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

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 **APR 1, 2012**, and ending **MAR 31, 2013**

Name of foundation J.E. AND MILDRED WAGGONER FAMILY FOUNDATION, INC.		A Employer identification number 56-1847923
Number and street (or P O box number if mail is not delivered to street address) 2341 ROBINWOOD ROAD	Room/suite	B Telephone number 704-864-7633
City or town, state, and ZIP code GASTONIA, NC 28054		C If exemption application is pending, check here <input type="checkbox"/>
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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,171,167. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

SCANNED AUG 15 2013

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(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			N/A	
2 Check <input checked="" 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	30,628.	30,628.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	28,447.			
b Gross sales price for all assets on line 6a 862,566.		28,447.		
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)				
11 Other income				
12 Total. Add lines 1 through 11	59,075.	59,075.		
13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
14 Other employee salaries and wages				
15 Pension, plans, employee benefits				
16a Legal fees AUG 18 2013				
b Accounting fees STMT 2	1,415.	1,415.		0.
c Other professional fees STMT 3	12,324.	12,324.		0.
17 Interest				
18 Taxes STMT 4	2,501.	2,501.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	16,240.	16,240.		0.
25 Contributions, gifts, grants paid	58,475.			58,475.
26 Total expenses and disbursements. Add lines 24 and 25	74,715.	16,240.		58,475.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	<15,640.>			
b Net investment income (if negative, enter -0-)		42,835.		
c Adjusted net income (if negative, enter -0-)			N/A	

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**J.E. AND MILDRED WAGGONER
FAMILY FOUNDATION, INC.**

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	93,509.	118,918.	118,918.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 5	50,364.	50,364.	53,086.
	b Investments - corporate stock STMT 6	416,606.	367,120.	423,362.
	c Investments - corporate bonds STMT 7	104,152.	51,491.	57,087.
11 Investments - land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8	446,868.	507,966.	518,714.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	1,111,499.	1,095,859.	1,171,167.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	1,111,499.	1,095,859.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	1,111,499.	1,095,859.		
31 Total liabilities and net assets/fund balances	1,111,499.	1,095,859.		

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)	1,111,499.
2 Enter amount from Part I, line 27a	<15,640.>
3 Other increases not included in line 2 (itemize) ▶	0.
4 Add lines 1, 2, and 3	1,095,859.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,095,859.

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FAMILY FOUNDATION, INC.**

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 SCHEDULE ATTACHED	P		
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 862,566.		834,119.	28,447.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
(j) F.M.V. as of 12/31/69	(l) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			28,447.
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	28,447.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	N/A

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	58,800.	1,170,280.	.050244
2010	56,000.	1,168,289.	.047933
2009	55,000.	1,104,901.	.049778
2008	64,675.	1,162,806.	.055620
2007	70,105.	1,377,977.	.050875

2 Total of line 1, column (d)	2	.254450
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	.050890
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,154,089.
5 Multiply line 4 by line 3	5	58,732.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	428.
7 Add lines 5 and 6	7	59,160.
8 Enter qualifying distributions from Part XII, line 4	8	58,475.

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.

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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 _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b.	1	857.
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	0.
3	Add lines 1 and 2	3	857.
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	857.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,520.
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	1,520.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	663.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 663. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

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

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FAMILY FOUNDATION, INC.**

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

<p>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)</p>	11		X
<p>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)</p>	12		X
<p>13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u></p>	13	X	
<p>14 The books are in care of ▶ <u>RUTH WAGGONER</u> Telephone no. ▶ <u>704-864-7633</u> Located at ▶ <u>2341 ROBINWOOD ROAD, GASTONIA, NC</u> ZIP+4 ▶ <u>28054</u></p>			
<p>15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u> <u>N/A</u></p>			
<p>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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶</p>	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
<p>1a During the year did the foundation (either directly or indirectly)</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
<p>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)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/> <u>N/A</u></p>	1b		
<p>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?</p>	1c		X
<p>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)):</p> <p>a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶</p> <p>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.) <u>N/A</u></p> <p>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶</p>	2b		
<p>3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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.) <u>N/A</u></p>	3b		
<p>4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?</p>	4a		X
<p>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?</p>	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)? 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 Yes No

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). N/A

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. 6b X

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 7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 0

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	1,171,664.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,171,664.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,171,664.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	17,575.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,154,089.
6	Minimum investment return. Enter 5% of line 5	6	57,704.

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	57,704.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	857.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	857.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	56,847.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	56,847.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	56,847.

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	58,475.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	58,475.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	58,475.

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.

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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				56,847.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	2,620.			
b From 2008	7,185.			
c From 2009	329.			
d From 2010				
e From 2011	1,772.			
f Total of lines 3a through e	11,906.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$	58,475.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				56,847.
e Remaining amount distributed out of corpus	1,628.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	13,534.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	2,620.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	10,914.			
10 Analysis of line 9:				
a Excess from 2008	7,185.			
b Excess from 2009	329.			
c Excess from 2010				
d Excess from 2011	1,772.			
e Excess from 2012	1,628.			

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

N/A

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).)

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
WOODHILL ELEMENTARY SCHOOL GASTONIA, NC	NONE	NONE	RECIPIENT'S GENERAL USE	7,085.
GASTON CHRISTIAN SCHOOL GASTONIA, NC	NONE	NONE	RECIPIENT'S GENERAL USE	5,000.
GASTON COLLEGE FOUNDATION GASTONIA, NC	NONE	NONE	RECIPIENT'S GENERAL USE	3,000.
HEBRON COLONY MINISTRIES BOONE, NC	NONE	NONE	RECIPIENT'S GENERAL USE	6,678.
JUVENILE DIABETES FOUNDATION	NONE	NONE	RECIPIENT'S GENERAL USE	14,712.
Total SEE CONTINUATION SHEET(S) ▶ 3a				58,475.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BB&T TRUST DIVISION	30,628.	0.	30,628.
TOTAL TO FM 990-PF, PART I, LN 4	30,628.	0.	30,628.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,415.	1,415.		0.
TO FORM 990-PF, PG 1, LN 16B	1,415.	1,415.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKERAGE FEES	12,324.	12,324.		0.
TO FORM 990-PF, PG 1, LN 16C	12,324.	12,324.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	415.	415.		0.
ESTIMATED TAXES FORM 990-PF	1,520.	1,520.		0.
2011 FORM 990-PF TAX	566.	566.		0.
TO FORM 990-PF, PG 1, LN 18	2,501.	2,501.		0.

FORM 990-PF **U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS** **STATEMENT** **5**

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVT OBLIGATIONS SEE SCHEDULE	X		50,364.	53,086.
TOTAL U.S. GOVERNMENT OBLIGATIONS			50,364.	53,086.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			50,364.	53,086.

FORM 990-PF **CORPORATE STOCK** **STATEMENT** **6**

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK SEE SCHEDULE	367,120.	423,362.
TOTAL TO FORM 990-PF, PART II, LINE 10B	367,120.	423,362.

FORM 990-PF **CORPORATE BONDS** **STATEMENT** **7**

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BONDS SEE SCHEDULE	51,491.	57,087.
TOTAL TO FORM 990-PF, PART II, LINE 10C	51,491.	57,087.

FORM 990-PF **OTHER INVESTMENTS** **STATEMENT** **8**

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS SEE SCHEDULE	COST	507,966.	518,714.
TOTAL TO FORM 990-PF, PART II, LINE 13		507,966.	518,714.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MILDRED W. WAGGONER 1005 SPRING VALLEY LANE STATESVILLE, NC 28677	PRESIDENT & DIRECTOR 1.00	0.	0.	0.
JOYCE W FORMAN 205 DUNLAP LOOP STATESVILLE, NC 28625	VICE-PRESIDENT 1.00	0.	0.	0.
DOROTHY W. HAGER 3417 COUNTRY CLUB DRIVE GASTONIA, NC 28056	SECRETARY 1.00	0.	0.	0.
RUTH W. WAGGONER 2341 ROBINWOOD ROAD GASTONIA, NC 28054	TREASURER 1.00	0.	0.	0.
JACQUELINE W. DARKEN 116 MUIR LANE CHAPEL HILL, NC 27514	VICE-PRESIDENT 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

THE J E & MILDRED WAGGONER
FAMILY FOUNDATION, INC.
SCHEDULE OF CAPITAL GAINS
4/1/12 - 3/31/13

NAME	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
AAR CORP	4/9/12	482.38	547.50	(65.12)
ABB LTD SPONS ADR	5/2/12	1,541.01	1,533.40	7.61
ABB LTD SPONS ADR	7/3/12	1,159.93	1,086.69	73.24
AIA GROUPT LTD	7/3/12	1,132.77	1,024.80	107.97
AIA GROUPT LTD	1/2/13	1,136.07	1,115.80	20.27
AMC NETWORKS INC - A COMMON	3/19/13	1,849.75	1,533.30	316.45
AT&T INC COMMON	4/9/12	4,288.10	4,687.83	(399.73)
ABBOTT LABORATORIES COMMON	8/2/12	1,988.28	1,911.98	76.30
ABBOTT LABORATORIES COMMON	10/1/12	1,038.58	984.90	53.68
ACME PACKET INC COMMON	8/2/12	922.04	1,569.57	(647.53)
ACTUANT CORP CL A NEW	10/1/12	285.59	288.10	(2.51)
ADIDAS	6/4/12	1,391.96	1,272.40	119.56
AFFILIATED MANAGERS GROUP INC COM	4/9/12	1,101.87	1,079.30	22.57
AFFILIATED MANAGERS GROUP INC COM	6/4/12	952.17	1,117.00	(164.83)
L'AIRE LIQUIDE-UNSPONS ADR COMMON	12/17/12	1,726.86	1,767.84	(40.98)
AKZO N V SPONSORED ADR	3/18/13	1,125.97	1,108.25	17.72
ALASKA AIR GROUP INC COMMON	3/19/13	1,222.57	1,182.60	39.97
ALBEMARLE CORP COMMON	8/2/12	1,122.57	1,320.40	(197.83)
ALCOA INC COMMON	4/9/12	860.65	818.10	42.55
ALIGN TECHNOLOGY INC COMMON	5/2/12	1,274.37	1,091.20	183.17
ALLERGAN INC COMMON	8/2/12	1,280.37	1,434.75	(154.38)
ALLERGAN INC COMMON	3/18/13	1,623.48	1,397.40	226.08
ALLERGAN INC COMMON	3/19/13	1,736.44	1,506.60	229.84
ALLIANCE DATA SYSTEMS COMMON	8/2/12	1,023.81	1,101.84	(78.03)
ALLIANZ COMMON	9/5/12	998.97	1,291.50	(292.53)
ALLIANZ COMMON	1/7/13	1,272.12	1,122.30	149.82
ALLSCRIPS HEALTHCARE SOLUTIONS	6/4/12	319.49	582.60	(263.11)
AMAZON.COM INC	3/9/13	1,537.82	1,158.16	379.66
AMERICA MOVIL	1/2/13	2,326.94	2,469.20	(142.26)
AMERICA MOVIL	3/19/13	1,127.38	1,111.50	15.88
AMERICAN CENTURY DIV BOND FUND #349	6/4/12	4,991.76	4,928.22	63.54
AMERICAN CAPITAL MTG INV CORP COMMON	3/19/13	1,009.97	1,017.20	(7.23)
AMERICAN EXPRESS COMPANY COMMON	4/9/12	1,995.44	1,478.24	517.20
AMETEK INC COMMON	4/12/12	1,428.26	1,443.60	(15.34)
AMGEN INC COMMON	6/7/12	1,024.62	851.85	172.77
ANADARKO PETE CORP COMMON	4/9/12	3,405.45	3,846.33	(440.88)
ANN INC	5/2/12	1,121.97	1,128.00	(6.03)
ANN INC	3/19/13	1,201.57	1,012.80	188.77
APPLE COMPUTER CORP COMMON	4/9/12	2,541.74	1,034.50	1,507.24
ARCELORMITTAL	5/2/12	1,013.98	1,061.71	(47.73)
ARCHER-DANIELS-MIDLAND	5/2/12	1,317.17	1,232.80	84.37
ARCHER-DANIELS-MIDLAND	3/18/13	1,962.11	1,849.20	112.91
ARM HOLDINGS	3/18/13	2,490.54	1,845.50	645.04
ARMSTRONG WORLD INDUSTRIES INC COMMON	3/18/13	1,091.37	1,046.00	45.37
ASHAHI GLASS COMPANY LIMITED	6/4/12	1,210.27	1,687.40	(477.13)
ASCENA RETAINL GROUP INC COMMON	3/18/13	1,159.17	1,063.20	95.97
ASSITED LIVING CONCEPTS INC COMMON	9/10/12	947.97	2,323.80	(1,375.83)
ATLAS AIR WORLD WIDE HOLDINGS COMMON	7/6/12	1,341.56	1,237.30	104.26
ATLAS AIR WORLD WIDE HOLDINGS COMMON	1/7/13	2,683.73	2,369.48	314.25

