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 07/01/12 **, and ending** 06/30/13

Name of foundation: RUDOLPH C MILLER COMMUNITY FUND

A Employer identification number: 74-1983753

Number and street (or P O box number if mail is not delivered to street address): PO BOX 3928 — Room/suite:

B Telephone number (see instructions): 409-880-1413

City or town, state, and ZIP code: BEAUMONT TX 77704

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 4,678,771

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

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	101,592	101,592	101,592	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	240,183			
	b	Gross sales price for all assets on line 6a 3,401,994				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	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) STMT 2	403,112	403,112	403,112	
	12	**Total.** Add lines 1 through 11	744,887	504,704	504,704	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	50,013			50,013
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 3	750			750
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 4	45,431	39,413		6,018
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) STMT 5	24,196	24,196		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	120,390	63,609	0	56,781
	25	Contributions, gifts, grants paid	641,991			641,991
	26	**Total expenses and disbursements.** Add lines 24 and 25	762,381	63,609	0	698,772
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-17,494			
	b	**Net investment income** (if negative, enter -0-)		441,095		
	c	**Adjusted net income** (if negative, enter -0-)			504,704	

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For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash – non-interest-bearing	-5	-2	
2	Savings and temporary cash investments	125,715	44,738	44,738
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 (att schedule) ▶ Less allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	2,400	6,000	6,000
10a	Investments – U S and state government obligations (attach schedule)			
b	Investments – corporate stock (attach schedule) SEE STMT 6	1,699,928	1,416,660	1,954,244
c	Investments – corporate bonds (attach schedule) SEE STMT 7	1,635,557	1,814,554	1,836,915
11	Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
12	Investments – mortgage loans			
13	Investments – other (attach schedule) SEE STATEMENT 8	510,251	674,402	836,874
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	3,973,846	3,956,352	4,678,771
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	3,973,846	3,956,352	
30	**Total net assets or fund balances** (see instructions)	3,973,846	3,956,352	
31	**Total liabilities and net assets/fund balances** (see instructions)	3,973,846	3,956,352	

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	3,973,846
2	Enter amount from Part I, line 27a	2	-17,494
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,956,352
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	3,956,352

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	N/A			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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	580,149	4,385,719	0.132281
2010	227,495	4,257,058	0.053439
2009	173,027	3,827,945	0.045201
2008	180,366	3,406,996	0.052940
2007	239,572	4,585,725	0.052243

2 **Total** of line 1, column (d)	2	0.336104
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	0.067221
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,426,141
5 Multiply line 4 by line 3	5	297,530
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,411
7 Add lines 5 and 6	7	301,941
8 Enter qualifying distributions from Part XII, line 4	8	698,772

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	4,411
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	4,411
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	4,411
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,000		
b	Exempt foreign organizations – tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	6,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,589
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 1,589 **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
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? N/A	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) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ CAPITAL ONE PRIVATE CLIENT GROUP Telephone no ▶ 409-880-1413
PO BOX 3928
Located at ▶ BEAUMONT TX ZIP+4 ▶ 77704

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	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?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement – see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	N/A	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)?	N/A	**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?	N/A ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870		**6b**	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	**7b**	

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
CAPITAL ONE PRIVATE CLIENT GROUP BEAUMONT PO BOX 3928 TX 77704	TRUSTEE 10.00	50,013	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
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	4,410,469
b	Average of monthly cash balances	1b	83,067
c	Fair market value of all other assets (see instructions)	1c	8
d	**Total** (add lines 1a, b, and c)	1d	4,493,544
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	4,493,544
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	67,403
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,426,141
6	**Minimum investment return.** Enter 5% of line 5	6	221,307

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	221,307
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 4,411		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	4,411
3	Distributable amount before adjustments Subtract line 2c from line 1	3	216,896
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	216,896
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	216,896

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	698,772
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	698,772
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	4,411
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	694,361

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					216,896
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only					
b	Total for prior years 20____ , 20____ , 20____					
3	Excess distributions carryover, if any, to 2012					
a	From 2007	2,561				
b	From 2008	12,314				
c	From 2009					
d	From 2010	19,348				
e	From 2011	372,797				
f	**Total** of lines 3a through e		407,020			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 698,772					
a	Applied to 2011, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required – see instructions)					
c	Treated as distributions out of corpus (Election required – see instructions)					
d	Applied to 2012 distributable amount					216,896
e	Remaining amount distributed out of corpus		481,876			
5	Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))					
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		888,896			
b	Prior years' undistributed income Subtract line 4b from line 2b					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount – see instructions					
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions					
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		2,561			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		886,335			
10	Analysis of line 9					
a	Excess from 2008	12,314				
b	Excess from 2009					
c	Excess from 2010	19,348				
d	Excess from 2011	372,797				
e	Excess from 2012	481,876				

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

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

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

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CITY OF BEAUMONT 801 MAIN STREET, SUITE 11 BEAUMONT TX 77701	NONE	N/A	LIBRARY UPKEEP	641,991
Total			▶ 3a	641,991
b Approved for future payment				
N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	101,592	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			15	403,112	
8 Gain or (loss) from sales of assets other than inventory					240,183
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		504,704	240,183

13 **Total.** Add line 12, columns (b), (d), and (e) 13 744,887

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Capital One, N.A. Trustee
By: Jean Moncla
Vice President and Trust Officer

Signature of officer or trustee — Date 11/12/13 — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
TERRY S. WHIDDON, CPA	TERRY S. WHIDDON, CPA	11/05/13	

Firm's name ▶	FUNCHESS, MILLS, WHITE & CO., PC, CPA'S	PTIN	P00012831
Firm's address ▶	1150 NORTH ELEVENTH STREET	Firm's EIN ▶	76-0154479
	BEAUMONT, TX 77702-1207	Phone no	409-838-3755

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
FIDELITY INST PRIME MMKT CI	VARIOUS	6/30/13	PURCHASE	$ 692,769	$ 692,769	$	$	$
FIDELITY INST MMKT LFUND 2014	VARIOUS	6/30/13	PURCHASE	482,971	482,971			
5 SH ACCENTURE PLC CLASS A	VARIOUS	7/09/12	PURCHASE	305	294			11
50 SH ACCENTURE PLC CLASS A	VARIOUS	11/06/12	PURCHASE	3,430	2,677			753
15 SH ACCENTURE PLC CLASS A	VARIOUS	11/14/12	PURCHASE	1,000	795			205
15 SH ACCENTURE PLC CLASS A	VARIOUS	2/15/13	PURCHASE	1,099	795			304
10 SH ACCENTURE PLC CLASS A	VARIOUS	6/14/13	PURCHASE	807	530			277
10 SH BUNGE LIMITED COM	VARIOUS	7/09/12	PURCHASE	640	878			-238
45 SH BUNGE LIMITED COM	VARIOUS	11/06/12	PURCHASE	3,221	3,952			-731
15 SH BUNGE LIMITED COM	VARIOUS	11/14/12	PURCHASE	1,086	1,317			-231
30 SH BUNGE LIMITED COM	VARIOUS	6/14/13	PURCHASE	2,102	2,635			-533
10 SH COVIDIEN PLC	VARIOUS	7/09/12	PURCHASE	542	518			24
30 SH COVIDIEN PLC	VARIOUS	11/06/12	PURCHASE	1,666	1,554			112
20 SH COVIDIEN PLC	VARIOUS	11/14/12	PURCHASE	1,079	1,036			43
45 SH COVIDIEN PLC	VARIOUS	2/15/13	PURCHASE	2,856	1,965			891
15 SH COVIDIEN PLC	VARIOUS	6/14/13	PURCHASE	965	655			310
10 SH HERBALIFE LTD COM	VARIOUS	7/09/12	PURCHASE	503	523			-20
40 SH COVIDIEN PLC	VARIOUS	11/06/12	PURCHASE	2,056	2,091			-35

