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Form **990-PF****Return of Private Foundation**

OMB No. 1545-0052

2014Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation
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Open to Public Inspection

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation

THE W DUKE KIMBRELL FAMILY FDN

A Employer identification number

20-3390787

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

Room/suite

B Telephone number (see instructions)

1525 W W.T. HARRIS BLVD. D1114-044

800-352-3705

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

CHARLOTTE, NC 28262

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:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at
end of year (from Part II, col. (c), line
16) \$ 26,844,058.J Accounting method. ☒ Cash ☐ Accrual☐ Other (specify) _____

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

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 ☐**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)	14,473,020.			
	2	Check ☐ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	274,794.	272,984.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	4,578,149.			
	b	Gross sales price for all assets on line 6a	19,889,507			
	7	Capital gain net income (from Part IV, line 2)		4,578,149.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	184,330.	183,023.		STMT 11
	12	Total. Add lines 1 through 11	19,510,293.	5,034,156.		
	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) STMT 12	2,000.	NONE	NONE	2,000.
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) STMT 13	61,336.	61,336.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 14	30,028.	4,677.		
	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 15	91.	86.		5.
	24	Total operating and administrative expenses. Add lines 13 through 23.	93,455.	66,099.	NONE	2,005.
	25	Contributions, gifts, grants paid	1,668,080.			1,668,080.
	26	Total expenses and disbursements. Add lines 24 and 25	1,761,535.	66,099.	NONE	1,670,085.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	17,748,758.			
	b	Net investment income (if negative, enter -0-)		4,968,057.		
	c	Adjusted net income (if negative, enter -0-)				

617
25

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	-353.	2,070.	2,070.	
	2	Savings and temporary cash investments	1,140,064.	10,427,387.	10,427,387.	
	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	2.		
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations (attach schedule)	771,288.	788,799.	806,760.	
	b	Investments - corporate stock (attach schedule)	6,148,587.	8,105,726.	10,383,520.	
	c	Investments - corporate bonds (attach schedule)	261,809.	1,029,416.	1,014,921.	
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)	2,643,300.	3,947,150.	4,209,400.	
14		Land, buildings, and equipment basis				
		Less accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶)	STMT 59)			
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	10,964,697.	24,300,548.	26,844,058.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	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 ▶)	NONE			
23	Total liabilities (add lines 17 through 22)	NONE	NONE			
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	10,964,697.	24,300,548.	
		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)	10,964,697.	24,300,548.	
	31	Total liabilities and net assets/fund balances (see instructions)	10,964,697.	24,300,548.		

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	10,964,697.
2	Enter amount from Part I, line 27a	2	17,748,758.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 60	3	280,618.
4	Add lines 1, 2, and 3	4	28,994,073.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 61	5	4,693,525.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	24,300,548.

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 19,887,631.		15,309,482.	4,578,149.		
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			4,578,149.		
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	4,578,149.	
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.

(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))
2013	3,341,906.	13,338,392.	0.250548
2012	3,328,154.	14,874,740.	0.223745
2011	4,266,263.	19,251,608.	0.221606
2010	1,612,469.	19,737,614.	0.081695
2009	1,488,219.	18,354,399.	0.081082
2 Total of line 1, column (d)			2 0.858676
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 0.171735
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 13,475,471.
5 Multiply line 4 by line 3			5 2,314,210.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 49,681.
7 Add lines 5 and 6			7 2,363,891.
8 Enter qualifying distributions from Part XII, line 4 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.			8 1,670,085.

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)		1	99,361.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
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	99,361.
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	99,361.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	32,375.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	66,986.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		99,361.
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		
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 2015 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► NC		
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	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>SEE STATEMENT 62</u> Telephone no. <u></u> Located at <u></u> ZIP+4 <u></u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u></u> and enter the amount of tax-exempt interest received or accrued during the year. <u>15</u>			
16	At any time during calendar year 2014, 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? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country <u></u>	16	Yes	No X

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)? <u>1b</u>		X
Organizations relying on a current notice regarding disaster assistance check here <u></u>		
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 2014? <u>1c</u>		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No If "Yes," list the years <u></u>		
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) <u>2b</u>		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 <u></u>		
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 2014 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 2014) <u>3b</u>		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <u>4a</u>		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 2014? <u>4b</u>		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (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)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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
JULIA SINGH 531 COTTON BLOSSOM CIR, GASTONIA, NC 28054	FOUNDATION DIREC 10	-0-	-0-	-0-
PAMELA K WARLICK 531 COTTON BLOSSOM CIR, GASTONIA, NC 28054	FAMILY DIRECTOR 10	-0-	-0-	-0-
SHEPARD K HALSCH 531 COTTON BLOSSOM CIRCLE, GASTONIA, NC 28054	FAMILY DIRECTOR 10	-0-	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ☐ NONE

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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	11,994,321.
b	Average of monthly cash balances	1b	1,686,360.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	13,680,681.
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	13,680,681.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	205,210.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,475,471.
6	Minimum investment return. Enter 5% of line 5	6	673,774.

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	673,774.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	99,361.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	99,361.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	574,413.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	574,413.
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	574,413.

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	1,670,085.
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	1,670,085.
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	1,670,085.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				574,413.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			NONE	
b Total for prior years 20 <u>12</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2014				
a From 2009	578,211.			
b From 2010	638,680.			
c From 2011	3,337,137.			
d From 2012	2,592,889.			
e From 2013	2,688,970.			
f Total of lines 3a through e	9,835,887.			
4 Qualifying distributions for 2014 from Part XII, line 4 ► \$ <u>1,670,085.</u>				
a Applied to 2013, 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 2014 distributable amount				574,413.
e Remaining amount distributed out of corpus . .	1,095,672.			
5 Excess distributions carryover applied to 2014 . (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	10,931,559.			
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 2013. Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	578,211.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	10,353,348.			
10 Analysis of line 9				
a Excess from 2010 . . .	638,680.			
b Excess from 2011 . . .	3,337,137.			
c Excess from 2012 . . .	2,592,889.			
d Excess from 2013 . . .	2,688,970.			
e Excess from 2014 . . .	1,095,672.			

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 2014, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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 ☒ 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 66				1,668,080.
Total			3a	1,668,080.
b Approved for future payment				
Total			3b	

Schedule of Contributors

OMB No. 1545-0047

2014

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

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

Name of the organization

Employer identification number

THE W DUKE KIMBRELL FAMILY FDN

20-3390787

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

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

Name of organization THE W DUKE KIMBRELL FAMILY FDN	Employer identification number 20-3390787
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	W DUKE KIMBRELL PO BOX 1787 GASTONIA, NC 28053	\$ 404,251.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Employer identification number

20-3390787

Part II

[illegible]

Security and Cusip	Units	Market Value
3M CO COM - 88579Y101	793	126,205.95
8X8 INC - 282914100	1530	12,240.00
ACCENTURE PLC - G1151C101	2540	213,055.20
ACE LIMITED - H0023R105	1210	139,258.90
ACTUA CORP - 005094107	470	7,863.10
ACXIOM CORP COM - 005125109	1565	30,501.85
ADVISORY BOARD CO/ THE COM - 00762W107	170	8,207.60
AFLAC INC COM - 001055102	1950	116,161.50
AGILENT TECHNOLOGIES INC COM - 00846U101	1945	79,005.90
AIA GROUP LTD-SP ADR - 001317205	2697	64,443.12
AIR LIQUIDE ADR FRANCE ADR - 009126202	2689.04	65,262.02
AKORN INC - 009728106	600	22,530.00
ALLERGAN INC COM W/RIGHTS ATTACHED EXP 2/18/2010 - 018490102	173	36,527.22
ALLIANCE DATA SYSTEMS CORP COM - 018581108	143	39,836.94
ALLIANZ AG-ADR COM - 018805101	3589	59,720.96
AMERICAN AIRLS GROUP INC - 02376R102	1880	94,996.40
AMERICAN EXPRESS CO COM - 025816109	2259	210,380.67
ANHEUSER-BUSCH INBEV SPN ADR - 03524A108	400	43,572.00
APPLE COMPUTER INC COM - 037833100	1266	141,310.92
ARM HLDGS PLC SPONSORED ADR - 042068106	896	39,137.28
ASHLAND INC NEW COM - 044209104	840	98,061.60
AT&T INC - 00206R102	3160	103,363.60
ATLAS COPCO AB ADR - 049255706	1116	30,617.46
ATWOOD OCEANICS INC COM - 050095108	235	6,319.15
AUTOMATIC DATA PROCESSING INC COM - 053015103	975	82,485.00
BAIDU INC ADR - 056752108	100	21,996.00
BAKER HUGHES INC COM - 057224107	590	32,904.30
BANCO BILBAO VIZCAYA ARGENTARIA S A SPONSORED ADR - 05946K101	2898	27,907.74
BANKRATE INC - 06647F102	1085	12,184.55
BAXTER INTL INC COM W/RIGHTS ATTACHED EXP 3/23/2009 - 071813109	1620	118,438.20
BAYERISCHE MOTOREN WERKE (BMW) ADR - 072743206	1153	41,502.24
BB&T CORP COM - 054937107	1875	71,587.50
BED BATH & BEYOND INC COM - 075896100	1039	73,933.40
BELDEN INC - 077454106	560	43,640.80
BG GROUP PLC- SPON ADR - 055434203	2927	37,436.33
BLACKROCK INC - 09247X101	395	139,762.85
BONANZA CREEK ENERGY INC - 097793103	330	5,646.30

Security and Cusip	Units	Market Value
BOTTOMLINE TECHNOLOGIES DEL INC - 101388106	795	17,895.45
BRISTOL-MYERS SQUIBB CO COM - 110122108	1178	70,303.04
BUNGE LIMITED COM - G16962105	412	36,610.32
CALLIDUS SOFTWARE INC - 13123E500	1515	22,361.40
CAMBREX CORP COM - 132011107	960	22,416.00
CAMERON INT'L CORP COM - 13342B105	3371	157,054.89
CANADIAN NATL RY CO COM - 136375102	677	44,539.83
CARPENTER TECHNOLOGY CORP COM - 144285103	395	18,308.25
CBS CORP CL B COM - 124857202	1280	67,187.20
CELGENE CORP COM - 151020104	689	80,433.86
CHEMTURA CORP/NEW - 163893209	625	13,675.00
CHEVRONTXACO CORP COM - 166764100	960	97,566.30
CHICAGO BRIDGE & IRON NY SHS - 167250109	440	16,774.32
COCA-COLA CO COM - 191216100	2014	83,641.42
COGNIZANT TECH SOLUTIONS CRP COM - 192446102	779	40,126.29
COMCAST CORP NEW CL A - 20030N101	1192	66,626.85
COOPER COS INC COM NEW - 216648402	185	28,667.60
CORE LABS NV - N22717107	279	31,465.62
CORNING INC COM W/RTS EXP 07/15/2006 - 219350105	3655	77,449.45
CORPORATE EXECUTIVE BOARD CO COM - 21988R102	410	28,552.40
COSTCO WHOLESALE CORP COM - 22160K105	528	74,664.48
CSL LTE-SPONSORED ADR - 12637N204	1065	37,083.30
CVS CORP COM - 126650100	1015	92,293.95
DANAHER CORP COM - 235851102	708	59,436.60
DASSAULT SYSTEMES S.A. SPA ADR - 237545108	1060	63,382.70
DBS GRP HLDGS SPONSORED ADR - 23304Y100	536	31,398.88
DEALERTRACK TECHNOLOGY - 242309102	1105	37,114.05
DEL FRISCO'S RESTAURANT GROUP - 245077102	815	18,207.10
DELPHI AUTOMOTIVE PLC - G27823106	915	65,111.40
DIGITAL RLTY TR INC - 253868103	1780	119,206.60
DIODES INC - 254543101	542	14,102.84
DISNEY (WALT) COMPANY HOLDING COMPANY COM - 254687106	1775	162,612.05
DORMAN PRODUCTS INC - 258278100	330	16,163.40
DSW INC - 23334L102	1170	42,143.40
DU PONT E I DE NEMOURS & CO COM - 263534109	1500	107,445.00
E M C CORP MASS COM - 268648102	1377	40,249.71
EATON CORP PLC - G29183103	1660	110,937.80

Security and Cusip	Units	Market Value
ECOLAB INC COM - 278865100	366	38,298.24
ELECTRONICS FOR IMAGING INC COM - 286082102	610	26,303.20
ENCORE CAP GROUP INC - 292554102	615	25,098.15
ENERSYS - 29275Y102	490	27,979.00
ENSCO PLC-CL A - G3157S106	2270	71,548.80
ENTRAVISION COMMUNICATIONS - 29382R107	2300	16,376.00
EXPRESS SCRIPTS HOLDING CO - 30219G108	2061	173,082.78
EXXON MOBIL CORP COM - 30231G102	1190	106,148.00
FANUC CORPORATION ADR - 307305102	2014	54,508.91
FASTENAL CO COM - 311900104	1153	53,545.32
FINANCIAL ENGINES INC - 317485100	320	10,742.40
FINISAR CORP - 31787A507	515	9,491.45
FMC CORP COM NEW W/RTS EXP 03/01/2006 - 302491303	1365	76,194.30
FRESENIUS MED CARE AKTIENGESELLSCHAFT SPONSORED ADR - 358029106	766	28,403.28
FUCHS PETOLUB SE-PREF ADR - 35952Q106	2159	21,665.57
GENESEE & WYO INC CL A - 371559105	155	13,463.30
GENTEX CORP COM - 371901109	4240	154,124.00
GENTHERM INC - 37253A103	425	14,488.25
GENUINE PARTS CO COM W/RIGHTS ATTACHED EXP 11/15/2009 - 372460105	1470	151,806.90
G-III APPAREL GROUP LTD - 36237H101	275	25,855.50
GILEAD SCIENCES INC COM - 375558103	1251	130,491.81
GOOGLE INC CL A - 38259P508	118	62,788.98
GOOGLE INC-CL C - 38259P706	176	92,987.84
HALCON RESOURCES CORP - 40537Q209	2055	3,616.80
HELMERICH & PAYNE INC COM W/RTS EXP 01/31/2006 - 423452101	1080	66,603.60
HERTZ GLOBAL HOLDINGS INC - 42805T105	3655	81,652.70
HONEYWELL INTL INC COM - 438516106	732	71,655.48
HONG KONG EXCH & CLEARING LTD -ADR - 43858F109	1310	29,108.20
ICICI BK LTD SPON ADR SPONSORED ADR - 45104G104	4535	49,885.00
IMAX CORP COM - 45245E109	935	27,330.05
IMPERIAL OIL LTD COM NEW - 453038408	894	36,779.16
INGERSOLL-RAND PLC - G47791101	755	47,640.50
INNERWORKINGS INC - 45773Y105	1295	9,958.55
INTEGRATED DEVICE TECHNOLOGY INC COM W/RIGHTS ATTACHED EXPIRING - 458118106	890	17,306.06
INTERCONTINENTAL EXCHANGE, INC - 45866F104	373	84,092.85
INTERNATIONAL PAPER CO COM - 460146103	1465	79,725.30