THE J E & MILDRED WAGGONER
FAMILY FOUNDATION, INC.
SCHEDULE OF CAPITAL GAINS
4/1/12 - 3/31/13

NAME	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
ATLAS COPCO AB SPONS	9/5/12	1,967.35	2,235.60	(268.25)
ATMEL CORP COMMON	7/3/12	337.49	668.50	(331.01)
AURICO GOLD INC	6/4/12	830.48	998.79	(168.31)
AURICO GOLD INC	11/1/12	1,345.56	1,051.46	294.10
AVNET INC COMMON	10/1/12	571.58	673.80	(102.22)
AVNET INC COMMON	3/18/12	1,084.47	1,010.70	73.77
BG GROUP PLC SPON ADR	4/9/12	1,111.97	1,254.70	(142.73)
BP PLC SPONS ADR	8/2/12	399.69	429.66	(29.97)
BNP PARIBAS	5/2/12	1,584.26	1,633.30	(49.04)
BAKER HUGHES INC COMMON	4/9/12	2,222.18	3,332.03	(1,109.85)
BALFOUR BEATTY PLC	9/5/12	1,632.56	1,580.40	52.16
BALL CORP COMMON	5/2/12	1,660.76	1,608.30	52.46
BANCO BRADESCO	7/3/12	1,698.36	1,806.23	(107.87)
BANK OF NOVA SCOTIA	7/3/12	1,055.37	1,019.60	35.77
BANK OF YOKOHAMA LTD	6/4/12	1,076.97	1,172.40	(95.43)
BARCLAYS PLC SPONS ADR COMMON	6/7/12	1,387.06	2,104.59	(717.53)
BARNES GROUP INC	6/4/12	899.17	1,112.80	(213.63)
BARNES GROUP INC	12/17/12	1,055.47	1,146.50	(91.03)
BARRICK GOLD CORP COMMON	4/9/12	3,286.23	4,040.74	(754.51)
BAXTER INTERNATIONAL INC COMMON	10/1/12	301.06	293.85	7.21
BAYER A G SPONSORED ADR	4/9/12	1,335.17	1,435.60	(100.43)
BELLE INTERNATIONAL HOLDINGS LIMITED	7/3/12	1,300.92	1,462.28	(161.36)
W R BERKLEY CORP COMMON	3/18/13	1,715.56	1,306.20	409.36
BERKSHIRE HATHAWAY INC DEL CL B COMMON	4/9/12	2,799.86	2,536.25	263.61
BHP BILLITON LIMITED	7/3/12	1,001.83	1,455.60	(453.77)
BLACKROCK INC COMMON	3/18/13	1,528.54	1,001.62	526.92
BLACKROCK INC COMMON	3/19/13	1,523.72	1,213.19	310.53
BORGWARNER AUTOMOTIVE INC COMMON	10/1/12	2,489.62	2,864.14	(374.52)
BROADCOM CORPORATION COMMON	3/18/13	1,040.97	1,099.16	(58.19)
BRUNSWICK CORPORATION COMMON	7/3/12	1,135.47	976.75	158.72
BRUNSWICK CORPORATION COMMON	10/1/12	1,122.97	1,171.50	(48.53)
CIT GROUP INC COMMON	6/4/12	2,302.24	3,003.70	(701.46)
CSL LIMITED ADR	6/4/12	1,103.37	1,062.60	40.77
CVS CAREMARK CORP COMMON	4/9/12	1,317.58	1,061.34	256.24
CVS CAREMARK CORP COMMON	11/1/12	1,392.26	1,011.90	380.36
CABOT OIL AND GAS	4/9/12	1,559.96	1,360.75	199.21
CABOT OIL AND GAS	7/3/12	1,615.16	1,216.00	399.16
CADENCE DESIGN SYSTEMS, INC.	6/4/12	879.28	898.20	(18.92)
CAMDEN PROPERTY TRUST SBI COMMON	11/1/12	1,645.96	1,738.00	(92.04)
CANADIAN NATL RY CO COMMON	7/3/12	1,279.19	1,143.40	135.79
CANADIAN NATL RY CO COMMON	3/18/13	1,490.36	1,143.40	346.96
CANON INC COMMON	7/3/12	1,204.47	1,149.94	54.53
CANON INC COMMON	8/2/12	1,348.84	1,756.00	(407.16)
CARMAX INC COMMON	10/1/12	569.39	653.90	(84.51)
CARMAX INC COMMON	11/1/12	2,447.75	2,288.67	159.08
CARNIVAL CORP COMMON	6/4/12	1,230.77	1,321.60	(90.83)
CASEY'S GENERAL STORES INC.	4/9/12	1,065.57	1,030.20	35.37
CATAMARAN CORP	7/26/12	51.73	58.13	(6.40)
CATAMARAN CORP	3/18/13	1,126.81	1,078.27	48.54

THE J E & MILDRED WAGGONER
FAMILY FOUNDATION, INC.
SCHEDULE OF CAPITAL GAINS
4/1/12 - 3/31/13

NAME	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
CENOVUS ENERGY INC	4/9/12	2,731.03	2,372.70	358.33
CHEVRON CORP DTD 3/3/09 3.95%	12/28/12	52,050.00	52,660.50	(610.50)
CHILDRENS PLACE RETAIL STORES	12/17/12	1,356.56	1,544.70	(188.14)
CHINA RESOURCES ENTERPRISE LTD	4/9/12	545.99	646.80	(100.81)
CHURCH & DWIGHT CO INC COMMON	6/4/12	1,060.35	796.70	263.65
CIENA CORP COMMON	3/18/12	504.58	332.40	172.18
CISCO SYSTEMS COMMON	4/9/12	4,609.35	4,155.78	453.57
CLEAN HARBORS INC COMMON	7/3/12	1,163.17	1,158.40	4.77
COACH INC COMMON	10/1/12	273.89	294.98	(21.09)
COACH INC COMMON	3/18/13	2,504.18	2,763.83	(259.65)
COCA COLA COMPANY COMMON	4/9/12	1,821.39	1,703.20	118.19
COCA COLA COMPANY COMMON	7/3/12	1,585.36	1,355.60	229.76
COGNIZANT TECHNOLOGY SOLUTIONS COMMON	10/1/12	1,778.83	1,895.80	(116.97)
COGNIZANT TECHNOLOGY SOLUTIONS COMMON	3/19/13	2,718.03	2,560.94	157.09
COLFAX CORP COMMON	7/3/12	1,119.57	1,343.99	(224.42)
COLFAX CORP COMMON	12/17/12	1,544.36	1,354.80	189.56
COMCAST CORP CLASS A	4/9/12	4,835.23	2,573.25	2,261.98
COMERICA INC COMMON	4/9/12	1,548.46	1,409.50	138.96
COMMONWEALTH REIT COMMON	9/5/12	879.58	1,024.20	(144.62)
COMPAGNIE FINANCIERE RICHEMONT	7/3/12	1,652.78	1,596.30	56.48
COMPANHIA ENERGETICA DE MINAS GERAIS	4/9/12	998.37	931.20	67.17
COMPANHIA ENERGETICA DE MINAS GERAIS	6/11/12	8.56	9.31	(0.75)
COMPANHIA ENERGETICA DE MINAS GERAIS	7/3/12	1,174.27	918.65	255.62
CONCUR TECHNOLOGIES	4/9/12	1,650.26	1,769.90	(119.64)
CONCUR TECHNOLOGIES	12/17/12	1,308.57	1,159.60	148.97
CONOCOPHILLIPS	10/1/12	3,742.18	3,706.08	36.10
COSTCO WHOLESALE CORP COMMON	10/1/12	1,511.14	1,433.24	77.90
COVANCE INC COMMON	4/9/12	1,827.95	1,902.30	(74.35)
COVENTRY HEALTHCARE INC COMMON	9/5/12	1,655.56	1,244.40	411.16
CREDIT SUISSE GROUP SPONS ADR	5/2/12	902.37	1,061.18	(158.81)
CROWN HOLDINGS INC COMMON	6/4/12	977.07	1,114.80	(137.73)
CUBIST PHARMACEUTICALS	5/2/12	1,266.57	1,262.70	3.87
CYPRESS SEMICONDUCTOR CORP COMMON	5/2/12	1,085.67	1,006.60	79.07
CYPRESS SEMICONDUCTOR CORP COMMON	9/5/12	937.97	1,089.60	(151.63)
CYTEC INDUSTRIES INC COMMON	2/25/13	1,151.67	631.10	520.57
DBS GROUP HLDGS LTD SPON ADR	7/3/12	1,352.67	1,212.90	139.77
DANA HOLDINGS CORP COMMON	6/4/12	844.88	1,061.20	(216.32)
DANA HOLDINGS CORP COMMON	3/19/13	1,426.36	1,099.20	327.16
DEALERTRACK HOLDINGS INC COMMON	11/1/12	1,107.57	1,081.20	26.37
DECKERS OUTDOOR CORP COMMON	7/3/12	221.34	536.10	(314.76)
DENBURY RESOURCES INC COMMON	9/5/12	1,542.96	2,446.81	(903.85)
DEUSTCHE BOERSE AG ADR	9/5/12	963.27	1,043.73	(80.46)
DIAGEO PLC SPON ADR	8/2/12	2,122.82	1,927.12	195.70
DIGITAL REALTY TRUST INC COMMON	5/2/12	1,509.96	1,372.47	137.49
THE WALT DISNEY COMPANY COMMON	4/9/12	2,525.32	1,637.40	887.92
THE WALT DISNEY COMPANY COMMON	5/2/12	1,086.97	682.25	404.72
DISCOVER FINANCIAL SERVICES COMMON	7/3/12	1,061.67	725.92	335.75
DISCOVER FINANCIAL SERVICES COMMON	1/2/13	1,176.27	725.92	450.35
DOUBLELINE TOTAL RETURN BOND FUND	3/18/13	14,592.66	14,618.35	(25.69)

