Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
THE CHARLES E. AND
MARY ELIZABETH SCRIPPS FOUNDATION, INC.

A Employer identification number
26-1541507

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
250 GRANDVIEW AVE., SUITE 400

B Telephone number
859-655-4514

City or town, state or province, country, and ZIP or foreign postal code
FT. MITCHELL, KY 41017

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 10,992,116.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	244,662.	244,662.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	842,146.			STATEMENT 1
	b Gross sales price for all assets on line 6a 12,834,228.				
	7 Capital gain net income (from Part IV, line 2)		1,049,593.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	1,086,808.	1,294,255.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 3	51,917.	0.		0.
	17 Interest				
	18 Taxes STMT 4	10,910.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	7,356.	0.		347.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	70,183.	0.		347.
	25 Contributions, gifts, grants paid	482,500.			482,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	552,683.	0.		482,847.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	534,125.			
	b **Net investment income** (if negative, enter -0-)		1,294,255.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	55,520.	212,322.	212,322.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	251,257.	0.	0.
	b Investments - corporate stock STMT 8	6,227,373.	0.	0.
	c Investments - corporate bonds STMT 9	1,978,127.	0.	0.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	524,907.	9,366,184.	10,779,794.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,037,184.	9,578,506.	10,992,116.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	9,037,184.	9,578,506.	
	30 **Total net assets or fund balances**	9,037,184.	9,578,506.	
	31 **Total liabilities and net assets/fund balances**	9,037,184.	9,578,506.	

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	9,037,184.
2	Enter amount from Part I, line 27a	2	534,125.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	7,658.
4	Add lines 1, 2, and 3	4	9,578,967.
5	Decreases not included in line 2 (itemize) ▶ BOOK VALUE ADJUSTMENT	5	461.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,578,506.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	12,834,228.		11,784,635.	1,049,593.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				1,049,593.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	1,049,593.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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	439,056.	9,713,552.	.045200
2011	415,905.	9,569,886.	.043460
2010	430,771.	9,000,312.	.047862
2009	409,035.	8,038,547.	.050884
2008	24,556.	9,336,903.	.002630

2 **Total** of line 1, column (d)	2	.190036
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	.038007
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	10,437,855.
5 Multiply line 4 by line 3	5	396,712.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,943.
7 Add lines 5 and 6	7	409,655.
8 Enter qualifying distributions from Part XII, line 4	8	482,847.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	12,943.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	12,943.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	12,943.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	0.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	291.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	13,234.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NV			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
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 ▶ N/A			
14	The books are in care of ▶ TRACY TUNNEY WARD Telephone no. ▶ 859-581-5758 Located at ▶ 250 GRANDVIEW DRIVE, SUITE 400, FT. MITCHELL, KY ZIP+4 ▶ 41017			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A 0.			
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		X
	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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)? N/A	1b		
	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.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

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? N/A | 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.

(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
MRS. MARY ELIZABETH SCRIPPS BYRNE 250 GRANDVIEW AVE., SUITE 400 FT MITCHELL, KY 41017	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
MR. BEN BRESLIN 250 GRANDVIEW AVE., SUITE 400 FT MITCHELL, KY 41017	TREASURER/DIRECTOR 1.00	0.	0.	0.
MR. ANDREW BRESLIN 250 GRANDVIEW AVE., SUITE 400 FT MITCHELL, KY 41017	DIRECTOR 1.00	0.	0.	0.
MR. BRUCE W. SANFORD 250 GRANDVIEW AVE., SUITE 400 FT MITCHELL, KY 41017	SECRETARY/DIRECTOR 1.00	0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
N/A	0.00	0.	0.	0.

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
N/A		0.

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	10,091,934.
b	Average of monthly cash balances	1b	504,873.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	10,596,807.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	10,596,807.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	158,952.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,437,855.
6	**Minimum investment return.** Enter 5% of line 5	6	521,893.

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	521,893.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 12,943.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	12,943.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	508,950.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	508,950.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	508,950.

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	482,847.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	482,847.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	12,943.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	469,904.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				508,950.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			471,870.	
b Total for prior years: ______ , ______ , ______		0.		
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: ▶ $ 482,847.				
a Applied to 2012, but not more than line 2a			471,870.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				10,977.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				497,973.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
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				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

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

MRS. MARY ELIZABETH SCRIPPS BYRNE

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

NONE

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

Check here ▶ [X] 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
a Paid during the year				
AVE MARIA UNIVERSITY 5050 AVE MARIA BLVD AVE MARIA, FL 34142	NONE	PUBLIC CHARITY	FINANCIAL AID FOR STUDENTS	25,000.
BOYS & GIRLS CLUB OF COLLIER COUNTY PO BOX 8896 NAPLES, FL 34101	NONE	PUBLIC CHARITY	GENERAL PURPOSES	15,000.
BUFFALO TRACE WOMENS CRISIS CENTER 111 EAST THIRD STREET MAYSVILLE, KY 41056	NONE	PUBLIC CHARITY	CONTRIBUTION TO UPDATE HEATING AND AIR CONDITIONING SYSTEMS	10,000.
CASA FOR KIDS 317 SHELBY ST SUITE 206 KINGSPORT, TN 37660	NONE	PUBLIC CHARITY	MORTGAGE REDUCTION AND BUILDING IMPROVEMENTS	65,000.
GUADALUPE-IMMOKALEE'S CENTER FOR EDUCATION AND GROWTH 509 HOPE CIRCLE IMMOKALEE, FL 34142	NONE	PUBLIC CHARITY	EARLY CHILDHOOD EDUCATION PROGRAM	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	482,500.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

323611 10-10-13

** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	244,662.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	842,146.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,086,808.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,086,808.

(See worksheet in line 13 instructions to verify calculations.)

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

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

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
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?			
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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Ben P Bresler | 5/12/14 | DIRECTOR

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
TRACY TUNNEY WARD	Tracy Tunney Ward	5/9/14		P01300864
Firm's name ▶ MIRAMAR SERVICES, INC.			Firm's EIN ▶ 35-2181574	
Firm's address ▶ 250 GRANDVIEW AVE, SUITE 400 FT. MITCHELL, KY 41017-2086			Phone no. (859) 581-5758	

