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 , 2012, and ending , 20

Name of foundation: D.R. & VIRGINIA PULLIAM CHARITABLE TRUST

A Employer identification number: 84-6245618

Number and street (or P O box number if mail is not delivered to street address): 100 FEDERAL STREET, 37TH FLOOR

Room/suite:

B Telephone number (see instructions):

City or town, state, and ZIP code: BOSTON, MA 02110

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)* ▶ $ 6,038,154.

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)				
2	Check ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	166,369.	166,369.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	172,045.			
b	Gross sales price for all assets on line 6a 366,511.				
7	Capital gain net income (from Part IV, line 2)		172,045.		
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)	65.			STMT 4
12	**Total.** Add lines 1 through 11	338,479.	338,414.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	50,266.	37,700.		12,567.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) STMT 5	30,000.	22,500.		7,500.
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 6	8,213.	1,487.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 7	50.	38.		13.
24	**Total operating and administrative expenses.** Add lines 13 through 23	88,529.	61,725.	NONE	20,080.
25	Contributions, gifts, grants paid	282,118.			282,118.
26	**Total expenses and disbursements** Add lines 24 and 25	370,647.	61,725.	NONE	302,198.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-32,168.			
b	**Net investment income** (if negative, enter -0-)		276,689.		
c	**Adjusted net income** (if negative, enter -0-)				

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Form **990-PF** (2012)

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	265,676.	208,751.	208,751.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) STMT 8	940,791.	1,023,151.	1,266,579.
	c	Investments - corporate bonds (attach schedule) STMT 11	4,442,749.	4,385,747.	4,549,670.
	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 ▶ ACCRUAL)	15,147.	1,911.	13,154.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	5,664,363.	5,619,560.	6,038,154.
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)		NONE	
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	5,664,363.	5,619,560.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	5,664,363.	5,619,560.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	5,664,363.	5,619,560.	

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	5,664,363.
2	Enter amount from Part I, line 27a	2	-32,168.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,632,195.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	12,635.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,619,560.

84-6245618

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	PUBLICLY TRADED SECURITIES			
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	1,366,511.		1,194,466.	172,045.
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				172,045.
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	172,045.
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 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	288,286.	5,976,154.	0.048239
2010	285,650.	5,723,455.	0.049909
2009	278,152.	5,093,461.	0.054610
2008	291,161.	6,015,186.	0.048404
2007	368,402.	6,826,080.	0.053970

2 **Total** of line 1, column (d)	2	0.255132
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	0.051026
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,990,201.
5 Multiply line 4 by line 3	5	305,656.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,767.
7 Add lines 5 and 6	7	308,423.
8 Enter qualifying distributions from Part XII, line 4	8	302,198.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ **(attach copy of letter if necessary - see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	5,534.
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	5,534.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	5,534.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,236.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	5,236.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			9	298.
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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation. ▶ $ ____________ **(2)** On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CO			
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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ ATLANTIC TRUST COMPANY Telephone no ▶ (702)765-3664

Located at ▶ 100 FEDERAL STREET, 37TH FL, BOSTON, MA ZIP+4 ▶ 02110

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

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

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

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. | Yes | No

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No

(4) Pay *compensation to, or pay or reimburse the expenses of, a disqualified person?* ☒ Yes ☐ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No

(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No

			Yes	No
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No

If "Yes," list the years ▶ ____ , ____ , ____ , ____

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b		X

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here

▶ ____ , ____ , ____ , ____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

			Yes	No
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

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** X

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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
ATLANTIC TRUST COMPANY 100 FEDERAL STREET, 37TH FLOOR, BOSTON, MA 02110	TRUSTEE 5	50,266.	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ **NONE**

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	6,081,422.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	6,081,422.
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	NONE
3	Subtract line 2 from line 1d	3	6,081,422.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	91,221.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,990,201.
6	**Minimum investment return.** Enter 5% of line 5	6	299,510.

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	299,510.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,534.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	5,534.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	293,976.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	293,976.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	293,976.

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	302,198.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	302,198.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	302,198.

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				293,976.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			218,753.	
b	Total for prior years 20 10 ,20_____,20_____		NONE		
3	Excess distributions carryover, if any, to 2012				
a	From 2007 . . . . . . NONE				
b	From 2008 . . . . . . NONE				
c	From 2009 . . . . . . NONE				
d	From 2010 . . . . . . NONE				
e	From 2011 . . . . . . NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 302,198.				
a	Applied to 2011, but not more than line 2a			218,753.	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2012 distributable amount				83,445.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
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				210,531.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9				
a	Excess from 2008 . . . NONE				
b	Excess from 2009 . . . NONE				
c	Excess from 2010 . . . NONE				
d	Excess from 2011 . . . NONE				
e	Excess from 2012 . . . NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 13

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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*				
CITY OF FORT COLLINS P.O. BOX 580 FORT COLLINS CO 80522	NONE	509 (A)(1)	HISTORIC BUILDING PRESERVATION	34,500.
The Center of Loveland, Inc the Pulliam Commu 545 N CLEVELAND Loveland CO	NONE	501 (C)(3)	RESTORATION OF COMMUNITY BUILDING	10,000.
COLORADO STATE UNIVERSITY 410 UNIVERSITY SERVICES C FORT COLLINS CO 80	NONE	509 (A)(1)	CSU D.R. & GINNY PULLIAM SCHOLAR PROGRAM	67,118.
BOYS AND GIRLS CLUB OF LARIMER COUNTY 1010 W. 10TH STREET LOVELAND CO 80537	NONE	501 (C)(3)	PULLIAM YOUTH CENTER	130,000.
THOMPSON R2-J EDUCATION FUND 800 SOUTH TAFT AVENUE LOVELAND CO 80537-6347	NONE	509 (A)(1)	THOMPSON SCHOOL DIST. BINOCULAR PROGRAM	40,500.
Total . . . . ▶ 3a				282,118.
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					
4 Dividends and interest from securities			14	166,369.	
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			14	65.	
8 Gain or (loss) from sales of assets other than inventory			18	172,045.	
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)				338,479.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 338,479.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Signature of officer or trustee

