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 OCT 1, 2012 , and ending SEP 30, 2013

Name of foundation: DAVID AND EULA WINTERMANN FOUNDATION

A Employer identification number: 76-0082100

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 337 | Room/suite:

B Telephone number: 9792345551

City or town, state, and ZIP code: EAGLE LAKE, TX 77434

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 14,408,601.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)

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

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

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	133,120.	133,120.		STATEMENT 1
	4 Dividends and interest from securities	283,041.	283,041.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	841,534.			
	b Gross sales price for all assets on line 6a 4,106,201.				
	7 Capital gain net income (from Part IV, line 2)		841,534.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	-4,401.	-4,401.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	1,253,294.	1,253,294.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	80,000.	0.		40,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	6,498.	0.		6,498.
	c Other professional fees STMT 5	140,552.	25,554.		114,998.
	17 Interest				
	18 Taxes STMT 6	24,889.	24,889.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	6,190.	2,042.		4,148.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	258,129.	52,485.		165,644.
	25 Contributions, gifts, grants paid	585,920.			585,920.
	26 **Total expenses and disbursements.** Add lines 24 and 25	844,049.	52,485.		751,564.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	409,245.			
	b **Net investment income** (if negative, enter -0-)		1,200,809.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	18,136.	60,659.	60,659.
	2	Savings and temporary cash investments	315,160.	131,294.	131,294.
	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			
	7	Other notes and loans receivable ▶			
		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 STMT 9	2,307,031.	2,376,922.	2,427,546.
	b	Investments - corporate stock STMT 10	8,511,773.	9,126,356.	12,664,629.
	c	Investments - corporate bonds STMT 11	1,543,502.	1,715,549.	1,768,549.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 12	1,301,283.	997,821.	1,131,042.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	13,996,885.	14,408,601.	18,183,719.
Liabilities	17	Accounts payable and accrued expenses	5,505.	7,976.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	5,505.	7,976.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	13,991,380.	14,400,625.	STATEMENT 8
	30	**Total net assets or fund balances**	13,991,380.	14,400,625.	
	31	**Total liabilities and net assets/fund balances**	13,996,885.	14,408,601.	

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	13,991,380.
2	Enter amount from Part I, line 27a	2	409,245.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	14,400,625.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,400,625.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	4,106,201.		3,264,667.	841,534.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				841,534.

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	841,534.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	728,326.	15,428,547.	.047206
2010	718,734.	14,775,785.	.048643
2009	780,539.	14,900,179.	.052385
2008	650,682.	14,930,778.	.043580
2007	795,857.	15,553,464.	.051169

2 **Total** of line 1, column (d)	2	.242983
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	.048597
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	17,145,510.
5 Multiply line 4 by line 3	5	833,220.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,008.
7 Add lines 5 and 6	7	845,228.
8 Enter qualifying distributions from Part XII, line 4	8	751,564.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	24,016.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	24,016.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	24,016.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 16,040.		
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	16,040.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	7,976.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

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

Website address ▶ N/A

14 The books are in care of ▶ WINTERMANN OFFICES Telephone no. ▶ 979-234-5551

Located at ▶ 127 N. MCCARTY AVE, EAGLE LAKE, TX ZIP+4 ▶ 77434

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

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

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
JACK JOHNSON P.O. BOX 337 EAGLE LAKE, TX 77434	PRESIDENT 10.00	50,000.	0.	0.
DONALD N. BENDY P.O. BOX 858 EAGLE LAKE, TX 77434	VICE PRESIDENT 10.00	10,000.	0.	0.
STEVE BALAS 702 S. MCCARTY EAGLE LAKE, TX 77434	SECRETARY 10.00	10,000.	0.	0.
JUDITH JOHNSON P.O. BOX 337 EAGLE LAKE, TX 77434	DIRECTOR 10.00	10,000.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services	▶	0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 AWARDED 4 SCHOLARSHIPS TO ELIGIBLE STUDENTS BASED ON THE FINANCIAL NEED, FIELD OF STUDY AND CHARACTER REFERENCE.	24,000.
2 CONTRIBUTION TO VARIOUS QUALIFIED CHARITABLE ORGANIZATIONS	561,920.
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	17,201,446.
b	Average of monthly cash balances	1b	188,191.
c	Fair market value of all other assets	1c	16,972.
d	**Total** (add lines 1a, b, and c)	1d	17,406,609.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	17,406,609.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	261,099.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,145,510.
6	**Minimum investment return.** Enter 5% of line 5	6	857,276.

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	857,276.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 24,016.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	24,016.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	833,260.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	833,260.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	833,260.

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	751,564.
b	Program-related investments - total from Part IX-B	1b	0.
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	751,564.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	751,564.

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				833,260.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			725,208.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 751,564.				
a Applied to 2011, but not more than line 2a			725,208.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				26,356.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				806,904.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 ***Excess distributions carryover to 2013.*** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

223581
12-05-12

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 13

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a Paid during the year				
AMERICAN CANCER SOCIETY FBO VICTORY PO BOX 572915 HOUSTON, TX 77257-2915	NONE	PUBLIC	FUND RESEARCH IN THE NAME OF DAVID & EULA WINTERMANN FOUNDATION	50,000.
BAYLOR COLLEGE OF MEDICINE ONE BAYLOR PLAZA, MS:BCM 160 HOUSTON, TX 77030-3411	NONE	PUBLIC	CONTINUATION OF FUNDING OF THE DAVID & EULA WINTERMANN FOUNDATION BRASS SCHOLAR RESEARCH AWARD	50,000.
EAGLE LAKE RECREATIONAL CENTER 210 GOLF COURSE ROAD EAGLE LAKE, TX 77434	NONE	PUBLIC	ACQUISITION OF EQUIPMENT	28,800.
AUBREY PAVLU 7809 HWY 71 GARWOOD, TX 77442	NONE	PUBLIC	EDUCATIONAL SCHOLARSHIP	4,000.
EULA & DAVID WINTERMANN LIBRARY 101 N. WALNUT EAGLE LAKE, TX 77434	NONE	PUBLIC	GENERAL FUND	57,620.
Total SEE CONTINUATION SHEET(S)			▶ 3a	585,920.
b Approved for future payment				
AUBREY PAVLU 407 6TH STREET EAGLE LAKE, TX 77434	NONE	PUBLIC	EDUCATIONAL SCHOLARSHIP	28,000.
Total			▶ 3b	28,000.

** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	133,120.	
4 Dividends and interest from securities			14	283,041.	
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			19	-4,401.	
8 Gain or (loss) from sales of assets other than inventory			18	841,534.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,253,294.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,253,294.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ [signature] 2-10-2014 ▶ President

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	PTIN
GARY P. TROCHTA	[signature]	2/10/14		P00088528
Firm's name ▶ BRIGGS & VESELKA CO.			Firm's EIN ▶ 74-1769118	
Firm's address ▶ 123 NORTH WASHINGTON EL CAMPO, TX 77437			Phone no. 979-543-1040	

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KAYLI KALLINA 1029 CR 185 GARWOOD, TX 77442	NONE	PUBLIC	EDUCATIONAL SCHOLARSHIP	4,000.
RYAN MOORE PO BOX 379 SHERIDAN, TX 77475	NONE	PUBLIC	EDUCATIONAL SCHOLARSHIP	8,000.
SANDRA VEGA 407 6TH STREET EAGLE LAKE, TX 77434	NONE	PUBLIC	EDUCATIONAL SCHOLARSHIP	8,000.
TEXAS A & M FOUNDATION AGRICULTURE DEVELOPMENT OFFICE 2140 TAMU COLLEGE STATION, TX 77843-2140	NONE	PUBLIC	CONTINUATION OF FUNDING THE WINTERMANN FOUNDATION RICE IMPROVEMENT AND CROPPING SYSTEMS FUND	100,000.
THE CITY OF EAGLE LAKE P.O. BOX 38 EAGLE LAKE, TX 77434	NONE	PUBLIC	BUILDING IMPROVEMENTS TO REVITALIZE EAGLE LAKE	40,000.
PRAIRIE EDGE MUSEUM, INC. 408 EAST MAIN STREET EAGLE LAKE, TX 77434	NONE	PUBLIC	MATCHING FUND GRANT TO BE USED FOR EXCLUSIVELY PUBLIC PURPOSES	25,000.
EAGLE LAKE VOLUNTEER FIRE DEPARTMENT PO BOX 801 EAGLE LAKE, TX 77434	NONE	PUBLIC	ACQUISTION OF UPDATED EQUIPMENT FOR THE VOLUNTEERS FIREFIGHTERS TO BETTER SERVE THE COMMUNITY.	500.
COLORADO RIVER FOUNDATION PO BOX 12275 AUSTIN, TX 78711	NONE	PUBLIC	TO HELP PROMOTE AND SUPPORT THE NATURAL SCIENCE EDUCATION AND OUTDOOR RECREATION PROGRAMS, PARTICULARY	10,000.
THE UNIVERSITY OF TEXAS M.D. ANDERSON CANCER CENTER 1515 HOLCOMBE BOULEVARD, UNIT 0428 HOUSTON, TX 77030	NONE	PUBLIC	TO ESTABLISH THE WINTERMANN-JORDAN LEUKEMIA RESEARCH FUND UNDER THE DIRECTION OF ELIAS J. JABBOUR, M.D.	100,000.
NATIONAL MULTIPLE SCLEROSIS SOCIETY 8111 N STADIUM DRIVE, SUITE 100 HOUSTON, TX 77054	NONE	PUBLIC	TO FUND RESEARCH FOR MULTIPLE SCLEROSIS IN HOUSTON, TEXAS	50,000.
Total from continuation sheets				395,500.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CITIZENS FOR ANIMAN PROTECTION 17555 KATY FREEWAY HOUSTON, TX 77094	NONE	PUBLIC	TO FUND THE GENERAL PURPOSES OF CITIZENS FOR ANIMAL PROTECTION, WHICH SHELTERS, RESCUES AND PLACES	50,000.
Total from continuation sheets				

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - BAYLOR COLLEGE OF MEDICINE

