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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 11/1/2012, and ending 10/31/2013

Name of foundation <b>TW LUCY C HARRIS-GFIC</b>		<b>A</b> Employer identification number 58-6163827
Number and street (or P O box number if mail is not delivered to street address) <b>Wells Fargo Bank N A 1 W 4th St 4th Floor MAC D4000-041</b>	Room/suite	<b>B</b> Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code <b>Winston Salem NC 27101-3818</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D</b> 1. Foreign organizations check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 833,477</b>	<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	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 Dividends and interest from securities	22,329	22,329		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	16,564			
	b Gross sales price for all assets on line 6a	335,183			
	7 Capital gain net income (from Part IV, line 2)		16,564		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	38,893	38,893	0		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	15,386	11,540		3,846
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,130			1,130
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	447	306		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	309	309		
	24 Total operating and administrative expenses. Add lines 13 through 23	17,272	12,155	0	4,976
	25 Contributions, gifts, grants paid	26,575			26,575
26 Total expenses and disbursements Add lines 24 and 25	43,847	12,155	0	31,551	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-4,954				
b Net investment income (if negative, enter -0-)		26,738			
c Adjusted net income (if negative, enter -0-)			0		

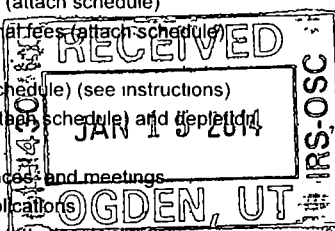
For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	18,614	12,885	12,885
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)		50,000	49,892
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
Liabilities	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	754,350	706,258	770,700
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	772,964	769,143	833,477
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	772,964	769,143	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	772,964	769,143	
	31 Total liabilities and net assets/fund balances (see instructions)	772,964	769,143	

## 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	772,964
2 Enter amount from Part I, line 27a	2	-4,954
3 Other increases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	3	1,133
4 Add lines 1, 2, and 3	4	769,143
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	769,143

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	16,564
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	0

**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	39,936	768,375	0.051975
2010	36,411	795,230	0.045787
2009	35,739	732,196	0.048811
2008	31,393	627,792	0.050005
2007			0.000000
<b>2 Total</b> of line 1, column (d)			2 0.196578
<b>3 Average distribution ratio</b> 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 0.049145
<b>4 Enter the net value of noncharitable-use assets</b> for 2012 from Part X, line 5			4 798,231
<b>5 Multiply line 4 by line 3</b>			5 39,229
<b>6 Enter 1% of net investment income</b> (1% of Part I, line 27b)			6 267
<b>7 Add lines 5 and 6</b>			7 39,496
<b>8 Enter qualifying distributions</b> from Part XII, line 4			8 31,551

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	535
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	535
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	535
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	592
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	592
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	0
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	57
11	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> 57 <b>Refunded</b> <input type="checkbox"/> 0	11	0

**Part VII-A Statements Regarding Activities**

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	13	X	
14	The books are in care of <b>WELLS FARGO BANK N.A.</b> Telephone no <b>888-730-4933</b> Located at <b>1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC</b> ZIP+4 <b>27101-3818</b>			
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 <b>15 N/A</b>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <b>N/A</b>	16	Yes	No
				X

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

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

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

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

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?**7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 1 W 4th St 4th Floor MAC D4000-041 Winston S	Trustee 4 00	12,309		
Mr Lon Rice PO BOX 727 WINDER, GA 30680	CO-TRUSTEE 1 00	3,077		

**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

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** (see instructions) If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

**Part IX-A Summary of Direct Charitable Activities**

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

Expenses

1 NONE	
2	
3	
4	

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

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

Amount

1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	

Total. Add lines 1 through 3



0



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	792,489
<b>b</b>	Average of monthly cash balances	<b>1b</b>	17,898
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	810,387
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	810,387
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	12,156
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	798,231
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	39,912

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	39,912
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	535
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	535
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	39,377
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	39,377
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	39,377

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	31,551
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	31,551
<b>5</b>	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)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	31,551

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				39,377
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	124			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 31,551				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2012 distributable amount				31,551
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d) the same amount must be shown in column (a) )	124			124
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				7,702
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				