Security and Cusip	Units	Market Value
INTERXION HOLDING NV - N47279109	610	15,847.80
ISHARES RUSSELL 2000 GROWTH INDEX FUND - 464287648	360	48,520.80
ITAU UNIBANCO H-SPON PRF ADR - 465562106	2645	31,607.75
JACOBS ENGR GRP INC COM - 469814107	1235	52,512.20
JGC CORP-UNSPONSORED ADR - 466140100	683	27,087.78
JOHNSON & JOHNSON COM - 478160104	1200	128,064.00
JUNIPER NETWORKS INC COM - 48203R104	1554	33,208.98
KANSAS CITY SOUTHN INDS INC COM - 485170302	369	41,280.03
KEYSIGHT TECHNOLOGIES INC - 49338L103	2177	72,907.74
KRISPY KREME DOUGHNUTS INC COM - 501014104	1295	25,058.25
L'OREAL - ADR - 502117203	1437	46,874.94
LAUDER ESTEE COS INC CL A - 518439104	333	24,645.33
LIBERTY GLOBAL PLC-SERIES C - G5480U120	1645	77,495.95
LIFE TIME FITNESS INC - 53217R207	745	40,081.00
LIGAND PHARMACEUTICALS INC - 53220K504	330	17,008.20
LILLY ELI & CO COM W/RTS EXP 7/28/2008 - 532457108	1970	141,071.70
LINDE AG ADR - 535223200	1112	20,360.72
LINEAR TECHNOLOGY CORP COM - 535678106	2720	123,868.80
LIVE NATION ENT INC - 538034109	1025	25,461.00
LKQ CORP - 501889208	600	16,149.00
LOCKHEED MARTIN CORP COM - 539830109	490	92,732.50
LOWES COS INC COM W/RIGHTS ATTACHED EXPIRING 9/9/2008 - 548661107	1457	95,812.32
LUMH MOET HENNESSY LOUIS VUITTON - 502441306	612	20,196.00
LUMINEX CORP DEL COM - 55027E102	910	15,752.10
M & T BK CORP COM - 55261F104	940	116,541.20
MACY'S INC - 55616P104	1660	101,625.20
MAGNUM HUNTER RESOURCES CORP - 55973B102	3185	9,937.20
MARSH & MCLENNAN COS INC COM - 571748102	894	51,270.90
MATADOR RESOURCES CO - 576485205	520	7,909.20
MAXLINEAR INC - 57776J100	1280	9,305.60
MDC HOLDINGS INC DEL - 552676108	2970	74,250.00
MERCK & CO INC NEW - 58933Y105	2120	125,800.80
METHODE ELECTRS INC CL A W/RIGHTS ATTACHED EXP 6/30/2010 - 591520200	770	25,394.60
METLIFE INC COM - 59156R108	1700	93,857.00
MICHAEL KORS HOLDINGS LTD - G60754101	545	41,801.50
MICROSOFT CORP COM - 594918104	4605	217,217.85

Security and Cusip	Units	Market Value
MIDDLEBY CORP - 596278101	347	32,475.73
MITSUBISHI ESTATE LTD ADR - 606783207	990	20,423.70
MOBILE MINI INC COM W/RIGHTS ATTACHED EX - 60740F105	593	22,279.01
MONOTARO CO LTD-UNSP ADR - 61022V107	479	10,241.02
MONOTYPE IMAGING HOLDINGS INC - 61022P100	510	13,800.60
MONSANTO CO NEW COM - 61166W101	1691	203,038.37
MSC INDL DIRECT INC CL A - 553530106	276	21,412.08
MTN GROUP LTD ADR - 62474M108	1703	30,279.34
NCI BUILDING SYSTEMS, INC. - 628852204	675	11,731.50
NESTLE S A SPONSORED ADR REPSTG REG SH - 641069406	994	72,114.71
NIKE INC CL B COM - 654106103	1482	143,650.26
NORDSTROM INC COM - 655664100	503	37,317.57
NORFOLK SOUTHN CORP COM W/RIGHTS ATTACHED EXP 9/26/2010 - 655844108	1240	127,261.20
NOVO-NORDIST A S ADR - 670100205	985	42,640.65
OMNICOM GRP INC COM - 681919106	1720	133,317.20
ORACLE CORP COM - 68389X105	1400	57,064.00
OXFORD INDS INC COM - 691497309	445	23,794.15
PANERA BREAD CO CL A - 69840W108	191	31,388.94
PDC ENERGY INC - 69327R101	370	12,594.80
PEGASYSTEMS INC - 705573103	855	16,963.20
PEPSICO INC COM - 713448108	755	72,698.95
PERRIGO CO PLC - G97822103	381	59,641.74
PHILIP MORRIS INTERNATIONAL IN - 718172109	875	75,223.75
PNC FINL SVCS GROUP INC COM W/RIGHTS ATTACHED EXP 5/25/2010 - 693475105	225	20,013.75
POLYONE CORP-COM - 73179P106	1100	38,456.00
POWER INTEGRATIONS INC COM W/RIGHTS ATTA - 739276103	360	18,183.60
PRAXAIR INC COM - 74005P104	248	31,312.48
PRECISION CASTPARTS CORP COM W/RIGHTS ATTACHED EXPIRING - 740189105	249	58,191.30
PROCTER & GAMBLE CO COM - 742718109	150	142,847.80
QUALCOMM INC COM W/RTS ATTACHED - 747525103	982	72,108.26
RALPH LAUREN CORP - 751212101	244	43,724.80
RAYMOND JAMES FINL INC COM - 754730109	621	34,571.07
REPLIGEN CORP - 759916109	445	9,037.95
RESMED INC COM - 761152107	287	15,632.89
REX ENERGY CORP - 761565100	1200	6,228.00
ROCHE HLDG LTD SPONSORED ADR - 771195104	1766	64,123.46

Security and Cusip	Units	Market Value
ROGERS CORP COM W/RTS ATTACHED EXP 03/30/2007 - 775133101	615	42,004.50
ROSS STORES INC COM - 778296103	414	37,682.28
RUCKUS WIRELESS INC - 781220108	870	9,804.90
SANDS CHINA LTD-UNSPONS ADR - 80007R105	478	24,772.35
SAP AG SPONSORED ADR - 803054204	760	51,330.40
SASOL LTD (SOUTH AFRICA) SPONSORED ADR SEDOL #2777294 - 803866300	325	10,991.50
SCHLUMBERGER LTD COM - 806857108	1101	93,002.38
SCHLUMBERGER LTD COM - 806857108	1115	92,556.15
SCHNEIDER ELECTRIC SE - ADR - 80687P106	2722	39,482.62
SCIQUEST INC - 80908T101	425	6,090.25
SHIRE PHARMACEUTICALS GR SPONSORED ADR - 82481R106	97	20,249.72
SMITH A O CORP CL B - 831865209	610	32,372.70
SONOVA HOLDIN-UNSPON ADR - 83569C102	823	23,842.31
SPECTRANETICS CORP COM W/RTS EXP 05/24/2006 - 84760C107	1140	37,802.40
STARBUCKS CORP COM - 855244109	881	69,986.64
STEIN MART INC COM - 858375108	945	13,579.65
STRYKER CORP COM - 863667101	1530	142,917.30
SUNTRUST BKS INC COM - 867914103	504	21,142.80
SVENSKA HANDELSB-A-UNSP ADR - 86959C103	872	20,317.60
SWATCH GROUP AG/THE-UNSP ADR - 870123106	858	19,566.69
SYMRISE AG ADR - 87155N109	1523	23,187.68
SYNTEL INC - 87162H103	340	14,691.40
SYSMEX CORP-UNSPON ADR - 87184P109	2484	54,449.28
T ROWE PRICE GRP INC COM - 74144T108	364	31,566.08
T ROWE PRICE GRP INC COM - 74144T108	1550	130,517.75
TAIWAN SEMICONDUCTOR MFG CO LTD SPONSORED ADR - 874039100	3738	80,142.72
TENNANT CO COM W/RTS ATTACHED - 880345103	385	26,341.70
TERADYNE INC COM W/RIGHTS ATTACHED EXP 11/27/2010 - 880770102	1145	21,709.20
TEXAS CAP BANCSHARES INC - 88224Q107	150	7,875.00
TEXAS INSTRS INC COM - 882508104	993	53,850.39
TEXAS INSTRS INC COM - 882508104	2630	143,295.55
TEXAS ROADHOUSE, INC COMMON STOCK - 882681109	665	21,426.30
THE PRICELINE GROUP INC. - 741503403	58	64,348.10
TIMKEN CO COM - 887389104	1100	45,925.00
TREEHOUSE FOODS INC - 89469A104	230	18,972.70

Security and Cusip	Units	Market Value
TREX CO INC COM - 89531P105	615	25,368.75
TUPPERWARE CORP COM - 899896104	1600	102,048.00
TURKIYE GARANTI BANKSASI-ADR - 900148701	7798	27,721.89
TWENTY FIRST CENTURY FOX INC - 90130A101	1601	59,605.23
ULTA SALON COSMETICS & FRAGRAN - 90384S303	165	21,001.20
ULTIMATE SOFTWARE GRP INC COM - 90385D107	210	29,511.30
UNI CHARM CORPORATION ADR - 90460M204	11055	53,450.93
UNILEVER PLC SPONSORED ADR NEW - 904767704	498	19,905.06
UNION PAC CORP COM - 907818108	1120	128,072.00
UNITED NAT FOODS INC COM W/RIGHTS ATTACHED EXP 2/22/2010 - 911163103	675	50,058.00
UNITED PARCEL SERVICE CL B COM - 911312106	2045	226,238.35
UNITED TECHNOLOGIES CORP COM - 913017109	2135	243,475.40
USG CORP COM NEW W/RTS EXP 3/27/2008 - 903293405	1670	45,758.00
VASCULAR SOLUTIONS INC - 92231M109	235	6,333.25
VISA INC-CLASS A SHRS - 92826C839	446	116,704.82
VITAMIN SHOPPE INC - 92849E101	280	12,908.00
VMWARE INC - 928563402	491	41,239.09
W W GRAINGER INC COM W/RIGHTS ATTACHED EXP 5/15/2009 - 384802104	470	115,695.20
WABCO HOLDINGS INC - 92927K102	1010	104,242.35
WAGEWORKS INC - 930427109	495	28,417.95
WAL MART STORES INC COM - 931142103	1500	125,745.00
WEST PHARMACEUTICAL SVCS INC-COM - 955306105	895	46,853.25
WHOLE FOODS MKT INC COM - 966837106	783	38,210.40
WILLIAMS COS INC COM W/RTS ATTACHED - 969457100	2170	95,762.10
WILLIS GROUP HOLDINGS PLC - G96666105	2630	114,405.00
WNS HOLDINGS LTD ADR - 92932M101	755	15,817.25
WPP PLC NEW ADR - 92937A102	599	61,139.93
XINYI GLASS HOLDI-UNSP ADR - 98418R100	698	6,955.57
ZUMIEZ INC - 989817101	615	22,072.35
	Total	14,068,768.91

