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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No. 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

10/01, 2012, and ending

09/30, 2013

Name of foundation ARTHUR F & ALICE E ADAMS		A Employer identification number 65-6003785
Number and street (or P.O. box number if mail is not delivered to street address) 1525 W W.T. HARRIS BLVD. D1114-044		B Telephone number (see instructions) 336- 747-8186
City or town, state, and ZIP code CHARLOTTE, NC 28262		C If exemption application is pending, check here ☐
G Check all that apply	☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 15,800,159.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		97.	97.		STMT 1
4 Dividends and interest from securities		405,788.	404,194.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		364,986.			
b Gross sales price for all assets on line 6a		4,718,771.			
7 Capital gain net income (from Part IV, line 2)			364,986.		
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)		992.	-7,327.		STMT 2
12 Total. Add lines 1 through 11		771,863.	761,950.		
13 Compensation of officers, directors, trustees, etc.		296,545.	185,782.		110,762.
14 Other employee salaries and wages			NONE	NONE	
15 Pension plans, employee benefits			NONE	NONE	
16a Legal fees (attach schedule) STMT 3		3,341.	NONE	NONE	3,341.
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule) STMT 4		8,011.	8,011.		
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT 5		8,530.	7,234.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		4,563.	160.	NONE	4,402.
22 Printing and publications			NONE	NONE	
23 Other expenses (attach schedule) STMT 6		616.	8,862.		
24 Total operating and administrative expenses. Add lines 13 through 23		321,606.	210,049.	NONE	118,505.
25 Contributions, gifts, grants paid		817,500.			817,500.
26 Total expenses and disbursements. Add lines 24 and 25		1,139,106.	210,049.	NONE	936,005.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		-367,243.			
b Net investment income (if negative, enter -0-)			551,901.		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		828,011.	972,405.	972,405.
	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 ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)	STMT 7	1,297,452.	1,244,408.	1,266,313.
	b	Investments - corporate stock (attach schedule)	STMT 9	7,494,029.	7,640,437.	8,675,260.
	c	Investments - corporate bonds (attach schedule)	STMT 20	1,546,479.	3,905,996.	4,050,174.
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	STMT 22	3,629,271.	844,999.	836,007.	
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)	STMT 24	187,651.			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		14,982,893.	14,608,245.	15,800,159.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)				NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27	Capital stock, trust principal, or current funds		14,982,893.	14,608,245.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		14,982,893.	14,608,245.	
	31	Total liabilities and net assets/fund balances (see instructions)		14,982,893.	14,608,245.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	14,982,893.
2	Enter amount from Part I, line 27a	2	-367,243.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 25	3	21,879.
4	Add lines 1, 2, and 3	4	14,637,529.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 26	5	29,284.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,608,245.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 4,718,771.		4,353,785.	364,986.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			364,986.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	364,986.	
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.

(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	993,564.	15,348,375.	0.064734
2010	770,626.	16,294,726.	0.047293
2009	1,471,015.	10,556,952.	0.139341
2008	1,293,173.	14,509,341.	0.089127
2007	1,529,808.	19,171,467.	0.079796
2 Total of line 1, column (d)			2 0.420291
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 0.084058
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 15,532,601.
5 Multiply line 4 by line 3			5 1,305,639.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,519.
7 Add lines 5 and 6			7 1,311,158.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 936,005.

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)		1	11,038.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
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	11,038.
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	11,038.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 6,480.		
b Exempt foreign organizations - tax withheld at source	6b NONE		
c Tax paid with application for extension of time to file (Form 8868)	6c 4,968.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	11,448.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	410.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 410. Refunded ☐		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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.	1b	X
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) ► FL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ <u>N/A</u>				
14	The books are in care of ▶ <u>Wells Fargo Bank NA</u> Telephone no. ▶ <u>(336) 747-8186</u>			
Located at ▶ <u>1W 4TH STREET 6TH FLOOR, WINSTON SALEM, NC</u> ZIP+4 ▶ <u>27101-3818</u>				
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 ▶ <u>15</u>				
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
				X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐	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	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations 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
Wells Fargo Bank NA 1525 West WT Harris Blvd D1114-044, Charlotte, NC 282	Co-Trustee 40	150,041.	-0-	-0-
Paul L Guiabo 1525 West WT Harris Blvd D1114-044, Charlotte, NC 282	Preident 1	20,000.		
Renee C. Guiabo 1525 W. W.T. Harris Blvd D1114-044, Charlotte, NC 282	Governor 1	16,000.		
Arete Warren 520 East 86 Street Apt 11B, New York, NY 10028	Co-Trustee 40	110,504.		

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
2	
3	
4	

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

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

Amount

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	14,766,033.
b	Average of monthly cash balances	1b	1,003,105.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	15,769,138.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	15,769,138.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	236,537.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,532,601.
6	Minimum investment return. Enter 5% of line 5	6	776,630.

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	776,630.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	11,038.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,038.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	765,592.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	765,592.
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	765,592.

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	936,005.
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	936,005.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	936,005.

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				765,592.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			NONE	
b Total for prior years 20 <u>10</u> , 20 <u>20</u> , 20 <u>20</u>		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007	599,481.			
b From 2008	572,850.			
c From 2009	949,273.			
d From 2010	NONE			
e From 2011	231,327.			
f Total of lines 3a through e	2,352,931.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>936,005.</u>				
a Applied to 2011, but not more than line 2a			NONE	
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				765,592.
e Remaining amount distributed out of corpus	170,413.			
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	2,523,344.			
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			NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				NONE
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)	599,481.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,923,863.			
10 Analysis of line 9				
a Excess from 2008	572,850.			
b Excess from 2009	949,273.			
c Excess from 2010	NONE			
d Excess from 2011	231,327.			
e Excess from 2012	170,413.			

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

NOT APPLICABLE

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

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

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

N/A

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

N/A

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

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

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

SEE STATEMENT 27

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 36				817,500.
Total			▶ 3a	817,500.
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
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			14	97.		
4 Dividends and interest from securities			14	405,788.		
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	364,986.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . . .						
11 Other revenue a _____						
b <u>UST REFUND</u>			01	992.		
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				771,863.		
13 Total. Add line 12, columns (b), (d), and (e)					13	771,863.

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

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

[illegible]

ARTHUR F & ALICE E ADAMS

65-6003785

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----		NET INVESTMENT INCOME -----	
WELLS FARGO - SECURED MARKET DEPOSIT ACC		97.		97.
		-----		-----
TOTAL		97.		97.
		=====		=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
UST REFUND	992.	
DORCHESTER CAP INTL- 20-4095525 -INTERST		6.
DORCHESTER CAP INTL - 20-4095525- OTHER		710.
ASGI MS II 20-4078221- INVEST INCOME		469.
ASGI MS II 20-4078221- NET GAINS		11,442.
AURORA GLOBAL 20-5337359 - INT INCOME		2.
AURORA GLOBAL 20-5337359 - CAPITAL LOSS		-3,173.
AURORA GLOBAL 20-5337359- OTHER INCOME		967.
SELECT INST. 20-5878828 - CAPITAL LOSS		-1,206.
ALPHAMETRIX FUT 27-1248567- INCOME		-9,966.
ALPHAMETRIX FUT 27-1248567 -STCG/LTCG		-2,752.
ALPHAMETRIX FUT 27-1248567 -SEC 1256		-10,906.
ALPHAMETRIX FUT 27-1248567- OTHER INCOME		7,080.
	-----	-----
TOTALS	992.	-7,327.
	=====	=====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
NON-ALLOCABLE LEGAL FEES	3,341.			3,341.
TOTALS	3,341.	NONE	NONE	3,341.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT MGMT FEES-SUBJECT T	8,011.	8,011.
TOTALS	8,011.	8,011.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	3,870.	3,870.
FEDERAL ESTIMATES - PRINCIPAL	1,296.	
FOREIGN TAXES ON QUALIFIED FOR	2,960.	2,960.
FOREIGN TAXES ON NONQUALIFIED	404.	404.
	-----	-----
TOTALS	8,530.	7,234.
	=====	=====

ARTHUR F & ALICE E ADAMS

65-6003785

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ADR FEE	616.	616.
ASGI MS 20-4078221 2% FLOOR		7,682.
SELECTINVEST 20-5878828 2% FLO		561.
ALPHA FUT 27-1248567 INTEREST		3.
TOTALS	----- 616. =====	----- 8,862. =====

ARTHUR F & ALICE E ADAMS

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FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
3133XLJP9 FED HOME LN BK	40,179.	41,880.
3133X1BV8 FED HOME LN BK		
3133XHZK1 FED HOME LN BK	21,930.	22,493.
3137EACH0 FED HOME LN MTG CORP	52,461.	51,776.
3137EACA5 FED HOME LN MTG CORP	56,327.	55,021.
31298WMD4 FHLMC POOL #C59356	3,483.	3,801.
31298YZJ3 FHLMC POOL #C60745	2,550.	2,790.
3128MMDL4 FHLMC POOL #G18106	7,144.	7,722.
3128PCQT2 FHLMC POOL #J01366	11,533.	12,508.
31398AMW9 FED NATL MTG ASSN		
31359MH89 FED NATL MTG ASSN	52,588.	60,886.
31398ADM1 FED NATL MTG ASSN	88,034.	98,064.
31386SVN4 FNMA POOL #572221	3,344.	3,743.
31387FGS7 FNMA POOL #582609	3,912.	4,121.
31389NK95 FNMA POOL #630420	3,863.	4,275.
31404PPQ5 FED NATL MTG ASSN		
31409WW80 FNMA POOL #880971	5,065.	5,471.
36212VVM8 GNMA POOL #545220	1,509.	1,693.
912828DV9 U S TREASURY NOTE	70,289.	69,070.
912828BH2 U S TREASURY NOTE		
912828CJ7 U S TREASURY NOTES	15,266.	15,434.
912828FF2 U S TREASURY NOTES	34,645.	33,619.
912828JZ4 US TREASURY NOTE		
912828MP2 US TREASURY NOTE	39,943.	44,438.
912828QN3 US TREASURY NOTE	91,677.	96,188.
912828NT3 US TREASURY NOTE	45,223.	46,965.
912828JR2 US TREASURY NOTE	71,958.	72,521.
912828LY4 US TREASURY NOTE	48,605.	54,844.
31407PPQ5 FNMA POOL #836631	8,255.	8,872.

