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 ____________, 2013, and ending ____________, 20

Name of foundation: THE JOLLEY FOUNDATION

A Employer identification number: 57-6024996

Number and street (or P.O. box number if mail is not delivered to street address): 1525 WEST WT HARRIS BLVD, D1114-044

Room/suite:

B Telephone number (see instructions): 864-255-8231

City or town, state or province, country, and ZIP or foreign postal code: CHARLOTTE, NC 28262

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)* ▶ $ 30,661,013.

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) (see instructions).)*

		Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ [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	562,911.	558,755.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,644,036.			
	b	Gross sales price for all assets on line 6a 30,538,324.				
	7	Capital gain net income (from Part IV, line 2)		1,644,036.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	45,660.	19,686.		STMT 15
	12	**Total.** Add lines 1 through 11	2,252,607.	2,222,477.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) STMT 16	171,680.	156,797.		14,883.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 17	60,033.	10,859.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	2,091.	NONE	NONE	2,091.
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 18	76.	76.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	233,880.	167,732.	NONE	16,974.
	25	Contributions, gifts, grants paid	1,203,000.			1,203,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	1,436,880.	167,732.	NONE	1,219,974.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	815,727.			
	b	**Net investment income** (if negative, enter -0-)		2,054,745.		
	c	**Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing	-23,984.	-764.	-764.
2	Savings and temporary cash investments	582,923.	3,509,761.	3,509,761.
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule) STMT 19	2,638,749.	2,716,032.	2,694,175.
b	Investments - corporate stock (attach schedule) STMT 22	14,644,291.	13,997,538.	17,323,748.
c	Investments - corporate bonds (attach schedule) STMT 48	1,581,755.	2,604,093.	2,607,528.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 53	6,553,988.	4,288,796.	4,526,565.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ STMT 63)	360,994.		
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	26,338,716.	27,115,456.	30,661,013.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)		6.	
23	**Total liabilities** (add lines 17 through 22)		6.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, ▶ ☒ check here and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	26,338,716.	27,115,450.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	26,338,716.	27,115,450.	
31	**Total liabilities and net assets/fund balances** (see instructions)	26,338,716.	27,115,456.	

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	26,338,716.
2	Enter amount from Part I, line 27a	2	815,727.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 64	3	11,668.
4	Add lines 1, 2, and 3	4	27,166,111.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 65	5	50,649.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	27,115,462.

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	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	30,518,319.		28,874,283.	1,644,036.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				1,644,036.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	1,644,036.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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	1,144,475.	27,747,607.	0.041246
2011	1,641,853.	28,385,047.	0.057842
2010	786,804.	27,659,633.	0.028446
2009	1,663,641.	24,864,240.	0.066909
2008	1,629,442.	29,911,835.	0.054475

2	**Total** of line 1, column (d)	2	0.248918
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049784
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	29,429,728.
5	Multiply line 4 by line 3	5	1,465,130.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	20,547.
7	Add lines 5 and 6	7	1,485,677.
8	Enter qualifying distributions from Part XII, line 4	8	1,219,974.

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 ▶ ☐ and enter 1% of Part I, line 27b	1	41,095.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	41,095.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	41,095.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 44,161.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	44,161.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	3,066.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 3,066. **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. ▶ $ ________ (2) On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities.			
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?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by General Instruction T.			
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) ▶ SC			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	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

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

		Line	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 ▶ WELLS FARGO BANK NA Telephone no. ▶ (864) 255-8231

Located at ▶ 15 S. MAIN STREET 2ND FLOOR, GREENVILLE, SC ZIP+4 ▶ 29601

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 |

		Line	Yes	No
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

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

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . . . ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . . ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . . . ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . . . ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here . . . . . . ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . . ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . . ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank 1525 W W T Harris Blvd D1114-044, Charlotte, NC 28288	Investment Manag 40	-0-	-0-	-0-
James E. Jolley C/O Wells Fargo Bank PO Box 969, Greenville, SC 29602	Trustee 4	-0-	-0-	-0-
Jolley Bruce Christman C/O Wells Fargo Bank PO Box 969, Greenville, SC 29602	Trustee 4	-0-	-0-	-0-
James M. Bruce III C/O Wells Fargo Bank PO Box 969, Greenville, SC 29602	Trustee 4	-0-	-0-	-0-

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

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

Total number of other employees paid over $50,000 . . . . . . ▶ NONE

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments See instructions. 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	28,270,081.
b	Average of monthly cash balances	1b	1,607,815.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	29,877,896.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	29,877,896.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	448,168.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29,429,728.
6	**Minimum investment return.** Enter 5% of line 5	6	1,471,486.

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

1	Minimum investment return from Part X, line 6			1	1,471,486.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	41,095.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	41,095.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,430,391.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,430,391.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,430,391.

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	1,219,974.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,219,974.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,219,974.

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				1,430,391.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			NONE	
b Total for prior years 20 11 ,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008 ...... NONE				
b From 2009 ...... NONE				
c From 2010 ...... NONE				
d From 2011 ...... 27,723.				
e From 2012 ...... NONE				
f **Total** of lines 3a through e	27,723.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,219,974.				
a Applied to 2012, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				1,219,974.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	27,723.			27,723.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				182,694.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2009 ... NONE				
b Excess from 2010 ... NONE				
c Excess from 2011 ... NONE				
d Excess from 2012 ... NONE				
e Excess from 2013 ... NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a 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).)

MR. JAMES E JOLLEY

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

N/A

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

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

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

SEE STATEMENT 66

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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*				
SEE STATEMENT 81				1,203,000.
Total . . . . . . ▶ **3a**				1,203,000.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	562,911.	
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	1,644,036.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b FUTURE CONTRACTS			01	9,661.	
c MF OTHER INCOME			01	35,999.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				2,252,607.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 2,252,607.

(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). (See instructions.)
	NOT APPLICABLE

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

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

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.

▶ [signature] 05/14/2014 ▶Trustee

Signature of officer or trustee Date Title

THE JOLLEY FOUNDATION

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DEBRA GORDY	Debra Gordy	05/14/2014		P01030672

Firm's name ▶ WELLS FARGO BANK, N.A. Firm's EIN ▶ 94-3080771

Firm's address ▶ 1525 W W.T. HARRIS BLVD. D1114-044 CHARLOTTE, NC 28262 Phone no. 800-691-8916

