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 03/01, 2013, and ending 02/28, 2014

Name of foundation: DR C C AND MABEL L CRISS MEMORIAL FOUNDATION 58011000

A Employer identification number: 47-0601105

Number and street (or P.O. box number if mail is not delivered to street address): P O BOX 64713; TRUST TAX SERVICES

Room/suite:

B Telephone number (see instructions): 402-434-1584

City or town, state or province, country, and ZIP or foreign postal code: ST. PAUL, MN 55164-0713

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

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 29,880,119.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	69.	69.		STMT 1
	4 Dividends and interest from securities	739,495.	739,495.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,318,460.			
	b Gross sales price for all assets on line 6a 13,152,254.				
	7 Capital gain net income (from Part IV, line 2)		1,318,460.		
	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)	12,317.	12,317.		STMT 14
	12 **Total.** Add lines 1 through 11	2,070,341.	2,070,341.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	283,506.	166,055.		117,451.
	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)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 15	40,211.	9,960.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 16	347.	171.		176.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	324,064.	176,186.	NONE	117,627.
	25 Contributions, gifts, grants paid	1,447,650.			1,447,650.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,771,714.	176,186.	NONE	1,565,277.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	298,627.			
	b **Net investment income** (if negative, enter -0-)		1,894,155.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	56,376.	-124,571.	-124,571.
	2	Savings and temporary cash investments	1,941,788.	797,435.	797,435.
	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 17	5,546,839.	4,036,048.	4,185,153.
	b	Investments - corporate stock (attach schedule) STMT 21	13,717,515.	15,597,839.	18,791,920.
	c	Investments - corporate bonds (attach schedule) STMT 30	4,545,457.	5,436,819.	5,610,637.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 35	1,222,518.	1,592,350.	619,534.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ACCRUED INCOME)		11.	11.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	27,030,493.	27,335,931.	29,880,119.
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 ▶ STMT 36)	831.	7,642.	
	23	**Total liabilities** (add lines 17 through 22)	831.	7,642.	
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	21,815,340.	21,815,340.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	5,214,322.	5,512,949.	
	30	**Total net assets or fund balances** (see instructions)	27,029,662.	27,328,289.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	27,030,493.	27,335,931.	

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	27,029,662.
2	Enter amount from Part I, line 27a	2	298,627.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	27,328,289.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	27,328,289.

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	13,152,254.		11,833,794.	1,318,460.
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				1,318,460.
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	1,318,460.
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	1,663,122.	27,556,843.	0.060352
2011	2,121,118.	27,987,211.	0.075789
2010	2,053,980.	28,291,150.	0.072602
2009	2,102,848.	26,877,861.	0.078237
2008	2,148,312.	29,176,436.	0.073632

2	**Total** of line 1, column (d)	2	0.360612
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	0.072122
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	28,804,494.
5	Multiply line 4 by line 3	5	2,077,438.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	18,942.
7	Add lines 5 and 6	7	2,096,380.
8	Enter qualifying distributions from Part XII, line 4	8	1,565,277.

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	37,883.
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	37,883.
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	37,883.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	26,000.		
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	26,000.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ 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	11,883.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ NONE **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? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NE			
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)*

			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 ▶ US BANK NATIONAL ASSOCIATION Telephone no. ▶ (402)434-1584

Located at ▶ 233 S 13TH ST, LINCOLN, NE ZIP+4 ▶ 68508

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

			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.

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

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

5a During the year did the foundation pay or incur any amount to.			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	[ ] Yes [X] 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 [X] No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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 [X] 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 [X] 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 [X] 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 [X] No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 37		283,506.		

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	28,074,997.
b	Average of monthly cash balances	1b	701,737.
c	Fair market value of all other assets (see instructions)	1c	466,407.
d	**Total** (add lines 1a, b, and c)	1d	29,243,141.
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	29,243,141.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	438,647.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,804,494.
6	**Minimum investment return.** Enter 5% of line 5	6	1,440,225.

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	1,440,225.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	37,883.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	37,883.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,402,342.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,402,342.
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	1,402,342.

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	1,565,277.
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	1,565,277.
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	1,565,277.

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				1,402,342.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			NONE	
b Total for prior years 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008 ... 705,442.				
b From 2009 ... 774,681.				
c From 2010 ... 664,589.				
d From 2011 ... 748,171.				
e From 2012 ... 325,866.				
f **Total** of lines 3a through e	3,218,749.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,565,277.				
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				1,402,342.
e Remaining amount distributed out of corpus	162,935.			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,381,684.			
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				NONE
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)	705,442.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	2,676,242.			
10 Analysis of line 9				
a Excess from 2009 ... 774,681.				
b Excess from 2010 ... 664,589.				
c Excess from 2011 ... 748,171.				
d Excess from 2012 ... 325,866.				
e Excess from 2013 ... 162,935.				

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).)

N/A

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 54				1,447,650.
Total ▶ **3a**				1,447,650.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
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			14	69.	
4 Dividends and interest from securities			14	739,495.	
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	1,318,460.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b IDR FIXED INC RE			01	12,317.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				2,070,341.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 2,070,341.

(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

Karen Bassett | 06/24/2014 | CORP. TRUSTEE

Signature of officer or trustee | Date | Title

KAREN BASSETT

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
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST ON SAVINGS AND TEMPORARY CASH	69.	69.
TOTAL	69.	69.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC INC	245.	245.
AFLAC INC 2.650% 2/15/17	1,458.	1,458.
AGCO CORP	164.	164.
AT&T INC	1,462.	1,462.
AT&T INC 6.550% 2/15/39	2,293.	2,293.
ABBVIE INC	2,110.	2,110.
ABERDEEN FDS EMRGN	13,528.	13,528.
AGILENT TECHNOLOGIES INC	71.	71.
ALLERGAN INC	27.	27.
ALLSTATE CORP	2,405.	2,405.
ALLSTATE CORP 6.200% 5/16/14	1,666.	1,666.
ALLSTATE CORP 3.150% 6/15/23	609.	609.
ALLY AUTO 1.350% 12/15/15	684.	684.
AMAZON COM INC 2.500% 11/29/22	500.	500.
AMERICAN CAPITAL AGENCY CORP	1,749.	1,749.
AMERICAN EAGLE OUTFITTERS INC	1,347.	1,347.
AMERICAN EXPRESS CO	372.	372.
AMER EXPRESS CR MTN 2.800% 9/19/16	420.	420.
AMER EXPRESS CR MTN 1.750% 6/12/15	525.	525.
AMER INTL GROUP 6.400% 12/15/20	1,600.	1,600.
AMERICAN TOWER CORP	334.	334.
AMGEN INC	2,446.	2,446.
ANADARKO PETROLEUM CORP	241.	241.
ANADARKO PETRO CORP 6.375% 9/15/17	-131.	-131.
APPLE INC	5,399.	5,399.
APPLE INC 2.400% 5/03/23	1,014.	1,014.
ASTRAZENECA PLC 1.950% 9/18/19	1,073.	1,073.
AUTOZONE INC 3.700% 4/15/22	-237.	-237.
AVNET INC	395.	395.
BB&T CORPORATION MTN 6.850% 4/30/19	1,370.	1,370.
BCE INC	993.	993.
BHP BILLITON FIN 6.500% 4/01/19	1,300.	1,300.