CONTINUATION OF FUNDING OF THE DAVID & EULA WINTERMANN FOUNDATION BRASS SCHOLAR RESEARCH AWARD ENDOWED FUND INITIALLY FUNDED IN 2007

NAME OF RECIPIENT - TEXAS A & M FOUNDATION

CONTINUATION OF FUNDING THE WINTERMANN FOUNDATION RICE IMPROVEMENT AND CROPPING SYSTEMS FUND TO SUPPORT AND ADVNACE APPLIED RESEARCH IN THE AREAS OF IMPROVEMENT OF ALTERNATIVE WATER SOURCES FOR RICE PRODUCTION AND/OR OTHER ACTIVITIES THAT SUPPORT AND STRENGHTEN THE RICE INDUSTRY IN AND AROUND THE RICE GROWING AREAS FO CENTRAL AND EAST TEXAS

NAME OF RECIPIENT - COLORADO RIVER FOUNDATION

TO HELP PROMOTE AND SUPPORT THE NATURAL SCIENCE EDUCATION AND OUTDOOR RECREATION PROGRAMS, PARTICULARY FOR AT-RISK AND UNDERSERVED YOUTH, ANNUAL RIVER CLEANUPS AND ADDITIONAL COMMUNITY PROJECTS THAT ENCOURAGE THE SETWARDSHIP, AWARENESS AND PROTECTION OF THE COLORADO RIVER IN TEXAS

NAME OF RECIPIENT - THE UNIVERSITY OF TEXAS M.D. ANDERSON CANCER CENTER

TO ESTABLISH THE WINTERMANN-JORDAN LEUKEMIA RESEARCH FUND UNDER THE DIRECTION OF ELIAS J. JABBOUR, M.D. IT IS FURTHER REQUESTED AND AGREED THAT IF DR. JABBOUR'S CURRENT STATUS WITH M.D. ANDERSON EVER CHANGES, THE WINTERMANN FOUNDATION WILL BE NOTIFIED OF SUCH CHANGE.

NAME OF RECIPIENT - CITIZENS FOR ANIMAN PROTECTION

TO FUND THE GENERAL PURPOSES OF CITIZENS FOR ANIMAL PROTECTION, WHICH SHELTERS, RESCUES AND PLACES HOMELESS ANIMALS FOR ADOPTION WITH LOVING FAMILIES. TO HELP ADVOCATE RESPECT AND COMPASSION FOR ANIMAL LIFE AND

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

PROVIDE HUMANE EDUCATION TO HELP PREVENT CRUELTY TO ANIMALS.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
AMORTIZATION OF BOND PREMIUM/DISCOUNT	-6,167.
COMPASS BANK	139,190.
THE FIRST NATIONAL BANK	97.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	133,120.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
COMPASS BANK	283,041.	0.	283,041.
TOTAL TO FM 990-PF, PART I, LN 4	283,041.	0.	283,041.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1 FROM 2200 & ASSOCIATES	3,450.	3,450.	
K-1 FROM RICE INDUSTRIES	-7,851.	-7,851.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-4,401.	-4,401.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION	6,498.	0.		6,498.
TO FORM 990-PF, PG 1, LN 16B	6,498.	0.		6,498.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES - COMPASS BANK	116,552.	20,754.		95,798.
ACCOUNTING FEES	24,000.	4,800.		19,200.
TO FORM 990-PF, PG 1, LN 16C	140,552.	25,554.		114,998.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	873.	873.		0.
FEDERAL TAXES	24,016.	24,016.		0.
TO FORM 990-PF, PG 1, LN 18	24,889.	24,889.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEMBERSHIP DUES & ASSESSMENTS	1,005.	0.		1,005.
BANK FEES	100.	0.		100.
INSURANCE	4,085.	2,042.		2,043.
SCHOLARSHIP CONSULTANT	1,000.	0.		1,000.
TO FORM 990-PF, PG 1, LN 23	6,190.	2,042.		4,148.

FORM 990-PF OTHER FUNDS STATEMENT 8

DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
RE OR ACCUMULATED INCOME	13,991,380.	14,400,625.
TOTAL TO FORM 990-PF, PART II, LINE 29	13,991,380.	14,400,625.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US OBLIGATIONS	X		2,376,922.	2,427,546.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,376,922.	2,427,546.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,376,922.	2,427,546.

FORM 990-PF	CORPORATE STOCK	STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	9,126,356.	12,664,629.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,126,356.	12,664,629.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,715,549.	1,768,549.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,715,549.	1,768,549.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	FMV	989,670.	1,114,070.
PARTNERSHIPS	FMV	8,151.	16,972.
TOTAL TO FORM 990-PF, PART II, LINE 13		997,821.	1,131,042.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION PART XV, LINES 2A THROUGH 2D STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MR. JACK JOHNSON
P.O. BOX 337
EAGLE LAKE, TX 77434

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
979-234-5551	SCHOLARSHIP PROGRAM

FORM AND CONTENT OF APPLICATIONS

(1) HIGH SCHOOL TRANSCRIPT
(2) INFORMATION OF FINANCIAL NEED
(3) FIELD OF STUDY
(4) CHARACTER REFERENCE

ANY SUBMISSION DEADLINES

APRIL 1ST OF EACH YEAR

RESTRICTIONS AND LIMITATIONS ON AWARDS

MUST BE ENTERING THE MEDICAL FIELD OF STUDY.

DAVID AND EULA WINTERMANN FOUNDATION 76-0082100

SHARES/ PAR VALUE	SECURITY DESCRIPTION	INVESTMENTS AT COST	MARKET VALUE AT FISCAL YEAR-END
GOVERNMENT OBLIGATIONS			
100000	US TREASURY NOTES	100,661.77	98,625.00
150000	US TREASURY NOTES	148,171.88	142,594.50
100000	US TREASURY NOTES	99,406.25	98,734 00
125000	US TREASURY NOTES	126,069.34	119,052.50
125000	US TREASURY NOTES	124,594.73	122,187.50
200000	US TREASURY NOTES	201,812.50	210,922.00
125000	US TREASURY NOTES	125,234.88	139,775.00
125000	US TREASURY NOTES	125,201.51	129,492.50
25000	US TREASURY NOTES	25,038.08	25,042.00
25000	US TREASURY NOTES	24,756.84	24,804.75
125000	FHLB NOTES	126,069.14	125,061 25
125000	FHLMC NOTES	125,000.00	124,933.75
150000	FHLMC NOTES	149,460.00	149,224.50
125000	FHLMC NOTES	123,684.13	137,147.50
225000	FHLMC NOTES	225,169.82	233,610.75
125000	FNMA NOTES	125,846.49	126,401 25
125000	FNMA NOTES	125,584.98	127,082.50
250000	FNMA NOTES	250,385.98	268,067.50
25000	FNMA NOTES	24,773.75	24,787.50
TOTAL GOVERNMENT OBLIGATIONS		2,376,922 07	2,427,546.25
CORPORATE OBLIGATIONS			
25000	AMERICAN EXPRESS CRE NOTES	24,801.75	25,097 25
100000	BANK NEW YORK MELLON NOTES	99,954.00	97,813.00
50000	BERKSHIRE HATHWAY NOTES	50,676.55	50,973.50
125000	CHEVRON CORPORATION NOTES	124,961.25	143,288.75
100000	COCA COLA CO NOTES	99,694.00	102,912.00
33000	CONOCOPHILLIPS CORPORATION NOTES	33,000.00	33,468.27
125000	GENERAL ELECTRIC CAP COR NOTES	127,309.71	132,988.75
100000	GOLDMAN SACHS GROUP NOTES	100,723.20	99,291.00
250000	HSBC FIN CORP NOTES	250,923.44	265,357.50
25000	JP MORGAN CHASE & CO NOTES	23,086.33	23,584.75
50000	MCDONALDS CORP MED NOTES	50,679.66	48,249.50
100000	MICROSOFT CORP NOTES	99,427.00	90,981.00
15000	PEPSICO INC	154,180.76	152,266.50
25000	SIMON PPTY GROUP LP NOTES	25,263 50	25,366.25
125000	UNILEVER CAP CORP NOTES	125,201.84	126,436.25
25000	VERIZON COMM INC NOTES	25,449.50	25,333.75
125000	WAL-MART STORES NOTES	125,117.11	127,288.75
25000	WELLS FARGO & CO NOTES	25,307.50	25,523.50
150000	WELLS FARGO & CO NOTES	149,791.50	172,329.00
TOTAL CORPORATE OBLIGATIONS		1,715,548.60	1,768,549.27
EQUITIES			
531	AARONS INC	15,199.83	14,708.70
307	ABBOTT LABORATORIES	8,248.12	10,189.33
352	ABBVIE INC	10,954.32	15,744.96

