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Form

990-PF

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

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OMB No 1545-0052









2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation CHARLES A FRUEAUFF FOUNDATION INC		<b>A Employer identification number</b>  13-5605371	
Number and street (or P O box number if mail is not delivered to street address) 200 RIVER MARKET AVENUE ROOM/SUITE 100		<b>B Telephone number</b> (see instructions)  (501) 324-2233	
City or town, state or province, country, and ZIP or foreign postal code LITTLE ROCK, AR 72201		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$</b> 111,220,900		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>J</b> Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</i>		(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 type="checkbox"/> <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities. . . . .	2,385,619	2,385,619		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,748,752			
	b Gross sales price for all assets on line 6a 35,529,598				
	7 Capital gain net income (from Part IV, line 2) . . . .		1,748,752		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	114,930	98,751		
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	4,249,301	4,233,122		
	13 Compensation of officers, directors, trustees, etc	584,961	195,791		389,171
	14 Other employee salaries and wages . . . . .	42,021			42,021
	15 Pension plans, employee benefits . . . . .	88,199	27,518		60,681
	16a Legal fees (attach schedule). . . . .				
	b Accounting fees (attach schedule). . . . .	36,700	11,450		25,250
	c Other professional fees (attach schedule) . . . . .	289,946	289,946		
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)	48,824	7,905		6,279
	19 Depreciation (attach schedule) and depletion . . . .	39,381	12,287		
	20 Occupancy . . . . .	7,878	2,458		5,420
	21 Travel, conferences, and meetings . . . . .	31,017	9,677		21,340
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule). . . . .	299,186	212,111		84,868
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	1,468,113	769,143		635,030
	25 Contributions, gifts, grants paid . . . . .	4,632,000			4,632,000
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	6,100,113	769,143		5,267,030
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	-1,850,812			
	b <b>Net investment income</b> (if negative, enter -0-)		3,463,979		
	c <b>Adjusted net income</b> (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .		949,942	949,942
	2	Savings and temporary cash investments . . . . .	5,040,809	1,523,433	1,523,433
	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 . . . . .	67,699	55,938	55,938
	10a	Investments—U S and state government obligations (attach schedule)	11,778,639	 7,902,032	7,822,323
	b	Investments—corporate stock (attach schedule) . . . . .	28,673,503	 31,915,230	61,903,809
	c	Investments—corporate bonds (attach schedule). . . . .	20,454,154	 23,655,427	23,525,117
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	16,221,875	 14,487,106	14,266,449
	14	Land, buildings, and equipment basis ▶ _____ 1,188,631 Less accumulated depreciation (attach schedule) ▶ _____ 254,002	974,011	 934,629	934,629
15	Other assets (describe ▶ _____)	 249,488	 239,260	 239,260	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	83,460,178	81,662,997	111,220,900	
Liabilities	17	Accounts payable and accrued expenses . . . . .	38,163	91,794	
	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) . . . . .	38,163	91,794	
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 . . . . .	83,422,015	81,571,203	
	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 (see page 17 of the instructions) . . . . .	83,422,015	81,571,203	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	83,460,178	81,662,997	

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 83,422,015
2	Enter amount from Part I, line 27a . . . . .	2 -1,850,812
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3 . . . . .	4 81,571,203
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 81,571,203

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 )
1 a	PER SCHEDULE	P		
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 35,529,598		33,780,846	1,748,752
b			
c			
d			
e			

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			1,748,752
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,748,752
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .		3	1,748,752

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	5,122,025	101,032,392	0 050697
2011	4,755,684	102,050,537	0 046601
2010	4,687,099	102,459,686	0 045746
2009	4,384,748	94,702,295	0 046300
2008	5,462,553	105,234,654	0 051908

2 Total of line 1, column (d). . . . .	2	0 241252
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . .	3	0 048250
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .	4	105,995,187
5 Multiply line 4 by line 3. . . . .	5	5,114,268
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	34,640
7 Add lines 5 and 6. . . . .	7	5,148,908
8 Enter qualifying distributions from Part XII, line 4. . . . .	8	5,267,030

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 page 18 of the instructions)					
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	34,640		
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 . . . . .		2			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)					
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)				2	
3 Add lines 1 and 2. . . . .				3	34,640
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	34,640		
6 Credits/Payments		7	99,193		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a			89,193	
b Exempt foreign organizations—tax withheld at source . . . . .	6b				
c Tax paid with application for extension of time to file (Form 8868)	6c			10,000	
d Backup withholding erroneously withheld . . . . .	6d				
7 Total credits and payments Add lines 6a through 6d. . . . .		7			
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	64,553		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax  64,553 Refunded		11			

Part VII-A Statements Regarding Activities				
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		No
c	Did the foundation file Form 1120-POL for this year?. . . . .	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation  \$ _____ (2) On foundation managers  \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers  \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?. . . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) AR _____			
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? <i>If "No," attach explanation .</i>	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶ WWW.FRUEAUFFFOUNDATION.COM				
14	The books are in care of ▶ DAVID A FRUEAUFF Telephone no ▶ (501) 324-2233			
	Located at ▶ 200 RIVER MARKET AVENUE LITTLE ROCK AR ZIP +4 ▶ 72201			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶			

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" 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? ( <b>Exception.</b> 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 <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	1b		
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 2013? . . . . .	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	2b		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i> ) . . . . .	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

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

Yes

No

(2)

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

Yes

No

(3)

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

Yes

No

(4)

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

Yes

No

(5)

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

Yes

No

b

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

5b

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).

6a

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

Yes

No

b

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

6b

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?

7b

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

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

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

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

Part VIII

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

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

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 OFFICE SPACE (774 SQUARE FEET) PROVIDED TO FOUR SELECTED CHARITIES NET OF 16,179 REIMBURSEMENT	21,938
2 SECRETARIAL SERVICES PROVIDED TO FOUR CHARITIES HOUSED IN THE FOUNDATION OFFICE BUILDING	12,606
3 TECHNICAL ASSISTANCE PROVIDED TO FOUR SELECTED CHARITIES IN THE AREAS OF PROGRAM DEVELOPMENT AND FUNDING DEVELOPMENT	3,665
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3. . . . .	



Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	102,622,408
b	Average of monthly cash balances. . . . .	1b	3,757,092
c	Fair market value of all other assets (see instructions). . . . .	1c	1,229,827
d	Total (add lines 1a, b, and c). . . . .	1d	107,609,327
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2	
3	Subtract line 2 from line 1d. . . . .	3	107,609,327
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	1,614,140
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	105,995,187
6	Minimum investment return. Enter 5% of line 5. . . . .	6	5,299,759

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	5,299,759
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	34,640
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	34,640
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	5,265,119
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	5,265,119
6	Deduction from distributable amount (see instructions). . . . .	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	5,265,119

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	5,267,030
b	Program-related investments—total from Part IX-B. . . . .	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a	
b	Cash distribution test (attach the required schedule). . . . .	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	5,267,030
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	5	34,640
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	5,232,390
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 2012	(c) 2012	(d) 2013
1		Distributable amount for 2013 from Part XI, line 7			
2		Undistributed income, if any, as of the end of 2013			
a		Enter amount for 2012 only.			
b		Total for prior years 20____, 20____, 20____			
3		Excess distributions carryover, if any, to 2013			
a		From 2008. 91,185			
b		From 2009.			
c		From 2010.			
d		From 2011.			
e		From 2012. 165,253			
f		Total of lines 3a through e. 256,438			
4		Qualifying distributions for 2013 from Part XII, line 4 \$ 5,267,030			
a		Applied to 2012, but not more than line 2a			
b		Applied to undistributed income of prior years (Election required—see instructions).			
c		Treated as distributions out of corpus (Election required—see instructions).			
d		Applied to 2013 distributable amount. 5,265,119			
e		Remaining amount distributed out of corpus 1,911			
5		Excess distributions carryover applied to 2013			
		(If an amount appears in column (d), the same amount must be shown in column (a).)			
6		Enter the net total of each column as indicated below:			
a		Corpus Add lines 3f, 4c, and 4e Subtract line 5 258,349			
b		Prior years' undistributed income Subtract line 4b from line 2b.			
c		Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			
d		Subtract line 6c from line 6b Taxable amount—see instructions.			
e		Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions.			
f		Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014. 0			
7		Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).			
8		Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). 91,185			
9		Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a. 167,164			
10		Analysis of line 9			
a		Excess from 2009.			
b		Excess from 2010.			
c		Excess from 2011.			
d		Excess from 2012. 165,253			
e		Excess from 2013. 1,911			

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . .

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b	85% of line 2a . . . . .					
c	Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
d	Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets . . . . .					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . .					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

CHARLES A FRUEAUFF FOUNDATION INC  
200 SOUTH COMMERCE ST SUITE 100  
LITTLE ROCK, AR 72201  
(501) 324-2233

b

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

REQUEST LETTER AND COPY OF TAX EXEMPT STATUS

c

Any submission deadlines

MARCH 15 AND SEPTEMBER 15

d

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

NOT OUTSIDE UNITED STATES, NO INDIVIDUALS, NO LOANS

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

Form **990-PF** (2013)

## Enter gross amounts unless otherwise indicated






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

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

Form **990-PF** (2013)



Form 990PF Part VIII Line 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
DAVID A FRUEAUFF  3 POINT SOUTH COURT LITTLE ROCK,AR 72211	PRESIDENT 40 00	149,185	18,815	0
SUE M FRUEAUFF  3101 MISTY LANE LITTLE ROCK,AR 72227	SEC/TRUSTEE 40 00	139,693	307	0
JAMES P FALLON ESQ  17 MARSH TOWER LANE SAVANNAH,GA 31411	VP/TRUSTEE 25 00	125,685	7,315	0
AC MCCULLY  730 LIVE OAK PLANT TALLAHASSEE,FL 32312	TRUSTEE 5 00	61,000	0	0
ANNA KAY FRUEAUFF-WILLIAMS  3711 OAKWOOD ROAD LITTLE ROCK,AR 72205	VP/TRUSTEE 40 00	109,398	11,602	0

## TY 2013 Accounting Fees Schedule

**Name:** CHARLES A FRUEAUFF FOUNDATION INC

**EIN:** 13-5605371

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SKELTON, BRYANT, BRYANT				
& SCARBORO, P A	36,700	11,450		25,250



**TY 2013 Compensation Explanation****Name:** CHARLES A FRUEAUFF FOUNDATION INC**EIN:** 13-5605371

Person Name	Explanation
DAVID A FRUEAUFF	
SUE M FRUEAUFF	
JAMES P FALLON ESQ	
AC MCCULLY	
ANNA KAY FRUEAUFF-WILLIAMS	

**Note:** To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

**TY 2013 Depreciation Schedule**

**Name:** CHARLES A FRUEAUFF FOUNDATION INC

**EIN:** 13-5605371

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
SCHEDULE ATTACHED			191,176			39,381	12,287		

**TY 2013 Investments Corporate  
Bonds Schedule**

**Name:** CHARLES A FRUEAUFF FOUNDATION INC  
**EIN:** 13-5605371

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SCHEDULE ATTACHED	23,655,427	23,525,117

# TY 2013 Investments Corporate Stock Schedule

**Name:** CHARLES A FRUEAUFF FOUNDATION INC

**EIN:** 13-5605371

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SCHEDULE ATTACHED	31,915,230	61,903,809

**TY 2013 Investments Government  
Obligations Schedule****Name:** CHARLES A FRUEAUFF FOUNDATION INC**EIN:** 13-5605371**US Government Securities - End of****Year Book Value:**

7,902,032

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

7,822,323

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

**TY 2013 Investments - Other Schedule****Name:** CHARLES A FRUEAUFF FOUNDATION INC**EIN:** 13-5605371

<b>Category / Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
1940 SHS - SOUTHERN BANCORP COMMON	AT COST	500,000	500,000
500 SHS - SOUTHERN BANCORP PREFERRED	AT COST	500,000	500,000
COHEN & STEERS INST GLOBAL REALTY	AT COST	2,000,000	1,515,252
FIRST ADVANTAGE BANK CONV DEB	AT COST	450,000	450,000
GALTERE INTERNATIONAL FUND LTD	AT COST	1,172,448	1,243,314
MELLON PRIVATE EQUITY FUND V, L.P.	AT COST	1,012,997	1,313,824
MELLON PRIVATE EQUITY FUND VI, L.P.	AT COST	410,946	445,876
MELLON PRIVATE EQUITY FUND VII, L.P.	AT COST	245,562	173,794
OPTIMA FUND	AT COST	2,808,026	2,354,856
OPTIMA DISCRETIONARY MACRO FUND	AT COST	976,158	1,070,513
OPTIMA PARTNERS FOCUS FUND	AT COST	448,823	723,653
OPUS COMMODITIES FUND LTD	AT COST		
TIMBERLAND PROPERTY	AT COST	3,962,146	3,975,367

## TY 2013 Land, Etc. Schedule

**Name:** CHARLES A FRUEAUFF FOUNDATION INC

**EIN:** 13-5605371

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE AND EQUIPMENT	89,386	73,085	16,301	16,301
BUILDING	1,099,245	180,917	918,328	918,328

# TY 2013 Other Assets Schedule

**Name:** CHARLES A FRUEAUFF FOUNDATION INC

**EIN:** 13-5605371

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INTEREST & DIVIDENDS	248,824	238,596	238,596
DEPOSIT	664	664	664



## TY 2013 Other Expenses Schedule

**Name:** CHARLES A FRUEAUFF FOUNDATION INC

**EIN:** 13-5605371

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
PARTNERSHIP EXPENSES	180,853	180,853		
OFFICE EXPENSES	13,565	3,544		7,814
INSURANCE	18,059	5,634		12,425
TELEPHONE	2,928	914		2,014
UTILITIES	6,028	3,054		2,974
REPAIRS AND MAINTENANCE	6,649	3,369		3,280
CONTRACT LABOR	17,000	5,304		11,696
CONDOMINIUM DUES	17,050	8,639		8,411
TENANT PARKING	7,589			7,589
DUES AND SUBSCRIPTIONS	2,565	800		1,765
PROMOTIONAL FILM	26,900			26,900

# TY 2013 Other Income Schedule

**Name:** CHARLES A FRUEAUFF FOUNDATION INC

**EIN:** 13-5605371

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
TIMBERLAND INCOME	98,751	98,751	
RENT INCOME	16,179		

**TY 2013 Other Professional Fees Schedule****Name:** CHARLES A FRUEAUFF FOUNDATION INC**EIN:** 13-5605371

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT	170,959	170,959		
INVESTMENT CUSTODY FEES	51,273	51,273		
TIMBERLAND EXPENSES	67,714	67,714		

**TY 2013 Taxes Schedule****Name:** CHARLES A FRUEAUFF FOUNDATION INC**EIN:** 13-5605371

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	34,640			
FOREIGN TAX WITHHELD	1,456	1,456		
OTHER TAXES	12,728	6,449		6,279

