INTERNAL REVENUE SERVICE

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: CHARLES EDWARD STUART CHARITABLE FOUNDATION

A Employer identification number: 91-1088288

Number and street (or P O box number if mail is not delivered to street address): BANK OF AMERICA, N.A. P.O. BOX 831041

Room/suite:

B Telephone number (see instructions): 800- 357-7094

City or town, state, and ZIP code: DALLAS, TX 75283-1041

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: [X] 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) ▶ $ 62,269,733.

J Accounting method: [X] 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		(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)	177,709.			
	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	1,569,588.	1,569,518.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	3,246,929.			
	b	Gross sales price for all assets on line 6a 43,659,357.				
	7	Capital gain net income (from Part IV, line 2)		3,246,929.		
	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)		305.		STMT 12
	12	**Total.** Add lines 1 through 11	4,994,226.	4,816,752.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	342,119.	205,271.		136,848.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 13	1,750.	NONE	NONE	1,750.
	c	Other professional fees (attach schedule) STMT 14	22,420.	22,420.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 15	97,743.	16,743.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 16	1,324.	4,378.		25.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	465,356.	248,812.	NONE	138,623.
	25	Contributions, gifts, grants paid	2,850,004.			2,850,004.
	26	**Total expenses and disbursements** Add lines 24 and 25	3,315,360.	248,812.	NONE	2,988,627.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,678,866.			
	b	**Net investment income** (if negative, enter -0-)		4,567,940.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Form **990-PF** (2012)

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	882,228.	946,341.	946,341.
	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)		58,415,725.	61,323,392.
	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)	56,741,179.		
	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)	57,623,407.	59,362,066.	62,269,733.
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	57,623,407.	59,362,066.	
	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)	57,623,407.	59,362,066.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	57,623,407.	59,362,066.	

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	57,623,407.
2 Enter amount from Part I, line 27a	2	1,678,866.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 17	3	64,226.
4 Add lines 1, 2, and 3	4	59,366,499.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 18	5	4,433.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	59,362,066.

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	OTHER GAINS AND LOSSES			
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	42,258,903.		38,914,143.	3,344,760.
b	1,400,454.		1,498,285.	-97,831.
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				3,344,760.
b				-97,831.
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** 3,246,929.

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	2,692,434.	59,820,878.	0.045008
2010	2,377,187.	60,838,901.	0.039073
2009	2,125,417.	55,966,785.	0.037976
2008	2,310,010.	51,791,172.	0.044602
2007			

2	**Total** of line 1, column (d)	2	0.166659
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	0.041665
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	61,893,049.
5	Multiply line 4 by line 3	5	2,578,774.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	45,679.
7	Add lines 5 and 6	7	2,624,453.
8	Enter qualifying distributions from Part XII, line 4	8	2,988,627.

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 ▶ [X] and enter 1% of Part I, line 27b	1	45,679.
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	45,679.
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	45,679.
6	Credits/Payments.		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . 6a 111,400.		
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	111,400.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] 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	65,721.
11	Enter the amount of line 10 to be. **Credited to 2013 estimated tax** ▶ 45,680. **Refunded** ▶	11	20,041.

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?	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) ▶ WA			
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)*

		Line	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 ▶ NONE

14 The books are in care of ▶ BANK OF AMERICA, N.A. Telephone no ▶ (206)358-0912

Located at ▶ 500 5TH AVE, 33RD FL, SEATTLE, WA ZIP+4 ▶ 98104-3176

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

		Line	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.

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
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		
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

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**		
	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		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870.		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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
BANK OF AMERICA, N.A. P.O. BOX 24565, SEATTLE, WA 98124	CO-TRUSTEE 1	342,119.	-0-	-0-
PATRICK W. SULLIVAN 10404 SW 268TH ST, VASHON, WA 98070-8424	CO-TRUSTEE 5			

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

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

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	60,618,158.
b	Average of monthly cash balances	1b	2,217,425.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	62,835,583.
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	62,835,583.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	942,534.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	61,893,049.
6	**Minimum investment return.** Enter 5% of line 5	6	3,094,652.

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	3,094,652.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 45,679.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	45,679.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,048,973.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	3,048,973.
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	3,048,973.

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	2,988,627.
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	2,988,627.
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	45,679.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,942,948.

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				3,048,973.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			1,657,388.	
b	Total for prior years 20 10 ,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 ▶ $ 2,988,627.				
a	Applied to 2011, but not more than line 2a			1,657,388.	
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				1,331,239.
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				1,717,734.
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				

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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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).)

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 24				2,850,004.
Total . . . . ▶ **3a**				2,850,004.
b *Approved for future payment*				
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	1,569,588.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	3,246,929.	
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)				4,816,517.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 4,816,517.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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: [signature] | Date: 10/23/2013 | Title: TRUSTEE

BANK OF AMERICA, N.A.

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2012

Name of the organization

CHARLES EDWARD STUART CHARITABLE FOUNDATION

Employer identification number

91-1088288

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ _______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: CHARLES EDWARD STUART CHARITABLE FOUNDATION

