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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
Harry E Bovay Jr Foundation

% LEGACY TRUST

Number and street (or P O box number if mail is not delivered to street address) Room/suite
600 Jefferson
Suite 350

City or town, state, and ZIP code
Houston, TX 77002

A Employer identification number
76-0343221

B Telephone number (see instructions)
(713) 626-2051

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 36,313,252

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)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	1,437,551			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	496,765	212,362		
	4	Dividends and interest from securities	323,781	302,458		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	4,715,147			
	b	Gross sales price for all assets on line 6a 12,567,206				
	7	Capital gain net income (from Part IV, line 2)		4,715,147		
	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)	-3,609	-3,609		
	12	**Total.** Add lines 1 through 11	6,969,635	5,226,358		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	35,555			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	2,129	0	0	0
	b	Accounting fees (attach schedule)	21,554	0	0	0
	c	Other professional fees (attach schedule)	159,933	86,985		
	17	Interest	966	966		
	18	Taxes (attach schedule) (see instructions)	46,435	6,769		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	2,052			
	22	Printing and publications				
	23	Other expenses (attach schedule)	13,855	3,305		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	282,479	98,025	0	0
	25	Contributions, gifts, grants paid	1,396,253			1,396,253
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,678,732	98,025	0	1,396,253
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	5,290,903			
	b	**Net investment income** (if negative, enter -0-)		5,128,333		
	c	**Adjusted net income** (if negative, enter -0-)				

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	4,783	3,741	3,741
	2	Savings and temporary cash investments	3,047,652	2,905,454	2,905,454
	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 page 15 of the 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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ ____ Less accumulated depreciation (attach schedule) ▶ ____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	24,170,084	29,607,317	33,404,057
	14	Land, buildings, and equipment basis ▶ ____ Less accumulated depreciation (attach schedule) ▶ ____			
	15	Other assets (describe ▶ ____)	2,865		
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	27,225,384	32,516,512	36,313,252
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ____)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	27,225,384	32,516,512	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	27,225,384	32,516,512	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	27,225,384	32,516,512	

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	27,225,384
2	Enter amount from Part I, line 27a	2	5,290,903
3	Other increases not included in line 2 (itemize) ▶ ____	3	225
4	Add lines 1, 2, and 3	4	32,516,512
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	32,516,512

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) 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	See Additional Data Table			
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	4,715,147
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	

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 page 18 of 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	369,784	15,744,261	0 023487
2010	94,938	6,503	14 599108
2009	101,663	10,671	9 527036
2008	112,488	12,208	9 214286
2007	89,597	10,936	8 192849

2	**Total** of line 1, column (d).	2	41 556766
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	8 311353
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	32,477,521
5	Multiply line 4 by line 3.	5	269,932,142
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	51,283
7	Add lines 5 and 6.	7	269,983,425
8	Enter qualifying distributions from Part XII, line 4.	8	1,396,253

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

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	102,567
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	102,567
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	102,567
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	19,200		
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	19,200
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	78
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	83,445
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	**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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
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*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	Yes	

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

			Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).		11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	Yes	

Website address ▶NONE

14 The books are in care of ▶LEGACY TRUST Telephone no ▶(713) 626-2051

Located at ▶600 JEFFERSON STE 350 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 |

		Line	Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See 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 page 20 of the instructions)?	1b		
	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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ **Yes** ☑ **No**			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☑ **No**			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

		Yes/No	Line	Yes	No
5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**		No
	If "Yes" to 6b, file Form 8870.				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**		

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

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

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

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

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

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

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	
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	
2	
All other program-related investments See page 24 of the instructions 3	

Total. Add lines 1 through 3. . . . . ▶

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	28,697,261
b	Average of monthly cash balances	1b	4,274,842
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	32,972,103
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	0
3	Subtract line 2 from line 1d	3	32,972,103
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	494,582
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	32,477,521
6	**Minimum investment return.** Enter 5% of line 5	6	1,623,876

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	1,623,876
2a	Tax on investment income for 2012 from Part VI, line 5	2a	102,567		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	102,567
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,521,309
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,521,309
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	1,521,309

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	1,396,253
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,396,253
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,396,253

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					1,521,309
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				0	
b Total for prior years 2010 , 2009 , 2008			0		
3 Excess distributions carryover, if any, to 2012					
a From 2007.					
b From 2008.					
c From 2009.	4,671				
d From 2010.	94,613				
e From 2011.					
f Total of lines 3a through e.		99,284			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,396,253					
a Applied to 2011, but not more than line 2a				0	
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.					1,396,253
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		99,284			99,284
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5					
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.					
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					25,772
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .					
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a					
10 Analysis of line 9					
a Excess from 2008. . . .					
b Excess from 2009. . . .					
c Excess from 2010. . . .					
d Excess from 2011. . . .					
e Excess from 2012. . . .					

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

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 organization 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 organization 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))

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% greater interest

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,396,252
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) 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			14	496,765	
4 Dividends and interest from securities. . . .			14	323,781	
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	4,715,147	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a OTHER INCOME			01	-3,609	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				5,532,084	

13 Total. Add line 12, columns (b), (d), and (e). **13** 5,532,084

(See worksheet in line 13 instructions to verify calculations)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

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

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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

****** | 2013-11-15 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Kimberly A McCoy CPA	Kimberly A McCoy CPA	2013-11-15		

Firm's name ▶ BKD LLP — Firm's EIN ▶

Firm's address ▶ 190 E Capitol Street Ste 500, Jackson, MS 392012190 — Phone no (601) 948-6700

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
LEGACY #50-0808-00			2012-12-31
LEGACY #50-0808-00			2012-12-31
LEGACY #50-0808-01			2012-12-31
LEGACY #50-0808-02			2012-12-31
LEGACY #50-0808-02			2012-12-31
LEGACY #50-0808-03			2012-12-31
BOVISTA RANCH	D		2012-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,402,039		2,193,407	208,632
300,000		303,150	-3,150
5,076		7,056	-1,980
2,355,967		2,538,731	-182,764
1,298,755		1,338,302	-39,547
25,335		25,364	-29
6,060,515		1,436,207	4,624,308

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			208,632
			-3,150
			-1,980
			-182,764
			-39,547
			-29
			4,624,308

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Peggy L Kelly 3950 Boston Common Street Suwanee, GA 30024	Director 10 0	35,555	0	0
H E Bovay Jr 3355 W Alabama 1140 Houston, TX 77098	Director 0	0		
Michael L Patrick 3355 W Alabama 1140 Houston, TX 77098	Director 0	0		
C Ronald Dorchester 700 Lavaca Street Suite 1400 Austin, TX 78701	Director 0	0		
Travis Traylor Jr 2621 Joanel Street Houston, TX 77027	Director 0	0		

