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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 6/1/2012 **, and ending** 5/31/2013

Name of foundation: LEE/KAYSER

A Employer identification number: 59-7074391

Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank N A. Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041 — Room/suite:

B Telephone number (see instructions): (888) 730-4933

City or town, state, and ZIP code: Winston Salem NC 27101-3818

C If exemption application is pending, check here ▶ ☐

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

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 4,002,716

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc, received (attach schedule)				
2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	109,219	109,219		
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	137,253			
b	Gross sales price for all assets on line 6a 1,226,046				
7	Capital gain net income (from Part IV, line 2)		137,253		
8	Net short-term capital gain				
9	Income modifications				
10 a	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	246,472	246,472	0	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	39,914	29,936		9,979
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	2,450			2,450
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	3,251	1,910		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	**Total operating and administrative expenses.** Add lines 13 through 23	45,615	31,846	0	12,429
25	Contributions, gifts, grants paid	184,812			184,812
26	**Total expenses and disbursements.** Add lines 24 and 25	230,427	31,846	0	197,241
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	16,045			
b	**Net investment income** (if negative, enter -0-)		214,626		
c	**Adjusted net income** (if negative, enter -0-)			0	

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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			
	2	Savings and temporary cash investments	275,415	10,314	10,314
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)	149,382		
	b	Investments—corporate stock (attach schedule)	1,607,418		
	c	Investments—corporate bonds (attach schedule)	376,319		
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	565,190	2,991,113	3,992,402
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,973,724	3,001,427	4,002,716
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	2,973,724	3,001,427	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	2,973,724	3,001,427	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,973,724	3,001,427	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,973,724
2	Enter amount from Part I, line 27a	2	16,045
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	11,991
4	Add lines 1, 2, and 3	4	3,001,760
5	Decreases not included in line 2 (itemize) ▶ Cost Basis Adjustment	5	333
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,001,427

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 Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			

	(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				0
b				0
c				0
d				0
e				0

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a				0
b				0
c				0
d				0
e				0

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	137,253
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	186,214	3,763,840	0.049474
2010	151,422	3,748,257	0 040398
2009	95,072	3,420,337	0 027796
2008	87,073	3,125,855	0 027856
2007			0 000000

2	**Total** of line 1, column (d)	2	0 145524
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	0.036381
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,876,408
5	Multiply line 4 by line 3	5	141,028
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,146
7	Add lines 5 and 6	7	143,174
8	Enter qualifying distributions from Part XII, line 4	8	197,241

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	2,146
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	2,146
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	2,146
6	Credits/Payments.		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 1,014		
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	1,014
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	1,132
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ | **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? *If "No," attach explanation*	8b		X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ WELLS FARGO BANK N A Telephone no. ▶ 888-730-4933			
	Located at ▶ 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ▶ 27101-3818			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

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? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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
Wells Fargo Bank, N A 1 W 4th St 4th Floor MAC D4000-041 Winston S	Trustee 4 00	39,914		
MR JAMES F MCLEAN 427 SPRING LAKE HWY BROOKSVILLE, FL 3	CO-TRUSTEE 40.00	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 ▶ 0

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		
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 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	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	3,800,845
b	Average of monthly cash balances	1b	134,595
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,935,440
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	3,935,440
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	59,032
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,876,408
6	**Minimum investment return.** Enter 5% of line 5	6	193,820

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	193,820
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,146		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,146
3	Distributable amount before adjustments Subtract line 2c from line 1			3	191,674
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	191,674
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	191,674

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	197,241
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	197,241
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	2,146
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	195,095

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				191,674
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only			175,951	
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2012				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011				
f	Total of lines 3a through e	0			
4	Qualifying distributions for 2012 from Part XII, line 4 ► $ 197,241				
a	Applied to 2011, but not more than line 2a			175,951	
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				21,290
e	Remaining amount distributed out of corpus				
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	0			
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				
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			0	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				170,384
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				
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon. a "Assets" alternative test—enter: (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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 ▶ [X] 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*				
See Attached Statement				
Total			▶ 3a	184,812
b *Approved for future payment*				
NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	109,219	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	137,253	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		246,472	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 246,472

