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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

DEC 1, 2012

, and ending

NOV 30, 2013

Name of foundation

THE FULLERTON FOUNDATION

A Employer identification number

57-0847444

Number and street (or P O box number if mail is not delivered to street address)

P. O. BOX 2208

Room/suite

B Telephone number

864-489-6678

City or town, state, and ZIP code

GAFFNEY, SC 29342-2208

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐I Fair market value of all assets at end of year
(from Part II, col (c), line 16)

>\$ 39,045,647. (Part I, column (d) must be on cash basis.)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses**
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <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	985,940.	985,940.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,989,224.			
	b Gross sales price for all assets on line 6a	30,297,060.			
	7 Capital gain net income (from Part IV, line 2)		1,989,224.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	<141,534.>	<228,268.>		STATEMENT 2	
12 Total. Add lines 1 through 11	2,833,630.	2,746,896.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	155,047.	38,762.		116,285.
	14 Other employee salaries and wages	30,737.	7,684.		23,053.
	15 Pension plans, employee benefits	11,422.	2,856.		8,567.
	16a Legal fees STMT 3	210.	0.		210.
	b Accounting fees STMT 4	14,500.	3,625.		10,875.
	c Other professional fees STMT 5	171,774.	116,806.		0.
	17 Interest				
	18 Taxes STMT 6	109,636.	20,514.		9,065.
	19 Depreciation and depletion	8,571.	2,143.		
	20 Occupancy				
	21 Travel, conferences, and meetings	25,303.	0.		25,203.
	22 Printing and publications				
	23 Other expenses STMT 7	121,671.	88,327.		32,935.
	24 Total operating and administrative expenses. Add lines 13 through 23	648,871.	280,717.		226,193.
	25 Contributions, gifts, grants paid	1,859,392.			1,859,392.
26 Total expenses and disbursements. Add lines 24 and 25	2,508,263.	280,717.		2,085,585.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	325,367.				
b Net investment income (if negative, enter -0-)		2,466,179.			
c Adjusted net income (if negative, enter -0-)			N/A		

223501
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

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		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			50,740.	3,876.	3,876.
	2 Savings and temporary cash investments			2,586,310.	913,102.	913,102.
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations STMT 9			3,497,643.	2,942,124.	2,907,552.
	b Investments - corporate stock STMT 10			13,001,534.	19,732,594.	21,776,426.
	c Investments - corporate bonds STMT 11			5,354,087.	4,736,978.	4,902,755.
11 Investments - land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 12			7,264,158.	4,751,654.	5,399,369.	
14 Land, buildings, and equipment basis ▶ 338,920.						
Less accumulated depreciation ▶ 191,337.			156,153.	147,583.	147,583.	
15 Other assets (describe ▶ STATEMENT 13)			3,791,543.	3,004,683.	2,994,984.	
16 Total assets (to be completed by all filers)			35,702,168.	36,232,594.	39,045,647.	
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	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 ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted			35,702,168.	36,232,594.	
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds					
	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			35,702,168.	36,232,594.	
	31 Total liabilities and net assets/fund balances			35,702,168.	36,232,594.	

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	35,702,168.
2 Enter amount from Part I, line 27a	2	325,367.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	205,059.
4 Add lines 1, 2, and 3	4	36,232,594.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	36,232,594.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 30,297,060.		28,307,836.	1,989,224.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			1,989,224.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	1,989,224.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,695,348.	38,296,899.	.044269
2010	2,060,906.	39,883,231.	.051673
2009	1,957,280.	39,319,626.	.049779
2008	2,203,038.	37,450,459.	.058825
2007	2,253,693.	44,773,727.	.050335

2 Total of line 1, column (d)	2	.254881
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.050976
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	39,212,828.
5 Multiply line 4 by line 3	5	1,998,913.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	24,662.
7 Add lines 5 and 6	7	2,023,575.
8 Enter qualifying distributions from Part XII, line 4	8	2,085,585.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	24,662.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	24,662.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	24,662.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	92,731.	
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	92,731.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	68,069.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 25,000. Refunded <input type="checkbox"/>	11	43,069.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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
4a 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?	X	
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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> SC		
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 ► N/A	13	X	
14	The books are in care of ► W. CARLISLE HAMRICK Located at ► GAFFNEY, SC Telephone no. ► 864-489-6678 ZIP+4 ► 29342-2208			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
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 ►	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 ► <input type="checkbox"/>	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? If "Yes," list the years ► _____, _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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.

(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
SEE STATEMENT 14		155,047.	16,452.	0.

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

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

Total number of other employees paid over \$50,000

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CITIGROUP GLOBAL MARKETS INC. - 700 SPRINGS FOREST RD. SUITE 200, RALEIGH, NC 27609	INVESTMENT MANAGEMENT	171,774.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	0.
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	39,574,721.
b	Average of monthly cash balances	1b	87,674.
c	Fair market value of all other assets	1c	147,583.
d	Total (add lines 1a, b, and c)	1d	39,809,978.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	39,809,978.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	597,150.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	39,212,828.
6	Minimum investment return. Enter 5% of line 5	6	1,960,641.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,960,641.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	24,662.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	24,662.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,935,979.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,935,979.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,935,979.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,085,585.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,085,585.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	24,662.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,060,923.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,935,979.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,686,892.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 2,085,585.				
a Applied to 2011, but not more than line 2a			1,686,892.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				398,693.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				1,537,286.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

- ### 1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

CHARLES J. BONNER, EXECUTIVE DIRECTOR, 864-489-6678
P.O. BOX 2208, GAFFNEY, SC 29342-2208

P.O. BOX 2208, GAFFNEY, SC 29342-2208

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

SEE ATTACHED STATEMENTS 17 & 18

c Any submission deadlines:

MARCH 13 AND MARCH 27 (SCHOLARSHIPS)

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

SEE ATTACHED STATEMENTS 17 & 18

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED STATEMENT 19		PUBLIC CHARITIES		1,859,392.
Total			3a	1,859,392.
b Approved for future payment				
SEE ATTACHED STATEMENT 20		PUBLIC CHARITIES		2,414,448.
Total			3b	2,414,448.

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	HAYS ADVISORY	P	VARIOUS	VARIOUS
b	SANTA BARBARA	P	VARIOUS	VARIOUS
c	MOODY ALDRICH PARTNERS	P	VARIOUS	VARIOUS
d	SNOW CAPITAL	P	VARIOUS	VARIOUS
e	WENTWORTH, HAUSER, & VIOLICH	P	VARIOUS	VARIOUS
f	NWQ	P	VARIOUS	VARIOUS
g	CAMBIAR INVESTMENTS	P	VARIOUS	VARIOUS
h	UNIFIED MANAGEMENT	P	VARIOUS	VARIOUS
i	WEDGE CAPITAL MANAGEMENT	P	VARIOUS	VARIOUS
j	MANAGED FUTURES	P	VARIOUS	VARIOUS
k	K2 OVERSEAS INVESTMENTS	P	VARIOUS	VARIOUS
l	AURORA	P	VARIOUS	VARIOUS
m	SCHEDULE K-1 NET SHORT TERM GAIN/LOSS	P	VARIOUS	VARIOUS
n	SCHEDULE K-1 NET LONG TERM GAIN/LOSS	P	VARIOUS	VARIOUS
o	SCHEDULE K-1 SECTION 1256	P	VARIOUS	VARIOUS

(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 45,959.		50,649.	<4,690.>
b 19,657.		16,656.	3,001.
c 12,731.		7,339.	5,392.
d 46,939.		39,120.	7,819.
e 81,989.		61,937.	20,052.
f 8,957.		5,970.	2,987.
g 65,457.		57,666.	7,791.
h 18,302,158.		16,835,518.	1,466,640.
i 8,929,956.		8,727,536.	202,420.
j 924,723.		788,408.	136,315.
k 800,000.		589,099.	210,901.
l 1,050,000.		1,019,076.	30,924.
m		24,321.	<24,321.>
n		37,131.	<37,131.>
o		47,410.	<47,410.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<4,690.>
b			3,001.
c			5,392.
d			7,819.
e			20,052.
f			2,987.
g			7,791.
h			1,466,640.
i			202,420.
j			136,315.
k			210,901.
l			30,924.
m			<24,321.>
n			<37,131.>
o			<47,410.>

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 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

