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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 **07/01, 2012, and ending 06/30, 2013**Name of foundation **RICHARD J. REYNOLDS, III AND MARIE MALLOUK**
REYNOLDS FOUNDATION KLH-310312012

A Employer identification number

56-1925457

B Telephone number (see instructions)

919- 716-7347

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

PO BOX 29522

City or town, state, and ZIP code

RALEIGH, NC 27626

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

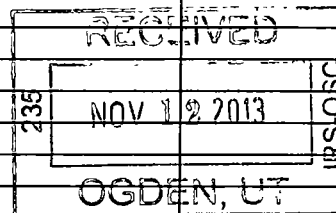
of year (from Part II, col. (c), line

16) **\$ 16,255,561.**J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

C If exemption application is
pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**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	39.	44.	STMT 1
	4	Dividends and interest from securities	349,806.	347,609.	STMT 2
	5a	Gross rents			
	b	Net rental income or (loss)			
	6a	Net gain or (loss) from sale of assets not on line 10	627,423.		
	b	Gross sales price for all assets on line 6a 4,211,382.			
	7	Capital gain net income (from Part IV, line 2)		627,423.	
	8	Net short-term capital gain			
	9	Income modifications			
	10a	Gross sales less returns and allowances			
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	25,762.		STMT 3	
12	Total. Add lines 1 through 11	1,003,030.	975,076.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	155,943.	155,943.	
	14	Other employee salaries and wages			
	15	Pension plans, employee benefits			
	16a	Legal fees (attach schedule)			
	b	Accounting fees (attach schedule)			
	c	Other professional fees (attach schedule)			
	17	Interest			
	18	Taxes (attach schedule) (see instructions) STMT 4	17,605.	10,560.	
	19	Depreciation (attach schedule) and depletion			
	20	Occupancy			
	21	Travel, conferences, and meetings			
	22	Printing and publications			
	23	Other expenses (attach schedule) STMT 5	2,282.	2,282.	
	24	Total operating and administrative expenses. Add lines 13 through 23	175,830.	168,785.	
	25	Contributions, gifts, grants paid	675,000.		675,000.
26	Total expenses and disbursements. Add lines 24 and 25	850,830.	168,785.	675,000.	
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	152,200.			
b	Net investment income (if negative, enter -0-)		806,291.		
c	Adjusted net income (if negative, enter -0-)				



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		264,550.	312,494.	312,494.
	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) . STMT 6		14,068,174.	14,189,898.	15,943,067.
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	14	Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		14,332,724.	14,502,392.	16,255,561.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)				NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27	Capital stock, trust principal, or current funds		14,332,724.	14,502,392.	
	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)		14,332,724.	14,502,392.	
	31	Total liabilities and net assets/fund balances (see instructions)		14,332,724.	14,502,392.	

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	14,332,724.
2	Enter amount from Part I, line 27a	2	152,200.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 19	3	17,468.
4	Add lines 1, 2, and 3	4	14,502,392.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,502,392.

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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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 4,211,382.		3,583,959.	627,423.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			627,423.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	627,423.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	662,500.	15,054,976.	0.044005
2010	865,852.	15,554,023.	0.055667
2009	717,500.	14,691,758.	0.048837
2008	903,360.	13,895,156.	0.065013
2007	902,699.	19,025,222.	0.047447

2 Total of line 1, column (d)	2	0.260969
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	0.052194
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	15,670,693.
5 Multiply line 4 by line 3	5	817,916.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,063.
7 Add lines 5 and 6	7	825,979.
8 Enter qualifying distributions from Part XII, line 4	8	675,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	16,126.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	16,126.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	16,126.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	8,551.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	8,551.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	18.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	7,593.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ NONE Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NC		
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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ FIRST CITIZENS BANK Telephone no. ▶ (919) 716-7347			
Located at ▶ P.O. BOX 29522, RALEIGH, NC ZIP+4 ▶ 27626				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
and enter the amount of tax-exempt interest received or accrued during the year				
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
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	
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 ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No**5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**7b****b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FIRST CITIZENS P.O. BOX 29522, RALEIGH, NC 27626	TRUSTEE	142,901.	- 0 -	- 0 -
N. ROBINSON, M. ROBINSON 101 N CHERRY STREET, SUITE 720, WINSTON SALEM, NC 271	COMMITTEE MEMBER	5,542.		
JUDGE ROBERT A COLLIER, JR 315 EARLOWOOD ROAD, STATESVILLE, NC	COMMITTEE MEMBER	7,500.		

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

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

Total number of other employees paid over \$50,000 ☐ **NONE**

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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		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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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	15,552,134.
b	Average of monthly cash balances	1b	357,199.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	15,909,333.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	15,909,333.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	238,640.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,670,693.
6	Minimum investment return. Enter 5% of line 5	6	783,535.

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	783,535.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	16,126.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	16,126.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	767,409.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	767,409.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	767,409.

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	675,000.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	675,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	675,000.

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				767,409.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			673,010.	
b Total for prior years: 20 <u>10</u> , 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>675,000.</u>				
a Applied to 2011, but not more than line 2a . . .			673,010.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				1,990.
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				765,419.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008 . . .	NONE			
b Excess from 2009 . . .	NONE			
c Excess from 2010 . . .	NONE			
d Excess from 2011 . . .	NONE			
e Excess from 2012 . . .	NONE			

Form 990-PF (2012)

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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 STATEMENT 26				675,000.
Total			3a	675,000.
b Approved for future payment				
Total			3b	

(e)
Related or exempt
function income
(See instructions.)

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|---|--------------|-----|----|
| 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. | | | |

[illegible]

- 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.

Signature of officer or trustee

11/01/2013
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

CHARLOTTE F HARRIS

Preparer's signature

Preparer's signature Charlotte F Harris

Date _____

11/01/201

Check		if	PTIN
-------	--	----	------

3 self-employed

P01398337

Firm's name ► THOMSON REUTERS (TAX & ACCOUNTING)

Firm's EIN ► 75-1297386

Firm's address ► 9711 FARRAR COURT, STE 110

RICHMOND, VA

23236

Phone no. 804-727-3153

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INTEREST	39.	44.
TOTAL	39.	44.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INTEREST AND DIVIDENDS	349,806.	347,609.
	-----	-----
TOTAL	349,806.	347,609.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
OTHER INCOME	104.
NONTAXABLE RECEIPTS	25,658.

TOTALS	25,762.
	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	10,560.	10,560.
FEDERAL ESTIMATES - PRINCIPAL	7,045.	
	-----	-----
TOTALS	17,605.	10,560.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER NON-ALLOCABLE EXPENSE -	2,211.	2,211.
OTHER NON-ALLOCABLE EXPENSE -	71.	71.
TOTALS	----- 2,282. =====	----- 2,282. =====

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV -----
ARCH CAPITAL GROUP LTD	10,267.	14,035.
ACCENTURE PLC		
BUNGE LIMITED		
COVIDEN PLC		
NABORS INDUSTRIES LTD		
ROWAN COMPANIES PLC	12,552.	12,776.
SEAGATE TECH NOLOGY		
WARNER CHILCOTT PLC CLASS A		
ACE LIMITED SHS	40,709.	52,346.
TE CONNECTIVITY LIMITED		
ACME PACKET, INC		
ACTUANT CORP CL A NEW		
ADIDAS SALOMON AG SPONS	14,129.	30,043.
AETNA, INC	52,951.	84,445.
AGRIUM INC		
AIRGAS INC		
ALLEGHENY TECHNOLOGIES INC		
ALLSTATE CORP	68,362.	93,016.
AMADEUS IT HOLDING SA - UNSPON	10,741.	19,629.
AMCOR LTD ADR	10,003.	17,338.
AMERICA MOVIL S.A.B. DE C.V	8,810.	8,787.
AMERISOURCEBERGEN CORP	42,936.	93,738.
AMERIGROUP CORP		
AMGEN INC		
ASSURANT, INC	71,969.	97,871.
ASTELLAS PHARMA INC - UNSP ADR	52,584.	63,383.
ATMEL CORPORATION	9,143.	15,355.
AUTOZONE INC		
AVIS BUDGET GROUP, INC		

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV -----
AVNET, INC		
BG GROUP PLC ADR	38,972.	37,948.
BP P.L.C.	52,906.	38,735.
BT GROUP PLC ADR	29,809.	48,259.
BAIDU, INC - SPONS ADR	28,712.	25,732.
BALLY TECHNOLOGIES, INC		
BANCO BRADESCO S A SPONS ADR	27,823.	24,446.
BANCO SANTANDER S.A.	38,913.	26,870.
BED BATH & BEYOND INC		
BHP BILLTON LTD SPON ADR	5,381.	8,880.
BRAMBLES LTD. - UNSPN ADR	18,237.	22,211.
BRITISH AMERN TOB PLC SPON ADR	25,503.	32,941.
BRITISH SKY BROADCASTING GROUP	13,230.	14,415.
BUNZL PUB LTD CO SPON ADR NEW	11,266.	24,073.
CF INDUSTRIES HOLDINGS, INC	49,982.	56,252.
CNOOC LTD SPOM ADR	16,664.	24,787.
CABOT OIL & GAS CORP	6,371.	13,920.
CAMDEN PPTY TR SH BEN INT		
CANADIAN NATL RY CO	8,792.	15,563.
CANON INC ADR	47,356.	39,575.
CAP GEMINI SA - UNSPON ADR		
CARDINAL HEALTH INC	48,560.	52,817.
CAREFUSION CORP		
CARREFOUR SA SPONSORED ADR	34,999.	33,316.
CATERPILLAR INC		
CAVIUM INC		
CENOVUS ENERGY, INC	14,347.	16,023.
CENTRICA PLC - SPONS ADR	10,810.	11,408.
CHART INDUSTRIES, INC	12,415.	16,324.
	8,810.	12,984.

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
CHEUNG KONG HLDGS LTD ADR	15,730.	17,388.
CHEVRON CORPORATION	92,076.	134,789.
CHICOS FAS INC	12,981.	14,791.
CHINA MOBILE HONG KONG LTD	25,291.	26,196.
CIELO SA - SPONSORED ADR	8,572.	11,035.
CIENA CORP COM NEW		
CINEMARK HOLDINGS INC	8,162.	10,749.
CISCO SYSTEM INC	85,118.	110,432.
COCA COLA AMATIL LTD	5,937.	11,355.
COCA COLA HELLENTIC BTTLG CO		
COCA-COLA ENTERPRISES INC	27,127.	36,285.
COMERICA INC	73,195.	94,596.
COMPASS GROUP PLC SPONS ADR	14,240.	32,754.
CONOCOPHILLIPS	21,325.	32,246.
CROWN HLDGS INC	9,374.	10,570.
CUMMINS INC		
DANONE - SPONS ADR		
DAVITA INC		
DELL INC		
DENBURY RESOURCES, INC	7,273.	15,263.
DENSO CORPORATION	79,315.	75,843.
DEUTSCHE TELEKOM AG	719,033.	882,065.
DIAMOND HILL LONG SHORT FD CL		
DIAMONROCK HOSPITALITY CO		
DIGITAL RIV INC		
DIRECTV CL A	26,599.	36,368.
DR PEPPER SNAPPLE GROUP INC		
ENI S P A	25,740.	25,199.
EASTMAN CHEMICAL CO		

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
EATON VANCE GLOBAL MACRO ABSOL	803,656.	754,959.
ENERSIS S. A. - SPONS ADR	30,078.	26,814.
ERICSSON AMERICAN DEPOSITORY	13,927.	14,235.
ESTERLINE TECHNOLOGIES CORP	8,692.	10,482.
EXXON MOBIL CORP	28,173.	149,258.
FANUC CORPORATION	22,387.	23,403.
FLUOR CORP NEW	51,687.	55,099.
FLOWERVE CORP	8,204.	12,152.
FOMENTO ECONOMICO MEXICANO	5,296.	10,732.
FORD MTR CO DEL PAR		
FOREST LABS INC		
FORWARD TACTIVCAL GROWTH FUND	748,009.	770,106.
FRANCE TELECOM SPON ADR	53,416.	27,065.
FRESENIUS MEDICAL CARE	9,730.	13,614.
GDF SUEZ SPON ADR	20,946.	12,105.
GALAXY ENTMT GROUP LTD	9,650.	15,432.
GAP STORES	36,358.	62,428.
GATEWAY FUND - Y	739,026.	803,246.
GAYLORD ENTERTAINMENT COMPANY		
GAZPROM		
GENERAL ELEC CO	5,566.	3,270.
GLAXOSMITHKLINE PLC SPON ADR	43,653.	50,577.
GOLDMAN SACHS ABSOLUTE RETURN	30,909.	38,227.
CGI GRUPO INC-CL A	728,006.	745,902.
GRUPO TELEVISIA SA DECV SPON	17,012.	20,913.
GUESS INC	17,096.	22,132.
HANCOCK HOLDING COMANY		
HARRY WINSTON DIAMOND CORP		
HEWLETT PACKARD CO		

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
HOLLYFRONTIER CORPORATION		
HOLOGIC INC	7,077.	8,878.
HORMEL FOODS CORPORATION		
HUTCHISON WHAMPOA LTD	9,093.	15,561.
IBERDROLA SA SPON ADR	54,871.	50,234.
ICON PUB LTD CO SPONS	5,955.	11,160.
IDEX CORPORATION DESIGNS	9,890.	12,484.
IMPRERIAL TOBACCO GROUP PLC	26,627.	28,079.
INDUSTRIAL AND COMMERCIAL BANK	21,669.	19,657.
INFORMATICA CORPORATION		
ING GROEP NV ADR		
INTEL CORP	39,597.	42,693.
IBM CORP	32,565.	55,231.
INTERNATIONAL PWR PLC SPON ADR		
INTERPUBLIC GROUP COS INC		
JDS UNIPHASE CORP	8,723.	12,102.
JP MORGAN CHASE & CO	74,761.	106,847.
JOHNSON & JOHNSON	35,195.	72,809.
JULIUS BAER GROUP LTD	16,341.	20,524.
KBR INC	10,447.	11,863.
ABB LTD	45,523.	49,905.
KLA-TENCOR CORP	40,864.	54,225.
KANSAS CITY SOUTHERN		
KAO CORPORATION	35,319.	50,081.
KEPPEL LTD SPON ADR	13,880.	18,483.
KEYCORP OHIO	52,925.	67,730.
KINGFISHER PLC SPON ADR	8,862.	12,892.
KOMATSU LTD SPON ADR	4,535.	12,419.
KONINKLIJKE AHOLD N V SPON ADR	32,789.	38,022.