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	14,658.8460 SHS VANGUARD EMERGING MKTS INDEX	P	01/11/13	06/13/13
b	122,410.5460 SHS VANGUARD SHORT TERM FD SIGNAL	P	01/11/13	06/17/13
c	117,540.6870 SHS VANGUARD TOTAL BOND MKT INDX INS	P	01/11/13	06/17/13
d	750 SHS ABBOTT LABS	P	02/08/11	02/15/13
e	2125 SHS ABBOTT LABS	P	01/24/11	02/15/13
f	750 SHS ABBVIE INC.	P	02/08/11	02/15/13
g	2125 SHS ABBVIE INC.	P	01/24/11	02/15/13
h	1100 SHS ABB LTD	P	06/22/12	01/08/13
i	1800 SHS ABB LTD	P	11/02/12	01/08/13
j	5100 SHS ABB LTD	P	03/22/12	01/08/13
k	525 SHS ANHEUSER BUSCH INBEV SA/NV	P	11/02/12	01/08/13
l	1325 SHS ANHEUSER BUSCH INBEV SA/NV	P	07/10/12	01/08/13
m	150 SHS BERKSHIRE HATHAWAY CL-B STOCK	P	03/21/12	01/08/13
n	75000 CATERPILLAR INC. 1.5% DUE 6/26/2017	P	11/20/12	01/08/13
o	75000 COCA COLA 1.65% DUE 3/14/2018	P	11/20/12	01/08/13

	(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	371,455.		415,000.	<43,545.>
b	1,292,655.		1,300,000.	<7,345.>
c	1,272,966.		1,300,000.	<27,034.>
d	26,167.		16,407.	9,760.
e	74,140.		49,131.	25,009.
f	28,004.		17,792.	10,212.
g	79,346.		53,279.	26,067.
h	22,945.		17,431.	5,514.
i	37,547.		32,964.	4,583.
j	106,384.		102,284.	4,100.
k	45,296.		43,967.	1,329.
l	114,318.		103,938.	10,380.
m	14,070.		12,213.	1,857.
n	75,807.		76,378.	<571.>
o	76,910.		77,233.	<323.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				<43,545.>
b				<7,345.>
c				<27,034.>
d				9,760.
e				25,009.
f				10,212.
g				26,067.
h				5,514.
i				4,583.
j				4,100.
k				1,329.
l				10,380.
m				1,857.
n				<571.>
o				<323.>

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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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	75000 CONOCOPHILLPS CO 2.4% DUE 12/15/22	P	12/05/12	01/08/13
b	3,050 SHS EMC CORP	P	11/02/12	01/08/13
c	75000 GENERAL ELECTRIC MED TRM FIXED 3.15% DUE 9/	P	10/16/12	01/08/13
d	1,850 SHS INTEL CORP	P	07/30/12	01/08/13
e	105 SHS IBM	P	11/02/12	01/08/13
f	250 SHS MCDONALDS CORP	P	11/02/12	01/08/13
g	35 SHS NOVARTIS AG ADR	P	07/30/12	01/08/13
h	2275 ORACLE CORP	P	07/10/12	01/08/13
i	325 POTASH CORP SASK INC. ADR	P	03/12/12	01/08/13
j	3000 SHS TJX COMPANIES	P	VARIOUS	01/08/13
k	525 SHS UNITED TECHNOLOGIES CORP.	P	VARIOUS	01/08/13
l	825 SHS VANGUARD EUROPE PACIFIC ETF	P	07/30/12	01/08/13
m	75000 WELLS FARGO MED TRM FIXED 3.5% DUE 3/8/2022	P	VARIOUS	01/08/13
n	3775 WHITING PETE CORP NEW	P	VARIOUS	01/08/13
o	1000 SHS AT & T	D	10/13/05	01/08/13

	(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	74,027.		75,380.	<1,353.>
b	72,771.		76,285.	<3,514.>
c	75,494.		76,951.	<1,457.>
d	38,997.		47,621.	<8,624.>
e	20,250.		20,513.	<263.>
f	22,732.		21,926.	806.
g	2,261.		2,041.	220.
h	78,440.		66,183.	12,257.
i	13,640.		14,160.	<520.>
j	130,467.		129,379.	1,088.
k	43,858.		40,473.	3,385.
l	29,097.		26,282.	2,815.
m	79,602.		80,510.	<908.>
n	173,986.		168,493.	5,493.
o	34,339.		22,355.	11,984.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<1,353.>
b				<3,514.>
c				<1,457.>
d				<8,624.>
e				<263.>
f				806.
g				220.
h				12,257.
i				<520.>
j				1,088.
k				3,385.
l				2,815.
m				<908.>
n				5,493.
o				11,984.

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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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	75000 AMERICAN EXPRESS CO NT 4.875% DUE 7/15/13	P	03/01/11	01/18/13
b	25000 AT&T NT 5.6% DUE 5/15/2018	P	06/11/09	01/08/13
c	2,375 SHS AMGEN	P	VARIOUS	01/08/13
d	1,300 SHS APACHE CORP.	P	VARIOUS	01/08/13
e	180 SHS APPLE COMPUTER INC.	P	07/25/11	01/08/13
f	5350 SHS AVON PRODUCTS INC.	P	VARIOUS	01/08/13
g	75000 BB&T COPR SR MEDIUM TERM 3.2% DUE 3/15/2016	P	07/25/11	01/08/13
h	2,425 SHS BAXTER INTL	P	01/24/11	01/08/13
i	75000 BERKSHIRE HATHAWAY FIN CORP 5.4% DUE 5/15/2	P	VARIOUS	01/08/13
j	1600 SHS BERKSHIRE HATHAWAY CL-B STOCK	P	09/21/11	01/08/13
k	4,075 SHS CVS CORP.	P	VARIOUS	01/08/13
l	4,000 SHS CANADIAN NAT RES LTC.	P	VARIOUS	01/08/13
m	1,050 CHEVRON TEXACO COPR.	P	08/13/08	01/08/13
n	75000 CICSO SYSTEMS 4.95% DUE 2/15/2019	P	03/29/11	01/08/13
o	75000 CITIGROUP INC. FIXED 5.5% DUE 10/15/2014	P	03/15/11	01/08/13

	(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	76,515.		76,128.	387.
b	30,046.		25,285.	4,761.
c	209,423.		115,049.	94,374.
d	103,868.		124,653.	<20,785.>
e	94,534.		71,078.	23,456.
f	83,191.		154,408.	<71,217.>
g	79,831.		76,510.	3,321.
h	165,915.		120,455.	45,460.
i	89,926.		78,726.	11,200.
j	150,077.		110,427.	39,650.
k	203,093.		144,325.	58,768.
l	118,957.		169,850.	<50,893.>
m	114,710.		87,716.	26,994.
n	89,030.		80,349.	8,681.
o	80,381.		78,448.	1,933.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				387.
b				4,761.
c				94,374.
d				<20,785.>
e				23,456.
f				<71,217.>
g				3,321.
h				45,460.
i				11,200.
j				39,650.
k				58,768.
l				<50,893.>
m				26,994.
n				8,681.
o				1,933.

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

THE CHARLES E. AND MARY ELIZABETH SCRIPPS FOUNDATION, INC.

