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

1301

2012

Department of the Treasury
 Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning 02/01, 2012, and ending 01/31, 2013

Name of foundation
THE CARRUTH FOUNDATION INC.

Number and street (or P O box number if mail is not delivered to street address) Room/suite
2727 ALLEN PARKWAY SUITE 1570

City or town, state, and ZIP code
HOUSTON, TX 77019-2125

A Employer identification number
76-0439576

B Telephone number (see instructions)
(713) 526-3012

C If exemption application is pending, check here

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

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

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

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> 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) ▶ \$ 12,287,996.

J Accounting method Cash Accrual
 Other (specify) _____
 (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	351,770.	351,770.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	682,033.			
b	Gross sales price for all assets on line 6a <u>8,948,058.</u>		682,033.		
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	1,033,803.	1,033,803.		
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 2	17,847.	13,385.		4,462.
c	Other professional fees (attach schedule) *	91,461.	91,461.		
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 4	15,888.	6,775.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 5	1,445.	1,445.		
24	Total operating and administrative expenses.				
	Add lines 13 through 23	126,641.	113,066.		4,462.
	Contributions, gifts, grants paid	585,000.			585,000.
25	Total expenses and disbursements Add lines 24 and 25	711,641.	113,066.	0	589,462.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	322,162.			
b	Net investment income (if negative, enter -0-)		920,737.		
c	Adjusted net income (if negative, enter -0-)				

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 Operating and Administrative Expenses
 2012
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		117,650.	62,405.	62,405.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges ATCH 6		13,509.	4,396.	4,396.
	10 a	Investments - U S and state government obligations (attach schedule),				
	b	Investments - corporate stock (attach schedule) ATCH 7		10,863,972.	11,233,655.	12,221,195.
	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)				
	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)		10,995,131.	11,300,456.	12,287,996.	
Liabilities	17	Accounts payable and accrued expenses		16,837.		
	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)		16,837.	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		10,978,294.	11,300,456.	
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)		10,978,294.	11,300,456.		
31	Total liabilities and net assets/fund balances (see instructions)		10,995,131.	11,300,456.		

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	10,978,294.
2	Enter amount from Part I, line 27a	2	322,162.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	11,300,456.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,300,456.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE PART IV SCHEDULE				
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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					
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	682,033.	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	595,502.	11,709,071.	0.050858
2010	525,195.	11,081,831.	0.047392
2009	482,500.	10,174,855.	0.047421
2008	642,789.	12,326,499.	0.052147
2007	668,500.	14,933,068.	0.044766
2	Total of line 1, column (d)		2 0.242584
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 0.048517
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		4 11,913,217.
5	Multiply line 4 by line 3		5 577,994.
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 9,207.
7	Add lines 5 and 6		7 587,201.
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions		8 589,462.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter <u>10/21/1994</u> (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	9,207.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	9,207.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	9,207.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	13,509.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	13,509.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,302.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> <u>4,302.</u> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of WILLIAM CLARKE CPA Telephone no 713-526-3012
Located at 2727 ALLEN PKWY #1570 HOUSTON, TX ZIP+4 77019-2125
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No 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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X 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 X 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 X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X 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)? Yes No

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? Yes No

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		0	0	0

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

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

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

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		0

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	12,001,527.
b	Average of monthly cash balances	1b	88,714.
c	Fair market value of all other assets (see instructions)	1c	4,396.
d	Total (add lines 1a, b, and c)	1d	12,094,637.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	12,094,637.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	181,420.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,913,217.
6	Minimum investment return. Enter 5% of line 5	6	595,661.

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	595,661.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9,207.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	9,207.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	586,454.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	586,454.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	586,454.

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	589,462.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	589,462.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	9,207.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	580,255.

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				586,454.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10, 20 09, 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008 12,225.				
c From 2009				
d From 2010				
e From 2011 19,044.				
f Total of lines 3a through e	31,269.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 589,462.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				586,454.
e Remaining amount distributed out of corpus	3,008.			
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	34,277.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	34,277.			
10 Analysis of line 9				
a Excess from 2008 12,225.				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011 19,044.				
e Excess from 2012 3,008.				

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

NOT APPLICABLE

1 a 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	
2 a 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))

N/A

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

N/A

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i></p> <p>ATCH 9</p>				
Total ▶ 3a				585,000.
<p>b <i>Approved for future payment</i></p> <p>ATCH 10</p>				
Total ▶ 3b				800,000.

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with columns Yes and No. Rows 1a(1) through 1c. Values: 1a(1) X, 1a(2) X, 1b(1) X, 1b(2) X, 1b(3) X, 1b(4) X, 1b(5) X, 1b(6) X, 1c X.

Table with columns (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1: N/A, N/A.

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 [X]

Table with columns (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

WILLIAM V H CLARKE Signature of officer or trustee Date 6-15-13 Title TREASURER

May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [] No

Paid Preparer Use Only Print/Type preparer's name WILLIAM CLARKE Preparer's signature [Signature] Date 06/15/2013 Check [X] if self-employed PTIN Firm's name WILLIAM V H CLARKE CPA Firm's address 2727 ALLEN PARKWAY STE 1570 HOUSTON, TX 77019-2167 Phone no 713-526-3012

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
4,630.		50 3M 4,537.				06/08/2011 93.	12/19/2012	
10,706.		166 ABBOTT LABS 8,407.				09/22/2011 2,299.	12/31/2012	
1,108.		35 ABBOTT LABS 851.				09/22/2011 257.	01/17/2013	
32,781.		1000 ABBOTT LABS 29,409.				03/30/2012 3,372.	01/17/2013	
14,961.		381 AUTONATION INC 16,415.				09/21/2012 -1,454.	11/27/2012	
16,348.		25 GOOGLE INC 13,155.				05/16/2011 3,193.	08/13/2012	
45,619.		60 GOOGLE INC 31,426.				06/08/2011 14,193.	10/03/2012	
11,151.		15 GOOGLE INC 7,806.				06/08/2011 3,345.	10/09/2012	
47,643.		70 GOOGLE INC 43,870.				08/21/2012 3,773.	11/06/2012	
2,088.		3 GOOGLE INC 2,005.				08/21/2012 83.	01/18/2013	
43,012.		425 PIONEER NAT RES 40,949.				01/26/2012 2,063.	03/22/2012	
26,221.		272 PIONEER NAT RES 29,877.				02/08/2012 -3,656.	08/21/2012	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,239.		35 ABBVIE INC 921.				09/22/2011 318.	01/17/2013	
68,226.		5475 ACTIVISION BLIZZARD 60,063.				10/01/2010 8,163.	03/20/2012	
33,644.		425 ADVANCE AUTO 24,235.				07/26/2011 9,409.	02/14/2012	
7,916.		100 ADVANCE AUTO .5,388.				07/26/2011 2,528.	02/14/2012	
25,618.		300 ADVANCE AUTO 16,285.				08/11/2011 9,333.	02/16/2012	
9,763.		125 ADVANCE AUTO 6,802.				08/11/2011 2,961.	11/12/2012	
12,805.		175 ADVANCE AUTO 9,523.				08/11/2011 3,282.	01/18/2013	
1,044.		49 ALKERMES 944.				12/18/2012 100.	01/17/2013	
96,547.		292 ALLEGHENY CORP 74,287.				11/27/2009 22,260.	03/20/2012	
41,330.		125 ALLEGHENY CORP 35,360.				12/08/2011 5,970.	03/20/2012	
9,735.		325 ALTRIA GRP 7,035.				07/27/2011 2,700.	03/06/2012	
21,061.		625 ALTRIA GRP 16,363.				07/27/2011 4,698.	06/25/2012	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
6,686.		200 ALTRIA GRP 5,236.				07/27/2011 1,450.	10/17/2012	
11,701.		350 ALTRIA GRP 9,163.				07/27/2011 2,538.	10/17/2012	
6,393.		200 ALTRIA GRP 5,236.				07/27/2011 1,157.	10/25/2012	
36,775.		1150 ALTRIA GRP 29,887.				08/05/2011 6,888.	10/25/2012	
6,344.		200 ALTRIA GRP 5,198.				08/05/2011 1,146.	10/31/2012	
15,072.		475 ALTRIA GRP 12,917.				09/08/2011 2,155.	10/31/2012	
23,008.		725 ALTRIA GRP 25,051.				08/28/2012 -2,043.	10/31/2012	
32,763.		577 AMERICAN EXPRESS 25,092.				11/10/2010 7,671.	08/21/2012	
1,621.		47 AIG 1,573.				09/10/2012 48.	01/17/2013	
1,556.		19 AMGEN INC 1,601.				09/10/2012 -45.	01/17/2013	
8,196.		150 AMPHENOL CORP 6,919.				11/09/2011 1,277.	02/09/2012	
18,631.		350 AMPHENOL CORP 15,444.				11/21/2011 3,187.	06/26/2012	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

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49,996.		825 AMPHENOL CORP 35,555.				11/29/2011 14,441.	08/22/2012	
39,596.		2450 ANNALY CAP 45,523.				06/21/2011 -5,927.	03/22/2012	
92,220.		5675 ANNALY CAP 98,822.				06/21/2011 -6,602.	05/07/2012	
22,203.		33 APPLE INC 6,662.				01/22/2010 15,541.	09/06/2012	
20,880.		36 APPLE INC 7,954.				07/29/2011 12,926.	11/06/2012	
21,179.		36 APPLE INC 14,123.				07/29/2011 7,056.	11/29/2012	
12,862.		25 APPLE INC 9,808.				07/29/2011 3,054.	01/10/2013	
3,950.		8 APPLE INC 3,138.				07/29/2011 812.	01/18/2013	
494.		1 APPLE INC 392.				07/29/2011 102.	01/18/2013	
130,106.		3525 ARCH CAP 84,700.				02/18/2010 45,406.	03/20/2012	
1,150.		14 ASHLAND INC 1,070.				12/07/2012 80.	01/18/2013	
43,096.		1436 AT&T 41,312.				03/24/2011 1,784.	02/08/2012	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,836.		157 AT&T 5,416.					07/24/2012 420.	09/17/2012
21,134.		620 AT&T 21,390.					07/24/2012 -256.	12/11/2012
9,483.		280 AT&T 9,660.					07/24/2012 -177.	12/17/2012
1,281.		40 AT&T 1,380.					07/24/2012 -99.	01/18/2013
29,097.		80 AUTOZONE 25,316.					09/22/2011 3,781.	08/21/2012
923.		27 AVAGO TECH 866.					08/24/2011 57.	02/07/2012
18,844.		350 AVAGO TECH 17,762.					08/24/2011 1,082.	02/07/2012
2,502.		73 AVAGO TECH 2,404.					08/24/2011 98.	02/07/2012
30,699.		900 AVAGO TECH 29,579.					09/08/2011 1,120.	06/26/2012
3,411.		100 AVAGO TECH 3,405.					01/18/2012 6.	06/26/2012
21,208.		600 AVAGO TECH 20,430.					01/18/2012 778.	09/21/2012
3,532.		100 AVAGO TECH 3,405.					01/18/2012 127.	09/21/2012