ARTHUR F & ALICE E ADAMS

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FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
31410KJM7 FNMA POOL #889568	22,328.	21,590.
912828RR3 US TREASURY NOTE	39,788.	39,100.
912828SV3 US TREASURY NOTE	75,471.	71,033.
912828TJ9 US TREASURY NOTE	19,872.	18,631.
313383V81 FED HOME LN BK	89,931.	89,987.
3135G0JA2 FED NATL MTG ASSN	25,231.	25,086.
912828TY6 US TREASURY NOTE	84,784.	78,698.
912828UN8 US TREASURY NOTE	79,425.	76,194.
912828VB3 US TREASURY NOTE	27,795.	27,799.
	-----	-----
TOTALS	1,244,408.	1,266,313.
	=====	=====

ARTHUR F & ALICE E ADAMS

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
124857202 CBS CORP NEW		
25470M109 DISH NETWORKS CORP		
345370860 FORD MOTOR COMPANY		
37045V100 GENERAL MOTORS CO		
478366107 JOHNSON CONTROLS INC	22,615.	33,823.
53071M104 LIBERTY INTERACTIVE		
254687106 WALT DISNEY CO	27,015.	37,017.
19122T109 COCA-COLA ENTERPRISE		
205887102 CONAGRA FOODS INC		
126650100 CVS/CAREMARK CORPORA	50,496.	53,856.
370334104 GENERAL MILLS INC		
713448108 PEPSICO INC		
13342B105 CAMERON INTL CORP		
166764100 CHEVRON CORP	20,331.	24,057.
20825C104 CONOCOPHILLIPS		
25179M103 DEVON ENERGY CORP		
30231G102 EXXON MOBIL CORP		
674599105 OCCIDENTAL PETE CORP		
75281A109 RANGE RES CORP	29,288.	38,628.
001055102 AFLAC INC	18,995.	25,416.
020002101 ALLSTATE CORP		
03076C106 AMERIPRISE FINL		
060505104 BANK OF AMERICA CORP		
316673100 FIFTH THIRD BANCORP		
354613101 FRANKLIN RESOURCES I		
416515104 HARTFORD FINANCIAL		
46625H100 JPMORGAN CHASE & CO	27,514.	35,304.
571748102 MARSH & MCLENNAN		
744320102 PRUDENTIAL FINL		

ARTHUR F & ALICE E ADAMS

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
78442P106 SLM CORP		
876914103 SUNTRUST BANK INC		
89417E109 TRAVELERS CO		
902973304 US BANCORP DEL NEW	18,791.	26,630.
101137107 BOSTON SCIENTIFIC		
151020104 CELGENE CORP		
58933Y105 MERCK & CO		
94973V107 WELLPOINT INC		
097023105 BOEING CO	41,111.	71,323.
18683K101 CLIFFS NAT		
369604103 GENERAL ELECTRIC CO		
438516106 HONEYWELL INTERNATIO		
452308109 ILLINOIS TOOLS WORKS		
00724F101 ADOBE SYS INC		
268648102 E M C CORP MASS	15,985.	17,969.
38259P508 GOOGLE INC	85,418.	114,744.
48203R104 JUNIPER NETWORKS		
482480100 KLA-TENCOR CORP		
57772K101 MAXIM INTEGRATED		
594918104 MICROSOFT CORP		
67066G104 NVIDIA CORP		
61945C103 MOSAIC CO/THE		
156700106 CENTURYLINK INC		
852061100 SPRINT NEXTEL CORP	54,672.	64,131.
025537101 AMERICAN ELECTRIC PO		
26884L109 EQT CORPORATION		
69331C108 PG&E CORP		
69351T106 PPL CORPORATION		
744573106 PUBLIC SVC ENTERPRIS		

ARTHUR F & ALICE E ADAMS

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
023135106 AMAZON COM INC COM		
099724106 BORG WARNER INC.	25,641.	43,457.
189754104 COACH INC		
500255104 KOHLS CORP	23,345.	23,175.
517834107 LAS VAGAS SANDS		
580135101 MCDONALDS CORP		
64110L106 NETFLIX.COM		
855244109 STARBUCKS CORP COM	29,645.	58,266.
85590A401 STARWOOD HOTELS & RE		
887317303 TIME WARNER INC		
918204108 V F CORP		
988498101 YUM BRANDS INC		
191216100 COCA COLA CO	45,812.	52,615.
518439104 ESTEE LAUDER CO		
494368103 KIMBERLY CLARK CORP		
501044101 KROGER CO		
582839106 MEAD JOHNSON NUTRITI		
713448108 PEPSICO INC		
742718109 PROCTER & GAMBLE CO	36,906.	43,086.
902494103 TYSON FOODS INC		
931142103 WAL MART STORES INC	36,999.	36,240.
057224107 BAKER HUGHES INC		
26875P101 EOG RESOURCES, INC		
637071101 NATIONAL OILWELL INC	23,070.	25,386.
75281A109 RANGE RES CORP		
12572Q105 CME GROUP INC	22,244.	30,291.
200340107 COMERICA INC		
018490102 ALLERGAN INC		
302182100 EXPRESS SCRIPTS INC		

ARTHUR F & ALICE E ADAMS

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
375558103 GILEAD SCIENCES INC	14,239.	30,869.
452327109 ILLUMINA INC	12,331.	18,268.
478160104 JOHNSON & JOHNSON	39,458.	46,899.
91324P102 UNITEDHEALTH GROUP I	26,523.	35,089.
941848103 WATERS CORP		
097023105 BOEING CO		
235851102 DANAHER CORP	24,419.	31,749.
740189105 PRECISION CASTPARTS	39,315.	58,173.
755111507 RAYTHEON CO		
760759100 REPUBLIC SERVICE INC		
858912108 STERICYCLE INC		
913017109 UNITED TECHNOLOGIES		
88579Y101 3M CO	22,207.	28,658.
037833100 APPLE INC	114,836.	147,316.
177376100 CITRIX SYS INC COM		
268648102 EMC CORP		
38259P508 GOOGLE INC		
458140100 INTEL CORP		
48203R104 JUNIPER NETWORKS		
594918104 MICROSOFT CORP		
68389X105 ORACLE CORPORATION	20,948.	21,892.
747525103 QUALCOMM INC		
92342Y109 VERIFONE SYSTEMS		
01741R102 ALLEGHENY TECHNOLOGI		
35671D587 FREEMPORT-MCMORAN		
61166W101 MONSANTO CO NEW	29,179.	40,913.
74005P104 PRAXAIR INC		
826552101 SIGMA ALDRICH CORP		
025537101 AMERICAN ELECTRIC		

ARTHUR F & ALICE E ADAMS

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
001317205 AIA GROUP LTD-SP ADR	15,006.	20,229.
002824100 ABBOTT LABS		
003021714 ABERDEEN EMERG MARKE	474,959.	475,079.
00751Y106 ADVANCE AUTO PTS INC	22,975.	25,631.
008252108 AFFILIATED MANAGERS	17,738.	27,213.
009126202 AIR LIQUIDE - ADR	18,796.	23,002.
018805101 ALLIANZ SE ADR	15,641.	22,654.
02364W105 AMERICA MOVIL S.A.B.		
025083320 AMER CENT SMALL CAP	159,961.	293,216.
026874784 AMERICAN INTERNATION	17,367.	24,072.
032095101 AMPHENOL CORP CL A	10,093.	12,768.
03524A108 ANHEUSER-BUSCH INBEV	70,327.	85,114.
037411105 APACHE CORP	24,763.	24,265.
042068106 ARM HOLDINGS PLC - A	10,927.	17,179.
04315J837 ARTIO INTERNATIONAL		
049255706 ATLAS COPCO AB ADR	9,885.	13,399.
055434203 BG GROUP PLC - ADR	13,944.	12,122.
075896100 BED BATH & BEYOND IN	13,576.	16,091.
084423102 BERKLEY W R CORP	19,578.	22,287.
084670702 BERKSHIRE HATHAWAY I	31,524.	41,999.
088606108 BHP BILLITON LIMITED	15,000.	14,630.
09062X103 BIOGEN IDEC INC	11,274.	14,630.
110122108 BRISTOL MYERS SQUIBB	30,589.	23,354.
112585104 BROOKFIELD ASSET MAN	21,443.	41,513.
115236101 BROWN & BROWN INC	11,397.	23,375.
115637209 BROWN FORMAN CORP CL	5,158.	13,964.
12541W209 C H ROBINSON WORLDWI	18,118.	5,450.
12637N105 CSL LIMITED - ADR	6,687.	19,069.
136375102 CANADIAN NATL RR CO	10,707.	12,506.
		13,584.

ARTHUR F & ALICE E ADAMS

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
14040H105 CAPITAL ONE FINANCIA	20,139.	24,403.
143130102 CARMAX INC	11,274.	17,934.
150870103 CELANESE CORP	14,428.	19,268.
156782104 CERNER CORP COM		
17275R102 CISCO SYSTEMS INC	28,034.	35,685.
191459205 COCHLEAR LTD-UNSPON	7,378.	7,399.
20030N101 COMCAST CORP CLASS A	50,295.	59,552.
217204106 COPART INC COM	21,564.	23,684.
228227104 CROWN CASTLE INTL CO	25,505.	32,133.
23304Y100 DBS GROUP HOLDINGS L	8,419.	11,067.
237545108 DASSAULT SYSTEMES S.	17,288.	27,849.
246248306 DELAWARE POOLED TR I	575,309.	394,408.
249030107 DENTSPLY INTL INC CO	19,335.	21,925.
25243Q205 DIAGEO PLC - ADR	19,694.	23,891.
25470F104 DISCOVERY COMMUNICAT	16,931.	26,508.
25470F302 DISCOVERY COMMUNICAT	9,895.	14,843.
256206103 DODGE & COX INT'L ST	347,000.	433,593.
278865100 ECOLAB INC		
30219G108 EXPRESS SCRIPTS HOLD		
30303M102 FACEBOOK INC	12,855.	18,886.
307000109 FAMILY DLR STORES IN	29,548.	36,226.
307305102 FANUC CORPORATION AD	18,433.	18,940.
31428X106 FEDEX CORPORATION	29,444.	35,831.
358029106 FRESENIUS MEDICAL CA	21,356.	19,914.
368287207 OA0 GAZPROM LEVEL 1	8,890.	7,144.
37637Q105 GLACIER BANCORP INC	8,678.	13,944.
38141G104 GOLDMAN SACHS GROUP	13,709.	20,567.
404280406 HSBC - ADR	23,589.	23,820.
443251103 HOYA CORP ADR		

ARTHUR F & ALICE E ADAMS

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
44980Q518 ING INTERNATIONAL RE	438,337.	362,494.
45104G104 ICICI BANK LTD. - AD	12,391.	11,339.
45167R104 IDEX CORP		
453038408 IMPERIAL OIL LTD COM	10,000.	10,506.
459200101 INTERNATIONAL BUSINE	54,780.	50,369.
464287481 ISHARES RUSSELL MID-	75,101.	96,108.
465562106 ITAU UNIBANCO BANCO	18,603.	15,532.
466140100 JGC CORP-UNSPONSORED	16,037.	19,734.
46625H365 JP MORGAN ALERIAN ML	64,056.	75,820.
469814107 JACOBS ENGR GROUP IN	8,028.	11,927.
481165108 JOY GLOBAL INC		
49456B101 KINDER MORGAN INC/DE	47,310.	45,245.
50075N104 KRAFT FOODS INC		
501897102 LI & FUNG LTD ADR		
502117203 L'OREAL - ADR	12,730.	20,227.
502441306 LVMH MOET HENNESSY U	8,165.	10,000.
50540R409 LABORATORY CRP OF AM	18,371.	20,720.
527288104 LEUCADIA NATL CORP C	11,397.	15,118.
530555309 LIBERTY GLOBAL INC		
53578A108 LINKEDIN CORP		
54338V101 LONZA GROUP AG ADR	4,225.	5,692.
55261F104 M & T BANK CORPORATI	13,216.	17,012.
570535104 MARKEL HOLDINGS	27,550.	32,620.
579780206 MCCORMICK & CO INC N		
594901100 MICROS SYS INC	17,823.	18,228.
62474M108 MTN GROUP LTD ADR	6,260.	7,169.
641069406 NESTLE S.A. REGISTER	43,551.	50,947.
65528V107 NOKIAN TYRES OYJ-UNS	10,103.	12,213.
66987V109 NOVARTIS AG - ADR		

ARTHUR F & ALICE E ADAMS

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
67103H107 O'REILLY AUTOMOTIVE	16,167.	22,456.
681919106 OMNICOM GROUP	18,074.	22,204.
683974505 OPPENHEIMER DEVELOPI	524,000.	588,007.
71654V101 PETROLEO BRASILEIRO		
717081103 PFIZER INC	16,932.	21,084.
718172109 PHILIP MORRIS INTERN	25,014.	25,717.
722005667 PIMCO COMMODITY REAL	504,937.	452,980.
73755L107 POTASH CORP SASK		
767744105 RITCHIE BROS AUCTION	11,693.	12,713.
771195104 ROCHE HOLDINGS LTD -	14,097.	24,378.
779919109 T ROWE PRICE REAL ES	665,500.	873,766.
780905451 ROYCE PREMIER FUND W		
80004C101 SANDISK CORP COM	16,327.	19,817.
803054204 SAP AG - ADR	23,141.	27,720.
803866300 SASOL LIMITED - ADR	6,616.	6,643.
806857108 SCHLUMBERGER LTD	40,628.	48,068.
80687P106 SCHNEIDER ELECTRIC S	12,733.	18,821.
824348106 SHERWIN WILLIAMS CO	33,663.	38,258.
83569C102 SONOVA HOLDIN-UNSPON	6,995.	8,186.
86959C103 SVENSKA HANDELSB-A-U	5,952.	7,615.
870123106 SWATCH GROUP AG/THE-	7,035.	11,014.
87184P109 SYMEX CORP-UNSPON A	9,196.	14,862.
872540109 TJX COS INC NEW	38,518.	47,368.
874039100 TAIWAN SEMICONDUCTOR	17,667.	20,182.
87612E106 TARGET CORP	32,693.	32,630.
878377100 TECHNE CORP	13,619.	15,532.
88076W103 TERADATA CORP		
881575302 TESCO PLC - ADR	10,222.	9,149.
881624209 TEVA PHARMACEUTICAL		