THE J E & MILDRED WAGGONER
FAMILY FOUNDATION, INC.
SCHEDULE OF CAPITAL GAINS
4/1/12 - 3/31/13

NAME	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
E I DUPONT DE NEMOURS CO COMMON	4/9/12	2,071.55	1,670.79	400.76
E I DUPONT DE NEMOURS CO COMMON	11/1/12	900.98	797.50	103.48
DUNKIN' BRANDS GROUP INC COMMON	10/1/12	1,159.17	1,215.20	(56.03)
EMC CORPORATION COMMON	4/9/12	4,013.71	3,408.80	604.91
ENI SPA-SPONSORED ADR COMMON	6/4/12	1,153.17	1,339.50	(186.33)
ERA GROUP INC COMMON	3/19/12	304.79	326.91	(22.12)
ENAGAS	3/19/13	1,900.75	1,466.35	434.40
ERSTE BK DER OESTER SPAR-ADR	7/3/12	1,831.55	2,066.20	(234.65)
EXELON CORP	12/17/12	2,371.94	2,839.92	(467.98)
EXPEDIA INC COMMON	7/3/12	1,457.06	1,334.40	122.66
ESPEDITORS INTL WASH INC COMMON	3/18/13	1,919.71	2,295.08	(375.37)
EXPRESS SCRIPTS HOLDING CO COMMON	4/9/12	3,377.03	2,236.82	1,140.21
EXPRESS SCRIPTS HOLDING CO COMMON	11/1/12	1,247.16	745.61	501.55
FAMILY DOLLAR STORES COMMON	7/3/12	2,704.33	2,070.40	633.93
FANUC LTD ADR	7/3/12	2,201.55	2,213.60	(12.05)
FANUC LTD ADR	3/18/13	1,500.56	1,621.10	(120.54)
FEDEX CORP COMMON	4/9/12	2,212.09	2,043.00	169.09
FIFTH THIRD BANCORP COMMON	12/17/12	1,586.06	1,188.50	397.56
FINISAR CORPORATION NEW COMMON	3/18/13	1,449.96	1,597.80	(147.84)
FIRST NIAGARA FINANCIAL GROUP COMMON	7/3/12	999.67	1,005.71	(6.04)
FOCUS MEDIA HOLDING LIMITED	6/4/12	969.47	1,207.00	(237.53)
FOOT LOCKER INC COMMON	4/9/12	1,235.37	798.70	436.67
FOOT LOCKER INC COMMON	5/2/12	1,259.57	798.70	460.87
FOOT LOCKER INC COMMON	1/2/13	2,193.05	1,397.72	795.33
FORTINET INC COMMON	11/1/12	605.38	510.90	94.48
FORWARD INTL SMALL CO FD INST CL FD #111	8/2/12	6,013.64	7,394.95	(1,381.31)
FREEMPORT McMORAN CPR & GOLD CL B	4/9/12	1,499.80	1,694.60	(194.80)
FREEMPORT McMORAN CPR & GOLD CL B	5/2/12	1,132.17	1,176.90	(44.73)
FRESENIUS USA INC ADR	7/3/12	1,062.12	1,052.85	9.27
FRESENIUS USA INC ADR	3/18/13	1,343.96	1,462.12	(118.16)
GDF SUEZ SPONS ADR	6/4/12	999.47	1,146.91	(147.44)
GNC ACQUISITION HOLDINGS INC	3/18/13	1,199.07	590.10	608.97
GAFISA S.A.	4/9/12	832.30	2,184.32	(1,352.02)
GARTNER INC COMMON	5/2/12	1,334.37	1,269.90	64.47
GARTNER INC COMMON	3/19/13	1,587.56	1,202.40	385.16
GAZPROM	7/3/12	1,181.97	2,000.60	(818.63)
GENERAL ELECTRIC CO COMMON	4/9/12	6,217.14	6,570.55	(353.41)
GENERAL ELECTRIC CO COMMON	8/2/12	1,021.48	1,025.00	(3.52)
GENERAL MILLS INC COMMON	3/19/13	2,318.44	1,941.98	376.46
GENESSE & WYO INC CL A	5/2/12	860.38	924.00	(63.62)
GILEAD SCIENCES INC	3/19/13	2,237.44	1,171.97	1,065.47
GLAXOSMITHKLINE PLC SPON ADR	4/12/12	1,806.35	1,777.95	28.40
GLAXOSMITHKLINE PLC SPON ADR	7/3/12	1,381.80	1,398.30	(16.50)
GOOGLE INC COMMON	4/9/12	1,891.11	834.78	1,056.33
GOOGLE INC COMMON	6/4/12	1,144.33	1,083.66	60.67
GREEN MOUNTAIN COFFEE ROASTERS INC	5/2/12	1,483.46	1,284.77	198.69
HMS HOLDINGS CORP COMMON	5/2/12	975.17	1,208.80	(233.63)
HMS HOLDINGS CORP COMMON	7/3/12	1,343.56	1,058.00	285.56
HMS HOLDINGS CORP COMMON	3/16/13	1,149.97	1,019.60	130.37

THE J E & MILDRED WAGGONER
FAMILY FOUNDATION, INC.
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HAIN CELESTIAL GROUP INC COMMON	4/9/12	2,200.45	1,969.41	231.04
HELMERICK & PAYNE INC	11/1/12	489.88	392.50	97.38
HOLLYFRONTIER CORP COMMON	8/2/12	1,110.27	705.90	404.37
HONDA MTR LTD ADR	12/17/12	1,682.96	1,730.50	(47.54)
HONEYWELL INTERNATIONAL INC	4/9/12	4,067.44	3,666.05	401.39
HOYA CORP	12/17/12	948.47	1,130.50	(182.03)
HYATT HOTELS CORP CL A COMMON	5/2/12	1,314.87	1,281.30	33.57
IAC/INTERACTIVE CORP COMMON	1/9/12	1,458.86	1,421.40	37.46
IPG PHOTONICS COMMON	6/4/12	770.18	1,080.20	(310.02)
IPG PHOTONICS COMMON	12/17/12	1,199.97	1,105.15	94.82
ICAP PLC	4/9/12	1,553.46	1,581.40	(27.94)
ICAP PLC	7/3/12	1,041.98	1,050.00	(8.02)
ICICI BANK LIMITED SPONS ADR	9/5/12	1,934.35	2,695.32	(760.97)
HIS INC COMMON	10/1/12	973.67	1,089.70	(116.03)
ILLINOIS TOOL WORKS COMMON	10/1/12	2,981.20	2,770.60	210.60
IMPERIAL OIL LTD	7/3/12	867.98	1,056.60	(188.62)
INCYTE PHARMACEUTICALS INC COM	7/3/12	1,235.97	1,024.00	211.97
INCYTE PHARMACEUTICALS INC COM	1/2/13	839.21	970.50	(131.29)
INDUSTRIAL AND COMMERCIAL BANK OF CHINA	4/9/12	635.98	852.50	(216.52)
INFOSYS TECHNOLOGIES SP ADR	4/9/12	1,130.97	1,109.40	21.57
INFOSYS TECHNOLOGIES SP ADR	7/3/12	1,378.00	1,425.89	(47.89)
INTEL COMMON	10/1/12	684.28	877.50	(193.22)
INTERNATIONAL BUSINESS MACHINES COMMON	4/9/12	3,084.70	1,780.80	1,303.90
INVESTORS BANCORP COMMON	3/18/13	1,629.86	1,336.95	292.91
ISHARES FTSE/XINHUA CHINA 25 INDEX FUND	4/9/12	363.39	359.70	3.69
ITC HOLDINGS CORP COMMON	7/3/12	1,052.97	1,124.70	(71.73)
ITC HOLDINGS CORP COMMON	1/2/13	1,178.82	1,081.05	97.77
ITAU UNIBANCO BANCO MULTIPLO SA	6/4/12	972.97	1,446.20	(473.23)
JGC CORPORATION	4/9/12	1,451.71	1,396.50	55.21
J P MORGAN CHASE & CO COMMON	4/9/12	5,273.88	4,488.40	785.48
MINING AND METALLURGICAL CO NORILSK NICKEL	5/2/12	1,049.37	1,180.20	(130.83)
MINING AND METALLURGICAL CO NORILSK NICKEL	7/3/12	1,166.17	1,029.00	137.17
JARDEN CORP COMMON	1/2/13	1,587.26	1,477.20	110.06
JOHNSON & JOHNSON COMMON	4/9/12	2,276.75	1,577.21	699.54
JOHNSON & JOHNSON COMMON	5/2/12	1,305.17	763.92	541.25
JONES LANG LA SALLE INC	3/19/13	980.27	633.30	346.97
JUNIPER NETWORKS INC COMMON	10/4/12	335.19	419.20	(84.01)
JUPITER TELECOMMUNICATIONS CO LTD ADR	4/9/12	2,050.75	1,999.80	50.95
JUPITER TELECOMMUNICATIONS CO LTD ADR	6/4/12	1,027.77	1,057.53	(29.76)
KB FINANCIAL GROUP INC COMMON	6/4/12	1,512.46	2,084.49	(572.03)
KAISER ALUMINUM CORPORATION COMMON	3/21/13	1,918.15	1,473.60	444.55
KELLOGG COMPANY COMMON	4/9/12	1,847.32	1,900.47	(53.15)
KINDER MORGAN MGMT LLC	5/24/12	50.47	52.66	(2.19)
KINDER MORGAN MGMT LLC	8/29/12	51.15	50.20	0.95
KINDER MORGAN MGMT LLC	12/4/12	54.92	51.73	3.19
KINDER MORGAN MGMT LLC	2/21/13	57.82	49.05	8.77
KINGFISHER PLC-SPONS ADR	4/9/12	1,720.30	1,472.40	247.90
KINGFISHER PLC-SPONS ADR	6/7/12	900.87	1,034.55	(133.68)
KOHL'S CORP COMMON	3/18/13	2,435.16	2,485.11	(49.95)

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KRAFT FOODS INC - A COMMON	4/9/12	1,504.80	1,212.92	291.88
LKQ CORP COMMON	3/19/13	1,249.77	1,021.20	228.57
LI & FUNG LTD UNSPONS ADR	9/5/12	1,347.76	2,205.80	(858.04)
LI & FUNG LTD UNSPONS ADR	3/18/13	1,195.97	1,619.20	(423.23)
LVMH MOET-HENNESSEY UNSPON ADR	6/4/12	1,110.77	1,283.20	(172.43)
LAM RESH CORP COMMON	6/4/12	1,219.77	1,379.25	(159.48)
LAM RESH CORP COMMON	6/15/12	27.98	31.35	(3.37)
LAM RESH CORP COMMON	9/5/12	1,003.47	1,014.60	(11.13)
LASALLE HOTEL PPTYS COM	11/1/12	955.97	1,049.20	(93.23)
LAZARD EMERGING MKTS PORTIFOLIO FD #638	4/9/12	1,973.90	2,241.64	(267.74)
LAZARD EMERGING MKTS PORTIFOLIO FD #638	10/1/12	5,553.33	6,280.65	(727.32)
LEUCADIA NATL CORP COMMON	7/3/12	1,109.55	991.63	117.92
LEUCADIA NATL CORP COMMON	10/1/12	459.79	761.20	(301.41)
LIFE TIME FITNESS INC COMMON	1/2/13	1,979.55	1,849.50	130.05
LINCOLN ELECTRIC HOLDINGS COMMON	3/18/13	1,692.86	1,485.30	207.56
LIONS GATE ENTERTAINMENT CORP	1/2/13	1,175.97	1,047.90	128.07
LONZA GROUP AG ADR	4/9/12	929.97	1,056.00	(126.03)
LOWES COMPANIES INC COMMON	4/9/12	1,855.78	1,216.87	638.91
LOWES COMPANIES INC COMMON	8/2/12	1,253.59	1,013.69	239.90
MARRIOTT VACATIONS WORLDWIDE CORP	8/2/12	1,257.97	1,239.20	18.77
MARRIOTT VACATIONS WORLDWIDE CORP	12/17/12	1,193.37	1,194.00	(0.63)
MATSON INC-W/I ALEXANDER & BALDWIN HLDGS	8/7/12	1,219.85	1,257.14	(37.29)
McDERMOTT INTERNATL COMMON	4/9/12	471.38	464.40	6.98
McDONALDS CORP COMMON	10/1/12	1,381.46	1,483.66	(102.20)
MEDICIS PHARMACEUTICAL CORP CL A	7/3/12	1,038.27	1,138.80	(100.53)
MEDICIS PHARMACEUTICAL CORP CL A	10/1/12	1,296.87	1,307.40	(10.53)
MEDTRONIC INC COMMON	4/9/12	1,325.67	1,207.24	118.43
THE MEN'S WEARHOUSE INC COMMON	4/9/12	1,139.07	826.80	312.27
THE MEN'S WEARHOUSE INC COMMON	3/18/13	1,343.16	1,102.40	240.76
MERCADOLIBRE INC COMMON	10/1/12	2,561.54	2,896.67	(335.13)
MERCK & CO INC COMMON	4/9/12	4,082.59	3,374.50	708.09
METLIFE INC COMMON	4/9/12	4,453.35	4,989.05	(535.70)
METLIFE INC COMMON	11/6/12	1,050.57	1,033.77	16.80
METROPOLITAN WEST TOTAL RETURN FD #512	4/9/12	5,110.92	5,088.91	22.01
MEDCO SYSTEMS INC COMMON	6/4/12	981.57	1,047.60	(66.03)
MICROSOFT CORP COMMON	4/9/12	3,124.39	2,603.30	521.09
MICROSOFT CORP COMMON	10/1/12	442.72	371.55	71.17
MITSUI & CO LTD	7/3/12	1,210.45	1,469.71	(259.26)
MOLEX CLASS A	5/2/12	1,136.47	999.02	137.45
MOLEX CLASS A	3/18/12	1,400.96	1,108.41	292.55
MONSANTO CO COMMON	10/1/12	1,811.93	1,542.51	269.42
MONSANTO CO COMMON	1/2/13	2,383.19	2,116.30	266.89
MTN TROUP LTD ADR	7/3/12	1,762.96	2,087.00	(324.04)
NATIONAL GRID GROUP-SPON ADR	8/2/12	1,037.01	1,007.50	29.51
NATIONAL OIL WELL VARCO I COMMON	5/2/12	2,966.01	3,131.37	(165.36)
NESTLE SA ADR	7/3/12	1,215.97	1,147.20	68.77
NICE SYSTEMS LTD	9/5/12	936.57	1,152.30	(215.73)
NIDEC CORPORATION	7/3/12	985.66	1,171.00	(185.34)
NINTENDO LTD ADR	6/4/12	1,292.52	1,662.30	(369.78)

