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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>CORDELIA LEE BEATTIE FOUNDATION</b>		A Employer identification number <b>59-6540711</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>Wells Fargo Bank NA - 1 W 4th St 4th Floor MAC D4000-041</b>	Room/suite	B Telephone number (see instructions) <b>(888) 730-4933</b>
City or town, state, and ZIP code <b>Winston Salem NC 27101-3818</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 2,311,053</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	49,687	49,687		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	13,521			
	b Gross sales price for all assets on line 6a	317,686			
	7 Capital gain net income (from Part IV, line 2)		13,521		
	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	63,208	63,208	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	31,051	23,288		7,763
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	600			600
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	593	593		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	987	987		
	24 Total operating and administrative expenses. Add lines 13 through 23	33,231	24,868	0	8,363
25 Contributions, gifts, grants paid	85,000			85,000	
26 Total expenses and disbursements Add lines 24 and 25	118,231	24,868	0	93,363	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-55,023				
b Net investment income (if negative, enter -0-)		38,340			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

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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	36,575	62,527	62,527
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	304,266	201,395	272,121
	c Investments—corporate bonds (attach schedule)		34,656	35,496
	11 Investments—land, buildings, and equipment basis			
Liabilities	Less accumulated depreciation (attach schedule)			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,653,717	1,642,130	1,940,909
	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)	1,994,558	1,940,708	2,311,053
	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 checked="" type="checkbox"/>			
	24 Unrestricted	1,994,558	1,940,708	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	1,994,558	1,940,708	
	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)	1,994,558	1,940,708	
	31 Total liabilities and net assets/fund balances (see instructions)	1,994,558	1,940,708	

## 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	1,994,558
2 Enter amount from Part I, line 27a	2	-55,023
3 Other increases not included in line 2 (itemize) See Attached Statement	3	1,173
4 Add lines 1, 2, and 3	4	1,940,708
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	1,940,708

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**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.)
<b>1a</b> See Attached Statement			
<b>b</b> See Attached Statement			
<b>c</b> See Attached Statement			
<b>d</b> See Attached Statement			
<b>e</b> 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)
<b>a</b>			0
<b>b</b>			0
<b>c</b>			0
<b>d</b>			0
<b>e</b>			0

  

(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))
<b>a</b>			0
<b>b</b>			0
<b>c</b>			0
<b>d</b>			0
<b>e</b>			0

  

<b>2</b> 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 }	<b>2</b>	13,521
<b>3</b> 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 }	<b>3</b>	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	100,791	2,044,517	0.049298
2010	105,161	2,128,945	0.049396
2009	87,308	1,992,572	0.043817
2008	81,744	1,718,991	0.047553
2007	139,688	2,307,694	0.060531

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.250595
<b>3</b> 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	<b>3</b>	0.050119
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	2,159,885
<b>5</b> Multiply line 4 by line 3	<b>5</b>	108,251
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	383
<b>7</b> Add lines 5 and 6	<b>7</b>	108,634
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	<b>8</b>	93,363

**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)		1	767
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			
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	767
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	767
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,905	
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	2,905	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,138	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 767 Refunded <input type="checkbox"/> 11	11	1,371	

**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)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <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? If "Yes," attach a detailed description of the activities		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> FL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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>►</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
<b>1a</b> 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>b</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>►</b>	1b	X
<b>c</b> 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
<b>2</b> 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))		
<b>a</b> 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 , 20 , 20 , 20</b>		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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
<b>c</b> 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 , 20 , 20 , 20</b>		
<b>3a</b> 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>b</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
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
<b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ☐

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 1 W 4th St 4th Floor MAC D4000-041 Winston S	Trustee	4 00	31,051	

**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		
<b>Total number of others receiving over \$50,000 for professional services</b>		

**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	
<b>Total. Add lines 1 through 3</b>	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>	2,126,203
<b>b</b>	Average of monthly cash balances	<b>1b</b>	66,574
<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>	2,192,777
<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>	2,192,777
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	32,892
<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>	2,159,885
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	107,994

