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 HODGES FOUNDATION

A Employer identification number: 75-6329970

Number and street (or P O box number if mail is not delivered to street address): P.O BOX 1501, NJ2-130-03-31 | Room/suite:

B Telephone number (see instructions): 609-274-6834

City or town, state, and ZIP code: PENNINGTON NJ 08534-1501

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 988,897

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	7,106			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	33,694	31,355		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	58,099			
	b Gross sales price for all assets on line 6a 180,519				
	7 Capital gain net income (from Part IV, line 2)		58,099		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	3,945	3,945		
	12 **Total.** Add lines 1 through 11	102,844	93,399	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,500			2,500
	c Other professional fees (attach schedule)	12,612	7,567		5,045
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,035	306		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	4,924	1,670		3,254
	24 **Total operating and administrative expenses.** Add lines 13 through 23	23,071	9,543	0	10,799
	25 Contributions, gifts, grants paid	64,930			64,930
	26 **Total expenses and disbursements.** Add lines 24 and 25	88,001	9,543	0	75,729
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	14,843			
	b **Net investment income** (if negative, enter -0-)		83,856		
	c **Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

HTA

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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	177	10,304	10,304
	2 Savings and temporary cash investments	71,700	62,303	62,303
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	191,198	196,039	208,527
	b Investments—corporate stock (attach schedule)	438,951	439,874	767,871
	c Investments—corporate bonds (attach schedule)	140,135	149,589	161,994
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶	111,204	110,280	130,944
	15 Other assets (describe ▶ LIFE INSURANCE POLICY)	12,090	14,950	14,950
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	965,455	983,339	1,356,893
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	965,455	983,339	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	965,455	983,339	
	31 **Total liabilities and net assets/fund balances** (see instructions)	965,455	983,339	

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	965,455
2	Enter amount from Part I, line 27a	2	14,843
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	5,836
4	Add lines 1, 2, and 3	4	986,134
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	2,795
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	983,339

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(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				0
b				0
c				0
d				0
e				0

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

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

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	58,099
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) (see instructions). If (loss), enter -0- in Part I, line 8	3	0

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			0.000000
2010			0.000000
2009			0.000000
2008			0 000000
2007			0 000000

2 **Total** of line 1, column (d)	2	0 000000
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	0 000000
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7 Add lines 5 and 6	7	0
8 Enter qualifying distributions from Part XII, line 4	8	0

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________________ (attach copy of letter if necessary—see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		1	1,677
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	1,677
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	1,677
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 1,450		
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 500		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	1,950
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	0
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	273
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 273	**Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ MLTC, A DIVISION OF BANK OF AMERICA, N A Telephone no ▶ 609-274-6834

Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20______ , 20______ , 20______ , 20______				
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)		2b	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 ▶ 20______ , 20______ , 20______ , 20______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ 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)? **5b** N/A

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

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

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

If "Yes" to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
EDDIE V HODGES, SR PO BOX 193 COLEMAN, TX 76834 0	TRUSTEE 2 00			
NELDA R HODGES PO BOX 193 COLEMAN, TX 76834	TRUSTEE 1.00	0		

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				0

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes				
a	Average monthly fair market value of securities			1a	1,278,511
b	Average of monthly cash balances			1b	89,826
c	Fair market value of all other assets (see instructions)			1c	
d	**Total** (add lines 1a, b, and c)			1d	1,368,337
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e			
2	Acquisition indebtedness applicable to line 1 assets			2	
3	Subtract line 2 from line 1d			3	1,368,337
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)			4	20,525
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	1,347,812
6	**Minimum investment return.** Enter 5% of line 5			6	67,391

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	67,391
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,677		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,677
3	Distributable amount before adjustments Subtract line 2c from line 1			3	65,714
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	65,714
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	65,714

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	75,729
b	Program-related investments—total from Part IX-B	1b	
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	75,729
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 (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	75,729

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				65,714
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			61,014	
b	Total for prior years 20 08 , 20 09 , 20 10		7,250		
3	Excess distributions carryover, if any, to 2012				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 75,729				
a	Applied to 2011, but not more than line 2a			61,014	
b	Applied to undistributed income of prior years (Election required—see instructions)		7,250		
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2012 distributable amount				7,465
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				58,249
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

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

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

	Tax year (a) 2012	Prior 3 years (b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total ▶ 3a				64,930
b *Approved for future payment*				
NONE				
Total ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	33,694	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	58,099	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a Partnership Income				3,945	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		95,738	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 95,738

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not Applicable

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

Sign Here

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

Signature of officer or trustee | Date: 6/13/2013 | Title: 9-8-13

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
DONALD J ROMAN		6/13/2013		P00364310

Firm's name ► PricewaterhouseCoopers, LLP — Firm's EIN ► 13-4008324

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219 — Phone no 412-355-6000

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
THE HODGES FOUNDATION	75-6329970

Organization type (check one).

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
THE HODGES FOUNDATION	75-6329970

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOANNE KENNER ALLENSWORTH PO BOX 158 MINERAL WELLS TX 76068 Foreign State or Province Foreign Country	$ 7,106	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
HISTORIC PARAMOUNT THEATER, INC	PO BOX 1818	ABILENE	TX	79604		NONE	501(C)(3)	GENERAL OPERATING	1,200
SALVATION ARMY						NONE	501(C)(3)	GENERAL OPERATING	100
SMILE TRAIN	41 MADISON AVE 28TH FLOOR	NEW YORK	NY	10010		NONE	501(C)(3)	GENERAL OPERATING	250
FRONTIER TEXAS	625 N 1ST STREEET	ABILENE	TX	79601		NONE	501(C)(3)	GENERAL OPERATING	500
HILLSDALE COLLEGE	33 E COLLEGE ST	HILLSDALE	MI	49242		NONE	501(C)(3)	GENERAL OPERATING	100
AMERICAN RED CROSS	2025 E STREET	WASHINGTON	DC	20006		NONE	501(C)(3)	GENERAL OPERATING	100

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
SAMARITANS PURSE	PO BOX 3000	BOONE	NC	28607		NONE	501(C)(3)	GENERAL OPERATING	500
FIRST UNITED METHODIST CHURCH	202 BUTTERNUT STREET	ABILENE	TX	79602		NONE	501(C)(3)	GENERAL OPERATING	500
WESTERN TEXAS REHABILITATION CENTER	4601 HARTFORD ST	ABILENE	TX	79605		NONE	501(C)(3)	GENERAL OPERATING	12,500
PRAIRE AREA HEALTH EDUCATION CENTER	501 N CHURCH STREET	DECATUR	TX	76234		NONE	501(C)(3)	GENERAL OPERATING	3,500
PRESBYTERIAN MEDICAL CENTER	MISSION 302 MEDICAL DRIVE	ABILENE	TX	79601		NONE	501(C)(3)	GENERAL OPERATING	3,500
MATTHEW 25 MINISTRIES	PO BOX 1003	COLEMAN	TX	76834		NONE	501(C)(3)	GENERAL OPERATING	1,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
GRACE MUSEUM	102 CYPRESS STREET	ABILENE	TX	79601		NONE	501(C)(3)	GENERAL OPERATING	250
YOUNG LIFE	P.O BOX 520	COLORADO SPRINGS	CO	80901		NONE	501(C)(3)	GENERAL OPERATING	6,000
ABILINE PHILHARMONIC	401 CYPRESS ST #520	ABILINE	TX	79601		NONE	501(C)(3)	GENERAL OPERATING	830
MARCH OF DIMES	1146 19TH STREET NW #600	WASHINGTON	DC	20036		NONE	501(C)(3)	GENERAL OPERATING	50
BELTWAY BAPTIST	4009 BELTWAY S	ABILINE	TX	79606		NONE	501(C)(3)	GENERAL OPERATING	150
MUSCULAR DYSTROPHY ASSOCIATION WITCHA FALLS	2629 PLAZA PARKWAY	WICHITA FALLS	TX	76308		NONE	501(C)(3)	GENERAL OPERATING	100

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name					
AHEC					
Street					
502 BIG SANDY COURT					
City BRIDGEPORT		**State** TX	**Zip Code** 76426	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(C)(3)				
Purpose of grant/contribution GENERAL OPERATING					**Amount** 3,500

Name					
ALZHEIMERS ASSOCIATION					
Street					
PO BOX 96011					
City WASHINGTON		**State** DC	**Zip Code** 20090	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(C)(3)				
Purpose of grant/contribution GENERAL OPERATING					**Amount** 100

Name					
ABILINE COMMUNITY THEATRE					
Street					
809 BARROW ST					
City ABILINE		**State** TX	**Zip Code** 79605	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(C)(3)				
Purpose of grant/contribution GENERAL OPERATING					**Amount** 500

Name					
HARDIN SIMMONS UNIVERSITY					
Street					
2200 HICKORY ST					
City ABILINE		**State** TX	**Zip Code** 79601	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(C)(3)				
Purpose of grant/contribution GENERAL OPERATING					**Amount** 7,500

Name					
BUFFALO GAP HISTORIC VILLIAGE					
Street					
133 WILLIAM STREET					
City BUFFALO GAP		**State** TX	**Zip Code** 79508	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(C)(3)				
Purpose of grant/contribution GENERAL OPERATING					**Amount** 100

Name					
JUNIOR LEAGUE OF ABILENE					
Street					
774 BUTTERNUT ST					
City ABILINE		**State** TX	**Zip Code** 79602	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(C)(3)				
Purpose of grant/contribution GENERAL OPERATING					**Amount** 100