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NORTHWEST BANCSHARES INC COMMON	5/2/12	966.37	1,002.40	(36.03)
NORTHWEST BANCSHARES INC COMMON	9/5/12	1,591.16	1,553.50	37.66
NORTHWEST BANCSHARES INC COMMON	1/2/13	1,108.77	1,083.60	25.17
NOVARTIS A G ADR	10/1/12	616.69	530.77	85.92
NOVARTIS A G ADR	3/19/13	2,602.52	2,009.41	593.11
NOVELLUS SYSTEMS COMMON	4/9/12	936.17	743.00	193.17
OASIS PETROLEUM INC COMMON	9/5/12	298.99	306.74	(7.75)
LUKOIL COMMON	5/2/12	1,206.78	1,456.60	(249.82)
LUKOIL COMMON	7/3/12	1,140.37	1,033.40	106.97
OIL STATES INTERNATIONAL INC COMMON	3/19/13	797.42	637.70	159.72
OMNICOM GROUP COMMON	3/19/13	2,921.77	2,425.76	496.01
ON SEMICONDUCTOR COMMON	5/2/12	992.38	1,003.10	(10.72)
ON SEMICONDUCTOR COMMON	8/2/12	1,033.47	1,068.00	(34.53)
ON SEMICONDUCTOR COMMON	3/18/13	1,213.47	1,092.75	120.72
ONEOK INC NEW	4/9/12	2,018.70	1,685.25	333.45
OPENTABLE INC COMMON	4/9/12	1,586.76	1,935.66	(348.90)
OPENTABLE INC COMMON	8/2/12	1,701.96	2,056.00	(354.04)
ORACLE CORP COMMON	7/3/12	2,087.35	1,366.59	720.76
OPPENHEIMER DEVELOPING MARKETS FD #788	4/9/12	3,710.04	4,102.36	(392.32)
OPPENHEIMER DEVELOPING MARKETS FD #788	10/1/12	183.78	197.93	(14.15)
OPPENHEIMER DEVELOPING MARKETS FD #788	1/2/13	3,674.51	3,781.54	(107.03)
PIMCO TOTAL RETURN FUND CL I #35	6/4/12	4,457.85	4,374.78	83.07
PIMCO FOREIGN BOND (US DOLLAR HEDGED) #103	4/9/12	5,778.86	5,552.58	226.28
PIMCO FOREIGN BOND (US DOLLAR HEDGED) #103	5/2/12	36,977.31	32,001.56	4,975.75
PIMCO FOREIGN BOND (US DOLLAR HEDGED) #103	6/4/12	4,164.18	3,597.21	566.97
PIMCO FOREIGN BOND (US DOLLAR HEDGED) #103	3/19/13	999.09	863.85	135.24
PVH CORP COMMON	6/4/12	1,129.17	1,000.05	129.12
PVH CORP COMMON	12/17/12	1,085.35	1,141.90	(56.55)
PALL CORP COMMON	8/2/12	1,573.43	1,613.00	(39.57)
PAYCHEX INC COMMON	10/1/12	653.78	621.67	32.11
PAYCHEX INC COMMON	3/18/13	1,349.33	1,243.34	105.99
PAYCHEX INC COMMON	3/19/13	1,015.79	932.50	83.29
J.C. PENNEY CO INC COMMON	5/2/12	2,487.74	2,520.00	(32.26)
PEPSICO INC COMMON	4/9/12	1,308.43	1,325.42	(16.99)
PEPSICO INC COMMON	3/18/13	3,070.33	2,602.65	467.68
PETROCHINA CO LTD COMMON	8/2/12	1,461.65	1,617.96	(156.31)
PETROFAC LTD	3/18/13	1,055.67	1,215.50	(159.83)
PETROLEO BRASILEIR PREFERENCE SHARE	11/1/12	613.79	1,082.10	(468.31)
PETROLEO BRASILEIR PREFERENCE SHARE	5/2/12	952.37	997.13	(44.76)
PETROLEO BRASILEIR PREFERENCE SHARE	7/3/12	1,178.97	1,168.20	10.77
PETSMART COMMON	5/2/12	1,770.56	1,630.20	140.36
PETSMART COMMON	9/5/12	1,417.36	1,252.80	164.56
PFIZER INC COMMON	10/1/12	1,248.97	1,032.00	216.97
PHILLIPS 66 COMMON	5/15/12	16.16	17.24	(1.08)
PHILLIPS 66 COMMON	6/4/12	648.98	758.46	(109.48)
PING AN INSURANCE GROUP CO OF CHINA	7/3/12	1,778.66	2,028.30	(249.64)
PIONEER NAT RES CO COMMON	3/18/13	1,788.87	1,402.62	386.25
PLAINS EXPLORATION & PRODUCTION CO INC	11/1/12	369.09	224.80	144.29
PLEXUS CORP COMMON	11/1/12	1,079.57	1,224.00	(144.43)

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PLEXUS CORP COMMON	3/18/13	959.57	1,146.90	(187.33)
POST HOLDINGS INC COMMON	3/19/13	415.39	260.76	154.63
POSTNL NV ADR	3/18/13	744.58	1,422.02	(677.44)
POTASH CORP OF SASKATCHEWAN	6/4/12	1,107.57	1,305.59	(198.02)
T ROWE PRICE GROUP INC	5/2/12	1,247.57	1,272.07	(24.50)
T ROWE PRICE GROUP INC	12/17/12	1,921.15	1,560.00	361.15
PRICELINE.COM INC COMMON	5/2/12	1,507.50	1,519.99	(12.49)
PRICELINE.COM INC COMMON	9/5/12	2,995.31	3,799.96	(804.65)
PROCTER AND GAMBLE COMMON	4/9/12	3,677.25	3,509.08	168.17
PRUDENTIAL PLC	6/4/12	1,416.55	1,555.40	(138.85)
QLIK TECHNOLOGIES INC COMMON	4/9/12	1,224.04	1,079.20	144.84
QLIK TECHNOLOGIES INC COMMON	7/3/12	2,038.95	2,123.00	(84.05)
QLIK TECHNOLOGIES INC COMMON	11/1/12	947.91	1,098.00	(150.09)
QUALCOMM INC COMMON	10/1/12	1,237.92	1,332.20	(94.28)
QUALCOMM INC COMMON	3/18/12	2,898.74	2,847.35	51.39
RALCORP HLDGS INC COMMON	4/9/12	1,461.16	1,454.77	6.39
RANGE RESOURCES CORP COMMON	4/9/12	1,982.35	2,226.77	(244.42)
RAYMOND JAMES FINANCIAL INC COMMON	7/3/12	1,040.07	966.30	73.77
REGENERON PHARMACUETICALS INC COMMON	7/3/12	1,227.27	1,227.70	(0.43)
ROCHE HOLDING LTD ADR	3/18/13	2,279.14	1,698.20	580.94
ROCKWOOD HOLDINGS INC COMMON	5/2/12	1,095.37	1,018.00	77.37
ROGERS COMMUNICATIONS INC	10/1/12	401.56	392.97	8.59
ROGERS COMMUNICATIONS INC	3/19/13	3,892.13	3,143.75	748.38
ROLLS ROYCE PLC ADR	10/1/12	692.43	698.70	(6.27)
ROSETTA RESOURCES INC COMMON	11/1/12	1,913.95	1,724.80	189.15
SBA COMMUNICATIONS CORP COMMON	3/18/13	1,062.27	681.75	380.52
GREEN REALTY COMMON	11/1/12	1,523.96	1,528.20	(4.24)
SM ENERGY COMPANY COMMON	7/3/12	996.77	1,573.50	(576.73)
SM ENERGY COMPANY COMMON	3/19/13	1,158.17	1,176.80	(18.63)
SNAM S.P.A.	8/2/12	1,003.57	1,144.00	(140.43)
SNAM S.P.A.	11/1/12	1,391.96	1,432.00	(40.04)
SPX CORPORATION	12/17/12	615.38	446.80	168.58
SXC HEALTH SOLUTIONS CORP	5/2/12	468.28	296.60	171.68
ST JUDE MEDICAL INC COMMON	4/9/12	3,510.86	4,427.77	(916.91)
SALESFORCE.COM INC COMMON	9/5/12	2,025.38	2,185.86	(160.48)
SANDVIK AB	7/3/12	1,034.37	1,220.80	(186.43)
SANOFI SYNTHELABO SA ADR	6/4/12	1,341.16	1,440.75	(99.59)
SCHLUMBERGER LTD COMMON	10/1/12	1,819.69	1,800.35	19.34
SCHLUMBERGER LTD COMMON	3/18/13	3,859.91	2,867.35	992.56
SCHNITZER STEEL INDS INC CL A	10/1/12	282.69	654.90	(372.21)
FINANCIAL SELECT SECTOR SPDR FUND	4/9/12	1,068.17	1,047.20	20.97
FINANCIAL SELECT SECTOR SPDR FUND	9/5/12	1,664.81	1,339.34	325.47
UTILITIES SELECT SECTOR SPDR FUND	4/9/12	1,040.68	877.80	162.88
SHIN-ETSU CHEMICAL CO LTD ADR	7/3/12	1,096.77	1,115.34	(18.57)
SIEMENS AG SPONSORED ADR	4/9/12	1,537.08	2,247.36	(710.28)
SIEMENS AG SPONSORED ADR	3/19/13	2,083.47	1,540.28	543.19
SIRONA DENTAL SYSTEMS INC COMMON	6/4/12	822.98	1,033.40	(210.42)
SIX FLAGS ENTERTAINMENT CORP COMMON	1/2/13	1,238.77	1,165.00	73.77
A. O. SMITH CORPORATION CL B	3/19/13	2,214.25	1,480.50	733.75

THE J E & MILDRED WAGGONER

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SONOVA HOLDING AG	4/9/12	1,752.76	1,688.80	63.96
SONOVA HOLDING AG	3/18/13	1,173.47	894.96	278.51
SOVRAN SELF STORAGE INC COMMON	6/4/12	954.77	1,058.60	(103.83)
SOVRAN SELF STORAGE INC COMMON	3/18/13	1,233.77	1,217.20	16.57
SPIRIT AEROSYSTEMS HOLDINGS INC COMMON	4/9/12	1,191.47	1,299.40	(107.93)
SPIRIT AEROSYSTEMS HOLDINGS INC COMMON	11/1/12	1,602.27	2,442.09	(839.82)
SPIRIT AEROSYSTEMS HOLDINGS INC COMMON	3/18/12	1,320.87	1,233.50	87.37
STERLING CAPITAL TOTAL RETURN BOND FD #342	10/1/12	308.28	306.07	2.21
STERLING CAPITAL SPECIAL OPP FD #321	4/9/12	3,296.57	3,316.02	(19.45)
STERLING CAPITAL SPECIAL OPP FD #321	10/1/12	4,003.85	3,951.19	52.66
STERLING CAPITAL SPECIAL OPP FD #321	3/18/13	7,800.24	7,357.09	443.15
STONE ENERGY CORP COMMON	5/2/12	547.78	559.60	(11.82)
STRYKER CORP COMMON	4/9/12	1,622.89	1,448.57	174.32
STRYKER CORP COMMON	5/2/12	1,085.37	949.73	135.64
SUBSEA 7 SA	7/3/12	840.78	1,036.60	(195.82)
SUMITOMO CORPORATION	5/2/12	1,111.17	1,144.03	(32.86)
SUMITOMO CORPORATION	7/3/12	1,533.96	1,582.80	(48.84)
SUNCOR ENERGY INC	7/3/12	1,212.57	1,716.62	(504.05)
SUNCOR ENERGY INC	10/1/12	832.54	1,052.58	(220.04)
SUNCOR ENERGY INC	3/18/13	1,831.15	2,165.29	(334.14)
SUPERIOR ENERGY SERVICES INC COMMON	6/4/12	761.18	1,026.40	(265.22)
SWATCH GROUP AG	3/18/13	1,449.47	1,107.05	342.42
SYSCO CORPORATION COMMON	4/9/12	1,744.79	1,571.40	173.39
SYSMEX CORP	7/3/12	987.39	1,013.50	(26.11)
TW TELECOM INC COMMON	12/17/12	997.97	1,034.40	(36.43)
TAIWAN SEMICONDUCTOR MFG LTD	10/1/12	3,482.99	2,883.14	599.85
TALEO CORPORATION	4/9/12	920.00	719.40	200.60
TARGET CORP COM	12/17/12	1,207.57	1,092.65	114.92
TAUBMAN CENTERS INC	8/2/12	1,563.16	1,425.80	137.36
TAUBMAN CENTERS INC	12/17/12	1,516.56	1,579.80	(63.24)
TECH DATA CORPORATION COMMON	7/3/12	2,441.94	2,613.00	(171.06)
TECK RESOURCES LTD COMMON	7/3/12	976.78	1,216.80	(240.02)
TESCO PLC SPONS ADR	3/18/13	2,074.75	2,242.36	(167.61)
TETRA TECH INC	3/18/13	911.37	672.60	238.77
TEXAS INSTRUMENTS COMMON	4/9/12	2,088.62	1,998.15	90.47
TEXAS INSTRUMENTS COMMON	7/3/12	1,418.97	1,335.50	83.47
THOMAS & BETTS CORPORATION COMMON	4/9/12	716.98	601.50	115.48
THOMSON REUTERS CORP COMMON	6/4/12	1,625.55	1,676.15	(50.60)
THORATEC CORP	4/9/12	1,287.70	1,349.20	(61.50)
TOWERS WATSON & COMPANY COMMON	7/3/12	1,218.97	1,307.00	(88.03)
TOWERS WATSON & COMPANY COMMON	1/2/13	1,137.17	1,127.80	9.37
TOYOTA MOTOR CORPORATION ADR	5/2/12	1,197.72	1,227.87	(30.15)
THE TRAVELERS COMPANIES INC COMMON	3/18/13	2,892.81	1,483.85	1,408.96
TRIMBLE NAV LTD	5/2/12	1,078.97	1,034.40	44.57
TRINITY INDUSTRIES COMMON	1/2/13	1,464.76	1,516.00	(51.24)
TRIUMPH GROUP	6/4/12	1,130.17	1,207.40	(77.23)
TUPPERWARD BRANDS CORP COMMON	5/2/12	1,244.57	1,260.60	(16.03)
TWO HARBORS INVESTMENT CORP COMMON	11/1/12	1,543.55	1,534.81	8.74
TWO HARBORS INVESTMENT CORP COMMON	3/19/13	1,234.77	1,040.40	194.37

