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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 THE TERRY AND LAURIE LEDBETTER FOUNDATION		A Employer identification number 80-0188174	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 24622		B Telephone number (see instructions) (310) 806-4000	
City or town, state, and ZIP code FORT WORTH, TX 76124		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 5,625,157	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <u> </u> (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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)	2,488,163			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	9	9		
	4 Dividends and interest from securities.	143,088	143,088		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	799,647			
	b Gross sales price for all assets on line 6a <u>2,623,777</u>				
	7 Capital gain net income (from Part IV , line 2)		799,647		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	3,430,907	942,744		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	16,361			16,361
	c Other professional fees (attach schedule)	10,273	8,569		1,704
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	8,090	2,994		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	34,724	11,563		18,065
	25 Contributions, gifts, grants paid	250,000			250,000
	26 Total expenses and disbursements. Add lines 24 and 25	284,724	11,563		268,065
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	3,146,183			
	b Net investment income (if negative, enter -0-)		931,181		
	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			
	2	Savings and temporary cash investments	35,804	175,009	175,009
	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	51	5,200	5,200
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,359,388	4,111,428	4,919,028
	c	Investments—corporate bonds (attach schedule).	321,776	511,441	525,920
	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 ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,717,019	4,803,078	5,625,157	
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 ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> 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	2,717,019	4,803,078	
	30	Total net assets or fund balances (see page 17 of the instructions)	2,717,019	4,803,078	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,717,019	4,803,078	

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 2,717,019
2	Enter amount from Part I, line 27a	2 3,146,183
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 5,863,202
5	Decreases not included in line 2 (itemize) ▶ _____	5 1,060,124
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 4,803,078

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				
(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	799,647
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	769,672

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	418,696	3,025,613	0.138384		
2010		149,600			
2009		7,804			
2008	9,536				
2007					
2 Total of line 1, column (d).				2	0.138384
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	0.034596
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.				4	4,702,383
5 Multiply line 4 by line 3.				5	162,684
6 Enter 1% of net investment income (1% of Part I, line 27b).				6	9,312
7 Add lines 5 and 6.				7	171,996
8 Enter qualifying distributions from Part XII, line 4.				8	268,065

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 VIExcise 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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	9,312
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	9,312
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	9,312
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,200	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	10,000	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	15,200
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	5,888
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 5,888	Refunded <input type="checkbox"/>	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		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)?			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 <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
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?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none">By language in the governing instrument, orBy 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) <input checked="" type="checkbox"/> 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		No

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		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 ▶N/A				
14	The books are in care of ▶ASPIRIANT LLC Telephone no ▶(310) 806-4000 Located at ▶11100 SANTA MONICA BLVD STE 600 LOS ANGELES CA ZIP +4 ▶90025			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> 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		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
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		
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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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		
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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	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)

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))?

YesNo

(2)

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

YesNo

(3)

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

YesNo

(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).

YesNo

(5)

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

YesNo

5b

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)?

YesNo

Organizations relying on a current notice regarding disaster assistance check here.

YesNo

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

YesNo

6b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

YesNo

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?

YesNo

7b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

YesNo

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
NONE				

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

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Part VIII

[illegible]

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		

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
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	4,723,364
b	Average of monthly cash balances.	1b	50,629
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,773,993
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	4,773,993
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	71,610
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,702,383
6	Minimum investment return. Enter 5% of line 5.	6	235,119

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	235,119
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	9,312
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	9,312
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	225,807
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	225,807
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	225,807

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	268,065
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	268,065
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	9,312
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	258,753
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				225,807
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.	1,715			
c From 2009.				
d From 2010.				
e From 2011.	277,709			
f Total of lines 3a through e.	279,424			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 268,065				
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.				225,807
e Remaining amount distributed out of corpus	42,258			
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	321,682			
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.				0
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.	321,682			
10 Analysis of line 9				
a Excess from 2008. . . .	1,715			
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .	277,709			
e Excess from 2012. . . .	42,258			

Part XIVPrivate 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary 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))

See Additional Data Table

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

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

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

Form **990-PF** (2012)

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	9	
4	Dividends and interest from securities. . . .			14	143,088	
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	799,647	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .				942,744	
13	Total. Add line 12, columns (b), (d), and (e).					942,744

[illegible]

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?		Yes	No
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.			

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

**Paid
Preparer
Use Only**

Sign 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.

2013-11-06






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

Signature of officer or trustee
Date
Title

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ **Yes** ☐ **No**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN
	RAYMOND EDWARDS	RAYMOND EDWARDS	2013-11-06		
	Firm's name <input type="checkbox"/>	ASPIRIANT LLC 11100 SANTA MONICA BLVD STE 600			Firm's EIN <input type="checkbox"/>
	Firm's address <input type="checkbox"/>	LOS ANGELES, CA 900253392			Phone no (310) 806-4000

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
TERRY L LEDBETTER 	TREASR, DIR 0 00	0	0	0
PO BOX 24622 FORT WORTH,TX 76124				
RETA L LEDBETTER 	PRESID, DIR 0 00	0	0	0
PO BOX 24622 FORT WORTH,TX 76124				
TERRY L LEDBETTER JR 	DIRECTOR 0 00	0	0	0
PO BOX 24622 FORT WORTH,TX 76124				
BRADFORD L LEDBETTER 	DIRECTOR 0 00	0	0	0
PO BOX 24622 FORT WORTH,TX 76124				
KAY GAUDIN 	DIRECTOR 0 00	0	0	0
PO BOX 24622 FORT WORTH,TX 76124				

Form 990PF Part XV Line 1a - 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).

TERRY L LEDBETTER
RETA L LEDBETTER

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 THE TERRY AND LAURIE LEDBETTER FOUNDATION	Employer identification number 80-0188174
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 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 33¹/₃% 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 THE TERRY AND LAURIE LEDBETTER FOUNDATION	Employer identification number 80-0188174
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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
<u>1</u>	TERRY L LEDBETTER 1900 L DON DODSON DRIVE BEDFORD, TX 76021	\$ 88,794	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>2</u>	RETA L LEDBETTER 1900 L DON DODSON DRIVE BEDFORD, TX 76021	\$ 88,793	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>3</u>	LEDBETTER INTERESTS LTD PO BOX 24622 FORT WORTH, TX 76124	\$ 2,310,576	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE TERRY AND LAURIE LEDBETTER FOUNDATION	Employer identification number 80-0188174
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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
<u>1</u>	SEE STMT ATTACHED-MKT SECURITIES	\$ <u>88,794</u>	<u></u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>2</u>	SEE STMT ATTACHED-MKT SECURITIES	\$ <u>88,793</u>	<u></u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>3</u>	SEE STMT ATTACHED-MKT SECURITIES	\$ <u>2,301,792</u>	<u></u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u></u>	<u></u> <u></u> <u></u> <u></u>	\$ <u></u>	<u></u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u></u>	<u></u> <u></u> <u></u> <u></u>	\$ <u></u>	<u></u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u></u>	<u></u> <u></u> <u></u> <u></u>	\$ <u></u>	<u></u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u></u>	<u></u> <u></u> <u></u> <u></u>	\$ <u></u>	<u></u>

Name of organization THE TERRY AND LAURIE LEDBETTER FOUNDATION	Employer identification number 80-0188174
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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
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4</div> <div>Relationship of transferor to transferee</div>		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4</div> <div>Relationship of transferor to transferee</div>		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4</div> <div>Relationship of transferor to transferee</div>		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4</div> <div>Relationship of transferor to transferee</div>		

