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990-PF

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.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No. 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation

THE SPANX BY SARA BLAKELY FOUNDATION, INC.

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

Room/suite

3344 PEACHTREE ROAD

1700

City or town, state or province, country, and ZIP or foreign postal code

ATLANTA, GA 30326

G Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

X Name change

H Check type of organization

X

Section 501(c)(3) exempt private foundation

Section 4947(a)(1) nonexempt charitable trust

Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col (c), line

16) \$ 23,342,184.

J Accounting method

X

Cash

Accrual

Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

20-5088833

B Telephone number (see instructions)

(678) 500-1278

C If exemption application is
pending, check here

D 1 Foreign organizations, check here

2 Foreign organizations meeting the
85% test, check here and attach
computationE If private foundation status was terminated
under section 507(b)(1)(A), check hereF If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	4,005,500.			
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	15,181.	9,774.		
4 Dividends and interest from securities	472,662.	438,317.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	24,721.			
b Gross sales price for all assets on line 6a	27,544,977.			
7 Capital gain net income (from Part IV, line 2)		88,434.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) ATCH. 1		28,984.		
12 Total. Add lines 1 through 11	4,518,064.	565,509.		
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH. 2	3,600.	1,800.		1,800.
c Other professional fees (attach schedule) *	157,510.	157,510.		
17 Interest				
18 Taxes (attach schedule) (see instructions) ATCH. 4	4,231.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH. 5	4,097.	13,414.		
24 Total operating and administrative expenses. Add lines 13 through 23	169,438.	172,724.		1,800.
25 Contributions, gifts, grants paid	613,520.			613,520.
26 Total expenses and disbursements. Add lines 24 and 25	782,958.	172,724.	0	615,320.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	3,735,106.			
b Net investment income (if negative, enter -0-)		392,785.		
c Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see instructions.

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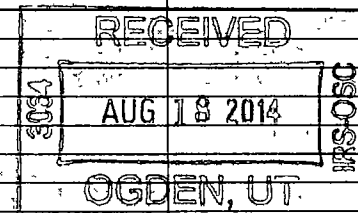
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	18,889,660.	6,635,753.	6,635,753.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 6	200,990.	13,792,426.	14,126,678.
	c	Investments - corporate bonds (attach schedule) ATCH 7	249,725.	497,667.	488,563.
	11	Investments - land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) ATCH 8		2,149,634.	2,091,190.	
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	19,340,375.	23,075,480.	23,342,184.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ ☒ check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	15,591,871.	19,340,374.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	3,748,503.	3,735,106.	
	30	Total net assets or fund balances (see instructions)	19,340,374.	23,075,480.	
31	Total liabilities and net assets/fund balances (see instructions)	19,340,374.	23,075,480.		

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	19,340,374.
2	Enter amount from Part I, line 27a	2	3,735,106.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	23,075,480.
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	23,075,480.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE				
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				
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				
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	88,434.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	511,576.	16,326,946.	0.031333
2011	335,500.	12,378,445.	0.027104
2010			
2009			
2008			
2 Total of line 1, column (d)			2 0.058437
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 0.029219
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 19,184,959.
5 Multiply line 4 by line 3			5 560,565.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,928.
7 Add lines 5 and 6			7 564,493.
8 Enter qualifying distributions from Part XII, line 4			8 613,520.

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 VII-A **Statements Regarding Activities**Form 990-PF (2013)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ WWW.SPANX.COM				
14	The books are in care of ▶ EMILY LUKE	Telephone no ▶	678-500-1278	
Located at ▶ 3344 PEACHTREE ROAD, SUITE 1700 ATLANTA, GA		ZIP+4 ▶	30326	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	▶ ☐		
and enter the amount of tax-exempt interest received or accrued during the year		▶ 15		
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 the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No	
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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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** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b****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
ATCH 10		0	0	0

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 N/A	
2	
3	
4	

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

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

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

Total. Add lines 1 through 3 ▶

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	13,016,997.
b	Average of monthly cash balances	1b	6,460,119.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	19,477,116.
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	19,477,116.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	292,157.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	19,184,959.
6	Minimum investment return. Enter 5% of line 5	6	959,248.

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	959,248.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,928.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,928.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	955,320.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	955,320.
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	955,320.

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	613,520.
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	613,520.
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	3,928.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	609,592.

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.

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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				955,320.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			586,740.	
b Total for prior years 20 11 , 20 10 , 20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 613,520.				
a Applied to 2012, but not more than line 2a			586,740.	
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				26,780.
e Remaining amount distributed out of corpus				
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				
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				928,540.
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)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

NOT APPLICABLE

- 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 foundation is a private operating foundation described in section

4942(j)(3) or		4942(j)(5)
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- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

- b 85% of line 2a**

- C** Qualifying distributions from Part XII, line 4 for each year listed .

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

- 9 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).

- "Endowment" alternative test-
enter 2/3 of minimum invest-
ment 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 (1)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization. . . .

- (4) Gross investment income .

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

1 Information Regarding Foundation Managers:

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

SARA BLAKELY

- 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

N/A

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

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

- c Any submission deadlines**

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
ATCH 11				
Total			3a	613,520.
<i>b Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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)
---------------	--

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received			

[illegible]

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Phone no 678-419-1000

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Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

2013

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

Name of the organization

THE SPANX BY SARA BLAKELY FOUNDATION, INC.

Employer identification number

20-5088833

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)(3) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

JSA

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Name of organization **THE SPANX BY SARA BLAKELY FOUNDATION, INC.**Employer identification number
20-5088833**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SPANX, INC. 3344 PEACHTREE ROAD SUITE 1700 ATLANTA, GA 30326	\$ 4,000,000.	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	NEIMAN MARCUS GROUP 1201 ELM STREET RENAISSANCE TOWER, 20TH FLOOR DALLAS, TX 75270	\$ 5,000.	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization THE SPANX BY SARA BLAKELY FOUNDATION, INC.

Employer identification number
20-5088833**Part II** Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----

Name of organization THE SPANX BY SARA BLAKELY FOUNDATION, INC.

Employer identification number

20-5088833

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entryFor organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) ► \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	-----	-----	-----
	-----	-----	-----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	-----	-----	-----
	-----	-----	-----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	-----	-----	-----
	-----	-----	-----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	-----	-----	-----
	-----	-----	-----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	-----	-----	-----
	-----	-----	-----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

THE SPANX BY SARA BLAKELY FOUNDATION, INC.

20-508833

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME		
K-1		14,276.
		14,708.
		<u>28,984.</u>
	TOTALS	

THE SPANX BY SARA BLAKELY FOUNDATION, INC.

20-5088833

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ERNST & YOUNG	3,600.	1,800.		1,800.
TOTALS	<u>3,600.</u>	<u>1,800.</u>		<u>1,800.</u>

THE SPANX BY SARA BLAKELY FOUNDATION, INC.

20-5088833

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT FEES	157,510.	157,510.
TOTALS	<u>157,510.</u>	<u>157,510.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL TAXES	1,840.
FOREIGN TAXES	2,391.
TOTALS	<u>4,231.</u>

THE SPANX BY SARA BLAKELY FOUNDATION, INC.

20-5088833

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BANK CHARGES	986.	986.
INSURANCE	2,714.	2,714.
MISCELLANEOUS EXPENSE	397.	397.
K-1 EXPENSES		9,317.
TOTALS	<u>4,097.</u>	<u>13,414.</u>

THE SPANX BY SARA BLAKELY FOUNDATION, INC.

20-5088833

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
STIFEL NICOLAUS-EQUITIES	7,081,084.	7,174,472.
WF CONSOLIDATED (AGG738926)	2,476,653.	2,849,718.
WF MUTUAL FUND	802,582.	756,764.
STIFEL MUTUAL FUNDS	3,432,107.	3,345,724.
TOTALS	<u>13,792,426.</u>	<u>14,126,678.</u>

THE SPANX BY SARA BLAKELY FOUNDATION, INC.

20-5088833

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
STIFEL CORP/GOVT		
WF CONSOLIDATION-GOVT OBLIGA	238,073.	232,855.
WF CONSOLIDATION-CORP OBLIGA	259,594.	255,708.
TOTALS	<u>497,667.</u>	<u>488,563.</u>

ATTACHMENT 8FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
STIFEL		
WF CONSOLIDATION-COMPL STRATEG	704,653.	628,235.
WF CONSOLIDATION-REAL ASSETS	510,000.	534,431.
WF CONSOLIDATION-MISC	686,797.	676,829.
	248,184.	251,695.
TOTALS	<u>2,149,634.</u>	<u>2,091,190.</u>

ATTACHMENT 9

FORM 990PF, PART VII-A, LINE 3 - CONFORMED COPY OF THE CHANGES

THE NAME OF THE FOUNDATION WAS CHANGED.

STATE OF GEORGIA

Secretary of State
Corporations Division
313 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF NAME CHANGE

I, **Brian P. Kemp**, The Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

THE SARA BLAKELY FOUNDATION, INC.

Name Changed To

THE SPANX BY SARA BLAKELY FOUNDATION, INC.

is hereby issued a CERTIFICATE OF NAME CHANGE under the laws of the State of Georgia on October 30, 2013 by the filing of all documents in the Office of the Secretary of State and by the paying of all fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on October 31, 2013



A handwritten signature in black ink, appearing to read "B. P. Kemp".

Brian P. Kemp
Secretary of State

**ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION
OF
THE SARA BLAKELY FOUNDATION, INC.
A NONPROFIT CORPORATION**

I.

The name of the Corporation is The Sara Blakely Foundation, Inc.

II.

The Corporation hereby adopts the following amendment to change the name of the Corporation. The new name of the Corporation is The SPANX by Sara Blakely Foundation, Inc.

III.

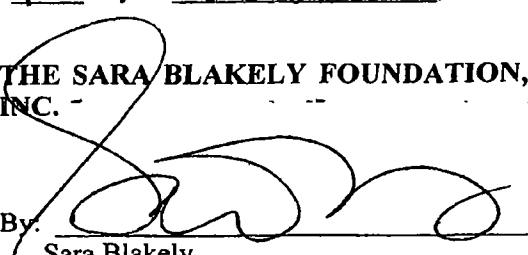
The foregoing amendments to the Articles of Incorporation were approved by the unanimous written consent of the Board of Directors on October 1, 2013 without member approval as member approval was not required, in accordance with the provisions of Section 14-3-1005 of the Georgia Nonprofit Corporation Code.

IV.

The undersigned does hereby certify that a Notice to Publish the filing of Articles of Amendment to change the Corporation's name along with the publication fee of \$40.00 has been forwarded to the legal organ of the county of the registered office as required by O.C.G.A. § 14-3-1005.1.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment of the Articles of Incorporation to be duly executed this 1st day of October, 2013.

THE SARA BLAKELY FOUNDATION,
INC.

By. 

Sara Blakely
Chairman

2013 OCT 30 PM 1:39
SECRETARY OF STATE
CORPORATIONS DIVISION

THE SPANX BY SARA BLAKELY FOUNDATION, INC.

20-5088833

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
SARA BLAKELY 3344 PEACHTREE ROAD 1700 ATLANTA, GA 30326	DIRECTOR & PRESIDENT 5.00	0
JOHN BLAKELY 3344 PEACHTREE ROAD 1700 ATLANTA, GA 30326	DIRECTOR & VICE PRESIDENT 5.00	0
LAURIE ANN GOLDMAN 3344 PEACHTREE ROAD 1700 ATLANTA, GA 30326	DIRECTOR & SECRETARY 3.00	0
GRAND TOTALS		<u>0</u>

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ATTACHMENT 10

The SPANX by Sara Blakely Foundation, Inc.
Part XV, Line 3a, Grants Paid During The Year
Attachment 11

Charity	EIN	Relationship	Status	Purpose	Donation
Anti-Defamation League 1100 Connecticut Ave NW #1020, Washington, DC 20036	13-1818723	None	PC	General Support	\$5,000
Arkansas Heart Association 7272 Greenville Ave Dallas, TX 75231	13-5613797	None	PC	General Support	\$1,000
Atlanta Women's Foundation 50 Hurt Plaza SE, Atlanta, GA 30303	58-2389721	None	PC	General Support	\$10,000
Atlanta Women's Foundation 50 Hurt Plaza SE, Atlanta, GA 30303	58-2389721	None	PC	General Support	\$10,000
Boys & Girls Club of Metro Atlanta 1275 Peachtree St NE #500, Atlanta, GA 30309	13-5562976	None	PC	General Support	\$2,500
Captain Planet Foundation 133 Luckie St NW, Atlanta, GA 30303	58-1959421	None	PC	General Support	\$10,000
Clearwater Marine Aquarium 249 Windward Passage, Clearwater, FL 33767	59-2086737	None	PC	General Support	\$50,000
Committee of 200 Foundation 980 N Michigan Avenue, Suite 1575 Chicago, IL 60611	43-1438051	None	PC	Scholarships	\$5,000
Cool Girls 621 North Avenue NE, Suite A-220 Atlanta, GA 30308	58-1958246	None	PC	General Support	\$20,000
Emerge Scholarships 3525 Piedmont Road Building Five, Suite 300 Atlanta, GA 30305	58-2639382	None	PC	Scholarships	\$5,000
Felix Organization P O Box 563 Locust Valley, NY 11560	20-4413828	None	PC	General Support	\$5,000
Felix Organization P O Box 563 Locust Valley, NY 11560	20-4413828	None	PC	General Support	\$10,000
Galloway School 215 West Wileuca Rd NW, Atlanta, GA 30342	58-1052217	None	PC	General Support	\$25,000
Georgia Campaign for Adolescent Power & Potential 1718 Peachtree Street, NW Suite 465 Atlanta, GA 30309	31-1520709	None	PC	General Support	\$25,000
Girl Scouts of Greater Atlanta 5601 North Allen Road Mableton, GA 30126	58-0566190	None	PC	General Support	\$1,000
Girls on the Run of Atlanta 1904 Monroe Drive, NE, Suite 140, Atlanta GA 30324	58-2568271	None	PC	Scholarships	\$40,000
Harold Robinson Foundation 10008 National Blvd #324 Los Angeles, CA 90034	26-4807035	None	PC	General Support	\$10,000
Junior Achievement of Georgia, Inc 460 Abernathy Rd NE, Atlanta, GA 30328	58-0598050	None	PC	General Support	\$1,000
Oceansiders, Inc. PO Box 188 Seattle, WA 98111	45-3034636	None	PC	General Support	\$25,000
Pulmonary Fibrosis Foundation 230 E Ohio St #304, Chicago, IL 60611	84-1558631	None	PC	General Support	\$25,000
Rising Stars, Inc P O Box 149 Long Beach, NY 11561	11-3309547	None	PC	General Support	\$1,500
Schenck School 282 Mt Paran Rd NW, Atlanta, GA 30327	58-0958208	None	PC	General Support	\$10,000
St. Baldrick's Foundation 1333 South Mayflower Avenue, Suite 400 Monrovia, CA 91016	20-1173824	None	PC	General Support	\$1,000

The Focus Foundation PO Box 190 Davidsonville, MD 21035	34-2045354	None	PC	General Support	\$100,000
Unleashed, Inc. 9125 Rehco Road San Diego, CA 92121	36-4671262	None	PC	General Support	\$10,000
V-Day 303 Park Ave South, Suite # 1184 New York, NY 10010, USA	94-3389430	None	PC	General Support	\$100,000
Virgin Unite USA 65 Bleecker Street New York, NY 10012	20-3963486	None	PC	General Support	\$10,000
Women for Women International 2000 M Street, NW Suite 200 Washington DC 20036	52-1838756	None	PC	General Support	\$65,520
Women's Empowerment International P O Box 501406, San Diego, California 92150-1406	41-2172771	None	PC	General Support	\$10,000
The Lenny Bruce Memorial Foundation P O. Box 1089 Pittston, Pa 18640-5082	26-3156640	NONE	PC	General Support	\$20,000
					\$613,520

THE SPANX BY SARA BLAKELY FOUNDATION, INC.