ARTHUR F & ALICE E ADAMS

65-6003785

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
883556102 THERMO FISHER SCIENT	11,572.	18,891.
886547108 TIFFANY & CO NEW	10,910.	14,175.
89151E109 TOTAL S.A. - ADR	19,792.	23,168.
900148701 TURKIYE GARANTI BANK	11,401.	12,277.
904311107 UNDER ARMOUR INC		
90460M204 UNI CHARM CORPORATIO	13,920.	17,076.
904767704 UNILEVER PLC - ADR	6,945.	8,025.
907818108 UNION PACIFIC CORP	52,520.	72,699.
911312106 UNITED PARCEL SERVIC	17,942.	21,929.
920355104 VALSPAR CORP		
92343V104 VERIZON COMMUNICATIO	50,911.	57,177.
92532F100 VERTEX PHARMACEUTICA	13,848.	19,865.
92857W209 VODAFONE GROUP PLC N		
92933H101 WPP GRP PLC AMER DEP		
929740108 WABTEC CORP	10,829.	17,478.
959802109 WESTERN UNION CO/THE		
981475106 WORLD FUEL SERVICES	14,483.	14,364.
98418R100 XINYI GLASS HOLDI-UN	2,611.	4,312.
G0450A105 ARCH CAPITAL GROUP L	13,855.	18,675.
G16962105 BUNGE LIMITED	13,442.	15,030.
G24140108 COOPER INDUSTRIES PL		
G2554F113 COVIDIEN PLC		
G3157S106 ENSCO PLC-CL A	13,446.	12,631.
H5833N103 NOBLE CORPORATION		
N07059186 ASML HOLDING NVONY R		
N72482107 QIAGEN N.V.		
008916108 AGRUUM INC COM	30,359.	23,276.
018581108 ALLIANCE DATA SYS CO	42,878.	53,502.
053015103 AUTOMATIC DATA PROCE	27,294.	31,485.

ARTHUR F & ALICE E ADAMS

65-6003785

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
056752108 BAIDU INC ADR	10,901.	17,225.
05946K101 BANCO BILBAO VIZCAYA	11,266.	12,913.
071813109 BAXTER INTL INC	18,227.	16,751.
072743206 BAYERISCHE MOTOREN W	12,203.	13,576.
09061G101 BIOMARIN PHARMACEUTI	10,084.	9,238.
194014106 COLFAX CORPORATION	10,160.	13,840.
228368106 CROWN HLDGS INC	20,418.	23,043.
25490A309 THE DIRECTV GROUP HO	16,303.	16,440.
25746U109 DOMINION RES INC VA	29,344.	31,552.
278642103 EBAY INC	34,150.	36,769.
28176E108 EDWARDS LIFESCIENCES	29,301.	22,978.
302130109 EXPEDITORS INTL WASH	15,577.	19,386.
437076102 HOME DEPOT INC	26,720.	26,017.
43858F109 HONG KONG EXCH & CLE	8,258.	8,396.
50076Q106 KRAFT FOODS GROUP IN	40,889.	43,926.
550021109 LULULEMON ATHLETICA	22,836.	25,815.
58155Q103 MCKESSON CORP	19,918.	26,943.
611740101 MONSTER BEVERAGE COR	12,996.	14,996.
670100205 NOVO NORDISK A/S - A	8,453.	8,630.
714290103 PERRIGO CO	16,067.	16,410.
71654V408 PETROLEO BRASILEIRO	8,261.	5,561.
778296103 ROSS STORES INC	16,830.	18,200.
89155H256 TOUCHSTONE SMALL CAP	210,000.	213,048.
90130A101 TWENTY FIRST CENTURY	19,488.	21,379.
904784709 UNILEVER N.V. - ADR	25,707.	25,310.
92937A102 WPP PLC NEW	12,753.	24,397.
966837106 WHOLE FOODS MKT INC	18,494.	24,804.
G0408V102 AON PLC	23,651.	27,766.
G29183103 EATON CORP PLC	47,614.	58,514.

ARTHUR F & ALICE E ADAMS

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
G5480U120 LIBERTY GLOBAL PLC-S	13,431.	19,235.
G60754101 MICHAEL KORS HOLDING	18,888.	23,548.
M22465104 CHECK POINT SOFTWARE	24,712.	23,642.
N07059210 ASML HOLDING NV-NY R	22,355.	42,368.
	-----	-----
TOTALS	7,640,437.	8,675,260.
	=====	=====

ARTHUR F & ALICE E ADAMS

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
002824AW0 ABBOTT LABORATORIES		
03523TAN8 ANHEUSER-BUSCH INBEV	39,956.	40,229.
06406HBL2 BANK OF NEW YORK MEL	32,510.	30,734.
14912L3K5 CATERPILLAR FIN SERV	45,467.	51,908.
172967EM9 CITIGROUP INC	20,540.	23,000.
20030NBA8 COMCAST CORP	29,970.	33,965.
20825CAR5 CONOCOPHILLIPS	49,345.	52,472.
22160KAC9 COSTCO WHOLESALE COR	43,734.	45,665.
126650BH2 CVS CAREMARK CORP	19,634.	22,871.
244199BB0 DEERE & CO	33,367.	31,105.
25470DAC3 DISCOVERY COMMUNICAT	30,177.	33,215.
260543CC5 DOW CHEMICAL CO/THE	31,009.	31,334.
26138EAM1 DR PEPPER SNAPPLE GR	24,670.	25,941.
36962G3H5 GENERAL ELEC CAP COR	50,401.	56,974.
38143UAB7 GOLDMAN SACHS GROUP	41,461.	40,515.
437076AP7 HOME DEPOT INC	42,593.	49,917.
441812JY1 HOUSEHOLD FINANCE CO		
459200GJ4 IBM CORPORATION	41,830.	46,316.
46625HHU7 JPMORGAN CHASE & CO	53,831.	57,666.
565849AD8 MARATHON OIL CORP	11,304.	12,640.
585055AR7 MEDTRONIC INC	49,996.	51,786.
59018YUW9 MERRILL LYNCH & CO	48,092.	52,494.
59156RAN8 METLIFE INC	43,833.	42,827.
61746SBR9 MORGAN STANLEY	49,624.	53,767.
637432CU7 NATIONAL RURAL UTILS		
66989HAC2 NOVARTIS CAPITAL COR	49,761.	51,944.
674599BZ7 OCCIDENTAL PETROLEUM	29,610.	31,051.
694308GD3 PACIFIC GAS & ELECTR		
10138MAH8 PEPSI BOTTLING GROUP	34,928.	36,026.

ARTHUR F & ALICE E ADAMS

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
786514BS7 SAFEWAY INC	40,391.	39,250.
78387GAL7 SBC COMMUNICATIONS	49,436.	55,642.
87612EAH9 TARGET CORP		
87236YAA6 TD AMERITRADE HOLDIN	34,952.	40,747.
87927VAQ1 TELECOM IT CAP		
91159HGR5 US BANCORP	54,817.	51,204.
961214BN2 WESTPAC BANKING CORP	50,780.	52,146.
35671DAU9 FREEMPORT-MCMORAN C	39,899.	36,788.
40414LAG4 HCP INC	24,747.	23,015.
40429CFN7 HSBC FINANCE CORP	52,262.	54,655.
539473AQ1 LLOYDS TSB BANK PLC	52,462.	53,516.
56501RAA4 MANULIFE FINANCIAL	50,390.	52,096.
63307A2A2 NATIONAL BANK OF CAN	50,760.	50,683.
637432MQ5 NATIONAL RURAL UTIL	30,264.	29,526.
04621XAE8 ASSURANT INC	29,982.	29,453.
06739FGF2 BARCLAYS BANK PLC	55,922.	55,181.
205887BQ4 CONAGRA FOODS INC	15,038.	14,804.
261980494 DREYFUS EMG MKT DEBT	440,000.	434,699.
30219GAF5 EXPRESS SCRIPTS HOLD	26,560.	25,325.
68389XAN5 ORACLE CORP	44,263.	44,196.
693390841 PIMCO HIGH YIELD FD-	645,798.	677,618.
693390882 PIMCO FOREIGN BD FD	558,074.	560,565.
693391559 PIMCO EMERG MKTS BD-	126,094.	172,667.
761713AV8 REYNOLDS AMERICAN IN	35,020.	35,018.
76628T678 RIDGEWORTH SEIX FLOA	232,500.	231,984.
89155T706 TOUCHSTONE INTL FIXE	175,000.	180,162.
92343VBR4 VERIZON COMMUNICATIO	42,942.	42,872.
	-----	-----
TOTALS	3,905,996.	4,050,174.
	=====	=====

ARTHUR F & ALICE E ADAMS

65-6003785

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
693390841 PIMCO HIGH YIELD FD-	C		
693391104 PIMCO REAL RETURN FU	C		
693391559 PIMCO EMERG MKTS BD-	C		
722005220 PIMCO FOREIGN BOND	C		
693390882 PIMCO FOREIGN BD FD	C		
025083320 AMERICAN CENTURY SMA	C		
464287499 ISHARES TR RUSSELL	C		
780905451 ROYCE PREMIER FUND	C		
04315J837 ARTIO INTERNATIONAL	C		
246248306 DELAWARE POOLED TR	C		
256206103 DODGE & COX INTERNAT	C		
411511801 HARBOR INTERNATIONAL	C		
784924425 SSGA EMERGING MKT	C		
ASGI MULTI-STRATEGY II ASP	C		
ALPHAMETRIX MANAGED FUTURE	C		
AURORA GLOBAL OPPORTUNITIES	C		
DORCHESTER CAPITAL INTERNATION	C		
K2 OVERSEAS LONG ASP	C		
SELECTINVEST INSTITUTIONAL ARV	C		
44980Q518 ING INTERNATIONAL RE	C		
722005667 PIMCO COMMODITY RTN	C		
779919109 TROWE PRICE RE	C		
43812BAH6 HONDA AUTO RECEIVABL	C		
61746WYN5 MORGAN STANLEY DEAN	C		
98153YAD6 WORLD OMNI AUTO RECE	C		
G3223R108 EVEREST RE GROUP	C		
G491BT108 INVESCO LIMITED	C		
N53745100 LYONDELLBASELL INDUS	C		
881624209 TEVA PHARMACEUTICAL	C		
		31,053.	31,196.