DAVID AND EULA WINTERMANN FOUNDATION 76-0082100

1059 ACCENTURE PLC	37,827.59	77,984.76
1871 ACCOR SA	15,306.31	15,622.85
924 ACTAVIS INC	28,153.58	133,056 00
1281 ACTIVISION BLIZZARD, INC	15,044.80	21,367.08
737 ADTRAN, INC	16,598.50	19,633.68
337 AFLAC INCORPORATED	16,038.45	20,890.63
2013 AGILENT TECHNOLOGIES, INC	78,928.43	103,166.25
177 AIR PRODUCTS & CHEMICALS INC	15,215.77	18,862.89
489 AKAMAI TECHNOLOGIES INC	12,976.68	25,281.30
465 ALLEGHENY TECHNOLOGIES INC	15,049.68	14,191.80
276 ALLERGAN INC	17,667.16	24,964.20
2044 ALLSTATE CORPORATION	73,555.79	103,324.20
169 AMAZON COM INC	37,208.42	52,836.16
1754 AMERICAN EXPRESS	89,747.77	132,462.08
728 AMERICAN MOVIL S A B DE CV	14,905.73	14,421.68
573 AMERICAN TOWER CORP	25,357.08	42,476.49
753 AMERIPRISE FINANCIAL INC	45,831.08	68,583.24
3059 AMERISOURCEBERGEN	82,198 46	186,904.90
690 ANADARKO PETROLEUM CORPORATION	51,997.91	64,163.10
1303 ANALOG DEVICES INC	60,606.95	61,306.15
177 ANHEUSER BUSCH INBEV NV	17,100.54	17,558.40
383 ANSYS INC	16,260.83	33,137.16
1170 APACHE CORP	102,920.35	99,613.80
698 APPLE INC	149,315.48	332,771.50
592 ARCHER DANIELS MIDLAND COMPANY	17,234.37	21,809.28
1333 ARM HOLDINGS PLC	55,724.57	64,143 96
507 ASML HOLDING N V (EUR)	46,329.35	50,071.32
2281 AT&T INC	100,557.92	110,963.42
723 AUTODESK INC	28,747.72	29,765.91
335 AUTOLIV INC	27,776.90	29,275.65
43 AUTOMATIC DATA PROCESSING	2,101.62	3,112.34
811 AXA - SPONS ADR	15,403.17	18,742.21
536 BADGER METER INC	19,115.87	24,924.00
417 BALCHEM CORPORATION	6,269.81	21,579 75
2750 BANK OF NEW YORK MELLON CORP	84,163.58	83,022 50
149 BARD (C R) INC	15,119.78	17,164.80
1893 BAXTER INTERNATIONAL INC	106,187.70	124,351.17
1200 BEAM INC	75,263.65	77,580.00
572 BEMIS COMPANY, INC	17,783.38	22,313.72
191 BIO-RAD LABORATORIES, INC	12,551.48	22,453.96
194 BLACKROCK INC	50,335.43	52,500.28
3200 BOMBARDIER INC	15,312.00	14,892 80
2275 BORGWARNER INC	119,138.85	230,662.25
153 BOSTON PROPERTIES INC	15,065.34	16,355.70
1100 CABOT MICROELECTRONICS CORP	41,583 68	42,361.00
931 CAMERON INTERNATIONAL CORP	37,936.13	54,342.47
526 CAP GEMINI	15,018.29	15,674.80
343 CARBO CERAMICS INC	26,493.44	33,994.73
367 CARDINAL HEALTH INC	15,059 81	19,139.05
861 CBRE GROUP INC	15,054.50	19,914.93
1764 CBS CORP - B	64,139.13	97,302.24
651 CELGENE CORP	40,941.02	100,343.19
1052 CERNER CORPORATION	12,070.99	55,282.60
2047 CHEVRON CORP	136,614 55	248,710 50

372 CINCINNATI FINANCIAL CORP	10,282.60	17,543.52
3948 CISCO SYSTEMS INCORPORATED	96,907.68	92,505.59
778 CLARCOR INC	24,327.72	43,202.34
254 CLOROX COMPANY	17,305.64	20,756.88
302 COACH INC	15,104.55	16,468.06
532 COCA-COLA COMPANY	18,727.60	20,152.16
834 COGNEX CORPORATION	17,382.04	26,095.86
443 COMMERCE BANCSHARES INC	17,142.50	19,407.83
1073 CONOCOPHILLIPS	61,291.03	74,584.23
308 CONSOLIDATED EDISON, INC	17,535.83	16,983.12
786 CORPORATE EXECUTIVE BOARD CO	34,575.92	57,079 32
213 COVANCE INC	13,065.05	18,415 98
977 CSX CORPORATION	12,078 78	25,147.98
193 CUMMINS ENGINE COMPANY INC	13,171.19	25,643.91
1708 D R HORTON INC	16,594.81	33,186.44
291 DAIMLER AG - ADR	15,220.76	22,732.92
1191 DANAHER CORP	38,516.33	82,560.12
428 DARDEN RESTAURANTS INC	16,861.89	19,812.12
302 DBS GROUP HOLDINGS	15,131.71	15,839.90
1935 DEERE & COMPANY	171,067.11	157,489.65
461 DIAGEO PLC	43,731.93	58,583.88
612 DIEBOLD INC	18,313.27	17,968.32
936 DOLLAR GENERAL CORP	45,912.03	52,846.56
1876 DOVER CORPORATION	81,537.70	168,521.08
335 EASTMAN CHEMICAL COMPANY	18,711.40	26,096.50
1797 EATON VANCE CORP - NOT VOTING SHS	58,464.83	69,777.51
3429 EBAY INC	95,826.06	191,321.06
393 ECHOSTAR CORPORATION	15,119 68	17,268 42
6630 EMC CORPORATION	148,745.83	169,462.80
302 EMERSON ELECTRIC COMPANY	14,672.41	19,539.40
226 ENERGEN CORPORATION	14,919.37	17,264.14
58 EPR PROPERTIES	2,413.86	2,826.92
886 EQUIFAX INC	26,991.20	53,027.10
234 EQUINIX, INC	31,583.33	42,974.10
637 ESTEE LAUDER COMPANIES - CLASS A	33,770.88	44,526.30
2671 EXPRESS SCRIPTS HOLDING INC	119,220.78	165,067.80
2224 EXXON MOBIL CORP	100,931.63	191,352 96
1269 FIRST CASH FINANCIAL SERVICES INC	42,977.33	73,462.41
1230 FLOWSERVE CORP	27,963.52	76,739.70
743 FLUOR CORPORATION	43,627.86	52,723.28
3033 FREEPORT-MCMORAN COPPER & GOLD INC	91,692.43	100,331.64
293 GATX CORP	12,995.84	13,923.36
424 GENERAL DYNAMICS CORPORATION	31,954.90	37,108.48
8206 GENERAL ELECTRIC COMPANY	153,160.11	196,041.34
273 GENUINE PARTS COMPANY	16,590.47	22,082.97
323 GLOBAL PAYMENTS INC	15,130.91	16,498.84
974 GOLDMAN SACHS GROUP INC	140,586.16	154,096.54
185 GOOGLE INC CL-A	100,430.37	162,043.35
820 GRACO INC	39,758.95	60,729.20
510 HAIN CELESTIAL GROUP INC	37,221.97	39,331 20
2227 HALLIBURTON COMPANY	98,322.16	107,230.05
415 HARSCO CORPORATION	25,447.81	10,333.50
704 HCP, INC	25,824.90	28,828.80
1258 HELIX ENERGY SOLUTIONS GROUP	19,693 99	31,915.46

DAVID AND EULA WINTERMANN FOUNDATION 76-0082100

1120	HENRY SCHEIN INC	54,539.44	116,216.80
1799	HESS CORP	128,723.05	139,134 66
1180	HILLENBRAND, INC	26,265.64	32,296.60
1488	HONEYWELL INTERNATIONAL INC	57,891.48	123,563.52
513	HORMEL FOODS CORP	15,125.76	21,607.56
1275	ICAP PLC ADR (GBP)	15,102.38	15,465.75
42	ILLINOIS TOOL WORKS INC	2,013.27	3,203.34
254	INTEGRYS ENERGY GROUP INC	14,095.70	14,196.06
143	INTERCONTINENTAL EXCHANGE INC	9,412.81	25,943.06
350	INTEL CORPORATION	6,187.00	8,022.35
228	INTERNATIONAL BUSINESS MACHINES CORP	21,294.72	42,221.04
940	INTL GAME TECHNOLOGY	15,373.61	17,794.20
685	INTUIT INC	19,011.14	45,422.35
552	ISHARES MSCI EAFE ETF	33,297.56	35,218.15
4906	ISHARES MSCI EMERGING MARKETS	231,717.60	199,944.04
1178	ISHARES RUSSELL MIDCAP INDX ETF	71,423.65	163,824.46
1432	JACKHENRY & ASSOC INC	38,316 78	73,977.12
262	JOHNSON & JOHNSON	16,855.71	22,712.78
420	JOY GLOBAL INC	19,535 42	21,436.80
2692	JPMORGAN CHASE & CO	105,180.64	139,149.48
1865	KEYCORP	15,581 89	21,261.00
272	KIMBERLY-CLARK CORPORATION	19,495 54	25,627.84
1151	KOHLS CORPORATION	64,187 69	59,564 25
638	KOMATSU LTD	14,849.45	15,994 66
800	LABORATORY CORP OF AMERICAN HLDGS	41,763.03	79,312.00
906	LANDSTAR SYSTEM INC	30,297.25	50,717.88
854	LEGGETT & PLATT INC	18,328.96	25,748.10
647	LINCOLN ELECTRIC HLDGS	22,796.87	43,103.14
384	LINEAR TECHNOLOGY CORPORATION	15,100.76	15,229.44
634	LOWE'S COMPANIES, INC	15,872.55	30,184.74
509	LULULEMON ATHLETICA INC	33,438.71	37,223.17
344	MCCORMICK & COMPANY	17,229.93	22,256 80
191	MCDONALD'S CORPORATION	13,377.09	18,376.11
48	MCGRAW-HILL COMPANIES INC	2,133.36	3,148.32
218	MEDNAX INC	15,050.72	21,887.20
424	MEDTRONIC INCORPORATED	17,116.69	22,578 00
1022	MICHAEL KORS HOLDINGS LIMITED	56,419.42	76,159.44
2598	MICROSOFT CORPORATION	67,364.34	86,461.44
756	MONSANTO CO	72,479.43	78,903.72
822	NABORS INDUSTRIES LTD	15,005.20	13,201.32
38	NATIONAL FUEL GAS COMPANY	2,065.43	2,612 88
496	NATIONSL RETAIL PROPERTIES INC	13,067.12	15,782.72
472	NEWFIELD EXPLORATION COMPANY	15,054.39	12,918 64
1553	NEXTERA ENERGY, INC	89,161.29	124,488.48
226	NORDSON CORPORATION	15,201 55	16,640.38
205	NOVARTIS AG	14,920.91	15,725.55
509	NUCOR CORPORATION	19,761.46	24,951 18
1186	OCCIDENTAL PETROLEUM CORPORATION	102,412.63	110,938.44
1388	OCWEN FINANCIAL CORP	61,588.59	77,408.76
1343	OLD REPUBLIC INTERNATIONAL CORP	17,184.09	20,682.20
688	ONEOK INC	30,232 53	36,684.16
1849	ORACLE CORPORATION	49,080.55	61,331.33
958	OWENS & MINOR INC	28,605.08	33,137.22
518	PENTAIR INC	17,444.16	33,638.92