Employer identification number: 91-1088288

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	TUW DeETTE STUART - B ROHWER CRAT P.O. BOX 831041 DALLAS, TX 75283-1041	$ 177,709.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABB LTD SPONSORED ADR	1,255.	1,255.
AT&T INC	10,574.	10,574.
AT&T INC SR UNSECD NT	8,113.	8,113.
ABBOTT LABORATORIES	3,132.	3,132.
ABBOTT LABS NT	8,364.	8,364.
ABBVIE INC COM	1,378.	1,378.
ADIDAS AG SPONSORED ADR	1,045.	1,045.
AETNA INC NEW COM	232.	232.
ALLERGAN INCORPORATED	503.	503.
ALLIANZ SE SPONSORED ADR REPSTG 1/10 SH	962.	962.
ALLSTATE CORP SR NT	26,493.	26,493.
ALTRIA GROUP INC	4,339.	4,339.
AMADEUS IT HLDG SA ADS UNSPONSORED ADR	325.	325.
AMERICA MOVIL S A DE C V SPONSORED ADR R	239.	239.
AMERICAN ELECTRIC POWER CO	2,248.	2,248.
AMERICAN EXPRESS CO	1,267.	1,267.
AMERICAN TOWER CORP COM	1,317.	1,317.
AMGEN INC COM	1,936.	1,936.
ANADARKO PETROLEUM CORP	58.	58.
APPLE INC COM	4,899.	4,899.
APTARGROUP INCORPORATED	542.	542.
ARM HLDGS PLC SPONSORED ADR	346.	346.
AUTOMATIC DATA PROCESSING INC	2,403.	2,403.
BB&T CORP SR MTN SER C CALL 2/22/17 @100	5,270.	5,270.
BG GROUP PLC- SPON ADR ISIN US0554342032	484.	484.
BANCO BRADESCO S A SPONSORED ADR REPSTG	841.	841.
BANK MARIN BANCORP COM	74.	74.
BANK NEW YORK MELLON CORP COM	233.	233.
BANK NOVA SCOTIA B C SR UNSECD NT CANADA	6.	6.
BARNES GROUP INC COM	473.	473.
BBCN BANCORP INC COM	33.	33.
BERKSHIRE HATHAWAY FIN CORP SR NT	22,579.	22,579.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BHP BILLITON LIMITED ADR	1,996.	1,996.
BLACKROCK INC CL A	2,280.	2,280.
BOEING CO	1,937.	1,937.
BOFA MONEY MARKET RESERVES CAPITAL CLASS	2,495.	2,495.
BOTTLING GROUP LLC SR NT	11,563.	11,563.
BRAMBLES LTD UNSPONSORED ADR	879.	879.
BRISTOL MYERS SQUIBB CO COM	6,978.	6,978.
BRITISH AMERICAN TOBACCO PLC (UK/US$) IS	1,007.	1,007.
BRITISH SKY BROADCASTING GROUP PLC	489.	489.
BUNZL PLC SPONSORED ADR NEW	518.	518.
CLECO CORP NEW COM	697.	697.
CME GROUP INC COM	2,554.	2,554.
CMS ENERGY CORP COM	1,459.	1,459.
CNOOC LTD SPONSORED ADR	538.	538.
CVS CAREMARK CORP COM	1,337.	1,337.
CVS CAREMARK CORP UNSECD SR NT	1,293.	1,293.
CANADIAN NATL RY CO	319.	319.
CANON INC ADR REPSTG 5 SHS	504.	504.
CAPITAL ONE FINANCIAL CORPORATION	68.	68.
CAPITOL FED FINL INC COM	134.	134.
CARDINAL FINANCIAL CORP	102.	102.
CATERPILLAR FINL SVCS CORP MTN	5,300.	5,300.
CELANESE CORP DEL SER A COM	95.	95.
CENOVUS ENERGY INC COM	384.	384.
CENTRICA PLC SPONSORED ADR NEW 2004	1,362.	1,362.
CHEUNG KONG HLDGS LTD ADR	1,003.	1,003.
CHEVRONTEXACO CORP COM	9,667.	9,667.
CHINA MOBILE HONG KONG LTD SPONSORED ADR	171.	171.
CHUBB CORPORATION	1,933.	1,933.
CIELO S A SPONSORED ADR	431.	431.
CISCO SYSTEMS INCORPORATED	357.	357.
CISCO SYS INC NT	14,850.	14,850.
CITIGROUP INC NEW COM	18.	18.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
COCA COLA AMATIL LTD SPONSORED ADR	673.	673.
COCA-COLA ENTERPRISES INC NEW COM	412.	412.
COCA COLA HELLENIC BOTTLING CO S A ADR S	141.	141.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	13,460.	13,460.
COLUMBIA ACORN SELECT FUND CLASS Z SHARE	11,367.	11,367.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	122,902.	122,902.
COLUMBIA SMALL CAP GROWTH I FUND CLASS Z	3,528.	3,528.
COLUMBUS GA BLDG AUTH LEASE REV SER C OI	28,449.	28,449.
COMCAST CORP NEW CL A COM	438.	438.
COMCAST CORP - SPECIAL CL-A	656.	656.
COMCAST CORP NEW SR UNSECD NT	389.	389.
COMPASS GROUP PLC SPONSORED ADR NEW	853.	853.
CONOCOPHILLIPS AUSTRALIA FDG CO GTD NT	27,500.	27,500.
CONSOLIDATED EDISON CO NY INC DEB SER 20	24,375.	24,375.
COSTCO WHSL CORP NEW COM	8,751.	8,751.
COTT CORP COM	287.	287.
CRANE COMPANY	537.	537.
DANA HLDG CORP	276.	276.
DANAHER CORPORATION	45.	45.
DELAWARE EMERGING MKTS FUND CL INSTL CL	35,988.	35,988.
DENSO CORP UNSPONSORED ADR	177.	177.
DEUTSCHE BOERSE ADR	1,057.	1,057.
DEUTSCHE POST AG SPONSORED ADR	834.	834.
DIAGEO SPONSORED ADR (UK-USD) SEDOL #213	3,953.	3,953.
DIGITAL RLTY TR INC REITS	1,580.	1,510.
DIRECTV HLDGS LLC / DIRECTV FING INC CO	595.	595.
DISNEY WALT CO	842.	842.
DOMINION RESOURCES INC	1,110.	1,110.
DOMINION RES INC VA NEW UNSECD SR NT SER	290.	290.
DOVER CORPORATION	1,797.	1,797.
DOW CHEMICAL COMPANY	872.	872.
DOW CHEM CO SR UNSECD NT	56.	56.
DR PEPPER SNAPPLE INC COM	412.	412.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DUPONT E I DE NEMOURS & CO COM	3,277.	3,277.
DUKE ENERGY CORP NEW COM	467.	467.
DUKE ENERGY CORP NEW UNSECD SR NT	36.	36.
EOG RESOURCES INC	1,043.	1,043.
EMCOR GROUP INC	410.	410.
EMERSON ELEC CO	1,549.	1,549.
ENTERPRISE PRODS OPER LLC CO GTD SR NT	461.	461.
ERICSSON L M TEL CO ADR CL B	1,145.	1,145.
EXPRESS SCRIPTS INC CO GTD NT	1,217.	1,217.
EXXON MOBIL CORPORATION	7,308.	7,308.
FANUC CORP UNSP ADR	115.	115.
FASTENAL CO COM	3,036.	3,036.
FEDERAL HOME LN MTG CORP POOL #G14497	7,388.	7,388.
FEDERAL HOME LN MTG CORP POOL #J18702	7,935.	7,935.
FEDERAL FARM CR BKS CONS BD	8,938.	8,938.
FEDERAL FARM CR BKS NT	24,375.	24,375.
FEDERAL HOME LN BKS NT	4,813.	4,813.
FEDERAL HOME LN BKS CONS BD	11,976.	11,976.
FEDERAL HOME LN BKS CONS BD	6,105.	6,105.
FEDERAL HOME LN MTG CORP NT	19,219.	19,219.
FEDERAL HOME LN MTG CORP DTD 10/17/2003	48,750.	48,750.
FEDERAL HOME LN MTG CORP NT	7,708.	7,708.
FEDERAL HOME LN MTG CORP REFERENCE MTN	5,009.	5,009.
FEDERAL NATL MTG ASSN NT CALL 3/8/11 @10	7,500.	7,500.
FEDERAL NATL MTG ASSN NT	13,063.	13,063.
FIDELITY NATL INFORMATION SVCS INC COM	98.	98.
FIFTH THIRD BANCORP COM	578.	578.
FINISH LINE INC CL A	214.	214.
FIRST DEFIANCE FINANCIAL CORP	101.	101.
FIRST MIDWEST BANCORP INC DEL	41.	41.
FOMENTO ECONOMICO MEXICANO SA SPON ADR U	275.	275.
FRANKLIN RES INC COM	4,743.	4,743.
FRESENIUS MEDICAL CARE-ADR	399.	399.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GALLAGHER ARTHUR J & CO	1,645.	1,645.
GAP INCORPORATED	338.	338.
GAZPROM O A O SPONSORED ADR	492.	492.
GENERAL CABLE CORP DE NEW	91.	91.
GENERAL ELEC CO	2,313.	2,313.
GENERAL ELEC CO 01/28/2003 5% 02/01/2013	25,000.	25,000.
GENERAL ELEC CAP CORP SR UNSCED MTN	656.	656.
GENERAL MILLS INC	1,287.	1,287.
GLAXO PLC	6,960.	6,960.
GOLDMAN SACHS GROUP INC	1,084.	1,084.
GRUPO TELEVISA GDS	256.	256.
HANESBRANDS INC COM	161.	161.
HARBOR INTERNATIONAL FUND INSTL CL	33,694.	33,694.
HARTFORD FINANCIAL SVCS GRP	191.	191.
HEINZ H J CO	3,065.	3,065.
HOLLYFRONTIER CORP COM	826.	826.
HOME DEPOT INC	3,763.	3,763.
HONEYWELL INTERNATIONAL INC	2,739.	2,739.
HUTCHISON WHAMPOA LTD ADR	704.	704.
IMPERIAL TOBACCO GROUP ADR UNITED KINGDO	1,224.	1,224.
INDUSTRIAL & COML BK CHINA ADR	794.	794.
INNOPHOS HLDGS INC COM	552.	552.
INTEL CORPORATION	5,953.	5,953.
INTERNATIONAL BUSINESS MACHS	4,527.	4,527.
IBM CORP 11/27/2002 4.75% 11/29/2012	32,965.	32,965.
INTERNATIONAL BUSINESS MACHS CORP NT	2,737.	2,737.
J & J SNACK FOODS CORP COM	151.	151.
J P MORGAN CHASE & CO COM	7,102.	7,102.
JPMORGAN CHASE & CO SR NT	10,350.	10,350.
JOHN HANCOCK FDS III DISCIPLINED VALUE M	12,488.	12,488.
JOHNSON & JOHNSON	9,212.	9,212.
JOHNSON CONTROLS INCORPORATED	406.	406.