20-5088833

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>EXCLUSION</u>		<u>RELATED OR EXEMPT FUNCTION INCOME</u>
		<u>AMOUNT</u>	<u>CODE</u>	
UBTI FROM PARTNERSHIPS	900099	-57,675.	18	57,675.
TOTALS		<u>-57,675.</u>		<u>57,675.</u>

STIFEL

THE SARA BLAKELY FOUNDATION
SOLUTIONS MANAGED ACCOUNT

December 1 -
December 31, 2013
Account Number:

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ASSET SUMMARY

Value as of December 31, 2013

Gains/(-)Losses

	At Stifel	Not at Stifel	Total	% of assets *	Unrealized	Realized This Period	Year-to-date
Cash							
Money Market Funds	2,875,238.13		2,875,238.13	20.50%			
Margin Balance							
A. Net Cash Equivalents	2,875,238.13		2,875,238.13	20.50%			
B. Equities	7,174,471.59		7,174,471.59	51.16%	96,552.40	-241.08	50,592.93
C. Preferreds							
D. Municipal Bonds							
E. Corporate/Gov Bonds							-174,358.02
F. Mutual Funds	3,345,724.40		3,345,724.40	23.86%	-82,407.69		20,514.56
G. Unit Investment Trusts							
H. Insurance Products							
I. Alternative Investments							
J. Other Investments	628,235.00		628,235.00	4.48%	-68,342.78		61,257.09
Net Portfolio Assets	\$11,148,409.99	\$0.00	\$11,148,409.99	79.50%	\$54,198.07	\$-241.08	\$41,993.44
Net Portfolio Value	\$11,148,409.99	\$0.00	\$11,148,409.99	100.00%	\$54,198.07	\$-241.08	\$41,993.44

INCOME & DISTRIBUTION SUMMARY

	Security Type	Year-to-date	This period
Dividends	Tax-Exempt		
	Taxable	363,738.77	78,724.47
Interest	Tax-Exempt		
	Taxable	1,755.99	121.67
Capital Gain Distributions		49,690.18	49,690.18
Return of Principal			
Other		8,075.00	
Total Income & Distributions		\$423,259.94	\$128,536.32

INFORMATION SUMMARY

	Security Type	Year-to-date	This period
Accrued Interest Paid	Tax-Exempt		
	Taxable		
Accrued Interest Received	Tax-Exempt		
	Taxable		
Gross Proceeds		22,948,195.51	1,620,606.81
Federal Withholding			
Foreign Taxes Paid			
Margin Interest Charged			

* Please note "% of assets" figures are shown gross of any amounts owed to Stifel and/or net short positions.

STIFEL

THE SARA BLAKELY FOUNDATION
SOLUTIONS MANAGED ACCOUNT

December 1 -
December 31, 2013
Account Number:

Page 3 of 16

ASSET DETAILS

This section shows the cash equivalents and/or securities in your account. Prices obtained from outside sources are considered reliable but are not guaranteed by Stifel. Actual prices may vary, and upon sale, you may receive more or less than your original purchase price. Contact your Financial Advisor for current price quotes. Gain/Loss is provided for informational purposes only. Cost basis may be adjusted for, but not limited to, amortization, accretion, principal paydowns, capital changes, listed option premiums, gifting rules, inheritance step-up, or wash sales. The Gain/Loss information should not be used for tax preparation without the assistance of your tax advisor.

NET CASH EQUIVALENTS

	Current value	Cost Basis	Estimated Annualized Income	Estimated Yield %
INSURED BANK PROGRAM	2,875,238.13	2,875,238.13	862.57	0.03%
TOTAL NET CASH EQUIVALENTS	2,875,238.13	2,875,238.13	\$862.57	0.03%

Insured Bank Program deposits may be held at multiple banks. For information regarding specific banks visit IMPORTANT DISCLOSURES on www.stifel.com. The deposits are not covered by the Securities Investor Protection Act (SIPC). Balances in the Program are insured up to the FDIC limit in each bank. Balances in the Stifel Insured Bank Deposit Program or in any money market fund offered as an available fund for Cash Investment Services at Stifel can be liquidated upon request and returned to your brokerage account or remitted directly to you.

PORTFOLIO ASSETS - HELD AT STIFEL

Equities	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Unrealized Gain/(c)Loss*	Estimated Annualized Income	Estimated Yield %
CLAYMORE GUGGENHEIM SHIPPING ETF CUSIP: 18363Q796	SEA Cash	17,730	21.5900 382,790.70	20.5900 365,060.70	17,730.00	7,765.74	2.03%
ISHARES TRANSPORTATION AVERAGE ETF CUSIP: 464287192	IYT Cash	2,644	131.9000 348,743.60	130.2900 344,486.76	4,256.84	3,367.66	0.97%
ISHARES U S HEALTH CARE PROVIDERS ETF CUSIP: 464288828	IHF Cash	4,182	93.2500 389,971.50	91.4700 382,527.54	7,443.96	911.25	0.23%
POWERSHARES AEROSPACE & DEFENSE ETF CUSIP: 73935X690	PPA Cash	12,293	31.0300 381,451.79	30.5200 375,182.36	6,269.43	4,788.12	1.26%

STIFEL

THE SARA BLAKELY FOUNDATION
SOLUTIONS MANAGED ACCOUNT

December 1 -
December 31, 2013
Account Number:

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ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Equities	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Unrealized Gain/(-) Loss*	Estimated Annualized Income	Estimated Yield %
POWERSHARES DYNAMIC PHARMACEUTICALS ETF CUSIP: 73935X799	PJP Cash	6,981	53.4800 373,343.88	53.1900 371,319.39	2,024.49	1,644.72	0.44%
POWERSHARES KBW REGIONAL BANKING ETF CUSIP: 73937B712	KBWR Cash	35,328	39.6500 1,400,755.20	39.0400 1,379,206.12	21,550.08	20,900.04	1.49%
SPDR SERIES TRUST S&P OIL & GAS EQUIPMENT & SERVICES ETF CUSIP: 76484A748	XES Cash	18,141	43.7200 793,124.52	44.5923 808,948.91	-15,824.39	5,008.73	0.63%
WISDOMTREE JAPAN HEDGED EQUITY FD ETF CUSIP: 97717W851	DXJ Cash	61,060	50.8400 3,104,290.40	49.9703 3,051,188.41	53,101.99	37,716.78	1.21%
Total Equities			\$7,174,271.59	\$7,077,918.19	\$96,552.40	\$82,103.07	1.14%

Mutual Funds Open-End Funds

	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Original Investment 1/ Cumulative Return ²	Unrealized Gain/(-) Loss*	Estimated Annualized Income	Estimated Yield %
FORWARD SELECT INCOME INSTL CL CUSIP: 34987A160 Original Cost: 1,364,093.00	KIFX Cash	54,117.617	23.5300 1,273,387.52	25.1960 1,363,545.07	1,363,545.07 -90,157.55	-90,157.55	87,995.24	6.91%
HARTFORD FLOATING RATE CL I CUSIP: 416649804	HFLX Cash	229,240.806	9.0400 2,072,336.88	9.0082 2,064,587.00	2,064,587.00 7,749.88	7,749.86	84,842.02	4.09%
Total Mutual Funds			\$3,345,724.40	\$3,428,132.07		\$82,407.69	\$72,837.26	5.17%

STIFEL

THE SARA BLAKELY FOUNDATION
SOLUTIONS MANAGED ACCOUNT

December 1 -
December 31, 2013
Account Number:

Page 5 of 16

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Other Investments	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
Investments classified as Other Investments, such as partnerships, private equity, hedge funds, and real estate trusts, are generally illiquid, and a formal trading market may not exist. The current values shown on this statement for such investments have been provided by the management, administrator, or sponsor of each program and have not been evaluated by Stifel Nicolaus. These estimates may be generated monthly, quarterly, or less frequently, depending on the specific investment. Therefore, the values shown herein will not necessarily be realized upon the sale of the securities. If a value is not provided, such information is not currently available. Unregistered securities are not covered by SIPC.							
MARKWEST ENERGY PARTNERS LTD PARTNERSHIP	MWE Cash	9,500	66.1300 628,235.00	73.3240 696,577.78	-68,342.78	32,300.00	5.14%
CUSIP: 570759100 Original Cost: 704,652.78							
Total Other Investments			\$628,235.00	\$696,577.78	-\$68,342.78	\$32,300.00	5.14%
Total Portfolio Assets - Held at Stifel			\$11,148,430.99	\$11,202,629.04	-\$54,198.07	\$287,240.28	2.58%

Total Net Portfolio Value
Original Investment: Total amount invested in the purchased shares still held in the account. Does not include shares purchased through automatic reinvestment of capital gains and dividends.
Cumulative Return: Current Value minus Original Investment. This is the capital appreciation (depreciation) of all shares purchased, including shares purchased through automatic reinvestment of capital gains and dividends.

* Please note "Unrealized Gain/(-)Loss" does not equal the total current value minus the total cost if any value or cost amounts are missing. Unrealized gains or losses are provided for your information only and should not be used for tax purposes.

Money Market Savings Sweep

Account number [REDACTED] ■ December 1, 2013 - December 31, 2013 ■ Page 1 of 2



DCWB11DTP0 003213



THE SARA BLAKELY FOUNDATION
3344 PEACHTREE RD NE STE 1700
ATLANTA GA 30326-4800

Questions?

Call your Customer Service Officer or Client Services
1-800-AT WELLS (1-800-289-3557)
5:00 AM TO 6:00 PM Pacific Time Monday - Friday

Online: wellsfargo.com

Write: Wells Fargo Bank, N.A. (297)
Wb-Wmg Greater Atlanta Hub
171 17th St NW
Atlanta, GA 30363



IMPORTANT ACCOUNT INFORMATION

Getting ready for tax season can be a challenge! Creating a checklist, and preparing in advance will set you up for a successful meeting with your tax preparer. Remember to bring your deposit routing and account number when preparing your taxes and you may be able to take advantage of using direct deposit for your tax refund into one of your Wells Fargo checking or savings accounts.

Account summary

Money Market Savings Sweep

Account number	Beginning balance	Total credits	Total debits	Ending balance
6421122141	\$18,750.50	\$0.79	-\$30.39	\$18,720.90

Interest summary

Annual percentage yield earned this period	0.05%
Interest earned during this period	\$0.79
Year to date interest and bonuses paid	\$160.93

Credits

Electronic deposits/bank credits

Effective date	Posted date	Amount	Transaction detail
	12/31	0.79	Interest Payment
		\$0.79	Total electronic deposits/bank credits
		\$0.79	Total credits

DCWB11DTP0 003213 NNNNNNNNNN NNN NNN 001 001 297 011227 10759721.1.1

ONE WEST FOURTH STREET, 2ND FLOOR
MAC D4000-062
WINSTON-SALEM, NC 27101

**WELLS
FARGO**

CEO# SPANX

C7C7

Period Covered: December 1, 2013 - December 31, 2013

Consolidated Account Number [REDACTED]

Consolidated Total Account Value **\$9,299,793.79**

WELLS FARGO BANK, N.A.
CONSOLIDATED ACCOUNT STATEMENT FOR.
BLAKELY, SARA FDN INC - AGY CONSOL

RELATIONSHIP TEAM

Phyllis Silverstein, Relationship Manager (404) 238-0444
phyllis.silverstein@wellsfargo.com
Riaz Hameed, Investment Officer (404) 238-0402
riaz.hameed@wellsfargo.com

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SARA BLAKELY FOUNDATION INC
AGENCY ACCOUNT
CONSOLIDATED

Gifting in a Changing Tax Landscape

Making a large financial gift - whether to a family member or to an established charity - is probably not a decision you take lightly. Many factors can go into your assessment; the need of the recipient, alignment with your personal values, and of course, how it might impact your tax situation.

With the 2012 changes enacted by Congress, what you gift and when you gift can require a more detailed analysis than in the past. The taxable basis, expected return, and lost opportunity costs all play a role. Recently we published "Gifting in a Changing Tax Landscape: Do Taxable Gifts Still Make Financial Sense?" to inform your decision making. You'll find it along with other timely publications, podcasts, and webcasts at wealthmanagementinsights.com

Account Statement For:
BLAKELY, SARA FDN INC - AGY CONSOL

Period Covered: December 1, 2013 - December 31, 2013

Consolidated Account Number [REDACTED]

CONSOLIDATED ACCOUNT LIST

This statement contains, as applicable, asset, liability and transaction detail for the following accounts:

ACCOUNT NUMBER	ACCOUNT NAME	ACCOUNT VALUE AS OF 11/30/13	NET CHANGE THIS PERIOD	ACCOUNT VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS
AGG738926	SARA BLAKELY FOUNDATION INC AGENCY ACCOUNT CONSOLIDATED	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
73892600	THE SPANX BY SARA BLAKELY FOUNDATION INC-AGY	2,978,454.29	3,571,189.03	6,549,643.32	6,543,235.43	6,407.89
73892601	THE SPANX BY SARA BLAKELY FOUNDATION INC-AGY	506,390.55	-2,879.17	503,511.38	512,616.19	-9,104.81
73892602	THE SPANX BY SARA BLAKELY FOUNDATION INC-AGY	556,441.18	13,415.39	569,856.57	499,738.21	70,118.36
73892603	THE SPANX BY SARA BLAKELY FOUNDATION INC AGY	544,745.42	13,804.78	558,550.20	457,681.66	100,868.54
73892604	THE SPANX BY SARA BLAKELY FOUNDATION INC AGY	403,676.92	10,330.52	414,007.44	344,723.87	69,283.57
73892605	THE SPANX BY SARA BLAKELY FOUNDATION INC AGY	680,684.58	23,540.30	704,224.88	607,497.16	96,727.72
AGG738926	Consolidated Account Total	\$5,670,392.94	\$3,629,400.85	\$9,299,793.79	\$8,965,492.52	\$334,301.27

Upon establishment of your account and at any time thereafter, copies of your Sub-adviser's privacy policy, Form ADV, Part II or other such written disclosure documents are available upon request. Please contact your Relationship Manager or another member of your relationship team if there have been any changes in your financial situation or investment objectives, or if you wish to impose or modify any reasonable restrictions on the management of the account.