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Bevill State Community College 2631 Temple Avenue N Fayette, AL 35555	none	exempt	Scholarships	65,172
Emporia State University 1200 Commercial Street Emporia, KS 66801	none	exempt	Scholarships	11,500
Ittawamba Community College 602 West Hill Street Fulton, MS 38843	none	exempt	Scholarships	9,242
Kansas State University 2323 Anderson Avenue Suite 500 Manhattan, KS 66502	none	exempt	Scholarships	20,109
Mississippi University for Women 1100 College Street Columbus, MS 39701	none	exempt	Scholarships	1,686
University of Alabama PO Box 870132 Tuscaloosa, AL 35487	none	exempt	Scholarships	11,248
University of Kansas PO Box 928 Lawrence, KS 66044	none	exempt	Scholarships	6,000
Washburn University 1700 SW College Ave Topeka, KS 66621	none	exempt	Scholarships	7,004
Witchita State 1845 Fairmount St Wichita, KS 67260	none	exempt	Scholarships	6,500
Flint Hills Technical 3301 W 18th Ave Emporia, KS 66801	none	exempt	Scholarships	1,000
Arkansas State University 2105 Aggie Road Jonesboro, AR 72401	none	exempt	Scholarships	6,791
Baker University 618 8th St Baldwin City, KS 66006	none	exempt	Scholarships	11,780
DCH Regional Medical Center 809 University Boulevard East Tuscaloosa, AL 35401	none	exempt	Scholarships	421
Ozark Christian College 1111 North Main Street Joplin, MO 64801	none	exempt	Scholarships	1,500
Southwest Baptist University 1600 University Avenue Bolivar, MO 65613	none	exempt	Scholarships	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
University of Nebraska Lincoln 600 N 15th St Lincoln, NE 68508	none	exempt	Scholarships	793
Texas A&M Foundation 401 George Bush Drive College Station, TX 77840	none	exempt	To support the mission of the organization	200,000
South Lamar School 300 Sls Road Millport, AL 35576	none	exempt	To support the mission of the organization	10,500
YMCA of the Greater Houston Area 1600 Louisiana Street Houston, TX 77002	none	exempt	To support the mission of the organization	200,000
Girl Scouts of San Jacinto 3110 Southwest Freeway Houston, TX 770984508	none	exempt	To support the mission of the organization	5,000
Chickasaw Council 171 South Hollywood Memphis, TN 38112	none	exempt	To support the mission of the organization	5,625
Barnes & Noble College Booksellers 120 Mountainview Blvd Basking Ridge, NJ 07920	none	exemt	Scholarship	77
Black Warrior Council 2700 Jack Warner Parkway McAbee Scout Service Center Tuscaloosa, AL 35404	none	exempt	To support the mission of the organization	10,000
Blue Mountain College 201 W Main Street Blue Mountain, MS 38610	none	exempt	Scholarship	1,000
Lamar County Commission 2940 Old Kennedy Rd Milport, AL 35576	none	exempt	To support the mission of the organization	30,000
Philmont Scout Ranch 17 Deer Run Road Cimarron, NM 87714	none	exempt	To support the mission of the organization	177,250
Pittsburg State University 1701 S Broadway St Pittsburg, KS 66762	none	exempt	Scholarship	2,500
Retina Research Foundation 1977 Butler Blvd Houston, TX 77030	none	exempt	To support the mission of the organization	20,000
Sam Houston Area Council 2225 N Loop W Fwy Houston, TX 77008	none	exempt	To support the mission of the organization	547,250
Santa Fe Trail High School 15701 S California Rd Carbondale, KS 66414	none	exempt	To support the mission of the organization	15,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
St Olaf College 1520 St Olaf Ave Northfield, MN 55057	none	exempt	Scholarship	500
The Church of St John the Divine 2450 River Oaks Blvd Houston, TX 77019	none	exempt	To support the mission of the organization	7,500
The University of Mississippi University Cir University, MS 38677	none	exempt	Scholarship	891
Fort Hays State University 600 Park Street Hays, KS 67601	none	Exempt	Scholarships	1,413
Total . . . . ▶ **3a**				1,396,252

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization
Harry E Bovay Jr Foundation

Employer identification number
76-0343221

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization
Harry E Bovay Jr Foundation

Employer identification number
76-0343221

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Mid-South Telecommunications Compan 600 Jefferson Street Ste 350 Houston, TX 77002	$ 1,436,207	Person ☑ Payroll ☐ Noncash ☑ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
Harry E Bovay Jr Foundation

Employer identification number
76-0343221

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	2,073 25 acres of land located in Real county, Texas	$ 1,436,207	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
Harry E Bovay Jr Foundation

Employer identification number
76-0343221

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

TY 2012 Accounting Fees Schedule

Name: Harry E Bovay Jr Foundation

EIN: 76-0343221

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	21,554			

TY 2012 Depreciation Schedule

Name: Harry E Bovay Jr Foundation

EIN: 76-0343221

TY 2012 Investments - Other Schedule

Name: Harry E Bovay Jr Foundation

EIN: 76-0343221

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENTS	AT COST	26,453,134	30,243,641
LTD TAX-ADVANTAGED SHORT BOND	AT COST	2,488,587	2,490,165
LEGACY EUROPEAN DISTRESSED	AT COST	167,112	171,724
LEGACY PRIVATE ENERGY ROYALTY	AT COST	300,000	300,000
LEGACY EMERGING TECHNOLOGIES	AT COST	198,484	198,527

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TY 2012 Land, Etc. Schedule

Name: Harry E Bovay Jr Foundation

EIN: 76-0343221

TY 2012 Legal Fees Schedule

Name: Harry E Bovay Jr Foundation

EIN: 76-0343221

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	2,129			

TY 2012 Other Expenses Schedule

Name: Harry E Bovay Jr Foundation

EIN: 76-0343221

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE SUPPLIES	118			
MEMBERSHIPS AND DUES	850			
INSURANCE	3,890			
BANK FEES	274	274		
LTC TAX-ADVANTAGED SHORT BOND	7,133	1,441		
LEGACY EUROPEAN DISTRESSED	509	509		
LEGACY EMERGING TECHNOLOGIES	1,081	1,081		

TY 2012 Other Income Schedule

Name: Harry E Bovay Jr Foundation

EIN: 76-0343221

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Legacy European Distressed Opportunities	-3,609	-3,609	

TY 2012 Other Increases Schedule

Name: Harry E Bovay Jr Foundation

EIN: 76-0343221

Description	Amount
PRIOR PERIOD ADJUSTMENT	225

TY 2012 Other Liabilities Schedule

Name: Harry E Bovay Jr Foundation

EIN: 76-0343221

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL TAX LIABILITIES		

TY 2012 Other Professional Fees Schedule

Name: Harry E Bovay Jr Foundation

EIN: 76-0343221

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DIRECTOR'S FEES	15,000			
INVESTMENT MGMT FEES	139,002	86,985		
PAYROLL SERVICES	131			
OTHER PROFESSIONAL FEES	5,800			