THE J E & MILDRED WAGGONER
FAMILY FOUNDATION, INC.
SCHEDULE OF CAPITAL GAINS
4/1/12 - 3/31/13

NAME	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
UNICHARM CORP	8/18/13	2,171.65	1,994.31	177.34
UNILEVER N V NY SHS NEW F	8/2/12	1,377.02	1,254.72	122.30
UNITED NATURAL FOODS INC	5/2/12	1,481.06	1,365.90	115.16
UNITED NATURAL FOODS INC	7/3/12	1,670.66	1,473.90	196.76
UNITED NATURAL FOODS INC	3/19/13	986.97	1,071.60	(84.63)
UNITED RENTALS INC	6/4/12	900.87	800.40	100.47
UNITED HEALTH CROUP INC COMMON	4/9/12	3,490.87	3,147.61	343.26
UNITED HEALTH CROUP INC COMMON	5/2/12	1,132.97	1,028.60	104.37
UNIVERSAL AMERICAN FINANCIAL CORP	4/9/12	1,394.36	1,571.56	(177.20)
UNIVERSAL AMERICAN FINANCIAL CORP	8/2/12	1,411.22	1,569.60	(158.38)
UNIVERSAL HEALTH SERVICES INC CL B	6/4/12	1,138.17	1,237.50	(99.33)
VAIL RESORTS COMMON	3/18/12	1,832.05	1,556.73	275.32
VAIL RESORTS COMMON	7/3/12	1,003.19	1,477.00	(473.81)
VERIFONE HOLDINGS INC COMMON	5/2/12	989.57	1,055.80	(66.23)
VERIFONE HOLDINGS INC COMMON	11/1/12	942.27	1,063.50	(121.23)
VMWARE INC CLASS A COMMON	6/4/12	1,237.01	1,574.92	(337.91)
VMWARE INC CLASS A COMMON	9/5/12	1,332.93	1,312.59	20.34
VOLCANO CORP COMMON	7/3/12	1,195.17	1,110.40	84.77
VOLKSWAGEN AG	7/3/12	1,487.46	1,600.87	(113.41)
WABCO HOLDINGS INC COMMON	4/9/12	1,181.77	1,217.20	(35.43)
WPP PLC ADR	5/2/12	1,367.16	1,264.60	102.56
WPP PLC ADR	9/5/12	2,273.60	2,150.40	123.20
WAL-MART STORES COMMON	4/9/12	1,502.96	1,289.91	213.05
WAL-MART DE MEXICO	6/4/12	999.17	1,213.89	(214.72)
WASTE CONNECTIONS COMMON	3/19/13	1,437.36	1,218.40	218.96
WASTE CONNECTIONS COMMON	10/1/12	3,161.59	3,501.49	(339.90)
WATSCO INC COMMON	3/18/13	1,245.42	1,093.35	152.07
WEIGHT WATCHERS INTL INC	7/3/12	1,006.77	1,101.00	(94.23)
WELLCARE HEALTH PLANS INC COMMON	11/1/12	943.77	1,077.40	(133.63)
WELLS FARGO & CO COMMON	4/9/12	3,673.92	2,446.17	1,227.75
WELLS FARGO & CO COMMON	5/2/12	1,008.27	851.40	156.87
WESTPAC BANKING	7/3/12	1,560.82	1,781.36	(220.54)
WEYERHAEUSER COMPANY COMMON	4/9/12	2,101.70	2,098.27	3.43
WEYERHAEUSER COMPANY COMMON	5/2/12	1,031.48	971.49	59.99
WOODWARD GOVERNOR CO	4/9/12	1,227.57	1,063.50	164.07
WOODWARD GOVERNOR CO	6/4/12	1,085.29	1,246.50	(161.21)
WRIGHT EXPRESS CORP COMMON	5/2/12	1,188.17	1,061.00	127.17
WRIGHT EXPRESS CORP COMMON	7/3/12	1,259.97	1,079.80	180.17
WYNDHAM WORLDWIDE COMMON	8/2/12	1,018.17	709.60	308.57
XYLEM INC COMMON	4/9/12	3,264.46	2,975.77	288.69
XYLEM INC COMMON	8/2/12	1,858.55	1,928.57	(70.02)
ALKERMES PLC	6/4/12	1,215.17	1,450.40	(235.23)
ALKERMES PLC	3/19/13	1,369.76	1,149.00	220.76
BUNGE LIMITED	7/3/12	960.57	883.50	77.07
ENDURANCE SPECIALTY HOLDINGS LTD	4/9/12	1,563.16	1,534.30	28.86
ENDURANCE SPECIALTY HOLDINGS LTD	6/4/12	1,148.37	1,225.50	(77.13)
ENSCO PLC	10/1/12	550.08	541.71	8.37
WHITE MOUNTAINS INSURANCE GROUP LTD	1/2/13	1,038.95	731.64	307.31
TE CONNECTIVITY LTD	4/9/12	4,326.53	3,378.72	947.81

BRANCH BANKING AND TRUST CO
 PO BOX 2887
 WILSON, NC 27894-2887

ACCOUNT STATEMENT

APRIL 01, 2012 TO MARCH 31, 2013

ACCOUNT NAME: WAGGONER
 ACCOUNT NUMBER: 1150000654



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SCOTT HAYNES, CPA MOOSE, MARTIN,
 HAYNES AND LUNDY, PA
 PO BOX 1308
 STATESVILLE, NC 28687

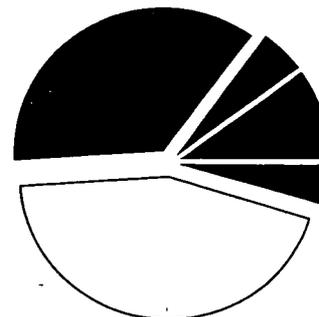
ACCOUNT NAME	BRANCH BANKING AND TRUST COMPANY MANAGING AGENT FOR: J.E. & MILDRED WAGGONER FAMILY FDN
RELATIONSHIP MANAGER	SANDRA D THOMAS 704-954-1069 sdthomas@BBandT.com
INVESTMENT OFFICER	NEIL CHAPMAN 704-954-1357 NCHAPMAN@BBANDT.COM

FOR YOUR INFORMATION

THIS IS YOUR REPORT OF INVESTMENTS AND TRANSACTIONS FOR THE PERIOD. THE FOLLOWING ARE INCLUDED IN THE REPORT: ACCOUNT SUMMARY, ACTIVITY SUMMARY, AND ACCOUNT ACTIVITY. PLEASE CALL YOUR ADMINISTRATOR WITH QUESTIONS.

INVESTMENT PORTFOLIO SUMMARY

MARKET VALUE AS OF	04/01/2012	03/31/2013	% OF ACCOUNT
CASH AND CASH EQUIVALENTS	93,508.84	118,917.83	10.2%
CORPORATE BONDS	111,231.50	57,087.00	4.9%
EQUITIES	457,569.46	423,361.95	36.1%
MUTUAL FUNDS	451,270.80	518,713.82	44.3%
US TREASURY OBLIGATIONS	55,286.00	53,085.50	4.5%
Total	1,168,866.60	1,171,166.10	100.0%



ACCOUNT ACTIVITY SUMMARY

	THIS PERIOD	YEAR TO DATE	REALIZED CAPITAL GAINS / LOSSES	
			THIS PERIOD	YEAR TO DATE
BEGINNING MARKET VALUE	1,168,866.60	1,168,866.60		
INCOME	35,710.39	35,710.39		
DISBURSEMENTS	62,518.63-	62,518.63-		
CASH RECEIPTS	311.43	311.43		
FEES	12,324.20-	12,324.20-		
CHANGE IN MARKET VALUE	41,120.51	41,120.51		
ENDING MARKET VALUE	1,171,166.10	1,171,166.10		
			LONG TERM	27,807.91
			SHORT TERM	639.46
			TOTAL GAINS / LOSSES	28,447.37

ACCOUNT STATEMENT

APRIL 01, 2012 TO MARCH 31, 2013

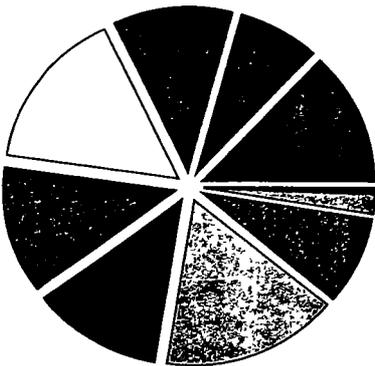
ACCOUNT NAME: WAGGONER
ACCOUNT NUMBER: 1150000654

PRINCIPAL PORTFOLIO STATEMENT

DESCRIPTION	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CASH AND CASH EQUIVALENTS				
IDP000030 INSURED DEPOSIT PROGRAM MGD	27,051.99			
	27,051.99	1.00		
* TOTAL CASH AND CASH EQUIVALENTS	27,051.99		0.00	0.00
	27,051.99			

EQUITY DIVERSIFICATION SUMMARY

INDUSTRY SECTOR	MARKET VALUE	PERCENT
CONSUMER DISCRETIONARY	54,857.53	13.0%
CONSUMER STAPLES	33,437.43	7.9%
ENERGY	48,211.84	11.4%
FINANCIALS	66,109.41	15.6%
HEALTH CARE	52,349.88	12.4%
INDUSTRIALS	51,681.95	12.2%
INFORMATION TECHNOLOGY	69,976.17	16.5%
MATERIALS	36,586.92	8.6%
TELECOMMUNICATIONS SERVICES	7,647.26	1.8%
UTILITIES	2,503.56	0.6%
Total	423,361.95	100.0%



DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
EQUITIES						
CONSUMER DISCRETIONARY						
023135106 AMAZON COM INC COMMON	AMZN	12.000	3,197.88	266.49		
			2,316.33	193.03		
072743206 BAYERISCHE MOTOREN WERKE (BMW) UNSPONS ADR	BAMXY	40.000	1,152.44	28.81	26.68	2.32
			1,208.00	30.20		
189754104 COACH INC COMMON	COH	50.000	2,499.50	49.99	60.00	2.40
			2,431.80	48.64		
233825108 DAIMLER AG	DDAIF	30.000	1,635.09	54.50	62.94	3.85
			1,470.30	49.01		
316645100 FIFTH & PACIFIC COMPANIES INC COMMON	FNP	90.000	1,699.20	18.88		
			1,125.00	12.50		

ACCOUNT STATEMENT

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APRIL 01, 2012 TO MARCH 31, 2013

