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Form **990-PF**

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

OMB No 1545-0052

**2012**Department of the Treasury  
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

A Employer identification number

**The Armstrong Foundation****75-6003209**

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

B Telephone number (see instructions)

**P O Box 470338****817-737-7117**

City or town, state, and ZIP code

**Fort Worth****TX 76147**

G Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

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

I Fair market value of all assets at

J Accounting method: ☐ Cash ☒ Accrual

end of year (from Part II, col. (c),

☐ Other (specify)line 16) **\$ 23,658,338**

(Part I, column (d) must be on cash basis)

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2. Foreign organizations meeting the  
85% test, check here and attach computation ☐E If private foundation status was terminated under  
section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination  
under section 507(b)(1)(B), check here ☐**Part I** Analysis of Revenue and Expenses (The total of  
amounts in columns (b), (c), and (d) may not necessarily equal  
the amounts in column (a) (see instructions).)(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 (attach schedule)

2 Check ☒ if the foundation is **not** required to attach Sch. B

3 Interest on savings and temporary cash investments

**30,219****28,448**

4 Dividends and interest from securities

**348,209****346,875**

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10 **Stmt 1****738,964**

b Gross sales price for all assets on line 6a

**6,222,927**

7 Capital gain net income (from Part IV, line 2)

**459,599**

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) (attach schedule)

11 Other income (attach schedule) **Stmt 2****2,346,544****2,346,544**

12 Total. Add lines 1 through 11

**3,463,936****3,181,466****0**

13 Compensation of officers, directors, trustees, etc.

**136,316****74,973****61,343**

14 Other employee salaries and wages

**31,810****11,452****20,358**

15 Pension plans, employee benefits

**25,032****15,019****10,013**

16a Legal fees (attach schedule)

b Accounting fees (attach schedule) **Stmt 3****6,950****6,950**

c Other professional fees (attach schedule)

17 Interest

18 Taxes (attach schedule) (see instructions) **Stmt 4****62,975****56,738****6,237**19 Depreciation (attach schedule) and depletion **Stmt 5****297****297**

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule) **Stmt 6****115,923****109,896****4,857**

24 Total operating and administrative expenses.

Add lines 13 through 23

**379,303****268,375****0****109,758**

25 Contributions, gifts, grants paid

**907,052****907,052**

26 Total expenses and disbursements. Add lines 24 and 25

**1,286,355****268,375****0****1,016,810**

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

**2,177,581**

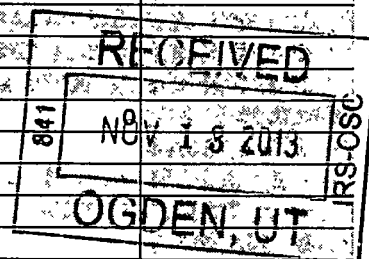
b Net investment income (if negative, enter -0-)

**2,913,091**

c Adjusted net income (if negative, enter -0-)

**0**SCANNED NOV 15 2013  
Revenue

Operating and Administrative Expenses



For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

| <b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) |                                                                                                                                      | Beginning of year | End of year       |                       |
|--------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------|-------------------|-------------------|-----------------------|
|                                                                                                                                                  |                                                                                                                                      | (a) Book Value    | (b) Book Value    | (c) Fair Market Value |
| <b>Assets</b>                                                                                                                                    | 1 Cash – non-interest-bearing                                                                                                        |                   |                   |                       |
|                                                                                                                                                  | 2 Savings and temporary cash investments                                                                                             | <b>2,080,227</b>  | <b>2,537,201</b>  | <b>2,537,201</b>      |
|                                                                                                                                                  | 3 Accounts receivable ▶ <b>78,891</b>                                                                                                |                   |                   |                       |
|                                                                                                                                                  | Less: allowance for doubtful accounts ▶                                                                                              | <b>36,834</b>     | <b>78,891</b>     | <b>78,891</b>         |
|                                                                                                                                                  | 4 Pledges receivable ▶                                                                                                               |                   |                   |                       |
|                                                                                                                                                  | Less: allowance for doubtful accounts ▶                                                                                              |                   |                   |                       |
|                                                                                                                                                  | 5 Grants receivable                                                                                                                  |                   |                   |                       |
|                                                                                                                                                  | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)            |                   |                   |                       |
|                                                                                                                                                  | 7 Other notes and loans receivable (att schedule) ▶                                                                                  |                   |                   |                       |
|                                                                                                                                                  | Less: allowance for doubtful accounts ▶ <b>0</b>                                                                                     |                   |                   |                       |
|                                                                                                                                                  | 8 Inventories for sale or use                                                                                                        |                   |                   |                       |
|                                                                                                                                                  | 9 Prepaid expenses and deferred charges                                                                                              | <b>4,006</b>      | <b>8,215</b>      | <b>8,215</b>          |
|                                                                                                                                                  | 10a Investments – U.S. and state government obligations (attach schedule)                                                            |                   |                   |                       |
|                                                                                                                                                  | b Investments – corporate stock (attach schedule) <b>See Stmt 7</b>                                                                  | <b>83,117</b>     | <b>83,117</b>     | <b>85,630</b>         |
|                                                                                                                                                  | c Investments – corporate bonds (attach schedule) <b>See Stmt 8</b>                                                                  |                   | <b>1,191,908</b>  | <b>1,191,265</b>      |
|                                                                                                                                                  | 11 Investments – land, buildings, and equipment basis ▶                                                                              |                   |                   |                       |
| Less: accumulated depreciation (attach sch) ▶                                                                                                    |                                                                                                                                      |                   |                   |                       |
| 12 Investments – mortgage loans                                                                                                                  |                                                                                                                                      |                   |                   |                       |
| 13 Investments – other (attach schedule) <b>See Statement 9</b>                                                                                  | <b>15,008,947</b>                                                                                                                    | <b>15,440,415</b> | <b>16,943,225</b> |                       |
| 14 Land, buildings, and equipment basis ▶ <b>73,233</b>                                                                                          |                                                                                                                                      |                   |                   |                       |
| Less: accumulated depreciation (attach sch) ▶ <b>Stmt 10 65,249</b>                                                                              | <b>8,281</b>                                                                                                                         | <b>7,984</b>      | <b>8,281</b>      |                       |
| 15 Other assets (describe ▶ <b>See Statement 11</b> )                                                                                            | <b>334,232</b>                                                                                                                       | <b>334,232</b>    | <b>2,805,630</b>  |                       |
| 16 <b>Total assets</b> (to be completed by all filers – see the instructions Also, see page 1, item I)                                           | <b>17,555,644</b>                                                                                                                    | <b>19,681,963</b> | <b>23,658,338</b> |                       |
| <b>Liabilities</b>                                                                                                                               | 17 Accounts payable and accrued expenses                                                                                             |                   | <b>7,000</b>      |                       |
|                                                                                                                                                  | 18 Grants payable                                                                                                                    |                   |                   |                       |
|                                                                                                                                                  | 19 Deferred revenue                                                                                                                  |                   |                   |                       |
|                                                                                                                                                  | 20 Loans from officers, directors, trustees, and other disqualified persons                                                          |                   |                   |                       |
|                                                                                                                                                  | 21 Mortgages and other notes payable (attach schedule)                                                                               |                   |                   |                       |
|                                                                                                                                                  | 22 Other liabilities (describe ▶ )                                                                                                   |                   |                   |                       |
|                                                                                                                                                  | 23 <b>Total liabilities</b> (add lines 17 through 22)                                                                                | <b>0</b>          | <b>7,000</b>      |                       |
| <b>Net Assets or Fund Balances</b>                                                                                                               | <b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> ▶ <input type="checkbox"/> |                   |                   |                       |
|                                                                                                                                                  | 24 Unrestricted                                                                                                                      |                   |                   |                       |
|                                                                                                                                                  | 25 Temporarily restricted                                                                                                            |                   |                   |                       |
|                                                                                                                                                  | 26 Permanently restricted                                                                                                            |                   |                   |                       |
|                                                                                                                                                  | <b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input checked="" type="checkbox"/>   |                   |                   |                       |
|                                                                                                                                                  | 27 Capital stock, trust principal, or current funds                                                                                  |                   |                   |                       |
|                                                                                                                                                  | 28 Paid-in or capital surplus, or land, bldg, and equipment fund                                                                     |                   |                   |                       |
|                                                                                                                                                  | 29 Retained earnings, accumulated income, endowment, or other funds                                                                  | <b>17,555,644</b> | <b>19,674,963</b> |                       |
| 30 <b>Total net assets or fund balances</b> (see instructions)                                                                                   | <b>17,555,644</b>                                                                                                                    | <b>19,674,963</b> |                   |                       |
| 31 <b>Total liabilities and net assets/fund balances</b> (see instructions)                                                                      | <b>17,555,644</b>                                                                                                                    | <b>19,681,963</b> |                   |                       |

| <b>Part III Analysis of Changes in Net Assets or Fund Balances</b>                                                                                           |          |                   |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-------------------|
| 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) | <b>1</b> | <b>17,555,644</b> |
| 2 Enter amount from Part I, line 27a                                                                                                                         | <b>2</b> | <b>2,177,581</b>  |
| 3 Other increases not included in line 2 (itemize) ▶                                                                                                         | <b>3</b> |                   |
| 4 Add lines 1, 2, and 3                                                                                                                                      | <b>4</b> | <b>19,733,225</b> |
| 5 Decreases not included in line 2 (itemize) ▶ <b>See Statement 12</b>                                                                                       | <b>5</b> | <b>58,262</b>     |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30                                                      | <b>6</b> | <b>19,674,963</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<br>P – Purchase<br>D – Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a Longleaf Partners</b>                                                                                                        |                                                  |                                      |                                  |
| <b>b JP Morgan</b>                                                                                                                 |                                                  |                                      |                                  |
| <b>c Merrill Lynch PIA</b>                                                                                                         |                                                  |                                      |                                  |
| <b>d Tweedy Browne Global</b>                                                                                                      |                                                  |                                      |                                  |
| <b>e Bank of Texas</b>                                                                                                             |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| <b>a 421,824</b>      |                                            |                                                 | <b>421,824</b>                               |
| <b>b 22,861</b>       |                                            |                                                 | <b>22,861</b>                                |
| <b>c 980</b>          |                                            |                                                 | <b>980</b>                                   |
| <b>d 13,406</b>       |                                            |                                                 | <b>13,406</b>                                |
| <b>e 528</b>          |                                            |                                                 | <b>528</b>                                   |

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

| (i) FMV as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| <b>a</b>               |                                      |                                                 | <b>421,824</b>                                                                                  |
| <b>b</b>               |                                      |                                                 | <b>22,861</b>                                                                                   |
| <b>c</b>               |                                      |                                                 | <b>980</b>                                                                                      |
| <b>d</b>               |                                      |                                                 | <b>13,406</b>                                                                                   |
| <b>e</b>               |                                      |                                                 | <b>528</b>                                                                                      |

|                                                                                                                                                                                                         |                                                                                                                                                                           |          |                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------------|
| <b>2 Capital gain net income or (net capital loss)</b>                                                                                                                                                  | <div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7<br/>           If (loss), enter -0- in Part I, line 7         </div> | <b>2</b> | <b>459,599</b> |
| <b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).<br/>If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8</b> |                                                                                                                                                                           | <b>3</b> |                |

**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)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2011                                                                 | <b>958,945</b>                           | <b>19,519,288</b>                            | <b>0.049128</b>                                             |
| 2010                                                                 | <b>859,560</b>                           | <b>18,114,425</b>                            | <b>0.047452</b>                                             |
| 2009                                                                 | <b>763,433</b>                           | <b>15,977,021</b>                            | <b>0.047783</b>                                             |
| 2008                                                                 | <b>947,353</b>                           | <b>17,609,530</b>                            | <b>0.053798</b>                                             |
| 2007                                                                 | <b>1,054,697</b>                         | <b>21,040,952</b>                            | <b>0.050126</b>                                             |

|                                                                                                                                                                                                                             |          |                   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-------------------|
| <b>2 Total of line 1, column (d)</b>                                                                                                                                                                                        | <b>2</b> | <b>0.248287</b>   |
| <b>3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years</b>                                       | <b>3</b> | <b>0.049657</b>   |
| <b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>                                                                                                                                       | <b>4</b> | <b>21,897,430</b> |
| <b>5 Multiply line 4 by line 3</b>                                                                                                                                                                                          | <b>5</b> | <b>1,087,361</b>  |
| <b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>                                                                                                                                                         | <b>6</b> | <b>29,131</b>     |
| <b>7 Add lines 5 and 6</b>                                                                                                                                                                                                  | <b>7</b> | <b>1,116,492</b>  |
| <b>8 Enter qualifying distributions from Part XII, line 4<br/>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</b> | <b>8</b> | <b>1,016,810</b>  |

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

|           |                                                                                                                                                                                                                             |           |               |
|-----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------------|
| <b>1a</b> | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1<br>Date of ruling or determination letter (attach copy of letter if necessary—see instructions) |           |               |
| <b>b</b>  | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b                                                                             | <b>1</b>  | <b>58,262</b> |
| <b>c</b>  | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)                                                                                                     |           |               |
| <b>2</b>  | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                   | <b>2</b>  | <b>0</b>      |
| <b>3</b>  | Add lines 1 and 2                                                                                                                                                                                                           | <b>3</b>  | <b>58,262</b> |
| <b>4</b>  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                 | <b>4</b>  | <b>0</b>      |
| <b>5</b>  | <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                              | <b>5</b>  | <b>58,262</b> |
| <b>6</b>  | Credits/Payments:                                                                                                                                                                                                           |           |               |
| <b>a</b>  | 2012 estimated tax payments and 2011 overpayment credited to 2012                                                                                                                                                           | <b>6a</b> | <b>66,477</b> |
| <b>b</b>  | Exempt foreign organizations – tax withheld at source                                                                                                                                                                       | <b>6b</b> |               |
| <b>c</b>  | Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                         | <b>6c</b> |               |
| <b>d</b>  | Backup withholding erroneously withheld                                                                                                                                                                                     | <b>6d</b> |               |
| <b>7</b>  | Total credits and payments. Add lines 6a through 6d                                                                                                                                                                         | <b>7</b>  | <b>66,477</b> |
| <b>8</b>  | Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached                                                                                                    | <b>8</b>  |               |
| <b>9</b>  | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>                                                                                                                                 | <b>9</b>  |               |
| <b>10</b> | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>                                                                                                                     | <b>10</b> | <b>8,215</b>  |
| <b>11</b> | Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <b>8,215</b> <b>Refunded</b>                                                                                                                        | <b>11</b> |               |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                                     | Yes      | No       |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>1a</b> 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?                                                                                                                                                                                      |          | <b>X</b> |
| <b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?<br>If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. |          | <b>X</b> |
| <b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?                                                                                                                                                                                                                                                                                                |          | <b>X</b> |
| <b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year<br>(1) On the foundation <b>\$</b> _____ (2) On foundation managers <b>\$</b> _____                                                                                                                                                                      |          |          |
| <b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>\$</b> _____                                                                                                                                                                                                       |          |          |
| <b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities.                                                                                                                                                                                              |          | <b>X</b> |
| <b>3</b> 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                                                                                                                                 |          | <b>X</b> |
| <b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                                               |          | <b>X</b> |
| <b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?                                                                                                                                                                                                                                                                                    |          |          |
| <b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T                                                                                                                                                                                         |          | <b>X</b> |
| <b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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?                         | <b>X</b> |          |
| <b>7</b> 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                                                                                                                                                                                                                          | <b>X</b> |          |
| <b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <b>TX</b>                                                                                                                                                                                                                                              |          |          |
| <b>b</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                                                                                                                                                | <b>X</b> |          |
| <b>9</b> 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                                                                                                       |          | <b>X</b> |
| <b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                                        |          | <b>X</b> |

N/A

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

|    |                                                                                                                                                                                                                                                                                                                                   |                                    |          |                |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|----------|----------------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)                                                                                                                                           | 11                                 |          | <b>X</b>       |
| 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                                 |          | <b>X</b>       |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ► <b>www.guidestar.org</b>                                                                                                                                                                 | 13                                 | <b>X</b> |                |
| 14 | The books are in care of ► <b>Laura Harrison</b><br><b>P. O. Box 470338</b>                                                                                                                                                                                                                                                       | Telephone no ► <b>817-737-7191</b> |          |                |
|    | Located at ► <b>Fort Worth</b>                                                                                                                                                                                                                                                                                                    | TX ZIP+4 ► <b>76147-0338</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                                 |          |                |
| 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?<br>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<br><b>X</b> |

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

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

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

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

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                    |                                                 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|-------------------------------------------------|
| <p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?</p> <p>(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes?</p> <p>(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)? (see instructions)</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? Organizations relying on a current notice regarding disaster assistance check here</p> <p><b>c</b> 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? If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.</p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?</p> <p><b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?</p> | <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>N/A</b> <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>N/A</b> <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>N/A</b> <input type="checkbox"/> Yes <input type="checkbox"/> No</p> | <p><b>5b</b></p> <p><b>6b</b></p> <p><b>7b</b></p> | <p><b>X</b></p> <p><b>X</b></p> <p><b>X</b></p> |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|-------------------------------------------------|

**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 (see instructions).**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| See Statement 13     |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

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

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

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

0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (see instructions). 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 |                     |                  |

**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 (see instructions)**

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                           |        |

**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> | <b>17,832,045</b> |
| <b>b</b> | Average of monthly cash balances                                                                            | <b>1b</b> | <b>2,418,157</b>  |
| <b>c</b> | Fair market value of all other assets (see instructions)                                                    | <b>1c</b> | <b>1,980,691</b>  |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                       | <b>1d</b> | <b>22,230,893</b> |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> | <b>0</b>          |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                        | <b>2</b>  | <b>0</b>          |
| <b>3</b> | Subtract line 2 from line 1d                                                                                | <b>3</b>  | <b>22,230,893</b> |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)      | <b>4</b>  | <b>333,463</b>    |
| <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>  | <b>21,897,430</b> |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | <b>6</b>  | <b>1,094,872</b>  |