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
22,501.		675 AVAGO TECH 21,412.					05/09/2012 1,089.	11/12/2012
11,722.		300 BALL CORP 10,454.					08/11/2011 1,268.	03/06/2012
59,562.		1425 BALL CORP 49,666.					08/11/2011 9,896.	04/26/2012
7,936.		184 BALL CORP 5,795.					09/30/2011 2,141.	11/14/2012
7,724.		175 BALL CORP 6,100.					08/11/2011 1,624.	12/18/2012
9,193.		200 BALL CORP 6,971.					08/11/2011 2,222.	01/18/2013
1,207.		27 BALL CORP 850.					09/30/2011 357.	01/18/2013
4.		CIL/BANCO SANTANDER 4.					03/30/2012	11/13/2012
39,218.		5131 BANCO SANTANDER 39,633.					03/30/2012 -415.	12/17/2012
96,537.		10,025 BANK OF AMERICA 107,244.					08/04/2011 -10,707.	03/28/2012
56,534.		6000 BANK OF AMERICA 41,485.					09/21/2011 15,049.	03/30/2012
2,777.		250 BANK OF AMERICA 2,222.					09/11/2012 555.	01/17/2013

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
30,053.		1081 BB&T 29,306.				01/13/2012 747.	11/07/2012	
30,369.		514 BED BATH & BEYOND 25,483.				08/10/2011 4,886.	02/14/2012	
100,000.		100K BERKSHIRE HATHAWAY 4.75% 101,430.				11/30/2007 -1,430.	05/15/2012	
4,007.		47 BERKSHIRE HATHAWAY INC 3,670.				01/11/2012 337.	11/13/2012	
2,627.		28 BERKSHIRE HATHAWAY INC 2,186.				01/11/2012 441.	01/17/2013	
5,840.		42 BIOGEN IDEC 5,040.				02/08/2012 800.	11/16/2012	
1,397.		10 BIOGEN IDEC 1,200.				02/08/2012 197.	01/17/2013	
123,553.		7375 H&R BLOCK 109,242.				10/21/2010 14,311.	03/28/2012	
37,591.		2974 BRIGGS & STRATTON 29,003.				09/21/2011 8,588.	03/26/2012	
126,901.		3750 BRISTOL MYERS SQUIBB 86,702.				05/20/2010 40,199.	03/30/2012	
37,029.		1115 BRISTOL MYERS SQUIBB 29,681.				03/31/2011 7,348.	09/10/2012	
25,592.		825 BROADCOM CORP 30,212.				02/14/2012 -4,620.	07/13/2012	

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31,729.		1000 BROOKFIELD ASSET 29,680.				08/12/2011 2,049.	03/20/2012	
23,638.		1334 C&J ENERGY SVCS 29,231.				12/12/2011 -5,593.	06/08/2012	
14,899.		151 CANADIAN PAC 12,486.				08/30/2012 2,413.	12/18/2012	
1,169.		11 CANADIAN PAC 910.				08/30/2012 259.	01/18/2013	
1,438.		24 CAPITAL ONE 1,381.				11/13/2012 57.	01/17/2013	
1,189.		32 CARMAX INC 1,149.				11/28/2012 40.	01/17/2013	
22,211.		475 CASH AMER INTL 16,483.				10/13/2010 5,728.	03/20/2012	
12,064.		143 CATERPILLAR INC 11,516.				11/16/2010 548.	08/30/2012	
10,144.		119 CATERPILLAR INC 9,584.				11/16/2010 560.	11/07/2012	
1,795.		19 CATERPILLAR INC 1,530.				11/16/2010 265.	01/18/2013	
5,414.		71 CELGENE INC 4,446.				09/23/2011 968.	09/27/2012	
10,833.		144 CELGENE INC 9,017.				09/23/2011 1,816.	11/12/2012	

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1,931.		20 CELGENE INC 1,252.				09/23/2011 679.	01/17/2013	
14,320.		130 CHEVRON CORP 9,095.				02/02/2009 5,225.	10/25/2012	
4,037.		40 CHEVRON CORP 2,798.				02/02/2009 1,239.	11/15/2012	
9,822.		94 CHEVRON CORP 6,576.				02/02/2009 3,246.	12/05/2012	
2,727.		24 CHEVRON CORP 1,679.				02/02/2009 1,048.	01/17/2013	
973.		55 CHICOS FASHION 1,053.				09/12/2012 -80.	01/17/2013	
18,748.		1070 CHICOS FASHION 20,635.				09/12/2012 -1,887.	01/30/2013	
14,336.		189 CHUBB CORP 10,031.				08/03/2010 4,305.	09/27/2012	
1,145.		15 CHUBB CORP 796.				08/03/2010 349.	01/17/2013	
1,258.		23 CIGNA CORP 1,206.				11/08/2012 52.	01/17/2013	
21,411.		1078 CISCO SYSTEMS 17,127.				09/09/2011 4,284.	02/15/2012	
101,766.		4925 CISCO SYSTEMS 118,229.				11/11/2010 -16,463.	03/26/2012	

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105,155.		5000 CISCO SYSTEMS 86,858.				05/19/2011 18,297.	03/28/2012	
22,484.		1489 CISCO SYSTEMS 27,507.				12/21/2011 -5,023.	07/24/2012	
8,842.		487 CISCO SYSTEMS 8,842.				12/21/2011	11/14/2012	
1,823.		89 CISCO SYSTEMS 1,601.				12/21/2011 222.	01/18/2013	
2,670.		66 CITIGROUP INC 2,443.				10/25/2012 227.	01/17/2013	
28,007.		491 COACH INC 34,233.				01/31/2012 -6,226.	07/13/2012	
35,566.		952 COCA COLA 21,987.				03/02/2007 13,579.	08/31/2012	
12,270.		326 COCA COLA 9,625.				03/25/2011 2,645.	09/11/2012	
13,397.		356 COCA COLA 11,645.				03/25/2011 1,752.	11/29/2012	
9,372.		255 COCA COLA 8,341.				03/25/2011 1,031.	01/10/2013	
1,200.		33 COCA COLA 1,079.				03/25/2011 121.	01/17/2013	
75,637.		3700 COGENT COMM 67,337.				02/13/2012 8,300.	09/10/2012	

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25,600.		1225 COGENT COMM 22,450.				04/03/2012 3,150.	10/11/2012	
2,553.		65 COMCAST CORP 1,872.				02/15/2012 681.	01/17/2013	
61,431.		1500 COMPANHIA DE BEBIDAS 61,980.				03/28/2012 -549.	11/02/2012	
94,365.		3100 COMPUTER SCI GRP 122,343.				08/10/2011 -27,978.	03/20/2012	
24,448.		292 CONCHO RES 29,516.				01/19/2012 -5,068.	07/13/2012	
32,825.		525 CONTANGO OIL & GAS 29,373.				09/21/2011 3,452.	03/20/2012	
1,112.		14 CONTINENTAL RES 1,092.				01/04/2013 20.	01/17/2013	
29,884.		900 CORRECTIONS CORP 24,713.				06/18/2012 5,171.	11/13/2012	
23,607.		675 CORRECTIONS CORP 18,535.				06/18/2012 5,072.	12/13/2012	
23,224.		251 CUMMINS INC 30,108.				02/10/2012 -6,884.	09/27/2012	
6,526.		144 CVS CAREMARK 6,283.				02/08/2012 243.	11/28/2012	
1,998.		39 CVS CAREMARK 1,701.				02/08/2012 297.	01/17/2013	

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6,132.		332 D R HORTON 4,826.					02/16/2012 1,306.	11/16/2012
1,336.		64 D R HORTON 930.					02/16/2012 406.	01/17/2013
29,781.		399 DEERE & CO 38,356.					03/31/2011 -8,575.	08/30/2012
29,171.		590 DIRECTV COM 31,140.					09/05/2012 -1,969.	11/08/2012
46.		FRAC SH/DUKE ENERGY 42.					03/28/2012 4.	07/03/2012
33,794.		495 DUN & BRADSTREET 38,109.					06/13/2011 -4,315.	06/19/2012
20,819.		305 DUN & BRADSTREET 20,469.					10/31/2011 350.	06/19/2012
45,663.		645 DUN & BRADSTREET 45,431.					04/03/2012 232.	07/02/2012
9,097.		184 DUPONT 10,057.					03/25/2011 -960.	08/30/2012
27,555.		627 DUPONT 32,051.					08/16/2011 -4,496.	11/07/2012
1,387.		20 EASTMAN CHEM 1,205.					11/07/2012 182.	01/18/2013
13,847.		289 EBAY INC 11,563.					06/14/2012 2,284.	11/08/2012

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1,850.		35 EBAY INC 1,400.					06/14/2012 450.	01/18/2013
81,658.		2875 ECHOSTAR CORP 56,725.					12/03/2009 24,933.	03/20/2012
31,190.		1293 EMC CORP 33,418.					07/29/2011 -2,228.	11/12/2012
40,139.		1375 ENDO PHARM 51,306.					01/30/2012 -11,167.	11/01/2012
59,768.		2275 ENDO PHARM 79,148.					01/30/2012 -19,380.	12/14/2012
15,340.		136 EOG RES 14,046.					01/11/2012 1,294.	09/27/2012
1,222.		10 EOG RES 1,033.					01/11/2012 189.	01/17/2013
1,455.		27 EXPRESS SCRIPT 1,643.					08/22/2012 -188.	01/17/2013
18,715.		214 EXXONMOBILE 16,217.					02/02/2009 2,498.	11/28/2012
4,578.		51 EXXONMOBILE 3,865.					02/02/2009 713.	01/17/2013
18,737.		330 FAMILY DOLLAR 23,348.					12/04/2012 -4,611.	01/03/2013
933.		29 FOOT LOCKER 1,016.					12/05/2012 -83.	01/17/2012