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
PASTORAL CARE AND COUNSELING CENTER	1317 N 8TH STREET SUTE 200	ABLINE	TX	79602		NONE	501(C)(3)	GENERAL OPERATING	5,000
HENDRICKS HOME FOR CHILDREN	2758 JEANETTE STREET	ABILINE	TX	79602		NONE	501(C)(3)	GENERAL OPERATING	1,000
NOROC INC	200 HEDGES ROAD	ABILINE	TX	79605		NONE	501(C)(3)	GENERAL OPERATING	5,000
ABILENE OPEN DOOR	3157 RUSSELL AVE	ABILINE	TX	79605		NONE	501(C)(3)	GENERAL OPERATING	1,000
WEST CENTRAL TEXAS COUNCIL OF GOVERNMENTS	3702 LOOP 322	ABILINE	TX	76902		NONE	501(C)(3)	GENERAL OPERATING	10,000

Form **8868** (Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☐
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions THE HODGES FOUNDATION	Employer identification number (EIN) or 75-6329970
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions P.O BOX 1501, NJ2-130-03-31	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions PENNINGTON NJ 08534-1501	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ MLTC, A DIVISION OF BANK OF AMERICA, N A

  Telephone No ▶ 609-274-6834 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2013, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ ☒ calendar year 2012 or

▶ ☐ tax year beginning ______, and ending ______

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 1,845
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit.	3b	$ 1,450
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 500

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	5,000.07	5,000.07		**5,000.07**		
BIF MONEY FUND	22,003 00	22,003.00	1.0000	**22,003.00**	**9**	.04
TOTAL		27,003 07		**27,003.07**	**9**	.04

GOVERNMENT AND AGENCY SECURITIES [1] Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ FEDERAL HOME LN MTG CORP *NOTES 04.875% NOV 15 2013* *MOODY'S: AAA S&P: AA+ CUSIP: 3134A4UK8* *ORIGINAL UNIT/TOTAL COST: 110.7565/13,290 79*	12/16/08	12,000	12,241.11	104 1310	12,495 72	254 61	74 75	585	4.68
Δ FEDERAL HOME LN MTG CORP *ORIGINAL UNIT/TOTAL COST: 111.6186/3,348.56*	11/22/10	3,000	3,103.33	104.1310	3,123.93	20 60	18 69	147	4 68
Δ FEDERAL HOME LN MTG CORP *ORIGINAL UNIT/TOTAL COST: 110.2460/1,102.46*	12/16/10	1,000	1,031.20	104.1310	1,041.31	10 11	6 23	49	4.68
Δ FEDERAL HOME LN MTG CORP *ORIGINAL UNIT/TOTAL COST: 109.3895/4,375.58*	02/11/11	4,000	4,120.73	104.1310	4,165.24	44.51	24 92	195	4.68
Subtotal		*20,000*	*20,496.37*		**20,826.20**	*329.83*	*124 59*	**976**	*4.68*
Δ U.S. TREASURY NOTE *2.375% AUG 31 2014 02.375% AUG 31 2014* *MOODY'S: AAA S&P: *** CUSIP: 912828LK4* *ORIGINAL UNIT/TOTAL COST: 102.5707/7,179 95*	02/11/11	7,000	7,085.82	103 5390	**7,247.73**	161.91	56 03	**167**	2.29
U.S. TREASURY NOTE *1.250% SEP 30 2015 01.250% SEP 30 2015* *MOODY'S: AAA S&P: *** CUSIP: 912828NZ9*	11/22/10	1,000	990 08	102.5000	1,025.00	34.92	3 16	13	1.21
U.S. TREASURY NOTE	03/03/11	7,000	6,739 71	102 5000	7,175 00	435.29	22 12	88	1.21
Subtotal		*8,000*	*7,729 79*		**8,200.00**	*470.21*	*25.28*	**101**	*1.21*

THE HODGES FOUNDATION

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

GOVERNMENT AND AGENCY SECURITIES [1] (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ FEDERAL NATL MTG ASSOC NOTES 02.375% APR 11 2016 MOODY'S: AAA S&P: AA+ CUSIP: 3135G0BA0 ORIGINAL UNIT/TOTAL COST: 106.7490/16,012 35	08/02/12	15,000	15,903.11	106.2810	**15,942.15**	39 04	79.17	**357**	2.23
Δ U.S. TREASURY NOTE 2.000% APR 30 2016 02.000% APR 30 2016 MOODY'S: AAA S&P: *** CUSIP: 912828QF0 ORIGINAL UNIT/TOTAL COST: 101.5081/14,211 14	05/27/11	14,000	14,144.99	105 2110	**14,729.54**	584.55	47.18	**280**	1.90
Δ U.S. TREASURY NOTE 1.000% OCT 31 2016 01.000% OCT 31 2016 MOODY'S: AAA S&P: *** CUSIP: 912828RM4 ORIGINAL UNIT/TOTAL COST: 100.6445/12,077.34	11/17/11	12,000	12,060.23	101.9060	**12,228.72**	168.49	20.22	**120**	.98
Δ FEDERAL NATL MTG ASSOC NOTES 05 375% JUN 12 2017 MOODY'S: AAA S&P: AA+ CUSIP: 31398ADM1 ORIGINAL UNIT/TOTAL COST. 115.7130/12,728 44	12/16/08	11,000	11,964.85	120.2480	13,227.28	1,262.43	31 20	592	4.46
Δ FEDERAL NATL MTG ASSOC ORIGINAL UNIT/TOTAL COST: 111.3225/2,226.45	01/08/10	2,000	2,142.97	120.2480	2,404.96	261.99	5.67	108	4.46
Δ FEDERAL NATL MTG ASSOC ORIGINAL UNIT/TOTAL COST: 118.2870/1,182.87	11/22/10	1,000	1,127.26	120 2480	1,202.48	75.22	2.84	54	4.46
Δ FEDERAL NATL MTG ASSOC ORIGINAL UNIT/TOTAL COST: 113.4520/1,134.52	12/16/10	1,000	1,095.20	120 2480	1,202.48	107.28	2 84	54	4 46
Subtotal		15,000	16,330.28		**18,037.20**	1,706.92	42 55	**808**	4.46
Δ U.S. TREASURY NOTE 1.875% SEP 30 2017 01.875% SEP 30 2017 MOODY'S: AAA S&P: *** CUSIP: 912828PA2 ORIGINAL UNIT/TOTAL COST: 106.2660/8,501.28	08/02/12	8,000	8,462.59	105.5940	**8,447.52**	(15.07)	37.91	**150**	1 77

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

GOVERNMENT AND AGENCY SECURITIES [1] (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ U.S. TREASURY NOTE *3.500% MAY 15 2020 03.500% MAY 15 2020* *MOODY'S: AAA S&P: *** CUSIP: 912828ND8* *ORIGINAL UNIT/TOTAL COST: 103.4496/8,275.97*	06/24/10	8,000	8,213.60	116.1020	9,288.16	1,074.56	35.58	280	3.01
Δ U.S TREASURY NOTE *ORIGINAL UNIT/TOTAL COST: 106.4850/1,064.85*	11/22/10	1,000	1,051.87	116 1020	1,161 02	109.15	4.45	35	3 01
Δ U.S TREASURY NOTE *ORIGINAL UNIT/TOTAL COST: 100.4570/1,004.57*	12/16/10	1,000	1,003.71	116 1020	1,161.02	157.31	4 45	35	3 01
Δ U.S. TREASURY NOTE *ORIGINAL UNIT/TOTAL COST: 100.4770/4,019.08*	03/03/11	4,000	4,015.77	116 1020	4,644 08	628.31	17.79	140	3.01
Subtotal		*14,000*	*14,284.95*		***16,254.28***	*1,969.33*	*62.27*	***490***	*3 01*
U.S. TREASURY NOTE *2.625% AUG 15 2020 02.625% AUG 15 2020* *MOODY'S: AAA S&P: *** CUSIP: 912828NT3*	10/28/10	5,000	4,974.43	109.8130	5,490.65	516 22	49 22	132	2.39
U.S. TREASURY NOTE	11/22/10	1,000	985.94	109 8130	1,098.13	112.19	9.84	27	2.39
U.S. TREASURY NOTE	12/16/10	1,000	929.93	109.8130	1,098 13	168 20	9.84	27	2 39
Subtotal		*7,000*	*6,890.30*		***7,686.91***	*796.61*	*68.90*	***186***	*2.39*
U.S. TREASURY NOTE *2.125% AUG 15 2021 02.125% AUG 15 2021* *MOODY'S: AAA S&P: *** CUSIP: 912828RC6*	08/25/11	7,000	6,931.12	105 1250	7,358.75	427.63	55.78	149	2 02
Δ U.S. TREASURY NOTE *ORIGINAL UNIT/TOTAL COST: 104.6996/6,281 98*	10/26/12	6,000	6,276.92	105.1250	6,307 50	30 58	47.81	128	2.02
Subtotal		*13,000*	*13,208.04*		***13,666.25***	*458.21*	*103.59*	***277***	*2.02*
Δ U S. TREASURY NOTE *2.000% FEB 15 2022 02.000% FEB 15 2022* *MOODY'S: AAA S&P: *** CUSIP: 912828SF8* *ORIGINAL UNIT/TOTAL COST: 100.7543/19,143 32*	02/27/12	19,000	19,132.26	103.4140	**19,648.66**	516.40	142.50	**380**	1.93