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV -----
KROGER CO	71,375.	106,487.
L'OREAL UNSPON ADR		
LASALLE HOTEL PPTYS	11,432.	10,102.
LEAR CORPORATION	54,157.	59,795.
LEGG MASON INC		
ELI LILLY & CO	60,896.	74,810.
LIMITED BRANDS INC		
LINCOLN NATIONAL CORPORATION	38,117.	64,734.
LOCKHEED MARTIN CORP	39,791.	54,772.
LORILLARD INC		
MARATHON PETROLEUM CORPORATION	25,081.	51,234.
MCKESSON CORP	41,684.	77,975.
MERCK & CO INC NEW COM	39,706.	38,321.
MICROSOFT CORP	92,870.	124,984.
MORGAN STANLEY		
MOTOROLA SOLUTIONS, INC		
MYRIAD GENETICS INC		
NII HLDGS INC		
NRG ENERGY INC	30,770.	39,169.
NATIONAL GRID PLC SPON ADR	39,020.	40,689.
NATIONAL OILWELL VARCO INC		
NESTLE S A SPON ADR REG	4,593.	23,179.
NEWS CORP CL A	47,686.	55,060.
NIDEC CORP SPON ADR		
NISOURCE INC		
NOVARTIS AG ADR SPON	57,216.	79,124.
NOVO-NORDISK A S ADR	4,997.	13,482.
OCCIDENTAL PETE CORP	60,718.	59,516.
OPPENHEIMER INTL BOND FUND Y	655,801.	586,873.

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
ORACLE SYSTEMS	80,463.	82,334.
PNC INTERMEDIATE BOND FUND I	2,806,954.	2,731,008.
PEARSON PLC SPONSORED		
PENN NATL GAMING INC	8,746.	12,489.
PFIZER INC	36,018.	55,432.
PHILIP MORRIS INTERNATIONAL	23,357.	34,388.
PHILLIPS 66	34,593.	71,104.
PLAINS EXPLORATION & PROD		
POTASH CORP SASK INC	17,617.	16,320.
PROCTER & GAMBLE	35,124.	44,577.
PUBLIC SERVICE ENTERPRISE		
PUBLICIS GROUPE - ADR	37,216.	28,351.
QBE IN GROUP LTD SPONS ADR	11,545.	13,053.
RWE AG SPONSORED ADR	50,801.	26,581.
RF MICRO DEVICES INC	12,418.	14,111.
RALCORP HLDGS INC NEW		
RAYONIER INC REIT	31,610.	38,884.
REED ELSEVIER NV	22,604.	30,669.
REED ELSEVIER PLC SPON ADR	26,505.	35,546.
REGAL BELOIT CORP		
REGIONS FINANCIAL CORP	42,155.	61,659.
RIVERBED TECHNOLOGY INC	9,375.	7,344.
ROCHE HOLDINGS ADR	21,710.	36,884.
ROYAL DUTCH SHELL PLC	22,885.	24,321.
ROYAL DUTCH SHELL PLC	23,033.	26,030.
SBA COMMUNICATOINS CORP	6,755.	14,157.
SL GREEN REALTY CORP		
SPDR S&P ETF TRUST		
COAST ACCESS II LTD (UL)	15,106.	13,310.

FORM 990PF, PART II - CORPORATE STOCK
 =====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
COAST ACCESS LTD CL I	15,102.	11,168.
MARINER ACCESS LTD SPR H		
SANOFI		
SAP AG	31,532.	50,068.
SCHNEIDGER ELECTRIC SA ADR	25,108.	34,813.
SEVEN & I HOLDINGS CO LTD	11,682.	14,430.
SHIRE PLC	22,536.	37,879.
SIMON PPTY GROUP INC NEW	10,896.	17,786.
SINGAPORE TELECOMMUNICATION	24,680.	38,059.
OWENS ILL INC	20,160.	28,447.
SMITH & NEPHEW PLC SPON ADR	9,506.	11,568.
SOCIETE GENERALE FRANCE	9,572.	12,845.
SPIRIT AEROSYSTEMS HOLDINGS		
STAPLES INC		
SUNCOR ENERGY INC	26,189.	21,823.
SWEDBANK A B ADR	10,742.	15,108.
SYMANTEC CORP		
SYNGENTA AG	14,671.	26,083.
TAIWAN SEMICONDUCTOR MFG CO	27,147.	54,191.
TAKEDA PHARMACEUTICAL CO	37,936.	38,899.
TARGET CORP		
TELEFONICA DE ESPANA SA	56,493.	35,010.
TESCO PLC	52,530.	41,754.
TEVA PHARMACEUTICAL INDS LTD	80,284.	74,676.
TIME WARNER CABLE		
TOKIO MARINE HOLDING INC	41,594.	48,315.
TOKYO ELECTRON LTD	19,729.	20,315.
TORCHMARK CORP	31,686.	44,100.
TOTAL S A	52,982.	46,265.

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

56-1925457

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
TOYOTA MOTOR CORP	41,340.	59,123.
TRANSCANADA CORP	13,851.	18,149.
TRAVELERS COMPANIES INC	43,011.	52,587.
TRINITY INDUSTRIES, INC	3,356.	5,535.
TRIQUINT SEMICONDUCTOR, INC		
TRIUMPH GROUP INC NEW	11,393.	14,326.
US BNCORP DEL NEW		
UNILEVER PLC ADR	39,373.	51,695.
UNILEVER N V NEW YORK	18,811.	23,704.
UNITED OVERSEAS BANK LTD SPON	26,677.	29,439.
UNITED TECHNOLOGIES CORP		
UNITEDHEALTH GROUP INC	22,001.	62,141.
VALERO ENERGY CORP	30,179.	54,589.
VALUECHICK INC		
VARIAN MED SYS INC		
VERIZON COMMUNICATIONS		
VIACOM INC CL B	33,184.	51,499.
VIMPELCOM LTD SPONS ADR		
VINCI S.A. UNSPONS ADR	31,520.	32,939.
VISTEON CORPORATION		
VODAFONE GROUP PLC NEW SPON	25,812.	35,040.
VOLKSWAGEN AG SPONS	9,758.	13,142.
VOLVO AKTIEBOLAGET	14,150.	12,480.
WMS INDS INC		
WPP PLC	22,121.	30,826.
WALGREEN CO	39,503.	51,051.
THE WARNACO GROUP		
WELLS FARGO & CO NEW	89,163.	108,664.
WHITING PETROLEUM CORPORATION	12,179.	12,352.

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

56-1925457

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
WORLEYPARSONS LTD UNSPON	18,328.	11,007.
XILINX INC		
ZIMMER HLDGS INC	41,781.	51,634.
ZIONS BANCORPORATION	10,720.	17,497.
ZURICH INSURANCE GROUP AG-ADR	20,921.	28,613.
FREESCALE SEMICONDUCTOR LTD	9,023.	11,680.
MARVELL TECHNOLOGY GROUP	35,645.	38,584.
NORWEGIAN CRUISE LINE	8,885.	9,639.
ORIENT EXPRESS HOTELS	13,209.	13,352.
UBS AG SHS NEW	7,143.	7,000.
INTELSAT SA	12,009.	11,940.
LYONDELLBASELL INDUSTRIES	44,288.	46,912.
AVAGO TECHNOLOGIES	17,585.	19,923.
AKAMAI TECHNOLOGIES	11,164.	12,978.
ALLIANZ AKTIENGESSELLSCHAFT	10,487.	11,308.
AMERICAN INTERNATIONAL GROUP	47,724.	64,278.
BELLE INTERNATIONAL HOLDINGS	14,340.	12,273.
BELO CORP	3,644.	7,003.
BOEING	28,338.	39,849.
CVS CAREMARK CORP	40,968.	44,829.
CABELAS INC	8,611.	12,434.
CADENCE DESIGN SYSTEMS	13,349.	15,146.
CAMPBELL SOUP	31,484.	40,132.
CELANESE CORP	9,894.	10,618.
CENTENE ENERGY	12,206.	16,053.
CHEMTURA CORP	10,171.	12,139.
CHUBB CORP NJ	41,703.	41,224.
CINTAS CORP	42,595.	45,950.
CITIGROUP CORP	68,492.	89,656.

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
CLOROX COMPANY	32,816.	37,247.
COMCAST CORP NEW	38,075.	45,925.
CONSTELLATION BRANDS INC	9,464.	16,314.
CORNING INC	50,056.	57,148.
DSW	9,741.	11,755.
DAIMLER AG SPONSORED ADR	20,243.	22,599.
DEUTSCHE BOERSE AG	9,626.	11,891.
DEUTSCHE POST AG	14,695.	14,868.
DIAMOND OFFSHORE DRILLING	69,011.	74,568.
DISCOVER FINANCIAL SERVICES	32,888.	37,779.
ENERGIZER HLDGS INC	38,906.	47,843.
EVERCORE PARTNERS INC	12,150.	12,255.
FIRST HORIZON NATIONAL CORP	9,663.	11,368.
GANNETT	7,183.	7,044.
GENESEE & WYOMING INC	9,256.	8,654.
GULFPORT ENERGY CORP	10,185.	12,479.
HARTFORD FINL SVCS GROUP	39,090.	41,433.
HELIX ENERGY SOLUTIONS GROUP	10,774.	10,644.
HELMERICH & PAYNE INC	47,216.	50,522.
HERCULES OFFSHORE INC	6,499.	11,602.
HOME DEPOT	30,620.	44,545.
ILLUMINA INC	10,099.	15,866.
JABIL CIRCUIT INC	14,946.	15,631.
JONES LANG LASALLE INC	12,581.	13,033.
KIMBERLY CLARK CORP	44,104.	44,490.
KIRBY CORP	9,499.	13,681.
LOUISIANA PAC CORP	12,961.	9,540.
MGM MIRAGE	12,307.	15,135.
MACERICH CO	38,052.	37,253.

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

56-1925457

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
MACYS INC	38,991.	42,528.
MADISON SQUARE GARDEN COMPANY	7,919.	10,487.
MEDNAX INC	11,385.	11,905.
MEDTRONIC INC	43,278.	48,382.
MURPHY OIL CORP	33,569.	33,794.
MYLAN INC	38,797.	39,874.
NETAPP INC	43,582.	47,641.
NEXSTAR BROADCASTING GROUP	14,643.	18,085.
NIKE INC	38,983.	41,392.
NORTHROP GRUMMAN CORP	52,295.	66,571.
ONYX PHARMACEUTICALS	11,911.	11,287.
PPG INDUSTRIES INC	44,577.	58,125.
PENSKE AUTOMOTIVE GROUP	14,229.	14,995.
PRIVATEBANCORP INC	13,638.	15,537.
QLIK TECHNOLOGIES	9,448.	12,043.
QUANTA SVCS INC	15,687.	14,738.
RAYMOND JAMES	11,126.	10,487.
REALOGY HOLDINGS CORP	11,448.	12,154.
RESEARCH IN MOTION LTD	43,676.	27,489.
RYMAN HOSPITALITY PROPERTIES	6,742.	10,338.
SINCLAIR BROADCAST GROUP	12,257.	24,671.
SMITH A O	11,732.	14,585.
SODEXHO SPON SDR	7,244.	6,572.
STATE STR CORP	42,073.	46,495.
TANGER FACTORY OUTLETS	11,293.	11,343.
TENET HEALTHCARE CORP	7,873.	14,291.
TERADYNE INC	11,964.	12,387.
TEREX CORP NEW	9,814.	10,625.
TESCO CORP	11,599.	10,569.

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

56-1925457

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV -----
TIMKEN CO	7,670.	10,524.
USG CORP	13,662.	14,591.
VANTIV INC	9,454.	10,930.
WESTERN UNION	29,494.	39,131.
WYNDHAM WORLDWIDE	56,706.	57,802.
	-----	-----
TOTALS	14,189,898.	15,943,067.
	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT
-----PUBLICIS GROUP STK SPLIT 7/24/12
ROUNDING17,461.
7.

TOTAL

17,468.
=====

RECIPIENT NAME:
COMPANION ANIMAL CLINIC
DEBORAH WILSON
ADDRESS:
P. O. BOX 148
SOUTHERN PINES, NC 28388
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROVIDING CARE FOR SICK ANIMALS
FOUNDATION STATUS OF RECIPIENT:
501(C) 3 ORGANIZATION
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
BOYS & GIRLS CLUB OF THE
PIEDMONT, INC
ADDRESS:
1001 COCHRAN STREET
STATESVILLE, NC 28677
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROMOTING EDUCATION
FOUNDATION STATUS OF RECIPIENT:
501(C) 3 ORGANIZATION
AMOUNT OF GRANT PAID 40,000.

RECIPIENT NAME:
IREDELL CHRISTIAN MINISTRIES
ADDRESS:
P.O. BOX 4025
STATESVILLE, NC 28687
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROVIDING CARE FOR SICK, AGED OR HELPLESS
FOUNDATION STATUS OF RECIPIENT:
501(C) 3 ORGANIZATION
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
WINSTON-SALEM CENTER FOR EDUCATION
AND THE ARTS, INC.
ADDRESS:
620 BARNSDALE ROAD
WINSTON-SALEM, NC 27-2462645
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
501(C) 3 ORGANIZATION
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
CHILDREN'S LAW CENTER OF
CENTRAL NORTH CAROLINA
ADDRESS:
8 WEST THIRD ST., STE M-6
WINSTON SALEM, NC 27101
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROVING CARE FOR THE HELPLESS
FOUNDATION STATUS OF RECIPIENT:
501(C) 3 ORGANIZATION
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
VIRGINIA TECH FOUNDATION INC
ADDRESS:
REYNOLDS HOMESTEAD VIRGINIA TECH
CRITZ, VA 24082
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
501(C) 3 ORGANIZATION
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
SALEM ACADEMY AND COLLEGE
ADDRESS:
601 S. MAIN STREET
WINSTON-SALEM, NC 27101
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
501(C) 3 ORGANIZATION
AMOUNT OF GRANT PAID 35,000.