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30,659.		3410 FORD MOTOR 41,594.				01/12/2012 -10,935.	07/24/2012	
1,154.		84 FORD MOTOR 1,167.				01/10/2013 -13.	01/17/2013	
22,022.		2000 FRANCE TELECOM 31,060.				03/20/2012 -9,038.	11/02/2012	
109,489.		4550 GAMESTOP CORP 96,172.				01/22/2010 13,317.	03/20/2012	
21,895.		1015 GENERAL ELEC 19,141.				01/30/2012 2,754.	11/06/2012	
8,283.		397 GENERAL ELEC 7,487.				01/30/2012 796.	11/27/2012	
11,701.		558 GENERAL ELEC 10,523.				01/30/2012 1,178.	12/20/2012	
2,183.		102 GENERAL ELEC 1,924.				01/30/2012 259.	01/18/2013	
1,608.		40 GENERAL MILLS 1,588.				08/29/2012 20.	01/17/2013	
1,980.		26 GILEAD SCI 1,507.				08/28/2012 473.	01/17/2013	
127,149.		1000 GOLDMAN SACHS 109,650.				09/22/2011 17,499.	03/26/2012	
2,512.		18 GOLDMAN SACHS 2,158.				11/07/2012 354.	01/17/2013	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
14,858.		77 GRAINGER 16,511.				10/04/2012 -1,653.	11/29/2012	
20,682.		629 HALLIBURTON 28,293.				03/04/2011 -7,611.	11/29/2012	
19,745.		580 HCA HLDGS 18,544.				09/17/2012 1,201.	11/07/2012	
1,057.		30 HCA HLDGS 959.				09/17/2012 98.	01/17/2013	
1,094.		64 HERTZ GLBL 1,027.				12/06/2012 67.	01/17/2013	
530.		24 HEWLETT PACKARD 958.				05/16/2011 -428.	03/26/2012	
63,313.		2719 HEWLETT PACKARD 104,332.				06/01/2011 -41,019.	03/28/2012	
37,660.		650 HJ HEINZ 33,209.				10/06/2011 4,451.	08/28/2012	
38,384.		679 HOME DEPOT 14,830.				01/22/2009 23,554.	09/12/2012	
2,111.		22 HOME DEPOT 721.				01/22/2009 1,390.	01/17/2013	
1,712.		26 HONEYWELL INTL 1,481.				07/25/2012 231.	01/18/2013	
26,768.		608 IAC INTERACTIVE 31,620.				09/05/2012 -4,852.	11/07/2012	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
9,830.		50 IBM CORP 8,203.				06/08/2011 1,627.	03/06/2012	
69,671.		375 IBM CORP 63,061.				06/30/2011 6,610.	07/13/2012	
27,867.		150 IBM CORP 26,852.				09/27/2011 1,015.	07/13/2012	
15,178.		78 IBM CORP 12,337.				03/15/2011 2,841.	08/31/2012	
18,864.		97 IBM CORP 15,342.				03/15/2011 3,522.	11/06/2012	
9,036.		49 IBM CORP 7,750.				03/15/2011 1,286.	11/15/2012	
12,014.		63 IBM CORP 10,076.				08/18/2011 1,938.	11/27/2012	
12,405.		65 IBM CORP 10,644.				08/18/2011 1,761.	12/14/2012	
1,317.		7 IBM CORP 1,146.				08/18/2011 171.	01/18/2013	
1,601.		26 ILLINOIS TOOL 1,549.				08/28/2012 52.	01/18/2013	
18,212.		772 INTEL CORP 15,607.				01/25/2011 2,605.	09/11/2012	
11,870.		514 INTEL CORP 11,289.				01/25/2011 581.	09/17/2012	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
6,336.		276 INTEL CORP 6,007.				01/25/2011 329.	09/21/2012	
9,823.		482 INTEL CORP 10,363.				01/25/2011 -540.	12/14/2012	
12,558.		616 INTEL CORP 14,776.				11/06/2012 -2,218.	12/14/2012	
9,701.		461 INTEL CORP 10,039.				11/06/2012 -338.	12/19/2012	
1,213.		30 INTL PAPER 1,188.				12/20/2012 25.	01/18/2013	
11,874.		525 ITT CORP 10,616.				01/25/2006 1,258.	02/29/2012	
6,786.		300 ITT CORP 6,872.				01/24/2006 -86.	02/29/2012	
2,262.		100 ITT CORP 2,474.				11/29/2007 -212.	02/29/2012	
54,060.		2875 JEFFERIES GRP 32,202.				11/10/2011 21,858.	03/28/2012	
13,165.		194 JOHNSON & JOHNSON 13,157.				12/13/2007 8.	09/17/2012	
12,397.		176 JOHNSON & JOHNSON 11,937.				12/13/2007 460.	12/14/2012	
2,948.		41 JOHNSON & JOHNSON 2,819.				09/23/2008 129.	01/18/2013	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
28,282.		826 JPMORGAN CHASE 33,508.				10/02/2008 -5,226.	07/24/2012	
25,739.		619 JPMORGAN CHASE 28,477.				06/03/2009 -2,738.	10/25/2012	
5,290.		133 JPMORGAN CHASE 4,603.				06/03/2009 687.	11/13/2012	
2,059.		45 JPMORGAN CHASE 1,557.				06/03/2009 502.	01/17/2013	
3.		FRAC SH/KINDER MORGAN 3.				03/26/2012	05/15/2012	
58.		FRAC SH/KINDER MORGAN 58.				03/26/2012	08/14/2012	
55.		FRAC SH/KINDER MORGAN 55.				03/26/2012	11/14/2012	
6,209.		121 KOHLS CORP 6,419.				08/30/2012 -210.	11/14/2012	
19,818.		469 KOHLS CORP 24,879.				08/30/2012 -5,061.	01/03/2013	
2.		FRAC SH/KONINKLIJKE PHILIPS 2.				03/28/2011	06/07/2012	
61,763.		3775 KORN/FERRY INTL 58,171.				09/01/2011 3,592.	03/26/2012	
1,270.		49 KROGER CO 1,203.				11/09/2012 67.	01/17/2013	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
61,312.		2250 LEUCADIA NATL 59,674.				08/11/2011 1,638.	03/26/2012	
59,738.		1700 LEXMARK INTL 62,988.				03/01/2011 -3,250.	03/20/2012	
32,512.		925 LEXMARK INTL 29,572.				04/28/2011 2,940.	03/20/2012	
103,817.		1167 LIBERTY MEDIA 62,106.				02/22/2010 41,711.	03/26/2012	
23,815.		450 LILLY ELI 15,878.				01/07/2010 7,937.	01/17/2013	
27,409.		670 LIMITED BRANDS 30,056.				02/08/2012 -2,647.	06/26/2012	
107,163.		2700 LOWES CO 90,987.				06/06/2010 16,176.	03/20/2012	
16,755.		2489 LSI LOGIC 19,285.				09/10/2012 -2,530.	10/25/2012	
1,326.		22 LYONDELL BASELL 1,188.				12/11/2012 138.	01/18/2013	
15,903.		409 MACYS INC 16,077.				09/12/2012 -174.	12/19/2012	
71,665.		1525 MANPOWER GRP 57,663.				09/01/2011 14,002.	03/26/2012	
27,328.		800 MANTECH INTL 31,482.				08/02/2011 -4,154.	03/20/2012	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
13,619.		35 MASTERCARD INC 9,001.					04/19/2011 4,618.	02/03/2012
12,831.		25 MASTERCARD INC 6,712.					01/24/2012 6,119.	01/18/2013
2,030.		4 MASTERCARD INC 1,904.					10/04/2012 126.	01/18/2013
1,056.		36 MAXIM INTEGRATED 1,074.					12/14/2012 -18.	01/18/2013
16,283.		185 MCDONALDS CORP 11,256.					06/03/2009 5,027.	07/25/2012
23,370.		275 MCDONALD CORP 19,957.					01/25/2011 3,413.	11/08/2012
5,620.		66 MCDONALD CORP 4,974.					01/25/2011 646.	11/14/2012
15,752.		185 MCDONALD CORP 16,792.					09/06/2012 -1,040.	11/14/2012
5,042.		116 MERCK & CO 3,854.					03/31/2011 1,188.	12/19/2012
1,411.		34 MERCK & CO 1,130.					03/31/2011 281.	01/18/2013
71,063.		2150 MEREDITH CORP 63,830.					06/06/2011 7,233.	03/20/2012
109,986.		3425 MICROSOFT 85,842.					06/10/2011 24,144.	03/28/2012

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
64,564.		2000 MICROSOFT 47,775.					06/10/2011 16,789.	03/30/2012
21,943.		713 MICROSOFT 20,372.					11/04/2010 1,571.	08/31/2012
8,264.		269 MICROSOFT 7,319.					11/04/2010 945.	09/11/2012
14,348.		475 MICROSOFT 12,925.					11/04/2010 1,423.	09/27/2012
14,926.		559 MICROSOFT 14,923.					11/16/2010 3.	12/14/2012
1,314.		50 MICROSOFT 1,293.					11/16/2010 21.	01/18/2013
1,584.		58 MONDELEZ INTL 1,512.					12/20/2012 72.	01/17/2013
1,883.		19 MONSANTO CO 1,533.					01/12/2012 350.	01/18/2013
1,069.		19 MOTOROLA SOLUTIONS 1,017.					11/12/2012 52.	01/18/2013
1,270.		47 MYLAN INC 1,215.					11/07/2012 55.	01/18/2013
31,888.		1600 NABORS INDS 29,506.					08/10/2011 2,382.	03/20/2012
1,610.		23 NATIONAL OILWELL VARCO 1,880.					02/08/2012 -270.	01/17/2013

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
12,030.		200 NEWMONT MNG 13,584.					11/30/2011 -1,554.	02/16/2012
42,113.		700 NEWMONT MNG 45,858.					01/26/2012 -3,745.	02/16/2012
1,773.		66 NEWS CORP 1,616.					11/08/2012 157.	01/17/2013
26,157.		281 NIKE INC 29,484.					01/31/2012 -3,327.	07/24/2012
14,463.		278 NORDSTROM INC 16,132.					09/12/2012 -1,669.	12/18/2012
24,961.		375 NORFOLK SO 29,446.					01/12/2012 -4,485.	05/29/2012
34,992.		753 NORTHERN TRUST 26,602.					09/29/2011 8,390.	09/27/2012
107,575.		1750 NORTHRUP GRUMMAN 98,126.					04/18/2008 9,449.	03/26/2012
27,338.		487 NOVARTIS 20,720.					02/02/2009 6,618.	02/15/2012
1,102.		32 OASIS PETE 1,059.					01/04/2013 43.	01/17/2013
14,565.		175 OIL STATES INTL 12,801.					05/23/2011 1,764.	02/13/2012
8,332.		100 OIL STATES INTL 7,315.					05/23/2011 1,017.	02/28/2012

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
14,582.		175 OIL STATES INTL 12,801.					05/23/2011 1,781.	02/28/2013
8,332.		100 OIL STATES INTL 7,315.					05/23/2011 1,017.	02/28/2012
12,517.		175 OIL STATES INTL 12,958.					12/27/2011 -441.	04/18/2012
34,335.		450 OIL STATES INTL 34,338.					12/27/2011 -3.	01/16/2013
6,509.		209 ORACLE CORP 6,177.					07/13/2012 332.	09/27/2012
3,241.		95 ORACLE CORP 2,808.					07/13/2012 433.	01/18/2013
24,927.		392 PEPSICO INC 23,109.					01/13/2006 1,818.	02/10/2012
3,306.		52 PEPSICO INC 3,326.					07/29/2011 -20.	02/10/2012
6,846.		98 PEPSICO INC 6,269.					07/29/2011 577.	09/17/2012
9,626.		138 PEPSICO INC 8,827.					07/29/2011 799.	12/19/2012
1,335.		19 PEPSICO INC 1,215.					07/29/2011 120.	01/17/2013
14,329.		681 PFIZER INC 11,856.					11/04/2010 2,473.	02/15/2012

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
34,673.		1300 PFIZER INC 20,657.					08/24/2010 14,016.	01/17/2013
2,778.		106 PFIZER INC 1,845.					11/04/2010 933.	01/18/2013
47,987.		529 PHILIP MORRIS 26,675.					01/06/2010 21,312.	08/29/2012
20,137.		234 PHILIP MORRIS 11,391.					01/06/2010 8,746.	11/08/2012
9,820.		111 PHILIP MORRIS 5,403.					01/06/2010 4,417.	12/05/2012
10,007.		118 PHILIP MORRIS 5,744.					01/06/2010 4,263.	12/20/2012
1,298.		15 PHILIP MORRIS 730.					01/06/2010 568.	01/17/2013
37,160.		800 PHILLIPS 66 28,276.					05/04/2012 8,884.	11/02/2012
1,611.		30 PHILLIPS 66 1,489.					11/07/2012 122.	01/17/2013
74,865.		1650 PLAINS EXPLORATION 50,402.					01/07/2010 24,463.	03/20/2012
30,113.		675 PLAINS EXPLORATION 27,007.					09/17/2012 3,106.	12/10/2012
22,581.		500 PLAINS EXPLORATION 20,005.					09/17/2012 2,576.	12/13/2012