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABB LTD SPONSORED ADR	902.	902.
AFLAC INC COM	482.	482.
AT&T INC	3,292.	3,292.
ABBVIE INC	481.	481.
ABERDEEN EMERG MARKETS-INST #5840	36,355.	36,355.
ACADIA REALTY TRUST	46.	46.
ADVANCE AUTO PARTS COM	16.	16.
AGILENT TECHNOLOGIES INC COM	581.	581.
AIR PRODS & CHEMICALS INC COM W/ RTS TO	1,380.	1,380.
AIRGAS INC COM	250.	250.
ALBEMARLE CORP COM	742.	742.
ALEXANDRIA REAL ESTATE EQUITIES INC COM	380.	335.
ALLEGHENY TECHNOLOGIES INC COM	688.	688.
ALLERGAN INC COM W/RIGHTS ATTACHED EXP 2	45.	45.
ALTRIA GROUP INC	1,259.	1,259.
ALTRIA GROUP INC 10.200% 2/06/39	2,689.	2,689.
ALTRIA GROUP INC 5.375% 1/31/44	32.	32.
AMERICA MOVIL SAB DE 5.000% 3/30/20	108.	108.
AMERICA MOVIL SAB DE 5.000% 10/16/19	433.	433.
AMERICAN ASSETS TRUST INC	197.	192.
AMERICAN CAMPUS CMNTYS INC	186.	166.
AMERICAN ELEC PWR CO INC COM	267.	267.
AMERICAN EXPRESS CO COM	781.	781.
AMERICAN INTL GROUP 6.400% 12/15/20	1,534.	1,534.
AMERICAN WATER WORKS CO INC/NE	479.	479.
AMERISOURCEBERGEN CORP COM	99.	99.
APACHE CORP COM RTS EXP 01/31/2006	208.	208.
APPLE COMPUTER INC COM	1,348.	1,348.
APPLIED MATERIALS IN 5.850% 6/15/41	76.	76.
ARM HLDGS PLC SPONSORED ADR	35.	35.
ARMADA HOFFLER PROPERTIES IN	93.	16.
ASHLAND INC NEW COM	801.	801.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ASTRAZENECA PLC SPONSORED ADR	1,400.	1,400.
AUTOMATIC DATA PROCESSING INC COM	983.	983.
AUTOZONE INC 3.125% 7/15/23	108.	108.
AVALONBAY CMNTYS INC COM	390.	390.
AVERY DENNISON CORP COM	261.	261.
AVIV REIT INC	145.	25.
AVON PRODS INC COM W/RTS ATTACHED	40.	40.
AXA 8.600% 12/15/30	12.	12.
AXIALL CORP	31.	31.
BB&T CORP COM	714.	714.
BCE INC	689.	689.
BP PLC SPONSORED ADR	970.	970.
BRE PPTYS INC CL A	91.	91.
BABCOCK & WILCOX CO	15.	15.
BAKER HUGHES INC COM	204.	204.
BANC ONE CORP DEBS 8.000% 4/29/27	1,111.	1,111.
BANC OF AMERICA COM 5.182% 9/10/47	2,399.	2,399.
BANK AMER CORP COM	60.	60.
BANK OF AMERICA CORP 5.700% 1/24/22	114.	114.
BANK OF AMERICA CORP 3.300% 1/11/23	106.	106.
BAXTER INTL INC COM W/RIGHTS ATTACHED EX	1,739.	1,739.
BEAM INC	252.	252.
BELDEN INC	124.	124.
BIOMED RLTY TR INC	487.	487.
BLACKROCK INC	1,277.	1,277.
BORG WARNER INC COM	70.	70.
BOSTON PPTYS INC COM	326.	326.
BRISTOL-MYERS SQUIBB CO COM	559.	559.
BROADCOM CORP COM	169.	
BROWN & BROWN INC COM	142.	142.
BUNGE LIMITED FINANC 3.200% 6/15/17	127.	127.
C H ROBINSON WORLDWIDE INC	85.	85.
CIGNA CORP COM	12.	12.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CMS ENERGY CORP COM	143.	143.
CNH EQUIPMENT TRUST 1.290% 9/15/17	1,419.	1,419.
CVS CORP COM	668.	668.
COUNTRYWIDE ALTERNAT 6.000% 3/25/34	1,247.	1,247.
CAMDEN PROPERTY TRUST	269.	269.
CAMECO CORP COM	447.	447.
CANADIAN PACIFIC RAILWAY LTD COM	250.	250.
CAPITAL ONE BANK USA 8.800% 7/15/19	719.	719.
CARDINAL HLTH INC COM	315.	315.
CARNIVAL CORP PAIRED CTF 1 COM	1,024.	1,024.
CARNIVAL CORP 1.875% 12/15/17	330.	324.
CARPENTER TECHNOLOGY CORP COM	159.	159.
CELADON GRP INC COM W/RIGHTS ATTACHED EX	20.	20.
CHEVRONTEXACO CORP COM	1,556.	1,556.
CHICAGO BRIDGE & IRON NY SHS	58.	58.
CHICOS FAS INC COM	32.	32.
CHUBB CORP COM	271.	271.
VR CITIGROUP INC 0.512% 6/09/16	94.	94.
CITIGROUP INC 6.125% 8/25/36	555.	555.
CITIGROUP INC 4.050% 7/30/22	237.	237.
CLOROX CO COM	90.	90.
COACH INC COM W/RTS ATTACHED EXP 5/2/201	1,007.	1,007.
COCA-COLA CO COM	1,288.	1,288.
COMCAST CORP NEW CL A	309.	309.
COMPUTER SCIENCES CORP COM	423.	423.
CONOCOPHILLIPS COM	1,054.	1,054.
COOPER COS INC COM NEW	24.	24.
CORNING INC COM W/RTS EXP 07/15/2006	803.	803.
CORPORATE EXECUTIVE BOARD CO COM	126.	126.
COSTCO WHOLESALE CORP COM	324.	324.
CREDIT SUISSE 5.400% 1/14/20	450.	450.
CUBESMART	85.	85.
CUMMINS INC COM	67.	67.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DDR CORP	381.	11.
DSW INC	214.	214.
DANAHER CORP COM	28.	28.
DARDEN RESTAURANTS INC COM	350.	350.
DIAMOND HILL LONG-SHORT FD CL I #11	1,681.	1,681.
DIGITAL RLTY TR INC	1,258.	1,258.
DISCOVER FINANCIAL SERVICES	318.	318.
DOMINION RES INC VA NEW COM	482.	482.
DOUGLAS EMMETT INC	174.	47.
DOVER CORP COM W/RTS EXP 11/2006	679.	679.
DU PONT E I DE NEMOURS & CO COM	1,477.	1,477.
DUKE ENERGY HOLDING CORP. COM	983.	983.
DUN & BRADSTREET CORP COM	424.	424.
DUPONT FABROS TECHNOLOGY INC	365.	313.
EPR PROPERTIES	826.	589.
ECOLAB INC COM	173.	173.
ENERGEN CORP COM W/RTS	117.	117.
ENERSYS	103.	103.
ENTERPRISE PRODUCTS 4.450% 2/15/43	321.	321.
EQUIFAX INC COM	50.	50.
EQUITY LIFESTYLE PPTYS INC	165.	165.
EQUITY RESIDENTIAL PPTYS TR SH BEN INT	443.	443.
EXELON GENERATION CO 6.250% 10/01/39	833.	833.
EXPEDIA INC	35.	35.
EXPERIAN PLC - ADR	266.	266.
EXTRA SPACE STORAGE INC	416.	326.
EXXON MOBIL CORP COM	1,033.	1,033.
FEI CO COM	69.	69.
FMC CORP COM NEW W/RTS EXP 03/01/2006	255.	255.
FASTENAL CO COM	216.	216.
FHLMC POOL #S50017 3.000% 12/15/32	4,984.	4,984.
FED FARM CREDIT BK 0.220% 3/27/13	45.	45.
FED FARM CREDIT BK 1.125% 2/27/14	1,281.	1,281.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FED HOME LN BK 2.750% 6/08/18	40.	40.
FED FARM CREDIT BK 0.600% 4/16/15	176.	176.
FED HOME LN BK 5.000% 11/17/17	2,335.	2,335.
FED HOME LN BK 3.125% 12/13/13	903.	903.
FED NATL MTG ASSN 5.000% 5/11/17	168.	168.
FED NATL MTG ASSN 4.375% 3/15/13	1,507.	1,507.
FEDERAL RLTY INVT TR SH BEN INT NEW W/RI	557.	557.
FED HOME LN MTG CORP 5.500% 3/15/40	3,652.	3,652.
FED HOME LN MTG CORP 3.500% 5/29/13	700.	700.
FED HOME LN MTG CORP 1.375% 2/25/14	313.	313.
FNMA POOL #AH1684 4.000% 9/01/41	1,285.	1,285.
FNMA POOL #AH9348 5.000% 4/01/41	40.	40.
FNMA POOL #AI6349 4.500% 7/01/41	5,287.	5,287.
FNMA POOL #AI8479 5.000% 8/01/41	7,210.	7,210.
FNMA POOL #AJ2293 4.000% 9/01/41	2,471.	2,471.
FNMA POOL #AJ3615 4.000% 11/01/41	7,672.	7,672.
FNMA POOL #AJ9327 3.500% 1/01/42	3,995.	3,995.
FNMA POOL #AP3086 3.000% 9/01/42	2,318.	2,318.
FNMA POOL #AP8246 3.500% 9/01/42	2,332.	2,332.
FNMA POOL #AT4797 3.000% 6/01/43	488.	488.
FNMA POOL #AU4779 4.500% 9/01/43	110.	110.
FNMA POOL #AU8053 4.500% 9/01/43	169.	169.
FNMA POOL #AU7388 5.000% 10/01/43	25.	25.
FNMA POOL #AU7367 5.000% 9/01/43	25.	25.
FNMA POOL #AV1004 5.000% 10/01/43	25.	25.
FNMA POOL #AV1030 5.000% 11/01/43	12.	12.
VR FED NATL MTG AS 6.545% 3/25/36	10,407.	10,407.
FNMA POOL #AE0042 5.500% 5/01/40	221.	221.
FIFTH THIRD BANCORP COM	223.	223.
VR FIFTH THIRD 0.672% 12/20/16	205.	205.
FINANCIAL ENGINES INC	35.	35.
FIRST POTOMAC RLTY TR	179.	24.
FIRST REPUBLIC BANK/SAN FRANCI	38.	38.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOOT LOCKER INC COM	60.	60.
FREEPORT-MCMORAN C 3.550% 3/01/22	287.	287.
GNC HOLDINGS INC	207.	207.
GS MORTGAGE SECURITI 2.318% 5/10/45	811.	811.
VR GS MORTGAGE SEC 5.90668% 5/10/45	863.	863.
ARTHUR J. GALLAGER COM	172.	172.
GENERAL ELEC CO COM	1,038.	1,038.
GENERAL ELEC CAP COR 5.300% 2/11/21	530.	530.
GENTEX CORP COM	123.	123.
GENUINE PARTS CO COM W/RIGHTS ATTACHED E	1,117.	1,117.
GENWORTH FINANCIAL 7.700% 6/15/20	1,115.	1,115.
GENWORTH FINANCIAL 7.200% 2/15/21	456.	456.
GLAXO SMITHKLINE SPONSORED PLC ADR	1,083.	1,083.
GOLDMAN SACHS GRP INC COM	851.	851.
GOLDMAN SACHS GROUP 5.950% 1/15/27	186.	186.
GOLDMAN SACHS GROUP 6.750% 10/01/37	1,986.	1,986.
VR GOVT NATL MTG 1.115% 12/16/52	12,202.	12,202.
VR GOVT NATL MTG 1.141% 9/16/46	5,852.	5,852.
W W GRAINGER INC COM W/RIGHTS ATTACHED E	658.	658.
GRUPO TELEVISA S.A. 6.000% 5/15/18	553.	553.
HCP INC	1,500.	1,396.
HCP INC 2.625% 2/01/20	389.	389.
HSBC HOLDINGS PLC 6.800% 6/01/38	1,685.	1,685.
HARBOR FD INTL FD	39,207.	39,207.
HARLEY DAVIDSON INC COM W/RIGHTS ATTACHE	470.	470.
HARMAN INTL INDS INC NEW COM W/RIGHTS AT	41.	41.
OAKMARK INTERNATIONAL FD CL I	36,048.	36,048.
HASBRO INC COM	68.	68.
HEALTH CARE PROPERTI 6.000% 1/30/17	2,789.	2,789.
HEALTHCARE REALTY TR 3.750% 4/15/23	174.	174.
HEALTH CARE REIT INC COM	1,408.	722.
HEALTH CARE REIT INC 4.125% 4/01/19	1,031.	1,031.
HEALTH CARE REIT INC 3.750% 3/15/23	548.	548.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HELMERICH & PAYNE INC COM W/RTS EXP 01/3	988.	988.
HERSHEY FOODS CORP COM W/RTS ATTACHED EX	340.	340.
HONEYWELL INTL INC COM	613.	613.
HOST MARRIOTT CORP NEW COM	492.	492.
HUNTSMAN CORP	431.	431.
IAC/INTERACTIVECORP	436.	436.
IBERIABANK CORP COM	117.	117.
INTERCONTINENTALEXCHANGE GROUPINC	107.	107.
INTL BUSINESS MACHINES CORP COM	258.	258.
INTERNATIONAL PAPER CO COM	1,031.	1,031.
INTERPUBLIC GRP COS INC COM	499.	499.
INTUIT COM W/RTS EXP 5/1/2008	106.	106.
ISHARES RUSSELL 2000 GROWTH INDEX FUND	87.	87.
IVY ASSET STRATEGY FUND CLASS I #473	8,344.	8,344.
JPMORGAN CHASE & CO 3.375% 5/01/23	312.	312.
JPMBB COMMERCIAL MO 4.1327% 8/15/46	838.	838.
JOHNSON & JOHNSON COM	1,964.	1,964.
JP MORGAN CHASE BANK 6.000% 10/01/17	433.	433.
KANSAS CITY SOUTHN INDS INC COM	106.	106.
KENNAMETAL INC COM W/RIGHTS ATTACHED EXP	93.	93.
KEYCORP NEW COM	508.	508.
KEY BANK NA 5.450% 3/03/16	666.	666.
KILROY RLTY CORP COM W/RTS ATTACHED EXP	495.	272.
KIMBERLY-CLARK CORP COM	476.	476.
KINDER MORGAN ENER 3.950% 9/01/22	390.	390.
KNIGHT TRANSN INC COM	35.	35.
KOHL'S CORPORATION 4.000% 11/01/21	928.	928.
KRAFT FOODS GROUP INC	859.	859.
LSI LOGIC CORP COM	175.	175.
LENNAR CORP COM	76.	76.
LIBERTY PPTY TR SH BEN INT	560.	560.
LILLY ELI & CO COM W/RTS EXP 7/28/2008	1,764.	1,764.
LINCOLN NATIONAL COR 6.250% 2/15/20	1,250.	1,250.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LINEAR TECHNOLOGY CORP COM	827.	827.
LOCKHEED MARTIN CORP COM	1,697.	1,697.
VR LONG BEACH MORT 1.01189% 2/25/34	90.	90.
LORILLARD INC	584.	584.
LOWES COS INC COM W/RIGHTS ATTACHED EXPI	450.	450.
MSC INDL DIRECT INC CL A	366.	366.
MACERICH CO COM W/RIGHTS ATTACHED EXPIRI	344.	344.
MACY'S INC	979.	979.
MACYS RETAIL HLDGS 4.375% 9/01/23	7.	7.
MARATHON OIL CORP COM	501.	501.
MARSH & MCLENNAN COS INC COM	403.	403.
MATTEL INC 5.450% 11/01/41	1,090.	1,090.
MCDONALDS CORP COM	1,358.	1,358.
MCGRAW HILL COS INC	56.	56.
MEADWESTVACO CORP COM W/RTS EXP 1/29/200	678.	678.
MERCK & CO INC NEW	2,397.	2,397.
MERRILL LYNCH & CO 6.050% 5/16/16	366.	366.
VR MERRILL LYNCH 1.040% 9/15/26	141.	141.
MERRILL LYNCH & CO 6.110% 1/29/37	496.	496.
METHODE ELECTRON INC COMMON	40.	40.
METLIFE INC COM	995.	995.
MET LIFE GLOB FUNDIN 7.717% 2/15/19	1,827.	1,827.
MICROSOFT CORP COM	3,584.	3,584.
MICROCHIP TECHNOLOGY INC COM W/RTS ATTAC	594.	
MONRO MUFFLER BRAKE INC COM	23.	23.
MONSANTO CO NEW COM	1,323.	1,323.
MORGAN STANLEY 4.750% 3/22/17	1,098.	1,098.
MORGAN STANLEY 4.875% 11/01/22	997.	997.
VR MORGAN STANLEY 4.21844% 7/15/46	394.	394.
VR MORGAN STANLEY 4.36565% 8/15/46	30.	30.
MOTOROLA SOLUTIONS, INC.	73.	73.
NATIONAL GRID PLC ADR	1,353.	1,353.
NATIONAL OILWELL INC COM	96.	96.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NATIONAL RETAIL PPTYS INC	293.	235.
NEW JERSEY ST TPK AU 7.102% 1/01/41	1,884.	1,884.
NEWELL RUBBERMAID INC COM	929.	929.
NEWS AMERICA INC 6.650% 11/15/37	998.	998.
NEXEN INC 7.500% 7/30/39	921.	921.
NICE SYSTEMS LTD SPONSORED ADR	103.	103.
NIKE INC CL B COM	552.	552.
NISOURCE INC COM	958.	958.
NORANDA INC 5.500% 6/15/17	1,585.	1,585.
NORDEA BANK AB 4.250% 9/21/22	626.	626.
NORDSTROM INC COM	186.	186.
NORFOLK SOUTHN CORP COM W/RIGHTS ATTACHE	1,183.	1,183.
NORTH TEX TWY AUTH 6.718% 1/01/49	1,344.	1,344.
NORTHEAST UTILS COM W/RTS ATTACHED EXP 2	786.	786.
NORTHERN TR CORP COM	646.	646.
OCCIDENTAL PETE CORP COM	397.	397.
OCEANEERING INTL INC COMMON	172.	172.
OMNICOM GRP INC COM	864.	864.
OMEGA HLTHCARE INVS INC COM	139.	114.
ONEOK PARTNERS LP 3.375% 10/01/22	183.	183.
ONEOK PARTNERS LP 5.000% 9/15/23	114.	114.
ORACLE CORP COM	145.	145.
OXFORD INDS INC COM	204.	204.
PNC FINL SVCS GROUP INC COM W/RIGHTS ATT	208.	208.
PNC BANK NA 6.875% 4/01/18	1,115.	1,115.
PPG INDS INC COM W/RTS ATTACHED EXP 04/3	54.	54.
PPL CORP COM	691.	691.
PVH CORP	29.	29.
PALL CORP COM	101.	101.
PEGASYSTEMS INC	21.	21.
PEPSICO INC COM	1,405.	1,405.
PERKINELMER INC COM	48.	48.
PERRIGO CO COM W/RTS EXP 04/10/2006	61.	61.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PETROBRAS INTL FIN 5.375% 1/27/21	423.	423.
PETROBRAS INTL FIN 6.750% 1/27/41	379.	379.
PETROBRAS INTL FIN 3.875% 1/27/16	468.	468.
PETROBRAS GLOBAL FIN 5.625% 5/20/43	509.	509.
PETROBRAS GLOBAL FIN 3.000% 1/15/19	62.	62.
PETROLEOS MEXICANOS 4.875% 1/24/22	27.	27.
PHILIP MORRIS INTERNATIONAL IN	1,580.	1,580.
PIEDMONT OFFICE REALTY TRU-A	198.	127.
PIER 1 IMPORTS INC COM W/RTS ATTACHED	46.	46.
PIMCO COMMODITY REAL RET STRAT-I#45	28,138.	28,138.
PIMCO EMERGING MKTS CURR-IN #1872	1,552.	1,552.
PIONEER NAT RES CO COM W/RIGHTS ATTACHED	19.	19.
PITNEY-BOWES INC COM W/RTS ATTACHED EXP	538.	538.
POLYONE CORP-COM	233.	233.
POTASH CORP SASK INC COM W/RTS ATTACHED	362.	362.
POWER INTEGRATIONS INC COM W/RIGHTS ATTA	60.	60.
PRECISION CASTPARTS CORP COM W/RIGHTS AT	10.	10.
T ROWE PRICE GRP INC COM	1,231.	1,231.
PROCTER & GAMBLE CO COM	1,543.	1,543.
PRUDENTIAL FINANCIAL 7.375% 6/15/19	1,098.	1,098.
PUBLIC STORAGE INC COM	1,079.	1,079.
QUESTAR MARKET RESOURCES INC	9.	9.
QUALCOMM INC COM W/RTS ATTACHED	1,582.	1,582.
QUESTAR CORP COM W/RTS EXP 03/25/2006	101.	101.
RLJ LODGING TRUST	290.	290.
RAMCO-GERSHENSON PPTYS TR COM	213.	187.
RAYMOND JAMES FINL INC COM	160.	160.
REALTY INCOME CORP COM	171.	105.
REGENCY CENTERS CORP REIT	439.	439.
REINSURANCE GRP OF 6.450% 11/15/19	1,613.	1,613.
RESMED INC COM	157.	157.
RETAIL OPPORTUNITY INVESTMENTS CORP	269.	106.
RETAIL PROPERTIES OF AME-A	90.	37.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
REYNOLDS AMERICAN INC	1,157.	1,157.
RIDGEWORTH SEIX HY BD-I #5855	14,522.	14,522.
ROCKWELL INTL CORP NEW COM	79.	79.
ROSS STORES INC COM	137.	137.
ROYAL DUTCH SHELL PLC ADR	1,208.	1,208.
ST JUDE MED INC COM W/RTS ATTACHED EXP 0	389.	389.
SCHLUMBERGER LTD COM	1,297.	1,297.
SEALED AIR CORP NEW COM	370.	370.
SELECT INCOME	74.	74.
SEMPRA ENERGY 9.800% 2/15/19	2,450.	2,450.
SENIOR HSG PPTYS TR SH BEN INT	339.	256.
SIMON PPTY GRP INC NEW COM	2,103.	2,103.
SIMON PROPERTY GROU 10.350% 4/01/19	1,553.	1,553.
SMITH A O CORP CL B	156.	156.
SOUTHERN CO COM	977.	977.
SOUTHWEST AIRLINES CO COM	104.	104.
STAGE STORES INC	185.	185.
STANLEY BLACK & DECKER,INC.	365.	365.
STARBUCKS CORP COM	305.	305.
STARWOOD HOTELS & RESORTS WORLDWIDE	230.	230.
STATE STR CORP COM	532.	532.
STRYKER CORP COM	647.	647.
SUNCOR ENERGY INC NEW F	89.	89.
SUNTRUST BANK 7.250% 3/15/18	1,813.	1,813.
SUNTRUST BKS INC COM	448.	448.
SYMANTEC CORP COM W/RTS EXP 8/12/2008	360.	360.
TD AMERITRADE HLDG CORP	257.	257.
TARGET CORP COM	1,169.	1,169.
TAUBMAN CTRS INC COM	302.	262.
TEMPLETON GLOBAL BOND FD-ADV #616	84,149.	84,149.
TENNANT CO COM W/RTS ATTACHED	195.	195.
TEXAS INSTRS INC COM	1,892.	1,892.
3M CO COM	1,133.	1,133.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TIME WARNER CABLE IN 5.875% 11/15/40	300.	300.
TIME WARNER CABLE IN 4.500% 9/15/42	734.	734.
TOTAL FINA ELF S A SPONSORED ADR	1,433.	1,433.
TOTAL SYS SVCS INC COM	78.	78.
TRACTOR SUPPLY CO COM	91.	91.
TYSON FOODS INC 4.500% 6/15/22	1,125.	1,125.
UBS AG STAMFORD CT 5.875% 7/15/16	1,469.	1,469.
UNILEVER PLC SPONSORED ADR NEW	212.	212.
UNION PAC CORP COM	1,676.	1,676.
UNITED PARCEL SERVICE CL B COM	2,319.	2,319.
UNITED STATES TREAS BD DTD 11/16/98 5.25	370.	370.
US TREASURY BOND 4.500% 2/15/36	625.	625.
US TREASURY BOND 2.750% 11/15/42	2.	2.
US TREASURY BOND 3.125% 2/15/43	145.	145.
US TREASURY BOND 3.625% 8/15/43	-136.	-136.
US TREASURY NOTE 0.500% 10/15/13	15.	15.
US TREASURY NOTE 0.625% 2/28/13	1,678.	1,678.
US TREASURY NOTE 0.375% 6/30/13	820.	820.
US TREASURY NOTE 1.500% 8/31/18	113.	113.
US TREASURY NOTE 1.375% 9/30/18	430.	430.
US TREASURY NOTE 0.125% 12/31/13	285.	285.
US TREASURY NOTE 0.250% 2/28/14	-129.	-129.
US TREASURY NOTE 0.375% 4/15/15	480.	480.
US TREASURY NOTE 0.750% 10/31/17	263.	263.
US TREASURY NOTE 1.625% 11/15/22	160.	160.
US TREASURY NOTE 0.250% 11/30/14	104.	104.
US TREASURY NOTE 0.750% 12/31/17	158.	158.
US TREASURY NOTE 0.250% 1/31/15	178.	178.
US TREASURY NOTE 2.000% 2/15/23	122.	122.
US TREASURY NOTE 0.750% 2/28/18	93.	93.
US TREASURY NOTE 0.125% 4/30/15	35.	35.
US TREASURY NOTE 0.250% 6/30/15	143.	143.
US TREASURY NOTE 0.250% 7/31/15	85.	85.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US TREASURY NOTE 1.375% 7/31/18	3.	3.
US TREASURY NOTE 2.500% 8/15/23	2.	2.
US TREASURY NOTE 0.375% 8/31/15	291.	291.
US TREASURY NOTE 1.250% 10/31/18	190.	190.
UNITED TECHNOLOGIES CORP COM	2,162.	2,162.
UNITEDHEALTH GRP INC COM	358.	358.
VANGUARD INFLAT-PROT SECS-ADM #5119	767.	767.
VENTAS INC-COM	1,113.	1,113.
VERIZON COMMUNICATIONS COM	1,091.	1,091.
VISA INC-CLASS A SHRS	54.	54.
VODAFONE GROUP PLC SPONSORED ADR	1,329.	1,329.
VORNADO RLTY TR COM	780.	780.
VULCAN MATERIALS CO COM W/RIGHTS ATTACHE	15.	15.
WPP FINANCE 2010 3.625% 9/07/22	899.	899.
WALGREEN CO COM W/RTS ATTACHED EXP 08/21	1,109.	1,109.
WEATHERFORD INTL LTD 4.500% 4/15/22	623.	623.
WELLS FARGO & COMPAN 3.450% 2/13/23	180.	180.
WELLS FARGO ADV S/T H/Y-ADM #3769	3,421.	3,421.
WEST PHARMACEUTICAL SVCS INC-COM	120.	120.
WESTERN UN CO 6.200% 11/17/36	1,624.	1,624.
WESTERN UNION CO/THE 5.253% 4/01/20	724.	724.
WESTERN UNION CO/THE 2.875% 12/10/17	34.	34.
WESTLAKE CHEM CORP	52.	52.
WHIRLPOOL CORP COM W/RTS ATTACHED EXP 05	369.	369.
WHOLE FOODS MKT INC COM	25.	25.
WILLIAMS COS INC COM W/RTS ATTACHED	1,654.	1,654.
WILLIAMS SONOMA INC COM	295.	295.
WINDSTREAM CORP	215.	105.
WORLD FINANCIAL NETW 3.960% 4/15/19	1,162.	1,162.
WYNDHAM WORLDWIDE 4.250% 3/01/22	1,063.	1,063.
WYNN RESORTS LTD	552.	552.
XCEL ENERGY INC COM	297.	297.
XEROX CORP COM W/RTS ATTACHED EXP 4/16/2	736.	736.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
XEROX CORPORATION 6.350% 5/15/18	586.	586.
ZOETIS INC	116.	116.
XSTRATA FINANCE CANA 4.000% 10/25/22	6.	6.
BANCO BRADESCO (CAYM 5.900% 1/16/21	434.	434.
ACCENTURE PLC	1,122.	1,122.
DELPHI AUTOMOTIVE PLC	53.	53.
EATON CORP PLC	1,055.	674.
ENSCO PLC-CL A	1,385.	1,385.
INGERSOLL-RAND PLC	403.	403.
INVESCO LIMITED	904.	904.
PARTNERRE LTD COM	326.	326.
UTI WORLDWIDE INC COM	29.	29.
WILLIS GROUP HOLDINGS PLC	1,032.	1,032.
ACE LIMITED	725.	725.
PENTAIR, LTD.	892.	892.
TYCO INTERNATIONAL LTD NEW	690.	690.
CORE LABS NV	75.	75.
NIELSEN HOLDINGS B.V.	66.	66.
FED CASH RES 125	49.	49.
AVAGO TECHNOLOGIES LTD	148.	148.
TOTAL	562,911.	558,755.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FUTURE CONTRACTS	9,661.	10,109.
MUTUAL FUND OTHER INCOME	35,999.	35,999.
ENERGY CAP MEZZANIE PTNSHIP		13,396.
ABBEY CAPITAL FUND LTD K-1		-39,818.
TOTALS	45,660.	19,686.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CUSTIDIAN MGMT FEE	104,242.	104,242.	
3RD PARTY ADVISOR FEE	52,555.	52,555.	
GRANT ADMIN AND TAX FEE	14,883.		14,883.
TOTALS	171,680.	156,797.	14,883.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	906.	906.
FEDERAL TAX PAYMENT - PRIOR YE	5,013.	
FEDERAL ESTIMATES - PRINCIPAL	44,161.	
FOREIGN TAXES ON QUALIFIED FOR	6,097.	6,097.
FOREIGN TAXES ON NONQUALIFIED	3,856.	3,856.
TOTALS	60,033.	10,859.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ADR FEES	76.	76.
TOTALS	76.	76.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
3133XQU34 FED HOME LN BK		
3133XMQ87 FED HOME LN BK		
3129345H1 FED HOME LN MTG CORP		
312943B93 FED HOME LN MTG CORP		
3128PQ4X6 FED HOME LN MTG CORP		
31398AXJ6 FED NATL MTG ASSN		
31359MSL8 FED NATL MTG ASSN		
31416M4K7 FED NATL MTG ASSN PO		
31416WEZ1 FED NATL MTG ASSN PO		
31418QUC5 FED NATL MTG ASSN PO		
31418UWG5 FED NATL MTG ASSN PO		
31418UXW9 FED NATL MTG ASSN PO		
31419GSA3 FED NATL MTG ASSN PO		
31412QSJ9 FED NATL MTG ASSN PO		
31412UPU8 FED NATL MTG ASSN PO		
31412UZX1 FED NATL MTG ASSN PO		
912803CK7 US TREASURY SEC STRI		
912810QL5 US Y+TREASURY BOND		
912828NM8 US TREASURY INFLATIO		
912828NB2 US TREASURY NOTE		
912828PU8 US TREASURY NOTE		
912828PV6 US TREASURY NOTE		
912828PJ3 US TREASURY NOTE		
4521518U0 ILLINOIS ST		
313373UU4 FED HOME LN BK		
31359M7X5 FED NATL MTG ASSN		
3138A22S7 FNMA POOL #AH1684	32,709.	32,418.
3138AHTD8 FED NATL MTG ASSN		
31388AKW21 FED NATL MTG ASSN P		

