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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 7/1/2012, and ending 6/30/2013

Name of foundation NUNNALLY FOUNDATION		A Employer identification number 23-7083249
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (888) 730-4933
Wells Fargo Bank N.A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041		
City or town, state, and ZIP code Winston Salem NC 27101-3818		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 checked="" 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) \$ 2,582,256	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"/>

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 <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	75,813	75,813		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	25,176			
	b Gross sales price for all assets on line 6a 1,131,280				
	7 Capital gain net income (from Part IV, line 2)		25,176		
	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	100,989	100,989	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	18,561	13,921		4,640
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,002	1,047		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	2	2		
	24 Total operating and administrative expenses. Add lines 13 through 23	20,565	14,970	0	4,640
	25 Contributions, gifts, grants paid	118,206			118,206
26 Total expenses and disbursements. Add lines 24 and 25	138,771	14,970	0	122,846	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-37,782				
b Net investment income (if negative, enter -0-)		86,019			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)ENVELOPE
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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	16,772	185,020	185,020
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	1,424,991	202,032	286,394
	c Investments—corporate bonds (attach schedule)			
	Liabilities	11 Investments—land, buildings, and equipment basis		
Less accumulated depreciation (attach schedule)				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)		841,177	1,858,711	2,110,842
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)		2,282,940	2,245,763	2,582,256
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. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds		2,245,763	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	2,282,940		
	30 Total net assets or fund balances (see instructions)	2,282,940	2,245,763	
	31 Total liabilities and net assets/fund balances (see instructions)	2,282,940	2,245,763	

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	2,282,940
2 Enter amount from Part I, line 27a	2	-37,782
3 Other increases not included in line 2 (itemize) <input type="checkbox"/> COST BASIS ADJUSTMENT	3	605
4 Add lines 1, 2, and 3	4	2,245,763
5 Decreases not included in line 2 (itemize) <input type="checkbox"/>	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,245,763

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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) FMV 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	25,176
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	122,518	2,482,150	0.049360
2010	116,376	2,567,535	0.045326
2009	45,629	2,294,542	0.019886
2008	14,924	923,526	0.016160
2007	14,845	323,816	0.045844

2 Total of line 1, column (d)	2	0.176576
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	0.035315
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,574,855
5 Multiply line 4 by line 3	5	90,931
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	860
7 Add lines 5 and 6	7	91,791
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	122,846

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 <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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	860	
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	860	
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	860	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	825		
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	825		
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	35		
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		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		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	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		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?	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	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NC, VA		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	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
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(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		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?

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?**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	18,561	

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

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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	2,545,263
b	Average of monthly cash balances	1b	68,803
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,614,066
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	2,614,066
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	39,211
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,574,855
6	Minimum investment return. Enter 5% of line 5	6	128,743

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	128,743
2a	Tax on investment income for 2012 from Part VI, line 5	2a	860
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	860
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	127,883
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	127,883
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	127,883

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	122,846
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	122,846
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	860
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	121,986

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				127,883
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			122,836	
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 ▶ \$ 122,846				
a Applied to 2011, but not more than line 2a			122,836	
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				10
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				127,873
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 XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			▶ 3a	118,206
b Approved for future payment NONE				
Total			▶ 3b	0

Form **990-PF** (2012)

