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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No. 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation The Priddy Foundation		A Employer identification number 75-6029882
Number and street (or P.O. box number if mail is not delivered to street address) 807 Eighth Street	Room/suite 1010	B Telephone number 940-723-8720
City or town, state, and ZIP code Wichita Falls, TX 76301		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 143,290,034.81	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		502.99	502.99		Statement 1
4 Dividends and interest from securities		2,756,547.78	2,756,547.78		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		447,227.50			Statement 3
b Gross sales price for all assets on line 6a		44171016.68			
7 Capital gain net income (from Part IV, line 2)			447,707.01		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		50,989.24	50,989.24		Statement 4
12 Total. Add lines 1 through 11		3,255,267.51	3,255,747.02		
13 Compensation of officers, directors, trustees, etc.		349,601.47	52,440.22		297,161.25
14 Other employee salaries and wages		318,377.63	8,878.26		309,499.37
15 Pension plans, employee benefits		88,120.65	8,812.06		79,308.59
16a Legal fees Stmt 5		10,426.75	5,213.37		5,213.38
b Accounting fees Stmt 6		51,500.00	25,750.00		25,750.00
c Other professional fees Stmt 7		430,804.42	430,604.42		200.00
17 Interest					
18 Taxes Stmt 8		107,226.38	58,169.38		0.00
19 Depreciation and depletion		8,721.91	8,721.91		
20 Occupancy		34,605.32	10,381.60		24,223.72
21 Travel, conferences, and meetings		31,977.63	3,354.26		28,623.37
22 Printing and publications					
23 Other expenses Stmt 9		302,040.08	190,571.46		111,468.62
24 Total operating and administrative expenses. Add lines 13 through 23		1,733,402.24	802,896.94		881,448.30
25 Contributions, gifts, grants paid		5,948,203.00			5,948,203.00
26 Total expenses and disbursements. Add lines 24 and 25		7,681,605.24	802,896.94		6,829,651.30
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		<4426337.73>			
b Net investment income (if negative, enter -0-)			2,452,850.08		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

SCANNED MAY 20 2013

Revenue

Operating and Administrative Expenses

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	9,185,015.12	13,016,823.36	13,016,823.36
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶	5,050.07		104,440.02
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		21,943.00	21,943.00
	10a Investments - U.S. and state government obligations Stmt 10	24,168,863.54	18,147,078.37	18,353,163.80
	b Investments - corporate stock Stmt 11	54,900,740.00	53,122,103.30	74,260,020.31
	c Investments - corporate bonds Stmt 12	0.00	6,160,352.17	6,203,260.00
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 13	34,891,376.67	28,219,756.80	31,213,884.88	
14 Land, buildings, and equipment basis ▶ 135,611.25				
Less accumulated depreciation Stmt 14 ▶	28,944.46	23,808.04	23,808.04	
15 Other assets (describe ▶ Schedule 5)	5,149.00	5,149.00	92,691.40	
16 Total assets (to be completed by all filers)	123185138.86	118717014.04	143290034.81	
Liabilities	17 Accounts payable and accrued expenses	41,818.23	31.14	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	41,818.23	31.14	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.00	0.00	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	123143320.63	118716982.90	
	29 Retained earnings, accumulated income, endowment, or other funds	0.00	0.00	
30 Total net assets or fund balances	123143320.63	118716982.90		
31 Total liabilities and net assets/fund balances	123185138.86	118717014.04		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	123143320.63
2 Enter amount from Part I, line 27a	2	<4,426,337.73>
3 Other increases not included in line 2 (itemize) ▶	3	0.00
4 Add lines 1, 2, and 3	4	118716982.90
5 Decreases not included in line 2 (itemize) ▶	5	0.00
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	118716982.90

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	Schedule 3 - Short term	P	Various	Various
b	Schedule 3 - Long term	P	Various	Various
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	22,851,483.11		22,811,935.62	39,547.49
b	21,319,533.57		20,911,374.05	408,159.52
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			39,547.49
b			408,159.52
c			
d			
e			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	447,707.01
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	6,243,078.54	128,620,772.37	.048539
2010	3,811,928.33	95,147,175.24	.040063
2009	4,351,558.62	63,270,614.21	.068777
2008	4,622,616.64	79,584,363.86	.058084
2007	5,147,207.45	92,365,333.67	.055727

2	Total of line 1, column (d)	2	.271190
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.054238
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	136,160,792.67
5	Multiply line 4 by line 3	5	7,385,089.07
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	24,528.50
7	Add lines 5 and 6	7	7,409,617.57
8	Enter qualifying distributions from Part XII, line 4	8	6,829,651.30

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	49,057.00
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2	0.00
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	49,057.00
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.00
3 Add lines 1 and 2		5	49,057.00
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		6a	71,000.00
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		6b	
6 Credits/Payments		6c	
a 2012 estimated tax payments and 2011 overpayment credited to 2012		6d	
b Exempt foreign organizations - tax withheld at source		7	71,000.00
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments Add lines 6a through 6d		10	21,943.00
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		11	0.00
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 21,943.00 Refunded			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0.00 (2) On foundation managers \$ 0.00		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.00		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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)	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>www.priddyfoundation.org</u>	X
14	The books are in care of ► <u>David Wolverton</u> Telephone no ► <u>940-723-8720</u> Located at ► <u>807 8th St., Ste. 1010, Wichita Falls, TX</u> ZIP+4 ► <u>76301</u>	
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 ► <u>15</u> N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	Yes No X

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

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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Schedule 6	Schedule 6			
	40.00	270101.47	0.00	0.00
Schedule 6	Schedule 6			
	2.00	79,500.00	0.00	0.00

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Debbie White - 807 8th, Ste. 1010, Wichita Falls, TX 76301	Director of Grants	112749.96	9,900.00	0.00
Leslie Schaffner - 807 8th, Ste. 1010, Wichita Falls, TX 76301	Dir. of Special Initiatives	86,106.03	7,380.00	0.00
Pat Myers - 807 8th, Ste. 1010, Wichita Falls, TX 76301	Office Administrator	59,188.38	4,757.00	0.00
Shelley Sweatt - 807 8th, Ste. 1010, Wichita Falls, TX 76301	Grants Associate	60,333.26	0.00	0.00

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

0

Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Luther King Capital Mgmt - 301 Commerce St., Ste. 1600, Fort Worth, TX 76102	Investment services	133481.00
Fayez Sarofim - Two Houston Center, Ste. 2907, Houston, TX 77010	Investment services	124657.00
Dodge & Cox - 555 California St., 40th Floor, San Francisco, CA 94104	Investment services	83,385.14
American National Bank - 2732 Midwestern Pkwy., Wichita Falls, TX 76308	Custody services	57,653.28

Total number of others receiving over \$50,000 for professional services

0

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

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

Expenses

1	N/A	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	N/A	
2		
All other program-related investments See instructions		
3		

Total. Add lines 1 through 3

0.00

Form 990-PF (2012)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	123,192,671.94
b	Average of monthly cash balances	1b	6,946,406.85
c	Fair market value of all other assets	1c	8,095,228.49
d	Total (add lines 1a, b, and c)	1d	138,234,307.28
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.00
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	138,234,307.28
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,073,514.61
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	136,160,792.67
6	Minimum investment return. Enter 5% of line 5	6	6,808,039.63

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	6,808,039.63
2a	Tax on investment income for 2012 from Part VI, line 5	2a	49,057.00
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	49,057.00
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,758,982.63
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	6,758,982.63
6	Deduction from distributable amount (see instructions)	6	0.00
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	6,758,982.63

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	6,829,651.30
b	Program-related investments - total from Part IX-B	1b	0.00
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6,829,651.30
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.00
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,829,651.30

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				6,758,982.63
2 Undistributed Income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,323,610.39	
b Total for prior years		0.00		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.00			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$6,829,651.30				
a Applied to 2011, but not more than line 2a			1,323,610.39	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2012 distributable amount				5,506,040.91
e Remaining amount distributed out of corpus	0.00			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.00			0.00
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.00			
b Prior years' undistributed income Subtract line 4b from line 2b		0.00		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.00		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.00		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.00	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				1,252,941.72
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.00			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.00			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.00			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

N/A

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



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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter
(1) Value of all assets

(2) Value of assets qualifying under section 4942(i)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

[illegible]

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).)

Schedule 6

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

Schedule 7

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

Schedule 7

c Any submission deadlines

Schedule 7

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

Schedule 7

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Schedule 4		Public	Schedule 4	5,948,203.00
Total			3a	5,948,203.00
b Approved for future payment				
None				
Total			3b	0.00

Part XVI-A

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	502.99	
4 Dividends and interest from securities			14	2,756,547.78	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			15	50,989.24	
8 Gain or (loss) from sales of assets other than inventory			18	447,227.50	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.00		3,255,267.51	0.00
13 Total. Add line 12, columns (b), (d), and (e)				3,255,267.51	3,255,267.51

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

- | | | Yes |
|----------|--|--------------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | |
| | (1) Cash | 1a(1) |
| | (2) Other assets | 1a(2) |
| b | Other transactions | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) |
| | (4) Reimbursement arrangements | 1b(4) |
| | (5) Loans or loan guarantees | 1b(5) |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

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

- b If "Yes," complete the following schedule**

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

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

 5/13/13 President

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr. 1)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Mac Cannedy	<i>Mac Cannedy</i>	5/9/13		P00123468
	Firm's name ▶ Freemon, Shapard & Story				Firm's EIN ▶ 75-0706311
	Firm's address ▶ 807 8th Street, 2nd Floor Wichita Falls, TX 76301-3381			Phone no (940) 322-4436	

2012 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
3	Computer Software	070199SL		3.00	17	5,750.00			5,750.00	5,750.00		0.00
5	Furniture	070199SL		7.00	17	17,678.20			17,678.20	17,678.20		0.00
7	Office Equipment	070199SL		7.00	17	1,011.50			1,011.50	1,011.50		0.00
9	Shredder	011500SL		7.00	17	699.00			699.00	699.00		0.00
10	Artwork	021000SL		7.00	17	375.20			375.20	375.20		0.00
11	Web Page	083100SL		3.00	17	1,200.00			1,200.00	1,200.00		0.00
14	Clock	101101SL		7.00	17	375.00			375.00	375.00		0.00
15	Furniture & Fixtures	071102SL		7.00	17	10,604.86			10,604.86	10,604.86		0.00
16	Furniture & Fixtures	111402SL		7.00	17	11,333.50			11,333.50	11,333.50		0.00
17	Software	012802SL		3.00	17	5,680.00			5,680.00	5,680.00		0.00
19	(D) Telephones	022602SL		7.00	17	1,398.84			1,398.84	1,398.84		0.00
20	Fax Machine	032502SL		7.00	17	850.00			850.00	850.00		0.00
22	HP Laserjet	062502SL		5.00	17	1,328.00			1,328.00	1,328.00		0.00
23	Bookcase/Credenza	050302SL		7.00	17	575.00			575.00	575.00		0.00
24	Web Page	090602SL		3.00	17	2,400.00			2,400.00	2,400.00		0.00
26	File Cabinet	022103SL		7.00	17	919.00			919.00	919.00		0.00
29	Table and Chairs	030504SL		7.00	17	1,155.00			1,155.00	1,155.00		0.00
30	Web Page	092904SL		3.00	17	9,120.00			9,120.00	9,120.00		0.00

228102
05-01-12

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

2012 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
31	Various Office Decorations	082704SL		7.00	17	11,786.39			11,786.39	11,786.39		0.00
32	Computer Monitor	030504SL		5.00	17	430.00			430.00	430.00		0.00
33	Canon Scanner	021407SL		5.00	17	3,000.00			3,000.00	2,700.00		300.00
34	Laptop & USB Drive	042507SL		5.00	17	2,108.75			2,108.75	1,897.88		210.87
35	HP Color Printer	101007SL		5.00	17	625.00			625.00	562.50		62.50
36	Core 2 Duo System	102907SL		5.00	17	1,315.00			1,315.00	1,183.50		131.50
37	Bookcase	031008SL		7.00	17	1,199.97		599.99	599.98	299.99		85.71
38	Computer Projector	060408SL		5.00	17	864.92		432.45	432.46	302.72		86.49
39	Four Laptop Computers	072908SL		5.00	17	5,438.00		2,719.00	2,719.00	1,903.30		543.80
40	Used Canon Imagerunner 4 drawer file	012910SL		5.00	17	2,950.00			2,950.00	885.00		590.00
41	cabinet	081310SL		7.00	17	885.00			885.00	189.65		126.43
42	Computer 4 Drawer legal file	083010SL		5.00	17	2,771.00			2,771.00	831.30		554.20
43	cabinet	091410SL		7.00	17	1,709.00			1,709.00	366.21		244.14
44	Executive L desk 72" Executive desk,	091410SL		7.00	17	1,479.00			1,479.00	316.94		211.29
45	drawer/kybd	091410SL		7.00	17	658.99			658.99	141.21		94.14
46	Ipad	101510SL		5.00	17	783.06			783.06	234.92		156.61
47	Website development	111610SL		3.00	17	4,500.00			4,500.00	2,250.00		1,500.00
48	Computer software	111610SL		3.00	17	740.00			740.00	370.01		246.67

228T02
05-01-12

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

2012 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
49	Bookcase	121610SL		7.00	17	899.00			899.00	192.65		128.43
50	Furniture (from PCT)	073111SL		7.00	17	4,486.86			4,486.86	320.49		640.98
51	Server/HP Probook (D)Telephone System	091511SL		5.00	17	8,305.00			8,305.00	830.50		1,661.00
52	(From PCT) Computer System	073111SL		5.00	17	599.39			599.39	59.94		59.94
53	(From PCT) DAR-RAM Multifile	073111SL		5.00	17	2,230.45			2,230.45	223.05		446.09
54	(From PCT) HP4250 Laserjet	073111SL		5.00	17	180.19			180.19	18.02		36.04
55	Printer (From PCT)	073111SL		5.00	17	273.00			273.00	27.30		54.60
56	(From PCT) Canon Imagerunner	073111SL		5.00	17	336.27			336.27	33.63		67.25
57	(From PCT) Portrait & Frame	073111SL		7.00	17	537.14			537.14	38.37		76.73
58	Digital Telephone	081512SL		5.00	19B	4,065.00			4,065.00			406.50
	* Total 990-PF Pg 1					137609.48		3,751.45	133858.03	100848.57	0.00	8,721.91
	Depr											

Form 990-PF	Interest on Savings and Temporary Cash Investments	Statement	1
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Source	Amount
Schedule 1	502.99
Total to Form 990-PF, Part I, line 3, Column A	502.99

Form 990-PF	Dividends and Interest from Securities	Statement	2
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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Schedule 2	2,756,547.78	0.00	2,756,547.78
Total to Fm 990-PF, Part I, ln 4	2,756,547.78	0.00	2,756,547.78

Form 990-PF

Gain or (Loss) from Sale of Assets

Statement 3

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Schedule 3 - Short term	Purchased		Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
22,851,483.11	22,811,935.62	0.00	0.00	39,547.49

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Schedule 3 - Long term	Purchased		Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
21,319,533.57	20,911,374.05	0.00	0.00	408,159.52

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Scrapped telephone system	Purchased		02/26/02	08/15/12
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.00	1,398.84	0.00	1,398.84	0.00

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
Scrapped telephone system	Donated	07/31/11	08/15/12	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.00	599.39	0.00	119.88	<479.51>

Net Gain or Loss from Sale of Assets	447,227.50
Capital Gains Dividends from Part IV	0.00
Total to Form 990-PF, Part I, line 6a	447,227.50

Form 990-PF	Other Income	Statement	4
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Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Schedule 1	50,989.24	50,989.24	
Total to Form 990-PF, Part I, line 11	50,989.24	50,989.24	

Form 990-PF	Legal Fees	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	10,426.75	5,213.37		5,213.38
To Fm 990-PF, Pg 1, ln 16a	10,426.75	5,213.37		5,213.38

Form 990-PF

Accounting Fees

Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	51,500.00	25,750.00		25,750.00
To Form 990-PF, Pg 1, ln 16b	51,500.00	25,750.00		25,750.00

Form 990-PF

Other Professional Fees

Statement 7

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	430,604.42	430,604.42		0.00
Schedule 1	200.00	0.00		200.00
To Form 990-PF, Pg 1, ln 16c	430,804.42	430,604.42		200.00

Form 990-PF

Taxes

Statement 8

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	107,226.38	58,169.38		0.00
To Form 990-PF, Pg 1, ln 18	107,226.38	58,169.38		0.00

Form 990-PF

Other Expenses

Statement 9

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	302,040.08	190,571.46		111,468.62
To Form 990-PF, Pg 1, ln 23	302,040.08	190,571.46		111,468.62

Form 990-PF	U.S. and State/City Government Obligations	Statement	10
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Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
Schedule 5	X		18,147,078.37	18,353,163.80
Total U.S. Government Obligations			18,147,078.37	18,353,163.80
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			18,147,078.37	18,353,163.80

Form 990-PF	Corporate Stock	Statement	11
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Description	Book Value	Fair Market Value
Schedule 5	53,122,103.30	74,260,020.31
Total to Form 990-PF, Part II, line 10b	53,122,103.30	74,260,020.31

Form 990-PF	Corporate Bonds	Statement	12
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Description	Book Value	Fair Market Value
Schedule 5 - Corporate Bonds	6,160,352.17	6,203,260.00
Total to Form 990-PF, Part II, line 10c	6,160,352.17	6,203,260.00

Form 990-PF	Other Investments	Statement	13
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Description	Valuation Method	Book Value	Fair Market Value
Schedule 5 - Mutual Funds	COST	11,611,553.33	13,073,837.94
Schedule 5 - Index Funds	COST	8,741,443.47	9,229,621.94
Schedule 5 - Partnerships	COST	7,866,760.00	8,910,425.00
Total to Form 990-PF, Part II, line 13		28,219,756.80	31,213,884.88