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

DESCRIPTION			REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BNP PARIBAS MTN	2.700%	8/20/18	601.	601.
BANK OF AMERICA CORP			115.	115.
BANK OF AMERICA	5.750%	12/01/17	10,638.	10,638.
BERKSHIRE HATHW BRK	2.200%	8/15/16	440.	440.
BEST BUY CO INC			395.	395.
BLACKROCK INC			632.	632.
BOEING CO			1,230.	1,230.
BOEING CO	6.875%	3/15/39	2,320.	2,320.
BORG WARNER INC			216.	216.
BRUNSWICK CORP			52.	52.
CBS CORP CLASS B NON VOTING			1,923.	1,923.
CF INDUSTRIES INC	3.450%	6/01/23	-120.	-120.
CIGNA CORP			35.	35.
C M S ENERGY CORP			1,813.	1,813.
COMMERCIAL MORTGAGE	1.801%	10/15/45	1,535.	1,535.
CVS CAREMARK CORP			1,190.	1,190.
CA INC			1,655.	1,655.
CANADIAN NAT RES	5.900%	2/01/18	3,835.	3,835.
CAPITAL ONE FINL	4.750%	7/15/21	-44.	-44.
CAPITAL ONE MULTI	5.050%	12/17/18	3,240.	3,240.
CARMAX AUTO OWNER TR	2.400%	4/15/15	1,168.	1,168.
CATERPILLAR INC			250.	250.
CATHOLIC HEALTH	1.600%	11/01/17	642.	642.
CENOVUS ENERGY INC	3.800%	9/15/23	-659.	-659.
CENTERPOINT ENERGY	4.192%	2/01/20	2,711.	2,711.
CHESAPEAKE ENERGY CORP			255.	255.
CHEVRON CORPORATION			4,230.	4,230.
CHEVRON CORP	2.427%	6/24/20	243.	243.
CISCO SYS INC			1,201.	1,201.
CITIGROUP INC			44.	44.
CITIGROUP INC	6.125%	11/21/17	6,125.	6,125.
CITIGROUP COMMERCIAL	3.024%	9/10/45	890.	890.
COACH INC			1,028.	1,028.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
COCA COLA ENTERPRISES INC	542.	542.
COMCAST CORP CL A	262.	262.
COMPANHIA PARANAENSE ENER SP A D R	231.	231.
COMPUTER SCIENCES 4.450% 9/15/22	-467.	-467.
CONAGRA FOODS INC	1,415.	1,415.
CONAGRA INC 5.875% 4/15/14	2,496.	2,496.
CONAGRA FOODS INC 1.900% 1/25/18	475.	475.
CONOCOPHILLIPS	2,084.	2,084.
CONOCOPHILLIPS 6.500% 2/01/39	1,625.	1,625.
CONOCOPHILLIPS 6.000% 1/15/20	1,500.	1,500.
CONSTELLATION ENERGY 5.150% 12/01/20	139.	139.
CONSUMERS ENERGY CO 6.700% 9/15/19	28.	28.
RABOBANK NEDERLAND 3.875% 2/08/22	969.	969.
CUMMINS INC	988.	988.
DANAHER CORP	213.	213.
JOHN DEERE CAP MTN 2.800% 9/18/17	840.	840.
DELTA AIR LINES INC	287.	287.
DEVON ENERGY CORPORATION	96.	96.
DIRECTTV HOLDINGS 3.125% 2/15/16	1,091.	1,091.
DIRECTV HOLDINGS 3.800% 3/15/22	-550.	-550.
DISCOVER FINL SVCS	920.	920.
DISCOVERY COMMUN 5.050% 6/01/20	137.	137.
DOVER CORP	1,310.	1,310.
DOW CHEM CO	1,016.	1,016.
DUKE ENERGY CORP 6.450% 10/15/32	2,258.	2,258.
E M C CORPORATION	2,270.	2,270.
EMC CORP 2.650% 6/01/20	294.	294.
EASTMAN CHEM CO	826.	826.
EDISON INTL	174.	174.
EMERSON ELEC CO	818.	818.
EXELON GENERATION 6.250% 10/01/39	1,563.	1,563.
EXXON MOBIL CORP	2,403.	2,403.
FPL RECOVERY FDG 5.1273% 8/01/17	5,838.	5,838.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
F H L M C GD G11006 6.000% 3/01/15	124.	124.
F H L M C #847293 2.024% 10/01/28	129.	129.
F H L M C GD C09000 3.500% 6/01/42	2,196.	2,196.
F H L M C GD B13518 4.500% 4/01/19	765.	765.
F F C B DEB 1.750% 4/01/21	856.	856.
F N M A DEB 1.250% 6/20/16	656.	656.
F N M A DEB 1.500% 5/25/18	956.	956.
F N M A GTD REMIC 1.451% 2/25/18	1,283.	1,283.
F N M A #254692 5.500% 3/01/33	1,129.	1,129.
F N M A #254800 5.500% 7/01/23	1,494.	1,494.
F N M A #254548 5.500% 12/01/32	1,549.	1,549.
F N M A #255575 5.500% 1/01/25	364.	364.
F H L M C MLTCL MTG 2.776% 6/25/17	2,404.	2,404.
F H L M C MLTCL MTG 1.337% 6/25/16	1,460.	1,460.
F N M A #494976 6.500% 6/01/29	1,161.	1,161.
F N M A #517677 6.500% 7/01/29	432.	432.
F N M A #524624 7.000% 12/01/29	181.	181.
F N M A #535006 7.000% 11/01/14	176.	176.
F N M A #535143 7.500% 2/01/30	466.	466.
F N M A #535159 7.000% 2/01/30	234.	234.
F N M A #535256 6.000% 12/01/13	13.	13.
F N M A #540814 6.500% 5/01/31	390.	390.
F N M A #545691 6.500% 6/01/32	1,049.	1,049.
F N M A #555800 5.500% 10/01/33	2,852.	2,852.
F N M A #555967 5.500% 11/01/33	1,249.	1,249.
F N M A #624808 6.000% 1/01/32	388.	388.
F N M A #636750 7.000% 4/01/32	1,752.	1,752.
F N M A #AH6789 4.500% 3/01/41	5,177.	5,177.
F N M A #AH9055 4.500% 4/01/41	2,801.	2,801.
F N M A #AI1888 4.500% 5/01/41	2,211.	2,211.
F N M A #AJ9355 3.000% 1/01/27	2,148.	2,148.
F N M A #AL0578 3.500% 8/01/26	3,348.	3,348.
F N M A #AL3617 3.500% 5/01/28	378.	378.

