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Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation THE SUSAN VAUGHAN FOUNDATION, INC.		A Employer identification number 76-0285765						
Number and street (or P O box number if mail is not delivered to street address) LEGACY TRUST COMPANY C/O JENNIFER GROSVENOR 600 JEFFERSON STREET, SUITE 300		B Telephone number (see instructions) (713) 216-3447						
City or town, state, and ZIP code HOUSTON, TX 77002		C If exemption application is pending, check here ☐						
G Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ 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 ☐
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		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) \$ 22,941,991.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐						
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)								

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		547,249.	547,249.		ATCH 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-202,701.			
b Gross sales price for all assets on line 6a 14,668,982.					
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 2		-29,039.	9,071.		
12 Total. Add lines 1 through 11		315,509.	556,320.		
13 Compensation of officers, directors, trustees, etc.		117,909.	34,414.		83,495.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule) ATCH 3		7,421.	5,566.		1,855.
b Accounting fees (attach schedule) ATCH 4		31,700.	23,775.		7,925.
c Other professional fees (attach schedule) *		168,702.	168,702.		
17 Interest					
18 Taxes (attach schedule) (see instructions) ATCH 6		12,046.	9,408.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 7		50,606.	50,606.		
24 Total operating and administrative expenses. Add lines 13 through 23		388,384.	292,471.		93,275.
25 Contributions, gifts, grants paid		1,211,350.			1,211,350.
26 Total expenses and disbursements. Add lines 24 and 25		1,599,734.	292,471.	0	1,304,625.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-1,284,225.			
b Net investment income (if negative, enter -0-)			263,849.		
c Adjusted net income (if negative, enter -0-)					

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		1,304,639.	846,005.	846,005.
	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 ATCH 8		17,768.	15,130.	15,130.
	10 a	Investments - U S and state government obligations (attach schedule) **		2,063,090.	1,315,660.	1,455,781.
	b	Investments - corporate stock (attach schedule) ATCH 10		13,546,354.	12,498,659.	16,072,099.
	c	Investments - corporate bonds (attach schedule) ATCH 11		3,414,971.	4,425,235.	4,529,146.
	Liabilities	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) ▶				
15		Other assets (describe ▶ ATCH 12)		60,010.	23,830.	23,830.
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		20,406,832.	19,124,519.	22,941,991.
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (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		20,406,832.	19,124,519.	
	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				
	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)		20,406,832.	19,124,519.		
31	Total liabilities and net assets/fund balances (see instructions)		20,406,832.	19,124,519.		

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	20,406,832.
2	Enter amount from Part I, line 27a	2	-1,284,225.
3	Other increases not included in line 2 (itemize) ▶ ATCH 13	3	1,912.
4	Add lines 1, 2, and 3	4	19,124,519.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,124,519.

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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 PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(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			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	-202,701.	
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	1,238,136.	23,278,792.	0.053187
2010	816,339.	22,150,067.	0.036855
2009	1,029,861.	19,973,253.	0.051562
2008	1,416,839.	24,341,269.	0.058207
2007	1,481,024.	28,094,732.	0.052715
2 Total of line 1, column (d)			2 0.252526
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 0.050505
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 23,427,349.
5 Multiply line 4 by line 3			5 1,183,198.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,638.
7 Add lines 5 and 6			7 1,185,836.
8 Enter qualifying distributions from Part XII, line 4 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			8 1,304,625.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	2,638.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	2,638.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,638.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	13,303.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	13,303.
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	10,665.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 10,665. Refunded ☐ ☐	11	

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ LEGACY TRUST COMPANY Telephone no ☐ 713-216-3447			
Located at ☐ 600 JEFFERSON STREET, SUITE 300 HOUSTON, TX ZIP+4 ☐ 77002				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐			
and enter the amount of tax-exempt interest received or accrued during the year ☐ 15				
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X	No
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	X
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? ☐	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No		
If "Yes," list the years ☐		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) ☐	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ☐		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) ☐	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? ☐	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? ☐ Yes ☒ NoOrganizations 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? ☐ 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? ☐ Yes ☒ 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? ☐ Yes ☒ No**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
ATCH 14		117,909.	0	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 ☐

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (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 PROVIDE GRANTS TO SUPPORT RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY, AND EDUCATIONAL PURPOSES. THIS IS THE ONLY ACTIVITY OF THE FOUNDATION.	
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 NO PROGRAM RELATED INVESTMENTS	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	21,930,085.
b	Average of monthly cash balances	1b	1,795,657.
c	Fair market value of all other assets (see instructions)	1c	58,369.
d	Total (add lines 1a, b, and c)	1d	23,784,111.
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	23,784,111.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	356,762.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,427,349.
6	Minimum investment return. Enter 5% of line 5	6	1,171,367.

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	1,171,367.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,638.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,638.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,168,729.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,168,729.
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	1,168,729.

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	1,304,625.
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	1,304,625.
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	2,638.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,301,987.

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

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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				1,168,729.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 20 09 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008 149,232.				
c From 2009 34,470.				
d From 2010				
e From 2011 86,308.				
f Total of lines 3a through e 270,010.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,304,625.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				1,168,729.
e Remaining amount distributed out of corpus 135,896.				
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 5 405,906.				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
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 405,906.				
10 Analysis of line 9				
a Excess from 2008 149,232.				
b Excess from 2009 34,470.				
c Excess from 2010				
d Excess from 2011 86,308.				
e Excess from 2012 135,896.				

Form 990-PF (2012)

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

SUSAN MCASHAN

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

ATCH 15

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

APPLICATIONS ARE IN LETTER FORM

c Any submission deadlines

NO SUBMISSION DEADLINES

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

NO RESTRICTIONS

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year ATCH 16				
Total			▶ 3a	1,211,350.
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	547,249.	
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	-202,701.	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b ATCH 17 _____		-38,110.		9,071.	
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		-38,110.		353,619.	
13 Total. Add line 12, columns (b), (d), and (e)					315,509.

(See worksheet in line 13 instructions to verify calculations)

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)
▼	

[illegible]

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
188,690.		SEE ATTACHMENT D-1 PROPERTY TYPE: SECURITIES 202,564.				VARIOUS -13,874.	VARIOUS
1,793,704.		SEE ATTACHMENT D-1 PROPERTY TYPE: SECURITIES 1,624,031.				VARIOUS 169,673.	VARIOUS
991,662.		SEE ATTACHMENT D-2 PROPERTY TYPE: SECURITIES 942,519.				VARIOUS 49,143.	VARIOUS
1,834,518.		SEE ATTACHMENT D-2 PROPERTY TYPE: SECURITIES 1,503,176.				VARIOUS 331,342.	VARIOUS
765,166.		SEE ATTACHMENT D-3 PROPERTY TYPE: SECURITIES 773,925.				VARIOUS -8,759.	VARIOUS
3,532,280.		SEE ATTACHMENT D-3 PROPERTY TYPE: SECURITIES 3,496,249.				VARIOUS 36,031.	VARIOUS
946,487.		SEE ATTACHMENT D-4 PROPERTY TYPE: SECURITIES 964,689.				VARIOUS -18,202.	VARIOUS
2,742,936.		SEE ATTACHMENT D-5 PROPERTY TYPE: SECURITIES 2,732,704.				VARIOUS 10,232.	VARIOUS
1,864,323.		SEE ATTACHMENT D-5 PROPERTY TYPE: SECURITIES 1,716,602.				VARIOUS 147,721.	VARIOUS
		TAI CHI FUND LP PROPERTY TYPE: SECURITIES 723,536.				VARIOUS -723,536.	VARIOUS
		TAI CHI FUND LP PROPERTY TYPE: SECURITIES 191,688.				VARIOUS -191,688.	VARIOUS
9,216.		PTP BASIS ADJUSTMENTS PROPERTY TYPE: SECURITIES				VARIOUS 9,216.	VARIOUS
TOTAL GAIN (LOSS)						<u>-202,701.</u>	

THE SUSAN VAUGHAN FOUNDATION, INC.

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ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
COMMERCIAL BONDS AND U.S. INSTRUMENTS	150,926.	150,926.
DIVIDENDS	396,323.	396,323.
TOTAL	<u>547,249.</u>	<u>547,249.</u>

THE SUSAN VAUGHAN FOUNDATION, INC.

76-0285765

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PARTNERSHIP INCOME/LOSS	-29,039.	9,071.
TOTALS	<u>-29,039.</u>	<u>9,071.</u>

THE SUSAN VAUGHAN FOUNDATION, INC.

76-0285765

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	7,421.	5,566.		1,855.
TOTALS	<u>7,421.</u>	<u>5,566.</u>		<u>1,855.</u>

THE SUSAN VAUGHAN FOUNDATION, INC.

76-0285765

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
AUDIT AND TAX ACCOUNTING	31,700.	23,775.		7,925.
TOTALS	<u>31,700.</u>	<u>23,775.</u>		<u>7,925.</u>

THE SUSAN VAUGHAN FOUNDATION, INC.

76-0285765

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CYPRESS MANAGEMENT-INVESTMENT	42,755.	42,755.
JO HAMBRO MGT-INVESTMENT	62,207.	62,207.
STMM-INVESTMENT	7,754.	7,754.
FROST-INVESTMENT	20,780.	20,780.
CUSTODY FEE	22,043.	22,043.
LUTHER KING CAPITAL-INVESTMENT	13,163.	13,163.
TOTALS	<u>168,702.</u>	<u>168,702.</u>

THE SUSAN VAUGHAN FOUNDATION, INC.

76-0285765

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES	9,408.	9,408.
FEDERAL EXCISE TAX EXPENSE	2,638.	
TOTALS	<u>12,046.</u>	<u>9,408.</u>

THE SUSAN VAUGHAN FOUNDATION, INC.

76-0285765

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INSURANCE	9,597.	9,597.
MISCELLANEOUS EXPENSES	33,874.	33,874.
BOARD EXPENSE/TRAVEL	7,135.	7,135.
TOTALS	<u>50,606.</u>	<u>50,606.</u>

THE SUSAN VAUGHAN FOUNDATION, INC.

76-0285765

ATTACHMENT 8

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID INSURANCE	4,465.	4,465.
FEDERAL EXCISE TAX	10,665.	10,665.
TOTALS	<u>15,130.</u>	<u>15,130.</u>

THE SUSAN VAUGHAN FOUNDATION, INC.

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FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE STATEMENT 9-1	1,315,660.	1,455,781.
US OBLIGATIONS TOTAL	<u>1,315,660.</u>	<u>1,455,781.</u>

The Susan Vaughan Foundation, Inc.
 76-0285765
 December 31, 2012

		<u>Market</u>	<u>Cost</u>		
	U. S. GOVERNMENT BONDS & NOTES				

425000	UNITED STATES TREASURY NOTES	483,934.75	427,525.85	14,875.00	3.07
	DTD 02/15/2008 3.500% 02/15/2018				
200000	UNITED STATES TREASURY NOTES	199,876.00	199,414.73	250.00	0.13
	DTD 12/31/2011 0.125% 12/31/2013				
	TOTAL	683,810.75	626,940.58	15,125.00	2.21

The Susan Vaughan Foundation, Inc
76-0285765
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		<u>Market</u>	<u>Cost</u>		
	MORTGAGE SECURITIES				

231439.86	FED HOME LOAN MTGE CORP POOL #1N1417 30 YR GTD SINGLE FAMILY MORTGAGE DTD 04/01/2007 VAR CPN 02/01/2037 NON CALLABLE	246,279.78	246,736.58	5,452.72	2.21
	TOTAL	246,279.78	246,736.58	5,452.72	2.21
	FEDERAL AGENCIES				

100000	FEDERAL FARM CREDIT BANK DTD 01/09/2007 4.875% 01/17/2017 NON CALLABLE	117,127.00	98,677.37	4,875.00	4.16
100000	FEDERAL NATIONAL MORTGAGE ASSN DTD 04/16/2007 5.000% 05/11/2017 NON CALLABLE	118,326.00	99,595.46	5,000.00	4.23
150000	FEDERAL NATIONAL MORTGAGE ASSN DTD 06/08/2007 5.375% 06/12/2017 NON CALLABLE	180,372.00	150,055.46	8,062.50	4.47
	TOTAL	415,825.00	348,328.29	17,937.50	4.31

The Susan Vaughan Foundation, Inc.
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		<u>Market</u>	<u>Cost</u>		
	GOVERNMENT CMO'S AND REMICS				

2882.54	FEDERAL HOME LOAN MORTGAGE CORP CMO SER 3378 CL ME DTD 10/01/2007 5.500% 01/15/2023 NON CALLABLE	3,041.31	2,890.58	158.54	5.21
44644.4	UNITED STATES TREASURY NOTES TREASURY INFLATION INDEX DTD 07/15/2007 2.625% 07/15/2017	53,496.49	47,331.00	1,171.92	2.19
45882	UNITED STATES TREASURY NOTES TREASURY INFLATION INDEX DTD 01/15/2007 2.375% 01/15/2017	53,327.27	43,432.79	1,089.70	2.04
	TOTAL	109,865.07	93,654.37	2,420.16	2.20
	Grand Total	1,455,780.60	1,315,659.82		

THE SUSAN VAUGHAN FOUNDATION, INC.