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	NWQ INTL	P	VARIOUS	VARIOUS
b	SCHEDULE K-1 PTP DIS. ADJ: INERGY LP	P	VARIOUS	VARIOUS
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 433.			433.
b 8,101.			8,101.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			433.
b			8,101.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,989,224.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CASH DIVIDENDS - UNIFIED MGMT	82,792.	0.	82,792.
DIVIDENDS - CAMBIAR INVESTMENTS	10,558.	0.	10,558.
DIVIDENDS - HAYS ADVISORY	12,582.	0.	12,582.
DIVIDENDS - HAYS ETF	7,258.	0.	7,258.
DIVIDENDS - K2 OVERSEAS	2.	0.	2.
DIVIDENDS - MANAGED FURTURES	2.	0.	2.
DIVIDENDS - MILLER HOWARD	5.	0.	5.
DIVIDENDS - MOODY ALDRICH	2,734.	0.	2,734.
DIVIDENDS - NWQ	7,176.	0.	7,176.
DIVIDENDS - NWQ INTL	1,523.	0.	1,523.
DIVIDENDS - SANTA BARBARA	6,041.	0.	6,041.
DIVIDENDS - SB ADVISOR	1,996.	0.	1,996.
DIVIDENDS - SNOW CAPITAL	3,711.	0.	3,711.
DIVIDENDS - SSB	203.	0.	203.
DIVIDENDS - UNIFIED MGMT	320,694.	0.	320,694.
DIVIDENDS - WEDGE	1.	0.	1.
DIVIDENDS - WENTWORTH HAUSER	2,012.	0.	2,012.
DIVIDENDS - WESTEND ADVISORS	14,429.	0.	14,429.
INTEREST - UNIFIED MGMT	205.	0.	205.
INTEREST - WEDGE	363,129.	0.	363,129.
INTEREST U.S. - WEDGE	141,676.	0.	141,676.
K-1 DIVIDENDS - VARIOUS PTP INVESTMENTS	3,601.	0.	3,601.
K-1 INTEREST - VARIOUS PTP/ ALT. INVS.	3,610.	0.	3,610.
TOTAL TO FM 990-PF, PART I, LN 4	985,940.	0.	985,940.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	<90.>	<90.>	
SCH K-1 OTHER INCOME - ACL ALTERNATIVE	<198.>	<198.>	
SCH K-1 OTHER INCOME - AUSTIN CAPITAL BMP FUND	6,563.	6,563.	
SCH K-1 OTHER INCOME - INSTITUTIONAL FUTURES	<2,730.>	<2,730.>	
SCH K-1 OTHER INCOME - VARIOUS PTP INVESTMENTS	<148,581.>	<8,153.>	
OTHER INVESTMENT ADJUSTMENTS REGARDING TAX EXEMPT INCOME	2.	<227,160.>	

GAIN ON SALE OF ASSETS

3,500.

3,500.

TOTAL TO FORM 990-PF, PART I, LINE 11

<141,534.>

<228,268.>

FORM 990-PF

LEGAL FEES

STATEMENT

3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	210.	0.		210.
TO FM 990-PF, PG 1, LN 16A	210.	0.		210.

FORM 990-PF

ACCOUNTING FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	14,500.	3,625.		10,875.
TO FORM 990-PF, PG 1, LN 16B	14,500.	3,625.		10,875.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	171,774.	171,774.		0.
INVESTMENT MANAGEMENT FEES RELATED TO TAX EXEMPT INCOME	0.	<54,968.>		0.
TO FORM 990-PF, PG 1, LN 16C	171,774.	116,806.		0.

FORM 990-PF	TAXES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL PAYROLL TAXES	10,845.	2,711.		8,134.
FEDERAL EXCISE TAXES	80,057.	0.		0.
FOREIGN TAXES	16,911.	16,911.		0.
FOREIGN TAXES - SCH K-1S	582.	582.		0.
STATE PAYROLL TAXES	1,241.	310.		931.
TO FORM 990-PF, PG 1, LN 18	109,636.	20,514.		9,065.

FORM 990-PF	OTHER EXPENSES		STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUTO EXPENSE	5,586.	0.		5,586.
SCHOLARSHIP EXPENSE	7,617.	0.		7,617.
DUES & SUBSCRIPTIONS	5,368.	1,342.		4,026.
OFFICE EXPENSE	10,075.	2,519.		7,556.
LIABILITY INSURANCE	4,437.	0.		4,437.
EMPLOYMENT EXPENSE	130.	0.		130.
TELEPHONE	1,345.	336.		1,009.
WORKERS COMP	1,573.	393.		1,180.
UTILITIES	1,858.	465.		1,394.
MISCELLANEOUS	1,646.	1,646.		0.
REPAIRS & MAINTENANCE	410.	0.		0.
SCH K-1 OTHER DEDUCTIONS -				
AAA II ENERGY FUTURES FD	14,089.	14,089.		0.
SCH K-1 OTHER DEDUCTIONS -				
CMF INSTITUTIONAL FUTURES				
PORTFOLIO LP	21,964.	21,964.		0.
SCH K-1 OTHER DEDUCTIONS -				
ACL ALTERNATIVE FUND	12,790.	12,790.		0.
SCH K-1 OTHER DEDUCTIONS -				
POLARIS FUTURES	14,755.	14,755.		0.
SCH K-1 OTHER DEDUCTIONS -				
AUSTIN CAPITAL	15,490.	15,490.		0.
SCH K-1 OTHER DEDUCTIONS -				
VARIOUS PTP INVESTMENTS	2,538.	2,538.		0.
TO FORM 990-PF, PG 1, LN 23	121,671.	88,327.		32,935.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
ADJUSTMENT FOR TIMING DIFFERENCES BETWEEN BOOKS AND TAX	205,059.
TOTAL TO FORM 990-PF, PART III, LINE 3	205,059.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	9
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT 15	X		322,274.	324,730.
SEE ATTACHED STATEMENT 15		X	2,619,850.	2,582,822.
TOTAL U.S. GOVERNMENT OBLIGATIONS			322,274.	324,730.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			2,619,850.	2,582,822.
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,942,124.	2,907,552.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT 16	19,732,594.	21,776,426.
TOTAL TO FORM 990-PF, PART II, LINE 10B	19,732,594.	21,776,426.

FORM 990-PF	CORPORATE BONDS	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT 15	4,736,978.	4,902,755.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,736,978.	4,902,755.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HEDGE FUND OF FUNDS/MANAGED FUTURES	COST	4,751,654.	5,399,369.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,751,654.	5,399,369.

FORM 990-PF	OTHER ASSETS	STATEMENT 13
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ASSET BACKED SECURITIES - SEE ATTACHED STATEMENT 15	3,791,543.	3,004,683.	2,994,984.
TO FORM 990-PF, PART II, LINE 15	3,791,543.	3,004,683.	2,994,984.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HELEN T. BADEN P.O. BOX 2208 GAFFNEY, SC 29342-2208	DIRECTOR 0.25	4,000.	0.	0.
CHARLES F. HAMRICK II P.O. BOX 2208 GAFFNEY, SC 29342-2208	CHAIRMAN 1.00	4,000.	0.	0.
LYMAN W. HAMRICK P.O. BOX 2208 GAFFNEY, SC 29342-2208	SECRETARY 1.00	4,000.	0.	0.
W. CARLISLE HAMRICK P.O. BOX 2208 GAFFNEY, SC 29342-2208	TREASURER 1.00	4,000.	0.	0.
CHARLES J. BONNER P.O. BOX 2208 GAFFNEY, SC 29342-2208	EXECUTIVE DIRECTOR 40.00	125,047.	16,452.	0.
JEAN HAMRICK HAAS P.O. BOX 2208 GAFFNEY, SC 29342-2208	DIRECTOR 0.25	4,000.	0.	0.
A. WARDLAW HAMRICK P.O. BOX 2208 GAFFNEY, SC 29342-2208	DIRECTOR 1.00	4,000.	0.	0.
VOLINA V. LYONS P.O. BOX 2208 GAFFNEY, SC 29342-2208	DIRECTOR 0.25	3,000.	0.	0.
ELAINE HAMRICK SHIELDS P.O. BOX 2208 GAFFNEY, SC 29342-2208	DIRECTOR 0.25	3,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		155,047.	16,452.	0.