Form 990-PF Depreciation of Assets Not Held for Investment Statement 14

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Computer Software	5,750.00	5,750.00	0.00
Furniture	17,678.20	17,678.20	0.00
Office Equipment	1,011.50	1,011.50	0.00
Shredder	699.00	699.00	0.00
Artwork	375.20	375.20	0.00
Web Page	1,200.00	1,200.00	0.00
Clock	375.00	375.00	0.00
Furniture & Fixtures	10,604.86	10,604.86	0.00
Furniture & Fixtures	11,333.50	11,333.50	0.00
Software	5,680.00	5,680.00	0.00
Fax Machine	850.00	850.00	0.00
HP Laserjet	1,328.00	1,328.00	0.00
Bookcase/Credenza	575.00	575.00	0.00
Web Page	2,400.00	2,400.00	0.00
File Cabinet	919.00	919.00	0.00
Table and Chairs	1,155.00	1,155.00	0.00
Web Page	9,120.00	9,120.00	0.00
Various Office Decorations	11,786.39	11,786.39	0.00
Computer Monitor	430.00	430.00	0.00
Canon Scanner	3,000.00	3,000.00	0.00
Laptop & USB Drive	2,108.75	2,108.75	0.00
HP Color Printer	625.00	625.00	0.00
Core 2 Duo System	1,315.00	1,315.00	0.00
Bookcase	1,199.97	985.69	214.28
Computer Projector	864.92	821.67	43.25
Four Laptop Computers	5,438.00	5,166.10	271.90
Used Canon Imagerunner	2,950.00	1,475.00	1,475.00
4 drawer file cabinet	885.00	316.08	568.92
Computer	2,771.00	1,385.50	1,385.50
4 Drawer legal file cabinet	1,709.00	610.35	1,098.65
Executive L desk	1,479.00	528.23	950.77
72" Executive desk, drawer/kybd	658.99	235.35	423.64
Ipad	783.06	391.53	391.53
Website development	4,500.00	3,750.00	750.00
Computer software	740.00	616.68	123.32
Bookcase	899.00	321.08	577.92
Furniture (from PCT)	4,486.86	961.47	3,525.39
Server/HP Probook	8,305.00	2,491.50	5,813.50
Computer System (From PCT)	2,230.45	669.14	1,561.31
DAR-RAN Multifile (From PCT)	180.19	54.06	126.13
HP4250 Laserjet Printer (From PCT)	273.00	81.90	191.10
Canon Imagerunner (From PCT)	336.27	100.88	235.39
Portrait & Frame (From PCT)	537.14	115.10	422.04
Digital Telephone System	4,065.00	406.50	3,658.50
Total To Fm 990-PF, Part II, ln 14	135,611.25	111,803.21	23,808.04

Schedule 1

REVENUE AND EXPENSES

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2012

REVENUE

Interest on savings and cash investments:

American National Bank	\$	285 11	
Internal Revenue Service		24 53	
Dodge & Cox - Credit Suisse		<u>193 35</u>	\$ 502 99

Dividends and interest from securities - Sch 2			2,756,547 78
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Net gain (loss) from sale of assets - Sch 3			<u>447,227 50</u>
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Other income

Gross royalties	\$	32,340 24	
Miscellaneous		17,675 00	
From partnership - Sch 9		<u>974 00</u>	<u>50,989.24</u>

Total revenue			\$ 3,255,267 51
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EXPENSES

Compensation of officers and trustees - Sch 6	\$	349,601 47	
Other employee salaries and wages		318,377 63	

Employee benefits

Insurance	\$	30,874 72	
Payroll taxes		35,208 93	
Retirement plan		<u>22,037 00</u>	88,120 65

Legal consulting fees - Sch 8			10,426.75
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Accounting fees - Sch 8			51,500 00
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Other professional fees - Consulting - Sch 8	\$	200.00	
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Other professional fees - Investment - Sch 8		<u>430,604.42</u>	430,804 42
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Taxes.

Ad valorem - Royalties	\$	2,489 46	
Excise		49,057 00	
Foreign		55,568.74	
Severance and state		<u>111.18</u>	107,226 38

Depreciation			8,721 91
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Occupancy			34,605 32
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Travel, conferences and meetings			31,977 63
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Other.

Amortization	\$	190 00	
Data services		1,366.45	
Dues		3,374.57	
Grant related expenses		79,752.24	
Insurance		6,466.62	
Office supplies and services		25,023 56	
Sundry business expense		4,335 64	
From partnership - Sch 9		<u>181,531 00</u>	302,040 08

Contributions - Sch. 4		<u>5,948,203 00</u>	<u>7,681,605 24</u>
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Excess of revenue over expenses			<u>\$ (4,426,337 73)</u>
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Schedule 2

DIVIDENDS AND INTEREST FROM SECURITIES

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2012

	<u>Totals</u>	<u>Ordinary</u>	<u>Capital Gains Dividends</u>
DIVIDENDS			
Dodge:			
ADT Corp	\$ 187 50	\$ 187 50	\$
Amdocs Limited	403 00	403 00	
Aegon NV	8,485.72	8,485 72	
Amgen Inc	7,632 00	7,632.00	
Baker Hughes, Inc	3,870 00	3,870 00	
Bank of America	1,880 00	1,880 00	
Bank of New York Mellon Corp	9,490.00	9,490 00	
BB&T Corporation	5,440.00	5,440 00	
Capital One Financial Corp	3,025 00	3,025 00	
Celanese Corp.	960 00	960 00	
Chevron Corp New	7,722 00	7,722 00	
Comcast Corp.	16,972 50	16,972 50	
Computer Sciences Corp.	4,420.00	4,420.00	
Corning, Inc	1,683 00	1,683 00	
Credit Suisse Group	4,760 80	4,760 80	
Dell Inc.	608 00	608 00	
Dish Network	3,500 00	3,500 00	
Domtar Corp	495 60	495 60	
Dow Chemical Co	14,216 00	14,216 00	
Fedex Corp	3,912 00	3,912 00	
General Electric Co	24,038 00	24,038.00	
Glaxo Wellcome	30,875 78	30,875 78	
Goldman Sachs Group	6,549 00	6,549 00	
Hewlett Packard Co	15,120 00	15,120 00	
Home Depot Inc.	3,190.00	3,190 00	
HSBC Holdings PLC	7,300 00	7,300 00	
JPMorgan Chase & Co	780 00	780 00	
Koninklijke Philips Electrs	4,712 25	4,712.25	
Lowes Cos	420 00	420 00	
Matsushita Electric Industrial	561.80	561.80	

	Totals	Ordinary	Capital Gains Dividends
Maxim Integrated Products Inc	6,316.00	6,316 00	
McGraw Hill Companies, Inc	9,004 00	9,004 00	
Merck & Co Inc	31,080 00	31,080 00	
Medtronic	3,415.48	3,415.48	
MetLife Inc	2,072 00	2,072 00	
Microsoft Corp.	15,280 00	15,280 00	
Molex Inc	5,700 00	5,700.00	
News Corp , Ltd	4,241.50	4,241 50	
Nokia	5,466.59	5,466 59	
Novartis AG	26,019.28	26,019 28	
Occidental Petroleum Corp.	13,638 00	13,638.00	
Pfizer, Inc.	21,120.00	21,120 00	
Roche Holding Ltd	17,239 30	17,239 30	
Sanofi - Aventis ADR	26,182 51	26,182 51	
Schlumberger LTD	7,412.50	7,412 50	
Schwab Charles Corp	6,432 00	6,432 00	
Sony Corp	2,086 94	2,086 94	
Suntrust Bks Inc	1,220 00	1,220 00	
Time Warner, Inc	16,458.00	16,458 00	
Time Warner Cable Inc	10,472 00	10,472 00	
Tyco Connectivity Ltd	5,670 00	5,670 00	
Tyco Intl Ltd New Com	2,950.00	2,950 00	
Unilever N V	5,289.85	5,289 85	
Vodafone Group	24,550.90	24,550 90	
Vulcan Materials Co.	153.00	153 00	
Wal Mart Stores Inc.	12,618.97	12,618.97	
Wells Fargo Co	22,220.00	22,220 00	
Xerox Corp	5,100 00	5,100 00	
Totals - Dodge	\$ 502,618.77	\$ 502,618 77	\$
Sarofim			
Abbott Labs	\$ 17,688 00	\$ 17,688 00	\$
Air Products & Chemicals	4,500 00	4,500 00	
Altria Group	30,060 00	30,060 00	
American Express Co	3,900 00	3,900 00	
Apple Computer Inc	12,720 00	12,720 00	
Automatic Data Processing	12,640 00	12,640 00	
Arcos Dorados Holdings	955 20	955.20	
Becton Dickinson & Co	2,700.00	2,700 00	
Blackrock Inc	6,900 00	6,900 00	
Caterpillar, Inc	9,920.00	9,920 00	

	Totals	Ordinary	Capital Gains Dividends
Chevron Corp New	28,296.00	28,296 00	
Coca Cola Co	30,600.00	30,600 00	
Conoco Phillips	25,080.00	25,080 00	
Disney Co , Walt	6,750.00	6,750 00	
Exxon Mobil Corp	58,860 00	58,860 00	
Franklin Resources Inc	8,200.00	8,200 00	
Freeport Copper and Gold	8,312 47	8,312 47	
General Dynamics Corp.	2,352 00	2,352.00	
General Electric Co	18,360.00	18,360 00	
Home Depot	8,120.00	8,120 00	
Intel Corp.	17,399 98	17,399 98	
International Business Machs	10,920 00	10,920 00	
J P. Morgan Chase & Co	12,650 00	12,650 00	
Johnson & Johnson	26,400 00	26,400 00	
Kinder Morgan Inc.	10,720 00	10,720 00	
Kraft Foods	9,280 00	9,280 00	
McDonalds Corp	19,388 81	19,388 81	
McGraw Hill Companies, Inc	14,080 00	14,080 00	
Medtronic Inc	6,324 98	6,324 98	
Merck & Co Inc	5,040 00	5,040 00	
Nestle S A	36,480 79	36,480 79	
News Corp Ltd	2,890 00	2,890 00	
Novo Nordisk	7,528 36	7,528 36	
Occidental Pete Corp	17,030.00	17,030 00	
PepsiCo, Inc.	15,787 48	15,787 48	
Phillips 66	2,137.50	2,137.50	
Philip Morris Cos.	63,200 00	63,200.00	
Praxair Inc	8,800.00	8,800 00	
Procter & Gamble Co.	28,743.02	28,743 02	
Qualcomm Inc	4,825.00	4,825 00	
Rio Tinto PLC	8,277 44	8,277.44	
Roche Holding Ltd.	16,331.98	16,331 98	
Royal Dutch Shell	21,336 97	21,336 97	
SAB Miller PLC	5,562 14	5,562 14	
Target Corp	13,200 00	13,200 00	
Texas Instruments	5,040 00	5,040 00	
Time Warner Cable Inc	3,640.00	3,640 00	
Total S A.	21,802 89	21,802 89	
United Technologies	11,774 00	11,774 00	
Wal Mart Stores, Inc	9,774 97	9,774 97	

	Totals	Ordinary	Capital Gains Dividends
Walgreen Co.	9,799 99	9,799 99	
Totals - Sarofim	\$ 743,079.97	\$ 743,079 97	\$
Luther King			
Abbot Labs	\$ 4,080 00	\$ 4,080.00	\$
Apple Computer Inc	7,950 00	7,950 00	
Bank of America Corp	2,100 00	2,100.00	
Cabot Oil and Gas	1,040 00	1,040 00	
Coca Cola Co	20,400 00	20,400 00	
Colgate Palmolive Co	19,520 00	19,520 00	
Comerica Inc	6,800 00	6,800.00	
Covidien Limited	13,144.50	13,144 50	
Cullen Frost BK Inc.	17,100 00	17,100 00	
Danaher Corp	1,500.00	1,500.00	
Disney Co , Walt	19,200.00	19,200 00	
EOG Resources Inc.	3,685 00	3,685.00	
Emerson Elec Co	9,600.00	9,600 00	
Exxon Mobil Corp.	16,065.00	16,065 00	
FMC Corporation	4,290 00	4,290 00	
General Electric Co	22,100 00	22,100 00	
Glacier Bancorp Inc	15,860 00	15,860 00	
Halliburton Co	5,040.00	5,040 00	
Home Depot Inc	870 00	870 00	
International Business Machine	11,550 00	11,550 00	
JPMorgan Chase and Company	20,725 00	20,725.00	
Monsanto Co New	9,802 50	9,802.50	
National Fuel Gas Co	13,176 50	13,176 50	
National Instrument Corp	10,500 00	10,500 00	
Oracle Corp	7,320 00	7,320 00	
Pall Corporation	5,720.00	5,720.00	
Pfizer Inc.	27,610 00	27,610.00	
Praxair Inc	13,200 00	13,200 00	
Procter & Gamble Co.	19,899 02	19,899.02	
Range Resources	1,000 00	1,000.00	
Roper Industries Inc	4,785 00	4,785 00	
Suntrust Bks Inc	900 00	900 00	
Teva Pharmaceutical Industries Ltd	3,670 23	3,670 23	
Thermo Fisher Scientific Inc	3,900 00	3,900 00	
Time Warner Inc	15,600.00	15,600 00	
Walgreen Co	15,499 99	15,499.99	
Wells Fargo & Co New	4,620 00	4,620 00	

	<u>Totals</u>	<u>Ordinary</u>	<u>Capital Gains Dividends</u>
Whirlpool Corp	<u>2,000 00</u>	<u>2,000 00</u>	
Totals - Luther King	<u>\$ 381,822 74</u>	<u>\$ 381,822 74</u>	<u>\$</u>
Other			
Dividends - Sentry			
Goldman Sachs FST Govt Inst'l	\$ 2,668.11	\$ 2,668 11	\$
Dividends - Sarofim			
Goldman Sachs FST Treasury	4 71	4.71	
Dividends - Dodge.			
Goldman Sachs FST Treasury	48.96	48.96	
Dividends - Luther King.			
Goldman Sachs FST Govt Inst'l	169.72	169 72	
Dividends - Mutual Funds			
Dodge & Cox Int'l Stock Fund	261,889 29	261,889 29	
Dividends - Index Funds			
Vanguard-Total Stock Mkt Idx Inst	194,577 04	194,577 04	
Vanguard-FTSE Allworld Exus IX	122,973.28	122,973 28	
From partnership - Sch 9	<u>135,005 00</u>	<u>135,005 00</u>	
Totals - Other	<u>\$ 717,336 11</u>	<u>\$ 717,336 11</u>	<u>\$</u>
Totals - Dividends	<u>\$ 2,344,857 59</u>	<u>\$ 2,344,857 59</u>	<u>\$</u>
INTEREST			
Taxable.			
U S. Govt agency, mortgage backed securities, corporate bonds & notes	<u>\$ 411,690 19</u>	<u>\$ 411,690.19</u>	<u>\$</u>
Tax exempt:			
Garland, TX 2 0% 2/15/12	<u>\$</u>	<u>\$</u>	<u>\$</u>
Totals - Interest	<u>\$ 411,690 19</u>	<u>\$ 411,690 19</u>	<u>\$</u>
Totals - Dividends and interest	<u>\$ 2,756,547.78</u>	<u>\$ 2,756,547.78</u>	<u>\$</u>

Schedule 3

NET GAIN OR LOSS FROM SALE OF ASSETS

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2012

<u>Property</u>	<u>Sales Price</u>	<u>Cost or Basis</u>	<u>Gain/ (Loss)</u>
Short Term:			
Stocks & bonds - Sch 3A	\$ 22,503,654.71	\$ 22,441,831.15	\$ 61,823.56
Scrapped asset		479.51	(479.51)
Vanguard FTSE All World	347,828.40	363,740.47	(15,912.07)
From partnership - Sch 9		6,364.00	(6,364.00)
Totals - Short term	<u>\$ 22,851,483.11</u>	<u>\$ 22,812,415.13</u>	<u>\$ 39,067.98</u>
Long Term:			
Stocks & bonds - Sch 3B	\$ 14,825,470.61	\$ 13,964,796.46	\$ 860,674.15
Vanguard FTSE All World	6,364,409.33	6,946,573.59	(582,164.26)
Litigation Proceeds/Settlements			
Marsh & McLennan	10,497.34		10,497.34
AOL Time Warner	67.59		67.59
Bank of America	106.51		106.51
Bank of America	571.89		571.89
Delphi	370.04		370.04
Colburn	24.83		24.83
Xerox	16.90		16.90
United Health	15.53		15.53
From partnership - Sch. 9		4.00	(4.00)
From partnership - Sch 9	<u>117,983.00</u>		<u>117,983.00</u>
Totals - Long term	<u>\$ 21,319,533.57</u>	<u>\$ 20,911,374.05</u>	<u>\$ 408,159.52</u>
Capital gain distributions - Sch 2	<u>\$</u>	<u>\$</u>	<u>\$</u>
Totals - Combined	<u>\$ 44,171,016.68</u>	<u>\$ 43,723,789.18</u>	<u>\$ 447,227.50</u>

