Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: FOUNTAIN FAMILY FOUNDATION

A Employer identification number: 64-0885557

Number and street (or P O box number if mail is not delivered to street address): P. O. BOX 10506 | Room/suite

B Telephone number: 601-373-4162

City or town, state, and ZIP code: JACKSON, MS 39289-0506

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 6,335,324.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	10,000.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	147,949.	147,949.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	154,928.			
	b Gross sales price for all assets on line 6a 2,835,535.				
	7 Capital gain net income (from Part IV, line 2)		154,928.		
	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	82.	82.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	312,959.	302,959.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	25,800.	25,800.		0.
	c Other professional fees STMT 4	42,258.	42,258.		0.
	17 Interest				
	18 Taxes STMT 5	8,554.	0.		8,554.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	177.	0.		150.
	24 **Total operating and administrative expenses** Add lines 13 through 23	76,789.	68,058.		8,704.
	25 Contributions, gifts, grants paid	218,250.			218,250.
	26 **Total expenses and disbursements.** Add lines 24 and 25	295,039.	68,058.		226,954.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	17,920.			
	b **Net investment income** (if negative, enter -0-)		234,901.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,744,770.	1,281,927.	1,295,556.
	2 Savings and temporary cash investments			
	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	200,000.		
	b Investments - corporate stock STMT 7	3,296,789.	3,705,784.	4,210,561.
	c Investments - corporate bonds STMT 8	500,000.	771,768.	829,207.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	5,741,559.	5,759,479.	6,335,324.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	5,152,578.	5,152,578.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	588,981.	606,901.	
	30 **Total net assets or fund balances**	5,741,559.	5,759,479.	
	31 **Total liabilities and net assets/fund balances**	5,741,559.	5,759,479.	

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	5,741,559.
2	Enter amount from Part I, line 27a	2	17,920.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5,759,479.
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	5,759,479.

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	SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
b	SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
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	512,476.		549,689.	<37,213.>
b	2,323,059.		2,130,918.	192,141.
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				<37,213.>
b				192,141.
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	154,928.
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	236,303.	6,222,385.	.037976
2010	230,009.	5,883,844.	.039092
2009	266,963.	5,407,282.	.049371
2008	335,386.	6,468,127.	.051852
2007	437,508.	7,085,039.	.061751

2 **Total** of line 1, column (d)	2	.240042
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	.048008
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,255,317.
5 Multiply line 4 by line 3	5	300,305.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,349.
7 Add lines 5 and 6	7	302,654.
8 Enter qualifying distributions from Part XII, line 4	8	226,954.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	4,698.
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	4,698.
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	4,698.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 6,080.		
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	6,080.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	1,382.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 1,382. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ CHRIS FOUNTAIN Telephone no. ▶ 601-373-4162

Located at ▶ 5655 HIGHWAY 18 WEST, JACKSON, MS ZIP+4 ▶ 39209

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARGARET B. FOUNTAIN 1725 CLUB HOUSE ROAD UTICA, MS 39175	DIRECTOR 0.00	0.	0.	0.
JAMES B. FOUNTAIN 1655 CLUB HOUSE ROAD UTICA, MS 39175	DIRECTOR 0.00	0.	0.	0.
CHRIS G. FOUNTAIN 1729 CLUB HOUSE ROAD UTICA, MS 39175	DIRECTOR 0.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

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

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,425,482.
b	Average of monthly cash balances	1b	1,925,094.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	6,350,576.
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	6,350,576.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	95,259.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,255,317.
6	**Minimum investment return.** Enter 5% of line 5	6	312,766.

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	312,766.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,698.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,698.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	308,068.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	308,068.
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	308,068.

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	226,954.
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	226,954.
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	226,954.

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				308,068.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			201,008.	
b Total for prior years: ____ , ____ , ____		0.		
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	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 226,954.				
a Applied to 2011, but not more than line 2a			201,008.	
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				25,946.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				282,122.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
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) N/A

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 9

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 ▶ [X] 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				
SEE ATTACHED SCHEDULE				218,250.
Total			▶ 3a	218,250.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					147,949.
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					82.
8 Gain or (loss) from sales of assets other than inventory					154,928.
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.		0.	302,959.

13 Total Add line 12, columns (b), (d), and (e) 13 302,959.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
4	ALL REVENUES USED IN ACTIVITIES OF ORGANIZATION FOR EXEMPT PURPOSES.
7	ALL REVENUES USED IN ACTIVITIES OF ORGANIZATION FOR EXEMPT PURPOSES.
8	ALL REVENUES USED IN ACTIVITIES OF ORGANIZATION FOR EXEMPT PURPOSES.

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date: 5-7-13 | Title: DIRECTOR

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
NATHAN CUMMINS		04/26/13		P00986272
Firm's name ▶ MAY AND COMPANY, LLP			Firm's EIN ▶ 64-0900153	
Firm's address ▶ POST OFFICE BOX 821568 VICKSBURG, MS 39182-1568			Phone no. (601)636-4762	

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

Schedule of Contributors

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

OMB No. 1545-0047

2012

Name of the organization	**Employer identification number**
FOUNTAIN FAMILY FOUNDATION	64-0885557

Organization type (check one):

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
FOUNTAIN FAMILY FOUNDATION	64-0885557

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BRAD & MONICA FOUNTAIN 1655 CLUBHOUSE ROAD UTICA, MS 39175	$	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	CHRIS & LYNETTE FOUNTAIN 1729 CLUBHOUSE ROAD UTICA, MS 39175	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: FOUNTAIN FAMILY FOUNDATION

Employer identification number: 64-0885557

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
FOUNTAIN FAMILY FOUNDATION	64-0885557

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

Use duplicate copies of Part III if additional space is needed.

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH-DIV	74,992.	0.	74,992.
MERRILL LYNCH-INT	72,957.	0.	72,957.
TOTAL TO FM 990-PF, PART I, LN 4	147,949.	0.	147,949.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER MISC INCOME	82.	82.	
TOTAL TO FORM 990-PF, PART I, LINE 11	82.	82.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LYNETTE FOUNTAIN	25,000.	25,000.		0.
MAY & CO	800.	800.		0.
TO FORM 990-PF, PG 1, LN 16B	25,800.	25,800.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MERRILL LYNCH-CONSULTING FEES	42,258.	42,258.		0.
TO FORM 990-PF, PG 1, LN 16C	42,258.	42,258.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UNITED STATES TREASURY -TAXES	8,474.	0.		8,474.
FOREIGN TAXES PAID	80.	0.		80.
TO FORM 990-PF, PG 1, LN 18	8,554.	0.		8,554.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGE	150.	0.		150.
MISCELLANEOUS EXPENSE	27.	0.		0.
TO FORM 990-PF, PG 1, LN 23	177.	0.		150.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	3,705,784.	4,210,561.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,705,784.	4,210,561.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	771,768.	829,207.
TOTAL TO FORM 990-PF, PART II, LINE 10C	771,768.	829,207.

FORM 990-PF PART XV - LINE 1A STATEMENT 9
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

MARGARET B. FOUNTAIN
JAMES B. FOUNTAIN
CHRIS G. FOUNTAIN

Fountain Family Foundation
64-0885557
Form 990PF
Part IV Capital Gains and Losses

Quantity	(a) Asset	(b) How Acquired P-Purchase D-Donation	(c) Date Acquired	(d) Date Sold	(e) Proceeds	(f) Depr-Allowed	(g) Tax Basis	(h) Gain/ Loss
	Short-Term Capital Gains and Losses							
218	ACTIVISION BLIZ2/04E47	P	Nov 14 11	Feb 14 12	2,690 68	-	2,796 72	(106 04)
409	ACTIVISION BLIZ2/04E47_S#1	P	Nov 14 11	Feb 13 12	4,999 88	-	5,247 06	(247 18)
249	ACTIVISION BLIZ3/04E47_S#1	P	Nov 15 11	Feb 13 12	3,043 94	-	3,049 55	(5 61)
132	ACTIVISION BLIZ3/04E47_S#2	P	Nov 15 11	Feb 14 12	1,629 22	-	1,616 63	12 59
3	ANAREN INC29/04C49	P	Mar 15 11	Feb 2 12	53 50	-	54 67	(1 17)
3	ANAREN INC29/04C49_SLD#1	P	Mar 15 11	Jan 6 12	51 84	-	54 67	(2 83)
14	ANAREN INC29/04C49_SLD#2	P	Mar 15 11	Feb 1 12	250 92	-	255 15	(4 23)
28	ANAREN INC30/04C49	P	Mar 16 11	Feb 2 12	499 31	-	514 21	(14 90)
28	ANAREN INC31/04C49	P	Mar 17 11	Feb 2 12	499 31	-	517 18	(17 87)
12	ANAREN INC32/04C49	P	Mar 18 11	Feb 2 12	213 99	-	228 61	(14 62)
126	APACHE CORP/04E47	P	Mar 5 12	Aug 28 12	10,933 27	-	13,370 10	(2,436 83)
62	APACHE CORP1/04E47	P	Mar 6 12	Aug 28 12	5,379 87	-	6,444 26	(1,064 39)
6,000	BAC CURR MITT 053012/04C47	P	Aug 2 11	May 30 12	57,000 00	-	61,260 00	(4,260 00)
10,000	BAC CURR MITTS022912/04C47	P	Jul 26 11	Feb 29 12	102,061 90	-	107,100 00	(5,038 10)
4,000	BAC CURR MITTS053012/04C47	P	Jul 26 11	May 30 12	38,000 00	-	41,760 00	(3,760 00)
58	BEACON ROOFING/04C49_SLD#1	P	Sep 6 11	Apr 18 12	1,499 83	-	996 11	503 72
46	BEACON ROOFING/04C49_SLD#2	P	Sep 6 11	Jul 30 12	1,186 32	-	790 02	396 30
30	BEACON ROOFING/04C49_SLD#3	P	Sep 6 11	Aug 7 12	729 85	-	515 23	214 62
57	BERRY PETE SF/04C49	P	Feb 9 12	Dec 3 12	1,770 83	-	2,822 52	(1,051 69)
25	BERRY PETE SF/04C49_SLD#1	P	Feb 9 12	Aug 7 12	991 29	-	1,237 95	(246 66)
17	BERRY PETE SF1/04C49	P	Mar 16 12	Dec 3 12	528 14	-	876 29	(348 15)
23	BERRY PETE SF2/04C49	P	May 2 12	Dec 3 12	714 55	-	1,049 06	(334 51)
60	C&J ENERGY SVCS/04C49_S#1	P	Jan 13 12	Sep 10 12	1,208 08	-	1,131 74	76 34
153	CA INC3/04E47	P	Mar 12 12	Dec 13 12	3,342 70	-	4,157 93	(815 23)
41	CA INC4/04E47	P	Mar 13 12	Dec 14 12	895 90	-	1,128 90	(233 00)
151	CA INC4/04E47_SLD#1	P	Mar 13 12	Dec 13 12	3,299 01	-	4,157 65	(858 64)
28	CA INC5/04E47	P	Mar 14 12	Dec 14 12	611 84	-	768 89	(157 05)
55	CF INDS HLDGS/04E47	P	Feb 6 12	Dec 18 12	11,263 94	-	10,278 66	985 28
95	CF INDS HLDGS/04E47_SLD#1	P	Feb 6 12	Dec 17 12	19,385 82	-	17,754 06	1,631 76
179	COMPLETE PRODTN/04C49	P	Feb 16 11	Feb 9 12	1,253 00	-	4 51	1,248 49
34	COMPLETE PRODTN1/04C49	P	Apr 5 11	Feb 9 12	238 00	-	19 10	218 90
12	COMPLETE PRODTN2/04C49	P	Oct 27 11	Feb 9 12	84 00	-	59 12	24 88
46	DECKERS OUTDOORS/04C49	P	Mar 23 12	Aug 6 12	1,931 24	-	3,028 76	(1,097 52)
15	DECKERS OUTDOORS/04C49_S#1	P	Mar 23 12	Jul 24 12	634 53	-	987 64	(353 11)
13	DECKERS OUTDOORS1/04C49	P	May 7 12	Aug 6 12	545 79	-	691 55	(145 76)
40	DIODES INC10/04C49	P	May 8 12	Nov 20 12	541 04	-	845 81	(304 77)
49	DIODES INC8/04C49	P	Nov 23 11	Nov 20 12	662 77	-	942 50	(279 73)
16	DIODES INC9/04C49	P	Mar 16 12	Nov 20 12	216 42	-	391 66	(175 24)
90	DISCOVER FINL SVCS/04E_S#1	P	May 16 11	Mar 26 12	3,035 98	-	2,249 87	786 11
240	DISCOVER FINL SVCS1/04E47	P	May 17 11	Mar 26 12	8,095 94	-	6,026 74	2,069 20
153	EXPRESS INC/04E47	P	Jul 9 12	Nov 13 12	7,878 28	-	8,312 17	(433 89)
42	EXPRESS INC1/04E47	P	Jul 10 12	Nov 14 12	2,110 21	-	2,305 06	(194 85)
111	EXPRESS INC1/04E47_SLD#1	P	Jul 10 12	Nov 13 12	5,715 62	-	6,091 95	(376 33)
51	EXPRESS INC2/04C49	P	Dec 19 11	Oct 5 12	593 21	-	1,017 74	(424 53)
114	EXPRESS INC2/04E47	P	Jul 11 12	Nov 14 12	5,727 70	-	6,352 62	(624 92)
31	EXPRESS INC3/04C49	P	Jan 1 12	Oct 5 12	360 58	-	620 11	(259 53)
52	EXPRESS INC3/04E47	P	Jul 12 12	Nov 14 12	2,612 64	-	2,899 37	(286 73)
30	EXPRESS INC4/04C49	P	Apr 30 12	Oct 5 12	348 94	-	720 32	(371 38)
53	EXPRESS INC4/04E47	P	Jul 13 12	Nov 14 12	2,662 88	-	3,024 06	(361 18)
51	EXPRESS INC5/04E47	P	Jul 16 12	Nov 14 12	2,562 38	-	2,930 92	(368 54)
42	FTI CONSULTING INC3/04C49	P	Aug 8 11	Jun 11 12	1,268 97	-	1,461 69	(192 72)
33	HEARTLAND EXP30/04C49	P	Jan 6 12	Dec 18 12	417 27	-	465 35	(48 08)
5	HEARTLAND EXP30/04C49_S#1	P	Jan 6 12	Dec 17 12	63 04	-	70 51	(7 47)
71	HILL ROM HLDGS/04C49	P	Feb 27 12	Nov 5 12	1,974 52	-	2,493 88	(519 36)
43	HILL ROM HLDGS/04C49_SLD#1	P	Feb 27 12	Aug 6 12	1,116 69	-	1,510 38	(393 69)
43	HILL ROM HLDGS1/04C49	P	Mar 27 12	Nov 19 12	1,161 20	-	1,459 82	(298 62)
20	HILL ROM HLDGS1/04C49_S#1	P	Mar 27 12	Nov 5 12	556 20	-	678 98	(122 78)
39	HILL ROM HLDGS2/04C49	P	Jun 12 12	Nov 19 12	1,053 18	-	1,173 23	(120 05)
291	INTL PAPER CO8/04E47	P	Oct 3 11	Jun 29 12	8,386 60	-	6,700 86	1,685 74
83	INTL PAPER CO8/04E47_SLD#1	P	Oct 3 11	Jun 28 12	2,297 33	-	1,911 24	386 09
16	INVACARE CORP4/04C49	P	Mar 30 11	Jan 24 12	259 09	-	489 78	(230 69)
14	INVACARE CORP5/04C49	P	Aug 23 11	Jan 24 12	226 72	-	330 11	(103 39)
21	IPC THE HOSPITAL/04C49_S#1	P	Mar 16 12	Oct 22 12	909 98	-	782 55	127 43
80	KEY ENERGY SVCS5/04C49	P	Jun 4 12	Dec 19 12	579 95	-	746 21	(166 26)
133	LORILLARD INC/04E47	P	Oct 10 11	Sep 24 12	15,879 29	-	15,758 58	120 71
21	LORILLARD INC1/04E47	P	Oct 11 11	Sep 25 12	2,497 23	-	2,474 81	22 42