**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>  | <b>1,094,872</b> |
| <b>2a</b> | Tax on investment income for 2012 from Part VI, line 5                                                    | <b>2a</b> | <b>58,262</b>    |
| <b>b</b>  | Income tax for 2012 (This does not include the tax from Part VI.)                                         | <b>2b</b> |                  |
| <b>c</b>  | Add lines 2a and 2b                                                                                       | <b>2c</b> | <b>58,262</b>    |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | <b>1,036,610</b> |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  |                  |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | <b>1,036,610</b> |
| <b>6</b>  | Deduction from distributable amount (see instructions)                                                    | <b>6</b>  |                  |
| <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>  | <b>1,036,610</b> |

**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> | <b>1,016,810</b> |
| <b>b</b> | Program-related investments — total from Part IX-B                                                                                                   | <b>1b</b> |                  |
| <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>  | <b>1,016,810</b> |
| <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 (see instructions) | <b>5</b>  | <b>0</b>         |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                | <b>6</b>  | <b>1,016,810</b> |

**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)<br>Corpus  | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012      |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|----------------------------|-------------|------------------|
| 1 Distributable amount for 2012 from Part XI, line 7                                                                                                                       |                |                            |             | <b>1,036,610</b> |
| 2 Undistributed income, if any, as of the end of 2012                                                                                                                      |                |                            |             |                  |
| a Enter amount for 2011 only                                                                                                                                               |                |                            |             |                  |
| b Total for prior years: 20____, 20____, 20____                                                                                                                            |                |                            |             |                  |
| 3 Excess distributions carryover, if any, to 2012.                                                                                                                         |                |                            |             |                  |
| a From 2007                                                                                                                                                                |                |                            |             | <b>417</b>       |
| b From 2008                                                                                                                                                                |                |                            |             | <b>89,596</b>    |
| c From 2009                                                                                                                                                                |                |                            |             |                  |
| d From 2010                                                                                                                                                                |                |                            |             |                  |
| e From 2011                                                                                                                                                                |                |                            |             | <b>10,120</b>    |
| f Total of lines 3a through e                                                                                                                                              | <b>100,133</b> |                            |             |                  |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <b>1,016,810</b>                                                                                            |                |                            |             |                  |
| a Applied to 2011, but not more than line 2a                                                                                                                               |                |                            |             |                  |
| b Applied to undistributed income of prior years (Election required – see instructions)                                                                                    |                |                            |             |                  |
| c Treated as distributions out of corpus (Election required – see instructions)                                                                                            |                |                            |             |                  |
| d Applied to 2012 distributable amount                                                                                                                                     |                |                            |             | <b>1,016,810</b> |
| e Remaining amount distributed out of corpus                                                                                                                               |                |                            |             |                  |
| 5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )                                        | <b>19,800</b>  |                            |             | <b>19,800</b>    |
| 6 Enter the net total of each column as indicated below:                                                                                                                   |                |                            |             |                  |
| a Corpus Add lines 3f, 4c, and 4e. Subtract line 5                                                                                                                         | <b>80,333</b>  |                            |             |                  |
| b Prior years' undistributed income. Subtract line 4b from line 2b                                                                                                         |                |                            |             |                  |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |                |                            |             |                  |
| d Subtract line 6c from line 6b Taxable amount – see instructions                                                                                                          |                |                            |             |                  |
| e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount – see instructions                                                                           |                |                            |             |                  |
| f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013                                                               |                |                            |             | <b>0</b>         |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)                                  |                |                            |             |                  |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)                                                                              |                |                            |             |                  |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a                                                                                              | <b>80,333</b>  |                            |             |                  |
| 10 Analysis of line 9:                                                                                                                                                     |                |                            |             |                  |
| a Excess from 2008                                                                                                                                                         |                |                            |             | <b>70,213</b>    |
| b Excess from 2009                                                                                                                                                         |                |                            |             |                  |
| c Excess from 2010                                                                                                                                                         |                |                            |             |                  |
| d Excess from 2011                                                                                                                                                         |                |                            |             | <b>10,120</b>    |
| e Excess from 2012                                                                                                                                                         |                |                            |             |                  |

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

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

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

|                                                                                                                                                          | Tax year | Prior 3 years |          |          | (e) Total |
|----------------------------------------------------------------------------------------------------------------------------------------------------------|----------|---------------|----------|----------|-----------|
|                                                                                                                                                          | (a) 2012 | (b) 2011      | (c) 2010 | (d) 2009 |           |
| <b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed                      |          |               |          |          |           |
| <b>b</b> 85% of line 2a                                                                                                                                  |          |               |          |          |           |
| <b>c</b> Qualifying distributions from Part XII, line 4 for each year listed                                                                             |          |               |          |          |           |
| <b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities                                                           |          |               |          |          |           |
| <b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c                                   |          |               |          |          |           |
| <b>3</b> Complete 3a, b, or c for the alternative test relied upon:                                                                                      |          |               |          |          |           |
| <b>a</b> "Assets" alternative test – enter:                                                                                                              |          |               |          |          |           |
| <b>(1)</b> Value of all assets                                                                                                                           |          |               |          |          |           |
| <b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)                                                                                     |          |               |          |          |           |
| <b>b</b> "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed                              |          |               |          |          |           |
| <b>c</b> "Support" alternative test – enter:                                                                                                             |          |               |          |          |           |
| <b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) |          |               |          |          |           |
| <b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)                                      |          |               |          |          |           |
| <b>(3)</b> Largest amount of support from an exempt organization                                                                                         |          |               |          |          |           |
| <b>(4)</b> 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) )  
**None**

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest  
**None**

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

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

**a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed:  
**Thomas K. Armstrong**  
**P. O. Drawer 2299 Natchez MS 39121**

**b** The form in which applications should be submitted and information and materials they should include  
**See Statement 14**

**c** Any submission deadlines.  
**Proposals may be submitted any time during the year.**

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:  
**See Statement 15**

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

| Recipient                                                | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount         |
|----------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|----------------|
| Name and address (home or business)                      |                                                                                                           |                                |                                  |                |
| <b>a</b> Paid during the year<br><b>See Statement 16</b> |                                                                                                           |                                |                                  | <b>907,052</b> |
| <b>Total</b>                                             |                                                                                                           |                                | ▶ <b>3a</b>                      | <b>907,052</b> |
| <b>b</b> Approved for future payment<br><b>N/A</b>       |                                                                                                           |                                |                                  |                |
| <b>Total</b>                                             |                                                                                                           |                                | ▶ <b>3b</b>                      |                |





Form **4562**

# Depreciation and Amortization

(Including Information on Listed Property)

OMB No. 1545-0172

**2012**Department of the Treasury  
Internal Revenue Service (99)

▶ See separate instructions.

▶ Attach to your tax return.

Attachment  
Sequence No **179**

Name(s) shown on return

**The Armstrong Foundation**Identifying number  
**75-6003209**

Business or activity to which this form relates

**Indirect Depreciation****Part I Election To Expense Certain Property Under Section 179****Note:** If you have any listed property, complete Part V before you complete Part I.

|    |                                                                                                                                       |                              |                  |
|----|---------------------------------------------------------------------------------------------------------------------------------------|------------------------------|------------------|
| 1  | Maximum amount (see instructions)                                                                                                     | 1                            | 500,000          |
| 2  | Total cost of section 179 property placed in service (see instructions)                                                               | 2                            |                  |
| 3  | Threshold cost of section 179 property before reduction in limitation (see instructions)                                              | 3                            | 2,000,000        |
| 4  | Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-                                                       | 4                            |                  |
| 5  | Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0- If married filing separately, see instructions | 5                            |                  |
| 6  | (a) Description of property                                                                                                           | (b) Cost (business use only) | (c) Elected cost |
| 7  | Listed property Enter the amount from line 29                                                                                         | 7                            |                  |
| 8  | Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7                                                  | 8                            |                  |
| 9  | Tentative deduction. Enter the smaller of line 5 or line 8                                                                            | 9                            |                  |
| 10 | Carryover of disallowed deduction from line 13 of your 2011 Form 4562                                                                 | 10                           |                  |
| 11 | Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)                     | 11                           |                  |
| 12 | Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11                                                  | 12                           |                  |
| 13 | Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12                                                            | 13                           |                  |

**Note:** Do not use Part II or Part III below for listed property. Instead, use Part V**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions)**

|    |                                                                                                                                             |    |  |
|----|---------------------------------------------------------------------------------------------------------------------------------------------|----|--|
| 14 | Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions) | 14 |  |
| 15 | Property subject to section 168(f)(1) election                                                                                              | 15 |  |
| 16 | Other depreciation (including ACRS)                                                                                                         | 16 |  |

**Part III MACRS Depreciation (Do not include listed property.) (See instructions.)****Section A**

|    |                                                                                                                                   |    |     |
|----|-----------------------------------------------------------------------------------------------------------------------------------|----|-----|
| 17 | MACRS deductions for assets placed in service in tax years beginning before 2012                                                  | 17 | 297 |
| 18 | If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here |    |     |

**Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System**

| (a) Classification of property | (b) Month and year placed in service | (c) Basis for depreciation (business/investment use only—see instructions) | (d) Recovery period | (e) Convention | (f) Method | (g) Depreciation deduction |
|--------------------------------|--------------------------------------|----------------------------------------------------------------------------|---------------------|----------------|------------|----------------------------|
| 19a 3-year property            |                                      |                                                                            |                     |                |            |                            |
| b 5-year property              |                                      |                                                                            |                     |                |            |                            |
| c 7-year property              |                                      |                                                                            |                     |                |            |                            |
| d 10-year property             |                                      |                                                                            |                     |                |            |                            |
| e 15-year property             |                                      |                                                                            |                     |                |            |                            |
| f 20-year property             |                                      |                                                                            |                     |                |            |                            |
| g 25-year property             |                                      |                                                                            | 25 yrs              |                | S/L        |                            |
| h Residential rental property  |                                      |                                                                            | 27.5 yrs            | MM             | S/L        |                            |
|                                |                                      |                                                                            | 27 5 yrs.           | MM             | S/L        |                            |
| i Nonresidential real property |                                      |                                                                            | 39 yrs.             | MM             | S/L        |                            |
|                                |                                      |                                                                            |                     | MM             | S/L        |                            |

**Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System**

|                |  |  |         |    |     |  |
|----------------|--|--|---------|----|-----|--|
| 20a Class life |  |  |         |    | S/L |  |
| b 12-year      |  |  | 12 yrs. |    | S/L |  |
| c 40-year      |  |  | 40 yrs  | MM | S/L |  |

**Part IV Summary (See instructions.)**

|    |                                                                                                                                                                                                           |    |     |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|
| 21 | Listed property Enter amount from line 28                                                                                                                                                                 | 21 |     |
| 22 | Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions | 22 | 297 |
| 23 | For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs                                                                   | 23 |     |

For Paperwork Reduction Act Notice, see separate instructions.

Form **4562** (2012)

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## Federal Statements

### Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

| Description               |               | How Received |                  | Cost      | Expense | Depreciation | Net Gain / Loss |
|---------------------------|---------------|--------------|------------------|-----------|---------|--------------|-----------------|
| Whom Sold                 | Date Acquired | Date Sold    | Sale Price       |           |         |              |                 |
| Eaton Vance Floating Rate | 5/08/12       | 6/29/12      | \$ 63,134        | \$ 63,715 | \$      | \$           | -581            |
| Ishares MSCI Japan        | Various       | 9/14/12      | Purchase 125,077 | 131,794   |         |              | -6,717          |
| JPM US Real Estate        | 6/06/12       | 6/28/12      | Purchase 46,507  | 45,830    |         |              | 677             |
| Eaton Vance Mutual Funds  | 10/26/11      | 3/07/12      | Purchase 67,567  | 66,286    |         |              | 1,281           |
| JPM Intl Currency         | 12/16/11      | 6/07/12      | Purchase 4       | 4         |         |              |                 |
| Dodge & Cox International | Various       | 8/23/12      | Purchase 191,241 | 208,607   |         |              | -17,366         |
| Dreyfus Laurel Fds        | Various       | 6/06/12      | Purchase 93,267  | 101,258   |         |              | -7,991          |
| Eaton Vance Mutual Funds  | Various       | 3/07/12      | Purchase 62,587  | 60,518    |         |              | 2,069           |
| Eaton Vance Floating Rate | Various       | Various      | Purchase 188,195 | 148,537   |         |              | 39,658          |
| JPM Asia Equity           | Various       | 5/08/12      | Purchase 189,750 | 225,886   |         |              | -36,136         |
| JPM High Yield            | Various       | 6/20/12      | Purchase 64,397  | 67,992    |         |              | -3,595          |
| JPM High Yield            | Various       | 3/07/12      | Purchase 67,934  | 73,214    |         |              | -5,280          |
| JPM Intl Currency         | Various       | 6/06/12      | Purchase 116,213 | 120,443   |         |              | -4,230          |
| JPM Str Inc               | Various       | 6/07/12      | Purchase 104,390 | 106,267   |         |              | -1,877          |
| JPM US Real Estate        | Various       | 6/28/12      | Purchase 15,861  | 13,218    |         |              | 2,643           |
| Spdr Gold Trust           | Various       | Various      | Purchase 302     |           |         |              | 302             |
| T Rowe Price Overstock    | Various       | 8/23/12      | Purchase 46,709  | 50,342    |         |              | -3,633          |

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## Federal Statements

### Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description                 |               |           | How Received |                 | Cost   | Expense | Depreciation | Net Gain / Loss |
|-----------------------------|---------------|-----------|--------------|-----------------|--------|---------|--------------|-----------------|
| Whom Sold                   | Date Acquired | Date Sold | Sale Price   | Purchase Price  |        |         |              |                 |
| Kohls Corp                  | Various       | Various   | \$           | Purchase 12,881 | 13,201 | \$      | \$           | -320            |
| Acme Packet Inc             | 10/26/12      | 12/12/12  |              | Purchase 993    | 794    |         |              | 199             |
| Aeroviroment Inc            | Various       | Various   |              | Purchase 8,030  | 9,875  |         |              | -1,845          |
| Comstock Resources          | Various       | Various   |              | Purchase 1,270  | 1,604  |         |              | -334            |
| Contango Oil & Gas          | Various       | Various   |              | Purchase 7,170  | 9,076  |         |              | -1,906          |
| East West Bancorp           | Various       | Various   |              | Purchase 5,689  | 5,914  |         |              | -225            |
| Grand Canyon Education      | Various       | Various   |              | Purchase 1,309  | 1,348  |         |              | -39             |
| Health Management Education | 10/10/12      | 12/21/12  |              | Purchase 1,190  | 1,004  |         |              | 186             |
| Morningstar Inc             | Various       | Various   |              | Purchase 1,462  | 1,460  |         |              | 2               |
| Netgear Inc                 | 10/10/12      | 10/26/12  |              | Purchase 1,382  | 1,449  |         |              | -67             |
| UMB Financial               | Various       | Various   |              | Purchase 9,269  | 10,599 |         |              | -1,330          |
| United Natural Foods        | 10/10/12      | 11/29/12  |              | Purchase 1,297  | 1,458  |         |              | -161            |
| United Therapeutics         | 10/10/12      | 10/24/12  |              | Purchase 7,192  | 8,790  |         |              | -1,598          |
| Waddell & Reed              | 10/10/12      | 11/28/12  |              | Purchase 1,704  | 1,642  |         |              | 62              |
| WebSense Inc                | Various       | Various   |              | Purchase 5,363  | 6,331  |         |              | -968            |
| Zillow Inc                  | Various       | Various   |              | Purchase 1,929  | 2,762  |         |              | -833            |
| Companhia Energetica        | 8/24/12       | 11/29/12  |              | Purchase 526    | 846    |         |              | -320            |

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## Federal Statements

### Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description                   |               | How Received |                 | Cost   | Expense | Depreciation | Net Gain / Loss |
|-------------------------------|---------------|--------------|-----------------|--------|---------|--------------|-----------------|
| Whom Sold                     | Date Acquired | Date Sold    | Sale Price      |        |         |              |                 |
| Nitto Denko                   | 8/25/12       | 10/03/12     | \$ 4,158        | 4,312  | \$      | \$           | -154            |
| Statoil Asa                   | 8/26/12       | 12/21/12     | Purchase 1,495  | 1,521  |         |              | -26             |
| Statoil Asa                   | 8/27/12       | 12/24/12     | Purchase 1,237  | 1,267  |         |              | -30             |
| Taiwan Semiconductor Man      | 8/28/12       | 11/29/12     | Purchase 1,191  | 1,007  |         |              | 184             |
| Treasury Wine Estates         | 8/29/12       | 11/08/12     | Purchase 1,320  | 1,305  |         |              | 15              |
| Treasury Wine Estates         | 8/30/12       | 12/21/12     | Purchase 843    | 879    |         |              | -36             |
| Advanced Energy Industries    | Various       | Various      | Purchase 5,740  | 6,207  |         |              | -467            |
| Arkansas Best Corp            | Various       | Various      | Purchase 4,433  | 5,288  |         |              | -855            |
| Briggs & Stratton             | Various       | Various      | Purchase 5,883  | 6,093  |         |              | -210            |
| Ceradyne Inc                  | Various       | Various      | Purchase 9,327  | 10,854 |         |              | -1,527          |
| Ceva Inc                      | Various       | Various      | Purchase 2,513  | 2,769  |         |              | -256            |
| Ciber Inc                     | Various       | Various      | Purchase 10,219 | 12,229 |         |              | -2,010          |
| Devry Inc                     | Various       | Various      | Purchase 6,865  | 5,928  |         |              | 937             |
| Echelon Corp                  | Various       | Various      | Purchase 444    | 1,126  |         |              | -682            |
| Electro Scientific Industries | Various       | Various      | Purchase 5,681  | 5,690  |         |              | -9              |
| Euronet                       | Various       | Various      | Purchase 12,773 | 12,983 |         |              | -210            |
| Ion Geophysical               | Various       | Various      | Purchase 16,346 | 16,481 |         |              | -135            |

