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Form 990-PF

Department of the Treasury  
Internal Revenue ServiceReturn 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 <b>DIAN GRAVES OWEN FOUNDATION</b>		A Employer identification number <b>75-2682536</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>400 NORTH PINE STREET, SUITE 1000</b>		B Telephone number <b>325-677-1367</b>
City or town, state, and ZIP code <b>ABILENE, TX 79601</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 128,484,531.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		2,906,815.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		1,025,686.	1,025,686.		STATEMENT 1
4 Dividends and interest from securities		3,065,795.	3,065,795.		STATEMENT 2
5a Gross rents		-1,824.			STATEMENT 3
b Net rental income or (loss) -1,824.					
6a Net gain or (loss) from sale of assets not on line 10		8,796,410.			
b Gross sales price for all assets on line 6a 20,664,559.					
7 Capital gain net income (from Part IV, line 2)			8,796,410.		
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		8,121,523.	6,504,450.		STATEMENT 4
12 Total. Add lines 1 through 11		23,914,405.	19,392,341.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages		80,000.	0.		80,000.
15 Pension plans, employee benefits					
16a Legal fees		875.	438.		438.
b Accounting fees		16,769.	8,385.		8,385.
c Other professional fees		116,764.	116,764.		0.
17 Interest		84,424.	84,424.		0.
18 Taxes		19,631.	15,694.		3,937.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		2,195,211.	491,030.		43,409.
24 Total operating and administrative expenses. Add lines 13 through 23		2,513,674.	716,735.		136,169.
25 Contributions, gifts, grants paid		6,007,523.			6,007,523.
26 Total expenses and disbursements. Add lines 24 and 25		8,521,197.	716,735.		6,143,692.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		15,393,208.			
b Net investment income (if negative, enter -0-)			18,675,606.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II. Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			458,743.	466,343.	466,343.
	2 Savings and temporary cash investments			18,860,974.	16,578,259.	16,578,259.
	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 10			35,432,164.	43,627,406.	62,071,422.
	c Investments - corporate bonds STMT 11			2,706,896.	2,819,501.	2,883,044.
Liabilities	11 Investments - land, buildings, and equipment, basis ▶					
	Less: accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other STMT 12			20,497,034.	29,457,552.	46,485,463.
	14 Land, buildings, and equipment, basis ▶ 12,780.					
	Less: accumulated depreciation STMT 13 ▶ 12,780.					
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers)			77,555,811.	92,949,061.	128,484,531.
	17 Accounts payable and accrued expenses			2,448.	2,490.	
	18 Grants payable					
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)			2,448.	2,490.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	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 ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds			0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			77,553,363.	92,946,571.	
	30 Total net assets or fund balances			77,553,363.	92,946,571.	
	31 Total liabilities and net assets/fund balances			77,555,811.	92,949,061.	

## 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	77,553,363.
2 Enter amount from Part I, line 27a	2	15,393,208.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	92,946,571.
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	92,946,571.

**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.)
<b>1a</b>				
<b>b</b> SEE ATTACHED STATEMENT				
<b>c</b>				
<b>d</b>				
<b>e</b>				

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 20,664,559.		11,868,149.	8,796,410.

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))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			8,796,410.

<b>2</b> Capital gain net income or (net capital loss) <span style="float: right;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>		<b>2</b>	8,796,410.
<b>3</b> 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		<b>3</b>	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	4,521,408.	91,120,666.	.049620
2010	4,128,514.	73,329,279.	.056301
2009	2,984,834.	58,442,392.	.051073
2008	3,059,562.	54,215,277.	.056434
2007	2,407,899.	49,162,202.	.048979

<b>2</b> Total of line 1, column (d)	<b>2</b>	.262407
<b>3</b> 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	<b>3</b>	.052481
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	112,947,494.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	5,927,597.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	186,756.
<b>7</b> Add lines 5 and 6	<b>7</b>	6,114,353.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	6,143,692.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	186,756.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	186,756.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	186,756.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	345,214.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	120,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	465,214.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	278,458.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 125,000. Refunded <input checked="" type="checkbox"/>	11	153,458.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	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?	4b	X
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) <input checked="" type="checkbox"/> 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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>NONE</b>	13	X	
14	The books are in care of ► <b>DIAN GRAVES OWEN FOUNDATION</b> Telephone no. ► <b>325-677-1367</b> Located at ► <b>400 NORTH PINE, SUITE 1000, ABILENE, TX</b> ZIP+4 ► <b>79601</b>			
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 <b>N/A</b>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ 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
DIAN GRAVES OWEN STAI 400 N. PINE ST., SUITE 1000 ABILENE, TX 79601	CHAIRMAN, TREASURER, DIR 0.00	0.	0.	0.
TUCKER S. BRIDWELL 400 N. PINE ST., SUITE 1000 ABILENE, TX 79601	PRESIDENT, DIRECTOR 0.00	0.	0.	0.
DIANE K. NICHOLS 400 N. PINE ST., SUITE 1000 ABILENE, TX 79601	SECRETARY 0.00	0.	0.	0.
DEBORAH O. CARSON 400 N. PINE ST., SUITE 1000 ABILENE, TX 79601	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
JANE V BEARD 400 PINE ST, #1000, ABILENE, TX 79601	PROGRAM DIRECTOR 40.00	80,000.	20,000.	0.

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

0

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**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.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	57,908,578.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	17,982,160.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	38,776,769.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	114,667,507.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	114,667,507.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	1,720,013.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	112,947,494.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	5,647,375.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	5,647,375.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	186,756.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	5,962.
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	192,718.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	5,454,657.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	5,454,657.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	5,454,657.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	6,143,692.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	6,143,692.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	186,756.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	5,956,936.

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				5,454,657.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007	311,256.			
<b>b</b> From 2008	885,728.			
<b>c</b> From 2009	136,199.			
<b>d</b> From 2010	872,458.			
<b>e</b> From 2011	329,215.			
<b>f</b> Total of lines 3a through e	2,534,856.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$ 6,143,692.				
<b>a</b> Applied to 2011, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2012 distributable amount				5,454,657.
<b>e</b> Remaining amount distributed out of corpus	689,035.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,223,891.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7	311,256.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,912,635.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008	885,728.			
<b>b</b> Excess from 2009	136,199.			
<b>c</b> Excess from 2010	872,458.			
<b>d</b> Excess from 2011	329,215.			
<b>e</b> Excess from 2012	689,035.			

**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)

- 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.**

- 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).)

DIAN GRAVES OWEN STAI

- 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.

DIAN GRAVES OWEN STAI

- 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
<b>a Paid during the year</b>				
SEE EXHIBIT G, ATTACHED 400 PINE ST., STE 1000 ABILENE, TX 79601	NONE		GENERAL FUND	6,007,523.
<b>Total</b>			▶ <b>3a</b>	6,007,523.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			▶ <b>3b</b>	0.



## Part XVII

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




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

[illegible]

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

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

and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee      Date      Title

I am not the preparer of this return with the preparer shown below (see instr. 7)? ☒ Yes ☐ No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	TIM MCCOMMON	<i>[Signature]</i>	NOV 12 2013		P00542207
	Firm's name ▶ VIEBIG, MCCOMMON & ASSOCIATES, PC, CPA'			Firm's EIN ▶ 76-0124314	
	Firm's address ▶ 401 WEST ALABAMA HOUSTON, TX 77006			Phone no. (713) 529-9949	

**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

**DIAN GRAVES OWEN FOUNDATION**

**75-2682536**

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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

**DIAN GRAVES OWEN FOUNDATION****75-2682536****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
<u>1</u>	<u>DIAN O STAI</u> <u>400 PINE ST, SUITE 1000</u> <u>ABILENE, TX 79601</u>	\$ <u>20,815.</u>	Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>2</u>	<u>DIAN O STAI</u> <u>400 PINE ST, SUITE 1000</u> <u>ABILENE, TN 79601</u>	\$ <u>2,886,000.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)





Name of organization

Employer identification number

**DIAN GRAVES OWEN FOUNDATION****75-2682536****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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

**Dian Graves Owen Private Foundation**  
**75-2682536**  
**2012**

CORRECTED COPY: March 18, 2013

**Schedule of Realized Gains and Losses**

This section includes a summary of the short-term or long-term gain or loss from the sale of selected securities in this account. "Short-term" refers to securities held for one year or less; "long-term" refers to securities held more than one year. RBC provides the following Schedule of Realized Gains and Losses as a service to its clients; the information may not be accurate for tax reporting or other purposes and may rely on information, such as the original cost basis for a security, that you or another source at your direction provided to RBC. Cost basis information may reflect a change in the value of certain fixed income and other securities that return or amortize principal over time. In the case of bonds purchased at a premium, cost basis information may be amortized. In addition, cost basis information may reflect accretion for zero coupon and OID bonds. Please refer to IRS Publications 1212 and 550 or consult your tax advisor for additional information.

Please see Form 1099-B for information reported to the IRS.

**Short-Term**

QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
2,000.000	CME GROUP INC SYMBOL: CME, CUSIP: 12572Q105	<input type="checkbox"/>	12/22/11	01/11/12	452,149.31	491,063.40	-38,914.09
6,500.000	CME GROUP INC SYMBOL: CME, CUSIP: 12572Q105	<input type="checkbox"/>	07/12/12	11/07/12	359,344.45	337,226.63	22,117.82
1,500.000	EXPEDITORS INTERNATIONAL OF WASHINGTON INC SYMBOL: EXPD, CUSIP: 302130109	<input type="checkbox"/>	06/22/11	05/09/12	57,522.96	72,990.00	-15,467.04
2,000.000	EXPEDITORS INTERNATIONAL OF WASHINGTON INC SYMBOL: EXPD, CUSIP: 302130109	<input type="checkbox"/>	02/06/12	05/09/12	76,697.28	87,589.80	-10,892.52
1,500.000	EXPEDITORS INTERNATIONAL OF WASHINGTON INC SYMBOL: EXPD, CUSIP: 302130109	<input type="checkbox"/>	12/07/11	05/09/12	57,522.96	63,132.00	-5,609.04
3,000.000	GOLDMAN SACHS GROUP INC SYMBOL: GS, CUSIP: 38141G104	<input type="checkbox"/>	09/05/12	10/23/12	358,195.27	329,691.00	28,504.27
4,000.000	GOLDMAN SACHS GROUP INC SYMBOL: GS, CUSIP: 38141G104	<input type="checkbox"/>	08/14/12	10/23/12	477,593.70	417,566.80	60,026.90
17,500.000	MCMORAN EXPLORATION COMPANY COM SYMBOL: MMR, CUSIP: 582411104	<input type="checkbox"/>	01/19/12	12/06/12	267,542.76	243,953.50	23,589.26
10,000.000	PAYCHEX INC SYMBOL: PAYX, CUSIP: 704326107	<input type="checkbox"/>	02/24/12	11/01/12	325,812.70	313,300.00	12,512.70
4,000.000	PROCTER & GAMBLE CO SYMBOL: PG, CUSIP: 742718109	<input type="checkbox"/>	04/04/11	03/28/12	268,194.39	248,022.00	20,172.39
1,000.000	PROCTER & GAMBLE CO SYMBOL: PG, CUSIP: 742718109	<input type="checkbox"/>	04/04/11	03/30/12	67,233.69	62,005.50	5,228.19
1,500.000	PROCTER & GAMBLE CO SYMBOL: PG, CUSIP: 742718109	<input type="checkbox"/>	08/29/11	03/30/12	100,850.54	94,703.10	6,147.44
1,000.000	PROCTER & GAMBLE CO SYMBOL: PG, CUSIP: 742718109	<input type="checkbox"/>	01/11/12	04/13/12	66,119.92	65,678.50	441.42

**Dian Graves Owen Private Foundation**  
**75-2682536**  
**2012**

CORRECTED COPY: March 18, 2013

**Schedule of Realized Gains and Losses (cont)**

**Short-Term (cont)**

QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
500.000	PROCTER & GAMBLE CO SYMBOL: PG, CUSIP: 742718109	<input type="checkbox"/>	08/29/11	04/13/12	33,059.96	31,567.70	1,492.26
1,000.000	PROCTER & GAMBLE CO SYMBOL: PG, CUSIP: 742718109	<input type="checkbox"/>	11/22/11	04/13/12	66,119.92	61,929.90	4,190.02
350.000	TECHNE CORP SYMBOL: TECH, CUSIP: 878377100	<input type="checkbox"/>	11/22/11	11/19/12	24,452.52	22,774.85	1,677.67
1,000.000	TECHNE CORP SYMBOL: TECH, CUSIP: 878377100	<input type="checkbox"/>	01/11/12	11/20/12	69,804.03	68,498.40	1,305.63
500.000	TECHNE CORP SYMBOL: TECH, CUSIP: 878377100	<input type="checkbox"/>	12/07/11	11/20/12	34,902.02	33,066.25	1,835.77
650.000	TECHNE CORP SYMBOL: TECH, CUSIP: 878377100	<input type="checkbox"/>	11/22/11	11/20/12	45,372.62	42,296.15	3,076.47
3,400.000	TERADATA CORP ORIGINAL COST 215,077.54 WASH SALE LOSS DISALLOWED: 10,025.27 SYMBOL: TDC, CUSIP: 88076W103	<input type="checkbox"/>	11/01/12	12/04/12	196,140.92	205,052.27	-8,911.37
6,000.000	WALGREEN CO SYMBOL: WAG, CUSIP: 931422109	<input type="checkbox"/>	10/20/11	05/23/12	186,053.43	203,400.00	-17,346.57
4,000.000	WALGREEN CO SYMBOL: WAG, CUSIP: 931422109	<input type="checkbox"/>	11/30/11	05/23/12	124,035.62	133,599.60	-9,563.98
2,000.000	WALGREEN CO SYMBOL: WAG, CUSIP: 931422109	<input type="checkbox"/>	01/11/12	05/23/12	62,017.81	67,998.00	-5,980.19
<b>Short-Term Subtotal</b>					<b>3,776,738.78</b>		<b>79,633.41</b>