**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>	107,994
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	767
<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>	767
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	107,227
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	107,227
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	107,227

**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>	93,363
<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>	93,363
<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>	93,363

**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				107,227
<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	11,274			
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011	1,470			
<b>f</b> Total of lines 3a through e	12,744			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 93,363				
<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				93,363
<b>e</b> Remaining amount distributed out of corpus				0
<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) )	12,744			12,744
<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				1,120
<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

CORDELIA LEE BEATTIE FOUNDATION 1819 MAIN ST SUITE 203 SARASOTA, FL 34236 (888) 730-4933

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

SEE GENERAL EXPLANATION

**c** Any submission deadlines

JANUARY 15TH

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

ORGANIZATIONS MAY NOT APPLY TO BOTH THIS FOUNDATION AND THE SARASOTA COUNTY FOUNDATION IN THE SAME YEAR

**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
<b>a</b> <i>Paid during the year</i> See Attached Statement				
<b>Total</b>			▶ <b>3a</b>	<b>85,000</b>
<b>b</b> <i>Approved for future payment</i> NONE				
<b>Total</b>			▶ <b>3b</b>	<b>0</b>

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	49,687	
<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	13,521	
<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		63,208	0
<b>13</b>	Total. Add line 12, columns (b), (d), and (e)				13	63,208

[illegible]



CORDELIA LEE BEATTIE FOUNDATION

59-6540711 Page 1 of 1

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

Recipient(s) paid during the year

**Name**

ASOLO THEATRE INC.

**Street**

5555 N TAMIAMI TRAIL

**City**

SARASOTA

**State**

FL

**Zip Code**

34243

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(C)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

20,000

**Name**

FLORIDA STUDIO THEATRE, INC

**Street**

1241 N PALM AVE

**City**

SARASOTA

**State**

FL

**Zip Code**

34236

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(C)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

10,000

**Name**

FLORIDA WEST COAST SYMPHONY

**Street**

709 N TAMIAMI TRAIL

**City**

SARASOTA

**State**

FL

**Zip Code**

34236

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(C)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

25,000

**Name**

SARASOTA OPERA ASSOCIATION, INC

**Street**

61 N PINEAPPLE AVE

**City**

SARASOTA

**State**

FL

**Zip Code**

34236

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(C)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

10,000

**Name**

VAN WEZEL FOUNDATION, INC

**Street**

777 N TAMIAMI TRAIL, 3RD FL

**City**

SARASOTA

**State**

FL

**Zip Code**

34236

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(C)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

20,000

**Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

## General Explanation (990-PF)

	Explanation
1	<p>FORM REQUIREMENTS - BACKGROUND INFORMATION ON THE ORGANIZATION, INCLUDING BRIEF HISTORY, THE ORGANIZATION'S CURRENT ADDRESS AND PHONE NUMBER AND THE NAME AND TITLE OF THE PRIMARY CONTACT. THE GOALS, OBJECTIVES AND BUDGET OF THE PROJECT OR WHICH FUNDS ARE BEING REQUESTED. THE AMOUNT OF FUNDS REQUESTED. SUMMARY OF HOW THE FUNDS WILL BE USED SUPPORTING FINANCIAL INFORMATION ON THE ORGANIZATION, INCLUDING ITS CURRENT FINANCIAL STATUS AND A COMPLETE LIST OF BOARD MEMBERS. COPY OF ORGANIZATION'S TAX EXEMPTION LETTER FROM THE INTERNAL REVENUE SERVICE.</p>