JULIUS BAER GROUP LTD ADR	215.	215.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
KBR INC COM	82.	82.
KLA INSTRS CORP	579.	579.
KELLOGG CO	503.	503.
KEPPEL CORP LTD SPONSORED ADR	1,972.	1,972.
KIMBERLY CLARK CORP COM	3,667.	3,667.
KINDER MORGAN INC DEL COM	3,341.	3,341.
KINGFISHER PLC SPONSORED ADR	697.	697.
KOMATSU LTD SPON ADR NEW	155.	155.
KRAFT FOODS INC SR UNSECD NT	733.	733.
KROGER CO SR NT CALL 1/15/22 @100	1,073.	1,073.
LANCASTER COLONY CORP COM	2,463.	2,463.
LAS VEGAS SANDS CORP	16,705.	16,705.
ESTEE LAUDER COMPANIES CL A	2,267.	2,267.
LIMITED BRANDS INC COM	1,830.	1,830.
LOCKHEED MARTIN CORPORATION	4,966.	4,966.
LORILLARD INC COM	4,086.	4,086.
MB FINL INC NEW	112.	112.
MACYS INC COM	1,557.	1,557.
MARSH & MCLENNAN COS INC	525.	525.
MAXIMUS INC COM	210.	210.
MCDONALDS CORP	3,666.	3,666.
MCKESSON HBOC INC	840.	840.
MEAD JOHNSON NUTRITION CO COM	1,128.	1,128.
MERCK & CO INC NEW COM	8,428.	8,428.
MERCK & CO INC NEW SR UNSECD NT	560.	560.
MEREDITH CORP	1,179.	1,179.
METLIFE INC	2,083.	2,083.
METLIFE INC JR SUB NT	12,500.	12,500.
MICROSOFT CORPORATION	6,837.	6,837.
MIDAMERICAN ENERGY CO DTD 10/1/2004 4.65	24,001.	24,001.
MONSANTO CO NEW COM	401.	401.
MOODYS CORP COM	434.	434.
NATIONAL OILWELL VARCO INC COM	604.	604.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NATIONAL PENN BANCSHARES INC COM	511.	511.
NESTLE S A SPONSORED ADR	3,622.	3,622.
NEXTERA ENERGY INC COM	1,463.	1,463.
NIDEC CORP SPONSORED ADR	106.	106.
NORDSTROM INCORPORATED	707.	707.
NORFOLK SOUTHERN CORP	1,361.	1,361.
NORTHROP CORPORATION	230.	230.
NOVARTIS AG ADR	585.	585.
NOVO-NORDISK A S ADR	1,818.	1,818.
NUCOR CORP	720.	720.
OCCIDENTAL PETROLEUM CORPORATION	4,485.	4,485.
OCEANEERING INTL INC COM	1,295.	1,295.
ORACLE SYS CORP	386.	386.
ORITANI FINL CORP NEW COM	463.	463.
OWENS & MINOR INC NEW COM	63.	63.
PIMCO HIGH YIELD FUND	23,414.	23,414.
PNC BK CORP	3,401.	3,401.
PNC FDG CORP SR NT	9,969.	9,969.
PPG INDUSTRIES INC	1,065.	1,065.
PALL CORPORATION	214.	214.
PARKER HANNIFIN CORPORATION	1,304.	1,304.
PEARSON PLC SPONSORED ADR	98.	98.
PENN WEST PETE LTD NEW COM	1,370.	1,370.
PEPSICO INCORPORATED	570.	570.
PEPSICO INC SR NT	778.	778.
PFIZER INC	9,484.	9,484.
PHILIP MORRIS INTL INC COM	13,093.	13,093.
PHILLIPS 66 COM	90.	90.
PIMCO FOREIGN BOND FUND UNHEDGED INSTL C	36,593.	36,593.
PIMCO COMMODITY REALRETURN STRATEGY FUND	83,280.	83,280.
PIMCO ALL ASSET ALL AUTH FUND INSTL CL	9,612.	9,612.
PORTLAND GEN ELEC CO COM NEW	792.	792.
POTASH CORP SASK INC	466.	466.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRAXAIR INCORPORATED	2,172.	2,172.
PRECISION CASTPARTS CORPORATION	167.	167.
PRICE T ROWE GROUP INC COM	1,572.	1,572.
PROASSURANCE CORP COM	476.	476.
PROCTER & GAMBLE CO COM	3,291.	3,291.
PROCTER & GAMBLE CO NT	18,545.	18,545.
PROSPERITY BANCSHARES INC COM	493.	493.
PROTECTIVE LIFE CORP	402.	402.
PRUDENTIAL FINL INC COM	593.	593.
PRUDENTIAL FINL INC MTN SR NT	1,246.	1,246.
PUBLIC SERVICE ENTERPRISE GROUP INC	178.	178.
PUBLIC STORAGE INC	1,198.	1,198.
PUBLICIS S A NEW NEW SPONSORED ADR COM	232.	232.
QUALCOMM INC	6,585.	6,585.
RPM INCORPORATED OHIO	2,660.	2,660.
RAYTHEON CO COM NEW	2,850.	2,850.
REED ELSEVIER P L C SPONSORED ADR NEW CO	1,895.	1,895.
ROCHE HLDG LTD SPONSORED ADR	1,152.	1,152.
ROCKWELL INTL CORP	554.	554.
ROYAL DUTCH SHELL PLC	1,240.	1,240.
ROYAL DUTCH SHELL PLC SPONSORED ADR CL A	10,029.	10,029.
ST JUDE MEDICAL INCORPORATED	658.	658.
SAP AG ADR	1,128.	1,128.
SCHLUMBERGER LIMITED	1,297.	1,297.
SCHNEIDER ELEC SA ADR	1,004.	1,004.
SCHWAB CHARLES CORP NEW COM	615.	615.
SEMPRA ENERGY	3,757.	3,757.
SEMPRA ENERGY SR UNSECD NT	341.	341.
SHERWIN WILLIAMS COMPANY	1,328.	1,328.
SHIRE PHARMACEUTICALS GRP PLC SPONSORED	65.	65.
SILVER WHEATON CORP COM	727.	727.
SIMON PPTY GROUP INC NEW COM	362.	362.
SMITH & NEPHEW PLC SPDN ADR NEW	532.	532.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SMITH A O CORP COM	359.	359.
STANLEY BLACK & DECKER INC COM	723.	723.
STARBUCKS CORP COM	1,394.	1,394.
STATE STREET CORP	223.	223.
SUNCOR ENERGY INC NEW COM	516.	516.
SWEDBANK A B SPONSORED ADR	1,244.	1,244.
SYNGENTA AG SPONSORED ADR	1,409.	1,409.
TJX COMPANIES INCORPORATED NEW	967.	967.
TAIWAN SEMICONDUCTOR MFG LTD SPONSORED A	512.	512.
TARGET CORP	723.	723.
TELEFLEX INCORPORATED	636.	636.
TESCO PLC SPONSORED ADR	123.	123.
TEVA PHARMACEUTICAL INDS LTD ADR	1,063.	1,063.
TEXAS INSTRS INC	1,348.	1,348.
THERMO ELECTRON CORP	199.	199.
3M CO COM	702.	702.
TIME WARNER INC NEW COM	2,547.	2,547.
TIME WARNER INC NEW UNSECD SR NT	1,209.	1,209.
TITAN INTL INC ILLINOIS COM	14.	14.
TOTAL S A SPONSORED ADR	116.	116.
TOWER GROUP INC COM	696.	696.
TOWERS WATSON & CO CL A COM	128.	128.
TOYOTA MOTOR CORP UNSPONSORED ADR	265.	265.
TRANSCANADA CORP COM	732.	732.
TRAVELERS COS INC COM	1,202.	1,202.
TRUSTMARK CORP COM	652.	652.
US BANCORP DEL COM NEW	2,742.	2,742.
UMPQUA HLDGS CORP COM	741.	741.
UNILEVER N V-W/I (NET/USD) US9047847093	967.	967.
UNITED PARCEL SERVICE CL B	1,065.	1,065.
UNITED STATES TREAS NTS DTD 08/15/04 4.2	33,706.	33,706.
UNITED STATES TREAS NT DTD 09/30/08 3.12	18,492.	18,492.
UNITED STATES TREAS NT DTD 10/15/09 1.37	896.	896.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNITED STATES TREAS NT DTD 06/01/10 2.12	10,625.	10,625.
UNITED STATES TREAS NT DTD 08/02/10 1.75	9,625.	9,625.
UNITED STATES TREAS NT DTD 09/30/10 1.25	4,375.	4,375.
UNITED TECHNOLOGIES CORP	3,424.	3,424.
V F CORPORATION	524.	524.
VANGUARD FTSE EMERGING MKTS ETF	39,351.	39,351.
VERIZON COMMUNICATIONS	12,476.	12,476.
VERIZON GLOBAL FDG CORP NT	21,875.	21,875.
VIACOM INC CL B COM	1,072.	1,072.
VISA INC CL A COM	2,303.	2,303.
VODAFONE GROUP PLC NEW SP ADR	1,397.	1,397.
VOLKSWAGEN A G SPONSORED ADR REPSTG PREF	647.	647.
VOLVO AKTIEBOLAGET ADR B	946.	946.
WPP PLC ADR COM	535.	535.
WAL-MART STORES INCORPORATED	2,209.	2,209.
WAL-MART STORES INC SR NT	21,250.	21,250.
WAL-MART STORES INC SR NT	108.	108.
WASHINGTON FEDERAL INC	312.	312.
WASTE MANAGEMENT INC	1,353.	1,353.
WELLS FARGO COMPANY	5,468.	5,468.
WELLS FARGO & CO NEW UNSECD MEDIUM TERM	12,188.	12,188.
WEST PHARMACEUTICAL SVSC INC COM	389.	389.
WEST VIRGINIA ST TAXABLE INFRASTRUCTURE	16,500.	16,500.
WESTAR ENERGY INC COM	1,460.	1,460.
WESTERN UNION CO COM	325.	325.
WESTPAC BKG CORP SR UNSECD NT AUSTRALIA	8,250.	8,250.
WILLIAMS COS INC DEL COM	910.	910.
WISCONSIN ENERGY CORPORATION	1,164.	1,164.
WORLEYPARSONS LTD UNSPON ADR	557.	557.
WYETH NT	16,500.	16,500.
YUM BRANDS INC COM	3,905.	3,905.
EXCELSIOR PRIVATE MARKETS FUND II (TE) L	31,316.	31,316.
ASPEN INSURANCE HOLDINGS LTD COM	544.	544.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ACCENTURE PLC CL A COM	3,691.	3,691.
COVIDIEN PLC COM	432.	432.
DELPHI AUTOMOTIVE PLC COM	520.	520.
TOWER GROUP INTL LTD COM	264.	264.
ACE LTD COM	3,030.	3,030.
TYCO INTL LTD NEW F COM	1,187.	1,187.
UBS AG COM	140.	140.
LYONDELLBASELL INDUSTRIES NV CL A COM	155.	155.
AVAGO TECHNOLOGIES LTD COM	523.	523.
TOTAL	1,569,588.	1,569,518.