TY 2012 Taxes Schedule

Name: Harry E Bovay Jr Foundation

EIN: 76-0343221

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	46,435	6,769		

LEGACY TRUST

A PRIVATE TRUST COMPANY

DATE	DESCRIPTION	INCOME	PRINCIPAL	INVESTMENTS
	TOTAL INCOME DISTRIBUTIONS	1,515,741.43-		
	SALES/RETURN OF CAPITAL			
02/01/12	SOLD 9,225.092 SHARES OF FIRST EAGLE OVERSEAS FUND-I TRADE DATE 1/31/12 LT CAPITAL LOSS OF $3,692.51- ON FEDERAL COST FEDERAL TAX COST $203,692.51 9,225.092 SHARES AT $21.68		200,000.00	203,692.51-
02/28/12	SOLD 11,096.316 SHARES OF FIRST EAGLE OVERSEAS FUND-I TRADE DATE 2/27/12 LT CAPITAL GAIN OF $6,094.63 ON FEDERAL COST FEDERAL TAX COST $243,905.37 11,096.316 SHARES AT $22.53		250,000.00	243,905.37-
12/14/12	RECEIVED A LT CAPITAL GAINS DISTRIBUTION ON FIRST EAGLE OVERSEAS FUND-I $0.80/SHARE ON 37,698.9 SHARES DUE 12/14/12		30,159.12	
12/14/12	RECEIVED A ST CAPITAL GAINS DISTRIBUTION ON FIRST EAGLE OVERSEAS FUND-I $0.104/SHARE ON 37,698.9 SHARES DUE 12/14/12		3,920.69	
12/26/12	RECEIVED A LT CAPITAL GAINS DISTRIBUTION ON LAZARD EMERGING MARKETS EQUITY INST $0.63902/SHARE ON 46,393.31 SHARES DUE 12/26/12		29,646.25	

LEGACY TRUST

A PRIVATE TRUST COMPANY

DATE	DESCRIPTION	INCOME	PRINCIPAL	INVESTMENTS
12/13/12	RECEIVED A LT CAPITAL GAINS DISTRIBUTION ON PIMCO COMMODITY RR STRAT INS $0.02003/UNIT ON 118,375.85 UNITS DUE 12/12/12		2,371.19	
12/13/12	RECEIVED A ST CAPITAL GAINS DISTRIBUTION ON PIMCO COMMODITY RR STRAT INS $0.04934/UNIT ON 118,375.85 UNITS DUE 12/12/12		5,841.02	
12/04/12	SOLD 16,500 UNITS OF POWERSHARES FTSE RAFI US 1K TRADE DATE 11/29/12 LT CAPITAL GAIN OF $206,899.78 ON FEDERAL COST FEDERAL TAX COST $805,139.68 16,500 UNITS AT $61.3771		1,012,039.46	805,139.68-
12/19/12	RECEIVED A LT CAPITAL GAINS DISTRIBUTION ON ROBECO INVESTMENTS LONG/SHORT $0.41786/UNIT ON 23,167.21 UNITS DUE 12/19/12		9,680.72	
12/19/12	RECEIVED A ST CAPITAL GAINS DISTRIBUTION ON ROBECO INVESTMENTS LONG/SHORT $0.82706/UNIT ON 23,167.21 UNITS DUE 12/19/12		19,160.72	
12/19/12	RECEIVED A LT CAPITAL GAINS DISTRIBUTION ON TEMPLETON GLOBAL BOND FUND-AD $0.1699/UNIT ON 57,123.57 UNITS DUE 12/19/12		9,705.29	
12/19/12	RECEIVED A ST CAPITAL GAINS DISTRIBUTION ON TEMPLETON GLOBAL BOND FUND-AD $0.0017/UNIT ON 57,123.57 UNITS DUE 12/19/12		97.11	

DATE	DESCRIPTION	INCOME	PRINCIPAL	INVESTMENTS
12/07/12	RECEIVED A LT CAPITAL GAINS DISTRIBUTION ON TOUCHSTONE SANDS CAPITAL INSTL GRWTH $0.64089/UNIT ON 59,223.52 UNITS DUE 12/7/12		37,955.76	
02/15/12	MATURED 300,000 UNITS OF U.S. TREASURY NOTES 1.375% 2/15/12 TRADE DATE 2/15/12 ST CAPITAL LOSS OF $3,150.00- ON FEDERAL COST FEDERAL TAX COST $303,150.00 300,000 UNITS AT 100 %		300,000.00	303,150.00-
02/29/12	MATURED 590,000 UNITS OF U.S. TREASURY NOTES 0.875% 2/29/12 TRADE DATE 2/29/12 LT CAPITAL LOSS OF $1,121.00- ON FEDERAL COST FEDERAL TAX COST $591,121.00 590,000 UNITS AT 100 %		590,000.00	591,121.00-
12/31/12	MATURED 350,000 UNITS OF U.S. TREASURY NOTES 0.625% 12/31/12 TRADE DATE 12/31/12 LT CAPITAL GAIN OF $451.17 ON FEDERAL COST FEDERAL TAX COST $349,548.83 350,000 UNITS AT 100 %		350,000.00	349,548.83-
06/20/12	CASH RECEIPT RETURN OF CAPITAL PROCEEDS OF SALE-BOVISTA RANCH		6,060,514.79	6,011,725 00 -

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50-0808-00	THE HARRY E. BOVAY, JR. FOUNDATION LEGACY TRUST COMPANY, N.A., AGENT DTD 1/25/2011	12/31/11 TO 12/31/12	12

SUMMARY	INCOME	PRINCIPAL	INVESTMENTS
NET GAINS/LOSSES	354,019.94		

DATE	DESCRIPTION	INCOME	PRINCIPAL	INVESTMENTS
	SALES/RETURN OF CAPITAL			
03/16/12	SOLD 100 SHARES OF GREEN MTN COFFEE ROASTERS INC TRADE DATE 3/13/12 ST CAPITAL LOSS OF $1,979.59- ON FEDERAL COST FEDERAL TAX COST $7,055.58 100 SHARES AT $50.8009		5,075.99	7,055.58-

