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: INMAN FOUNDATION

A Employer identification number: 74-2833552

Number and street (or P O box number if mail is not delivered to street address): 3200 RIVA RIDGE RD. Room/suite

B Telephone number: (512) 370-3200

City or town, state, and ZIP code: AUSTIN, TX 78746

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) ▶$ 2,592,286.

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			N/A	
2 Check ▶ ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	30.	30.		STATEMENT 1
4 Dividends and interest from securities	100,423.	100,423.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-613.			
b Gross sales price for all assets on line 6a 1,162,709.				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 **Total.** Add lines 1 through 11	99,840.	100,453.		
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	5,300.	2,650.		2,650.
c Other professional fees STMT 4	21,607.	21,607.		0.
17 Interest				
18 Taxes STMT 5	2,590.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 **Total operating and administrative expenses.** Add lines 13 through 23	29,497.	24,257.		2,650.
25 Contributions, gifts, grants paid	139,250.			139,250.
26 **Total expenses and disbursements.** Add lines 24 and 25	168,747.	24,257.		141,900.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-68,907.			
b **Net investment income** (if negative, enter -0-)		76,196.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED MAY 30 2013

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	670,625.	479,242.	479,242.
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			
b Investments - corporate stock STMT 6	1,857,432.	1,967,259.	2,090,908.
c Investments - corporate bonds STMT 7	8,671.	20,901.	21,717.
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 ▶ STATEMENT 8)	0.	419.	419.
16 **Total assets** (to be completed by all filers)	2,536,728.	2,467,821.	2,592,286.
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	3,952,433.	3,952,433.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	-1,415,705.	-1,484,612.	
30 **Total net assets or fund balances**	2,536,728.	2,467,821.	
31 **Total liabilities and net assets/fund balances**	2,536,728.	2,467,821.	

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	2,536,728.
2 Enter amount from Part I, line 27a	2	-68,907.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,467,821.
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	2,467,821.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES	P		
b	PUBLICLY TRADED SECURITIES	P		
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	543,819.		551,473.	-7,654.
b	618,890.		611,849.	7,041.
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				-7,654.
b				7,041.
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** -613.

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	146,600.	2,893,511.	.050665
2010	139,000.	2,951,934.	.047088
2009	180,500.	2,678,112.	.067398
2008	225,100.	3,613,015.	.062303
2007	261,000.	5,155,141.	.050629

2	**Total** of line 1, column (d)	2	.278083
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	.055617
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,787,439.
5	Multiply line 4 by line 3	5	155,029.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	762.
7	Add lines 5 and 6	7	155,791.
8	Enter qualifying distributions from Part XII, line 4	8	141,900.

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	1,524.
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	1,524.
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	1,524.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,280.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	1,280.
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	244.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶		**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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) ▶ TX			
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? Website address ▶ N/A	13	X	

14 The books are in care of ▶ BOBBY R. INMAN Telephone no. ▶ (512) 370-3200
Located at ▶ 3200 RIVA RIDGE RD., AUSTIN, TX ZIP+4 ▶ 78746

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

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

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

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

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

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 (No)

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
BOBBY R. INMAN 3200 RIVA RIDGE RD. AUSTIN, TX 78746	PRESIDENT/TREASURER 0.00	0.	0.	0.
THOMAS C. INMAN 3200 RIVA RIDGE RD. AUSTIN, TX 78746	VICE PRESIDENT 0.00	0.	0.	0.
WILLIAM C. INMAN 3200 RIVA RIDGE RD. AUSTIN, TX 78746	VICE PRESIDENT 0.00	0.	0.	0.
NANCY INMAN 3200 RIVA RIDGE RD. AUSTIN, TX 78746	SECRETARY 0.00	0.	0.	0.

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

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

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

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0.
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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,441,394.
b	Average of monthly cash balances	1b	388,493.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,829,887.
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	2,829,887.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	42,448.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,787,439.
6	**Minimum investment return.** Enter 5% of line 5	6	139,372.

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	139,372.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 1,524.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1,524.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	137,848.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	137,848.
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	137,848.

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	141,900.
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	141,900.
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	141,900.

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				137,848.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			138,228.	
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: ▶ $ 141,900.				
a Applied to 2011, but not more than line 2a			138,228.	
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				3,672.
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				134,176.
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).)

BOBBY R. INMAN

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AUSTIN CHILDREN'S MUSEUM 201 COLORADO ST AUSTIN, TX 78701	NONE	EXEMPT	EDUCATION	10,000.
CENTER FOR EXCELLENCE IN EDUCATION 8201 GREENSBORO DR., STE 215 MCLEAN, VA 22102	NONE	EXEMPT	EDUCATION	2,500.
CENTRAL ASIA INSTITUTE P.O. BOX 7209 BOZEMAN, MT 59771	NONE	EXEMPT	PROMOTE EDUCATION AND LITERACY IN REMOTE REGIONS	1,000.
EASTSIDE COMMUNITY CONNECTION 5810 BERKMAN DR. AUSTIN, TX 78723	NONE	EXEMPT	PROVIDE LONG-TERM AND SHORT-TERM HUNGER RELIEF	3,000.
GERALD R. FORD PRESIDENTIAL FOUNDATION 303 PEARL STREET, NW GRAND RAPIDS, MI 49504	NONE	EXEMPT	PRESIDENTIAL LIBRARY	1,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	139,250.
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	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(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			14	30.	
4 Dividends and interest from securities			14	100,423.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-613.	
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.		99,840.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 99,840.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 05/15/13 Title: PRESIDENT

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
ANITA MOTLOCH	[signature]	May 13, 2013		P01274504

Firm's name ▶ MAXWELL LOCKE & RITTER LLP Firm's EIN ▶ 74-2900215

Firm's address ▶ 401 CONGRESS AVENUE, SUITE 1100 AUSTIN, TX 78701-9682 Phone no. 512-370-3200

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
IEEE FOUNDATION 445 HOES LANE PISCATAWAY, NJ 08854	NONE	EXEMPT	SUPPORT SCIENTIFIC AND EDUCATIONAL PURPOSES OF IEEE	1,000.
JOURDAN-BACHMAN PIONEER FARMS 10621 PIONEER FARMS DR AUSTIN, TX 78754	NONE	EXEMPT	LIVING HISTORY MUSEUM	2,500.
OPEN DOOR 3804 CHERRYWOOD ROAD AUSTIN, TX 78722	NONE	EXEMPT	PREPARE CHILDREN THROUGH QUALITY EARLY CHILDHOOD EDUCATION	3,750.
SOUTHWESTERN UNIVERSITY PO BOX 770 GEORGETOWN, TX 78627	NONE	EXEMPT	EDUCATION	1,500.
ST. JAMES SCHOOL 17641 COLLEGE ROAD ST JAMES, MD 21781	NONE	EXEMPT	EDUCATION	1,000.
STEADMAN PHILIPPON RESEARCH INSTITUTE 181 WEST MEADOW DRIVE VAIL, CO 81657	NONE	EXEMPT	ORTHOPAEDIC SPORTS MEDICINE RESEARCH	2,500.
TEXAS EXES 2110 SAN JACINTO AUSTIN, TX 78713	NONE	EXEMPT	SUPPORT UNIVERSITY OF TEXAS	80,000.
THE AUSTIN PROJECT 5221 LEDMAN ROAD AUSTIN, TX 78721	NONE	EXEMPT	SUPPORT EARLY LITERACY AND SCHOOL READINESS	5,000.
THE HARRY RANSON CENTER (UNIVERSITY OF TEXAS) 1 UNIVERSITY STATION G1050 AUSTIN, TX 78712	NONE	EXEMPT	PHOTOGRAPHY COLLECTIONS	10,000.
THE UNIVERSITY OF TEXAS 1 UNIVERSITY STATION G1050 AUSTIN, TX 78712	NONE	EXEMPT	EDUCATION	14,500.
Total from continuation sheets				121,750.

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

SOURCE	AMOUNT
BANK OF AMERICA	14.
WELLS FARGO	16.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	30.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DEUTSCHE BANK ALEX BROWN	91,192.	0.	91,192.
DEUTSCHE BANK ALEX BROWN	4,360.	0.	4,360.
WELLS FARGO	4,871.	0.	4,871.
TOTAL TO FM 990-PF, PART I, LN 4	100,423.	0.	100,423.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,300.	2,650.		2,650.
TO FORM 990-PF, PG 1, LN 16B	5,300.	2,650.		2,650.

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
TRANSFER FEES	32.	32.		0.
ADVISORY FEE	21,575.	21,575.		0.
TO FORM 990-PF, PG 1, LN 16C	21,607.	21,607.		0.

FORM 990-PF	TAXES	STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	2,590.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,590.	0.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DELL STOCK	489,457.	552,630.
PREFERRED STOCK -8051	1,236,750.	1,294,736.
COMMON STOCK -8051	5,644.	5,122.
COMMON STOCK -9845	235,408.	238,420.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,967,259.	2,090,908.

FORM 990-PF	CORPORATE BONDS	STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS/REIT	20,901.	21,717.
TOTAL TO FORM 990-PF, PART II, LINE 10C	20,901.	21,717.