ACCOUNT NAME: WAGGONER
ACCOUNT NUMBER: 1150000654



PRINCIPAL PORTFOLIO STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CONSUMER DISCRETIONARY						
344849104 FOOT LOCKER INC COMMON	FL	40 000	1,369 60 1,293 60	34 24 32 34	32 00	2 34
36191G107 GNC ACQUISITION HOLDINGS INC COMMON	GNC	30 000	1,178 40 590 10	39 28 19 67	18 00	1 53
448579102 HYATT HOTELS CORP CL A COMMON	H	40 000	1,729 20 1,699 60	43 23 42 49		
502441306 LVMH MOET-HENNESSEY UNSPON ADR	LVMUY	40 000	1,375 52 1,186 00	34 39 29 65	22 44	1 63
552676108 MDC HOLDINGS INC	MDC	60 000	2,199 00 1,972 80	36 65 32 88	60 00	2 73
580135101 MCDONALDS CORP COMMON	MCD	35 000	3,489 15 3,310 18	99 69 94 58	107 80	3 09
65528V107 NOKIAN RENKAAT OYJ	NKRKY	60 000	1,336 74 1,051 80	22 28 17 53	46 38	3 47
681919106 OMNICOM GROUP COMMON	OMC	20 000	1,178 00 970 30	58 90 48 52	32 00	2 72
705015105 PEARSON PLC SPONSORED ADR	PSO	170 000	3,058 30 3,059 80	17 99 18 00	118 66	3 88
741503403 PRICELINE COM INC COMMON	PCLN	2 000	1,376 32 1,216 74	688 16 608 37		
758204200 REED ELSEVIER NV	ENL	140 000	4,758 60 3,429 56	33 99 24 50	142 94	3 00
835898107 SOTHEBY'S HOLDINGS -CL A	BID	10 000	374 10 530 60	37 41 53 06	4 00	1 07
855244109 STARBUCKS CORPORATIONS COMMON	SBUX	50 000	2,847 50 2,637 44	56 95 52 75	42 00	1 47
87612E106 TARGET CORP COM COMMON	TGT	45 000	3,080 25 2,422 90	68 45 53 84	64 80	2 10
88732J207 TIME WARNER CABLE INC COMMON	TWC	25.000	2,401 50 2,284 92	96.06 91 40	65 00	2 71

ACCOUNT STATEMENT

APRIL 01, 2012 TO MARCH 31, 2013

ACCOUNT NAME: WAGGONER
ACCOUNT NUMBER: 1150000654

PRINCIPAL PORTFOLIO STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CONSUMER DISCRETIONARY						
892331307 TOYOTA MOTOR CORPORATION ADR	TM	30 000	3,079 20 2,327 88	102 64 77 60	41 25	1 34
896047503 TRIBUNE COMPANY COMMON	TRBA	20 000	1,137 00 1,137 40	56 85 56 87		
899896104 TUPPERWARE BRANDS CORP COMMON	TUP	20 000	1,634 80 1,289 80	81 74 64 49	49 60	3 03
91879Q109 VAIL RESORTS COMMON	MTN	30 000	1,869 60 1,328 40	62 32 44 28	24 90	1 33
92839U206 VISTEON CORP COMMON	VC	30 000	1,731 00 1,359 00	57 70 45 30		
92937A102 WPP PLC	WPPGY	25 000	2,003 00 1,763 23	80 12 70 53	54 45	2 72
988415105 YUE YUEN INDUSTRIAL UNSPONS ADR	YUEIY	90 000	1,466 64 1,435 50	16 30 15 95	81 63	5 57
** TOTAL CONSUMER DISCRETIONARY		SUB-TOTAL	54,857.53 46,848.98		1,157.47	2.11
CONSUMER STAPLES						
03524A108 ANHEUSER-BUSCH INBEV NV SPN ADR	BUD	15 000	1,493 25 1,291 65	99 55 86 11	19 40	1 30
05508R106 B&G FOODS INC COMMON	BGS	40 000	1,219 60 1,210 80	30 49 30 27	46 40	3 80
147528103 CASEY'S GENERAL STORES, INC COMMON	CASY	40 000	2,332 00 1,983 80	58 30 49 60	26 40	1 13
22160K105 COSTCO WHOLESALE CORP COMMON	COST	15 000	1,591 65 1,286 40	106 11 85 76	16 50	1 04
22662X100 CRIMSON WINE GROUP LTD COMMON	CWGL	9 000	83 70 72 40	9 30 8 04		
370334104 GENERAL MILLS INC COMMON	GIS	50 000	2,465 50 1,917 83	49 31 38 36	76 00	3 08
405217100 HAIN CELESTIAL GROUP INC COMMON	HAIN	25 000	1,527 00 1,336 00	61 08 53 44		

ACCOUNT STATEMENT

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APRIL 01, 2012 TO MARCH 31, 2013

ACCOUNT NAME: WAGGONER

ACCOUNT NUMBER: 1150000654

PRINCIPAL PORTFOLIO STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CONSUMER STAPLES						
502117203 L'OREAL SA ADR	LRLCY	100 000	3,176 90 2,289 50	31.77 22 90	49 00	1 54
641069406 NESTLE SA ADR	NSRGY	50 000	3,624 80 3,033 80	72 50 60 68	91 35	2 52
713448108 PEPSICO INC COMMON	PEP	30 000	2,373 30 2,090 78	79 11 69 69	64 50	2 72
869233106 SUSSER HOLDINGS CORP COMMON	SUSS	30 000	1,533 30 1,386 60	51 11 46 22		
881575302 TESCO PLC SPONS ADR	TSCDY	200 000	3,476 20 3,286 41	17 38 16 43	131 80	3 79
90460M204 UNICHARM CORP	UNICY	110 000	1,256 53 1,245 20	11 42 11 32	21 89	1 74
904767704 UNILEVER PLC-SPONSORED ADR	UL	120 000	5,068 80 3,959 80	42 24 33 00	150 36	2 97
G16962105 BUNGE LIMITED	BG	30 000	2,214 90 2,146 35	73 83 71 55	32 40	1 46
** TOTAL CONSUMER STAPLES			SUB- TOTAL		726.00	2.17
ENERGY						
055434203 BG GROUP PLC SPON ADR	BRGY	180 000	3,085 74 3,450 00	17 14 19 17	46 98	1 52
126132109 CNOOC LTD - ADR	CEO	6 000	1,149 00 1,241 04	191 50 206 84	32 71	2 85
13342B105 CAMERON INTERNATIONAL CORPORATION COMMON	CAM	25 000	1,630 00 1,643 75	65 20 65 75		
166764100 CHEVRON CORP COMMON	CVX	30 000	3,564 60 2,543 90	118 82 84 80	108 00	3 03
368287207 GAZPROM	OGZPY	100 000	856 80 1,028 00	8 57 10 28	45 50	5.31
402635304 GULFPORT ENERGY CORPORATION COMMON	GPOR	30 000	1,374 90 1,319 40	45 83 43 98		

ACCOUNT STATEMENT

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APRIL 01, 2012 TO MARCH 31, 2013

ACCOUNT NAME: WAGGONER

ACCOUNT NUMBER: 1150000654

PRINCIPAL PORTFOLIO STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
ENERGY						
49455U100 KINDER MORGAN MANAGEMENT LLC	KMR	45 000	3,953 25 3,130 89	87 85 69 58		
674599105 OCCIDENTAL PETROLEUM CO COMMON	OXY	45 000	3,526 65 3,810 15	78 37 84 67	115 20	3 27
716473103 PETROFAC LIMITED	POFCY	200 000	2,176 00 2,480 40	10 88 12 40	57 60	2 65
71654V408 PETROLEO BRASILEIRO SA PETROBRAS COMMON	PBR	50 000	828 50 1,058 00	16 57 21 16	5 35	0 65
723787107 PIONEER NAT RES CO COMMON	PXD	11 000	1,366 75 1,102 06	124 25 100 19	0 88	0 06
75281A109 RANGE RESOURCES CORP COMMON	RRC	20 000	1,620 80 1,075 40	81 04 53 77	3 20	0 20
780259206 ROYAL DUTCH SHELL PLC ADR CL A	RDS A	20 000	1,303 20 1,316 60	65 16 65 83	58 48	4 49
803866300 SASOL LTD SPONSORED ADR	SSL	40 000	1,773 60 1,834 10	44 34 45 85	66 48	3 75
806857108 SCHLUMBERGER LTD COMMON	SLB	60 000	4,493 40 3,228 65	74 89 53 81	75 00	1 67
811904101 SEACOR SMIT INC COMMON	CKH	15 000	1,105 20 1,099.44	73 68 73 30		
847560109 SPECTRA ENERGY CORP COMMON	SE	100 000	3,075 00 2,850 71	30 75 28 51	122 00	3 97
867224107 SUNCOR ENERGY, INC	SU	75 000	2,250.75 2,298 54	30 01 30 65	38 18	1 70
878546209 TECHNIP-COFLEXIP SA ADR	TKPPY	60 000	1,540 50 1,610 40	25 68 26 84	25 62	1 66
89151E109 TOTAL S A SPONSORED	TOT	50 000	2,399 00 2,440 20	47 98 48 80	128 30	5 35
966387102 WHITING PETROLEUM CORP COMMON	WLL	20 000	1,016 80 1,029 60	50 84 51.48		

ACCOUNT STATEMENT

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APRIL 01, 2012 TO MARCH 31, 2013

ACCOUNT NAME: WAGGONER
ACCOUNT NUMBER: 1150000654



PRINCIPAL PORTFOLIO STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
ENERGY						
98212B103 WPX ENERGY INC COMMON	WPX	70 000	1,121 40 1,030 40	16 02 14 72		
G3157S106 ENSCO PLC	ESV	50 000	3,000 00 2,237 83	60 00 44 76	81 25	2 71
** TOTAL ENERGY		SUB-TOTAL	48,211.84 44,859 46		1,010 73	2.10
FINANCIALS						
001317205 AIA GROUP LTD	AAGIY	80 000	1,401 60 1,217 87	17 52 15 22	12 40	0 88
014491104 ALEXANDER & BALDWIN INC COMMON	ALEX	50 000	1,787 50 1,257 15	35 75 25 14		
018805101 ALLIANZ COMMON	AZSEY	190 000	2,584 95 2,048 80	13 61 10 78	82 46	3 19
05382A104 A VIVA PLC	AV	190 000	1,732 80 1,715 05	9 12 9 03	111 72	6 45
054536107 ADR AXA-UAP F/K/A AXA SA SPONSORED ADR	AXAHY	60 000	1,033 20 1,089 07	17 22 18 15	46 62	4 51
05565A202 BNP PARIBAS	BNPQY	60 000	1,542 48 1,182 00	25 71 19 70	72 90	4 73
05946K101 BANCO BILBAO VIZCAYA - SP ADR COMMON	BBVA	110 000	964 70 1,046 47	8 77 9 51	60 06	6 23
06738E204 BARCLAYS PLC - SPONS ADR COMMON	BCS	100 000	1,776 00 1,003 99	17 76 10 04	39 80	2 24
09247X101 BLACKROCK INC COMMON	BLK	8 000	2,055 04 1,617 59	256 88 202 20	53 76	2 62
125581801 CIT GROUP INC COMMON	CIT	30 000	1,304 40 1,110 30	43 48 37 01		
200340107 COMERICA INC. COMMON	CMA	40 000	1,438 00 1,298 00	35 95 32 45	27 20	1 89
23304Y100 DBS GROUP HLDGS LTD SPONSORED ADR F/K/A DEVELOPMENT BK SINGAPORE LTD	DBSDY	30 000	1,547 64 1,406 40	51.59 46 88	52 35	3 38

ACCOUNT STATEMENT

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APRIL 01, 2012 TO MARCH 31, 2013

ACCOUNT NAME: WAGGONER
ACCOUNT NUMBER: 1150000654

PRINCIPAL PORTFOLIO STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
FINANCIALS						
251542106 DEUSTCHE BOERSE AG ADR	DBOXY	220 000	1,334 74 1,080 95	6 07 4 91	41 14	3 08
254709108 DISCOVER FINANCIAL SERVICES COMMON	DFS	40 000	1,793 60 967 89	44 84 24 20	22 40	1 25
404280406 HSBC HLDGS PLC SPONSORED ADR NEW	HBC	80 000	4,267 20 3,776 70	53 34 47 21	180 00	4 22
45104G104 ICICI BANK LIMITED SPONS ADR	IBN	50 000	2,145 00 1,997 50	42 90 39 95	28 70	1 34
45865V100 INTERCONTINENTALEXCHANGE INC COMMON	ICE	10 000	1,630 70 1,601 50	163 07 160 15		
465562106 ITAU UNIBANCO BANCO MULTIPLO SA	ITUB	140 000	2,492 00 2,136 60	17 80 15 26	12 46	0 50
493267108 KEYCORP NEW COMMON	KEY	190 000	1,892 40 1,706 20	9 96 8 98	38 00	2 01
527288104 LEUCADIA NATIONAL CORP COMMON	LUK	90 000	2,468 70 2,442 22	27 43 27 14	22 50	0 91
59156R108 METLIFE INC COMMON	MET	60 000	2,281 20 2,067 55	38 02 34 46	44 40	1 95
626188106 MUENCHER RUECK-GESELL AG ADR	MURGY	80 000	1,498 80 1,154 40	18 74 14 43	49 28	3 29
65105M108 NEWCASTLE INVESTMENT CORP COMMON	NCT	110 000	1,228 70 1,273 20	11 17 11 57	96 80	7 88
667340103 NORTHWEST BANCSHARES, INC COMMON	NWBI	80 000	1,014 40 1,016 80	12 68 12 71	38 40	3 79
729251108 PLUM CREEK TIMBER CO COMMON	PCL	70 000	3,654 00 3,054.80	52 20 43.64	117 60	3 22
74144T108 T ROWE PRICE GROUP INC	TROW	20 000	1,497 40 1,097 80	74 87 54 89	30 40	2 03
754730109 RAYMOND JAMES FINANCIAL INC COMMON	RJF	40 000	1,844.00 1,484 00	46 10 37 10	22 40	1 21