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
3138ALB3 FED NATL MTG ASSN		
3138ALTT4 FED NATL MTG ASSN		
3138ANMT7 FED NATL MTG		
3138ANM59 FNMA POOL #AI8479	146,278.	149,036.
3138ATRP7 FNMA POOL #AJ2293	59,799.	59,362.
3138AVAR6 FNMA POOL #AJ3615	191,478.	188,686.
912828QD5 TREASURY INFLATION I		
912810FF0 US TREASURY BOND		
912810QT8 US TREASURY BOND		
912828RQ5 US TREASURY NOTES		
912828RR3 US TREASURY NOTE		
912828RU6 US TREASURY NOTE		
912828RS1 US TREASURY NOTE		
66285WFB7 NORTH TEX TWY AUTH	23,662.	24,308.
646139X83 NEW JERSEY ST TPK		
31283DAS3 FHLMC POOL #S50017	30,231.	28,740.
3133EALP1 FED FARM CREDIT BK		
3138ALBT3 FNMA POOL #AI6349	109,548.	112,321.
3138E2LH6 FNMA POOL #AJ9327	110,367.	106,292.
3138M6NC7 FNMA POOL #AP3086	77,447.	71,353.
3138MCEU4 FNMA POOL #AP8246	16,384.	15,393.
912810FT0 US TREASURY BOND	23,042.	22,253.
912828QK9 US TREASURY NOTE		
912828SP6 US TREASURY NOTE		
912828TW0 US TREASURY NOTE		
912828TY6 US TREASURY NOTE		
912828TZ3 US TREASURY NOTE		
31331KAH3 FED FARM CREDIT BK	252,243.	250,380.
3137EACR8 FED HOME LN MTG CORP	100,898.	100,183.

