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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 MARY E BIVINS TRUST		A Employer identification number 75-6013328	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 1		B Telephone number (see instructions) (806) 378-8000	
City or town, state, and ZIP code AMARILLO, TX 79105		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 50,962,761		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Other (specify) <u>MODIFIED CASH</u> (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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4,806	4,806		
	4 Dividends and interest from securities.	498,183	498,183		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	560,795			
	b Gross sales price for all assets on line 6a <u>2,435,405</u>				
	7 Capital gain net income (from Part IV , line 2)		560,795		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	12,969,781	12,969,781		
	12 Total. Add lines 1 through 11	14,033,565	14,033,565		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	3,604	3,604		
	b Accounting fees (attach schedule)	4,650	4,255		395
	c Other professional fees (attach schedule)	116,858	105,172		11,686
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	967,659	732,809		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	59,038	59,038		
	24 Total operating and administrative expenses. Add lines 13 through 23	1,151,809	904,878		12,081
	25 Contributions, gifts, grants paid	12,797,713			7,923,218
	26 Total expenses and disbursements. Add lines 24 and 25	13,949,522	904,878		7,935,299
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	84,043			
	b Net investment income (if negative, enter -0-)		13,128,687		
	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	9,194,347	9,915,365	9,915,365
	2	Savings and temporary cash investments			
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	7,163,688	9,343,695	9,142,246
	b	Investments—corporate stock (attach schedule)	6,781,769	7,462,239	10,569,084
	c	Investments—corporate bonds (attach schedule).	1,493,405	2,884,019	2,884,257
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)	254	88	18,451,809
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	24,633,463	29,605,406	50,962,761

Liabilities	17	Accounts payable and accrued expenses	7,923,218	12,797,713	
	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)	7,923,218	12,797,713	

Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	2,476,468	2,476,468	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	12,169,681	12,169,681	
	29	Retained earnings, accumulated income, endowment, or other funds	2,064,096	2,161,544	
	30	Total net assets or fund balances (see page 17 of the instructions)	16,710,245	16,807,693	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	24,633,463	29,605,406	

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	16,710,245
2	Enter amount from Part I, line 27a	2	84,043
3	Other increases not included in line 2 (itemize) ▶ _____	3	13,405
4	Add lines 1, 2, and 3	4	16,807,693
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	16,807,693

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Additional Data Table				
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 See Additional Data Table			
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 See Additional Data Table			
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	560,795
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	40,809

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	5,110,915	39,546,055	0 129240
2010	3,607,483	37,277,128	0 096775
2009	3,336,553	36,945,113	0 090311
2008	6,851,353	38,876,443	0 176234
2007	6,646,207	43,059,376	0 154350

2 Total of line 1, column (d).	2	0 646910
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 129382
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	44,820,250
5 Multiply line 4 by line 3.	5	5,798,934
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	131,287
7 Add lines 5 and 6.	7	5,930,221
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	7,935,299

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	131,287
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	131,287
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	131,287
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	258,217	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	258,217
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	126,930
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	126,930	Refunded	11

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
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?	2		No
	If "Yes," attach a detailed description of the activities.			
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
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?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none">By language in the governing instrument, orBy 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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) TX _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶AMARILLO NATIONAL BANK TRUST DEPT Telephone no ▶(806) 378-8000 Located at ▶PO BOX 1 AMARILLO TX ZIP +4 ▶79105			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
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		No
See 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
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		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOE BATSON	TRUSTEE/PT	0	0	0
BOX 708	2 00			
AMARILLO,TX 79105				
MARK BIVINS	TRUSTEE/PT	0	0	0
BOX 708	2 00			
AMARILLO,TX 79105				
RICHARD WARE	TRUSTEE/PT	0	0	0
BOX 1	2 00			
AMARILLO,TX 79105				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
AMARILLO NATIONAL BANK	TRUSTEE	116,858
PO BOX 1		
AMARILLO,TX 79105		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A Summary of Direct Charitable Activities	
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)	
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	20,098,969
b	Average of monthly cash balances.	1b	6,952,102
c	Fair market value of all other assets (see instructions).	1c	18,451,721
d	Total (add lines 1a, b, and c).	1d	45,502,792
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	45,502,792
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	682,542
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	44,820,250
6	Minimum investment return. Enter 5% of line 5.	6	2,241,013

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	2,241,013
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	131,287
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	131,287
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,109,726
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	2,109,726
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	2,109,726

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	7,935,299
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	7,935,299
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	131,287
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	7,804,012
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				2,109,726
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.	4,636,432			
b From 2008.	4,969,953			
c From 2009.	1,563,229			
d From 2010.	1,848,222			
e From 2011.	3,297,395			
f Total of lines 3a through e.	16,315,231			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 7,935,299				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				2,109,726
e Remaining amount distributed out of corpus	5,825,573			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	22,140,804			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	4,636,432			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	17,504,372			
10 Analysis of line 9				
a Excess from 2008. . . .	4,969,953			
b Excess from 2009. . . .	1,563,229			
c Excess from 2010. . . .	1,848,222			
d Excess from 2011. . . .	3,297,395			
e Excess from 2012. . . .	5,825,573			

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary Information (Complete this part only if the organization 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))

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

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 of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

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

Form **990-PF** (2012)

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	4,806	
4 Dividends and interest from securities. . . .			14	498,183	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			15	12,969,781	
8 Gain or (loss) from sales of assets other than inventory			18	560,795	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). .				14,033,565	
13 Total. Add line 12, columns (b), (d), and (e).				14,033,565	

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.		
	*****	2014-01-25	*****
	Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN
	SAMUEL B LOVELADY	SAMUEL B LOVELADY	2014-01-30		
	Firm's name <input type="checkbox"/>	LOVELADY CHRISTY ASSOCIATES		Firm's EIN <input type="checkbox"/>	
		801 S FILLMORE ST STE 420			
	Firm's address <input type="checkbox"/>	AMARILLO, TX 79101		Phone no (806) 373-4884	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
50000 SH FEDERAL FARM CREDIT BANK	P	2013-04-22	2013-05-23
83 SH MCDONALD'S CORP - COMMON	P	2012-04-20	2012-12-27
10 SH APPLE COMPUTER INC	P	2010-08-02	2012-11-12
24 SH CSX CORP	P	2010-07-22	2012-11-19
113 SH MICROSOFT CORP	P	2010-03-23	2013-04-19
22 SH THERMO ELECTRON CP	P	2009-12-15	2013-07-03
110 SH ABBOTT LABORATORIES	P	2008-02-22	2013-01-31
19 SH KIMBERLY CLARK - COMMON	P	2008-06-27	2013-04-12
139 SH PEPSICO INC	P	2008-05-23	2012-12-24
21 SH TIMKEN CO	P	2012-02-21	2012-10-26
31 SH AGCO CORPORATION	P	2012-03-13	2013-08-15
142 SH AVNET INC	P	2010-09-20	2013-08-15
0 003 SH CST BRANDS INC COM	P	2011-04-13	2013-07-18
117 SH ENDO PHARMECEUTICALS HOLDINGD	P	2008-10-28	2013-08-15
152 SH KBR INC	P	2011-11-18	2013-08-15
15 SH M&T BANK CORP	P	2010-10-11	2013-08-15
27 SH PARKER-HANNIFIN CORP COM	P	2010-04-21	2013-08-15
25 SH RAYMOND JAMES FINANCIAL INC	P	2009-12-09	2013-08-15
516 SH SOUTHWEST AIRLINES	P	2012-01-05	2013-08-15
121 SH TERADYNE INC	P	2012-07-09	2013-08-15
124 SH VALERO ENERGY CORP COM STK NE	P	2011-04-13	2013-08-15
800 SH FREDDIE MAC	P	2012-08-06	2013-02-14
153 SH RESMED INC COM	P	2012-06-07	2012-11-14
15 SH APPLE COMPUTER INC	P	2010-08-02	2013-08-30
408 SH CSX CORP	P	2010-08-02	2012-11-19
145 SH MICROSOFT CORP	P	2010-03-23	2013-08-26
194 SH THERMO ELECTRON CP	P	2009-12-16	2013-07-03
32 SH ABBOTT LABORATORIES	P	2008-06-27	2013-01-31
249 SH KIMBERLY CLARK - COMMON	P	2008-10-28	2013-04-12
32 SH PEPSICO INC	P	2008-06-27	2012-12-24