DAVID AND EULA WINTERMANN FOUNDATION 76-0082100

289 PEPSICO INC	18,390.09	22,975.50
988 PHILIP MORRIS INTERNATIONAL, INC	46,087.74	85,550.92
71 PIEDMONT NATURAL GAS COMPANY INC	2,100.84	2,334.48
485 PIONEER NATURAL RESOURCES COMPANY	31,683.86	91,568.00
15 PPG INDUSTRIES INC	1,140.13	2,505.90
223 PRECISION CASTPARTS CORP	42,725.10	50,674.52
78 PRICELINE COM INC	6,146.59	78,854.10
1166 PROCTER & GAMBLE COMPANY	74,058.30	88,137.94
783 PROGRESSIVE CORPORATION	15,278.76	21,321.09
2689 PUBLIC SERVICE ENTERPRISE GROUP INC	88,125.58	88,548.77
1833 QUALCOMM INC	118,584.16	123,397.56
83 QUESTAR CORPORATION	1,959.22	1,866.67
309 RALPH LAUREN CORP	41,296.06	50,901.57
450 RAYMOND JAMES FINANCIAL INC	15,621.62	18,751.50
249 REINSURANCE GROUP OF AMERICA	14,834.13	16,680.51
858 REPUBLIC SERVICES, INC	23,883 28	28,622.88
636 RLI CORP	35,317 52	55,599.12
368 ROCKWELL AUTOMATION, INC	26,571.35	39,353.92
728 RPM, INC	17,383.73	26,353.60
969 SANDISK CORP	41,250.13	57,665.19
301 SAP AG - SPONS ADR	15,552.31	22,249.92
1014 SCHLUMBERGER LIMITED	92,926 71	89,597.04
644 SEALED AIR CORPORATION	15,446.28	17,510.36
570 SEI INVESTMENTS COMPANY	17,088.71	17,618.70
252 SNAP-ON INC	17,574.25	25,074.00
578 SONOCO PRODUCTS CO	17,455.40	22,507.32
532 STARBUCKS CORPORATION	37,728.48	40,948.04
479 STARWOOD HOTELS & RESORTS	31,197.65	31,829.55
449 SYNOPSYS INC	16,623.78	16,927.30
821 SYNTEL, INC	20,028.01	65,762.10
583 SYSCO CORPORATION	17,657.12	18,556.89
522 TECHNIP SA	15,196.99	15,372.90
1092 THE MOSAIC COMPANY	67,951.88	46,977.84
277 THE SCOTTS MIRACLE-GRO COMPANY	8,284.41	15,243.31
876 THE WALT DISNEY COMPANY	39,654.57	56,493.24
662 THERMO FISCHER SCIENTIFIC INC	37,704.21	61,003.30
441 THOR INDUSTRIES INC	17,172.77	25,595.64
1027 TIME WARNER CABLE INC	61,266.32	114,613.20
752 TJX COMPANIES INC	11,875.39	42,405.28
1429 TOKYO ELECTRON LTD	15,068.81	19,348.66
719 TRIDENT MICROSYSTEMS INC	3,687.75	0.00
2434 TRIMBLE NAVIGATION LTD	70,199.95	72,314.14
2110 U S BANCORP	70,036.41	77,183 80
66 UGI CORPORATION	2,018.54	2,582.58
512 UNION PACIFIC CORPORATION	33,162 77	79,534.08
679 UNITED RENTALS INC	36,744.51	39,578.91
2027 UNITED TECHNOLOGIES COROPRATION	142,206.28	218,551.14
1657 URBAN OUTFITTERS INC	67,245.19	60,927.89
357 URS CORPORATION	14,960.06	19,188.75
198 V F CORPORATION	31,976.89	39,411 90
555 VALEANT PHARMACEUTICALS INTL	38,925.55	57,903.15
429 VALSPAR CORPORATION	14,176 28	27,211.47
210 VISA INC	36,491.06	40,131.00
81 W W GRAINGER INC	17,193 89	21,198.51

DAVID AND EULA WINTERMANN FOUNDATION 76-0082100

2179 WAL-MART STORES	119,847.94	161,158 84
1726 WALGREEN COMPANY	69,636.35	92,858.80
3399 WARNER CHILCOTT PLC (GBP)	72,815.20	77,939.07
1147 WD-40 COMPANY	41,811.30	74,440.30
4733 WELLS FARGO COMPANY	147,537.40	195,567.56
714 WESTAMERICA BANCORPORATION	33,465.98	35,514.36
442 WGL HOLDINGS INC	17,615.89	18,877.82
865 WILLIAMS SONOMA IND	36,074.40	48,613.00
794 WOLVERINE WORLD WIDE INC	34,718.55	46,234 62
1035 WORLD FUEL SERVICES CORP	16,663.20	38,615 85
734 XILINX INC	16,848.17	34,388.63
224 3M CO	17,525.87	26,747.84
TOTAL EQUITIES	9,126,355.89	12,664,628.61
MUTUAL FUNDS		
9282 KAYNE ANDERSON MLP INVT CO.	271,940.30	332,759.70
15107.97 VANGUARD BD INDEX FD SIGNAL #1351	156,590.40	161,051.01
1704.54 VANGUARD DEV MKTS INDEX FD	14,999.99	19,176.12
2093.28 VANGUARD GROWTH INDEX FD SG CL #1347	58,769.94	84,400.81
417 71 VANGUARD MID CAP INDEX-SIGN #1344	12,163.74	16,720.97
1122 93 VANGUARD SMALL CAP INDEX FD #860	15,838.51	24,255.24
1349.49 VANGUARD VALUE INDEX FD - SIGN #1346	31,614.60	38,203.92
57641.97 WELLS FARGO ADV HI INC - INS	427,752.46	437,502.51
TOTAL MUTUAL FUNDS	989,669.94	1,114,070.28
PARTNERSHIPS		
125 RICE INDUSTRIES, INC	16,595.00	16,595.00
4 1670% 2200 & ASSOCIATES	377 25	377.25
TOTAL PARTNERSHIPS	16,972.25	16,972.25
TOTAL SECURITIES	14,225,468.75	17,991,766.66

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	COMPASS BANK #4207, SEE ATTACHED SCHEDULES	P	VARIOUS	VARIOUS
b	COMPASS BANK #4207, SEE ATTACHED SCHEDULES	P	VARIOUS	VARIOUS
c	COMBASS BANK #4207-1, SEE ATTACHED SCHEDULES	P	VARIOUS	VARIOUS
d	COMBASS BANK #4207-1, SEE ATTACHED SCHEDULES	P	VARIOUS	VARIOUS
e	CLASS ACTION PROCEEDS - DELL	P	05/15/02	01/15/13
f	CLASS ACTION PROCEEDS	P	09/27/09	05/23/13
g	QUEST COMMUNICATIONS SETTLEMENT	P	VARIOUS	12/31/12
h	COMPASS BANK - CAPITAL GAIN DISTRIBUTION			
i				
j				
k				
l				
m				
n				
o				

	(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	298,390.		288,466.	9,924.
b	3,172,241.		2,455,210.	717,031.
c	37,371.		34,319.	3,052.
d	593,342.		486,672.	106,670.
e	89.			89.
f	133.			133.
g	194.			194.
h	4,441.			4,441.
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				9,924.
b				717,031.
c				3,052.
d				106,670.
e				89.
f				133.
g				194.
h				4,441.
i				
j				
k				
l				
m				
n				
o				

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	841,534.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

BBVA Compass Wealth Management

ACCOUNT NO: 4207
ACCOUNT OF: COMPASS BANK, AGENT FOR
DAVID AND EULA WINTERMANN FOUNDATION

SECURITIES SOLD

DATE	SECURITY DESCRIPTION		PROCEEDS	INVESTMENTS AT COST
11/15/12	125000 FHLB NOTES 4.500% 11/15/12 @ 1.00 /$1 PV ON TRADE DATE 11/15/12		125,000.00	125,000.00-
01/15/13	125000 UPS INC 4.500% 1/15/13 @ 1.00 /$1 PV ON TRADE DATE 1/15/13 LONG TERM CAPITAL GAIN	109.91	125,000.00	124,890.09-
02/01/13	125000 GE COMPANY 5.000% 2/01/13 @ 1.00 /$1 PV ON TRADE DATE 2/01/13		125,000.00	125,000.00-
	513 YOUNG INNOVATIONS, INC. @ 39.50 /SHARE ON TRADE DATE 2/01/13 LONG TERM CAPITAL GAIN	5,148.17	20,263.50	15,115.33-
03/13/13	0.14 LEUCADIA NATIONAL CORP @ 26.50 /SHARE ON TRADE DATE 3/08/13 LONG TERM CAPITAL GAIN	0.48	3.71	3.23-
03/15/13	3164.79 VANGUARD MID CAP INDEX-SIGN #1344 @ 36.13 /UNIT ON TRADE DATE 3/14/13 LONG TERM CAPITAL GAIN	28,370.84	114,343.75	85,972.91-
03/19/13	494 ACTAVIS INC @ 91.2926/SHARE ON TRADE DATE 3/14/13 SOLD THROUGH CONVERGEX PAID 27.17 BROKERAGE LONG TERM CAPITAL GAIN	33,837.80	45,098.53	11,260.73-
	1201 AFLAC INCORPORATED @ 50.524 /SHARE ON TRADE DATE 3/14/13 SOLD THROUGH CONVERGEX PAID 66.06 BROKERAGE SHORT TERM CAPITAL GAIN LONG TERM CAPITAL LOSS	121.49 102.70-	60,679.27	60,660.48-
	345 ALLERGAN INC @109.2051/SHARE ON TRADE DATE 3/14/13 SOLD THROUGH CONVERGEX PAID 18.98 BROKERAGE LONG TERM CAPITAL GAIN	16,232.54	37,675.77	21,443.23-
	1355 AMADEUS IT HOLDING-UNSP (EUR) @ 26.9844/SHARE ON TRADE DATE 3/14/13 SOLD THROUGH CONVERGEX PAID 74.53 BROKERAGE LONG TERM CAPITAL GAIN	14,944.81	36,563.84	21,619.03-
	307 BAIDU, INC. @ 86.6445/SHARE ON TRADE DATE 3/14/13 SOLD THROUGH CONVERGEX PAID 16.89 BROKERAGE SHORT TERM CAPITAL LOSS	10,354.36-	26,599.87	36,954.23-
	323 CATERPILLAR INCORPORATED @ 88.6531/SHARE ON TRADE DATE 3/14/13 SOLD THROUGH CONVERGEX PAID 17.77 BROKERAGE LONG TERM CAPITAL LOSS	1,389.52-	28,634.95	30,024.47-