CONTINUATION FOR 990-PF, PART IV

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	45000 CONSOLIDATED EDISON CO. 5.5% DUE 9/15/2016	P	06/11/09	01/08/13
b	2,225 SHS CULLEN FROST BANKERS INC.	P	01/24/11	01/08/13
c	1,750 DEERE & CO.	P	VARIOUS	01/08/13
d	1,000 SHS DIAGEO PLC SPONS ADR NEW	P	01/24/11	01/08/13
e	75000 DIAGEO FIN BV GTD NT FIXED 3.25% DUE 1/15/2	P	VARIOUS	01/08/13
f	55000 EMERSON ELEC CO 5.375% DUE 10/15/2017	P	06/11/09	01/08/13
g	100000 FEDERAL NATL MTG DTD 4/1/96 1.375% DUE 11	P	11/04/11	01/08/13
h	59355.12 FNMA AH 3401 4.5% DUE 1/1/2041	P	03/21/11	VARIOUS
i	24840.98 FNMA 5.5% DUE 6/1/2038	P	07/26/11	VARIOUS
j	58393.18 FNMA 5% DUE 12/1/2039	P	06/23/11	VARIOUS
k	1,775 SHS FEDEX CORP.	P	VARIOUS	01/08/13
l	965 SHS FLOWSERVE CORP.	P	VARIOUS	01/08/13
m	75000 FORD MOTOR CREDIT 7% DUE 10/1/2013	P	03/23/11	01/08/13
n	1,100 SHS FRANKLIN RES INC.	P	VARIOUS	01/08/13
o	1,375 SHS FREEPORT-MCMORAN COPPER CL B	D	02/03/07	01/08/13

	(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	52,148.		45,485.	6,663.
b	126,155.		136,568.	<10,413.>
c	153,419.		154,129.	<710.>
d	116,287.		78,636.	37,651.
e	78,815.		77,454.	1,361.
f	64,530.		55,842.	8,688.
g	102,737.		100,551.	2,186.
h	64,029.		61,080.	2,949.
i	26,785.		26,976.	<191.>
j	62,989.		62,627.	362.
k	187,818.		184,235.	3,583.
l	149,591.		116,739.	32,852.
m	78,023.		77,053.	970.
n	145,384.		132,360.	13,024.
o	48,069.		42,343.	5,726.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				6,663.
b				<10,413.>
c				<710.>
d				37,651.
e				1,361.
f				8,688.
g				2,186.
h				2,949.
i				<191.>
j				362.
k				3,583.
l				32,852.
m				970.
n				13,024.
o				5,726.

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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	290 SHS GOOGLE INC.	P	01/24/11	01/08/13
b	3,475 SHS INTEL CORP.	P	06/11/08	01/08/13
c	75000 GCB NORDSTROM INC. 5/1/2020	P	06/17/11	01/08/13
d	530 SHS INTERNATIONAL BUSINESS MACHINE CO.	D	VARIOUS	01/08/13
e	225 SHS ISHARES JP MORGAN USD EMERGING MARKETS BO	P	07/07/10	01/08/13
f	250 SHS ISHARES IBOXX HIGH YIELD CORP. BOND	P	12/08/09	01/08/13
g	2000 SHS ISHARES TRUST S&P US STK IND	P	VARIOUS	01/08/13
h	50000 JP MORGAN CHASE & CO NT 4.65% DUE 6/1/2014	P	03/15/11	01/08/13
i	2,160 SHS KANSAS CITY SOUTHERN INC.	P	01/24/11	01/08/13
j	1,500 SHS LABORATORY CORP OF AMERICA HOLDINGS	P	VARIOUS	01/08/13
k	4,700 SHS LINCOLN NATIONAL CORP.	P	VARIOUS	01/08/13
l	4,100 SHS LOWES CO.	P	VARIOUS	01/08/13
m	29000 LOWES CO. INC. 5.4% DUE 10/16/2016	P	06/11/09	01/08/13
n	2,700 SHS MACK CALI REALTY CORP.	P	11/08/11	01/08/13
o	1 SHS MACK CALI REALTY CORP.	P	11/08/11	03/08/13

	(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	212,649.		176,429.	36,220.
b	73,251.		77,285.	<4,034.>
c	86,814.		79,483.	7,331.
d	102,214.		44,612.	57,602.
e	27,485.		23,351.	4,134.
f	23,502.		21,535.	1,967.
g	80,038.		74,862.	5,176.
h	52,709.		51,742.	967.
i	185,194.		103,880.	81,314.
j	130,137.		132,335.	<2,198.>
k	128,589.		121,518.	7,071.
l	142,554.		101,403.	41,151.
m	33,719.		29,442.	4,277.
n	71,278.		73,103.	<1,825.>
o	1,225.		397.	828.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				36,220.
b				<4,034.>
c				7,331.
d				57,602.
e				4,134.
f				1,967.
g				5,176.
h				967.
i				81,314.
j				<2,198.>
k				7,071.
l				41,151.
m				4,277.
n				<1,825.>
o				828.

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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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	50000 MARATHON OIL CORP 6% DUE 10/1/2017	P	03/03/11	01/08/13
b	435 MASTERCARD INC.	P	01/24/11	01/08/13
c	1,300 MCDONALD CORP.	P	01/24/11	01/08/13
d	4,625 SHS METLIFE INC.	P	VARIOUS	01/08/13
e	2,325 SHS NOVARTIS AG ADR	P	VARIOUS	01/08/13
f	50000 METLIFE INC. 6.75% DUE 6/1/2016	P	07/27/11	01/08/13
g	3,850 SHS MICROSOFT CORP.	P	VARIOUS	01/08/13
h	2,625 SHS MICROSOFT CORP.	D	03/21/94	01/08/13
i	25000 MIDAMERICAN ENERGY CO. 5.3% DUE 3/15/2018	P	06/11/09	01/08/13
j	75000 NUCOR CORP FIXED RT NT 4.125% DUE 9/15/2022	P	12/29/11	01/08/13
k	100000 PNC FDG CORP 3% DUE 5/19/2014	P	03/24/11	01/08/13
l	2,500.01 SHS PEPSICO INC.	P	VARIOUS	01/08/13
m	75000 PEPSICO 2.5% DUE 5/10/2016	P	VARIOUS	01/08/13
n	1,875 SHS POTASH CORP SASK INC. ADR	P	VARIOUS	01/08/13
o	3,375 SHS QUALCOMM, INC.	P	01/24/11	01/08/13

	(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	60,190.		54,708.	5,482.
b	225,242.		103,629.	121,613.
c	118,206.		97,960.	20,246.
d	166,450.		199,392.	<32,942.>
e	150,192.		130,797.	19,395.
f	59,099.		58,893.	206.
g	102,177.		103,263.	<1,086.>
h	69,666.		6,993.	62,673.
i	29,756.		25,331.	4,425.
j	82,307.		80,777.	1,530.
k	103,076.		101,310.	1,766.
l	174,121.		158,472.	15,649.
m	78,863.		76,445.	2,418.
n	78,692.		86,656.	<7,964.>
o	215,725.		173,649.	42,076.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				5,482.
b				121,613.
c				20,246.
d				<32,942.>
e				19,395.
f				206.
g				<1,086.>
h				62,673.
i				4,425.
j				1,530.
k				1,766.
l				15,649.
m				2,418.
n				<7,964.>
o				42,076.

