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Form **990-PF**

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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning **8/1/2012**, and ending **7/31/2013**

Name of foundation FELICITE B. LATANE ENDOWMENT FD		A Employer identification number 56-6544480
Number and street (or P O box number if mail is not delivered to street address) P O. BOX 1908		B Telephone number (see instructions) (919) 932-2790
Room/suite		C If exemption application is pending, check here <input type="checkbox"/>
City or town, state, and ZIP code ORLANDO FL 32802-1908		
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 667,843	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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))				
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	13,907	13,530		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	41,563			
b Gross sales price for all assets on line 6a 421,444				
7 Capital gain net income (from Part IV, line 2)		41,563		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	55,470	55,093	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	10,114	5,057		5,057
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	2,500			2,500
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	104	104		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	12,718	5,161	0	7,557
25 Contributions, gifts, grants paid	32,105			32,105
26 Total expenses and disbursements. Add lines 24 and 25	44,823	5,161	0	39,662
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	10,647			
b Net investment income (if negative, enter -0-)		49,932		
c Adjusted net income (if negative, enter -0-)			0	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	6,398	40,961	40,961
	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)	247,406	161,521	249,122
	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)	297,768	358,844	377,760	
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)	551,572	561,326	667,843	
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. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds		561,326	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	551,572			
30	Total net assets or fund balances (see instructions)	551,572	561,326		
31	Total liabilities and net assets/fund balances (see instructions)	551,572	561,326		

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	551,572
2	Enter amount from Part I, line 27a	2	10,647
3	Other increases not included in line 2 (itemize) 2011 FEDERAL REFUND	3	721
4	Add lines 1, 2, and 3	4	562,940
5	Decreases not included in line 2 (itemize) PENDING SALES ADJUSTMENT	5	1,614
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	561,326

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	41,563
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	51,261	618,074	0.082937
2010	45,602	664,655	0.068610
2009	43,843	641,933	0.068298
2008	39,846	607,799	0.065558
2007	49,424	815,034	0.060640
2 Total of line 1, column (d)			2 0.346043
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 0.069209
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 642,011
5 Multiply line 4 by line 3			5 44,433
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 499
7 Add lines 5 and 6			7 44,932
8 Enter qualifying distributions from Part XII, line 4			8 39,662

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	999
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	999
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	999
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	120	
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	120	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	879	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax Refunded	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► NC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (919) 932-2790 Located at ▶ 1414 RALEIGH ROAD STE 150 CHAPEL HILL NC ZIP+4 ▶ 27517			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

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? Yes No

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUNTRUST BANKS, INC. 1414 RALEIGH ROAD STE 150 CHAPEL HILL,	TRUSTEE AS REQ'D	10,114		

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

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		▶ 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	▶ 0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	637,108
b	Average of monthly cash balances	1b	14,680
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	651,788
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	651,788
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9,777
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	642,011
6	Minimum investment return. Enter 5% of line 5	6	32,101

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	32,101
2a	Tax on investment income for 2012 from Part VI, line 5	2a	999
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	999
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	31,102
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	31,102
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	31,102

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	39,662
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	39,662
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	39,662

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				31,102
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	9,289			
b From 2008	9,755			
c From 2009	12,325			
d From 2010	13,329			
e From 2011	20,595			
f Total of lines 3a through e	65,293			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 39,662				
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				31,102
e Remaining amount distributed out of corpus	8,560			
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	73,853			
b Prior years' undistributed income Subtract line 4b from line 2b			0	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				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)	9,289			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	64,564			
10 Analysis of line 9				
a Excess from 2008	9,755			
b Excess from 2009	12,325			
c Excess from 2010	13,329			
d Excess from 2011	20,595			
e Excess from 2012	8,560			

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2012	(b) 2011	Prior 3 years		
			(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

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

N/A

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

N/A

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

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

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 <i>Paid during the year</i> See Attached Statement				
Total				▶ 3a 32,105
b <i>Approved for future payment</i> NONE				
Total				▶ 3b 0

FELICITE B. LATANE ENDOWMENT FD

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

Recipient(s) paid during the year

Name

SOCIAL SCIENCE CONFERENCE INC.

Street

C/O BIBB LATANE 212-B VANCE ST

City

CHAPEL HILL

State

NC

Zip Code

27516

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

1,305

Name

FELICITE LATANE ANIMAL SANCTUARY

Street

C/O ANIMAL SOCIETY ORANGE CTY 6311-A NICKS RD

City

MEBANE

State

NC

Zip Code

27302

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

30,800

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
									Capital Gains/Losses		421,444		379,881		41,563	
									Other sales	0	0	0	0	0	0	
1	X	MERCK & CO INC COM	58933Y105		7/18/2011		3/11/2013	645	536							109
2	X	MERCK & CO INC	58933Y105		3/22/2013		7/28/2013	482	439							43
3	X	EMERSON ELEC CO COM	291011104		7/18/2011		3/11/2013	573	551							22
4	X	EMERSON ELEC CO COM	291011104		2/23/2009		3/11/2013	573	289							285
5	X	EXPRESS SCRIPTS HLDG CO	30219G108		2/8/2012		8/6/2012	570	520							50
6	X	EXPRESS SCRIPTS HLDG CO	30219G108		9/12/2008		3/11/2013	1,172	758							414
7	X	EXPRESS SCRIPTS HLDG CO	30219G108		9/12/2008		5/8/2013	1,530	948							582
8	X	EXPRESS SCRIPTS HLDG CO	30219G108		9/12/2008		5/15/2013	2,261	1,403							858
9	X	FLUOR CORP COM NEW	343412102		7/18/2011		3/11/2013	640	650							-10
10	X	FLUOR CORP COM NEW	343412102		1/21/2010		3/11/2013	640	470							170
11	X	FLOWERVE CORP COM	34354P105		2/22/2011		3/11/2013	1,645	1,290							355
12	X	FLOWERVE CORP	34354P105		2/22/2011		7/28/2013	565	430							135
13	X	FREEMONT-MCMORAN COPP	35871D857		2/8/2012		3/11/2013	165	230							-65
14	X	FREEMONT-MCMORAN COPP	35871D857		2/23/2009		3/11/2013	496	205							291
15	X	FREEMONT-MCMORAN COPP	35871D857		2/23/2009		4/8/2013	1,185	479							706
16	X	GENERAL ELECTRIC CO COM	389604103		8/11/1999		3/11/2013	1,797	2,637							-870
17	X	GENERAL ELECTRIC CORP	389604103		8/11/1999		7/25/2013	1,597	2,285							-688
18	X	GENERAL MILLS INC COM	370334104		2/8/2012		8/6/2012	386	399							-12
19	X	GENERAL MILLS INC COM	370334104		8/12/2011		8/17/2012	2,860	2,712							148
20	X	AUTODESK INC COM	052789106		2/22/2011		8/6/2012	522	841							-319
21	X	AUTODESK INC COM	052789106		2/22/2011		8/24/2012	2,192	2,991							-799
22	X	AUTODESK INC COM	052789106		7/18/2011		8/24/2012	450	535							-85
23	X	AUTODESK INC COM	052789106		8/15/2011		8/24/2012	300	284							16
24	X	BB&T CORP COM	054937107		2/23/2011		8/6/2012	318	278							40
25	X	BB&T CORP COM	054937107		2/23/2011		3/11/2013	840	833							7
26	X	BANK OF AMERICA CORP CO	060505104		1/21/2010		8/6/2012	223	477							-254
27	X	BANK OF AMERICA CORP CO	060505104		1/21/2010		3/11/2013	241	241							0
28	X	BANK OF AMERICA CORP	060505104		1/21/2010		7/28/2013	73	79							-6
29	X	BAXTER INTL INC COM	071813109		1/21/2010		3/11/2013	557	476							81
30	X	BAXTER INTL INC COM	071813109		7/18/2011		3/11/2013	896	808							88
31	X	BAXTER INTL INC COM	071813109		2/23/2009		3/11/2013	487	406							81
32	X	B/E AEROSPACE INC COM	073302101		7/18/2011		8/6/2012	371	402							-31
33	X	B/E AEROSPACE INC COM	073302101		5/17/2011		3/11/2013	1,409	995							414
34	X	B/E AEROSPACE INC COM	073302101		5/18/2011		3/11/2013	939	880							259
35	X	B/E AEROSPACE INC COM	073302101		7/18/2011		3/11/2013	522	402							120
36	X	B/E AEROSPACE INC COM	073302101		3/4/2011		3/11/2013	263	376							-85
37	X	BEAM INC COM	073720103		8/17/2012		3/11/2013	908	907							1
38	X	CVS CAREMARK CORP COM	129650100		8/22/2012		3/11/2013	1,307	1,120							187
39	X	CVS CAREMARK CORP COM	129650100		9/12/2008		3/11/2013	784	588							218
40	X	CAMERON INTL CORP COM	13342B105		2/22/2011		8/22/2012	1,225	1,491							-266
41	X	CAMERON INTL CORP COM	13342B105		2/22/2011		3/11/2013	978	895							83
42	X	CAPITAL ONE FINL CORP CO	14040H105		2/23/2011		8/6/2012	575	508							67
43	X	CAPITAL ONE FINL CORP CO	14040H105		2/23/2011		2/21/2013	2,086	2,033							53
44	X	CAPITAL ONE FINL CORP CO	14040H105		7/18/2011		2/21/2013	782	728							54
45	X	CAPITAL ONE FINL CORP CO	14040H105		2/8/2012		2/21/2013	524	489							34
46	X	CAPITAL ONE FINANCIAL CO	14040H105		1/21/2010		7/29/2013	342	215							127
47	X	CHEVRON CORPORATION	198784100		7/18/2011		7/29/2013	637	528							109
48	X	COACH INC COM	189754104		1/21/2010		2/13/2013	3,430	2,396							1,044
49	X	COACH INC COM	189754104		7/18/2011		2/13/2013	480	658							-168
50	X	COMCAST CORP-CL A	20030N101		2/13/2013		7/28/2013	217	205							12
51	X	CORNING INC	219350105		5/15/2013		7/29/2013	76	78							-2
52	X	DARDEN RESTAURANTS INC	237184105		2/23/2011		3/9/2013	2,795	2,806							111
53	X	DARDEN RESTAURANTS INC	237184105		7/18/2011		3/5/2013	469	529							-60
54	X	WALT DISNEY CO COM	254687106		7/18/2011		8/6/2012	749	584							165
55	X	WALT DISNEY CO COM	254687106		7/18/2011		8/7/2012	518	389							129
56	X	WALT DISNEY CO COM	254687106		8/15/2011		8/7/2012	518	335							183
57	X	WALT DISNEY CO COM	254687106		8/13/2002		3/11/2013	1,721	411							1,310
58	X	EMC CORP COM	268848102		7/18/2011		8/6/2012	401	401							0
59	X	EMC CORP COM	268848102		8/12/2008		3/11/2013	219	125							94
60	X	EMC CORP COM	268848102		7/18/2011		3/11/2013	364	401							-37
61	X	EMC CORP COM	268848102		2/8/2012		3/11/2013	243	262							-19
62	X	EMC CORP COM	268848102		2/23/2009		3/11/2013	509	228							283
63	X	EMC CORP MASS	268848102		2/23/2008		7/28/2013	132	54							78
64	X	EATON VANCE ATLANTA CAP	277902998		3/13/2013		7/29/2013	459	426							33
65	X	ECOLAB INC COM	278865100		3/6/2012		8/6/2012	321	297							24
66	X	ECOLAB INC COM	278865100		3/6/2012		3/11/2013	1,172	891							281
67	X	ABBOTT LABS COM	002824100		8/12/2008		8/6/2012	899	885							14
68	X	ABBOTT LABS COM	002824100		8/12/2008		3/11/2013	863	707							156