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198 SH VERIFONE HOLDINGS INC	P	2012-09-13	2013-08-15
91 SH AGILENT TECHNOLOGIES INC	P	2008-10-28	2013-08-15
39 SH AVNET INC	P	2011-05-23	2013-08-15
0 11 SH CST BRANDS INC COM	P	2011-04-13	2013-06-11
32 SH ENDO PHARMECEUTICALS HOLDINGD	P	2009-01-12	2013-08-15
46 SH KBR INC	P	2012-05-30	2013-08-15
15 SH M&T BANK CORP	P	2010-10-15	2013-08-15
18 SH PARKER-HANNIFIN CORP COM	P	2010-06-30	2013-08-15
55 SH RAYMOND JAMES FINANCIAL INC	P	2009-12-15	2013-08-15
127 SH SOUTHWEST AIRLINES	P	2012-03-13	2013-08-15
148 SH TESORO CORP	P	2011-10-07	2013-08-15
44 SH VALERO ENERGY CORP COM STK NEW	P	2011-04-19	2013-08-15
500000 SH FANNIE MAE	P	2011-08-16	2013-09-09
220 SH RESMED INC COM	P	2012-06-08	2012-11-14
19 SH APPLE COMPUTER INC	P	2010-08-02	2013-09-24
204 SH CSX CORP	P	2010-09-07	2012-11-19
251 SH MICROSOFT CORP	P	2010-07-22	2013-08-26
468 SH VERIZON COMMUNICATIONS COM	P	2011-09-27	2013-04-30
278 SH ABBOTT LABORATORIES	P	2008-10-28	2013-01-31
93 SH KIMBERLY CLARK - COMMON	P	2009-06-19	2013-04-12
263 SH PEPSICO INC	P	2008-10-28	2012-12-24
101 SH VERIFONE HOLDINGS INC	P	2012-10-04	2013-08-15
82 SH AGILENT TECHNOLOGIES INC	P	2009-12-15	2013-08-15
43 SH BECTON DICKINSON & CO	P	2011-05-11	2013-08-15
30 SH CST BRANDS INC COM	P	2011-04-13	2013-08-15
115 SH ENDO PHARMECEUTICALS HOLDINGD	P	2009-12-15	2013-08-15
488 SH KEYCORP	P	2011-02-14	2013-08-15
96 SH MACY'S INC COM STK	P	2011-01-18	2013-08-15
21 SH PATTERSON-UTI ENERGY INC COM	P	2008-09-17	2013-08-15
42 SH RAYMOND JAMES FINANCIAL INC	P	2009-12-16	2013-08-15

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216 SH SOUTHWEST AIRLINES	P	2012-07-30	2013-08-15
74 SH TESORO CORP	P	2011-11-01	2013-08-15
103 SH VALERO ENERGY CORP COM STK NE	P	2011-09-13	2013-08-15
75000 SH FED HOME LOAN BANK	P	2009-08-18	2012-10-01
110 SH RESMED INC COM	P	2012-06-11	2012-11-14
95 SH BOEING COMPANY	P	2011-10-31	2013-07-15
297 SH CSX CORP	P	2010-12-30	2012-11-19
101 SH MICROSOFT CORP	P	2011-02-23	2013-09-18
101 SH YUM BRANDS INC COM	P	2009-09-04	2012-12-03
74 SH ABBOTT LABORATORIES	P	2009-06-19	2013-01-31
820 SH MARATHON OIL CORP COM	P	2008-10-28	2013-06-10
102 SH PEPSICO INC	P	2009-06-19	2012-12-24
20 SH VERIFONE HOLDINGS INC	P	2012-10-15	2013-08-15
153 SH AMEREN CORPORATION	P	2012-03-13	2013-08-15
26 SH BECTON DICKINSON & CO	P	2011-05-23	2013-08-15
15 SH CYTEC INDUSTRIES INC	P	2008-10-13	2013-08-15
358 SH FIFTH THIRD BANCORP	P	2011-11-18	2013-08-15
264 SH KEYCORP	P	2011-02-22	2013-08-15
100 SH MACY'S INC COM STK	P	2011-01-26	2013-08-15
142 SH PATTERSON-UTI ENERGY INC COM	P	2008-10-28	2013-08-15
88 SH RAYTHEON CO COM NEW	P	2010-12-07	2013-08-15
74 SH STANLEY BLACK & DECKER INC COM	P	2008-10-28	2013-08-15
86 SH THERMO ELECTRON CP	P	2012-06-28	2013-08-15
104 SH VALSPAR CORP	P	2008-10-28	2013-08-15
173 SH ALLERGAN, INC	P	2012-06-14	2013-01-25
12 SH ABBVIE INC COM	P	2009-06-30	2013-05-10
15 SH BOEING COMPANY	P	2011-11-01	2013-07-15
217 SH CVS CORP COM STK	P	2011-12-05	2013-02-07
133 SH MICROSOFT CORP	P	2011-02-23	2013-08-26
37 SH YUM BRANDS INC COM	P	2009-12-15	2012-12-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
0 5 SH ADT CORP COM	P	2010-10-22	2012-10-17
175 SH MARATHON OIL CORP COM	P	2009-06-19	2013-06-10
891 SH TEVA PHARMACEUTICAL SP ADR	P	2011-10-03	2013-07-11
74 SH ZIMMER HLDGS INC COM	P	2012-09-25	2013-08-15
7 SH AMERISOURCEBERGEN CORP	P	2008-10-28	2013-08-15
68 SH BED BATH & BEYOND INC	P	2008-10-28	2013-08-15
51 SH CYTEC INDUSTRIES INC	P	2008-10-28	2013-08-15
69 SH FIFTH THIRD BANCORP	P	2012-07-19	2013-08-15
106 SH KEYCORP	P	2011-03-07	2013-08-15
44 SH MACY'S INC COM STK	P	2011-02-08	2013-08-15
71 SH PATTERSON-UTI ENERGY INC COM	P	2009-12-15	2013-08-15
23 SH RAYTHEON CO COM NEW	P	2011-01-12	2013-08-15
33 SH STANLEY BLACK & DECKER INC COM	P	2009-12-15	2013-08-15
21 SH THERMO ELECTRON CP	P	2012-07-09	2013-08-15
100 SH VALSPAR CORP	P	2009-12-15	2013-08-15
87 SH ALLERGAN, INC	P	2012-06-25	2013-01-25
78 SH ABBVIE INC COM	P	2009-09-04	2013-05-10
204 SH CATERPILLAR INC	P	2011-08-09	2013-07-19
7 SH GOOGLE INC	P	2011-04-06	2013-03-14
304 SH MICROSOFT CORP	P	2011-09-20	2013-09-18
138 SH YUM BRANDS INC COM	P	2011-03-30	2012-12-03
407 SH ADT CORP COM	P	2010-10-22	2012-12-10
413 SH MASCO CORP	P	2012-01-06	2013-05-29
98 SH TUPPERWARE CORPORATION	P	2008-10-30	2013-01-30
19 SH ZIMMER HLDGS INC COM	P	2012-10-15	2013-08-15
48 SH AMERISOURCEBERGEN CORP	P	2009-03-16	2013-08-15
33 SH BED BATH & BEYOND INC	P	2009-12-15	2013-08-15
17 SH CYTEC INDUSTRIES INC	P	2009-10-23	2013-08-15
110 SH FIRSTENERGY CORP	P	2012-03-13	2013-08-15
150 SH KEYCORP	P	2011-05-02	2013-08-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
46 SH MOLSON COORS BREWING CO	P	2011-01-12	2013-08-15
58 SH PATTERSON-UTI ENERGY INC COM	P	2011-08-12	2013-08-15
93 SH SANDISK COPRPORATION	P	2010-05-11	2013-08-15
307 SH STAPLES INC	P	2012-04-25	2013-08-15
19 SH TIMKEN CO	P	2009-11-25	2012-10-26
87 SH W R BERKLEY CORPORATION	P	2008-10-28	2013-08-15
113 SH EXPRESS SCRIPTS HLDG CO	P	2012-05-09	2012-11-14
150 SH ABBVIE INC COM	P	2009-09-29	2013-05-10
68 SH CATERPILLAR INC	P	2011-10-27	2013-07-19
16 SH GOOGLE INC	P	2011-08-09	2013-03-14
424 SH MICROSOFT CORP	P	2012-03-08	2013-09-18
88 SH YUM BRANDS INC COM	P	2011-05-31	2012-12-03
1034 SH AMERICAN CAPITAL AGENCY CORP	P	2012-07-19	2013-08-13
123 SH MAXIM INTEGRATED PRODUCTS	P	2008-10-28	2013-07-11
115 SH TUPPERWARE CORPORATION	P	2009-04-02	2013-01-30
119 SH ACTAVIS INC COM	P	2012-01-27	2013-08-15
58 SH AMERISOURCEBERGEN CORP	P	2009-12-15	2013-08-15
20 SH BED BATH & BEYOND INC	P	2010-01-26	2013-08-15
36 SH CYTEC INDUSTRIES INC	P	2009-12-15	2013-08-15
173 SH HCC INSURANCE HOLDINGS INC	P	2008-10-28	2013-08-15
69 SH KLA-TENCOR CORP	P	2012-02-28	2013-08-15
23 SH MOLSON COORS BREWING CO	P	2011-01-18	2013-08-15
220 SH PERKINELMER INC	P	2011-12-12	2013-08-15
48 SH SANDISK COPRPORATION	P	2010-05-28	2013-08-15
157 SH STAPLES INC	P	2012-05-30	2013-08-15
20 SH TIMKEN CO	P	2009-12-15	2012-10-26
60 SH W R BERKLEY CORPORATION	P	2008-11-07	2013-08-15
189 SH EXPRESS SCRIPTS HLDG CO	P	2012-05-09	2012-12-10
57 SH ABBVIE INC COM	P	2009-12-15	2013-05-10
12 SH CELGENE CORP	P	2011-02-23	2013-01-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
22 SH GOOGLE INC	P	2011-08-09	2013-04-19
296 SH MICROSOFT CORP	P	2012-05-10	2013-09-18
727 SH AMERICAN CAPITAL AGENCY CORP	P	2013-05-29	2013-08-13
855 SH FREEPORT-MCMORAN COPPER-B	P	2011-10-25	2013-03-26
1286 SH MAXIM INTEGRATED PRODUCTS	P	2009-01-02	2013-07-11
815 SH TYCO INTERNATIONAL LTD	P	2010-10-22	2012-12-10
153 SH ADOBE SYSTEMS INC	P	2011-10-19	2013-08-15
241 SH ANNALY CAP MANAGEMENT INC	P	2011-07-21	2013-08-15
161 SH CAPITAL ONE FINANCIAL CORP	P	2010-11-09	2013-08-15
87 SH DICK'S SPORTING GOODS INC	P	2011-12-22	2013-08-15
27 SH HCC INSURANCE HOLDINGS INC	P	2008-10-30	2013-08-15
26 SH KLA-TENCOR CORP	P	2012-03-13	2013-08-15
25 SH MOLSON COORS BREWING CO	P	2011-01-26	2013-08-15
39 SH PETSMART	P	2010-04-09	2013-08-15
18 SH SANDISK COPRPORATION	P	2010-07-21	2013-08-15
115 SH SYNOPSYS INC	P	2008-10-28	2013-08-15
38 SH TIMKEN CO	P	2010-01-12	2012-10-26
95 SH W R BERKLEY CORPORATION	P	2009-12-15	2013-08-15
76 SH EXPRESS SCRIPTS HLDG CO	P	2012-06-14	2012-12-10
86 SH ABBVIE INC COM	P	2009-12-16	2013-05-13
51 SH CELGENE CORP	P	2011-04-06	2013-07-29
20 SH INTERNATIONAL BUSINESS MACHS	P	2008-09-25	2012-11-30
326 SH MICROSOFT CORP	P	2012-08-17	2013-09-18
445 SH FREEPORT-MCMORAN COPPER-B	P	2012-12-10	2013-03-26
262 SH HARLEY DAVIDSON, INC	P	2009-03-23	2012-11-02
201 SH MAXIM INTEGRATED PRODUCTS	P	2009-06-19	2013-07-11
58 SH UNION PACIFIC CORPORATION CO	P	2009-03-19	2013-01-10
30 SH ADOBE SYSTEMS INC	P	2011-11-01	2013-08-15
40 SH ANNALY CAP MANAGEMENT INC	P	2011-08-01	2013-08-15
310 SH CHICO'S FAS INC	P	2012-04-25	2013-08-15