THE HODGES FOUNDATION

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

GOVERNMENT AND AGENCY SECURITIES [1] (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
U S. TREASURY BOND 4.500% FEB 15 2036 04.500% FEB 15 2036 MOODY'S: AAA S&P: AAA< CUSIP: 912810FT0	03/03/11	14,000	13,879.74	131 6090	**18,425.26**	4,545.52	236.25	**630**	3.41
Δ U.S TREASURY BOND 3.125% FEB 15 2042 03.125% FEB 15 2042 MOODY'S: AAA S&P: *** CUSIP: 912810QU5 ORIGINAL UNIT/TOTAL COST· 100.2973/20,059 46	02/24/12	20,000	20,058.44	104 5630	20,912.60	854.16	234 38	625	2 98
Δ U S. TREASURY BOND ORIGINAL UNIT/TOTAL COST· 106 2465/6,374.79	09/10/12	6,000	6,372.32	104.5630	6,273.78	(98.54)	70 31	188	2 98
Subtotal		*26,000*	*26,430.76*		***27,186.38***	*755.62*	*304 69*	***813***	*2.98*
TOTAL		192,000	196,039.23		**208,526.80**	12,487.57	1,351 13	**5,735**	2.75

CORPORATE BONDS Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ GENERAL ELECTRIC COMPANY GLB 05.000% FEB 01 2013 MOODY'S: AA3 S&P: AA+ CUSIP: 369604AY9 ORIGINAL UNIT/TOTAL COST: 101.6700/10,167.00	12/16/08	10,000	10,003 67	100 3810	10,038 10	34 43	208 33	500	4.98
Δ GENERAL ELECTRIC COMPANY ORIGINAL UNIT/TOTAL COST: 106.9160/2,138.32	01/08/10	2,000	2,003 91	100 3810	2,007.62	3 71	41.67	100	4 98
Δ GENERAL ELECTRIC COMPANY ORIGINAL UNIT/TOTAL COST: 107 8530/1,078.53	11/22/10	1,000	1,003.04	100.3810	1,003.81	.77	20.83	50	4.98
Subtotal		*13,000*	*13,010.62*		***13,049.53***	38 91	*270.83*	***650***	*4.98*
JPMORGAN CHASE & CO SUBORDINATED GLB 05.125% SEP 15 2014 MOODY'S: A3 S&P: A- CUSIP. 46625HBV1	12/16/08	11,000	10,425.80	106.3540	11,698 94	1,273 14	165 99	564	4.81
Δ JPMORGAN CHASE & CO ORIGINAL UNIT/TOTAL COST: 108.1770/2,163.54	11/22/10	2,000	2,075.48	106.3540	2,127.08	51.60	30 18	103	4.81

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

CORPORATE BONDS (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ JPMORGAN CHASE & CO	12/16/10	1,000	1,026.85	106.3540	1,063 54	36 69	15.09	52	4.81
ORIGINAL UNIT/TOTAL COST: 105.6820/1,056 82									
Subtotal		14,000	13,528.13		**14,889.56**	1,361.43	211.26	**719**	4.81
Δ CREDIT SUISSE FB USA INC	03/25/11	11,000	11,486 54	107.7780	**11,855.58**	369 04	247.27	**537**	4 52
BANK GUARANTEED GLB 04.875% JAN 15 2015									
MOODY'S: A1 S&P: A+ CUSIP: 22541LAR4									
ORIGINAL UNIT/TOTAL COST: 108.0440/11,884.84									
GOLDMAN SACHS GROUP INC	02/26/09	11,000	9,806 72	110 5390	12,159.29	2,352 57	271.36	589	4.83
GLB 05.350% JAN 15 2016									
MOODY'S: A3 S&P: A- CUSIP: 38141GEE0									
Δ GOLDMAN SACHS GROUP INC	01/08/10	3,000	3,083 50	110.5390	3,316 17	232 67	74 01	161	4 83
ORIGINAL UNIT/TOTAL COST: 105.1700/3,155 10									
Δ GOLDMAN SACHS GROUP INC	12/16/10	1,000	1,044.95	110 5390	1,105 39	60.44	24 67	54	4 83
ORIGINAL UNIT/TOTAL COST: 107.2230/1,072 23									
Subtotal		15,000	13,935 17		**16,580.85**	2,645.68	370.04	**804**	4 83
Δ VERIZON COMMUNICATIONS	08/25/11	13,000	13,367.99	106 4810	**13,842.53**	474 54	97.50	**390**	2.81
GLB 03 000% APR 01 2016									
MOODY'S: A3 S&P: A- CUSIP: 92343VAY0									
ORIGINAL UNIT/TOTAL COST: 103.9410/13,512.33									
Δ CHEVRON CORP	12/03/12	16,000	16,157 83	100.6980	**16,111.68**	(46.15)	12.76	**177**	1.09
GLB 01.104% DEC 05 2017									
MOODY'S: AA1 S&P: AA CUSIP: 166764AA8									
PAR CALL DATE: 11/05/17 PAR CALL PRICE: 100.00									
ORIGINAL UNIT/TOTAL COST: 101.0000/16,160.00									
AT&T INC	12/16/08	11,000	10,657 02	119.1290	13,104 19	2,447 17	252 08	605	4 61
GLB 05.500% FEB 01 2018									
MOODY'S: A2 S&P: A- CUSIP: 00206RAJ1									

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

CORPORATE BONDS (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ AT&T INC	01/08/10	1,000	1,043.63	119.1290	1,191 29	147 66	22 92	55	4 61
ORIGINAL UNIT/TOTAL COST: 106 4870/1,064.87									
Δ AT&T INC	12/16/10	1,000	1,072.86	119.1290	1,191.29	118.43	22.92	55	4.61
ORIGINAL UNIT/TOTAL COST: 109.8160/1,098.16									
Subtotal		13,000	12,773.51		**15,486.77**	2,713.26	297.92	**715**	4.61
Δ SHELL INTERNATIONAL FIN	03/25/11	13,000	13,338.18	115 8500	**15,060.50**	1,722.32	153.73	**559**	3 71
COMPANY GUARANT GLB 04.300% SEP 22 2019									
MOODY'S: AA1 S&P: AA< CUSIP: 822582AJ1									
ORIGINAL UNIT/TOTAL COST: 103.1770/13,413 01									
Δ CISCO SYSTEMS INC	11/17/09	11,000	11,072.43	115.9570	12,755 27	1,682.84	225.71	490	3.83
04.450% JAN 15 2020									
MOODY'S: A1 S&P: A+ CUSIP: 17275RAH5									
ORIGINAL UNIT/TOTAL COST: 100.8920/11,098 12									
CISCO SYSTEMS INC	01/08/10	1,000	987.76	115.9570	1,159.57	171.81	20.52	45	3.83
Δ CISCO SYSTEMS INC	11/22/10	1,000	1,067.02	115 9570	1,159.57	92.55	20.52	45	3 83
ORIGINAL UNIT/TOTAL COST: 108.4120/1,084 12									
Subtotal		13,000	13,127.21		**15,074.41**	1,947.20	266 75	**580**	3.83
CITIGROUP INC	11/17/11	7,000	6,700.26	111.5700	**7,809.90**	1,109.64	146.13	**315**	4 03
GLB 04 500% JAN 14 2022									
MOODY'S: BAA2 S&P: A- CUSIP: 172967FT3									
Δ DEERE & COMPANY	06/12/12	15,000	15,069 95	101.2600	**15,189.00**	119.05	24 92	**390**	2.56
02.600% JUN 08 2022									
MOODY'S: A2 S&P: A CUSIP: 244199BE4									
PAR CALL DATE: 03/08/22 PAR CALL PRICE. 100 00									
ORIGINAL UNIT/TOTAL COST: 100.4900/15,073 50									

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

CORPORATE BONDS (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ ANHEUSER-BUSCH INBEV WOR *COMPANY GUARANT GLB 02.500% JUL 15 2022* *MOODY'S: A3 S&P: A< CUSIP: 03523TBP2* *ORIGINAL UNIT/TOTAL COST: 101.4000/7,098.00*	07/16/12	7,000	7,094.06	100 6260	**7,043.82**	(50.24)	80.21	**175**	2.48
TOTAL		150,000	149,589.45		**161,994.13**	12,404 68	2,179 32	**6,011**	3.71

PLEASE REFER TO NOTES BELOW FOR INFORMATION REGARDING CREDIT RATINGS.