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

		Amount				Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss		
		Long Term CG Distributions	Short Term CG Distributions			Capital Gains/Losses		421,444		379,881		41,563		
		1,908				Other sales		0		0		0		
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
69	X	ABBOTT LABS COM	002824100		2/6/2012		3/11/2013	173	132					41
70	X	ABBVIE INC COM	00287Y109		9/12/2008		3/11/2013	929	767					162
71	X	ABBVIE INC COM	00287Y109		2/6/2012		3/11/2013	196	143					53
72	X	ABERDEEN-EQY LONG SHOR	003020336		2/6/2012		7/29/2013	124	118					6
73	X	ABERDEEN-EQY LONG SHOR	003020336		8/6/2012		7/29/2013	363	354					9
74	X	CAMBIAR SMALL CAP-INS	0075W0593		3/11/2013		7/29/2013	1,083	996					87
75	X	ALLSTATE CORP COM	020002101		9/7/2012		3/11/2013	947	770					177
76	X	AMGEN INC COM	031162100		5/13/2011		8/6/2012	411	303					108
77	X	AMGEN INC COM	031162100		5/13/2011		3/11/2013	1,881	1,212					669
78	X	AMGEN INC COM	031162100		1/21/2010		3/11/2013	495	283					212
79	X	APACHE CORP COM	037411105		7/18/2011		3/11/2013	377	612					-235
80	X	APACHE CORP COM	037411105		2/23/2009		3/11/2013	754	620					134
81	X	APACHE CORP COM	037411105		2/23/2009		4/25/2013	2,178	1,862					316
82	X	APPLE INC COM	037833100		8/15/2011		3/11/2013	2,148	1,900					248
83	X	APPLE INC COM	037833100		2/23/2009		3/11/2013	2,148	441					1,707
84	X	JANUS PERKINS SMALL CAP	47103C183		7/18/2011		3/11/2013	324	350					-26
85	X	JANUS PERKINS SMALL CAP	47103C183		8/15/2011		3/11/2013	690	681					9
86	X	JANUS PERKINS SMALL CAP	47103C183		2/6/2012		3/11/2013	811	770					41
87	X	MACYS INC COM	55816P104		2/6/2012		8/6/2012	556	540					16
88	X	MACYS INC COM	55816P104		10/18/2011		8/6/2012	185	149					36
89	X	MACYS INC COM	55816P104		10/18/2011		9/7/2012	807	595					212
90	X	MACYS INC COM	55816P104		10/18/2011		3/11/2013	207	149					58
91	X	MACYS INC COM	55816P104		9/9/2011		3/11/2013	1,856	1,003					853
92	X	MANNING & NAPIER WORLD	563821545		3/11/2013		7/29/2013	1,984	1,932					52
93	X	MATTEL INC COM	577081102		1/30/2012		8/6/2012	351	296					55
94	X	MATTEL INC COM	577081102		1/30/2012		3/11/2013	1,237	888					349
95	X	MATTEL INC COM	577081102		1/30/2012		7/30/2013	3,182	2,219					963
96	X	MERCK & CO INC COM	589331105		1/30/2012		8/6/2012	894	582					312
97	X	MERCK & CO INC COM	589331105		1/30/2012		3/11/2013	1,719	1,552					167
98	X	GENERAL MILLS INC COM	370334104		10/19/2011		8/17/2012	1,152	1,181					-39
99	X	GOLDMAN SACHS GROUP IN	38141G104		12/12/2011		3/11/2013	2,293	2,488					-195
100	X	HARTFORD FINL SVCS GROU	419515104		1/21/2011		8/6/2012	254	417					-163
101	X	HARTFORD FINL SVCS GROU	419515104		1/21/2011		3/11/2013	1,142	1,252					-110
102	X	HARTFORD FINL SVCS GROU	419515104		5/6/2013		7/29/2013	154	148					6
103	X	HOME DEPOT INC COM	437078102		2/6/2012		8/6/2012	262	226					36
104	X	HOME DEPOT INC COM	437078102		7/18/2011		8/6/2012	282	179					103
105	X	HOME DEPOT INC COM	437078102		7/18/2011		9/7/2012	1,142	715					427
106	X	HOME DEPOT INC COM	437078102		2/23/2009		12/20/2012	2,278	860					1,418
107	X	HUNT JB TRANSPORT SVCS I	445958107		1/21/2010		8/7/2012	2,943	1,882					1,061
108	X	INTERNATIONAL BUSINESS M	459200101		8/18/2011		3/11/2013	2,100	1,627					473
109	X	INTERNATIONAL BUSINESS M	459200101		8/18/2011		8/25/2013	4,095	3,418					677
110	X	INTUIT INC COM	461202103		2/23/2011		3/11/2013	1,339	1,054					285
111	X	INTUIT INC COM	461202103		2/23/2011		5/15/2013	2,094	1,844					250
112	X	INTUIT INC COM	461202103		7/18/2011		8/15/2013	296	244					52
113	X	INTUIT INC COM	461202103		8/15/2011		5/15/2013	299	213					86
114	X	JP MORGAN CHASE & CO CO	46825H100		7/18/2011		3/11/2013	544	595					-51
115	X	JP MORGAN CHASE & CO CO	46825H100		7/18/2011		3/11/2013	503	397					106
116	X	JP MORGAN CHASE & CO CO	46825H100		8/15/2011		3/11/2013	503	368					137
117	X	JP MORGAN CHASE & CO CO	46825H100		8/25/2011		3/11/2013	1,508	892					616
118	X	JANUS PERKINS SMALL CAP	47103C183		7/18/2011		8/6/2012	2,828	3,125					-497
119	X	JANUS PERKINS SMALL CAP	47103C183		1/21/2010		3/11/2013	12,200	11,245					955
120	X	MICROSOFT CORP COM	594918104		4/27/2012		8/6/2012	300	320				21	-1
121	X	MICROSOFT CORP COM	594918104		5/15/2012		3/11/2013	279	326					-47
122	X	MICROSOFT CORP COM	594918104		4/27/2012		3/11/2013	1,393	1,602					-209
123	X	MICROSOFT CORP	594918104		4/27/2012		7/29/2013	157	160					-3
124	X	MORGAN STANLEY COM NEV	817448448		1/21/2010		8/6/2012	139	287				159	-1
125	X	MORGAN STANLEY COM	817448448		2/8/2010		3/11/2013	230	305					-75
126	X	MORGAN STANLEY COM	817448448		1/21/2010		3/11/2013	1,150	1,487					-337
127	X	MORGAN STANLEY	817448448		1/21/2010		7/29/2013	197	149					-112
128	X	NATIONAL OILWELL VARCO II	637071101		7/18/2011		8/6/2012	377	393					-16
129	X	NATIONAL OILWELL VARCO II	637071101		5/17/2011		2/9/2013	2,868	2,814					54
130	X	NATIONAL OILWELL VARCO II	637071101		7/18/2011		2/9/2013	332	393					-61
131	X	NATIONAL OILWELL VARCO II	637071101		8/18/2011		2/9/2013	1,328	1,271					58
132	X	NEUBERGER BERMAN HIGH I	84128K968		8/6/2012		3/11/2013	8,991	8,813					178
133	X	NEUBERGER BERMAN HIGH I	84128K968		2/6/2012		3/11/2013	252	240					12
134	X	NEUBERGER BERMAN HI IN F	84128K968		9/12/2011		7/29/2013	16,079	15,027					1,052
135	X	NEUBERGER BERMAN HI IN F	84128K968		2/6/2012		7/29/2013	363	351					12
136	X	OCCIDENTAL PETROLEUM CO	674599105		7/18/2011		3/11/2013	823	1,049					-226