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59 SH DICK'S SPORTING GOODS INC	P	2012-01-05	2013-08-15
115 SH HCC INSURANCE HOLDINGS INC	P	2009-12-15	2013-08-15
38 SH LINCOLN NATIONAL CORPORATION	P	2008-10-28	2013-08-15
23 SH MOLSON COORS BREWING CO	P	2011-02-08	2013-08-15
30 SH PETSMART	P	2010-04-21	2013-08-15
23 SH SANDISK COPRPORATION	P	2010-09-01	2013-08-15
153 SH SYNOPSYS INC	P	2009-12-15	2013-08-15
37 SH TIMKEN CO	P	2010-01-26	2012-10-26
113 SH WESTERN DIGITAL CORP	P	2012-03-27	2013-08-15
303 SH HOME DEPOT INC	P	2011-12-05	2012-10-12
93 SH ABBVIE INC COM	P	2009-12-16	2013-05-10
75 SH CELGENE CORP	P	2011-04-06	2013-04-25
95 SH INTERNATIONAL BUSINESS MACHS	P	2008-10-28	2012-11-30
46 SH ROSS STORES INC	P	2010-09-23	2012-10-04
192 SH HERBALIFE LTD	P	2012-12-21	2013-08-13
1315 SH HEWLETT PACKARD CO	P	2011-10-03	2012-12-21
27 SH MCDONALD'S CORP - COMMON	P	2008-02-22	2012-10-25
59 SH UNION PACIFIC CORPORATION CO	P	2009-03-19	2013-07-10
3 SH AGCO CORPORATION	P	2008-12-29	2013-08-15
76 SH ANNALY CAP MANAGEMENT INC	P	2011-08-12	2013-08-15
137 SH CHICO'S FAS INC	P	2012-06-22	2013-08-15
99 SH DISCOVER FINL SVCS COMM	P	2011-01-12	2013-08-15
376 SH INTERNATIONAL GAME TECH	P	2012-06-22	2013-08-15
108 SH LINCOLN NATIONAL CORPORATION	P	2008-11-26	2013-08-15
159 SH OWENS-ILLINOIS, INC	P	2008-10-28	2013-08-15
126 SH PROTECTIVE LIFE CORP	P	2008-10-30	2013-08-15
22 SH SANDISK COPRPORATION	P	2011-02-08	2013-08-15
53 SH TCF FINANCIAL CORP	P	2008-10-28	2013-08-15
35 SH TIMKEN CO	P	2010-02-11	2012-10-26
34 SH WESTERN DIGITAL CORP	P	2012-05-08	2013-08-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
195 SH KIMBERLY CLARK - COMMON	P	2012-06-05	2013-06-05
27 SH ABBVIE INC COM	P	2010-12-02	2013-05-13
168 SH CELGENE CORP	P	2011-04-06	2013-01-18
39 SH MCDONALD'S CORP - COMMON	P	2011-09-13	2012-12-27
216 SH ROSS STORES INC	P	2010-12-21	2012-10-04
299 SH HERBALIFE LTD	P	2012-12-21	2013-05-29
133 SH HOME DEPOT INC	P	2008-10-28	2013-07-10
36 SH MCDONALD'S CORP - COMMON	P	2008-06-27	2012-10-25
269 SH WEYERHAEUSER CO	P	2010-12-23	2013-01-10
41 SH AGCO CORPORATION	P	2009-01-22	2013-08-15
165 SH ARROW ELECTRONICS IN	P	2008-10-28	2013-08-15
53 SH CIMATREX	P	2008-10-28	2013-08-15
59 SH DISCOVER FINL SVCS COMM	P	2011-01-18	2013-08-15
185 SH INTERNATIONAL GAME TECH	P	2012-07-30	2013-08-15
55 SH LINCOLN NATIONAL CORPORATION	P	2008-12-08	2013-08-15
70 SH OWENS-ILLINOIS, INC	P	2009-12-15	2013-08-15
198 SH PROTECTIVE LIFE CORP	P	2009-12-15	2013-08-15
17 SH SEMPRA ENERGY INC COM STK	P	2009-05-14	2013-08-15
79 SH TCF FINANCIAL CORP	P	2009-12-15	2013-08-15
31 SH TIMKEN CO	P	2010-05-28	2012-10-26
35 SH WESTERN DIGITAL CORP	P	2012-05-30	2013-08-15
16 SH KIMBERLY CLARK - COMMON	P	2012-06-22	2013-06-05
106 SH AMERICAN EXPRESS CO	P	2010-11-29	2013-07-11
25 SH CELGENE CORP	P	2011-05-19	2013-07-29
45 SH MCDONALD'S CORP - COMMON	P	2011-09-29	2012-12-27
583 SH THE KROGER CO	P	2011-05-19	2013-03-07
567 SH HEWLETT PACKARD CO	P	2012-08-22	2012-12-21
234 SH HUNTSMAN CORP	P	2010-05-12	2012-11-06
280 SH MCDONALD'S CORP - COMMON	P	2008-10-28	2012-10-25
136 SH CIGNA CORP - COMMON	P	2012-08-17	2013-08-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
44 SH AGCO CORPORATION	P	2009-02-19	2013-08-15
74 SH ARROW ELECTRONICS IN	P	2009-12-15	2013-08-15
57 SH CIMATREX	P	2009-12-15	2013-08-15
58 SH DISCOVER FINL SVCS COMM	P	2011-01-26	2013-08-15
148 SH JABIL CIRCUIT INC	P	2010-07-21	2013-08-15
94 SH LINCOLN NATIONAL CORPORATION	P	2009-12-15	2013-08-15
154 SH PACKAGING CORP OF AMERICA	P	2010-04-21	2013-08-15
82 SH QUEST DIAGNOSTICS INC COMMON S	P	2008-10-28	2013-08-15
25 SH SEMPRA ENERGY INC COM STK	P	2009-06-19	2013-08-15
105 SH TCF FINANCIAL CORP	P	2010-07-21	2013-08-15
233 SH TOTAL SYSTEM SERVICES INC	P	2011-09-13	2013-08-15
37 SH WESTERN DIGITAL CORP	P	2012-06-22	2013-08-15
140 SH LIFE TECHNOLOGIES CORP	P	2012-11-14	2013-03-04
99 SH AMERICAN EXPRESS CO	P	2010-12-21	2013-07-11
326 SH CHEVRONTEXACO CORP	P	2010-07-22	2012-11-09
8 SH MICROSOFT CORP	P	2009-06-30	2013-04-19
49 SH THE KROGER CO	P	2011-05-24	2013-03-07
238 SH MAGNA INTERNATIONAL INC - CL	P	2012-07-24	2013-05-29
256 SH J P MORGAN CHASE & CO COM	P	2011-03-21	2013-07-10
34 SH MCDONALD'S CORP - COMMON	P	2009-06-19	2012-10-25
26 SH DICK'S SPORTING GOODS INC	P	2011-12-22	2012-10-04
37 SH AGCO CORPORATION	P	2009-12-15	2013-08-15
162 SH ASSURANT INC	P	2012-08-09	2013-08-15
83 SH CONSTELLATION BRANDS INC - A	P	2008-10-28	2013-08-15
55 SH DISCOVER FINL SVCS COMM	P	2011-02-08	2013-08-15
62 SH JABIL CIRCUIT INC	P	2010-07-30	2013-08-15
46 SH M&T BANK CORP	P	2010-04-30	2013-08-15
84 SH PACKAGING CORP OF AMERICA	P	2010-05-28	2013-08-15
37 SH QUEST DIAGNOSTICS INC COMMON S	P	2009-12-15	2013-08-15
21 SH SEMPRA ENERGY INC COM STK	P	2009-12-15	2013-08-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
51 SH TCF FINANCIAL CORP	P	2010-11-30	2013-08-15
221 SH TRINITY INDUSTRIES I	P	2008-10-28	2013-08-15
123 SH WILLIAMS-SONOMA INC	P	2011-06-15	2013-08-15
216 SH LIFE TECHNOLOGIES CORP	P	2012-11-14	2013-01-22
10 SH APPLE COMPUTER INC	P	2009-12-15	2012-11-09
189 SH COCA-COLA COMPANY - COMMON	P	2011-06-03	2013-05-13
296 SH MICROSOFT CORP	P	2009-09-04	2013-04-19
523 SH THE KROGER CO	P	2011-05-24	2013-09-12
456 SH MASCO CORP	P	2012-01-06	2013-01-03
23 SH KIMBERLY CLARK - COMMON	P	2008-02-19	2013-04-12
0 003 SH PENTAIR LTD SHS	P	2010-10-22	2012-12-14
142 SH NETAPP INC COM STK	P	2012-08-29	2013-08-15
27 SH AGCO CORPORATION	P	2011-05-23	2013-08-15
65 SH AUTONATION INC DEL COM	P	2008-10-28	2013-08-15
39 SH CONSTELLATION BRANDS INC - A	P	2009-07-23	2013-08-15
62 SH DISCOVER FINL SVCS COMM	P	2011-08-12	2013-08-15
84 SH JABIL CIRCUIT INC	P	2010-08-12	2013-08-15
17 SH M&T BANK CORP	P	2010-05-18	2013-08-15
32 SH PACKAGING CORP OF AMERICA	P	2010-06-21	2013-08-15
62 SH RAYMOND JAMES FINANCIAL INC	P	2009-07-31	2013-08-15
17 SH SEMPRA ENERGY INC COM STK	P	2010-02-19	2013-08-15
137 SH TCF FINANCIAL CORP	P	2011-12-12	2013-08-15
130 SH TRINITY INDUSTRIES I	P	2009-12-15	2013-08-15
32 SH WILLIAMS-SONOMA INC	P	2011-06-28	2013-08-15
82 SH MCDONALD'S CORP - COMMON	P	2012-03-28	2012-12-27
5 SH APPLE COMPUTER INC	P	2010-08-02	2012-11-09
288 SH COCA-COLA COMPANY - COMMON	P	2011-06-03	2013-05-10
86 SH MICROSOFT CORP	P	2009-12-15	2013-04-19
46 SH THERMO ELECTRON CP	P	2009-09-04	2013-07-03
61 SH ABBOTT LABORATORIES	P	2008-02-19	2013-01-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
55 SH KIMBERLY CLARK - COMMON	P	2008-02-22	2013-04-12
0 55 SH PENTAIR LTD SHS	P	2010-10-22	2012-10-16
43 SH NETAPP INC COM STK	P	2012-10-04	2013-08-15
26 SH AGCO CORPORATION	P	2011-06-01	2013-08-15
114 SH AUTONATION INC DEL COM	P	2009-12-15	2013-08-15
110 SH CONSTELLATION BRANDS INC - A	P	2009-12-15	2013-08-15
89 SH DTE ENERGY CO COM	P	2010-04-30	2013-08-15
50 SH JABIL CIRCUIT INC	P	2010-11-30	2013-08-15
7 SH M&T BANK CORP	P	2010-06-21	2013-08-15
60 SH PARKER-HANNIFIN CORP COM	P	2010-02-19	2013-08-15
40 SH RAYMOND JAMES FINANCIAL INC	P	2009-10-06	2013-08-15
22 SH SEMPRA ENERGY INC COM STK	P	2011-08-01	2013-08-15
374 SH TERADYNE INC	P	2012-05-30	2013-08-15
38 SH TRINITY INDUSTRIES I	P	2011-09-02	2013-08-15
34 SH WILLIAMS-SONOMA INC	P	2012-01-17	2013-08-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
50,000		50,000	
7,286		8,093	-807
5,398		2,621	2,777
467		412	55
3,357		3,357	
1,868		1,078	790
3,712		5,588	-1,876
1,923		1,141	782
9,620		9,479	141
817		1,130	-313
1,742		1,555	187
5,491		3,766	1,725
4,403		1,729	2,674
4,669		4,259	410
1,753		1,158	595
2,796		1,904	892
1,070		580	490
6,816		4,394	2,422
1,942		1,615	327
4,498		3,188	1,310
778		800	-22
6,045		4,938	1,107
7,317		3,932	3,385
7,935		7,337	598
4,995		4,308	687
16,472		9,521	6,951
1,080		1,590	-510
25,199		14,200	10,999
2,215		2,048	167