ARTHUR F & ALICE E ADAMS

65-6003785

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
904784709 UNILVER NV	C		
101121101 BOSTON PROPERTIES IN	C		
828806109 SIMON PROPERTY GROUP	C		
055434203 BG GROUP PLC-ADR	C		
136385101 CANADIAN NAT RES	C		
G2554F113 COVIDIEN PLC	C		
806857108 SCHLUMBERGER LTD	C		
G81477104 SINA CORPORATION	C		
H89128104 TYCO INTERNATIONAL	C		
261980494 DREYFUS EMG MKT DEBT	C		
89155T706 TOUCHSTONE INTL FIXE	C		
AGO992220 AURORA GLOBAL OPP II	C	300,000.	301,977.
AMX994405 ALPHAMETRIX MGD FUT	C		
DCI992405 DORCHESTER CAP INTL	C		
IMS992225 ASGI MULT-STR II ASP	C		
SLI994108 SELECTINVEST INST AR	C	35,416.	27,024.
02005ACW6 ALLY MASTER OWNER TR	C	65,201.	64,217.
GTA994003 ASGI AURORA OPPORTUN	C	200,000.	200,817.
GTC997004 ASGI CORBIN MULTI ST	C	200,000.	200,971.
IMS992605 ASGI MULTI-STRAT II	C	13,329.	9,805.
		-----	-----
TOTALS		844,999.	836,007.
		=====	=====

ARTHUR F & ALICE E ADAMS

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FORM 990PF, PART II - OTHER ASSETS
=====

DESCRIPTION

43812BAH6 HONDA AUTO RECEIVABL
61746WXN5 MORGAN STANLEY DEAN
98153YAD6 WORLD OMNI AUTO RECE

TOTALS

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

=====

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	10,773.
TAX COST ADJUSTMENT	8,370.
ACCRUED INTEREST PAID CURRENT YEAR EFFECTIVE NEXT YEAR	2,736.

TOTAL	21,879.
	=====

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

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND POSTING DATE AFTER TYE	14,109.
ROC BASIS ADJUSTMENT	12,131.
DISALLOWED WASH SALES	1,071.
SALES LOSSES POSTING CURRENT YEAR EFFECTIVE PRIOR YEAR	1,747.
ACCRUED INTEREST CURRENT YEAR	200.
ROUNDING	26.

TOTAL	29,284.
	=====

RECIPIENT NAME:

Wells Fargo Philanthropic Services

ADDRESS:

1 West 4th St

Winston Salem, NC 27101

RECIPIENT'S PHONE NUMBER: 888-234-1999

FORM, INFORMATION AND MATERIALS:

Applications must be submitted through the online grant application to
grantadministration@wellsfargo.com

SUBMISSION DEADLINES:

February 15th

RESTRICTIONS OR LIMITATIONS ON AWARDS:

Primarily to organizations benefitting arts, culture, humaninities, and
education in the Memphis, Miami, and New York City areas.

ARTHUR F & ALICE E ADAMS

65-6003785

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

=====

RECIPIENT NAME:

ST MARK'S SCHOOL

ADDRESS:

25 MARLBOROUGH RD.

Southborough, MA 01772

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FOREIGN LANGUAGE PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

SCHOOL

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

John Carter Brown Library

Brown University

ADDRESS:

BOX 1894

Providence, RI 02912

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ESTABLISH THE W B WARREN CONSERVATION FUND

FOUNDATION STATUS OF RECIPIENT:

PUBLIC SUPPORT

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

Metropolitan Opera

ADDRESS:

30 LINCOLN CENTER

New York, NY 10023

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIULIO CESARE PRODUCTION MEMORIAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC SUPPORTED

AMOUNT OF GRANT PAID 250,000.

RECIPIENT NAME:

Saint Thomas Church

ADDRESS:

ONE WEST 53RD ST

New York, NY 10019

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

NEW CHANCEL ORGAN

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

PHILHARMONIC-SYMPHONY SOCIETY OF NEW YOR

ADDRESS:

10 LINCOLN CENTER PLAZA

NEW YORK, NY 10023

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

Academy of American Poets

ADDRESS:

75 MAIDEN LANE ROOM 901

New York, NY 10038

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

10TH ANNUAL POETRY & THE CREATIVE MIND

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 45,000.

RECIPIENT NAME:

The Library of America

ADDRESS:

14 EAST 60TH ST

New York, NY 1002

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ENDOW 1863 VOLUME IN THE CIVIL WAR SERIES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC SUPPORT

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

The Foundation For Cultural Riew

ADDRESS:

900 BROADWAY- SUITE 602

New York, NY 10003

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC SUPPORT

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

Mannes College
The New School For Music

ADDRESS:

150 WEST 85TH ST.

New York, NY 10024

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATION

FOUNDATION STATUS OF RECIPIENT:

SCHOOL

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
Hudson Review, Inc.
ADDRESS:
684 PARK AVE.
New York, NY 10065-5043
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC SUPPORT
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
GROLIER CLUB
ADDRESS:
47 EAST 60TH STREET
NEW YORK, NY 10022
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 7,500.

RECIPIENT NAME:
Circuit Playhouse on the Square
ADDRESS:
66 SOUTH COOPER ST
Memphis, TN 38104
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FIRST INSTALL PLEDGE FOR CAPITAL CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 120,000.

=====

RECIPIENT NAME:

Preservation League of New York

ADDRESS:

44 CENTRAL AVE

Albany, NY 12206

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FOURTH INSTALL OF FIVE YEAR PLEDGE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC SUPPORT

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

TWO EAST SIXTY SECOND STREET FOUNDATION

ADDRESS:

2 EAST 62DN ST

NEW YORK, NY 10065

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

ST AGNES ACADAMY- STDOMINIA SCHOOL

ADDRESS:

4830 WALNUT GROVE RD

MEMPHIS, TN 38117

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SOPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

ARTHUR F & ALICE E ADAMS

65-6003785

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

=====

RECIPIENT NAME:

KROC Center of Memphis- Salvation
Army

ADDRESS:

696 JACKSON AVE.
Memphis, TN 38105

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SECOND INSTALL OF 5 YEAR PLEDGE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

EXCHANGE CLUB FAMILY ENTER OF MEMPHIS

ADDRESS:

123 BROAD
Memphis, TN 32111

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

NEW WORLD SYMPHONY ORCHESTRA

ADDRESS:

500 17TH ST
MIAMI BEACH, FL 33139

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 10,000.

STATEMENT . 33

RECIPIENT NAME:

Theatre Memphis

ADDRESS:

60 PARK EXTENDED

Memphis, TN 38117

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SECOND INSTALL OF 3 YEAR PLEDGE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

Grace- St. Luke's Episcopal

School

ADDRESS:

246 S BELVEDERE BLVD

Memphis, TN 38117

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

3RD INSTALL PLEDGE MISS LEE'S PRESCHOOL

FOUNDATION STATUS OF RECIPIENT:

SCHOOL

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

Opera Memphis

ADDRESS:

6745 WOLF RIVER PARKWAY

Memphis, TN 38120

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FINAL PEDGE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 45,000.

ARTHUR F & ALICE E ADAMS

65-6003785

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

=====

RECIPIENT NAME:

National Kidney Foundation
Tennessee, Inc.

ADDRESS:

857 MOUNT MORIAH RD. - SUITE 201
Memphis, TN 38117

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC SUPPORT

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

University of Memphis

ADDRESS:

101 WILDER TOWER
Memphis, TN

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

THIRD INSTALL OF 5 YEAR PLEDGE

FOUNDATION STATUS OF RECIPIENT:

EDUCATIONAL

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

Optimist Club of White Station

ADDRESS:

PO BOX 17356
Memphis, TN 38187

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CLARK MEMORIAL CHRISTMAS TREE LOT

FOUNDATION STATUS OF RECIPIENT:

EXEMPT BUSINESS LEAGUE

AMOUNT OF GRANT PAID 10,000.

=====

RECIPIENT NAME:

Memphis Brooks Museum of Art

ADDRESS:

1934 POPLAR AVE

Memphis, TN 38104

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

DIAS DE LOS MUERTOS COMMUNITY CELEBRATION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC SUPPORT

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

FRIENDS OF LEVITT PAVILLION MEMPHIS

ADDRESS:

POB 982

MEMPHIS, TN 38101

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUSTAIN FIFTY FREE CONCERTS AT LEVITT SHELL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

TOTAL GRANTS PAID:

817,500.

=====

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2012

Name of estate or trust

ARTHUR F & ALICE E ADAMS

Employer identification number

65-6003785

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS					30,527.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	80,016.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	110,543.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					26,319.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	228,124.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	254,443.

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

Schedule D (Form 1041) 2012

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

		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		110,543.
14	Net long-term gain or (loss):			
a	Total for year	14a		254,443.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		364,986.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (Form 1041) 2012

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

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

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

OMB No. 1545-0092

2012

Name of estate or trust

ARTHUR F & ALICE E ADAMS

Employer identification number

65-6003785

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

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 224. ADT CORP/THE	11/27/2012	07/22/2013	9,390.00	9,789.00	-399.00
468. ADT CORP/THE	05/03/2013	07/31/2013	18,960.00	20,492.00	-1,532.00
235. ABBOTT LABS W/RIGHTS 11/10/2009	08/28/2012	11/07/2012	15,222.00	15,475.00	-253.00
60. ADVANCE AUTO PARTS COM	09/04/2012	11/02/2012	4,796.00	4,214.00	582.00
71. AFFILIATED MANAGERS GRP	08/28/2012	02/26/2013	10,088.00	8,453.00	1,635.00
53. AGRUM INC COM	01/29/2013	05/02/2013	4,698.00	5,809.00	-1,111.00
13. ALLERGAN INC COM W/RIG EXP 2/18/2010	10/19/2012	11/23/2012	1,191.00	1,225.00	-34.00
44. ALLERGAN INC COM W/RIG EXP 2/18/2010	10/19/2012	01/14/2013	4,559.00	4,147.00	412.00
141. ALLERGAN INC COM W/RI ATTACHED EXP 2/18/2010	10/19/2012	05/01/2013	13,938.00	13,290.00	648.00
98. AMERICAN INTERNATIONAL	08/20/2012	11/23/2012	3,216.00	3,438.00	-222.00
129. AMERICAN INTERNATIONAL	08/20/2012	03/06/2013	4,961.00	4,526.00	435.00
349. AMERICAN INTERNATIONAL	10/09/2012	04/30/2013	14,442.00	12,244.00	2,198.00
78. ANHEUSER-BUSCH INBEV S	06/05/2012	11/15/2012	6,431.00	6,267.00	164.00
36. ANHEUSER-BUSCH INBEV S	08/29/2012	11/23/2012	3,121.00	3,069.00	52.00
77. BED BATH & BEYOND INC	09/04/2012	08/07/2013	5,872.00	5,026.00	846.00
34. BORG WARNER INC COM	01/31/2012	01/31/2013	2,523.00	2,150.00	373.00
82. BRISTOL-MYERS SQUIBB C	08/28/2012	11/23/2012	2,664.00	2,728.00	-64.00
280. BRISTOL-MYERS SQUIBB	08/28/2012	01/09/2013	9,372.00	9,316.00	56.00
55. BROWN-FORMAN CORP CL B	09/04/2012	12/04/2012	3,809.00	3,546.00	263.00
287. CAMERON INT'L CORP CO	01/30/2013	04/05/2013	17,280.00	16,748.00	532.00
80. CARMAX INC	09/04/2012	11/06/2012	2,811.00	2,438.00	373.00
85. CARMAX INC	09/04/2012	04/03/2013	3,520.00	2,590.00	930.00
164. CERNER CORP COM	05/09/2012	01/16/2013	12,948.00	11,303.00	1,645.00
27. CHIPOTLE MEXICAN GRILL	01/16/2013	03/13/2013	8,678.00	7,543.00	1,135.00

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

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

Schedule D-1 (Form 1041) 2012

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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2012