2/14/2013
15:08:46

Schedule 3A
THE PRIDDY FOUNDATION

(SB-GS)
PAGE 1

GAIN ON SALES OF ASSETS-SHORT TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
CORPORATE STOCK-DODGE							
ADOBE SYSTEMS, INC.	2/02/2012	4/05/2012	600.00	20,079.75	18,850.86	1,228.89	.00
ADOBE SYSTEMS, INC.	1/30/2012	4/05/2012	400.00	13,386.50	12,399.76	986.74	.00
AMGEN INC.	7/29/2011	3/23/2012	100.00	6,667.45	5,446.50	1,220.95	.00
AMGEN INC.	7/29/2011	3/26/2012	400.00	27,003.55	21,786.00	5,217.55	.00
AMGEN INC.	7/29/2011	3/27/2012	500.00	34,013.18	27,232.50	6,780.68	.00
BMC SOFTWARE INC.	10/06/2011	4/05/2012	500.00	19,917.05	19,941.00	.00	23.95
CREDIT SUSSIE GROUP	4/25/2012	12/13/2012	100.00	2,485.49	2,571.88	.00	86.39
CREDIT SUSSIE GROUP	4/25/2012	12/17/2012	500.00	12,251.82	12,859.40	.00	607.58
CREDIT SUSSIE GROUP	4/25/2012	12/18/2012	400.00	9,915.89	10,287.52	.00	371.63
CREDIT SUSSIE GROUP	4/25/2012	12/19/2012	600.00	15,105.14	15,431.28	.00	326.14
CREDIT SUSSIE GROUP	4/25/2012	12/20/2012	1,400.00	35,208.65	36,006.32	.00	797.67
CREDIT SUSSIE GROUP	4/25/2012	12/21/2012	200.00	4,957.56	5,143.76	.00	186.20
CREDIT SUSSIE GROUP	4/25/2012	12/24/2012	200.00	4,901.01	5,143.76	.00	242.75
CREDIT SUSSIE GROUP	4/25/2012	12/27/2012	400.00	9,872.97	10,287.52	.00	414.55
CREDIT SUSSIE GROUP	6/01/2012	12/28/2012	220.00	5,363.67	4,760.80	602.87	.00
FEDEX CORP.	7/29/2011	4/05/2012	400.00	36,081.19	34,970.00	1,111.19	.00
LOWES COS INC.	8/16/2011	3/13/2012	400.00	12,078.38	8,010.60	4,067.78	.00
LOWES COS INC.	8/15/2011	3/13/2012	400.00	12,078.38	7,685.96	4,392.42	.00
LOWES COS INC.	8/15/2011	3/14/2012	1,500.00	45,663.98	28,822.35	16,841.63	.00
LOWES COS INC.	8/15/2011	3/14/2012	300.00	9,132.79	5,763.12	3,369.67	.00
LOWES COS INC.	8/15/2011	3/15/2012	400.00	12,165.38	7,684.16	4,481.22	.00
MICROSOFT CORP.	1/27/2012	4/05/2012	1,700.00	53,421.30	49,784.50	3,636.80	.00
MCGRAW HILL COS INC.	8/03/2011	3/29/2012	300.00	14,194.33	13,190.91	1,003.42	.00

2/14/2013
15:08:46

THE PRIDDY FOUNDATION

(SB-GS)
PAGE 2

GAIN ON SALES OF ASSETS-SHORT TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
MERCK & CO INC. NEW	3/31/2011	3/23/2012	2,000.00	75,868.63	66,350.00	9,518.63	.00
UNILEVER PLC	5/06/2011	4/05/2012	1,300.00	42,112.55	41,967.77	144.78	.00
WAL MART STORES INC.	7/29/2011	3/28/2012	1,000.00	61,127.53	52,929.50	8,198.03	.00
WAL MART STORES INC.	7/29/2011	6/13/2012	600.00	40,401.53	31,757.70	8,643.83	.00
*** CORPORATE STOCK-DODGE	***		16,820.00	635,455.65	557,065.43	78,390.22	.00
CORPORATE STOCK-SAROFIM							
GREEN MOUNTAIN COFFEE ROA	11/07/2011	3/01/2012	600.00	39,683.10	41,766.54	.00	2,083.44
GREEN MOUNTAIN COFFEE ROA	11/04/2011	3/01/2012	400.00	26,455.40	27,776.12	.00	1,320.72
*** CORPORATE STOCK-SAROFIM	***		1,000.00	66,138.50	69,542.66	.00	3,404.16
CORPORATE STOCK-LUTHER KING							
CIRRUS LOGIC INC.	4/27/2011	3/02/2012	5,000.00	117,853.87	83,866.50	33,987.37	.00
EMERSON ELEC CO.	1/17/2012	9/07/2012	500.00	24,709.45	24,725.00	.00	15.55
FMC CORPORATION	3/04/2011	1/17/2012	400.00	36,383.30	31,676.00	4,707.30	.00
FMC CORPORATION	3/04/2011	3/02/2012	600.00	60,029.39	47,514.00	12,515.39	.00
GLACIER BANCORP INC.	9/20/2012	10/09/2012	2,000.00	30,460.71	32,153.00	.00	1,692.29
GOODYEAR TIRE & RUBBER	12/07/2011	7/31/2012	1,500.00	16,619.63	21,141.00	.00	4,521.37
GOODYEAR TIRE & RUBBER	11/08/2011	7/31/2012	8,000.00	88,638.00	112,640.00	.00	24,002.00
MONSANTO CO. NEW	5/06/2011	1/17/2012	300.00	24,026.54	19,679.64	4,346.90	.00
NETAPP INC.	3/20/2012	10/09/2012	2,000.00	60,438.64	91,176.20	.00	30,737.56
PRUDENTIAL FINL INC.	7/20/2011	1/20/2012	1,200.00	68,917.43	72,693.12	.00	3,775.69
PRUDENTIAL FINL INC.	3/15/2011	1/20/2012	300.00	17,229.36	17,349.00	.00	119.64
YUM BRANDS INC.	7/31/2012	9/07/2012	4,000.00	256,754.24	261,889.60	.00	5,135.36
*** CORPORATE STOCK-LUTHER KING	***		25,800.00	802,060.56	816,503.06	.00	14,442.50

U. S. GOVERNMENT SECURITY

2/14/2013
15:08:46

THE PRIDDY FOUNDATION

(SB-CS)
PAGE 3

GAIN ON SALES OF ASSETS-SHORT TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
FREDDIE MAC 1.35% 1/2/201	6/21/2011	1/06/2012	.00	2,000,000.00	1,998,720.00	1,280.00	.00
FANNIE MAE 1.75% 7/18/201	7/12/2011	1/18/2012	.00	2,000,000.00	2,000,000.00	.00	.00
FANNIE MAE 1.35% 2/9/2015	7/25/2011	2/09/2012	.00	2,000,000.00	2,000,000.00	.00	.00
FANNIE MAE 1.0% 9/2/2014-	8/08/2011	3/02/2012	.00	2,000,000.00	2,000,000.00	.00	.00
FANNIE MAE 2.0% 9/15/2016	9/15/2011	3/15/2012	.00	2,500,000.00	2,500,000.00	.00	.00
FANNIE MAE 2.0% 10/3/2016	10/03/2011	4/03/2012	.00	1,500,000.00	1,500,000.00	.00	.00
FANNIE MAE .6% 10/24/2013	12/06/2011	4/24/2012	.00	2,000,000.00	2,000,000.00	.00	.00
FREDDIE MAC 2.0% 2/1/17-1	1/26/2012	8/01/2012	.00	2,000,000.00	2,000,000.00	.00	.00
FANNIE MAE 1.07% 9/21/201	3/23/2012	9/21/2012	.00	3,000,000.00	3,000,000.00	.00	.00
FANNIE MAE .75% 6/4/2015-	5/22/2012	12/04/2012	.00	2,000,000.00	2,000,000.00	.00	.00
*** U. S. GOVERNMENT SECURITY	***		.00	21,000,000.00	20,998,720.00	1,280.00	.00
GRAND TOTALS			43,620.00	22,503,654.71	22,441,831.15	61,823.56	.00

Schedule 3B

THE PRIDDY FOUNDATION

(SB-GS)

2/14/2013
15:09:32

PAGE 1

GAIN ON SALES OF ASSETS-LONG TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
CORPORATE STOCK-DODGE							
AOL INC.	3/06/2003	8/29/2012	100.00	3,369.92	3,016.68	353.24	.00
AEGON NV	8/17/2005	4/05/2012	245.00	1,250.72	3,518.20	.00	2,267.48
AEGON NV	3/01/2005	4/05/2012	1,500.00	7,657.48	21,378.45	.00	13,720.97
AEGON NV	3/02/2005	4/05/2012	1,500.00	7,657.47	21,375.30	.00	13,717.83
AEGON NV	3/03/2005	4/05/2012	1,600.00	8,167.98	22,713.12	.00	14,545.14
AEGON NV	2/24/2005	4/05/2012	155.00	791.27	2,198.99	.00	1,407.72
AMGEN INC.	11/08/2007	3/20/2012	200.00	13,528.95	11,210.50	2,318.45	.00
AMGEN INC.	11/08/2007	3/21/2012	200.00	13,465.09	11,210.50	2,254.59	.00
AMGEN INC.	11/08/2007	3/22/2012	500.00	33,349.09	28,026.25	5,322.84	.00
AMGEN INC.	11/08/2007	3/23/2012	100.00	6,667.46	5,605.25	1,062.21	.00
AMGEN INC.	12/21/2007	3/28/2012	200.00	13,522.61	9,559.60	3,963.01	.00
AMGEN INC.	12/21/2007	3/29/2012	200.00	13,459.91	9,559.60	3,900.31	.00
AMGEN INC.	12/21/2007	3/30/2012	300.00	20,362.58	14,339.40	6,023.18	.00
AMGEN INC.	12/21/2007	4/02/2012	300.00	20,401.13	14,339.40	6,061.73	.00
AMGEN INC.	12/21/2007	4/03/2012	200.00	13,589.15	9,559.60	4,029.55	.00
AMGEN INC.	12/21/2007	4/04/2012	100.00	6,779.13	4,779.80	1,999.33	.00
AMGEN INC.	12/20/2007	4/04/2012	100.00	6,779.12	4,747.31	2,031.81	.00
AMGEN INC.	12/20/2007	4/05/2012	200.00	13,589.33	9,494.62	4,094.71	.00
AMGEN INC.	12/20/2007	4/09/2012	300.00	20,249.45	14,241.93	6,007.52	.00
AMGEN INC.	12/20/2007	5/22/2012	200.00	13,848.62	9,494.62	4,354.00	.00
AMGEN INC.	12/20/2007	5/23/2012	300.00	20,490.80	14,241.93	6,248.87	.00
AMGEN INC.	12/20/2007	5/24/2012	300.00	20,656.75	14,241.93	6,414.82	.00
AMGEN INC.	12/20/2007	5/25/2012	300.00	20,720.53	14,241.93	6,478.60	.00

2/14/2013
15:09:32

THE PRIDDY FOUNDATION

(SB-GS)
PAGE 2

GAIN ON SALES OF ASSETS-LONG TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
AMGEN INC.	12/20/2007	5/29/2012	400.00	27,697.17	18,989.24	8,707.93	.00
AMGEN INC.	12/20/2007	9/05/2012	200.00	16,846.58	9,494.62	7,351.96	.00
AMGEN INC.	12/20/2007	9/06/2012	300.00	25,422.93	14,241.93	11,181.00	.00
AMGEN INC.	12/20/2007	9/07/2012	100.00	8,425.44	4,747.31	3,678.13	.00
AMGEN INC.	2/04/2008	9/07/2012	100.00	8,425.44	4,744.17	3,681.27	.00
AMGEN INC.	2/04/2008	9/10/2012	200.00	16,833.78	9,488.34	7,345.44	.00
AMGEN INC.	2/04/2008	9/11/2012	200.00	16,801.10	9,463.84	7,337.26	.00
AMGEN INC.	2/04/2008	9/12/2012	100.00	8,375.81	4,731.92	3,643.89	.00
AMGEN INC.	2/01/2008	9/12/2012	200.00	16,751.62	9,442.50	7,309.12	.00
AMGEN INC.	2/12/2008	10/23/2012	200.00	17,539.60	9,337.84	8,201.76	.00
AMGEN INC.	2/13/2008	10/24/2012	200.00	17,686.38	9,329.88	8,356.50	.00
AMGEN INC.	2/05/2008	10/25/2012	300.00	26,407.38	13,972.20	12,435.18	.00
AMGEN INC.	2/13/2008	10/26/2012	200.00	17,582.06	9,307.68	8,274.38	.00
AMGEN INC.	2/07/2008	10/31/2012	200.00	17,396.01	9,288.06	8,107.95	.00
AMGEN INC.	2/07/2008	11/01/2012	200.00	17,463.60	9,288.06	8,175.54	.00
AMGEN INC.	2/07/2008	11/02/2012	100.00	8,706.64	4,644.03	4,062.61	.00
AMGEN INC.	2/11/2008	11/02/2012	100.00	8,706.64	4,626.64	4,080.00	.00
AMGEN INC.	2/11/2008	11/06/2012	100.00	8,741.18	4,626.64	4,114.54	.00
AMGEN INC.	5/07/2008	11/06/2012	100.00	8,741.18	4,273.83	4,467.35	.00
AMGEN INC.	5/07/2008	11/06/2012	200.00	17,450.40	8,547.66	8,902.74	.00
AMGEN INC.	5/07/2008	11/07/2012	200.00	17,174.73	8,547.66	8,627.07	.00
AMGEN INC.	5/07/2008	11/08/2012	200.00	17,028.61	8,547.66	8,480.95	.00
AMGEN INC.	5/07/2008	11/09/2012	200.00	17,067.61	8,547.66	8,519.95	.00
AMGEN INC.	5/07/2008	11/12/2012	200.00	17,151.89	8,547.66	8,604.23	.00

2/14/2013
15:09:32

THE PRIDDY FOUNDATION

(SB-GS)
PAGE 3

GAIN ON SALES OF ASSETS-LONG TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
AMGEN INC.	5/07/2008	11/13/2012	200.00	17,187.11	8,547.66	8,639.45	.00
AMGEN INC.	5/07/2008	11/16/2012	300.00	25,465.49	12,821.49	12,644.00	.00
BAKER HUGHES, INC.	11/17/2008	4/05/2012	200.00	8,196.81	6,202.90	1,993.91	.00
BAKER HUGHES, INC.	4/04/2003	4/05/2012	400.00	16,393.63	11,992.00	4,401.63	.00
BANK OF NEW YORK MELLON C	2/09/2011	4/05/2012	1,000.00	23,742.86	31,845.00	.00	8,102.14
BB&T CORPORATION	2/09/2011	2/29/2012	300.00	8,820.35	8,744.43	75.92	.00
BB&T CORPORATION	2/09/2011	3/28/2012	200.00	6,366.86	5,829.62	537.24	.00
BB&T CORPORATION	11/13/2009	3/28/2012	700.00	22,284.00	17,164.00	5,120.00	.00
BB&T CORPORATION	6/26/2009	3/28/2012	800.00	25,467.42	17,904.24	7,563.18	.00
BB&T CORPORATION	6/26/2009	6/26/2012	200.00	5,906.74	4,476.06	1,430.68	.00
BB&T CORPORATION	6/26/2009	6/27/2012	300.00	8,938.92	6,714.09	2,224.83	.00
BOSTON SCIENTIFIC CORP. C	6/05/2007	4/05/2012	1,100.00	6,451.35	17,489.01	.00	11,037.66
BOSTON SCIENTIFIC CORP. C	6/04/2007	4/05/2012	400.00	2,345.95	6,317.40	.00	3,971.45
CADENCE DESIGN SYSTEMS IN	3/03/2009	4/05/2012	2,500.00	29,436.84	9,678.50	19,758.34	.00
CADENCE DESIGN SYSTEMS IN	3/03/2009	6/19/2012	400.00	4,366.34	1,548.56	2,817.78	.00
CADENCE DESIGN SYSTEMS IN	3/03/2009	6/21/2012	400.00	4,314.06	1,548.56	2,765.50	.00
CADENCE DESIGN SYSTEMS IN	3/03/2009	6/21/2012	500.00	5,338.38	1,935.70	3,402.68	.00
CADENCE DESIGN SYSTEMS IN	3/03/2009	6/22/2012	400.00	4,235.90	1,548.56	2,687.34	.00
CADENCE DESIGN SYSTEMS IN	3/03/2009	6/29/2012	600.00	6,451.17	2,322.84	4,128.33	.00
CADENCE DESIGN SYSTEMS IN	3/03/2009	8/28/2012	1,000.00	13,044.70	3,871.40	9,173.30	.00
CAPITAL ONE FINL CORP.	1/23/2007	4/05/2012	500.00	27,886.87	35,192.50	.00	7,305.63
CARMAX INC.	12/03/2007	4/05/2012	600.00	20,048.55	13,773.00	6,275.55	.00
CEMEX SAB DE CV	11/20/2006	4/03/2012	.60	4.31	16.40	.00	12.09
CEMEX SAB DE CV	11/20/2006	11/01/2012	229.84	2,155.60	6,282.23	.00	4,126.63

2/14/2013
15:09:32

THE PRIDDY FOUNDATION

(SB-GS)
PAGE 4

GAIN ON SALES OF ASSETS-LONG TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
CEMEX SAB DE CV	11/16/2006	11/01/2012	233.97	2,194.35	6,392.00	.00	4,197.65
CEMEX SAB DE CV	11/15/2006	11/01/2012	336.19	3,153.00	9,121.12	.00	5,968.12
CEMEX SAB DE CV	11/14/2006	11/02/2012	248.74	2,310.73	6,748.58	.00	4,437.85
CEMEX SAB DE CV	11/15/2006	11/02/2012	233.97	2,173.52	6,346.78	.00	4,173.26
CEMEX SAB DE CV	11/27/2006	11/02/2012	317.29	2,947.50	8,601.78	.00	5,654.28
CEMEX SAB DE CV	11/27/2006	11/05/2012	33.67	304.44	912.81	.00	608.37
CEMEX SAB DE CV	11/10/2006	11/05/2012	1,052.87	9,519.86	27,802.80	.00	18,282.94
CEMEX SAB DE CV	11/08/2006	11/05/2012	213.46	1,930.03	5,578.16	.00	3,648.13
CEMEX SAB DE CV	11/08/2006	11/06/2012	371.47	3,364.61	9,707.49	.00	6,342.88
CEMEX SAB DE CV	10/04/2006	11/06/2012	233.99	2,119.39	5,991.18	.00	3,871.79
CEMEX SAB DE CV	11/08/2007	11/06/2012	594.54	5,384.99	13,572.30	.00	8,187.31
CEMEX SAB DE CV	11/08/2007	11/20/2012	800.00	7,231.99	18,262.75	.00	11,030.76
CEMEX SAB DE CV	11/08/2007	11/21/2012	625.81	5,657.17	14,286.22	.00	8,629.05
CEMEX SAB DE CV	9/22/2009	11/21/2012	174.19	1,574.66	1,935.70	.00	361.04
CEMEX SAB DE CV	9/22/2009	11/26/2012	800.00	7,235.83	8,889.96	.00	1,654.13
CEMEX SAB DE CV	9/22/2009	11/26/2012	800.00	7,231.83	8,889.97	.00	1,658.14
CEMEX SAB DE CV	9/22/2009	11/28/2012	700.51	6,330.91	7,784.37	.00	1,453.46
CEMEX SAB DE CV	9/08/2011	11/28/2012	99.49	899.16	501.76	397.40	.00
CEMEX SAB DE CV	9/08/2011	11/28/2012	800.00	7,229.51	4,034.62	3,194.89	.00
CEMEX SAB DE CV	9/08/2011	11/29/2012	800.00	7,242.79	4,034.61	3,208.18	.00
CEMEX SAB DE CV	9/08/2011	12/03/2012	800.00	7,237.51	4,034.62	3,202.89	.00
CEMEX SAB DE CV	9/08/2011	12/05/2012	639.23	5,740.14	3,223.80	2,516.34	.00
CEMEX SAB DE CV	5/08/2008	12/05/2012	203.56	1,827.90	145.29	1,682.61	.00
CEMEX SAB DE CV	6/06/2008	12/05/2012	.10	.87	.00	.87	.00