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

DESCRIPTION			REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
F N M A #AT3180	3.000%	5/01/43	1,871.	1,871.
F N M A #641789	6.500%	5/01/17	469.	469.
F N M A #645025	6.500%	5/01/32	89.	89.
F N M A #656269	6.000%	8/01/32	553.	553.
F N M A #695843	5.500%	4/01/18	1,387.	1,387.
F N M A #724954	5.000%	7/01/18	1,841.	1,841.
F N M A #725286	2.305%	6/01/32	654.	654.
F N M A #735273	6.500%	2/01/35	499.	499.
F N M A #735141	5.500%	1/01/35	917.	917.
F N M A #735990	4.500%	11/01/19	1,995.	1,995.
F N M A #736158	5.000%	8/01/33	786.	786.
F N M A #745279	5.000%	2/01/21	2,822.	2,822.
F N M A #745418	5.500%	4/01/36	1,830.	1,830.
F N M A #745563	5.500%	8/01/34	3,493.	3,493.
F N M A #753589	6.500%	11/01/33	1,005.	1,005.
F N M A #756202	5.500%	12/01/33	1,815.	1,815.
F N M A #772641	5.000%	3/01/34	2,567.	2,567.
F N M A #776971	5.000%	4/01/34	826.	826.
F N M A #781585	5.500%	9/01/34	402.	402.
F N M A #781628	5.000%	12/01/34	1,233.	1,233.
F N M A #790404	5.500%	8/01/34	1,153.	1,153.
F N M A #832443	5.000%	9/01/35	2,554.	2,554.
F N M A #852932	5.000%	4/01/21	1,012.	1,012.
F N M A #889235	5.000%	3/01/23	954.	954.
F N M A #889406	6.000%	4/01/38	3,709.	3,709.
F N M A #900555	6.000%	9/01/36	3,641.	3,641.
F N M A #995112	5.500%	7/01/36	3,043.	3,043.
F N M A #AB7270	3.000%	12/01/42	4,509.	4,509.
F N M A #MA0583	4.000%	12/01/40	2,078.	2,078.
F N M A #MA0586	3.500%	11/01/25	129.	129.
F N M A #MA0695	4.000%	3/01/31	5,461.	5,461.
F N M A #MA1675	3.500%	10/01/23	625.	625.
F N M A #MA0949	3.500%	12/01/31	5,022.	5,022.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
F N M A #AD8397 4.500% 8/01/40	1,643.	1,643.
F N M A #AE0113 4.000% 7/01/40	5,239.	5,239.
FIFTH THIRD BANCORP	1,872.	1,872.
FIFTH THIRD AUTO 0.610% 9/15/17	564.	564.
FLORIDA PWR & LT CO 5.650% 2/01/37	1,099.	1,099.
FLY LEASING LTD A D R	1,746.	1,746.
FOOT LOCKER INC	438.	438.
FRANKLIN RES INC	393.	393.
FREEPORT MCMORAN C G 3.550% 3/01/22	-276.	-276.
GATX CORP 2.375% 7/30/18	499.	499.
G N M A #AA5391 3.500% 6/15/42	3,150.	3,150.
G N M A I I #004946 4.500% 1/20/41	4,820.	4,820.
G N M A #490927 6.500% 11/15/28	514.	514.
G N M A #553367 5.500% 7/15/33	1,709.	1,709.
GS MTG SEC CORP II 5.479% 11/10/39	401.	401.
GANNETT INC	1,094.	1,094.
THE GAP INC	295.	295.
GENERAL ELECTRIC CO	1,400.	1,400.
GEN ELEC CAP CRP MTN 5.625% 5/01/18	4,219.	4,219.
GENERAL MILLS INC 5.650% 2/15/19	2,260.	2,260.
GERDAU S A SPON A D R	47.	47.
GLAXO SMITHKLINE P L C A D R	1,119.	1,119.
GOLDMAN SACHS GR 6.150% 4/01/18	3,690.	3,690.
HSBC HOLDINGS PLC 5.100% 4/05/21	-1,594.	-1,594.
HSBC FINANCE CORP 5.000% 6/30/15	7,195.	7,195.
HALLIBURTON CO	304.	304.
HALLIBURTON COMPANY 2.000% 8/01/18	370.	370.
HANESBRANDS INC	404.	404.
HARLEY DAVIDSON INC	129.	129.
HARTFORD FINL 6.000% 1/15/19	2,100.	2,100.
HELMERICH PAYNE INC	909.	909.
HERSHEY COMPANY 1.500% 11/01/16	825.	825.
HESS CORP 8.125% 2/15/19	3,250.	3,250.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HOME DEPOT INC	754.	754.
HONEYWELL INTL 4.250% 3/01/21	1,700.	1,700.
HYATT HOTELS 3.375% 7/15/23	653.	653.
ILLINOIS TOOL WORKSINC	360.	360.
INDUSTRIAS BACHOCO SAB DE CV A D R	1,665.	1,665.
INFOSYS TECHNOLOGIES SP A D R	55.	55.
INTEL CORP	2,322.	2,322.
INTEL CORP 4.800% 10/01/41	1,440.	1,440.
INTERNATIONAL BUSINESS MACHINES CORP	1,468.	1,468.
IBM CORP 5.700% 9/14/17	4,275.	4,275.
INTERNATIONAL PAPER CO	1,818.	1,818.
ISHARES MSCI EMERGING MARKETS ETF	28,875.	28,875.
ISHARES DOW JONES US REGIONAL ETF	133.	133.
J P MORGAN CHASE CO	5,381.	5,381.
J P MORGAN CHASE 5.150% 10/01/15	3,605.	3,605.
JP MORGAN CHASE & CO 6.000% 1/15/18	2,400.	2,400.
JPMORGAN CHASE 3.150% 7/05/16	1,733.	1,733.
JPMORGAN CHASE 4.500% 1/24/22	1,125.	1,125.
JPMORGAN CHASE CO 3.375% 5/01/23	422.	422.
JP MORGAN CHASE 5.23711% 12/15/44	7,827.	7,827.
JOHNSON JOHNSON	820.	820.
JOHNSON CONTROLS INC	324.	324.
KLA TENCOR CORPORATION	1,202.	1,202.
KELLOGG CO 4.450% 5/30/16	1,113.	1,113.
KEYCORP MTN 5.100% 3/24/21	1,275.	1,275.
KIMBERLY CLARK CORP	1,817.	1,817.
KINDER MORGAN EN 6.950% 1/15/38	695.	695.
KOHLS CORP	127.	127.
KRAFT FOOD INC 6.500% 8/11/17	3,792.	3,792.
KROGER CO	921.	921.
LINCOLN NATL CORP IND	1,255.	1,255.
LINCOLN NATL CRP 8.750% 7/01/19	875.	875.
LINCOLN NATL CORP 4.200% 3/15/22	1,050.	1,050.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LORILLARD INC	1,416.	1,416.
LOWES CO INC	3,016.	3,016.
M T BANK CORP	575.	575.
MACYS INC	1,145.	1,145.
MACYS RETAIL HLDGS 3.875% 1/15/22	179.	179.
MAGNA INTL INC CL A	788.	788.
MARATHON OIL CORPORATION	847.	847.
MARATHON OIL CORP 5.900% 3/15/18	1,888.	1,888.
MARATHON PETROLEUM CORP	669.	669.
MASTERCARD INC	744.	744.
MAXIM INTEGRATED PRODS INC	1,565.	1,565.
MCDONALDS CORP MTN 6.300% 3/01/38	945.	945.
MCKESSON CORPORATION	88.	88.
MERCK AND CO INC	894.	894.
MERCK CO INC 2.250% 1/15/16	1,238.	1,238.
METLIFE INC	677.	677.
METLIFE INC 6.817% 8/15/18	3,749.	3,749.
MICROSOFT CORP	1,755.	1,755.
MIDAMERICAN ENER MTN 4.650% 10/01/14	2,790.	2,790.
MIDAMERICAN ENERGY 6.125% 4/01/36	1,531.	1,531.
MONDELEZ INTERNATIONAL W I	569.	569.
MONDELEZ INT 4.000% 2/01/24	-37.	-37.
MONSANTO CO	233.	233.
MOODYS CORP	74.	74.
MORGAN STANLEY	198.	198.
MORGAN STANLEY 5.500% 7/28/21	550.	550.
MORGAN STANLEY 5.500% 1/26/20	1,925.	1,925.
MORGAN STANLEY MTN 4.875% 11/01/22	378.	378.
MOTOROLA SOLUTIONS INC	232.	232.
NCUA GUARANTEED NTS 1.600% 10/29/20	639.	639.
NRG ENERGY INC	479.	479.
NATIONAL GRID PLC SP A D R	251.	251.
NATIONAL OILWELL VARCO INC	348.	348.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NATIONAL RURAL UTIL 10.375% 11/01/18	3,113.	3,113.
NBCUNIVERSAL MEDIA 3.650% 4/30/15	1,201.	1,201.
NBCUNIVERSAL MEDIA 4.375% 4/01/21	1,969.	1,969.
NBC UNIVERSAL MEDIA 2.875% 1/15/23	-93.	-93.
NETAPP INC	76.	76.
NEVADA POWER CO 6.500% 8/01/18	2,275.	2,275.
NEWMONT MINING CORP 5.125% 10/01/19	1,008.	1,008.
NEWMONT MINING CORP 3.500% 3/15/22	731.	731.
NEWS AMER INC 6.650% 11/15/37	1,995.	1,995.
NEXTERA ENERGY INC	1,509.	1,509.
NOBLE HOLDING INTL 5.250% 3/15/42	-435.	-435.
NORFOLK SOUTHN CORP 7.800% 5/15/27	2,340.	2,340.
NOVARTIS CAPITAL 2.900% 4/24/15	1,015.	1,015.
NUVEEN REAL ESTATE SECS I	32,045.	32,045.
NUVEEN GLOBAL INFRASTR FD CL I	29,644.	29,644.
NUVEEN MID CAP GRWTH OPP FD CL I	10,596.	10,596.
NUVEEN SMALL CAP GWTH OPP CL I	70,414.	70,414.
OCCIDENTAL PETROLEUM CORPORATION	722.	722.
OCCIDENTAL PETROLM 1.500% 2/15/18	825.	825.
OHIO POWER COMPANY 6.000% 6/01/16	1,800.	1,800.
OMNICARE INC	332.	332.
CANADA ONTARIO 2.950% 2/05/15	1,180.	1,180.
ORACLE CORPORATION	1,802.	1,802.
ORACLE CORP 6.500% 4/15/38	1,950.	1,950.
PPG INDUSTRIES INC 3.600% 11/15/20	1,080.	1,080.
PACIFIC GAS ELEC 5.400% 1/15/40	1,350.	1,350.
PEPSICO INC 7.900% 11/01/18	790.	790.
PERRIGO CO	108.	108.
PETRO CANADA 6.800% 5/15/38	1,360.	1,360.
PFIZER INC	2,835.	2,835.
PIONEER NAT RES CO	11.	11.
PITNEY BOWES INC	428.	428.
POLARIS INDS INC	264.	264.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRIVATE EXPORT FUND 2.050% 11/15/22	1,102.	1,102.
PROCTER & GAMBLE CO	3,657.	3,657.
PRUDENTIAL FINANCIAL INC	953.	953.
PRUDENTIAL FINL MTN 5.500% 3/15/16	3,850.	3,850.
QUALCOMM INC	4,826.	4,826.
RAYTHEON COMPANY	371.	371.
REGIONS FINL CORP	178.	178.
ROCKWELL AUTOMATION INC	355.	355.
ROGERS COMM INC 6.800% 8/15/18	1,700.	1,700.
ROYAL DUTCH SHELL PLC A D R	574.	574.
SLM CORP	840.	840.
SM ENERGY CO	34.	34.
SPDR DJ WILSHIRE INTERNATIONAL	15,085.	15,085.
SANTANDER DRIVE AUTO 0.620% 6/15/17	127.	127.
SCHLUMBERGER LTD	2,623.	2,623.
SCHWAB CHARLES CORP	218.	218.
SCOUT INTERNATIONAL FUND	15,586.	15,586.
SHELL INTL FIN 3.250% 9/22/15	1,045.	1,045.
SHELL INTERNATIONAL 2.375% 8/21/22	1,042.	1,042.
SMITH & NEPHEW P L C A D R	445.	445.
SNAP ON INC	404.	404.
STAPLES INC	862.	862.
STATE STR CORP	692.	692.
STRYKER CORP	113.	113.
SUNCOR INC 6.100% 6/01/18	1,220.	1,220.
SUNTRUST BKS INC	1,421.	1,421.
SYMANTEC CORP	486.	486.
TARGET CORP 6.350% 11/01/32	1,588.	1,588.
TEVA PHARMACEUTICAL INDS LTD A D R	516.	516.
THERMO FISHER SCIENTIFIC INC	312.	312.
THERMO FISHER 2.250% 8/15/16	675.	675.
TIME WARNER CABLE 8.750% 2/14/19	2,661.	2,661.
TOTAL S A A D R	340.	340.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TOTAL CAP INTL 2.875% 2/17/22	1,438.	1,438.
TYSON FOODS INC CL A	177.	177.
UNION PACIFIC CORP	971.	971.
UNION PAC CORP 5.750% 11/15/17	2,300.	2,300.
U S TREASURY BD 6.875 08/15/2025	7,219.	7,219.
U S TREASURY BD 5.250% 2/15/29	8,469.	8,469.
U S TREASURY BD 3.500% 2/15/39	7,684.	7,684.
U S TREASURY NT 4.625% 2/15/40	463.	463.
US TREASURY BD 3.875% 8/15/40	2,713.	2,713.
U S TREASURY BD 3.125% 11/15/41	469.	469.
U S TREASURY BD 3.000% 5/15/42	345.	345.
U S TREASURY NT 4.250% 8/15/13	4,677.	4,677.
U S TREASURY NT 1.375% 3/15/13	3,001.	3,001.
U S TREASURY NT 0.750% 9/15/13	906.	906.
U S TREASURY NT 2.625% 11/15/20	2,322.	2,322.
U S TREASURY NT 3.125% 5/15/21	1,040.	1,040.
U S TREASURY NT 2.125% 8/15/21	6,255.	6,255.
U S TREASURY NT 1.375% 9/30/18	-160.	-160.
U S TREASURY NT 0.250% 2/28/14	506.	506.
U S TREASURY NT 1.750% 5/15/22	2,682.	2,682.
U S TREASURY NT 1.750% 5/15/23	311.	311.
U S TREASURY NT 2.500% 8/15/23	599.	599.
U S TREASURY NT 2.750% 11/15/23	-958.	-958.
UNITED TECHNOLOGIES CORP	1,636.	1,636.
UNITED HEALTH GROUP INC	468.	468.
VALERO ENERGY CORP 6.625% 6/15/37	1,325.	1,325.
VERIZON COMMUNICATIONS INC	1,900.	1,900.
VERIZON COMM INC 6.900% 4/15/38	1,035.	1,035.
VERIZON GLOBAL FDG 7.750% 12/01/30	1,938.	1,938.
VIRGINIA EL PWR 5.950% 9/15/17	1,488.	1,488.
VISA INC	363.	363.
VODAFONE GROUP 1.500% 2/19/18	750.	750.
WF RBS COMMERCIAL 2.875% 12/15/45	4,744.	4,744.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WF RBS COMMERCIAL 2.072% 3/15/48	610.	610.
WAL MART STORES INC	1,334.	1,334.
WALGREEN CO	423.	423.
WEATHERFORD INTL 7.000% 3/15/38	1,979.	1,979.
WELLS FARGO CO	3,375.	3,375.
WELLS FARGO CO 5.625% 12/11/17	6,188.	6,188.
WELLS FARGO MORTG 2.62776% 12/25/34	312.	312.
WESTPAC BANKING COPR SP ADR	250.	250.
WHIRLPOOL CORP	550.	550.
WILLIAMS COS INC	209.	209.
WILLIAMS SONOMA INC	1,120.	1,120.
WYETH 5.450% 4/01/17	1,090.	1,090.
WYNDHAM WORLDWIDE CORP	479.	479.
XEROX CORP	109.	109.
XINYUAN REAL ESTATE CO LTD A D R	44.	44.
ZOETIS INC	71.	71.
AXIS CAPITAL HOLDINGS LTD	582.	582.
BUNGE LIMITED	282.	282.
COVIDIEN PLC	79.	79.
EATON CORP PLC	2,320.	2,320.
ENSCO PLC CL A	812.	812.
SEAGATE TECHNOLOGY	2,065.	2,065.
XL GROUP PLC	942.	942.
ACE LTD	550.	550.
NIELSEN HOLDINGS N V	423.	423.
ROYAL CARIBBEAN CRUISES LTD	571.	571.
TOTAL	739,495.	739,495.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME	12,317.	12,317.
TOTALS	12,317.	12,317.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	490.	490.
FEDERAL TAX PAYMENT - PRIOR YE	4,251.	
FEDERAL TAX	23,400.	
FEDERAL TAX	2,600.	
FOREIGN TAXES ON QUALIFIED FOR	7,587.	7,587.
FOREIGN TAXES ON NONQUALIFIED	1,883.	1,883.
TOTALS	40,211.	9,960.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER NONALLOCABLE EXPENSES -	171.	171.	
OFFICE EXPENSE	176.		176.
TOTALS	347.	171.	176.