NUNNALLY FOUNDATION

23-7083249 Page 1 of 1

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

Recipient(s) paid during the year

Name

ANNA JULIA COOPER EPISCOPAL SCHOOL

Street

2124 N. 29TH STREET

City

RICHMOND

State

VA

Zip Code

23223

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

8,456

Name

BIG BROTHERS BIG SISTERS OF GREATER RICHMOND & TRI-CITIES

Street

1707 SUMMIT AVE #220

City

RICHMOND

State

VA

Zip Code

23230

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

15,000

Name

BOAZ & RUTH

Street

3001 MEADOWBRIDGE ROAD

City

RICHMOND

State

VA

Zip Code

23222

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

25,000

Name

MAYMONT FOUNDATION

Street

1700 HAMPTON ST

City

RICHMOND

State

VA

Zip Code

23220

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

23,750

Name

PETER PAUL DEVELOPMENT CENTER

Street

1708 N 22ND STREET

City

RICHMOND

State

VA

Zip Code

23223

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

40,000

Name

RICHMOND OUTREACH PROGRAM

Street

5501 MIDLOTHIAN TURNPIKE

City

RICHMOND

State

VA

Zip Code

23225

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,000

Account Name NUNNALLY FOUNDATION
Tax Period 7/1/12 - 6/30/13
EIN 23-7083249

Security Type	Account #	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
Savings & Temp Inv	5019005368	23-7083249	VP0528308	FEDERATED TREAS OBL FD 68	\$178,658 91	178658 91	\$178,658 91
Savings & Temp Inv	5019005368	23-7083249	VP0528308	FEDERATED TREAS OBL FD 68	\$6,360 60	6360 6	\$6,360 60
Total Savings and Temp Inv					\$185,019 51	185019 51	\$185,019 51

Security Type	Account #	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
Invest - Corp Stock	5019005368	23-7083249	001055102	AFLAC INC	\$5,521 40	95	\$4,276 90
Invest - Corp Stock	5019005368	23-7083249	008252108	AFFILIATED MANAGERS GROUP, INC COM	\$9,836 40	60	\$6,196 80
Invest - Corp Stock	5019005368	23-7083249	025816109	AMERICAN EXPRESS CO	\$6,803 16	91	\$3,738 44
Invest - Corp Stock	5019005368	23-7083249	037411105	APACHE CORP	\$4,191 50	50	\$4,083 14
Invest - Corp Stock	5019005368	23-7083249	037833100	APPLE INC	\$9,516 72	24	\$8,658 41
Invest - Corp Stock	5019005368	23-7083249	126650100	CVS/CAREMARK CORPORATION	\$6,861 60	120	\$6,019 19
Invest - Corp Stock	5019005368	23-7083249	14040H105	CAPITAL ONE FINANCIAL CORP	\$7,537 20	120	\$5,099 66
Invest - Corp Stock	5019005368	23-7083249	17275R102	CISCO SYSTEMS INC	\$5,597 05	230	\$2,145 53
Invest - Corp Stock	5019005368	23-7083249	25243Q205	DIAGEO PLC - ADR	\$4,598 00	40	\$4,454 73
Invest - Corp Stock	5019005368	23-7083249	254687106	WALT DISNEY CO	\$10,104 00	160	\$7,642 23
Invest - Corp Stock	5019005368	23-7083249	369604103	GENERAL ELECTRIC CO	\$5,681 55	245	\$3,781 78
Invest - Corp Stock	5019005368	23-7083249	375558103	GILEAD SCIENCES INC	\$10,254 00	200	\$4,762 11
Invest - Corp Stock	5019005368	23-7083249	437076102	HOME DEPOT INC	\$9,838 69	127	\$3,388 35
Invest - Corp Stock	5019005368	23-7083249	459200101	INTERNATIONAL BUSINESS MACHS CORP	\$4,777 75	25	\$5,130 76
Invest - Corp Stock	5019005368	23 7083249	478160104	JOHNSON & JOHNSON	\$6,439 50	75	\$4,365 74