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,909		6,191	-2,282
4,341		1,795	2,546
1,508		1,381	127
3		2	1
1,204		684	520
1,413		1,180	233
1,753		1,121	632
1,864		1,016	848
2,354		1,285	1,069
1,678		1,063	615
7,472		3,373	4,099
1,596		1,111	485
500,000		500,000	
8,692		7,001	1,691
9,333		4,980	4,353
3,968		3,656	312
8,647		6,481	2,166
25,183		17,408	7,775
9,382		13,779	-4,397
9,412		4,757	4,655
18,202		14,422	3,780
1,994		2,824	-830
3,911		2,462	1,449
4,226		3,794	432
955		572	383
4,327		2,272	2,055
5,876		4,667	1,209
4,390		2,235	2,155
422		433	-11
1,798		991	807

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,853		1,942	911
3,736		1,936	1,800
3,737		2,091	1,646
82,103		83,009	-906
4,346		3,542	804
10,009		6,288	3,721
5,777		6,364	-587
3,355		2,679	676
6,773		3,407	3,366
2,497		3,310	-813
28,372		11,395	16,977
7,059		5,512	1,547
395		627	-232
5,230		4,908	322
2,555		2,282	273
1,142		420	722
6,798		4,268	2,530
3,179		2,439	740
4,573		2,358	2,215
2,851		1,504	1,347
6,662		4,169	2,493
6,416		2,231	4,185
7,863		4,339	3,524
6,652		1,768	4,884
18,458		15,919	2,539
534		35	499
1,580		952	628
11,088		8,358	2,730
4,582		3,527	1,055
2,481		1,284	1,197

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
18		13	5
6,055		3,263	2,792
34,697		32,623	2,074
5,918		4,985	933
398		105	293
5,022		1,574	3,448
3,882		1,232	2,650
1,310		951	359
1,276		984	292
2,012		1,061	951
1,426		1,078	348
1,741		1,147	594
2,861		1,643	1,218
1,920		1,078	842
6,396		2,798	3,598
9,282		7,853	1,429
3,472		218	3,254
17,432		17,395	37
5,740		4,012	1,728
10,099		8,366	1,733
9,254		7,144	2,110
18,420		10,212	8,208
8,822		4,755	4,067
7,317		2,172	5,145
1,520		1,196	324
2,731		749	1,982
2,437		1,270	1,167
1,294		636	658
4,083		4,921	-838
1,806		1,317	489

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,349		2,195	154
1,165		1,521	-356
5,263		3,952	1,311
5,151		4,709	442
740		483	257
3,656		2,020	1,636
5,676		6,151	-475
6,676		461	6,215
5,811		6,541	-730
13,120		9,016	4,104
14,085		13,607	478
5,901		4,867	1,034
23,626		35,280	-11,654
3,475		1,581	1,894
8,587		2,173	6,414
16,101		6,967	9,134
3,300		1,494	1,806
1,477		786	691
2,740		1,350	1,390
7,553		3,486	4,067
3,971		3,375	596
1,174		1,108	66
8,148		4,071	4,077
2,716		2,227	489
2,634		2,105	529
778		501	277
2,521		1,549	972
10,262		10,288	-26
2,537		192	2,345
1,194		640	554

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
17,319		12,398	4,921
9,833		9,102	731
16,612		19,098	-2,486
27,898		33,262	-5,364
36,334		15,608	20,726
23,224		15,634	7,590
7,028		3,991	3,037
2,755		4,338	-1,583
10,880		6,396	4,484
4,466		3,172	1,294
1,179		574	605
1,496		1,311	185
1,276		1,210	66
2,896		1,260	1,636
1,019		761	258
4,264		1,893	2,371
1,479		972	507
3,992		2,343	1,649
4,127		4,106	21
3,826		288	3,538
7,285		2,838	4,447
3,806		2,414	1,392
10,830		10,036	794
14,520		14,234	286
12,532		3,670	8,862
5,679		3,228	2,451
7,549		2,324	5,225
1,378		858	520
457		704	-247
4,968		4,620	348