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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	2,900 SHS RANGE RES CORP.	P	01/24/11	01/08/13
b	1,700 SHS RIO TINTO PLC SPON ADR	P	VARIOUS	01/08/13
c	50000 ST. PAUL TRAVELERS CO INC. 5% DUE 12/1/2015	P	06/09/09	01/08/13
d	1,800 SHS SCHLUMBERGER LTD.	P	VARIOUS	01/08/13
e	2,500 SHS SCRIPPS NETWORKS INTERACTIVE CLASS A	P	VARIOUS	01/08/13
f	75000 SIMON PPTY GROUP LP FIXED 4.375% DUE 3/1/20	P	07/29/11	01/08/13
g	4,400 SHS US BANCORP DELAWARE NEW	P	01/24/11	01/08/13
h	275 SHS UNITED TECHNOLOGIES CORP.	P	VARIOUS	01/08/13
i	1,050 SHS UNITED TECHNOLOGIES CORP.	D	VARIOUS	01/08/13
j	10,000 SHS VANGUARD EUROPE PACIFIC	P	06/15/10	01/08/13
k	1,850 VERIZON COMMUNICATIONS	P	01/24/11	01/08/13
l	75000 VERIZON COMM 6.1% DUE 4/15/2018	P	03/03/11	01/08/13
m	50000 WALMART STORES 2.8% DUE 4/15/2016	P	07/22/11	01/08/13
n	4,550 SHS WELLS FARGO & CO NEW	P	VARIOUS	01/18/13
o	3,950 SHS WESTERN UNION COMPANY	P	01/24/11	01/08/13

	(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	186,060.		134,767.	51,293.
b	96,779.		116,680.	<19,901.>
c	56,413.		50,521.	5,892.
d	130,497.		152,693.	<22,196.>
e	147,772.		122,621.	25,151.
f	84,279.		76,636.	7,643.
g	145,021.		117,881.	27,140.
h	22,973.		22,535.	438.
i	87,715.		50,838.	36,877.
j	352,692.		313,160.	39,532.
k	79,715.		64,941.	14,774.
l	91,819.		82,384.	9,435.
m	53,294.		51,460.	1,834.
n	157,881.		147,988.	9,893.
o	53,956.		78,648.	<24,692.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				51,293.
b				<19,901.>
c				5,892.
d				<22,196.>
e				25,151.
f				7,643.
g				27,140.
h				438.
i				36,877.
j				39,532.
k				14,774.
l				9,435.
m				1,834.
n				9,893.
o				<24,692.>

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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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	2,400 SHS WISCONSIN ENERGY CORP	P	07/25/11	01/08/13
b	95000 WYETH 5.45% DUE 4/1/2017	P	06/09/09	01/08/13
c	831.09 VANGUARD EMERGING MKTS INDEX	P	07/27/11	06/13/13
d	4,741.18 VANGUARD EMERGING MKTS INDEX	D	10/13/05	06/13/13
e	CAPITAL GAINS DIVIDENDS			
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	89,110.		75,966.	13,144.
b	112,203.		96,702.	15,501.
c	21,060.		25,444.	<4,384.>
d	120,141.		81,064.	39,077.
e	5,481.			5,481.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				13,144.
b				15,501.
c				<4,384.>
d				39,077.
e				5,481.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	1,049,593.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

THE CHARLES E. AND
MARY ELIZABETH SCRIPPS FOUNDATION, INC. 26-1541507

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
GREATER CHICAGO FOOD DEPOSITORY 4100 W ANN LURIE PLACE CHICAGO, IL 60632	NONE	PUBLIC CHARITY	CONTRIBUTION TO ASSIST IN INCREASING FRESH PRODUCE AVAILABILITY	10,000.
HARRY CHAPIN FOOD BANK 3760 FOWLER STREET FT MYERS, FL 33901	NONE	PUBLIC CHARITY	CONTRIBUTION TO AID IN INCREASED FOOD DISTRIBUTION	10,000.
HOLY NAME CATHEDRAL 730 N. WABASH AVENUE CHICAGO, IL 60611	NONE	PUBLIC CHARITY	MORTGAGE REDUCTION ON RECTORY LOAN	10,000.
HOUSE OF GOOD SHEPHERD 1114 W GRACE STREET CHICAGO, IL 60613	NONE	PUBLIC CHARITY	GENERAL PUPOSES	25,000.
HUMANE SOCIETY OF NAPLES 370 AIRPORT-PULLING RD., NORTH NAPLES, FL 34104	NONE	PUBLIC CHARITY	GENERAL PURPOSES	5,000.
KENTUCKY GATEWAY MUSEUM CENTER 215 SUTTON STREET MAYSVILLE, KY 41056	NONE	PUBLIC CHARITY	READ ON PROGRAM	10,000.
LIMESTONE MINISTERIES 18 EAST THIRD STREET MAYSVILLE, KY 41056	NONE	PUBLIC CHARITY	GENERAL PURPOSES OF MASON COUNTY FOOD PANTRY	20,000.
MAYSVILLE INITIATIVE 33 WEST SECOND STREET, 3RD FLOOR MAYSVILLE, KY 41056	NONE	PUBLIC CHARITY	CAMP DISCOVERY PROGRAM	10,000.
MAYSVILLE PLAYERS 116 WEST 2ND STREET MAYSVILLE, KY 41056	NONE	PUBLIC CHARITY	FUND YOUTH WORKSHOPS AND PERFORMANCES AND UPGRADE FACILITY WITH CLOSED CIRCUIT BROADCASTING AND SOUNG	25,000.
MERCY HOME FOR BOYS & GIRLS 1140 W JACKSON BLVD CHICAGO, IL 60607	NONE	PUBLIC CHARITY	SUPPORT OF AFTER CARE HOUSING PROGRAM	20,000.
Total from continuation sheets				357,500.