76-0285765

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE STATEMENT 10-1	4,246,624.	6,790,428.
SEE STATEMENT 10-2	5,833,636.	6,664,848.
SEE STATEMENT 10-3	2,418,399.	2,616,823.
TOTALS	<u>12,498,659.</u>	<u>16,072,099.</u>

The Susan Vaughan Foundation, Inc.
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PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
	U. S. EQUITIES				

	U.S. COMMON STOCK				

600	AMAZON COM INC COM	150,522.00	57,206.84	0.00	0.00
1000	ANADARKO PETE CORP	74,310.00	71,647.51	360.00	0.48
3000	ANALOG DEVICES INC	126,180.00	46,957.87	3,600.00	2.85

The Susan Vaughan Foundation, Inc.
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PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
435	APPLE INC	231,495.26	88,540.37	4,611.00	1.99
1200	BRISTOL MYERS SQUIBB CO	39,108.00	42,672.00	1,680.00	4.30
900	CATERPILLAR INC	80,647.65	66,035.91	1,872.00	2.32
2400	CHEVRON CORPORATION	259,536.00	105,122.56	8,640.00	3.33
6000	COCA COLA CO	217,500.00	202,265.66	6,120.00	2.81
500	COLGATE PALMOLIVE CO	52,270.00	43,819.73	1,240.00	2.37
900	CONOCOPHILLIPS	52,191.00	48,905.16	2,376.00	4.55
400	CUMMINS INC COM	43,340.00	36,576.08	800.00	1.85
1300	DEERE & CO	112,346.00	96,658.30	2,392.00	2.13
1700	DU PONT E I DE NEMOURS & CO	76,463.45	77,370.83	2,924.00	3.82
2400	EMERSON ELEC CO	127,104.00	83,210.25	3,936.00	3.10
800	EOG RESOURCES INC	96,632.00	79,620.60	544.00	0.56
2900	EXXON MOBIL CORP	250,995.00	117,523.70	6,612.00	2.63
6000	GENERAL ELEC CO	125,940.00	205,516.00	4,560.00	3.62

The Susan Vaughan Foundation, Inc.
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PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
1400	GENERAL MLS INC	56,588.00	54,459.12	1,848.00	3.27
3000	HONEYWELL INTL INC	190,410.00	133,625.00	4,920.00	2.58
1000	J.P. MORGAN CHASE & CO	43,969.10	41,394.00	1,200.00	2.73
2600	JOHNSON & JOHNSON	182,260.00	85,498.60	6,344.00	3.48
1000	KINDER MORGAN INC	35,330.00	35,840.00	1,440.00	4.08
566	KRAFT FOODS GROUP INC	25,736.02	22,840.44	1,132.00	4.40
1700	LILLY ELI & CO	83,844.00	70,381.64	3,332.00	3.97
2025	LINN ENERGY LLC UNIT LTD LIAB	71,361.00	78,239.70	5,872.50	8.23
1450	MCDONALDS CORP	127,904.50	83,100.40	4,466.00	3.49
1200	MERCK & CO INC	49,128.00	46,380.84	2,064.00	4.20
2000	MONDELEZ INTERNATIONAL INC	50,906.40	50,196.91	1,040.00	2.04
1400	NIKE INC-CLASS B	72,240.00	75,540.08	588.00	0.81
1500	OCCIDENTAL PETE CORP	114,915.00	113,828.60	3,240.00	2.82

The Susan Vaughan Foundation, Inc.
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PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
3000	PEPSICO INC	205,290.00	130,195.00	6,450.00	3.14
2000	PHILIP MORRIS INTERNATIONAL	167,280.00	56,322.95	6,800.00	4.07
1400	PNC FINANCIAL SERVICES GROUP	81,634.00	60,503.50	2,240.00	2.74
2200	PROCTER & GAMBLE CO	149,358.00	75,521.15	4,945.60	3.31
2550	QUALCOMM INC	157,741.98	63,268.14	2,550.00	1.62
400	UNION PAC CORP	50,288.00	43,199.88	1,104.00	2.20
1550	UNITED PARCEL SERVICE INC	114,281.50	112,908.75	3,534.00	3.09
1000	UNITED TECHNOLOGIES CORP	82,010.00	76,351.87	2,140.00	2.61
700	VERIZON COMMUNICATIONS	30,289.00	29,937.18	1,442.00	4.76
2000	WELLS FARGO & CO NEW	68,360.00	68,204.26	1,760.00	2.57
1250	WILLIAMS COS INC	40,925.00	40,630.00	1,625.00	3.97
1925	XILINX INC	69,032.43	50,970.62	1,694.00	2.45
1800	YUM! BRANDS	119,520.00	80,877.53	2,412.00	2.02

The Susan Vaughan Foundation, Inc.
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PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
	TOTAL	4,557,182.29	3,249,865.53	128,450.10	2.82
	TOTAL U. S. EQUITIES	4,557,182.29	3,249,865.53	128,450.10	2.82
	FOREIGN EQUITIES				
	FOREIGN COMMON STOCK				
1600	CANADIAN NATIONAL RAILWAY CO COMMON STOCK ISIN CA1363751027	145,616.00	74,529.53	2,416.00	1.66
1000	CIA SANEAMENTO BASICO DE SPONSORED AMERICAN DEPOSITORY RECEIPT	83,570.00	40,751.70	0.00	0.00
2100	DIAGEO PLC AMERICAN DEPOSITORY RECEIPT	244,818.00	110,882.00	5,824.97	2.38
700	ENSCO PLC CL A	41,496.00	39,806.62	1,050.00	2.53
2600	NESTLE S A SPONSORED ADR REPSTG REG SH	169,442.00	105,119.12	4,607.20	2.72
1925	NOVARTIS AG SPONSORED ADR	121,852.50	92,273.10	4,054.05	3.33

The Susan Vaughan Foundation, Inc
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PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
500	PETROCHINA CO LTD SPONSORED ADR	71,890.00	65,499.04	2,236.50	3.11
1750	SANOFI SPONSORED AMERICAN DEPOSITORY RECEIPT	82,915.00	62,496.41	2,504.25	3.02
2300	SCHLUMBERGER LTD	159,386.78	89,097.50	2,530.00	1.59
2800	STATOILHYDRO ASA SPONSORED AMERICAN DEPOSITORY RECEIPT	70,112.00	67,433.59	2,531.20	3.61
	TOTAL	1,191,098.28	747,888.61	27,754.17	2.33
	TOTAL FOREIGN EQUITIES	1,191,098.28	747,888.61	27,754.17	2.33

The Susan Vaughan Foundation, Inc.
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PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
	EQUITY INVESTMENTS-PARTNERSHIP -----				
	U.S. STOCK-PARTNERSHIPS -----				
1400	ENBRIDGE ENERGY PARTNERS LP	39,060.00	44,407.16	3,043.60	7.79
7000	ENTERPRISE PRODS PARTNERS LP COM UNIT	350,560.00	123,696.33	18,200.00	5.19
700	EV ENERGY PARTNERS LP EXCHANGE TRADED PARTNERSHIP	39,592.00	33,221.79	2,144.80	5.42
2125	KINDER MORGAN ENERGY PARTNERS L P UNIT LTD PARTNERSHIP INT	169,553.75	66,161.49	10,710.00	6.32
2800	MAGELLAN MIDSTREAM PARTNERS LP EXCHANGE TRADED PARTNERSHIP	120,932.00	82,393.00	5,432.00	4.49
1000	MARKWEST ENERGY EXCHANGE TRADED PARTNERSHIP	51,010.00	51,770.97	3,240.00	6.35
6000	PLAINS ALL AMERICAN PIPELINE LP EXCHANGE TRADED PARTNERSHIP	271,440.00	106,619.83	13,020.00	4.80

The Susan Vaughan Foundation, Inc.
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PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
	TOTAL	1,042,147.75	508,270.57	55,790.40	5.35
	TOTAL EQUITY INVESTMENTS-PARTNERSHIP	1,042,147.75	508,270.57	55,790.40	5.35
	Total Equities	6,790,428.32	4,506,024.71		
	Partnership Basis Adjustment		(259,401.27)		
	Grand Total	6,790,428.32	4,246,623.44		

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Security	Shares	Cost Basis	FMV
Aryzta AG Total	3,341 00	167,195 75	170,868 75
Autogrif SpA Total	13,107 00	139,823 27	150,203 04
BNP Paribas Total	2,985 00	131,249 87	167,728 39
Bolsas Y Mercados Espanoles Total	6,106 00	138,995 26	148,647 89
Bridgestone Corporation Total	7,000 00	164,753 64	179,457 47
BT Group Plc Ord 5p Total	67,000 00	226,123 37	251,602 38
Canon Inc Total	4,300 00	138,228 46	165,555 51
Carnival Plc Ord Total	5,800 00	206,516 61	222,234 66
Carrefour Total	12,128 00	273,167 95	309,573 31
CNP Assurances Total	9,292 00	132,744 14	142,285 27
East Japan Railway Total	2,500 00	159,062 62	160,806 25
Electrolux AB Series B Total	5,467 00	128,189 61	143,264 92
Enel Total	34,248 00	137,050 34	141,805 72
Hang Lung Properties Total	38,000 00	133,267 15	150,963 76
HeidelbergCement AG Total	2,900 00	136,228 03	174,554 20
HSBC Holdings Total	7,987 00	40,215 35	83,957 76
Husqvarna AB Series B Total	24,000 00	132,365 49	144,561 59
Intesa Sanpaolo Total	94,999 00	165,733 78	162,955 11
Jardine Matheson US Total	2,800 00	139,475 01	173,600 00
Keppel Corporation Total	16,000 00	144,825 21	144,090 69
Keyence Corporation Total	500 00	127,821 93	137,578 68
Lloyds Banking Group Plc Ord Total	487,471 00	309,917 44	379,542 38
L'Oreal Total	750 00	81,195 35	103,810 75
Mediaset E0 52 Total	123,320 00	195,802 09	253,191 25
Nokia Oyj Total	28,408 00	109,358 79	109,678 26
Petrochina Co H Shares Total	110,000 00	135,719 46	155,787 79
Publicis Groupe SA Total	3,400 00	163,757 86	203,003 00
Renault SA Total	5,545 00	264,174 34	297,674 38
Ryanair Holdings Total	9,700 00	294,020 95	332,516 00
Samsonite International SA Total	72,000 00	139,422 54	148,404 70
SAP AG Ord Total	1,662 00	106,778 77	133,318 43
Shin-Etsu Chemical Total	2,500 00	134,262 78	150,719 83
Siam Cement Co THB1 Total	12,400 00	145,312 82	178,313 10
Singapore Telecommunications Total	50,000 00	129,412 36	135,085 02
Swiss Re Ag CHF0 10 Total	1,550 00	89,997 78	111,504 83
Taylor Wimpey Plc Ord 1p Total	67,621 00	49,135 08	72,301 53
Unilever Plc Total	5,500 00	184,001 45	211,454 74
Wolseley Ord 10p Total	3,600 00	138,333 28	162,246 38
Total		5,833,635.98	6,664,847.72

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PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
	U. S. EQUITIES				

	U.S. COMMON STOCK				

1275	ACI WORLDWIDE INC	55,704.75	52,142.52	0.00	0.00
1650	ACTUANT CORP CL A	46,051.50	46,406.40	66.00	0.14
450	AFFILIATED MANAGERS GROUP INC	58,567.50	46,654.45	0.00	0.00
1400	AKAMAI TECHNOLOGIES INC	57,274.00	42,427.05	0.00	0.00
4060	AKORN INC	54,241.60	57,017.12	0.00	0.00
1712	AMETEK INC	64,319.84	56,866.63	410.88	0.64

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PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
2200	AMTRUST FINANCIAL SERVICES INC	63,118.00	58,550.40	880.00	1.39
825	ANSYS INC	55,555.50	51,750.13	0.00	0.00
1700	ASPEN TECHNOLOGY INC	46,988.00	38,345.46	0.00	0.00
1175	B/E AEROSPACE INC	58,045.00	50,635.89	0.00	0.00
1200	BEACON ROOFING SUPPLY INC	39,936.00	33,646.38	0.00	0.00
1675	BELDEN INC	75,358.25	52,860.85	335.00	0.44
850	CARPENTER TECHNOLOGY CORP	43,885.50	37,830.53	612.00	1.39
3525	CIENA CORP	55,342.50	53,612.45	0.00	0.00
1650	CINEMARK HOLDING INC	42,867.00	38,528.57	1,386.00	3.23
1250	CIRRUS LOGIC INC	36,212.50	36,744.00	0.00	0.00
1020	CLIFFS NATURAL RESOURCES INC	39,341.40	45,895.61	2,550.00	6.48
1825	COMERICA INC COM	55,370.50	53,169.97	1,095.00	1.98
550	CYBERONICS INC	28,891.50	27,641.18	0.00	0.00
1140	DENTSPLY INTERNATIONAL INC	45,155.40	46,015.99	250.80	0.56
740	F M C CORP COM NEW	43,304.80	36,839.40	399.60	0.92

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PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
3100	FIFTH & PACIFIC COMPANIES, INC.	38,595.00	40,391.14	0.00	0.00
950	FIRST CASH FINANCIAL SERVICES INC	47,139.00	40,318.29	0.00	0.00
4125	FIRST HORIZON NATIONAL CORP	40,878.75	36,378.50	165.00	0.40
1275	GNC HOLDINGS INC	42,432.00	47,180.98	561.00	1.32
725	GROUP 1 AUTOMOTIVE INC	44,942.75	36,659.40	435.00	0.97
2225	HEXCEL CORP	59,986.00	54,724.96	0.00	0.00
1050	HMS HLDGS CORP	27,216.00	29,235.67	0.00	0.00
550	IDEXX LABS INC	51,040.00	47,970.29	0.00	0.00
1520	IMPAX LABORATORIES INC	31,144.80	40,736.89	0.00	0.00
725	KIRBY CORP	44,870.25	36,099.88	0.00	0.00
3400	LKQ CORP	71,740.00	61,369.64	0.00	0.00
350	MIDDLEBY CORP	44,873.50	36,673.13	0.00	0.00
350	MWI VETERINARY SUPPLY INC	38,500.00	35,016.46	0.00	0.00
1075	NATIONAL INSTRS CORP	27,745.75	28,042.73	602.00	2.17
1175	NUANCE COMMUNICATIONS INC	26,226.00	25,942.92	0.00	0.00

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PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
1050	OASIS PETROLEUM INC	33,390.00	25,774.59	0.00	0.00
875	POLARIS INDUSTRIES INC	73,631.25	63,969.10	1,295.00	1.76
1150	PROSPERITY BANCSHARES INC	48,300.00	46,514.64	989.00	2.05
675	ROSETTA RESOURCES INC	30,591.00	23,210.46	0.00	0.00
1175	SELECT COMFORT CORPORATION	30,749.75	25,682.92	0.00	0.00
2050	TEAM HEALTH HOLDINGS INC	58,978.50	46,859.00	0.00	0.00
700	TEXAS CAPITAL BANCSHARES	31,374.00	28,101.15	0.00	0.00
2535	TIBCO SOFTWARE INC	55,719.30	64,277.95	0.00	0.00
310	TRACTOR SUPPLY CO	27,391.60	27,392.34	248.00	0.91
1075	TRIMBLE NAVIGATION LTD	64,263.50	50,273.76	0.00	0.00
280	ULTA SALON COSMETICS & FRAG INC	27,512.80	26,179.90	0.00	0.00
1115	UMB FINANCIAL CORP	48,859.30	53,351.82	958.90	1.96
3000	UMPQUA HLDGS CORP COM	35,370.00	37,759.52	1,080.00	3.05
830	UNITED NAT FOODS INC	44,479.70	46,140.27	0.00	0.00
500	VALMONT INDUSTRIES	68,275.00	57,057.83	450.00	0.66

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PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
910	VULCAN MATERIALS CO	47,365.50	47,540.63	36.40	0.08
700	WESCO INTERNATIONAL INC	47,201.00	39,995.00	0.00	0.00
625	WOLVERINE WORLD WIDE INC	25,612.50	27,399.94	300.00	1.17
1650	WPX ENERGY INC	24,552.00	27,784.11	0.00	0.00
	TOTAL	2,526,477.54	2,325,586.79	15,105.58	0.60
	TOTAL U. S. EQUITIES	2,526,477.54	2,325,586.79	15,105.58	0.60
	FOREIGN EQUITIES				
	FOREIGN COMMON STOCK				
4825	KODIAK OIL & GAS	42,701.25	38,189.39	0.00	0.00
725	NICE SYSTEMS LTD SPONSORED AMERICAN DEPOSITORY RECEIPT	24,273.00	26,671.53	0.00	0.00
875	WESTPORT INNOVATIONS INC	23,371.25	27,951.48	0.00	0.00
	TOTAL	90,345.50	92,812.40	0.00	0.00
	Grand Total	2,616,823.04	2,418,399.19		

THE SUSAN VAUGHAN FOUNDATION, INC.