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

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FNMA #517677 6.5% 7/1/29	7,225.	5,504.	6,159.
US TREASURY BD 6.875% 8/15/25	128,036.	128,036.	147,329.
FNMA #535256 6% 12/1/13	677.		
FNMA #535006 7% 11/1/14	3,920.	1,067.	1,085.
FHLMC GD G11006 6% 3/1/15	3,353.	826.	830.
FHLMC GD B13518 4.5% 4/1/19	20,342.	13,222.	14,155.
FNMA #735990 4.5% 11/1/19	53,968.	35,356.	37,829.
FNMA #745279 5% 2/1/21	67,126.	46,689.	50,558.
FNMA #852932 5% 4/1/21	27,532.	14,462.	15,670.
FNMA #889235 5% 3/1/23	23,951.	15,180.	16,396.
FNMA #254800 5.5% 7/1/23	32,459.	22,878.	25,043.
FNMA #255575 5.5% 12/1/24	7,895.	5,728.	6,178.
GNMA #490927 6.5% 11/15/28	9,532.	6,698.	7,558.
US TREASURY BD 3.875% 8/15/40	63,150.	63,150.	74,309.
US TREASURY BD 5.25% 2/15/29	204,113.	130,777.	169,214.
FNMA #494976 6.5% 6/1/29	18,372.	17,662.	19,565.
FNMA #524624 7% 12/1/29	2,751.	2,269.	2,368.
FNMA #535143 7.5% 2/1/30	6,764.	5,248.	6,412.
FNMA #535159 7% 2/1/30	3,764.	2,955.	3,444.
FNMA #540814 6.5% 5/1/31	6,735.	4,939.	5,510.
FNMA #624808 6% 1/1/32	7,546.	5,731.	6,460.
FNMA #636750 7% 4/1/32	26,031.	25,373.	27,878.
FNMA #645025 6.5% 5/1/32	1,693.	660.	713.
FNMA #545691 6.5% 6/1/32	20,339.	14,150.	15,315.
FNMA #725286 4.907% 6/1/32	32,578.	25,718.	26,425.
FNMA #656269 6% 8/1/32	10,917.	7,551.	8,362.
FNMA #254548 5.5% 12/1/32	35,107.	22,606.	24,796.
FNMA #254692 5.5% 2/1/33	26,029.	17,054.	18,515.
GNMA #553367 5.5% 7/15/33	37,624.	25,497.	28,030.

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

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FNMA #736158 5% 8/1/33	19,297.	13,258.	14,669.
FNMA #555800 5.5% 10/1/33	64,857.	41,287.	45,844.
FNMA #555967 5.5% 11/1/33	28,310.	18,273.	20,161.
FNMA #753589 6.5% 11/1/33	21,440.	14,251.	15,730.
FNMA #756202 5.5% 12/1/33	40,265.	26,588.	28,912.
FNMA #772641 5% 3/1/34	64,022.	40,019.	44,316.
FNMA #776971 5% 4/1/34	21,550.	12,834.	14,058.
FNMA #745563 5.5% 8/1/34	76,709.	52,508.	58,346.
FNMA #790404 5.5% 8/1/34	25,716.	17,473.	19,138.
FNMA #781585 5.5% 9/1/34	9,062.	6,453.	7,017.
FNMA #781628 5% 12/1/34	31,469.	18,569.	20,713.
FNMA #735141 5.5% 1/1/35	40,484.		
FNMA #735273 6.5% 2/1/35	9,310.	7,116.	7,727.
FNMA #832443 5% 9/1/35	65,638.	39,710.	43,471.
FNMA #745418 5.5% 4/1/36	81,120.		
FNMA #900555 6% 9/1/36	75,722.	43,956.	48,856.
FNMA #889406 6% 4/1/38	84,029.	42,397.	47,214.
US TREASURY BD 3.500 02/15/39	209,611.	40,822.	49,969.
US TREASURY NT 1.375% 3/15/13	388,261.		
US TREASURY NT 2.625% 8/15/20	180,047.		
FNMA #995112	73,378.	47,507.	49,169.
US TREASURY NT 4.625% 2/15/40	10,693.	10,693.	11,953.
FNMA #AD8397 4.5% 8/1/40	45,607.	33,225.	34,526.
FNMA #MA0583 4.0% 12/1/40	60,432.	47,044.	49,113.
FNMA #641789 6.5% 5/1/17	8,749.	5,803.	5,894.
FHLMC MLTCL MTG 2.776% 6/25/17	97,000.	76,434.	78,165.
FNMA #695843 5.5% 4/1/18	30,111.	22,315.	22,969.
FNMA #724954 5.0% 7/1/18	40,662.	32,484.	34,637.
US TREASURY NT 3.125% 5/15/21	54,287.		

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

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
US TREASURY NT 2.125% 8/15/21	356,412.	162,931.	158,850.
FHLMC #847293 1.997% 10/1/28	7,532.	5,521.	5,757.
FNMA #MA0695 4.000% 3/1/31	160,242.	125,365.	130,171.
FNMA #MA0949 3.500% 12/1/31	169,486.	137,384.	136,248.
FNMA #AE0113 4.000% 7/1/40	154,826.	117,190.	122,100.
GNMA II #004946 4.500% 1/20/41	129,750.	99,728.	103,486.
FNMA #AH6789 4.500% 3/1/41	131,672.	107,666.	113,292.
FNMA #AH9055 4.500% 4/1/41	75,869.	58,260.	60,065.
FNMA #AI1888 4.500% 5/1/41	60,880.	44,274.	45,807.
US TREASURY BD 3.125% 11/15/41	15,294.	15,294.	13,821.
US TREASURY NT 4.250% 8/15/13	399,175.		
US TREASURY NT 0.750% 9/15/13	221,581.		
US TREASURY NT 0.250% 2/28/14	225,000.		
FNMA DEB 1.250% 6/20/16	105,332.		
US TREASURY NT 1.750% 5/15/22	151,096.	95,665.	90,376.
FHLMC GD C09000 3.5% 6/1/42	71,933.	62,056.	59,777.
GNMA #AA5391 3.5% 6/15/42	102,943.	91,752.	87,440.
FNMA #AB7270 3.0% 12/1/42	160,449.	152,221.	141,701.
FHLB GTD REMIC SER K501		102,566.	101,984.
FNMA GTD REMIC SER 2013		106,050.	104,924.
US TREASURY NT 1.375% 9/30/18		80,203.	79,982.
FED FARM CR BKS 1.75% 4/1/21		100,850.	95,530.
US TREASURY NT 1.75% 5/15/23		122,505.	125,813.
US TREASURY NT 2.50% 8/15/23		48,900.	49,606.
FNMA #MA1675 3.500% 10/1/23		91,471.	91,707.
US TREASURY NT 2.750% 11/15/23		130,193.	131,340.
FNMA #MS0586 3.500% 12/1/25		91,665.	92,762.
FNMA #AI0578 3.500% 8/1/26		103,261.	102,874.
FNMA #AJ9355 3.000% 1/1/27		88,747.	87,258.