TY 2012 Accounting Fees Schedule

Name: THE TERRY AND LAURIE LEDBETTER
FOUNDATION
EIN: 80-0188174

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	16,361			16,361

TY 2012 Compensation Explanation

Name: THE TERRY AND LAURIE LEDBETTER
FOUNDATION

EIN: 80-0188174

Person Name	Explanation
TERRY L LEDBETTER	
RETA L LEDBETTER	
TERRY L LEDBETTER JR	
BRADFORD L LEDBETTER	
KAY GAUDIN	

**TY 2012 Investments Corporate
Bonds Schedule**

Name: THE TERRY AND LAURIE LEDBETTER
FOUNDATION

EIN: 80-0188174

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SEE STATEMENT ATTACHED	511,441	525,920

**TY 2012 Investments Corporate
Stock Schedule**

Name: THE TERRY AND LAURIE LEDBETTER
FOUNDATION

EIN: 80-0188174

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE STATEMENT ATTACHED	4,111,428	4,919,028

TY 2012 Other Decreases Schedule

Name: THE TERRY AND LAURIE LEDBETTER
FOUNDATION

EIN: 80-0188174

Description	Amount
UNREALIZED GAIN/LOSS FROM DONATED MKT SECURITIES	1,060,124

TY 2012 Other Professional Fees Schedule

Name: THE TERRY AND LAURIE LEDBETTER
FOUNDATION

EIN: 80-0188174

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	8,569	8,569		
LEGAL FEES	1,704			1,704

TY 2012 Taxes Schedule

Name: THE TERRY AND LAURIE LEDBETTER
FOUNDATION

EIN: 80-0188174

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES WITHHELD	2,994	2,994		
EXCISE TAX	5,096			

Unrealized Gains and Losses

As of 12/31/2012

Terry & Laurie Ledbetter Foundation Acct #: 1427-2037

Symbol	Description	Original Trade Date	Quantity	Cost Basis	Unit Cost	Current Value	Current Price	Unrealized Gain (Loss)	% G/L
Cash and Equivalents									
SWGXX	Schwab Govt. Money Fu			144,536.91		144,536.91			
Fixed Income									
PTTRX	PIMCO Total Return	03/11/2011	23,979.269	261,648.39	10.91	269,526.98	11.24	7,878.59	3.0%
PTTRX	PIMCO Total Return	03/31/2011	39.705	431.99	10.88	446.28	11.24	14.29	3.3%
PTTRX	PIMCO Total Return	04/29/2011	68.88	759.75	11.03	774.21	11.24	14.46	1.9%
PTTRX	PIMCO Total Return	05/31/2011	69.285	766.29	11.06	778.76	11.24	12.47	1.6%
PTTRX	PIMCO Total Return	06/30/2011	66.793	734.05	10.99	750.75	11.24	16.70	2.3%
PTTRX	PIMCO Total Return	07/29/2011	62.559	694.40	11.10	703.16	11.24	8.76	1.3%
PTTRX	PIMCO Total Return	08/31/2011	59.233	652.16	11.01	665.78	11.24	13.62	2.1%
PTTRX	PIMCO Total Return	09/30/2011	68.449	738.57	10.79	769.37	11.24	30.80	4.2%
PTTRX	PIMCO Total Return	10/31/2011	67.331	734.58	10.91	756.80	11.24	22.22	3.0%
PTTRX	PIMCO Total Return	11/30/2011	74.053	798.29	10.78	832.36	11.24	34.07	4.3%
PTTRX	PIMCO Total Return	12/28/2011	149.36	1,617.57	10.83	1,678.81	11.24	61.24	3.8%
PTTRX	PIMCO Total Return	12/30/2011	72.896	792.38	10.87	819.35	11.24	26.97	3.4%
PTTRX	PIMCO Total Return	03/30/2012	78.614	871.83	11.09	883.62	11.24	11.79	1.4%
PTTRX	PIMCO Total Return	04/05/2012	13,863.301	153,931.93	11.10	155,823.50	11.24	1,891.57	1.2%
PTTRX	PIMCO Total Return	05/31/2012	128.544	1,449.98	11.28	1,444.83	11.24	(5.15)	-0.4%
PTTRX	PIMCO Total Return	06/29/2012	109.755	1,240.23	11.30	1,233.65	11.24	(6.58)	-0.5%
PTTRX	PIMCO Total Return	08/17/2012	461.27	5,250.53	11.38	5,184.67	11.24	(65.86)	-1.3%
			39,419.297	433,112.92		443,072.90	11.24	9,959.98	2.3%
VAIPX	Vanguard Inflation-prote	03/15/2011	1,508.559	39,397.63	26.12	43,054.27	28.54	3,656.64	9.3%
VAIPX	Vanguard Inflation-prote	03/30/2011	10.707	276.90	25.86	305.58	28.54	28.68	10.4%
VAIPX	Vanguard Inflation-prote	03/29/2012	3.841	107.48	27.98	109.62	28.54	2.14	2.0%
VAIPX	Vanguard Inflation-prote	04/05/2012	1,360.975	38,000.00	27.92	38,842.23	28.54	842.23	2.2%
VAIPX	Vanguard Inflation-prote	06/28/2012	5.709	164.36	28.79	162.93	28.54	(1.43)	-0.9%
VAIPX	Vanguard Inflation-prote	09/27/2012	13.063	381.45	29.20	372.82	28.54	(8.63)	-2.3%
			2,902.854	78,327.82		82,847.45	28.54	4,519.63	5.8%
				511,440.74		525,920.35		14,479.61	2.8%
Real Estate									
CSRIX	Cohen & Steers Inst	09/21/2011	3,832.46	139,000.00	36.27	161,269.92	42.08	22,269.92	16.0%
CSRIX	Cohen & Steers Inst	09/30/2011	22.81	793.32	34.78	959.84	42.08	166.52	21.0%
CSRIX	Cohen & Steers Inst	12/15/2011	30.261	1,141.16	37.71	1,273.38	42.08	132.22	11.6%
CSRIX	Cohen & Steers Inst	04/05/2012	1,801.318	77,116.17	42.81	75,799.46	42.08	(1,316.71)	-1.7%
			5,686.849	218,050.65		239,302.61	42.08	21,251.96	9.7%
RWX	SPDR DJ Wilshire Intl Re	09/21/2011	3,159	106,953.96	33.86	130,624.65	41.35	23,670.69	22.1%
RWX	SPDR DJ Wilshire Intl Re	09/22/2011	435	13,860.83	31.86	17,987.25	41.35	4,126.42	29.8%