SUMMARY	INCOME	PRINCIPAL	INVESTMENTS
NET GAINS/LOSSES	1,979.59-		

DATE	DESCRIPTION	INCOME	PRINCIPAL	INVESTMENTS
	SALES/RETURN OF CAPITAL			
12/03/12	SOLD 20,000 UNITS OF ARIZONA ST ETM 5.625% 12/01/15 TRADE DATE 12/ 1/12 ST CAPITAL LOSS OF $1,800.80- ON FEDERAL COST FEDERAL TAX COST $21,800.80		20,000.00	21,800.80-
01/20/12	SOLD 20,000 UNITS OF CALIFORNIA ST 2.100% 7/20/14 TRADE DATE 1/20/12		20,000.00	20,000.00-
07/20/12	SOLD 20,000 UNITS OF CALIFORNIA ST 2.100% 7/20/14 TRADE DATE 7/20/12		20,000.00	20,000.00-
06/01/12	BOND CALLED 5,000 UNITS OF CAPITAL FL PRE 8.000% 6/01/32 TRADE DATE 6/ 1/12 LT CAPITAL LOSS OF $537.30- ON FEDERAL COST FEDERAL TAX COST $5,537.30 PARTIAL CALL DATED 06/01/2012		5,000.00	5,537.30-
06/01/12	BOND CALLED 390,000 UNITS OF CAPITAL FL PRE 8.000% 6/01/32 TRADE DATE 6/ 1/12 LT CAPITAL LOSS OF $34,109.40- ON FEDERAL COST FEDERAL TAX COST $431,909.40 FULL CALL DATED 06/01/2012		397,800.00	431,909.40-

DATE	DESCRIPTION	INCOME	PRINCIPAL	INVESTMENTS
09/04/12	SOLD 400,000 UNITS OF CUYAHOGA CNTY OH V-A 0.900% 3/01/14 TRADE DATE 9/ 4/12		400,000.00	400,000.00-
07/02/12	SOLD 5,000 UNITS OF DAUPHIN CNTY PA ETM 6.250% 7/01/16 TRADE DATE 7/ 1/12 ST CAPITAL LOSS OF $610.85- ON FEDERAL COST FEDERAL TAX COST $5,610.85		5,000.00	5,610.85-
07/02/12	MATURED 65,000 UNITS OF DETROIT MI ETM 6.250% 7/01/12 TRADE DATE 7/ 1/12 LT CAPITAL LOSS OF $5,127.85- ON FEDERAL COST FEDERAL TAX COST $70,127.85 65,000 UNITS AT 100 %		65,000.00	70,127.85-
04/20/12	SOLD 20,000 UNITS OF EAST ROCHESTER NY 4.000% 10/20/16 TRADE DATE 4/20/12		20,000.00	20,000.00-
10/22/12	SOLD 20,000 UNITS OF EAST ROCHESTER NY 4.000% 10/20/16 TRADE DATE 10/20/12		20,000.00	20,000.00-
01/17/12	PAID DOWN 3,033.14 PAR VALUE OF GNMA PL #781383 7.000% 11/15/16 TRADE DATE 1/15/12 LT CAPITAL LOSS OF $265.40- ON FEDERAL COST FEDERAL TAX COST $3,298.54 DECEMBER GNMA DUE 1/15/12		3,033.14	3,298.54-

DATE	DESCRIPTION	INCOME	PRINCIPAL	INVESTMENTS
02/15/12	PAID DOWN 3,238.54 PAR VALUE OF GNMA PL #781383 7.000% 11/15/16 TRADE DATE 2/15/12 LT CAPITAL LOSS OF $283.37- ON FEDERAL COST FEDERAL TAX COST $3,521.91 JANUARY GNMA DUE 2/15/12		3,238.54	3,521.91-
03/15/12	PAID DOWN 1,811.84 PAR VALUE OF GNMA PL #781383 7.000% 11/15/16 TRADE DATE 3/15/12 LT CAPITAL LOSS OF $158.54- ON FEDERAL COST FEDERAL TAX COST $1,970.38 FEBRUARY GNMA DUE 3/15/12		1,811.84	1,970.38-
04/16/12	PAID DOWN 2,109.57 PAR VALUE OF GNMA PL #781383 7.000% 11/15/16 TRADE DATE 4/15/12 LT CAPITAL LOSS OF $184.59- ON FEDERAL COST FEDERAL TAX COST $2,294.16 MARCH GNMA DUE 4/15/12		2,109.57	2,294.16-
05/15/12	PAID DOWN 1,990.2 PAR VALUE OF GNMA PL #781383 7.000% 11/15/16 TRADE DATE 5/15/12 LT CAPITAL LOSS OF $174.14- ON FEDERAL COST FEDERAL TAX COST $2,164.34 APRIL GNMA DUE 5/15/12		1,990.20	2,164.34-

DATE	DESCRIPTION	INCOME	PRINCIPAL	INVESTMENTS
06/15/12	PAID DOWN 1,951.89 PAR VALUE OF GNMA PL #781383 7.000% 11/15/16 TRADE DATE 6/15/12 LT CAPITAL LOSS OF $170.79- ON FEDERAL COST FEDERAL TAX COST $2,122.68 MAY GNMA DUE 6/15/12		1,951.89	2,122.68-
07/16/12	PAID DOWN 1,772.37 PAR VALUE OF GNMA PL #781383 7.000% 11/15/16 TRADE DATE 7/15/12 LT CAPITAL LOSS OF $155.08- ON FEDERAL COST FEDERAL TAX COST $1,927.45 JUNE GNMA DUE 7/15/12		1,772.37	1,927.45-
08/15/12	PAID DOWN 1,833.99 PAR VALUE OF GNMA PL #781383 7.000% 11/15/16 TRADE DATE 8/15/12 LT CAPITAL LOSS OF $160.47- ON FEDERAL COST FEDERAL TAX COST $1,994.46 JULY GNMA DUE 8/15/12		1,833.99	1,994.46-
09/17/12	PAID DOWN 2,596.6 PAR VALUE OF GNMA PL #781383 7.000% 11/15/16 TRADE DATE 9/15/12 LT CAPITAL LOSS OF $227.20- ON FEDERAL COST FEDERAL TAX COST $2,823.80 AUGUST GNMA DUE 9/15/12		2,596.60	2,823.80-

DATE	DESCRIPTION	INCOME	PRINCIPAL	INVESTMENTS
10/15/12	PAID DOWN 1,853.61 PAR VALUE OF GNMA PL #781383 7.000% 11/15/16 TRADE DATE 10/15/12 LT CAPITAL LOSS OF $162.19- ON FEDERAL COST FEDERAL TAX COST $2,015.80 SEPTEMBER GNMA DUE 10/15/12		1,853.61	2,015.80-
11/15/12	PAID DOWN 1,998.58 PAR VALUE OF GNMA PL #781383 7.000% 11/15/16 TRADE DATE 11/15/12 LT CAPITAL LOSS OF $174.88- ON FEDERAL COST FEDERAL TAX COST $2,173.46 OCTOBER GNMA DUE 11/15/12		1,998.58	2,173.46-
12/17/12	PAID DOWN 2,036.25 PAR VALUE OF GNMA PL #781383 7.000% 11/15/16 TRADE DATE 12/15/12 LT CAPITAL LOSS OF $178.17- ON FEDERAL COST FEDERAL TAX COST $2,214.42 NOVEMBER GNMA DUE 12/15/12		2,036.25	2,214.42-
01/20/12	PAID DOWN 15,068.38 PAR VALUE OF GNMA SER 122 CMO 4.5% 10/20/32 TRADE DATE 1/20/12 LT CAPITAL LOSS OF $925.29- ON FEDERAL COST FEDERAL TAX COST $15,993.67		15,068.38	15,993.67-