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,029		2,077	952
5,021		3,081	1,940
1,613		742	871
1,174		1,112	62
2,228		986	1,242
1,302		808	494
5,673		3,190	2,483
1,440		881	559
7,591		4,853	2,738
17,992		12,236	5,756
4,139		312	3,827
8,906		4,173	4,733
18,079		7,857	10,222
2,986		1,285	1,701
12,350		5,190	7,160
18,659		29,489	-10,830
2,352		1,479	873
9,310		2,364	6,946
169		70	99
869		1,367	-498
2,196		1,930	266
4,925		1,958	2,967
7,066		5,700	1,366
4,583		1,233	3,350
4,777		2,992	1,785
5,332		1,238	4,094
1,245		1,078	167
767		848	-81
1,362		851	511
2,284		1,325	959

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
18,714		15,384	3,330
1,201		80	1,121
16,722		9,348	7,374
3,424		3,364	60
14,023		6,839	7,184
13,930		8,082	5,848
10,549		2,645	7,904
3,136		2,013	1,123
8,169		4,986	3,183
2,304		810	1,494
7,630		2,719	4,911
4,212		1,750	2,462
2,935		1,207	1,728
3,477		2,105	1,372
2,334		896	1,438
2,103		2,280	-177
8,379		3,487	4,892
1,427		762	665
1,143		1,051	92
1,206		907	299
2,351		1,134	1,217
1,535		1,301	234
8,141		4,583	3,558
3,571		1,515	2,056
3,950		3,939	11
17,638		14,841	2,797
8,046		10,943	-2,897
3,962		2,499	1,463
24,394		15,123	9,271
10,450		6,027	4,423

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,473		856	1,617
3,422		2,076	1,346
4,530		2,848	1,682
2,885		1,204	1,681
3,441		2,165	1,276
3,989		2,135	1,854
8,211		3,892	4,319
4,829		3,347	1,482
2,099		1,225	874
1,519		1,611	-92
6,577		4,088	2,489
2,486		1,100	1,386
8,339		6,517	1,822
7,603		4,290	3,313
34,465		23,884	10,581
238		190	48
1,482		1,193	289
15,589		9,149	6,440
14,016		11,641	2,375
2,962		1,998	964
1,343		948	395
2,079		1,124	955
8,920		5,865	3,055
4,452		1,038	3,414
2,736		1,172	1,564
1,442		905	537
5,375		4,090	1,285
4,479		1,855	2,624
2,179		2,300	-121
1,763		1,166	597

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
738		699	39
8,654		3,476	5,178
7,174		4,435	2,739
13,240		10,055	3,185
5,471		1,961	3,510
7,989		6,195	1,794
8,794		7,225	1,569
20,250		12,730	7,520
7,930		5,250	2,680
2,328		1,473	855
5,968		4,892	1,076
1,517		1,304	213
3,054		294	2,760
2,092		525	1,567
3,084		1,444	1,640
1,953		988	965
1,987		1,438	549
1,706		751	955
2,654		1,272	1,382
1,427		835	592
1,982		1,373	609
5,091		2,491	2,600
1,866		1,169	697
7,198		7,977	-779
2,735		1,311	1,424
12,099		9,440	2,659
2,555		2,597	-42
3,906		2,042	1,864
2,059		3,180	-1,121

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,566		3,547	2,019
24		16	8
1,807		1,332	475
1,461		1,279	182
5,356		2,059	3,297
5,900		1,782	4,118
6,115		4,339	1,776
1,163		752	411
818		653	165
6,213		3,550	2,663
1,712		920	792
1,847		1,113	734
6,004		5,535	469
1,488		971	517
1,983		1,133	850

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			-807
			2,777
			55
			790
			-1,876
			782
			141
			-313
			187
			1,725
			2,674
			410
			595
			892
			490
			2,422
			327
			1,310
			-22
			1,107
			3,385
			598
			687
			6,951
			-510
			10,999
			167

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			-2,282
			2,546
			127
			1
			520
			233
			632
			848
			1,069
			615
			4,099
			485
			1,691
			4,353
			312
			2,166
			7,775
			-4,397
			4,655
			3,780
			-830
			1,449
			432
			383
			2,055
			1,209
			2,155
			-11
			807

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			911
			1,800
			1,646
			-906
			804
			3,721
			-587
			676
			3,366
			-813
			16,977
			1,547
			-232
			322
			273
			722
			2,530
			740
			2,215
			1,347
			2,493
			4,185
			3,524
			4,884
			2,539
			499
			628
			2,730
			1,055
			1,197

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			5
			2,792
			2,074
			933
			293
			3,448
			2,650
			359
			292
			951
			348
			594
			1,218
			842
			3,598
			1,429
			3,254
			37
			1,728
			1,733
			2,110
			8,208
			4,067
			5,145
			324
			1,982
			1,167
			658
			-838
			489

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			154
			-356
			1,311
			442
			257
			1,636
			-475
			6,215
			-730
			4,104
			478
			1,034
			-11,654
			1,894
			6,414
			9,134
			1,806
			691
			1,390
			4,067
			596
			66
			4,077
			489
			529
			277
			972
			-26
			2,345
			554

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			4,921
			731
			-2,486
			-5,364
			20,726
			7,590
			3,037
			-1,583
			4,484
			1,294
			605
			185
			66
			1,636
			258
			2,371
			507
			1,649
			21
			3,538
			4,447
			1,392
			794
			286
			8,862
			2,451
			5,225
			520
			-247
			348

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			952
			1,940
			871
			62
			1,242
			494
			2,483
			559
			2,738
			5,756
			3,827
			4,733
			10,222
			1,701
			7,160
			-10,830
			873
			6,946
			99
			-498
			266
			2,967
			1,366
			3,350
			1,785
			4,094
			167
			-81
			511
			959

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			3,330
			1,121
			7,374
			60
			7,184
			5,848
			7,904
			1,123
			3,183
			1,494
			4,911
			2,462
			1,728
			1,372
			1,438
			-177
			4,892
			665
			92
			299
			1,217
			234
			3,558
			2,056
			11
			2,797
			-2,897
			1,463
			9,271
			4,423

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			1,617
			1,346
			1,682
			1,681
			1,276
			1,854
			4,319
			1,482
			874
			-92
			2,489
			1,386
			1,822
			3,313
			10,581
			48
			289
			6,440
			2,375
			964
			395
			955
			3,055
			3,414
			1,564
			537
			1,285
			2,624
			-121
			597

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			39
			5,178
			2,739
			3,185
			3,510
			1,794
			1,569
			7,520
			2,680
			855
			1,076
			213
			2,760
			1,567
			1,640
			965
			549
			955
			1,382
			592
			609
			2,600
			697
			-779
			1,424
			2,659
			-42
			1,864
			-1,121

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,019
			8
			475
			182
			3,297
			4,118
			1,776
			411
			165
			2,663
			792
			734
			469
			517
			850

TY 2012 Accounting Fees Schedule

Name: MARY E BIVINS TRUST

EIN: 75-6013328

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,650	4,255		395

TY 2012 Compensation Explanation

Name: MARY E BIVINS TRUST

EIN: 75-6013328

Person Name	Explanation
JOE BATSON	
MARK BIVINS	
RICHARD WARE	

TY 2012 Investments Government Obligations Schedule

Name: MARY E BIVINS TRUST

EIN: 75-6013328

**US Government Securities - End of
Year Book Value:**

8,766,036

**US Government Securities - End of
Year Fair Market Value:**

8,570,375

**State & Local Government
Securities - End of Year Book
Value:**

577,659

**State & Local Government
Securities - End of Year Fair
Market Value:**

571,871

TY 2012 Legal Fees Schedule

Name: MARY E BIVINS TRUST

EIN: 75-6013328

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	3,604	3,604		

TY 2012 Other Assets Schedule**Name:** MARY E BIVINS TRUST**EIN:** 75-6013328

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OFFICE EQUIPMENT	86	86	86
PURCHASED INTEREST	168	2	2
OIL & GAS MINERAL INTERESTS			18,451,721

TY 2012 Other Expenses Schedule

Name: MARY E BIVINS TRUST

EIN: 75-6013328

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
RENT & ROYALTY EXPENSE	14,139	14,139		
OFFICE EXPENSE	44,899	44,899		

TY 2012 Other Income Schedule

Name: MARY E BIVINS TRUST

EIN: 75-6013328

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SETTLEMENT PROCEEDS	272	272	
ROYALTY INCOME	12,969,509	12,969,509	

TY 2012 Other Increases Schedule

Name: MARY E BIVINS TRUST

EIN: 75-6013328

Description	Amount
TIMING DIFFERENCES - TRADE DATE VS. SETTLEMENT DAT	13,405

TY 2012 Other Professional Fees Schedule

Name: MARY E BIVINS TRUST

EIN: 75-6013328

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AMARILLO NATIONAL BANK - TRUSTEE	116,858	105,172		11,686

TY 2012 Taxes Schedule**Name:** MARY E BIVINS TRUST**EIN:** 75-6013328

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SEVERENCE TAXES	543,068	543,068		
AD VALOREM TAXES	189,424	189,424		
EXCISE TAXES	234,850			
FOREIGN TAXES	317	317		

Statement 12 - Form 990-PF, Part XV, Line 2 - Supplementary InformationNAME AND ADDRESS OF GRANTEE:

MARY E. BIVINS FOUNDATION
C/O AMARILLO NATIONAL BANK
AMARILLO, TEXAS

AMOUNT OF GRANT:

\$12,797,713

PURPOSE OF GRANT:

MAINTAINING A HOME FOR WORTHY AGED AND NEEDY PERSONS AND IN AIDING AND
ASSISTING WORTHY RELIGIOUS UNDERTAKINGS, INCLUDING EDUCATION OF
MINISTERS TO PREACH THE CHRISTIAN RELIGION.