THE FULLERTON FOUNDATION, INC
EIN 57-0847444
SCHEDULE OF MARKETABLE SECURITIES - OTHER SECURITIES
November 30, 2013

Description	Interest Rate	Maturity Date	Par Value	Cost	Market Value
U S Government and U S Government Agency Obligations					
US Treasury Notes	0.625%	04/30/18	300,000	\$290,747.01	\$293,226.00
US Treasury Bond	5.50%	08/15/28	25,000	\$31,527.25	\$31,504.00
Municipal Bonds				\$322,274.26	\$324,730.00
Chicago Ill Pub Bldg Commn Spl Oblig	6.50%	01/01/16	205,000	\$237,070.20	\$227,960.00
Choctaw Cnty Miss Hosp Rev	7.50%	08/01/26	50,000	\$60,406.50	\$57,896.50
Choctaw Cnty Miss Hosp Rev	7.50%	08/01/29	60,000	\$73,064.40	\$69,945.60
Fairfax Cnty Va Baddp Pub ImptE	4.15%	10/01/18	105,000	\$112,714.15	\$116,196.15
Franklin Tenn Baddp Pub Impt-B	4.45%	03/01/18	100,000	\$111,966.80	\$109,899.00
Idaho Health Facs Auth Re Oil	5.47%	09/01/16	50,000	\$57,491.45	\$56,086.50
King Cnty Wash Qecbd Genl Oblig-D	5.43%	12/01/25	70,000	\$80,244.95	\$79,034.20
Maryland St Dept Transn Cons	3.60%	06/15/17	115,000	\$123,211.95	\$122,456.60
Maryland St Genl Oblig SER-D	4.35%	08/01/25	100,000	\$110,065.15	\$107,104.00
Medical Univ SC Hosp Auth Hosp SER B	5.13%	08/15/16	70,000	\$72,947.85	\$72,132.20
Municipal Elec Auth GA Rev REF-A	5.07%	01/01/19	115,000	\$125,559.90	\$121,506.70
New Jersey St Tpk Auth SER-B	6.50%	01/01/16	95,000	\$99,747.55	\$97,911.75
New Jersey St Tpk Auth SER-B	4.25%	01/01/16	125,000	\$135,032.80	\$129,870.00
New York St Dorm Auth St pers Rev-G	3.23%	03/15/17	85,000	\$90,044.75	\$89,983.55
New York St Dorm Auth St SER-A	5.60%	12/15/15	185,000	\$212,310.60	\$202,219.80
Norfolk VA Impt Build America	4.40%	03/01/18	55,000	\$61,545.65	\$60,545.10
North Carolina Mun Pwr Agy	5.48%	01/01/21	120,000	\$129,833.20	\$131,515.20
Ohio St Major New St Infrastructure	3.64%	06/15/16	120,000	\$123,401.20	\$126,361.20
Oregon Cmnty College Dists	5.68%	06/30/26	60,000	\$68,559.80	\$69,360.60
Oregon Sch Brds Assn	4.67%	06/30/20	75,000	\$78,048.55	\$82,289.25
Oregon St Genl Oblig	5.31%	06/01/16	45,000	\$50,041.75	\$48,221.55
University Ala Gen Rev	4.64%	07/01/19	50,000	\$56,116.55	\$54,802.50
Virginia College Bldg Auth Va Edl	5.00%	09/01/25	90,000	\$102,387.45	\$95,153.40
Virginia St Hsg Dev Auth REV-C	6.07%	08/01/18	70,000	\$84,573.70	\$80,685.50
Virginia St Hsg Dev Auth REV-C	6.07%	11/01/18	150,000	\$163,463.30	\$173,685.00
Total				\$2,619,850.15	\$2,582,821.85
Corporate Bonds					
Allstate Corp	7.45%	05/16/19	150,000	\$164,156.85	\$189,729.00
Bank of America Corp	5.63%	07/01/20	210,000	\$237,337.80	\$240,229.50
BB&T Corporation	2.15%	03/22/17	215,000	\$214,403.95	\$219,117.25
Berkshire Hathaway Inc	3.00%	05/15/22	290,000	\$276,715.10	\$280,899.80
Caterpillar Financial	2.05%	08/01/16	165,000	\$167,575.85	\$170,182.65
Chevron Corp	3.19%	06/24/23	270,000	\$267,102.90	\$263,036.70
Citigroup Inc	4.45%	01/10/17	260,000	\$273,209.55	\$283,662.60
Conocophillips	5.75%	02/01/19	140,000	\$162,498.00	\$164,798.20
Deere & Company	2.60%	06/08/22	175,000	\$162,723.75	\$165,588.50
Eli Lilly & Co	5.20%	03/15/17	230,000	\$260,251.90	\$259,603.30
General Electric Captial Corp	1.00%	08/11/15	270,000	\$270,337.50	\$271,890.00
IBM Corp	7.63%	10/15/18	125,000	\$166,278.85	\$158,177.50
Johnson & Johnson	2.95%	09/01/20	145,000	\$149,566.05	\$149,013.60
JP Morgan Chase & Co	6.00%	01/15/18	190,000	\$188,130.30	\$220,213.80
McDonalds Corp	1.88%	05/29/19	110,000	\$110,869.05	\$109,360.90
Microsoft Corp	2.38%	05/01/23	175,000	\$159,164.25	\$158,924.50
Pepsico Inc	7.90%	11/01/18	165,000	\$188,879.75	\$210,049.95
SBC Communications	5.63%	06/15/16	240,000	\$249,222.65	\$266,760.00
Suntrust Bank	5.45%	12/01/17	145,000	\$143,398.30	\$159,834.95
Verizon Communications	8.75%	11/01/18	268,000	\$314,374.29	\$344,661.40
Wal-Mart Stores Inc	4.13%	02/01/19	145,000	\$163,747.45	\$160,122.05
Wells Fargo Co	4.60%	04/01/21	415,000	\$447,033.85	\$456,898.40
Total				\$4,736,977.94	\$4,902,754.55
Asset Backed Securities					
FNMA 10 YR BALLOON 745935	5.87%	08/01/16	325,000	\$302,780.32	\$307,831.39
FNMA 10 YR BALLOON 888267	5.67%	02/01/17	515,000	\$451,033.67	\$445,213.10
FNMA 7 YR BALLOON 957710	5.64%	09/01/18	65,000	\$70,483.43	\$67,474.87
FNMA 7 YR BALLOON 958347	5.46%	03/01/19	175,000	\$189,137.69	\$182,995.50
FHLMC 15 YR GOLD G18016	5.00%	10/01/19	95,000	\$9,515.07	\$9,573.60
FNMA 7 YR BALLOON 464690	4.54%	03/01/20	165,000	\$178,652.23	\$179,113.63

FNMA 7 YR BALLOON 464933	4 19%	04/01/20	170,000	\$176,317 92	\$175,805 60
FEDERAL NATIONAL MTG ASSN POOL MA0629	3 50%	01/01/21	430,000	\$199,118 95	\$198,743 05
FEDL NATL MTG ASSOC I) YR POOL MA0654	3 50%	02/01/21	115,000	\$54,155 59	\$54,896 36
FEDL NATL MTG ASSOC 10 YR POOL MA0740	3 50%	05/01/21	150,000	\$76,326 41	\$76,154 88
FEDL NATL MTG ASSOC 10 YR POOL MA0793	3 50%	07/01/21	330,000	\$175,448 32	\$175,566 74
FHLMC 15 YR GOLD J19054	3 00%	05/01/22	280,000	\$216,729 98	\$216,966 74
FEDERAL NATIONAL MTG ASSN POOL 984262	6 00%	06/01/23	210,000	\$77,601 55	\$76,297 22
FEDERAL NATIONAL MTG ASSN POOL 889986	6 00%	11/01/23	685,000	\$126,772 70	\$125,413 75
FED FARM CR BK 3133EA6C7	2 50%	10/24/25	60,000	\$54,144 00	\$53,755 20
FEDERAL NATIONAL MTG ASSN POOL AL3589	5 50%	09/01/26	115,000	\$102,409 73	\$102,178 52
FED FARM CR BK 3133ED656	3 74%	05/05/27	60,000	\$60,030 47	\$58,721 40
FEDERAL HOME LOAN MTG CORP 782451	5 11%	10/01/34	650,000	\$35,905 24	\$36,506 41
FEDERAL NATIONAL MTG ASSN POOL 735608	2 49%	03/01/35	425,000	\$55,502 82	\$56,362 71
FEDERAL NATIONAL MTG ASSN POOL 817509	5 17%	09/01/35	120,000	\$22,387 26	\$22,627 05
FEDERAL NATIONAL MTG ASSN POOL 745169	5 15%	01/01/36	275,000	\$40,851 50	\$41,261 70
FEDERAL NATIONAL MTG ASSN POOL AD9605	3 54%	08/01/40	505,000	\$183,869 74	\$185,892 16
GOVT NATL MTG ASSOC PROJECT 634710	5 50%	11/15/46	150,000	\$145,508 49	\$145,632 07
TOTAL				\$3,004,683 08	\$2,994,983 65
TOTAL				\$10,683,785 43	\$10,805,290.05

