

Form **990-PF**

# Return of Private Foundation

## or Section 4947(a)(1) Nonexempt Charitable Trust

### Treated as a Private Foundation

Department of the Treasury  
Internal Revenue Service

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

**2012**

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation F.M. KIRBY FOUNDATION, INC.		A Employer identification number 51-6017929
Number and street (or P O box number if mail is not delivered to street address) 17 DEHART STREET PO BOX 151		B Telephone number (see instructions) (973) 538-4800
City or town, state, and ZIP code MORRISTOWN, NJ 07963-0151		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/>	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 407,893,814.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
1	Contributions, gifts, grants, etc., received (attach schedule) . . . . .	16,705.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B . . . . .				
3	Interest on savings and temporary cash investments . . . . .				
4	Dividends and interest from securities . . . . .	10,214,585.	10,214,585.		
5a	Gross rents . . . . .				
b	Net rental income or (loss) . . . . .				
6a	Net gain or (loss) from sale of assets not on line 10 . . . . .	-5,065,528.			
b	Gross sales price for all assets on line 6a 188,040,306.				
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 . . . . .				
b	Less Cost of goods sold . . . . .				
c	Gross profit or (loss) (attach schedule) . . . . .				
11	Other income (attach schedule) ATCH 2 . . . . .	129,855.	169,440.		
12	Total. Add lines 1 through 11 . . . . .	5,295,617.	10,384,025.		
13	Compensation of officers, directors, trustees, etc. . . . .	379,733.	189,867.		189,866.
14	Other employee salaries and wages . . . . .	237,786.	118,893.		118,893.
15	Pension plans, employee benefits . . . . .	178,471.	89,236.		89,235.
16a	Legal fees (attach schedule) ATCH 3 . . . . .	368.	184.		184.
b	Accounting fees (attach schedule) ATCH 4 . . . . .	41,895.	20,948.		20,948.
c	Other professional fees (attach schedule) * . . . . .	1,918,729.	1,918,729.		
17	Interest . . . . .				
18	Taxes (attach schedule) (see instructions) ATCH 6 . . . . .	123,977.	23,036.		23,036.
19	Depreciation (attach schedule) and depletion . . . . .				
20	Occupancy . . . . .				
21	Travel, conferences, and meetings . . . . .	17,876.	8,938.		8,938.
22	Printing and publications . . . . .	3,856.	1,928.		1,928.
23	Other expenses (attach schedule) ATCH 7 . . . . .	101,936.	50,971.		50,965.
24	Total operating and administrative expenses. Add lines 13 through 23 . . . . .	3,004,627.	2,422,730.		503,993.
25	Contributions, gifts, grants paid . . . . .	17,665,800.			19,371,633.
26	Total expenses and disbursements. Add lines 24 and 25 . . . . .	20,670,427.	2,422,730.	0	19,875,626.
27	Subtract line 26 from line 12 . . . . .	-15,374,810.			
a	Excess of revenue over expenses and disbursements . . . . .		7,961,295.		
b	Net investment income (if negative, enter -0-) . . . . .				
c	Adjusted net income (if negative, enter -0-) . . . . .				

For Paperwork Reduction Act Notice, see instructions.

\*ATCH 5

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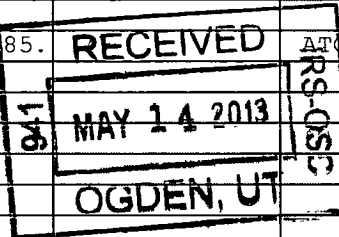
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Revenue

Operating and Administrative Expenses



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 . . . . .	107,033.	1,277,199.	1,277,199.
	2	Savings and temporary cash investments . . . . .	1,233,873.	216,924.	216,924.
	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 ▶ . . . . .			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . . ATCH 8	133,960.	56,054.	56,054.
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .			
	b	Investments - corporate stock (attach schedule) ATCH 9 . . . . .	302,217,825.	271,418,021.	294,158,049.
	c	Investments - corporate bonds (attach schedule) . . . . .			
	11	Investments - land, buildings, and equipment basis ▶ . . . . .			
	Less accumulated depreciation ▶ (attach schedule) . . . . .				
12	Investments - mortgage loans . . . . .				
13	Investments - other (attach schedule) . . . . . ATCH 10	93,542,097.	107,085,738.	111,274,987.	
14	Land, buildings, and equipment basis ▶ . . . . .				
	Less accumulated depreciation ▶ (attach schedule) . . . . .				
15	Other assets (describe ▶ . . . . . ATCH 11 )	823,120.	910,601.	910,601.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	398,057,908.	380,964,537.	407,893,814.	
Liabilities	17	Accounts payable and accrued expenses . . . . .	356,564.	450,504.	
	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 ▶ . . . . . ATCH 12 )	5,501,667.	3,795,834.	
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	5,858,231.	4,246,338.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	392,199,677.	376,718,199.	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	398,057,908.	380,964,537.	

**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	392,199,677.
2	Enter amount from Part I, line 27a . . . . .	2	-15,374,810.
3	Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4	Add lines 1, 2, and 3 . . . . .	4	376,824,867.
5	Decreases not included in line 2 (itemize) ▶ . . . . . ATCH 13	5	106,668.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	376,718,199.

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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.)
<b>1a</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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))		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss) <span style="float:right">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>			<b>2</b>	-5,065,528.	
<b>3</b> 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			<b>3</b>	0	

**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))
2011	20,451,843.	417,894,545.	0.048940
2010	18,621,021.	399,795,527.	0.046576
2009	17,565,861.	349,667,633.	0.050236
2008	22,428,167.	470,736,580.	0.047645
2007	27,822,350.	568,086,182.	0.048976
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.242373
<b>3</b> 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			<b>3</b> 0.048475
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			<b>4</b> 394,114,587.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 19,104,705.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 79,613.
<b>7</b> Add lines 5 and 6			<b>7</b> 19,184,318.
<b>8</b> 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			<b>8</b> 19,875,626.

**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 <input type="checkbox"/> and enter "N/A" on line 1 . . . . .		
Date of ruling or determination letter _____ (attach copy of letter if necessary - see Instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1 79,613.
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 79,613.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		4 0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5 79,613.
6 Credits/Payments		
a 2012 estimated tax payments and 2011 overpayment credited to 2012. . . . .	6a 133,973.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b	
c Tax paid with application for extension of time to file (Form 8868). . . . .	6c	
d Backup withholding erroneously withheld . . . . .	6d	
7 Total credits and payments. Add lines 6a through 6d. . . . .	7 133,973.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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 54,360.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 54,360. Refunded <input type="checkbox"/> . . . . .	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 <input checked="" type="checkbox"/> \$ (2) On foundation managers <input checked="" type="checkbox"/> \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$		
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? . . . . .	X	
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) <input checked="" type="checkbox"/> DE, . . . . .		
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 2012 or the taxable year beginning in 2012 (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

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**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?	13	X	
Website address <b>▶</b> HTTP://FDNCENTER.ORG/GRANTMAKER/KIRBY				
14	The books are in care of <b>▶</b> F.M. KIRBY FOUNDATION, INC. Telephone no <b>▶</b> 973-538-4800			
Located at <b>▶</b> 17 DEHART STREET, MORRISTOWN, NJ		ZIP+4 <b>▶</b> 07960		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	<input type="checkbox"/>		
and enter the amount of tax-exempt interest received or accrued during the year		<b>▶</b> 15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <b>▶</b>				

**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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here <b>▶</b> <input type="checkbox"/>		
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 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years <b>▶</b>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>▶</b>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2012 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 2012)	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☒ Yes ☐ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ Nob 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 ☒ Nob 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 ☒ Nob 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
ATCH 14		379,733.	37,973.	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
ATCH 15		237,786.	23,778.	0

Total number of other employees paid over \$50,000 ☐

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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		

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

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	399,056,955.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,059,377.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	400,116,332.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	400,116,332.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	6,001,745.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	394,114,587.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	19,705,729.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	19,705,729.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	79,613.
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	79,613.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	19,626,116.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	19,626,116.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	19,626,116.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	19,875,626.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	19,875,626.
<b>5</b>	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).	<b>5</b>	79,613.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	19,796,013.

