	710,587.
8 Enter qualifying distributions from Part XII, line 4	8	687,897.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	17,813.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	17,813.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	17,813.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,513.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,513.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	7.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	16,307.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> AL		
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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>Deakins F. Rushton</u> Telephone no. ► <u>(205) 322-1951</u> Located at ► <u>#3 Office Park Circle, Suite 250, Birmingham, AL</u> ZIP+4 ► <u>35223</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> <input type="checkbox"/>	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

5b

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

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Deakins Ford Rushton	President			
2815 Canterbury Road				
Birmingham, AL 35223	40.00	93,400.	0.	0.
Gail B. Rushton	Director			
2815 Canterbury Road				
Birmingham, AL 35223	0.00	0.	0.	0.
James Rushton	Director			
2717 Highland Ave South Unit 106				
Birmingham, AL 35205	0.00	0.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
See Statement 13	335,585.
2	
See Statement 14	387,291.
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2012)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	8,819,727.
b	Average of monthly cash balances	1b	88,888.
c	Fair market value of all other assets	1c	586,815.
d	Total (add lines 1a, b, and c)	1d	9,495,430.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	9,495,430.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	142,431.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,352,999.
6	Minimum investment return. Enter 5% of line 5	6	467,650.

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

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	687,897.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	687,897.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	687,897.

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)

N/A

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

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

- 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

10/05/90

- 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

- b** 85% of line 2a

- c** Qualifying distributions from Part XII, line 4 for each year listed

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e** Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

- a** "Assets" alternative test - enter:

- (1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)

- b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c** "Support" alternative test - enter:

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization

- (4) Gross investment income

Tax year	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
	195,719.	181,419.	200,192.	212,403.	789,733.
	166,361.	154,206.	170,163.	180,543.	671,273.
	687,897.	652,724.	622,121.	668,911.	2,631,653.
	0.	0.	0.	0.	0.
	687,897.	652,724.	622,121.	668,911.	2,631,653.
	9,674,906.	9,315,955.	10,181,625.	9,427,986.	38,600,472.
					0.
	311,767.	299,234.	317,960.	286,698.	1,215,659.
					0.
					0.
					0.
					0.

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).)

James Rushton

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

None

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

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

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

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

- c** Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Childcare Resource Center 1904 1st Avenue North Birmingham, AL 35203			General Operation	10,000.
Woodlawn Foundation 5529 1st Ave South Birmingham, AL 35212			Dinner/Speaker	1,000.
Jefferson County Child Development Council 728 37th Street South Birmingham, AL 35222		501(c)(3) private corporation	Annual Christmas Appeal	500.
Impact Alabama 1901 6th Ave N Ste 200 Birmingham, AL 35203			General Operation	1,000.
YMCA 2401 20th Pl S Birmingham, AL 35223			Youth Center	1,000.
Total				▶ 3a 13,500.
b Approved for future payment				
None				
Total				▶ 3b 0.

LEGAL AFFIDAVIT OF PUBLICATION
ADVANCE MEDIA GROUP
PUBLISHERS OF
THE BIRMINGHAM NEWS

On this 22 day of February
A.D. Two Thousand, and Thirteen, Vickie Webb
declares that she is an Accounting Clerk of "The
Birmingham News" published in the City of
Birmingham, in the County of Jefferson, in the State
of Alabama, and that the advertisement, a true copy of
which is herewith attached, appeared in "The
Birmingham News" on the following dates:

February 22, 2013

NOTICE TO ALL INTERESTED PERSONS
The annual return of the James Rushton I
Foundation is available, at the address
noted below, for public inspection during
regular business hours by any citizen who
so requests within 180 days after publica-
tion of this notice of its availability
James Rushton I Foundation
#3 Office Park Circle, Suite 250
Birmingham, AL 35223
The principal manager is
Deakins F. Rushton, Director
Telephone (205) 322-1951
Bham News February 22, 2013

Vickie Webb
Signed- Vickie Webb

*The charges by this Newspaper for legal notices
do not exceed the lowest classified rate paid
by commercial customers for an advertisement
of similar size and frequency in the same
newspaper in which public notices appear.
There are no agreements between the Newspaper
and the officers or attorneys charged with the
duty of placing legal advertising notices whereby
any advantage, gain or profit accrues to said
officers or attorneys*

State of Alabama
County of Jefferson

On Feb. 22, 2013, Vickie Webb

personally appeared before me, who is personally known

to me to be the signer of the above document, and she

acknowledged that she signed it.

Nancy S. Bridgman

NANCY S BRIDGMAN
NOTARY PUBLIC
STATE OF ALABAMA
MY COMMISSION EXPIRES DEC. 22, 2014

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Regions Bank - Trust Department	83,832.
Total to Form 990-PF, Part I, line 3, Column A	83,832.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Regions Bank - Trust Department	157,138.	0.	157,138.
Total to Fm 990-PF, Part I, ln 4	157,138.	0.	157,138.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Parent tuition	34,714.	0.	34,714.
Registration & activity fees	350.	0.	350.
USDA reimb. income	15,891.	0.	15,891.
Tuition subsidy AL Dept of Human Resources	2,130.	0.	2,130.
Total to Form 990-PF, Part I, line 11	53,085.	0.	53,085.

Form 990-PF Legal Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal	3,264.	0.	0.	3,264.
To Fm 990-PF, Pg 1, ln 16a	3,264.	0.	0.	3,264.

Form 990-PF	Accounting Fees			Statement 5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	7,850.	0.	0.	7,850.
To Form 990-PF, Pg 1, ln 16b	7,850.	0.	0.	7,850.

Form 990-PF	Taxes			Statement 6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign taxes	326.	326.	326.	0.
Payroll taxes	29,813.	0.	0.	29,813.
To Form 990-PF, Pg 1, ln 18	30,139.	326.	326.	29,813.

Form 990-PF	Other Expenses			Statement 7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Fiduciary fees	63,969.	63,969.	63,969.	0.
Payroll expenses (admin)	12,300.	0.	0.	12,300.
Assistance	400.	0.	0.	400.
Computer expenses	2,160.	0.	0.	2,160.
Cleaning & maintenance	956.	0.	0.	956.
Contract work	4,750.	0.	0.	4,750.
Equipment	3,929.	0.	0.	3,929.
Food	18,902.	0.	0.	18,902.
General supplies	6,707.	0.	0.	6,707.
Insurance	87,968.	0.	0.	87,968.
Miscellaneous	1,517.	0.	0.	1,517.
Licenses	404.	0.	0.	404.
Office supplies	2,593.	0.	0.	2,593.
Partner program - CCR				
Infant/Toddler	10,000.	0.	0.	10,000.
Partner program - Park Place	75,759.	0.	0.	75,759.
Postage	218.	0.	0.	218.
Programs	18,798.	0.	0.	18,798.
Special occasions	1,115.	0.	0.	1,115.

James Rushton I Foundation

63-0955085

Staff development	9,282.	0.	0.	9,282.
Teaching supplies	2,068.	0.	0.	2,068.
Telephone	3,823.	0.	0.	3,823.
Water	5,176.	0.	0.	5,176.
To Form 990-PF, Pg 1, ln 23	332,794.	63,969.	63,969.	268,825.

Form 990-PF	U.S. and State/City Government Obligations	Statement	8
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Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
US Govt Obligations	X		447,118.	470,135.
Total U.S. Government Obligations			447,118.	470,135.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			447,118.	470,135.

Form 990-PF	Corporate Stock	Statement	9
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Description	Book Value	Fair Market Value
Corporate Stock	5,876,023.	6,647,650.
Total to Form 990-PF, Part II, line 10b	5,876,023.	6,647,650.

Form 990-PF	Corporate Bonds	Statement	10
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Description	Book Value	Fair Market Value
Corporate Bonds	1,233,166.	1,324,538.
Total to Form 990-PF, Part II, line 10c	1,233,166.	1,324,538.

Form 990-PF	Mortgage Loans	Statement 11
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Description	Book Value	Fair Market Value
Agencies	480,173.	503,438.
Total to Form 990-PF, Part II, line 12	480,173.	503,438.

Form 990-PF	Other Investments	Statement 12
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Description	Valuation Method	Book Value	Fair Market Value
Other	COST	60,392.	60,849.
Total to Form 990-PF, Part II, line 13		60,392.	60,849.

Form 990-PF	Summary of Direct Charitable Activities	Statement 13
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Activity One

Cooperative work toward establishment of a mutual support community; includes activities to bolster community pride and involvement for the Metroplitan Garden residents and former residents who are included in the Ambit of the Hope VI project.

	Expenses
To Form 990-PF, Part IX-A, line 1	335,585.

Form 990-PF

Summary of Direct Charitable Activities

Statement 14

Activity Two

Operation of a child development center for ages 6 weeks to 3 years old to provide affordable day care to low income parents to facilitate their ability to be in the work force rather than on government subsidies. Tuition is based on the parents income.

Expenses

To Form 990-PF, Part IX-A, line 2

387,291.



REGIONS BANK
Realized Gain/Loss Report

Run on 06/07/2013 03:15:28 PM

Start Date: 01/01/2012

End Date: 12/31/2012

Account: 1055000897

Administrator: LAURA WAINWRIGHT 205-801-0380

AS AGENT FOR JAMES RUSHTON I FOUNDATION

Description	Sold	Acquired	Proceeds	Cost	Gain/Loss Covered
** SHORT TERM CAPITAL GAIN (LOSS)					
151000 UNITS OF UNITED STATES TREASURY N/B DTD 06/01/10 .75% 05/31/2012	01/10/2012	10/06/2011	151,407.69	151,637.03	229.34-
1048.01 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026	01/25/2012	08/09/2011	1,048.01	1,101.07	53.06-
215.08 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4.5% 06/01/2041	01/25/2012	11/04/2011	215.08	228.79	13.71-
1273.16 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035	01/25/2012	08/09/2011	1,273.16	1,373.22	100.06-
1025.96 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3.5% 09/01/2025	01/25/2012	08/09/2011	1,025.96	1,064.43	38.47-
20000 UNITS OF UNITED STATES TREASURY N/B DTD 01/18/2011 1% 01/15/2014	02/22/2012	01/10/2012	20,263.28	20,299.70	36.42-
22000 UNITS OF UNITED STATES TREASURY N/B DTD 01/18/2011 1% 01/15/2014	02/22/2012	02/02/2012	22,289.61	22,330.00	40.39-
1081.57 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026	02/27/2012	08/09/2011	1,081.57	1,136.32	54.75-
249.91 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4.5% 06/01/2041	02/27/2012	11/04/2011	249.91	265.84	15.93-
1024.38 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035	02/27/2012	08/09/2011	1,024.38	1,104.89	80.51-
973.75 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3.5% 09/01/2025	02/27/2012	08/09/2011	973.75	1,010.27	36.52-
2000.00 UNITS OF GENERAL ELECTRIC CAPITAL CORP DTD 01/14/08 5.875% 01/14/2038	03/06/2012	05/06/2011	2,232.82	2,072.98	159.84
5012.10 UNITS OF UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625% 07/15/2021	03/06/2012	08/25/2011	5,474.16	5,272.70	201.46

6/11/13

RealzdGainLoss

Description	Start Date	End Date	Realized Gain	Realized Loss	Net Realized Gain/Loss
385 SHARES OF WALGREEN CO	03/20/2012	02/21/2012	12,989.66	13,359.46	369.80- Covered
908.37 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026	03/26/2012	08/09/2011	908.37	954.36	45.99-
230.48 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4.5% 06/01/2041	03/26/2012	11/04/2011	230.48	245.17	14.69-
1169.53 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035	03/26/2012	08/09/2011	1,169.53	1,261.45	91.92-
485.66 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 06/01/2039	03/26/2012	02/07/2012	485.66	513.66	28.00-
1187 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3.5% 09/01/2025	03/26/2012	08/09/2011	1,187.00	1,231.51	44.51-
6000.00 UNITS OF WAL MART STORES INC DTD 04/15/2008 6.2% 04/15/2038	04/05/2012	03/02/2012	7,625.94	8,047.62	421.68-
672.44 UNITS OF FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010 4.5% 08/01/2040	04/16/2012	03/06/2012	672.44	716.99	44.55-
990.38 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026	04/25/2012	08/09/2011	990.38	1,040.52	50.14-
443.14 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4.5% 06/01/2041	04/25/2012	11/04/2011	443.14	471.39	28.25-
1178.64 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035	04/25/2012	08/09/2011	1,178.64	1,271.27	92.63-
484.02 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 06/01/2039	04/25/2012	02/07/2012	484.02	511.93	27.91-
1189.35 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3.5% 09/01/2025	04/25/2012	08/09/2011	1,189.35	1,233.95	44.60-
50 SHARES OF LABORATORY CORP AMER HLDGS COM NEW	04/23/2012	02/21/2012	4,348.85	4,409.43	60.58- Covered
50 SHARES OF PRAXAIR INC	04/23/2012	02/21/2012	5,608.88	5,493.25	115.63 Covered
129000 UNITS OF UNITED STATES TREASURY N/B DTD 01/18/2011 1% 01/15/2014	05/07/2012	01/10/2012	130,607.46	130,933.07	325.61-
144000 UNITS OF UNITED STATES TREASURY N/B DTD 01/18/2011 1% 01/15/2014	05/07/2012	04/26/2012	145,794.38	145,850.63	56.25-
537.29 UNITS OF FEDERAL HOME LOAN MTG CORP	05/15/2012	03/06/2012	537.29	572.89	35.60-

