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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

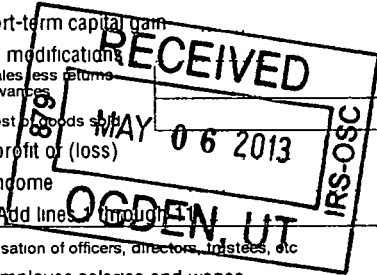
Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE NELSON AND CHARLEEN KEMP FOUNDATION		A Employer identification number 63-0981693
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 236	Room/suite	B Telephone number 205-487-6492
City or town, state, and ZIP code WINFIELD, AL 35594		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) \$ 3,729,196.	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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		22.	22.		STATEMENT 1
4 Dividends and interest from securities		95,368.	95,368.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		65,958.			
b Gross sales price for all assets on line 6a 1,285,318.					
7 Capital gain net income (from Part IV, line 2)			65,958.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales, less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		860.	860.		STATEMENT 3
12 Total. Add lines 1 through 11		162,208.	162,208.		
13 Compensation of officers, directors, trustees, etc.		91,219.	22,805.		68,414.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		2,400.	1,800.		600.
c Other professional fees STMT 5		27,946.	27,946.		0.
17 Interest					
18 Taxes STMT 6		12,575.	2,595.		5,130.
19 Depreciation and depletion		738.	0.		
20 Occupancy		6,000.	1,500.		4,500.
21 Travel, conferences, and meetings					
22 Printing and publications		94.	24.		70.
23 Other expenses STMT 7		4,007.	859.		3,148.
24 Total operating and administrative expenses. Add lines 13 through 23		144,979.	57,529.		81,862.
25 Contributions, gifts, grants paid		179,500.			179,500.
26 Total expenses and disbursements. Add lines 24 and 25		324,479.	57,529.		261,362.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		<162,271.>			
b Net investment income (if negative, enter -0-)			104,679.		
c Adjusted net income (if negative, enter -0-)				N/A	



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			
	2 Savings and temporary cash investments	88,635.	95,042.	95,042.
	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	703,726.	576,746.	605,439.
	b Investments - corporate stock STMT 9	1,992,089.	1,934,579.	2,290,558.
	c Investments - corporate bonds STMT 10	668,034.	684,584.	736,809.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶ 5,166.				
Less accumulated depreciation STMT 11 ▶ 3,818.	2,086.	1,348.	1,348.	
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	3,454,570.	3,292,299.	3,729,196.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> X and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	3,454,570.	3,292,299.	
	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	3,454,570.	3,292,299.	
	31 Total liabilities and net assets/fund balances	3,454,570.	3,292,299.	

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	3,454,570.
2 Enter amount from Part I, line 27a	2	<162,271.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,292,299.
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	3,292,299.

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 SECURITY SALES			VARIOUS	VARIOUS
b CAPITAL GAINS DIVIDENDS				
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 1,274,638.		1,219,360.	55,278.
b 10,680.			10,680.
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			55,278.
b			10,680.
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	65,958.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	246,614.	3,846,825.	.064108
2010	237,728.	3,480,326.	.068306
2009	197,007.	3,544,626.	.055579
2008	238,324.	3,545,353.	.067222
2007	263,943.	4,003,112.	.065934

2 Total of line 1, column (d)	2	.321149
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	.064230
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,708,561.
5 Multiply line 4 by line 3	5	238,201.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,047.
7 Add lines 5 and 6	7	239,248.
8 Enter qualifying distributions from Part XII, line 4 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	8	261,362.

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)		1	1,047.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	1,047.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	1,047.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	2,760.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments		6c	
a 2012 estimated tax payments and 2011 overpayment credited to 2012		6d	
b Exempt foreign organizations - tax withheld at source		7	2,760.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	1,713.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2013 estimated tax			

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► MARY F. HYCHE Telephone no ► 205-487-1903 Located at ► P.O. BOX 236, WINFIELD, AL ZIP+4 ► 35594			
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 checked="" type="checkbox"/> Yes <input 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 ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

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
SEE STATEMENT 12		91,219.	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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3,692,243.
b	Average of monthly cash balances	1b	71,446.
c	Fair market value of all other assets	1c	1,348.
d	Total (add lines 1a, b, and c)	1d	3,765,037.
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	3,765,037.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	56,476.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,708,561.
6	Minimum investment return. Enter 5% of line 5	6	185,428.

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	185,428.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,047.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,047.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	184,381.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	184,381.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	184,381.

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	261,362.
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	261,362.
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	1,047.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	260,315.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				184,381.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	68,513.			
b From 2008	61,726.			
c From 2009	21,295.			
d From 2010	64,506.			
e From 2011	57,006.			
f Total of lines 3a through e	273,046.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 261,362.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				184,381.
e Remaining amount distributed out of corpus	76,981.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	350,027.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	68,513.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	281,514.			
10 Analysis of line 9				
a Excess from 2008	61,726.			
b Excess from 2009	21,295.			
c Excess from 2010	64,506.			
d Excess from 2011	57,006.			
e Excess from 2012	76,981.			