Unrealized Gains and Losses

As of 12/31/2012

Terry & Laurie Ledbetter Foundation Acct #: 1427-2037

Symbol	Description	Original Trade Date	Quantity	Cost Basis	Unit Cost	Current Value	Current Price	Unrealized Gain (Loss)	% G/L
Real Estate									
RWX	SPDR DJ Wilshire Intl Re	04/05/2012	3,462	124,898.57	36.08	143,153.70	41.35	18,255.13	14.6%
			7,056	245,713.36		291,765.60	41.35	46,052.24	18.7%
				463,764.01		531,068.21		67,304.20	14.5%
Global Public Equity									
Large Cap - Domestic									
BRKB	Berkshire Hathaway Cl B	06/25/2010	57	4,668.30	81.90	5,112.90	89.70	444.60	9.5%
BRKB	Berkshire Hathaway Cl B	08/19/2010	5	387.70	77.54	448.50	89.70	60.80	15.7%
BRKB	Berkshire Hathaway Cl B	08/18/2011	22	1,530.32	69.56	1,973.40	89.70	443.08	29.0%
BRKB	Berkshire Hathaway Cl B	12/15/2011	780	58,593.81	75.12	69,966.00	89.70	11,372.19	19.4%
BRKB	Berkshire Hathaway Cl B	04/05/2012	1,030	83,398.07	80.97	92,391.00	89.70	8,992.93	10.8%
			1,894	148,578.20		169,891.80	89.70	21,313.60	14.3%
DFLVX	DFA US Large Cap Value	10/17/2008	9,324.35	131,778.00	14.13	213,527.62	22.90	81,749.62	62.0%
DFLVX	DFA US Large Cap Value	12/10/2008	12.091	158.51	13.11	276.88	22.90	118.37	74.7%
DFLVX	DFA US Large Cap Value	12/10/2008	103.841	1,361.35	13.11	2,377.96	22.90	1,016.61	74.7%
DFLVX	DFA US Large Cap Value	03/10/2009	136.415	1,302.76	9.55	3,123.90	22.90	1,821.14	139.8%
DFLVX	DFA US Large Cap Value	06/09/2009	9.462	134.07	14.17	216.68	22.90	82.61	61.6%
DFLVX	DFA US Large Cap Value	12/15/2011	9,223.671	169,380.48	18.36	211,222.07	22.90	41,841.59	24.7%
DFLVX	DFA US Large Cap Value	03/08/2012	30.596	648.02	21.18	700.65	22.90	52.63	8.1%
DFLVX	DFA US Large Cap Value	04/05/2012	2,293.098	48,791.88	21.28	52,511.94	22.90	3,720.06	7.6%
DFLVX	DFA US Large Cap Value	06/08/2012	107.143	2,122.51	19.81	2,453.57	22.90	331.06	15.6%
DFLVX	DFA US Large Cap Value	09/10/2012	93.439	2,060.34	22.05	2,139.75	22.90	79.41	3.9%
			21,334.106	357,737.92		488,551.03	22.90	130,813.11	36.6%
IVV	iShares Tr S&P	04/05/2012	5,947	834,471.15	140.32	851,253.58	143.14	16,782.43	2.0%
				1,340,787.27		1,509,696.41		168,909.14	12.6%
Large Cap - Developed Overseas									
DFIVX	DFA International Value	12/15/2011	9,789.761	139,928.33	14.29	162,510.03	16.60	22,581.70	16.1%
DFIVX	DFA International Value	03/08/2012	19.898	325.33	16.35	330.31	16.60	4.98	1.5%
DFIVX	DFA International Value	04/05/2012	11,114.997	175,000.00	15.74	184,508.95	16.60	9,508.95	5.4%
DFIVX	DFA International Value	05/16/2012	1,546.831	22,000.00	14.22	25,677.39	16.60	3,677.39	16.7%
DFIVX	DFA International Value	06/08/2012	453.81	6,280.73	13.84	7,533.25	16.60	1,252.52	19.9%
DFIVX	DFA International Value	09/10/2012	111.001	1,719.40	15.49	1,842.62	16.60	123.22	7.2%
			23,036.298	345,253.79		382,402.55	16.60	37,148.76	10.8%
VTSGX	Vanguard Total Intl Stk	08/19/2002	6,558.461	111,604.98	17.02	197,081.75	30.05	85,476.77	76.6%
VTSGX	Vanguard Total Intl Stk	12/27/2002	407.081	6,174.47	15.17	12,232.78	30.05	6,058.31	98.1%

Unrealized Gains and Losses

As of 12/31/2012

Terry & Laurie Ledbetter Foundation Acct #: 1427-2037

Symbol	Description	Original Trade Date	Quantity	Cost Basis	Unit Cost	Current Value	Current Price	Unrealized Gain (Loss)	% G/L
Global Public Equity									
Large Cap - Developed Overseas									
VTSGX	Vanguard Total Intl Stk	09/15/2008	242.623	7,069.08	29.14	7,290.82	30.05	221.74	3.1%
VTSGX	Vanguard Total Intl Stk	12/15/2011	9,522.476	250,000.00	26.25	286,150.40	30.05	36,150.40	14.5%
VTSGX	Vanguard Total Intl Stk	12/20/2011	300.749	7,789.39	25.90	9,037.51	30.05	1,248.12	16.0%
VTSGX	Vanguard Total Intl Stk	07/11/2012	746.079	20,000.00	26.81	22,419.67	30.05	2,419.67	12.1%
VTSGX	Vanguard Total Intl Stk	09/21/2012	305.186	8,877.87	29.09	9,170.84	30.05	292.97	3.3%
			18,082.655	411,515.79		543,383.78	30.05	131,867.99	32.0%
				756,769.58		925,786.33		169,016.75	22.3%
Small Cap - Domestic									
DTMVX	DFA Tax-Managed US T	10/10/2011	11,022.39	203,061.09	18.42	258,034.15	23.41	54,973.06	27.1%
DTMVX	DFA Tax-Managed US T	03/08/2012	1.704	37.58	22.05	39.89	23.41	2.31	6.1%
DTMVX	DFA Tax-Managed US T	06/08/2012	44.226	914.60	20.68	1,035.33	23.41	120.73	13.2%
DTMVX	DFA Tax-Managed US T	09/10/2012	14.468	332.05	22.95	338.70	23.41	6.65	2.0%
			11,082.788	204,345.32		259,448.07	23.41	55,102.75	27.0%
DFTSX	DFA Tax-Mng US Sm Ca	10/10/2011	6,596.53	135,000.00	20.47	170,058.54	25.78	35,058.54	26.0%
DFTSX	DFA Tax-Mng US Sm Ca	12/13/2011	27.781	593.69	21.37	716.19	25.78	122.50	20.6%
DFTSX	DFA Tax-Mng US Sm Ca	06/08/2012	19.839	457.08	23.04	511.45	25.78	54.37	11.9%
DFTSX	DFA Tax-Mng US Sm Ca	09/10/2012	9.999	252.48	25.25	257.77	25.78	5.29	2.1%
			6,654.149	136,303.25		171,543.96	25.78	35,240.71	25.9%
DFSVX	DFA US Small Cap Value	10/17/2008	3,824.53	61,141.00	15.99	100,240.93	26.21	39,099.93	64.0%
DFSVX	DFA US Small Cap Value	06/08/2012	10.963	263.89	24.07	287.34	26.21	23.45	8.9%
DFSVX	DFA US Small Cap Value	09/10/2012	5.855	157.26	26.86	153.46	26.21	(3.80)	-2.4%
			3,841.348	61,562.15		100,681.73	26.21	39,119.58	63.5%
IWC	iShares Russell Microcap	10/10/2011	1,660	67,936.15	40.93	86,851.20	52.32	18,915.05	27.8%
				470,146.87		618,524.96		148,378.09	31.6%
Small Cap - Developed Overseas									
DISVX	DFA Int'l Small Cap Valu	12/15/2011	9,503.042	125,000.00	13.15	151,858.61	15.98	26,858.61	21.5%
DISVX	DFA Int'l Small Cap Valu	04/05/2012	2,488.528	38,000.00	15.27	39,766.68	15.98	1,766.68	4.6%
DISVX	DFA Int'l Small Cap Valu	05/16/2012	725.291	10,000.00	13.79	11,590.15	15.98	1,590.15	15.9%
DISVX	DFA Int'l Small Cap Valu	06/08/2012	176.518	2,365.34	13.40	2,820.76	15.98	455.42	19.3%
DISVX	DFA Int'l Small Cap Valu	07/11/2012	510.234	7,000.00	13.72	8,153.54	15.98	1,153.54	16.5%