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ABB LTD SPONSORED ADR	599.	599.
ADT CORP/THE	116.	116.
AFLAC INC COM	903.	903.
AT&T INC	4,255.	4,255.
AT&T INC	7.	7.
ABBVIE INC	226.	226.
ABERDEEN EMERG MARKETS-INST #5840	7,288.	7,288.
EDGEWOOD GROWTH INSTL #2131	1,253.	1,253.
AGILENT TECHNOLOGIES INC COM	404.	404.
AIRGAS INC COM	125.	125.
ALBEMARLE CORP COM	229.	229.
ALTRIA GROUP INC	2,386.	2,386.
ALTRIA GROUP INC	326.	326.
AMERICA MOVIL SAB DE 5.000% 3/30/20	69.	69.
AMERICAN AIRLS GROUP INC	90.	90.
AMERICAN ELEC PWR CO INC COM	450.	450.
AMERICAN EXPRESS CO COM	384.	384.
AMERICAN INTL GROUP	114.	114.
AMERICAN TOWER CORP	182.	182.
AMERICAN WATER WORKS CO INC/NE	186.	186.
ANALOG DEVICES INC COM W/ RTS TO PURCHAS	52.	52.
APACHE CORP COM RTS EXP 01/31/2006	140.	140.
ASHLAND INC NEW COM	343.	343.
ASTRAZENECA PLC SPONSORED ADR	1,235.	1,235.
AUTOMATIC DATA PROCESSING INC COM	650.	650.
AXA	430.	430.
AXIALL CORP	33.	33.
BB&T CORP COM	526.	526.
BCE INC	672.	672.
BP PLC SPONSORED ADR	1,879.	1,879.
BAKER HUGHES INC COM	112.	112.
BANC ONE CORP DEBS	400.	400.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
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BANCO DEL ESTADO -CH 2.000% 11/09/17	47.	47.
BANK AMER CORP COM	81.	81.
BAXTER INTL INC COM W/RIGHTS ATTACHED EX	1,176.	1,176.
BEAM INC	16.	16.
BED BATH & BEYOND IN 5.165% 8/01/44	63.	63.
BELDEN INC	27.	27.
BLACKROCK INC	840.	840.
BRANDES EMERGING MRKTS-I #1599	17,096.	17,096.
BRISTOL-MYERS SQUIBB CO COM	316.	316.
CIGNA CORP COM	2.	2.
CNOOC FINANCE 2014 4.250% 4/30/24	106.	106.
CNH EQUIPMENT TRUST 1.290% 9/15/17	129.	129.
CAMECO CORP COM	172.	172.
C SHARES (INCOME OPTION)	19,446.	19,446.
CARDINAL HLTH INC COM	108.	108.
CARNIVAL CORP 3.950% 10/15/20	194.	194.
CARPENTER TECHNOLOGY CORP COM	58.	58.
CHEVRONTXACO CORP COM	1,541.	1,541.
CHICAGO BRIDGE & IRON NY SHS	56.	56.
VR CITIGROUP INC 0.512% 6/09/16	219.	219.
CITIGROUP INC 5.500% 9/13/25	321.	321.
COACH INC COM W/RTS ATTACHED EXP 5/2/201	444.	444.
COCA-COLA CO COM	429.	429.
COHEN & STEERS INSTL RLTY SHRS #1263	6,818.	6,818.
CONOCOPHILLIPS COM	1,685.	1,685.
CONTINENTAL RESOURCE 4.500% 4/15/23	30.	30.
COOPER COS INC COM NEW	3.	3.
CORNING INC COM W/RTS EXP 07/15/2006	437.	437.
CORPORATE EXECUTIVE BOARD CO COM	66.	66.
CRANE CO COM W/RTS EXP 6/27/2008	51.	51.
CREDIT SUISSE 5.400% 1/14/20	240.	240.
DSW INC	151.	151.
DIGITAL RLTY TR INC	1,574.	1,574.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DISNEY (WALT) COMPANY HOLDING COMPANY CO	421.	421.
DOMINION RES INC VA NEW COM	821.	821.
DOVER CORP COM W/RTS EXP 11/2006	95.	95.
DU PONT E I DE NEMOURS & CO COM	815.	815.
DUKE ENERGY HOLDING CORP. COM	1,592.	1,592.
DUN & BRADSTREET CORP COM	19.	19.
ENERGY TRANSFER PART 3.600% 2/01/23	35.	35.
ENERGY TRANSFER PART 5.950% 10/01/43	126.	126.
ENERSYS	65.	65.
ENTRAVISION COMMUNICATIONS	23.	23.
EXELON GENERATION CO 6.250% 10/01/39	498.	498.
EXXON MOBIL CORP COM	922.	922.
FMC CORP COM NEW W/RTS EXP 03/01/2006	149.	149.
FHLMC POOL #G08559 4.500% 11/01/43	349.	349.
FHLMC POOL #Q21792 4.500% 9/01/43	438.	438.
FED HOME LN BK 5.000% 11/17/17	715.	715.
FNMA POOL #AH1684 4.000% 9/01/41	601.	601.
FNMA POOL #AI6349 4.500% 7/01/41	2,225.	2,225.
FNMA POOL #AI8479 5.000% 8/01/41	3,367.	3,367.
FNMA POOL #AJ2293 4.000% 9/01/41	1,215.	1,215.
FNMA POOL #AJ3615 4.000% 11/01/41	1,160.	1,160.
FNMA POOL #AJ9327 3.500% 1/01/42	1,002.	1,002.
FNMA POOL #AL5165 4.500% 4/01/44	284.	284.
FNMA POOL #AP3086 3.000% 9/01/42	811.	811.
FNMA POOL #AR9197 3.000% 3/01/43	208.	208.
FNMA POOL #AT2725 3.000% 5/01/43	576.	576.
VR FED NATL MTG AS 6.526% 3/25/36	4,417.	4,417.
FNMA POOL #AE0042 5.500% 5/01/40	1,116.	1,116.
FINANCIAL ENGINES INC	17.	17.
FREEMPORT-MCMORAN C 3.550% 3/01/22	204.	204.
VR GS MORTGAGE SEC 5.90675% 5/10/45	380.	380.
GAP INC COM	93.	93.
GENERAL ELEC CAP COR 5.300% 2/11/21	265.	265.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
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GENUINE PARTS CO COM W/RIGHTS ATTACHED E	1,107.	1,107.
GENWORTH FINANCIAL 7.700% 6/15/20	770.	770.
GENWORTH FINANCIAL 7.200% 2/15/21	720.	720.
GLAXO SMITHKLINE SPONSORED PLC ADR	1,958.	1,958.
GOLDMAN SACHS GRP INC COM	471.	471.
GOLDMAN SACHS GROUP 5.950% 1/15/27	298.	298.
GOLDMAN SACHS GROUP 6.750% 10/01/37	227.	227.
GOLDMAN SACHS COMM STRATEGY #2653	99.	99.
VR GOVT NATL MTG 1.188% 12/16/52	4,195.	4,195.
VR GOVT NATL MTG 0.714% 9/16/46	2,143.	2,143.
W W GRAINGER INC COM W/RIGHTS ATTACHED E	538.	538.
GRUPO TELEVISA S.A. 6.625% 1/15/40	280.	280.
GRUPO TELEVISA SAB 5.000% 5/13/45	58.	58.
HCP INC	1,096.	1,048.
HSBC HOLDINGS PLC 4.250% 3/14/24	107.	107.
HARLEY DAVIDSON INC COM W/RIGHTS ATTACHE	75.	75.
OAKMARK INTERNATIONAL FD CL I	20,463.	20,463.
HARTFORD FINL SVCS GRP COM	210.	210.
HEALTH CARE REIT INC COM	837.	570.
HEALTH CARE REIT INC 4.950% 1/15/21	217.	217.
HELMERICH & PAYNE INC COM W/RTS EXP 01/3	851.	851.
HERSHEY FOODS CORP COM W/RTS ATTACHED EX	20.	20.
HOST HOTELS & RESORT 5.250% 3/15/22	125.	125.
HUNTSMAN CORP	96.	96.
IAC/INTERACTIVECORP	67.	67.
VOYA INTL RL EST FD CL-I #2664	706.	706.
ITT CORP	23.	23.
ING US INC 5.500% 7/15/22	151.	151.
INTERNATIONAL PAPER CO COM	638.	638.
INTERPUBLIC GRP COS INC COM	83.	83.
ISHARES RUSSELL 2000 GROWTH INDEX FUND	193.	193.
JPMBB COMMERCIAL MO 4.1327% 8/15/46	39.	39.
JOHNSON & JOHNSON COM	1,811.	1,811.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
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KEYCORP NEW COM	103.	103.
KEYCORP	14.	14.
KIMBERLY-CLARK CORP COM	819.	819.
KINDER MORGAN INC/DELAWARE	118.	118.
KRAFT FOODS GROUP INC	1,700.	1,700.
LILLY ELI & CO COM W/RTS EXP 7/28/2008	1,480.	1,480.
LINCOLN NATL CORP COM	45.	45.
LINCOLN NATIONAL COR 6.250% 2/15/20	465.	465.
LINEAR TECHNOLOGY CORP COM	775.	775.
LLYODS BANK PLC 6.500% 9/14/20	78.	78.
LOCKHEED MARTIN CORP COM	805.	805.
LORILLARD INC	600.	600.
M & T BK CORP COM	70.	70.
MDC HOLDINGS INC DEL	735.	735.
MSC INDL DIRECT INC CL A	399.	399.
MACY'S INC	848.	848.
MARCHEX INC	17.	17.
MARRIOTT INTERNATIONAL 3.375% 10/15/20	83.	83.
MCDONALDS CORP COM	1,217.	1,217.
MERCK & CO INC NEW	2,951.	2,951.
MERRILL LYNCH & CO 6.110% 1/29/37	35.	35.
METHODE ELECTRS INC CL A W/RIGHTS ATTACH	51.	51.
METLIFE INC COM	662.	662.
MICROSOFT CORP COM	1,591.	1,591.
MICROCHIP TECHNOLOGY INC COM W/RTS ATTAC	129.	
MOBILE MINI INC COM W/RIGHTS ATTACHED EX	88.	88.
MONOTYPE IMAGING HOLDINGS INC	19.	19.
MONRO MUFFLER BRAKE INC COM	7.	7.
MONSANTO CO NEW COM	336.	336.
MORGAN STANLEY 4.875% 11/01/22	271.	271.
VR MORGAN STANLEY 4.21845% 7/15/46		
VR MORGAN STANLEY 4.36284% 8/15/46	1,242.	1,242.
MOTOROLA SOLUTIONS, INC.	428.	428.
DMK619 D60M 05/05/2015 12:22:21	27.	27.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
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NIC INC	112.	76.
NASDAQ STOCK MARKET INC COM	33.	33.
NATIONAL GRID PLC ADR	2,235.	2,235.
NEWELL RUBBERMAID INC COM	139.	139.
NICE SYSTEMS LTD SPONSORED ADR	9.	9.
NIKE INC CL B COM	378.	378.
NISOURCE INC COM	153.	153.
NORDEA BANK AB 4.250% 9/21/22	163.	163.
NORFOLK SOUTHN CORP COM W/RIGHTS ATTACHE	766.	766.
NORTH TEX TWY AUTH 6.718% 1/01/49	672.	672.
NORTHEAST UTILS COM W/RTS ATTACHED EXP 2	184.	184.
NORTHERN TR CORP COM	902.	902.
OCEANEERING INTL INC COMMON	67.	67.
OMNICOM GRP INC COM	1,073.	1,073.
OXFORD INDS INC COM	85.	85.
PNC FINANCIAL SERVIC 3.900% 4/29/24	44.	44.
PPL CORP COM	1,221.	1,221.
PVH CORP	10.	10.
PALL CORP COM	81.	81.
PEGASYS INC	15.	15.
PEPSICO INC COM	969.	969.
PETROBRAS INTL FIN 5.375% 1/27/21	106.	106.
PETROBRAS GLOBAL FIN 5.625% 5/20/43	124.	124.
PETROBRAS GLOBAL FIN 7.250% 3/17/44	71.	71.
PETROLEOS MEXICANOS 4.875% 1/24/22	333.	333.
PHILIP MORRIS INTERNATIONAL IN	1,828.	1,828.
PIER 1 IMPORTS INC COM W/RTS ATTACHED	28.	28.
POLYONE CORP-COM	106.	106.
POTASH CORP SASK INC COM W/RTS ATTACHED	891.	891.
POWER INTEGRATIONS INC COM W/RIGHTS ATTA	29.	29.
T ROWE PRICE GRP INC COM	713.	713.
PRINCIPAL PREFERRED SEC-INS #4929	16,644.	16,644.
PROCTER & GAMBLE CO COM	1,704.	1,704.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VR PRUDENTIAL FINA 8.875% 6/15/38	359.	359.
QEP RESOURCES INC	15.	15.
QUALCOMM INC COM W/RTS ATTACHED	554.	554.
QUESTAR CORP COM W/RTS EXP 03/25/2006	172.	172.
RAYMOND JAMES FINL INC COM	71.	71.
REALTY INCOME CORP COM	664.	499.
REGIONS FINL CORP NEW	155.	155.
REINSURANCE GRP OF 6.450% 11/15/19	323.	323.
RESMED INC COM	57.	57.
REYNOLDS AMERICAN INC	2,057.	2,057.
ROYAL DUTCH SHELL PLC ADR	2,002.	2,002.
SAFEMAY INC COM NEW	49.	49.
ST JUDE MED INC COM W/RTS ATTACHED EXP 0	127.	127.
SCHLUMBERGER LTD COM	579.	579.
SEMPRA ENERGY 9.800% 2/15/19	596.	596.
SENIOR HSG PPTYS TR SH BEN INT	987.	533.
SENIOR HOUSING PROPE 4.750% 5/01/24	120.	120.
SIMON PROPERTY GROU 10.350% 4/01/19	469.	469.
SMITH A O CORP CL B	75.	75.
SOUTHERN CO COM	1,599.	1,599.
STAGE STORES INC	101.	101.
STARWOOD HOTELS & RESORTS WORLDWIDE	60.	60.
STATE STR CORP COM	196.	196.
STATE STREET CORP 4.956% 3/15/18	36.	36.
STEIN MART INC COM	50.	50.
STRYKER CORP COM	619.	619.
SUNTRUST BKS INC COM	197.	197.
TARGET CORP COM	366.	366.
TEMPLETON GLOBAL BOND FD-ADV #616	23,026.	23,026.
TENNANT CO COM W/RTS ATTACHED	59.	59.
TERADYNE INC COM W/RIGHTS ATTACHED EXP 1	41.	41.
TEXAS INSTRS INC COM	912.	912.
3M CO COM	811.	811.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
TIMKEN CO COM	325.	325.
TIMKENSTEEL CORP	18.	18.
TOTAL FINA ELF S A SPONSORED ADR	2,446.	2,446.
TRACTOR SUPPLY CO COM	16.	16.
TUPPERWARE CORP COM	1,314.	1,314.
TYSON FOODS INC 4.500% 6/15/22	126.	126.
UBS AG STAMFORD CT 5.875% 7/15/16	378.	378.
UNILEVER PLC SPONSORED ADR NEW	709.	709.
UNION PAC CORP COM	665.	665.
UNITED MEXICAN STATE 5.550% 1/21/45	176.	176.
UNITED PARCEL SERVICE CL B COM	1,554.	1,554.
US TREASURY BOND 4.500% 2/15/36	1,556.	1,556.
US TREASURY BOND 3.625% 8/15/43	646.	646.
US TREASURY BOND 3.375% 5/15/44	220.	220.
US TREASURY BOND 3.125% 8/15/44	-1.	-1.
US TREASURY NOTE 0.250% 11/30/15	1.	1.
US TREASURY NOTE 1.250% 11/30/18	15.	15.
US TREASURY NOTE 0.250% 12/31/15	91.	91.
US TREASURY NOTE 1.500% 1/31/19	9.	9.
US TREASURY NOTE 0.250% 2/29/16	49.	49.
US TREASURY NOTE 0.375% 3/31/16	107.	107.
US TREASURY NOTE 1.625% 3/31/19	48.	48.
US TREASURY NOTE 2.375% 8/15/24	66.	66.
US TREASURY NOTE 0.500% 8/31/16	152.	152.
US TREASURY NOTE 1.625% 8/31/19	58.	58.
US TREASURY NOTE 0.500% 9/30/16	119.	119.
US TREASURY NOTE 1.500% 10/31/19	-34.	-34.
US TREASURY NOTE 0.375% 10/31/16	38.	38.
US TREASURY NOTE 2.250% 11/15/24	3.	3.
US TREASURY NOTE 0.250% 1/15/15	1.	1.
US TREASURY NOTE 0.250% 2/15/15	4.	4.
US TREASURY NOTE 0.250% 2/28/14	131.	131.
US TREASURY NOTE 0.250% 3/31/14	13.	13.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
US TREASURY NOTE 0.250% 6/30/14	107.	107.
US TREASURY NOTE 0.250% 10/31/15	83.	83.
US TREASURY NOTE 2.500% 5/15/24	113.	113.
US TREASURY NOTE 1.500% 5/31/19	370.	370.
US TREASURY NOTE 0.375% 5/31/16	123.	123.
US TREASURY INFLATION INDEX NOTE	-89.	-89.
US TREASURY NOTE 0.500% 7/31/16	164.	164.
UNITED TECHNOLOGIES CORP COM	1,387.	1,387.
UNUMPROVIDENT CORP COM	78.	78.
VENTAS INC-COM	846.	846.
VERIZON COMMUNICATIONS COM	1,913.	1,913.
VERIZON COMMUNICATIO 4.500% 9/15/20	425.	425.
VIACOM INC 4.250% 9/01/23	197.	197.
VIACOM INC 5.850% 9/01/43	257.	257.
VODAFONE GROUP PLC SPONSORED ADR	913.	913.
VODAFONE GROUP PLC-SP ADR	783.	783.
VOYA INTL RL EST FD CL-I #2664	9,527.	9,527.
WPP FINANCE 2010 3.625% 9/07/22	182.	182.
WPP FINANCE 2010 5.625% 11/15/43	52.	52.
WALGREEN CO COM W/RTS ATTACHED EXP 08/21	422.	422.
WEATHERFORD INTL LTD 4.500% 4/15/22	253.	253.
WEST PHARMACEUTICAL SVCS INC-COM	78.	78.
WESTERN UN CO 6.200% 11/17/36	620.	620.
WILLIAMS COS INC COM W/RTS ATTACHED	2,604.	2,604.
WYNDHAM WORLDWIDE 4.250% 3/01/22	419.	419.
XEROX CORP COM W/RTS ATTACHED EXP 4/16/2	286.	286.
XYLEM INC/NY	60.	60.
ZOETIS INC	70.	70.
XSTRATA FINANCE CANA 4.000% 10/25/22	229.	229.
BANCO BRADESCO (CAYM 5.900% 1/16/21	129.	129.
VR BBVA BANCOMER SA 6.008% 5/17/22	159.	159.
ACCENTURE PLC	1,061.	1,061.
DELPHI AUTOMOTIVE PLC	123.	123.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
EATON CORP PLC	711.	
ENSCO PLC-CL A	2,100.	2,100.
INGERSOLL-RAND PLC	374.	374.
INVESCO LIMITED	152.	152.
PENTAIR PLC	29.	29.
SINOPEC CAPITAL 2013 3.125% 4/24/23	73.	73.
WILLIS GROUP HOLDINGS PLC	1,031.	1,031.
ACE LIMITED	1,081.	1,081.
PENTAIR, LTD.	53.	53.
TYCO INTERNATIONAL LTD NEW	147.	147.
ING BANK NV 5.800% 9/25/23	180.	180.
NIELSEN N.V	94.	94.
BBVA BANCOMER SA TEX 6.750% 9/30/22	251.	251.
CODELCO INC 5.625% 10/18/43	235.	235.
FED CASH RES 125	18.	18.
	-----	-----
TOTAL	274,794.	272,984.
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FORM 990PF, PART I - OTHER INCOME
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
TAX REFUND	1,307.	
E-TRACS ALERIAN	3,451.	3,451.
FUTURE PROCEEDS	-6,647.	-6,647.
LEXINGTON PARTNERS VII OFFSHORE	179,875.	179,875.
ENERGY CAP MEZZANINE OPP OFFSHORE LP	6,344.	6,344.
	-----	-----
TOTALS	184,330.	183,023.
	=====	=====