55	LUFKIN INDS/04C49	P	Nov 8 11	Aug 6 12	2,663 32	-	3,610 02	(946 70)

Quantity	(a) Asset	(b) How Acquired P-Purchase D-Donation	(c) Date Acquired	(d) Date Sold	(e) Proceeds	(f) Depr-Allowed	(g) Tax Basis	(h) Gain/ Loss
15	LUFKIN INDS1/04C49	P	Feb 8 12	Aug 6 12	726 36	-	1,211 09	(484 73)
16	LUFKIN INDS2/04C49	P	Mar 23 12	Aug 6 12	774 78	-	1,209 30	(434 52)
86	LYONDELLBASELL1/04E47_S#1	P	Aug 9 11	Mar 5 12	3,599 33	-	2,630 46	968 87
42	LYONDELLBASELL1/04E47_S#2	P	Aug 9 11	Mar 6 12	1,665 74	-	1,284 64	381 10
108	LYONDELLBASELL2/04E47	P	Sep 6 11	Mar 6 12	4,283 32	-	3,400 28	883 04
218	LYONDELLBASELL2/04E47_S#1	P	Sep 6 11	Mar 5 12	9,123 88	-	6,863 54	2,260 34
11	MENS WEARHOUSE/04C49_SLD#1	P	Aug 24 11	Apr 18 12	413 92	-	306 64	107 28
22	PAR PHARMACEUTICAL4/04C49	P	May 7 12	Oct 2 12	1,100 00	-	921 16	178 84
92	PRUDENTIAL FIN INC2/04_S#1	P	Jan 30 12	Oct 31 12	5,243 44	-	5,251 16	(7 72)
82	PRUDENTIAL FIN INC2/04E47	P	Jan 30 12	Nov 1 12	4,722 49	-	4,680 39	42 10
155	PRUDENTIAL FIN INC3/04E47	P	Jan 31 12	Nov 1 12	8,926 67	-	8,888 37	38 30
9,234	RICI AG ARN ISS 0512/04C47	P	Jul 26 11	May 31 12	71,116 60	-	86,245 56	(15,128 96)
63	RSC HLDGS INC1/04C49_SLD#1	P	Feb 7 11	Jan 17 12	1,214 65	-	815 82	398 83
123	RSC HLDGS INC3/04C49	P	May 13 11	May 1 12	1,328 40	-	-	1,328 40
152	RSC HLDGS INC4/04C49	P	Jun 22 11	May 1 12	1,641 60	-	-	1,641 60
74	SANDRIDGE ENERGY3/04C49	P	Aug 23 11	Feb 27 12	644 88	-	479 75	165 13
102	SILICON LABS/04C49	P	Jul 8 11	May 10 12	3,471 48	-	4,269 58	(798 10)
72	SILICON LABS1/04C49	P	Jul 29 11	May 10 12	2,450 45	-	2,566 35	(115 90)
851	SPRINT NEXTEL/04E47	P	Jul 11 11	Jun 29 12	2,758 20	-	4,628 33	(1,870 13)
791	SPRINT NEXTEL/04E47_SLD#1	P	Jul 11 11	Jun 26 12	2,454 19	-	4,302 01	(1,847 82)
834	SPRINT NEXTEL/04E47_SLD#2	P	Jul 11 11	Jun 26 12	2,605 44	-	4,535 88	(1,930 44)
783	SPRINT NEXTEL/04E47_SLD#3	P	Jul 11 11	Jun 27 12	2,434 22	-	4,258 50	(1,824 28)
797	SPRINT NEXTEL/04E47_SLD#4	P	Jul 11 11	Jun 28 12	2,533 52	-	4,334 65	(1,801 13)
52	UNITED NAT FOODS/04C49	P	Feb 6 12	Dec 4 12	2,680 50	-	2,449 28	231 22
10	UNITED NAT FOODS/04C49_S#1	P	Feb 6 12	Sep 11 12	564 39	-	471.01	93 38
24	UNITED NAT FOODS/04C49_S#2	P	Feb 6 12	Oct 17 12	1,353 33	-	1,130 43	222 90
30	UNITED NAT FOODS1/04C49	P	Feb 27 12	Dec 4 12	1,546 44	-	1,367 24	179 20
34	UNITED RENTALS3/04C49	P	May 13 11	May 7 12	1,444 06	-	1,505 86	(61 80)
42	UNITED RENTALS4/04C49	P	Jun 22 11	May 7 12	1,783 84	-	1,756 83	27 01
163	VALERO ENERGY/04E47_SLD#1	P	Nov 15 11	Jun 11 12	3,553 29	-	3,971 72	(418 43)
8	WABCO HLDGS6/04C49	P	Dec 2 11	Oct 22 12	459 57	-	380 25	79 32
		P						
	Total Short-term	P			512,476 44	-	549,689 48	(37,213 04)
		P						
	Long-Term Capital Gains and Losses	P						
32	AAR CORP31/04C49	P	Oct 13 09	Apr 27 12	493 15	-	715 29	(222 14)
24	AAR CORP32/04C49	P	Oct 14 09	Apr 27 12	369 86	-	544 36	(174 50)
48	AAR CORP33/04C49	P	Jan 6 10	May 7 12	701 85	-	1,179 75	(477 90)
9	AAR CORP33/04C49_SLD#1	P	Jan 6 10	Apr 27 12	138 70	-	221 20	(82 50)
20	AAR CORP34/04C49	P	Feb 8 10	Jun 19 12	209 69	-	449 28	(239 59)
25	AAR CORP34/04C49_SLD#1	P	Feb 8 10	May 7 12	365 55	-	561 60	(196 05)
41	AAR CORP35/04C49	P	Dec 3 10	Jun 19 12	429 87	-	1,075 79	(645 92)
73	AAR CORP36/04C49	P	May 2 11	Jun 19 12	765 37	-	1,898 95	(1,133 58)
137	AETNA INC/04E47	P	Nov 29 04	Aug 29 12	5,348 19	-	4,043 00	1,305 19
51	AETNA INC/04E47_SLD#1	P	Nov 29 04	Jun 11 12	2,188 85	-	1,505 06	683 79
145	AETNA INC/04E47_SLD#2	P	Nov 29 04	Aug 27 12	5,653 23	-	4,279 08	1,374 15
147	AETNA INC/04E47_SLD#3	P	Nov 29 04	Aug 28 12	5,690 42	-	4,338 10	1,352 32
4	AETNA INC2/04E47	P	Jun 19 06	Aug 29 12	156 15	-	156 32	(0 17)
23	AETNA INC3/04E47	P	Sep 22 06	Aug 30 12	893 30	-	883 20	10 10
7	AETNA INC3/04E47_SLD#1	P	Sep 22 06	Aug 29 12	273 27	-	268 80	4 47
10	AETNA INC4/04E47	P	Aug 12 09	Aug 30 12	388 39	-	277 07	111 32
11	ALEXANDRIA REAL EST/04_S#1	P	Jul 27 09	Dec 6 12	758 98	-	434 36	324 62
252	ALTERA CORP/04E47_SLD#1	P	Nov 8 10	Jan 3 12	9,550 44	-	8,499 08	1,051 36
103	ALTERA CORP/04E47_SLD#2	P	Nov 8 10	Jan 4 12	3,837 00	-	3,473 83	363 17
119	AMERIPRISE FINL INC/04_S#1	P	Jan 11 11	Oct 22 12	6,889 46	-	7,206 63	(317 17)
70	AMERIPRISE FINL INC/04E47	P	Jan 11 11	Oct 23 12	3,994 84	-	4,239 19	(244 35)
51	AMERIPRISE FINL INC1/0_S#1	P	Jan 12 11	Oct 23 12	2,910 52	-	3,119 95	(209 43)
66	AMERIPRISE FINL INC1/04E47	P	Jan 12 11	Oct 24 12	3,785 77	-	4,037 59	(251 82)
26	AMGEN INC/04E47	P	Nov 3 08	Aug 27 12	2,199 93	-	1,591 75	608 18
68	AMGEN INC/04E47_SLD#1	P	Nov 3 08	Jun 12 12	4,654 35	-	4,163 04	491 31
47	AMGEN INC/04E47_SLD#2	P	Nov 3 08	Aug 13 12	3,859 53	-	2,877 40	982 13
47	AMGEN INC/04E47_SLD#3	P	Nov 3 08	Aug 14 12	3,903 63	-	2,877 40	1,026 23
49	AMGEN INC/04E47_SLD#4	P	Nov 3 08	Aug 15 12	4,098 31	-	2,999 84	1,098 47
50	AMGEN INC/04E47_SLD#5	P	Nov 3 08	Aug 16 12	4,154 32	-	3,061 06	1,093 26
48	AMGEN INC/04E47_SLD#6	P	Nov 3 08	Aug 17 12	3,992 59	-	2,938 62	1,053 97
34	AMGEN INC1/04E47_SLD#1	P	Nov 4 08	Aug 27 12	2,876 83	-	2,056 75	820 08