FORM 990-PF	OTHER ASSETS	STATEMENT 8

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	0.	419.	419.
TO FORM 990-PF, PART II, LINE 15	0.	419.	419.

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities 90.00% of Portfolio								
Common Stocks								
PNC FINL SVCS GROUP INC DEP SHS RESPTG PFD SER L CUSIP: 693475881 Dividend Option: Cash			**Security Identifier:** PNC PRL					
199 000	08/10/10*	28 3610	5,643 89	25 7400	5,122.26	-521.63	491.28	9.59%
Total Common Stocks			**$5,643.89**		**$5,122.26**	**-$521.63**	**$491.28**	
Preferred Stocks *(Listed by expiration date)*								
SANTANDER FIN PFD SA UNIPERSONAL PFD SECS 2009 WITHOUT FIXED GTD FLTG RT 10.50% SER 10_CALLABLE PERP CALL 9/29/14@25 CUSIP: E8683R144 Dividend Option: Cash			**Security Identifier:** SAN PRE					
182.000	08/10/10*	28 8200	5,245.24	26.9700	4,908.54	-336 70	477.75	9.73%
ARCH CAPITAL GROUP LTD PFD SER C CALLABLE 04/2/17@100 ISIN#BMG0450A2044 CUSIP G0450A204 Dividend Option: Cash			**Security Identifier:** ARH PRC					
544 000	03/27/12*	25 0200	13,610 82	26.8300	14,595.52	984 70	917 99	6.28%
105 000	06/12/12*	25.9800	2,727.90	26.8300	2,817.15	89.25	177 19	6 28%
649.000	**Total Noncovered**		**16,338.72**		**17,412.67**	**1,073.95**	**1,095.18**	
649.000	**Total**		**$16,338.72**		**$17,412.67**	**$1,073.95**	**$1,095.18**	
ASPEN INSURANCE HLDGS LTD 7.250% PERP NONCUM PREF SHS CALLABLE 07/01/17@25 ISIN#BMG053841471 CUSIP. G05384147 Dividend Option Cash			**Security Identifier:** AHL PRB					
269.000	04/11/12*	24 9280	6,705.69	26.1800	7,042 42	336 73	487.56	6.92%
AXIS CAPITAL HLDGS LTD PFD SER C 6.875% PERP CALL 4/15/17@25 ISIN#BMG0692U3079 CUSIP: G0692U307 Dividend Option: Cash			**Security Identifier:** AXS PRC					
535 000	03/13/12	25 0000	13,375.00	26 7000	14,284.50	909.50	919.53	6.43%
PARTNERRE LTD SER C CALLABLE 6.75% ISIN#BMG6852T2044 CUSIP: G6852T204 Dividend Option. Cash			**Security Identifier:** PRE PRC					
378 000	08/10/10*	24.8000	9,374.40	25.2100	9,529.38	154 98	637.87	6 69%

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Preferred Stocks *(continued)*								
PARTNERRE LTD PFD SER D 6.5% CALLABLE 11/15/09 @ 25 CUSIP G68603409 Dividend Option. Cash			**Security Identifier:** PRE PRD					
577 000	08/10/10*	24 3000	14,021.10	25.1800	14,528 86	507 76	937 62	6 45%
PARTNERRE LTD PFD SER E 7.25% PERP/CALL 6/01/16@25 ISIN#BMG686035087 CALLABLE CUSIP G68603508 Dividend Option Cash			**Security Identifier:** PRE PRE					
249.000	06/10/11*	24.8900	6,197 56	27.0300	6,730.47	532.91	451.31	6.70%
65 000	10/14/11*	25.5140	1,658.40	27.0300	1,756.95	98 55	117.81	6.70%
193 000	06/04/12*	26.4000	5,095 20	27.0300	5,216.79	121 59	349.81	6 70%
507.000	**Total Noncovered**		**12,951.16**		**13,704.21**	**753.05**	**918.93**	
507.000	**Total**		**$12,951.16**		**$13,704.21**	**$753.05**	**$918.93**	
RENAISSANCERE HOLDINGS LTD PREF SHS C 6.08% CALLABLE ISIN#BMG7498P3093 CUSIP G7498P309 Dividend Option. Cash			**Security Identifier:** RNR PRC					
568.000	08/10/10*	22.2970	12,664.69	25 0900	14,251 12	1,586.43	863 36	6.05%
RENAISSANCERE HLDGS LTD 6.6% SER D PFD CALALBLE 12/1/11 @25.00 ISIN#BMG7498P4083 CUSIP G7498P408 Dividend Option. Cash			**Security Identifier:** RNR PRD					
464.000	08/10/10*	24 4430	11,341.75	25 1600	11,674 24	332 49	765 60	6 55%

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Preferred Stocks *(continued)*								
AEGON NV PERPETUAL CAP SECS 6 875% CALLABLE 09/15/11@25 ISIN#NL0000686368 CUSIP: N00927306 Dividend Option: Cash			**Security Identifier:** AEV					
361 000	08/10/10*	22.2890	8,046.29	25 0000	9,025.00	978.71	620 46	6 87%
AEGON NV 7.25% PERPETUAL CAP SECS ISIN#NL0006056814 CALLABLE 03/15/13@ 25 00 CUSIP: N00927348 Dividend Option. Cash			**Security Identifier:** AEF					
237.000	08/10/10*	23 5480	5,580.90	25 0700	5,941.59	360.69	429.56	7.22%
AFLAC INC SUB DEB EXP 09/15/52 5.50% CALLABLE 09/26/17@25 CUSIP: 001055300 Dividend Option: Cash			**Security Identifier:** AFSD					
149 000	09/21/12	24.7210	3,683 49	25 4500	3,792.05	108.56	204 87	5 40%
AEGON NV PERP CAP SECS 6.375% CALLABLE 6/15/15 @25 CUSIP: 007924301 Dividend Option. Cash			**Security Identifier:** AEH					
17 000	08/18/10*	21.6220	367.58	25.1600	427.72	60.14	27.09	6.33%
256 000	10/13/10*	23 3380	5,974.40	25 1600	6,440.96	466.56	408.00	6.33%
154 000	10/14/10*	23.2890	3,586.51	25.1600	3,874.64	288.13	245.44	6.33%
96.000	11/05/10*	23.2000	2,227.20	25 1600	2,415.36	188.16	153.00	6.33%
154 000	02/28/11*	22 4000	3,449.60	25.1600	3,874.64	425.04	245 44	6.33%
160.000	03/30/11*	22.6230	3,619 60	25.1600	4,025.60	406.00	255.00	6.33%
90.000	05/02/11*	23.3300	2,099.70	25.1600	2,264 40	164.70	143.44	6.33%
927.000	**Total Noncovered**		**21,324.59**		**23,323.32**	**1,998.73**	**1,477.41**	
98 000	01/24/12	21 4270	2,099 80	25.1600	2,465.68	365.88	156.19	6.33%
154 000	01/25/12	21.5490	3,318 50	25.1600	3,874.64	556.14	245 44	6.33%
131.000	03/06/12	22.7120	2,975.25	25.1600	3,295.96	320.71	208.77	6.33%
383.000	**Total Covered**		**8,393.55**		**9,636.28**	**1,242.73**	**610.40**	
1,310.000	**Total**		**$29,718.14**		**$32,959.60**	**$3,241.46**	**$2,087.81**	
AEGON NV PERP CAP SECS 6.50% CALLABLE 12/15/10 CUSIP: 007924400 Dividend Option: Cash			**Security Identifier:** AED					
351.000	04/10/12*	23.3740	8,204.27	24 8700	8,729.37	525.10	570 37	6.53%

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Preferred Stocks *(continued)*								
AEGON NV PERP CAP SECS CALLABLE 12/15/10 ISIN#NL0000062438 CUSIP 007924509 Dividend Option Cash			**Security Identifier:** AEB					
663 000	08/10/10*	19 8000	13,127 22	23 2800	15,434 64	2,307 42	648.25	4.20%
AFFILIATED MANAGERS GROUP INC SR NT EXP 08/15/42 CUSIP 008252876 Dividend Option Cash			**Security Identifier:** MGR					
142.000	08/21/12	25 1990	3,578.27	26 3000	3,734 60	156 33	226.31	6 05%
AMERICAN FINL GROUP INC OHIO SR NT EXP 08/25/42 CUSIP 025932500 Dividend Option Cash			**Security Identifier:** AFA					
287 000	08/23/12*	25 0710	7,195 38	25.3300	7,269 71	74 33	412.56	5 67%
AMERIPRISE FINL INC SR NT 7.75% MAT 6/15/39 CALLABLE 6/15/14@25 00 CUSIP 03076C205 Dividend Option Cash			**Security Identifier:** AMP PRA					
308 000	08/10/10*	26 8200	8,260.56	27 4700	8,460 76	200 20	596 75	7 05%
BB&T CORP DEP SHS REPSTG 1/1000TH PERP PFD SER D 5 85% CALLABLE ON 05/01/17 @ 25 00 CUSIP. 054937206 Dividend Option Cash			**Security Identifier:** BBT PRD					
263.000	04/27/12*	24.9130	6,552 12	25 9800	6,832 74	280 62	384 64	5.62%
89 000	05/18/12*	24 4500	2,176.05	25 9800	2,312 22	136 17	130 16	5 62%
352.000	**Total Noncovered**		**8,728.17**		**9,144.96**	**416.79**	**514.80**	
352.000	**Total**		**$8,728.17**		**$9,144.96**	**$416.79**	**$514.80**	