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
ABBOTT LABS	ABT	04/12/07	23	57 3600	1,319 28	65 5000	1,506 50	187.22	13	.85
		01/18/08	5	59.8900	299.45	65 5000	327.50	28.05	3	.85
		07/09/08	10	57.4570	574.57	65.5000	655.00	80.43	6	.85
		12/12/08	50	50.3900	2,519.50	65.5000	3,275.00	755 50	28	.85
Subtotal			88		4,712.80		**5,764.00**	1,051.20	**50**	85
ACE LIMITED	ACE	10/05/11	13	60 9900	792 87	79.8000	1,037.40	244.53	26	2 45
		10/06/11	47	60.7006	2,852.93	79.8000	3,750 60	897 67	93	2 45
Subtotal			60		3,645 80		**4,788.00**	1,142.20	**119**	2.45
AMER EXPRESS COMPANY	AXP	12/15/10	81	46 5598	3,771.35	57.4800	**4,655.88**	884.53	**65**	1 39
AT&T INC	T	12/12/08	269	27.9379	7,515 30	33.7100	9,067.99	1,552.69	485	5 33
		01/08/10	10	27.0700	270.70	33.7100	337.10	66.40	18	5 33
		11/22/10	20	28.2800	565.60	33.7100	674.20	108 60	36	5 33
Subtotal			299		8,351.60		**10,079.29**	1,727.69	**539**	5.33
BANK OF NOVA SCOTIA	BNS	12/12/08	125	24 6700	3,083.75	57.8800	**7,235.00**	4,151 25	**288**	3 97

THE HODGES FOUNDATION

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
BHP BILLITON LTD ADR	BHP	12/12/08	125	40.0500	5,006.25	78 4200	9,802.50	4,796 25	280	2 85
		11/22/10	20	85 4300	1,708.60	78.4200	1,568.40	(140.20)	45	2.85
Subtotal			*145*		*6,714.85*		***11,370.90***	*4,656 05*	**325**	*2 85*
BRISTOL-MYERS SQUIBB CO	BMY	12/12/08	185	22.0873	4,086.16	32 5900	6,029.15	1,942.99	259	4 29
		04/07/09	104	20.4680	2,128.68	32.5900	3,389.36	1,260.68	146	4.29
		01/08/10	10	25 0000	250.00	32 5900	325 90	75.90	14	4.29
		11/22/10	20	25 9100	518.20	32 5900	651 80	133.60	28	4 29
Subtotal			*319*		*6,983.04*		***10,396.21***	*3,413.17*	**447**	*4.29*
CANADIAN NATL RAILWAY CO	CNI	08/27/09	76	49 3059	3,747.25	91.0100	6,916.76	3,169.51	115	1.65
		11/22/10	10	63.9100	639 10	91.0100	910.10	271.00	16	1.65
Subtotal			*86*		*4,386.35*		***7,826.86***	*3,440.51*	**131**	*1.65*
CATERPILLAR INC DEL	CAT	12/03/07	20	72.4605	1,449.21	89 6085	1,792.17	342 96	42	2.32
		12/06/07	5	74.2620	371 31	89.6085	448.04	76 73	11	2 32
		12/07/07	15	74.1513	1,112.27	89.6085	1,344.13	231.86	32	2.32
		12/12/08	55	40.9800	2,253.90	89.6085	4,928.47	2,674.57	115	2.32
		10/15/09	26	54.0407	1,405 06	89 6085	2,329.82	924.76	55	2 32
		01/08/10	5	59 8300	299.15	89.6085	448.04	148.89	11	2.32
		11/22/10	10	83.1700	831 70	89.6085	896 09	64.39	21	2.32
Subtotal			*136*		*7,722 60*		***12,186.76***	*4,464.16*	**287**	*2.32*
CENTURYLINK INC SHS	CTL	01/05/10	123	27 2524	3,352 05	39 1200	4,811 76	1,459.71	357	7 41
		11/22/10	11	40 3254	443.58	39 1200	430 32	(13 26)	32	7.41
Subtotal			*134*		*3,795.63*		***5,242.08***	*1,446.45*	**389**	*7.41*
CHEVRON CORP	CVX	03/15/06	10	56 3800	563.80	108.1400	1,081.40	517 60	36	3 32
		04/12/07	15	76 4900	1,147.35	108 1400	1,622.10	474.75	54	3 32
		12/12/08	100	79.0700	7,907.00	108.1400	10,814 00	2,907 00	360	3.32
		01/08/10	5	79 2000	396.00	108.1400	540 70	144 70	18	3.32
		11/22/10	10	82 8300	828.30	108.1400	1,081.40	253.10	36	3.32
Subtotal			*140*		*10,842 45*		***15,139.60***	*4,297 15*	**504**	*3.32*

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EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
CHUBB CORP	CB	09/22/08	30	59.7243	1,791.73	75 3200	2,259 60	467.87	50	2 17
		12/12/08	70	48.3600	3,385.20	75 3200	5,272.40	1,887.20	115	2 17
		11/22/10	5	57 1700	285.85	75 3200	376 60	90.75	9	2.17
Subtotal			105		5,462.78		**7,908.60**	2,445 82	**174**	2 17
COCA COLA COM	KO	02/24/09	114	21 5722	2,459.24	36 2500	4,132.50	1,673.26	117	2 81
		03/23/09	76	21.6007	1,641.66	36.2500	2,755.00	1,113.34	78	2 81
		11/22/10	10	31.9900	319.90	36.2500	362.50	42 60	11	2 81
Subtotal			*200*		*4,420.80*		**7,250.00**	*2,829.20*	**206**	*2 81*
COMCAST CRP NEW CL A SPL	CMCSK	02/16/11	167	23.9592	4,001.19	35.9200	**5,998.64**	1,997.45	**109**	1.80
CONOCOPHILLIPS	COP	02/28/06	11	46.9000	515.90	57.9900	637.89	121 99	30	4.55
		03/15/06	5	47.4240	237.12	57.9900	289 95	52.83	14	4.55
		08/16/06	5	51 1720	255.86	57.9900	289.95	34 09	14	4.55
		04/12/07	15	53 8393	807.59	57.9900	869 85	62 26	40	4.55
		12/12/08	55	39.9710	2,198.41	57.9900	3,189.45	991.04	146	4.55
Subtotal			91		*4,014 88*		**5,277.09**	*1,262.21*	**244**	*4.55*
CONSOL ENERGY INC COM	CNX	12/12/08	85	29.2485	2,486.13	32.1000	**2,728.50**	242 37	**43**	1.55
DEERE CO	DE	12/12/08	115	36.0299	4,143 44	86.4200	9,938.30	5,794 86	212	2.12
		11/22/10	5	76 9600	384.80	86.4200	432.10	47.30	10	2.12
Subtotal			*120*		*4,528.24*		**10,370.40**	*5,842.16*	**222**	*2.12*
DIAGEO PLC SPSD ADR NEW	DEO	12/12/08	90	55.3573	4,982 16	116.5800	10,492.20	5,510 04	250	2.37
		01/08/10	5	68 2200	341 10	116.5800	582.90	241.80	14	2.37
		11/22/10	10	75.5000	755.00	116.5800	1,165.80	410.80	28	2.37
Subtotal			*105*		*6,078 26*		**12,240.90**	*6,162.64*	**292**	*2.37*
DOMINION RES INC NEW VA	D	12/12/08	100	34 5400	3,454.00	51 8000	5,180.00	1,726 00	211	4.07
		07/09/09	77	32.9029	2,533.53	51.8000	3,988 60	1,455 07	163	4.07
Subtotal			*177*		5,987.53		**9,168.60**	*3,181.07*	**374**	*4.07*

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EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
DOW CHEMICAL CO	DOW	06/06/11	107	35 1300	3,758.91	32 3294	**3,459.25**	(299 66)	**137**	3 95
DU PONT E I DE NEMOURS	DD	12/12/08	230	25.9673	5,972.48	44 9785	**10,345.06**	4,372.58	**396**	3.82
ENBRIDGE INC COM	ENB	12/12/08	180	15 9050	2,862.90	43.3200	7,797.60	4,934.70	229	2.93
		11/22/10	10	27.9450	279.45	43.3200	433.20	153.75	13	2.93
Subtotal			*190*		*3,142.35*		***8,230.80***	5,088.45	***242***	2.93
EQT CORP	EQT	12/12/08	85	31.7500	2,698 75	58.9800	**5,013.30**	2,314 55	**75**	1.49
EXXON MOBIL CORP COM	XOM	11/21/08	10	69.7670	697 67	86.5500	865.50	167.83	23	2.63
		12/12/08	160	80.0778	12,812.46	86.5500	13,848 00	1,035 54	365	2.63
		01/08/10	5	69.5300	347.65	86.5500	432 75	85.10	12	2.63
		11/22/10	15	69.6800	1,045.20	86.5500	1,298.25	253.05	35	2.63
Subtotal			*190*		*14,902.98*		***16,444.50***	*1,541.52*	***435***	2.63
FIFTH THIRD BANCORP	FITB	12/20/12	81	15.1919	1,230 55	15.2000	1,231.20	.65	33	2.63
		12/21/12	213	15.1559	3,228 21	15.2000	3,237.60	9.39	86	2 63
Subtotal			*294*		*4,458.76*		***4,468.80***	*10 04*	***119***	2 63
FIRSTENERGY CORP	FE	12/12/08	80	53.8900	4,311.20	41.7600	3,340.80	(970 40)	176	5.26
		01/08/10	5	45 8600	229.30	41.7600	208.80	(20.50)	11	5.26
		11/22/10	10	35.7900	357 90	41.7600	417 60	59 70	22	5.26
Subtotal			*95*		*4,898.40*		***3,967.20***	*(931.20)*	***209***	5 26
GENERAL ELECTRIC	GE	05/25/04	280	31.4000	8,792 00	20.9900	5,877.20	(2,914.80)	213	3 62
		09/18/08	55	23 1667	1,274.17	20.9900	1,154.45	(119 72)	42	3 62
		09/22/08	50	26 8978	1,344 89	20.9900	1,049 50	(295 39)	38	3.62
		12/14/10	97	17.8008	1,726.68	20 9900	2,036 03	309.35	74	3.62
Subtotal			*482*		*13,137.74*		***10,117.18***	*(3,020 56)*	***367***	3 62
GENERAL MILLS	GIS	03/31/09	103	25.1669	2,592.20	40.4200	**4,163.26**	1,571.06	**136**	3 26

