INTERNAL REVENUE SERVICE

ENVELOPE POSTMARK DATE AUG 13 2013

SCANNED AUG 20 2013

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 BOEING COMPANY CHARITABLE TRUST	**A** Employer identification number 91-6056738
Number and street (or P O box number if mail is not delivered to street address) BANK OF AMERICA, N.A. P.O. BOX 831041 — Room/suite	**B** Telephone number (see instructions) 800- 357-7094
City or town, state, and ZIP code DALLAS, TX 75283-1041	**C** If exemption application is pending, check here ▶ ☐

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

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)* ▶ $ 61,581,700.

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

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 ▶ ☐

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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	1,287,810.	1,275,571.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	3,191,828.			
	b	Gross sales price for all assets on line 6a 76,162,160.				
	7	Capital gain net income (from Part IV, line 2)		3,191,828.		
	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)	237.	237.		STMT 18
	12	**Total.** Add lines 1 through 11	4,479,875.	4,467,636.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	270,266.	162,160.		108,106.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 19	3,500.	NONE	NONE	3,500.
	c	Other professional fees (attach schedule) STMT 20	66,868.	66,868.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 21	36,806.	18,829.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 22	1,356.	1,331.		25.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	378,796.	249,188.	NONE	111,631.
	25	Contributions, gifts, grants paid	1,250,000.			1,250,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	1,628,796.	249,188.	NONE	1,361,631.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	2,851,079.			
	b	**Net investment income** (if negative, enter -0-)		4,218,448.		
	c	**Adjusted net income** (if negative, enter -0-)				

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	14,344,056.	10,824,324.	10,824,324.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less, allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)		50,042,768.	50,757,376.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 23	43,561,453.		
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	57,905,509.	60,867,092.	61,581,700.
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	57,905,509.	60,867,092.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	NONE		
	30	**Total net assets or fund balances** (see instructions)	57,905,509.	60,867,092.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	57,905,509.	60,867,092.	

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	57,905,509.
2	Enter amount from Part I, line 27a	2	2,851,079.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 24	3	199,249.
4	Add lines 1, 2, and 3	4	60,955,837.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 25	5	88,745.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	60,867,092.

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	76,160,852.		72,969,024.	3,191,828.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				3,191,828.
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	3,191,828.
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	96,061.	57,432,392.	0.001673
2010	10,221,811.	13,062,379.	0.782538
2009	30,104,169.	29,517,924.	1.019861
2008	1,451,283.	46,985,571.	0.030888
2007	2,899,147.	51,344,061.	0.056465

2	**Total** of line 1, column (d)	2	1.891425
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	0.378285
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	59,990,033.
5	Multiply line 4 by line 3	5	22,693,330.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	42,184.
7	Add lines 5 and 6	7	22,735,514.
8	Enter qualifying distributions from Part XII, line 4	8	1,361,631.

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	84,369.
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	84,369.
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	84,369.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	14,224.		
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 . TAX .PAID .W/O.. R. .$ . . . . 70,146.			7	84,370.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	1.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 1. **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) ▶ WA			
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ NONE

14 The books are in care of ▶ BANK OF AMERICA, N.A. Telephone no ▶ (312)828-2055

Located at ▶ 231 S LASALLE ST, 13TH FL, CHICAGO, IL ZIP+4 ▶ 60604

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.

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** No: 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
BANK OF AMERICA, N.A. 231 S LASALLE ST, CHICAGO, IL 60604	TRUSTEE 1	270,266.	-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 NONE	
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	46,474,266.
b	Average of monthly cash balances	1b	14,429,321.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	60,903,587.
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	60,903,587.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	913,554.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	59,990,033.
6	**Minimum investment return.** Enter 5% of line 5	6	2,999,502.

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	2,999,502.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	84,369.		
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	84,369.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,915,133.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	2,915,133.
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	2,915,133.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,361,631.
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	1,361,631.
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	1,361,631.

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					2,915,133.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				NONE	
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	25,977,456.				
d From 2010	9,578,624.				
e From 2011	NONE				
f **Total** of lines 3a through e		35,556,080.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,361,631.					
a Applied to 2011, but not more than line 2a				NONE	
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					1,361,631.
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).)*		1,553,502.			1,553,502.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5		34,002,578.			
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				NONE	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		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		34,002,578.			
10 Analysis of line 9.					
a Excess from 2008	NONE				
b Excess from 2009	24,423,954.				
c Excess from 2010	9,578,624.				
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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

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

1 Information Regarding Foundation Managers:

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

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 26

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*				
AMERICAN NATIONAL RED CROSS 431 18TH ST NW WASHINGTON DC 20006	N/A	PC	SUPPORT HURRICANE SANDY RELIEF FUND	1,000,000.
MERCY CORPS 45 SW ANKENY ST PORTLAND OR 97204	N/A	PC	SUPPORT SMALL BUSINESS RECOVERY PROGRAM	250,000.
Total . . . . ▶ 3a				1,250,000.
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	1,287,810.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	3,191,828.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b METROPCS WIRELESS			1	237.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				4,479,875.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 4,479,875.

(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

▶ | 3-2-13 ▶TRUSTEE

Signature of officer or trustee Date Title

BANK OF AMERICA, N.A.