177	ANALOG DEVICES/04E47	P	Jan 18 11	Oct 31 12	6,919 46	-	7,000 41	(80 95)
167	ANALOG DEVICES1/04E47	P	Jan 19 11	Nov 1 12	6,696 51	-	6,544 39	152 12

Quantity	(a) Asset	(b) How Acquired P-Purchase D-Donation	(c) Date Acquired	(d) Date Sold	(e) Proceeds	(f) Depr-Allowed	(g) Tax Basis	(h) Gain/ Loss
12	ANALOG DEVICES1/04E47_S#1	P	Jan 19 11	Oct 31 12	469 12	-	470 26	(1 14)
141	ANALOG DEVICES2/04E47	P	Jan 20 11	Nov 2 12	5,657 68	-	5,478 78	178 90
28	ANALOG DEVICES2/04E47_S#1	P	Jan 20 11	Nov 1 12	1,122 77	-	1,087 99	34 78
25	ANAREN INC26/04C49	P	Feb 16 10	Jan 6 12	432 05	-	300 30	131 75
20	ANAREN INC27/04C49	P	Apr 29 10	Jan 6 12	345 64	-	290 67	54 97
49	ANAREN INC28/04C49	P	Apr 30 10	Jan 6 12	846 81	-	760 18	86 63
7	ANIXTER INTL27/04C49	P	Jan 24 08	Oct 25 12	395 67	-	398 56	(2 89)
18	ANIXTER INTL28/04C49	P	Jan 30 08	Oct 25 12	1,017 43	-	1,247 40	(229 97)
1	ANIXTER INTL29/04C49_SLD#1	P	Feb 5 08	Oct 25 12	56 52	-	68 75	(12 23)
13	APPLIED INDUST TECH/04_S#1	P	May 18 11	Aug 6 12	494 47	-	455 43	39 04
20	APPLIED INDUST TECH/04_S#2	P	May 18 11	Nov 19 12	744 37	-	700 65	43 72
12	APTARGROUP INC6/04C49	P	Jan 24 07	Aug 6 12	602 86	-	366 11	236 75
2	APTARGROUP INC7/04C49_S#1	P	Feb 8 08	Aug 6 12	100 48	-	69 24	31 24
139	ASCENA RETAIL INC1/04C_S#1	P	Mar 12 09	Apr 10 12	2,982 95	-	814 23	2,168 72
19	ASCENA RETAIL INC1/04C_S#2	P	Mar 12 09	May 7 12	413 81	-	111 30	302 51
300	AT&T INC/04E47	P	Nov 17 08	Sep 24 12	11,490 56	-	8,085 27	3,405 29
180	AT&T INC1/04E47	P	Nov 18 08	Sep 24 12	6,894 33	-	4,748 19	2,146 14
16	ATLAS AIR WRLDWD/04C49	P	May 13 09	Nov 20 12	671 33	-	373 84	297 49
22	ATLAS AIR WRLDWD1/04C4_S#1	P	Jun 9 09	Nov 20 12	923 09	-	547 14	375 95
38	ATLAS AIR WRLDWD1/04C49	P	Jun 9 09	Dec 19 12	1,674 97	-	945 06	729 91
12	ATLAS AIR WRLDWD2/04C49	P	Nov 12 09	Dec 19 12	528 94	-	344 93	184 01
11	ATLAS AIR WRLDWD3/04C4_S#1	P	Nov 18 09	Dec 19 12	484 85	-	328 31	156 54
25,000	BANA CPCD SPX090412/04C47	P	Sep 3 09	Aug 28 12	322,000 00	-	250,000 00	72,000 00
27	BEACON ROOFING/04C49_SLD#4	P	Sep 6 11	Nov 19 12	830 34	-	463 71	366 63
7	BRISTOW GROUP4/04C49	P	Apr 3 07	Jun 12 12	275 33	-	254 65	20 68
10	BRISTOW GROUP5/04C49	P	Apr 19 07	Jun 12 12	393 32	-	370 00	23 32
17	BRISTOW GROUP6/04C49	P	Apr 24 07	Jun 12 12	668 65	-	639 05	29 60
10	BRISTOW GROUP7/04C49_SLD#1	P	Aug 6 07	Jun 12 12	393 32	-	432 50	(39 18)
18	CA INC/04E47	P	Sep 17 07	Dec 11 12	398 63	-	442 41	(43 78)
106	CA INC1/04E47	P	Sep 18 07	Dec 12 12	2,330 04	-	2,651 04	(321 00)
72	CA INC1/04E47_SLD#1	P	Sep 18 07	Dec 11 12	1,594 52	-	1,800 71	(206 19)
297	CA INC1/04E47_SLD#2	P	Sep 18 07	Dec 11 12	6,577.39	-	7,427 91	(850 52)
90	CA INC2/04E47	P	Sep 19 07	Dec 13 12	1,966 29	-	2,299 76	(333 47)
285	CA INC2/04E47_SLD#1	P	Sep 19 07	Dec 12 12	6,264 73	-	7,282 58	(1,017 85)
20	CABOT MICROELECT CP1/0_S#1	P	Apr 27 10	Feb 1 12	1,038 82	-	776 25	262 57
17	CABOT MICROELECT CP1/04C49	P	Apr 27 10	Aug 3 12	518 08	-	659 82	(141 74)
10	CABOT MICROELECT CP2/04C49	P	May 19 10	Aug 3 12	304 76	-	365 62	(60 86)
10	CABOT MICROELECT CP3/04C49	P	Jun 29 10	Aug 3 12	304 76	-	354 19	(49 43)
1	CABOT MICROELECT CP4/0_S#1	P	Jul 13 10	Aug 3 12	30 47	-	36 63	(6 16)
18	CABOT MICROELECT CP4/04C49	P	Jul 13 10	Aug 6 12	551 97	-	659 35	(107 38)
23	CABOT MICROELECT CP5/04C49	P	Sep 16 10	Aug 6 12	705 30	-	711 39	(6 09)
21	CABOT MICROELECT CP6/04C49	P	Oct 4 10	Aug 6 12	643 97	-	671 45	(27 48)
14	CABOT MICROELECT CP7/04C49	P	Jan 26 11	Aug 6 12	429 31	-	634 71	(205 40)
61	CAPITAL ONE FINL2/04E4_S#1	P	Apr 5 10	Jan 30 12	2,726 35	-	2,603 62	122 73
54	CAPITAL ONE FINL2/04E4_S#2	P	Apr 5 10	Jan 31 12	2,454 73	-	2,304 84	149 89
107	CAPITAL ONE FINL3/04E4_S#1	P	Apr 6 10	Jan 30 12	4,782 28	-	4,612 44	169 84
96	CAPITAL ONE FINL3/04E47	P	Apr 6 10	Jan 31 12	4,363 96	-	4,138 26	225 70
45	CAPITAL ONE FINL4/04E4_S#1	P	Apr 7 10	Jan 30 12	2,011 24	-	1,946 42	64 82
41	CAPITAL ONE FINL4/04E47	P	Apr 7 10	Jan 31 12	1,863 77	-	1,773 40	90 37
87	CARDINAL HLTH INC/04E4_S#1	P	Mar 2 10	Jun 28 12	3,546 23	-	3,090 60	455 63
102	CARDINAL HLTH INC/04E4_S#2	P	Mar 2 10	Jun 29 12	4,254 38	-	3,623 46	630 92
61	CARDINAL HLTH INC/04E4_S#3	P	Mar 2 10	Jul 9 12	2,579 33	-	2,166 97	412 36
38	CARDINAL HLTH INC/04E47	P	Mar 2 10	Jul 10 12	1,622 92	-	1,349 91	273 01
24	CARDINAL HLTH INC1/04E_S#1	P	Mar 3 10	Jul 10 12	1,025 01	-	848 00	177 01
62	CARDINAL HLTH INC1/04E_S#2	P	Mar 3 10	Jul 11 12	2,630 31	-	2,190 68	439 63
62	CARDINAL HLTH INC1/04E_S#3	P	Mar 3 10	Jul 12 12	2,603 69	-	2,190 68	413 01
41	CARDINAL HLTH INC1/04E47	P	Mar 3 10	Jul 13 12	1,741 29	-	1,448.67	292 62
21	CARDINAL HLTH INC2/04E_S#1	P	Apr 5 10	Jul 13 12	891 88	-	764 02	127 86
52	CARDINAL HLTH INC2/04E_S#1	P	Apr 5 10	Jun 12 12	2,173 01	-	1,891 86	281 15
30	CARDINAL HLTH INC2/04E47	P	Apr 5 10	Jul 16 12	1,268 50	-	1,091 46	177 04
33	CARDINAL HLTH INC3/04E_S#1	P	Apr 6 10	Jul 16 12	1,395 34	-	1,191 06	204 28
50	CARDINAL HLTH INC3/04E47	P	Apr 6 10	Jul 17 12	2,127 93	-	1,804 64	323 29
34	CARDINAL HLTH INC4/04E47	P	Apr 7 10	Jul 17 12	1,447 00	-	1,214 80	232 20
93	CARDINAL HLTH INCA/04E_S#1	P	Mar 1 10	Jun 26 12	3,795 92	-	3,243 87	552 05
98	CARDINAL HLTH INCA/04E_S#2	P	Mar 1 10	Jun 26 12	4,003 30	-	3,418 27	585 03