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27,424.		474 PNC FINL SVCS 29,326.					01/13/2012 -1,902.	07/25/2012
25,793.		225 PRAXAIR INC 22,264.					09/29/2011 3,529.	04/02/2012
21,301.		200 PRAXAIR INC 19,183.					09/29/2011 2,118.	09/11/2012
10,792.		100 PRAXAIR INC 11,020.					03/09/2012 -228.	09/17/2012
9,359.		50 PRECISION CASTPARTS 8,091.					08/10/2012 1,268.	12/19/2012
29,205.		52 PRICELINE COM 30,135.					02/22/2012 -930.	08/08/2012
30,524.		479 PROCTOR & GAMBLE 29,419.					03/29/2011 1,105.	02/10/2012
48,115.		709 PROCTOR & GAMBLE 42,813.					06/20/2012 5,302.	09/06/2012
14,305.		204 PROCTOR & GAMBLE 14,305.					10/25/2012	12/05/2012
2,192.		32 PROCTOR & GAMBLE 2,244.					10/25/2012 -52.	01/17/2013
10,817.		177 QUALCOM INC 9,173.					01/13/2011 1,644.	12/17/2012
1,908.		30 QUALCOM INC 1,555.					01/13/2011 353.	01/18/2013

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1,615.		221 REGIONS FNCL 1,536.				07/25/2012 79.	01/17/2013	
71,460.		2500 REPUBLIC SVCS 65,539.				07/02/2012 5,921.	09/17/2012	
16,566.		229 SCHLUMBERGER LTD 21,482.				03/30/2011 -4,916.	10/25/2012	
6,261.		89 SCHLUMBERGER LTD 8,349.				03/10/2011 -2,088.	11/07/2012	
18,714.		266 SCHLUMBERGER LTD 20,620.				01/30/2012 -1,906.	11/07/2012	
33,864.		1625 SEI INV 26,869.				11/30/2011 6,995.	03/23/2012	
11,568.		575 SEI INV 9,580.				11/30/2011 1,988.	04/10/2012	
8,048.		400 SEI INV 6,664.				11/30/2011 1,384.	04/10/2012	
39,121.		1000 SOLERA HLDG 44,646.				05/09/2012 -5,525.	07/13/2012	
4,052.		100 SOUTHERN COPPER 3,130.				03/20/2012 922.	01/17/2013	
16,219.		400 SOUTHERN COPPER 12,517.				03/20/2012 3,702.	01/17/2013	
24,288.		501 STARBUCKS CORP 15,366.				11/08/2010 8,922.	02/16/2012	

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10,107.		216 STARBUCKS CORP 7,527.					08/08/2011 2,580.	07/27/2012
18,767.		401 STARBUCKS CORP 12,299.					11/08/2010 6,468.	07/27/2013
1,599.		30 STARBUCKS CORP 1,466.					11/15/2012 133.	01/17/2013
7,489.		297 SUNTRUST BKS 7,461.					08/22/2012 28.	11/15/2012
1,291.		45 SUNTRUST BKS 1,130.					08/22/2012 161.	01/17/2013
46,698.		1675 SUPERIOR ENERGY 39,648.					10/12/2011 7,050.	03/06/2012
2,597.		100 SUPERIOR ENERGY 2,398.					10/12/2011 199.	03/22/2012
11,041.		425 SUPERIOR ENERGY 10,191.					10/12/2011 850.	03/22/2012
2,599.		100 SUPERIOR ENERGY 2,398.					10/12/2011 201.	03/22/2012
31,636.		1650 SUPERIOR ENERGY 44,225.					12/02/2012 -12,589.	06/14/2012
2,234.		37 TARGET CORP 2,291.					07/13/2012 -57.	01/17/2013
39,573.		1275 TE CONNECTIVITY 44,709.					04/19/2012 -5,136.	06/26/2012

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8.		TELEFONICA SA 8.					03/20/2012	06/18/2012
26,969.		2052 TELEFONCIA SA 35,323.					03/20/2012 -8,354.	12/17/2012
69,145.		2934 TELEPHONE & DATA 60,328.					10/19/2011 8,817.	03/20/2012
1,409.		21 THERMO FISHER SCI 1,312.					11/28/2012 97.	01/18/2013
27,789.		1000 THOMSON REUTERS 29,104.					03/20/2012 -1,315.	11/06/2012
1,345.		31 TJX COS 1,299.					11/14/2012 46.	01/17/2013
80,672.		1600 TOTAL SA 88,624.					03/20/2012 -7,952.	11/02/2012
33,620.		575 TOWERS WATSON 37,406.					11/30/2011 -3,786.	11/26/2012
45,689.		801 TRANSOCEAN LTD 46,820.					05/20/2010 -1,131.	03/20/2012
42,781.		750 TRANSOCEAN LTD 34,457.					11/21/2011 8,324.	03/20/2012
1,199.		20 TRIMBLE NAV 1,108.					11/28/2012 91.	01/18/2013
6,961.		60 UNION PACIFIC 6,573.					01/09/2012 388.	11/15/2012

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1,926.		15 UNION PACIFIC 1,643.					01/09/2012 283.	01/18/2013
32,680.		442 UNITED PARCEL 31,967.					03/06/2008 713.	08/30/2012
17,242.		218 UNITED TECHONOLOGIES 11,005.					10/22/2008 6,237.	09/07/2012
20,292.		250 UNITED TECHNOLOGIES 12,621.					10/22/2008 7,671.	12/11/2012
44,989.		837 UNITEDHEALTH 42,704.					06/23/2011 2,285.	08/21/2012
9,158.		295 US BANCORP 7,738.					07/29/2011 1,420.	11/16/2012
1,771.		55 US BANCORP 1,443.					07/29/2011 328.	01/17/2013
150,000.		150K USTN 1.375% 9/15/12 150,412.					04/14/2010 -412.	09/17/2012
50,005.		50K USTN 2,875% 1/31/13 49,830.					05/01/2008 175.	01/17/2013
150,000.		150K USTN 2.875% 1/31/13 153,085.					06/25/2009 -3,085.	01/31/2013
50,000.		50K USTN 4% 11/15/12 51,555.					01/11/2005 -1,555.	11/15/2012
8,485.		175 VALEANT PHARM 6,496.					09/22/2011 1,989.	02/09/2012

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
8,778.		175 VALEANT PHARM 6,496.				09/23/2011 2,282.	02/27/2012	
29,271.		525 VALEANT PHARM 19,715.				10/31/2011 9,556.	04/25/2012	
55,930.		950 VALEANT PHARM 41,899.				06/15/2012 14,031.	09/04/2012	
1,103.		18 VALEANT PHARM 1,047.				12/13/2012 56.	01/18/2013	
5,539.		191 VALERO ENERGY 5,660.				08/22/2012 -121.	11/14/2012	
1,401.		39 VALERO ENERGY 1,156.				08/22/2012 245.	01/17/2013	
5,958.		225 VEECO 10,276.				04/19/2011 -4,318.	03/06/2012	
12,118.		350 VEECO 14,269.				07/27/2011 -2,151.	05/01/2012	
26,823.		775 VEECO 35,407.				04/19/2011 -8,584.	05/01/2012	
12,971.		375 VEECO 15,286.				07/27/2011 -2,315.	07/30/2012	
11,242.		325 VEECO 8,847.				01/11/2012 2,395.	07/30/2012	
3,013.		100 VEECO 2,333.				01/11/2012 680.	01/11/2013	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,014.		100 VEECO 2,332.				01/11/2012 682.	01/11/2013	
3,014.		100 VEECO 2,332.				01/11/2012 682.	01/11/2013	
11,302.		375 VEECO 10,208.				04/03/2012 1,094.	01/11/2013	
3,014.		100 VEECO 2,333.				01/11/2012 681.	01/11/2013	
101,129.		100K VERIZON 4.625% 97,303.				12/31/2004 3,826.	12/10/2012	
29,828.		786 VERIZON 29,294.				03/24/2011 534.	02/08/2012	
4,454.		101 VERIZON 4,436.				07/24/2012 18.	09/17/2012	
13,085.		296 VERIZON 13,000.				07/24/2012 85.	12/06/2012	
8,437.		194 VERIZON 8,520.				07/24/2012 -83.	12/20/2012	
21,519.		511 VERIZON 22,680.				11/06/2012 -1,161.	01/17/2013	
61,507.		1300 VIACOM INC 53,325.				11/09/2011 8,182.	07/02/2012	
19,280.		350 VIACOM INC 14,356.				11/09/2011 4,924.	10/19/2012	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
10,206.		200 VIACOM INC 8,645.				12/02/2011 1,561.	10/31/2012	
8,324.		57 VISA INC 5,036.				07/28/2011 3,288.	12/14/2012	
2,010.		13 VISA INC 1,148.				07/28/2011 862.	01/18/2013	
59,430.		1802 WALGREEN CO 64,705.				12/21/2011 -5,275.	02/01/2012	
1,813.		47 WALGRENN CO 1,774.				12/19/2012 39.	01/17/2013	
19,808.		274 WALMART STORES 13,681.				02/14/2008 6,127.	08/30/2012	
23,135.		319 WALMART STORES 16,109.				03/27/2008 7,026.	11/08/2012	
7,710.		113 WALMART STORES 5,946.				10/24/2008 1,764.	11/15/2012	
10,879.		157 WALMART STORES 8,172.				10/24/2008 2,707.	12/18/2012	
19,336.		250 WATERS CORP 22,912.				03/09/2012 -3,576.	06/26/2012	
15,406.		200 WATERS CORP 18,330.				03/09/2012 -2,924.	08/06/2012	
48,143.		625 WATERS CORP 52,594.				05/08/2012 -4,451.	08/06/2012	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
8,026.		92 WATSON PHARM 6,473.				09/29/2011 1,553.	12/14/2012	
1,148.		14 WATSON PHARM 985.				09/29/2011 163.	01/18/2013	
19,322.		1664 WEATHERFORD INTL 30,749.				09/14/2011 -11,427.	08/31/2012	
48,115.		1406 WELLS FARGO 41,362.				01/09/2012 6,753.	11/06/2012	
10,803.		338 WELLS FARGO 9,998.				01/13/2012 805.	11/13/2012	
2,869.		83 WELLS FARGO 2,457.				01/13/2012 412.	01/17/2013	
1,159.		14 WESTLAKE CHEM 1,085.				12/13/2012 74.	01/18/2013	
7,650.		306 WEYERHAUSER CO 7,644.				08/30/2012 6.	11/16/2012	
1,373.		46 WEYERHAUSER CO 1,149.				08/30/2012 224.	01/18/2013	
11,319.		116 WHOLE FOODS 9,487.				02/10/2012 1,832.	11/02/2012	
22,308.		256 WHOLE FOODS 20,938.				02/10/2012 1,370.	01/08/2013	
61,212.		1750 WILLIS GRP 66,592.				08/25/2011 -5,380.	02/27/2012	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
54,582.		2400 XL GRP 49,411.				04/19/2012 5,171.	08/13/2012	
4,310.		175 XL GRP 3,752.				04/19/2012 558.	12/19/2012	
1,487.		76 YAHOO INC 1,317.				11/07/2012 170.	01/18/2013	
1,333.		21 YUM BRANDS 1,502.				11/08/2012 -169.	01/17/2013	
26,131.		411 YUM BRANDS 29,396.				11/08/2012 -3,265.	01/30/2013	
TOTAL GAIN (LOSS)						<u>682,033.</u>		