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

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AAR CORP COM	21.	21.
ABB LTD SPONSORED ADR	801.	801.
AES CORP COM	7.	
AES CORP SR UNSECD NT	660.	660.
AMC ENTMT INC NEW SR UNSECD NT C6/1/14 @	572.	572.
AQR DIVERSIFIED ARBITRAGE FUND CL I	18,647.	18,647.
AT&T INC	2,502.	2,502.
AT&T INC SR UNSECD NT	1,235.	1,235.
ABBOTT LABORATORIES	523.	523.
ABBOTT LABS NT	4,790.	4,790.
ACTUANT CORP COM CL A NEW	10.	10.
ADIDAS AG SPONSORED ADR	499.	499.
ADTRAN INC COM	7.	7.
ADVANCED AUTO PTS INC COM	2.	2.
AGILENT TECHNOLOGIES INC	25.	25.
ALBEMARLE CORPORATION	23.	23.
ALLERGAN INCORPORATED	167.	167.
ALLIANT CORP	119.	119.
ALLIANZ GLOBAL INVS FIXED INCOME SHS SER	131,232.	131,232.
ALLIANZ GLOBAL INVS MANAGED ACCOUNTS TR	88,641.	88,641.
ALTA MESA HLDGS LP / ALTA MESA FIN SVCS	123.	123.
ALTERA CORPORATION	9.	9.
AMADEUS IT HLDG SA ADS UNSPONSORED ADR	215.	215.
AMEREN CORP	152.	152.
AMERICA MOVIL S A DE C V SPONSORED ADR R	402.	402.
AMERICAN CASINO & ENTMT PPTYS LLC / ACEP	564.	564.
AMERICAN ELECTRIC POWER CO	1,063.	1,063.
AMERICAN EXPRESS CO	532.	532.
AMERISOURCEBERGEN CORP COM	125.	125.
AMERIPRISE FINANCIAL INC	410.	410.
AMERIGAS FIN CORP / AMERIGAS FIN LLC GTD	260.	260.
AMETEK INC - NEW	35.	35.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AMGEN INC COM	177.	177.
ANADARKO PETROLEUM CORP	77.	77.
ANALOG DEVICES INC	106.	106.
ANIXTER INC CO GTD SR NT	98.	98.
APACHE CORPORATION	71.	71.
APPLE INC COM	469.	469.
APTARGROUP INCORPORATED	165.	165.
ARTIO GLOBAL HIGH INCOME FUND CL I	123,763.	120,748.
ASHLAND INC NEW COM	52.	52.
ASTRAZENECA PLC SR NT	3,593.	3,593.
B & G FOODS INC CL A COM	37.	15.
BG GROUP PLC- SPON ADR ISIN US0554342032	376.	376.
BP CAPITAL MARKETS PLC CO GTD BD UNITED	1,719.	1,719.
BALL CORP	35.	35.
BANCO BRADESCO S A SPONSORED ADR REPSTG	402.	402.
BANK NEW YORK MELLON CORP COM	426.	426.
BANK NOVA SCOTIA B C SR UNSECD NT CANADA	781.	781.
BANKUNITED INC COM	82.	82.
BARD C R INCORPORATED	22.	22.
BARNES GROUP INC COM	246.	246.
BARRETT BILL CORP CO GTD SR NT CALL 7/15	-110.	-110.
BEAM INC COM	26.	26.
BERKSHIRE HATHAWAY FIN CORP CO GTD SR NT	290.	290.
BERRY PETE CO CL A	34.	34.
BHP BILLITON LIMITED ADR	1,161.	1,161.
BLACKROCK INC CL A	401.	401.
BOFA GOVERNMENT RESERVES INSTITUTIONAL C	793.	793.
BOFA GOVERNMENT RESERVES CAPITAL CLASS	300.	300.
BRAMBLES LTD UNSPONSORED ADR	809.	809.
BRITISH AMERICAN TOBACCO PLC (UK/US$) IS	666.	666.
BRITISH SKY BROADCASTING GROUP PLC	628.	628.
BRUNSWICK CORPORATION	21.	21.
BUCKEYE TECHNOLOGIES INC COM	21.	21.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BUNZL PLC SPONSORED ADR NEW	616.	616.
CBS CORP CL B COM	140.	140.
CF INDS HLDGS INC COM	42.	42.
C H ROBINSON WORLDWIDE INC COM	59.	59.
CIGNA CORPORATION	2.	2.
CLECO CORP NEW COM	217.	217.
CNOOC LTD SPONSORED ADR	988.	988.
CSX CORP	59.	59.
CVS CAREMARK CORP COM	877.	877.
CA INC COM	70.	70.
CABOT CORP	18.	18.
CABOT OIL & GAS CORP CL A	6.	6.
CANADIAN NATL RY CO	292.	292.
CANADIAN NAT RES LTD NT CANADA	4,685.	4,685.
CANON INC ADR REPSTG 5 SHS	648.	648.
CAP GEMINI S A ADR	475.	475.
CAPITAL ONE FINANCIAL CORPORATION	18.	18.
CATERPILLAR FINL SVCS CORP SR UNSECD MTN	2,244.	2,244.
CELANESE CORP DEL SER A COM	34.	34.
CENOVUS ENERGY INC COM	254.	254.
CENTRICA PLC SPONSORED ADR NEW 2004	1,023.	1,023.
CENTURYTEL INC	1,527.	1,527.
CHEESECAKE FACTORY INCORPORATED	28.	28.
CHEMED CORP NEW	34.	34.
CHEUNG KONG HLDGS LTD ADR	734.	734.
CHEVRONTEXACO CORP COM	2,375.	2,375.
CHICAGO BRDG & IRON CO N V N Y REGISTRY	8.	8.
CHINA MOBILE HONG KONG LTD SPONSORED ADR	651.	651.
CIELO S A SPONSORED ADR	522.	522.
CISCO SYS INC SR UNSECD NT	1,735.	1,735.
CITIGROUP INC NEW COM	42.	42.
CITIGROUP INC SR NT	2,900.	2,900.
CLIFFS NAT RES INC COM	152.	152.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
COCA COLA AMATIL LTD SPONSORED ADR	663.	663.
COCA-COLA ENTERPRISES INC NEW COM	340.	340.
COCA COLA HELLENIC BOTTLING CO S A ADR S	271.	271.
COGENT COMMUNICATIONS GROUP INC NEW COM	15.	15.
COGNEX CORP COM	246.	246.
COHEN & STEERS INC COM	289.	152.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	14,472.	14,472.
COLUMBIA SHORT TERM BOND FUND CLASS Z SH	35,809.	35,809.
COMCAST CORP NEW CL A COM	361.	361.
COMCAST CORP - SPECIAL CL-A	406.	406.
COMCAST CORP NEW NT	3,357.	3,357.
COMERICA INCORPORATED	55.	55.
COMPASS GROUP PLC SPONSORED ADR NEW	469.	469.
CONOCOPHILLIPS COM	1,410.	1,410.
CONOCOPHILLIPS GTD NT	1,717.	1,717.
CONSOL ENERGY INC	10.	10.
CRANE COMPANY	174.	174.
CREDIT SUISSE FIRST BOSTON USA INC SR NT	1,456.	1,456.
CROSSTEX ENERGY L P / CROSSTEX ENERGY FI	-97.	-97.
CUMMINS ENGINE INC	71.	71.
CURTISS WRIGHT * COM	58.	58.
CYPRESS SEMICONDUCTOR CORP	28.	
CYTEC INDUSTRIES INCORPORATED	60.	60.
DSW INC CL A	293.	293.
DANA HLDG CORP	108.	108.
DANAHER CORPORATION	62.	62.
DANONE SPONSORED ADR	768.	768.
DEERE & COMPANY	316.	316.
DEERE JOHN CAP CORP MTN	1,708.	1,708.
DENSO CORP UNSPONSORED ADR	472.	472.
DIAMOND RESORTS CORP 1ST LIEN SR SECD NT	-56.	-56.
DICKS SPORTING GOODS INC COM	192.	192.
DIRECTV HLDGS LLC / DIRECTV FING INC CO	2,058.	2,058.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DISNEY WALT CO	1,160.	1,160.
DISCOVER FINL SVCS COM	68.	68.
DISH NETWORK CORP COM CL A	125.	125.
DISH DBS CORP CO GTD SR NT	402.	402.
DOMINOS PIZZA INC COM	309.	309.
DOVER CORPORATION	29.	29.
DR PEPPER SNAPPLE INC COM	46.	46.
EOG RESOURCES INC	537.	537.
EQT CORP COM	53.	53.
E TRADE FINL CORP SR NT	248.	248.
EAGLE ROCK ENERGY PARTNERS L P/ EAGLE RO	521.	521.
EAST WEST BANCORP INC COM	74.	74.
EASTMAN CHEMICAL COMPANY	37.	37.
EATON CORPORATION	429.	429.
EDISON INTERNATIONAL	120.	120.
EINSTEIN NOAH RESTAURANT GROUP INC COM	1,712.	284.
EMCOR GROUP INC	184.	184.
ENERGY TRANSFER EQUITY L P SR UNSECD NT	83.	83.
ENSCO PLC SPONSORED ADR	16.	16.
ENTERPRISE PRODS OPER LLC CO GTD SR NT	2,091.	2,091.
EQUIFAX INC	73.	73.
ERICSSON L M TEL CO ADR CL B	611.	611.
ETHAN ALLEN INTERIORS INC	79.	79.
EXELON CORP NT	3,268.	3,268.
EXPEDIA INC DEL NEW COM	15.	15.
EXPEDITORS INTL WASH INC	30.	30.
EXXON MOBIL CORPORATION	2,028.	2,028.
FAMILY DLR STORES INC	40.	40.
FANUC CORP UNSP ADR	339.	339.
FASTENAL CO COM	51.	51.
FEDERAL HOME LN MTG CORP POOL #G05175	16,280.	16,280.
FEDERAL HOME LN MTG CORP POOL #A86399	4,000.	4,000.
FEDERAL HOME LN MTG CORP POOL #A96409	5,307.	5,307.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL HOME LN MTG CORP POOL #A96807	4,950.	4,950.
FEDERAL HOME LN MTG CORP POOL #Q02625	3,782.	3,782.
FEDERAL HOME LN MTG CORP POOL #Q04006	14,619.	14,619.
FEDERAL HOME LN MTG CORP POOL #Q04649	5,810.	5,810.
FEDERAL NATL MTG ASSN POOL #310088	14,073.	14,073.
FEDERAL HOME LN MTG CORP REFERENCE NTS	312.	312.
FEDERAL NATL MTG ASSN POOL #AH2683	11,958.	11,958.
FEDERAL NATL MTG ASSN POOL #AI6553	17,413.	17,413.
FEDERAL NATL MTG ASSN POOL #AJ5889	493.	493.
FEDERAL NATL MTG ASSN POOL #AK5426	4,134.	4,134.
FEDERAL NATL MTG ASSN POOL #AO7562	2,852.	2,852.
FEDERAL NATL MTG ASSN POOL #AO9927	4,659.	4,659.
FEDERAL NATL MTG ASSN POOL #AP3125	528.	528.
FEDERAL NATL MTG ASSN POOL #AP7553	1,267.	1,267.
FEDERAL NATL MTG ASSN NT	812.	812.
FEDERAL NATL MTG ASSN POOL #735402	3,006.	3,006.
FEDERAL NATL MTG ASSN POOL #745275	4,783.	4,783.
FEDERAL NATL MTG ASSN POOL #931016	4,195.	4,195.
FEDERAL NATL MTG ASSN POOL #983077	336.	336.
FEDERAL NATL MTG ASSN POOL #986760	5,190.	5,190.
FEDERAL NATL MTG ASSN POOL #995094	22,562.	22,562.
FEDERAL NATL MTG ASSN POOL #995737	9,894.	9,894.
FEDERAL NATL MTG ASSN POOL #995838	14,844.	14,844.
FEDERAL NATL MTG ASSN	3,213.	3,213.
FEDERAL NATL MTG ASSN POOL #AA7681	1,995.	1,995.
FEDERAL NATL MTG ASSN POOL #AB5511	956.	956.
FEDERAL NATL MTG ASSN POOL #AB7364	-1.	-1.
FEDERAL NATL MTG ASSN POOL #MA1027	1,546.	1,546.
FEDERATED INVS INC PA CL B	31.	31.
FEDEX CORP	57.	57.
FIFTH THIRD BANCORP COM	398.	398.
FINISH LINE INC CL A	75.	75.
FIRST MIDWEST BANCORP INC DEL	5.	5.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FIRST REP BK SAN FRANCISCO CA NEW COM	19.	19.
FLUOR CORP NEW COM	28.	28.
FLOWSERVE CORP	50.	50.
FOMENTO ECONOMICO MEXICANO SA SPON ADR U	343.	343.
FOOT LOCKER INC COM	31.	31.
FORD MTR CO DEL COM	126.	126.
FRANKLIN RES INC COM	3,706.	3,706.
FREEPORT-MCMORAN COPPER & GOLD INC COM	603.	603.
FRESENIUS MEDICAL CARE-ADR	238.	238.
GNC HLDGS INC COM	32.	32.
GAP INCORPORATED	9.	9.
GARDNER DENVER MACHINERY INC	1.	1.
GAZPROM O A O SPONSORED ADR	873.	873.
GENERAL DYNAMICS CORP	256.	256.
GENERAL ELEC CO	1,841.	1,841.
GENERAL ELEC CAP CORP MTN	4,270.	4,270.
GENERAL MILLS INC	802.	802.
GENTEX CORP	65.	65.
GLAXO PLC	164.	164.
GLOBE SPECIALTY METALS INC COM	20.	20.
GOLDMAN SACHS GROUP INC MEDIUM TERM SR N	2,563.	2,563.
GOLDMAN SACHS GROUP INC	825.	825.
GRAINGER W W INCORPORATED	51.	51.
GREAT PLAINS ENERGY INC COM	98.	98.
GRUPO TELEVISA GDS	157.	157.
GUESS INC COM	56.	56.
HCA HLDGS INC UNSECD SR NT C11/15/15 @10	271.	271.
HALLIBURTON CO	14.	14.
HANOVER INS GROUP INC COM	79.	79.
HARBOR INTERNATIONAL FUND INSTL CL	44,906.	44,906.
HARRIS CORP DEL COM	152.	152.
HECLA MINING CO COM	9.	9.
HEINZ H J CO	115.	115.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HELMERICH & PAYNE INC	7.	7.
HENRY JACK & ASSOC INC COM	17.	17.
HERSHEY FOODS CORP	44.	44.
HESS CORP COM	33.	33.
HEWLETT PACKARD CO COM	254.	254.
HOLLYFRONTIER CORP COM	160.	160.
HOME DEPOT INC SR NT	2,331.	2,331.
HONEYWELL INTERNATIONAL INC	860.	860.
HORNBECK OFFSHORE SVCS INC NEW CO GTD SR	-175.	-175.
HUBBELL INC CL B	23.	23.
HUMANA INC	207.	207.
HUNT J B TRANSPORT SERVICES INC COM	27.	27.
HUNTINGTON BANCSHARES INCORPORATED	60.	60.
HUNTINGTON INGALLS INDS INC COM	9.	9.
HUTCHISON WHAMPOA LTD ADR	565.	565.
IAC / INTERACTIVECORP PAR $.001 COM	35.	35.
IMPERIAL TOBACCO GROUP ADR UNITED KINGDO	549.	549.
INDUSTRIAL & COML BK CHINA ADR	1,406.	1,406.
INNOPHOS HLDGS INC COM	166.	166.
INTEL CORPORATION	326.	326.
INTELSAT JACKSON HLDGS S A CO GTD SR NT	85.	85.
INTERNATIONAL BUSINESS MACHS	802.	802.
INTERNATIONAL PAPER COMPANY	78.	78.
INTERNATIONAL PWR PLC SPONSORED ADR	228.	228.
INTERVAL LEISURE GROUP INC COM	68.	68.
INTUIT INC	32.	32.
ITC HLDGS CORP COM	170.	170.
IVY ASSET STRATEGY FUND CL I	21,109.	21,109.
J & J SNACK FOODS CORP COM	74.	74.
J P MORGAN CHASE & CO COM	2,795.	2,795.
JP MORGAN CHASE DTD 2/25/05 4.75% DUE 3/	3,932.	3,932.
JOHNSON & JOHNSON	2,780.	2,780.
JOHNSON CONTROLS INCORPORATED	434.	434.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JONES LANG LASALLE INC	23.	23.
JOY GLOBAL INC 00	43.	43.
JULIUS BAER GROUP LTD ADR	726.	726.
KBR INC COM	16.	16.
KLA INSTRS CORP	114.	114.
KANSAS CITY SOUTHN INDS INC	40.	40.
KELLOGG CO	92.	92.
KEMET CORP SR SECD NT CALL 5/1/14 @105.2	349.	349.
KENNAMETAL INC	36.	36.
KEPPEL CORP LTD SPONSORED ADR	1,105.	1,105.
KEYCORP NEW	352.	352.