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Gross Sales		Cost, Other Basis, and Expenses			Net Gain or Loss
								Gross Sales Price	Other sales	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
	Long Term CG Distributions	1,808									421,444			379,881	41,563
	Short Term CG Distributions	0									0			0	0
137	X OCCIDENTAL PETROLEUM CO	674599105			2/23/2009		3/11/2013	823		494					329
138	X ORACLE CORP COM	68389X105			1/21/2011		8/8/2012	463		489				26	0
139	X ORACLE CORP COM	68389X105			1/21/2011		3/11/2013	356		376				20	0
140	X ORACLE CORP COM	68389X105			7/18/2011		3/11/2013	1,069		955				114	0
141	X ORACLE CORP COM	68389X105			2/8/2011		3/11/2013	535		504				31	0
142	X ORACLE CORPORATION	68389X105			9/15/2011		7/29/2013	167		139				28	0
143	X OPPENHEIMER DEVELOPING	683974505			1/5/2011		7/29/2013	2,037		2,114				-77	0
144	X PIMCO LOW DURATION-I	693390304			2/6/2012		8/8/2012	586		578				8	0
145	X PIMCO LOW DURATION-I	693390304			2/22/2011		3/11/2013	18,821		18,514				307	0
146	X PIMCO LOW DURATION-I	693390304			2/6/2012		3/11/2013	197		196				1	0
147	X PIMCO FOREIGN BD US\$ HED	693390882			2/6/2012		8/8/2012	13,400		12,880				520	0
148	X PNC FINL SVCS GROUP INC C	693475105			1/21/2011		8/8/2012	805		805				0	0
149	X PNC FINL SVCS GROUP INC C	693475105			1/21/2011		3/11/2013	1,828		1,513				315	0
150	X PACCAR INC COM	683718108			7/23/2011		8/8/2012	200		251				-51	0
151	X PACCAR INC COM	683718108			7/23/2011		3/11/2013	1,006		1,003				3	0
152	X PEPSICO INC COM	713448108			2/23/2009		3/11/2013	1,156		772				384	0
153	X PFIZER INC COM	717081103			2/6/2012		8/8/2012	485		423				62	0
154	X PFIZER INC COM	717081103			10/18/2011		8/8/2012	121		85				36	0
155	X PFIZER INC COM	717081103			10/19/2011		3/11/2013	1,058		1,137				-79	0
156	X PFIZER INC COM	717081103			8/30/2011		3/11/2013	562		377				185	0
157	X PFIZER INC	717081103			4/9/2013		7/29/2013	293		293				0	0
158	X PHILIP MORRIS INTL INC CON	718172109			8/15/2011		8/8/2012	481		438				43	0
159	X PHILIP MORRIS INTL INC CON	718172109			7/18/2011		8/8/2012	461		335				126	0
160	X PHILIP MORRIS INTL INC CON	718172109			7/18/2011		3/11/2013	911		870				41	0
161	X PHILIP MORRIS INTL INC CON	718172109			1/21/2010		3/11/2013	1,366		720				646	0
162	X UNITED PARCEL SVC INC CL	911312106			2/23/2009		3/11/2013	422		211				211	0
163	X VANGUARD IAB SECUR INDX	92296C755			3/11/2013		7/29/2013	13,067		13,291				-224	0
164	X VERIZON COMMUNICATIONS	92343V104			2/6/2012		8/8/2012	446		379				67	0
165	X VERIZON COMMUNICATIONS	92343V104			7/18/2011		8/8/2012	223		163				60	0
166	X VERIZON COMMUNICATIONS	92343V104			7/18/2011		3/11/2013	718		549				169	0
167	X VERIZON COMMUNICATIONS	92343V104			2/23/2011		3/11/2013	1,197		898				299	0
168	X VISA INC CL A COM	92828C839			7/18/2011		3/11/2013	1,608		866				742	0
169	X VISA INC CL A COM	92828C839			1/21/2010		3/11/2013	804		426				378	0
170	X VISA INC CL A COM	92828C839			1/21/2010		5/8/2013	1,785		852				933	0
171	X WAL-MART STORES INC COM	931142103			8/17/2012		3/11/2013	731		722				9	0
172	X WASATCH LONG/SHORT FUND	936793789			8/6/2012		7/29/2013	1,200		1,024				176	0
173	X WASATCH LONG/SHORT FUND	936793789			8/6/2012		3/11/2013	3,003		2,847				156	0
174	X WELLS FARGO & CO COM NE	849748101			1/21/2011		8/8/2012	518		489				29	0
175	X WELLS FARGO & CO COM	849748101			1/21/2011		3/11/2013	732		850				-118	0
176	X WELLS FARGO & CO	849748101			1/21/2011		7/29/2013	217		163				54	0
177	X WELLS FARGO & CO	849748101			7/18/2011		7/29/2013	217		134				83	0
178	X WILLIAMS COS INC COM	969457100			2/6/2012		8/8/2012	478		443				35	0
179	X WILLIAMS COS INC COM	969457100			2/22/2011		3/11/2013	1,386		1,000				386	0
180	X WILLIAMS COS INC COM	969457100			2/22/2011		8/5/2013	2,904		2,125				779	0
181	X WILLIAMS COS INC COM	969457100			7/18/2011		8/5/2013	512		371				141	0
182	X INVESCO LTD BERMUDA COM	G4918T108			8/15/2011		8/8/2012	227		219				8	0
183	X INVESCO LTD BERMUDA COM	G4918T108			8/15/2011		8/8/2012	113		93				20	0
184	X INVESCO LTD BERMUDA COM	G4918T108			8/15/2011		3/11/2013	280		181				99	0
185	X INVESCO LTD BERMUDA COM	G4918T108			2/23/2009		3/11/2013	559		230				329	0
186	X PHILIP MORRIS INTL INC CON	718172109			2/23/2008		8/5/2013	6,170		2,417				3,753	0
187	X PHILIP MORRIS INTL INC CON	718172109			1/21/2010		8/5/2013	181		89				92	0
188	X PIMCO COMMODITY REALRT	722005867			2/2/2009		8/8/2012	8,323		7,496				827	0
189	X PIMCO COMMODITY REALRT	722005867			2/23/2009		8/8/2012	1,193		998				195	0
190	X PIMCO COMMODITY REALRT	722005867			2/6/2012		8/8/2012	3,219		3,286				-67	0
191	X PIMCO INVT GRADE CORP BI	722005816			1/21/2010		8/8/2012	1,218		1,222				-4	0
192	X PIMCO INVT GRADE CORP BI	722005816			1/21/2010		3/11/2013	5,888		5,719				169	0
193	X PRAXAIR INC COM	74005P104			7/18/2011		3/11/2013	587		533				54	0
194	X PRAXAIR INC COM	74005P104			2/23/2009		3/11/2013	587		307				280	0
195	X PROCTER & GAMBLE CO COM	742718109			9/12/2008		8/2/2012	1,585		1,821				-236	0
196	X PROCTER & GAMBLE CO COM	742718109			9/12/2008		3/11/2013	824		874				-50	0
197	X PROCTER & GAMBLE CO COM	742718109			7/18/2011		3/11/2013	810		517				293	0
198	X QUAL COMM CORP COM	74782E102			8/14/2011		3/11/2013	1,967		1,393				574	0
199	X QUANTA SVCS INC COM	74782E102			4/1/2011		8/8/2012	372		341				31	0
200	X QUANTA SVCS INC COM	74782E102			4/1/2011		3/11/2013	1,033		796				237	0
201	X QUANTA SERVICES INCORPOR	74782E102			4/4/2011		7/29/2013	137		114				23	0
202	X RIDGEWORTH FD-SHORT TERM	76628T811			2/6/2012		8/8/2012	9,921		9,881				40	0
203	X RIDGEWORTH SHORT TERM	76628T811			2/23/2009		3/11/2013	12,415		11,770				645	0
204	X RIDGEWORTH SHORT TERM	76628T811			2/6/2012		3/11/2013	247		247				0	0

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

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

		Amount												Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions		1,808												Capital Gains/Losses	421,444	379,881	41,563
Short Term CG Distributions		0												Other sales	0	0	0
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss			
X	RIDGEWORTH FD-SEIX FLT H	766281678			2/23/2009		8/8/2012	9,272	7,730				0	1,542			
X	RIDGEWORTH FD-SEIX FLT H	766281678			2/6/2012		8/8/2012	439	437				0	2			
X	RIDGEWORTH FD-INTERMED	766281702			2/6/2012		8/8/2012	3,644	3,610				0	34			
X	RIDGEWORTH FD-INTERMED	766281702			2/23/2009		8/8/2012	23,215	22,471				0	744			
X	RIDGEWORTH INTERMEDIAT	766281702			2/23/2009		7/29/2013	30,317	30,845				0	-528			
X	RIDGEWORTH INTERMEDIAT	766281702			3/11/2013		7/29/2013	2,800	2,841				0	-41			
X	T. ROWE PRICE DIVERSFD SMA	779917103			9/4/2012		3/11/2013	592	532				0	60			
X	T. ROWE PRICE DIVERS. SFC G	779917103			9/4/2012		7/29/2013	1,373	1,114				0	259			
X	SCHLUMBERGER LTD COM.	806857108			2/23/2011		8/8/2012	726	922				0	-196			
X	SCHLUMBERGER LTD COM.	806857108			2/23/2011		3/11/2013	1,553	1,645				0	-292			
X	SCHRODER US SMALL/MID C	80806R204			2/23/2011		8/8/2012	8,996	9,018				0	-22			
X	SCHRODER US SMALL/MID C	80806R204			8/15/2011		8/8/2012	492	452				0	40			
X	SENTINEL SMALL CO-I	81728B825			1/21/2010		9/4/2012	12,146	9,620				0	2,526			
X	SENTINEL SMALL CO-I	81728B825			8/15/2011		9/4/2012	483	473				0	10			
X	TEMPLETON GLOBAL BD-ADV	880208400			1/21/2010		8/8/2012	9,896	9,315				0	291			
X	TERADATA CORP DEL COM.	88076W103			7/18/2011		8/8/2012	394	286				0	78			
X	TERADATA CORP DEL COM.	88076W103			7/18/2011		3/11/2013	294	286				0	8			
X	TERADATA CORP DEL COM.	88076W103			2/6/2012		3/11/2013	294	283				0	11			
X	TERADATA CORP DEL COM.	88076W103			3/18/2011		3/11/2013	588	495				0	83			
X	TERADATA CORP DEL COM.	88076W103			3/18/2011		3/22/2013	2,584	2,227				0	337			
X	TEVA PHARMACEUTICAL IND	881824209			1/21/2010		8/8/2012	196	290				0	-94			
X	TEVA PHARMACEUTICAL IND	881824209			1/21/2010		3/11/2013	1,204	1,238				0	-54			
X	TEVA PHARMACEUTICAL IND	881824209			1/21/2010		4/8/2013	116	174				0	-58			
X	TEVA PHARMACEUTICAL IND	881824209			2/22/2011		4/8/2013	970	1,292				0	-322			
X	TEVA PHARMACEUTICAL IND	881824209			5/13/2011		4/8/2013	970	1,251				0	-281			
X	TEVA PHARMACEUTICAL IND	881824209			7/18/2011		4/8/2013	776	953				0	-177			
X	TEXAS INSTRS INC COM	882508104			2/6/2012		8/8/2012	424	506				0	-82			
X	TEXAS INSTRS INC COM	882508104			2/23/2009		12/20/2012	2,654	1,273				0	1,381			
X	TEXAS INSTRS INC COM	882508104			7/18/2011		12/20/2012	468	481				0	7			
X	TEXAS INSTRS INC COM	882508104			10/19/2011		12/20/2012	1,093	1,072				0	21			
X	UNION PACIFIC CORP COM	907818108			2/23/2009		3/11/2013	894	196				0	498			
X	UNITED PARCEL SVC INC CL	811312106			7/19/2011		3/11/2013	943	729				0	117			