05/13/2013
Date

▶ Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BETH SCHROEDER	Beth Schroeder	05/13/2013		P00472418
Firm's name ▶ BMO HARRIS BANK N.A.			Firm's EIN ▶ 36-2085229	
Firm's address ▶ 11270 W PARK PLACE MILWAUKEE, WI 53224			Phone no 414-815-3755	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ASTON MONTAG & CALDWELL GROWTH FUND CLAS	9,537.	9,537.
INVESCO DISCIPLINED EQUITY FD CL Y #8542	7,703.	7,703.
ABBOTT LABS NTS 5.60% DTD 11/09/2007 DUE	2,668.	2,668.
ABBOTT LABORATORIES COM	307.	307.
AETNA INC NEW COM	322.	322.
ANADARKO PETE CORP COM	113.	113.
APACHE CORP COM	178.	178.
APPLE INC COM	530.	530.
AUTOMATIC DATA PROCESSING INC COM	853.	853.
BANK OF AMERICA CORP COM	68.	68.
BANK AMER CORP SR NT 4.875% DTD 01/23/20	2,438.	2,438.
BELLSOUTH CORP 4.75% DTD 11/15/2004 DUE	1,478.	1,478.
BERKSHIRE HATHAWAY FIN CORP GTD SR NT 5.	2,700.	2,700.
BLACKROCK INC COM	587.	587.
CME GROUP INC COM	990.	990.
CVS CAREMARK CORP COM	191.	191.
CATERPILLAR INC NT 5.70% DTD 08/08/2006	2,850.	2,850.
CISCO SYS INC COM	713.	713.
CITIGROUP INC COM NEW	15.	15.
COMCAST CORP CL A	431.	431.
DANAHER CORP COM	55.	55.
DREYFUS EMERGING MARKETS DEBT LOCAL CURR	5,596.	5,596.
EQT CORP COM	172.	172.
FEDERAL HOME LN MTG CORP DEB 4.875% DTD	2,438.	2,438.
FEDERAL NATL MTG ASSN 2.875% DTD 12/11/2	719.	719.
FIDELITY NATL INFORMATION SVCS INC COM	328.	328.
FORD MTR CO DEL COM PAR $0.01	204.	204.
FRANKLIN HIGH INCOME FUND - AD #605	12,230.	12,230.
FREEPORT-MCMORAN COPPER & GOLD INC CL B	524.	524.
GENERAL ELEC CO COM	1,119.	1,119.
GENERAL ELEC CAP CORP MEDIUM TERM NTS TR	2,813.	2,813.
GOLDMAN SACHS GROUP INC 5.125% DTD 01/12	2,563.	2,563.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HSBC HLDGS PLC SUB NT 5.25% DTD 12/12/20	2,625.	2,625.
HEINZ H J CO COM	1,496.	1,496.
JPMORGAN CHASE & CO COM	717.	717.
JOHNSON & JOHNSON COM	342.	342.
KINDER MORGAN INC DEL COM	330.	330.
LAZARD EMERGING MARKETS EQUITY PORT - IN	9,086.	9,086.
MAINSTAY EPOCH GLOBAL EQUITY YIELD FUND	7,802.	7,802.
MCDONALDS CORP COM	799.	799.
MERCK & CO INC NEW COM	931.	931.
MICROSOFT CORP COM	780.	780.
MORGAN STANLEY GLOBAL SUB NT 4.75% DTD 0	2,375.	2,375.
NATIONAL RURAL UTILS COOP FIN CORP COLL	2,725.	2,725.
NIKE INC CL B	214.	214.
NORFOLK SOUTHN CORP COM	266.	266.
ORACLE CORP COM	481.	481.
ORACLE CORP / OZARK HLDG INC NT 5.25% DT	2,625.	2,625.
PG&E CORP COM	728.	728.
PSE&G TRANSITION FDG LLC 2001-1 TRANSITI	1,688.	1,688.
PEPSICO INC COM	673.	673.
PIMCO COMMODITY REALRETURN STRATEGY FUND	10,541.	10,541.
PIMCO INVESTMENT GRADE CORP BOND FUND CL	19,253.	19,253.
PRAXAIR INC COM	506.	506.
PROCTER & GAMBLE CO COM	315.	315.
QEP RES INC COM	54.	54.
REPUBLIC SVCS INC COM	720.	720.
RIDGEWORTH CLASSIC SEIX FLOATING RATE HI	14,815.	14,815.
INVESCO SHORT TERM LIQUID ASSET FUND	251.	251.
SPECTRA ENERGY CORP COM	588.	588.
STRYKER CORP COM	366.	366.
TJX COS INC NEW COM	230.	230.
TARGET CORP COM	759.	759.
US BANCORP DEL COM NEW	38.	38.
UNION PAC CORP COM	102.	102.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US TREASURY NOTE 1.375% DTD 07/15/2008 D	2,231.	2,231.
US TREASURY NOTE 1.375% DTD 01/15/2010 D	1,855.	1,855.
UNITED TECHNOLOGIES CORP COM	731.	731.
UNITEDHEALTH GROUP INC COM	432.	432.
VF CORP COM	362.	362.
VALSPAR CORP COM	34.	34.
VISA INC COM CL A	175.	175.
WACHOVIA BK NATL ASSN MEDIUM TERM SUB BK	2,800.	2,800.
WAL-MART STORES INC NT 5.375% DTD 04/05/	2,688.	2,688.
WALGREEN CO COM	630.	630.
WELLS FARGO & CO NEW COM	832.	832.
WELLS FARGO & CO NEW SR UNSECD NT 5.625%	2,813.	2,813.
WESTERN UN CO COM	360.	360.
WILLIAMS COS INC COM	1,132.	1,132.
ACCENTURE PLC CLASS A ORDINARY SHARES	138.	138.
COVIDIEN PLC SHS	502.	502.
TOTAL	166,369.	166,369.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
	TOTALS	65.

STATEMENT 4

D.R. & VIRGINIA PULLIAM CHARITABLE TRUST 84-6245618

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	30,000.	22,500.	7,500.
TOTALS	30,000.	22,500.	7,500.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
REAL ESTATE TAX ON NON-RENTAL	20.	20.
FEDERAL TAX PAYMENT - PRIOR YE	1,490.	
FEDERAL ESTIMATES - PRINCIPAL	5,236.	
FOREIGN TAXES ON QUALIFIED FOR	1,467.	1,467.
TOTALS	8,213.	1,487.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI	47.	36.	12.
OTHER NONALLOCABLE EXPENSES -	3.	2.	1.
TOTALS	50.	38.	13.

D.R. & VIRGINIA PULLIAM CHARITABLE TRUST 84-6245618

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION

WILLIAMS COS INC COM
BANK OF AMERICA CORP COM
BANK NEW YORK MELLON CORP COM
BLACKROCK INC COM
CME GROUP INC COM
JPMORGAN CHASE & CO
WELLS FARGO & CO NEW COM
ABBOTT LABORATORIES COM
AETNA INC NEW COM
EXPRESS SCRIPTS INC COM
LABORATORY CORP AMER HLDGS COM
MEDTRONIC INC COM
MERCK & CO INC NEW COM
STRYKER CORP COM
UNITEDHEALTH GROUP INC COM
ACCENTURE PLC CLASS A ORDINARY
CHECK POINT SOFTWARE TECH COM
ALLIANCE DATA SYSTEMS CORP COM
APPLE INC COM
AUTOMATIC DATA PROCESSING INC
BMC SOFTWARE INC COM
CISCO SYS INC COM
FIDELITY NATL INFORMATION SVCS
FISERV INC COM
GOOGLE INC CL A
HEWLETT PACKARD CO COM
INTERNATIONAL BUSINESS MACHS
ORACLE CORP COM
VISA INC COM CL A

D.R. & VIRGINIA PULLIAM CHARITABLE TRUST 84-6245618

FORM 990PF, PART II - CORPORATE STOCK
=====================================

DESCRIPTION
DREYFUS EMERGING MARKETS DEBT
RIDGEWORTH CLASSIC SEIX FLOAT
NALCO HLDG CO COM
PRAXAIR INC COM
DANAHER CORP COM
GENERAL DYNAMICS CORP COM
GENERAL ELEC CO COM
NORFOLK SOUTHN CORP COM
REPUBLIC SVCS INC COM
UNITED TECHNOLOGIES CORP COM
FAIRPOINT COMMUNICATIONS INC
BEST BUY INC COM
COMCAST CORP CL A
LIBERTY GLOBAL INC COM SER A
NIKE INC CL B
TJX COS INC NEW COM
TARGET CORP COM
TIME WARNER CABLE INC COM
VF CORP COM
CVS CAREMARK CORP COM
HEINZ HJ CO COM
PEPSICO INC COM
PROCTER & GAMBLE CO COM
WALGREEN CO COM
ANADARKO PETE CORP COM
APACHE CORP COM
EXXON MOBIL CORP COM
QEP RES INC COM
SPECTRA ENERGY CORP COM

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION
WESTERN UN CO COM
EQT CORP COM
NEXTERA ENERGY INC COM
NORTHEAST UTILITIES COM
PG&E CORP COM
JP MORGAN MID CAP VALUE
CRM MID CAP VALUE FD
ASTON MONTAG & CALDWELL GTH FD
INVESCO DISCIPLINED EQUITY FD
TURNER CORE GROWTH FUND
DODGE & COX INTERNATIONAL
HARBOR FD INTL FD
LAZARD EMERGING MARKETS
PIMCO INVESTMENT GRADE CORP
PIMCO COMMODITY REALRETURN STR
PRIOR YEAR
TOTALS