FORM 990PF, PART I - LEGAL FEES
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
NON-ALLOCABLE LEGAL FEES	2,000.			2,000.
TOTALS	2,000.	NONE	NONE	2,000.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
CUSTODIAN & MANAGEMENT FEES (A	37,669.	37,669.
INVESTMENT MGMT FEES-SUBJECT T	23,667.	23,667.
	-----	-----
TOTALS	61,336.	61,336.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	742.	742.
FEDERAL ESTIMATES - PRINCIPAL	25,351.	
FOREIGN TAXES ON QUALIFIED FOR	2,725.	2,725.
FOREIGN TAXES ON NONQUALIFIED	1,210.	1,210.
	-----	-----
TOTALS	30,028.	4,677.
	=====	=====

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FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
NC SECRETARY OF STATE ADR FEES	5. 86.		5.
		86.	
TOTALS	91.	86.	5.
	=====	=====	=====

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---

465562106	ITAU UNIBANCO BANCO	
31419GSA3	FED NATL MTG ASSN	
31412QJS9	FED NATL MTG ASSN	
31412UPU8	FED NATL MTG ASSN	
31412UZX1	FED NATL MTG ASSN	
912803CK7	US TREASURY SEC STRI	
912810QL5	US TREASURY BOND	
912810FF0	US TREASURY BOND	
912828NM8	US TREASURY INFLATIO	
912828NB2	US TREASURY NOTE	
912828PU8	US TREASURY NOTE	
912828PC8	US TREASURY NOTE	
912828PV6	US TREASURY NOTE	
912828PJ3	US TREASURY NOTE	
15200DAC1	CENTERPOINT ENER	
02209SAH6	ALTRIA GROUP	
06051GEC9	BANK OF AMERICA	
06051GEA3	BANK OF AMERICA	
06050BAA9	BANK OF AMERICA	
06739GBP3	BARCLAYS BANK PLC	
15200DAD9	CENTERPOINT ENER TRA	
172967FD8	CITIGROUP INC	
172967FF3	CITIGROUP INC	
22541HCC4	CREDIT SUISSE NEW YO	
294429AG0	EQUIFAX INC	
30161MAE3	EXELON GENERATION	
31677AAA2	FIFTH THIRD BK CINCI	
36967HAD9	GENERAL ELEC. CAP	
36962G4R2	GENERAL ELEC CAP	

THE W DUKE KIMBRELL FAMILY FDN

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

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---

38141EA58 GOLDMAN SACHS GROUP		
40049JAX5 GRUPO TELEVISA		
40414LAA7 HCP INC		
421915EJ4 HEALTH CARE PROPERTI		
42217KAM8 HEALTH CARE REIT		
481247AA2 JPMORGAN CHASE & CO		
481247AE4 JPMORGAN CHASE & CO		
534187AY5 LINCOLN NATIONAL COR		
5901884M7 MERRILL LYNCH & CO		
59156RAU2 METLIFE INC		
655422AU7 NORANDA INC		
682134AC5 OMNICOM GROUP		
74432QAY1 PRUDENTIAL FINAN		
759351AG4 REINSURANCE GRP OF		
816851AK5 SEMPRA ENERGY		
828807CA3 SIMON PROPERTY GROUP		
86787GAF9 SUNTRUST BANK		
87927VAV0 TELECOM ITALIA CAPI		
94707VAB6 WEATHERFORD INTL		
959802AH2 WESTERN UN CO		
984121BY8 XEROX CORPORATION		
3133XQU34 FED HOME LN BK		
3129345H1 FED HOME LN MTG		
312943B93 FED HOME LN MTG		
3128PQ4X6 FED HOME LN MTG		
31398AXJ6 FED NATL MTG ASSN		
31359MSL8 FED NATL MTG ASSN		
31416M4K7 FED NATL MTG		
31416WEZ1 FED NATL MTG		

THE W DUKE KIMBRELL FAMILY FDN

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
31418QUC5 FED NATL MTG		
31418UWG5 FED NATL MTG		
31418UXW9 FED NATL MTG		
224044BF3 COX COMMUNICATIONS		
20030NAP6 COMCAST CORP		
313373UU4 FED HOME LN BK		
3133XMQ87 FED HOME LN BK	17,344.	16,672.
31359M7X5 FED NATL MTG ASSN		
3138A22S7 FNMA POOL #AH1684	14,635.	15,156.
3138AHTD8 FED NATL MTG A		
3138AKW21 FED NATL MTG		
3138ALBT3 FNMA POOL #AI6349	45,917.	48,245.
3138ALTT4 FED NATL MTG		
3138ANMT7 FED NATL MTG ASS		
3138ANM59 FNMA POOL #AI8479	65,698.	67,932.
3138ATRP7 FNMA POOL #AJ2293	32,145.	33,133.
3138AVAR6 FNMA POOL #AJ3615	28,121.	28,824.
912828QD5 TREASURY INFLATION		
912803CK7 US TREASURY SEC STR		
912810QT8 US TREASURY BOND		
912810FF0 US TREASURY BOND		
912828NM8 US TREASURY INFLATIO		
912828NB2 US TREASURY NOTE		
912828RQ5 US TREASURY NOTE		
912828RR3 US TREASURY NOTE		
912828RS1 US TREASURY NOTE		
912828RU6 US TREASURY NOTE		
646139X83 NEW JERSEY ST TPK		
66285WFB7 NORTH TEX TWY AUTH	11,831.	14,529.

THE W DUKE KIMBRELL FAMILY FDN

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
912828QD5 TREASURY INFLATION		
3133EALP1 FED FARM CREDIT BK		
3138E2LH6 FNMA POOL #AJ9327	28,138.	28,515.
3138M6NC7 FNMA POOL #AP3086	26,503.	26,044.
3138MCEU4 FNMA POOL #AP8246		
912810FT0 US TREASURY BOND	41,014.	46,684.
912828QK9 US TREASURY NOTE		
912828SP6 US TREASURY NOTE		
912828TW0 US TREASURY NOTE		
912828TY6 US TREASURY NOTE		
912828TZ3 US TREASURY NOTE		
3132JN7D3 FHLMC POOL #Q21792	10,233.	10,443.
31419ABL0 FNMA POOL #AE0042	19,974.	20,818.
912810RC4 US TREASURY BOND		
912828A34 US TREASURY NOTE		
912828SG6 US TREASURY NOTE		
912828WB2 US TREASURY NOTE		
3138EMW31 FNMA POOL #AL5165	10,402.	10,644.
3138W7GF5 FNMA POOL #AR9197	8,632.	9,020.
912810RH3 US TREASURY BOND	29,671.	32,297.
912828F62 US TREASURY NOTE	54,962.	54,665.
912828F88 US TREASURY NOTE	144,819.	144,400.
912828SE1 US TREASURY NOTE	165,065.	165,031.
912828WU0 US TREASURY INFLATIO	33,695.	33,708.
	-----	-----
TOTALS	788,799.	806,760.
	=====	=====

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
55616P104 MACY'S INC	6,600.	26,300.
654106103 NIKE INC CL B	8,875.	26,441.
92927K102 WABCO HOLDINGS INC	6,931.	25,147.
254687106 WALT DISNEY CO	8,130.	24,960.
959802109 WESTERN UNION CO		
126650100 CVS/CAREMARK		
037411105 APACHE CORP	12,306.	7,207.
057224107 BAKER HUGHES INC COM	6,785.	8,130.
13342B105 CAMERON INTL CORP	26,588.	31,968.
060505104 BANK OF AMERICA CORP	12,030.	11,199.
38141G104 GOLDMAN SACHS GROUP	28,167.	32,951.
59156R108 METLIFE INC	14,282.	22,177.
949746101 WELLS FARGO & CO		
071813109 BAXTER INTL INC	20,730.	24,919.
74834L100 QUEST DIAGNOSTICS IN		
278058102 EATON CORP		
469814107 JACOBS ENGR GROUP IN	11,871.	13,184.
539830109 LOCKHEED MARTIN CORP	5,460.	23,108.
907818108 UNION PACIFIC CORP	8,497.	30,974.
911312106 UNITED PARCEL SERVIC	30,486.	49,471.
913017109 UNITED TECHNOLOGIES	36,550.	52,325.
903293405 USG CORP COM NEW	5,781.	11,476.
88579Y101 3M CO	11,804.	31,549.
00846U101 AGILENT TECHNOLOGIES	10,377.	19,242.
053015103 AUTOMATIC DATA PROCE	8,674.	19,592.
428236103 HEWLETT PACKARD CO		
594918104 MICROSOFT CORP		
984121103 XEROX CORP		
009158106 AIR PRODS & CHEMS IN	30,496.	47,844.

THE W DUKE KIMBRELL FAMILY FDN

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
01741R102 ALLEGHENY TECHNOLOGI		
61166W101 MONSANTO CO NEW	9,802.	17,323.
000375204 ABB LTD - ADR		
G1151C101 ACCENTURE PLC	46,476.	61,177.
143658300 CARNIVAL CORP		
G47791101 INGERSOLL-RAND PLC	5,401.	11,410.
806857108 SCHLUMBERGER LTD	97,871.	117,097.
009126202 AIR LIQUIDE - ADR	23,553.	66,284.
H01301102 ALCON INC		
018805101 ALLIANZ SE ADR	30,597.	59,470.
02364W105 AMERICA MOVIL S.A.B.		
042068106 ARM HOLDINGS PLC - A	10,565.	41,485.
049255706 ATLAS COPCO AB ADR	6,743.	31,218.
055434203 BG GROUP PLC - ADR	32,167.	39,105.
G16962105 BUNGE LIMITED	23,234.	37,455.
138006309 CANON INC - ADR		
143658300 CARNIVAL CORP		
1640R109 CHINA RESOURCES		
191459205 COCHLER LIMITED		
12637N105 CSL LIMITED		
237545108 DASSAULT SYSTEMES S.	27,160.	64,660.
23304Y100 DBS GROUP HOLDINGS L	21,727.	33,355.
292505104 ENCANA CORP		
296036304 ERSTE GROUP BANK		
307305102 FANUC CORPORATION AD	24,357.	55,445.
358029106 FRESENIUS MEDICAL CA	15,132.	28,449.
443251103 HOYA CORP		
404280406 HSBC - ADR		
45104G104 ICICI BANK LTD. - AD	35,657.	52,379.