**Long-Term**

QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
800.000	C.H. ROBINSON WORLDWIDE INC NEW SYMBOL: CHRW, CUSIP: 12541W209	<input checked="" type="checkbox"/>	09/01/99	01/11/12	52,810.18	98,390.00	-46,420.18
1,800.000	C.H. ROBINSON WORLDWIDE INC NEW SYMBOL: CHRW, CUSIP: 12541W209	<input checked="" type="checkbox"/>	09/01/99	05/18/12	107,144.93	14,377.50	92,767.43
3.000	EXPEDITORS INTERNATIONAL OF WASHINGTON INC SYMBOL: EXPD, CUSIP: 302130109	<input checked="" type="checkbox"/>	06/12/09	04/20/12	127.53	101.61	25.92
1,468.000	EXPEDITORS INTERNATIONAL OF WASHINGTON INC SYMBOL: EXPD, CUSIP: 302130109	<input checked="" type="checkbox"/>	01/26/00	04/20/12	62,402.25	15,877.34	46,524.92
2,329.000	EXPEDITORS INTERNATIONAL OF	<input checked="" type="checkbox"/>	01/14/00	04/20/12	99,001.94	24,716.51	74,285.43

**Dian Graves Owen Private Foundation**  
**75-2682536**  
**2012**

CORRECTED COPY: March 18, 2013

**Schedule of Realized Gains and Losses (cont)**

**Long-Term (cont)**

QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
	WASHINGTON INC SYMBOL: EXPD, CUSIP: 302130109						
3,700.000	EXPEDITORS INTERNATIONAL OF WASHINGTON INC SYMBOL: EXPD, CUSIP: 302130109	<input checked="" type="checkbox"/>	06/12/09	04/23/12	151,293.31	125,313.33	25,979.98
2,500.000	EXPEDITORS INTERNATIONAL OF WASHINGTON INC SYMBOL: EXPD, CUSIP: 302130109	<input checked="" type="checkbox"/>	06/12/09	05/09/12	95,871.60	84,671.17	11,200.43
6,400.000	FASTENAL CO SYMBOL: FAST, CUSIP: 311900104	<input checked="" type="checkbox"/>	12/22/08	04/24/12	294,934.19	106,094.51	188,839.68
110.000	FASTENAL CO SYMBOL: FAST, CUSIP: 311900104	<input checked="" type="checkbox"/>	06/12/09	05/18/12	4,664.19	1,903.07	2,761.12
400.000	FASTENAL CO SYMBOL: FAST, CUSIP: 311900104	<input checked="" type="checkbox"/>	06/12/09	05/18/12	16,960.70	6,926.22	10,034.48
2,000.000	FASTENAL CO SYMBOL: FAST, CUSIP: 311900104	<input checked="" type="checkbox"/>	07/08/09	05/18/12	84,803.50	31,068.80	53,734.70
3,890.000	FASTENAL CO SYMBOL: FAST, CUSIP: 311900104	<input checked="" type="checkbox"/>	12/22/08	05/18/12	164,942.81	64,485.57	100,457.24
9,500.000	GENTEX CORP SYMBOL: GNTX, CUSIP: 371901109	<input checked="" type="checkbox"/>	09/02/10	09/27/12	164,060.37	173,716.05	-9,655.68
2,500.000	MCMORAN EXPLORATION COMPANY COM SYMBOL: MMR, CUSIP: 582411104	<input checked="" type="checkbox"/>	10/18/10	12/06/12	38,220.39	44,100.00	-5,879.61
2,700.000	ROGERS CORP SYMBOL: ROG, CUSIP: 775133101	<input checked="" type="checkbox"/>	06/15/09	01/03/12	102,531.61	56,008.55	46,523.06
5,000.000	ROLLINS INC SYMBOL: ROL, CUSIP: 775711104	<input checked="" type="checkbox"/>	05/26/11	10/23/12	108,201.57	98,230.00	9,971.57
2,130.000	TECHNE CORP SYMBOL: TECH, CUSIP: 878377100	<input checked="" type="checkbox"/>	11/10/09	11/06/12	149,852.79	139,813.63	10,039.16
2,120.000	TECHNE CORP SYMBOL: TECH, CUSIP: 878377100	<input checked="" type="checkbox"/>	11/10/09	11/14/12	145,390.37	139,157.22	6,233.15
1,000.000	TECHNE CORP SYMBOL: TECH, CUSIP: 878377100	<input type="checkbox"/>	02/22/11	11/19/12	89,864.33	70,980.00	1,116.67
750.000	TECHNE CORP SYMBOL: TECH, CUSIP: 878377100	<input checked="" type="checkbox"/>	11/10/09	11/19/12	52,398.25	49,230.15	3,168.10
Long-Term Subtotal					1,965,476.81		712,315.59
Total Gains and Losses					5,742,215.59		791,949.00
Short-Term							79,633.41
Long-Term							712,315.59
Term Unknown							0.00

**Dian Graves Owen Private Foundation**  
**75-2682536**  
**2012**

**Schedule of Realized Gains and Losses**

This section includes a summary of the short-term or long-term gain or loss from the sale of selected securities in this account. "Short-term" refers to securities held for one year or less; "long-term" refers to securities held more than one year. RBC provides the following Schedule of Realized Gains and Losses as a service to its clients; the information may not be accurate for tax reporting or other purposes and may rely on information, such as the original cost basis for a security, that you or another source at your direction provided to RBC. Cost basis information may reflect a change in the value of certain fixed income and other securities that return or amortize principal over time. In the case of bonds purchased at a premium, cost basis information may be amortized. In addition, cost basis information may reflect accretion for zero coupon and OID bonds. Please refer to IRS Publications 1212 and 550 or consult your tax advisor for additional information.

Please see Form 1099-B for information reported to the IRS.

**Term Unknown**

QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
8,000.000	CONCHO RESOURCES INC SYMBOL: CXO, CUSIP: 20605P101 SEE FOOTNOTES: A	<input checked="" type="checkbox"/>	N/A	06/11/12	725,869.33	64,560	661,309
2,000.000	CONCHO RESOURCES INC SYMBOL: CXO, CUSIP: 20605P101 SEE FOOTNOTES: A	<input checked="" type="checkbox"/>	N/A	06/11/12	181,467.33	16,139	165,328
<b>Term Unknown Subtotal</b>					<b>907,336.66</b>	<b>80,699</b>	<b>826,637</b>
<b>Total Gains and Losses</b>					<b>907,336.66</b>		<b>0.00</b>
<b>Short-Term</b>							<b>0.00</b>
<b>Long-Term</b>							<b>0.00</b>
<b>Term Unknown</b>							<b>0.00</b>

A Certain cost basis information is not available for this tax lot; therefore, gain/loss and term are not known. Please contact your Financial Advisor for more information.

**Dian Graves Owen Private Foundation**  
**75-2682536**  
**2012**

**Schedule of Realized Gains and Losses**

This section includes a summary of the short-term or long-term gain or loss from the sale of selected securities in this account. "Short-term" refers to securities held for one year or less; "long-term" refers to securities held more than one year. RBC provides the following Schedule of Realized Gains and Losses as a service to its clients; the information may not be accurate for tax reporting or other purposes and may rely on information, such as the original cost basis for a security, that you or another source at your direction provided to RBC. Cost basis information may reflect a change in the value of certain fixed income and other securities that return or amortize principal over time. In the case of bonds purchased at a premium, cost basis information may be amortized. In addition, cost basis information may reflect accretion for zero coupon and OID bonds. Please refer to IRS Publications 1212 and 550 or consult your tax advisor for additional information.

Please see Form 1099-B for information reported to the IRS.

**Short-Term**

QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
1,778.000	ANSYS INC SYMBOL: ANSS, CUSIP: 03662Q105	<input type="checkbox"/>	11/17/11	01/17/12	102,109.65	103,534.90	-1,425.25
2,417.000	ANSYS INC SYMBOL: ANSS, CUSIP: 03662Q105	<input type="checkbox"/>	07/21/11	01/17/12	138,807.09	127,695.67	11,111.42
747.000	APPLE INC SYMBOL: AAPL, CUSIP: 037833100	<input type="checkbox"/>	04/25/11	01/17/12	317,770.08	262,889.47	54,880.61
3,255.000	EXPEDITORS INTERNATIONAL OF WASHINGTON INC SYMBOL: EXPD, CUSIP: 302130109	<input type="checkbox"/>	08/10/11	01/17/12	139,143.37	137,658.18	1,485.19
2,238.000	EXPRESS SCRIPTS INC COMMON SYMBOL: EMC, CUSIP: 302182100	<input type="checkbox"/>	08/19/11	01/17/12	112,358.87	100,889.71	11,469.16
303.000	MASTERCARD INC SYMBOL: MA, CUSIP: 57636Q104	<input type="checkbox"/>	06/01/11	01/17/12	104,587.53	86,094.39	18,493.14
2,533.000	ROBERT HALF INTERNATIONAL INC SYMBOL: RHI, CUSIP: 770323103	<input type="checkbox"/>	02/07/11	01/17/12	72,598.19	86,110.85	-13,512.66
2,000.000	ROBERT HALF INTERNATIONAL INC SYMBOL: RHI, CUSIP: 770323103	<input type="checkbox"/>	05/18/11	01/17/12	57,321.90	55,714.80	1,607.10
1,562.000	ROCKWELL COLLINS INC SYMBOL: COL, CUSIP: 774341101	<input type="checkbox"/>	02/07/11	01/17/12	89,898.09	103,423.93	-13,525.84
494.000	ROCKWELL COLLINS INC SYMBOL: COL, CUSIP: 774341101	<input type="checkbox"/>	05/24/11	01/17/12	28,431.28	29,639.31	-1,208.03
1,798.000	SCRIPPS NETWORKS INTERACTIVE INC CL A SYMBOL: SNI, CUSIP: 811065101	<input type="checkbox"/>	12/14/11	01/17/12	78,748.19	74,401.24	4,346.95
4,343.000	STARWOOD HOTELS & RESORTS WORLDWIDE INC NEW SYMBOL: HOT, CUSIP: 85590A401	<input type="checkbox"/>	06/08/11	01/17/12	222,097.62	246,895.64	-24,798.02
1,560.000	STARWOOD HOTELS & RESORTS WORLDWIDE INC NEW SYMBOL: HOT, CUSIP: 85590A401	<input type="checkbox"/>	11/18/11	01/17/12	79,777.18	76,390.86	3,386.32
1,080.000	STARWOOD HOTELS & RESORTS WORLDWIDE INC NEW SYMBOL: HOT, CUSIP: 85590A401	<input type="checkbox"/>	08/24/11	01/17/12	55,230.36	45,748.15	9,482.21

**Dian Graves Owen Private Foundation**  
**75-2682536**  
**2012**

**Schedule of Realized Gains and Losses (cont)**

**Short-Term (cont)**

QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
2,002.000	SUNCOR ENERGY INC NEW SYMBOL: SU, CUSIP: 867224107	<input type="checkbox"/>	07/19/11	01/17/12	65,323.40	80,978.50	-15,655.10
4,100.000	SUNCOR ENERGY INC NEW SYMBOL: SU, CUSIP: 867224107	<input type="checkbox"/>	09/28/11	01/17/12	133,779.20	113,714.73	20,064.47
<b>Short-Term Subtotal</b>					<b>1,797,982.00</b>		<b>66,201.67</b>

**Long-Term**

QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
1,848.000	ACCENTURE PLC IRELAND SHS CLA SYMBOL: ACN, CUSIP: G1151C101	<input checked="" type="checkbox"/>	01/07/10	01/17/12	98,830.06	79,067.97	19,762.09
4,116.000	ACCENTURE PLC IRELAND SHS CLA SYMBOL: ACN, CUSIP: G1151C101	<input checked="" type="checkbox"/>	08/20/09	01/17/12	220,121.51	150,274.34	69,847.17
574.000	AFFILIATED MANAGERS GROUP INC SYMBOL: AMG, CUSIP: 008252108	<input checked="" type="checkbox"/>	03/30/10	01/17/12	58,741.39	45,779.37	10,962.02
2,150.000	AFFILIATED MANAGERS GROUP INC SYMBOL: AMG, CUSIP: 008252108	<input checked="" type="checkbox"/>	12/29/08	01/17/12	212,533.09	79,332.18	133,200.90
1,523.000	C H ROBINSON WORLDWIDE INC NEW SYMBOL: CHRW, CUSIP: 12541W209	<input checked="" type="checkbox"/>	10/19/99	01/17/12	101,431.22	12,640.90	88,790.32
246.000	EMC CORP-MASS SYMBOL: EMC, CUSIP: 268648102	<input checked="" type="checkbox"/>	04/13/09	01/17/12	5,533.32	3,180.79	2,352.53
11,858.000	EMC CORP-MASS SYMBOL: EMC, CUSIP: 268648102	<input checked="" type="checkbox"/>	04/20/09	01/17/12	266,723.98	148,373.30	118,350.68
2,269.000	EXPEDITORS INTERNATIONAL OF WASHINGTON INC SYMBOL: EXPD, CUSIP: 302130109	<input checked="" type="checkbox"/>	06/10/09	01/17/12	96,994.25	79,437.16	17,557.09
4,305.000	EXPRESS SCRIPTS INC COMMON SYMBOL: EMC, CUSIP: 302182100	<input checked="" type="checkbox"/>	11/30/10	01/17/12	216,132.68	225,482.12	-9,349.44
367.000	MASTERCARD INC SYMBOL: MA, CUSIP: 57636Q104	<input checked="" type="checkbox"/>	03/12/10	01/17/12	126,678.63	92,183.02	34,495.60
262.000	MASTERCARD INC SYMBOL: MA, CUSIP: 57636Q104	<input checked="" type="checkbox"/>	08/19/10	01/17/12	90,435.42	55,043.55	35,391.87
1,087.000	QUALCOMM INC SYMBOL: QCOM, CUSIP: 747525103	<input checked="" type="checkbox"/>	03/30/10	01/17/12	62,358.25	45,750.74	16,607.51
2,809.000	QUALCOMM INC SYMBOL: QCOM, CUSIP: 747525103	<input checked="" type="checkbox"/>	05/07/10	01/17/12	161,144.74	102,697.04	58,447.70
4,178.000	QUALCOMM INC SYMBOL: QCOM, CUSIP: 747525103	<input checked="" type="checkbox"/>	02/02/09	01/17/12	239,680.57	145,644.97	94,035.60
8,439.000	ROBERT HALF INTERNATIONAL INC SYMBOL: RHI, CUSIP: 770323103	<input checked="" type="checkbox"/>	06/17/10	01/17/12	241,869.75	206,351.27	35,518.48