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

SVP Wells Fargo Bank N.A. | 9/26/2013 | SVP Wells Fargo Bank N A

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO		9/26/2013		P01251603
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name					
FL SHERIFFS YOUTH RANCHES INC					
Street: PO BOX 200					
City: BOYS RANCH		**State:** FL	**Zip Code:** 32064	**Foreign Country:**	
Relationship: NONE	**Foundation Status:** 501 (C)(3) PUBLIC CHARITY				
Purpose of grant/contribution: GNERAL SUPPORT GRANT					**Amount:** 46,203

Name					
CEDARS HOME FOR CHILDREN FDN					
Street: 6601 PIONEERS BLVD					
City: LINCOLN		**State:** NE	**Zip Code:** 68506	**Foreign Country:**	
Relationship: NONE	**Foundation Status:** 501 (C)(3) PUBLIC CHARITY				
Purpose of grant/contribution: GNERAL SUPPORT GRANT					**Amount:** 46,203

Name					
THE SALVATION ARMY					
Street: NADENE HARDT AREA COMMAN					
City: ST PETERBURG		**State:** FL	**Zip Code:** 33733-0909	**Foreign Country:**	
Relationship: NONE	**Foundation Status:** 501 (C)(3) PUBLIC CHARITY				
Purpose of grant/contribution: GNERAL SUPPORT GRANT					**Amount:** 46,203

Name					
CHRISTIAN HOME AND BIBLE SCHOOL					
Street: 301 WEST 13TH AVE					
City: MOUNT DORA		**State:** FL	**Zip Code:** 2757	**Foreign Country:**	
Relationship: NONE	**Foundation Status:** 501 (C)(3) PUBLIC CHARITY				
Purpose of grant/contribution: GNERAL SUPPORT GRANT					**Amount:** 46,203

Name					
Street:					
City:		**State:**	**Zip Code:**	**Foreign Country:**	
Relationship:	**Foundation Status:**				
Purpose of grant/contribution:					**Amount:**

Name					
Street:					
City:		**State:**	**Zip Code:**	**Foreign Country:**	
Relationship:	**Foundation Status:**				
Purpose of grant/contribution:					**Amount:**

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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount	Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	28,167	Capital Gains/Losses	1,226,046	1,088,793	137,253
Short Term CG Distributions	0	Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	AMER CENT SMALL CAP GRW	025083320			4/16/2009		9/10/2012	138,720	75,000	-			0	63,720
2	X	AMERICAN EXPRESS 5 875	0258M0CW7			5/29/2008		5/2/2013	100,000	99,724	-			0	276
3	X	APPLE INC	037833100			9/27/2012		5/31/2013	18,096	27,133	-			0	-9,037
4	X	DELAWARE POOLED TR INTL	246248306			6/29/2006		9/10/2012	86,704	152,424	-			0	-65,720
5	X	DELAWARE POOLED TR INTL	246248306			5/18/2006		9/10/2012	42,252	75,002	-			0	-32,750
6	X	DELAWARE POOLED TR INTL	246248306			8/17/2005		9/10/2012	107,037	170,010	-			0	-62,973
7	X	GENERAL ELECTRIC COM 5 0	369604AY9			4/15/2003		2/1/2013	75,000	76,570	-			0	-1,570
8	X	HEWLETT PACKARD CO	428236103			7/14/2009		6/26/2012	4,830	9,307	-			0	-4,477
9	X	HOME DEPOT INC	437076102			8/10/2000		5/31/2013	10,735	7,499	-			0	3,236
10	X	ING REAL ESTATE FUND CL-I	44981V706			4/16/2009		9/10/2012	100,000	43,300	-			0	56,700
11	X	INTERNATIONAL BUSINESS M	459200101			8/7/2003		9/27/2012	12,386	4,819	-			0	7,567
12	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			4/14/2009		9/25/2012	136,934	118,000	-			0	18,934
13	X	MCDONALDS CORP	580135101			3/12/2012		5/31/2013	9,697	9,671	-			0	26
14	X	NATIONAL OILWELL INC COM	637071101			5/31/2012		5/31/2013	8,144	7,711	-			0	433
15	X	RIDGEWORTH FD-MIDCAP VA	76628R615			4/14/2009		9/10/2012	40,000	24,580	-			0	15,420
16	X	ST JUDE MED INC	790849103			4/14/2009		6/26/2012	6,583	6,218	-			0	365
17	X	TIMKEN CO	887389104			5/31/2012		2/28/2013	8,170	7,191	-			0	979
18	X	TOUCHSTONE MID CAP FD Y	89155H793			4/14/2009		9/10/2012	183,772	100,000	-			0	83,772
19	X	VANGUARD S/T BD IND SIGNA	921937850			6/29/2006		9/10/2012	35	32	-			0	3
20	X	VANGUARD INFLAT-PROT SE	922031737			4/14/2009		3/12/2013	50,000	41,979	-			0	8,021
21	X	VERIZON COMMUNICATIONS	92343V104			8/30/2002		9/27/2012	11,900	7,013	-			0	4,887
22	X	COOPER INDUSTRIES PLC NE	G24140108			5/17/2006		9/27/2012	12,358	7,042	-			0	5,316
23	X	EATON CORP PLC	G29183103			11/30/2012		12/17/2012	2	2	-			0	0
24	X	COOPER INDUSTRIES PLC NE	G24140108			5/17/2006		11/30/2012	34,524	18,566					15,958