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
30 SH COVIDIEN PLC			PURCHASE				
	VARIOUS	11/14/12	$ 1,398	$ 1,568	$	$	$ -170
75 SH COVIDIEN PLC			PURCHASE				
	VARIOUS	2/15/13	2,695	3,921			-1,226
40 SH COVIDIEN PLC			PURCHASE				
	VARIOUS	6/14/13	1,733	2,091			-358
15 SH INVESCO LTD			PURCHASE				
	VARIOUS	7/09/12	342	364			-22
75 SH INVESCO PLC			PURCHASE				
	VARIOUS	11/06/12	1,852	1,822			30
30 SH INVESCO PLC			PURCHASE				
	VARIOUS	11/14/12	715	729			-14
35 SH INVESCOPLC			PURCHASE				
	VARIOUS	2/15/13	963	850			113
35 SH INVESCOPLC			PURCHASE				
	VARIOUS	6/14/13	2,866	2,065			801
10 SH LYONDELLBASELL INDUSTRIES			PURCHASE				
	VARIOUS	6/14/13	644	619			25
15 SH ABBOTT LABS COM			PURCHASE				
	VARIOUS	7/09/12	971	802			169
15 SH ABBOTT LABS COM			PURCHASE				
	VARIOUS	11/06/12	7,877	6,413			1,464
20 SH ABBOTT LABS COM			PURCHASE				
	VARIOUS	11/14/12	1,286	1,069			217
280 SH ABBOTT LABS COM			PURCHASE				
	VARIOUS	2/08/13	9,487	6,647			2,840
100 SH ABBVIE INC COM			PURCHASE				
	VARIOUS	6/14/13	4,349	2,744			1,605
135 SH ABIOMED INC COM			PURCHASE				
	VARIOUS	6/14/13	2,815	1,948			867
30 SH ALLSTATE CORP			PURCHASE				
	VARIOUS	7/09/12	1,058	933			125
100 SH ALLSTATE CORP			PURCHASE				
	VARIOUS	11/01/12	3,875	3,111			764
50 SH ALLSTATE CORP			PURCHASE				
	VARIOUS	11/14/12	1,942	1,556			386

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
75 SH ALLSTATE CORP			PURCHASE				
	VARIOUS	2/12/13	$ 3,418	$ 2,333	$	$	$ 1,085
25 SH ALLSTATE CORP			PURCHASE				
	VARIOUS	6/14/13	1,183	778			405
15 SH ALTERA CORP COM			PURCHASE				
	VARIOUS	7/09/12	512	631			-119
470 SH ALTERA CORP COM			PURCHASE				
	VARIOUS	8/24/12	17,026	18,118			-1,092
15 SH AMERICAN ELEC PWR INC			PURCHASE				
	VARIOUS	7/09/12	613	594			19
60 SH AMERICAN ELEC PWR INC			PURCHASE				
	VARIOUS	11/06/12	2,662	2,376			286
30 SH AMERICAN ELEC PWR INC			PURCHASE				
	VARIOUS	11/14/12	1,269	1,188			81
45 SH AMERICAN ELEC PWR INC			PURCHASE				
	VARIOUS	2/15/13	2,013	1,782			231
105 SH AMERICAN ELEC PWR INC			PURCHASE				
	VARIOUS	3/06/13	4,886	4,158			728
5 SH ANADARKO PETE CORP COM			PURCHASE				
	VARIOUS	7/09/12	345	348			-3
20 SH ANADARKO PETE CORP COM			PURCHASE				
	VARIOUS	11/06/12	1,404	1,394			10
15 SH ANADARKO PETE CORP COM			PURCHASE				
	VARIOUS	11/14/12	1,056	1,045			11
25 SH ANADARKO PETE CORP COM			PURCHASE				
	VARIOUS	2/15/13	2,085	1,742			343
5 SH ANADARKO PETE CORP COM			PURCHASE				
	VARIOUS	6/14/13	431	348			83
5 SH APPLE INC COM			PURCHASE				
	VARIOUS	7/09/12	2,994	1,612			1,382
15 SH APPLE INC COM			PURCHASE				
	VARIOUS	11/01/12	8,947	5,637			3,310
5 SH APPLE INC COM			PURCHASE				
	VARIOUS	11/14/12	8,242	5,637			2,605
20 SH APPLE INC COM			PURCHASE				
	VARIOUS	2/15/13	9,396	7,516			1,880

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
10 SH AUTODESK INC COM			PURCHASE				
	VARIOUS	7/09/12	$ 346	$ 432	$	$	$ -86
380 SH AUTODESK INC COM			PURCHASE				
	VARIOUS	8/29/12	11,426	14,641			-3,215
15 SH BOEING CO COM			PURCHASE				
	VARIOUS	7/09/12	1,110	999			111
5 SH BOEING CO COM			PURCHASE				
	VARIOUS	11/06/12	354	333			21
25 SH BOEING CO COM			PURCHASE				
	VARIOUS	11/14/12	1,775	1,666			109
45 SH BOEING CO COM			PURCHASE				
	VARIOUS	2/15/13	3,425	2,945			480
55 SH BOEING CO COM			PURCHASE				
	VARIOUS	6/14/13	5,602	3,246			2,356
5 SH CF INDS HLGS INC			PURCHASE				
	VARIOUS	2/15/13	1,103	1,150			-47
20 SH CSX CORP COM			PURCHASE				
	VARIOUS	7/09/12	442	267			175
50 SH CSX CORP COM			PURCHASE				
	VARIOUS	11/14/12	1,014	926			88
95 SH CSX CORP COM			PURCHASE				
	VARIOUS	2/15/13	2,141	2,000			141
40 SH CSX CORP COM			PURCHASE				
	VARIOUS	6/14/13	997	741			256
15 SH CVS CAREMARK CORP			PURCHASE				
	VARIOUS	7/09/12	714	527			187
30 SH CVS CAREMARK CORP			PURCHASE				
	VARIOUS	11/14/12	1,396	995			401
315 SH CVS CAREMARK CORP			PURCHASE				
	VARIOUS	2/15/13	16,128	9,752			6,376
75 SH CVS CAREMARK CORP			PURCHASE				
	VARIOUS	6/14/13	4,410	2,270			2,140
110 SH CADENCE DESIGN SYSTEM			PURCHASE				
	VARIOUS	11/06/12	1,434	1,428			6
70 SH CADENCE DESIGN SYSTEM			PURCHASE				
	VARIOUS	11/14/12	886	909			-23

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
110 SH CADENCE DESIGN SYSTEM	VARIOUS	2/15/13	PURCHASE $ 1,589	$ 1,428	$	$	$ 161
110 SH CADENCE DESIGN SYSTEM	VARIOUS	6/14/13	PURCHASE 1,618	1,428			190
15 SH CARDINAL HEALTH INC	VARIOUS	7/09/12	PURCHASE 641	644			-3
75 SH CARDINAL HEALTH INC	VARIOUS	11/06/12	PURCHASE 3,085	3,172			-87
35 SH CARDINAL HEALTH INC	VARIOUS	11/14/12	PURCHASE 1,415	1,479			-64
130 SH CARDINAL HEALTH INC	VARIOUS	2/15/13	PURCHASE 5,923	5,494			429
25 SH CARDINAL HEALTH INC	VARIOUS	6/14/13	PURCHASE 1,176	1,057			119
10 SH CATERPILLAR INC COM	VARIOUS	7/09/12	PURCHASE 865	800			65
10 SH CATERPILLAR INC COM	VARIOUS	11/06/12	PURCHASE 876	711			165
15 SH CATERPILLAR INC COM	VARIOUS	11/14/12	PURCHASE 1,258	1,067			191
20 SH CATERPILLAR INC COM	VARIOUS	2/15/13	PURCHASE 1,939	1,422			517
20 SH CATERPILLAR INC COM	VARIOUS	6/14/13	PURCHASE 1,672	1,922			-250
15 SH CHEVRON CORP NEW	VARIOUS	7/09/12	PURCHASE 1,606	1,446			160
30 SH CHEVRON CORP NEW	VARIOUS	11/06/12	PURCHASE 3,336	2,862			474
20 SH CHEVRON CORP NEW	VARIOUS	11/14/12	PURCHASE 2,134	1,808			326
25 SH CHEVRON CORP NEW	VARIOUS	2/15/13	PURCHASE 2,917	2,260			657
25 SH CHEVRON CORP NEW	VARIOUS	6/14/13	PURCHASE 3,042	2,260			782
35 SH CISCO SYS INC	VARIOUS	7/09/12	PURCHASE 599	596			3