KINGFISHER PLC SPONSORED ADR	819.	819.
KOHLS CORP COM	106.	106.
KOMATSU LTD SPON ADR NEW	432.	432.
KONINKLIJKE AHOLD NV SPONSORED ADR 2007	472.	472.
KONINKLIJKE PHILIPS ELECTRS NV SR UNSECD	1,841.	1,841.
KRAFT FOODS INC CL A COM	1,104.	1,104.
KRAFT FOODS INC SR UNSECD NT	2,056.	2,056.
KRATOS DEFENSE & SEC SOLUTIONS/ BREITBUR	560.	560.
KROGER CO	19.	19.
L OREAL COMPANY ADR	335.	335.
LANCASTER COLONY CORP COM	1,102.	1,102.
LAS VEGAS SANDS CORP	13,366.	13,366.
ESTEE LAUDER COMPANIES CL A	1,413.	1,413.
LEAR CORP NEW COM	77.	77.
LIMITED BRANDS INC COM	472.	472.
LINCARE HOLDINGS INCORPORATED	24.	24.
LINDSAY MFG CO	16.	16.
LINEAR TECHNOLOGY CORP	32.	32.
LINN ENERGY LLC / LINN ENERGY FIN CORP U	101.	101.
LOCKHEED MARTIN CORPORATION	2,117.	2,117.
LOEWS CORP	17.	17.
LORILLARD INC COM	1,384.	1,384.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LUFKIN INDS INC	11.	11.
M & T BANK CORPORATION	83.	83.
MB FINL INC NEW	58.	58.
MACYS INC COM	680.	680.
MANPOWER INCORPORATED WISCONSIN	81.	81.
MARATHON OIL CORP COM	330.	330.
MARSH & MCLENNAN COS INC	154.	154.
MASCO CORPORATION	39.	39.
MAXIMUS INC COM	69.	69.
MCCLATCHY CO ENERGY FIN CORP SR SECD NT	856.	856.
MCGRAW HILL COS INC COM	269.	269.
MCKESSON HBOC INC	479.	479.
MEAD JOHNSON NUTRITION CO COM	44.	44.
MEDICIS PHARMACEUTICAL CORP CL A	39.	39.
MERCK & CO INC NEW COM	2,250.	2,250.
METLIFE INC	1,981.	1,981.
MICROSOFT CORPORATION	894.	894.
MICROCHIP TECHNOLOGY INC COM	33.	
MINERALS TECHNOLOGIES INC COM	10.	10.
MOODYS CORP COM	314.	314.
MORGAN STANLEY DEAN WITTER&CO 02/26/2003	1,895.	1,895.
MORGAN STANLEY SR UNSECD NT	439.	439.
NRG ENERGY INC CO GTD SR NT C5/15/16 @10	368.	368.
NATIONAL GRID PLC SPONSORED ADR NEW	1,795.	1,795.
NATIONAL MONEY MART CO CO GTD SR NT CALL	706.	706.
NATIONAL OILWELL VARCO INC COM	74.	74.
NATIONAL PENN BANCSHARES INC COM	301.	301.
NATIXIS FDS TR IV AEW REAL ESTATE FD CL	7,523.	7,523.
NESTLE S A SPONSORED ADR	1,960.	1,960.
NEWELL RUBBERMAID INC	28.	28.
NEXTERA ENERGY INC COM	806.	806.
NIDEC CORP SPONSORED ADR	272.	272.
NOBLE ENERGY INC COM	52.	52.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NORDSTROM INCORPORATED	114.	114.
NORTHROP CORPORATION	317.	317.
NOVO-NORDISK A S ADR	2,487.	2,487.
NV ENERGY INC COM	166.	166.
OCCIDENTAL PETROLEUM CORPORATION	1,626.	1,626.
OCEANEERING INTL INC COM	29.	29.
OFFSHORE GROUP INVT LTD SR SECD 1ST LIEN	-198.	-198.
OMNICARE INCORPORATED	79.	79.
OMNICOM GROUP	121.	121.
ORACLE SYS CORP	1,014.	1,014.
OWENS & MINOR INC NEW COM	166.	166.
PG&E CORP COM	455.	455.
PNC BK CORP	960.	960.
PPG INDUSTRIES INC	402.	402.
PPL CORPORATION	123.	123.
PACCAR INC COM	238.	238.
PAETEC HLDG CORP GTD SR SECD NT C6/30/13	558.	558.
PARKER HANNIFIN CORPORATION	96.	96.
PEABODY ENERGY CORP COM	53.	53.
PEARSON PLC SPONSORED ADR	187.	187.
PERRIGO CO	1.	1.
PETSMART INCORPORATED	18.	18.
PFIZER INC	3,348.	3,348.
PFIZER INC SR UNSECD NT	3,652.	3,652.
PHILIP MORRIS INTL INC COM	2,131.	2,131.
PHILLIPS 66 COM	214.	214.
PIER I INC 00	30.	30.
PIMCO FOREIGN BOND FUND UNHEDGED INSTL C	94,788.	94,788.
PIMCO COMMODITY REALRETURN STRATEGY FUND	30,160.	30,160.
PIMCO EMERGING MKT CURRENCY FUND INSTL	8,314.	8,314.
PIONEER NATURAL RESOURCES CO	1.	1.
PLAINS EXPL & PRODTN CO CO GTD SR NT CAL	258.	258.
POLARIS INDUSTRIES INCORPORATED	60.	60.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
POLYONE CORP	45.	45.
PORTLAND GEN ELEC CO COM NEW	265.	265.
POTASH CORP SASK INC	230.	230.
PRECISION CASTPARTS CORPORATION	55.	55.
PROASSURANCE CORP COM	194.	194.
PROSPERITY BANCSHARES INC COM	190.	190.
PROTECTIVE LIFE CORP	129.	129.
PRUDENTIAL FINL INC COM	1,518.	1,518.
PUBLIC SERVICE ENTERPRISE GROUP INC	51.	51.
PUBLICIS S A NEW NEW SPONSORED ADR COM	442.	442.
QUALCOMM INC	1,519.	1,519.
QUEST DIAGNOSTICS INC	22.	22.
QUESTCOR PHARMACEUTICALS INC	42.	42.
RPM INCORPORATED OHIO	423.	423.
RALPH LAUREN CORP CL A COM	3.	3.
RAYMOND JAMES FINANCIAL INCORPORATED	81.	81.
REED ELSEVIER P L C SPONSORED ADR NEW CO	1,429.	1,429.
REGAL BELOIT CORP	22.	22.
REGION FINL CORP NEW	125.	125.
REINSURANCE GROUP AMER INC COM	45.	45.
RELIANCE STL & ALUM CO	5.	5.
REYNOLDS AMERICAN INC COM	173.	173.
ROBERT HALF INTL INC	150.	150.
ROCHE HLDG LTD SPONSORED ADR	906.	906.
ROCK-TENN CO CL A COM	98.	98.
ROCKWELL INTL CORP	68.	68.
ROCKWOOD HLDGS INC COM	101.	
ROGERS COMMUNICATIONS INC CL B	190.	190.
ROSS STORES INC	11.	11.
ROYAL DUTCH SHELL PLC	1,081.	1,081.
ROYAL GOLD INC COM	18.	18.
RYMAN HOSPITALITY PPTYS INC REITS	704.	641.
S E I INC	89.	89.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SLM CORP MTN	562.	562.
SLM CORP COM	128.	128.
SM ENERGY CO COM	12.	12.
S&P DEPOSITARY RECEIPTS SERIES 1	50,815.	50,815.
ST JUDE MEDICAL INCORPORATED	382.	382.
SALLY HLDGS LLC / SALLY CAP INC CO GTD S	268.	268.
SAP AG ADR	823.	823.
SCHLUMBERGER LIMITED	191.	191.
SCHNEIDER ELEC SA ADR	364.	364.
SCIENTIFIC GAMES INTL INC CO GTD SR SUB	-30.	-30.
SEMPRA ENERGY	897.	897.
SHERWIN WILLIAMS COMPANY	46.	46.
SHIRE PHARMACEUTICALS GRP PLC SPONSORED	38.	38.
SILGAN HOLDINGS INC COM	64.	64.
SILVER WHEATON CORP COM	11.	11.
SIRIUS XM RADIO INC COM	47.	23.
SIX FLAGS ENTMT CORP NEW COM	332.	332.
SMITH & NEPHEW PLC SPDN ADR NEW	386.	386.
SMITH A O CORP COM	141.	141.
SOTHEBYS HLDGS INC CL A	24.	24.
STANLEY BLACK & DECKER INC COM	522.	522.
STAPLES INCORPORATED	49.	49.
STARWOOD HOTELS & RESORTS WORLDWIDE INC	71.	71.
STATE STREET CORP	197.	197.
STREAM GLOBAL SVCS INC SR SECD NT CALL 1	151.	151.
SUNCOR ENERGY INC NEW COM	378.	378.
SUNTRUST BANKS INCORPORATED	35.	35.
SWEDBANK A B SPONSORED ADR	836.	836.
SYMETRA FINL CORP COM	69.	69.
SYNGENTA AG SPONSORED ADR	774.	774.
TD AMERITRADE HLDG CORP COM	239.	239.
TJX COMPANIES INCORPORATED NEW	256.	256.
TAIWAN SEMICONDUCTOR MFG LTD SPONSORED A	976.	976.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TARGET CORP	869.	869.
TELEFLEX INCORPORATED	246.	246.
TELEFONICA EMISIONES S A U GUARNT NT	976.	976.
TESCO PLC SPONSORED ADR	219.	219.
TEVA PHARMACEUTICAL INDS LTD ADR	798.	798.
THERMO ELECTRON CORP	135.	135.
3M CO COM	415.	415.
TIDEWATER INC	7.	7.
TIME WARNER INC NEW COM	381.	381.
TIME WARNER INC NEW CO GTD NT	1,387.	1,387.
TIME WARNER CABLE INC NT	4,039.	4,039.
TITAN INTL INC ILLINOIS COM	1.	1.
TORCHMARK CORP	50.	50.
TOTAL S A SPONSORED ADR	398.	398.
TOWER GROUP INC COM	382.	382.
TOWERS WATSON & CO CL A COM	152.	152.
TOYOTA MOTOR CORP UNSPONSORED ADR	282.	282.
TRACTOR SUPPLY CO COM	11.	11.
TOYS R US PPTY CO I LLC CO GTD SR NT C7/	-149.	-149.
TRANSCANADA CORP COM	900.	900.
TRAVELERS COS INC COM	1,581.	1,581.
TRUSTMARK CORP COM	354.	354.
US BANCORP DEL COM NEW	413.	413.
ULTA SALON COSMETICS & FRAGRANCE INC COM	39.	39.
UMPQUA HLDGS CORP COM	314.	314.
UNILEVER N V-W/I (NET/USD) US9047847093	1,370.	1,370.
UNION PAC CORP COM	794.	794.
UNITED PARCEL SERVICE CL B	431.	431.
UNITED PARCEL SVC INC SR NT	1,464.	1,464.
UNITED STATES TREAS BDS DTD 11-15-96	7,767.	7,767.
UNITED STATES TREAS BD DTD 02/15/01 5.37	1,876.	1,876.
UNITED STATES TREAS NT INFLATION INDEX	-48.	-48.
UNITED STATES TREA BDS DTD 02/15/07 4.75	1,756.	1,756.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNITED STATES TREAS BD INFLATION INDEX	340.	340.
UNITED STATES TREAS NTS	9,886.	9,886.
UNITED STATES TREAS NT DTD 10/01/07 4.25	2,342.	2,342.
UNITED STATES TREAS NT DTD 03/31/08 2.50	4,518.	4,518.
UNITED STATES TREAS NT DTD 05/15/09 3.12	10,860.	10,860.
UNITED STATES TREAS NT DTD 03/01/10 0.87	46.	46.
UNITED STATES TREAS NT DTD 03/15/10 1.37	89.	89.
UNITED STATES TREAS NT DTD 08/16/10 0.75	1,763.	1,763.
UNITED STATES TREAS BD DTD 11/15/10 2.62	4,291.	4,291.
UNITED STATES TREAS NT DTD 05/16/11 3.12	2,406.	2,406.
UNITED STATES TREAS NT INFLATION INDEX	9,379.	9,379.
UNITED STATES TREAS NT DTD 08/01/11 1.50	192.	192.
UNITED STATES TREAS NT DTD 08/15/11 2.12	3,570.	3,570.
UNITED STATES TREAS NT DTD 11/15/11 2.00	8,540.	8,540.
UNITED STATES TREAS NTS DTD 02/15/12 2.0	2,507.	2,507.
UNITED STATES TREAS NT DTD 02/29/12 1.37	1,840.	1,840.
UNITED STATES TREAS NTS DTD 04/30/12 0.8	4,196.	4,196.
UNITED STATES TREAS NT INFLATION INDEX	1,918.	1,918.
UNITED STATES TREAS NT DTD 08/31/12 0.62	-120.	-120.
UNITED TECHNOLOGIES CORP	1,159.	1,159.
UNITEDHEALTH GROUP INC	688.	688.
V F CORPORATION	83.	83.
VALERO ENERGY CORP - NEW	37.	37.
VANGUARD FTSE EMERGING MKTS ETF	78,796.	78,796.
VANGUARD REIT ETF	22,897.	15,757.
VERIZON COMMUNICATIONS INC BD	1,906.	1,906.
VIACOM INC CL B COM	268.	268.
VISA INC CL A COM	805.	805.
VODAFONE GROUP PLC NEW SP ADR	1,402.	1,402.
VOLKSWAGEN A G SPONSORED ADR REPSTG PREF	427.	427.
VOLVO AKTIEBOLAGET ADR B	361.	361.
WPP PLC ADR COM	880.	880.
WACHOVIA CORP NEW NT	3,622.	3,622.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WASHINGTON FEDERAL INC	116.	116.
WASTE CONNECTIONS INC COM	15.	15.
WATSCO INC COM	332.	332.
WELLS FARGO COMPANY	1,648.	1,648.
WEST PHARMACEUTICAL SVSC INC COM	124.	124.
WESTAR ENERGY INC COM	83.	83.
WESTERN DIGITAL CORP COM	81.	81.
WESTERN UNION CO COM	528.	528.
WHOLE FOODS MKT INC COM	165.	165.
WILLIAMS SONOMA INCORPORATED	71.	71.
WINDSTREAM CORP COM	41.	14.
WINDSTREAM CORP SR NT CALL 3/15/12 @103.	828.	828.
WOLVERINE WORLD WIDE INC COM	18.	18.
WOODWARD GOVERNOR CO	23.	23.
WORLEYPARSONS LTD UNSPON ADR	882.	882.
WYNN RESORTS LTD COM	187.	49.
XEROX CORPORATION	66.	66.
YUM BRANDS INC COM	1,707.	1,707.
AMDOCS LTD COM	16.	16.
ARGO GROUP INTL HLDGS LTD COM	12.	12.
ASPEN INSURANCE HOLDINGS LTD COM	157.	157.
ENERGY XXI (BERMUDA) LTD COM	36.	36.
ACCENTURE PLC CL A COM	1,431.	1,431.
COVIDIEN PLC COM	297.	297.
ENDURANCE SPECIALTY HOLDINGS LTD COM	56.	56.
ENSCO PLC CL A COM	65.	65.
HERBALIFE LTD COMMON STOCK	108.	108.
INGERSOLL-RAND CO LTD COM	12.	
SEAGATE TECH COM	244.	244.
WILLIS GROUP HLDGS PLC COM	61.	61.
ACE LTD COM	1,659.	1,659.
GARMIN LTD COM	35.	35.
TE CONNECTIVITY LTD COM	103.	103.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TYCO INTL LTD NEW F COM	123.	123.
CORE LABORATORIES N V COM	3.	3.
LYONDELLBASELL INDUSTRIES NV CL A COM	245.	181.
AVAGO TECHNOLOGIES LTD COM	106.	106.
TOTAL	1,287,810.	1,275,571.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
METROPCS WIRELESS INC CO GTD SR NT C9/1/	237.	237.
TOTALS	237.	237.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	3,500.			3,500.
TOTALS	3,500.	NONE	NONE	3,500.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	66,868.	66,868.
TOTALS	66,868.	66,868.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	4,527.	4,527.
EXCISE TAX - PRIOR YEAR	3,753.	
EXCISE TAX ESTIMATES	14,224.	
FOREIGN TAXES ON QUALIFIED FOR	6,929.	6,929.
FOREIGN TAXES ON NONQUALIFIED	7,373.	7,373.
TOTALS	36,806.	18,829.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER INVESTMENT FEE	1,331.	1,331.	
STATE FILING FEE	25.		25.
TOTALS	1,356.	1,331.	25.