Account Statement For:
BLAKELY, SARA FDN INC - AGY CONSOL

Period Covered: December 1, 2013 - December 31, 2013

Consolidated Account Number [REDACTED]

**WELLS
FARGO**

CONSOLIDATED ACCOUNT SUMMARY

ACCOUNT NUMBER	CASH & EQUIVALENTS	FIXED INCOME	EQUITIES	COMPLEMENTARY STRATEGIES	REAL ASSETS	MISCELLANEOUS	LIABILITIES
AGG738926	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
73892600	3,681,918.45	1,008,459.32	673,244.45	534,431.13	651,589.97	0.00	0.00
73892601	14,948.54	488,562.84	0.00	0.00	0.00	0.00	0.00
73892602	13,897.79	0.00	533,529.36	0.00	22,429.42	0.00	0.00
73892603	4,411.19	0.00	554,139.01	0.00	0.00	0.00	0.00
73892604	7,534.53	0.00	403,663.11	0.00	2,809.80	0.00	0.00
73892605	19,082.91	0.00	685,141.97	0.00	0.00	0.00	0.00
TOTAL	\$3,741,793.41	\$1,497,022.16	\$2,849,717.90	\$534,431.13	\$676,829.19	\$0.00	\$0.00

Account Statement For:
BLAKELY, SARA FDN INC - AGY CONSOL

Period Covered: December 1, 2013 - December 31, 2013

Consolidated Account Number [REDACTED]

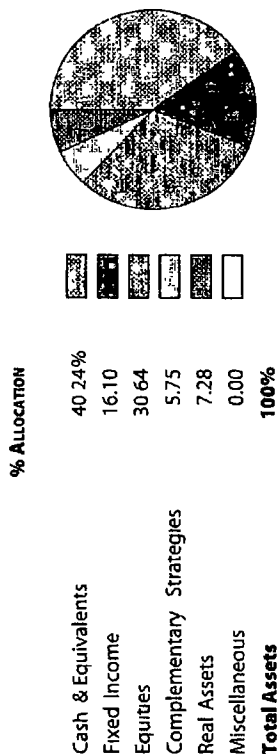


ACCOUNT SUMMARY

	ACCOUNT VALUE AS OF 12/31/13
Cash & Equivalents	\$3,741,793.41
Fixed Income	1,497,022.16
Equities	2,849,717.90
Complementary Strategies	534,431.13
Real Assets	676,829.19
Miscellaneous	0.00
Total Assets	\$9,299,793.79
ACCOUNT VALUE	\$9,299,793.79

Values reflected for publicly-traded assets are derived from unaffiliated financial industry sources believed to be reliable. Values for non-publicly traded assets are derived using external sources and may be based on estimates. Assets for which a current value is unavailable from an external source may be valued at the last reported price, at par, or may be shown as having nominal or no value. Reported values may not reflect the price at which an asset may be sold. Asset values are updated as they become available from external sources, and may be updated less frequently than statements are generated. Although asset values are obtained from sources deemed reliable, values should only be used for reference. Values indicated should not be used to calculate gain/loss ratios or for tax preparation purposes.

ASSET ALLOCATION



Percentages may not be exact due to rounding.
Amounts less than .50 are not displayed on graphs.

Market Insights and Research

A generational shift is underway in the globalized world of investing. Learn how the changes taking place in the global investment landscape may offer investor opportunities. Join us on the Wealth Management Insights Center for online insights on the financial markets, global economy, and research from our senior investment strategists. Listen, read or watch our valuable perspectives on wealth management issues and topics that may affect your financial plans. Visit wealthmanagementinsights.com to get the latest market insights from anywhere.

Account Statement For:

BLAKELY, SARA FDN INC - AGY CONSOL

Period Covered: December 1, 2013 - December 31, 2013

Consolidated Account Number



ACCOUNT VALUE CHANGE

	THIS PERIOD	YEAR TO DATE
Beginning Account Value	\$5,670,392.94	\$0.00
Cash Receipts	4,048,424.73	12,996,597.68
Cash Disbursements	- 450,690.32	- 3,971,363.91
Assets Received	0.00	22,928.12
Assets Disbursed	- 10,884.97	- 33,244.65
Miscellaneous	0.00	0.00
Fees	- 4,368.46	- 47,091.45
Change in Value	46,919.87	331,968.00
Ending Account Value	\$9,299,793.79	\$9,299,793.79

REALIZED GAIN/LOSS SUMMARY

	SHORT TERM	LONG TERM
This Period	\$1,443.76	\$0.00
Year to Date	- \$13,848.02	\$0.00
Gain/Loss information is un-audited and should not be used for tax preparation, estate and/or retirement planning purposes.		

CASH SUMMARY

	PRINCIPAL CASH	INCOME CASH
Beginning Balance	\$0.00	\$0.00
Purchases	- 27,654.37	0.00
Sales	14,842.15	0.00
Cash Receipts	4,022,401.41	26,023.32
Cash Disbursements	- 445,000.00	- 5,690.32
Cash Sweep Activity	- 3,570,620.73	- 9,933.00
Miscellaneous	0.00	0.00
Transfers Within Account	10,400.00	- 10,400.00
Wells Fargo Bank Fees	- 4,368.46	0.00
Ending Balance	\$0.00	\$0.00

INCOME SUMMARY

	THIS PERIOD	YEAR TO DATE
Taxable		
Interest	\$1,996.19	\$13,264.22
Dividends	18,554.86	108,675.53
Real Assets	0.00	0.00
Other	0.00	0.00
Total Taxable	\$20,551.05	\$121,939.75
Tax Exempt		
Interest	\$0.00	\$0.00
Dividends	0.00	0.00
Real Assets	0.00	0.00
Other	0.00	0.00
Total Tax Exempt	\$0.00	\$0.00
TOTAL INCOME	\$20,551.05	\$121,939.75

The tax classification of income in this statement was obtained from a third party provider and may not represent the final classification of character as determined for federal or state income tax purposes. Please refer to your year-end tax information (if applicable) or your tax advisor for proper tax classification.

Account Statement For:
BLAKELY, SARA FDN INC - AGY CONSOL

Period Covered: December 1, 2013 - December 31, 2013

**WELLS
FARGO**

Consolidated Account Number [REDACTED]

ASSET SUMMARY

Cash & Equivalents

Money Market

Total Cash & Equivalents

Fixed Income

Government Obligations

Corporate Obligations

Domestic Mutual Funds

International Mutual Funds

Other

Total Fixed Income

Equities

Consumer Discretionary

Consumer Staples

Energy

Financials

Health Care

Industrials

Information Technology

Materials

Telecommunication Services

Utilities

International Equities

Domestic Mutual Funds

International Mutual Funds

Total Equities

	ACCOUNT VALUE AS OF 12/31/13	% OF ASSETS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME
	\$3,741,793.41	40.24%	\$0.00	\$374.23
Total Cash & Equivalents	\$3,741,793.41	40.24%	\$0.00	\$374.23
	\$232,854.92	2.50%	-\$5,218.40	\$6,422.50
Fixed Income				
Government Obligations	255,707.92	2.75	-3,886.41	\$8,290.50
Corporate Obligations	481,044.94	5.17	-24,174.82	28,138.90
Domestic Mutual Funds	275,719.32	2.96	-21,642.77	10,008.12
International Mutual Funds	251,695.06	2.71	1,695.06	10,190.21
Other				
Total Fixed Income	\$1,497,022.16	16.10%	-\$53,227.34	\$63,050.23
	\$275,207.04	2.96%	\$57,011.16	\$2,471.60
Equities				
Consumer Discretionary	54,572.69	0.59	7,792.02	\$614.06
Consumer Staples	90,250.81	0.97	6,624.37	1,521.36
Energy	204,984.70	2.20	37,898.39	2,485.64
Financials	165,979.72	1.78	29,219.47	872.88
Health Care	137,148.71	1.47	20,240.24	1,880.92
Industrials	286,460.45	3.08	45,040.46	2,646.45
Information Technology	40,091.01	0.43	4,477.83	639.64
Materials	21,311.05	0.23	2,114.82	136.40
Telecommunication Services	1,785.00	0.02	384.47	37.50
Utilities	898,682.27	9.66	123,709.66	17,411.32
International Equities	227,076.56	2.44	27,384.55	4,069.94
Domestic Mutual Funds	446,167.89	4.80	11,167.89	1,262.00
International Mutual Funds				
Total Equities	\$2,849,717.90	30.64%	\$373,065.33	\$36,049.71

Account Statement For:
BLAKELY, SARA FDN INC - AGY CONSOL

Period Covered: December 1, 2013 - December 31, 2013

Consolidated Account Number: [REDACTED]



ASSET SUMMARY (continued)

Complementary Strategies

Hedge Investments
Other

Total Complementary Strategies

Real Assets

Real Estate Investment Trusts(REITs)
Real Asset Funds

Total Real Assets

TOTAL ASSETS

TOTAL INCOME

TOTAL PRINCIPAL

	ACCOUNT VALUE AS OF 12/31/13	% OF ASSETS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME
	\$353,673.19	3.80%	\$13,673.19	\$0.00
	180,757.94	1.94	10,757.94	\$0.00
	\$534,431.13	5.75%	\$24,431.13	\$0.00
	\$25,239.22	0.27%	\$2,485.30	\$404.36
	651,589.97	7.01	-12,453.15	\$11,706.34
	\$676,829.19	7.28%	-\$9,967.85	\$12,110.70
	\$9,299,793.79	100%	\$334,301.27	\$111,584.87

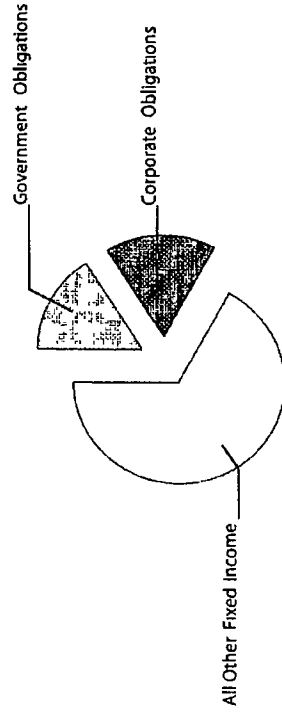


FIXED INCOME ANALYSIS

Fixed Income by Type

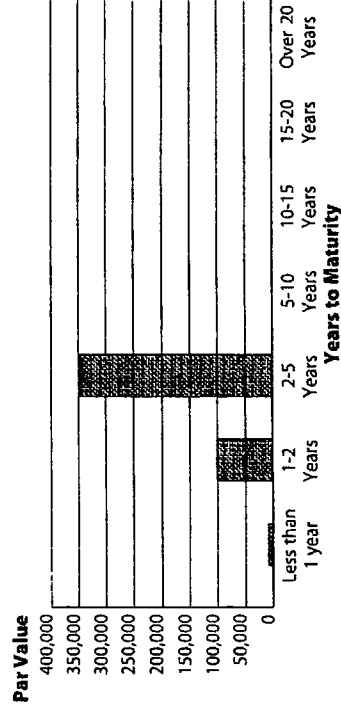
	MARKET VALUE AS OF 12/31/13	% OF FIXED INCOME
Government Obligations	\$232,854.92	15.55%
Corporate Obligations	255,707.92	17.08
All Other Fixed Income	1,008,459.32	67.36
Total Fixed Income	\$1,497,022.16	100%

Percentages may not be exact due to rounding.
Amounts less than .50 are not displayed on graphs.



Bond Maturity Schedule

	PAR VALUE	% OF PAR VALUE	MARKET VALUE AS OF 12/31/13
Less than 1 year	\$10,000.00	2.15%	\$10,371.70
1-2 Years	105,000.00	22.53	109,572.24
2-5 Years	351,000.00	75.32	368,618.90
Total		100%	\$488,562.84



The maturities listed are stated legal maturities of the fixed income securities in your portfolio excluding cash and do not reflect imbedded put options, dutch auctions, potential principal prepayments or imbedded call options which may effectively shorten the maturity of the securities included in your portfolio.

Account Statement For:
BLAKELY, SARA FDN INC - AGY CONSOL

Period Covered: December 1, 2013 - December 31, 2013

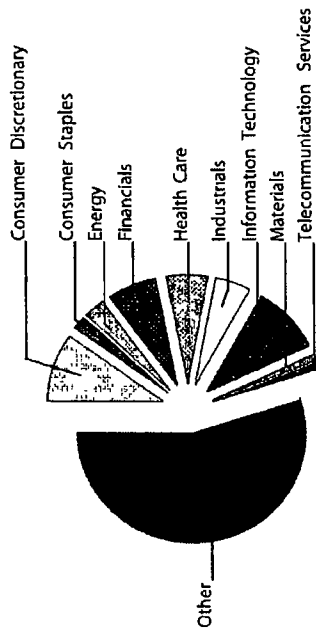
Consolidated Account Number [REDACTED]



EQUITY ANALYSIS

Industry Sector Analysis

	MARKET VALUE AS OF 12/31/13	% OF Equities
Consumer Discretionary	\$275,207.04	9.66%
Consumer Staples	54,572.69	1.92
Energy	90,250.81	3.17
Financials	204,984.70	7.19
Health Care	165,979.72	5.82
Industrials	137,148.71	4.81
Information Technology	286,460.45	10.05
Materials	40,091.01	1.41
Telecommunication Services	21,311.05	0.75
Utilities	1,785.00	0.06
Other	1,571,926.72	55.16
Total Equities	\$2,849,717.90	100%



Percentages may not be exact due to rounding. Amounts less than .50 are not displayed on graphs.