CHARLES A. FRUEAUFF FOUNDATION, INC

13-5605371

Form 990-PF

Calendar Year 2013

Page 2, Part II - Line 10a - Investments - US Government Obligations

	INTEREST RATE	DUE DATE	COST	MARKET VALUE
540,000 U S TREASURY NOTES	0 625%	04/30/18	\$ 521,783	\$ 520,763
120,000 U S TREASURY NOTES	1 000%	03/31/17	120,399	120,263
400,000 U S TREASURY NOTES	1 625%	11/15/22	369,427	361,062
170,000 U S TREASURY NOTES	2 625%	01/31/18	184,431	178,766
120,000 U S TREASURY NOTES	0 250%	07/31/15	119,719	119,995
235,000 U S TREASURY NOTES	0 250%	12/15/15	234,349	234,477
240,000 U S TREASURY NOTES	0 375%	08/31/15	240,272	240,366
140,000 U S TREASURY NOTES	0 500%	06/15/16	139,448	139,858
120,000 U S TREASURY NOTES	0 625%	07/15/16	120,141	120,150
305,000 U S TREASURY NOTES	1 000%	09/30/16	304,824	307,621
25,000 U S TREASURY NOTES	1 625%	11/15/22	24,394	22,566
130,000 U S TREASURY NOTES	1 750%	05/15/22	131,495	120,209
15,000 U S TREASURY NOTES	0 250%	08/15/15	14,940	14,994
245,000 U S TREASURY NOTES	0 375%	11/15/14	244,915	245,469
435,000 U S TREASURY NOTES	0 625%	07/15/14	436,920	436,206
360,000 U S TREASURY NOTES	0 625%	09/30/17	347,456	342,727
175,000 U S TREASURY NOTES	0 875%	01/31/17	173,210	175,164
120,000 U S TREASURY NOTES	2 000%	01/31/16	119,504	123,937
95,000 U S TREASURY NOTES	2 000%	02/15/22	93,145	90,153
255,000 U S TREASURY NOTES	2 125%	11/30/14	267,880	259,522
400,000 U S TREASURY NOTES	2 125%	02/29/16	424,426	414,594
280,000 U S TREASURY NOTES	2 375%	09/30/14	295,086	284,649
250,000 U S TREASURY NOTES	2 375%	10/31/14	264,248	254,580
50,000 U S TREASURY NOTES	3 125%	05/15/21	50,303	52,121
105,000 U S TREASURY NOTES	3 250%	07/31/16	116,747	112,129
665,000 U S TREASURY NOTES	3 125%	05/15/21	758,597	693,211
270,000 U S TREASURY NOTES	0 250%	02/28/14	270,254	270,063
190,000 U S TREASURY NOTES	0 250%	03/31/14	190,082	190,074
259,239 4 U S TREASURY INFLATION INDEX NOTES	0 125%	04/15/16	266,033	266,194
221,120 65 U S TREASURY INFLATION INDEX NOTES	0 125%	04/15/17	228,247	227,240
400,000 U S TREASURY INFLATION INDEX NOTES	2 625%	07/15/17	439,863	507,053
570,000 00 U S TREASURY INFLATION INDEX NOTES	0 125%	04/15/18	389,494	376,147
			<u>\$ 7,902,032</u>	<u>\$ 7,822,323</u>

**CHARLES A. FRUEAUFF FOUNDATION, INC.****13-5605371****Form 990-PF****Calendar Year 2013****Page 2, Part II, Line 10b - Investments - Corporate Stock:**

<u>SECURITY</u>	<u>SHARES</u>	<u>BOOK</u> <u>VALUE</u>	<u>MARKET</u> <u>VALUE</u>
ACCENTURE PLC	7,400	\$ 453,125	\$ 608,428
AGILENT TECHNOLOGIES INC	5,550	250,688	317,405
ALLIANCE PUB LTD CO	4,720	3,927	208,577
ALLIANCE DATA SYSTEMS CORP	1,600	147,689	420,688
AMERICAN TOWER CORP	11,411	464,129	910,826
AMGEN INC	1,230	104,646	140,318
APACHE CORP	6,600	294,934	567,204
APPLIED COMPUTER INC	1,425	261,323	799,454
ARES CAP CORP	5,675	101,989	100,845
AT&T INC	26,560	444,273	933,850
AVALON BAY CMNT INC	8,770	595,399	1,036,877
BANK OF AMERICA CORP	38,680	501,694	602,248
BAXTER INTL INC	1,840	131,201	127,972
BERSHIRE HATHAWAY A	6	5,472	1,067,400
BERSHIRE HATHAWAY B	626	416	74,219
BOSTON PPTYS	6,000	218,953	602,220
CATERPILLAR INC	1,150	103,145	104,432
CHEVRONTXACO CORP	16,748	157,638	2,091,993
CIGNA CORP	7,150	501,659	625,482
CISCO SYSTEMS INC	4,910	107,906	110,131
COCA COLA CO	3,300	135,249	136,323
COGNIZANT TECH SOLUTIONS CRP	2,000	152,166	201,960
COLGATE POLMALIVE CO	20,000	98,234	1,304,200
COLUMBIA ACORN TR INTL	46,036	2,158,963	2,146,675
CONOCOPHILLIPS	8,270	16,691	584,276
CONSOLIDATED EDISON INC	11,070	436,734	611,950
CROWN CASTLE INTL CORP	12,887	299,621	946,292
CSX CORP	60,000	29,601	1,726,200
DANAHER CORP	9,982	310,346	770,610
DIGITAL REALTY TR INC	1,640	105,828	80,557
DR HORTON INC	21,496	399,405	479,791
EATON CORP PLC	1,540	116,834	117,225
EMC CORP	9,300	251,085	233,895
EUROPACIFIC GROWTH FD	107,688	3,717,716	5,274,536
EXPRESS SCRIPTS INC	1,700	117,502	119,408
EXXON MOBIL	16,960	59,348	1,716,352
FLUOR CORP	9,030	457,885	725,019
FORD MOTOR COMPANY	29,120	501,448	449,322
GARTNER INC	9,950	454,179	706,948
GENERAL ELECTRIC	34,672	731,038	971,856
HOME DEPOT INC	1,775	131,825	146,154
IBB US ISHARES NASDAQ BIOTECH INDX	7,060	500,201	1,603,044
ILLINOIS TOOL WORKS INC	12,740	550,813	1,071,179
INGERSOLL RAND CO LTD	14,160	15,406	872,256

<u>SECURITY</u>	<u>SHARES</u>	<u>BOOK VALUE</u>	<u>MARKET VALUE</u>
INGREDION INC	7,200	254,481	492,912
INTEL CORP	4,920	103,928	127,699
INTERNATIONAL BUSINESS MACHINES	3,310	588,124	620,857
IABIL CIRCUIT INC	16,200	350,822	282,528
IM SMUCKER CO	5,975	502,038	619,130
JOHNSON & JOHNSON	10,620	30,903	972,686
JP MORGAN CHASE & CO	19,646	813,649	1,148,898
KINDER MORGAN INC	2,765	102,920	99,540
KKR & CO LP	5,770	99,626	140,442
LABORATORY CORP	15,435	601,160	1,410,296
LENNAR CORP	13,100	399,539	518,236
LINN ENERGY LLC	2,900	108,029	89,291
LOCKHEED MARTIN CORP	4,580	400,170	680,863
MCDONALDS CORP	5,770	455,233	559,863
MCKESSON CORP	6,165	303,408	995,031
MEDICAL PROPERTIES TR INC	7,290	100,026	89,084
MFA FINANCIAL INC	11,560	103,934	81,613
MYLAN LABS INC	2,330	99,808	101,122
NIKE INC CL B	20,000	398,850	1,572,800
ORACLE CORP	7,550	251,340	288,863
PARKER HANNIFIN CORP	7,680	300,014	987,955
PEPSICO INC	17,395	855,332	1,442,741
PPL CORP	13,400	246,568	403,206
PUBLIC SVC ENTERPRISE GRP INC	16,800	500,634	538,272
QUALCOMM INC	9,460	556,435	702,405
QUEST DIAGNOSTICS INC	9,832	350,595	526,405
ROGERS COMMUNICATIONS INC	3,120	132,559	141,180
ROWL T PRICE MID CAP VALUE FD	44,701	838,906	1,343,253
SANOFI	2,600	136,146	139,438
SCHLUMBERGER LTD	22,300	259,019	2,009,453
SEADRILL LIMITED	2,750	104,104	112,970
SENIOR HOUSING PROP TRUST	4,130	95,573	91,809
SPECTRA ENERGY CORP	3,525	99,087	125,559
SUNTRUST BANKS INC	16,360	500,476	602,211
ICW FUNDS INC EMRG MKTS	53,448	500,000	448,962
TEXAS INSTRUMENTS INC	22,000	137,762	966,020
TOLL BROTHERS INC	13,194	399,998	488,178
UNITED TECHNOLOGIES CORP	12,875	798,587	1,465,175
US BANCORP	2,910	117,058	117,564
VERIZON COMMUNICATIONS	15,620	503,802	767,566
VODAFONE GROUP SPD ADR	4,130	105,189	162,350
WASATCH INTL OPPORTUNITIES FD	235,981	675,000	681,985
WASIF MANAGEMENT INC	12,650	351,629	567,605
WELLS FARGO & CO	2,950	84,323	133,930
WILLIAMS PARTNERS LP	1,970	87,702	100,194
XYLEM INC	16,500	283,691	570,900
ZIMMER HOLDINGS INC	9,960	228,729	928,172
		<u>\$ 31,915,230</u>	<u>\$ 61,903,809</u>

CHARLES A. FRUEAUFF FOUNDATION, INC  
13-5605371  
Form 990-PF  
Calendar Year 2013

Page 2, Part II - Line 10c - Investments - Corporate Bonds

	INTEREST RATE	DUE DATE	COST	MARKET VALUE
75,000 ABB FIN USA INC	1 625%	05/08/17	\$ 75,920	\$ 74,851
80,000 ABBVIE INC	1 200%	11/06/15	80,484	80,813
75,000 ADOBE SYS INC	4 750%	02/01/20	83,806	80,961
60,000 AFLAC INC	4 000%	02/15/22	64,223	60,388
13 ALLY FINANCIAL INC PFD CALL			-	12,416
30,557 76 ALLYA 20012-4 A2	0 480%	05/15/14	30,556	30,563
2,785 62 ALLYA SER 2012-3	0 700%	02/15/14	2,785	2,786
115,000 AMCAR SER 2013-5 A2B	0 5365%	07/08/15	115,000	115,071
50,000 AMER EXPRESS CREDIT	2 750%	09/15/15	49,708	51,743
2,900,000 AMERICA MOVIL SA	8 460%	12/18/36	266,319	210,013
70,000 AMERICAN HONDA FIN	2 125%	10/10/18	69,775	69,712
60,000 AMERICAN INTL GROUP	5 850%	01/16/18	59,938	68,823
100,000 AMERICAN INTL GROUP	5 850%	01/16/18	118,404	114,705
34,477 AMERICREDIT AUTOMOBILE	0 760%	04/08/16	34,476	34,467
70,000 AMGEN INC	5 700%	02/01/19	77,239	80,668
105,000 AMOT SER 2013-1	1 000%	02/15/16	104,976	104,916
50,000 ANHEUSER BUSCH INBEV	1 375%	07/15/17	49,856	49,895
108,000 APACHE CORP	3 250%	04/15/22	50,792	47,292
70,000 APPLE INC	1 000%	05/03/18	69,282	67,686
70,000 APPLE INC	2 400%	05/03/23	70,204	62,945
100,000 ASTRAZENECA PLC	5 900%	09/15/17	111,840	114,347
45,000 AT&T INC	4 450%	05/15/21	44,966	47,377
125,000 AUTOZONE INC	4 000%	11/15/20	136,595	128,353
135,000 BA CREDIT CARD SER	0 250%	12/15/19	133,560	133,503
75,000 BANK AMER CORP	5 420%	03/15/17	77,682	82,454
95,000 BANK AMER CORP	5 750%	08/15/16	96,821	104,767
110,000 BANK OF AMERICA CORP	5 000%	05/13/21	118,438	120,205
70,000 BANK OF NOVA SCOTIA	1 375%	12/18/17	69,922	68,694
95,000 BARCLAYS BANK PLC	5 125%	01/08/20	103,669	105,339
115,000 BB&T CORPORATION	2 150%	03/22/17	118,562	116,270
70,000 BBVA U S SR S A UNIP	3 250%	05/16/14	69,641	70,562
160,000 BHP BILLITON FIN USA	1 000%	02/24/15	135,285	135,740
105,000 BNP PARIBAS	2 400%	12/12/18	104,754	104,601
75,000 BOARDWALK PIPELINES	5 500%	02/01/17	79,802	81,656
65,000 BOEING CO	3 500%	02/15/15	70,245	67,143
80,000 BOSTON PPTYS LTD PAR	3 700%	11/15/18	84,209	84,390
90,000 BP CAPITAL MARKETS	19 200%	03/11/16	89,917	94,507
75,000 BUNGE LTD FINANCE CO	4 100%	03/15/16	75,352	79,196
65,000 CALIFORNIA ST	5 450%	04/01/15	67,028	68,917
55,000 CALIFORNIA ST	6 200%	10/01/19	67,552	64,103
75,000 CAPITAL ONE FINL COR	2 125%	03/23/15	76,725	76,244
130,000 CARMX SER 2012-2	0 840%	11/15/15	129,973	130,475
170,000 CARMX SER 2012-3	0 520%	03/15/16	169,841	169,893
65,000 CATERPILLAR FINANCIAL	0 388%	08/28/15	65,000	65,066
75,000 CATERPILLAR FINANCIAL	1 375%	05/20/14	75,692	75,292