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Preferred Stocks *(continued)*								
BB&T CORP DEP SHS REPSTG 1/1000TH PERP PFD SER E 5.625% CALL 08/01/17 @25.00 CUSIP: 054937404 Dividend Option: Cash		**Security Identifier:** BBT PRE						
334.000	07/25/12*	24.8970	8,315.56	25.4800	8,510.32	194.76	469.68	5.51%
121.000	07/27/12*	25.0500	3,031.05	25.4800	3,083.08	52.03	170.16	5.51%
233.000	08/09/12*	25.1270	5,854.64	25.4800	5,936.84	82.20	327.65	5.51%
688.000	**Total Noncovered**		**17,201.25**		**17,530.24**	**328.99**	**967.49**	
74.000	08/13/12	25.1490	1,861.05	25.4800	1,885.52	24.47	104.06	5.51%
47.000	08/14/12	25.1330	1,181.27	25.4800	1,197.56	16.29	66.10	5.51%
121.000	**Total Covered**		**3,042.32**		**3,083.08**	**40.76**	**170.16**	
809.000	**Total**		**$20,243.57**		**$20,613.32**	**$369.75**	**$1,137.65**	
BANK AMER CORP DEP SHS REPSTG 1/1200TH PFD SER MER 8.625% CALLABLE PERP/CALL 5/28/13@25 CUSIP: 060505559 Dividend Option: Cash		**Security Identifier:** BML PRQ						
205.000	08/10/10*	25.9800	5,325.90	25.5600	5,239.80	-86.10	442.03	8.43%
BANK AMER CORP DEP SHS REPSTG 1/1200TH PFD SER 3 CALLABLE CUSIP: 060505617 Dividend Option: Cash		**Security Identifier:** BML PRI						
736.000	08/10/10*	22.3460	16,446.95	24.8300	18,274.88	1,827.93	1,172.99	6.41%
109.000	06/30/11*	22.8250	2,487.93	24.8300	2,706.47	218.54	173.72	6.41%
123.000	07/06/11*	22.9500	2,822.85	24.8300	3,054.09	231.24	196.03	6.41%
126.000	07/12/11*	22.8030	2,873.24	24.8300	3,128.58	255.34	200.81	6.41%
135.000	08/26/11*	20.9390	2,826.77	24.8300	3,352.05	525.28	215.16	6.41%
1,229.000	**Total Noncovered**		**27,457.74**		**30,516.07**	**3,058.33**	**1,958.71**	
48.000	03/02/12	22.3850	1,074.47	24.8300	1,191.84	117.37	76.50	6.41%
48.000	**Total Covered**		**1,074.47**		**1,191.84**	**117.37**	**76.50**	
1,277.000	**Total**		**$28,532.21**		**$31,707.91**	**$3,175.70**	**$2,035.21**	
BANK AMER CORP 6.625% DEP SHS REPSTG 1/1000TH PFD SER I CALLABLE 10/1/17@25.00 CUSIP: 060505740 Dividend Option: Cash		**Security Identifier:** BAC PRI						
127.000	10/14/10*	24.2480	3,079.45	26.2500	3,333.75	254.30	210.34	6.30%
178.000	11/16/10*	23.1940	4,128.53	26.2500	4,672.50	543.97	294.81	6.30%
185.000	12/20/10*	22.0310	4,075.68	26.2500	4,856.25	780.57	306.41	6.30%

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Preferred Stocks *(continued)*								
BANK AMER CORP 6.625% DEP SHS *(continued)*								
92.000	02/22/11*	23 4500	2,157.40	26.2500	2,415.00	257.60	152.38	6 30%
82 000	05/13/11*	24.9900	2,049 18	26 2500	2,152.50	103 32	135 81	6 30%
120 000	08/26/11*	21 9910	2,638 96	26.2500	3,150 00	511 04	198.75	6 30%
784.000	**Total Noncovered**		**18,129.20**		**20,580.00**	**2,450.80**	**1,298.50**	
784.000	**Total**		**$18,129.20**		**$20,580.00**	**$2,450.80**	**$1,298.50**	
BANK AMER CORP 8.2% DEP SH REPSTG 1/1000TH PFD SER H PERP/CALL 5/1/13 @25 00_CALLABLE CUSIP 060505765 Dividend Option Cash			**Security Identifier:** BAC PRH					
102 000	08/10/10*	25 3300	2,583.66	25 6000	2,611.20	27 54	209.10	8 00%
BANK AMER CORP 6.2040% DEP SHS REPSTG 1/1000 PFD SER D CALLABLE 09/14/11@25 CUSIP· 060505831 Dividend Option. Cash			**Security Identifier:** BAC PRD					
194 000	09/23/10*	22.3000	4,326.20	24.9200	4,834 48	508.28	300 89	6.22%
222 000	10/04/10*	22 1400	4,915 08	24 9200	5,532.24	617 16	344.32	6.22%
416.000	**Total Noncovered**		**9,241.28**		**10,366.72**	**1,125.44**	**645.21**	
416.000	**Total**		**$9,241.28**		**$10,366.72**	**$1,125.44**	**$645.21**	
BANK NEW YORK MELLON CORP DEP SHS REPSTG 1/4000TH PERP PFD SER C 5 20% 9/20/17@25 DIV 5 20% CUSIP· 064058209 Dividend Option. Cash			**Security Identifier:** BK PRC					
275 000	09/13/12	24 9200	6,853.00	25.1300	6,910 75	57.75	357.50	5 17%
240 000	10/10/12	25.1240	6,029 74	25.1300	6,031.20	1 46	312.00	5 17%
42.000	10/17/12	25 1400	1,055 88	25 1300	1,055 46	-0 42	54 60	5 17%
301 000	10/19/12	25 1300	7,564 13	25 1300	7,564.13	0 00	391.30	5 17%

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Preferred Stocks *(continued)*								
BANK NEW YORK MELLON CORP DEP SHS REPSTG *(continued)*								
858.000	**Total Covered**		**21,502.75**		**21,561.54**	**58.79**	**1,115.40**	
858.000	**Total**		**$21,502.75**		**$21,561.54**	**$58.79**	**$1,115.40**	
BARCLAYS BK PLC 6.6250% SER 2 ADR REPSTG PREF SHS CALLABLE 9/15/11@25 CUSIP: 06739F390 Dividend Option: Cash			**Security Identifier:** BCS PR					
1,114 000	08/10/10*	23.6240	26,317 13	25 0000	27,850 00	1,532 87	1,845.06	6.62%
BARCLAYS BK PLC 8.125% SPON ADR PREF SHS SER 5 CALLABLE 6/15/13@25.00 CUSIP. 06739H362 Dividend Option. Cash			**Security Identifier:** BCS PRD					
97 000	06/01/11*	26.2420	2,545 44	25.4300	2,466.71	-78 73	197 03	7 98%
BARCLAYS BK PLC SPONSORED ADS SER 4 PREF SHS PERP CALL 3/15/13@25 00 7 75% CUSIP: 06739H511 Dividend Option. Cash			**Security Identifier:** BCS PRC					
539.000	08/10/10*	25.5580	13,775 52	25.1800	13,572.02	-203.50	1,044.31	7.69%
BARCLAYS BK PLC 7.1% SPON ADR REPSTG CALLABLE DOLLAR PREF SHS SER 3 CALLABLE 12/15/12@25.00 CUSIP. 06739H776 Dividend Option: Cash			**Security Identifier:** BCS PRA					
792 000	08/10/10*	24 7700	19,617 84	25 0600	19,847.52	229.68	1,405.80	7.08%
BERKLEY WR CAP TR II GTD TR ORIG PFD SEC TOPRS 6.75% CALLABLE 7/26/10 @ 25 CUSIP: 08449Q203 Dividend Option: Cash			**Security Identifier:** WRB PRA					
375 000	08/10/10*	24.3800	9,142.50	25.2000	9,450.00	307.50	632 81	6 69%
CAPITAL ONE FINL CORP DEP SHS REPSTG 1/40TH INT SH FXD RATE NON CUM PERP CALL 9/1/17@25 CUSIP: 14040H402 Dividend Option: Cash			**Security Identifier:** COF PRP					
91.000	08/15/12	24 8000	2,256.80	24 8600	2,262.26	5.46	136.50	6.03%
124 000	08/17/12	24.8500	3,081.40	24.8600	3,082.64	1.24	186.00	6 03%
234 000	09/05/12	24 9200	5,831.28	24.8600	5,817.24	-14.04	351.00	6 03%