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

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FNMA #AI3617 3.500% 5/1/28			90,709.	91,502.
US TREASURY BD 3.000% 5/15/42			26,246.	26,869.
FNMA #AT3108 3.000% 5/1/43			98,900.	94,693.
GNMA TBA 30YR 4.000% 3/15/44			100,470.	100,745.
	TOTALS	5,546,839.	4,036,048.	4,185,153.

DR C C AND MABEL L CRISS MEMORIAL FOUNDATION 47-0601105

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MARATHON OIL CORP	28,146.	21,576.	25,963.
EXXON MOBIL CORP	42,310.	53,220.	75,187.
E M C CORP MASS	92,893.	204,149.	218,133.
INTEL CORP	63,369.	53,202.	54,596.
MASTERCARD INC	52,307.	55,032.	142,538.
WELLS FARGO & CO	78,356.	76,991.	112,011.
NUVEEN SMALL CAP GWTH FD	640,000.	640,000.	864,637.
APPLE INC	251,518.	191,565.	204,181.
QUALCOMM INC	175,007.	229,032.	282,112.
NUVEEN MID CAP GRWTH OPP	582,481.	582,481.	835,680.
EATON CORP	94,904.	19,450.	28,315.
MALLINCKRODT PLC		38,842.	50,023.
LORILLARD INC		61,570.	69,469.
AMERICAN TOWER CORP	12,108.	12,108.	24,767.
AVNET INC		52,108.	57,242.
F5 NETWORKS INC		102,662.	104,813.
JP MORGAN CHASE & CO	123,437.	190,875.	230,632.
PFIZER INC	50,511.	35,602.	51,986.
AMER CENT SM CAP GRTH INV	495,000.	495,000.	866,070.
ALLERGAN INC	34,266.		
AUTODESK INC		14,096.	21,412.
CITRIX SYS INC	41,059.		
BUNGE LTD		76,497.	74,833.
DANAHER CORP	68,359.	108,132.	163,077.
DOVER CORP	56,995.	43,631.	57,334.
ELECTRONIC ARTS INC		117,437.	126,168.
GILEAD SCIENCES INC	102,227.	86,836.	225,603.
GOOGLE INC CL A	181,274.	202,837.	397,517.
JACOBS ENGR GROUP INC	55,027.		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
NATIONAL OILWELL VARCO INC	25,840.	25,840.	29,429.
MEDTRONIC INC		29,248.	29,037.
SLM CORP	21,042.	21,042.	33,516.
PITNEY BOWES INC		19,226.	29,038.
ORACLE CORPORATION	124,365.	154,133.	198,483.
E O G RES INC		24,621.	27,466.
SEMPRA ENERGY		28,554.	28,813.
WILLIAMS COS INC	17,549.		
ANADARKO PETRO CORP	41,481.	26,727.	31,560.
TERADATA CORP DEL	22,346.		
CA INC	25,527.	50,687.	57,654.
EMERSON ELEC CO		25,396.	26,496.
NUVEEN GLOBL INFRAS CL Y	600,000.	412,957.	51,545.
JABIL CIRCUIT INC	60,090.		
BERKSHIRE HATHAWAY INC CL B	153,279.	172,754.	230,865.
CHEVRON CORP	80,320.	61,993.	66,776.
CONOCOPHILLIPS	33,276.	38,884.	49,676.
MAGNA INTL CL A		42,065.	66,394.
GENERAL ELECTRIC CO	29,809.		
IBM	82,331.	44,911.	48,885.
MACYS INC	49,419.	13,638.	26,847.
MICROSOFT	35,421.	62,382.	70,299.
UNION PACIFIC CORP	23,318.	32,081.	61,870.
WALMART STORES	33,125.	54,342.	61,254.
ENDO HEALTH SOLUTIONS INC		89,009.	192,446.
CISCO SYS INC	33,331.		
E BAY INC	50,900.		
FOREST LABS INC	74,914.	68,425.	191,042.
GANNETT INC		118,639.	130,781.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
METLIFE INC		55,272.	62,375.
P P G INDS INC		18,823.	19,584.
HELMERICH PAYNE INC		49,862.	75,050.
NUVEEN INTL SELECT FD	970,000.		
ISHARES MSCI EMERGING MKT ETF	1,173,448.	1,323,757.	1,229,289.
MOHAWK INDS INC		14,963.	17,408.
UNITED HEALTH GROUP INC	23,823.		
JOHNSON JOHNSON		51,891.	57,207.
BCE INC	27,090.		
CHESAPEAKE ENERGY CORP		79,332.	75,449.
HANESBRANDS INC		50,074.	73,940.
SCHLUMBERGER LTD	134,412.	230,109.	272,304.
OMNICARE INC		46,579.	57,545.
IPATH DOW JONES UBS COMM	341,911.	159,899.	150,595.
NUVEEN REAL ESTATE SEC FD	730,000.	724,160.	917,424.
SCOUT INTERNATIONAL FUND	941,000.	492,286.	606,222.
INTERNATIONAL PAPER CO	29,389.	23,921.	24,396.
ALLIANCE DATA SYSTEMS CORP	31,410.	33,926.	76,124.
CUMMINS INC	46,824.	46,824.	64,059.
JOHNSON CONTROLS INC		60,826.	72,667.
LINCOLN NATL CORP		198,293.	237,015.
PIONEER NAT RES CO	24,980.		
CBS CORP CL B	98,698.	107,908.	211,973.
HEWLETT PACKARD CO		27,505.	29,103.
FOOT LOCKER INC	47,915.	8,915.	17,226.
MATTEL INC	31,384.		
NIELSEN HOLDINGS N V	17,103.		
MCKESSON CORP		88,166.	93,482.
PRICELINE COM INC	30,954.	20,239.	45,861.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
RAYTHEON CO		59,220.	65,991.
ROCKWELL AUTOMATION INC		16,209.	22,234.
WYNDHAM WORLDWIDE CORP	29,529.	58,604.	58,814.
COMCAST CORP CL A		67,025.	69,471.
CVS CAREMARK CORP	57,718.	78,951.	108,759.
ILLINOIS TOOL WORKS		20,163.	24,338.
KROGER CO	31,936.		
MONSTER BEVERAGE CORP	25,829.	21,532.	34,484.
PERRIGO CO	27,182.	61,825.	65,447.
KIMBERLY CLARK CORP		57,045.	71,065.
POST HOLDINGS INC	51,079.	82,569.	151,482.
BRUNSWICK CORP		21,725.	23,470.
COVIDIEN PLC	16,046.		
HARLEY DAVIDSON INC		19,385.	20,280.
MERCK AND CO INC NEW	47,887.		
ACE LTD	49,839.	13,817.	18,497.
AMERICAN CAP AGY CORP	37,650.		
BORG WARNER INC		15,422.	26,546.
DISCOVER FINAL SVCS	30,077.	38,497.	62,143.
FIFTH THIRD BANCORP	56,718.	67,056.	90,945.
FRANKLIN RES INC	55,922.		
M T BANK CORP		67,326.	67,972.
PRUDENTIAL FIN INC	25,077.	25,077.	37,300.
POLARIS INDS INC		18,254.	28,280.
NEXTERA ENERGY INC	31,877.		
SKYWORKS SOLUTIONS INC		84,032.	96,238.
VERIZON COMM INC	30,885.	32,936.	36,161.
KLA TENCOR CORP	32,598.		
KOHLS CORP		27,572.	29,050.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEAGATE TECHNOLOGY	29,991.	35,651.	64,611.
NUVEEN TRADEWINDS INTL VAL	250,000.		
SPDR DJ WILSHIRE INTL	302,705.	302,705.	323,129.
TFS MARKET NEUT FD	250,000.		
ATT INC		35,910.	33,303.
ABBVIE INC	41,442.	44,632.	63,587.
ALLSTATE CORP	110,260.	119,778.	137,549.
AMER EAGLES OUTFITTERS INC	54,147.	76,581.	52,192.
AMERICAN EXPRESS CO	30,624.		
AMGEN INC	44,267.	162,138.	215,299.
BANK OF AMERICA CORP	34,875.	19,430.	34,730.
BEST BUY INC	15,812.	11,391.	12,969.
BLACKROCK INC	30,067.		
BOEING CO	22,459.	63,661.	93,338.
C M S ENERGY CORP	37,046.	45,485.	49,809.
CAREFUSION CORP	41,173.		
CF INDUSTRIES HOLDINGS INC	19,928.		
CIGNA CORP	43,970.	41,007.	53,564.
CITIGROUP INC	46,509.		
COACH INC	41,911.	41,911.	38,218.
COCA COLA ENTERPRISES INC	39,126.	63,928.	68,501.
COGNIZANT TECH SOLUTIONS CL A	54,366.	59,239.	93,238.
CONAGRA FOODS INC	68,932.		
DELTA AIR LINES INC	38,273.	29,810.	67,151.
DOW CHEM CO	24,364.	117,753.	139,164.
EASTMAN CHEM CO	30,265.	38,800.	57,791.
EDISON INTL	21,959.		
EXPEDITORS INTL WASH INC	43,148.		
EXPRESS SCRIPTS HLDGS	125,361.	170,940.	228,265.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
HELMERICH PAYNE INC	40,391.		
HERTZ GLOBAL HOLDINGS INC	38,487.		
HOME DEPOT INC	60,168.		
JARDEN CORP	23,668.	18,432.	31,596.
KIMBERLY CLARK CORP	36,939.		
LIBERTY MEDIA CORP DEL	17,690.	13,040.	17,694.
LOWES CO INC	92,262.	84,448.	125,625.
LSI CORP	18,671.		
MARATHON PETROLEUM CORP	22,678.		
MAXIM INTEGRATED PRODS INC	64,040.		
MONDELEZ INTL WI	29,917.		
MONSANTO CO	20,920.	14,797.	15,953.
MORGAN STANLEY	28,325.	20,254.	27,751.
MOTOROLA SOLUTIONS INC	22,750.		
MYLAN INC	40,424.	41,241.	83,966.
NRG ENERCY INC	23,210.	17,064.	21,308.
OCCIDENTAL PETROLEUM CORP	25,045.	19,666.	22,586.
PROCTER & GAMBLE CO	50,389.	109,760.	119,563.
QUANTA SVS INC	53,744.	120,535.	146,368.
SCHWAB CHARLES CORP	32,921.		
SNAP ON INC	37,324.		
STAPLES INC	28,566.	14,568.	16,322.
STERICYCLE	30,048.	51,582.	61,560.
SUNTRUST BKS INC	72,632.	107,809.	159,839.
SYMANTEC CORP	21,494.		
THERMO FISHER SCIENTIFIC INC	44,564.		
TYSON FOODS INC	26,128.		
UNITED TECHNOLOGIES CORP	63,388.	67,573.	91,977.
VARIAN MED SYS INC	48,311.	48,311.	59,687.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
VERISK ANALYTICS INC CL A	31,064.	31,064.	36,161.
URBAN OUTFITTERS INC	53,263.		
VISA INC CL A	30,906.	18,100.	34,569.
WALGREEN CO	31,049.		
WILLIAMS SONOMA INC	51,439.		
ENSCO PLC CL A	40,386.		
GLAXO SMITHKLINE PLC ADR	29,926.		
ROYAL CARIBBEAN CRUISES LTD	25,104.	18,442.	26,518.
ABERDEEN FDS EMRGN KMT INSTL	100,000.	958,000.	866,370.
IPATH DOW JONES REG BK FD	38,877.		
SM ENERGY CO		52,952.	50,666.
SOUTHWEST AIRLINES CO		22,133.	24,101.
STATE STR CORP		58,965.	59,760.
STRYKER CORP		26,296.	29,769.
UNITED PARCEL SERVICE INC		96,635.	90,790.
VIACOM INC CL B		58,684.	60,095.
WHIRLPOOL CORP		48,028.	60,889.
XCEL ENERGY INC		47,197.	51,463.
XEROX CORP		20,127.	20,848.
INVESCO LTD		26,044.	26,068.
LYONDELLBASELL INDS		57,036.	63,858.
XL GROUP PLC		70,560.	68,157.
ARCELORMITTAL NY REG		9,439.	8,676.
ASTRAZENECA PLC		78,297.	87,681.
AVIANCA HOLDINGS		29,125.	31,461.
BP PLC SPONS		9,261.	9,818.
BRITISH AMERN TOB PLC		95,567.	99,978.
CITY TELECOM HK LTD		6,221.	7,181.
COMPANHIA PARANAENSE ENER		9,421.	8,024.