**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)

**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

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

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

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

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

- 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year See Attached Statement				
<b>Total</b>			<b>3a</b>	26,575
<b>b</b> Approved for future payment NONE				
<b>Total</b>			<b>3b</b>	0

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities			14	22,329	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property					
<b>b</b> Not debt-financed property					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income					
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	16,564	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e)		0		38,893	0
<b>13</b> Total. Add line 12, columns (b), (d), and (e)				13 38,893	38,893

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



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

Recipient(s) paid during the year

Name

GEORGIA INDEPENDENT COLLEGES ASSOCIATION

Street

ONE GEORGIA CENTER STE 1510 600 WEST PEACHTREE STREET NW

City

ATLANTA

State

GA

Zip Code

30308

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

26,575

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Check "X" to include in Part IV		Long Term CG Distributions Short Term CG Distributions		Amount		CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Cost, Other Basis and Expenses		Net Gain or Loss
				2,975	0							Capital Gains/Losses	Other sales	Gross Sales	335,183	
1	X	ENERGEN CORP	29265N108			3/13/2012			12/20/2012	229	257					-28
2	X	ENERGEN CORP	29265N108			3/13/2012			2/25/2013	2,610	2,831					-221
3	X	ENERGEN CORP	29265N108			5/15/2012			7/3/2013	475	449					26
4	X	EXXON MOBIL CORPORATION	30231G102			3/13/2012			7/2/2013	2,714	2,575					139
5	X	FID ADV EMER MKTS INC-CL	315920702			12/20/2012			7/2/2013	3,100	3,467					-367
6	X	GATEWAY FUND - Y #1986	367829884			8/23/2012			7/2/2013	8,825	8,654					171
7	X	GENERAL DYNAMICS CORP	369550108			3/13/2012			12/20/2012	696	720					-24
8	X	GENERAL DYNAMICS CORP	369550108			3/13/2012			2/1/2013	1,978	2,161					-183
9	X	GENERAL DYNAMICS CORP	369550108			5/9/2012			7/3/2013	659	668					-9
10	X	GENUINE PARTS CO	372460105			3/13/2012			7/3/2013	3,779	2,830					949
11	X	GRAINGER W W INC	384802104			3/13/2012			7/3/2013	3,780	3,223					557
12	X	GREIF INC-CL A	397624107			3/13/2012			7/2/2013	2,607	2,823					-216
13	X	HARBOR INTERNATIONAL FD IN	411511306			12/20/2012			7/3/2013	700	700					0
14	X	HELMERICH & PAYNE INC	423452101			9/26/2012			7/3/2013	3,191	2,305					886
15	X	INSCO PLC-CL A	G3157S106			3/13/2012			7/3/2013	2,280	2,227					53
16	X	INSCO PLC-CL A	G3157S106			3/19/2013			7/3/2013	1,140	1,155					-15
17	X	TEVA PHARMACEUTICAL IND	861624209			5/15/2012			12/19/2012	768	810					-42
18	X	TEXAS INSTRUMENTS INC	882508104			7/20/2012			7/3/2013	3,135	2,481					654
19	X	PARTNERRE LTD COM	G68521105			3/13/2012			12/20/2012	403	326					77
20	X	PARTNERRE LTD COM	G68521105			3/13/2012			4/8/2013	3,190	2,285					905
21	X	WILLIS GROUP HOLDINGS PL	G96666105			7/23/2012			7/3/2013	3,246	2,948					298
22	X	ACE LIMITED	H0023R105			3/13/2012			12/20/2012	405	361					44
23	X	ACE LIMITED	H0023R105			3/13/2012			7/3/2013	3,102	2,529					573
24	X	AGR MANAGED FUTURES ST	00203H859			3/5/2012			12/20/2012	16,217	16,000					217