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
GENL DYNAMICS CORP COM	GD	12/12/08	72	53 0066	3,816.48	69.2700	4,987.44	1,170.96	147	2.94
		11/22/10	5	66 0000	330.00	69.2700	346.35	16.35	11	2 94
Subtotal			*77*		*4,146.48*		***5,333.79***	*1,187.31*	***158***	*2.94*
HOME DEPOT INC	HD	04/09/10	137	33.1883	4,546 81	61 8500	8,473.45	3,926.64	159	1.87
		11/22/10	10	31 1200	311 20	61.8500	618.50	307.30	12	1.87
Subtotal			*147*		*4,858 01*		***9,091.95***	*4,233.94*	***171***	*1.87*
HONEYWELL INTL INC DEL	HON	04/06/11	69	58.9714	4,069 03	63.4700	**4,379.43**	310.40	**114**	2.58
INTEL CORP	INTC	09/16/09	206	19 7069	4,059 64	20.6200	4,247.72	188 08	186	4.36
		11/22/10	20	21.1300	422.60	20.6200	412 40	(10 20)	18	4.36
Subtotal			*226*		*4,482 24*		***4,660.12***	*177.88*	***204***	*4.36*
INTL BUSINESS MACHINES	IBM	06/24/08	15	123 5546	1,853.32	191.5500	2,873.25	1,019.93	51	1.77
CORP IBM		07/08/08	5	123 2740	616.37	191.5500	957 75	341.38	17	1.77
		12/12/08	30	80 0100	2,400.30	191 5500	5,746.50	3,346.20	102	1.77
		01/08/10	5	130.0500	650.25	191.5500	957.75	307 50	17	1.77
Subtotal			*55*		*5,520.24*		***10,535.25***	*5,015.01*	***187***	*1.77*
JOHNSON AND JOHNSON COM	JNJ	08/16/06	5	64.7400	323.70	70 1000	350 50	26 80	13	3.48
		04/12/07	20	61.8400	1,236 80	70.1000	1,402 00	165 20	49	3.48
		02/24/09	32	54.6843	1,749 90	70.1000	2,243 20	493 30	79	3.48
		11/22/10	5	63 4700	317.35	70 1000	350 50	33.15	13	3.48
		05/17/11	25	66.3776	1,659.44	70 1000	1,752.50	93.06	61	3 48
		08/29/12	22	67.7272	1,490 00	70 1000	1,542.20	52 20	54	3 48
Subtotal			*109*		*6,777.19*		***7,640.90***	*863 71*	***269***	*3.48*
JOHNSON CONTROLS INC	JCI	03/14/11	77	40 5427	3,121.79	30 6700	2,361 59	(760.20)	59	2.47
		03/15/11	22	39.0513	859.13	30 6700	674.74	(184 39)	17	2 47
Subtotal			99		*3,980.92*		***3,036.33***	*(944.59)*	***76***	*2.47*

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
JPMORGAN CHASE & CO	JPM	09/19/08	45	45.5040	2,047.68	43 9691	1,978 61	(69.07)	54	2.72
		12/12/08	280	29 5190	8,265 32	43.9691	12,311.35	4,046 03	336	2.72
		05/05/09	34	35.0314	1,191.07	43 9691	1,494.95	303.88	41	2.72
		11/22/10	35	38.5200	1,348 20	43.9691	1,538.92	190.72	42	2.72
Subtotal			394		12,852.27		**17,323.83**	4,471.56	**473**	2.72
KIMBERLY CLARK	KMB	04/12/07	12	69 6000	835.20	84.4300	1,013 16	177 96	36	3 50
		06/19/07	5	68 4720	342.36	84 4300	422 15	79.79	15	3 50
		12/12/08	40	50 6700	2,026 80	84.4300	3,377.20	1,350.40	119	3.50
		01/08/10	5	62.2200	311.10	84.4300	422 15	111 05	15	3 50
		11/22/10	5	61.8500	309.25	84 4300	422 15	112 90	15	3 50
Subtotal			67		3,824.71		**5,656.81**	1,832.10	**200**	3 50
LIMITED BRANDS INC	LTD	02/17/11	121	33.2129	4,018.77	47.0600	5,694.26	1,675 49	121	2 12
		08/23/11	45	35.3195	1,589.38	47.0600	2,117.70	528 32	45	2.12
Subtotal			166		5,608.15		**7,811.96**	2,203.81	**166**	2 12
LORILLARD INC	LO	03/05/09	50	57.1760	2,858.80	116.6700	5,833.50	2,974.70	310	5 31
		01/08/10	5	77.3600	386.80	116.6700	583.35	196.55	31	5.31
Subtotal			55		3,245.60		**6,416.85**	3,171.25	**341**	5 31
MARATHON OIL CORP	MRO	04/22/05	8	14 2775	114.22	30.6600	245 28	131 06	6	2 21
		03/15/06	20	22.1655	443.31	30.6600	613.20	169.89	14	2.21
		06/19/07	5	38.6580	193 29	30.6600	153.30	(39 99)	4	2 21
		12/12/08	100	14.6261	1,462.61	30 6600	3,066 00	1,603.39	68	2.21
		11/22/10	15	20.3346	305.02	30 6600	459 90	154.88	11	2.21
Subtotal			148		2,518.45		**4,537.68**	2,019.23	**103**	2.21

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
MARATHON PETROLEUM CORP	MPC	04/22/05	4	19.3150	77.26	63.0000	252.00	174 74	6	2.22
		03/15/06	10	29 9880	299 88	63 0000	630 00	330 12	14	2.22
		06/19/07	2	52 3000	104.60	63.0000	126 00	21 40	3	2.22
		12/12/08	50	19 7876	989.38	63.0000	3,150 00	2,160 62	70	2.22
		11/22/10	8	29 0587	232.47	63.0000	504.00	271 53	12	2.22
Subtotal			*74*		*1,703.59*		***4,662.00***	*2,958.41*	***105***	*2.22*
MCDONALDS CORP COM	MCD	04/12/07	6	46.7300	280.38	88.2100	529.26	248.88	19	3.49
		07/09/08	10	59.3320	593.32	88 2100	882 10	288 78	31	3.49
		12/12/08	105	59 9419	6,293.90	88 2100	9,262 05	2,968.15	324	3.49
		11/22/10	10	79.2900	792.90	88.2100	882.10	89.20	31	3.49
Subtotal			*131*		*7,960.50*		***11,555.51***	*3,595.01*	***405***	*3.49*
MEADWESTVACO CORP	MWV	12/12/08	165	9.7729	1,612.54	31 8700	**5,258.55**	3,646 01	**165**	3.13
MERCK AND CO INC SHS	MRK	12/12/08	115	26.4594	3,042 84	40.9400	4,708.10	1,665 26	198	4.20
		01/05/10	44	37 2536	1,639.16	40.9400	1,801.36	162.20	76	4.20
		01/08/10	10	37.8500	378 50	40.9400	409.40	30.90	18	4.20
		11/22/10	10	35.3500	353.50	40.9400	409.40	55 90	18	4.20
Subtotal			*179*		*5,414.00*		***7,328.26***	*1,914.26*	***310***	*4.20*
MICROSOFT CORP	MSFT	07/15/10	129	25 6316	3,306 48	26.7097	3,445.55	139 07	119	3.44
		12/07/11	84	25.5657	2,147.52	26.7097	2,243.61	96.09	78	3.44
Subtotal			*213*		*5,454.00*		***5,689.16***	*235 16*	***197***	*3.44*
NEXTERA ENERGY INC SHS	NEE	12/09/05	75	42.6568	3,199.26	69 1900	5,189.25	1,989.99	180	3.46
		10/15/07	5	63 0760	315.38	69 1900	345 95	30 57	12	3.46
		10/16/07	20	63.3930	1,267.86	69 1900	1,383 80	115 94	48	3.46
		10/17/07	15	63.4313	951.47	69.1900	1,037.85	86 38	36	3.46
		01/08/10	5	53.0000	265 00	69.1900	345 95	80 95	12	3.46
		11/22/10	10	51.6000	516.00	69 1900	691 90	175 90	24	3.46
Subtotal			*130*		*6,514.97*		***8,994.70***	*2,479.73*	***312***	*3.46*

THE HODGES FOUNDATION

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
NORTHEAST UTILITIES COM	NU	12/12/08	125	23.3148	2,914 35	39 0800	**4,885.00**	1,970.65	**172**	3.51
NORTHROP GRUMMAN CORP	NOC	12/12/08	70	36.1400	2,529 80	67.5800	4,730 60	2,200.80	154	3.25
		11/22/10	5	56.1600	280.80	67.5800	337.90	57.10	11	3.25
Subtotal			75		2,810.60		**5,068.50**	2,257.90	**165**	3.25
OCCIDENTAL PETE CORP CAL	OXY	04/12/07	22	50.4700	1,110.34	76.6100	1,685.42	575.08	48	2.81
		09/18/07	10	63.8800	638.80	76.6100	766 10	127.30	22	2.81
		09/19/07	30	65.3830	1,961.49	76.6100	2,298.30	336.81	65	2.81
		01/25/08	10	64 8120	648 12	76.6100	766.10	117.98	22	2 81
		12/12/08	20	54.7600	1,095.20	76.6100	1,532.20	437.00	44	2.81
		01/08/10	5	82.3900	411.95	76.6100	383.05	(28.90)	11	2.81
		11/22/10	5	88 0400	440.20	76 6100	383.05	(57.15)	11	2.81
Subtotal			102		6,306.10		**7,814.22**	1,508.12	**223**	2.81
PEABODY ENERGY CORP COM	BTU	12/12/08	85	23 5300	2,000 05	26.6100	**2,261.85**	261.80	**29**	1.27
PFIZER INC	PFE	01/31/05	5	24.0500	120.25	25 0793	125.40	5 15	5	3.82
		03/15/06	20	26.0100	520 20	25 0793	501 59	(18.61)	20	3 82
		04/25/06	5	24.7480	123.74	25.0793	125.40	1.66	5	3.82
		04/26/06	30	24.9690	749 07	25.0793	752.38	3.31	29	3.82
		04/28/06	35	25.1485	880.20	25.0793	877 78	(2 42)	34	3 82
		08/16/06	20	26.7800	535.60	25 0793	501 59	(34 01)	20	3.82
		04/12/07	100	26.3600	2,636.00	25 0793	2,507 93	(128 07)	96	3 82
		06/19/07	10	26.2600	262.60	25.0793	250 79	(11.81)	10	3.82
		10/19/09	82	17.5150	1,436 23	25 0793	2,056 50	620.27	79	3.82
Subtotal			307		7,263.89		**7,699.36**	435.47	**298**	3.82