Largest Individual Equities

ASSET DESCRIPTION	INDUSTRY SECTOR
AMAZON COM INC COM	Consumer Discretionary
GOOGLE INC	Information Technology
SALESFORCE COM INC	Information Technology
PRUDENTIAL PLC - ADR	International Equities
NOVARTIS AG - ADR	International Equities
APPLE INC	Information Technology
VISA INC-CLASS A SHRS	Information Technology
BAYER AG - ADR	International Equities
CERNER CORP COM	Health Care
ANHEUSER-BUSCH INBEV SPN ADR	International Equities

Total Largest Individual Equities

QUANTITY	MARKET VALUE AS OF 12/31/13	% OF SECTOR	% OF EQUITIES	% OF ASSETS
78.00	\$31,105.62	11.30%	1.09%	0.33%
27.00	30,259.17	10.56	1.06	0.33
492.00	27,153.48	9.48	0.95	0.29
599.00	26,955.00	3.00	0.95	0.29
334.00	26,846.92	2.99	0.94	0.29
43.00	24,123.86	8.42	0.85	0.26
107.00	23,826.76	8.32	0.84	0.26
166.00	23,572.00	2.62	0.83	0.25
414.00	23,076.36	13.90	0.81	0.25
215.00	22,888.90	2.55	0.80	0.25
	\$259,808.07		9.12%	2.80%

10 of 82

Account Statement For:
BLAKELY, SARA FDN INC - AGY CONSOL

Period Covered: December 1, 2013 - December 31, 2013



Consolidated Account Number [REDACTED]

ASSET DETAIL

ASSET DESCRIPTION

Cash & Equivalents

MONEY MARKET

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
SECURED MARKET DEPOSIT ACCOUNT <i>Asset held in Invested Income Portfolio</i> ACCOUNT NUMBER: 73892600	27,669.310		\$27,669.31	\$27,669.31	\$0.00	\$2.77	0.01%
SECURED MARKET DEPOSIT ACCOUNT <i>Asset held in Invested Income Portfolio</i> ACCOUNT NUMBER: 73892600	3,654,249.140		3,654,249.14	3,654,249.14	0.00	365.46	0.01
SECURED MARKET DEPOSIT ACCOUNT <i>Asset held in Invested Income Portfolio</i> ACCOUNT NUMBER: 73892601	14,948.540		14,948.54	14,948.54	0.00	1.50	0.01
SECURED MARKET DEPOSIT ACCOUNT <i>Asset held in Invested Income Portfolio</i> ACCOUNT NUMBER: 73892602	13,816.300		13,816.30	13,816.30	0.00	1.38	0.01
SECURED MARKET DEPOSIT ACCOUNT <i>Asset held in Invested Income Portfolio</i> ACCOUNT NUMBER: 73892602	81.490		81.49	81.49	0.00	0.01	0.01
SECURED MARKET DEPOSIT ACCOUNT <i>Asset held in Invested Income Portfolio</i> ACCOUNT NUMBER: 73892603	4,411.190		4,411.19	4,411.19	0.00	0.44	0.01
SECURED MARKET DEPOSIT ACCOUNT <i>Asset held in Invested Income Portfolio</i> ACCOUNT NUMBER: 73892604	7,452.450		7,452.45	7,452.45	0.00	0.75	0.01
SECURED MARKET DEPOSIT ACCOUNT <i>Asset held in Invested Income Portfolio</i> ACCOUNT NUMBER: 73892604	82.080		82.08	82.08	0.00	0.01	0.01
SECURED MARKET DEPOSIT ACCOUNT <i>Asset held in Invested Income Portfolio</i> ACCOUNT NUMBER: 73892605	19,082.910		19,082.91	19,082.91	0.00	1.91	0.01
Total Money Market			\$3,741,793.41	\$3,741,793.41	\$0.00	\$374.23	0.01%
Total Cash & Equivalents			\$3,741,793.41	\$3,741,793.41	\$0.00	\$374.23	0.01%

Account Statement For:
BLAKELY, SARA FDN INC - AGY CONSOL

Period Covered: December 1, 2013 - December 31, 2013

**WELLS
FARGO**

Consolidated Account Number [REDACTED]

ASSET DETAIL (continued)

ASSET DESCRIPTION

Fixed Income

GOVERNMENT OBLIGATIONS

	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
FED HOME LN MTG CORP DTD 07/08/11 2.000 08/25/2016 CUSIP: 3137EACW7 MOODY'S RATING: AAA STANDARD & POOR'S RATING: AA+ ACCOUNT NUMBER: 73892601	27,000,000	\$103.411	\$27,920.97	\$28,311.23	-\$390.26	\$540.00	0.70%
FED NATL MTG ASSN DTD 03/04/11 2.375 04/11/2016 CUSIP: 3135G0BA0 MOODY'S RATING: AAA STANDARD & POOR'S RATING: AA+ ACCOUNT NUMBER: 73892601	11,000,000	104.166	11,458.26	11,630.13	-171.87	261.25	0.53
FED NATL MTG ASSN DTD 06/14/10 2.375 07/28/2015 CUSIP: 31398AU34 MOODY'S RATING: AAA STANDARD & POOR'S RATING: AA+ ACCOUNT NUMBER: 73892601	15,000,000	103.161	15,474.15	15,712.09	-237.94	356.25	0.36
FED NATL MTG ASSN DTD 09/12/05 4.375 10/15/2015 CUSIP: 31359MZC0 MOODY'S RATING: AAA STANDARD & POOR'S RATING: AA+ ACCOUNT NUMBER: 73892601	15,000,000	107.050	16,057.50	16,533.08	-475.58	656.25	0.42
US TREASURY NOTE DTD 02/15/08 3.500 02/15/2018 CUSIP: 912828HR4 MOODY'S RATING: AAA STANDARD & POOR'S RATING: N/A ACCOUNT NUMBER: 73892601	26,000,000	108.563	28,226.38	29,298.75	-1,072.37	910.00	1.36

Account Statement For:
BLAKELY, SARA FDN INC - AGY CONSOL

Period Covered: December 1, 2013 - December 31, 2013

Consolidated Account Number: [REDACTED]

**WELLS
FARGO**

ASSET DETAIL (continued)

ASSET DESCRIPTION

Fixed Income (continued)

GOVERNMENT OBLIGATIONS (continued)

	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
US TREASURY NOTE DTD 02/28/10 3.000 02/28/2017 CUSIP: 912828MS6 MOODY'S RATING: AAA STANDARD & POOR'S RATING: N/A ACCOUNT NUMBER: 73892601	26,000.000	106.563	27,706.38	28,406.96	-700.58	780.00	0.89
US TREASURY NOTE DTD 05/31/09 3.250 05/31/2016 CUSIP: 912828KW9 MOODY'S RATING: AAA STANDARD & POOR'S RATING: N/A ACCOUNT NUMBER: 73892601	26,000.000	106.492	27,687.92	28,321.38	-633.46	845.00	0.54
US TREASURY NOTE DTD 06/01/10 2.125 05/31/2015 CUSIP: 912828NF3 MOODY'S RATING: AAA STANDARD & POOR'S RATING: N/A ACCOUNT NUMBER: 73892601	23,000.000	102.660	23,611.80	23,928.94	-317.14	488.75	0.24
US TREASURY NOTE DTD 08/15/08 4.000 08/15/2018 CUSIP: 912828JH4 MOODY'S RATING: AAA STANDARD & POOR'S RATING: N/A ACCOUNT NUMBER: 73892601	25,000.000	110.914	27,728.50	28,184.57	-456.07	1,000.00	1.55
US TREASURY NOTE DTD 11/30/10 2.250 11/30/2017 CUSIP: 912828PK0 MOODY'S RATING: AAA STANDARD & POOR'S RATING: N/A ACCOUNT NUMBER: 73892601	26,000.000	103.781	26,983.06	27,746.19	-763.13	585.00	1.26
Total Government Obligations			\$232,854.92	\$238,073.32	-\$5,218.40	\$6,422.50	

Account Statement For:
BLAKELY, SARA FDN INC - AGY CONSOL

Period Covered: December 1, 2013 - December 31, 2013

**WELLS
FARGO**

Consolidated Account Number [REDACTED]

ASSET DETAIL (continued)

ASSET DESCRIPTION

Fixed Income (continued)

CORPORATE OBLIGATIONS

AMGEN INC DTD 11/18/04 4.850 11/18/2014 CUSIP: 031162AJ9 MOODY'S RATING: BAA1 STANDARD & POOR'S RATING: A ACCOUNT NUMBER: 73892601	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
	10,000,000	\$103.717	\$10,371.70	\$10,689.86	-\$318.16	\$485.00	0.61%
AT&T INC DTD 04/29/11 2.950 05/15/2016 CUSIP: 00206RAW2 MOODY'S RATING: A3 STANDARD & POOR'S RATING: A- ACCOUNT NUMBER: 73892601	13,000,000	104.275	13,555.75	13,785.04	-229.29	383.50	1.12
BANK OF MONTREAL MED TERM NOTE DTD 01/11/12 2.500 01/11/2017 CUSIP: 06366QW86 MOODY'S RATING: AA3 STANDARD & POOR'S RATING: A+ ACCOUNT NUMBER: 73892601	13,000,000	103.009	13,391.17	13,415.87	-24.70	325.00	1.48
BP CAPITAL MARKETS PLC DTD 05/10/13 1.375 05/10/2018 CUSIP: 05565QCE6 MOODY'S RATING: A2 STANDARD & POOR'S RATING: A ACCOUNT NUMBER: 73892601	17,000,000	97.055	16,499.35	16,422.51	76.84	233.75	2.09
CONOCOPHILLIPS DTD 05/21/09 4.600 01/15/2015 CUSIP: 20825CAT1 MOODY'S RATING: A1 STANDARD & POOR'S RATING: A ACCOUNT NUMBER: 73892601	13,000,000	104.238	13,550.94	13,953.37	-402.43	598.00	0.50

Account Statement For:
BLAKELY, SARA FDN INC - AGY CONSOL

Period Covered: December 1, 2013 - December 31, 2013

**WELLS
FARGO**

Consolidated Account Number: [REDACTED]

ASSET DETAIL (continued)

ASSET DESCRIPTION

Fixed Income (continued)

CORPORATE OBLIGATIONS (continued)

ASSET DESCRIPTION	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
DIRECTV HLDG/FIN INC DTD 03/10/11 3.500 03/01/2016 CUSIP: 25459HAY1 MOODY'S RATING: BAA2 STANDARD & POOR'S RATING: BBB ACCOUNT NUMBER: 73892601	10,000.000	104.969	10,496.90	10,608.18	- 111.28	350.00	1.17
ECOLAB INC DTD 12/08/11 3.000 12/08/2016 CUSIP: 278865AK6 MOODY'S RATING: BAA1 STANDARD & POOR'S RATING: BBB+ ACCOUNT NUMBER: 73892601	10,000.000	104.770	10,477.00	10,405.40	71.60	300.00	1.34
GENERAL ELEC CAP CORP MED TERM NOTE TRANSCHE # TR 00725 DTD 01/09/06 5.000 01/08/2016 CUSIP: 36962GU69 MOODY'S RATING: A1 STANDARD & POOR'S RATING: AA+ ACCOUNT NUMBER: 73892601	16,000.000	108.071	17,291.36	17,799.83	- 508.47	800.00	0.96
GOLDMAN SACHS GROUP INC DTD 01/12/05 5.125 01/15/2015 CUSIP: 38141GEA8 MOODY'S RATING: BAA1 STANDARD & POOR'S RATING: A- ACCOUNT NUMBER: 73892601	13,000.000	104.459	13,579.67	13,938.36	- 358.69	666.25	0.81
HEWLETT-PACKARD CO DTD 03/12/12 2.600 09/15/2017 CUSIP: 428236BW2 MOODY'S RATING: BAA1 STANDARD & POOR'S RATING: BBB+ ACCOUNT NUMBER: 73892601	10,000.000	101.605	10,160.50	10,060.00	100.50	260.00	2.15

Account Statement For:
BLAKELY, SARA FDN INC - AGY CONSOL

Period Covered: December 1, 2013 - December 31, 2013

**WELLS
FARGO**

Consolidated Account Number [REDACTED]

ASSET DETAIL (continued)

ASSET DESCRIPTION

Fixed Income (continued)

CORPORATE OBLIGATIONS (continued)

	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
IBM CORP DTD 07/22/11 1.950 07/22/2016 CUSIP: 459200GX3 MOODY'S RATING: AA3 STANDARD & POOR'S RATING: AA- ACCOUNT NUMBER: 73892601	16,000,000	102.735	16,437.60	16,621.20	- 183.60	312.00	0.87
JPMORGAN CHASE & CO DTD 06/24/10 3.400 06/24/2015 CUSIP: 46625HHR4 MOODY'S RATING: A3 STANDARD & POOR'S RATING: A ACCOUNT NUMBER: 73892601	13,000,000	103.844	13,499.72	13,727.91	- 228.19	442.00	0.78
KELLOGG CO DTD 05/21/09 4.450 05/30/2016 CUSIP: 487836BB3 MOODY'S RATING: BAA1 STANDARD & POOR'S RATING: BBB+ ACCOUNT NUMBER: 73892601	10,000,000	107.879	10,787.90	11,067.95	- 280.05	445.00	1.14
METLIFE INC DTD 06/23/05 5.000 06/15/2015 CUSIP: 59156RAN8 MOODY'S RATING: A3 STANDARD & POOR'S RATING: A- ACCOUNT NUMBER: 73892601	13,000,000	106.142	13,798.46	14,201.91	- 403.45	650.00	0.75
PEPSICO INC DTD 05/10/11 2.500 05/10/2016 CUSIP: 713448BT4 MOODY'S RATING: A1 STANDARD & POOR'S RATING: A- ACCOUNT NUMBER: 73892601	13,000,000	103.753	13,487.89	13,687.73	- 199.84	325.00	0.89

Account Statement For:
BLAKELY, SARA FDN INC - AGY CONSOL

Period Covered: December 1, 2013 - December 31, 2013

**WELLS
FARGO**

Consolidated Account Number [REDACTED]

ASSET DETAIL (continued)

ASSET DESCRIPTION

Fixed Income (continued)

CORPORATE OBLIGATIONS (continued)