**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



Form 990-PF (2012)

Page **9****Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				19,626,116.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only . . . . .			346,274.	
<b>b</b> Total for prior years 20 10 , 20 09 , 20 08 . . . . .				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007 . . . . .				
<b>b</b> From 2008 . . . . .				
<b>c</b> From 2009 . . . . .				
<b>d</b> From 2010 . . . . .				
<b>e</b> From 2011 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .				
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 19,875,626.				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .			346,274.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .				
<b>d</b> Applied to 2012 distributable amount . . . . .				19,529,352.
<b>e</b> Remaining amount distributed out of corpus . . . . .				
<b>5</b> Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				96,764.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008 . . . . .				
<b>b</b> Excess from 2009 . . . . .				
<b>c</b> Excess from 2010 . . . . .				
<b>d</b> Excess from 2011 . . . . .				
<b>e</b> Excess from 2012 . . . . .				

Form 990-PF (2012)

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

NOT APPLICABLE

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . .

**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)

N/A

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

N/A

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

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

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

ATCH 16

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

ATCH 17

**c** Any submission deadlines

ATCH 18

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

ATCH 19

**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)				
<b>a Paid during the year</b>  ATCH 20				
<b>Total</b> .....			▶ <b>3a</b>	19,371,633.
<b>b Approved for future payment</b>  ATCH 21				
<b>Total</b> .....			▶ <b>3b</b>	3,795,834.

Form **990-PF** (2012)

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

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		
<b>1</b> Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments . . . . .						
<b>3</b> Interest on savings and temporary cash investments						
<b>4</b> Dividends and interest from securities . . . . .			14	10,214,585.		
<b>5</b> Net rental income or (loss) from real estate						
a Debt-financed property . . . . .						
b Not debt-financed property . . . . .						
<b>6</b> Net rental income or (loss) from personal property .						
<b>7</b> Other investment income . . . . .						
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	-5,065,528.		
<b>9</b> Net income or (loss) from special events . . . .						
<b>10</b> Gross profit or (loss) from sales of inventory . .						
<b>11</b> Other revenue a _____						
b ATCH 22 _____				129,855.		
c _____						
d _____						
e _____						
<b>12</b> Subtotal Add columns (b), (d), and (e) . . . . .				5,278,912.		
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .					13	5,278,912.

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]

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

		Yes	No
<b>1</b>	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
<b>b</b>	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
<b>d</b>	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

**b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign  
Here**

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

**Signature of officer or trustee**

Date \_\_\_\_\_

**Paid  
Preparer  
Use Only**

---

Print/Type preparer's name

Preparer's signature \_\_\_\_\_

Barbara Taibi

Firm's name ► EISNERAMPER LLP

Firm's address ► 21 MAIN STREET STE 200  
HACKENSACK, NJ

**Schedule B**(Form 990, 990-EZ,  
or 990-PF)  
Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

**2012**

Name of the organization

F.M. KIRBY FOUNDATION, INC.

Employer identification number

51-6017929

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year . . . . . ▶ \$ \_\_\_\_\_

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization F.M. KIRBY FOUNDATION, INC.

Employer identification number  
51-6017929**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JEFFERSON W. KIRBY 604 VAN BEUREN ROAD MORRISTOWN, NJ 07960	\$ 16,705.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )

Employer identification number

51-6017929

## Part II

(a) No. from Part I	(b)  Description of noncash property given	(c)  FMV (or estimate) (see instructions)	(d)  Date received
 <u>  1  </u>	OFFICE FURNITURE AND GARNITURE ----- ----- ----- -----	\$ ----- 16,705.	VAR -----
(a) No. from Part I	(b)  Description of noncash property given	(c)  FMV (or estimate) (see instructions)	(d)  Date received
-- --	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b)  Description of noncash property given	(c)  FMV (or estimate) (see instructions)	(d)  Date received
-- --	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b)  Description of noncash property given	(c)  FMV (or estimate) (see instructions)	(d)  Date received
-- --	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b)  Description of noncash property given	(c)  FMV (or estimate) (see instructions)	(d)  Date received
-- --	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b)  Description of noncash property given	(c)  FMV (or estimate) (see instructions)	(d)  Date received
-- --	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b)  Description of noncash property given	(c)  FMV (or estimate) (see instructions)	(d)  Date received
-- --	----- ----- ----- -----	\$ -----	-----



Name of organization F.M. KIRBY FOUNDATION, INC.

Employer identification number

51-6017929

**Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.**For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions) ▶ \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----

**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

▶ Attach to Form 1041, Form 5227, or Form 990-T.  
▶ Information about Schedule D (Form 1041) and its separate instructions is at  
[www.irs.gov/form1041](http://www.irs.gov/form1041).

OMB No 1545-0092

**2012**

Name of estate or trust

F.M. KIRBY FOUNDATION, INC.

Employer identification number

51-6017929

**Note:** Form 5227 filers need to complete *only* Parts I and II

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>1a</b>					
<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					<b>1b</b>
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					<b>2</b>
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					<b>3</b> -2,944,061.
<b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet					<b>4</b> ( )
<b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back					<b>5</b> -2,944,061.

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>6a</b>					
<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					<b>6b</b> -8,839,902.
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					<b>7</b>
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					<b>8</b> 6,718,435.
<b>9</b> Capital gain distributions					<b>9</b>
<b>10</b> Gain from Form 4797, Part I					<b>10</b>
<b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet					<b>11</b> ( )
<b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back					<b>12</b> -2,121,467.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr )	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		-2,944,061.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>14a</b>		-2,121,467.
b	Unrecaptured section 1250 gain (see line 18 of the wrkst ) . . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . . ▶	<b>15</b>		-5,065,528.

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

<b>Part IV Capital Loss Limitation</b>	
<b>16</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the <b>smaller</b> of: a The loss on line 15, column (3) or b \$3,000 . . . . .
<b>16</b>	( 3,000.)

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

<b>Part V Tax Computation Using Maximum Capital Gains Rates</b>	
<b>Form 1041 filers.</b> Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.	
<b>Caution:</b> Skip this part and complete the <b>Schedule D Tax Worksheet</b> in the instructions if: • Either line 14b, col (2) or line 14c, col (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero	
<b>Form 990-T trusts.</b> Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the <b>Schedule D Tax Worksheet</b> in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.	

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>		
<b>18</b>	Enter the <b>smaller</b> of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>		
<b>19</b>	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .	<b>19</b>		
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>		
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . . . ▶	<b>21</b>		
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>		
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>		
<b>24</b>	Enter the <b>smaller</b> of the amount on line 17 or \$2,400 . . . . .	<b>24</b>		
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26; go to line 27 and check the "No" box <input type="checkbox"/> <b>No.</b> Enter the amount from line 23 . . . . .	<b>25</b>		
<b>26</b>	Subtract line 25 from line 24 . . . . .	<b>26</b>		
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> <b>No.</b> Enter the smaller of line 17 or line 22 . . . . .	<b>27</b>		
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>		
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>		
<b>30</b>	Multiply line 29 by 15% (.15) . . . . .	<b>30</b>		
<b>31</b>	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>31</b>		
<b>32</b>	Add lines 30 and 31 . . . . .	<b>32</b>		
<b>33</b>	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>33</b>		
<b>34</b>	<b>Tax on all taxable income.</b> Enter the <b>smaller</b> of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .	<b>34</b>		

Schedule D (Form 1041) 2012

Employer identification number

51-6017929

[illegible]

**6b Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . . -8,839,902.

Schedule D-1 (Form 1041) 2012

REALIZED GAINS AND LOSSES  
F. M. KIRBY FOUNDATION, INC  
PORTION OF THE ACCOUNT MANAGED BY  
BRANDES INVESTMENT PARTNERS  
From 01-01-12 Through 12-31-12