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
453038408 IMPERIAL OIL LTD COM	16,588.	38,469.
48206M102 JUPITER TELECOM-UNSP		
502117203 L'OREAL - ADR	21,234.	47,895.
501897102 LI & FUNG LTD		
H50430232 LOGITECH INTERNAT		
54338V101 LONZA GROUP AG ADR	7,860.	21,074.
502441306 LVMH MOET HENNESSY U	29,571.	32,136.
62474M108 MTN GROUP LTD ADR	22,673.	72,512.
641069406 NESTLE S.A. REGISTER	35,750.	41,685.
670100205 NOVO NORDISK A/S - A		
71654V101 PETROLEO BRASILEIRO		
N72482107 QIAGEN N.V.		
771195104 ROCHE HOLDINGS LTD -	19,508.	60,026.
803054204 SAP SE	38,089.	52,934.
803866300 SASOL LIMITED - ADR	3,743.	12,340.
806857108 SCHLUMBERGER LTD		
80687P106 SCHNEIDER ELECTRIC S	33,406.	39,224.
870123106 SWATCH GROUP AG/THE-	15,732.	18,983.
874039100 TAIWAN SEMICONDUCTOR	45,753.	83,656.
881575302 TESCO PLC - ADR		
881624209 TEVA PHARMACEUTICAL		
900148701 TURKIYE GARANTI BANK	30,412.	30,958.
90460M105 UNICHARM CORPORATION		
9047767704 UNILEVER PLC		
93114W107 WAL-MART DE MEXICO		
92933H101 WPP GROUP PLC AMERIC		
368287207 OAO GAZPROM LEVEL 1		
018805101 ALLIANZ SE		
043400100 ASAHI KASEI CORP ADR		

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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046353108 ASTRAZENECA PLC ADR		
054536107 AXA - ADR		
05523R107 BAE SYSTEMS PLC		
05946K101 BANCO BILBAO VIZCAYA	28,184.	27,212.
05964H105 BANCO SANTANDER		
05964H105 BANCO SANTANDER		
06426M104 BANK OF CHINA		
055262505 BASF AKTIENGESELLSCH		
055434203 BG GROUP PLC - ADR		
088606108 BHP BILLITON LIMITED		
05565A202 BNP PARIBAS - ADR		
153766100 CENTRAL JAPAN RAI-UN		
20441B407 COMP. PARANAENSE DE		
225401108 CREDIT SUISSE GROUP		
23304Y100 DBS GROUP HOLDINGS L		
25030W100 DESARROLLADORA HOMEX		
251561304 DEUTSCHE LUFTHANSA A		
26874R108 ENI SPA - ADR		
344419106 FOMENTO ECONOMICO ME		
359590304 FUJITSU LIMITED - A		
37733W105 GLAXOSMITHKLINE PLC		
410693105 HANNOVER REINS CORP		
448415208 HUTCHISON WHAMPOA LI		
48667L106 KDDI CORPORATION		
500467402 KONINKLIJKE AHOLD NV		
505861401 LAFARGE - ADR		
584469407 MEDIASET S P A		
606769305 MITSUBISHI CORPORATI		
62474M108 MTN GROUP LTD	47,446.	43,125.

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FORM 990PF, PART II - CORPORATE STOCK

ENDING	ENDING
FMV	BOOK VALUE
---	-----

39,986.	37,702.
16,099.	52,407.
24,764.	32,517.
26,014.	50,109.
5,580.	20,246.

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
781182100 RUBY TUESDY		
892356106 TRACTOR SUPPLY CO CO		
90384S303 ULTA SALON COSMETICS	1,368.	25,568.
989817101 ZUMIEZ INC	17,128.	28,586.
10567B109 BRAVO BRIO RESTAURAN		
28660G106 ELIZABETH ARDEN INC		
911163103 UNITED NAT FOODS INC	28,356.	62,633.
050095108 ATWOOD OCEANICS INC	6,676.	8,057.
109178103 BRIGHAM EXPLORATION		
761565100 REX ENERGY CORP	15,791.	7,344.
29977A105 EVERCORE PARTNERS		
216648402 COOPER COS INC COM N	3,386.	35,660.
29481V108 ERESEARCHTECHNO		
55027E102 LUMINEX CORP	18,026.	20,448.
572901106 MARTEK BIOSCIENCES		
584045108 MEDASSETS INC		
589584101 MERIDIAN BIOSCIENCE		
761152107 RESMED INC	5,256.	19,116.
83568G104 SOMOSITE INC		
928645100 VOLCANO CORP		
049164205 ATLAS AIR WORLDWIDE		
077454106 BELDEN INC	16,009.	53,197.
150838100 CELADON GROUP INC		
22025Y407 CORRECTIONS CORP		
29275Y102 ENERSYS	7,606.	36,415.
421906108 HEALTHCARE SVCS		
45773Y105 INNERWORKINGS INC	13,588.	12,075.
489170100 KENNAMETAL INC		
499064103 KNIGHT TRANSN INC CO		

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
596278101 MIDDLEBY CORP	9,784.	39,343.
60740F105 MOBILE MINI INC	12,518.	28,803.
553530106 MSC INDL DIRECT INC	10,358.	27,056.
73179V103 POLYPORE INTERNATIONAL		
784153108 SFN GROUP INC		
880345103 TENNANT CO	15,151.	33,198.
929566107 WABASH NATL		
005125109 ACXIOM CORP COM	29,892.	38,108.
018581108 ALLIANCE DATA SYS CO	9,113.	49,201.
04033V203 ARIBA INC		
049513104 ATMEL CORP		
00207R101 ATMI INC COM		
1273787108 CADENCE DESIGN		
206708109 CONCUR TECHNOL	17,002.	48,076.
242309102 DEALERTRACK TECHNOLO		
25388B104 DIGITAL RIVER		
254543101 DIODES INC	10,992.	17,921.
45071R109 IXIA COM		
594901100 MICROS SYS INC		
595137100 MICROSEMI CORP		
64115T104 NETSCOUT SYSTEMS		
62914B100 NIC INC		
705573103 PEGASYSYSTEMS INC	12,699.	20,874.
73172K104 POLYCOM INC		
739276103 POWER INTERGRATIONS		
75025N102 RADIANT SYSTEMS INC	16,259.	22,248.
76657R106 RIGHTNOW TECHNOLOG		
775133101 ROGERS CORP COM	24,888.	60,266.
779376102 ROVI CORPORATION		

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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803062108 SAPIENT CORP COM		
86800U104 SUPER MICRO COM		
87162H103 SYNTel INC		
880770102 TERADYNE INC	6,934.	18,442.
90385D107 ULTIMATE SOFTWARE GR	10,595.	27,211.
012653101 ALBEMARLE CORP COM	6,397.	36,704.
167250109 CHICAGO BRIDGE & IRO		
N22717107 CORE LABORATORIES N	5,147.	22,417.
45245E109 IMAX CORP COM		
653656108 NICE SYSTEMS LTD. -	23,751.	34,608.
653905109 NIKO RES LTD		
79780P104 SAN GOLD CORP		
903914109 ULTRA PETROLEUM		
G87210103 UTI WORLDWIDE INC		
466367109 JACK IN THE BOX		
405217100 HAIN CELESTIAL GROUP		
06846N104 BARRETT BILL GROUP		
88162F105 TETRA TECHNOLOG		
909218109 UNIT CORP		
91851C201 VAALCO ENERGY		
37637Q105 GLACIER BANCORP		
450828108 IBERIABANC CORP		
482423100 KBW INC		
55264U108 MB FINANCIAL BANK		
904214103 UMPQUA HOLDINGS		
009128307 AIR METHOD CORP		
01642T108 ALKERMES INC		
01988P108 ALLSCRIPTS HEALTHCAR		
292756202 ENERGYSOLUTIONS		

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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29481V108 ERESEARCHTECHNOL		
457733103 INSPIRE PHARMACE		
464330109 ISIS PHARMACE		
62855J104 MYRIAD GENETICS		
885175307 THORATEC LABORATOR		
98235T107 WRIGHT MEDICAL GROUP		
007094105 ADMINISTAFF INC COM		
040790107 ARKANSAS BEST CORP		
156710105 CERADYNE INC		
184496107 CLEAN HARBORS INC		
029683109 AMERICAN SOFTWARE		
285229100 ELECTRO SCIENTIFIC		
303250104 FAIR ISSAC, INC		
46600W106 XYS CORP		
536252109 LIONBRIDGE TECHNOL		
683718308 OPENWAVE SYS		
699173209 PARAMETRIC TECHNOLOG		
82705T102 SILICON IMAGE		
87929J103 TELECOMMUNICATION		
879939106 TELETCH HOLDINGS		
88632Q103 TIBCO SOFTWARE		
904034105 ULTRATECH INC		
92230Y104 VASCO DATA SEC		
117421107 BRUSH ENGINEERED		
129603106 CALGON CARGON CORP		
440694305 HORSEHEAD HOLDING		
603158106 MINERALS TECHNOLO		
19239V302 COGENT COMMUNICATION		
367299203 GASTAR EXPLORATION L		

THE W DUKE KIMBRELL FAMILY FDN

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
023135106 AMAZON COM		
741503403 THE PRICELINE GROUP		66,132.
25490A101 THE DIRECTV GROUP	45,342.	
988498101 YUM BRANDS		
845467109 SOUTHWESTERN ENERGY		
025816109 AMERICAN EXPRESS CO	14,935.	24,190.
12572Q105 CME GROUP INC		
74144T108 T ROWE PRICE GROUP I	35,553.	57,870.
018490102 ALLERGAN INC		
151020104 CELENE CORP		
46120E602 INTUITIVE SURGICAL		
302130109 EXPEDITORS INTL		
336433107 FIRST SOLAR INC		
037833100 APPLE INC		
192446102 COGNIZANT TECH		
68389X105 ORACLE CORPO		
747525103 QUALCOMM INC	36,253.	72,992.
92826C839 VISA INC-CLASS A SHR	88,270.	116,941.
74005P104 PRAXAIR INC COM		
029912201 AMERICAN TOWER SYSTE		
760975102 RESEARCH IN MOTION		
002896207 ABERCROMBIE & FITCH		
099724106 BORG WARNER INC		
169656105 CHIPOTLE MEXICAN GRI		
189754104 COACH INC		
243537107 DECKERS OUTDOOR CORP		
253393102 DICKS SPORTING GOODS		
344849104 FOOT LOCKER INC		
349882100 FOSSIL INC COM		

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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550021109 LULULEMON ATHLETICA		
69840W108 PANERA BREAD COM		
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 INC		
518439104 ESTEE LAUDER COMPAN		
966837106 WHOLE FOODS MKT INC		
109178103 BRIGHAM EXPLORATION		
20453E109 COMPLET PRODTN		
655044105 NOBLE ENERGY INC		
74144T108 T ROWE PRICE GROUP		
015351109 ALEXION PHARMACEUT		
28176E108 EDWARDS LIFESCIENCES		
29264F205 ENDO PHARMACEUT		
452327109 ILLUMINA INC		
62855J104 MYRIAD GENETICS		
795435106 SALIX PHARMACEUTIC		
00508X203 ACTUANT CORP		
031100100 AMETEK INC COM		
073302101 BE AEROSPACE INC		
12541W209 C H ROBINSON WORLDWI		
231021106 CUMMINS INC.		
485170302 KANSAS CITY SOUTHERN		
611742107 MONSTER WORLDWIDE		
776696106 ROPER INDS INC NEW		
	37,914.	39,479.

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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858912108 STERICYCLE INC COM		
864596101 SUCCESSFACTORS INC		
00846U101 AGILENT TEDHNOLOGIES		
171779309 CIENA CORP		
192446102 COGNIZANT TECH		
315616102 F5 NETWORKS INC		
366651107 GARTNER INC		
461202103 INTUIT COM		
48203R104 JUNIPER NETWORKS		
592688105 METTLER-TOLEDO INTL		
64110D104 NETAPP INC		
756577102 RED HAT INC		
79466L302 SALESFORCE COM INC		
012653101 ALBEMARLE CORP		
125269100 CF INDS HLDGS		
277432100 EASTMAN CHEM CO COM		
422704106 HECLA MNG		
86074Q102 STILLWATER MNG CO		
591708102 METROPS COMMUNICATIO		
580037109 MCDERMOTT INTL		
N7902X106 SENSATA TECHNOLOG		
82481R106 SHIRE PLC ADR		
G81477104 SINA CORPORATION		
85590A401 STARWOOD HOTELS & RE		
70509V100 PEBBLEBROOK HOTEL TR		
76131N101 RETAIL OPPORTUNITY I		
112900105 BROOKFIELD OFFICE PR		
09063H107 BIOMED RLTY TR INC		
101121101 BOSTON PROPERTIES IN		

17,281. 20,616.

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
1331311102 CAMDEN PPTY TR SH BE		
13466Y105 CAMPUS CREST COMM		
053484101 AVALONBAY CMNTYS INC		
024835100 AMERICAN CAMPUS CMNT		
00163T109 AMB PPTY CORP		
015271109 ALEXANDRIA REAL ESTA		
21870Q105 CORESITE REALTY		
22002T108 CORPORATE OFFICE		
233153105 DCT INDUSTRIAL TRUST		
251591103 DEVELOPERS DIVERSIFI		
253868103 DIGITAL RLTY TR INC		
29380T105 ENTERTAINMENT PPTYS	30,097.	29,172.
29472R108 EQUITY LIFESTYLE PPT		
29476107 EQUITY RESIDENTIAL		
297178105 ESSEX PPTY		
30225T102 EXTRA SPACE STORAGE		
33610F109 FIRST POTOMAC RLTY T		
40414L109 HCP INC		
42217K106 HEALTH CARE REIT INC		
44107P104 HOST HOTELS & RESORT		
49427F108 KILROY REALTY CORP C		
49803T102 KITE REALTY GROUP		
531172104 LIBERTY PPTY TR SH B		
554382101 MACERICH CO COM		
637417106 NATIONAL RETAIL PPTY		
638620104 NATIONWIDE HEALTH		
681936100 OMEGA HEALTHCARE INV		
720190206 PIEDMONT OFFICE REAL		
74460D109 PUBLIC STORAGE INC C		
	21,011.	24,921.
	16,472.	24,366.