POOL #G05937 DTD 07/01/2010 4.5% 08/01/2040					
1065.32 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026	05/25/2012	08/09/2011	1,065.32	1,119.25	53.93-
205.41 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4.5% 06/01/2041	05/25/2012	11/04/2011	205.41	218.51	13.10-
1063.68 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035	05/25/2012	08/09/2011	1,063.68	1,147.28	83.60-
543.31 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 06/01/2039	05/25/2012	02/07/2012	543.31	574.64	31.33-
667.19 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4.5% 06/01/2040	05/25/2012	04/05/2012	667.19	710.77	43.58-
865.41 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3.5% 09/01/2025	05/25/2012	08/09/2011	865.41	897.86	32.45-
3000 UNITS OF UNITED TECHNOLOGIES CORP DTD 06/01/2012 1.2% 06/01/2015	05/31/2012	05/29/2012	3,031.38	2,998.32	33.06
2000.00 UNITS OF WAL MART STORES INC DTD 04/15/2008 6.2% 04/15/2038	06/07/2012	03/02/2012	2,624.24	2,682.54	58.30-
3000.00 UNITS OF UNITED STATES TREASURY N/B DTD 01/18/2011 1% 01/15/2014	06/07/2012	04/26/2012	3,033.99	3,038.55	4.56-
584.02 UNITS OF FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010 4.5% 08/01/2040	06/15/2012	03/06/2012	584.02	622.71	38.69-
799.1 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026	06/25/2012	08/09/2011	799.10	839.55	40.45-
326.56 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4.5% 06/01/2041	06/25/2012	11/04/2011	326.56	347.38	20.82-
1139.13 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035	06/25/2012	08/09/2011	1,139.13	1,228.66	89.53-
321.36 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 06/01/2039	06/25/2012	02/07/2012	321.36	339.89	18.53-
129.55 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05/01/2027	06/25/2012	05/07/2012	129.55	135.66	6.11-
611.73 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD	06/25/2012	04/05/2012	611.73	651.68	39.95-

06/01/2010 4.5% 06/01/2040 .891.19 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3.5% 09/01/2025	06/25/2012 08/09/2011	891.19	924.61	33.42-
2000.00 UNITS OF BHP BILLITON FIN USA LTD DTD 02/24/2012 1% 02/24/2015	07/09/2012 05/07/2012	2,005.46	2,010.90	5.44-
1000.00 UNITS OF INTEL CORP DTD 09/19/2011 3.3% 10/01/2021	07/09/2012 05/07/2012	1,080.90	1,064.24	16.66
1000.00 UNITS OF INTERNATIONAL BUSINESS MACHINES DTD 07/22/2011 1.95% 07/22/2016	07/09/2012 02/02/2012	1,037.21	1,036.35	0.86
1000.00 UNITS OF TOYOTA MOTOR CREDIT CORP SERIES MTN DTD 09/15/2011 3.4% 09/15/2021	07/09/2012 05/07/2012	1,066.42	1,055.09	11.33
577.04 UNITS OF FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010 4.5% 08/01/2040	07/16/2012 03/06/2012	577.04	615.27	38.23-
293.67 UNITS OF FEDERAL HOME LOAN MTGE CORP POOL #A95147 DTD 11/01/2010 4% 11/01/2040	07/16/2012 06/11/2012	293.67	315.24	21.57-
727.13 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026	07/25/2012 08/09/2011	727.13	763.94	36.81-
287.14 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4.5% 06/01/2041	07/25/2012 11/04/2011	287.14	305.45	18.31-
1093.24 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035	07/25/2012 08/09/2011	1,093.24	1,179.16	85.92-
399.06 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 06/01/2039	07/25/2012 02/07/2012	399.06	422.07	23.01-
182.36 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05/01/2027	07/25/2012 05/07/2012	182.36	190.97	8.61-
620.98 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4.5% 06/01/2040	07/25/2012 04/05/2012	620.98	661.54	40.56-
1058.23 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3.5% 09/01/2025	07/25/2012 08/09/2011	1,058.23	1,097.91	39.68-
1500 SHARES OF HASBRO INC	07/20/2012 08/15/2011	50,560.54	56,851.50	6,290.96- Covered
925 SHARES OF HASBRO INC	07/20/2012 02/21/2012	31,179.00	33,622.83	2,443.83- Covered
627.91 UNITS OF FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010	08/15/2012 03/06/2012	627.91	669.51	41.60-

4.5% 08/01/2040 927.84 UNITS OF FEDERAL HOME LOAN MTG CORP POOL #G05408 DTD 04/01/2009 5% 12/01/2036	08/15/2012 07/09/2012	927.84	1,005.40	77.56-
422.04 UNITS OF FEDERAL HOME LOAN MTGE CORP POOL #A95147 DTD 11/01/2010 4% 11/01/2040	08/15/2012 06/11/2012	422.04	453.03	30.99-
310 SHARES OF GOLDMAN SACHS GROUP INC	08/14/2012 02/21/2012	31,966.75	36,188.69	4,221.94-Covered
760 SHARES OF TEVA PHARMACEUTICAL INDS SPONS ADR ONE ADR REPRS ONE ORD SHARE	08/14/2012 02/21/2012	30,815.47	34,093.52	3,278.05-Covered
278.3 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4.5% 06/01/2041	08/27/2012 11/04/2011	278.30	296.04	17.74-
785.03 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 06/01/2039	08/27/2012 02/07/2012	785.03	830.29	45.26-
261.48 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05/01/2027	08/27/2012 05/07/2012	261.48	273.82	12.34-
597.52 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4.5% 06/01/2040	08/27/2012 04/05/2012	597.52	636.55	39.03-
2000 UNITS OF TELEFONICA EMISIONES SAU DTD 02/16/2011 5.462% 02/16/2021	09/11/2012 05/07/2012	1,947.50	1,920.29	27.21
642.55 UNITS OF FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010 4.5% 08/01/2040	09/17/2012 03/06/2012	642.55	685.12	42.57-
967.51 UNITS OF FEDERAL HOME LOAN MTG CORP POOL #G05408 DTD 04/01/2009 5% 12/01/2036	09/17/2012 07/09/2012	967.51	1,048.39	80.88-
424.16 UNITS OF FEDERAL HOME LOAN MTGE CORP POOL #A95147 DTD 11/01/2010 4% 11/01/2040	09/17/2012 06/11/2012	424.16	455.31	31.15-
4000 UNITS OF TELEFONICA EMISIONES SAU DTD 02/16/2011 5.462% 02/16/2021	09/12/2012 05/07/2012	3,940.00	3,840.63	99.37
368.73 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4.5% 06/01/2041	09/25/2012 11/04/2011	368.73	392.24	23.51-
824.3 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 06/01/2039	09/25/2012 02/07/2012	824.30	871.83	47.53-
322.67 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05/01/2027	09/25/2012 05/07/2012	322.67	337.90	15.23-
737.84 UNITS OF	09/25/2012 04/05/2012	737.84	786.03	48.19-

FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4.5% 06/01/2040	10/15/2012 03/06/2012	606.15	646.31	40.16-
606.15 UNITS OF FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010 4.5% 08/01/2040	10/15/2012 07/09/2012	892.95	967.60	74.65-
892.95 UNITS OF FEDERAL HOME LOAN MTG CORP POOL #G05408 DTD 04/01/2009 5% 12/01/2036	10/15/2012 06/11/2012	389.51	418.11	28.60-
389.51 UNITS OF FEDERAL HOME LOAN MTGE CORP POOL #A95147 DTD 11/01/2010 4% 11/01/2040	10/16/2012 02/21/2012	16,372.56	14,373.28	1,999.28 Covered
445 SHARES OF MATTEL INC	10/16/2012 02/21/2012	27,581.74	37,743.75	10,162.01-Covered
2475 SHARES OF STAPLES INC	10/16/2012 03/20/2012	16,992.10	18,042.32	1,050.22-Covered
350.00 SHARES OF EMERSON ELECTRIC CO	10/25/2012 11/04/2011	487.78	518.88	31.10-
487.78 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4.5% 06/01/2041	10/25/2012 02/07/2012	775.20	819.89	44.69-
775.2 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 06/01/2039	10/25/2012 05/07/2012	339.41	355.43	16.02-
339.41 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05/01/2027	10/25/2012 04/05/2012	663.48	706.81	43.33-
663.48 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4.5% 06/01/2040	11/07/2012 08/14/2012	9,854.76	8,866.50	988.26 Covered
150.00 SHARES OF BAXTER INTERNATIONAL INC	11/15/2012 03/06/2012	644.28	686.96	42.68-
644.28 UNITS OF FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010 4.5% 08/01/2040	11/15/2012 07/09/2012	918.09	994.84	76.75-
918.09 UNITS OF FEDERAL HOME LOAN MTG CORP POOL #G05408 DTD 04/01/2009 5% 12/01/2036	11/15/2012 06/11/2012	637.77	684.61	46.84-
637.77 UNITS OF FEDERAL HOME LOAN MTGE CORP POOL #A95147 DTD 11/01/2010 4% 11/01/2040	11/26/2012 02/07/2012	756.84	800.48	43.64-
756.84 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 06/01/2039	11/26/2012 05/07/2012	853.57	893.85	40.28-
853.57 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05/01/2027	11/26/2012 04/05/2012	674.65	718.71	44.06-
674.65 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4.5% 06/01/2040				

12000 UNITS OF .CITIGROUP INC FDIC GUARANTEED DTD 08/06/2009 2.25% 12/10/2012	11/29/2012 05/07/2012	12,004.10	12,144.48	140.38-
7000 UNITS OF UNITED STATES TREASURY N/B DTD 08/16/2010 .75% 08/15/2013	12/11/2012 05/07/2012	7,027.89	7,046.21	18.32-
153000 UNITS OF UNITED STATES TREASURY N/B DTD 01/18/2011 1% 01/15/2014	12/11/2012 04/26/2012	154,320.81	154,966.29	645.48-
26000 UNITS OF UNITED STATES TREASURY N/B DTD 01/18/2011 1% 01/15/2014	12/11/2012 10/04/2012	26,224.45	26,257.97	33.52-
13000 UNITS OF UNITED STATES TREASURY N/B DTD 01/18/2011 1% 01/15/2014	12/11/2012 11/29/2012	13,112.23	13,113.75	1.52-
583.84 UNITS OF FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010 4.5% 08/01/2040	12/17/2012 03/06/2012	583.84	622.52	38.68-
853.22 UNITS OF FEDERAL HOME LOAN MTG CORP POOL #G05408 DTD 04/01/2009 5% 12/01/2036	12/17/2012 07/09/2012	853.22	924.54	71.32-
593.48 UNITS OF FEDERAL HOME LOAN MTGE CORP POOL #A95147 DTD 11/01/2010 4% 11/01/2040	12/17/2012 06/11/2012	593.48	637.06	43.58-
65 SHARES OF APACHE CORPORATION	12/12/2012 02/21/2012	5,096.51	7,135.70	2,039.19- Covered
750 SHARES OF OCCIDENTAL PETE CORP	12/12/2012 12/15/2011	57,528.71	65,519.03	7,990.32- Covered
100 SHARES OF OCCIDENTAL PETE CORP	12/12/2012 02/21/2012	7,670.50	10,463.75	2,793.25- Covered
500.00 SHARES OF BAXTER INTERNATIONAL INC	12/12/2012 08/14/2012	33,234.24	29,555.00	3,679.24 Covered
527.9 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 06/01/2039	12/26/2012 02/07/2012	527.90	558.34	30.44-
443.69 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05/01/2027	12/26/2012 05/07/2012	443.69	464.63	20.94-
583.92 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4.5% 06/01/2040	12/26/2012 04/05/2012	583.92	622.06	38.14-
** TOTAL SHORT TERM CAPITAL GAIN (LOSS)		1,111,185.73	1,149,740.36	38,554.63-
** LONG TERM CAPITAL GAIN (LOSS)				
21000 UNITS OF TENNESSEE VALLEY AUTHORITY SER A PUTABLE 6.79% 05/23/2012	01/10/2012 03/08/2006	21,515.97	22,837.71	1,321.74-
35000 UNITS OF TENNESSEE VALLEY AUTHORITY	01/10/2012 05/03/2006	35,859.95	37,489.55	1,629.60-