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received				
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
110 SH CISCO SYS INC			PURCHASE				
	VARIOUS	11/06/12	$ 1,927	$ 1,685	$	$	$ 242
70 SH CISCO SYS INC			PURCHASE				
	VARIOUS	11/14/12	1,187	1,072			115
100 SH CISCO SYS INC			PURCHASE				
	VARIOUS	2/15/13	2,093	1,532			561
235 SH CISCO SYS INC			PURCHASE				
	VARIOUS	6/14/13	5,673	3,881			1,792
40 SH CITIGROUP INC COM			PURCHASE				
	VARIOUS	2/15/13	1,773	1,722			51
40 SH CITIGROUP INC COM			PURCHASE				
	VARIOUS	6/14/13	2,006	1,722			284
15 SH COCA COLA LCO			PURCHASE				
	VARIOUS	7/09/12	1,185	983			202
30 SH COCA COLA LCO			PURCHASE				
	VARIOUS	11/06/12	1,122	983			139
65 SH COCA COLA LCO			PURCHASE				
	VARIOUS	11/14/12	2,382	2,130			252
985 SH COCA COLA LCO			PURCHASE				
	VARIOUS	12/18/12	36,957	32,280			4,677
205 SH COCA COLA LCO			PURCHASE				
	VARIOUS	2/15/13	7,265	6,380			885
155 SH COCA COLA LCO			PURCHASE				
	VARIOUS	6/14/13	5,584	4,824			760
5 SH COSTCO WHSL LCORP NEW			PURCHASE				
	VARIOUS	7/09/12	471	401			70
30 SH COSTCO WHSL LCORP NEW			PURCHASE				
	VARIOUS	11/06/12	2,928	2,475			453
15 SH COSTCO WHSL LCORP NEW			PURCHASE				
	VARIOUS	11/14/12	1,447	1,153			294
15 SH COSTCO WHSL LCORP NEW			PURCHASE				
	VARIOUS	2/15/13	1,529	1,223			306
25 SH COSTCO WHSL LCORP NEW			PURCHASE				
	VARIOUS	6/14/13	2,759	1,879			880
5 SH DEVON ENERGY CORP NEW			PURCHASE				
	VARIOUS	7/09/12	293	369			-76

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
15 SH DEVON ENERGY CORP NEW			PURCHASE				
	VARIOUS	11/14/12	$ 810	$ 1,108	$	$	$ -298
255 SH DEVON ENERGY CORP NEW			PURCHASE				
	VARIOUS	12/24/12	13,574	18,048			-4,474
15 SH DISNEY WALT CO			PURCHASE				
	VARIOUS	7/09/12	727	573			154
40 SH DISNEY WALT CO			PURCHASE				
	VARIOUS	11/06/12	1,991	1,299			692
20 SH DISNEY WALT CO			PURCHASE				
	VARIOUS	11/14/12	1,011	633			378
55 SH DISNEY WALT CO			PURCHASE				
	VARIOUS	2/15/13	3,021	1,741			1,280
15 SH DISNEY WALT CO			PURCHASE				
	VARIOUS	6/14/13	959	475			484
15 SH DISCOVER FINL SVCS COM			PURCHASE				
	VARIOUS	7/09/12	530	350			180
110 SH DISCOVER FINL SVCS COM			PURCHASE				
	VARIOUS	11/06/12	4,521	2,567			1,954
35 SH DISCOVER FINL SVCS COM			PURCHASE				
	VARIOUS	11/14/12	1,429	817			612
55 SH DISCOVER FINL SVCS COM			PURCHASE				
	VARIOUS	2/15/13	2,178	1,283			895
75 SH DISCOVER FINL SVCS COM			PURCHASE				
	VARIOUS	6/14/13	3,628	1,906			1,722
30 SH EMC CORP MASS			PURCHASE				
	VARIOUS	7/09/12	765	654			111
50 SH EMC CORP MASS			PURCHASE				
	VARIOUS	11/06/12	1,255	1,030			225
55 SH EMC CORP MASS			PURCHASE				
	VARIOUS	11/14/12	1,350	1,134			216
70 SH EMC CORP MASS			PURCHASE				
	VARIOUS	2/12/13	1,710	1,443			267
135 SH EMC CORP MASS			PURCHASE				
	VARIOUS	6/14/13	3,344	3,579			-235
5 SH EOG RES INC COM			PURCHASE				
	VARIOUS	7/09/12	472	508			-36

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
10 SH EOG RES INC COM	VARIOUS	11/06/12	PURCHASE $ 1,168	$ 1,017	$	$	$ 151
5 SH EOG RES INC COM	VARIOUS	11/14/12	PURCHASE 595	508			87
15 SH EOG RES INC COM	VARIOUS	2/15/13	PURCHASE 2,014	1,525			489
10 SH EOG RES INC COM	VARIOUS	6/14/13	PURCHASE 1,289	1,017			272
5 SH EXPRESS SCRIPTS HLDG	VARIOUS	7/09/12	PURCHASE 275	270			5
35 SH EXPRESS SCRIPTS HLDG	VARIOUS	11/06/12	PURCHASE 2,188	1,847			341
15 SH EXPRESS SCRIPTS HLDG	VARIOUS	11/14/12	PURCHASE 824	768			56
35 SH EXPRESS SCRIPTS HLDG	VARIOUS	6/14/13	PURCHASE 2,181	1,791			390
15 SH EXXON MOBIL CORP	VARIOUS	7/09/12	PURCHASE 1,291	1,187			104
65 SH EXXON MOBIL CORP	VARIOUS	11/06/12	PURCHASE 5,947	5,146			801
30 SH EXXON MOBIL CORP	VARIOUS	11/14/12	PURCHASE 2,641	2,375			266
15 SH EXXON MOBIL CORP	VARIOUS	2/15/13	PURCHASE 1,327	1,187			140
50 SH EXXON MOBIL CORP	VARIOUS	6/14/13	PURCHASE 4,524	3,663			861
10 SH FEDEX CORP	VARIOUS	7/09/12	PURCHASE 923	969			-46
30 SH FEDEX CORP COM	VARIOUS	11/06/12	PURCHASE 2,787	2,789			-2
15 SH FEDEX CORP COM	VARIOUS	11/14/12	PURCHASE 1,374	1,382			-8
30 SH FEDEX CORP COM	VARIOUS	2/15/13	PURCHASE 3,176	2,638			538
20 SH FEDEX CORP COM	VARIOUS	6/14/13	PURCHASE 1,954	1,590			364

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
5 SH F5 NETWORKS INC	VARIOUS	7/09/12	PURCHASE $ 503	$ 368	$	$	$ 135
15 SH F5 NETWORKS INC	VARIOUS	11/14/12	PURCHASE 1,325	1,104			221
20 SH F5 NETWORKS INC	VARIOUS	2/15/13	PURCHASE 2,047	1,472			575
145 SH F5 NETWORKS INC	VARIOUS	4/11/13	PURCHASE 10,440	11,458			-1,018
10 SH FLUOR CORP	VARIOUS	7/09/12	PURCHASE 499	660			-161
25 SH FLUOR CORP	VARIOUS	11/06/12	PURCHASE 1,438	1,649			-211
15 SH FLUOR CORP	VARIOUS	11/14/12	PURCHASE 787	990			-203
60 SH FLUOR CORP	VARIOUS	6/14/13	PURCHASE 3,690	3,958			-268
5 SH FRANKLIN RES INC	VARIOUS	7/09/12	PURCHASE 568	482			86
25 SH FRANKLIN RES INC	VARIOUS	11/06/12	PURCHASE 3,305	2,412			893
5 SH FRNAKLIN RES INC	VARIOUS	11/14/12	PURCHASE 648	482			166
10 SH FRANKLIN RES INC	VARIOUS	2/15/13	PURCHASE 1,420	965			455
5 SH FRANKLIN RES INC	VARIOUS	6/11/13	PURCHASE 739	482			257
15 SH FREEPORT-MCMORAN COPPER	VARIOUS	7/09/12	PURCHASE 530	723			-193
100 SH FREEPORT-MCMORAN COPPER	VARIOUS	11/06/12	PURCHASE 4,040	3,917			123
30 SH FREEPORT-MCMORAN COPPER	VARIOUS	11/14/12	PURCHASE 1,158	1,127			31
40 SH FREEPORT-MCMORAN COPPER	VARIOUS	2/15/13	PURCHASE 1,426	1,503			-77
5 SH FREEPORT-MCMORAN COPPER	VARIOUS	6/14/13	PURCHASE 152	173			-21