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PERSHING LLC	351,770.	351,770.
TOTAL	<u>351,770.</u>	<u>351,770.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
WILLIAM CLARKE CPA	17,847.	17,847.		
TOTALS	<u>17,847.</u>	<u>17,847.</u>		

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
VAUGHAN NELSON ET AL	35,562.	35,562.
AVALON ADVISORS	30,868.	30,868.
BREEN INVESTORS	15,463.	15,463.
HOUSTON GLOBAL INVESTORS LLC	9,568.	9,568.
TOTALS	<u>91,461.</u>	<u>91,461.</u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL EXCISE TAXES	9,113.	
FOREIGN DIVIDEND TAXES	6,775.	6,775.
TOTALS	<u>15,888.</u>	<u>6,775.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BANK CHARGES	1,445.	1,445.
TOTALS	<u>1,445.</u>	<u>1,445.</u>

ATTACHMENT 6

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID EXCISE TAX	4,396.	4,396.
TOTALS	<u>4,396.</u>	<u>4,396.</u>

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AMEGY INVESTMENTS - FUND VN	5,373,606.	5,604,452.
AMEGY INVESTMENTS - FUND A	2,717,223.	3,158,168.
AMEGY INVESTMENTS - FUND B	3,142,826.	3,458,575.
TOTALS	<u>11,233,655.</u>	<u>12,221,195.</u>

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

ATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
BRADY F CARRUTH 2727 ALLEN PARKWAY SUITE 1570 HOUSTON, TX 77019-2125	PRESIDENT	0	0	0
WILLIAM V H CLARKE 2727 ALLEN PARKWAY SUITE 1570 HOUSTON, TX 77019-2125	SECRETARY/TREASURER	0	0	0
ALAN SCHUBERT 2727 ALLEN PARKWAY SUITE 1570 HOUSTON, TX 77019-2125	TRUSTEE	0	0	0
GENTRY LEE 2727 ALLEN PARKWAY SUITE 1570 HOUSTON, TX 77019-2125	TRUSTEE	0	0	0
<u>GRAND TOTALS</u>		<u>0</u>	<u>0</u>	<u>0</u>

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

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT	FOUNDATION STATUS OF RECIPIENT		
BUFFALO BAYOU PARTNERSHIP 1113 VINE STREET STE 200 HOUSTON, TX 77002	NONE PUBLIC		CAPITAL ACQUISITIONS	330,000
THE PARISH CHILDREN'S SCHOOL 11001 HAMMERLY HOUSTON, TX 77043	NONE PUBLIC		SCHOLARSHIPS	120,000.
CAMP FOR ALL 10500 NW FREEWAY #220 HOUSTON, TX 77092	NONE PUBLIC		EQUESTRIAN THERAPY PROGRAM	20,000.
STUDENT CONSERVATION ASSOCIATION 3015 RICHMOND AVE STE 290 HOUSTON, TX 77098	NONE PUBLIC		BUFFALO BAYOU REHABILITATION PROJECT	25,000.
CASA DE ESPERANZA P O BOX 66581 HOUSTON, TX 77266-6581	NONE PUBLIC		CAPITAL CAMPAIGN	25,000.
RIVER OAKS CHAMBER ORCHESTRA 1973 WEST GRAY STE 3 HOUSTON, TX 77019	PUBLIC		ENHANCEMENT OF FAMILY MUSIC SERIES	20,000.

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MEMORIAL PARK CONSERVANCY P O BOX 131024 HOUSTON, TX 77219	NONE PUBLIC	REFORESTATION PROGRAM DROUTH RECOVERY	20,000.
HOUSTON SPCA 900 PORTWAY DRIVE HOUSTON, TX 77024	NONE PUBLIC	OPERATIONS	25,000.
TOTAL CONTRIBUTIONS PAID			<u>585,000.</u>

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE PARISH CHILDREN'S SCHOOL 11001 HAMMERLY HOUSTON, TX 77043	NONE PUBLIC	SCHOLARSHIPS	330,000.
BUFFALO BAYOU PARTNERSHIP 1113 VINE STREET STE 200 HOUSTON, TX 77002	NONE PUBLIC	CAPITAL ACQUISITIONS	470,000.
TOTAL CONTRIBUTIONS APPROVED			<u>800,000.</u>

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2012

Name of estate or trust THE CARRUTH FOUNDATION INC.	Employer identification number 76-0439576
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Note: Form 5227 filers need to complete *only* Parts I and II

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	156,135.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	156,135.

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

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

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	525,898.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	525,898.

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

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part				
13	Net short-term gain or (loss)	13		156,135.
14	Net long-term gain or (loss):			
a	Total for year	14a		525,898.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		682,033.

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

Part IV Capital Loss Limitation

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

**SCHEDULE D-1
(Form 1041)**

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2012

Department of the Treasury
Internal Revenue Service

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

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

Name of estate or trust
THE CARRUTH FOUNDATION INC.

Employer identification number
76-0439576

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1000 ABBOTT LABS	03/30/2012	01/17/2013	32,781.	29,409.	3,372.
381 AUTONATION INC	09/21/2012	11/27/2012	14,961.	16,415.	-1,454.
70 GOOGLE INC	08/21/2012	11/06/2012	47,643.	43,870.	3,773.
3 GOOGLE INC	08/21/2012	01/18/2013	2,088.	2,005.	83.
425 PIONEER NAT RES	01/26/2012	03/22/2012	43,012.	40,949.	2,063.
272 PIONEER NAT RES	02/08/2012	08/21/2012	26,221.	29,877.	-3,656.
425 ADVANCE AUTO	07/26/2011	02/14/2012	33,644.	24,235.	9,409.
100 ADVANCE AUTO	07/26/2011	02/14/2012	7,916.	5,388.	2,528.
300 ADVANCE AUTO	08/11/2011	02/16/2012	25,618.	16,285.	9,333.
49 ALKERMES	12/18/2012	01/17/2013	1,044.	944.	100.
125 ALLEGHENY CORP	12/08/2011	03/20/2012	41,330.	35,360.	5,970.
325 ALTRIA GRP	07/27/2011	03/06/2012	9,735.	7,035.	2,700.
625 ALTRIA GRP	07/27/2011	06/25/2012	21,061.	16,363.	4,698.
725 ALTRIA GRP	08/28/2012	10/31/2012	23,008.	25,051.	-2,043.
47 AIG	09/10/2012	01/17/2013	1,621.	1,573.	48.
19 AMGEN INC	09/10/2012	01/17/2013	1,556.	1,601.	-45.
150 AMPHENOL CORP	11/09/2011	02/09/2012	8,196.	6,919.	1,277.
350 AMPHENOL CORP	11/21/2011	06/26/2012	18,631.	15,444.	3,187.
825 AMPHENOL CORP	11/29/2011	08/22/2012	49,996.	35,555.	14,441.
2450 ANNALY CAP	06/21/2011	03/22/2012	39,596.	45,523.	-5,927.
5675 ANNALY CAP	06/21/2011	05/07/2012	92,220.	98,822.	-6,602.
14 ASHLAND INC	12/07/2012	01/18/2013	1,150.	1,070.	80.
1436 AT&T	03/24/2011	02/08/2012	43,096.	41,312.	1,784.
157 AT&T	07/24/2012	09/17/2012	5,836.	5,416.	420.

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

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

Schedule D-1 (Form 1041) 2012

**SCHEDULE D-1
(Form 1041)**

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2012

Department of the Treasury
Internal Revenue Service

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

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

Name of estate or trust

THE CARRUTH FOUNDATION INC.

Employer identification number

76-0439576

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
620 AT&T	07/24/2012	12/11/2012	21,134.	21,390.	-256.
280 AT&T	07/24/2012	12/17/2012	9,483.	9,660.	-177.
40 AT&T	07/24/2012	01/18/2013	1,281.	1,380.	-99.
80 AUTOZONE	09/22/2011	08/21/2012	29,097.	25,316.	3,781.
27 AVAGO TECH	08/24/2011	02/07/2012	923.	866.	57.
350 AVAGO TECH	08/24/2011	02/07/2012	18,844.	17,762.	1,082.
73 AVAGO TECH	08/24/2011	02/07/2012	2,502.	2,404.	98.
900 AVAGO TECH	09/08/2011	06/26/2012	30,699.	29,579.	1,120.
100 AVAGO TECH	01/18/2012	06/26/2012	3,411.	3,405.	6.
600 AVAGO TECH	01/18/2012	09/21/2012	21,208.	20,430.	778.
100 AVAGO TECH	01/18/2012	09/21/2012	3,532.	3,405.	127.
675 AVAGO TECH	05/09/2012	11/12/2012	22,501.	21,412.	1,089.
300 BALL CORP	08/11/2011	03/06/2012	11,722.	10,454.	1,268.
1425 BALL CORP	08/11/2011	04/26/2012	59,562.	49,666.	9,896.
CIL/BANCO SANTANDER	03/30/2012	11/13/2012	4.	4.	
5131 BANCO SANTANDER	03/30/2012	12/17/2012	39,218.	39,633.	-415.
10,025 BANK OF AMERICA	08/04/2011	03/28/2012	96,537.	107,244.	-10,707.
6000 BANK OF AMERICA	09/21/2011	03/30/2012	56,534.	41,485.	15,049.
250 BANK OF AMERICA	09/11/2012	01/17/2013	2,777.	2,222.	555.
1081 BB&T	01/13/2012	11/07/2012	30,053.	29,306.	747.
514 BED BATH & BEYOND	08/10/2011	02/14/2012	30,369.	25,483.	4,886.
47 BERKSHIRE HATHAWAY INC	01/11/2012	11/13/2012	4,007.	3,670.	337.
42 BIOGEN IDEC	02/08/2012	11/16/2012	5,840.	5,040.	800.
10 BIOGEN IDEC	02/08/2012	01/17/2013	1,397.	1,200.	197.

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

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

Schedule D-1 (Form 1041) 2012

**SCHEDULE D-1
(Form 1041)**

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2012

Department of the Treasury
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
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Name of estate or trust
THE CARRUTH FOUNDATION INC.

Employer identification number
76-0439576

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
2974 BRIGGS & STRATTON	09/21/2011	03/26/2012	37,591.	29,003.	8,588.
825 BROADCOM CORP	02/14/2012	07/13/2012	25,592.	30,212.	-4,620.
1000 BROOKFIELD ASSET	08/12/2011	03/20/2012	31,729.	29,680.	2,049.
1334 C&J ENERGY SVCS	12/12/2011	06/08/2012	23,638.	29,231.	-5,593.
151 CANADIAN PAC	08/30/2012	12/18/2012	14,899.	12,486.	2,413.
11 CANADIAN PAC	08/30/2012	01/18/2013	1,169.	910.	259.
24 CAPITAL ONE	11/13/2012	01/17/2013	1,438.	1,381.	57.
32 CARMAX INC	11/28/2012	01/17/2013	1,189.	1,149.	40.
55 CHICOS FASHION	09/12/2012	01/17/2013	973.	1,053.	-80.
1070 CHICOS FASHION	09/12/2012	01/30/2013	18,748.	20,635.	-1,887.
23 CIGNA CORP	11/08/2012	01/17/2013	1,258.	1,206.	52.
1078 CISCO SYSTEMS	09/09/2011	02/15/2012	21,411.	17,127.	4,284.
5000 CISCO SYSTEMS	05/19/2011	03/28/2012	105,155.	86,858.	18,297.
1489 CISCO SYSTEMS	12/21/2011	07/24/2012	22,484.	27,507.	-5,023.
487 CISCO SYSTEMS	12/21/2011	11/14/2012	8,842.	8,842.	
66 CITIGROUP INC	10/25/2012	01/17/2013	2,670.	2,443.	227.
491 COACH INC	01/31/2012	07/13/2012	28,007.	34,233.	-6,226.
3700 COGENT COMM	02/13/2012	09/10/2012	75,637.	67,337.	8,300.
1225 COGENT COMM	04/03/2012	10/11/2012	25,600.	22,450.	3,150.
65 COMCAST CORP	02/15/2012	01/17/2013	2,553.	1,872.	681.
1500 COMPANHIA DE BEBIDAS	03/28/2012	11/02/2012	61,431.	61,980.	-549.
3100 COMPUTER SCI GRP	08/10/2011	03/20/2012	94,365.	122,343.	-27,978.
292 CONCHO RES	01/19/2012	07/13/2012	24,448.	29,516.	-5,068.
525 CONTANGO OIL & GAS	09/21/2011	03/20/2012	32,825.	29,373.	3,452.