2/14/2013
15:09:32

THE PRIDDY FOUNDATION

(SB-GS)
PAGE 5

GAIN ON SALES OF ASSETS-LONG TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
CEMEX SAB DE CV	6/07/2007	12/05/2012	86.11	773.32	.00	773.32	.00
CHEVRON CORP. NEW	4/04/2003	3/30/2012	500.00	53,501.30	16,412.66	37,088.64	.00
CHEVRON CORP. NEW	4/04/2003	4/05/2012	100.00	10,457.26	3,282.53	7,174.73	.00
CHEVRON CORP. NEW	4/04/2003	5/04/2012	200.00	20,773.95	6,565.07	14,208.88	.00
CHEVRON CORP. NEW	4/04/2003	5/07/2012	200.00	20,682.67	6,565.07	14,117.60	.00
CHEVRON CORP. NEW	4/04/2003	5/08/2012	200.00	20,530.82	6,565.06	13,965.76	.00
CHEVRON CORP. NEW	6/26/1996	5/08/2012	100.00	10,265.41	3,008.25	7,257.16	.00
COMPUTER SCIENCES CORP.	2/09/2011	4/05/2012	1,000.00	29,254.34	48,527.40	.00	19,273.06
COMCAST CORP.	12/27/2007	3/23/2012	869.04	26,015.98	16,059.69	9,956.29	.00
COMCAST CORP.	12/28/2007	3/23/2012	1,100.00	32,930.11	20,252.10	12,678.01	.00
COMCAST CORP.	12/24/2007	3/23/2012	700.00	20,955.52	12,843.25	8,112.27	.00
COMCAST CORP.	12/24/2007	3/23/2012	800.00	23,949.17	14,662.40	9,286.77	.00
COMCAST CORP.	12/31/2007	3/23/2012	500.00	14,968.23	9,148.80	5,819.43	.00
COMCAST CORP.	1/02/2008	3/23/2012	30.96	926.83	565.33	361.50	.00
COMCAST CORP.	1/02/2008	6/19/2012	369.04	11,557.59	6,738.67	4,818.92	.00
COMCAST CORP.	4/24/2002	6/19/2012	830.96	26,024.00	14,921.64	11,102.36	.00
COMCAST CORP.	4/24/2002	6/20/2012	600.00	18,699.60	10,774.26	7,925.34	.00
COMCAST CORP.	4/24/2002	6/21/2012	400.00	12,464.80	7,182.84	5,281.96	.00
COMCAST CORP.	4/24/2002	6/22/2012	500.00	15,379.60	8,978.55	6,401.05	.00
COMCAST CORP.	4/24/2002	10/09/2012	200.00	7,081.84	3,591.42	3,490.42	.00
COMCAST CORP.	4/24/2002	10/10/2012	332.01	11,702.43	5,961.94	5,740.49	.00
COMCAST CORP.	12/13/2005	10/10/2012	867.99	30,594.22	15,395.25	15,198.97	.00
COMCAST CORP.	12/13/2005	10/11/2012	900.00	31,837.32	15,963.00	15,874.32	.00
COMCAST CORP.	12/13/2005	12/18/2012	200.00	7,602.22	3,547.33	4,054.89	.00

2/14/2013
15:09:32

THE PRIDDY FOUNDATION

(SB-G5)
PAGE 6

GAIN ON SALES OF ASSETS-LONG TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
COMCAST CORP.	12/13/2005	12/19/2012	600.00	22,822.58	10,642.00	12,180.58	.00
CREDIT SUSSIE GROUP	4/16/2008	12/12/2012	200.00	4,923.77	10,628.28	.00	5,704.51
CREDIT SUSSIE GROUP	2/09/2011	12/12/2012	200.00	4,923.76	9,301.00	.00	4,377.24
CREDIT SUSSIE GROUP	2/09/2011	12/13/2012	300.00	7,456.48	13,951.50	.00	6,495.02
CREDIT SUSSIE GROUP	1/18/2011	12/13/2012	200.00	4,970.99	8,978.12	.00	4,007.13
CREDIT SUSSIE GROUP	1/19/2011	12/13/2012	400.00	9,941.97	17,898.40	.00	7,956.43
CREDIT SUSSIE GROUP	1/18/2011	12/13/2012	200.00	4,970.99	8,941.50	.00	3,970.51
CREDIT SUSSIE GROUP	1/18/2011	12/13/2012	200.00	4,970.99	8,936.72	.00	3,965.73
DOMTAR CORP.	12/04/2007	4/05/2012	82.67	8,012.61	7,831.55	181.06	.00
DOMTAR CORP.	12/10/2007	4/05/2012	17.33	1,679.67	1,605.51	74.16	.00
DOW CHEM CO.	4/04/2003	4/05/2012	400.00	13,313.70	11,507.72	1,805.98	.00
EBAY INC.	12/18/2006	4/05/2012	200.00	7,106.84	6,435.26	671.58	.00
EBAY INC.	12/19/2006	4/05/2012	300.00	10,660.26	9,632.40	1,027.86	.00
EBAY INC.	12/19/2006	6/12/2012	500.00	20,439.89	16,054.00	4,385.89	.00
EBAY INC.	12/20/2006	6/12/2012	400.00	16,351.91	12,832.00	3,519.91	.00
EBAY INC.	12/20/2006	6/13/2012	200.00	8,083.20	6,416.00	1,667.20	.00
EBAY INC.	12/13/2006	6/13/2012	200.00	8,083.19	6,406.38	1,676.81	.00
EBAY INC.	12/13/2006	6/14/2012	300.00	12,035.73	9,609.57	2,426.16	.00
EBAY INC.	12/13/2006	6/15/2012	100.00	4,062.26	3,203.19	859.07	.00
EBAY INC.	1/03/2007	6/15/2012	200.00	8,124.52	6,112.64	2,011.88	.00
EBAY INC.	12/22/2006	6/15/2012	700.00	28,435.80	21,264.04	7,171.76	.00
EBAY INC.	12/22/2006	6/18/2012	500.00	20,823.18	15,188.60	5,634.58	.00
EBAY INC.	12/26/2006	6/18/2012	300.00	12,493.91	9,105.90	3,388.01	.00
EBAY INC.	12/28/2006	6/18/2012	700.00	29,152.45	21,220.99	7,931.46	.00

2/14/2013
15:09:32

THE PRIDDY FOUNDATION

(SB-GS)
PAGE 7

GAIN ON SALES OF ASSETS-LONG TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
EBAY INC.	12/29/2006	6/18/2012	100.00	4,164.64	3,009.65	1,154.99	.00
EBAY INC.	12/29/2006	6/19/2012	200.00	8,697.80	6,019.30	2,678.50	.00
EBAY INC.	12/29/2006	6/21/2012	100.00	4,275.75	3,009.65	1,266.10	.00
EBAY INC.	1/17/2007	6/21/2012	100.00	4,275.75	3,002.88	1,272.87	.00
EBAY INC.	1/17/2007	6/21/2012	100.00	4,261.40	3,002.88	1,258.52	.00
EBAY INC.	1/16/2007	6/21/2012	100.00	4,261.40	2,998.78	1,262.62	.00
EBAY INC.	1/16/2007	8/15/2012	200.00	9,053.79	5,997.56	3,056.23	.00
EBAY INC.	1/16/2007	8/16/2012	100.00	4,573.42	2,998.78	1,574.64	.00
EBAY INC.	1/11/2007	8/16/2012	200.00	9,146.83	5,980.74	3,166.09	.00
EBAY INC.	1/10/2007	8/16/2012	300.00	13,720.25	8,805.96	4,914.29	.00
EBAY INC.	1/10/2007	8/17/2012	400.00	18,534.18	11,741.28	6,792.90	.00
EBAY INC.	1/10/2007	12/19/2012	500.00	25,731.67	14,676.60	11,055.07	.00
EQUINIX INC.	3/11/2011	3/23/2012	200.00	29,276.47	16,944.62	12,331.85	.00
EQUINIX INC.	3/14/2011	3/23/2012	100.00	14,638.23	8,423.98	6,214.25	.00
EQUINIX INC.	3/14/2011	4/04/2012	400.00	62,796.51	33,695.92	29,100.59	.00
GENERAL ELEC CO	4/25/2007	3/23/2012	300.00	5,953.63	10,592.25	.00	4,638.62
GENERAL ELEC CO	2/08/2008	3/23/2012	1,800.00	35,721.80	60,975.00	.00	25,253.20
GENERAL ELEC CO	7/13/2006	3/23/2012	3,800.00	75,412.68	124,582.24	.00	49,169.56
GENERAL ELEC CO	7/19/2006	3/23/2012	100.00	1,984.54	3,271.18	.00	1,286.64
GENERAL ELEC CO	7/18/2006	3/23/2012	700.00	13,891.81	22,620.57	.00	8,728.76
GLAXO WELLCOME	2/06/2007	4/05/2012	800.00	35,947.19	44,440.16	.00	8,492.97
HOME DEPOT INC.	12/03/2007	1/31/2012	200.00	8,882.92	5,715.00	3,167.92	.00
HOME DEPOT INC.	12/03/2007	2/01/2012	300.00	13,374.49	8,572.50	4,801.99	.00
HOME DEPOT INC.	12/03/2007	2/02/2012	400.00	17,791.77	11,430.00	6,361.77	.00

2/14/2013
15:09:32

THE PRIDDY FOUNDATION

(SB-GS)
PAGE 8

GAIN ON SALES OF ASSETS-LONG TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
HOME DEPOT INC.	12/03/2007	2/03/2012	700.00	31,538.45	20,002.50	11,535.95	.00
HOME DEPOT INC.	12/03/2007	2/06/2012	200.00	9,037.60	5,715.00	3,322.60	.00
HOME DEPOT INC.	12/03/2007	2/07/2012	200.00	9,065.82	5,715.00	3,350.82	.00
HOME DEPOT INC.	12/03/2007	4/05/2012	500.00	25,276.93	14,287.50	10,989.43	.00
HOME DEPOT INC.	12/03/2007	5/08/2012	200.00	10,125.25	5,715.00	4,410.25	.00
HOME DEPOT INC.	12/03/2007	5/09/2012	500.00	25,077.04	14,287.50	10,789.54	.00
HOME DEPOT INC.	12/27/2007	5/09/2012	200.00	10,030.81	5,366.36	4,664.45	.00
HOME DEPOT INC.	12/27/2007	5/10/2012	800.00	40,461.33	21,465.44	18,995.89	.00
HOME DEPOT INC.	12/27/2007	5/11/2012	500.00	25,284.78	13,415.90	11,868.88	.00
HOME DEPOT INC.	12/27/2007	5/14/2012	200.00	9,993.77	5,366.36	4,627.41	.00
HOME DEPOT INC.	12/27/2007	6/26/2012	100.00	5,200.90	2,683.18	2,517.72	.00
HOME DEPOT INC.	12/21/2007	6/26/2012	100.00	5,200.90	2,663.00	2,537.90	.00
HOME DEPOT INC.	12/21/2007	6/27/2012	600.00	31,006.40	15,978.00	15,028.40	.00
HOME DEPOT INC.	12/21/2007	6/28/2012	400.00	20,540.01	10,648.40	9,891.61	.00
HOME DEPOT INC.	12/21/2007	10/16/2012	300.00	18,228.82	7,986.30	10,242.52	.00
HOME DEPOT INC.	12/21/2007	10/17/2012	200.00	12,345.78	5,324.20	7,021.58	.00
HOME DEPOT INC.	12/20/2007	10/17/2012	900.00	55,556.02	23,489.91	32,066.11	.00
HOME DEPOT INC.	12/20/2007	10/18/2012	500.00	30,870.80	13,049.95	17,820.85	.00
HSBC HOLDINGS PLC	5/23/2007	4/05/2012	158.00	6,905.87	14,665.86	.00	7,759.99
HSBC HOLDINGS PLC	4/30/2007	4/05/2012	200.00	8,741.60	18,563.52	.00	9,821.92
HSBC HOLDINGS PLC	6/05/2007	4/05/2012	200.00	8,741.60	18,560.24	.00	9,818.64
HSBC HOLDINGS PLC	5/01/2007	4/05/2012	200.00	8,741.61	18,559.80	.00	9,818.19
HSBC HOLDINGS PLC	5/31/2007	4/05/2012	200.00	8,741.60	18,559.14	.00	9,817.54
HSBC HOLDINGS PLC	5/29/2007	4/05/2012	42.00	1,835.74	3,896.25	.00	2,060.51

2/14/2013
15:09:32

THE PRIDDY FOUNDATION

(SB-GS)
PAGE 9

GAIN ON SALES OF ASSETS-LONG TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
LIBERTY GLOBAL C	6/12/2007	4/05/2012	400.00	18,817.58	14,220.92	4,596.66	.00
LIBERTY GLOBAL C	6/06/2007	4/05/2012	100.00	4,704.39	3,552.62	1,151.77	.00
LIBERTY GLOBAL INC.	6/06/2007	4/05/2012	400.00	19,748.80	15,119.80	4,629.00	.00
LIBERTY GLOBAL INC.	6/12/2007	4/05/2012	400.00	19,748.79	15,041.80	4,706.99	.00
LIBERTY GLOBAL INC.	6/11/2007	4/05/2012	200.00	9,874.40	7,478.68	2,395.72	.00
LIBERTY VENTURES SER A CO	10/25/2004	9/06/2012	550.00	27,041.89	16,431.16	10,610.73	.00
LIBERTY VENTURES SER A RT	10/25/2004	9/24/2012	182.33	2,468.88	1,565.90	902.98	.00
LIBERTY VENTURES SER A RT	10/26/2012	10/26/2012	1.00	.00	4.45	.00	4.45
PANASONIC CORP. (MATSUSHI	4/07/2003	4/05/2012	100.00	864.48	858.24	6.24	.00
PANASONIC CORP. (MATSUSHI	4/08/2003	4/05/2012	2,400.00	20,747.53	20,352.00	395.53	.00
PANASONIC CORP. (MATSUSHI	4/24/2003	4/05/2012	500.00	4,322.40	3,905.55	416.85	.00
MCGRAW HILL COS INC.	2/01/2011	3/29/2012	300.00	14,194.33	11,085.63	3,108.70	.00
MCGRAW HILL COS INC.	1/05/2011	3/29/2012	200.00	9,462.89	7,371.88	2,091.01	.00
MAXIM INTEGRATED PRODS IN	2/01/2008	1/10/2012	300.00	7,879.46	5,052.24	2,827.22	.00
MAXIM INTEGRATED PRODS IN	2/01/2008	1/12/2012	500.00	13,143.19	8,420.40	4,722.79	.00
MAXIM INTEGRATED PRODS IN	2/01/2008	1/13/2012	200.00	5,185.50	3,368.16	1,817.34	.00
MAXIM INTEGRATED PRODS IN	2/01/2008	1/17/2012	200.00	5,198.90	3,368.16	1,830.74	.00
MAXIM INTEGRATED PRODS IN	2/01/2008	1/18/2012	1,100.00	30,149.87	18,524.88	11,624.99	.00
MAXIM INTEGRATED PRODS IN	2/01/2008	1/19/2012	400.00	11,070.74	6,736.32	4,334.42	.00
MAXIM INTEGRATED PRODS IN	2/01/2008	1/20/2012	200.00	5,553.89	3,368.16	2,185.73	.00
MAXIM INTEGRATED PRODS IN	2/01/2008	1/23/2012	300.00	8,347.33	5,052.24	3,295.09	.00
MAXIM INTEGRATED PRODS IN	2/01/2008	3/23/2012	1,200.00	34,277.38	20,208.96	14,068.42	.00
MAXIM INTEGRATED PRODS IN	2/01/2008	6/20/2012	400.00	10,359.08	6,736.32	3,622.76	.00
MAXIM INTEGRATED PRODS IN	2/01/2008	6/21/2012	200.00	5,124.30	3,368.16	1,756.14	.00