Invest - Corp Stock	5019005368	23-7083249	478366107	JOHNSON CONTROLS INC	\$7,873 80	220	\$7,492 98
Invest - Corp Stock	5019005368	23-7083249	580135101	MCDONALDS CORP	\$5,742 00	58	\$502 70
Invest - Corp Stock	5019005368	23-7083249	594918104	MICROSOFT CORP	\$4,974 48	144	\$1,734 75
Invest - Corp Stock	5019005368	23-7083249	641069406	NESTLE S A REGISTERED SHARES - ADR	\$2,960 10	45	\$2,981 25
Invest - Corp Stock	5019005368	23-7083249	68389X105	ORACLE CORPORATION	\$4,422 24	144	\$4,138 07
Invest - Corp Stock	5019005368	23-7083249	742718109	PROCTER & GAMBLE CO	\$5,389 30	70	\$932 65
Invest - Corp Stock	5019005368	23-7083249	806857108	SCHLUMBERGER LTD	\$6,807 70	95	\$6,378 29
Invest - Corp Stock	5019005368	23-7083249	872540109	TIJ COS INC NEW	\$6,257 50	125	\$5,939 99
Invest - Corp Stock	5019005368	23-7083249	883556102	THERMO FISHER SCIENTIFIC INC	\$2,538 90	30	\$2,030 65
Invest - Corp Stock	5019005368	23 7083249	89151E109	TOTAL S A - ADR	\$5,113 50	105	\$5,141 57
Invest - Corp Stock	5019005368	23-7083249	907818108	UNION PACIFIC CORP	\$9,256 80	60	\$6,433 34
Invest - Corp Stock	5019005368	23-7083249	913017109	UNITED TECHNOLOGIES CORP	\$6,041 10	65	\$4,258 74
Invest - Corp Stock	5019005368	23 7083249	58155Q103	MCKESSON CORP	\$6,870 00	60	\$3,616 88
Invest - Corp Stock	5019005368	23-7083249	404280406	HSBC - ADR	\$3,114 00	60	\$3,187 22
Invest - Corp Stock	5019005368	23-7083249	30231G102	EXXON MOBIL CORPORATION	\$5,872 75	65	\$2,117 05
Invest - Corp Stock	5019005368	23-7083249	438516106	HONEYWELL INTERNATIONAL INC	\$3,173 60	40	\$2,229 60
Invest - Corp Stock	5019005368	23-7083249	87612E106	TARGET CORP	\$3,993 88	58	\$2,980 61
Invest - Corp Stock	5019005368	23-7083249	91324P102	UNITEDHEALTH GROUP INC	\$4,256 20	65	\$2,835 90
Invest - Corp Stock	5019005368	23-7083249	088606108	BHP BILLITON LIMITED - ADR	\$864 90	15	\$1,167 45
Invest - Corp Stock	5019005368	23-7083249	46625H100	JPMORGAN CHASE & CO	\$5,226 21	99	\$3,749 06
Invest - Corp Stock	5019005368	23-7083249	902973304	US BANCORP DEL NEW	\$6,868 50	190	\$6,467 03
Invest - Corp Stock	5019005368	23-7083249	03524A108	ANHEUSER-BUSCH INBEV SPN ADR	\$3,610 40	40	\$2,915 18
Invest - Corp Stock	5019005368	23-7083249	166764100	CHEVRON CORP	\$5,917 00	50	\$3,523 00
Invest - Corp Stock	5019005368	23-7083249	88579Y101	3M CO	\$6,014 25	55	\$4,478 80
Invest - Corp Stock	5019005368	23-7083249	084670702	BERKSHIRE HATHAWAY INC	\$10,632 40	95	\$7,897 47
Invest - Corp Stock	5019005368	23 7083249	20825C104	CONOCOPHILLIPS	\$3,630 00	60	\$1,106 63
Invest - Corp Stock	5019005368	23-7083249	20030N101	COMCAST CORP CLASS A	\$7,932 50	190	\$4,510 60
Invest - Corp Stock	5019005368	23 7083249	38259P508	GOOGLE INC	\$8,803 70	10	\$7,343 30
Invest - Corp Stock	5019005368	23 7083249	150870103	CELANESE CORP	\$3,808 00	85	\$4,225 34
Invest - Corp Stock	5019005368	23-7083249	G29183103	EATON CORP PLC	\$6,251 95	95	\$6,358 89
Invest - Corp Stock	5019005368	23-7083249	12572Q105	CME GROUP INC	\$8,354 50	110	\$6,392 37
Invest - Corp Stock	5019005368	23-7083249	H0023R105	ACE LIMITED	\$6,263 60	70	\$3,220 58
Total Invest - Corp Stock					\$286,394 28	4335	\$202,031 71