BOEING COMPANY CHARITABLE TRUST 91-6056738

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE
COLUMBIA SHORT TERM BOND FUND	C	14,268,610.
ISHARES RUSSELL MIDCAP INDEX	C	3,523,267.
ISHARES RUSSELL 2000 INDEX	C	2,460,327.
SPDR S&P 500 ETF TR	C	23,309,249.
TOTALS		43,561,453.

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

DESCRIPTION	AMOUNT
NET ROUNDING	3.
MUTUAL FUND ADJUSTMENT - 2011	164,966.
Y/E SALES ADJUSTMENT - 2012	9,760.
COST BASIS ADJUSTMENT - SALES	15,680.
WASH SALE TIMING ADJUSTMENT	8,840.
TOTAL	199,249.

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

DESCRIPTION		AMOUNT
MUTUAL FUND ADJUSTMENT - 2012		36,606.
PURCHASED ACCRUED INTEREST		22,739.
ROC ADJUSTMENT - 2011		29,400.
	TOTAL	88,745.

FORM 990PF, PART XV - LINES 2a - 2d

RECIPIENT NAME:
BRIDGET SWEENEY - THE BOEING COMPANY
ADDRESS:
100 N RIVERSIDE PLAZA, MC-5002-8450
CHICAGO, IL 60606
RECIPIENT'S PHONE NUMBER: 312-544-2071
FORM, INFORMATION AND MATERIALS:
GO TO www.boeing.com/companyoffices/aboutus/community/guidelines.htm
FOR CURRENT GUIDELINES AND APPLICATION INSTRUCTIONS
SUBMISSION DEADLINES:
GO TO REFERENCED WEB SITE ABOVE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
LIMITED TO EDUCATION, HUMAN SERVICES, ARTS AND CULTURE, CIVIC AND ENVIRONMENTAL INITIATIVES IN AREAS WHERE BOEING EMPLOYEES LIVE OR WORK

FEDERAL FOOTNOTES

FORM 990-PF - PART VIII, LINE 1(B) - AVERAGE HOURS PER WEEK DEVOTED TO POSITION: THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

Cusip	Asset	Units	Basis	Market Value
88579Y101	3M CO	703 000	65,747.02	65,273.55
002824100	ABBOTT LABS	1026 000	71,521.33	67,203.00
003881307	ACACIA RESH CORP	281 000	7,011 09	7,210.24
00404A109	ACADIA HEALTHCARE CO INC	514 000	11,703.73	12,001.90
G1151C101	ACCENTURE PLC	1767.000	115,363.54	117,505.50
H0023R105	ACE LTD	2853.000	225,362.10	227,669.40
00507V109	ACTIVISION BLIZZARD INC	445 000	4,765 90	4,725.90
00724F101	ADOBE SYS INC	218 000	8,248.14	8,214.24
00130H105	AES CORP	181.000	2,423 69	1,936.70
00130HBN4	AES CORP	53000.000	62,010.00	60,950.00
001084102	AGCO CORP	85.000	4,037.20	4,175.20
00846U101	AGILENT TECHNOLOGIES INC	143.000	5,948.48	5,854.42
009363102	AIRGAS INC	69.000	6,342.24	6,299.01
00971T101	AKAMAI TECHNOLOGIES INC	64 000	2,657 73	2,618.24
012653101	ALBEMARLE CORP	133 000	8,355 12	8,261 96
015351109	ALEXION PHARMACEUTICALS INC	22.000	1,809 07	2,062 28
017175100	ALLEGHANY CORP DEL	17.000	5,291.78	5,702.14
018490102	ALLERGAN INC	1462.000	135,097.17	134,109.26
018581108	ALLIANCE DATA SYS CORP	47 000	5,924.85	6,803.72
018802108	ALLIANT CORP	88 000	3,753.91	3,864.08
01882B205	ALLIANZ GLOBAL INVS FIXED	176299.000	2,295,220.08	2,380,036.50
01882B304	ALLIANZ GLOBAL INVS MANAGED	216781 000	2,312,714 12	2,432,282 82
M0854Q105	ALLOT COMMUNICATIONS LTD	282 000	5,091.19	5,025.24
021332AC5	ALTA MESA HLDGS LP / ALTA MESA	46000 000	46,575 00	47,380 00
021441100	ALTERA CORP	119 000	4,422 38	4,092.41
023111206	AMARIN CORP PLC	469.000	3,848.38	3,794.21
023135106	AMAZON COM INC	488.000	91,126.21	122,424 56
00165AAB4	AMC ENTMT INC	42000 000	46,620.00	46,515.00
G02602103	AMDOCS LTD	123.000	3,771 38	4,180.77
023608102	AMEREN CORP	98.000	3,110 75	3,010.56
02504UAB6	AMERICAN CASINO & ENTMT PPTYS	44000.000	45,903.48	45,210.00
025537101	AMERICAN ELEC PWR INC	97 000	3,902 71	4,139.96
025676206	AMERICAN EQUITY INVT LIFE HLDG	915.000	11,286.71	11,172.15
03077JAA8	AMERIGAS FIN CORP / AMERIGAS FIN	42000 000	45,465.00	46,095 00