SER A PUTABLE 6.79% 05/23/2012 .6000 UNITS OF TENNESSEE VALLEY AUTHORITY SER A PUTABLE 6.79% 05/23/2012	01/10/2012 06/12/2006	6,147.42	6,438.78	291.36-
863.87 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL# 255770 5.5% 07/01/2035	01/25/2012 09/08/2009	863.87	903.55	39.68-
2311.86 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #725424 DTD 04/01/04 5.5% 04/01/2034	01/25/2012 03/07/2007	2,311.86	2,301.38	10.48
273.37 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #725598 DTD 06/01/2004 5.5% 07/01/2034	01/25/2012 04/09/2007	273.37	270.94	2.43
191.21 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #735681 5.5% 07/01/2020	01/25/2012 09/08/2009	191.21	203.91	12.70-
894.21 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/05 5% 12/01/2020	01/25/2012 06/18/2007	894.21	863.89	30.32
158.01 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL#811499 5% 09/01/2020	01/25/2012 09/08/2009	158.01	165.56	7.55-
253.49 UNITS OF FEDERAL NATIONAL MTG ASSN POOL #847931 5% 12/01/2020	01/25/2012 01/09/2006	253.49	251.77	1.72
17.78 UNITS OF FEDERAL NATL MTG ASSN POOL #852029 6% 01/01/2036	01/25/2012 01/09/2006	17.78	18.02	0.24-
373.43 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #872463 6% 06/01/2036	01/25/2012 09/08/2009	373.43	395.31	21.88-
879.25 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #888029 6% 12/01/2036	01/25/2012 05/07/2007	879.25	885.84	6.59-
1560.1 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL # 888677 5.5% 08/01/2022	01/25/2012 08/27/2007	1,560.10	1,554.49	5.61
489.3 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #938134 DTD 06/01/07 6% 07/01/2037	01/25/2012 12/10/2007	489.30	494.42	5.12-
841.65 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #959596 DTD 11/01/07 6% 11/01/2037	01/25/2012 11/08/2007	841.65	847.57	5.92-
45000 UNITS OF JOHN DEERE CAPITAL CORP INSD: FDIC DTD 12/19/08 2.875% 06/19/2012	02/02/2012 12/17/2008	45,454.05	44,896.05	558.00
18000 UNITS OF JOHN DEERE CAPITAL CORP INSD: FDIC DTD 12/19/08 2.875% 06/19/2012	02/02/2012 12/17/2008	18,181.62	18,454.14	272.52-
3000 UNITS OF	02/02/2012 12/17/2008	3,030.27	3,076.23	45.96-

JOHN.DEERE CAPITAL CORP INSD:

FDIC DTD 12/19/08 2.875%

06/19/2012

825 SHARES OF STATE STREET CORP	02/03/2012 11/19/2009	34,992.43	34,486.48	505.95
840 SHARES OF STATE STREET CORP	02/03/2012 04/09/2010	35,628.66	39,469.58	3,840.92-
2115 SHARES OF AUTO DESK INC	02/03/2012 08/24/2010	79,935.08	58,011.06	21,924.02
3000.00 UNITS OF TIME WARNER CABLE 6.75% 07/01/2018	02/06/2012 08/11/2009	3,655.50	3,296.49	359.01
3000.00 UNITS OF ORACLE CORPORATION DTD 04/09/08 5.75% 04/15/2018	02/06/2012 04/02/2008	3,693.93	2,998.59	695.34
3000.00 UNITS OF UNITED STATES TREASURY N/B DTD 11/15/2010 2.625% 11/15/2020	02/06/2012 12/10/2010	3,220.55	2,855.90	364.65
3000.00 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN 5% 03/15/2016	02/06/2012 12/10/2007	3,510.60	3,069.66	440.94
16716.197174 SHARES OF PROTECTIVE LIFE CORP	02/17/2012 02/07/1974	469,883.83	1,848.14	468,035.69
718.049617 SHARES OF PROTECTIVE LIFE CORP	02/17/2012 02/07/1974	20,184.01	79.39	20,104.62
869.753209 SHARES OF PROTECTIVE LIFE CORP	02/17/2012 02/07/1974	24,448.32	96.16	24,352.16
1696 SHARES OF PROTECTIVE LIFE CORP	02/17/2012 06/30/1995	47,673.70	0.01	47,673.69
643.22 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL# 255770 5.5% 07/01/2035	02/27/2012 09/08/2009	643.22	672.77	29.55-
1845.76 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #725424 DTD 04/01/04 5.5% 04/01/2034	02/27/2012 03/07/2007	1,845.76	1,837.40	8.36
270.63 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #725598 DTD 06/01/2004 5.5% 07/01/2034	02/27/2012 04/09/2007	270.63	268.22	2.41
189.76 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #735681 5.5% 07/01/2020	02/27/2012 09/08/2009	189.76	202.36	12.60-
994.74 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/05 5% 12/01/2020	02/27/2012 06/18/2007	994.74	961.01	33.73
324.78 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL#811499 5% 09/01/2020	02/27/2012 09/08/2009	324.78	340.31	15.53-
233.01 UNITS OF FEDERAL NATIONAL MTG ASSN POOL #847931 5% 12/01/2020	02/27/2012 01/09/2006	233.01	231.43	1.58
22.15 UNITS OF FEDERAL NATL MTG ASSN POOL #852029 6% 01/01/2036	02/27/2012 01/09/2006	22.15	22.45	0.30-
868.13 UNITS OF FEDERAL NATIONAL MORTGAGE	02/27/2012 09/08/2009	868.13	919.00	50.87-

ASSN POOL #872463 6% 06/01/2036	02/27/2012 05/07/2007	741.11	746.67	5.56-
741.11 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #888029 6% 12/01/2036	02/27/2012 08/27/2007	434.47	432.91	1.56
434.47 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL # 888677 5.5% 08/01/2022	02/27/2012 12/10/2007	184.82	186.75	1.93-
184.82 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #938134 DTD 06/01/07 6% 07/01/2037	02/27/2012 11/08/2007	749.81	755.08	5.27-
749.81 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #959596 DTD 11/01/07 6% 11/01/2037	03/02/2012 08/24/2009	10,092.88	9,703.65	389.23
905.191 SHARES OF PIMCO TOTAL RETURN INSTL FD #35	03/02/2012 04/09/2010	19,807.81	12,400.95	7,406.86
235 SHARES OF PHILIP MORRIS INTERNATIONAL INC	03/02/2012 04/09/2010	22,499.89	13,016.00	9,483.89
200 SHARES OF CATERPILLAR INC	03/02/2012 11/15/2007	6,550.30	4,473.08	2,077.22
230 SHARES OF E M C CORP MASS	03/02/2012 09/21/2009	22,404.42	18,295.38	4,109.04
18000 UNITS OF CVS/CAREMARK CORPORATION DTD 9/11/09 6.125% 09/15/2039	03/06/2012 07/08/2009	2,392.50	2,022.14	370.36
2000.00 UNITS OF COMCAST CORP DTD 06/18/09 5.7% 07/01/2019	03/07/2012 04/16/2010	3,315.57	3,099.15	216.42
3000.00 UNITS OF CA INC DTD 11/13/09 5.375% 12/01/2019	03/06/2012 11/15/2010	3,214.47	2,981.64	232.83
3000.00 UNITS OF PRUDENTIAL FINANCIAL DTD 11/18/2010 4.5% 11/15/2020	03/06/2012 10/22/2009	3,298.80	2,997.33	301.47
3000.00 UNITS OF PETROBRAS INTL FIN CO DTD 10/30/09 5.75% 01/20/2020	03/20/2012 02/04/2010	56,652.04	41,409.24	15,242.80
1200 SHARES OF MCGRAW HILL FINANCIAL, INC	03/20/2012 02/18/2010	9,442.01	6,990.30	2,451.71
200 SHARES OF MCGRAW HILL FINANCIAL, INC	03/20/2012 04/09/2010	37,295.93	28,187.20	9,108.73
790 SHARES OF MCGRAW HILL FINANCIAL, INC	03/20/2012 05/08/2008	45,910.41	62,500.11	16,589.70-
1325 SHARES OF HALLIBURTON CO	03/20/2012 04/09/2010	40,366.51	36,627.60	3,738.91
1165 SHARES OF HALLIBURTON CO	03/20/2012 08/30/2005	14,507.93	19,909.00	5,401.07-
430 SHARES OF WALGREEN CO	03/20/2012 11/15/2007	36,775.93	43,554.44	6,778.51-
1090 SHARES OF WALGREEN CO	03/20/2012 02/21/2008	6,073.09	6,572.88	499.79-
180 SHARES OF WALGREEN CO	03/20/2012 04/09/2010	14,001.84	15,379.40	1,377.56-
415 SHARES OF WALGREEN CO	03/20/2012 02/04/2010	96,940.20	45,162.52	51,777.68
875 SHARES OF CATERPILLAR INC				

6/14/13

RealzdGainLoss

125 SHARES OF CATERPILLAR INC	03/20/2012 04/09/2010	13,848.60	8,135.00	5,713.60
848.49 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL# 255770 5.5% 07/01/2035	03/26/2012 09/08/2009	848.49	887.47	38.98-
2023.38 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #725424 DTD 04/01/04 5.5% 04/01/2034	03/26/2012 03/07/2007	2,023.38	2,014.21	9.17
262.17 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #725598 DTD 06/01/2004 5.5% 07/01/2034	03/26/2012 04/09/2007	262.17	259.83	2.34
261.61 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #735681 5.5% 07/01/2020	03/26/2012 09/08/2009	261.61	278.98	17.37-
170.8 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL#811499 5% 09/01/2020	03/26/2012 09/08/2009	170.80	178.97	8.17-
162.76 UNITS OF FEDERAL NATIONAL MTG ASSN POOL #847931 5% 12/01/2020	03/26/2012 01/09/2006	162.76	161.65	1.11
725.45 UNITS OF FEDERAL NATL MTG ASSN POOL #852029 6% 01/01/2036	03/26/2012 01/09/2006	725.45	735.43	9.98-
1030.44 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #872463 6% 06/01/2036	03/26/2012 09/08/2009	1,030.44	1,090.82	60.38-
847.24 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #888029 6% 12/01/2036	03/26/2012 05/07/2007	847.24	853.59	6.35-
950.49 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL # 888677 5.5% 08/01/2022	03/26/2012 08/27/2007	950.49	947.07	3.42
613.7 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #938134 DTD 06/01/07 6% 07/01/2037	03/26/2012 12/10/2007	613.70	620.13	6.43-
737.64 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #959596 DTD 11/01/07 6% 11/01/2037	03/26/2012 11/08/2007	737.64	742.83	5.19-
1045.11 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/05 5% 12/01/2020	03/26/2012 06/18/2007	1,045.11	1,009.67	35.44
2000.00 UNITS OF HESS CORPORATION DTD 2/3/09 8.125% 02/15/2019	04/05/2012 09/21/2009	2,579.10	2,384.80	194.30
1000 UNITS OF CATERPILLAR INC DTD 12/05/08 7.9% 12/15/2018	04/05/2012 12/03/2008	1,351.40	998.66	352.74
1000 UNITS OF CATERPILLAR INC DTD 12/05/08 7.9% 12/15/2018	04/05/2012 12/03/2008	1,351.40	998.32	353.08
515.01 UNITS OF	04/25/2012 09/08/2009	515.01	538.67	23.66-