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

		2,500	0	0	2,500
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	ACCOUNTING FEES	2,500			2,500

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

		104	104	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	104	104		

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

		247,406	161,521	314,318	249,122
Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1 INVESTMENTS		247,406	161,521	314,318	249,122

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

		297,768	358,844	377,760	
Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	OTHER INVESTMENTS		297,768	358,844	377,760

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

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

1	2011 FEDERAL REFUND	1	721
2	Total	2	721

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

1	PENDING SALES ADJUSTMENT	1	1,614
2	Total	2	1,614

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

Long Term CG Distributions		Amount		419,536		0		206		380,087		39,655		0		0		39,655	
Short Term CG Distributions		1,808		0		0		0		0		0		0		0		0	
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F MV as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses						
1	MERCK & CO COM	58933Y105	7/18/2011	3/11/2013	648		0	536	109	0	0	0	109						
2	MERCK & CO COM	58933Y105	3/22/2013	7/29/2013	487		0	439	48	0	0	0	48						
3	EMERSON ELEC CO COM	291011104	7/18/2011	3/11/2013	573		0	551	22	0	0	0	22						
4	EMERSON ELEC CO COM	291011104	2/23/2009	3/11/2013	573		0	288	285	0	0	0	285						
5	EXPRESS SCRIPTS HLDG CO COM	30219G108	2/8/2011	8/6/2012	570		0	520	50	0	0	0	50						
6	EXPRESS SCRIPTS HLDG CO COM	30219G108	9/12/2008	3/11/2013	570		0	1,172	414	0	0	0	414						
7	EXPRESS SCRIPTS HLDG CO COM	30219G108	9/12/2008	5/6/2013	1,530		0	948	582	0	0	0	582						
8	EXPRESS SCRIPTS HLDG CO COM	30219G108	9/12/2008	5/15/2013	2,281		0	1,403	878	0	0	0	878						
9	FLUOR CORP COM NEW	343412102	3/4/2011	3/11/2013	840		0	650	190	0	0	0	190						
10	FLUOR CORP COM NEW	343412102	10/1/2010	3/11/2013	840		0	470	370	0	0	0	370						
11	FLUOR CORP COM NEW	343412102	2/22/2011	3/11/2013	1,845		0	1,290	555	0	0	0	555						
12	FLUOR CORP COM NEW	343412102	2/22/2011	7/29/2013	585		0	430	155	0	0	0	155						
13	FREEMONT MCMORAN COPPER & GOLD	33871D857	2/8/2012	3/11/2013	195		0	230	-35	0	0	0	-35						
14	FREEMONT MCMORAN COPPER & GOLD	33871D857	2/23/2009	3/11/2013	195		0	205	-10	0	0	0	-10						
15	FREEMONT MCMORAN COPPER & GOLD	33871D857	2/23/2009	4/8/2013	1,185		0	479	706	0	0	0	706						
16	GENERAL ELECTRIC CO COM	369604103	8/11/1999	3/11/2013	1,787		0	2,837	-1,050	0	0	0	-1,050						
17	GENERAL ELECTRIC CO COM	369604103	8/11/1999	7/25/2013	1,597		0	2,285	-688	0	0	0	-688						
18	GENERAL MILLS INC COM	370334104	2/22/2011	8/6/2012	348		0	396	-48	0	0	0	-48						
19	GENERAL MILLS INC COM	370334104	8/12/2011	8/17/2012	2,880		0	2,712	168	0	0	0	168						
20	AUTODESK INC COM	052789106	2/22/2011	8/6/2012	522		0	641	-119	0	0	0	-119						
21	AUTODESK INC COM	052789106	2/22/2011	8/24/2012	2,102		0	2,991	-889	0	0	0	-889						
22	AUTODESK INC COM	052789106	7/18/2011	8/24/2012	840		0	535	305	0	0	0	305						
23	AUTODESK INC COM	052789106	8/15/2011	8/24/2012	300		0	294	6	0	0	0	6						
24	BB&T CORP COM	054837107	2/23/2011	8/6/2012	318		0	278	40	0	0	0	40						
25	BB&T CORP COM	054837107	2/23/2011	3/11/2013	940		0	813	127	0	0	0	127						
26	BANK OF AMERICA CORP COM	060505104	1/21/2010	8/6/2012	228		0	477	-249	0	0	0	-249						
27	BANK OF AMERICA CORP COM	060505104	1/21/2010	3/11/2013	241		0	241	0	0	0	0	0						
28	BANK OF AMERICA CORP COM	060505104	1/21/2010	7/29/2013	73		0	0	73	0	0	0	73						
29	BAXTER INTL INC COM	071813109	1/21/2010	3/11/2013	557		0	476	81	0	0	0	81						
30	BAXTER INTL INC COM	071813109	7/18/2011	3/11/2013	696		0	696	0	0	0	0	0						
31	BAXTER INTL INC COM	071813109	2/23/2009	3/11/2013	487		0	487	0	0	0	0	0						
32	B/E AEROSPACE INC COM	073302101	7/18/2011	8/6/2012	371		0	402	-31	0	0	0	-31						
33	B/E AEROSPACE INC COM	073302101	8/11/2011	3/11/2013	1,409		0	995	414	0	0	0	414						
34	B/E AEROSPACE INC COM	073302101	5/18/2011	3/11/2013	939		0	680	259	0	0	0	259						
35	B/E AEROSPACE INC COM	073302101	7/18/2011	3/11/2013	323		0	420	-97	0	0	0	-97						
36	B/E AEROSPACE INC COM	073302101	3/4/2011	3/11/2013	261		0	176	85	0	0	0	85						
37	BEAM INC COM	073730103	8/17/2012	3/11/2013	908		0	902	6	0	0	0	6						
38	CVS CAREMARK CORP COM	126650100	8/22/2012	3/11/2013	1,307		0	1,120	187	0	0	0	187						
39	CVS CAREMARK CORP COM	126650100	8/13/2008	3/11/2013	184		0	568	-384	0	0	0	-384						
40	CAMERON INTL CORP COM	13342B105	2/22/2011	8/2/2012	1,225		0	1,491	-266	0	0	0	-266						
41	CAMERON INTL CORP COM	13342B105	2/22/2011	3/11/2013	878		0	895	-17	0	0	0	-17						
42	CAPITAL ONE FINL CORP COM	14040H105	2/23/2011	8/6/2012	575		0	508	67	0	0	0	67						
43	CAPITAL ONE FINL CORP COM	14040H105	7/18/2011	2/21/2013	2,068		0	2,033	35	0	0	0	35						
44	CAPITAL ONE FINL CORP COM	14040H105	7/18/2011	2/21/2013	782		0	728	54	0	0	0	54						
45	CAPITAL ONE FINL CORP COM	14040H105	2/8/2012	2/21/2013	522		0	488	34	0	0	0	34						
46	CAPITAL ONE FINL CORP COM	14040H105	1/21/2010	7/29/2013	342		0	215	127	0	0	0	127						
47	CHEVRON CORPORATION	109784100	7/18/2011	7/29/2013	937		0	526	411	0	0	0	411						
48	COACH INC COM	189754104	1/21/2010	2/13/2013	3,430		0	2,386	1,044	0	0	0	1,044						
49	COACH INC COM	189754104	7/18/2011	2/13/2013	490		0	658	-168	0	0	0	-168						
50	COMCAST CORP CL A	20030N101	2/13/2013	7/29/2013	217		0	205	12	0	0	0	12						
51	CORNWAL INC	219390105	5/15/2013	7/29/2013	78		0	78	0	0	0	0	0						
52	DARDEN RESTAURANTS INC COM	237194105	2/23/2011	3/5/2013	2,795		0	2,906	-111	0	0	0	-111						
53	DARDEN RESTAURANTS INC COM	237194105	7/18/2011	3/5/2013	466		0	576	-110	0	0	0	-110						
54	WALT DISNEY CO COM	254687106	7/18/2011	8/6/2012	749		0	584	165	0	0	0	165						
55	WALT DISNEY CO COM	254687106	7/18/2011	9/7/2012	518		0	390	128	0	0	0	128						
56	WALT DISNEY CO COM	254687106	8/15/2011	9/7/2012	518		0	335	183	0	0	0	183						
57	WALT DISNEY CO COM	254687106	8/13/2002	3/11/2013	1,721		0	411	1,310	0	0	0	1,310						
58	EMC CORP COM	268648102	7/18/2011	8/6/2012	401		0	401	0	0	0	0	0						
59	EMC CORP COM	268648102	9/12/2008	3/11/2013	218		0	129	89	0	0	0	89						
60	EMC CORP COM	268648102	7/18/2011	3/11/2013	401		0	401	0	0	0	0	0						
61	EMC CORP COM	268648102	2/8/2012	3/11/2013	243		0	262	-19	0	0	0	-19						
62	EMC CORP COM	268648102	2/23/2009	3/11/2013	509		0	226	283	0	0	0	283						
63	EMC CORP MASS	268648102	2/23/2009	7/28/2013	134		0	54	79	0	0	0	79						
64	EATON VANCE ATLANTA CAPITAL SMIC	277902698	3/13/2013	7/29/2013	458		0	428	30	0	0	0	30						
65	ECOLAB INC COM	278865100	3/8/2012	8/6/2012	321		0	297	24	0	0	0	24						
66	ECOLAB INC COM	278865100	3/8/2012	3/11/2013	1,172		0	891	281	0	0	0	281						
67	ABBOTT LABS COM	002824100	9/12/2008	8/6/2012	999		0	885	114	0	0	0	114						
68	ABBOTT LABS COM	002824100	9/12/2008	3/11/2013	983		0	707	276	0	0	0	276						
69	ABBOTT LABS COM	002824100	2/8/2012	3/11/2013	173		0	132	41	0	0	0	41						
70	ABBVIE INC COM	00287Y109	9/12/2008	3/11/2013	929		0	787	142	0	0	0	142						
71	ABBVIE INC COM	00287Y109	2/8/2012	3/11/2013	186		0	143	43	0	0	0	43						
72	ABERDEEN EGY LONG SHORT IN	003020336	2/8/2012	7/29/2013	124		0	116	8	0	0	0	8						
73	ABERDEEN EGY LONG SHORT IN	003020336	8/6/2012	7/29/2013	383		0	354	29	0	0	0	29						
74	CAMBIA SMALL CAP INS	0073W0593	3/11/2013	7/29/2013	1,083		0	990	87	0	0	0	87						
75	ALLSTATE CORP COM	020002101	9/7/2012	3/11/2013	947		0	770	177	0	0	0	177						
76	AMGEN INC COM	031182100	5/13/2011	8/6/2012	411		0	303	108	0	0	0	108						
77	AMGEN INC COM	031182100	5/13/2011	3/11/2013	1,861		0	1,212	649	0	0	0	649						
78	AMGEN INC COM	031182100	1/21/2010	3/11/2013	485		0	283	202	0	0	0	202						
79	APACHE CORP COM	037411105	7/18/2011	3/11/2013	377		0	612	-235	0	0	0	-235						
80	APACHE CORP COM	037411105	2/23/2009	3/11/2013	134		0	620	-486	0	0	0	-486						
81	APACHE CORP COM	037411105	2/23/2009	4/25/2013	2,176		0	1,882	294	0	0	0	294						
82	APPLE INC COM	037833100	8/15/2011	3/11/2013	2,148		0	1,900	248	0	0	0	248						
83	APPLE INC COM	037833100	2/23/2009	3/11/2013	2,148		0	441	1,707	0	0	0	1,707						
84	JANUS PERKINS SMALL CAP VALUE I	47103C183	7/18/2011	3/11/2013	324		0	350	-26	0	0	0	-26						