N/A

- b. Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income**

[illegible]Form **990-PF** (2012)

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year				
ALABAMA PUBLIC TELEVISION BIRMINGHAM, AL	NONE	PUBLIC CHARITY-509A1	GENERAL	2,000.
AMERICAN CANCER SOCIETY WINFIELD, AL	NONE	PUBLIC CHARITY-509A1	GENERAL	2,000.
AUBURN UNIVERSITY AUBURN, AL	NONE	PUBLIC UNIVERSITY-509A	SCHOLARSHIPS	2,000.
BRILLIANT COALFEST BRILLIANT, AL	NONE	PUBLIC CHARITY-509A1	GENERAL	1,000.
BRILLIANT HIGH SCHOOL BRILLIANT, AL	NONE	PUBLIC SCHOOL-509A1	GENERAL	4,000.
Total SEE CONTINUATION SHEET(S)			3a	179,500.
b Approved for future payment				
AMERICAN CANCER SOCIETY WINFIELD, AL	NONE	PUBLIC CHARITY-509A1	GENERAL	2,000.
BRILLIANT COALFEST WINFIELD, AL	NONE	PUBLIC CHARITY-509A1	GENERAL	1,000.
BRILLIANT HIGH SCHOOL BRILLIANT, AL	NONE	PUBLIC SCHOOL-509A1	GENERAL	4,000.
Total SEE CONTINUATION SHEET(S)			3b	77,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	22.	
4 Dividends and interest from securities			14	106,048.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	860.	
8 Gain or (loss) from sales of assets other than inventory			18	55,278.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		162,208.	0.
13 Total. Add line 12, columns (b), (d), and (e)				162,208.	

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/type preparer's name

Preparer's Signature

Date _____

Check ☐ self-employed

PTIN

GAYLE STONER

Firm's name ► WARREN AVERETT, LLC

Firm's address ► 2500 ACTON ROAD
BIRMINGHAM, AL 35243

P00309361

Firm's EIN ► 45-4084437

Phone no (205) 979-4100

Form **990-PF** (2012)

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CAMP SMILE A MILE BIRMINGHAM, AL	NONE	PUBLIC CHARITY-509A1	GENERAL	1,000.
CHILDREN'S HOSPITAL OF ALABAMA BIRMINGHAM, AL	NONE	PUBLIC CHARITY-509A1	GENERAL	5,000.
CHRISTIAN CENTER OF CONCERN WINFIELD, AL	NONE	PUBLIC CHARITY-509A1	GENERAL	3,000.
CITY OF WINFIELD FIRE DEPARTMENT WINFIELD, AL	NONE	PUBLIC CHARITY-509A1	GENERAL	3,000.
CITY OF WINFIELD POLICE DEPARTMENT WINFIELD, AL	NONE	PUBLIC CHARITY-509A1	GENERAL	3,000.
CITY OF WINFIELD STREET DEPARTMENT WINFIELD, AL	NONE	PUBLIC CHARITY-509A1	GENERAL	3,000.
ELDRIDGE VOLUNTEER FIRE DEPARTMENT ELDRIDGE, AL	NONE	PUBLIC CHARITY-509A1	GENERAL	2,000.
FIRST UNITED METHODIST CHURCH WINFIELD, AL	NONE	PUBLIC CHARITY-509A1	GENERAL	2,000.
FREED-HARDEMAN UNIVERSITY HARDEMAN, TN	NONE	PRIVATE UNIVERSITY-509A	SCHOLARSHIPS	1,000.
FRIENDS OF THE IVAN K HILL PARK WINFIELD, AL	NONE	PUBLIC CHARITY-509A1	GENERAL	3,000.
Total from continuation sheets				168,500.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FRIENDS OF THE WINFIELD LIBRARY WINFIELD, AL	NONE	PUBLIC CHARITY-509A1	GENERAL	3,000.
MULTIPLE SCLEROSIS WINFIELD, AL	NONE	PUBLIC CHARITY-509A1	GENERAL	1,500.
HAND IN PAW BIRMINGHAM, AL	NONE	PUBLIC CHARITY-509A1	GENERAL	2,000.
HOLY SPIRIT CATHOLIC CHURCH WINFIELD, AL	NONE	PUBLIC CHARITY-509A1	GENERAL	12,000.
HOSPICE OF NORTHWEST ALABAMA WINFIELD, AL	NONE	PUBLIC CHARITY-509A2	GENERAL	2,000.
HUBBERTVILLE HIGH SCHOOL FAYETTE, AL	NONE	PUBLIC SCHOOL-509A1	SCHOLARSHIPS	10,000.
MARION COUNTY DRUG TASK FORCE MARION COUNTY, AL	NONE	PUBLIC CHARITY-509A1	GENERAL	1,000.
KEMP CARRAWAY HEART INSTITUTE ATLANTA, GA	NONE	PUBLIC CHARITY-509A1	GENERAL	5,000.
MARION COUNTY HISTORICAL SOCIETY WINFIELD, AL	NONE	PUBLIC CHARITY-509A1	GENERAL	1,000.
MISSISSIPPI STATE UNIVERSITY STARKVILLE, MS	NONE	PUBLIC UNIVERSITY-509A	SCHOLARSHIPS	2,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NORTHWEST ALABAMA ARTS COUNCIL HAMILTON, AL	NONE	PUBLIC CHARITY-509A1	GENERAL	1,000.
NORTHWEST REGIONAL LIBRARY WINFIELD, AL	NONE	PUBLIC CHARITY-509A1	GENERAL	1,000.
RONALD MC DONALD HOUSE BIRMINGHAM, AL	NONE	PUBLIC CHARITY-509A1	GENERAL	1,000.
SACRED HEART ELEMENTARY SCHOOL CULLMAN, AL	NONE	PRIVATE SCHOOL-509A1	GENERAL	1,000.
STUDIO BY THE TRACKS BIRMINGHAM, AL	NONE	PUBLIC CHARITY-509A2	GENERAL	1,000.
THE UNIVERSITY OF ALABAMA TUSCALOOSA, AL	NONE	PUBLIC UNIVERSITY-509A	SCHOLARSHIPS	2,000.
TWIN VOLUNTEER FIRE DEPARTMENT GUIN, AL	NONE	PUBLIC CHARITY-509A1	GENERAL	2,500.
THE WAY BIBLE CHURCH WARRENTON, VA	NONE	PUBLIC CHARITY-509A1	GENERAL	2,500.
UNIVERSITY OF NORTH ALABAMA FLORENCE, AL	NONE	PUBLIC UNIVERSITY-509A	SCHOLARSHIPS	1,000.
UNIVERSITY OF WEST ALABAMA LIVINGSTON, AL	NONE	PUBLIC UNIVERSITY-509A	SCHOLARSHIPS	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WINFIELD PASTIME THEATRE WINFIELD, AL	NONE	PUBLIC CHARITY-509A1	GENERAL	35,000.
WINFIELD CITY SCHOOLS WINFIELD, AL	NONE	PUBLIC SCHOOL-509A1	GENERAL	13,000.
WINFIELD CITY SCHOOLS FOUNDATION WINFIELD, AL	NONE	PUBLIC CHARITY-509A1	SCHOLARSHIPS	10,000.
WINFIELD MAIN STREET WINFIELD, AL	NONE	PUBLIC CHARITY-509A1	GENERAL	25,000.
HUBBERTVILLE HIGH SCHOOL FAYETTE, AL	NONE	PUBLIC SCHOOL-509A1	SCHOLARSHIPS	4,000.
WALLACE STATE COMMUNITY COLLEGE HANCEVILLE, AL	NONE	PUBLIC UNIVERSITY-509A	SCHOLARSHIPS	1,000.
BACKPACKS AND BEYOND WINFIELD, AL	NONE	APPLIED FOR 509A1	GENERAL	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CAMP SMILE A MILE BIRMINGHAM, AL	NONE	PUBLIC CHARITY-509A1	GENERAL	1,000.
HOLY SPIRIT CATHOLIC CHURCH WINFIELD, AL	NONE	PUBLIC CHARITY-509A1	GENERAL	12,000.
HUBBERTVILLE HIGH SCHOOL FAYETTE, AL	NONE	PUBLIC SCHOOL-509A1	GENERAL	10,000.
MULTIPLE SCLEROSIS WINFIELD, AL	NONE	PUBLIC CHARITY-509A1	GENERAL	2,000.
THE WAY BIBLE CHURCH WARRENTON, VA	NONE	PUBLIC CHARITY-509A1	GENERAL	2,500.
WINFIELD CITY SCHOOLS WINFIELD, AL	NONE	PUBLIC SCHOOL-509A1	GENERAL	10,000.
WINFIELD CITY SCHOOLS FOUNDATION WINFIELD, AL	NONE	PUBLIC CHARITY-509A1	SCHOLARSHIPS	15,000.
WINFIELD PASTIME THEATRE WINFIELD, AL	NONE	PUBLIC CHARITY-509A1	GENERAL	15,000.
FRIENDS OF THE IVAN K HILL PARK WINFIELD, AL	NONE	PUBLIC CHARITY-509A1	GENERAL	3,000.
Total from continuation sheets				70,500.