Unrealized Gains and Losses

As of 12/31/2012

Terry & Laurie Ledbetter Foundation Acct #: 1427-2037

Symbol	Description	Original Trade Date	Quantity	Cost Basis	Unit Cost	Current Value	Current Price	Unrealized Gain (Loss)	% G/L
Global Public Equity									
Small Cap - Developed Overseas									
DISVX	DFA Int'l Small Cap Valu	09/10/2012	38.114	562.95	14.77	609.06	15.98	46.11	8.2%
			13,441.727	182,928.29		214,798.80	15.98	31,870.51	17.4%
DFISX	DFA Int'l Small Compan	12/15/2011	9,291.078	125,000.00	13.45	148,006.87	15.93	23,006.87	18.4%
DFISX	DFA Int'l Small Compan	03/08/2012	6.501	102.20	15.72	103.56	15.93	1.36	1.3%
DFISX	DFA Int'l Small Compan	04/05/2012	2,667.756	41,000.00	15.37	42,497.35	15.93	1,497.35	3.7%
DFISX	DFA Int'l Small Compan	05/16/2012	709.311	10,000.00	14.10	11,299.32	15.93	1,299.32	13.0%
DFISX	DFA Int'l Small Compan	06/08/2012	179.088	2,458.88	13.73	2,852.87	15.93	393.99	16.0%
DFISX	DFA Int'l Small Compan	07/11/2012	213.927	3,000.00	14.02	3,407.86	15.93	407.86	13.6%
DFISX	DFA Int'l Small Compan	09/10/2012	34.112	509.64	14.94	543.40	15.93	33.76	6.6%
			13,101.773	182,070.72		208,711.24	15.93	26,640.52	14.6%
				364,999.01		423,510.04		58,511.03	16.0%
Emerging Markets									
DFCEX	DFA Emerging Markets	09/18/2008	0.008	0.11	13.75	0.16	20.40	0.05	45.5%
DFCEX	DFA Emerging Markets	09/18/2008	8,879.34	122,925.08	13.84	181,138.54	20.40	58,213.46	47.4%
DFCEX	DFA Emerging Markets	10/17/2008	7,415.93	75,890.00	10.23	151,284.97	20.40	75,394.97	99.3%
DFCEX	DFA Emerging Markets	10/27/2008	52.97	430.12	8.12	1,080.59	20.40	650.47	151.2%
DFCEX	DFA Emerging Markets	12/09/2008	23.191	216.60	9.34	473.10	20.40	256.50	118.4%
DFCEX	DFA Emerging Markets	03/10/2009	9.408	82.41	8.76	191.92	20.40	109.51	132.9%
DFCEX	DFA Emerging Markets	04/13/2009	438.06	4,980.79	11.37	8,936.42	20.40	3,955.63	79.4%
DFCEX	DFA Emerging Markets	04/15/2009	1,183.3	13,577.00	11.47	24,139.32	20.40	10,562.32	77.8%
DFCEX	DFA Emerging Markets	04/16/2010	69.685	1,341.26	19.25	1,421.57	20.40	80.31	6.0%
DFCEX	DFA Emerging Markets	01/25/2012	523.335	10,000.00	19.11	10,676.03	20.40	676.03	6.8%
DFCEX	DFA Emerging Markets	04/05/2012	10,606.076	208,643.92	19.67	216,363.95	20.40	7,720.03	3.7%
DFCEX	DFA Emerging Markets	05/16/2012	567.045	10,000.00	17.64	11,567.72	20.40	1,567.72	15.7%
DFCEX	DFA Emerging Markets	07/11/2012	1,116.825	20,000.00	17.91	22,783.23	20.40	2,783.23	13.9%
			30,885.173	468,087.29		630,057.53	20.40	161,970.24	34.6%
				3,400,790.02		4,107,575.27		706,785.25	20.8%
Commodities									
GSC	GS Connect S&P GSCI E	04/06/2010	871	38,935.26	44.70	41,781.87	47.97	2,846.61	7.3%
GSC	GS Connect S&P GSCI E	05/24/2010	3,122	121,414.92	38.89	149,762.34	47.97	28,347.42	23.3%
GSC	GS Connect S&P GSCI E	12/15/2011	1,342	62,999.19	46.94	64,375.74	47.97	1,376.55	2.2%
GSC	GS Connect S&P GSCI E	07/11/2012	320	14,527.22	45.40	15,350.40	47.97	823.18	5.7%

Unrealized Gains and Losses

As of 12/31/2012

Terry & Laurie Ledbetter Foundation Acct #: 1427-2037

<u>Symbol</u>	<u>Description</u>	<u>Original Trade Date</u>	<u>Quantity</u>	<u>Cost Basis</u>	<u>Unit Cost</u>	<u>Current Value</u>	<u>Current Price</u>	<u>Unrealized Gain (Loss)</u>	<u>% G/L</u>
Commodities									
GSC	GS Connect S&P GSCI E	11/09/2012	190	8,997.85	47.36	9,114.30	47.97	116.45	1.3%
			5,845	246,874.44		280,384.65	47.97	33,510.21	13.6%

Schedule B Attachment

Symbol/CUSIP	Description	Quantity	Avg (4/3/2012)	Total Value (Based on Avg)
AA	ALCOA INC	100	10 075	\$1,007 50
AAPL	APPLE INC	71	627 36	\$44,542 56
ABAX	ABAXIS INC	20	29 2955	\$585 91
ABT	ABBOTT LABORATORIES	75	61 155	\$4,586 63
ACE	ACE LIMITED NEW F	8	73 665	\$589 32
ACGL	ARCH CAP GROUP LTD NEW F	24	37 39	\$897 36
ACN	ACCENTURE PLC CL A F	41	65 045	\$2,666 85
ADM	ARCHER-DANIELS-MIDLAND CO	124	31 9175	\$3,957 77
ADP	AUTO DATA PROCESSING	10	55 835	\$558 35
ADVS	ADVENT SOFTWARE INC	70	25 255	\$1,767 85
AEE	AMEREN CORPORATION	17	32 335	\$549 70
AEP	AMER ELECTRIC PWR CO INC	13	38 64	\$502 32
AES	A E S CORP	96	13 095	\$1,257 12
AET	AETNA INC NEW	91	49 985	\$4,548 64
AFL	A F L A C INC	82	45 8647	\$3,760 91
AGNC	AMERICAN CAPITAL AGENCY REITS	15	30 0247	\$450 37
AGO	ASSURED GUARANTY LTD F	29	16 275	\$471 98
AIG	AMERICAN INTL GROUP NEW	57	30 89	\$1,760 73
AKR	ACADIA REALTY TRUST REIT	124	22 695	\$2,814 18
ALE	ALLETE INC NEW	35	41 63	\$1,457 05
ALEX	ALEXANDER & BALDWIN INC	34	48 675	\$1,654 95
ALL	ALLSTATE CORPORATION	19	33 035	\$627 67
ALOG	ANALOGIC CORP	27	69 125	\$1,866 38
AMGN	AMGEN INCORPORATED	78	67 87	\$5,293 86
AMT	AMERICAN TOWER CORP REIT	10	63 565	\$635 65
AMZN	AMAZON COM INC	42	199 945	\$8,397 69
ANEN	ANAREN INC	27	18 43	\$497 61
AOL	AOL INC	95	18 63	\$1,769 85
AON	A O N PLC FCLASS A	8	48 995	\$391 96
APA	APACHE CORP	7	99 695	\$697 87
APC	ANADARKO PETROLEUM CORP	11	78 575	\$864 33
APD	AIR PROD & CHEMICALS INC	46	91 985	\$4,231 31
ARII	AMERICAN RAILCAR INDS	19	23 3905	\$444 42
ARO	AEROPOSTALE INC	66	22 285	\$1,470 81
ATVI	ACTIVISION BLIZZARD INC	43	12 8025	\$550 51
AVT	AVNET INC	28	36 03	\$1,008 84
AVX	A V X CORP NEW	31	13 385	\$414 94
AWH	ALLIED WORLD ASSURANCE F	49	69 11	\$3,386 39
AXP	AMERICAN EXPRESS COMPANY	29	58 125	\$1,685 63
AZO	AUTOZONE INC	2	383 69	\$767 38
BA	BOEING CO	56	74 63	\$4,179 28
BAC	BANK OF AMERICA CORP	127	9 54	\$1,211 58
BAGL	EINSTEIN NOAH RESTAURANT	37	14 975	\$554 08
BAX	BAXTER INTERNATIONAL INC	10	60 22	\$602 20
BBOX	BLACK BOX CORP	15	25 54	\$383 10
BBRG	BRAVO BRIO RESTAURANT	26	20 18	\$524 68
BBT	BB&T CORPORATION	123	31 47	\$3,870 81
BDX	BECTON DICKINSON & CO	8	77 88	\$623 04
BEAM	BEAM INC	10	58 53	\$585 30
BEN	FRANKLIN RESOURCES INC	11	125 895	\$1,384 85
BGC	GENERAL CABLE CP DE NEW	14	28 31	\$396 34
BIG	BIG LOTS INC	52	43 905	\$2,283 06
BITB	BIOGEN IDEC INC	9	127 835	\$1,150 52
BK	BANK OF NY MELLON CP NEW	166	24 48	\$4,063 68
BLX	BANCO LATINOAMERICANO FDE COMERICO EXTERIOR S A	33	21 13	\$697 29
BMO	BANK MONTREAL QUEBEC F	7	59 655	\$417 59
BMV	BRISTOL-MYERS SQUIBB CO	142	33 68	\$4,782 56
BOH	BANK OF HAWAII CORP	9	48 34	\$435 06
BR	BROADRIDGE FINL SOLUTION	22	24 1375	\$531 03
BRCM	BROADCOM CORP CL A CLASS A	96	38 4475	\$3,690 96
BREW	CRAFT BREW ALLIANCE	80	7 265	\$581 20
BRKB	BERKSHIRE HATHAWAY B NEWCLASS B	84	81 305	\$6,829 62
BRKR	BRUKER CORPORATION	164	16 155	\$2,649 42
BRS	BRISTOW GROUP INC	38	47 74	\$1,814 12
BTU	PEABODY ENERGY CORP	26	29 07	\$755 82
BTX	BIOTIME INC	116	4 755	\$551 58
BWA	BORG WARNER INC	38	85 875	\$3,263 25
BWLD	BUFFALO WILD WINGS INC	7	88 285	\$618 00
BXP	BOSTON PROPERTIES INC	39	104 75	\$4,085 25
C	CITIGROUP INC NEW	57	36 42	\$2,075 94
CA	CA INC	22	27 51	\$605 22
CAB	CABELAS INC	18	38 735	\$697 23
CAM	CAMERON INTL CORP	78	53 1275	\$4,143 95
CAT	CATERPILLAR INC	77	106 9575	\$8,235 73
CB	CHUBB CORPORATION	8	69 935	\$559 48
CBE	COOPER INDUSTRIES PLC F	56	63 825	\$3,574 20
CCE	COCA COLA ENT NEW	102	29 07	\$2,965 14
CCI	CROWN CASTLE INTL CORP	75	53 19	\$3,989 25
CCL	CARNIVAL CORP NEW FPAIRED STK	92	31 75	\$2,921 00
CEDC	CENTRAL EURO DISTRIBUTN	165	5 01495	\$827 47
CELG	CELGENE CORP	8	79 13	\$633 04
CERN	CERNER CORP	18	76 755	\$1,381 59