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

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

Schedule D-1 (Form 1041) 2012

**SCHEDULE D-1
(Form 1041)**

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2012

Department of the Treasury
Internal Revenue Service

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

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Name of estate or trust

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Employer identification number

76-0439576

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a					
14 CONTINENTAL RES	01/04/2013	01/17/2013	1,112.	1,092.	20.
900 CORRECTIONS CORP	06/18/2012	11/13/2012	29,884.	24,713.	5,171.
675 CORRECTIONS CORP	06/18/2012	12/13/2012	23,607.	18,535.	5,072.
251 CUMMINS INC	02/10/2012	09/27/2012	23,224.	30,108.	-6,884.
144 CVS CAREMARK	02/08/2012	11/28/2012	6,526.	6,283.	243.
39 CVS CAREMARK	02/08/2012	01/17/2013	1,998.	1,701.	297.
332 D R HORTON	02/16/2012	11/16/2012	6,132.	4,826.	1,306.
64 D R HORTON	02/16/2012	01/17/2013	1,336.	930.	406.
590 DIRECTV COM	09/05/2012	11/08/2012	29,171.	31,140.	-1,969.
FRAC SH/DUKE ENERGY	03/28/2012	07/03/2012	46.	42.	4.
305 DUN & BRADSTREET	10/31/2011	06/19/2012	20,819.	20,469.	350.
645 DUN & BRADSTREET	04/03/2012	07/02/2012	45,663.	45,431.	232.
20 EASTMAN CHEM	11/07/2012	01/18/2013	1,387.	1,205.	182.
289 EBAY INC	06/14/2012	11/08/2012	13,847.	11,563.	2,284.
35 EBAY INC	06/14/2012	01/18/2013	1,850.	1,400.	450.
1375 ENDO PHARM	01/30/2012	11/01/2012	40,139.	51,306.	-11,167.
2275 ENDO PHARM	01/30/2012	12/14/2012	59,768.	79,148.	-19,380.
136 EOG RES	01/11/2012	09/27/2012	15,340.	14,046.	1,294.
27 EXPRESS SCRIPT	08/22/2012	01/17/2013	1,455.	1,643.	-188.
330 FAMILY DOLLAR	12/04/2012	01/03/2013	18,737.	23,348.	-4,611.
3410 FORD MOTOR	01/12/2012	07/24/2012	30,659.	41,594.	-10,935.
84 FORD MOTOR	01/10/2013	01/17/2013	1,154.	1,167.	-13.
2000 FRANCE TELECOM	03/20/2012	11/02/2012	22,022.	31,060.	-9,038.
1015 GENERAL ELEC	01/30/2012	11/06/2012	21,895.	19,141.	2,754.

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

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

Schedule D-1 (Form 1041) 2012

SCHEDULE D-1
(Form 1041)

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2012

Department of the Treasury
Internal Revenue Service

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Name of estate or trust

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76-0439576

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(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
397 GENERAL ELEC	01/30/2012	11/27/2012	8,283.	7,487.	796.
558 GENERAL ELEC	01/30/2012	12/20/2012	11,701.	10,523.	1,178.
102 GENERAL ELEC	01/30/2012	01/18/2013	2,183.	1,924.	259.
40 GENERAL MILLS	08/29/2012	01/17/2013	1,608.	1,588.	20.
26 GILEAD SCI	08/28/2012	01/17/2013	1,980.	1,507.	473.
1000 GOLDMAN SACHS	09/22/2011	03/26/2012	127,149.	109,650.	17,499.
18 GOLDMAN SACHS	11/07/2012	01/17/2013	2,512.	2,158.	354.
77 GRAINGER	10/04/2012	11/29/2012	14,858.	16,511.	-1,653.
580 HCA HLDGS	09/17/2012	11/07/2012	19,745.	18,544.	1,201.
30 HCA HLDGS	09/17/2012	01/17/2013	1,057.	959.	98.
64 HERTZ GLBL	12/06/2012	01/17/2013	1,094.	1,027.	67.
24 HEWLETT PACKARD	05/16/2011	03/26/2012	530.	958.	-428.
2719 HEWLETT PACKARD	06/01/2011	03/28/2012	63,313.	104,332.	-41,019.
650 HJ HEINZ	10/06/2011	08/28/2012	37,660.	33,209.	4,451.
26 HONEYWELL INTL	07/25/2012	01/18/2013	1,712.	1,481.	231.
608 IAC INTERACTIVE	09/05/2012	11/07/2012	26,768.	31,620.	-4,852.
50 IBM CORP	06/08/2011	03/06/2012	9,830.	8,203.	1,627.
150 IBM CORP	09/27/2011	07/13/2012	27,867.	26,852.	1,015.
26 ILLINOIS TOOL	08/28/2012	01/18/2013	1,601.	1,549.	52.
616 INTEL CORP	11/06/2012	12/14/2012	12,558.	14,776.	-2,218.
461 INTEL CORP	11/06/2012	12/19/2012	9,701.	10,039.	-338.
30 INTL PAPER	12/20/2012	01/18/2013	1,213.	1,188.	25.
2875 JEFFERIES GRP	11/10/2011	03/28/2012	54,060.	32,202.	21,858.
FRAC SH/KINDER MORGAN	03/26/2012	05/15/2012	3.	3.	

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

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Schedule D-1 (Form 1041) 2012

SCHEDULE D-1
(Form 1041)

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2012

Department of the Treasury
Internal Revenue Service

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Name of estate or trust
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Employer identification number
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Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a FRAC SH/KINDER MORGAN	03/26/2012	08/14/2012	58.	58.	
FRAC SH/KINDER MORGAN	03/26/2012	11/14/2012	55.	55.	
121 KOHLS CORP	08/30/2012	11/14/2012	6,209.	6,419.	-210.
469 KOHLS CORP	08/30/2012	01/03/2013	19,818.	24,879.	-5,061.
3775 KORN/FERRY INTL	09/01/2011	03/26/2012	61,763.	58,171.	3,592.
49 KROGER CO	11/09/2012	01/17/2013	1,270.	1,203.	67.
2250 LEUCADIA NATL	08/11/2011	03/26/2012	61,312.	59,674.	1,638.
925 LEXMARK INTL	04/28/2011	03/20/2012	32,512.	29,572.	2,940.
670 LIMITED BRANDS	02/08/2012	06/26/2012	27,409.	30,056.	-2,647.
2489 LSI LOGIC	09/10/2012	10/25/2012	16,755.	19,285.	-2,530.
22 LYONDELL BASELL	12/11/2012	01/18/2013	1,326.	1,188.	138.
409 MACYS INC	09/12/2012	12/19/2012	15,903.	16,077.	-174.
1525 MANPOWER GRP	09/01/2011	03/26/2012	71,665.	57,663.	14,002.
800 MANTECH INTL	08/02/2011	03/20/2012	27,328.	31,482.	-4,154.
35 MASTERCARD INC	04/19/2011	02/03/2012	13,619.	9,001.	4,618.
25 MASTERCARD INC	01/24/2012	01/18/2013	12,831.	6,712.	6,119.
4 MASTERCARD INC	10/04/2012	01/18/2013	2,030.	1,904.	126.
36 MAXIM INTEGRATED	12/14/2012	01/18/2013	1,056.	1,074.	-18.
185 MCDONALD CORP	09/06/2012	11/14/2012	15,752.	16,792.	-1,040.
2150 MEREDITH CORP	06/06/2011	03/20/2012	71,063.	63,830.	7,233.
3425 MICROSOFT	06/10/2011	03/28/2012	109,986.	85,842.	24,144.
2000 MICROSOFT	06/10/2011	03/30/2012	64,564.	47,775.	16,789.
58 MONDELEZ INTL	12/20/2012	01/17/2013	1,584.	1,512.	72.
19 MOTOROLA SOLUTIONS	11/12/2012	01/18/2013	1,069.	1,017.	52.

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

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

Schedule D-1 (Form 1041) 2012

**SCHEDULE D-1
(Form 1041)**

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2012

Department of the Treasury
Internal Revenue Service

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47 MYLAN INC	11/07/2012	01/18/2013	1,270.	1,215.	55.
1600 NABORS INDS	08/10/2011	03/20/2012	31,888.	29,506.	2,382.
23 NATIONAL OILWELL VARCO	02/08/2012	01/17/2013	1,610.	1,880.	-270.
200 NEWMONT MNG	11/30/2011	02/16/2012	12,030.	13,584.	-1,554.
700 NEWMONT MNG	01/26/2012	02/16/2012	42,113.	45,858.	-3,745.
66 NEWS CORP	11/08/2012	01/17/2013	1,773.	1,616.	157.
281 NIKE INC	01/31/2012	07/24/2012	26,157.	29,484.	-3,327.
278 NORDSTROM INC	09/12/2012	12/18/2012	14,463.	16,132.	-1,669.
375 NORFOLK SO	01/12/2012	05/29/2012	24,961.	29,446.	-4,485.
753 NORTHERN TRUST	09/29/2011	09/27/2012	34,992.	26,602.	8,390.
32 OASIS PETE	01/04/2013	01/17/2013	1,102.	1,059.	43.
175 OIL STATES INTL	05/23/2011	02/13/2012	14,565.	12,801.	1,764.
100 OIL STATES INTL	05/23/2011	02/28/2012	8,332.	7,315.	1,017.
100 OIL STATES INTL	05/23/2011	02/28/2012	8,332.	7,315.	1,017.
175 OIL STATES INTL	12/27/2011	04/18/2012	12,517.	12,958.	-441.
209 ORACLE CORP	07/13/2012	09/27/2012	6,509.	6,177.	332.
95 ORACLE CORP	07/13/2012	01/18/2013	3,241.	2,808.	433.
52 PEPSICO INC	07/29/2011	02/10/2012	3,306.	3,326.	-20.
800 PHILLIPS 66	05/04/2012	11/02/2012	37,160.	28,276.	8,884.
30 PHILLIPS 66	11/07/2012	01/17/2013	1,611.	1,489.	122.
675 PLAINS EXPLORATION	09/17/2012	12/10/2012	30,113.	27,007.	3,106.
500 PLAINS EXPLORATION	09/17/2012	12/13/2012	22,581.	20,005.	2,576.
474 PNC FINL SVCS	01/13/2012	07/25/2012	27,424.	29,326.	-1,902.
225 PRAXAIR INC	09/29/2011	04/02/2012	25,793.	22,264.	3,529.

