



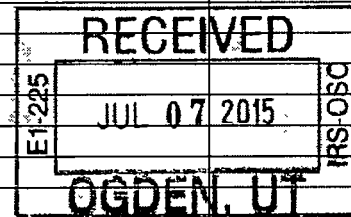
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For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation THE JOLLEY FOUNDATION		A Employer identification number 57-6024996
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 864-255-8231
1525 WEST WT HARRIS BLVD, D1114-044 City or town, state or province, country, and ZIP or foreign postal code CHARLOTTE, NC 28262		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 29,908,860.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	540,449.	537,765.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	424,784.			
	b Gross sales price for all assets on line 6a 21,016,899.		424,784.		
	7 Capital gain net income (from Part IV, line 2)				
	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)	24,433.	561,091.		STMT 13
	12 Total. Add lines 1 through 11	989,666.	1,523,640.		
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	169,736.	154,437.		15,299.
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	24,535.	14,997.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	5,982.	NONE	NONE	5,982.
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)	80.	84,138.		
	24 Total operating and administrative expenses. Add lines 13 through 23.	200,333.	253,572.	NONE	21,281.
25 Contributions, gifts, grants paid	1,304,851.			1,304,851.	
26 Total expenses and disbursements Add lines 24 and 25	1,505,184.	253,572.	NONE	1,326,132.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-515,518.				
b Net investment income (if negative, enter -0-)		1,270,068.			
c Adjusted net income (if negative, enter -0-)					



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	-764.	-999,872.	-999,872.
	2	Savings and temporary cash investments	3,509,761.	1,885,570.	1,885,570.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule) .	2,716,032.	2,293,732.	2,330,496.
	b	Investments - corporate stock (attach schedule) .	13,997,538.	12,620,290.	15,282,608.
	c	Investments - corporate bonds (attach schedule) .	2,604,093.	1,658,472.	1,650,524.
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) .	4,288,796.	9,145,705.	9,759,534.
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶) .	STMT 64			
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	27,115,456.	26,603,897.	29,908,860.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ ☒ check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	27,115,456.	26,603,897.	
	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)	27,115,456.	26,603,897.	
	31	Total liabilities and net assets/fund balances (see instructions)	27,115,456.	26,603,897.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	27,115,456.
2	Enter amount from Part I, line 27a	2	-515,518.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 65	3	170,447.
4	Add lines 1, 2, and 3	4	26,770,385.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 66	5	166,488.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	26,603,897.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 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 21,016,869.		20,592,085.	424,784.		
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			424,784.		
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	424,784.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	1,219,974.	29,429,728.	0.041454
2012	1,144,475.	27,747,607.	0.041246
2011	1,641,853.	28,385,047.	0.057842
2010	786,804.	27,659,633.	0.028446
2009	1,663,641.	24,864,240.	0.066909
2 Total of line 1, column (d)			2 0.235897
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 0.047179
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 30,185,300.
5 Multiply line 4 by line 3			5 1,424,112.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 12,701.
7 Add lines 5 and 6			7 1,436,813.
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 1,326,132.

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	25,401.
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	25,401.
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	25,401.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	12,604.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	13,078.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	25,682.	
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	281.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☐ 281. 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) ☐ SC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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>WELLS FARGO BANK NA</u> Telephone no. <u>(864) 255-8231</u> Located at <u>15 S. MAIN STREET 2ND FLOOR, GREENVILLE, SC</u> ZIP+4 <u>29601</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year. <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>		
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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
Wells Fargo Bank 1525 W W T Harris Blvd D1114-044, Charlotte, NC 28288	Investment Manag 40	-0-	-0-	-0-
James E. Jolley C/O Wells Fargo Bank PO Box 969, Greenville, SC 29602	Trustee 4	-0-	-0-	-0-
Jolley Bruce Christman C/O Wells Fargo Bank PO Box 969, Greenville, SC 29602	Trustee 4	-0-	-0-	-0-
James M. Bruce III C/O Wells Fargo Bank PO Box 969, Greenville, SC 29602	Trustee 4	-0-	-0-	-0-

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

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

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

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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	

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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	29,766,202.
b	Average of monthly cash balances	1b	878,773.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	30,644,975.
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	30,644,975.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	459,675.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	30,185,300.
6	Minimum investment return. Enter 5% of line 5	6	1,509,265.

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

1	Minimum investment return from Part X, line 6	1	1,509,265.
2a	Tax on investment income for 2014 from Part VI, line 5 2a	25,401.	
b	Income tax for 2014. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	25,401.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,483,864.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	1,483,864.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,483,864.

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	1,326,132.
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	1,326,132.
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	1,326,132.

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				1,483,864.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			182,694.	
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	NONE			
b From 2010	NONE			
c From 2011	NONE			
d From 2012	NONE			
e From 2013	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ <u>1,326,132.</u>				
a Applied to 2013, but not more than line 2a			182,694.	
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				1,143,438.
e Remaining amount distributed out of corpus	NONE			
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	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				340,426.
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)	NONE			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2010	NONE			
b Excess from 2011	NONE			
c Excess from 2012	NONE			
d Excess from 2013	NONE			
e Excess from 2014	NONE			

NOT APPLICABLE

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

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
Various Charities see attachment 1525 WWT HARRIS BLVD Charlotte NC 28282	NA	PC	CONTRIBUTIONS	1,304,851.
Total			3a	1,304,851.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	540,449.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	424,784.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue: a _____						
b FUTURE CONTRACTS			01	-8,141.		
c MUTUAL FD OTHER IN			01	26,230.		
d PARTNERSHIP DISTB			01	6,344.		
e _____						
12 Subtotal. Add columns (b), (d), and (e)				989,666.		
13 Total. Add line 12, columns (b), (d), and (e)					13	989,666.

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

Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE

Tax Return Reconciliation 2014

23 April 2015

Jolley Foundation

Organization	Tax ID	Tax Status	Grant Purpose	Payment Date	Amount
Allen Temple Community Economic Development Corporation PO BOX 2202 Greenville, SC 29602	861080961 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	861080961 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Property Maintenance and Administrative Funding	6/16/2014	\$20,000.00
Center for Developmental Services 29 N. Academy St. Greenville, SC 29601	570988275 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	570988275 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Copier Purchase	6/16/2014	\$10,000.00
Children's Museum of the Upstate, Inc. 300 College Street Greenville, SC 29601	571025453 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	571025453 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Financial Sustainability	6/16/2014	\$100,000.00
Faces And Voices Of Recovery Greenville 355 Woodruff Road, Suite 303 Greenville, SC 29607	201724061 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	201724061 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Family and Children's Program	6/16/2014	\$50,000.00
Family Effect Foundation 1400 Cleveland Street Greenville, SC 29607	571129751 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	571129751 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Serenity Place Children's Building	6/16/2014	\$75,000.00
Greenville Chautauqua Society 11 Rock Side Ct Greenville, SC 29615	260058066 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	260058066 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	2014 History Alive Festival	6/16/2014	\$5,000.00
Greenville Hospital System 701 Grove Road Greenville, SC 29605	576007863 501(c)(3) FC12 - 509(a)(1) in 170(b)(1)(A)(iii) - Hospital/Medical Research	576007863 501(c)(3) FC12 - 509(a)(1) in 170(b)(1)(A)(iii) - Hospital/Medical Research	USC School of Medicine Greenville Scholarships	6/16/2014	\$50,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Homes of Hope, Inc. 3 Dunearn Street Greenville, SC 29611	571069688 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Gap Funding for Ten Houses	6/16/2014	\$75,000.00
Institute For Child Success, Inc. 105 Edinburg Ct Greenville, SC 29607-2529	271904900 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Bolstering ICS Research Capacity	6/16/2014	\$100,000.00
Junior Achievement of Upstate South Carolina, Inc. 530 Howell Road, Suite 103 Greenville, SC 29615	570547967 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	JA Programs-Bells Crossing Elementary and Mauldin Middle School	6/16/2014	\$19,000.00
Miracle Hill Ministries Inc P. O. Box 2546 Greenville, SC 29602	570425826 501(c)(3) FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church	Close the Tent City under Pete Hollis Bridge	6/16/2014	\$20,000.00
South Carolina Governor's School for Science & Mathematics 401 Railroad Avenue Hartsville, SC 29550	57-0881347 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	CREATEng	6/16/2014	\$15,000.00
South Carolina Independent Colleges & Universities, Inc. PO Box 12007 Columbia, SC 29211	57-0343998 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Annual Unrestricted Fund Campaign	6/16/2014	\$25,000.00
Trusted Farms Fund 200 East Camperdown Way Greenville, SC 29601-2972	455341744 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Farm to Table Marketplace Program 2014	6/16/2014	\$20,000.00
United Negro College Fund Inc. 229 Peachtree Street NE, Suite 2350 International Tower Atlanta, GA 30303	131624241 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Upstate SC Campaign	6/16/2014	\$25,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
YouthBASE, Inc. 813 Hampton Avenue Greenville, SC 29601	412216434 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	FamilyBASE Expansion	6/16/2014	\$10,000.00
A Child's Haven 20 Martin Drive Greenville, SC 29617	570893712 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Printed Communication Materials	11/24/2014	\$15,000.00
Alliance for the Mentally Ill of Greenville (NAMI Greenville) 2320 East North Street, Suite L Greenville, SC 29607	570810748 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Expansion of Family-to-Family Program	11/24/2014	\$6,451.00
Bob Jones University Museum & Gallery, Inc. 1700 Wade Hampton Blvd. Greenville, SC 29614	570956189 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Arts Encounter: The Power of Partnerships (AE)	11/24/2014	\$20,000.00
Canterbury Counseling Center 7 Pettigru St Greenville, SC 29601-3000	20-2844298 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Increased Office Support to serve the mental health needs of the Greenville community	11/24/2014	\$5,000.00
Carolina Lutheran Outreach Center 2600 Wade Hampton Boulevard Greenville, SC 29615	271197610 501(c)(3) FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church	After School Program for Low-Income, Immigrant Children	11/24/2014	\$10,000.00
Clafin University 400 Magnolia St Orangeburgs, SC 29115-6815	570314374 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	Jolley Foundation Scholarships for Clafin's Greenville County Students	11/24/2014	\$30,000.00
Community Foundation of Greater Greenville 630 East Washington Street Greenville, SC 29601	576019318 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	for the Shine the Light nonprofit forums	11/24/2014	\$5,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Community Works Carolina (formerly Greenville Housing Fund) 107 W. Antrim Drive Greenville, SC 29607	260421563 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Keys to Success IDA Program: A matched savings program to empower low wealth families with the purchase of a vehicle to increase access to employment, education, and family stability	11/24/2014	\$25,000.00
Daily Bread Ministries Inc PO Box 2344 Greer, SC 29652	570947109 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	GREER STEP (Shelter to Empower People)	11/24/2014	\$10,000.00
Furman University 3300 Poinsett Highway Greenville, SC 29613	570314395 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	Bridges to a Brighter Future Saturday College	11/24/2014	\$57,270.00
Greenville Arts Festival D/B/A Artisphere 16 Augusta Street Greenville, SC 29601	582676608 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	2015 Greenville County High School Juried Art Exhibition, A Special Project of Artisphere	11/24/2014	\$5,000.00
Habitat for Humanity of Greenville County P. O. Box 1206 Greenville, SC 29602	570827063 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Homeownership IHP	11/24/2014	\$50,000.00
Harvest Hope Food Bank 2818 White Horse Road Greenville, SC 29611	570725560 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	White Horse Road Warehouse Improvements	11/24/2014	\$30,000.00
Metropolitan Arts Council 16 Augusta Street Greenville, SC 29601	570560186 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	SmartARTS	11/24/2014	\$25,000.00
Neighborhood Housing Corporation of Greenville, Inc 310 Mills Avenue Suite 105 Greenville, SC 29605	570892115 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Westwood 2015 Affordable Single Family Rental Homes for Low-wealth Working Families	11/24/2014	\$20,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
North Greenville University PO Box 1892 Tigerville, SC 29688	57-0314406 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	Critical Updates: Automation and Remote Production Systems	11/24/2014	\$30,000.00
Peace Center Foundation 101 West Broad Street Greenville, SC 29601	570811297 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Peace Voices with Poet-in-Residence, Glenis Redmond: Peace Outreach Program	11/24/2014	\$30,000.00
Pendleton Place, Inc. PO Box 10323 Greenville, SC 29603	570624421 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	A Path to Safety	11/24/2014	\$35,000.00
Pleasant Valley Connection, Inc. 510 Old Augusta Road Greenville, SC 29605	571127237 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Pleasant Valley Connection Program Support	11/24/2014	\$12,000.00
Public Education Partners Greenville County 225 S Pleasantburg Drive Suite E6 Greenville, SC 29607	570769637 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Make Summer Count	11/24/2014	\$75,000.00
ReWiGo Ministries PO Box 8693 Greenville, SC 29604	208296408 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Changing Houses into Homes	11/24/2014	\$10,000.00
South Carolina Children's Theatre PO Box 9340 Greenville, SC 29604	570856956 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Title One Tickets and Books	11/24/2014	\$5,130.00
Specialized Alternatives for Families and Youth of South Carolina, Inc. 5 Century Drive, Suite 130 Greenville, SC 29607	570940094 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Foster Parent Recruitment and Training	11/24/2014	\$5,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Surgeons For Sight 113 Doctors Drive Greenville, SC 29605	270837500 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Mobile Vision Unit	11/24/2014	\$15,000.00
The Legacy Charter School 900 Woodside Avenue Greenville, SC 29601	205257052 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	Legacy Learning Environment-Flooring Renovations	11/24/2014	\$25,000.00
The Salvation Army - Greenville County 417 Rutherford Street Greenville, SC 29609	580660607 501(c)(3) FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church	Improvements to Program Building	11/24/2014	\$30,000.00
United Housing Connections 122 Edgeworth St. Greenville, SC 29607	571032202 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Restore-A-Home	11/24/2014	\$10,000.00
United Ministries 606 Pendleton St Greenville, SC 29601	570511977 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Employment Readiness	11/24/2014	\$40,000.00
Upstate Forever 507 Pettigru Street Greenville, SC 29601	571070433 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Meeting Community Needs and Engaging New Riders with Greenville B-cycle	11/24/2014	\$5,000.00
Warehouse Theatre 37 Augusta Street Greenville, SC 29601	570609773 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Applied Theatre Program (formerly Healthy Living Theatre Program)	11/24/2014	\$10,000.00
YMCA of Greenville - LiveWell Greenville Post Office Box 2284 Greenville, SC 29602	570314424 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	LiveWell Greenville Schools	12/15/2014	\$35,000.00
Grand Totals (47 items)				\$1,304,851.00