## Federal Statements

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Whom Sold              | Description | Date Acquired | Date Sold | How Received |                 | Cost   | Expense | Depreciation | Net Gain / Loss |
|------------------------|-------------|---------------|-----------|--------------|-----------------|--------|---------|--------------|-----------------|
|                        |             |               |           | Sale Price   | Purchase        |        |         |              |                 |
| Jack in the Box        |             | Various       | Various   | \$           | Purchase 5,620  | 5,616  | \$      | \$           | 4               |
| Kforce Inc             |             | Various       | Various   |              | Purchase 14,769 | 16,435 |         |              | -1,666          |
| Krispy Kreme           |             | Various       | Various   |              | Purchase 15,496 | 15,084 |         |              | 412             |
| Magnum Hunter          |             | Various       | Various   |              | Purchase 21,059 | 20,835 |         |              | 224             |
| Mobile Mini            |             | Various       | Various   |              | Purchase 6,447  | 6,758  |         |              | -311            |
| Omnnicell Inc          |             | Various       | Various   |              | Purchase 5,102  | 6,113  |         |              | -1,011          |
| PF Changs              |             | Various       | Various   |              | Purchase 4,576  | 3,361  |         |              | 1,215           |
| PF Changs              |             | Various       | Various   |              | Purchase 7,872  | 4,307  |         |              | 3,565           |
| Parametric Technology  |             | Various       | Various   |              | Purchase 8,690  | 8,349  |         |              | 341             |
| Power One Inc          |             | Various       | Various   |              | Purchase 4,916  | 4,038  |         |              | 878             |
| Power One Inc          |             | Various       | Various   |              | Purchase 9,775  | 8,867  |         |              | 908             |
| Rubicon Technology     |             | Various       | Various   |              | Purchase 3,543  | 2,982  |         |              | 561             |
| Rubicon Technology     |             | Various       | Various   |              | Purchase 10,186 | 9,360  |         |              | 826             |
| Rudolph Technologies   |             | Various       | Various   |              | Purchase 5,526  | 5,607  |         |              | -81             |
| Strayer Education Inc  |             | Various       | Various   |              | Purchase 5,827  | 7,044  |         |              | -1,217          |
| Susquehanna Bancshares |             | Various       | Various   |              | Purchase 2,799  | 2,962  |         |              | -163            |
| Tetra Technologies     |             | Various       | Various   |              | Purchase 6,703  | 10,066 |         |              | -3,363          |

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### Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Whom Sold                     | Description | Date Acquired | Date Sold | How Received |                   | Cost     | Expense | Depreciation | Net Gain / Loss |
|-------------------------------|-------------|---------------|-----------|--------------|-------------------|----------|---------|--------------|-----------------|
|                               |             |               |           | Sale Price   | Purchase          |          |         |              |                 |
| Vasco Data                    |             | Various       | Various   | \$           | Purchase 7,807 \$ | 8,113 \$ | \$      | \$           | -306            |
| Vasco Data                    |             | Various       | Various   |              | Purchase 16,444   | 14,248   |         |              | 2,196           |
| Win Dixie                     |             | Various       | Various   |              | Purchase 7,304    | 5,832    |         |              | 1,472           |
| Aviat Networks                |             | Various       | Various   |              | Purchase 5,055    | 7,658    |         |              | -2,603          |
| Calgon Carbon                 |             | Various       | Various   |              | Purchase 3,952    | 4,302    |         |              | -350            |
| Cognet Communications         |             | Various       | Various   |              | Purchase 19,774   | 13,369   |         |              | 6,405           |
| Echelon Corp                  |             | Various       | Various   |              | Purchase 4,289    | 12,169   |         |              | -7,880          |
| Echelon Corp                  |             | Various       | Various   |              | Purchase 2,379    | 6,256    |         |              | -3,877          |
| Electro Scientific Industries |             | Various       | Various   |              | Purchase 4,055    | 4,198    |         |              | -143            |
| Electro Scientific Industries |             | Various       | Various   |              | Purchase 6,367    | 7,968    |         |              | -1,601          |
| Eresearch Technology          |             | Various       | Various   |              | Purchase 3,350    | 2,593    |         |              | 757             |
| Gastar Exploration            |             | Various       | Various   |              | Purchase 5,080    | 11,224   |         |              | -6,144          |
| Horsehead Holdings            |             | Various       | Various   |              | Purchase 15,827   | 19,458   |         |              | -3,631          |
| Iberia Bank                   |             | Various       | Various   |              | Purchase 5,151    | 6,542    |         |              | -1,391          |
| Inspirity Inc                 |             | Various       | Various   |              | Purchase 8,120    | 9,400    |         |              | -1,280          |
| Ion Geophysical               |             | Various       | Various   |              | Purchase 6,600    | 4,986    |         |              | 1,614           |
| Krispy Kreme                  |             | Various       | Various   |              | Purchase 9,064    | 7,037    |         |              | 2,027           |

## Federal Statements

### Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description            |         | How Received  |           | Cost   | Expense | Depreciation | Net Gain / Loss |
|------------------------|---------|---------------|-----------|--------|---------|--------------|-----------------|
|                        |         | Date Acquired | Date Sold |        |         |              |                 |
| Whom Sold              |         |               |           |        |         |              |                 |
| Lionbridge Tech        | Various | Various       | Various   | 1,790  | \$      | \$           | 347             |
| MB Financial           | Various | Various       | Various   | 6,778  |         |              | -98             |
| Omnicell Inc           | Various | Various       | Various   | 5,313  |         |              | 20              |
| Parexel International  | Various | Various       | Various   | 18,513 |         |              | 6,832           |
| Pinnacle Financial     | Various | Various       | Various   | 6,636  |         |              | 1,714           |
| Renasant Corp          | Various | Various       | Various   | 5,670  |         |              | 2,549           |
| Rudolph Technologies   | Various | Various       | Various   | 12,988 |         |              | -101            |
| Susquehanna Bancshares | Various | Various       | Various   | 10,732 |         |              | 2,746           |
| Tetra Technologies     | Various | Various       | Various   | 12,250 |         |              | -4,647          |
| Umpqhua Holdings       | Various | Various       | Various   | 8,697  |         |              | 852             |
| Vaalco Energy          | Various | Various       | Various   | 4,026  |         |              | 1,513           |
| Allscripts Healthcare  | Various | Various       | Various   | 913    |         |              | 1,686           |
| Calgon Carbon          | Various | Various       | Various   | 1,221  |         |              | -71             |
| Ceradyne Inc           | Various | Various       | Various   | 4,593  |         |              | 2,889           |
| Ceradyne Inc           | Various | Various       | Various   | 256    |         |              | 70              |
| Cognet Communications  | Various | Various       | Various   | 1,826  |         |              | 1,428           |
| Cognet Communications  | Various | Various       | Various   | 4,006  |         |              | 4,834           |

## Federal Statements

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description            |               | How Received |                    | Cost   | Expense | Depreciation | Net Gain / Loss |
|------------------------|---------------|--------------|--------------------|--------|---------|--------------|-----------------|
| Whom Sold              | Date Acquired | Date Sold    | Sale Price         |        |         |              |                 |
| Eresearch Technology   | Various       | Various      | Purchase \$ 14,539 | 13,584 | \$      | \$           | 955             |
| Eresearch Technology   | Various       | Various      | Purchase 8,615     | 7,411  |         |              | 1,204           |
| Gastar Exploration     | Various       | Various      | Purchase 5,533     | 12,416 |         |              | -6,883          |
| Horsehead Holdings     | Various       | Various      | Purchase 5,297     | 4,920  |         |              | 377             |
| Horsehead Holdings     | Various       | Various      | Purchase 1,006     | 895    |         |              | 111             |
| Iberia Bank            | Various       | Various      | Purchase 10,166    | 11,700 |         |              | -1,534          |
| Insperity Inc          | Various       | Various      | Purchase 11,689    | 10,642 |         |              | 1,047           |
| Isis Pharmaceuticals   | Various       | Various      | Purchase 6,396     | 5,432  |         |              | 964             |
| Isis Pharmaceuticals   | Various       | Various      | Purchase 6,302     | 5,115  |         |              | 1,187           |
| Ixys Corp              | Various       | Various      | Purchase 4,384     | 3,568  |         |              | 816             |
| Ixys Corp              | Various       | Various      | Purchase 11,185    | 8,889  |         |              | 2,296           |
| Lionbridge Tech        | Various       | Various      | Purchase 13,952    | 27,086 |         |              | -13,134         |
| Materion Corp          | Various       | Various      | Purchase 1,217     | 1,891  |         |              | -674            |
| Materion Corp          | Various       | Various      | Purchase 10,235    | 10,412 |         |              | -177            |
| MB Financial           | Various       | Various      | Purchase 6,817     | 5,730  |         |              | 1,087           |
| Minerals Techonologies | Various       | Various      | Purchase 20,177    | 13,449 |         |              | 6,728           |
| Parametric Technology  | Various       | Various      | Purchase 7,109     | 2,272  |         |              | 4,837           |

# Federal Statements

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description             |         | Date<br>Acquired | Date<br>Sold | How<br>Received |             | Cost   | Expense | Depreciation | Net<br>Gain / Loss |
|-------------------------|---------|------------------|--------------|-----------------|-------------|--------|---------|--------------|--------------------|
|                         |         |                  |              | Sale<br>Price   | Purchase    |        |         |              |                    |
| Parametric Technology   | Various | Various          | Various      | \$ 2,093        | Purchase \$ | 903    | \$      | \$           | 1,190              |
| Parametric Technology   | Various | Various          | Various      | 7,274           | Purchase    | 3,155  |         |              | 4,119              |
| Pinnacle Financial      | Various | Various          | Various      | 3,937           | Purchase    | 2,853  |         |              | 1,084              |
| Pinnacle Financial      | Various | Various          | Various      | 7,531           | Purchase    | 4,614  |         |              | 2,917              |
| Powerwave Technologies  | Various | Various          | Various      | 33              | Purchase    |        |         |              | 33                 |
| Tetra Technologies      | Various | Various          | Various      | 133             | Purchase    |        |         |              | 133                |
| Ultratech Inc           | Various | Various          | Various      | 2,286           | Purchase    | 1,009  |         |              | 1,277              |
| Ultratech Inc           | Various | Various          | Various      | 2,811           | Purchase    | 1,254  |         |              | 1,557              |
| Ultratech Inc           | Various | Various          | Various      | 25,048          | Purchase    | 9,261  |         |              | 15,787             |
| Umpghua Holdings        | Various | Various          | Various      | 7,563           | Purchase    | 8,471  |         |              | -908               |
| Unit Corp               | Various | Various          | Various      | 15,574          | Purchase    | 12,971 |         |              | 2,603              |
| Vaalco Energy           | Various | Various          | Various      | 11,245          | Purchase    | 7,042  |         |              | 4,203              |
| Vaalco Energy           | Various | Various          | Various      | 7,128           | Purchase    | 3,832  |         |              | 3,296              |
| Vaalco Energy           | Various | Various          | Various      | 5,190           | Purchase    | 3,043  |         |              | 2,147              |
| Accenture PLC           | Various | Various          | Various      | 9,123           | Purchase    | 9,006  |         |              | 117                |
| Alere Inc               | Various | Various          | Various      | 2,874           | Purchase    | 3,316  |         |              | -442               |
| Alpha Natural Resources | Various | Various          | Various      | 3,355           | Purchase    | 7,812  |         |              | -4,457             |

## Federal Statements

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description              |               |           | How Received |                   | Cost     | Expense | Depreciation | Net Gain / Loss |
|--------------------------|---------------|-----------|--------------|-------------------|----------|---------|--------------|-----------------|
| Whom Sold                | Date Acquired | Date Sold | Sale Price   | Purchase Price    |          |         |              |                 |
| Amdocs                   | Various       | Various   | \$           | Purchase 1,838 \$ | 1,756 \$ | \$      | \$           | 82              |
| Anadarko Petroleum       | Various       | Various   |              | Purchase 9,531    | 8,764    |         |              | 767             |
| Apache Corp              | Various       | Various   |              | Purchase 2,496    | 2,297    |         |              | 199             |
| Apache Corp              | Various       | Various   |              | Purchase 7,524    | 7,918    |         |              | -394            |
| Apple Inc                | Various       | Various   |              | Purchase 24,540   | 15,104   |         |              | 9,436           |
| Autozone Inc             | Various       | Various   |              | Purchase 4,011    | 4,111    |         |              | -100            |
| Best Buy Inc             | Various       | Various   |              | Purchase 5,752    | 8,192    |         |              | -2,440          |
| Citigroup Inc            | Various       | Various   |              | Purchase 10,224   | 11,149   |         |              | -925            |
| Community Health Systems | Various       | Various   |              | Purchase 4,957    | 4,109    |         |              | 848             |
| Conocophillips           | Various       | Various   |              | Purchase 11,497   | 11,197   |         |              | 300             |
| Delphi Automotive        | Various       | Various   |              | Purchase 5,036    | 5,051    |         |              | -15             |
| EMC Corp                 | Various       | Various   |              | Purchase 6,657    | 6,314    |         |              | 343             |
| GAP Inc                  | Various       | Various   |              | Purchase 7,216    | 3,802    |         |              | 3,414           |
| General Electric         | Various       | Various   |              | Purchase 7,636    | 5,687    |         |              | 1,949           |
| Genworth Financial       | Various       | Various   |              | Purchase 1,587    | 3,181    |         |              | -1,594          |
| Google Inc               | Various       | Various   |              | Purchase 4,055    | 3,773    |         |              | 282             |
| Halliburton Co           | Various       | Various   |              | Purchase 12,580   | 12,168   |         |              | 412             |

## Federal Statements

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Whom Sold          | Description |  | Date Acquired | Date Sold | How Received |                   | Cost     | Expense | Depreciation | Net Gain / Loss |
|--------------------|-------------|--|---------------|-----------|--------------|-------------------|----------|---------|--------------|-----------------|
|                    |             |  |               |           | Sale Price   | Purchase          |          |         |              |                 |
| Hartford Financial |             |  | Various       | Various   | \$           | Purchase 3,644 \$ | 3,984 \$ | \$      |              | -340            |
| Hewlett Packard    |             |  | Various       | Various   |              | Purchase 8,182    | 10,579   |         |              | -2,397          |
| Hewlett Packard    |             |  | Various       | Various   |              | Purchase 8,326    | 10,432   |         |              | -2,106          |
| Illumina Inc       |             |  | Various       | Various   |              | Purchase 6,641    | 6,749    |         |              | -108            |
| Inpex Corp         |             |  | Various       | Various   |              | Purchase 1,353    | 1,616    |         |              | -263            |
| Intel Corp         |             |  | Various       | Various   |              | Purchase 11,396   | 11,541   |         |              | -145            |
| JP Morgan Chase    |             |  | Various       | Various   |              | Purchase 8,758    | 8,392    |         |              | 366             |
| Juniper Networks   |             |  | Various       | Various   |              | Purchase 4,478    | 4,270    |         |              | 208             |
| Juniper Networks   |             |  | Various       | Various   |              | Purchase 6,296    | 7,670    |         |              | -1,374          |
| Life Time Fitness  |             |  | Various       | Various   |              | Purchase 1,179    | 1,128    |         |              | 51              |
| Lyondellbasell     |             |  | Various       | Various   |              | Purchase 2,409    | 2,357    |         |              | 52              |
| Memc Electronic    |             |  | Various       | Various   |              | Purchase 2,926    | 6,138    |         |              | -3,212          |
| Metlife Inc        |             |  | Various       | Various   |              | Purchase 3,542    | 3,456    |         |              | 86              |
| Metlife Inc        |             |  | Various       | Various   |              | Purchase 910      | 894      |         |              | 16              |
| Metlife Inc        |             |  | Various       | Various   |              | Purchase 14,150   | 12,312   |         |              | 1,838           |
| Microsoft Corp     |             |  | Various       | Various   |              | Purchase 2,722    | 2,643    |         |              | 79              |
| Netapp Inc         |             |  | Various       | Various   |              | Purchase 4,906    | 4,380    |         |              | 526             |

## Federal Statements

### Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description             |         | How Received  |           | Cost   | Expense | Depreciation | Net Gain / Loss |
|-------------------------|---------|---------------|-----------|--------|---------|--------------|-----------------|
|                         |         | Date Acquired | Date Sold |        |         |              |                 |
| Whom Sold               |         |               |           |        |         |              |                 |
| Nielsen Holdings        | Various | Various       | Various   | 11,003 | \$      | \$           | 114             |
| Sandridge Energy        | Various | Various       | Various   | 3,563  |         |              | 116             |
| Schwab Charles Corp     | Various | Various       | Various   | 2,993  |         |              | 436             |
| Schwab Charles Corp     | Various | Various       | Various   | 1,870  |         |              | -2              |
| Schwab Charles Corp     | Various | Various       | Various   | 2,032  |         |              | 74              |
| Schwab Charles Corp     | Various | Various       | Various   | 629    |         |              | -10             |
| Schwab Charles Corp     | Various | Various       | Various   | 13,390 |         |              | 948             |
| Soft Bank Corp          | Various | Various       | Various   | 983    |         |              | 73              |
| Soft Bank Corp          | Various | Various       | Various   | 3,248  |         |              | 793             |
| Soft Bank Corp          | Various | Various       | Various   | 8,730  |         |              | 3,156           |
| St Jude Medical         | Various | Various       | Various   | 11,444 |         |              | 11              |
| Staples Inc             | Various | Various       | Various   | 3,999  |         |              | -563            |
| Thermo Fisher           | Various | Various       | Various   | 3,512  |         |              | 842             |
| Total SA                | Various | Various       | Various   | 4,369  |         |              | 537             |
| United States Steel     | Various | Various       | Various   | 4,687  |         |              | -1,037          |
| Valeant Pharmaceuticals | Various | Various       | Various   | 7,043  |         |              | -29             |
| Varian Medical          | Various | Various       | Various   | 1,900  |         |              | -160            |