Part I, Line 16b (990-PF) - Accounting Fees

		2,450	0	0	2,450
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	ACCOUNTING FEES	2,450			2,450

Part I, Line 18 (990-PF) - Taxes

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		3,251	1,910	0	0
	Description				
1	FOREIGN TAX WITHHELD	1,910	1,910		
2	PY EXCISE TAX DUE	327			
3	ESTIMATED EXCISE PAYMENTS	1,014			

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

		Federal	149,382	0	0	0	
		State/Local	0	0	0	0	
	Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	State/Local Obligation
1			149,382	0			

Part II, Line 10b (990-PF) - Investments - Corporate Stock

			1,607,418	0	0	0
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1			1,607,418			

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
				376,319	0	0	0
1				376,319			

Part II, Line 13 (990-PF) - Investments - Other

			565,190	2,991,113	3,992,402
	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1			565,190	2,991,113	3,992,402

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	Gain on PY Sales Settled in CY	1	6,620
2	Loss on CY Sales Not Settled at Year End	2	5,371
3	Total	3	11,991

Line 5 - Decreases not included in Part III, Line 2

1	Cost Basis Adjustment	1	333
2	Total	2	333

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	28,167
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						1,197,879	0	0	1,088,793	109,086	0	0	0	109,086
1	AMER CENT SMALL CAP GRWTH INST #	025083320		4/16/2009	9/10/2012	138,720		0	75,000	63,720	0	0	0	63,720
2	AMERICAN EXPRESS 5 875% 5/02/13	0258M0CW7		5/29/2008	5/2/2013	100,000		0	99,724	276	0	0	0	276
3	APPLE INC	037833100		9/27/2012	5/31/2013	18,096		0	27,133	-9,037	0	0	0	-9 037
4	DELAWARE POOLED TR INTL EQUITY #	246248306		6/29/2006	9/10/2012	86,704		0	152,424	-65,720	0	0	0	-65,720
5	DELAWARE POOLED TR INTL EQUITY #	246248306		5/18/2006	9/10/2012	42,252		0	75,002	-32,750	0	0	0	-32 750
6	DELAWARE POOLED TR INTL EQUITY #	246248306		8/17/2005	9/10/2012	107,037		0	170,010	-62,973	0	0	0	-62,973
7	GENERAL ELECTRIC COM 5 000% 2/01/	369604AY9		4/15/2003	2/1/2013	75,000		0	76,570	-1,570	0	0	0	-1,570
8	HEWLETT PACKARD CO	428236103		7/14/2009	6/26/2012	4,830		0	9,307	-4,477	0	0	0	-4,477
9	HOME DEPOT INC	437076102		8/10/2000	5/31/2013	10,735		0	7,499	3,236	0	0	0	3,236
10	ING REAL ESTATE FUND CL-I #2190	44981V706		4/16/2009	9/10/2012	100,000		0	43,300	56,700	0	0	0	56,700
11	INTERNATIONAL BUSINESS MACHS CO	459200101		8/7/2003	9/27/2012	12,386		0	4,819	7,567	0	0	0	7,567
12	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		4/14/2009	9/25/2012	136,934		0	118,000	18,934	0	0	0	18,934
13	MCDONALDS CORP	580135101		3/12/2012	5/31/2013	9,697		0	9,671	26	0	0	0	26
14	NATIONAL OILWELL INC COM	637071101		5/31/2012	5/31/2013	8,144		0	7,711	433	0	0	0	433
15	RIDGEWORTH FD-MIDCAP VAL EQ I #54	76628R615		4/14/2009	9/10/2012	40,000		0	24,580	15,420	0	0	0	15,420
16	ST JUDE MED INC	790849103		4/14/2009	6/26/2012	6,583		0	6,218	365	0	0	0	365
17	TIMKEN CO	887389104		5/31/2012	2/28/2013	8,170		0	7,191	979	0	0	0	979
18	TOUCHSTONE MID CAP FD Y #354	89155H793		4/14/2009	9/10/2012	183,772		0	100,000	83,772	0	0	0	83,772
19	VANGUARD S/T BD IND SIGNAL #1349	921937850		6/29/2006	9/10/2012	35		0	32	3	0	0	0	3
20	VANGUARD INFLAT-PROT SECS-ADM #	922031737		4/14/2009	3/12/2013	50,000		0	41,979	8,021	0	0	0	8,021
21	VERIZON COMMUNICATIONS	92343V104		8/30/2002	9/27/2012	11,900		0	7,013	4,887	0	0	0	4,887
22	COOPER INDUSTRIES PLC NEW IRELA	G24140108		5/17/2006	9/27/2012	12,358		0	7,042	5,316	0	0	0	5,316
23	EATON CORP PLC	G29183103		11/30/2012	12/17/2012	2		0	2	0	0	0	0	0
24	COOPER INDUSTRIES PLC NEW ENGLA	G24140108		5/17/2006	11/30/2012	34,524			18,566	15 958	0	0	0	15,958

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										39,914	0	0
1	Wells Fargo Bank N A Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		CO-TRUSTEE	4 00	39,914	0	0
2	MR JAMES F MCLEAN	X	427 SPRING LAKE HWY	BROOKSVILLE	FL	34602		CO-TRUSTEE	40 00	0		

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	
2	First quarter estimated tax payment	10/10/2012	2	338
3	Second quarter estimated tax payment	11/9/2012	3	338
4	Third quarter estimated tax payment	2/11/2013	4	338
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	0
7	Total		7	1,014

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	175,951
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	175,951

990PF, PART VII-A LINE 8b - EXPLANATION OF NON-FILING WITH A.G. STMT.

Florida Attorney General does not require and prefers that a copy of the 990-PF is not filed with their office.