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABB LTD SPONSORED ADR	982.	982.
ADT CORP/THE	212.	212.
AFLAC INC COM	1,005.	1,005.
AT&T INC	3,535.	3,535.
AT&T INC	20.	20.
ABBVIE INC	130.	130.
ABERDEEN EMERG MARKETS-INST #5840	42,979.	42,979.
AGILENT TECHNOLOGIES INC COM	762.	762.
AIRGAS INC COM	387.	387.
ALBEMARLE CORP COM	237.	237.
ALLERGAN INC COM W/RIGHTS ATTACHED EXP 2	24.	24.
ALTRIA GROUP INC	1,429.	1,429.
ALTRIA GROUP INC	978.	978.
AMERICA MOVIL SAB DE 5.000% 3/30/20	278.	278.
AMERICAN AIRLS GROUP INC	206.	206.
AMERICAN ELEC PWR CO INC COM	278.	278.
AMERICAN EXPRESS CO COM	761.	761.
AMERICAN INTL GROUP 6.400% 12/15/20	455.	455.
AMERICAN TOWER CORP 5.000% 2/15/24	764.	764.
AMERICAN WATER WORKS CO INC/NE	578.	578.
ANALOG DEVICES INC COM W/ RTS TO PURCHAS	155.	155.
APACHE CORP COM RTS EXP 01/31/2006	257.	257.
APPLE COMPUTER INC COM	1,490.	1,490.
ASHLAND INC NEW COM	653.	653.
ASTRAZENECA PLC SPONSORED ADR	783.	783.
AUTOMATIC DATA PROCESSING INC COM	1,085.	1,085.
AXA 8.600% 12/15/30	1,871.	1,871.
AXIALL CORP	189.	189.
BB&T CORP COM	983.	983.
BCE INC	402.	402.
BP PLC SPONSORED ADR	1,170.	1,170.
BAKER HUGHES INC COM	218.	218.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
BANC ONE CORP DEBS 8.000% 4/29/27	1,704.	1,704.
BANCO DEL ESTADO -CH 2.000% 11/09/17	187.	187.
BANK AMER CORP COM	181.	181.
BAXTER INTL INC COM W/RIGHTS ATTACHED EX	1,192.	1,192.
BEAM INC	50.	50.
BED BATH & BEYOND IN 5.165% 8/01/44	253.	253.
BELDEN INC	68.	68.
BLACKROCK INC	1,081.	1,081.
BRANDES EMERGING MRKTS-I #1599	12,037.	12,037.
BRISTOL-MYERS SQUIBB CO COM	953.	953.
CIGNA CORP COM	7.	7.
CNOOC FINANCE 2014 4.250% 4/30/24	531.	531.
CNH EQUIPMENT TRUST 1.290% 9/15/17	1,419.	1,419.
CVS CORP COM	640.	640.
COUNTRYWIDE ALTERNAT 6.000% 3/25/34	1,294.	1,294.
CAMECO CORP COM	499.	499.
C SHARES (INCOME OPTION)	12,343.	12,343.
CARDINAL HLTH INC COM	393.	393.
CARNIVAL CORP 3.950% 10/15/20	810.	810.
CARPENTER TECHNOLOGY CORP COM	173.	173.
CHEVRONTXACO CORP COM	1,725.	1,725.
CHICAGO BRIDGE & IRON NY SHS	74.	74.
VR CITIGROUP INC 0.512% 6/09/16	292.	292.
CITIGROUP INC 5.500% 9/13/25	1,039.	1,039.
COACH INC COM W/RTS ATTACHED EXP 5/2/201	643.	643.
COCA-COLA CO COM	1,484.	1,484.
COMCAST CORP NEW CL A	353.	353.
CONOCOPHILLIPS COM	1,054.	1,054.
CONTINENTAL RESOURCE 4.500% 4/15/23	120.	120.
COOPER COS INC COM NEW	10.	10.
CORNING INC COM W/RTS EXP 07/15/2006	824.	824.
CORPORATE EXECUTIVE BOARD CO COM	205.	205.
COSTCO WHOLESALE CORP COM	403.	403.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
CRANE CO COM W/RTS EXP 6/27/2008	157.	157.
CREDIT SUISSE 5.400% 1/14/20	1,200.	1,200.
DSW INC	453.	453.
DANAHER CORP COM	113.	113.
DIGITAL RLTY TR INC	1,483.	1,483.
DISNEY (WALT) COMPANY HOLDING COMPANY CO	918.	918.
DOMINION RES INC VA NEW COM	514.	514.
DOVER CORP COM W/RTS EXP 11/2006	296.	296.
DU PONT E I DE NEMOURS & CO COM	1,527.	1,527.
DUKE ENERGY HOLDING CORP. COM	995.	995.
DUN & BRADSTREET CORP COM	70.	70.
E M C CORP MASS COM	66.	66.
ECOLAB INC COM	211.	211.
ENERGY TRANSFER PART 3.600% 2/01/23	175.	175.
ENERGY TRANSFER PART 5.950% 10/01/43	717.	717.
ENERSYS	195.	195.
ENTRAVISION COMMUNICATIONS	70.	70.
EXELON GENERATION CO 6.250% 10/01/39	997.	997.
EXXON MOBIL CORP COM	1,134.	1,134.
FMC CORP COM NEW W/RTS EXP 03/01/2006	388.	388.
FASTENAL CO COM	617.	617.
FHLMC POOL #S50017 3.000% 12/15/32	5,108.	5,108.
FED FARM CREDIT BK 1.125% 2/27/14	1,406.	1,406.
FED HOME LN BK 5.000% 11/17/17	194.	194.
FED NATL MTG ASSN 0.625% 10/30/14	420.	420.
FED HOME LN MTG CORP 1.375% 2/25/14	688.	688.
FNMA POOL #AH1684 4.000% 9/01/41	1,202.	1,202.
FNMA POOL #AH9348 5.000% 4/01/41	738.	738.
FNMA POOL #AI6349 4.500% 7/01/41	4,450.	4,450.
FNMA POOL #AI8479 5.000% 8/01/41	6,536.	6,536.
FNMA POOL #AJ2293 4.000% 9/01/41	2,240.	2,240.
FNMA POOL #AJ3615 4.000% 11/01/41	6,960.	6,960.
FNMA POOL #AJ9327 3.500% 1/01/42	3,578.	3,578.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FNMA POOL #AL5165	4.500%	1,706.
FNMA POOL #AP3086	3.000%	2,162.
FNMA POOL #AP8246	3.500%	515.
FNMA POOL #AR9197	3.000%	624.
FNMA POOL #AT2725	3.000%	1,842.
FNMA POOL #AT4797	3.000%	965.
FNMA POOL #AU4779	4.500%	2,126.
FNMA POOL #AU8053	4.500%	3,212.
FNMA POOL #AU7388	5.000%	487.
FNMA POOL #AU7367	5.000%	465.
FNMA POOL #AV1004	5.000%	490.
FNMA POOL #AV1030	5.000%	228.
VR FED NATL MTG AS	6.518%	8,833.
FNMA POOL #AE0042	5.500%	4,045.
FINANCIAL ENGINES INC		45.
FREEPORT-MCMORAN C	3.550%	861.
VR GS MORTGAGE SEC	5.90677%	-107.
GS MORTGAGE SECURITI	2.318%	811.
VR GS MORTGAGE SEC	5.90675%	1,334.
GS MORTGAGE SECURITI	4.243%	80.
GAP INC COM		285.
GENERAL ELEC CO COM		444.
GENERAL ELEC CAP COR	5.300%	530.
GENUINE PARTS CO COM W/RIGHTS ATTACHED E		1,199.
GENWORTH FINANCIAL	7.700%	1,491.
GENWORTH FINANCIAL	7.200%	1,080.
GLAXO SMITHKLINE SPONSORED PLC ADR		1,168.
GOLDMAN SACHS GRP INC COM		934.
GOLDMAN SACHS GROUP	5.950%	869.
GOLDMAN SACHS GROUP	6.750%	908.
VR GOVT NATL MTG	1.483%	8,390.
VR GOVT NATL MTG	0.671%	4,287.
VR GOVT NATL MTG	0.834%	75.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
VR GOVT NATL MTG 0.841% 7/16/45	332.	332.
W W GRAINGER INC COM W/RIGHTS ATTACHED E	709.	709.
GRUPO TELEVISA S.A. 6.625% 1/15/40	1,399.	1,399.
GRUPO TELEVISA SAB 5.000% 5/13/45	560.	560.
HCP INC	684.	654.
HCP INC	394.	394.
HSBC HOLDINGS PLC 4.250% 3/14/24	430.	430.
HALLIBURTON CO COM W/RIGHTS EXP 12/15/20	91.	91.
HARBOR FD INTL FD	37,097.	37,097.
HARLEY DAVIDSON INC COM W/RIGHTS ATTACHE	230.	230.
OAKMARK INTERNATIONAL FD CL I	54,818.	54,818.
HARTFORD FINL SVCS GRP COM	537.	537.
HEALTH CARE REIT INC COM	525.	357.
HEALTH CARE REIT INC 4.950% 1/15/21	869.	869.
HEALTH CARE REIT INC 4.125% 4/01/19	1,031.	1,031.
HELMERICH & PAYNE INC COM W/RTS EXP 01/3	1,444.	1,444.
HERSHEY FOODS CORP COM W/RTS ATTACHED EX	63.	63.
HONEYWELL INTL INC COM	682.	682.
HOST HOTELS & RESORT 5.250% 3/15/22	374.	374.
HUNTSMAN CORP	417.	417.
IAC/INTERACTIVECORP	206.	206.
ITT CORP	72.	72.
ING US INC 5.500% 7/15/22	605.	605.
INTERCONTINENTAL EXCHANGE, INC	479.	479.
INTERNATIONAL PAPER CO COM	1,196.	1,196.
INTERPUBLIC GRP COS INC COM	257.	257.
ISHARES RUSSELL 2000 GROWTH INDEX FUND	294.	294.
IVY ASSET STRATEGY FUND CLASS I #473	8,327.	8,327.
JPMBB COMMERCIAL MO 4.1327% 8/15/46	3,139.	3,139.
JOHNSON & JOHNSON COM	2,040.	2,040.
JUNIPER NETWORKS INC COM	158.	158.
KANSAS CITY SOUTHN INDS INC COM	85.	85.
KEYCORP NEW COM	323.	323.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
KEYCORP 2.300% 12/13/18	43.	43.
KIMBERLY-CLARK CORP COM	490.	490.
KINDER MORGAN INC/DELAWARE	72.	72.
KOHL'S CORPORATION 4.000% 11/01/21	802.	802.
KRAFT FOODS GROUP INC	1,014.	1,014.
LAUDER ESTEE COS INC CL A	104.	104.
LILLY ELI & CO COM W/RTS EXP 7/28/2008	1,654.	1,654.
LINCOLN NATL CORP COM	134.	134.
LINCOLN NATIONAL COR 6.250% 2/15/20	931.	931.
LINEAR TECHNOLOGY CORP COM	1,145.	1,145.
LLYODS BANK PLC 6.500% 9/14/20	233.	233.
LOCKHEED MARTIN CORP COM	1,565.	1,565.
VR LONG BEACH MORT 0.97271% 2/25/34	70.	70.
LORILLARD INC	378.	378.
LOWES COS INC COM W/RIGHTS ATTACHED EXPI	624.	624.
M & T BK CORP COM	119.	119.
MDC HOLDINGS INC DEL	390.	390.