BBVA Compass Wealth Management

ACCOUNT NO: 4207
ACCOUNT OF: COMPASS BANK, AGENT FOR
DAVID AND EULA WINTERMANN FOUNDATION

DATE	SECURITY DESCRIPTION		PROCEEDS	INVESTMENTS AT COST
	216 CHUBB CORPORATION @ 85.8831/SHARE ON TRADE DATE 3/14/13 SOLD THROUGH CONVERGEX PAID 11.88 BROKERAGE LONG TERM CAPITAL GAIN	3,499.00	18,550.74	15,051.74-
	440 CINCINNATI FINANCIAL CORP @ 47.104 /SHARE ON TRADE DATE 3/14/13 SOLD THROUGH CONVERGEX PAID 24.20 BROKERAGE LONG TERM CAPITAL GAIN	8,806.16	20,725.77	11,919.61-
	1451 CISCO SYSTEMS INCORPORATED @ 21.5049/SHARE ON TRADE DATE 3/14/13 SOLD THROUGH CONVERGEX PAID 79.81 BROKERAGE SHORT TERM CAPITAL GAIN	3,163.25	31,203.68	28,040.43-
	210 CNOOC LTD ADRS @187.9308/SHARE ON TRADE DATE 3/14/13 SOLD THROUGH CONVERGEX PAID 11.55 BROKERAGE LONG TERM CAPITAL GAIN	2,566.85	39,465.46	36,898.61-
	794 COVANCE INC @ 70.9335/SHARE ON TRADE DATE 3/14/13 SOLD THROUGH CONVERGEX PAID 43.67 BROKERAGE LONG TERM CAPITAL GAIN	25,392.79	56,321.20	30,928.41-
	972 DOVER CORPORATION @ 74.2548/SHARE ON TRADE DATE 3/14/13 SOLD THROUGH CONVERGEX PAID 53.46 BROKERAGE LONG TERM CAPITAL GAIN	32,214.44	72,175.70	39,961.26-
	902 EMERSON ELECTRIC COMPANY @ 57.3171/SHARE ON TRADE DATE 3/14/13 SOLD THROUGH CONVERGEX PAID 49.61 BROKERAGE LONG TERM CAPITAL GAIN	7,842.95	51,700.00	43,857.05-
	194 FEDERAL REALTY INVS TRUSTREIT @104.9326/SHARE ON TRADE DATE 3/14/13 SOLD THROUGH CONVERGEX PAID 10.67 BROKERAGE SHORT TERM CAPITAL LOSS	537.84-	20,356.93	20,894.77-
	1768 GAP INC @ 36.4943/SHARE ON TRADE DATE 3/14/13 SOLD THROUGH CONVERGEX PAID 97.24 BROKERAGE SHORT TERM CAPITAL GAIN	2,067.47	64,521.89	62,454.42-
	473 GRACO INC @ 59.3057/SHARE ON TRADE DATE 3/14/13 SOLD THROUGH CONVERGEX PAID 26.02 BROKERAGE LONG TERM CAPITAL GAIN	14,055.56	28,051.58	13,996.02-
	776 HILLENBRAND, INC. @ 24.8306/SHARE ON TRADE DATE 3/14/13 SOLD THROUGH CONVERGEX PAID 42.68 BROKERAGE LONG TERM CAPITAL GAIN	2,028.74	19,268.53	17,239.79-

ACCOUNT NO: 4207
ACCOUNT OF: COMPASS BANK, AGENT FOR
DAVID AND EULA WINTERMANN FOUNDATION

DATE	SECURITY DESCRIPTION		PROCEEDS	INVESTMENTS AT COST
	474 HUMANA INC		32,594.34	16,795.81-
	@ 68.7644/SHARE ON TRADE DATE 3/14/13			
	SOLD THROUGH CONVERGEX			
	PAID 26.07 BROKERAGE			
	LONG TERM CAPITAL GAIN	15,798.53		
	1455 JOHN HANCOCK FINANCIAL OPP FUND		29,443.07	19,154.93-
	@ 20.2358/SHARE ON TRADE DATE 3/14/13			
	SOLD THROUGH CONVERGEX			
	PAID 80.03 BROKERAGE			
	LONG TERM CAPITAL GAIN	10,288.14		
	724 LEUCADIA NATIONAL CORP		19,507.91	16,708.08-
	@ 26.9446/SHARE ON TRADE DATE 3/14/13			
	SOLD THROUGH CONVERGEX			
	PAID 39.82 BROKERAGE			
	LONG TERM CAPITAL GAIN	2,799.83		
	547 LINCOLN ELECTRIC HLDGS		30,913.05	10,392.98-
	@ 56.5138/SHARE ON TRADE DATE 3/14/13			
	SOLD THROUGH CONVERGEX			
	PAID 30.09 BROKERAGE			
	LONG TERM CAPITAL GAIN	20,520.07		
	2468 MICROSOFT CORPORATION		69,139.63	56,093.60-
	@ 28.0144/SHARE ON TRADE DATE 3/14/13			
	SOLD THROUGH CONVERGEX			
	PAID 135.74 BROKERAGE			
	LONG TERM CAPITAL GAIN	13,046.03		
	729 NETEASE, INC.		38,537.80	36,605.04-
	@ 52.8639/SHARE ON TRADE DATE 3/14/13			
	SOLD THROUGH CONVERGEX			
	PAID 40.09 BROKERAGE			
	LONG TERM CAPITAL GAIN	1,932.76		
	1618 NIKE INCORPORATED CLASS B		88,431.62	52,227.43-
	@ 54.6549/SHARE ON TRADE DATE 3/14/13			
	SOLD THROUGH CONVERGEX			
	PAID 88.99 BROKERAGE			
	LONG TERM CAPITAL GAIN	36,204.19		
	706 PHILLIPS 66		45,554.33	22,796.44-
	@ 64.5245/SHARE ON TRADE DATE 3/14/13			
	SOLD THROUGH CONVERGEX			
	PAID 38.83 BROKERAGE			
	LONG TERM CAPITAL GAIN	22,757.89		
	1139 PITNEY BOWES INC		17,272.65	22,933.43-
	@ 15.1647/SHARE ON TRADE DATE 3/14/13			
	SOLD THROUGH CONVERGEX			
	PAID 62.65 BROKERAGE			
	LONG TERM CAPITAL LOSS	5,660.78-		
	65 PRICELINE.COM INC		46,246.78	5,122.16-
	@711.4889/SHARE ON TRADE DATE 3/14/13			
	SOLD THROUGH CONVERGEX			
	PAID 3.58 BROKERAGE			
	LONG TERM CAPITAL GAIN	41,124.62		
	2943 PULTE GROUP, INC.		60,171.85	22,832.04-
	@ 20.4458/SHARE ON TRADE DATE 3/14/13			
	SOLD THROUGH CONVERGEX			
	PAID 161.87 BROKERAGE			
	LONG TERM CAPITAL GAIN	37,339.81		

ACCOUNT NO: 4207
ACCOUNT OF: COMPASS BANK, AGENT FOR
DAVID AND EULA WINTERMANN FOUNDATION

DATE	SECURITY DESCRIPTION		PROCEEDS	INVESTMENTS AT COST
	705 QUEST DIAGNOSTICS INC @ 56.4842/SHARE ON TRADE DATE 3/14/13 SOLD THROUGH CONVERGEX PAID 38.78 BROKERAGE LONG TERM CAPITAL GAIN	1,924.51	39,821.37	37,896.86-
	221 STANLEY BLACK & DECKER INC @ 80.7832/SHARE ON TRADE DATE 3/14/13 SOLD THROUGH CONVERGEX PAID 12.16 BROKERAGE LONG TERM CAPITAL GAIN	2,769.23	17,853.09	15,083.86-
	237 TARGET CORP @ 67.2636/SHARE ON TRADE DATE 3/14/13 SOLD THROUGH CONVERGEX PAID 13.04 BROKERAGE SHORT TERM CAPITAL GAIN	703.67	15,941.47	15,237.80-
	372 TEVA PHARMACEUTICAL IND - SPONS ADR @ 41.0041/SHARE ON TRADE DATE 3/14/13 SOLD THROUGH CONVERGEX PAID 20.46 BROKERAGE LONG TERM CAPITAL LOSS	186.31-	15,253.51	15,439.82-
	2171 TEXAS INSTRUMENTS INC @ 35.3345/SHARE ON TRADE DATE 3/14/13 SOLD THROUGH CONVERGEX PAID 119.41 BROKERAGE LONG TERM CAPITAL GAIN	25,915.53	76,711.14	50,795.61-
	665 UGI CORPORATION @ 37.0143/SHARE ON TRADE DATE 3/14/13 SOLD THROUGH CONVERGEX PAID 36.58 BROKERAGE LONG TERM CAPITAL GAIN	6,351.87	24,614.49	18,262.62-
	427 YUM! BRANDS INC @ 69.5925/SHARE ON TRADE DATE 3/14/13 SOLD THROUGH CONVERGEX PAID 23.49 BROKERAGE LONG TERM CAPITAL GAIN	12,730.49	29,715.99	16,985.50-
05/15/13	150000 US TREASURY NOTES 3.625% 5/15/13 @ 1.00 /$1 PV ON TRADE DATE 5/15/13		150,000.00	150,000.00-
05/21/13	125000 US TREASURY NOTES 3.375% 7/31/13 @ 1.0065/$1 PV ON TRADE DATE 5/20/13 SOLD THROUGH BANK OF AMERICA SERVICES LONG TERM CAPITAL GAIN	757.44	125,810.55	125,053.11-
07/26/13	125000 FHLB NOTES 5.125% 8/14/13 @ 1.0025/$1 PV ON TRADE DATE 7/25/13 SOLD THROUGH MORGAN STANLEY & CO LONG TERM CAPITAL GAIN	302.18	125,313.75	125,011.57-
08/14/13	125000 FHLB NOTES 5.125% 8/14/13 @ 1.00 /$1 PV ON TRADE DATE 8/14/13		125,000.00	125,000.00-
08/21/13	627 ADTRAN INC @ 25.1658/SHARE ON TRADE DATE 8/16/13 SOLD THROUGH CONVERGEX PAID 34.49 BROKERAGE SHORT TERM CAPITAL GAIN LONG TERM CAPITAL LOSS	553.84 2,648.39-	15,778.98	17,873.53-