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COPIER	060107	SL	7.00	16	3,200.			3,200.	2,171.		457.
2	COMPUTER	060108	SL	7.00	16	1,966.			1,966.	909.		281.
	* TOTAL 990-PF PG 1					5,166.		0.	5,166.	3,080.	0.	738.
	DEPR											

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

SOURCE	AMOUNT
REGIONS BANK	17.
REGIONS MORGAN KEEGAN TRUST	5.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	22.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
REGIONS MORGAN KEEGAN TRUST	106,048.	10,680.	95,368.
TOTAL TO FM 990-PF, PART I, LN 4	106,048.	10,680.	95,368.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
TIPS ADJUSTMENT	860.	860.	
TOTAL TO FORM 990-PF, PART I, LINE 11	860.	860.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,400.	1,800.		600.
TO FORM 990-PF, PG 1, LN 16B	2,400.	1,800.		600.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEES TO REGIONS BANK	27,946.	27,946.		0.	
TO FORM 990-PF, PG 1, LN 16C	27,946.	27,946.		0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES (EMPLOYER PORTION OF FICA)	6,840.	1,710.		5,130.	
FOREIGN TAXES WITHHELD	885.	885.		0.	
FEDERAL EXCISE TAXES	4,850.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	12,575.	2,595.		5,130.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
COUNCIL ON FOUNDATIONS MEMBERSHIP	500.	0.		500.	
WINFIELD CHAMBER OF COMMERCE	50.	0.		50.	
SUPPLIES	648.	162.		486.	
BANK SERVICE CHARGES	27.	0.		27.	
JANITORIAL	110.	28.		82.	
POSTAGE	143.	36.		107.	
TELEPHONE	1,631.	408.		1,223.	
INSURANCE	855.	214.		641.	
OTHER EXPENSES	43.	11.		32.	
TO FORM 990-PF, PG 1, LN 23	4,007.	859.		3,148.	