CHARLES EDWARD STUART CHARITABLE FOUNDATION 91-1088288

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
POWERSHARES DB COMMODITY INDEX TRACKING		305.
TOTALS		305.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,750.			1,750.
TOTALS	1,750.	NONE	NONE	1,750.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	22,420.	22,420.
TOTALS	22,420.	22,420.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	6,912.	6,912.
EXCISE TAX ESTIMATES	81,000.	
FOREIGN TAXES ON QUALIFIED FOR	6,561.	6,561.
FOREIGN TAXES ON NONQUALIFIED	3,270.	3,270.
TOTALS	97,743.	16,743.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER INVESTMENT FEE	1,299.	1,299.	
STATE FILING FEE	25.		25.
PARTNERSHIP EXPENSES		3,079.	
TOTALS	1,324.	4,378.	25.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
FOREIGN TAX WITHHELD REFUND	2,697.
Y/E SALES ADJUSTMENT - 2012	9,032.
NET ROUNDING	6.
ROC ADJUSTMENT - 2012	240.
PARTNERSHIP BASIS ADJUSTMENT	52,251.
TOTAL	64,226.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
COST BASIS ADJUSTMENT - DIGITAL RLTY	150.
PURCHASED ACCRUED INTEREST	1,178.
Y/E SALES ADJUSTMENT - 2011	3,105.
TOTAL	4,433.

CHARLES EDWARD STUART CHARITABLE FOUNDATION 91-1088288

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
OTHER GAINS AND LOSSES					
51665. POWERSHARES DB COMMODITY INDEX TRACKING FUND UNIT BEN INT	09/07/2012	01/29/2013	1,452,705.00	1,498,285.00	-45,580.00
TOTAL OTHER GAINS AND LOSSES			1,452,705.00	1,498,285.00	-45,580.00
Totals			1,452,705.00	1,498,285.00	-45,580.00

JSA
2F0971 1 000

GAINS AND LOSSES FROM PASS-THRU ENTITIES

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES

PARTNERSHIPS, TRUSTS, S CORPORATIONS	-52,251.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		-52,251.00

RECIPIENT NAME:
AMERICAN HEART ASSOCIATION
ADDRESS:
7272 GREENVILLE AVE
DALLAS, TX 75231
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 149,304.

RECIPIENT NAME:
FRED HUTCHINSON CANCER RESEARCH
ADDRESS:
PO BOX 19024
SEATTLE, WA 98109-1024
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 895,821.

RECIPIENT NAME:
RYTHER CHILD CENTER
ADDRESS:
2400 NE 95TH ST
SEATTLE, WA 98115-2499
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 149,304.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SEATTLE CHILDREN'S HOME
ADDRESS:
2142 TENTH AVE W
SEATTLE, WA 98119
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 149,304.

RECIPIENT NAME:
CHILDRENS HOME SOCIETY OF
WASHINGTON
ADDRESS:
PO BOX 15190
SEATTLE, WA 98115-0190
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 149,304.

RECIPIENT NAME:
SEATTLE ART MUSEUM
ADDRESS:
1300 1ST AVE
SEATTLE, WA 98101-2003
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 461,144.

RECIPIENT NAME:
SEATTLE SYMPHONY ORCHESTRA, INC.
ADDRESS:
P.O. BOX 21906
SEATTLE, WA 98111-3906
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 149,304.