BOEING COMPANY CHARITABLE TRUST
91-6056738
Balance Sheet
12/31/2012

Bank of America

Cusip	Asset	Units	Basis	Market Value
03073E105	AMERISOURCEBERGEN CORP	178.000	6,534.42	7,686.04
03070QAN1	AMERISTAR CASINOS INC CO GTD SR	36000 000	39,150 00	39,015 00
031100100	AMETEK INC NEW	287.000	9,998.46	10,782.59
032095101	AMPHENOL CORP NEW	110 000	6,949 06	7,117.00
032654105	ANALOG DEVICES INC	112.000	4,444.05	4,710.72
035287AD3	ANIXTER INC	30000.000	31,650.00	31,575.00
035290105	ANIXTER INTL INC	87.000	5,511.62	5,566.26
037833100	APPLE INC	543 000	283,912 98	288,969 88
00203H602	AQR DIVERSIFIED ARBITRAGE FUND	103215.920	1,142,000.00	1,139,503.76
03938LAX2	ARCELORMITTAL SA LUXEMBOURG	60000 000	61,800 00	62,971.20
G0450A105	ARCH CAP GROUP LTD	72.000	2,623.67	3,169 44
G0464B107	ARGO GROUP INTL HLDGS LTD	281 000	9,600.73	9,438.79
04033A100	ARIAD PHARMACEUTICALS INC	239.000	4,927.11	4,584 02
042068106	ARM HLDGS PLC	3058.000	117,385.61	115,684 14
042735100	ARROW ELECTRS INC	126 000	4,702 60	4,798 08
04314H204	ARTISAN INTERNATIONAL FUND	89942 764	2,200,000 00	2,211,692 57
04314H881	ARTISAN INTL VALUE FUND	72679.220	2,200,000.00	2,207,994 70
043176106	ARUBA NETWORKS INC	323.000	6,491.32	6,699 02
043436104	ASBURY AUTOMOTIVE GROUP INC	213 000	6,666.88	6,822.39
044209104	ASHLAND INC	44.000	2,704 09	3,538.04
046353AB4	ASTRAZENECA PLC	124000 000	149,542.00	150,663 72
00206R102	AT&T INC	1783 000	60,175.55	60,104 93
00206RBD3	AT&T INC	101000.000	99,790 13	105,042.02
053773AL1	AVIS BUDGET CAR RENT LLC / AVIS	42000 000	46,935.00	46,830 00
05379B107	AVISTA CORP	266.000	6,449 99	6,413.26
053807103	AVNET INC	116 000	4,143.04	3,550 76
G0692U109	AXIS CAP HLDGS LTD	94.000	3,300.96	3,256.16
058498106	BALL CORP	51.000	2,023 25	2,282 25
05874B107	BALLY TECHNOLOGIES INC	127.000	5,854.42	5,678.17
064058100	BANK NEW YORK MELLON CORP	3279.000	75,839.66	84,270.30
064159AM8	BANK NOVA SCOTIA B C	97000.000	99,927.18	102,067.28
063904106	BANK OF THE OZARKS INC	448 000	15,009.79	14,994.56
067806109	BARNES GROUP INC	372 000	9,910 64	8,355.12
06846NAB0	BARRETT BILL CORP CO GTD	49000 000	53,716.15	53,165.00

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054937107	BB&T CORP	148 000	4,108 44	4,308.28
055381AR8	BE AEROSPACE INC	27000 000	30,172 50	30,037 50
075896100	BED BATH & BEYOND INC	112 000	6,854.15	6,261.92
084423102	BERKLEY W R CORP	131 000	5,104 24	4,943 94
084664BS9	BERKSHIRE HATHAWAY FIN CORP	107000.000	109,507.01	109,062.96
085789105	BERRY PETE CO	213.000	9,228.39	7,146.15
09061G101	BIOMARIN PHARMACEUTICAL INC	141.000	6,885 02	6,937.20
092113109	BLACK HILLS CORP	191 000	7,022 19	6,940.94
09247X101	BLACKROCK INC	267.000	48,896.40	55,191.57
095180105	BLOUNT INTL INC NEW	433 000	6,507.21	6,850.06
09747GAB9	BOISE PAPER HLDGS L L C / BOISE	36000.000	40,050.00	39,780.00
05565QBH0	BP CAPITAL MARKETS PLC	93000.000	100,362 96	99,077.55
106777AB1	BREITBURN ENERGY PARTNERS L P	42000 000	46,095.00	45,780.00
109696104	BRINKS CO	409.000	12,027.95	11,668.77
110394103	BRISTOW GROUP INC	288.000	15,784 50	15,454 08
111320107	BROADCOM CORP	169 000	5,651.34	5,612.49
11133B409	BROADSOFT INC	176.000	6,228.35	6,394.08
117043109	BRUNSWICK CORP	196.000	4,243 47	5,701.64
119848109	BUFFALO WILD WINGS INC	67 000	5,022.74	4,878 94
12673P105	CA INC	96.000	2,467.01	2,110.08
127055101	CABOT CORP	89 000	3,267 64	3,541 31
129603106	CALGON CARBON CORP	653 000	9,868 37	9,259.54
13342B105	CAMERON INTL CORP	189.000	10,385.14	10,670.94
136385AK7	CANADIAN NAT RES LTD	125000.000	148,862 50	147,246.25
14040H105	CAPITAL ONE FINL CORP	75.000	3,644 45	4,344 75
140781105	CARBO CERAMICS INC	88.000	7,216.00	6,893.92
14170T101	CAREFUSION CORP	250 000	6,403.96	7,145.00
142042209	CARIBOU COFFEE INC	1124.000	18,115.94	18,197 56
147448104	CASELLA WASTE SYS INC	1343 000	5,951.77	5,882 34
147528103	CASEYS GEN STORES INC	275 000	14,320 98	14,602.50
148887102	CATAMARAN CORP	126.000	6,017 77	5,934.60
14912L4E8	CATERPILLAR FINL SVCS CORP	77000 000	99,789.00	100,258 62
149205106	CATO CORP NEW	434.000	11,985.69	11,904 62
124857202	CBS CORP	266 000	7,868 70	10,121 30

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1248EPAX1	CCO HLDGS LLC/CCO HLDGS CAP	42000.000	46,200.00	45,885.00
15089QAD6	CELANESE US HLDGS LLC	46000.000	46,805 00	48,185 00
156782104	CERNER CORP	1637 000	131,303.77	126,883.87
157210105	CEVA INC	392 000	6,371 26	6,174 00
M22465104	CHECK POINT SOFTWARE TECH LTD	142.000	6,824 51	6,764.88
16359R103	CHEMED CORP	53 000	3,301.49	3,635 27
165167CF2	CHESAPEAKE ENERGY CORP	22000.000	22,957 00	23,595.00
166764100	CHEVRON CORP	809.000	87,151.89	87,485 26
171340102	CHURCH & DWIGHT INC	135 000	7,229.25	7,231 95
125509109	CIGNA CORP	94.000	4,184 88	5,025.24
17243V102	CINEMARK HLDGS INC	278.000	7,304.59	7,222 44
17275RAE2	CISCO SYS INC	86000.000	100,477.76	101,808.52
125581GL6	CIT GROUP INC NEW	44000 000	47,740.00	47,080 00
172967FF3	CITIGROUP INC	138000.000	149,744 82	162,626.10
17453BAS0	CITIZENS COMMUNICATIONS CO	38000.000	38,237 50	38,570.00
179895107	CLARCOR INC	192 000	9,059.52	9,173.76
184496107	CLEAN HBRS INC	128.000	8,068.06	7,041.28
12561W105	CLECO CORP NEW	370.000	14,729.53	14,803.70
189754104	COACH INC	43 000	2,512.49	2,386.93
19075F106	COBALT INTL ENERGY INC	99 000	2,513.61	2,431.44
19122T109	COCA-COLA ENTERPRISES INC	1462 000	44,997.72	46,389.26
192446102	COGNIZANT TECHNOLOGY SOLUTIONS	1473 000	105,257.96	108,828.63
192479103	COHERENT INC	161 000	7,926.84	8,151.80
19259P300	COINSTAR INC	137.000	7,163.72	7,125.37
197199813	COLUMBIA ACORN INTERNATIONAL	10 227	415 44	417 67
20030N200	COMCAST CORP	2500 000	86,790 75	89,800 00
20030NAU5	COMCAST CORP	81000 000	98,397 50	99,367.56
200340107	COMERICA INC	143.000	4,420.41	4,338 62
204166102	COMMVAULT SYS INC	66 000	3,137.82	4,597.72
20605P101	CONCHO RES INC	70.000	6,765 06	5,639 20
20605PAC5	CONCHO RES INC	42000.000	46,515 00	46,200 00
20825CAR5	CONOCOPHILLIPS	81000 000	99,616.00	99,623.52
21036P108	CONSTELLATION BRANDS INC	144 000	4,268 89	5,096.16
217203AE8	COPANO ENERGY LLC/COPANO	44000 000	46,310 00	47,245.00

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N22717107	CORE LABORATORIES N V	30 000	3,118 18	3,279 30
21925Y103	CORNERSTONE ONDEMAND INC	284 000	6,445.91	8,386.52
22160K105	COSTCO WHSL CORP NEW	931 000	92,295 43	91,917.63
22541LAR4	CREDIT SUISSE FIRST BOSTON USA	92000.000	99,741.44	99,155 76
22764LAB9	CROSSTEX ENERGY L P / CROSSTEX	36000 000	38,647 81	38,880.00
228227104	CROWN CASTLE INTL CORP	241 000	15,208.76	17,390.56
228368106	CROWN HLDGS INC	170 000	6,177 34	6,257.70
231561101	CURTISS WRIGHT CORP	139.000	5,147.50	4,563.37
126650100	CVS CAREMARK CORP	2538 000	114,524.24	122,712.30
232806109	CYPRESS SEMICONDUCTOR CORP	486.000	5,673 75	5,268.24
232820100	CYTEC INDS INC	62.000	3,560 69	4,267.46
235825AB2	DANA HLDG CORP	42000 000	45,570 00	45,150.00
235851102	DANAHER CORP DEL	1247.000	68,691.62	69,707.30
23918K108	DAVITA HEALTHCARE PARTNERS INC	118 000	12,722 77	13,042.54
24422EQX0	DEERE JOHN CAP CORP	122000 000	124,201 00	122,858.88
G27823106	DELPHI AUTOMOTIVE PLC	2491 000	79,934 45	95,280 75
247916208	DENBURY RES INC	449 000	7,735.61	7,273.80
252131107	DEXCOM INC COM	585 000	7,868.19	7,950.15
25243Q205	DIAGEO PLC	490.000	54,340 21	57,124.20
25272PAC6	DIAMOND RESORTS CORP 1ST LIEN	30000 000	32,371.97	32,475 00
253393102	DICKS SPORTING GOODS INC	82 000	4,027 49	3,730.18
254543101	DIODES INC	377 000	6,558.29	6,540 95
25459HBA2	DIRECTV HLDGS LLC / DIRECTV FING	91000 000	99,865.98	102,081 98
254709108	DISCOVER FINL SVCS	180 000	5,362 26	6,939.00
25470XAE5	DISH DBS CORP	42000 000	46,200.00	47,880 00
254687106	DISNEY WALT CO	1546 000	65,540 73	76,975.34
25468PCW4	DISNEY WALT CO NEW	111000 000	112,167.72	112,020.09
256746108	DOLLAR TREE INC	226 000	10,075 78	9,166.56
260003108	DOVER CORP	82.000	4,863.98	5,388.22
26138E109	DR PEPPER SNAPPLE INC	47 000	1,817 51	2,076.46
26433B107	DUFF & PHELPS CORP	406.000	5,205.41	6,341 72
269246BH6	E TRADE FINL CORP	44000 000	46,961 20	46,310.00
26985UAB3	EAGLE ROCK ENERGY PARTNERS L	40000 000	39,600 00	40,800 00
270321102	EARTHLINK INC	2052.000	13,885.88	13,255.92