THE CHARLES E. AND
MARY ELIZABETH SCRIPPS FOUNDATION, INC. 26-1541507

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MOUNTAIN REGION SPEECH & HEARING CENTER 301 LOUIS ST., SUITE 101 KINGSPORT, TN 37660	NONE	PUBLIC CHARITY	FUNDS TOWARD DEVELOPMENT OF MOBIL FIBEROPTIC ENDOSCOPIC EVALUATION OF SWALLOWING CLINIC IN	25,000.
NANTUCKET COTTAGE HOSPITAL 57 PROSPECT STREET NANTUCKET, MA 02554	NONE	PUBLIC CHARITY	GENERAL PURPOSES	7,500.
RETIRED SISTERS OF PROVIDENCE FUND 1 SISTERS OF PROVIDENCE ST MARY OF THE WOODS, IN 47834	NONE	PUBLIC CHARITY	SUPPORT OF RETIRED SISTER LIVING ON CAMPUS	20,000.
SALVATION ARMY 114 E CENTRAL PARKWAY CINCINNATI, OH 45201	NONE	PUBLIC CHARITY	EMERGENCY ASSISTANCE PROGRAM	25,000.
SECOND HARVEST FOOD BANK OF NE TENNESSEE 127 DILLON CT. GRAY, TN 37615	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
ST PATRICK CHURCH 110 SECOND STREET MAYSVILLE, KY 41056	NONE	PUBLIC CHARITY	RENOVATION OF CHURCH BATHROOM TO MAKE IT HANDICAPPED ACCESSIBLE AND FUND TO DEMOLISH AN OLD BUILDING ON	55,000.
ST PATRICK SCHOOOL 318 LIMESTONE STREET MAYSVILLE, KY 41056	NONE	PUBLIC CHARITY	UPGRADE TECHNOLOGY, NEW TEXTBOOKS AND WORKBOOKS AND CLASSROOM SUPPLIES	50,000.
TOM BROWNING BOYS & GIRLS CLUB 241 MAPLE LEAF RD EAST, PO BOX 206 MAYSVILLE, KY 41056	NONE	PUBLIC CHARITY	AFTER SCHOOL TUTORING PROGRAM FOR MASON COUNTY, KENTUCKY STUDENTS	10,000.
WESLEY VILLAGE 1125 LEXINGTON ROAD WILMORE, KY 40390	NONE	PUBLIC CHARITY	CONTRIBUTION TOWARDS INDOOR WARM WATER THERAPY POOL	10,000.
Total from continuation sheets				

THE CHARLES E. AND
MARY ELIZABETH SCRIPPS FOUNDATION, INC. 26-1541507

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - MAYSVILLE PLAYERS

FUND YOUTH WORKSHOPS AND PERFORMANCES AND UPGRADE FACILITY WITH CLOSED CIRCUIT BROADCASTING AND SOUNG (LOBBY & DRESSING ROOMS)

NAME OF RECIPIENT - MOUNTAIN REGION SPEECH & HEARING CENTER

FUNDS TOWARD DEVELOPMENT OF MOBIL FIBEROPTIC ENDOSCOPIC EVALUATION OF SWALLOWING CLINIC IN NE TENNESSEE

NAME OF RECIPIENT - ST PATRICK CHURCH

RENOVATION OF CHURCH BATHROOM TO MAKE IT HANDICAPPED ACCESSIBLE AND FUND TO DEMOLISH AN OLD BUILDING ON CHURCH GROUNDS

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
14,658.8460 SHS VANGUARD EMERGING MKTS INDEX	PURCHASED	01/11/13	06/13/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
371,455.	415,000.	0.	0.	<43,545.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
122,410.5460 SHS VANGUARD SHORT TERM FD SIGNAL	PURCHASED	01/11/13	06/17/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,292,655.	1,300,000.	0.	0.	<7,345.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
117,540.6870 SHS VANGUARD TOTAL BOND MKT INDX INSTITIONAL	PURCHASED	01/11/13	06/17/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,272,966.	1,300,000.	0.	0.	<27,034.>

THE CHARLES E. AND MARY ELIZABETH SCRIPP 26-1541507

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
750 SHS ABBOTT LABS	PURCHASED	02/08/11	02/15/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
26,167.	16,407.	0.	0.	9,760.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2125 SHS ABBOTT LABS	PURCHASED	01/24/11	02/15/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
74,140.	49,131.	0.	0.	25,009.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
750 SHS ABBVIE INC.	PURCHASED	02/08/11	02/15/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
28,004.	17,792.	0.	0.	10,212.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2125 SHS ABBVIE INC.	PURCHASED	01/24/11	02/15/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
79,346.	53,279.	0.	0.	26,067.

THE CHARLES E. AND MARY ELIZABETH SCRIPP 26-1541507

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1100 SHS ABB LTD	PURCHASED	06/22/12	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
22,945.	17,431.	0.	0.	5,514.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1800 SHS ABB LTD	PURCHASED	11/02/12	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
37,547.	32,964.	0.	0.	4,583.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
5100 SHS ABB LTD	PURCHASED	03/22/12	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
106,384.	102,284.	0.	0.	4,100.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
525 SHS ANHEUSER BUSCH INBEV SA/NV	PURCHASED	11/02/12	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
45,296.	43,967.	0.	0.	1,329.

THE CHARLES E. AND MARY ELIZABETH SCRIPP 26-1541507

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1325 SHS ANHEUSER BUSCH INBEV SA/NV	PURCHASED	07/10/12	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
114,318.	103,938.	0.	0.	10,380.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
150 SHS BERKSHIRE HATHAWAY CL-B STOCK	PURCHASED	03/21/12	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,070.	12,213.	0.	0.	1,857.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75000 CATERPILLAR INC. 1.5% DUE 6/26/2017	PURCHASED	11/20/12	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
75,807.	76,378.	0.	0.	<571.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75000 COCA COLA 1.65% DUE 3/14/2018	PURCHASED	11/20/12	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
76,910.	77,233.	0.	0.	<323.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75000 CONOCOPHILLPS CO 2.4% DUE 12/15/22	PURCHASED	12/05/12	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
74,027.	75,380.	0.	0.	<1,353.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3,050 SHS EMC CORP	PURCHASED	11/02/12	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
72,771.	76,285.	0.	0.	<3,514.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75000 GENERAL ELECTRIC MED TRM FIXED 3.15% DUE 9/7/2022	PURCHASED	10/16/12	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
75,494.	76,951.	0.	0.	<1,457.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,850 SHS INTEL CORP	PURCHASED	07/30/12	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
38,997.	47,621.	0.	0.	<8,624.>

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(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
105 SHS IBM	PURCHASED	11/02/12	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20,250.	20,513.	0.	0.	<263.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
250 SHS MCDONALDS CORP	PURCHASED	11/02/12	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
22,732.	21,926.	0.	0.	806.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
35 SHS NOVARTIS AG ADR	PURCHASED	07/30/12	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,261.	2,041.	0.	0.	220.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2275 ORACLE CORP	PURCHASED	07/10/12	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
78,440.	66,183.	0.	0.	12,257.

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(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
325 POTASH CORP SASK INC. ADR			PURCHASED	03/12/12	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,640.	14,160.	0.	0.	<520.>

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3000 SHS TJX COMPANIES			PURCHASED	VARIOUS	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
130,467.	129,379.	0.	0.	1,088.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
525 SHS UNITED TECHNOLOGIES CORP.			PURCHASED	VARIOUS	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
43,858.	40,473.	0.	0.	3,385.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
825 SHS VANGUARD EUROPE PACIFIC ETF			PURCHASED	07/30/12	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
29,097.	26,282.	0.	0.	2,815.