FEDERAL NATIONAL MORTGAGE ASSN POOL# 255770 5.5% 07/01/2035					
2111.71 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #725424 DTD 04/01/04 5.5% 04/01/2034	04/25/2012	03/07/2007	2,111.71	2,102.14	9.57
295.17 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #725598 DTD 06/01/2004 5.5% 07/01/2034	04/25/2012	04/09/2007	295.17	292.54	2.63
200.68 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #735681 5.5% 07/01/2020	04/25/2012	09/08/2009	200.68	214.01	13.33-
1070.88 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/05 5% 12/01/2020	04/25/2012	06/18/2007	1,070.88	1,034.57	36.31
168.45 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL#811499 5% 09/01/2020	04/25/2012	09/08/2009	168.45	176.50	8.05-
225.51 UNITS OF FEDERAL NATIONAL MTG ASSN POOL #847931 5% 12/01/2020	04/25/2012	01/09/2006	225.51	223.98	1.53
17.58 UNITS OF FEDERAL NATL MTG ASSN POOL #852029 6% 01/01/2036	04/25/2012	01/09/2006	17.58	17.82	0.24-
801.37 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #872463 6% 06/01/2036	04/25/2012	09/08/2009	801.37	848.33	46.96-
995.23 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #888029 6% 12/01/2036	04/25/2012	05/07/2007	995.23	1,002.69	7.46-
219.57 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL # 888677 5.5% 08/01/2022	04/25/2012	08/27/2007	219.57	218.78	0.79
510.6 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #938134 DTD 06/01/07 6% 07/01/2037	04/25/2012	12/10/2007	510.60	515.95	5.35-
795.19 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #959596 DTD 11/01/07 6% 11/01/2037	04/25/2012	11/08/2007	795.19	800.78	5.59-
904.818 SHARES OF PIMCO TOTAL RETURN INSTL FD #35	04/24/2012	06/23/2009	10,124.91	9,419.16	705.75
895.182 SHARES OF PIMCO TOTAL RETURN INSTL FD #35	04/24/2012	08/24/2009	10,017.09	9,596.35	420.74
490.00 SHARES OF INTEL CORP	04/23/2012	11/15/2007	13,446.02	12,691.00	755.02
450 SHARES OF STAPLES INC	04/23/2012	04/09/2010	6,938.89	10,948.50	4,009.61-
250 SHARES OF CVS/CAREMARK CORPORATION	04/23/2012	11/15/2007	10,807.63	10,582.05	225.58
125.00 SHARES OF	04/23/2012	11/15/2007	8,264.82	9,299.78	1,034.96-

PEPSICO INC					
.50 SHARES OF PHILIP MORRIS INTERNATIONAL INC	04/23/2012	01/28/2009	4,335.91	2,002.70	2,333.21
250 SHARES OF PHILIP MORRIS INTERNATIONAL INC	04/23/2012	04/09/2010	21,679.53	13,192.50	8,487.03
150 SHARES OF PROCTER & GAMBLE CO	04/23/2012	11/15/2007	9,976.28	10,861.23	884.95-
135 SHARES OF CHEVRON CORP	04/23/2012	11/15/2007	13,723.57	11,526.06	2,197.51
135 SHARES OF EXXON MOBIL CORP	04/23/2012	11/15/2007	11,499.05	11,523.36	24.31-
335 SHARES OF AMERICAN EXPRESS CO	04/23/2012	11/15/2007	18,990.72	19,586.85	596.13-
400 SHARES OF J P MORGAN CHASE & CO	04/23/2012	04/09/2010	17,031.65	18,351.28	1,319.63-
240 SHARES OF TRAVELERS COMPANIES, INC.	04/23/2012	11/15/2007	14,920.48	12,738.22	2,182.26
145 SHARES OF VISA INC - CLASS A SHRS	04/23/2012	04/09/2010	16,921.22	13,412.34	3,508.88
330 SHARES OF ALLERGAN INC	04/23/2012	11/15/2007	30,937.80	21,537.32	9,400.48
5 SHARES OF ALLERGAN INC	04/23/2012	04/09/2010	468.75	316.55	152.20
200 SHARES OF MERCK & CO. INC. NEW	04/23/2012	08/24/2010	7,675.84	6,890.16	785.68
100 SHARES OF STRYKER CORP	04/23/2012	11/15/2007	5,250.18	7,137.28	1,887.10-
10 SHARES OF TEVA PHARMACEUTICAL INDS	04/23/2012	03/12/2009	449.09	438.10	10.99
SPONS ADR ONE ADR REPRS ONE ORD SHARE					
140 SHARES OF TEVA PHARMACEUTICAL INDS	04/23/2012	04/09/2010	6,287.25	8,845.20	2,557.95-
SPONS ADR ONE ADR REPRS ONE ORD SHARE					
160 SHARES OF NORFOLK SOUTHERN CORP	04/23/2012	05/08/2008	11,018.97	9,915.54	1,103.43
860 SHARES OF E M C CORP MASS	04/23/2012	11/15/2007	23,640.01	16,725.45	6,914.56
140 SHARES OF E M C CORP MASS	04/23/2012	04/09/2010	3,848.37	2,601.20	1,247.17
155 SHARES OF ORACLE CORPORATION	04/23/2012	04/09/2010	4,405.02	4,042.40	362.62
515 SHARES OF QUALCOMM INC	04/23/2012	04/09/2010	31,620.29	21,691.80	9,928.49
400.00 SHARES OF VERIZON COMMUNICATIONS	04/23/2012	11/15/2007	15,463.69	16,350.69	887.00-
5000 SHARES OF PIMCO TOTAL RETURN INSTL FD #35	05/22/2012	06/23/2009	56,150.00	52,050.00	4,100.00
758.17 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL# 255770 5.5% 07/01/2035	05/25/2012	09/08/2009	758.17	793.00	34.83-
2037.23 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #725424 DTD 04/01/04 5.5% 04/01/2034	05/25/2012	03/07/2007	2,037.23	2,028.00	9.23
276.39 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #725598 DTD	05/25/2012	04/09/2007	276.39	273.93	2.46

06/01/2004 5.5% 07/01/2034 232.48 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #735681 5.5% 07/01/2020	05/25/2012 09/08/2009	232.48	247.92	15.44-
904.09 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/05 5% 12/01/2020	05/25/2012 06/18/2007	904.09	873.44	30.65
150.79 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL#811499 5% 09/01/2020	05/25/2012 09/08/2009	150.79	158.00	7.21-
159.31 UNITS OF FEDERAL NATIONAL MTG ASSN POOL #847931 5% 12/01/2020	05/25/2012 01/09/2006	159.31	158.23	1.08
18.05 UNITS OF FEDERAL NATL MTG ASSN POOL #852029 6% 01/01/2036	05/25/2012 01/09/2006	18.05	18.30	0.25-
484.3 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #872463 6% 06/01/2036	05/25/2012 09/08/2009	484.30	512.68	28.38-
1033.79 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #888029 6% 12/01/2036	05/25/2012 05/07/2007	1,033.79	1,041.54	7.75-
638.31 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL # 888677 5.5% 08/01/2022	05/25/2012 08/27/2007	638.31	636.02	2.29
682.8 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #938134 DTD 06/01/07 6% 07/01/2037	05/25/2012 12/10/2007	682.80	689.95	7.15-
629.51 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #959596 DTD 11/01/07 6% 11/01/2037	05/25/2012 11/08/2007	629.51	633.94	4.43-
3000.00 UNITS OF UNITED STATES TREASURY N/B DTD 11/15/2010 2.625% 11/15/2020	06/07/2012 12/10/2010	3,293.43	2,861.38	432.05
3000.00 UNITS OF UNITED STATES TREASURY 6.25% 08/15/2023	06/07/2012 02/14/2011	4,364.42	3,676.88	687.54
2000.00 UNITS OF CITIGROUP INC FDIC GUARANTEED DTD 08/06/2009 2.25% 12/10/2012	06/07/2012 12/15/2009	2,020.37	2,038.44	18.07-
2000.00 UNITS OF VERIZON COMMUNICATIONS DTD 03/28/2011 6% 04/01/2041	06/07/2012 03/25/2011	2,504.18	2,013.60	490.58
767.08 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL# 255770 5.5% 07/01/2035	06/25/2012 09/08/2009	767.08	802.32	35.24-
2020.37 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #725424 DTD 04/01/04 5.5% 04/01/2034	06/25/2012 03/07/2007	2,020.37	2,011.22	9.15
306.7 UNITS OF	06/25/2012 04/09/2007	306.70	303.97	2.73

FEDERAL NATIONAL MORTGAGE ASSN POOL #725598 DTD 06/01/2004 5.5% 07/01/2034 179.59 UNITS OF	06/25/2012 09/08/2009	179.59	191.52	11.93-
FEDERAL NATIONAL MORTGAGE ASSN POOL #735681 5.5% 07/01/2020 972.38 UNITS OF	06/25/2012 06/18/2007	972.38	939.41	32.97
FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/05 5% 12/01/2020 104.64 UNITS OF	06/25/2012 09/08/2009	104.64	109.64	5.00-
FEDERAL NATIONAL MORTGAGE ASSN POOL#811499 5% 09/01/2020 205.53 UNITS OF	06/25/2012 01/09/2006	205.53	204.13	1.40
FEDERAL NATIONAL MTG ASSN POOL #847931 5% 12/01/2020 756.04 UNITS OF	06/25/2012 01/09/2006	756.04	766.44	10.40-
FEDERAL NATL MTG ASSN POOL #852029 6% 01/01/2036 1539.78 UNITS OF	06/25/2012 09/08/2009	1,539.78	1,630.00	90.22-
FEDERAL NATIONAL MORTGAGE ASSN POOL #872463 6% 06/01/2036 1211.49 UNITS OF	06/25/2012 05/07/2007	1,211.49	1,220.58	9.09-
FEDERAL NATIONAL MORTGAGE ASSN POOL #888029 6% 12/01/2036 441.81 UNITS OF	06/25/2012 08/27/2007	441.81	440.22	1.59
FEDERAL NATIONAL MORTGAGE ASSN POOL # 888677 5.5% 08/01/2022 1098.17 UNITS OF	06/25/2012 12/10/2007	1,098.17	1,109.67	11.50-
FEDERAL NATIONAL MORTGAGE ASSN POOL #938134 DTD 06/01/07 6% 07/01/2037 1151.05 UNITS OF	06/25/2012 11/08/2007	1,151.05	1,159.14	8.09-
FEDERAL NATIONAL MORTGAGE ASSN POOL #959596 DTD 11/01/07 6% 11/01/2037 1000.00 UNITS OF	07/09/2012 05/06/2011	1,152.79	1,036.49	116.30
GENERAL ELECTRIC CAPITAL CORP DTD 01/14/08 5.875% 01/14/2038 1000.00 UNITS OF	07/09/2012 04/19/2010	974.92	939.40	35.52
MERRILL LYNCH & CO 6.11% 01/29/2037 1000.00 UNITS OF	07/09/2012 07/23/2009	1,133.04	996.36	136.68
MERRILL LYNCH & CO INC SERIES: MTN DTD 04/25/08 6.875% 04/25/2018 1000.00 UNITS OF	07/09/2012 01/31/2011	1,013.54	1,000.44	13.10
ONTARIO (PROVINCE OF) DTD 01/27/2011 1.375% 01/27/2014 1000.00 UNITS OF	07/09/2012 02/05/2010	1,272.51	1,122.72	149.79
PFIZER INC DTD 3/24/09 6.2% 03/15/2019 1000.00 UNITS OF	07/09/2012 04/02/2008	1,222.16	999.53	222.63
ORACLE CORPORATION DTD 04/09/08 5.75% 04/15/2018 2000.00 UNITS OF	07/09/2012 02/09/2011	2,260.04	2,024.12	235.92
GENERAL ELECTRIC CAPITAL CORP				

DTD 02/11/11 5.3% 02/11/2021 .7769.16 UNITS OF FEDERAL NATL MTG ASSN POOL #852029 6% 01/01/2036	07/09/2012 01/09/2006	8,516.95	7,875.98	640.97
1045.78 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL# 255770 5.5% 07/01/2035	07/25/2012 09/08/2009	1,045.78	1,093.82	48.04-
1985.05 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #725424 DTD 04/01/04 5.5% 04/01/2034	07/25/2012 03/07/2007	1,985.05	1,976.06	8.99
292.48 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #725598 DTD 06/01/2004 5.5% 07/01/2034	07/25/2012 04/09/2007	292.48	289.87	2.61
224.66 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #735681 5.5% 07/01/2020	07/25/2012 09/08/2009	224.66	239.58	14.92-
780.52 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/05 5% 12/01/2020	07/25/2012 06/18/2007	780.52	754.06	26.46
122.4 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL#811499 5% 09/01/2020	07/25/2012 09/08/2009	122.40	128.25	5.85-
94.84 UNITS OF FEDERAL NATIONAL MTG ASSN POOL #847931 5% 12/01/2020	07/25/2012 01/09/2006	94.84	94.20	0.64
1591.08 UNITS OF FEDERAL NATL MTG ASSN POOL #852029 6% 01/01/2036	07/25/2012 01/09/2006	1,591.08	1,612.96	21.88-
560.46 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #872463 6% 06/01/2036	07/25/2012 09/08/2009	560.46	593.30	32.84-
1252.62 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #888029 6% 12/01/2036	07/25/2012 05/07/2007	1,252.62	1,262.01	9.39-
936.48 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL # 888677 5.5% 08/01/2022	07/25/2012 08/27/2007	936.48	933.11	3.37
357.04 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #938134 DTD 06/01/07 6% 07/01/2037	07/25/2012 12/10/2007	357.04	360.78	3.74-
1274.96 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #959596 DTD 11/01/07 6% 11/01/2037	07/25/2012 11/08/2007	1,274.96	1,283.92	8.96-
140 SHARES OF MONSANTO CO	08/08/2012 07/14/2009	12,389.73	10,372.46	2,017.27
230 SHARES OF GOLDMAN SACHS GROUP INC	08/14/2012 04/08/2008	23,717.27	41,158.92	17,441.65-
50 SHARES OF GOLDMAN SACHS GROUP INC	08/14/2012 02/18/2010	5,155.92	7,776.75	2,620.83-
160 SHARES OF	08/14/2012 04/09/2010	16,498.97	28,576.61	12,077.64-