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
751452202 RAMCO-GERSHENSON PPT		
758849103 REGENCY CENTERS CORP,		
828806109 SIMON PROPERTY GROUP,		
929042109 VORNADO REALTY TRUST		
26483E100 DUN & BRADSTREET COR		
401617105 GUESS INC		
608190104 MOHAWK INDS INC COM		
651229106 NEWELL RUBBERMAID IN		
854502101 STANLEY BLACK & DECK		
92553P201 VIACOM INC NEW		
963320106 WHIRLPOOL CORP		
19122T109 COCA-COLA ENTER		
205887102 CONAGRA FOODS		
501044101 KROGER CO		
582839106 MEAD JOHNSON NUTRITI		
60871R209 MOLSON COORS BREWING		
057224107 BAKER HUGHES INC		
13342B105 CAMERON INTL		
247916208 DENBURY RESOURCES IN		
03076C106 AMERIPRISE FINL		
12497T101 CB RICHARD ELLIS		
200340107 COMERICA INC		
316773100 FIFTH THIRD BANCORP		
629491101 NYSE EURONEXT		
74251V102 PRINCIPAL FINAN		
867914103 SUNTRUST BANKS INC		
067383109 BARD C R INC		
14170T101 CAREFUSION CORP		
790849103 ST JUDE MED INC		
	8,537.	21,118.

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
863667101 STRYKER CORP		
98956P102 ZIMMER HOLDINGS INC		
053611109 AVERY DENNISON CORP		
56418H100 MANPOWER INC		
760759100 REPUBLIC SERVICES		
00507V109 ACTIVISION BLIZZARD		
018581108 ALLIANCE DATA SYS CO	17,736.	28,299.
055921100 BMC SOFTWARE INC		
535678106 LINEAR TECHNOLOGY CO		
502161102 LSI CORPORATION	17,330.	24,168.
595112103 MICRON TECHNOLOGY		
699173209 PARAMETRIC TECHNOLOG		
959802109 WESTERN UNION CO/THE		
009158106 AIR PRODS & CHEM		
01741R102 ALLEGHENY TECHNOL		
228368106 CROWN HLDGS INC		
025537101 AMERICAN ELECTRIC PO		
125896100 CMS ENERGY CORP	8,492.	13,541.
281020107 EDISON INTL COM		
26884L109 EQT CORPORATION		
816851109 SEMPRA ENERGY COM		
G24140108 COOPER INDUSTRIES PL		
45857P301 INERCONTINENTAL HOTE		
65334H102 NEXEN INC		
H8912P106 TYCO ELECTRONICS		
H89128104 TYCO INTERNATIONAL L		
H27013103 WEATHERFORD INTNTL		
G98290102 XL GROUP PLC		
74762E102 QUANTA SVCS		

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
313747206 FEDERAL RLTY INVT TR		
917302200 USINAS SIDERURGICAS		
009158106 AIR PRODS & CHEMS		
05615F102 BABCOCK & WILCOX CO		
30162A108 EXELIS INC		
450911201 ITT CORP		
98419M100 XYLEM INC/NY		
044209104 ASHLAND INC NEW	10,722.	24,551.
080555105 BELO CORP		
691497309 OXFORD INDS INC	18,744.	29,537.
781182100 RUBY TUESDAY INC		
892356106 TRACTOR SUPPLY CO		
03834A103 APPROACH RESOURCES I	17,267.	11,995.
55973B102 MAGNUM HUNTER RESOUR	22,402.	16,221.
06647F102 BANKRATE INC	13,137.	32,115.
538034109 LIVE NATION ENT INC		
770196103 ROBBINS & MYERS INC		
781846209 RUSH ENTERPRISES		
88554D205 3D SYSTEMS CORPORATI		
20564W105 COMSCORE INC		
458786100 INTERMEC INC		
57776J100 MAXLINEAR INC	14,968.	11,374.
345550107 FOREST CITY ENTERPRI		
70509V100 PEPPIEBROOK HOTEL		
76131N101 RETAIL OPPORTUNITY		
124857202 CBS CORP NEW	17,988.	19,369.
418056107 HASBRO INC		
53071M104 LIBERTY INTERACTIVE		
655664100 NORDSTROM INC		

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
370334104 GENERAL MILLS INC	17,818.	18,186.
832696405 JM SMUCKER CO		
28336L109 EL PASO CORP		
12504L109 CBRE GROUP INC		
665859104 NORTHERN TRUST CORP		
857477103 STATE STREET CORP		
125509109 CIGNA CORP		
441060100 HOSPIRA INC		
260003104 DOVER CORP		
278058102 EATON CORP		
31620M106 FIDELITY NATL INFORM		
57772K101 MAXIM INTEGRATED PRO		
779376102 ROVI CORPORATION		
009363102 AIRGAS INC COM		
044209104 ASHLAND INC		
620076307 MOTOROLA SOLUTIONS,		
030420103 AMERICAN WATER WORKS	23,626.	28,919.
69351T106 PPL CORPORATION		
98389B100 XCEL ENERGY INC	15,737.	29,840.
372460105 GENUINE PARTS CO	17,276.	27,889.
681919106 OMNICOM GROUP		
87612E106 TARGET CORP		
978097103 WOLVERINE WORLD WIDE	19,882.	29,786.
713448108 PEPSICO INC	52,319.	67,133.
742718109 PROCTER & GAMBLE CO	38,331.	40,160.
166764100 CHEVRON CORP	20,426.	23,113.
30231G102 EXXON MOBIL CORPORAT		
115236101 BROWN & BROWN INC		
229899109 CULLENS FROST BANKER		

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
14149Y108 CARDINAL HEALTH INC		
532457108 ELI LILLY & CO COM	14,963.	27,596.
478160104 JOHNSON & JOHNSON	32,026.	50,507.
58933Y105 MERCK & CO INC NEW	44,604.	66,728.
863667101 STRYKER CORP		
369550108 GENERAL DYNAMICS COR		
384802104 GRAINGER W W INC	15,132.	24,215.
452308109 ILLINOS TOOL WORKS		
911312106 UNITED PARCEL SVC		
458140100 INTEL CORP		
459200101 INTERNATIONAL BUSINE		
704326107 PAYCHEX INC		
397624107 GREIF INC-CL A	63,988.	69,565.
00206R102 AT & T INC		
29265N108 ENERGEN CORP		
580135101 MCDONALDS CORP	41,721.	41,322.
02209S103 ALTRIA GROUP INC	28,960.	52,177.
191216100 COCA COLA CO	17,540.	19,632.
423074103 HEINZ H J CO		
494368103 KIMBERLY CLARK CORP	16,382.	27,499.
544147101 LORILLARD INC		
713448108 PEPSICO INC		
718172109 PHILIP MORRIS INTERN	43,923.	45,368.
742718109 PROCTER & GAMBLE CO		
761713106 REYNOLDS AMERICAN IN	29,803.	48,524.
166764100 CHEVRON CORP		
20825C104 CONOCOPHILLIPS	22,597.	28,453.
172062101 CINCINNATI FINANCIAL		
002824100 ABBOTT LABS		

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
110122108 BRISTOL MYERS SQUIBB		
532457108 ELI LILLY & CO		
478160104 JOHN & JOHNSON		
00206R102 AT&T		
156700106 CENTURYLINK, INC		
92343V104 VERIZON COMMUNICATIO	40,200.	44,207.
97381W104 WINDSTREAM CORP		
209115104 CONSOLIDATED EDISON	18,631.	26,531.
25746U109 DOMINION RES INC VA		
26441C105 DUKE ENERGY HOLDINGS		
69351T106 PPL CORP		
842587107 SOUTHERN CO	33,770.	38,060.
003021714 ABERDEEN EMERG MARKE	700,000.	635,912.
00738A106 ADTRAN INC	8,617.	26,064.
009728106 AKORN INC		
024013104 AMERICAN ASSETS TRUS		
03073E105 AMERISOURCEBERGEN CO		
05382A104 AVIVA PLC - ADR		
05534B760 BCE INC	21,695.	23,526.
055622104 BP PLC - ADR	34,512.	30,839.
05564E106 BRE PPTYS INC CL A 1		
059578104 BANCO DO BRASIL SA A		
06738E204 BARCLAYS PLC - ADR		
072730302 BAYER AG - ADR		
073730103 BEAM INC		
075896100 BED BATH & BEYOND IN	13,172.	18,281.
09247X101 BLACKROCK INC	14,832.	28,605.
125581801 CIT GROUP INC.		
126132109 CNOOC - CHINA NATION		

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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13321L108 CAMECO CORP COM		
144285103 CARPENTER TECHNOLOGY	23,058.	23,394.
15639K300 CENTRICA PLC ADR		
171232101 CHUBB CORP		
189054109 CLOROX CO		
208242107 CONNS INC		
210313102 CONSTANT CONTACT INC		
219350105 CORNING INC	11,864.	20,293.
21988R102 CORPORATE EXECUTIVE	27,140.	35,540.
229663109 CUBESMART		
23317H102 DDR CORP		
237194105 DARDEN RESTAURANTS I		
260003108 DOVER CORP COM		
263534109 DU PONT E I DE NEMOU	17,545.	26,618.
26441C204 DUKE ENERGY HOLDING	31,754.	42,522.
26613Q106 DUPONT FABROS TECHNO		
26884U109 EPR PROPERTIES		
277923728 EATON VANCE GLOBAL M		
29476L107 EQUITY RESIDENTIAL P		
30219G108 EXPRESS SCRIPTS HOLD	14,267.	22,861.
302491303 FMC CORP COM NEW	25,314.	21,957.
317485100 FINANCIAL ENGINES IN	8,241.	14,072.
31787A507 FINISAR CORP	14,664.	11,937.
36191X100 GSE HOLDING INC		
412822108 HARLEY DAVIDSON INC		
413838202 OAKMARK INTERNATIONAL	600,537.	691,491.
423452101 HELMERICH & PAYNE IN	9,682.	14,158.
427866108 THE HERSHEY COMPANY		
433578507 HITACHI LIMITED - AD		

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
453142101 IMPERIAL TOBACCO GRO		
456837103 ING GROEP N.V. - ADR		
458118106 INTEGRATED DEVICE TE	6,098.	20,972.
460146103 INTERNATIONAL PAPER	10,452.	19,289.
460690100 INTERPUBLIC GROUP CO		
493267108 KEYCORP NEW		
500458401 KOMATSU LIMITED - AD		
50076Q106 KRAFT FOODS GROUP IN		
50127R103 KURARAY CO LTD-UNSP	37,130.	48,374.
532716107 LIMITED BRANDS, INC		
552676108 M D C HLDGS INC COM	18,374.	14,029.
565849106 MARATHON OIL CORP		
571748102 MARSH & MCLENNAN COS		
580645109 MCGRAW-HILL COMPANIE		
583334107 MEADWESTVACO CORP		
595017104 MICROCHIP TECHNOLOGY		
606822104 MITSUBISHI UFJ FINL		
628852204 NCI BUILDING SYSTEMS	9,533.	16,205.
636274300 NATIONAL GRID PLC AD	30,563.	43,032.
65473P105 NISOURCE INC		
654744408 NISSAN MOTOR CO., LT		
655844108 NORFOLK SOUTHERN COR	15,607.	27,403.
664397106 NORTHEAST UTILS		
675232102 OCEANEERING INTL INC		
690742101 OWENS CORNING INC		
69327R101 PDC ENERGY INC	14,977.	18,365.
693483109 POSCO - ADR		
693656100 PVH CORP		
71654V408 PETROLEO BRASILEIRO		

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
722005667 PIMCO COMMODITY REAL		
73179P106 POLYONE CORP	21,274.	50,041.
74340W103 PROLOGIS INC		
74965L101 RLJ LODGING TRUST		
76131V202 RETAIL PROPERTIES OF		
76169B102 REXNORD CORP		
767204100 RIO TINTO PLC - ADR		
780641205 KONINKLIJKE KPN N.V.		
80105N105 SANOFI-ADR		
81618T100 SELECT INCOME		
826197501 SIEMENS AG - ADR		
831865209 SMITH A O CORP CL B	24,224.	41,461.
84760C107 SPECTRANETICS CORP	24,749.	47,202.
86562X106 SUMITOMO MITSUI TR-S		
870297801 MLN ELEMENTS ROGERS		
87927Y102 TELECOM ITALIA S.P.A		
882508104 TEXAS INSTRUMENTS IN		
89151E109 TOTAL S.A. - ADR	45,194.	81,427.
89531P105 TREX COMPANY INC	39,102.	37,734.
904767704 UNILEVER PLC - ADR	11,704.	31,296.
915436109 UPM-KYMMENE CORP - A	35,556.	47,402.
92276F100 VENTAS INC COM	21,276.	24,306.
92857F107 VOCERA COMMUNICATION		
92857W209 VODAFONE GROUP PLC N		
928662303 VOLKSWAGEN AG - ADR		
92932M101 WNS HOLDINGS LTD ADR	9,346.	18,801.
930427109 WAGEWORKS INC	10,660.	38,096.
931422109 WALGREEN CO		
966387102 WHITING PETE CORP NE		

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
984332106 YAHOO INC COM		
989825104 ZURICH INSURANCE GRO		
G29183103 EATON CORP PLC	15,127.	20,048.
G3157S106 ENSCO PLC-CL A	27,703.	16,173.
G491BT108 INVESCO LIMITED		
G6852T105 PARTNERRE LTD COM		
G96666105 WILLIS GROUP HOLDING	21,744.	26,438.
H0023R105 ACE LIMITED	15,555.	27,571.
H6169Q108 PENTAIR, LTD.		
M22465104 CHECK POINT SOFTWARE		
N47279109 INTERXION HOLDING NV	16,075.	19,138.
001055102 AFLAC INC	33,916.	33,600.
00203H859 AQR MANAGED FUTURES		
00287Y109 ABBVIE INC		
054937107 B B & T CORP COM	14,011.	17,501.
097793103 BONANZA CREEK ENERGY	15,716.	9,480.
101388106 BOTTOMLINE TECHNOLOG	26,268.	24,016.
163893209 CHEMTURA CORP/NEW	17,615.	18,548.
177376100 CITRIX SYS INC COM		
23251P102 CYBERONICS INC COM		
282914100 8X8 INC	13,858.	16,854.
286082102 ELECTRONICS FOR IMAG	29,027.	31,266.
292554102 ENCORE CAP GROUP INC	27,640.	32,634.
405024100 HAEMONETICS CORP MAS		
416515104 HARTFORD FINANCIAL S		
42805T105 HERTZ GLOBAL HOLDING	18,870.	21,947.
447011107 HUNTSMAN CORP		
44919P508 IAC/INTERACTIVECORP		
464287648 ISHARES RUSSELL 2000	59,328.	64,071.