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FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
DELHAIZE GROUP SPONS		51,399.	56,587.
FLY LEASING LTD		73,429.	77,475.
FRESENIUS MED CARE		24,195.	24,182.
GRUPO SIMEC		3,221.	3,282.
INDUSTRIAS BACHOCO SAB		103,352.	108,734.
INFOSYS TECHNOLOGIES		44,920.	49,521.
LG DISPLAY CO LTD		33,945.	31,797.
MELCO CROWN ENTERTAINMENT		31,256.	35,366.
MIZUHO FNO GRP		41,911.	40,237.
NATIONAL FRID PLC SP		23,065.	23,662.
NICE SYS LTD SPONS		58,708.	61,620.
NIPPON TELEGRAPH TELE		99,610.	105,731.
NOVARTIS AG		27,595.	27,948.
NTT DOCOMO INC		95,222.	98,762.
ORIX CORP		37,294.	35,700.
PT INDOSAT		599.	476.
REED ELSEVIER NV		14,502.	14,979.
ROYAL DUTCH SHELL PLC		63,189.	66,676.
SHIRE PLC		89,116.	102,558.
SMITH & NEPHEW PLC		70,821.	83,144.
STATOIL ASA		9,686.	9,640.
SUMITOMO MITSUI FINL GROUP		102,161.	95,668.
TEVA PHARMACEUTICAL INDS		51,244.	62,163.
TOTAL SA		26,415.	29,010.
TRINITY BIOTECH PLC		34,679.	38,199.
WACOAL HOLDINGS CORP		21,472.	21,453.
WESTPAC BANKING COPR SP		9,849.	9,738.
WNS HOLDINGS LTD		27,303.	26,772.

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FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
TOTALS	13,717,515.	15,597,839.	18,791,920.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
NOVARITIS CAPITAL CORP 2.90	34,833.	34,833.	36,033.
MORGAN STANLEY 5.500 7/28/21	10,176.	10,176.	11,391.
KRAFT FOOD INC 6.50 8/11/17	73,053.		
NATIONAL RURAL 10.375 11/1/18	35,954.	35,954.	40,840.
PETRO CANADA 6.800 5/15/38	19,768.	19,768.	25,327.
WEATHERFORD INTL 7.00 03/15/38	19,929.		
VERIZON GLOBAL 7.75 12/1/2030	29,582.	29,582.	32,947.
DUKE ENEREGY CRP 6.45 10/15/32	36,456.	36,456.	43,608.
WELLS FARGO MTG BCKD SECS 2004	12,502.	9,578.	9,772.
GS MTG SECS CRP 5.479 11/10/39	19,869.		
TARGET CORP 6.35 11/1/2032	28,001.	28,001.	30,628.
PACIFIC GAS ELEC 5.4 1/15/40	24,645.	24,645.	27,576.
PRUDENTIAL FIN INC MTN 5.5	71,989.	71,989.	76,359.
OHIO POWER COM IBC 6.0 6/1/16	30,701.	30,701.	33,394.
NORFOLK SOUTHN CRP 7.8 5/15/27	36,655.	36,655.	39,554.
TIME WARNER CABL 8.75 2/14/19	32,603.		
FLORIDA PWR LT CO 5.65 2/1/37	19,495.		
VIRGINIA ELEC PWR 5.95 9/15/17	26,249.	26,249.	28,925.
BANK OF AMERICA 5.75 12/1/17	197,539.	197,539.	211,013.
CENTERPNT ENRGY 4.192 2/1/20	68,756.	50,414.	53,040.
VALERO ENRGY CRP 6.625 6/15/37	19,975.	19,975.	23,820.
JP MORGAN CHASE 5.150 10/1/15	76,144.	76,144.	74,570.
UNION PAC CORP 5.75 11/15/17	39,150.	39,150.	45,398.
CITIGROUP INC 6.125% 11/21/17	102,203.	102,203.	115,667.
WELLS FARGO CO 5.625% 12/11/17	119,769.	119,769.	126,486.
MARATHON OIL CORP 5.9 3/15/18	32,250.	32,250.	36,750.
GENERAL ELEC CAP 5.625 5/1/18	74,800.	74,800.	86,592.
NEVADA POWER CO 6.5 8/1/18	35,588.	35,588.	41,705.
METLIFE INC 6.817 8/15/18	55,217.	55,217.	66,442.