GOLDMAN SACHS GROUP INC

75.00 SHARES OF CHEVRON CORP	08/14/2012 11/15/2007	8,477.80	6,403.36	2,074.44
100.00 SHARES OF JOHNSON & JOHNSON	08/14/2012 11/15/2007	6,844.85	6,682.00	162.85
1090 SHARES OF TEVA PHARMACEUTICAL INDS SPONS ADR ONE ADR REPRS ONE ORD SHARE	08/14/2012 03/12/2009	44,195.88	47,752.35	3,556.47-
1081.95 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL# 255770 5.5% 07/01/2035	08/27/2012 09/08/2009	1,081.95	1,131.65	49.70-
978.82 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026	08/27/2012 08/09/2011	978.82	1,028.37	49.55-
1869.15 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #725424 DTD 04/01/04 5.5% 04/01/2034	08/27/2012 03/07/2007	1,869.15	1,860.68	8.47
238.47 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #725598 DTD 06/01/2004 5.5% 07/01/2034	08/27/2012 04/09/2007	238.47	236.35	2.12
1077.41 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035	08/27/2012 08/09/2011	1,077.41	1,162.09	84.68-
175.25 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #735681 5.5% 07/01/2020	08/27/2012 09/08/2009	175.25	186.89	11.64-
725.63 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/05 5% 12/01/2020	08/27/2012 06/18/2007	725.63	701.03	24.60
249.26 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL#811499 5% 09/01/2020	08/27/2012 09/08/2009	249.26	261.18	11.92-
86.99 UNITS OF FEDERAL NATIONAL MTG ASSN POOL #847931 5% 12/01/2020	08/27/2012 01/09/2006	86.99	86.40	0.59
1053.96 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #872463 6% 06/01/2036	08/27/2012 09/08/2009	1,053.96	1,115.72	61.76-
1300.88 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #888029 6% 12/01/2036	08/27/2012 05/07/2007	1,300.88	1,310.64	9.76-
474.71 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL # 888677 5.5% 08/01/2022	08/27/2012 08/27/2007	474.71	473.00	1.71
720 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #938134 DTD 06/01/07 6% 07/01/2037	08/27/2012 12/10/2007	720.00	727.54	7.54-
922.15 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #959596 DTD 11/01/07	08/27/2012 11/08/2007	922.15	928.63	6.48-

6% 11/01/2037 .1096.2 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3.5% 09/01/2025	08/27/2012 08/09/2011	1,096.20	1,137.31	41.11-
200 SHARES OF PIMCO TOTAL RETURN INSTL FD #35	08/29/2012 06/23/2009	2,290.00	2,082.00	208.00
1800 SHARES OF PIMCO TOTAL RETURN INSTL FD #35	09/04/2012 06/23/2009	20,699.99	18,738.00	1,961.99
22000 UNITS OF TELEFONICA EMISIONES SAU DTD 02/16/2011 5.462% 02/16/2021	09/11/2012 03/10/2011	21,422.50	22,335.72	913.22-
36000.00 UNITS OF CITIGROUP INC FDIC GUARANTEED DTD 08/06/2009 2.25% 12/10/2012	09/14/2012 12/15/2009	36,168.84	36,691.92	523.08-
164 SHARES OF ISHARES CORE S&P MID-CAP ETF	09/19/2012 04/29/2010	16,619.38	13,784.81	2,834.57
910.77 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL# 255770 5.5% 07/01/2035	09/25/2012 09/08/2009	910.77	952.61	41.84-
1122.7 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026	09/25/2012 08/09/2011	1,122.70	1,179.54	56.84-
2145.05 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #725424 DTD 04/01/04 5.5% 04/01/2034	09/25/2012 03/07/2007	2,145.05	2,135.33	9.72
313.84 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #725598 DTD 06/01/2004 5.5% 07/01/2034	09/25/2012 04/09/2007	313.84	311.04	2.80
1137.75 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035	09/25/2012 08/09/2011	1,137.75	1,227.17	89.42-
169.36 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #735681 5.5% 07/01/2020	09/25/2012 09/08/2009	169.36	180.61	11.25-
856.51 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/05 5% 12/01/2020	09/25/2012 06/18/2007	856.51	827.47	29.04
158.68 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL#811499 5% 09/01/2020	09/25/2012 09/08/2009	158.68	166.27	7.59-
118 UNITS OF FEDERAL NATIONAL MTG ASSN POOL #847931 5% 12/01/2020	09/25/2012 01/09/2006	118.00	117.20	0.80
788.5 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #872463 6% 06/01/2036	09/25/2012 09/08/2009	788.50	834.70	46.20-
1297.15 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #888029 6%	09/25/2012 05/07/2007	1,297.15	1,306.88	9.73-

12/01/2036					
.963.97 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL # 888677 5.5% 08/01/2022	09/25/2012 08/27/2007	963.97	960.51	3.46	
715.8 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #938134 DTD 06/01/07 6% 07/01/2037	09/25/2012 12/10/2007	715.80	723.29	7.49-	
1574.26 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #959596 DTD 11/01/07 6% 11/01/2037	09/25/2012 11/08/2007	1,574.26	1,585.33	11.07-	
1227.97 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3.5% 09/01/2025	09/25/2012 08/09/2011	1,227.97	1,274.02	46.05-	
1000.00 UNITS OF COMCAST CORP DTD 06/18/09 5.7% 07/01/2019	10/04/2012 07/08/2009	1,226.12	1,011.07	215.05	
1000.00 UNITS OF GOLDMAN SACHS GROUP INC DTD 5/6/09 6% 05/01/2014	10/04/2012 05/27/2009	1,074.84	1,022.07	52.77	
1000.00 UNITS OF AT&T INC DTD 05/13/08 5.6% 05/15/2018	10/04/2012 05/09/2008	1,228.66	1,001.06	227.60	
1000.00 UNITS OF J P MORGAN CHASE & CO DTD 04/23/09 6.3% 04/23/2019	10/04/2012 04/27/2009	1,236.65	993.71	242.94	
1000.00 UNITS OF MORGAN STANLEY DTD 11/20/2009 4.2% 11/20/2014	10/04/2012 05/06/2011	1,041.01	1,046.06	5.05-	
2000.00 UNITS OF MORGAN STANLEY SERIES: MTN DTD 9/23/09 5.625% 09/23/2019	10/04/2012 10/13/2009	2,208.54	2,006.70	201.84	
1000.00 UNITS OF CREDIT SUISSE NEW YORK DTD 5/4/09 5.5% 05/01/2014	10/04/2012 08/09/2010	1,067.14	1,109.98	42.84-	
1000.00 UNITS OF GOLDMAN SACHS GROUP INC DTD 2/5/09 7.5% 02/15/2019	10/04/2012 05/20/2010	1,250.26	1,098.02	152.24	
2000.00 UNITS OF MERRILL LYNCH & CO 6.11% 01/29/2037	10/04/2012 04/19/2010	2,134.34	1,878.80	255.54	
2000.00 UNITS OF UNITED STATES TREASURY N/B DTD 11/15/2010 2.625% 11/15/2020	10/04/2012 06/13/2011	2,206.57	1,958.12	248.45	
2000.00 UNITS OF MERRILL LYNCH & CO INC SERIES: MTN DTD 04/25/08 6.875% 04/25/2018	10/04/2012 07/23/2009	2,408.22	1,992.72	415.50	
2278.978 SHARES OF PIMCO TOTAL RETURN INSTL FD #35	10/16/2012 01/29/2009	26,367.78	23,200.00	3,167.78	
1221.022 SHARES OF PIMCO TOTAL RETURN INSTL FD #35	10/16/2012 06/23/2009	14,127.22	12,710.84	1,416.38	
2255 SHARES OF MATTEL INC	10/16/2012 08/13/2010	82,966.54	49,335.11	33,631.43	
2560 SHARES OF STAPLES INC	10/16/2012 03/23/2010	28,529.00	61,692.42	33,163.42-	

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RealzdGainLoss

215 SHARES OF STAPLES INC	10/16/2012 04/09/2010	2,395.99	5,230.95	2,834.96-
200.00 SHARES OF MERCK & CO. INC. NEW	10/16/2012 08/24/2010	9,341.78	6,890.16	2,451.62
775 SHARES OF NORFOLK SOUTHERN CORP	10/16/2012 05/08/2008	52,512.18	48,028.37	4,483.81
300 SHARES OF NORFOLK SOUTHERN CORP	10/16/2012 01/28/2009	20,327.29	11,937.84	8,389.45
125 SHARES OF NORFOLK SOUTHERN CORP	10/16/2012 04/09/2010	8,469.71	7,204.05	1,265.66
420 SHARES OF UNITED TECHNOLOGIES CORP	10/16/2012 11/15/2007	32,154.45	31,314.45	840.00
42 SHARES OF UNITED TECHNOLOGIES CORP	10/16/2012 04/09/2010	3,215.45	3,098.66	116.79
20.00 SHARES OF GOOGLE INC CL A	10/16/2012 08/15/2011	14,781.06	11,081.48	3,699.58 Covered
652.55 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL# 255770 5.5% 07/01/2035	10/25/2012 09/08/2009	652.55	682.53	29.98-
1013.86 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026	10/25/2012 08/09/2011	1,013.86	1,065.19	51.33-
1906.45 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #725424 DTD 04/01/04 5.5% 04/01/2034	10/25/2012 03/07/2007	1,906.45	1,897.81	8.64
246.78 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #725598 DTD 06/01/2004 5.5% 07/01/2034	10/25/2012 04/09/2007	246.78	244.58	2.20
1054.05 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035	10/25/2012 08/09/2011	1,054.05	1,136.89	82.84-
199.34 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #735681 5.5% 07/01/2020	10/25/2012 09/08/2009	199.34	212.58	13.24-
740.15 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/05 5% 12/01/2020	10/25/2012 06/18/2007	740.15	715.05	25.10
138.52 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL#811499 5% 09/01/2020	10/25/2012 09/08/2009	138.52	145.14	6.62-
92.13 UNITS OF FEDERAL NATIONAL MTG ASSN POOL #847931 5% 12/01/2020	10/25/2012 01/09/2006	92.13	91.50	0.63
1646.18 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #872463 6% 06/01/2036	10/25/2012 09/08/2009	1,646.18	1,742.64	96.46-
955.4 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #888029 6% 12/01/2036	10/25/2012 05/07/2007	955.40	962.57	7.17-
411.68 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL # 888677 5.5%	10/25/2012 08/27/2007	411.68	410.20	1.48

Description	Start Date	End Date	Cost	Current Value	Gain/Loss
08/01/2022					
.608.36 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #938134 DTD 06/01/07 6% 07/01/2037	10/25/2012	12/10/2007	608.36	614.73	6.37-
1124.05 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #959596 DTD 11/01/07 6% 11/01/2037	10/25/2012	11/08/2007	1,124.05	1,131.95	7.90-
1135.61 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3.5% 09/01/2025	10/25/2012	08/09/2011	1,135.61	1,178.20	42.59-
100.00 SHARES OF EXXON MOBIL CORP	11/07/2012	11/15/2007	8,992.79	8,535.82	456.97
200.00 SHARES OF THERMO FISHER SCIENTIFIC, INC.	11/07/2012	04/09/2010	12,292.63	10,440.00	1,852.63
540 SHARES OF E M C CORP MASS	11/07/2012	02/21/2008	13,328.46	8,418.60	4,909.86
660 SHARES OF E M C CORP MASS	11/07/2012	04/09/2010	16,290.33	12,262.80	4,027.53
60.00 SHARES OF GOOGLE INC CL A	11/07/2012	08/15/2011	40,444.61	33,244.44	7,200.17 Covered
625 SHARES OF JUNIPER NETWORKS INC	11/07/2012	02/21/2008	11,336.54	16,138.00	4,801.46-
375 SHARES OF JUNIPER NETWORKS INC	11/07/2012	04/09/2010	6,801.92	11,868.49	5,066.57-
496.25 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL# 255770 5.5% 07/01/2035	11/26/2012	09/08/2009	496.25	519.05	22.80-
925.35 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026	11/26/2012	08/09/2011	925.35	972.20	46.85-
669.27 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4.5% 06/01/2041	11/26/2012	11/04/2011	669.27	711.94	42.67-
2141.7 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #725424 DTD 04/01/04 5.5% 04/01/2034	11/26/2012	03/07/2007	2,141.70	2,132.00	9.70
295.83 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #725598 DTD 06/01/2004 5.5% 07/01/2034	11/26/2012	04/09/2007	295.83	293.20	2.63
1186.1 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035	11/26/2012	08/09/2011	1,186.10	1,279.32	93.22-
180.34 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #735681 5.5% 07/01/2020	11/26/2012	09/08/2009	180.34	192.32	11.98-
871.5 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/05 5% 12/01/2020	11/26/2012	06/18/2007	871.50	841.95	29.55
324.61 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL#811499 5%	11/26/2012	09/08/2009	324.61	340.13	15.52-