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ATTACHMENT 11

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE STATEMENT 11-1	4,425,235.	4,529,146.
TOTALS	<u>4,425,235.</u>	<u>4,529,146.</u>

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PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
	CORPORATE CMO'S AND REMICS -----				
250000	ALLY AUTO RECEIVABLES TRUST ASSET BCKD SEC SER 2011-2 CL A4 DTD 05/05/2011 1.980% 04/15/2016 CALLABLE	255,915.00	249,925.38	4,950.00	1.93
250000	CHARMING SHOPPES MASTER TRUST ASSET BCKD SEC SER 2007-1A CL B1 DTD 10/17/2007 VAR CPN 09/15/2017 CALLABLE 144A PRIVATE PLACEMENT	249,947.50	250,312.50	5,522.50	2.21
250000	CHASE ISSUANCE TRUST ASSET BCKD SEC SER 2012-A6 CL A DTD 09/13/2012 VAR CPN 08/15/2017 NON CALLABLE	250,200.00	250,000.00	847.50	0.34
250000	CHESAPEAKE FUNDING LLC ASSET BCKD SEC SER 2012-1A CL C DTD 05/17/2012 VAR CPN 11/07/2023 NON CALLABLE 144A PRIVATE PLACEMENT	250,580.00	250,000.00	5,532.50	2.21
135000	CS FIRST BOSTON MORTGAGE SECURITIES CMO SERIES 2005-C4 CLASS AJ DTD 08/01/2005 5.190% 08/15/2038 NON CALLABLE	143,245.80	131,603.91	7,006.50	4.89

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PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
239583.34	GLOBAL SC FINANCE SRL ASSET BCKD SEC SER 2012-1A CL A DTD 08/02/2012 4.110% 07/17/2027 NON CALLABLE 144A PRIVATE PLACEMENT	250,343.03	239,535.82	9,846.88	3.93
250000	JP MORGAN CHASE COMMERCIAL MORTGAGE CMO SERIES 2007-LDPX CLASS AM DTD 03/01/2007 VAR CPN 01/15/2049 NON CALLABLE	269,637.50	262,812.50	13,660.00	5.07
125000	MORGAN STANLEY CAPITAL I CMO SERIES 2011-C1 CLASS C DTD 02/01/2011 5.257% 09/15/2047 NON CALLABLE 144A PRIVATE PLACEMENT	140,250.00	124,150.63	6,570.00	4.68
202717.17	SLM STUDENT LOAN TRUST ASSET BCKD SEC SER 2012-A CL A1 DTD 02/09/2012 VAR CPN 08/15/2025 NON CALLABLE 144A PRIVATE PLACEMENT	205,449.80	202,717.17	3,261.72	1.59
250000	SMART TRUST ASSET BCKD SEC SER 2012-4US CL A4B DTD 10/11/2012 VAR CPN 08/14/2018 NON CALLABLE	250,000.00	250,000.00	2,272.50	0.91

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PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
	TOTAL	2,265,568.63	2,211,057.91	59,470.10	2.62
	CORPORATE BONDS				
250000	BANK OF AMERICA CORP MEDIUM TERM NOTE DTD 07/12/2011 VAR CPN 07/11/2014 NON CALLABLE	252,897.50	245,595.00	4,741.88	1.88
250000	GOLDMAN SACHS GROUP INC DTD 02/07/2011 3.625% 02/07/2016 NON CALLABLE	264,630.00	249,343.00	9,062.50	3.42
250000	JOHN DEERE CAPITAL CORP MEDIUM TERM NOTE DTD 10/11/2011 VAR CPN 10/04/2013 NON CALLABLE	250,795.00	251,497.50	1,765.00	0.70
250000	MORGAN STANLEY MEDIUM TERM NOTE DTD 05/14/2010 VAR CPN 05/14/2013 NON CALLABLE	251,715.00	249,725.00	7,025.00	2.79
250000	NATIONAL CITY BANK MEDIUM TERM NOTE DTD 06/07/2007 VAR CPN 06/07/2017	244,292.50	236,760.00	1,702.50	0.70

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PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
	NON CALLABLE				
250000	WACHOVIA CORP DTD 10/23/2006 VAR CPN 10/15/2016 NON CALLABLE	245,562.50	232,720.50	1,775.00	0.72
	TOTAL	1,509,892.50	1,465,641.00	26,071.88	1.73

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PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
	FIXED INCOME - FOREIGN -----				
	FOREIGN CORPORATE -----				
250000	ABN AMRO BANK MEDIUM TERM NOTE DTD 02/01/2011 VAR CPN 01/30/2014 NON CALLABLE	252,897.50	249,698.25	5,207.50	2.06
250000	BARCLAYS BANK PLC MEDIUM TERM NOTE DTD 09/17/2010 VAR CPN 09/17/2015 NON CALLABLE	247,937.50	249,375.00	3,750.00	1.51
250000	KFW DTD 01/12/2012 1.000% 01/12/2015 NON CALLABLE	252,850.00	249,462.50	2,500.00	0.99
	TOTAL	753,685.00	748,535.75	11,457.50	1.52
	Grand Total	4,129,146.13	4,421,234.66		

THE SUSAN VAUGHAN FOUNDATION, INC.

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ATTACHMENT 12

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PURCHASED INTEREST RECEIVABLE	23,830.	23,830.
TOTALS	<u>23,830.</u>	<u>23,830.</u>

ATTACHMENT 13FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
BASIS ADJUSTMENT	1,912.
TOTAL	<u>1,912.</u>

THE SUSAN VAUGHAN FOUNDATION, INC.

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FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
SUSAN CLAYTON GARWOOD LEGACY TRUST COMPANY C/O JENNIFER G 600 JEFFERSON STREET, SUITE 300 HOUSTON, TX 77002	TRUSTEE 1.00	17,500.	0	0
DUNCAN E OSBORNE LEGACY TRUST COMPANY C/O JENNIFER G 600 JEFFERSON STREET, SUITE 300 HOUSTON, TX 77002	TRUSTEE 1.00	15,000	0	0
ELIZABETH B OSBORNE LEGACY TRUST COMPANY C/O JENNIFER G 600 JEFFERSON STREET, SUITE 300 HOUSTON, TX 77002	TRUSTEE 1.00	15,000.	0	0
CHASE BANK OF TEXAS - HOUSTON CHASE BANK OF TEXAS C/O KEVIN BIEKE 707 TRAVIS, 11TH FLOOR HOUSTON, TX 77252	SEC/TREAS 1.00	55,409.	0	0
GEORGE PETERKIN LEGACY TRUST COMPANY C/O JENNIFER G 600 JEFFERSON STREET, SUITE 300 HOUSTON, TX 77002	TRUSTEE 1.00	15,000.	0	0
GRAND TOTALS		<u>117,909.</u>	<u>0</u>	<u>0</u>

ATTACHMENT 15

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

LEGACY TRUST COMPANY
600 JEFFERSON STREET, SUITE 300
HOUSTON, TX 77002

THE SUSAN VAUGHAN FOUNDATION, INC

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CONTEMPORARY ARTS MUSEUM OF HOUSTON 5216 MONTROSE HOUSTON, TX 77006	NO RELATIONSHIP 501(C)(3)	PROGRAM SUPPORT	30,000
ST STEPHEN'S EPISCOPAL SCHOOL P O BOX 1868 AUSTIN, TX 78768	NO RELATIONSHIP 501(C)(3)	EDUCATION	150,000
THE CHINQUAPIN SCHOOL 2615 EAST WALLISVILLE HIGHLANDS, TX 77562	NO RELATIONSHIP 501(C)(3)	CHARITABLE	10,000
UNIVERSITY OF HOUSTON, COLLEGE OF ARCHITECTURE P O BOX 27405 HOUSTON, TX 77227	NO RELATIONSHIP 501(C)(3)	GENERAL SUPPORT	25,000
CLAYTON LIBRARY FRIENDS, INC P O BOX 271078 HOUSTON, TX 77277	NO RELATIONSHIP 501(C)(3)	CHARITABLE	15,000
COMMUNITIES IN SCHOOLS HOUSTON, INC 2150 W 18TH ST STE 100 HOUSTON, TX 77008	NO RELATIONSHIP 501(C)(3)	CHARITABLE	10,000

THE SUSAN VAUGHAN FOUNDATION, INC

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FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
URBAN HARVEST P O BOX 980460 HOUSTON, TX 77098	NO RELATIONSHIP 501(C) (3)	CHARITABLE	35,000
HOUSTON PARKS BOARD 2001 KIRBY, STE 814 HOUSTON, TX 77019	NO RELATIONSHIP 501(C) (3)	CHARITABLE	5,000
RICE DESIGN ALLIANCE P O BOX 1892 HOUSTON, TX 77251	NO RELATIONSHIP 501(C) (3)	CHARITABLE	15,000
INPRINT, INC 1524 SUL ROSS HOUSTON, TX 77006	NO RELATIONSHIP 501(C) (3)	OPERATING EXPENSES	5,000
CHINATI FOUNDATION P O BOX 1135 MARFA, TX 79843	NO RELATIONSHIP 501(C) (3)	CHARITABLE	15,000
BREAKTHROUGH HOUSTON 2401 CLAREMONT LANE HOUSTON, TX 77019	NO RELATIONSHIP 501(C) (3)	CHARITABLE	5,000

THE SUSAN VAUGHAN FOUNDATION, INC

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FORM 990FF, PART IV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
MEMORIAL HERMANN FOUNDATION 9301 SOUTHWEST FWY STE 600 HOUSTON, TX 77074	NO RELATIONSHIP 501(C)(3)	CHARITABLE	10,000
MUSEUM OF FINE ARTS HOUSTON PO BOX 6826 HOUSTON, TX 77265	NO RELATIONSHIP 501(C)(3)	CHARITABLE	42,600
UNIVERSITY OF HOUSTON SCHOOL OF ART ROOM 100, FINE ARTS BUILDING HOUSTON, TX 77204-4019	NO RELATIONSHIP 501(C)(3)	CHARITABLE	5,000
BUFFALO BAYOU PARTNERSHIP 1113 VINE ST STE 200 HOUSTON, TX 77002	NO RELATIONSHIP 501(C)(3)	CHARITABLE	25,000
GLENWOOD CEMETERY INC P O BOX 696 HOUSTON, TX 77001	NO RELATIONSHIP 501(C)(3)	CHARITABLE	2,500
HOUSTON ARBORETUM & NATURE CENTER 4501 WOODWAY DR HOUSTON, TX 77024	NO RELATIONSHIP 501(C)(3)	CHARITABLE	25,000

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FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
KATY PRAIRIE CONSERVANCY 3015 RICHMOND AVE SUITE 230 HOUSTON, TX 77098	NO RELATIONSHIP 501(C) (3)	CHARITABLE	5,000
NEIGHBORHOOD CENTERS P O BOX 271389 HOUSTON, TX 77277	NO RELATIONSHIP 501(C) (3)	CHARITABLE	5,000
PECKEFWOOD GARDENS CONSERVATION FOUNDATION INC 20571 FM 359 RD HEMPSTEAD, TX 77445	NO RELATIONSHIP 501(C) (3)	CHARITABLE	15,000
PLANNED PARENTHOOD GULF COAST INC 4600 GULF FREEMWAY HOUSTON, TX 77023	NO RELATIONSHIP 501(C) (3)	SOCIAL SERVICE	93,250
PLANNED PARENTHOOD OF THE TEXAS CAPITAL REGION 201 E BEN WHITE BLVD, BLD B AUSTIN, TX 78704	NO RELATIONSHIP 501(C) (3)	SOCIAL SERVICE	20,000
RICE UNIVEPSITY SCHOOL OF ARCHITECTURE 6100 MAIN STREET HOUSTON, TX 77005	NO RELATIONSHIP 501(C) (3)	CHARITABLE	5,000

THE SUSAN VAUGHAN FOUNDATION, INC

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FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
RIVER OAKS BAPTIST SCHOOL ENDOWMENT FUND INC 2300 WILLOWICK RD HOUSTON, TX 77027	NO RELATIONSHIP 501(C) (3)	CHARITABLE	105,000
UNIVERSITY OF TEXAS- BLANTON MUSEUM P O BOX R AUSTIN, TX 78713	NO RELATIONSHIP 501(C) (3)	ARTS/EDUCATION	30,000
BAYLOR COLLEGE OF MEDICINE ONE BAYLOR PLAZA MS BCM160 HOUSTON, TX 77030	NO RELATIONSHIP 501(C) (3)	EDUCATION	10,000
ECOLOGY ACTION OF TEXAS 707 E 9TH ST AUSTIN, TX 78701	NO RELATIONSHIP 501(C) (3)	CHARITABLE	5,000
FRIENDS OF MANDELL PARK PO BOX 66551 ATTN STANLEY R ALMONEY HOUSTON, TX 77266	NO RELATIONSHIP 501(C) (3)	CHARITABLE	10,000
INDEPENDENT ARTS COLLABORATIVE 3333 W ALABAMA ST STE 110 HOUSTON, TX 77098	NO RELATIONSHIP 501(C) (3)	CHARITABLE	100,000

THE SUSAN VAUGHAN FOUNDATION, INC

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
KHABELE SCHOOL 801 RIO GRANDE AVE AUSTIN, TX 78701	NO RELATIONSHIP 501(C)(3)	EDUCATION	20,000
PRESERVATION HOUSTON 611 WALKER ST HOUSTON, TX 77002	NO RELATIONSHIP 501(C)(3)	CHARITABLE	25,000
RICE GALLERY 6100 MAIN STREET HOUSTON, TX 77005	NO RELATIONSHIP 501(C)(3)	ARTS/EDUCATION	3,000
THEATRE ACTION PROJECT 701 TILLERY ST AUSTIN, TX 78702	NO RELATIONSHIP 501(C)(3)	ARTS/EDUCATION	25,000
WASHINGTON ON WESTCOTT ROUNDABOUT 909 BIRDSALL HOUSTON, TX 77007	NO RELATIONSHIP 501(C)(3)	CHARITABLE	10,000
WEST TENNESSEE HEALTHCARE FOUNDATION 620 SKYLINE DRIVE JACKSON, TN 38301	NO RELATIONSHIP 501(C)(3)	CHARITABLE	30,000

THE SUSAN VAUGHAN FOUNDATION, INC

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
WORKSHOP HOUSTON 90 BOX 88365 ATTN BENJAMIN MASON HOUSTON, TX 77288	NO RELATIONSHIP 501(C) (3)	CHARITABLE	5,000
MEMORIAL PARK CONSERVANCY 6501 MEMORIAL DRIVE HOUSTON, TX 77007	NO RELATIONSHIP 501(C) (3)	CHARITABLE	10,000
HOUSTON HOSPICE 1905 HOLCOMBE BLVD HOUSTON, TX 77030	NO RELATIONSHIP 501(C) (3)	CHARITABLE	50,000
HERMANN PARK CONSERVANCY 6201 A HERMANN PARK DRIVE HOUSTON, TX 77030	NO RELATIONSHIP 501(C) (3)	CHARITABLE	100,000
ALLEY THEATRE 615 TEXAS AVE HOUSTON, TX 77002	NO RELATIONSHIP 501(C) (3)	CHARITABLE	100,000
		TOTAL CONTRIBUTIONS PAID	<u>1,211,350</u>

THE SUSAN VAUGHAN FOUNDATION, INC.