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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501014104 KRISPY KREME DOUGHNU	23,143.	30,597.
591520200 METHODE ELECTRON INC	19,427.	33,772.
60688N102 MIX TELEMATICS LTD-S		
610236101 MONRO MUFFLER BRAKE		
69370C100 PTC INC		
696429307 PALL CORP		
720279108 PIER I IMPORTS INC		
73755L107 POTASH CORP SASK		
74733V100 QUESTAR MARKET RESOU		
748356102 QUESTAR CORP		
754730109 RAYMOND JAMES FINL I	12,510.	14,313.
756109104 REALTY INCOME CORP C	5,290.	10,593.
759916109 REPLIGEN CORP	12,532.	12,561.
781220108 RUCKUS WIRELESS INC	8,313.	7,370.
80908T101 SCIQUEST INC	15,217.	13,421.
81721M109 SENIOR HOUSING PROP		
81763U100 SERVICESOURCE INTERN	4,592.	3,933.
85254C305 STAGE STORES INC	16,074.	16,667.
858375108 STEIN MART INC COM		
871607107 SYNOPSYS INC COM		
876664103 TAUBMAN CTRS INC COM		
88076W103 TERADATA CORP		
887389104 TIMKEN CO	10,002.	11,310.
899896104 TUPPERWARE BRANDS CO	29,896.	21,420.
92046N102 VALUECLICK INC		
92849E101 VITAMIN SHOPPE INC	15,062.	16,274.
955306105 WEST PHARMACEUTICAL	33,445.	57,233.
962166104 WEYERHAEUSER CO		
969457100 WILLIAMS COS INC	40,093.	49,074.

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
983134107 WYNN RESORTS LTD		
98978V103 ZOETIS INC		
N63218106 NIELSEN HOLDINGS B.V		
001317205 AIA GROUP LTD-SP ADR		
005094107 ACTUA CORP	44,416.	66,827.
0075W0759 EDGEWOOD GROWTH INST	11,164.	10,436.
00762W107 ADVISORY BRD CO	500,000.	495,359.
02376R102 AMERICAN AIRLS GROUP	11,024.	10,041.
03524A108 ANHEUSER-BUSCH INBEV	16,485.	24,134.
056752108 BAIDU INC ADR	29,742.	44,928.
072743206 BAYERISCHE MOTOREN W	9,356.	22,797.
105262752 BRANDES EMERGING MRK	37,263.	41,070.
12637N204 CSL LTE-SPONSORED AD	700,000.	550,820.
13123E500 CALLIDUS SOFTWARE IN	14,887.	37,648.
132011107 CAMBEX CORP COM	21,333.	29,721.
136375102 CANADIAN NATL RR CO	23,050.	24,971.
19247U106 COHEN & STEERS INSTL	24,122.	46,652.
245077102 DEL FRISCO'S RESTAUR	200,000.	227,081.
258278100 DORMAN PRODUCTS INC	23,355.	23,384.
29382R107 ENTRAVISION COMMUNIC	19,941.	19,067.
35952Q106 FUCHS PETROLUB SE-PR	16,675.	17,885.
36237H101 G-III APPAREL GROUP	23,310.	21,800.
37253A103 GENTHERM INC	23,606.	33,333.
379577208 GLOBUS MEDICAL INC -	21,067.	18,676.
40537Q209 HALCON RESOURCES COR	4,022.	3,922.
43858F109 HONG KONG EXCH & CLE	11,891.	4,361.
465562106 ITAU UNIBANCO H-SPON	20,685.	29,121.
466140100 JGC CORP-UNSPONSORED	38,008.	34,411.
49338L103 KEYSIGHT TECHNOLOGIE	41,602.	28,187.
	14,058.	18,911.

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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49456B101 KINDER MORGAN INC/DE	10,997.	11,339.
53220K504 LIGAND PHARMACEUTICA	21,877.	21,018.
535223200 LINDE AG ADR	20,868.	20,522.
55261F104 M & T BANK CORPORATI	25,129.	25,124.
576485205 MATADOR RESOURCES CO	16,130.	12,644.
606783207 MITSUBISHI ESTATE CO	24,463.	20,879.
61022P100 MONOTYPE IMAGING HOL	17,478.	17,730.
61022V107 MONOTARO CO LTD-UNSP	10,686.	9,609.
778296103 ROSS STORES INC	24,954.	39,024.
80007R105 SANDS CHINA LTD-UNSP	36,333.	23,539.
83569C102 SONOVA HOLDIN-UNSPON	14,592.	24,163.
855244109 STARBUCKS CORP COM	51,053.	72,286.
86959C103 SVENSKA HANDELSB-A-U	14,580.	20,405.
87155N109 SYMRISE AG ADR	20,743.	23,035.
87184P109 SYSMEX CORP-UNSPON A	24,362.	55,517.
88224Q107 TEXAS CAP BANCSHARES	9,473.	9,779.
882681109 TEXAS ROADHOUSE, INC	22,507.	26,839.
89469A104 TREEHOUSE FOODS INC	23,140.	23,521.
902641646 E-TRACS ALERIAN MLP	98,020.	101,500.
90460M204 UNI CHARM CORPORATIO	29,310.	53,893.
92231M109 VASCULAR SOLUTIONS I	6,314.	7,605.
928563402 VMWARE INC	39,344.	40,517.
92857W308 VODAFONE GROUP PLC-S	31,624.	21,015.
92914A810 VOYA INTL RL EST FD	200,000.	201,578.
92937A102 WPP PLC NEW ADR	18,418.	62,356.
931142103 WAL MART STORES INC	24,474.	27,482.
98418R100 XINYI GLASS HOLDI-UN	7,722.	6,952.
G27823106 DELPHI AUTOMOTIVE PL	17,142.	17,816.
G5480U120 LIBERTY GLOBAL PLC-S	17,139.	19,324.

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
TOTALS	8,105,726. =====	10,383,520. =====

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FORM 990PF, PART II - CORPORATE BONDS
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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277911491 EATON VANCE FLOATING		
72201F409 PIMCO DEVELOPING LOC		
693390841 PIMCO HIGH YIELD		
922031836 VANGUARD SHORT-TERM		
722005220 PIMCO FOREIGN BOND		
003021714 ABERDEEN EMERGING		
922042858 VANGUARD EMERGING MKT		
00758M165 ACADIAN EMERGING MKT		
04314H808 ARTISAN INTERN		
922908496 VANGUARD 500 INDEX		
4521518U0 ILLINOIS ST		
646139X83 NEWJERSEY ST		
02209SAH6 ALTRIA GROUP INC		
02364WAX3 AMERICA MOVIL SAB DE		
026874BW6 AMERICAN INTL GROUP		
02687QBW7 AMERICAN INTL GROUP		
031162BK5 AMGEN INC		
038222AG0 APPLIED MATERIALS IN		
00206RBA9 AT&T INC		
053332AK8 AUTOZONE INC		
06849RAF9 BARRICK NA FINANCE		
10112RAT1 BOSTON PROPERTIES		
140420MV9 CAPITAL ONE BANK USA		
172967FF3 CITIGROUP INC		
189054AS8 CLOROX COMPANY		
2030NAW1 COMCAST CORP		
25459HAZ8 DIRECTV HLDG/FIN		
25470DAE9 DISCOVERY COMMUNICAT		
260543CF8 DOW CHEMICAL		

7,800.

8,706.

THE W DUKE KIMRELL FAMILY FDN

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FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
26884AAZ6 ERP OPERATING LP		
30161MAE3 EXELO GENERATIONS CO		
31677AAA2 FIFTH THIRD BK CINCI		
369622SM8 GENERAL ELEC CAP COR	4,982.	5,710.
40049JAX5 GRUPO TELEVISA S.A.		
421915EJ4 HEALTH CARE PROPERTI		
42217KAM8 HEALTH CARE REIT INC		
46625HJA9 JPMORGAN CHASE & CO		
49327XAB6 KEY BANK NA		
534187AY5 LINCOLN NATIONAL COR		
577081AW2 MATTEL INC		
652482BQ2 NEWS AMERICA INC		
655422AU7 NORANDA INC		
71645WAT8 PETROBRAS INTL FIN		
74432QBG9 PRUDENTIAL FINANCIAL		
759351AG4 REINSURANCE GRP OF		
816851AK5 SEMPRA ENERGY		
828807CA3 SIMON PROPERTY GROU		
86787EAM9 SUNTRUST BANK		
887317AK1TIME WARNER INC		
91911TAK9 VALE OVERSEAS LIMITE		
92553PAJ1 VIACOM INC		
959802AB5 WESTERN UN CO		
984121BW2 XEROX CORPORATION		
120568AV2 BUNGE LIMITED FINANC		
143658AY8 CARNIVAL CORP		
172967DR9 CITIGROUP INC		
29379VAY9 ENTERPRISE PRODUCTS		
38141GFD1 GOLDMAN SACHS GROUP		
	5,069.	5,789.

THE W DUKE KIMBRELL FAMILY FDN

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FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
40414LAH2 HCP INC		
404280AJ8 HSBC HOLDINGS PLC		
42217KAY2 HEALTH CARE REIT INC		
42217KBA3 HEALTH CARE REIT INC		
48121CYK6 JP MORGAN CHASE BANK		
494550BL9 KINDER MORGAN ENER		
5901884M7 MERRILL LYNCH & CO		
59022CAJ2 MERRILL LYNCH & CO		
59156RAT5 MET LIFE GLOB FUNDIN		
61747YDT9 MORGAN STANLEY		
6174824M3 MORGAN STANLEY		
65334HAJ1 NEXEN INC		
68268NAJ2 ONEOK PARTNERS LP		
69349LAE8 PNC BANK NA		
71645WAR2 PETROBRAS INTL FIN		
88732JBD9 TIME WARNER CABLE IN		
902494AT0 TYSON FOODS INC		
90261XBY7 UBS AG STAMFORD CT		
92936MAC1 WPP FINANCE 2010		
959802AH2 WESTERN UN CO		
959802AR0 WESTERN UNION CO/THE		
98310WAJ7 WYNDHAM WORLDWIDE		
054536AA5 AXA		
059438AK7 BANC ONE CORP DEBS		
143658BA9 CARNIVAL CORP		
172967DM0 VR CITIGROUP INC		
172967HB0 CITIGROUP INC		
22546QAD9 CREDIT SUISSE		
30161MAG8 EXELON GENERATION CO		
	4,982.	5,310.
	5,295.	5,413.
	10,362.	10,259.
	9,954.	10,214.
	6,188.	6,793.
	7,233.	6,746.
	5,062.	5,239.
	5,000.	5,533.
	5,781.	6,005.

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
35671DAU9 FREEPORT-MCMORAN C		
37247DAM8 GENWORTH FINANCIAL	11,692.	9,975.
37247DAN6 GENWORTH FINANCIAL	11,713.	9,738.
38141GES9 GOLDMAN SACHS GROUP	5,631.	5,721.
40049JAZ0 GRUPO TELEVISIA S.A.		
42217KAU0 HEALTH CARE REIT INC	5,266.	5,498.
45685EAB2 ING US INC		
571903AL7 MARRIOTT INTERNATIONAL		
65557HAD4 NORDEA BANK AB		
71647NAA7 .PETROBRAS GLOBAL FIN		
71654QBB7 PETROLEOS MEXICANOS		
92343VBQ6 VERIZON COMMUNICATIO		
92553PAT9 VIACOM INC	4,994.	5,429.
92553PAU6 VIACOM INC		
94707VAC4 WEATHERFORD INTL LTD		
C98874AM9 XSTRATA FINANCE CANA	5,144.	4,450.
P3143NAS3 CODELCO INC	4,969.	4,976.
00206RCG5 AT&T INC	4,926.	5,642.
02364WAV7 AMERICA MOVIL SAB DE	5,002.	5,095.
032511BJ5 ANADARKO PETROLEUM	5,554.	5,514.
05968AAB2 BANCO DEL ESTADO -CH	4,816.	4,881.
06051GFL8 BANK OF AMERICA CORP	5,019.	4,999.
12189LAS0 BURLINGTN NORTH SANT	9,969.	9,978.
12591DAC5 CNOOC FINANCE 2014	5,437.	5,622.
140420NB2 CAPITAL ONE BANK USA	4,986.	5,173.
29273RAZ2 ENERGY TRANSFER PART	5,001.	4,972.
404280AP4 HSBC HOLDINGS PLC	5,430.	5,484.
44107TAS5 HOST HOTELS & RESORT	4,947.	5,203.
46625HJZ4 JPMORGAN CHASE & CO	5,479.	5,457.
	4,987.	5,005.