Security Type	Account #	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
Invest - Other	5019005368	23-7083249	04314H204	ARTISAN INTERNATIONAL FUND #661	\$55,032 13	2111 747	\$48,000 00
Invest - Other	5019005368	23-7083249	256210105	DODGE & COX INCOME FD COM #147	\$73,314 00	5438 724	\$75,000 00
Invest - Other	5019005368	23-7083249	411511306	HARBOR INTERNATIONAL FD INST #2011	\$125,355 17	2010 508	\$103,561 25
Invest - Other	5019005368	23-7083249	411511504	HARBOR CAPITAL APRCRN INST #2012	\$72,316 00	1554 18	\$50,736 45
Invest - Other	5019005368	23-7083249	693390304	PIMCO LOW DURATION FD I #36	\$122,023 81	11904 762	\$125,000 00
Invest - Other	5019005368	23-7083249	693390841	PIMCO HIGH YIELD FD-INST #108	\$92,873 13	9859 143	\$79,537 34
Invest - Other	5019005368	23-7083249	693390882	PIMCO FOREIGN BD FD USD H-INST #103	\$64,706 81	6156 69	\$59,279 48
Invest - Other	5019005368	23-7083249	77954Q106	T ROWE PRICE BLUE CHIP GRWTH #93	\$52,719 63	1030 284	\$33,000 00
Invest - Other	5019005368	23-7083249	779547108	T ROWE PRICE EQUITY INCOME #71	\$68,219 63	2280 068	\$58,000 00
Invest - Other	5019005368	23-7083249	77957P105	T ROWE PRICE SHORT TERM BD FD #55	\$58,894 68	12295 341	\$60,000 00
Invest - Other	5019005368	23-7083249	779572106	T ROWE PRICE SMALL CAP STOCK #65	\$52,570 61	1334 957	\$48,000 00
Invest - Other	5019005368	23-7083249	693390593	PIMCO MODERATE DURATION-INST #120	\$187,869 50	17723 538	\$190,000 00
Invest - Other	5019005368	23-7083249	04314H600	ARTISAN MID CAP FUND-INS #1333	\$72,769 58	1658 755	\$66,800 00
Invest - Other	5019005368	23-7083249	44980Q518	ING INTERNATIONAL REAL EST-I #2664	\$62,206 42	6966 004	\$63,765 44
Invest - Other	5019005368	23-7083249	51855Q655	LAUDUS MONDRINI INTL FI-INST #2940	\$14,004 10	1323 639	\$16,002 79
Invest - Other	5019005368	23-7083249	256206103	DODGE & COX INT'L STOCK FD #1048	\$56,596 05	1550 152	\$47,930 70
Invest - Other	5019005368	23-7083249	552983694	MFS VALUE FUND-CLASS I #893	\$58,890 67	2002 403	\$50,000 00
Invest - Other	5019005368	23-7083249	003021714	ABERDEEN EMERG MARKETS-INST #5840	\$79,898 85	5563 987	\$81,000 00
Invest - Other	5019005368	23-7083249	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	\$37,892 17	2704 652	\$40,786 15
Invest - Other	5019005368	23-7083249	922031836	VANGUARD SHORT TERM-INVEST GRD #539	\$49,306 20	4625 347	\$50,000 00
Invest - Other	5019005368	23-7083249	339128100	JP MORGAN MID CAP VALUE-I #758	\$75,091 73	2327 704	\$51,000 00
Invest - Other	5019005368	23-7083249	780905451	ROYCE PREMIER FUND W CLASS #566	\$28,402 92	1371 459	\$24,534 44
Invest - Other	5019005368	23-7083249	693391559	PIMCO EMERG MKTS BD INST #137	\$39,550 95	3515 64	\$31,059 07
Invest - Other	5019005368	23-7083249	722005667	PIMCO COMMODITY REAL RET STRAT-#45	\$32,870 25	5943 987	\$47,499 42
Invest - Other	5019005368	23-7083249	44981V706	ING REAL ESTATE FUND CL-I #2190	\$144,764 58	7962 848	\$54,420 46
Invest - Other	5019005368	23-7083249	483438206	KALMAR GR W/VAL SM CAP FD #2	\$19,655 06	1042 709	\$18,000 00
Invest - Other	5019005368	23-7083249	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	\$85,705 23	2553 791	\$80,000 00
Invest - Other	5019005368	23-7083249	76628T645	RIDGEWORTH SEIX HY BD I #5855	\$32,324 54	3245 436	\$32,000 00
Invest - Other	5019005368	23-7083249	22544R305	CREDIT SUISSE COMM RET ST-I #2156	\$53,767 63	7530 481	\$66,500 00
Invest - Other	5019005368	23-7083249	466001864	IVY ASSET STRATEGY FUND CLASS I #473	\$141,250 04	5231 483	\$107,297 73
Total Invest-Other					\$2,110,842 07	140820 419	\$ 1,858,710 72