DATE	DESCRIPTION	INCOME	PRINCIPAL	INVESTMENTS
02/21/12	PAID DOWN 15,450.88 PAR VALUE OF GNMA SER 122 CMO 4.5% 10/20/32 TRADE DATE 2/20/12 LT CAPITAL LOSS OF $948.78- ON FEDERAL COST FEDERAL TAX COST $16,399.66		15,450.88	16,399.66-
03/20/12	PAID DOWN 15,826.52 PAR VALUE OF GNMA SER 122 CMO 4.5% 10/20/32 TRADE DATE 3/20/12 LT CAPITAL LOSS OF $971.85- ON FEDERAL COST FEDERAL TAX COST $16,798.37		15,826.52	16,798.37-
04/20/12	PAID DOWN 16,195.12 PAR VALUE OF GNMA SER 122 CMO 4.5% 10/20/32 TRADE DATE 4/20/12 LT CAPITAL LOSS OF $994.48- ON FEDERAL COST FEDERAL TAX COST $17,189.60		16,195.12	17,189.60-
05/21/12	PAID DOWN 16,556.48 PAR VALUE OF GNMA SER 122 CMO 4.5% 10/20/32 TRADE DATE 5/20/12 LT CAPITAL LOSS OF $1,016.67- ON FEDERAL COST FEDERAL TAX COST $17,573.15		16,556.48	17,573.15-
06/20/12	PAID DOWN 16,467.78 PAR VALUE OF GNMA SER 122 CMO 4.5% 10/20/32 TRADE DATE 6/20/12 LT CAPITAL LOSS OF $1,011.22- ON FEDERAL COST FEDERAL TAX COST $17,479.00		16,467.78	17,479.00-

DATE	DESCRIPTION	INCOME	PRINCIPAL	INVESTMENTS
07/20/12	PAID DOWN 16,379.53 PAR VALUE OF GNMA SER 122 CMO 4.5% 10/20/32 TRADE DATE 7/20/12 LT CAPITAL LOSS OF $1,005.81- ON FEDERAL COST FEDERAL TAX COST $17,385.34		16,379.53	17,385.34-
08/20/12	PAID DOWN 16,291.75 PAR VALUE OF GNMA SER 122 CMO 4.5% 10/20/32 TRADE DATE 8/20/12 LT CAPITAL LOSS OF $1,000.41- ON FEDERAL COST FEDERAL TAX COST $17,292.16		16,291.75	17,292.16-
09/20/12	PAID DOWN 16,204.43 PAR VALUE OF GNMA SER 122 CMO 4.5% 10/20/32 TRADE DATE 9/20/12 LT CAPITAL LOSS OF $995.05- ON FEDERAL COST FEDERAL TAX COST $17,199.48		16,204.43	17,199.48-
10/22/12	PAID DOWN 16,117.55 PAR VALUE OF GNMA SER 122 CMO 4.5% 10/20/32 TRADE DATE 10/20/12 LT CAPITAL LOSS OF $989.72- ON FEDERAL COST FEDERAL TAX COST $17,107.27		16,117.55	17,107.27-
11/20/12	PAID DOWN 16,031.13 PAR VALUE OF GNMA SER 122 CMO 4.5% 10/20/32 TRADE DATE 11/20/12 LT CAPITAL LOSS OF $984.41- ON FEDERAL COST FEDERAL TAX COST $17,015.54		16,031.13	17,015.54-

DATE	DESCRIPTION	INCOME	PRINCIPAL	INVESTMENTS
12/20/12	PAID DOWN 15,945.14 PAR VALUE OF GNMA SER 122 CMO 4.5% 10/20/32 TRADE DATE 12/20/12 LT CAPITAL LOSS OF $979.13- ON FEDERAL COST FEDERAL TAX COST $16,924.27		15,945.14	16,924.27-
01/17/12	PAID DOWN 11,038.22 PAR VALUE OF GNMA SER 83 CMO 4.25% 10/16/22 TRADE DATE 1/16/12 LT CAPITAL LOSS OF $472.57- ON FEDERAL COST FEDERAL TAX COST $11,510.79		11,038.22	11,510.79-
02/16/12	PAID DOWN 11,851.58 PAR VALUE OF GNMA SER 83 CMO 4.25% 10/16/22 TRADE DATE 2/16/12 LT CAPITAL LOSS OF $507.40- ON FEDERAL COST FEDERAL TAX COST $12,358.98		11,851.58	12,358.98-
03/16/12	PAID DOWN 11,521.14 PAR VALUE OF GNMA SER 83 CMO 4.25% 10/16/22 TRADE DATE 3/16/12 LT CAPITAL LOSS OF $493.25- ON FEDERAL COST FEDERAL TAX COST $12,014.39		11,521.14	12,014.39-
04/16/12	PAID DOWN 10,751.24 PAR VALUE OF GNMA SER 83 CMO 4.25% 10/16/22 TRADE DATE 4/16/12 LT CAPITAL LOSS OF $460.29- ON FEDERAL COST FEDERAL TAX COST $11,211.53		10,751.24	11,211.53-

DATE	DESCRIPTION	INCOME	PRINCIPAL	INVESTMENTS
05/16/12	PAID DOWN 11,608.7 PAR VALUE OF GNMA SER 83 CMO 4.25% 10/16/22 TRADE DATE 5/16/12 LT CAPITAL LOSS OF $497.00- ON FEDERAL COST FEDERAL TAX COST $12,105.70		11,608.70	12,105.70-
06/18/12	PAID DOWN 10,933.63 PAR VALUE OF GNMA SER 83 CMO 4.25% 10/16/22 TRADE DATE 6/16/12 LT CAPITAL LOSS OF $468.10- ON FEDERAL COST FEDERAL TAX COST $11,401.73		10,933.63	11,401.73-
07/16/12	PAID DOWN 10,021.71 PAR VALUE OF GNMA SER 83 CMO 4.25% 10/16/22 TRADE DATE 7/16/12 LT CAPITAL LOSS OF $429.05- ON FEDERAL COST FEDERAL TAX COST $10,450.76		10,021.71	10,450.76-
08/16/12	PAID DOWN 9,050.41 PAR VALUE OF GNMA SER 83 CMO 4.25% 10/16/22 TRADE DATE 8/16/12 LT CAPITAL LOSS OF $387.47- ON FEDERAL COST FEDERAL TAX COST $9,437.88		9,050.41	9,437.88-
09/17/12	PAID DOWN 10,499.05 PAR VALUE OF GNMA SER 83 CMO 4.25% 10/16/22 TRADE DATE 9/16/12 LT CAPITAL LOSS OF $449.49- ON FEDERAL COST FEDERAL TAX COST $10,948.54		10,499.05	10,948.54-