THE W DUKE KIMBRELL FAMILY FDN
 FORM 990PF, PART II - CORPORATE BONDS
 =====

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
49326EEE9 KEYCORP	5,039.	5,017.
693475AP0 PNC FINANCIAL SERVIC	5,007.	5,082.
74253Q416 PRINCIPAL PREFERRED	375,000.	374,633.
744320AK8 VR PRUDENTIAL FINA	6,125.	5,838.
759351AL3 REINSURANCE GRP OF	5,332.	5,373.
81721MAK5 SENIOR HOUSING PROPE	5,006.	5,131.
857477AF0 STATE STREET CORP	5,497.	5,415.
880208400 TEMPLETON GLOBAL BON	375,000.	358,809.
90131HAB1 21ST CENTURY FOX AME	5,743.	5,953.
91159HHK9 US BANCORP	5,057.	5,078.
92343VBT0 VERIZON COMMUNICATIO	6,374.	6,406.
92553PAX0 VIACOM INC	5,018.	5,019.
92936MAE7 WPP FINANCE 2010	5,535.	5,713.
G09077AB7 VR BBVA BANCOMER SA	5,200.	5,112.
G81877AA3 SINOPEC CAPITAL 2013	4,639.	4,767.
N45780CT3 ING BANK NV	5,569.	5,546.
P16259AH9 BBVA BANCOMER SA TEX	5,605.	5,500.
	-----	-----
TOTALS	1,029,416.	1,014,921.
	=====	=====

THE W DUKE KIMBRELL FAMILY FDN

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FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
BRIGADE OFFSHORE 2010-05	C		
7HF000H69 HFR MA STRATEGIC OFF	C		
LAZARD OFFSHORE SERIES 6	C		
MOUNT LUCAS OFFSHORE SER	C		
STRATEGIC VALUE SERIES E	C		
870297801 ELEMENTS ROGERS TOTA	C		
26613Q106 DUPONT FABROS	C		
44980Q518 ING INTERNATIONAL	C		
210312102 CONSTANT CONTACT	C		
72346Q104 PINNACLE FINL	C		
12612AAD4 CNH EQUIPMENT TRUST	C		
210523AF3 CONSUMERS FUNDING	C		
3128HXFA8 FED HOME LN MTG	C		
31331FAZ4 FEDERAL EXPRESS	C		
36161FAD7 GE EQUIPMENT	C		
38373Y6X7 GOVT NATL MTG	C		
38373MY53 GOVT NATL MTG	C		
38376GSW1 GOVT NATL MTG ASSN	C		
55265KXU8 MASTER ASSET	C		
62888XABO NCUA GTD NTS	C		
80282HAC7 SANTANDER DRIVE	C		
80282HAD5 SANTANDER DRIVE	C		
80282HAE3 SANTANDER DRIVE	C		
86359A4B6 STRUCTURED ASSET	C		
LEXINGTON OFFSHORE SERIES 6	C		
TRIAN PARTNERS LTD- OFFSHORE	C		
000375204 ABB LTD - ADR	C		
G1151C101 ACCENTURE PLC	C		
143658300 CARNIVAL CORP	C		

THE W DUKE KIMBRELL FAMILY FDN

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FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
G47791101 INGERSOLL-RAND	C		
500458401 KOMATSU LIMITED	C		
806857108 SCHLUMBERGER	C		
277911491 EATON VANCE FLOATING	C		
72201F409 PIMCO EMERGING MKT	C		
922031737 VANGUARD INFLATION P	C		
413838202 OAKMARK FUNDS	C		
277923728 EATON VANCE GLOBAL M	C		
448108100 HUSSMAN STRATEGIC	C		
00758M162 ACADIAN EMERGING MKT	C		
018805101 ALLIANZ SE	C		
02364W105 AMERICA MOVIL S.A.B.	C		
043400100 ASahi KASEL CORP	C		
05946K101 BANCO BILBAO VIZCAYA	C		
055262505 BASF AKTIENGESSELL	C		
072730302 BAYER AG- ADR	C		
05565A202 BNP PARIBAS - ADR	C		
225401108 CREDIT SUISSE GROUP	C		
233825108 DAIMLER AG- SPN	C		
25030W100 DESARROLLDORA	C		
251561304 DEUTSCHE LUFTHANSA	C		
344419106 FOMENTO EXONOMIC ME	C		
359590304 FUJITSU LIMITED - A	C		
36160B105 GDF SUEZ SPONSORED	C		
37733W105 GLAXOSMITHKLINE	C		
410693105 HANNOVER REINS CORP	C		
453142101 IMPERIAL TOBACCO GRO	C		
500458401 KOMATSU LIMITED - AD	C		
50048B104 KONICA MINOLTA HOLDI	C		

THE W DUKE KIMBRELL FAMILY FDN

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FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
500467402 KONINKLIJKE AHOLD	C		
50127R103 KURARAY CO LTD	C		
606769305 MITSUBISHI CORP	C		
62474M108 MTN GROUP	C		
632525408 NATIONAL AUSTRALIA B	C		
65334H102 NEXEN INC	C		
654624105 NIPPON TELEGRAPH AND	C		
66987V109 NOVARTIS AG - ADR	C		
71654V408 PETROLEO BRASILEIRO	C		
74435K204 PRUDENTIAL PLC - ADR	C		
758204200 REED ELSEVIER N V	C		
761655406 REXAM PLC - ADR	C		
767204100 RIO TINTO PLC	C		
771195104 ROCHE HOLDINGS	C		
775781206 ROLLS ROYCE HOLDINGS	C		
780259107 ROYAL DUTCH SHELL	C		
78404D109 SBM OFFSHORE NV	C		
G7945E105 SEADRILL LIMITED	C		
826197501 SIEMENS AG - ADR	C		
82929R304 SINGAPORE TELECOMMUN	C		
83175M205 SMITH & NEPHEW PLC	C		
86562X106 SUMITOMO MITSUI	C		
869587402 SVENSKA CELLULOSA	C		
87944W105 TELENOR ASA - ADR	C		
881624209 TEVA PHARMACEUTI	C		
928662303 VOLKSWAGEN AG - ADR	C		
98418K205 XSTRATA PLC	C		
98982M107 ZURICH FINANCIAL SER	C		
088606108 BHP BILLITON LIMITED	C		

THE W DUKE KIMBRELL FAMILY FDN

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FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
210313102 CONSTANT CONTACT	C		
167250109 CHICAGO BRIDGE & IRO	C		
N22717107 CORE LABORATOR	C		
45245E109 IMAX CORP	C		
653656108 NICE SYSTEMS LTD	C		
653905109 NIKO RES	C		
79780P104 SAN GOLD CORP	C		
G87210103 UTI WORLDWIDE	C		
05947U1Y2 BANC AMER COML	C		
12623CAD7 CNH EQUIPMENT TRUST	C	9,789.	9,813.
38373MY53 GOVT NATL MTG	C		
38376GVB3 VR GOVT NATL MTG	C		
61745MTD5 MORGAN STANLEY CAP	C	12,949.	11,216.
61746WZAI MORGAN STANLEY	C		
981464CJ7 WORLD FINANCIAL NETW	C		
167250109 CHICAGO BRIDGE & IRO	C		
112900105 BROOKFIELD OFFICE	C		
015271109 ALEXANDRIA RE EQUITI	C		
024013104 AMERICAN ASSETS TRUS	C		
024835100 AMERICAN CAMPUS	C		
053484101 AVALONBAY CMNTY INC	C		
09063H107 BIOMED RLTY TR INC	C		
101121101 BOSTON PROPERTIES IN	C		
133131102 CAMDEN PPTY TR SH	C		
13466Y105 CAMPUS CREST CMNTY	C		
21870Q105 CORESITE REALTY CORP	C		
229663109 CUBESMART	C		
23317H102 DDR CORPORATION	C		
29380T105 ENTERTAINMENT PPTYS	C		

THE W DUKE KIMBRELL FAMILY FDN

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FORM 990PF, PART II - OTHER INVESTMENTS

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DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
29472R108 EQUITY LIFESTYLE PPT	C		
29476L107 EQUITY RESIDENTIAL P	C		
297178105 ESSEX PPTY TR	C		
30225T102 EXTRA SPACE STORAGE	C		
313747206 FEDERAL RLTY INVT TR	C		
33610F109 FIRST POTOMAC RLTY	C		
40414L109 HCP INC	C		
42217K106 HEALTH CARE REIT INC	C		
44107P104 HOST HOTEL & RESORT	C		
49427F108 KILROY REALTY CORP	C		
49803T102 KITE REALTY GROUP	C		
531172104 LIBERTY PPTY TR SH	C		
554382101 MACERICH CO COM	C		
637417106 NATIONAL RETAIL PPTY	C		
681936100 OMEGA HEALTHCARE INV	C		
720190206 PIEDMONT OFFICE REAL	C		
74340W103 PROLOGIS INC	C		
74460D109 PUBLIC STORAGE INC	C		
751452202 RAMCO-GERSHENSON	C		
758849103 REGENCY CENTERS CORP	C		
74965L101 RLJ LODGING TRUST	C		
828806109 SIMON PROPERTY	C		
92276F100 VENTAS INC COM	C		
929042109 VORNADO REALTY TRUST	C		
G0450A105 ARCH CAPITAL GROUP	C		
G24140108 COOPER INDUSTRIES	C		
45857P301 INTERCONTINENTAL HOT	C		
H84989104 TE CONNECTIVITY LTD	C		
H89128104 TYCO INTERNATIONAL	C		

THE W DUKE KIMBRELL FAMILY FDN

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FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
G96666105 WILLIS GROUP HOLDING	C		
G98290102 XL GROUP PLC	C		
H0023R105 ACE LIMITED	C		
29358Q109 ENSCO INTERNATIONAL	C		
G6852T105 PARTNERRE LTD	C		
881624209 TEVA PHARMACEUTICAL	C		
046353108 ASTRAZENECA PLC	C		
05534B760 BCE INC	C		
37733W105 GLAXOSMITHKLINE PLC	C		
636274300 NATIONAL GRID PLC	C		
780259107 ROYAL DUTCH SHELL IN	C		
879382208 TELFONICA SA ADR	C		
89151E109 TOTAL SA ADR	C		
904767704 UNILEVER PLC ADR	C		
92857W209 VODAFONE GROUP PLC	C		
40414L109 HCP INC	C		
42217K106 HEALTH CARE REIT INC	C		
7HF990SE2 STRATEGIC VALUE SER	C		
7HF99B008 BRIGADE OFFSHORE 201	C	626,473.	662,960.
7HF99LX75 LEXINGTON PARTNERS V	C		
7HF99LZ65 LAZARD OFFSHORE SER	C		
7HF99ML01 MOUNT LUCAS OFFSHORE	C		
7HF99TR00 TRIAN PARTNERS LTD	C		
880208400 TEMPLETON GLOBAL BON	C		
31394VX47 VR FED NATL MTG AS	C	13,968.	12,626.
36192KAY3 VR GS MORTGAGE SEC 5	C		
36299NTQ6 FVH4 US TREAS 5YR MA	C		
38376GYX2 VR GOVT NATL MTG	C	5,982.	2,813.
55973B110 MAGNUM HUNTER RESOUR	C		

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV -----
61762MBW0 VR MORGAN STANLEY 4	C	30,949.	32,558.
61762TAE6 VR MORGAN STANLEY 4	C	10,595.	10,931.
7HF99EC58 ENERGY CAP MEZZANINE	C	287,037.	290,299.
36299OEI8 FVH5 US TREAS 5YR MA	C		
46640LAD4 JPMBB COMMERCIAL MO	C	10,804.	10,883.
7HC990351 STRATEGIC VALUE SER	C	500,000.	602,870.
7HC990476 BRIGADE OFFSHORE 201	C	500,318.	598,675.
7HC990794 GFS THREE BRIDGES EU	C	497,530.	477,591.
7HC990893 MOUNT LUCAS OFFSHORE	C	420,161.	379,205.
7HC99TR17 TRIAN PARTNERS LTD	C	140,676.	227,041.
7HF99HA12 HAYFIN DIRECT LENDIN	C	129,919.	129,919.
7HN99TN03 GFS MAP CAYMAN SPC T	C	750,000.	750,000.
		-----	-----
TOTALS		3,947,150.	4,209,400.
		=====	=====

THE W DUKE KIMBRELL FAMILY FDN

20-3390787

FORM 990PF, PART II - OTHER ASSETS

=====

DESCRIPTION

05947U4D7 BANC OF AMERICA COMM
12623CAD7 CNH EQUIPMENT TRUST
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	251.
COST BASIS ADJUSTMENTS	277,906.
MUTUAL FUND TBD	607.
ACCRUED INTEREST PAID EFFECTIVE DATE BEFORE TYE	582.
SALES WITH LOSS POSTING NEXT TAX YEAR EFFECTIVE CURRENT	1,260.
ROUNDING	12.

TOTAL	280,618.
	=====

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

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND POSTING DATE AFTER TYE	10,738.
ROC BASIS ADJUSTMENT	2,220.
ACCRUED INTEREST PAID EFFECTIVE DATE AFTER TYE	680.
SALES WITH GAIN POSTING NEXT TAX YEAR EFFECTIVE CURRENT	86,006.
DIFF BETWEEN MARKET & BOOK	4,407,662.
PARTNERSHIP INCOME BOOK ADJUSTMENT	186,219.

TOTAL	4,693,525.
	=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: Wells Fargo Bank NA

ADDRESS: ONE WEST 4TH STREET D4000-062
WINSTON SALEM, NC 27101

TELEPHONE NUMBER: (800)352-3705

THE W DUKE KIMBRELL FAMILY FDN

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

RECIPIENT NAME:

FIRST PRESBYTERIAN CHURCH

ADDRESS:

1621 E GARRISON BLVD

GASTONIA, NC 28054

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 14,400.

RECIPIENT NAME:

CHILDRESS INSTITUTE FOR PEDIACTRIC

TRAUMA

ADDRESS:

575 NORTH PATTERSON AVENUE

WINSTON-SALEM, NC 27101

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

MONTCROSS AREA CHAMBER OF COMMERCE

ADDRESS:

PO BOX 368

BELMONT, NC 28012

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

DALLAS HISTORIC COURTHOUSE
FOUNDATION

ADDRESS:

306 WEST MAIN STREET
DALLAS, NC 28034

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 96,680.

RECIPIENT NAME:

WAKE FOREST UNIV. HEALTH SERVICES

ADDRESS:

PO BOX 7424
WINSTON-SALEM, NC 27109

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 500,000.

RECIPIENT NAME:

MOUNTAIN RETREAT ASSOCIATION

ADDRESS:

POST OFFICE BOX 969
MONTREAT, NC 28757-0969

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

JUNIOR ACHIEVEMENT OF CENTRAL
CAROLINAS

ADDRESS:

201 S TRYON ST INC, STE LL100
CHARLOTTE, NC 28202

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

CANCER SERVICES OF GASTON COUNTY

ADDRESS:

246 E GARRISON BLVD
GASTONIA, NC 28054

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

DANIEL STOWE BOTANICAL GARDEN

ADDRESS:

6500 SOUTH NEW HOPE RD
BELMONT, NC 28012

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,010,000.

THE W DUKE KIMBRELL FAMILY FDN

20-3390787

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

=====

RECIPIENT NAME:

WITH FRIENDS INC

ADDRESS:

2098 KEITH ROAD

GASTONIA, NC 28054

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

SAMARTITAN'S PURSE

ADDRESS:

PO BOX 3000

BOONE, NC 28807

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

TOTAL GRANTS PAID:

1,668,080.

=====

STATEMENT 66

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