Quantity	(a) Asset	(b) How Acquired P-Purchase D-Donation	(c) Date Acquired	(d) Date Sold	(e) Proceeds	(f) Depr-Allowed	(g) Tax Basis	(h) Gain/ Loss
92	CARDINAL HLTH INCA/04E_S#3	P	Mar 1 10	Jun 27 12	3,724 31	-	3,208 99	515 32
8	CARDINAL HLTH INCA/04E47	P	Mar 1 10	Jun 28 12	326 09	-	279 04	47 05
970	CD CAPMARK BNK043012/04C47	P	Apr 29 09	Apr 30 12	97,000 00	-	97,000 00	-
980	CD GOLDMAN SCH021312/04C47	P	Feb 11 09	Feb 13 12	98,000 00	-	98,000 00	-
900	CD KEY BANK/04C47	P	Oct 3 02	Sep 25 12	90,000 00	-	88,921 91	1,078 09
45	CENTENE CORP3/04C49	P	Jul 2 09	Dec 19 12	1,845 93	-	898 78	947 15
28	CENTENE CORP4/04C49	P	Jul 28 09	Dec 19 12	1,148 58	-	545 05	603 53
7	CENTENE CORP5/04C49_SLD#1	P	Aug 17 10	Dec 19 12	287 14	-	147 83	139 31
39	CHEESECAKE FACTORY/04C_S#1	P	Mar 18 11	Apr 18 12	1,143 96	-	1,122 51	21 45
17	CHEESECAKE FACTORY/04C_S#2	P	Mar 18 11	Aug 6 12	563 79	-	489 30	74 49
24	CHEESECAKE FACTORY/04C_S#3	P	Mar 18 11	Nov 8 12	800 84	-	690 77	110 07
10	CHEESECAKE FACTORY/04C_S#4	P	Mar 18 11	Dec 26 12	328 05	-	287 82	40 23
13	CHICAGO BRDG&IRON/04C49	P	Jun 19 09	Jul 26 12	520 97	-	168 87	352 10
59	CHICAGO BRDG&IRON1/04C_S#1	P	Jun 22 09	Jul 26 12	2,364 38	-	720 77	1,643 61
27	CHICAGO BRDG&IRON1/04C_S#2	P	Jun 22 09	Sep 10 12	1,073 09	-	329 84	743 25
24	CHICAGO BRDG&IRON1/04C49	P	Jun 22 09	Oct 22 12	907 14	-	293 19	613 95
3	CHICAGO BRDG&IRON2/04C_S#1	P	Jul 6 09	Oct 22 12	113 39	-	31 92	81 47
17	CHILDRENS PL RETL3/04C49	P	Jul 6 09	Sep 10 12	978 15	-	419 84	558 31
2	CHILDRENS PL RETL4/04C_S#1	P	Oct 29 09	Sep 10 12	115 08	-	64 36	50 72
170	CLIFFS NATRL RES A/04E47	P	May 31 11	Oct 4 12	6,499 75	-	15,312 88	(8,813 13)
67	CLIFFS NATRL RES/04E47	P	Jun 1 11	Oct 4 12	2,561 67	-	5,947 37	(3,385 70)
35	COGNEX CORP/04C49_SLD#1	P	Apr 21 11	May 2 12	1,389 42	-	1,045 96	343 46
16	COMPASS MINERALS/04C49_S#1	P	Feb 11 10	Sep 10 12	1,218 79	-	1,165 53	53 26
104	CONAGRA FOODS INC/04E47	P	Jun 22 09	Jun 13 12	2,586 39	-	1,975 36	611 03
129	CONAGRA FOODS INC1/04E_S#1	P	Jun 23 09	Jun 13 12	3,208 12	-	2,547 64	660 48
233	CONAGRA FOODS INC1/04E_S#2	P	Jun 23 09	Jun 14 12	5,788 99	-	4,601 54	1,187 45
144	CONAGRA FOODS INC1/04E47	P	Jun 23 09	Jun 15 12	3,582 41	-	2,843 87	738 54
92	CONAGRA FOODS INC2/04E_S#1	P	Jun 24 09	Jun 15 12	2,288 76	-	1,836 21	452 55
133	CONAGRA FOODS INC2/04E47	P	Jun 24 09	Jun 18 12	3,312 06	-	2,654 52	657 54
47	CONOCOPHILLIPS/04E47	P	Jun 2 08	Jul 9 12	2,550 52	-	3,355 33	(804 81)
78	CONOCOPHILLIPS1/04E47	P	Jun 3 08	Jul 9 12	4,232 79	-	5,562 45	(1,329 66)
82	CONOCOPHILLIPS2/04E47	P	Jun 4 08	Jul 9 12	4,449 85	-	5,721 34	(1,271 49)
73	CONOCOPHILLIPS3/04E47	P	Jun 5 08	Jul 9 12	3,961 45	-	5,172 70	(1,211 25)
38	CONOCOPHILLIPS4/04E47	P	Jun 9 08	Jul 10 12	2,043 77	-	2,775 41	(731 64)
72	CONOCOPHILLIPS4/04E47_S#1	P	Jun 9 08	Jul 9 12	3,907 19	-	5,258 67	(1,351 48)
143	CONOCOPHILLIPS5/04E47	P	Feb 16 10	Jul 10 12	7,691 02	-	5,477 12	2,213 90
155	CONOCOPHILLIPS6/04E47	P	Feb 17 10	Jul 10 12	8,336 42	-	5,902 81	2,433 61
56	CONOCOPHILLIPS7/04E47	P	Feb 18 10	Jul 11 12	3,035 44	-	2,108 21	927 23
17	CONOCOPHILLIPS7/04E47_S#1	P	Feb 18 10	Jul 10 12	914 32	-	639 99	274 33
113	CVB FINCL CORP/04C49_SLD#1	P	Feb 1 10	Sep 7 12	1,397 77	-	1,065 95	331 82
128	DELL INC/04E47	P	Mar 1 11	Jul 26 12	1,511 58	-	1,982 03	(470 45)
438	DELL2/04E47	P	Feb 28 11	Jul 26 12	5,172 45	-	6,848 35	(1,675 90)
1,082	DELL2/04E47_SLD#1	P	Feb 28 11	Jul 23 12	12,653 93	-	16,917 61	(4,263 68)
506	DELL2/04E47_SLD#2	P	Feb 28 11	Jul 24 12	5,883 03	-	7,911 56	(2,028 53)
507	DELL2/04E47_SLD#3	P	Feb 28 11	Jul 25 12	5,844 72	-	7,927 20	(2,082 48)
38	DIODES INC/04C49	P	Nov 18 10	Feb 27 12	964 22	-	898 88	65 34
97	DIODES INC1/04C49	P	Nov 19 10	Nov 16 12	1,270 25	-	2,317 86	(1,047 61)
6	DIODES INC1/04C49_SLD#1	P	Nov 19 10	Feb 27 12	152 24	-	143 37	8 87
38	DIODES INC2/04C49	P	Dec 9 10	Nov 16 12	497 62	-	1,027 61	(529 99)
21	DIODES INC3/04C49	P	Dec 10 10	Nov 19 12	285 36	-	584 36	(299 00)
2	DIODES INC3/04C49_SLD#1	P	Dec 10 10	Nov 16 12	26 19	-	55 65	(29 46)
23	DIODES INC4/04C49	P	Jan 24 11	Nov 19 12	312.54	-	582 50	(269 96)
16	DIODES INC5/04C49	P	Jan 26 11	Nov 19 12	217 42	-	413 82	(196 40)
26	DIODES INC6/04C49	P	Mar 15 11	Nov 19 12	353 30	-	763 06	(409 76)
2	DIODES INC7/04C49	P	Aug 12 11	Nov 20 12	27 05	-	39 84	(12 79)
26	DIODES INC7/04C49_SLD#1	P	Aug 12 11	Nov 19 12	353 30	-	517 95	(164 65)
248	DISCOVER FINL SVCS/04E_S#2	P	May 16 11	Oct 22 12	9,836 43	-	6,199 66	3,636 77
74	DISH NETWORK/04E47	P	Jul 18 11	Sep 18 12	2,377 46	-	2,263 52	113 94
172	DISH NETWORK/04E47_SLD#1	P	Jul 18 11	Sep 17 12	5,544 51	-	5,261 15	283 36
107	DISH NETWORK1/04E47	P	Jul 19 11	Dec 11 12	3,941 44	-	3,340 83	600 61
87	DISH NETWORK1/04E47_SLD#1	P	Jul 19 11	Sep 18 12	2,795 12	-	2,716 38	78 74
76	DISH NETWORK1/04E47_SLD#2	P	Jul 19 11	Sep 19 12	2,384 91	-	2,372 92	11.99
52	DISH NETWORK1/04E47_SLD#3	P	Jul 19 11	Sep 20 12	1,614 48	-	1,623 58	(9 10)
191	DISH NETWORK2/04E47	P	Jul 20 11	Dec 11 12	7,035 65	-	6,052 16	983 49
178	DISH NETWORK3/04E47	P	Aug 1 11	Dec 12 12	6,548 93	-	5,267 22	1,281 71
131	DISH NETWORK3/04E47_SLD#1	P	Aug 1 11	Dec 11 12	4,825 50	-	3,876 43	949 07
37	DISH NETWORK4/04E47	P	Aug 2 11	Dec 12 12	1,361 30	-	1,073 56	287 74

990	DN MIDFIRST BK073124/04C47	P	Jul 22 09	Jan 31 12	99,000 00	-	99,000 00	-
156	DOLE FOOD COMPANY/04C49	P	Jul 2 10	Sep 11 12	2,008 02	-	1,666 08	341 94
98	DOLE FOOD COMPANY1/04C_S#1	P	Jul 6 10	Sep 11 12	1,261 45	-	1,055 83	205 62
49	DOLE FOOD COMPANY1/04C49	P	Jul 6 10	Sep 12 12	631 83	-	527 91	103 92