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ACCOUNT NAME: WAGGONER
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PRINCIPAL PORTFOLIO STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
FINANCIALS						
835707100 SONY FINANCIAL HOLDINGS INC ADR	SNYFY	100 000	1,489 00 1,674 00	14 89 16 74	20 80	1 40
89417E109 THE TRAVELERS COMPANIES INC COMMON	TRV	35 000	2,946 65 1,894 85	84 19 54 14	64 40	2 19
900148701 TURKIYE GARANTI BANKASI A S	TKGBY	510 000	2,705 55 2,120 40	5 31 4 16	29 07	1 07
989701107 ZIONS BANCORPORATION	ZION	50 000	1,249 50 1,042 00	24 99 20 84	2 00	0 16
989825104 ZURICH INSURANCE GROUP AG	ZURVY	70 000	1,953 00 1,614 90	27 90 23 07		
G9618E107 WHITE MOUNTAINS INSURANCE GROUP LTD COMMON	WTM	3 000	1,701 36 1,097 46	567 12 365 82	3 00	0 18
H01531104 ALLIED WORLD ASSURANCE COMPANY HOLDINGS LTD	AWH	15 000	1,390 80 1,329 60	92 72 88 64	22 50	1 62
H89231338 UBS AG	UBS	160 000	2,462 40 2,200 29	15 39 13 75	17 28	0 70
** TOTAL FINANCIALS		SUB-TOTAL	66,109.41 55,824.30		1,462.80	2.21
HEALTH CARE						
002824100 ABBOTT LABORATORIES COMMON	ABT	45 000	1,589 40 1,331 55	35 32 29 59	25 20	1 59
00287Y109 ABBVIE INC COMMON	ABBV	45 000	1,835 10 1,443 95	40 78 32 09	72 00	3 92
016255101 ALIGN TECHNOLOGY INC COMMON	ALGN	40 000	1,340 40 1,160 80	33 51 29 02		
018490102 ALLERGAN INC COMMON	AGN	19 000	2,120 97 1,789 09	111 63 94 16	3 80	0 18
071813109 BAXTER INTERNATIONAL INC COMMON	BAX	50 000	3,632 00 2,938 48	72 64 58 77	90 00	2 48
072730302 BAYER A G SPONSORED ADR	BAYRY	15 000	1,549 97 1,102 95	103 33 73 53	26 96	1 74

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ACCOUNT NAME: WAGGONER
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PRINCIPAL PORTFOLIO STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
HEALTH CARE						
12637N105 CSL LIMITED ADR	CMXHY	60 000	1,852 50 1,195 80	30 88 19 93	36 66	1 98
148887102 CATAMARAN CORP	CTRX	20 000	1,060 60 1,005 40	53 03 50 27		
15670R107 CEPHEID INC COMMON	CPHD	30 000	1,151 10 1,151 10	38 37 38 37		
156782104 CERNER CORP COMMON	CERN	25 000	2,368 50 1,875 11	94 74 75 00		
191459205 COCHLEAR LIMITED UNSPONS ADR	CHEOY	40 000	1,418 92 1,287 20	35 47 32 18	28 76	2 03
28176E108 EDWARDS LIFESCIENCES CORP COMMON	EW	15 000	1,232 40 1,220 90	82 16 81 39		
358029106 FRESENIUS USA INC ADR	FMS	60 000	2,031 60 2,039 10	33 86 33 99	18 78	0 92
375558103 GILEAD SCIENCES, INC	GILD	70 000	3,425 80 1,740 38	48 94 24 86		
54338V101 LONZA GROUP AG ADR	LZAGY	250 000	1,626 25 1,090 00	6 51 4 36	54 00	3 32
592688105 METTLER-TOLEDO INTL COMMON	MTD	6 000	1,279 32 1,305 84	213 22 217 64		
66987V109 NOVARTIS A G ADR	NVS	70 000	4,986 80 3,898 63	71 24 55 69	150 15	3 01
717081103 PFIZER INC COMMON	PFE	120 000	3,463 20 2,595 30	28 86 21 63	115 20	3 33
771195104 ROCHE HOLDING LTD ADR	RHHBY	80 000	4,667 60 3,753 60	58 35 46 92	135 60	2.91
80105N105 SANOFI SYNTHELABO SA-ADR	SNY	80.000	4,086.40 3,308.73	51 08 41 36	104 32	2 55
83569C102 SONOVA HOLDING AG	SONVY	50 000	1,202 80 1,139 50	24 06 22 79	12 80	1 06

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ACCOUNT NAME: WAGGONER

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PRINCIPAL PORTFOLIO STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
HEALTH CARE						
87184P109 SYSMEX CORP	SSMX	50 000	1,520 95 1,494 00	30 42 29 88	8 35	0 55
91338E101 UNIVERSAL AMERICAN FINANCIAL CORP COMMON	UAM	190 000	1,582 70 1,831 60	8 33 9 64		
94973V107 WELLPOINT INC COMMON	WLP	20 000	1,324 60 1,295 13	66 23 64 76	30 00	2 26
** TOTAL HEALTH CARE		SUB-TOTAL	52,349.88 42,994.14		912.58	1.74
INDUSTRIALS						
00508X203 ACTUANT CORP CL A NEW	ATU	60 000	1,837 20 1,846 20	30 62 30 77	2 40	0 13
023586100 AMERCO COMMON	UHAL	15 000	2,603 10 1,645 17	173 54 109 68		
049255706 ATLAS COPCO AB SPONS	ATLKY	90 000	2,560 77 2,307 60	28 45 25 64	45 63	1 78
053611109 AVERY DENNISON CORP COMMON	AVY	30 000	1,292 10 1,294 80	43 07 43 16	32 40	2 51
073302101 BE AEROSPACE INC COMMON	BEAV	20 000	1,205 60 1,182 00	60 28 59 10		
235851102 DANAHER CORP COMMON	DHR	65 000	4,039 75 3,554 33	62 15 54 68	6 50	0 16
25157Y202 DEUTSCHE POST AG SPON ADR	DPSGY	80 000	1,846 56 1,444 80	23 08 18 06	71 92	3 89
291011104 EMERSON ELECTRIC COMPANY COMMON	EMR	60 000	3,352 20 3,020 51	55 87 50 34	98 40	2 94
292562105 ENCORE WIRE CORPORATION COMMON	WIRE	50 000	1,751 00 1,409 95	35 02 28 20	4 00	0 23
302130109 EXPEDITORS INTL WASH INC COMMON	EXPD	30 000	1,071 90 1,377 04	35 73 45 90	16 80	1 57
307305102 FANUC LTD ADR	FANUY	70 000	1,785 63 1,740 90	25 51 24 87	23 94	1 34



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PRINCIPAL PORTFOLIO STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
INDUSTRIALS						
369604103 GENERAL ELECTRIC COMPANY COMMON	GE	110 000	2,543 20 2,003 65	23 12 18 22	83 60	3 29
371559105 GENESSE & WYO INC CL A	GWR	20 000	1,862 20 1,077 00	93 11 53 85		
466140100 JGC CORPORATION	JGCCY	25 000	1,279 53 1,367 90	51 18 54 72	21 15	1 65
688239201 OSHKOSH TRUCK B CL B	OSK	30 000	1,274 70 1,216 50	42 49 40 55	12 00	0 94
690742101 OWENS CORNING COMMON	OC	30 000	1,182 90 1,074 30	39 43 35 81		
770323103 ROBERT HALF INTL COMMON	RHI	20 000	750 60 423 60	37 53 21 18	12 80	1 71
775781206 ROLLS ROYCE PLC ADR	RYCEY	20 000	1,715 84 1,397 40	85 79 69 87	10 84	0 63
783513104 RYANAIR HOLDINGS PLC COMMON	RYAAY	40 000	1,671 20 1,214 13	41 78 30 35	72 48	4 34
80687P106 SCHNEIDER ELECTRIC SA UNSPON ADR	SBGSY	110 000	1,610 29 1,808 22	14 64 16 44	36 30	2 25
826197501 SIEMENS AG SPONSORED ADR	SI	11 000	1,185 80 913 92	107.80 83 08	32.36	2 73
82930C106 SINGAPORE AIRLINES LIMITED	SINGY	80 000	1,401 92 1,341 60	17 52 16 77	18.64	1 33
893641100 TRANSDIGM GROUP INC COMMON	TDG	8 000	1,223 36 1,199 52	152 92 149 94		
896522109 TRINITY INDUSTRIES COMMON	TRN	30 000	1,359 90 1,137 00	45 33 37 90	13 20	0 97
907818108 UNION PACIFIC CORP COMMON	UNP	25 000	3,560 25 2,494 51	142 41 99 78	69 00	1 94
911312106 UNITED PARCEL SERVICES B	UPS	35 000	3,006 50 2,525 43	85 90 72 16	86 80	2 89

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PRINCIPAL PORTFOLIO STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
INDUSTRIALS						
911363109 UNITED RENTALS INC	URI	30 000	1,649 10 1,069 80	54 97 35 66		
92927K102 WABCO HOLDINGS INC COMMON	WBC	15 000	1,058 85 1,052 55	70 59 70 17	4 20	0 40
** TOTAL INDUSTRIALS		SUB-TOTAL	51,681.95 44,140.33		775.36	1.50
INFORMATION TECHNOLOGY						
018581108 ALLIANCE DATA SYSTEMS COMMON	ADS	8 000	1,295 12 1,189 68	161 89 148 71		
037833100 APPLE COMPUTER CORPORATION COMMON	AAPL	13 000	5,754 58 3,871 94	442 66 297.84	137 80	2 39
042068106 ARM HOLDINGS PLC -SPONS ADR	ARMH	80 000	3,389 60 2,691 94	42 37 33 65	22 00	0 65
053807103 AVNET INC COMMON	AVT	50 000	1,810 00 1,518 90	36 20 30 38		
111320107 BROADCOM CORPORATION COMMON	BRCM	60 000	2,080 74 2,198 32	34 68 36 64	26 40	1 27
127387108 CADENCE DESIGN SYSTEMS, INC COMMON	CDNS	80 000	1,114 40 1,078 40	13 93 13 48		
192446102 COGNIZANT TECHNOLOGY SOLUTIONS COMMON	CTSH	30 000	2,298 63 1,715 93	76 62 57 20		
204166102 COMMVault SYSTEMS, INC COMMON	CVLT	15 000	1,230 00 1,021 95	82 00 68 13		
237545108 DASSAULT SYSTEMS COMMON	DASTY	30 000	3,474 00 2,727 97	115 80 90 93	18 30	0 53
278642103 EBAY INC COMMON	EBAY	20 000	1,084 40 997 50	54 22 49 88		
38259P508 GOOGLE INC COMMON	GOOG	5 000	3,970 94 3,673 31	794.19 734 66		
45666Q102 INFORMATICA CORP COM	INFA	30 000	1,034 10 1,483.75	34 47 49 46		