		<b>INTEREST</b>	<b>DUE</b>		<b>MARKET</b>
		<b>RATE</b>	<b>DATE</b>	<b>COST</b>	<b>VALUE</b>
135,000	CITIBANK CCIT SER	0 2934%	12/17/18	133,956	133,943
95,000	CITIBANK CCMT 2003-A	4 150%	07/07/17	103,784	100,116
185,000	CITIGROUP INC	5 000%	09/15/14	178,907	190,270
40,000	COCA-COLA CO	0 750%	11/01/16	39,954	39,783
100,000	COMCAST CORP NEW	6 300%	11/15/17	120,562	116,464
60,000	CONAGRA FOODS INC	3 200%	01/25/23	60,083	55,706
70,000	CONAGRA FOODS INC	5 875%	04/15/14	74,714	71,081
75,000	CONOCOPHILLIPS COMPANY	1 050%	12/15/17	74,828	73,184
70,000	CORN PRODS INTL INC	3 200%	11/01/15	73,299	72,479
130,000	DIRECTV HLDGS LLC	5 000%	03/01/21	135,135	136,566
95,000	DISCOVERY COMMUNICATION	3 700%	06/01/15	99,464	98,852
70,000	DOW CHEMICAL CO	3 000%	11/15/22	68,635	65,285
85,000	DOW CHEMICAL CO	4 250%	11/15/20	87,035	90,537
70,000	DR PEPPER SNAPPLE GROUP			70,842	70,375
67,150	629 DREYFUS EMERGING MKTS DEBT FD			1,000,000	931,379
	EATION VANCE FL RATE ADV-A			2,000,000	2,001,787
70,000	EMC CORP	1 875%	06/01/18	69,960	69,205
60,000	ENERGY TRANSFER PRTN	5 200%	02/01/22	64,259	63,168
60,000	ENSCO PLC	4 700%	03/15/21	67,055	63,464
55,000	ERP OPERATING LP	5 125%	03/15/16	59,933	59,754
65,000	EXELON CORP	4 900%	06/15/15	69,648	68,530
70,000	EXELON GENERATION CO	5 350%	01/15/14	71,232	70,111
65,000	EXPRESS SCRIPTS HLDG	2 100%	02/12/15	66,127	65,942
3,696	FANNIE MAE	8 250%		92,400	32,340
475,000	FEDL HOME LN MTG COR	1 000%	03/08/17	472,668	475,774
310,000	FEDL HOME LN MTG COR	1 000%	08/27/14	314,762	311,803
100,000	FEDL HOME LOAN BANKS	0 625%	12/28/16	99,736	99,581
370,000	FEDL NATL MTG ASSN	1 250%	01/30/17	377,592	374,452
100,000	FEDL NATL MTG ASSN	3 000%	09/16/14	103,273	102,041
153,572	70 FHLMC REMIC SER 3778	3 500%	03/15/25	160,521	161,879
70,000	FIRST HORIZON NATL	5 375%	12/15/15	73,731	75,244
150,000	FLORIDA HURRICANE CA	2 995%	07/01/20	150,000	141,971
123,093	200 FNMA 913253	5 850%	03/01/37	116,509	117,405
110,451	98 FNMA REMIC TRUST 201	4 000%	03/25/42	115,250	113,893
100,000	FORD CREDIT AUTO TR	0 4366%	05/05/15	100,000	100,026
65,000	FORD MOTOR CREDIT CO	3 000%	06/12/17	64,976	67,556
130,000	FORDF SER 2013-5	0 6366%	09/15/18	130,102	130,319
120,000	FORDO SER 2013-B CLA	0 570%	06/15/16	119,994	120,140
2,396	FREDDIE MAC	8 375%		59,900	21,492
130,000	GEMNT 2012-5A	0 950%	06/15/18	129,965	130,486
85,000	GENERAL ELEC CAP	5 300%	02/11/21	94,702	95,083
125,000	GENERAL ELEC CAP COR	4 375%	09/16/20	121,864	135,474
135,000	GENERAL ELEC CAP COR	5 400%	02/15/17	139,473	150,245
95,000	GENWORTH HLDGS INC	4 800%	02/15/24	94,478	93,837
70,000	GEORGIA PWR CO	3 000%	04/15/16	74,250	72,967
150,000	GOLDMAN SACHS GROUP	5 125%	01/15/15	145,930	156,688
70,000	GOLDMAN SACHS GROUP	2 375%	01/22/18	70,295	70,266
95,000	GOLDMAN SACHS GROUP	5 950%	01/18/18	107,478	108,009
90,000	GRUPO TELEvisa SA DE	6 000%	05/15/18	104,788	100,244
47,544	HAROT SER 2010-3	0 940%	12/21/16	47,458	47,544
100,000	HART SER 2013-C A2	0 570%	06/15/16	99,995	100,113
60,000	HCP INC	5 375%	02/01/21	60,073	65,315

		<u>INTEREST</u>	<u>DUE</u>		<u>MARKET</u>
		<u>RATE</u>	<u>DATE</u>	<u>COST</u>	<u>VALUE</u>
70,000	HEALTH CARE REIT INC	2 250%	03/15/18	71,547	69,206
110,000	HSBC FIN CORP	5 000%	06/30/15	114,825	116,239
65,000	HSBC FINANCE CORP	6 676%	01/15/21	77,583	74,687
50,000	HYDRO-QUEBEC	2 000%	06/30/16	49,991	51,340
150,000	HYUNDAI AUTO RECEIVA	0 530%	12/15/15	149,981	150,083
60,000	HYUNDAI CAP AMER INC	2 875%	08/09/18	60,938	60,228
70,000	ILLINOIS ST	4 421%	01/01/15	70,000	72,102
135,000	INTEL CORP	1 350%	12/15/17	135,146	133,426
75,000	INTERCONTINENTALEXCH	4 000%	10/15/23	74,419	75,445
75,000	JEFFERIES GROUP INC	5 125%	04/13/18	74,739	81,094
70,000	JEFFERIES GROUP INC	8 500%	07/15/19	76,825	85,400
70,000	JOHN DEERE CAPITAL	0 700%	09/04/15	69,952	70,275
45,000	JOHN DEERE CAPITAL	1 250%	12/02/14	44,942	45,397
90,000	JOHNSON CTLS INC	5 500%	01/15/16	97,355	97,761
100,000	JPMORGAN CHASE & CO	1 625%	05/15/18	99,838	97,920
100,000	JPMORGAN CHASE & CO	3 375%	05/01/23	99,462	93,200
120,000	JPMORGAN CHASE & CO	6 000%	01/15/18	138,205	138,177
115,000	KIMCO REALTY CORP	3 125%	06/01/23	114,157	104,581
110,000	KRAFT FOODS INC	4 125%	02/09/16	109,624	116,617
50,000	KROGER	2 200%	01/15/17	50,000	50,608
75,000	KROGER	2 200%	01/15/17	76,663	75,912
150	LEHMAN BROS HLDGS INC	7 950%		3,244	-
16	LEHMAN BROS HLDGS INC PFD CV	7 250%		8,972	-
367	LEHMAN BROTHERS HLDGS INC DEP SHS PF			6,608	-
75	LEHMAN BROTHERS HLDGS INC PFD	5 670%		2,381	-
91	LEHMAN BROTHERS HLDGS INC PFD	5 940%		2,994	-
65,000	LEHMAN BROTHERS HOLD	6 500%	07/19/17	64,183	-
225,600 625	LOOMIS GLOBAL BOND FD			3,498,900	3,643,450
150,000	MASSACHUSETTS ST	4 200%	12/01/21	151,944	158,411
145,000	MBART SER 2012-1	0 470%	08/15/15	144,986	145,030
55,000	MBNA CCMT SER 2004	2 77438%	08/16/21	48,959	54,532
75,000	MERRILL LYNCH & CO	6 050%	05/16/16	75,521	82,517
80,000	METLIFE INC	6 750%	06/01/16	91,591	90,962
20,000	METLIFE INC	6 817%	08/15/18	22,184	23,929
75,000	METLIFE INC	7 717%	02/15/19	92,132	92,963
74,497 44	MLAN 2012-1	2 060%	01/15/22	75,103	75,039
165,000	MORGAN STANLEY	4 875%	11/01/22	170,262	168,904
130,000	NAROT SER 2012-B A3	0 460%	08/15/15	129,998	130,038
100,000	NBCUNIVERSAL MEDIA	4 375%	04/01/21	114,453	105,842
90,000	NOMURA HOLDINGS INC	2 000%	09/13/16	89,698	90,744
60,000	NORDSTROM INC	4 750%	05/01/20	64,779	65,662
80,000	NOVA SCOTIA PROV CDA	5 125%	01/26/17	94,146	89,766
80,000	NYSE EURONEXT	2 000%	10/05/17	79,806	80,104
70,000	ONEOK PARTNERS LP	3 375%	10/01/22	69,969	65,437
100,000	ONTARIO PROVINCE CDA	4 000%	10/07/19	113,570	108,254
90,000	ORACLE CORP	5 750%	04/15/18	99,558	104,001
45,000	PEMEX PROJECT FDG	5 750%	03/01/18	50,130	50,175
75,000	PEPSICO INC	0 750%	03/05/15	75,419	75,189
70,000	PETROBRAS INTL FIN	3 875%	01/27/16	70,034	72,062
75,000	PFIZER INC	6 200%	03/15/19	85,076	88,907
65,000	PHILLIPS 66	2 950%	05/01/17	67,499	67,625
70,000	PROLOGIS	2 750%	02/15/19	69,976	69,516

		INTEREST	DUE		MARKET
		<u>RATE</u>	<u>DATE</u>	<u>COST</u>	<u>VALUE</u>
75,000	PRUDENTIAL FINL INC	4 750%	09/17/15	77,973	79,923
80,000	PRUDENTIAL FINL INC	4 750%	09/17/15	87,340	85,251
90,000	PUERTO RICO COMWLTH	3 670%	05/01/14	90,000	87,564
85,000	RABOBANK NEDERLAND	3 375%	01/19/17	91,196	89,496
65,000	ROGERS WIRELESS INC	6 375%	03/01/14	73,293	65,620
50,000	ROYAL BANK OF CANADA	1 200%	09/19/17	49,995	49,542
75,000	ROYAL BK OF CDA BD	2 875%	04/19/16	79,163	78,173
85,000	ROYAL BK OF SCOTLAND	2 550%	09/18/15	84,952	86,934
70,000	RYDER SYS MTN BE	2 350%	02/26/19	70,459	68,544
90,000	SAFeway INC	6 350%	08/15/17	104,980	100,696
60,000	SANTANDER HLDGS USA	3 450%	08/27/18	59,891	61,540
70,000	SEMPRA ENERGY	6 500%	06/01/16	71,911	78,764
70,000	SHELL INTERNATIONAL	1 125%	08/21/17	70,058	69,035
90,000	SIMON PROP GRP LP	4 200%	02/01/15	90,385	92,646
45,000	SOCIETE GENERALE	2 625%	10/01/18	44,952	45,395
55,000	STARBUCKS CORP	6 250%	08/15/17	63,787	64,086
65,000	SYMANTEC CORP	4 200%	09/15/02	68,370	65,923
80,000	TAR SER 2012-B CL A3	0 460%	09/15/15	79,992	80,015
70,000	TARGET CORP	1 125%	07/18/14	70,402	70,280
55,000	TD AMERITRADE HLDG	4 150%	12/01/14	54,889	56,785
95,000	TELEFONICA EMISIONES	3 992%	02/16/16	99,808	99,788
100,000	THERMO FISHER SCIENT	3 200%	03/01/16	103,605	104,550
110,000	TIME WARNER CABLE IN	4 125%	02/15/21	109,306	104,254
80,000	TIME WARNER INC	4 000%	01/15/22	84,444	81,011
65,000	TOYOTA MOTOR CREDIT	3 200%	06/17/15	69,431	67,596
85,000	U S BANCORP MTNS BK	3 150%	03/04/15	84,984	87,589
85,000	UNITEDHEALTH GROUP	4 700%	02/15/21	85,127	92,739
85,000 00	UNIVERSITY CALIF REV	1 796%	07/01/19	85,000	81,699
50,000	VALERO ENERGY CORP	9 375%	03/15/19	59,777	64,439
125,000	VERIZON COMMUNICATION	5 150%	09/15/23	124,595	134,212
115,000	VERIZON COMMUNICATION	5 500%	02/15/18	125,054	129,922
80,000	VORNADO RLTY L P	4 250%	04/01/15	78,105	82,499
80,000	WACHOVIA CORP NEW	5 250%	08/01/14	86,648	82,175
75,000	WACHOVIA CORP NEW	5 750%	06/15/17	81,245	85,552
90,000	WAL MART STORES INC	3 625%	07/08/20	99,391	94,306
70,000	WALGREEN CO	1 800%	09/15/17	69,894	70,485
29,783 44	WAMU MTG	4 9285%	08/25/35	29,236	29,200
19,541 16	WASHINGTON 2005-AR3	4 6600%	03/25/35	18,950	19,375
70,000	WASTE MGMT INC DEL	2 900%	09/15/22	69,554	64,846
115,000	WELLS FARGO & CO NEW	5 625%	12/11/17	129,805	131,812
40,000	WELLS FARGO CO MTN	4 125%	08/15/23	39,863	39,434
94,945 01	WFMB SECS SER 2006	6 04490%	09/25/36	94,023	79,387
105,000	WFMNT SER 2012-B A	1 760%	05/17/21	104,997	104,815
65,000	WHIRLPOOL CORP	4 850%	06/15/21	69,949	68,289
100,000	WORLD OMNI AUTO RECV	0 640%	02/15/17	99,992	100,198
				<u>\$ 23,655,427</u>	<u>\$ 23,525,117</u>