Schedule B Attachment

Symbol/CUSIP	Description	Quantity	Avg (4/3/2012)	Total Value (Based on Avg)
CF	CF INDUSTRIES HOLDINGS	9	187 975	\$1,691 78
CHK	CHESAPEAKE ENERGY CORP	137	22 895	\$3,136 62
CL	COLGATE-PALMOLIVE CO	60	98 375	\$5,902 50
CLX	CLOROX COMPANY	7	69 6875	\$487 81
CMCSA	COMCAST CORP NEW CL A	314	29 69	\$9,322 66
CME	CME GROUP INC CL A CLASS A	2	57 5915	\$115 18
CMS	C M S ENERGY CORP	28	22 24	\$622 72
CNK	CINEMARK HOLDINGS INC	37	21 89	\$809 93
CNX	CONSOL ENERGY INC	17	34 32995	\$583 61
COF	CAPITAL ONE FINANCIAL CP	81	56 16	\$4,548 96
COH	COACH INC	9	76 805	\$691 25
COL	ROCKWELL COLLINS INC	40	57 925	\$2,317 00
CONN	CONNIS INC	44	18 725	\$823 90
COP	CONOCOPHILLIPS	69	58 10025	\$4,008 92
COST	COSTCO WHSL CORP NEW	10	90 885	\$908 85
COV	COVIDIEN PLC NEW F	18	54 23	\$976 14
CRI	CARTERS INC	15	49 62	\$744 30
CRM	SALESFORCE COM	31	157 72005	\$4,889 32
CROX	CROCS INC	65	21 22475	\$1,379 61
CSCO	CISCO SYSTEMS INC	456	20 91	\$9,534 96
CSII	CARDIO SYSTEMS INC	128	9 42495	\$1,206 39
CTAS	CINTAS CORP	28	39 16	\$1,096 48
CTL	CENTURYLINK INC	97	38 6	\$3,744 20
CTSH	COGNIZANT TECH SOL CL A	51	76 345	\$3,893 60
CVH	COVENTRY HEALTH CARE INC	122	35 005	\$4,270 61
CVS	C V S CAREMARK CORP	27	44 825	\$1,210 28
CVX	CHEVRON CORPORATION	133	107 23	\$14,261 59
CYN	CITY NATIONAL CORP	19	52 705	\$1,001 40
D	DOMINION RES INC VA NEW	94	51 405	\$4,832 07
DCI	DONALDSON COMPANY INC	52	35 565	\$1,849 38
DD	DU PONT E I DE NEMOUR&CO	121	53 16	\$6,432 36
DE	DEERE & CO	66	81 855	\$5,402 43
DELL	DELL INC	109	16 605	\$1,809 95
DFS	DISCOVER FINANCIAL SVCS	20	33 445	\$668 90
DG	DOLLAR GENERAL CORP NEW	12	47 134	\$565 61
DHR	DANAHER CORP DEL	42	55 765	\$2,342 13
DIN	DINEEQUITY INC	11	49 00495	\$539 05
DIS	DISNEY WALT CO	15	43 33	\$649 95
DISCK	DISCOVERY COMMUN SER C SERIES C	13	47 315	\$615 10
DISH	DISH NETWORK CORP CL A	118	33 28	\$3,927 04
DKS	DICKS SPORTING GOODS INC	13	48 325	\$628 23
DLB	DOLBY LABORATORIES INC	26	38 16	\$992 16
DMRC	DIGIMARC CORP NEW	22	28 3225	\$623 10
DOV	DOVER CORPORATION	25	63 575	\$1,589 38
DOW	DOW CHEMICAL COMPANY	164	34 39995	\$5,641 59
DPS	DR PEPPER SNAPPLE GROUP	74	40 44	\$2,992 56
DTV	DIRECTV CL A CLASS A	62	49 53	\$3,070 86
DUK	DUKE ENERGY CORP NEW	26	63 2175	\$1,643 66
EA	ELECTRONIC ARTS INC	28	16 73	\$468 44
EBAY	EBAY INC	20	36 58	\$731 60
ECL	ECOLAB INC	78	62 035	\$4,838 73
ED	CONSOLIDATED EDISON INC	10	58 5525	\$585 53
EGN	ENERGEN CORP	43	49 155	\$2,113 67
EIX	EDISON INTERNATIONAL	13	42 66	\$554 58
EMAN	EMAGIN CORP NEW	118	3 16	\$372 88
EMC	E M C CORP MASS	31	29 79	\$923 49
EMR	EMERSON ELECTRIC CO	9	51 92	\$467 28
ENSG	ENSIGN GROUP INC	21	27 245	\$572 15
EOG	E O G RESOURCES INC	12	112 935	\$1,355 22
EP	EL PASO CORPORATION	218	30 225	\$6,589 05
ERIE	ERIE INDEMNITY CO CL A	9	76 62	\$689 58
ESRX	EXPRESS SCRIPTS HLDG CO	25	56 99	\$1,424 75
ETN	EATON CORPORATION	84	49 725	\$4,176 90
ETR	ENTERGY CORP NEW	7	67 09	\$469 63
EXEL	EXELIXIS INC	134	5 12495	\$686 74
EXM	EXCEL MARITIME CARRIERSF	239	1 94	\$463 66
EXPD	EXPEDITORS INTL WASH	12	46 20015	\$554 40
F	FORD MOTOR COMPANY NEW	428	12 705	\$5,437 74
FBHS	FORTUNE BRANDS HM & SEC	10	21 58	\$215 80
FCNCA	FIRST CITIZENS BKSH CL A	5	181 315	\$906 58
FCX	FREEPORT MCMORAN COPPER	126	38 745	\$4,881 87
FDO	FAMILY DOLLAR STORES INC	63	64 08	\$4,037 04
FE	FIRSTENERGY CORP	25	45 7	\$1,142 50
FHN	FIRST HORIZON NATL CORP	269	10 495	\$2,823 16
FIS	FIDELITY NATL INFO SVCS	19	33 34	\$633 46
FIZZ	NATIONAL BEVERAGE CORP	47	16 11	\$757 17
FLIR	FLIR SYSTEMS INC	14	24 98	\$349 72
FRT	FEDERAL RLTY INVT TR SBIREIT	6	97 2	\$583 20
FRX	FOREST LABORATORIES INC	15	34 67	\$520 05
FXEN	F X ENERGY INC	128	5 52	\$706 56
G	GENPACT LIMITED F	80	16 395	\$1,311 60
GE	GENERAL ELECTRIC COMPANY	606	19 91	\$12,065 46