ASSET DESCRIPTION	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
PNC FUNDING CORP DTD 09/19/11 2.700 09/19/2016 CUSIP: 693476BM4 MOODY'S RATING: A3 STANDARD & POOR'S RATING: A- ACCOUNT NUMBER: 73892601	13,000,000	104.306	13,559.78	13,494.91	64.87	351.00	1.09
TIME WARNER CABLE INC DTD 10/30/07 5.850 05/01/2017 CUSIP: 88732JAH1 MOODY'S RATING: BAA2 STANDARD & POOR'S RATING: BBB ACCOUNT NUMBER: 73892601	10,000,000	109.070	10,907.00	11,593.10	-686.10	585.00	2.97
UNITED TECHNOLOGIES CORP DTD 06/01/12 1.800 06/01/2017 CUSIP: 913017BU2 MOODY'S RATING: A2 STANDARD & POOR'S RATING: A ACCOUNT NUMBER: 73892601	13,000,000	101.541	13,200.33	13,352.50	-152.17	234.00	1.34
VERIZON COMMUNICATIONS DTD 09/18/13 3.650 09/14/2018 CUSIP: 92343VBP8 MOODY'S RATING: BAA1 STANDARD & POOR'S RATING: BBB+ ACCOUNT NUMBER: 73892601	10,000,000	105.856	10,585.60	10,641.50	-55.90	365.00	2.33
WALGREEN CO DTD 09/13/12 1.800 09/15/2017 CUSIP: 931422AJ8 MOODY'S RATING: BAA1 STANDARD & POOR'S RATING: BBB ACCOUNT NUMBER: 73892601	10,000,000	100.693	10,069.30	10,127.20	-57.90	180.00	1.61
Total Corporate Obligations			\$255,707.92	\$259,594.33	-\$3,886.41	\$8,290.50	

Account Statement For:
BLAKELY, SARA FDN INC - AGY CONSOL

Period Covered: December 1, 2013 - December 31, 2013

**WELLS
FARGO**

Consolidated Account Number 

ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Fixed Income							
DOMESTIC MUTUAL FUNDS							
EATON VANCE FLOATING RATE FUND-CLASS I #924 SYMBOL: EIBLX CUSIP: 277911491 ACCOUNT NUMBER: 73892600	5,458.516	\$9.190	\$50,163.76	\$50,000.00	\$163.76	\$1,959.61	3.91%
JPMORGAN HIGH YIELD FUND SELECT SHARES #3580 SYMBOL OHYFX CUSIP: 4812C0803 ACCOUNT NUMBER: 73892600	27,331.873	7.980	218,108.35	225,000.00	-6,891.65	13,720.60	6.29
PRINCIPAL PREFERRED SECURITIES FUND CLASS INS #4929 SYMBOL: PPSIX CUSIP: 74253Q416 ACCOUNT NUMBER: 73892600	21,667.294	9.820	212,772.83	230,219.76	-17,446.93	12,458.69	5.85
Total Domestic Mutual Funds			\$481,044.94	\$505,219.76	-\$24,174.82	\$28,138.90	5.85%
INTERNATIONAL MUTUAL FUNDS							
FIDELITY ADVISORS EMERGING MARKETS INCOME FUND CLASS I SYMBOL: FMKIX CUSIP: 315920702 ACCOUNT NUMBER: 73892600	11,718.371	\$13.350	\$156,440.25	\$175,235.29	-\$18,795.04	\$7,230.23	4.62%
PIMCO FOREIGN BOND FUND USD HEDGED INSTL #103 SYMBOL: PFORX CUSIP: 693390882 ACCOUNT NUMBER: 73892600	11,338.315	10.520	119,279.07	122,126.80	-2,847.73	2,777.89	2.33
Total International Mutual Funds			\$275,719.32	\$297,362.09	-\$21,642.77	\$10,008.12	3.63%
OTHER							
ASGI AGILITY INCOME FUND ACCOUNT NUMBER: 73892600	234.698	\$1,072.421	\$251,695.06	\$250,000.00	\$1,695.06	\$10,190.21	4.05%
Total Other			\$251,695.06	\$250,000.00	\$1,695.06	\$10,190.21	4.05%
Total Fixed Income			\$1,497,022.16	\$1,550,249.50	-\$53,227.34	\$63,050.23	

Account Statement For:
BLAKELY, SARA FDN INC - AGY CONSOL

Period Covered: December 1, 2013 - December 31, 2013

**WELLS
FARGO**

Consolidated Account Number [REDACTED]

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities

CONSUMER DISCRETIONARY

AMAZON COM INC COM
SYMBOL: AMZN CUSIP: 023135106
ACCOUNT NUMBER: 73892602

AUTOZONE INC

SYMBOL: AZO CUSIP: 053332102
ACCOUNT NUMBER: 73892604

BEAM INC

SYMBOL: BEAM CUSIP: 073730103
ACCOUNT NUMBER: 73892604

BURGER KING WORLDWIDE INC

SYMBOL: BKW CUSIP: 121220107
ACCOUNT NUMBER: 73892604

CARMAX INC

COM
SYMBOL: KMX CUSIP: 143130102
ACCOUNT NUMBER: 73892604

COACH INC

SYMBOL: COH CUSIP: 189754104
ACCOUNT NUMBER: 73892603

COMCAST CORP CLASS A

SYMBOL: CMCSA CUSIP: 20030N101
ACCOUNT NUMBER: 73892603

DISCOVERY COMMUNICATIONS INC

SYMBOL: DISCK CUSIP: 25470F302
ACCOUNT NUMBER: 73892604

DOLLAR GENERAL CORP

SYMBOL: DG CUSIP: 256677105
ACCOUNT NUMBER: 73892604

GENTEX CORP

SYMBOL: GNTX CUSIP: 371901109
ACCOUNT NUMBER: 73892604

QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
78,000	\$398.790	\$31,105.62	\$23,513.40	\$7,592.22	\$0.00	0.00%
13,000	477.940	6,213.22	5,055.14	1,158.08	0.00	0.00
64,000	68.060	4,355.84	3,969.97	385.87	57.60	1.32
220,000	22.860	5,029.20	4,118.66	910.54	61.60	1.22
78,000	47.020	3,667.56	3,237.68	429.88	0.00	0.00
178,000	56.130	9,991.14	9,277.23	713.91	240.30	2.40
314,000	51.965	16,317.01	12,406.40	3,910.61	244.92	1.50
89,000	83.860	7,463.54	5,921.01	1,542.53	0.00	0.00
90,000	60.320	5,428.80	4,442.72	986.08	0.00	0.00
185,000	32.980	6,101.30	3,843.39	2,257.91	103.60	1.70

Account Statement For:
BLAKELY, SARA FDN INC - AGY CONSOL

Period Covered: December 1, 2013 - December 31, 2013

**WELLS
FARGO**

Consolidated Account Number [REDACTED]

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Equities *(continued)*

CONSUMER DISCRETIONARY *(continued)*

	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
JOHNSON CONTROLS INC SYMBOL: JCI CUSIP: 478366107 ACCOUNT NUMBER: 73892603	252.000	51.300	12,927.60	8,493.83	4,433.77	221.76	1.71
KAR AUCTION SERVICES INC SYMBOL: KAR CUSIP: 48238T109 ACCOUNT NUMBER: 73892604	165.000	29.550	4,875.75	3,736.86	1,138.89	165.00	3.38
LAMAR ADVERTISING CO CL A SYMBOL: LAMR CUSIP: 512815101 ACCOUNT NUMBER: 73892604	113.000	52.250	5,904.25	4,888.02	1,016.23	0.00	0.00
LIBERTY INTERACTIVE CORPORATION SYMBOL: LINTA CUSIP: 53071M104 ACCOUNT NUMBER: 73892604	303.000	29.350	8,893.05	6,540.19	2,352.86	0.00	0.00
LIBERTY MEDIA CORP SYMBOL: LMCA CUSIP: 531229102 ACCOUNT NUMBER: 73892604	83.000	146.292	12,142.24	9,784.65	2,357.59	0.00	0.00
MOHAWK INDS INC COM SYMBOL: MHK CUSIP: 608190104 ACCOUNT NUMBER: 73892604	38.000	148.900	5,658.20	4,006.33	1,651.87	0.00	0.00
O'REILLY AUTOMOTIVE INC SYMBOL: ORLY CUSIP: 67103H107 ACCOUNT NUMBER: 73892604	100.000	128.710	12,871.00	10,159.74	2,711.26	0.00	0.00
PRICELINE COM INC COM NEW SYMBOL: PCLN CUSIP: 741503403 ACCOUNT NUMBER: 73892602	17.000	1,162.400	19,760.80	15,054.57	4,706.23	0.00	0.00
STARBUCKS CORP COM SYMBOL: SBUX CUSIP: 855244109 ACCOUNT NUMBER: 73892602	277.000	78.390	21,714.03	19,974.92	1,739.11	288.08	1.33
TARGET CORP SYMBOL: TGT CUSIP: 87612E106 ACCOUNT NUMBER: 73892603	217.000	63.270	13,729.59	13,584.35	145.24	373.24	2.72

Account Statement For:
BLAKELY, SARA FDN INC - AGY CONSOL

Period Covered: December 1, 2013 - December 31, 2013

Consolidated Account Number [REDACTED]

**WELLS
FARGO**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Equities *(continued)*

CONSUMER DISCRETIONARY *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
TIFFANY & CO NEW SYMBOL: TIF CUSIP: 886547108 ACCOUNT NUMBER: 73892602	169.000	92.780	15,679.82	13,550.11	2,129.71	229.84	1.47
TJX COS INC NEW SYMBOL: TJX CUSIP: 872540109 ACCOUNT NUMBER: 73892603	199.000	63.730	12,682.27	9,139.84	3,542.43	115.42	0.91
TJX COS INC NEW SYMBOL: TJX CUSIP: 872540109 ACCOUNT NUMBER: 73892604	182.000	63.730	11,598.86	8,488.85	3,110.01	105.56	0.91
WALT DISNEY CO SYMBOL: DIS CUSIP: 254687106 ACCOUNT NUMBER: 73892603	238.000	76.400	18,183.20	13,048.36	5,134.84	204.68	1.13
WYNN RESORTS LTD SYMBOL: WYNN CUSIP: 983134107 ACCOUNT NUMBER: 73892604	15.000	194.210	2,913.15	1,959.66	953.49	60.00	2.06
Total Consumer Discretionary			\$275,207.04	\$218,195.88	\$57,011.16	\$2,471.60	0.90%

Account Statement For:
BLAKELY, SARA FDN INC - AGY CONSOL

Period Covered: December 1, 2013 - December 31, 2013

**WELLS
FARGO**

Consolidated Account Number [REDACTED]

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities (continued)

CONSUMER STAPLES

COSTCO WHOLESALE CORP
SYMBOL: COST CUSIP: 22160K105
ACCOUNT NUMBER: 73892602

CVS/CAREMARK CORPORATION
SYMBOL: CVS CUSIP: 126650100
ACCOUNT NUMBER: 73892603

MEAD JOHNSON NUTRITION CO
SYMBOL: MJN CUSIP: 582839106
ACCOUNT NUMBER: 73892602

MEAD JOHNSON NUTRITION CO
SYMBOL: MJN CUSIP: 582839106
ACCOUNT NUMBER: 73892604

MONSTER BEVERAGE CORP
SYMBOL: MNST CUSIP: 611740101
ACCOUNT NUMBER: 73892603

WHOLE FOODS MKT INC
SYMBOL: WFM CUSIP: 966837106
ACCOUNT NUMBER: 73892602

Total Consumer Staples

QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
104,000	\$119.020	\$12,378.08	\$12,208.52	\$169.56	\$128.96	1.04%
193,000	71.570	13,813.01	10,159.37	3,653.64	212.30	1.54
140,000	83.760	11,726.40	10,543.27	1,183.13	190.40	1.62
26,000	83.760	2,177.76	1,949.59	228.17	35.36	1.62
130,000	67.770	8,810.10	6,404.39	2,405.71	0.00	0.00
98,000	57.830	5,667.34	5,515.53	151.81	47.04	0.83
		\$54,572.69	\$46,780.67	\$7,792.02	\$614.06	1.13%

Account Statement For:
BLAKELY, SARA FDN INC - AGY CONSOL

Period Covered: December 1, 2013 - December 31, 2013

**WELLS
FARGO**

Consolidated Account Number [REDACTED]

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities (continued)

ENERGY

APACHE CORP
SYMBOL: APA CUSIP: 037411105
ACCOUNT NUMBER: 73892603

CALPINE CORP/NEW
SYMBOL: CPN CUSIP: 131347304
ACCOUNT NUMBER: 73892604

CHEVRON CORP
SYMBOL: CVX CUSIP: 166764100
ACCOUNT NUMBER: 73892603

CIMAREX ENERGY CO
SYMBOL: XEC CUSIP: 171798101
ACCOUNT NUMBER: 73892604

DRIL-QUIP INC COM
SYMBOL: DRQ CUSIP: 262037104
ACCOUNT NUMBER: 73892602

EOG RESOURCES, INC
SYMBOL: EOG CUSIP: 26875P101
ACCOUNT NUMBER: 73892604

HESS CORP
COM

SYMBOL: HES CUSIP: 42809H107
ACCOUNT NUMBER: 73892604

KINDER MORGAN INC/DELAWARE
SYMBOL: KMI CUSIP: 494568101
ACCOUNT NUMBER: 73892604

NATIONAL OILWELL VARCO INC COM
SYMBOL: NOV CUSIP: 637071101
ACCOUNT NUMBER: 73892602

QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
118.000	\$85.940	\$10,140.92	\$9,757.30	\$383.62	\$94.40	0.93%
121.000	19.510	2,360.71	2,387.33	- 26.62	0.00	0.00
83.000	124.910	10,367.53	9,744.08	623.45	332.00	3.20
38.000	104.910	3,986.58	2,541.31	1,445.27	21.28	0.53
79.000	109.930	8,684.47	8,704.35	- 19.88	0.00	0.00
28.000	167.840	4,699.52	3,634.88	1,064.64	21.00	0.45
55.000	83.000	4,565.00	3,882.42	682.58	55.00	1.20
168.000	36.000	6,048.00	6,268.13	- 220.13	275.52	4.56
99.000	79.530	7,873.47	6,987.01	886.46	102.96	1.31

Account Statement For:
BLAKELY, SARA FDN INC - AGY CONSOL

Period Covered: December 1, 2013 - December 31, 2013

**WELLS
FARGO**

Consolidated Account Number [REDACTED]

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities (continued)

ENERGY (continued)