THE JOLLEY FOUNDATION 57-6024996

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
3138ABL64 FNMA POOL #AH9348	17,390.	17,299.
3138WSKK3 FNMA POOL #AT4797	35,965.	32,947.
3138X4JZ4 FNMA POOL #AU4779	53,278.	52,227.
3138X75P4 FNMA POOL #AU8053	80,269.	78,692.
3138X7F65 FNMA POOL #AU7388	11,046.	10,950.
3138X7FH1 FNMA POOL #AU7367	11,014.	10,920.
3138XCDJ8 FNMA POOL #AV1004	11,043.	10,950.
3138XCEC2 FNMA POOL #AV1030	5,526.	5,478.
31419ABL0 FNMA POOL #AE0042	86,312.	88,474.
912810RC4 US TREASURY BOND	49,077.	47,219.
912828A34 US TREASURY NOTE	276,646.	274,005.
912828SG6 US TREASURY NOTE	345,189.	345,079.
912828WB2 US TREASURY NOTE	559,191.	559,210.
TOTALS	2,716,032.	2,694,175.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
55616P104 MACY'S INC	39,642.	82,770.
654106103 NIKE INC CL B	21,702.	61,968.
92927K102 WABCO HOLDINGS INC	27,990.	63,986.
254687106 WALT DISNEY CO	36,179.	81,595.
963320106 WHIRLPOOL CORP		
126650100 CVS/CAREMARK CORPORA	25,182.	48,739.
057224107 BAKER HUGHES INC COM	22,088.	18,788.
13342B105 CAMERON INTL CORP	103,983.	140,372.
060505104 BANK OF AMERICA CORP	30,996.	23,511.
38141G104 GOLDMAN SACHS GROUP	81,222.	73,563.
949746101 WELLS FARGO		
071813109 BAXTER INTL INC	36,286.	41,035.
74834L100 QUEST DIAGNOSTICS		
278058102 EATON CORP		
469814107 JACOBS ENGR GROUP IN	30,625.	45,038.
539830109 LOCKHEED MARTIN CORP	26,358.	52,774.
907818108 UNION PACIFIC CORP	35,439.	83,496.
88579Y101 3M CO	28,229.	56,801.
428236103 HEWLETT PACKARD		
01741R102 ALLEGHENY TECHNOLOGI	35,634.	34,027.
61166W101 MONSANTO CO NEW	63,088.	103,263.
85590A401 STARWOOD HOTELS & RE	8,895.	13,507.
70509V100 PEBBLEBROOK HOTEL		
02913V103 AMERICAN PUBLIC EDUC		
09180C106 BJS RESTAURANTS INC		
251893103 DEVRY INC DEL COM		
23334L102 DSW INC	4,865.	24,356.
36467W109 GAMESTOP CORP		
371901109 GENTEX CORP		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
37947B103 GLOBAL TRAFFIC NETWO		
53217R207 LIFE TIME FITNESS IN	13,060.	19,740.
781182100 RUBY TUESDAY INC		
892356106 TRACTOR SUPPLY CO CO	1,877.	13,189.
90384S303 ULTA SALON COSMETICS	684.	9,652.
989817101 ZUMIEZ INC	6,727.	7,800.
10567B109 BRAVO BRIO RESTAURAN		
28660G106 ELIZABETH ARDEN INC	7,966.	10,635.
911163103 UNITED NAT FOODS INC	9,046.	27,517.
050095108 ATWOOD OCEANICS INC	2,922.	7,475.
109178103 BRIGHAM EXPLORATION		
29977A105 EVERCORE PARTNERS		
29481V108 ERESEARCHTECHNOLOGY		
55027E102 LUMINEX CORP	10,228.	10,670.
572901106 MARTEK BIOSCIENCES		
584045108 MEDASSETS INC		
589584101 MERIDIAN BIOSCIENCE		
761152107 RESMED INC	3,303.	8,239.
83568G104 SONOSITE INC		
928645100 VOLCANO CORP		
049164205 ATLAS AIR WORLDWIDE		
150838100 CELADON GROUP INC		
22025Y407 CORRECTIONS CORP		
29275Y102 ENERSYS	6,660.	21,027.
421906108 HEALTHCARE SVCS		
45773Y105 INNERWORKINGS INC	7,075.	4,986.
489170100 KENNAMETAL INC		
499064103 KNIGHT TRANSN INC CO		
596278101 MIDDLEBY CORP	5,027.	16,301.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
60740F105 MOBILE MINI INC	9,119.	20,384.
553530106 MSC INDL DIRECT INC	32,838.	40,839.
73179V103 POLYPORE INTERNATION	4,448.	8,364.
784153108 SFN GROUP INC		
880345103 TENNANT CO	7,703.	15,596.
929566107 WABASH NATL CORP		
127387108 CADENCE DESIGN SYST		
206708109 CONCUR TECHNOLOGIES		
242309102 DEALERTRACK TECHNOLO	8,798.	26,204.
25388B104 DIGITAL RIVER INC		
25453101 DIODES INC		
45071R109 IXIA COM		
595137100 MICROSEMI CORP		
64115T104 NETSCOUT SYSTEM		
62914B100 NIC INC	4,234.	13,679.
705573103 PEGASYSTEMS INC	5,887.	11,311.
73172K104 POLYCOM INC		
739276103 POWER INTERGRATIONS	5,779.	8,931.
75025N102 RADIANT SYSTEMS INC		
775133101 ROGERS CORP COM	14,664.	23,370.
779376102 ROVI CORPORATION		
803062108 SAPIENT CORP COM	9,564.	17,881.
86800U104 SUPER MICRO COMPUT		
87162H103 SYNTEL INC	2,820.	9,550.
880770102 TERADYNE INC	6,437.	12,158.
90385D107 ULTIMATE SOFTWARE GR	3,571.	19,919.
466367109 JACK IN THE BOX, INC		
405217100 HAIN CELESTIAL		
06846N104 BARRETT BILL CORP		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
88162F105 TETRA TECHNOLOGIES I		
909218109 UNIT CORP		
37637Q105 GLACIER BANCORP		
450828108 IBERIABANK CORP		
55264U108 MB FINANCIAL BANK		
904214103 UMPQUA HOLDINGS CORP		
009128307 AIR METHODS CORP		
01642T108 ALKERMES INC		
01988P108 ALLSCRIPTS HEALTHCAR		
292756202 ENERGYSOLUTIONS		
29481V108 ERESEARCHTECHNOLOGY		
457733103 INSPIRE PHARMACEUTIC		
464330109 ISIS PHARMACEUTICALS		
62855J104 MYRIAD GENETICS		
885175307 THORATEC LABORATOTIE		
98235T107 WRIGHT MEDICAL GROUP		
007094105 ADMINISTAFF INC		
040790107 ARKANSAS BEST CORP		
156710105 CERADYNE INC		
184496107 CLEAN HARBORS INC		
029683109 AMERICAN SOFTWARE CL		
285229100 ELECTRO SCIENTIFIC I		
303250104 FAIR ISSAC		
683718308 OPENWAVE SYS		
699173209 PARAMETRIC TECHNOLOG		
82705T102 SILICON IMAGE INC		
87929J103 TELECOMMUNICATION		
879939106 TELETECH HOLDINGS		
88632Q103 TIBCO SOFTWARE INC		

THE JOLLEY FOUNDATION 57-6024996

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
904034105 ULTRATECH INC COM		
922307Y104 VASCO DATA SEC INTL		
117421107 BRUSH ENGINEERED MA		
440694305 HORSEHEAD HOLDING CO		
603158106 MINERALS TECHNOLOGIE		
002896207 ABERCROMBIE & FITCH		
099724106 BORG WARNER INC		
169656105 CHIPLOTLE MEXICAN GR		
189754104 COACH INC	31,264.	35,643.
253393102 DICKS SPORTING GOODS		
344849104 FOOT LOCKER INC		
349882100 FOSSIL INC COM		
550021109 LULULEMON ATHLETICA		
69840W108 PANERA BREAD COMPANY	11,161.	11,308.
716768106 PETSMART INC COM		
718592108 PHILLIPS VAN HEUSEN		
731068102 POLARIS INDS INC		
85590A401 STARWOOD HOTELS & RE		
880349105 TENNECO INC		
904311107 UNDER ARMOUR INC		
92769L101 VIRGIN MEDIA		
518439104 ESTEE LAUDER COMPAN		
966837106 WHOLE FOODS MKT INC		
109178103 BRIGHAM EXPLORATION		
20453E109 COMPLETE PRODTN		
655044105 NOBLE ENERGY INC		
74144T108 T ROWE PRICE GROUP I	48,194.	67,854.
015351109 ALEXION PHARMACEUTIC		
29264F205 ENDO PHARMACEUT HLDS		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
452327109 ILLUMINA INC		
62855J104 MYRIAD GENETICS		
795435106 SALIX PHARMACEUTICAL		
00508X203 ACTUANT CORP		
031100100 AMETEK INC COM		
073302101 BE AEROSPACE INC		
12541W209 C H ROBINSON WORLDWI		
231021106 CUMMINS INC.		
776696106 ROPER INDS INC NEW		
858912108 STERICYCLE INC		
611742107 MONSTER WORLDWIDE		
864596101 SUCCESSFACTORS		
00846U101 AGILENT TECHNOLOGIES	59,988.	92,076.
171779309 CIENA CORP		
192446102 COGNIZANT TECH SOLUT		
315616102 F5 NETWORKS INC		
366651107 GARTNER INC		
461202103 INTUIT COM		
592688105 METTLER-TOLEDO		
756577102 RED HAT INC		
79466302 SALESFORCE COM		
012653101 ALBEMARLE CORP COM	37,086.	49,444.
125269100 CF INDS HOLDGS		
277432100 EASTMAN CHEM CO COM		
422704106 HECLA MNG CO		
86074Q102 STILLWATER MNG CO		
591708102 METROPCS COMMUNICATI		
26483E100 DUN & BRADSTREET COR	20,197.	31,915.
401617105 GUESS INC		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
608190104 MOHAWK INDS INC COM	25,726.	28,738.
651229106 NEWELL RUBBERMAID IN	13,389.	27,549.
854502101 STANLEY BLACK & DECK		
92553P201 VIACOM INC		
963320106 WHIRLPOOL CORP		
19122T109 COCA-COLA		
205887102 CONAGRA FOODS		
501044101 KROGER CO		
582839106 MEAD JOHNSON NUTITIO		
60871R209 MOLSON COORS BREWING		
057224107 BAKER HUGHES INC		
13342B105 CAMERON INTL CORP		
247916208 DENBURY RESOURCES		
03076C106 AMERIPRISE FINL		
12497T101 CB RICHARD ELLIS GRO		
200340107 COMERICA INC		
316773100 FIFTH THIRD BANCORP		
629491101 NYSE EURFONEXT		
74251V102 PRINCIPAL FINANCIAL		
867914103 SUNTRUST BANKS INC	34,816.	56,209.
067383109 BARD C R INC		
14170T101 CAREFUSION CORP	18,832.	27,078.
790849103 ST JUDE MED INC	12,984.	22,922.
863667101 STRYKER CORP	36,063.	45,835.
98956P102 ZIMMER HOLDINGS INC		
053611109 AVERY DENNISON CORP		
56418H100 MANPOWER INC		
760759100 REPUBLIC SERVICES		
00507V109 ACTISION BLIZZARD IN		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
595112103 MICRON TECHNOLOGY		
699173209 PARAMETRIC TECHNOLOG		
959802109 WESTERN UNION CO/THE		
01741R102 ALLEGHENY TECHNOLOGI		
228368106 CROWN HLDGS		
025537101 AMERICAN ELECTRIC PO	5,172.	6,403.
26884L109 EQT CORP		
816851109 SEMPRA ENERGY		
023135106 AMAZON COM INC COM	13,486.	29,909.
741503403 PRICELINE COM INC	7,453.	16,274.
25490A101 THE DIRECTV GROUP		
988498101 YUM BRANDS INC		
845467109 SOUTHWESTERN ENERGY		
12572Q105 CME GROUP INCE		
74144T108 T ROWE PRICE GROUP		
018490102 ALLERGAN INC	15,378.	20,328.
151020104 CELGEN CORP		
46120E602 INTUITIVE SURGICAL I		
302130109 EXPEDITORS INTL WASH		
336433107 FIRST SOLAR INC		
74762E102 QUANTA SVCS INC COM		
192446102 COGNIZANT TECH		
747525103 QUALCOMM INC	80,986.	98,159.
92826C839 VISA INC-CLASS A SHR	22,341.	26,276.
029912201 AMERICAN TOWER SYSTE		
74005P104 PRAXAIR INC		
037411105 APACHE CORP	25,331.	23,204.
482423100 KBW INC		
418056107 HASBRO INC		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
037604105 APOLLO GROUP INC CL		
080555105 BELO CORPORATION		
143130102 CARMAX INC		
124857202 CBS CORP NEW		
237194105 DARDEN RESTAURANTS I		
243537107 DECKERS OUTDOOR CORP		
371532102 GENESCO INC COM		
372460105 GENUINE PARTS CO	29,788.	44,091.
87612E106 TARGET CORP	37,482.	46,820.
88023U101 TEMPER-PED INTL		
90384S303 ULTR SALON COSEMTICS		
655664100 NORDSTROM INC	14,132.	15,203.
681919106 OMNICOM GROUP	34,553.	53,546.
691497309 OXFORD INDS INC	9,473.	21,378.
69333Y108 P.F. CHANGS		
978097103 WOLVERINE WORLD WIDE		
478366107 JOHNSON CONTROLS INC		
501014104 KRISPY KREME DOUGHNU	11,663.	14,660.
53071M104 LIBERTY INTERACTIVE		
501889208 LKQ CORP	2,790.	11,844.
52532102 MCDONALD CORP		
654106103 NIKE INC CL B		
02209S103 ALTRIA GROUP INC	20,593.	27,986.
191216100 COCA COLA CO	39,329.	47,424.
22160K105 COSTCO WHOLESALE COR	22,460.	32,016.
370334104 GENERAL MILLS INC		
36191G107 GNC HOLDINGS INC		
393122106 GREEN MTN COFFEE INC		
423074103 HEINZ H J CO		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
832696405 JM SMUCKER CO		
494368103 KIMBERLY CLARK CORP	10,052.	15,356.
544147101 LORILLARD INC	12,181.	15,559.
582839106 MEAD JOHNSON NUTRITI		
179448108 PEPSICO INC		
713448108 PEPSICO INC	32,069.	42,051.
718172109 PHILIP MORRIS INTERN	56,773.	56,896.
742718109 PROCTER & GAMBLE CO	42,018.	53,079.
742718109 PROCTER & GAMBLE CO		
742718109 PROCTOER & GAMBLE CO		
761713106 REYNOLDS AMERICAN IN	17,920.	23,395.
974280307 WINN-DIXIE STORES		
037411105 APACHE CORP		
03834A103 APPROACH RESOURCES I		
127097103 CABOT OIL & GAS CORP		
13342B105 CAMERON INTL CORP		
166764100 CHEVRON CORP	41,387.	49,839.
20605P101 CONCHO RESOURCES INC		
20825C104 CONOCOPHILLIPS	22,104.	29,108.
28336L109 EL PASO CORPORATION		
30231G102 EXXON MOBIL CORPORAT	34,316.	42,504.
166764100 CHEVRON CORP		
30231G102 EXXON MOBIL CORP		
30249U101 FMC TECHNOLOGIE		
462044108 ION GEOPHYSICAL CORP		
55973B102 MAGNUM HUNTER RESOUR	8,782.	14,035.
55973B102 MAGNUM HUNTER RESOUR		
637071101 NATIONAL OILWELL INC		
703481101 PATTERSON-UTI ENERGY		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
723787107 PEONEER NAT RES CO		
75281A109 RANGE RES CORP		
761565100 REX ENERGY CORP	8,266.	14,388.
78454L100 SM ENERGY CO		
88162F105 TETRA TECHNOLOGIES		
909218109 UNITE CORP		
91851C201 VAALCO ENERGY INC		
025816109 AMERICAN EXPRESS CO	45,837.	75,124.
0647F102 BANKRATE INC		
115236101 BROWN & BROWN INC		
12504L109 CBRE GROUP INC		
172062101 CINCINNATI FINANCIAL		
229899109 CULLEN FROST BANKER		
254709108 DISCOVER FINANCIAL S		
316773100 FIFTH THIRD BANKCORP		
345550107 FOREST CITY ENTERPRI		
38141G104 GOLDMAN SACHS GROUP		
450828108 IBERIABANK CORP		
45865V100 INTERCONTINENTALEXCH		
55264U108 MB FINANCIAL BANK		
59156R108 METLIFE INC	34,600.	53,111.
665859104 NORTHERN TRUST CORP	39,294.	45,180.
72346Q104 PINNACLE FINL PARTNE		
693475105 PNC FINANCIAL SERVIC	6,172.	9,387.
74251V102 PRINCIPAL FINANCIAL		
75970E107 RENASANT CORP		
76131N101 RETAIL OPPORTUNITY I		
857477103 STATE STREET CORP	23,863.	40,365.
867914103 SUNTRUST BANKS INC		