Schedule B Attachment

Symbol/CUSIP	Description	Quantity	Avg (4/3/2012)	Total Value (Based on Avg)
GIS	GENERAL MILLS INC	26	39 655	\$1,031 03
GLW	CORNING INC	228	13 89505	\$3,168 07
GMT	GATX CORP	16	41 17	\$658 72
GNC	GNC HOLDINGS INC	17	35 635	\$605 80
GOOG	GOOGLE INC CLASS A	21	643 295	\$13,509 20
GPRO	GEN PROBE INC	9	67 555	\$608 00
GPS	GAP INC	24	26 09	\$626 16
GR	GOODRICH CORPORATION	20	125 365	\$2,507 30
GS	GOLDMAN SACHS GROUP INC	51	123 06495	\$6,276 31
HBAN	HUNTINGTON BANCSHS INC	416	6 505	\$2,706 08
HCC	H C C INSURANCE HOLDINGS	17	31 3	\$532 10
HCKT	HACKETT GROUP INC	147	6 18	\$908 46
HCP	H C P INC REIT	45	39 55	\$1,779 75
HD	HOME DEPOT INC	48	49 9775	\$2,398 92
HIG	HARTFORD FINL SVCS GRP	120	21 62	\$2,594 40
HNI	H N I CORPORATION	69	26 99	\$1,862 31
HNZ	HEINZ H J CO	48	53 62	\$2,573 76
HON	HONEYWELL INTERNATIONAL	33	60 845	\$2,007 89
HRG	HARBINGER GROUP INC	140	5 285	\$739 90
HSNI	HSN INC	17	38 26	\$650 42
HST	HOST HOTELS & RESORTS REIT	188	16 575	\$3,116 10
HSY	HERSHEY COMPANY	25	61 495	\$1,537 38
HUBB	HUBBELL INC CLASS B	10	79 475	\$794 75
HUM	HUMANA INC	27	91 585	\$2,472 80
HURN	HURON CONSULTING GROUP	21	38 095	\$800 00
HVT	HAVERTY FURNITURE COS	33	11 91	\$393 03
HXL	HEXCEL CORP NEW	132	24 855	\$3,280 86
IART	INTEGRA LIFESCIENC HLDGS	57	35 1204	\$2,001 86
IBM	INTL BUSINESS MACHINES	103	209 615	\$21,590 35
IDA	IDACORP INCORPORATED	49	41 195	\$2,018 56
IGT	INTL GAME TECHNOLOGY	111	17 0775	\$1,895 60
IHS	I H S INC	7	94 26	\$659 82
INTC	INTEL CORP	492	28 1575	\$13,853 49
INTU	INTUIT INC	11	60 105	\$661 16
IO	ION GEOPHYSICAL CORP	121	6 36	\$769 56
IP	INTERNATIONAL PAPER CO	18	35 225	\$634 05
IR	INGERSOLL RAND CL A NEWFIRELAND	77	41 355	\$3,184 34
ITW	ILLINOIS TOOL WORKS INC	10	56 845	\$568 45
JAG	JAGUAR MINING INC FUS SHARES	79	4 75	\$375 25
JBHT	J B HUNT TRANSPORT SVCS	47	55 33	\$2,600 51
JCI	JOHNSON CONTROLS INC	15	32 7225	\$490 84
JKHY	HENRY JACK & ASSOC INC	17	33 96	\$577 32
JNJ	JOHNSON & JOHNSON	129	65 8275	\$8,491 75
JOSB	JOSEPH A BANK CLOTHIERS	57	51 035	\$2,909 00
JPM	JPMORGAN CHASE & CO	311	45 4775	\$14,143 50
KFT	KRAFT FOODS INC	41	38 349	\$1,572 31
KKD	KRISPY KREME DOUGHNUT CP	72	7 41	\$533 52
KLAC	K L A TENCOR CORP	14	54 26	\$759 64
KMB	KIMBERLY-CLARK CORP	48	74 5	\$3,576 00
KO	COCA COLA COMPANY	162	36 885	\$5,975 37
KR	KROGER COMPANY	21	24 08	\$505 68
KSS	KOHL'S CORP	64	51 76	\$3,312 64
KSU	KANSAS CITY SOUTHERN	7	72 565	\$507 96
KW	KENNEDY WILSON HLDGS INC	51	13 58	\$692 58
L	LOEWS CORPORATION	85	40 0625	\$3,405 31
LAMR	LAMAR ADVERTISING CO A CLASS A	36	32 35	\$1,164 60
LKQX	LKQ CORP	73	31 485	\$2,298 41
LL	LUMBER LIQUIDATORS HLDGS	27	24 985	\$674 60
LLY	LILLY ELI & COMPANY	34	40 36	\$1,372 24
LM	LEGG MASON INC	49	27 7275	\$1,358 65
LNC	LINCOLN NATIONAL CORP	127	26 04	\$3,307 08
LO	LORILLARD INC	21	132 505	\$2,782 61
LUV	SOUTHWEST AIRLINES CO	104	8 245	\$857 48
LVS	LAS VEGAS SANDS CORP	37	58 355	\$2,159 14
MA	MASTERCARD INC	6	434 82	\$2,608 92
MAN	MANPOWERGROUP	16	47 66	\$762 56
MAR	MARRIOTT INTL INC CL A	54	38 09	\$2,056 86
MCD	MC DONALDS CORP	32	98 855	\$3,163 36
MCO	MOODYS CORP	20	42 565	\$851 30
MCRL	MICREL INC	39	10 145	\$395 66
MDCO	MEDICINES COMPANY	86	20 39	\$1,753 54
MDT	MEDTRONIC INC	139	39 25	\$5,455 75
MDU	M D U RESOURCES GROUP	23	22 355	\$514 17
MET	METLIFE INC	16	37 585	\$601 36
MFA	MFA FINANCIAL INC REIT	86	7 325	\$629 95
MGM	MGM RESORTS INTL	81	13 85	\$1,121 85
MHP	MCGRAW-HILL COS	21	48 795	\$1,024 70
MHR	MAGNUM HUNTER RESOURCES	80	6 5275	\$522 20
MKC	MC CORMICK & CO INC N-VTNON VOTING SHARES	11	54 775	\$602 53
MLI	MUELLER INDUSTRIES INC	18	46 055	\$828 99
MMC	MARSH & MC LENNAN CO INC	18	32 585	\$586 53
MMI	MOTOROLA MOBILITY HLDGS	57	39 07	\$2,226 99