**Dian Graves Owen Private Foundation**  
**75-2682536**  
**2012**

**Schedule of Realized Gains and Losses (cont)**

**Long-Term (cont)**

QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
3,813.000	ROCKWELL COLLINS INC SYMBOL: COL, CUSIP: 774341101	<input checked="" type="checkbox"/>	09/27/01	01/17/12	219,450.33	52,127.52	167,322.81
1,246.000	SCRIPPS NETWORKS INTERACTIVE INC CL A SYMBOL: SNI, CUSIP: 811065101	<input checked="" type="checkbox"/>	03/30/10	01/17/12	54,571.88	55,258.85	-686.97
3,743.000	SCRIPPS NETWORKS INTERACTIVE INC CL A SYMBOL: SNI, CUSIP: 811065101	<input checked="" type="checkbox"/>	08/31/09	01/17/12	163,934.64	121,337.95	42,596.69
2,853.000	SUNCOR ENERGY INC NEW SYMBOL: SU, CUSIP: 867224107	<input checked="" type="checkbox"/>	08/26/10	01/17/12	93,090.75	86,651.32	6,439.43
3,123.800	SUNCOR ENERGY INC NEW SYMBOL: SU, CUSIP: 867224107	<input checked="" type="checkbox"/>	03/25/09	01/17/12	101,926.70	72,920.64	-29,006.06
3,027.200	SUNCOR ENERGY INC NEW SYMBOL: SU, CUSIP: 867224107	<input checked="" type="checkbox"/>	03/27/09	01/17/12	98,774.73	66,506.91	32,267.82
1,836.000	TERADATA CORP SYMBOL: TDC, CUSIP: 88076W103	<input checked="" type="checkbox"/>	08/20/09	01/17/12	91,256.63	47,552.22	43,704.41
2,385.000	TERADATA CORP SYMBOL: TDC, CUSIP: 88076W103	<input checked="" type="checkbox"/>	01/07/10	01/17/12	118,544.15	72,391.19	46,152.96
<b>Long-Term Subtotal</b>					<b>3,138,758.67</b>		<b>1,092,773.33</b>
<b>Total Gains and Losses</b>					<b>4,936,740.67</b>		<b>1,158,975.00</b>
<b>Short-Term</b>							<b>66,201.67</b>
<b>Long-Term</b>							<b>1,092,773.33</b>
<b>Term Unknown</b>							<b>0.00</b>

# DIAN GRAVES OWEN PRIVATE FOUNDATION #75-2682536

FROM 01/01/2012  
TO 12/31/2012

FIRST FINANCIAL TRUST & ASSET MANAGEMENT CO.  
STATEMENT OF CAPITAL GAINS AND LOSSES  
OWEN, DIAN GRAVES FOUNDATION

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TRUST YEAR ENDING 12/31/2012

TAX PREPARER: 244  
TRUST ADMINISTRATOR: 5  
INVESTMENT OFFICER: 2

LEGEND: F - FEDERAL S - STATE I - INHERITED  
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
195.0000 AT & T INCORPORATED - 00206R102 - MINOR = 34							
SOLD		05/25/2012	6546.30				
ACQ 195.0000		01/13/2012	6546.30	5857.78	688.52	ST	
570.0000 AT & T INCORPORATED - 00206R102 - MINOR = 34							
SOLD		06/19/2012	20195.70				
ACQ 570.0000		01/13/2012	20195.70	17122.74	3072.96	ST	
204.0000 ABBOTT LABORATORIES - 002824100 - MINOR = 34							
SOLD		05/25/2012	12674.32				
ACQ 204.0000		01/13/2012	12674.32	11319.61	1354.71	ST	
283.0000 ABBOTT LABORATORIES - 002824100 - MINOR = 34							
SOLD		09/19/2012	19638.72				
ACQ 283.0000		01/13/2012	19638.72	15703.19	3935.53	ST	
720.0000 ABBOTT LABORATORIES - 002824100 - MINOR = 34							
SOLD		12/12/2012	47987.90				
ACQ 720.0000		01/13/2012	47987.90	39951.58	8036.32	ST	
1127.0000 ALLEGHENY TECHNOLOGIES INC - 01741R102 - MINOR = 34							
SOLD		01/13/2012	55092.11				
ACQ 883.0000		11/14/2008	43164.45	19456.38	23708.07	LT15 Y	
244.0000		08/09/2011	11927.66	10872.59	1055.07	ST	
1924.0000 ALTRIA GROUP INCORPORATED - 02209S103 - MINOR = 34							
SOLD		02/10/2012	55882.44				
ACQ 1924.0000		01/13/2012	55882.44	55757.33	125.11	ST	
1208.0000 AMERICAN CAMPUS COMMUNITIES - 024835100 - MINOR = 34							
SOLD		01/24/2012	50036.67				
ACQ 1208.0000		01/13/2012	50036.67	49583.69	452.98	ST	
1226.0000 ANADARKO PETRO CORP - 032511107 - MINOR = 34							
SOLD		01/13/2012	95614.51				
ACQ 1226.0000		02/11/2010	95614.51	80538.51	15076.00	LT15 Y	
195.0000 APPLE COMPUTER, INC. - 037833100 - MINOR = 34							
SOLD		01/13/2012	81889.43				
ACQ 195.0000		09/21/2011	81889.43	81536.46	352.97	ST	
908.0000 BHP BILLITON LTD - 088606108 - MINOR = 41							
SOLD		01/13/2012	67817.27				
ACQ 795.0000		04/23/2007	59377.46	39805.65	19571.81	LT15 Y	
51.0000		01/24/2008	3809.12	3177.99	631.13	LT15 Y	
29.0000		06/13/2008	2165.97	2393.37	-227.40	LT15 Y	
33.0000		08/09/2011	2464.72	2525.16	-60.44	ST	
487.0000 CF INDS HLDGS INC - 125269100 - MINOR = 34							
SOLD		01/13/2012	83243.45				
ACQ 487.0000		05/20/2011	83243.45	68193.30	15050.15	ST	
53.0000 CENTURYLINK INC - 156700106 - MINOR = 34							
SOLD		05/25/2012	2058.47				
ACQ 53.0000		01/13/2012	2058.47	1938.24	120.23	ST	
1272.0000 CLIFFS NATURAL RESOURCES INC - 18683K101 - MINOR = 34							
SOLD		01/13/2012	89038.41				
ACQ 1055.0000		01/29/2010	73848.68	42123.93	31724.75	LT15 Y	
217.0000		08/09/2011	15189.73	15389.55	-199.82	ST	
75.0000 COCA-COLA CO - 191216100 - MINOR = 34							
SOLD		05/25/2012	5628.62				
ACQ 75.0000		01/13/2012	5628.62	5010.74	617.88	ST	
104.0000 CULLEN / FROST BANKERS INC - 229899109 - MINOR = 34							
SOLD		05/25/2012	5961.66				
ACQ 104.0000		01/13/2012	5961.66	5855.06	106.60	ST	
67.0000 DARDEN RESTAURANTS INC - 237194105 - MINOR = 34							
SOLD		05/25/2012	3549.59				
ACQ 67.0000		01/13/2012	3549.59	2989.75	559.84	ST	
2160.0000 EMC CORP - 268648102 - MINOR = 34							
SOLD		01/13/2012	47864.89				
ACQ 2046.0000		05/24/2011	45338.69	-56081.27	-10742.58	ST	
114.0000		08/09/2011	2526.20	2514.82	11.38	ST	
1143.0000 EATON CORP - 278058102 - MINOR = 34							
SOLD		12/13/2012	59618.88				
ACQ 1143.0000		06/19/2012	59618.88	45731.98	13886.90	ST Y	
2982.0000 EBAY INC - 278642103 - MINOR = 34							
SOLD		01/13/2012	91426.63				
ACQ 2676.0000		05/25/2011	82044.83	82544.97	-500.14	ST	
154.0000		08/09/2011	4721.56	4458.29	263.27	ST	
152.0000		11/14/2011	4660.24	4781.89	-121.65	ST	
851.0000 EXXON MOBIL CORP - 30231G102 - MINOR = 34							
SOLD		04/18/2012	72968.09				
ACQ 851.0000		01/13/2012	72968.09	71960.47	1007.62	ST	
1778.0000 FREEPORT-MCMORAN COPPER & GOLD INC - 35671D857 - MINOR = 34							
SOLD		01/13/2012	74354.71				
ACQ 1778.0000		01/03/2012	74354.71	70289.85	4064.86	ST	
5980.0000 GOODYEAR TIRE & RUBR CO - 382550101 - MINOR = 34							
SOLD		01/13/2012	80489.84				
ACQ 4672.0000		05/25/2011	62884.37	80292.59	-17408.22	ST	
1308.0000		08/09/2011	17605.47	15695.87	1909.60	ST	
96.0000 GOOGLE INC - 38259P508 - MINOR = 34							
SOLD		01/13/2012	59935.48				
ACQ 96.0000		02/09/2010	59935.48	51563.87	8371.61	LT15 Y	
690.0000 HARRIS CORP - 413875105 - MINOR = 34							
SOLD		10/17/2012	32579.32				
ACQ 690.0000		01/13/2012	32579.32	26509.73	6069.59	ST	