THE JOLLEY FOUNDATION 57-6024996

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
869099101 SUSQUEHANNA BANCSHAR		
002824100 ABBOTT LABS		
110122108 BRISTOL MYERS SQUIBB	19,035.	22,908.
14149Y108 CARDINAL HEALTH INC	8,882.	13,362.
156782104 CERNER CORP COM		
125509109 CIGNA CORP	10,177.	21,433.
216648402 COOPER COS INC COM N	3,897.	21,053.
216648402 COOPER COS INC		
28176E108 EDWARDS LIFESCIENCES		
28176E108 EDWARDS LIFESCIENCES		
532457108 ELI LILLY & CO COM	31,490.	43,044.
532457108 ELI LILLY & CO		
375558103 GILEAD SCIENCES INC	15,889.	49,866.
441060100 HOSPIRA INC	21,958.	25,181.
444859102 HUMANA INC		
46120E602 INTUITIVE SURGICAL I		
464330109 ISIS PHARMACEUTICAL		
478160104 JOHNSON & JOHNSON	50,384.	69,242.
478160104 JOHNSON & JOHNSON		
55027E102 LUMINEX CORP		
58933Y105 MERCK & CO INC NEW	52,744.	70,971.
628530107 MYLAN LABS INC		
68213N109 OMNICELL INC		
699462107 PAREXEL INTL CORP CO		
714290103 PERRIGO CO		
714290103 PERRIGO CO		
761152107 RESMED INC		
790849103 ST JUDE MED INC		
863667101 STRYKER CORP		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
05615F102 BABCOCK & WILCOX CO		
077454106 BELDEN INC	8,721.	23,953.
235851102 DANAHER CORP	16,751.	26,788.
260003108 DOVER CORP COM	16,464.	27,031.
278058102 EATON CORP		
30162A108 EXELIS INC		
302130109 EXPEDITORS INTL		
343412102 FLUOR CORP NEW		
365558105 GARDNER DENVER INC		
369550108 GENERAL DYNAMICS COR		
369604103 GENERAL ELECTRIC CO	20,979.	35,262.
384802104 GRAINGER W W INC	27,079.	43,421.
438516106 HONEYWELL INTERNATIO	21,699.	33,350.
445658107 HUNT J B TRANS SVCS		
452308109 ILLINOIS TOOL WORKS		
45773Y105 INNERWORKINGS		
45778Q107 INSPERITY INC		
450911201 ITT CORP		
469814107 JACOBS ENGR GROUP IN		
493732101 K.FORCE, INC.		
485170302 KANSAS CITY SOUTHERN		
489170100 KENNAMETAL INC		
538034109 LIVE NATION ENT INC	6,813.	12,449.
539830109 LOCKHEED MARTING COR		
58733R102 MERCADOLIBRE INC		
596278101 MIDDLEBY CORP		
60740F105 MOBILE MINI INC		
553530106 MSC INDL DIRECT INC		
696429307 PALL CORP	20,074.	23,898.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
73179V103 POLYPORE INTERNATION		
740189105 PRECISION CASTPARTS	14,241.	23,968.
760759100 REPUBLIC SERVICES IN		
770196103 ROBBINS & MYERS INC		
776696106 ROPER INDS INC NEW C		
781846209 RUSH ENTERPRICESES I		
858912108 STERICLCLE INC COM		
880345103 TENNANT CO		
907818108 UNION PACIFIC CORP		
907818108 UNION PACIFIC CORP		
911312106 UNITED PARCEL SERVIC	67,196.	98,250.
911312106 UNITED PARCEL SERVIC		
913017109 UNITED TECHNOLOGIES	75,926.	112,093.
903293405 USG CORP COM NEW	26,832.	27,671.
98419M100 XYLEM INC/NY		
88554D205 3D SYSTEMS CORPORATI	2,297.	13,661.
88579Y101 3M CO		
52532101 ACME PACKET INC		
005125109 ACXIOM CORP COM	15,384.	35,316.
00846U101 AGILENT TECHNOLOGIES		
018581108 ALLIANCE DATA SYS CO	14,662.	37,073.
018581108 ALLIANCE DATA SYSTEM		
037833100 APPLE INC	49,898.	69,566.
04033V203 ARIBA INC		
049513104 ATMEL CORP		
00207R101 ATMI INC COM	7,117.	8,610.
053015103 AUTOMATIC DATA PROCE	21,605.	45,651.
055921100 BMC SOFTWARE INC		
111320107 BROADCOM CORPORATION		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
14964U108 CAVIUM INC		
17163B102 CIBER INC COM		
177376100 CITRIX SYS INC COM	23,902.	20,873.
192446102 COGNIZANT TECH SLUTI		
204166102 COMMVAULT SYSTEMS IN		
20564W105 COMSCORE INC		
206708109 CONCUR TECHNOLOGIES		
242309102 DEALERTRACK HOLDINGS		
25388B104 DIGITAL RIVER INC		
254543101 DIODES INC	6,977.	7,657.
27874N105 ECJE;PM CPR[		
285229100 ELECTRO SCIENTIFIC I		
285512109 ELECTRONIC ARTS		
302416109 FEI CO COM		
31620M106 FIDELITY NATL INFORM		
366651107 GARTNER INC		
38259P508 GOOGLE INC	39,610.	69,484.
44919O508 IAC/INTERACTIVE		
45666Q102 INFORMATICA CORP	14,717.	14,899.
458140100 INTEL CORP		
458786100 INTERMEC INC		
459200101 INTERNATIONAL BUSINE	23,847.	25,322.
45071R109 IXIA COM		
46600W106 IXYS CORPORATION		
48203R104 JUNIPER NETWORKS INC	20,494.	22,231.
535678106 LINEAR TECHNOLOGY CO	34,660.	48,283.
536252109 LIONBRIDGE TECHNOLOG		
502131102 LSI CORPORA TION		
57776J100 MAXLINEAR INC	3,956.	4,798.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
594901100 MICROS SYS INC	6,381.	11,761.
594918104 MICROSOFT CORP	86,679.	116,158.
64110D104 NETAPP INC		
57772K101 MAXIM INTEGRATED PRO		
670120Y100 NUANCE COMMUNICATIO		
68389X105 ORACLE CORPORATION	20,895.	23,186.
699173209 PARAMETRIC TECHNOLOG		
699173209 PARAMETRIC TECHNOLOG		
704326107 PAYCHEX INC		
705573103 PEGASYSTEMS INC		
73172K104 POLYCOM INC COM		
739276103 POWER INTERGRATIONS		
73930R102 POWER-ONE INC		
779376102 ROVI CORPORATION		
78112T107 RUBICON TECHNOLOGY I		
781270103 RUDOLPH TECHNOLOGIES		
79466L302 SALESFORCE COM INC		
79466L302 SALESFORCE COM INC		
80004C101 SANDISK CORP COM		
88076W103 TERADATA CORP	47,349.	40,941.
882508104 TEXAS INSTRUMENTS IN	49,239.	75,920.
896945201 TRIPADVISOR INC		
92342Y109 VERIFONE SYSTEMS INC		
928563402 VMWARE INC	12,980.	15,610.
959802109 WESTERN UNION CO/THE		
984121103 XEROX CORP	37,323.	41,682.
009158106 AIR PRODS & CHEMS IN		
009158106 AIR PRODS & CHEM		
009158106 AIR PRODS & CHEM		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
009363102 AIRGAS INC COM	15,537.	22,034.
012653101 ALBEMARLE CORP COM		
012653101 ALBEMARLE CORP COM		
044209104 ASHLAND INC NEW	26,623.	46,579.
044209104 ASHLAND INC NEW		
129603106 CALGON CARBON CORP		
144285103 CARPENTER TECHNOLOGY	11,656.	14,928.
397624107 GREIF INC-CL A		
440694305 HORSEHEAD HOLDING		
576690101 MATERION CORP		
61166W101 MONSANTO CO NEW		
00206R102 AT & T INC	58,491.	67,367.
00206R102 AT & T INC		
05366Y102 AVIAT NETWORKS INC		
156700106 CENTURYLINK, INC		
19239V302 COGENT COMMUNICATION		
620076307 MOTOROLA SOLUTIONS,		
78388J106 SBA COMMUNICATIONS C		
92343V104 VERIZON COMMUNICATIO	18,326.	25,504.
97381W104 WINDSTREAM CORP		
030420103 AMERICAN WATER WORKS	21,421.	29,159.
125896100 CMS ENERGY CORP		
209115104 CONSOLIDATED EDISON		
25746U109 DOMINION RES INC VA	11,106.	13,844.
26441C105 DUKE ENERGY HOLDING		
281020107 EDISON INTL COM		
29265N108 ENERGEN CORP		
69351T106 PPL CORPORATION	14,175.	14,864.
69351T106 PPL CORPORATION		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
842587107 SOUTHERN CO	19,795.	19,774.
98389B100 XCEL ENERGY INC		
000375204 ABB LTD - ADR	22,618.	33,067.
003021714 ABERDEEN EMERG MARKE	2,500,000.	2,576,041.
00738A106 ADTRAN INC		
007973100 ADVANCED ENERGY INDS		
008474108 AGNICO EAGLE MINES L		
00971T101 AKAMAI TECHNOLOGIES		
009728106 AKORN INC	5,326.	10,956.
015271109 ALEXANDRIA REAL ESTA		
024013104 AMERICAN ASSETS TRUS		
024835100 AMERICAN CAMPUS CMNT		
02553E106 AMERICAN EAGLE OUTFI		
03073E105 AMERISOURCEBERGEN CO		
042068106 ARM HOLDINGS PLC - A		
043176106 ARUBA NETWORKS INC		
046353108 ASTRAZENECA PLC ADR	18,739.	24,460.
053484101 AVALONBAY CMNTYS INC		
05534B760 BCE INC	6,450.	7,143.
06647F102 BANKRATE INC	11,164.	11,930.
073730103 BEAM INC	12,794.	14,973.
075896100 BED BATH & BEYOND IN	48,710.	68,094.
09063H107 BIOMED RLTY TR INC		
09247X101 BLACKROCK INC	26,045.	44,306.
101121101 BOSTON PROPERTIES IN		
109043109 BRIGGS & STRATTON CO		
112900105 BROOKFIELD OFFICE PR		
125581801 CIT GROUP INC.		
133131102 CAMDEN PPTY TR SH BE		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
13321L108 CAMECO CORP COM	31,478.	31,778.
13645T100 CANADIAN PAC RY LTD		
140781105 CARBO CERAMICS INC		
143658300 CARNIVAL CORP		
148887102 CATAMARAN CORP		
157210105 CEVA INC		
167250109 CHICAGO BRIDGE & IRO	2,844.	22,032.
168615102 CHICOS FAS INC COM		
171232101 CHUBB CORP		
189054109 CLOROX CO		
19075F106 COBALT INTERNATIONAL		
20030N101 COMCAST CORP CLASS A	14,831.	21,514.
205363104 COMPUTER SCIENCES CO		
208242107 CONNS INC	11,596.	23,607.
210313102 CONSTANT CONTACT INC		
219350105 CORNING INC	27,810.	36,709.
21988R102 CORPORATE EXECUTIVE	6,598.	10,840.
225447101 CREE, INC		
229663109 CUBESMART		
23317H102 DDR CORP		
23331A109 D R HORTON INC COM		
263534109 DU PONT E I DE NEMOU	40,787.	53,925.
26441C204 DUKE ENERGY HOLDING	18,142.	21,807.
26613Q106 DUPONT FABROS TECHNO		
26884U109 EPR PROPERTIES		
278865100 ECOLAB INC	11,700.	18,664.
294429105 EQUIFAX INC		
29472R108 EQUITY LIFESTYLE PPT		
29476L107 EQUITY RESIDENTIAL P		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
298736109 EURONET WORLDWIDE IN		
30212P303 EXPEDIA INC		
30219G108 EXPRESS SCRIPTS HOLD	68,807.	86,255.
30225T102 EXTRA SPACE STORAGE		
30241L109 FEI CO COM		
302491303 FMC CORP COM NEW	32,162.	42,258.
313747206 FEDERAL RLTY INVT TR		
317485100 FINANCIAL ENGINES IN	4,217.	13,549.
31787A507 FINISAR CORP		
31847R102 FIRST AMERICAN FINAN		
33610F109 FIRST POTOMAC RLTY T		
36191X100 GSE HOLDING INC		
367299203 GASTAR EXPLORATION L		
373200302 GEORGIA GULF CORP		
37733W105 GLAXOSMITHKLINE PLC	19,577.	20,609.
40414L109 HCP INC	6,255.	6,138.
411511306 HARBOR INTERNATION F	1,490,000.	1,765,511.
412822108 HARLEY DAVIDSON INC	12,688.	20,772.
413838202 OAKMARK INTERNATIONA	1,465,000.	2,088,927.
42217K106 HEALTH CARE REIT INC	10,492.	10,714.
423452101 HELMERICH & PAYNE IN	25,359.	46,244.
427866108 THE HERSHEY COMPANY	7,869.	12,640.
42805T105 HERTZ GLOBAL HOLDING	58,705.	76,129.
44107P104 HOST HOTELS & RESORT		
44919P508 IAC/INTERACTIVECORP	21,268.	26,087.
45245E109 IMAX CORP COM	6,734.	10,908.
458118106 INTEGRATED DEVICE TE	11,110.	17,255.
460146103 INTERNATIONAL PAPER	24,917.	40,450.
460690100 INTERPUBLIC GROUP CO	16,285.	25,665.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
46625H365 JP MORGAN ALERIAN ML		
493267108 KEYCORP NEW	17,593.	29,927.
49427F108 KILROY REALTY CORP C		
500255104 KOHLS CORP		
500458401 KOMATSU LIMITED - AD		
50076Q106 KRAFT FOODS GROUP IN	23,305.	25,715.
502161102 LSI CORPORATION	5,968.	16,332.
526057104 LENNAR CORPORATION C		
531172104 LIBERTY PPTY TR SH B		
532716107 LIMITED BRANDS, INC		
53578A108 LINKEDIN CORP		
548661107 LOWES COS INC	21,977.	36,370.
552676108 M D C HLDGS INC COM	13,520.	12,574.
554382101 MACERICH CO COM		
565849106 MARATHON OIL CORP		
571748102 MARSH & MCLENNAN COS	16,357.	21,278.
580135101 MCDONALDS CORP	39,552.	42,014.
580645109 MCGRAW-HILL COMPANIE		
583334107 MEADWESTVACO CORP	14,671.	19,573.
58501N101 MEDIVATION INC		
595017104 MICROCHIP TECHNOLOGY	13,132.	17,453.
628852204 NCI BUILDING SYSTEMS	3,757.	6,051.
636274300 NATIONAL GRID PLC AD	18,748.	24,560.
637417106 NATIONAL RETAIL PPTY		
653656108 NICE SYSTEMS LTD. -	4,045.	6,758.
65473P105 NISOURCE INC	17,866.	24,002.
655844108 NORFOLK SOUTHERN COR	36,209.	53,841.
664397106 NORTHEAST UTILS	22,940.	25,858.
675232102 OCEANEERING INTL INC	17,982.	22,875.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
681936100 OMEGA HEALTHCARE INV		
690742101 OWENS CORNING INC		
69327R101 PDC ENERGY INC	4,815.	8,515.
693506107 PPG INDUSTRIES INC		
693656100 PVH CORP	26,573.	31,285.
720190206 PIEDMONT OFFICE REAL		
722005667 PIMCO COMMODITY REAL	1,200,000.	997,177.
73179P106 POLYONE CORP	15,822.	34,466.
74340W103 PROLOGIS INC		
74460D109 PUBLIC STORAGE INC C		
74965L101 RLJ LODGING TRUST		
751452202 RAMCO-GERSHENSON PPT		
75605Y106 REALOGY HOLDINGS COR		
758849103 REGENCY CENTERS CORP		
75886F107 REGENERON PHARMACEUT		
76131V202 RETAIL PROPERTIES OF		
76169B102 REXNORD CORP		
780259107 ROYAL DUTCH SHELL PL	22,420.	25,312.
806857108 SCHLUMBERGER LTD	85,804.	101,824.
81618T100 SELECT INCOME		
81762P102 SERVICENOW INC		
828806109 SIMON PROPERTY GROUP		
831865209 SMITH A O CORP CL B	12,860.	20,497.
84760C107 SPECTRANETICS CORP	5,128.	11,625.
852061100 SPRINT NEXTEL CORP		
855244109 STARBUCKS CORP COM	13,134.	20,852.
863236105 STRAYER ED INC COM		
867224107 SUNCOR ENERGY INC NE		
870297801 MLN ELEMENTS ROGERS		