MSC INDL DIRECT INC CL A	1,015.	1,015.
MACY'S INC	1,613.	1,613.
MARCHEX INC	51.	51.
MARSH & MCLENNAN COS INC COM	466.	466.
MARRIOTT INTERNATIONAL 3.375% 10/15/20	249.	249.
MATTEL INC 5.450% 11/01/41	221.	221.
MCDONALDS CORP COM	1,356.	1,356.
MERCK & CO INC NEW	2,410.	2,410.
MERRILL LYNCH & CO 6.110% 1/29/37	104.	104.
METHODE ELECTRS INC CL A W/RIGHTS ATTACH	144.	144.
METLIFE INC COM	1,305.	1,305.
MICROSOFT CORP COM	2,770.	2,770.
MICROCHIP TECHNOLOGY INC COM W/RTS ATTAC	406.	406.
MOBILE MINI INC COM W/RIGHTS ATTACHED EX	268.	268.
MONOTYPE IMAGING HOLDINGS INC	56.	56.
MONRO MUFFLER BRAKE INC COM	26.	26.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
MONSANTO CO NEW COM	1,577.	1,577.
MORGAN STANLEY 4.750% 3/22/17	1,289.	1,289.
MORGAN STANLEY 4.875% 11/01/22	1,002.	1,002.
VR MORGAN STANLEY 4.21845% 7/15/46	1,242.	1,242.
VR MORGAN STANLEY 4.21541% 8/15/46	428.	428.
MOTOROLA SOLUTIONS, INC.	82.	82.
NIC INC	193.	130.
NASDAQ STOCK MARKET INC COM	101.	101.
NATIONAL GRID PLC ADR	1,309.	1,309.
NEWELL RUBBERMAID INC COM	430.	430.
NEWS AMERICA INC 6.650% 11/15/37	330.	330.
NICE SYSTEMS LTD SPONSORED ADR	26.	26.
NIKE INC CL B COM	756.	756.
NISOURCE INC COM	483.	483.
NORDEA BANK AB 4.250% 9/21/22	681.	681.
NORDSTROM INC COM	325.	325.
NORFOLK SOUTHN CORP COM W/RIGHTS ATTACHE	1,288.	1,288.
NORTH TEX TWY AUTH 6.718% 1/01/49	1,344.	1,344.
NORTHEAST UTILS COM W/RTS ATTACHED EXP 2	585.	585.
NORTHERN TR CORP COM	1,000.	1,000.
OCCIDENTAL PETE CORP COM	879.	879.
OCEANEERING INTL INC COMMON	210.	210.
OMNICOM GRP INC COM	1,296.	1,296.
ORACLE CORP COM	309.	309.
OXFORD INDS INC COM	215.	215.
PNC FINL SVCS GROUP INC COM W/RIGHTS ATT	227.	227.
PNC FINANCIAL SERVIC 3.900% 4/29/24	22.	22.
PPL CORP COM	734.	734.
PVH CORP	32.	32.
PALL CORP COM	248.	248.
PEGASYS INC	41.	41.
PEPSICO INC COM	1,240.	1,240.
PETROBRAS INTL FIN 5.375% 1/27/21	355.	355.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
PETROBRAS GLOBAL FIN 5.625% 5/20/43	373.	373.
PETROBRAS GLOBAL FIN 7.250% 3/17/44	343.	343.
PETROLEOS MEXICANOS 4.875% 1/24/22	1,533.	1,533.
PHILIP MORRIS INTERNATIONAL IN	3,102.	3,102.
PIER 1 IMPORTS INC COM W/RTS ATTACHED	61.	61.
PIMCO COMMODITY REAL RET STRAT-I#45	3,651.	3,651.
POLYONE CORP-COM	263.	263.
POTASH CORP SASK INC COM W/RTS ATTACHED	1,449.	1,449.
POWER INTEGRATIONS INC COM W/RIGHTS ATTA	91.	91.
PRAXAIR INC COM	295.	295.
PRECISION CASTPARTS CORP COM W/RIGHTS AT	13.	13.
T ROWE PRICE GRP INC COM	1,385.	1,385.
PROCTER & GAMBLE CO COM	1,821.	1,821.
VR PRUDENTIAL FINA 8.875% 6/15/38	1,794.	1,794.
QEP RESOURCES INC	46.	46.
QUALCOMM INC COM W/RTS ATTACHED	1,731.	1,731.
QUESTAR CORP COM W/RTS EXP 03/25/2006	534.	534.
RALPH LAUREN CORP	144.	144.
RAYMOND JAMES FINL INC COM	296.	296.
REALTY INCOME CORP COM	408.	307.
REGIONS FINL CORP NEW	476.	476.
REINSURANCE GRP OF 6.450% 11/15/19	1,613.	1,613.
RESMED INC COM	186.	186.
REYNOLDS AMERICAN INC	1,236.	1,236.
ROCKWELL INTL CORP NEW COM	42.	42.
ROSS STORES INC COM	185.	185.
ROYAL DUTCH SHELL PLC ADR	1,254.	1,254.
SAFEWAY INC COM NEW	152.	152.
ST JUDE MED INC COM W/RTS ATTACHED EXP 0	392.	392.
SCHLUMBERGER LTD COM	1,587.	1,587.
SEMPRA ENERGY 9.800% 2/15/19	1,490.	1,490.
SENIOR HSG PPTYS TR SH BEN INT	591.	319.
SENIOR HOUSING PROPE 4.750% 5/01/24	600.	600.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SIMON PROPERTY GROU 10.350% 4/01/19	703.	703.
SMITH A O CORP CL B	228.	228.
SOUTHERN CO COM	1,002.	1,002.
STAGE STORES INC	302.	302.
STARBUCKS CORP COM	413.	413.
STARWOOD HOTELS & RESORTS WORLDWIDE	180.	180.
STATE STR CORP COM	588.	588.
STATE STREET CORP 4.956% 3/15/18	146.	146.
STEIN MART INC COM	136.	136.
STRYKER CORP COM	744.	744.
SUNTRUST BANK 7.250% 3/15/18	1,813.	1,813.
SUNTRUST BKS INC COM	860.	860.
TARGET CORP COM	318.	318.
TEMPLETON GLOBAL BOND FD-ADV #616	58,387.	58,387.
TENNANT CO COM W/RTS ATTACHED	179.	179.
TERADYNE INC COM W/RIGHTS ATTACHED EXP 1	124.	124.
TEXAS INSTRS INC COM	2,144.	2,144.
3M CO COM	1,385.	1,385.
TIMKEN CO COM	600.	600.
TIMKENSTEEL CORP	42.	42.
TOTAL FINA ELF S A SPONSORED ADR	1,466.	1,466.
TRACTOR SUPPLY CO COM	49.	49.
TUPPERWARE CORP COM	1,366.	1,366.
TWENTY FIRST CENTURY FOX INC	156.	156.
TYSON FOODS INC 4.500% 6/15/22	1,115.	1,115.
UBS AG STAMFORD CT 5.875% 7/15/16	1,889.	1,889.
UNILEVER PLC SPONSORED ADR NEW	435.	435.
UNION PAC CORP COM	1,466.	1,466.
UNITED MEXICAN STATE 5.550% 1/21/45	714.	714.
UNITED PARCEL SERVICE CL B COM	2,506.	2,506.
US TREASURY BOND 4.500% 2/15/36	1,518.	1,518.
US TREASURY BOND 3.625% 8/15/43	1,364.	1,364.
US TREASURY BOND 3.375% 5/15/44	202.	202.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
US TREASURY BOND	3.125% 8/15/44	-7.
US TREASURY NOTE	1.250% 11/30/18	641.
US TREASURY NOTE	0.250% 12/31/15	295.
US TREASURY NOTE	1.500% 1/31/19	270.
US TREASURY NOTE	0.250% 2/29/16	124.
US TREASURY NOTE	0.375% 3/31/16	353.
US TREASURY NOTE	1.625% 3/31/19	168.
US TREASURY NOTE	2.375% 8/15/24	400.
US TREASURY NOTE	0.500% 8/31/16	328.
US TREASURY NOTE	1.625% 8/31/19	584.
US TREASURY NOTE	0.500% 9/30/16	126.
US TREASURY NOTE	1.500% 10/31/19	8.
US TREASURY NOTE	0.375% 10/31/16	-1.
US TREASURY NOTE	2.250% 11/15/24	115.
US TREASURY NOTE	0.250% 2/15/15	-182.
US TREASURY NOTE	0.250% 2/28/14	380.
US TREASURY NOTE	0.250% 3/31/14	16.
US TREASURY NOTE	0.250% 6/30/14	390.
US TREASURY NOTE	0.250% 10/31/14	35.
US TREASURY NOTE	0.250% 10/31/15	217.
US TREASURY NOTE	2.500% 5/15/24	54.
US TREASURY NOTE	1.500% 5/31/19	400.
US TREASURY NOTE	0.375% 5/31/16	318.
US TREASURY INFLATION INDEX NOTE		-238.
US TREASURY NOTE	0.500% 7/31/16	396.
UNITED TECHNOLOGIES CORP COM		2,325.
UNITEDHEALTH GRP INC COM		302.
UNUMPROVIDENT CORP COM		238.
VENTAS INC-COM		515.
VERIZON COMMUNICATIONS COM		1,131.
VERIZON COMMUNICATIO	4.500% 9/15/20	1,154.
VIACOM INC	4.250% 9/01/23	786.
VISA INC-CLASS A SHRS		303.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
VODAFONE GROUP PLC SPONSORED ADR	485.	485.
VODAFONE GROUP PLC-SP ADR	486.	486.
VOYA INTL RL EST FD CL-I #2664	18,730.	18,730.
WPP FINANCE 2010 3.625% 9/07/22	911.	911.
WPP FINANCE 2010 5.625% 11/15/43	206.	206.
WALGREEN CO COM W/RTS ATTACHED EXP 08/21	485.	485.
WEATHERFORD INTL LTD 4.500% 4/15/22	984.	984.
WEST PHARMACEUTICAL SVCS INC-COM	197.	197.
WESTERN UN CO 6.200% 11/17/36	1,247.	1,247.
WESTERN UNION CO/THE 5.253% 4/01/20	1,048.	1,048.
WHOLE FOODS MKT INC COM	152.	152.
WILLIAMS COS INC COM W/RTS ATTACHED	2,865.	2,865.
WYNDHAM WORLDWIDE 4.250% 3/01/22	1,099.	1,099.
XEROX CORP COM W/RTS ATTACHED EXP 4/16/2	411.	411.
XYLEM INC/NY	184.	184.
ZOETIS INC	216.	216.
XSTRATA FINANCE CANA 4.000% 10/25/22	1,181.	1,181.
BANCO BRADESCO (CAYM 5.900% 1/16/21	259.	259.
VR BBVA BANCOMER SA 6.008% 5/17/22	317.	317.
ACCENTURE PLC	1,653.	1,653.
DELPHI AUTOMOTIVE PLC	278.	278.
EATON CORP PLC	1,644.	
ENSCO PLC-CL A	2,633.	2,633.
INGERSOLL-RAND PLC	401.	401.
INVESCO LIMITED	471.	471.
PENTAIR PLC	91.	91.
SINOPEC CAPITAL 2013 3.125% 4/24/23	293.	293.
WILLIS GROUP HOLDINGS PLC	1,097.	1,097.
PERRIGO CO PLC	82.	82.
ACE LIMITED	1,229.	1,229.
PENTAIR, LTD.	166.	166.
TYCO INTERNATIONAL LTD NEW	458.	458.
CORE LABS NV	50.	50.