76-0285765

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 17

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
PARTNERSHIP INCOME	211110	-38,110.	01	9,071.	
TOTALS		<u>-38,110.</u>		<u>9,071.</u>	

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T.
► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust

THE SUSAN VAUGHAN FOUNDATION, INC.

Employer identification number

76-0285765

Note: Form 5227 filers need to complete **only** Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	18,540.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►	5	18,540.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-221,241.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►	12	-221,241.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II**Caution:** Read the instructions *before* completing this part.

		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		18,540.
14	Net long-term gain or (loss):			
a	Total for year	14a		-221,241.
b	Unrecaptured section 1250 gain (see line 18 of the wrkst)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		-202,701.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000	16	(3,000.)
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Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,400	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)	30		
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2012

Department of the Treasury
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust

THE SUSAN VAUGHAN FOUNDATION, INC.

Employer identification number

76-0285765

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b	18,540.
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

JSA
2F 1221 2 000

13P0BR K920

70-039902-039902

Employer identification number

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	-221,241.
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Schedule D-1 (Form 1041) 2012

The Susan Vaughan Foundation, Inc
76-0285765
December 31, 2012

Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	(Box 1a)		(Box 2a)				(Box 4)	(Box 15)
Short Term Sales Reported on 1099-B								
126132109	CNOOC LTD		CEO					
65 0000	04/05/2012 11/22/2011		13,220 79	11,711 05	0 00	1,509 74	0 00	0 00
29273R109	ENERGY TRANSFER PARTNERS L P		ETP					
200 0000	01/27/2012 11/22/2011		9,840 63	8,808 70	0 00	1,031 93	0 00	0 00
29273R109	ENERGY TRANSFER PARTNERS L P		ETP					
1000.0000	02/06/2012		47,562 19	44,042 80	0 00	3,519.39	0 00	0 00
35671D857	FREEPORTMCMORAN COPPERAND GOLD INC		FCX					
100 0000	05/04/2012 01/26/2012		3,808 20	4,839.73	0 00	-1,231 53	0 00	0 00
464288844	ISHARES DJ US OIL EQUIP AND SV		IEZ					
500 0000	05/04/2012 05/26/2011		25,312 18	31,427 85	0 00	-6,115 67	0 00	0 00
464288844	ISHARES DJ US OIL EQUIP AND SV		IEZ					
400 0000	08/31/2012 09/09/2011		20,567 54	20,872 00	0 00	-304 46	0 00	0 00
50076Q106	KRAFT FOODS GROUP INC		KRFT					
6667	10/12/2012 03/28/2012		31 37	26 75	0 00	4 62	0 00	0 00

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2012

Cusip	Description (Box 8)	Stock or Other Symbol (Box 1d)	Quantity Sold (Box 1e)	Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stocks Bonds, etc (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
565849106	MARATHON OIL CORP	MRO	1200.0000	06/28/2012		29,066 22	37,893 50	0 00	-8,827 28	0.00	0 00
767204100	RIO TINTO PLC SPONS ADR	RIO	500 0000	03/28/2012	01/26/2012	26,160 51	30,531 45	0 00	-4,370 94	0 00	0 00
887389104	TIMKEN CO	TKR	100 0000	01/27/2012	05/18/2011	4,919 17	4,990 93	0 00	-71 76	0 00	0 00
966387102	WHITING PETROLEUM CORP	WLL	165 0000	05/04/2012	09/02/2011	8,401.33	7,419 41	0 00	981 92	0 00	0 00
Total Short Term Sales Reported on 1099-B						188,690.13	202,564.17	0 00	-13,874 04	0 00	0 00
Report on Form 8949, Part I, with Box B checked											
Long Term 15% Sales Reported on 1099-B											
032511107	ANADARKO PETE CORP	APC	200 0000	12/11/2012	09/02/2011	15,169 65	14,052 00	0 00	1,117 65	0 00	0 00
037411105	APACHE CORP	APA	700 0000	12/11/2012		52,941 98	60,198 56	0 00	-7,256 58	0 00	0 00
052528304	AUSTRALIA & NEW ZEALAND SPONS ADR	ANZBY	600 0000	01/27/2012	12/03/2007	13,703 73	14,827 20	0 00	-1,123 47	0 00	0 00
052528304	AUSTRALIA & NEW ZEALAND SPONS ADR	ANZBY	2200.0000	05/04/2012	12/03/2007	51,742 83	54,366 40	0 00	-2,623.57	0 00	0 00

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2012

Cusip	Description (Box 8)	Stock or Other Symbol (Box 1d)						
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
(Box 1e) 059460303	(Box 1a) BANCO BRADESCO-SPONS ADR		BBD					
200 0000	03/28/2012	09/22/2010	3,516 46	3,843 76	0 00	-327 30	0 00	0 00
059460303	BANCO BRADESCO-SPONS ADR		BBD					
1500 0000	04/26/2012		23,643.96	30,313 80	0 00	-6,669 84	0 00	0 00
067901108	BARRICK GOLD CORP		ABX					
400 0000	05/04/2012	11/25/2008	15,248 73	10,787 36	0 00	4,461 37	0 00	0 00
067901108	BARRICK GOLD CORP		ABX					
500 0000	06/20/2012	11/25/2008	19,819.55	13,484 20	0 00	6,335 35	0 00	0 00
067901108	BARRICK GOLD CORP		ABX					
500 0000	06/28/2012	12/02/2008	17,791.00	13,689 40	0 00	4,101 60	0 00	0 00
067901108	BARRICK GOLD CORP		ABX					
1500 0000	12/11/2012		51,308 89	48,176 28	0 00	3,132 61	0 00	0 00
05545E209	BHP BILLITON PLC		BBL					
500 0000	01/26/2012	10/21/2008	34,572 08	16,472 05	0 00	18,100 03	0 00	0 00
05545E209	BHP BILLITON PLC		BBL					
1500 0000	03/28/2012		89,101.29	72,530 08	0 00	16,571 21	0 00	0 00
136375102	CANADIAN NATIONAL RAILWAY CO		CNI					
125 0000	03/28/2012	06/18/2007	9,852.96	6,678 04	0 00	3,174 92	0 00	0 00
136375102	CANADIAN NATIONAL RAILWAY CO		CNI					
400 0000	12/11/2012		36,755.56	20,630 86	0 00	16,124 71	0 00	0 00

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2012

Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)						
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld	
(Box 1e)	(Box 1a)		(Box 2a)				(Box 4)	(Box 15)	
13645T100	CANADIAN PAC RY LTD		CP						
150 0000	03/28/2012	11/22/2010	11,462 07	9,810.87	0 00	1,651 20	0 00	0 00	
13645T100	CANADIAN PAC RY LTD		CP						
900 0000	12/19/2012		90,832 71	58,806 67	0 00	32,026 04	0 00	0 00	
149123101	CATERPILLAR INC		CAT						
150 0000	01/27/2012	03/30/2007	16,721 01	10,060 50	0 00	6,660 51	0 00	0 00	
149123101	CATERPILLAR INC		CAT						
150 0000	12/11/2012	03/30/2007	13,125 11	10,060 50	0 00	3,064 61	0 00	0 00	
166764100	CHEVRON CORPORATION		CVX						
200 0000	03/28/2012		21,072 02	7,013 47	0 00	14,058 55	0 00	0 00	
166764100	CHEVRON CORPORATION		CVX						
100 0000	12/11/2012	12/06/2000	10,751 75	3,506 73	0 00	7,245 02	0 00	0 00	
16941M109	CHINA MOBILE LIMITED SPONS ADR		CHL						
675 0000	05/04/2012	07/21/2009	38,185 71	33,351 75	0 00	4,833 96	0 00	0 00	
20441A102	CIA SANEAMENTO BASICO DE SPONS ADR		SBS						
350 0000	12/11/2012	10/06/2009	28,695 85	14,214 20	0 00	14,481 65	0 00	0 00	
17275R102	CISCO SYS INC		CSCO						
1400 0000	12/11/2012		27,918 17	44,183 30	0 00	-16,265 13	0 00	0 00	
126132109	CNOOC LTD		CEO						
200 0000	03/28/2012	10/06/2009	41,079 07	28,161 34	0 00	12,917 73	0 00	0 00	

The Susan Vaughan Foundation, Inc
76-0285765
December 31, 2012

Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)						
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld	
(Box 1e)	(Box 1a)		(Box 2a)				(Box 4)	(Box 15)	
126132109	CNOOC LTD		CEO						
135 0000	04/05/2012		27,458 55	19,346 02	0 00	8,112 54	0 00	0 00	
126153105	CPFL ENERGIA SPONS ADR		CPL						
250 0000	11/08/2012 03/04/2008		5,506 07	5,589.67	0 00	-83 60	0 00	0 00	
126153105	CPFL ENERGIA SPONS ADR		CPL						
3800 0000	12/11/2012		82,158 33	80,453 53	0 00	1,704 80	0 00	0 00	
244199105	DEERE & CO		DE						
175 0000	01/27/2012 03/04/2008		15,421 68	14,946 05	0 00	475 63	0 00	0 00	
244199105	DEERE & CO		DE						
50 0000	08/31/2012 03/04/2008		3,762 91	4,270.30	0 00	-507 39	0 00	0 00	
244199105	DEERE & CO		DE						
200 0000	12/11/2012 03/04/2008		17,151 61	17,081.20	0 00	70 41	0 00	0 00	
25179M103	DEVON ENERGY CORPORATION NEW		DVN						
150 0000	06/20/2012 03/15/2004		8,684 04	4,275 50	0 00	4,408 54	0 00	0 00	
25179M103	DEVON ENERGY CORPORATION NEW		DVN						
100 0000	07/20/2012 03/15/2004		5,870 87	2,850.34	0 00	3,020 53	0 00	0 00	
25179M103	DEVON ENERGY CORPORATION NEW		DVN						
1000 0000	08/31/2012		58,031 70	46,035 00	0 00	11,996.69	0 00	0 00	
25243Q205	DIAGEO PLC ADR		DEO						
100.0000	12/11/2012 10/31/2002		11,952 73	4,480 00	0 00	7,472 73	0 00	0 00	

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2012

Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)						
Quantity Sold (Box 1e)	Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stocks Bonds, etc (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)	
260003108	DOVER CORP		DOV						
750 0000	12/11/2012		48,496.39	47,841.34	0 00	655.05	0 00	0.00	
291011104	EMERSON ELEC CO		EMR						
200 0000	01/27/2012	09/07/2004	10,350 92	5,839 00	0 00	4,511 92	0 00	0.00	
291011104	EMERSON ELEC CO		EMR						
400 0000	05/04/2012		19,436 68	12,168 25	0 00	7,268 43	0 00	0.00	
293792107	ENTERPRISE PRODS PARTNERS LP		EPD						
700 0000	12/11/2012	02/09/2005	34,706 97	12,620 33	0 00	22,086 64	0 00	0.00	
26875P101	EOG RESOURCES INC		EOG						
75 0000	01/27/2012	05/14/2010	7,818 59	7,905 97	0 00	-87 38	0 00	0.00	
35671D857	FREEMONTMCMORAN COPPERAND GOLD INC		FCX						
1400 0000	05/04/2012		50,514 78	59,567 25	0 00	-9,052 47	0 00	0.00	
369604103	GENERAL ELEC CO		GE						
600 0000	01/27/2012		11,411 78	21,116 00	0 00	-9,704 22	0 00	0.00	
369604103	GENERAL ELEC CO		GE						
400 0000	12/11/2012		8,588 32	15,863 50	0 00	-7,275.18	0 00	0.00	
42809H107	HESS CORP		HES						
125 0000	01/26/2012	08/11/2009	7,103 04	6,708.57	0 00	394 47	0 00	0.00	
42809H107	HESS CORP		HES						
550 0000	06/12/2012	08/11/2009	24,075 59	29,517 73	0 00	-5,442 14	0 00	0.00	

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2012

Cusip	Description (Box 8)	Stock or Other Symbol (Box 1d)	Quantity Sold (Box 1e)	Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
438516106	HONEYWELL INTL INC		200 0000	01/27/2012	09/12/2000	11,704 33	7,291 00	0 00	4,413 33	0 00	0 00
438516106	HONEYWELL INTL INC		300 0000	12/11/2012	09/12/2000	18,603 39	10,936 50	0 00	7,666 89	0 00	0 00
458140100	INTEL CORP	INTC	5500 0000	12/11/2012		113,036 75	145,638 49	0 00	-32,601 74	0 00	0 00
464288844	ISHARES DJ US OIL EQUIP AND SV	IEZ	100 0000	08/31/2012	05/26/2011	5,141 88	6,285 57	0 00	-1,143 69	0 00	0 00
46625H100	J P MORGAN CHASE & CO		300 0000	01/26/2012	03/04/2005	11,364 59	11,262 00	0 00	102 59	0 00	0 00
46625H100	J P MORGAN CHASE & CO		700 0000	01/27/2012		26,132 45	26,248 00	0 00	-115 55	0 00	0 00
478160104	JOHNSON & JOHNSON	JNJ	100 0000	12/11/2012	04/29/1993	7,115 11	576 84	0 00	6,538 27	0 00	0 00
478366107	JOHNSON CTLS INC	JCI	1050 0000	05/04/2012	02/25/2011	33,045 69	42,826 66	0 00	-9,780 97	0 00	0 00
651639106	NEWMONT MNG CORP	NEM	700 0000	06/20/2012	01/29/2009	34,764 65	27,636 00	0 00	7,128 65	0 00	0 00
655844108	NORFOLK SOUTHN CORP	NSC	150 0000	03/28/2012	06/18/2007	9,861 15	8,321 79	0 00	1,539 36	0 00	0 00