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
55 SH GENERAL ELEC CO	VARIOUS	7/09/12	PURCHASE $ 1,119	$ 1,222	$	$	$ -103
210 SH GENERAL ELEC CO	VARIOUS	11/06/12	PURCHASE 4,452	4,432			20
100 SH GENERAL ELEC CO	VARIOUS	11/14/12	PURCHASE 2,109	2,080			29
190 SH GENERAL ELEC CO	VARIOUS	2/15/13	PURCHASE 4,284	3,736			548
170 SH GENERAL ELEC CO	VARIOUS	6/14/13	PURCHASE 3,998	2,972			1,026
10 SH GOOGLE INC	VARIOUS	11/06/12	PURCHASE 6,884	4,983			1,901
5 SH GOOLGE INC	VARIOUS	2/15/13	PURCHASE 3,907	1,981			1,926
5 SH GOOGLE INC	VARIOUS	6/14/13	PURCHASE 4,411	1,478			2,933
15 SH HALLIBURTON CO	VARIOUS	7/09/12	PURCHASE 446	684			-238
20 SH HALLIBURTON CO	VARIOUS	11/06/12	PURCHASE 655	911			-256
35 SH HALLIBURTON CO	VARIOUS	11/14/12	PURCHASE 1,087	1,595			-508
85 SH HALLIBURTON CO	VARIOUS	2/15/13	PURCHASE 3,461	3,874			-413
25 SH HALLIBURTON CO	VARIOUS	6/14/13	PURCHASE 1,052	1,139			-87
20 SH HOLOGIC INC	VARIOUS	11/06/12	PURCHASE 418	417			1
30 SH HOLOGIC INC	VARIOUS	11/14/12	PURCHASE 602	625			-23
55 SH HOLOGIC INC	VARIOUS	2/15/13	PURCHASE 1,227	1,146			81
80 SH HOLOGIC INC	VARIOUS	6/14/13	PURCHASE 1,740	1,667			73
10 SH HONEYWELL INTERNATIONAL INC	VARIOUS	7/09/12	PURCHASE 556	534			22

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
40 SH HONEYWELL INTERNATIONAL INC	VARIOUS	11/06/12	PURCHASE $ 2,510	$ 2,136	$	$	$ 374
15 SH HONEYWELL INTERNATIONAL INC	VARIOUS	11/14/12	PURCHASE 930	801			129
40 SH HONEYWELL INTERNATIONAL INC	VARIOUS	2/15/13	PURCHASE 2,816	2,136			680
15 SH HONEYWELL INTERNATIONAL INC	VARIOUS	6/14/13	PURCHASE 1,176	801			375
65 SH INGREDION INC	VARIOUS	11/06/12	PURCHASE 4,039	3,653			386
15 SH INGREDION INC	VARIOUS	11/14/12	PURCHASE 948	843			105
20 SH INGREDION INC	VARIOUS	6/14/13	PURCHASE 1,367	1,209			158
30 SH INTEL CORP	VARIOUS	7/09/12	PURCHASE 803	621			182
65 SH INTEL CORP	VARIOUS	11/14/12	PURCHASE 1,366	1,345			21
170 SH INTEL CORP	VARIOUS	2/15/13	PURCHASE 3,599	3,519			80
140 SH INTEL CORP	VARIOUS	6/14/13	PURCHASE 3,466	2,898			568
5 SH INTERNATIONAL BUSINESS MACHS	VARIOUS	7/09/12	PURCHASE 977	324			653
10 SH INTERNATIONAL BUSINESS MACHS	VARIOUS	11/06/12	PURCHASE 1,965	1,746			219
10 SH INTERNATIONAL BUSINESS MACHS	VARIOUS	11/14/12	PURCHASE 1,914	1,746			168
10 SH INTERNATIONAL BUSINESS MACHS	VARIOUS	2/15/13	PURCHASE 2,002	1,197			805
20 SH INTERNATIONAL BUSINESS MACHS	VARIOUS	6/14/13	PURCHASE 4,086	3,995			91
35 SH INTUTIVE SURGICAL INC	VARIOUS	9/21/12	PURCHASE 17,966	4,665			13,301
30 SH J P MORGAN CHASE	VARIOUS	7/09/12	PURCHASE 1,071	1,184			-113

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
220 SH J P MORGAN CHASE	VARIOUS	11/06/12	PURCHASE	$ 9,422	$ 8,683	$	$	$ 739
50 SH J P MORGAN CHASE	VARIOUS	11/14/12	PURCHASE	2,045	1,782			263
115 SH J P MORGAN CHASE	VARIOUS	2/15/13	PURCHASE	5,660	3,988			1,672
75 SH J P MORGAN CHASE	VARIOUS	6/14/13	PURCHASE	4,025	2,829			1,196
15 SH JARDEN CORP	VARIOUS	7/09/12	PURCHASE	648	605			43
45 SH JARDEN CORP	VARIOUS	11/06/12	PURCHASE	2,295	1,815			480
30 SH JARDEN CORP	VARIOUS	11/14/12	PURCHASE	1,513	1,210			303
85 SH JARDEN CORP	VARIOUS	2/15/13	PURCHASE	5,094	3,429			1,665
.5 SH JARDEN CORP	VARIOUS	3/29/13	PURCHASE	22	13			9
25 SH JARDEN CORP	VARIOUS	6/14/13	PURCHASE	1,128	672			456
210 SH LEGGETT & PLATT	VARIOUS	11/06/12	PURCHASE	5,717	5,362			355
35 SH LEGGETT & PLATT INC	VARIOUS	11/14/12	PURCHASE	948	894			54
70 SH LEGGETT & PLATT	VARIOUS	2/15/13	PURCHASE	2,094	1,787			307
10 SH LEGGETT & PLATT	VARIOUS	6/14/13	PURCHASE	319	255			64
20 SH LIFE TECHNOLOGIES CORP	VARIOUS	11/14/12	PURCHASE	948	1,005			-57
85 SH LIFE TECHNOLOGIES CORP	VARIOUS	2/15/13	PURCHASE	5,306	4,253			1,053
290 SH LIFE TECHNOLGIES CORP	VARIOUS	4/18/13	PURCHASE	21,190	14,497			6,693
15 SH LOWES COS INC	VARIOUS	7/09/12	PURCHASE	413	405			8