THE JOLLEY FOUNDATION 57-6024996

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
881624209 TEVA PHARMACEUTICAL		
889478103 TOLL BROS INC		
89151E109 TOTAL S.A. - ADR	22,059.	27,939.
89531P105 TREX COMPANY INC	5,909.	14,713.
896239100 TRIMBLE NAV LTD		
904767704 UNILEVER PLC - ADR	4,917.	6,180.
91324P102 UNITEDHEALTH GROUP I	24,223.	31,250.
917047102 URBAN OUTFITTERS INC		
92220P105 VARIAN MED SYS INC		
92230Y104 VASCO DATA SEC INTL		
92276F100 VENTAS INC COM	6,426.	5,671.
92857F107 VOCERA COMMUNICATION		
92857W209 VODAFONE GROUP PLC N	18,386.	27,596.
929042109 VORNADO REALTY TRUST		
929160109 VULCAN MATLS CO		
92932M101 WNS HOLDINGS LTD ADR	4,820.	10,079.
930427109 WAGEWORKS INC	5,899.	19,318.
931422109 WALGREEN CO	28,952.	44,229.
942683103 WATSON PHARMACEUTICA		
960413102 WESTLAKE CHEM CORP		
966387102 WHITING PETE CORP NE	10,008.	13,302.
984332106 YAHOO INC COM		
G1151C101 ACCENTURE PLC	18,360.	46,043.
G29183103 EATON CORP PLC	52,254.	70,944.
G3157S106 ENSCO PLC-CL A	35,529.	37,739.
G47791101 INGERSOLL-RAND PLC	13,400.	27,412.
G491BT108 INVESCO LIMITED	14,625.	21,476.
G60754101 MICHAEL KORS HOLDING	7,057.	7,957.
G6852T105 PARTNERRE LTD COM		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
G87210103 UTI WORLDWIDE INC	10,688.	8,429.
G96666105 WILLIS GROUP HOLDING	34,274.	41,673.
H0023R105 ACE LIMITED	31,109.	49,694.
H6169Q108 PENTAIR, LTD.	12,356.	31,223.
H89128104 TYCO INTERNATIONAL L	12,139.	36,115.
M22465104 CHECK POINT SOFTWARE		
N22717107 CORE LABORATORIES N		
N47279109 INTERXION HOLDING NV	6,187.	6,493.
N6596X109 NXP SEMICONDUCTORS N		
001055102 AFLAC INC	41,316.	44,756.
00287Y109 ABBVIE INC	15,502.	21,177.
054937107 B B & T CORP COM	32,306.	38,626.
055622104 BP PLC - ADR	21,397.	24,305.
097793103 BONANZA CREEK ENERGY	5,228.	5,868.
101388106 BOTTOMLINE TECHNOLOG	13,098.	16,995.
163893209 CHEMTURA CORP/NEW	8,948.	10,610.
23251P102 CYBERONICS INC COM	9,736.	13,739.
23918K108 DAVITA HEALTHCARE PA	13,163.	14,322.
25264S833 DIAMOND HILL LONG-SH	400,000.	443,089.
253868103 DIGITAL RLTY TR INC	38,989.	27,998.
278642103 EBAY INC	24,182.	25,457.
282914100 8X8 INC	5,050.	6,902.
286082102 ELECTRONICS FOR IMAG	5,988.	6,003.
292554102 ENCORE CAP GROUP INC	14,286.	18,596.
311900104 FASTENAL CO	24,159.	23,803.
371559105 GENESEE & WYOMING IN	7,224.	7,300.
405024100 HAEMONETICS CORP MAS	9,846.	9,690.
416515104 HARTFORD FINANCIAL S	26,034.	28,622.
447011107 HUNTSMAN CORP	16,196.	22,730.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
45866F104 INTERCONTINENTALEXCH	19,161.	36,887.
464287648 ISHARES RUSSELL 2000	38,435.	40,653.
466001864 IVY ASSET STRATEGY F	1,200,000.	1,388,387.
591520200 METHODE ELECTRON INC	3,244.	8,035.
60688N102 MIX TELEMATICS LTD-S	4,351.	3,661.
610236101 MONRO MUFFLER BRAKE	2,696.	3,945.
674599105 OCCIDENTAL PETE CORP	27,154.	29,861.
69370C100 PTC INC	10,639.	21,942.
720279108 PIER I IMPORTS INC	11,858.	11,655.
73755L107 POTASH CORP SASK	31,646.	34,114.
74733V100 QUESTAR MARKET RESOU	21,975.	20,536.
748356102 QUESTAR CORP	25,211.	25,059.
754730109 RAYMOND JAMES FINL I	17,207.	20,876.
756109104 REALTY INCOME CORP C	7,826.	6,943.
759916109 REPLIGEN CORP	5,122.	7,161.
773903109 ROCKWELL AUTOMATION	7,162.	8,508.
778296103 ROSS STORES INC	14,732.	17,908.
781220108 RUCKUS WIRELESS INC	8,950.	7,597.
80908T101 SCIQUEST INC	4,238.	7,405.
81721M109 SENIOR HOUSING PROP	9,682.	8,425.
81763U100 SERVICESOURCE INTERN	8,617.	6,369.
85254C305 STAGE STORES INC	14,403.	12,665.
858375108 STEIN MART INC COM	5,807.	5,178.
871607107 SYNOPSYS INC COM	17,513.	21,096.
876664103 TAUBMAN CTRS INC COM	20,640.	19,176.
887389104 TIMKEN CO	25,777.	26,434.
899896104 TUPPERWARE BRANDS CO	44,206.	44,429.
90130A101 TWENTY FIRST CENTURY	9,236.	9,812.
92046N102 VALUECLICK INC	5,233.	4,674.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
92849E101 VITAMIN SHOPPE INC	8,692.	8,842.
955306105 WEST PHARMACEUTICAL	13,592.	22,568.
962166104 WEYERHAEUSER CO	22,408.	23,362.
969457100 WILLIAMS COS INC	47,032.	51,992.
983134107 WYNN RESORTS LTD	14,271.	20,975.
98978V103 ZOETIS INC	29,636.	31,382.
G97822103 PERRIGO CO PLC	28,893.	28,544.
N63218106 NIELSEN HOLDINGS B.V	23,896.	27,534.
TOTALS	13,997,538.	17,323,748.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
02209SAH6 ALTRIA GROUP INC	23,401.	23,403.
02364WAN5 AMERICA MOVIL		
06050BAA9 BANK OF AMERICA CORP		
06051GEA3 BANK OF AMERICA CORP		
06051GEC9 BANK OF AMERICA CORP		
06739GBP3 BARCLAYS BANK		
15200DAD9 CENTERPOINT ENER TRA		
15200DAC1 CENTERPOINT ENER TRA		
172967FD8 CITIGROUP INC		
172967FF3 CITIGROUP INC		
20030NAP6 COMCAST CORP		
224044BF3 COX COMMUNICATION		
22541HCC4 CREDIT SUISSE NEW YO		
29379VAC7 ENTERPRISE PRODUCTS		
294429AG0 EQUIFAX INC		
30161MAE3 EXELON GENERATION CO		
31677AAA2 FIFTH THIRD BANK		
36967HAD9 GENERAL ELEC CAP		
36962G4R2 GENERAL ELEC CP		
38141EA58 GOLDMAN SACHS GROUP		
40049JAX5 GRUPO TELEVISA S.A.		
40414LAA7 HCP INC		
421915EJ4 HEALTH CARE PROPERTI		
42217KAM8 HEALTH CARE REIT		
481247AA2 JPMORGAN CHASE & CO		
481247AE4 JPMORGAN CHASE & CO		
534187AY5 LINCOLN NATIONAL COR	23,703.	23,057.
5901884M7 MERRILL LYNCH & CO		
59156RAU2 METLIFE INC		

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
655422AU7 NORANDA INC		
682134AC5 OMINICOM GROUP		
74432QAY1 PRUDENTIAL FINANCIAL		
759351AG4 REINSURANCE GRP OF	25,345.	28,828.
816851AK5 SEMPRA ENERGY	31,874.	33,026.
828807CA3 SIMON PROPERTY GROU	19,086.	20,298.
86787GAF9 SUNTRUST BANK		
87927VAV0 TELCOM ITALIA CAPIT		
91324PBJ0 UNITEDHEALTH GROUP		
94707VAB6 WEATHERFORD INTL		
959802AH2 WESTERN UN CO	26,219.	23,449.
984121BY8 XEROX CORP		
0258M0CW7 AMERICAN EXPRESS		
02364WAX3 AMERICA MOVIL SAB DE		
026874BW6 AMERICAN INTL GROUP	22,102.	23,637.
02687QBW7 AMERICAN INTL GROUP		
031162BK5 AMGEN INC		
03822AG0 APPLIED MATERIALS INC		
00206RBA9 AT & T INC		
053332AK8 AUTOZONE INC		
06849RAF9 BARRICK NA FINANCE L		
10112RAT1 BPSTPM [RP[ERTOES LP		
140420MV9 CAPITAL ONE BANK USA		
189054AS8 CLOROX COMPANY		
20030NAW1 COMCAST CORP		
25459HAZ8 DIRECTV HLDG/FIN INC		
25470DAE9 DISCOVERY COMMUNICAT		
260543CF8 DOW CHEMICAL CO/THE		
26884AAZ6 ERP OPERATING LP		