## CHARLES A. FRUEAUFF FOUNDATION, INC

13-5605371

Form 990-PF

Calendar Year 2013

## Page 3, Part IV - Capital Gains &amp; Losses for Tax on Investment Income:

(a) PROPERTY	(b) HOW ACQUIRED	(c) DATE ACQUIRED	(d) DATE SOLD	(e) GROSS SALES PRICE	(g) BASIS	(h) GAIN OR (LOSS)
<b>EQUITIES</b>						
175 AMERICAN CAPITAL AGENCY CORP	P	10/14/11	01/25/13	\$ 5,484	\$ 4,823	\$ 661
1100 AMERICAN CAPITAL AGENCY CORP	P	08/17/11	01/25/13	34,469	32,948	1,521
525 AMERICAN CAPITAL AGENCY CORP	P	10/14/11	12/20/13	10,355	14,469	(4,114)
700 AMERICAN CAPITAL AGENCY CORP	P	12/01/11	12/20/13	13,807	20,024	(6,217)
970 AMERICAN CAPITAL AGENCY CORP	P	02/19/13	12/20/13	19,132	31,701	(12,569)
1000 AMERICAN CAPITAL AGENCY CORP	P	11/29/11	12/20/13	19,724	28,090	(8,366)
407 AMERICAN ELEC PWR INC	P	11/29/10	02/12/13	18,166	14,469	3,697
753 AMERICAN ELEC PWR INC	P	12/01/10	02/12/13	33,612	27,060	6,552
240 AMERICAN ELEC PWR INC	P	12/01/10	03/07/13	11,403	8,638	2,765
250 AMERICAN ELEC PWR INC	P	03/12/12	03/07/13	11,878	9,700	2,178
1150 AMERICAN ELEC PWR INC	P	01/05/12	03/07/13	54,640	46,909	7,731
4500 APACHE CORP	P	06/03/04	04/18/13	333,011	190,131	142,880
1200 APPLE COMPUTER INC	P	01/23/08	03/07/13	512,665	155,304	357,361
60 AT & T INC	P	11/30/10	04/16/13	2,279	1,684	595
100 AT & T INC	P	03/07/11	04/16/13	3,799	2,787	1,012
1000 AT & T INC	P	10/12/99	04/16/13	37,989	7,073	30,916
1740 AT & T INC	P	04/28/06	04/16/13	66,101	45,953	20,148
9000 BANK OF NEW YORK MELLON CORP	P	05/27/10	04/18/13	250,844	251,395	(551)
3420 BB & T CORPORATION	P	02/20/13	09/10/13	115,984	103,092	12,892
26737 06 CALAMOS INV TR NEW GRW & INCM I	P	03/29/10	02/13/13	859,329	750,000	109,329
1000 CAPSTEAD MORTGAGE CORP NEW	P	12/01/11	01/25/13	12,100	12,490	(390)
1300 CAPSTEAD MORTGAGE CORP NEW	P	12/06/11	01/25/13	15,730	16,535	(805)
1500 CAPSTEAD MORTGAGE CORP NEW	P	11/29/11	01/25/13	18,150	18,185	(35)
2000 CAPSTEAD MORTGAGE CORP NEW	P	11/29/10	01/25/13	24,200	23,600	600
2200 CAPSTEAD MORTGAGE CORP NEW	P	12/01/10	01/25/13	26,620	26,086	534
1000 CENTURYTEL INC PAR 1	P	01/24/12	01/28/13	40,099	37,005	3,094
700 CENTURYTEL INC PAR 1	P	01/24/12	02/14/13	23,439	25,903	(2,464)
1100 CENTURYTEL INC PAR 1	P	02/13/12	02/14/13	36,832	41,952	(5,120)
5000 CHEVRONTExaco CORP	P	09/29/82	04/18/13	589,434	47,062	542,372
50 CONOCOPHILLIPS	P	11/30/10	01/23/13	2,975	2,315	660
450 CONOCOPHILLIPS	P	07/02/12	01/23/13	26,774	24,932	1,842
1430 CONOCOPHILLIPS	P	12/31/88	01/23/13	85,081	2,886	82,195
4500 CONOCOPHILLIPS	P	12/31/88	04/18/13	259,825	9,082	250,743
400 DU PONT E I DE NEMOURS & CO	P	11/29/10	09/10/13	23,217	18,516	4,701
600 DU PONT E I DE NEMOURS & CO	P	11/30/10	09/10/13	34,826	28,032	6,794
600 DU PONT E I DE NEMOURS & CO	P	12/09/11	09/10/13	34,826	26,778	8,048
700 DU PONT E I DE NEMOURS & CO	P	12/13/11	09/10/13	40,630	30,722	9,908
8500 EXPRESS SCRIPTS INC	P	05/27/11	04/18/13	475,507	503,662	(28,155)
4500 EXXON MOBIL CORP F/K/A EXXON CORP	P	09/29/82	04/18/13	395,505	15,747	379,758
2750 GENERAL ELECTRIC CO	P	12/30/91	01/28/13	61,689	15,849	45,840
100 GENERAL ELECTRIC CO	P	11/30/10	12/20/13	2,739	1,608	1,131
100 GENERAL ELECTRIC CO	P	12/30/91	12/20/13	2,739	576	2,163
500 GENERAL ELECTRIC CO	P	12/02/11	12/20/13	13,697	8,130	5,567
1215 GENERAL ELECTRIC CO	P	02/19/13	12/20/13	33,283	28,901	4,382
2550 GENERAL ELECTRIC CO	P	05/27/10	12/20/13	69,853	42,627	27,226
15 GOLDMAN SACHS GROUP INC PAR 01	P	12/15/11	01/16/13	2,083	1,412	671
35 GOLDMAN SACHS GROUP INC PAR 01	P	07/28/11	01/16/13	4,861	4,792	69
100 GOLDMAN SACHS GROUP INC PAR 01	P	11/29/10	01/16/13	13,888	15,942	(2,054)
100 GOLDMAN SACHS GROUP INC PAR 01	P	11/30/10	01/16/13	13,888	15,777	(1,889)
100 GOLDMAN SACHS GROUP INC PAR 01	P	12/08/11	01/16/13	13,888	10,322	3,566
115 GOLDMAN SACHS GROUP INC PAR 01	P	11/23/11	01/16/13	15,971	10,258	5,713
175 GOLDMAN SACHS GROUP INC PAR 01	P	12/13/11	01/16/13	24,304	17,307	6,997
12000 ISHARES MSCI EMERGING MKTS ETF	P	11/17/09	05/07/13	524,628	502,325	22,303

(a) PROPERTY	(b) HOW ACQUIRED	(c) DATE ACQUIRED	(d) DATE SOLD	(e) GROSS SALES PRICE	(g) BASIS	(h) GAIN OR (LOSS)
20 JOHNSON & JOHNSON	P	11/30/10	02/20/13	1,537	1,253	284
125 JOHNSON & JOHNSON	P	03/17/11	02/20/13	9,608	7,289	2,319
780 JOHNSON & JOHNSON	P	05/13/85	02/20/13	59,953	2,270	57,683
800 JOHNSON & JOHNSON	P	05/13/85	02/20/13	61,490	2,328	59,162
1200 MCDONALDS CORP	P	09/05/12	03/04/13	113,940	107,081	6,859
MELLON PRIVATE EQUITY FUND V	P		07/02/13	89,637	89,637	-
MELLON PRIVATE EQUITY FUND V	P		11/25/13	74,388	74,388	-
MELLON PRIVATE EQUITY FUND VI	P		07/02/13	29,891	29,891	-
910 MERCK & CO INC NEW	P	02/19/13	12/20/13	44,837	38,224	6,613
1600 MERCK & CO INC NEW	P	01/22/13	12/20/13	78,835	69,198	9,637
1500 MICROSOFT CORP	P	01/17/03	01/28/13	42,154	39,512	2,642
17900 MICROSOFT CORP	P	10/24/03	01/30/13	495,819	478,455	17,364
600 MICROSOFT CORP	P	01/17/03	07/12/13	21,151	15,805	5,346
1000 MICROSOFT CORP	P	11/29/10	07/12/13	35,252	25,120	10,132
1000 MICROSOFT CORP	P	11/30/10	07/12/13	35,252	25,320	9,932
1110 MICROSOFT CORP	P	02/19/13	07/12/13	39,130	31,139	7,991
300 NATURAL RESOURCE L P	P	12/15/11	02/19/13	6,842	7,835	(993)
350 NATURAL RESOURCE L P	P	11/23/11	02/19/13	7,982	9,565	(1,583)
650 NATURAL RESOURCE L P	P	12/01/10	02/19/13	14,825	20,092	(5,267)
1000 NATURAL RESOURCE L P	P	11/29/10	02/19/13	22,807	30,414	(7,607)
1500 NATURAL RESOURCE L P	P	12/02/11	02/19/13	34,211	42,108	(7,897)
450 NORFOLK SOUTHERN CORP	P	02/19/13	09/10/13	34,285	32,620	1,665
1000 NORFOLK SOUTHERN CORP	P	03/01/12	09/10/13	76,189	68,869	7,320
3570 332 OPUS COMMODITIES FUND LTD	P	03/31/11	01/11/13	317,130	414,764	(97,634)
3570 332 OPUS COMMODITIES FUND LTD	P	03/31/11	02/21/13	309,037	414,764	(105,727)
3570 332 OPUS COMMODITIES FUND LTD	P	03/31/11	03/19/13	317,689	414,764	(97,075)
3570 3318 OPUS COMMODITIES FUND LTD	P	03/31/11	04/12/13	306,087	414,764	(108,677)
1000 PENGROWTH ENERGY C COM NPV	P	12/16/11	01/03/13	5,033	10,410	(5,377)
1450 PENGROWTH ENERGY C COM NPV	P	12/20/11	01/03/13	7,298	15,124	(7,826)
1500 PENGROWTH ENERGY C COM NPV	P	12/06/11	01/03/13	7,550	16,268	(8,718)
1850 PENGROWTH ENERGY C COM NPV	P	11/30/10	01/03/13	9,311	23,569	(14,258)
2000 PENGROWTH ENERGY C COM NPV	P	11/29/10	01/03/13	10,066	25,765	(15,699)
2000 PENGROWTH ENERGY C COM NPV	P	12/07/11	01/03/13	10,066	21,860	(11,794)
300 PERMIAN BASIN RTY TR	P	03/17/11	01/11/13	3,921	6,182	(2,261)
900 PERMIAN BASIN RTY TR	P	12/07/11	01/11/13	11,764	18,144	(6,380)
1000 PERMIAN BASIN RTY TR	P	11/29/10	01/11/13	13,071	22,060	(8,989)
1300 PERMIAN BASIN RTY TR	P	11/30/10	01/11/13	16,992	28,808	(11,816)
1500 PERMIAN BASIN RTY TR	P	12/06/11	01/11/13	19,606	30,489	(10,883)
2215 PFIZER INC	P	12/01/10	01/22/13	58,915	36,560	22,355
385 PFIZER INC	P	12/01/10	09/10/13	10,916	6,383	4,533
500 PFIZER INC	P	11/28/11	09/10/13	14,177	9,530	4,647
1250 PFIZER INC	P	02/19/13	09/10/13	35,442	34,532	910
1675 PFIZER INC	P	01/05/12	09/10/13	47,493	36,013	11,480
900 SENIOR HOUSING PROP TRUST PAR 01	P	08/02/12	02/12/13	22,088	20,131	1,957
500 SYSCO CORP	P	12/16/11	07/12/13	17,726	14,545	3,181
1100 SYSCO CORP	P	12/27/11	07/12/13	38,998	32,521	6,477
1900 SYSCO CORP	P	04/11/11	07/12/13	67,360	54,055	13,305
3000 TERADATA CORP DEL	P	03/30/11	11/04/13	128,561	152,183	(23,622)
2900 TERADATA CORP DEL	P	01/25/13	11/04/13	124,275	200,999	(76,724)
2700 TEVA PHARMACEUTICAL INDS LTD ADR	P	02/20/13	12/20/13	106,335	104,207	2,128
250 WINDSTREAM CORP	P	12/15/11	01/03/13	2,195	2,855	(660)
650 WINDSTREAM CORP	P	11/28/11	01/03/13	5,707	7,384	(1,677)
1850 WINDSTREAM CORP	P	12/01/10	01/03/13	16,243	24,624	(8,381)
2000 WINDSTREAM CORP	P	11/29/10	01/03/13	17,560	26,000	(8,440)
2000 WINDSTREAM CORP	P	12/02/11	01/03/13	17,560	23,600	(6,040)
2000 WINDSTREAM CORP	P	12/06/11	01/03/13	17,560	23,790	(6,230)
CLASS ACTION - BANK OF AMERICA	P		01/24/13	242	-	242
CLASS ACTION - UNITED HEALTHCARE	P		01/24/13	230	-	230
CLASS ACTION - ADELPHIA	P		02/26/13	1,109	-	1,109
CLASS ACTION - EDS	P		02/26/13	390	-	390
CLASS ACTION - DELL SECURITIES	P		02/26/13	173	-	173

(a) <u>PROPERTY</u>	(b) <u>HOW</u> <u>ACQUIRED</u>	(c) <u>DATE</u> <u>ACQUIRED</u>	(d) <u>DATE</u> <u>SOLD</u>	(e) <u>GROSS</u> <u>SALES</u> <u>PRICE</u>	(g) <u>BASIS</u>	(h) <u>GAIN</u> <u>OR</u> <u>(LOSS)</u>
CLASS ACTION - DELL SECURITIES	P		02/28/13	173	-	173
CLASS ACTION - ADELPHIA	P		07/02/13	42	-	42
GAINS FROM PASSTHROUGH ENTITIES	P			10,141	-	10,141

# **FIXED INCOME**

120000 ALLY MASTER OWNER TR 1 4400% 02/15/17	P	02/15/12	02/12/13	121,594	119,991	1,603
8310 59 ALLYA 20012-4 A2 4800% 05/15/14	P	08/07/12	04/15/13	8,311	8,310	1
9561 11 ALLYA 20012-4 A2 4800% 05/15/14	P	08/07/12	05/15/13	9,561	9,561	-
9620 75 ALLYA 20012-4 A2 4800% 05/15/14	P	08/07/12	06/15/13	9,621	9,620	1
8350 62 ALLYA 20012-4 A2 4800% 05/15/14	P	08/07/12	07/15/13	8,351	8,350	1
9717 8 ALLYA 20012-4 A2 4800% 05/15/14	P	08/07/12	08/15/13	9,718	9,717	1
9015 48 ALLYA 20012-4 A2 4800% 05/15/14	P	08/07/12	09/15/13	9,015	9,015	-
8524 48 ALLYA 20012-4 A2 4800% 05/15/14	P	08/07/12	10/15/13	8,524	8,524	-
8575 26 ALLYA 20012-4 A2 4800% 05/15/14	P	08/07/12	11/15/13	8,575	8,575	-
7766 15 ALLYA 20012-4 A2 4800% 05/15/14	P	08/07/12	12/15/13	7,766	7,766	-
6466 29 ALLYA SER 2012-3 7000% 02/15/14	P	05/22/12	01/15/13	6,466	6,466	-
11386 94 ALLYA SER 2012-3 7000% 02/15/14	P	05/22/12	02/15/13	11,387	11,386	1
10386 ALLYA SER 2012-3 7000% 02/15/14	P	05/22/12	03/15/13	10,386	10,386	-
10794 98 ALLYA SER 2012-3 7000% 02/15/14	P	05/22/12	04/15/13	10,795	10,794	1
11089 24 ALLYA SER 2012-3 7000% 02/15/14	P	05/22/12	05/15/13	11,089	11,089	-
10373 81 ALLYA SER 2012-3 7000% 02/15/14	P	05/22/12	06/15/13	10,374	10,373	1
9487 86 ALLYA SER 2012-3 7000% 02/15/14	P	05/22/12	07/15/13	9,488	9,487	1
10542 5 ALLYA SER 2012-3 7000% 02/15/14	P	05/22/12	08/15/13	10,543	10,542	1
9902 93 ALLYA SER 2012-3 7000% 02/15/14	P	05/22/12	09/15/13	9,903	9,902	1
9226 16 ALLYA SER 2012-3 7000% 02/15/14	P	05/22/12	10/15/13	9,226	9,226	-
9447 33 ALLYA SER 2012-3 7000% 02/15/14	P	05/22/12	11/15/13	9,447	9,447	-
8110 34 ALLYA SER 2012-3 7000% 02/15/14	P	05/22/12	12/15/13	8,110	8,110	-
75000 AMB PTY L P 7 500% 6/30/18	P	04/15/10	08/15/13	91,645	83,162	8,483
55000 AMERICAN INTL GROUP 4 250% 9/15/14	P	01/19/12	01/10/13	58,023	54,763	3,260
60000 AMERICAN INTL GROUP 4 250% 9/15/14	P	10/18/11	01/10/13	63,298	59,334	3,964
16 42 AMERICREDIT AUTOMOB 4900% 04/08/16	P	09/05/12	03/08/13	16	16	-
7433 45 AMERICREDIT AUTOMOB 4900% 04/08/16	P	09/05/12	04/08/13	7,433	7,433	-
6871 91 AMERICREDIT AUTOMOB 4900% 04/08/16	P	09/05/12	05/08/13	6,872	6,872	-
4977 22 AMERICREDIT AUTOMOB 4900% 04/08/16	P	09/05/12	06/08/13	4,977	4,977	-
5037 77 AMERICREDIT AUTOMOB 4900% 04/08/16	P	09/05/12	07/08/13	5,038	5,038	-
5712 95 AMERICREDIT AUTOMOB 4900% 04/08/16	P	09/05/12	08/08/13	5,713	5,713	-
5525 66 AMERICREDIT AUTOMOB 4900% 04/08/16	P	09/05/12	09/08/13	5,526	5,525	1
4924 36 AMERICREDIT AUTOMOB 4900% 04/08/16	P	09/05/12	10/08/13	4,924	4,924	-
5398 97 AMERICREDIT AUTOMOB 4900% 04/08/16	P	09/05/12	11/08/13	5,399	5,399	-
4624 AMERICREDIT AUTOMOB 4900% 04/08/16	P	09/05/12	12/08/13	4,624	4,624	-
10000 APACHE CORP 3 250% 4/15/22	P	06/20/12	02/15/13	10,313	10,453	(140)
17000 APACHE CORP 3 250% 4/15/22	P	06/20/12	12/20/13	16,862	17,770	(908)
100000 BANK AMER CORP 5 700% 1/24/22	P	03/27/13	09/30/13	112,376	116,948	(4,572)
20000 BANK AMER FDG CORP 7 625% 6/01/19	P	11/12/09	02/15/13	25,484	21,787	3,697
105000 BANK AMER FDG CORP 7 625% 6/01/19	P	04/27/10	03/27/13	133,527	119,454	14,073
10000 BANK OF NOVA SCOTIA 1 3750% 12/18/17	P	12/11/12	02/15/13	9,945	9,989	(44)
15000 BARRICK GOLD CORP 2 900% 5/30/16	P	11/30/11	02/15/13	15,712	15,282	430
65000 BARRICK GOLD CORP 2 900% 5/30/16	P	11/30/11	12/03/13	68,051	66,221	1,830
115000 BB&T CORPORATION 3 950% 4/29/16	P	04/26/10	05/17/13	124,969	114,860	10,109
60000 BEAR STEARNS COS INC 5 550% 1/22/17	P	06/07/12	02/19/13	67,912	64,395	3,517
100000 BEAR STEARNS COS INC 5 550% 1/22/17	P	06/07/12	04/24/13	113,861	107,325	6,536
30000 BEAR STERNS CO INC 6 400% 10/02/17	P	03/02/11	02/15/13	35,951	34,169	1,782
115000 BEAR STERNS CO INC 6 400% 10/02/17	P	03/02/11	10/03/13	134,319	130,980	3,339
25000 BHP BILLITON FIN USA 1 000% 2/24/15	P	06/13/12	02/15/13	25,212	25,053	159
10000 BOEING CO 3 500% 2/15/15	P	08/22/11	02/15/13	10,548	10,807	(259)
85000 CALIFORNIA ST 5 450% 4/01/15	P	04/05/10	03/06/13	93,225	87,652	5,573
40000 CATHOLIC HEALTH INIT 2 950% 11/01/22	P	10/25/12	01/15/13	40,298	39,894	404
65000 COCA COLA ENTERPRISE 5 000% 8/15/13	P	02/12/09	04/05/13	66,090	67,439	(1,349)
35000 COCA COLA ENTERPRISE 7 375% 3/03/14	P	04/14/10	04/05/13	37,142	40,916	(3,774)
80000 COLUMBUS SOUTHERN PW 5 500% 3/01/13	P	01/28/09	03/01/13	80,000	82,121	(2,121)
300000 CONSOLIDATED EDISON 5 375% 12/15/15	P	07/02/08	02/15/13	336,777	300,717	36,060