D.R. & VIRGINIA PULLIAM CHARITABLE TRUST 84-6245618

FORM 990PF, PART II - CORPORATE BONDS
=====================================

DESCRIPTION
FEDERAL HOME LN MTG 4.875%
FEDERAL NATL MTG ASSN 2.875%
US TREASURY NOTE DUE 7/15/2018
US TREASURY NOTE DUE 1/15/2020
ABBOTT LABS NTS
BANK AMER CORP SR NT
BELLSOUTH CORP
BERKSHIRE HATHAWAY FIN CORP
CATEPILLAR INC NT 5.70%
GENERAL ELEC CAP CORP MED TERM
GOLDMAN SACHS GROUP INC
MORAGAN STANLEY GLOBAL SUB NT
NATIONAL RURAL UTILS COOP FIN
ORACLE CORP / OZARK HLDG INC
PSE&G TRANSITION FDG LLC
WACHOVIA BK NATL ASSN
WAL-MART STORES INC NT
WELLS FARGO & CO NEW SR
HSBC HLDGS PLC SUB NT
PRIOR YEAR
TOTALS

```
TRAN RHTI         INVESTMENT REVIEW ACCOUNT TOTALS               11:00 05/14/13
BANK VA
ACCOUNT NO        :           PULLIAM VIRGINIA & DAVID CO-TUA-CHAR
ASSETS FROZEN DATE: 12/31/2012            INCOME CASH    :         27,842.56
                                          PRINCIPAL CASH:          27,842.56-
                              COST/                                 ACCRUAL/
             UNITS     CARRYING VALUE       MARKET VALUE   EST. ANN. INCOME
------------------  ------------------  ------------------  ------------------
CASH EQUIVALENTS           208,750.52                                 21.82
       208,750.520         208,750.52          208,750.52            250.67

FIXED INCOME             4,385,746.84                              11,503.60
     1,126,877.071       4,385,746.84        4,549,670.22         111,244.92

EQUITIES                 1,023,150.82                               1,629.07
        29,091.000       1,023,150.82        1,266,578.53          26,704.38

OTHER                            0.00                                   0.00
             0.000               0.00                0.00               0.00
==================  ==================  ==================  ==================
GRAND TOTAL              5,617,648.18                              13,154.49
     1,364,718.591       5,617,648.18        6,024,999.27         138,199.97

PRESS CLEAR FOR INVESTMT REVIEW MENU; ENTER 'TERM' TO SIGN OFF  TRAN ==> RHTI
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TRAN RHLL BANK VA         INVESTMENT REVIEW - HOLDINGS LIST      11:01 05/14/13
ACCOUNT:            FROZEN DATE: 12/31/2012     INCOME CASH         27,842.56
  PULLIAM VIRGINIA & DAVID CO-TUA-CHAR            PRIN CASH         27,842.56-
  STALE/MISSING PRICE:       TYPE:                    UNITS         CARRY VALUE
               MARKET PRICE PRICE DATE              ACCRUAL        MARKET VALUE
  DESCRIPTION/ SYMBOL                           EST ANN INC      TAX COST/LOCAL
_ 00206RBD3     104.002000  12/31/2012           50,000.000           52,388.50
  AT&T INC GLBL NT                                   566.67           52,001.00
  3.00% DTD 02/13/2012 DUE 02/15/2022              1,500.00           52,388.50

_ 060505AX2     100.134000  12/31/2012           50,000.000           50,383.00
  BANK AMER CORP SR NT                             1,123.95           50,067.00
  4.875% DTD 01/23/2003 DUE 01/15/2013             2,437.50           50,383.00

_ 084664BE0     120.288000  12/31/2012           50,000.000           53,226.00
  BERKSHIRE HATHAWAY FIN CORP GTD SR                 345.00           60,144.00
  NT 5.40% DTD 11/15/2008 DUE                      2,700.00           53,226.00

_ 149123BM2     116.010000  12/31/2012           50,000.000           50,935.00
  CATERPILLAR INC NT                               1,076.66           58,005.00
  5.70% DTD 08/08/2006 DUE 08/15/2016              2,850.00           50,935.00

** PRESS ENTER FOR NEXT SCREEN; SELECT AN ITEM USING "I" OR "M" **
PRESS CLEAR FOR INVESTMT REVIEW MENU; ENTER RHLP TO PRINT       TRAN ==> 001
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TRAN RHLL BANK VA         INVESTMENT REVIEW - HOLDINGS LIST      11:01 05/14/13
ACCOUNT:            FROZEN DATE: 12/31/2012     INCOME CASH        27,842.56
  PULLIAM VIRGINIA & DAVID CO-TUA-CHAR            PRIN CASH        27,842.56-
  STALE/MISSING PRICE:      TYPE:                     UNITS       CARRY VALUE
               MARKET PRICE PRICE DATE              ACCRUAL      MARKET VALUE
  DESCRIPTION/ SYMBOL                           EST ANN INC    TAX COST/LOCAL
_ 261980494       15.340000  12/31/2012         20,650.495        283,104.03
  DREYFUS EMERGING MARKETS DEBT                       0.00        316,778.59
  LOCAL CURRENCY FUND CLASS I #6083               7,764.58        283,104.03
               DDBIX
_ 3134A4UK8     104.154000  12/31/2012          50,000.000         56,135.25
  FEDERAL HOME LN MTG CORP DEB                      311.45         52,077.00
  4.875% DTD 10/17/2003 DUE 11/15/2013            2,437.50         56,135.25

_ 31398AUJ9     102.587000  12/31/2012          25,000.000         26,523.15
  FEDERAL NATL MTG ASSN                              39.93         25,646.75
  2.875% DTD 12/11/2008 DUE 12/11/2013              718.75         26,523.15

_ 353538309       2.090000  12/31/2012          52,153.110        104,306.22
  FRANKLIN HIGH INCOME FUND - AD #605                 0.00        109,000.00
               FVHIX                              7,510.04        104,306.22

** PRESS ENTER FOR NEXT SCREEN; SELECT AN ITEM USING "I" OR "M" **
PRESS CLEAR FOR INVESTMT REVIEW MENU; ENTER RHLP TO PRINT       TRAN ==> 002
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TRAN RHLL BANK VA          INVESTMENT REVIEW - HOLDINGS LIST      11:01 05/14/13
ACCOUNT:            FROZEN DATE: 12/31/2012     INCOME CASH         27,842.56
  PULLIAM VIRGINIA & DAVID CO-TUA-CHAR            PRIN CASH         27,842.56-
  STALE/MISSING PRICE:      TYPE:                     UNITS        CARRY VALUE
               MARKET PRICE PRICE DATE              ACCRUAL       MARKET VALUE
  DESCRIPTION/ SYMBOL                           EST ANN INC     TAX COST/LOCAL
_ 36962G3H5     117.972000  12/31/2012           50,000.000         52,115.50
  GENERAL ELEC CAP CORP MEDIUM TERM                 828.12          58,986.00
  NTS TRANCHE # TR 00800 5.625% DTD               2,812.50          52,115.50

_ 38141GEA8     107.428000  12/31/2012           50,000.000         48,855.00
  GOLDMAN SACHS GROUP INC                         1,181.59          53,714.00
  5.125% DTD 01/12/2005 DUE 01/15/2015            2,562.50          48,855.00

_ 61748AAE6     103.548000  12/31/2012           50,000.000         46,558.50
  MORGAN STANLEY GLOBAL SUB NT                      593.74          51,774.00
  4.75% DTD 03/30/2004 DUE 04/01/2014             2,375.00          46,558.50

_ 637432HT5     117.152000  12/31/2012           50,000.000         51,105.50
  NATIONAL RURAL UTILS COOP FIN CORP                613.12          58,576.00
  COLL MTG BD 5.45% DTD 04/10/2007                2,725.00          51,105.50

** PRESS ENTER FOR NEXT SCREEN; SELECT AN ITEM USING "I" OR "M" **
PRESS CLEAR FOR INVESTMT REVIEW MENU; ENTER RHLP TO PRINT       TRAN ==> 003
```

```
TRAN RHLL BANK VA          INVESTMENT REVIEW - HOLDINGS LIST      11:01 05/14/13
ACCOUNT:             FROZEN DATE: 12/31/2012     INCOME CASH        27,842.56
  PULLIAM VIRGINIA & DAVID CO-TUA-CHAR             PRIN CASH        27,842.56-
  STALE/MISSING PRICE:      TYPE:                      UNITS       CARRY VALUE
               MARKET PRICE PRICE DATE               ACCRUAL      MARKET VALUE
  DESCRIPTION/ SYMBOL                            EST ANN INC    TAX COST/LOCAL
_ 68402LAC8     113.161000  12/31/2012            50,000.000         47,864.00
_ ORACLE CORP / OZARK HLDG INC NT                  1,210.41          56,580.50
  5.25% DTD 01/13/2006 DUE 01/15/2016              2,625.00          47,864.00

_ 722005816      11.120000  12/31/2012            17,739.792        202,750.64
_ PIMCO INVESTMENT GRADE CORP BOND                     0.00         197,266.49
  FUND CLASS I #56                                 7,448.95         202,750.64
               PIGIX
_ 69361YAF0     102.070800  12/31/2012            11,074.200         11,607.49
_ PSE&G TRANSITION FDG LLC 2001-1                     34.78          11,303.52
  TRANSITION BD CL A-6 6.61% DTD                     732.00          11,607.49

_ 76628T678       8.980000  12/31/2012            33,810.689        300,000.00
_ RIDGEWORTH CLASSIC SEIX FLOATING                 1,210.85         303,619.99
  RATE HIGH INCOME FUND CL I #5203                12,765.65         300,000.00
               SAMBX
** PRESS ENTER FOR NEXT SCREEN; SELECT AN ITEM USING "I" OR "M" **
PRESS CLEAR FOR INVESTMT REVIEW MENU; ENTER RHLP TO PRINT       TRAN ==> 004
```

```
TRAN RHLL BANK VA         INVESTMENT REVIEW - HOLDINGS LIST      11:01 05/14/13
ACCOUNT:           FROZEN DATE: 12/31/2012     INCOME CASH         27,842.56
  PULLIAM VIRGINIA & DAVID CO-TUA-CHAR           PRIN CASH         27,842.56-
  STALE/MISSING PRICE:       TYPE:                   UNITS        CARRY VALUE
               MARKET PRICE PRICE DATE             ACCRUAL       MARKET VALUE
  DESCRIPTION/ SYMBOL                          EST ANN INC     TAX COST/LOCAL