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
MISCELLANEOUS AGENCIES - STMT 13	X		34,273.	34,538.
U.S. GOVERNMENT AGENCIES - STMT 13	X		291,809.	305,216.
TREASURIES - STMT 13	X		250,664.	265,685.
TOTAL U.S. GOVERNMENT OBLIGATIONS			576,746.	605,439.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			576,746.	605,439.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK - STMT 13	1,171,585.	1,357,782.
EQUITY MUTUAL FUNDS - STMT 13	368,932.	487,801.
INTL EQUITY FUNDS - STMT 13	394,062.	444,975.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,934,579.	2,290,558.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - STMT 13	684,584.	736,809.
TOTAL TO FORM 990-PF, PART II, LINE 10C	684,584.	736,809.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

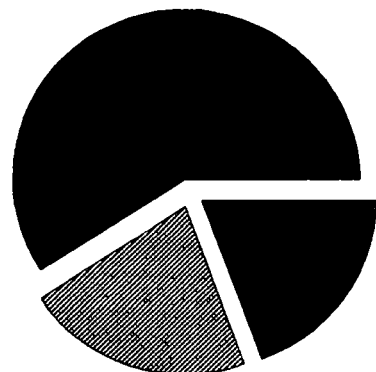
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COPIER	3,200.	2,628.	572.
COMPUTER	1,966.	1,190.	776.
TOTAL TO FM 990-PF, PART II, LN 14	5,166.	3,818.	1,348.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARY FRANK HYCHE P.O. BOX 236 WINFIELD, AL 35594	PRESIDENT/CEO 40.00	91,219.	0.	0.
C. E. BRYANT, JR. 180 BRANDY DR. WINFIELD, AL 35594	CHAIRMAN/SECRETARY 4.00	0.	0.	0.
THOMAS N. CARRUTHERS, JR. ONE FEDERAL PLACE, 1819 FIFTH AVENUE, NORTH BIRMINGHAM, AL 35203	TRUSTEE 0.40	0.	0.	0.
BRIAN HENLEY 5741 YEWING WAY GAINSVILLE, VA 20155	TRUSTEE 0.20	0.	0.	0.
KEVIN L. BRADFORD P.O. BOX 446 WINFIELD, AL 35594	TRUSTEE 0.20	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		91,219.	0.	0.

ACCOUNT NUMBER **1055000717**

STATEMENT PERIOD DECEMBER 01, 2012 THROUGH DECEMBER 31, 2012

DETAIL LISTING OF PRINCIPAL ASSETS
EQUITY DIVERSIFICATION SUMMARY

SECURITY SUBCLASS
MARKET VALUE PERCENT

COMMON STOCK

1,357,782.37 59.3%


EQUITY MUTUAL FUNDS

487,801.00 21.3%


INTERNATIONAL

444,975.00 19.4%

Total

2,290,558.37 100.0%

DESCRIPTION
TICKER
SHARES
MARKET VALUE
TAX COST
EST ANNUAL INCOME/ ACCRUED INC
CURRENT YIELD
EQUITIES
COMMON STOCK

018490102
ALLERGAN INC

AGN

325.000

29,812.25

13,247.49

65.00

0.22

025816109
AMERICAN EXPRESS CO

AXP

485.000

27,877.80

20,263.30

388.00

1.39

032511107
ANADARKO PETROLEUM CORP

APC

400.000

29,724.00

28,629.16

144.00

0.48

037833100
APPLE INC

AAPL

75.000

39,912.97

42,867.31

795.00

1.99

071813109
BAXTER INTERNATIONAL INC

BAX

425.000

28,330.50

25,121.75

765.00
191.25

2.70

09247X101
BLACKROCK INC

BLK

75.000

15,503.25

14,823.95

450.00

2.90

111320107
BROADCOM CORP CL A

BRCM

850.000

28,228.50

31,010.07

340.00

1.20

126650100
CVS/CAREMARK CORPORATION

CVS

650.000

31,427.50

23,426.00

585.00

1.86

166764100
CHEVRON CORP

CVX

375.000

40,552.50

21,372.25

1,350.00

3.33

ACCOUNT STATEMENT

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ACCOUNT NUMBER 1055000717

STATEMENT PERIOD DECEMBER 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						
17275R102 CISCO SYSTEMS INC	CSCO	1,500 000	29,474 10	29,470 92	840 00	2 85
235851102 DANAHER CORP DEL	DHR	510 000	28,509 00	27,831.41	51 00	0 18
254687106 WALT DISNEY CO	DIS	550 000	27,384 50	27,517 27	412 50	1 51
268648102 E M C CORP MASS	EMC	600 000	15,180 00	6,684 00		
291011104 EMERSON ELECTRIC CO	EMR	300 000	15,888 00	17,671 83	492 00	3 10
30231G102 EXXON MOBIL CORP	XOM	300 000	25,965 00	24,468 00	684 00	2 63
369604103 GENERAL ELECTRIC CO	GE	1,300 000	27,287 00	23,850 65	988 00 247 00	3 62
38259P508 GOOGLE INC CL A	GOOG	20 000	14,147 60	12,248 76		
423074103 HEINZ H J CO	HNZ	500 000	28,840 00	26,561 40	1,030 00	3 57
458140100 INTEL CORP	INTC	1,250 000	25,775 00	26,762 54	1,125 00	4 36
46625H100 J P MORGAN CHASE & CO	JPM	1,000 000	43,969 10	38,702 83	1,200 00	2 73
478160104 JOHNSON & JOHNSON	JNJ	400 000	28,040.00	19,117 90	976 00	3 48
478366107 JOHNSON CTLS INC	JCI	1,100 000	33,737 00	34,701 08	836 00	2 48
48203R104 JUNIPER NETWORKS INC	JNPR	800 000	15,736 00	20,136 00		
50540R409 LABORATORY CORP AMER HLDGS COM NEW	LH	300 000	25,986 00	23,789 76		