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PRINCIPAL PORTFOLIO STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
INFORMATION TECHNOLOGY						
458140100 INTEL COMMON	INTC	155 000	3,384 43 3,415 24	21 84 22 03	139 50	4 12
461202103 INTUIT INC COMMON	INTU	50 000	3,283 00 3,027 08	65 66 60 54	34 00	1.04
46612J507 JDS UNIPHASE CORP COMMON	JDSU	110 000	1,470 15 1,133 55	13 37 10 31		
48203R104 JUNIPER NETWORKS INC COMMON	JNPR	80 000	1,483 20 1,676 80	18 54 20 96		
594918104 MICROSOFT CORP COMMON	MSFT	225 000	6,436 13 5,901 94	28 61 26 23	207 00	3 22
608554200 MOLEX CLASS A	MOLXA	50 000	1,206 00 946 50	24 12 18 93	44 00	3 65
64118Q107 NETSUITE INC COMMON	N	15 000	1,200 90 1,032 75	80 06 68 85		
747525103 QUALCOMM INC COMMON	QCOM	60 000	4,016 40 3,257 16	66 94 54 29	60 00	1 49
803054204 SAP AKTIENGESELLSCHAFT ADR	SAP	60 000	4,832 40 3,790 65	80 54 63 18	40 50	0 84
83088M102 SKYWORKS SOLUTIONS, INC COMMON	SWKS	40 000	881 00 1,079 60	22 03 26 99		
874039100 TAIWAN SEMICONDUCTOR MANUFACTURING CO LTD SP ADR	TSM	170 000	2,922 30 2,668 18	17 19 15 70	67 66	2 32
878237106 TECH DATA CORPORATION COMMON	TECD	30 000	1,367.70 1,507 80	45 59 50 26		
882508104 TEXAS INSTRUMENTS COMMON	TXN	80 000	2,838 40 2,225 80	35 48 27 82	89 60	3 16
896239100 TRIMBLE NAV LTD	TRMB	40 000	1,199 20 1,164 06	29 98 29 10		
96208T104 WEX INC COMMON	WXS	20 000	1,570 00 1,202 20	78 50 60 11		

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PRINCIPAL PORTFOLIO STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
INFORMATION TECHNOLOGY						
H84989104 TE CONNECTIVITY LTD	TEL	60 000	2,515 80 1,930 96	41 93 32 18	50 40	2 00
M51363113 MELLANOX TECHNOLOGIES LTD	MLNX	15 000	832 65 450 30	55 51 30 02		
** TOTAL INFORMATION TECHNOLOGY		SUB-TOTAL	69,976.17 60,580.16		937.16	1.34
MATERIALS						
009126202 L'AIR LIQUIDE-UNSPONS ADR COMMON	AIQUY	161 000	3,918 90 3,932 75	24 34 24 43	70 36	1 80
010199305 AKZO N V SPONSORED ADR COMMON	AKZOY	140 000	2,967 44 2,248 04	21 20 16 06	69 86	2 35
01741R102 ALLEGHENY TECHNOLOGIES INC	ATI	50 000	1,585 50 1,429 29	31 71 28 59	36 00	2 27
127055101 CABOT CORP COMMON	CBT	50 000	1,710 00 1,654 50	34 20 33 09	40 00	2 34
228368106 CROWN HOLDINGS INC COMMON	CCK	30 000	1,248 30 1,222 20	41 61 40 74		
232820100 CYTEC INDUSTRIES INC COMMON	CYT	15 000	1,111 20 852 60	74 08 56 84	7 50	0 67
46121Y102 INTREPID POTASH INC COMMON	IPI	60 000	1,125 60 1,114 96	18 76 18 58		
483007704 KAISER ALUMINUM CORPORATION COMMON	KALU	25 000	1,616 25 1,585 75	64 65 63 43	30 00	1 86
502160104 LSB INDUSTRIES INC COMMON	LXU	30 000	1,043 40 1,147 20	34 78 38 24		
535223200 LINDE AG SPON ADR	LNEGY	160 000	2,980 16 2,481 60	18 63 15 51	35 68	1 20
61166W101 MONSANTO CO COMMON	MON	55 000	5,809 65 4,499 24	105 63 81 80	82 50	1 42
73755L107 POTASH CORP OF SASKATCHEWAN	POT	60 000	2,355 00 2,554 54	39 25 42.58	67 20	2 85

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PRINCIPAL PORTFOLIO STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
MATERIALS						
761655505 REXAM PLC	REXYM	36 000	1,441 76 1,377 60	40 05 38 27	45 76	3 17
767204100 RIO TINTO PLC ADR	RIO	30 000	1,412 40 1,487 70	47 08 49 59	50 22	3 56
774415103 ROCKWOOD HOLDINGS INC COMMON	ROC	30 000	1,963 20 1,505 10	65 44 50 17	48 00	2 44
780287108 ROYAL GOLD INC	RGLD	15 000	1,065 45 1,009 80	71 03 67 32	12 00	1 13
806882106 SCHNITZER STEEL INDS INC CL A	SCHN	25 000	666 75 1,637 25	26 67 65 49	18 75	2 81
824551105 SHIN-ETSU CHEMICAL CO LTD ADR	SHECY	80 000	1,320 96 1,060 80	16 51 13 26	20 40	1 54
920355104 VALSPAR CORP COMMON	VAL	20 000	1,245 00 1,212 40	62 25 60 62	18 40	1 48
** TOTAL MATERIALS			SUB-TOTAL 36,586.92 34,013.32		652.63	1.78
TELECOMMUNICATIONS SERVICES						
48667L106 KDDI CORPORATION UNSPON ADR	KDDIY	160 000	3,239 20 2,811 60	20 25 17 57	17 28	0 53
62474M108 MTN GROUP LTD ADR	MTNOY	60 000	1,056 06 1,111 80	17 60 18 53	45 00	4 26
78388J106 SBA COMMUNICATIONS CORP COMMON	SBAC	15 000	1,080 00 681 75	72 00 45 45		
92857W209 VODAFONE GROUP PLC COMMON	VOD	80 000	2,272 00 2,330 90	28 40 29 14	119 92	5 28
** TOTAL TELECOMMUNICATIONS SERVICES			SUB-TOTAL 7,647.26 6,936.05		182.20	2.38
UTILITIES						
78460A106 SNAM S.P.A	SNMRY	120 000	1,095 96 1,092 00	9 13 9 10	52 44	4 78

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ACCOUNT STATEMENT

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ACCOUNT NAME: WAGGONER
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PRINCIPAL PORTFOLIO STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
UTILITIES						
842587107 SOUTHERN COMPANY COMMON	SO	30 000	1,407 60 1,293 60	46 92 43 12	58 80	4 18
** TOTAL UTILITIES		SUB-TOTAL	2,503.56 2,385.60		111.24	4.44
* TOTAL EQUITIES			423,361.95 367,119.66		7,928.17	1.87

BOND QUALITY SUMMARY

S & P QUALITY RATING	MARKET VALUE PERCENT	
AA+	53,085 50	100.0%
Total	53,085 50	100 0%

DESCRIPTION	RATING	PAR VALUE	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
US TREASURY OBLIGATIONS						
3133X7FK5 FED HOME LOAN BANK DTD 5/27/04 5 25% 06/18/2014	AA+	50,000 000	53,085 50 50,363 75	106 17 100 73	2,625 00	4 94 0 19
* TOTAL US TREASURY OBLIGATIONS			53,085.50 50,363.75		2,625.00	4.94

BOND QUALITY SUMMARY

S & P QUALITY RATING	MARKET VALUE PERCENT	
A-	57,087 00	100 0%
Total	57,087 00	100 0%

ACCOUNT STATEMENT

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ACCOUNT NAME: WAGGONER
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PRINCIPAL PORTFOLIO STATEMENT (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	TOTAL MARKET/ COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
CORPORATE BONDS						
78387GAL7 SBC COMMUNICATIONS DTD 08/18/04 5.625% 06/15/2016	A-	50,000.000	57,087.00 51,491.50	114.17 102.98	2,812.50	4.93 1.12
* TOTAL CORPORATE BONDS			57,087.00 51,491.50		2,812.50	4.93

BOND QUALITY SUMMARY

S & P QUALITY RATING	MARKET VALUE PERCENT	
NOT RATED	518,713.82	100.0%
Total	518,713.82	100.0%

DESCRIPTION	RATING	PAR VALUE	TOTAL MARKET/ COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
MUTUAL FUNDS						
024932600 AMERICAN CENTURY DIVERSIFIED BOND FUND # 349		3,859.115	42,758.99 42,185.62	11.08 10.93	1,161.59	2.72
258620103 DOUBLELINE TOTAL RETURN BOND FUND		6,418.465	72,785.39 71,773.49	11.34 11.18	4,178.42	5.74
349913822 FORWARD INTERNATIONAL SMALL COMPANIES FD INST CL FUND # 111		2,207.093	32,400.13 29,899.05	14.68 13.55	609.16	1.88
52106N889 LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638		1,821.013	35,181.97 36,971.98	19.32 20.30	648.28	1.84
592905509 METROPOLITAN WEST TOTAL RETURN BOND FUND INST CL FUND # 512		5,716.092	62,419.72 60,350.14	10.92 10.56	2,377.89	3.81
683974505 OPPENHEIMER DEVELOPING MARKETS FUND CL Y FUND # 788		1,075.894	37,591.74 36,260.78	34.94 33.70	267.90	0.71
693390700 PIMCO TOTAL RETURN FUND CLASS I #35		3,869.836	43,496.96 43,036.85	11.24 11.12	1,319.61	3.03
85917K710 STERLING CAPITAL CORPORATE FUND-I		5,422.358	57,260.10 54,958.98	10.56 10.14	2,033.38	3.55

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PRINCIPAL PORTFOLIO STATEMENT (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
MUTUAL FUNDS						
85917L569 STERLING CAPITAL TOTAL RETURN BOND FUND INST CL FUND # 342		7,193 956	78,773 82 79,100 93	10 95 11 00	2,899 16	3 68
85917L619 STERLING CAPITAL INTERMEDIATE U S GOVERNMENT FUND INST CL FUND # 341		3,685 001	39,355 81 37,708 13	10 68 10 23	1,230 79	3.13
85917L742 STERLING CAPITAL SPECIAL OPPORTUNITIES FUND INST CL FUND # 321		832 794	16,689 19 15,720 52	20 04 18 88	94 11	0 56
* TOTAL MUTUAL FUNDS			518,713.82 507,966.47		16,820.29	3.24
TOTAL PRINCIPAL ASSETS			1,079,300.26 1,003,993.37		30,185.96	2.80

INCOME PORTFOLIO STATEMENT

DESCRIPTION	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CASH AND CASH EQUIVALENTS				
IDP000030 INSURED DEPOSIT PROGRAM MGD	91,865 84 91,865 84	1 00		
* TOTAL CASH AND CASH EQUIVALENTS	91,865.84 91,865.84		0.00	0.00
TOTAL INCOME ASSETS	91,865.84 91,865.84		0.00	0.00

ACCOUNT STATEMENT

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TRANSACTION SUMMARY

	CURRENT PERIOD			YEAR TO DATE		
	PRINCIPAL CASH	INCOME CASH	COST	PRINCIPAL CASH	INCOME CASH	COST
BEGINNING BALANCE	0.00	29.43	1,111,469.62	0.00	29.43	1,111,469.62
INCOME						
INTEREST		7,150.18			7,150.18	
DIVIDENDS	4,986.20	23,574.01		4,986.20	23,574.01	
TOTAL INCOME	4,986.20	30,724.19	0.00	4,986.20	30,724.19	0.00
SALES/MATURITIES						
SALES	809,945.77		786,154.10-	809,945.77		786,154.10-
REDEMPTIONS	52,050.00		52,660.50-	52,050.00		52,660.50-
TOTAL SALES/MATURITIES	861,995.77	0.00	838,814.60-	861,995.77	0.00	838,814.60-
PURCHASES						
PURCHASES	797,765.77-		797,765.77	797,765.77-		797,765.77
NET CASH MGT PURCH	2,714.55	28,152.97-	25,438.42	2,714.55	28,152.97-	25,438.42
TOTAL PURCHASES	795,051.22-	28,152.97-	823,204.19	795,051.22-	28,152.97-	823,204.19
DISBURSEMENTS						
DISBURSEMENTS	59,917.98-	2,600.65-		59,917.98-	2,600.65-	
TOTAL DISBURSEMENTS	59,917.98-	2,600.65-	0.00	59,917.98-	2,600.65-	0.00
CASH RECEIPTS						
CASH RECEIVED	311.43			311.43		
TOTAL CASH RECEIPTS	311.43	0.00	0.00	311.43	0.00	0.00
FEES						
FEES	12,324.20-			12,324.20-		
TOTAL FEES	12,324.20-	0.00	0.00	12,324.20-	0.00	0.00
ENDING BALANCE	0.00	0.00	1,095,859.21	0.00	0.00	1,095,859.21

TRANSACTION STATEMENT

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
04/01/12	BEGINNING BALANCE	0.00	29.43	1,111,469.62	
	NET FOR ALL CASH MANAGEMENT FUNDS	2,714.55	28,152.97-	25,438.42	
04/12/12	000361105 AAR CORP COMMON SOLD 30 SHS AAR CORP COMMON ON 04/09/2012 AT 16 11 THRU JP MORGAN CLEARING CORP COMMISSIONS PAID 0 90 EXPENSES PAID 0 02	482.38		547.50-	65.12-

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