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Preferred Stocks *(continued)*								
CAPITAL ONE FINL CORP DEP SHS REPSTG *(continued)*								
163 000	09/06/12	24.9700	4,061.96	24 8600	4,052.18	-9 78	244.50	6 03%
128 000	09/07/12	24 9500	3,193 60	24 8600	3,182 08	-11 52	192 00	6 03%
153 000	09/12/12	24.9670	3,819 92	24 8600	3,803 58	-16 34	229 50	6 03%
104 000	09/19/12	24.8630	2,585 75	24 8600	2,585.44	-0 31	156 00	6 03%
123 000	10/02/12	24 9600	3,070.08	24 8600	3,057 78	-12.30	184 50	6 03%
126.000	10/03/12	24 9760	3,146 99	24 8600	3,132.36	-14 63	189 00	6 03%
1,246.000	**Total Covered**		**31,047.78**		**30,975.56**	**-72.22**	**1,869.00**	
1,246.000	**Total**		**$31,047.78**		**$30,975.56**	**-$72.22**	**$1,869.00**	
CITIGROUP CAP VIII CAP SECS 6.95% TRUST PFD SECS CALLABLE 9/17/06 @25 MTY 9/15/2031 CUSIP 17306R204 Dividend Option Cash			**Security Identifier:** C PRZ					
286.000	08/10/10*	24 2900	6,946.94	25 1900	7,204 34	257 40	495.92	6 89%
CITIGROUP CAP IX TR PFD SECS 6.00% CALLABLE 2/13/08 @25 MATY 02/14/33 CUSIP 173066200 Dividend Option Cash			**Security Identifier:** C PRS					
82 000	05/24/11*	23 7270	1,945.58	24 9700	2,047 54	101 96	123.00	6 00%
97 000	07/07/11*	23 7560	2,304.38	24.9700	2,422.09	117 71	145.50	6 00%
121 000	08/24/11*	21 7200	2,628.12	24 9700	3,021 37	393 25	181.50	6 00%
173 000	03/01/12*	24 0800	4,165.84	24 9700	4,319 81	153.97	259.50	6 00%
473.000	**Total Noncovered**		**11,043.92**		**11,810.81**	**766.89**	**709.50**	
473.000	**Total**		**$11,043.92**		**$11,810.81**	**$766.89**	**$709.50**	
CITIGROUP CAP XIII 7.875% TR PFD SECS FIXED/FLTG CUSIP 173080201 Dividend Option. Cash			**Security Identifier:** C PRN					
123.000	09/30/10*	25 0000	3,075 00	27 9000	3,431 70	356 70	242.16	7 05%
79 000	10/07/10*	26 0800	2,060 32	27.9000	2,204.10	143 78	155.53	7 05%

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Preferred Stocks *(continued)*								
CITIGROUP CAP XIII 7.875% TR PFD SECS *(continued)*								
71 000	12/17/10*	26.5900	1,887 89	27.9000	1,980 90	93 01	139 78	7 05%
71.000	04/29/11*	27.7700	1,971 67	27.9000	1,980.90	9.23	139 78	7.05%
77.000	06/08/11*	27 8000	2,140.60	27.9000	2,148.30	7.70	151 59	7 05%
144.000	04/11/12*	26 9770	3,884.70	27.9000	4,017.60	132.90	283.50	7.05%
73.000	04/12/12*	27.1400	1,981.22	27.9000	2,036.70	55 48	143 72	7.05%
104.000	08/17/12*	27.5740	2,867 66	27 9000	2,901.60	33 94	204.75	7 05%
88.000	09/04/12*	27.5600	2,425 28	27 9000	2,455.20	29.92	173.25	7.05%
103 000	09/06/12*	27.5500	2,837.65	27.9000	2,873 70	36 05	202.78	7 05%
933.000	**Total Noncovered**		**25,131.99**		**26,030.70**	**898.71**	**1,836.84**	
933.000	**Total**		**$25,131.99**		**$26,030.70**	**$898.71**	**$1,836.84**	
CITIGROUP CAP XV ENHANCED TR PFD SECS 6 50% 9/15/66 SERIES CALLABLE 09/15/11@25 CUSIP: 17310G202 Dividend Option. Cash			**Security Identifier:** C PRU					
75.000	09/16/10*	23.6100	1,770 75	25.1001	1,882 51	111.76	121 87	6 47%
CITIGROUP CAP XVI GTD ENHANCED TR PFD SECS 6.45% 12/31/66 CALLABLE 12/31/11@25 CUMULATIVE CUSIP: 17310L201 Dividend Option. Cash			**Security Identifier:** C PRW					
66 000	09/16/10*	23.7700	1,568 82	25 0200	1,651.32	82.50	106.42	6.44%
149 000	08/12/11*	22.8500	3,404 65	25 0200	3,727.98	323.33	240.26	6.44%
56 000	02/10/12*	24.1200	1,350.72	25 0200	1,401.12	50 40	90 30	6.44%
271.000	**Total Noncovered**		**6,324.19**		**6,780.42**	**456.23**	**436.98**	
271.000	**Total**		**$6,324.19**		**$6,780.42**	**$456.23**	**$436.98**	
CITY NATIONAL CORP 5.50% SER C PERP CALL11/13/17@25 CUSIP: 17800X202 Dividend Option: Cash			**Security Identifier:** CYN PRC					
126 000	11/08/12	24.5000	3,087 00	24.3000	3,061.80	-25.20		
30 000	11/14/12	24 6410	739.22	24 3000	729.00	-10.22		
			33 day(s) added to your holding period as a result of a wash sale					
131 000	11/14/12	24 5700	3,218 68	24 3000	3,183.30	-35.38		
190 000	11/30/12	24.1880	4,595.80	24.3000	4,617.00	21.20		
477.000	**Total Covered**		**11,640.70**		**11,591.10**	**-49.60**		
477.000	**Total**		**$11,640.70**		**$11,591.10**	**-$49.60**	**$0.00**	

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Preferred Stocks *(continued)*								
COMCAST CORP NEW 5.00% NTS			**Security Identifier: CCV**					
DUE 12/15/2061 CALLABLE 12/15/17@25								
CUSIP. 20030N606								
Dividend Option Cash								
145 000	12/06/12	25 2570	3,667.31	26 1900	3,797 55	135 24		
COMMONWEALTH REIT SR NT 5.750% 08/01/42			**Security Identifier: CWHO**					
CALLABLE 08/01/17@25								
CUSIP. 203233705								
Dividend Option: Cash								
146.000	07/23/12*	24.1690	3,528 62	23.3900	3,414 94	-113 68	209.87	6.14%
CREDIT SUISSE 7.9% GUERNSEY BRH CAP			**Security Identifier: CRP**					
NT TIER I PFD SHS CALLABLE 3/28/13@								
25 00								
CUSIP: 225448208								
Dividend Option. Cash								
544 000	08/10/10*	26.5700	14,454.08	25.3700	13,801 28	-652 80	1,074 40	7 78%
1,347 000	08/11/10*	26.5460	35,758.08	25 3700	34,173 39	-1,584.69	2,660.32	7.78%
1,891.000	**Total Noncovered**		**50,212.16**		**47,974.67**	**-2,237.49**	**3,734.72**	
370 000	03/08/12	26 2940	9,728.86	25 3700	9,386 90	-341 96	730 75	7.78%
370.000	**Total Covered**		**9,728.86**		**9,386.90**	**-341.96**	**730.75**	
2,261.000	**Total**		**$59,941.02**		**$57,361.57**	**-$2,579.45**	**$4,465.47**	
DTE ENERGY CO JR SUB DEB PFD STOCK			**Security Identifier: DTZ**					
CALLABLE 12/1/16@25 DIV RT-6.5%								
CUSIP. 233331602								
Dividend Option Cash								
122 000	11/29/11*	25 1130	3,063.75	27 2900	3,329 38	265 63	198 25	5.95%
DTE ENERGY CO JR SUB DEB SER C			**Security Identifier: DTQ**					
CUSIP 233331701								
Dividend Option: Cash								
145.000	09/26/12*	24.9880	3,623 29	25.2000	3,654 00	30.71	190.31	5 20%

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Preferred Stocks *(continued)*								
DOMINION RES INC VA NEW ENHANCED JR SUB NTS SER A 8.375% DUE 06/15/2064 CALL/EXT CALL 06/15/14 @ 25 CUSIP: 25746U604 Dividend Option: Cash		**Security Identifier:** DRU						
435 000	08/10/10*	28 7290	12,497.00	26.9300	11,714.55	-782.45	910.78	7.77%
ENTERGY LA LLC 1ST MTG BD SER EXP 06/15/41 CUSIP. 29364W405 Dividend Option. Cash		**Security Identifier:** ELA						
74 000	12/09/10*	24 4990	1,812.89	26.6700	1,973.58	160.69	108.68	5.50%
ENTERGY LA LLC 5.25% 07/01/52 CALLABLE 07/01/17@25 CUSIP: 29364W504 Dividend Option. Cash		**Security Identifier:** ELJ						
189 000	06/27/12*	25.2040	4,763 56	26.2200	4,955.58	192 02	248 06	5 00%
EVEREST RE CAP TR II TR PFD SECS CALLABLE 6.20% MTY 3/29/34 CUSIP 29980R202 Dividend Option. Cash		**Security Identifier:** RE PRB						
88.000	08/03/11*	24.2000	2,129 60	25 1300	2,211.44	81.84	136.40	6.16%
73 000	12/11/12*	25.3900	1,853.47	25.1300	1,834.49	-18.98	113 15	6 16%
161.000	**Total Noncovered**		**3,983.07**		**4,045.93**	**62.86**	**249.55**	
161.000	**Total**		**$3,983.07**		**$4,045.93**	**$62.86**	**$249.55**	
FIRST NIAGRA FINL GROUP INC NEW PFD NON CUM SER B FXD FLTG CUSIP: 33582V207 Dividend Option: Cash		**Security Identifier:** FNFG PRB						
452 000	12/08/11*	25.2700	11,422.04	28 4500	12,859.40	1,437.36	974 62	7.57%
GENERAL ELEC CAP CORP NT 4.8750% 10/15/52 CALLABLE 10/15/17@25 CUSIP. 369622428 Dividend Option: Cash		**Security Identifier:** GEB						
144.000	10/03/12	24.7030	3,557.16	25 4900	3,670.56	113 40		