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FORM 990PF, PART I - OTHER INCOME
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
REGULATED FUTURE CONTRACTS,	-8,141.	-9,012.
MUTUAL FUND OTHER INCOME	26,230.	26,230.
ENERGY CAPITAL PTNS MEZZANINE DISTRIBUTI	6,344.	6,344.
ABBAY CAPITAL MULTI-MANAGER FD K-1		537,529.
	-----	-----
TOTALS	24,433.	561,091.
	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
CUSTODIAN MGMT FEE	107,525.	107,525.	
GRANT ADMIN AND TAX FEE	15,299.		15,299.
3RD PARTY ADVISOR FEE	46,912.	46,912.	
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TOTALS	169,736.	154,437.	15,299.
	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	747.	747.
FEDERAL ESTIMATES - PRINCIPAL	9,538.	
FOREIGN TAXES ON QUALIFIED FOR	10,331.	10,331.
FOREIGN TAXES ON NONQUALIFIED	3,919.	3,919.
	-----	-----
TOTALS	24,535.	14,997.
	=====	=====

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FORM 990PF, PART I - OTHER EXPENSES
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ADR FEE	80.	80.
ABBEY CAPITAL MULTI-MANAGER K-		84,058.
TOTALS	80.	84,138.
	=====	=====

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

[illegible]

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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3133XQU34	FED	HOME	LN	BK
3133XMQ87	FED	HOME	LN	BK
3129345H1	FED	HOME	LN	MTG CORP
312943B93	FED	HOME	LN	MTG CORP
3128PQ4X6	FED	HOME	LN	MTG CORP
31398AXJ6	FED	NATL	MTG	ASSN
31359MSL8	FED	NATL	MTG	ASSN
31416M4K7	FED	NATL	MTG	ASSN PO
31416WEZ1	FED	NATL	MTG	ASSN PO
31418QUC5	FED	NATL	MTG	ASSN PO
31418UWG5	FED	NATL	MTG	ASSN PO
31418UXW9	FED	NATL	MTG	ASSN PO
31419GSA3	FED	NATL	MTG	ASSN PO
31412Q SJ9	FED	NATL	MTG	ASSN PO
31412UPU8	FED	NATL	MTG	ASSN PO
31412UZX1	FED	NATL	MTG	ASSN PO
912803CK7	US	TREASURY	SEC	STRI
912810QL5	US	Y+TREASURY	BOND	
912828NM8	US	TREASURY	INFLATIO	
912828NB2	US	TREASURY	NOTE	
912828PU8	US	TREASURY	NOTE	
912828PV6	US	TREASURY	NOTE	
912828PJ3	US	TREASURY	NOTE	
4521518U0	ILLINOIS	ST		
313373UU4	FED	HOME	LN	BK
31359M7X5	FED	NATL	MTG	ASSN
3138A22S7	FNMA	POOL	#AH1684	
3138AHTD8	FED	NATL	MTG	ASSN
31388AKW21	FED	NATL	MTG	ASSN P

111,705.

111,149.

29,360.

30,313.

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FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
3138ALB3 FED NATL MTG ASSN		
3138ALT4 FED NATL MTG ASSN		
3138ANMT7 FED NATL MTG		
3138ANM59 FNMA POOL #AI8479	127,582.	131,868.
3138ATRP7 FNMA POOL #AJ2293	54,476.	56,326.
3138AVAR6 FNMA POOL #AJ3615	169,063.	172,946.
912828QD5 TREASURY INFLATION I		
912810FF0 US TREASURY BOND		
912810QT8 US TREASURY BOND		
912828RQ5 US TREASURY NOTES		
912828RR3 US TREASURY NOTE		
912828RU6 US TREASURY NOTE		
912828RS1 US TREASURY NOTE		
66285WFB7 NORTH TEX TWY AUTH	23,662.	29,057.
646139X83 NEW JERSEY ST TPK		
31283DAS3 FHLMC POOL #S50017	28,071.	23,491.
3133EALP1 FED FARM CREDIT BK		
3138ALBT3 FNMA POOL #AI6349	91,834.	96,490.
3138E2LH6 FNMA POOL #AJ9327	100,556.	101,838.
3138M6NC7 FNMA POOL #AP3086	70,675.	69,450.
3138MCEU4 FNMA POOL #AP8246	14,566.	14,363.
912810FT0 US TREASURY BOND	108,185.	120,045.
912828QK9 US TREASURY NOTE		
912828SP6 US TREASURY NOTE		
912828TW0 US TREASURY NOTE		
912828TY6 US TREASURY NOTE		
912828TZ3 US TREASURY NOTE		
31331KAH3 FED FARM CREDIT BK		
3137EACR8 FED HOME LN MTG CORP		

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FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
3138ABL64 FNMA POOL #AH9348	14,577.	14,744.
3138WSKK3 FNMA POOL #AT4797		
3138X4JZ4 FNMA POOL #AU4779	47,920.	48,707.
3138X75P4 FNMA POOL #AU8053	74,227.	75,457.
3138X7F65 FNMA POOL #AU7388	9,608.	9,764.
3138X7FH1 FNMA POOL #AU7367	9,540.	9,706.
3138XCDJ8 FNMA POOL #AV1004	9,730.	9,790.
3138XCEC2 FNMA POOL #AV1030	4,925.	5,008.
31419ABL0 FNMA POOL #AE0042	72,405.	75,466.
912810RC4 US TREASURY BOND		
912828A34 US TREASURY NOTE		
912828SG6 US TREASURY NOTE		
912828WB2 US TREASURY NOTE		
3138EMW31 FNMA POOL #AL5165	62,412.	63,864.
3138W7GF5 FNMA POOL #AR9197	25,897.	27,059.
912810RH3 US TREASURY BOND	67,362.	69,976.
912828F62 US TREASURY NOTE	358,998.	357,808.
912828F88 US TREASURY NOTE	179,775.	179,255.
912828SE1 US TREASURY NOTE	335,194.	335,064.
912828WU0 US TREASURY INFLATIO	91,427.	91,492.
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TOTALS	2,293,732.	2,330,496.
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THE JOLLEY FOUNDATION

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
55616P104 MACY'S INC	14,847.	64,435.
654106103 NIKE INC CL B	21,702.	75,766.
92927K102 WABCO HOLDINGS INC	23,011.	61,296.
254687106 WALT DISNEY CO	30,097.	91,741.
963320106 WHIRLPOOL CORP		
126650100 CVS HEALTH CORPORATI	18,333.	49,407.
057224107 BAKER HUGHES INC COM	22,088.	19,064.
13342B105 CAMERON INTL CORP	83,084.	96,603.
060505104 BANK OF AMERICA CORP	30,996.	27,014.
38141G104 GOLDMAN SACHS GROUP	81,222.	80,439.
949746101 WELLS FARGO		
071813109 BAXTER INTL INC	36,286.	43,241.
74834L100 QUEST DIAGNOSTICS		
278058102 EATON CORP		
469814107 JACOBS ENGR GROUP IN	30,625.	31,953.
539830109 LOCKHEED MARTIN CORP	21,093.	54,882.
907818108 UNION PACIFIC CORP	17,565.	77,435.
88579Y101 3M CO	28,229.	66,550.
428236103 HEWLETT PACKARD		
01741R102 ALLEGHENY TECHNOLOGI		
61166W101 MONSANTO CO NEW	63,088.	105,850.
85590A401 STARWOOD HOTELS & RE		
70509V100 PEBBLEBROOK HOTEL		
02913V103 AMERICAN PUBLIC EDUC		
09180C106 BJS RESTAURANTS INC		
251893103 DEVRY INC DEL COM		
23334L102 DSW INC	9,005.	26,297.
36467W109 GAMESTOP CORP		
371901109 GENTEX CORP	46,502.	61,060.

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
37947B103 GLOBAL TRAFFIC NETWO		
53217R207 LIFE TIME FITNESS IN	14,458.	25,196.
781182100 RUBY TUESDAY INC		
892356106 TRACTOR SUPPLY CO CO	684.	12,784.
90384S303 ULTA SALON COSMETICS	8,871.	14,486.
989817101 ZUMIEZ INC		
10567B109 BRAVO BRIO RESTAURAN		
28660G106 ELIZABETH ARDEN INC		
911163103 UNITED NAT FOODS INC	11,820.	31,703.
050095108 ATWOOD OCEANICS INC	2,922.	3,972.
109178103 BRIGHAM EXPLORATION		
29977A105 EVERCORE PARTNERS		
29481V108 ERESEARCHTECHNOLOGY		
55027E102 LUMINEX CORP	10,228.	10,318.
572901106 MARTEK BIOSCIENCES		
584045108 MEDASSETS INC		
589584101 MERIDIAN BIOSCIENCE		
761152107 RESMED INC	3,303.	9,811.
83568G104 SONOSITE INC		
928645100 VOLCANO CORP		
049164205 ATLAS AIR WORLDWIDE		
150838100 CELADON GROUP INC		
22025Y407 CORRECTIONS CORP		
29275Y102 ENERSYS	6,660.	18,516.
421906108 HEALTHCARE SVCS		
45773Y105 INNERWORKINGS INC	8,143.	6,076.
489170100 KENNAMETAL INC		
499064103 KNIGHT TRANSN INC CO		
596278101 MIDDLEBY CORP	3,672.	14,766.

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
60740F105 MOBILE MINI INC		
553530106 MSC INDL DIRECT INC	6,385.	14,584.
73179V103 POLYPORE INTERNATION	6,417.	13,406.
784153108 SFN GROUP INC		
880345103 TENNANT CO	7,703.	16,599.
929566107 WABASH NATL CORP		
127387108 CADENCE DESIGN SYST		
206708109 CONCUR TECHNOLOGIES		
242309102 DEALERTRACK TECHNOLO	8,798.	24,149.
25388B104 DIGITAL RIVER INC		
25453101 DIODES INC		
45071R109 IXIA COM		
595137100 MICROSEMI CORP		
64115T104 NETSCOUT SYSTEM		
62914B100 NIC INC		
705573103 PEGASYSYSTEMS INC	5,887.	9,554.
73172K104 POLYCOM INC		
739276103 POWER INTERGRATIONS	8,852.	11,383.
75025N102 RADIANT SYSTEMS INC		
775133101 ROGERS CORP COM	14,664.	30,947.
779376102 ROVI CORPORATION		
803062108 SAPIENT CORP COM		
86800U104 SUPER MICRO COMPUT		
87162H103 SYNTEL INC	2,820.	9,446.
880770102 TERADYNE INC	6,437.	13,655.
90385D107 ULTIMATE SOFTWARE GR	3,571.	19,086.
466367109 JACK IN THE BOX, INC		
405217100 HAIN CELESTIAL		
06846N104 BARRETT BILL CORP		

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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88162F105	TETRA TECHNOLOGIES I	
909218109	UNIT CORP	
37637Q105	GLACIER BANCORP	
450828108	IBERIABANK CORP	
55264U108	MB FINANCIAL BANK	
904214103	UMPQUA HOLDINGS CORP	
009128307	AIR METHODS CORP	
01642T108	ALKERMES INC	
01988P108	ALLSCRIPTS HEALTHCAR	
292756202	ENERGYSOLUTIONS	
29481V108	ERESEARCHTECHNOLOGY	
457733103	INSPIRE PHARMACEUTIC	
464330109	ISIS PHARMACEUTICALS	
62855J104	MYRIAD GENETICS	
885175307	THORATEC LABORATOTIE	
98235T107	WRIGHT MEDICAL GROUP	
007094105	ADMINISTAFF INC	
040790107	ARKANSAS BEST CORP	
156710105	CERADYNE INC	
184496107	CLEAN HARBORS INC	
029683109	AMERICAN SOFTWARE CL	
285229100	ELECTRO SCIENTIFIC I	
303250104	FAIR ISSAC	
683718308	OPENWAVE SYS	
699173209	PARAMETRIC TECHNOLOG	
82705T102	SILICON IMAGE INC	
87929J103	TELECOMMUNICATION	
879939106	TELETECH HOLDINGS	
88632Q103	TIBCO SOFTWARE INC	

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
904034105 ULTRATECH INC COM		
922307Y104 VASCO DATA SEC INTL		
117421107 BRUSH ENGINEERED MA		
440694305 HORSEHEAD HOLDING CO		
603158106 MINERALS TECHNOLOGIE		
002896207 ABERCROMBIE & FITCH		
099724106 BORG WARNER INC		
169656105 CHILOTLE MEXICAN GR		
189754104 COACH INC		
253393102 DICKS SPORTING GOODS		
344849104 FOOT LOCKER INC		
349882100 FOSSIL INC COM		
550021109 LULULEMON ATHLETICA	16,076.	16,956.
69840W108 PANERA BREAD COMPANY		
716768106 PETSMART INC COM		
718592108 PHILLIPS VAN HEUSEN		
731068102 POLARIS INDS INC		
85590A401 STARWOOD HOTELS & RE		
880349105 TENNECO INC		
904311107 UNDER ARMOUR INC		
92769L101 VIRGIN MEDIA		
518439104 ESTEE LAUDER COMPANI	11,953.	12,344.
966837106 WHOLE FOODS MKT INC	19,186.	19,916.
109178103 BRIGHAM EXPLORATION		
20453E109 COMPLETE PRODTN		
655044105 NOBLE ENERGY INC		
74144T108 T ROWE PRICE GROUP I	45,418.	65,597.
015351109 ALEXION PHARMACEUTIC		
29264F205 ENDO PHARMACEUT HLDS		