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(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75000 WELLS FARGO MED TRM FIXED 3.5% DUE 3/8/2022	PURCHASED	VARIOUS	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
79,602.	80,510.	0.	0.	<908.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3775 WHITING PETE CORP NEW	PURCHASED	VARIOUS	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
173,986.	168,493.	0.	0.	5,493.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 SHS AT & T	DONATED	10/13/05	01/08/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
34,339.	24,675.	0.	0.	9,664.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75000 AMERICAN EXPRESS CO NT 4.875% DUE 7/15/13	PURCHASED	03/01/11	01/18/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
76,515.	76,128.	0.	0.	387.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
25000 AT&T NT 5.6% DUE 5/15/2018	PURCHASED	06/11/09	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
30,046.	25,285.	0.	0.	4,761.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,375 SHS AMGEN	PURCHASED	VARIOUS	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
209,423.	115,049.	0.	0.	94,374.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,300 SHS APACHE CORP.	PURCHASED	VARIOUS	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
103,868.	124,653.	0.	0.	<20,785.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
180 SHS APPLE COMPUTER INC.	PURCHASED	07/25/11	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
94,534.	71,078.	0.	0.	23,456.

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(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
5350 SHS AVON PRODUCTS INC.	PURCHASED	VARIOUS	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
83,191.	154,408.	0.	0.	<71,217.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75000 BB&T COPR SR MEDIUM TERM 3.2% DUE 3/15/2016	PURCHASED	07/25/11	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
79,831.	76,510.	0.	0.	3,321.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,425 SHS BAXTER INTL	PURCHASED	01/24/11	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
165,915.	120,455.	0.	0.	45,460.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75000 BERKSHIRE HATHAWAY FIN CORP 5.4% DUE 5/15/2018	PURCHASED	VARIOUS	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
89,926.	78,726.	0.	0.	11,200.

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(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1600 SHS BERKSHIRE HATHAWAY CL-B STOCK	PURCHASED	09/21/11	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
150,077.	110,427.	0.	0.	39,650.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4,075 SHS CVS CORP.	PURCHASED	VARIOUS	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
203,093.	144,325.	0.	0.	58,768.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4,000 SHS CANADIAN NAT RES LTC.	PURCHASED	VARIOUS	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
118,957.	169,850.	0.	0.	<50,893.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,050 CHEVRON TEXACO COPR.	PURCHASED	08/13/08	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
114,710.	87,716.	0.	0.	26,994.

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(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75000 CICSO SYSTEMS 4.95% DUE 2/15/2019	PURCHASED	03/29/11	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
89,030.	80,349.	0.	0.	8,681.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75000 CITIGROUP INC. FIXED 5.5% DUE 10/15/2014	PURCHASED	03/15/11	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
80,381.	78,448.	0.	0.	1,933.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
45000 CONSOLIDATED EDISON CO. 5.5% DUE 9/15/2016	PURCHASED	06/11/09	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
52,148.	45,485.	0.	0.	6,663.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,225 SHS CULLEN FROST BANKERS INC.	PURCHASED	01/24/11	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
126,155.	136,568.	0.	0.	<10,413.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,750 DEERE & CO.	PURCHASED	VARIOUS	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
153,419.	154,129.	0.	0.	<710.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,000 SHS DIAGEO PLC SPONS ADR NEW	PURCHASED	01/24/11	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
116,287.	78,636.	0.	0.	37,651.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75000 DIAGEO FIN BV GTD NT FIXED 3.25% DUE 1/15/2015	PURCHASED	VARIOUS	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
78,815.	77,454.	0.	0.	1,361.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
55000 EMERSON ELEC CO 5.375% DUE 10/15/2017	PURCHASED	06/11/09	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
64,530.	55,842.	0.	0.	8,688.

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(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100000 FEDERAL NATL MTG DTD 4/1/96 1.375% DUE 11/15/2016	PURCHASED	11/04/11	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
102,737.	100,551.	0.	0.	2,186.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
59355.12 FNMA AH 3401 4.5% DUE 1/1/2041	PURCHASED	03/21/11	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
64,029.	61,080.	0.	0.	2,949.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
24840.98 FNMA 5.5% DUE 6/1/2038	PURCHASED	07/26/11	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
26,785.	26,976.	0.	0.	<191.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
58393.18 FNMA 5% DUE 12/1/2039	PURCHASED	06/23/11	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
62,989.	62,627.	0.	0.	362.

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(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,775 SHS FEDEX CORP.	PURCHASED	VARIOUS	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
187,818.	184,235.	0.	0.	3,583.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
965 SHS FLOWSERVE CORP.	PURCHASED	VARIOUS	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
149,591.	116,739.	0.	0.	32,852.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75000 FORD MOTOR CREDIT 7% DUE 10/1/2013	PURCHASED	03/23/11	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
78,023.	77,053.	0.	0.	970.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,100 SHS FRANKLIN RES INC.	PURCHASED	VARIOUS	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
145,384.	132,360.	0.	0.	13,024.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,375 SHS FREEPORT-MCMORAN COPPER CL B	DONATED	02/03/07	01/08/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
48,069.	71,899.	0.	0.	<23,830.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
290 SHS GOOGLE INC.	PURCHASED	01/24/11	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
212,649.	176,429.	0.	0.	36,220.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3,475 SHS INTEL CORP.	PURCHASED	06/11/08	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
73,251.	77,285.	0.	0.	<4,034.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75000 GCB NORDSTROM INC. 5/1/2020	PURCHASED	06/17/11	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
86,814.	79,483.	0.	0.	7,331.

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(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
530 SHS INTERNATIONAL BUSINESS MACHINE CO.	DONATED	VARIOUS	01/08/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
102,214.	54,834.	0.	0.	47,380.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
225 SHS ISHARES JP MORGAN USD EMERGING MARKETS BOND	PURCHASED	07/07/10	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
27,485.	23,351.	0.	0.	4,134.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
250 SHS ISHARES IBOXX HIGH YIELD CORP. BOND	PURCHASED	12/08/09	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
23,502.	21,535.	0.	0.	1,967.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2000 SHS ISHARES TRUST S&P US STK IND	PURCHASED	VARIOUS	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
80,038.	74,862.	0.	0.	5,176.

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(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50000 JP MORGAN CHASE & CO NT 4.65% DUE 6/1/2014	PURCHASED	03/15/11	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
52,709.	51,742.	0.	0.	967.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,160 SHS KANSAS CITY SOUTHERN INC.	PURCHASED	01/24/11	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
185,194.	103,880.	0.	0.	81,314.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,500 SHS LABORATORY CORP OF AMERICA HOLDINGS	PURCHASED	VARIOUS	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
130,137.	132,335.	0.	0.	<2,198.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4,700 SHS LINCOLN NATIONAL CORP.	PURCHASED	VARIOUS	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
128,589.	121,518.	0.	0.	7,071.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4,100 SHS LOWES CO.	PURCHASED	VARIOUS	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
142,554.	101,403.	0.	0.	41,151.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
29000 LOWES CO. INC. 5.4% DUE 10/16/2016	PURCHASED	06/11/09	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
33,719.	29,442.	0.	0.	4,277.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,700 SHS MACK CALI REALTY CORP.	PURCHASED	11/08/11	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
71,278.	73,103.	0.	0.	<1,825.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1 SHS MACK CALI REALTY CORP.	PURCHASED	11/08/11	03/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,225.	397.	0.	0.	828.