## Federal Statements

### Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description              |               |           | How Received    |  | Cost   | Expense | Depreciation | Net Gain / Loss |
|--------------------------|---------------|-----------|-----------------|--|--------|---------|--------------|-----------------|
| Whom Sold                | Date Acquired | Date Sold | Sale Price      |  |        |         |              |                 |
| Yum Brands               | Various       | Various   | Purchase \$     |  | 8,927  | \$      | \$           | -332            |
| Alere Inc                | Various       | Various   | Purchase 855    |  | 1,078  |         |              | -223            |
| Bank of America Corp     | Various       | Various   | Purchase 2,293  |  | 3,983  |         |              | -1,690          |
| Bank of America Corp     | Various       | Various   | Purchase 1,214  |  | 1,814  |         |              | -600            |
| Bank of America Corp     | Various       | Various   | Purchase 1,056  |  | 1,984  |         |              | -928            |
| Bank of America Corp     | Various       | Various   | Purchase 6,810  |  | 11,862 |         |              | -5,052          |
| Community Health Systems | Various       | Various   | Purchase 4,802  |  | 4,488  |         |              | 314             |
| Exxon Mobil Corp         | Various       | Various   | Purchase 2,398  |  | 2,135  |         |              | 263             |
| Exxon Mobil Corp         | Various       | Various   | Purchase 17,600 |  | 15,898 |         |              | 1,702           |
| Gap Inc                  | Various       | Various   | Purchase 1,041  |  | 867    |         |              | 174             |
| GAP Inc                  | Various       | Various   | Purchase 2,705  |  | 2,232  |         |              | 473             |
| GAP Inc                  | Various       | Various   | Purchase 3,537  |  | 2,903  |         |              | 634             |
| GAP Inc                  | Various       | Various   | Purchase 2,348  |  | 1,798  |         |              | 550             |
| GAP Inc                  | Various       | Various   | Purchase 1,203  |  | 1,040  |         |              | 163             |
| GAP Inc                  | Various       | Various   | Purchase 4,775  |  | 2,771  |         |              | 2,004           |
| Genworth Financial       | Various       | Various   | Purchase 1,141  |  | 2,864  |         |              | -1,723          |
| Genworth Financial       | Various       | Various   | Purchase 4,543  |  | 12,822 |         |              | -8,279          |

## Federal Statements

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description         |               |           | How Received |                   | Cost     | Expense | Depreciation | Net Gain / Loss |
|---------------------|---------------|-----------|--------------|-------------------|----------|---------|--------------|-----------------|
| Whom Sold           | Date Acquired | Date Sold | Sale Price   | Purchase Price    |          |         |              |                 |
| Google Inc          | Various       | Various   | \$           | Purchase 7,434 \$ | 6,504 \$ | \$      | \$           | 930             |
| Hartford Financial  | Various       | Various   |              | Purchase 3,607    | 5,213    |         |              | -1,606          |
| JP Morgan Chase     | Various       | Various   |              | Purchase 3,284    | 3,941    |         |              | -657            |
| KDDI Corp           | Various       | Various   |              | Purchase 1,541    | 1,484    |         |              | 57              |
| KDDI Corp           | Various       | Various   |              | Purchase 2,055    | 1,897    |         |              | 158             |
| KDDI Corp           | Various       | Various   |              | Purchase 9,361    | 7,936    |         |              | 1,425           |
| Memc Electronic     | Various       | Various   |              | Purchase 676      | 2,574    |         |              | -1,898          |
| Microsoft Corp      | Various       | Various   |              | Purchase 1,321    | 1,051    |         |              | 270             |
| Microsoft Corp      | Various       | Various   |              | Purchase 8,837    | 7,387    |         |              | 1,450           |
| Oshkosh Truck Corp  | Various       | Various   |              | Purchase 4,762    | 5,097    |         |              | -335            |
| Pulte Group         | Various       | Various   |              | Purchase 867      | 525      |         |              | 342             |
| Pulte Group         | Various       | Various   |              | Purchase 4,840    | 1,971    |         |              | 2,869           |
| Staples Inc         | Various       | Various   |              | Purchase 4,641    | 6,364    |         |              | -1,723          |
| Staples Inc         | Various       | Various   |              | Purchase 9,226    | 12,702   |         |              | -3,476          |
| Thermo Fisher       | Various       | Various   |              | Purchase 3,563    | 3,621    |         |              | -58             |
| United States Steel | Various       | Various   |              | Purchase 2,806    | 6,399    |         |              | -3,593          |
| Yahoo Inc           | Various       | Various   |              | Purchase 2,399    | 2,601    |         |              | -202            |

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## Federal Statements

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Whom<br>Sold             | Description | Date<br>Acquired | Date<br>Sold | How<br>Received |                    | Cost   | Expense | Depreciation | Net<br>Gain / Loss |
|--------------------------|-------------|------------------|--------------|-----------------|--------------------|--------|---------|--------------|--------------------|
|                          |             |                  |              | Sale<br>Price   | Purchase           |        |         |              |                    |
| Yahoo Inc                |             | Various          | Various      | \$              | Purchase<br>9,052  | 9,614  | \$      | \$           | -562               |
| Alere Inc                |             | Various          | Various      |                 | Purchase<br>5,185  | 10,851 |         |              | -5,666             |
| Amdocs                   |             | Various          | Various      |                 | Purchase<br>1,636  | 1,384  |         |              | 252                |
| Amdocs                   |             | Various          | Various      |                 | Purchase<br>9,836  | 7,381  |         |              | 2,455              |
| Best Buy Inc             |             | Various          | Various      |                 | Purchase<br>1,083  | 1,907  |         |              | -824               |
| Best Buy Inc             |             | Various          | Various      |                 | Purchase<br>4,063  | 7,246  |         |              | -3,183             |
| Best Buy Inc             |             | Various          | Various      |                 | Purchase<br>212    | 416    |         |              | -204               |
| Community Health Systems |             | Various          | Various      |                 | Purchase<br>1,962  | 2,017  |         |              | -55                |
| Corning Inc              |             | Various          | Various      |                 | Purchase<br>6,982  | 9,377  |         |              | -2,395             |
| Dell Inc                 |             | Various          | Various      |                 | Purchase<br>1,208  | 1,020  |         |              | 188                |
| Dell Inc                 |             | Various          | Various      |                 | Purchase<br>7,337  | 6,415  |         |              | 922                |
| General Electric         |             | Various          | Various      |                 | Purchase<br>3,963  | 3,078  |         |              | 885                |
| Gilead Sciences Inc      |             | Various          | Various      |                 | Purchase<br>4,275  | 3,680  |         |              | 595                |
| Gilead Sciences Inc      |             | Various          | Various      |                 | Purchase<br>3,378  | 3,161  |         |              | 217                |
| Gilead Sciences Inc      |             | Various          | Various      |                 | Purchase<br>21,043 | 15,003 |         |              | 6,040              |
| Google Inc               |             | Various          | Various      |                 | Purchase<br>2,448  | 2,146  |         |              | 302                |
| Google Inc               |             | Various          | Various      |                 | Purchase<br>2,363  | 2,149  |         |              | 214                |

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## Federal Statements

### Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description            |         | How Received  |           | Cost     | Expense | Depreciation | Net Gain / Loss |
|------------------------|---------|---------------|-----------|----------|---------|--------------|-----------------|
|                        |         | Date Acquired | Date Sold |          |         |              |                 |
| Google Inc             | Various | Various       | Various   | 1,614 \$ | \$      |              | 67              |
| Google Inc             | Various | Various       | Various   | 5,134    |         |              | 1,624           |
| Hartford Financial     | Various | Various       | Various   | 1,258    |         |              | -181            |
| Hartford Financial     | Various | Various       | Various   | 3,074    |         |              | -761            |
| Hartford Financial     | Various | Various       | Various   | 4,099    |         |              | -657            |
| Inpex Corp             | Various | Various       | Various   | 14,061   |         |              | 3,128           |
| JP Morgan Chase        | Various | Various       | Various   | 5,530    |         |              | -431            |
| JP Morgan Chase        | Various | Various       | Various   | 2,004    |         |              | 34              |
| Level 3 Communications | Various | Various       | Various   | 8,153    |         |              | 1,230           |
| Life Time Fitness      | Various | Various       | Various   | 262      |         |              | 1,000           |
| Life Time Fitness      | Various | Various       | Various   | 262      |         |              | 780             |
| Life Time Fitness      | Various | Various       | Various   | 1,473    |         |              | 5,038           |
| Memc Electronic        | Various | Various       | Various   | 8,946    |         |              | -7,201          |
| On Semiconductor       | Various | Various       | Various   | 3,858    |         |              | -674            |
| Pulte Group            | Various | Various       | Various   | 987      |         |              | 82              |
| Pulte Group            | Various | Various       | Various   | 1,790    |         |              | 58              |
| Pulte Group            | Various | Various       | Various   | 2,121    |         |              | 195             |

## Federal Statements

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Whom Sold            | Description | Date Acquired | Date Sold | How Received |                 | Cost   | Expense | Depreciation | Net Gain / Loss |
|----------------------|-------------|---------------|-----------|--------------|-----------------|--------|---------|--------------|-----------------|
|                      |             |               |           | Sale Price   | Purchase        |        |         |              |                 |
| Pulte Group          |             | Various       | Various   | \$           | Purchase 1,554  | 831    | \$      | \$           | 723             |
| Sandridge Energy     |             | Various       | Various   |              | Purchase 1,182  | 1,344  |         |              | -162            |
| Sandridge Energy     |             | Various       | Various   |              | Purchase 4,819  | 3,879  |         |              | 940             |
| Thermo Fisher        |             | Various       | Various   |              | Purchase 677    | 485    |         |              | 192             |
| Thermo Fisher        |             | Various       | Various   |              | Purchase 1,960  | 1,381  |         |              | 579             |
| Thermo Fisher        |             | Various       | Various   |              | Purchase 2,141  | 1,656  |         |              | 485             |
| Thermo Fisher        |             | Various       | Various   |              | Purchase 10,857 | 8,516  |         |              | 2,341           |
| United States Steel  |             | Various       | Various   |              | Purchase 1,240  | 2,348  |         |              | -1,108          |
| United States Steel  |             | Various       | Various   |              | Purchase 1,211  | 3,112  |         |              | -1,901          |
| United States Steel  |             | Various       | Various   |              | Purchase 2,384  | 4,963  |         |              | -2,579          |
| Varian Medical       |             | Various       | Various   |              | Purchase 1,827  | 1,120  |         |              | 707             |
| Varian Medical       |             | Various       | Various   |              | Purchase 4,296  | 2,941  |         |              | 1,355           |
| Cooper Industries    |             | Various       | 12/04/12  |              | Purchase 30,481 | 17,395 |         |              | 13,086          |
| Eaton Corp           |             | Various       | 12/31/12  |              | Purchase 15     |        |         |              | 15              |
| Bristol Myers Squibb |             | Various       | Various   |              | Purchase 8,629  | 6,512  |         |              | 2,117           |
| Bristol Myers Squibb |             | Various       | Various   |              | Purchase 8,911  | 6,604  |         |              | 2,307           |
| Diageo PLC           |             | Various       | Various   |              | Purchase 4,341  | 3,215  |         |              | 1,126           |

## Federal Statements

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Whom Sold           | Description | Date Acquired | Date Sold | How Received |                 | Cost   | Expense | Depreciation | Net Gain / Loss |
|---------------------|-------------|---------------|-----------|--------------|-----------------|--------|---------|--------------|-----------------|
|                     |             |               |           | Sale Price   | Purchase        |        |         |              |                 |
| Kraft Foods         |             | Various       | Various   | \$           | Purchase 31 \$  |        | \$      |              | 31              |
| Nokia Corp          |             | Various       | Various   |              | Purchase 3,484  | 10,515 |         |              | -7,031          |
| Phillip Morris Intl |             | Various       | Various   |              | Purchase 9,496  | 4,454  |         |              | 5,042           |
| Phillips 66         |             | Various       | Various   |              | Purchase 3,617  | 2,510  |         |              | 1,107           |
| US Treas 3.25       |             | Various       | Various   |              | Purchase 11,165 | 11,059 |         |              | 106             |
| US Treas 3.625      |             | Various       | Various   |              | Purchase 11,505 | 10,605 |         |              | 900             |
| FHLB 5.5            |             | Various       | Various   |              | Purchase 11,283 | 10,966 |         |              | 317             |
| FHLB 5.0            |             | Various       | Various   |              | Purchase 12,097 | 10,433 |         |              | 1,664           |
| FHLMC               |             | Various       | Various   |              | Purchase 10,215 | 10,234 |         |              | -19             |
| FNMA 4.625          |             | Various       | Various   |              | Purchase 10,726 | 9,857  |         |              | 869             |
| FNMA 5.375          |             | Various       | Various   |              | Purchase 17,913 | 15,572 |         |              | 2,341           |
| US Treas 4.25       |             | Various       | Various   |              | Purchase 15,909 | 14,716 |         |              | 1,193           |
| US Treas 4.0        |             | Various       | Various   |              | Purchase 11,085 | 10,773 |         |              | 312             |
| US Treas 4.5        |             | Various       | Various   |              | Purchase 11,485 | 9,917  |         |              | 1,568           |
| US Treas 5.125      |             | Various       | Various   |              | Purchase 11,880 | 10,388 |         |              | 1,492           |
| US Treas 4.5        |             | Various       | Various   |              | Purchase 17,762 | 15,825 |         |              | 1,937           |
| US Treas 3.75       |             | Various       | Various   |              | Purchase 17,357 | 15,714 |         |              | 1,643           |

## Federal Statements

### Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description                   |               |           | How Received |                    | Cost      | Expense | Depreciation | Net Gain / Loss |
|-------------------------------|---------------|-----------|--------------|--------------------|-----------|---------|--------------|-----------------|
| Whom Sold                     | Date Acquired | Date Sold | Sale Price   | Purchase Price     |           |         |              |                 |
| US Treas 1.375                | Various       | Various   | \$           | Purchase 15,182 \$ | 15,223 \$ | \$      | \$           | -41             |
| US Treas 3.625                | Various       | Various   |              | Purchase 17,275    | 16,417    |         |              | 858             |
| AON PLC                       | Various       | Various   |              | Purchase 3,198     | 2,944     |         |              | 254             |
| Eaton Corp                    | Various       | Various   |              | Purchase 5,682     | 4,372     |         |              | 1,310           |
| Seadrill Limited              | Various       | Various   |              | Purchase 5,064     | 4,258     |         |              | 806             |
| Suntrust Banks                | Various       | Various   |              | Purchase 5,712     | 3,650     |         |              | 2,062           |
| Aecom Technology              | Various       | Various   |              | Purchase 2,870     | 4,141     |         |              | -1,271          |
| Haemonetics Corp              | Various       | Various   |              | Purchase 2,428     | 1,914     |         |              | 514             |
| Activision Blizzard           | Various       | Various   |              | Purchase 1,272     | 1,265     |         |              | 7               |
| Allstate Corp                 | Various       | Various   |              | Purchase 8,787     | 5,743     |         |              | 3,044           |
| AMC Networks                  | Various       | Various   |              | Purchase 1,798     | 1,221     |         |              | 577             |
| Anworth Mortgage Asset        | Various       | Various   |              | Purchase 2,642     | 3,413     |         |              | -771            |
| AON PLC                       | Various       | Various   |              | Purchase 2,944     | 2,450     |         |              | 494             |
| Dell Inc                      | Various       | Various   |              | Purchase 1,647     | 2,309     |         |              | -662            |
| Duke Energy                   | Various       | Various   |              | Purchase 38        |           |         |              | 38              |
| Hutchinson Telecommunications | Various       | Various   |              | Purchase 10,200    | 3,497     |         |              | 6,703           |
| Newpark Resources             | Various       | Various   |              | Purchase 3,557     | 927       |         |              | 2,630           |

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### Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description     |               |           | How Received |                   | Cost     | Expense | Depreciation | Net Gain / Loss |
|-----------------|---------------|-----------|--------------|-------------------|----------|---------|--------------|-----------------|
| Whom Sold       | Date Acquired | Date Sold | Sale Price   | Purchase Price    |          |         |              |                 |
| Noble Energy    | Various       | Various   | \$           | Purchase 1,292 \$ | 1,349 \$ | \$      |              | -57             |
| Range Resources | Various       | Various   |              | Purchase 2,629    | 2,625    |         |              | 4               |
| Sanofi          | Various       | Various   |              | Purchase 5,696    | 3,625    |         |              | 2,071           |
| Sempra Energy   | Various       | Various   |              | Purchase 3,758    | 4,233    |         |              | -475            |
| Spdr Gold Trust | Various       | Various   |              | Purchase 1,929    | 2,592    |         |              | -663            |
| Spdr Gold Trust | Various       | Various   |              | Purchase 4,816    | 3,186    |         |              | 1,630           |
| Spdr Gold Trust | Various       | Various   |              | Purchase 4        |          |         |              | 4               |
| Spdr Gold Trust | Various       | Various   |              | Purchase 4        |          |         |              | 4               |
| Spdr Gold Trust | Various       | Various   |              | Purchase 4        |          |         |              | 4               |
| Spdr Gold Trust | Various       | Various   |              | Purchase 4        |          |         |              | 4               |
| Spdr Gold Trust | Various       | Various   |              | Purchase 4        |          |         |              | 4               |
| Spdr Gold Trust | Various       | Various   |              | Purchase 4        |          |         |              | 4               |
| Spdr Gold Trust | Various       | Various   |              | Purchase 4        |          |         |              | 4               |
| Spdr Gold Trust | Various       | Various   |              | Purchase 4        |          |         |              | 4               |
| Spdr Gold Trust | Various       | Various   |              | Purchase 4        |          |         |              | 4               |
| Spdr Gold Trust | Various       | Various   |              | Purchase 4        |          |         |              | 4               |
| Spdr Gold Trust | Various       | Various   |              | Purchase 4        |          |         |              | 4               |
| Spdr Gold Trust | Various       | Various   |              | Purchase 4        |          |         |              | 4               |
| Spdr Gold Trust | Various       | Various   |              | Purchase 4        |          |         |              | 4               |
| Spdr Gold Trust | Various       | Various   |              | Purchase 4        |          |         |              | 4               |