_ 912828JE1     116.500000  12/31/2012          64,362.600          60,909.22
  US TREASURY NOTE                                  406.68          74,982.43
  1.375% DTD 07/15/2008 DUE 07/15/2018              884.98          60,909.22

_ 912828MF4     118.633000  12/31/2012          53,485.500          53,545.86
  US TREASURY NOTE                                  337.95          63,451.45
  1.375% DTD 01/15/2010 DUE 01/15/2020              735.42          53,545.86

_ 92976GAE1     112.540000  12/31/2012          50,000.000          49,134.45
  WACHOVIA BK NATL ASSN MEDIUM TERM                 824.44          56,270.00
  SUB BK NTS TRANCHE # SB 00005 5.60%             2,800.00          49,134.45

_ 931142CG6     118.383000  12/31/2012          50,000.000          51,865.00
  WAL-MART STORES INC NT                            642.01          59,191.50
  5.375% DTD 04/05/2007 DUE 04/05/2017            2,687.50          51,865.00

** PRESS ENTER FOR NEXT SCREEN; SELECT AN ITEM USING "I" OR "M" **
PRESS CLEAR FOR INVESTMT REVIEW MENU; ENTER RHLP TO PRINT       TRAN ==> 005
```

```
TRAN RHLL BANK VA         INVESTMENT REVIEW - HOLDINGS LIST      11:01 05/14/13
ACCOUNT:           FROZEN DATE: 12/31/2012     INCOME CASH         27,842.56
  PULLIAM VIRGINIA & DAVID CO-TUA-CHAR           PRIN CASH         27,842.56-
  STALE/MISSING PRICE:      TYPE:                    UNITS        CARRY VALUE
              MARKET PRICE PRICE DATE              ACCRUAL       MARKET VALUE
  DESCRIPTION/ SYMBOL                          EST ANN INC     TAX COST/LOCAL
_ 949746NX5      119.270000  12/31/2012         50,000.000         51,490.00
  WELLS FARGO & CO NEW SR UNSECD NT                 156.25         59,635.00
  5.625% DTD 12/10/2007 DUE 12/11/2017            2,812.50         51,490.00

_ 00817Y108       46.310000  12/31/2012            665.000         21,621.98
  AETNA INC NEW COM                                   0.00         30,796.15
             AET                                    532.00         21,621.98

_ 018581108      144.760000  12/31/2012             86.000          4,805.16
  ALLIANCE DATA SYSTEMS CORP COM                      0.00         12,449.36
             ADS                                      0.00          4,805.16

_ 032511107       74.310000  12/31/2012            410.000         26,368.67
  ANADARKO PETE CORP COM                              0.00         30,467.10
             APC                                    147.60         26,368.67

** PRESS ENTER FOR NEXT SCREEN; SELECT AN ITEM USING "I" OR "M" **
PRESS CLEAR FOR INVESTMT REVIEW MENU; ENTER RHLP TO PRINT       TRAN ==> 006
```

```
TRAN RHLL BANK VA         INVESTMENT REVIEW - HOLDINGS LIST      11:01 05/14/13
ACCOUNT:            FROZEN DATE: 12/31/2012     INCOME CASH        27,842.56
  PULLIAM VIRGINIA & DAVID CO-TUA-CHAR            PRIN CASH        27,842.56-
  STALE/MISSING PRICE:       TYPE:                    UNITS       CARRY VALUE
               MARKET PRICE PRICE DATE              ACCRUAL      MARKET VALUE
  DESCRIPTION/ SYMBOL                           EST ANN INC    TAX COST/LOCAL
_ 037411105      78.500000  12/31/2012              270.000        23,845.39
  APACHE CORP COM                                    0.00         21,195.00
               APA                                  216.00         23,845.39

_ 037833100     532.172900  12/31/2012              113.000        40,603.13
  APPLE INC COM                                      0.00         60,135.54
               AAPL                               1,378.60         40,603.13

_ 00078H281      23.950000  12/31/2012           29,626.896       694,231.99
  ASTON MONTAG & CALDWELL GROWTH FUND                0.00        709,564.16
  CLASS I #234                                    8,325.15        694,231.99
               MCGIX
_ 053015103      56.930000  12/31/2012              540.000        51,285.46
  AUTOMATIC DATA PROCESSING INC COM                234.90         30,742.20
               ADP                                  939.60         51,285.46

** PRESS ENTER FOR NEXT SCREEN; SELECT AN ITEM USING "I" OR "M" **
PRESS CLEAR FOR INVESTMT REVIEW MENU; ENTER RHLP TO PRINT      TRAN ==> 007
```

```
TRAN RHLL BANK VA          INVESTMENT REVIEW - HOLDINGS LIST       11:01 05/14/13
ACCOUNT:           FROZEN DATE: 12/31/2012     INCOME CASH            27,842.56
  PULLIAM VIRGINIA & DAVID CO-TUA-CHAR           PRIN CASH            27,842.56-
  STALE/MISSING PRICE:       TYPE:                   UNITS           CARRY VALUE
               MARKET PRICE PRICE DATE             ACCRUAL          MARKET VALUE
  DESCRIPTION/ SYMBOL                          EST ANN INC        TAX COST/LOCAL
_ 060505104       11.610000  12/31/2012          1,710.000             11,227.86
  BANK OF AMERICA CORP COM                            0.00             19,853.10
               BAC                                   68.40             11,227.86

_ 09247X101      206.710000  12/31/2012             70.000             12,044.21
  BLACKROCK INC COM                                   0.00             14,469.70
               BLK                                  470.40             12,044.21

_ 055921100       39.620000  12/31/2012            355.000             16,438.25
  BMC SOFTWARE INC COM                                0.00             14,065.10
               BMC                                    0.00             16,438.25

_ M22465104       47.640000  12/31/2012            378.000             17,208.40
  CHECK POINT SOFTWARE TECH COM                       0.00             18,007.92
               CHKP                                   0.00             17,208.40

** PRESS ENTER FOR NEXT SCREEN; SELECT AN ITEM USING "I" OR "M" **
PRESS CLEAR FOR INVESTMT REVIEW MENU; ENTER RHLP TO PRINT·      TRAN ==> 008
```

```
TRAN RHLL BANK VA        INVESTMENT REVIEW - HOLDINGS LIST      11:01 05/14/13
ACCOUNT:           FROZEN DATE: 12/31/2012     INCOME CASH        27,842.56
  PULLIAM VIRGINIA & DAVID CO-TUA-CHAR            PRIN CASH        27,842.56-
  STALE/MISSING PRICE:      TYPE:                     UNITS       CARRY VALUE
               MARKET PRICE PRICE DATE              ACCRUAL      MARKET VALUE
  DESCRIPTION/ SYMBOL                           EST ANN INC    TAX COST/LOCAL
_ 17275R102      19.649400  12/31/2012            1,425.000         28,057.37
  CISCO SYS INC COM                                    0.00         28,000.40
               CSCO                                  969.00         28,057.37

_ 172967424      39.560000  12/31/2012              365.000         10,888.37
  CITIGROUP INC COM NEW                                0.00         14,439.40
               C                                      14.60         10,888.37

_ 12572Q105      50.670000  12/31/2012              205.000         10,507.33
  CME GROUP INC COM                                    0.00         10,387.35
               CME                                   369.00         10,507.33

_ 20030N101      37.360000  12/31/2012              635.000         10,634.78
  COMCAST CORP CL A                                  103.18         23,723.60
               CMCSA                                 495.30         10,634.78

** PRESS ENTER FOR NEXT SCREEN; SELECT AN ITEM USING "I" OR "M" **
PRESS CLEAR FOR INVESTMT REVIEW MENU; ENTER RHLP TO PRINT       TRAN ==> 009
```

```
TRAN RHLL BANK VA          INVESTMENT REVIEW - HOLDINGS LIST      11:01 05/14/13
ACCOUNT:            FROZEN DATE: 12/31/2012     INCOME CASH          27,842.56
  PULLIAM VIRGINIA & DAVID CO-TUA-CHAR            PRIN CASH          27,842.56-
  STALE/MISSING PRICE:      TYPE:                     UNITS        CARRY VALUE
               MARKET PRICE PRICE DATE              ACCRUAL       MARKET VALUE
  DESCRIPTION/ SYMBOL                           EST ANN INC     TAX COST/LOCAL
_ G2554F113       57.740000  12/31/2012             420.000          19,618.38
  COVIDIEN PLC SHS                                     0.00          24,250.80
               COV                                   436.80          19,618.38

_ 228368106       36.810000  12/31/2012             555.000          19,299.98
  CROWN HLDGS INC COM                                  0.00          20,429.55
               CCK                                     0.00          19,299.98

_ 126650100       48.350000  12/31/2012             410.000          15,262.05
  CVS CAREMARK CORP COM                                0.00          19,823.50
               CVS                                   369.00          15,262.05

_ 235851102       55.900000  12/31/2012             485.000          18,712.93
  DANAHER CORP COM                                     0.00          27,111.50
               DHR                                    48.50          18,712.93

** PRESS ENTER FOR NEXT SCREEN; SELECT AN ITEM USING "I" OR "M" **
PRESS CLEAR FOR INVESTMT REVIEW MENU; ENTER RHLP TO PRINT      TRAN ==> 010
```

```
TRAN RHLL BANK VA         INVESTMENT REVIEW - HOLDINGS LIST      11:02 05/14/13