2/14/2013
15:09:32

THE PRIDDY FOUNDATION

(SB-GS)
PAGE 10

GAIN ON SALES OF ASSETS-LONG TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
MAXIM INTEGRATED PRODS IN	2/01/2008	6/22/2012	200.00	5,062.54	3,368.16	1,694.38	.00
MAXIM INTEGRATED PRODS IN	2/01/2008	6/29/2012	200.00	5,099.60	3,368.16	1,731.44	.00
MERCK & CO INC. NEW	4/13/2010	3/23/2012	1,000.00	37,934.32	36,675.00	1,259.32	.00
MOLEX INC.	11/13/2009	8/28/2012	1,500.00	33,612.14	25,490.40	8,121.74	.00
NEWS CORP CLASS A	5/29/1998	1/24/2012	200.00	3,805.93	2,154.00	1,651.93	.00
NEWS CORP CLASS A	9/20/2001	1/24/2012	200.00	3,805.92	2,132.56	1,673.36	.00
NEWS CORP CLASS A	9/20/2001	1/25/2012	500.00	9,426.47	5,331.40	4,095.07	.00
NEWS CORP CLASS A	9/20/2001	1/26/2012	600.00	11,272.58	6,397.68	4,874.90	.00
NEWS CORP CLASS A	9/20/2001	3/30/2012	1,900.00	37,476.65	20,259.32	17,217.33	.00
NEWS CORP CLASS A	5/27/1998	3/30/2012	1,200.00	23,669.47	12,699.00	10,970.47	.00
NEWS CORP CLASS A	5/27/1998	5/15/2012	400.00	8,004.10	4,233.00	3,771.10	.00
NEWS CORP CLASS A	5/27/1998	5/16/2012	500.00	9,995.12	5,291.25	4,703.87	.00
NEWS CORP CLASS A	5/27/1998	6/13/2012	300.00	5,921.87	3,174.75	2,747.12	.00
NEWS CORP CLASS A	9/30/1997	6/13/2012	100.00	1,973.95	901.85	1,072.10	.00
NEWS CORP CLASS A	9/30/1997	6/14/2012	900.00	17,803.04	8,116.65	9,686.39	.00
NEWS CORP CLASS A	9/30/1997	6/28/2012	1,100.00	24,166.45	9,920.35	14,246.10	.00
NEWS CORP CLASS A	9/30/1997	6/29/2012	1,900.00	42,026.67	17,135.15	24,891.52	.00
NEWS CORP CLASS A	9/30/1997	10/10/2012	800.00	19,667.79	7,214.80	12,452.99	.00
NEWS CORP CLASS A	9/30/1997	10/11/2012	200.00	4,909.47	1,803.70	3,105.77	.00
NOKIA CORP	8/06/2009	4/05/2012	7,500.00	38,511.63	99,456.00	.00	60,944.37
NOVARTIS AG	5/24/2007	3/30/2012	300.00	16,640.78	16,792.74	.00	151.96
NOVARTIS AG	6/26/2007	3/30/2012	1,700.00	94,297.73	94,436.87	.00	139.14
OCCIDENTAL PETE CORP.	11/14/2008	3/23/2012	700.00	68,339.27	33,136.95	35,202.32	.00
OCCIDENTAL PETE CORP.	11/14/2008	4/05/2012	100.00	9,375.28	4,733.85	4,641.43	.00

2/14/2013
15:09:32

THE PRIDDY FOUNDATION

(SB-GS)
PAGE 11

GAIN ON SALES OF ASSETS-LONG TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
PENTAIR LTD	10/08/2008	10/10/2012	.83	35.77	18.94	16.83	.00
PENTAIR LTD	4/12/2006	10/16/2012	41.99	1,842.48	1,334.76	507.72	.00
PENTAIR LTD	3/02/2006	10/16/2012	158.01	6,933.32	4,983.96	1,949.36	.00
PENTAIR LTD	3/02/2006	10/18/2012	171.91	7,498.61	5,422.44	2,076.17	.00
PENTAIR LTD	10/08/2008	10/18/2012	147.09	6,415.85	3,361.02	3,054.83	.00
PENTAIR LTD	10/08/2008	10/18/2012	200.00	8,696.10	4,570.07	4,126.03	.00
PFIZER INC. (PHARMACIA)	4/13/2006	3/28/2012	120.00	2,678.94	2,938.46	.00	259.52
PFIZER INC. (PHARMACIA)	4/17/2006	3/28/2012	600.00	13,394.70	14,675.16	.00	1,280.46
PFIZER INC. (PHARMACIA)	4/12/2006	3/28/2012	1,000.00	22,324.49	24,445.00	.00	2,120.51
PFIZER INC. (PHARMACIA)	1/18/2006	3/28/2012	280.00	6,250.86	6,702.70	.00	451.84
PFIZER INC. (PHARMACIA)	1/18/2006	5/22/2012	2,000.00	44,815.59	47,876.40	.00	3,060.81
PFIZER INC. (PHARMACIA)	1/18/2006	5/23/2012	2,220.00	48,949.90	53,142.80	.00	4,192.90
PFIZER INC. (PHARMACIA)	7/16/1997	5/23/2012	1,138.20	25,096.75	24,443.46	653.29	.00
PFIZER INC. (PHARMACIA)	11/21/1996	5/23/2012	333.20	7,346.89	7,143.91	202.98	.00
PFIZER INC. (PHARMACIA)	11/06/1996	5/23/2012	708.60	15,624.28	14,443.76	1,180.52	.00
PFIZER INC. (PHARMACIA)	11/06/1996	5/24/2012	900.00	19,817.55	18,345.16	1,472.39	.00
ROCHE HOLDING LTD	12/16/2010	4/05/2012	700.00	29,899.83	25,329.22	4,570.61	.00
SANOFI-AVENTIS ADR	9/02/2005	4/05/2012	1,416.00	52,326.96	60,740.80	.00	8,413.84
SCHLUMBERGER LTD	10/27/2008	3/23/2012	400.00	29,251.35	18,606.08	10,645.27	.00
SONY CORP.	4/24/2003	4/05/2012	1,300.00	25,944.43	40,039.74	.00	14,095.31
SONY CORP.	6/11/2003	4/05/2012	900.00	17,961.52	26,553.15	.00	8,591.63
SONY CORP.	6/11/2003	4/18/2012	400.00	6,862.52	11,801.40	.00	4,938.88
SONY CORP.	6/11/2003	11/08/2012	200.00	2,214.49	5,900.70	.00	3,686.21
SONY CORP.	6/13/2003	11/08/2012	200.00	2,214.49	5,838.62	.00	3,624.13

2/14/2013
15:09:32

THE PRIDDY FOUNDATION

(SB-GS)
PAGE 12

GAIN ON SALES OF ASSETS-LONG TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
SONY CORP.	6/13/2003	11/09/2012	400.00	4,396.54	11,677.24	.00	7,280.70
SONY CORP.	6/13/2003	12/17/2012	400.00	4,393.82	11,677.24	.00	7,283.42
SONY CORP.	6/13/2003	12/18/2012	400.00	4,404.22	11,677.24	.00	7,273.02
SONY CORP.	6/13/2003	12/19/2012	100.00	1,102.30	2,919.31	.00	1,817.01
SONY CORP.	6/16/2003	12/19/2012	600.00	6,613.83	17,364.42	.00	10,750.59
SONY CORP.	6/16/2003	12/20/2012	400.00	4,424.74	11,576.28	.00	7,151.54
SONY CORP.	6/16/2003	12/21/2012	400.00	4,399.44	11,576.28	.00	7,176.84
SONY CORP.	4/29/2003	12/26/2012	400.00	4,393.68	9,791.00	.00	5,397.32
SONY CORP.	4/29/2003	12/28/2012	800.00	8,867.76	19,582.00	.00	10,714.24
SONY CORP.	4/29/2003	12/31/2012	400.00	4,455.54	9,791.00	.00	5,335.46
SYMANTEC	4/13/2010	4/05/2012	100.00	1,819.95	1,680.50	139.45	.00
SYNOPSYS INC.	5/25/2010	8/28/2012	1,000.00	33,404.25	21,175.00	12,229.25	.00
TIME WARNER, INC.	3/06/2003	3/23/2012	1,300.00	48,092.76	50,776.14	.00	2,683.38
TIME WARNER, INC.	3/06/2003	10/09/2012	200.00	9,116.85	7,811.71	1,305.14	.00
TIME WARNER, INC.	3/06/2003	10/10/2012	166.00	7,557.61	6,483.72	1,073.89	.00
TIME WARNER, INC.	3/27/2003	10/10/2012	234.00	10,653.50	8,144.70	2,508.80	.00
TIME WARNER, INC.	3/27/2003	10/12/2012	400.00	18,059.51	13,922.56	4,136.95	.00
TIME WARNER, INC.	3/27/2003	10/15/2012	500.00	22,365.59	17,403.21	4,962.38	.00
TIME WARNER, INC.	3/27/2003	10/16/2012	300.00	13,610.69	10,441.92	3,168.77	.00
TIME WARNER, INC.	3/27/2003	10/17/2012	32.00	1,459.50	1,113.81	345.69	.00
TIME WARNER, INC.	3/28/2003	10/17/2012	168.00	7,662.35	5,825.19	1,837.16	.00
TIME WARNER, INC.	3/28/2003	12/18/2012	200.00	9,633.78	6,934.75	2,699.03	.00
TIME WARNER CABLE, INC.	3/24/2004	3/23/2012	86.00	6,928.46	4,205.06	2,723.40	.00
TIME WARNER CABLE, INC.	7/12/2006	3/23/2012	209.00	16,837.78	10,180.35	6,657.43	.00

2/14/2013
15:09:32

THE PRIDDY FOUNDATION

(SB-GS)
PAGE 13

GAIN ON SALES OF ASSETS-LONG TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
TIME WARNER CABLE, INC.	2/01/2008	3/23/2012	142.00	11,440.02	6,660.22	4,779.80	.00
TIME WARNER CABLE, INC.	11/21/2003	3/23/2012	184.00	14,823.70	8,457.98	6,365.72	.00
TIME WARNER CABLE, INC.	11/19/2003	3/23/2012	79.00	6,364.52	3,630.41	2,734.11	.00
TYCO INTERNATIONAL LTD NE	1/18/2006	3/28/2012	250.00	13,793.44	10,274.79	3,518.65	.00
TYCO INTERNATIONAL LTD NE	4/13/2006	3/28/2012	150.00	8,276.06	6,091.80	2,184.26	.00
TYCO INTERNATIONAL LTD NE	4/17/2006	3/28/2012	300.00	16,552.13	12,143.43	4,408.70	.00
TYCO INTERNATIONAL LTD NE	4/18/2006	3/28/2012	25.00	1,379.34	1,009.78	369.56	.00
TYCO INTERNATIONAL LTD NE	4/12/2006	3/28/2012	275.00	15,172.79	11,105.98	4,066.81	.00
VODAFONE GROUP PLC NEW	9/24/2009	3/29/2012	300.00	8,369.51	6,966.99	1,402.52	.00
VODAFONE GROUP PLC NEW	9/16/2009	3/29/2012	400.00	11,159.35	9,258.68	1,900.67	.00
VODAFONE GROUP PLC NEW	9/17/2009	3/29/2012	200.00	5,579.68	4,627.48	952.20	.00
VODAFONE GROUP PLC NEW	9/11/2009	3/29/2012	300.00	8,369.51	6,932.97	1,436.54	.00
VODAFONE GROUP PLC NEW	9/15/2009	3/29/2012	400.00	11,159.35	9,234.92	1,924.43	.00
VODAFONE GROUP PLC NEW	9/15/2009	3/29/2012	300.00	8,369.51	6,909.00	1,460.51	.00
VODAFONE GROUP PLC NEW	9/14/2009	3/29/2012	300.00	8,369.51	6,893.91	1,475.60	.00
VODAFONE GROUP PLC NEW	9/09/2009	3/29/2012	400.00	11,159.35	9,179.44	1,979.91	.00
VODAFONE GROUP PLC NEW	9/10/2009	3/29/2012	800.00	22,318.70	18,344.00	3,974.70	.00
VODAFONE GROUP PLC NEW	11/13/2009	3/29/2012	100.00	2,789.84	2,289.19	500.65	.00
VODAFONE GROUP PLC NEW	11/13/2009	6/19/2012	200.00	5,608.87	4,578.38	1,030.49	.00
VODAFONE GROUP PLC NEW	11/13/2009	6/20/2012	800.00	22,298.37	18,313.52	3,984.85	.00
VODAFONE GROUP PLC NEW	11/13/2009	6/21/2012	500.00	13,920.13	11,445.95	2,474.18	.00
VODAFONE GROUP PLC NEW	9/21/2009	6/21/2012	100.00	2,784.03	2,267.70	516.33	.00
VULCAN MATERIALS CO.	12/24/2007	4/05/2012	900.00	38,275.60	72,813.60	.00	34,538.00
WAL MART STORES INC.	3/11/2011	6/13/2012	300.00	20,200.77	15,735.57	4,465.20	.00

2/14/2013
15:09:32

THE PRIDDY FOUNDATION

(SB-GS)
PAGE 14

GAIN ON SALES OF ASSETS-LONG TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
WAL MART STORES INC.	3/11/2011	6/14/2012	600.00	40,539.05	31,471.14	9,067.91	.00
WAL MART STORES INC.	3/11/2011	6/15/2012	400.00	27,108.95	20,980.76	6,128.19	.00
WAL MART STORES INC.	3/11/2011	6/26/2012	200.00	13,740.43	10,490.38	3,250.05	.00
WAL MART STORES INC.	3/11/2011	6/27/2012	200.00	13,702.39	10,490.38	3,212.01	.00
WELLS FARGO COMPANY	6/16/2008	3/23/2012	866.00	29,084.43	81,370.03	.00	52,285.60
WELLS FARGO COMPANY	8/13/2008	3/23/2012	1,134.00	38,085.16	87,969.01	.00	49,883.85
WELLS FARGO COMPANY	8/13/2008	10/31/2012	359.00	12,103.38	27,849.10	.00	15,745.72
WELLS FARGO COMPANY	7/09/2008	10/31/2012	141.00	4,753.69	10,134.15	.00	5,380.46
WELLS FARGO COMPANY	7/09/2008	11/01/2012	500.00	16,873.97	35,936.72	.00	19,062.75
*** CORPORATE STOCK-DODGE		***	148,098.76	4,618,821.17	4,029,786.25	589,034.92	.00

CORPORATE STOCK-SAROFIM

BECTON DICKINSON & CO	3/12/2010	10/03/2012	400.00	31,460.57	31,276.00	184.57	.00
BECTON DICKINSON & CO	6/15/2009	10/03/2012	1,200.00	94,381.73	80,818.44	13,563.29	.00
BECTON DICKINSON & CO	8/18/2009	10/03/2012	400.00	31,460.57	26,832.00	4,628.57	.00
GENERAL DYNAMICS CORP.	6/10/2008	6/08/2012	2,000.00	127,417.14	171,556.00	.00	44,138.86
GENERAL DYNAMICS CORP.	9/30/2008	6/08/2012	400.00	25,483.43	29,248.00	.00	3,764.57
KRAFT FOODS GROUP INC.	10/27/2010	10/02/2012	.66	31.06	22.18	8.88	.00
MERCK & CO INC. NEW	5/20/2010	6/08/2012	2,000.00	76,718.28	64,680.40	12,037.88	.00
MERCK & CO INC. NEW	8/18/2009	6/08/2012	2,000.00	76,718.28	61,712.00	15,006.28	.00
MERCK & CO INC. NEW	6/15/2009	6/08/2012	2,000.00	76,718.27	51,364.00	25,354.27	.00
WALGREEN CO.	4/07/2003	6/08/2012	3,000.00	92,517.92	95,490.00	.00	2,972.08
WALGREEN CO.	5/14/1998	6/08/2012	1,000.00	30,839.31	18,155.00	12,684.31	.00
*** CORPORATE STOCK-SAROFIM		***	14,400.66	663,746.56	631,154.02	32,592.54	.00

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2/14/2013
15:09:32

THE PRIDDY FOUNDATION
GAIN ON SALES OF ASSETS-LONG TERM 2012

(SB-GS)
PAGE 15

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
BROCADE COMMUNICATIONS SY	9/14/2010	3/02/2012	10,000.00	57,017.97	59,218.00	.00	2,200.03
BROCADE COMMUNICATIONS SY	10/11/2010	3/02/2012	10,000.00	57,017.97	57,400.00	.00	382.03
BROCADE COMMUNICATIONS SY	10/06/2010	3/02/2012	5,000.00	28,508.98	28,650.00	.00	141.02
BROCADE COMMUNICATIONS SY	9/20/2010	3/02/2012	10,000.00	57,017.96	57,000.00	17.96	.00
BROCADE COMMUNICATIONS SY	11/24/2010	3/02/2012	5,000.00	28,508.98	25,795.00	2,713.98	.00
BROCADE COMMUNICATIONS SY	12/01/2010	3/02/2012	10,000.00	57,017.97	50,600.00	6,417.97	.00
CELGENE CORP.	7/26/2010	3/02/2012	1,000.00	73,633.67	54,355.00	19,278.67	.00
CELGENE CORP.	7/26/2010	11/26/2012	500.00	38,900.12	27,177.50	11,722.62	.00
CIRRUS LOGIC INC.	4/27/2011	8/29/2012	3,000.00	125,877.17	50,319.90	75,557.27	.00
CIRRUS LOGIC INC.	4/27/2011	9/07/2012	3,000.00	132,768.32	50,319.90	82,448.42	.00
CIRRUS LOGIC INC.	4/27/2011	10/09/2012	3,000.00	111,539.89	50,319.90	61,219.99	.00
DISNEY WALT CO.	3/15/2011	11/26/2012	500.00	24,489.45	20,615.00	3,874.45	.00
EMERSON ELEC CO.	7/23/2010	9/07/2012	500.00	24,709.44	24,440.00	269.44	.00
EMERSON ELEC CO.	7/23/2010	10/05/2012	500.00	24,730.40	24,440.00	290.40	.00
EMERSON ELEC CO.	7/13/2010	10/05/2012	2,500.00	123,651.97	117,052.00	6,599.97	.00
EMERSON ELEC CO.	7/08/2010	10/05/2012	4,000.00	197,843.16	182,980.80	14,862.36	.00
EXPRESS SCRIPTS INC.	7/13/2010	1/20/2012	1,500.00	77,401.36	72,462.75	4,938.61	.00
EXPRESS SCRIPTS INC.	7/07/2010	1/20/2012	4,000.00	206,403.63	181,694.40	24,709.23	.00
EXPRESS SCRIPTS INC.	7/29/2010	1/20/2012	1,000.00	51,600.91	44,346.00	7,254.91	.00
EXPRESS SCRIPTS INC.	7/27/2010	1/20/2012	800.00	41,280.73	34,984.00	6,296.73	.00
EXPRESS SCRIPTS INC.	7/23/2010	1/20/2012	700.00	36,120.63	29,638.00	6,482.63	.00
EXXON MOBIL CORP.	7/13/2010	10/09/2012	500.00	46,333.96	29,680.00	16,653.96	.00
GLACIER BANCORP INC.	7/13/2010	10/09/2012	5,000.00	76,151.79	77,863.00	.00	1,711.21
GLACIER BANCORP INC.	7/13/2010	11/26/2012	1,000.00	14,248.18	15,572.60	.00	1,324.42