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Quantity	Name	Total Cost	Market Value
203	3M COMPANYA+	\$26,446.82	\$27,102.53
1,804	ABBOTT LABORATORIESA	\$62,439.38	\$68,894.76
199	ACCENTURE PLC IRELAND CL AN/R	\$15,772.82	\$15,416.53
4,660	ACCOR S A UNSPONSORED ADNR/A	\$30,569.55	\$41,241.00
1,165	ADOBE SYSTEMSB+	\$37,799.74	\$66,148.70
910	AGILENT TECHNOLOGIESB-	\$35,833.80	\$48,748.70
150	AGRIUM INCB	\$13,349.85	\$13,510.50
2,046	AIA GROUP LTD SPON ADNR/A	\$41,963.46	\$41,554.26
1,456	AIR LIQUIDE ADNR/R	\$39,901.24	\$40,578.72
975	AISIN SEIKI CO LTD ADNR/A	\$39,339.89	\$39,711.75
1,763	AKBANK TURK ANONIM SIRKETI ADNR/A	\$18,847.18	\$12,922.79
659	ALLERGAN INCB+	\$57,235.18	\$63,955.95
102	AMAZON COM INCB-	\$37,190.14	\$40,149.24
3,130	AMBEV S A SPONSORED ADNR/R	\$25,384.85	\$23,662.80
1,140	AMER INTL GP INC NEWB-	\$37,529.29	\$56,715.00
3,042	AMERICA MOVIL SA DE CV ADR LN/R	\$64,425.97	\$70,696.08
615	AMERICAN EXPRESS COB+	\$44,386.65	\$52,767.00
380	AMERIGAS PARTNERS COMMON UNITSN/R	\$17,932.93	\$16,423.60
553	AMERISOURCEBERGEN CORPA	\$23,127.26	\$39,003.09
285	AMGEN INCB+	\$19,463.26	\$32,512.80
1,760	ANGLOGOLD ASHANTI LIMITEDN/R	\$60,812.16	\$23,918.40
494	AON PLC SHS CL-AB+	\$25,738.20	\$40,330.16
600	APACHE CORPB+	\$55,822.72	\$54,894.00
860	APPLIED MATERIALS INCB	\$9,809.07	\$14,878.00
536	ARCHER DANIELS MIDLAND	\$16,364.42	\$21,574.00
670	ARM HOLDINGS PLC ADSN/R	\$30,639.03	\$33,433.00
2,835	ASAHI KAISEI CORP ADNR/A	\$30,197.30	\$44,878.05
1,135	ATLAS WORLDWIDE HLDGS INC NEWN/R	\$50,663.37	\$43,584.00
1,120	AVNET INCB-	\$34,031.63	\$44,688.00
1,030	AVON PRODUCTS INCB	\$18,166.84	\$18,364.90
1,599	AXA ADSN/R	\$25,364.52	\$42,021.72
204	BAIDU INC ADSN/R	\$18,445.11	\$33,980.28
1,190	BAKER HUGHES INCB+	\$55,225.91	\$67,782.40
4,175	BANCO BILBAO VIZ ARG SA ADSN/R	\$37,739.37	\$49,640.75
3,525	BANCO DO BRASIL SA SPON ADNR/A	\$50,067.45	\$39,233.25
775	BANCO MACRO S.A. SPONS ADNR/R	\$12,684.31	\$24,342.75
2,455	BARCLAYS PLC ADNR/R	\$39,634.81	\$43,649.90
435	BARNES GROUP INCORPORATEDB+	\$9,921.95	\$15,877.50
750	BARRICK GOLD CORPB	\$27,720.17	\$12,367.50
314	BED BATH & BEYOND INCB+	\$18,775.34	\$24,501.42
494	BIDVEST GROUP LTD SPONS ADNR/A	\$25,124.20	\$24,858.08
1,152	BIG LOTS INC OHIOB	\$35,498.88	\$44,156.16
315	BIOGEN IDEC INCB	\$54,191.44	\$91,655.55
12,160	BOMBARDIER INC CL B SUB VTGB-	\$49,157.78	\$55,084.80
233	BORG WARNER INCB	\$23,826.35	\$24,970.61
442	BP PLC ADSN/R	\$17,709.42	\$20,778.42
301	BUNGE LTDN/R	\$24,139.15	\$24,116.12
1,305	CA INCORPORATEDB	\$28,642.40	\$43,065.00
1,450	CANADIAN NATURAL RESOURCES LTDB+	\$43,850.56	\$47,734.00
1,280	CAP GEMINI SA ADNR/A	\$29,312.10	\$41,881.60
330	CAPITAL ONE FINANCIAL CORPB+	\$18,690.28	\$23,637.90
218	CELGENE CORPB	\$17,757.29	\$35,265.86
960	CENTURYLINK INCB	\$33,155.55	\$29,472.00
655	CHECK POINT SOFTWARE TECH LTDN/R	\$33,464.54	\$40,518.30
1,482	CHESAPEAKE ENERGY CORPB-	\$27,307.45	\$39,821.34
2,754	CHINA CONSTRUCTION BANK CORPN/A	\$43,513.20	\$44,697.42
447	CHINA MERCHANTS HLDGS INTL CON/A	\$17,039.64	\$16,471.95

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621	CHINA MOBILE LTDN/R	\$33,110.42	\$33,683.04
1,330	CIELO SA SPONSORED ADR NEWN/A	\$35,326 81	\$39,274 90
900	CISCO SYS INCB+	\$18,147 89	\$19,125.00
980	CITIGROUP INC NEWB-	\$33,836.88	\$51,861.60
425	CITRIX SYSTEMS INCB+	\$24,083.65	\$25,211.00
1,718	CLICKS GROUP LTD SPONS ADRN/A	\$22,835 74	\$22,230.92
102	CNOOC LTD ADSN/R	\$18,507.19	\$20,877 36
2,006	COACH INCB+	\$105,045.56	\$116,147 40
1,147	COCA COLA COA+	\$41,651 81	\$46,097 93
132	COCA COLA FEMSA S A ADRN/R	\$14,776.74	\$15,991.80
641	COCHLEAR LTD UNSPON ADRN/A	\$17,808.33	\$17,185.21
212	COGNIZANT TECH SOLUTIONS CL AB+	\$19,791 32	\$19,904 68
1,256	COLGATE PALMOLIVE COA+	\$72,914 18	\$82,657 36
2,356	COMMERCIAL INTL BNK LTD SP ADRN/A	\$10,341 90	\$13,617 68
1,147	COMMUNITY HLTH SYS INC NEWB+	\$28,998 47	\$47,313 75
735	COSTCO WHOLESALE CORP NEWA	\$52,166 18	\$92,191 05
850	CROWN CASTLE INTLB-	\$55,992 60	\$63,095.50
1,435	CVS CAREMARK CORPA+	\$75,862.29	\$96,087.60
780	DAIMLER AGN/R	\$41,269 84	\$64,730 51
264	DASSAULT SYSTEMS SA ADSN/R	\$31,005.32	\$30,396 96
1,171	DBS GROUP HOLDINGS LTD SPN/A	\$58,993.67	\$64,241.06
5,756	DEUTSCHE BOERSE AG UNSPON ADRN/A	\$30,294.11	\$44,378.76
644	EATON CORP PLC SHSN/R	\$40,504.53	\$46,793.04
2,914	EBAY INCB	\$150,885 99	\$147,215.28
1,470	EL PASO PIPELINE PARTNERS LPN/R	\$49,169.60	\$61,122.60
3,989	EMC CORP MASSB+	\$98,430.02	\$95,137.65
458	EMERSON ELECTRIC COA+	\$30,817 45	\$30,681 42
1,550	ENBRIDGE ENERGY PTNRS LPN/R	\$46,096 07	\$46,639 50
2,655	ENERGY TRANS EQTY LPN/R	\$107,702 07	\$198,514 35
1,300	ENERGY TRANSFER PARTNERS L PN/R	\$57,693 06	\$70,408 00
5,810	ENTERPRISE PROD PRTNRS L P N/R	\$275,128 79	\$365,855.70
400	EQT MIDSTREAM PTNRS LPN/R	\$18,875 86	\$21,996 00
1,524	ESTEE LAUDER CO INC CL AA-	\$96,213 33	\$114,239.04
2,820	EURO AERO DEF AND SPACE CO ADRN/A	\$26,350.06	\$50,252.40
495	EV ENERGY PARTNERS LPN/R	\$29,898 87	\$16,186 50
1,010	EXPRESS SCRIPTS HLDG CO COMB+	\$57,572.52	\$68,023.50
301	EXXON MOBIL CORPA+	\$28,763 56	\$28,137.48
264	F5 NETWORKS INCB+	\$23,050.62	\$21,716.64
1,579	FANUC CORPORATION UNSP ADRN/A	\$44,464.64	\$44,290 95
4,750	FIRST NIAGARA FNCL GP NEWB+	\$40,502 80	\$52,915 00
541	FIRST REPUBLIC BANKN/R	\$26,307.21	\$27,645 10
225	FRANKLIN RESOURCES INCB+	\$10,306.76	\$12,462 75
5,594	GAZPROM O A O SPON ADRN/A	\$46,706 02	\$48,499 98
1,039	GEA GROUP AG SPON ADRN/A	\$29,576 79	\$48,686 50
1,929	GENERAL ELECTRIC COA-	\$41,262 70	\$51,427 14
1,345	GENERAL MTRS CON/R	\$33,470 90	\$52,091.85
2,145	GENESIS ENERGY LP COMN/R	\$62,899 99	\$111,282.60
276	GENL DYNAMICS CORPA	\$18,703.88	\$25,298.16
1,090	GILEAD SCIENCEB	\$60,473 59	\$81,542.90
156	GOLDMAN SACHS GRP INCB+	\$20,123.14	\$26,354.64
133	GOOGLE INC-CL AB+	\$118,425 03	\$140,925.47
662	GRUPO TELEvisa S A GLOBAL DEPN/R	\$18,364.34	\$20,197.62
2,810	HARTFORD FIN SERS GRP INCB-	\$59,853 93	\$100,120 30
526	HDFC BANK LTD ADRN/R	\$17,278 68	\$17,452 68
735	HEALTH NET INC AB-	\$20,878 45	\$22,454 25
1,095	HEINEKEN NV SPN ADRN/A	\$32,789.30	\$37,338.40
920	HITACHI 10 COM NEW ADRN/R	\$58,771 26	\$67,850 00
537	HOSPIRA INCB-	\$16,888 62	\$21,109 47