# DIAN GRAVES OWEN PRIVATE FOUNDATION #75-2682536

FROM 01/01/2012  
TO 12/31/2012

FIRST FINANCIAL TRUST & ASSET MANAGEMENT CO.  
STATEMENT OF CAPITAL GAINS AND LOSSES  
OWEN, DIAN GRAVES FOUNDATION

TRUST YEAR ENDING 12/31/2012

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TAX PREPARER: 244  
TRUST ADMINISTRATOR: 5  
INVESTMENT OFFICER: 2

LEGEND: F - FEDERAL S - STATE I - INHERITED  
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
888.0000 INTEL CORP - 458140100 - MINOR = 34							
SOLD		01/13/2012	22323.97				
ACQ	866.0000	10/18/2007	21770.90	23094.74	-1323.84	LT15	Y
	22.0000	11/14/2011	553.07	540.76	12.31	ST	
6842.0000 ISHARES MSCI EMERGING MKT INDEX - 464287234 - MINOR = 78							
SOLD		01/13/2012	268203.97				
ACQ	895.0000	12/08/2006	35083.68	33461.07	1622.61	LT15	Y
	556.0000	10/01/2008	21795.00	18970.72	2824.28	LT15	Y
	4659.0000	12/23/2008	182631.15	111893.81	70737.34	LT15	Y
	177.0000	08/09/2011	6938.34	7172.01	-233.67	ST	
	555.0000	11/14/2011	21755.80	22265.93	-510.13	ST	
936.0000 JOY GLOBAL INC - 481165108 - MINOR = 34							
SOLD		01/13/2012	77271.67				
ACQ	740.0000	08/17/2011	61090.85	58780.79	2310.06	ST	
	196.0000	11/14/2011	16180.82	16593.30	-412.48	ST	
51.0000 KIMBERLY-CLARK - 494368103 - MINOR = 34							
SOLD		05/25/2012	4040.63				
ACQ	51.0000	01/13/2012	4040.63	3711.24	329.39	ST	
301.0000 KIMBERLY-CLARK - 494368103 - MINOR = 34							
SOLD		06/20/2012	24613.70				
ACQ	301.0000	01/13/2012	24613.70	21903.62	2710.08	ST	
94.0000 MATTEL INC - 577081102 - MINOR = 34							
SOLD		05/25/2012	2927.10				
ACQ	94.0000	01/13/2012	2927.10	2655.49	271.61	ST	
5244.0000 MCDERMOTT INTERNATIONAL INC - 580037109 - MINOR = 34							
SOLD		01/05/2012	60857.68				
ACQ	2421.0000	08/11/2009	28096.19	26108.77	1987.42	LT15	Y
	1026.0000	08/09/2011	11906.94	13427.16	-1520.22	ST	
	1515.0000	08/31/2011	17581.88	21783.28	-4201.40	ST	
	282.0000	11/14/2011	3272.67	3307.72	-35.05	ST	
1921.0000 METLIFE INC - 59156R108 - MINOR = 34							
SOLD		01/13/2012	67406.78				
ACQ	1921.0000	01/05/2012	67406.78	63459.66	3947.12	ST	
1463.0000 MOSAIC CO NEW - 61945C103 - MINOR = 34							
SOLD		01/13/2012	80361.19				
ACQ	786.0000	04/30/2009	43174.23	32595.50	10578.73	LT15	Y
	551.0000	01/20/2011	30265.90	41110.66	-10844.76	ST	
	126.0000	11/14/2011	6921.06	7149.20	-228.14	ST	
560.0000 NUCOR CORP - 670346105 - MINOR = 34							
SOLD		10/22/2012	22866.61				
ACQ	560.0000	01/13/2012	22866.61	23390.98	-524.37	ST	
1193.0000 NUCOR CORP - 670346105 - MINOR = 34							
SOLD		12/04/2012	48237.49				
ACQ	753.0000	01/13/2012	30446.63	31452.51	-1005.88	ST	
	271.0000	05/24/2012	10957.55	9667.11	1290.44	ST	
	169.0000	05/25/2012	6833.31	6100.88	732.43	ST	
1330.0000 OCCIDENTAL PETROLEUM CORP - 674599105 - MINOR = 34							
SOLD		01/13/2012	129473.11				
ACQ	1163.0000	12/08/2006	113215.96	57894.14	55321.82	LT15	Y
	75.0000	01/24/2008	7301.12	4900.23	2400.89	LT15	Y
	44.0000	06/13/2008	4283.32	3874.20	409.12	LT15	Y
	48.0000	08/09/2011	4672.71	3964.32	708.39	ST	
2695.7770 OPPENHEIMER DEVELOPING MKTS CL A - 683974109 - MINOR = 95							
SOLD		01/13/2012	81088.97				
ACQ	2333.0010	12/08/2006	70176.67	93530.00	-23353.33	LT15	Y
	101.9380	01/24/2008	3066.29	4400.67	-1334.38	LT15	Y
	260.8380	11/14/2011	7846.01	8276.40	-430.39	ST	Y
1051.0000 PG & E CORP CO - 69331C108 - MINOR = 34							
SOLD		05/24/2012	46191.23				
ACQ	927.0000	01/13/2012	40741.46	38210.84	2530.62	ST	
	124.0000	01/24/2012	5449.77	5003.26	446.51	ST	
2805.7530 T. ROWE PRICE INTL LATIN AMER FUND - 77956H880 - MINOR = 92							
SOLD		01/13/2012	115575.98				
ACQ	2470.0490	12/08/2006	101747.49	91540.00	10207.49	LT15	Y
	6.4670	12/26/2007	266.39	355.95	-89.56	LT15	Y
	152.5620	01/24/2008	6284.41	7277.23	-992.82	LT15	Y
	15.0940	06/13/2008	621.76	857.03	-235.27	LT15	Y
	161.5810	11/14/2011	6655.93	7408.50	-752.57	ST	Y
2108.0000 SPDR S&P REGIONAL BANKING ETF (KBW) - 78464A698 - MINOR = 34							
SOLD		01/13/2012	55144.38				
ACQ	2108.0000	01/05/2012	55144.38	54215.44	928.94	ST	
838.0000 SPDR S&P BIOTECH - 78464A870 - MINOR = 34							
SOLD		01/13/2012	61761.09				
ACQ	744.0000	05/13/2010	54833.24	42872.63	11960.61	LT15	Y
	94.0000	08/09/2011	6927.85	5370.20	1557.65	ST	
4013.0000 TAIWAN SEMICONDUCTOR MFG CO LTD - 874039100 - MINOR = 41							
SOLD		04/26/2012	62396.71				
ACQ	4013.0000	01/13/2012	62396.71	55417.92	6978.79	ST	
1147.0000 THERMO FISHER SCIENTIFIC, INC. - 883556102 - MINOR = 34							
SOLD		01/05/2012	53206.57				
ACQ	1069.0000	05/20/2011	49588.34	69468.54	-19880.20	ST	
	78.0000	08/09/2011	3618.23	3974.08	-355.85	ST	
5812.8650 VANGUARD PREC METAL & MI-INV FD - 921908208 - MINOR = 65							
SOLD		01/13/2012	120133.57				
ACQ	2647.5040	12/08/2006	54715.55	83052.21	-28336.66	LT15	Y
	1746.1540	06/01/2011	36087.49	46535.00	-10447.51	ST	Y
	945.0460	08/09/2011	19531.12	22539.36	-3008.24	ST	Y

# DIAN GRAVES OWEN PRIVATE FOUNDATION #75-2682536

FROM 01/01/2012  
TO 12/31/2012

FIRST FINANCIAL TRUST & ASSET MANAGEMENT CO.  
STATEMENT OF CAPITAL GAINS AND LOSSES  
OWEN, DIAN GRAVES FOUNDATION

PAGE 44

RUN 02/12/2013  
10:12:14 AM

TRUST YEAR ENDING 12/31/2012

TAX PREPARER: 244  
TRUST ADMINISTRATOR: 5  
INVESTMENT OFFICER: 2

LEGEND: F - FEDERAL S - STATE I - INHERITED  
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
2537.0000 VANGUARD EMERGING MARKETS BTF - 922042858 - MINOR = 78	474.1610	11/14/2011	9799.41	11394.08	-1594.67	ST	Y
SOLD		01/13/2012	100260.55				
ACQ	1150.0000	05/06/2010	45447.23	44224.52	1222.71	LT15	Y
	570.0000	06/15/2010	22526.02	22758.96	-232.94	LT15	Y
	602.0000	08/09/2011	23790.64	25019.00	-1228.36	ST	
	215.0000	11/14/2011	8496.66	8814.89	-318.23	ST	
84.0000 WASTE MGMT INC - 94106L109 - MINOR = 34							
SOLD		05/25/2012	2761.86				
ACQ	84.0000	01/13/2012	2761.86	2807.27	-45.41	ST	
1721.0000 WASTE MGMT INC - 94106L109 - MINOR = 34							
SOLD		07/11/2012	53812.88				
ACQ	1721.0000	01/13/2012	53812.88	57515.65	-3702.77	ST	
1527.0000 CORE LABORATORIES - N22717107 - MINOR = 35							
SOLD		01/13/2012	168146.80				
ACQ	1372.0000	06/18/2007	151078.85	64796.95	86281.90	LT15	Y
	155.0000	11/14/2011	17067.95	16899.19	168.76	ST	
TOTALS			2951157.90	2655293.77			

## SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	-2346.48	0.00	298512.09	0.00	0.00	0.00*
COVERED FROM ABOVE	-301.48	0.00	0.00	0.00	0.00	
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	0.00	0.00	0.00			0.00
	-2647.96	0.00	298512.09	0.00	0.00	0.00
STATE						
NONCOVERED FROM ABOVE	-2346.48	0.00	298512.09	0.00	0.00	0.00*
COVERED FROM ABOVE	-301.48	0.00	0.00	0.00	0.00	
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	0.00	0.00	0.00			0.00
	-2647.96	0.00	298512.09	0.00	0.00	0.00

\* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

## CAPITAL LOSS CARRYOVER

FEDERAL	0.00	0.00
TEXAS	N/A	N/A

# DIAN GRAVES OWEN PRIVATE FOUNDATION #75-2682536

## DIAN GRAVE OWEN FOUNDATION 2012 FORM 990-PF 75-2682536

Prepared 11/04/2013

JP Morgan - Realized Gains & Losses

Shares	Security	Date	Proceeds	Basis	Gain
600.00	Intuit Inc	02/27/12	36,486.39	34,114.22	2,372.17
450.00	Cliffs Natural Resources	02/27/12	32,544.28	29,843.00	2,701.28
9,300.00	Clean Energy Fuels	02/27/12	159,253.19	185,638.60	(26,385.41)
			228,283.86	249,595.82	(21,311.96)
1,200.00	Verisk Analytics	03/20/12	54,047.02	48,815.53	5,231.49
2,000.00	Expeditors Intl	04/23/13	81,582.44	86,302.02	(4,719.58)
4,500.00	Walgreen Co	05/30/12	139,804.88	156,978.14	(17,173.26)
1,800.00	Petsmark Inc	05/30/12	(115,224.53)	(104,418.77)	(10,805.76)
8,500.00	Walgreen Co	06/01/12	255,014.08	287,463.85	(32,449.77)
3,800.00	Fastenal	06/05/12	149,015.78	178,136.17	(29,120.39)
			404,029.86	465,600.02	(61,570.16)
	Tesla Motors	06/30/12	-	2,471.07	(2,471.07)
	Petsmark Inc	06/30/12	-	6,586.24	(6,586.24)
3,000.00	Tesla Motors	06/08/12	(90,193.98)	(95,211.88)	5,017.90
2,900.00	Tesla Motors	07/13/12	(97,432.98)	(92,079.34)	(5,353.64)
2,100.00	Interoil	08/09/12	(192,578.04)	(131,338.78)	(61,239.26)
400.00	Petsmark Inc	09/28/12	(27,528.78)	(23,204.17)	(4,324.61)
2,500.00	Valassis Comm	09/28/12	(62,832.05)	(58,629.57)	(4,202.48)
			(90,360.83)	(81,833.74)	(8,527.09)
11,900.00	Gentex Corp	09/12/12	216,363.19	279,969.62	(63,606.43)
7,000.00	Gentex Corp	09/12/12	127,436.12	147,699.44	(20,263.32)
			343,799.31	427,669.06	(83,869.75)
	Petsmark Inc	10/31/12	-	1,457.30	(1,457.30)
	Mattel Inc	10/31/12	-	1,061.49	(1,061.49)
	Regeneron Pharma	10/31/12	-	16,101.57	(16,101.57)
	Valassis Comm	10/31/12	-	10,392.81	(10,392.81)
2,800.00	Mattel Inc	10/31/12	(103,407.72)	(91,762.64)	(11,645.08)
2,400.00	Petsmark Inc	10/08/12	(168,487.44)	(138,860.70)	(29,626.74)
1,500.00	Mattel Inc	10/11/12	(53,324.94)	(49,158.56)	(4,166.38)
700.00	Regeneron Pharma	10/17/12	(113,912.97)	(91,281.95)	(22,631.02)
			(335,725.35)	(279,301.21)	(56,424.14)
500.00	Regeneron Pharma	11/29/12	(91,850.00)	(65,201.40)	(26,648.60)
	Mattel Inc	11/30/12	-	1,174.20	(1,174.20)
	H&R Block	11/30/12	-	4,954.69	(4,954.69)
2,600.00	H&R Block	11/20/12	(47,397.87)	(42,352.01)	(5,045.86)
1,600.00	JP Morgan	11/20/12	(65,458.00)	(65,324.53)	(133.47)
			(112,855.87)	(107,676.54)	(5,179.33)

# DIAN GRAVES OWEN PRIVATE FOUNDATION #75-2682536

DIAN GRAVE OWEN FOUNDATION  
2012 FORM 990-PF  
75-2682536

Prepared: 11/04/2013

JP Morgan - Realized Gains & Losses

Shares	Security	Date	Proceeds	Basis	Gain
	H&R Block	12/31/12	-	11,457.81	(11,457.81)
	Regeneron Pharma	12/31/12	-	2,855.53	(2,855.53)
	SAP	12/31/12	-	358.83	(358.83)
	Green Mountain Coffee	12/31/12	-	41,736.64	(41,736.64)
4,500.00	Green Mountain Coffee	12/11/12	(178,098.57)	(148,966.38)	(29,132.19)
600.00	Salesforce	12/11/12	(98,767.03)	(91,350.24)	(7,416.79)
1,150.00	Salesforce	12/12/12	(192,198.15)	(156,534.22)	(35,663.93)
4,950.00	Cliffs Natural Resources	12/13/12	(162,192.94)	(297,807.31)	135,614.37
700.00	SAP	12/18/12	(56,323.00)	(44,179.37)	(12,143.63)
6,400.00	H&R Block	12/18/12	(123,909.95)	(104,053.66)	(19,856.29)
			(811,489.64)	(842,891.18)	31,401.54
8,500.00	Forrest Labs	12/11/12	313,984.39	278,544.79	35,439.60
	Overall Totals		(475,587.18)	(77,601.92)	(397,985.26)

**Schedule of 2012 Passthrough Activities**

		1	2	3	5	6	7
		CPC HMTF EQUITY FUND V, LP 75-2903622	CPC LION FUND 1 13-4264467	CPC PRI CAP EUROPE FUND, LP 75-2812802	EAGLE OIL & GAS PTRS, LLC 20-8771695	ENCAP ENERGY CAP FD V-B, LP 20-1180650	ENCAP ENERGY CAP FD VI-B, LP 20-4682001
Line	Distributive Share Items						
1	Ordinary income (loss)	294			10,468		
2	RRE income (loss)						
5	Interest income	190	725	541		18,912	71,263
6a	Ordinary dividends	56	854	401		620	487,694
6b	Qualified dividends		854	401		620	487,694
7	Royalty income				3,942		
8	Net short-term capital gain (loss)	681					
9a	Net long-term capital gain (loss)	1,009	32,386	26,559		7,759	
10	Net section 1231 gain (loss)	29			51,376		
11A	Other portfolio income		(5,642)	(146)			
11F	Other income (loss)					89	
13A	Cash contributions	1					
13H	Investment interest expense						
13I	Deductions-royalty income				988		
13J	Section 59(e)(2) expenditures	1,594			39,272		
13K	Deductions-portfolio (2%)	4,239	9,579	5,955			
13L	Deductions-portfolio (other)					1,371	1,755
13W	Other						
13W	State Taxes						
15P	Other credits						
16L	Total taxes paid		66	31		93	
17A	AMT depreciation adjustment	18			525		
17B	Adjusted gain or loss	(18)			(11,961)		
17D	O&G - Gross Income	870			83,947		
17E	O&G - Deductions	537			65,130		
18A	Tax Exempt Interest	2					
18C	Non-deductible expenses	3	2	1			
19A	Distributions of money	39,770	145,927	20,917	276,714	84,852	2,252,991
19B	Distributions of other property				842,530		
20A	Investment income	246	(4,046)	796	3,942	19,532	558,957
20B	Investment expenses	4,239	9,579	5,955	988	1,371	1,755
20V	UBTI	294					
20X	Cost Depletion	23			24,602		
	Adjustments						
	Net income (loss)	(3,599)	18,676	21,368	924	25,916	557,202