ACCOUNT:           FROZEN DATE: 12/31/2012      INCOME CASH        27,842.56
  PULLIAM VIRGINIA & DAVID CO-TUA-CHAR            PRIN CASH        27,842.56-
  STALE/MISSING PRICE:      TYPE:                     UNITS       CARRY VALUE
               MARKET PRICE PRICE DATE              ACCRUAL      MARKET VALUE
  DESCRIPTION/ SYMBOL                           EST ANN INC    TAX COST/LOCAL
_ 268648102      25.300000  12/31/2012              785.000        18,874.03
  E M C CORP MASS COM                                 0.00         19,860.50
               EMC                                    0.00         18,874.03

_ 26884L109      58.980000  12/31/2012              195.000         6,677.44
  EQT CORP COM                                        0.00         11,501.10
               EQT                                   23.40          6,677.44

_ 30219G108      54.000000  12/31/2012              618.000        26,873.32
  EXPRESS SCRIPTS HLDG CO COM                         0.00         33,372.00
               ESRX                                   0.00         26,873.32

_ 305560104       0.004500  01/25/2011                5.000            42.12
  FAIRPOINT COMMUNICATIONS INC COM                    0.00              0.02
               ZZZZ                                   0.00             42.12

** PRESS ENTER FOR NEXT SCREEN; SELECT AN ITEM USING "I" OR "M" **
PRESS CLEAR FOR INVESTMT REVIEW MENU; ENTER RHLP TO PRINT       TRAN ==> 011
```

```
TRAN RHLL BANK VA         INVESTMENT REVIEW - HOLDINGS LIST      11:02 05/14/13
ACCOUNT:           FROZEN DATE: 12/31/2012     INCOME CASH         27,842.56
  PULLIAM VIRGINIA & DAVID CO-TUA-CHAR           PRIN CASH         27,842.56-
  STALE/MISSING PRICE:      TYPE:                    UNITS        CARRY VALUE
               MARKET PRICE PRICE DATE             ACCRUAL       MARKET VALUE
  DESCRIPTION/ SYMBOL                          EST ANN INC     TAX COST/LOCAL
_ 31620M106      34.810000  12/31/2012             366.000           8,309.10
  FIDELITY NATL INFORMATION SVCS INC                 0.00           12,740.46
  COM                                              322.08            8,309.10
               FIS
_ 337738108      79.030000  12/31/2012             295.000          15,048.72
  FISERV INC COM                                     0.00           23,313.85
               FISV                                  0.00           15,048.72

_ 345370860      12.950000  12/31/2012           1,020.000          11,492.02
  FORD MTR CO DEL COM PAR $0.01                      0.00           13,209.00
               F                                   408.00           11,492.02

_ 35671D857      34.200000  12/31/2012             475.000          16,515.42
  FREEPORT-MCMORAN COPPER & GOLD INC                 0.00           16,245.00
  CL B                                             593.75           16,515.42
               FCX
** PRESS ENTER FOR NEXT SCREEN; SELECT AN ITEM USING "I" OR "M" **
PRESS CLEAR FOR INVESTMT REVIEW MENU; ENTER RHLP TO PRINT       TRAN ==> 012
```

```
TRAN RHLL BANK VA        INVESTMENT REVIEW - HOLDINGS LIST     11:02 05/14/13
ACCOUNT:           FROZEN DATE: 12/31/2012     INCOME CASH        27,842.56
  PULLIAM VIRGINIA & DAVID CO-TUA-CHAR           PRIN CASH        27,842.56-
  STALE/MISSING PRICE:      TYPE:                    UNITS       CARRY VALUE
               MARKET PRICE PRICE DATE             ACCRUAL      MARKET VALUE
  DESCRIPTION/ SYMBOL                          EST ANN INC    TAX COST/LOCAL
_ 369604103      20.990000  12/31/2012           1,645.000         34,759.41
  GENERAL ELEC CO COM                               312.55         34,528.55
               GE                                 1,250.20         34,759.41

_ 38259P508     707.380000  12/31/2012              47.000         26,221.96
  GOOGLE INC CL A                                     0.00         33,246.86
               GOOG                                   0.00         26,221.96

_ 411511306      62.120000  12/31/2012           2,020.365        125,000.00
  HARBOR INTERNATIONAL FUND INST #2011                0.00        125,505.07
               HAINX                              2,537.57        125,000.00

_ 423074103      57.680000  12/31/2012             535.000         21,120.50
  HEINZ H J CO COM                                    0.00         30,858.80
               HNZ                                1,102.10         21,120.50

** PRESS ENTER FOR NEXT SCREEN; SELECT AN ITEM USING "I" OR "M" **
PRESS CLEAR FOR INVESTMT REVIEW MENU; ENTER RHLP TO PRINT       TRAN ==> 013
```

```
TRAN RHLL BANK VA         INVESTMENT REVIEW - HOLDINGS LIST      11:02 05/14/13
ACCOUNT:           FROZEN DATE: 12/31/2012     INCOME CASH         27,842.56
  PULLIAM VIRGINIA & DAVID CO-TUA-CHAR           PRIN CASH         27,842.56-
  STALE/MISSING PRICE:      TYPE:                    UNITS         CARRY VALUE
               MARKET PRICE PRICE DATE             ACCRUAL        MARKET VALUE
  DESCRIPTION/ SYMBOL                          EST ANN INC      TAX COST/LOCAL
_ 00141B881      11.380000  12/31/2012          63,533.800          640,361.97
  INVESCO DISCIPLINED EQUITY FD CL Y                  0.00          723,014.64
  #8542                                           8,005.25          640,361.97
               AWEIX
_ 825252729    1.000000000  11/24/2003         208,750.520          208,750.52
  INVESCO SHORT TERM LIQUID ASSET FUND               21.82          208,750.52
               LAPXX                                250.67          208,750.52

_ 478160104      70.100000  12/31/2012             280.000           19,080.51
  JOHNSON & JOHNSON COM                               0.00           19,628.00
               JNJ                                  739.20           19,080.51

_ 46625H100      43.969100  12/31/2012             700.000           25,931.18
  JPMORGAN CHASE & CO COM                             0.00           30,778.37
               JPM                                  840.00           25,931.18

** PRESS ENTER FOR NEXT SCREEN; SELECT AN ITEM USING "I" OR "M" **
PRESS CLEAR FOR INVESTMT REVIEW MENU; ENTER RHLP TO PRINT       TRAN ==> 014
```

```
TRAN RHLL BANK VA         INVESTMENT REVIEW - HOLDINGS LIST      11:02 05/14/13
ACCOUNT:           FROZEN DATE: 12/31/2012     INCOME CASH         27,842.56
  PULLIAM VIRGINIA & DAVID CO-TUA-CHAR           PRIN CASH         27,842.56-
  STALE/MISSING PRICE:      TYPE:                    UNITS        CARRY VALUE
               MARKET PRICE PRICE DATE             ACCRUAL       MARKET VALUE
  DESCRIPTION/ SYMBOL                          EST ANN INC     TAX COST/LOCAL
  49456B101      35.330000  12/31/2012             655.000          21,952.79
  KINDER MORGAN INC DEL COM                           0.00          23,141.15
               KMI                                  995.60          21,952.79

  52106N889      19.540000  12/31/2012          22,098.041         394,808.40
  LAZARD EMERGING MARKETS EQUITY                      0.00         431,795.72
  PORT - INSTL #638                               7,866.90         394,808.40
               LZEMX
  56063J864      16.290000  12/31/2012           6,249.774          89,434.27
  MAINSTAY EPOCH GLOBAL EQUITY YIELD                  0.00         101,808.82
  FUND CL I #1212                                 3,612.36          89,434.27
               EPSYX
  56064B852      15.840000  12/31/2012          14,177.694         225,000.00
  MAINSTAY MARKETFIELD FUND CLASS I                   0.00         224,574.67
  #1625                                               0.00         225,000.00
               MFLDX
** PRESS ENTER FOR NEXT SCREEN; SELECT AN ITEM USING "I" OR "M" **
PRESS CLEAR FOR INVESTMT REVIEW MENU; ENTER RHLP TO PRINT      TRAN ==> 015
```

```
TRAN RHLL BANK VA         INVESTMENT REVIEW - HOLDINGS LIST      11:02 05/14/13
ACCOUNT:           FROZEN DATE: 12/31/2012     INCOME CASH        27,842.56
  PULLIAM VIRGINIA & DAVID CO-TUA-CHAR           PRIN CASH        27,842.56-
  STALE/MISSING PRICE:      TYPE:                    UNITS       CARRY VALUE
               MARKET PRICE PRICE DATE             ACCRUAL      MARKET VALUE
  DESCRIPTION/ SYMBOL                          EST ANN INC    TAX COST/LOCAL
_ 580135101      88.210000  12/31/2012             310.000        23,810.72
  MCDONALDS CORP COM                                 0.00         27,345.10
               MCD                                 954.80         23,810.72

_ 58933Y105      40.940000  12/31/2012             554.000        15,987.46
  MERCK & CO INC NEW COM                           238.22         22,680.76
               MRK                                 952.88         15,987.46

_ 594918104      26.709700  12/31/2012           1,155.000        29,178.96
  MICROSOFT CORP COM                                 0.00         30,849.70
               MSFT                              1,062.60         29,178.96

_ 64110D104      33.550000  12/31/2012             320.000        11,950.27