BBVA Compass Wealth Management

ACCOUNT NO: 4207
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DAVID AND EULA WINTERMANN FOUNDATION

DATE	SECURITY DESCRIPTION		PROCEEDS	INVESTMENTS AT COST
	385 AKAMAI TECHNOLOGIES INC @ 45.7243/SHARE ON TRADE DATE 8/16/13 SOLD THROUGH CONVERGEX PAID 21.18 BROKERAGE LONG TERM CAPITAL GAIN	3,431.46	17,603.85	14,172.39-
	59 AMAZON COM INC @285.1898/SHARE ON TRADE DATE 8/16/13 SOLD THROUGH CONVERGEX PAID 3.25 BROKERAGE LONG TERM CAPITAL GAIN	3,791.04	16,826.20	13,035.16-
	1317 AT&T INC @ 33.9545/SHARE ON TRADE DATE 8/16/13 SOLD THROUGH CONVERGEX PAID 72.44 BROKERAGE LONG TERM CAPITAL GAIN	10,931.46	44,718.08	33,786.62-
	1560 AVON PRODUCTS INC @ 20.4347/SHARE ON TRADE DATE 8/16/13 SOLD THROUGH CONVERGEX PAID 85.80 BROKERAGE SHORT TERM CAPITAL GAIN	7,675.30	31,878.20	24,202.90-
	1406 BROADCOM CORPORATION - CLASS A @ 25.8946/SHARE ON TRADE DATE 8/16/13 SOLD THROUGH CONVERGEX PAID 77.33 BROKERAGE SHORT TERM CAPITAL LOSS LONG TERM CAPITAL LOSS	 8,885.44- 7,764.99-	36,407.87	53.058.30-
	463 CAMERON INTERNATIONAL CORP @ 55.6955/SHARE ON TRADE DATE 8/16/13 SOLD THROUGH CONVERGEX PAID 25.47 BROKERAGE LONG TERM CAPITAL GAIN	7,420.27	25,787.02	18,366.75-
	168 CELGENE CORP @132.2728/SHARE ON TRADE DATE 8/16/13 SOLD THROUGH CONVERGEX PAID 9.24 BROKERAGE LONG TERM CAPITAL GAIN	11,854.62	22,221.83	10,367.21-
	829 COGNIZANT TECH @ 71.2152/SHARE ON TRADE DATE 8/16/13 SOLD THROUGH CONVERGEX PAID 45.60 BROKERAGE LONG TERM CAPITAL GAIN	30,888.00	59,037.43	28,149.43-
	477 CONOCOPHILLIPS @ 66.9539/SHARE ON TRADE DATE 8/16/13 SOLD THROUGH CONVERGEX PAID 26.24 BROKERAGE LONG TERM CAPITAL GAIN	8,603.37	31,937.02	23,333.65-
	324 DIAGEO PLC @125.8129/SHARE ON TRADE DATE 8/16/13 SOLD THROUGH CONVERGEX PAID 17.82 BROKERAGE LONG TERM CAPITAL GAIN	14,167.97	40,763.38	26,595.41-
	782 DIRECTV @ 59.4242/SHARE ON TRADE DATE 8/16/13 SOLD THROUGH CONVERGEX PAID 43.01 BROKERAGE LONG TERM CAPITAL GAIN	31,168.69	46,469.73	15,301.04-

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DATE	SECURITY DESCRIPTION		PROCEEDS	INVESTMENTS AT COST
	601 EBAY INC @ 53.0644/SHARE ON TRADE DATE 8/16/13 SOLD THROUGH CONVERGEX PAID 33.06 BROKERAGE LONG TERM CAPITAL GAIN	18,090.04	31,891.70	13,801.66-
	217 EQUINIX INC @167.442 /SHARE ON TRADE DATE 8/16/13 SOLD THROUGH CONVERGEX PAID 11.94 BROKERAGE LONG TERM CAPITAL GAIN	15,891.10	36,334.92	20,443.82-
	835 ESTEE LAUDER COMPANIES - CLASS A @ 67.1739/SHARE ON TRADE DATE 8/16/13 SOLD THROUGH CONVERGEX PAID 45.93 BROKERAGE LONG TERM CAPITAL GAIN	11,889.96	56,090.22	44,200.26-
	261 FLUOR CORPORATION @ 65.9748/SHARE ON TRADE DATE 8/16/13 SOLD THROUGH CONVERGEX PAID 14.36 BROKERAGE LONG TERM CAPITAL GAIN	269.18	17,219.43	16,950.25-
	319 INTEGRYS ENERGY GROUP INC @ 58.3655/SHARE ON TRADE DATE 8/16/13 SOLD THROUGH CONVERGEX PAID 17.55 BROKERAGE SHORT TERM CAPITAL GAIN LONG TERM CAPITAL GAIN	51.67 2,407.56	18,618.58	16,159.35-
	344 INTERNATIONAL BUSINESS MACHINES CORP @185.4519/SHARE ON TRADE DATE 8/16/13 SOLD THROUGH CONVERGEX PAID 18.92 BROKERAGE LONG TERM CAPITAL GAIN	31,034.61	63,795.45	32,760.84-
	936 INTL RECTIFIER CORP @ 24.1819/SHARE ON TRADE DATE 8/16/13 SOLD THROUGH CONVERGEX PAID 51.48 BROKERAGE LONG TERM CAPITAL GAIN	2,009.63	22,634.30	20,624.67-
	835 JOHN WILEY & SONS,INC. @ 44.2043/SHARE ON TRADE DATE 8/16/13 SOLD THROUGH CONVERGEX PAID 45.92 BROKERAGE LONG TERM CAPITAL LOSS	5,377.80-	36,910.61	42,288.41-
	454 JPMORGAN CHASE & CO @ 53.1142/SHARE ON TRADE DATE 8/16/13 SOLD THROUGH CONVERGEX PAID 24.97 BROKERAGE LONG TERM CAPITAL GAIN	8,044.50	24,113.83	16,069.33-
	506 MICHAEL KORS HOLDINGS LIMITED (EUR) @ 70.0848/SHARE ON TRADE DATE 8/16/13 SOLD THROUGH CONVERGEX PAID 27.83 BROKERAGE SHORT TERM CAPITAL GAIN	8,057.88	35,462.90	27,405.02-
	208 PPG INDUSTRIES INC @158.2623/SHARE ON TRADE DATE 8/16/13 SOLD THROUGH CONVERGEX PAID 11.44 BROKERAGE LONG TERM CAPITAL GAIN	17,108.78	32,918.56	15,809.78-

BBVA Compass Wealth Management

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DATE	SECURITY DESCRIPTION		PROCEEDS	INVESTMENTS AT COST
	342 PROCTER & GAMBLE COMPANY @ 79.2937/SHARE ON TRADE DATE 8/16/13 SOLD THROUGH CONVERGEX PAID 18.81 BROKERAGE LONG TERM CAPITAL GAIN	8,628.21	27,118.44	18,490.23-
	1146 QUESTAR CORP @ 22.8748/SHARE ON TRADE DATE 8/16/13 SOLD THROUGH CONVERGEX PAID 63.03 BROKERAGE LONG TERM CAPITAL GAIN	5,333.80	26,214.49	20,880.69-
	419 ROCKWELL AUTOMATION, INC. COMMON STK @ 96.4032/SHARE ON TRADE DATE 8/16/13 SOLD THROUGH CONVERGEX PAID 23.05 BROKERAGE SHORT TERM CAPITAL GAIN	10,139.13	40,392.92	30,253.79-
	691 SANDISK CORP @ 55.3441/SHARE ON TRADE DATE 8/16/13 SOLD THROUGH CONVERGEX PAID 38.01 BROKERAGE LONG TERM CAPITAL GAIN	8,989.58	38,242.79	29,253.21-
	290 THERMO FISCHER SCIENTIFIC INC @ 90.5047/SHARE ON TRADE DATE 8/16/13 SOLD THROUGH CONVERGEX PAID 15.95 BROKERAGE LONG TERM CAPITAL GAIN	9,729.41	26,246.36	16,516.95-
	1723 U.S. BANCORP @ 36.7047/SHARE ON TRADE DATE 8/16/13 SOLD THROUGH CONVERGEX PAID 94.76 BROKERAGE LONG TERM CAPITAL GAIN	11,953.27	63,242.24	51,288.97-
	616 VARIAN MEDICAL SYSTEMS INC @ 71.6739/SHARE ON TRADE DATE 8/16/13 SOLD THROUGH CONVERGEX PAID 33.88 BROKERAGE LONG TERM CAPITAL GAIN	13,396.43	44,151.10	30,754.67-
	374 VMWARE, INC. @ 83.7036/SHARE ON TRADE DATE 8/16/13 SOLD THROUGH CONVERGEX PAID 20.57 BROKERAGE SHORT TERM CAPITAL LOSS	2,831.65-	31,305.16	34,136.81-
	404 WELLS FARGO COMPANY @ 42.6842/SHARE ON TRADE DATE 8/16/13 SOLD THROUGH CONVERGEX PAID 22.22 BROKERAGE LONG TERM CAPITAL GAIN	5,514.33	17,244.43	11,730.10-
	TOTAL SECURITIES SOLD NET REALIZED GAIN/LOSS 726,955.35		3,470,631.08	2,743,675.73-
			ST 298390.02	288465.61
			LT 3,172241.06	LT 2,455210.21