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Preferred Stocks *(continued)*								
GOLDMAN SACHS GROUP INC DEPOSITARY SHS REPSTG 1/1000TH PFD SER A FLOATING QRTLY CALLABLE 4/25/10 CUSIP 38143Y665 Dividend Option Cash			**Security Identifier:** GS PRA					
351 000	08/10/10*	20.7340	7,277 73	20 6900	7,262 19	-15 54	347.34	4 78%
GOLDMAN SACHS GROUP INC DEP SHS RESTG 1/1000 PFD SER D FLTG CALLABLE 5/24/11 CUSIP. 38144G804 Dividend Option Cash			**Security Identifier:** GS PRD					
1,656 000	08/10/10*	20 9850	34,750 62	20 8420	34,514 35	-236 27	1,748 00	5 06%
95 000	10/20/11*	18.3280	1,741 17	20 8420	1,979 99	238 82	100 28	5 06%
76.000	03/30/12*	20.5670	1,563 11	20.8420	1,583.99	20 88	80 22	5 06%
117 000	07/11/12*	19.1770	2,243 71	20.8420	2,438 57	194 81	123 50	5 06%
1,944.000	**Total Noncovered**		**40,298.61**		**40,516.85**	**218.24**	**2,052.00**	
1,944.000	**Total**		**$40,298.61**		**$40,516.85**	**$218.24**	**$2,052.00**	
GOLDMAN SACHS GROUP INC 5.95% PERPETUAL PFD SER I PERP CALL11/10/17@25 CUSIP. 38145G209 Dividend Option. Cash			**Security Identifier:** GS PRI					
161 000	10/19/12	25 0800	4,037 88	24 9800	4,021 78	-16 10		
175 000	10/23/12	24.9420	4,364 78	24.9800	4,371 50	6.72		
58 000	11/14/12	25 0010	1,450.04	24.9800	1,448 84	-1 20		
			53 day(s) added to your holding period as a result of a wash sale					
235 000	11/14/12	24 7800	5,823 31	24.9800	5,870 30	46 99		
167 000	11/26/12	24 6250	4,112 34	24 9800	4,171 66	59 32		
131 000	11/27/12	24 6700	3,231 77	24 9800	3,272 38	40 61		
927.000	**Total Covered**		**23,020.12**		**23,156.46**	**136.34**		
927.000	**Total**		**$23,020.12**		**$23,156.46**	**$136.34**	**$0.00**	

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Preferred Stocks *(continued)*								
HSBC HLDGS PLC ADR SER A REP 1/40 SER A 6.20% CALLABLE 12/16/10 ISIN#US4042806046 CUSIP. 404280604 Dividend Option: Cash			**Security Identifier:** HBC PRA					
512 000	08/10/10*	23.3860	11,973.39	25 0300	12,815.36	841 97	793.60	6.19%
HSBC HLDGS PLC PERP SUB CAP SECS EXCH PREF SHS SER 2 8% ISIN#US4042808026 CALLABLE CUSIP: 404280802 Dividend Option· Cash			**Security Identifier:** HCS PRB					
219 000	08/10/10*	26 3570	5,772 29	27 5600	6,035.64	263.35	438.00	7.25%
16.000	11/10/10*	27.7600	444.16	27.5600	440.96	-3.20	32.00	7.25%
75.000	11/15/10*	27.7700	2,082.75	27.5600	2,067 00	-15.75	150 00	7.25%
191.000	01/21/11*	27.4750	5,247.71	27.5600	5,263.96	16.25	382.00	7 25%
82 000	03/08/11*	27 3460	2,242.39	27.5600	2,259.92	17 53	164 00	7.25%
96 000	03/28/12*	27.4490	2,635.08	27 5600	2,645.76	10 68	192.00	7.25%
99.000	04/18/12*	27.3450	2,707 18	27 5600	2,728.44	21.26	198.00	7.25%
162 000	08/06/12*	27.5920	4,469.86	27.5600	4,464.72	-5 14	324.00	7.25%
940.000	**Total Noncovered**		**25,601.42**		**25,906.40**	**304.98**	**1,880.00**	
55.000	03/15/12	27.3100	1,502 05	27 5600	1,515.80	13.75	110 00	7.25%
109 000	08/28/12	27.8520	3,035.85	27.5600	3,004.04	-31.81	218.00	7.25%
507 000	10/10/12	28.3760	14,386.38	27.5600	13,972.92	-413.46	1,014.00	7.25%
671.000	**Total Covered**		**18,924.28**		**18,492.76**	**-431.52**	**1,342.00**	
1,611.000	**Total**		**$44,525.70**		**$44,399.16**	**-$126.54**	**$3,222.00**	
HARTFORD FINL SVCS GROUP INC DEL JR SUB DEB FIXED TO FLTG EXP 04/15/42 04/15/22 @ 25 00 CUSIP: 416518504 Dividend Option: Cash			**Security Identifier:** HGH					
130 000	04/11/12*	25.7680	3,349 86	28 7100	3,732.30	382.44	255.93	6.85%
ING GROEP NV PERPETUAL DEBT SECS 7 05% CALLABLE 08/15/07@25 CUSIP: 456837202 Dividend Option: Cash			**Security Identifier:** IND					
491.000	08/10/10*	22.4680	11,031 84	25 0100	12,279 91	1,248.07	865 39	7 04%
88 000	08/31/10*	22.4550	1,976 02	25.0100	2,200.88	224 86	155 10	7 04%
81.000	11/11/10*	24.1200	1,953 72	25 0100	2,025.81	72 09	142 76	7 04%
118 000	12/01/11*	18.0880	2,134.33	25.0100	2,951.18	816 85	207.97	7.04%

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Preferred Stocks *(continued)*								
ING GROEP NV PERPETUAL DEBT SECS *(continued)*								
778.000	**Total Noncovered**		**17,095.91**		**19,457.78**	**2,361.87**	**1,371.22**	
94.000	01/24/12	20 6320	1,939.44	25 0100	2,350 94	411 50	165 68	7.04%
94.000	**Total Covered**		**1,939.44**		**2,350.94**	**411.50**	**165.68**	
872.000	**Total**		**$19,035.35**		**$21,808.72**	**$2,773.37**	**$1,536.90**	
ING GROEP N V PERPETUAL DEBT SECS 7.2% CALLABLE 01/18/08@25 00 CUSIP 456837301 Dividend Option: Cash			**Security Identifier:** INZ					
393 000	08/10/10*	22.8700	8,987.91	25.0800	9,856.44	868.53	707.40	7 17%
143.000	03/09/11*	23.5380	3,365.91	25.0800	3,586.44	220.53	257.40	7 17%
40.000	04/07/11*	23.9570	958 26	25 0800	1,003 20	44 94	72.00	7 17%
71 000	04/08/11*	23.8400	1,692.63	25.0800	1,780.68	88 05	127 80	7.17%
121.000	04/26/11*	23 8420	2,884.87	25 0800	3,034.68	149 81	217 80	7.17%
768.000	**Total Noncovered**		**17,889.58**		**19,261.44**	**1,371.86**	**1,382.40**	
81 000	03/01/12	23.6100	1,912.41	25 0800	2,031.48	119.07	145.80	7.17%
81.000	**Total Covered**		**1,912.41**		**2,031.48**	**119.07**	**145.80**	
849.000	**Total**		**$19,801.99**		**$21,292.92**	**$1,490.93**	**$1,528.20**	
ING GROEP N V PERPETUAL DEBT SECS 6 1250%_CALLABLE CUSIP 456837509 Dividend Option: Cash			**Security Identifier:** ISG					
491 000	08/10/10*	20.4280	10,030.20	23 9100	11,739 81	1,709 61	751 83	6.40%
135 000	04/28/11*	21 6520	2,922.97	23 9100	3,227 85	304.88	206 72	6.40%
626.000	**Total Noncovered**		**12,953.17**		**14,967.66**	**2,014.49**	**958.55**	
626.000	**Total**		**$12,953.17**		**$14,967.66**	**$2,014.49**	**$958.55**	
ING GROEP N V PERPETUAL HYBRID CAP SECS 6 375% PERP/CALL 6/15/12@25 CALLABLE CUSIP 456837608 Dividend Option Cash			**Security Identifier:** ISF					