Security Type	Account #	EIN	CUSIP	Asset Name	FMV	Units	Fed Coast
Cash	4019886194	59-7074391			$0 00	0 00	$0 00
Savings & Temp Inv	4019886194	59-7074391	VP0528308	FEDERATED TREAS OBL FD 68	$4,050 65	4,050 65	$4,050 65
Savings & Temp Inv	4019886194	59-7074391	VP0528308	FEDERATED TREAS OBL FD 68	$6,262 95	6,262 95	$6,262 95
				TOTAL CASH, SAVINGS, AND TEMP INV	**$10,313.60**		**$10,313.60**
Invest - Corp Bonds	4019886194	59-7074391	31359MTG8	FED NATL MTG ASSN 4 625% 10/15/13	$152,493 00	150,000 00	$149,382 26
Invest - Corp Bonds	4019886194	59-7074391	060505BM5	BANK OF AMERICA CORP 5 375% 6/15/14	$104,483 00	100,000 00	$100,750 00
Invest - Corp Bonds	4019886194	59-7074391	589331AK3	MERCK & CO INC 4 750% 3/01/15	$107,185 00	100,000 00	$99,274 75
Invest - Corp Stock	4019886194	59-7074391	002824100	ABBOTT LABS	$11,001 00	300 00	$6,313 88
Invest - Corp Stock	4019886194	59-7074391	031162100	AMGEN INC	$12,566 25	125 00	$7,242 28
Invest - Corp Stock	4019886194	59-7074391	037833100	APPLE INC	$17,989 40	40 00	$27,132 69
Invest - Corp Stock	4019886194	59-7074391	14040H105	CAPITAL ONE FINANCIAL CORP	$9,139 50	150 00	$7,699 48
Invest - Corp Stock	4019886194	59-7074391	171232101	CHUBB CORP	$13,065 00	150 00	$6,067 49
Invest - Corp Stock	4019886194	59-7074391	194162103	COLGATE PALMOLIVE CO	$14,460 00	250 00	$7,192 50
Invest - Corp Stock	4019886194	59-7074391	375558103	GILEAD SCIENCES INC	$16,344 00	300 00	$7,478 95
Invest - Corp Stock	4019886194	59-7074391	437076102	HOME DEPOT INC	$62,928 00	800 00	$44,440 00
Invest - Corp Stock	4019886194	59-7074391	459200101	INTERNATIONAL BUSINESS MACHS CORP	$75,927 30	365 00	$29,318 09
Invest - Corp Stock	4019886194	59-7074391	478160104	JOHNSON & JOHNSON	$50,508 00	600 00	$17,538 25
Invest - Corp Stock	4019886194	59-7074391	580135101	MCDONALDS CORP	$9,657 00	100 00	$9,670 99
Invest - Corp Stock	4019886194	59-7074391	594918104	MICROSOFT CORP	$45,370 00	1,300 00	$33,571 27
Invest - Corp Stock	4019886194	59-7074391	637071101	NATIONAL OILWELL INC COM	$8,084.50	115.00	$7,710 62
Invest - Corp Stock	4019886194	59-7074391	74005P104	PRAXAIR INC COM	$28,582 50	250 00	$13,557 50
Invest - Corp Stock	4019886194	59-7074391	742718109	PROCTER & GAMBLE CO	$38,380 00	500 00	$9,671 26
Invest - Corp Stock	4019886194	59-7074391	778296103	ROSS STORES INC	$45,022 60	700 00	$10,776 50
Invest - Corp Stock	4019886194	59-7074391	806857108	SCHLUMBERGER LTD	$8,398 45	115 00	$8,428 28
Invest - Corp Stock	4019886194	59-7074391	882508104	TEXAS INSTRUMENTS INC	$16,159 50	450 00	$9,467 96