ACCOUNT NUMBER. **1055000717**

STATEMENT PERIOD DECEMBER 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						
548661107 LOWE'S COMPANIES INC	LOW	850 000	30,192 00	27,548 50	544 00	1 80
580135101 MCDONALDS CORP	MCD	300 000	26,463 00	28,188 99	924 00	3 49
58933Y105 MERCK & CO INC NEW	MRK	675 000	27,634 50	23,969 25	1,161 00 290 25	4 20
59156R108 METLIFE INC	MET	800 000	26,352 00	29,900 04	592 00	2 25
61166W101 MONSANTO CO	MON	350 000	33,127 50	25,442 19	525 00	1 58
65339F101 NEXTERA ENERGY, INC	NEE	450 000	31,135 50	24,625 65	1,080 00	3 47
68389X105 ORACLE CORPORATION	ORCL	900 000	29,988 00	18,824 48	216 00	0 72
713448108 PEPSICO INC	PEP	425 000	29,082 75	18,721 25	913 75 228 44	3 14
74005P104 PRAXAIR INC	PX	250 000	27,362 50	24,981 23	550 00	2.01
742718109 PROCTER & GAMBLE CO	PG	450 000	30,550 50	23,826 11	1,011 60	3 31
744320102 PRUDENTIAL FINANCIAL INC	PRU	475 000	25,331 75	40,255 99	760 00	3 00
747525103 QUALCOMM INC	QCOM	450 000	27,836 82	15,480 72	450 00	1 62
806857108 SCHLUMBERGER LTD	SLB	370 000	25,640 48	15,630 65	407 00 101 75	1 59
863667101 STRYKER CORP	SYK	500 000	27,410 00	22,268 34	530 00 132 50	1 93
87612E106 TARGET CORP	TGT	450 000	26,626 50	26,109 00	648 00	2 43

ACCOUNT STATEMENT

PAGE 6

ACCOUNT NUMBER 1055000717

STATEMENT PERIOD DECEMBER 01, 2012 THROUGH DECEMBER 31, 2012

DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

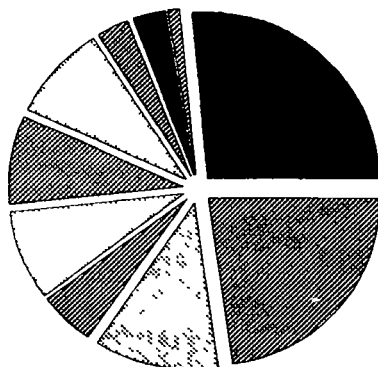
DESCRIPTION	TICKER	SHARES	MARKET VALUE	TAX COST	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
COMMON STOCK						
882508104 TEXAS INSTRS INC	TXN	1,000 000	30,890 00	34,236 08	840 00	2 72
883556102 THERMO FISHER SCIENTIFIC, INC	TMO	250 000	15,945 00	12,756 17	150 00 75 00	0 94
88579Y101 3M CO	MMM	300 000	27,855 00	18,303 95	708 00	2 54
886547108 TIFFANY & CO	TIF	475 000	27,236 50	27,387 13	608 00 152 00	2 23
89417E109 TRAVELERS COMPANIES, INC	TRV	400 000	28,728 00	15,484 00	736 00	2 56
913017109 UNITED TECHNOLOGIES CORP	UTX	200 000	16,402 00	10,326 00	428 00	2 61
92343V104 VERIZON COMMUNICATIONS	VZ	700 000	30,289 00	22,142 59	1,442 00	4 76
92826C839 VISA INC - CLASS A SHRS	V	200 000	30,316 00	17,334 92	264 00	0 87
949746101 WELLS FARGO & CO	WFC	1,250 000	42,725 00	42,546 65	1,100 00	2 57
98389B100 XCEL ENERGY INC	XEL	950 000	25,374 50	25,019 30	1,026 00 256 50	4 04
TOTAL COMMON STOCK		SUB-TOTAL	1,357,782.37	1,171,584.81	31,130.85 1,674.69	2.29
EQUITY MUTUAL FUNDS						
04314H709 ARTISAN FDS INC MID CAP VALUE FD INV SHS	ARTQX	3,300 000	68,607 00	58,377 00		
68381F409 OPPENHEIMER MAIN ST SMALL CAP FD CL Y	OPMYX	7,000 000	168,910 00	106,133 49	1,953 00	1 16
72387T108 PIONEER SMALL CAP GROWTH FUND CLASS A FD #0044	ORIGX	3,000 000	89,340 00	73,709 99		
72387T793 PIONEER SELECT MID CAP GROWTH Y	PMTYX	8,400 000	160,944 00	131,711 99		
TOTAL EQUITY MUTUAL FUNDS		SUB-TOTAL	487,801.00	368,932.47	1,953.00 0.00	0.40

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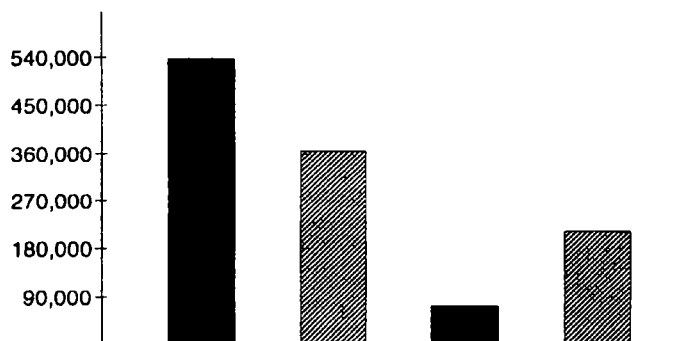
STATEMENT PERIOD DECEMBER 01, 2012 THROUGH DECEMBER 31, 2012

DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE	TAX COST	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
INTERNATIONAL						
29875E100 AMERICAN EUROPACIFIC GRTH-F2	AEPFX	5,000 000	205,750 00	148,124 69	4,080 00 340 00	1 98
552983470 MFS RESH INTL FD CL I	MRSIX	13,500 000	212,625 00	217,810 21	4,104 00	1 93
G1151C101 ACCENTURE PLC - CL A	ACN	400 000	26,600 00	28,127 24	648 00	2 44
TOTAL INTERNATIONAL		SUB-TOTAL	444,975.00	394,062.14	8,832.00 340.00	1.98
TOTAL EQUITIES			2,290,558.37	1,934,579.42	41,915.85 2,014.69	1.83