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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452327109 ILLUMINA INC		
62855J104 MYRIAD GENETICS		
795435106 SALIX PHARMACEUTICAL		
00508X203 ACTUANT CORP		
031100100 AMETEK INC COM		
073302101 BE AEROSPACE INC		
12541W209 C H ROBINSON WORLDWI		
231021106 CUMMINS INC.		
776696106 ROPER INDS INC NEW		
858912108 STERICYCLE INC		
611742107 MONSTER WORLDWIDE		
864596101 SUCCESSFACTORS		
00846U101 AGILENT TECHNOLOGIES	27,012.	46,058.
171779309 CIENA CORP		
192446102 COGNIZANT TECH SOLUT		
315616102 F5 NETWORKS INC	20,575.	20,643.
366651107 GARTNER INC		
461202103 INTUIT COM		
592688105 METTLER-TOLEDO		
756577102 RED HAT INC		
79466302 SALESFORCE COM		
012653101 ALBEMARLE CORP COM		
125269100 CF INDS HOLDGS		
277432100 EASTMAN CHEM CO COM		
422704106 HECLA MNG CO		
86074Q102 STILLWATER MNG CO		
591708102 METROPICS COMMUNICATI		
26483E100 DUN & BRADSTREET COR		
401617105 GUESS INC		

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
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608190104 MOHAWK INDS INC COM		
651229106 NEWELL RUBBERMAID IN		
854502101 STANLEY BLACK & DECK		
92553P201 VIACOM INC		
963320106 WHIRLPOOL CORP		
19122T109 COCA-COLA		
205887102 CONAGRA FOODS		
501044101 KROGER CO		
582839106 MEAD JOHNSON NUTITIO		
60871R209 MOLSON COORS BREWING		
057224107 BAKER HUGHES INC		
13342B105 CAMERON INTL CORP		
247916208 DENBURY RESOURCES		
03076C106 AMERIPRISE FINL		
12497T101 CB RICHARD ELLIS GRO		
200340107 COMERICA INC		
316773100 FIFTH THIRD BANCORP		
629491101 NYSE EURFONEXT		
74251V102 PRINCIPAL FINANCIAL		
867914103 SUNTRUST BANKS INC		
067383109 BARD C R INC		
14170T101 CAREFUSION CORP		
790849103 ST JUDE MED INC		
863667101 STRYKER CORP		
98956P102 ZIMMER HOLDINGS INC		
053611109 AVERY DENNISON CORP		
56418H100 MANPOWER INC		
760759100 REPUBLIC SERVICES		
00507V109 ACTISION BLIZZARD IN		
	11,843.	21,243.
	36,063.	57,541.

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
595112103 MICRON TECHNOLOGY		
699173209 PARAMETRIC TECHNOLOG		
959802109 WESTERN UNION CO/THE		
01741R102 ALLEGHENY TECHNOLOGI		
228368106 CROWN HLDGS		
025537101 AMERICAN ELECTRIC PO	5,172.	8,319.
26884L109 EQT CORP		
816851109 SEMPRA ENERGY		
023135106 AMAZON COM INC COM		
741503403 THE PRICELINE GROUP		
25490A101 THE DIRECTV GROUP	25,751.	33,066.
988498101 YUM BRANDS INC		
845467109 SOUTHWESTERN ENERGY		
12572Q105 CME GROUP INCE		
74144T108 T ROWE PRICE GROUP		
018490102 ALLERGAN INC	7,271.	18,495.
151020104 CELGENE CORP COM	34,238.	42,507.
46120E602 INTUITIVE SURGICAL I		
302130109 EXPEDITORS INTL WASH		
336433107 FIRST SOLAR INC		
74762E102 QUANTA SVCS INC COM		
192446102 COGNIZANT TECH		
747525103 QUALCOMM INC	28,902.	36,868.
92826C839 VISA INC-CLASS A SHR	44,664.	58,995.
029912201 AMERICAN TOWER SYSTE		
74005P104 PRAXAIR INC COM	15,386.	15,677.
037411105 APACHE CORP	25,331.	16,921.
482423100 KBW INC		
418056107 HASBRO INC		

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
037604105 APOLLO GROUP INC CL		
080555105 BELO CORPORATION		
143130102 CARMAX INC		
124857202 CBS CORP NEW		
237194105 DARDEN RESTAURANTS I		
243537107 DECKERS OUTDOOR CORP	39,826.	42,889.
371532102 GENESCO INC COM		
372460105 GENUINE PARTS CO		
87612E106 TARGET CORP	29,788.	56,482.
88023U101 TEMPER-PED INTL		
90384S303 ULTR SALON COSEMTICS		
655664100 NORDSTROM INC	14,132.	19,530.
681919106 OMNICOM GROUP	34,553.	55,778.
691497309 OXFORD INDS INC	9,473.	14,631.
69333Y108 P.F. CHANGS		
978097103 WOLVERINE WORLD WIDE		
478366107 JOHNSON CONTROLS INC		
501014104 KRISPY KREME DOUGHNU	11,663.	15,002.
53071M104 LIBERTY INTERACTIVE		
501889208 LKQ CORP	2,790.	10,123.
52532102 MCDONALD CORP		
654106103 NIKE INC CL B		
02209S103 ALTRIA GROUP INC		
191216100 COCA COLA CO		
22160K105 COSTCO WHOLESale COR	17,754.	31,976.
370334104 GENERAL MILLS INC	45,003.	54,253.
36191G107 GNC HOLDINGS INC	22,198.	37,706.
393122106 GREEN MTN COFFEE INC	10,973.	11,199.
423074103 HEINZ H J CO		

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
832696405 JM SMUCKER CO		
494368103 KIMBERLY CLARK CORP	9,634.	16,984.
544147101 LORILLARD INC		
582839106 MEAD JOHNSON NUTRITI		
179448108 PEPSICO INC	32,069.	47,942.
713448108 PEPSICO INC	66,662.	64,101.
718172109 PHILIP MORRIS INTERN	54,824.	73,692.
742718109 PROCTER & GAMBLE CO		
742718109 PROCTER & GAMBLE CO		
742718109 PROCTER & GAMBLE CO	17,920.	30,078.
761713106 REYNOLDS AMERICAN IN		
974280307 WINN-DIXIE STORES		
037411105 APACHE CORP		
03834A103 APPROACH RESOURCES I		
127097103 CABOT OIL & GAS CORP	47,307.	50,818.
13342B105 CAMERON INTL CORP	13,058.	17,472.
166764100 CHEVRON CORP	34,316.	38,829.
20605P101 CONCHO RESOURCES INC		
20825C104 CONOCOPHILLIPS		
28336L109 EL PASO CORPORATION		
30231G102 EXXON MOBIL CORPORAT		
166764100 CHEVRON CORP		
30231G102 EXXON MOBIL CORP		
30249U101 FMC TECHNOLOGIE		
462044108 ION GEOPHYSICAL CORP	8,782.	6,029.
55973B102 MAGNUM HUNTER RESOUR		
55973B102 MAGNUM HUNTER RESOUR		
637071101 NATIONAL OILWELL INC		
703481101 PATTERSON-UTI ENERGY		

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
723787107 PEONEER NAT RES CO		
75281A109 RANGE RES CORP		
761565100 REX ENERGY CORP	8,266.	3,723.
78454L100 SM ENERGY CO		
88162F105 TETRA TECHNOLOGIES		
909218109 UNITE CORP		
91851C201 VAALCO ENERGY INC		
025816109 AMERICAN EXPRESS CO		
0647F102 BANKRATE INC	60,092.	89,598.
115236101 BROWN & BROWN INC		
12504L109 CBRE GROUP INC		
172062101 CINCINNATI FINANCIAL		
229899109 CULLEN FROST BANKER		
254709108 DISCOVER FINANCIAL S		
316773100 FIFTH THIRD BANKCORP		
345550107 FOREST CITY ENTERPRI		
38141G104 GOLDMAN SACHS GROUP		
450828108 IBERIABANK CORP		
45865V100 INTERCONTINENTAL EXCH		
55264U108 MB FINANCIAL BANK	34,600.	53,279.
59156R108 METLIFE INC		
665859104 NORTHERN TRUST CORP		
72346Q104 PINNACLE FINL PARTNE		
693475105 PNC FINANCIAL SERVIC	16,024.	21,165.
74251V102 PRINCIPAL FINANCIAL		
75970E107 RENASANT CORP		
76131N101 RETAIL OPPORTUNITY I		
857477103 STATE STREET CORP		
867914103 SUNTRUST BANKS INC		

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
869099101 SUSQUEHANNA BANCSHAR		
002824100 ABBOTT LABS		
110122108 BRISTOL MYERS SQUIBB	30,854.	35,890.
14149Y108 CARDINAL HEALTH INC		
156782104 CERNER CORP COM		
125509109 CIGNA CORP	1,875.	18,640.
216648402 COOPER COS INC COM N		
216648402 COOPER COS INC		
28176E108 EDWARDS LIFESCIENCES		
28176E108 EDWARDS LIFESCIENCES	27,307.	50,363.
532457108 ELI LILLY & CO COM		
532457108 ELI LILLY & CO	16,859.	59,478.
375558103 GILEAD SCIENCES INC		
441060100 HOSPIRA INC		
444859102 HUMANA INC		
46120E602 INTUITIVE SURGICAL I		
464330109 ISIS PHARMACEUTICAL	46,031.	72,049.
478160104 JOHNSON & JOHNSON		
478160104 JOHNSON & JOHNSON		
55027E102 LUMINEX CORP		
58933Y105 MERCK & CO INC NEW	48,610.	75,020.
628530107 MYLAN LABS INC		
68213N109 OMNICELL INC		
699462107 PAREXEL INTL CORP CO		
714290103 PERRIGO CO		
714290103 PERRIGO CO		
761152107 RESMED INC		
790849103 ST JUDE MED INC		
863667101 STRYKER CORP		

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
05615F102 BABCOCK & WILCOX CO		
077454106 BELDEN INC	8,721.	26,795.
235851102 DANAHER CORP	16,751.	29,741.
260003108 DOVER CORP COM		
278058102 EATON CORP		
30162A108 EXELIS INC		
302130109 EXPEDITORS INTL		
343412102 FLUOR CORP NEW		
365558105 GARDNER DENVER INC		
369550108 GENERAL DYNAMICS COR		
369604103 GENERAL ELECTRIC CO		
384802104 GRAINGER W W INC	27,079.	43,331.
438516106 HONEYWELL INTERNATIO	21,699.	36,471.
445658107 HUNT J B TRANS SVCS		
452308109 ILLINOIS TOOL WORKS		
45773Y105 INNERWORKINGS		
45778Q107 INSPERITY INC		
450911201 ITT CORP		
469814107 JACOBS ENGR GROUP IN		
493732101 K.FORCE, INC.		
485170302 KANSAS CITY SOUTHERN	20,192.	22,698.
489170100 KENNAMETAL INC		
538034109 LIVE NATION ENT INC	6,813.	16,449.
539830109 LOCKHEED MARTING COR		
58733R102 MERCADOLIBRE INC		
596278101 MIDDLEBY CORP		
60740F105 MOBILE MINI INC		
553530106 MSC INDL DIRECT INC		
696429307 PALL CORP		

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
73179V103 POLYPORE INTERNATIONAL		
740189105 PRECISION CASTPARTS	22,853.	30,351.
760759100 REPUBLIC SERVICES IN		
770196103 ROBBINS & MYERS INC		
776696106 ROPER INDS INC NEW C		
781846209 RUSH ENTERPRISES I		
858912108 STERICLCLE INC COM		
880345103 TENNANT CO		
907818108 UNION PACIFIC CORP		
907818108 UNION PACIFIC CORP		
911312106 UNITED PARCEL SERVIC	67,196.	103,944.
911312106 UNITED PARCEL SERVIC		
913017109 UNITED TECHNOLOGIES	75,926.	113,275.
903293405 USG CORP COM NEW	26,832.	27,290.
98419M100 XYLEM INC/NY		
88554D205 3D SYSTEMS CORPORATI		
88579Y101 3M CO		
52532101 ACME PACKET INC		
005125109 ACXIOM CORP COM	15,384.	19,358.
00846U101 AGILENT TECHNOLOGIES		
018581108 ALLIANCE DATA SYS CO	3,993.	24,314.
018581108 ALLIANCE DATA SYSTEM		
037833100 APPLE INC	33,206.	70,422.
04033V203 ARIBA INC		
049513104 ATMEL CORP		
00207R101 ATMI INC COM		
053015103 AUTOMATIC DATA PROCE	18,874.	47,104.
055921100 BMC SOFTWARE INC		
111320107 BROADCOM CORPORATION		

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
14964U108 CAVIUM INC		
17163B102 CIBER INC COM		
177376100 CITRIX SYS INC COM		
192446102 COGNIZANT TECH SLUTI		
204166102 COMMAVULT SYSTEMS IN		
20564W105 COMSCORE INC		
206708109 CONCUR TECHNOLOGIES		
242309102 DEALERTRACK HOLDINGS		
25388B104 DIGITAL RIVER INC		
254543101 DIODES INC		
27874N105 ECJE;PM CPR I		
285229100 ELECTRO SCIENTIFIC I		
285512109 ELECTRONIC ARTS		
302416109 FEI CO COM		
31620M106 FIDELITY NATL INFORM		
366651107 GARTNER INC		
38259P508 GOOGLE INC		
449190508 IAC/INTERACTIVE		
45666Q102 INFORMATICA CORP		
458140100 INTEL CORP		
458786100 INTERMEC INC		
459200101 INTERNATIONAL BUSINE		
45071R109 IXIA COM		
46600W106 IXYS CORPORATION		
48203R104 JUNIPER NETWORKS INC		
535678106 LINEAR TECHNOLOGY CO		
536252109 LIONBRIDGE TECHNOLOG		
502131102 LSI CORPORA TION		
57776J100 MAXLINEAR INC		
	6,977.	8,960.
	19,837.	32,901.
	16,420.	17,588.
	34,660.	48,336.
	6,950.	5,743.