DATE	DESCRIPTION	INCOME	PRINCIPAL	INVESTMENTS
10/16/12	PAID DOWN 10,194.95 PAR VALUE OF GNMA SER 83 CMO 4.25% 10/16/22 TRADE DATE 10/16/12 LT CAPITAL LOSS OF $436.47- ON FEDERAL COST FEDERAL TAX COST $10,631.42		10,194.95	10,631.42-
11/16/12	PAID DOWN 10,246.26 PAR VALUE OF GNMA SER 83 CMO 4.25% 10/16/22 TRADE DATE 11/16/12 LT CAPITAL LOSS OF $438.67- ON FEDERAL COST FEDERAL TAX COST $10,684.93		10,246.26	10,684.93-
12/17/12	PAID DOWN 9,341.38 PAR VALUE OF GNMA SER 83 CMO 4.25% 10/16/22 TRADE DATE 12/16/12 LT CAPITAL LOSS OF $399.93- ON FEDERAL COST FEDERAL TAX COST $9,741.31		9,341.38	9,741.31-
01/20/12	PAID DOWN 16,851.34 PAR VALUE OF GNMA SER 87 CMO 5% 1/20/33 TRADE DATE 1/20/12 LT CAPITAL LOSS OF $979.48- ON FEDERAL COST FEDERAL TAX COST $17,830.82		16,851.34	17,830.82-
02/21/12	PAID DOWN 17,235.49 PAR VALUE OF GNMA SER 87 CMO 5% 1/20/33 TRADE DATE 2/20/12 LT CAPITAL LOSS OF $1,001.81- ON FEDERAL COST FEDERAL TAX COST $18,237.30		17,235.49	18,237.30-

DATE	DESCRIPTION	INCOME	PRINCIPAL	INVESTMENTS
03/20/12	PAID DOWN 17,144.51 PAR VALUE OF GNMA SER 87 CMO 5% 1/20/33 TRADE DATE 3/20/12 LT CAPITAL LOSS OF $996.53- ON FEDERAL COST FEDERAL TAX COST $18,141.04		17,144.51	18,141.04-
04/20/12	PAID DOWN 17,053.99 PAR VALUE OF GNMA SER 87 CMO 5% 1/20/33 TRADE DATE 4/20/12 LT CAPITAL LOSS OF $991.26- ON FEDERAL COST FEDERAL TAX COST $18,045.25		17,053.99	18,045.25-
05/21/12	PAID DOWN 16,963.94 PAR VALUE OF GNMA SER 87 CMO 5% 1/20/33 TRADE DATE 5/20/12 LT CAPITAL LOSS OF $986.03- ON FEDERAL COST FEDERAL TAX COST $17,949.97		16,963.94	17,949.97-
06/20/12	PAID DOWN 16,874.37 PAR VALUE OF GNMA SER 87 CMO 5% 1/20/33 TRADE DATE 6/20/12 LT CAPITAL LOSS OF $980.82- ON FEDERAL COST FEDERAL TAX COST $17,855.19		16,874.37	17,855.19-
07/20/12	PAID DOWN 16,785.24 PAR VALUE OF GNMA SER 87 CMO 5% 1/20/33 TRADE DATE 7/20/12 LT CAPITAL LOSS OF $975.64- ON FEDERAL COST FEDERAL TAX COST $17,760.88		16,785.24	17,760.88-

DATE	DESCRIPTION	INCOME	PRINCIPAL	INVESTMENTS
08/20/12	PAID DOWN 16,696.58 PAR VALUE OF GNMA SER 87 CMO 5% 1/20/33 TRADE DATE 8/20/12 LT CAPITAL LOSS OF $970.49- ON FEDERAL COST FEDERAL TAX COST $17,667.07		16,696.58	17,667.07-
09/20/12	PAID DOWN 16,608.38 PAR VALUE OF GNMA SER 87 CMO 5% 1/20/33 TRADE DATE 9/20/12 LT CAPITAL LOSS OF $965.36- ON FEDERAL COST FEDERAL TAX COST $17,573.74		16,608.38	17,573.74-
10/22/12	PAID DOWN 16,520.64 PAR VALUE OF GNMA SER 87 CMO 5% 1/20/33 TRADE DATE 10/20/12 LT CAPITAL LOSS OF $960.26- ON FEDERAL COST FEDERAL TAX COST $17,480.90		16,520.64	17,480.90-
11/20/12	PAID DOWN 16,433.34 PAR VALUE OF GNMA SER 87 CMO 5% 1/20/33 TRADE DATE 11/20/12 LT CAPITAL LOSS OF $955.19- ON FEDERAL COST FEDERAL TAX COST $17,388.53		16,433.34	17,388.53-
12/20/12	PAID DOWN 35,999.06 PAR VALUE OF GNMA SER 87 CMO 5% 1/20/33 TRADE DATE 12/20/12 LT CAPITAL LOSS OF $2,092.45- ON FEDERAL COST FEDERAL TAX COST $38,091.51		35,999.06	38,091.51-

DATE	DESCRIPTION	INCOME	PRINCIPAL	INVESTMENTS
01/20/12	PAID DOWN 22,328.44 PAR VALUE OF GNMA SER 87 CMO 4.5% 10/20/32 TRADE DATE 1/20/12 LT CAPITAL LOSS OF $1,074.56- ON FEDERAL COST FEDERAL TAX COST $23,403.00		22,328.44	23,403.00-
02/21/12	PAID DOWN 22,824.19 PAR VALUE OF GNMA SER 87 CMO 4.5% 10/20/32 TRADE DATE 2/20/12 LT CAPITAL LOSS OF $1,098.41- ON FEDERAL COST FEDERAL TAX COST $23,922.60		22,824.19	23,922.60-
03/20/12	PAID DOWN 22,701.47 PAR VALUE OF GNMA SER 87 CMO 4.5% 10/20/32 TRADE DATE 3/20/12 LT CAPITAL LOSS OF $1,092.51- ON FEDERAL COST FEDERAL TAX COST $23,793.98		22,701.47	23,793.98-
04/20/12	PAID DOWN 22,579.4 PAR VALUE OF GNMA SER 87 CMO 4.5% 10/20/32 TRADE DATE 4/20/12 LT CAPITAL LOSS OF $1,086.63- ON FEDERAL COST FEDERAL TAX COST $23,666.03		22,579.40	23,666.03-
05/21/12	PAID DOWN 22,457.98 PAR VALUE OF GNMA SER 87 CMO 4.5% 10/20/32 TRADE DATE 5/20/12 LT CAPITAL LOSS OF $1,080.79- ON FEDERAL COST FEDERAL TAX COST $23,538.77		22,457.98	23,538.77-