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(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50000 MARATHON OIL CORP 6% DUE 10/1/2017	PURCHASED	03/03/11	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
60,190.	54,708.	0.	0.	5,482.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
435 MASTERCARD INC.	PURCHASED	01/24/11	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
225,242.	103,629.	0.	0.	121,613.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,300 MCDONALD CORP.	PURCHASED	01/24/11	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
118,206.	97,960.	0.	0.	20,246.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4,625 SHS METLIFE INC.	PURCHASED	VARIOUS	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
166,450.	199,392.	0.	0.	<32,942.>

THE CHARLES E. AND MARY ELIZABETH SCRIPP | 26-1541507

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,325 SHS NOVARTIS AG ADR	PURCHASED	VARIOUS	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
150,192.	130,797.	0.	0.	19,395.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50000 METLIFE INC. 6.75% DUE 6/1/2016	PURCHASED	07/27/11	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
59,099.	58,893.	0.	0.	206.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3,850 SHS MICROSOFT CORP.	PURCHASED	VARIOUS	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
102,177.	103,263.	0.	0.	<1,086.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,625 SHS MICROSOFT CORP.	DONATED	03/21/94	01/08/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
69,666.	90,100.	0.	0.	<20,434.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
25000 MIDAMERICAN ENERGY CO. 5.3% DUE 3/15/2018	PURCHASED	06/11/09	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
29,756.	25,331.	0.	0.	4,425.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75000 NUCOR CORP FIXED RT NT 4.125% DUE 9/15/2022	PURCHASED	12/29/11	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
82,307.	80,777.	0.	0.	1,530.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100000 PNC FDG CORP 3% DUE 5/19/2014	PURCHASED	03/24/11	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
103,076.	101,310.	0.	0.	1,766.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,500.01 SHS PEPSICO INC.	PURCHASED	VARIOUS	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
174,121.	158,472.	0.	0.	15,649.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75000 PEPSICO 2.5% DUE 5/10/2016	PURCHASED	VARIOUS	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
78,863.	76,445.	0.	0.	2,418.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,875 SHS POTASH CORP SASK INC. ADR	PURCHASED	VARIOUS	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
78,692.	86,656.	0.	0.	<7,964.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3,375 SHS QUALCOMM, INC.	PURCHASED	01/24/11	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
215,725.	173,649.	0.	0.	42,076.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,900 SHS RANGE RES CORP.	PURCHASED	01/24/11	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
186,060.	134,767.	0.	0.	51,293.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,700 SHS RIO TINTO PLC SPON ADR	PURCHASED	VARIOUS	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
96,779.	116,680.	0.	0.	<19,901.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50000 ST. PAUL TRAVELERS CO INC. 5% DUE 12/1/2015	PURCHASED	06/09/09	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
56,413.	50,521.	0.	0.	5,892.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,800 SHS SCHLUMBERGER LTD.	PURCHASED	VARIOUS	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
130,497.	152,693.	0.	0.	<22,196.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,500 SHS SCRIPPS NETWORKS INTERACTIVE CLASS A	PURCHASED	VARIOUS	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
147,772.	122,621.	0.	0.	25,151.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75000 SIMON PPTY GROUP LP FIXED 4.375% DUE 3/1/2021	PURCHASED	07/29/11	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
84,279.	76,636.	0.	0.	7,643.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4,400 SHS US BANCORP DELAWARE NEW	PURCHASED	01/24/11	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
145,021.	117,881.	0.	0.	27,140.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
275 SHS UNITED TECHNOLOGIES CORP.	PURCHASED	VARIOUS	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
22,973.	22,535.	0.	0.	438.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,050 SHS UNITED TECHNOLOGIES CORP.	DONATED	VARIOUS	01/08/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
87,715.	75,658.	0.	0.	12,057.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
10,000 SHS VANGUARD EUROPE PACIFIC	PURCHASED	06/15/10	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
352,692.	313,160.	0.	0.	39,532.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,850 VERIZON COMMUNICATIONS	PURCHASED	01/24/11	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
79,715.	64,941.	0.	0.	14,774.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75000 VERIZON COMM 6.1% DUE 4/15/2018	PURCHASED	03/03/11	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
91,819.	82,384.	0.	0.	9,435.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50000 WALMART STORES 2.8% DUE 4/15/2016	PURCHASED	07/22/11	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
53,294.	51,460.	0.	0.	1,834.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4,550 SHS WELLS FARGO & CO NEW	PURCHASED	VARIOUS	01/18/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
157,881.	147,988.	0.	0.	9,893.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3,950 SHS WESTERN UNION COMPANY	PURCHASED	01/24/11	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
53,956.	78,648.	0.	0.	<24,692.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,400 SHS WISCONSIN ENERGY CORP	PURCHASED	07/25/11	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
89,110.	75,966.	0.	0.	13,144.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
95000 WYETH 5.45% DUE 4/1/2017	PURCHASED	06/09/09	01/08/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
112,203.	96,702.	0.	0.	15,501.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
831.09 VANGUARD EMERGING MKTS INDEX	PURCHASED	07/27/11	06/13/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
21,060.	25,444.	0.	0.	<4,384.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4,741.18 VANGUARD EMERGING MKTS INDEX	DONATED	10/13/05	06/13/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
120,141.	138,486.	0.	0.	<18,345.>

CAPITAL GAINS DIVIDENDS FROM PART IV	5,481.
TOTAL TO FORM 990-PF, PART I, LINE 6A	842,146.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VARIOUS DIVIDEND	232,800.	5,481.	227,319.
VARIOUS INTEREST	17,343.	0.	17,343.
TOTAL TO FM 990-PF, PART I, LN 4	250,143.	5,481.	244,662.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MIRAMAR ADMINISTRATIVE FEE	51,917.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	51,917.	0.		0.