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

										Totals		Gross Sales		Cost Other Basis and Expenses		Net Gain or Loss													
Long Term CG Distributions		Amount								Capital Gains/Losses		317,686		304,165		13,521													
Short Term CG Distributions		12,888								Other sales		0		0		0													
Check "X" to include in Part IV		Description		CUSIP #		Purchaser		Check "X" if Purchaser is a Business		Date Acquired		Acquisition Method		Date Sold		Gross Sales Price		Cost or Other Basis		Valuation Method		Expense of Sale and Cost of Improvements		Depreciation		Adjustments		Net Gain or Loss	
1	X	COMCAST CORP CLASS A		20030N101						1/25/2012				2/1/2013		6,802		4,567								0		2,235	
2	X	COMCAST CORP CLASS A		20030N101						3/29/2012				2/1/2013		1,307		1,008								0		299	
3	X	GENERAL ELECTRIC COM 5.0		369004AY9						11/12/2003				2/1/2013		25,000		25,053								0		-53	
4	X	HALLIBURTON CO		408216101						6/12/2012				8/28/2013		638		364								0		274	
5	X	IBM CORPORATION 4 750%		459200BA8						1/7/2003				11/28/2012		50,000		49,841								0		159	
6	X	ISHARES S&P LATIN AMERICA		484287390						3/27/2012				7/12/2013		18,329		25,029								0		-6,700	
7	X	KIMBERLY CLARK CORP COM		484368103						1/25/2012				11/28/2012		5,413		4,510								0		903	
8	X	KIMBERLY CLARK CORP COM		484368103						3/29/2012				11/28/2012		1,804		1,540								0		264	
9	X	PIMCO MODERATE DURABLE		693305993						8/7/2012				2/8/2013		20,000		20,479								0		-479	
10	X	ROYCE SPECIAL EQUITY FUND		780905782						8/6/2012				7/12/2013		67,278		60,900								0		7,278	
11	X	SAFEWAY INC NEW		788514208						1/25/2012				3/12/2013		2,434		2,322								0		112	
12	X	SAFEWAY INC NEW		788514208						1/25/2012				4/5/2013		2,382		2,185								0		197	
13	X	SAFEWAY INC NEW		788514208						3/29/2012				4/5/2013		224		182								0		42	
14	X	SAFEWAY INC NEW		788514208						3/28/2012				6/19/2013		2,342		1,985								0		357	
15	X	VANGUARD INFLAT-PROT SE		922031737						3/27/2012				2/8/2013		40,000		39,590								0		410	
16	X	VANGUARD INFLAT-PROT SE		922031737						3/27/2012				7/10/2013		60,855		65,410								0		-4,555	

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

		600	0	0	600
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
<b>1</b>	TAX PREPARATION FEES	600			600