Quantity	(a) Asset	(b) How Acquired P-Purchase D-Donation	(c) Date Acquired	(d) Date Sold	(e) Proceeds	(f) Depr-Allowed	(g) Tax Basis	(h) Gain/ Loss
31	DR PEPPER SNAPPLE2/04E_S#1	P	Jul 14 10	Apr 23 12	1,239 20	-	1,218 52	20 68
43	DR PEPPER SNAPPLE2/04E_S#2	P	Jul 14 10	Apr 24 12	1,735 70	-	1,690 20	45 50
16	DR PEPPER SNAPPLE2/04E_S#3	P	Jul 14 10	Apr 25 12	628 15	-	628 91	(0 76)
75	DR PEPPER SNAPPLE5/04E_S#1	P	Jul 26 10	Apr 23 12	2,998 06	-	3,004 76	(6 70)
101	DR PEPPER SNAPPLE5/04E_S#2	P	Jul 26 10	Apr 24 12	4,076 88	-	4,046 40	30 48
38	DR PEPPER SNAPPLE5/04E47	P	Jul 26 10	Apr 25 12	1,491 86	-	1,522 41	(30 55)
17	ELSTER GROUP SE/04C49	P	Dec 3 10	Feb 2 12	234 13	-	278 64	(44 51)
1	ELSTER GROUP SE1/04C49	P	Dec 3 10	Feb 2 12	13 77	-	16 60	(2 83)
71	ELSTER GROUP SE2/04C49	P	Dec 6 10	Mar 5 12	1,021 80	-	1,177 98	(156 18)
24	ELSTER GROUP SE2/04C49_S#1	P	Dec 6 10	Feb 2 12	330 55	-	398 19	(67 64)
53	ELSTER GROUP SE2/04C49_S#2	P	Dec 6 10	Feb 3 12	728 70	-	879 34	(150 64)
19	ELSTER GROUP SE2/04C49_S#3	P	Dec 6 10	Feb 6 12	263 21	-	315 24	(52 03)
100	ELSTER GROUP SE2/04C49_S#4	P	Dec 6 10	Mar 2 12	1,441 32	-	1,659 13	(217 81)
13	ENGILITY HLDG/04E47	P		Jul 25 12	199 42	-	310 60	(111 18)
43	ENGILITY HLDG/04E47_SLD#1	P		Jul 24 12	635 54	-	1,027 36	(391 82)
15	EPR PPTYS/04C49_SLD#1	P	Aug 10 09	Nov 19 12	661 39	-	501 55	159 84
180	EXPRESS INC/04C49	P	Sep 12 11	Oct 5 12	2,093 68	-	3,253 50	(1,159 82)
32	EXPRESS INC1/04C49	P	Sep 29 11	Oct 5 12	372 21	-	645 47	(273 26)
2,000	FED HM LN MTG111525/04C47	P	Nov 12 10	Feb 15 12	200,000 00	-	200,000 00	-
25	FLEETCOR TECH INC/04C4_S#1	P	Dec 20 10	Dec 3 12	1,288 32	-	722 66	565 66
101	FLUOR CORP/04E47	P	May 9 11	Dec 11 12	5,888 17	-	7,272 02	(1,383 85)
122	FLUOR CORP1/04E47	P	May 10 11	Dec 12 12	7,087 73	-	8,850 01	(1,762 28)
82	FLUOR CORP1/04E47_SLD#1	P	May 10 11	Dec 11 12	4,780 49	-	5,948 37	(1,167 88)
143	FLUOR CORP2/04E47	P	May 11 11	Dec 13 12	8,184 16	-	10,275 31	(2,091 15)
48	FLUOR CORP2/04E47_SLD#1	P	May 11 11	Dec 12 12	2,788 61	-	3,449 05	(660 44)
25	FLUOR CORP3/04E47	P	May 12 11	Dec 13 12	1,430 80	-	1,768 31	(337 51)
80	FREEPRT-MCMRAN1/04E47	P	Apr 13 10	Oct 4 12	3,229 82	-	3,374 16	(144 34)
246	FREEPRT-MCMRAN3/04E47	P	Apr 26 10	Oct 4 12	9,931 68	-	9,955 66	(23 98)
112	FREEPRT-MCMRAN4/04E47	P	Jun 14 10	Oct 4 12	4,521 74	-	3,706 24	815 50
148	FREEPRT-MCMRAN5/04E47	P	Jun 15 10	Oct 4 12	5,975 16	-	4,893 39	1,081 77
67	FTI CONSULTING INC/04C49	P	Jun 8 10	Jun 11 12	2,024 33	-	2,757 47	(733 14)
28	FTI CONSULTING INC1/04C49	P	Jun 21 10	Jun 11 12	845 99	-	1,261 49	(415 50)
12	FTI CONSULTING INC2/04C49	P	Jan 24 11	Jun 11 12	362 57	-	439 30	(76 73)
4	GAP INC3/04E47	P	Apr 14 08	Dec 26 12	122 23	-	73 85	48 38
409	GAP INC3/04E47_SLD#1	P	Apr 14 08	Dec 21 12	12,818.06	-	7,551 20	5,266 86
283	GAP INC8/04E47_SLD#1	P	Jul 29 10	Dec 26 12	8,647·77	-	5,305 86	3,341 91
19	GATX CORP12/04C49	P	Dec 26 07	Aug 1 12	788 95	-	714 47	74 48
5	GATX CORP13/04C49	P	Jan 22 08	Oct 22 12	212 80	-	159 64	53 16
1	GATX CORP13/04C49_SLD#1	P	Jan 22 08	Aug 1 12	41 52	-	31 93	9 59
9	GATX CORP14/04C49	P	Jan 31 08	Oct 22 12	383 03	-	337 05	45 98
13	GATX CORP15/04C49	P	Feb 1 08	Oct 22 12	553 27	-	487 48	65 79
5	GATX CORP16/04C49_SLD#1	P	Mar 7 08	Oct 22 12	212 79	-	176 91	35 88
54	GAYLORD ENTMT CO/04C49_S#1	P	Mar 2 10	Jun 12 12	2,088 81	-	1,286 08	802 73
1	GENESCO INC/04C49	P	Jan 24 11	Oct 22 12	58 68	-	37 30	21 38
31	GENESCO INC/04C49_SLD#1	P	Jan 24 11	Mar 27 12	2,284 29	-	1,156 28	1,128 01
7	GENESCO INC/04C49_SLD#2	P	Jan 24 11	Apr 10 12	496 91	-	261 10	235 81
10	GENESCO INC1/04C49	P	Jan 25 11	Oct 22 12	586 84	-	373 09	213 75
28	GENESCO INC2/04C49_SLD#1	P	Feb 7 11	Oct 22 12	1,643 15	-	1,115 08	528 07
27	GENESEE & WYCOM1/04C49	P	Jun 8 09	Oct 22 12	1,936 32	-	798 60	1,137 72
3	GENESEE & WYCOM2/04C49_S#1	P	Jun 17 09	Oct 22 12	215 15	-	77 95	137 20
8	GREIF INC/04C49	P	Nov 26 07	Nov 8 12	332 35	-	438 29	(105 94)
7	GREIF INC1/04C49	P	Feb 19 08	Nov 8 12	290 81	-	447 38	(156 57)
17	GREIF INC2/04C49	P	Dec 8 08	Nov 19 12	719 24	-	483 57	235 67
16	GREIF INC2/04C49_SLD#1	P	Dec 8 08	Nov 8 12	664 70	-	455 12	209 58
20	GREIF INC3/04C49	P	Dec 17 08	Dec 19 12	903 71	-	697 37	206 34
13	GREIF INC3/04C49_SLD#1	P	Dec 17 08	Nov 19 12	550 01	-	453 29	96 72
23	GREIF INC4/04C49	P	Jan 2 09	Dec 19 12	1,039 27	-	747 13	292 14
13	GREIF INC5/04C49	P	Apr 5 11	Dec 19 12	587 41	-	866 23	(278 82)
17	GREIF INC6/04C49	P	Sep 29 11	Dec 19 12	768 15	-	750.67	17.48
14	GREIF INC7/04C49	P	Nov 14 11	Dec 19 12	632 60	-	671 72	(39 12)
112	HEALTHSPRING INC2/04C4_S#1	P	Nov 24 08	Jan 17 12	6,127 94	-	1,731 42	4,396 52
43	HEALTHSPRING INC2/04C49	P	Nov 24 08	Jan 31 12	2,365 00	-	664 74	1,700 26
25	HEALTHSPRING INC3/04C49	P	Aug 6 09	Jan 31 12	1,375 00	-	330 26	1,044.74

Quantity	(a) Asset	(b) How Acquired P-Purchase D-Donation	(c) Date Acquired	(d) Date Sold	(e) Proceeds	(f) Depr-Allowed	(g) Tax Basis	(h) Gain/ Loss
13	HEARTLAND EXP19/04C49	P	Oct 27 05	Jul 27 12	181 94	-	184 26	(2 32)
26	HEARTLAND EXP20/04C49	P	Nov 4 05	Aug 22 12	349 72	-	398 19	(48 47)
60	HEARTLAND EXP20/04C49_S#1	P	Nov 4 05	Jul 27 12	839 72	-	918 89	(79 17)
13	HEARTLAND EXP21/04C49	P	Nov 7 05	Aug 22 12	174 86	-	202 50	(27 64)
13	HEARTLAND EXP22/04C49	P	Nov 8 05	Aug 22 12	174 86	-	199 85	(24 99)
25	HEARTLAND EXP23/04C49	P	Nov 16 05	Aug 22 12	336 27	-	393 00	(56 73)
26	HEARTLAND EXP24/04C49	P	Nov 22 05	Aug 22 12	349 72	-	438 37	(88 65)
33	HEARTLAND EXP25/04C49	P	Nov 23 05	Dec 17 12	416 11	-	431 64	(15 53)
12	HEARTLAND EXP25/04C49_S#1	P	Nov 23 05	Aug 22 12	161 43	-	156 96	4 47
22	HEARTLAND EXP26/04C49	P	Jun 16 06	Dec 17 12	277 41	-	373 80	(96 39)
38	HEARTLAND EXP27/04C49	P	Jul 26 06	Dec 17 12	479 15	-	579 16	(100 01)
91	HEARTLAND EXP28/04C49	P	May 15 08	Dec 17 12	1,147 45	-	1,469 06	(321 61)
63	HEARTLAND EXP29/04C49	P	Feb 24 10	Dec 17 12	794 39	-	973 92	(179 53)
11	HERSHEY CO/04E47	P	Oct 11 10	Sep 11 12	784 83	-	540 48	244 35
82	HERSHEY CO/04E47_SLD#1	P	Oct 11 10	Sep 10 12	5,920 31	-	4,029 00	1,891 31
24	HERSHEY CO1/04E47	P	Oct 12 10	Sep 12 12	1,701 08	-	1,190 73	510 35
72	HERSHEY CO1/04E47_SLD#1	P	Oct 12 10	Sep 11 12	5,137 07	-	3,572 19	1,564 88
72	HERSHEY CO2/04E47	P	Oct 13 10	Sep 13 12	5,162 32	-	3,643 20	1,519 12
62	HERSHEY CO2/04E47_SLD#1	P	Oct 13 10	Sep 12 12	4,394 44	-	3,137 20	1,257 24
35	HEXCEL CORP43/04C49_SLD#1	P	Nov 19 10	May 2 12	950 20	-	593 86	356 34
34	HONEYWELL INTL1/04E47	P	Dec 5 06	Dec 11 12	2,103 24	-	1,478 09	625 15
270	HONEYWELL INTL2/04E47	P	Jun 26 07	Dec 11 12	16,702 21	-	15,151 16	1,551 05
143	HONEYWELL INTL3/04E47	P	Jun 27 07	Dec 12 12	8,794 73	-	7,992 98	801 75
7	HONEYWELL INTL3/04E47_S#1	P	Jun 27 07	Dec 11 12	433 02	-	391 26	41 76
39	IBERIABANK CORP/04C49	P	Apr 1 11	Oct 23 12	1,742 54	-	2,355 46	(612 92)
66	IBERIABANK CORP1/04C49	P	Apr 4 11	Oct 23 12	2,948 92	-	3,995 54	(1,046 62)
25	IBERIABANK CORP2/04C49	P	May 12 11	Oct 23 12	1,117 02	-	1,493 22	(376 20)
14	IBERIABANK CORP3/04C49	P	Aug 12 11	Oct 23 12	625 53	-	652 23	(26 70)
8	INTL PAPER CO2/04E47	P	Sep 7 07	Jun 26 12	224 34	-	279 61	(55 27)
270	INTL PAPER CO2/04E47_SLD#1	P	Sep 7 07	Jun 26 12	7,633 86	-	9,436 94	(1,803 08)
132	INTL PAPER CO3/04E47	P	Mar 1 10	Jun 26 12	3,701 57	-	3,158 10	543 47
136	INTL PAPER CO4/04E47	P	Mar 2 10	Jun 26 12	3,813 74	-	3,377 37	436 37
78	INTL PAPER CO5/04E47	P	Mar 3 10	Jun 27 12	2,196 04	-	1,972 11	223 93
8	INTL PAPER CO5/04E47_SLD#1	P	Mar 3 10	Jun 26 12	224 33	-	202 27	22 06
128	INTL PAPER CO6/04E47	P	May 24 10	Jun 27 12	3,603 76	-	2,832 21	771 55
189	INTL PAPER CO7/04E47	P	May 25 10	Jun 28 12	5,231 27	-	4,055.07	1,176 20
61	INTL PAPER CO7/04E47_SLD#1	P	May 25 10	Jun 27 12	1,717 42	-	1,308 78	408 64
51	INVACARE CORP/04C49	P	Feb 18 09	Jan 20 12	832 61	-	956 99	(124 38)
41	INVACARE CORP/04C49_SLD#1	P	Feb 18 09	Jan 19 12	668 76	-	769 35	(100 59)
32	INVACARE CORP1/04C49	P	May 6 09	Jan 23 12	520 94	-	500 44	20 50
35	INVACARE CORP1/04C49_SLD#1	P	May 6 09	Jan 20 12	571 40	-	547 36	24 04
7	INVACARE CORP2/04C49	P	Jul 29 09	Jan 24 12	113 35	-	138 73	(25 38)
49	INVACARE CORP2/04C49_SLD#1	P	Jul 29 09	Jan 23 12	797 68	-	971 12	(173 44)
39	INVACARE CORP3/04C49	P	Dec 28 09	Jan 24 12	631 54	-	1,003 36	(371 82)
6	JACK HENRY ASSOC2/04C49	P	Aug 4 09	Oct 3 12	228 34	-	130 78	97 56
30	JACK HENRY ASSOC3/04C4_S#1	P	Feb 16 10	Oct 3 12	1,141 72	-	675 24	466 48
35	JOHNSON & JOHNSON/04E47	P	Apr 30 01	Sep 24 12	2,415 11	-	1,681 05	734 06
135	JOHNSON & JOHNSON1/04E47	P	Jun 28 01	Sep 24 12	9,315 41	-	6,790 50	2,524 91
50	JOHNSON & JOHNSON2/04E47	P	Feb 7 03	Sep 24 12	3,450 15	-	2,578 50	871 65
45	JOHNSON & JOHNSON3/04E47	P	Apr 3 03	Feb 6 12	2,937 46	-	2,583 00	354 46
75	JOHNSON & JOHNSON4/04E47	P	Mar 15 04	Sep 24 12	5,175 23	-	3,786 75	1,388 48
255	JOHNSON & JOHNSON5/04E47	P	Sep 8 04	Feb 6 12	16,645 62	-	14,845 23	1,800 39
30	JOHNSON & JOHNSON7/04E47	P	Nov 3 05	Feb 6 12	1,958 31	-	1,838 10	120 21
34	JOHNSON & JOHNSON8/04E47	P	Jun 19 06	Feb 6 12	2,219 42	-	2,089 98	129 44
50	JOHNSON & JOHNSON9/04E47	P	Jul 18 06	Feb 6 12	3,263 85	-	2,992 50	271 35
35	JOS A BANK CLOTH/04C49	P	Oct 5 10	Dec 3 12	1,496 72	-	1,580 89	(84 17)
40	JOS A BANK CLOTH/04C49_S#1	P	Oct 5 10	Feb 10 12	1,980 62	-	1,806 73	173 89
23	JOS A BANK CLOTH1/04C49	P	Nov 11 10	Dec 3 12	983 56	-	991.57	(8 01)
19	JOS A BANK CLOTH2/04C49	P	Nov 22 10	Dec 3 12	812 51	-	812 40	0 11
17	JOS A BANK CLOTH3/04C49	P	Jan 21 11	Dec 3 12	726 98	-	725 04	1 94
17	JOS A BANK CLOTH4/04C49	P	Mar 15 11	Dec 3 12	726 97	-	790 96	(63 99)
50	KENNAMETAL INC5/04C49_S#1	P	Nov 26 08	Nov 19 12	1,815 04	-	861 16	953 88
118	KEY ENERGY SVCS1/04C49	P	Sep 16 09	Aug 7 12	985 93	-	1,093 76	(107 83)
22	KEY ENERGY SVCS2/04C49	P	Sep 24 09	Dec 19 12	159 49	-	193 95	(34 46)
158	KEY ENERGY SVCS2/04C49_S#1	P	Sep 24 09	Aug 7 12	1,320 14	-	1,392 88	(72 74)
87	KEY ENERGY SVCS3/04C49	P	Aug 19 10	Dec 19 12	630 69	-	766 66	(135 97)
78	KEY ENERGY SVCS4/04C49	P	Oct 11 11	Dec 19 12	565 45	-	845 29	(279 84)