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received				
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
150 SH LOWES COS INC			PURCHASE				
	VARIOUS	11/06/12	$ 4,921	$ 4,052	$	$	$ 869
30 SH LOWES COS INC			PURCHASE				
	VARIOUS	11/14/12	980	810			170
10 SH LOWES COS INC			PURCHASE				
	VARIOUS	2/15/13	396	270			126
25 SH LOWES COS INC			PURCHASE				
	VARIOUS	6/14/13	1,026	675			351
15 SH MACYS INC			PURCHASE				
	VARIOUS	7/09/12	499	409			90
65 SH MACYS INC			PURCHASE				
	VARIOUS	11/06/12	2,626	1,732			894
30 SH MACYS INC			PURCHASE				
	VARIOUS	11/14/12	1,207	769			438
50 SH MACYS INC			PURCHASE				
	VARIOUS	2/15/13	2,004	1,281			723
85 SH MACYS INC			PURCHASE				
	VARIOUS	6/14/13	4,144	2,223			1,921
15 SH MARATHON PETE CORP			PURCHASE				
	VARIOUS	7/09/12	678	581			97
70 SH MARATHON PETE CORP			PURCHASE				
	VARIOUS	11/06/12	3,768	2,710			1,058
20 SH MARATHON PETE CORP			PURCHASE				
	VARIOUS	11/14/12	1,112	774			338
70 SH MARATHON PETE CORP			PURCHASE				
	VARIOUS	2/08/13	5,350	2,710			2,640
60 SH MARATHON PETE CORP			PURCHASE				
	VARIOUS	2/15/13	4,829	2,323			2,506
10 SH MASTERCARD INC			PURCHASE				
	VARIOUS	11/06/12	4,692	3,140			1,552
5 SH MASTERCARD INC			PURCHASE				
	VARIOUS	11/14/12	2,326	1,570			756
5 SH MASTERCARD INC			PURCHASE				
	VARIOUS	2/15/13	2,593	1,701			892
5 SH MASTERCARD INC			PURCHASE				
	VARIOUS	6/14/13	2,811	1,701			1,110

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received				
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
15 SH MEDTRONIC INC			PURCHASE				
	VARIOUS	7/09/12	$ 583	$ 742	$	$	$ -159
55 SH MEDTRONIC INC			PURCHASE				
	VARIOUS	11/06/12	2,325	2,719			-394
20 SH MEDTRONIC INC			PURCHASE				
	VARIOUS	11/14/12	830	989			-159
35 SH MEDTRONIC INC			PURCHASE				
	VARIOUS	2/15/13	1,645	1,730			-85
50 SH MEDTRONIC INC			PURCHASE				
	VARIOUS	6/14/13	2,607	2,472			135
15 SH METLIFE INC			PURCHASE				
	VARIOUS	7/09/12	467	605			-138
70 SH METLIFE INC			PURCHASE				
	VARIOUS	11/06/12	2,458	2,824			-366
35 SH METLIFE INC			PURCHASE				
	VARIOUS	11/14/12	1,135	1,412			-277
35 SH METLIFE INC			PURCHASE				
	VARIOUS	2/15/13	1,300	1,412			-112
115 SH METLIFE INC			PURCHASE				
	VARIOUS	6/14/13	5,150	4,640			510
20 SH MICROSOFT CORP			PURCHASE				
	VARIOUS	11/14/12	583	606			-23
35 SH MICROSOFT CORP			PURCHASE				
	VARIOUS	2/15/13	977	1,061			-84
55 SH MICROSOFT CORP			PURCHASE				
	VARIOUS	6/14/13	1,915	1,667			248
25 SH MOLYCORP INC DEL			PURCHASE				
	VARIOUS	7/09/12	550	831			-281
825 SH MOLYCORP INC DEL			PURCHASE				
	VARIOUS	8/22/12	8,339	26,544			-18,205
10 SH MONSANTO CO NEW			PURCHASE				
	VARIOUS	7/09/12	834	714			120
20 SH MONSANTO CO NEW			PURCHASE				
	VARIOUS	11/06/12	1,740	1,427			313
15 SH MONSANTO CO NEW			PURCHASE				
	VARIOUS	11/14/12	1,313	1,070			243

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
25 SH MONSANTO CO NEW	VARIOUS	2/15/13	PURCHASE $ 2,540	$ 1,784	$	$	$ 756
10 SH MONSANTO CO NEW	VARIOUS	6/14/13	PURCHASE 1,048	714			334
15 SH MONSTER BEVERAGE CORP	VARIOUS	7/09/12	PURCHASE 1,113	522			591
35 SH MONSTER BEVERAGE CORP	VARIOUS	11/14/12	PURCHASE 1,513	1,271			242
575 SH MONSTER BEVERAGE CORP	VARIOUS	11/27/12	PURCHASE 29,304	21,199			8,105
15 SH MYRIAD GENETICS INC	VARIOUS	7/09/12	PURCHASE 382	387			-5
100 SH MYRIAD GENETICS INC	VARIOUS	11/06/12	PURCHASE 2,666	2,367			299
30 SH MYRIAD GENETICS INC	VARIOUS	11/14/12	PURCHASE 889	710			179
165 SH MYRIAD GENETICS	VARIOUS	6/14/13	PURCHASE 5,644	4,098			1,546
375 SH MYRIAD GENETICS INC	VARIOUS	6/18/13	PURCHASE 14,030	8,476			5,554
25 SH NRG ENERGY INC	VARIOUS	6/14/13	PURCHASE 683	601			82
10 SH NATIONAL-OILWELL	VARIOUS	7/09/12	PURCHASE 675	747			-72
10 SH NATIONAL-OILWELL	VARIOUS	11/06/12	PURCHASE 731	747			-16
20 SH NATIONAL-OILWELL	VARIOUS	11/14/12	PURCHASE 1,412	1,493			-81
30 SH NATIONAL-OILWELL	VARIOUS	6/14/13	PURCHASE 2,077	2,240			-163
30 SH NEWS CORP CI	VARIOUS	7/09/12	PURCHASE 679	487			192
135 SH NEWS CORP CL	VARIOUS	11/06/12	PURCHASE 3,272	2,076			1,196
65 SH NEWS CORP CL	VARIOUS	11/14/12	PURCHASE 1,604	988			616

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
90 SH NEWS CORP CL	VARIOUS	2/15/13	PURCHASE $ 2,545	$ 1,346	$	$	$ 1,199
90 SH NEWS CORP CL	VARIOUS	6/14/13	PURCHASE 2,845	1,235			1,610
10 SH NEXTERA ENERGY INC	VARIOUS	7/09/12	PURCHASE 684	602			82
25 SH NEXTERA ENERGY INC	VARIOUS	11/06/12	PURCHASE 1,741	1,505			236
20 SH NEXTERA ENERGY INC	VARIOUS	11/14/12	PURCHASE 1,367	1,204			163
35 SH NEXTERA ENERGY INC	VARIOUS	2/15/13	PURCHASE 2,537	2,107			430
240 SH NEXTERA ENERGY	VARIOUS	3/06/13	PURCHASE 17,282	14,447			2,835
5 SH NOBLE ENERGY INC	VARIOUS	7/09/12	PURCHASE 440	458			-18
20 SH NOBLE ENERGY INC	VARIOUS	11/06/12	PURCHASE 1,904	1,831			73
10 SH NOBLE ENERGY INC	VARIOUS	11/14/12	PURCHASE 951	915			36
120 SH NOBLE ENERGY INC	VARIOUS	2/08/13	PURCHASE 13,315	10,649			2,666
15 SH NOBLE ENERGY INC	VARIOUS	2/15/13	PURCHASE 1,684	1,037			647
15 SH NOBLE ENERGY INC	VARIOUS	6/14/13	PURCHASE 866	518			348
15 SH NOVARTIS AG SPONSORED	VARIOUS	7/09/12	PURCHASE 844	828			16
50 SH NOVARTIS AG SPONSORED	VARIOUS	11/06/12	PURCHASE 3,048	2,761			287
25 SH NOVARTIS AG SPONSORED	VARIOUS	11/14/12	PURCHASE 1,504	1,381			123
140 SH NOVARTIS AG SPONSORED	VARIOUS	2/15/13	PURCHASE 9,601	7,599			2,002
20 SH NOVARTIS AG SPONSORED	VARIOUS	6/14/13	PURCHASE 1,442	982			460