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27579R104	EAST WEST BANCORP INC	318 000	6,964 50	6,833.82
278265103	EATON VANCE CORP	182 000	5,906 54	5,796.70
278865100	ECOLAB INC	101.000	7,257.32	7,261.90
281020107	EDISON INTL	123.000	5,172 09	5,558.37
28257U104	EINSTEIN NOAH RESTAURANT GROUP	428.000	6,863.15	5,225.88
284902103	ELDORADO GOLD CORP	253.000	3,177.81	3,258.64
285512109	ELECTRONIC ARTS INC	153.000	2,565.29	2,221.56
290139104	ELOQUA INC	318.000	7,500 89	7,501.62
29266S106	ENDOLOGIX INC	500.000	6,842 01	7,120.00
29273VAC4	ENERGY TRANSFER EQUITY L P	40000.000	45,596.00	46,200.00
29355X107	ENPRO INDS INC	156.000	5,583.31	6,380 40
G3157S106	ENSCO PLC	72 000	4,012.35	4,268.16
29379VAP8	ENTERPRISE PRODS OPER LLC	89000 000	101,177 91	106,231.29
26884L109	EQT CORP	70.000	3,246.61	4,128 60
294429105	EQUIFAX INC	74.000	3,096 57	4,004.88
29444U502	EQUINIX INC	533.000	108,993 17	109,904.60
29444UAJ5	EQUINIX INC	54000.000	59,940 00	59,535.00
29977A105	EVERCORE PARTNERS INC	556 000	16,463 33	16,785.64
30064K105	EXACTTARGET INC	197 000	4,750.21	3,940.00
30161NAD3	EXELON CORP	90000.000	98,391.71	97,967 70
302130109	EXPEDITORS INTL WASHINGTON INC	97 000	3,859 15	3,836 35
30219E103	EXPRESS INC	336.000	4,971 29	5,070.24
30231G102	EXXON MOBIL CORP	1432.000	123,600.68	123,939.60
302491303	F M C CORP	114 000	6,675 95	6,671.28
315616102	F5 NETWORKS INC	46 000	5,958 51	4,468 90
G3323L100	FABRINET	691.000	8,975.95	9,079 74
311900104	FASTENAL CO	2693 000	121,092.90	125,628.45
3128M7CL8	FEDERAL HOME LN MTG CORP	413470.645	438,537 29	443,691.21
312933DC5	FEDERAL HOME LN MTG CORP	96590.056	102,340.18	103,649 82
312945DN5	FEDERAL HOME LN MTG CORP	256525.224	268,890 55	272,999.27
312945R42	FEDERAL HOME LN MTG CORP	308777 204	329,860 90	329,925 35
3132GF4J3	FEDERAL HOME LN MTG CORP	107865 067	112,550.46	115,320.70
3132GKDK9	FEDERAL HOME LN MTG CORP	408637 871	428,048.17	436,882.92
3132GKZN9	FEDERAL HOME LN MTG CORP	180496.643	186,782.22	192,088.14

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3138A36V4	FEDERAL NATL MTG ASSN	369905.867	391,522.24	396,931.19
3138AXRK9	FEDERAL NATL MTG ASSN	29185 264	30,995 66	31,140 68
3138EAA49	FEDERAL NATL MTG ASSN	180012.999	186,566.58	192,466.30
3138LYML8	FEDERAL NATL MTG ASSN	315951 850	326,319 02	331,395 58
3138M2A55	FEDERAL NATL MTG ASSN	510982 850	546,512.13	546,332 64
3138M6PK7	FEDERAL NATL MTG ASSN	210999 681	221,994.73	221,313 35
3138MBMB9	FEDERAL NATL MTG ASSN	322877 352	339,979.76	338,659.60
31402RAB5	FEDERAL NATL MTG ASSN	71104.801	77,220.92	77,608.05
31403C6L0	FEDERAL NATL MTG ASSN	64733 771	70,731 76	70,402 51
31416BNK0	FEDERAL NATL MTG ASSN	444203.670	474,603.85	481,379 08
31417CDR3	FEDERAL NATL MTG ASSN	325257.598	346,246.90	347,758 92
31418AD96	FEDERAL NATL MTG ASSN	53197 150	54,876.19	56,877 33
316773100	FIFTH THIRD BANCORP	490.000	6,814 29	7,448.00
317485100	FINANCIAL ENGINES INC	280 000	7,817.74	7,767.20
31787A507	FINISAR CORP	190.000	3,860 94	3,095 10
317923100	FINISH LINE INC	327 000	7,764 92	6,190.11
31942D107	FIRST CASH FINANCIAL SERVICES	196 000	9,533 34	9,725 52
32020R109	FIRST FINL BANKSHARES	256 000	10,508.77	9,986.56
33616C100	FIRST REP BK SAN FRANCISCO	183 000	6,146.42	5,998.74
Y2573F102	FLEXTRONICS	752.000	5,255.56	4,669 92
343498101	FLOWERS FOODS INC	263 000	6,242 31	6,120.01
34354P105	FLOWSERVE CORP	56.000	6,483.35	8,220.80
343412102	FLUOR CORP	126 000	6,945.96	7,401.24
302520101	FNB CORP PA	797 000	8,707.86	8,464 14
H27178104	FOSTER WHEELER AG	307.000	7,609.58	7,466.24
353514102	FRANKLIN ELEC INC	126.000	7,857 35	7,815 87
35804H106	FRESH MKT INC	51.000	2,683.15	2,452 59
302941109	FTI CONSULTING INC	203.000	8,313.77	6,699.00
359694106	FULLER H B CO	142.000	4,285 18	4,944.44
361268105	G & K SVCS INC	137 000	4,801.34	4,678 55
36237H101	G-III APPAREL GROUP LTD	197 000	6,787.65	6,743 31
366651107	GARTNER GROUP INC NEW	106 000	4,897.40	4,878.12
361448103	GATX CORP	303.000	13,182.71	13,119.90
36962GK86	GENERAL ELEC CAP CORP	183000.000	199,171.20	195,368.97

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370334104	GENERAL MLS INC	2430 000	98,388 03	98,220 60
371559105	GENESEE & WYO INC	141 000	9,103.28	10,727.28
38145N220	GOLDMAN SACHS ABSOLUTE RETURN	300662.191	2,743,000 00	2,736,025.94
38141EA58	GOLDMAN SACHS GROUP INC	97000.000	98,735 93	111,164.91
38141G104	GOLDMAN SACHS GROUP INC	1054.000	122,938.69	134,448.24
38259P508	GOOGLE INC	214 000	134,440 77	151,379.32
388689101	GRAPHIC PACKAGING HLDG CO	715 000	3,946.00	4,618.90
391164100	GREAT PLAINS ENERGY INC	108 000	2,198 01	2,193.48
39153L106	GREATBATCH INC	341 000	7,773.33	7,924.84
39945C109	GROUPE CGI INC	72 000	1,492 62	1,665.36
402629208	GULFMARK OFFSHORE INC	192.000	6,789.10	6,614.40
405024100	HAEMONETICS CORP	363 000	14,792 25	14,824.92
405217100	HAIN CELESTIAL GROUP INC	62 000	3,488 12	3,361 64
410120109	HANCOCK HLDG CO	196.000	6,293 64	6,219 08
413875105	HARRIS CORP DEL	100.000	4,291.68	4,896 00
40412CAB7	HCA HLDGS INC	42000.000	45,985.80	45,570 00
421933102	HEALTH MGMT ASSOC INC NEW	856.000	7,880.94	7,977.92
G4388N106	HELEN OF TROY LTD	140 000	4,657.42	4,678.80
G4412G101	HERBALIFE LTD	186 000	8,630.51	6,126 84
428040CJ6	HERTZ CORP	43000.000	45,902.50	46,923.75
428291108	HEXCEL CORP NEW	273 000	7,452 87	7,360.08
40425J101	HMS HLDGS CORP	194 000	5,395 82	5,028 48
436106108	HOLLYFRONTIER CORP	137 000	6,436.99	6,377 35
436440101	HOLOGIC INC	490.000	10,035.11	9,804.95
437076AU6	HOME DEPOT INC	88000.000	101,330.59	110,334 40
438516106	HONEYWELL INTL INC	1112 000	65,118.35	70,578 64
440543AH9	HORNBECK OFFSHORE SVCS INC	44000.000	47,785.26	47,080 00
443320106	HUB GROUP INC	214 000	7,356 92	7,190.40
443510201	HUBBELL INC	27.000	2,034.32	2,285.01
444859102	HUMANA INC	32.000	2,201.92	2,196.16
446150104	HUNTINGTON BANCSHARES INC	530 000	3,183 17	3,386.70
446413106	HUNTINGTON INGALLS INDS INC	92 000	3,900 40	3,987 28
44701QAX0	HUNTSMAN INTL LLC CO GTD	40000 000	45,980 00	45,700 00
447462102	HURON CONSULTING GROUP INC	129.000	4,372 62	4,346 01

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44919P508	IAC / INTERACTIVECORP	96 000	4,427 97	4,535 23
451102AH0	ICAHN ENTERPRISES L P / ICAHN	57000.000	61,560.00	61,203.75
45103T107	ICON PUB LTD CO	99.000	2,041.11	2,748.24
45167R104	IDEX CORP	185 000	8,569 20	8,608 05
451734107	IHS INC	39.000	3,655.13	3,744 00
452327109	ILLUMINA INC	57.000	2,511.77	3,168.63
45321L100	IMPERVA INC	175 000	5,334.47	5,517.75
45666Q102	INFORMATICA CORP	255 000	9,287 25	7,731.60
45784P101	INSULET CORP	317.000	6,335.71	6,726.74
458140100	INTEL CORP	1448.000	33,471.68	29,857.76
45824TAC9	INTELSAT JACKSON HLDGS S A CO	42000.000	45,528.00	45,675.00
459200101	INTERNATIONAL BUSINESS MACHS	329.000	65,860.38	63,019.95
459745GN9	INTERNATIONAL LEASE FIN CORP	60000.000	62,785.80	63,552.60
460146103	INTERNATIONAL PAPER CO	87.000	3,134 29	3,466.08
N47279109	INTERXION HLDG NV	322 000	6,482 47	7,650.72
46121Y102	INTREPID POTASH INC	322.000	6,863 59	6,855 38
461202103	INTUIT	119 000	7,130 18	7,077.57
46120E602	INTUITIVE SURGICAL INC	139 000	68,843.09	68,161.43
462044108	ION GEOPHYSICAL CORP	853.000	5,560.79	5,553.03
462846106	IRON MTN INC PA	151.000	4,722.71	4,688.55
464592AL8	ISLE CAPRI CASINOS INC	36000 000	38,925 00	38,790.00
466001864	IVY ASSET STRATEGY FUND	28341 985	720,109 34	738,875.55
45071R109	IXIA	402 000	6,697.32	6,825.96
46625H100	J P MORGAN CHASE & CO	4259 000	173,480.66	187,264.40
48123V102	J2 GLOBAL INC	453 000	14,006 71	13,861.80
466367109	JACK IN THE BOX INC	350.000	10,062 50	10,010 00
47760A108	JIVE SOFTWARE INC	488 000	7,181.21	7,090.64
478160104	JOHNSON & JOHNSON	2258.000	151,959.26	158,285.80
478366107	JOHNSON CTLS INC	1520.000	44,108 36	46,618.40
48020Q107	JONES LANG LASALLE INC	61.000	4,784.77	5,120.34
46625HCE8	JP MORGAN CHASE	183000.000	199,217 05	197,424.06
48203R104	JUNIPER NETWORKS INC	201.000	4,109 57	3,953 67
485170302	KANSAS CITY SOUTHERN	60 000	4,253.35	5,008 80
487836108	KELLOGG CO	53 000	2,663 66	2,960.05