09/01/2020					
143.76 UNITS OF FEDERAL NATIONAL MTG ASSN POOL #847931 5% 12/01/2020	11/26/2012 01/09/2006	143.76	142.78	0.98	
1076.79 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #872463 6% 06/01/2036	11/26/2012 09/08/2009	1,076.79	1,139.88	63.09-	
1340.68 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #888029 6% 12/01/2036	11/26/2012 05/07/2007	1,340.68	1,350.74	10.06-	
551.47 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL # 888677 5.5% 08/01/2022	11/26/2012 08/27/2007	551.47	549.49	1.98	
1150.43 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #938134 DTD 06/01/07 6% 07/01/2037	11/26/2012 12/10/2007	1,150.43	1,162.47	12.04-	
1619.17 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #959596 DTD 11/01/07 6% 11/01/2037	11/26/2012 11/08/2007	1,619.17	1,630.55	11.38-	
974.5 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3.5% 09/01/2025	11/26/2012 08/09/2011	974.50	1,011.04	36.54-	
550 SHARES OF VF CORP	11/29/2012 02/04/2010	88,333.58	39,500.33	48,833.25	
28000 UNITS OF CITIGROUP INC FDIC GUARANTEED DTD 08/06/2009 2.25% 12/10/2012	11/29/2012 12/15/2009	28,009.58	28,538.16	528.58-	
21000 UNITS OF UNITED STATES TREASURY N/B DTD 08/16/2010 .75% 08/15/2013	12/11/2012 09/13/2010	21,083.67	20,947.50	136.17	
24000.00 UNITS OF UNITED STATES TREASURY N/B DTD 08/16/2010 .75% 08/15/2013	12/10/2012 09/13/2010	24,093.75	23,940.00	153.75	
535 SHARES OF APACHE CORPORATION	12/12/2012 01/06/2010	41,948.18	57,329.48	15,381.30-	
200 SHARES OF APACHE CORPORATION	12/12/2012 04/09/2010	15,681.56	21,384.50	5,702.94-	
100.00 SHARES OF VISA INC - CLASS A SHRS	12/12/2012 04/09/2010	14,878.64	9,249.89	5,628.75	
500 SHARES OF THERMO FISHER SCIENTIFIC, INC.	12/12/2012 10/03/2008	32,680.80	25,779.10	6,901.70	
200 SHARES OF THERMO FISHER SCIENTIFIC, INC.	12/12/2012 04/09/2010	13,072.32	10,440.00	2,632.32	
501.77 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL# 255770 5.5% 07/01/2035	12/26/2012 09/08/2009	501.77	524.82	23.05-	
965.45 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026	12/26/2012 08/09/2011	965.45	1,014.33	48.88-	
442.45 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4.5% 06/01/2041	12/26/2012 11/04/2011	442.45	470.66	28.21-	

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RealzdGainLoss

1904.17 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #725424 DTD 04/01/04 5.5% 04/01/2034	12/26/2012 03/07/2007	1,904.17	1,895.54	8.63
287.28 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #725598 DTD 06/01/2004 5.5% 07/01/2034	12/26/2012 04/09/2007	287.28	284.72	2.56
919.03 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035	12/26/2012 08/09/2011	919.03	991.26	72.23-
185.18 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #735681 5.5% 07/01/2020	12/26/2012 09/08/2009	185.18	197.48	12.30-
969.55 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/05 5% 12/01/2020	12/26/2012 06/18/2007	969.55	936.68	32.87
281.6 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL#811499 5% 09/01/2020	12/26/2012 09/08/2009	281.60	295.06	13.46-
176.35 UNITS OF FEDERAL NATIONAL MTG ASSN POOL #847931 5% 12/01/2020	12/26/2012 01/09/2006	176.35	175.15	1.20
1188.71 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #872463 6% 06/01/2036	12/26/2012 09/08/2009	1,188.71	1,258.36	69.65-
1075.99 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #888029 6% 12/01/2036	12/26/2012 05/07/2007	1,075.99	1,084.06	8.07-
398.45 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL # 888677 5.5% 08/01/2022	12/26/2012 08/27/2007	398.45	397.02	1.43
959.94 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #938134 DTD 06/01/07 6% 07/01/2037	12/26/2012 12/10/2007	959.94	969.99	10.05-
1502.37 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #959596 DTD 11/01/07 6% 11/01/2037	12/26/2012 11/08/2007	1,502.37	1,512.93	10.56-
1003.95 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3.5% 09/01/2025	12/26/2012 08/09/2011	1,003.95	1,041.60	37.65-

** TOTAL LONG TERM CAPITAL GAIN (LOSS)	2,787,012.20	2,035,031.05	751,981.15
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** SHORT TERM CAPITAL GAINS
DIVIDENDS

2000 BASIS SHARES OF PIMCO TOTAL RETURN INSTL FD #35	309.68
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** TOTAL SHORT TERM CAPITAL GAINS DIVIDENDS	0.00	0.00	309.68
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** LONG TERM CAPITAL GAINS DIVIDENDS

2000 BASIS SHARES OF PIMCO TOTAL RETURN INSTL FD #35			227.30
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** TOTAL LONG TERM CAPITAL GAINS DIVIDENDS	0.00	0.00	227.30
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SUMMARY

Description	Amount
** SUMMARY OF CAPITAL GAINS AND LOSSES **	
TOTAL SHORT TERM CAPITAL GAIN (LOSS)	38,554.63-
TOTAL SHORT TERM CAPITAL GAINS DIVIDENDS	309.68
NET SHORT TERM CAPITAL GAIN (LOSS)	38,244.95-
TOTAL LONG TERM CAPITAL GAIN (LOSS)	751,981.15
TOTAL LONG TERM CAPITAL GAINS DIVIDENDS	227.30
TOTAL 28% RATE CAPITAL GAINS DIVIDENDS	0.00
TOTAL SEC 1250 CAPITAL GAINS DIVIDENDS	0.00
TOTAL SEC 1202 CAPITAL GAINS DIVIDENDS	0.00
NET LONG TERM CAPITAL GAIN (LOSS)	752,208.45
NET CAPITAL GAIN (LOSS)	713,963.50
TOTAL GAIN/LOSS FROM SALES WITH UNKNOWN COST/ACQUISITION DATE	0.00

ACCOUNT STATEMENT

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ACCOUNT NUMBER 1055000897

STATEMENT PERIOD JANUARY 01, 2012 THROUGH DECEMBER 31, 2012

DETAIL LISTING OF PRINCIPAL ASSETS

DESCRIPTION	MARKET VALUE	TAX COST	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
CASH AND EQUIVALENTS				
999990484 REGIONS TRUST CASH SWEEP	41,481.26	41,481.26	8.30 0.69	0.02
TOTAL CASH AND EQUIVALENTS	41,481.26	41,481.26	8.30 0.69	0.02

EQUITY DIVERSIFICATION SUMMARY

SECURITY SUBCLASS		MARKET VALUE	PERCENT
	COMMON STOCK	4,171,913.61	62.8%
	INTERNATIONAL	1,015,386.00	15.3%
	MISCELLANEOUS	1,460,350.14	21.9%
	Total	6,647,649.75	100.0%

DESCRIPTION	TICKER	SHARES	MARKET VALUE	TAX COST	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
COMMON STOCK						
018490102 ALLERGAN INC	AGN	900.000	82,557.00	42,983.35	180.00	0.22
025816109 AMERICAN EXPRESS CO	AXP	1,450.000	83,346.00	73,812.56	1,160.00	1.39
032511107 ANADARKO PETROLEUM CORP	APC	1,150.000	85,456.50	82,777.92	414.00	0.48
037833100 APPLE INC	AAPL	200.000	106,434.58	114,554.58	2,120.00	1.99
071813109 BAXTER INTERNATIONAL INC	BAX	750.000	49,995.00	44,332.50	1,350.00 562.50	2.70

ACCOUNT STATEMENT

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ACCOUNT NUMBER 1055000897

STATEMENT PERIOD JANUARY 01, 2012 THROUGH DECEMBER 31, 2012

DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE	TAX COST	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
COMMON STOCK						
09247X101 BLACKROCK INC	BLK	450 000	93,019 50	78,109 90	2,700 00	2 90
111320107 BROADCOM CORP CL A	BRCM	2,250 000	74,722 50	83,779 01	900 00	1 20
126650100 CVS/CAREMARK CORPORATION	CVS	1,850 000	89,447 50	68,458 64	1,665 00	1 86
166764100 CHEVRON CORP	CVX	1,000 000	108,140 00	83,887 10	3,600 00	3 33
17275R102 CISCO SYSTEMS INC	CSCO	4,200 000	82,527 48	96,621 71	2,352 00	2 85
235851102 DANAHER CORP DEL	DHR	1,550 000	86,645 00	84,585 67	155 00	0 18
254687106 WALT DISNEY CO	DIS	1,700 000	84,643 00	85,053 38	1,275 00	1 51
268648102 E M C CORP MASS	EMC	1,800 000	45,540 00	24,150 40		
291011104 EMERSON ELECTRIC CO	EMR	900 000	47,664 00	46,394 55	1,476 00	3 10
30231G102 EXXON MOBIL CORP	XOM	900 000	77,895 00	67,995 85	2,052 00	2 63
369604103 GENERAL ELECTRIC CO	GE	4,245 000	89,102 55	77,967 65	3,226 20 806 55	3.62
38259P508 GOOGLE INC CL A	GOOG	65 000	45,979 70	38,098 57		
423074103 HEINZ H J CO	HNZ	1,500 000	86,520 00	79,684 20	3,090 00	3 57
458140100 INTEL CORP	INTC	3,000 000	61,860 00	71,382 15	2,700 00	4 36
46625H100 J P MORGAN CHASE & CO	JPM	1,850 000	81,342 84	75,185 98	2,220 00	2 73

ACCOUNT STATEMENT

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ACCOUNT NUMBER: 1055000897

STATEMENT PERIOD JANUARY 01, 2012 THROUGH DECEMBER 31, 2012

DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE	TAX COST	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
COMMON STOCK						
478160104 JOHNSON & JOHNSON	JNJ	1,250 000	87,625 00	81,279 13	3,050 00	3 48
478366107 JOHNSON CTLS INC	JCI	2,500 000	76,675 00	84,299 48	1,900 00	2 48
48203R104 JUNIPER NETWORKS INC	JNPR	2,500 000	49,175 00	62,890 17		
50540R409 LABORATORY CORP AMER HLDGS COM NEW	LH	950 000	82,289 00	77,112 10		
548661107 LOWE'S COMPANIES INC	LOW	2,650 000	94,128 00	85,886 50	1,696 00	1 80
580135101 MCDONALDS CORP	MCD	900 000	79,389 00	84,566 97	2,772 00	3 49
58933Y105 MERCK & CO INC NEW	MRK	1,900 000	77,786 00	66,438 70	3,268 00 817 00	4 20
59156R108 METLIFE INC	MET	2,250 000	74,115 00	85,111 78	1,665 00	2 25
61166W101 MONSANTO CO	MON	1,000 000	94,650 00	71,495 70	1,500 00	1 58
65339F101 NEXTERA ENERGY, INC	NEE	1,300.000	89,947 00	71,218 55	3,120 00	3 47
68389X105 ORACLE CORPORATION	ORCL	2,850 000	94,962 00	59,935 10	684 00	0 72
713448108 PEPSICO INC	PEP	1,250 000	85,537 50	80,640 34	2,687 50 671 88	3 14
718172109 PHILIP MORRIS INTERNATIONAL INC	PM	1,500 000	125,460 00	86,830 63	5,100 00 1,275 00	4 07
74005P104 PRAXAIR INC	PX	750 000	82,087 50	76,153 23	1,650 00	2 01
742718109 PROCTER & GAMBLE CO	PG	1,200 000	81,468 00	76,133 53	2,697 60	3 31