BOND QUALITY SUMMARY


MOODY'S QUALITY RATING	MARKET VALUE	PERCENT
Aaa	355,341 34	26 5%
Aa1	15,104 70	1 1%
Aa2	41,892 86	3 1%
Aa3	42,218 07	3 1%
A1	122,987 93	9 2%
A2	114,636 36	8 5%
A3	114,822 16	8 6%
Baa1	71,911 62	5 4%
Baa2	156,517 25	11 7%
All Others-Combined	306,815 00	22 8%
Total	1,342,247 29	100 0%

BOND MATURITY SUMMARY


YEARS TO MATURITY	PAR VALUE	PERCENT
LESS THAN 5 YEARS	538,000.00	45 2%
5-10 YEARS	365,680 64	30 7%
10-20 YEARS	73,493 45	6 2%
20-30 YEARS	213,560 67	17 9%
Total	1,190,734 76	100.0%

AVERAGE TIME TO MATURITY: 10.4 YEARS
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CURRENT YIELD: 3.64%

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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 CORPORATES						
001055AC6 AFLAC INC DTD 5/21/09 8 5% 05/15/2019	A3	11,000 000	14,981 23	13,625 78	935 00 119 47	6 24 2 35
00206RAM4 AT&T INC DTD 05/13/08 5 6% 05/15/2018	A2	12,000 000	14,475 36	12,185 97	672 00 85 87	4 64 1 58
0258M0DA4 AMERICAN EXPRESS CREDIT CORP SERIES MTN DTD 09/13/2010 2 75% 09/15/2015	A2	14,000 000	14,677 32	14,281 66	385 00 113 36	2 62 0 93
03523TBA5 ANHEUSER-BUSCH INBEV WOR DTD 01/27/2011 2 875% 02/15/2016	A3	13,000 000	13,768 30	13,072 15	373 75 141 19	2 71 0 95
055451AN8 BHP BILLITON FIN USA LTD DTD 02/24/2012 1% 02/24/2015	A1	27,000 000	27,200 07	26,974 72	270 00 95 25	0 99 0 65
06739GBB4 BARCLAYS BANK PLC DTD 04/07/2010 3 9% 04/07/2015	A2	14,000 000	14,846 72	14,021 56	546 00 127 40	3 68 1 19
126408GN7 CSX CORP DTD 3/27/08 6.25% 04/01/2015	Baa2	12,000 000	13,437 12	13,507.29	750 00 187 50	5 58 0 85
12673PAC9 CA INC DTD 11/13/09 5 375% 12/01/2019	Baa2	12,000 000	13,666 08	12,250 32	645 00 53 75	4 72 3 13
149123BQ3 CATERPILLAR INC DTD 12/05/08 7 9% 12/15/2018	A2	10,000 000	13,564 60	9,983 54	790 00 35 11	5 82 1 60
166764AA8 CHEVRON CORP CALLABLE DTD 12/05/2012 1 104% 12/05/2017-2017	Aa1	15,000 000	15,104 70	15,057 33	165 60 11 96	1 10 0 96
17275RAC6 CISCO SYSTEMS INC CALLABLE 5 5% 02/22/2016	A1	11,000 000	12,573 55	12,619 93	605 00 216 79	4 81 0 87
172967FE6 CITIGROUP INC DTD 06/15/2010 6% 12/13/2013	Baa2	14,000 000	14,670 04	15,274 14	840 00 37 33	5 73 0 93
20030NAZ4 COMCAST CORP DTD 06/18/09 5 7% 07/01/2019	Baa1	12,000 000	14,621 28	12,132 84	684 00 342 00	4 68 2 09
22546QAA5 CREDIT SUISSE NEW YORK DTD 5/4/09 5 5% 05/01/2014	A1	26,000 000	27,663 74	27,901 10	1,430 00 238 33	5 17 0 67

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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						
25459HAN5 DIRECTV HOLDGS/FING DTD 03/11/2010 3 55% 03/15/2015	Baa2	14,000.000	14,727.44	14,526.41	497.00 146.34	3.37 1.18
26441CAG0 DUKE ENERGY CORPORATION DTD 11/17/2011 2.15% 11/15/2016	Baa2	14,000.000	14,476.28	14,009.50	301.00 38.46	2.08 1.25
369622SM8 GENERAL ELECTRIC CAPITAL CORP DTD 02/11/11 5 3% 02/11/2021	A2	12,000.000	13,929.36	12,098.94	636.00 247.33	4.57 3.05
36962G3P7 GENERAL ELECTRIC CAPITAL CORP DTD 01/14/08 5 875% 01/14/2038	A1	12,000.000	14,475.00	12,389.73	706.00 327.04	4.87 4.49
38141EA25 GOLDMAN SACHS GROUP INC DTD 2/5/09 7 5% 02/15/2019	A3	12,000.000	15,099.12	13,176.24	900.00 340.00	5.96 2.87
38141EA33 GOLDMAN SACHS GROUP INC DTD 5/6/09 6% 05/01/2014	A3	13,000.000	13,835.25	13,493.78	780.00 130.00	5.64 1.13
42809HAB3 HESS CORPORATION DTD 2/3/09 8 125% 02/15/2019	Baa2	11,000.000	14,477.21	13,113.18	893.75 337.64	6.17 2.52
428236BE2 HEWLETT-PACKARD CO DTD 12/02/2010 2 2% 12/01/2015	Baa1	14,000.000	14,019.18	13,987.16	308.00 25.67	2.20 2.15
458140AJ9 INTEL CORP DTD 09/19/2011 3 3% 10/01/2021	A1	13,000.000	13,784.68	12,951.91	429.00 107.25	3.11 2.53
459200GX3 INTERNATIONAL BUSINESS MACHINES DTD 07/22/2011 1 95% 07/22/2016	Aa3	27,000.000	28,060.29	27,961.29	526.50 232.54	1.88 0.83
46625HHL7 J P MORGAN CHASE & CO DTD 04/23/09 6 3% 04/23/2019	A2	12,000.000	14,805.12	12,088.74	756.00 142.80	5.11 2.30
50075NBB9 KRAFT FOODS INC DTD 02/08/2010 4 125% 02/09/2016	Baa2	13,000.000	14,163.63	13,113.54	536.25 211.52	3.79 1.18
59018YN64 MERRILL LYNCH & CO INC SERIES MTN DTD 04/25/08 6 875% 04/25/2018	Baa2	12,000.000	14,465.40	12,093.33	825.00 151.25	5.70 2.70
59022CAJ2 MERRILL LYNCH & CO 6 11% 01/29/2037	Baa3	13,000.000	14,190.15	12,212.20	794.30 335.37	5.60 5.42
61747YCJ2 MORGAN STANLEY SERIES MTN DTD 9/23/09 5.625% 09/23/2019	Baa1	13,000.000	14,702.74	13,109.55	731.25 199.06	4.97 3.43