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FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PEPSICO INC 7.9 11/1/18	12,446.	12,446.	12,624.
HARTFORD FINL 6.0 1/15/19	34,957.	34,957.	40,955.
GENERAL MILLS INC 5.65 2/15/19	39,966.	39,966.	46,693.
MIDAMERICAN ENRGY 6.125 4/1/36	24,738.	24,738.	29,951.
NEWS AMER INC 6.65 11/15/37	29,257.	29,257.	36,366.
KINDER MORGAN EN 6.95 1/15/38	9,890.	9,890.	11,829.
MCDONALDS CORP 6.3 3/1/38	15,327.	15,327.	19,101.
ORACLE CORP 6.5 4/15/2038	30,996.	30,996.	38,063.
VERIZON COMM INC 6.9 4/15/2038	15,973.	15,973.	18,513.
CONOCOPHILLIPS 6.0 1/15/20	24,812.	24,812.	29,845.
JP MORGAN CHASE COML MTG SECS	196,728.	105,561.	116,651.
CANADIAN NAT RES 5.900 2/1/18	66,725.	66,724.	74,499.
SUNCOR INC 6.1 6/1/18	20,002.	20,002.	23,368.
ROGERS COMM INC 6.8 8/15/18	25,287.	25,287.	29,994.
CONAGRA INC 5.875 04/15/2014	36,804.		
ALLSTATE CORP 6.20 5/16/2014	46,936.		
JP MORGAN CHASE CO 6.0 1/15/18	40,966.	40,966.	46,252.
GOLDMAN SACHS GR 6.15 4/1/18	60,511.	60,511.	69,152.
HESS CORP 8.125 2/15/19	43,228.	43,228.	50,527.
BB & T CORP 6.85 4/30/19	21,362.	21,362.	24,461.
MORGAN STANLEY 5.50 01/26/2020	34,955.	34,955.	39,871.
CONOCOPHILLIPS 6.5 2/1/2039	24,640.	24,640.	32,683.
BOEING CO 6.875 3/15/2039	24,478.		
EXELON GEN CO LLC 6.25 10/1/39	24,966.	24,966.	26,956.
CANADA ONTARIO PROVINCE	39,954.	39,954.	40,981.
SHELL INTL FIN 3.25 9/22/15	59,877.		
BHP FIN USA 6.5 4/1/19	22,297.	22,297.	24,168.
MIDAMERICAN ENRGY CO NT 4.65	65,397.	65,396.	61,464.
MERCK CO INC 2.25 1/15/2016	54,867.	54,867.	56,775.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
DIRECTTV HLDNGS 3.125 2/15/16	36,163.	34,144.	34,594.
LINCOLN NAT CORP 8.75 7/1/2019	12,436.	12,436.	13,008.
NEWMONT MNG CORP 5.125 10/1/19	40,930.		
NCUA GRNTD NTS ABS 1.600	44,346.	32,407.	32,688.
PPG INDUSTRIES INC 3.60 11/15/	29,632.	29,632.	30,933.
CREDIT SUISSE COMM RET STRAT	280,000.	280,000.	227,761.
HSBC FINANCE CORP 5.000 6/30/1	87,307.		
BERKSHIRE HATHW 2.200 8/15/16	19,966.	19,966.	20,738.
THERMO FISHER 2.250 8/15/16	30,200.	30,200.	30,833.
HERSHEY COMPANY	44,983.		
WYETH 5.450 4/1/17	23,514.	23,514.	22,598.
JOHN DEERE CAP 2.800 9/18/17	30,824.	30,824.	31,565.
JP MORGAN 4.500 1/24/22	24,867.	24,867.	27,031.
AT&T INC 6.550 2/15/39	36,660.	36,660.	41,360.
INTEL CORP 4.800 10/1/41	29,777.	29,777.	30,758.
TOTAL CAP INTL 2.875 2/17/22	49,974.	49,974.	49,282.
CARMAX AUTO OWNER TR 2.40 4/15	89,741.		
NBCUNIVERSAL 3.65 4/30/15	26,773.		
AMER EXPRESS CR 1.750 6/12/15	29,994.	29,994.	30,491.
KELLOGG CO 4.45 5/30/16	24,934.	24,934.	26,888.
JP MORGAN CHASE 3.150 7/5/16	58,534.	58,534.	57,804.
AMER EXPRESS CR 2.800 9/19/16	15,944.	15,944.	15,696.
AFLAC INC 2.650 2/15/17	57,730.	57,730.	57,633.
FPL RECOVERY FDNG 5.127 8/1/17	123,333.	85,336.	82,609.
IBM CORP 5.700 9/14/17	79,504.	79,504.	86,345.
CATHOLIC HEALTH 1.6 11/1/17	40,358.	40,358.	39,541.
CONAGRA INC 1.900 1/25/18	25,000.	25,000.	24,961.
OCCIDENTIAL PETRO 1.5 2/15/18	54,955.	54,955.	54,704.
AMER INTL GROUP 6.400 12/15/20	30,784.	30,784.	29,971.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
HONEYWELL INTL 4.250 3/1/21	46,135.	46,135.	43,951.
KEYCORP MT NT 5.100 3/24/21	29,400.	29,400.	28,044.
NBCUNIVERSAL 4.375 4/1/21	49,858.	49,858.	48,886.
COOP CENTRALE NT 3.875 2/8/22	24,806.		
LINCOLN NATL CORP 4.20 3/15/22	26,733.	26,733.	26,287.
MORGAN STANLEY 4.875 11/1/22	14,947.		
PRIV EXPORT FD 2.050 11/15/22	49,923.	49,923.	46,357.
AMAZON COM INC 2.500 11/29/22	19,311.	19,311.	18,664.
WF RBS COM 2.875 12/15/45	168,332.	168,332.	158,540.
VODAFONE GP PLC 1.5 2/19/18	49,724.	49,724.	49,540.
ASTRAZENECA PLC 1.95 9/18/19	54,932.	54,932.	54,452.
ALLY AUTO RECEIVABLES TR ABS		50,022.	49,912.
SANTANDER DRIVE AUTO 6/15/17		79,963.	80,038.
ANADARKO PETRO 6.375 9/15/17		23,419.	23,162.
FIFTH THIRD AUTO .610 9/15/17		104,994.	105,133.
USAA AUTO .580 12/15/17		74,997.	75,000.
GATX CORP 2.375 7/30/18		25,260.	25,191.
BNP PARIBAS 2.700 8/20/18		44,793.	46,101.
CAPITAL ONE 5.050 12/17/18		111,109.	108,772.
BBT CORP 1.450 1/12/18		29,785.	29,742.
CONSUMERS ENERGY 6.700 9/15/19		36,566.	36,830.
DISCOVERY COMM		27,835.	27,833.
EMC CORP 2.650 6/1/20		25,098.	25,012.
CHEVRON CORP 2.427 6/24/20		20,000.	20,098.
CONSTELLATION EN 5.150 12/1/2		26,968.	27,359.
CAPITAL ONE 4.750 7/15/21		59,401.	60,247.
MACYS RETAIL 3.875 1/24/22		19,914.	20,578.
RABOBANK NEDER 3.875 2/8/22		24,806.	25,836.
FREEPORT MCMORAN 3.550 3/1/22		19,135.	19,283.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
NEWMONT MG CORP 3.500 3/15/22		45,470.	40,971.
AUTOZONE INC 3.700 4/15/22		29,330.	29,978.
COMPUTER SCI CORP 4.45 9/15/22		29,963.	30,770.
NBCUNIVERSAL 2.875 1/15/23		28,766.	28,847.
JP MORGAN CHASE 3.375 5/1/23		24,889.	23,848.
CF INDUSTRIES 3.450 6/1/23		23,055.	23,760.
ALLSTATE CORP 3.150 6/15/23		40,000.	39,240.
HYATT HOTEL CORP 3.375 7/15/23		29,938.	28,300.
ANHEUSER BUSCH 3.700 2/1/24		9,998.	10,174.
MONDELEX INTL 4.000 2/1/24		30,081.	30,456.
PIEDMONT OP 4.450 3/15/24		24,948.	25,057.
CITIGROUP COMM MORT TR 3.024		95,813.	97,836.
COMMERCIAL MORT PASS THR 1.801		112,578.	110,209.
WF RBS COM 2.072 3/15/48		100,340.	101,021.
DEUSTCHE BANK 2.500 2/13/19		34,984.	35,322.
HSBC HOLDINGS INC 5.100 4/5/21		100,607.	101,001.
SHELL INTL FIN 2.375 8/21/22		49,762.	47,248.
CENOVUS ENGY INC 3.800 9/15/23		39,353.	39,841.
NOBLE HLDNG INTL 5.250 3/15/42		19,343.	19,664.
PORT AUTH OF NY 5.310 8/1/46		45,000.	46,875.
TOTALS	4,545,457.	5,436,819.	5,610,637.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
COAST DIVERSIFIED FUND I I	C	1,061,221.	1,025,014.	45,235.
IDR FIXED INC RE STRAT B LP	C	161,297.	567,336.	574,299.
TOTALS		1,222,518.	1,592,350.	619,534.

DR C C AND MABEL L CRISS MEMORIAL FOUNDATION 47-0601105

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE
ROC ADJUSTMENT		831.	7,117.
PRIOR YEAR ROC			525.
	TOTALS	831.	7,642.

STATEMENT 36

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

OFFICER NAME:
US BANK NATIONAL ASSOCIATION
ADDRESS:
233 S 13TH ST
LINCOLN, NE 68508
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 8
COMPENSATION .... 183,506.

OFFICER NAME:
JOHN J VINARDI
ADDRESS:
22025 WESTWIND DR
ELKHORN, NE 68022
TITLE:
BOARD MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4
COMPENSATION .... 25,000.

OFFICER NAME:
ANDREW DAVIS
ADDRESS:
9885 DEVONSHIRE
OMAHA, NE 68114
TITLE:
BOARD MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4
COMPENSATION .... 25,000.

OFFICER NAME:
M PHILIP CRUMMER
ADDRESS:
900 FERNBROOK LANE N
PLYMOUTH, MN 55447
TITLE:
BOARD MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4
COMPENSATION .... 25,000.

DR C C AND MABEL L CRISS MEMORIAL FOUNDATION 47-0601105

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

OFFICER NAME:
DONNA TURNER
ADDRESS:
14611 BERRY CIRCLE
OMAHA, NE 68137
TITLE:
BOARD MEMEBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4
COMPENSATION .... 25,000.

TOTAL COMPENSATION: 283,506.