The Susan Vaughan Foundation, Inc
76-0285765
December 31, 2012

Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)						
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld	
(Box 1e)	(Box 1a)		(Box 2a)				(Box 4)	(Box 15)	
655844108	NORFOLK SOUTHN CORP		NSC						
1000 0000	05/04/2012		71,664 39	54,277 08	0 00	17,387 32	0 00	0 00	
713448108	PEPSICO INC		PEP						
100 0000	05/04/2012	05/22/2000	6,598 13	4,008 00	0 00	2,590 13	0 00	0 00	
713448108	PEPSICO INC		PEP						
100 0000	12/11/2012	05/22/2000	7,057 84	4,008 00	0 00	3,049 84	0 00	0 00	
71646E100	PETROCHINA CO LTD		PTR						
500 0000	08/31/2012	07/21/2009	60,100 65	56,445 00	0 00	3,655 65	0 00	0 00	
718172109	PHILIP MORRIS INTERNATIONAL		PM						
100 0000	05/04/2012	12/27/2005	8,937 07	2,280 31	0 00	6,656 76	0 00	0 00	
693475105	PNC FINANCIAL SERVICES GROUP		PNC						
100 0000	01/26/2012	09/17/2002	5,996 97	4,473 00	0 00	1,523 97	0 00	0 00	
826197501	SIEMENS A G		SI						
625 0000	05/04/2012		55,259 75	72,347 21	0 00	-17,087 46	0 00	0 00	
887389104	TIMKEN CO		TKR						
900 0000	07/20/2012		39,365 48	44,538 14	0 00	-5,172 66	0 00	0 00	
913017109	UNITED TECHNOLOGIES CORP		UTX						
150 0000	12/11/2012	10/17/2007	12,155 03	11,696 85	0 00	458 18	0 00	0 00	
961214301	WESTPAC BKG CORP		WBK						
85 0000	01/26/2012	10/18/2010	9,713 61	9,735 16	0 00	-21 55	0 00	0 00	

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Cusip	Description (Box 8)	Stock or Other Symbol (Box 1d)						
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	(Box 1a)		(Box 2a)				(Box 4)	(Box 15)
961214301	WESTPAC BKG CORP		WBK					
250 0000	05/04/2012 10/18/2010		28,832 30	28,632 83	0 00	199 47	0.00	0 00
966387102	WHITING PETROLEUM CORP		WLL					
335 0000	05/04/2012 03/23/2011		17,057 24	23,125 96	0 00	-6,068 72	0 00	0 00
988498101	YUM! BRANDS							
100.0000	12/11/2012 03/16/2010		6,681 39	3,745 45	0 00	2,935 94	0 00	0 00
Total Long Term 15% Sales Reported on 1099-B			1,793,703.53	1,824,030.71	0 00	169,672 84	0 00	0.00
Report on Form 8949, Part II, with Box 8 checked								

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Cusip	Description (Box 8)	Stock or Other Symbol (Box 1d)						
Quantity Sold (Box 1e)	Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Short Term Sales Reported on 1099-B								
H0023R105	ACE LIMITED		ACE					
693 0000	05/10/2012		52,812 56	46,503 68	0 00	6,308 88	0 00	0 00
039483102	ARCHER DANIELS MIDLAND CO		ADM					
683 0000	05/10/2012 06/13/2011		21,787 55	19,853 80	0 00	1,933.75	0 00	0 00
073271108	BAZAARVOICE INC		BV					
1301 0000	05/10/2012 05/01/2012		22,451 77	25,444 96	0 00	-2,993 19	0 00	0 00
110122108	BRISTOL MYERS SQUIBB CO		BMJ					
1291 0000	05/10/2012 12/07/2011		42,899 10	43,457 51	0 00	-558 41	0 00	0 00
20825C104	CONOCOPHILLIPS		COP					
664 0000	05/10/2012 04/11/2012		35,908 39	37,359 09	0.00	-1,450 70	0 00	0 00
29358Q109	ENSCO PLC SPONS ADR							
921 0000	05/10/2012		45,570 34	45,796 20	0 00	-225 86	0 00	0 00
345370860	FORD MTR CO DEL COM PAR \$0 01							
2970 0000	05/10/2012		32,075 58	38,576 51	0.00	-6,500 93	0 00	0 00

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Cusip	Description (Box 8)	Stock or Other Symbol (Box 1d)						
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc. (Box 2e)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
(Box 1e) 35804H106	(Box 1a) FRESH MARKET INC		TFM					
981 0000	05/10/2012	05/01/2012	49,078 33	49,402 96	0 00	-324 63	0 00	0 00
H2906T109	GARMIN LTD		GRMN					
1074 0000	05/10/2012	11/14/2011	49,016 47	37,435 24	0 00	11,581 23	0 00	0 00
37045V100	GENERAL MTRS CO							
648 0000	05/10/2012	02/07/2012	14,780 55	17,046 35	0 00	-2,265 80	0 00	0 00
410120109	HANCOCK HOLDING CO		HBHC					
1622 0000	05/10/2012	08/31/2011	51,802 28	50,367 64	0 00	1,434 64	0 00	0 00
458140100	INTEL CORP		INTC					
1521 0000	05/10/2012	09/28/2011	41,157 49	34,339 92	0 00	6,817 57	0 00	0 00
50075N104	KRAFT FOODS INC		KFT					
1275 0000	05/10/2012		49,619 09	44,363 07	0 00	5,256 02	0 00	0 00
G54050102	LAZARD LTD		LAZ					
945 0000	05/10/2012	04/30/2012	23,974 77	25,960 19	0 00	-1,985 42	0 00	0 00
55616P104	MACY'S INC		M					
1173 0000	05/10/2012	10/27/2011	44,807 72	37,755 94	0 00	7,051 78	0 00	0 00
718546104	PHILLIPS 66		PSX					
332 0000	05/10/2012	04/11/2012	10,876 11	11,779 96	0 00	-903 85	0 00	0 00
81369Y886	SECTOR SPDR TR		XLU					
2014 0000	05/10/2012	08/15/2011	71,958 61	66,005 02	0 00	5,953 59	0 00	0 00

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Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)						
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld	
(Box 1e)	(Box 1a)		(Box 2a)				(Box 4)	(Box 15)	
828806109	SIMON PROPERTY GROUP INC REIT		SPG						
367 0000	05/10/2012		56,985 49	47,969 57	0 00	9,015 92	0 00	0 00	
854502101	STANLEY BLACK & DECKER INC		SWK						
697 0000	05/10/2012		50,064 53	47,449 02	0 00	2,615 51	0 00	0 00	
855030102	STAPLES INC		SPLS						
3095.0000	05/10/2012		46,083 51	46,746 65	0 00	-663 14	0 00	0 00	
891160509	TORONTO DOMINION BANK		TD						
608 0000	05/10/2012 09/01/2011		48,882 10	49,524 82	0 00	-642 72	0 00	0 00	
904767704	UNILEVER PLC		UL						
326.0000	05/01/2012 10/03/2011		11,240 23	10,151 41	0 00	1,088 82	0 00	0 00	
904767704	UNILEVER PLC		UL						
737 0000	05/10/2012 10/03/2011		24,762 64	22,949 67	0 00	1,812 97	0 00	0 00	
91324P102	UNITEDHEALTH GROUP INC		UNH						
520 0000	05/10/2012		28,953 00	24,471 07	0 00	4,481 93	0 00	0 00	
922908553	VANGUARD REIT ETF		VNQ						
979 0000	05/10/2012 03/13/2012		64,113 37	61,808 38	0 00	2,304 99	0 00	0 00	
Total Short Term Sales Reported on 1099-B			991,661 58	942,518 63	0 00	49,142 95	0 00	0 00	
Report on Form 8949, Part I, with Box B checked									

Long Term 15% Sales Reported on 1099-B

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Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)						
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)	
(Box 1e) 88579Y101	(Box 1a) 3M CO								
578 0000	05/10/2012		50,418 21	37,275 59	0 00	13,142 62	0 00	0 00	
025932104	AMERICAN FINL GROUP INC OHIO		AFG						
916 0000	01/17/2012 05/14/2009		33,793 61	18,752 08	0 00	15,041 53	0 00	0 00	
039483102	ARCHER DANIELS MIDLAND CO		ADM						
1132 0000	05/10/2012		37,199 85	37,216 07	0 00	-16 22	0 00	0 00	
00206R102	AT & T INC		T						
786 0000	05/10/2012		25,890 26	32,560 42	0 00	-6,670 16	0 00	0 00	
057224107	BAKER HUGHES INC		BHI						
729 0000	05/10/2012 04/28/2010		30,311 14	37,127 17	0 00	-6,816 03	0 00	0 00	
136375102	CANADIAN NATIONAL RAILWAY CO		CNI						
735 0000	05/10/2012		59,822 37	44,387 13	0 00	15,435 24	0 00	0 00	
166764100	CHEVRON CORPORATION		CVX						
491 0000	05/10/2012		50,557 14	30,709 79	0 00	19,847 35	0 00	0 00	
171232101	CHUBB CORP		CB						
488 0000	05/10/2012 05/14/2009		35,959 96	19,568 80	0 00	16,391 16	0 00	0 00	
125509109	CIGNA CORP		CI						
1022 0000	05/10/2012 04/29/2011		46,051 41	47,999 56	0 00	-1,948 15	0 00	0 00	
20030N101	COMCAST CORP-CL A		CMCSA						
1718 0000	05/10/2012		50,611 31	25,646 07	0 00	24,965 24	0 00	0 00	

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Cusip	Description (Box B)		Stock or Other Symbol (Box 1d)						
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld	
(Box 1e)	(Box 1a)		(Box 2a)				(Box 4)	(Box 15)	
247916208	DENBURY RESOURCES INC		DNR						
2513 0000	03/30/2012 10/11/2007		45,479 50	37,288 60	0 00	8,190 90	0 00	0 00	
268648102	E M C CORP MASS		EMC						
1885 0000	05/10/2012 09/03/2008		50,592 27	28,046 54	0 00	22,545 73	0 00	0 00	
278058102	EATON CORP								
1234 0000	05/10/2012		55,652 15	27,206 89	0 00	28,445 26	0 00	0 00	
30231G102	EXXON MOBIL CORP								
258 0000	05/10/2012 05/04/2009		21,487 77	17,737 50	0 00	3,750 27	0 00	0 00	
302491303	F M C CORP		FMC						
534 0000	05/10/2012		56,538 86	24,517 78	0 00	32,021 08	0 00	0 00	
31428X106	FEDEX CORP		FDX						
590 0000	05/10/2012		51,842 26	50,798 88	0 00	1,043 38	0 00	0 00	
345838106	FOREST LABS INC		FRX						
1609.0000	02/01/2012 01/10/2011		51,168 59	50,189 05	0 00	979 54	0 00	0 00	
459200101	INTERNATIONAL BUSINESS MACHS CORP		IBM						
87 0000	05/01/2012 04/20/2011		18,141 70	14,333 63	0 00	3 808 07	0 00	0 00	
459200101	INTERNATIONAL BUSINESS MACHS CORP		IBM						
249 0000	05/10/2012 04/20/2011		50,192 30	41,023 85	0 00	9,168 45	0 00	0 00	
464287804	ISHARES CORE S&P SMALL-CAP ETF		IJR						
1872 0000	05/10/2012		137,556 72	104,436 63	0 00	33,120 09	0 00	0 00	

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Cusip	Description (Box 8)	Stock or Other Symbol (Box 1d)						
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	(Box 1a)		(Box 2a)				(Box 4)	(Box 15)
548661107	LOWES COS INC		LOW					
2027 0000	05/10/2012		62,207 23	44,714 29	0.00	17,492 94	0.00	0.00
653656108	NICE SYSTEMS LTD SPONS ADR		NICE					
793 0000	05/10/2012 02/11/2011		30,069 89	27,235 43	0.00	2,834 46	0.00	0.00
66987V109	NOVARTIS AG		NVS					
1188 0000	05/10/2012		62,951 66	66,267 97	0.00	-3,316 31	0.00	0.00
670100205	NOVO-NORDISK A S		NVO					
443 0000	05/10/2012 01/27/2011		64,034 49	51,436 02	0.00	12,598 47	0.00	0.00
68389X105	ORACLE SYS CORP		ORCL					
1703 0000	05/10/2012 01/19/2007		46,218 38	34,964 97	0.00	11,253 41	0.00	0.00
703481101	PATTERSON-UTI ENERGY INC		PTEN					
3481 0000	04/30/2012		56,512 07	56,407 29	0.00	104 78	0.00	0.00
714046109	PERKINELMER INC		PKI					
2062 0000	05/10/2012 06/09/2010		55,720 18	45,878 06	0.00	9,842 12	0.00	0.00
754730109	RAYMOND JAMES FINL INC		RJF					
1412 0000	05/10/2012		50,183 47	22,466 30	0.00	27,717 17	0.00	0.00
798241105	SAN JUAN BASIN ROYALTY TRUST		SJT					
152 0000	01/18/2012 03/10/2006		3,028 02	5,842 88	0.00	-2,814 86	0.00	0.00
798241105	SAN JUAN BASIN ROYALTY TRUST		SJT					
757 0000	01/23/2012 03/10/2006		14,352 67	29,099 08	0.00	-14,746 41	0.00	0.00