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
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Name of estate or trust ARTHUR F & ALICE E ADAMS	Employer identification number 65-6003785
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Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 14. CHIPOTLE MEXICAN GRILL	01/16/2013	05/07/2013	5,063.00	3,911.00	1,152.00
51. CHIPOTLE MEXICAN GRILL	01/16/2013	06/26/2013	18,592.00	14,247.00	4,345.00
48. CITRIX SYS INC COM	01/31/2012	11/12/2012	2,888.00	2,502.00	386.00
280. COPART INC COM	09/04/2012	01/31/2013	9,980.00	7,704.00	2,276.00
55. CRIMSON WINE GROUP LTD	09/04/2012	03/01/2013	439.00	333.00	106.00
.5 CRIMSON WINE GROUP LTD	09/04/2012	03/06/2013	4.00	3.00	1.00
131. CROWN CASTLE INTL COR	04/25/2012	11/26/2012	8,728.00	7,321.00	1,407.00
81. CROWN CASTLE INTL CORP	04/25/2012	01/18/2013	6,001.00	4,527.00	1,474.00
23. DIAGEO PLC SPONSORED A	03/08/2012	11/15/2012	2,623.00	2,409.00	214.00
18. DISCOVERY COMMUNICATIO	06/29/2012	11/23/2012	1,043.00	971.00	72.00
85. DISCOVERY COMMUNICATIO	09/04/2012	10/05/2012	4,872.00	4,427.00	445.00
474. E M C CORP MASS COM	08/09/2012	07/11/2013	11,629.00	9,488.00	2,141.00
10. EOG RES INC COM	11/16/2012	11/23/2012	1,185.00	1,163.00	22.00
23. EOG RES INC COM	09/04/2012	12/27/2012	2,761.00	2,501.00	260.00
70. EOG RES INC COM	09/04/2012	01/16/2013	8,753.00	7,613.00	1,140.00
111. EOG RES INC COM	11/16/2012	02/21/2013	13,754.00	12,911.00	843.00
47. ECOLAB INC COM	09/04/2012	07/22/2013	4,385.00	2,979.00	1,406.00
143. ECOLAB INC COM	09/04/2012	08/19/2013	13,122.00	9,063.00	4,059.00
77. EDWARDS LIFESCIENCES C	12/10/2012	07/16/2013	5,172.00	6,837.00	-1,665.00
65. EDWARDS LIFESCIENCES C	12/10/2012	07/24/2013	4,606.00	5,771.00	-1,165.00
124. EQUINIX INC	04/26/2013	08/14/2013	21,546.00	26,188.00	-4,642.00
196. EXPRESS SCRIPTS HOLDI	11/06/2012	05/14/2013	11,952.00	10,760.00	1,192.00
31. FACEBOOK INC	05/18/2012	11/23/2012	740.00	1,036.00	-296.00 *
804.84 FNMA POOL #889568 3/01/20	03/07/2012	10/25/2012	805.00	880.00	-75.00

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

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

Schedule D-1 (Form 1041) 2012

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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

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OMB No. 1545-0092

2012

Name of estate or trust

ARTHUR F & ALICE E ADAMS

Employer identification number

65-6003785

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 1085.43 FNMA POOL #889568 3/01/20	03/07/2012	11/25/2012	1,085.00	1,186.00	-101.00
1039.73 FNMA POOL #889568 3/01/20	03/07/2012	12/25/2012	1,040.00	1,136.00	-96.00
966.43 FNMA POOL #889568 3/01/20	03/07/2012	01/25/2013	966.00	1,056.00	-90.00
808.98 FNMA POOL #889568 3/01/20	03/07/2012	02/25/2013	809.00	884.00	-75.00
21. FEDEX CORP COM	01/12/2012	11/23/2012	1,834.00	1,905.00	-71.00
100. GENERAL ELEC CO COM	11/02/2012	11/23/2012	2,090.00	2,153.00	-63.00
239. GENERAL ELEC CO COM	11/02/2012	07/02/2013	5,528.00	5,147.00	381.00
205. GENERAL ELEC CO COM	11/02/2012	08/13/2013	4,943.00	4,414.00	529.00
732. GENERAL ELEC CO COM	11/02/2012	08/15/2013	17,544.00	15,763.00	1,781.00
20. GILEAD SCIENCES INC CO	11/12/2012	11/23/2012	1,518.00	1,471.00	47.00
109. GILEAD SCIENCES INC C	08/28/2012	04/02/2013	5,249.00	3,161.00	2,088.00
434. GILEAD SCIENCES INC C	11/13/2012	06/26/2013	22,291.00	15,959.00	6,332.00
30. GOLDMAN SACHS GRP INC	01/18/2013	04/30/2013	4,366.00	4,306.00	60.00
154. GOLDMAN SACHS GRP INC	01/18/2013	05/03/2013	22,434.00	22,103.00	331.00
126. HOYA CORP ADR	08/01/2012	11/30/2012	2,415.00	2,712.00	-297.00
270. IDEX CORP COM	09/04/2012	07/18/2013	15,845.00	10,730.00	5,115.00
830. INTEL CORP COM	08/28/2012	06/17/2013	20,934.00	20,675.00	259.00
13. INTL BUSINESS MACHINES	09/05/2012	11/23/2012	2,506.00	2,579.00	-73.00
75. JACOBS ENGR GRP INC CO	09/04/2012	04/02/2013	4,110.00	2,937.00	1,173.00
24. JOHNSON & JOHNSON COM	10/18/2012	11/23/2012	1,663.00	1,725.00	-62.00
39. JOY GLOBAL INC 00	01/23/2012	11/23/2012	2,212.00	3,159.00	-947.00
153. JOY GLOBAL INC 00	05/18/2012	05/08/2013	9,397.00	12,393.00	-2,996.00
76. KINDER MORGAN INC/DELA	08/07/2012	11/23/2012	2,572.00	2,775.00	-203.00
.3333 KRAFT FOODS GROUP IN	04/27/2012	10/11/2012	15.00	14.00	1.00

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

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

Schedule D-1 (Form 1041) 2012

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

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

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OMB No 1545-0092

2012

Name of estate or trust

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Employer identification number

65-6003785

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(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 40. KRAFT FOODS GROUP INC	04/27/2012	11/23/2012	1,794.00	1,753.00	41.00
715. LI & FUNG LTD ADR	02/08/2012	02/07/2013	1,826.00	2,780.00	-954.00
162. LINKEDIN CORP	05/16/2012	10/11/2012	18,836.00	17,631.00	1,205.00
14. LINKEDIN CORP	05/16/2012	11/23/2012	1,494.00	1,524.00	-30.00
29. LINKEDIN CORP	05/16/2012	02/21/2013	4,570.00	3,156.00	1,414.00
26. LINKEDIN CORP	05/16/2012	03/06/2013	4,512.00	2,830.00	1,682.00
135. LINKEDIN CORP	07/16/2012	03/28/2013	23,992.00	14,692.00	9,300.00
358. LONZA GROUP AG ADR	02/08/2013	09/30/2013	2,896.00	2,158.00	738.00
195. MCCORMICK & CO INC CO	09/04/2012	03/13/2013	13,738.00	12,100.00	1,638.00
86. MONDELEZ INTERNATIONAL	04/27/2012	11/23/2012	2,188.00	2,207.00	-19.00
827. MONDELEZ INTERNATIONAL	06/20/2012	04/26/2013	26,117.00	21,224.00	4,893.00
32. NEXTERA ENERGY INC	10/16/2012	11/23/2012	2,142.00	2,250.00	-108.00
305. NEXTERA ENERGY INC	10/16/2012	01/23/2013	21,842.00	21,445.00	397.00
245. NOVARTIS AG SPONSORED	08/28/2012	02/04/2013	16,672.00	14,560.00	2,112.00
392. NUCOR CORP COM W/RIGH EXP 3/8/2011	03/14/2013	07/05/2013	17,135.00	18,299.00	-1,164.00
23. O'REILLY AUTOMOTIVE IN	07/20/2012	11/23/2012	2,134.00	2,113.00	21.00
95. O'REILLY AUTOMOTIVE IN	07/20/2012	02/07/2013	9,500.00	8,727.00	773.00
456. ORACLE CORP COM	01/31/2012	10/18/2012	14,148.00	12,146.00	2,002.00
20. PEPSICO INC COM	01/31/2012	10/12/2012	1,408.00	1,378.00	30.00
268. PEPSICO INC COM	06/26/2012	10/16/2012	18,863.00	18,461.00	402.00
378. PETROLEO BRASILEIRO S SPONSORED ADR	11/11/2011	10/03/2012	8,388.00	9,703.00	-1,315.00
104. PFIZER INC COM W/RTS 10/15/2007	07/16/2012	11/23/2012	2,539.00	2,399.00	140.00
338. PFIZER INC COM W/RTS 10/15/2007	07/16/2012	01/09/2013	8,899.00	7,797.00	1,102.00
122. PHILIP MORRIS INTERNA	02/09/2012	11/02/2012	10,668.00	10,023.00	645.00

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

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Schedule D-1 (Form 1041) 2012

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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

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

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2012

Name of estate or trust

ARTHUR F & ALICE E ADAMS

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(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 55. PHILIP MORRIS INTERNAT	02/09/2012	11/23/2012	4,938.00	4,519.00	419.00
94. PHILIP MORRIS INTERNAT	02/09/2012	12/05/2012	8,318.00	7,723.00	595.00
189. PHILIP MORRIS INTERNA	06/12/2012	12/06/2012	16,852.00	15,528.00	1,324.00
275. POTASH CORP SASK INC ATTACHED	12/12/2012	09/19/2013	8,783.00	11,792.00	-3,009.00
36. SANDISK CORP COM W/RTS EXP 04/28/2007	01/26/2012	11/23/2012	1,434.00	1,765.00	-331.00
62. SCHLUMBERGER LTD COM	01/31/2012	01/29/2013	4,927.00	4,626.00	301.00
8. SHERWIN WILLIAMS CO COM ATTACHED EXP 04/22/2007	08/14/2012	11/23/2012	1,266.00	1,132.00	134.00
276. STARWOOD HOTELS & RES WORLDWIDE	03/05/2012	10/25/2012	14,527.00	15,279.00	-752.00
150. TJX COS INC NEW COM	09/04/2012	07/22/2013	7,812.00	6,859.00	953.00
18. TERADATA CORP	07/05/2012	11/23/2012	1,103.00	1,236.00	-133.00
129. TERADATA CORP	07/17/2012	03/27/2013	7,362.00	8,861.00	-1,499.00
128. TERADATA CORP	07/17/2012	04/04/2013	6,782.00	8,792.00	-2,010.00
455. TEVA PHARMACEUTICAL I	08/28/2012	08/19/2013	18,069.00	18,304.00	-235.00
65. THERMO ELECTRON CORP C ATTACHED EXP 01/29/2006	08/28/2012	07/03/2013	5,529.00	3,669.00	1,860.00
75. THERMO ELECTRON CORP C ATTACHED EXP 01/29/2006	08/28/2012	08/28/2013	6,661.00	4,234.00	2,427.00
55. TIFFANY & CO NEW COM W ATTACHED EXP 9/17/2008	09/04/2012	05/22/2013	4,254.00	3,244.00	1,010.00
333. UNDER ARMOUR INC	06/07/2012	10/25/2012	17,376.00	16,616.00	760.00
45. UNILEVER N V NEW YORK	10/17/2012	11/23/2012	1,672.00	1,681.00	-9.00
73. UNION PAC CORP COM	08/28/2012	07/03/2013	11,314.00	9,040.00	2,274.00
46. UNITEDHEALTH GRP INC C	01/31/2012	01/31/2013	2,566.00	1,685.00	881.00
18. V F CORP COM W/RTS ATT 01/25/2008	01/31/2012	01/18/2013	2,663.00	1,677.00	986.00
195. VALSPAR CORP COM W/RI ATTACHED EXP 5/11/2010	09/04/2012	01/03/2013	12,521.00	10,360.00	2,161.00
164. VERIZON COMMUNICATION	04/25/2012	11/23/2012	7,136.00	6,816.00	320.00
190. VERIZON COMMUNICATION	04/25/2012	03/27/2013	9,359.00	7,896.00	1,463.00

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

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

Schedule D-1 (Form 1041) 2012

JSA
2F1221 2 000

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Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0092

2012

Name of estate or trust

Employer identification number

ARTHUR F & ALICE E ADAMS

65-6003785

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

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	80,016.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