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
369622SM8 GENERAL ELEC CAP COR	9,965.	11,186.
46625HJA9 JP MORGAN CHASE & CO		
49327XAB6 KEY BANK NA		
577081AW2 MATTEL INC	20,193.	19,984.
652482BQ2 NEWS AMERICA INC	15,339.	17,509.
71845WAT8 PETROBRAS INTL FIN		
74432QBG9 PRUDENTIAL FINANCIAL		
86787EAM9 SUNTRUST BANK	28,796.	29,415.
88732JAX6 TIME WARNER CABLE		
887317AK1 TIME WARNER INC		
91911TAK9 VALE OVERSEAS LIMITE		
92553PAJ1 VIAMOM INC		
959802AB5 WESTERN UN CO		
984121BW2 XEROX CORPORATION		
038222AG0 APPLIED MATERIALS IN		
120568AV2 BUNGE LIMITED FINANC		
143658AY8 CARNIVAL CORP		
172967DR9 CITIGROUP INC		
29379VAY9 ENTERPRISE PRODUCTS		
38141GFD1 GOLDMAN SACHS GROUP	22,002.	22,251.
40414LAH2 HCP INC	14,959.	14,298.
404280AJ8 HSBC HOLDINGS PLC		
42217KAY2 HEALTH CARE REIT INC	24,924.	26,324.
42217KBA3 HEALTH CARE REIT INC		
48121CYK6 JP MORGAN CHASE BANK		
494550BL9 KINDER MORGAN ENER		
59022CAJ2 MERRILL LYNCH & CO		
59156RAT5 MET LIFE GLOB FUNDIN		
61747YDT9 MORGAN STANLEY	27,235.	27,283.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
6174824M3 MORGAN STANLEY	19,929.	20,473.
65334HAJ1 NEXEN INC		
68268NAJ2 ONEOK PARTNERS LP		
69349LAE8 PNC BANK NA		
71645WAR2 PETROBRAS INTL FIN		
71645WAT8 PETROBRAS INTL FIN		
88732JBD9 TIME WARNER CABLE IN		
902494AT0 TYSON FOODS INC	25,436.	25,454.
90261XBY7 UBS AG STAMFORD CT	26,382.	27,798.
92936MAC1 WPP FINANCE 2010	25,071.	24,111.
94975P843 WELLS FARGO ADV S/T		
959802AR0 WESTERN UNION CO/THE		
98310WAJ7 WYNDHAM WORLDWIDE	25,460.	24,399.
054536AA5 AXA	30,938.	30,781.
059438AK7 BANC ONE CORP DEBS	36,166.	31,929.
143658BA9 CARNIVAL CORP	25,308.	25,019.
172967DM0 VR CITIGROUP INC	19,153.	19,676.
172967HB0 CITIGROUP INC	20,000.	21,065.
22546QAD9 CREDIT SUISSE	28,064.	27,783.
30161MAG8 EXELON GENERATION CO	23,124.	20,268.
35671DAU9 FREEPORT-MCMORAN C	23,537.	23,760.
37247DAM8 GENWORTH FINANCIAL	29,139.	29,765.
37247DAN6 GENWORTH FINANCIAL	17,569.	17,418.
38141GES9 GOLDMAN SACHS GROUP	16,894.	15,930.
40049JAZ0 GRUPO TELEVISA S.A.	27,229.	26,549.
42217KAU0 HEALTH CARE REIT INC	21,062.	21,147.
45685EAB2 ING US INC	22,013.	21,750.
500255AR5 KOHL'S CORPORATION	30,688.	29,987.
571903AL7 MARRIOTT INTERNATION	14,904.	14,855.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
65557HAD4 NORDEA BANK AB	19,624.	19,775.
71647NAA7 PETROBRAS GLOBAL FIN	14,961.	12,245.
71654QBB7 PETROLEOS MEXICANOS	25,563.	25,688.
880208400 TEMPLETON GLOBAL BON	1,559,464.	1,564,036.
92343VBQ6 VERIZON COMMUNICATIO	30,266.	32,117.
92553PAT9 VIACOM INC	19,794.	19,958.
94707VAC4 WEATHERFORD INTL LTD	20,575.	20,126.
959802AL3 WESTERN UNION CO/THE	21,705.	21,308.
C98874AM9 XSTRATA FINANCE CANA	24,300.	23,837.
P3143NAS3 CODELCO INC	24,632.	24,573.
TOTALS	2,604,093.	2,607,528.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
BRIDGADE OFFSHORE 2010-05	C		
7HF000H69 HFR MA STRATEGIC	C		
870297801 ELEMENTS ROGERS	C		
44980Q518 ING INTERNATIONAL RE	C		
26613Q106 DU PONT FABROS TECH	C		
015271109 ALEXANDRIA RE	C		
00163T109 AMB PPTY CORP	C		
09063H107 BIOMED RLTY	C		
101121101 BOSTON PROPERTIES	C		
133131102 CAMDEN PPTY	C		
13466Y105 CAMPUS CREST COMMUNI	C		
21870Q105 CORESITE REALTY CORP	C		
22002T108 CORPORATE OFFICE PRO	C		
233153105 DCT INDUSTRIAL	C		
251591103 DEVELOPERS DIVERSIFI	C		
253868103 DIGITAL RLTY	C		
29380T105 ENTERTAINMENT PPTY	C		
29472R108 EQUITY LIFESTYLE	C		
29476L107 EQUITY RESIDENTIAL	C		
297178105 ESSEX PPTYS	C		
30225T102 EXTRA SPACE STORAGE	C		
313747206 FEDERAL RLTY INVT TR	C		
33610F109 FIRST POTOMAC RLTY T	C		
40414L109 HCP INC	C		
42217K106 HEALTH CARE REIT	C		
44107P104 HOST HOTELS & RESORT	C		
49427F108 KILROY REALTY	C		
49803T102 KITE REALTY	C		
531172104 LIBERTY PPTY TR	C		

THE JOLLEY FOUNDATION 57-6024996

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
554382101 MACERICH CO COM	C		
637417106 NATIONAL RETAIL PPT	C		
638620104 NATIONWIDE HEALTH	C		
681936100 OMEGA HEALTHCARE INV	C		
720190206 PIEDMONT OFFICE REAL	C		
74460D109 PUBLIC STORAGE INC	C		
751452202 RAMCO-GERSHENSON	C		
758849103 REGENCY CENTERS	C		
828806109 SIMON PROPERTY GROUP	C		
929042109 VORNADO REALTY TR	C		
210313102 CONSTANT CONTACT	C		
72346Q104 PINNACLE FINL	C		
210523AF3 CONSUMERS FUNDING	C		
3128HXFA8 FED HOME LN MTG CORP	C		
3616FAD7 GE EQUIPMENT MIDTICKE	C		
38373Y6X7 GOVT NATL MTG ASSN	C		
38373MY53 GOVT NATL MTG ASSN	C		
465562106 ITAU UNIBANCO BANCO	C		
38376GSW1 GOVT NATL MTG ASSN	C		
4521518U0 ILLINOIS ST	C		
55265KXU8 MASTR ASSET SECURIT	C		
62888XAB0 NCUA GTD NTS	C		
759351AG4 REINSURANCE GRP OF A	C		
80282HAC7 SANTANDER DRIVE AUTO	C		
80282HAD5 SANTANDER DRIVE AUTO	C		
80282HAE3 SANTANDER DRIVE AUTO	C		
00758M162 ACADIAN EMERGING MKT	C		
04314H808 ARTISAN INTERNATIONA	C		
4521518U0 ILLINOIS ST	C		

THE JOLLEY FOUNDATION 57-6024996

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
646139X83 NEW JERSEY ST TPK AU	C		
693390841 PIMCO HIGH YIELD	C		
722005220 PIMCO FOREIGN BD	C		
72201F409 PIMCO EMERGING MKTS	C		
880208400 TEMPLETON GLOBAL BON	C		
922031836 VANGUARD SHORT-TERM	C		
277911491 EATON VANCE FLOATING	C		
922042858 VANGUARD EMERGING MK	C		
922908496 VANGUARD 500 INDEX F	C		
000375204 ABB LTD - ADR	C		
018805101 ALLIANZ SE	C		
018805101 ALLIANZ SE	C		
02364W105 AMERICA MOVIL S.A.B.	C		
009126202 AIR LIQUIDE - ADR	C		
043400100 ASAHI KASEI COR	C		
049255706 ATLAS COPCO AB	C		
054536107 AXA - ADR	C		
05523R107 BAE SYSTEMS PLC	C		
055262505 BASF AKTIENGESELLSCH	C		
055434203 BG GROUP PLC - ADR	C		
055434203 BG GROUP PLC	C		
05565A202 BNP PARIBAS - ADR	C		
05946K101 BANCO BILBAO VIZCAYA	C		
05964H105 BANCO SANTANDER	C		
153766100 CENTRAL JAPAN RAI-UN	C		
05964H105 BANCO SANTANDER CEN	C		
06426M104 BANK OF CHINA	C		
088606108 BHP BILLITON LIMITED	C		
12637N105 CSL LIMITED	C		

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
138006309 CANON INC - ADR	C		
143658300 CARNIVAL CORP	C		
167250109 CHICAGO BRIDGE & IRO	C		
16940R109 CHINA RESOURCES	C		
20441B407 COMP. PARANAENSE DE	C		
191459205 COCHLEAR LIMITED	C		
23304Y100 DBS GROUP HOLDIGNS	C		
23304Y100 DBS GROUP HOLDINGS L	C		
225401108 CREDIT SUISSE GROUP	C		
237545108 DASSAULT SYSTEMES	C		
25030W100 DESARROLLADORA	C		
251561304 DEUTCHE LUFTHANSA	C		
292505104 ENCANA CORP	C		
26874R108 ENI SPS- ADR	C		
296036304 ERSTE GROUP BANK	C		
307305102 FANUC LTD	C		
344419106 FOMENTO ECONOMICO ME	C		
404280406 HSBC - ADR	C		
448415208 HUTCHINSON WHAMPOA L	C		
358029106 FRESENIUS MEDICAL CA	C		
359590304 FUJITSU LIMITED	C		
368287207 OAO GAZPROM LEVEL 1	C		
37733W105 GLAXOSMITHKLINE	C		
410693105 HANNOVER REINS CORP	C		
443251103 HOYA CORP	C		
45104G104 ICICI BANK LTD - ADR	C		
45245E109 IMAX CORP COM	C		
45857P301 INTERCONTINENTAL HOT	C		
482423100 KBW INC	C		

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
453038408 IMPERIAL OIL LTD COM	C		
500467402 KONINKLUKE AHOLD	C		
580037109 MCDERMOTT INTL	C		
N7902X106 SENSATA TECHNOLOGIES	C		
N72482107 QIAGEN N.V.	C		
N22717107 CORE LABORATORIES	C		
H8912P106 TYCO ELECTRONICS	C		
H89128104 TYCO INTERNATIONAL	C		
H50430232 LOGITECH INTERNATION	C		
H27013103 WEATHERFORD INTNTL	C		
48206M102 JUPITER TELECOM- UNS	C		
48667L106 KIDDI CORP.	C		
54338V101 LONZA GROUP AG	C		
501897102 LI & FUNG LTD	C		
G1151C101 ACCENTURE PLC	C		
H01301102 ALCON INC	C		
G24140108 COOPER INDUSTRIES PL	C		
G16962105 BUNGE LIMITED	C		
758204200 REED ELESVIER N V AD	C		
606769305 MITSUBISHI CORP	C		
98418K105 XSTRATA PLC	C		
90460M105 UNICHARM CORPORATION	C		
584469407 MEDIASET S P A	C		
502117203 L'OREAL - ADR	C		
502441306 LVMH MOET HENNESSY U	C		
98982M107 ZURICH FINANCIAL SER	C		
87260W101 TNT N V	C		
87944W105 TELENOR ASA - ADR	C		
780259107 ROYAL DUTCH SHELL	C		

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
881575302 TESCO PLC - ADR	C		
803866300 SASOL LIMITED -ADR	C		
83364L109 SOCIETE GENERALE - A	C		
G47791101 INGERSOLL-RAND	C		
G81477104 SINA CORPORATION	C		
G87210103 UTI WORLDWIDE INC	C		
G98290102 XL GROUP PLC	C		
505861401 LAFARGE - ADR	C		
62474M108 MTN GROUP LTD	C		
62474M108 MTN GROUP LTD	C		
632525408 NATIONAL AUSTRALIA B	C		
641069406 NESTLE S.A. REGISTER	C		
64110W102 NETEASE.COM	C		
653656108 NICE SYSTEMS LTD	C		
6697V109 NOVARTIS AG - ADR	C		
653905109 NIKO RES LTD	C		
65334H102 NEXEN INC	C		
670100205 NOVO NORDISK A/S	C		
71654V101 PETROLEO BRASILEIRO	C		
74435K204 PRUDENTIAL PLC - ADR	C		
760975102 RESEARCH IN MOTION	C		
761655406 REXAM PLC - ADR	C		
775781206 ROLLS ROYCE GROUP	C		
771195104 ROCHE HOLDINGS	C		
77195104 ROCHE HOLDINGS LTD	C		
80687P106 SCHNEIDER ELECTRIC	C		
85771P102 STATOIL ASA	C		
803054204 SAP AG - ADR	C		
806857108 SCHLUMBERGER LTD	C		

THE JOLLEY FOUNDATION 57-6024996

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
806857108 SCHLUMBERGER LTD	C		
813113206 SECOM LTD	C		
83175M205 SMITH & NEPHEW PLC	C		
881624209 TEVA PHARMACEUTICAL	C		
82481R106 SHIRE PLC	C		
870123106 SWATCH GROUP AG	C		
92933H101 WPP GROUP PLC AMERIC	C		
93114W107 WAL-MART DE MEXICO	C		
917302200 USINAS SIDERURGICAS	C		
874039100 TAIWAN SEMICONDUCTOR	C		
87425E103 TALISMAN ENERGY INC	C		
879382208 TELEFONICA SA -ADR	C		
900148701 TURKIYE GARANTI BANK	C		
903914109 ULTRA PETROLEUM CORP	C		
904767704 UNILEVER PLC	C		
86359A4B6 STRUCTURED ASSET SEC	C		
45857P301 INTERCONTINENTIAL HO	C		
H0023R105 ACE LIMITED	C		
02582JEV8 AMERICAN EXPRESS CRE	C		
05947ULY2 BANC AMER COML MTG	C		
12623CAD7 CNH EQUIPMENT TRUST	C	109,962.	111,037.
38376GVB3 VR GOVT NATL MTG	C	30,372.	28,935.
61745MTD5 MORGAN STANLEY CAP	C		
61746WZA1 MORGAN STANLEY DEAN	C		
981464CJ7 WORLD FINANCIAL NETW	C		
277911491 EATON VANCE FLOATIN	C		
922031737 VANGUARD INFLAT-PROT	C		
G0450A105 ARCH CAPITAL GROUP	C		
G0457F107 ARCOS DORADOS HOLDI	C		