  NETAPP INC COM                                     0.00         10,736.00
               NTAP                                  0.00         11,950.27

** PRESS ENTER FOR NEXT SCREEN; SELECT AN ITEM USING "I" OR "M" **
PRESS CLEAR FOR INVESTMT REVIEW MENU; ENTER RHLP TO PRINT      TRAN ==> 016
```

```
TRAN RHLL BANK VA         INVESTMENT REVIEW - HOLDINGS LIST      11:02 05/14/13
ACCOUNT:            FROZEN DATE: 12/31/2012     INCOME CASH        27,842.56
  PULLIAM VIRGINIA & DAVID CO-TUA-CHAR            PRIN CASH        27,842.56-
  STALE/MISSING PRICE:       TYPE:                    UNITS       CARRY VALUE
               MARKET PRICE PRICE DATE              ACCRUAL      MARKET VALUE
  DESCRIPTION/ SYMBOL                           EST ANN INC    TAX COST/LOCAL
_ 654106103      51.600000  12/31/2012              230.000          6,081.91
  NIKE INC CL B                                        0.00         11,868.00
_              NKE                                   193.20          6,081.91

_ 68389X105      33.320000  12/31/2012            1,145.000         23,220.67
  ORACLE CORP COM                                      0.00         38,151.40
               ORCL                                  274.80         23,220.67

_ 713448108      68.430000  12/31/2012              261.000         14,806.74
  PEPSICO INC COM                                    140.28         17,860.23
               PEP                                   592.47         14,806.74

_ 69331C108      40.180000  12/31/2012              400.000         16,856.57
  PG&E CORP COM                                      182.00         16,072.00
               PCG                                   728.00         16,856.57

** PRESS ENTER FOR NEXT SCREEN; SELECT AN ITEM USING "I" OR "M" **
PRESS CLEAR FOR INVESTMT REVIEW MENU; ENTER RHLP TO PRINT       TRAN ==> 017
```

```
TRAN RHLL BANK VA          INVESTMENT REVIEW - HOLDINGS LIST      11:02 05/14/13
ACCOUNT:           FROZEN DATE: 12/31/2012     INCOME CASH           27,842.56
  PULLIAM VIRGINIA & DAVID CO-TUA-CHAR           PRIN CASH           27,842.56-
  STALE/MISSING PRICE:      TYPE:                    UNITS          CARRY VALUE
              MARKET PRICE PRICE DATE              ACCRUAL         MARKET VALUE
  DESCRIPTION/ SYMBOL                          EST ANN INC      TAX COST/LOCAL
_ 722005667        6.640000  12/31/2012         60,894.115           512,107.90
  PIMCO COMMODITY REALRETURN STRATEGY                 0.00           404,336.92
  FUND INST #45                                   9,012.32           512,107.90
              PCRIX
_ 74005P104      109.450000  12/31/2012            275.000            20,972.35
  PRAXAIR INC COM                                     0.00            30,098.75
              PX                                    660.00            20,972.35

_ 74733V100       30.270000  12/31/2012            854.000            23,826.54
  QEP RES INC COM                                     0.00            25,850.58
              QEP                                    68.32            23,826.54

_ 760759100       29.330000  12/31/2012            805.000            22,314.58
  REPUBLIC SVCS INC COM                             189.17            23,610.65
              RSG                                   756.70            22,314.58

** PRESS ENTER FOR NEXT SCREEN; SELECT AN ITEM USING "I" OR "M" **
PRESS CLEAR FOR INVESTMT REVIEW MENU; ENTER RHLP TO PRINT       TRAN ==> 018
```

```
TRAN RHLL BANK VA          INVESTMENT REVIEW - HOLDINGS LIST      11:02 05/14/13
ACCOUNT:             FROZEN DATE: 12/31/2012     INCOME CASH        27,842.56
  PULLIAM VIRGINIA & DAVID CO-TUA-CHAR             PRIN CASH        27,842.56-
  STALE/MISSING PRICE:       TYPE:                     UNITS       CARRY VALUE
                MARKET PRICE PRICE DATE              ACCRUAL      MARKET VALUE
  DESCRIPTION/ SYMBOL                            EST ANN INC    TAX COST/LOCAL
_ 847560109      27.380000  12/31/2012               565.000         13,249.39
  SPECTRA ENERGY CORP COM                              0.00          15,469.70
               SE                                    689.30          13,249.39

_ 863667101      54.820000  12/31/2012               355.000         14,970.64
  STRYKER CORP COM                                    94.07          19,461.10
               SYK                                   376.30          14,970.64

_ 87612E106      59.170000  12/31/2012               499.000         24,120.04
  TARGET CORP COM                                      0.00          29,525.83
               TGT                                   718.56          24,120.04

_ 872540109      42.450000  12/31/2012               280.000          6,027.99
  TJX COS INC NEW COM                                  0.00          11,886.00
               TJX                                   162.40           6,027.99

** PRESS ENTER FOR NEXT SCREEN; SELECT AN ITEM USING "I" OR "M" **
PRESS CLEAR FOR INVESTMT REVIEW MENU; ENTER RHLP TO PRINT       TRAN ==> 019
```

```
TRAN RHLL BANK VA         INVESTMENT REVIEW - HOLDINGS LIST      11:02 05/14/13
ACCOUNT:            FROZEN DATE: 12/31/2012     INCOME CASH        27,842.56
   PULLIAM VIRGINIA & DAVID CO-TUA-CHAR           PRIN CASH        27,842.56-
  STALE/MISSING PRICE:      TYPE:                     UNITS       CARRY VALUE
               MARKET PRICE PRICE DATE              ACCRUAL      MARKET VALUE
  DESCRIPTION/ SYMBOL                           EST ANN INC    TAX COST/LOCAL
_ 907818108     125.720000  12/31/2012               85.000          9,401.12
  UNION PAC CORP COM                                 58.65          10,686.20
               UNP                                  234.60           9,401.12

_ 913017109      82.010000  12/31/2012              360.000         21,001.18
  UNITED TECHNOLOGIES CORP COM                        0.00          29,523.60
               UTX                                  770.40          21,001.18

_ 91324P102      54.240000  12/31/2012              540.000         13,107.03
  UNITEDHEALTH GROUP INC COM                          0.00          29,289.60
               UNH                                  459.00          13,107.03

_ 902973304      31.940000  12/31/2012              390.000         13,000.39
  US BANCORP DEL COM NEW                             76.05          12,456.60
               USB                                  304.20          13,000.39

** PRESS ENTER FOR NEXT SCREEN; SELECT AN ITEM USING "I" OR "M" **
PRESS CLEAR FOR INVESTMT REVIEW MENU; ENTER RHLP TO PRINT      TRAN ==> 020
```

```
TRAN RHLL BANK VA          INVESTMENT REVIEW - HOLDINGS LIST      11:02 05/14/13
ACCOUNT:             FROZEN DATE: 12/31/2012     INCOME CASH        27,842.56
  PULLIAM VIRGINIA & DAVID CO-TUA-CHAR             PRIN CASH        27,842.56-
  STALE/MISSING PRICE:        TYPE:                    UNITS       CARRY VALUE
               MARKET PRICE PRICE DATE               ACCRUAL      MARKET VALUE
  DESCRIPTION/ SYMBOL                            EST ANN INC    TAX COST/LOCAL
_ 918204108     150.970000  12/31/2012               130.000         11,044.05
  VF CORP COM                                           0.00         19,626.10
               VFC                                    452.40         11,044.05

_ 92826C839     151.580000  12/31/2012               110.000          7,458.76
  VISA INC COM CL A                                     0.00         16,673.80
               V                                      145.20          7,458.76

_ 931422109      37.010000  12/31/2012               630.000         18,730.70
  WALGREEN CO COM                                       0.00         23,316.30
               WAG                                    693.00         18,730.70

_ 949746101      34.180000  12/31/2012               945.000         25,989.20
  WELLS FARGO & CO NEW COM                              0.00         32,300.10
               WFC                                  1,134.00         25,989.20

** PRESS ENTER FOR NEXT SCREEN; SELECT AN ITEM USING "I" OR "M" **
PRESS CLEAR FOR INVESTMT REVIEW MENU; ENTER RHLP TO PRINT       TRAN ==> 021
```

```
TRAN RHLL BANK VA          INVESTMENT REVIEW - HOLDINGS LIST       11:02 05/14/13
ACCOUNT:            FROZEN DATE: 12/31/2012     INCOME CASH          27,842.56
  PULLIAM VIRGINIA & DAVID CO-TUA-CHAR            PRIN CASH          27,842.56-
  STALE/MISSING PRICE:      TYPE:                     UNITS        CARRY VALUE
               MARKET PRICE PRICE DATE              ACCRUAL       MARKET VALUE
  DESCRIPTION/ SYMBOL                           EST ANN INC     TAX COST/LOCAL
  969457100      32.740000  12/31/2012            1,175.000          24,715.34
  WILLIAMS COS INC COM                                 0.00          38,469.50
               WMB                                 1,592.12          24,715.34




** END OF LIST **
PRESS CLEAR FOR INVESTMT REVIEW MENU; ENTER RHLP TO PRINT       TRAN ==> 022
```