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Symbol/CUSIP	Description	Quantity	Avg (4/3/2012)	Total Value (Based on Avg)
MMM	3M COMPANY	65	88 71	\$5,766 15
MO	ALTRIA GROUP INC	72	31 085	\$2,238 12
MOLX	MOLEX INCORPORATED	117	28 1375	\$3,292 09
MOS	MOSAIC CO NEW	10	55 185	\$551 85
MPC	MARATHON PETE CORP	56	42 785	\$2,395 96
MRK	MERCK & CO INC NEW	277	38 59	\$10,689 43
MRO	MARATHON OIL CORP	113	31 825	\$3,596 23
MS	MORGAN STANLEY	295	19 51	\$5,755 45
MSFT	MICROSOFT CORP	629	31 925	\$20,080 83
MSI	MOTOROLA SOLUTIONS INC	66	50 79	\$3,352 14
MSM	MSC INDL DIRECT INC CL A	8	84 09	\$672 72
MTB	M & T BANK CORPORATION	17	86 7575	\$1,474 88
MTZ	MASTEC INC	108	18 315	\$1,978 02
MWV	MEADWESTVACO CORPORATION	67	28 1262	\$1,884 46
MXIM	MAXIM INTEGRATED PRODS	24	28 3725	\$680 94
MYGN	MYRIAD GENETICS INC	27	24 015	\$648 41
MYL	MYLAN INC	61	23 44	\$1,429 84
NATI	NATIONAL INSTRUMENTS	42	28 29	\$1,188 18
NBL	NOBLE ENERGY INC	46	99 0325	\$4,555 50
NBR	NABORS INDUSTRIES LTD F	64	17 17	\$1,098 88
NDSN	NORDSON CORP	14	54 47	\$762 58
NE	NOBLE CORP F	25	37 335	\$933 38
NEE	NEXTERA ENERGY INC	8	61 875	\$495 00
NEM	NEWMONT MINING CORP	12	50 995	\$611 94
NFLX	NETFLIX INC	18	112	\$2,016 00
NI	NISOURCE INC HOLDING CO	152	24 49	\$3,722 48
NILE	BLUE NILE INC	12	31 48375	\$377 81
NKE	NIKE INC CLASS B	6	109 095	\$654 57
NLY	ANNALY CAPITAL MGMT REIT	24	15 85	\$380 40
NNN	NATIONAL RETAIL PTYS REIT	20	27 39	\$547 80
NOG	NORTHERN OIL AND GAS INC	22	21 005	\$462 11
NOV	NATIONAL OILWELL VARCO	23	80 705	\$1,856 22
NSC	NORFOLK SOUTHERN CORP	8	66 38	\$531 04
NSIT	INSIGHT ENTERPRISES INC	31	22 75	\$705 25
NSP	INSPERITY INC	33	30 82335	\$1,017 17
NTAP	NETAPP INC	43	45 9	\$1,973 70
NU	NORTHEAST UTILITIES	16	37 125	\$594 00
NUE	NUCOR CORP	10	42 925	\$429 25
NVDA	NVIDIA CORP	38	15 2288	\$578 69
NVLS	NOVELLUS SYSTEMS INC	85	49 065	\$4,170 53
NYB	NEW YORK CMNTY BANCORP	158	13 8	\$2,180 40
NYX	NYSE EURONEXT N V	92	29 67	\$2,729 64
OCLR	OCLARO INC NEW	151	4 07	\$614 57
ODP	OFFICE DEPOT INC	322	3 395	\$1,093 19
OFIX	ORTHOFIX INTL N V F	64	37 665	\$2,410 56
OGE	O G E ENERGY CP HLDG CO	31	53 315	\$1,652 77
OMC	OMNICOM GROUP INC	79	49 785	\$3,933 02
ORCL	ORACLE CORPORATION	255	29 41	\$7,499 55
ORLY	O REILLY AUTOMOTIVE NEW	6	93 555	\$561 33
OXM	OXFORD INDUSTRIES INC	11	50	\$550 00
OXY	OCCIDENTAL PETE CORP	82	96 41	\$7,905 62
OZRK	BANK OF THE OZARKS INC	21	31 965	\$671 27
PAG	PENSKE AUTOMOTIVE GROUP	25	25 535	\$638 38
PAYX	PAYCHEX INC	16	31 8725	\$509 96
PBY	PEP BOYS-MANNY,MOE&JACK	43	14 93	\$641 99
PCAR	PACCAR INC	39	47 265	\$1,843 34
PCG	P G & E CORP	17	43 17	\$733 89
PCL	PLUM CREEK TIMBER CO REIT	70	41 7775	\$2,924 43
PCP	PRECISION CASTPARTS CORP	29	172 89	\$5,013 81
PENN	PENN NATIONAL GAMING	14	43 27	\$605 78
PEP	PEPSICO INCORPORATED	135	66 575	\$8,987 63
PETM	PETSMART INC	14	57 255	\$801 57
PFE	PFIZER INCORPORATED	716	22 505	\$16,113 58
PFG	PRINCIPAL FINANCIAL GRP	107	29 49	\$3,155 43
PG	PROCTER & GAMBLE	165	67 27	\$11,099 55
PGI	PREMIERE GLOBAL SVCS INC	62	9 05495	\$561 41
PGN	PROGRESS ENERGY INC	11	53 305	\$586 36
PGR	PROGRESSIVE CORP OHIO	156	23 095	\$3,602 82
PH	PARKER-HANNIFIN CORP	33	85 39	\$2,817 87
PHX	PANHANDLE OIL & GAS INC	24	29 815	\$715 56
PIR	PIER ONE IMPORTS INC	95	18 63	\$1,769 85
PKT	PROCERA NETWORKS INC NEW	29	22 815	\$661 64
PLCE	CHILDRENS PLACE RETAIL	9	53 03	\$477 27
PLD	PROLOGIS INC NEW REIT	41	36 025	\$1,477 03
PM	PHILIP MORRIS INTL INC	174	88 655	\$15,425 97
PNC	PNC FINL SERVICES GP INC	23	64 365	\$1,480 40
PNR	PENTAIR INC	13	46 825	\$608 73
PNRA	PANERA BREAD CO CL A	18	160 74505	\$2,893 41
PNW	PINNACLE WEST CAPITAL CP	65	47 9725	\$3,118 21
PPL	PPL CORPORATION	17	28 135	\$478 30
PRIM	PRIMORIS SERVICES CORP	31	16 235	\$503 29
PRU	PRUDENTIAL FINANCIAL INC	70	63 675	\$4,457 25