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
594901100 MICROS SYS INC		
594918104 MICROSOFT CORP	66,861.	111,898.
64110D104 NETAPP INC		
57772K101 MAXIM INTEGRATED PRO		
670120Y100 NUANCE COMMUNICATIO		
68389X105 ORACLE CORPORATION		
699173209 PARAMETRIC TECHNOLOG	23,975.	30,580.
699173209 PARAMETRIC TECHNOLOG		
704326107 PAYCHEX INC		
705573103 PEGASYSYSTEMS INC		
73172K104 POLYCOM INC COM		
739276103 POWER INTERGRATIONS		
73930R102 POWER-ONE INC		
779376102 ROVI CORPORATION		
78112T107 RUBICON TECHNOLOGY I		
781270103 RUDOLPH TECHNOLOGIES		
79466L302 SALESFORCE COM INC		
79466L302 SALESFORCE COM INC		
80004C101 SANDISK CORP COM		
88076W103 TERADATA CORP		
882508104 TEXAS INSTRUMENTS IN	49,239.	92,441.
896945201 TRIPADVISOR INC		
92342Y109 VERIFONE SYSTEMS INC		
928563402 VMWARE INC		
959802109 WESTERN UNION CO/THE		
984121103 XEROX CORP	21,231.	21,538.
009158106 AIR PRODS & CHEMS IN		
009158106 AIR PRODS & CHEM		
009158106 AIR PRODS & CHEM		

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
009363102 AIRGAS INC COM		
012653101 ALBEMARLE CORP COM		
012653101 ALBEMARLE CORP COM		
044209104 ASHLAND INC NEW	26,623.	57,485.
044209104 ASHLAND INC NEW		
129603106 CALGON CARBON CORP	11,656.	11,820.
144285103 CARPENTER TECHNOLOGY		
397624107 GREIF INC-CL A		
440694305 HORSEHEAD HOLDING		
576690101 MATERION CORP		
61166W101 MONSANTO CO NEW		
00206R102 AT & T INC	59,257.	65,064.
00206R102 AT & T INC		
05366Y102 AVIAT NETWORKS INC		
156700106 CENTURYLINK, INC		
19239V302 COGENT COMMUNICATION		
620076307 MOTOROLA SOLUTIONS, C		
78388J106 SBA COMMUNICATIONS C	23,108.	26,431.
92343V104 VERIZON COMMUNICATIO		
97381W104 WINDSTREAM CORP		
030420103 AMERICAN WATER WORKS		
125896100 CMS ENERGY CORP		
209115104 CONSOLIDATED EDISON	11,106.	16,457.
25746U109 DOMINION RES INC VA		
26441C105 DUKE ENERGY HOLDING		
281020107 EDISON INTL COM		
29265N108 ENERGEN CORP		
69351T106 PPL CORPORATION	14,175.	17,947.
69351T106 PPL CORPORATION		

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
842587107 SOUTHERN CO		
98389B100 XCEL ENERGY INC		
000375204 ABB LTD - ADR	19,795.	23,622.
003021714 ABERDEEN EMERG MARKE		
00738A106 ADTRAN INC		
007973100 ADVANCED ENERGY INDS		
008474108 AGNICO EAGLE MINES L		
00971T101 AKAMAI TECHNOLOGIES		
009728106 AKORN INC	4,368.	13,213.
015271109 ALEXANDRIA REAL ESTA		
024013104 AMERICAN ASSETS TRUS		
024835100 AMERICAN CAMPUS CMNT		
02553E106 AMERICAN EAGLE OUTFI		
03073E105 AMERISOURCEBERGEN CO		
042068106 ARM HOLDINGS PLC - A		
043176106 ARUBA NETWORKS INC		
046353108 ASTRAZENECA PLC ADR		
053484101 AVALONBAY CMNTYS INC		
05534B760 BCE INC		
06647F102 BANKRATE INC	13,166.	14,446.
073730103 BEAM INC	11,164.	8,266.
075896100 BED BATH & BEYOND IN	29,927.	41,132.
09063H107 BIOMED RLTY TR INC		
09247X101 BLACKROCK INC	26,045.	50,058.
101121101 BOSTON PROPERTIES IN		
109043109 BRIGGS & STRATTON CO		
112900105 BROOKFIELD OFFICE PR		
125581801 CIT GROUP INC.		
133131102 CAMDEN PPTY TR SH BE		

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
13321L108 CAMECO CORP COM		
13645T100 CANADIAN PAC RY LTD		
140781105 CARBO CERAMICS INC		
143658300 CARNIVAL CORP		
148887102 CATAMARAN CORP		
157210105 CEVA INC		
167250109 CHICAGO BRIDGE & IRO	2,844.	11,125.
168615102 CHICOS FAS INC COM		
171232101 CHUBB CORP		
189054109 CLOROX CO		
19075F106 COBALT INTERNATIONAL		
20030N101 COMCAST CORP CLASS A	25,835.	34,864.
205363104 COMPUTER SCIENCES CO		
208242107 CONNS INC		
210313102 CONSTANT CONTACT INC		
219350105 CORNING INC	27,810.	47,236.
21988R102 CORPORATE EXECUTIVE	13,853.	18,133.
225447101 CREE, INC		
229663109 CUBESMART		
23317H102 DDR CORP		
23331A109 D R HORTON INC COM		
263534109 DU PONT E I DE NEMOU	40,787.	61,370.
26441C204 DUKE ENERGY HOLDING	18,142.	26,399.
26613Q106 DUPONT FABROS TECHNO		
26884U109 EPR PROPERTIES		
278865100 ECOLAB INC	11,700.	18,709.
294429105 EQUIFAX INC		
29472R108 EQUITY LIFESTYLE PPT		
29476L107 EQUITY RESIDENTIAL P		

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
298736109 EURONET WORLDWIDE IN		
30212P303 EXPEDIA INC		
30219G108 EXPRESS SCRIPTS HOLD	59,753.	91,528.
30225T102 EXTRA SPACE STORAGE		
30241L109 FEI CO COM		
302491303 FMC CORP COM NEW	57,561.	49,901.
313747206 FEDERAL RLTY INVT TR		
317485100 FINANCIAL ENGINES IN	4,217.	7,127.
31787A507 FINISAR CORP	7,273.	5,920.
31847R102 FIRST AMERICAN FINAN		
33610F109 FIRST POTOMAC RLTY T		
36191X100 GSE HOLDING INC		
367299203 GASTAR EXPLORATION L		
373200302 GEORGIA GULF CORP		
37733W105 GLAXOSMITHKLINE PLC	31,568.	26,456.
40414L109 HCP INC	12,922.	15,455.
411511306 HARBOR INTERNATIONAL F	1,490,000.	1,610,616.
412822108 HARLEY DAVIDSON INC		
413838202 OAKMARK INTERNATIONALA	1,465,000.	1,852,415.
42217K106 HEALTH CARE REIT INC	10,223.	15,134.
423452101 HELMERICH & PAYNE IN	25,359.	37,081.
427866108 THE HERSHEY COMPANY		
42805T105 HERTZ GLOBAL HOLDING	43,623.	50,129.
44107P104 HOST HOTELS & RESORT		
44919P508 IAC/INTERACTIVECORP		
45245E109 IMAX CORP COM	12,422.	17,459.
458118106 INTEGRATED DEVICE TE	3,141.	10,584.
460146103 INTERNATIONAL PAPER	24,561.	44,204.
460690100 INTERPUBLIC GROUP CO		

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
46625H365 JP MORGAN ALERIAN ML		
493267108 KEYCORP NEW		
49427F108 KILROY REALTY CORP C		
500255104 KOHLS CORP		
500458401 KOMATSU LIMITED - AD		
50076Q106 KRAFT FOODS GROUP IN	23,305.	29,889.
502161102 LSI CORPORATION		
526057104 LENNAR CORPORATION C		
531172104 LIBERTY PPTY TR SH B		
532716107 LIMITED BRANDS, INC		
53578A108 LINKEDIN CORP		
548661107 LOWES COS INC	22,083.	50,637.
552676108 M D C HLDGS INC COM	13,520.	10,323.
554382101 MACERICH CO COM		
565849106 MARATHON OIL CORP		
571748102 MARSH & MCLENNAN COS	16,357.	25,186.
580135101 MCDONALDS CORP	25,743.	25,580.
580645109 MCGRAW-HILL COMPANIE		
583334107 MEADWESTVACO CORP		
58501N101 MEDIVATION INC		
595017104 MICROCHIP TECHNOLOGY		
628852204 NCI BUILDING SYSTEMS	3,757.	6,389.
636274300 NATIONAL GRID PLC AD	18,748.	26,568.
637417106 NATIONAL RETAIL PPTY		
653656108 NICE SYSTEMS LTD. -		
65473P105 NISOURCE INC		
655844108 NORFOLK SOUTHERN COR	36,209.	63,574.
664397106 NORTHEAST UTILS		
675232102 OCEANEERING INTL INC		

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
681936100 OMEGA HEALTHCARE INV		
690742101 OWENS CORNING INC		
69327R101 PDC ENERGY INC	8,174.	9,286.
693506107 PPG INDUSTRIES INC		
693656100 PVH CORP		
720190206 PIEDMONT OFFICE REAL		
722005667 PIMCO COMMODITY REAL		
73179P106 POLYONE CORP		
74340W103 PROLOGIS INC	10,805.	25,400.
74460D109 PUBLIC STORAGE INC C		
74965L101 RLJ LODGING TRUST		
751452202 RAMCO-GERSHENSON PPT		
75605Y106 REALOGY HOLDINGS COR		
758849103 REGENCY CENTERS CORP		
75886F107 REGENERON PHARMACEUT		
76131V202 RETAIL PROPERTIES OF		
76169B102 REXNORD CORP	22,420.	23,442.
780259107 ROYAL DUTCH SHELL PL	71,406.	83,446.
806857108 SCHLUMBERGER LTD		
81618T100 SELECT INCOME		
81762P102 SERVICENOW INC		
828806109 SIMON PROPERTY GROUP		
831865209 SMITH A O CORP CL B	12,860.	21,436.
84760C107 SPECTRANETICS CORP	13,108.	23,860.
852061100 SPRINT NEXTEL CORP		
855244109 STARBUCKS CORP COM	32,956.	43,487.
863236105 STRAYER ED INC COM		
867224107 SUNCOR ENERGY INC NE		
870297801 MLN ELEMENTS ROGERS		

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
881624209 TEVA PHARMACEUTICAL		
889478103 TOLL BROS INC		
89151E109 TOTAL S.A. - ADR	22,059.	23,347.
89531P105 TREX COMPANY INC	5,909.	15,755.
896239100 TRIMBLE NAV LTD		
904767704 UNILEVER PLC - ADR	16,091.	16,718.
91324P102 UNITEDHEALTH GROUP I		
917047102 URBAN OUTFITTERS INC		
92220P105 VARIAN MED SYS INC		
92230Y104 VASCO DATA SEC INTL		
92276F100 VENTAS INC COM	12,695.	14,412.
92857F107 VOCERA COMMUNICATION		
92857W209 VODAFONE GROUP PLC N		
929042109 VORNADO REALTY TRUST		
929160109 VULCAN MATLS CO		
92932M101 WNS HOLDINGS LTD ADR	4,820.	9,504.
930427109 WAGEWORKS INC	5,439.	19,371.
931422109 WALGREEN CO		
942683103 WATSON PHARMACEUTICA		
960413102 WESTLAKE CHEM CORP		
966387102 WHITING PETE CORP NE		
984332106 YAHOO INC COM		
G1151C101 ACCENTURE PLC	64,342.	99,134.
G29183103 EATON CORP PLC	51,891.	63,339.
G3157S106 ENSCO PLC-CL A	53,520.	30,549.
G47791101 INGERSOLL-RAND PLC	13,400.	28,209.
G491BT108 INVESCO LIMITED		
G60754101 MICHAEL KORS HOLDING	21,232.	20,653.
G6852T105 PARTNERRE LTD COM		