ACCOUNT STATEMENT

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ACCOUNT NUMBER 1055000897

STATEMENT PERIOD JANUARY 01, 2012 THROUGH DECEMBER 31, 2012

DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE	TAX COST	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
COMMON STOCK						
743674103 PROTECTIVE LIFE CORP	PL	3,858 000	110,261 64	426 53	2,777 76	2 52
744320102 PRUDENTIAL FINANCIAL INC	PRU	1,425 000	75,995 25	111,049 64	2,280 00	3 00
747525103 QUALCOMM INC	QCOM	1,350 000	83,510 46	55,579 74	1,350 00	1 62
806857108 SCHLUMBERGER LTD	SLB	1,175 000	81,425 86	81,444 80	1,292 50 323 13	1 59
863667101 STRYKER CORP	SYK	1,550 000	84,971 00	82,643 68	1,643 00 410 75	1 93
87612E106 TARGET CORP	TGT	1,375 000	81,358 75	79,777 50	1,980 00	2 43
882508104 TEXAS INSTRS INC	TXN	2,600 000	80,314 00	72,522 32	2,184.00	2 72
883556102 THERMO FISHER SCIENTIFIC, INC	TMO	700 000	44,646.00	29,453 87	420 00 210 00	0 94
88579Y101 3M CO	MMM	940 000	87,279 00	73,716 76	2,218 40	2 54
886547108 TIFFANY & CO	TIF	1,450 000	83,143 00	83,602 79	1,856 00 464 00	2 23
89417E109 TRAVELERS COMPANIES, INC	TRV	1,250 000	89,775 00	61,943 98	2,300 00	2 56
913017109 UNITED TECHNOLOGIES CORP	UTX	600 000	49,206 00	35,395 52	1,284 00	2 61
92343V104 VERIZON COMMUNICATIONS	VZ	2,200 000	95,194 00	67,082.76	4,532 00	4 76
92826C839 VISA INC - CLASS A SHRS	V	600 000	90,948 00	53,148 97	792 00	0 87
949746101 WELLS FARGO & CO	WFC	3,500 000	119,630 00	119,070 50	3,080 00	2 57

ACCOUNT STATEMENT

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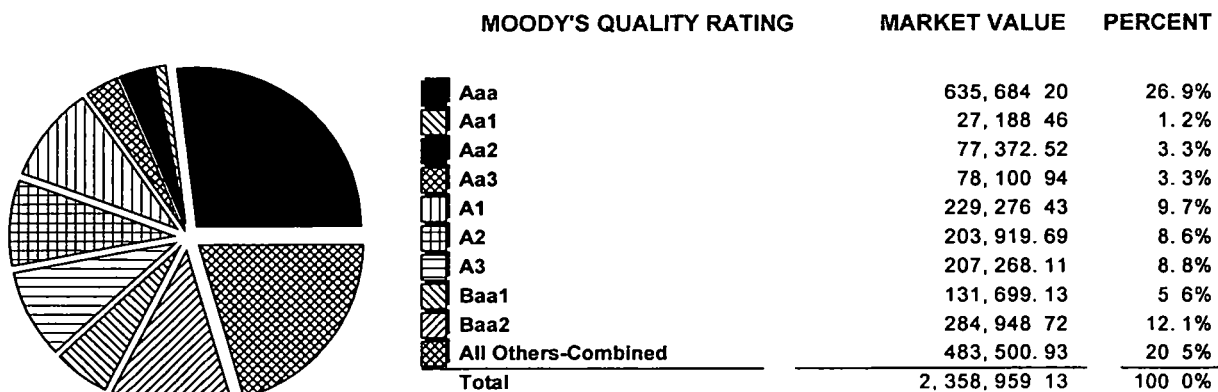
ACCOUNT NUMBER 1055000897

STATEMENT PERIOD JANUARY 01, 2012 THROUGH DECEMBER 31, 2012

DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE	TAX COST	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
COMMON STOCK						
98389B100 XCEL ENERGY INC	XEL	2,850 000	76,123 50	75,057 88	3,078 00 769 50	4 04
TOTAL COMMON STOCK		SUB- TOTAL	4,171,913.61	3,651,724.82	97,492.96 6,310.31	2.34
INTERNATIONAL						
464287234 ISHARES MSCI EMERGING MKT IN	EEM	2,500 000	110,875 00	109,975 00	1,862 50 35 59	1 68
464287465 ISHARES MSCI EAFE INDEX FUND	EFA	14,475 000	823,048 50	817,000 50	25,461 53	3 09
G1151C101 ACCENTURE PLC - CL A	ACN	1,225 000	81,462 50	86,139 67	1,984 50	2 44
TOTAL INTERNATIONAL		SUB- TOTAL	1,015,386.00	1,013,115.17	29,308.53 35.59	2.89
MISCELLANEOUS						
464287507 ISHARES CORE S&P MID-CAP ETF	IJH	7,250 000	737,325 00	609,389 32	10,519 75	1 43
464287655 ISHARES RUSSELL 2000	IWM	8,575 000	723,025 14	601,793 50	14,466 03	2 00
TOTAL MISCELLANEOUS		SUB- TOTAL	1,460,350.14	1,211,182.82	24,985.78 0.00	1.71
TOTAL EQUITIES			6,647,649.75	5,876,022.81	151,787.27 6,345.90	2.28

BOND QUALITY SUMMARY



ACCOUNT STATEMENT

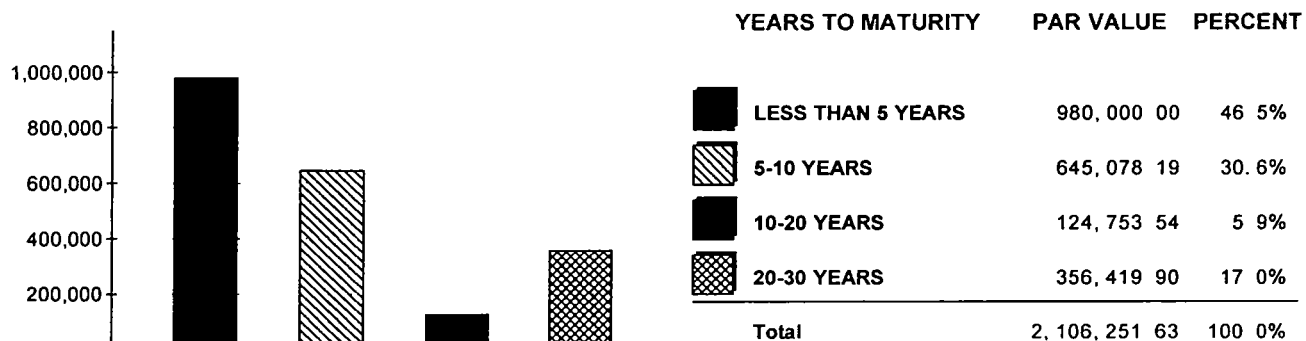
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ACCOUNT NUMBER 1055000897

STATEMENT PERIOD JANUARY 01, 2012 THROUGH DECEMBER 31, 2012

DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

BOND MATURITY SUMMARY



AVERAGE TIME TO MATURITY: 10.2 YEARS

CURRENT YIELD: 3.64%

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE	TAX COST	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
FIXED						
CORPORATES						
001055AC6 AFLAC INC DTD 5/21/09 8 5% 05/15/2019	A3	19,000 000	25,876 67	23,724 50	1,615 00 206 36	6 24 2 35
00206RAM4 AT&T INC DTD 05/13/08 5 6% 05/15/2018	A2	21,000 000	25,331 88	21,586 69	1,176 00 150 27	4 64 1 58
0258M0DA4 AMERICAN EXPRESS CREDIT CORP SERIES MTN DTD 09/13/2010 2 75% 09/15/2015	A2	25,000 000	26,209 50	25,583 49	687 50 202 43	2 62 0 93
03523TBA5 ANHEUSER-BUSCH INBEV WOR DTD 01/27/2011 2 875% 02/15/2016	A3	23,000 000	24,359 30	23,127 65	661 25 249 81	2 71 0 95
055451AN8 BHP BILLITON FIN USA LTD DTD 02/24/2012 1% 02/24/2015	A1	51,000 000	51,377 91	51,002 68	510 00 179 92	0 99 0 65
06739GBB4 BARCLAYS BANK PLC DTD 04/07/2010 3 9% 04/07/2015	A2	23,000 000	24,391 04	23,032 24	897 00 209 30	3 68 1 19
126408GN7 CSX CORP DTD 3/27/08 6 25% 04/01/2015	Baa2	23,000 000	25,754 48	25,899 82	1,437 50 359 38	5 58 0 86
12673PAC9 CA INC DTD 11/13/09 5 375% 12/01/2019	Baa2	23,000 000	26,193 32	23,770 45	1,236 25 103 02	4 72 3 13

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DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE	TAX COST	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
CORPORATES						
149123BQ3 CATERPILLAR INC DTD 12/05/08 7 9% 12/15/2018	A2	19,000 000	25,772 74	20,090 86	1,501 00 66 71	5 82 1 60
166764AA8 CHEVRON CORP CALLABLE DTD 12/05/2012 1 104% 12/05/2017-2017	Aa1	27,000 000	27,188 46	27,101 92	298 08 21 53	1 10 0 96
17275RAC6 CISCO SYSTEMS INC CALLABLE 5 5% 02/22/2016	A1	21,000 000	24,004 05	24,092 70	1,155 00 413 88	4 81 0 87
172967FE6 CITIGROUP INC DTD 06/15/2010 6% 12/13/2013	Baa2	24,000 000	25,148 64	26,051 80	1,440 00 64 00	5 73 0 93
20030NAZ4 COMCAST CORP DTD 06/18/09 5 7% 07/01/2019	Baa1	21,000 000	25,587 24	21,801 72	1,197 00 598 50	4 68 2 09
22546QAA5 CREDIT SUISSE NEW YORK DTD 5/4/09 5 5% 05/01/2014	A1	48,000 000	51,071 52	50,846 70	2,640 00 440 00	5 17 0 67
25459HAN5 DIRECTV HOLDGS/FING DTD 03/11/2010 3 55% 03/15/2015	Baa2	25,000 000	26,299 00	25,987 64	887 50 261 32	3 37 1 16
26441CAG0 DUKE ENERGY CORPORATION DTD 11/17/2011 2 15% 11/15/2016	Baa2	25,000 000	25,850 50	25,116 68	537 50 68 68	2 08 1 25
369622SM8 GENERAL ELECTRIC CAPITAL CORP DTD 02/11/11 5 3% 02/11/2021	A2	22,000 000	25,537 16	22,498 73	1,166 00 453 44	4 57 3 05
36962G3P7 GENERAL ELECTRIC CAPITAL CORP DTD 01/14/08 5 875% 01/14/2038	A1	22,000 000	26,537 50	23,057 83	1,292 50 599 58	4 87 4 49
38141EA25 GOLDMAN SACHS GROUP INC DTD 2/5/09 7.5% 02/15/2019	A3	21,000 000	26,423 46	23,251 98	1,575 00 595 00	5 96 2 87
38141EA33 GOLDMAN SACHS GROUP INC DTD 5/6/09 6% 05/01/2014	A3	24,000 000	25,542 00	24,720 51	1,440 00 240 00	5 64 1 13
42809HAB3 HESS CORPORATION DTD 2/3/09 8 125% 02/15/2019	Baa2	20,000 000	26,322 20	24,205 58	1,625 00 613 89	6 17 2 52
428236BE2 HEWLETT-PACKARD CO DTD 12/02/2010 2 2% 12/01/2015	Baa1	26,000 000	26,035 62	26,090 86	572 00 47 67	2 20 2 15
458140AJ9 INTEL CORP DTD 09/19/2011 3 3% 10/01/2021	A1	24,000 000	25,448 64	24,049 17	792 00 198 00	3 11 2 53