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
10 SH OMNICOM GROUP			PURCHASE				
	VARIOUS	7/09/12	$ 488	$ 458	$	$	$ 30
15 SH OMNICOM GROUP			PURCHASE				
	VARIOUS	11/06/12	736	687			49
20 SH OMNICOM GROUP INC			PURCHASE				
	VARIOUS	11/14/12	947	916			31
65 SH OMNICOM GROUP			PURCHASE				
	VARIOUS	2/15/13	3,624	2,977			647
20 SH OMNICOM GROUP			PURCHASE				
	VARIOUS	6/14/13	1,248	916			332
30 SH ORACLE CORP			PURCHASE				
	VARIOUS	7/09/12	894	949			-55
65 SH ORACLE CORP			PURCHASE				
	VARIOUS	11/06/12	2,042	1,833			209
55 SH ORACLE CORP			PURCHASE				
	VARIOUS	11/14/12	1,699	1,551			148
85 SH ORACLE CORP			PURCHASE				
	VARIOUS	2/15/13	2,986	2,139			847
120 SH ORACLE CORP			PURCHASE				
	VARIOUS	6/14/13	4,048	2,820			1,228
20 SH PHILLIP MORRIS INTL			PURCHASE				
	VARIOUS	11/06/12	1,755	1,798			-43
15 SH PHILLIP MORRIS INTL INC			PURCHASE				
	VARIOUS	11/14/12	1,302	1,349			-47
30 SH PHILLIP MORRIS INTL			PURCHASE				
	VARIOUS	2/15/13	2,703	2,698			5
5 SH PRICELINE COM			PURCHASE				
	VARIOUS	11/06/12	2,911	2,306			605
5 SH PRICELINE COM			PURCHASE				
	VARIOUS	2/15/13	3,513	2,306			1,207
10 SH PRICELINE COM			PURCHASE				
	VARIOUS	6/14/13	8,136	4,611			3,525
5 SH PUBLIC STORAGE			PURCHASE				
	VARIOUS	11/06/12	698	671			27
5 SH PUBLIC STORAGE			PURCHASE				
	VARIOUS	11/14/12	716	671			45

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
10 SH PUBLIC STORAGE	VARIOUS	2/15/13	PURCHASE	$ 1,565	$ 1,342	$	$	$ 223
15 SH QUALCOMM INC	VARIOUS	7/09/12	PURCHASE	844	799			45
90 SH QUALCOMM INC	VARIOUS	11/06/12	PURCHASE	5,378	4,298			1,080
25 SH QUALCOMM INC	VARIOUS	11/14/12	PURCHASE	1,548	1,194			354
50 SH QUALCOMM INC	VARIOUS	6/14/13	PURCHASE	3,082	2,312			770
10 SH QUESTAR CORP	VARIOUS	6/14/13	PURCHASE	240	254			-14
10 SH RAYTHEON CO	VARIOUS	7/09/12	PURCHASE	562	521			41
35 SH RAYTHEON CO	VARIOUS	11/06/12	PURCHASE	2,002	1,823			179
20 SH RAYTHEON CO	VARIOUS	11/14/12	PURCHASE	1,110	1,042			68
50 SH RAYTHEON CO	VARIOUS	2/15/13	PURCHASE	2,716	2,604			112
35 SH RAYTHEON CO	VARIOUS	6/14/13	PURCHASE	2,337	1,823			514
15 SH ROCHE HOLDING LTD	VARIOUS	7/09/12	PURCHASE	650	642			8
65 SH ROCHE HOLDING LTD	VARIOUS	11/06/12	PURCHASE	3,133	2,783			350
25 SH ROCHE HOLDING LTD	VARIOUS	11/14/12	PURCHASE	1,187	1,070			117
35 SH ROCHE HOLDING LTD	VARIOUS	6/14/13	PURCHASE	2,165	1,499			666
10 SH ROYAL DUTCH SHELL	VARIOUS	7/09/12	PURCHASE	684	669			15
30 SH ROYAL DUTCH SHELL	VARIOUS	11/06/12	PURCHASE	2,101	2,008			93
20 SH ROYAL DUTCH SHELL	VARIOUS	11/14/12	PURCHASE	1,365	1,339			26

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
45 SH ROYAL DUTCH SHELL	VARIOUS	6/14/13	PURCHASE $ 2,970	$ 3,012	$	$	$ -42
65 SH ST JUDE MED	VARIOUS	6/14/13	PURCHASE 2,850	2,692			158
5 SH SIMON PPTY GROUP	VARIOUS	7/09/12	PURCHASE 790	542			248
10 SH SIMON PPTY GROUP	VARIOUS	11/06/12	PURCHASE 1,523	1,083			440
15 SH SIMON PPTY GROUP	VARIOUS	11/14/12	PURCHASE 2,331	1,625			706
35 SH SIMON PPTY GROUP	VARIOUS	2/15/13	PURCHASE 5,692	3,791			1,901
25 SH SMITHFIELD FOODS	VARIOUS	7/09/12	PURCHASE 538	501			37
830 SH SMITHFIELD FOODS	VARIOUS	9/24/12	PURCHASE 16,698	16,465			233
20 SH SPECTRA ENERGY CORP	VARIOUS	7/09/12	PURCHASE 580	436			144
40 SH SPECTRA ENERGY CORP	VARIOUS	11/06/12	PURCHASE 1,144	972			172
40 SH SPECTRA ENERGY CORP	VARIOUS	11/14/12	PURCHASE 1,108	972			136
85 SH SPECTRA ENERGY CORP	VARIOUS	2/15/13	PURCHASE 2,538	1,953			585
530 SH SPECTRA ENERGY CORP	VARIOUS	5/13/13	PURCHASE 16,376	11,009			5,367
15 SH STARBUCKS CORP	VARIOUS	7/09/12	PURCHASE 776	390			386
25 SH STARBUCKS CORP	VARIOUS	11/06/12	PURCHASE 1,158	917			241
30 SH STARBUCKS CORP	VARIOUS	11/14/12	PURCHASE 1,543	1,100			443
105 SH STARBUCKS CORP	VARIOUS	2/15/13	PURCHASE 5,917	3,425			2,492
45 SH STARBUCKS CORP	VARIOUS	6/14/13	PURCHASE 2,949	1,171			1,778

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
15 SH TJX COS INC			PURCHASE				
	VARIOUS	7/09/12	$ 636	$ 370	$	$	$ 266
20 SH TJX COS INC			PURCHASE				
	VARIOUS	11/06/12	843	493			350
35 SH TJX COS INC			PURCHASE				
	VARIOUS	11/14/12	1,434	863			571
80 SH TJX COS INC			PURCHASE				
	VARIOUS	2/15/13	3,614	1,973			1,641
55 SH TJX COS INC			PURCHASE				
	VARIOUS	6/14/13	2,748	1,356			1,392
45 SH THERMO FISHER CORP			PURCHASE				
	VARIOUS	11/06/12	2,805	2,702			103
20 SH THERMO FISHER CORP			PURCHASE				
	VARIOUS	11/14/12	1,206	1,201			5
25 SH THERMO FISHER CORP			PURCHASE				
	VARIOUS	2/15/13	1,861	1,501			360
30 SH THERMO FISHER CORP			PURCHASE				
	VARIOUS	6/14/13	2,566	1,802			764
10 SH THORATEC CORP			PURCHASE				
	VARIOUS	7/09/12	340	300			40
315 SH THORATEC CORP			PURCHASE				
	VARIOUS	9/21/12	10,964	8,904			2,060
10 SH TRAVELERS COS			PURCHASE				
	VARIOUS	7/09/12	640	582			58
60 SH TRAVELERS COS			PURCHASE				
	VARIOUS	11/06/12	4,187	3,490			697
15 SH TRAVELERS COS			PURCHASE				
	VARIOUS	11/14/12	1,034	872			162
25 SH TRAVELERS COS			PURCHASE				
	VARIOUS	2/15/13	2,002	1,454			548
15 SH TRAVELERS COS			PURCHASE				
	VARIOUS	6/14/13	1,235	872			363
10 SH TUPPERWARE BRANDS CORP			PURCHASE				
	VARIOUS	7/09/12	552	634			-82
380 SH TUPPERWARE BRANDS CORP			PURCHASE				
	VARIOUS	8/29/12	20,497	24,102			-3,605