25	X	AT & T INC	00206R102			3/10/2011			7/3/2013	3,191	2,587					604
26	X	AIR PRODS & CHEMS INC CO	009158106			3/13/2012			12/20/2012	419	448					-29
27	X	AIR PRODS & CHEMS INC CO	009158106			3/13/2012			7/3/2013	2,265	2,240					25
28	X	AIR PRODS & CHEMS INC CO	009158106			5/15/2012			7/3/2013	906	829					77
29	X	ALBEMARLE CORP COM	012653101			3/13/2012			7/3/2013	2,822	2,822					0
30	X	AMERICAN EXPRESS CO	025816109			3/29/2012			7/3/2013	3,700	2,872					828
31	X	BAXTER INTL INC	071813109			9/14/2012			7/3/2013	2,793	2,439					354
32	X	BLACKROCK INC	09247X101			3/13/2012			12/20/2012	1,036	981					55
33	X	BLACKROCK INC	09247X101			3/13/2012			7/3/2013	2,536	1,962					574
34	X	BLACKROCK INC	09247X101			5/9/2012			7/3/2013	1,268	905					363
35	X	CHEVRON CORP	166764100			3/10/2011			7/3/2013	1,191	990					201
36	X	CHEVRON CORP	166764100			3/13/2012			7/3/2013	1,787	1,646					141
37	X	DARDEN RESTAURANTS INC	237194105			3/13/2012			7/3/2013	2,729	2,962					-233
38	X	DIAMOND HILL LONG-SHORT	25264S833			4/10/2012			7/2/2013	3,350	3,026					324
39	X	DIGITAL RLY TR INC	253668103			12/20/2012			7/3/2013	3,008	3,420					-412
40	X	ING REAL ESTATE FUND CL-I	44981V706			3/27/2008			7/2/2013	5,350	4,361					969
41	X	ISHARES CORE S&P MIDCAP	464287507			3/5/2012			7/2/2013	48,207	40,038					8,169
42	X	JOHNSON & JOHNSON	478160104			3/10/2011			7/3/2013	3,452	2,402					1,050
43	X	LAZARD EMERGING MKTS PT	52106N889			3/27/2008			7/2/2013	4,875	6,166					-1,291
44	X	ELI LILLY & CO COM	532457108			3/10/2011			12/20/2012	489	349					140
45	X	ELI LILLY & CO COM	532457108			3/10/2011			7/3/2013	3,119	2,166					953
46	X	LINEAR TECHNOLOGY CORP	535678106			3/13/2012			7/3/2013	2,932	2,678					254
47	X	M D C HLDGS INC COM	552678108			12/20/2012			7/3/2013	1,591	1,774					-183
48	X	MERCK & CO INC NEW	58933Y105			15/2012			12/20/2012	211	194					17
49	X	MERCK & CO INC NEW	58933Y105			15/2012			7/3/2013	3,201	2,681					520
50	X	MICROSOFT CORP	594918104			3/13/2012			7/3/2013	3,026	2,900					126
51	X	MICROSOFT CORP	594918104			3/19/2013			7/3/2013	672	562					110
52	X	NORFOLK SOUTHERN CORP	655844108			12/19/2012			12/20/2012	311	312					-1
53	X	NORFOLK SOUTHERN CORP	655844108			12/19/2012			7/3/2013	3,242	2,809					433
54	X	NORTHERN TRUST CORP	665659104			4/9/2013			7/3/2013	3,497	3,230					267
55	X	ONNICO GROUP	681919106			3/13/2012			7/3/2013	3,719	2,926					793
56	X	OPPENHEIMER COM STR TR	68380Y409			3/27/2008			12/20/2012	7,700	19,978					-12,278
57	X	PIMCO MODERATE DURATION	693390593			3/5/2012			7/2/2013	7,250	7,366					-116
58	X	PIMCO TOTAL RET FD-INST #	693390707			5/9/2008			7/2/2013	8,750	8,890					-130
59	X	PAYCHEX INC	704326107			3/13/2012			3/8/2013	3,057	2,849					208
60	X	PEP-SICO INC	713448108			10/12/2011			12/19/2012	1,122	1,014					108
61	X	PEP-SICO INC	713448108			3/13/2012			12/19/2012	2,104	1,930					174
62	X	PIMCO EMERGING LOCAL BO	72201F516			9/27/2011			12/20/2012	18,051	16,525					1,526
63	X	PIMCO EMERGING LOCAL BO	72201F516			3/5/2012			12/20/2012	5,120	5,000					120
64	X	PIMCO EMERGING LOCAL BO	72201F516			8/7/2012			12/20/2012	17,020	16,500					520
65	X	PIONEER-HIGH YIELD FUND-X	72369B406			3/5/2012			12/20/2012	10,348	10,000					348
66	X	PIONEER-HIGH YIELD FUND-X	72369B406			8/7/2012			12/20/2012	452	436					16
67	X	PIONEER-HIGH YIELD FUND-X	72369B406			8/7/2012			7/2/2013	225	213					12
68	X	T ROWE PRICE GROUP INC	741441108			3/13/2012			12/20/2012	329	313					16