NATIONAL OILWELL VARCO INC COM
SYMBOL: NOV CUSIP: 637071101
ACCOUNT NUMBER: 73892603

OCEANEERING INTL INC
SYMBOL: OIL CUSIP: 675232102
ACCOUNT NUMBER: 73892602

WILLIAMS COS INC
SYMBOL: WMB CUSIP: 969457100
ACCOUNT NUMBER: 73892604

Total Energy

FINANCIALS

AFFILIATED MANAGERS GROUP, INC COM
SYMBOL: AMG CUSIP: 008252108
ACCOUNT NUMBER: 73892603

AFLAC INC
SYMBOL: AFL CUSIP: 001055102
ACCOUNT NUMBER: 73892603

ALLEGHANY CORP DEL NEW
SYMBOL: Y CUSIP: 017175100
ACCOUNT NUMBER: 73892604

BERKSHIRE HATHAWAY INC.
SYMBOL: BRKB CUSIP: 084670702
ACCOUNT NUMBER: 73892603

BROWN & BROWN INC
SYMBOL: BRO CUSIP: 115236101
ACCOUNT NUMBER: 73892604

CAPITAL ONE FINANCIAL CORP
SYMBOL: COF CUSIP: 14040H105
ACCOUNT NUMBER: 73892603

QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
139.000	79.530	11,054.67	10,000.61	1,054.06	144.56	1.31
149.000	78.880	11,753.12	12,019.81	- 266.69	131.12	1.12
226.000	38.570	8,716.82	7,699.21	1,017.61	343.52	3.94
		\$90,250.81	\$83,626.44	\$6,624.37	\$1,521.36	1.69%
65.000	\$216.880	\$14,097.20	\$9,818.39	\$4,278.81	\$0.00	0.00%
172.000	66.800	11,489.60	9,257.04	2,232.56	254.56	2.22
6.000	399.960	2,399.76	2,227.79	171.97	0.00	0.00
156.000	118.560	18,495.36	15,583.11	2,912.25	0.00	0.00
185.000	31.390	5,807.15	5,417.02	390.13	74.00	1.27
150.000	76.610	11,491.50	8,893.26	2,598.24	180.00	1.57

Account Statement For:
BLAKELY, SARA FDN INC - AGY CONSOL

Period Covered: December 1, 2013 - December 31, 2013

**WELLS
FARGO**

Consolidated Account Number [REDACTED]

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities (continued)

FINANCIALS (continued)

	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CBRE GROUP INC SYMBOL: CBG CUSIP: 12504L109 ACCOUNT NUMBER: 73892604	152.000	26.300	3,997.60	3,370.94	626.66	0.00	0.00
CIT GROUP INC. SYMBOL: CIT CUSIP: 125581801 ACCOUNT NUMBER: 73892604	107.000	52.130	5,577.91	4,639.65	938.26	42.80	0.77
CME GROUP INC SYMBOL: CME CUSIP: 12572Q105 ACCOUNT NUMBER: 73892603	172.000	78.460	13,495.12	10,284.03	3,211.09	309.60	2.29
FIDELITY NATIONAL FINANCIAL INC. SYMBOL: FNF CUSIP: 31620R105 ACCOUNT NUMBER: 73892604	132.000	32.450	4,283.40	3,274.04	1,009.36	95.04	2.22
FOREST CITY ENTERPRISES INC CL A SYMBOL: FCEA CUSIP: 34550107 ACCOUNT NUMBER: 73892604	223.000	19.100	4,259.30	3,870.30	389.00	0.00	0.00
GOLDMAN SACHS GROUP INC SYMBOL: GS CUSIP: 38141G104 ACCOUNT NUMBER: 73892603	51.000	177.260	9,040.26	7,525.67	1,514.59	112.20	1.24
JPMORGAN CHASE & CO SYMBOL: JPM CUSIP: 46625H100 ACCOUNT NUMBER: 73892603	286.000	58.480	16,725.28	13,815.24	2,910.04	434.72	2.60
LEUCADIA NATL CORP COM SYMBOL: LUK CUSIP: 527288104 ACCOUNT NUMBER: 73892604	238.000	28.340	6,744.92	5,993.34	751.58	59.50	0.88
LOEWS CORP SYMBOL: L CUSIP: 540424108 ACCOUNT NUMBER: 73892604	202.000	48.240	9,744.48	8,801.54	942.94	50.50	0.52
LPL FINANCIAL HOLDINGS INC SYMBOL: LPLA CUSIP: 50212V100 ACCOUNT NUMBER: 73892604	91.000	47.050	4,281.55	3,020.76	1,260.79	69.16	1.61

Account Statement For:
BLAKELY, SARA FDN INC - AGY CONSOL

Period Covered: December 1, 2013 - December 31, 2013



Consolidated Account Number [REDACTED]

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities (continued)

FINANCIALS (continued)
M & T BANK CORPORATION COM
SYMBOL: MTB CUSIP: 55261F104
ACCOUNT NUMBER: 73892604
MARKEL HOLDINGS
SYMBOL: MKL CUSIP: 570535104
ACCOUNT NUMBER: 73892604
MOODYS CORP
SYMBOL: MCO CUSIP: 615369105
ACCOUNT NUMBER: 73892604
MSCI INC
SYMBOL: MSCI CUSIP: 55354G100
ACCOUNT NUMBER: 73892604
PROGRESSIVE CORP OHIO
SYMBOL: PGR CUSIP: 743315103
ACCOUNT NUMBER: 73892604
SCHWAB CHARLES CORP NEW
SYMBOL: SCHW CUSIP: 808513105
ACCOUNT NUMBER: 73892602
SCHWAB CHARLES CORP NEW
SYMBOL: SCHW CUSIP: 808513105
ACCOUNT NUMBER: 73892604
SLM CORP
SYMBOL: SLM CUSIP: 78442P106
ACCOUNT NUMBER: 73892604
US BANCORP DEL NEW
SYMBOL: USB CUSIP: 902973304
ACCOUNT NUMBER: 73892603

Total Financials

QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
42,000	116.420	4,889.64	4,371.18	518.46	117.60	2.40
18,000	580.350	10,446.30	8,838.73	1,607.57	0.00	0.00
129,000	78.470	10,122.63	7,130.61	2,992.02	144.48	1.43
37,000	43.720	1,617.64	1,479.31	138.33	0.00	0.00
150,000	27.270	4,090.50	3,591.61	498.89	42.60	1.04
429,000	26.000	11,154.00	9,538.22	1,615.78	102.96	0.92
217,000	26.000	5,642.00	3,949.29	1,692.71	52.08	0.92
110,000	26.280	2,890.80	2,147.06	743.74	66.00	2.28
302,000	40.400	12,200.80	10,248.18	1,952.62	277.84	2.28
		\$204,984.70	\$167,086.31	\$37,898.39	\$2,485.64	1.21%

Account Statement For:
BLAKELY, SARA FDN INC - AGY CONSOL

Period Covered: December 1, 2013 - December 31, 2013

**WELLS
FARGO**

Consolidated Account Number [REDACTED]

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Equities *(continued)*

HEALTH CARE

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
ALLERGAN INC SYMBOL: AGN CUSIP: 018490102 ACCOUNT NUMBER: 73892602	127.000	\$111.080	\$14,107.16	\$11,771.47	\$2,335.69	\$25.40	0.18%
ATHENAHEALTH INC SYMBOL: ATHN CUSIP: 04685W103 ACCOUNT NUMBER: 73892602	109.000	134.500	14,660.50	12,375.52	2,284.98	0.00	0.00
BARD C R INC SYMBOL: BCR CUSIP: 067383109 ACCOUNT NUMBER: 73892604	40.000	133.940	5,357.60	4,169.75	1,187.85	33.60	0.63
BAXTER INTL INC SYMBOL: BAX CUSIP: 071813109 ACCOUNT NUMBER: 73892603	164.000	69.550	11,406.20	11,427.26	-21.06	321.44	2.82
BECTON DICKINSON & CO SYMBOL: BDX CUSIP: 075887109 ACCOUNT NUMBER: 73892604	45.000	110.490	4,972.05	3,976.22	995.83	98.10	1.97
BIOMARIN PHARMACEUTICAL INC SYMBOL: BMRN CUSIP: 09061G101 ACCOUNT NUMBER: 73892602	195.000	70.350	13,718.25	12,604.49	1,113.76	0.00	0.00
CELGENE CORP COM SYMBOL: CELG CUSIP: 151020104 ACCOUNT NUMBER: 73892602	96.000	168.968	16,220.93	14,127.35	2,093.58	0.00	0.00
CERNER CORP COM SYMBOL: CERN CUSIP: 156782104 ACCOUNT NUMBER: 73892602	414.000	55.740	23,076.36	20,539.71	2,536.65	0.00	0.00
DENTSPLY INTL INC COM SYMBOL: XRAY CUSIP: 249030107 ACCOUNT NUMBER: 73892604	82.000	48.480	3,975.36	3,361.26	614.10	20.50	0.52
GILEAD SCIENCES INC SYMBOL: GILD CUSIP: 375558103 ACCOUNT NUMBER: 73892603	167.000	75.100	12,541.70	7,420.61	5,121.09	0.00	0.00



Consolidated Account Number [REDACTED]

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities (continued)

HEALTH CARE (continued)

LABORATORY CRP OF AMER HLDGS
SYMBOL: LH CUSIP: 50540R409
ACCOUNT NUMBER: 73892604

MCKESSON CORP
SYMBOL: MCK CUSIP: 58155Q103
ACCOUNT NUMBER: 73892603

THERMO FISHER SCIENTIFIC INC
SYMBOL: TMO CUSIP: 883556102
ACCOUNT NUMBER: 73892603

UNITEDHEALTH GROUP INC
SYMBOL: UNH CUSIP: 91324P102
ACCOUNT NUMBER: 73892603

Total Health Care

INDUSTRIALS

ADT CORP/THE
SYMBOL: ADT CUSIP: 00101J106
ACCOUNT NUMBER: 73892604

BOEING CO
SYMBOL: BA CUSIP: 097023105
ACCOUNT NUMBER: 73892603

COPART INC COM
SYMBOL: CPRT CUSIP: 217204106
ACCOUNT NUMBER: 73892604

CUMMINS INC
SYMBOL: CMI CUSIP: 231021106
ACCOUNT NUMBER: 73892603

EXPEDITORS INTL WASH INC
SYMBOL: EXPD CUSIP: 302130109
ACCOUNT NUMBER: 73892604

QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
73.000	91.370	6,670.01	6,737.48	- 67.47	0.00	0.00
80.000	161.400	12,912.00	8,779.69	4,132.31	76.80	0.59
90.000	111.350	10,021.50	6,901.11	3,120.39	54.00	0.54
217.000	75.300	16,340.10	12,568.33	3,771.77	243.04	1.49
		\$165,979.72	\$136,760.25	\$29,219.47	\$872.88	0.53%
162.000	\$40.470	\$6,556.14	\$7,203.20	-\$647.06	\$81.00	1.23%
100.000	136.490	13,649.00	8,072.34	5,576.66	292.00	2.14
149.000	36.650	5,460.85	4,917.55	543.30	0.00	0.00
62.000	140.970	8,740.14	8,188.07	552.07	155.00	1.77
57.000	44.250	2,522.25	2,261.86	260.39	34.20	1.36

Account Statement For:
BLAKELY, SARA FDN INC - AGY CONSOL

Period Covered: December 1, 2013 - December 31, 2013

Consolidated Account Number

**WELLS
FARGO**

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities (continued)

INDUSTRIALS (continued)

FASTENAL CO
SYMBOL: FAST CUSIP: 311900104
ACCOUNT NUMBER: 73892602

FASTENAL CO
SYMBOL: FAST CUSIP: 311900104
ACCOUNT NUMBER: 73892604

GRAINGER W W INC
SYMBOL: GWW CUSIP: 384802104
ACCOUNT NUMBER: 73892604

PRECISION CASTPARTS CORP
SYMBOL: PCP CUSIP: 740189105
ACCOUNT NUMBER: 73892602

ROBERT HALF INTL INC
SYMBOL: RHI CUSIP: 770323103
ACCOUNT NUMBER: 73892604

ROCKWELL COLLINS
SYMBOL: COL CUSIP: 774341101
ACCOUNT NUMBER: 73892604

UNION PACIFIC CORP
SYMBOL: UNP CUSIP: 907818108
ACCOUNT NUMBER: 73892603

UNITED PARCEL SERVICE-CL B
SYMBOL: UPS CUSIP: 911312106
ACCOUNT NUMBER: 73892603

VERISK ANALYTICS INC
SYMBOL: VRSK CUSIP: 92345Y106
ACCOUNT NUMBER: 73892602

3M CO
COM

SYMBOL: MMM CUSIP: 88579Y101
ACCOUNT NUMBER: 73892603

Total Industrials

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
FASTENAL CO	259.000	47.510	12,305.09	12,627.06	- 321.97	259.00	2.10
FASTENAL CO	56.000	47.510	2,660.56	2,692.31	- 31.75	56.00	2.10
GRAINGER W W INC	14.000	255.420	3,575.88	3,176.77	399.11	52.08	1.46
PRECISION CASTPARTS CORP	83.000	269.300	22,351.90	18,397.36	3,954.54	9.96	0.04
ROBERT HALF INTL INC	54.000	41.990	2,267.46	1,819.40	448.06	34.56	1.52
ROCKWELL COLLINS	22.000	73.920	1,626.24	1,573.59	52.65	26.40	1.62
UNION PACIFIC CORP	92.000	168.000	15,456.00	12,538.06	2,917.94	290.72	1.88
UNITED PARCEL SERVICE-CL B	100.000	105.080	10,508.00	8,168.31	2,339.69	248.00	2.36
VERISK ANALYTICS INC	235.000	65.720	15,444.20	15,030.80	413.40	0.00	0.00
3M CO	100.000	140.250	14,025.00	10,241.79	3,783.21	342.00	2.44
Total Industrials			\$137,148.71	\$116,908.47	\$20,240.24	\$1,880.92	1.37%



Consolidated Account Number [REDACTED]

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities (continued)

INFORMATION TECHNOLOGY

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
APPLE INC SYMBOL: AAPL CUSIP: 037833100 ACCOUNT NUMBER: 73892603	43 000	\$561.020	\$24,123.86	\$20,319.17	\$3,804.69	\$524.60	2.17%
CISCO SYSTEMS INC SYMBOL: CSCO CUSIP: 17275R102 ACCOUNT NUMBER: 73892603	638.000	22.430	14,310.34	13,487.99	822.35	433.84	3.03
EM C CORP MASS SYMBOL: EMC CUSIP: 268648102 ACCOUNT NUMBER: 73892603	293.000	25.150	7,368.95	7,133.62	235.33	117.20	1.59
EQUINIX INC COM NEW SYMBOL: EQIX CUSIP: 29444U502 ACCOUNT NUMBER: 73892602	90.000	177.450	15,970.50	16,099.15	- 128.65	0.00	0.00
FACTSET RESH SYS INC COM SYMBOL: FDS CUSIP: 303075105 ACCOUNT NUMBER: 73892604	20.000	108.580	2,171.60	1,920.48	251.12	28.00	1.29
FIDELITY NATL INFORMATION SVCS INC SYMBOL: FIS CUSIP: 31620M106 ACCOUNT NUMBER: 73892604	123 000	53.680	6,602.64	4,804.91	1,797.73	108.24	1.64
GOOGLE INC CL A SYMBOL: GOOG CUSIP: 38259P508 ACCOUNT NUMBER: 73892602	27.000	1,120.710	30,259.17	24,092.43	6,166.74	0.00	0.00
GOOGLE INC CL A SYMBOL: GOOG CUSIP: 38259P508 ACCOUNT NUMBER: 73892603	14.000	1,120.710	15,689.94	10,851.99	4,837.95	0.00	0.00
INTERNATIONAL BUSINESS MACHS CORP COM SYMBOL: IBM CUSIP: 459200101 ACCOUNT NUMBER: 73892603	40.000	187.570	7,502.80	8,155.37	- 652.57	152.00	2.03