<u>Date</u>	<u>Quantity</u>	<u>Security</u>	<u>Cost</u> <u>Basis</u>	<u>Proceeds</u>	<u>Gain Or Loss</u>
1/3/2012	21900	Morrison Supermarket PLC ORD	75,744	109,082	33,338
1/3/2012		Pound Sterling (GBP)	109,082	109,344	263 @
1/4/2012	3700	Lowe's Companies	79,071	96,847	17,777
1/17/2012	5200	Pfizer Inc	130,451	114,537	(15,914)
1/18/2012	1570	Lowe's Companies	33,552	43,002	9,450
1/19/2012	333000	Mizuho Financial Group ORD	1,942,030	462,721	(1,479,309)
1/19/2012		Japanese Yen (JPY)	462,721	464,701	1,980 @
1/19/2012	430	Lowe's Companies	9,189	11,667	2,478
1/31/2012	3400	Lowe's Companies	72,659	92,328	19,669
2/9/2012	23700	Lowe's Companies	506,479	638,940	132,461
2/10/2012	1700	Microsoft Corporation	40,395	52,092	11,697
2/14/2012		Swedish Kroners (SEK)	96,934	96,131	(804) @
2/16/2012	3400	Seven & I Holdings Co Ltd ORD	81,094	94,358	13,264
2/16/2012	4600	Toyota Motor Corp ORD	184,214	178,462	(5,752)
2/16/2012		Japanese Yen (JPY)	94,358	96,088	1,730 @
2/16/2012		Japanese Yen (JPY)	178,462	181,734	3,272 @
2/16/2012	67	Chevron Corporation	5,002	7,134	2,132
2/16/2012	833	Chevron Corporation	62,185	88,677	26,491
2/17/2012	3900	BB&T Corporation	107,806	117,588	9,782
2/20/2012		Pound Sterling (GBP)	141,679	143,245	1,566 @
2/20/2012		European Currency (EMU)	141,879	143,995	2,116 @
2/21/2012		European Currency (EMU)	50,685	51,259	574 @
2/21/2012		European Currency (EMU)	117,598	118,930	1,332 @
2/23/2012	3172	Microsoft Corporation	75,373	99,564	24,192
2/23/2012	2962	Microsoft Corporation	70,383	92,990	22,607
2/24/2012	2866	Microsoft Corporation	68,102	89,973	21,871
2/28/2012		Pound Sterling (GBP)	63,012	63,506	494 @
2/29/2012		Pound Sterling (GBP)	78,916	78,916	- @
3/2/2012	1720	Western Digital Corp.	44,572	68,110	23,539
3/5/2012		European Currency (EMU)	83,306	83,824	518 @
3/5/2012	1855	Microsoft Corporation	44,078	59,293	15,214
3/6/2012	3745	Microsoft Corporation	88,989	118,348	29,360
3/8/2012	8500	Sony Corporation ORD	246,725	179,604	(67,121)
3/8/2012		Japanese Yen (JPY)	179,604	179,604	- @
3/9/2012		Pound Sterling (GBP)	22,059	22,059	- @
4/2/2012		Pound Sterling (GBP)	57,026	57,448	422 @
4/2/2012		Pound Sterling (GBP)/ Income	7,873	7,742	(131) @
4/2/2012		Japanese Yen (JPY)/Income	11,120	11,001	(119) @
4/2/2012	2720	PNC Financial Services Group, Inc	142,368	174,724	32,356
4/2/2012	2239	BB&T Corporation	61,892	70,238	8,346
4/3/2012	1141	BB&T Corporation	31,540	35,876	4,336
4/3/2012	1120	BB&T Corporation	30,960	35,220	4,260
4/10/2012		European Currency (EMU)	252,811	252,124	(688) @
4/13/2012	8300	BB&T Corporation	229,433	256,968	27,535
4/13/2012	5271	Intel Corporation	97,737	148,435	50,698
4/17/2012		European Currency (EMU)	191,973	191,058	(915) @
4/17/2012	2580	BB&T Corporation	71,318	80,301	8,984
4/18/2012		European Currency (EMU)	184,360	184,360	- @
4/18/2012		European Currency (EMU)	134,739	134,739	- @
4/18/2012	1086	BB&T Corporation	30,020	33,958	3,938
4/19/2012	634	BB&T Corporation	17,525	19,827	2,301
4/24/2012		European Currency (EMU)	64,435	64,437	2 @
4/26/2012	1200	Chevron Corporation	89,583	126,770	37,188

SCHEDULE D ATTACHMENT - A

5/2/2012	2000 AT&T Corporation	51,845	65,961	14,115
5/2/2012	1900 Intel Corporation	35,231	55,507	20,277
5/4/2012	European Currency (EMU)	99,944	100,181	238 @
5/4/2012	4100 AT&T Corporation	106,283	134,718	28,435
5/8/2012	3470 AT&T Corporation	89,952	114,551	24,600
5/9/2012	4430 AT&T Corporation	114,837	145,540	30,703
5/11/2012	5343 AT&T Corporation	138,505	180,154	41,649
5/15/2012	European Currency (EMU)	54,860	54,726	(133) @
5/16/2012	1938 AT&T Corporation	50,238	64,529	14,290
5/17/2012	European Currency (EMU)	113,235	113,235	- @
5/17/2012	3866 AT&T Corporation	100,217	128,780	28,563
5/17/2012	2474 Pfizer Inc	62,064	55,820	(6,245)
5/17/2012	5126 Pfizer Inc.	128,594	116,334	(12,260)
6/4/2012	European Currency (EMU)	88,992	88,992	- @
6/4/2012	European Currency (EMU)	44,491	44,491	- @
6/5/2012	European Currency (EMU)	53,617	53,693	76 @
6/5/2012	European Currency (EMU)	54,994	54,994	- @
6/5/2012	European Currency (EMU)	53,617	53,617	- @
6/7/2012	17 RTS - Telefonica S.A ORD	6	5	(1)
6/7/2012	1272 Chevron Corporation	94,958	128,781	33,823
6/8/2012	European Currency (EMU)	5	5	(0) @
6/11/2012	3239 Chevron Corporation	241,799	327,469	85,670
6/11/2012	355 Chevron Corporation	26,502	35,680	9,178
6/21/2012	2000 Unilever NV ORD	50,973	64,905	13,932
6/21/2012	European Currency (EMU)	64,905	64,269	(636) @
6/22/2012	European Currency (EMU)/ Income	4,091	3,947	(144) @
6/26/2012	3600 Seven & I Holdings Co. Ltd ORD	85,864	104,102	18,238
6/29/2012	7200 News Corp Inc	111,969	158,834	46,865
7/4/2012	3100 Seven & I Holdings Co. Ltd ORD	73,938	92,315	18,377
7/5/2012	1600 Seven & I Holdings Co. Ltd ORD	38,162	48,275	10,113
7/5/2012	Japanese Yen (JPY)	48,275	48,275	- @
7/6/2012	2200 Seven & I Holdings Co. Ltd ORD	52,472	66,128	13,656
7/6/2012	Japanese Yen (JPY)	66,128	66,128	- @
7/13/2012	3330 Merck & Co., Inc.	108,474	144,276	35,802
7/20/2012	17964 OI S.A. (Common ADR)	269,505	98,530	(170,975)
7/20/2012	13871 OI S.A. (Preferred ADR)	369,305	197,003	(172,302)
7/24/2012	1545 OI S.A. (Common ADR)	23,179	8,165	(15,014)
7/26/2012	Pound Sterling (GBP)	239,327	239,327	- @
7/30/2012	Pound Sterling (GBP)	120,699	120,699	- @
7/30/2012	1400 Lilly (Eli) & Co	48,757	61,653	12,895
8/1/2012	Pound Sterling (GBP)	131,220	131,220	- @
8/7/2012	Pound Sterling (GBP)	96,068	96,099	31 @
8/8/2012	Pound Sterling (GBP)	75,570	75,570	- @
8/10/2012	700 Sanofi-Aventis SA ORD	55,216	58,241	3,025
8/10/2012	European Currency (EMU)	58,241	58,241	- @
8/14/2012	35300 KeyCorp	414,790	292,306	(122,484)
8/16/2012	12400 Seven & I Holdings Co. Ltd ORD	295,754	416,222	120,468
8/16/2012	Japanese Yen (JPY)	416,222	416,222	- @
8/17/2012	5600 News Corp Inc	87,087	130,046	42,959
8/17/2012	2100 Pepsico Inc.	129,886	153,893	24,008
8/20/2012	Pound Sterling (GBP)	48,715	48,711	(4) @
8/21/2012	Pound Sterling (GBP)	49,022	48,868	(154) @
8/24/2012	2298 Valero Energy Corp	42,805	67,339	24,534
8/24/2012	3102 Valero Energy Corp	57,781	90,213	32,432
8/27/2012	6554 General Electric Co.	109,219	136,508	27,289
8/27/2012	2636 General Electric Co.	43,928	54,854	10,926
8/27/2012	4200 Valero Energy Corp.	78,234	128,187	49,954
8/31/2012	Japanese Yen (JPY)	205,942	205,942	- @
9/6/2012	486 Valero Energy Corp.	9,053	15,214	6,161
9/6/2012	5014 Valero Energy Corp.	93,396	157,056	63,659
9/7/2012	4880 News Corp Inc	75,890	119,139	43,249
9/10/2012	1720 News Corp Inc	26,748	41,718	14,970