RECIPIENT NAME:
SEATTLE OPERA
ADDRESS:
1020 JOHN ST
SEATTLE, WA 98109
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 149,304.

RECIPIENT NAME:
HISTORICAL SOCIETY OF SEATTLE
AND KING COUNTY
ADDRESS:
2700 24TH AVE E
SEATTLE, WA 98112-2031
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 298,607.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
UNIVERSITY OF WASHINGTON -
ADDRESS:
P.O. BOX 354998
SEATTLE, WA 98195-0001
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 149,304.

RECIPIENT NAME:
SALVATION ARMY
ADDRESS:
P.O. BOX 9219
SEATTLE, WA 98109-0200
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 149,304.

TOTAL GRANTS PAID: 2,850,004.

FEDERAL FOOTNOTES

FORM 990-PF - PART VIII, LINE 1(B) - AVERAGE HOURS PER WEEK DEVOTED TO POSITION: THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

CHARLES EDWARD STUART CHARITABLE
91-1088288
Balance Sheet
06/30/2013

Bank of America

Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	946341 030	946,341 03	946,341 03
000375204	ABB LTD	1733 000	36,497.12	37,536 78
00206R102	AT&T INC	4246.000	127,931.82	150,308 40
00206RAW2	AT&T INC	275000.000	284,416 00	287,375.00
002824100	ABBOTT LABS	2584 000	72,827 35	90,129 92
00287Y109	ABBVIE INC	1957.000	56,423 34	80,902 38
00687A107	ADIDAS AG	1180.000	54,421.71	63,761.30
015351109	ALEXION PHARMACEUTICALS INC	792.000	70,475.25	73,054.08
018490102	ALLERGAN INC	2338.000	184,659 36	196,953 12
018805101	ALLIANZ SE	1627.000	22,053 04	23,739 56
020002AR2	ALLSTATE CORP	250000.000	252,387 50	261,527 50
02209S103	ALTRIA GROUP INC	1179.000	19,334 42	41,253 21
02263T104	AMADEUS IT HLDG SA	1308.000	30,798 12	41,748 74
023135106	AMAZON COM INC	1159 000	256,000.22	321,842.71
02364W105	AMERICA MOVIL S A B DE C V	845 000	19,483.76	18,378.75
025537101	AMERICAN ELEC PWR INC	569.000	17,621 24	25,479.82
025816109	AMERICAN EXPRESS CO	785 000	29,035 66	58,686.60
03027X100	AMERICAN TOWER CORP	2227 000	164,757 92	162,949 59
031162100	AMGEN INC	775 000	44,752.96	76,461 50
038336103	APTARGROUP INC	648 000	35,108 92	35,776.08
042068106	ARM HLDGS PLC	2703.000	95,791 35	97,929.69
053015103	AUTOMATIC DATA PROCESSING INC	689.000	24,570.29	47,444.54
05531FAK9	BB&T CORP	250000.000	248,980 00	250,410.00
055434203	BG GROUP PLC	2125 000	39,118.67	36,048 50
056752108	BAIDU INC	1786 000	238,375.99	168,959 17
059460303	BANCO BRADESCO S A	3978.000	63,738.36	51,753 78
05969A105	BANCORP INC	1189.000	16,891 88	17,823 11
063425102	BANK MARIN BANCORP	320.000	12,428 18	12,800 00
06366QW86	BANK MONTREAL	180000.000	189,063.00	184,512.60
064159BZ8	BANK NOVA SCOTIA B C	200000.000	197,073.71	192,718.00
067806109	BARNES GROUP INC	1356.000	36,174 60	40,666 44
078454105	BELLE INTL HLDGS LTD	1859.000	29,006 57	25,550 10
084664AD3	BERKSHIRE HATHAWAY FIN CORP	250000.000	252,597.50	252,955 00
088606108	BHP BILLITON LTD	323.000	22,300.82	18,624.18

CHARLES EDWARD STUART CHARITABLE
91-1088288
Balance Sheet
06/30/2013

Bank of America

Cusip	Asset	Units	Basis	Market Value
09061G101	BIOMARIN PHARMACEUTICAL INC	1482.000	94,781 49	82,606 68
09062X103	BIOGEN IDEC INC	368.000	42,690.21	79,193.60
09247X101	BLACKROCK INC	163.000	25,568 21	41,866 55
097023105	BOEING CO	676.000	45,834 07	69,249.44
105105100	BRAMBLES LTD	2712 000	43,058 35	46,372 49
110122108	BRISTOL MYERS SQUIBB CO	2185 000	64,218.34	97,647 65
110448107	BRITISH AMERN TOB PLC	665.000	70,286 78	68,455.10
111013108	BRITISH SKY BROADCASTING GROUP	611.000	30,062.79	29,357 94
120738406	BUNZL PLC	525.000	48,034.98	50,960 70
12477X106	CAI INTL INC	830.000	22,730.86	19,563 10
12561W105	CLECO CORP NEW	571 000	22,956 53	26,511 53
12572Q105	CME GROUP INC	550.000	26,642 40	41,772 50
125896100	CMS ENERGY CORP	721 000	15,533.88	19,589.57
126132109	CNOOC LTD	309.000	59,415.42	51,751 32
12646R105	CST BRANDS INC	572 000	18,175 87	17,623.32
126650100	CVS CAREMARK CORP	2425.000	115,079.28	138,661 50
126650BT6	CVS CAREMARK CORP	80000 000	85,078 40	83,255.20
129603106	CALGON CARBON CORP	1742 000	25,710 26	29,056 56
136375102	CANADIAN NATIONAL RAILWAY	349 000	31,810.72	33,947.23
14057J101	CAPITOL FED FINL INC	1780 000	21,166 55	21,618.10
14149F109	CARDINAL FINL CORP	2077 000	33,223 76	30,407 28
14912L4S7	CATERPILLAR FINL SVCS CORP	200000.000	208,698 00	208,278 00
151020104	CELGENE CORP	2020.000	176,018.42	236,299.60
15135U109	CENOVUS ENERGY INC	828 000	26,389.04	23,614 56
15639K300	CENTRICA PLC	1549 000	33,471.61	33,850.30
156782104	CERNER CORP	1421 000	112,647.66	136,543.89
166744201	CHEUNG KONG HLDGS LTD	2756 000	38,319 39	37,379 63
166764100	CHEVRON CORP	1426.000	125,320.50	168,752.84
168905107	CHILDRENS PL RETAIL STORES INC	648.000	31,192.28	35,510.40
16941M109	CHINA MOBILE LTD	443.000	23,753.80	22,934.11
171232101	CHUBB CORP	543.000	35,481.35	45,964 95
171778202	CIELO S A	909.000	21,995 81	23,006 79
17275R102	CISCO SYS INC	2515.000	56,092 35	61,202 53
17275RAC6	CISCO SYS INC	270000.000	305,218 80	301,495 50