JSA
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* INDICATES WASH SALE

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

Employer identification number

ARTHUR F & ALICE E ADAMS

65-6003785

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

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 9000. ABBOTT LABORATORIES 5/27/20	05/24/2010	11/08/2012	10,843.00	8,996.00	1,847.00
11000. ABBOTT LABORATORIES 5/27/20	05/24/2010	11/08/2012	13,252.00	10,995.00	2,257.00
188. AIR LIQUIDE ADR FRANCO	11/11/2011	07/24/2013	4,872.00	4,268.00	604.00
25. AMAZON COM INC COM	08/23/2011	11/23/2012	5,927.00	4,612.00	1,315.00
24. AMAZON COM INC COM	08/23/2011	02/05/2013	6,401.00	4,427.00	1,974.00
24. AMAZON COM INC COM	02/14/2012	04/18/2013	6,201.00	4,427.00	1,774.00
17. AMAZON COM INC COM	02/14/2012	04/30/2013	4,294.00	3,136.00	1,158.00
36. AMAZON COM INC COM	02/14/2012	06/27/2013	10,047.00	6,641.00	3,406.00
523. AMERICA MOVIL S A DE SPONSORED ADR REPSTG SER L	11/11/2011	03/15/2013	9,819.00	13,488.00	-3,669.00
12265.918 AMER CENT SMALL INST #336	11/07/2006	06/13/2013	131,000.00	80,098.00	50,902.00
16. APPLE COMPUTER INC COM	03/24/2008	10/08/2012	10,249.00	3,115.00	7,134.00
40. APPLE COMPUTER INC COM	10/22/2008	10/11/2012	25,285.00	7,789.00	17,496.00
22. APPLE COMPUTER INC COM	11/05/2008	11/23/2012	12,418.00	4,284.00	8,134.00
36. APPLE COMPUTER INC COM	11/24/2008	07/01/2013	14,762.00	8,451.00	6,311.00
10. APPLE COMPUTER INC COM	11/24/2008	08/21/2013	5,031.00	2,348.00	2,683.00
121. ARM HLDGS PLC SPONSOR	11/11/2011	12/12/2012	4,449.00	3,704.00	745.00
44. ARM HLDGS PLC SPONSORE	11/11/2011	02/21/2013	1,845.00	1,347.00	498.00
283. ARM HLDGS PLC SPONSOR	11/11/2011	06/19/2013	11,091.00	8,662.00	2,429.00
14194.093 ARTIO INTERNATIO 1529	06/12/2007	11/21/2012	147,761.00	232,215.00	-84,454.00
24. BG GROUP PLC- SPON ADR US0554342032	11/11/2011	06/11/2013	438.00	526.00	-88.00
17. BIOGEN IDEC INC	11/02/2011	11/23/2012	2,527.00	1,976.00	551.00
25. BIOGEN IDEC INC	11/23/2011	11/29/2012	3,758.00	2,906.00	852.00
44. BIOGEN IDEC INC	12/06/2011	07/11/2013	9,803.00	5,114.00	4,689.00
29. BOEING CO COM	06/10/2010	11/23/2012	2,124.00	1,979.00	145.00
24. BORG WARNER INC COM	12/17/2010	11/23/2012	1,565.00	1,518.00	47.00

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

Schedule D-1 (Form 1041) 2012

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

Employer identification number

ARTHUR F & ALICE E ADAMS

65-6003785

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

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 182. BORG WARNER INC COM	12/06/2011	01/31/2013	13,504.00	11,509.00	1,995.00
16. CSL LIMITED - ADR	11/11/2011	06/11/2013	438.00	255.00	183.00
20000. CVS CAREMARK CORP 6/01/17	08/27/2008	12/07/2012	24,238.00	19,634.00	4,604.00
5. CANADIAN NATL RY CO COM	11/11/2011	06/11/2013	499.00	400.00	99.00
73. CERNER CORP COM	11/21/2011	11/27/2012	5,605.00	5,031.00	574.00
53. CERNER CORP COM	12/06/2011	01/16/2013	4,184.00	3,653.00	531.00
96. CHEVRONTXACO CORP COM	06/19/2012	07/03/2013	11,428.00	9,857.00	1,571.00
235. CITRIX SYS INC COM	11/09/2011	11/12/2012	14,140.00	12,250.00	1,890.00
147. COCA-COLA CO COM	05/19/2011	11/23/2012	5,537.00	4,848.00	689.00
182. CROWN CASTLE INTL COR	04/25/2012	04/26/2013	14,119.00	10,550.00	3,569.00
8. DBS GRP HLDGS SPONSORED	11/11/2011	06/11/2013	407.00	319.00	88.00
40. DANAHER CORP COM	05/17/2011	11/23/2012	2,131.00	2,133.00	-2.00
8. DASSAULT SYSTEMES S.A.	11/11/2011	06/11/2013	1,024.00	662.00	362.00
119. E M C CORP MASS COM	04/09/2009	11/23/2012	2,938.00	2,382.00	556.00
203. E M C CORP MASS COM	06/03/2009	03/06/2013	4,920.00	4,063.00	857.00
179. E M C CORP MASS COM	06/03/2009	04/30/2013	4,003.00	3,583.00	420.00
355. E M C CORP MASS COM	01/31/2012	07/11/2013	8,709.00	7,106.00	1,603.00
55. EXPRESS SCRIPTS HOLDIN	06/14/2010	11/23/2012	2,858.00	3,006.00	-148.00 *
179. EXPRESS SCRIPTS HOLDI	12/17/2010	02/11/2013	9,839.00	9,827.00	12.00
223. EXPRESS SCRIPTS HOLDI	01/31/2012	05/14/2013	13,599.00	12,242.00	1,357.00
47. FAMILY DLR STORES INC	10/14/2011	11/23/2012	3,268.00	2,761.00	507.00
26. FANUC CORPORATION ADR	11/11/2011	06/11/2013	646.00	700.00	-54.00
564.69 FHLMC POOL #G18106 3/01/21	03/24/2006	10/15/2012	565.00	565.00	
344.6 FHLMC POOL #G18106 3/01/21	03/24/2006	11/15/2012	345.00	344.00	1.00
459.77 FHLMC POOL #G18106 3/01/21	03/24/2006	12/15/2012	460.00	460.00	

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

Schedule D-1 (Form 1041) 2012

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Employer identification number

ARTHUR F & ALICE E ADAMS

65-6003785

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

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 517.25 FHLMC POOL #G18106 3/01/21	03/24/2006	01/15/2013	517.00	517.00	
304.4 FHLMC POOL #G18106 3/01/21	03/24/2006	02/15/2013	304.00	304.00	
477.3 FHLMC POOL #G18106 3/01/21	03/24/2006	03/15/2013	477.00	477.00	
499.62 FHLMC POOL #G18106 3/01/21	03/24/2006	04/15/2013	500.00	499.00	1.00
321. FHLMC POOL #G18106 3/01/21	03/24/2006	05/15/2013	321.00	321.00	
302.75 FHLMC POOL #G18106 3/01/21	03/24/2006	06/15/2013	303.00	303.00	
187.38 FHLMC POOL #G18106 3/01/21	03/24/2006	07/15/2013	187.00	187.00	
318.26 FHLMC POOL #G18106 3/01/21	03/24/2006	08/15/2013	318.00	318.00	
334.81 FHLMC POOL #G18106 3/01/21	03/24/2006	09/15/2013	335.00	335.00	
322. FHLMC POOL #J01366 4/01/21	10/15/2007	10/15/2012	322.00	321.00	1.00
887.83 FHLMC POOL #J01366 4/01/21	10/15/2007	11/15/2012	888.00	885.00	3.00
753.05 FHLMC POOL #J01366 4/01/21	10/15/2007	12/15/2012	753.00	751.00	2.00
1345.27 FHLMC POOL #J01366 4/01/21	10/15/2007	01/15/2013	1,345.00	1,341.00	4.00
251.95 FHLMC POOL #J01366 4/01/21	10/15/2007	02/15/2013	252.00	251.00	1.00
669.51 FHLMC POOL #J01366 4/01/21	10/15/2007	03/15/2013	670.00	667.00	3.00
125.15 FHLMC POOL #J01366 4/01/21	10/15/2007	04/15/2013	125.00	125.00	
413.32 FHLMC POOL #J01366 4/01/21	10/15/2007	05/15/2013	413.00	412.00	1.00
327.85 FHLMC POOL #J01366 4/01/21	10/15/2007	06/15/2013	328.00	327.00	1.00
128.61 FHLMC POOL #J01366 4/01/21	10/15/2007	07/15/2013	129.00	128.00	1.00
405.34 FHLMC POOL #J01366 4/01/21	10/15/2007	08/15/2013	405.00	404.00	1.00
416.61 FHLMC POOL #J01366 4/01/21	10/15/2007	09/15/2013	417.00	415.00	2.00
15.03 FEDERAL HOME LN MTG CTFS POOL #C59356 DTD 10/1/	10/01/2001	10/15/2012	15.00	15.00	
91.92 FEDERAL HOME LN MTG CTFS POOL #C59356 DTD 10/1/	10/01/2001	11/15/2012	92.00	92.00	
14.08 FEDERAL HOME LN MTG CTFS POOL #C59356 DTD 10/1/	10/01/2001	12/15/2012	14.00	14.00	
14.15 FEDERAL HOME LN MTG CTFS POOL #C59356 DTD 10/1/	10/01/2001	01/15/2013	14.00	14.00	

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

Schedule D-1 (Form 1041) 2012

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Employer identification number

ARTHUR F & ALICE E ADAMS

65-6003785

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

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 607.84 FEDERAL HOME LN MTG CTFS POOL #C59356 DTD 10/1/	10/01/2001	02/15/2013	608.00	607.00	1.00
11.75 FEDERAL HOME LN MTG CTFS POOL #C59356 DTD 10/1/	10/01/2001	03/15/2013	12.00	12.00	
11.81 FEDERAL HOME LN MTG CTFS POOL #C59356 DTD 10/1/	10/01/2001	04/15/2013	12.00	12.00	
11.88 FEDERAL HOME LN MTG CTFS POOL #C59356 DTD 10/1/	10/01/2001	05/15/2013	12.00	12.00	
401.69 FEDERAL HOME LN MTG CTFS POOL #C59356 DTD 10/1/	10/01/2001	06/15/2013	402.00	401.00	1.00
14.78 FEDERAL HOME LN MTG CTFS POOL #C59356 DTD 10/1/	10/01/2001	07/15/2013	15.00	15.00	
14.95 FEDERAL HOME LN MTG CTFS POOL #C59356 DTD 10/1/	10/01/2001	08/15/2013	15.00	15.00	
9.79 FEDERAL HOME LN MTG C CTFS POOL #C59356 DTD 10/1/	10/01/2001	09/15/2013	10.00	10.00	
10.67 FEDERAL HOME LN MTG CTFS POOL #C60745 DTD 11/1/	11/02/2001	10/15/2012	11.00	11.00	
107.81 FEDERAL HOME LN MTG CTFS POOL #C60745 DTD 11/1/	11/02/2001	11/15/2012	108.00	109.00	-1.00
72.14 FEDERAL HOME LN MTG CTFS POOL #C60745 DTD 11/1/	11/02/2001	12/15/2012	72.00	73.00	-1.00
229.05 FEDERAL HOME LN MTG CTFS POOL #C60745 DTD 11/1/	11/02/2001	01/15/2013	229.00	231.00	-2.00
77.68 FEDERAL HOME LN MTG CTFS POOL #C60745 DTD 11/1/	11/02/2001	02/15/2013	78.00	78.00	
80.74 FEDERAL HOME LN MTG CTFS POOL #C60745 DTD 11/1/	11/02/2001	03/15/2013	81.00	81.00	
111.33 FEDERAL HOME LN MTG CTFS POOL #C60745 DTD 11/1/	11/02/2001	04/15/2013	111.00	112.00	-1.00
207.89 FEDERAL HOME LN MTG CTFS POOL #C60745 DTD 11/1/	11/02/2001	05/15/2013	208.00	210.00	-2.00
97.31 FEDERAL HOME LN MTG CTFS POOL #C60745 DTD 11/1/	11/02/2001	06/15/2013	97.00	98.00	-1.00
8.28 FEDERAL HOME LN MTG C CTFS POOL #C60745 DTD 11/1/	11/02/2001	07/15/2013	8.00	8.00	
7.87 FEDERAL HOME LN MTG C CTFS POOL #C60745 DTD 11/1/	11/02/2001	08/15/2013	8.00	8.00	
178.05 FEDERAL HOME LN MTG CTFS POOL #C60745 DTD 11/1/	11/02/2001	09/15/2013	178.00	180.00	-2.00
30000. FED HOME LN BK 9/16/13	09/02/2010	03/07/2013	30,680.00	33,211.00	-2,531.00
90000. FED HOME LN BK 9/16/13	09/02/2010	09/16/2013	90,000.00	96,183.00	-6,183.00
12.19 FEDERAL NATL MTG ASS PASS THRU CTF POOL #572221	04/06/2001	10/25/2012	12.00	12.00	
12.25 FEDERAL NATL MTG ASS PASS THRU CTF POOL #572221	04/06/2001	11/25/2012	12.00	12.00	
12.5 FEDERAL NATL MTG ASSN PASS THRU CTF POOL #572221	04/06/2001	12/25/2012	13.00	12.00	1.00