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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						
61747YCK9 MORGAN STANLEY DTD 11/20/2009 4 2% 11/20/2014	Baa1	14,000 000	14,607 46	14,644 84	588 00 66 97	4 03 1 85
68323AAE4 ONTARIO (PROVINCE OF) DTD 01/27/2011 1 375% 01/27/2014	Aa2	28,000 000	28,304 36	28,008 36	385 00 164 69	1 36 0 36
68389XAC9 ORACLE CORPORATION DTD 04/09/08 5 75% 04/15/2018	A1	11,000 000	13,387 11	10,994 83	632 50 133 53	4 72 1 47
693390700 PIMCO TOTAL RETURN INSTL FD #35	**	2,000 000	22,480 00	23,320 00	728 00 60 67	3 24
71645WAP6 PETROBRAS INTL FIN CO DTD 10/30/09 5 75% 01/20/2020	A3	25,000 000	28,459 00	25,929 61	1,437 50 642 88	5 05 3 52
717081DB6 PFIZER INC DTD 3/24/09 6 2% 03/15/2019	A1	11,000 000	13,903 78	12,349 92	682 00 200 81	4 91 1 70
74432QBP9 PRUDENTIAL FINANCIAL DTD 11/18/2010 4 5% 11/15/2020	Baa2	13,000 000	14,515 28	12,913 24	585 00 74 75	4 03 2 84
78011DAC8 ROYAL BANK OF CANADA DTD 09/19/2012 1 2% 09/19/2017	Aaa	20,000 000	20,048 00	20,000 75	240 00 68 00	1 20
867914BE2 SUNTRUST BKS INC DTD 11/01/2011 3 5% 01/20/2017	Baa1	13,000 000	13,960 96	12,998 78	455 00 203 49	3 26 1 61
87425EAL7 TALISMAN ENERGY INC DTD 6/1/09 7 75% 06/01/2019	Baa2	11,000 000	14,177 79	12,891 72	852 50 71 04	6 01 2 80
87612EAP1 TARGET CORP CALLABLE 5 375% 05/01/2017	A2	12,000 000	14,125 44	11,797 94	645 00 107.50	4 57 1 17
88166HAA5 TEVA PHARMA FIN IV LLC DTD 11/10/2011 1 7% 11/10/2014	A3	14,000 000	14,322 28	14,008 50	238 00 33 72	1 66 0 45
88732JAL2 TIME WARNER CABLE 6 75% 07/01/2018	Baa2	11,000 000	13,740 98	12,054 93	742 50 371 25	5.40 1 95
89233P5F9 TOYOTA MOTOR CREDIT CORP SERIES MTN DTD 09/15/2011 3 4% 09/15/2021	Aa3	13,000 000	14,157 78	12,967 24	442 00 130 14	3 12 2 27

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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						
92343VAW4 VERIZON COMMUNICATIONS DTD 03/28/2011 6% 04/01/2041	A3	11,000 000	14,356 98	10,933.98	660 00 165 00	4 60 4 15
929903DT6 WACHOVIA CORP DTD 06/08/07 5 75% 06/15/2017	A2	12,000 000	14,212 44	12,143 04	660 00 30 67	4 85 1 46
931142CM3 WAL MART STORES INC DTD 04/15/2008 6 2% 04/15/2038	Aa2	10,000 000	13,588.50	13,412 70	620 00 130 89	4 56 3 94
TOTAL CORPORATES			SUB-TOTAL			
			736,809.10	684,584.21	29,333.40 7,433.58	3.98
TREASURIES						
912810EQ7 UNITED STATES TREASURY 6 25% 08/15/2023	Aaa	29,000 000	41,578 75	34 856 25	1,812 50 684 61	4 36 1 76
912828PC8 UNITED STATES TREASURY N/B DTD 11/15/2010 2 625% 11/15/2020	Aaa	51,000 000	55,972 50	51,030 50	1,338 75 173 82	2 39 1 32
912828PJ3 UNITED STATES TREASURY DTD 11/30/2010 1 375% 11/30/2015	Aaa	118,000 000	121,466 84	121,639 24	1,622 50 142 64	1 34 0 36
912828QV5 UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 625% 07/15/2021	Aaa	41,053 600	46,666 45	43,138 41	256 59 118 53	0 55
TOTAL TREASURIES			SUB-TOTAL			
			265,684.54	250,664 40	5,030.34 1,119 60	1.89
AGENCIES						
31359MH89 FEDERAL NATIONAL MORTGAGE ASSN 5% 03/15/2016	Aaa	24,000 000	27,464 40	24,870 19	1,200 00 353 33	4 37 0 46
3137EACH0 FEDERAL HOME LOAN MTG CORP DTD 01/07/2010 2 875% 02/09/2015	Aaa	40,000 000	42,144 40	42,742 80	1,150 00 453 61	2 73 0.32
3138A8SR8 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026	**	16,511 550	17,690 97	17,347 44	660 46 55 04	3 73 1 29
3138EGNK6 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5% 06/01/2041	**	10,940 820	12,054 81	11,638 29	492 34 41 03	4 08 0 91
31402C4H2 FEDERAL NATIONAL MORTGAGE ASSN POOL #725424 DTD 04/01/04 5 5% 04/01/2034	**	26,291 300	28,894 93	26,172 16	1,446 02 120 50	5 00 2 09