DATE	DESCRIPTION	INCOME	PRINCIPAL	INVESTMENTS
06/20/12	PAID DOWN 22,337.16 PAR VALUE OF GNMA SER 87 CMO 4.5% 10/20/32 TRADE DATE 6/20/12 LT CAPITAL LOSS OF $1,074.98- ON FEDERAL COST FEDERAL TAX COST $23,412.14		22,337.16	23,412.14-
07/20/12	PAID DOWN 22,216.97 PAR VALUE OF GNMA SER 87 CMO 4.5% 10/20/32 TRADE DATE 7/20/12 LT CAPITAL LOSS OF $1,069.19- ON FEDERAL COST FEDERAL TAX COST $23,286.16		22,216.97	23,286.16-
08/20/12	PAID DOWN 22,097.42 PAR VALUE OF GNMA SER 87 CMO 4.5% 10/20/32 TRADE DATE 8/20/12 LT CAPITAL LOSS OF $1,063.44- ON FEDERAL COST FEDERAL TAX COST $23,160.86		22,097.42	23,160.86-
09/20/12	PAID DOWN 21,978.48 PAR VALUE OF GNMA SER 87 CMO 4.5% 10/20/32 TRADE DATE 9/20/12 LT CAPITAL LOSS OF $1,057.71- ON FEDERAL COST FEDERAL TAX COST $23,036.19		21,978.48	23,036.19-
10/22/12	PAID DOWN 21,860.17 PAR VALUE OF GNMA SER 87 CMO 4.5% 10/20/32 TRADE DATE 10/20/12 LT CAPITAL LOSS OF $1,052.02- ON FEDERAL COST FEDERAL TAX COST $22,912.19		21,860.17	22,912.19-

DATE	DESCRIPTION	INCOME	PRINCIPAL	INVESTMENTS
11/20/12	PAID DOWN 21,742.46 PAR VALUE OF GNMA SER 87 CMO 4.5% 10/20/32 TRADE DATE 11/20/12 LT CAPITAL LOSS OF $1,046.36- ON FEDERAL COST FEDERAL TAX COST $22,788.82		21,742.46	22,788.82-
12/20/12	PAID DOWN 21,625.36 PAR VALUE OF GNMA SER 87 CMO 4.5% 10/20/32 TRADE DATE 12/20/12 LT CAPITAL LOSS OF $1,040.72- ON FEDERAL COST FEDERAL TAX COST $22,666.08		21,625.36	22,666.08-
01/20/12	PAID DOWN 8,533.5 PAR VALUE OF GNMA SER 2010-14 CMO 4.5% 12/20/33 TRADE DATE 1/20/12 LT CAPITAL LOSS OF $477.34- ON FEDERAL COST FEDERAL TAX COST $9,010.84		8,533.50	9,010.84-
02/21/12	PAID DOWN 8,487.7 PAR VALUE OF GNMA SER 2010-14 CMO 4.5% 12/20/33 TRADE DATE 2/20/12 LT CAPITAL LOSS OF $474.78- ON FEDERAL COST FEDERAL TAX COST $8,962.48		8,487.70	8,962.48-
03/20/12	PAID DOWN 8,442.15 PAR VALUE OF GNMA SER 2010-14 CMO 4.5% 12/20/33 TRADE DATE 3/20/12 LT CAPITAL LOSS OF $472.23- ON FEDERAL COST FEDERAL TAX COST $8,914.38		8,442.15	8,914.38-

DATE	DESCRIPTION	INCOME	PRINCIPAL	INVESTMENTS
04/20/12	PAID DOWN 8,396.83 PAR VALUE OF GNMA SER 2010-14 CMO 4.5% 12/20/33 TRADE DATE 4/20/12 LT CAPITAL LOSS OF $469.70- ON FEDERAL COST FEDERAL TAX COST $8,866.53		8,396.83	8,866.53-
05/21/12	PAID DOWN 8,351.74 PAR VALUE OF GNMA SER 2010-14 CMO 4.5% 12/20/33 TRADE DATE 5/20/12 LT CAPITAL LOSS OF $467.17- ON FEDERAL COST FEDERAL TAX COST $8,818.91		8,351.74	8,818.91-
06/20/12	PAID DOWN 8,306.89 PAR VALUE OF GNMA SER 2010-14 CMO 4.5% 12/20/33 TRADE DATE 6/20/12 LT CAPITAL LOSS OF $464.67- ON FEDERAL COST FEDERAL TAX COST $8,771.56		8,306.89	8,771.56-
07/20/12	PAID DOWN 8,262.27 PAR VALUE OF GNMA SER 2010-14 CMO 4.5% 12/20/33 TRADE DATE 7/20/12 LT CAPITAL LOSS OF $462.17- ON FEDERAL COST FEDERAL TAX COST $8,724.44		8,262.27	8,724.44-
08/20/12	PAID DOWN 8,217.88 PAR VALUE OF GNMA SER 2010-14 CMO 4.5% 12/20/33 TRADE DATE 8/20/12 LT CAPITAL LOSS OF $459.69- ON FEDERAL COST FEDERAL TAX COST $8,677.57		8,217.88	8,677.57-

DATE	DESCRIPTION	INCOME	PRINCIPAL	INVESTMENTS
09/20/12	PAID DOWN 8,173.72 PAR VALUE OF GNMA SER 2010-14 CMO 4.5% 12/20/33 TRADE DATE 9/20/12 LT CAPITAL LOSS OF $457.22- ON FEDERAL COST FEDERAL TAX COST $8,630.94		8,173.72	8,630.94-
10/22/12	PAID DOWN 8,129.79 PAR VALUE OF GNMA SER 2010-14 CMO 4.5% 12/20/33 TRADE DATE 10/20/12 LT CAPITAL LOSS OF $454.76- ON FEDERAL COST FEDERAL TAX COST $8,584.55		8,129.79	8,584.55-
11/20/12	PAID DOWN 8,086.1 PAR VALUE OF GNMA SER 2010-14 CMO 4.5% 12/20/33 TRADE DATE 11/20/12 LT CAPITAL LOSS OF $452.32- ON FEDERAL COST FEDERAL TAX COST $8,538.42		8,086.10	8,538.42-
12/20/12	PAID DOWN 8,042.62 PAR VALUE OF GNMA SER 2010-14 CMO 4.5% 12/20/33 TRADE DATE 12/20/12 LT CAPITAL LOSS OF $449.88- ON FEDERAL COST FEDERAL TAX COST $8,492.50		8,042.62	8,492.50-
02/03/12	SOLD 240,000 UNITS OF HARRISON CNTY MS ETM 8.500% 2/01/13 TRADE DATE 2/ 1/12 LT CAPITAL LOSS OF $36,000.00- ON FEDERAL COST FEDERAL TAX COST $276,000.00		240,000.00	276,000.00-