(a) PROPERTY		(b) HOW ACQUIRED	(c) DATE ACQUIRED	(d) DATE SOLD	(e) GROSS SALES PRICE	(g) BASIS	(h) GAIN OR (LOSS)
100000	CRH AMER INC 5 300% 10/15/13	P	02/17/10	10/15/13	100,000	106,405	(6,405)
70000	CVS CAREMARK CORP 2 2500% 12/05/18	P	12/02/13	12/13/13	70,223	69,921	302
100000	DAIMLERCHRYSLER NORT 6 500% 11/15/13	P	01/14/10	11/15/13	100,000	112,114	(12,114)
10000	DOMINION RESOURCES 5 000% 3/15/13	P	01/29/09	02/15/13	10,032	9,968	64
65000	DOMINION RESOURCES 5 000% 3/15/13	P	03/18/10	03/15/13	65,000	65,951	(951)
28000	DOW CHEM CO 7 600% 5/15/14	P	03/21/11	03/25/13	30,962	32,542	(1,580)
25000	ELECTRONIC DATA SYS 6 000% 8/01/13	P	02/02/09	02/15/13	25,554	27,025	(1,471)
65000	ELECTRONIC DATA SYS 6 000% 8/01/13	P	02/16/10	08/01/13	65,000	71,072	(6,072)
20000	ENTERPRISE PRODS OPE 6 500% 1/31/19	P	02/23/10	02/15/13	24,674	22,037	2,637
55000	ENTERPRISE PRODS OPE 6 500% 1/31/19	P	05/26/10	07/25/13	65,514	60,661	4,853
370000	FEDL HOME LOAN MTG 2 500% 5/27/16	P	01/10/13	02/05/13	393,804	394,701	(897)
380000	FEDL NATL MTG ASSN 1 625% 10/26/15	P	01/18/12	01/10/13	392,973	391,731	1,242
100000	FEDL NATL MTG ASSN 3 000% 9/16/14	P	12/08/09	02/15/13	104,297	103,273	1,024
6734 43	FHLMC REMIC SER 3778 3 500% 3/15/25	P	03/21/13	04/15/13	6,734	7,039	(305)
11953 63	FHLMC REMIC SER 3778 3 500% 3/15/25	P	03/21/13	05/15/13	11,954	12,494	(540)
7274 07	FHLMC REMIC SER 3778 3 500% 3/15/25	P	03/21/13	06/15/13	7,274	7,603	(329)
6799 8	FHLMC REMIC SER 3778 3 500% 3/15/25	P	03/21/13	07/15/13	6,800	7,107	(307)
6156 62	FHLMC REMIC SER 3778 3 500% 3/15/25	P	03/21/13	08/15/13	6,157	6,435	(278)
3863 86	FHLMC REMIC SER 3778 3 500% 3/15/25	P	03/21/13	09/15/13	3,864	4,039	(175)
2560 23	FHLMC REMIC SER 3778 3 500% 3/15/25	P	03/21/13	10/15/13	2,560	2,676	(116)
3501 5	FHLMC REMIC SER 3778 3 500% 3/15/25	P	03/21/13	11/15/13	3,502	3,660	(158)
2072 48	FHLMC REMIC SER 3778 3 500% 3/15/25	P	03/21/13	12/15/13	2,072	2,166	(94)
49800 797	FIDELITY FLOATING RATE HIGH INC	P	05/16/13	12/10/13	495,518	500,000	(4,482)
50100 2	FIDELITY FLOATING RATE HIGH INC	P	08/01/13	12/10/13	498,496	500,000	(1,504)
2038 44	FNMA POOL #913253 2 14395% 3/01/37	P	02/13/09	12/31/12	2,038	2,117	(79)
1005 15	FNMA POOL #913253 2 14395% 3/01/37	P	02/13/09	02/25/13	1,005	1,044	(39)
764 86	FNMA POOL #913253 2 14395% 3/01/37	P	02/13/09	03/25/13	765	795	(30)
1175 9	FNMA POOL #913253 2 14395% 3/01/37	P	02/13/09	04/25/13	1,176	1,221	(45)
99 57	FNMA POOL #913253 2 14395% 3/01/37	P	02/13/09	05/25/13	100	103	(3)
373 31	FNMA POOL #913253 2 14395% 3/01/37	P	02/13/09	06/25/13	373	388	(15)
840 93	FNMA POOL #913253 2 14395% 3/01/37	P	02/13/09	07/25/13	841	874	(33)
26 28	FNMA POOL #913253 2 14395% 3/01/37	P	02/13/09	08/25/13	26	27	(1)
1492 66	FNMA POOL #913253 2 14395% 3/01/37	P	02/13/09	09/25/13	1,493	1,551	(58)
791 68	FNMA POOL #913253 2 14395% 3/01/37	P	02/13/09	10/25/13	792	822	(30)
55 22	FNMA POOL #913253 2 14395% 3/01/37	P	02/13/09	11/25/13	55	57	(2)
739 21	FNMA POOL #913253 2 14395% 3/01/37	P	02/13/09	12/25/13	739	768	(29)
3260 09	FNMA REMIC TRUST 201 4 000% 3/25/42	P	07/11/13	08/25/13	3,260	3,402	(142)
3933 72	FNMA REMIC TRUST 201 4 000% 3/25/42	P	07/11/13	09/25/13	3,934	4,105	(171)
6008 94	FNMA REMIC TRUST 201 4 000% 3/25/42	P	07/11/13	10/25/13	6,009	6,270	(261)
4204 13	FNMA REMIC TRUST 201 4 000% 3/25/42	P	07/11/13	11/25/13	4,204	4,387	(183)
3328 57	FNMA REMIC TRUST 201 4 000% 3/25/42	P	07/11/13	12/25/13	3,329	3,473	(144)
150000	FNMA TBA 15YR 2 500% 6/15/28	P	05/02/13	06/10/13	152,467	156,516	(4,049)
150000	FNMA TBA 15YR 2 500% 7/15/28	P	06/10/13	07/09/13	149,145	152,133	(2,988)
150000	FNMA TBA 15YR 2 500% 8/15/28	P	07/09/13	08/07/13	149,660	148,852	808
150000	FNMA TBA 15YR 2 500% 9/15/28	P	08/07/13	09/09/13	147,645	149,320	(1,675)
150000	FNMA TBA 15YR 2 500% 10/15/28	P	09/09/13	10/07/13	150,955	147,328	3,627
150000	FNMA TBA 15YR 2 500% 11/15/27	P	10/07/13	11/04/13	151,230	150,633	597
750000	Fnma Tba 30yr 3 5000% 01/15/44	P	12/07/12	01/09/13	796,816	798,281	(1,465)
750000	Fnma Tba 30yr 3 5000% 03/15/44	P	02/07/13	03/07/13	789,697	790,313	(616)
150000	Fnma Tba 30yr 4 0000% 02/15/44	P	01/31/13	02/07/13	159,475	159,439	36
150000	Fnma Tba 30yr 4 0000% 03/25/44	P	02/07/13	03/07/13	159,521	159,352	169
750000	FNMA TBA 30YR 3 500% 2/01/42	P	01/09/13	02/07/13	792,100	795,352	(3,252)
750000	FNMA TBA 30YR 3 500% 4/01/42	P	03/07/13	04/08/13	797,637	788,203	9,434
750000	FNMA TBA 30YR 3 500% 5/15/42	P	04/08/13	05/07/13	795,645	795,820	(175)
750000	FNMA TBA 30YR 3 500% 6/15/42	P	05/07/13	06/10/13	773,467	793,828	(20,361)
750000	FNMA TBA 30YR 3 500% 7/15/42	P	06/10/13	07/09/13	751,904	771,445	(19,541)
750000	FNMA TBA 30YR 3 500% 8/15/42	P	07/09/13	08/07/13	755,596	750,000	5,596
310000	FNMA TBA 30YR 3 500% 9/15/42	P	08/07/13	09/03/13	307,094	311,453	(4,359)
440000	FNMA TBA 30YR 3 500% 9/15/42	P	08/07/13	09/09/13	436,236	442,063	(5,827)
440000	FNMA TBA 30YR 3 500% 10/15/42	P	09/09/13	10/03/13	448,594	434,981	13,613
150000	FNMA TBA 30YR 4 000% 4/15/42	P	03/07/13	04/08/13	160,494	159,398	1,096