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

Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Amount		Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/99	Adjusted Basis as of 12/31/99	Excess of FMV Over Adj. Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses
					Long Term CG Distributions	Short Term CG Distributions									
85 JANUS PERKINS SMALL CAP VALUE-I	47103C183		8/15/2011	3/11/2013	0	1,900	690	0	0	681	9	0	0	0	9
86 JANUS PERKINS SMALL CAP VALUE-I	47103C183		2/6/2012	3/11/2013	0	0	811	0	0	770	41	0	0	0	41
87 MACYS INC COM	55616P104		5/6/2012	8/6/2012	0	0	556	0	0	540	16	0	0	0	16
88 MACYS INC COM	55616P104		10/19/2011	8/6/2012	0	0	185	0	0	140	45	0	0	0	45
89 MACYS INC COM	55616P104		10/19/2011	8/7/2012	0	0	807	0	0	595	212	0	0	0	212
90 MACYS INC COM	55616P104		10/19/2011	3/11/2013	0	0	207	0	0	149	58	0	0	0	58
91 MACYS INC COM	55616P104		8/9/2011	3/11/2013	0	0	1,656	0	0	1,003	653	0	0	0	653
92 MANNING & NAPIER WORLD OPPOR	58321545		3/11/2013	7/29/2013	0	0	1,984	0	0	1,932	52	0	0	0	52
93 MATTTEL INC COM	577081102		1/30/2012	8/6/2012	0	0	351	0	0	296	55	0	0	0	55
94 MATTTEL INC COM	577081102		1/30/2012	3/11/2013	0	0	1,237	0	0	888	349	0	0	0	349
95 MATTTEL INC COM	577081102		1/30/2012	7/29/2013	0	0	3,162	0	0	2,519	643	0	0	0	643
96 MERCK & CO INC COM	58933Y105		1/30/2012	8/6/2012	0	0	964	0	0	582	382	0	0	0	382
97 MERCK & CO INC COM	58933Y105		1/30/2012	3/11/2013	0	0	1,152	0	0	1,552	160	0	0	0	160
98 GENERAL MILLS INC COM	370334104		10/19/2011	8/17/2012	0	0	1,152	0	0	1,191	39	0	0	0	39
99 GOLDMAN SACHS GROUP INC COM	38141G104		1/21/2011	3/11/2013	0	0	2,293	0	0	2,488	195	0	0	0	195
100 HARTFORD FINL SVCS GROUP INC CO	416515104		1/21/2011	8/6/2012	0	0	254	0	0	417	163	0	0	0	163
101 HARTFORD FINL SVCS GROUP INC CO	416515104		1/21/2011	3/11/2013	0	0	1,142	0	0	1,252	110	0	0	0	110
102 HARTFORD FINL SVCS GROUP INC	416515104		5/6/2013	7/29/2013	0	0	154	0	0	148	6	0	0	0	6
103 HOME DEPOT INC COM	437078102		2/8/2012	8/6/2012	0	0	262	0	0	226	36	0	0	0	36
104 HOME DEPOT INC COM	437078102		7/18/2011	8/6/2012	0	0	262	0	0	170	93	0	0	0	93
105 HOME DEPOT INC COM	437078102		7/18/2011	9/7/2012	0	0	1,142	0	0	715	427	0	0	0	427
106 HOME DEPOT INC COM	437078102		2/23/2009	12/29/2012	0	0	2,776	0	0	860	1,916	0	0	0	1,916
107 HUNT JB TRANSPT SVCS INC COM	445658107		1/21/2011	9/7/2012	0	0	2,943	0	0	1,892	1,051	0	0	0	1,051
108 INTERNATIONAL BUSINESS MACHS CO	459200101		8/18/2011	3/11/2013	0	0	2,100	0	0	1,627	473	0	0	0	473
109 INTERNATIONAL BUSINESS MACHS CO	459200101		8/18/2011	6/25/2013	0	0	4,095	0	0	3,418	677	0	0	0	677
110 INTUIT INC COM	481202103		2/23/2011	3/11/2013	0	0	1,339	0	0	1,054	285	0	0	0	285
111 INTUIT INC COM	481202103		2/23/2011	5/15/2013	0	0	2,964	0	0	1,644	1,320	0	0	0	1,320
112 INTUIT INC COM	481202103		7/18/2011	5/15/2013	0	0	298	0	0	244	55	0	0	0	55
113 INTUIT INC COM	481202103		8/15/2011	5/15/2013	0	0	289	0	0	213	76	0	0	0	76
114 JP MORGAN CHASE & CO COM	46625H100		7/18/2011	8/6/2012	0	0	544	0	0	595	51	0	0	0	51
115 JP MORGAN CHASE & CO COM	46625H100		7/18/2011	3/11/2013	0	0	503	0	0	397	106	0	0	0	106
116 JP MORGAN CHASE & CO COM	46625H100		8/15/2011	3/11/2013	0	0	503	0	0	366	137	0	0	0	137
117 JP MORGAN CHASE & CO COM	46625H100		8/23/2001	3/11/2013	0	0	1,508	0	0	992	516	0	0	0	516
118 JANUS PERKINS SMALL CAP VALUE-I	47103C183		7/18/2011	8/6/2012	0	0	2,626	0	0	3,125	497	0	0	0	497
119 JANUS PERKINS SMALL CAP VALUE-I	47103C183		1/8/2010	3/11/2013	0	0	12,200	0	0	11,245	955	0	0	0	955
120 MICROSOFT CORP COM	594918104		4/27/2012	8/6/2012	21	0	320	0	0	320	0	0	0	0	0
121 MICROSOFT CORP COM	594918104		5/15/2012	3/11/2013	0	0	279	0	0	326	47	0	0	0	47
122 MICROSOFT CORP COM	594918104		4/27/2012	3/11/2013	0	0	1,393	0	0	1,802	209	0	0	0	209
123 MICROSOFT CORP COM	594918104		4/27/2012	7/29/2013	0	0	157	0	0	180	23	0	0	0	23
124 MORGAN STANLEY COM NEW	617448448		8/17/2011	8/6/2012	159	0	119	0	0	159	0	0	0	0	0
125 MORGAN STANLEY COM	617448448		2/8/2010	3/11/2013	0	0	230	0	0	305	75	0	0	0	75
126 MORGAN STANLEY COM	617448448		1/21/2010	3/11/2013	0	0	1,150	0	0	1,487	337	0	0	0	337
127 MORGAN STANLEY COM	617448448		1/21/2010	7/29/2013	0	0	137	0	0	149	12	0	0	0	12
128 NATIONAL OILWELL VARCO INC COM	637071101		7/18/2011	8/6/2012	0	0	377	0	0	149	228	0	0	0	228
129 NATIONAL OILWELL VARCO INC COM	637071101		5/17/2011	2/6/2013	0	0	2,659	0	0	2,814	155	0	0	0	155
130 NATIONAL OILWELL VARCO INC COM	637071101		7/18/2011	2/6/2013	0	0	332	0	0	383	51	0	0	0	51
131 NATIONAL OILWELL VARCO INC COM	637071101		8/18/2011	2/6/2013	0	0	1,329	0	0	1,271	58	0	0	0	58
132 NEUBERGER BERMAN HIGH INCOME	84128K868		8/6/2012	3/11/2013	0	0	8,981	0	0	8,813	178	0	0	0	178
133 NEUBERGER BERMAN HIGH INCOME	84128K868		2/6/2012	3/11/2013	0	0	252	0	0	240	12	0	0	0	12
134 NEUBERGER BERMAN HIGH INCOME	84128K868		8/12/2011	7/29/2013	0	0	18,079	0	0	15,027	3,052	0	0	0	3,052
135 NEUBERGER BERMAN HILN B INS	84128K868		2/6/2012	7/29/2013	0	0	363	0	0	351	12	0	0	0	12
136 OCCIDENTAL PETROLEUM CORP COM	674599105		7/18/2011	3/11/2013	0	0	823	0	0	1,049	226	0	0	0	226
137 OCCIDENTAL PETROLEUM CORP COM	674599105		2/23/2009	3/11/2013	0	0	823	0	0	494	329	0	0	0	329
138 ORACLE CORP COM	68388X105		1/21/2011	8/6/2012	28	0	463	0	0	488	0	0	0	0	0
139 ORACLE CORP COM	68388X105		1/21/2011	3/11/2013	0	0	356	0	0	326	30	0	0	0	30
140 ORACLE CORP COM	68388X105		7/18/2011	3/11/2013	0	0	1,069	0	0	885	184	0	0	0	184
141 ORACLE CORP COM	68388X105		2/8/2011	3/11/2013	0	0	535	0	0	504	31	0	0	0	31
142 ORACLE CORPORATION	68388X105		8/15/2011	7/29/2013	0	0	162	0	0	139	23	0	0	0	23
143 OPPENHEIMER DEVELOPING MKT Y	683974505		1/5/2011	7/29/2013	0	0	2,039	0	0	2,114	75	0	0	0	75
144 PIMCO LOW DURATION I	693390304		2/6/2012	8/6/2012	0	0	586	0	0	578	8	0	0	0	8
145 PIMCO LOW DURATION I	693390304		2/22/2011	3/11/2013	0	0	18,621	0	0	18,514	107	0	0	0	107
146 PIMCO LOW DURATION I	693390304		2/6/2012	3/11/2013	0	0	197	0	0	196	1	0	0	0	1
147 PIMCO FOREIGN BD USX HEDGED-I	683390882		2/6/2012	8/6/2012	0	0	13,400	0	0	12,880	520	0	0	0	520
148 PNC FINL SVCS GROUP INC COM	693475105		1/21/2011	8/6/2012	0	0	805	0	0	805	0	0	0	0	0
149 PNC FINL SVCS GROUP INC COM	693475105		1/21/2011	3/11/2013	0	0	1,628	0	0	1,513	113	0	0	0	113
150 PACCAR INC COM	693718108		7/22/2011	8/6/2012	0	0	200	0	0	251	51	0	0	0	51
151 PACCAR INC COM	693718108		7/22/2011	3/11/2013	0	0	1,006	0	0	1,003	3	0	0	0	3
152 PEPSICO INC COM	713448108		2/23/2009	3/11/2013	0	0	1,156	0	0	772	384	0	0	0	384
153 PFIZER INC COM	717081103		2/6/2012	8/6/2012	0	0	485	0	0	423	62	0	0	0	62
154 PFIZER INC COM	717081103		10/19/2011	8/6/2012	0	0	121	0	0	95	26	0	0	0	26
155 PFIZER INC COM	717081103		10/19/2011	3/11/2013	0	0	1,686	0	0	1,137	549	0	0	0	549
156 PFIZER INC COM	717081103		8/9/2011	3/11/2013	0	0	567	0	0	377	190	0	0	0	190
157 PFIZER INC	717081103		4/9/2013	7/29/2013	0	0	293	0	0	293	0	0	0	0	0
158 PHILIP MORRIS INTL INC COM	718172109		8/15/2011	8/6/2012	0	0	461	0	0	336	125	0	0	0	125
159 PHILIP MORRIS INTL INC COM	718172109		7/18/2011	8/6/2012	0	0	481	0	0	335	146	0	0	0	146
160 PHILIP MORRIS INTL INC COM	718172109		7/18/2011	3/11/2013	0	0									