2/14/2013
15:09:32

THE PRIDDY FOUNDATION

(SB-GS)
PAGE 16

GAIN ON SALES OF ASSETS-LONG TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
GLACIER BANCORP INC.	4/06/2011	11/26/2012	3,000.00	42,744.54	45,450.00	.00	2,705.46
GLACIER BANCORP INC.	7/22/2010	11/26/2012	4,000.00	56,992.72	59,671.20	.00	2,678.48
GLACIER BANCORP INC.	7/02/2010	11/26/2012	14,000.00	199,474.51	206,106.60	.00	6,632.09
GLACIER BANCORP INC.	9/01/2010	11/26/2012	3,000.00	42,744.54	42,360.00	384.54	.00
GOLDMAN SACHS GROUP INC.	7/16/2010	1/17/2012	300.00	29,636.43	45,270.00	.00	15,633.57
GOLDMAN SACHS GROUP INC.	7/13/2010	1/17/2012	1,100.00	108,666.91	152,674.50	.00	44,007.59
GOLDMAN SACHS GROUP INC.	7/14/2010	1/17/2012	500.00	49,394.05	69,311.50	.00	19,917.45
GOLDMAN SACHS GROUP INC.	7/07/2010	1/17/2012	1,400.00	138,303.34	186,298.56	.00	47,995.22
INTERNATIONAL BUSINESS MA	3/04/2011	11/26/2012	500.00	96,176.84	81,841.60	14,335.24	.00
MONSANTO CO. NEW	7/28/2010	1/17/2012	500.00	40,044.22	28,772.00	11,272.22	.00
ORACLE CORP.	8/06/2010	7/31/2012	1,000.00	30,394.31	24,148.30	6,246.01	.00
PRUDENTIAL FINL INC.	3/15/2001	8/29/2012	1,200.00	64,576.91	69,396.00	.00	4,819.09
PRUDENTIAL FINL INC.	9/15/2010	8/29/2012	1,000.00	53,814.09	55,597.00	.00	1,782.91
PRUDENTIAL FINL INC.	9/14/2010	8/29/2012	400.00	21,525.64	21,964.00	.00	438.36
PRUDENTIAL FINL INC.	9/09/2010	8/29/2012	6,600.00	355,173.02	362,100.42	.00	6,927.40
PRUDENTIAL FINL INC.	8/23/2011	8/29/2012	800.00	43,051.27	36,957.04	6,094.23	.00
ROPER INDUSTRIES INC.	10/25/2010	1/20/2012	500.00	46,948.10	36,015.00	10,933.10	.00
ROPER INDUSTRIES INC.	7/27/2010	1/20/2012	500.00	46,948.09	32,007.50	14,940.59	.00
TEVA PHARMACEUTICAL INDS	7/07/2010	7/31/2012	500.00	20,408.39	26,615.50	.00	6,207.11
TEVA PHARMACEUTICAL INDS	7/02/2010	7/31/2012	4,000.00	163,267.14	211,649.60	.00	48,382.46
TEVA PHARMACEUTICAL INDS	8/25/2010	7/31/2012	500.00	20,408.39	25,060.00	.00	4,651.61
TEVA PHARMACEUTICAL INDS	3/10/2011	7/31/2012	500.00	20,408.39	24,797.50	.00	4,389.11
TEVA PHARMACEUTICAL INDS	7/29/2010	7/31/2012	1,500.00	61,225.18	71,968.20	.00	10,743.02
*** CORPORATE STOCK-LUTHER KING	***		130,300.00	3,465,101.63	3,282,955.77	182,145.86	.00

U. S. GOVERNMENT SECURITY

2/14/2013
15:09:32

THE PRIDDY FOUNDATION

(SB-GS)
PAGE 17

GAIN ON SALES OF ASSETS-LONG TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	1/17/2012	.00	7,380.12	7,374.70	5.42	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	2/15/2012	.00	5,351.89	5,347.96	3.93	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	3/15/2012	.00	7,058.41	7,053.23	5.18	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	4/16/2012	.00	5,256.49	5,252.63	3.86	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	5/15/2012	.00	5,987.80	5,983.40	4.40	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	6/15/2012	.00	6,007.61	6,003.20	4.41	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	7/16/2012	.00	7,611.50	7,605.91	5.59	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	8/15/2012	.00	5,035.28	5,031.58	3.70	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	9/17/2012	.00	4,395.57	4,392.34	3.23	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	10/15/2012	.00	5,720.50	5,716.30	4.20	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	11/15/2012	.00	6,436.24	6,431.52	4.72	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	12/17/2012	.00	4,961.97	4,958.33	3.64	.00
FHLB 4.875% 6/8/2012	5/29/2007	6/08/2012	.00	1,000,000.00	986,820.00	13,180.00	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	1/17/2012	.00	5,273.33	5,171.98	101.35	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	2/15/2012	.00	5,925.55	5,811.67	113.88	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	3/15/2012	.00	4,492.18	4,405.85	86.33	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	4/16/2012	.00	6,515.30	6,390.08	125.22	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	5/15/2012	.00	7,930.90	7,778.48	152.42	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	6/15/2012	.00	10,554.76	10,351.91	202.85	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	7/16/2012	.00	6,017.06	5,901.42	115.64	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	8/15/2012	.00	5,317.94	5,215.74	102.20	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	9/17/2012	.00	7,568.93	7,423.47	145.46	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	10/15/2012	.00	4,460.17	4,374.45	85.72	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	11/15/2012	.00	4,834.15	4,741.24	92.91	.00

2/14/2013
15:09:32

THE PRIDDY FOUNDATION

(SB-GS)
PAGE 18

GAIN ON SALES OF ASSETS-LONG TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
FHLMC #G12718 5.5% 7/2/20	7/09/2007	12/17/2012	.00	6,627.26	6,499.89	127.37	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	1/17/2012	.00	12,448.19	12,417.07	31.12	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	2/15/2012	.00	16,778.69	16,736.74	41.95	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	3/15/2012	.00	15,772.47	15,733.04	39.43	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	4/16/2012	.00	19,810.13	19,760.60	49.53	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	5/15/2012	.00	13,942.88	13,908.02	34.86	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	6/15/2012	.00	13,117.17	13,084.37	32.80	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	7/16/2012	.00	17,988.71	17,943.73	44.98	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	8/15/2012	.00	11,921.63	11,891.82	29.81	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	9/17/2012	.00	16,615.55	16,574.01	41.54	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	10/15/2012	.00	13,541.97	13,508.11	33.86	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	11/15/2012	.00	13,229.22	13,196.14	33.08	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	12/17/2012	.00	13,827.41	13,792.84	34.57	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	1/17/2012	.00	8,720.47	8,705.48	14.99	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	2/15/2012	.00	8,605.76	8,590.97	14.79	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	3/15/2012	.00	9,744.92	9,728.17	16.75	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	4/16/2012	.00	10,901.86	10,883.12	18.74	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	5/15/2012	.00	7,896.29	7,882.72	13.57	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	6/15/2012	.00	11,294.64	11,275.23	19.41	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	7/16/2012	.00	9,419.73	9,403.54	16.19	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	8/15/2012	.00	8,228.95	8,214.81	14.14	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	9/17/2012	.00	9,711.71	9,695.02	16.69	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	10/15/2012	.00	8,339.69	8,325.36	14.33	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	11/15/2012	.00	10,596.06	10,577.85	18.21	.00

2/14/2013
15:09:32

THE PRIDDY FOUNDATION

(SB-GS)
PAGE 19

GAIN ON SALES OF ASSETS-LONG TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
F MAC #G12806 5.5% 9/1/20	7/18/2008	12/17/2012	.00	6,745.87	6,734.28	11.59	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	1/17/2012	.00	10,872.15	10,809.29	62.86	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	2/15/2012	.00	18,641.99	18,534.21	107.78	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	3/15/2012	.00	12,931.05	12,856.29	74.76	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	4/16/2012	.00	14,109.53	14,027.96	81.57	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	5/15/2012	.00	16,304.42	16,210.16	94.26	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	6/15/2012	.00	13,773.47	13,693.84	79.63	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	7/16/2012	.00	5,686.64	5,653.76	32.88	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	8/15/2012	.00	7,542.75	7,499.14	43.61	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	9/17/2012	.00	8,284.79	8,236.89	47.90	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	10/15/2012	.00	6,988.32	6,947.92	40.40	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	11/15/2012	.00	16,653.92	16,557.64	96.28	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	12/17/2012	.00	10,091.34	10,033.00	58.34	.00
FANNIE MAE 1.45% 1/24/201	1/04/2011	1/24/2012	.00	1,000,000.00	1,000,000.00	.00	.00
FHLB 4.625% 8/15/2012	7/10/2007	8/15/2012	.00	1,000,000.00	965,830.00	34,170.00	.00
FHLB 4.875% 6/8/2012	5/29/2007	6/08/2012	.00	500,000.00	493,410.00	6,590.00	.00
FANNIE MAE 1.125% 7/11/20	6/17/2011	7/11/2012	.00	1,000,000.00	1,000,000.00	.00	.00
GARLAND TEX 2.0% 2/15/201	1/19/2011	2/15/2012	.00	1,000,000.00	1,000,000.00	.00	.00
*** U. S. GOVERNMENT SECURITY	***		.00	6,077,801.25	6,020,900.42	56,900.83	.00
GRAND TOTALS			292,799.42	14,825,470.61	13,964,796.46	860,674.15	.00

Schedule 4

Contributions Paid The Priddy Foundation TIN 75-6029882 Year Ending December 31, 2012

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
Foundation Funds				
4 Kidz Sake of Wichita Falls Wichita Theatre Performing Arts Academy 2012-2013 \$20,000.00	1872 031642	8/31/2012	\$10,000.00	16680
Altus Christian Academy Inc. Building Renovation Phase II 2012 \$150,000.00	1873 031643	7/13/2012	\$150,000.00	16594
American National Red Cross/American Red Cross of North Central Texas National Disaster Relief Hurricane Sandy 2012	1956 031726	12/18/2012	\$50,000.00	16804
\$50,000.00				
Armed Services YMCA of the USA, Lawton Chapter Childcare Assistance 2012 \$60,000.00	1874 031644	7/13/2012	\$60,000.00	16596
Association of Small Foundations Grant Support 2012 (President's Grant) \$1,500.00	1955 031725	5/15/2012	\$1,500.00	16522
Big Brothers Big Sisters Lone Star Wichita County Program Services Support 2012 \$30,000.00	1884 031654	7/13/2012	\$30,000.00	16599

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
Boy Scouts of America Council Camp Support and Operations 2012 \$25,000.00	1806 031576	1/31/2012	\$25,000.00	16398
Boy Scouts of America Council Technology Upgrade 2012 \$16,873.00	1805 031575	1/31/2012	\$16,873.00	16399
Boys and Girls Club of Vernon, Inc. Teen Outreach 2012 \$45,000.00	1885 031655	7/13/2012	\$45,000.00	16601
Boys Club of Wichita Falls Hirschi Peer Teen Court 2012 \$29,179.00	1865 031635	7/13/2012	\$29,179.00	16600
Boys Club of Burkburnett After School Program 2011-12 \$26,000.00	1807 031577	1/13/2012	\$26,000.00	16350
Camp Fire USA North Texas Council Special Services After School Program 2012-2013 \$60,000.00	1866 031636	11/30/2012	\$60,000.00	16798
Center for Nonprofit Management Certificate in Nonprofit Management Program in Wichita Falls 2012-2013 \$46,300.00	1905 031675	9/14/2012	\$46,300.00	16696
Center for Reform of School Systems, Inc. Reform Governance in Action 2012-2013 \$1,271,522.00	1853 031623	1/13/2012	\$352,925.00	16352
Center for Reform of School Systems, Inc. Reform Governance in Action 2012-2013 \$1,271,522.00	1853 031623	5/15/2012	\$352,926.00	16525

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
Child Advocates CASA of Archer, Clay, Montague & Wichita Counties Program Operational Support 2012-2013 \$50,000.00	1887 031657	8/31/2012	\$50,000.00	16678
Child Care, Inc. Flexible Funds for Child Care Gaps 2012 \$125,000.00	1829 031599	3/15/2012	\$125,000.00	16452
Child Evangelism Fellowship, Inc. Volunteer Training 2012 \$15,000.00	1827 031597	1/13/2012	\$15,000.00	16351
Child Welfare Board of Wichita County Inc./Community Partners of North Texas Operations and Salary Assistance 2012 \$30,000.00	1765 031535	1/13/2012	\$20,000.00	16353
Child Welfare Board of Wichita County Inc./Community Partners of North Texas Operations and Salary Assistance 2012 \$30,000.00	1765 031535	1/13/2012	\$10,000.00	16353
Christmas in Action Wichita TX Inc. Building Materials/Executive Director 2012 \$30,000.00	1839 031609	1/13/2012	\$30,000.00	16355
Christmas in Action Wichita TX Inc. Building Materials/Executive Director 2011 \$30,600.00	1730 031500	4/13/2012	\$600.00	16486

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
Christ's Home Place Ministries, Inc. <i>Benevolent Subsidy (Fee Assistance) 2012</i> \$55,000.00	1830 031600	1/13/2012	\$55,000.00	16354
Clay County Memorial Hospital <i>EMS Stretcher Replacement 2012</i> \$23,578.00	1847 031617	1/13/2012	\$23,578.00	16356
Clay County Senior Citizens, Inc. <i>Mission Programming 2012</i> \$20,000.00	1876 031646	7/13/2012	\$20,000.00	16602
Colorado College <i>Interdisciplinary Arts Endowment</i> \$1,000,000.00	1855 031625	3/30/2012	\$1,000,000.00	16470
Conference of Southwest Foundations <i>Support Membership Fee for 2012</i> <i>(President's Grant)</i> \$3,000.00	1907 031677	1/31/2012	\$3,000.00	16400
Conference of Southwest Foundations <i>Underwriting Support for Annual Conference Expenses 2012</i> <i>(President's Grant)</i> \$1,000.00	1954 031724	7/27/2012	\$1,000.00	16627
Dallas Opera <i>Wichita Falls Touring Opera Theater 2011-2012</i> \$15,000.00	1779 031549	6/15/2012	\$15,000.00	16561
Dallas Opera <i>Wichita Falls Touring Opera 2012-2013</i> \$15,000.00	1868 031638	10/30/2012	\$15,000.00	16743

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
Duncan Regional Hospital, Inc. <i>Chisholm Trail Hospice - Indigent Care Fund 2011-12</i> \$20,000.00	1844 031614	1/13/2012	\$20,000.00	16357
Christ Academy (fka The Episcopal School of Wichita Falls, Inc.) <i>High School Scholarship Fund 2012-13</i> \$28,864.00	1808 031578	7/27/2012	\$28,864.00	16626
Family Promise Of Lawton Incorporated <i>Transportation Program Vehicle 2012</i> \$7,000.00	1831 031601	6/21/2012	\$7,000.00	16576
First Step of Wichita Falls, Inc. <i>Two New Vans 2012</i> \$38,450.00	1804 031574	1/13/2012	\$38,450.00	16358
Girl Scouts of Texas Oklahoma Plains, Inc. <i>GS Leadership Experience 2011-12</i> \$33,500.00	1811 031581	1/13/2012	\$33,500.00	16360
Girl Scouts Western Oklahoma Inc <i>Lawton Self-Esteem Program</i> \$5,000.00	1893 031663	8/31/2012	\$5,000.00	16681
Graham Concert Association, Inc. <i>Concert Series 2011-13</i> \$12,000.00	1812 031582	1/13/2012	\$12,000.00	16361
Great Plains Literacy Council, Inc. <i>Literacy Directions 2011-2012</i> \$10,000.00	1769 031539	4/13/2012	\$5,000.00	16488
Habitat for Humanity of Wichita Falls, Inc. <i>Freedom Build 2011</i> \$42,714.00	1832 031602	8/17/2012	(\$7,286.00)	5443

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
Helen Farabee Centers <i>Peer Provider Project 2012-2013</i> \$21,575.00	1877 031647	8/31/2012	\$21,575 00	16682
Horizon Communities Corp <i>Horizon Faith-Based Community at Allred Prison 2012</i> <i>(Local Volunteer Project)</i> \$8,000.00	1813 031583	1/13/2012	\$8,000 00	16362
Humane Society of Wichita County Texas <i>Organizational Development/Technology Enhancement 2012</i> <i>(Staff/Board Training)</i> \$3,050.00	1814 031584	1/13/2012	\$3,050 00	16363
Inheritance Adoptions <i>Birth Parent Program 2012</i> \$20,000 00	1888 031658	7/13/2012	\$20,000 00	16605
Interfaith Ministries of Wichita Falls, Inc. <i>Rent Assistance 2012</i> \$15,000.00	1822 031592	1/13/2012	\$15,000.00	16364
Kairos Prison Ministry International, Inc. <i>Kairos Outside of Wichita Falls 2012</i> \$10,000.00	1815 031585	2/29/2012	\$10,000.00	16439
Kairos Prison Ministry International, Inc. <i>Kairos Allred Fall Weekend Retreat 2012</i> <i>(President's Grant)</i> \$2,000.00	1908 031678	8/31/2012	\$2,000 00	16683
Knox County Hospital District <i>Knox City Clinic Construction 2012</i> \$125,000.00	1823 031593	7/13/2012	\$125,000.00	16607

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
Marie Detty Youth & Family Service Center, Inc. New Directions Domestic Violence Womens Shelter 2011 \$25,000.00	1738 031508	1/31/2012	\$25,000.00	16406
Miscellaneous Contributions Miscellaneous Contributions 2010 - 2012 (President's Grant) \$2,000.00	1674 031444	1/31/2012	\$100.00	16405
Miscellaneous Contributions Miscellaneous Contributions 2010 - 2012 (President's Grant) \$2,000.00	1674 031444	9/28/2012	\$100.00	16714
Nocona Grace Place Food Distribution and Operating 2012 \$15,000.00	1889 031659	7/13/2012	\$15,000.00	16609
Nonprofit Management Center of Wichita Falls OnBoard Wichita Falls 2012 - 2013 \$22,470.00	1816 031586	1/13/2012	\$22,470.00	16367
Nonprofit Management Center of Wichita Falls Nonprofit Management Institute 2012 (President's Grant-Board Authority Given 7/25/2011) \$38,000.00	1860 031630	1/13/2012	\$38,000.00	16366
Nonprofit Management Center of Wichita Falls Executive Director Transition 2011 - 2013 \$124,500.00	1712 031482	3/15/2012	\$55,500.00	16456