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9/11/2012	Pound Sterling (GBP)	175,394	175,394	- @
9/11/2012	European Currency (EMU)	141,851	141,851	- @
9/11/2012	4000 Unilever NV ORD	101,946	141,851	39,905
9/14/2012	1300 Sanofi-Aventis SA ORD	102,544	111,227	8,683
9/14/2012	European Currency (EMU)	117,245	117,245	- @
9/14/2012	4738 General Electric Co.	78,957	104,478	25,522
9/14/2012	7372 General Electric Co	122,851	162,486	39,635
9/24/2012	4400 Deutsche Telekom AG ORD	89,684	56,606	(33,078)
9/24/2012	European Currency (EMU)	56,606	56,606	- @
9/27/2012	24310 General Electric Co	405,115	546,139	141,024
9/28/2012	Pound Sterling (GBP)	45,673	45,589	(84) @
9/28/2012	3700 Valero Energy Corp.	68,920	116,887	47,966
10/1/2012	Japanese Yen (JPY)	72,363	72,363	- @
10/3/2012	16400 Sainsbury, J. PLC ORD	92,432	92,096	(336)
10/3/2012	Pound Sterling (GBP)	92,096	91,843	(254) @
10/15/2012	Swedish Kroners (SEK)	240,926	240,926	- @
10/22/2012	1600 Lilly (Eli) & Co	55,723	85,096	29,373
10/24/2012	Pound Sterling (GBP)	158,332	157,160	(1,172) @
10/24/2012	27400 Sainsbury, J PLC ORD	154,430	158,332	3,902
11/26/2012	27500 America Movil SA Ser L (ADR)	626,874	655,485	28,611
11/26/2012	74523 Bank of America Corp.	4,359,061	731,513	(3,627,548)
11/26/2012	22100 Bank of New York Mellon Corp	524,762	535,293	10,530
11/26/2012	126067 Boston Scientific Corp.	1,927,153	720,631	(1,206,521)
11/26/2012	25000 Centrais Electricas Brasileiras (ADR)	373,697	81,919	(291,778)
11/26/2012	68630 Chesapeake Energy Corp	1,411,442	1,178,766	(232,676)
11/26/2012	17162 Citigroup Inc.	471,129	610,002	138,873
11/26/2012	65140 Corning Inc	1,062,125	733,312	(328,813)
11/26/2012	51831 Hewlett-Packard Company	1,113,879	640,616	(473,262)
11/26/2012	23378 Intel Corporation	470,674	461,109	(9,565)
11/26/2012	26000 Kroger Co.	534,585	639,324	104,739
11/26/2012	12100 Lilly (Eli) & Co	421,403	567,930	146,527
11/26/2012	48308 Masco Corp	811,634	812,496	862
11/26/2012	13854 Merck & Co , Inc	451,289	608,801	157,512
11/26/2012	52900 Microsoft Corporation	1,257,008	1,449,622	192,614
11/26/2012	42100 News Corp Inc	654,707	1,012,187	357,480
11/26/2012	56757 OI S.A. (Preferred ADR)	503,704	216,413	(287,291)
11/26/2012	6168 PNC Financial Services Group, Inc	322,840	340,200	17,360
11/26/2012	18672 Pepsico Inc	1,166,155	1,303,940	137,785
11/26/2012	43100 Pfizer Inc	1,081,234	1,049,229	(32,006)
11/26/2012	48180 Safeway, Inc.	1,114,336	797,271	(317,065)
11/26/2012	15298 State Street Corporation	655,200	687,267	32,068
11/26/2012	28700 TIM Participacoes SA (ADR)	578,688	516,106	(62,582)
11/26/2012	12375 Valero Energy Corp.	230,511	388,984	158,474
11/26/2012	32598 Wells Fargo Company	2,006,635	1,068,120	(938,515)
11/26/2012	23530 Western Digital Corp	609,749	822,831	213,081
11/26/2012	70700 Xerox Corp.	806,227	465,028	(341,199)
11/26/2012	27500 TE Connectivity Ltd	584,945	956,367	371,422
11/26/2012	11200 Lukoil Oil Company Sponsored (ADR)	647,852	692,371	44,519
11/28/2012	73200 Deutsche Telekom AG ORD	1,492,020	796,383	(695,637)
11/28/2012	European Currency (EMU)	796,383	796,966	584 @
11/29/2012	39300 Daiichi Sankyo ORD	773,739	599,439	(174,300)
11/29/2012	41186 Carrefour Supermarche ORD	1,329,504	999,171	(330,333)
11/29/2012	77389 France Telecom SA ORD	1,593,415	823,330	(770,085)
11/29/2012	12156 Sanofi-Aventis SA ORD	958,866	1,087,309	128,443
11/29/2012	68500 STMicroelectronics NV ORD	914,240	412,530	(501,709)
11/29/2012	18758 Astra Zeneca PLC ORD	982,687	865,657	(117,031)
11/29/2012	148600 BP PLC ORD	1,128,502	1,032,426	(96,076)
11/29/2012	46799 CRH PLC ORD	855,279	836,977	(18,302)
11/29/2012	38333 GlaxoSmithKline ORD	935,602	823,464	(112,138)
11/29/2012	119115 Marks & Spencer PLC ORD	751,911	717,074	(34,837)
11/29/2012	87900 Sainsbury, J. PLC ORD	495,415	467,493	(27,922)
11/29/2012	22400 Canon Inc. ORD	753,038	804,712	51,674