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4,024	ICAP PLC SPON ADRN/A	\$42,044.89	\$55,289.76
878	ICICI BANK LTDN/R	\$30,347.46	\$31,485.08
1,035	IMPERIAL HLDGS LTD ADRN/A	\$23,966.00	\$21,579.75
983	INDUSTRIA DE DISENO TEXTIL INDN/A	\$30,708.92	\$31,338.04
564	INFORMATICA CORPB-	\$21,725.28	\$21,888.84
294	INGERSOLL-RAND PLC SHSN/R	\$18,857.77	\$20,997.48
1,013	INTERNATIONAL PAPER COB+	\$31,270.82	\$47,256.45
3,490	IPSEN S A SPON ADRN/A	\$39,781.77	\$41,461.20
1,187	ITAU UNIBANCO MULTIPLE ADRB-	\$17,266.70	\$16,701.09
690	JOHNSON & JOHNSONA+	\$56,060.43	\$65,315.40
1,710	JOHNSON CONTROLS INCORPORATEDB+	\$51,923.11	\$86,372.10
1,742	JPMORGAN CHASE & COB+	\$86,178.91	\$99,677.24
4,800	JULIUS BAER GROUP LTD UN ADRN/A	\$34,961.38	\$45,024.00
1,600	JUNIPER NETWORKSB	\$40,841.55	\$32,432.00
1,290	KAO CORP SPONS ADRN/A	\$36,368.60	\$42,828.00
785	KB FINANCIAL GRP INC SONS ADRN/R	\$24,873.43	\$29,264.80
942	KENNAMETAL INCB+	\$38,074.31	\$44,726.16
3,588	KEYCORP NEWB-	\$34,452.27	\$45,747.00
2,365	KIMBERLY CLARK SPON ADRN/A	\$41,215.09	\$35,025.65
1,560	KINDER MORGAN ENERGY PTRS LPN/R	\$129,292.11	\$127,873.20
1,225	KOC HLDG AS UNSPON ADRN/A	\$35,683.27	\$29,020.25
1,864	KOMATSU LTD SPON ADR NEWN/R	\$43,531.88	\$38,994.88
1,205	KONINKLIJKE PHIL EL SP ADR NEWN/R	\$37,579.13	\$43,090.80
632	KUEHNE & NAGEL INTL AG ADRN/A	\$15,629.36	\$16,343.52
721	L OREAL CO ADRN/A	\$24,389.64	\$24,189.55
2,170	LINN ENERGY LLC UTS REP LTD LIN/R	\$81,335.07	\$66,011.40
580	LOEWS CORPORATIONB	\$21,131.03	\$27,463.00
3,539	LOENZA GROUP AG ZUERICH ADRN/A	\$33,408.16	\$32,948.09
1,090	LVMH MOET HENNESSY LOUIS VUITTN/A	\$38,196.37	\$41,212.90
650	MACY'S INCB+	\$19,021.47	\$34,619.00
1,900	MAGELLAN MIDSTREAM PARTNERS LPN/R	\$56,378.40	\$118,066.00
1,770	MARKWEST ENGY PTNRS LPN/R	\$94,423.00	\$122,253.90
1,880	MCDERMOTT INTERNATIONAL INCB-	\$14,716.86	\$15,322.00
147	MCKESSON CORPA-	\$24,125.30	\$24,385.83
2,100	METLIFE INCORPORATEDB	\$68,677.18	\$109,599.00
2,343	MICROSOFT CORPA-	\$73,716.32	\$89,338.59
1,530	MITSUBISHI EST ADRN/A	\$33,288.34	\$42,763.50
146	MITSUMI & CO LTD ADRN/R	\$42,621.28	\$40,571.94
1,754	MOBILE TELESYSTEMS OJSCN/R	\$35,313.98	\$36,974.32
3,270	MONDELEZ INTL INC COMB+	\$92,918.47	\$109,643.10
465	MONOTARO CO LTD ADRN/A	\$10,766.13	\$9,555.75
721	MONSANTO CO/NEWA	\$66,378.91	\$81,710.93
687	MTN GRP LTD SPONS ADRN/A	\$13,252.23	\$13,513.29
1,655	NABORS INDUSTRIES LTD NEWN/R	\$26,368.26	\$27,390.25
1,172	NEDBANK GRP LTD SPON ADRN/A	\$24,881.56	\$24,377.60
778	NESTLE SPON ADR REP REG SHRN/R	\$41,620.10	\$56,879.58
365	NETEASE COM INC ADSN/R	\$19,496.99	\$26,210.65
470	NEWMONT MINING CORP (NEW)B+	\$13,153.94	\$11,670.10
2,056	NIKE INC BA+	\$124,310.73	\$162,711.84
1,420	NIPPON TELEGRAPH&TELEPHONE ADSN/R	\$31,630.50	\$35,826.60
1,090	NORDSTROM INCA	\$50,058.13	\$67,808.90
508	NOVARTIS AG ADRN/R	\$31,541.26	\$40,192.96
700	NRG ENERGY INCB	\$16,515.39	\$18,522.00
735	OCCIDENTAL PETROLEUM CORP DEB+	\$60,226.73	\$69,795.60
266	OIL CO LUKOIL SPN ADRN/R	\$16,476.04	\$16,550.52
1,870	ONEOK PARTNERS LPN/R	\$84,374.82	\$100,157.20
2,820	ORACLE CORPA-	\$85,786.95	\$99,517.80
1,191	ORIFLAME COSMETICS SA SPON ADRN/A	\$20,718.64	\$18,686.79