AMOUNTS EXPENDED:

TO THE BEST OF THE KNOWLEDGE OF THE GRANTOR, THE GRANTEE HAS NOT
DIVERTED ANY FUNDS FROM THE PURPOSE OF THE GRANT.

October 01, 2012 To September 30, 2013

Consolidation: Mary E Bivins Trust-Global Bridge Accounts

Summary Of Investment Holdings

Shares or Par Value	Investment Category		Tax Cost	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	Accrued Income
Money Market Funds								
9,915,365.21	Money Market-Invesco/AIM Prime		9,915,365.21	100.00	9,915,365.21	11,943.06	0.12%	143.00
	50075000	- 9,685,831.81 Units						
	500750LG	- 70,990.03 Units						
	500750LV	- 146,443.37 Units						
Totals			9,915,365.21	Cash	9,915,365.21	11,943.06	0.12%	143.00
Federal Agencies								
500,000	Fed Home Loan Bank	6.335% 05/27/2014	539,270.00	104.07	520,332.50	31,675.00	6.09%	10,910.28
	50075000	- 500,000 Units						
175,000	Fed Home Loan Bank	4.875% 06/13/2014	181,411.50	103.31	180,790.04	8,531.25	4.72%	2,559.38
	50075000	- 175,000 Units						
150,000	Freddie Mac	5.050% 01/26/2015	167,182.50	106.33	169,496.65	7,575.00	4.75%	1,367.71
	50075000	- 150,000 Units						
225,000	Fed Home Loan Bank	2.3 2.320% 05/19/2015	225,000.00	103.22	232,251.53	5,220.00	2.25%	1,914.00
	50075000	- 225,000 Units						
350,000	Fed Home Loan Bank	6.0 6.000% 02/12/2016	406,805.00	112.72	394,512.65	21,000.00	5.32%	2,683.33
	50075000	- 350,000 Units						
150,000	Fannie Mae	5.375% 07/15/2016	170,590.50	112.89	169,338.60	8,062.50	4.76%	1,702.08
	50075000	- 150,000 Units						
150,000	Fed Home Loan Bank	3.7 3.750% 09/09/2016	152,589.00	108.69	163,042.05	5,625.00	3.45%	343.75
	50075000	- 150,000 Units						
320,000	Fannie Mae	1.150% 02/28/2017	322,396.80	99.86	319,538.88	3,680.00	1.15%	333.63
	50075000	- 320,000 Units						
240,000	Freddie Mac	1.250% 05/12/2017	241,848.80	100.68	241,637.52	3,000.00	1.24%	1,158.33
	50075000	- 240,000 Units						
500,000	Freddie Mac	1.250% 11/30/2017	500,000.00	98.97	494,868.00	6,250.00	1.26%	2,100.69
	50075000	- 500,000 Units						
310,000	Federal Home Loan Bank	1.000% 01/25/2018	310,310.00	98.10	304,095.12	3,100.00	1.02%	1,343.33
	50075000	- 310,000 Units						
800,000	Fannie Mae	1.000% 04/30/2018	599,700.00	97.42	584,541.60	6,000.00	1.03%	2,516.67

Port Sum and Hold w Accruals - NLDACR

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Statement 13 - Form 990-PF, Part II, Balance Sheet column (b) and (c)

October 01, 2012 To September 30, 2013

Consolidation: Mary E Bivins Trust-Global Bridge Accounts

Summary Of Investment Holdings

Shares or Par Value	Investment Category			Tax Cost	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	Accrued Income
	50075000	-	600,000 Units						
500,000	Federal Farm Credit	-	2.240% 08/08/2018	500,000.00	99.58	497,914.00	11,200.00	2.25%	777.78
	50075000	-	500,000 Units						
310,000	Federal Farm Credit Bank	-	2.125% 03/08/2019	310,000.00	101.14	313,530.90	8,587.50	2.10%	457.47
	50075000	-	310,000 Units						
275,000	Freddie Mac	-	1.750% 05/30/2019	278,058.75	99.33	273,164.38	4,812.50	1.76%	1,817.53
	50075000	-	275,000 Units						
500,000	Fed Home Loan Bank	4.3	4.375% 08/14/2019	514,774.62	112.94	564,720.00	21,876.00	3.87%	8,501.74
	50075000	-	500,000 Units						
700,000	Federal Home Loan Bank	-	3.050% 11/18/2020	700,000.00	100.19	701,355.20	21,350.00	3.04%	7,887.64
	50075000	-	700,000 Units						
300,000	Federal Farm Credit	-	2.650% 09/28/2021	300,000.00	97.21	291,641.40	7,950.00	2.73%	4,018.17
	50075000	-	300,000 Units						
300,000	Freddie Mac	-	2.375% 01/13/2022	288,039.27	97.33	291,988.80	7,125.00	2.44%	1,543.75
	50075000	-	300,000 Units						
75,000	Federal Home Loan Bank	-	1.500% 09/18/2022	75,000.00	93.21	69,905.55	1,125.00	1.61%	37.50
	50075000	-	75,000 Units						
500,000	Freddie Mac	-	2.250% 09/28/2022	500,000.00	91.63	458,159.50	11,250.00	2.46%	158.25
	50075000	-	500,000 Units						
700,000	Federal Home Loan Bank	-	3.000% 04/17/2023	727,650.00	97.14	680,014.30	21,000.00	3.09%	9,566.67
	50075000	-	700,000 Units						
330,000	Federal Farm Credit Bank	-	2.350% 08/14/2024	327,609.14	89.75	296,190.18	7,755.00	2.62%	1,012.46
	50075000	-	330,000 Units						
410,000	Freddie Mac	-	2.550% 11/21/2025	410,000.00	89.60	367,345.24	10,455.00	2.85%	3,775.42
	50075000	-	410,000 Units						
Totals				8,766,036.88 ①		8,670,376.89	242,203.76	2.83%	68,286.66
Muni - Tax Exempt (In State)									
400,000	Pearland TX ISD	-	3.000% 02/15/2017	430,720.00	105.21	420,836.00	12,000.00	2.85%	1,533.33
	50075000	-	400,000 Units						
Totals				430,720.00 ①		420,836.00	12,000.00	2.85%	1,533.33

Port Sum and Hold w Accruals - HLDACR

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Statement 13 - Form 990-PF, Part II, Balance Sheet column (b) and (c)

Statement 13 - Form 990-PF, Part II, Balance Sheet column (b) and (c)

October 01, 2012 To September 30, 2013

Consolidation: Mary E Blivins Trust-Global Bridge Accounts

Summary Of Investment Holdings

Shares or Par Value	Investment Category			Tax Cost	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	Accrued Income
Taxable out of State Municipal									
145,000	Tacoma Wash Ref Taxable LTD 50075000	3.541%	12/01/2018	146,938.65	104.16	151,034.90	5,134.45	3.40%	1,711.48
	-	145,000 Units							
Totals				146,938.65 ①		151,034.90	5,134.45	3.40%	1,711.48
Bonds - Industrial									
125,000	Coca Cola CO 50075000	3.825%	03/15/2014	127,383.75	101.43	128,785.00	4,531.25	3.57%	201.39
	-	125,000 Units							
190,000	Hewlett-Packard Co 50075000	4.750%	06/02/2014	189,612.10	102.83	194,990.16	9,026.00	4.63%	2,983.26
	-	190,000 Units							
125,000	Oracle Corp 50075000	3.750%	07/08/2014	126,112.50	102.60	128,245.83	4,687.50	3.66%	1,080.73
	-	125,000 Units							
125,000	Cisco Systems 50075000	5.500%	02/22/2016	133,888.75	111.15	138,939.25	6,875.00	4.95%	744.79
	-	125,000 Units							
350,000	GlaxoSmithKline Cap Inc 50075000	0.700%	03/18/2016	350,689.50	99.94	349,791.75	2,450.00	0.70%	88.47
	-	350,000 Units							
250,000	ConocoPhillips 50075000	5.825%	10/15/2016	258,407.50	113.45	283,825.50	14,082.50	4.86%	6,484.38
	-	250,000 Units							
200,000	Costco Wholesale Corp 50075000	1.700%	12/15/2019	201,200.00	98.87	193,330.60	3,400.00	1.76%	1,001.11
	-	200,000 Units							
300,000	Colgate Palmolive Co 50075000	1.950%	02/01/2023	288,725.10	90.08	270,248.10	5,850.00	2.16%	975.00
	-	300,000 Units							
Totals				1,684,019.20 ②		1,685,955.99	50,881.25	3.02%	13,559.13
Bonds - Financial									
450,000	General Elec Cap Corp 50075000	1.082%	04/15/2020	450,000.00	99.62	448,300.80	4,869.45	1.09%	1,028.00
	-	450,000 Units							
Totals				450,000.00 ②		448,300.80	4,869.45	1.09%	1,028.00
Time Deposits - Other Banks									
250,000	Goldman Sachs Bnk	1.100%	11/12/2013	250,000.00	1.00	250,000.00	2,750.00	1.10%	1,083.58