RECIPIENT NAME:
THE CHILDREN'S HOME, INC.
ADDRESS:
1001 REYNOLDA ROAD
WINSTON-SALEM, NC 27104
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROVIDING SERVICES TO CHILDREN IN NEED
FOUNDATION STATUS OF RECIPIENT:
501(C) 3 ORGANIZATION
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
THE CENTER FOR EXCEPTIONAL
CHILDREN
ADDRESS:
2315 COLISEUM DRIVE
WINSTON-SALEM, NC 27106
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROVIDING CARE FOR SICK, AGED OR HELPLESS
FOUNDATION STATUS OF RECIPIENT:
501(C) 3 ORGANIZATION
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

SCI-WORKS

ADDRESS:

DR. BEVERLY S. SANFORD
WINSTON-SALEM, NC 27105

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATION

FOUNDATION STATUS OF RECIPIENT:

501(C) 3 ORGANIZATION

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

WINSTON-SALEM STATE UNIVERSITY FDN

ADDRESS:

MICHELLE COOK, EXECUTIVE DIRECTOR
WINSTON-SALEM, NC 27110

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATION

FOUNDATION STATUS OF RECIPIENT:

501(C) 3 ORGANIZATION

AMOUNT OF GRANT PAID 17,500.

RECIPIENT NAME:

HABITAT FOR HUMANITY, FORSYTH COUNTY
SYLVIA OBERLE

ADDRESS:

341 WITT STRET
WINSTON-SALEM, NC 27103

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROVIDES HOMES FOR THE COMMUNITY

FOUNDATION STATUS OF RECIPIENT:

501(C) 3 ORGANIZATION

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

SAMARITAN MINISTRIES, INC.

ADDRESS:

1243 NORTH PATTERSON AV
WINSTON-SALEM, NC 27101

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROVIDES FOOD AND SHELTER

FOUNDATION STATUS OF RECIPIENT:

501(C) 3 ORGANIZATION

AMOUNT OF GRANT PAID 65,000.

RECIPIENT NAME:

ANIMAL ADOPTION AND RESCUE FDN.

ADDRESS:

MAUREEN LUTZ
WINSTON-SALEM, NC 27103

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROVIDE HOME FOR ANIMALS

FOUNDATION STATUS OF RECIPIENT:

501(C) 3 ORGANIZATION

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

THE CHILDREN'S MUSEUM

ADDRESS:

OF WINSTON-SALEM
WINSTON-SALEM, NC 27101

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATION

FOUNDATION STATUS OF RECIPIENT:

501(C) 3 ORGANIZATION

AMOUNT OF GRANT PAID 7,500.

RECIPIENT NAME:

BOOMARKS

ADDRESS:

P.O. BOX 2090

SHELBY, NC 28151

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROVIDES LITERARY EXPERIENCES FOR SCHOOLS ET

FOUNDATION STATUS OF RECIPIENT:

501(C) 3 ORGANIZATION

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

THE NORTH CAROLINA HOUSING FDN.

ADDRESS:

DIANE EVANS

WINSTON-SALEM, NC 27103

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

HOMES FOR PEOPLE IN NEED

FOUNDATION STATUS OF RECIPIENT:

501(C) 3 ORGANIZATION

AMOUNT OF GRANT PAID 250,000.

RECIPIENT NAME:

WINSTON-SALEM STREET SCHOOL

ADDRESS:

CAMILLE GALLOWAY

WINSTON-SALEM, NC 27127

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATION

FOUNDATION STATUS OF RECIPIENT:

501(C) 3 ORGANIZATION

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

FRIENDS OF THE ANIMALS
IREDELL COUNTY, INC.

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROVIDES LOW COST PET CARE AND ADOPTION

FOUNDATION STATUS OF RECIPIENT:

501(C) 3 ORGANIZATION

AMOUNT OF GRANT PAID 25,000.

TOTAL GRANTS PAID:

675,000.

=====

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No. 1545-0092

2012

Name of estate or trust

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

Employer identification number

56-1925457

Note: Form 5227 filers need to complete only Parts I and II.

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	73,073.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back	5	73,073.

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

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					90,445.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	463,726.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	179.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back	12	554,350.

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

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II**Caution: Read the instructions before completing this part.**

	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		73,073.
14 Net long-term gain or (loss):			
a Total for year	14a		554,350.
b Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		179.
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a ▶	15		627,423.

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

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:
 a The loss on line 15, column (3) or **b** \$3,000 **16** ()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (Form 1041) 2012

**SCHEDULE D-1
(Form 1041)**Department of the Treasury
Internal Revenue Service**Continuation Sheet for Schedule D
(Form 1041)**

OMB No. 1545-0092

2012

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

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

Name of estate or trust

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

Employer identification number

56-1925457

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

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 1330. FORD MTR CO DEL COM	12/07/2011	07/06/2012	12,493.00	14,724.00	-2,231.00
2825. MORGAN STANLY DN WTT NEW	12/07/2011	07/06/2012	40,058.00	48,226.00	-8,168.00
118. CIENA CORP COM NEW	VAR	07/10/2012	1,818.00	1,507.00	311.00
27. RALCORP HLDGS INC NEW	VAR	07/11/2012	1,782.00	1,997.00	-215.00
69. NII HLDGS INC CL B NEW	09/23/2011	07/12/2012	579.00	2,053.00	-1,474.00
107. NII HLDGS INC CL B NE	VAR	07/12/2012	898.00	2,740.00	-1,842.00
14. NII HLDGS INC CL B NEW	11/01/2011	07/12/2012	117.00	326.00	-209.00
101. NII HLDGS INC CL B NE	02/02/2012	07/12/2012	848.00	2,226.00	-1,378.00
1. RALCORP HLDGS INC NEW	05/02/2012	07/13/2012	62.00	74.00	-12.00
27. RALCORP HLDGS INC NEW	VAR	07/13/2012	1,681.00	1,987.00	-306.00
72. ATMEL CORPORATION	VAR	07/17/2012	429.00	756.00	-327.00
216. ATMEL CORPORATION	11/02/2011	07/17/2012	1,287.00	2,229.00	-942.00
70. ATMEL CORPORATION	11/02/2011	07/19/2012	446.00	722.00	-276.00
216. ATMEL CORPORATION	11/02/2011	07/19/2012	1,377.00	2,229.00	-852.00
39. DIAMONDROCK HOSPITALIT	07/26/2011	07/19/2012	377.00	402.00	-25.00
75. KBR INC	05/01/2012	07/19/2012	2,122.00	2,564.00	-442.00
138. ATMEL CORPORATION	VAR	07/20/2012	837.00	1,394.00	-557.00
146. ATMEL CORPORATION	VAR	07/20/2012	886.00	1,431.00	-545.00
13. INTERNATIONAL PWR PLC ADR	09/23/2011	07/25/2012	845.00	618.00	227.00
231. GLAXO PLC SPONSORED A	VAR	07/26/2012	10,331.00	10,075.00	256.00
91. WMS INDS INC	VAR	07/26/2012	1,692.00	2,207.00	-515.00
417. ATMEL CORPORATION	VAR	07/30/2012	2,499.00	3,723.00	-1,224.00
2.512 TOTAL S.A.	10/14/2011	07/30/2012	115.00	127.00	-12.00
190. DIGITAL RIV INC	VAR	08/01/2012	2,614.00	4,407.00	-1,793.00

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

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

Schedule D-1 (Form 1041) 2012

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

Department of the Treasury
Internal Revenue Service

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

OMB No. 1545-0092

2012

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

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

Name of estate or trust

RICHARD J. REYNOLDS, III AND MARIE MALLOUX

Employer identification number

56-1925457

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

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 62. GUESS INC	VAR	08/03/2012	1,773.00	2,112.00	-339.00
57. TESCO PLC SPONSORED AD	09/23/2011	08/03/2012	848.00	963.00	-115.00
36. THE WARNACO GROUP, INC	04/19/2012	08/07/2012	1,741.00	1,922.00	-181.00
389. AIRGAS INC COM	09/06/2011	08/09/2012	32,360.00	23,894.00	8,466.00
85. AMERIGROUP CORP	VAR	08/09/2012	7,646.00	5,766.00	1,880.00
104. CIENA CORP COM NEW	12/08/2011	08/09/2012	1,854.00	1,320.00	534.00
105. CIENA CORP COM NEW	VAR	08/09/2012	1,887.00	1,254.00	633.00
397. CUMMINS INC. COM	06/06/2012	08/09/2012	40,176.00	37,771.00	2,405.00
2350. DENBURY RESOURCES, I	VAR	08/09/2012	36,743.00	40,394.00	-3,651.00
90. VISTEON CORPORATION	VAR	08/09/2012	3,463.00	3,979.00	-516.00
568. BUNGE LIMITED	04/17/2012	08/09/2012	36,843.00	38,016.00	-1,173.00
94. AMERIGROUP CORP	VAR	08/10/2012	8,440.00	6,169.00	2,271.00
1107. SEAGATE TECHNOLOGY	01/06/2012	08/10/2012	36,387.00	20,330.00	16,057.00
98. DANONE - SPONS ADR	09/23/2011	08/13/2012	1,166.00	1,147.00	19.00
165. JDS UNIPHASE CORP COM	VAR	08/13/2012	1,820.00	1,891.00	-71.00
121. CIENA CORP COM NEW	12/21/2011	08/15/2012	2,065.00	1,336.00	729.00
27. CAMDEN PPTY TR SH BEN	05/15/2012	08/17/2012	1,843.00	1,821.00	22.00
28. RALCORP HLDGS INC NEW	VAR	08/17/2012	1,883.00	1,979.00	-96.00
25. RALCORP HLDGS INC NEW	VAR	08/22/2012	1,697.00	1,625.00	72.00
199. NABORS INDUSTRIES LTD	09/23/2011	08/22/2012	3,170.00	2,818.00	352.00
77. RALCORP HLDGS INC NEW	10/05/2011	08/23/2012	5,382.00	4,974.00	408.00
39. THE WARNACO GROUP, INC	VAR	08/23/2012	1,866.00	1,974.00	-108.00
71. GUESS INC	VAR	08/30/2012	1,856.00	2,392.00	-536.00
46. ARCH CAPITAL GROUP LTD	05/02/2012	08/30/2012	1,823.00	1,809.00	14.00

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

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

Schedule D-1 (Form 1041) 2012

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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No. 1545-0092

2012

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

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Name of estate or trust

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

Employer identification number

56-1925457

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

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 101. AVIS BUDGET GROUP, INC.	01/12/2012	09/04/2012	1,636.00	1,247.00	389.00
27. CATERPILLAR INC COMMON	10/11/2011	09/06/2012	2,253.00	2,158.00	95.00
150. LORILLARD INC	VAR	09/06/2012	18,639.00	16,383.00	2,256.00
1957. NEWS CORP CL A	06/06/2012	09/06/2012	47,648.00	37,388.00	10,260.00
126. OWENS ILL INC	09/23/2011	09/06/2012	2,372.00	2,013.00	359.00
1862. STAPLES INC	11/10/2011	09/06/2012	21,261.00	27,344.00	-6,083.00
57. CAMDEN PPTY TR SH BEN	VAR	09/07/2012	3,967.00	3,229.00	738.00
113. WMS INDS INC	VAR	09/10/2012	1,899.00	2,657.00	-758.00
136. CAREFUSION CORP	09/23/2011	09/11/2012	3,778.00	3,161.00	617.00
76. PLAINS EXPLORATION & P CO.	05/03/2012	09/11/2012	2,775.00	3,170.00	-395.00
51. DAVITA HEALTHCARE PART	VAR	09/14/2012	5,075.00	3,234.00	1,841.00
55. CAVIUM INC.	VAR	09/19/2012	1,968.00	1,810.00	158.00
148. JDS UNIPHASE CORP COM	VAR	09/21/2012	1,919.00	1,587.00	332.00
145. WMS INDS INC	VAR	09/21/2012	2,480.00	3,249.00	-769.00
82. CAMDEN PPTY TR SH BEN	VAR	09/26/2012	5,288.00	4,464.00	824.00
54. AVIS BUDGET GROUP, INC	01/12/2012	10/01/2012	833.00	667.00	166.00
42. CABOT OIL & GAS CORP	VAR	10/01/2012	1,918.00	1,441.00	477.00
48. AMADEUS IT HOLDING SA	02/13/2012	10/05/2012	1,187.00	911.00	276.00
6. BAIDU, INC - SPONS ADR	VAR	10/05/2012	694.00	704.00	-10.00
3879.31 PNC INTERMEDIATE B	VAR	10/05/2012	45,000.00	44,545.00	455.00
19. POTASH CORP SASK INC C	03/14/2012	10/05/2012	798.00	807.00	-9.00
829. AGILENT TECHNOLOGIES	07/06/2012	10/09/2012	31,743.00	31,529.00	214.00
36. AGRUM, INC.	08/09/2012	10/09/2012	3,774.00	3,507.00	267.00
117. ALLSTATE CORP COM	04/17/2012	10/09/2012	4,798.00	3,817.00	981.00

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

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

Schedule D-1 (Form 1041) 2012

**SCHEDULE D-1
(Form 1041)**Department of the Treasury
Internal Revenue Service**Continuation Sheet for Schedule D
(Form 1041)**