**Investment Income Summary**

Interest	190	725	541	-	18,912	71,263
Dividends	56	854	401	-	620	487,694
Capital Gains	-1,719	32,386	-26,559	51,376	7,759	-
Oil & Gas Royalty Income	-	-	-	3,942	-	-
Other Income	-	-	-	-	89	-
Portfolio Income	-	(5,642)	(146)	-	-	-
Total Investment Income	1,965	28,323	27,355	55,318	27,380	558,957
Oil & Gas Royalty Deductions	-	-	-	(988)	-	-
Other Deductions	(4,239)	(9,579)	(5,955)	-	(1,371)	(1,755)
Foreign Taxes Paid	-	(66)	(31)	-	(93)	-
Total Expenses	(4,239)	(9,645)	(5,986)	(988)	(1,464)	(1,755)
Net Investment Income	(2,274)	18,678	21,369	54,331	25,916	557,202

**Unrelated Business Income Summary**

Ordinary Income	294	-	-	10,468	-	-
RRE Income	-	-	-	-	-	-
Oil & gas IDC deduction	(1,594)	-	-	(39,272)	-	-
Oil & gas cost depletion	(23)	-	-	(24,602)	-	-
Net unrelated busi. income	(1,323)	-	-	(53,407)	-	-

Schedule of 2012 Passthrough Activities

		8	9	10	11	12	13	14
		ENCAP ENERGY CAP FD VII-B, LP 26-0413869	FOUNDING PTRS STABLE VALUE FD II, LP 20-1880130	FREESTONE BEVERAGE PTRS, LP 20-4943151	FREESTONE METAL PTRS, LP 26-0497670	FREESTONE PTRS II, LP 55-0876134	HOG PS, LP 75-2959685	JOG LP III HA8564569
Line	Distributive Share Items							
1	Ordinary income (loss)			(758)	12,356	2,637	443,062	
2	RRE income (loss)							
5	Interest income	252,595	6					17
6a	Ordinary dividends	1,652,103						
6b	Qualified dividends	1,651,545						
7	Royalty income						124,637	
8	Net short-term capital gain (loss)							
9a	Net long-term capital gain (loss)			59,283		44,092		811
10	Net section 1231 gain (loss)						58,202	
11A	Other portfolio income							
11F	Other income (loss)							
13A	Cash contributions				97	6		
13H	Investment interest expense							
13I	Deductions-royalty income						10,040	
13J	Section 59(e)(2) expenditures						187,058	
13K	Deductions-portfolio (2%)		483					8,967
13L	Deductions-portfolio (other)	2,096						
13W	Other		89					
13W	State Taxes							
15P	Other credits							
16L	Total taxes paid						3,765	
17A	AMT depreciation adjustment				(397)			
17B	Adjusted gain or loss							
17D	O&G - Gross Income						891,632	
17E	O&G - Deductions						335,544	
18A	Tax Exempt Interest							
18C	Non-deductible expenses				2,415	91		
19A	Distributions of money	2,477,833		47,186		55,942	387,826	
19B	Distributions of other property							
20A	Investment income	1,904,698	6				124,637	
20B	Investment expenses	2,096	483				10,040	
20V	UBTI							
20X	Cost Depletion Adjustments						6,119	
	Net income (loss)	1,902,602	(566)	58,525	9,844	46,632	418,919	(8,138)

Investment Income Summary

Interest	252,595	6	-	-	-	-	17
Dividends	1,652,103	-	-	-	-	-	-
Capital Gains	-	-	59,283	-	44,092	58,202	811
Oil & Gas Royalty Income	-	-	-	-	-	124,637	-
Other Income	-	-	-	-	-	-	-
Portfolio Income	-	-	-	-	-	-	-
Total Investment Income	1,904,698	6	59,283	-	44,092	182,839	828
Oil & Gas Royalty Deductions	-	-	-	-	-	(10,040)	-
Other Deductions	(2,096)	(572)	-	-	-	-	(8,967)
Foreign Taxes Paid	-	-	-	-	-	(3,765)	-
Total Expenses	(2,096)	(572)	-	-	-	(13,805)	(8,967)
Net Investment Income	1,902,602	(566)	59,283	-	44,092	169,034	(8,138)

Unrelated Business Income Summary

Ordinary Income	-	-	(758)	12,356	2,637	443,062	-
RRE Income	-	-	-	-	-	-	-
Oil & gas IDC deduction	-	-	-	-	-	(187,058)	-
Oil & gas cost depletion	-	-	-	-	-	(6,119)	-
Net unrelated busi. income	-	-	(758)	12,356	2,637	249,885	-



Schedule of 2012 Passthrough Activities

		15	16	17	18	19	20	21
		MANSEFELDT CORDILERRA	MANSEFELDT ENERGY PTRS I, LLP	MANSEFELDT EV FUND XII PTRS	MANSEFELDT FLATROCK MIDSTREAM II	MANSEFELDT FUND IV PTRS	MANSEFELDT FUND IX PARTNERS	MANSEFELDT GRAYROCK PARTNERS
Line	Distributive Share Items	20-2188952	75-2827234	27-2883184	45-4852075	02-0697675	46-1230554	45-1511641
1	Ordinary income (loss)	945,245	5,615	136,074	(39,509)	(710)		
2	RRE income (loss)							
5	Interest income	13,724	146	124	4	1,160		16
6a	Ordinary dividends							
6b	Qualified dividends							
7	Royalty income	2,620	4,521,002					
8	Net short-term capital gain (loss)							
9a	Net long-term capital gain (loss)	1,925,934				(143,466)		
10	Net section 1231 gain (loss)	1,748,752				(664)		
11A	Other portfolio income		1,812,442					
11F	Other income (loss)							
13A	Cash contributions	4			6			
13H	Investment interest expense							
13I	Deductions-royalty income		262,314					
13J	Section 59(e)(2) expenditures	437,786	38	198,632		49		
13K	Deductions-portfolio (2%)	532	131,933		549			
13L	Deductions-portfolio (other)			875		10,066		65
13W	Other						928	
13W	State Taxes							
15P	Other credits							
16L	Total taxes paid							
17A	AMT depreciation adjustment	1,354		5,316	15	(457)		
17B	Adjusted gain or loss					(29)		
17D	O&G - Gross Income	224,242		347,802		3,325		
17E	O&G - Deductions	51,201		427,125		3,536		
18A	Tax Exempt Interest							
18C	Non-deductible expenses	24			34			
19A	Distributions of money	3,555,000		27,500		10,500		
19B	Distributions of other property	1,332,732						
20A	Investment income	16,344		124	4	1,160		16
20B	Investment expenses	532		875	549	10,066		65
20V	UBTI				(39,508)			
20X	Cost Depletion	45,772		142,488				
	Adjustments							
	Net income (loss)	4,152,157	5,944,920	(205,797)	(40,094)	(153,795)	(928)	(49)

Investment Income Summary

Interest	13,724	146	124	4	1,160	-	16
Dividends	-	-	-	-	-	-	-
Capital Gains	3,674,686	-	-	-	(144,130)	-	-
Oil & Gas Royalty Income	2,620	4,521,002	-	-	-	-	-
Other Income	-	-	-	-	-	-	-
Portfolio Income	-	1,812,442	-	-	-	-	-
Total Investment Income	3,691,030	6,333,590	124	4	(142,970)	-	16
Oil & Gas Royalty Deductions	-	(262,314)	-	-	-	-	-
Other Deductions	(532)	(131,933)	(875)	(549)	(10,066)	(928)	(65)
Foreign Taxes Paid	-	-	-	-	-	-	-
Total Expenses	(532)	(394,247)	(875)	(549)	(10,066)	(928)	(65)
Net Investment Income	3,690,498	5,939,343	(751)	(545)	(153,036)	(928)	(49)

Unrelated Business Income Summary

Ordinary Income	945,245	5,615	136,074	(39,509)	(710)	-	-
RRE Income	-	-	-	-	-	-	-
Oil & gas IDC deduction	(437,786)	(38)	(198,632)	-	(49)	-	-
Oil & gas cost depletion	(45,772)	-	(142,488)	-	-	-	-
Net unrelated busi. income	461,687	5,577	(205,046)	(39,509)	(759)	-	-

Schedule of 2012 Passthrough Activities

Line	Distributive Share Items	22	23	24	25	26	27
		MANSEFELDT HALCON PTRS 45-4047043	MANSEFELDT MIDSTREAM PTRS 94-3445231	MANSEFELDT PENNYBACKER PTRS 26-4383141	MANSEFELDT FRASER MCCOMBS VENTURES 45-4863065	MANSEFELDT ANCOR PTRS 27-2845932	MANSEFELDT FUND VIII CO-INVEST PTRS 45-3778163
1	Ordinary income (loss)	(1,003)	155,107	(21,532)			67,859
2	RRE income (loss)			(1,774)			
5	Interest income	559,597	6,222	47,691	3,878		126
6a	Ordinary dividends		11				2
6b	Qualified dividends						
7	Royalty income						
8	Net short-term capital gain (loss)	16,843	127,516				
9a	Net long-term capital gain (loss)		605,595				78
10	Net section 1231 gain (loss)		640,597				
11A	Other portfolio income						
11F	Other income (loss)		(13,852)				
13A	Cash contributions		73				14
13H	Investment interest expense						
13I	Deductions-royalty income						
13J	Section 59(e)(2) expenditures						82,722
13K	Deductions-portfolio (2%)				25,703		
13L	Deductions-portfolio (other)	1,400	888	1,451		450	1,851
13W	Other		24				
13W	State Taxes						
15P	Other credits						
16L	Total taxes paid						
17A	AMT depreciation adjustment		16,065				384
17B	Adjusted gain or loss		(793)				
17D	O&G - Gross Income						15,128
17E	O&G - Deductions						23,831
18A	Tax Exempt Interest		2				
18C	Non-deductible expenses		4,479	1			54
19A	Distributions of money		2,216,000	110,000			
19B	Distributions of other property	6,000,000					
20A	Investment income	559,597	2,633	47,691	3,878		128
20B	Investment expenses	1,400	888	1,451	25,703	450	1,851
20V	UBTI		141,258				(14,861)
20X	Cost Depletion						1,420
	Adjustments						
	Net income (loss)	574,037	1,515,734	22,933	(21,825)	(450)	(17,996)

Investment Income Summary

Interest	559,597	6,222	47,691	3,878	-	126
Dividends	-	11	-	-	-	2
Capital Gains	16,843	1,373,708	-	-	-	78
Oil & Gas Royalty Income	-	-	-	-	-	-
Other Income	-	(13,852)	-	-	-	-
Portfolio Income	-	-	-	-	-	-
Total Investment Income	576,440	1,366,089	47,691	3,878	-	206
Oil & Gas Royalty Deductions	-	-	-	-	-	-
Other Deductions	(1,400)	(912)	(1,451)	(25,703)	(450)	(1,851)
Foreign Taxes Paid	-	-	-	-	-	-
Total Expenses	(1,400)	(912)	(1,451)	(25,703)	(450)	(1,851)
Net Investment Income	575,040	1,365,177	46,240	(21,825)	(450)	(1,645)

Unrelated Business Income Summary

Ordinary Income	(1,003)	155,107	(21,532)	-	-	67,859
RRE Income	-	-	(1,774)	-	-	-
Oil & gas IDC deduction	-	-	-	-	-	(82,722)
Oil & gas cost depletion	-	-	-	-	-	(1,420)
Net unrelated busi income	(1,003)	155,107	(23,306)	-	-	(16,283)

Schedule of 2012 Passthrough Activities

Line	Distributive Share Items	28	29	30	31	32	TOTALS
		MANSEFELDT FUND VIII PTRS 27-2883244	NEXLUB OPERATING LLC 27-1767679	TALON OIL & GAS LLC 20-8215127	TOLEDO ENERGY PTRS, LLC 36-4747418	TALON OIL & GAS II, LLC 27-441916	
1	Ordinary income (loss)	(63,212)	(12,207)	330	11,575	(34,618)	1,617,073
2	RRE income (loss)	(50)					(1,824)
5	Interest income	38,699		8		132	1,015,776
6a	Ordinary dividends	7,233				33	2,149,007
6b	Qualified dividends						2,141,114
7	Royalty income	4,780			2,036		4,659,017
8	Net short-term capital gain (loss)	313,907					458,947
9a	Net long-term capital gain (loss)	253,643				1,431	2,815,114
10	Net section 1231 gain (loss)	21,667			26,242		2,546,202
11A	Other portfolio income	91					1,806,745
11F	Other income (loss)	54,457					40,694
13A	Cash contributions	253					454
13H	Investment interest expense						-
13I	Deductions-royalty income	1,734			200		275,276
13J	Section 59(e)(2) expenditures	292,217			(746)	8,736	1,247,359
13K	Deductions-portfolio (2%)						187,940
13L	Deductions-portfolio (other)	1,794					24,062
13W	Other	20					1,061
13W	State Taxes						-
15P	Other credits	23					23
16L	Total taxes paid						3,955
17A	AMT depreciation adjustment	6,197					29,020
17B	Adjusted gain or loss	(103)					(12,904)
17D	O&G - Gross Income	129,416			26,313		1,722,675
17E	O&G - Deductions	227,973			8,288		1,143,165
18A	Tax Exempt Interest	1					5
18C	Non-deductible expenses	441				28	7,573
19A	Distributions of money	1,090,800					12,799,758
19B	Distributions of other property						8,175,262
20A	Investment income	50,803			2,035		3,293,181
20B	Investment expenses	3,528			200		84,064
20V	UBTI	(355,450)					(268,267)
20X	Cost Depletion	29,246			-		249,670
	Adjustments						-
	Net income (loss)	305,511	(12,207)	338	40,398	(41,786)	15,109,406

Investment Income Summary

Interest	38,699	-	8	-	132	1,015,776
Dividends	7,233	-	-	-	33	2,149,007
Capital Gains	589,217	-	-	26,242	1,431	5,820,263
Oil & Gas Royalty Income	4,780	-	-	2,036	-	4,659,017
Other Income	54,457	-	-	-	-	40,694
Portfolio Income	91	-	-	-	-	1,806,745
Total Investment Income	694,477	-	8	28,278	1,596	15,489,906
Oil & Gas Royalty Deductions	(1,734)	-	-	(200)	-	(275,276)
Other Deductions	(1,814)	-	-	-	-	(213,063)
Foreign Taxes Paid	-	-	-	-	-	(3,955)
Total Expenses	(3,548)	-	-	(200)	-	(492,294)
Net Investment Income	690,929	-	8	28,078	1,596	14,999,208