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Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)						
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld	
(Box 1e)	(Box 1a)		(Box 2a)				(Box 4)	(Box 15)	
798241105	SAN JUAN BASIN ROYALTY TRUST		SJT						
969 0000	01/24/2012		18,788.44	32,060.86	0.00	-13,272.42	0.00	0.00	
803054204	SAP AKTIENGESELLSCHAFT SPONS ADR		SAP						
843 0000	05/10/2012		52,290.20	53,851.17	0.00	-1,560.97	0.00	0.00	
81369Y886	SECTOR SPDR TR		XLU						
1679 0000	05/10/2012		59,989.32	53,782.35	0.00	6,206.97	0.00	0.00	
871829107	SYSCO CORP		SYU						
1279 0000	05/10/2012		35,760.04	36,800.93	0.00	-1,040.89	0.00	0.00	
882508104	TEXAS INSTRS INC		TXN						
1736 0000	05/10/2012 08/10/2010		53,172.66	44,210.89	0.00	8,961.77	0.00	0.00	
887317303	TIME WARNER INC		TWX						
1088 0000	05/10/2012 09/01/2010		38,916.89	33,623.23	0.00	5,293.66	0.00	0.00	
891027104	TORCHMARK CORP		TMK						
1227 0000	03/12/2012 12/21/2009		59,534.07	35,706.76	0.00	23,827.31	0.00	0.00	
902494103	TYSON FOODS INC CL A		TSN						
1429 0000	01/19/2012 12/09/2010		27,831.66	24,859.46	0.00	2,972.20	0.00	0.00	
92343V104	VERIZON COMMUNICATIONS								
1083 0000	05/10/2012		43,849.69	39,331.97	0.00	4,517.72	0.00	0.00	
931142103	WAL MART STORES INC		WMT						
238 0000	05/01/2012 05/30/2008		14,086.92	13,754.02	0.00	332.90	0.00	0.00	

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Cusip	Description (Box 8)	Stock or Other Symbol (Box 1d)						
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	(Box 1a)		(Box 2a)				(Box 4)	(Box 15)
931142103	WAL MART STORES INC		WMT					
434.0000	05/10/2012		25,753.07	24,059.75	0.00	1,693.32	0.00	0.00
Total Long Term 15% Sales Reported on 1099-B			1,834,518.40	1,503,175.71	0.00	331,342.69	0.00	0.00
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Cusip	Description (Box 8)	Stock or Other Symbol (Box 1d)						
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1a)	(Box 1a)		(Box 2a)				(Box 4)	(Box 15)
Short Term Sales Reported on 1099-B								
060505AR5	BANK OF AMERICA 4.875% 9/15/12							
225000 0000	09/15/2012 09/30/2011		225,000 00	225,436 50	0 00	-436 50	0 00	0 00
313379SS9	FHLB 0.830% 7/05/16							
200000 0000	10/05/2012 06/11/2012		200 000 00	200,000 00	0 00	0 00	0 00	0 00
3128QHSE1	FHLMC PL #1N1417 V- 2.216% 2/01/37		1N1417F					
40 7700	08/15/2012 05/31/2012		40.77	43 46	0 00	-2.69	0 00	0 00
3128QHSE1	FHLMC PL #1N1417 V- 2.216% 2/01/37		1N1417F					
33 7100	09/15/2012 05/31/2012		33.71	35.94	0 00	-2 23	0 00	0 00
3128QHSE1	FHLMC PL #1N1417 V- 2.216% 2/01/37		1N1417F					
6290 6900	10/15/2012 05/31/2012		6,290 69	6,706 47	0.00	-415 78	0 00	0 00
3128QHSE1	FHLMC PL #1N1417 V- 2.216% 2/01/37		1N1417F					
53 9000	11/15/2012 05/31/2012		53 90	57 46	0.00	-3.56	0 00	0 00
3128QHSE1	FHLMC PL #1N1417 V- 2.216% 2/01/37		1N1417F					
40 0500	12/15/2012 05/31/2012		40 05	42.70	0 00	-2.65	0.00	0 00

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Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash-Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withhold	State Tax Withhold
(Box 1e)	(Box 1a)		(Box 2a)				(Box 4)	(Box 15)
37952UAA1	GLOBAL SC FINAN ABS 4 11%	7/17/27						
2083 3300	08/17/2012	07/25/2012	2,083 33	2,082 92	0 00	0 41	0 00	0 00
37952UAA1	GLOBAL SC FINAN ABS 4 11%	7/17/27						
2083 3300	09/17/2012	07/25/2012	2,083 33	2,082 92	0 00	0 41	0 00	0 00
37952UAA1	GLOBAL SC FINAN ABS 4 11%	7/17/27						
2083 3400	10/17/2012	07/25/2012	2,083.34	2,082.93	0 00	0 41	0 00	0 00
37952UAA1	GLOBAL SC FINAN ABS 4 11%	7/17/27						
2083 3300	11/17/2012	07/25/2012	2,083 33	2,082 92	0 00	0 41	0 00	0 00
37952UAA1	GLOBAL SC FINAN ABS 4 11%	7/17/27						
2083 3300	12/17/2012	07/25/2012	2,083 33	2,082 92	0 00	0 41	0 00	0 00
617446V89	MORGAN STANLEY MTN 5 750%	8/31/12						
250000.0000	06/27/2012	09/07/2011	251,712.50	259,610 00	0 00	-7,897.50	0 00	0 00
78446VAA7	SLM STUDENT ABS V-M 1 601%	8/15/25						
14257 0100	03/15/2012	02/02/2012	14,257 01	14,257 01	0 00	0 00	0 00	0 00
78446VAA7	SLM STUDENT ABS V-M 1.601%	8/15/25						
3815 3200	04/15/2012	02/02/2012	3,815 32	3,815.32	0 00	0 00	0 00	0 00
78446VAA7	SLM STUDENT ABS V-M 1 601%	8/15/25						
3504.6600	05/15/2012	02/02/2012	3,504 66	3,504 66	0 00	0 00	0 00	0 00
78446VAA7	SLM STUDENT ABS V-M 1 601%	8/15/25						
3814 0000	06/15/2012	02/02/2012	3,814 00	3,814 00	0 00	0 00	0 00	0 00

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Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)						
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld	
(Box 1e)	(Box 1a)		(Box 2a)				(Box 4)	(Box 15)	
78446VAA7	SLM STUDENT ABS V-M 1 601% 8/15/25								
3270 4700	07/15/2012	02/02/2012	3,270 47	3,270.47	0 00	0 00	0 00	0 00	
78446VAA7	SLM STUDENT ABS V-M 1 601% 8/15/25								
4133 9100	08/15/2012	02/02/2012	4,133 91	4,133 91	0 00	0 00	0 00	0 00	
78446VAA7	SLM STUDENT ABS V-M 1 601% 8/15/25								
3698 9200	09/15/2012	02/02/2012	3,698 92	3,698.92	0 00	0 00	0 00	0 00	
78446VAA7	SLM STUDENT ABS V-M 1 601% 8/15/25								
3198.0900	10/15/2012	02/02/2012	3 198 09	3,198 09	0 00	0 00	0 00	0 00	
78446VAA7	SLM STUDENT ABS V-M 1 601% 8/15/25								
3909 7400	11/15/2012	02/02/2012	3,909.74	3,909 74	0 00	0 00	0 00	0 00	
78446VAA7	SLM STUDENT ABS V-M 1 601% 8/15/25								
3680 7100	12/15/2012	02/02/2012	3,680 71	3,680 71	0 00	0 00	0 00	0 00	
92867DAB6	VOLKSWAGEN AUTO ABS 0 670% 12/20/13								
9577 3600	01/20/2012	03/24/2011	9,577 36	9,577.25	0 00	0 11	0 00	0 00	
92867DAB6	VOLKSWAGEN AUTO ABS 0 670% 12/20/13								
7587 7500	02/20/2012	03/24/2011	7,587.75	7,587 67	0 00	0 08	0 00	0 00	
92867DAB6	VOLKSWAGEN AUTO ABS 0 670% 12/20/13								
7130.0900	03/20/2012	03/24/2011	7,130.09	7,130 01	0 00	0 08	0 00	0 00	
Total Short Term Sales Reported on 1099-B			765,166 31	773,924.90	0 00	-8,758 59	0 00	0 00	

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Cusip	Description (Box 8)	Stock or Other Symbol (Box 1d)	Quantity Sold (Box 1e)	Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss (Box 4)	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Report on Form 8949, Part I, with Box B checked											
Long Term 15% Sales Reported on 1099-B											
002819AB6	ABBOTT LABS 5 6%	11/30/17									
25000.0000	04/17/2012	11/06/2007				30,331.75	24,930.89	0.00	5,400.86	0.00	0.00
020002AR2	ALLSTATE CORP 5%	8/15/14									
50000.0000	03/20/2012	10/25/2007				54,330.00	49,392.33	0.00	4,937.67	0.00	0.00
060505AR5	BANK OF AMERICA 4 875%	9/15/12									
25000.0000	09/15/2012					25,000.00	32,149.53	0.00	-7,149.53	0.00	0.00
191216AK6	COCA-COLA CO 5 35%	11/15/17									
25000.0000	04/17/2012	10/29/2007				29,877.50	24,965.80	0.00	4,911.70	0.00	0.00
3133X7FK5	FHLB 5.25%	6/18/14									
50000.0000	04/11/2012	01/06/2005				55,298.60	51,732.33	0.00	3,566.27	0.00	0.00
31397KR94	FHLMC SER 3378 CMO 5 5%	1/15/23									
1126.3000	01/15/2012	10/17/2007				1,126.30	1,129.44	0.00	-3.14	0.00	0.00
31397KR94	FHLMC SER 3378 CMO 5.5%	1/15/23									
729.3900	02/15/2012	10/17/2007				729.39	731.42	0.00	-2.03	0.00	0.00
31397KR94	FHLMC SER 3378 CMO 5.5%	1/15/23									
773.0800	03/15/2012	10/17/2007				773.08	775.24	0.00	-2.16	0.00	0.00

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Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)		Wash, Sale	Net Gain	Federal	State
Quantity	Date of	Date of	Stocks	Cost or	Loss Disallowed	or Loss	Income	Tax
Sold	Sale or	Acquisition	Bonds, etc.	Other Basis			Tax Withheld	Withhold
(Box 1e)	(Box 1a)		(Box 2a)				(Box 4)	(Box 15)
31397KR94	FHLMC SER 3378 CMO 5.5%	1/15/23						
795 1300	04/15/2012	10/17/2007	795 13	797 35	0 00	-2 22	0 00	0 00
31397KR94	FHLMC SER 3378 CMO 5.5%	1/15/23						
661 3800	05/15/2012	10/17/2007	661 38	663 22	0 00	-1 84	0 00	0 00
31397KR94	FHLMC SER 3378 CMO 5 5%	1/15/23						
563 5900	06/15/2012	10/17/2007	563.59	565.16	0 00	-1 57	0 00	0 00
31397KR94	FHLMC SER 3378 CMO 5 5%	1/15/23						
414 4600	07/15/2012	10/17/2007	414.46	415 62	0 00	-1 16	0 00	0 00
31397KR94	FHLMC SER 3378 CMO 5 5%	1/15/23						
443 4000	08/15/2012	10/17/2007	443 40	444 64	0 00	-1 24	0 00	0 00
31397KR94	FHLMC SER 3378 CMO 5 5%	1/15/23						
481 9900	09/15/2012	10/17/2007	481 99	483 33	0 00	-1 34	0 00	0 00
31397KR94	FHLMC SER 3378 CMO 5 5%	1/15/23						
599 6900	10/15/2012	10/17/2007	599 69	601.36	0 00	-1 67	0 00	0 00
31397KR94	FHLMC SER 3378 CMO 5 5%	1/15/23						
543.2700	11/15/2012	10/17/2007	543 27	544 78	0 00	-1 51	0 00	0 00
31397KR94	FHLMC SER 3378 CMO 5 5%	1/15/23						
338.4600	12/15/2012	10/17/2007	338 46	339 40	0 00	-0.94	0 00	0 00
31359MPF4	FNMA 4 375%	9/15/12						
60000 0000	04/11/2012	02/28/2003	61,067 40	60,458 85	0 00	608 55	0.00	0 00

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Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	(Box 1e)		(Box 2a)				(Box 4)	(Box 15)
31359M5H2	FNMA 5% 2/16/12							
100000 0000	02/16/2012	05/14/2007	100,000 00	100,243.89	0 00	-243 89	0.00	0 00
31395NX44	FNMA SER 59 CMO 6 5% 12/25/33							
549 3300	01/25/2012	06/08/2006	549 33	580 52	0 00	-31 19	0 00	0 00
31395NX44	FNMA SER 59 CMO 6.5% 12/25/33							
915 3100	02/25/2012	06/08/2006	915 31	987 29	0 00	-51 98	0 00	0.00
31395NX44	FNMA SER 59 CMO 6 5% 12/25/33							
1151 8900	03/25/2012	06/08/2006	1,151 89	1,217.30	0 00	-65.41	0 00	0 00
31395NX44	FNMA SER 59 CMO 6 5% 12/25/33							
817.2000	04/25/2012	06/08/2006	817 20	883.61	0 00	-46 41	0 00	0 00
36962GZY3	GEN ELEC CAP CO MTN 5 45% 1/15/13							
40000 0000	01/05/2012	03/18/2004	41,808.40	45,867 55	0 00	-4,059 15	0 00	0 00
36962GP65	GEN ELEC CAP CRP MTN 4 875% 3/04/15							
150000 0000	01/05/2012	04/28/2010	162,780 00	159,472 50	0 00	3,307 50	0 00	0 00
36962GP65	GEN ELEC CAP CRP MTN 4 875% 3/04/15							
250000 0000	11/01/2012	04/28/2010	272,660 00	265,787 50	0.00	6,872 50	0 00	0.00
377372AC1	GLAXOSMITHKLINE 4 85% 5/15/13							
50000 0000	03/21/2012	05/06/2008	52,490 50	49,901 50	0 00	2,589 00	0 00	0 00
428236AQ6	HEWLETT-PACKARD CO 4 5% 3/01/13							
35000 0000	03/20/2012	02/25/2008	36,148 00	34,975 11	0 00	1,172 89	0 00	0 00