DATE	DESCRIPTION	INCOME	PRINCIPAL	INVESTMENTS
07/02/12	MATURED 30,000 UNITS OF HAWAII ST ETM 6.900% 7/01/12 TRADE DATE 7/ 1/12 LT CAPITAL LOSS OF $2,108.00- ON FEDERAL COST FEDERAL TAX COST $32,108.00 30,000 UNITS AT 100 %		30,000.00	32,108.00-
07/02/12	SOLD 75,000 UNITS OF ILLINOIS ST ETM Z-CPN 7/01/14 TRADE DATE 7/ 1/12 ST CAPITAL LOSS OF $4,169.25- ON FEDERAL COST FEDERAL TAX COST $64,138.50		59,969.25	64,138.50-
01/03/12	SOLD 55,000 UNITS OF ILLINOIS ST ETM 10.000% 1/01/15 TRADE DATE 1/ 1/12 ST CAPITAL LOSS OF $9,510.05- ON FEDERAL COST FEDERAL TAX COST $64,510.05		55,000.00	64,510.05-
12/03/12	MATURED 55,000 UNITS OF KEIZER OR ETM 5.000% 12/01/12 TRADE DATE 12/ 1/12 LT CAPITAL LOSS OF $3,121.80- ON FEDERAL COST FEDERAL TAX COST $58,121.80 55,000 UNITS AT 100 %		55,000.00	58,121.80-
12/03/12	SOLD 115,000 UNITS OF MASSACHUSETTS ST WTR 5.25% 12/01/15 TRADE DATE 12/ 1/12 ST CAPITAL LOSS OF $9,512.80- ON FEDERAL COST FEDERAL TAX COST $124,512.80		115,000.00	124,512.80-

DATE	DESCRIPTION	INCOME	PRINCIPAL	INVESTMENTS
07/02/12	SOLD 75,000 UNITS OF NEW YORK NY ETM 5.750% 7/01/13 TRADE DATE 7/ 1/12 LT CAPITAL LOSS OF $4,112.15- ON FEDERAL COST ST CAPITAL LOSS OF $791.00- ON FEDERAL COST FEDERAL TAX COST $79,903.15		75,000.00	79,903.15-
04/02/12	SOLD 50,000 UNITS OF N. CLACKAMAS OR ETM 5.7% 4/01/13 TRADE DATE 4/ 1/12 LT CAPITAL LOSS OF $4,375.00- ON FEDERAL COST FEDERAL TAX COST $54,375.00		50,000.00	54,375.00-
09/04/12	SOLD 100,000 UNITS OF OAKLAND CA ETM 5% 9/01/13 TRADE DATE 9/ 1/12 LT CAPITAL LOSS OF $5,200.00- ON FEDERAL COST FEDERAL TAX COST $105,200.00		100,000.00	105,200.00-
09/04/12	SOLD 10,000 UNITS OF PITTSBURGH PA ETM 7.250% 9/01/14 TRADE DATE 9/ 1/12 ST CAPITAL LOSS OF $813.50- ON FEDERAL COST FEDERAL TAX COST $10,813.50		10,000.00	10,813.50-
01/03/12	SOLD 5,000 UNITS OF ST LOUIS MO ETM 8.000% 1/01/14 TRADE DATE 1/ 1/12 ST CAPITAL LOSS OF $424.70- ON FEDERAL COST FEDERAL TAX COST $5,424.70		5,000.00	5,424.70-

DATE	DESCRIPTION	INCOME	PRINCIPAL	INVESTMENTS
07/02/12	SOLD 5,000 UNITS OF ST LOUIS MO ETM 8.000% 1/01/14 TRADE DATE 7/ 1/12 LT CAPITAL LOSS OF $424.70- ON FEDERAL COST FEDERAL TAX COST $5,424.70		5,000.00	5,424.70-
05/15/12	SOLD 70,000 UNITS OF SALT LAKE CTY UT ETM 8.125% 5/15/15 TRADE DATE 5/15/12 LT CAPITAL LOSS OF $9,869.30- ON FEDERAL COST FEDERAL TAX COST $79,869.30		70,000.00	79,869.30-
08/15/12	MATURED 75,000 UNITS OF SHELBY CNTY TN ETM 5.500% 8/15/12 TRADE DATE 8/15/12 LT CAPITAL LOSS OF $2,945.15- ON FEDERAL COST FEDERAL TAX COST $77,945.15 75,000 UNITS AT 100 %		75,000.00	77,945.15-
09/04/12	MATURED 195,000 PAR VALUE OF TARRANT CNTY TX ETM 5.125% 9/01/12 TRADE DATE 9/ 1/12 LT CAPITAL LOSS OF $13,817.70- ON FEDERAL COST FEDERAL TAX COST $208,817.70 195,000 PAR VALUE AT 100 %		195,000.00	208,817.70-
06/01/12	SOLD 60,000 UNITS OF TULSA OK ARPTS ETM 7.050% 6/01/17 TRADE DATE 6/ 1/12 LT CAPITAL LOSS OF $9,412.80- ON FEDERAL COST FEDERAL TAX COST $69,412.80		60,000.00	69,412.80-

DATE	DESCRIPTION	INCOME	PRINCIPAL	INVESTMENTS
12/06/12	SOLD 490,000 UNITS OF VIRGINIA ST CLGE PRE 5% 9/01/23 TRADE DATE 12/ 3/12 ST CAPITAL LOSS OF $12,705.70- ON FEDERAL COST FEDERAL TAX COST $561,491.00 490,000 UNITS AT 111.997 %		548,785.30	561,491.00-

SUMMARY	INCOME	PRINCIPAL	INVESTMENTS
NET GAINS/LOSSES	222,311.70-		

DATE	DESCRIPTION	INCOME	PRINCIPAL	INVESTMENTS
	SALES/RETURN OF CAPITAL			
12/13/12	SOLD 100 SHARES OF THE HERSHEY COMPANY TRADE DATE 12/10/12 ST CAPITAL LOSS OF $31.90- ON FEDERAL COST FEDERAL TAX COST $7,296.99 100 SHARES AT $72.7026		7,265.09	7,296.99-
12/12/12	SOLD 700 SHARES OF VODAFONE GROUP ADR TRADE DATE 12/ 7/12 ST CAPITAL GAIN OF $3.23 ON FEDERAL COST FEDERAL TAX COST $18,066.93 700 SHARES AT $25.8651		18,070.16	18,066.93-

SUMMARY	INCOME	PRINCIPAL	INVESTMENTS
NET GAINS/LOSSES	28.67-		