Unrelated Business Income Summary

Ordinary Income	(63,212)	(12,207)	330	11,575	(34,618)	1,617,073
RRE Income	(50)	-	-	-	-	(1,824)
Oil & gas IDC deduction	(292,217)	-	-	746	(8,736)	(1,247,359)
Oil & gas cost depletion	(29,246)	-	-	-	-	(249,670)
Net unrelated busi. income	(384,725)	(12,207)	330	12,321	(43,354)	118,220

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Date	Reference	Jrnl	Description	Invoice#	Amount	Quantity
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5110 GRANTS - EDUCATION

					0 00	
02/09/2012	020912	20	Kenley School	020912	5,000 00	
02/09/2012	020912	20	Eula ISD	020912	400.00	
03/12/2012	031212	20	Hardin Simmons University	031212	2,000.00	
03/12/2012	031212	20	Abilene Independent School District	031212	5,000.00	
03/12/2012	031212	20	McMurry University	031212	55,000 00	
04/16/2012	041612	20	Abilene Education Foundation	041612	5,000 00	
04/16/2012	041612	20	Hillsdale College	041612	1,000 00	
05/21/2012	052112	20	St. John's Episcopal School	052112	25,000 00	
05/21/2012	052112	20	Abilene Chrstian University	052112	5,000.00	
06/01/2012	060112	20	Ambleside School	060112	5,000.00	
07/10/2012	071012	20	Fredericksburg Academic Boosters	071012	5,000 00	
07/24/2012	072412	20	Kenley School	072412	13,249 00	
08/09/2012	080912	20	Southern Methodist University	080912	1,000,000.00	
08/10/2012	081012	20	The Barbara Bush Foundation	081012	5,000 00	
08/16/2012	081612	20	Abilene Education Foundation	081612	150,000.00	
08/16/2012	081612	20	Abilene High Band Booster Club	081612	1,000.00	
09/06/2012	090612	20	ACU Press	090612	15,000.00	
11/15/2012	111512	20	McMurry University	111512	200,000.00	
11/15/2012	111512	20	South Dakota State University Foundation	111512	40,000.00	
11/19/2012	111912	20	Texas Lutheran University	111912	50,000 00	
11/26/2012	11	20	Abilene Independent School District	11	650.00	
11/26/2012	1112	20	Abilene Independent School District	1112	5,000.00	
11/26/2012	112612	20	Gilder Lehrman Institute	112612	7,000.00	
11/26/2012	112612	20	Abilene High School	112612	5,000.00	
11/26/2012	112612	20	Abilene Christian Schools	112612	5,000.00	
11/26/2012	112612	20	Jim Ned CISD	112612	250.00	
11/26/2012	112612	20	Fund for American Studies	112612	2,500 00	
11/26/2012	112612	20	Abilene Independent School District	112612	5,000 00	
11/26/2012	112612	20	Wylie Bulldogs Education Foundation	112612	2,500 00	
11/26/2012	112612	20	Eula ISD	112612	400.00	
5110	1,620,949.00		YTD Total		1,620,949.00 *	

5120 GRANTS - HEALTH

					0.00	
02/06/2012	020612	20	M.D. Anderson Cancer Center	020612	10,000.00	
02/23/2012	022312	20	Hill Co. Memorial Hospital Foundation	022312	500.00	
04/16/2012	041612	20	Alzheimer's Association	041612	5,000.00	
05/21/2012	052112	20	Shannon Medical Center	052112	5,000.00	
06/01/2012	060112	20	Hendrick Medical Center Foundation	060112	400,000.00	
06/06/2012	060612	20	Throckmorton County Memorial Hospital	060612	5,300.00	
08/10/2012	081012	20	Children's Miracle Network	081012	2,500 00	
08/28/2012	082812	20	Cystic Fibrosis Foundation	082812	5,000.00	
09/06/2012	090612	20	Cancer Services Network	090612	2,500 00	
09/19/2012	091912	20	Cancer Services Network	091912	2,500 00	

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Date	Reference	Jrnl	Description	Invoice#	Amount	Quantity
<b>5120 GRANTS - HEALTH &lt;Continued&gt;</b>						
11/26/2012	112612	20	Southwestern Diabetic Foundation	112612	5,000.00	
11/26/2012	112612	20	West Texas Rehab Center	112612	1,250.00	
5120	444,550.00		YTD Total		444,550.00 *	
<b>5130 GRANTS - SOCIAL SERVICES</b>					0.00	
01/20/2012	012012	20	George W. Bush Foundation	012012	50,000.00	
01/20/2012	012012	20	Ben Richey Boys Ranch	012012	25,000.00	
01/24/2012	012412	20	Rescue the Animals	012412	5,000.00	
02/03/2012	020312	20	Abode, Contemplative Care for the Dying	020312	15,000.00	
02/03/2012	020312	20	George W. Bush Foundation	020312	50,000.00	
02/06/2012	0212	20	United Way of Abilene	0212	50,000.00	
02/06/2012	020612	20	United Way of Abilene	020612	250.00	
02/09/2012	020912	20	Gillespie County Committee on Aging	020912	15,000.00	
02/09/2012	020912	20	Parents Who Care	020912	1,500.00	
02/09/2012	020912	20	Texas Family Institute	020912	10,000.00	
02/09/2012	020912	20	Jim Ned Project Graduation	020912	250.00	
02/09/2012	020912	20	YMCA	020912	3,000.00	
02/09/2012	020912	20	Hill Country CASA	020912	5,000.00	
02/09/2012	020912	20	Friends of the Library	020912	200.00	
02/09/2012	020912	20	Taylor County Adult Literacy Council	020912	350.00	
02/09/2012	020912	20	Hispanic Leadership Council	020912	250.00	
02/09/2012	020912	20	Pregnancy Resources of Abilene	020912	3,000.00	
02/09/2012	020912	20	KACU-FM	020912	2,500.00	
02/21/2012	022112	20	Friends of the Fredericksburg Nature	022112	3,000.00	
02/21/2012	022112	20	Boy Scouts of America	022112	33,334.00	
02/21/2012	022112	20	Good Samaritan Center	022112	40,000.00	
02/21/2012	022112	20	Community Foundation of Abilene	022112	5,000.00	
02/23/2012	022312	20	Fellowship of Christian Athletes	022312	10,000.00	
02/23/2012	022312	20	Pedernales Animal Welfare Society	022312	5,000.00	
03/21/2012	032112	20	ELCA Disaster Response	032112	20,000.00	
03/26/2012	032612	20	Boys & Girls Club of Brown County	032612	10,000.00	
04/16/2012	041612	20	Hill Country Community Needs Council	041612	85,000.00	
04/16/2012	041612	20	Disability Resources	041612	5,000.00	
04/16/2012	041612	20	Rotary Club of Abilene	041612	1,000.00	
04/16/2012	041612	20	Basketball Smiles	041612	500.00	
04/16/2012	041612	20	Christian Homes and Family Services	041612	7,500.00	
04/19/2012	041912	20	Operation Open Arms Inc.	041912	10,000.00	
04/19/2012	041912	20	Noah Project	041912	88,334.00	
04/19/2012	041912	20	Meals on Wheels	041912	1,000.00	
04/26/2012	042612	20	The Salvation Army of Abilene	042612	50,000.00	
05/21/2012	052112	20	Abilene Library Consortium	052112	200,000.00	
05/21/2012	052112	20	Connecting Caring Communities	052112	10,000.00	
05/21/2012	052112	20	Young Life	052112	40,000.00	
05/21/2012	052112	20	American Red Cross	052112	30,000.00	
05/21/2012	052112	20	Friends for Life	052112	15,000.00	
05/21/2012	052112	20	Media Research Center	052112	25,000.00	
05/21/2012	052112	20	Association of Small Foundations	052112	1,500.00	
05/21/2012	052112	20	Harmony Family Services	052112	1,000.00	
05/21/2012	052112	20	Ben Richey Boys Ranch	052112	1,000.00	
05/21/2012	052112	20	Arms of Hope	052112	25,000.00	
05/21/2012	052112	20	Houston's Ronald McDonald House	052112	5,000.00	
07/10/2012	0712	20	Abilene Youth Sports Authority	0712	4,000.00	
07/10/2012	071012	20	Fredericksburg Salutes Our Wounded	071012	20,000.00	
07/10/2012	071012	20	Abilene Youth Sports Authority	071012	10,500.00	
07/10/2012	071012	20	Rescue the Animals	071012	5,000.00	
07/24/2012	07	20	Alliance for Women and Children	07	1,000.00	
07/24/2012	0712	20	Alliance for Women and Children	0712	1,000.00	
07/24/2012	072412	20	Christian Service Center	072412	5,000.00	
07/24/2012	072412	20	Day Nursery of Abilene	072412	5,000.00	
07/24/2012	072412	20	Texas Ramp Project	072412	10,000.00	
07/24/2012	072412	20	Global Samaritan Resources	072412	10,000.00	
07/24/2012	072412	20	Friends of the Library	072412	5,000.00	
07/24/2012	072412	20	Alliance for Women and Children	072412	25,000.00	
07/24/2012	072412	20	American Junior Golf Association	072412	250.00	
07/24/2012	072412	20	Abilene Youth Sports Authority	072412	2,000.00	

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Date	Reference	Jrnl	Description	Invoice#	Amount	Quantity
<b>5130 GRANTS - SOCIAL SERVICES &lt;Continued&gt;</b>						
07/24/2012	072412	20	West Texas Rehab Center	072412	3,500.00	
07/24/2012	072412	20	Junior League of Abilene	072412	5,000.00	
07/24/2012	072412	20	Focus on the Family	072412	5,000.00	
07/24/2012	072412	20	Noah Project	072412	10,000.00	
07/24/2012	072412	20	Marine Corps Scholarship Foundation	072412	10,000.00	
07/24/2012	072412	20	Valley Spring Community Association	072412	1,689.65	
08/09/2012	080912	20	Amarillo Area Foundation	080912	5,000.00	
08/09/2012	080912	20	Clinton Colgin Charities	080912	1,000.00	
08/10/2012	081012	20	Boys & Girls Club of the Texas Hill Co.	081012	40,000.00	
08/10/2012	081012	20	Association of Small Foundations	081012	695.00	
08/10/2012	081012	20	March of Dimes	081012	1,000.00	
08/10/2012	081012	20	Dyess Air Force Ball Committee	081012	2,500.00	
09/05/2012	090512	20	Small Steps Nurturing Center	090512	5,000.00	
09/05/2012	090512	20	Hill Country SPCA	090512	8,000.00	
09/06/2012	090612	20	The Salvation Army of Abilene	090612	3,000.00	
09/06/2012	090612	20	Boy Scouts of America	090612	10,000.00	
09/06/2012	090612	20	Narrow Gate Foundation	090612	8,000.00	
10/08/2012	100812	20	Abilene Open Door	100812	34,000.00	
10/08/2012	100812	20	Regional Crime Victim Crisis Center	100812	40,000.00	
10/17/2012	101712	20	Pregnancy Resources of Abilene	101712	10,000.00	
10/25/2012	102512	20	Fellowship of Christian Athletes	102512	5,000.00	
11/09/2012	110912	20	Salvation Army	110912	25,000.00	
11/09/2012	110912	20	Goodwill Industries	110912	25,000.00	
11/12/2012	111212	20	Love and Care Ministries	111212	10,000.00	
11/15/2012	111512	20	Big Brothers Big Sisters of Abilene	111512	100,000.00	
11/19/2012	111912	20	United Way of Abilene	111912	50,000.00	
11/19/2012	111912	20	The Salvation Army, Kerrville	111912	2,000.00	
11/19/2012	111912	20	The Salvation Army of Abilene	111912	50,000.00	
11/26/2012	112612	20	Community Foundation of Abilene	112612	150,000.00	
11/26/2012	112612	20	Park Cities Quail	112612	10,000.00	
11/26/2012	112612	20	FaithWorks of Abilene	112612	10,000.00	
11/26/2012	112612	20	Rotary Club of Abilene	112612	5,000.00	
11/26/2012	112612	20	Day Nursery of Abilene	112612	10,000.00	
11/26/2012	112612	20	Covenant House Texas	112612	3,000.00	
11/26/2012	112612	20	Christian Homes and Family Services	112612	10,000.00	
12/04/2012	120412	20	Community Foundation of Abilene	120412	200.00	
12/04/2012	120412	20	Boy Scouts of America	120412	100,000.00	
12/04/2012	120412	20	Boys and Girls Club of Abilene, Inc.	120412	150,000.00	
12/10/2012	121012	20	Presbyterian Medical Care Mission	121012	77,365.00	
12/17/2012	121712	20	Rescue the Animals	121712	10,000.00	
12/17/2012	121712	20	Fredericksburg Food Pantry	121712	11,000.00	
5130	2,085,167.65		YTD Total		2,085,167.65 *	