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SECURITIES SOLD

DATE	SECURITY DESCRIPTION		PROCEEDS	INVESTMENTS AT COST
12/21/12	0.25 COMMERCE BANCSHARES INC @ 35.76 /SHARE ON TRADE DATE 12/18/12 SHORT TERM CAPITAL LOSS	0.38-	8.94	9.32-
02/01/13	57 YOUNG INNOVATIONS, INC. @ 39.50 /SHARE ON TRADE DATE 2/01/13 LONG TERM CAPITAL GAIN	1,483.99	2,251.50	767.51-
03/20/13	115 ABB LTD ADR @ 23.0788/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 6.33 BROKERAGE LONG TERM CAPITAL GAIN	1,146.06	2,654.06	1,508.00-
	78 ACTAVIS INC @ 91.3629/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 4.29 BROKERAGE LONG TERM CAPITAL GAIN	5,348.30	7,126.31	1,778.01-
	157 AFLAC INCORPORATED @ 50.7043/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 8.64 BROKERAGE LONG TERM CAPITAL GAIN	880.96	7,960.57	7,079.61-
	7 ALLERGAN INC @108.9014/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 0.39 BROKERAGE LONG TERM CAPITAL GAIN	143.54	762.31	618.77-
	49 ALLERGAN INC @108.9224/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 2.70 BROKERAGE LONG TERM CAPITAL GAIN	2,193.60	5,337.20	3,143.60-
	117 ARES CAPITAL CORPORATION @ 18.0196/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 6.44 BROKERAGE LONG TERM CAPITAL GAIN	564.73	2,108.29	1,543.56-
	58 AT&T INC @ 36.3141/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 3.19 BROKERAGE LONG TERM CAPITAL LOSS	170.57-	2,106.22	2,276.79-
	54 AT&T INC @ 36.3141/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 2.97 BROKERAGE LONG TERM CAPITAL GAIN	100.93	1,960.96	1,860.03-
	57 ATMOS ENERGY CORPORATION @ 41.2139/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 3.14 BROKERAGE SHORT TERM CAPITAL GAIN	338.79	2,349.19	2,010.40-

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DATE	SECURITY DESCRIPTION		PROCEEDS	INVESTMENTS AT COST
	38 BAIDU, INC. @ 85.6429/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 2.09 BROKERAGE SHORT TERM CAPITAL LOSS	1,319.71-	3,254.43	4,574.14-
	27 CARBO CERAMICS INC @ 96.9626/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 1.49 BROKERAGE SHORT TERM CAPITAL GAIN LONG TERM CAPITAL GAIN	181.56 1,074.86	2,617.99	1,361.57-
	51 CATERPILLAR INCORPORATED @ 88.3127/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 2.81 BROKERAGE LONG TERM CAPITAL LOSS	914.04-	4,503.95	5,417.99-
	29 CHUBB CORPORATION @ 85.8628/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 1.60 BROKERAGE LONG TERM CAPITAL GAIN	473.50	2,490.02	2,016.52-
	178 CISCO SYSTEMS INCORPORATED @ 21.7695/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 9.79 BROKERAGE SHORT TERM CAPITAL GAIN	435.13	3,874.97	3,439.84-
	27 CNOOC LTD ADRS @187.9304/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 1.49 BROKERAGE LONG TERM CAPITAL GAIN	155.35	5,074.12	4,918.77-
	68 COMMERCE BANCSHARES INC @ 39.564 /SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 3.74 BROKERAGE LONG TERM CAPITAL GAIN	154.59	2,690.35	2,535.76-
	136 COVANCE INC @ 70.9635/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 7.48 BROKERAGE LONG TERM CAPITAL GAIN	4,661.79	9,651.03	4,989.24-
	303 DEUTSCHE BOERSE AG ADR @ 6.5948/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 16.67 BROKERAGE LONG TERM CAPITAL LOSS	354.57-	1,998.23	2,352.80-
	83 DOVER CORPORATION @ 73.9133/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 4.57 BROKERAGE LONG TERM CAPITAL GAIN	2,202.12	6,134.80	3,932.68-
	192 EMERSON ELECTRIC COMPANY @ 57.3738/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 10.56 BROKERAGE LONG TERM CAPITAL GAIN	604.60	11,015.77	10,411.17-

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DATE	SECURITY DESCRIPTION		PROCEEDS	INVESTMENTS AT COST
	87 EQUIFAX INC @ 56.4336/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 4.79 BROKERAGE LONG TERM CAPITAL GAIN	2,836.50	4,909.72	2,073.22-
	20 FEDERAL REALTY INVS TRUSTREIT @104.8425/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 1.10 BROKERAGE LONG TERM CAPITAL GAIN	304.15	2,096.85	1,792.70-
	224 GAP INC @ 36.405 /SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 12.32 BROKERAGE SHORT TERM CAPITAL GAIN	241.93	8,154.71	7,912.78-
	60 HUMANA INC @ 69.6433/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 3.30 BROKERAGE LONG TERM CAPITAL GAIN	2,360.97	4,178.60	1,817.63-
	204 INTEL CORPORATION @ 21.3046/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 11.22 BROKERAGE LONG TERM CAPITAL GAIN	245.79	4,346.14	4,100.35-
	157 JOHN HANCOCK FINANCIAL OPP FUND @ 20.1464/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 8.64 BROKERAGE LONG TERM CAPITAL LOSS	572.13-	3,162.99	3,735.12-
	66 LINCOLN ELECTRIC HLDGS @ 56.7136/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 3.63 BROKERAGE LONG TERM CAPITAL GAIN	2,489.11	3,743.10	1,253.99-
	376 MICROSOFT CORPORATION @ 27.9846/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 20.68 BROKERAGE LONG TERM CAPITAL GAIN	4,020.76	10,522.22	6,501.46-
	61 NETEASE, INC. @ 51.6736/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 3.36 BROKERAGE LONG TERM CAPITAL GAIN	455.52	3,152.09	2,696.57-
	196 NIKE INCORPORATED CLASS B @ 54.6538/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 10.78 BROKERAGE LONG TERM CAPITAL GAIN	3,710.61	10,712.15	7,001.54-
	284 OLD REPUBLIC INTERNATIONAL CORP @ 12.4848/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 15.62 BROKERAGE LONG TERM CAPITAL GAIN	894.58	3,545.69	2,651.11-

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DATE	SECURITY DESCRIPTION		PROCEEDS	INVESTMENTS AT COST
	95 PHILLIPS 66 @ 64.2435/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 5.23 BROKERAGE LONG TERM CAPITAL GAIN	2,810.56	6,103.13	3,292.57-
	56 PIONEER NATURAL RESOURCES COMPANY @128.572 /SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 3.08 BROKERAGE LONG TERM CAPITAL GAIN	3,931.07	7,200.03	3,268.96-
	232 PITNEY BOWES INC @ 14.9847/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 12.76 BROKERAGE LONG TERM CAPITAL LOSS	1,194.79-	3,476.46	4,671.25-
	21 PPG INDUSTRIES INC @141.3214/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 1.16 BROKERAGE LONG TERM CAPITAL GAIN	1,371.57	2,967.75	1,596.18-
	10 PRICELINE.COM INC @711.679 /SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 0.55 BROKERAGE LONG TERM CAPITAL GAIN	6,328.76	7,116.79	788.03-
	96 QUEST DIAGNOSTICS INC @ 56.1236/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 5.28 BROKERAGE LONG TERM CAPITAL GAIN	634.24	5,387.87	4,753.63-
	37 STANLEY BLACK & DECKER INC @ 80.683 /SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 2.04 BROKERAGE LONG TERM CAPITAL GAIN	361.78	2,985.27	2,623.49-
	214 TEXAS INSTRUMENTS INC @ 34.9747/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 11.77 BROKERAGE LONG TERM CAPITAL GAIN	1,152.72	7,484.59	6,331.87-
	93 UNITED BANKSHARES, INC. @ 26.9843/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 5.12 BROKERAGE LONG TERM CAPITAL LOSS	230.49-	2,509.54	2,740.03-
	70 YUM! BRANDS INC @ 69.8234/SHARE ON TRADE DATE 3/15/13 SOLD THROUGH CONVERGEX PAID 3.85 BROKERAGE SHORT TERM CAPITAL GAIN	408.00	4,887.64	4,479.64-
08/02/13	4108.46 VANGUARD INFLAT PROT @ 13.40 /UNIT ON TRADE DATE 8/01/13 LONG TERM CAPITAL GAIN	5,053.40	55,053.40	50,000.00-