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## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description           |               |           | How Received |                  | Cost    | Expense | Depreciation | Net Gain / Loss |
|-----------------------|---------------|-----------|--------------|------------------|---------|---------|--------------|-----------------|
| Whom Sold             | Date Acquired | Date Sold | Sale Price   | Purchase Price   |         |         |              |                 |
| Spdr Gold Trust       | Various       | Various   | \$           | Purchase 4 \$    | \$      | \$      | \$           | 4               |
| Ultra Petroleum Corp  | Various       | Various   |              | Purchase 1,337   | 3,763   |         |              | -2,426          |
| Weatherford Inc       | Various       | Various   |              | Purchase 1,895   | 3,662   |         |              | -1,767          |
| Linkden Corp          | 12/06/11      | 2/03/12   |              | Purchase 39,891  | 36,951  |         |              | 2,940           |
| Pimco 1-5 Year        | Various       | Various   |              | Purchase 108,145 | 107,270 |         |              | 875             |
| Aflac Inc             | 3/30/11       | 12/31/12  |              | Purchase 20,989  | 21,135  |         |              | -146            |
| Annaly Cap Mgmt       | 3/30/11       | 12/31/12  |              | Purchase 27,959  | 35,050  |         |              | -7,091          |
| American Cap Agy Corp | 3/30/11       | 11/14/12  |              | Purchase 20,400  | 19,804  |         |              | 596             |
| Hatteras Finl Corp    | 3/30/11       | 11/14/12  |              | Purchase 17,306  | 18,729  |         |              | -1,423          |
| Invesco Mortgage      | 3/30/11       | 11/14/12  |              | Purchase 18,518  | 21,580  |         |              | -3,062          |
| Comcast Corp          | 2/06/08       | 4/20/12   |              | Purchase 6,100   | 5,973   |         |              | 127             |
| Comcast Corp          | Various       | Various   |              | Purchase 6,400   | 6,262   |         |              | 138             |
| Goodrich Corp         | Various       | 7/27/12   |              | Purchase 58,013  | 21,608  |         |              | 36,405          |
| Public Storage        | 2/06/08       | 12/27/12  |              | Purchase 12,500  | 10,893  |         |              | 1,607           |
| Viacomm               | 2/06/08       | 1/09/12   |              | Purchase 12,500  | 11,948  |         |              | 552             |
| Energy Transfer       | Various       | Various   |              | Purchase 38,134  | 38,134  |         |              |                 |
| Boardwalk Pipline     | Various       | Various   |              | Purchase 27,519  | 27,519  |         |              |                 |

## Federal Statements

### Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description               |         | How Received  |           | Cost      | Expense | Depreciation | Net Gain / Loss |
|---------------------------|---------|---------------|-----------|-----------|---------|--------------|-----------------|
|                           |         | Date Acquired | Date Sold |           |         |              |                 |
| Whom Sold                 |         |               |           |           |         |              |                 |
| Boardwalk Pipeline        | Various | Various       | Various   | 11,008 \$ | \$      | \$           |                 |
| Energy Transfer           | Various | Various       | Various   | 20        |         |              |                 |
| Longleaf                  | Various | Various       | Various   | 209,110   |         |              | 90,890          |
| Mutual Beacon             | Various | Various       | Various   | 117,372   |         |              | 1,568           |
| Dodge & Cox International | Various | Various       | Various   | 105,949   |         |              | 12,563          |
| Vanguard Global Equity    | Various | Various       | Various   | 2,877     |         |              | -208            |
| Vanguardf Dividend Growth | Various | Various       | Various   | 201,766   |         |              | 95,266          |
| Vanguard Global Equity    | Various | Various       | Various   | 126,830   |         |              | -9,144          |
| Vanguard Equity Income    | Various | Various       | Various   | 249,148   |         |              | 15,023          |
| Vanguard Windsor II       | Various | Various       | Various   | 238,232   |         |              | 5,007           |
| Acaia Research            | Various | Various       | Various   | 1,077     |         |              | -383            |
| Acme Packet               | Various | Various       | Various   | 929       |         |              | -246            |
| Advance Auto Parts        | Various | Various       | Various   | 229       |         |              | 75              |
| Advance Auto Parts        | Various | Various       | Various   | 172       |         |              | 67              |
| Advance Auto Parts        | Various | Various       | Various   | 287       |         |              | 165             |
| Advance Auto Parts        | Various | Various       | Various   | 573       |         |              | 232             |
| Advance Auto Parts        | Various | Various       | Various   | 802       |         |              | 219             |

## Federal Statements

### Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description              |               |           | How Received      |       |         | Net          |             |  |
|--------------------------|---------------|-----------|-------------------|-------|---------|--------------|-------------|--|
| Whom Sold                | Date Acquired | Date Sold | Sale Price        | Cost  | Expense | Depreciation | Gain / Loss |  |
| Air Products & Chemicals | Various       | Various   | Purchase \$ 1,911 | 1,907 | \$      | \$           | 4           |  |
| Alexion Pharm            | Various       | Various   | Purchase 1,457    | 1,593 |         |              | -136        |  |
| Allegheny Tech           | Various       | Various   | Purchase 41       | 65    |         |              | -24         |  |
| Allegheny Tech           | Various       | Various   | Purchase 479      | 775   |         |              | -296        |  |
| Allegheny Tech           | Various       | Various   | Purchase 1,239    | 1,651 |         |              | -412        |  |
| Allscripts               | Various       | Various   | Purchase 479      | 1,012 |         |              | -533        |  |
| Altria Group             | Various       | Various   | Purchase 2,763    | 2,478 |         |              | 285         |  |
| Ansys Inc                | Various       | Various   | Purchase 338      | 325   |         |              | 13          |  |
| Aon Corp                 | Various       | Various   | Purchase 268      | 217   |         |              | 51          |  |
| Apache Corp              | Various       | Various   | Purchase 3,287    | 3,179 |         |              | 108         |  |
| Apple Inc                | Various       | Various   | Purchase 2,387    | 3,288 |         |              | -901        |  |
| Apple Inc                | Various       | Various   | Purchase 424      | 344   |         |              | 80          |  |
| Apple Inc                | Various       | Various   | Purchase 493      | 344   |         |              | 149         |  |
| Apple Inc                | Various       | Various   | Purchase 2,990    | 2,051 |         |              | 939         |  |
| Apple Inc                | Various       | Various   | Purchase 3,440    | 2,405 |         |              | 1,035       |  |
| Apple Inc                | Various       | Various   | Purchase 515      | 344   |         |              | 171         |  |
| Apple Inc                | Various       | Various   | Purchase 1,830    | 1,031 |         |              | 799         |  |

## Federal Statements

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description              |               |           | How Received |                 | Cost   | Expense | Depreciation | Net Gain / Loss |
|--------------------------|---------------|-----------|--------------|-----------------|--------|---------|--------------|-----------------|
| Whom Sold                | Date Acquired | Date Sold | Sale Price   | Purchase Price  |        |         |              |                 |
| Arch Global              | Various       | Various   | \$           | Purchase 251 \$ | 569 \$ | \$      |              | -318            |
| Artisan Mid Cap          | Various       | Various   |              | Purchase 3,095  |        |         |              | 3,095           |
| Artisan Mid Cap          | Various       | Various   |              | Purchase 476    |        |         |              | 476             |
| Asmi Hldings             | Various       | Various   |              | Purchase 569    | 569    |         |              |                 |
| Asmi Hldings             | Various       | Various   |              | Purchase 60     | 58     |         |              | 2               |
| Autozone Inc             | Various       | Various   |              | Purchase 1,708  | 1,262  |         |              | 446             |
| Autozone Inc             | Various       | Various   |              | Purchase 3,305  | 2,270  |         |              | 1,035           |
| Baidu Inc                | Various       | Various   |              | Purchase 2,536  | 2,253  |         |              | 283             |
| Baker Hugh               | Various       | Various   |              | Purchase 44     | 66     |         |              | -22             |
| Baker Hugh               | Various       | Various   |              | Purchase 2,680  | 3,208  |         |              | -528            |
| Barnes & Noble           | Various       | Various   |              | Purchase 160    | 251    |         |              | -91             |
| Barnes & Noble           | Various       | Various   |              | Purchase 41     | 49     |         |              | -8              |
| Bed Bath & Beyond        | Various       | Various   |              | Purchase 924    | 1,011  |         |              | -87             |
| Bed Bath & Beyond        | Various       | Various   |              | Purchase 1,077  | 1,140  |         |              | -63             |
| Berkshire Hathaway       | Various       | Various   |              | Purchase 474    | 423    |         |              | 51              |
| Biomarin Pharmaceuticals | Various       | Various   |              | Purchase 638    | 415    |         |              | 223             |
| Bjs Restaruants          | Various       | Various   |              | Purchase 969    | 656    |         |              | 313             |

## Federal Statements

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Whom Sold                 | Description |         | Date Acquired | Date Sold | How Received |                 | Cost   | Expense | Depreciation | Net Gain / Loss |
|---------------------------|-------------|---------|---------------|-----------|--------------|-----------------|--------|---------|--------------|-----------------|
|                           |             |         |               |           | Sale Price   | Purchase        |        |         |              |                 |
| Bjs Restaruants           |             | Various | Various       |           | \$           | Purchase 549 \$ | 474 \$ | \$      |              | 75              |
| Bristol Myers             |             | Various | Various       |           |              | Purchase 34     | 27     |         |              | 7               |
| Bristol Myers             |             | Various | Various       |           |              | Purchase 2,375  | 2,492  |         |              | -117            |
| Bristol Myers             |             | Various | Various       |           |              | Purchase 33     | 27     |         |              | 6               |
| Bristol Myers             |             | Various | Various       |           |              | Purchase 710    | 560    |         |              | 150             |
| Bristol Myers             |             | Various | Various       |           |              | Purchase 3,520  | 3,716  |         |              | -196            |
| Brucker Corp              |             | Various | Various       |           |              | Purchase 556    | 831    |         |              | -275            |
| Brucker Corp              |             | Various | Various       |           |              | Purchase 524    | 648    |         |              | -124            |
| Cameco Corp               |             | Various | Various       |           |              | Purchase 19     | 29     |         |              | -10             |
| Cameco Corp               |             | Various | Various       |           |              | Purchase 346    | 435    |         |              | -89             |
| Cameco Corp               |             | Various | Various       |           |              | Purchase 579    | 726    |         |              | -147            |
| Cameco Corp               |             | Various | Various       |           |              | Purchase 341    | 427    |         |              | -86             |
| Cameco Corp               |             | Various | Various       |           |              | Purchase 560    | 708    |         |              | -148            |
| Cameco Corp               |             | Various | Various       |           |              | Purchase 478    | 585    |         |              | -107            |
| Cash America Inc          |             | Various | Various       |           |              | Purchase 901    | 934    |         |              | -33             |
| Catalyst Health Solutions |             | Various | Various       |           |              | Purchase 1,607  | 991    |         |              | 616             |
| Cantene Corp              |             | Various | Various       |           |              | Purchase 1,112  | 1,196  |         |              | -84             |

# Federal Statements

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Whom Sold         | Description | Date Acquired | Date Sold | How Received |                | Cost  | Expense | Depreciation | Net Gain / Loss |
|-------------------|-------------|---------------|-----------|--------------|----------------|-------|---------|--------------|-----------------|
|                   |             |               |           | Sale Price   | Purchase       |       |         |              |                 |
| Cener Corp        |             | Various       | Various   | \$           | Purchase 3,538 | 2,366 | \$      | \$           | 1,172           |
| Chevron Corp      |             | Various       | Various   |              | Purchase 2,585 | 2,389 |         |              | 196             |
| Chipolte Grill    |             | Various       | Various   |              | Purchase 1,374 | 951   |         |              | 423             |
| Chipolte Grill    |             | Various       | Various   |              | Purchase 1,526 | 910   |         |              | 616             |
| Chipolte Grill    |             | Various       | Various   |              | Purchase 2,067 | 1,592 |         |              | 475             |
| Cisco Systems     |             | Various       | Various   |              | Purchase 61    | 64    |         |              | -3              |
| Cisco Systems     |             | Various       | Various   |              | Purchase 433   | 555   |         |              | -122            |
| Cisco Systems     |             | Various       | Various   |              | Purchase 3,610 | 4,142 |         |              | -532            |
| Cisco Systems     |             | Various       | Various   |              | Purchase 906   | 950   |         |              | -44             |
| Cisco Systems     |             | Various       | Various   |              | Purchase 953   | 861   |         |              | 92              |
| Cloud Peak Energy |             | Various       | Various   |              | Purchase 778   | 1,028 |         |              | -250            |
| Coach Inc         |             | Various       | Various   |              | Purchase 2,265 | 2,608 |         |              | -343            |
| Coca Cola         |             | Various       | Various   |              | Purchase 2,510 | 2,319 |         |              | 191             |
| Coherent Inc      |             | Various       | Various   |              | Purchase 488   | 484   |         |              | 4               |
| Comerica          |             | Various       | Various   |              | Purchase 64    | 60    |         |              | 4               |
| Comerica          |             | Various       | Various   |              | Purchase 830   | 647   |         |              | 183             |
| Comerica          |             | Various       | Various   |              | Purchase 608   | 503   |         |              | 105             |

## Federal Statements

### Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description          |               |           | How Received |                   | Cost     | Expense | Depreciation | Net Gain / Loss |
|----------------------|---------------|-----------|--------------|-------------------|----------|---------|--------------|-----------------|
| Whom Sold            | Date Acquired | Date Sold | Sale Price   | Purchase Price    |          |         |              |                 |
| Companhia De Bebidas | Various       | Various   | \$           | Purchase 2,560 \$ | 2,230 \$ | \$      |              | 330             |
| Compuware Corp       | Various       | Various   |              | Purchase 537      | 561      |         |              | -24             |
| Concho Resources     | Various       | Various   |              | Purchase 3,625    | 3,748    |         |              | -123            |
| Concur Technologies  | Various       | Various   |              | Purchase 445      | 360      |         |              | 85              |
| Conoco Phillips      | Various       | Various   |              | Purchase 2,113    | 2,353    |         |              | -240            |
| Consolidated Edison  | Various       | Various   |              | Purchase 2,784    | 2,753    |         |              | 31              |
| Corning Inc          | Various       | Various   |              | Purchase 14       | 23       |         |              | -9              |
| Corning Inc          | Various       | Various   |              | Purchase 41       | 68       |         |              | -27             |
| Corning Inc          | Various       | Various   |              | Purchase 557      | 898      |         |              | -341            |
| Corning Inc          | Various       | Various   |              | Purchase 722      | 1,227    |         |              | -505            |
| Corning Inc          | Various       | Various   |              | Purchase 1,855    | 2,442    |         |              | -587            |
| CVS Caremark         | Various       | Various   |              | Purchase 924      | 659      |         |              | 265             |
| Cymer Inc            | Various       | Various   |              | Purchase 1,062    | 588      |         |              | 474             |
| Danaher Corp         | Various       | Various   |              | Purchase 98       | 99       |         |              | -1              |
| Dell Inc             | Various       | Various   |              | Purchase 2,202    | 2,589    |         |              | -387            |
| Devon Energy Corp    | Various       | Various   |              | Purchase 71       | 73       |         |              | -2              |
| Discover Financial   | Various       | Various   |              | Purchase 505      | 376      |         |              | 129             |

## Federal Statements

### Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Whom Sold          | Description | Date Acquired | Date Sold | How Received |                | Cost  | Expense | Depreciation | Net Gain / Loss |
|--------------------|-------------|---------------|-----------|--------------|----------------|-------|---------|--------------|-----------------|
|                    |             |               |           | Sale Price   | Purchase       |       |         |              |                 |
| Discover Financial |             | Various       | Various   | \$           | Purchase 33 \$ | 21 \$ | \$      |              | 12              |
| Discover Financial |             | Various       | Various   |              | Purchase 359   | 230   |         |              | 129             |
| Discover Financial |             | Various       | Various   |              | Purchase 682   | 459   |         |              | 223             |
| Dish Network       |             | Various       | Various   |              | Purchase 3,138 | 3,101 |         |              | 37              |
| Dollar Tree        |             | Various       | Various   |              | Purchase 1,321 | 802   |         |              | 519             |
| Dollar Tree        |             | Various       | Various   |              | Purchase 2,344 | 1,495 |         |              | 849             |
| Dominion Resources |             | Various       | Various   |              | Purchase 2,420 | 2,498 |         |              | -78             |
| DTS Inc            |             | Various       | Various   |              | Purchase 295   | 459   |         |              | -164            |
| DTS Inc            |             | Various       | Various   |              | Purchase 510   | 1,447 |         |              | -937            |
| Duke Energy Corp   |             | Various       | Various   |              | Purchase 2,497 | 2,507 |         |              | -10             |
| Ebay Inc           |             | Various       | Various   |              | Purchase 31    | 33    |         |              | -2              |
| Ebay Inc           |             | Various       | Various   |              | Purchase 823   | 745   |         |              | 78              |
| Ebay Inc           |             | Various       | Various   |              | Purchase 430   | 370   |         |              | 60              |
| Ebay Inc           |             | Various       | Various   |              | Purchase 907   | 781   |         |              | 126             |
| Ecolab             |             | Various       | Various   |              | Purchase 60    | 45    |         |              | 15              |
| Emerson Electric   |             | Various       | Various   |              | Purchase 51    | 59    |         |              | -8              |
| Emerson Electric   |             | Various       | Various   |              | Purchase 2,513 | 3,059 |         |              | -546            |

## Federal Statements

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Whom Sold           | Description |         | Date Acquired | Date Sold | How Received |                 | Cost   | Expense | Depreciation | Net Gain / Loss |
|---------------------|-------------|---------|---------------|-----------|--------------|-----------------|--------|---------|--------------|-----------------|
|                     |             |         |               |           | Sale Price   | Purchase        |        |         |              |                 |
| EOG Resources       |             | Various | Various       |           | \$           | Purchase 333 \$ | 260 \$ | \$      |              | 73              |
| EOG Resources       |             | Various | Various       |           |              | Purchase 450    | 347    |         |              | 103             |
| EOG Resources       |             | Various | Various       |           |              | Purchase 1,126  | 867    |         |              | 259             |
| Estee Lauder Co     |             | Various | Various       |           |              | Purchase 3,917  | 2,782  |         |              | 1,135           |
| Exxon Mobil         |             | Various | Various       |           |              | Purchase 817    | 796    |         |              | 21              |
| Family Dollar       |             | Various | Various       |           |              | Purchase 3,465  | 2,779  |         |              | 686             |
| Fastenal Co         |             | Various | Various       |           |              | Purchase 2,567  | 3,502  |         |              | -935            |
| Federated Hi Yield  |             | Various | Various       |           |              | Purchase 91     |        |         |              | 91              |
| Federated Hi Yield  |             | Various | Various       |           |              | Purchase 1      |        |         |              | 1               |
| Federated Strat Val |             | Various | Various       |           |              | Purchase 11     |        |         |              | 11              |
| Fedex Corp          |             | Various | Various       |           |              | Purchase 91     | 94     |         |              | -3              |
| Fedex Corp          |             | Various | Various       |           |              | Purchase 3,455  | 3,519  |         |              | -64             |
| Fifth Third Bancorp |             | Various | Various       |           |              | Purchase 42     | 30     |         |              | 12              |
| Ford Motor Co       |             | Various | Various       |           |              | Purchase 24     | 37     |         |              | -13             |
| Ford Motor Co       |             | Various | Various       |           |              | Purchase 24     | 37     |         |              | -13             |
| Ford Motor Co       |             | Various | Various       |           |              | Purchase 2,007  | 3,286  |         |              | -1,279          |
| Fresh Market Inc    |             | Various | Various       |           |              | Purchase 574    | 441    |         |              | 133             |

**Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)**

| Description            |               |           | How Received   |              |         |              |                 |
|------------------------|---------------|-----------|----------------|--------------|---------|--------------|-----------------|
| Whom Sold              | Date Acquired | Date Sold | Sale Price     | Cost         | Expense | Depreciation | Net Gain / Loss |
| FTI Consulting         | Various       | Various   | \$ 749         | Purchase 696 | \$      |              | 53              |
| FTI Consulting         | Various       | Various   | Purchase 781   | 1,057        |         |              | -276            |
| General Electric       | Various       | Various   | Purchase 59    | 62           |         |              | -3              |
| Genesco Inc            | Various       | Various   | Purchase 1,143 | 666          |         |              | 477             |
| Genworth Financial     | Various       | Various   | Purchase 411   | 916          |         |              | -505            |
| Genworth Financial     | Various       | Various   | Purchase 1,312 | 2,842        |         |              | -1,530          |
| Geo Group              | Various       | Various   | Purchase 460   | 638          |         |              | -178            |
| Geospace Technologies  | Various       | Various   | Purchase 592   | 392          |         |              | 200             |
| GNC Holdings           | Various       | Various   | Purchase 983   | 456          |         |              | 527             |
| GNC Holdings           | Various       | Various   | Purchase 346   | 176          |         |              | 170             |
| GNC Holdings           | Various       | Various   | Purchase 1,047 | 488          |         |              | 559             |
| Goldcorp Inc           | Various       | Various   | Purchase 641   | 492          |         |              | 149             |
| Goldcorp Inc           | Various       | Various   | Purchase 1,636 | 1,265        |         |              | 371             |
| Google Inc             | Various       | Various   | Purchase 1,707 | 1,846        |         |              | -139            |
| Google Inc             | Various       | Various   | Purchase 678   | 615          |         |              | 63              |
| Google Inc             | Various       | Various   | Purchase 4,671 | 4,288        |         |              | 383             |
| Graftech International | Various       | Various   | Purchase 946   | 1,578        |         |              | -632            |

# Federal Statements

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description           |               | How Received |                   | Cost   | Expense | Depreciation | Net Gain / Loss |
|-----------------------|---------------|--------------|-------------------|--------|---------|--------------|-----------------|
| Whom Sold             | Date Acquired | Date Sold    | Sale Price        |        |         |              |                 |
| Green Mountain Coffee | Various       | Various      | Purchase \$ 1,602 | 3,146  | \$      | \$           | -1,544          |
| Halozyne Therapeutics | Various       | Various      | Purchase 361      | 736    |         |              | -375            |
| Harbor International  | Various       | Various      | Purchase 19,943   | 21,573 |         |              | -1,630          |
| Hasbro                | Various       | Various      | Purchase 860      | 984    |         |              | -124            |
| Hasbro                | Various       | Various      | Purchase 861      | 886    |         |              | -25             |
| Hasbro                | Various       | Various      | Purchase 446      | 472    |         |              | -26             |
| Hershey Co            | Various       | Various      | Purchase 2,746    | 2,398  |         |              | 348             |
| Hess Corp             | Various       | Various      | Purchase 1,466    | 2,081  |         |              | -615            |
| Hess Corp             | Various       | Various      | Purchase 59       | 62     |         |              | -3              |
| Hess Corp             | Various       | Various      | Purchase 2,358    | 2,588  |         |              | -230            |
| Hewlett Packard Co    | Various       | Various      | Purchase 2,050    | 4,105  |         |              | -2,055          |
| HJ Heinz Co           | Various       | Various      | Purchase 738      | 678    |         |              | 60              |
| HJ Heinz Co           | Various       | Various      | Purchase 724      | 625    |         |              | 99              |
| HJ Heinz Co           | Various       | Various      | Purchase 115      | 96     |         |              | 19              |
| Humana Inc            | Various       | Various      | Purchase 2,478    | 2,522  |         |              | -44             |
| Humana Inc            | Various       | Various      | Purchase 138      | 140    |         |              | -2              |
| Hunt Transport        | Various       | Various      | Purchase 676      | 494    |         |              | 182             |

## Federal Statements

### Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description        |               |           | How Received |                   | Cost   | Expense | Depreciation | Net Gain / Loss |
|--------------------|---------------|-----------|--------------|-------------------|--------|---------|--------------|-----------------|
| Whom Sold          | Date Acquired | Date Sold | Sale Price   | Purchase Price    |        |         |              |                 |
| Hunt Transport     | Various       | Various   | \$           | Purchase 1,483 \$ | 989 \$ | \$      |              | 494             |
| Huntsman Co        | Various       | Various   |              | Purchase 348      | 425    |         |              | -77             |
| Impax Laboratories | Various       | Various   |              | Purchase 419      | 524    |         |              | -105            |
| Informatica Corp   | Various       | Various   |              | Purchase 787      | 773    |         |              | 14              |
| Informatica Corp   | Various       | Various   |              | Purchase 680      | 1,041  |         |              | -361            |
| Ingersol Rand      | Various       | Various   |              | Purchase 490      | 564    |         |              | -74             |
| Intel Corp         | Various       | Various   |              | Purchase 2,852    | 3,176  |         |              | -324            |
| IBM Co             | Various       | Various   |              | Purchase 4,309    | 3,577  |         |              | 732             |
| JP Morgan Chase    | Various       | Various   |              | Purchase 82       | 65     |         |              | 17              |
| KKR Financial      | Various       | Various   |              | Purchase 492      | 423    |         |              | 69              |
| Lear Corp          | Various       | Various   |              | Purchase 2,132    | 2,236  |         |              | -104            |
| Lincoln National   | Various       | Various   |              | Purchase 437      | 507    |         |              | -70             |
| Lowes Corp         | Various       | Various   |              | Purchase 781      | 798    |         |              | -17             |
| Lufkin Industries  | Various       | Various   |              | Purchase 628      | 735    |         |              | -107            |
| Marathon Oil Corp  | Various       | Various   |              | Purchase 1,452    | 1,438  |         |              | 14              |
| Mattel Inc         | Various       | Various   |              | Purchase 58       | 49     |         |              | 9               |
| Mattel Inc         | Various       | Various   |              | Purchase 448      | 339    |         |              | 109             |

# Federal Statements

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description            |  | How Received  |           | Cost            | Expense | Depreciation | Net Gain / Loss |
|------------------------|--|---------------|-----------|-----------------|---------|--------------|-----------------|
|                        |  | Date Acquired | Date Sold |                 |         |              |                 |
| Whom Sold              |  |               |           |                 |         |              |                 |
| Mattel Inc             |  | Various       | Various   | Purchase 33 \$  | 24 \$   | \$           | 9               |
| Mattel Inc             |  | Various       | Various   | Purchase 2,133  |         |              | 487             |
| McDonalds Corp         |  | Various       | Various   | Purchase 100    | 1,646   |              | 25              |
| McDonalds Corp         |  | Various       | Various   | Purchase 366    | 75      |              | 66              |
| McDonalds Corp         |  | Various       | Various   | Purchase 3,362  | 300     |              | 564             |
| McDonalds Corp         |  | Various       | Various   | Purchase 699    | 2,798   |              | 31              |
| McDonalds Corp         |  | Various       | Various   | Purchase 524    | 668     |              | 74              |
| McDonalds Corp         |  | Various       | Various   | Purchase 350    | 450     |              | -40             |
| McDonalds Corp         |  | Various       | Various   | Purchase 2,414  | 390     |              | 189             |
| Mead Johnson Nutrition |  | Various       | Various   | Purchase 1,309  | 2,225   |              | 378             |
| Mead Johnson Nutrition |  | Various       | Various   | Purchase 2,483  | 931     |              | 519             |
| Medidata Solutions     |  | Various       | Various   | Purchase 726    | 1,964   |              | 274             |
| Merger                 |  | Various       | Various   | Purchase 32,032 | 452     |              | 81              |
| Merger                 |  | Various       | Various   | Purchase 96     | 31,951  |              | 96              |
| Meritor Inc            |  | Various       | Various   | Purchase 105    |         |              | -305            |
| Meritor Inc            |  | Various       | Various   | Purchase 388    | 410     |              | -1,145          |
| Monster Beverage Corp  |  | Various       | Various   | Purchase 3,427  | 1,533   |              | 658             |
|                        |  | Various       | Various   |                 | 2,769   |              |                 |

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## Federal Statements

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description            |               | How Received |                   | Cost   | Expense | Depreciation | Net Gain / Loss |
|------------------------|---------------|--------------|-------------------|--------|---------|--------------|-----------------|
| Whom Sold              | Date Acquired | Date Sold    | Sale Price        |        |         |              |                 |
| Moody's Corp           | Various       | Various      | Purchase \$ 2,420 | 2,593  | \$      | \$           | -173            |
| Motorola Solutions Inc | Various       | Various      | Purchase 465      | 389    |         |              | 76              |
| Motorola Solutions Inc | Various       | Various      | Purchase 761      | 576    |         |              | 185             |
| Motorola Solutions Inc | Various       | Various      | Purchase 1,386    | 1,021  |         |              | 365             |
| Motorola Solutions Inc | Various       | Various      | Purchase 2,633    | 2,500  |         |              | 133             |
| Msif Midcap Growth     | Various       | Various      | Purchase 30,904   | 34,060 |         |              | -3,156          |
| Netapp                 | Various       | Various      | Purchase 35       | 55     |         |              | -20             |
| Netapp                 | Various       | Various      | Purchase 45       | 55     |         |              | -10             |
| Netapp                 | Various       | Various      | Purchase 460      | 550    |         |              | -90             |
| Netapp                 | Various       | Various      | Purchase 1,033    | 1,711  |         |              | -678            |
| New York Community     | Various       | Various      | Purchase 27       | 32     |         |              | -5              |
| New York Community     | Various       | Various      | Purchase 99       | 130    |         |              | -31             |
| New York Community     | Various       | Various      | Purchase 1,176    | 1,539  |         |              | -363            |
| Nike inc               | Various       | Various      | Purchase 106      | 83     |         |              | 23              |
| Nike inc               | Various       | Various      | Purchase 445      | 332    |         |              | 113             |
| Nike inc               | Various       | Various      | Purchase 185      | 166    |         |              | 19              |
| Nike inc               | Various       | Various      | Purchase 894      | 748    |         |              | 146             |

## Federal Statements

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Whom Sold             | Description | Date Acquired | Date Sold | How Received |                | Cost  | Expense | Depreciation | Net Gain / Loss |
|-----------------------|-------------|---------------|-----------|--------------|----------------|-------|---------|--------------|-----------------|
|                       |             |               |           | Sale Price   | Purchase       |       |         |              |                 |
| Nike inc              |             | Various       | Various   | \$           | Purchase 1,073 | 913   | \$      | \$           | 160             |
| Noble Energy Inc      |             | Various       | Various   |              | Purchase 892   | 887   |         |              | 5               |
| Noble Energy Inc      |             | Various       | Various   |              | Purchase 772   | 709   |         |              | 63              |
| Norfolk Southern Corp |             | Various       | Various   |              | Purchase 559   | 585   |         |              | -26             |
| Norfolk Southern Corp |             | Various       | Various   |              | Purchase 463   | 503   |         |              | -40             |
| Nuance Communications |             | Various       | Various   |              | Purchase 699   | 952   |         |              | -253            |
| Nuance Communications |             | Various       | Various   |              | Purchase 2,557 | 3,497 |         |              | -940            |
| Nuveen Mid Cap        |             | Various       | Various   |              | Purchase 4,768 |       |         |              | 4,768           |
| Oreilly Automotive    |             | Various       | Various   |              | Purchase 718   | 518   |         |              | 200             |
| Oreilly Automotive    |             | Various       | Various   |              | Purchase 245   | 173   |         |              | 72              |
| Oreilly Automotive    |             | Various       | Various   |              | Purchase 250   | 173   |         |              | 77              |
| Oreilly Automotive    |             | Various       | Various   |              | Purchase 89    | 58    |         |              | 31              |
| Oreilly Automotive    |             | Various       | Various   |              | Purchase 571   | 345   |         |              | 226             |
| Oreilly Automotive    |             | Various       | Various   |              | Purchase 2,582 | 3,162 |         |              | -580            |
| Opnet Technologies    |             | Various       | Various   |              | Purchase 921   | 714   |         |              | 207             |
| Oppenheimer Dev Mkts  |             | Various       | Various   |              | Purchase 6,998 | 7,589 |         |              | -591            |
| Oracle Corp           |             | Various       | Various   |              | Purchase 29    | 26    |         |              | 3               |

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## Federal Statements

### Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description         |         | How Received |                 | Date Sold | Date Acquired | Cost  | Expense | Depreciation | Net Gain / Loss |
|---------------------|---------|--------------|-----------------|-----------|---------------|-------|---------|--------------|-----------------|
|                     |         | Sale Price   | Purchase        |           |               |       |         |              |                 |
| Oracle Corp         | Various | Various      | Purchase \$ 517 | Various   | Various       | 570   | \$      | \$           | -53             |
| Oracle Corp         | Various | Various      | Purchase 433    | Various   | Various       | 471   |         |              | -38             |
| Oracle Corp         | Various | Various      | Purchase 388    | Various   | Various       | 360   |         |              | 28              |
| Oyo Geospace        | Various | Various      | Purchase 743    | Various   | Various       | 686   |         |              | 57              |
| Peets Coffee        | Various | Various      | Purchase 661    | Various   | Various       | 529   |         |              | 132             |
| Pepsico Inc         | Various | Various      | Purchase 66     | Various   | Various       | 66    |         |              |                 |
| Pepsico Inc         | Various | Various      | Purchase 686    | Various   | Various       | 657   |         |              | 29              |
| Pepsico Inc         | Various | Various      | Purchase 138    | Various   | Various       | 140   |         |              | -2              |
| Permanent Portfolio | Various | Various      | Purchase 309    | Various   | Various       |       |         |              | 309             |
| Perrigo Co          | Various | Various      | Purchase 3,786  | Various   | Various       | 3,135 |         |              | 651             |
| Pfizer Inc          | Various | Various      | Purchase 1,282  | Various   | Various       | 1,085 |         |              | 197             |
| Pfizer Inc          | Various | Various      | Purchase 1,133  | Various   | Various       | 914   |         |              | 219             |
| Pfizer Inc          | Various | Various      | Purchase 767    | Various   | Various       | 571   |         |              | 196             |
| Phillip Morris Intl | Various | Various      | Purchase 710    | Various   | Various       | 463   |         |              | 247             |
| Pimco Total Return  | Various | Various      | Purchase 1,378  | Various   | Various       |       |         |              | 1,378           |
| Pimco Total Return  | Various | Various      | Purchase 1,011  | Various   | Various       |       |         |              | 1,011           |
| Plantronics Inc     | Various | Various      | Purchase 1,106  | Various   | Various       | 1,005 |         |              | 101             |

## Federal Statements

### Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description            |         | How Received  |           | Cost           | Expense | Depreciation | Net Gain / Loss |
|------------------------|---------|---------------|-----------|----------------|---------|--------------|-----------------|
|                        |         | Date Acquired | Date Sold |                |         |              |                 |
| Whom Sold              |         |               |           |                |         |              |                 |
| PNC Financial Services | Various | Various       | Various   | Purchase \$ 62 | \$      |              |                 |
| Polypore Intl          | Various | Various       | Various   | Purchase 705   |         |              |                 |
| Polypore Intl          | Various | Various       | Various   | Purchase 575   |         |              | -328            |
| Procter & Gamble       | Various | Various       | Various   | Purchase 134   |         |              | 6               |
| Qualcomm Inc           | Various | Various       | Various   | Purchase 132   |         |              | -6              |
| Qualcomm Inc           | Various | Various       | Various   | Purchase 1,095 |         |              | 22              |
| Quality Systems inc    | Various | Various       | Various   | Purchase 446   |         |              | 109             |
| Quality Systems inc    | Various | Various       | Various   | Purchase 666   |         |              | -156            |
| Ralph Lauren Corp      | Various | Various       | Various   | Purchase 2,480 |         |              | -396            |
| Raytheon Corp          | Various | Various       | Various   | Purchase 809   |         |              | 117             |
| redwood Trust Inc      | Various | Various       | Various   | Purchase 516   |         |              | 46              |
| Reynolds American      | Various | Various       | Various   | Purchase 2,467 |         |              | -105            |
| Riverbed Tech          | Various | Various       | Various   | Purchase 2     |         |              | 237             |
| Ross Stores            | Various | Various       | Various   | Purchase 1,036 |         |              | -2              |
| Ross Stores            | Various | Various       | Various   | Purchase 2,547 |         |              | 265             |
| Rovi Corp              | Various | Various       | Various   | Purchase 955   |         |              | 576             |
| Sapient Corp           | Various | Various       | Various   | Purchase 377   |         |              | -779            |
|                        |         |               |           |                |         |              | 9               |