Account Statement For:
BLAKELY, SARA FDN INC - AGY CONSOL

Period Covered: December 1, 2013 - December 31, 2013

**WELLS
FARGO**

Consolidated Account Number [REDACTED]

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities (continued)

INFORMATION TECHNOLOGY (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
INTUIT COM SYMBOL: INTU CUSIP: 461202103 ACCOUNT NUMBER: 73892604	79,000	76.320	6,029.28	4,970.15	1,059.13	60.04	1.00
LIBERTY VENTURES SYMBOL: LVNTA CUSIP: 53071M880 ACCOUNT NUMBER: 73892604	25,000	122.590	3,064.75	1,900.65	1,164.10	0.00	0.00
LINKEDIN CORP SYMBOL: LNKD CUSIP: 53578A108 ACCOUNT NUMBER: 73892602	65,000	216.830	14,093.95	13,508.27	585.68	0.00	0.00
MICROCHIP TECHNOLOGY INC COM SYMBOL: MCHP CUSIP: 595017104 ACCOUNT NUMBER: 73892604	145,000	44.750	6,488.75	5,109.94	1,378.81	205.61	3.17
MICROS SYS INC SYMBOL: MCRS CUSIP: 594901100 ACCOUNT NUMBER: 73892604	66,000	57.370	3,786.42	2,933.97	852.45	0.00	0.00
MICROSOFT CORP SYMBOL: MSFT CUSIP: 594918104 ACCOUNT NUMBER: 73892603	256,000	37.410	9,576.96	7,222.32	2,354.64	286.72	2.99
ORACLE CORPORATION SYMBOL: ORCL CUSIP: 68389X105 ACCOUNT NUMBER: 73892603	275,000	38.260	10,521.50	9,715.62	805.88	132.00	1.25
QUALCOMM INC SYMBOL: QCOM CUSIP: 747525103 ACCOUNT NUMBER: 73892602	305,000	74.250	22,646.25	19,782.16	2,864.09	427.00	1.89
SALESFORCE COM INC COM SYMBOL: CRM CUSIP: 79466L302 ACCOUNT NUMBER: 73892602	492,000	55.190	27,153.48	21,519.91	5,633.57	0.00	0.00
SPLUNK INC SYMBOL: SPLK CUSIP: 848637104 ACCOUNT NUMBER: 73892602	198,000	68.670	13,596.66	9,825.44	3,771.22	0.00	0.00

Account Statement For:
BLAKELY, SARA FDN INC - AGY CONSOL

Period Covered: December 1, 2013 - December 31, 2013

**WELLS
FARGO**

Consolidated Account Number [REDACTED]

ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities (continued)							
INFORMATION TECHNOLOGY (continued)							
VERISIGN INC COM SYMBOL: VRSN CUSIP: 92343E102 ACCOUNT NUMBER: 73892604	151.000	59.780	9,026.78	6,583.03	2,443.75	0.00	0.00
VISA INC-CLASS A SHRS SYMBOL: V CUSIP: 92826C839 ACCOUNT NUMBER: 73892602	107.000	222.680	23,826.76	19,910.91	3,915.85	171.20	0.72
VMWARE INC SYMBOL: VMW CUSIP: 928563402 ACCOUNT NUMBER: 73892602	141.000	89.710	12,649.11	11,572.51	1,076.60	0.00	0.00
Total Information Technology			\$286,460.45	\$241,419.99	\$45,040.46	\$2,646.45	0.92%
MATERIALS							
AIRGAS INC COM SYMBOL: ARG CUSIP: 009363102 ACCOUNT NUMBER: 73892604	47.000	\$111.850	\$5,256.95	\$4,516.25	\$740.70	\$90.24	1.72%
ASHLAND INC NEW COM SYMBOL: ASH CUSIP: 044209104 ACCOUNT NUMBER: 73892604	47.000	97.040	4,560.88	4,166.24	394.64	63.92	1.40
CELANESE CORP SYMBOL: CE CUSIP: 150870103 ACCOUNT NUMBER: 73892603	154.000	55.310	8,517.74	7,342.25	1,175.49	110.88	1.30
ECOLAB INC SYMBOL: ECL CUSIP: 278865100 ACCOUNT NUMBER: 73892604	22.000	104.270	2,293.94	1,717.95	575.99	24.20	1.05
MARTIN MARIETTA MATLS INC COM SYMBOL: MLM CUSIP: 573284106 ACCOUNT NUMBER: 73892604	36.000	99.940	3,597.84	3,633.87	- 36.03	57.60	1.60
PRAXAIR INC COM SYMBOL: PX CUSIP: 74005P104 ACCOUNT NUMBER: 73892602	122.000	130.030	15,863.66	14,236.62	1,627.04	292.80	1.85
Total Materials			\$40,091.01	\$35,613.18	\$4,477.83	\$639.64	1.60%



Period Covered: December 1, 2013 - December 31, 2013

Consolidated Account Number

ASSET DETAIL (continued)

Asset Description	Quantity	Price	Market Value as of 12/31/13	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities (continued)							
TELECOMMUNICATION SERVICES							
CROWN CASTLE INTL CORP SYMBOL: CCI CUSIP: 228227104 ACCOUNT NUMBER: 73892604	139,000	\$73.430	\$10,206.77	\$9,922.52	\$284.25	\$0.00	0.00%
ECHOSTAR CORPORATION SYMBOL: SATS CUSIP: 278768106 ACCOUNT NUMBER: 73892604	74,000	49.720	3,679.28	2,780.46	898.82	0.00	0.00
MOTOROLA SOLUTIONS, INC SYMBOL: MSI CUSIP: 620076307 ACCOUNT NUMBER: 73892604	110,000	67.500	7,425.00	6,493.25	931.75	136.40	1.84
Total Telecommunication Services			\$21,311.05	\$19,196.23	\$2,114.82	\$136.40	0.64%
UTILITIES							
NATIONAL FUEL GAS CO N J SYMBOL: NFG CUSIP: 636180101 ACCOUNT NUMBER: 73892604	25,000	\$71.400	\$1,785.00	\$1,400.53	\$384.47	\$37.50	2.10%
Total Utilities			\$1,785.00	\$1,400.53	\$384.47	\$37.50	2.10%
INTERNATIONAL EQUITIES							
ACE LIMITED CUSIP: H0023R105 ACCOUNT NUMBER: 73892602	217,000	\$103.530	\$22,466.01	\$19,888.66	\$2,577.35	\$546.84	2.43%
ANHEUSER-BUSCH INBEV SPN CUSIP: 03524A108 ACCOUNT NUMBER: 73892603	118,000	106.460	12,562.28	10,760.10	1,802.18	295.47	2.35
ANHEUSER-BUSCH INBEV SPN CUSIP: 03524A108 ACCOUNT NUMBER: 73892605	215,000	106.460	22,888.90	19,796.18	3,092.72	538.36	2.35
AON PLC CUSIP: G0408V102 ACCOUNT NUMBER: 73892604	93,000	83.890	7,801.77	5,613.44	2,188.33	65.10	0.83
ARCH CAPITAL GROUP LTD CUSIP: G0450A105 ACCOUNT NUMBER: 73892604	52,000	59.690	3,103.88	2,558.95	544.93	0.00	0.00
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Account Statement For:
BLAKELY, SARA FDN INC - AGY CONSOL

Period Covered: December 1, 2013 - December 31, 2013

**WELLS
FARGO**

Consolidated Account Number [REDACTED]

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities <i>(continued)</i>							
INTERNATIONAL EQUITIES <i>(continued)</i>							
ARM HOLDINGS PLC - ADR SPONSORED ADR CUSIP: 042068106 ACCOUNT NUMBER: 73892602	319,000	54.731	17,459.19	12,792.18	4,667.01	64.44	0.37
ASSA ABLOY AB CUSIP: 045387107 ACCOUNT NUMBER: 73892605	559,000	26.450	14,785.55	11,247.39	3,538.16	169.38	1.15
ASSOCIATED BRITISH FOODS PLC CUSIP: 045519402 ACCOUNT NUMBER: 73892605	234,000	40.660	9,514.44	6,494.70	3,019.74	104.60	1.10
ATLANTIA S.P.A. CUSIP: 048173108 ACCOUNT NUMBER: 73892605	1,226,000	11.210	13,743.46	10,705.90	3,037.56	436.46	3.18
BAYER AG - ADR SPONSORED ADR CUSIP: 072730302 ACCOUNT NUMBER: 73892605	166,000	142.000	23,572.00	17,469.97	6,102.03	299.63	1.27
BAYERISCHE MOTOREN WERKE (BMW) CUSIP: 072743206 ACCOUNT NUMBER: 73892605	457,000	39.430	18,019.51	14,836.28	3,183.23	0.00	0.00
BG GROUP PLC - ADR SPONSORED ADR CUSIP: 055434203 ACCOUNT NUMBER: 73892605	456,000	21.690	9,890.64	8,168.62	1,722.02	124.49	1.26
BHP BILLITON LIMITED - ADR SPONSORED ADR CUSIP: 088606108 ACCOUNT NUMBER: 73892603	91,000	68.200	6,206.20	6,922.74	- 716.54	211.12	3.40
BHP BILLITON LIMITED - ADR SPONSORED ADR CUSIP: 088606108 ACCOUNT NUMBER: 73892605	188,000	68.200	12,821.60	13,276.99	- 455.39	436.16	3.40

Account Statement For:
BLAKELY, SARA FDN INC - AGY CONSOL

Period Covered: December 1, 2013 - December 31, 2013



Consolidated Account Number [REDACTED]

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities (continued)

INTERNATIONAL EQUITIES (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
BNP PARIBAS - ADR CUSIP: 05565A202 ACCOUNT NUMBER: 73892605	532.000	39.200	20,854.40	15,762.72	5,091.68	361.23	1.73
BRITISH AMERICAN TOBACCO P.L.C. - ADR SPONSORED ADR CUSIP: 110448107 ACCOUNT NUMBER: 73892605	141.000	107.420	15,146.22	14,860.52	285.70	609.97	4.03
BROOKFIELD ASSET MANAGE-CL A CUSIP: 112585104 ACCOUNT NUMBER: 73892604	333.000	38.830	12,930.39	12,215.31	715.08	266.40	2.06
CARLSBERG A/S CUSIP: 142795202 ACCOUNT NUMBER: 73892605	337.000	22.100	7,447.70	6,815.59	632.11	44.48	0.60
COMPAGNIE FINANCIERE RICHEMONT SA CUSIP: 204319107 ACCOUNT NUMBER: 73892605	833.000	10.000	8,330.00	7,585.35	744.65	51.05	0.61
DAIKIN INDUSTRIES LTD CUSIP: 233818106 ACCOUNT NUMBER: 73892605	91.000	124.940	11,369.54	8,201.31	3,168.23	61.33	0.54
DAIWA HOUSE IND LTD ADR CUSIP: 234062206 ACCOUNT NUMBER: 73892605	70.000	194.180	13,592.60	13,262.08	330.52	350.21	2.58
DIAGEO PLC - ADR SPONSORED ADR CUSIP: 25243Q205 ACCOUNT NUMBER: 73892603	79.000	132.420	10,461.18	9,429.19	1,031.99	236.84	2.26
EATON CORP PLC CUSIP: G29183103 ACCOUNT NUMBER: 73892603	153.000	76.120	11,646.36	9,051.66	2,594.70	257.04	2.21

Account Statement For:

BLAKELY, SARA FDN INC - AGY CONSOL

Period Covered: December 1, 2013 - December 31, 2013

**WELLS
FARGO**

Consolidated Account Number [REDACTED]

ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities (continued)							
INTERNATIONAL EQUITIES (continued)							
ENI SPA - ADR SPONSORED ADR CUSIP: 26874R108 ACCOUNT NUMBER: 73892605	176.000	48.490	8,534.24	8,326.68	207.56	406.74	4.77
EUROPEAN AERO DEFENSE SPACE UNSPON ADR CUSIP: 29875W100 ACCOUNT NUMBER: 73892605	618.000	19.150	11,834.70	10,329.56	1,505.14	95.17	0.80
EXPERIAN PLC CUSIP: 30215C101 ACCOUNT NUMBER: 73892605	256.000	18.430	4,718.08	4,519.72	198.36	82.18	1.74
FRANCO NEV CORP NPV CUSIP: 351858105 ACCOUNT NUMBER: 73892604	53.000	40.740	2,159.22	2,262.11	- 102.89	38.16	1.77
FRESENIUS SE & CO-KGAA CUSIP: 35804M105 ACCOUNT NUMBER: 73892605	268.000	19.346	5,184.73	5,126.38	58.35	31.62	0.61
HSBC - ADR SPONSORED ADR CUSIP: 404280406 ACCOUNT NUMBER: 73892603	189.000	55.130	10,419.57	10,270.27	149.30	453.60	4.35
HSBC - ADR SPONSORED ADR CUSIP: 404280406 ACCOUNT NUMBER: 73892605	319.000	55.130	17,586.47	17,531.83	54.64	765.60	4.35
INFORMA PLC CUSIP: 45672B206 ACCOUNT NUMBER: 73892605	718.000	18.980	13,627.64	11,067.51	2,560.13	375.51	2.76
KDDI CORPORATION CUSIP: 48667L106 ACCOUNT NUMBER: 73892605	589.000	15.440	9,094.16	8,277.46	816.70	189.66	2.09

Account Statement For:
BLAKELY, SARA FDN INC - AGY CONSOL

Period Covered: December 1, 2013 - December 31, 2013

**WELLS
FARGO**

Consolidated Account Number [REDACTED]

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities (continued)

INTERNATIONAL EQUITIES (continued)