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

Schedule D-1 (Form 1041) 2012

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

Employer identification number

ARTHUR F & ALICE E ADAMS

65-6003785

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 12.39 FEDERAL NATL MTG ASS PASS THRU CTF POOL #572221	04/06/2001	01/25/2013	12.00	12.00	
12.95 FEDERAL NATL MTG ASS PASS THRU CTF POOL #572221	04/06/2001	02/25/2013	13.00	13.00	
12.54 FEDERAL NATL MTG ASS PASS THRU CTF POOL #572221	04/06/2001	03/25/2013	13.00	12.00	1.00
12.61 FEDERAL NATL MTG ASS PASS THRU CTF POOL #572221	04/06/2001	04/25/2013	13.00	12.00	1.00
550.63 FEDERAL NATL MTG AS PASS THRU CTF POOL #572221	04/06/2001	05/25/2013	551.00	537.00	14.00
11.45 FEDERAL NATL MTG ASS PASS THRU CTF POOL #572221	04/06/2001	06/25/2013	11.00	11.00	
11.51 FEDERAL NATL MTG ASS PASS THRU CTF POOL #572221	04/06/2001	07/25/2013	12.00	11.00	1.00
11.91 FEDERAL NATL MTG ASS PASS THRU CTF POOL #572221	04/06/2001	08/25/2013	12.00	12.00	
11.64 FEDERAL NATL MTG ASS PASS THRU CTF POOL #572221	04/06/2001	09/25/2013	12.00	11.00	1.00
372.74 FEDERAL NATL MTG AS PASS THRU CTF POOL #582609	07/02/2001	10/25/2012	373.00	367.00	6.00
213.07 FEDERAL NATL MTG AS PASS THRU CTF POOL #582609	07/02/2001	11/25/2012	213.00	210.00	3.00
173.15 FEDERAL NATL MTG AS PASS THRU CTF POOL #582609	07/02/2001	12/25/2012	173.00	170.00	3.00
217.28 FEDERAL NATL MTG AS PASS THRU CTF POOL #582609	07/02/2001	01/25/2013	217.00	214.00	3.00
154.91 FEDERAL NATL MTG AS PASS THRU CTF POOL #582609	07/02/2001	02/25/2013	155.00	153.00	2.00
160.03 FEDERAL NATL MTG AS PASS THRU CTF POOL #582609	07/02/2001	03/25/2013	160.00	158.00	2.00
169.33 FEDERAL NATL MTG AS PASS THRU CTF POOL #582609	07/02/2001	04/25/2013	169.00	167.00	2.00
157.44 FEDERAL NATL MTG AS PASS THRU CTF POOL #582609	07/02/2001	05/25/2013	157.00	155.00	2.00
337.17 FEDERAL NATL MTG AS PASS THRU CTF POOL #582609	07/02/2001	06/25/2013	337.00	332.00	5.00
157.12 FEDERAL NATL MTG AS PASS THRU CTF POOL #582609	07/02/2001	07/25/2013	157.00	155.00	2.00
150.96 FEDERAL NATL MTG AS PASS THRU CTF POOL #582609	07/02/2001	08/25/2013	151.00	149.00	2.00
150.09 FEDERAL NATL MTG AS PASS THRU CTF POOL #582609	07/02/2001	09/25/2013	150.00	148.00	2.00
13.16 FEDERAL NATL MTG ASS PASS THRU CTF POOL #630420	03/05/2002	10/25/2012	13.00	13.00	
13.23 FEDERAL NATL MTG ASS PASS THRU CTF POOL #630420	03/05/2002	11/25/2012	13.00	13.00	
13.31 FEDERAL NATL MTG ASS PASS THRU CTF POOL #630420	03/05/2002	12/25/2012	13.00	13.00	
13.38 FEDERAL NATL MTG ASS PASS THRU CTF POOL #630420	03/05/2002	01/25/2013	13.00	13.00	

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

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Employer identification number

ARTHUR F & ALICE E ADAMS

65-6003785

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 13.46 FEDERAL NATL MTG ASS PASS THRU CTF POOL #630420	03/05/2002	02/25/2013	13.00	13.00	
667.38 FEDERAL NATL MTG AS PASS THRU CTF POOL #630420	03/05/2002	03/25/2013	667.00	659.00	8.00
12.19 FEDERAL NATL MTG ASS PASS THRU CTF POOL #630420	03/05/2002	04/25/2013	12.00	12.00	
12.31 FEDERAL NATL MTG ASS PASS THRU CTF POOL #630420	03/05/2002	05/25/2013	12.00	12.00	
12.38 FEDERAL NATL MTG ASS PASS THRU CTF POOL #630420	03/05/2002	06/25/2013	12.00	12.00	
12.44 FEDERAL NATL MTG ASS PASS THRU CTF POOL #630420	03/05/2002	07/25/2013	12.00	12.00	
12.52 FEDERAL NATL MTG ASS PASS THRU CTF POOL #630420	03/05/2002	08/25/2013	13.00	12.00	1.00
12.59 FEDERAL NATL MTG ASS PASS THRU CTF POOL #630420	03/05/2002	09/25/2013	13.00	12.00	1.00
40000. FED NATL MTG ASSN 4/09/13	02/27/2008	04/09/2013	40,000.00	40,000.00	
96.47 FNMA POOL #836631 10/01/20	10/15/2007	10/25/2012	96.00	96.00	
97.62 FNMA POOL #836631 10/01/20	10/15/2007	11/25/2012	98.00	97.00	1.00
97.67 FNMA POOL #836631 10/01/20	10/15/2007	12/25/2012	98.00	97.00	1.00
124.49 FNMA POOL #836631 10/01/20	10/15/2007	01/25/2013	124.00	124.00	
129.59 FNMA POOL #836631 10/01/20	10/15/2007	02/25/2013	130.00	129.00	1.00
101.47 FNMA POOL #836631 10/01/20	10/15/2007	03/25/2013	101.00	101.00	
102.68 FNMA POOL #836631 10/01/20	10/15/2007	04/25/2013	103.00	102.00	1.00
124.26 FNMA POOL #836631 10/01/20	10/15/2007	05/25/2013	124.00	124.00	
106.25 FNMA POOL #836631 10/01/20	10/15/2007	06/25/2013	106.00	106.00	
98.12 FNMA POOL #836631 10/01/20	10/15/2007	07/25/2013	98.00	98.00	
969.86 FNMA POOL #836631 10/01/20	10/15/2007	08/25/2013	970.00	965.00	5.00
90.08 FNMA POOL #836631 10/01/20	10/15/2007	09/25/2013	90.00	90.00	
477.22 FNMA POOL #880971 10/01/21	01/08/2007	10/25/2012	477.00	478.00	-1.00
199.48 FNMA POOL #880971 10/01/21	01/08/2007	11/25/2012	199.00	200.00	-1.00
262.26 FNMA POOL #880971 10/01/21	01/08/2007	12/25/2012	262.00	263.00	-1.00
49.6 FNMA POOL #880971 10/01/21	01/08/2007	01/25/2013	50.00	50.00	

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Employer identification number

ARTHUR F & ALICE E ADAMS

65-6003785

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

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 52.72 FNMA POOL #880971 10/01/21	01/08/2007	02/25/2013	53.00	53.00	
356.9 FNMA POOL #880971 10/01/21	01/08/2007	03/25/2013	357.00	358.00	-1.00
56.9 FNMA POOL #880971 10/01/21	01/08/2007	04/25/2013	57.00	57.00	
279.35 FNMA POOL #880971 10/01/21	01/08/2007	05/25/2013	279.00	280.00	-1.00
53.53 FNMA POOL #880971 10/01/21	01/08/2007	06/25/2013	54.00	54.00	
171.19 FNMA POOL #880971 10/01/21	01/08/2007	07/25/2013	171.00	172.00	-1.00
54.03 FNMA POOL #880971 10/01/21	01/08/2007	08/25/2013	54.00	54.00	
127.36 FNMA POOL #880971 10/01/21	01/08/2007	09/25/2013	127.00	128.00	-1.00
837.38 FNMA POOL #889568 3/01/20	03/07/2012	03/25/2013	837.00	915.00	-78.00
762.02 FNMA POOL #889568 3/01/20	03/07/2012	04/25/2013	762.00	833.00	-71.00
757.59 FNMA POOL #889568 3/01/20	03/07/2012	05/25/2013	758.00	828.00	-70.00
791.02 FNMA POOL #889568 3/01/20	03/07/2012	06/25/2013	791.00	865.00	-74.00
634.79 FNMA POOL #889568 3/01/20	03/07/2012	07/25/2013	635.00	694.00	-59.00
961.34 FNMA POOL #889568 3/01/20	03/07/2012	08/25/2013	961.00	1,051.00	-90.00
655.37 FNMA POOL #889568 3/01/20	03/07/2012	09/25/2013	655.00	716.00	-61.00
3.34 GOVERNMENT NATL MTG A THRU CTF POOL #545220 DTD	05/14/2001	10/15/2012	3.00	3.00	
3.36 GOVERNMENT NATL MTG A THRU CTF POOL #545220 DTD	05/14/2001	11/15/2012	3.00	3.00	
3.38 GOVERNMENT NATL MTG A THRU CTF POOL #545220 DTD	05/14/2001	12/15/2012	3.00	4.00	-1.00
3.51 GOVERNMENT NATL MTG A THRU CTF POOL #545220 DTD	05/14/2001	01/15/2013	4.00	4.00	
3.43 GOVERNMENT NATL MTG A THRU CTF POOL #545220 DTD	05/14/2001	02/15/2013	3.00	4.00	-1.00
3.46 GOVERNMENT NATL MTG A THRU CTF POOL #545220 DTD	05/14/2001	03/15/2013	3.00	4.00	-1.00
3.48 GOVERNMENT NATL MTG A THRU CTF POOL #545220 DTD	05/14/2001	04/15/2013	3.00	4.00	-1.00
3.51 GOVERNMENT NATL MTG A THRU CTF POOL #545220 DTD	05/14/2001	05/15/2013	4.00	4.00	
3.53 GOVERNMENT NATL MTG A THRU CTF POOL #545220 DTD	05/14/2001	06/15/2013	4.00	4.00	
3.56 GOVERNMENT NATL MTG A THRU CTF POOL #545220 DTD	05/14/2001	07/15/2013	4.00	4.00	