STATEMENT 38

RECIPIENT NAME:
CHILDRENS SCHOLARSHIP FU
OF OMAHA
ADDRESS:
3212 NORTH 60TH STREET
OMAHA, NE 68104-0130
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TUITION AID
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
CREIGHTON PREP SCHOOL
ADDRESS:
7400 WESTERN AVE
OMAHA, NE 68114-1878
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONSTRUCTION COSTS
FOUNDATION STATUS OF RECIPIENT:
SCHOOL
AMOUNT OF GRANT PAID .... 110,000.

RECIPIENT NAME:
CUES
ADDRESS:
2207 WIRT ST
OMAHA, NE 68110-2055
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 12,750.

RECIPIENT NAME:
DOUGLAS COUNTY HISTORICAL SOCIETY
HISTORIC FORT OMAHA
ADDRESS:
5730 N 30TH ST #11B
OMAHA, NE 68111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 11,500.

RECIPIENT NAME:
GIRLS INC
ADDRESS:
2811 N 45TH STREET
OMAHA, NE 68104
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT GIRLSTART LITERACY PROGRAM
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
JESUIT MIDDLE SCHOOL
ADDRESS:
2311 N 22ND ST
OMAHA, NE 68110
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
SCHOOL
AMOUNT OF GRANT PAID .... 35,000.

RECIPIENT NAME:
HOLY NAME SCHOOL
ADDRESS:
2901 FONTENELLE BLVD
OMAHA, NE 68104
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TUITION SUBSIDIES
FOUNDATION STATUS OF RECIPIENT:
SCHOOL
AMOUNT OF GRANT PAID .... 15,500.

RECIPIENT NAME:
JOSLYN ART MUSEUM
ADDRESS:
2200 DODGE ST
OMAHA, NE 68102
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT JOSLYN LECTURES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
MERCY HIGH SCHOOL
ADDRESS:
1501 S 48TH ST
OMAHA, NE 68106-2598
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
NEBRASKA ACADEMIC DECATHLON FOUNDATION
ADDRESS:
2175 N 124TH AVE CIRCLE
OMAHA, NE 68164
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
NEBRASKA HUMANE SOCIETY
ADDRESS:
8801 FORT
OMAHA, NE 68134
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT RENOVATION OF SURGERY SUITE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 65,000.

RECIPIENT NAME:
NEBRASKA INDEPENDENT COLLEGE FOUNDATION
ADDRESS:
4940 SOUTH 114 ST, SUITE 5
OMAHA, NE 68134
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP PROGRAM
FOUNDATION STATUS OF RECIPIENT:
FOUNDATION
AMOUNT OF GRANT PAID .... 18,000.

RECIPIENT NAME:
NEBRASKA METHODIST HOSPITAL
FOUNDATION
ADDRESS:
8401 W DODGE ROAD, SUITE 225
OMAHA, NE 68114
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CAPITAL CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
FOUNDATION
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
NORTHSTAR FOUNDATION
ADDRESS:
1312 HOWARD ST, SUITE 360
OMAHA, NE 68102
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OUTWARD BOUND PROGRAM
FOUNDATION STATUS OF RECIPIENT:
FOUNDATION
AMOUNT OF GRANT PAID .... 12,000.

RECIPIENT NAME:
OMAHA SYMPHONY ASSOCIATION
ADDRESS:
1605 HOWARD ST
OMAHA, NE 68102
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHORAL PROGRAM
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 12,500.

RECIPIENT NAME:
ONE WORLD COMMUNITY HEALTH
ADDRESS:
4920 S 30TH STREET, SUITE 103
OMAHA, NE 68107
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT COST OF NEW EQUIPMENT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
RONALD MCDONALD HOUSE CHARITIES
ADDRESS:
620 SOUTH 38TH AVE
OMAHA, NE 68105-1104
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT CAREMOBILE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
SIENA FRANCIS HOUSE
ADDRESS:
P.O. BOX 217 DOWNTOWN STATION
OMAHA, NE 68101
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MEAL PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 35,000.

RECIPIENT NAME:
TEAMMATES
ADDRESS:
11850 NICHOLAS, SUITE 120
OMAHA, NE 68154
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SOFTWARE PURCHASES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
TOGETHER INC
ADDRESS:
1616 CASS ST
OMAHA, NE 68102
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOOD PANTRY AND CHILDRENS GIFTS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 115,000.

RECIPIENT NAME:
UNITED WAY OF THE MIDLANDS
ADDRESS:
1805 HARNEY ST
OMAHA, NE 68102
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 12,000.

RECIPIENT NAME:
YMCA METROPOLITAN
ADDRESS:
216 NORTH 11 STREET SUITE 400
LINCOLN, NE 68505
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
NEW BRANCH FUNDING
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
DURHAM HERITAGE MUSEUM
ADDRESS:
801 S 10TH STREET
OMAHA, NE 68108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT AMERICAN SOLDIER EXHIBIT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
CHILD SAVINGS INSTITUTE
ATTN: WANDA GOTTSCHALK
ADDRESS:
4545 DODGE STREET
OMAHA, NE 68132
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT CABERET FUND RAISER
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 12,500.

RECIPIENT NAME:
OMAHA CHILDREN'S MUSEUM
ADDRESS:
500 SOUTH 20TH STREET
OMAHA, NE 68102
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM FUNDING
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
OPERA OMAHA
ADDRESS:
1625 FARNAM STREET, SUITE 100
OMAHA, NE 68102
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT STUDENT PERFORMANCES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
WORLD HERALD GOODFELLOWS CHARITIES
ADDRESS:
1314 DOUGLAS STREET
OMAHA, NE 68102
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
HOSPICE HOUSE
ADDRESS:
7415 CEDAR STREET
OMAHA, NE 68124
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UPGRADE FACILITIES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
MIDLANDS LITERACY CENTER
ADDRESS:
1823 HARNEY ST SUITE 204
OMAHA, NE 68102
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT LITERACY ALIVE FUND RAISER
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
HEARTLAND HOPE MISSION
ADDRESS:
5210 S 21ST STREET
OMAHA, NE 68107
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HOMELESSNESS AND HUNGER PREVENTION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
BOYS & GIRLS CLUBS OF THE MIDLANDS
ADDRESS:
2610 HAMILTON STREET
OMAHA, NE 68131
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
IMPROVEMENTS TO CARTER LAKE CAMP
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
WOMENS CENTER FOR ADVANCEMENT
ADDRESS:
222 SOUTH 29TH STREET
OMAHA, NE 68131
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT BRIDGES TO OPPORTUNITY
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
ALZHEMERS DISEASE & RELATED
DISORDERS
ADDRESS:
1941 SOUTH 42ND STREET SUITE 205
OMAHA, NE 68105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UPDATING TECHNOLOGY
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
HABITAT FOR HUMANITY OF OMAHA INC
ADDRESS:
2204 AMES AVENUE
OMAHA, NE 68110
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT CAPITAL CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 60,000.

RECIPIENT NAME:
QUALITY LIVING INC
ADDRESS:
6404 N 70TH PLAZA
OMAHA, NE 68104
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PURCHASE EQUIPMENT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
ELKHORN PUBLIC SCHOOLS FOUNDATION
ADDRESS:
20214 VETERANS DRIVE SUITE 400
ELKHORN, NE 68022
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT YOUNG ADULT PROGRAM
FOUNDATION STATUS OF RECIPIENT:
FOUNDATION
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
OUTWARD BOUND OMAHA
ADDRESS:
5076 AMES AVENUE
OMAHA, NE 68104
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 12,500.

RECIPIENT NAME:
HEARTLAND FAMILY SERVICE
ADDRESS:
2101 SOUTH 42ND STREET
OMAHA, NE 68105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT HUMAN SERVICES CAMPUS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
LAURITZEN GARDENS CONSERVATORY
CAMPAIGN
ADDRESS:
10500 REGENCY CIRCLE SUITE 101
OMAHA, NE 68114
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT CONSTRUCTIONS OF LAURITZEN GARDENS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
GOODWILL INDUSTRIES INC
ADDRESS:
4805 N. 72ND STREET
OMAHA, NE 68134
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT CUSTOMER CONNECT PROGRAN
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
LINCOLN'S SYMPHONY ORCHESTRA
ADDRESS:
233 S 13TH STREET, SUITE 1702
LINCOLN, NE 68508
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT FOR YOUNG ARTIST COMPETITION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
FIRST RESPONDERS FOUNDATION
ADDRESS:
14916 MIAMI STREET
OMAHA, NE 68116
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PURCHASE OF DNA KITS
FOUNDATION STATUS OF RECIPIENT:
FOUNDATION
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
KOREAN HONOR FLIGHT
ADDRESS:
16213 LAMP STREET
OMAHA, NE 68118
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CASA FOR DOUGLAS COUNTY
ADDRESS:
2412 ST MARY'S AVENUE
OMAHA, NE 68105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RENOVATION OF CASA BUILDING
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 35,000.

RECIPIENT NAME:
LATINO PEACE OFFICERS ASSOCIATION
ADDRESS:
2475 DEER PARK BLVD
OMAHA, NE 68107
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PURCHASE OF UNIFORMS AND EQUIPMENT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 44,900.

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

RECIPIENT NAME:
YOUTH CARE AND BEYOND
ADDRESS:
2819 S 125TH AVENUE #276
OMAHA, NE 68144
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PURCHASE OF VANS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 56,000.

TOTAL GRANTS PAID: 1,447,650.