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390	PACCAR INCB+	\$14,426 26	\$22,350.90
1,883	PATTERSON -UTI ENERGY INCB	\$35,897 99	\$43,892 73
1,670	PBF ENERGY INCN/R	\$39,156 84	\$48,179 50
538	PEPSICO INC NCA	\$38,913 55	\$45,439.48
1,600	PFIZER INCB+	\$29,881.06	\$50,768.00
486	PHILIP MORRIS INTL INCN/R	\$41,891.57	\$41,572.44
400	PHILIPPINE LG DIST TEL SPN ADNR/R	\$28,021 96	\$25,012.00
2,840	PLAINS ALL AMERICAN PIPLIN L PN/R	\$134,316.68	\$146,458.80
5,020	PORSCHE AUTOMOBIL HLDG SE ADNR/A	\$34,184 48	\$50,953.00
1,619	PPC LIMITED UNSPON ADNR/A	\$12,609.91	\$9,940 66
193	PRAXAIR INCA+	\$24,396.98	\$24,368 18
32	PRICELINE.COM INC NEWB+	\$30,724.07	\$38,154.56
786	PROCTER & GAMBLEA+	\$58,278 03	\$66,196.92
1,295	PT ASTRA INTERNATIONAL TBK ADNR/A	\$17,186 07	\$13,468.00
723	PT BK CENT ASIA TBK ADNR/A	\$16,195.20	\$14,510.61
4,170	PT BK MANDIRI PERSERO TBK UNSPN/A	\$40,879 09	\$26,646.30
454	PT SEMEN GRESIK PERSERO ADNR/A	\$16,862 92	\$9,824.56
775	PT TELEKOMUNIKASI INDONESIA/R	\$35,490 04	\$28,318.50
507	PT UNITED TRACTORS ADNR/A	\$19,361.22	\$15,757 56
1,213	PTT EXPLO & PRODTN SPONS ADNR/A	\$12,558 55	\$12,130.00
750	QIAGEN NV ORDNR/R	\$17,631.45	\$17,467 50
1,525	QUALCOMM INCA-	\$78,928.43	\$112,209 50
887	QUALITY SYSTB	\$16,210 43	\$20,720 32
254	RALPH LAUREN CORP CL AA	\$42,880 06	\$44,508.42
230	RAYTHEON CO (NEW)A	\$10,629 04	\$20,396.40
2,040	REGENCY ENERGY PTNRS LP UTSN/R	\$52,277.61	\$49,735.20
1,700	REPSOL SA SPON ADNR/R	\$31,470.50	\$44,489 00
881	RIO TINTO PLC SPON ADNR/R	\$43,911.19	\$46,737.05
615	ROCHE HOLDINGS ADNR/R	\$32,814.32	\$43,080 75
280	ROPER IND INCA	\$35,188 94	\$36,316.00
2,400	ROYAL DSM NV SPONSORED ADNR/A	\$31,894.73	\$47,328 00
814	SANLAM LTD ADNR/A	\$20,890 50	\$20,773.28
1,043	SANOFI ADNR/R	\$50,422 85	\$55,101 69
525	SAP AGN/R	\$36,679.42	\$43,428 00
524	SASOL LTD SPON ADNR/R	\$26,496 58	\$25,958.96
3,257	SBERBANK RUSSIA SPONSORED ADNR/A	\$41,413.73	\$40,582 22
1,065	SCHLUMBERGER LTDN/R	\$77,310.74	\$94,167.30
2,850	SECOM LTD ADNR/A	\$33,968 48	\$44,118 00
530	SEVEN & I HLDGS CO LTD ADNR/A	\$37,347.30	\$39,193 50
842	SHINHAN FINANCIAL GROUP CO LTDN/R	\$29,104.15	\$35,566.08
260	SHIRE PLC ADNR/R	\$35,140 09	\$35,310.60
573	SHOPRITE HLDGS LTD ADNR/A	\$22,458 33	\$20,284 20
515	SIGMA ALDRICH CORP DELA+	\$44,076.02	\$44,413.60
970	SONOVA HLDG AG UNSP ADNR/A	\$27,373 40	\$26,995.10
2,335	SONY FIN HLDGS INCN/A	\$36,835 47	\$41,843 20
1,438	STANDARD BANK GROUP LTD SPONN/A	\$18,655.89	\$17,212.86
447	STARBUCKS CORP WASHINGTONB+	\$22,423 37	\$36,412.62
497	STATE STREET CORPB+	\$32,825 23	\$36,087.17
390	STRYKER CORPA+	\$21,598 29	\$29,023 80
3,905	SUMITOMO MITSUI FINL GROUP INCN/R	\$39,279.61	\$39,089.05
1,125	SUNCOR ENERGY INC NEW COMA-	\$34,050 74	\$39,015 00
271	SVB FNCL GRPB	\$26,617 62	\$27,436.04
1,016	SWATCH GROUP AG ADR THE UNSPONN/A	\$33,050.48	\$33,294.32
275	T ROWE PRICE GROUP INCA-	\$21,985.37	\$22,126.50
5,395	TAIWAN SMCNDCR MFG CO LTD ADNR/R	\$93,038 78	\$95,653.35
3,819	TALISMAN ENERGY INCB	\$56,402 68	\$45,102 39
822	TARGA RES PTNRS LP REP UTSN/R	\$36,271.49	\$41,963 10
1,400	TECHNIP-COFLEXIPN/R	\$38,364 23	\$35,112.00

THE FULLERTON FOUNDATION, INC
EIN. 57-0847444
SCHEDULE OF MARKETABLE SECURITIES - EQUITY SECURITIES
NOVEMBER 30, 2013

6,440	TELE2 AB B UNSPON ADRN/A	\$39,676.84	\$39,606.00
293	TERADATA CORPN/R	\$13,240.20	\$13,372.52
700	TEREX CP NEW DELB-	\$14,858.06	\$25,424.00
2,235	TESCO PLC SPONSORED ADRN/R	\$35,110.01	\$38,374.95
2,064	TEVA PHARMACEUTICALS ADRN/R	\$88,479.23	\$84,128.64
380	TEXAS INSTRUMENTSB+	\$11,473.55	\$16,340.00
1,345	TEXTRON INCB	\$36,563.04	\$44,694.35
194	THE MOSAIC CO (HLDG CO) NEWB	\$10,480.96	\$9,292.60
571	TIGER BRANDS LTD SPON ADR NEWN/A	\$18,679.07	\$15,925.19
450	TIME WARNER INC NEWB+	\$15,671.95	\$29,569.50
1,645	TJX COS INC NEWA+	\$89,980.20	\$103,437.60
545	TORAY INDS ADRN/A	\$39,006.90	\$38,966.96
618	TRIMBLE NAV LTDB+	\$19,435.98	\$19,714.20
1,350	TURKCELL ILETISM HIZM AS NEWN/R	\$22,348.04	\$20,682.00
4,105	TURKIYE GARANTI BANKASI A SN/A	\$15,434.80	\$15,804.25
4,813	UNICHARM CORP UNSPON ADRN/A	\$61,991.44	\$61,317.62
140	UNION PACIFIC CORPA	\$10,544.05	\$22,685.60
441	UNITED PARCEL SERVICE INC CL-BB	\$33,834.85	\$45,149.58
1,260	UNUMPROVIDENT CORPB	\$27,129.01	\$42,298.20
1,235	VALE S.A. SP	\$19,955.87	\$17,327.05
475	VALERO ENERGY CP DELA NEWB	\$19,346.23	\$21,717.00
1,828	VERIFONE SYSTEMS INCN/R	\$36,372.69	\$46,815.08
390	VIACOM INC NEW CLASS BB+	\$19,524.59	\$31,266.30
178	VISA INC CL AN/R	\$18,278.39	\$36,215.88
1,193	VODACOM GROUP LIMITEDN/A	\$14,554.60	\$14,399.51
1,080	VODAFONE GP PLC ADS NEWN/R	\$29,937.08	\$40,057.20
930	WALT DISNEY CO HLDG COA+	\$47,071.13	\$65,602.20
1,197	WEICHAI PWR CO LTD UNSPON ADRN/A	\$17,220.28	\$21,246.75
323	WELLPOINT INCB+	\$19,034.45	\$30,000.24
4,071	WELLS FARGO & CO NEWA-	\$142,954.84	\$179,205.42
995	WHOLE FOODS MARKETS INCB+	\$34,941.46	\$56,317.00
1,635	WILLIAMS PARTNERS LTDN/R	\$79,558.74	\$84,022.65
264	WOOLWORTHS HLDGS LTDN/A	\$20,542.24	\$19,311.60
702	WPP PLC SPON NEW ADRN/R	\$56,545.58	\$77,753.52
857	WYNN MACAU LTD UNSPON ADRN/A	\$24,721.29	\$32,985.93
1,355	YPF SOCIEDAD ADS REP 1 CL-D SHN/R	\$20,997.18	\$40,270.60
	TOTAL	\$10,345,601.95	\$12,242,672.45

Mutual Funds

119,896.030	INVESCO BALANCED-RISK ALLOC Y	\$1,540,663.99	\$1,549,056.71
157,901.483	PIMCO ALL ASSET ALL AUTH P	\$1,731,139.98	\$1,621,648.23
107,604.193	TEMPLETON GLOBAL BD FD ADV	\$1,437,292.92	\$1,401,006.59
121,890.825	VIRTUS INSIGHT EMERG MKTS I	\$1,255,394.94	\$1,178,684.28
	TOTAL	\$5,964,491.83	\$5,750,395.81

Exchange-Traded & Closed-End Funds

70,152	ISHARES GOLD TRUST	\$1,076,415.19	\$850,943.76
16,230	ISHARES S&P 500 GRWTH ETF	\$1,227,916.46	\$1,559,865.30
8,540	SPDR DJIA TRUST	\$1,118,168.85	\$1,372,548.80
	TOTAL	\$3,422,500.50	\$3,783,357.86
	TOTAL	\$19,732,594.28	\$21,776,426.12

THE FULLERTON FOUNDATION

57-0847444

Form 990-PF, Part XV, Line 2(b)

Initial letter of application should be brief and contain background of grant requester, purpose of the grant, general financial information and documentation of Section 501(c)(3) federal tax exempt status.