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
PHILIP MORRIS INTL INC	PM	07/14/08	45	53 5035	2,407 66	83.6400	3,763.80	1,356.14	153	4.06
		09/11/08	25	54 4900	1,362.25	83.6400	2,091.00	728 75	85	4 06
		12/12/08	75	41 3300	3,099.75	83.6400	6,273.00	3,173 25	255	4 06
		01/08/10	5	49.1200	245 60	83.6400	418 20	172 60	17	4 06
		11/22/10	10	59 2300	592.30	83.6400	836.40	244.10	34	4 06
Subtotal			*160*		*7,707 56*		***13,382.40***	*5,674.84*	***544***	*4.06*
PHILLIPS 66 SHS	PSX	02/28/06	5	27.8740	139 37	53.1000	265 50	126 13	5	1 88
		03/15/06	3	28.1366	84.41	53.1000	159 30	74 89	3	1 88
		08/16/06	2	30.4100	60.82	53 1000	106 20	45.38	2	1 88
		04/12/07	8	31.9012	255.21	53 1000	424.80	169.59	8	1 88
		12/12/08	27	23.7574	641.45	53.1000	1,433.70	792.25	27	1.88
Subtotal			*45*		*1,181.26*		***2,389.50***	*1,208.24*	***45***	*1.88*
PRAXAIR INC	PX	12/12/08	65	54 5200	3,543.80	109.4500	**7,114.25**	3,570.45	**143**	2 01
PROCTER & GAMBLE CO	PG	12/12/08	122	57 9095	7,064.97	67 8900	8,282 58	1,217 61	275	3.31
		01/08/10	5	60.2600	301.30	67.8900	339 45	38.15	12	3.31
		11/22/10	15	63 6500	954.75	67.8900	1,018.35	63.60	34	3.31
Subtotal			*142*		*8,321.02*		***9,640.38***	*1,319.36*	***321***	*3.31*
PRUDENTIAL FINANCIAL INC	PRU	06/10/10	57	57 1414	3,257.06	53.3300	3,039.81	(217.25)	92	3.00
		08/29/12	50	54 5978	2,729.89	53.3300	2,666.50	(63.39)	80	3.00
Subtotal			*107*		*5,986.95*		***5,706.31***	*(280.64)*	***172***	*3.00*
PUB SVC ENTERPRISE GRP	PEG	03/06/09	107	25 1300	2,688.92	30.6000	3,274.20	585 28	152	4.64
		11/22/10	15	30 6900	460.35	30.6000	459.00	(1 35)	22	4.64
Subtotal			*122*		*3,149 27*		***3,733.20***	*583 93*	***174***	*4.64*
RAYTHEON CO DELAWARE NEW	RTN	03/25/08	25	64.4284	1,610.71	57.5600	1,439.00	(171.71)	50	3.47
		12/12/08	115	49.9519	5,744.47	57.5600	6,619.40	874.93	230	3.47
		11/22/10	20	46.3800	927.60	57 5600	1,151.20	223.60	40	3 47
Subtotal			*160*		*8,282.78*		***9,209.60***	*926.82*	***320***	*3.47*

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EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
RIO TINTO PLC SPNSRD ADR	RIO	12/12/08	84	16.4270	1,379.87	58.0900	4,879 56	3,499 69	140	2.84
		11/22/10	15	67.0900	1,006.35	58.0900	871.35	(135.00)	25	2.84
Subtotal			99		2,386.22		**5,750.91**	3,364.69	**165**	2.84
SCHLUMBERGER LTD	SLB	02/06/07	3	65 0800	195.24	69.2986	207.90	12.66	4	1 58
		04/12/07	20	73 1800	1,463.60	69.2986	1,385 97	(77.63)	22	1.58
		11/24/08	20	46 2380	924.76	69 2986	1,385.97	461.21	22	1.58
		12/12/08	20	40.0700	801.40	69.2986	1,385.97	584.57	22	1.58
		11/22/10	10	74.9100	749 10	69.2986	692.99	(56 11)	11	1.58
Subtotal			73		4,134.10		**5,058.80**	924.70	**81**	1.58
SEMPRA ENERGY	SRE	10/05/09	13	50.2953	653.84	70.9400	922 22	268 38	32	3 38
		10/06/09	47	50 9951	2,396.77	70.9400	3,334.18	937.41	113	3.38
		11/22/10	5	50 3500	251.75	70 9400	354 70	102 95	12	3.38
Subtotal			65		3,302.36		**4,611.10**	1,308 74	**157**	3 38
SOUTHERN COMPANY	SO	12/12/08	160	36.2595	5,801.52	42.8100	**6,849.60**	1,048.08	**314**	4 57
TORONTO DOMINION BANK	TD	07/27/11	49	81.5675	3,996 81	84 3300	4,132.17	135.36	153	3 68
		08/30/12	22	81.3709	1,790.16	84.3300	1,855 26	65.10	69	3 68
Subtotal			71		5,786.97		**5,987.43**	200.46	**222**	3 68
TOTAL S.A. SP ADR	TOT	12/27/07	10	82.3690	823 69	52.0100	520 10	(303 59)	26	4 81
		01/03/08	15	84.7386	1,271 08	52.0100	780 15	(490 93)	38	4.81
		08/21/08	21	73.2347	1,537.93	52.0100	1,092 21	(445.72)	53	4.81
		12/12/08	95	53.0500	5,039.75	52.0100	4,940 95	(98.80)	239	4 81
		01/08/10	5	65 8800	329.40	52.0100	260 05	(69.35)	13	4 81
		11/22/10	10	52 1400	521.40	52.0100	520.10	(1.30)	26	4 81
Subtotal			156		9,523.25		**8,113.56**	(1,409.69)	**395**	4 81

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December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
TRAVELERS COS INC	TRV	01/31/05	15	37.4433	561.65	71.8200	1,077 30	515.65	28	2.56
		03/15/06	10	43 1000	431 00	71.8200	718 20	287 20	19	2.56
		08/16/06	10	44 2500	442.50	71.8200	718 20	275.70	19	2 56
		04/12/07	15	53 0500	795.75	71 8200	1,077.30	281 55	28	2 56
		06/19/07	5	53.2040	266 02	71 8200	359.10	93.08	10	2 56
		01/05/09	115	44 7515	5,146 43	71 8200	8,259 30	3,112.87	212	2 56
		11/22/10	10	54 8900	548.90	71.8200	718 20	169.30	19	2.56
Subtotal			*180*		*8,192.25*		***12,927.60***	*4,735.35*	***335***	*2 56*
UNILEVER NV NY REG SHS	UN	12/12/08	255	23.1400	5,900.70	38.3000	9,766.50	3,865 80	266	2 72
		01/08/10	10	31 6000	316.00	38 3000	383 00	67.00	11	2.72
		11/22/10	25	30.7300	768 25	38 3000	957.50	189 25	27	2 72
Subtotal			*290*		*6,984 95*		***11,107.00***	*4,122.05*	***304***	*2 72*
UNITED TECHS CORP COM	UTX	10/13/08	35	52.2174	1,827.61	82 0100	2,870.35	1,042.74	75	2 60
		12/12/08	65	47 4200	3,082.30	82 0100	5,330.65	2,248.35	140	2.60
		05/05/09	34	51 6002	1,754.41	82 0100	2,788.34	1,033.93	73	2 60
		11/22/10	10	74 7300	747.30	82.0100	820 10	72 80	22	2.60
Subtotal			*144*		*7,411 62*		***11,809.44***	*4,397.82*	***310***	*2.60*
US BANCORP (NEW)	USB	12/12/08	240	24.9495	5,987.88	31.9400	**7,665.60**	1,677 72	**188**	2.44
V F CORPORATION	VFC	03/05/09	61	48.1711	2,938 44	150 9700	9,209 17	6,270 73	213	2.30
		11/22/10	5	82.2700	411.35	150.9700	754 85	343 50	18	2.30
Subtotal			*66*		*3,349.79*		***9,964.02***	*6,614.23*	***231***	*2.30*
VERIZON COMMUNICATNS COM	VZ	04/12/07	11	34.8245	383.07	43.2700	475.97	92 90	23	4.76
		10/27/08	55	26 3634	1,449.99	43.2700	2,379.85	929.86	114	4.76
		12/12/08	240	30.2664	7,263.95	43 2700	10,384.80	3,120 85	495	4.76
		01/08/10	15	29.6773	445.16	43 2700	649 05	203 89	31	4.76
		11/22/10	25	32.5300	813.25	43.2700	1,081.75	268.50	52	4.76
Subtotal			*346*		*10,355.42*		***14,971.42***	*4,616.00*	***715***	*4 76*