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11/29/2012	25400 Fuji Photo Film ORD	793,758	461,934	(331,824)
11/29/2012	18400 Honda Motor Ltd ORD	659,592	623,050	(36,542)
11/29/2012	21700 Tokio Marine Holdings ORD	589,868	576,910	(12,958)
11/29/2012	128100 Mitsubishi UFJ Financial Group ORD	1,412,852	589,236	(823,617)
11/29/2012	38600 MS&AD Insurance Group Holdings ORD	1,563,256	697,518	(865,738)
11/29/2012	23400 Nippon Telegraph & Telephone ORD	1,339,820	1,047,149	(292,671)
11/29/2012	18200 Sony Corporation ORD	528,282	183,779	(344,504)
11/29/2012	14800 Takeda Pharmaceutical Co. Ltd ORD	856,125	669,994	(186,130)
11/29/2012	25900 Toyota Motor Corp ORD	1,037,203	1,122,196	84,993
11/29/2012	16200 Astellas Pharma Inc ORD	623,134	799,697	176,563
11/29/2012	112632 Aegon NV ORD	1,132,142	634,249	(497,893)
11/29/2012	52760 Koninklijke Ahold NV ORD	524,916	657,937	133,021
11/29/2012	5500 NKSJ Holdings Inc. ORD	147,453	105,759	(41,693)
11/29/2012	225000 Intesa Sanpaolo Spa ORD	673,413	369,449	(303,964)
11/29/2012	68100 ENI Spa ORD	1,590,629	1,572,970	(17,659)
11/29/2012	71100 Ericsson LM ORD	828,610	635,957	(192,653)
11/29/2012	39200 Portugal Telecom ORD	550,882	184,701	(366,181)
11/29/2012	54884 GDF Suez ORD	1,246,973	1,216,651	(30,323)
11/29/2012	25400 Unilever NV ORD	647,360	947,488	300,128
11/29/2012	120400 Morrison Supermarket PLC ORD	416,417	503,945	87,527
11/29/2012	17000 Sumitomo Mitsui Financial Group ORD	1,225,783	535,924	(689,860)
11/29/2012	12700 Swiss Reinsurance AG ORD	566,351	900,270	333,919
11/29/2012	919857 Telecom Italia Spa ORD	2,510,821	831,526	(1,679,295)
11/29/2012	443700 Telecom Italia Spa RNC ORD	1,032,517	345,740	(686,777)
11/29/2012	28400 Total SA ORD	1,589,051	1,414,198	(174,852)
11/29/2012	Swiss Francs (CHF)	900,270	901,371	1,100 @
11/29/2012	European Currency (EMU)	301,972	302,196	223 @
11/29/2012	European Currency (EMU)	999,171	999,911	739 @
11/29/2012	European Currency (EMU)	1,087,309	1,088,114	805 @
11/29/2012	European Currency (EMU)	823,330	823,939	609 @
11/29/2012	European Currency (EMU)	1,216,651	1,217,551	900 @
11/29/2012	European Currency (EMU)	369,449	369,723	273 @
11/29/2012	European Currency (EMU)	1,572,970	1,574,134	1,164 @
11/29/2012	European Currency (EMU)	831,526	832,141	615 @
11/29/2012	European Currency (EMU)	345,740	345,996	256 @
11/29/2012	European Currency (EMU)	947,488	948,189	701 @
11/29/2012	European Currency (EMU)	412,530	412,836	305 @
11/29/2012	European Currency (EMU)	657,937	658,424	487 @
11/29/2012	European Currency (EMU)	1,414,198	1,415,245	1,047 @
11/29/2012	European Currency (EMU)	184,701	184,838	137 @
11/29/2012	European Currency (EMU)	332,277	332,523	246 @
11/29/2012	Pound Sterling (GBP)	467,493	467,738	246 @
11/29/2012	Pound Sterling (GBP)	503,945	504,210	265 @
11/29/2012	Pound Sterling (GBP)	1,032,426	1,032,968	542 @
11/29/2012	Pound Sterling (GBP)	823,464	823,896	433 @
11/29/2012	Pound Sterling (GBP)	865,657	866,111	455 @
11/29/2012	Pound Sterling (GBP)	836,977	837,417	440 @
11/29/2012	Pound Sterling (GBP)	717,074	717,451	377 @
11/29/2012	Japanese Yen (JPY)	105,759	106,082	322 @
11/29/2012	Japanese Yen (JPY)	804,712	807,165	2,453 @
11/29/2012	Japanese Yen (JPY)	183,779	184,339	560 @
11/29/2012	Japanese Yen (JPY)	669,994	672,037	2,042 @
11/29/2012	Japanese Yen (JPY)	599,439	601,266	1,827 @
11/29/2012	Japanese Yen (JPY)	1,122,196	1,125,616	3,420 @
11/29/2012	Japanese Yen (JPY)	1,047,149	1,050,340	3,192 @
11/29/2012	Japanese Yen (JPY)	461,934	463,342	1,408 @
11/29/2012	Japanese Yen (JPY)	623,050	624,949	1,899 @
11/29/2012	Japanese Yen (JPY)	697,518	699,644	2,126 @
11/29/2012	Japanese Yen (JPY)	535,924	537,557	1,633 @
11/29/2012	Japanese Yen (JPY)	589,236	591,032	1,796 @
11/29/2012	Japanese Yen (JPY)	576,910	578,668	1,758 @
11/29/2012	Japanese Yen (JPY)	799,697	802,135	2,437 @

## SCHEDULE D ATTACHMENT - A



11/29/2012	Swedish Kroners (SEK)	635,957	637,296	1,339 @
11/29/2012	European Currency (EMU)	302,436	302,196	(241) @
11/29/2012	22910 Telefonica SA ORD	264,556	302,436	37,880
TOTAL GAINS				5,398,471
TOTAL LOSSES				(20,708,597)
		108,341,885	93,031,760	(15,310,126)

An '@' denotes a currency transaction.

REALIZED GAINS AND LOSSES  
F.M. KIRBY FOUNDATION, INC.  
PORTION OF THE ACCOUNT MANAGED BY  
OAKTREE CAPITAL MANAGEMENT  
From 01-01-12 Through 12-31-12

<u>Date</u>	<u>Quantity</u>	<u>Security</u>	<u>Cost Basis</u>	<u>Proceeds</u>	<u>Gain Or Loss</u>
1/3/2012	15000	Viropharma Inc. 2.000% Due 03-15-17	13,055	24,143	11,088
1/4/2012	9000	Viropharma Inc. 2.000% Due 03-15-17	7,833	14,423	6,590
1/6/2012	100	Interpublic Group 5.250% CV PFD	64,754	97,998	33,245
1/9/2012	35000	Gilead Sciences, Inc. 1.625% Due 05-01-16	36,620	40,775	4,155
1/10/2012	700	MetLife Inc. 5% CV PFD	58,482	46,689	(11,793)
1/10/2012	500	MetLife Inc. 5% CV PFD	41,773	33,549	(8,224)
1/10/2012	400	MetLife Inc. 5% CV PFD	33,418	26,679	(6,739)
1/10/2012	280000	Integra Lifesciences Holdings 144A 0.625% Due 12-15-16	270,426	224,350	(46,076)
1/10/2012	185000	Integra Lifesciences Holdings 144A 0.625% Due 12-15-16	178,674	148,463	(30,212)
1/11/2012	1200	General Motors Corporation 4.75% CV PFD B	60,927	47,975	(12,952)
1/11/2012	35000	Alere Inc. 3.000% Due 05-15-16	35,711	32,725	(2,986)
1/11/2012	1200	General Motors Corporation 4.75% CV PFD B	60,927	47,963	(12,964)
1/11/2012	45000	Molycorp Inc. 144A 3.250% Due 06-15-16	46,822	39,600	(7,222)
1/12/2012	35000	Alliance Data Systems 1.750% Due 08-01-13	33,431	49,438	16,006
1/12/2012	20000	SL Green Operating Partners 144A 3.000% Due 10-15-17	20,350	21,200	850
1/12/2012	40000	James River coal Company 4.500% Due 12-01-15	43,233	30,600	(12,633)
1/12/2012	30000	James River Coal Company 144A 3.125% Due 03-15-18	31,512	17,888	(13,625)
1/12/2012	2100	General Motors Corporation 4.75% CV PFD B	106,623	83,894	(22,729)
1/12/2012	1000	MetLife Inc. 5% CV PFD	83,546	68,951	(14,595)
1/13/2012	500	MetLife Inc. 5% CV PFD	41,773	34,024	(7,749)
1/13/2012	400	Fifth Third Bancorp 8.5% CV PFD	31,708	58,399	26,691
1/13/2012	20000	James River Coal Company 144A 3.125% Due 03-15-18	21,008	11,600	(9,408)
1/17/2012	40000	Chesapeake Energy Corporation 2.750% Due 11-15-35	44,501	38,300	(6,201)
1/17/2012	5000	Equinix Inc. 4 750% Due 06-15-16	5,652	7,650	1,998
1/17/2012	70000	Alliance Data Systems 1 750% Due 08-01-13	66,863	99,400	32,537
1/17/2012	5000	Equinix Inc. 4.750% Due 06-15-16	5,652	7,625	1,973
1/17/2012	50000	Chesapeake Energy Corporation 2.750% Due 11-15-35	55,627	47,938	(7,689)
1/18/2012	35000	Covanta Holding Corporation 3.250% Due 06-01-14	36,905	37,450	545
1/18/2012	400	MetLife Inc. 5% CV PFD	33,418	27,279	(6,139)
1/18/2012	35000	Alliance Data Systems 1.750% Due 08-01-13	33,431	50,269	16,837