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Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)						
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld	
(Box 1e)	(Box 1a)		(Box 2a)				(Box 4)	(Box 15)	
459058AN3	INT BK RECON & DEV	1 75% 7/15/13							
200000.0000	06/08/2012	04/26/2010	203,022 00	199,320.00	0.00	3,702 00	0 00	0 00	
459058AN3	INT BK RECON & DEV	1.75% 7/15/13							
250000.0000	06/26/2012	04/26/2010	253,822 50	249,150.00	0 00	4,672 50	0 00	0 00	
548661CH8	LOWES COS INC	5% 10/15/15							
50000 0000	04/17/2012	10/03/2005	56,731 00	49,964 92	0 00	6,766 08	0 00	0 00	
59156RAN8	METLIFE INC	5% 6/15/15							
30000 0000	04/30/2012	10/25/2007	33,112 20	29,337.57	0 00	3,774 63	0 00	0 00	
68389XAC9	ORACLE CORP	5 75% 4/15/18							
25000 0000	04/17/2012	04/02/2008	30,440 75	24,988 74	0 00	5,452 01	0 00	0 00	
742651DF6	PRIVATE EXPT FDD	3 55% 4/15/13							
510000 0000	01/05/2012	01/26/2010	530,746 80	537,846.00	0 00	-7,099 20	0 00	0 00	
742651DF6	PRIVATE EXPT FDD	3 55% 4/15/13							
250000 0000	06/26/2012	01/26/2010	256,375 00	263,650 00	0 00	-7,275 00	0 00	0 00	
78387GAP8	SBC COMMUNICATIONS	5 1% 9/15/14							
40000 0000	04/17/2012	07/14/2005	43,808 00	40,321 52	0.00	3,486 48	0 00	0 00	
880591CW0	TVA	6% 3/15/13							
50000.0000	04/11/2012	10/26/2004	52,400 00	53,480 32	0 00	-1,080 32	0 00	0.00	
880591DT6	TVA	6 790% 5/23/12							
100000.0000	05/23/2012	06/23/2005	100,000 00	108,893 56	0 00	-8,893 56	0.00	0 00	

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Custid	Description (Box 8)		Stock or Other Symbol (Box 1d)					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	(Box 1a)		(Box 2a)				(Box 4)	(Box 15)
912828HT0	U.S. TREASURY NOTES 2 75% 2/28/13		UTN2813					
845000 0000	04/30/2012		862,920.41	863,044.12	0.00	-123.71	0.00	0.00
911312AH9	UNITED PARCEL 5 5% 1/15/18							
25000 0000	04/17/2012 01/10/2008		30,020.00	24,953.79	0.00	5,066.21	0.00	0.00
92867DAB8	VOLKSWAGEN AUTO ABS 0.670% 12/20/13							
10076.5700	04/20/2012 03/24/2011		10,076.57	10,076.46	0.00	0.11	0.00	0.00
92867DAB6	VOLKSWAGEN AUTO ABS 0.670% 12/20/13							
7510.5900	05/20/2012 03/24/2011		7,510.59	7,510.51	0.00	0.08	0.00	0.00
92867DAB6	VOLKSWAGEN AUTO ABS 0.670% 12/20/13							
7639.4300	06/20/2012 03/24/2011		7,639.43	7,639.34	0.00	0.09	0.00	0.00
92867DAB6	VOLKSWAGEN AUTO ABS 0.670% 12/20/13							
9098.8400	07/20/2012 03/24/2011		9,098.84	9,098.74	0.00	0.10	0.00	0.00
92867DAB6	VOLKSWAGEN AUTO ABS 0.670% 12/20/13							
7392.9200	08/20/2012 03/24/2011		7,392.92	7,392.84	0.00	0.08	0.00	0.00
92867DAB6	VOLKSWAGEN AUTO ABS 0.670% 12/20/13							
9302.6600	09/20/2012 03/24/2011		9,302.66	9,302.56	0.00	0.10	0.00	0.00
92867DAB6	VOLKSWAGEN AUTO ABS 0.670% 12/20/13							
7048.5000	10/20/2012 03/24/2011		7,048.50	7,048.42	0.00	0.08	0.00	0.00
92867DAB6	VOLKSWAGEN AUTO ABS 0.670% 12/20/13							
6204.2900	11/20/2012 03/24/2011		6,204.29	6,204.21	0.00	0.08	0.00	0.00

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Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)			Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed			
(Box 1e)	(Box 1a)		(Box 2a)				(Box 4)	(Box 15)
931142CJ0	WAL-MART STORES INC 5 8% 2/15/18							
25000 0000	04/17/2012	01/23/2008	30,571 58	26,075 04	0 00	4,496 54	0 00	0 00
949746NW7	WELLS FARGO CO 5 25% 10/23/12							
50000 0000	03/20/2012	10/16/2007	51,340 00	49,952 62	0 00	1,387 38	0 00	0 00
Total Long Term 15% Sales Reported on 1099-B			3,532,280 06	3,496,248 74	0 00	36,031 32	0.00	0 00
Report on Form 8949, Part II, with Box B checked								

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Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)					
Quantity Sold (Box 1e)	Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Short Term Sales Reported on 1099-B								
031100100	AMETEK INC		AME					
5000	07/13/2012	05/31/2012	16 58	16 77	0 00	-0.19	0.00	0 00
073302101	B/E AEROSPACE INC		BEAV					
375 0000	08/02/2012	05/31/2012	14,052.51	16,132 50	0 00	-2,079 99	0.00	0 00
14754D100	CASH AMERICA INTL INC		CSH					
125 0000	08/20/2012	06/11/2012	4,955 50	5,314.53	0 00	-359 03	0.00	0 00
14754D100	CASH AMERICA INTL INC		CSH					
50 0000	08/20/2012	06/11/2012	1,955 89	2,125 81	0.00	-169 92	0 00	0 00
14754D100	CASH AMERICA INTL INC		CSH					
150 0000	08/21/2012	06/11/2012	5,844 06	6,377 43	0 00	-533 37	0 00	0 00
14754D100	CASH AMERICA INTL INC		CSH					
50 0000	08/21/2012	06/11/2012	1,949 70	2,125.81	0 00	-176.11	0 00	0.00
14754D100	CASH AMERICA INTL INC		CSH					
100 0000	08/21/2012	06/11/2012	3,898 21	4,251 62	0 00	-353.41	0.00	0 00

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Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
(Box 1e)	(Box 1a)		(Box 2a)					
14754D100	CASH AMERICA INTL INC		CSH					
175.0000	08/21/2012		8,820.84	7,394.02	0.00	-573.18	0.00	0.00
14754D100	CASH AMERICA INTL INC		CSH					
175.0000	08/22/2012 06/26/2012		8,820.48	7,278.25	0.00	-457.77	0.00	0.00
14754D100	CASH AMERICA INTL INC		CSH					
50.0000	08/22/2012 06/26/2012		1,949.28	2,079.50	0.00	-130.22	0.00	0.00
14754D100	CASH AMERICA INTL INC		CSH					
25.0000	08/22/2012 06/26/2012		974.44	1,039.75	0.00	-65.31	0.00	0.00
14888B103	CATALYST HEALTH SOLUTIONS INC		CHSI					
300.0000	07/03/2012 07/03/2012		0.00	-2,222.87	0.00	2,222.87	0.00	0.00
14888B103	CATALYST HEALTH SOLUTIONS INC		CHSI					
300.0000	07/03/2012 07/03/2012		0.00	2,222.87	0.00	-2,222.87	0.00	0.00
14888B103	CATALYST HEALTH SOLUTIONS INC		CHSI					
300.0000	07/03/2012 07/03/2012		2,222.87	0.00	0.00	2,222.87	0.00	0.00
148887102	CATAMARAN CORPORATION		CTRX					
1800	07/17/2012 05/31/2012		16.92	17.74	0.00	-0.82	0.00	0.00
148887102	CATAMARAN CORPORATION		CTRX					
1800	07/17/2012 05/31/2012		-16.92	-17.74	0.00	0.82	0.00	0.00
148887102	CATAMARAN CORPORATION		CTRX					
1800	07/17/2012 05/31/2012		16.92	17.74	0.00	-0.82	0.00	0.00

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Cusip	Description (Box 8)	Stock or Other Symbol (Box 1d)	Quantity Sold (Box 1e)	Date of Sale or Exchange (Box 1e)	Date of Acquisition (Box 1e)	Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 2a)	Wash Sale Loss Disallowed (Box 2a)	Net Gain or Loss (Box 2a)	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
148887102	CATAMARAN CORPORATION	CTRX	350 0000	10/02/2012	05/31/2012	17,036.32	17,246.68	0.00	-210.36	0.00	0.00
148887102	CATAMARAN CORPORATION	CTRX	676 0000	10/02/2012		33,184.63	32,487.65	0.00	696.98	0.00	0.00
148887102	CATAMARAN CORPORATION	CTRX	170.0000	10/02/2012	07/06/2012	8,383.82	8,154.86	0.00	228.96	0.00	0.00
172755100	CIRRUS LOGIC INC	CRUS	175 0000	07/10/2012	05/31/2012	4,681.49	4,905.25	0.00	-223.76	0.00	0.00
172755100	CIRRUS LOGIC INC	CRUS	25 0000	07/11/2012	05/31/2012	669.05	700.75	0.00	-31.70	0.00	0.00
172755100	CIRRUS LOGIC INC	CRUS	25 0000	07/19/2012	05/31/2012	685.98	700.75	0.00	-14.77	0.00	0.00
172755100	CIRRUS LOGIC INC	CRUS	400 0000	07/19/2012	05/31/2012	10,942.95	11,212.00	0.00	-269.05	0.00	0.00
172755100	CIRRUS LOGIC INC	CRUS	375.0000	08/29/2012		15,626.39	10,681.90	0.00	4,944.49	0.00	0.00
179895107	CLARCOR INC	CLC	120.0000	12/07/2012		5,522.61	5,924.29	0.00	-401.68	0.00	0.00
179895107	CLARCOR INC	CLC	10 0000	12/07/2012	07/17/2012	459.80	493.70	0.00	-33.90	0.00	0.00

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Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	(Box 1a)		(Box 2a)				(Box 4)	(Box 15)
179895107	CLARCOR INC		CLC					
90.0000	12/10/2012		4,153.80	4,442.78	0.00	-288.98	0.00	0.00
179895107	CLARCOR INC		CLC					
40.0000	12/10/2012	07/17/2012	1,845.61	1,973.81	0.00	-128.20	0.00	0.00
179895107	CLARCOR INC		CLC					
20.0000	12/17/2012	07/17/2012	903.43	986.90	0.00	-83.47	0.00	0.00
179895107	CLARCOR INC		CLC					
280.0000	12/17/2012		12,644.65	13,836.92	0.00	-1,192.27	0.00	0.00
179895107	CLARCOR INC		CLC					
10.0000	12/18/2012	09/10/2012	453.26	499.24	0.00	-45.98	0.00	0.00
179895107	CLARCOR INC		CLC					
255.0000	12/18/2012		11,537.62	12,729.00	0.00	-1,191.38	0.00	0.00
N22717107	CORE LABORATORIES N V		CLB					
175.0000	07/19/2012	06/05/2012	19,882.05	21,968.63	0.00	-2,086.58	0.00	0.00
N22717107	CORE LABORATORIES N V		CLB					
200.0000	07/19/2012		22,707.49	22,983.37	0.00	-275.88	0.00	0.00
253393102	DICKS SPORTING GOODS INC		DKS					
950.0000	12/12/2012		44,898.65	44,674.43	0.00	224.22	0.00	0.00
302491303	F M C CORP		FMC					
170.0000	11/14/2012	05/31/2012	8,829.33	8,634.30	0.00	195.03	0.00	0.00

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Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	(Box 1a)		(Box 2a)				(Box 4)	(Box 15)
302491303	F M C CORP		FMC					
240 0000	12/07/2012	05/31/2012	12,693 73	12,189 60	0 00	504 13	0 00	0 00
371901109	GENTEX CORP		GNTX					
1675 0000	12/21/2012	06/19/2012	30,501.73	35,832 10	0 00	-6,330.37	0 00	0 00
40425J101	HMS HLDGS CORP		HMSY					
70 0000	11/14/2012	06/05/2012	1,671 21	1,920 14	0 00	-248 93	0 00	0 00
40425J101	HMS HLDGS CORP		HMSY					
270 0000	11/14/2012	06/05/2012	6,454 20	7,406 24	0 00	-952 04	0 00	0 00
40425J101	HMS HLDGS CORP		HMSY					
50.0000	11/14/2012	06/05/2012	1,193 72	1,371 52	0 00	-177 80	0 00	0 00
40425J101	HMS HLDGS CORP		HMSY					
30 0000	11/15/2012	06/05/2012	710 94	822.92	0 00	-111 98	0 00	0 00
40425J101	HMS HLDGS CORP		HMSY					
10.0000	11/15/2012	06/05/2012	236 96	274 30	0 00	-37 34	0 00	0 00
40425J101	HMS HLDGS CORP		HMSY					
150 0000	12/05/2012	06/05/2012	3,551.25	4,114 58	0 00	-563 33	0 00	0 00
40425J101	HMS HLDGS CORP		HMSY					
20 0000	12/05/2012	06/05/2012	473 50	548.61	0 00	-75 11	0 00	0 00
836518102	NATIONAL INSTRS CORP		NATI					
240 0000	10/03/2012	06/11/2012	5,926 66	6,294.43	0 00	-367 77	0 00	0 00

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Cusip	Description (Box 8)	Stock or Other Symbol (Box 1d)	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	(Box 1a)	(Box 2a)								(Box 4)	(Box 15)
636518102	NATIONAL INSTRS CORP	NATI	260 0000	10/03/2012	06/11/2012	6,425 65	6,818 97	0.00	-393.32	0 00	0 00
653656108	NICE SYSTEMS LTD SPONS ADR	NICE	50 0000	07/12/2012	06/05/2012	1,886 59	1,860 36	0.00	-173.77	0.00	0 00
653656108	NICE SYSTEMS LTD SPONS ADR	NICE	125 0000	07/12/2012	06/05/2012	4,218 95	4,650 89	0 00	-431 94	0 00	0 00
653656108	NICE SYSTEMS LTD SPONS ADR	NICE	150 0000	07/12/2012	06/05/2012	5,061 30	5,581.06	0 00	-519 76	0 00	0 00
653656108	NICE SYSTEMS LTD SPONS ADR	NICE	50 0000	07/13/2012	06/05/2012	1,888 85	1,860.35	0 00	-171.50	0 00	0.00
653656108	NICE SYSTEMS LTD SPONS ADR	NICE	50 0000	07/13/2012	06/05/2012	1,690 24	1,860 36	0.00	-170.12	0 00	0 00
653656108	NICE SYSTEMS LTD SPONS ADR	NICE	200.0000	07/13/2012	06/05/2012	6,762.40	7,441 42	0 00	-679 02	0.00	0 00
67020Y100	NUANCE COMMUNICATIONS INC	NUAN	725 0000	07/12/2012	06/11/2012	15,243 65	15,439 75	0 00	-196 10	0 00	0 00
674215108	OASIS PETROLEUM INC	OAS	200 0000	07/10/2012	06/19/2012	4,842.05	4,994 86	0 00	-152 81	0 00	0 00
674215108	OASIS PETROLEUM INC	OAS	225 0000	07/11/2012	06/19/2012	5,417 56	5,619 22	0 00	-201 66	0 00	0 00