OMB No. 1545-0092

2012

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Name of estate or trust

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

Employer identification number

56-1925457

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

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 877. AVNET, INC.	VAR	10/09/2012	24,953.00	31,249.00	-6,296.00
42. BOEING COMPANY COMMON	09/06/2012	10/09/2012	2,955.00	3,060.00	-105.00
66. DIAMOND OFFSHORE DRILL	08/09/2012	10/09/2012	4,361.00	4,518.00	-157.00
76. DR PEPPER SNAPPLE GROU	03/05/2012	10/09/2012	3,335.00	2,876.00	459.00
97. GAP STORES COMMON	11/10/2011	10/09/2012	3,581.00	1,914.00	1,667.00
105. HOLLYFRONTIER CORPORA	11/10/2011	10/09/2012	4,168.00	3,172.00	996.00
56. THE HOME DEPOT INC	08/09/2012	10/09/2012	3,418.00	2,982.00	436.00
166. ORACLE SYSTEMS COMMON	04/17/2012	10/09/2012	5,055.00	4,792.00	263.00
477. REGIONS FINANCIAL COR	08/09/2012	10/09/2012	3,534.00	3,342.00	192.00
34. TIME WARNER CABLE	04/17/2012	10/09/2012	3,304.00	2,763.00	541.00
306. VIACOM INC. CL B	12/07/2011	10/09/2012	17,192.00	13,414.00	3,778.00
81. WALGREEN CO COMMON	12/07/2011	10/09/2012	2,889.00	2,770.00	119.00
51. ZIMMER HLDGS INC COM	08/09/2012	10/09/2012	3,272.00	3,108.00	164.00
130. INFORMATICA CORPORATI	01/18/2012	10/11/2012	3,382.00	4,807.00	-1,425.00
267. KEY ENERGY SVCS INC	08/21/2012	10/11/2012	1,840.00	2,414.00	-574.00
149. GUESS INC	02/08/2012	10/25/2012	3,711.00	4,993.00	-1,282.00
139. GUESS INC	VAR	10/25/2012	3,478.00	3,929.00	-451.00
24. ARCH CAPITAL GROUP LTD	05/02/2012	10/25/2012	1,068.00	944.00	124.00
46. ROWAN COMPANIES PLC	VAR	10/25/2012	1,560.00	1,648.00	-88.00
19. ARCH CAPITAL GROUP LTD	05/02/2012	10/26/2012	840.00	747.00	93.00
86. ALLEGHENY TECHNOLOGIES	VAR	10/29/2012	2,456.00	3,999.00	-1,543.00
14. FLOWSERVE CORP	VAR	10/29/2012	1,833.00	1,655.00	178.00
61. CAVIUM INC.	VAR	10/31/2012	1,823.00	1,992.00	-169.00
40. WHITING PETROLEUM CORP	VAR	11/08/2012	1,874.00	1,989.00	-115.00

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

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Schedule D-1 (Form 1041) 2012

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

Department of the Treasury
Internal Revenue Service

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

OMB No. 1545-0092

2012

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Name of estate or trust

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

Employer identification number

56-1925457

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

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a . JULIUS BAER GROUP LTD		11/09/2012	416.00		416.00
. JULIUS BAER GROUP LTD		11/09/2012	-58.00		-58.00
. JULIUS BAER GROUP LTD		11/15/2012	359.00		359.00
. JULIUS BAER GROUP LTD		11/21/2012	-359.00		-359.00
24. DSW INC. CL A	11/07/2012	11/26/2012	1,623.00	1,492.00	131.00
41. TIMKEN CO	08/17/2012	11/29/2012	1,821.00	1,712.00	109.00
192. CHEMTURA CORPORATION	09/10/2012	11/30/2012	3,836.00	3,471.00	365.00
43. ARCH CAPITAL GROUP LTD	VAR	11/30/2012	1,910.00	1,682.00	228.00
265. DR PEPPER SNAPPLE GRO	03/05/2012	12/06/2012	12,032.00	10,027.00	2,005.00
189. THE HOME DEPOT INC	08/09/2012	12/06/2012	12,095.00	10,065.00	2,030.00
218. INFORMATICA CORPORATI	VAR	12/06/2012	5,843.00	7,226.00	-1,383.00
656. MOTOROLA SOLUTIONS, I	03/05/2012	12/06/2012	35,894.00	33,238.00	2,656.00
1099. PUBLIC SERVICE ENTER	12/09/2011	12/06/2012	32,849.00	34,781.00	-1,932.00
132. TIME WARNER CABLE	04/17/2012	12/06/2012	12,437.00	10,728.00	1,709.00
475. TE CONNECTIVITY LIMIT	12/07/2011	12/06/2012	16,755.00	15,646.00	1,109.00
212. PLAINS EXPLORATION & CO.	VAR	12/11/2012	9,437.00	8,369.00	1,068.00
2. NIDEC CORP SPONSORED AD	08/10/2012	12/20/2012	29.00	42.00	-13.00
33. NIDEC CORP SPONSORED A	08/10/2012	12/24/2012	466.00	687.00	-221.00
107. NIDEC CORP SPONSORED	08/10/2012	12/26/2012	1,523.00	2,227.00	-704.00
1871. DELL INC	VAR	01/04/2013	20,475.00	29,039.00	-8,564.00
1514. REPUBLIC SVCS INC	VAR	01/07/2013	44,749.00	42,278.00	2,471.00
279. LEGG MASON INC COM	VAR	01/08/2013	7,328.00	7,392.00	-64.00
78. LEGG MASON INC COM	01/09/2013	01/08/2013	2,051.00	2,049.00	2.00
102. VALUECLICK, INC.	12/27/2012	01/08/2013	1,983.00	2,016.00	-33.00

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Schedule D-1 (Form 1041) 2012

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No. 1545-0092

2012

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1a 321. HERCULES OFFSHORE INC	10/11/2012	01/09/2013	2,067.00	1,701.00	366.00
4. LEGG MASON INC COM	02/03/2012	01/09/2013	105.00	108.00	-3.00
14. ACTUANT CORP CL A NEW	01/27/2012	01/11/2013	393.00	348.00	45.00
73. ACTUANT CORP CL A NEW	01/27/2012	01/11/2013	2,056.00	1,814.00	242.00
112. ULTRA PETROLEUM CORP	09/14/2012	01/14/2013	2,005.00	2,717.00	-712.00
64. BUFFALO WILD WINGS INC	VAR	01/18/2013	4,787.00	5,289.00	-502.00
82. BUFFALO WILD WINGS INC	VAR	01/18/2013	6,118.00	6,206.00	-88.00
13. FLOWSERVE CORP	02/03/2012	01/18/2013	1,999.00	1,484.00	515.00
325. HERCULES OFFSHORE INC	VAR	01/18/2013	2,045.00	1,495.00	550.00
59. TENET HEALTHCARE CORPO	12/03/2012	01/18/2013	2,061.00	1,670.00	391.00
61. HARRY WINSTON DIAMOND	04/27/2012	01/28/2013	916.00	876.00	40.00
41. TIMKEN CO	12/27/2012	01/28/2013	2,104.00	1,906.00	198.00
223. ULTRA PETROLEUM CORP	VAR	01/28/2013	4,185.00	5,236.00	-1,051.00
80. HARRY WINSTON DIAMOND	VAR	01/30/2013	1,201.00	1,148.00	53.00
51. OWENS CORNING INC	11/06/2012	01/30/2013	2,112.00	1,744.00	368.00
125. AGRIUM, INC.	VAR	02/05/2013	14,136.00	11,845.00	2,291.00
998. FOREST LABS INC COMMO	03/05/2012	02/05/2013	35,874.00	32,568.00	3,306.00
750. SCRIPPS NETWORKS INTE	VAR	02/05/2013	46,316.00	44,015.00	2,301.00
1335. TEXTRON INC. COMMON	10/09/2012	02/05/2013	38,462.00	33,802.00	4,660.00
224. WMS INDS INC	03/09/2012	02/05/2013	5,577.00	4,929.00	648.00
224. WMS INDS INC	VAR	02/13/2013	5,583.00	4,305.00	1,278.00
115. TRIQUINT SEMICONDUCTO	09/07/2012	02/15/2013	565.00	691.00	-126.00
99. QLIK TECHNOLOGIES INC.	VAR	02/20/2013	2,159.00	2,413.00	-254.00
75. MYRIAD GENETICS INC	06/13/2012	02/21/2013	1,816.00	1,723.00	93.00

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Schedule D-1 (Form 1041) 2012

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
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1a 667. TRIQUINT SEMICONDUCTO	VAR	02/21/2013	3,266.00	3,791.00	-525.00
141. SINCLAIR BROADCAST GR A	10/22/2012	03/01/2013	2,218.00	1,791.00	427.00
33. PEARSON PLC SPONSORED	04/30/2012	03/04/2013	582.00	626.00	-44.00
853. CINCINNATI FINL CORP	07/06/2012	03/06/2013	39,230.00	32,448.00	6,782.00
102. PEARSON PLC SPONSORED	04/30/2012	03/06/2013	1,810.00	1,936.00	-126.00
136. PEARSON PLC SPONSORED	VAR	03/06/2013	2,415.00	2,578.00	-163.00
87. QLIK TECHNOLOGIES INC.	08/17/2012	03/06/2013	2,282.00	2,006.00	276.00
317. TIME WARNER CABLE	04/17/2012	03/06/2013	28,291.00	25,763.00	2,528.00
28. CHART INDUSTRIES, INC.	VAR	03/07/2013	2,182.00	1,929.00	253.00
22. PEARSON PLC SPONSORED	05/02/2012	03/07/2013	387.00	415.00	-28.00
32. PEARSON PLC SPONSORED	05/02/2012	03/08/2013	557.00	604.00	-47.00
34. ACME PACKET, INC.	04/04/2012	03/11/2013	992.00	905.00	87.00
98. PEARSON PLC SPONSORED	05/02/2012	03/11/2013	1,721.00	1,849.00	-128.00
1315. PROLOGIS, INC.	12/06/2012	03/11/2013	51,338.00	45,794.00	5,544.00
124. SINCLAIR BROADCAST GR A	VAR	03/11/2013	2,233.00	1,544.00	689.00
72. KBR INC	VAR	03/12/2013	2,233.00	2,447.00	-214.00
111. PEARSON PLC SPONSORED	VAR	03/12/2013	1,959.00	2,093.00	-134.00
155. ACME PACKET, INC.	VAR	03/13/2013	4,524.00	3,113.00	1,411.00
28. CHART INDUSTRIES, INC.	VAR	03/15/2013	2,291.00	1,864.00	427.00
85. QLIK TECHNOLOGIES INC.	08/17/2012	03/22/2013	2,185.00	1,960.00	225.00
305. HERCULES OFFSHORE INC	VAR	03/25/2013	2,252.00	1,291.00	961.00
41. ARCH CAPITAL GROUP LTD	VAR	03/26/2013	2,114.00	1,591.00	523.00
70. TEREX CORP NEW	12/20/2012	04/03/2013	2,151.00	1,832.00	319.00
81. QLIK TECHNOLOGIES INC.	VAR	04/09/2013	2,071.00	1,857.00	214.00

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Schedule D-1 (Form 1041) 2012

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
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2012

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56-1925457

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(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 91. SPDR TR UNIT SER 1	VAR	04/09/2013	14,279.00	13,340.00	939.00
26. SL GREEN REALTY CORP.	12/27/2012	04/10/2013	2,297.00	2,010.00	287.00
98. SINCLAIR BROADCAST GRO	11/08/2012	04/11/2013	2,332.00	1,206.00	1,126.00
151. DOMINION DIAMOND CORP	VAR	04/16/2013	2,339.00	2,118.00	221.00
73. SINCLAIR BROADCAST GRO	VAR	04/19/2013	1,867.00	881.00	986.00
100. VERA BRADLEY INC.	VAR	04/24/2013	2,190.00	2,825.00	-635.00
148. DOMINION DIAMOND CORP	VAR	04/25/2013	2,333.00	2,023.00	310.00
1169. KEY ENERGY SVCS INC	VAR	04/26/2013	6,995.00	10,066.00	-3,071.00
166. BOEING COMPANY COMMON	09/06/2012	05/02/2013	15,290.00	12,093.00	3,197.00
621. ILLINOIS TOOL WORKS	01/07/2013	05/02/2013	40,056.00	38,671.00	1,385.00
142. DOMINION DIAMOND CORP	VAR	05/06/2013	2,313.00	1,919.00	394.00
44. GULFPORT ENERGY CORPOR	01/09/2013	05/07/2013	2,351.00	1,757.00	594.00
125. DOMINION DIAMOND CORP	VAR	05/13/2013	1,999.00	1,673.00	326.00
108. VERA BRADLEY INC.	VAR	05/14/2013	2,396.00	3,001.00	-605.00
48. CONSTELLATION BRANDS I	03/11/2013	05/15/2013	2,415.00	2,094.00	321.00
48. GULFPORT ENERGY CORPOR	VAR	05/15/2013	2,339.00	1,904.00	435.00
103. VERA BRADLEY INC.	10/12/2012	05/17/2013	2,452.00	2,801.00	-349.00
34. ILLUMINA INC	03/26/2013	05/22/2013	2,442.00	1,830.00	612.00
102. LOUISIANA PAC CORP CO	02/27/2013	05/22/2013	1,943.00	2,162.00	-219.00
103. VERA BRADLEY INC.	10/12/2012	05/30/2013	2,462.00	2,801.00	-339.00
940. AMEREN CORP COM	09/06/2012	06/05/2013	31,922.00	31,198.00	724.00
1490. CENTERPOINT ENERGY I	09/06/2012	06/05/2013	34,199.00	31,138.00	3,061.00
704. NEWS CORP CL A	02/05/2013	06/05/2013	22,236.00	19,864.00	2,372.00
765. PLUM CREEK TIMBER CO	03/11/2013	06/05/2013	35,987.00	37,986.00	-1,999.00

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

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Schedule D-1 (Form 1041) 2012

JSA
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KLH-310312012

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Department of the Treasury
Internal Revenue Service