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488360AF5	KEMET CORP	46000.000	47,025 80	45,367.50
489170100	KENNAMETAL INC	78 000	3,514 76	3,120.00
499064103	KNIGHT TRANSN INC	416.000	6,072 15	6,086 08
500255104	KOHLS CORP	51.000	2,467 61	2,191.98
500472AF2	KONINKLIJKE PHILIPS ELECTRS NV	100000.000	100,386 68	108,099.00
50060P106	KOPPERS HLDGS INC	301.000	11,507 77	11,483.15
50075NAZ7	KRAFT FOODS INC	81000 000	100,399 50	108,811.35
50077C106	KRATON PERFORMANCE POLYMERS	278 000	6,687 96	6,680.34
50077BAC2	KRATOS DEFENSE & SEC SOLUTIONS/	36000 000	38,880.00	39,510.00
521865204	LEAR CORP	137.000	6,241 75	6,417.08
52602EAD4	LENDER PROCESSING SVCS INC	44000.000	45,585.00	45,650 00
53217V109	LIFE TECHNOLOGIES CORP	2148.000	109,904 14	105,316.44
532716107	LIMITED BRANDS INC	143.000	7,059 52	6,729 58
53578A108	LINKEDIN CORP	558.000	58,193.15	64,069 56
536022AC0	LINN ENERGY LLC / LINN ENERGY	42000 000	46,200 00	45,780.00
539830109	LOCKHEED MARTIN CORP	1841.000	168,172 40	169,905.89
540424108	LOEWS CORP	78.000	3,011 35	3,178 50
544147101	LORILLARD INC	805.000	97,076.07	93,919.35
502161102	LSI CORP	483 000	3,416 44	3,414 81
550021109	LULULEMON ATHLETICA INC	41 000	2,804.20	3,125 43
55261F104	M & T BK CORP	28 000	2,286.74	2,757 16
55616P104	MACYS INC	168 000	6,331 81	6,555.36
559079207	MAGELLAN HEALTH SVCS INC	149 000	7,972.47	7,301 00
55973B102	MAGNUM HUNTER RES CORP DEL	1482.000	6,134.29	5,913.18
563571108	MANITOWOC INC	354.000	5,591 82	5,550 72
56418H100	MANPOWER INC	94.000	4,135 77	3,989 36
56509R108	MAP PHARMACEUTICALS INC	367 000	5,579.10	5,743 55
571748102	MARSH & MCLENNAN COS INC	195 000	6,263.78	6,721.65
574599106	MASCO CORP	174 000	2,215 02	2,898.84
577128101	MATTHEWS INTL CORP	199.000	6,507.28	6,387 90
57772K101	MAXIM INTEGRATED PRODS INC	91.000	2,697.70	2,675.40
580645109	MCGRAW HILL COS INC	64.000	2,839.04	3,498 88
58155Q103	MCKESSON CORP	65 000	5,291 19	6,302.40
582839106	MEAD JOHNSON NUTRITION CO	1467.000	97,820 81	96,660.63

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58501N101	MEDIVATION INC	101 000	4,019 16	5,167 16
589433101	MEREDITH CORP	214 000	7,427 55	7,372.30
59156R108	METLIFE INC	2677.000	96,716.29	88,180.38
591709AK6	METROPCS WIRELESS INC	42000 000	45,864 00	45,465 00
552953BB6	MGM MIRAGE INC	45000.000	48,262 50	48,150.00
603158106	MINERALS TECHNOLOGIES INC	335.000	12,543.74	13,373 20
610236101	MONRO MUFFLER BRAKE INC	236.000	8,115 33	8,236.42
615369105	MOODYS CORP	1203 000	53,344.37	60,534.96
617446HR3	MORGAN STANLEY	78000 000	80,301.00	78,425 88
61747YDT9	MORGAN STANLEY	19000 000	18,962 57	20,728 24
637004AC6	NATIONAL MONEY MART CO CO GTD	35000.000	39,270.00	38,675 00
637071101	NATIONAL OILWELL VARCO INC	953 000	65,886.23	65,137 55
63872W409	NATIXIS FDS TR IV AEW REAL	34204.981	612,211.92	613,295 31
641069406	NESTLE S A	816 000	50,898 34	53,131.39
651229106	NEWELL RUBBERMAID INC	185 000	3,692.87	4,119.95
67021BAE9	NII CAP CORP	48000.000	38,620.80	36,360 00
62913F201	NII HLDGS INC	366.000	2,692 37	2,609.58
655044105	NOBLE ENERGY INC	147 000	14,851.00	14,955.78
655664100	NORDSTROM INC	133.000	6,831 39	7,115.50
666807102	NORTHROP GRUMMAN CORP	576 000	38,544 19	38,926.08
668074305	NORTHWESTERN CORP	289.000	10,207 48	10,036.97
629377BS0	NRG ENERGY INC	42000 000	45,990.00	46,620 00
67018T105	NU SKIN ENTERPRISES INC	117.000	4,728 14	4,334.85
67073Y106	NV ENERGY INC	283.000	4,430.62	5,133.62
67066G104	NVIDIA CORP	208.000	2,506.17	2,550 08
67103H107	O REILLY AUTOMOTIVE INC	51 000	4,468 78	4,560 42
674215108	OASIS PETE INC NEW	220.000	6,803.72	6,996 00
674599105	OCCIDENTAL PETE CORP DEL	2137 000	182,889 15	163,715.57
675232102	OCEANEERING INTL INC	1975.000	105,912.34	106,235.25
676253AC1	OFFSHORE GROUP INVT LTD	42000.000	46,186 31	45,780.00
679580100	OLD DOMINION FGHT LINE INC	205 000	6,034 79	7,027 40
681904108	OMNICARE INC	215.000	7,283.38	7,761 50
681919106	OMNICOM GROUP INC	113 000	5,495 77	5,645.48
682159108	ON ASSIGNMENT INC	287.000	5,720 94	5,820 36

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682189105	ON SEMICONDUCTOR CORP	322 000	2,171.47	2,270.10
683399109	ONYX PHARMACEUTICALS INC	122 000	9,579 01	9,214 66
68389X105	ORACLE CORP	2388 000	71,827 07	79,568 16
690768403	OWENS ILL INC	124 000	2,608.79	2,637.48
695263103	PACWEST BANCORP DEL	188.000	4,692 20	4,656 76
695459AD9	PAETEC HLDG CORP	36000.000	39,271 92	38,610 00
696429307	PALL CORP	85 000	5,157 80	5,122.10
69840W108	PANERA BREAD CO	41.000	6,541.43	6,512 03
701081AT8	PARKER DRILLING CO	38000 000	41,230.00	40,565.00
701094104	PARKER HANNIFIN CORP	76 000	6,319 72	6,464 56
707569AN9	PENN NATL GAMING INC	42000.000	47,670.00	47,880 00
714290103	PERRIGO CO	49 000	5,204.36	5,097.47
716768106	PETSMART INC	61.000	4,251.00	4,168 74
717081103	PFIZER INC	6165 000	137,723 71	154,613.88
717081DB6	PFIZER INC	120000.000	150,515.60	151,677 60
693320AR4	PHH CORP	43000.000	46,397.00	47,730 00
718172109	PHILIP MORRIS INTL INC	1992 000	179,344.76	166,610.88
720279108	PIER 1 IMPORTS INC	286.000	5,052 41	5,720.00
722005667	PIMCO COMMODITY REALRETURN	134194 451	925,851.20	891,051.15
72201F409	PIMCO EMERGING MKT CURRENCY	43828.977	457,561 82	462,395.71
722005220	PIMCO FOREIGN BOND FUND	152569.314	1,660,470.21	1,661,479 83
723664108	PIONEER ENERGY SVCS CORP	661 000	4,988.04	4,798 86
726505AK6	PLAINS EXPL & PRODTN CO	54000.000	54,405.00	59,467.50
729132100	PLEXUS CORP	382.000	9,859 38	9,855 60
693475105	PNC FINL SVCS GROUP INC	806.000	49,480 42	46,997.86
73179V103	POLYPORE INTL INC	145 000	6,533.47	6,742 50
733174700	POPULAR INC	91 000	1,677.37	1,891 89
693506107	PPG INDS INC	635 000	74,312.15	85,947.25
74005P104	PRAXAIR INC	1095 000	119,387.85	119,847.75
740189105	PRECISION CASTPARTS CORP	689 000	119,825.70	130,510.38
741503403	PRICELINE COM INC	171.000	112,084.58	106,086.69
743312100	PROGRESS SOFTWARE CORP	527 000	11,333 14	11,061 73
744320102	PRUDENTIAL FINL INC	949 000	57,489 12	50,610.17
693656100	PVH CORP	82 000	9,203.27	9,102 82