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
G87210103 UTI WORLDWIDE INC		
G96666105 WILLIS GROUP HOLDING	34,274.	41,673.
H0023R105 ACE LIMITED	31,109.	55,142.
H6169Q108 PENTAIR, LTD.		
H89128104 TYCO INTERNATIONAL L		
M22465104 CHECK POINT SOFTWARE		
N22717107 CORE LABORATORIES N		
N47279109 INTERXION HOLDING NV	19,757.	16,848.
N6596X109 NXP SEMICONDUCTORS N	6,187.	7,519.
001055102 AFLAC INC		
00287Y109 ABBVIE INC	41,316.	40,930.
054937107 B B & T CORP COM		
055622104 BP PLC - ADR	32,306.	40,251.
097793103 BONANZA CREEK ENERGY	21,397.	19,060.
101388106 BOTTOMLINE TECHNOLOG	8,164.	4,800.
163893209 CHEMTURA CORP/NEW	13,098.	11,882.
23251P102 CYBERONICS INC COM	8,948.	9,397.
23918K108 DAVITA HEALTHCARE PA		
25264S833 DIAMOND HILL LONG-SH		
253868103 DIGITAL RLTY TR INC	400,000.	476,537.
278642103 EBAY INC	38,989.	37,791.
282914100 8X8 INC		
286082102 ELECTRONICS FOR IMAG	7,902.	8,610.
292554102 ENCORE CAP GROUP INC	14,903.	15,847.
311900104 FASTENAL CO	14,286.	16,428.
371559105 GENESEE & WYOMING IN	29,447.	29,345.
405024100 HAEMONETICS CORP MAS	7,224.	6,834.
416515104 HARTFORD FINANCIAL S		
447011107 HUNTSMAN CORP		

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
45866F104 INTERCONTINENTAL EXC		
464287648 ISHARES RUSSELL 2000	24,309.	41,884.
466001864 IVY ASSET STRATEGY F	42,006.	46,274.
591520200 METHODE ELECTRON INC		
60688N102 MIX TELEMATICS LTD-S	10,361.	16,977.
610236101 MONRO MUFFLER BRAKE		
674599105 OCCIDENTAL PETE CORP		
69370C100 PTC INC		
720279108 PIER I IMPORTS INC		
73755L107 POTASH CORP SASK		
74733V100 QUESTAR MARKET RESOU		
748356102 QUESTAR CORP		
754730109 RAYMOND JAMES FINL I	19,373.	21,656.
756109104 REALTY INCOME CORP C	7,760.	8,874.
759916109 REPLIGEN CORP	2,634.	5,346.
773903109 ROCKWELL AUTOMATION		
778296103 ROSS STORES INC	12,576.	19,606.
781220108 RUCKUS WIRELESS INC	8,950.	6,431.
80908T101 SCIQUEST INC	4,238.	3,757.
81721M109 SENIOR HOUSING PROP	9,600.	8,380.
81763U100 SERVICESOURCE INTERN		
85254C305 STAGE STORES INC	14,403.	11,799.
858375108 STEIN MART INC COM	8,718.	8,553.
871607107 SYNOPSYS INC COM		
876664103 TAUBMAN CTRS INC COM		
887389104 TIMKEN CO	22,811.	25,608.
899896104 TUPPERWARE BRANDS CO	56,982.	40,320.
90130A101 TWENTY FIRST CENTURY	26,892.	31,146.
92046N102 VALUECLICK INC		

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
92849E101 VITAMIN SHOPPE INC	8,692.	8,259.
955306105 WEST PHARMACEUTICAL	17,218.	28,750.
962166104 WEYERHAEUSER CO		
969457100 WILLIAMS COS INC	51,933.	66,152.
983134107 WYNN RESORTS LTD		
98978V103 ZOETIS INC		
G97822103 PERRIGO CO PLC	31,262.	33,933.
N63218106 NIELSEN HOLDINGS B.V		
005094107 ACTUA CORP		
00762W107 ADVISORY BRD CO	6,027.	5,264.
02376R102 AMERICAN AIRLS GROUP	5,647.	5,143.
13123E500 CALLIDUS SOFTWARE IN	37,733.	55,239.
132011107 CAMBEX CORP COM	10,818.	15,024.
245077102 DEL FRISCO'S RESTAUR	11,598.	12,540.
258278100 DORMAN PRODUCTS INC	11,974.	11,989.
268648102 E M C CORP MASS	11,442.	9,413.
29382R107 ENTRAVISION COMMUNIC	20,095.	20,640.
36237H101 G-III APPAREL GROUP	8,457.	9,072.
37253A103 GENTHERM INC	12,161.	17,172.
379577208 GLOBUS MEDICAL INC -	10,740.	9,521.
38259P706 GOOGLE INC-CL C	11,944.	11,647.
40537Q209 HALCON RESOURCES COR	33,810.	46,850.
49338L103 KEYSIGHT TECHNOLOGIE	5,776.	2,118.
49456B101 KINDER MORGAN INC/DE	32,202.	42,787.
53220K504 LIGAND PHARMACEUTICA	6,730.	6,939.
55261F104 M & T BANK CORPORATI	11,077.	10,642.
576485205 MATADOR RESOURCES CO	46,481.	46,479.
61022P100 MONOTYPE IMAGING HOL	8,129.	6,372.
751212101 RALPH LAUREN CORP	9,311.	9,081.
	23,468.	26,478.

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
88224Q107 TEXAS CAP BANCSHARES	4,737.	4,890.
882681109 TEXAS ROADHOUSE, INC	11,324.	13,504.
89469A104 TREEHOUSE FOODS INC	11,780.	11,974.
902641646 E-TRACS ALERIAN MLP	750,639.	771,400.
922042858 VANGUARD FTSE EMERGI	2,890,445.	2,915,337.
92231M109 VASCULAR SOLUTIONS I	3,275.	3,802.
92857W308 VODAFONE GROUP PLC-S	18,340.	13,053.
92914A810 VOYA INTL RL EST FD	600,000.	562,854.
931142103 WAL MART STORES INC	45,890.	51,528.
G27823106 DELPHI AUTOMOTIVE PL	38,588.	40,360.
G5480U120 LIBERTY GLOBAL PLC-S	37,973.	42,754.
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TOTALS	12,620,290.	15,282,608.
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FORM 990PF, PART II - CORPORATE BONDS
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
02209SAH6 ALTRIA GROUP INC		26,117.
02364WAN5 AMERICA MOVIL		
06050BAA9 BANK OF AMERICA CORP		
06051GEA3 BANK OF AMERICA CORP		
06051GEC9 BANK OF AMERICA CORP		
06739GBP3 BARCLAYS BANK		
15200DAD9 CENTERPOINT ENER TRA		
15200DAC1 CENTERPOINT ENER TRA		
172967FD8 CITIGROUP INC		
172967FF3 CITIGROUP INC		
20030NAP6 COMCAST CORP		
224044BF3 COX COMMUNICATION		
22541HCC4 CREDIT SUISSE NEW YO		
29379VAC7 ENTERPRISE PRODUCTS		
294429AG0 EQUIFAX INC		
30161MAE3 EXELON GENERATION CO		
31677AAA2 FIFTH THIRD BANK		
36967HAD9 GENERAL ELEC CAP		
36962G4R2 GENERAL ELEC CP		
38141EA58 GOLDMAN SACHS GROUP		
40049JAX5 GRUPO TELEVISA S.A.		
40414LAA7 HCP INC		
421915EJ4 HEALTH CARE PROPERTI		
42217KAM8 HEALTH CARE REIT		
481247AA2 JPMORGAN CHASE & CO		
481247AE4 JPMORGAN CHASE & CO		
534187AY5 LINCOLN NATIONAL COR		
5901884M7 MERRILL LYNCH & CO		
59156RAU2 METLIFE INC	23,401.	

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FORM 990PF, PART II - CORPORATE BONDS
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
655422AU7 NORANDA INC		
682134AC5 OMINICOM GROUP		
74432QAY1 PRUDENTIAL FINANCIAL		
759351AG4 REINSURANCE GRP OF		
816851AK5 SEMPRA ENERGY	25,345.	28,946.
828807CA3 SIMON PROPERTY GROU		
86787GAF9 SUNTRUST BANK		
87927VAV0 TELCOM ITALIA CAPIT		
91324PBJ0 UNITEDHEALTH GROUP		
94707VAB6 WEATHERFORD INTL		
959802AH2 WESTERN UN CO		
984121BY8 XEROX CORP	15,229.	15,388.
0258M0CW7 AMERICAN EXPRESS		
02364WAX3 AMERICA MOVIL SAB DE		
026874BW6 AMERICAN INTL GROUP		
02687QBW7 AMERICAN INTL GROUP		
031162BK5 AMGEN INC		
03822AG0 APPLIED MATERIALS INC		
00206RBA9 AT & T INC		
053332AK8 AUTOZONE INC		
06849RAF9 BARRICK NA FINANCE L		
10112RAT1 BPSTPM [RP[ERTOES LP		
140420MV9 CAPITAL ONE BANK USA		
189054AS8 CLOROX COMPANY		
20030NAW1 COMCAST CORP		
25459HAZ8 DIRECTV HLDG/FIN INC		
25470DAE9 DISCOVERY COMMUNICAT		
260543CF8 DOW CHEMICAL CO/THE		
26884AAZ6 ERP OPERATING LP		

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FORM 990PF, PART II - CORPORATE BONDS
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
369622SM8 GENERAL ELEC CAP COR		
46625HJA9 JP MORGAN CHASE & CO	9,965.	11,420.
49327XAB6 KEY BANK NA		
577081AW2 MATTEL INC		
652482BQ2 NEWS AMERICA INC		
71845WAT8 PETROBRAS INTL FIN		
74432QBG9 PRUDENTIAL FINANCIAL		
86787EAM9 SUNTRUST BANK	28,796.	28,926.
88732JAX6 TIME WARNER CABLE		
887317AK1 TIME WARNER INC		
91911TAK9 VALE OVERSEAS LIMITE		
92553PAJ1 VIAMOM INC		
959802AB5 WESTERN UN CO		
984121BW2 XEROX CORPORATION		
038222AG0 APPLIED MATERIALS IN		
120568AV2 BUNGE LIMITED FINANC		
143658AY8 CARNIVAL CORP		
172967DR9 CITIGROUP INC		
29379VAY9 ENTERPRISE PRODUCTS	14,959.	14,844.
38141GFD1 GOLDMAN SACHS GROUP	24,924.	26,585.
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		
59022CAJ2 MERRILL LYNCH & CO		
59156RAT5 MET LIFE GLOB FUNDIN		
61747YDT9 MORGAN STANLEY	16,341.	15,978.

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FORM 990PF, PART II - CORPORATE BONDS
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
6174824M3 MORGAN STANLEY	14,947.	15,931.
65334HAJ1 NEXEN INC		
68268NAJ2 ONEOK PARTNERS LP		
69349LAE8 PNC BANK NA	4,898.	4,633.
71645WAR2 PETROBRAS INTL FIN		
71645WAT8 PETROBRAS INTL FIN		
88732JBD9 TIME WARNER CABLE IN		
902494AT0 TYSON FOODS INC	15,261.	16,240.
90261XBY7 UBS AG STAMFORD CT		
92936MAC1 WPP FINANCE 2010		
94975P843 WELLS FARGO ADV S/T		
959802AR0 WESTERN UNION CO/THE		
98310WAJ7 WYNDHAM WORLDWIDE		
054536AA5 AXA	30,595.	30,641.
059438AK7 BANC ONE CORP DEBS	18,563.	20,378.
143658BA9 CARNIVAL CORP	21,700.	20,238.
172967DM0 VR CITIGROUP INC	15,185.	15,717.
172967HB0 CITIGROUP INC	15,556.	16,598.
22546QAD9 CREDIT SUISSE	11,562.	12,011.
30161MAG8 EXELON GENERATION CO		
35671DAU9 FREEPORT-MCMORAN C		
37247DAM8 GENWORTH FINANCIAL	17,264.	14,962.
37247DAN6 GENWORTH FINANCIAL	17,569.	14,607.
38141GES9 GOLDMAN SACHS GROUP	11,263.	11,442.
40049JAZ0 GRUPO TELEVISA S.A.		
42217KAU0 HEALTH CARE REIT INC	21,062.	21,992.
45685EAB2 ING US INC		
500255AR5 KOHL'S CORPORATION		
571903AL7 MARRIOTT INTERNATIONAL		

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FORM 990PF, PART II - CORPORATE BONDS

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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65557HAD4 NORDEA BANK AB		
71647NAA7 PETROBRAS GLOBAL FIN		
71654QBB7 PETROLEOS MEXICANOS		
880208400 TEMPLETON GLOBAL BON		
92343VBQ6 VERIZON COMMUNICATIO	771,668.	749,914.
92553PAT9 VIACOM INC	9,987.	10,858.
94707VAC4 WEATHERFORD INTL LTD		
959802AL3 WESTERN UNION CO/THE		
C98874AM9 XSTRATA FINANCE CANA		
P3143NAS3 CODELCO INC	20,575.	17,801.
00206RCG5 AT&T INC	10,852.	10,964.
02364WAV7 AMERICA MOVIL SAB DE	4,969.	4,976.
032511BJ5 ANADARKO PETROLEUM	24,632.	28,211.
05968AAB2 BANCO DEL ESTADO -CH	15,007.	15,284.
06051GFL8 BANK OF AMERICA CORP	22,218.	22,055.
12189LAS0 BURLINGTN NORTH SANT	9,633.	9,762.
12591DAC5 CNOOC FINANCE 2014	20,075.	19,996.
140420NB2 CAPITAL ONE BANK USA	19,955.	19,955.
29273RAZ2 ENERGY TRANSFER PART	16,312.	16,865.
40049JBA4 GRUPO TELEVISA SAB	24,928.	25,867.
404280AP4 HSBC HOLDINGS PLC	15,002.	14,917.
44107TAS5 HOST HOTELS & RESORT	5,832.	5,484.
46625HJZ4 JPMORGAN CHASE & CO	9,897.	10,172.
49326EEE9 KEYCORP	19,786.	20,812.
693475AP0 PNC FINANCIAL SERVIC	16,436.	16,370.
744320AK8 VR PRUDENTIAL FINA	9,975.	10,010.
759351AL3 REINSURANCE GRP OF	15,118.	15,052.
81721MAK5 SENIOR HOUSING PROPE	10,120.	10,164.
857477AF0 STATE STREET CORP	30,625.	29,188.
	10,663.	10,746.
	25,032.	25,653.
	21,989.	21,661.