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Preferred Stocks *(continued)*								
ING GROEP N V PERPETUAL HYBRID CAP *(continued)*								
243 000	03/26/12*	21.9500	5,333.85	24 1900	5,878.17	544 32	387.28	6 58%
ING GROEP NV 7.375% PERP HYBRID CAP SECS PFD SHS CALLABLE 10/15/12@25.00 ISIN#US4568377075 CUSIP. 456837707 Dividend Option: Cash			**Security Identifier:** IDG					
91 000	01/03/12	18.7430	1,705.65	24 9900	2,274.09	568 44	167.78	7.37%
226.000	01/19/12	20 9800	4,741.48	24 9900	5,647.74	906.26	416.68	7.37%
317.000	**Total Covered**		**6,447.13**		**7,921.83**	**1,474.70**	**584.46**	
317.000	**Total**		**$6,447.13**		**$7,921.83**	**$1,474.70**	**$584.46**	
JPMORGAN CHASE & CO DEP SHS REPSTG 1/400 NON-CUM (PFD SER J)8 625% CALLABLE 9/1/13 @25 00 CUSIP. 46625H621 Dividend Option. Cash			**Security Identifier:** JPM PRI					
944.000	08/10/10*	27.4330	25,897.12	25 9700	24,515.68	-1,381 44	2,035 49	8 30%
70 000	05/20/11*	27.4970	1,924.81	25 9700	1,817.90	-106 91	150 94	8.30%
1,014.000	**Total Noncovered**		**27,821.93**		**26,333.58**	**-1,488.35**	**2,186.43**	
1,014.000	**Total**		**$27,821.93**		**$26,333.58**	**-$1,488.35**	**$2,186.43**	
IP MORGAN CHASE CAP XI CAP SECS SER K 5 875% CALLABLE ISIN#US46626V2079 CUSIP. 46626V207 Dividend Option. Cash			**Security Identifier:** JPM PRK					
121.000	08/10/10*	24.4600	2,959 66	25.1700	3,045.57	85.91	177 71	5.83%
JPMORGAN CHASE CAP XXIX GTD CAP SECS SER CC EXP 04/02/40 CUSIP: 48125E207 Dividend Option. Cash			**Security Identifier:** JPM PRC					
186 000	08/10/10*	24.9800	4,646.28	25.5500	4,752.30	106.02	311.55	6.55%
JPMORGAN CHASE & CO DEP SHS REPSTG 5.50% 1/400TH PFD SER O CALLABLE 09/01/17@25 CUSIP· 48126E750 Dividend Option: Cash			**Security Identifier:** JPM PRD					
197 000	09/04/12	25 0000	4,925.00	25 1400	4,952.58	27.58	270 87	5 46%
110.000	09/05/12	25 0000	2,750 00	25 1400	2,765.40	15 40	151.25	5 46%
216 000	09/11/12	24 9990	5,399 83	25.1400	5,430.24	30.41	297.00	5.46%

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Preferred Stocks *(continued)*								
JPMORGAN CHASE & CO DEP SHS REPSTG 5.50% *(continued)*								
282 000	10/19/12	25 3000	7,134 60	25 1400	7,089 48	45 12	387 75	5 46%
129 000	11/16/12	24 8730	3,208 59	25 1400	3,243 06	34 47	177 37	5 46%
117 000	12/11/12	24 9500	2,919 15	25 1400	2,941 38	22 23	160 88	5 46%
1,051.000	**Total Covered**		**26,337.17**		**26,422.14**	**84.97**	**1,445.12**	
1,051.000	**Total**		**$26,337.17**		**$26,422.14**	**$84.97**	**$1,445.12**	
LLOYDS BANKING GROUP PLC PUBLIC INCOME			**Security Identifier:** LYG PRA					
NT-PINES 7.75 % 07/15/50 SERIES								
CALL 7/15/15 @ 25 ISIN#US5394398029								
CUSIP 539439802								
Dividend Option Cash								
67 000	12/09/10*	25 8360	1,731.03	27 4200	1,837 14	106.11	129.81	7.06%
80 000	02/14/11*	25 7000	2,056 00	27 4200	2,193 60	137 60	155.00	7 06%
84 000	06/21/11*	25 7690	2,164.63	27.4200	2,303 28	138 65	162 75	7 06%
117 000	08/08/11*	24 1850	2,829.61	27.4200	3,208.14	378 53	226 69	7 06%
117 000	08/22/11*	24 8040	2,902 10	27.4200	3,208 14	306 04	226 69	7 06%
114 000	08/22/11*	24 8660	2,834 72	27 4200	3,125 88	291 16	220 87	7 06%
108 000	08/24/11*	25 1100	2,711 88	27.4200	2,961 36	249 48	209 25	7 06%
106 000	09/08/11*	25 7470	2,729 19	27 4200	2,906 52	177 33	205 37	7 06%
167 000	09/12/11*	25.1790	4,204 81	27.4200	4,579 14	374.33	323.56	7 06%
122 000	09/22/11*	24 3160	2,966 58	27 4200	3,345 24	378 66	236 38	7 06%
1,082.000	**Total Noncovered**		**27,130.55**		**29,668.44**	**2,537.89**	**2,096.37**	
1,082.000	**Total**		**$27,130.55**		**$29,668.44**	**$2,537.89**	**$2,096.37**	
METLIFE INC PFD SER B 6.50%			**Security Identifier:** MET PRB					
CALLABLE 9/15/10 @25								
CUSIP 59156R603								
Dividend Option Cash								
283 000	08/10/10*	24 8370	7,028 97	25 2220	7,137 83	108 86	459 87	6 44%

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Preferred Stocks *(continued)*								
MORGAN STANLEY CAP TR III CAP SECS PFD 6.25% CALLABLE 03/01/08@25 CUSIP 617460209 Dividend Option: Cash			**Security Identifier:** MWR					
88.000	08/17/11*	23.3790	2,057.39	24 9670	2,197 10	139.71	137.49	6.25%
MORGAN STANLEY CAP TR VI CAP SECS 6.60% MTY 2/1/46 CALLABLE 02/01/11@25 CUSIP: 617461207 Dividend Option: Cash			**Security Identifier:** MSJ					
128 000	10/03/11*	21 3000	2,726.36	25.2000	3,225.60	499.24	211 20	6.54%
MORGAN STANLEY CAP TR IV GTD CAP SECS CALLABLE DUE 4/01/33 6 25% CUSIP 617462205 Dividend Option: Cash			**Security Identifier:** MWG					
128.000	08/10/10*	23 7180	3,035.92	24.9900	3,198.72	162 80	199 99	6.25%
MORGAN STANLEY CAP TR V CAP SECS PFD 5 75% 7/15/2033 CALLABLE 7/16/08 CUSIP 617466206 Dividend Option. Cash			**Security Identifier:** MWO					
288 000	08/10/10*	22 8480	6,580.25	24 6600	7,102.08	521.83	414 00	5.82%
MORGAN STANLEY DEP SHS REPSTG 1/1000 PFD SER A CALLABLE CUSIP: 61747S504 Dividend Option Cash			**Security Identifier:** MS PRA					
1,727 000	08/10/10*	20.3750	35,188.20	19 5400	33,745 58	-1,442.62	1,765.40	5.23%
96.000	05/13/11*	21 0300	2,018.88	19.5400	1,875 84	-143.04	98.13	5.23%
127 000	11/08/11*	16 6190	2,110.66	19 5400	2,481 58	370.92	129 83	5.23%
1,950.000	**Total Noncovered**		**39,317.74**		**38,103.00**	**-1,214.74**	**1,993.36**	
1,950.000	**Total**		**$39,317.74**		**$38,103.00**	**-$1,214.74**	**$1,993.36**	
MORGAN STANLEY CAP TR VIII GTD CAP SEC 6.45% MAT 04/15/2067 CALLABLE 07/15/12@25 CUSIP. 61753R200 Dividend Option. Cash			**Security Identifier:** MSK					
87 000	07/11/11*	24.2270	2,107 76	24.8900	2,165.43	57 67	140.29	6.47%
87.000	07/15/11*	24 6400	2,143.68	24 8900	2,165.43	21.75	140.28	6.47%
174.000	**Total Noncovered**		**4,251.44**		**4,330.86**	**79.42**	**280.57**	
174.000	**Total**		**$4,251.44**		**$4,330.86**	**$79.42**	**$280.57**	