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

Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F.M.V. as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj. Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses
168 VISA INC CL A COM	92826C839		1/2/2010	3/1/2013	804		0	426	378	0	0	0	378
170 VISA INC CL A COM	92826C839		1/2/2010	8/6/2013	1,785		0	653	933	0	0	0	933
171 WAL-MART STORES INC COM	931142103		8/1/2012	3/1/2013	731		0	722	9	0	0	0	9
172 WASATCH LONG/SHORT FUND-INS	936793789		6/6/2012	7/29/2013	1,200		0	1,024	176	0	0	0	176
173 WASATCH LONG/SHORT FD	936793835		8/6/2012	3/1/2013	3,003		0	2,847	356	0	0	0	356
174 WELLS FARGO & CO COM NEW	949748101		1/21/2011	3/1/2013	516		0	488	28	0	0	0	28
175 WELLS FARGO & CO COM	949748101		1/21/2011	3/1/2013	732		0	650	82	0	0	0	82
176 WELLS FARGO & CO	949748101		1/21/2011	7/29/2013	217		0	183	34	0	0	0	34
177 WELLS FARGO & CO	949748101		7/18/2011	7/29/2013	217		0	134	83	0	0	0	83
178 WILLIAMS COS INC COM	989457100		2/6/2012	8/6/2012	476		0	443	33	0	0	0	33
179 WILLIAMS COS INC COM	989457100		2/22/2011	3/1/2013	1,386		0	1,000	386	0	0	0	386
180 WILLIAMS COS INC COM	989457100		2/22/2011	8/5/2013	2,904		0	2,125	779	0	0	0	779
181 WILLIAMS COS INC COM	989457100		7/18/2011	8/5/2013	512		0	371	141	0	0	0	141
182 INVESCO LTD BERMUDA COM	G49181108		7/18/2011	8/6/2012	221		0	219	2	0	0	0	2
183 INVESCO LTD BERMUDA COM	G49181108		8/15/2011	8/6/2012	113		0	91	22	0	0	0	22
184 INVESCO LTD BERMUDA COM	G49181108		8/15/2011	3/1/2013	280		0	181	99	0	0	0	99
185 INVESCO LTD BERMUDA COM	G49181108		2/23/2009	3/1/2013	559		0	230	329	0	0	0	329
186 PHILIP MORRIS INTL INC COM	718172109		2/23/2009	8/6/2012	6,170		0	2,412	3,753	0	0	0	3,753
187 PHILIP MORRIS INTL INC COM	718172109		1/21/2010	8/6/2012	181		0	98	85	0	0	0	85
188 PIMCO COMMODITY REALTRN STRATE	722005687		2/23/2009	8/6/2012	8,323		0	7,498	827	0	0	0	827
189 PIMCO COMMODITY REALTRN STRATE	722005687		2/23/2009	8/6/2012	1,193		0	988	205	0	0	0	205
190 PIMCO COMMODITY REALTRN STRATE	722005687		2/23/2009	8/6/2012	3,218		0	3,298	-80	0	0	0	-80
191 PIMCO INVY GRADE CORP BD4	722005816		1/21/2010	8/6/2012	1,318		0	1,222	96	0	0	0	96
192 PIMCO INVY GRADE CORP BD4	722005816		1/21/2010	3/1/2013	5,580		0	5,718	-138	0	0	0	-138
193 PRAXAIR INC COM	74005P104		7/18/2011	3/1/2013	567		0	533	34	0	0	0	34
194 PRAXAIR INC COM	74005P104		2/23/2009	3/1/2013	567		0	307	260	0	0	0	260
195 PROCTER & GAMBLE CO COM	742718109		8/12/2008	3/1/2013	1,545		0	1,821	-276	0	0	0	-276
196 PROCTER & GAMBLE CO COM	742718109		9/12/2008	3/1/2013	924		0	874	50	0	0	0	50
197 PROCTER & GAMBLE CO COM	742718109		7/18/2011	3/1/2013	616		0	517	99	0	0	0	99
198 QUALCOMM CORP COM	747825103		8/14/2011	3/1/2013	1,687		0	1,393	294	0	0	0	294
199 QUANTA SVCS INC COM	74782E102		4/1/2011	8/6/2012	373		0	341	31	0	0	0	31
200 QUANTA SVCS INC COM	74782E102		4/1/2011	3/1/2013	1,033		0	790	237	0	0	0	237
201 QUANTA SERVICES INCORPORATED	74782E102		4/4/2011	7/29/2013	137		0	114	23	0	0	0	23
202 RIDGEWORTH FD-SHORT TERM BD #RGC786281811	786281811		2/6/2012	8/6/2012	9,921		0	9,891	30	0	0	0	30
203 RIDGEWORTH SHORT TERM BD #RGC786281811	786281811		2/23/2009	3/1/2013	14,418		0	11,770	2,648	0	0	0	2,648
204 RIDGEWORTH SHORT TERM BD #RGC786281811	786281811		2/6/2012	3/1/2013	247		0	247	0	0	0	0	0
205 RIDGEWORTH FD-SEIX FLT HIGH INCM	786281878		2/23/2009	8/6/2012	9,272		0	7,730	1,542	0	0	0	1,542
206 RIDGEWORTH FD-SEIX FLT HIGH INCM	786281878		2/6/2012	8/6/2012	439		0	437	2	0	0	0	2
207 RIDGEWORTH FD-INTERMEDIATE BD #RGC786281702	786281702		2/6/2012	8/6/2012	3,444		0	3,610	-166	0	0	0	-166
208 RIDGEWORTH FD-INTERMEDIATE BD #RGC786281702	786281702		2/23/2009	8/6/2012	23,215		0	22,471	744	0	0	0	744
209 RIDGEWORTH INTERMEDIATE BD #RGC786281702	786281702		2/23/2009	7/29/2013	30,317		0	30,845	-528	0	0	0	-528
210 RIDGEWORTH INTERMEDIATE BD #RGC786281702	786281702		3/1/2013	7/29/2013	2,800		0	2,841	-41	0	0	0	-41
211 T ROWE PRICE DIVERSE SMALLCAP G	719917103		9/4/2012	3/1/2013	592		0	532	60	0	0	0	60
212 T ROWE PRICE DIVERSE S.C. GRIH	719917103		9/4/2012	7/29/2013	1,373		0	1,114	259	0	0	0	259
213 SCHLUMBERGER LTD COM	808857108		2/23/2011	8/6/2012	728		0	922	-196	0	0	0	-196
214 SCHLUMBERGER LTD COM	808857108		2/23/2011	3/1/2013	1,553		0	1,845	-292	0	0	0	-292
215 SCHRODER US SMALLMID CAP OPP FUND	808898204		2/23/2011	8/6/2012	5,996		0	9,018	-3,022	0	0	0	-3,022
216 SCHRODER US SMALLMID CAP OPP FUND	808898204		8/15/2011	8/6/2012	192		0	452	-260	0	0	0	-260
217 SENTINEL SMALL CO-I	817288825		1/21/2010	9/4/2012	12,146		0	9,620	2,526	0	0	0	2,526
218 SENTINEL SMALL CO-I	817288825		8/15/2011	9/4/2012	483		0	473	10	0	0	0	10
219 TEMPLETON GLOBAL BD-ADV	880208400		1/21/2010	8/6/2012	9,606		0	9,315	291	0	0	0	291
220 TERADATA CORP DEL COM	88078W103		7/18/2011	8/6/2012	364		0	290	74	0	0	0	74
221 TERADATA CORP DEL COM	88078W103		7/18/2011	3/1/2013	294		0	286	8	0	0	0	8
222 TERADATA CORP DEL COM	88078W103		2/6/2012	3/1/2013	284		0	283	1	0	0	0	1
223 TERADATA CORP DEL COM	88078W103		3/18/2011	3/1/2013	588		0	499	89	0	0	0	89
224 TERADATA CORP DEL COM	88078W103		3/18/2011	3/22/2013	3,564		0	3,227	337	0	0	0	337
225 TEVA PHARMACEUTICAL INDS LTD ADJ	881824209		1/21/2010	8/6/2012	196		0	290	-94	0	0	0	-94
226 TEVA PHARMACEUTICAL INDS LTD ADJ	881824209		1/21/2010	3/1/2013	1,204		0	1,738	-534	0	0	0	-534
227 TEVA PHARMACEUTICAL INDS LTD ADJ	881824209		1/21/2010	4/9/2012	116		0	174	-58	0	0	0	-58
228 TEVA PHARMACEUTICAL INDS LTD ADJ	881824209		2/22/2011	4/9/2012	879		0	1,292	-413	0	0	0	-413
229 TEVA PHARMACEUTICAL INDS LTD ADJ	881824209		5/13/2011	4/9/2012	970		0	1,251	-281	0	0	0	-281
230 TEVA PHARMACEUTICAL INDS LTD ADJ	881824209		7/18/2011	4/9/2012	776		0	953	-177	0	0	0	-177
231 TEXAS INSTRS INC COM	882508104		2/6/2012	8/6/2012	424		0	506	-82	0	0	0	-82
232 TEXAS INSTRS INC COM	882508104		2/23/2009	12/20/2012	2,654		0	2,654	0	0	0	0	0
233 TEXAS INSTRS INC COM	882508104		7/18/2011	12/20/2012	468		0	491	-23	0	0	0	-23
234 TEXAS INSTRS INC COM	882508104		10/19/2011	12/20/2012	1,093		0	1,072	21	0	0	0	21
235 UNION PACIFIC CORP COM	907818109		2/23/2009	3/1/2013	894		0	106	788	0	0	0	788
236 UNITED PARCEL SVCS INC CL B COM	911321106		7/18/2011	3/1/2013	843		0	729	117	0	0	0	117