The Susan Vaughan Foundation, Inc
76-0285765
December 31, 2012

Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)					Federal	State
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Income Tax Withheld	Income Tax Withheld	Tax Withheld
(Box 1e)	(Box 1a)		(Box 2a)				(Box 4)	(Box 15)	
714046109	PERKINELMER INC		PKI						
1225 0000	08/29/2012		32,851.68	31,153.20	0.00	1,698.48	0.00	0.00	
714046109	PERKINELMER INC		PKI						
525 0000	08/29/2012 06/26/2012		14,096.19	13,120.80	0.00	975.39	0.00	0.00	
761698102	REXNORD CORP		RXN						
600 0000	08/03/2012 06/19/2012		9,377.00	12,320.70	0.00	-2,943.70	0.00	0.00	
761698102	REXNORD CORP		RXN						
450 0000	08/06/2012 06/19/2012		6,957.11	9,240.53	0.00	-2,283.42	0.00	0.00	
761698102	REXNORD CORP		RXN						
125 0000	08/07/2012 06/19/2012		1,932.50	2,566.81	0.00	-634.31	0.00	0.00	
761698102	REXNORD CORP		RXN						
25 0000	08/08/2012 06/19/2012		386.49	513.36	0.00	-126.87	0.00	0.00	
768573107	RIVERBED TECHNOLOGY		RVBD						
1475 0000	07/06/2012 06/19/2012		21,916.38	25,918.55	0.00	-4,002.17	0.00	0.00	
777779307	ROSETTA RESOURCES INC		ROSE						
250 0000	07/12/2012 06/05/2012		9,179.14	9,314.83	0.00	-135.69	0.00	0.00	
777779307	ROSETTA RESOURCES INC		ROSE						
300.0000	07/13/2012 06/05/2012		11,060.75	11,177.79	0.00	-117.04	0.00	0.00	
827048109	SILGAN HOLDINGS INC		SLGN						
400 0000	08/20/2012 06/05/2012		16,348.35	16,749.24	0.00	-400.89	0.00	0.00	

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2012

Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)					Federal	State
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Tax Withheld	Income Tax Withheld	Tax Withheld
(Box 1e)	(Box 1a)		(Box 2a)				(Box 4)	(Box 15)	
827048109	SILGAN HOLDINGS INC		SLGN						
430 0000	11/14/2012		18,027 77	18,292 22	0 00	-264.45	0 00	0 00	
827048109	SILGAN HOLDINGS INC		SLGN						
220 0000	11/14/2012 06/25/2012		9 192 42	9,486 40	0 00	-293 98	0 00	0 00	
892356106	TRACTOR SUPPLY CO		TSCO						
275 0000	09/12/2012 05/31/2012		26,946 67	24,741.75	0 00	2,204 92	0 00	0 00	
892356106	TRACTOR SUPPLY CO		TSCO						
240 0000	12/07/2012 06/21/2012		20,284 82	21,206 98	0 00	-922 16	0 00	0 00	
90384S303	ULTA SALON COSMETICS & FRAG INC		ULTA						
270 0000	10/02/2012 06/05/2012		25,923 90	23,500 80	0 00	2,423 10	0 00	0 00	
G87210103	UTI WORLDWIDE INC		UTIW						
150 0000	09/05/2012 06/11/2012		2,020 89	2,287.58	0 00	-266 69	0 00	0 00	
G87210103	UTI WORLDWIDE INC		UTIW						
150 0000	09/05/2012 06/11/2012		2,027.70	2,287 57	0 00	-259 87	0 00	0 00	
G87210103	UTI WORLDWIDE INC		UTIW						
250 0000	09/05/2012 06/11/2012		3,362 42	3,812 63	0 00	-450 21	0 00	0 00	
G87210103	UTI WORLDWIDE INC		UTIW						
125 0000	09/05/2012 06/11/2012		1,679 58	1,906.31	0 00	-226 73	0 00	0 00	
G87210103	UTI WORLDWIDE INC		UTIW						
975 0000	09/05/2012 06/11/2012		13,108 19	14,869.24	0 00	-1,761 05	0 00	0 00	

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2012

Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
(Box 1e)	(Box 1a)		(Box 2a)					
G87210103	UTI WORLDWIDE INC		UTIW					
25.0000	09/08/2012	06/11/2012	338.45	381.26	0.00	-42.81	0.00	0.00
960908309	WESTPORT INNOVATIONS INC		WPRT					
8500.0000	06/21/2012	06/19/2012	272,406.99	265,676.85	0.00	6,730.14	0.00	0.00
980745103	WOODWARD, INC		WWD					
25.0000	07/30/2012	06/11/2012	858.76	960.10	0.00	-101.34	0.00	0.00
980745103	WOODWARD, INC		WWD					
225.0000	07/30/2012	06/11/2012	7,727.09	8,640.86	0.00	-913.77	0.00	0.00
980745103	WOODWARD, INC		WWD					
275.0000	07/30/2012	06/11/2012	9,445.53	10,561.04	0.00	-1,115.51	0.00	0.00
980745103	WOODWARD, INC		WWD					
450.0000	07/31/2012		15,195.22	16,790.07	0.00	-1,594.85	0.00	0.00
980745103	WOODWARD, INC		WWD					
25.0000	07/31/2012	06/26/2012	857.35	919.13	0.00	-61.78	0.00	0.00
Total Short Term Sales Reported on 1099-B			946,486.69	964,889.22	0.00	-18,202.53	0.00	0.00
Report on Form 8949, Part I, with Box B checked								

The Susan Vaughan Foundation, Inc
76-0285765

1/1/2012 through 12/31/2012

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
AstraZeneca	2,800 00	9/6/2011	2/3/2012	131,584 28	125,072 42	6,511 86
AstraZeneca	1,800 00	9/12/2011	2/3/2012	84,589 89	78,649 49	5,940 40
BNP Paribas	1,998 00	1/17/2012	6/28/2012	68,564 84	85,653 51	(17,088 67)
BNP Paribas	1,059 00	1/17/2012	6/29/2012	40,145 33	45,398 94	(5,253 60)
BNP Paribas	1,043 00	4/4/2012	6/29/2012	39,538 80	46,464 32	(6,925 52)
Compass Group Plc	14,471 00	11/3/2011	9/12/2012	163,122 47	130,859 95	32,262 52
Delhaize Group Plc	2,000 00	11/7/2011	3/8/2012	102,317 93	124,212 59	(21,894 66)
EON AG	3,007 00	4/27/2012	10/24/2012	69,163 92	68,620 11	543 81
Eutelsat Communications	3,100 00	11/3/2011	2/17/2012	116,781 87	130,936 71	(14,154 84)
GlaxoSmithKline	1,660 00	8/1/2011	3/5/2012	36,781 09	37,334 55	(553 46)
GlaxoSmithKline	8,340 00	8/1/2011	4/26/2012	189,064 95	187,572 37	1,492 58
Hennes & Mauntz B	4,000 00	4/12/2012	11/21/2012	127,125 77	138,650 17	(11,524 40)
Lloyds Banking Group Plc Ord	128,021 00	1/20/2012	6/18/2012	61,098 87	65,848 75	(4,749 88)
Lloyds Banking Group Plc Ord	43,000 00	1/20/2012	6/22/2012	20,989 92	22,117 43	(1,127 51)
Lloyds Banking Group Plc Ord	87,000 00	1/20/2012	7/9/2012	40,363 53	44,749 23	(4,385 70)
Mediaset Espana Comunicacion SA	7,020 00	4/4/2012	6/19/2012	35,441 97	38,185 15	(2,743 18)
Mediaset Espana Comunicacion SA	8,980 00	4/4/2012	6/20/2012	45,287 67	48,846 53	(3,558 86)
Mediaset Espana Comunicacion SA	6,000 00	4/4/2012	6/22/2012	28,476 48	32,636 88	(4,160 40)
Mediaset Espana Comunicacion SA	10,000 00	4/26/2012	6/22/2012	47,460 80	46,161 56	1,299 24
Nestle SA CHF0 10	3,000 00	4/4/2012	9/14/2012	187,570 99	185,782 08	1,788 91
Nestle SA CHF0 10	700 00	4/26/2012	9/14/2012	43,766 57	43,190 65	575 92
Renault SA	2,100 00	1/12/2012	6/18/2012	82,801 65	82,236 77	564 88
Renault SA	1,100 00	1/12/2012	6/19/2012	45,165 38	43,076 40	2,088 98
Renault SA	174 00	1/12/2012	6/20/2012	7,248 49	6,813 90	434 58
Renault SA	926 00	4/4/2012	6/20/2012	38,575 27	46,261 16	(7,685 89)
Royal Dutch Shell Plc	1,238 00	9/12/2011	4/12/2012	42,428 47	39,443 47	2,985 00
SAP AG Ord	1,738 00	1/17/2012	12/12/2012	138,969 42	97,382 73	41,586 69
Schibsted ASA NOK 1	2,000 00	1/18/2012	7/26/2012	60,847 71	53,711 40	7,136 31
Schibsted ASA NOK 1	2,700 00	1/18/2012	10/18/2012	108,125 59	72,510 39	35,615 20
Schibsted ASA NOK 1	1,400 00	3/1/2012	10/18/2012	56,065 12	46,960 18	9,104 94
Swiss Re Ag CHF0 10	1,550 00	11/7/2011	6/18/2012	89,516 25	82,900 26	6,615 99
Taylor Wimpey Plc Ord 1p	42,623 00	5/11/2012	11/8/2012	41,030 33	31,969 77	9,060 56
Taylor Wimpey Plc Ord 1p	8,756 00	5/11/2012	11/9/2012	8,350 43	6,567 52	1,782 91
Taylor Wimpey Plc Ord 1p	17,049 00	5/11/2012	11/19/2012	15,562 44	12,787 76	2,774 68
Taylor Wimpey Plc Ord 1p	9,209 00	5/11/2012	11/20/2012	8,505 95	6,907 29	1,598 65
Taylor Wimpey Plc Ord 1p	24,742 00	5/14/2012	11/20/2012	22,853 09	17,978 15	4,874 95
UBS AG CHF0 1	4,700 00	2/3/2012	7/9/2012	51,260 61	67,544 06	(16,283 45)

UBS AG CHF0 1	4,600 00	2/3/2012	7/23/2012	46,012 15	66,106 96	(20,094 80)
UBS AG CHF0 1	3,700 00	4/4/2012	7/23/2012	37,009 78	49,774 44	(12,764 66)
UPM-Kymmene Corp NPV	10,756 00	11/4/2011	5/11/2012	126,125 53	130,410 53	(4,285 00)
UPM-Kymmene Corp NPV	244 00	11/4/2011	5/14/2012	2,801 36	2,958 36	(157 00)
UPM-Kymmene Corp NPV	3,000 00	3/8/2012	5/14/2012	34,443 01	41,459 53	(7,016 52)
Total Short Term				2,742,935.97	2,732,704.41	10,231.57
Anheuser-Busch InBev	2,300 00	5/20/2011	6/11/2012	157,399 37	137,519 19	19,880 18
British American Tobacco	3,136 00	6/16/2011	11/7/2012	158,239 44	132,906 95	25,332 49
Centrica Plc Ord	20,095 00	1/21/2010	4/4/2012	100,167 73	94,374 69	5,793 04
Centrica Plc Ord	30,959 00	1/4/2010	4/4/2012	154,321 60	142,025 56	12,296 04
EON AG	6,583 00	6/13/2011	10/24/2012	151,415 40	181,376 96	(29,961 56)
Imperial Tobacco	3,700 00	9/6/2011	9/7/2012	137,505 63	123,923 02	13,582 61
L'Oreal	471 00	3/7/2007	6/18/2012	54,487 13	48,585 85	5,901 28
L'Oreal	279 00	1/10/2007	6/18/2012	32,275 82	27,313 00	4,962 82
Novartis AG CHF	3,623 00	10/27/2009	2/3/2012	201,000 74	188,258 90	12,741 84
Royal Dutch Shell Plc	4,462 00	10/28/2009	4/12/2012	152,920 71	138,054 83	14,865 88
Ryanair Holdings	24,645 00	10/17/2008	7/11/2012	122,590 38	73,483 43	49,106 95
Vivendi SA	3,517 00	11/27/2008	2/1/2012	73,974 68	99,470 55	(25,495 87)
Vodafone Group PLC SPONS ADR	36,759 00	9/21/2010	3/1/2012	99,363 94	94,413 95	4,949 99
Vodafone Group PLC SPONS ADR	13,731 00	12/7/2009	3/1/2012	37,116 52	31,708 33	5,408 20
Vodafone Group PLC SPONS ADR	67,270 00	12/7/2009	4/4/2012	185,427 72	155,343 31	30,084 41
Vodafone Group PLC SPONS ADR	16,730 00	2/3/2011	4/4/2012	46,115 74	47,843 40	(1,727 66)
Total Long Term				1,864,322.55	1,716,601.92	147,720.63
Grand Total				4,607,258.52	4,449,306.33	157,952.19

Form **8868**

(Rev. January 2013)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- 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**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

THE SUSAN VAUGHAN FOUNDATION, INC.

76-0285765

Number, street, and room or suite no. If a P.O. box, see instructions

Social security number (SSN)

LEGACY TRUST COMPANY C/O JENNIFER GROSVENOR

City, town or post office, state, and ZIP code. For a foreign address, see instructions

HOUSTON, TX 77002

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

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 ► LEGACY TRUST COMPANY

Telephone No ► 713 216-3447

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 08/15, 20 13, 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 _____, 20____, and ending _____, 20____

- 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 \$	13,303.
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 \$	13,303.
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 \$	

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box. ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions:	Employer identification number (EIN) or
	THE SUSAN VAUGHAN FOUNDATION, INC.	76-0285765
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	LEGACY TRUST COMPANY C/O JENNIFER GROSVENOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	HOUSTON, TX 77002	

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 1 ☐ 2 ☐ 3 ☐ 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ☒ LEGACY TRUST COMPANY
Telephone No. ☒ 713 216-3447 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.

- 4 I request an additional 3-month extension of time until 11/15, 20 13.
- 5 For calendar year 2012, or other tax year beginning , 20 , and ending , 20 .
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.

8a 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.	8a \$	13,303.
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 and any amount paid previously with Form 8868.	8b \$	13,303.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	Nme

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ☒*M. Page Giv*Title ☒CPA
POZZZUMIDate ☒

7/23/2013

Form 8868 (Rev. 1-2013)

7011 2970 0004 0868 4450