CHARLES EDWARD STUART CHARITABLE
91-1088288
Balance Sheet
06/30/2013

Bank of America

Cusip	Asset	Units	Basis	Market Value
172967GB1	CITIGROUP INC	100000 000	102,404 00	101,681.00
191085208	COCA COLA AMATIL LTD	1020 000	28,564 06	23,733 36
19122T109	COCA-COLA ENTERPRISES INC	1110 000	34,569.10	39,027.60
192446102	COGNIZANT TECHNOLOGY SOLUTIONS	1827 000	133,430.39	114,443.28
197199854	COLUMBIA ACORN SELECT FUND	79979 449	1,749,821.17	2,174,641 22
19765P596	COLUMBIA SMALL CAP GROWTH I	53011 646	1,250,000 00	1,674,107.78
19765Y852	COLUMBIA EMERGING MARKETS	240758 755	2,475,000 00	2,306,468.87
20030N200	COMCAST CORP	2139 000	77,097 59	84,854.13
20030NBD2	COMCAST CORP NEW	80000 000	83,738.40	77,946.40
20449X203	COMPASS GROUP PLC	5992 000	70,314.27	76,338 08
205887BQ4	CONAGRA FOODS INC	100000 000	100,763 00	98,308 00
20786U101	CONNECTONE BANCORP INC	625.000	18,860 52	19,212.50
22160K105	COSTCO WHSL CORP NEW	841.000	81,362.80	92,989.37
22163N106	COTT CORP	4346 000	37,770 30	33,942 26
224399105	CRANE CO	543 000	24,885.31	32,536.56
235825205	DANA HLDG CORP	1681.000	22,160 98	32,376 06
235851102	DANAHER CORP DEL	1041 000	56,402 09	65,895 30
237266101	DARLING INTL INC	1469.000	22,435 95	27,411.54
24422ERR2	DEERE JOHN CAP CORP	200000 000	208,094 00	199,752 00
24872B100	DENSO CORP	1438 000	25,887.73	33,765 68
251542106	DEUTSCHE BOERSE	3897.000	22,634 73	25,614 98
25157Y202	DEUTSCHE POST AG	1245 000	29,921 60	30,902.15
25179MAM5	DEVON ENERGY CORP NEW UNSECD	75000 000	75,297.00	73,983.75
25243Q205	DIAGEO PLC	410 000	48,674 68	47,129 50
25459HBE4	DIRECTV HLDGS LLC / DIRECTV FING	85000.000	87,043 40	85,410 55
254687106	DISNEY WALT CO	808.000	39,314 93	51,025.20
25746U109	DOMINION RES INC VA NEW	313 000	15,867.32	17,784.66
25746UBP3	DOMINION RES INC VA NEW UNSECD	100000.000	99,881 00	93,179.00
260003108	DOVER CORP	474.000	15,907.21	36,810 84
260543CD3	DOW CHEM CO	100000.000	104,223 00	103,065.00
263534109	DU PONT E I DE NEMOURS & CO	923.000	41,445.39	48,457.50
26441C204	DUKE ENERGY CORP	266.000	17,282.74	17,955 00
26441CAH8	DUKE ENERGY CORP NEW	100000.000	100,488.00	98,164.00
26875P101	EOG RES INC	817.000	83,394.69	107,582.56

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268948106	EAGLE BANCORP INC MD	1477 700	30,468 79	33,070.93
28176E108	EDWARDS LIFESCIENCES CORP	1753 000	162,553 10	117,801 60
29084Q100	EMCOR GROUP INC	979.000	27,967.05	39,796 35
291011104	EMERSON ELEC CO	469.000	22,852.82	25,579 26
29355X107	ENPRO INDS INC	509 000	19,287.79	25,836.84
29362U104	ENTEGRIS INC	3394 000	32,409.43	31,852 69
29379VAS2	ENTERPRISE PRODS OPER LLC	85000 000	90,597 25	89,226 20
29444U502	EQUINIX INC	647 000	122,253 88	119,513.84
294821608	ERICSSON	2725 000	30,046 64	30,738 00
302182AF7	EXPRESS SCRIPTS INC	85000 000	90,006 50	88,388 10
30231G102	EXXON MOBIL CORP	2602.000	201,126.36	235,090 70
30249U101	FMC TECHNOLOGIES INC	3228.000	149,289 44	179,735 04
30303M102	FACEBOOK INC	6144 000	143,131 50	152,862.72
307305102	FANUC CORP	1585 000	42,669.29	38,241.30
311900104	FASTENAL CO	4454.000	196,435 94	203,948 66
3128MDGE7	FEDERAL HOME LN MTG CORP	413608.840	434,063 08	427,042 86
3128PYU36	FEDERAL HOME LN MTG CORP	458309 610	481,225 09	473,195 51
31331KHW3	FEDERAL FARM CR BKS	550000 000	555,682 04	559,955 00
31331VGU4	FEDERAL FARM CR BKS	500000 000	519,185 50	551,570 00
313373JR4	FEDERAL HOME LN BKS	350000 000	356,629 35	353,664.50
3134A4UK8	FEDERAL HOME LN MTG CORP	1000000 000	999,353.00	1,017,840 00
3137EADF3	FEDERAL HOME LN MTG CORP	750000 000	764,820 00	751,050.00
3137EADG1	FEDERAL HOME LN MTG CORP	450000 000	466,092.00	443,007.00
31398A3G5	FEDERAL NATL MTG ASSN	500000 000	500,250 00	506,360 00
31620M106	FIDELITY NATL INFORMATION SVCS	446 000	19,388.47	19,106 64
316773100	FIFTH THIRD BANCORP	1457 000	26,036 88	26,298 85
317923100	FINISH LINE INC	927 000	19,239 98	20,264 22
32006W106	FIRST DEFIANCE FINL CORP	790 000	17,072 79	17,814 50
344419106	FOMENTO ECONOMICO MEXICANO SA	217 000	21,517 62	22,392.23
354613101	FRANKLIN RES INC	1048 000	123,693 15	142,548 96
358029106	FRESENIUS MED CARE AG	830.000	28,477 36	29,274.10
36318L104	GALAXY ENTMT GROUP LTD	659.000	24,128 58	32,285.73
368287207	GAZPROM O A O	2334 000	23,092 00	15,514.10
369300108	GENERAL CABLE CORP DEL NEW	506.000	14,611.61	15,559 50

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36962G6F6	GENERAL ELEC CAP CORP	250000 000	249,360 00	236,230.00
370334104	GENERAL MLS INC	2095 000	86,982.34	101,670 35
375558103	GILEAD SCIENCES INC	3143 000	103,153 58	161,141 61
38141G104	GOLDMAN SACHS GROUP INC	756.000	91,892 77	114,345 00
38143USC6	GOLDMAN SACHS GROUP INC	100000 000	105,933.00	104,386.00
38259P508	GOOGLE INC	337 000	210,706.98	296,684 69
39945C109	GROUPE CGI INC	1500.000	38,443 99	43,935.00
40049J206	GRUPO TELEVISA SA DE CV	1884.000	44,910 43	46,798.56
410345102	HANESBRANDS INC	805 000	24,100.85	41,393 10
411511306	HARBOR INTERNATIONAL FUND	46194 147	2,435,032.31	2,880,205 07
428236BP7	HEWLETT-PACKARD CO	75000 000	77,640 75	77,019.75
437076102	HOME DEPOT INC	1782.000	34,440 53	138,051.54
438516106	HONEYWELL INTL INC	1719 000	93,551 24	136,385.46
440543106	HORNBECK OFFSHORE SVCS INC	883 000	36,053 06	47,240 50
448415208	HUTCHISON WHAMPOA LTD	1574 000	31,438.46	33,098 07
451055107	ICONIX BRAND GROUP INC	1261 000	22,253 34	37,086.01
453142101	IMPERIAL TOBACCO GROUP PLC	854.000	62,885 62	59,063.49
455807107	INDUSTRIAL & COML BK CHINA	3320.000	44,323.15	41,861.88
45774N108	INNOPHOS HLDGS INC	474 000	23,707 59	22,358.58
458140100	INTEL CORP	2576.000	36,672 85	62,416.48
459200101	INTERNATIONAL BUSINESS MACHS	961.000	125,415 81	183,656.71
459200HA2	INTERNATIONAL BUSINESS MACHS	225000 000	238,308 75	221,094 00
46120E602	INTUITIVE SURGICAL INC	155 000	82,586.88	78,450 46
461212102	INVENTURE FOODS INC	1142 000	9,041 21	9,547.12
464287507	ISHARES CORE S&P MID CAP ETF	892 000	99,936 91	103,026 00
465741106	ITRON INC	588.000	25,888 30	24,948.84
466001864	IVY ASSET STRATEGY FUND	11737 212	320,778 00	316,904 72
46625H100	J P MORGAN CHASE & CO	5048 000	216,468.14	266,483.92
46625HHX1	JPMORGAN CHASE & CO	300000.000	306,357 00	312,927 00
47803W406	JOHN HANCOCK FDS III DISCIPLINED	147372 639	1,771,325 02	2,285,749 63
478160104	JOHNSON & JOHNSON	3091.000	210,727.49	265,393 26
478366107	JOHNSON CTLS INC	1272 000	35,560 55	45,524.88
48137C108	JULIUS BAER GROUP LTD	1673 000	12,865.37	13,046 05
482480100	KLA-TENCOR CORP	631.000	35,611.18	35,165.63