Total Assets \$2,582,255 86 330174 929 \$2,245,761 94

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

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	Totals		Cost, Other Basis and Expenses	Net Gain or Loss
									Capital Gains/Losses			
									Gross Sales	Other sales		
Long Term CG Distributions								19,546	0	1,131,280	1,106,104	25,176
Short Term CG Distributions								0	0	0	0	0
1	X	CARDINAL HEALTH INC COM			3/23/2010		4/10/2013	4,716	3,980		736	
2	X	CENTURYLINK, INC			9/25/2009		1/9/2013	4,770	3,961		809	
3	X	COCA COLA CO			6/13/2011		5/23/2013	5,453	4,242		1,211	
4	X	AMGEN INC			4/3/2009		4/10/2013	6,967	3,118		3,849	
5	X	BRISTOL MYERS SQUIBB CO			12/5/2008		4/10/2013	7,176	3,589		3,587	
6	X	DREYFUS EMG MKT DEBT LO			11/9/2010		6/4/2013	9,000	9,214		-214	
7	X	GATEWAY FUND - Y #1986			10/25/2010		6/26/2013	27,131	25,000		2,131	
8	X	HARBOR INTERNATIONAL FD IN			5/13/2010		4/16/2013	8,000	6,439		1,561	
9	X	HARBOR CAPITAL APRCTN			5/9/2011		6/4/2013	5,929	5,000		929	
10	X	HARBOR CAPITAL APRCTN			9/15/2011		6/4/2013	4,071	3,264		807	
11	X	ING INTERNATIONAL REAL ES			8/17/2008		4/16/2013	7,000	7,042		-42	
12	X	INTEL CORP			9/25/2009		6/18/2013	4,573	3,490		1,083	
13	X	INTERNATIONAL BUSINESS M			4/9/2009		4/10/2013	6,367	2,994		3,373	
14	X	IVY ASSET STRATEGY FUND			6/24/2010		6/4/2013	10,000	7,614		2,386	
15	X	IVY ASSET STRATEGY FUND			6/24/2010		6/25/2013	21,506	17,382		4,124	
16	X	IVY ASSET STRATEGY FUND			5/24/2010		6/25/2013	3,494	2,702		792	
17	X	KRAFT FOODS GROUP INC			9/25/2009		4/10/2013	2,207	1,200		1,007	
18	X	LAUDUS MONDRIAN INTL FLI			11/9/2010		6/4/2013	8,000	8,997		-997	
19	X	MONDELEZ INTERNATIONAL			9/25/2009		5/23/2013	4,079	2,237		1,842	
20	X	OCCIDENTAL PETE CORP			7/7/2009		1/9/2013	3,881	2,724		957	
21	X	PIMCO TOTAL RETN FD II INS			7/2/2009		5/10/2013	32,151	30,703		1,448	
22	X	PIMCO TOTAL RETN FD II INS			8/12/2008		5/10/2013	67,849	64,603		3,246	
23	X	PIMCO TOTAL RETN FD II INS			8/12/2008		5/13/2013	146,392	139,523		6,869	
24	X	PIMCO TOTAL RETN FD II INS			4/2/2009		5/13/2013	1,605	1,464		141	
25	X	PIMCO TOTAL RETN FD II INS			4/2/2009		6/4/2013	73,894	68,535		5,359	
26	X	PIMCO HIGH YIELD FD-INST #			8/12/2008		6/4/2013	5,000	4,560		440	
27	X	PIMCO FOREIGN BD FD USD			8/12/2008		6/4/2013	10,000	9,430		570	
28	X	PIMCO EMERG MKTS BD-INST			8/12/2008		6/4/2013	9,000	7,717		1,283	
29	X	PIMCO COMMODITY REAL RE			7/2005667		4/16/2013	4,491	11,790		-7,299	
30	X	PIMCO COMMODITY REAL RE			722005667		4/16/2013	1,509	3,906		-2,397	
31	X	PIMCO COMMODITY REAL RE			722005667		5/10/2013	2,358	6,094		-3,736	
32	X	PIMCO COMMODITY REAL RE			722005667		5/10/2013	5,642	14,501		-8,859	
33	X	PUBLIC SVC ENTERPRISE GR			9/13/2011		1/9/2013	3,784	4,180		-396	
34	X	PUBLIC SVC ENTERPRISE GR			744573106		1/24/2013	1,210	1,308		-98	
35	X	ROYCE PREMIER FUND W CL			8/17/2008		4/16/2013	5,000	4,574		426	
36	X	TURNER MIDCAP GROWTH FI			9/5/2012		3/7/2013	18,976	17,470		1,506	
37	X	VANGUARD FTSE EMERGING			922042858		6/25/2013	26,850	33,814		-6,964	
38	X	ITYCO INTERNATIONAL LTD N			8/9128104		1/9/2013	3,198	1,754		1,444	
39	X	VANGUARD FTSE EMERGING			922042858		6/25/2013	4,629	5,827		-1,198	
40	X	ACE LIMITED			6/4/2009		6/18/2013	900	460		440	
41	X	SEE ATTACHED - SHORT TERM						33,874	33,365		509	
42	X	SEE ATTACHED - LONG TERM						499,302	516,337		-17,035	