THE HODGES FOUNDATION

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012- December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
VODAFONE GROP PLC SP ADR	VOD	04/12/07	21	27 4300	576 03	25.1900	528.99	(47 04)	32	5.95
		06/19/07	5	31 7620	158.81	25.1900	125.95	(32.86)	8	5.95
		02/11/08	10	33 1800	331.80	25.1900	251 90	(79 90)	15	5.95
		07/29/08	9	26.5733	239.16	25 1900	226 71	(12.45)	14	5.95
		12/12/08	130	19.1100	2,484.30	25 1900	3,274 70	790.40	195	5 95
Subtotal			*175*		*3,790.10*		***4,408.25***	*618 15*	***264***	*5.95*
WAL-MART STORES INC	WMT	06/12/08	20	59 5015	1,190.03	68.2300	1,364 60	174 57	32	2.33
		06/24/08	15	57.6460	864.69	68.2300	1,023 45	158.76	24	2 33
		06/27/08	20	56.9735	1,139.47	68.2300	1,364 60	225.13	32	2 33
		07/09/08	10	58.4360	584 36	68.2300	682.30	97 94	16	2.33
		09/11/08	5	62.4580	312.29	68.2300	341.15	28.86	8	2 33
		12/12/08	25	54.4900	1,362.25	68.2300	1,705.75	343.50	40	2.33
Subtotal			*95*		*5,453.09*		***6,481.85***	*1,028 76*	***152***	*2.33*
WELLS FARGO & CO NEW DEL	WFC	07/17/08	15	26 8700	403.05	34 1800	512 70	109 65	14	2 57
		07/17/08	50	27.6464	1,382.32	34 1800	1,709 00	326 68	44	2 57
		12/12/08	320	25.9673	8,309 54	34 1800	10,937 60	2,628.06	282	2 57
		11/22/10	40	27.1300	1,085 20	34 1800	1,367.20	282 00	36	2 57
Subtotal			*425*		*11,180 11*		***14,526.50***	*3,346.39*	***376***	*2.57*
WEYERHAEUSER CO	WY	12/12/08	110	35 3944	3,893 39	27.8200	3,060.20	(833.19)	75	2.44
		09/02/10	158	15 5400	2,455.32	27.8200	4,395 56	1,940 24	108	2 44
Subtotal			*268*		*6,348.71*		***7,455.76***	*1,107.05*	***183***	*2 44*
3M COMPANY	MMM	06/30/09	61	59 9840	3,659.03	92.8500	5,663 85	2,004 82	144	2.54
		11/22/10	5	84.3500	421.75	92.8500	464 25	42 50	12	2 54
Subtotal			*66*		*4,080.78*		***6,128.10***	*2,047.32*	***156***	*2.54*
TOTAL					410,632.24		**574,471.25**	163,839.01	**18,034**	3 14
TOTAL PRINCIPAL INVESTMENTS					783,263.99		**971,995.25**	188,731.26	**29,789**	3 06

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

Notes

Δ Debt Instruments purchased at a premium show amortization θ Debt Instruments purchased at a discount show accretion

[1] Some agency securities are not backed by the full faith and credit of the United States government

< Derived from Moody's and/or S & P ratings for other debt securities of this issuer and provided by a third party vendor.

For Credit Ratings: S&P and Moody's provide credit ratings on the credit quality of certain bonds and preferred stocks For a credit enhanced security, Moody's and S&P publish and provide third party vendors the higher of the rating on the credit enhancer (guarantor) or the stand alone rating on the underlying security.

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est Annual Yield%
CASH	302 32	302 32		**302.32**		
BIF MONEY FUND	7,981.00	7,981.00	1.0000	**7,981.00**	**3**	.04
TOTAL		8,283.32		**8,283.32**	**3**	.04
TOTAL INCOME INVESTMENTS		8,283.32		**8,283.32**	**3**	.04

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL PRINCIPAL/INCOME INVESTMENTS	791,547.31	**980,278.57**	188,731 26	3,530.45	**29,792**	3.04

YOUR TRUST MANAGEMENT ACCOUNT TRANSACTIONS

DIVIDENDS/INTEREST INCOME TRANSACTIONS

Date	Transaction Type	Quantity	Description	Income Cash	Principal Cash	Income Year To Date
12/06	Accrued Int		CHEVRON CORP GLB 01.104% DEC 05 2017 BUY ACCRUED INT	(49)		

YOUR EMA BANK DEPOSIT INTEREST SUMMARY

December 01, 2012 - December 31, 2012

Money Account Description	Opening Balance	Average Deposit Balance	Current Yield%	Interest on Deposits	Closing Balance
FIA Card Services, N.A.	83,531	72,198	02	1.22	32,232
TOTAL ML Bank Deposit Program	83,531			1.22	**32,232**

YOUR EMA ASSETS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	1.01	1 01		**1.01**		
ML BANK DEPOSIT PROGRAM	32,232.00	32,232.00	1 0000	**32,232.00**	6	.02
TOTAL		32,233.01		**32,233.01**	6	02

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
CVS CAREMARK CORP	CVS	04/24/00	1,330	1.7697	2,353 77	48.3500	64,305.50	61,951.73	1,197	1 86
		04/27/00	1,670	1.7993	3,004.88	48.3500	80,744.50	77,739.62	1,503	1.86
		04/05/01	400	29.1737	11,669.50	48.3500	19,340 00	7,670.50	360	1 86
		05/25/04	600	20.3566	12,214.00	48.3500	29,010.00	16,796.00	540	1.86
Subtotal			*4,000*		*29,242.15*		***193,400.00***	*164,157.85*	***3,600***	***1.86***
TOTAL					29,242.15		193,400.00	164,157.85	3,600	1.86

RESEARCH RATINGS

Security	Symbol	BofAML Research	Morningstar	S&P
CVS CAREMARK CORP	CVS	Buy (B17)	Hold	Buy

PLEASE REFER TO THE BACK OF YOUR STATEMENT FOR A GUIDE TO BofAML AND THIRD PARTY RESEARCH RATINGS.

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THE HODGES FOUNDATION

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	5,000.40	5,000.40		**5,000.40**		
BIF MONEY FUND	87 00	87.00	1.0000	**87.00**		04
TOTAL		5,087.40		**5,087.40**		.03
TOTAL PRINCIPAL INVESTMENTS		5,087 40		**5,087.40**		

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0 25	0 25		**.25**		
TOTAL INCOME INVESTMENTS		0 25		**.25**		

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL PRINCIPAL/INCOME INVESTMENTS	5,087.65	**5,087.65**				

YOUR TRUST MANAGEMENT ACCOUNT TRANSACTIONS

DIVIDENDS/INTEREST INCOME TRANSACTIONS

Date	Transaction Type	Quantity	Description	Income Cash	Principal Cash	Income Year To Date
12/31	Cash Dividend		BIF MONEY FUND DIVIDEND PAY DATE 12/31/2012 FROM 11-30 THRU 12-31	.09		
	Subtotal (Taxable Dividends)			.09		.09