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492051305	KEPPEL CORP LTD	2309 000	42,229 45	37,867 60
494368103	KIMBERLY CLARK CORP	576 000	40,915.47	55,952 64
49456B101	KINDER MORGAN INC DEL	1130 000	30,206 72	43,109 50
495724403	KINGFISHER PLC	2593.000	23,054 41	26,980.17
500458401	KOMATSU LTD	1169.000	29,452 56	26,985.20
50075NBB9	KRAFT FOODS INC	80000.000	87,861 60	85,516 00
501044CQ2	KROGER CO	80000 000	84,424 80	78,104 00
513847103	LANCASTER COLONY CORP	213 000	13,621 14	16,611.87
517834107	LAS VEGAS SANDS CORP	2003 000	91,949 50	106,018 79
518439104	LAUDER ESTEE COS INC	1114 000	70,179 66	73,267.78
53578A108	LINKEDIN CORP	1439.000	169,852.81	256,573 70
539830109	LOCKHEED MARTIN CORP	1486.000	134,124 72	161,171.56
544147101	LORILLARD INC	2017.000	81,444 38	88,102.56
55616P104	MACYS INC	403 000	16,217.12	19,344 00
559079207	MAGELLAN HEALTH SVCS INC	589 000	27,787 25	33,031.12
571748102	MARSH & MCLENNAN COS INC	994 000	34,172.06	39,680 48
576323109	MASTEC INC	1202 000	21,968 38	39,545.80
577933104	MAXIMUS INC	659 000	30,389.06	49,082 32
580135101	MCDONALDS CORP	963 000	63,358 66	95,337 00
582839106	MEAD JOHNSON NUTRITION CO	1301 000	86,334 22	103,078 23
58933Y105	MERCK & CO INC	1714.000	59,123 32	79,615.30
58933YAA3	MERCK & CO INC NEW	200000.000	225,042 00	213,554.00
59156R108	METLIFE INC	2658.000	102,659 65	121,630 08
59156RAN8	METLIFE INC	250000 000	277,397.50	268,192.50
594918104	MICROSOFT CORP	3031 000	79,801.10	104,705.90
595620AD7	MIDAMERICAN ENERGY CO DTD	250000 000	248,845 00	262,332.50
61166W101	MONSANTO CO	1196 000	116,958.79	118,164 80
615369105	MOODYS CORP	740 000	34,184 67	45,088.20
62913F201	NII HLDGS INC	1913 000	18,737.45	12,740 58
63607P208	NATIONAL FINL PARTNERS CORP	1369 000	21,676.53	34,649 39
637071101	NATIONAL OILWELL VARCO INC	865.000	61,904.50	59,598 50
641069406	NESTLE S A	1674.000	111,247.03	109,606.82
65339F101	NEXTERA ENERGY INC	360.000	18,803.92	29,332 80
655664100	NORDSTROM INC	386.000	9,004.57	23,136.84

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66987V109	NOVARTIS A G	505.000	32,287.20	35,708 55
670100205	NOVO-NORDISK A S	618 000	94,616 08	95,771.46
674599105	OCCIDENTAL PETE CORP DEL	1180 000	71,311 58	105,291 40
675232102	OCEANEERING INTL INC	1797.000	96,942.22	129,743 40
679580100	OLD DOMINION FGHT LINE INC	932.000	30,566 97	38,789 84
682128103	OMNIVISION TECHNOLOGIES INC	1772 000	28,168.51	33,047 80
68389X105	ORACLE CORP	1995.000	61,188.81	61,266.45
68633D103	ORITANI FINL CORP	1513.000	23,673.55	23,723.84
693390841	PIMCO HIGH YIELD FD	216271 885	2,100,000.00	2,037,281 16
693475105	PNC FINL SVCS GROUP INC	1108.000	61,782 12	80,795.36
693476BH5	PNC FDG CORP	275000 000	284,946.75	286,891.00
693506107	PPG INDS INC	759.000	96,575.41	111,125.19
701094104	PARKER HANNIFIN CORP	259.000	10,406 22	24,708 60
713448BH0	PEPSICO INC	160000.000	188,593.60	181,121 60
714199106	PERMANENT PORTFOLIO	13140.107	641,500 00	590,385.01
717081103	PFIZER INC	9573 000	200,542.24	268,139.73
718172109	PHILIP MORRIS INTL INC	2889.000	194,083.82	250,245 18
718546104	PHILLIPS 66	287 000	18,468.13	16,907.17
719405102	PHOTRONICS INC	4738 000	35,004.86	38,188 28
722005667	PIMCO COMMODITY REALRETURN	778872 901	5,558,125 00	4,307,167.14
72200Q182	PIMCO ALL ASSET ALL AUTH FUND	117393 596	1,283,112.00	1,199,762.55
736508847	PORTLAND GEN ELEC CO	853.000	21,978.54	26,093.27
73755L107	POTASH CORP SASK INC	899 000	36,569.27	34,278.87
74005P104	PRAXAIR INC	989 000	103,939.55	113,893.24
740189105	PRECISION CASTPARTS CORP	1287 000	226,698 54	290,874 87
74144T108	PRICE T ROWE GROUP INC	430.000	19,858.24	31,476 00
741503403	PRICELINE COM INC	358.000	234,482 95	295,947.86
74267C106	PROASSURANCE CORP	521.000	23,785 94	27,175.36
742718109	PROCTER & GAMBLE CO	914.000	58,264.80	70,368.86
742718DM8	PROCTER & GAMBLE CO	250000 000	251,767 50	261,802 50
743606105	PROSPERITY BANCSHARES INC	884 000	38,931 44	45,782 36
743674103	PROTECTIVE LIFE CORP	609.000	17,701 90	23,391 69
744320102	PRUDENTIAL FINL INC	798 000	41,591.45	58,277.94
74432QBJ3	PRUDENTIAL FINL INC	80000.000	88,333 60	86,085 60