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
275 SH UBS ALERIAN MLP	VARIOUS	6/14/13	PURCHASE	$ 10,414	$ 10,029	$	$	$ 385
30 SH US BANCORP DEL	VARIOUS	7/09/12	PURCHASE	972	1,094			-122
115 SH US BANCORP DEL	VARIOUS	11/06/12	PURCHASE	3,872	2,935			937
55 SH US BANCORP DEL	VARIOUS	11/14/12	PURCHASE	1,790	1,313			477
115 SH US BANCORP DEL	VARIOUS	2/15/13	PURCHASE	3,947	3,157			790
70 SH US BANCORP DEL	VARIOUS	6/14/13	PURCHASE	2,477	1,922			555
55 SH UNITED STS STL CORP	VARIOUS	11/14/12	PURCHASE	1,164	1,280			-116
85 SH UNITED STS STL CORP	VARIOUS	2/15/13	PURCHASE	1,924	1,977			-53
770 SH UNITED STS STL CORP	VARIOUS	4/16/13	PURCHASE	13,521	17,054			-3,533
5 SH VF CORP COM	VARIOUS	7/09/12	PURCHASE	657	518			139
25 SH VF CORP COM	VARIOUS	11/06/12	PURCHASE	3,996	2,746			1,250
5 SH VF CORP COM	VARIOUS	11/14/12	PURCHASE	780	482			298
20 SH VF CORP COM	VARIOUS	2/15/13	PURCHASE	3,060	1,927			1,133
15 SH VF CORP COM	VARIOUS	6/14/13	PURCHASE	2,827	1,446			1,381
65 SH VANGUARD INDEX	VARIOUS	6/14/13	PURCHASE	4,501	4,518			-17
20 SH VERIZON COMMUNICATIONS	VARIOUS	7/09/12	PURCHASE	894	724			170
90 SH VERIZON COMMUNICATIONS	VARIOUS	11/06/12	PURCHASE	4,045	3,302			743
35 SH VERIZON COMMUNICATIONS	VARIOUS	11/14/12	PURCHASE	1,484	1,284			200

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
70 SH VERIZON COMMUNICATIONS	VARIOUS	2/15/13	PURCHASE $ 3,113	$ 2,679	$	$	$ 434
5 SH VERIZON COMMUNICATIONS	VARIOUS	6/14/13	PURCHASE 251	181			70
15 SH VERTEX PHARMACEUTICALS	VARIOUS	7/09/12	PURCHASE 832	916			-84
15 SH VERTEX PHARMACEUTICALS	VARIOUS	11/06/12	PURCHASE 760	916			-156
30 SH VERTEX PHARMACEUTICALS	VARIOUS	11/14/12	PURCHASE 1,350	1,090			260
90 SH VERTEX PHARMACEUTICALS	VARIOUS	2/15/13	PURCHASE 4,100	3,271			829
55 SH VERTEX PHARMACEUTICALS	VARIOUS	6/14/13	PURCHASE 4,487	1,999			2,488
5 SH VMWARE INC CL	VARIOUS	7/09/12	PURCHASE 458	454			4
15 SH VMWARE INC CL	VARIOUS	11/14/12	PURCHASE 1,341	1,187			154
5 SH VMWARE INC CL	VARIOUS	2/15/13	PURCHASE 383	396			-13
20 SH VODAFONE GROUP PLC	VARIOUS	7/09/12	PURCHASE 562	553			9
35 SH VODAFONE GROUP PLC	VARIOUS	11/06/12	PURCHASE 959	967			-8
40 SH VODAFONE GROUP PLC	VARIOUS	11/14/12	PURCHASE 1,073	1,105			-32
605 SH VODAFONE GROUP PLC	VARIOUS	2/08/13	PURCHASE 16,217	16,719			-502
5 SH WAL MART STORES	VARIOUS	7/09/12	PURCHASE 353	282			71
15 SH WAL MART STORES	VARIOUS	11/06/12	PURCHASE 1,100	845			255
10 SH WAL MART STORES	VARIOUS	11/14/12	PURCHASE 733	543			190
20 SH WAL MART STORES	VARIOUS	2/15/13	PURCHASE 1,430	939			491

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
5 SH WELLPOINT INC	VARIOUS	7/09/12	PURCHASE	$ 306	$ 313	$	$	$ -7
30 SH WELLPOINT INC	VARIOUS	11/06/12	PURCHASE	1,846	1,876			-30
15 SH WELLPOINT INC	VARIOUS	11/14/12	PURCHASE	854	938			-84
10 SH WELLPOINT INC	VARIOUS	2/15/13	PURCHASE	658	625			33
35 SH WELLPOINT INC	VARIOUS	6/14/13	PURCHASE	2,741	2,189			552
30 SH WELLS FARGO & CO	VARIOUS	7/09/12	PURCHASE	1,002	854			148
70 SH WELLS FARGO & CO	VARIOUS	11/06/12	PURCHASE	2,376	1,994			382
50 SH WELLS FARGO & CO	VARIOUS	11/14/12	PURCHASE	1,649	1,424			225
80 SH WELLS FARGO & CO	VARIOUS	2/15/13	PURCHASE	2,835	2,278			557
115 SH WELLS FARGO & CO	VARIOUS	6/14/13	PURCHASE	4,697	3,275			1,422
5 SH WHIRLPOOL CORP	VARIOUS	7/09/12	PURCHASE	313	414			-101
225 SH WHIRLPOOL CORP	VARIOUS	10/19/12	PURCHASE	18,918	17,138			1,780
15 SH YUM BRANDS INC	VARIOUS	7/09/12	PURCHASE	947	713			234
100 SH YUM BRANDS INC	VARIOUS	11/06/12	PURCHASE	7,245	4,871			2,374
30 SH YUM BRANDS INC	VARIOUS	11/14/12	PURCHASE	2,148	1,455			693
10 SH YUM BRANDS INC	VARIOUS	2/15/13	PURCHASE	649	359			290
55 SH YUM BRANDS INC	VARIOUS	6/14/13	PURCHASE	3,980	1,340			2,640
10 SH ZIMMER HLDGS INC	VARIOUS	7/09/12	PURCHASE	644	610			34

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
320 SH ZIMMER HLDGS INC	VARIOUS	9/21/12	PURCHASE $ 21,454	$ 18,860	$	$	$ 2,594
165 SH HOMESTEAD SMALL-COMPANY STOCK	VARIOUS	7/06/12	PURCHASE 4,176	4,090			86
630 SH HOMESTEAD SMALL-COMPANY STOCK	VARIOUS	11/09/12	PURCHASE 16,153	13,136			3,017
HOMESTEAD SMALL-COMPANY STOCK	VARIOUS	1/03/13	PURCHASE 666				666
130 SH HOMESTEAD SMALL-COMPANY STOCK	VARIOUS	2/13/13	PURCHASE 3,767	3,176			591
1230 SH HOMESTEAD SMALL-COMPANY STO	VARIOUS	6/12/13	PURCHASE 38,745	30,207			8,538
330 SH LEGG MASON CLEARBRIDGE MID	VARIOUS	7/06/12	PURCHASE 7,890	7,993			-103
970 SH LEGG MASON CLEARBRIDGE MID	VARIOUS	11/09/12	PURCHASE 24,105	19,643			4,462
LEGG MASON CLEARBRIDGE MID	VARIOUS	12/14/12	PURCHASE 15,230				15,230
90 SH LEGG MASON CLEARBRIDGE MID	VARIOUS	2/13/13	PURCHASE 2,417	1,823			594
1570 SH LEGG MASON CLEARBRIDGE MID	VARIOUS	6/12/13	PURCHASE 44,682	34,234			10,448
LEGG MASON CLEARBRIDGE MID	VARIOUS	6/19/13	PURCHASE 140				140
190 SH WELLS FARGO ADVANTAGE	VARIOUS	7/06/12	PURCHASE 3,893	3,986			-93
130 SH WELLS FARGO ADVANTAGE	VARIOUS	11/05/12	PURCHASE 2,804	2,538			266
385 SH WELLS FARGO ADVANTAGE	VARIOUS	11/09/12	PURCHASE 8,231	7,515			716
FEDERAL HOME LN MTG CORP PARTN GOLD	VARIOUS	7/16/12	PURCHASE 3,051	3,069			-18
FEDERAL HOME LN MTG CORP PARTN GOLD	VARIOUS	8/15/12	PURCHASE 270	271			-1
FEDERAL HOME LN MTG CORP PARTN GOLD	VARIOUS	9/17/12	PURCHASE 259	261			-2