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74733T105	QLIK TECHNOLOGIES INC	347.000	8,941 32	7,536.84
747525103	QUALCOMM INC	3469 000	220,071.18	214,590 95
74834L100	QUEST DIAGNOSTICS INC	43.000	2,483 84	2,505.61
750086100	RACKSPACE HOSTING INC	103.000	6,740.20	7,649.81
754730109	RAYMOND JAMES FINL INC	171 000	5,985.29	6,588.63
756577102	RED HAT INC	110.000	6,329.17	5,825 60
75689M101	RED ROBIN GOURMET BURGERS INC	245 000	8,538 23	8,646.05
759351604	REINSURANCE GROUP AMER INC	68 000	3,876 80	3,639.36
759509102	RELIANCE STEEL & ALUMINUM CO	107 000	6,614 79	6,644.70
761283100	RESTORATION HARDWARE HLDGS INC	171 000	5,463 52	5,767.83
770323103	ROBERT HALF INTL INC	282 000	8,242 08	8,973 24
772739207	ROCK-TENN CO	35.000	2,371 95	2,446.85
774477AJ2	ROCKWOOD SPECIALTIES GROUP INC	30000.000	30,900.00	31,050 00
776696106	ROPER INDS INC NEW	91.000	10,031 15	10,144 68
777779307	ROSETTA RES INC	251.000	12,379.09	11,375 32
778296103	ROSS STORES INC	170.000	9,041.99	9,195 30
780153AU6	ROYAL CARIBBEAN CRUISES LTD	45000 000	45,843.75	47,587.50
78108AAE4	RSC EQUIP RENT INC / RSC HLDGS	42000.000	46,515 00	47,355.00
781846209	RUSH ENTERPRISES INC	411.000	8,391.47	8,495.37
783764AR4	RYLAND GROUP INC	46000.000	46,460.00	47,092 50
78377T107	RYMAN HOSPITALITY PPTYS INC	199.302	7,772.10	7,665 15
79466L302	SALESFORCE COM INC	943 000	138,654 34	158,518.30
79546VAJ5	SALLY HLDGS LLC / SALLY CAP INC	30000.000	31,950 00	32,550 00
800013104	SANDERSON FARMS INC	211.000	10,579.54	10,033.05
80007PAL3	SANDRIDGE ENERGY INC	49000 000	53,165 00	53,655.00
78388J106	SBA COMMUNICATIONS CORP	133.000	8,760.51	9,440.34
806407102	SCHEIN HENRY INC	122 000	9,979 59	9,811 24
806857108	SCHLUMBERGER LTD	1757 000	125,180 45	121,757.64
808513105	SCHWAB CHARLES CORP NEW	5043 000	72,128.50	72,417.48
80874P109	SCIENTIFIC GAMES CORP	611 000	5,325.17	5,297 37
80874YAG5	SCIENTIFIC GAMES INTL INC CO GTD	56000.000	63,249 58	62,300 00
G7945M107	SEAGATE TECH	199 000	5,305.61	6,053.58
784117103	SEI INVESTMENTS CO	141 000	2,808 06	3,290 94
816300107	SELECTIVE INS GROUP INC	575 000	11,175 41	11,080.25

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78423R105	SHFL ENTMT INC	385 000	5,387.88	5,582 50
82669G104	SIGNATURE BK NEW YORK N Y	96.000	6,936.00	6,848.64
828336107	SILVER WHEATON CORP	2972 000	103,009.22	107,229 76
82966C103	SIRONA DENTAL SYS INC	109 000	6,896 42	7,026 14
78442FEH7	SLM CORP	38000 000	44,997.32	44,460.00
78442P106	SLM CORP	195 000	3,178.34	3,340.35
78454L100	SM ENERGY CO	119.000	9,094.10	6,212.99
832696405	SMUCKER J M CO	18 000	1,562 22	1,552.32
83616T108	SOURCEFIRE INC	249 000	11,308.77	11,757 78
78467J100	SS&C TECHNOLOGIES HLDGS INC	269.000	6,121 53	6,211.21
790849103	ST JUDE MED INC	1659 000	71,075.21	59,956.26
854502101	STANLEY BLACK & DECKER INC	894 000	67,680.99	66,129.18
855244109	STARBUCKS CORP	2469 000	133,890.41	132,412.47
85590A401	STARWOOD HOTELS & RESORTS	77 000	4,411.64	4,416.72
858912108	STERICYCLE INC	66 000	5,805.59	6,156.48
86722AAC7	SUNCOKE ENERGY INC CO GTD	46000 000	47,012.00	47,380 00
867914103	SUNTRUST BKS INC	220.000	5,130 56	6,237.00
871237103	SYKES ENTERPRISES INC	524.000	8,011.91	7,975 28
871503108	SYMANTEC CORP	302.000	5,126.70	5,683.64
87151Q106	SYMETRA FINL CORP	221.000	2,240.47	2,868.58
87157B103	SYNCHRONOSS TECHNOLOGIES INC	272 000	5,532 97	5,736 48
87612E106	TARGET CORP	1281 000	77,796.05	75,796 77
87236Y108	TD AMERITRADE HLDG CORP	337.000	6,152.60	5,664.97
H84989104	TE CONNECTIVITY LTD	120 000	4,166 53	4,454.40
88076W103	TERADATA CORP	82.000	5,160 53	5,074 98
880770102	TERADYNE INC	339.000	5,701.95	5,725 71
883556102	THERMO FISHER SCIENTIFIC CORP	894 000	51,938 83	57,019.32
885175307	THORATEC CORP	230.000	8,469.39	8,629.60
88632Q103	TIBCO SOFTWARE INC	410.000	9,570 03	9,011.80
88706M103	TIM HORTONS INC	142.000	6,996.34	6,983.56
88732JAP3	TIME WARNER CABLE INC	114000 000	149,739.04	153,804.24
887317AG0	TIME WARNER INC	91000 000	100,364.39	103,598.95
88830R101	TITAN MACHY INC	276.000	6,801.69	6,817 20
891027104	TORCHMARK CORP	149 000	7,221 06	7,698.83

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891092108	TORO CO	251.000	10,764 14	10,787 98
891777104	TOWER GRP INC	317.000	6,901 60	5,639.30
891894107	TOWERS WATSON & CO	113.000	7,035.60	6,351 73
89233P6S0	TOYOTA MTR CR CORP	110000 000	110,409 20	110,782.10
89236LAB8	TOYS R US PPTY CO I LLC	36000.000	39,315.59	38,790 00
893641100	TRANSDIGM GROUP INC	17 000	2,285 99	2,318.12
89417E109	TRAVELERS COS INC	1217 000	73,371 47	87,404.94
89469A104	TREEHOUSE FOODS INC	226 000	11,755 68	11,781 38
896818101	TRIUMPH GROUP INC NEW	195 000	13,029.90	12,733 50
87264S106	TRW AUTOMOTIVE HLDGS CORP	65 000	2,542 80	3,484.65
87311L104	TW TELECOM INC	103.000	2,625.99	2,623.41
H89128104	TYCO INTL LTD	2175 000	61,239 10	63,618.75
90346E103	U S SILICA HLDGS INC	505.000	8,493.19	8,448 65
90384S303	ULTA SALON COSMETICS &	52 000	4,381 73	5,109.52
90385D107	ULTIMATE SOFTWARE GROUP INC	17.000	1,681 99	1,604.97
902788108	UMB FINL CORP	203 000	9,070.02	8,895.46
904214103	UMPQUA HLDGS CORP	713 000	9,014 33	8,406 27
909214BP2	UNISYS CORP	44000.000	46,420.00	46,860.00
909907107	UNITED BANKSHARES INC WEST VA	218 000	5,491 42	5,306 12
911312106	UNITED PARCEL SVC INC	756.000	54,817.94	55,739 88
911312AH9	UNITED PARCEL SVC INC	82000.000	98,946 26	98,523 00
912810PT9	UNITED STATES TREA BDS	89000.000	113,672.19	121,429.82
912810EY0	UNITED STATES TREAS BD	180000.000	262,596 10	273,346.20
912810FP8	UNITED STATES TREAS BD	84000.000	113,832 03	119,910 00
912810PZ5	UNITED STATES TREAS BD	295210 340	429,914 48	421,043 75
912828PC8	UNITED STATES TREAS BD	230000 000	242,493.91	252,425 00
912810FR4	UNITED STATES TREAS NT	160760.580	221,162.51	216,862.81
912828HV5	UNITED STATES TREAS NT	527000.000	534,935 55	530,088 22
912828KQ2	UNITED STATES TREAS NT	546000.000	605,694 22	618,345.00
912828NU0	UNITED STATES TREAS NT	318000.000	320,049 61	319,192 50
912828QN3	UNITED STATES TREAS NT	119000 000	137,145.11	134,943.62
912828QV5	UNITED STATES TREAS NT	381798.480	415,396 67	433,997.97
912828SH4	UNITED STATES TREAS NT	311000 000	305,274.67	318,703 47
912828TE0	UNITED STATES TREAS NT	527091 600	573,781.19	572,184 29

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912828TK6	UNITED STATES TREAS NT	516000.000	513,903 75	515,071 20
912828TM2	UNITED STATES TREAS NT	226000 000	226,220.70	225,787.56
912828TW0	UNITED STATES TREAS NT	1322000.000	1,326,925.08	1,326,336.16
912828SS0	UNITED STATES TREAS NTS	1267000.000	1,277,719.66	1,282,546.09
913004107	UNITED STATIONERS INC	190 000	5,929.88	5,888.10
913017109	UNITED TECHNOLOGIES CORP	938.000	76,590 74	76,925.38
913903100	UNIVERSAL HLTH SVCS INC	182 000	8,977.24	8,799.70
917047102	URBAN OUTFITTERS INC	101 000	4,019.15	3,975 36
918204108	V F CORP	21.000	3,049 62	3,170.37
91911K102	VALEANT PHARMACEUTICALS INTL INC	143 000	8,673.74	8,547.11
91913Y100	VALERO ENERGY CORP NEW	212.000	6,520.71	7,233.44
92046N102	VALUECLICK INC	459 000	9,051.43	8,909.19
922042858	VANGUARD MSCI EMERGING MKTS	72407.000	3,072,962 18	3,224,283.71
922908553	VANGUARD REIT	18545 000	1,244,906.59	1,220,261 00
92343E102	VERISIGN INC	292.000	11,044.02	11,335 44
92345Y106	VERISK ANALYTICS INC	1797 000	91,493.53	91,593 09
92343VAL8	VERIZON COMMUNICATIONS INC	85000 000	99,860.04	102,073 95
92532F100	VERTEX PHARMACEUTICALS INC	123.000	5,603 99	5,153 70
92553P201	VIACOM INC	976 000	52,819.46	51,474 24
92826C839	VISA INC	865.000	100,727.70	131,116 70
928563402	VMWARE INC	1034 000	99,817.71	97,340 76
92858J108	VOCUS INC	504.000	8,807.00	8,759 52
92857W209	VODAFONE GROUP PLC	2113.000	58,481.98	53,226 47
929903DT6	WACHOVIA CORP	85000.000	98,381.56	100,671 45
941848103	WATERS CORP	47 000	4,198 49	4,094 64
H27013103	WEATHERFORD INTL LTD	174.000	2,224 98	1,947 06
94946T106	WELLCARE GROUP INC	126.000	7,019 40	6,134 94
949746101	WELLS FARGO & CO	1261.000	42,491.66	43,100.98
95082P105	WESCO INTL INC	136 000	8,822 68	9,170.48
95709T100	WESTAR ENERGY INC	85.000	2,340 69	2,432 70
958102105	WESTERN DIGITAL CORP	161 000	5,788.85	6,840 89
959802109	WESTERN UNION CO	3577 000	66,529 70	48,682 97
966837106	WHOLE FOODS MKT INC	43 000	3,677.32	3,919.88
969904101	WILLIAMS SONOMA INC	60.000	2,280.51	2,626 20

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980745103	WOODWARD INC	121 000	4,525 39	4,613.73
983919101	XILINX INC	179 000	6,516.59	6,419 12
983793100	XPO LOGISTICS INC	348 000	5,913 98	6,048 24
98419M100	XYLEM INC	210 000	5,621.30	5,691 00
989207105	ZEBRA TECHNOLOGIES CORP	258 000	10,345.80	10,141.98
	Cash/Cash Equivalent	10824324.280	10,824,324 28	10,824,324 28
		Totals.	60,867,092 44	61,581,700.11