**SCHEDULE D ATTACHMENT - B**

1/18/2012	50000 Salix Pharmaceuticals 2.750% Due 05-15-15	55,498	66,125	10,627
1/18/2012	100000 James River Coal Company 144A 3.125% Due 03-15-18	105,041	56,250	(48,791)
1/18/2012	5000 Alliance Data Systems 1.750% Due 08-01-13	4,776	7,175	2,399
1/18/2012	10000 Electronic Arts Inc CV 144A 0.750% Due 07-15-16	9,684	9,438	(247)
1/18/2012	30000 Equinix Inc. 4.750% Due 06-15-16	33,912	45,938	12,026
1/18/2012	20000 Omnicare Inc 3.750% Due 12-15-25	21,218	28,000	6,782
1/18/2012	15000 Nuasive Inc. 2.750% Due 07-01-17	15,010	11,625	(3,385)
1/19/2012	25000 Covanta Holding Corporation 3.250% Due 06-01-14	26,360	26,344	(17)
1/19/2012	40000 Gilead Sciences Inc. 0.625% Due 05-01-13	47,289	51,400	4,111
1/19/2012	80000 Gilead Sciences Inc 0.625% Due 05-01-13	94,577	103,000	8,423
1/19/2012	35000 Gilead Sciences, Inc. 1.625% Due 05-01-16	36,620	43,181	6,561
1/19/2012	45000 Gilead Sciences Inc. 0.625% Due 05-01-13	53,200	57,994	4,794
1/19/2012	95000 Gilead Sciences, Inc. 1.625% Due 05-01-16	99,398	117,206	17,809
1/24/2012	40000 Equinix Inc. 4.750% Due 06-15-16	45,216	62,267	17,051
1/25/2012	35000 Alliant Techsystems Inc. 3.000% Due 08-15-24	37,896	36,575	(1,321)
1/25/2012	75000 Host Hotels & Resorts 2.500% Due 10-15-29	80,047	100,688	20,641
1/25/2012	100000 Equinix Inc. 4.750% Due 06-15-16	113,039	156,514	43,475
1/25/2012	45000 Alliant Techsystems Inc. 3.000% Due 08-15-24	48,723	46,856	(1,867)
1/25/2012	1000 MetLife Inc. 5% CV PFD	83,546	70,449	(13,097)
1/25/2012	500 Citigroup Inc. 7.50% CV PFD	59,115	45,099	(14,016)
1/26/2012	30000 Molycorp Inc. 144A 3.250% Due 06-15-16	31,215	27,900	(3,315)
1/26/2012	390 ATP Oil & Gas Corp CV PFD 144A	39,651	13,455	(26,196)
1/26/2012	25000 Equinix Inc. 4.750% Due 06-15-16	28,260	40,438	12,178
1/26/2012	45000 SBA Communications Corporation 1.875% Due 05-01-13	41,496	53,100	11,604
1/26/2012	215000 Owens Brockway 144A 3.000% Due 06-01-15	217,930	209,088	(8,842)
1/26/2012	40000 SBA Communications Corporation 1.875% Due 05-01-13	36,885	47,150	10,265
1/27/2012	15000 James River Coal Company 144A 3.125% Due 03-15-18	15,756	8,850	(6,906)
1/30/2012	40000 Equinix Inc. 4.750% Due 06-15-16	45,216	63,800	18,584
1/30/2012	5000 Equinix Inc. 4.750% Due 06-15-16	5,652	7,976	2,324
1/30/2012	45000 Alliance Data Systems 1.750% Due 08-01-13	42,983	64,800	21,817
1/30/2012	45000 Host Hotels & Resorts	48,028	60,300	12,272

**SCHEDULE D ATTACHMENT - B**

	2.500% Due 10-15-29			
1/31/2012	70000 Liberty Media Corporation 0.750% Due 03-30-23	75,884	81,900	6,016
1/31/2012	30000 Alliant Techsystems Inc. 3.000% Due 08-15-24	32,482	31,500	(982)
1/31/2012	25000 Equinix Inc. 4.750% Due 06-15-16	28,260	40,034	11,774
1/31/2012	20000 Equinix Inc. 4.750% Due 06-15-16	22,608	31,925	9,317
1/31/2012	70000 Liberty Media Corporation 0.750% Due 03-30-23	75,884	81,944	6,059
2/1/2012	50000 Chesapeake Energy Corporation 2.750% Due 11-15-35	55,627	47,250	(8,377)
2/1/2012	10000 Regeneron Pharmaceuticals 144A 1.875% Due 10-01-16	11,301	12,840	1,539
2/2/2012	55000 Alliant Techsystems Inc. 3.000% Due 08-15-24	59,550	57,001	(2,549)
2/2/2012	40000 SBA Communications Corporation 1.875% Due 05-01-13	36,885	47,300	10,415
2/2/2012	20000 Alliance Data Systems 1.750% Due 08-01-13	19,104	29,650	10,546
2/2/2012	20000 Alliance Data Systems 1.750% Due 08-01-13	19,104	29,600	10,496
2/2/2012	25000 Regeneron Pharmaceuticals 144A 1.875% Due 10-01-16	28,253	32,507	4,255
2/2/2012	20000 Regeneron Pharmaceuticals 144A 1.875% Due 10-01-16	22,602	26,050	3,448
2/3/2012	40000 Alliance Data Systems 1.750% Due 08-01-13	38,207	59,593	21,385
2/3/2012	28000 Vertex Pharmaceuticals 3.350% Due 10-01-15	29,638	30,625	987
2/3/2012	35000 Alliant Techsystems Inc. 3.000% Due 08-15-24	37,896	36,488	(1,408)
2/3/2012	40000 Alliance Data Systems 1.750% Due 08-01-13	38,207	60,200	21,993
2/3/2012	40000 Alliance Data Systems 1.750% Due 08-01-13	38,207	59,400	21,193
2/3/2012	80000 SBA Communications Corporation 1.875% Due 05-01-13	73,771	94,400	20,629
2/3/2012	18000 Vertex Pharmaceuticals 3.350% Due 10-01-15	19,053	19,845	792
2/6/2012	20000 Regeneron Pharmaceuticals 144A 1.875% Due 10-01-16	22,602	27,375	4,773
2/6/2012	10000 Omnicare Inc. 3.750% Due 12-15-25	10,609	13,391	2,782
2/6/2012	20000 Alliance Data Systems 1.750% Due 08-01-13	19,104	30,225	11,122
2/6/2012	35000 Alliance Data Systems 1.750% Due 08-01-13	33,431	52,984	19,553
2/6/2012	5000 Covanta Holding Corporation 3.250% Due 06-01-14	5,272	5,475	203
2/6/2012	15000 James River coal Company 4.500% Due 12-01-15	16,212	10,824	(5,388)
2/6/2012	40000 James River Coal Company 144A 3.125% Due 03-15-18	42,016	23,206	(18,810)
2/7/2012	35000 Regeneron Pharmaceuticals 144A 1.875% Due 10-01-16	39,554	47,863	8,309
2/7/2012	8000 James River Coal Company 144A	8,403	4,640	(3,763)