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
North Central Texas Community Health Care Center, Inc. <i>Urgent Care Clinic Research (President's Grant)</i> \$27,000.00	1958 031728	8/15/2012	\$27,000.00	016672
North Texas Area United Way, Inc. <i>Wichita County Imagination Library 2012-13</i> \$50,000.00	1824 031594	3/30/2012	\$50,000.00	16473
North Texas Area United Way, Inc. <i>Early Childhood Development Initiative</i> \$1,346,778.00	1857 031627	6/15/2012	\$336,694.00	16565
North Texas Regional Library System Inc. <i>Texas Library Association Annual Conference Suspend Program</i> \$45,000.00	1856 031626	1/13/2012	\$15,000.00	16368
Notre Dame Catholic School <i>Technology Improvement 2011-2012</i> \$100,000.00	1772 031542	2/15/2012	\$100,000.00	16426
Oklahoma Blood Institute <i>Texas Blood Institute Bloodmobile 2011</i> \$115,000.00	1781 031551	4/13/2012	\$115,000.00	16491
Patsy House Childrens Advocacy Center, Inc. <i>Forensic Interviewer 2011-12</i> \$21,441.00	1825 031595	1/13/2012	\$21,441.00	16371
Pets Low Cost Spay and Neuter Clinic <i>Life Savers Program 2012-2013</i> \$30,000.00	1894 031664	7/27/2012	\$30,000.00	16632

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
Philanthropy Roundtable <i>Leadership Level Support 2011-2012</i> <i>(President's Grant)</i> \$1,000 00	1862 031632	1/12/2012	\$1,000.00	16372
Presbyterian Children's Homes and Services <i>Wichita Falls Child & Family and Foster Care Programs</i> <i>2012</i> \$90,000.00	1826 031596	1/13/2012	\$90,000.00	16374
Reading & Radio Resource, Inc. <i>18-County Audio Book Libraries 2012</i> \$30,800.00	1841 031611	2/29/2012	\$30,800.00	16442
Regional Food Bank Of Oklahoma <i>School Pantry Program Expansion - SW Oklahoma</i> <i>2012-2013</i> \$40,000.00	1886 031656	7/13/2012	\$40,000.00	16611
Senior Citizens Services of North Texas, Inc. <i>Meals On Wheels 2011-2012</i> \$50,000 00	1837 031607	1/13/2012	\$50,000.00	16375
Senior Citizens Services of North Texas, Inc. <i>Staff Technology Training 2012</i> \$805 00	1867 031637	7/13/2012	\$2,500.00	16612
Southside Girls Club, Inc. <i>Additional Transportation 2012</i> <i>(& Operational Support)</i> \$38,961.00	1904 031674	7/13/2012	\$10,000.00	16613
Southside Girls Club, Inc. <i>Additional Transportation 2012</i> <i>(& Operational Support)</i> \$38,961.00	1904 031674	8/15/2012	\$23,961.00	16660

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
Stop Child Abuse Today Group of Montague County <i>Child Advocacy Center Acquisition</i> \$33,000.00	1842 031612	1/13/2012	\$33,000 00	16377
Turning Point North Texas Council on Substance Abuse <i>New Horizons 2012</i> \$20,000 00	1834 031604	1/13/2012	\$10,000.00	16378
Turning Point North Texas Council on Substance Abuse <i>New Horizons 2012</i> \$20,000.00	1834 031604	12/17/2012	\$10,000 00	16816
United Regional Health Care Foundation <i>Activity Packs for Kids 2012</i> \$30,611.00	1817 031587	1/13/2012	\$30,611.00	16379
University of North Texas Foundation <i>Rural Library Initiative 2010-2013</i> \$1,599,222.00	1854 031624	8/15/2012	\$563,746.00	16662
Vernon Regional Junior College <i>New Beginnings 2012-2013</i> \$90,000.00	1897 031667	8/15/2012	\$90,000.00	16663
Whispers of Hope Horse Farm <i>Bunk House Construction / Summer Camp 2012</i> <i>(Strategic Planning Consultant)</i> \$11,322.00	1869 031639	7/13/2012	\$6,322 00	16614
Wichita Adult Literacy Council <i>Program Support 2012-2013</i> \$25,000 00	1892 031662	7/13/2012	\$25,000.00	16617
Wichita County Heritage Society, Inc. <i>Kell House Stabilization Capital Project</i> \$100,000 00	1762 031532	1/31/2012	\$100,000.00	16413

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
Wichita Falls Alliance for the Mentally Ill Operating Support 2012 & 2013 (Board/Staff Development) \$20,000.00	1846 031616	1/13/2012	\$20,000.00	16388
Wichita Falls Area Community Foundation Rural Fire Department Fund V \$200,000.00	1740 031510	3/30/2012	\$100,000.00	16476
Wichita Falls Area Food Bank PowerPak 4 Kids 2011-12 \$75,000.00	1835 031605	1/13/2012	\$75,000.00	16387
Wichita Falls Area Food Bank Kids Cafe 2012 \$65,000.00	1895 031665	7/13/2012	\$65,000.00	16619
Wichita Falls Backdoor Players Renovation Phase II \$50,000.00	1721 031491	8/15/2012	\$50,000.00	16668
Wichita Falls Ballet Theater, Inc. Technical/Rental Support/Guest Artists 2012 \$20,000.00	1828 031598	3/15/2012	\$20,000.00	16463
Wichita Falls Faith Mission, Inc. Kitchen Equipment Replacement 2012 \$7,911.00	1840 031610	1/13/2012	\$7,911.00	16384
Wichita Falls Faith Mission, Inc. Faith Refugee Capital Campaign 2011 - 2014 \$1,200,000.00	1742 031512	6/1/2012	\$150,000.00	16557
Wichita Falls Independent School District Touring Opera Transportation 2011-2012 \$1,579.00	1803 031573	1/13/2012	\$1,579.00	16386

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
Wichita Falls Independent School District WFISD Music Instrument/Equipment Purchase 2012 \$200,000.00	1850 031620	1/13/2012	\$200,000.00	16385
Wichita Falls Symphony Orchestra, Inc. In-School Concert Series 2011-12 \$10,000.00	1845 031615	1/13/2012	\$10,000.00	16389
Wichita Falls Youth Symphony Orchestra Technology Upgrade 2012 \$9,000.00	1870 031640	7/13/2012	\$9,000.00	16621
Wichita-Archer-Clay Christian Womens Job Corps Operational Support 2012 \$35,000.00	1899 031669	7/13/2012	\$25,000.00	16620
Wichita-Archer-Clay Christian Womens Job Corps Operational Support 2012 \$35,000.00	1899 031669	9/28/2012	\$10,000.00	16717
Young County Olney Senior Cub Center Incorporated Kitchen Renovation 2012 \$23,164.00	1864 031634	8/15/2012	\$18,164.00	16671
Young Mens Christian Association of Wichita Falls Bridge-U-Cation Camp 2012-13 \$75,000.00	1818 031588	3/30/2012	\$75,000.00	16477
Young Mens Christian Association of Wichita Falls East Branch Early Childhood Education Center Start Up 2012 \$125,000.00	1871 031641	7/13/2012	\$125,000.00	16622
Young Mens Christian Association of Wichita Falls Camp Grady Spruce Scholarships 2012 \$25,945.00	1851 031621	9/14/2012	\$25,945.00	16706

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
Zavala Hispanic Cultural Initiative Amo Leer Family Literacy Project 2012-2013 \$6,325.00	1891 031661	7/13/2012	\$6,325.00	16623
		Total Foundation Funds (98 items)	\$5,948,203.00	
		Grand Total (98 items)	\$5,948,203.00	

Schedule 5

BALANCE SHEETS

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2012

	Units/ Shares	Beginning of Year Book Value	End of Year Book Value	Fair Market Value
ASSETS				
Cash				
American National Bank		\$ 10,850 90	\$ 8,579 04	\$ 8,579 04
Petty Cash		200 00	200 00	200 00
Money Funds		9,173,913 64	12,979,237 11	12,979,237 11
Deposits & checks in transit		50 58	28,807 21	28,807 21
Totals		\$ 9,185,015 12	\$ 13,016,823 36	\$ 13,016,823 36
Accounts receivable				
Purchased interest		\$ 1,655 55	\$	\$
Excise tax (Priddy Charitable Trust)		3,394 52		
Accrued interest				104,440 02
Totals		\$ 5,050 07	\$	\$ 104,440 02
Prepaid expenses				
Excise tax		\$	\$ 21,943 00	\$ 21,943 00
Fixed income securities				
U S Govt Agency and Mortgage Backed Securities				
FHLMC #G12718 5 5% 7/2/2022	240,808/165,290	\$ 236,179 85	\$ 162,113 67	\$ 178,387 95
FHLB 4 875% 6/8/2012	1,000,000	986,820 00		
FHLB 4 875% 6/8/2012	500,000	493,410 00		
FHLB 4 625% 8/15/2012	1,000,000	965,830 00		
FHLB 4 875% 11/27/2013	1,000,000/1,000,000	981,160 00	981,160 00	1,042,420 00
FNMA 5 38% 10/2/2013	1,000,000/1,000,000	1,010,075 34	1,005,025 05	1,038,020 00
Fannie Mae 1 125% 9/17/2013-11	1,000,000/1,000,000	997,790 00	997,790 00	1,006,690 00
Fannie Mae 1 45% 1/24/2014	1,000,000	1,000,000 00		
Fannie Mae 1 125% 7/11/2014-12	1,000,000	1,000,000 00		
Fannie Mae 1 75% 7/18/2014-12	2,000,000	2,012,560 00		
Fannie Mae 1 35% 2/9/2015-12	2,000,000	2,000,000 00		
Fannie Mae 1 0% 9/2/2014-12	2,000,000	2,000,000 00		
Fannie Mae 2 0% 9/15/2016-12	2,500,000	2,517,975 00		
Fannie Mae 2 0% 10/3/2016-12	1,500,000	1,510,410 00		
Fannie Mae 2 0% 10/3/2016-12	2,000,000	2,000,000 00		
Freddie Mac 5 5% 5/1/2022	211,444/140,240	211,288 37	140,137 27	151,352 82
Freddie Mac 1 35% 1/2/2015/12	2,000,000	1,998,720 00		
FGPC230401BE Gold Program	459,177/280,183	458,029 16	279,482 67	300,479 66
Freddie Mac #G12806 5 5% 9/1/2022	340,402/230,196	339,816 69	229,800 14	246,528 19
Federal Govt G18265 5 5% 7/1/2023	441,160/299,279	438,609 13	297,549 03	323,835 18
FHLMC 2 25% 1/23/2017-14	2,000,000		2,044,088 80	2,045,400 00

	Units/ Shares	Beginning of Year Book Value	End of Year	
			Book Value	Fair Market Value
Fannie Mae 55% 2/27/2015-14	2,000,000		1,997,300 00	2,007,480 00
Fannie Mae 1 25% 4/23/2015-13	3,000,000		3,012,781 74	3,007,800 00
Fannie Mae 65% 5/29/2015-13	1,000,000		1,000,000 00	1,001,350 00
Fannie Mae 65% 7/16/2015-13	3,000,000		3,000,000 00	3,000,450 00
Fannie Mae 5% 11/27/2015-13	3,000,000		2,999,850 00	3,002,970 00
Totals		\$ 23,158,673 54	\$ 18,147,078 37	\$ 18,353,163 80
Corporate Bonds & Notes				
Berkshire Hathaway 3 2% 2/11/15	2,000,000	\$	\$ 2,118,523 88	\$ 2,105,560 00
Caterpillar Financial 2 65% 4/1/16	2,000,000		2,098,072 29	2,100,100 00
GE Electric Cap Qtrly 806% 9/15/14	2,000,000		1,943,756 00	1,997,600 00
Totals		\$	\$ 6,160,352 17	\$ 6,203,260 00
Municipal Bonds				
Garland Tex Gen Oblig 2 0% 2/15/12	1,000,000	\$ 1,010,190 00	\$	\$
Totals - Fixed income securities		\$ 24,168,863 54	\$ 24,307,430 54	\$ 24,556,423 80
Corporate Stocks				
Dodge				
Adobe Sys Inc	3400/7300	\$ 86,255 95	\$ 217,235 63	\$ 275,064 00
ADT Corp	1500		33,610 45	69,735 00
Aegon NV	39000/34000	315,713 48	244,529 42	218,960 00
Amdocs Limited	3100		91,313 52	105,369 00
Amgen Inc	10000/0	481,505 35		
AOL Inc	3200/3100	72,924 66	53,942 98	91,791 00
BB&T Corporation	9000/6500	199,031 09	138,198 65	189,215 00
BMC Software	5000/4500	116,020 08	96,079 08	178,290 00
Baker Hughes, Inc	5800/7400	123,558 35	191,924 65	302,272 98
Bank of America Corp	47000/47000	447,374 26	447,374 26	545,670 00
Bank of New York Mellon Corp	19000/18000	509,005 74	477,160 74	462,600 00
Boston Scientific Corp	35500/34000	408,859 27	385,052 86	194,820 00
Cadence Design Systems Inc	12000/6200	46,456 80	24,002 68	83,762 00
Capital One Financial Corp	15500/15000	608,800 59	573,608 09	868,950 00
Carmax Inc	3100/3300	41,785 70	49,929 00	123,882 00
Celanese Corp	3000/5000	117,979 25	194,685 25	222,650 00
Cemex Sab De CV Spon Adr 5 Ord	10990/0	183,097 30		
Chevron Corp New	3200/1900	99,367 89	56,969 25	205,466 00
Comcast Corp	33000/23200	556,603 14	379,374 67	866,752 00
Computer Sciences Corp	4600/5500	154,703 10	155,841 13	220,275 00
Compuware Corp	8200/8200	29,762 72	29,762 72	89,134 00
Corning Inc	10200		127,457 77	128,724 00
Credit Suisse Group Adr	1700/0	78,635 52		
Dell Inc	7600		92,505 68	77,064 00
Dish Network Corp	3500/3500	87,286 47	87,286 47	127,400 00
Domtar Corp	366/266	33,848 55	24,411 49	22,216 32
Dow Chemical Co	10000/9600	275,216 46	263,708 74	310,362 24
EBay Inc	13000/6000	366,861 63	152,136 60	305,986 20
Equinix Inc	700/0	59,064 52		

	Units/ Shares	Beginning of Year	End of Year	
		Book Value	Book Value	Fair Market Value
Fedex Corp	6000/5600	224,195 76	189,225 76	513,632 00
General Elec Co	38700/32000	864,671 82	642,630 58	671,680 00
Genworth Financial Inc	11700/11700	77,379 12	77,379 12	87,867 00
Glaxo Wellcome	13000/13200	609,017 68	609,620 22	573,804 00
Goldman Sachs Group Inc	3700/3700	457,152 21	457,152 21	471,972 00
Google Inc	300		204,768 34	212,214 00
Hewlett Packard	30000/35800	668,901 24	750,793 18	510,150 00
Home Depot Inc	8000/0	218,877 00		
HSBC Holdings PLC	4000/3000	246,197 33	153,392 52	159,210 00
JPMorgan Chase & Co	2600		96,785 00	114,319 66
Koninklijke Phillips	5000/5000	103,297 90	103,297 90	132,700 00
Liberty Global C	1000/500	35,366 04	17,592 50	29,375 00
Liberty Global Inc Class A	1200/200	45,065 40	7,425 12	12,592 00
Liberty Media Holding Corp Interactive	11000/11000	142,422 72	124,421 21	216,480 00
Lowes Cos Inc	3000/0	57,966 19		
Maxim Integrated Prods Inc	11500/6100	172,270 16	81,329 84	179,340 00
McGraw Hill Cos Inc	3300/2500	122,309 13	90,660 71	136,675 00
Medtronic Inc	2700/2700	100,449 55	100,449 55	110,754 00
Merck & Co Inc	20000/17000	547,510 45	444,485 45	695,980 00
MetLife Inc	2800		97,843 30	92,232 00
Microsoft Corp	17700/21000	466,074 80	556,805 30	560,903 70
Molex Inc Class A	6000/4500	92,215 05	66,724 65	100,440 00
Netapp Inc	2600/7800	97,511 18	255,979 96	261,690 00
News Corp Class A	30600/19800	250,895 45	144,129 99	505,098 00
Nokia Corp	29500/37000	271,497 31	231,366 31	146,150 00
Novartis Ag Spnsd Adr	10500/10100	576,027 76	560,617 85	639,330 00
Occidental Petroleum Corp	5700/4900	105,010 20	67,139 40	375,389 00
Panasonic Corp	9500/6500	75,887 94	50,772 15	39,455 00
Penney J C Inc	5500		138,627 50	108,405 00
Pfizer, Inc	28400/22100	521,238 70	379,515 39	554,252 53
Roche Holding Ltd	9500/10000	342,340 14	374,639 96	505,000 00
Sanofi-Aventis ADR	16916/15500	670,458 82	609,718 02	734,390 00
Schlumberger	7100/6700	259,217 30	240,611 22	464,300 62
Schwab Charles Corp	26000/30100	422,296 45	478,021 42	432,236 00
Sony Corp	8200/900	229,734 32	21,968 70	10,080 00
Sprint Corp Com Fon Group	50100/89500	692,619 41	793,672 53	507,465 00
Suntrust Bks Inc	6100/6100	125,447 31	125,447 31	172,935 00
Symantec Com	17700/17600	268,510 60	266,830 10	331,232 00
Synopsys Inc	7000/6000	128,493 38	107,318 38	191,012 40
Time Warner Inc	17300/13800	495,095 69	366,237 98	660,054 00
Time Warner Cable Inc	5200/4500	172,735 71	139,601 69	437,355 00
Tyco Connectivity Ltd	7000/7000	145,261 33	145,261 33	259,840 00
Tyco Intl LTD New	4000/3000	144,889 15	50,961 73	87,750 00
Unilever PLC	5300/4000	168,951 92	126,984 15	154,880 00
Vodafone Group PLC New	13500/8400	295,965 35	178,723 22	211,596 00
Vulcan Materials Co	4500/3600	207,583 59	134,769 99	187,380 00
Wal Mart Stores Inc	8000/4700	388,888 66	215,033 23	320,681 00
Wells Fargo & Co New	27000/24000	849,359 45	606,100 44	820,320 00