Form 990-PF, Part XV, Line 2(d)

Geographical: Primarily South Carolina and North Carolina. Primary field of interest is health care and medicine with higher education secondary

THE FULLERTON FOUNDATION, INC.
GRANTS PAID IN 2013

GRANTEE	PURPOSE	AMOUNT
American Heart Association Spartanburg, SC	Provide "hands-only" CPR training to approximately 2000 upstate SC citizens by use of the Family and Friends CPR Anytime kits.	\$ 50,000.00
Clemson University Clemson, SC	Develop the driving simulator applications and training tools for therapists to assist patients with autism.	\$ 93,031.00
Converse College Spartanburg, SC	Help update some outdated laboratory equipment being used by pre-medical and other medical profession students.	\$ 60,000.00
Duke University Medical Center Durham, NC	Train primary care providers in the Carolinas to serve as leaders of local, regional and national programs so they may improve the health in our communities and make health care more accessible, effective and economical Project title: PHIL II	\$ 91,464 00
Fellowship of Christian Athletes Gaffney, SC	Help cover three years of FCA's general operating expense in Cherokee County	\$ 30,000 00
Foundation for the Carolinas (Cherokee County Community Foundation) Gaffney, SC	Challenge grant to help fund the Cherokee County Know2 initiative aimed at changing the mindset of the county's citizens towards education.	\$ 20,000.00
Fullerton Medical Scholarship Program Gaffney, SC	To assist medical students in medical school in NC and SC.	\$ 377,000 00
	East Carolina	\$ 71,000.00
	Duke University	\$ 62,500 00
	Medical University of SC	\$ 92,500.00
	University of NC	\$ 25,000 00
	University of SC	\$ 41,000 00
	Wake Forest University	\$ 85,000.00
Gardner-Webb University Boiling Springs, NC	Continued support for the Nursing School by helping provide simulation-based learning experiences in order to become better oriented to the real world of nursing in a healthcare setting and preparation for licensing in various nursing disciplines.	\$ 25,000.00
Limestone College Gaffney, SC	Help fund construction of a new campus library.	\$ 100,000.00
Medical University of SC Charleston, SC	Help with the expansion at HealthCare Simulation SC to meet the needs and demands of a rapidly growing patient simulator programs and centers across SC.	\$ 31,604 00

Medical University of SC Charleston, SC	Update "A Primer on Parkinson's Disease."	\$	30,000.00
Medical University of SC Charleston, SC	Provide the centerpiece for a new, extremely enhanced, in-house (MUSC) brain surgeon training program - a Neurovascular Angio Suite.	\$	125,000.00
Mission Healthcare Foundation Asheville, NC	Help support the expansion of the Fullerton Genetics Center into a new building which will place under one roof the laboratory and the counseling/clinical genetics services.	\$	166,667 00
Providence Hospitals Columbia, SC	Provide for a transitional care program within the four Providence Hospitals that will significantly reduce the 30 day post-discharge readmission rate for elderly patients over 65 years of age.	\$	75,000.00
SC College of Pharmacy Columbia, SC	Develop a community-based, SC geriatric outreach program whose focus is medication management for older adults.	\$	69,333.00
SC Office of Rural Health Lexington, SC	Establish a SC Primary Care Medical Home (PCMH) Institute which will provide the needed technical support to ensure primary care practices in SC gain PCMH recognition.	\$	100,000 00
SC School for the Deaf and Blind Spartanburg, SC	Help with the development of a new simulated Call Center training program which will significantly provide greater opportunities for students to gain employment upon graduation.	\$	93,076.00
Spartanburg Regional Healthcare System Foundation Spartanburg, SC	Ensure continued support for the current part-time mobile mammography patient navigator to serve Cherokee County.	\$	15,000.00
University of North Carolina at Chapel Hill Chapel Hill, NC 27599-7000	Help support I3 POP, an initiative to improve the health of populations in residency training programs across NC and SC with a limited recruitment from VA.	\$	74,017.00
University of South Carolina School of Medicine Columbia, SC	Expand the existing ultrasound multi-media production center to provide the type and amount of interactive materials, which are in demand by USC SOM and other healthcare providers.	\$	133,200.00
University of South Carolina School of Medicine Columbia, SC	Develop a prototype, referred to as ICARE, which can provide physical as well as mental health care within a primary care doctor's office via telepsychiatry	\$	50,000 00
University of SC Upstate Mary Black School of Nursing Spartanburg, SC	Expand the evolving Mary Black School of Nursing Patient Simulation Center into a full-fledged simulation teaching center not only for nursing school training, but also for advanced community partnership training	\$	50,000 00
TOTAL		\$	1,859,392.00

GRANTS APPROVED DURING THE YEAR

GRANTEE	PURPOSE	AMOUNT
<u>2014</u>		
Converse College Spartanburg, SC	Help update some outdated laboratory equipment being used by pre-medical and other medical profession students.	\$ 30,000.00
Duke University Medical Center Durham, NC	Train primary care providers in the Carolinas to serve as leaders of local, regional and national programs so they may improve the health in our communities and make health care more accessible, effective and economical. Project title: PHIL II	\$ 111,604.00
East Carolina University Greenville, NC	Implement North Carolina's highly successful MATCH program for child obesity as a pilot program in Cherokee County's four middle schools.	\$ 75,585.00
Fellowship of Christian Athletes Gaffney, SC	Help cover three years of FCA's general operating expense in Cherokee County.	\$ 30,000.00
Fullerton Medical Scholarship Program Gaffney, SC	To assist medical students in medical school in NC and SC.	\$ 163,000.00
Medical University of SC Charleston, SC	Provide the centerpiece for a new, extremely enhanced, in-house (MUSC) brain surgeon training program - a Neurovascular Angio Suite.	\$ 125,000.00
Mission Healthcare Foundation Asheville, NC	Help support the expansion of the Fullerton Genetics Center into a new building which will place under one roof the laboratory and the counseling/clinical genetics services.	\$ 166,667.00
SC College of Pharmacy Columbia, SC	Develop a community-based, SC geriatric outreach program whose focus is medication management for older adults.	\$ 69,334.00
SC Office of Rural Health Lexington, SC	Establish a SC Primary Care Medical Home (PCMH) Institute which will provide the needed technical support to ensure primary care practices in SC gain PCMH recognition.	\$ 105,377.00
Spartanburg Regional Healthcare System Foundation Spartanburg, SC	Ensure continued support for the current part-time mobile mammography patient navigator to serve Cherokee County.	\$ 15,000.00
University of North Carolina at Chapel Hill Chapel Hill, NC 27599-7000	Help support I3 POP, an initiative to improve the health of populations in residency training programs across NC and SC with a limited recruitment from VA.	\$ 66,088.00
University of South Carolina School of Medicine	Expand the existing ultrasound multi-media production center to provide the type and amount	\$ 133,200.00

Columbia, SC	of interactive materials, which are in demand by USCSOM and other healthcare providers.		
University of SC Upstate Mary Black School of Nursing Spartanburg, SC	Expand the evolving Mary Black School of Nursing Patient Simulation Center into a full-fledged simulation teaching center not only for nursing school training, but also for advanced community partnership training.	\$	50,000.00
University of South Carolina School of Medicine Columbia, SC	Develop a prototype, referred to as ICARE, which can provide physical as well as mental health care within a primary care doctor's office via telepsychiatry.	\$	50,000 00
TOTAL		\$	1,190,855.00

2015

Duke University Medical Center Durham, NC	Train primary care providers in the Carolinas to serve as leaders of local, regional and national programs so they may improve the health in our communities and make health care more accessible, effective and economical. Project title: PHIL II	\$	111,604.00
East Carolina University Greenville, NC	Implement North Carolina's highly successful MATCH program for child obesity as a pilot program in Cherokee County's four middle schools.	\$	52,814.00
Fellowship of Christian Athletes Gaffney, SC	Help cover three years of FCA's general operating expense in Cherokee County.	\$	30,000.00
Fullerton Medical Scholarship Program Gaffney, SC	To assist medical students in medical school in NC and SC	\$	272,500 00
SC Office of Rural Health Lexington, SC	Establish a SC Primary Care Medical Home (PCMH) Institute which will provide the needed technical support to ensure primary care practices in SC gain PCMH recognition.	\$	109,623.00
University of North Carolina at Chapel Hill Chapel Hill, NC 27599-7000	Help support I3 POP, an initiative to improve the health of populations in residency training programs across NC and SC with a limited recruitment from VA.	\$	65,038.00
University of South Carolina School of Medicine Columbia, SC	Expand the existing ultrasound multi-media production center to provide the type and amount of interactive materials, which are in demand by USCSOM and other healthcare providers.	\$	133,100.00
University of SC Upstate Mary Black School of Nursing Spartanburg, SC	Expand the evolving Mary Black School of Nursing Patient Simulation Center into a full-fledged simulation teaching center not only for nursing school training, but also for advanced community partnership training.	\$	50,000 00

University of South Carolina
School of Medicine
Columbia, SC

Develop a prototype, referred to as ICARE, which can
provide physical as well as mental health care within
a primary care doctor's office via telepsychiatry.