**5140 GRANTS - ARTS & CULTURE**

0 00

02/09/2012	020912	20	Expo Center of Taylor County	020912	3,500.00	
03/12/2012	031212	20	Abilene Arts Alliance	031212	10,000.00	
03/26/2012	032612	20	Fredericksburg Theater Company	032612	10,000.00	
04/16/2012	041612	20	Houston Grand Opera	041612	1,000.00	
04/26/2012	0412	20	Old Jail Art Center	0412	2,500.00	
04/26/2012	042612	20	Old Jail Art Center	042612	25,000.00	
04/26/2012	042612	20	Texas Cultural Trust	042612	5,000.00	
05/21/2012	052112	20	Center for Contemporary Arts	052112	25,000.00	
05/21/2012	052112	20	Experimental Aircraft Association	052112	2,500.00	
05/21/2012	052112	20	Historic Paramount Theatre	052112	5,000.00	
05/21/2012	052112	20	Abilene Zoological Society	052112	5,000.00	
05/21/2012	052112	20	The Grace Museum	052112	20,000.00	
05/21/2012	052112	20	Abilene Philharmonic Association	052112	3,349.47	
06/01/2012	060112	20	San Angelo Area Foundation	060112	25,000.00	
07/10/2012	071012	20	Houston Grand Opera	071012	279,000.00	
07/10/2012	071012	20	Admiral Nimitz Foundation	071012	107,500.00	
07/10/2012	071012	20	Texas Hill Country Opera & Arts	071012	5,000.00	
07/24/2012	0712	20	Abilene Arts Alliance	0712	500.00	
07/24/2012	072412	20	Abilene Arts Alliance	072412	1,000.00	
08/16/2012	081612	20	Native Plant Society of Texas	081612	5,000.00	
09/05/2012	090512	20	Abilene Star Chorus	090512	1,000.00	
09/05/2012	090512	20	Houston Grand Opera	090512	10,000.00	

## Dian Graves Owen Foundation

75-2682536

2012

Exhibit G

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Date	Reference	Jrnl	Description	Invoice#	Amount	Quantity
<b>5140 GRANTS - ARTS &amp; CULTURE &lt;Continued&gt;</b>						
09/06/2012	090612	20	NCCIL	090612	5,000.00	
09/06/2012	090612	20	Classical Chorus of Abilene	090612	5,000.00	
10/08/2012	100812	20	Fredericksburg Music Club	100812	2,500.00	
11/05/2012	110512	20	Texas Cultural Trust	110512	7,500.00	
11/05/2012	110512	20	Conspirare	110512	2,500.00	
11/05/2012	110512	20	Fredericksburg Chorale	110512	3,000.00	
11/15/2012	111512	20	Admiral Nimitz Foundation	111512	9,000.00	
11/15/2012	111512	20	Frontier Texas!	111512	200,000.00	
11/26/2012	112612	20	Old Jail Art Center	112612	5,000.00	
11/26/2012	112612	20	Abilene Ballet Theatre	112612	5,000.00	
11/26/2012	112612	20	Abilene Arts Alliance	112612	20,000.00	
11/26/2012	112612	20	NCCIL	112612	5,000.00	
11/26/2012	112612	20	Ars Lyrica Houston	112612	10,000.00	
12/10/2012	121012	20	Abilene Philharmonic Guild	121012	10,000.00	
5140	841,349.47		YTD Total		841,349.47 *	
<b>5150 GRANTS - HISTORIC PRESERVATION</b>						
					0.00	
01/09/2012	010912	20	Texas State History Museum Foundation	010912	5,000.00	
02/03/2012	020312	20	Admiral Nimitz Foundation	020312	15,000.00	
02/06/2012	020612	20	Odeon Preservation Association	020612	5,000.00	
03/12/2012	031212	20	Grady McWhiney Research Foundation	031212	10,000.00	
03/12/2012	031212	20	Gillespie County Historical Society	031212	2,500.00	
04/16/2012	041612	20	Admiral Nimitz Foundation	041612	10,000.00	
04/16/2012	041612	20	Big Country Athletic Hall of Fame	041612	1,000.00	
04/16/2012	041612	20	Abilene Preservation League	041612	5,000.00	
04/19/2012	041912	20	Armstrong County Museum	041912	7,500.00	
05/21/2012	052112	20	Texas Capitol Vietnam Monument	052112	25,000.00	
06/28/2012	062812	20	Abilene Preservation League	062812	5,000.00	
08/28/2012	082812	20	Gillespie County Historical Society	082812	5,000.00	
09/05/2012	090512	20	Admiral Nimitz Foundation	090512	9,000.00	
09/06/2012	090612	20	Frontier Texas!	090612	5,000.00	
11/26/2012	112612	20	Abilene Preservation League	112612	10,000.00	
11/26/2012	112612	20	Texas State History Museum Foundation	112612	10,000.00	
11/26/2012	112612	20	Texas Frontier Heritage & Cultural Cntr	112612	1,000.00	
12/04/2012	120412	20	Save Venice, Inc.	120412	10,000.00	
5150	141,000.00		YTD Total		141,000.00 *	
<b>5160 GRANTS - RELIGIOUS</b>						
					0.00	
01/20/2012	012012	20	Church of the Heavenly Rest	012012	10,000.00	
02/21/2012	022112	20	Church of the Fullness of God	022112	1,000.00	
04/19/2012	041912	20	Faith House Ministries of Africa	041912	20,000.00	
05/21/2012	052112	20	St. Paul Lutheran Church at Cave Creek	052112	10,000.00	
07/24/2012	072412	20	Trinity Episcopal Church	072412	5,000.00	
11/09/2012	110912	20	Christ Lutheran Church	110912	20,000.00	
11/15/2012	111512	20	Seminary of the Southwest	111512	100,000.00	
11/26/2012	112612	20	Beltway Park Baptist Church	112612	5,000.00	
12/19/2012	121912	20	St. Peter's Lutheran Church	121912	5,000.00	
12/19/2012	121912	20	Christ Lutheran Church	121912	5,000.00	
5160	181,000.00		YTD Total		181,000.00 *	
<b>5165 GRANTS - PUBLIC POLICY</b>						
					0.00	
02/09/2012	020912	20	FreedomWorks	020912	50,000.00	
			Voided 02/21/2012 by BF 02/21/2012 9:38:31 am			
02/21/2012	020912	20	FreedomWorks	020912	50,000.00-	
			Voided Invoice dated 02/09/2012 by BF 02/21/2012 9:38:31 am			
02/21/2012	022112	20	FreedomWorks Foundation	022112	50,000.00	
02/21/2012	022112	20	The Chronicle of Philanthropy	022112	52.50	
03/12/2012	031212	20	Conference of Southwest Foundations	031212	2,000.00	
03/12/2012	031212	20	The Philanthropy Roundtable	031212	25,000.00	
04/16/2012	041612	20	National Legal and Policy Center	041612	5,000.00	
04/16/2012	041612	20	The Philanthropy Roundtable	041612	1,000.00	

## Dian Graves Owen Foundation

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2012

Exhibit G

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Date	Reference	Jrnl	Description	Invoice#	Amount	Quantity
5165 GRANTS - PUBLIC POLICY <Continued>						
04/16/2012	041612	20	DonorsTrust	041612	330,000 00	
05/21/2012	052112	20	Young America's Foundation	052112	20,000 00	
05/21/2012	052112	20	Foundation for Energy Education	052112	5,000 00	
05/21/2012	052112	20	American Enterprise Institute	052112	50,000 00	
07/24/2012	072412	20	American Spectator Foundation	072412	10,000 00	
09/05/2012	090512	20	The Heritage Foundation	090512	50,000 00	
09/06/2012	090612	20	Student Free Press Association	090612	10,000 00	
09/06/2012	090612	20	Network of Enlightened Women	090612	5,000.00	
09/06/2012	090612	20	American's Future Foundation	090612	5,000 00	
09/24/2012	092412	20	FreedomWorks Foundation	092412	50,000.00	
10/17/2012	101712	20	CEO Forum, Inc.	101712	25,000.00	
12/04/2012	120412	20	NumbersUSA	120412	30,000 00	
12/10/2012	121012	20	The Leadership Institute	121012	15,000 00	
12/13/2012	121312	20	The New Criterion	121312	5,000.00	
5165	693,052.50		YTD Total		693,052 50 *	

From Pass-throughs

454.00

TOTAL GRANTS

6,007,522.62



DIAN GRAVE OWEN FOUNDATION  
2012 FORM 990-PF  
75-2682536

		12/31/2012	
		End of Year	
# of shares	Name	Book Value	Fair Market Value
PART II - LINE 10b - CORPORATE STOCKS			
13,989 00	APACHE CORP	1,327,696	1,098,137
39,000 00	CARDINAL HEALTH INC	1,681,723	1,606,020
98,000 00	CONCHO RESOURCES INC	3,049,402	7,894,880
104,177 00	FIRST FINANCIAL BANKSHARES INC	2,372,370	4,063,945
1,600,000 00	HALCON RESOURCES CORPORATION COM	6,000,000	11,072,000
382,439 38	MAIN STREET CAPITAL CORP	6,116,594	11,668,225
	CURRENCYSHARES CDN DLR TR CDN		
4,045 00	DOLLAR SHS ETF	399,488	405,066
	CURRENCYSHARES SWISS FRANC TR SWISS		
3,975 00	FRANC SHS ETF	400,175	427,154
3,080 00	SPDR GOLD TR GOLD SHS	398,779	499,023
		21,746,227	38,734,449
1,429 00	APPLIED MATERIALS INC	76,493	75,298
444 00	AT&T INC	48,965	54,947
1,765 00	BANK OF HAWAII CORP	67,015	62,947
740 00	BLACKROCK INC	81,508	91,779
1,658 00	CENTURYLINK INC	64,547	69,047
1,188 00	CHEVRON CORP	77,874	80,024
1,176 00	COCA-COLA CO	55,385	60,103
1,154 00	CULLEN / FROST BANKERS INC	66,883	64,473
1,143 00	DARDEN RESTAURANTS INC	52,477	53,002
1,473 00	DU PONT E I DE NEMOURS & CO	55,807	51,905
1,032 00	EATON CORP PLC	59,328	61,928
3,302 00	GENERAL MILLS	57,788	59,539
1,173 00	HARRIS CORP	39,649	50,527
1,178 00	INTEL CORP	73,379	68,087
562 00	JOHNSON & JOHNSON INC	76,223	82,227
1,194 00	JP MORGAN CHASE & CO	47,790	51,796
484 00	KIMBERLY-CLARK	40,896	47,450
679 00	KLA-TENCOR CORP	55,450	57,025
2,018 00	KRAFT FOODS GROUP INC	19,264	22,007
684 00	LOCKHEED MARTIN CORP	55,304	62,665
2,577 00	MATTEL INC	57,008	73,899
1,452 00	MCDONALDS CORP	67,470	60,336
1,541 00	MICROSOFT CORP	72,671	68,831
820 00	MONDELEZ INTL INC	35,635	36,958
1,684 00	NOVARTIS AG	85,023	97,545
910 00	OCCIDENTAL PETROLEUM CORP	72,546	62,820
1,098 00	PAYCHEX INC	52,132	52,372
1,629 00	PEPSICO INC	58,837	62,271
910 00	PNC FINANCIAL SERVICES GROUP INC	67,807	64,024
1,068 00	PPL CORP	45,161	46,638
1,143 00	PROCTOR & GAMBLE CO	57,901	61,780
	ROYAL DUTCH SELL PLC SPONSORED ADR		
1,667 00	REPRESENTING A SHARES	71,635	73,639
966 00	TEVA PHARMA INDS LTD ADR	45,134	42,680
2,941 00	TOTAL SASPONSORED ADR	81,288	86,701
1,821 00	UNITED PARCEL SERVICE	71,775	71,223
593 00	VODAFONE GROUP-SP ADR NEW	79,217	74,084
8,700	WALGREEN CO	59,620	67,395
20,000	3M CO	49,602	55,060
		2,302,490	2,385,033
406 60	BLUEBAY EMERGING MARKET ENHANCED	0	407
4,970 24	BLUEBAY EMERGING MARKET ENHANCED	510,000	527,740
5,000 00	GAVEA FUND LTD CLASS B 03-11	510,000	524,194
	AESSF II PRIVATE INVESTORS	500,811	520,574
	GIF IV PRIVATE INVESTORS OFFSHORE LP	275,000	244,726
	JP MORGAN DIGITAL GROWTH FUND	1,000,000	1,171,878
		2,795,811	2,989,518