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OMB No. 1545-0092

2012

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

56-1925457

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1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	73,073.00
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Schedule D-1 (Form 1041) 2012

JSA
2F1221 2 000

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KLH-310312012

56

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

Employer identification number

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

56-1925457

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

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 370. DANONE - SPONS ADR	VAR	07/02/2012	4,560.00	4,315.00	245.00
56. NII HLDGS INC CL B NEW	VAR	07/03/2012	590.00	2,278.00	-1,688.00
45. NII HLDGS INC CL B NEW	11/16/2010	07/03/2012	474.00	1,773.00	-1,299.00
47. NII HLDGS INC CL B NEW	VAR	07/03/2012	495.00	1,766.00	-1,271.00
2591. FORD MTR CO DEL COM	06/02/2009	07/06/2012	24,338.00	16,372.00	7,966.00
46. SPDR TR UNIT SER 1	VAR	07/06/2012	6,225.00	6,075.00	150.00
1890. SYMANTEC CORP	01/04/2011	07/06/2012	26,618.00	32,508.00	-5,890.00
190. ACCENTURE PLC	04/05/2011	07/06/2012	11,169.00	10,504.00	665.00
473. ACCENTURE PLC	02/05/2008	07/06/2012	27,805.00	15,853.00	11,952.00
41. PENN NATL GAMING INC	07/05/2011	07/10/2012	1,744.00	1,697.00	47.00
14. NII HLDGS INC CL B NEW	10/18/2010	07/12/2012	117.00	522.00	-405.00
59. BUNZL PUB LTD CO SPON	08/28/2008	07/13/2012	4,921.00	3,804.00	1,117.00
68. TRANSCANADA CORP	08/15/2007	07/13/2012	2,892.00	2,409.00	483.00
106. CANON INC ADR	04/27/2011	07/17/2012	3,860.00	4,823.00	-963.00
74. CINEMARK HOLDINGS INC.	VAR	07/18/2012	1,777.00	1,438.00	339.00
165. ASTELLAS PHARMA INC.	VAR	07/19/2012	7,962.00	6,305.00	1,657.00
9. DIAMONDROCK HOSPITALITY	10/04/2010	07/19/2012	87.00	86.00	1.00
135. DIAMONDROCK HOSPITALI	VAR	07/19/2012	1,303.00	1,437.00	-134.00
82. CINEMARK HOLDINGS INC.	VAR	07/23/2012	1,862.00	1,588.00	274.00
54. CINEMARK HOLDINGS INC.	04/15/2011	07/23/2012	1,226.00	1,045.00	181.00
91. INTERNATIONAL PWR PLC ADR	11/17/2008	07/25/2012	5,916.00	3,585.00	2,331.00
42. DIGITAL RIV INC	10/04/2010	07/26/2012	707.00	1,455.00	-748.00
52. DIGITAL RIV INC	04/18/2011	07/26/2012	876.00	1,818.00	-942.00
135. COCA COLA AMATIL LTD ADR	10/13/2008	07/27/2012	3,844.00	1,482.00	2,362.00
4. DIGITAL RIV INC	10/04/2010	07/27/2012	69.00	139.00	-70.00

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Employer identification number

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

56-1925457

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

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 202. DIGITAL RIV INC	VAR	07/27/2012	3,500.00	6,608.00	-3,108.00
87. AMERICA MOVIL S.A.B. D	VAR	07/30/2012	2,335.00	2,591.00	-256.00
5. FOMENTO ECONOMICO MEXICO ADR UNITS	08/23/2010	07/30/2012	442.00	249.00	193.00
46. PENN NATL GAMING INC	VAR	07/30/2012	1,809.00	1,764.00	45.00
4.852 TOTAL S.A.	06/17/2011	07/30/2012	221.00	262.00	-41.00
215.636 TOTAL S.A.	VAR	07/30/2012	9,844.00	9,976.00	-132.00
58. AMERICA MOVIL S.A.B. D	02/06/2008	07/31/2012	1,561.00	1,726.00	-165.00
9. FOMENTO ECONOMICO MEXICO ADR UNITS	08/23/2010	07/31/2012	781.00	448.00	333.00
48. TESCO PLC SPONSORED AD	11/17/2008	07/31/2012	720.00	679.00	41.00
60. DIGITAL RIV INC	VAR	08/01/2012	826.00	1,823.00	-997.00
9. FOMENTO ECONOMICO MEXICO ADR UNITS	08/23/2010	08/01/2012	786.00	448.00	338.00
30. TESCO PLC SPONSORED AD	11/17/2008	08/01/2012	446.00	425.00	21.00
36. TESCO PLC SPONSORED AD	11/17/2008	08/01/2012	537.00	509.00	28.00
4. FOMENTO ECONOMICO MEXICO ADR UNITS	08/23/2010	08/02/2012	346.00	199.00	147.00
75. TESCO PLC SPONSORED AD	11/17/2008	08/02/2012	1,105.00	1,061.00	44.00
6. FOMENTO ECONOMICO MEXICO ADR UNITS	08/23/2010	08/03/2012	524.00	299.00	225.00
94. IBERDROLA SA SPON ADR	01/26/2010	08/03/2012	1,533.00	3,351.00	-1,818.00
882. ING GROEP N V ADR SPO	01/26/2010	08/03/2012	5,840.00	8,476.00	-2,636.00
113. TESCO PLC SPONSORED A	11/17/2008	08/03/2012	1,682.00	1,599.00	83.00
99. OWENS ILL INC	10/04/2010	08/07/2012	1,814.00	2,782.00	-968.00
61.893 TAIWAN SEMICONDUCTO SPONSORED	07/25/2011	08/08/2012	873.00	800.00	73.00
156.107 TAIWAN SEMICONDUCT ADR SPONSORED	09/06/2007	08/08/2012	2,201.00	1,581.00	620.00
390. CONOCOPHILLIPS	VAR	08/09/2012	22,249.00	18,924.00	3,325.00
137. CONOCOPHILLIPS	06/03/2011	08/09/2012	7,816.00	7,544.00	272.00
59. DANONE - SPONS ADR	07/02/2009	08/09/2012	721.00	592.00	129.00

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6a 136. DANONE - SPONS ADR	07/02/2009	08/09/2012	1,662.00	1,364.00	298.00
37. ICON PUB LTD CO SPONS	06/09/2011	08/09/2012	889.00	896.00	-7.00
61. ICON PUB LTD CO SPONS	VAR	08/09/2012	1,478.00	1,375.00	103.00
101. LORILLARD INC	08/08/2011	08/09/2012	12,453.00	10,237.00	2,216.00
38. LORILLARD INC	04/03/2009	08/09/2012	4,685.00	2,370.00	2,315.00
10. NOVO-NORDISK A S ADR	09/06/2007	08/09/2012	1,558.00	567.00	991.00
65. VISTEON CORPORATION	VAR	08/09/2012	2,501.00	4,204.00	-1,703.00
421. TE CONNECTIVITY LIMIT	07/02/2009	08/09/2012	14,677.00	7,608.00	7,069.00
269. DANONE - SPONS ADR	07/02/2009	08/10/2012	3,237.00	2,697.00	540.00
12. NOVO-NORDISK A S ADR	VAR	08/10/2012	1,850.00	650.00	1,200.00
263. DANONE - SPONS ADR	07/02/2009	08/13/2012	3,129.00	2,637.00	492.00
73. MYRIAD GENETICS INC	VAR	08/13/2012	1,836.00	1,804.00	32.00
1743.436 COAST ACCESS II L CLASS I	05/02/2008	08/14/2012	1,899.00	2,176.00	-277.00
1594.149 COAST ACCESS II L	05/02/2008	08/14/2012	1,597.00	2,176.00	-579.00
59. VIMPELCOM LTD SPONS AD	06/01/2011	08/16/2012	603.00	1,092.00	-489.00
118. VIMPELCOM LTD SPONS A	06/01/2011	08/16/2012	1,191.00	2,185.00	-994.00
219. VIMPELCOM LTD SPONS A	06/01/2011	08/16/2012	2,204.00	4,055.00	-1,851.00
244. VIMPELCOM LTD SPONS A	06/01/2011	08/16/2012	2,459.00	4,518.00	-2,059.00
78. MYRIAD GENETICS INC	VAR	08/17/2012	1,894.00	1,805.00	89.00
29. VIMPELCOM LTD SPONS AD	06/01/2011	08/17/2012	298.00	537.00	-239.00
1578. ING GROEP N V ADR SP	VAR	08/21/2012	11,698.00	13,214.00	-1,516.00
71. MYRIAD GENETICS INC	VAR	08/21/2012	1,833.00	1,408.00	425.00
231. NABORS INDUSTRIES LTD	VAR	08/21/2012	3,754.00	6,047.00	-2,293.00
32. NABORS INDUSTRIES LTD	06/15/2011	08/22/2012	510.00	804.00	-294.00
80. KINGFISHER PLC SPON AD	VAR	08/23/2012	715.00	540.00	175.00

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6a 95. KINGFISHER PLC SPON AD	09/20/2010	08/24/2012	846.00	675.00	171.00
101. OWENS ILL INC	10/04/2010	08/24/2012	1,821.00	2,838.00	-1,017.00
120. KINGFISHER PLC SPON A	06/24/2010	08/28/2012	1,039.00	810.00	229.00
53. KONINKLIJKE AHOLD N V 2007	08/25/2009	08/28/2012	660.00	646.00	14.00
41. SWEDBANK A B ADR	07/26/2011	08/28/2012	718.00	729.00	-11.00
95. KINGFISHER PLC SPON AD	06/24/2010	08/29/2012	820.00	641.00	179.00
116. KONINKLIJKE AHOLD N V 2007	08/25/2009	08/29/2012	1,445.00	1,414.00	31.00
203. KONINKLIJKE AHOLD N V 2007	08/25/2009	08/30/2012	2,519.00	2,475.00	44.00
127. KINGFISHER PLC SPON A	06/24/2010	08/31/2012	1,113.00	857.00	256.00
125. SWEDBANK A B ADR	07/26/2011	08/31/2012	2,174.00	2,221.00	-47.00
124. AVIS BUDGET GROUP, IN	08/19/2011	09/04/2012	2,008.00	1,457.00	551.00
192. KINGFISHER PLC SPON A	06/24/2010	09/04/2012	1,667.00	1,296.00	371.00
215. OWENS ILL INC	VAR	09/04/2012	3,666.00	6,032.00	-2,366.00
565. CATERPILLAR INC COMMO	08/04/2009	09/06/2012	47,138.00	26,854.00	20,284.00
1332. DELL INC	06/04/2008	09/06/2012	14,036.00	31,649.00	-17,613.00
93. HOLOGIC INC	VAR	09/06/2012	1,871.00	1,869.00	2.00
194. LORILLARD INC	04/03/2009	09/06/2012	24,106.00	12,102.00	12,004.00
399. NATIONAL-OILWELL INC	03/03/2011	09/06/2012	31,747.00	32,367.00	-620.00
85. OWENS ILL INC	VAR	09/06/2012	1,600.00	2,322.00	-722.00
666. COVIDIEN PLC	08/08/2011	09/06/2012	37,765.00	29,608.00	8,157.00
138. CAREFUSION CORP	VAR	09/07/2012	3,799.00	3,333.00	466.00
23. SL GREEN REALTY CORP.	VAR	09/10/2012	1,880.00	1,681.00	199.00
6. CAREFUSION CORP	12/13/2010	09/11/2012	167.00	145.00	22.00
85. SPIRIT AEROSYSTEMS HOL CL A	VAR	09/20/2012	1,916.00	1,811.00	105.00
93. AVIS BUDGET GROUP, INC	09/23/2011	09/24/2012	1,500.00	963.00	537.00

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6a 61. AVIS BUDGET GROUP, INC	09/23/2011	10/01/2012	941.00	631.00	310.00
60. ABB LTD SPONSORED ADR	04/26/2011	10/05/2012	1,169.00	1,536.00	-367.00
27.43 AMERICA MOVIL S.A.B.	VAR	10/05/2012	722.00	760.00	-38.00
5.57 AMERICA MOVIL S.A.B.	VAR	10/05/2012	147.00	140.00	7.00
196. BG GROUP PLC ADR	01/26/2010	10/05/2012	4,120.00	3,793.00	327.00
52. BG GROUP PLC ADR	08/05/2011	10/05/2012	1,094.00	1,082.00	12.00
31. BANCO BRADESCO S A SPO	07/28/2010	10/05/2012	498.00	568.00	-70.00
22. BANCO BRADESCO S A SPO	01/31/2011	10/05/2012	354.00	416.00	-62.00
63. BRAMBLES LTD. - UNSPO	06/15/2011	10/05/2012	903.00	983.00	-80.00
6.558 BRITISH AMERN TOB PL ADR	VAR	10/05/2012	702.00	470.00	232.00
9.442 BRITISH AMERN TOB PL ADR	VAR	10/05/2012	1,010.00	824.00	186.00
9. BUNZL PUB LTD CO SPON A	08/28/2008	10/05/2012	822.00	580.00	242.00
12. CANADIAN NATL RY CO CO	04/27/2011	10/05/2012	1,082.00	904.00	178.00
153. CANON INC ADR	09/23/2011	10/05/2012	4,835.00	6,610.00	-1,775.00
118. CANON INC ADR	VAR	10/05/2012	3,722.00	5,489.00	-1,767.00
45. CAP GEMINI SA - UNSPON	03/11/2011	10/05/2012	945.00	1,262.00	-317.00
102. CHEUNG KONG HLDGS LTD	08/15/2007	10/05/2012	1,521.00	1,437.00	84.00
16. CHINA MOBILE HONG KONG	08/11/2011	10/05/2012	887.00	754.00	133.00
24. COCA COLA AMATIL LTD S	09/23/2011	10/05/2012	690.00	562.00	128.00
41. COCA COLA HELLENIC BTT SPONSORED ADR	08/15/2007	10/05/2012	865.00	1,305.00	-440.00
67. COMPASS GROUP PLC SPON	09/23/2011	10/05/2012	754.00	545.00	209.00
84. DENSO CORPORATION	06/01/2011	10/05/2012	1,332.00	1,508.00	-176.00
106. ERICSSON L M TEL SP A	VAR	10/05/2012	962.00	1,239.00	-277.00
25. FANUC CORPORATION	09/23/2011	10/05/2012	688.00	581.00	107.00
2.202 FRESENIUS MEDICAL CA SPONSORED ADR	11/04/2009	10/05/2012	167.00	112.00	55.00