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

		593	593	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES WITHHELD	593	593		

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

		987	987	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT FEES	987	987		

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

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

1	COST BASIS ADJUSTMENT	1	56
2	FEDERAL EXCISE TAX REFUND	2	1,117
3	Total	3	1,173

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

Long Term CG Distributions		Amount		Short Term CG Distributions		Amount		Total		Total		Total		Total		Total	
		12,855		0		0		304,818		0		0		304,165		853	
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/59	Adjusted Basis as of 12/31/59	Excess of FMV Over Adj. Basis	Gains Minus Excess of FMV Over Adjusted Basis of Losses				
1 COMCAST CORP CLASS A	20030N101		1/25/2012	2/1/2013	5,802		0	4,587	2,235	0	0	0	2,235				
2 COMCAST CORP CLASS A	20030N101		3/29/2012	2/1/2013	1,307		0	1,008	299	0	0	0	299				
3 GENERAL ELECTRIC COM S 000% 2/01	369604AY9		1/11/2003	2/1/2013	25,000		0	25,053	53	0	0	0	53				
4 HALLIBURTON CO	406218101		9/12/2012	9/28/2013	838		0	364	274	0	0	0	274				
5 IBM CORPORATION 4 750% 11/28/12	458200BA8		1/7/2003	1/12/2012	50,000		0	49,941	59	0	0	0	59				
6 ISHARES S&P LATIN AMERICA 40	464287390		3/27/2012	7/12/2013	16,329		0	25,029	-8,700	0	0	0	-8,700				
7 KIMBERLY CLARK CORP COM	494368103		1/25/2012	11/28/2012	5,413		0	4,510	903	0	0	0	903				
8 KIMBERLY CLARK CORP COM	494368103		3/29/2012	11/28/2012	1,804		0	1,540	264	0	0	0	264				
9 PIMCO MODERATE DURATION INST #1	693390593		9/7/2012	2/8/2013	20,000		0	20,479	-479	0	0	0	-479				
10 ROYCE SPECIAL EQUITY FD INV #327	780905782		9/8/2012	7/12/2013	87,278		0	80,000	7,278	0	0	0	7,278				
11 SAFEWAY INC NEW	786514208		1/25/2012	3/12/2013	2,434		0	2,322	112	0	0	0	112				
12 SAFEWAY INC NEW	786514208		1/25/2012	4/5/2013	2,392		0	2,185	207	0	0	0	207				
13 SAFEWAY INC NEW	786514208		3/29/2012	4/5/2013	224		0	182	42	0	0	0	42				
14 SAFEWAY INC NEW	786514208		3/29/2012	8/19/2013	2,342		0	1,985	357	0	0	0	357				
15 VANGUARD INFLAT PROT SECS ADM #	822031737		3/27/2012	2/8/2013	40,000		0	39,590	410	0	0	0	410				
16 VANGUARD INFLAT PROT SECS ADM #	822031737		3/27/2012	7/19/2013	60,855		0	65,410	-4,555	0	0	0	-4,555				

[illegible]

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

	Date	Amount
1 Credit from prior year return	1	2,905
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	0
7 Total	7	2,905