## Federal Statements

### Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description          |         | How Received  |           | Cost  | Expense | Depreciation | Net Gain / Loss |
|----------------------|---------|---------------|-----------|-------|---------|--------------|-----------------|
|                      |         | Date Acquired | Date Sold |       |         |              |                 |
| Whom Sold            |         |               |           |       |         |              |                 |
| Sapient Corp         | Various | Various       | Various   | 479   | \$      | \$           | -61             |
| Seattle Genetics     | Various | Various       | Various   | 378   |         |              | 84              |
| Shuffle Master Inc   | Various | Various       | Various   | 375   |         |              | 265             |
| Sothebys Delaware    | Various | Various       | Various   | 464   |         |              | -75             |
| Southern Co          | Various | Various       | Various   | 2,487 |         |              | 29              |
| Sprint Nextel        | Various | Various       | Various   | 3,783 |         |              | -1,900          |
| Staples Inc          | Various | Various       | Various   | 49    |         |              |                 |
| Staples Inc          | Various | Various       | Various   | 528   |         |              | -103            |
| Staples Inc          | Various | Various       | Various   | 3,429 |         |              | -969            |
| Starbucks Corp       | Various | Various       | Various   | 2,391 |         |              | 361             |
| Stryker Corp         | Various | Various       | Various   | 933   |         |              | -80             |
| Stryker Corp         | Various | Various       | Various   | 1,030 |         |              | -142            |
| Stryker Corp         | Various | Various       | Various   | 1,410 |         |              | -158            |
| Successfactors Inc   | Various | Various       | Various   | 927   |         |              | 505             |
| Sxc Health Solutions | Various | Various       | Various   | 36    |         |              | 15              |
| T Rowe Price Group   | Various | Various       | Various   | 68    |         |              | -5              |
| Target Corp          | Various | Various       | Various   | 104   |         |              | -7              |

# Federal Statements

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description              |               | How Received |                   | Cost  | Expense | Depreciation | Net Gain / Loss |
|--------------------------|---------------|--------------|-------------------|-------|---------|--------------|-----------------|
| Whom Sold                | Date Acquired | Date Sold    | Sale Price        |       |         |              |                 |
| Target Corp              | Various       | Various      | Purchase \$ 1,229 | 1,095 | \$      | \$           | 134             |
| Target Corp              | Various       | Various      | Purchase 58       | 52    |         |              | 6               |
| Target Corp              | Various       | Various      | Purchase 515      | 464   |         |              | 51              |
| Templeton Global Bonds   | Various       | Various      | Purchase 645      |       |         |              | 645             |
| Templeton Global Bonds   | Various       | Various      | Purchase 6        |       |         |              | 6               |
| Tenneco Inc              | Various       | Various      | Purchase 795      | 1,110 |         |              | -315            |
| Teva Pharm               | Various       | Various      | Purchase 43       | 48    |         |              | -5              |
| Teva Pharm               | Various       | Various      | Purchase 1,481    | 1,634 |         |              | -153            |
| Texas Instruments        | Various       | Various      | Purchase 30       | 26    |         |              | 4               |
| Texas Instruments        | Various       | Various      | Purchase 33       | 26    |         |              | 7               |
| Thermo Fisher Scientific | Various       | Various      | Purchase 443      | 462   |         |              | -19             |
| Thermo Fisher Scientific | Various       | Various      | Purchase 56       | 58    |         |              | -2              |
| Thoratec Corp            | Various       | Various      | Purchase 833      | 565   |         |              | 268             |
| Tibco Software Inc       | Various       | Various      | Purchase 565      | 477   |         |              | 88              |
| Tiffany & Co             | Various       | Various      | Purchase 2,278    | 3,210 |         |              | -932            |
| Tim Participacoes        | Various       | Various      | Purchase 2,244    | 2,570 |         |              | -326            |
| Titanium Metals Corp     | Various       | Various      | Purchase 1,436    | 1,647 |         |              | -211            |

# Federal Statements

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description            |               |           | How Received |                | Cost  | Expense | Depreciation | Net Gain / Loss |
|------------------------|---------------|-----------|--------------|----------------|-------|---------|--------------|-----------------|
| Whom Sold              | Date Acquired | Date Sold | Sale Price   | Purchase       |       |         |              |                 |
| Union Pacific          | Various       | Various   | \$           | Purchase 573   | 471   | \$      | \$           | 102             |
| United Technologies    | Various       | Various   |              | Purchase 82    | 83    |         |              | -1              |
| United Technologies    | Various       | Various   |              | Purchase 152   | 165   |         |              | -13             |
| Untied Health Group    | Various       | Various   |              | Purchase 2,371 | 2,191 |         |              | 180             |
| Universal Display Corp | Various       | Various   |              | Purchase 522   | 673   |         |              | -151            |
| Universal Electronics  | Various       | Various   |              | Purchase 367   | 568   |         |              | -201            |
| US Bancorp             | Various       | Various   |              | Purchase 62    | 55    |         |              | 7               |
| US Bancorp             | Various       | Various   |              | Purchase 64    | 55    |         |              | 9               |
| Vanguard ST Bond       | Various       | Various   |              | Purchase 6     |       |         |              | 6               |
| Vanguard ST Bond       | Various       | Various   |              | Purchase 2     |       |         |              | 2               |
| Vanguard ST Bond       | Various       | Various   |              | Purchase 46    |       |         |              | 46              |
| Vanguard ST Bond       | Various       | Various   |              | Purchase 8     |       |         |              | 8               |
| Verisign Inc           | Various       | Various   |              | Purchase 2,199 | 2,717 |         |              | -518            |
| VF Corp                | Various       | Various   |              | Purchase 2,509 | 2,539 |         |              | -30             |
| Viacomm Inc            | Various       | Various   |              | Purchase 695   | 664   |         |              | 31              |
| Viacomm Inc            | Various       | Various   |              | Purchase 437   | 391   |         |              | 46              |
| Viacomm Inc            | Various       | Various   |              | Purchase 917   | 793   |         |              | 124             |

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## Federal Statements

### Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Whom Sold          | Description | Date Acquired | Date Sold | How Received |                  | Cost    | Expense | Depreciation | Net Gain / Loss |
|--------------------|-------------|---------------|-----------|--------------|------------------|---------|---------|--------------|-----------------|
|                    |             |               |           | Sale Price   | Purchase         |         |         |              |                 |
| Visa Inc           |             | Various       | Various   | \$           | Purchase 421 \$  | 283 \$  | \$      | \$           | 138             |
| Visa Inc           |             | Various       | Various   |              | Purchase 341     | 212     |         |              | 129             |
| Visa Inc           |             | Various       | Various   |              | Purchase 2,784   | 1,704   |         |              | 1,080           |
| Vitamin Shoppe Inc |             | Various       | Various   |              | Purchase 566     | 315     |         |              | 251             |
| Vivus Inc          |             | Various       | Various   |              | Purchase 621     | 556     |         |              | 65              |
| Weatherford Intl   |             | Various       | Various   |              | Purchase 16      | 23      |         |              | -7              |
| Weatherford Intl   |             | Various       | Various   |              | Purchase 1,139   | 1,513   |         |              | -374            |
| Wells Fargo & Co   |             | Various       | Various   |              | Purchase 1,024   | 950     |         |              | 74              |
| Williams Co Ins    |             | Various       | Various   |              | Purchase 896     | 677     |         |              | 219             |
| Williams Co Ins    |             | Various       | Various   |              | Purchase 30      | 24      |         |              | 6               |
| Williams Co Ins    |             | Various       | Various   |              | Purchase 923     | 645     |         |              | 278             |
| WPX Energy Inc     |             | Various       | Various   |              | Purchase 6       | 6       |         |              |                 |
| WPX Energy Inc     |             | Various       | Various   |              | Purchase 641     | 596     |         |              | 45              |
| Yum Brands         |             | Various       | Various   |              | Purchase 323     | 245     |         |              | 78              |
| Yum Brands         |             | Various       | Various   |              | Purchase 352     | 245     |         |              | 107             |
| Yum Brands         |             | Various       | Various   |              | Purchase 144     | 98      |         |              | 46              |
| Cavanal Hill Cash  |             | Various       | Various   |              | Purchase 212,252 | 212,252 |         |              |                 |

# Federal Statements

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Whom Sold | Description | Date Acquired | Date Sold | How Received |    | Cost      | Expense | Depreciation | Net Gain / Loss |
|-----------|-------------|---------------|-----------|--------------|----|-----------|---------|--------------|-----------------|
|           |             |               |           | Sale Price   |    |           |         |              |                 |
| Total     |             |               |           | \$ 5,763,328 | \$ | 5,483,963 | \$ 0    | \$ 0         | \$ 279,365      |

## Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

| Description             | Revenue per Books | Net Investment Income | Adjusted Net Income |
|-------------------------|-------------------|-----------------------|---------------------|
|                         |                   |                       |                     |
| Oil & Gas Lease Bonuses | \$ 1,391,842      | \$ 1,391,842          | \$                  |
| Miscellaneous Income    | 19,323            | 19,323                |                     |
| JP Morgan               | 223               | 223                   |                     |
| Royalties               | 935,156           | 935,156               |                     |
| Total                   | \$ 2,346,544      | \$ 2,346,544          | \$ 0                |

## Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

| Description              | Total    | Net Investment | Adjusted Net | Charitable Purpose |
|--------------------------|----------|----------------|--------------|--------------------|
|                          |          |                |              |                    |
| Indirect Accounting Fees | \$ 6,950 | \$             | \$           | \$ 6,950           |
| Total                    | \$ 6,950 | \$ 0           | \$ 0         | \$ 6,950           |

## Federal Statements

### Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

| Description                | Total     | Net Investment | Adjusted Net | Charitable Purpose |
|----------------------------|-----------|----------------|--------------|--------------------|
| Foreign Income             | \$ 20     | 20             | \$           |                    |
| Oil and Gas Severance      | 49,302    | 49,302         |              |                    |
| Payroll                    | 12,862    | 6,625          |              | 6,237              |
| Real and Personal Property | 791       | 791            |              |                    |
| Total                      | \$ 62,975 | \$ 56,738      | \$ 0         | \$ 6,237           |

### Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation

| Description       |  | Date Acquired | Cost Basis | Prior Year Depreciation | Method | Life | Current Year Depreciation | Net Investment Income | Adjusted Net Income |
|-------------------|--|---------------|------------|-------------------------|--------|------|---------------------------|-----------------------|---------------------|
| CONDO LAND        |  | 9/01/83       | \$ 5,362   | \$                      |        | 0    | \$                        | \$                    |                     |
| ELECTRIC LOCKS    |  | 12/01/86      | 167        | 167                     | S/L    | 5    |                           |                       |                     |
| IBM PC SOFTWARE   |  | 6/30/83       | 3,066      | 3,066                   | S/L    | 5    |                           |                       |                     |
| CALCULATOR        |  | 8/31/83       | 109        | 109                     | S/L    | 3    |                           |                       |                     |
| DESK              |  | 8/31/83       | 656        | 656                     | S/L    | 10   |                           |                       |                     |
| SANGER HARRIS CH  |  | 7/31/84       | 307        | 307                     | S/L    | 5    |                           |                       |                     |
| IBM TYPEWRITER    |  | 9/30/84       | 1,050      | 1,050                   | S/L    | 5    |                           |                       |                     |
| CHAIR             |  | 10/31/84      | 240        | 240                     | S/L    | 5    |                           |                       |                     |
| INWOOD TYPEWRITER |  | 4/17/85       | 1,538      | 1,538                   | S/L    | 5    |                           |                       |                     |
| TELEPHONE         |  | 7/30/85       | 332        | 332                     | S/L    | 5    |                           |                       |                     |
| TELEPHONE         |  | 9/04/85       | 995        | 995                     | S/L    | 5    |                           |                       |                     |

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### Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

| Description                |               |                            |        |       |                              |                          |
|----------------------------|---------------|----------------------------|--------|-------|------------------------------|--------------------------|
| Date<br>Acquired           | Cost<br>Basis | Prior Year<br>Depreciation | Method | Life  | Current Year<br>Depreciation | Net Investment<br>Income |
| COMPUTER CHIP              |               |                            |        |       |                              |                          |
| 1/26/89 \$                 | 280           | \$                         | 280    | S/L   | 5                            | \$                       |
| FILE DRAWERS               |               |                            |        |       |                              |                          |
| 2/09/89                    | 665           |                            | 665    | S/L   | 5                            |                          |
| COMPUTER                   |               |                            |        |       |                              |                          |
| 6/28/90                    | 2,794         |                            | 2,794  | S/L   | 5                            |                          |
| CHAIR                      |               |                            |        |       |                              |                          |
| 6/12/91                    | 279           |                            | 279    | S/L   | 5                            |                          |
| FURNITURE                  |               |                            |        |       |                              |                          |
| 7/03/91                    | 586           |                            | 586    | S/L   | 5                            |                          |
| PRINTER                    |               |                            |        |       |                              |                          |
| 6/08/93                    | 350           |                            | 350    | S/L   | 5                            |                          |
| NEW PHONE SYSTEM           |               |                            |        |       |                              |                          |
| 5/26/98                    | 1,019         |                            | 1,019  | S/L   | 5                            |                          |
| CONDO OFFICE BUILDING      |               |                            |        |       |                              |                          |
| 9/01/83                    | 44,242        |                            | 44,242 | S/L   | 25                           |                          |
| VARIOUS                    |               |                            |        |       |                              |                          |
| 1/01/57                    | 1,106         |                            | 1,106  | S/L   | 5                            |                          |
| DICTAPHONE                 |               |                            |        |       |                              |                          |
| 6/30/83                    | 890           |                            | 890    | S/L   | 5                            |                          |
| LENNOX 4 TON A/C-HEAT UNIT |               |                            |        |       |                              |                          |
| 8/22/05                    | 2,886         |                            | 472    | S/L   | 39                           | 74                       |
| Optiplex 210L Computer     |               |                            |        |       |                              |                          |
| 6/23/06                    | 1,555         |                            | 1,555  | 200DB | 5                            |                          |
| Office Equipment           |               |                            |        |       |                              |                          |
| 10/20/08                   | 1,553         |                            | 1,394  | 200DB | 5                            | 85                       |
| Office Equipment           |               |                            |        |       |                              |                          |
| 1/29/09                    | 1,205         |                            | 858    | 200DB | 5                            | 138                      |
| Total                      | \$ 73,232     | \$ 64,950                  |        |       | \$ 297                       | \$ 297                   |
|                            |               |                            |        |       |                              | \$ 0                     |

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### Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

| Description                 | Total      | Net Investment | Adjusted Net | Charitable Purpose |
|-----------------------------|------------|----------------|--------------|--------------------|
| Expenses                    | \$         | \$             | \$           | \$                 |
| Dues and Subscriptions      | 2,252      | 2,252          |              |                    |
| Employee Auto Allowance     | 1,800      |                |              | 630                |
| Insurance Expense           | 2,472      | 2,472          |              |                    |
| Investment Advisory Expense | 83,010     | 83,010         |              |                    |
| Office Supplies and Expense | 11,043     | 6,816          |              |                    |
| Oil & Gas Expenses          | 13,069     | 13,069         |              | 4,227              |
| Postage                     | 190        | 190            |              |                    |
| Professional Fees           | 160        | 160            |              |                    |
| Investment Interest         | 1,927      | 1,927          |              |                    |
| Total                       | \$ 115,923 | \$ 109,896     | \$ 0         | \$ 4,857           |

### Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

| Description     | Beginning of Year | End of Year | Basis of Valuation | Fair Market Value |
|-----------------|-------------------|-------------|--------------------|-------------------|
| Corporate Stock | \$ 83,117         | \$ 83,117   | Market             | \$ 85,630         |
| Total           | \$ 83,117         | \$ 83,117   |                    | \$ 85,630         |

### Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

| Description     | Beginning of Year | End of Year  | Basis of Valuation | Fair Market Value |
|-----------------|-------------------|--------------|--------------------|-------------------|
| Corporate Bonds | \$                | \$ 1,191,908 |                    | \$ 1,191,265      |
| Total           | \$ 0              | \$ 1,191,908 |                    | \$ 1,191,265      |

**Federal Statements****Statement 9 - Form 990-PF, Part II, Line 13 - Other Investments**

| Description                     | Beginning<br>of Year | End of<br>Year | Basis of<br>Valuation | Fair Market<br>Value |
|---------------------------------|----------------------|----------------|-----------------------|----------------------|
| JP Morgan Managed Account       | \$ 6,104,297         | \$ 6,252,311   | Market                | \$ 6,813,863         |
| Dodge & Cox International Fund  | 105,949              |                | Market                |                      |
| Longleaf Partners Fund          | 2,276,038            | 2,488,752      | Market                | 3,054,344            |
| Merrill Lynch PIA Account       | 2,820,701            | 2,921,210      | Market                | 3,152,580            |
| Mutual Beacon Equity Fund       | 117,372              |                | Market                |                      |
| Tweedy Browne Global Value Fund | 91,437               | 104,842        | Market                | 149,645              |
| Vanguard Bond Fund              | 688,319              | 688,319        | Market                | 600,018              |
| Vanguard Equity Fund            | 1,115,833            | 1,281,096      | Market                | 1,437,225            |
| First Texas                     | 200,000              | 200,000        | Market                | 200,000              |
| BOK Managed Account             | 1,489,001            | 1,503,885      |                       | 1,535,550            |
| Total                           | \$ 15,008,947        | \$ 15,440,415  |                       | \$ 16,943,225        |

**Statement 10 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment**

| Description             | Beginning<br>Net Book | End<br>Cost / Basis | End Accumulated<br>Depreciation | Net<br>FMV |
|-------------------------|-----------------------|---------------------|---------------------------------|------------|
| Office Building         | \$ 8,122              | \$ 53,861           | \$ 45,951                       | \$ 8,281   |
| Furniture and Equipment | 159                   | 19,372              | 19,298                          |            |
| Total                   | \$ 8,281              | \$ 73,233           | \$ 65,249                       | \$ 8,281   |

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### Statement 11 - Form 990-PF, Part II, Line 15 - Other Assets

| Description                   | Beginning<br>of Year | End of<br>Year    | Fair Market<br>Value |
|-------------------------------|----------------------|-------------------|----------------------|
| Mississippi Mineral Interests | \$ 329,225           | \$ 329,225        | \$ 1,995,666         |
| Oklahoma Mineral Interests    | 5,000                | 5,000             | 809,957              |
| Mineral Interests Reserved    | 7                    | 7                 | 7                    |
| Total                         | <u>\$ 334,232</u>    | <u>\$ 334,232</u> | <u>\$ 2,805,630</u>  |

### Statement 12 - Form 990-PF, Part III, Line 5 - Other Decreases

| Description | Amount           |
|-------------|------------------|
| Excise Tax  | \$ 58,262        |
| Total       | <u>\$ 58,262</u> |

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### Statement 13 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

| Name and<br>Address                                             | Title     | Average<br>Hours | Compensation | Benefits | Expenses |
|-----------------------------------------------------------------|-----------|------------------|--------------|----------|----------|
| Thomas K. Armstrong<br>P. O. Drawer 2299<br>Natchez MS 39121    | President | 20.00            | 42,275       | 6,294    | 0        |
| T. K. Armstrong Jr<br>P. O. Box 470338<br>Fort Worth TX 76147   | VP        | 5.00             | 6,675        | 994      | 0        |
| J. Hatcher James III<br>P. O. Box 470338<br>Fort Worth TX 76147 | VP        | 5.00             | 6,900        | 1,027    | 0        |
| Laura J. Harrison<br>P. O. Box 470338<br>Fort Worth TX 76147    | Secretary | 40.00            | 73,566       | 10,953   | 0        |
| Allen L. Armstrong<br>P. O. Box 470338<br>Fort Worth TX 76147   | Trustee   | 5.00             | 6,900        | 1,027    | 0        |

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### Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

| Name of Manager | Amount |
|-----------------|--------|
| None            | \$     |
| Total           | \$ 0   |

### Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

| Name of Manager | Amount |
|-----------------|--------|
| None            | \$     |
| Total           | \$ 0   |

### Statement 14 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

#### Description

No formal application form. Proposals must be accompanied by an IRS letter showing their tax-exempt status.