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DATE	SECURITY DESCRIPTION		PROCEEDS	INVESTMENTS AT COST
08/15/13	7853.62 NATIXIS LOOMIS SAYLES LTD GV&A-Y		92,044.40	93,824.74-
	@ 11.72 /UNIT ON TRADE DATE 8/14/13			
	SHORT TERM CAPITAL LOSS	796.95-		
	LONG TERM CAPITAL LOSS	983.39-		
08/19/13	115 ACTAVIS INC		15,854.19	2,621.42-
	@137.8625/SHARE ON TRADE DATE 8/14/13			
	SOLD THROUGH CONVERGEX			
	PAID 6.33 BROKERAGE			
	LONG TERM CAPITAL GAIN	13,232.77		
	175 AT&T INC		6,052.34	5,862.50-
	@ 34.5848/SHARE ON TRADE DATE 8/14/13			
	SOLD THROUGH CONVERGEX			
	PAID 9.63 BROKERAGE			
	LONG TERM CAPITAL GAIN	189.84		
	180 AVON PRODUCTS INC		3,804.25	2,792.64-
	@ 21.1347/SHARE ON TRADE DATE 8/14/13			
	SOLD THROUGH CONVERGEX			
	PAID 9.90 BROKERAGE			
	SHORT TERM CAPITAL GAIN	1,011.61		
	27 BECTON, DICKINSON & COMPANY		2,693.60	2,086.73-
	@ 99.763 /SHARE ON TRADE DATE 8/14/13			
	SOLD THROUGH CONVERGEX			
	PAID 1.49 BROKERAGE			
	LONG TERM CAPITAL GAIN	606.87		
	112 BROADCOM CORPORATION - CLASS A		2,976.40	3,668.31-
	@ 26.575 /SHARE ON TRADE DATE 8/14/13			
	SOLD THROUGH CONVERGEX			
	PAID 6.16 BROKERAGE			
	LONG TERM CAPITAL LOSS	691.91-		
	48 CAMERON INTERNATIONAL CORP		2,715.07	1,966.80-
	@ 56.564 /SHARE ON TRADE DATE 8/14/13			
	SOLD THROUGH CONVERGEX			
	PAID 2.64 BROKERAGE			
	LONG TERM CAPITAL GAIN	748.27		
	95 COGNIZANT TECH		6,887.85	2,796.18-
	@ 72.5037/SHARE ON TRADE DATE 8/14/13			
	SOLD THROUGH CONVERGEX			
	PAID 5.23 BROKERAGE			
	LONG TERM CAPITAL GAIN	4,091.67		
	53 CONOCOPHILLIPS		3,559.67	3,215.70-
	@ 67.1636/SHARE ON TRADE DATE 8/14/13			
	SOLD THROUGH CONVERGEX			
	PAID 2.92 BROKERAGE			
	LONG TERM CAPITAL GAIN	343.97		
	60 DANAHER CORP		3,997.43	2,239.79-
	@ 66.6238/SHARE ON TRADE DATE 8/14/13			
	SOLD THROUGH CONVERGEX			
	PAID 3.30 BROKERAGE			
	LONG TERM CAPITAL GAIN	1,757.64		
	494 DEUTSCHE BOERSE AG ADR		3,490.04	3,835.91-
	@ 7.0649/SHARE ON TRADE DATE 8/14/13			
	SOLD THROUGH CONVERGEX			
	PAID 27.17 BROKERAGE			
	LONG TERM CAPITAL LOSS	345.87-		

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Wealth Management

ACCOUNT NO: 4207-1
ACCOUNT OF: COMPASS BANK, AGENT FOR
DAVID AND EULA WINTERMANN FOUNDATION

DATE	SECURITY DESCRIPTION		PROCEEDS	INVESTMENTS AT COST
	101 DIRECTV @ 61.2944/SHARE ON TRADE DATE 8/14/13 SOLD THROUGH CONVERGEX PAID 5.56 BROKERAGE LONG TERM CAPITAL GAIN	4,214.51	6,190.73	1,976.22-
	103 EBAY INC @ 54.1241/SHARE ON TRADE DATE 8/14/13 SOLD THROUGH CONVERGEX PAID 5.67 BROKERAGE LONG TERM CAPITAL GAIN	3,209.43	5,574.78	2,365.35-
	29 EQUINIX INC @172.4317/SHARE ON TRADE DATE 8/14/13 SOLD THROUGH CONVERGEX PAID 1.60 BROKERAGE LONG TERM CAPITAL GAIN	2,268.41	5,000.52	2,732.11-
	98 ESTEE LAUDER COMPANIES - CLASS A @ 65.0938/SHARE ON TRADE DATE 8/14/13 SOLD THROUGH CONVERGEX PAID 5.39 BROKERAGE LONG TERM CAPITAL GAIN	1,109.97	6,379.19	5,269.22-
	42 FIRST CASH FINANCIAL SERVICES INC @ 56.4638/SHARE ON TRADE DATE 8/14/13 SOLD THROUGH CONVERGEX PAID 2.31 BROKERAGE LONG TERM CAPITAL GAIN	1,321.64	2,371.48	1,049.84-
	25 GENUINE PARTS COMPANY @ 80.5832/SHARE ON TRADE DATE 8/14/13 SOLD THROUGH CONVERGEX PAID 1.38 BROKERAGE LONG TERM CAPITAL GAIN	692.21	2,014.58	1,322.37-
	43 HALLIBURTON COMPANY @ 46.584 /SHARE ON TRADE DATE 8/14/13 SOLD THROUGH CONVERGEX PAID 2.37 BROKERAGE LONG TERM CAPITAL LOSS	474.75-	2,003.11	2,477.86-
	186 HILLENBRAND, INC. @ 24.8346/SHARE ON TRADE DATE 8/14/13 SOLD THROUGH CONVERGEX PAID 10.23 BROKERAGE LONG TERM CAPITAL GAIN	384.95	4,619.24	4,234.29-
	39 HONEYWELL INTERNATIONAL INC @ 83.2733/SHARE ON TRADE DATE 8/14/13 SOLD THROUGH CONVERGEX PAID 2.15 BROKERAGE LONG TERM CAPITAL GAIN	973.25	3,247.66	2,274.41-
	37 INTERNATIONAL BUSINESS MACHINES CORP @187.3714/SHARE ON TRADE DATE 8/14/13 SOLD THROUGH CONVERGEX PAID 2.04 BROKERAGE LONG TERM CAPITAL GAIN	2,332.87	6,932.74	4,599.87-
	117 JOHN WILEY & SONS,INC. @ 45.7542/SHARE ON TRADE DATE 8/14/13 SOLD THROUGH CONVERGEX PAID 6.44 BROKERAGE LONG TERM CAPITAL LOSS	790.67-	5,353.24	6,143.91-

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DATE	SECURITY DESCRIPTION		PROCEEDS	INVESTMENTS AT COST
	24 JOHNSON & JOHNSON @ 90.7533/SHARE ON TRADE DATE 8/14/13 SOLD THROUGH CONVERGEX PAID 1.32 BROKERAGE LONG TERM CAPITAL GAIN	634.05	2,178.08	1,544.03-
	57 LOWE'S COMPANIES INC @ 45.294 /SHARE ON TRADE DATE 8/14/13 SOLD THROUGH CONVERGEX PAID 3.14 BROKERAGE LONG TERM CAPITAL GAIN	1,402.72	2,581.76	1,179.04-
	71 MERCURY GENERAL CORPORATION @ 44.4041/SHARE ON TRADE DATE 8/14/13 SOLD THROUGH CONVERGEX PAID 3.91 BROKERAGE LONG TERM CAPITAL GAIN	15.56	3,152.69	3,137.13-
	63 MICHAEL KORS HOLDINGS LIMITED (EUR) @ 71.9837/SHARE ON TRADE DATE 8/14/13 SOLD THROUGH CONVERGEX PAID 3.47 BROKERAGE SHORT TERM CAPITAL GAIN	1,122.88	4,534.97	3,412.09-
	46 PROCTER & GAMBLE COMPANY @ 81.3135/SHARE ON TRADE DATE 8/14/13 SOLD THROUGH CONVERGEX PAID 2.53 BROKERAGE LONG TERM CAPITAL GAIN	695.11	3,740.42	3,045.31-
	101 PUBLIC SERVICE ENTERPRISE GROUP INC @ 33.0645/SHARE ON TRADE DATE 8/14/13 SOLD THROUGH CONVERGEX PAID 5.56 BROKERAGE LONG TERM CAPITAL LOSS	1,240.71-	3,339.51	4,580.22-
	20 RALPH LAUREN CORP @176.7615/SHARE ON TRADE DATE 8/14/13 SOLD THROUGH CONVERGEX PAID 1.10 BROKERAGE LONG TERM CAPITAL GAIN	747.13	3,535.23	2,788.10-
	64 ROCKWELL AUTOMATION, INC. COMMON STK @ 98.7531/SHARE ON TRADE DATE 8/14/13 SOLD THROUGH CONVERGEX PAID 3.52 BROKERAGE SHORT TERM CAPITAL GAIN	1,699.10	6,320.20	4,621.10-
	83 SANDISK CORP @ 58.0339/SHARE ON TRADE DATE 8/14/13 SOLD THROUGH CONVERGEX PAID 4.57 BROKERAGE LONG TERM CAPITAL GAIN	1,126.25	4,816.81	3,690.56-
	26 TIME WARNER CABLE INC. @112.7727/SHARE ON TRADE DATE 8/14/13 SOLD THROUGH CONVERGEX PAID 1.43 BROKERAGE LONG TERM CAPITAL GAIN	1,481.95	2,932.09	1,450.14-
	246 U.S. BANCORP @ 36.9748/SHARE ON TRADE DATE 8/14/13 SOLD THROUGH CONVERGEX PAID 13.53 BROKERAGE LONG TERM CAPITAL GAIN	1,317.38	9,095.81	7,778.43-

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DATE	SECURITY DESCRIPTION		PROCEEDS	INVESTMENTS AT COST
	51 UNITED TECHNOLOGIES CORPORATION @105.0929/SHARE ON TRADE DATE 8/14/13 SOLD THROUGH CONVERGEX PAID 2.81 BROKERAGE LONG TERM CAPITAL GAIN	1,834.40	5,359.74	3,525.34-
	83 VARIAN MEDICAL SYSTEMS INC @ 73.6236/SHARE ON TRADE DATE 8/14/13 SOLD THROUGH CONVERGEX PAID 4.57 BROKERAGE LONG TERM CAPITAL GAIN	2,772.55	6,110.76	3,338.21-
	48 VMWARE, INC. @ 85.6433/SHARE ON TRADE DATE 8/14/13 SOLD THROUGH CONVERGEX PAID 2.64 BROKERAGE SHORT TERM CAPITAL LOSS	270.32-	4,110.88	4,381.20-
	46 WAL-MART STORES @ 76.3935/SHARE ON TRADE DATE 8/14/13 SOLD THROUGH CONVERGEX PAID 2.53 BROKERAGE LONG TERM CAPITAL GAIN	1,217.60	3,514.10	2,296.50-
09/16/13	11396.01 VANGUARD BD INDEX FD SIGNAL #1351 @ 10.53 /UNIT ON TRADE DATE 9/13/13 LONG TERM CAPITAL GAIN	3,760.68	120,000.00	116,239.32-
	TOTAL SECURITIES SOLD		630,713.50	520,991.09-
	NET REALIZED GAIN/LOSS 109,722.41	3051.64 ST	ST 37370.86	34319.22
		106670.77 LT	593342.64	486671.87