FORM 990-PF — TAXES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2012 ESTIMATED TAX PAID	2,610.	0.		0.
2013 ESTIMATED TAX PAID	8,300.	0.		0.
TO FORM 990-PF, PG 1, LN 18	10,910.	0.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DIRECTORS AND OFFICERS INSURANCE	1,200.	0.		0.
POSTAGE	212.	0.		212.
RETURN ON CAPITAL ADJUSTMENT	1,224.	0.		0.
BOND AMORTIZATION	4,585.	0.		0.
SECRETARY OF STATE FILING FEE	25.	0.		25.
BAKER & HOSTETLER LEGAL FEES	110.	0.		110.
TO FORM 990-PF, PG 1, LN 23	7,356.	0.		347.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 6

DESCRIPTION	AMOUNT
2012 TAX REFUND ($2,610 REFUNDED, $5,048 CREDITED ON 2012 RETURN)	7,658.
TOTAL TO FORM 990-PF, PART III, LINE 3	7,658.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
100000 FEDERAL NATL MTG 1.375% 11/15/16	X		0.	0.
59355.12 FNMA 4.5% 1/1/41	X		0.	0.
24840.98 FNMA 5.5% 6/1/38	X		0.	0.
58393.18 FNMA 5% 12/1/39	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1375 SHS FREEPORT COPPER	0.	0.
2375 AMGEN	0.	0.
1000 AT & T INC.	0.	0.
1050 CHEVRON TEXACO	0.	0.
5325 INTEL CORP	0.	0.
635 INTERNATIONAL BUSINESS MACHINES	0.	0.
4700 LINCOLN NATIONAL CORP	0.	0.
2625 MICROSOFT CORP	0.	0.
1050 UNITED TECHNOLOGIES	0.	0.
800 UNITED TECHNOLOGIES	0.	0.
1300 APACHE CORP	0.	0.
4000 SHS CANADIAN NATL RES LTD	0.	0.
2000 SHS ISHARES TRUST S & P US	0.	0.
225 SHS ISHARES JP MORGAN	0.	0.
2500 PEPSICO	0.	0.

2875 ABBOTT LABS	0.	0.
180 APPLE COMPUTER	0.	0.
5350 AVON PRODUCTS	0.	0.
2425 BAXTER INTERNATIONAL	0.	0.
1750 BERSHIRE HATHAWAY	0.	0.
4075 CVS CORP	0.	0.
2225 CULLEN FROST BANKERS	0.	0.
1750 DEERE & CO	0.	0.
1000 DIAGEO PLC	0.	0.
1975 FEDEX CORP	0.	0.
965 FLOWSERVE CORP	0.	0.
1100 FRANKLIN RES INC	0.	0.
290 GOOGLE	0.	0.
2160 KANSAS CITY SOUTHERN	0.	0.
1500 LABORATORY CORP OF AMER HLDGS	0.	0.
4100 LOWES COS	0.	0.
2700 MACK CALI REALTY CORP	0.	0.
435 MASTERCARD	0.	0.
1550 MCDONALDS CORP	0.	0.
4625 METLIFE INC	0.	0.
3850 MICROSOFT CORP	0.	0.
2360 NOVARTIS AG	0.	0.
2200 POTASH CORP	0.	0.
3375 QUALCOMM	0.	0.
2900 RANGE RES CORP	0.	0.
1700 RIO TINTO PLC	0.	0.
1800 SCHLUMBERGER LTD	0.	0.
2500 SCRIPPS NETWORKS INTERACTIVE	0.	0.
4400 US BANCORP	0.	0.
1850 VERIZON COMMUNICATIONS	0.	0.
4550 WELLS FARGO	0.	0.
3950 WESTERN UNION	0.	0.
2400 WISCONSIN ENERGY	0.	0.
8000 ABB LTD	0.	0.
1850 ANHEUSER BUSCH INBEV	0.	0.
3050 EMC CORP MASS	0.	0.
2275 ORACLE CORP	0.	0.
3000 TJX COMPANIES	0.	0.
3775 WHITING PETE	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	0.	0.

FORM 990-PF | CORPORATE BONDS | STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
25000 AT&T 5.6% 5/15/18	0.	0.
75000 BERKSHIRE HATHAWAY 5.4%	0.	0.
45000 CONSOL EDISON 5.5% 9/15/16	0.	0.
55000 EMERSON ELEC 5.375% 10/15/17	0.	0.
29000 LOWES 5.4% 10/16/16	0.	0.
25000 MIDAMERICAN ENERGY 5.3%	0.	0.
50000 ST PAUL TRAVELERS 5.5%	0.	0.
95000 WYETH 5.45% 4/1/17	0.	0.
75000 AMERICAN EXPRESS 4.875% 7/15/13	0.	0.
75000 BB&T 3.2% 3/15/16	0.	0.
75000 CISCO SYSTEMS 4.95% 2/15/19	0.	0.
75000 CITIGROUP 5.5% 10/15/14	0.	0.
75000 DIAGEO FIN BV 3.25% 1/15/15	0.	0.
75000 FORD MOTOR 7% 10/1/13	0.	0.
50000 JP MORGAN 4.65% 6/1/14	0.	0.
50000 MARATHON OIL 6% 10/1/17	0.	0.
50000 METLIFE 6.75% 6/1/16	0.	0.
75000 GCB NORDSTROM 5/1/20	0.	0.
100000 PNC 3% 5/19/14	0.	0.
75000 PEPSICO 2.5% 5/10/16	0.	0.
75000 SIMON PPTY 4.375% 3/1/21	0.	0.
75000 NUCOR 4.125% 9/15/22	0.	0.
75000 VERIZON COMM 6.1% 4/15/18	0.	0.
50000 WALMART 2.8% 4/15/16	0.	0.
75000 CATERPILLAR 1.5% 6/26/17	0.	0.
75000 COCA COLA 1.65% 3/14/18	0.	0.
75000 CONOCO PHILLIPS 2.4% 12/15/22	0.	0.
75000 GE 3.15% 9/7/22	0.	0.
75000 WELLS FARGO 3.5% 3/8/22	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	0.	0.

FORM 990-PF | OTHER INVESTMENTS | STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
3750.359 VANGUARD EMERG MKTS	COST	0.	0.
250 ISHARES IBOXX CORP BOND	COST	0.	0.
10825 SHS VANGUARD EUROPE PACIFIC	COST	0.	0.
657.407 VANGUARD EMERGING MKTS	COST	0.	0.
25963.53 DFA EMERGING MKTS CORE EQUITY	COST	488,374.	505,250.
121,690.993 DFA INTERMEDIATE EXTEND QUALITY	COST	1,274,000.	1,250,881.

119,091.753 DFA SHORT TERM EXTEND QUALITY	COST	1,285,000.	1,283,809.
34,199.231 VANGUARD MSCI REIT INDEX	COST	503,810.	484,945.
90,773.375 VANGUARD DEVELOPED MKTS INDEX	COST	900,000.	1,041,171.
32,705.1 VANGUARD SMALL CAP VALUE INDEX INST.	COST	590,000.	764,318.
88,495.575 VANGUARD VALUE INDEX-INST	COST	2,100,000.	2,635,398.
58,784.676 VANGUARD GROWTH INDEX INST	COST	2,225,000.	2,814,022.
TOTAL TO FORM 990-PF, PART II, LINE 13		9,366,184.	10,779,794.