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

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Schedule D-1 (Form 1041) 2012

SCHEDULE D-1
(Form 1041)

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2012

Department of the Treasury
Internal Revenue Service

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200 PRAXAIR INC	09/29/2011	09/11/2012	21,301.	19,183.	2,118.
100 PRAXAIR INC	03/09/2012	09/17/2012	10,792.	11,020.	-228.
50 PRECISION CASTPARTS	08/10/2012	12/19/2012	9,359.	8,091.	1,268.
52 PRICELINE COM	02/22/2012	08/08/2012	29,205.	30,135.	-930.
479 PROCTOR & GAMBLE	03/29/2011	02/10/2012	30,524.	29,419.	1,105.
709 PROCTOR & GAMBLE	06/20/2012	09/06/2012	48,115.	42,813.	5,302.
204 PROCTOR & GAMBLE	10/25/2012	12/05/2012	14,305.	14,305.	
32 PROCTOR & GAMBLE	10/25/2012	01/17/2013	2,192.	2,244.	-52.
221 REGIONS FNCL	07/25/2012	01/17/2013	1,615.	1,536.	79.
2500 REPUBLIC SVCS	07/02/2012	09/17/2012	71,460.	65,539.	5,921.
266 SCHLUMBERGER LTD	01/30/2012	11/07/2012	18,714.	20,620.	-1,906.
1625 SEI INV	11/30/2011	03/23/2012	33,864.	26,869.	6,995.
575 SEI INV	11/30/2011	04/10/2012	11,568.	9,580.	1,988.
400 SEI INV	11/30/2011	04/10/2012	8,048.	6,664.	1,384.
1000 SOLERA HLDG	05/09/2012	07/13/2012	39,121.	44,646.	-5,525.
100 SOUTHERN COPPER	03/20/2012	01/17/2013	4,052.	3,130.	922.
400 SOUTHERN COPPER	03/20/2012	01/17/2013	16,219.	12,517.	3,702.
216 STARBUCKS CORP	08/08/2011	07/27/2012	10,107.	7,527.	2,580.
30 STARBUCKS CORP	11/15/2012	01/17/2013	1,599.	1,466.	133.
297 SUNTRUST BKS	08/22/2012	11/15/2012	7,489.	7,461.	28.
45 SUNTRUST BKS	08/22/2012	01/17/2013	1,291.	1,130.	161.
1675 SUPERIOR ENERGY	10/12/2011	03/06/2012	46,698.	39,648.	7,050.
100 SUPERIOR ENERGY	10/12/2011	03/22/2012	2,597.	2,398.	199.
425 SUPERIOR ENERGY	10/12/2011	03/22/2012	11,041.	10,191.	850.

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

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Schedule D-1 (Form 1041) 2012

**SCHEDULE D-1
(Form 1041)**

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2012

Department of the Treasury
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
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Name of estate or trust THE CARRUTH FOUNDATION INC.	Employer identification number 76-0439576
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Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 100 SUPERIOR ENERGY	10/12/2011	03/22/2012	2,599.	2,398.	201.
37 TARGET CORP	07/13/2012	01/17/2013	2,234.	2,291.	-57.
1275 TE CONNECTIVITY	04/19/2012	06/26/2012	39,573.	44,709.	-5,136.
TELEFONICA SA	03/20/2012	06/18/2012	8.	8.	
2052 TELEFONCIA SA	03/20/2012	12/17/2012	26,969.	35,323.	-8,354.
2934 TELEPHONE & DATA	10/19/2011	03/20/2012	69,145.	60,328.	8,817.
21 THERMO FISHER SCI	11/28/2012	01/18/2013	1,409.	1,312.	97.
1000 THOMSON REUTERS	03/20/2012	11/06/2012	27,789.	29,104.	-1,315.
31 TJX COS	11/14/2012	01/17/2013	1,345.	1,299.	46.
1600 TOTAL SA	03/20/2012	11/02/2012	80,672.	88,624.	-7,952.
575 TOWERS WATSON	11/30/2011	11/26/2012	33,620.	37,406.	-3,786.
750 TRANSOCEAN LTD	11/21/2011	03/20/2012	42,781.	34,457.	8,324.
20 TRIMBLE NAV	11/28/2012	01/18/2013	1,199.	1,108.	91.
60 UNION PACIFIC	01/09/2012	11/15/2012	6,961.	6,573.	388.
175 VALEANT PHARM	09/22/2011	02/09/2012	8,485.	6,496.	1,989.
175 VALEANT PHARM	09/23/2011	02/27/2012	8,778.	6,496.	2,282.
525 VALEANT PHARM	10/31/2011	04/25/2012	29,271.	19,715.	9,556.
950 VALEANT PHARM	06/15/2012	09/04/2012	55,930.	41,899.	14,031.
18 VALEANT PHARM	12/13/2012	01/18/2013	1,103.	1,047.	56.
191 VALERO ENERGY	08/22/2012	11/14/2012	5,539.	5,660.	-121.
39 VALERO ENERGY	08/22/2012	01/17/2013	1,401.	1,156.	245.
225 VEECO	04/19/2011	03/06/2012	5,958.	10,276.	-4,318.
350 VEECO	07/27/2011	05/01/2012	12,118.	14,269.	-2,151.
325 VEECO	01/11/2012	07/30/2012	11,242.	8,847.	2,395.

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

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

Schedule D-1 (Form 1041) 2012

**SCHEDULE D-1
(Form 1041)**

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2012

Department of the Treasury
Internal Revenue Service

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

Name of estate or trust

THE CARRUTH FOUNDATION INC.

Employer identification number

76-0439576

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
100 VEECO	01/11/2012	01/11/2013	3,013.	2,333.	680.
100 VEECO	01/11/2012	01/11/2013	3,014.	2,332.	682.
100 VEECO	01/11/2012	01/11/2013	3,014.	2,332.	682.
375 VEECO	04/03/2012	01/11/2013	11,302.	10,208.	1,094.
100 VEECO	01/11/2012	01/11/2013	3,014.	2,333.	681.
786 VERIZON	03/24/2011	02/08/2012	29,828.	29,294.	534.
101 VERIZON	07/24/2012	09/17/2012	4,454.	4,436.	18.
296 VERIZON	07/24/2012	12/06/2012	13,085.	13,000.	85.
194 VERIZON	07/24/2012	12/20/2012	8,437.	8,520.	-83.
511 VERIZON	11/06/2012	01/17/2013	21,519.	22,680.	-1,161.
1300 VIACOM INC	11/09/2011	07/02/2012	61,507.	53,325.	8,182.
350 VIACOM INC	11/09/2011	10/19/2012	19,280.	14,356.	4,924.
200 VIACOM INC	12/02/2011	10/31/2012	10,206.	8,645.	1,561.
1802 WALGREEN CO	12/21/2011	02/01/2012	59,430.	64,705.	-5,275.
47 WALGRENN CO	12/19/2012	01/17/2013	1,813.	1,774.	39.
250 WATERS CORP	03/09/2012	06/26/2012	19,336.	22,912.	-3,576.
200 WATERS CORP	03/09/2012	08/06/2012	15,406.	18,330.	-2,924.
625 WATERS CORP	05/08/2012	08/06/2012	48,143.	52,594.	-4,451.
1664 WEATHERFORD INTL	09/14/2011	08/31/2012	19,322.	30,749.	-11,427.
1406 WELLS FARGO	01/09/2012	11/06/2012	48,115.	41,362.	6,753.
338 WELLS FARGO	01/13/2012	11/13/2012	10,803.	9,998.	805.
14 WESTLAKE CHEM	12/13/2012	01/18/2013	1,159.	1,085.	74.
306 WEYERHAUSER CO	08/30/2012	11/16/2012	7,650.	7,644.	6.
46 WEYERHAUSER CO	08/30/2012	01/18/2013	1,373.	1,149.	224.

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

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

Schedule D-1 (Form 1041) 2012

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 50 3M	06/08/2011	12/19/2012	4,630.	4,537.	93.
166 ABOtt LABS	09/22/2011	12/31/2012	10,706.	8,407.	2,299.
35 ABBOTT LABS	09/22/2011	01/17/2013	1,108.	851.	257.
25 GOOGLE INC	05/16/2011	08/13/2012	16,348.	13,155.	3,193.
60 GOOGLE INC	06/08/2011	10/03/2012	45,619.	31,426.	14,193.
15 GOOGLE INC	06/08/2011	10/09/2012	11,151.	7,806.	3,345.
35 ABBVIE INC	09/22/2011	01/17/2013	1,239.	921.	318.
5475 ACTIVISION BLIZZARD	10/01/2010	03/20/2012	68,226.	60,063.	8,163.
125 ADVANCE AUTO	08/11/2011	11/12/2012	9,763.	6,802.	2,961.
175 ADVANCE AUTO	08/11/2011	01/18/2013	12,805.	9,523.	3,282.
292 ALLEGHENY CORP	11/27/2009	03/20/2012	96,547.	74,287.	22,260.
200 ALTRIA GRP	07/27/2011	10/17/2012	6,686.	5,236.	1,450.
350 ALTRIA GRP	07/27/2011	10/17/2012	11,701.	9,163.	2,538.
200 ALTRIA GRP	07/27/2011	10/25/2012	6,393.	5,236.	1,157.
1150 ALTRIA GRP	08/05/2011	10/25/2012	36,775.	29,887.	6,888.
200 ALTRIA GRP	08/05/2011	10/31/2012	6,344.	5,198.	1,146.
475 ALTRIA GRP	09/08/2011	10/31/2012	15,072.	12,917.	2,155.
577 AMERICAN EXPRESS	11/10/2010	08/21/2012	32,763.	25,092.	7,671.
33 APPLE INC	01/22/2010	09/06/2012	22,203.	6,662.	15,541.
36 APPLE INC	07/29/2011	11/06/2012	20,880.	7,954.	12,926.
36 APPLE INC	07/29/2011	11/29/2012	21,179.	14,123.	7,056.
25 APPLE INC	07/29/2011	01/10/2013	12,862.	9,808.	3,054.
8 APPLE INC	07/29/2011	01/18/2013	3,950.	3,138.	812.
1 APPLE INC	07/29/2011	01/18/2013	494.	392.	102.
3525 ARCH CAP	02/18/2010	03/20/2012	130,106.	84,700.	45,406.