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6a 12.798 FRESENIUS MEDICAL C SPONSORED ADR	VAR	10/05/2012	971.00	866.00	105.00
98. GAZPROM	04/06/2010	10/05/2012	1,000.00	1,189.00	-189.00
39. GRUPO TELEVISIA SA DE C	07/21/2008	10/05/2012	938.00	935.00	3.00
61. HUTCHISON WHAMPOA LTD	09/06/2007	10/05/2012	1,195.00	1,222.00	-27.00
214. IBERDROLA SA SPON ADR	01/26/2010	10/05/2012	4,209.00	7,629.00	-3,420.00
15. IMPERIAL TOBACCO GROUP	08/15/2007	10/05/2012	1,148.00	1,337.00	-189.00
111. INDUSTRIAL & COMMERCI CHINA, LTD. - UNSPONSORED A	11/01/2010	10/05/2012	1,336.00	1,808.00	-472.00
195. JULIUS BAER GROUP LTD	05/21/2010	10/05/2012	1,351.00	1,138.00	213.00
143. JULIUS BAER GROUP LTD	09/23/2011	10/05/2012	991.00	869.00	122.00
83. KINGFISHER PLC SPON AD	09/23/2011	10/05/2012	720.00	609.00	111.00
48. KOMATSU LTD. SPONSORED	07/08/2011	10/05/2012	944.00	1,506.00	-562.00
117. NOVARTIS AG ADR SPONS	01/26/2010	10/05/2012	7,359.00	6,366.00	993.00
50. PUBLICIS GROUPE - ADR	11/29/2010	10/05/2012	723.00	1,134.00	-411.00
27. REED ELSEVIER PLC SPON	08/26/2008	10/05/2012	1,061.00	1,194.00	-133.00
20. ROCHE HOLDINGS ADR	09/23/2011	10/05/2012	985.00	632.00	353.00
93. SANOFI	VAR	10/05/2012	4,171.00	3,428.00	743.00
15. SAP AG ADR SPONSORED	07/29/2011	10/05/2012	1,074.00	938.00	136.00
3. SHIRE PLC	11/17/2008	10/05/2012	266.00	118.00	148.00
8. SHIRE PLC	09/23/2011	10/05/2012	708.00	717.00	-9.00
13. SMITH & NEPHEW PLC - S	05/05/2011	10/05/2012	715.00	729.00	-14.00
36. SWEDBANK A B ADR	VAR	10/05/2012	685.00	632.00	53.00
47. TAIWAN SEMICONDUCTOR M SPONSORED	VAR	10/05/2012	762.00	465.00	297.00
25. TEVA PHARMACEUTICAL IN	08/15/2007	10/05/2012	1,008.00	1,084.00	-76.00
2. TEVA PHARMACEUTICAL IND	06/08/2011	10/05/2012	81.00	100.00	-19.00
126. TOTAL S.A.	01/26/2010	10/05/2012	6,362.00	7,624.00	-1,262.00

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6a 12. TOYOTA MOTOR CORP. SPO	VAR	10/05/2012	934.00	959.00	-25.00
16. TRANSCANADA CORP	09/23/2011	10/05/2012	740.00	641.00	99.00
79. UNITED OVERSEAS BANK L ADR	01/26/2010	10/05/2012	2,564.00	2,054.00	510.00
21. UNITED OVERSEAS BANK L ADR	07/01/2011	10/05/2012	682.00	613.00	69.00
20. VOLKSWAGEN AG - SPONS	07/11/2011	10/05/2012	774.00	830.00	-56.00
47. VOLVO AKTIEBOLAGET ADR	02/08/2011	10/05/2012	684.00	808.00	-124.00
126. AMERISOURCEBERGEN COR	08/08/2007	10/09/2012	4,940.00	2,837.00	2,103.00
60. AMGEN INC COMMON	09/03/2008	10/09/2012	5,118.00	3,734.00	1,384.00
11. AUTOZONE INC COM	01/04/2008	10/09/2012	4,189.00	1,223.00	2,966.00
456. BED BATH & BEYOND INC	10/06/2011	10/09/2012	28,292.00	26,046.00	2,246.00
25. CF INDUSTRIES HOLDINGS	10/06/2011	10/09/2012	5,422.00	3,540.00	1,882.00
81. CHEVRONTXACO CORP COM	08/08/2007	10/09/2012	9,533.00	6,797.00	2,736.00
340. CISCO SYSTEM INC COMM	06/02/2009	10/09/2012	6,375.00	6,671.00	-296.00
68. CONOCOPHILLIPS	09/26/2011	10/09/2012	3,937.00	3,208.00	729.00
8. CONOCOPHILLIPS	01/05/2010	10/09/2012	463.00	320.00	143.00
317. DELL INC	VAR	10/09/2012	3,023.00	7,396.00	-4,373.00
326. EASTMAN CHEMICAL CO C	VAR	10/09/2012	18,397.00	8,411.00	9,986.00
118. EXXON MOBIL CORP COM	08/08/2007	10/09/2012	10,942.00	1,851.00	9,091.00
198. GENERAL ELEC CO	08/08/2007	10/09/2012	4,483.00	5,510.00	-1,027.00
41. INTERNATIONAL BUSINESS	08/08/2007	10/09/2012	8,540.00	4,662.00	3,878.00
115. J P MORGAN CHASE & CO	05/05/2011	10/09/2012	4,760.00	5,199.00	-439.00
290. JOHNSON & JOHNSON	08/08/2007	10/09/2012	19,765.00	12,036.00	7,729.00
75. KLA-TENCOR CORP COM	12/03/2010	10/09/2012	3,467.00	3,000.00	467.00
434. KEYCORP OHIO COM NEW	02/02/2011	10/09/2012	3,728.00	4,074.00	-346.00
229. KROGER CO COM	09/06/2011	10/09/2012	5,398.00	5,215.00	183.00

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6a 91. ELI LILLY & CO.	05/05/2011	10/09/2012	4,758.00	3,471.00	1,287.00
65. LIMITED INC COM	09/26/2011	10/09/2012	3,205.00	2,647.00	558.00
51. LOCKHEED MARTIN CORP C	03/15/2011	10/09/2012	4,789.00	4,081.00	708.00
50. MARATHON PETROLEUM COR	05/05/2011	10/09/2012	2,880.00	1,962.00	918.00
61. MCKESSON HBOC INC COM	06/03/2011	10/09/2012	5,452.00	5,122.00	330.00
317. MICROSOFT CORP COMMON	08/08/2007	10/09/2012	9,297.00	7,979.00	1,318.00
153. NRG ENERGY INC	07/08/2011	10/09/2012	3,511.00	3,691.00	-180.00
47. OCCIDENTAL PETE CORP C	02/02/2011	10/09/2012	3,934.00	4,646.00	-712.00
139. PFIZER INC	08/08/2007	10/09/2012	3,510.00	2,056.00	1,454.00
63. PHILIP MORRIS INTERNAT	11/03/2010	10/09/2012	5,801.00	3,706.00	2,095.00
68.5 PHILLIPS 66	06/03/2011	10/09/2012	3,165.00	2,379.00	786.00
21.5 PHILLIPS 66	08/08/2007	10/09/2012	993.00	662.00	331.00
43. PROCTER & GAMBLE COMMO	01/06/2009	10/09/2012	2,952.00	2,678.00	274.00
350. SPDR TR UNIT SER 1	VAR	10/09/2012	50,525.00	42,343.00	8,182.00
186. US BANCORP DEL NEW CO	04/05/2010	10/09/2012	6,420.00	4,912.00	1,508.00
204. UNITED TECHNOLOGIES C	08/08/2007	10/09/2012	15,788.00	8,607.00	7,181.00
105. UNITEDHEALTH GROUP IN	10/06/2010	10/09/2012	6,005.00	3,601.00	2,404.00
111. VALERO ENERGY CORP	09/06/2011	10/09/2012	3,514.00	2,379.00	1,135.00
89. VERIZON COMMUNICATIONS	08/08/2007	10/09/2012	4,114.00	3,549.00	565.00
160. WELLS FARGO & CO NEW	08/08/2007	10/09/2012	5,661.00	5,593.00	68.00
49. KONINKLIJKE AHOLD N V 2007	08/25/2009	10/10/2012	607.00	597.00	10.00
298. DIAMONDROCK HOSPITALI	VAR	10/11/2012	2,919.00	2,748.00	171.00
152. DIAMONDROCK HOSPITALI	09/23/2011	10/11/2012	1,486.00	1,018.00	468.00
104. KONINKLIJKE AHOLD N V 2007	08/25/2009	10/11/2012	1,288.00	1,268.00	20.00
24. AIRGAS INC COM	02/11/2011	10/12/2012	1,925.00	1,534.00	391.00

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Employer identification number

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

56-1925457

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

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 23. HOLOGIC INC	10/04/2010	10/12/2012	492.00	360.00	132.00
147. HOLOGIC INC	VAR	10/12/2012	3,142.00	2,936.00	206.00
83. KONINKLIJKE AHOLD N V 2007	08/25/2009	10/12/2012	1,028.00	1,012.00	16.00
93. NISOURCE INC COM	09/30/2011	10/12/2012	2,344.00	2,025.00	319.00
89. PENN NATL GAMING INC	VAR	10/12/2012	3,646.00	3,321.00	325.00
124. SPIRIT AEROSYSTEMS HO CL A	VAR	10/12/2012	2,668.00	2,613.00	55.00
32. SPIRIT AEROSYSTEMS HOL CL A	12/28/2010	10/12/2012	689.00	661.00	28.00
68. KONINKLIJKE AHOLD N V 2007	09/23/2011	10/15/2012	842.00	742.00	100.00
14. KONINKLIJKE AHOLD N V 2007	08/25/2009	10/15/2012	173.00	171.00	2.00
77. ICON PUB LTD CO SPONS	01/04/2011	10/19/2012	1,888.00	1,690.00	198.00
69. MYRIAD GENETICS INC	VAR	10/19/2012	1,843.00	1,343.00	500.00
6. FOMENTO ECONOMICO MEXIC ADR UNITS	09/23/2011	10/22/2012	573.00	372.00	201.00
95. ZIONS BANCORPORATION C	VAR	10/22/2012	2,100.00	2,102.00	-2.00
78. ZIONS BANCORPORATION C	10/04/2010	10/22/2012	1,725.00	1,657.00	68.00
9. FOMENTO ECONOMICO MEXIC ADR UNITS	09/23/2011	10/23/2012	871.00	557.00	314.00
9. FOMENTO ECONOMICO MEXIC ADR UNITS	VAR	10/23/2012	870.00	553.00	317.00
24. FOMENTO ECONOMICO MEXI ADR UNITS	08/09/2011	10/23/2012	2,322.00	1,472.00	850.00
24. BALLY TECHNOLOGIES, IN	06/09/2011	10/25/2012	1,136.00	867.00	269.00
16. BALLY TECHNOLOGIES, IN	10/04/2010	10/25/2012	757.00	551.00	206.00
33. NISOURCE INC COM	09/30/2011	10/25/2012	832.00	718.00	114.00
87. LEAR CORPORATION	VAR	10/26/2012	3,516.00	4,345.00	-829.00
41. NISOURCE INC COM	09/30/2011	10/26/2012	1,024.00	893.00	131.00
152. ALLEGHENY TECHNOLOGIE	VAR	10/29/2012	4,341.00	7,584.00	-3,243.00
33. WORLEYPARSONS LTD. - U	05/19/2011	10/30/2012	833.00	998.00	-165.00
262. SPIRIT AEROSYSTEMS HO CL A	VAR	10/31/2012	3,885.00	4,465.00	-580.00

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6a 110. VALUECLICK, INC.	VAR	10/31/2012	1,832.00	1,803.00	29.00
31. WORLEYPARSONS LTD. - U	05/19/2011	10/31/2012	782.00	938.00	-156.00
62. CANON INC ADR	08/12/2010	11/02/2012	1,960.00	2,568.00	-608.00
46. CANON INC ADR	VAR	11/02/2012	1,454.00	1,989.00	-535.00
31. WORLEYPARSONS LTD. - U	05/19/2011	11/02/2012	791.00	938.00	-147.00
180. INTERPUBLIC GROUP COS	09/15/2011	11/05/2012	1,837.00	1,444.00	393.00
95. THE WARNACO GROUP, INC	VAR	11/05/2012	6,736.00	4,489.00	2,247.00
745. DELL INC	03/03/2011	11/06/2012	7,011.00	11,697.00	-4,686.00
590. DELL INC	07/02/2008	11/06/2012	5,552.00	13,595.00	-8,043.00
219. EASTMAN CHEMICAL CO C	08/04/2009	11/06/2012	13,158.00	5,625.00	7,533.00
1533. HEWLETT PACKARD CO.	VAR	11/06/2012	21,808.00	73,983.00	-52,175.00
80. ICON PUB LTD CO SPONS	VAR	11/06/2012	1,960.00	1,755.00	205.00
18. INTERNATIONAL BUSINESS	10/11/2011	11/06/2012	3,526.00	3,332.00	194.00
46. INTERNATIONAL BUSINESS	08/08/2007	11/06/2012	9,011.00	5,230.00	3,781.00
391. MICROSOFT CORP COMMON	08/08/2007	11/06/2012	11,580.00	9,841.00	1,739.00
48. RYMAN HOSPITALITY PROP	10/04/2010	11/06/2012	1,842.00	1,465.00	377.00
954. XILINX INC COM	VAR	11/06/2012	32,199.00	24,632.00	7,567.00
80. ACTUANT CORP CL A NEW	07/15/2011	11/07/2012	2,251.00	2,070.00	181.00
105. RIVERBED TECHNOLOGY,	VAR	11/07/2012	1,901.00	2,653.00	-752.00
131. ACTUANT CORP CL A NEW	VAR	11/08/2012	3,530.00	3,042.00	488.00
205. DENSO CORPORATION	06/01/2011	11/08/2012	3,197.00	3,680.00	-483.00
72. NISOURCE INC COM	VAR	11/08/2012	1,783.00	1,563.00	220.00
65. COMERICA INC COM	10/04/2010	11/09/2012	1,957.00	2,417.00	-460.00
117. HANCOCK HOLDING COMPA	03/22/2011	11/09/2012	3,723.00	3,817.00	-94.00
44. ICON PUB LTD CO SPONS	01/07/2011	11/09/2012	1,160.00	965.00	195.00