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DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE	TAX COST	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
CORPORATES						
459200GX3 INTERNATIONAL BUSINESS MACHINES DTD 07/22/2011 1 95% 07/22/2016	Aa3	50,000 000	51,963 50	51,768 06	975 00 430 63	1 88 0 83
46625HHL7 J P MORGAN CHASE & CO DTD 04/23/09 6 3% 04/23/2019	A2	21,000 000	25,908 96	21,221 00	1,323 00 249 90	5 11 2 30
50075NBB9 KRAFT FOODS INC DTD 02/08/2010 4 125% 02/09/2016	Baa2	22,000 000	23,969 22	22,046 11	907 50 357 96	3 79 1 18
59018YN64 MERRILL LYNCH & CO INC SERIES. MTN DTD 04/25/08 6 875% 04/25/2018	Baa2	21,000 000	25,314 45	21,436 36	1,443 75 264 69	5 70 2 70
59022CAJ2 MERRILL LYNCH & CO 6 11% 01/29/2037	Baa3	24,000 000	26,197 20	22,745 70	1,466 40 619 15	5 60 5 42
61747YCJ2 MORGAN STANLEY SERIES MTN DTD 9/23/09 5 625% 09/23/2019	Baa1	24,000 000	27,143 52	24,038.16	1,350 00 367 50	4 97 3 43
61747YCK9 MORGAN STANLEY DTD 11/20/2009 4 2% 11/20/2014	Baa1	25,000 000	26,084 75	25,950 45	1,050 00 119 58	4 03 1 85
68323AAE4 ONTARIO (PROVINCE OF) DTD 01/27/2011 1 375% 01/27/2014	Aa2	51,000 000	51,554 37	51,120 87	701 25 299 98	1 36 0 36
68389XAC9 ORACLE CORPORATION DTD 04/09/08 5 75% 04/15/2018	A1	21,000 000	25,557 21	21,881 93	1,207 50 254 92	4 72 1 47
693390700 PIMCO TOTAL RETURN INSTL FD #35	**	2,000 000	22,480 00	20,360 00	728 00 60 67	3 24
71645WAP6 PETROBRAS INTL FIN CO DTD 10/30/09 5 75% 01/20/2020	A3	46,000 000	52,364 56	48,217 44	2,645 00 1,182.90	5 05 3 52
717081DB6 PFIZER INC DTD 3/24/09 6 2% 03/15/2019	A1	20,000 000	25,279 60	22,871 37	1,240 00 365 11	4 91 1 70
74432QBP9 PRUDENTIAL FINANCIAL DTD 11/18/2010 4 5% 11/15/2020	Baa2	24,000 000	26,797 44	24,091 89	1,080 00 138 00	4 03 2 84
78011DAC8 ROYAL BANK OF CANADA DTD 09/19/2012 1 2% 09/19/2017	Aaa	36,000 000	36,086 40	36,001 91	432 00 122 40	1 20

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STATEMENT PERIOD JANUARY 01, 2012 THROUGH DECEMBER 31, 2012

DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE	TAX COST	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
CORPORATES						
867914BE2 SUNTRUST BKS INC DTD 11/01/2011 3 5% 01/20/2017	Baa1	25,000 000	26,848 00	25,088 53	875 00 391 32	3 26 1 61
87425EAL7 TALISMAN ENERGY INC DTD 6/1/09 7 75% 06/01/2019	Baa2	21,000 000	27,066 69	24,845 11	1,627 50 135 63	6 01 2 80
87612EAP1 TARGET CORP CALLABLE 5 375% 05/01/2017	A2	22,000 000	25,896 64	21,778 03	1,182 50 197 08	4 57 1 17
88166HAA5 TEVA PHARMA FIN IV LLC DTD 11/10/2011 1 7% 11/10/2014	A3	26,000 000	26,598.52	26,095 18	442 00 62 62	1 66 0 45
88732JAL2 TIME WARNER CABLE 6 75% 07/01/2018	Baa2	21,000 000	26,232 78	23,410 08	1,417 50 708 75	5 40 1 95
89233P5F9 TOYOTA MOTOR CREDIT CORP SERIES MTN DTD 09/15/2011 3 4% 09/15/2021	Aa3	24,000 000	26,137 44	24,054 74	816 00 240 27	3 12 2 27
92343VAW4 VERIZON COMMUNICATIONS DTD 03/28/2011 6% 04/01/2041	A3	20,000 000	26,103 60	20,837 11	1,200 00 300 00	4 60 4 15
929903DT6 WACHOVIA CORP DTD 06/08/07 5 75% 06/15/2017	A2	21,000 000	24,871 77	21,250 32	1,207 50 53 67	4 85 1 46
931142CM3 WAL MART STORES INC DTD 04/15/2008 6 2% 04/15/2038	Aa2	19,000 000	25,818 15	25,363 93	1,178 00 248 69	4 56 3 94
TOTAL CORPORATES			SUB-TOTAL			
			1,324,537.60	1,233,166.48	52,834.48 13,514.11	3.99
TREASURIES						
912810EQ7 UNITED STATES TREASURY 6 25% 08/15/2023	Aaa	52,000 000	74,555 00	64,083 31	3,250 00 1,227 58	4 36 1 76
912828PC8 UNITED STATES TREASURY N/B DTD 11/15/2010 2 625% 11/15/2020	Aaa	93,000 000	102,067 50	94,586 53	2,441 25 316 96	2 39 1 32
912828PJ3 UNITED STATES TREASURY DTD 11/30/2010 1 375% 11/30/2015	Aaa	216,000 000	222,346 08	222,661 66	2,970 00 261 10	1 34 0 36
912828QV5 UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 625% 07/15/2021	Aaa	62,606 740	71,166 33	65,786 07	391 29 180 76	0 55
TOTAL TREASURIES			SUB-TOTAL			
			470,134.91	447,117.57	9,052.54 1,986.40	1.93

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DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE	TAX COST	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
AGENCIES						
31359MH89 FEDERAL NATIONAL MORTGAGE ASSN 5% 03/15/2016	Aaa	45,000 000	51,495 75	47,017 69	2,250 00 662 50	4 37 0 46
31371MCF2 FEDERAL NATIONAL MORTGAGE ASSN POOL# 255770 5 5% 07/01/2035	**	15,265 840	16,682 20	15,967 11	839 62 69 97	5 03 2 33
3137EACH0 FEDERAL HOME LOAN MTG CORP DTD 01/07/2010 2 875% 02/09/2015	Aaa	74,000 000	77,967 14	79,051 68	2,127 50 839 18	2 73 0 32
3138A8SR8 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026	**	25,621 380	27,451 52	26,918.45	1,024 86 85 40	3 73 1 29
3138EGNK6 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5% 06/01/2041	**	13,858 380	15,269 44	14,741 84	623 63 51 97	4 08 0 91
31402C4H2 FEDERAL NATIONAL MORTGAGE ASSN POOL #725424 DTD 04/01/04 5 5% 04/01/2034	**	48,394 600	53,187 12	48,175 30	2,661 70 221 81	5 00 2 09
31402DDB3 FEDERAL NATIONAL MORTGAGE ASSN POOL #725598 DTD 06/01/2004 5 5% 07/01/2034	**	7,539 700	8,248 66	7,472 55	414 68 34 56	5 03 2 27
31402RFV6 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035	**	24,906 990	27,187 72	26,864 52	1,245 35 103 78	4 58 1 56
31402RJ26 FEDERAL NATIONAL MORTGAGE ASSN POOL #735681 5 5% 07/01/2020	**	6,454 970	6,993 19	6,883.62	355 02 29 59	5 08 1 34
31403CXG1 FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/05 5% 12/01/2020	**	26,489 010	28,786 67	25,590 87	1,324 45 110 37	4 60 0 96
31406JRU9 FEDERAL NATIONAL MORTGAGE ASSN POOL#811499 5% 09/01/2020	**	4,277 150	4,648 15	4,481 65	213 86 17 82	4 60 0 96
31408DA87 FEDERAL NATIONAL MTG ASSN POOL #847931 5% 12/01/2020	**	3,788 010	4,116 58	3,762 28	189.40 15 78	4 60 0 96
31409JJG6 FEDERAL NATIONAL MORTGAGE ASSN POOL #872463 6% 06/01/2036	**	19,271 730	21,098 88	20,400 93	1,156 30 96 36	5 48 2 70

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STATEMENT PERIOD JANUARY 01, 2012 THROUGH DECEMBER 31, 2012

DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE	TAX COST	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
AGENCIES						
31410FSS5 FEDERAL NATIONAL MORTGAGE ASSN POOL #888029 6% 12/01/2036	**	21,866 890	23,940 09	22,030 89	1,312 01 109 33	5 48 2 70
31410GJW4 FEDERAL NATIONAL MORTGAGE ASSN POOL # 888677 5 5% 08/01/2022	**	15,462 310	16,722 64	15,406 75	850 43 70 87	5 09 2 10
31412XV35 FEDERAL NATIONAL MORTGAGE ASSN POOL #938134 DTD 06/01/07 6% 07/01/2037	**	16,031 650	17,551 61	16,199 48	961 90 80 16	5 48 2 72
31413YRR4 FEDERAL NATIONAL MORTGAGE ASSN POOL #959596 DTD 11/01/07 6% 11/01/2037	**	17,857 400	19,550 46	17,982 96	1,071 44 89 29	5 48 2 72
31416RBE2 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 06/01/2039	**	15,606 760	16,742 15	16,506 58	624 27 52 02	3 73 1 48
31418AFC7 FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05/01/2027	**	22,323 730	23,594 17	23,377 11	669 71 55 81	2 84 1 03
31418UEE0 FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4 5% 06/01/2040	**	14,645 500	15,871 18	15,602 03	659 05 54 92	4 15 1 48
31419DMQ1 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5% 09/01/2025	**	24,808 430	26,332 41	25,738 75	868 30 72 36	3 30 1 11
TOTAL AGENCIES		SUB-TOTAL	503,437.73	480,173.04	21,443.48 2,923.85	4.26
MISCELLANEOUS						
3128M74W3 FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010 4 5% 08/01/2040	**	14,564 660	15,683 81	15,529 56	655 41 54 62	4 18 1 72
3128M7KV7 FEDERAL HOME LOAN MTG CORP POOL #G05408 DTD 04/01/2009 5% 12/01/2036	**	19,413 170	20,962 54	21,035 99	970 66 80 89	4 63 1 94
312943WG4 FEDERAL HOME LOAN MTGE CORP POOL #A95147 DTD 11/01/2010 4% 11/01/2040	**	22,196 630	24,202 54	23,826 71	887 87 73 99	3 67 0 96
TOTAL MISCELLANEOUS		SUB-TOTAL	60,848.89	60,392.26	2,513.94 209.50	4.13

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DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE	TAX COST	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
FIXED						
TOTAL FIXED			2,358,959.13	2,220,849.35	85,844.44 18,633.86	3.64
TOTAL PRINCIPAL ASSETS			9,048,090.14	8,138,353.42	237,640.01 24,980.45	2.63

DETAIL OF TRANSACTIONS

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
BEGINNING BALANCE		0.00	0.00	7,955,575.17	
DIVIDENDS					
03/16/12	ALLERGAN INC DIVIDEND ON 1,235 SHS ALLERGAN INC AT 0 05 PER SHARE PAYABLE 03/16/2012 EX DATE 02/22/2012		61 75		
06/14/12	DIVIDEND ON 900 SHS ALLERGAN INC AT 0 05 PER SHARE PAYABLE 06/14/2012 EX DATE 05/22/2012		45 00		
09/13/12	DIVIDEND ON 900 SHS ALLERGAN INC AT 0 05 PER SHARE PAYABLE 09/13/2012 EX DATE 08/21/2012		45 00		
12/12/12	DIVIDEND ON 900 SHS ALLERGAN INC AT 0 05 PER SHARE PAYABLE 12/12/2012 EX DATE 11/19/2012		45 00		
02/10/12	AMERICAN EXPRESS CO DIVIDEND ON 1,785 SHS AMERICAN EXPRESS CO AT 0 18 PER SHARE PAYABLE 02/10/2012 EX DATE 01/04/2012		321 30		
05/10/12	DIVIDEND ON 1,785 SHS AMERICAN EXPRESS CO AT 0 20 PER SHARE PAYABLE 05/10/2012 EX DATE 04/03/2012		357 00		
08/10/12	DIVIDEND ON 1,450 SHS AMERICAN EXPRESS CO AT 0 20 PER SHARE PAYABLE 08/10/2012 EX DATE 07/03/2012		290 00		
11/09/12	DIVIDEND ON 1,450 SHS AMERICAN EXPRESS CO AT 0 20 PER SHARE PAYABLE 11/09/2012 EX DATE 10/03/2012		290 00		

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	James Rushton I Foundation	63-0955085
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
File by the due date for filing your return. See instructions.	#3 Office Park Circle, No. 250	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Birmingham, AL 35223	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

Deakins F. Rushton

- The books are in the care of ► **#3 Office Park Circle, Suite 250 - Birmingham, AL 35223**
Telephone No ► **(205)322-1951** FAX No. ► **(205)322-1941**

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **August 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year **2012** or
- ☐ tax year beginning _____, and ending _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	1,513.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)