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74460D109	PUBLIC STORAGE INC	160.000	20,803 81	24,532 80
74463M106	PUBLICIS S A NEW	3203 000	49,196 73	56,933.33
747525103	QUALCOMM INC	5317.000	319,872 51	324,815 53
749685103	RPM INTL INC	2017 000	49,422 58	64,422 98
755111507	RAYTHEON CO	735 000	31,770 96	48,598 20
756577102	RED HAT INC	2504 000	128,193.15	119,741.28
758205207	REED ELSEVIER P L C	1625.000	67,635 63	74,148.75
771195104	ROCHE HLDG LTD	1241.000	64,752 51	77,058.65
780259107	ROYAL DUTCH SHELL PLC	767.000	52,723 48	50,829.09
780259206	ROYAL DUTCH SHELL PLC	1192 000	76,026.34	76,049 60
790849103	ST JUDE MED INC	1399 000	44,047.85	63,836 37
79466L302	SALESFORCE COM INC	7222 000	296,213.77	275,735 96
803054204	SAP AG	1016.000	73,534.05	73,995 28
806857108	SCHLUMBERGER LTD	1598 000	111,987.68	114,512.68
80687P106	SCHNEIDER ELEC SA	2052.000	27,395 39	29,729.38
808513105	SCHWAB CHARLES CORP NEW	4313 000	56,268 70	91,564 99
816851109	SEMPRA ENERGY	362 000	19,078 17	29,597.12
816851AS8	SEMPRA ENERGY	100000 000	103,565.24	101,283 00
824348106	SHERWIN WILLIAMS CO	383 000	32,130.43	67,637 80
82481R106	SHIRE PLC	386 000	36,340.09	36,712.46
828336107	SILVER WHEATON CORP	3018.000	105,375 50	59,364.06
828806109	SIMON PPTY GROUP INC NEW	174 000	27,288 79	27,478 08
828807CJ4	SIMON PPTY GROUP L P	180000 000	186,904.80	180,594.00
83175M205	SMITH & NEPHEW PLC	481 000	25,848 96	26,979.29
831865209	SMITH A O	956 000	23,143 15	34,683.68
833792104	SODEX0	160.000	14,899 12	13,310.40
848577102	SPIRIT AIRLS INC	1048 000	21,377 61	33,242 56
848637104	SPLUNK INC	1510.000	65,442.68	70,003 60
854502101	STANLEY BLACK & DECKER INC	471.000	33,610.83	36,408.30
855244109	STARBUCKS CORP	2553.000	129,543 83	167,247 03
857477103	STATE STR CORP	998.000	59,354.76	65,079 58
861642106	STONE ENERGY CORP	1795 000	40,783.19	39,543 85
867224107	SUNCOR ENERGY INC	1535.000	46,989 79	45,267.15
870195104	SWEDBANK A B	1390 000	25,711.42	31,673.93

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87160A100	SYNGENTA AG	695.000	53,714.30	54,112.70
872540109	TJX COS INC NEW	3097.000	133,602.68	155,035.82
874039100	TAIWAN SEMICONDUCTOR MFG LTD	2345 000	37,757.53	42,960 40
87612E106	TARGET CORP	1077 000	69,241 99	74,162.22
879369106	TELEFLEX INC	527 000	33,538 69	40,837 23
881624209	TEVA PHARMACEUTICAL INDS LTD	1577.000	65,382 10	61,818.40
882508104	TEXAS INSTRS INC	1090 000	34,705.75	37,986.50
883556102	THERMO FISHER SCIENTIFIC CORP	948 000	63,858 36	80,229.24
88579Y101	3M CO	592 000	53,925 65	64,735 20
886547108	TIFFANY & CO NEW	1123 000	82,635 50	81,799 32
887317303	TIME WARNER INC	1077 000	36,369 10	62,272 14
887317AQ8	TIME WARNER INC NEW	100000 000	102,778 00	96,927 00
88830M102	TITAN INTL INC	1955 000	41,991.36	32,980.85
892331307	TOYOTA MOTOR CORP	410.000	40,968.95	49,470 60
89353D107	TRANSCANADA CORP	885.000	40,942 71	38,152 35
89417E109	TRAVELERS COS INC	942.000	69,197.49	75,284 64
8EQO29993	EXCELSIOR MULTI-STRATEGY HEDGE	2440 590	4,056,238.19	4,261,968.15
902973304	US BANCORP DEL	1734.000	32,991 47	62,684 10
904784709	UNILEVER N V	1260 000	46,953 33	49,530 60
911312106	UNITED PARCEL SVC INC	1404 000	112,499 34	121,417 92
912828CT5	UNITED STATES TREAS NT	350000 000	379,190 62	365,806.00
912828NF3	UNITED STATES TREAS NT	500000.000	517,792 97	516,955 00
912828NP1	UNITED STATES TREAS NT	550000 000	563,085.83	565,554 00
912828NZ9	UNITED STATES TREAS NT	350000.000	339,706.25	356,370 00
913017109	UNITED TECHNOLOGIES CORP	1130 000	85,004.12	105,022 20
918204108	V F CORP	102 000	17,460.97	19,692 12
91851C201	VAALCO ENERGY INC COM	4679 000	37,187.07	26,763.88
922042858	VANGUARD FTSE EMERGING MKTS	64429 000	2,721,778.29	2,499,523.06
92343V104	VERIZON COMMUNICATIONS INC	2659.000	78,608.96	133,854 06
92343VBC7	VERIZON COMMUNICATIONS INC	180000.000	186,622.20	180,793 80
92345Y106	VERISK ANALYTICS INC	1858.000	89,753 11	110,922 60
92532F100	VERTEX PHARMACEUTICALS INC	917 000	75,203 27	73,415.02
92553P201	VIACOM INC	826.000	42,237.76	56,192 78
92826C839	VISA INC	1593.000	215,348.18	291,120.75

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928563402	VMWARE INC	2743 000	217,399.70	183,753.57
92857W209	VODAFONE GROUP PLC	1739 000	44,706.74	49,987 56
928662402	VOLKSWAGEN A G	699.000	25,831.51	28,266.16
928856400	VOLVO AKTIEBOLAGET	2014.000	28,319 64	26,796.27
92937A102	WPP PLC	755 000	56,921 76	64,469 45
931142103	WAL-MART STORES INC	433 000	25,144 18	32,254.17
931142CZ4	WAL-MART STORES INC	200000 000	217,790 00	206,734.00
94106L109	WASTE MGMT INC DEL	575 000	17,757 09	23,189 75
949746101	WELLS FARGO & CO	5276 000	178,403 87	217,740.52
94974BET3	WELLS FARGO & CO	325000 000	332,397 00	336,713.00
955306105	WEST PHARMACEUTICAL SVSC INC	588 000	25,581 76	41,312.88
956553QN4	WEST VIRGINIA ST	250000.000	252,447.50	251,125 00
95709T100	WESTAR ENERGY INC	788 000	23,005 28	25,184 48
961214BN2	WESTPAC BKG CORP	275000.000	281,921.75	286,662.75
976657106	WISCONSIN ENERGY CORP	453.000	15,484.13	18,568 47
98161Q101	WORLEYPARSONS LTD	1283.000	35,032 58	22,888 72
983024AE0	WYETH	300000 000	332,595 00	308,853.00
988498101	YUM BRANDS INC	1194.000	79,031 32	82,791.96
99Z378921	EXCELSIOR PRIVATE MARKETS FUND	1083 609	756,000 00	862,724 38
G05384105	ASPEN INS HLDGS LTD	964 000	29,074 87	35,754 76
G1151C101	ACCENTURE PLC	2251 000	141,742 41	161,981 96
G27823106	DELPHI AUTOMOTIVE PLC	1239 000	41,525 95	62,804.91
G60754101	MICHAEL KORS HLDGS LTD	2913 000	125,547 04	180,664.26
G8988C105	TOWER GROUP INTL LTD	1601 000	29,806 61	32,836 51
H0023R105	ACE LTD	3000 000	236,159 79	268,440 00
H89128104	TYCO INTL LTD	1832.000	52,332.69	60,364 40
H89231338	UBS AG	875.000	14,040.04	14,831 25
N53745100	LYONDELLBASELL INDUSTRIES NV	431.000	27,505 37	28,558 06
Y0486S104	AVAGO TECHNOLOGIES LTD	1134 000	39,284.72	42,388.92
		Totals:	59,362,065.58	62,269,732.74