\$ 50,000.00

TOTAL

\$ 874,679.00

2016

East Carolina University
Greenville, NC

Implement North Carolina's highly successful
MATCH program for child obesity as a pilot
program in Cherokee County's four middle schools.

\$ 36,414.00

Fullerton Medical Scholarship Program
Gaffney, SC

To assist medical students in medical school
in NC and SC.

\$ 175,000.00

TOTAL

\$ 211,414.00

2017

Fullerton Medical Scholarship Program
Gaffney, SC

To assist medical students in medical school
in NC and SC.

\$ 100,000.00

2018

Fullerton Medical Scholarship Program
Gaffney, SC

To assist medical students in medical school
in NC and SC.

\$ 37,500.00

FULLERTON FOUNDATION
Comprehensive Depreciation (Depreciation)
GAAP

For the Period December 1, 2012 to November 30, 2013

Asset ID	Description	Placed in Service Date	Disposal Date	Beginning	Additions	Deletions	Ending	DeprMeth/ LifeYr	Book Cost	Reductio n	Bus Us e %	Net 179/A	Prior Reported	Depreciabl e Basis	Beginning Accum Depr	Current Depr & AFYD	Net Sec 179/179 A	Additions	Deletions	Accum Depr	Ending	Net Book Value
000015	Building Addition	3/15/2001		\$254,814	\$0	\$0	\$254,814	39.0	\$254,814	0	100	0	\$115,674	\$139,140	\$115,674	\$7,135	\$0	\$0	\$0	\$122,810	\$132,004	
000016	Architect Fees	3/15/2001		\$24,816	\$0	\$0	\$24,816	39.0	\$24,816	0	100	0	\$11,265	\$13,551	\$11,265	\$695	\$0	\$0	\$0	\$11,960	\$12,856	
000017	Carpet & Tile	3/15/2001		\$3,515	\$0	\$0	\$3,515	39.0	\$3,515	0	100	0	\$1,596	\$1,919	\$1,596	\$98	\$0	\$0	\$0	\$1,694	\$1,821	
Total Buildings				\$283,145			\$283,145															
000026	2005 CADILLAC STS	6/28/2006	8/29/2013	\$28,000	\$0	\$28,000	\$0	MC200AHY 5.0	\$28,000	0	100	0	\$28,000	\$0	\$28,000	\$0	\$0	\$0	\$-28,000	\$0	\$0	
Total Automobiles				\$28,000			\$0															
000002	Okidata 321 Printer	1/1/1990	01/23/13	\$500	\$0	\$500	\$0	DB200HY 5.0	\$500	0	100	0	\$500	\$0	\$500	\$0	\$0	\$0	\$-500	\$0	\$0	
000003	Office Furniture	1/1/1993		\$820	\$0	\$0	\$820	DB200AHY 7.0	\$820	0	100	0	\$820	\$0	\$820	\$0	\$0	\$0	\$0	\$820	\$0	
000004	Office Chair	1/1/1996		\$316	\$0	\$0	\$316	DB200AHY 5.0	\$316	0	100	0	\$316	\$0	\$316	\$0	\$0	\$0	\$0	\$316	\$0	
000008	Microsoft Gifts Software	1/1/2000		\$16,578	\$0	\$0	\$16,578	DB200AHY 3.0	\$16,578	0	100	0	\$16,578	\$0	\$16,578	\$0	\$0	\$0	\$0	\$16,578	\$0	
000009	HP Scanjet 5300C Scanner	1/1/2000	1/23/2013	\$212	\$0	\$212	\$0	DB200AHY 3.0	\$212	0	100	0	\$212	\$0	\$212	\$0	\$0	\$0	\$-212	\$0	\$0	
000011	Blinds for Windows	2/24/2001		\$1,380	\$0	\$0	\$1,380	DB200AHY 5.0	\$1,380	0	100	0	\$1,380	\$0	\$1,380	\$0	\$0	\$0	\$0	\$1,380	\$0	
000012	HP 2100 Laser Jet Printer	2/27/2001		\$721	\$0	\$0	\$721	DB200AHY 3.0	\$721	0	100	0	\$721	\$0	\$721	\$0	\$0	\$0	\$0	\$721	\$0	
000013	Projector system for conference room	6/11/2001		\$7,167	\$0	\$0	\$7,167	DB200AHY 5.0	\$7,167	0	100	0	\$7,167	\$0	\$7,167	\$0	\$0	\$0	\$0	\$7,167	\$0	
000014	Mahogany Desks, Tables, Credenzas, Printer Stand, and Chairs	2/28/2001		\$15,040	\$0	\$0	\$15,040	DB200AHY 5.0	\$15,040	0	100	0	\$15,040	\$0	\$15,040	\$0	\$0	\$0	\$0	\$15,040	\$0	
000021	Brother 5040 Printer	4/25/2004		\$188	\$0	\$0	\$188	DB200AHY 3.0	\$188	0	100	0	\$188	\$0	\$188	\$0	\$0	\$0	\$0	\$188	\$0	
000022	Upgrade for Gifts Program	7/29/2004		\$2,519	\$0	\$0	\$2,519	DB200AHY 3.0	\$2,519	0	100	0	\$2,519	\$0	\$2,519	\$0	\$0	\$0	\$0	\$2,519	\$0	
000023	HP6540 Printer	10/31/2004		\$157	\$0	\$0	\$157	MC200AMQ 3.0	\$157	0	100	0	\$157	\$0	\$157	\$0	\$0	\$0	\$0	\$157	\$0	
000024	LCM 19" CLD FLAT PANEL MONITOR	1/31/2005		\$367	\$0	\$0	\$367	MC200AHY 5.0	\$367	0	100	0	\$367	\$0	\$367	\$0	\$0	\$0	\$0	\$367	\$0	
000025	GIFTS FOR WINDOWS - GOLD MAINTENANCE	7/18/2005		\$2,620	\$0	\$0	\$2,620	MC200AHY 3.0	\$2,620	0	100	0	\$2,620	\$0	\$2,620	\$0	\$0	\$0	\$0	\$2,620	\$0	
000028	Laptop Computer DV9408NR	8/17/2007		\$1,007	\$0	\$0	\$1,007	MC200AHY 3.0	\$1,007	0	100	0	\$1,007	\$0	\$1,007	\$0	\$0	\$0	\$0	\$1,007	\$0	
000029	AMD 3000 PC	9/25/2007		\$400	\$0	\$0	\$400	MC200AHY 3.0	\$400	0	100	0	\$400	\$0	\$400	\$0	\$0	\$0	\$0	\$400	\$0	
000030	Dell Optiplex 360 Mini tower	6/15/2009		\$733	\$0	\$0	\$733	MC200AHY 3.0	\$733	0	100	0	\$733	\$0	\$733	\$0	\$0	\$0	\$0	\$733	\$0	
000031	Gateway NV54 Laptop Computer	2/23/2010		\$531	\$0	\$0	\$531	MC200AHY 3.0	\$531	0	100	0	\$492	\$39	\$492	\$39	\$0	\$0	\$0	\$531	\$0	
000032	Eiki LC-XG250 projector w/ speakers	5/24/2010		\$5,230	\$0	\$0	\$5,230	MC200AHY 5.0	\$5,230	0	100	0	\$3,724	\$1,506	\$3,724	\$603	\$0	\$0	\$0	\$4,326	\$904	
Total Furniture and Fixtures				\$56,486			\$55,774													\$191,334		

\$8,571
\$191,334

Note: There may be differences due to rounding