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	166
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	180,519	122,420	58,099
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improve-ments	Depreciation	Adjustments	Net Gain or Loss
1	X	ACCO BRANDS CORP	00081T108			12/12/2008		5/17/2012	4	2				0	2
2	X	ACCO BRANDS CORP	00081T108			12/12/2008		7/30/2012	459	201				0	258
3	X	ABBOTT LABS	002824100			5/24/2006		8/29/2012	329	209				0	120
4	X	ABBOTT LABS	002824100			4/12/2007		8/29/2012	132	115				0	17
5	X	ABBOTT LABS	002824100			5/1/2006		8/29/2012	197	128				0	69
6	X	ABBOTT LABS	002824100			12/1/2006		8/29/2012	329	234				0	95
7	X	ABBOTT LABS	002824100			8/16/2006		8/29/2012	329	246				0	83
8	X	BHP BILLITON LTD ADR	088606108			12/12/2008		3/14/2012	2,875	1,564				0	1,311
9	X	CAMECO CORP COM	13321L108			12/12/2008		9/17/2012	1,147	918				0	229
10	X	CAMECO CORP COM	13321L108			12/12/2008		9/18/2012	1,196	953				0	243
11	X	FEDERAL NATL MTG ASSOC	31398AUJ9			2/11/2011		6/12/2012	13,493	13,287				0	206
12	X	FEDERAL NATL MTG ASSOC	31398AUJ9			2/11/2011		8/2/2012	12,422	12,240				0	182
13	X	IBM CORP	459200BA8			3/25/2011		11/29/2012	14,000	14,000				0	0
14	X	KIMBERLY CLARK	494368103			8/16/2006		3/14/2012	363	308				0	55
15	X	KIMBERLY CLARK	494368103			4/12/2007		3/14/2012	218	209				0	9
16	X	KIMBERLY CLARK	494368103			3/15/2006		3/14/2012	726	590				0	136
17	X	PEPSICO INC	713448BH0			12/16/2008		6/12/2012	5,821	5,120				0	701
18	X	PEPSICO INC	713448BH0			1/8/2010		6/12/2012	1,164	1,044				0	120
19	X	PEPSICO INC	713448BH0			12/16/2010		6/12/2012	1,164	1,070				0	94
20	X	PEPSICO INC	713448BH0			3/3/2011		6/12/2012	6,985	6,446				0	539
21	X	PHILLIPS 66 SHS	718546104			12/12/2008		5/24/2012	16	12				0	4
22	X	PRAXAIR INC	74005P104			12/12/2008		3/15/2012	1,655	819				0	836
23	X	U S TREASURY BOND	912810QA9			3/3/2011		2/24/2012	13,004	9,862				0	3,142
24	X	U S TREASURY BOND	912810QD3			2/11/2011		2/27/2012	8,846	6,632				0	2,214
25	X	U S TREASURY NOTE	912828LK4			2/11/2011		2/27/2012	5,250	5,092				0	158
26	X	U S TREASURY NOTE	912828MP2			3/16/2010		2/27/2012	6,957	5,973				0	984
27	X	U S TREASURY NOTE	912828MP2			12/16/2010		2/27/2012	1,159	1,016				0	143
28	X	U S TREASURY NOTE	912828MP2			3/3/2011		2/27/2012	4,637	4,066				0	571
29	X	U S TREASURY NOTE	912828NZ9			10/28/2010		9/10/2012	6,166	6,003				0	163
30	X	U S TREASURY NOTE	912828NZ9			10/28/2010		10/26/2012	4,098	4,002				0	96
31	X	U S TREASURY NOTE	912828RM4			11/17/2011		8/2/2012	2,044	2,011				0	33
32	X	U S TREASURY NOTE	912828SW1			6/12/2012		7/16/2012	7,003	6,996				0	7
33	X	U S TREASURY NOTE	912828SW1			6/12/2012		8/2/2012	8,004	7,996				0	8
34	X	VERIZON COMMUNICATNS C(	92343V104			3/15/2006		3/14/2012	396	310				0	86
35	X	VERIZON COMMUNICATNS C(	92343V104			5/24/2006		3/14/2012	198	139				0	59
36	X	VERIZON COMMUNICATNS C(	92343V104			4/12/2007		3/14/2012	949	837				0	112
37	X	CVS CAREMARK CORP	126650100			4/24/2000		10/18/2012	46,618	1,770					44,848

Part I, Line 11 (990-PF) - Other Income

		3,945	3,945	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Other Taxable Income	3,945	3,945	

Part I, Line 16b (990-PF) - Accounting Fees

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		2,500	0	0	2,500
	Description				
1	Tax Prep Fees	2,500			2,500

Part I, Line 16c (990-PF) - Other Professional Fees

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		12,612	7,567	0	5,045
	Description				
1	MERRILL LYNCH FEES AS AGENT	12,462	7,477		4,985
2	CMA ANNUAL FEE	150	90		60

Part I, Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		3,035	306	0	0
1	Foreign Tax Withheld	306	306		
2	PY Excise Tax Due	2,161			
3	Estimated Excise Payments	568			

Part I, Line 23 (990-PF) - Other Expenses

		4,924	1,670	0	3,254
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	5	5		
2	PAN AMERICAN INSURANCE POLICY PREMIUM	2,500			2,500
3	PARTNERSHIP DEDUCTION	1,665	1,665		
4	OTHER MISC FEES	754			754

Part II, Line 15 (990-PF) - Other Assets

		Book Value Beg of Year	Book Value End of Year	FMV End of Year
		12,090	14,950	14,950
	Asset Description			
1	LIFE INSURANCE POLICY	12,090	14,950	14,950

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	Purchase of Accrued Interest c/o from PY	1	242
2	Cost Basis Adjustment	2	5,594
3	Total	3	5,836

Line 5 - Decreases not included in Part III, Line 2

1	Bond Amortization	1	2,339
2	Purchase of Accrued Interest c/o to Next Year	2	456
3	Total	3	2,795

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	166
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						180,353	0	0	122,420	57,933	0	0	0	57,933
1	ACCO BRANDS CORP	00081T108		12/12/2008	5/17/2012	4		0	2	2	0	0	0	2
2	ACCO BRANDS CORP	00081T108		12/12/2008	7/30/2012	459		0	201	258	0	0	0	258
3	ABBOTT LABS	002824100		5/24/2006	8/29/2012	329		0	209	120	0	0	0	120
4	ABBOTT LABS	002824100		4/12/2007	8/29/2012	132		0	115	17	0	0	0	17
5	ABBOTT LABS	002824100		5/1/2006	8/29/2012	197		0	128	69	0	0	0	69
6	ABBOTT LABS	002824100		12/1/2006	8/29/2012	329		0	234	95	0	0	0	95
7	ABBOTT LABS	002824100		8/16/2006	8/29/2012	329		0	246	83	0	0	0	83
8	BHP BILLITON LTD ADR	088606108		12/12/2008	3/14/2012	2,875		0	1,564	1,311	0	0	0	1,311
9	CAMECO CORP COM	13321L108		12/12/2008	9/17/2012	1,147		0	918	229	0	0	0	229
10	CAMECO CORP COM	13321L108		12/12/2008	9/18/2012	1,196		0	953	243	0	0	0	243
11	FEDERAL NATL MTG ASSOC	31398AUJ9		2/11/2011	6/12/2012	13,493		0	13,287	206	0	0	0	206
12	FEDERAL NATL MTG ASSOC	31398AUJ9		2/11/2011	8/2/2012	12,422		0	12,240	182	0	0	0	182
13	IBM CORP	459200BA8		3/25/2011	11/29/2012	14,000		0	14,000	0	0	0	0	0
14	KIMBERLY CLARK	494368103		8/16/2006	3/14/2012	363		0	308	55	0	0	0	55
15	KIMBERLY CLARK	494368103		4/12/2007	3/14/2012	218		0	209	9	0	0	0	9
16	KIMBERLY CLARK	494368103		3/15/2006	3/14/2012	726		0	590	136	0	0	0	136
17	PEPSICO INC	713448BH0		12/16/2008	6/12/2012	5,821		0	5,120	701	0	0	0	701
18	PEPSICO INC	713448BH0		1/8/2010	6/12/2012	1,164		0	1,044	120	0	0	0	120
19	PEPSICO INC	713448BH0		12/16/2010	6/12/2012	1,164		0	1,070	94	0	0	0	94
20	PEPSICO INC	713448BH0		3/3/2011	6/12/2012	6,985		0	6,446	539	0	0	0	539
21	PHILLIPS 66 SHS	718546104		12/12/2008	5/24/2012	16		0	12	4	0	0	0	4
22	PRAXAIR INC	74005P104		12/12/2008	3/15/2012	1,655		0	819	836	0	0	0	836
23	U S TREASURY BOND	912810QA9		3/3/2011	2/24/2012	13,004		0	9,862	3,142	0	0	0	3,142
24	U S TREASURY BOND	912810QD3		2/11/2011	2/27/2012	8 846		0	6,632	2,214	0	0	0	2,214
25	U S TREASURY NOTE	912828LK4		2/11/2011	2/27/2012	5,250		0	5,092	158	0	0	0	158
26	U S TREASURY NOTE	912828MP2		3/16/2010	2/27/2012	6,957		0	5,973	984	0	0	0	984
27	U S TREASURY NOTE	912828MP2		12/16/2010	2/27/2012	1,159		0	1,016	143	0	0	0	143
28	U S TREASURY NOTE	912828MP2		3/3/2011	2/27/2012	4,637		0	4 066	571	0	0	0	571
29	U S TREASURY NOTE	912828NZ9		10/28/2010	9/10/2012	6,166		0	6,003	163	0	0	0	163
30	U S TREASURY NOTE	912828NZ9		10/28/2010	10/26/2012	4,098		0	4,002	96	0	0	0	96
31	U S TREASURY NOTE	912828RM4		11/17/2011	8/2/2012	2,044		0	2,011	33	0	0	0	33
32	U S TREASURY NOTE	912828SW1		6/12/2012	7/16/2012	7,003		0	6,996	7	0	0	0	7
33	U S TREASURY NOTE	912828SW1		6/12/2012	8/2/2012	8,004		0	7,996	8	0	0	0	8
34	VERIZON COMMUNICATNS COM	92343V104		3/15/2006	3/14/2012	396		0	310	86	0	0	0	86
35	VERIZON COMMUNICATNS COM	92343V104		5/24/2006	3/14/2012	198		0	139	59	0	0	0	59
36	VERIZON COMMUNICATNS COM	92343V104		4/12/2007	3/14/2012	949		0	837	112	0	0	0	112
37	CVS CAREMARK CORP	126650100		4/24/2000	10/18/2012	46,618			1,770	44,848	0	0	0	44,848

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										0	0	0
1	EDDIE V HODGES, SR		PO BOX 193	COLEMAN	TX	76834		TRUSTEE	2 00		0	0
2	NELDA R HODGES		PO BOX 193	COLEMAN	TX	76834		TRUSTEE	1 00	0		

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	882
2	First quarter estimated tax payment	5/10/2012	2	284
3	Second quarter estimated tax payment	6/14/2012	3	284
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	
7	Total		7	1,450

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1.	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	61,014
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	61,014

Part XIII, Line 2b, Column B (990-PF) - Undistributed Income for Prior Years

1.	Undistributed income for the 3rd year 2010	1	7,250
2	Undistributed income for the 4th year 2009	2	
3	Undistributed income for the 5th year 2008	3	
4	Total	4	7,250