**Part VII-A, Line 8b (990-PF) - Copy of Form 990-PF to Attorney General**

FLORIDA DOES NOT REQUIRE AND PREFERS THAT WE DO NOT FURNISH A COPY OF FORM 990PF TO THEIR OFFICE

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Account #	Security Type	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
4019312410	Cash	59-6540711			\$ -	-	\$ -
4019874349	Cash	59-6540711			\$ -	-	\$ -
					\$ -		\$ -
4019312410	Savings & Temp Inv	59-6540711	VP0528308	FEDERATED TREAS OBL FD 68	\$ 47,734 16	47,734 16	\$ 47,734 16
4019312410	Savings & Temp Inv	59-6540711	VP0528308	FEDERATED TREAS OBL FD 68	\$ 8,706 47	8,706 47	\$ 8,706 47
4019874349	Savings & Temp Inv	59-6540711	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	\$ 2,761 79	2,761 79	\$ 2,761 79
4019874349	Savings & Temp Inv	59-6540711	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	\$ 3,324 28	3,324 28	\$ 3,324 28
					\$ 62,526 70		\$ 62,526 70
4019312410	Invest - Corp Bonds	59-6540711	637432DC6	NATIONAL RURAL UTILI 4 750% 3/01/14	\$ 35,495 95	35,000 00	\$ 34,656 30
4019874349	Invest - Corp Stock	59-6540711	00206R102	AT & T INC	\$ 7,203 80	199 00	\$ 5,911 69
4019874349	Invest - Corp Stock	59-6540711	020002101	ALLSTATE CORP	\$ 10,028 34	189 00	\$ 5,677 54
4019874349	Invest - Corp Stock	59-6540711	039483102	ARCHER DANIELS MIDLAND CO	\$ 8,220 90	201 00	\$ 6,031 69
4019874349	Invest - Corp Stock	59-6540711	064058100	BANK NEW YORK MELLON CORP COM	\$ 8,363 40	263 00	\$ 5,682 66
4019874349	Invest - Corp Stock	59-6540711	071813109	BAXTER INTL INC	\$ 6,916 35	105 00	\$ 5,774 58
4019874349	Invest - Corp Stock	59-6540711	111320107	BROADCOM CORPORATION COM	\$ 6,118 88	229 00	\$ 7,902 52
4019874349	Invest - Corp Stock	59-6540711	126650100	CVS/CAREMARK CORPORATION	\$ 8,778 66	141 00	\$ 5,990 39
4019874349	Invest - Corp Stock	59-6540711	14149Y108	CARDINAL HEALTH INC COM	\$ 8,505 70	145 00	\$ 6,079 54
4019874349	Invest - Corp Stock	59-6540711	166764100	CHEVRON CORP	\$ 7,077 64	59 00	\$ 5,704 50
4019874349	Invest - Corp Stock	59-6540711	17275R102	CISCO SYSTEMS INC	\$ 6,271 68	278 00	\$ 4,339 37
4019874349	Invest - Corp Stock	59-6540711	20825C104	CONOCOPHILLIPS	\$ 8,212 96	112 00	\$ 6,243 46
4019874349	Invest - Corp Stock	59-6540711	263534109	DU PONT E I DE NEMOURS & CO	\$ 7,160 40	117 00	\$ 5,884 58
4019874349	Invest - Corp Stock	59-6540711	281020107	EDISON INTL COM	\$ 7,256 44	148 00	\$ 5,997 93
4019874349	Invest - Corp Stock	59-6540711	406216101	HALLIBURTON CO	\$ 10,765 09	203 00	\$ 5,676 84
4019874349	Invest - Corp Stock	59-6540711	458140100	INTEL CORP	\$ 8,221 92	336 00	\$ 8,446 45
4019874349	Invest - Corp Stock	59-6540711	478160104	JOHNSON & JOHNSON	\$ 8,797 95	95 00	\$ 6,183 90
4019874349	Invest - Corp Stock	59-6540711	478366107	JOHNSON CONTROLS INC	\$ 10,245 30	222 00	\$ 6,924 02
4019874349	Invest - Corp Stock	59-6540711	50076Q106	KRAFT FOODS GROUP INC	\$ 7,612 50	140 00	\$ 6,100 67
4019874349	Invest - Corp Stock	59-6540711	548661107	LOWES COS INC	\$ 9,956 00	200 00	\$ 5,391 24
4019874349	Invest - Corp Stock	59-6540711	565849106	MARATHON OIL CORP	\$ 7,016 74	199 00	\$ 6,298 13
4019874349	Invest - Corp Stock	59-6540711	571748102	MARSH & MCLENNAN COS INC	\$ 8,747 80	191 00	\$ 6,046 05
4019874349	Invest - Corp Stock	59-6540711	58933Y105	MERCK & CO INC NEW	\$ 7,394 76	164 00	\$ 6,035 82
4019874349	Invest - Corp Stock	59-6540711	609207105	MONDELEZ INTERNATIONAL INC	\$ 8,580 75	255 00	\$ 6,813 15