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FORM 990PF, PART II - CORPORATE BONDS
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DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

90131HAB1 21ST CENTURY FOX AME
91159HHK9 US BANCORP
92343VBT0 VERIZON COMMUNICATIO
92553PAX0 VIACOM INC
92936MAE7 WPP FINANCE 2010
G09077AB7 VR BBVA BANCOMER SA
G81877AA3 SINOPEC CAPITAL 2013
N45780CT3 ING BANK NV
P16259AH9 BBVA BANCOMER SA TEX

17,228.
10,115.
6,374.
10,036.
22,141.
10,400.
18,554.
11,138.
16,815.
17,858.
10,155.
6,406.
10,039.
22,851.
10,223.
19,068.
11,093.
16,500.

TOTALS

1,658,472.
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1,650,524.
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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 ----
BRIDGAGE OFFSHORE 2010-05	C		
7HF000H69 HFR MA STRATEGIC	C		
870297801 ELEMENTS ROGERS	C		
44980Q518 ING INTERNATIONAL RE	C		
26613Q106 DU PONT FABROS TECH	C		
015271109 ALEXANDRIA RE	C		
00163T109 AMB PPTY CORP	C		
09063H107 BIOMED RLTY	C		
101121101 BOSTON PROPERTIES	C		
133131102 CAMDEN PPTY	C		
13466Y105 CAMPUS CREST COMMUNI	C		
21870Q105 CORESITE REALTY CORP	C		
22002T108 CORPORATE OFFICE PRO	C		
233153105 DCT INDUSTRIAL	C		
251591103 DEVELOPERS DIVERSIFI	C		
253868103 DIGITAL RLTY	C		
29380T105 ENTERTAINMENT PPTY	C		
29472R108 EQUITY LIFESTYLE	C		
29476L107 EQUITY RESIDENTIAL	C		
297178105 ESSEX PTYS	C		
30225T102 EXTRA SPACE STORAGE	C		
313747206 FEDERAL RLTY INVT TR	C		
33610F109 FIRST POTOMAC RLTY T	C		
40414L109 HCP INC	C		
42217K106 HEALTH CARE REIT	C		
44107P104 HOST HOTELS & RESORT	C		
49427F108 KILROY REALTY	C		
49803T102 KITE REALTY	C		
531172104 LIBERTY PPTY TR	C		

THE JOLLEY FOUNDATION

57-6024996

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

DESCRIPTION -----	COST/ FMV C OR F ----	ENDING BOOK VALUE -----	ENDING FMV ----
554382101 MACERICH CO COM	C		
637417106 NATIONAL RETAIL PPT	C		
638620104 NATIONWIDE HEALTH	C		
681936100 OMEGA HEALTHCARE INV	C		
720190206 PIEDMONT OFFICE REAL	C		
74460D109 PUBLIC STORAGE INC	C		
751452202 RAMCO-GERSHENSON	C		
758849103 REGENCY CENTERS	C		
828806109 SIMON PROPERTY GROUP	C		
929042109 VORNADO REALTY TR	C		
210313102 CONSTANT CONTACT	C		
72346Q104 PINNACLE FINL	C		
210523AF3 CONSUMERS FUNDING	C		
3128HXA8 FED HOME LN MTG CORP	C		
3616FAD7 GE EQUIPMENT MIDTICKE	C		
38373Y6X7 GOVT NATL MTG ASSN	C		
38373MY53 GOVT NATL MTG ASSN	C		
465562106 ITAU UNIBANCO BANCO	C		
38376GSW1 GOVT NATL MTG ASSN	C		
4521518U0 ILLINOIS ST	C		
55265KXU8 MASTR ASSET SECURIT	C		
62888XAB0 NCUA GTD NTS	C		
759351AG4 REINSURANCE GRP OF A	C		
80282HAC7 SANTANDER DRIVE AUTO	C		
80282HAD5 SANTANDER DRIVE AUTO	C		
80282HAE3 SANTANDER DRIVE AUTO	C		
00758M162 ACADIAN EMERGING MKT	C		
04314H808 ARTISAN INTERNATIONALA	C		
4521518U0 ILLINOIS ST	C		

THE JOLLEY FOUNDATION

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

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

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

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

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

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

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

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

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV -----
806857108 SCHLUMBERGER LTD	C		
813113206 SECOM LTD	C		
83175M205 SMITH & NEPHEW PLC	C		
881624209 TEVA PHARMACEUTICAL	C		
82481R106 SHIRE PLC	C		
870123106 SWATCH GROUP AG	C		
92933H101 WPP GROUP PLC AMERIC	C		
93114W107 WAL-MART DE MEXICO	C		
917302200 USINAS SIDERURGICAS	C		
874039100 TAIWAN SEMICONDUCTOR	C		
87425E103 TALISMAN ENERGY INC	C		
879382208 TELEFONICA SA -ADR	C		
900148701 TURKIYE GARANTI BANK	C		
903914109 ULTRA PETROLEUM CORP	C		
904767704 UNILEVER PLC	C		
86359A4B6 STRUCTURED ASSET SEC	C		
45857P301 INTERCONTINENTAL HO	C		
H0023R105 ACE LIMITED	C		
02582JEV8 AMERICAN EXPRESS CRE	C		
05947JULY2 BANC AMER COML MTG	C		
12623CAD7 CNH EQUIPMENT TRUST	C		
38376GVB3 VR GOVT NATL MTG	C		
61745MTD5 MORGAN STANLEY CAP	C		
61746WZA1 MORGAN STANLEY DEAN	C		
981464CJ7 WORLD FINANCIAL NETW	C		
277911491 EATON VANCE FLOATIN	C		
922031737 VANGUARD INFLAT-PROT	C		
G0450A105 ARCH CAPITAL GROUP	C		
G0457F107 ARCOS DORADOS HOLDI	C		
		107,684.	107,947.
		25,899.	22,431.

THE JOLLEY FOUNDATION

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

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

THE JOLLEY FOUNDATION

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

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

THE JOLLEY FOUNDATION

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

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
42217K106 HEALTH CARE REIT	C		
92276F100 VENTAS INC COM	C		
46625H365 JP MORGAN ALERIAN	C		
76628T645 RIDGEWORTH SEIX HY B	C		
7HF990SE2 STRATEGIC VALUE SER	C		
7HF99B008 BRIGADE OFFSHORE 201	C		
7HF99LZ65 LAZARD OFFSHORE SER	C		
7HF99ML01 MOUNT LUCAS OFFSHORE	C		
12667FEA9 COUNTRYWIDE ALTERNAT	C	19,902.	19,899.
31394VX47 VR FED NATL MTG AS	C	27,936.	25,251.
36192KAR8 GS MORTGAGE SECURITI	C	35,699.	35,701.
36192KAY3 VR GS MORTGAGE SEC 5	C		
36299NTM5 WNH4 US ULTRA LONG F	C		
36299NTQ6 FVH4 US TREAS 5YR MA	C		
36299NTV5 TUH4 US TREAS 2YR FU	C		
38376GYX2 VR GOVT NATL MTG	C	11,964.	5,626.
46640LAD4 JPMBB COMMERCIAL MO	C	86,810.	92,501.
542514EV2 VR LONG BEACH MORT 1	C	3,490.	3,415.
55973B110 MAGNUM HUNTER RESOUR	C		
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	287,038.	290,299.
7HF99MT29 MAGNITUDE INTERNATIO	C		
BBY990405 ABBEY CAPITAL MULTI-	C	1,500,000.	1,830,321.
36198FAE2 GS MORTGAGE SECURITI	C	21,788.	21,879.
36299OEI8 FVH5 US TREAS 5YR MA	C		
36299OEK3 WNH5 US ULTRA LONG F	C		
36299OEQ0 TUH5 US TREAS 2YR FU	C		
38378BN62 VR GOVT NATL MTG	C	8,098.	7,973.

THE JOLLEY FOUNDATION

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

DESCRIPTION -----	COST/ FMV C OR F ----	ENDING BOOK VALUE -----	ENDING FMV ----
38378KND7 VR GOVT NATL MTG	C	15,440.	15,035.
7HC990313 IVORY OFFSHORE	C	1,000,000.	1,058,868.
7HC990477 BRIGADE OFFSHORE 201	C	675,429.	808,212.
7HC990746 IONIC EVENT DRIVEN F	C	750,000.	758,131.
7HC990795 GFS THREE BRIDGES EU	C	746,294.	716,385.
7HC990894 MOUNT LUCAS OFFSHORE	C	450,771.	401,498.
7HC990934 MAGNITUDE INTERNATIO	C	750,000.	801,597.
7HC991399 STRATEGIC VALUE SER	C	550,000.	663,157.
7HC991621 MAGNITUDE INTERNATIO	C	1,000,000.	1,000,000.
7HF99HA12 HAYFIN DIRECT LENDIN	C	129,919.	129,919.
7HN99TN02 GFS MAP CAYMAN SPC T	C	900,000.	900,000.
		-----	-----
TOTALS		9,145,705.	9,759,534.
		=====	=====

THE JOLLEY FOUNDATION

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

57-6024996

DESCRIPTION

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

TOTALS

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

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	1,686.
MUTUAL FUND DEFERRED INCOME	529.
ACCD INT TAX EFF BEFORE TYE	1,633.
COST BASIS CONVERSION TO NEW CUSIP	166,580.
ROUNDING	19.

TOTAL	170,447.
	=====

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

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND TAX EFFECTIVE DATE AFTER TYE	18,630.
ROC BASIS ADJUSTMENT	999.
ACCD INT TAX EFF AFTER TYE	1,241.
PAYDOWN INTEREST ONLY STRIP CPT	12,701.
ACCRUED INT PAID CARRYOVER	107.
2014 SALE TAX EFF 2015	116,190.
ADJ OF ESTIMATED PREFORMANCE TO ACTUAL	10,276.
ENERGY CAPITAL PTN MEZZ BOOK ADJ SALE IN ERROR	6,344.

TOTAL	166,488.
	=====

FORM 990PF, PART VII-B, LN 5(c) EXPENDITURE RESPONSIBILITY STATEMENT

NAME:

LiveWell Greenville

ADDRESS:

723 Cleveland Street

Greenville, SC 29601

GRANT DATE: 12/15/2014

GRANT AMOUNT 35,000.

GRANT PURPOSE:

To support LiveWell Greenville School Projects

ANY DIVERSION BY GRANTEE:

To the foundations knowledge, no funds have been diverted
to any activity other than the activity which grant was made for.

DATES OF REPORTS BY GRANTEE:

N/A

RESULTS OF VERIFICATION:

N/A

THE JOLLEY FOUNDATION
FORM 990PF, PART XV - LINES 2a - 2d

57-6024996

=====

RECIPIENT NAME:

WELLS FARGO c/o MARSHA SAMELLAS

ADDRESS:

PO BOX 969

GREENVILLE, SC 29602

RECIPIENT'S PHONE NUMBER: 877-287-0641

FORM, INFORMATION AND MATERIALS:

CONTACT ADDRESS LISTED FOR SPECIFIC DETAILS

SUBMISSION DEADLINES:

APRIL 1 AND SEPTEMBER 1

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NORMALLY LOCAL CHARITIES IN GREENVILLE COUNTY

NO INDIVIDUAL SCHOLARSHIPS

STATEMENT 68