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

	Date	Amount
1 Credit from prior year return	1	120
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	0
7 Total	7	120



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<u>MAJOR INVESTMENT CLASS</u>	<u>MARKET VALUE</u>	<u>PERCENT OF ACCOUNT</u>	<u>FEDERAL TAX COST</u>	<u>UNREALIZED GAIN/LOSS (FED TO MKT)</u>	<u>ESTIMATED ANNUAL INCOME</u>	<u>INCOME YIELD AT MARKET</u>
<u>PRINCIPAL PORTFOLIO</u>						
STIP & MONEY MARKET FUNDS	40,873.87	6.12 %	40,873.87	0.00	4	0.01 %
EQUITY SECURITIES	249,122.26	37.30 %	161,520.55	87,601.71	5,223	2.10 %
MUTUAL FUNDS	<u>377,760.16</u>	<u>56.56 %</u>	<u>358,844.43</u>	<u>18,915.73</u>	<u>7,450</u>	<u>1.97 %</u>
PRINCIPAL PORTFOLIO TOTAL	667,756.29	99.99 %	561,238.85	106,517.44	12,677	1.90 %
<u>INCOME PORTFOLIO</u>						
STIP & MONEY MARKET FUNDS	<u>87.40</u>	<u>0.01 %</u>	<u>87.40</u>	<u>0.00</u>	<u>0</u>	<u>0.00 %</u>
INCOME PORTFOLIO TOTAL	87.40	0.01 %	87.40	0.00	0	0.00 %
667,843.69 100.00 % 561,326.25 106,517.44 12,677						



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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
<u>PRINCIPAL PORTFOLIO</u>						
<u>STIP & MONEY MARKET FUNDS</u>						
40,873.87	FEDERATED MONEY MKT OBLIGS TR GCVT OBLIG INSTL CL #5 FFS CUSIP: 609005DF7	40,873.87 1.000 6.12 %	40,873.87 1.00	0.00	4	0.01 % 0.00 %
<u>EQUITY SECURITIES</u>						
<u>ENERGY</u>						
42	CAMERON INTERNATIONAL CORP CUSIP: 13342B105	2,490.60 59,300 0.37 %	2,168.97 51.64	321.63	0	0.00 % 0.00 %
66	CHEVRON CORPORATION CUSIP: 166764100	8,308.74 125,890 1.24 %	4,670.62 70.77	3,638.12	264	3.18 % 0.00 %
45	HOLLYFRONTIER CORPORATION CUSIP: 436106108	2,049.75 45,550 0.31 %	2,300.22 51.12	250.47-	54	2.63 % 0.00 %
39	OCCIDENTAL PETE CORP CUSIP: 674599105	3,472.95 89,050 0.52 %	1,926.99 49.41	1,545.96	100	2.88 % 0.00 %
70	SCHLUMBERGER LTD CUSIP: 806857108	5,693.10 81,330 0.85 %	3,497.66 49.97	2,195.44	88	1.55 % 0.00 %
<u>TOTAL ENERGY</u>		<u>22,015.14</u>	<u>14,564.46</u>	<u>7,450.68</u>	<u>505</u>	<u>2.29 %</u>



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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
35	ECOLAB INC CUSIP: 278865100	3,224.90 92.140 0.48 %	2,077.87 59.37	1,147.03	32	0.99 % 0.00 %
60	LYONDELLBASELL INDUSTRIES NV CUSIP: N53745100	4,122.60 68.710 0.62 %	3,628.94 60.48	493.66	120	2.91 % 0.00 %
24	PRAAIR INC CUSIP: 74005P104	2,884.08 120.170 0.43 %	1,472.40 61.35	1,411.68	58	2.01 % 0.00 %
TOTAL MATERIALS		10,231.58	7,179.21	3,052.37	210	2.05 %
INDUSTRIALS						
55	B/E AEROSPACE INC CUSIP: 073302101	3,834.05 69.710 0.57 %	1,930.73 35.10	1,903.32	0	0.00 % 0.00 %
48	EMERSON ELEC CO CUSIP: 291011104	2,945.76 61.370 0.44 %	1,383.36 28.82	1,562.40	79	2.68 % 0.00 %
60	FLOWSERVE CORP CUSIP: 34354P105	3,400.80 56.680 0.51 %	2,455.69 40.93	945.11	34	1.00 % 0.00 %
41	FLUOR CORP CUSIP: 343412102	2,564.96 62.560 0.38 %	1,926.59 46.99	638.37	26	1.01 % 0.00 %



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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
85	FORTUNE BRANDS HOME & SECURITY, INC CUSIP: 34964C106	3,511.35 41.310 0.53 %	3,602.67 42.38	91.32-	34	0.97 % 0.00 %
143	GENERAL ELECTRIC CORP CUSIP: 369604103	3,484.91 24.370 0.52 %	3,486.20 24.38	1.29-	109	3.13 % 0.00 %
40	PACCAR INC CUSIP: 693718108	2,250.80 56.270 0.34 %	1,942.33 48.56	308.47	32	1.42 % 0.00 %
95	QUANTA SERVICES INCORPORATED CUSIP: 74762E102	2,546.95 26.810 0.38 %	2,082.02 21.92	464.93	0	0.00 % 0.00 %
22	UNION PAC CORP CUSIP: 907818108	3,488.98 158.590 0.52 %	862.18 39.19	2,626.80	61	1.75 % 0.00 %
29	UNITED PARCEL SERVICE CL B CUSIP: 911312106	2,517.20 86.800 0.38 %	1,221.19 42.11	1,296.01	72	2.86 % 0.00 %
TOTAL INDUSTRIALS		30,545.76	20,892.96	9,652.80	446	1.46 %



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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE & OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
CONSUMER DISCRETIONARY						
135	CCMGST CORP-CL A CUSIP: 20030N101	6,085.80 45.080 0.91 %	5,108.98 37.84	976.82	105	1.73 % 0.00 %
70	DELPHI AUTOMOTIVE PLC CUSIP: G27823106	3,760.40 53.720 0.56 %	3,388.68 48.41	371.72	48	1.28 % 0.00 %
86	DISNEY WALT CO NEW CUSIP: 254687106	5,559.90 64.650 0.83 %	1,178.79 13.71	4,381.11	65	1.17 % 0.00 %
67	HOME DEPOT INC CUSIP: 437076102	5,295.01 79.030 0.79 %	1,279.70 19.10	4,015.31	105	1.98 % 0.00 %
115	MACY'S INC CUSIP: 55616P104	5,559.10 48.340 0.83 %	2,883.86 25.08	2,675.24	115	2.07 % 0.00 %
75	MATEL INC CUSIP: 577081102	3,152.25 42.030 0.47 %	2,218.84 29.58	933.41	108	3.43 % 0.00 %
TOTAL CONSUMER DISCRETIONARY		29,412.46	16,058.85	13,353.61	545	1.85 %