Schedule B Attachment

Symbol/CUSIP	Description	Quantity	Avg (4/3/2012)	Total Value (Based on Avg)
PSA	PUBLIC STORAGE REIT	26	138 195	\$3,593 07
PX	PRAXAIR INC	5	114 62	\$573 10
QCOM	QUALCOMM INC	60	68 25	\$4,095 00
QSFT	QUEST SOFTWARE INC	22	23 315	\$512 93
RA	RAILAMERICA INC	27	21 7	\$585 90
RGA	REINSURANCE GP AMER NEW	14	59 1	\$827 40
RHI	ROBERT HALF INTL	41	30 62	\$1,255 42
ROL	ROLLINS INC	30	21 045	\$631 35
ROST	ROSS STORES INC	46	58 46	\$2,689 16
RT	RUBY TUESDAY INC GEORGIA	65	9 13	\$593 45
RTIX	RTI BIOLOGICS INC	182	3 715	\$676 13
SAH	SONIC AUTOMOTIVE INC	32	18 545	\$593 44
SAI	SAIC INC	39	13 11	\$511 29
SCCO	SOUTHERN COPPER CORP	45	31 71	\$1,426 95
SCHL	SCHOLASTIC CORP	56	36 3275	\$2,034 34
SCLN	SCICLONE PHARM INC	172	6 36	\$1,093 92
SE	SPECTRA ENERGY CORP	146	31 39	\$4,582 94
SHW	SHERWIN WILLIAMS CO	36	109 26	\$3,933 36
SIAL	SIGMA ALDRICH CORP	8	73 87	\$590 96
SIRI	SIRIUS XM RADIO INC	953	2 35	\$2,239 55
SLB	SCHLUMBERGER LTD F	137	69 82	\$9,565 34
SNI	SCRIPPS NTWK INTERACTIV CLASS A	10	49 22	\$492 20
SO	THE SOUTHERN COMPANY	51	45 11	\$2,300 61
SON	SONOCO PRODUCTS CO	14	33 545	\$469 63
SPG	SIMON PTY GROUP NEW REIT/NON-PAIRED STOCK	27	146 475	\$3,954 83
SRCL	STERICYCLE INC	16	84 13	\$1,346 08
SRE	SEMPRA ENERGY	9	61 905	\$557 15
STE	STERIS CORP	59	31 3	\$1,846 70
STI	SUNTRUST BANKS INC	121	24 24	\$2,933 04
STSA	STERLING FINANCIAL NEW	42	20 425	\$857 85
STT	STATE STREET CORP	63	45 5	\$2,866 50
STZ	CONSTELLATION BRAND CL ACLASS A	26	24 495	\$636 87
SUSS	SUSSER HOLDINGS CORP	23	26 215	\$602 95
SWFT	SWIFT TRANSPORTATION CO	57	11 705	\$667 19
SWK	STANLEY BLACK & DECKER	23	77 765	\$1,788 60
SWN	SOUTHWESTERN ENERGY CO	13	30 355	\$394 62
SWY	SAFEWAY INC	21	20 09	\$421 89
SYK	STRYKER CORP	52	55 47	\$2,884 44
T	A T & T INC NEW	329	31 465	\$10,351 99
TECH	TECHNE CORP COMMON	23	70 24	\$1,615 52
TEG	INTEGRYS ENERGY GROUP	26	53 165	\$1,382 29
TG	TREDEGAR CORPORATION	24	20 015	\$480 36
TGT	TARGET CORPORATION	93	57 99	\$5,393 07
THRX	THERAVANCE NEW	115	23 715	\$2,727 23
TIE	TITANIUM METALS CORP NEW	109	13 51	\$1,472 59
TJX	T J X COS INC	86	39 64	\$3,409 04
TMO	THERMO FISHER SCIENTIFIC	70	56 295	\$3,940 65
TRV	TRAVELERS COMPANIES INC	9	59 2075	\$532 87
TSS	TOTAL SYSTEMS SERVICES	30	23 1125	\$693 38
TUP	TUPPERWARE BRANDS CORP	11	63 56995	\$699 27
TWC	TIME WARNER CABLE	9	81 165	\$730 49
TWTC	TW TELECOM INC CL A CLASS A	75	22 15505	\$1,661 63
TWX	TIME WARNER INC NEW	54	37 41	\$2,020 14
TXN	TEXAS INSTRUMENTS INC	172	32 86375	\$5,652 57
TXT	TEXTRON INCORPORATED	132	28 775	\$3,798 30
UA	UNDER ARMOUR INC CL A	7	48 555	\$339 89
UBSI	UNITED BANKSHRS INC W VAWEST VIRGINIA	40	28 955	\$1,158 20
ULTA	ULTA SALON COSM & FRAG	7	94 68505	\$662 80
UNFI	UNITED NATURAL FOODS INC	43	46 795	\$2,012 19
UNH	UNITEDHEALTH GROUP INC	109	59 1625	\$6,448 71
UNP	UNION PACIFIC CORP	64	107 68	\$6,891 52
UPS	UNITED PARCEL SERVICE B CLASS B	85	80 365	\$6,831 03
USB	U S BANCORP DEL NEW	227	31 4113	\$7,130 37
USG	U S G CORPORATION NEW	46	17 085	\$785 91
UTIW	UTI WORLDWIDE INC F	39	17 175	\$669 83
UTX	UNITED TECHNOLOGIES CORP	34	82 44	\$2,802 96
V	VISA INC CL A CLASS A	60	119 48	\$7,168 80
VAC	MARRIOTT VACATIONS	5	28 085	\$140 43
VIAB	VIACOM INC CL B NEW	104	47 03	\$4,891 12
VTR	VENTAS INC REIT	29	56 9	\$1,650 10
VZ	VERIZON COMMUNICATIONS	130	38 43	\$4,995 90
WABC	WESTAMERICA BANCORP	8	48 24	\$385 92
WCBO	WEST COAST BANCORP OR NEW	85	18 955	\$1,611 18
WEC	WISCONSIN EGY CP HLDG CO	100	35 2625	\$3,526 25
WEN	THE WENDYS COMPANY	99	5 035	\$498 47
WEYS	WEYCO GROUP INC	21	23 7	\$497 70
WFC	WELLS FARGO & CO NEW	262	34 33	\$8,994 46
WGL	WGL HOLDINGS INC	59	40 9	\$2,413 10
WIN	WINDSTREAM CORPORATION	89	11 65	\$1,036 85
WLP	WELLPOINT INC	70	72 92	\$5,104 40
WM	WASTE MANAGEMENT INC DEL	19	35 03	\$665 57
WMT	WAL-MART STORES INC	87	60 825	\$5,291 78

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Symbol/CUSIP	Description	Quantity	Avg (4/3/2012)	Total Value (Based on Avg)
WRB	BERKLEY W R CORPORATION	16	36 555	\$584 88
WRC	WARNACO GROUP INC	49	58 745	\$2,878 51
WSO	WATSCO INC	8	74 055	\$592 44
WTW	WEIGHT WATCHERS INTL INC	28	79 045	\$2,213 26
WU	WESTERN UNION COMPANY	26	18 05	\$469 30
WY	WEYERHAEUSER CO	105	21 98	\$2,307 90
WYN	WYNDHAM WORLDWIDE CORP	16	47 075	\$753 20
XEL	XCEL ENERGY INC	20	26 6325	\$532 65
XOM	EXXON MOBIL CORPORATION	345	85 89	\$29,632 05
XRAY	DENTSPLY INTL INC	14	40 1825	\$562 56
XRX	XEROX CORP	336	8 1	\$2,721 60
YHOO	YAHOO INC	39	15 245	\$594 56
YUM	YUM BRANDS INC	25	70 475	\$1,761 88
ZBRA	ZEBRA TECHNOLOGIES CL A	16	41 265	\$660 24
ZQK	QUIKSILVER INC	130	4 095	\$532 35
GSC	GOLDMAN SACHS 2037INDX LKD NT DUE 05/08/37	3,122 00	\$52 53	\$163,998 66
DFCEX	DFA EMERGING MARKETS CORE EQUITY PORTFOLIO	7,501 50	\$20 00	\$150,029 98
VTSGX	VANGUARD TOTAL INTL STK INDEX SIGNAL	20,666 77	\$29 64	\$612,562 94
DFSVX	DFA U S SMALL CAP VALUE PORTFOLIO	3,824 53	\$26 60	\$101,732 50
DFLVX	DFA U S LARGE CAP VALUE PORTFOLIO	9,586 16	\$21 72	\$208,211 37
Total Donation Amount from Ledbetter Interests LTD				\$2,301,791.81

Symbol/CUSIP	Description	Quantity	Avg (4/3/2012)	Total Value (Based on Avg)
DFCEX	DFA EMERGING MARKETS CORE EQUITY PORTFOLIO	8,879 34	\$20 00	\$177,586 80
Total Donation Amount from Terry Ledbetter & Laurie Ledbetter				\$177,586.80