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
WASH SALE BASIS NOT ADJUSTED PRIOR TO YEAR END	54.
TIMING ADJUSTMENT/ACCRUALS	12,581.
TOTAL	12,635.

STATEMENT 12

D.R. & VIRGINIA PULLIAM CHARITABLE TRUST 84-6245618
FORM 990PF, PART XV - LINES 2a - 2d
====================================

RECIPIENT NAME:
  ATLANTIC TRUST
ADDRESS:
  100 FEDERAL STREET, 37TH FLOOR
  BOSTON, MA 02110
FORM, INFORMATION AND MATERIALS:
  LETTER OF REQUEST WITH PROOF OF TAX EXEMPT
SUBMISSION DEADLINES:
  NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
  PREFERENCE GIVEN TO ORGANIZATIONS IN AND
  AROUND LOVELAND, BERTHOUD, AND ESTES PARK,
  COLORADO.

STATEMENT 13

SCHEDULE D
(Form 1041)
Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092
2012

Name of estate or trust: D.R. & VIRGINIA PULLIAM CHARITABLE TRUST
Employer identification number: 84-6245618

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

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

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

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	7,111.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	7,111.

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

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS					87,440.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	77,494.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	164,934.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041 **Schedule D (Form 1041) 2012**

Part III	Summary of Parts I and II **Caution:** *Read the instructions* ***before*** *completing this part.*		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			7,111.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			164,934.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			172,045.