	(a) <u>PROPERTY</u>	(b) <u>HOW ACQUIRED</u>	(c) <u>DATE ACQUIRED</u>	(d) <u>DATE SOLD</u>	(e) <u>GROSS SALES PRICE</u>	(g) <u>BASIS</u>	(h) <u>GAIN OR (LOSS)</u>
150000	FNMA TBA 30YR 4 000% 5/15/42	P	04/08/13	05/02/13	160,406	160,313	93
10812 45	FORDL SER 2012-A 0 630% 4/15/14	P	02/28/12	01/15/13	10,812	10,811	1
14250 27	FORDL SER 2012-A 0 630% 4/15/14	P	02/28/12	02/15/13	14,250	14,249	1
15904 42	FORDL SER 2012-A 0 630% 4/15/14	P	02/28/12	03/15/13	15,904	15,903	1
17573 05	FORDL SER 2012-A 0 630% 4/15/14	P	02/28/12	04/15/13	17,573	17,571	2
18914 17	FORDL SER 2012-A 0 630% 4/15/14	P	02/28/12	05/15/13	18,914	18,912	2
19820 03	FORDL SER 2012-A 0 630% 4/15/14	P	02/28/12	06/15/13	19,820	19,818	2
17424 67	FORDL SER 2012-A 0 630% 4/15/14	P	02/28/12	07/15/13	17,425	17,423	2
18073 21	FORDL SER 2012-A 0 630% 4/15/14	P	02/28/12	08/15/13	18,073	18,071	2
4146 1	FORDL SER 2012-A 0 630% 4/15/14	P	02/28/12	09/16/13	4,146	4,146	-
10000	GENERAL ELEC CAP COR 4 375% 9/16/20	P	03/24/11	02/15/13	11,069	9,803	1,266
15000	GOLDMAN SACHS GROUP 2 375% 1/22/18	P	01/23/13	02/15/13	15,104	15,063	41
80000	GOLDMAN SACHS GROUP 5 750% 10/01/16	P	07/20/10	01/23/13	91,210	85,174	6,036
120000	GOLDMAN SACHS GRP 5 375% 3/15/20	P	02/08/11	07/26/13	132,119	124,867	7,252
30000	GOLDMAN SACHS GRP IN 5 150% 1/15/14	P	09/12/07	02/19/13	31,143	29,811	1,332
1737 42	HAROT SER 2010-3 9400% 12/21/16	P	06/28/11	05/21/13	1,737	1,734	3
10485 44	HAROT SER 2010-3 9400% 12/21/16	P	06/28/11	06/21/13	10,485	10,467	18
9323 82	HAROT SER 2010-3 9400% 12/21/16	P	06/28/11	07/21/13	9,324	9,307	17
9466 25	HAROT SER 2010-3 9400% 12/21/16	P	06/28/11	08/21/13	9,466	9,449	17
8912 35	HAROT SER 2010-3 9400% 12/21/16	P	06/28/11	09/21/13	8,912	8,896	16
7770 08	HAROT SER 2010-3 9400% 12/21/16	P	06/28/11	10/21/13	7,770	7,756	14
7770 76	HAROT SER 2010-3 9400% 12/21/16	P	06/28/11	11/21/13	7,771	7,757	14
6990 05	HAROT SER 2010-3 9400% 12/21/16	P	06/28/11	12/23/13	6,990	6,977	13
25000	HCP INC 5 375% 2/01/21	P	01/20/11	02/15/13	28,777	25,030	3,747
50000	HEALTH CARE REIT INC 4 700% 9/15/17	P	12/13/12	04/30/13	56,460	56,022	438
75000	HEINZ (H J ) CO 5 350% 7/15/13	P	11/29/10	07/08/13	75,000	82,994	(7,994)
135000	INTEL CORP 1 950% 10/01/16	P	09/14/11	01/09/13	139,988	134,793	5,195
10000	JOHN DEERE CAPITAL 0 700% 9/04/15	P	09/04/12	02/15/13	10,006	9,993	13
75000	JOHN DEERE CAPITAL 1 875% 6/17/13	P	07/29/11	06/17/13	75,000	76,765	(1,765)
105000	JPMORGAN CHASE & CO 1 800% 1/25/18	P	01/17/13	03/04/13	105,588	104,930	658
20000	METLIFE INC 6 750% 6/01/16	P	12/18/09	02/20/13	23,566	22,898	668
6466 54	MLAN 2012-1 2 0600% 01/15/22	P	08/06/13	08/15/13	6,467	6,519	(52)
5688 66	MLAN 2012-1 2 0600% 01/15/22	P	08/06/13	09/15/13	5,689	5,735	(46)
4357 99	MLAN 2012-1 2 0600% 01/15/22	P	08/06/13	10/15/13	4,358	4,393	(35)
4005 54	MLAN 2012-1 2 0600% 01/15/22	P	08/06/13	11/15/13	4,006	4,038	(32)
3400 94	MLAN 2012-1 2 0600% 01/15/22	P	08/06/13	12/15/13	3,401	3,429	(28)
165000	MORGAN STANLEY 4 750% 4/01/14	P	11/16/07	01/04/13	170,838	163,006	7,832
25000	NBCUNIVERSAL MEDIA 4 375% 4/01/21	P	10/22/12	02/19/13	28,031	28,613	(582)
10000	NORDSTROM INC 4 750% 5/01/20	P	08/12/11	02/15/13	11,544	10,797	747
120000	NORTH TEX TWY AUTH 2 441% 9/01/13	P	04/15/11	09/01/13	120,000	120,000	-
75000	NYSE EURONEXT 4 800% 6/28/13	P	01/06/10	02/15/13	76,026	79,737	(3,711)
10000	ONEOK PARTNERS LP 3 375% 10/01/22	P	09/18/12	02/15/13	9,969	9,996	(27)
45000	ORACLE CORP 5 750% 4/15/18	P	12/10/09	02/19/13	54,230	49,779	4,451
70000	PFIZER INC 5 350% 3/15/15	P	02/24/12	08/20/13	75,034	79,738	(4,704)
55000	PRIVATE EXPORT FUNDI 1 450% 8/15/19	P	07/31/12	01/29/13	54,749	54,891	(142)
135000	PRIVATE EXPORT FUNDI 2 450% 7/15/24	P	01/29/13	07/02/13	123,999	134,435	(10,436)
145000	PRIVATE EXPORT FUNDI 2 450% 7/15/24	P	06/26/12	07/02/13	133,184	144,459	(11,275)
80000	PRIVATE EXPT FDG COR 4 375% 3/15/19	P	01/19/11	01/29/13	93,829	85,335	8,494
85000	PRUDENTIAL FINL INC 5 150% 1/15/13	P	02/22/10	01/15/13	85,000	86,024	(1,024)
35000	ROGERS WIRELESS INC 6 375% 3/01/14	P	12/18/09	02/19/13	36,990	39,466	(2,476)
85000	ROYAL BK SCOTLAND PL 4 875% 3/16/15	P	03/09/10	02/19/13	91,389	84,933	6,456
20000	SHELL INTERNATIONAL 4 000% 3/21/14	P	07/02/10	02/15/13	20,763	21,184	(421)
65000	SHELL INTERNATIONAL 4 000% 3/21/14	P	07/02/10	02/22/13	67,479	68,849	(1,370)
15000	STARBUCKS CORP 6 250% 8/15/17	P	08/12/10	02/15/13	17,969	17,396	573
15000	SYMANTEC CORP 2 750% 6/15/17	P	06/19/12	02/15/13	15,389	15,028	361
65000	SYMANTEC CORP 2 750% 6/15/17	P	06/19/12	02/19/13	66,741	65,085	1,656
10496 75	TAOT SER 2001-B 0 52991% 4/15/14	P	09/21/11	01/15/13	10,497	10,497	-
10444 61	TAOT SER 2001-B 0 52991% 4/15/14	P	09/21/11	02/15/13	10,445	10,444	1
9398 93	TAOT SER 2001-B 0 52991% 4/15/14	P	09/21/11	03/15/13	9,399	9,399	-
10066 86	TAOT SER 2001-B 0 52991% 4/15/14	P	09/21/11	04/15/13	10,067	10,067	-
9848 73	TAOT SER 2001-B 0 52991% 4/15/14	P	09/21/11	05/15/13	9,849	9,849	-



(a) PROPERTY		(b) HOW ACQUIRED	(c) DATE ACQUIRED	(d) DATE SOLD	(e) GROSS SALES PRICE	(g) BASIS	(h) GAIN OR (LOSS)
7645 52 TAOT SER 2001-B	0 52991% 4/15/14	P	09/21/11	06/17/13	7,646	7,645	1
15000 TARGET CORP	1 125% 7/18/14	P	08/03/11	02/15/13	15,154	15,086	68
95000 TELEFONICA EMISIONES	4 949% 1/15/15	P	08/26/10	05/28/13	100,208	99,345	863
20000 TIME WARNER CABLE	5 850% 5/01/17	P	11/06/08	02/19/13	23,219	18,625	4,594
15000 TOYOTA MOTOR CREDIT	3 2000% 06/17/15	P	05/03/12	02/15/13	15,876	16,023	(147)
100000 U S TREAS NTS	2500% 11/30/13	P	08/28/13	10/22/13	100,023	100,055	(32)
115000 U S TREAS NTS	2500% 11/30/13	P	08/28/13	11/05/13	115,013	115,063	(50)
190000 U S TREAS NTS	2500% 11/30/13	P	08/28/13	11/30/13	190,000	190,105	(105)
90000 U S TREAS NTS	6250% 07/15/14	P	08/05/11	04/03/13	90,495	90,397	98
260000 U S TREAS NTS	6250% 07/15/14	P	08/05/11	05/07/13	261,421	261,148	273
80000 U S TREAS NTS	6250% 07/15/14	P	08/05/11	10/16/13	80,262	80,353	(91)
245000 U S TREAS NTS	8750% 02/28/17	P	02/24/12	04/17/13	248,684	244,904	3,780
225000 U S TREAS NTS	0 250% 1/31/15	P	04/16/13	08/26/13	225,008	225,150	(142)
150000 U S TREAS NTS	0 250% 8/31/14	P	09/12/12	01/02/13	150,035	149,995	40
200000 U S TREAS NTS	0 250% 8/31/14	P	09/12/12	02/21/13	200,093	200,032	61
140000 U S TREAS NTS	0 250% 8/31/14	P	09/12/12	03/18/13	140,087	140,022	65
80000 U S TREAS NTS	0 250% 8/31/14	P	09/12/12	04/03/13	80,056	80,013	43
225000 U S TREAS NTS	0 250% 8/31/14	P	11/01/12	04/16/13	225,166	224,886	280
715000 U S TREAS NTS	0 250% 9/15/15	P	09/12/12	02/15/13	712,959	713,159	(200)
90000 U S TREAS NTS	0 250% 9/15/15	P	09/12/12	03/06/13	89,838	89,768	70
15000 U S TREAS NTS	0 250% 9/15/15	P	09/12/12	03/11/13	14,968	14,961	7
115000 U S TREAS NTS	0 250% 9/15/15	P	09/12/12	08/06/13	114,757	114,704	53
550000 U S TREAS NTS	0 250% 9/15/15	P	12/26/12	08/26/13	548,086	548,495	(409)
210000 U S TREAS NTS	0 250% 9/15/15	P	12/26/12	09/26/13	209,614	209,394	220
50000 U S TREAS NTS	0 625% 4/30/18	P	08/26/13	10/03/13	48,656	48,010	646
70000 U S TREAS NTS	0 625% 4/30/18	P	08/26/13	12/02/13	68,261	67,151	1,110
105000 U S TREAS NTS	0 625% 4/30/18	P	08/26/13	12/05/13	102,186	100,727	1,459
135000 U S TREAS NTS	0 625% 9/30/17	P	10/22/12	02/19/13	133,992	134,027	(35)
60000 U S TREAS NTS	0 625% 9/30/17	P	10/22/12	02/28/13	59,840	59,568	272
30000 U S TREAS NTS	0 625% 9/30/17	P	10/22/12	08/06/13	29,417	29,787	(370)
15000 U S TREAS NTS	0 625% 9/30/17	P	10/22/12	09/19/13	14,683	14,894	(211)
10000 U S TREAS NTS	0 625% 9/30/17	P	10/22/12	09/20/13	9,786	9,929	(143)
35000 U S TREAS NTS	0 625% 9/30/17	P	10/22/12	09/24/13	34,320	34,752	(432)
100000 U S TREAS NTS	0 625% 9/30/17	P	10/22/12	09/25/13	98,164	99,293	(1,129)
10000 U S TREAS NTS	0 625% 9/30/17	P	10/22/12	10/01/13	9,827	9,929	(102)
95000 U S TREAS NTS	0 875% 1/31/17	P	03/14/12	02/19/13	95,901	94,214	1,687
105000 U S TREAS NTS	0 875% 1/31/17	P	03/14/12	04/17/13	106,603	104,132	2,471
10000 U S TREAS NTS	0 875% 1/31/17	P	03/14/12	12/04/13	10,063	9,898	165
105000 U S TREAS NTS	1 000% 3/31/17	P	08/16/12	01/17/13	106,607	106,647	(40)
10000 U S TREAS NTS	1 000% 3/31/17	P	08/16/12	01/31/13	10,132	10,120	12
180000 U S TREAS NTS	1 000% 9/30/16	P	10/20/11	02/19/13	182,861	179,354	3,507
65000 U S TREAS NTS	1 125% 4/30/20	P	05/07/13	05/10/13	64,368	64,652	(284)
195000 U S TREAS NTS	1 125% 4/30/20	P	05/07/13	09/19/13	184,625	193,957	(9,332)
90000 U S TREAS NTS	1 250% 2/29/20	P	04/03/13	04/10/13	90,429	90,253	176
60000 U S TREAS NTS	1 250% 4/30/19	P	09/21/12	04/10/13	60,942	60,703	239
45000 U S TREAS NTS	1 250% 4/30/19	P	09/21/12	06/03/13	44,970	45,528	(558)
45000 U S TREAS NTS	1 5000% 08/31/18	P	09/11/13	09/19/13	45,019	44,519	500
30000 U S TREAS NTS	1 625% 11/15/22	P	12/19/12	03/27/13	29,511	29,567	(56)
115000 U S TREAS NTS	1 625% 11/15/22	P	03/25/13	05/14/13	112,340	112,566	(226)
15000 U S TREAS NTS	1 625% 11/15/22	P	12/19/12	07/02/13	14,007	14,783	(776)
130000 U S TREAS NTS	1 625% 11/15/22	P	12/19/12	08/02/13	120,112	128,122	(8,010)
10000 U S TREAS NTS	1 625% 11/15/22	P	09/03/13	09/30/13	9,262	9,034	228
75000 U S TREAS NTS	1 625% 11/15/22	P	09/03/13	10/01/13	69,325	67,755	1,570
100000 U S TREAS NTS	1 625% 11/15/22	P	09/03/13	12/19/13	90,836	90,258	578
130000 U S TREAS NTS	2 000% 2/15/22	P	03/30/12	09/11/13	122,976	129,619	(6,643)
70000 U S TREAS NTS	2 125% 2/29/16	P	02/01/12	02/19/13	73,563	74,567	(1,004)
5000 U S TREAS NTS	2 250% 7/31/18	P	08/24/11	02/19/13	5,338	5,220	118
140000 U S TREAS NTS	2 625% 1/31/18	P	12/08/11	01/31/13	152,080	151,884	196
50000 U S TREAS NTS	2 625% 1/31/18	P	12/08/11	03/18/13	54,422	54,244	178
65000 U S TREAS NTS	2 625% 1/31/18	P	12/08/11	04/18/13	71,050	70,518	532
25000 U S TREAS NTS	2 625% 1/31/18	P	02/02/11	06/03/13	26,914	24,663	2,251