Quantity	(a) Asset	(b) How Acquired P-Purchase D-Donation	(c) Date Acquired	(d) Date Sold	(e) Proceeds	(f) Depr-Allowed	(g) Tax Basis	(h) Gain/ Loss
32	KNIGHT TRNS INC1/04C49_S#1	P	Oct 10 06	Dec 3 12	475 46	-	608 37	(132 91)
188	KORN FERRY INTL/04C49	P	Mar 2 10	Jun 15 12	2,392 30	-	3,313 82	(921 52)
79	KORN FERRY INTL1/04C49	P	Apr 20 10	Jun 15 12	1,005 28	-	1,406 16	(400 88)
26	KORN FERRY INTL2/04C49	P	Jan 26 11	Jun 15 12	330 85	-	616 65	(285 80)
115	KROGER CO/04E47	P	Dec 11 06	Jul 9 12	2,593 80	-	2,708 28	(114 48)
202	KROGER CO2/04E47	P	Dec 13 06	Jul 11 12	4,610 22	-	4,823 15	(212 93)

Quantity	(a) Asset	(b) How Acquired P-Purchase D-Donation	(c) Date Acquired	(d) Date Sold	(e) Proceeds	(f) Depr-Allowed	(g) Tax Basis	(h) Gain/ Loss
120	KROGER CO2/04E47_SLD#1	P	Dec 13 06	Jul 9 12	2,706 58	-	2,865 24	(158 66)
235	KROGER CO2/04E47_SLD#2	P	Dec 13 06	Jul 10 12	5,321 67	-	5,611 10	(289 43)
142	KROGER CO3/04E47	P	Feb 28 11	Jul 13 12	3,144 17	-	3,250 44	(106 27)
33	KROGER CO3/04E47_SLD#1	P	Feb 28 11	Jul 11 12	753 16	-	755 38	(2 22)
235	KROGER CO3/04E47_SLD#2	P	Feb 28 11	Jul 12 12	5,157 47	-	5,379 25	(221 78)
244	KROGER CO4/04E47	P	Mar 28 11	Jul 17 12	5,347 26	-	5,812 16	(464 90)
94	KROGER CO4/04E47_SLD#1	P	Mar 28 11	Jul 13 12	2,081 36	-	2,239 11	(157 75)
238	KROGER CO4/04E47_SLD#2	P	Mar 28 11	Jul 16 12	5,230 24	-	5,669 23	(438 99)
45	L-3 COMMNCTNS/04E47	P	Aug 20 07	Aug 13 12	3,119 31	-	4,145 94	(1,026 63)
37	L-3 COMMNCTNS1/04E47	P	Aug 21 07	Aug 15 12	2,546 53	-	3,452 22	(905 69)
21	L-3 COMMNCTNS1/04E47_SLD#1	P	Aug 21 07	Aug 13 12	1,455 68	-	1,959 37	(503 69)
67	L-3 COMMNCTNS1/04E47_SLD#2	P	Aug 21 07	Aug 14 12	4,647 26	-	6,251 31	(1,604 05)
59	L-3 COMMNCTNS2/04E47	P	Aug 22 07	Aug 16 12	4,075 04	-	5,557 30	(1,482 26)
31	L-3 COMMNCTNS2/04E47_SLD#1	P	Aug 22 07	Aug 15 12	2,133 58	-	2,919 94	(786 36)
5	L-3 COMMNCTNS3/04E47	P	Oct 8 07	Aug 17 12	345 24	-	509 31	(164 07)
10	L-3 COMMNCTNS3/04E47_SLD#1	P	Oct 8 07	Aug 16 12	690 68	-	1,018 63	(327 95)
18	L-3 COMMNCTNS4/04E47	P	Oct 9 07	Aug 17 12	1,242 86	-	1,848 08	(605 22)
45	L-3 COMMNCTNS5/04E47	P	Oct 10 07	Aug 17 12	3,107 15	-	4,615 72	(1,508 57)
94	LIMITED BRANDS INC A/0_S#1	P	Jun 1 10	Jun 26 12	3,858 44	-	2,382 35	1,476 09
99	LIMITED BRANDS INC A/0_S#2	P	Jun 1 10	Jun 26 12	4,052 39	-	2,509 06	1,543 33
93	LIMITED BRANDS INC A/0_S#3	P	Jun 1 10	Jun 27 12	3,801 68	-	2,357 00	1,444 68
95	LIMITED BRANDS INC A/0_S#4	P	Jun 1 10	Jun 28 12	3,885 35	-	2,407 69	1,477 66
92	LIMITED BRANDS INC A/04E47	P	Jun 1 10	Jun 29 12	3,893 30	-	2,331 66	1,561 64
10	LIMITED BRANDS INC/04E_S#1	P	Jun 2 10	Jun 29 12	423 18	-	254 74	168 44
27	LITTLEFUSE INC1/04C49_S#1	P	Jul 28 09	Aug 6 12	1,492 09	-	668 10	823 99
65	LOCKHEED MARTIN1/04E47	P	Nov 23 05	Sep 24 12	5,900 58	-	3,913 37	1,987 21
76	LOCKHEED MARTIN1/04E47_S#1	P	Nov 23 05	Sep 17 12	7,021 15	-	4,575 63	2,445 52
81	LOCKHEED MARTIN1/04E47_S#2	P	Nov 23 05	Sep 18 12	7,416 00	-	4,876 66	2,539 34
46	LOCKHEED MARTIN10/04E47	P	Apr 6 11	Sep 25 12	4,208 06	-	3,741 97	466 09
20	LOCKHEED MARTIN4/04E47	P	Aug 28 07	Sep 24 12	1,815 56	-	1,970 80	(155 24)
4	LOCKHEED MARTIN7/04E47	P	Aug 20 08	Sep 24 12	363 11	-	454 60	(91 49)
28	LOCKHEED MARTIN8/04E47	P	Apr 4 11	Sep 25 12	2,561 43	-	2,264 77	296 66
75	LOCKHEED MARTIN8/04E47_S#1	P	Apr 4 11	Sep 24 12	6,808 36	-	6,066 33	742 03
79	LOCKHEED MARTIN9/04E47	P	Apr 5 11	Sep 25 12	7,226 88	-	6,420 33	806 55
300	LYONDELLBASELL/04E47	P	Aug 8 11	Oct 4 12	15,692 56	-	8,903 01	6,789 55
19	LYONDELLBASELL1/04E47	P	Aug 9 11	Oct 5 12	1,003 78	-	581 15	422 63
135	LYONDELLBASELL1/04E47_S#3	P	Aug 9 11	Oct 4 12	7,061 65	-	4,129 20	2,932 45
594	MARATHON OIL CRP1/04E47	P	Aug 15 11	Dec 17 12	18,236 99	-	16,218 22	2,018 77
61	MARATHON OIL CRP2/04E4_S#1	P	Aug 22 11	Dec 17 12	1,872 82	-	1,554 82	318 00
38	MAXIMUS INC3/04C49	P	Mar 12 09	Aug 7 12	2,019 22	-	644 86	1,374 36
19	MAXIMUS INC4/04C49	P	Apr 24 09	Dec 3 12	1,200 92	-	371 90	829.02
2	MAXIMUS INC4/04C49_SLD#1	P	Apr 24 09	Aug 7 12	106 27	-	39 15	67 12
33	MAXIMUS INC4/04C49_SLD#2	P	Apr 24 09	Sep 14 12	1,891 14	-	645 92	1,245 22
3	MAXIMUS INC5/04C49_SLD#1	P	Aug 4 09	Dec 3 12	189 62	-	65 09	124 53
15,000	ML&CO PROCEEDS/04C47	P	Apr 4 07	Apr 4 12	151,664 29	-	150,000 00	1,664 29
9	MOOG INC19/04C49	P	Jul 6 04	Dec 19 12	351 74	-	208 47	143 27
14	MOOG INC19/04C49_SLD#1	P	Jul 6 04	Dec 3 12	508 82	-	324 29	184 53
27	MOOG INC20/04C49	P	Feb 13 06	Dec 19 12	1,055 22	-	866 42	188 80
20	MOOG INC21/04C49	P	Mar 31 06	Dec 19 12	781 64	-	703 08	78 56
10	MOOG INC22/04C49	P	Sep 7 06	Dec 19 12	390 82	-	326 18	64 64
12	MOOG INC23/04C49_SLD#1	P	Nov 1 07	Dec 19 12	468 98	-	524 41	(55 43)
201	MOTOROLA SOL/04E47	P	Sep 13 10	Jun 14 12	9,498 91	-	6,648 30	2,850 61
7	MOTOROLA SOL/04E47_SLD#1	P	Sep 13 10	Mar 12 12	352 42	-	231 53	120 89
12	MOTOROLA SOL/04E47_SLD#2	P	Sep 13 10	Mar 13 12	605 90	-	396 91	208 99
1	MOTOROLA SOL/04E47_SLD#3	P	Sep 13 10	Mar 14 12	50 46	-	33 08	17 38
84	MOTOROLA SOL/04E47_SLD#4	P	Sep 13 10	Jun 13 12	3,984 32	-	2,778 40	1,205 92
135	MOTOROLA SOL2/04E47	P	Oct 25 10	Jun 15 12	6,507 16	-	4,332 86	2,174 30
20	MOTOROLA SOL2/04E47_SLD#1	P	Oct 25 10	Jun 14 12	945 17	-	641 90	303 27
14	MOTOROLA SOL3/04E47	P	Jan 31 11	Mar 14 12	706 63	-	539 50	167 13
96	MOTOROLA SOL3/04E47_SLD#1	P	Jan 31 11	Mar 13 12	4,847 17	-	3,699 41	1,147 76
75	MOTOROLA SOL3/04E47_SLD#2	P	Jan 31 11	Mar 12 12	3,775 99	-	2,890 16	885 83

13	MOTOROLA SOL4/04E47	P	Feb 1 11	Mar 14 12	656 16	-	507 54	148 62
88	MOTOROLA SOL4/04E47_SLD#1	P	Feb 1 11	Mar 13 12	4,443 24	-	3,435 64	1,007 60
69	MOTOROLA SOL4/04E47_SLD#2	P	Feb 1 11	Mar 12 12	3,473 91	-	2,693 86	780 05
9	MURPHY OIL CORP/04E47	P	Mar 14 11	Jun 12 12	405 88	-	628 80	(222 92)
32	MURPHY OIL CORP/04E47_S#1	P	Mar 14 11	Jun 7 12	1,484 41	-	2,235 73	(751 32)
66	MURPHY OIL CORP/04E47_S#2	P	Mar 14 11	Jun 8 12	3,008 90	-	4,611 20	(1,602.30)
66	MURPHY OIL CORP/04E47_S#3	P	Mar 14 11	Jun 11 12	2,989 70	-	4,611 21	(1,621 51)