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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						
31402DDB3 FEDERAL NATIONAL MORTGAGE ASSN POOL #725598 DTD 06/01/2004 5 5% 07/01/2034	**	4,188 720	4,582 59	4,151 42	230 38 19 20	5 03 2 27
31402RFV6 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035	**	16,178 900	17,660 40	17,450 47	808 95 67 41	4 58 1 56
31403CXG1 FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/05 5% 12/01/2020	**	14,119 630	15,344 37	13,640 87	705 98 58 83	4 60 0 96
31407NFK4 FEDERAL NATIONAL MORTGAGE ASSN POOL #835470 DTD 09/01/2005 5% 09/01/2020	**	6,357 270	6,908 70	6,779 44	317 86 26 49	4 60 0 96
31408DA87 FEDERAL NATIONAL MTG ASSN POOL #847931 5% 12/01/2020	**	2,029 210	2,205 22	2,015 43	101 46 8 46	4 60 0 96
31408HSS5 FEDERAL NATL MTG ASSN POOL #852029 6% 01/01/2036	**	3,429 030	3,778 24	3,476 18	205 74 17 15	5 45 2 46
31409ADV8 FEDERAL NATIONAL MORTGAGE ASSN POOL #865116 DTD 01/01/2006 6% 02/01/2036	**	6,953 620	7,661 78	7,555 56	417 22 34 77	5 45 2 46
31410FSS5 FEDERAL NATIONAL MORTGAGE ASSN POOL #888029 6% 12/01/2036	**	11,811 290	12,931 12	11,899 88	708 68 59 06	5 48 2 70
31410G2H5 FEDERAL NATIONAL MORTGAGE ASSN POOL #889176 DTD 02/01/2008 5 5% 03/01/2038	**	13,982 130	15,439 77	15,062 45	769 02 64 08	4 98 2 03
31410GJW4 FEDERAL NATIONAL MORTGAGE ASSN POOL # 888677 5 5% 08/01/2022	**	8,563 740	9,261 77	8,532 96	471 01 39 25	5 09 2 10
31410KAY0 FEDERAL NATIONAL MORTGAGE ASSN POOL #889323 DTD 03/01/08 5 5% 11/01/2022	**	5,557 190	6,020 55	6,005 22	305 65 25 47	5 08 1 63
31412XV35 FEDERAL NATIONAL MORTGAGE ASSN POOL #938134 DTD 06/01/07 6% 07/01/2037	**	10,306 070	11,283 19	10,413 97	618 36 51 53	5 48 2 72

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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						
31413YRR4 FEDERAL NATIONAL MORTGAGE ASSN POOL #959596 DTD 11/01/07 6% 11/01/2037	**	11,278 340	12,347 64	11,357 65	676 70 56 39	5 48 2 72
31416RBE2 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 06/01/2039	**	10,204 420	10,946 79	10,792 78	408 18 34 01	3 73 1 48
31418AFC7 FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05/01/2027	**	11,608 340	12,268 97	12,156 11	348 25 29 02	2 84 1 03
31418UEE0 FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4 5% 06/01/2040	**	10,100 350	10,945 65	10,760 03	454 52 37 88	4 15 1 48
31419DMQ1 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5% 09/01/2025	**	16,373 560	17,379 39	16,987 56	573 07 47 76	3 30 1 11
TOTAL AGENCIES		SUB- TOTAL	305,215.65	291,808 86	13,069.85 1,700 27	4.28
MISCELLANEOUS						
3128M74W3 FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010 4 5% 08/01/2040	**	9,709 780	10,455 88	10,353 05	436 94 36 41	4 18 1 72
3128M7KV7 FEDERAL HOME LOAN MTG CORP POOL #G05408 DTD 04/01/2009 5% 12/01/2036	**	10,294 850	11,116 48	11,155 45	514 74 42 90	4 63 1 94
312943WG4 FEDERAL HOME LOAN MTGE CORP POOL #A95147 DTD 11/01/2010 4% 11/01/2040	**	11,891 050	12,965 64	12,764 31	475 64 39 64	3 67 0 96
TOTAL MISCELLANEOUS		SUB- TOTAL	34,538.00	34,272.81	1,427.32 118.95	4.13
TOTAL FIXED			1,342,247 29	1,261,330.28	48,860.91 10,372 40	3.64
TOTAL PRINCIPAL ASSETS			3,666,541 25	3,229,645 29	90,783 51 12,387.65	2.48

** Rating Not Available