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6a 64. MYRIAD GENETICS INC	09/23/2011	11/09/2012	1,905.00	1,188.00	717.00
26. SL GREEN REALTY CORP.	VAR	11/09/2012	1,910.00	1,850.00	60.00
479. TRIQUINT SEMICONDUCTO	VAR	11/09/2012	2,238.00	3,180.00	-942.00
3396.647 COAST ACCESS II L CLASS I	05/02/2008	11/14/2012	3,650.00	4,240.00	-590.00
3105.798 COAST ACCESS II L	05/02/2008	11/14/2012	3,068.00	4,239.00	-1,171.00
23. PENN NATL GAMING INC	VAR	11/21/2012	1,141.00	813.00	328.00
13. PENN NATL GAMING INC	04/14/2011	11/21/2012	645.00	482.00	163.00
428. TRIQUINT SEMICONDUCTO	08/01/2011	11/26/2012	1,898.00	3,101.00	-1,203.00
26. SL GREEN REALTY CORP.	08/18/2011	11/29/2012	1,928.00	1,801.00	127.00
26. SL GREEN REALTY CORP.	VAR	11/30/2012	1,922.00	1,806.00	116.00
28. SBA COMMUNICATIONS COR A	VAR	12/03/2012	1,876.00	1,043.00	833.00
31. ESTERLINE TECHNOLOGIES	VAR	12/05/2012	1,897.00	2,374.00	-477.00
79. THE WARNACO GROUP, INC	VAR	12/05/2012	5,658.00	3,752.00	1,906.00
803. EASTMAN CHEMICAL CO C	08/04/2009	12/06/2012	48,529.00	20,627.00	27,902.00
388. GAP STORES COMMON	11/10/2011	12/06/2012	12,321.00	7,655.00	4,666.00
490. GEO A HORMEL & CO.	06/04/2010	12/06/2012	15,136.00	9,980.00	5,156.00
67. INTERNATIONAL BUSINESS	08/08/2007	12/06/2012	12,680.00	7,618.00	5,062.00
80. NISOURCE INC COM	10/12/2011	12/06/2012	1,953.00	1,736.00	217.00
377. US BANCORP DEL NEW CO	04/05/2010	12/06/2012	11,962.00	9,955.00	2,007.00
367. UNITED TECHNOLOGIES C	08/08/2007	12/06/2012	29,472.00	15,484.00	13,988.00
362. TE CONNECTIVITY LIMIT	07/02/2009	12/06/2012	12,769.00	6,542.00	6,227.00
22. SL GREEN REALTY CORP.	VAR	12/11/2012	1,652.00	1,487.00	165.00
43. RYMAN HOSPITALITY PROP	VAR	12/14/2012	1,583.00	1,247.00	336.00
10. RYMAN HOSPITALITY PROP	10/04/2010	12/14/2012	368.00	305.00	63.00
356. INTERPUBLIC GROUP COS	09/15/2011	12/17/2012	3,904.00	2,855.00	1,049.00

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(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 140. NIDEC CORP SPONSORED	VAR	12/17/2012	2,106.00	3,055.00	-949.00
35. NIDEC CORP SPONSORED A	09/23/2011	12/17/2012	526.00	692.00	-166.00
97. VALUECLICK, INC.	09/23/2011	12/17/2012	1,876.00	1,548.00	328.00
2. VALUECLICK, INC.	10/04/2010	12/17/2012	39.00	26.00	13.00
113. NIDEC CORP SPONSORED	02/27/2009	12/18/2012	1,685.00	1,188.00	497.00
94. NIDEC CORP SPONSORED A	02/27/2009	12/19/2012	1,370.00	988.00	382.00
205. NIDEC CORP SPONSORED	02/27/2009	12/19/2012	3,050.00	2,155.00	895.00
61. NIDEC CORP SPONSORED A	02/27/2009	12/20/2012	878.00	641.00	237.00
482. TAIWAN SEMICONDUCTOR SPONSORED	01/26/2010	12/20/2012	8,137.00	4,834.00	3,303.00
100. VALUECLICK, INC.	10/04/2010	12/21/2012	1,976.00	1,280.00	696.00
250. INTERPUBLIC GROUP COS	VAR	12/26/2012	2,813.00	1,998.00	815.00
26. SL GREEN REALTY CORP.	VAR	12/26/2012	2,010.00	1,652.00	358.00
56. TRINITY INDUSTRIES, IN	08/04/2011	12/26/2012	1,994.00	1,442.00	552.00
102. VALUECLICK, INC.	10/04/2010	12/26/2012	2,016.00	1,306.00	710.00
118. CANON INC ADR	VAR	12/27/2012	4,681.00	4,880.00	-199.00
12. CAP GEMINI SA - UNSPON	03/11/2011	12/27/2012	261.00	336.00	-75.00
207. DENSO CORPORATION	VAR	12/27/2012	3,546.00	3,393.00	153.00
281. INTERPUBLIC GROUP COS	VAR	12/27/2012	3,122.00	2,105.00	1,017.00
26. SL GREEN REALTY CORP.	VAR	12/27/2012	2,011.00	1,559.00	452.00
102. VALUECLICK, INC.	10/04/2010	12/27/2012	2,010.00	1,306.00	704.00
4. CAP GEMINI SA - UNSPONS	03/11/2011	12/31/2012	88.00	112.00	-24.00
9560.627 MARINER ACCESS LT	04/16/2009	12/31/2012	12,075.00	6,313.00	5,762.00
148. JDS UNIPHASE CORP COM	VAR	01/02/2013	1,971.00	1,557.00	414.00
19. CAP GEMINI SA - UNSPON	03/11/2011	01/03/2013	418.00	533.00	-115.00
14. CAP GEMINI SA - UNSPON	03/11/2011	01/04/2013	307.00	393.00	-86.00

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6a 1031. DELL INC	VAR	01/04/2013	11,283.00	14,721.00	-3,438.00
5. CAP GEMINI SA - UNSPONS	03/11/2011	01/07/2013	109.00	140.00	-31.00
65. CAP GEMINI SA - UNSPON	VAR	01/08/2013	1,438.00	1,801.00	-363.00
21. KANSAS CITY SOUTHERN	VAR	01/08/2013	1,820.00	1,158.00	662.00
41. VALUECLICK, INC.	10/04/2010	01/08/2013	797.00	525.00	272.00
25. CAP GEMINI SA - UNSPON	02/09/2011	01/09/2013	546.00	682.00	-136.00
275. LEGG MASON INC COM	VAR	01/09/2013	7,223.00	8,425.00	-1,202.00
164. WARNER CHILCOTT PLC-C	VAR	01/09/2013	2,110.00	2,572.00	-462.00
68. CAP GEMINI SA - UNSPON	02/09/2011	01/10/2013	1,457.00	1,854.00	-397.00
115. ACTUANT CORP CL A NEW	VAR	01/11/2013	3,232.00	2,495.00	737.00
46. CAP GEMINI SA - UNSPON	VAR	01/11/2013	985.00	1,244.00	-259.00
88. VOLKSWAGEN AG - SPONS	07/11/2011	01/11/2013	4,039.00	3,651.00	388.00
41. VOLKSWAGEN AG - SPONS	07/11/2011	01/14/2013	1,862.00	1,701.00	161.00
1157. SOCIETE GENERALE FRA SPONSORED ADR	01/26/2010	01/15/2013	9,623.00	14,289.00	-4,666.00
36. CAP GEMINI SA - UNSPON	02/14/2011	01/17/2013	823.00	961.00	-138.00
48. AIRGAS INC COM	VAR	01/18/2013	4,424.00	3,043.00	1,381.00
82. CAP GEMINI SA - UNSPON	VAR	01/18/2013	1,934.00	2,046.00	-112.00
102. BALLY TECHNOLOGIES, I	10/04/2010	01/22/2013	4,726.00	3,514.00	1,212.00
10. CAP GEMINI SA - UNSPON	10/07/2011	01/22/2013	229.00	177.00	52.00
57. CAP GEMINI SA - UNSPON	10/07/2011	01/22/2013	1,313.00	1,011.00	302.00
88. SANOFI	04/16/2010	01/22/2013	4,244.00	3,235.00	1,009.00
24. CAP GEMINI SA - UNSPON	10/07/2011	01/23/2013	546.00	426.00	120.00
61. CAP GEMINI SA - UNSPON	VAR	01/24/2013	1,394.00	1,015.00	379.00
6. FOMENTO ECONOMICO MEXIC ADR UNITS	08/09/2011	01/24/2013	642.00	368.00	274.00
10. FOMENTO ECONOMICO MEXI ADR UNITS	08/09/2011	01/24/2013	1,069.00	613.00	456.00

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6a 45. AIRGAS INC COM	VAR	01/25/2013	4,232.00	2,812.00	1,420.00
74. BALLY TECHNOLOGIES, IN	09/23/2011	01/25/2013	3,439.00	2,011.00	1,428.00
15. BALLY TECHNOLOGIES, IN	10/04/2010	01/25/2013	697.00	517.00	180.00
6. FOMENTO ECONOMICO MEXIC ADR UNITS	08/09/2011	01/25/2013	641.00	368.00	273.00
9. FOMENTO ECONOMICO MEXIC ADR UNITS	08/09/2011	01/25/2013	963.00	552.00	411.00
24. VARIAN MED SYS INC	06/14/2011	01/28/2013	1,804.00	1,605.00	199.00
14. REGAL BELOIT CORP.	05/26/2011	02/04/2013	1,033.00	948.00	85.00
37. AUTOZONE INC COM	01/04/2008	02/05/2013	13,674.00	4,113.00	9,561.00
136. CANON INC ADR	08/24/2010	02/05/2013	4,971.00	5,623.00	-652.00
243. CONOCOPHILLIPS	01/05/2010	02/05/2013	14,075.00	9,722.00	4,353.00
618. GENERAL ELEC CO	08/08/2007	02/05/2013	13,886.00	17,199.00	-3,313.00
171. JDS UNIPHASE CORP COM	VAR	02/05/2013	2,518.00	1,796.00	722.00
147. JOHNSON & JOHNSON	08/08/2007	02/05/2013	10,952.00	6,101.00	4,851.00
40. JOHNSON & JOHNSON	10/11/2011	02/05/2013	2,980.00	2,564.00	416.00
153. PHILIP MORRIS INTERNA	11/03/2010	02/05/2013	13,372.00	9,001.00	4,371.00
15. REGAL BELOIT CORP.	VAR	02/05/2013	1,110.00	1,004.00	106.00
19. SPDR TR UNIT SER 1	01/06/2012	02/05/2013	2,863.00	2,430.00	433.00
437. US BANCORP DEL NEW CO	04/05/2010	02/05/2013	14,482.00	11,540.00	2,942.00
243. UNITEDHEALTH GROUP IN	VAR	02/05/2013	13,823.00	6,667.00	7,156.00
317. VERIZON COMMUNICATION	08/08/2007	02/05/2013	14,178.00	12,640.00	1,538.00
68. INTERNATIONAL BUSINESS	08/08/2007	02/06/2013	13,611.00	7,732.00	5,879.00
93. ACME PACKET, INC.	01/27/2012	02/07/2013	2,720.00	2,900.00	-180.00
467. TRIQUINT SEMICONDUCTO	VAR	02/13/2013	2,249.00	2,467.00	-218.00
2. SMITH & NEPHEW PLC - SP	05/05/2011	02/14/2013	111.00	112.00	-1.00
75. ACME PACKET, INC.	VAR	02/15/2013	2,199.00	2,295.00	-96.00