	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
KOMATSU LIMITED - ADR SPONSORED ADR CUSIP: 500458401 ACCOUNT NUMBER: 73892605	373.000	20.580	7,676.34	9,241.72	-1,565.38	165.61	2.16
LADBROKES PLC CUSIP: 505730101 ACCOUNT NUMBER: 73892605	1,512.000	2.950	4,460.40	4,773.04	-312.64	181.44	4.07
LIBERTY GLOBAL PLC CUSIP: G5480U104 ACCOUNT NUMBER: 73892604	108.000	89.000	9,612.00	7,538.54	2,073.46	0.00	0.00
LIXIL GROUP CORPORATION CUSIP: 53931R103 ACCOUNT NUMBER: 73892605	211.000	55.090	11,623.99	9,437.51	2,186.48	156.35	1.34
LLOYDS BANKING GROUP PLC SPONSORED ADR CUSIP: 539439109 ACCOUNT NUMBER: 73892605	2,946.000	5.320	15,672.72	10,552.10	5,120.62	0.00	0.00
MAKITA CORPORATION - ADR SPONSORED ADR CUSIP: 560877300 ACCOUNT NUMBER: 73892605	218.000	53.000	11,554.00	12,373.08	-819.08	145.84	1.26
MEDIOLANUM SPA CUSIP: 58502L104 ACCOUNT NUMBER: 73892605	618.000	17.450	10,784.10	9,707.47	1,076.63	120.51	1.12
NESTLE S.A. REGISTERED SHARES - ADR SPONSORED ADR CUSIP: 641069406 ACCOUNT NUMBER: 73892603	139.000	73.590	10,229.01	9,683.00	546.01	252.42	2.47
NOVARTIS AG - ADR SPONSORED ADR CUSIP: 66987V109 ACCOUNT NUMBER: 73892605	334.000	80.380	26,846.92	23,289.91	3,557.01	687.04	2.56

Account Statement For:
BLAKELY, SARA FDN INC - AGY CONSOL

Period Covered: December 1, 2013 - December 31, 2013

**WELLS
FARGO**

Consolidated Account Number [REDACTED]

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities (continued)

INTERNATIONAL EQUITIES (continued)

	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
NOVO NORDISK A/S - ADR SPONSORED ADR CUSIP: 670100205 ACCOUNT NUMBER: 73892605	119,000	184.760	21,986.44	20,128.46	1,857.98	269.42	1.22
PETROLEUM GEO-SVCS ASA NEW CUSIP: 716599105 ACCOUNT NUMBER: 73892605	431,000	11.726	5,053.91	6,573.03	- 1,519.12	96.98	1.92
PRUDENTIAL PLC - ADR SPONSORED ADR CUSIP: 74435K204 ACCOUNT NUMBER: 73892605	599,000	45.000	26,955.00	19,364.39	7,590.61	561.26	2.08
RED ELECTRICA CORPORACION S.A. CUSIP: 756568101 ACCOUNT NUMBER: 73892605	952,000	13.050	12,423.60	10,804.17	1,619.43	433.16	3.49
REXAM PLC CUSIP: 761655505 ACCOUNT NUMBER: 73892605	364,000	44.210	16,092.44	14,071.07	2,021.37	442.62	2.75
ROGERS COMMUNICATIONS INC CL B CUSIP: 775109200 ACCOUNT NUMBER: 73892605	203,000	45.250	9,185.75	9,284.68	- 98.93	340.23	3.70
ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG A SHS CUSIP: 780259206 ACCOUNT NUMBER: 73892605	176,000	71.270	12,543.52	11,926.55	616.97	538.56	4.29
RYANAIR HOLDINGS PLC - ADR SPONSORED ADR CUSIP: 783513104 ACCOUNT NUMBER: 73892605	241,000	46.930	11,310.13	10,420.43	889.70	0.00	0.00
SAMPO AYJ CUSIP: 79588J102 ACCOUNT NUMBER: 73892605	641,000	24.660	15,807.06	12,245.06	3,562.00	445.50	2.82



Consolidated Account Number [REDACTED]

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Equities *(continued)*

INTERNATIONAL EQUITIES *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
SANDS CHINA LTD CUSIP: 80007R105 ACCOUNT NUMBER: 73892605	221.000	82.200	18,166.20	11,033.71	7,132.49	356.69	1.96
SANOFL-AVENTIS CUSIP: 80105N105 ACCOUNT NUMBER: 73892605	336.000	53.630	18,019.68	17,122.82	896.86	421.68	2.34
SAP AG - ADR SPONSORED ADR CUSIP: 803054204 ACCOUNT NUMBER: 73892605	251.000	87.140	21,872.14	20,071.36	1,800.78	200.30	0.92
SCHLUMBERGER LTD CUSIP: 806857108 ACCOUNT NUMBER: 73892602	233.000	90.110	20,995.63	19,378.15	1,617.48	291.25	1.39
SCHLUMBERGER LTD CUSIP: 806857108 ACCOUNT NUMBER: 73892603	156.000	90.110	14,057.16	12,146.44	1,910.72	195.00	1.39
SENSATA TECHNOLOGIES HOLDING N.V. CUSIP: N7902X106 ACCOUNT NUMBER: 73892604	88.000	38.770	3,411.76	2,976.80	434.96	0.00	0.00
SEVEN & I HOLDINGS CO., LTD CUSIP: 81783H105 ACCOUNT NUMBER: 73892605	195.000	80.022	15,604.19	12,837.21	2,766.98	216.65	1.39
SIGNET JEWELERS LIMITED CUSIP: G81276100 ACCOUNT NUMBER: 73892605	128.000	78.700	10,073.60	8,963.11	1,110.49	76.80	0.76
SILVER WHEATON CORP COM CUSIP: 828336107 ACCOUNT NUMBER: 73892602	355.000	20.190	7,167.45	8,179.40	-1,011.95	127.80	1.78
SUMITOMO MITSUI TR CUSIP: 86562X106 ACCOUNT NUMBER: 73892605	1,239.000	5.290	6,554.31	6,423.72	130.59	94.97	1.45

**WELLS
FARGO**

Consolidated Account Number [REDACTED]

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities (continued)

INTERNATIONAL EQUITIES (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
SUMITOMO TRUST AND BANKING COMPANY CUSIP: 86562M209 ACCOUNT NUMBER: 73892605	2,177,000	10.490	22,836.73	18,248.12	4,588.61	496.36	2.17
SWATCH GROUP AG CUSIP: 870123106 ACCOUNT NUMBER: 73892605	245,000	33.200	8,134.00	6,822.37	1,311.63	50.96	0.63
SWEDBANK AB CUSIP: 870195104 ACCOUNT NUMBER: 73892605	323,000	28.310	9,144.13	7,472.87	1,671.26	415.06	4.54
TOTAL S.A. - ADR SPONSORED ADR CUSIP: 89151E109 ACCOUNT NUMBER: 73892603	168,000	61.270	10,293.36	9,032.49	1,260.87	441.17	4.29
TULLOW OIL PLC CUSIP: 899415202 ACCOUNT NUMBER: 73892605	646,000	7.060	4,560.76	5,693.10	-1,132.34	50.41	1.10
TYCO INTERNATIONAL LTD NEW CUSIP: H89128104 ACCOUNT NUMBER: 73892604	118,000	41.040	4,842.72	3,704.75	1,137.97	75.52	1.56
UNILEVER PLC - ADR SPONSORED ADR CUSIP: 904767704 ACCOUNT NUMBER: 73892605	379,000	41.200	15,614.80	15,502.69	112.11	528.71	3.39
VALEANT PHARMACEUTICALS INTERNATIONAL INC NEW CUSIP: 91911K102 ACCOUNT NUMBER: 73892604	75,000	117.400	8,805.00	5,631.26	3,173.74	0.00	0.00
VALEO - ADR SPONSORED ADR CUSIP: 919134304 ACCOUNT NUMBER: 73892605	292,000	55.610	16,238.12	8,749.82	7,488.30	235.06	1.45



Consolidated Account Number [REDACTED]

ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities (continued)							
INTERNATIONAL EQUITIES (continued)							
WHITE MOUNTAINS INSURANCE GROUP INC COM CUSIP: G9618E107 ACCOUNT NUMBER: 73892604	7.000	603.080	4,221.56	3,911.27	310.29	7.00	0.17
WILLIS GROUP HOLDINGS PLC CUSIP: G96666105 ACCOUNT NUMBER: 73892604	60.000	44.810	2,688.60	2,611.65	76.95	67.20	2.50
WOLSELEY PLC CUSIP: 977868306 ACCOUNT NUMBER: 73892605	1,851.289	5.720	10,589.37	9,379.80	1,209.57	167.36	1.58
YAHOO JAPAN CORPORATION CUSIP: 98433V102 ACCOUNT NUMBER: 73892605	1,367.000	11.120	15,201.04	12,238.14	2,962.90	89.59	0.59
Total International Equities			\$898,682.27	\$774,972.61	\$123,709.66	\$17,411.32	1.94%
DOMESTIC MUTUAL FUNDS							
TOUCHSTONE SMALL CAP CORE FUND INSTITUTIONAL SHARES #555 SYMBOL: TSFX CUSIP: 89155H256 ACCOUNT NUMBER: 73892600	10,767.025	\$21.090	\$227,076.56	\$199,692.01	\$27,384.55	\$4,069.94	1.79%
Total Domestic Mutual Funds			\$227,076.56	\$199,692.01	\$27,384.55	\$4,069.94	1.79%
INTERNATIONAL MUTUAL FUNDS							
OPPENHEIMER DEVELOPING MKT-Y #788 SYMBOL: ODVYX CUSIP: 683974505 ACCOUNT NUMBER: 73892600	7,742.304	\$37.560	\$290,800.94	\$268,000.00	\$22,800.94	\$1,262.00	0.43%
WASATCH EMERGING MARKETS SMALL CAP FUND SYMBOL: WAEMX CUSIP: 936793884 ACCOUNT NUMBER: 73892600	58,629.036	2.650	155,366.95	167,000.00	-11,633.05	0.00	0.00
Total International Mutual Funds			\$446,167.89	\$435,000.00	\$11,167.89	\$1,262.00	0.28%
Total Equities			\$2,849,717.90	\$2,476,652.57	\$373,065.33	\$36,049.71	1.27%

Account Statement For:
BLAKELY, SARA FDN INC - AGY CONSOL

Period Covered: December 1, 2013 - December 31, 2013

**WELLS
FARGO**

Consolidated Account Number [REDACTED]

ASSET DETAIL (continued)

ASSET DESCRIPTION

Complementary Strategies

HEDGE INVESTMENTS

ASGI AURORA OPPORTUNITIES FUND
LLC

ACCOUNT NUMBER: 73892600

ASGI CORBIN MULTI STRATEGY FUND
ACCOUNT NUMBER: 73892600

Total Hedge Investments

OTHER

AQR MANAGED FUTURES STRATEGY FUND
CLASS I #15213

SYMBOL: AQMIX CUSIP: 00203H859

ACCOUNT NUMBER: 73892600

ROBECO BOSTON PARTNERS LONG/SHORT
RESEARCH FUND CLASS INS

SYMBOL: BPIX CUSIP: 74925K581

ACCOUNT NUMBER: 73892600

Total Other

Total Complementary Strategies

	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
	1,100.194	\$108.390	\$119,250.03	\$115,000.00	\$4,250.03	\$0.00	0.00%
	2,069.651	113.267	234,423.16	225,000.00	9,423.16	0.00	0.00
			\$353,673.19	\$340,000.00	\$13,673.19	\$0.00	0.00%
	5,392.157	\$10.590	\$57,102.94	\$55,000.00	\$2,102.94	\$0.00	0.00%
	8,569.300	14.430	123,655.00	115,000.00	8,655.00	0.00	0.00
			\$180,757.94	\$170,000.00	\$10,757.94	\$0.00	0.00%
			\$534,431.13	\$510,000.00	\$24,431.13	\$0.00	0.00%

**WELLS
FARGO**

Consolidated Account Number [REDACTED]

ASSET DETAIL (continued)

ASSET DESCRIPTION

Real Assets

REAL ESTATE INVESTMENT TRUSTS (REITS)

AMERICAN TOWER CORP SYMBOL: AMT CUSIP: 03027X100 ACCOUNT NUMBER: 73892602	281.000	\$79.820	\$22,429.42	\$19,971.16	\$2,458.26	\$325.96	1.45%
GENERAL GROWTH PROPERTIES, INC. SYMBOL: GGP CUSIP: 370023103 ACCOUNT NUMBER: 73892604	140.000	20.070	2,809.80	2,782.76	27.04	78.40	2.79

Total Real Estate Investment Trusts (Reits)

REAL ASSET FUNDS

E-TRACS ALERIAN MLP INFRASTRUCTURE ETN DTD 04/01/10 04/02/2040 SYMBOL: MLPI CUSIP: 902641646 ACCOUNT NUMBER: 73892600	3,486.000	\$39.430	\$137,452.98	\$135,211.13	\$2,241.85	\$6,327.09	4.60%
EII INTERNATIONAL PROPERTY-#30 SYMBOL: EIIPX CUSIP: 26852M105 ACCOUNT NUMBER: 73892600	8,234.292	19.490	160,486.35	160,000.00	486.35	0.00	0.00
ELEMENTS ROGERS TOTAL RETURN DTD 10/18/07 10/24/2022 SYMBOL: RJ1 CUSIP: 870297801 ACCOUNT NUMBER: 73892600	16,549.000	8.170	135,205.33	140,831.99	- 5,626.66	0.00	0.00
ING REAL ESTATE FUNDN CLASS-J #2190 SYMBOL: CRARX CUSIP: 44981V706 ACCOUNT NUMBER: 73892600	12,597.769	17.340	218,445.31	228,000.00	- 9,554.69	5,379.25	2.46

Total Real Asset Funds

Total Real Assets

ACCOUNT VALUE AS OF 12/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
\$9,299,793.79	\$8,965,492.52	\$334,301.27	\$111,584.87	

TOTAL ASSETS

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,060,926.		K-1 INVESTMENT GAIN PROPERTY TYPE: SECURITIES 2,010,688.				P	50,238.	
20887269.		STIFEL 1099 20939561.					-52,292.	
4,596,782.		WELLS FARGO 1099 4,609,422.					-12,640.	
		STIFEL 1099 CAP GAIN					72,976.	
		WELLS FARGO 1099 CAP GAIN					25,553.	
		K-1 1256					4,599.	
TOTAL GAIN (LOSS)							<u>88,434.</u>	

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return. See instructions	THE SPANX BY SARA BLAKELY FOUNDATION	20-5088833
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	3344 PEACHTREE ROAD	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	ATLANTA, GA 30326	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► EMILY LUKE

Telephone No. ► 678 500-1271 FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 2013 or
- ☐ tax year beginning _____, 20____, and ending _____, 20____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	7,186.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	2,186.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	5,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2014)

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