Invest - Corp Stock	4019886194	59-7074391	913017109	UNITED TECHNOLOGIES CORP	$75,920 00	800 00	$25,237 00
Invest - Corp Stock	4019886194	59-7074391	740189105	PRECISION CASTPARTS CORP	$21,392 00	100 00	$6,008 00
Invest - Corp Stock	4019886194	59-7074391	30231G102	EXXON MOBIL CORPORATION	$45,235 00	500 00	$10,687 50
Invest - Corp Stock	4019886194	59-7074391	92343V104	VERIZON COMMUNICATIONS	$35,875 20	740 00	$19,961 23
Invest - Corp Stock	4019886194	59-7074391	46625H100	JPMORGAN CHASE & CO	$32,481 05	595 00	$14,754 46
Invest - Corp Stock	4019886194	59-7074391	G1151C101	ACCENTURE PLC	$34,896 75	425 00	$13,777 01
Invest - Corp Stock	4019886194	59-7074391	166764100	CHEVRON CORP	$61,375 00	500 00	$13,545 13
Invest - Corp Stock	4019886194	59-7074391	20030N101	COMCAST CORP CLASS A	$10,442 90	260 00	$7,563 37
Invest - Corp Stock	4019886194	59-7074391	45865V100	INTERCONTINENTALEXCHANGE INC	$13,696 80	80 00	$10,706 91
Invest - Corp Stock	4019886194	59-7074391	G29183103	EATON CORP PLC	$22,262 22	337 00	$17,492 17
Invest - Corp Stock	4019886194	59-7074391	00287Y109	ABBVIE INC	$12,807 00	300 00	$6,846 87
Invest - Corp Stock	4019886194	59-7074391	H0023R105	ACE LIMITED	$24,662 00	275 00	$12,196 49
Invest - Other	4019886194	59-7074391	411511306	HARBOR INTERNATION FD INST #2011	$274,113 68	4,196 47	$250,000 00
Invest - Other	4019886194	59-7074391	413838103	OAKMARK FUND - I #110	$53,417 42	941 44	$50,000 00
Invest - Other	4019886194	59-7074391	52106N889	LAZARD EMERGING MKTS PTFL #638	$184,581 55	9,719 93	$118,000 00
Invest - Other	4019886194	59-7074391	693390841	PIMCO HIGH YIELD FD-INST #108	$168,571 44	17,378 50	$118,000 00
Invest - Other	4019886194	59-7074391	901165100	TWEEDY BROWNE FD GLOBAL VALUE #1	$103,852 39	4,055 15	$100,000 00
Invest - Other	4019886194	59-7074391	44980Q518	ING INTERNATIONAL REAL EST-I #2664	$130,433 66	14,239 48	$88,000 00
Invest - Other	4019886194	59-7074391	464287887	CEF ISHARES S&P SMALL CAP 600 GROWTH	$114,890 34	1,178 00	$100,352 88
Invest - Other	4019886194	59-7074391	693391559	PIMCO EMERG MKTS BD-INST #137	$158,712 65	13,348 42	$116,580 11
Invest - Other	4019886194	59-7074391	722005220	PIMCO FOREIGN BOND (UNHEDGED) #1853	$116,062 82	11,617 90	$135,000 00
Invest - Other	4019886194	59-7074391	44981V706	ING REAL ESTATE FUND CL-I #2190	$179,708 48	9,713 97	$74,700 45
Invest - Other	4019886194	59-7074391	863137105	STRATTON SM-CAP VALUE FD #37	$154,024 20	2,353 31	$75,000 00