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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss		
															Totals	
															Capital Gains/Losses	Net Gain or Loss
Long Term CG Distributions								2,975								
Short Term CG Distributions								0								
								335,183	Cost, Other Basis and Expenses		318,619	Net Gain or Loss				
								0			0	16,564				
												0				
69	X	T ROWE PRICE GROUP INC	74144T108		3/13/2012		7/3/2013	3,305	2,814					491		
70	X	PROCTER & GAMBLE CO	742718109		3/10/2011		7/3/2013	1,798	1,415					383		
71	X	PROCTER & GAMBLE CO	742718109		3/13/2012		7/3/2013	1,563	1,357					206		
72	X	QUALCOMM INC	747525103		5/10/2013		7/3/2013	3,036	3,227					-191		
73	X	T ROWE PRICE BLUE CHIP GR	77954Q106		8/7/2012		12/20/2012	5,000	4,836					164		
74	X	STRYKER CORP	863667101		3/13/2012		7/3/2013	560	529					31		
75	X	STRYKER CORP	863667101		3/13/2012		7/3/2013	3,207	2,643					564		
76	X	TARGET CORP	87612E106		3/13/2012		7/3/2013	3,458	2,898					560		
77	X	TEVA PHARMACEUTICAL IND	881624209		3/13/2012		12/19/2012	2,305	2,676					-371		
78	X	TOUCHSTONE SMALL CAP CO	89155H256		8/7/2012		7/2/2013	4,532	5,575					1,043		
79	X	UNITED PARCEL SERVICE-CL	911312106		3/13/2012		7/3/2013	3,448	3,113					335		
80	X	UNITED PARCEL SERVICE-COR	913017109		2/1/2013		7/3/2013	2,805	2,695					110		
81	X	WALGREEN CO	931422109		12/19/2012		7/3/2013	3,514	3,008					506		
82	X	WELLS FARGO ADV INTL BON	94985D582		5/9/2008		12/20/2012	10,082	10,400					-318		
83	X	WELLS FARGO ADV INTL BON	94985D582		1/6/2010		12/20/2012	1,543	1,500					43		
84	X	WELLS FARGO ADV INTL BON	94985D582		3/27/2008		12/20/2012	1,382	1,350					-67		
85	X	WELLS FARGO ADV INTL BON	94985D582		2/25/2011		12/20/2012	5,087	5,000					87		
86	X	WILLIAMS COS INC	969457100		2/25/2013		7/3/2013	2,955	3,108					-153		

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

		1,130	0	0	1,130
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	ACCOUNTING FEES	1,130			1,130

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

		447	306	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	306	306		
2	ESTIMATED TAX PAYMENTS	141			

**Part I, Line 23 (990-PF) - Other Expenses**

		309	309	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	309	309		

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

[illegible]

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

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

Name		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N.A. Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4.00	12,309	0	0
2	Mr Lon Rice		PO BOX 727	WINDER	GA	30680		CO-TRUSTEE	1.00	3,077	0	0

15,386

0

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

	Date	Amount
1 Credit from prior year return		1 451
2 First quarter estimated tax payment		2
3 Second quarter estimated tax payment		3
4 Third quarter estimated tax payment	11/5/2013	4 141
5 Fourth quarter estimated tax payment		5
6 Other payments		6 0
7 Total		7 592