	(a) <u>PROPERTY</u>	(b) <u>HOW ACQUIRED</u>	(c) <u>DATE ACQUIRED</u>	(d) <u>DATE SOLD</u>	(e) <u>GROSS SALES PRICE</u>	(g) <u>BASIS</u>	(h) <u>GAIN OR (LOSS)</u>
20000	U S TREAS NTS 2 625% 1/31/18	P	02/02/11	06/19/13	21,480	19,731	1,749
30000	U S TREAS NTS 2 625% 1/31/18	P	12/08/11	08/08/13	31,884	32,547	(663)
70000	U S TREAS NTS 2 625% 1/31/18	P	02/02/11	08/08/13	74,383	69,057	5,326
60000	U S TREAS NTS 2 625% 1/31/18	P	12/08/11	08/22/13	62,915	65,093	(2,178)
5000	U S TREAS NTS 2 625% 1/31/18	P	02/02/11	09/20/13	5,284	4,933	351
5000	U S TREAS NTS 2 625% 1/31/18	P	12/08/11	10/03/13	5,311	5,424	(113)
20000	U S TREAS NTS 2 625% 1/31/18	P	12/08/11	10/04/13	21,209	21,698	(489)
160000	U S TREAS NTS 3 500% 2/15/18	P	03/11/08	02/19/13	180,612	159,100	21,512
50000	U S TREAS NTS 3 500% 2/15/18	P	03/11/08	05/01/13	56,847	49,719	7,128
20000	U S TREAS NTS 3 500% 2/15/18	P	03/11/08	09/19/13	21,877	19,888	1,989
15000	U S TREAS NTS 3 500% 2/15/18	P	03/11/08	09/24/13	16,436	14,916	1,520
260000	U S TREASURY NOTES 0 875% 4/30/17	P	05/18/12	04/17/13	263,757	261,687	2,070
225000	U S TREASURY NOTES 2 625% 11/15/20	P	03/24/11	01/16/13	245,539	213,039	32,500
20000	U S TREASURY NOTES 3 125% 5/15/21	P	05/31/11	01/16/13	22,560	20,121	2,439
5000	U S TREASURY NOTES 3 125% 5/15/21	P	06/26/12	01/29/13	5,584	5,707	(123)
55000	U S TREASURY NOTES 3 125% 5/15/21	P	01/28/12	01/29/13	61,421	62,226	(805)
75000	U S TREASURY NOTES 3 125% 5/15/21	P	06/26/12	01/30/13	83,382	85,600	(2,218)
80000	U S TREASURY NOTES 3 125% 5/15/21	P	06/26/12	02/06/13	89,331	91,307	(1,976)
305000	U S TREASURY NOTES 3 125% 5/15/21	P	06/26/12	02/15/13	339,419	348,106	(8,687)
60000	U S TREASURY NOTES 3 125% 5/15/21	P	06/26/12	02/19/13	66,745	68,480	(1,735)
65000	U S TREASURY NOTES 3 125% 5/15/21	P	06/26/12	03/20/13	72,815	74,187	(1,372)
60000	U S TREASURY NOTES 3 125% 5/15/21	P	06/26/12	05/01/13	68,519	68,480	39
75000	U S TREASURY NOTES 3 125% 5/15/21	P	07/31/12	11/01/13	80,308	86,142	(5,834)
30000	U S TREASURY NTS 1 750% 5/15/22	P	06/29/12	01/16/13	30,095	30,272	(177)
70000	U S TREASURY NTS 1 750% 5/15/22	P	06/29/12	02/19/13	69,272	70,574	(1,302)
215000	U S TREASURY NTS 1 750% 5/15/22	P	07/13/12	03/27/13	215,780	217,230	(1,450)
50000	U S TREASURY NTS 3 750% 11/15/18	P	09/11/13	09/19/13	55,666	54,821	845
5000	U S TREASURY NTS 3 750% 11/15/18	P	09/11/13	09/24/13	5,560	5,482	78
101200	U S TSY INFL IDX NT 0 125% 1/15/23	P	03/27/13	09/25/13	98,132	108,786	(10,654)
101214	U S TSY INFL IDX NT 0 125% 1/15/23	P	03/27/13	10/02/13	98,407	108,790	(10,383)
262698	8 U S TSY INFL IDX NT 0 125% 4/15/18	P	04/17/13	09/16/13	268,322	281,651	(13,329)
80928	U S TSY INFL IDX NT 0 125% 4/15/18	P	04/17/13	10/25/13	83,827	86,619	(2,792)
195000	UNITED STATES TREAS 0 375% 11/15/14	P	12/01/11	02/19/13	195,441	194,932	509
75000	UNITEDHEALTH GROUP 4 875% 4/01/13	P	07/10/08	04/01/13	75,000	75,000	-
40000	US TREAS NTS 0 250% 12/15/15	P	01/16/13	10/29/13	39,920	39,889	31
20000	US TREAS NTS 0 750% 12/31/17	P	02/19/13	04/30/13	20,127	19,891	236
100000	US TREAS NTS 0 750% 12/31/17	P	03/04/13	05/08/13	100,340	99,825	515
50000	US TREAS NTS 0 750% 12/31/17	P	03/04/13	08/08/13	49,086	50,063	(977)
15000	VALERO ENERGY CORP 9 375% 3/15/19	P	11/03/09	02/15/13	20,525	17,372	3,153
36000	VERIZON COMM INC 8 750% 11/01/18	P	10/30/08	09/11/13	44,657	35,798	8,859
30000	VERIZON COMMUNICATIO 5 250% 4/15/13	P	12/11/12	04/15/13	30,000	30,485	(485)
35000	VERIZON COMMUNICATIO 5 500% 2/15/18	P	06/04/10	02/15/13	41,364	38,060	3,304
50000	VERIZON WIRELESS CAP 8 500% 11/15/18	P	11/18/08	09/11/13	62,467	49,468	12,999
70000	VODAFONE GROUP PLC 5 000% 12/16/13	P	12/01/09	02/15/13	72,587	75,984	(3,397)
65000	VODAFONE GROUP PLC 5 000% 12/16/13	P	12/01/09	12/16/13	65,000	70,557	(5,557)
20000	WACHOVIA CORP NEW 5 250% 8/01/14	P	10/27/10	02/19/13	21,242	21,662	(420)
25000	WACHOVIA CORP NEW 5 750% 6/15/17	P	07/21/09	02/15/13	29,362	25,311	4,051
45000	WAL-MART STORE INC 2 800% 4/14/16	P	04/11/11	02/19/13	47,877	44,834	3,043
90000	WAL-MART STORE INC 2 800% 4/14/16	P	04/11/11	02/25/13	95,888	89,668	6,220
764	4 WAMU MTG 05-AR7 2 47993% 8/25/35	P	06/09/06	01/25/13	764	750	14
282	22 WAMU MTG 05-AR7 2 47993% 8/25/35	P	06/09/06	02/25/13	282	277	5
240	05 WAMU MTG 05-AR7 2 47993% 8/25/35	P	06/09/06	03/25/13	240	236	4
394	73 WAMU MTG 05-AR7 2 47993% 8/25/35	P	06/09/06	04/25/13	395	387	8
405	79 WAMU MTG 05-AR7 2 47993% 8/25/35	P	06/09/06	05/25/13	406	398	8
557	63 WAMU MTG 05-AR7 2 47993% 8/25/35	P	06/09/06	06/25/13	558	547	11
507	86 WAMU MTG 05-AR7 2 47993% 8/25/35	P	06/09/06	07/25/13	508	499	9
574	24 WAMU MTG 05-AR7 2 47993% 8/25/35	P	06/09/06	08/25/13	574	564	10
393	8 WAMU MTG 05-AR7 2 47993% 8/25/35	P	06/09/06	09/25/13	394	387	7
422	88 WAMU MTG 05-AR7 2 47993% 8/25/35	P	06/09/06	10/25/13	423	415	8
393	94 WAMU MTG 05-AR7 2 47993% 8/25/35	P	06/09/06	11/25/13	394	386	8
675	29 WAMU MTG 05-AR7 2 47993% 8/25/35	P	06/09/06	12/25/13	675	662	13

(a) PROPERTY		(b) HOW ACQUIRED	(c) DATE ACQUIRED	(d) DATE SOLD	(e) GROSS SALES PRICE	(g) BASIS	(h) GAIN OR (LOSS)
168 85	WASHINGTON 2005-AR 2 48078% 3/25/35	P	06/08/06	01/25/13	169	164	5
485 48	WASHINGTON 2005-AR 2 48078% 3/25/35	P	06/08/06	02/25/13	485	470	15
303 57	WASHINGTON 2005-AR 2 48078% 3/25/35	P	06/08/06	03/25/13	304	294	10
165 42	WASHINGTON 2005-AR 2 48078% 3/25/35	P	06/08/06	04/25/13	165	160	5
321 34	WASHINGTON 2005-AR 2 48078% 3/25/35	P	06/08/06	05/25/13	321	311	10
225 71	WASHINGTON 2005-AR 2 48078% 3/25/35	P	06/08/06	06/25/13	226	218	8
383 73	WASHINGTON 2005-AR 2 48078% 3/25/35	P	06/08/06	07/25/13	384	372	12
560 21	WASHINGTON 2005-AR 2 48078% 3/25/35	P	06/08/06	08/25/13	560	543	17
526 63	WASHINGTON 2005-AR 2 48078% 3/25/35	P	06/08/06	09/25/13	527	510	17
322 37	WASHINGTON 2005-AR 2 48078% 3/25/35	P	06/08/06	10/25/13	322	312	10
271 26	WASHINGTON 2005-AR 2 48078% 3/25/35	P	06/08/06	11/25/13	271	263	8
212 08	WASHINGTON 2005-AR 2 48078% 3/25/35	P	06/08/06	12/25/13	212	205	7
10000	WASTE MGMT INC DEL 2 900% 9/15/22	P	09/06/12	02/15/13	9,764	9,936	(172)
35000	WELLS FARGO & CO NEW 5 625% 12/11/17	P	08/19/10	02/15/13	41,362	39,505	1,857
30000	WELLS FARGO CO MTN 3 450% 2/13/23	P	02/06/13	02/13/13	30,005	29,982	23
50000	WELLS FARGO CO MTN 3 450% 2/13/23	P	02/06/13	08/08/13	47,589	49,970	(2,381)
3398 34	WFMB SECS SER 2006 2 7379% 09/25/36	P	01/11/07	01/25/13	3,398	3,590	(192)
1356 14	WFMB SECS SER 2006 2 7379% 09/25/36	P	01/11/07	02/25/13	1,356	1,441	(85)
502 41	WFMB SECS SER 2006 2 7379% 09/25/36	P	01/11/07	03/25/13	502	535	(33)
1514 59	WFMB SECS SER 2006 2 7379% 09/25/36	P	01/11/07	04/25/13	1,515	1,615	(100)
1086 51	WFMB SECS SER 2006 2 7379% 09/25/36	P	01/11/07	05/25/13	1,087	1,158	(71)
2508 31	WFMB SECS SER 2006 2 7379% 09/25/36	P	01/11/07	06/25/13	2,508	2,680	(172)
2845 68	WFMB SECS SER 2006 2 7379% 09/25/36	P	01/11/07	07/25/13	2,846	3,051	(205)
1478 62	WFMB SECS SER 2006 2 7379% 09/25/36	P	01/11/07	08/25/13	1,479	1,587	(108)
1862 8	WFMB SECS SER 2006 2 7379% 09/25/36	P	01/11/07	09/25/13	1,863	2,007	(144)
1861 15	WFMB SECS SER 2006 2 7379% 09/25/36	P	01/11/07	10/25/13	1,861	2,005	(144)
585 86	WFMB SECS SER 2006 2 7379% 09/25/36	P	01/11/07	11/25/13	585	631	(46)
782 25	WFMB SECS SER 2006 2 7379% 09/25/36	P	01/11/07	12/25/13	782	844	(62)
10000	WHIRLPOOL CORP 4 8500% 06/15/21	P	01/30/13	02/15/13	10,788	10,762	26
					<u>\$ 35,529,598</u>	<u>\$ 33,780,846</u>	<u>\$ 1,748,752</u>

## Tax Asset Detail 1/01/13 - 12/31/13

FYE: 12/31/2013

Asset Id	Property Description	Date In Service	Tax Cost	Sec 179 Exp Current = c	Tax Bonus Amt	Tax Prior Depreciation	Tax Current Depreciation	Tax End Depr	Tax Net Book Value	Tax Method	Tax Period
<b>Group: BUILDING</b>											
25	BUILDING	6/01/07	1,099,244.76	0.00	0.00	153,436.25	27,481.12	180,917.37	918,327.39	S/L	40.0
	<b>BUILDING</b>		1,099,244.76	0.00c	0.00	153,436.25	27,481.12	180,917.37	918,327.39		
<b>Group: COMPUTERS</b>											
26	SUE LAPTOP	3/20/07	673.99	0.00	0.00	673.99	0.00	673.99	0.00	S/L	5.0
27	COMPUTERS & SETUP	7/31/07	7,404.16	0.00	0.00	7,404.16	0.00	7,404.16	0.00	S/L	5.0
29	PC for Sue	4/03/09	556.85	0.00	0.00	417.64	111.37	529.01	27.84	S/L	5.0
30	Laptop- Best Buy	12/23/09	953.72	0.00	0.00	572.22	190.74	762.96	190.76	S/L	5.0
32	WEBSITE	5/26/10	16,593.43	0.00	0.00	8,573.28	3,318.69	11,891.97	4,701.46	S/L	5.0
33	LIBRARY COMPUTER	12/17/10	578.96	0.00	0.00	231.58	115.79	347.37	231.59	S/L	5.0
34	Laptop	11/04/11	764.66	0.00	0.00	178.42	152.93	331.35	433.31	S/L	5.0
35	Apple Computer - JPF	1/14/11	1,442.31	0.00	0.00	576.92	288.46	865.38	576.93	S/L	5.0
36	Apple computer	7/20/12	2,157.21	0.00	0.00	179.77	431.44	611.21	1,546.00	S/L	5.0
37	Windows software	12/24/12	1,057.81	0.00	0.00	0.00	211.56	211.56	846.25	S/L	5.0
	<b>COMPUTERS</b>		32,183.10	0.00c	0.00	18,807.98	4,820.98	23,628.96	8,554.14		
<b>Group: EQUIPMENT</b>											
38	4 Wheeler	7/26/12	4,300.00	0.00	0.00	255.95	614.29	870.24	3,429.76	S/L	7.0
	<b>EQUIPMENT</b>		4,300.00	0.00c	0.00	255.95	614.29	870.24	3,429.76		
<b>Group: FURNITURE &amp; FIXTURES</b>											
2	PORTRAIT	1/01/90	1,000.00	0.00	0.00	1,000.00	0.00	1,000.00	0.00	S/L	7.0
4	FURNITURE	10/09/96	703.10	0.00	0.00	703.10	0.00	703.10	0.00	S/L	7.0
5	FURNITURE	12/03/96	695.75	0.00	0.00	695.75	0.00	695.75	0.00	S/L	7.0
6	DESK & CHAIRS	12/02/98	2,830.69	0.00	0.00	2,830.69	0.00	2,830.69	0.00	S/L	7.0
17	FILING CABINETS & CHAIR	2/14/06	750.00	0.00	0.00	741.05	8.95	750.00	0.00	S/L	7.0
18	DATA/COMMUNICATION WIRI	6/01/07	13,595.95	0.00	0.00	10,844.40	1,942.28	12,786.68	809.27	S/L	7.0
19	BLINDS	6/01/07	3,196.50	0.00	0.00	1,784.71	319.65	2,104.36	1,092.14	S/L	10.0
20	FURNITURE	6/01/07	14,542.61	0.00	0.00	11,599.48	2,077.52	13,677.00	865.61	S/L	7.0
21	COPIER	6/01/07	497.73	0.00	0.00	497.73	0.00	497.73	0.00	S/L	5.0
22	AV EQUIPMENT- BD ROOM	8/16/07	12,211.81	0.00	0.00	9,304.21	1,744.54	11,048.75	1,163.06	S/L	7.0
23	CHAIRS	7/10/07	635.02	0.00	0.00	498.96	90.72	589.68	45.34	S/L	7.0
24	RECEPTIONIST DESK	7/05/07	933.00	0.00	0.00	733.09	133.29	866.38	66.62	S/L	7.0
28	Best Buy	5/02/08	512.73	0.00	0.00	478.56	34.17	512.73	0.00	S/L	5.0
31	File cabinet	5/22/09	797.65	0.00	0.00	408.32	113.95	522.27	275.38	S/L	7.0
	<b>FURNITURE &amp; FIXTURES</b>		52,902.54	0.00c	0.00	42,120.05	6,465.07	48,585.12	4,317.42		
<b>Grand Total</b>											
			1,188,630.40	0.00c	0.00	214,620.23	39,381.46	254,001.69	934,628.71		