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

		2,002	1,047	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Foreign Tax Withheld	1,047	1,047		
2	PY Excise Tax Due	825			
3	Estimated Excise Payments	130			

Part I, Line 23 (990-PF) - Other Expenses

		2	2	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	2	2		

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

	Long Term CG Distributions Short Term CG Distributions	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	FMV as of 12/31/63	Adjusted Basis as of 12/31/63	Excess of FMV Over Adj Basis	0	Gains Minus Excess of FMV Over Adjusted Basis or Losses	5,630
1	19,546	CARDINAL HEALTH INC COM	141497108		3/23/2010	4/10/2013	4,716		0	3,960	736	0	0	0	0	0	5,630
2	0	CENTURYLINK INC	156700106		9/25/2009	10/20/2013	4,710		0	3,960	809	0	0	0	0	0	736
3	0	Coca Cola CO	191216100		6/13/2011	5/23/2013	5,453		0	4,242	1,211	0	0	0	0	0	809
4	0	AUGEN INC	031162100		4/5/2009	4/10/2013	6,967		0	3,118	3,849	0	0	0	0	0	1,211
5	0	BRISTOL MYERS SQUIBB CO	110122108		12/5/2008	4/10/2013	7,176		0	3,589	3,587	0	0	0	0	0	3,849
6	0	PREVILUS EUG MGT DEBT LOC C-I #606	261904094		11/9/2010	6/4/2013	9,000		0	9,214	-214	0	0	0	0	0	3,587
7	0	GATEWAY FUND - Y #1886	987620884		10/25/2010	6/26/2013	27,131		0	25,000	2,131	0	0	0	0	0	-214
8	0	HARBOR INTERNATIONAL INST #2011	411511306		5/13/2010	4/18/2013	8,000		0	6,439	1,561	0	0	0	0	0	2,131
9	0	HARBOR CAPITAL ADR/CTON/INST #20	411511504		5/9/2011	6/4/2013	5,929		0	5,000	929	0	0	0	0	0	1,561
10	0	ING INTERNATIONAL REAL EST-I-12684	449802516		8/15/2008	4/16/2013	4,071		0	3,254	807	0	0	0	0	0	929
11	0	INTEL CORP	426140100		9/25/2009	4/16/2013	4,373		0	7,042	-42	0	0	0	0	0	807
12	0	INTERNATIONAL BUSINESS MACHS CO	432001001		4/5/2008	6/18/2013	8,367		0	3,490	1,083	0	0	0	0	0	-42
13	0	IVT ASSET STRATEGY FUND CLASS 1A	466001884		5/24/2010	6/24/2013	10,000		0	2,984	3,373	0	0	0	0	0	1,083
14	0	IVT ASSET STRATEGY FUND CLASS 1B	466001884		5/24/2010	6/24/2013	21,592		0	7,614	2,386	0	0	0	0	0	3,373
15	0	IVT ASSET STRATEGY FUND CLASS 1A	466001884		5/24/2010	6/24/2013	3,364		0	17,382	4,124	0	0	0	0	0	2,386
16	0	IVT ASSET STRATEGY FUND CLASS 1B	466001884		5/24/2010	6/24/2013	2,207		0	2,703	792	0	0	0	0	0	4,124
17	0	KRAFT FOODS GROUP INC	500760106		9/25/2009	4/10/2013	2,207		0	1,200	1,007	0	0	0	0	0	792
18	0	LAUDIZ MONDRIAN INTL FL-INST #2945	518550655		11/9/2010	6/4/2013	6,000		0	8,697	-997	0	0	0	0	0	1,007
19	0	MONDELEZ INTERNATIONAL INC	609207105		9/25/2009	5/23/2013	4,073		0	2,337	1,842	0	0	0	0	0	-997
20	0	OCCIDENTAL PETE CORP	814599105		7/12/2009	1/9/2013	3,681		0	2,724	957	0	0	0	0	0	1,842