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Preferred Stocks *(continued)*								
NEXTERA ENERGY CAP HLDGS INC GTD JR SUB DEB SER H EXP 05/15/72 CUSIP· 65339K704 Dividend Option: Cash			**Security Identifier:** NEE PRH					
136 000	06/13/12*	24 7500	3,366 06	26 0200	3,538 72	172 66	191 25	5 40%
NEXTERA ENERGY CAP HLDGS INC GTD JR SUB DEB SER I EXP 11/15/72 CUSIP· 65339K803 Dividend Option Cash			**Security Identifier:** NEE PRI					
292.000	11/16/12*	24.6630	7,201.56	25 0900	7,326 28	124 72		
PNC FINL SVCS GROUP INC DEP SHS REPSTG 1/4000TH PERP PFD SER Q 12/1/17@25 5.375% PERP CALL 12/1/17@25 CUSIP. 693475832 Dividend Option Cash			**Security Identifier:** PNC PRQ					
21 000	10/03/12	24 8800	522 48	24.9500	523.95	1 47	28.22	5 38%
125.000	10/17/12	25 2730	3,159 16	24.9500	3,118.75	-40 41	167 96	5.38%
146.000	**Total Covered**		**3,681.64**		**3,642.70**	**-38.94**	**196.18**	
146.000	**Total**		**$3,681.64**		**$3,642.70**	**-$38.94**	**$196.18**	
PNC FINL SVCS GROUP INC DEPOSITARY SHS REPSTG 1/4000TH PERP PFD SER P PERP CALL 5/1/22@25 CUSIP 693475857 Dividend Option Cash			**Security Identifier:** PNC PRP					
242.000	04/20/12*	25 1280	6,081.05	27.7400	6,713 08	632 03	370.56	5.52%
349 000	04/23/12*	24.9800	8,717.95	27.7400	9,681 26	963 31	534.40	5.52%
117 000	05/15/12*	24.9900	2,923.83	27 7400	3,245 58	321 75	179 16	5.52%
118 000	05/16/12*	24 9900	2,948 82	27.7400	3,273 32	324.50	180.69	5.52%
109 000	05/17/12*	24.9600	2,720.64	27.7400	3,023 66	303 02	166 91	5.52%
86.000	05/29/12*	25.1500	2,162.90	27 7400	2,385 64	222.74	131.69	5.52%
198 000	06/01/12*	25 1200	4,973.76	27 7400	5,497.52	518.76	303 19	5.52%

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Preferred Stocks *(continued)*								
PNC FINL SVCS GROUP INC DEPOSITARY SHS *(continued)*								
59.000	06/14/12*	25.3900	1,498.01	27 7400	1,636.66	138 65	90 34	5.52%
168.000	07/19/12*	27.6210	4,640 29	27.7400	4,660.32	20 03	257.24	5.52%
1,446.000	**Total Noncovered**		**36,667.25**		**40,112.04**	**3,444.79**	**2,214.18**	
1,446.000	**Total**		**$36,667.25**		**$40,112.04**	**$3,444.79**	**$2,214.18**	
PS BUSINESS PKS INC CALIF DEP SHS REPSTG 1/1000TH PFD SER T CUSIP: 69360J685 Dividend Option: Cash			**Security Identifier:** PSB PRT					
137 000	05/03/12*	24.9240	3,414.53	25 7900	3,533.23	118 70	205.50	5 81%
PRUDENTIAL FINL INC 9% IR SUB NTS MAT 6/15/38 CALLABLE 6/15/13@25.00 CUSIP. 744320508 Dividend Option Cash			**Security Identifier:** PHR					
346.000	08/10/10*	27 9990	9,687.63	25.8200	8,933.72	-753.91	778.50	8.71%
PRUDENTIAL FINL INC IR SUB NT CUSIP: 744320607 Dividend Option: Cash			**Security Identifier:** PJH					
156.000	11/29/12	24.6990	3,852.98	25.5000	3,978.00	125.02		
QWEST CORP NT 7.375% 06/01/51 06/01/51 CALLABLE 06/01/16@25 CUSIP: 74913G204 Dividend Option Cash			**Security Identifier:** CTQ					
72.000	07/06/11*	25 4500	1,832.40	26.8100	1,930.32	97 92	132.75	6 87%
79.000	09/13/11*	25 0800	1,981.32	26 8100	2,117 99	136.67	145.66	6 87%
57.000	05/24/12*	25 9900	1,481 43	26.8100	1,528 17	46.74	105 09	6 87%
208.000	**Total Noncovered**		**5,295.15**		**5,576.48**	**281.33**	**383.50**	
208.000	**Total**		**$5,295.15**		**$5,576.48**	**$281.33**	**$383.50**	
QWEST CORP NT 7.50% DUE 09/15/2051 CALLABLE 09/15/16@25 CUSIP: 74913G303 Dividend Option: Cash			**Security Identifier:** CTW					
226.000	09/15/11*	24 9270	5,633.46	26.9700	6,095.22	461.76	423.75	6.95%
79.000	09/22/11*	24.7420	1,954.58	26 9700	2,130.63	176.05	148.13	6.95%
52 000	09/27/11*	24.9150	1,295.59	26 9700	1,402.44	106.85	97.50	6.95%
61 000	10/14/11*	24 9300	1,520.73	26 9700	1,645.17	124.44	114.37	6.95%
418.000	**Total Noncovered**		**10,404.36**		**11,273.46**	**869.10**	**783.75**	
418.000	**Total**		**$10,404.36**		**$11,273.46**	**$869.10**	**$783.75**	

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Preferred Stocks *(continued)*								
QWEST CORP NT 7.00% 04/01/52 CALLABLE 04/01/17@25 CUSIP 74913G402 Dividend Option Cash			**Security Identifier:** CTX					
272 000	03/22/12*	24 9690	6,791 49	26 4000	7,180 80	389 31	476 00	6 62%
RAYMOND JAMES FINL INC SR NT 6.90% EXP 03/15/42 CALLABLE 03/15/17@25 CUSIP. 754730208 Dividend Option: Cash			**Security Identifier:** RJD					
159 000	03/01/12*	25 4610	4,048 27	27 2700	4,335 93	287 66	274 27	6 32%
ROYAL BK SCOTLAND GROUP PLC 6.60% SPONS ADR REPSTG PREF SER S PERP/CALL 6/30/12@25 CUSIP 780097739 Dividend Option. Cash			**Security Identifier:** RBS PRS					
384 000	07/19/12*	20 2500	7,776.00	23.0000	8,832 00	1,056.00	633.60	7 17%
ROYAL BK SCOTLAND GROUP PLC 6.35% SER N ADR REPSTG PREF SHS CALLABLE 6/30/10 CUSIP 780097770 Dividend Option Cash			**Security Identifier:** RBS PRN					
388 000	07/09/12*	17.4590	6,774 13	22 5200	8,737 76	1,963 63	615 94	7.04%
181 000	07/18/12*	19.2000	3,475 20	22.5200	4,076 12	600.92	287 34	7 04%
569.000	**Total Noncovered**		**10,249.33**		**12,813.88**	**2,564.55**	**903.28**	
569.000	**Total**		**$10,249.33**		**$12,813.88**	**$2,564.55**	**$903.28**	
ROYAL BK SCOTLAND GROUP PLC SPON ADR SER L REPSTG PREF SHS SER L 5 75% CALLABLE 9/30/09 @25 CUSIP 780097788 Dividend Option Cash			**Security Identifier:** RBS PRL					
107 000	06/24/11*	17 9380	1,919 32	22.1200	2,366 84	447 52	153.81	6 49%
164 000	10/05/11*	14 9490	2,451 58	22 1200	3,627 68	1 176 10	235 75	6 49%

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Preferred Stocks *(continued)*								
ROYAL BK SCOTLAND GROUP PLC SPON ADR *(continued)*								
45.000	11/23/11*	14.9990	674 97	27 1200	995 40	320.43	64.69	6.49%
149 000	12/14/11*	14.6750	2,186 51	22.1200	3,295 88	1,109.37	214.19	6.49%
402.000	03/26/12*	19 2000	7,718.40	22.1200	8,892 24	1,173 84	577.87	6 49%
867.000	**Total Noncovered**		**14,950.78**		**19,178.04**	**4,227.26**	**1,246.31**	
184 000	01/09/12	15 9590	2,936.53	22.1200	4,070 08	1,133 55	264.50	6 49%
-162.000	01/18/12	16 3030	2,641.10	22.1200	3,583.44	942.34	232.87	6 49%
346.000	**Total Covered**		**5,577.63**		**7,653.52**	**2,075.89**	**497.37**	
1,213.000	**Total**		**$20,528.41**		**$26,831.56**	**$6,303.15**	**$1,743.68**	
SCHWAB CHARLES CORP NEW DEP SHS REPSTG			**Security Identifier:** SCHW PRB					
1/40TH INT SH NON CUM PERPETUAL PFD								
6 00% SER B CALLABLE 09/01/17@25								
CUSIP: 808513204								
Dividend Option. Cash								
354 000	05/31/12*	24.6800	8,736 72	26 1500	9,257.10	520.38	531.00	5 73%
202 000	06/05/12*	24.7800	5,005 56	26 1500	5,282.30	276 74	303.00	5.73%
90.000	07/02/12*	25 8300	2,324.70	26 1500	2,353.50	28.80	135 00	5 73%
646.000	**Total Noncovered**		**16,066.98**		**16,892.90**	**825.92**	**969.00**	
100 000	08/30/12	26 0000	2,600.00	26 1500	2,615 00	15 00	150 00	5 73%
100.000	**Total Covered**		**2,600.00**		**2,615.00**	**15.00**	**150.00**	
746.000	**Total**		**$18,666.98**		**$19,507.90**	**$840.92**	**$1,119.00**	
STATE STR CORP DEP SHS REPSTG 1/4000			**Security Identifier:** STT PRC					
OWNERSHIP INT IN SH NON CUM								
CUSIP· 857477509								
Dividend Option: Cash								
196 000	08/15/12	24 9000	4,880.40	25.4100	4,980.36	99 96	257.25	5 16%
66 000	09/04/12	25 1000	1,656.60	25 4100	1,677.06	20 46	86 62	5 16%
262.000	**Total Covered**		**6,537.00**		**6,657.42**	**120.42**	**343.87**	
262.000	**Total**		**$6,537.00**		**$6,657.42**	**$120.42**	**$343.87**	
TCF FINL CORP DEL DEP SHS REPSTG			**Security Identifier:** TCB PRB					
1/1000 PERP PFD SER A								
CALL 6/25/17 @ 25.00								
CUSIP· 872277207								
Dividend Option: Cash								
176.000	06/19/12*	25 1500	4,426.40	26 2800	4,625.28	198 88	330 00	7 13%
76.000	06/29/12*	25.2900	1,922.04	26 2800	1,997.28	75.24	142.50	7.13%
100.000	07/24/12*	25 8500	2,585 00	26.2800	2,628.00	43 00	187 50	7.13%