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
FEDERAL HOME LN MTG CORP PARTN GOLD	VARIOUS	10/15/12	PURCHASE $ 420	$ 423	$	$	$ -3
FEDERAL HOME LN MTG CORP PARTN GOLD	VARIOUS	11/15/12	PURCHASE 336	338			-2
FEDERAL HOME LN MTG CORP PARTN GOLD	VARIOUS	12/17/12	PURCHASE 2,879	2,895			-16
FEDERAL HOME LN MTG CORP PARTN GOLD	VARIOUS	1/15/13	PURCHASE 1,937	1,948			-11
FEDERAL HOME LN MTG CORP PARTN GOLD	VARIOUS	1/17/13	PURCHASE 26,290	24,765			1,525
FEDERAL HOME LN MTG CORP PARTN GOLD	VARIOUS	7/16/12	PURCHASE 3,155	3,297			-142
FEDERAL HOME LN MTG CORP PARTN GOLD	VARIOUS	8/15/12	PURCHASE 3,628	3,791			-163
FEDERAL HOME LN MTG CORP PARTN GOLD	VARIOUS	9/17/12	PURCHASE 4,195	4,382			-187
FEDERAL HOME LN MTG CORP PARTN GOLD	VARIOUS	10/15/12	PURCHASE 3,835	4,005			-170
FEDERAL HOME LN MTG CORP PARTN GOLD	VARIOUS	11/15/12	PURCHASE 3,696	3,858			-162
FEDERAL HOME LN MTG CORP PARTN GOLD	VARIOUS	12/17/12	PURCHASE 3,244	3,386			-142
FEDERAL HOME LN MTG CORP PARTN GOLD	VARIOUS	1/11/13	PURCHASE 74,531	74,072			459
FEDERAL HOME LN MTG CORP PARTN GOLD	VARIOUS	1/15/13	PURCHASE 2,956	3,085			-129
FEDERAL HOME LN BKS CONS BDS	VARIOUS	6/11/13	PURCHASE 177,025	175,818			1,207
FEDERAL NATL MTG ASSN	VARIOUS	7/10/12	PURCHASE 100,342	100,057			285
FEDERAL NATL MTG ASSN	VARIOUS	11/09/12	PURCHASE 85,284	84,827			457
FEDERAL NATL MTG ASSN	VARIOUS	6/11/13	PURCHASE 115,285	114,766			519
1150 SH AQUILA THREE PEAKS	VARIOUS	9/06/12	PURCHASE 10,500	10,339			161

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
465 SH AQUILA THREE PEAKS			PURCHASE				
	VARIOUS	11/09/12	$ 4,259	$ 4,180	$	$	$ 79
AQUILA THREE PEAKS			PURCHASE				
	VARIOUS	1/02/13	1,808				1,808
AQUILA THREE PEAKS			PURCHASE				
	VARIOUS	1/02/13	562				562
1390 SH AQUILA THREE PEAKS			PURCHASE				
	VARIOUS	2/13/13	12,315	12,496			-181
425 SH FEDERATED INSTITUTIONAL HIGH			PURCHASE				
	VARIOUS	11/09/12	4,219	4,339			-120
FEDERATED INSTITUTIONAL HIGH			PURCHASE				
	VARIOUS	12/07/12	168				168
FEDERATED INSTITUTIONAL HIGH			PURCHASE				
	VARIOUS	12/07/12	3				3
1230 SH FEDERATED INSTITUTIONAL HIGH			PURCHASE				
	VARIOUS	2/13/13	12,571	12,558			13
775 SH FEDERATED ULTRASHORT BOND			PURCHASE				
	VARIOUS	9/06/12	7,153	7,084			69
310 SH FEDERATED ULTRASHORT BOND			PURCHASE				
	VARIOUS	11/09/12	2,864	2,833			31
3820 SH FEDERATED ULTRASHORT BOND			PURCHASE				
	VARIOUS	2/13/13	35,220	34,915			305
865 SH LEGG MASON BW INTERNATIONAL			PURCHASE				
	VARIOUS	9/06/12	10,631	10,510			121
350 SH LEGG MASON BW INTERNATIONAL			PURCHASE				
	VARIOUS	11/09/12	4,358	4,253			105
LEGG MASON BW INTERNATIONAL			PURCHASE				
	VARIOUS	12/14/12	832				832
LEGG MASON BW INTERNATIONAL			PURCHASE				
	VARIOUS	2/01/13	1,231				1,231
1040 SH LEGG MASON BW INTERNATIONAL			PURCHASE				
	VARIOUS	2/13/13	12,875	12,695			180
955 SH STONE HARBOR LOCAL MARKET			PURCHASE				
	VARIOUS	9/06/12	10,285	10,343			-58
400 SH STONE HARBOR LOCAL MARKET			PURCHASE				
	VARIOUS	11/09/12	4,400	4,332			68

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
STONE HARBOR LOCAL MARKET	VARIOUS	12/21/12	PURCHASE $ 29	$	$	$	$ 29
STONE HARBOR LOCAL MARKET	VARIOUS	12/21/12	PURCHASE 76				76
1120 SH STONE HARBOR LOCAL MARKET	VARIOUS	2/13/13	PURCHASE 12,667	12,133			534
1775 SH VANGUARD HI YIELD	VARIOUS	9/06/12	PURCHASE 10,632	10,348			284
12461.707 SH VANGUARD HI YIELD	VARIOUS	9/24/12	PURCHASE 75,394	72,652			2,742
1255 SH WELLS FARGO ADVANTAGE	VARIOUS	9/06/12	PURCHASE 10,366	10,316			50
530 SH WELLS FARGO ADVANTAGE	VARIOUS	11/09/12	PURCHASE 4,394	4,357			37
WELLS FARGO ADVANTAGE	VARIOUS	12/11/12	PURCHASE 10				10
1465 SH WELLS FARGO ADVANTAGE	VARIOUS	2/13/13	PURCHASE 12,145	12,042			103
TOTAL			$ 3,401,994	$ 3,161,811	$ 0	$ 0	$ 240,183

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
OIL & GAS ROYALITIES	$ 403,112	$ 403,112	$ 403,112
TOTAL	$ 403,112	$ 403,112	$ 403,112

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Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FORM 990-PF PREP FEE	$ 750	$	$	$ 750
TOTAL	$ 750	$ 0	$ 0	$ 750

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TAXES FOR 6/30/2012 FORM 990-PF	$ 6,018	$	$	$ 6,018
OIL & GAS PRODUCTION TAX	21,941	21,941		
AD VELOREM TAXES	17,039	17,039		
FOREIGN TAX	433	433		
TOTAL	$ 45,431	$ 39,413	$ 0	$ 6,018

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
MINERAL FEES	24,156	24,156		
MISCELLANEOUS	40	40		
TOTAL	$ 24,196	$ 24,196	$ 0	$ 0

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE STOCK	$ 1,699,928	$ 1,416,660	COST	$ 1,954,244
TOTAL	$ 1,699,928	$ 1,416,660		$ 1,954,244

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Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE BONDS	$ 1,635,557	$ 1,814,554	COST	$ 1,836,915
TOTAL	$ 1,635,557	$ 1,814,554		$ 1,836,915

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ROYALTIES & MINERAL INTEREST	$ 8	$ 8	COST	$ 8
MUTUAL FUNDS	510,243	674,394	COST	836,866
TOTAL	$ 510,251	$ 674,402		$ 836,874