DIAN GRAVE OWEN FOUNDATION  
2012 FORM 990-PF  
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		12/31/2012 End of Year	
# of shares	Name	Book Value	Fair Market Value
28,800 00	AIR LEASE CORP CL A	643,878	619,200
	BROWN-FORMAN CORP CLASS B COMMON		
9,000 00	STOCK	255,836	569,250
10,200 00	C H ROBINSON WORLDWIDE INC NEW	525,411	644,844
12,300 00	CME GROUP INC	660,242	623,241
12,500 00	DENTSPLY INTERNATIONAL INC NEW	398,966	495,125
40,000 00	FIRST AMERICAN FINANCIAL CORP	598,166	963,600
33,000 00	GENTEX CORP	699,795	622,050
16,000 00	GRACO INC	539,919	823,840
33,000 00	INTEL CORP	856,043	680,460
11,000 00	ROCKWELL COLLINS INC	395,261	639,870
20,000 00	ROLLINS INC	388,704	440,800
3,400 00	TERADATA CORP	222,221	210,426
15,000 00	VERISK ANALYTICS	489,929	764,550
	ANHEUSER-BUSCH INVEB SA SPONSORED		
10,000 00	ADR	570,597	874,100
20,000 00	CENOVUS ENERGY INC	633,990	670,800
		7,878,958	9,642,156
20,300 00	AIR LEASE CORP	444,382	436,450
(5,700 00)	AKAMAI TECHNOLOGIES INC	(194,365)	(233,187)
(7,400 00)	ALASKA AIR GROUP INC	(250,378)	(318,866)
7,650 00	C H ROBINSON WORLDWIDE INC	473,917	483,633
8,300 00	CME GROUP INC	453,201	420,561
4,360 00	EXPEDITORS INTERNATIONAL	180,023	172,438
(9,400 00)	GAMESTOP CORP - CLASS A	(210,235)	(235,846)
(4,500 00)	GREEN MOUNTAIN COFFEE INC	(148,966)	(186,030)
(10,750 00)	H & R BLOCK INC	(171,071)	(199,628)
9,000 00	INTUIT INC	510,832	535,275
(6,600 00)	MACYS INC	(251,419)	(257,532)
1,275 00	MASTERCARD INC - CLASS A	532,697	626,382
(5,000 00)	MATTEL INC	(163,750)	(183,100)
(5,000 00)	NETAPP INC	(148,787)	(167,750)
(2,000 00)	NETFLIX	(111,719)	(185,180)
(12,200 00)	NUANCE COMM INC	(298,311)	(272,304)
650 00	PRICELINE COM INC	422,714	403,254
9,500 00	QUALCOMM INC	585,098	587,670
(4,600 00)	RACKSPACE HOSTING INC	(251,231)	(341,642)
(500,000 00)	REGENERON PHARMA INC	(65,201)	(85,535)
3,900 00	TECHNE CORP	267,277	266,526
14,000 00	VERISK ANALYTICS INC	625,333	713,580
27,000 00	YAHOO INC	426,099	537,300
(21,600 00)	AKORN INC	(278,445)	(288,576)
(16,300 00)	POLYCOM INC	(158,067)	(170,498)
(10,000 00)	VALASSIS COMM INC	(218,929)	(257,800)
(14,500 00)	WEB COM GROUP INC	(221,475)	(214,600)
(8,900 00)	ZILLOW INC	(268,783)	(246,975)
33,000 00	ZYNGA INC	170,654	77,880
6,200 00	CENOVUS ENERGY INC	215,523	207,948
(3,250 00)	SAP AKTIENGESELLSCHAFT	(204,466)	(261,235)
(6,700 00)	FOCUS MEDIA HOLDING	(157,784)	(171,989)
		1,534,367	1,190,624
1,450 74	OVERSEAS CAP PARTNERS INC - RESIDUAL	1,500,000	1,633,176
1,500 00	OVERSEAS CAP PARTNERS INC - CLASS A	1,500,000	1,565,334
38,161 07	MATTHEWS ASIAN G&I FUND	665,995	710,177
23,665 00	MATTHEWS CHINA FUND	664,299	555,417
30,029 80	MATTHEWS INDIA FUND	614,025	525,822
10,873 02	INTERNATIONAL GROWTH ADM	630,213	666,298
20,789 47	INTERNATIONAL VALUE FD	639,991	648,216
29,652 69	PRECIOUS METALS & MINING	687,094	472,960
9,259 70	TRP LATIN AMERICA FUND	467,935	352,240
GRAND TOTAL - CORPORATE STOCK		43,627,406	62,071,422

DIAN GRAVE OWEN FOUNDATION  
2012 FORM 990-PF  
75-2682536

		12/31/2012	
		End of Year	
# of shares	Name	Book Value	Fair Market Value
PART II - LINE 10c - CORPORATE BONDS			
30,373 17	VANGUARD GNMA FUND ADMIRAL	330,031	331,371
29,596 71	SHORT TERM INVEST GROWTH ADM	319,589	320,532
12,737 52	INFLATION PROTECT SEC ADM	328,893	363,529
71,865 92	JPM STR INC OPP FD	858,846	850,174
28,996 60	PIMCO EMERGING MARKETS BOND A	330,386	362,458
29,868 39	PIMCO TOTAL RETURN A	335,406	335,721
27,810 06	PIMCO UNCONSTRAINED BOND A	316,350	319,260
GRAND TOTAL - CORPORATE BONDS		2,819,501	2,883,044

**DIAN GRAVES OWEN FOUNDATION**  
**2012 FORM 990-PF**  
**75-2682536**

**PART II - LINE 13 - INVESTMENTS OTHER**

NAME	TIN	12/31/2012	
		Book Value	Fair Market Value
Carson/HicksMuse Equity Fund V	75-2903622	13,024	46,216
Carson/HicksMuse Europe Fund	75-2812802	56,546	24,219
Carson/HicksMuse Lion Fund	13-4264467	29,558	48,507
Eagle Oil & Gas Partners LLC	20-8771695	0	0
Encap Energy Capital Fd V-B	20-1180650	1,044,012	331,693
Encap Energy Capital Fd VI-B	20-4682001	2,602,492	1,463,869
Encap Fund VII-B	26-0413869	3,640,695	1,759,904
Founding Partners Stable Value II	20-1880130	988,128	262,500
Freestone Beverage Partners	20-4943151	0	0
Freestone Metal Partners	26-0497670	214,977	254,595
Freestone Partners II	55-0876134	56,059	15,784
HOG Partnership	75-2959685	554,340	1,401,235
Jog Limited Partnership III	20-3164469	354,073	462,090
Mansefeldt Cordillera Partners	20-2188952	22,194	5,000
Mansefeldt Energy Partners I	75-2827234	917,702	17,212,910
Mansefeldt Enzyme Partners		40,000	40,000
Mansefeldt Midstream Partners	94-3445231	784,702	1,166,770
Mansefeldt Pennybacker Partners	26-4383141	673,456	365,999
Mansefeldt Fund IV Partners	02-0697675	2,519	0
Receptor Logic	20-0488559	10,960	249,955
Talon Oil & Gas LLC	20-8215127	109,416	16,969
Mansefeldt EV Fund XII Partners	27-2883184	1,838,768	2,188,324
Mansefeldt Fund VIII Partners	27-2883244	2,899,564	3,419,598
Mansefeldt Ancor Partners	27-2845932	950,113	816,331
Mansefeldt Fund VIII Partners Co Invest	45-3778163	773,843	917,343
Mansefeldt Halcon Partners	45-4047043	6,579,037	10,285,679
Nexlube Operating LLC	27-1767679	987,793	987,793
Toledo Energy Partners LLC	36-4747418	1,139,735	580,738
Talon Oil & Gas II LLC	27-4419168	1,078,242	1,067,761
Mansefeldt Flatrock Midstream II	45-4852075	139,906	137,983
Mansefeldt Fraser McCombs Ventures	45-4863065	426,175	426,175
Mansefeldt Greyrock Partners	45-1511641	527,451	527,451
Mansefeldt Fund IX Partners	46-1230554	2,072	2,072
<b>TOTALS</b>		<b>29,457,552</b>	<b>46,485,463</b>

**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 EXHIBIT A	P		12/31/12
b	SEE EXHIBIT A	P		12/31/12
c	SEE EXHIBIT B	P		12/31/12
d	SEE EXHIBIT C	P		12/31/12
e	SEE EXHIBIT C	P		12/31/12
f	SEE EXHIBIT D	P		12/31/12
g	SEE EXHIBIT E	P		12/31/12
h	SEE EXHIBIT E	P		12/31/12
i	THROUGH PARTNERSHIPS - EXHIBIT F	P		12/31/12
j	AMERICAN STOCK TRANSFER	P		12/31/12
k	GROSVENOR LS - LOSS ON DISP	P		12/31/12
l	GAIN FROM TERMINATION OF FREESTONE BEVERAGE LLC	P		12/31/12
m	CAPITAL GAINS DIVIDENDS			
n				
o				

(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 3,776,739.		3,697,105.	79,634.
b 1,965,477.		1,253,161.	712,316.
c 907,337.		80,700.	826,637.
d 1,797,982.		1,731,780.	66,202.
e 3,138,759.		2,045,985.	1,092,774.
f 2,951,158.		2,655,294.	295,864.
g			0.
h		397,985.	-397,985.
i 5,820,263.			5,820,263.
j 7.			7.
k		6,139.	-6,139.
l 32,719.			32,719.
m 274,118.			274,118.
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			79,634.
b			712,316.
c			826,637.
d			66,202.
e			1,092,774.
f			295,864.
g			0.
h			-397,985.
i			5,820,263.
j			7.
k			-6,139.
l			32,719.
m			274,118.
n			
o			

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	8,796,410.
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

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

SOURCE	AMOUNT
FNB ABILENE	4,192.
GAVEA IV PRI INV OFFSHORE LP	105.
JP MORGAN	2.
JP MORGAN - EUROPE SPEC	3,434.
JP MORGAN - STRAT OPP	37.
RBC CAPITAL MARKETS LLC	2,135.
THROUGH PARTNERSHIPS - EXHIBIT F	1,015,776.
THROUGH PARTNERSHIPS - EXHIBIT F	5.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,025,686.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
APACHE CORPORATION	4,756.	0.	4,756.
FIRST FINANCIAL TRUST	80,922.	0.	80,922.
JP MORGAN - CEARUS	21,653.	0.	21,653.
JP MORGAN - EUROPE SPEC	0.	0.	0.
JP MORGAN - STRAT OPP	29,692.	0.	29,692.
MAIN ST CAPITAL CORP - AST	115,401.	75,015.	40,386.
MAIN ST CAPITAL CORP - AST	98,730.	60,105.	38,625.
MATTHEWS ASIAN GROWTH & INC FD	17,567.	0.	17,567.
MATTHEWS CHINA FD	13,705.	5,739.	7,966.
MATTHEWS INDIA FD	10,653.	7,971.	2,682.
RBC CAPITAL MARKETS LLC	441,842.	77,840.	364,002.
RBC CAPITAL MARKETS LLC	643.	0.	643.
RBC CAPITAL MARKETS LLC	221,495.	0.	221,495.
T- ROWE PRICE	39,479.	33,227.	6,252.
THROUGH PARTNERSHIPS - EXHIBIT F	2,149,007.	0.	2,149,007.
UBS FINANCIAL SERVICES	64.	0.	64.
VANGUARD - GNMA	12,714.	1,438.	11,276.
VANGUARD - INFL PROT	13,297.	3,432.	9,865.
VANGUARD - INT'L GROWTH	13,310.	0.	13,310.
VANGUARD - INT'L VALUE	17,396.	0.	17,396.
VANGUARD - PREC METAL	28,911.	8,409.	20,502.
VANGUARD - ST INVEST	8,676.	942.	7,734.
TOTAL TO FM 990-PF, PART I, LN 4	3,339,913.	274,118.	3,065,795.

FORM 990-PF	RENTAL INCOME	STATEMENT	3
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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
NET RRE INC FROM PASS-THROUGH ENTITIES	1	-1,824.
TOTAL TO FORM 990-PF, PART I, LINE 5A		-1,824.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORD.INC FROM PASS-THROUGHS - SEE EXHIBIT F	1,617,073.	0.	
OIL & GAS ROY. INC. FROM PASS-THROUGHS - EXHIBIT F	4,659,017.	4,659,017.	
OTHER INC.(LOSS) FROM PASS-THROUGHS - EXH. F	40,694.	40,694.	
OTHER PORTFOLIO INC FROM PASS-THROUGH ENTITIES - EXHIBIT F	1,806,745.	1,806,745.	
OTHER INCOME	-2,006.	-2,006.	
TOTAL TO FORM 990-PF, PART I, LINE 11	8,121,523.	6,504,450.	

FORM 990-PF	LEGAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	875.	438.		438.
TO FM 990-PF, PG 1, LN 16A	875.	438.		438.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAX RETURN & AUDITING FEES	16,769.	8,385.		8,385.	
TO FORM 990-PF, PG 1, LN 16B	16,769.	8,385.		8,385.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES	116,764.	116,764.		0.	
TO FORM 990-PF, PG 1, LN 16C	116,764.	116,764.		0.	

FORM 990-PF	TAXES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAX EXPENSE	3,937.	0.		3,937.	
FOREIGN TAXES	15,694.	15,694.		0.	
TO FORM 990-PF, PG 1, LN 18	19,631.	15,694.		3,937.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAXES PAID	156,198.	0.		0.	
RETIREMENT PLAN	20,000.	0.		20,000.	
EMPLOYEE HEALTH INS.	20,815.	0.		20,815.	
BANK FEES	60.	30.		30.	
COMPUTER EXPENSE	5,128.	2,564.		2,564.	
MISCELLANEOUS EXPENSE	97.	97.		0.	



OIL & GAS ROY. INC. FROM PASS-THROUGHS - EXH. F	275,276.	275,276.	0.
OIL & GAS IDC DEDUCTIONS FROM PASS-THROUGHS - EXH.F	1,247,359.	0.	0.
OIL & GAS COST DEPLETION DEDUCTIONS FROM PASS-THROUGHS - EXH. F	249,670.	0.	0.
PORTFOLIO DEDUCTS FROM PASS-THROUGHS - EXH F	213,063.	213,063.	0.
NON-DEDUCTIBLE EXP FROM PASS-THROUGHS - EXH F	7,545.	0.	0.
TO FORM 990-PF, PG 1, LN 23	2,195,211.	491,030.	43,409.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE EXHIBIT - STOCKS	43,627,406.	62,071,422.
TOTAL TO FORM 990-PF, PART II, LINE 10B	43,627,406.	62,071,422.

FORM 990-PF	CORPORATE BONDS	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BOND MUTUAL FUNDS	2,819,501.	2,883,044.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,819,501.	2,883,044.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE EXHIBIT - OTHER INVESTS.	COST	29,457,552.	46,485,463.
TOTAL TO FORM 990-PF, PART II, LINE 13		29,457,552.	46,485,463.

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FORM 990-PF      DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT      STATEMENT 13

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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER EQUIPMENT	7,500.	7,500.	0.
SOFTWARE	2,150.	2,150.	0.
SOFTWARE	1,534.	1,534.	0.
SOFTWARE	1,596.	1,596.	0.
TOTAL TO FM 990-PF, PART II, LN 14	12,780.	12,780.	0.

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Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTER EQUIPMENT	110998	SL	5.00	16	7,500.			7,500.	7,500.		0.
2	SOFTWARE	061599		36M	43	2,150.			2,150.	2,150.		0.
3	SOFTWARE	101702		36M	43	1,534.			1,534.	1,534.		0.
4	SOFTWARE	093003		36M	43	1,596.			1,596.	1,596.		0.
* 990-PF PG 1 TOTAL						12,780.		0.	12,780.	12,780.	0.	0.
* GRAND TOTAL						12,780.		0.	12,780.	12,780.	0.	0.
990-PF PG 1 DEPR &												