Quantity	(a) Asset	(b) How Acquired P-Purchase D-Donation	(c) Date Acquired	(d) Date Sold	(e) Proceeds	(f) Depr-Allowed	(g) Tax Basis	(h) Gain/ Loss
41	MURPHY OIL CORP1/04E47	P	Mar 15 11	Jun 13 12	1,832 26	-	2,824 31	(992 05)
59	MURPHY OIL CORP1/04E47_S#1	P	Mar 15 11	Jun 12 12	2,660 76	-	4,064 25	(1,403.49)
338	NABORS IND LTD/04E47	P	Nov 23 09	Aug 28 12	5,074 99	-	6,970 44	(1,895 45)
101	NABORS IND LTD1/04E47	P	Nov 24 09	Aug 29 12	1,489 60	-	2,071 97	(582 37)
393	NABORS IND LTD1/04E47_S#1	P	Nov 24 09	Aug 28 12	5,900 80	-	8,062 20	(2,161 40)
118	NABORS IND LTD2/04E47	P	Nov 25 09	Aug 29 12	1,740 32	-	2,486 14	(745 82)
16	NEW JERSEY RES11/04C49_S#1	P	Mar 12 09	Jan 26 12	775 80	-	495 46	280 34
19	NEW JERSEY RES11/04C49_S#2	P	Mar 12 09	Mar 16 12	843 72	-	588 36	255 36
10	NORTHROP GRUMMAN/04E47	P	Aug 3 09	Sep 21 12	670 01	-	412 30	257 71
64	NORTHROP GRUMMAN/04E47_S#1	P	Aug 3 09	Sep 17 12	4,247 76	-	2,638 74	1,609 02
61	NORTHROP GRUMMAN/04E47_S#2	P	Aug 3 09	Sep 18 12	4,068 43	-	2,515 06	1,553 37
62	NORTHROP GRUMMAN/04E47_S#3	P	Aug 3 09	Sep 19 12	4,139 81	-	2,556 28	1,583 53
62	NORTHROP GRUMMAN/04E47_S#4	P	Aug 3 09	Sep 20 12	4,133 96	-	2,556 29	1,577 67
11	NORTHROP GRUMMAN1/04E47	P	Aug 4 09	Sep 21 12	737 01	-	462 97	274 04
49	NORTHROP GRUMMAN2/04E4_S#1	P	Aug 5 09	Sep 21 12	3,283 02	-	2,062 22	1,220 80
24	NORTHROP GRUMMAN2/04E47	P	Aug 5 09	Sep 24 12	1,591 60	-	1,010 06	581 54
17	OLIN CORP2/04C49	P	Feb 11 10	Sep 6 12	373 43	-	271 19	102 24
22	OLIN CORP3/04C49_SLD#1	P	Feb 23 10	Sep 6 12	483 27	-	378 66	104 61
68	PAR PHARMACEUTICAL/04C_S#1	P	Jun 7 10	Aug 8 12	3,396 21	-	1,818 24	1,577 97
45	PAR PHARMACEUTICAL/04C49	P	Jun 7 10	Aug 24 12	2,241 84	-	1,203 25	1,038 59
42	PAR PHARMACEUTICAL1/04C49	P	Aug 17 10	Sep 10 12	2,093 26	-	1,172 63	920 63
31	PAR PHARMACEUTICAL2/04_S#1	P	Oct 13 10	Sep 10 12	1,545 02	-	1,042 88	502 14
21	PAR PHARMACEUTICAL2/04C49	P	Oct 13 10	Oct 2 12	1,050 00	-	706 46	343 54
36	PAR PHARMACEUTICAL3/04C49	P	Nov 4 10	Oct 2 12	1,800 00	-	1,336 11	463 89
48	PAREXEL INTRNL/04C49_SLD#1	P	Jan 7 11	Sep 10 12	1,443 81	-	1,022 15	421 66
42	PAREXEL INTRNL/04C49_SLD#2	P	Jan 7 11	Dec 19 12	1,332 28	-	894 38	437 90
33	PENSKE AUTO GROUP/04C4_S#1	P	Dec 3 10	May 2 12	885 12	-	530 74	354 38
18	PEOPLES UNTD FNL10/04C49	P	Feb 27 06	Jul 24 12	205 23	-	316 17	(110 94)
10	PEOPLES UNTD FNL11/04C49	P	Mar 14 06	Jul 24 12	114 02	-	166 71	(52 69)
11	PEOPLES UNTD FNL12/04C49	P	Mar 15 06	Jul 24 12	125 42	-	185 13	(59 71)
22	PEOPLES UNTD FNL13/04C49	P	Mar 20 06	Jul 24 12	250 83	-	389 26	(138 43)
3	PEOPLES UNTD FNL14/04C_S#1	P	Mar 23 06	Jul 24 12	34 19	-	53 48	(19 29)
24	PEOPLES UNTD FNL8/04C49	P	Feb 3 06	Jul 24 12	273 64	-	424 70	(151 06)
25	PEOPLES UNTD FNL9/04C49	P	Feb 6 06	Jul 24 12	285 04	-	438 71	(153 67)
23	PHILLIPS66/04E47	P	Jun 2 08	May 7 12	685 11	-	997 16	(312 05)
39	PHILLIPS661/04E47	P	Jun 3 08	May 7 12	1,161 71	-	1,653 08	(491 37)
41	PHILLIPS662/04E47	P	Jun 4 08	May 7 12	1,221 28	-	1,700 31	(479 03)
4	PHILLIPS663/04E47	P	Jun 5 08	May 8 12	118 14	-	166 19	(48 05)
33	PHILLIPS663/04E47_SLD#1	P	Jun 5 08	May 7 12	982 99	-	1,371 07	(388 08)
55	PHILLIPS664/04E47	P	Jun 9 08	May 8 12	1,624 46	-	2,387 61	(763 15)
71	PHILLIPS665/04E47	P	Feb 16 10	May 8 12	2,097 03	-	1,627 73	469.30
78	PHILLIPS666/04E47	P	Feb 17 10	May 8 12	2,303 78	-	1,754 24	549 54
36	PHILLIPS667/04E47	P	Feb 18 10	May 8 12	1,063 29	-	816 73	246 56
16	PMC SIERRA INC/04C49	P	Dec 13 10	Oct 22 12	77 37	-	132 65	(55 28)
344	PMC SIERRA INC/04C49_SLD#1	P	Dec 13 10	Oct 1 12	1,907 89	-	2,852 00	(944 11)
199	PMC SIERRA INC1/04C49	P	Jan 24 11	Oct 22 12	962 24	-	1,777 89	(815 65)
128	PMC SIERRA INC2/04C49	P	Feb 7 11	Oct 22 12	618 93	-	1,059 70	(440 77)
95	PRUDENTIAL FIN INC/04E47	P	May 24 10	Oct 31 12	5,414 42	-	5,289 43	124 99
186	PRUDENTIAL FIN INC1/04E47	P	May 25 10	Oct 31 12	10,600 87	-	10,073 15	527 72
12	REGAL BELOIT CORP/04C4_S#1	P	Oct 25 10	Aug 6 12	792 16	-	715 72	76 44
13	RELIANCE STL2/04C49	P	Nov 26 08	Aug 6 12	681 26	-	245 40	435 86
5	RELIANCE STL3/04C49	P	Dec 2 08	Aug 6 12	262 02	-	89 10	172 92
13	RELIANCE STL4/04C49_SLD#1	P	Dec 8 08	Aug 6 12	681 27	-	266 94	414 33
263	RSC HLDGS INC/04C49	P	Jan 7 11	Jan 17 12	5,070 67	-	3,083 13	1,987 54
71	RSC HLDGS INC1/04C49	P	Feb 7 11	May 1 12	766 80	-	0 80	766 00
48	RSC HLDGS INC2/04C49	P	Mar 15 11	May 1 12	518 40	-	17 91	500 49
60	SAFEWAY INC2/04E47	P	Nov 3 05	Jul 9 12	1,046 10	-	1,382 40	(336 30)
119	SAFEWAY INC3/04E47	P	Jan 10 06	Jul 10 12	2,090 36	-	2,908 91	(818 55)
175	SAFEWAY INC3/04E47_SLD#1	P	Jan 10 06	Jul 9 12	3,051 13	-	4,277 80	(1,226 67)
214	SAFEWAY INC4/04E47	P	Jan 11 06	Jul 11 12	3,828 41	-	5,200 44	(1,372 03)

119	SAFEWAY INC4/04E47_SLD#1	P	Jan 11 06	Jul 10 12	2,090 35	-	2,891 83	(801 48)
572	SANDRIDGE ENERGY2/04C49	P	Aug 17 10	Feb 27 12	4,984 78	-	2,605 29	2,379 49
359	SARA LEE CORP/04E47	P	Jun 21 10	Mar 12 12	7,635 00	-	5,298 34	2,336 66
10	SARA LEE CORP1/04E47	P	Jun 22 10	Mar 14 12	213 57	-	149 16	64 41
161	SARA LEE CORP1/04E47_SLD#1	P	Jun 22 10	Mar 12 12	3,424 06	-	2,401 49	1,022 57
648	SARA LEE CORP1/04E47_SLD#2	P	Jun 22 10	Mar 13 12	13,951 19	-	9,665 64	4,285 55
88	SARA LEE CORP2/04E47	P	Jun 23 10	Mar 14 12	1,879 40	-	1,302 86	576 54
10	SCANSOURCE INC10/04C49	P	Oct 16 06	Jan 17 12	364 90	-	316 33	48 57