**SCHEDULE D ATTACHMENT - B**

	3.125% Due 03-15-18			
2/7/2012	25000 Host Hotels & Resorts	26,682	34,656	7,974
	2.500% Due 10-15-29			
2/7/2012	5000 Chemed Corporation	4,385	4,944	559
	1.875% Due 05-15-14			
2/7/2012	5000 Molycorp Inc. 144A	5,202	4,488	(715)
	3.250% Due 06-15-16			
2/7/2012	25000 Regeneron Pharmaceuticals 144A	28,253	33,875	5,622
	1.875% Due 10-01-16			
2/7/2012	56000 Intel Corporation 144A	63,086	75,600	12,514
	3.250% Due 08-01-39			
2/7/2012	15000 Intel Corporation	15,933	16,988	1,054
	2.950% Due 12-15-35			
2/7/2012	45000 CACI International Inc.	47,881	54,113	6,232
	2.125% Due 05-01-14			
2/7/2012	65000 Alliance Data Systems	62,087	97,825	35,738
	1.750% Due 08-01-13			
2/7/2012	40000 Liberty Media Corporation	43,363	47,450	4,087
	0.750% Due 03-30-23			
2/7/2012	35000 Gilead Sciences, Inc.	36,620	47,775	11,155
	1.625% Due 05-01-16			
2/7/2012	1700 General Motors Corporation 4.75% CV PFD B	86,314	73,864	(12,450)
2/7/2012	30000 MGM Resorts International	30,423	32,813	2,390
	4.250% Due 04-15-15			
2/7/2012	15000 Regeneron Pharmaceuticals 144A	16,952	20,325	3,373
	1.875% Due 10-01-16			
2/7/2012	30000 Alliance Data Systems	28,655	45,225	16,570
	1.750% Due 08-01-13			
2/7/2012	5000 Alere Inc.	5,102	4,831	(270)
	3.000% Due 05-15-16			
2/7/2012	45000 Gilead Sciences, Inc.	47,083	61,425	14,342
	1.625% Due 05-01-16			
2/7/2012	35000 Gilead Sciences, Inc.	36,620	47,863	11,242
	1.625% Due 05-01-16			
2/8/2012	25000 Regeneron Pharmaceuticals 144A	28,253	34,344	6,091
	1.875% Due 10-01-16			
2/8/2012	35000 Alliance Data Systems	33,431	53,331	19,900
	1.750% Due 08-01-13			
2/8/2012	50000 Host Hotels & Resorts	53,365	68,763	15,398
	2.500% Due 10-15-29			
2/8/2012	80000 RTI International Metals	83,974	82,000	(1,974)
	3.000% Due 12-01-15			
2/8/2012	20000 Regeneron Pharmaceuticals 144A	22,602	27,350	4,748
	1.875% Due 10-01-16			
2/8/2012	20000 James River Coal Company 144A	21,008	11,600	(9,408)
	3.125% Due 03-15-18			
2/9/2012	900 Citigroup Inc. 7.50% CV PFD	106,408	90,179	(16,229)
2/9/2012	55000 Regeneron Pharmaceuticals 144A	62,156	76,728	14,571
	1.875% Due 10-01-16			
2/9/2012	35000 Alliance Data Systems	33,431	53,550	20,119
	1.750% Due 08-01-13			
2/9/2012	55000 RTI International Metals	57,732	56,100	(1,632)
	3.000% Due 12-01-15			
2/10/2012	65000 Lam Research Corp.	66,274	67,113	839
	1.250% Due 05-15-18			
2/10/2012	45000 RTI International Metals	47,235	45,619	(1,616)
	3.000% Due 12-01-15			
2/10/2012	40000 Regeneron Pharmaceuticals 144A	45,205	55,600	10,395

#### SCHEDULE D ATTACHMENT - B

	1.875% Due 10-01-16			
2/10/2012	30000 James River Coal Company 144A 3.125% Due 03-15-18	31,512	16,850	(14,662)
2/10/2012	25000 Alliant Techsystems Inc. 3.000% Due 08-15-24	27,068	26,125	(943)
2/10/2012	125000 James River Coal Company 144A 3.125% Due 03-15-18	131,301	69,039	(62,263)
2/13/2012	20000 Regeneron Pharmaceuticals 144A 1.875% Due 10-01-16	22,602	29,955	7,353
2/13/2012	20000 Regeneron Pharmaceuticals 144A 1.875% Due 10-01-16	22,602	30,459	7,857
2/14/2012	35000 James River Coal Company 144A 3.125% Due 03-15-18	36,764	19,250	(17,514)
2/14/2012	75000 Time Warner Telecom 2.375% Due 04-01-26	72,077	91,219	19,142
2/14/2012	50000 Lennar Corp. 144A 2.750% Due 12-15-20	52,326	64,188	11,862
2/14/2012	30000 Teleflex Inc 3.875% Due 08-01-17	31,205	36,375	5,170
2/14/2012	30000 Time Warner Telecom 2.375% Due 04-01-26	28,831	36,488	7,657
2/17/2012	25000 James River Coal Company 144A 3.125% Due 03-15-18	26,260	13,500	(12,760)
2/17/2012	35000 Vertex Pharmaceuticals 3.350% Due 10-01-15	37,047	39,375	2,328
2/17/2012	1400 Apache Corporation 6.0% CV PFD	72,146	85,328	13,183
2/17/2012	500 Apache Corporation 6.0% CV PFD	25,766	30,474	4,708
2/17/2012	20000 Vertex Pharmaceuticals 3.350% Due 10-01-15	21,170	22,450	1,280
2/21/2012	115000 Chesapeake Energy Corporation 2.750% Due 11-15-35	127,941	113,994	(13,948)
2/21/2012	35000 Lam Research Corp. 144A 0.500% Due 05-15-16	35,401	35,569	168
2/21/2012	35000 Intel Corporation 144A 3.250% Due 08-01-39	39,429	48,038	8,609
2/21/2012	10000 Host Hotels & Resorts 2.500% Due 10-15-29	10,673	13,238	2,565
2/21/2012	90 Energy XXI Bermuda 5.625% CV PFD	25,634	36,037	10,403
2/21/2012	50000 PHH Corp. 4.000% Due 09-01-14	51,235	47,723	(3,512)
2/21/2012	20000 MGM Resorts International 4.250% Due 04-15-15	20,347	22,000	1,653
2/21/2012	70000 Intel Corporation 144A 3.250% Due 08-01-39	78,858	95,900	17,042
2/21/2012	600 Apache Corporation 6 0% CV PFD	30,920	36,725	5,805
2/21/2012	20000 Vertex Pharmaceuticals 3.350% Due 10-01-15	21,170	22,125	955
2/21/2012	1000 Apache Corporation 6 0% CV PFD	51,533	60,949	9,416
2/21/2012	500 Apache Corporation 6.0% CV PFD	25,766	30,474	4,708
2/21/2012	45000 PHH Corp. 4.000% Due 09-01-14	46,111	42,750	(3,361)
2/21/2012	55000 Molycorp Inc. 144A 3.250% Due 06-15-16	57,227	49,088	(8,139)
2/21/2012	500 Fifth Third Bancorp 8 5% CV PFD	39,635	72,374	32,739
2/21/2012	10000 MGM Resorts International 4.250% Due 04-15-15	10,173	10,950	777
2/21/2012	15000 PHH Corp. 4 000% Due 09-01-14	15,370	14,175	(1,195)