Account #	Security Type	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
3013000439	Savings & Temp Inv	58-6163827	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	11,688.78	11,688.78	11,688.78
3013000439	Savings & Temp Inv	58-6163827	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	1,196.67	1,196.67	1,196.67
3013000439	Cash	58-6163827		Total Cash, Savings and Temp Investments	12,885.45	12,885.45	12,885.45
3013000439	Invest - Other	58-6163827	411511306	HARBOR INTERNATIONAL FD INST #2011	71,816.81	1,014.51	59,300.11
3013000439	Invest - Other	58-6163827	52106N889	LAZARD EMERGING MKTS PTFL #638	36,047.28	1,793.40	26,668.88
3013000439	Invest - Other	58-6163827	693390304	PIMCO LOW DURATION FD I #36	35,921.27	3,474.01	35,886.54
3013000439	Invest - Other	58-6163827	693390700	PIMCO TOTAL RET FD-INST #35	34,989.04	3,210.00	34,904.13
3013000439	Invest - Other	58-6163827	77954Q106	T ROWE PRICE BLUE CHIP GRWTH #93	72,872.53	1,204.90	55,663.90
3013000439	Invest - Other	58-6163827	693390593	PIMCO MODERATE DURATION-INST #120	16,676.48	1,555.64	16,769.82
3013000439	Invest - Other	58-6163827	315920702	FID ADV EMER MKTS INC- CL I #607	33,044.37	2,408.48	36,633.02
3013000439	Invest - Other	58-6163827	68380Y409	OPPENHEIMER COM STR TR FD Y #739	19,423.98	6,518.12	23,011.95
3013000439	Invest - Other	58-6163827	44980O518	ING INTERNATIONAL REAL EST-I #2664	24,329.78	2,516.01	23,695.38
3013000439	Invest - Other	58-6163827	262028855	DRIEHAUS ACTIVE INCOME FUND	24,634.57	2,287.33	24,400.00
3013000439	Invest - Other	58-6163827	902641646	E-TRACS ALERIAN MLP INFRASTRUCTURE	12,759.50	325.00	10,704.60
3013000439	Invest - Other	58-6163827	89155H256	TOUCHSTONE SMALL CAP CORE-IN #555	43,737.26	2,124.20	32,967.57
3013000439	Invest - Other	58-6163827	722005220	PIMCO FOREIGN BOND (UNHEDGED) #1853	25,009.36	2,442.32	26,650.00
3013000439	Invest - Other	58-6163827	44981V706	ING REAL ESTATE FUND CL-I #2190	33,880.67	1,859.53	27,834.24
3013000439	Invest - Other	58-6163827	88019R690	TEMPLETON EMER MKT S/C-ADV #626	8,672.76	719.73	8,025.00
3013000439	Invest - Other	58-6163827	00203H859	AQR MANAGED FUTURES STR-I #15213	31,128.69	3,094.30	31,500.00
3013000439	Invest - Other	58-6163827	90470K826	CRAWFORD DIVIDEND GRWTH-I	48,210.96	3,802.13	46,500.00
3013000439	Invest - Other	58-6163827	74253Q416	PRINCIPAL PREFERRED SEC-INS #4929	39,670.87	3,885.49	40,000.00
3013000439	Invest - Other	58-6163827	74925K581	ROBECO BP LNG/SHRT RES-INS	25,105.74	1,812.69	24,000.00
3013000439	Invest - Other	58-6163827	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	24,621.62	1,122.74	20,623.99
3013000439	Invest - Other	58-6163827	723698406	PIONEER HIGH YIELD FUND-Y #724	42,133.66	3,802.68	37,673.03
3013000439	Invest - Other	58-6163827	367829884	GATEWAY FUND - Y #1986	23,746.55	831.46	21,845.52
3013000439	Invest - Other	58-6163827	89155H793	TOUCHSTONE MID CAP FD Y #354	42,266.63	1,948.67	41,000.00
				Total Other Investments	770,700.38	53,753.33	706,257.68
3013000439	Invest - US & State	58-6163827	GT9995004	ASGI AGILITY INCOME FUND	49,892.42	47.70	50,000.00
				Total US and State Obligations	49,892.42	47.70	50,000.00
				Grand Total	833,478.25	66,686.49	769,143.13