	Units/ Shares	Beginning of Year	End of Year	
		Book Value	Book Value	Fair Market Value
Xerox Corp	30000/35000	174,637 59	206,562 59	238,700 00
Totals - Dodge		\$ 18,831,612 13	\$ 16,477,496 78	\$ 21,225,707 65
Sarofim				
Abbott Labs	8800/8800	\$ 320,020 78	\$ 320,020 78	\$ 576,400 00
Air Products & Chemicals Inc	1800/1800	154,148 92	154,148 92	151,236 00
Altria Group, Inc	18000/18000	189,102 76	189,102 76	565,920 00
American Express Co	5000/5000	162,086 30	162,086 30	287,400 00
Apple Computer Inc	2400/2400	323,156 00	323,156 00	1,277,214 96
Arcos Dorados Holdings	4000/4000	101,320 00	101,320 00	47,840 00
Automatic Data Processing	8000/8000	328,137 28	328,137 28	455,440 00
Becton Dickinson & Co	2000/0	138,926 44		
Blackrock Inc	750/1250	114,847 50	208,848 61	258,387 50
Caterpillar Inc	4000/4000	282,916 00	282,916 00	358,434 00
Chevron Corp New	7600/8500	291,054 50	381,090 50	919,190 00
Coca Cola Co	15000/30000	822,380 80	822,380 80	1,087,500 00
ConocoPhillips	9500/9500	465,199 50	353,678 62	550,905 00
Disney Walt Co	5000/5000	176,050 80	176,050 80	248,950 00
Exxon Mobil Corp	27000/27000	907,497 39	907,497 39	2,336,850 00
Franklin Resources Inc	2000/2000	190,706 50	190,706 50	251,400 00
Freeport Copper & Gold	7000/7000	352,373 10	352,373 10	239,400 00
General Dynamics Corp	2400/0	200,804 00		
General Electric Co	27000/27000	743,281 00	743,281 00	566,730 00
Green Mountain Coffee Roasters	1000/0	69,542 66		
Home Depot Inc	7000/7000	263,079 20	263,079 20	432,950 00
Intel Corp	20000/20000	428,926 25	428,926 25	412,400 00
International Business Mach	3000/3500	383,648 10	481,330 56	670,425 00
J P Morgan Chase & Co	11000/11000	418,534 00	418,534 00	483,660 10
Johnson & Johnson	11000/11000	392,922 00	392,922 00	771,100 00
Kinder Morgan Inc	8000/8000	228,560 00	228,560 00	282,640 00
Kraft Foods Inc Cl A	8000/2666	255,064 00	89,066 06	121,223 02
McDonalds Corp	6500/7453	368,252 00	454,865 41	657,429 13
McGraw Hill Companies, Inc	4000/4000	104,145 00	104,145 00	218,680 00
Medtronic Inc	5000/5000	232,968 60	232,968 60	205,100 00
Merck & Co Inc New	6000/0	177,756 40		
Mondelez International	8000		165,975 76	203,625 60
Nestle S A Sponsored Adr	17500/17500	348,600 00	348,600 00	1,140,475 00
News Corp Class A	17000/17000	249,832 80	249,832 80	433,670 00
Novo Nordisk A/S	3000/3000	195,306 90	195,306 90	489,630 00
Occidental Pete Corp	6500/6500	332,994 00	332,994 00	497,965 00
PepsiCo, Inc	7500/7500	287,764 22	287,764 22	513,225 00
Philip Morris International Inc	20000/20000	496,606 29	496,606 29	1,672,800 00
Phillips 66	4750		111,520 88	252,225 00
Praxair Inc	4000/4000	191,612 00	191,612 00	437,800 00
Procter & Gamble Co	13000/13000	519,248 53	519,248 53	882,570 00
Qualcomm Inc	5000/5000	199,947 00	199,947 00	309,298 00
Rio Tinto PLC	5000/5000	369,883 92	369,883 92	290,450 00
Roche Holding Ltd Sponsored Adr	9000/9000	347,093 60	347,093 60	454,500 00
Royal Dutch Shell	6000/7000	416,082 20	478,422 20	482,650 00

		Beginning	End of Year	
	Units/ Shares	of Year Book Value	Book Value	Fair Market Value
Sab Miller PLC	6000		225,916 20	280,740 00
Target Corp	10000/10000	384,751 30	384,751 30	591,700 00
Texas Instruments	7000/7000	210,280 00	210,280 00	216,230 00
Time Warner Cable Inc	1500/2000	103,541 55	152,534 05	194,380 00
Total S A	8000/8000	448,001 18	448,001 18	416,080 00
United Technologies Corp	5800/5800	426,051 25	426,051 25	475,658 00
Wal Mart Stores, Inc	5000/5000	241,129 50	241,129 50	341,150 00
Walgreen Co	12000/8000	221,388 00	107,743 00	296,080 00
Totals - Sarofim		\$ 15,577,522 02	\$ 15,582,407 02	\$ 25,307,706 31
Luther King				
Abbott Labs	9000	\$	\$ 605,497 68	\$ 589,500 00
Amazon Com Inc	3200/3200	381,712 44	381,712 44	802,784 00
Apple Computer Inc	1500/1500	379,664 50	379,664 50	798,259 35
Bank of America Corporation	50000/60000	654,950 40	741,909 40	696,600 00
Brocade Communications System Inc	50000/0	278,663 00		
C&J Energy Services	21000/21000	497,250 70	497,250 70	450,240 00
Cabot Oil & Gas Corp	6500/13000	449,743 45	449,743 45	646,620 00
Celgene Corp	10000/8500	518,574 45	437,041 95	666,995 00
Cirrus Logic Inc	35000/21000	554,590 50	319,764 30	608,370 00
Coca Cola Co	10000/20000	536,112 00	536,112 00	725,000 00
Colgate Palmolive Co	8000/8000	638,007 23	638,007 23	836,320 00
Comerica Inc	17000		505,945 00	515,780 00
Covidien Limited	11500/11500	459,907 45	459,907 45	664,010 00
Cullen Frost Bk Inc	9000/9000	470,358 50	470,358 50	488,430 00
Danaher Corp	12000/12000	462,393 20	462,393 20	670,800 00
Disney Walt Co	14500/14000	497,965 00	477,350 00	697,060 00
E M C Corp	24000/24000	474,513 28	474,513 28	607,200 00
EOG Resources Inc	5500/5500	543,182 60	543,182 60	664,345 00
Emerson Elec Co	7500/0	348,912 80		
Express Scripts Inc	8000/0	363,125 15		
Exxon Mobil Corp	7500/7000	431,062 20	401,382 20	605,850 00
FMC Corporation	7000/12000	446,196 85	367,006 85	702,240 00
General Elec Co	32500/32500	487,367 55	487,367 55	682,175 00
Glacier Bancorp Inc	30000/0	447,023 40		
Goldman Sachs Group Inc	3300/0	453,554 56		
Goodyear Tire & Rubber	9500/0	133,781 00		
Google Inc	1100/1100	515,151 62	515,151 62	778,118 00
Halliburton Co	14000/15000	372,267 75	407,187 75	520,350 00
Home Depot Inc	3000		194,190 00	185,550 00
International Business Machines	3500/3000	567,927 02	486,085 42	574,650 00
JPMorgan Chase & Co	14500/19000	550,310 85	712,745 85	835,412 90
Kirby Corporation	6000		383,210 64	371,340 00
Monsanto Co	8300/7500	418,968 64	370,517 00	709,875 00
National Fuel Gas Co	7300/7300	335,098 08	335,098 08	370,037 00

		Beginning of Year Book Value	End of Year	
	Units/ Shares		Book Value	Fair Market Value
National Instrument Corp	18750/18750	392,675 75	392,675 75	483,937 50
Netapp Inc	6000		267,423 60	201,300 00
Nuance Communications Inc	15000/17000	229,073 76	270,653 76	379,440 00
Oracle Corp	18000/17000	424,091 70	399,943 40	566,440 00
Oreilly Automotive Inc	6000/6000	291,420 45	291,420 45	536,520 00
Pall Corporation	6500/7500	345,370 00	406,700 00	451,950 00
Pfizer Inc	29500/32000	442,708 30	496,153 30	802,537 60
Praxair Inc	6000/6000	537,409 95	537,409 95	656,700 00
Procter & Gamble Co	9000/9000	557,611 10	557,611 10	611,010 00
Prudential Finl Inc	11500/0	636,056 58		
Range Resources Corp	6000/7500	385,611 72	487,955 72	471,225 00
Roper Industries Inc	7500/6500	477,405 00	409,382 50	724,620 00
Suntrust Bks Inc	18000		541,937 00	510,300 00
Teva Pharmaceutical Inds Ltd	7000/0	360,090 80		
Thermo Fisher Scientific Inc	10000/11500	483,959 20	577,139 20	733,470 00
Time Warner Inc	15000/15000	456,091 27	456,091 27	717,450 00
Trimble Navigation Ltd	10000/12000	369,722 40	462,943 40	717,360 00
Walgreen Co	15500/15500	433,971 70	433,971 70	573,655 00
Wells Fargo & Co New	21000		721,237 56	717,780 00
Whirlpool Corp	4000		311,253 20	407,000 00
Totals - Luther King		\$ 20,491,605 85	\$ 21,062,199 50	\$ 27,726,606 35
Totals - Corporate Stock		\$ 54,900,740 00	\$ 53,122,103 30	\$ 74,260,020 31
Mutual Funds				
Dodge & Cox International Fund	350588/358170 271	\$ 10,749,664 04	\$ 11,011,553 33	\$ 12,407,018 19
LKCM Small-Mid Cap Equity	68886/68886	600,000 00	600,000 00	666,819 75
Totals - Mutual Funds		\$ 11,349,664 04	\$ 11,611,553 33	\$ 13,073,837 94
Index Funds				
Vanguard Total Stock Market Fund	253288/258822 825	\$ 8,546,866 43	\$ 8,741,443 47	\$ 9,229,621 94
Vanguard FTSE Allworld Ex-US	73382/0	7,194,149 20		
Totals - Index Funds		\$ 15,741,015 63	\$ 8,741,443 47	\$ 9,229,621 94
Partnerships				
LKCM Investment		\$ 7,800,697 00	\$ 7,866,760 00	\$ 8,910,425 00
Totals - Partnerships		\$ 7,800,697 00	\$ 7,866,760 00	\$ 8,910,425 00
Totals - Other investments		\$ 34,891,376 67	\$ 28,219,756 80	\$ 31,213,884 88
Depreciable assets				
Furniture and equipment		\$ 133,544 48	\$ 135,611 25	\$
Accumulated depreciation		(104,600 02)	(111,803 21)	
Totals - Depreciable assets		\$ 28,944 46	\$ 23,808 04	\$ 23,808 04

	Beginning of Year	End of Year	
Units/ Shares	Book Value	Book Value	Fair Market Value
Oil & gas royalties			
Producing	\$ 41,836 00	\$ 41,836 00	\$ 87,542 40
Accumulated depletion	(41,836 00)	(41,836 00)	
Nonproducing	<u>5,149 00</u>	<u>5,149 00</u>	<u>5,149 00</u>
Totals - Oil & gas royalties	<u>\$ 5,149 00</u>	<u>\$ 5,149 00</u>	<u>\$ 92,691 40</u>
Total assets	<u>\$ 123,185,138 86</u>	<u>\$ 118,717,014 04</u>	<u>\$ 143,290,034 81</u>
LIABILITIES AND FUND BALANCE			
Liabilities			
Accounts payable	\$ 41,818 23	\$ 31 14	
Total liabilities	<u>\$ 41,818 23</u>	<u>\$ 31 14</u>	
Fund Balance			
Fund balance	<u>\$ 123,143,320 63</u>	<u>\$ 118,716,982 90</u>	
Total liabilities and fund balance	<u>\$ 123,185,138 86</u>	<u>\$ 118,717,014 04</u>	

Schedule 6

OFFICERS, DIRECTORS, TRUSTEES AND FOUNDATION MANAGERS

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2012

Officers and Trustees - Part VIII		Compensation	Contributions to Employee Benefit Plans
David Wolverton 807 8th Street, Suite 1010 Wichita Falls, TX 76301	President/ Treasurer/ Manager	\$ 270,101 47	\$ (1)
Robert T Priddy 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee Emeritus		(2)
Berneice R Leath 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee Emerita		(2)
Paul Clark 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee/ Lead Trustee	6,500 00	(2)
Doug Armstrong 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee	7,000 00	(2)
Murphy Davis 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee	7,000 00	(2)
David Flack 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee	7,000 00	(2)
Alice Huang 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee	8,250 00	(2)
Jerry Johnson 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee	8,250 00	(2)

<u>Officers and Trustees - Part VIII</u>		<u>Compensation</u>	<u>Contributions to Employee Benefit Plans</u>
Liz Martin	Trustee	8,750 00	(2)
807 8th Street, Suite 1010			
Wichita Falls, TX 76301			
Nancy Marks	Trustee	4,750 00	(2)
807 8th Street, Suite 1010			
Wichita Falls, TX 76301			
Gale Richardson	Trustee	7,000 00	(2)
807 8th Street, Suite 1010			
Wichita Falls, TX 76301			
Patty Young	Trustee	7,000 00	(2)
807 8th Street, Suite 1010			
Wichita Falls, TX 76301			
Sara Jane Snell Wood	Trustee	8,000 00	(2)
807 8th Street, Suite 1010			
Wichita Falls, TX 76301			
		<u>\$ 349,601 47</u>	<u>\$</u>

Time devoted to business by above

- (1) Full-time (40 hours per week)
- (2) Part-time (average 1-2 hours per week)

Foundation Managers - Part XV

Walter Priddy - Date of Death 07-07-79
 Ashley Priddy - Date of Death 03-05-84
 Swannanoa Priddy - Date of Death 08-07-80
 Robert T Priddy

Schedule 7

PART XV - SUPPLEMENTARY INFORMATION

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2012

- 2.(a) David Wolverton, President
The Priddy Foundation
807 Eighth Street, Suite 1010
Wichita Falls, Texas 76301
(817) 723-8720
- (b) Grant application should be made with the Foundation's grant application form that is available at the Foundation office. The following information should be submitted with the completed grant application
- 1 Copy of the requesting organization's 501(c)(3) tax-exempt letter from the IRS
 - 2 A list of officers and directors
 - 3 A detailed project budget that includes administration costs, salaries, projected overhead expenses, etc
 - 4 A copy of the organization's most recent audit
 - 5 Latest financial statements
- (c) Two meetings per year are held to consider grant requests. These meetings are in May and November. Deadlines for the initial grant reviews are February 1st for the May cycle, and July 15th for the November cycle. If the Board selects the application for further review, the deadlines for final application for grant reviews are March 15th and September 1st for the respective cycles
- (d) Organizations receiving grants must be tax-exempt 501(c)(3) entities. The primary grant categories are human services, education and the arts. This foundation concentrates its grants in Texas, with a further concentration on the Wichita Falls and North Texas area. Outside of the North Texas area, the Board of the Foundation believes in supporting activities that are statewide in nature

Schedule 8

LEGAL FEES, ACCOUNTING FEES AND PROFESSIONAL FEES

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2012

Part 1, Line 16a, b, c

Legal fees - Line 16a:

Sherrill, Crosnoe & Goff		\$ 10,426.75
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Accounting fees - Line 16b:

Freemon, Shapard & Story	\$ 38,000.00	
Mathis, West, Huffines & Co , PC	<u>13,500 00</u>	<u>\$ 51,500.00</u>

Other professional fees - Consulting - Line 16c:

Various		<u>\$ 200 00</u>
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Other professional fees - Investment - Line 16c:

American National Bank	\$ 57,653 28	
Dodge & Cox	83,385.14	
Fayez Sarofim	124,657 00	
Luther King	133,481 00	
Sentry Management	<u>31,428 00</u>	<u>\$ 430,604 42</u>

Schedule 9

PARTNER'S SHARE OF INCOME, CREDITS, DEDUCTIONS, ETC.

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2012

TIN	LKCM Investment <u>Partnership, L P</u> 75-2076114
Ordinary income	\$ 340 00
Net rental real estate income	267 00
Portfolio income (loss)	
Ordinary dividends	135,005.00
Net short-term capital gain (loss)	(6,364.00)
Net long-term capital gain (loss)	117,983 00
Net Sec. 1231 gain (loss)	(4 00)
Other income (loss)	367.00
Other portfolio deductions	
Charitable contributions	(3 00)
Investment interest	(45,911 00)
Miscellaneous	(135,561 00)
Foreign tax	<u>(56 00)</u>
Total	<u>\$ 66,063 00</u>

Depreciation and Amortization 990-PF
(Including Information on Listed Property)

▶ See separate instructions.

▶ Attach to your tax return.

The Priddy Foundation

Form 990-PF Page 1

75-6029882

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	500,000.00
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.00
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	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.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	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	8,315.41
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		4,065.00	5 Yrs.	HY	SL	406.50
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 instr.	22	8,721.91
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	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.**Section A - Depreciation and Other Information** (Caution: See the instructions for limits for passenger automobiles.)**24a** Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
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25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use**25****26** Property used more than 50% in a qualified business use:

		%						
		%						
		%						

27 Property used 50% or less in a qualified business use:

		%			S/L -		
		%			S/L -		
		%			S/L -		

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1**28****29** Add amounts in column (i), line 26. Enter here and on line 7, page 1**29****Section B - Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle	(b) Vehicle	(c) Vehicle	(d) Vehicle	(e) Vehicle	(f) Vehicle
30 Total business/investment miles driven during the year (do not include commuting miles)						
31 Total commuting miles driven during the year						
32 Total other personal (noncommuting) miles driven						
33 Total miles driven during the year. Add lines 30 through 32						
34 Was the vehicle available for personal use during off-duty hours?	Yes No	Yes No	Yes No	Yes No	Yes No	Yes No
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 Is another vehicle available for personal use?						

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
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42 Amortization of costs that begins during your 2012 tax year:

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43 Amortization of costs that began before your 2012 tax year**43****44** Total. Add amounts in column (f). See the instructions for where to report**44**