Port Sum and Hold w Accruals - HLDACR

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Tax Cost

market

① Inv - Gov't
obligations

9,343,694.53

9,142,246.49

October 01, 2012 To September 30, 2013

Consolidation: Mary E Blivins Trust-Global Bridge Accounts

Summary Of Investment Holdings

Shares or Par Value	Investment Category			Tax Cost	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	Accrued Income
	50075000	-	250,000 Units						
100,000	Susquehanna Bank .3000% 02/1		0.300% 02/10/2014	100,000.00	1.00	100,000.00	300.00	0.30%	0.00
	50075000	-	100,000 Units						
100,000	Ally Bank UT GMATBK		1.350% 03/04/2014	100,000.00	1.00	100,000.00	1,350.00	1.35%	100.69
	50075000	-	100,000 Units						
100,000	Bryn Mawr Trust Co		1.100% 03/31/2014	100,000.00	1.00	100,000.00	1,100.00	1.10%	91.67
	50075000	-	100,000 Units						
200,000	HSBC Bank		2.250% 11/14/2023	200,000.00	1.00	200,000.00	4,500.00	2.25%	1,711.96
	50075000	-	200,000 Units						
Totals				750,000.00 ②		750,000.00	10,000.00	1.33%	2,987.88
Small & Mid Cap Value									
17,019.413	Northern Small Cap Value Fund			172,725.50	20.34	346,174.86	3,987.12	1.15%	3,987.14
	50075000	-	17,019.413 Units						
Totals				172,725.50 ③		346,174.86	3,987.12	1.15%	3,987.14
Intl Foreign (no US holdings)									
15,288.322	Thornburg Intl Value Fd-I			356,518.20	30.76	470,268.78	5,876.22	1.25%	0.00
	50075000	-	15,288.322 Units						
Totals				356,518.20 ③		470,268.78	5,876.22	1.25%	0.00
Exchange Traded Funds									
22,450	Ishares JD Select Dividend			979,939.47	66.34	1,489,333.00	49,106.84	3.30%	12,061.71
	50075000	-	22,450 Units						
7,300	Ishares MSCI EAFE Index Fund			374,927.27	63.80	465,747.30	12,855.49	2.76%	0.00
	50075000	-	7,300 Units						
10,145	Ishares Russell 2000			701,690.95	106.61	1,081,558.45	17,288.54	1.60%	2,874.89
	50075000	-	10,145 Units						
3,600	Ishares Russell Midcap Grwth			200,880.00	78.20	281,520.00	3,145.04	1.12%	667.15
	50075000	-	3,600 Units						
13,016	Ishares Russell Midcap Value			733,930.72	60.91	792,804.56	14,441.93	1.82%	2,663.07
	50075000	-	13,016 Units						

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Tax Cost

market

② Inv-Corporate
Bonds

2,884,019.20

2,884,254.79

Statement 13 - Form 990-PF, Part II, Balance Sheet column (b) and (c)

October 01, 2012 To September 30, 2013

Consolidation: Mary E Bivins Trust-Global Bridge Accounts

Summary Of Investment Holdings

Shares or Par Value	Investment Category		Tax Cost	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	Accrued Income
7,750	S & P Depositary Receipt 50075000	- 7,750 Units	831,454.95	168.01	1,302,077.50	26,282.61	2.02%	6,484.11
Totals			3,822,823.36 ③		6,413,040.81	123,130.66	2.27%	24,760.93
<u>Real Estate Investment Trusts</u>								
1,002	Prologis Inc Com 500750LV	- 1,002 Units	18,486.65	37.62	37,685.24	1,122.24	2.98%	0.00
Totals			18,486.66 ③		37,695.24	1,122.24	2.98%	0.00
<u>Equity Large</u>								
1,203	Abbott Laboratories 500750LG	- 1,203 Units	55,825.72	33.19	39,927.57	673.68	1.69%	0.00
1,607	Abbvie Inc Com 500750LG 500750LV	- 457 Units - 1,150 Units	25,216.24	44.73	71,881.11	2,571.20	3.58%	0.00
358	American Express Co 500750LG	- 358 Units	15,822.43	76.52	27,036.16	328.36	1.22%	0.00
637	Amgen Inc. Com 500750LG	- 637 Units	55,424.58	111.93	71,296.23	1,197.56	1.68%	0.00
361	Apple Computer Inc. 500750LG 500750LV	- 258 Units - 103 Units	181,704.49	476.75	172,106.75	4,404.20	2.56%	0.00
2,264	Avon Products 500750LV	- 2,264 Units	38,914.54	20.60	46,638.40	543.36	1.17%	0.00
1,104	B B & T Corp Comm 500750LV	- 1,104 Units	23,958.34	33.75	37,280.00	1,015.68	2.73%	0.00
535	Baxter International Inc. 500750LV	- 535 Units	30,572.39	65.69	35,144.15	1,048.60	2.98%	282.16
192	Boeing Company 500750LG	- 192 Units	12,738.45	117.50	22,560.00	372.48	1.65%	0.00
1,128	Carnival Corp		38,163.88	32.84	38,817.92	1,128.00	3.06%	0.00

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Statement 13 - Form 990-PF, Part II, Balance Sheet column (b) and (c)

October 01, 2012 To September 30, 2013

Consolidation: Mary E Blivins Trust-Global Bridge Accounts

Summary Of Investment Holdings

Shares or Par Value	Investment Category		Tax Cost	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	Accrued Income
	500750LV	-	1,128 Units					
461	Caterpillar Inc.	-	15,659.48	83.40	38,447.40	1,106.40	2.88%	0.00
	500750LV	-	461 Units					
432	ChevronTexaco Corp	-	29,590.44	121.50	52,488.00	1,728.00	3.29%	0.00
	500750LV	-	432 Units					
1,974	Cisco Systems Inc	-	38,196.80	23.43	46,252.79	1,342.32	2.80%	0.00
	500750LV	-	1,974 Units					
1,690	Coca-Cola Company - Common	-	58,577.57	37.88	64,017.20	1,892.60	2.96%	473.20
	500750LG	-	1,690 Units					
674	Colgate Palmolive Co	-	20,391.66	59.30	39,968.20	916.64	2.28%	0.00
	500750LV	-	674 Units					
1,662	Comcast Corp New Cl A	-	59,374.55	45.12	74,981.13	1,296.36	1.73%	324.09
	500750LG	-	1,662 Units					
969	Conagra Foods Inc.	-	27,759.94	30.34	29,399.48	969.00	3.30%	0.00
	500750LG	-	969 Units					
683	ConocoPhillips Com	-	30,137.13	69.51	47,475.33	1,885.08	3.97%	0.00
	500750LV	-	683 Units					
212	Costco Whal Corp New Com	-	15,024.51	115.17	24,416.04	262.88	1.08%	0.00
	500750LG	-	212 Units					
863	CVS Corp Com Stk	-	35,157.72	56.75	48,975.25	776.70	1.58%	0.00
	500750LG	-	863 Units					
503	Danaher Corp. DE	-	22,064.63	69.32	34,867.96	60.30	0.14%	12.58
	500750LG	-	503 Units					
461	Deere & Co. - Common	-	14,564.65	81.39	37,520.79	940.44	2.51%	235.11
	500750LV	-	461 Units					
967	DIRECTV COM	-	37,324.16	59.78	57,807.26	0.00	0.00%	0.00
	500750LG	-	967 Units					
1,195	Dow Chemical Common	-	29,934.03	38.40	45,888.00	1,529.80	3.33%	382.40
	500750LV	-	1,195 Units					
936	E. I. DuPont De Nemours & Co.	-	27,138.01	58.56	54,812.16	1,684.60	3.07%	0.00
	500750LV	-	936 Units					

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Statement 13 - Form 990-PF, Part II, Balance Sheet column (b) and (c)

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Consolidation: Mary E Bivins Trust-Global Bridge Accounts

Summary Of Investment Holdings

Shares or Par Value	Investment Category		Tax Cost	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	Accrued Income
612	Ecolab Inc		34,124.13	98.78	60,441.12	563.04	0.93%	140.76
	500750LG	- 612 Units						
1,937	EMC Corp		41,833.28	25.56	49,509.72	774.80	1.56%	193.70
	500750LG	- 1,937 Units						
747	Emerson Electric Company		27,140.24	64.70	48,330.90	1,225.08	2.53%	0.00
	500750LV	- 747 Units						
684	Express Scripts Hldg Co		39,666.51	61.80	42,271.20	0.00	0.00%	0.00
	500750LG	- 684 Units						
384	Exxon Mobil Corp Com		30,572.78	88.04	33,038.38	967.68	2.93%	0.00
	500750LG	- 384 Units						
3,276	Ford Motor Company Del Com		42,620.43	16.87	55,268.12	1,310.40	2.37%	0.00
	500750LV	- 3,276 Units						
680	Garmin LTD Common Stock		13,570.31	45.19	30,729.20	1,224.00	3.98%	306.00
	500750LV	- 680 Units						
1,975	General Electric Co		24,179.30	23.89	47,182.75	1,501.00	3.16%	375.25
	500750LV	- 1,975 Units						
85	Google Inc.		59,600.23	875.91	74,452.35	0.00	0.00%	0.00
	500750LG	- 85 Units						
807	Harley Davidson, Inc.		13,459.59	84.24	58,265.68	761.88	1.31%	0.00
	500750LV	- 807 Units						
1,754	Hewlett Packard Co.		48,358.22	20.99	38,818.48	1,018.72	2.77%	254.68
	500750LV	- 1,754 Units						
1,151	Home Depot Inc.		44,128.34	75.85	87,303.35	1,785.56	2.06%	0.00
	500750LG	- 578 Units						
	500750LV	- 575 Units						
375	Honeywell International Inc		24,715.73	83.04	31,140.00	616.00	1.97%	0.00
	500750LG	- 375 Units						
2,683	Huntsman Corp		28,852.83	20.61	55,296.63	1,341.80	2.43%	335.38
	500750LV	- 2,683 Units						
263	International Business Machs		32,570.48	185.18	48,702.34	999.40	2.05%	0.00
	500750LG	- 263 Units						