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(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 70. MYRIAD GENETICS INC	09/23/2011	02/15/2013	1,782.00	1,299.00	483.00
125. MYRIAD GENETICS INC	10/12/2010	02/15/2013	3,182.00	2,250.00	932.00
428. TRIQUINT SEMICONDUCTO	VAR	02/15/2013	2,103.00	2,197.00	-94.00
14. SMITH & NEPHEW PLC - S	05/05/2011	02/19/2013	770.00	785.00	-15.00
4. SMITH & NEPHEW PLC - SP	05/05/2011	02/20/2013	218.00	224.00	-6.00
92. MYRIAD GENETICS INC	10/12/2010	02/21/2013	2,227.00	1,656.00	571.00
10. SMITH & NEPHEW PLC - S	05/05/2011	02/21/2013	545.00	561.00	-16.00
41. AMERICA MOVIL S.A.B. D	VAR	02/22/2013	923.00	883.00	40.00
216. AMERICA MOVIL S.A.B.	11/17/2008	02/22/2013	4,862.00	3,349.00	1,513.00
39. COCA COLA HELLENIC BTT SPONSORED ADR	08/15/2007	02/22/2013	1,033.00	1,241.00	-208.00
179. L'OREAL - UNSPONSORED	09/12/2011	02/22/2013	5,331.00	3,501.00	1,830.00
26. SMITH & NEPHEW PLC - S	05/05/2011	02/22/2013	1,405.00	1,458.00	-53.00
33. COCA COLA HELLENIC BTT SPONSORED ADR	08/15/2007	02/25/2013	876.00	1,050.00	-174.00
60. NOVARTIS AG ADR SPONSO	01/26/2010	02/25/2013	4,197.00	3,264.00	933.00
31. COCA COLA HELLENIC BTT SPONSORED ADR	08/15/2007	02/26/2013	802.00	986.00	-184.00
1682. CARREFOUR SA SPONSOR	06/01/2011	02/27/2013	9,061.00	16,586.00	-7,525.00
59. CAVIUM INC.	VAR	02/27/2013	2,191.00	1,897.00	294.00
75. ACME PACKET, INC.	01/26/2012	02/28/2013	2,188.00	2,286.00	-98.00
92. COCA COLA HELLENIC BTT SPONSORED ADR	08/15/2007	02/28/2013	2,334.00	2,927.00	-593.00
35. CABOT OIL & GAS CORP	02/01/2012	03/01/2013	2,206.00	1,138.00	1,068.00
32. COCA COLA HELLENIC BTT SPONSORED ADR	08/15/2007	03/01/2013	824.00	1,018.00	-194.00
2. COCA COLA HELLENIC BTTL SPONSORED ADR	09/23/2011	03/01/2013	52.00	37.00	15.00
37. COCA COLA HELLENIC BTT SPONSORED ADR	08/15/2007	03/01/2013	963.00	1,177.00	-214.00
364. SOCIETE GENERALE FRAN ADR	09/23/2011	03/01/2013	2,919.00	1,605.00	1,314.00
472. SOCIETE GENERALE FRAN ADR	01/26/2010	03/01/2013	3,785.00	5,829.00	-2,044.00

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

Schedule D-1 (Form 1041) 2012

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Employer identification number

RICHARD J. REYNOLDS, III AND MARIE MALLOUK

56-1925457

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

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 121. VOLKSWAGEN AG - SPONS	VAR	03/01/2013	5,158.00	4,619.00	539.00
29. COCA COLA HELLENIC BTT SPONSORED ADR	09/23/2011	03/04/2013	762.00	538.00	224.00
50. COCA COLA HELLENIC BTT SPONSORED ADR	11/17/2008	03/04/2013	1,314.00	655.00	659.00
80. COCA COLA HELLENIC BTT SPONSORED ADR	11/17/2008	03/05/2013	2,162.00	1,047.00	1,115.00
20. KANSAS CITY SOUTHERN	03/01/2012	03/05/2013	2,100.00	1,413.00	687.00
254. CONOCOPHILLIPS	01/05/2010	03/06/2013	14,693.00	10,162.00	4,531.00
831. DR PEPPER SNAPPLE GRO	03/05/2012	03/06/2013	36,570.00	31,442.00	5,128.00
826. ENERSIS S.A. - SPONS A EXPIRED 03/21/2013	08/08/2011	03/06/2013	215.00		215.00
850. LIMITED INC COM	08/05/2008	03/06/2013	38,187.00	14,130.00	24,057.00
25. LIMITED INC COM	09/26/2011	03/06/2013	1,123.00	1,018.00	105.00
173. MCKESSON HBOC INC COM	06/03/2011	03/06/2013	18,755.00	14,525.00	4,230.00
153. PHILIP MORRIS INTERNA	11/03/2010	03/06/2013	14,010.00	9,001.00	5,009.00
459. US BANCORP DEL NEW CO	04/05/2010	03/06/2013	15,462.00	12,121.00	3,341.00
960. VERIZON COMMUNICATION	VAR	03/06/2013	45,412.00	31,029.00	14,383.00
30. GRUPO TELEVISIA SA DE C	08/29/2008	03/07/2013	800.00	698.00	102.00
1510.982 COAST ACCESS II L CLASS I	05/02/2008	03/07/2013	1,693.00	1,886.00	-193.00
1381.599 COAST ACCESS II L	05/02/2008	03/07/2013	1,421.00	1,886.00	-465.00
6. GRUPO TELEVISIA SA DE CV	07/21/2008	03/08/2013	161.00	144.00	17.00
45. GRUPO TELEVISIA SA DE C	VAR	03/08/2013	1,209.00	1,050.00	159.00
91. ACME PACKET, INC.	VAR	03/11/2013	2,655.00	2,745.00	-90.00
11. GRUPO TELEVISIA SA DE C	08/29/2008	03/11/2013	294.00	256.00	38.00
19. GRUPO TELEVISIA SA DE C	08/29/2008	03/11/2013	513.00	442.00	71.00
50. GRUPO TELEVISIA SA DE C	08/29/2008	03/11/2013	1,343.00	1,163.00	180.00
165. AMERICA MOVIL S.A.B.	VAR	03/13/2013	3,208.00	2,264.00	944.00
51. TRINITY INDUSTRIES, IN	08/04/2011	03/15/2013	2,287.00	1,313.00	974.00

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56-1925457

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

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 89. ZIONS BANCORPORATION C	10/04/2010	03/15/2013	2,240.00	1,890.00	350.00
176. RWE AG SPONSORED ADR	01/26/2010	03/19/2013	6,472.00	16,386.00	-9,914.00
59. CAVIUM INC.	11/01/2011	03/22/2013	2,220.00	1,873.00	347.00
155. RIVERBED TECHNOLOGY,	VAR	03/22/2013	2,254.00	3,765.00	-1,511.00
55. TRINITY INDUSTRIES, IN	08/04/2011	04/01/2013	2,465.00	1,416.00	1,049.00
.8 BANCO BRADESCO S A SPON	07/28/2010	04/03/2013	13.00	15.00	-2.00
42. KANSAS CITY SOUTHERN	VAR	04/03/2013	4,397.00	2,924.00	1,473.00
42. SWEDBANK A B ADR	03/03/2011	04/03/2013	952.00	726.00	226.00
41. SWEDBANK A B ADR	03/03/2011	04/04/2013	908.00	708.00	200.00
58. SWEDBANK A B ADR	VAR	04/05/2013	1,326.00	1,009.00	317.00
25.844 BHP BILLITON LTD SP	VAR	04/09/2013	1,777.00	1,751.00	26.00
69.156 BHP BILLITON LTD SP	08/15/2007	04/09/2013	4,756.00	4,396.00	360.00
890. GEO A HORMEL & CO.	06/04/2010	04/09/2013	35,846.00	18,126.00	17,720.00
182. LOCKHEED MARTIN CORP	03/15/2011	04/09/2013	17,309.00	14,562.00	2,747.00
1270. SPDR TR UNIT SER 1	VAR	04/09/2013	199,271.00	146,221.00	53,050.00
521. TARGET CORP COM	06/02/2009	04/09/2013	36,026.00	21,860.00	14,166.00
490. US BANCORP DEL NEW CO	04/05/2010	04/09/2013	16,563.00	12,939.00	3,624.00
420. RF MICRO DEVICES INC	VAR	04/10/2013	2,220.00	2,299.00	-79.00
24. SL GREEN REALTY CORP.	09/23/2011	04/10/2013	2,121.00	1,418.00	703.00
21. KANSAS CITY SOUTHERN	VAR	04/11/2013	2,252.00	1,188.00	1,064.00
424. RF MICRO DEVICES INC	VAR	04/16/2013	2,217.00	2,261.00	-44.00
68. ICON PLC	VAR	04/16/2013	2,050.00	1,484.00	566.00
100. KINGFISHER PLC SPON A	06/24/2010	04/18/2013	883.00	675.00	208.00
51. KINGFISHER PLC SPON AD	09/23/2011	04/18/2013	451.00	374.00	77.00
156. ASTELLAS PHARMA INC.	VAR	04/19/2013	8,774.00	5,822.00	2,952.00

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 136. KINGFISHER PLC SPON A	06/24/2010	04/19/2013	1,191.00	918.00	273.00
288. L'OREAL - UNSPONSORED	09/12/2011	04/19/2013	9,476.00	5,633.00	3,843.00
29. REGAL BELOIT CORP.	VAR	04/19/2013	2,160.00	1,936.00	224.00
282. KINGFISHER PLC SPON A	06/24/2010	04/22/2013	2,495.00	1,904.00	591.00
167. GLAXO PLC SPONSORED A	01/26/2010	04/23/2013	8,549.00	6,840.00	1,709.00
. ZURICH INSURANCE GROUP A	07/12/2011	04/23/2013	1,991.00	1,991.00	
113. VARIAN MED SYS INC	VAR	04/25/2013	7,250.00	6,231.00	1,019.00
418. HANCOCK HOLDING COMPA	VAR	04/26/2013	11,143.00	12,556.00	-1,413.00
40. BG GROUP PLC ADR	02/11/2009	05/01/2013	675.00	624.00	51.00
121. ASTELLAS PHARMA INC.	08/26/2010	05/02/2013	6,936.00	4,131.00	2,805.00
53. BG GROUP PLC ADR	02/11/2009	05/02/2013	917.00	827.00	90.00
174. CST BRANDS, INC.	VAR	05/02/2013	5,200.00	2,707.00	2,493.00
354. HOLLYFRONTIER CORPORA	11/10/2011	05/02/2013	17,512.00	10,694.00	6,818.00
90. INTERNATIONAL BUSINESS	08/08/2007	05/02/2013	18,174.00	10,233.00	7,941.00
566. NRG ENERGY INC	VAR	05/02/2013	15,322.00	13,597.00	1,725.00
170. PHILIP MORRIS INTERNA	11/03/2010	05/02/2013	16,125.00	10,002.00	6,123.00
288. UNITEDHEALTH GROUP IN	05/04/2009	05/02/2013	17,117.00	6,677.00	10,440.00
168. BG GROUP PLC ADR	VAR	05/03/2013	2,940.00	3,436.00	-496.00
129. COCA COLA AMATIL LTD ADR	VAR	05/08/2013	3,364.00	2,879.00	485.00
225. TAKEDA PHARMACEUTICAL	06/23/2011	05/09/2013	6,112.00	5,099.00	1,013.00
7. TAKEDA PHARMACEUTICAL C	01/26/2010	05/09/2013	190.00	158.00	32.00
10. BRITISH AMERN TOB PLC ADR	04/06/2010	05/10/2013	1,137.00	695.00	442.00
.444 CST BRANDS, INC.	10/06/2011	05/10/2013	14.00	7.00	7.00
.8 CIELO SA - SPONSORED AD	05/02/2012	05/10/2013	22.00	18.00	4.00
145. DOMINION DIAMOND CORP	VAR	05/13/2013	2,319.00	1,894.00	425.00

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6a 35. REGAL BELOIT CORP.	VAR	05/14/2013	2,359.00	2,334.00	25.00
125. WARNER CHILCOTT PLC-C	VAR	05/14/2013	2,304.00	2,094.00	210.00
115. BRAMBLES LTD. - UNSP	06/15/2011	05/15/2013	2,107.00	1,794.00	313.00
27. COMERICA INC COM	10/04/2010	05/15/2013	1,060.00	1,004.00	56.00
35. COMERICA INC COM	03/17/2011	05/15/2013	1,373.00	1,296.00	77.00
36. REGAL BELOIT CORP.	VAR	05/15/2013	2,456.00	2,164.00	292.00
45. BRAMBLES LTD. - UNSPO	06/15/2011	05/16/2013	817.00	702.00	115.00
620. ASTELLAS PHARMA INC.	VAR	05/17/2013	8,792.00	5,047.00	3,745.00
30. BRAMBLES LTD. - UNSPO	06/15/2011	05/17/2013	538.00	468.00	70.00
152. HOLOGIC INC	10/04/2010	05/17/2013	3,215.00	2,380.00	835.00
21. KANSAS CITY SOUTHERN	09/23/2011	05/17/2013	2,475.00	1,012.00	1,463.00
43. BRAMBLES LTD. - UNSPO	06/15/2011	05/20/2013	774.00	671.00	103.00
26. REGAL BELOIT CORP.	09/23/2011	05/20/2013	1,757.00	1,288.00	469.00
102. WARNER CHILCOTT PLC-C	VAR	05/20/2013	2,009.00	1,700.00	309.00
15. BRAMBLES LTD. - UNSPO	06/15/2011	05/21/2013	271.00	234.00	37.00
30. ESTERLINE TECHNOLOGIES	VAR	05/21/2013	2,341.00	2,229.00	112.00
2127.147 COAST ACCESS II L CLASS I	05/02/2008	05/22/2013	2,279.00	2,655.00	-376.00
1945.003 COAST ACCESS II L	05/02/2008	05/22/2013	1,913.00	2,655.00	-742.00
46. COMPASS GROUP PLC SPON	09/23/2011	05/24/2013	616.00	374.00	242.00
1. COMPASS GROUP PLC SPONS	07/08/2008	05/28/2013	14.00	7.00	7.00
61. COMPASS GROUP PLC SPON	09/23/2011	05/28/2013	825.00	496.00	329.00
66. COMPASS GROUP PLC SPON	07/08/2008	05/29/2013	878.00	458.00	420.00
2. KANSAS CITY SOUTHERN	10/04/2010	05/29/2013	225.00	73.00	152.00
40. KANSAS CITY SOUTHERN	VAR	05/29/2013	4,496.00	1,917.00	2,579.00
52. COMPASS GROUP PLC SPON	08/26/2008	05/30/2013	690.00	348.00	342.00

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

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56-1925457

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	463,726.00
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Schedule D-1 (Form 1041) 2012

FEDERAL CAPITAL GAIN DIVIDENDS

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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

CAMDEN PPTY TR SH BEN INT	39.00
EATON VANCE GLOBAL MACRO ABSOLUTE RETURN FUND	3,428.00
FORWARD TACTICAL GROWTH FUND	23,840.00
GOLDMAN SACHS ABSOLUTE RETURN CL A	3,476.00
OPPENHEIMER INTL BOND FUND Y	7,816.00
PNC INTERMEDIATE BOND FUND I	51,178.00
PROLOGIS, INC.	47.00
RAYONIER INC COM	618.00
SL GREEN REALTY CORP.	2.00
SIMON PPTY GROUP INC NEW COM	1.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

90,445.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

90,445.00

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