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65-6003785

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(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 3.58 GOVERNMENT NATL MTG A THRU CTF POOL #545220 DTD	05/14/2001	08/15/2013	4.00	4.00	
3.61 GOVERNMENT NATL MTG A THRU CTF POOL #545220 DTD	05/14/2001	09/15/2013	4.00	4.00	
9. GOOGLE INC CL A	02/23/2011	11/23/2012	6,009.00	5,365.00	644.00
4. GOOGLE INC CL A	04/01/2011	04/18/2013	3,060.00	2,484.00	576.00
155. HSBC HLDGS PLC SPONSO	11/11/2011	06/05/2013	8,548.00	6,257.00	2,291.00
65000. HONDA AUTO RECEIVAB 5/23/16	02/18/2010	10/24/2012	65,355.00	64,983.00	372.00
510. HOYA CORP ADR	11/11/2011	11/30/2012	9,774.00	10,976.00	-1,202.00
54. ILLUMINA INC COM	04/29/2011	11/23/2012	2,859.00	2,946.00	-87.00
150. ILLUMINA INC COM	07/28/2011	02/13/2013	7,549.00	8,184.00	-635.00
66. ILLUMINA INC COM	04/18/2012	05/08/2013	4,421.00	3,601.00	820.00
59. ILLUMINA INC COM	04/18/2012	08/01/2013	4,685.00	3,219.00	1,466.00
8. IMPERIAL OIL LTD COM NE	11/11/2011	06/11/2013	311.00	335.00	-24.00
103. JOY GLOBAL INC 00	01/23/2012	03/06/2013	6,391.00	8,343.00	-1,952.00
103. JOY GLOBAL INC 00	02/03/2012	03/11/2013	6,331.00	8,343.00	-2,012.00
71. JOY GLOBAL INC 00	03/01/2012	05/08/2013	4,336.00	5,751.00	-1,415.00
36. JOY GLOBAL INC 00	03/01/2012	05/08/2013	2,211.00	2,916.00	-705.00
4766. LI & FUNG LTD ADR	11/11/2011	02/07/2013	12,168.00	18,529.00	-6,361.00
1023. LONZA GROUP AG ADR	11/11/2011	09/16/2013	8,380.00	6,165.00	2,215.00
343. LONZA GROUP AG ADR	11/11/2011	09/30/2013	2,775.00	2,067.00	708.00
220. MICROSOFT CORP COM	08/10/2011	11/23/2012	6,070.00	6,112.00	-42.00
368. MICROSOFT CORP COM	08/18/2011	01/31/2013	10,170.00	10,224.00	-54.00
294. MICROSOFT CORP COM	08/18/2011	02/05/2013	8,095.00	8,168.00	-73.00
166. MICROSOFT CORP COM	11/09/2011	03/06/2013	4,669.00	4,612.00	57.00
156. MONSANTO CO NEW COM	05/31/2011	11/26/2012	14,072.00	11,612.00	2,460.00
106. MONSANTO CO NEW COM	06/30/2011	06/05/2013	10,498.00	7,890.00	2,608.00

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

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 29. MONSANTO CO NEW COM	10/17/2011	07/02/2013	2,847.00	2,159.00	688.00
13343.62 MORGAN STANLEY DE 9/15/37	11/28/2007	10/15/2012	13,344.00	13,290.00	54.00
6154.96 MORGAN STANLEY DEA 9/15/37	11/28/2007	11/15/2012	6,155.00	6,130.00	25.00
224.18 MORGAN STANLEY DEAN 9/15/37	11/28/2007	12/15/2012	224.00	223.00	1.00
4504.45 MORGAN STANLEY DEA 9/15/37	11/28/2007	01/15/2013	4,504.00	4,487.00	17.00
9808.05 MORGAN STANLEY DEA 9/15/37	11/28/2007	02/15/2013	9,808.00	9,769.00	39.00
14. NESTLE S A SPONSORED A REG SH	11/11/2011	06/11/2013	935.00	794.00	141.00
182. ORACLE CORP COM	09/22/2011	10/18/2012	5,647.00	4,848.00	799.00
16264.428 PIMCO FDS PAC IN HIGH YLD FD INSTL CL	06/11/2010	06/13/2013	155,000.00	146,792.00	8,208.00
29563.523 PIMCO FDS PAC IN RETURN BD FD INSTL CL	11/13/2009	06/13/2013	341,163.00	323,699.00	17,464.00
12089.81 PIMCO EMERG MKTS	03/18/2009	06/13/2013	140,000.00	99,059.00	40,941.00
25000. PACIFIC GAS & ELECT 3/01/14	02/12/2007	06/12/2013	25,796.00	24,826.00	970.00
225. PEPSICO INC COM	09/22/2011	10/12/2012	15,839.00	15,499.00	340.00
24. PRECISION CASTPARTS CO W/RIGHTS ATTACHED EXPIRING	07/29/2010	11/23/2012	4,274.00	3,290.00	984.00
32. PRECISION CASTPARTS CO W/RIGHTS ATTACHED EXPIRING	07/29/2010	01/18/2013	5,947.00	4,387.00	1,560.00
44. PRECISION CASTPARTS CO W/RIGHTS ATTACHED EXPIRING	08/19/2010	09/26/2013	10,109.00	6,757.00	3,352.00
43. PROCTER & GAMBLE CO CO	05/11/2011	11/23/2012	2,980.00	2,750.00	230.00
66. QUALCOMM INC COM W/RTS	07/21/2011	11/23/2012	4,144.00	3,983.00	161.00
50. QUALCOMM INC COM W/RTS	07/21/2011	03/06/2013	3,330.00	3,018.00	312.00
80. QUALCOMM INC COM W/RTS	07/21/2011	05/08/2013	5,134.00	4,828.00	306.00
204. QUALCOMM INC COM W/RT	12/06/2011	06/07/2013	12,643.00	12,311.00	332.00
300. QUALCOMM INC COM W/RT	04/17/2012	06/26/2013	18,676.00	18,105.00	571.00
64. RANGE RES CORP COM	09/05/2008	11/23/2012	4,435.00	3,683.00	752.00
48. RANGE RES CORP COM	12/18/2009	03/06/2013	3,729.00	2,762.00	967.00
60. RANGE RES CORP COM	12/17/2010	03/11/2013	4,736.00	3,452.00	1,284.00

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6a 14662.286 ROYCE PREMIER FU #566	03/27/2009	06/13/2013	309,814.00	229,390.00	80,424.00
62. SCHLUMBERGER LTD COM	01/28/2010	11/23/2012	4,398.00	4,626.00	-228.00
107. SCHLUMBERGER LTD COM	02/04/2011	12/17/2012	7,400.00	7,983.00	-583.00
286. SCHLUMBERGER LTD COM	12/06/2011	01/29/2013	22,728.00	21,337.00	1,391.00
44. SCHLUMBERGER LTD COM	11/11/2011	02/04/2013	3,496.00	3,309.00	187.00
46. SCHLUMBERGER LTD COM	11/11/2011	02/14/2013	3,676.00	3,459.00	217.00
203. SONOVA HOLDIN-UNSPON	11/11/2011	05/10/2013	4,330.00	4,316.00	14.00
63. STARBUCKS CORP COM	05/13/2010	11/23/2012	3,216.00	1,943.00	1,273.00
80. STARBUCKS CORP COM	09/27/2010	07/10/2013	5,416.00	3,133.00	2,283.00
146. STARWOOD HOTELS & RES WORLDWIDE	08/23/2011	10/25/2012	7,685.00	8,082.00	-397.00
182. SWATCH GROUP AG/THE-U	11/11/2011	03/08/2013	5,152.00	3,733.00	1,419.00
41. TECHNE CORP COM	09/04/2012	09/20/2013	3,326.00	2,878.00	448.00
30000. TELECOM IT CAP 10/01/15	04/21/2010	05/29/2013	32,557.00	31,260.00	1,297.00
48. UNI CHARM CORPORATION	11/11/2011	06/11/2013	573.00	459.00	114.00
29. UNION PAC CORP COM	10/05/2011	11/23/2012	3,521.00	2,950.00	571.00
15000. U S TREASURY NOTE 8/15/13	08/23/2006	06/27/2013	15,083.00	14,839.00	244.00
20000. U S TREASURY NOTES 5/15/14	03/16/2005	07/30/2013	20,730.00	20,355.00	375.00
75000. U S TREASURY NOTES 5/15/16	03/15/2011	09/25/2013	84,029.00	86,690.00	-2,661.00
25000. US TREASURY NOTE 11/15/18	12/16/2008	03/13/2013	28,751.00	27,690.00	1,061.00
10000. US TREASURY NOTE 1/31/14	02/11/2009	06/27/2013	10,096.00	10,005.00	91.00
29. UNITEDHEALTH GRP INC C	10/25/2010	11/23/2012	1,557.00	1,062.00	495.00
184. UNITEDHEALTH GRP INC	12/06/2011	01/31/2013	10,265.00	6,738.00	3,527.00
13. V F CORP COM W/RTS ATT 01/25/2008	07/14/2010	11/23/2012	2,055.00	1,211.00	844.00
28. V F CORP COM W/RTS ATT 01/25/2008	07/14/2010	12/06/2012	4,324.00	2,609.00	1,715.00
78. V F CORP COM W/RTS ATT 01/25/2008	12/06/2011	01/18/2013	11,539.00	7,269.00	4,270.00

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6a 96. VERTEX PHARMACEUTICALS W/RTS ATTACHED	06/01/2012	08/28/2013	7,198.00	5,074.00	2,124.00
205. VERTEX PHARMACEUTICAL W/RTS ATTACHED	06/29/2012	09/20/2013	15,605.00	10,835.00	4,770.00
8. WPP PLC NEW ADR	11/11/2011	06/11/2013	685.00	430.00	255.00
5409.34 WORLD OMNI AUTO RE 5/15/15	03/11/2010	10/15/2012	5,409.00	5,395.00	14.00
5571.9 WORLD OMNI AUTO REC 5/15/15	03/11/2010	11/15/2012	5,572.00	5,557.00	15.00
5248.43 WORLD OMNI AUTO RE 5/15/15	03/11/2010	12/15/2012	5,248.00	5,234.00	14.00
4986.32 WORLD OMNI AUTO RE 5/15/15	03/11/2010	01/15/2013	4,986.00	4,973.00	13.00
4956.25 WORLD OMNI AUTO RE 5/15/15	03/11/2010	02/15/2013	4,956.00	4,943.00	13.00
4586.27 WORLD OMNI AUTO RE 5/15/15	03/11/2010	03/15/2013	4,586.00	4,574.00	12.00
4648.18 WORLD OMNI AUTO RE 5/15/15	03/11/2010	04/15/2013	4,648.00	4,636.00	12.00
4859.7 WORLD OMNI AUTO REC 5/15/15	03/11/2010	05/15/2013	4,860.00	4,847.00	13.00
4695.44 WORLD OMNI AUTO RE 5/15/15	03/11/2010	06/15/2013	4,695.00	4,683.00	12.00
4238.48 WORLD OMNI AUTO RE 5/15/15	03/11/2010	07/15/2013	4,238.00	4,227.00	11.00
4534.66 WORLD OMNI AUTO RE 5/15/15	03/11/2010	08/15/2013	4,535.00	4,522.00	13.00
4135.06 WORLD OMNI AUTO RE 5/15/15	03/11/2010	09/15/2013	4,135.00	4,124.00	11.00
84. XINYI GLASS HOLDI-UNSP	07/05/2012	09/17/2013	1,477.00	929.00	548.00
128. XINYI GLASS HOLDI-UNS	07/05/2012	09/18/2013	2,256.00	1,416.00	840.00
229.7379 AURORA GLOBAL OPP U/INT I2	10/30/2007	04/01/2013	297,244.00	279,538.00	17,706.00
268.2159 DORCHESTER CAP IN U/INT I2	10/30/2007	04/01/2013	325,184.00	275,420.00	49,764.00
312. COVIDIEN PLC	11/09/2011	11/12/2012	17,306.00	16,079.00	1,227.00
317.8534 ASGI MULT-STR II I2	10/30/2007	10/01/2012	302,600.00	361,310.00	-58,710.00
81.0873 ASGI MULT-STR II A I2	10/30/2007	01/01/2013	77,300.00	92,173.00	-14,873.00
26.3006 ASGI MULT-STR II A I2	10/30/2007	04/01/2013	25,000.00	29,896.00	-4,896.00
11.6928 ASGI MULT-STR II A I2	10/30/2007	07/01/2013	11,000.00	13,291.00	-2,291.00
54. ASML HOLDING NVONY REG	10/28/2011	11/23/2012	3,078.00	2,417.00	661.00

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