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Statement 13 - Form 990-PF, Part II, Balance Sheet column (b) and (c)

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Consolidation: Mary E Bivins Trust-Global Bridge Accounts

Summary Of Investment Holdings

Shares or Par Value	Investment Category		Tax Cost	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	Accrued Income
1,583	Invesco, Ltd		34,175.39	31.90	50,497.70	1,424.70	2.82%	0.00
	500750LV	- 1,583 Units						
833	J.P. Morgan Chase & Co Com		34,373.87	51.69	43,057.77	1,268.18	2.94%	0.00
	500750LV	- 833 Units						
346	Johnson & Johnson		29,568.13	86.69	29,894.74	913.44	3.05%	0.00
	500750LG	- 346 Units						
219	Kimberly Clark - Common		17,837.38	84.22	20,634.18	709.56	3.44%	177.39
	500750LG	- 219 Units						
2,151	Masco Corp.		24,768.40	21.28	45,773.28	645.30	1.41%	0.00
	500750LV	- 2,151 Units						
88	Mastercard Inc Class A		28,935.82	672.78	57,859.08	206.40	0.36%	0.00
	500750LG	- 88 Units						
378	McKesson Hhoc Inc Com		33,327.71	128.30	48,497.40	382.88	0.75%	90.72
	500750LG	- 378 Units						
852	Merck & Co Inc New Com		26,307.07	47.61	40,562.87	1,465.44	3.61%	366.36
	500750LV	- 852 Units						
1,324	Microsoft Corp.		34,397.39	33.28	44,062.72	1,482.88	3.37%	0.00
	500750LV	- 1,324 Units						
1,533	Mondelez Int'l. Inc. Com		39,413.43	31.42	48,168.39	858.48	1.78%	214.82
	500750LV	- 1,533 Units						
440	Motorola Solutions Inc		21,110.76	59.38	26,127.20	545.80	2.08%	136.40
	500750LG	- 440 Units						
1,414	Newmont Mining Corp New Com		55,589.64	28.10	39,733.40	1,414.00	3.58%	0.00
	500750LV	- 1,414 Units						
2,014	Oracle Systems		66,951.65	33.17	66,804.38	968.72	1.45%	0.00
	500750LG	- 2,014 Units						
1,149	Paychex		32,523.48	40.64	46,695.36	1,608.60	3.44%	0.00
	500750LV	- 1,149 Units						
816	Pentair LTD Sha		35,528.54	64.94	52,991.04	818.00	1.54%	0.00
	500750LV	- 816 Units						
1,578	Pfizer Inc.		34,485.93	28.73	45,328.05	1,514.88	3.34%	0.00

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Statement 13 - Form 990-PF, Part II, Balance Sheet column (b) and (c)

Statement 13 - Form 990-PF, Part II, Balance Sheet column (b) and (c)

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Consolidation: Mary E Blivins Trust-Global Bridge Accounts

Summary Of Investment Holdings

Shares or Par Value	Investment Category		Tax Cost	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	Accrued Income
	500750LV	-		1,578 Units				
1,543	Potash Corp Of Saskatchewan		47,925.58	31.28	48,285.04	2,160.20	4.48%	0.00
	500750LV	-		1,543 Units				
277	Praxair Inc		22,455.66	120.21	33,298.17	664.80	2.00%	0.00
	500750LG	-		277 Units				
523	Procter & Gamble - Common		30,867.79	75.59	39,533.57	1,258.34	3.18%	0.00
	500750LV	-		523 Units				
1,044	Qualcomm Inc		55,887.72	67.32	70,282.08	1,461.60	2.08%	0.00
	500750LG	-		1,044 Units				
371	Schlumberger Ltd		27,431.37	88.36	32,781.56	463.75	1.41%	115.84
	500750LG	-		371 Units				
208	Sigma Aldrich Corp		14,453.42	85.30	17,742.40	178.88	1.01%	0.00
	500750LG	-		208 Units				
2,633	Staples Inc		43,940.29	14.85	38,573.45	1,283.84	3.28%	315.98
	500750LV	-		2,633 Units				
798	The Kroger Co		18,838.64	40.34	32,191.32	526.68	1.64%	0.00
	500750LG	-		798 Units				
611	Tiffany & Co		35,000.22	78.62	46,814.82	830.86	1.77%	207.74
	500750LV	-		611 Units				
953	T.JX Coa Inc		23,544.20	58.39	53,739.67	552.74	1.03%	0.00
	500750LG	-		953 Units				
856	Transocean LTD Switz		43,313.60	44.50	38,092.00	1,917.44	5.03%	0.00
	500750LV	-		856 Units				
476	Union Pacific Corporation	Common	37,050.33	155.34	73,941.84	1,504.18	2.03%	378.04
	500750LG	-		187 Units				
	500750LV	-		289 Units				
751	United Parcel Service, Inc.		43,361.67	91.37	68,618.87	1,862.48	2.71%	0.00
	500750LG	-		229 Units				
	500750LV	-		522 Units				
564	United Technologies	Common	42,149.01	107.82	60,810.48	1,206.96	1.98%	0.00
	500750LG	-		564 Units				

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Statement 13 - Form 990-PF, Part II, Balance Sheet column (b) and (c)

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Summary Of Investment Holdings

Shares or Par Value	Investment Category		Tax Cost	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	Accrued Income
1,559	Verizon Communications Com		69,252.42	46.68	72,768.33	3,305.08	4.54%	0.00
	500750LG	- 1,559 Units						
754	Viacom Inc-Class B		36,117.25	83.58	63,019.32	604.80	1.44%	226.20
	500750LG	- 754 Units						
1,052	Wal-Mart Stores, Inc.		68,951.53	73.96	77,805.92	1,977.76	2.54%	0.00
	500750LG	- 1,052 Units						
618	Wellpoint Inc		38,621.54	83.61	51,670.98	827.00	1.79%	0.00
	500750LV	- 618 Units						
1,558	Weyerhaeuser Co		28,877.07	28.63	44,805.54	1,371.04	3.07%	0.00
	500750LV	- 1,558 Units						
Totals			2,697,762.60 (b)		3,688,073.36	84,303.05	2.29%	6,622.67
Equity Mid								
118	Autozone Inc		48,618.05	422.73	49,882.14	0.00	0.00%	0.00
	500750LG	- 118 Units						
320	Celgene Corp.		22,135.18	154.14	49,323.84	0.00	0.00%	0.00
	500750LG	- 320 Units						
2,805	Coming, Inc.		37,574.38	14.69	40,824.95	1,122.00	2.74%	0.00
	500750LV	- 2,805 Units						
704	Magna International Inc.- CL A		27,083.17	82.56	58,122.24	901.12	1.55%	0.00
	500750LV	- 704 Units						
629	Pall CP		16,661.66	77.04	48,458.16	691.90	1.43%	0.00
	500750LV	- 629 Units						
568	Partners LTD		39,112.03	91.54	51,994.72	1,454.08	2.80%	0.00
	500750LV	- 568 Units						
429	Stericycle Inc.		40,229.25	115.40	49,506.60	0.00	0.00%	0.00
	500750LG	- 429 Units						
307	Wynn Resorts, Limited		33,937.22	158.01	48,509.07	1,228.00	2.53%	0.00
	500750LV	- 307 Units						
Totals			256,330.92 (b)		398,721.72	6,397.10	1.36%	0.00

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Summary Of Investment Holdings

Shares or Par Value	Investment Category		Tax Cost	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	Accrued Income
<u>Equity Small</u>								
2,179	Chesapeake Energy Corp 500750LV	-	38,023.55	25.88	56,392.52	762.65	1.35%	0.00
		2,179 Units						
1,555	Hancock Holding Co 500750LV	-	52,998.50	31.38	48,795.90	1,492.80	3.06%	0.00
		1,555 Units						
901	Herbalife LTD 500750LV	-	24,354.03	69.77	62,862.77	1,081.20	1.72%	0.00
		901 Units						
568	Tupperware Corporation 500750LV	-	12,215.66	86.37	48,058.18	1,408.64	2.87%	352.16
		568 Units						
Totals			127,691.74 (3)		217,109.35	4,745.29	2.19%	352.16
Total Investments			29,605,317.81		32,610,952.61	565,593.63	1.74%	121,872.28
Plus Accrued Income					121,872.28			
Plus Net Cash					0.00			
Total Market Value					32,632,824.89			

Note: "" Denotes Invested Income

Tax Cost market
 (3) Inv. - Corporate 7,462,238.87 10,569,084.12
 Stock