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

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust: D.R. & VIRGINIA PULLIAM CHARITABLE TRUST

Employer identification number: 84-6245618

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 115. VALSPAR CORP COM	07/19/2011	01/23/2012	4,813.00	3,945.00	868.00
55. VALSPAR CORP COM	07/19/2011	01/24/2012	2,303.00	1,887.00	416.00
87. TIME WARNER CABLE INC	VAR	01/27/2012	6,452.00	5,168.00	1,284.00
25. CORRECTIONS CORP AMER	VAR	02/01/2012	595.00	565.00	30.00
68. CORRECTIONS CORP AMER	VAR	02/01/2012	1,610.00	1,529.00	81.00
3. CORRECTIONS CORP AMER N	10/14/2011	02/02/2012	71.00	67.00	4.00
1. CORRECTIONS CORP AMER N	10/14/2011	02/02/2012	24.00	22.00	2.00
56. CORRECTIONS CORP AMER	VAR	02/02/2012	1,327.00	1,257.00	70.00
82. CORRECTIONS CORP AMER	10/11/2011	02/03/2012	1,941.00	1,839.00	102.00
95. MEDCO HEALTH SOLUTIONS	08/19/2011	04/03/2012	7,083.00	5,005.00	2,078.00
415. WESTERN UN CO COM	02/13/2012	11/16/2012	5,233.00	7,363.00	-2,130.00
47846.89 FRANKLIN HIGH INC AD #605	02/13/2012	12/19/2012	100,000.00	95,694.00	4,306.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b 7,111.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2012**

JSA
2F1221 2.000

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	**Employer identification number**
D.R. & VIRGINIA PULLIAM CHARITABLE TRUST	84-6245618

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 206. EXXON MOBIL CORP COM	VAR	01/12/2012	17,386.00	12,104.00	5,282.00
215. COMCAST CORP CL A	11/30/2007	01/20/2012	5,581.00	4,420.00	1,161.00
91. WPX ENERGY INC COM	VAR	01/25/2012	1,455.00	1,333.00	122.00
184. WPX ENERGY INC COM	VAR	01/25/2012	2,915.00	1,791.00	1,124.00
225. COMCAST CORP CL A	VAR	02/15/2012	6,469.00	3,560.00	2,909.00
20. CME GROUP INC COM	08/09/2010	02/29/2012	5,849.00	5,435.00	414.00
11645.22 TURNER LARGE GROW #1311	VAR	03/06/2012	144,867.00	147,713.00	-2,846.00
95. ACCENTURE PLC CLASS A SHARES	12/29/2010	03/12/2012	5,763.00	4,629.00	1,134.00
5380.41 PSE&G TRANSITION F 2001-1 TRANSITION BD CL A-6	06/28/2007	03/15/2012	5,380.00	5,640.00	-260.00
55. VISA INC COM CL A	04/19/2011	04/24/2012	6,504.00	4,164.00	2,340.00
.95 EXPRESS SCRIPTS HLDG C	07/17/2009	04/27/2012	55.00	31.00	24.00
145. TJX COS INC NEW COM	04/08/2011	05/08/2012	5,953.00	3,680.00	2,273.00
71. FIDELITY NATL INFORMAT COM	10/05/2010	05/17/2012	2,294.00	1,906.00	388.00
104. FIDELITY NATL INFORMA INC COM	10/05/2010	05/17/2012	3,349.00	2,792.00	557.00
120. PEPSICO INC COM	VAR	05/17/2012	8,262.00	7,745.00	517.00
105. PROCTER & GAMBLE CO C	VAR	05/17/2012	6,728.00	5,921.00	807.00
310. ABBOTT LABORATORIES C	VAR	06/05/2012	18,585.00	14,877.00	3,708.00
102. ACCENTURE PLC CLASS A SHARES	VAR	06/06/2012	5,934.00	3,623.00	2,311.00
103. ACCENTURE PLC CLASS A SHARES	VAR	06/07/2012	6,084.00	3,007.00	3,077.00
5148.92 PSE&G TRANSITION F 2001-1 TRANSITION BD CL A-6	06/28/2007	06/15/2012	5,149.00	5,397.00	-248.00
40. BLACKROCK INC COM	VAR	06/22/2012	6,864.00	6,923.00	-59.00
31. BLACKROCK INC COM	05/03/2010	06/22/2012	5,319.00	5,769.00	-450.00 *
50000. BELLSOUTH CORP 4.75 11/15/2004 DUE 11/15/2012	09/03/2010	06/29/2012	50,842.00	53,947.00	-3,105.00
185. PROCTER & GAMBLE CO C	07/17/2009	07/13/2012	12,066.00	10,281.00	1,785.00
55. VISA INC COM CL A	VAR	07/13/2012	6,791.00	3,918.00	2,873.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Schedule D-1 (Form 1041) 2012

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
D.R. & VIRGINIA PULLIAM CHARITABLE TRUST	84-6245618

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 80. TJX COS INC NEW COM	12/20/2010	07/31/2012	3,542.00	1,746.00	1,796.00
65. TJX COS INC NEW COM	04/08/2011	07/31/2012	2,878.00	1,650.00	1,228.00
9074.41 PIMCO INVESTMENT G BOND FUND CLASS I #56	VAR	08/20/2012	100,000.00	105,035.00	-5,035.00
25. TARGET CORP COM	01/28/2011	08/20/2012	1,587.00	1,360.00	227.00
80. TARGET CORP COM	11/09/2007	08/20/2012	5,080.00	4,539.00	541.00
140. TJX COS INC NEW COM	12/20/2010	08/27/2012	6,407.00	3,056.00	3,351.00
5887.38 PSE&G TRANSITION F 2001-1 TRANSITION BD CL A-6	06/28/2007	09/15/2012	5,887.00	6,171.00	-284.00
185. NORFOLK SOUTHN CORP C	VAR	09/20/2012	12,203.00	8,294.00	3,909.00
9. GOOGLE INC CL A	12/17/2010	09/25/2012	6,869.00	5,305.00	1,564.00
10. VISA INC COM CL A	12/20/2010	10/11/2012	1,385.00	678.00	707.00
35. VISA INC COM CL A	01/28/2011	10/11/2012	4,849.00	2,434.00	2,415.00
39. ALLIANCE DATA SYSTEMS	02/19/2010	10/25/2012	5,539.00	2,225.00	3,314.00
416. WESTERN UN CO COM	VAR	10/31/2012	5,480.00	6,316.00	-836.00
120. CME GROUP INC COM	05/02/2011	11/01/2012	6,770.00	7,143.00	-373.00
50000. ABBOTT LABS NTS 5.6 11/09/2007 DUE 11/30/2017	01/14/2008	11/14/2012	61,545.00	51,800.00	9,745.00
50. ALLIANCE DATA SYSTEMS	02/19/2010	11/16/2012	6,945.00	2,853.00	4,092.00
4045.961 PIMCO INVESTMENT BOND FUND CLASS I #56	08/03/2010	11/16/2012	45,962.00	46,575.00	-613.00
355.447 PIMCO INVESTMENT G BOND FUND CLASS I #56	08/03/2010	11/16/2012	4,038.00	4,092.00	-54.00 *
20. STRYKER CORP COM	08/23/2010	11/16/2012	1,040.00	928.00	112.00
110. STRYKER CORP COM	VAR	11/16/2012	5,721.00	5,680.00	41.00
369. WESTERN UN CO COM	VAR	11/16/2012	4,653.00	4,479.00	174.00
105. HEINZ H J CO COM	07/17/2009	11/20/2012	6,030.00	3,908.00	2,122.00
8833.922 PIMCO INVESTMENT BOND FUND CLASS I #56	08/03/2010	11/21/2012	100,000.00	101,691.00	-1,691.00
50000. HSBC HLDGS PLC SUB 12/12/2002 DUE 12/12/2012	03/06/2005	12/12/2012	50,000.00	51,800.00	-1,800.00
6121.94 PSE&G TRANSITION F 2001-1 TRANSITION BD CL A-6	06/28/2007	12/15/2012	6,122.00	6,417.00	-295.00

6b Total Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side.	Employer identification number
D.R. & VIRGINIA PULLIAM CHARITABLE TRUST	84-6245618

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 12936.611 DREYFUS EMERGING DEBT LOCAL CURRENCY FUND CL	VAR	12/19/2012	200,000.00	192,639.00	7,361.00
9124.09 MAINSTAY EPOCH GLO YIELD FUND CL I #1212	09/28/2011	12/19/2012	150,000.00	130,566.00	19,434.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 77,494.00

* INDICATES WASH SALE