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 184 BALL CORP	09/30/2011	11/14/2012	7,936.	5,795.	2,141.
175 BALL CORP	08/11/2011	12/18/2012	7,724.	6,100.	1,624.
200 BALL CORP	08/11/2011	01/18/2013	9,193.	6,971.	2,222.
27 BALL CORP	09/30/2011	01/18/2013	1,207.	850.	357.
100K BERKSHIRE HATHAWAY 4.75%	11/30/2007	05/15/2012	100,000.	101,430.	-1,430.
28 BERKSHIRE HATHAWAY INC	01/11/2012	01/17/2013	2,627.	2,186.	441.
7375 H&R BLOCK	10/21/2010	03/28/2012	123,553.	109,242.	14,311.
3750 BRISTOL MYERS SQUIBB	05/20/2010	03/30/2012	126,901.	86,702.	40,199.
1115 BRISTOL MYERS SQUIBB	03/31/2011	09/10/2012	37,029.	29,681.	7,348.
475 CASH AMER INTL	10/13/2010	03/20/2012	22,211.	16,483.	5,728.
143 CATERPILLAR INC	11/16/2010	08/30/2012	12,064.	11,516.	548.
119 CATERPILLAR INC	11/16/2010	11/07/2012	10,144.	9,584.	560.
19 CATERPILLAR INC	11/16/2010	01/18/2013	1,795.	1,530.	265.
71 CELGENE INC	09/23/2011	09/27/2012	5,414.	4,446.	968.
144 CELGENE INC	09/23/2011	11/12/2012	10,833.	9,017.	1,816.
20 CELGENE INC	09/23/2011	01/17/2013	1,931.	1,252.	679.
130 CHEVRON CORP	02/02/2009	10/25/2012	14,320.	9,095.	5,225.
40 CHEVRON CORP	02/02/2009	11/15/2012	4,037.	2,798.	1,239.
94 CHEVRON CORP	02/02/2009	12/05/2012	9,822.	6,576.	3,246.
24 CHEVRON CORP	02/02/2009	01/17/2013	2,727.	1,679.	1,048.
189 CHUBB CORP	08/03/2010	09/27/2012	14,336.	10,031.	4,305.
15 CHUBB CORP	08/03/2010	01/17/2013	1,145.	796.	349.
4925 CISCO SYSTEMS	11/11/2010	03/26/2012	101,766.	118,229.	-16,463.
89 CISCO SYSTEMS	12/21/2011	01/18/2013	1,823.	1,601.	222.
952 COCA COLA	03/02/2007	08/31/2012	35,566.	21,987.	13,579.
6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b					

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Employer identification number

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 326 COCA COLA	03/25/2011	09/11/2012	12,270.	9,625.	2,645.
356 COCA COLA	03/25/2011	11/29/2012	13,397.	11,645.	1,752.
255 COCA COLA	03/25/2011	01/10/2013	9,372.	8,341.	1,031.
33 COCA COLA	03/25/2011	01/17/2013	1,200.	1,079.	121.
399 DEERE & CO	03/31/2011	08/30/2012	29,781.	38,356.	-8,575.
495 DUN & BRADSTREET	06/13/2011	06/19/2012	33,794.	38,109.	-4,315.
184 DUPONT	03/25/2011	08/30/2012	9,097.	10,057.	-960.
627 DUPONT	08/16/2011	11/07/2012	27,555.	32,051.	-4,496.
2875 ECHOSTAR CORP	12/03/2009	03/20/2012	81,658.	56,725.	24,933.
1293 EMC CORP	07/29/2011	11/12/2012	31,190.	33,418.	-2,228.
10 EOG RES	01/11/2012	01/17/2013	1,222.	1,033.	189.
214 EXXONMOBILE	02/02/2009	11/28/2012	18,715.	16,217.	2,498.
51 EXXONMOBILE	02/02/2009	01/17/2013	4,578.	3,865.	713.
29 FOOT LOCKER	12/05/2012	01/17/2012	933.	1,016.	-83.
4550 GAMESTOP CORP	01/22/2010	03/20/2012	109,489.	96,172.	13,317.
629 HALLIBURTON	03/04/2011	11/29/2012	20,682.	28,293.	-7,611.
679 HOME DEPOT	01/22/2009	09/12/2012	38,384.	14,830.	23,554.
22 HOME DEPOT	01/22/2009	01/17/2013	2,111.	721.	1,390.
375 IBM CORP	06/30/2011	07/13/2012	69,671.	63,061.	6,610.
78 IBM CORP	03/15/2011	08/31/2012	15,178.	12,337.	2,841.
97 IBM CORP	03/15/2011	11/06/2012	18,864.	15,342.	3,522.
49 IBM CORP	03/15/2011	11/15/2012	9,036.	7,750.	1,286.
63 IBM CORP	08/18/2011	11/27/2012	12,014.	10,076.	1,938.
65 IBM CORP	08/18/2011	12/14/2012	12,405.	10,644.	1,761.
7 IBM CORP	08/18/2011	01/18/2013	1,317.	1,146.	171.

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

Schedule D-1 (Form 1041) 2012

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 772 INTEL CORP	01/25/2011	09/11/2012	18,212.	15,607.	2,605.
514 INTEL CORP	01/25/2011	09/17/2012	11,870.	11,289.	581.
276 INTEL CORP	01/25/2011	09/21/2012	6,336.	6,007.	329.
482 INTEL CORP	01/25/2011	12/14/2012	9,823.	10,363.	-540.
525 ITT CORP	01/25/2006	02/29/2012	11,874.	10,616.	1,258.
300 ITT CORP	01/24/2006	02/29/2012	6,786.	6,872.	-86.
100 ITT CORP	11/29/2007	02/29/2012	2,262.	2,474.	-212.
194 JOHNSON & JOHNSON	12/13/2007	09/17/2012	13,165.	13,157.	8.
176 JOHNSON & JOHNSON	12/13/2007	12/14/2012	12,397.	11,937.	460.
41 JOHNSON & JOHNSON	09/23/2008	01/18/2013	2,948.	2,819.	129.
826 JPMORGAN CHASE	10/02/2008	07/24/2012	28,282.	33,508.	-5,226.
619 JPMORGAN CHASE	06/03/2009	10/25/2012	25,739.	28,477.	-2,738.
133 JPMORGAN CHASE	06/03/2009	11/13/2012	5,290.	4,603.	687.
45 JPMORGAN CHASE	06/03/2009	01/17/2013	2,059.	1,557.	502.
FRAC SH/KONINKLIJKE PHILIPS	03/28/2011	06/07/2012	2.	2.	
1700 LEXMARK INTL	03/01/2011	03/20/2012	59,738.	62,988.	-3,250.
1167 LIBERTY MEDIA	02/22/2010	03/26/2012	103,817.	62,106.	41,711.
450 LILLY ELI	01/07/2010	01/17/2013	23,815.	15,878.	7,937.
2700 LOWES CO	06/06/2010	03/20/2012	107,163.	90,987.	16,176.
185 MCDONALDS CORP	06/03/2009	07/25/2012	16,283.	11,256.	5,027.
275 MCDONALD CORP	01/25/2011	11/08/2012	23,370.	19,957.	3,413.
66 MCDONALD CORP	01/25/2011	11/14/2012	5,620.	4,974.	646.
116 MERCK & CO	03/31/2011	12/19/2012	5,042.	3,854.	1,188.
34 MERCK & CO	03/31/2011	01/18/2013	1,411.	1,130.	281.
713 MICROSOFT	11/04/2010	08/31/2012	21,943.	20,372.	1,571.

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 269 MICROSOFT	11/04/2010	09/11/2012	8,264.	7,319.	945.
475 MICROSOFT	11/04/2010	09/27/2012	14,348.	12,925.	1,423.
559 MICROSOFT	11/16/2010	12/14/2012	14,926.	14,923.	3.
50 MICROSOFT	11/16/2010	01/18/2013	1,314.	1,293.	21.
19 MONSANTO CO	01/12/2012	01/18/2013	1,883.	1,533.	350.
1750 NORTHRUP GRUMMAN	04/18/2008	03/26/2012	107,575.	98,126.	9,449.
487 NOVARTIS	02/02/2009	02/15/2012	27,338.	20,720.	6,618.
175 OIL STATES INTL	05/23/2011	02/28/2013	14,582.	12,801.	1,781.
450 OIL STATES INTL	12/27/2011	01/16/2013	34,335.	34,338.	-3.
392 PEPSICO INC	01/13/2006	02/10/2012	24,927.	23,109.	1,818.
98 PEPSICO INC	07/29/2011	09/17/2012	6,846.	6,269.	577.
138 PEPSICO INC	07/29/2011	12/19/2012	9,626.	8,827.	799.
19 PEPSICO INC	07/29/2011	01/17/2013	1,335.	1,215.	120.
681 PFIZER INC	11/04/2010	02/15/2012	14,329.	11,856.	2,473.
1300 PFIZER INC	08/24/2010	01/17/2013	34,673.	20,657.	14,016.
106 PFIZER INC	11/04/2010	01/18/2013	2,778.	1,845.	933.
529 PHILIP MORRIS	01/06/2010	08/29/2012	47,987.	26,675.	21,312.
234 PHILIP MORRIS	01/06/2010	11/08/2012	20,137.	11,391.	8,746.
111 PHILIP MORRIS	01/06/2010	12/05/2012	9,820.	5,403.	4,417.
118 PHILIP MORRIS	01/06/2010	12/20/2012	10,007.	5,744.	4,263.
15 PHILIP MORRIS	01/06/2010	01/17/2013	1,298.	730.	568.
1650 PLAINS EXPLORATION	01/07/2010	03/20/2012	74,865.	50,402.	24,463.
177 QUALCOM INC	01/13/2011	12/17/2012	10,817.	9,173.	1,644.
30 QUALCOM INC	01/13/2011	01/18/2013	1,908.	1,555.	353.
229 SCHLUMBERGER LTD	03/30/2011	10/25/2012	16,566.	21,482.	-4,916.

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

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Employer identification number

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 89 SCHLUMBERGER LTD	03/10/2011	11/07/2012	6,261.	8,349.	-2,088.
501 STARBUCKS CORP	11/08/2010	02/16/2012	24,288.	15,366.	8,922.
401 STARBUCKS CORP	11/08/2010	07/27/2013	18,767.	12,299.	6,468.
1650 SUPERIOR ENERGY	12/02/2012	06/14/2012	31,636.	44,225.	-12,589.
801 TRANSOCEAN LTD	05/20/2010	03/20/2012	45,689.	46,820.	-1,131.
15 UNION PACIFIC	01/09/2012	01/18/2013	1,926.	1,643.	283.
442 UNITED PARCEL	03/06/2008	08/30/2012	32,680.	31,967.	713.
218 UNITED TECHONOLOGIES	10/22/2008	09/07/2012	17,242.	11,005.	6,237.
250 UNITED TECHNOLOGIES	10/22/2008	12/11/2012	20,292.	12,621.	7,671.
837 UNITEDHEALTH	06/23/2011	08/21/2012	44,989.	42,704.	2,285.
295 US BANCORP	07/29/2011	11/16/2012	9,158.	7,738.	1,420.
55 US BANCORP	07/29/2011	01/17/2013	1,771.	1,443.	328.
150K USTN 1.375% 9/15/12	04/14/2010	09/17/2012	150,000.	150,412.	-412.
50K USTN 2,875% 1/31/13	05/01/2008	01/17/2013	50,005.	49,830.	175.
150K USTN 2.875% 1/31/13	06/25/2009	01/31/2013	150,000.	153,085.	-3,085.
50K USTN 4% 11/15/12	01/11/2005	11/15/2012	50,000.	51,555.	-1,555.
775 VEECO	04/19/2011	05/01/2012	26,823.	35,407.	-8,584.
375 VEECO	07/27/2011	07/30/2012	12,971.	15,286.	-2,315.
100K VERIZON 4.625%	12/31/2004	12/10/2012	101,129.	97,303.	3,826.
57 VISA INC	07/28/2011	12/14/2012	8,324.	5,036.	3,288.
13 VISA INC	07/28/2011	01/18/2013	2,010.	1,148.	862.
274 WALMART STORES	02/14/2008	08/30/2012	19,808.	13,681.	6,127.
319 WALMART STORES	03/27/2008	11/08/2012	23,135.	16,109.	7,026.
113 WALMART STORES	10/24/2008	11/15/2012	7,710.	5,946.	1,764.
157 WALMART STORES	10/24/2008	12/18/2012	10,879.	8,172.	2,707.

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

Schedule D-1 (Form 1041) 2012