21	0	PIMCO TOTAL RETN FD II INST #153	693390551		7/12/2009	5/10/2013	32,151		0	30,763	1,448	0	0	0	0	0	957
22	0	PIMCO TOTAL RETN FD II INST #153	693390551		8/12/2008	5/10/2013	67,949		0	64,603	3,246	0	0	0	0	0	1,448
23	0	PIMCO TOTAL RETN FD II INST #153	693390551		8/12/2008	5/10/2013	146,392		0	139,323	8,669	0	0	0	0	0	3,246
24	0	PIMCO TOTAL RETN FD II INST #153	693390551		4/12/2009	5/10/2013	1,605		0	1,464	141	0	0	0	0	0	8,669
25	0	PIMCO HIGH YIELD FD-INST #108	693390841		8/12/2008	6/4/2013	5,000		0	66,535	-5,359	0	0	0	0	0	141
26	0	PIMCO EMERG MKTS BD-INST #137	693391559		8/12/2008	6/4/2013	9,000		0	4,560	4,440	0	0	0	0	0	-5,359
27	0	PIMCO COMMODITY REAL RET STRAT-	722005687		8/12/2008	6/4/2013	9,000		0	9,430	-430	0	0	0	0	0	4,440
28	0	PIMCO COMMODITY REAL RET STRAT-	722005687		8/12/2008	6/4/2013	4,491		0	7,717	-3,226	0	0	0	0	0	-430
29	0	PIMCO COMMODITY REAL RET STRAT-	722005687		12/31/2007	4/18/2013	1,509		0	11,790	-1,283	0	0	0	0	0	3,226
30	0	PIMCO COMMODITY REAL RET STRAT-	722005687		12/31/2007	4/18/2013	2,358		0	3,908	-1,550	0	0	0	0	0	-1,283
31	0	PIMCO COMMODITY REAL RET STRAT-	722005687		11/29/2007	5/10/2013	5,642		0	6,094	-452	0	0	0	0	0	-1,550
32	0	PIMCO COMMODITY REAL RET STRAT-	722005687		9/13/2011	1/9/2013	3,784		0	14,501	-11,717	0	0	0	0	0	-452
33	0	PUBLIC SVC ENTERPRISE GROUP INC	744573106		11/30/2011	12/4/2013	1,210		0	4,180	-2,970	0	0	0	0	0	-11,717
34	0	ROYCE PREMIER FUND W CLASS #566	760905451		9/5/2012	4/19/2013	5,000		0	4,574	426	0	0	0	0	0	-2,970
35	0	TURNER MIDCAP GROWTH FUND-IN #1	900297763		10/27/2010	6/25/2013	26,850		0	33,814	-6,964	0	0	0	0	0	426
36	0	TYCOO INTERNATIONAL LTD NEW	922042858		9/25/2009	1/9/2013	3,198		0	1,754	1,444	0	0	0	0	0	-6,964
37	0	VANGUARD FTSE EMERGING MARKET	HB8128104		3/2/2011	6/25/2013	4,629		0	5,827	-1,198	0	0	0	0	0	1,444
38	0	VANGUARD FTSE EMERGING MARKET	HB8128104		8/4/2009	8/18/2013	900		0	33,365	-33,465	0	0	0	0	0	-1,198
39	0	VANGUARD FTSE EMERGING MARKET	HB8128104		8/4/2009	8/18/2013	33,674		0	516,337	-17,035	0	0	0	0	0	-33,465
40	0	ACE LIMITED	H0023R105				499,302		0			0	0	0	0	0	516,337
41	0	SEE ATTACHED - SHORT TERM							0			0	0	0	0	0	
42	0	SEE ATTACHED - LONG TERM							0			0	0	0	0	0	

18,561

2

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

	Date		Amount
1 Credit from prior year return	12/31/2011	1	695
2 First quarter estimated tax payment		2	
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment	6/30/2013	5	130
6 Other payments		6	0
7 Total		7	825

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	122,836
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	122,836