Quantity	(a) Asset	(b) How Acquired P-Purchase D-Donation	(c) Date Acquired	(d) Date Sold	(e) Proceeds	(f) Depr-Allowed	(g) Tax Basis	(h) Gain/ Loss
4	SCANSOURCE INC11/04C49	P	Oct 27 06	Dec 20 12	123 33	-	125 76	(2 43)
15	SCANSOURCE INC11/04C49_S#1	P	Oct 27 06	Jan 17 12	547 34	-	471 60	75 74
24	SCANSOURCE INC12/04C49	P	Apr 11 07	Dec 20 12	740 00	-	696 00	44 00
10	SCANSOURCE INC13/04C49	P	Apr 20 07	Dec 20 12	308 34	-	295 80	12 54
23	SCANSOURCE INC14/04C49	P	Jun 28 07	Dec 20 12	709 17	-	754 31	(45 14)
4	SCANSOURCE INC15/04C49_S#1	P	Jul 5 07	Dec 20 12	123 34	-	127 99	(4 65)
1	SIGNATURE BANK12/04C49	P	Nov 22 05	Dec 3 12	70 08	-	28 98	41 10
6	SIGNATURE BANK13/04C49_S#1	P	Jan 31 08	Dec 3 12	420 50	-	190 25	230 25
27	STIFEL FINANCIAL CO/04_S#1	P	Jul 15 11	Dec 3 12	817 72	-	999 88	(182 16)
10	SVB FINL GROUP/04C49_SLD#1	P	Mar 12 09	Apr 16 12	613 90	-	161 82	452 08
304	SYMANTEC COPR/04E47	P	Sep 27 10	Nov 1 12	5,635 88	-	4,694 73	941 15
877	SYMANTEC COPR/04E47_SLD#1	P	Sep 27 10	Oct 31 12	15,976 56	-	13,543 69	2,432 87
458	SYMANTEC COPR1/04E47	P	Nov 1 10	Nov 1 12	8,490 90	-	7,511 02	979 88
299	SYMANTEC COPR2/04E47	P	Nov 2 10	Nov 2 12	5,620 41	-	4,990 58	629 83
134	SYMANTEC COPR2/04E47_SLD#1	P	Nov 2 10	Nov 1 12	2,484 24	-	2,236 58	247 66
116	TARGET CORP/04E47	P	Mar 1 10	Sep 24 12	7,557 58	-	6,037 92	1,519 66
119	TARGET CORP1/04E47	P	Mar 2 10	Sep 24 12	7,753 03	-	6,159 47	1,593 56
77	TARGET CORP2/04E47	P	Mar 3 10	Sep 24 12	5,016 67	-	3,979 57	1,037 10
107	TARGET CORP3/04E47	P	Apr 5 10	Sep 25 12	6,949 68	-	5,745 06	1,204 62
50	TARGET CORP3/04E47_SLD#1	P	Apr 5 10	Sep 24 12	3,257 58	-	2,684 61	572 97
18	TEXAS CAP BNCSHS/04C49	P	Dec 22 08	Jan 6 12	568 57	-	240 11	328 46
9	TEXAS CAP BNCSHS1/04C4_S#1	P	May 4 09	Jan 6 12	284 28	-	130 91	153 37
27	TEXAS CAP BNCSHS1/04C4_S#2	P	May 4 09	Feb 6 12	891 66	-	392 73	498 93
91	TEXAS CAP BNCSHS1/04C4_S#3	P	May 4 09	Jul 27 12	3,890 43	-	1,323 63	2,566 80
46	TRIMAS CORP/04C49_SLD#1	P	Apr 25 11	Dec 19 12	1,225 75	-	1,125 71	100 04
41	TRUEBLUE INC/04C49	P	Sep 8 09	Jan 4 12	585 36	-	546 29	39 07
53	TRUEBLUE INC1/04C49	P	Oct 9 09	Jul 20 12	810 07	-	788 32	21 75
9	TRUEBLUE INC1/04C49_SLD#1	P	Oct 9 09	Jan 4 12	128 49	-	133 87	(5 38)
102	TRUEBLUE INC2/04C49	P	Oct 22 09	Dec 20 12	1,539 06	-	1,436 66	102 40
40	TRUEBLUE INC2/04C49_SLD#1	P	Oct 22 09	Jul 20 12	611 38	-	563 40	47 98
25	TRUEBLUE INC2/04C49_SLD#2	P	Oct 22 09	Jul 23 12	373 25	-	352 12	21 13
8	TRUEBLUE INC3/04C49_SLD#1	P	Dec 31 09	Dec 20 12	120 71	-	120 72	(0 01)
19	UNITED RENTALS1/04C49	P	Feb 7 11	May 7 12	806 97	-	883 31	(76 34)
14	UNITED RENTALS2/04C49	P	Mar 15 11	May 7 12	594 61	-	650 86	(56 25)
164	UNITEDHEALTH GROUP A/0_S#1	P	Dec 13 10	Jun 4 12	9,019 37	-	6,082 55	2,936 82
262	UNUM GROUP/04E47	P	Oct 13 08	Jun 26 12	4,857 27	-	4,928 17	(70 90)
17	UNUM GROUP1/04E47	P	Oct 14 08	Jun 26 12	318 31	-	336 08	(17 77)
10	UNUM GROUP1/04E47_SLD#1	P	Oct 14 08	Jun 26 12	185 39	-	197 69	(12 30)
199	UNUM GROUP2/04E47	P	Oct 20 08	Jun 27 12	3,744 68	-	3,467 04	277 64
270	UNUM GROUP2/04E47_SLD#1	P	Oct 20 08	Jun 26 12	5,055 56	-	4,704 02	351 54
220	UNUM GROUP3/04E47	P	Oct 21 08	Jun 28 12	4,111 51	-	3,942 42	169 09
71	UNUM GROUP3/04E47_SLD#1	P	Oct 21 08	Jun 27 12	1,336 04	-	1,272 33	63 71
235	UNUM GROUP4/04E47	P	Nov 3 08	Jun 29 12	4,495 77	-	3,898 23	597 54
56	UNUM GROUP4/04E47_SLD#1	P	Nov 3 08	Jun 28 12	1,046 56	-	928 94	117 62
59	UNUM GROUP5/04E47	P	Nov 4 08	Jun 29 12	1,128 73	-	1,067 96	60 77
66	VERIZON COMM/04E47_SLD#1	P	Apr 6 09	Jun 26 12	2,874 01	-	2,023 09	850 92
70	VERIZON COMM/04E47_SLD#2	P	Apr 6 09	Jun 26 12	3,068 81	-	2,145 70	923 11
66	VERIZON COMM/04E47_SLD#3	P	Apr 6 09	Jun 27 12	2,892 21	-	2,023 09	869 12
69	VERIZON COMM/04E47_SLD#4	P	Apr 6 09	Jun 28 12	3,010 88	-	2,115 05	895 83
73	VERIZON COMM/04E47_SLD#5	P	Apr 6 09	Jun 29 12	3,246 18	-	2,237 66	1,008 52
10	WABCO HLDGS2/04C49	P	Jul 27 09	Sep 12 12	599 48	-	200 09	399 39
13	WABCO HLDGS2/04C49_SLD#1	P	Jul 27 09	Apr 18 12	763 83	-	260 12	503 71
37	WABCO HLDGS2/04C49_SLD#2	P	Jul 27 09	Jul 24 12	1,833 17	-	740 35	1,092 82
25	WABCO HLDGS3/04C49	P	Aug 4 09	Sep 12 12	1,498 69	-	495 77	1,002 92
3	WABCO HLDGS4/04C49	P	Apr 30 10	Oct 22 12	172 34	-	100 77	71 57
17	WABCO HLDGS4/04C49_SLD#1	P	Apr 30 10	Sep 12 12	1,019 10	-	571 05	448 05
22	WABCO HLDGS5/04C49	P	Sep 29 11	Oct 22 12	1,263 82	-	873 05	390 77
11	WATTS WATER TECH1/04C49	P	Nov 4 10	Apr 27 12	405 24	-	382 56	22 68
38	WATTS WATER TECH2/04C49	P	Nov 24 10	Apr 27 12	1,399 93	-	1,267 56	132 37

Fountain Family Foundation
64-0885557
Form 990PF
Part IV Capital Gains and Losses

Quantity	(a) Asset	(b) How Acquired P-Purchase D-Donation	(c) Date Acquired	(d) Date Sold	(e) Proceeds	(f) Depr-Allowed	(g) Tax Basis	(h) Gain/ Loss
17	WATTS WATER TECH3/04C49	P	Dec 20 10	Apr 27 12	626 29	-	621 79	4 50
18	WATTS WATER TECH4/04C49	P	Jan 7 11	Apr 27 12	663 13	-	671 30	(8.17)
15	WATTS WATER TECH5/04C49	P	Jan 26 11	Apr 27 12	552 60	-	550 50	2 10
5	WELLPOINT INC/04E47	P	Oct 27 03	Jun 27 12	349 55	-	176 44	173 11
34	WELLPOINT INC/04E47_SLD#1	P	Oct 27 03	Jun 11 12	2,351 81	-	1,199 81	1,152 00
85	WELLPOINT INC/04E47_SLD#2	P	Oct 27 03	Jun 26 12	5,897 38	-	2,999 52	2,897 86
90	WELLPOINT INC/04E47_SLD#3	P	Oct 27 03	Jun 26 12	6,261 66	-	3,175 97	3,085 69
30	WELLPOINT INC2/04E47	P	Aug 9 05	Jun 27 12	2,097 29	-	2,126 40	(29 11)
25	WELLPOINT INC2/04E47_SLD#1	P	Aug 9 05	Jun 12 12	1,733 94	-	1,772 00	(38 06)
30	WELLPOINT INC3/04E47	P	Jun 19 06	Jun 27 12	2,097 29	-	2,120 40	(23 11)
20	WELLPOINT INC4/04E47	P	Sep 22 06	Jun 12 12	1,387 15	-	1,538 80	(151 65)
93	WELLPOINT INC5/04E47	P	Oct 27 08	Jun 29 12	6,029 46	-	3,716 49	2,312 97
20	WELLPOINT INC5/04E47_SLD#1	P	Oct 27 08	Jun 27 12	1,398 18	-	799 24	598 94
87	WELLPOINT INC5/04E47_SLD#2	P	Oct 27 08	Jun 28 12	5,739 71	-	3,476 71	2,263 00
15	WESCO INTL INC/04C49_SLD#1	P	Jan 19 11	Jan 26 12	952 62	-	814 33	138 29
462	WESTERN UN CO/04E47	P	Jun 13 11	Nov 13 12	5,815 57	-	9,143 81	(3,328 24)
331	WESTERN UN CO1/04E47	P	Jun 14 11	Nov 14 12	4,160 41	-	6,635 46	(2,475 05)
133	WESTERN UN CO1/04E47_SLD#1	P	Jun 14 11	Nov 13 12	1,674 18	-	2,666 21	(992 03)
596	WESTERN UN CO2/04E47	P	Jun 15 11	Nov 15 12	7,492 75	-	11,801 28	(4,308 53)
91	WESTERN UN CO2/04E47_SLD#1	P	Jun 15 11	Nov 14 12	1,143 80	-	1,801 87	(658 07)
263	WESTERN UN CO3/04E47	P	Jun 16 11	Nov 15 12	3,306 36	-	5,162 69	(1,856 33)
	Misc Cash in Lieu				60 20			60 20
	Total Long-term				2,323,059 49	-	2,130,917 52	192,141 97
	Total Capital Gains				2,835,535 93	-	2,680,607 00	154,928 93

Part XV Supplementary Information

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				
AMERICAN LUNG ASSOCIATION P O. Box 2178, Ridgeland, MS 39158			Charitable	2,500
AMERICAN CANCER ASSOCIATION 1380 Livingston Lane, Jackson, MS 39213			Charitable	1,000
AMERICAN HEART ASSOCIATION 4830 McWillie Circle, Jackson, MS 39206			Charitable	500
BOYS & GIRLS CLUBS P O Box 3194, Jackson, MS 39207			Children Services	5,000
BOYS SCOUTS OF AMERICA 855 Riverside Drive, Jackson, MS 39202			Children Services	20,000
BURIED TREASURES HOME, INC P O Box 720672, Byram, MS 39272			Charitable	1,000
CARA 960 N Flag Chapel Road, Jackson, MS 39209			Charitable	500
CHRISTIAN CHURCH FOUNDATION P O Box 1986, Indianapolis, IN 46206			Charitable	20,000
FRENCH CAMP ACADEMY French Camp, MS 39745			Educational	1,000
HINDS COMM COLLEGE DEVELOPMENT FND P O Box 1100, Raymond, MS 39154-1100			Educational	25,000
LEXINGTON THEOLOGICAL SEMINARY 631 South Limestone, Lexington, KY 40508			Educational	25,000
MAGNOLIA SPEECH SCHOOL 733 Flag Chapel Road, Jackson, MS 39209			Educational	4,250
MISSISSIPPI ANIMAL RESCUE LEAGUE 5221 Greenway Drive, Jackson, MS 39209			Charitable	500
MISSISSIPPI CHILDREN'S MUSEUM P O Box 55409, Jackson, MS 39296			Charitable	1,000
MISSISSIPPI CHILDREN'S HOME 1900 N West Street, Jackson, MS 39202			Charitable	5,000
MISSISSIPPI STATE UNIVERSITY P O Box 6149, Mississippi State, MS 39762			Educational	25,000
NATIONAL BENEVOLENT ASSOCATION 149 Weldon Parkway, Suite 115, Maryland Heights, MO 63043-3013			Charitable	2,500
OPERATION SHOESTRING P O Box 11223, Jackson, MS 39283			Charitable	1,000
PALMER HOME FOR CHILDREN P O Box 746, Columbus, MS 39703-0746			Children Services	1,000
SOUTHERN CHRISTIAN SERVICES 860 East River Place, Suite 104 Jackson, MS 39202			Charitable	35,000
ST DOMINIC HEALTH SERVICE FOUNDATION 969 Lakeland Drive, Jackson, MS 39216			Charitable	5,000
STEWPOT COMMUNITY SERVICES 1100 W Capitol, Jackson, MS 39203			Charitable	5,000
THE SALVATION ARMY P O Box 31954, Jackson, MS 39286			Charitable	2,000
UNIVERSITY OF SOUTHERN MS 118 College Drive #10026, Hattiesburg, MS 39406			Educational	25,000
UNIVERSITY OF MS MEDICAL CENTER 2500 N State Street, Jackson, MS 39216			Educational	2,500
WILLOWOOD DEVELOPMENT CENTER 1635 Boling Street, Jackson, MS 39213			Charitable	2,000
Less Goods and Services Received				(2,500)
Total			3b	215,750