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Preferred Stocks *(continued)*								
TCF FINL CORP DEL DEP SHS REPSTG *(continued)*								
352.000	**Total Noncovered**		**8,933.44**		**9,250.56**	**317.12**	**660.00**	
352.000	**Total**		**$8,933.44**		**$9,250.56**	**$317.12**	**$660.00**	
UBS PFD FDG TR IV TR PFD SEC FLTG RT CALLABLE 6/15/08 CUSIP. 90263W201 Dividend Option· Cash			**Security Identifier:** UBS PRD					
1,143 000	08/10/10*	15.4820	17,695 64	14 8700	16,996.41	-699.23	268 40	1 57%
US BANCORP DEL DEPOSITARY SHS REPSTG 1/100TH PFD SER B_CALLABLE CUSIP. 902973155 Dividend Option: Cash			**Security Identifier:** USB PRH					
927 000	08/10/10*	21.6400	20,060.28	24.6800	22,878 36	2,818 08	829.14	3 62%
US BANCORP DEL DEPOSITARY SHS REPSTG 1/1000TH PFD SER G CUSIP: 902973817 Dividend Option Cash			**Security Identifier:** USB PRN					
117 000	04/18/12*	25 4440	2,976 89	27 7500	3,246 75	269 86	175.50	5 40%
230 000	04/19/12*	25.3910	5,839 86	27.7500	6,382 50	542 64	345 00	5 40%
347.000	**Total Noncovered**		**8,816.75**		**9,629.25**	**812.50**	**520.50**	
347.000	**Total**		**$8,816.75**		**$9,629.25**	**$812.50**	**$520.50**	
US BANCORP DEL DEPOSITARY SHS REPSTG 1/1000TH NON CUM PERP PFD SER F CUSIP: 902973833 Dividend Option· Cash			**Security Identifier:** USB PRM					
71 000	05/23/12*	26 9120	1,910.73	28.6400	2,033 44	122 71	115 37	5 67%
114 000	05/25/12*	26 9950	3,077.43	28.6400	3,264 96	187 53	185.25	5 67%
230 000	06/25/12*	27 8640	6,408 77	28.6400	6,587 20	178.43	373.75	5 67%
415.000	**Total Noncovered**		**11,396.93**		**11,885.60**	**488.67**	**674.37**	
415.000	**Total**		**$11,396.93**		**$11,885.60**	**$488.67**	**$674.37**	

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Preferred Stocks *(continued)*								
VORNADO RLTY LP PUBLIC INCOME NT REIT 7 875% 10/01/39 CALLABLE 10/01/14@25 CUSIP. 929043602 Dividend Option. Cash			**Security Identifier:** VNOD					
939.000	08/10/10*	25.9940	24,408.31	27 0800	25,428.12	1,019 81	1,848 65	7.27%
WEINGARTEN RLTY INVS PFD SER G 8.10% DUE 09/15/2019 CUSIP 948741848 Dividend Option: Cash			**Security Identifier:** WRD					
499.000	08/10/10*	22 7460	11,350.31	22 7600	11,357.24	6 93	808.38	7.11%
WELLS FARGO & CO NEW DEP SHS SER J PFD SHS_CALLABLE CUSIP: 949746879 Dividend Option Cash			**Security Identifier:** WFC PRJ					
1,102.000	08/10/10*	27.8160	30,653 60	29.3500	32,343.70	1,690.10	2,204.00	6.81%
81.000	02/14/11*	28.0000	2,268 00	29.3500	2,377.35	109.35	162 00	6.81%
65 000	05/04/11*	28 9000	1,878 50	29 3500	1,907.75	29 25	130 00	6 81%
132.000	05/23/11*	29 1290	3,845 09	29 3500	3,874.20	29.11	264.00	6.81%
69 000	05/25/11*	29.2280	2,016.70	29 3500	2,025.15	8.45	138.00	6.81%
87.000	06/22/11*	28.3000	2,462.10	29.3500	2,553.45	91.35	174.00	6.81%
141 000	06/30/11*	28 5580	4,026 66	29.3500	4,138.35	111.69	282 00	6 81%
1,677.000	**Total Noncovered**		**47,150.65**		**49,219.95**	**2,069.30**	**3,354.00**	
1,677.000	**Total**		**$47,150.65**		**$49,219.95**	**$2,069.30**	**$3,354.00**	
Total Preferred Stocks			**$1,236,749.93**		**$1,294,735.89**	**$57,985.96**	**$79,239.87**	
Real Estate Investment Trusts								
COMMONWEALTH REIT CUM RED PFD SER E 7 25% CUSIP: 203233606 Dividend Option Cash			**Security Identifier:** CWH PRE					
77 000	10/04/11*	23.8500	1,836 45	25.2200	1,941.94	105.49	139.56	7.18%
DIGITAL RLTY TR INC REDEEMABLE PFD SER E 7.00% PERP/CALL 9/15/16@25 CUSIP: 253868707 Dividend Option. Cash			**Security Identifier:** DLR PRE					
122 000	09/16/11*	24.9500	3,043.90	26 6700	3,253.74	209.84	213 50	6 56%

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Real Estate Investment Trusts *(continued)*								
KIMCO RLTY CORP DEPOSITARY SH REPSTG 1/1000TH PFD SER I CUSIP 49446R794 Dividend Option: Cash			**Security Identifier:** KIM PRI					
136.000	03/09/12	24.9150	3,388.38	25.6100	3,482.96	94.58	204.00	5.85%
PUBLIC STORAGE DEP SHS REPSTG 1/1000 PFD BEN INT SER U 5.625% CUSIP 74460W602 Dividend Option: Cash			**Security Identifier:** PSA PRU					
136.000	06/07/12*	24.7830	3,370.53	25.9800	3,533.28	162.75	191.25	5.41%
PUBLIC STORAGE DEP SHS REPSTG 1/1000TH PFD SH BEN INT SER V 5.375% CUSIP 74460W800 Dividend Option: Cash			**Security Identifier:** PSA PRV					
144.000	09/12/12	24.7150	3,558.91	25.8000	3,715.20	156.29	193.50	5.20%
REGENCY CTRS CORP 6.0% PFD SER 7 CUSIP 758849806 Dividend Option: Cash			**Security Identifier:** REG PRG					
86.000	08/16/12	24.8000	2,132.80	25.1700	2,164.62	31.82	129.00	5.95%
VORNADO RLTY TR PFD SER K 5.700% CALLABLE 07/18/17@25 CUSIP 929042851 Dividend Option: Cash			**Security Identifier:** VNO PRK					
142.000	07/12/12*	25.1330	3,569.63	25.5300	3,625.26	55.63	202.35	5.58%
Total Real Estate Investment Trusts			**$20,900.60**		**$21,717.00**	**$816.40**	**$1,273.16**	

ACCOUNT NUMBER 1828-9845

Stocks, options & ETFs

Stocks and ETFs

DESCRIPTION	QUANTITY	CURRENT PRICE	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
ISHARES NASDAQ BIOTECH INDEX FD IBB	207	137 2200	28,404.54	135 99	0.47
ISHARES RUSSELL MIDCAP VALUE IWS	566	50.2400	28,435 84	594.86	2.09
ISHARES TR -RUSSELL 1000 VALUE INDEX FD IWD	585	72 8200	42,599 70	980.46	2.30
PANERA BREAD COMPANY CL A PNRA	59	158.8300	9,370 97	N/A	N/A

ACCOUNT NUMBER 1828-9845

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	QUANTITY	CURRENT PRICE	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
POWERSHARES QQQ TR ET SERIES 1 QQQ	271	65 1301	17,650.25	223.03	1 26
SPDR DOW JONES INDL ET AVERAGE ETF TR DIA	288	130.5800	37,607.04	953.56	2.53
SPDR S&P MIDCAP 400 ET TRUST SERIES N MDY	111	185 7100	20,613 81	235.32	1.14
SPDR S&P 500 TRUST ET SPY	206	142.4100	29,336.46	639.21	2.17
STARBUCKS CORP SBUX	455	53 6300	24,401.65	382.20	1.56
Total Stocks and ETFs			**$238,420.26**	**$4,144.63**	**1.74**
Total Stocks, options & ETFs			**$238,420.26** ✓	**$4,144.63**	**1.74**