### Form 990-PF, Part XV, Line 2c - Submission Deadlines

#### Description

Proposals may be submitted any time during the year.

### Statement 15 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

#### Description

The Foundation provides financial assistance to 501(c)(3) tax-exempt institutions and organizations advocating the perpetuation of constitutional government and its freedoms. Our trustees are particularly supportive of those institutions and organizations directing their activities in the educational processes of the free enterprise system, the benefits of limited government and the basic principles of American ideals espoused by the founding fathers of this great nation. We do not support bricks and mortar projects. Additionally, no grants are made to individuals unless prior approval by the IRS.

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## Federal Statements

### Statement 16 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

| Name                                                       | Address                   | Relationship | Status | Purpose                              | Amount |
|------------------------------------------------------------|---------------------------|--------------|--------|--------------------------------------|--------|
| Accuracy in Media, Inc.<br>Washington DC 20008             | 4455 Connecticut Ave.     |              |        | Public Education                     | 7,500  |
| Agricultural Developmental Fund<br>Fort Worth TX 76101     | P.O. Box 150              |              |        | educational programs                 | 500    |
| Agricultural Developmental Fund<br>Fort Worth TX 76101     | P.O. Box 150              |              |        | stock show performances              | 890    |
| Alexander Hamilton Institute<br>Clinton NY 13323           | 21 West Park Row          |              |        | educational programs                 | 2,500  |
| Alice Lloyd College<br>Pippa Passes KY 41844               | 100 Purpose Road          |              |        | educational programs                 | 2,500  |
| Alliance For Children<br>Fort Worth TX 76104               | 908 Southland Ave.        |              |        | Stock Show performance               | 178    |
| American Legislative Exchange Coun<br>Washington DC 20005  | 1101 Vermont Ave, NW 11th |              |        | educational programs                 | 2,500  |
| American Council on Science and Hea<br>New York NY 10023   | 1995 Broadway-Suite 202   |              |        | educational programs                 | 2,500  |
| American Enterprise Institute for P<br>Washington DC 20036 | 1150 Seventeenth St. NW   |              |        | public policy in research and educat | 10,000 |
| Americans for Prosperity Foundation<br>Arlington VA 22201  | 2111 Wilson Boulevard S   |              |        | public policy research and education | 15,000 |
| American Stewards of Liberty<br>Taylor TX 76574            | P.O. Box 1190             |              |        | public policy research and educatio  | 2,500  |
| American Spectator Foundation<br>Arlington VA 22209        | 1611 North Kent Street    |              |        | public policy research and education | 2,500  |
| American Studies Center<br>Washington DC 20099             | P.O. Box 96543            |              |        | WWII Veterans Committee              | 4,000  |
| America's Future Foundation<br>Washington DC 20036         | 1513 16th St. NW          |              |        | educational programs                 | 5,000  |
| Association of Small Foundations<br>Washington DC 20036    | 1720 N. Street, NW        |              |        | educational programs                 | 1,200  |
| Bill of Rights Institute<br>Arlington VA 22203             | 200 N. Glebe Rd Suite 2   |              |        | teacher training in Bill of Rights   | 10,000 |
| Boy Scouts of America<br>Jackson MS 39202                  | 855 Riverside Dr.         |              |        | educational programs                 | 250    |

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### Statement 16 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

| Name                                                         |  | Address                   | Relationship | Status | Purpose                              | Amount |
|--------------------------------------------------------------|--|---------------------------|--------------|--------|--------------------------------------|--------|
| Boy Scouts of America<br>Hurst TX 76054                      |  | 850 Cannon Dr.            |              |        | Operations                           | 250    |
| Capital Research Center<br>Washington DC 20036               |  | 1513 16th St. NW          |              |        | public policy research and education | 2,000  |
| Cato Institute<br>Washington DC 20001                        |  | 1000 Massachusetts Ave. N |              |        | public policy research and education | 7,000  |
| Center for Individual Rights<br>Washington DC 20036          |  | 1233 20th Street NW       |              |        | public policy research and education | 2,000  |
| Center for Military Readiness<br>Livonia MI 48151            |  | P.O. Box 51600            |              |        | public policy research and education | 2,500  |
| Citizens Against Gov't Waste<br>Washington DC 20004          |  | 1301 Pennsylvania Avenue, |              |        | public policy research and education | 5,000  |
| Committee for a Constructive Tomorrow<br>Washington DC 20006 |  | 1875 Eye Street NW 5th    |              |        | educational programs                 | 5,000  |
| Competitive Enterprise Institute<br>Washington DC 20036      |  | 1899 L. Street NW 12th    |              |        | public policy research and education | 10,000 |
| Council for National Policy<br>Washington DC 20005           |  | 1411 K. Street, NW        |              |        | public policy research and education | 6,000  |
| Cumberland College<br>Williamsburg KY 40769                  |  | 6191 College Station Dr.  |              |        | Operations                           | 2,000  |
| Fort Worth Academy<br>Fort Worth TX 76132                    |  | 7301 Dutch Branch Road    |              |        | educational programs                 | 10,000 |
| Foundation for Economic Education<br>Irrvington NY 10533     |  | 30 South Broadway         |              |        | public policy research and education | 5,000  |
| Foundation for Teaching Economics<br>Davis CA 95616          |  | 260 Russell Boulevard     |              |        | public policy research and education | 2,500  |
| Free Congress Research and Educatio<br>Alexandria VA 22314   |  | 1423 Powhatan St. #2      |              |        | operations                           | 40,000 |
| Free To Choose Network<br>Erie PA 16506                      |  | 2002 Fillmore Ave Suite   |              |        | Free To Choose Network Programs      | 7,500  |
| Freedom Alliance<br>Washington DC 20090                      |  | P.O. Box 97242            |              |        | educational programs                 | 5,000  |
| Freedoms Foundation at Valley Forge<br>Valley Forge PA 19481 |  | P.O. Box 67               |              |        | educational programs                 | 5,000  |

## Federal Statements

### Statement 16 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

| Name                                  |                       | Address                   |  | Relationship | Status | Purpose                                | Amount  |
|---------------------------------------|-----------------------|---------------------------|--|--------------|--------|----------------------------------------|---------|
| FreedomWorks Foundation               | Washington DC 20001   | 400 North Capitol St., NW |  |              |        | economic education and policy analysis | 20,000  |
| Friends of George Armstrong Library   | Natchez MS 39120      | 220 South Commerce St.    |  |              |        | operations                             | 15,000  |
| Fund for American Studies             | Washington DC 20009   | 1706 New Hampshire Ave. N |  |              |        | constitutional government and democr   | 12,000  |
| Goldwater Institute                   | Phoenix AZ 85004      | 500 East Coronado Road    |  |              |        | research and education                 | 10,000  |
| Goshen Friends School                 | West Chester PA 19380 | 202 West Virginia Avenue  |  |              |        | Citizenship Program                    | 7,500   |
| Heartland Institute                   | Chicago IL 60606      | One South Wacker Dr. #274 |  |              |        | public policy education                | 10,000  |
| Heritage Foundation                   | Washington DC 20002   | 214 Massachusetts Ave NE  |  |              |        | public policy research and education   | 100,000 |
| High Frontier                         | Alexandria VA 22314   | 500 North Washington Stre |  |              |        | educational programs                   | 5,000   |
| Hillsdale College                     | Hillsdale MI 49242    | 33 East College Street    |  |              |        | educational programs                   | 5,000   |
| Hudson Institute                      | Washington DC 20005   | 1015 15th Street NW 6th F |  |              |        | public policy research and education   | 5,000   |
| Humane Society of North Texas         | Fort Worth TX 76103   | 1840 E. Lancaster         |  |              |        | operations                             | 1,000   |
| Imagination Celebration               | Fort Worth TX 76107   | 1300 Gendy St. #210       |  |              |        | educational programs                   | 7,500   |
| Independent Institute                 | Oakland CA 94621      | 100 Swan Way              |  |              |        | publication of John Goodman's "Healt   | 32,500  |
| Institute for Energy Research         | Washington DC 20005   | 1100 H. Street, NW        |  |              |        | public policy research and education   | 10,000  |
| Institute for Foreign Policy Analysis | Cambridge MA 02139    | 675 Massachusetts Ave. 10 |  |              |        | public policy research and education   | 20,000  |
| Institute for Humane Studies          | Arlington VA 22201    | 3301 N. Fairfax Dr. Suite |  |              |        | public policy research and education   | 5,000   |
| Institute for Justice                 | Arlington VA 22203    | 901 N. Glebe Road         |  |              |        | Public Educaiton                       | 5,000   |

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### Statement 16 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

| Name                                                      | Address                   | Relationship | Status | Purpose                              | Amount |
|-----------------------------------------------------------|---------------------------|--------------|--------|--------------------------------------|--------|
| Intercollegiate Studies Institute,<br>Wilmington DE 19807 | 3901 Centerville Road     |              |        | public policy education at college   | 7,500  |
| Judicial Watch                                            | 425 Third Street SW       |              |        | operations                           | 5,000  |
| Washington DC 20024                                       | 307 Madison Ave           |              |        | educational programs                 | 2,500  |
| Junior Achievement of Memphis<br>Memphis TN 38103         | 6300 Ridglea Place        |              |        | educational programs                 | 2,000  |
| Junior Achievement of the Chisholm<br>Fort Worth TX 76116 | 3100 Broadway Suite 111   |              |        | legal and judicial education program | 30,000 |
| Landmark Legal Foundation<br>Kansas City MO 64111         | 3301 Fairfax Drive MS 1 G |              |        | political science, Politics and Eco  | 10,000 |
| Law and Economics Center<br>Arlington VA 22201            | 1101 North Highland Stre  |              |        | public policy research and education | 45,000 |
| Leadership Institute<br>Arlington VA 22201                | 3909 Lynncrest Dr.        |              |        | Stock Show performances              | 534    |
| Lena Pope Home<br>Fort Worth TX 76109                     | 1600 Wilson Blvd #900     |              |        | public policy research and education | 5,000  |
| Lexington Institute<br>Arlington VA 22209                 | 2001 W. Plano Parkway     |              |        | public policy research and education | 5,000  |
| Liberty Institute<br>Plano TX 75075                       | 301 South Bedford St.     |              |        | for Ballotpedia program              | 5,000  |
| Lucy Burns Institute<br>Madison WI 53703                  | 518 West Magnolia Ave.    |              |        | economic education and policy analys | 9,000  |
| Ludwig Von Mises Institute for Aust<br>Auburn AL 36832    | 52 Vanderbilt Ave.        |              |        | research and ed. Programs in free ma | 5,000  |
| Manhattan Institute for Policy Rese<br>New York NY 10017  | 320 S. Freeway            |              |        | operations                           | 250    |
| Meals on Wheels<br>Fort Worth TX 76104                    | 325 South Patrick Stree   |              |        | research and educational programs    | 40,000 |
| Media Research Center<br>Alexandria VA 22314              | 3351 North Fairfax Dr.    |              |        | Mercatus Center - public policy rese | 10,000 |
| Mercatus Center<br>Arlington VA 22201                     | 520 George St.            |              |        | public policy research and education | 25,000 |
| Mississippi Center for Public Polic<br>Jackson MS 39202   |                           |              |        |                                      |        |

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### Statement 16 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

| Name                                |                       | Address |  | Relationship              | Status | Purpose                              | Amount |
|-------------------------------------|-----------------------|---------|--|---------------------------|--------|--------------------------------------|--------|
| Mississippi Fish and Wildlife Found | Stoneville MS 38776   |         |  | P.O. Box 10               |        | educational programs                 | 5,000  |
| Mountain States Legal Foundation    | Lakewood CO 80227     |         |  | 2596 South Lewis Way      |        | Conservatory                         | 20,000 |
| Moving Picture Institute            | New York NY 10013     |         |  | 375 Greenwich Street      |        | educational programs                 | 5,000  |
| Natchez Adams County Humane Society | Natchez MS 39120      |         |  | 392 Liberty Road          |        | Public works                         | 1,000  |
| Natchez Festival of Music           | Natchez MS 39120      |         |  | 100 South Temple Road     |        | educational programs                 | 1,000  |
| Natchez Stewpot                     | Natchez MS 39120      |         |  | P.O. Box 298              |        | Public Works                         | 250    |
| National Association of Scholars    | Princeton NJ 08540    |         |  | 1 Airport Place Suite 7   |        | educational programs                 | 2,500  |
| National Center for Policy Analysis | Dallas TX 75251       |         |  | 12770 Coit Rd Suite 800   |        | public policy research and education | 40,000 |
| National Institute for Labor Relati | Springfield VA 22151  |         |  | 5211 Port Royal Rd #510   |        | research and educational programs    | 10,000 |
| National Legal and Policy Center    | Falls Church VA 22046 |         |  | 107 Park Washington Court |        | research and education in constituti | 15,000 |
| National Right To Work Legal Defens | Springfield VA 22160  |         |  | 8001 Braddock Road        |        | economic policy research and ed. Pro | 10,000 |
| National Taxpayers Union Foundation | Alexandria VA 22314   |         |  | 108 North Alfred Street   |        | public policy research and education | 10,000 |
| Negative Population Growth          | Alexandria VA 22314   |         |  | 2861 Duke Street          |        | economic policy research and ed. Pro | 5,000  |
| New England Legal Foundation        | Boston MA 02111       |         |  | 150 Lincoln Street        |        | legal and judicial research and educ | 7,500  |
| Pacific Legal Foundation            | Sacramento CA 95814   |         |  | 930 G. Street             |        | legal and judicial education program | 10,000 |
| Philadelphia Society                | Baton Rouge LA 70808  |         |  | 3914 Broussard Street     |        | educational programs                 | 2,500  |
| Philanthropy Roundtable             | Washington DC 20077   |         |  | 1730 M Street NW          |        | public policy research and education | 2,500  |

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### Statement 16 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

| Name                                                          | Address                     | Relationship | Status | Purpose                              | Amount |
|---------------------------------------------------------------|-----------------------------|--------------|--------|--------------------------------------|--------|
| Presbyterian Night Shelter<br>Fort Worth TX 76113             | P.O. Box 2645               |              |        | Homeless                             | 500    |
| Reason Foundation<br>Los Angeles CA 90034                     | 3415 S. Sepulveda Boulevard |              |        | public policy research and education | 10,000 |
| Rev. Louis O'VanderThomas<br>Natchez TX 39120                 | 1 Mallen G Morgan Dr.       |              |        | K-12 educational programs            | 20,000 |
| Salvation Army<br>Dallas TX 75247                             | 8787 N. Stemmons Freeway    |              |        | D-FW Metroplex Leadership operations | 250    |
| Social Philosophy and Policy Center<br>Bowling Green OH 43403 | Bowling Green University    |              |        | operations                           | 2,500  |
| Southeastern Legal Foundation<br>Washington DC 20090          | P.O. Box 96077              |              |        | legal and judicial education program | 5,000  |
| State Policy Network<br>Arlington VA 22209                    | 1655 N. Fort Myer Dr. - Su  |              |        | public policy research and education | 10,000 |
| Students in Free Enterprise<br>San Marcos TX 78666            | 601 University Drive        |              |        | educational programs                 | 2,500  |
| Talent Market<br>Mount Pleasant SC 29466                      | 2868 Tradewind Dr.          |              |        | educational and research programs    | 5,000  |
| Tarrant Area Food Bank<br>Fort Worth TX 76110                 | P.O. Box 11527              |              |        | homless                              | 250    |
| Tax Foundation<br>Washington DC 20045                         | 529 14th St. NW-Suite 420   |              |        | educational programs                 | 5,000  |
| Texas Public Policy Foundation<br>Austin TX 78701             | 900 Congress Avenue - ste   |              |        | educational programs                 | 10,000 |
| Union Gospel Mission of Tarrant Cou<br>Fort Worth TX 76102    | P.O. Box 2144               |              |        | operations                           | 250    |
| Vdare Foundation<br>Litchfield CT 06759                       | P.O. Box 211                |              |        | educational programs                 | 5,000  |
| Washington Legal Foundation<br>Washington DC 20036            | 2009 Massachusetts Ave. N   |              |        | educational programs on public polic | 15,000 |
| Young America's Foundation<br>Herndon VA 20170                | 110 Elden Street            |              |        | educational programs                 | 5,000  |

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**Statement 16 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the**  
**Year (continued)**

| Name  | Address | Relationship | Status | Purpose | Amount  |
|-------|---------|--------------|--------|---------|---------|
| Total |         |              |        |         | 907,052 |