4019874349	Invest - Corp Stock	59-6540711	620076307	MOTOROLA SOLUTIONS, INC	\$ 7,815 00	125 00	\$ 5,822 53
4019874349	Invest - Corp Stock	59-6540711	666807102	NORTHROP GRUMMAN CORP	\$ 11,073 53	103 00	\$ 6,125 14
4019874349	Invest - Corp Stock	59-6540711	674599105	OCCIDENTAL PETE CORP	\$ 7,590 32	79 00	\$ 6,565 86
4019874349	Invest - Corp Stock	59-6540711	717081103	PFIZER INC	\$ 8,469 06	276 00	\$ 5,362 12
4019874349	Invest - Corp Stock	59-6540711	74834L100	QUEST DIAGNOSTICS INC	\$ 7,848 21	131 00	\$ 7,783 98
4019874349	Invest - Corp Stock	59-6540711	755111507	RAYTHEON CO	\$ 9,802 03	119 00	\$ 5,934 24
4019874349	Invest - Corp Stock	59-6540711	89417E109	TRAVELERS COMPANIES, INC	\$ 8,543 70	99 00	\$ 4,380 19
4019874349	Invest - Corp Stock	59-6540711	92343V104	VERIZON COMMUNICATIONS	\$ 8,283 64	164 00	\$ 6,156 03
4019874349	Invest - Corp Stock	59-6540711	94106L109	WASTE MANAGEMENT INC	\$ 7,706 58	177 00	\$ 6,101 14
4019874349	Invest - Corp Stock	59-6540711	984121103	XEROX CORP	\$ 7,534 52	758 00	\$ 6,026 72
					\$ 272,120 55		\$ 201,394 67
4019312410	Invest - Other	59-6540711	04314H204	ARTISAN INTERNATIONAL FUND #661	\$ 122,597 80	4,139 02	\$ 90,464 18
4019312410	Invest - Other	59-6540711	131649709	CALVERT CAPTL ACCUMULATION-I #764	\$ 95,483 04	2,283 74	\$ 79,177 16
4019312410	Invest - Other	59-6540711	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	\$ 111,452 67	5,082 20	\$ 90,000 00
4019312410	Invest - Other	59-6540711	315920702	FID ADV EMER MKTS INC- CL I #607	\$ 98,367 23	7,169 62	\$ 99,000 00
4019312410	Invest - Other	59-6540711	367829884	GATEWAY FUND - Y #1986	\$ 95,365 95	3,339 14	\$ 90,000 00
4019312410	Invest - Other	59-6540711	411511306	HARBOR INTERNATIONAL FD INST #2011	\$ 169,493 91	2,394 32	\$ 145,000 03
4019312410	Invest - Other	59-6540711	44980Q518	ING INTERNATIONAL REAL EST-I #2664	\$ 47,871 29	4,950 50	\$ 30,000 00
4019312410	Invest - Other	59-6540711	44981V706	ING REAL ESTATE FUND CL-I #2190	\$ 97,181.56	5,333 79	\$ 48,679 00
4019312410	Invest - Other	59-6540711	464287614	ISHARES RUSSELL 1000 GROWTH ETF	\$ 120,916 24	1,481 00	\$ 99,892 60
4019312410	Invest - Other	59-6540711	464287887	ISHARES S&P SMALL-CAP 600 GROWTH	\$ 78,006 80	695 00	\$ 55,745 88
4019312410	Invest - Other	59-6540711	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	\$ 89,664 63	10,908 11	\$ 86,000 00
4019312410	Invest - Other	59-6540711	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	\$ 186,570 60	4,927 91	\$ 168,350 00
4019312410	Invest - Other	59-6540711	693390304	PIMCO LOW DURATION FD I #36	\$ 59,255 01	5,730 66	\$ 60,000 00
4019312410	Invest - Other	59-6540711	693390593	PIMCO MODERATE DURATION-INST #120	\$ 78,344 92	7,308 30	\$ 79,520 74
4019312410	Invest - Other	59-6540711	722005667	PIMCO COMMODITY REAL RET STRAT-I#45	\$ 84,542 71	14,963 31	\$ 101,000 00
4019312410	Invest - Other	59-6540711	76628R615	RIDGEWORTH FD-MIDCAP VAL EQ I #5412	\$ 105,881 63	7,130 08	\$ 48,697 32
4019312410	Invest - Other	59-6540711	863137105	STRATTON SM-CAP VALUE FD #37	\$ 74,655 51	1,043 84	\$ 70,000 00
4019312410	Invest - Other	59-6540711	87234N302	TCW FUNDS SELECT EQUITIES-I #4730	\$ 142,384 49	5,732 07	\$ 119,270 22
4019312410	Invest - Other	59-6540711	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	\$ 82,873 50	7,301 63	\$ 81,332 49
					\$ 1,940,909 49		\$ 1,642,129 62

<b>TOTAL ASSETS</b>	<b>\$ 2,311,052 69</b>	<b>\$ 1,940,707 29</b>
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