Invest - Other	4019886194	59-7074391	949917744	WF ADV ULTR SHORT-TRMINCOME-I#3104	$109,742 99	12,850 47	$110,000 00
Invest - Other	4019886194	59-7074391	131649709	CALVERT CAPTL ACCUMULATION-I #764	$126,083 27	3,398 47	$120,000 00
Invest - Other	4019886194	59-7074391	922031737	VANGUARD INFLAT-PROT SECS-ADM #5119	$87,784 97	3,209 69	$76,020 65
Invest - Other	4019886194	59-7074391	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	$53,837 92	1,529 05	$50,000 00
Invest - Other	4019886194	59-7074391	921937827	VANGUARD SHORT TERM BOND ETF	$102,497 76	1,272 00	$94,577 80
Invest - Other	4019886194	59-7074391	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	$177,496.04	8,562 28	$160,000 00
Invest - Other	4019886194	59-7074391	76628R615	RIDGEWORTH FD-MIDCAP VAL EQ I #5412	$148,864 70	10,978 22	$75,420 39
Invest - Other	4019886194	59-7074391	367829884	GATEWAY FUND - Y #1986	$162,963 42	5,774 75	$160,000 00
Invest - Other	4019886194	59-7074391	22544R305	CREDIT SUISSE COMM RET ST-I #2156	$145,972 66	19,385 48	$148,000 00
				TOTAL OTHER INVESTMENTS	**$3,992,402.28**		**$2,991,113.42**
				GRAND TOTAL	**$4,002,715.88**		**$3,001,427.02**