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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
CONSUMER STAPLES						
40	BEAM INC CUSIP: 073730103	2,599.60 64.990 0.39 %	2,277.94 56.95	321.66	36	1.38 % 0.00 %
103	CVS CAREMARK CORP CUSIP: 126650100	6,333.47 61.490 0.95 %	3,373.69 32.75	2,959.78	93	1.47 % 0.00 %
48	PEPSICO INC CUSIP: 713448108	4,009.92 83.540 0.60 %	2,916.72 60.76	1,093.20	109	2.72 % 0.00 %
41	PROCTER & GAMBLE CO CUSIP: 742718109	3,292.30 80.300 0.49 %	2,425.71 59.16	866.59	99	3.01 % 0.00 %
55	WAL MART STORES INC CUSIP: 931142103	4,286.70 77.940 0.64 %	4,052.84 73.69	233.86	103	2.40 % 0.00 %
TOTAL CONSUMER STAPLES			15,046.90	5,475.09	440	2.14 %



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HEALTH CARE						
81	ABBOTT LABS CUSIP: 002824100	2,967.03 36.630 0.44 %	1,963.94 24.25	1,003.09	45	1.52 % 0.00 %
81	ABBVIE INC CUSIP: 00287Y109	3,683.88 45.480 0.55 %	2,129.72 26.29	1,554.16	130	3.53 % 0.00 %
51	AMGEN INC CUSIP: 031162100	5,522.79 108.290 0.83 %	2,842.54 55.74	2,680.25	96	1.74 % 0.00 %
48	BAXTER INTL INC CUSIP: 071813109	3,505.92 73.040 0.52 %	2,781.04 57.94	724.88	94	2.68 % 0.00 %
35	LILLY ELI & CO CUSIP: 532457108	1,858.85 53.110 0.28 %	1,989.61 56.85	130.76-	69	3.71 % 0.00 %
159	MERCK & CO INC CUSIP: 58933Y105	7,659.03 48.170 1.15 %	5,180.22 32.58	2,478.81	273	3.56 % 0.00 %
275	PFIZER INC CUSIP: 717081103	8,038.25 29.230 1.20 %	5,968.59 21.70	2,069.66	264	3.28 % 0.00 %
TOTAL HEALTH CARE		33,235.75	22,855.66	10,380.09	971	2.92 %



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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
60	ALLSTATE CORP CUSIP: 020002101	3,058.80 50.980 0.46 %	2,308.93 38.48	749.87	60	1.96 % 0.00 %
438	BANK OF AMERICA CORP CUSIP: 060505104	6,394.80 14.600 0.96 %	5,859.43 13.38	535.37	18	0.28 % 0.00 %
70	BB&T CORPORATION CUSIP: 054937107	2,498.30 35.690 0.37 %	1,801.64 25.74	696.66	64	2.56 % 0.00 %
51	CAPITAL ONE FINANCIAL CORP CUSIP: 14040H105	3,520.02 69.020 0.53 %	2,192.49 42.99	1,327.53	61	1.73 % 0.00 %
22	GOLDMAN SACHS GROUP INC CUSIP: 38141G104	3,608.66 164.030 0.54 %	2,020.31 91.83	1,588.35	44	1.22 % 0.00 %
150	HARTFORD FINL SVCS GROUP INC CUSIP: 416515104	4,629.00 30.860 0.69 %	4,108.78 27.39	520.22	90	1.94 % 0.00 %
79	INVESCO LIMITED CUSIP: G491BT108	2,543.01 32.190 0.38 %	906.92 11.48	1,636.09	71	2.79 % 0.00 %
132	JP MORGAN CHASE & CO CUSIP: 46625H100	7,356.36 55.730 1.10 %	4,768.30 36.12	2,588.06	201	2.73 % 0.00 %

FINANCIALS



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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
150	MORGAN STANLEY CUSIP: 617446448	4,081.50 27.210 0.61 %	2,691.29 17.94	1,390.21	30	0.74 % 0.00 %
65	PNC FINANCIAL SERVICES GROUP CUSIP: 693475105	4,943.25 76.050 0.74 %	3,742.86 57.58	1,200.39	114	2.31 % 0.00 %
153	WELLS FARGO & CO CUSIP: 949746101	6,655.50 43.500 1.00 %	2,372.08 15.50	4,283.42	184	2.76 % 0.00 %
TOTAL FINANCIALS		49,289.20	32,773.03	16,516.17	937	1.90 %
INFORMATION TECHNOLOGY						
18	APPLE INC CUSIP: 037833100	8,145.54 452.530 1.22 %	1,589.22 88.29	6,556.32	220	2.70 % 0.00 %
195	CORNING INC CUSIP: 219350105	2,962.05 15.190 0.44 %	2,997.92 15.37	35.87-	78	2.63 % 0.00 %
131	EMC CORP MASS CUSIP: 268648102	3,425.65 26.150 0.51 %	1,410.87 10.77	2,014.78	52	1.52 % 0.00 %
9	GOOGLE INC CL A CUSIP: 38259P508	7,989.75 887.750 1.20 %	3,040.47 337.83	4,949.28	0	0.00 % 0.00 %
230	INTEL CORP CUSIP: 458140100	5,367.05 23.335 0.80 %	4,992.16 21.71	374.89	207	3.86 % 0.00 %



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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
55	KLA-TENCOR CORP CUSIP: 482480100	3,224.65 58.630 0.48 %	3,049.62 55.45	175.03	88	2.73 % 0.00 %
155	MICROSOFT CORP CUSIP: 594918104	4,935.20 31.840 0.74 %	4,678.82 30.19	256.38	143	2.90 % 0.00 %
145	ORACLE CORPORATION CUSIP: 68389X105	4,690.75 32.350 0.70 %	2,453.44 16.92	2,237.31	70	1.49 % 0.00 %
55	QUALCOMM INC CUSIP: 747525103	3,550.91 64.562 0.53 %	3,056.78 55.58	494.13	77	2.17 % 0.00 %
27	VISA INC CL A CUSIP: 92826C839	4,779.27 177.010 0.72 %	2,126.46 78.76	2,652.81	36	0.75 % 0.00 %
TOTAL INFORMATION TECHNOLOGY		49,070.82	29,395.76	19,675.06	970	1.98 %
TELECOMMUNICATION SERVICES						
97	VERIZON COMMUNICATIONS CUSIP: 92343V104	4,799.56 49.480 0.72 %	2,753.72 28.39	2,045.84	200	4.17 % 0.00 %
TOTAL EQUITY SECURITIES		249,122.26	161,520.55	87,601.71	5,223	2.10 %



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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
1,632.012	ABERDEEN EQUITY LONG SHORT FUND CUSIP: 003020336	20,041.11 12.280 3.00 %	18,240.74 11.18	1,800.37	0	0.00 % 0.00 %
2,996.213	ABSOLUTE STRATEGIES FUND CUSIP: 34984T600	33,557.59 11.200 5.02 %	32,513.62 10.85	1,043.97	0	0.00 % 0.00 %
593.079	CAMBIAR SMALL CAP FUND CUSIP: 0075W0593	13,409.52 22.610 2.01 %	12,294.53 20.73	1,114.99	0	0.00 % 0.00 %
3,051.226	DOUBLELINE TOTAL RETURN BOND FUND CUSIP: 258620103	33,441.44 10.960 5.01 %	34,391.00 11.27	949.56-	1,806	5.40 % 0.00 %
302.608	EATON VANCE ATLANTA CAPITAL SMID CAP FUND CUSIP: 277902698	6,754.21 22.320 1.01 %	6,218.59 20.55	535.62	0	0.00 % 0.00 %
1,828.118	EATON VANCE FLOATING-RATE FUND CUSIP: 277911491	16,782.12 9.180 2.51 %	16,764.00 9.17	18.12	715	4.26 % 0.00 %
1,503.383	GOLDMAN SACHS LOCAL EMERGING MARKETS DEBT FUND CUSIP: 38145N303	13,259.84 8.820 1.99 %	14,604.00 9.71	1,344.16-	702	5.29 % 0.00 %
9,894.061	MANNING & NAPIER FUND INC-WORLD OPPORTUNITIES SERIES FUND CUSIP: 563821545	83,802.70 8.470 12.55 %	77,249.78 7.81	6,552.92	1,197	1.43 % 0.00 %



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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
1,336.031	OPZENHEIMER DEVELOPING MARKETS FUND CUSIP: 683974505	46,387.00 34.720 6.95 %	43,862.94 32.83	2,524.06	333	0.72 % 0.00 %
1,416.203	OSTERWEIS STRATEGIC INCOME FUND CUSIP: 742935489	16,782.01 11.850 2.51 %	16,782.00 11.85	0.01	911	5.43 % 0.00 %
1,362.38	PIMCO EMERGING LOCAL BOND INSTL FD CUSIP: 72201F516	13,296.83 9.760 1.99 %	14,585.00 10.71	1,288.17-	663	4.99 % 0.00 %
1,266.71	PIMCO INVESTMENT GRADE CORPORATE BOND FUND CUSIP: 722005816	13,401.79 10.580 2.01 %	12,742.73 10.06	659.06	575	4.29 % 0.00 %
618.474	T. ROWE PRICE DIVERSIFIED SMALL-CAP GROWTH FUND INC CUSIP: 779917103	13,526.03 21.870 2.03 %	10,848.03 17.54	2,678.00	0	0.00 % 0.00 %
2,567.051	WASATCH LONG/SHORT FUND CUSIP: 936793769	39,891.97 15.540 5.97 %	34,321.47 13.37	5,570.50	0	0.00 % 0.00 %
1,216.123	WESTERN ASSET MORTGAGE BACKED SECURITIES FUND CUSIP: 52469F333	13,426.00 11.040 2.01 %	13,426.00 11.04	0.00	547	4.07 % 0.00 %
TOTAL MUTUAL FUNDS		377,760.16	358,844.43	18,915.73	7,450	1.97 %
PRINCIPAL PORTFOLIO TOTAL		667,756.29	561,238.85	106,517.44	12,677	1.90 %



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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
<u>INCOME PORTFOLIO</u>						
<u>STIF & MONEY MARKET FUNDS</u>						
87.4	FEDERATED MONEY MKT OBLIGS TR GOVT OBLIG INSTL CL #5 FFS CUSIP. 609005DF7	87.40 1.000 0.01 %	87.40 1.00	0.00	0	0.00 % 0.00 %
	INCOME PORTFOLIO TOTAL	87.40	87.40	0.00	0	0.00 %