Charles A. Frueauff Foundation  
2013 Grants

**Education:**

**Student Aid:**

Alice Lloyd College Pippi Passes, KY	\$50,000	Scholarships
Arkansas Single Parent Scholarship Fund Springdale, AR	\$60,000	Scholarships
Arkansas Tech University Russellville, AR	\$20,000	Scholarships
Bellevue University Bellevue, NE	\$25,000	Scholarships
Christian Brothers Memphis, TN	\$40,000	Scholarship Endowment
College of Saint Mary Omaha, NE	\$40,000	McAuley Scholars Program
Franklin Pierce University Rindge, NH	\$35,000	Frueauff Scholars Program
Hendrix College Conway, AR	\$40,000	Annual Scholarship Fund
Lynchburg College Lynchburg, VA	\$20,000	Nursing Student Scholarships Capitol Campaign
Mount Kisco Childcare Center Mount Kisco, NY	\$20,000	Tuition Support
Oglala Lakota College Kyle, SD	\$55,000	Scholarship Endowment Fund
Oglethorpe University Atlanta, GA	\$45,000	Annual Scholarship Fund Campus Center Construction
Silberman School of Social Work at Hunter College New York, NY	\$60,000	Tuition for Children's Village Employees

Spelman College Atlanta, GA	25,000	Senior Scholarship Fund
Tougaloo College Tougaloo, MS	\$45,000	General Scholarship Support
Tusculum College Greenville, TN	\$40,000	Work-Study Scholarship Fund
University of Arkansas Clinton School of Community Service Little Rock, AR	<u>\$21,000</u>	Scholarship Support

**Total: \$641,000**

Construction and Equipment:

Blackburn College Carlinville, IL	\$35,000	Building Renovation Scholarship Fund
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**Total: \$35,000**

Special Programs:

Brooklyn Community Services Brooklyn, NY	\$20,000	Children's Library
Caramoor Center for Music & the Arts Katonah, NY	\$20,000	Arts in Education
DEBATE-Kansas City Kansas City, MO	\$10,000	Coaching Connections
Elon University Elon, NC	\$20,000	Academic Service Learning
Jonestown Family Center for Education & Wellness Jonestown, MS	\$25,000	Montessori and Toddler Programs
Just Communities of Arkansas Little Rock, AR	\$5,000	<i>OurCampus</i> Program
KEYS New Canaan, CT	\$7,000	Strings Program Expansion in Three Schools
Learning Ally Princeton, NJ	\$35,000	Program Support

Literacy Council of Ft. Bend County Sugar Land, TX	\$10,000	GED Preparation Classes
Museum of Discovery Little Rock, AR	\$15,000	Scholarships & Collaboration with The Centers
Neighbors Together Pleasant Hill, TN	\$20,000	B4 Books Literacy Program
Partnership with Children New York, NY	\$25,000	Open Heart-Open Mind Program
Persephone Productions Falls Church, VA	\$25,000	Child Abuse Feature Film
Joseph Pfeifer Kiwanis Camp Little Rock, AR	\$25,000	College & Career Readiness Initiative
Public Policy Productions Palisades, NY	\$25,000	de Tocqueville Production
Rockhurst University Kansas City, MO	\$30,000	Center for Service Learning Endowment
Savannah College of Art & Design Savannah, GA	\$15,000	Community Outreach Programs
Savannah Music Festival Savannah, GA	\$25,000	Programming in Schools
Schott Foundation Cambridge, MA	\$50,000	Opportunity to Learn Campaign
Tutwiler Community Education Center Tutwiler, MS	\$20,000	Program Support
University of the Ozarks Clarksville, AR	\$45,000	Jones Learning Center Programs
University of Arkansas at Little Rock Little Rock, AR	\$14,000	Summer Bridge Program
University of Scranton Scranton, PA	\$15,000	<i>University of Success</i>

Washington & Lee University \$35,000  
Lexington, VA

The Shepherd Program and  
Summer Conferences

**Total: \$536,000**

General Operating Support:

America Scores \$20,000  
New York, NY

Capacity Building in  
Dallas and New York

Arkansas Nonprofit Alliance \$20,000  
Little Rock, AR

Salary Support  
Scholarship Fund

Boys Choir of Tallahassee \$60,000  
Tallahassee, FL

General Program Support

The Foundation Center \$14,000  
New York, NY

National & Washington, D.C.  
Office Support

Music Conservatory of Westchester  
White Plains, NY \$30,000

Agency Outreach, Programs and  
Scholarships

Nonprofit Leadership Alliance \$20,000  
Kansas City, MO

General Operating Support

Piney Woods Schools \$60,000  
Piney Woods, MS

General Operating Support

Thea Foundation \$25,000  
North Little Rock, AR

General Operating Support

TWELVE Project \$6,000  
Galveston, TX

Filming Performances

J. Austin White \$15,000  
Eudora, AR

General Operating Support

**Total: \$270,000**

**Total Education Grants: \$1,482,000**



## **Health:**

### **Hospitals/Clinics:**

Arkansas Children's Hospital	\$50,000	Children's House Campaign
Little Rock, AR		
Baptist Health Foundation	\$20,000	Scholarship Fund
Little Rock, AR		
Catch Kids	\$10,000	Community Clinics
Tupelo, MS		
Chicot Memorial Medical Center		Delta Assistance & Emergency Medicine Programs
Lake Village, AR	\$13,000	
Conway Interfaith Clinic	\$20,000	Capital Campaign
Conway, AR		
Memorial Sloan-Kettering Cancer Center		Parents' Guides for the Retinoblastoma Program
New York, NY	\$15,000	
Methodist Family Health Foundation		Counseling Clinic Expansion
Little Rock, AR	\$15,000	
Northern Westchester Hospital Center Foundation		Community Outreach Program
Mount Kisco, NY	\$20,000	
Tallahassee Memorial Healthcare Fdn.		Novalis TX System with RapidArc Technology
Tallahassee, FL	<u>\$45,000</u>	

**Total: \$208,000**

### **Medical Schools:**

Columbia University School of Nursing		Scholarship Endowment Building Fund
New York, NY	\$35,000	
Florida State University School of Nursing		Distance Learning Program
Tallahassee, FL	\$20,000	
Johns Hopkins University School of Nursing		Endowed Scholarship Fund
Baltimore, MD	\$50,000	
University of Arkansas for Medical Science		Summer Career Pipeline Program
Little Rock, AR	\$25,000	

Weill Cornell Medical College of Cornell University  
New York, NY

\$40,000

Equipment Purchase

**Total: \$170,000**

Mental & Physical Health Support Services:

Alzheimer's Project of Tallahassee  
Tallahassee, FL \$30,000

Rural Outreach Initiative

Arkansas Hospice Foundation  
North Little Rock, AR \$26,000

Vehicle Purchase

Arkansas Prostate Cancer Foundation  
Little Rock, AR \$15,000

Operational Support

Big Bend Hospice Foundation  
Tallahassee, FL \$65,000

Expansion Campaign

Brandon Burlsworth Foundation  
Harrison, AR \$10,000

EYES Program Support

Camp Aldersgate  
Little Rock, AR \$25,000

Operating Expenses

Capital Medical Society Foundation  
Tallahassee, FL \$45,000

*We Care Network*

CARTI Foundation  
Little Rock, AR \$55,000

Building Campaign

Children's Health Fund  
New York, NY \$20,000

Hispanic Outreach Initiative  
in New Orleans

Daughters of Charity Services \$15,000  
Dumas, AR

Women's Empowerment  
Education Program

Guide Dogs of Texas  
San Antonio, TX \$11,500

Dog Training Program

Guiding Eyes for the Blind  
Yorktown Heights, NY \$30,000

General Operating Support

House of Mercy  
Belmont, NC \$ 15,000

Salary Support

Independence Village Texas city, TX	\$25,000	Salary Support
International Hearing Dog Henderson, CO	\$40,000	General Operating Support
Inwood House New York, NY	\$30,000	Teen Choice Program
LSA Family Health Services New York, NY	\$20,000	Maternity Outreach Program
Making Headway Chappaqua, NY	\$20,000	<i>On Going Care Program</i>
Sanctuary Hospice House Tupelo, MS	\$35,000	General Operating Support
Sunshine Center Galveston, TX	\$50,000	General Operating Support
Viscardi Center Albertson, NY	\$35,000	Driving to Independence Program
Visiting Nurse Services New York, NY	<u>\$35,000</u>	Bronx Nurse-Family Partnership Program

**Total: \$652,500**

**Total Health Grants: \$1,030,500**

### **Human Services:**

#### **Boys & Girls Clubs:**

Paul Bewie Boys & Girls Club Hot Springs Village, AR	\$25,000	Matching Program Grant
Boys & Girls Clubs of the Arkansas River Valley Russellville, AR	\$45,000	Life Skills Program Support
Boys & Girls Clubs of the Big Bend Tallahassee, FL	\$60,000	General Operating Support Music Program Equipment

Boys & Girls Clubs of Central Arkansas Little Rock, AR	\$25,000	Project Hope
Boys & Girls Club of Phillips County Helena, AR	\$23,000	Education Programming
Boys & Girls Club of Saline County Benton, AR	\$20,000	Juvenile Reentry Program Expansion
Boys Club of New York New York, NY	<u>\$40,000</u>	Independent School Placement Program

**Total: \$238,000**

Youth Services:

Advocacy Center for Children Galveston, TX	\$20,000	General Operating Support
Age to Age, Wesley Foundation Russellville, AR	\$45,000	Programming Support
Arkansas Sheriffs' Youth Ranches Batesville, AR	\$35,000	General Operating Support
Big Brothers, Big Sisters Little Rock, AR	\$15,000	Mentoring Program Support
Big Brothers, Big Sisters New York, NY	\$25,000	General Program Support
Boys, Girls, Adults Community Development Center Marvell, AR	\$25,000	General Operating Support
Child Advocates of Ft. Bend Rosenberg, TX	\$15,000	General Operating Support
Capitol City Youth Services Tallahassee, FL	\$14,000	Center Furnishings
Children's Aid Society New York, NY	\$45,000	Fitness & Recreation Programming
Children Village Dobbs Ferry, NY	\$25,000	WAY Home Programming

Covenant House New Orleans, LA	\$20,000	General Operating Support
Domus Stamford, CT	\$20,000	Juvenile Crime Prevention Programming
Ferncliff Camp & Conference Center Little Rock, AR	\$25,000	Challenge Grant Match
Fresh Youth Initiative New York, NY	\$30,000	Community Youth in Action
Good Shepherd Services New York, NY	\$50,000	Summer & After-School Programs
Kids in Crisis Cos Cob, CT	\$10,000	<i>Safe Haven for Kids</i>
Let Our Violence End Little Rock, AR	\$10,000	Challenge Grant Match
Lighthouse Children's Home Tallahassee, FL	\$25,000	Equipment Purchase
P.A.R.K. Little Rock, AR	\$40,000	Program Support
Petit Jean Youth Foundation Morrilton, AR	\$40,000	Young Children's Mental Health Services
Safe Horizon New York, NY	\$15,000	<i>Streetwork</i> Support and
Young People's Chorus New York, NY	\$25,000	Student Scholarships
Youth Empowerment Project New Orleans, LA	<u>\$30,000</u>	General Operating Support

**Total: \$604,000**

Community Programs:

American Red Cross Little Rock, AR	\$30,000	Disaster Relief
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Big Bend Habitat for Humanity Tallahassee, FL	\$20,000	FSU Campus Chapter Partnership
Centers for Youth & Families Little Rock, AR	\$50,000	Parent Center Programs
City Connections Little Rock, AR	\$25,000	General Operating Support
Echo Outreach Ministries Tallahassee, FL	\$40,000	General Operating Support
Eldercare Services Tallahassee, FL	\$40,000	Elder Day Stay Program Scholarships
ElderHelp San Diego, CA	\$15,000	Member Support Services
Family Promise of Pulaski County Little Rock, AR	\$15,000	General Support
Family Services of Westchester Port Chester, NY	\$15,000	Challenge Grant Match
Grand Street Settlement New York, NY	\$45,000	General Operating Support
Horticultural Society of New York New York, NY	\$30,000	Program Support
Interfaith Caring Ministries League City, TX	\$6,000	General Support
Legal Aid Society New York, NY	\$30,000	Client Services Civil Practice
Lutheran Social Services Tallahassee, FL	\$6,000	General Operating Support
Metropolitan Inter-Faith Association Memphis, TN	\$35,000	General Operating Support
Midnight Run Dobbs Ferry, NY	\$30,000	General Operating Support

MidSouth Delta LISC Greenville, MS	\$20,000	Neighborhood Restoration
Neighbor's Link Mount Kisco, NY	\$35,000	General Operating Support Network Expansion
Our House Little Rock, AR	\$65,000	Capital Campaign Program Support
Reconcile New Orleans New Orleans, LA	\$50,000	Hospitality Training Program
Refuge House Tallahassee, FL	\$20,000	Challenge Grant Match
S.A.F.E. Tupelo, MS	\$15,000	Federal Emergency Shelter
Savannah Area Family Emergency Shelter Savannah, GA	\$25,000	General Operating Support
Southern Bancorp Community Partners Little Rock, AR	\$25,000	Workforce Development Asset Builders Programs
Step Up Savannah Savannah, GA	\$15,000	Neighborhood Leadership Academy
St. Francis House Little Rock, AR	\$10,000	Challenge Grant Match
United Way of the Big Bend Tallahassee, FL	\$40,000	Annual Campaign
West Long Term Recovery West, TX	\$50,000	Relief Operating Expenses
Wolfe Street Foundation Little Rock, AR	\$10,000	General Operating Support
YWCA of New York New York, NY	<u>\$35,000</u>	Women's Empowerment Network

**Total: \$847,000**

Food Services:

America's 2 <sup>nd</sup> Harvest of the Big Bend Tallahassee, FL	\$30,000	Equipment Purchase
America's 2 <sup>nd</sup> Harvest of Coastal Georgia Savannah, GA	\$20,000	Kids' Café Support
Arkansas Rice Depot Little Rock, AR	\$40,000	Program support
City Harvest New York, NY	\$50,000	General Support
Connecticut Food Bank New Haven, CT	\$15,000	Food Purchase and Distribution
Food for Thought Forestville, CA	30,000	Food Purchase for HIV/AIDS Clients
Fort Bend Seniors Rosenberg, TX	\$15,000	Meals on Wheels Program
Franklin's Promise Apalachicola, FL	\$25,000	Operating Support
Galveston County Food Bank Texas City, TX	\$25,000	Children's Food Programs
Heifer International Little Rock, AR	\$25,000	<i>Seeds of Change in the Delta</i>
Hunters for the Hungry Big Island, VA	\$25,000	Processing Expenses
Island Harvest Mineola, NY	\$30,000	Food Distribution
Potluck North Little Rock, AR	\$10,000	Kids' Pantry
San Diego Hunger Coalition San Diego, CA	\$25,500	Food Distribution
Society of St. Andrew Birmingham, AL	\$15,000	Program Support



Society of St Andrew Orlando, FL	\$20,000	Potato/Produce Program Gleaning Network
Society of St. Andrew Big Island, VA	<u>\$30,000</u>	Mississippi & Arkansas Gleaning Networks

**Total: \$430,500**

**Human Services Total: \$2,119,500**

**Total 2013 Grants: \$4,632,000**