THE JOLLEY FOUNDATION 57-6024996

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
042068106 ARM HOLDINGS PLC	C		
046353108 ASTRAZENECA PLC	C		
05534B760 BCE OMC	C		
112900105 BROOKFIELD OFFICE	C		
143658300 CARNIVAL CORP	C		
167250109 CHICAGO BRIDGE & IRO	C		
284902103 ELDORADO GOLD CORP	C		
29358Q109 ENSCO INTERNATIONAL	C		
367299203 GASTAR EXPLORATION L	C		
37733A105 GLAXOSMITHLKINE PLC	C		
45245E109 IMAX CORP COM	C		
45857P301 INTERCONTINENTAL HOT	C		
500458401 KOMATSU LIMITED - AD	C		
636274300 NATIONAL GRID PLC	C		
G6852T105 PARTNERRE LTD COM	C		
780259107 ROYAL DUTCH SHELL	C		
79780P104 SAN GOLD CORP	C		
806857108 SCHLUMBERGER LTD	C		
806857108 SCHLUMBERGER LTD	C		
N7902X106 SENSATA TECHNOLOGIES	C		
82481R106 SHIRE PLC	C		
52532101 SUNCOR ENERGY INC	C		
H84989104 TE CONNECTIVITY LTD	C		
879382208 TELEFONICA SA - ADR	C		
881624209 TEVA PHARMAXEUTICAL	C		
89151E109 TOTAL S.A. - ADR	C		
H89128104 TYCO INTERNATIONAL	C		
904767704 UNILEVER PLC - ADR	C		
G87210103 UTI WORLDWIDE INC	C		

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
92857W209 VONDAFONE GROUP	C		
G96666105 WILLIS GROUP HOLDING	C		
G98290102 XL GROUP PLC	C		
003021714 ABERDEEN EMERGING MK	C		
411511306 HARBOR INTERNATIONAL	C		
413838202 OAKMARK FUNDS- THE O	C		
BRIGADE OFFSHORE 2010-05	C		
7HF000H69 HFR MA STRATEGIC OFF	C		
LAZARD OFFSHORE SERIES 6	C		
MOUNT LUCAS OFFSHORE SER 20100	C		
STRATEGIC VALUE SERIES E OFFSH	C		
024013104 AMERICAN ASSET	C		
024835100 AMERICAN CAMPUS	C		
053484101 AVALONBAY CMNTYS	C		
09063H107 BIOMED RLTY TR	C		
101121101 BOSTON PROPERTIES IN	C		
133131102 CAMDEN PPTY TR SH	C		
13466Y105 CAMPUS CREST COMMUNI	C		
21870Q105 CORESITE REALTY CORP	C		
229663109 CUBESMART	C		
23317H102 DDR CORPORATION	C		
29380T105 ENTERAINMENT PPTY	C		
29472R108 EQUITY LIFESTYLE PPT	C		
29476L107 EQUITY RESIDENTIAL P	C		
297178105 ESSEX PPTY TR COM	C		
30225T102 EXTRA SPACE STORAGE	C		
74340W103 PROLOGIS , INC	C		
74965L101 RLJ LODGING TRUST	C		
40414L109 HCP INC	C		

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
42217K106 HEALTH CARE REIT	C		
92276F100 VENTAS INC COM	C		
46625H365 JP MORGAN ALERIAN	C		
76628T645 RIDGEWORTH SEIX HY B	C		
7HF990SE2 STRATEGIC VALUE SER	C	520,171.	643,160.
7HF99B008 BRIGADE OFFSHORE 201	C	675,125.	791,498.
7HF99LZ65 LAZARD OFFSHORE SER	C		
7HF99ML01 MOUNT LUCAS OFFSHORE	C	342,892.	371,351.
12667FEA9 COUNTRYWIDE ALTERNAT	C	25,299.	25,297.
31394VX47 VR FED NATL MTG AS	C	33,332.	27,219.
36192KAR8 GS MORTGAGE SECURITI	C	35,699.	35,780.
36192KAY3 VR GS MORTGAGE SEC 5	C	36,745.	37,044.
36299NTM5 WNH4 US ULTRA LONG F	C		
36299NTQ6 FVH4 US TREAS 5YR MA	C		
36299NTV5 TUH4 US TREAS 2YR FU	C		
38376GYX2 VR GOVT NATL MTG	C	14,713.	9,550.
46640LAD4 JPMBB COMMERCIAL MO	C	76,007.	76,804.
542514EV2 VR LONG BEACH MORT 1	C	9,715.	9,638.
55973B110 MAGNUM HUNTER RESOUR	C		
61762MBW0 VR MORGAN STANLEY	C	30,949.	30,673.
61762TAE6 VR MORGAN STANLEY BA	C	10,595.	10,290.
7HF99EC58 ENERGY CAP MEZZANINE	C	87,220.	90,481.
7HF99MT29 MAGNITUDE INTERNATIO	C	750,000.	764,292.
BBY990405 ABBEY CAPITAL MULTI-	C	1,500,000.	1,463,516.
TOTALS		4,288,796.	4,526,565.

THE JOLLEY FOUNDATION 57-6024996

FORM 990PF, PART II - OTHER ASSETS
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DESCRIPTION

05947U4D7 BANC OF AMERICA COMM
12623CAD7 CNH EQUIPMENT TRUST
3137AMWZ6 FED HOME LN MTG CORP
31394VX47 VR FED NATL MTG AS
36192KAR8 GS MORTGAGE SECURITI
38376GVB3 VR GOVT NATL MTG
38376GYX2 VR GOVT NATL MTG
981464CJ7 WORLD FINANCIAL NETW

TOTALS

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	9,847.
MUTUAL FUND DEFERRED INCOME	101.
ACCD INT TAX EFF BEFORE TYE	1,720.
TOTAL	11,668.

THE JOLLEY FOUNDATION 57-6024996

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
MUTUAL FUND TAX EFFECTIVE DATE AFTER TYE	2,131.
ROC BASIS ADJUSTMENT	3,689.
ACCD INT TAX EFF AFTER TYE	1,632.
DISALLOWED WASH SALES	14,853.
ACCRUED INT PAID CARRYOVER	385.
2013 SALE TAX EFF 2012	3,358.
ADJ OF ESTIMATED PREFORMANCE TO ACTUAL	24,512.
ROUNDING	89.
TOTAL	50,649.

FORM 990PF, PART XV - LINES 2a - 2d

RECIPIENT NAME:
WELLS FARGO c/o MARSHA SAMELLAS
ADDRESS:
PO BOX 969
GREENVILLE, SC 29602
RECIPIENT'S PHONE NUMBER: 877-287-0641
FORM, INFORMATION AND MATERIALS:
CONTACT ADDRESS LISTED FOR SPECIFIC DETAILS
SUBMISSION DEADLINES:
APRIL 1 AND SEPTEMBER 1
RESTRICTIONS OR LIMITATIONS ON AWARDS:
NORMALLY LOCAL CHARITIES IN GREENVILLE COUNTY
NO INDIVIDUAL SCHOLARSHIPS

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
UNITED NEGRO COLLEGE FUND
ADDRESS:
229 PEACHTREE STREET, NE STE 2350
ATLANTA, GA 30303
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
TREES GREENVILLE
ADDRESS:
POB 9232
GREENVILLE, SC
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY TREE PLANTING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
TRIUNE MERCY CENTER
ADDRESS:
222 RUTHERFORD STREET PO BOX 3844
GREENVILLE, SC 29609
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
MICHAELS WAY INC
ADDRESS:
PO BOX 8281
GREENVILLE, SC 29604-8281
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
REWIGO MINISTRIES
ADDRESS:
24 CLEVELAND ST
GREENVILLE, SC 29601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
2014 EXPANSION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
BON SECOURS ST. FRANCES FDN
ADDRESS:
1 ST. FRANCIS DRIVE
GREENVILLE, SC 29601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 50,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
GREENVILLE CHAUTAUQUA SOCIETY
ADDRESS:
943 RUTHERFORD ROAD
GREENVILLE, SC 29607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
CENTRAL CAROLINA LUTHERAN OUTREACH
ADDRESS:
2600 WADE HAMILTON BLVD
GREENVILL, SC 29615
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
AFTER SCHOOL PROGRAMFOR CHILDREN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
INSTITUTE FOR CHILD SUCCESS,INC
ADDRESS:
105 EDINBURGH ST
GREENVILLE, SC 29607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ICS SUSTAINABILITY AND CAPACITY BUILDING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
WOFFORD COLLEGE
ADDRESS:
429 N CHURCH ST
SPARTANBURG, SC 29303
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COLLEGE ACCESS PROGRAM FEASIBILITY PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
YMCA JUDSON COMM CENTER
ADDRESS:
2 EIGHTH STREET
GREENVILLE, SC 29611
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
AFTERSCHOOL ENRICHMENT PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 12,000.

RECIPIENT NAME:
YMCA
ADDRESS:
700 AUGUSTA STREET
GREENVILLE, SC 29605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EMPOWERMENT CENTER
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
SC INDEPENDENT COLLEGES
UNIVERSITIES, INC
ADDRESS:
PO BOX 12007
COLUMBIA, SC 29211
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ANNUAL UNRESTRICTED FUND CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
MEYER CENTER FOR SPECIAL CHILDREN
ADDRESS:
1132 RUTHERFORD ROAD
GREENVILLE, SC 29609
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CAPITAL CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
GREENVILLE SYMPHONY ORCHESTRA
ADDRESS:
POB 5616
Greenville, SC 29601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GSO EDUCATION AND COMMUNITY ENGAGEMENT PROGRA
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
UNITED MINISTRIES
ADDRESS:
606 PENDLETON STREET
GREENVILLE, SC 29601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
MEALS ON WHEELS
ADDRESS:
15 OREGON STREET
GREENVILLE, SC 29605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MOW VEHICLE REPLACEMENTS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
URBAN LEAGUE OF THE UPSTATE, INC.
ADDRESS:
15 REGENCY HILL DRIVE
GREENVILLE, SC 29607-2529
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
JUNIOR ACHECIMENT OF UPSTATE SC
ADDRESS:
530 HOWELL ROAD SUITE 103
GREENVILLE, SC 29615
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
DAY PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 18,000.

RECIPIENT NAME:
METROPOLITAN ARTS COUNCIL
ADDRESS:
16 AUGUSTA STREET
GREENVILLE, SC 29602-1206
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SMARTARTS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
GREENVILLE TECH FOUNDATION
ADDRESS:
PO BOX 5616
GREENVILLE, SC 29606
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
AMBULANCE ANS MANNEQUIN SIMULATORS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 50,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
WAREHOUSE THEATRE
ADDRESS:
37 AUGUSTA STREET
GREENVILLE, SC 29601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
JULIE VALENTINE CENTER
ADDRESS:
2905 WHITE HORSE RD
GREENVILLE, SC 29611
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY PREVENTION AND EDUC PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
ETV ENDOWMENT OF SC
ADDRESS:
401 E. KENNEDY ST #B1
SPARTANBURG, SC 29302
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
PUBLIC EDUCATION PARTNERS
ADDRESS:
225 S. PLEASANTBURG DRIVE
GREENVILLE, SC 29607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
GOVERNOR'S SCHOOL FOR THE
ARTS FOUNDATION
ADDRESS:
PO BOX 8458
GREENVILLE, SC 29604
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GUEST ARTIST PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
PEACE CENTER FOUNDATION
ADDRESS:
101 WEST BROAD ST
GREENVILLE, SC 29601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PEACE VOICES OUTREACH PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
CAMPERDOWN ACADEMY
ADDRESS:
501 HOWELL ROAD
GREENVILLE, SC 29615
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
FOOT HILLS FAMILY RESOURCES
ADDRESS:
POB 246
SLATER, SC 29683
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
INTERGRATED SERVICES PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 18,000.

RECIPIENT NAME:
HABITAT FOR HUMANITY OF GREENVILLE
COUNTY
ADDRESS:
PO BOX 1206
GREENVILLE, SC 29602-1206
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
SC CHILDRENS THEATRE
ADDRESS:
PO BOX 9340
GREENVILLE, SC 29604
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OUTREACH TICKETS AND BOOKS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
A CHILDS HAVEN
ADDRESS:
1124 RUTHERFORD ROAD
Greenville, SC 29609
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TECHNOLOGY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
SAFY
ADDRESS:
5 CENTURY DR
GREENVILLE, SC 29607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOSTER PARENT RECRUITMENT AND TRAINING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
BOB JONES UNIVERSITY MUSEUM
AND GALLERY
ADDRESS:
1700 WADE HAMPTOM BOULEVARD
GREENVILLE, SC 29614
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
CHILDREN'S MUSEUM OF THE UPSATE
ADDRESS:
300 COLLEGE STREET
GREENVILLE, SC 29601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
UPSTATE HOMELESS COALITION
OF SC
ADDRESS:
150 EXECUTIVE CTR DRIVE
GREENVILLE, SC 29615
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
CHRIST CHURCH EPISCOPAL SCHOOL
ADDRESS:
245 CAVALIER DRIVE
GREENVILLE, SC 29607
RELATIONSHIP:
NA
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
PLEASANT VALLEY CONNECTION INC
ADDRESS:
510 OLD AUGUSTA RD
GREENVILLE, SC 29605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PVS PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
GREENVILLE LITTLE THEATRE
ADDRESS:
444 COLLEGE ST
GREENVILLE, SC 29601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CAPITAL NEEDS CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
GREENVILLE HOSPITAL SYSTEM
ADDRESS:
701 GROVE RD
GREENVILLE, SC 29605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 150,000.

RECIPIENT NAME:
SALVATION ARMY OF GREENVILLE
COUNTY
ADDRESS:
PO BOX 1237
GREENVILLE, SC 29602
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
ALLEN TEMPLE COMM ECONOMIC
DEVELOPEMENT CORPORATION
ADDRESS:
PO BOX 2202
GREENVILLE, SC 29602-2202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATING ADMIN FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 35,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CITY OF GREEENVILLE
ADDRESS:
206 SOUTH MAIN
GREENVILLE, SC 29601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PEG LEG BATES PROJECT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

TOTAL GRANTS PAID: 1,203,000.