#### SCHEDULE D ATTACHMENT - B

2/21/2012	25000 Omnicare Inc. 3.750% Due 12-15-25	26,523	35,382	8,859
2/22/2012	40000 Chesapeake Energy Corporation 2.750% Due 11-15-35	44,501	39,400	(5,101)
2/22/2012	35000 PHH Corp 4.000% Due 09-01-14	35,864	33,075	(2,789)
2/22/2012	15000 CBIZ Inc. 144A 3.250% Due 10-01-15	15,357	16,725	1,368
2/22/2012	15000 Hologic Inc. 2.000% Due 12-15-37	14,328	17,888	3,560
2/22/2012	45000 Iconix Brand Group, Inc. 144A 2.500% Due 06-01-16	46,041	45,675	(366)
2/22/2012	65000 Intel Corporation 144A 3.250% Due 08-01-39	73,225	89,050	15,825
2/22/2012	20000 Hologic Inc. 2.000% Due 12-15-37	19,104	23,898	4,794
2/22/2012	30000 InterDigital Inc. 144A 2.500% Due 03-15-16	33,347	31,238	(2,110)
2/22/2012	135000 Steel Dynamics Inc. 5.125% Due 06-15-14	151,103	154,575	3,472
2/22/2012	35000 PHH Corp. 4.000% Due 09-01-14	35,864	33,338	(2,527)
2/22/2012	25000 Alliant Techsystems Inc. 3.000% Due 08-15-24	27,068	26,344	(725)
2/23/2012	195000 James River Coal Company 144A 3.125% Due 03-15-18	204,830	103,838	(100,992)
2/23/2012	40000 Time Warner Telecom 2.375% Due 04-01-26	38,441	49,400	10,959
2/23/2012	50000 Time Warner Telecom 2.375% Due 04-01-26	48,051	61,750	13,699
2/23/2012	30000 James River Coal Company 144A 3.125% Due 03-15-18	31,512	16,350	(15,162)
2/23/2012	30000 Molycorp Inc. 144A 3.250% Due 06-15-16	31,215	27,000	(4,215)
2/23/2012	35000 PHH Corp. 4.000% Due 09-01-14	35,864	32,988	(2,877)
2/23/2012	70000 Teleflex Inc. 3.875% Due 08-01-17	72,812	81,550	8,738
2/23/2012	65000 Iconix Brand Group, Inc. 144A 2.500% Due 06-01-16	66,503	64,607	(1,896)
2/23/2012	35000 PHH Corp. 4.000% Due 09-01-14	35,864	32,988	(2,877)
2/24/2012	100 Energy XXI Bermuda 5.625% CV PFD	28,482	40,477	11,995
2/24/2012	226000 James River Coal Company 144A 3.125% Due 03-15-18	237,393	119,780	(117,613)
2/24/2012	20000 Molycorp Inc. 144A 3.250% Due 06-15-16	20,810	17,800	(3,010)
2/27/2012	1870 ATP Oil & Gas Corp. CV PFD 144A	190,123	71,060	(119,063)
2/27/2012	70 Energy XXI Bermuda 5.625% CV PFD	19,938	28,664	8,727
2/27/2012	20000 Iconix Brand Group, Inc. 144A 2.500% Due 06-01-16	20,463	20,000	(463)
2/27/2012	55000 Iconix Brand Group, Inc. 144A 2.500% Due 06-01-16	56,272	54,794	(1,478)
2/27/2012	55000 Molycorp Inc. 144A 3.250% Due 06-15-16	57,227	48,606	(8,621)
2/27/2012	80000 Molycorp Inc. 144A 3.250% Due 06-15-16	83,239	70,800	(12,439)
2/27/2012	75000 Steel Dynamics Inc.	83,946	85,500	1,554

**SCHEDULE D ATTACHMENT - B**

	5.125% Due 06-15-14			
2/27/2012	30000 3D Systems Corp 144A	29,400	41,331	11,931
	5.500% Due 12-15-16			
2/28/2012	40000 Alliant Techsystems Inc	43,309	41,950	(1,359)
	3.000% Due 08-15-24			
2/28/2012	20000 Alliant Techsystems Inc.	21,655	20,925	(730)
	3 000% Due 08-15-24			
2/28/2012	80000 James River coal Company	86,466	49,600	(36,866)
	4.500% Due 12-01-15			
2/28/2012	50000 Micron Technology Inc.	40,824	51,125	10,301
	1.875% Due 06-01-27			
2/28/2012	50000 Micron Technology Inc.	40,824	51,515	10,691
	1.875% Due 06-01-27			
2/28/2012	585000 Nash Finch Company	222,534	264,713	42,179
	1.631% Due 03-15-35			
2/28/2012	30000 SBA Communications Corporation	27,664	35,963	8,299
	1.875% Due 05-01-13			
2/28/2012	37000 SBA Communications Corporation	34,119	44,354	10,235
	1.875% Due 05-01-13			
2/28/2012	15000 SBA Communications Corporation	13,832	18,075	4,243
	1.875% Due 05-01-13			
2/28/2012	23000 SBA Communications Corporation	21,209	27,715	6,506
	1.875% Due 05-01-13			
2/29/2012	35000 Chart Industries Inc.	34,928	44,231	9,303
	2.000% Due 08-01-18			
2/29/2012	35000 Chart Industries Inc.	34,928	44,450	9,522
	2.000% Due 08-01-18			
2/29/2012	500 Citigroup Inc. 7.50% CV PFD	59,115	49,974	(9,141)
2/29/2012	500 Citigroup Inc. 7.50% CV PFD	59,115	49,974	(9,141)
2/29/2012	35000 Equinix Inc.	42,645	48,125	5,480
	3.000% Due 10-15-14			
2/29/2012	30000 Equinix Inc.	36,553	41,175	4,622
	3.000% Due 10-15-14			
2/29/2012	50000 Lennar Corp. 144A	52,326	63,063	10,737
	2.750% Due 12-15-20			
2/29/2012	60000 Lennar Corp. 144A	62,791	76,158	13,367
	2.750% Due 12-15-20			
2/29/2012	91000 PHH Corp.	93,247	85,199	(8,049)
	4.000% Due 09-01-14			
2/29/2012	10000 PHH Corp.	10,247	9,363	(884)
	4 000% Due 09-01-14			
2/29/2012	20000 SBA Communications Corporation	18,443	24,000	5,557
	1.875% Due 05-01-13			
2/29/2012	35000 SBA Communications Corporation	32,275	42,083	9,809
	1.875% Due 05-01-13			
2/29/2012	45000 Smithfield Foods Inc.	42,817	53,775	10,958
	4.000% Due 06-30-13			
2/29/2012	26000 Vertex Pharmaceuticals	27,521	29,250	1,729
	3.350% Due 10-01-15			
3/1/2012	35000 Chart Industries Inc.	34,928	44,420	9,492
	2.000% Due 08-01-18			
3/1/2012	25000 Equinix Inc.	30,461	34,781	4,320
	3.000% Due 10-15-14			
3/1/2012	200 Fifth Third Bancorp 8 5% CV PFD	15,854	28,599	12,746
3/1/2012	20000 James River coal Company	21,616	12,400	(9,216)
	4.500% Due 12-01-15			
3/1/2012	50000 Lennar Corp. 144A	52,326	63,625	11,299
	2.750% Due 12-15-20			

#### SCHEDULE D ATTACHMENT - B



3/1/2012	500 MetLife Inc. 5% CV PFD	41,321	36,474	(4,847)
3/1/2012	400 MetLife Inc. 5% CV PFD	33,057	29,192	(3,865)
3/1/2012	105000 PHH Corp. 4.000% Due 09-01-14	107,593	99,488	(8,106)
3/1/2012	30000 Smithfield Foods Inc. 4 000% Due 06-30-13	28,545	35,400	6,855
3/1/2012	360 Stanley Black & Decker 4.75% CV PFD	39,102	44,171	5,069
3/1/2012	50 Stanley Black & Decker 4 75% CV PFD	5,431	6,129	698
3/1/2012	100 Continental Financial Trust II 6% CV PFD	3,724	3,425	(299)
3/2/2012	400 Citigroup Inc. 7.50% CV PFD	47,292	40,179	(7,113)
3/2/2012	15000 Equinix Inc. 3.000% Due 10-15-14	18,277	20,456	2,180
3/2/2012	25000 Lam Research Corp. 144A 0.500% Due 05-15-16	25,286	25,375	89
3/2/2012	35000 Lam Research Corp. 1.250% Due 05-15-18	35,686	36,225	539
3/2/2012	50000 PHH Corp. 4.000% Due 09-01-14	51,235	47,313	(3,922)
3/2/2012	75000 RF Micro Devices Inc. 1.000% Due 04-15-14	81,063	74,625	(6,438)
3/2/2012	75000 RF Micro Devices Inc. 1.000% Due 04-15-14	81,063	74,813	(6,251)
3/2/2012	30000 RF Micro Devices Inc. 1 000% Due 04-15-14	32,425	29,850	(2,575)
3/2/2012	35000 SBA Communications Corporation 1 875% Due 05-01-13	32,275	41,650	9,375
3/2/2012	35000 SBA Communications Corporation 1.875% Due 05-01-13	32,275	41,650	9,375
3/2/2012	35000 SBA Communications Corporation 1.875% Due 05-01-13	32,275	41,694	9,419
3/2/2012	25000 Smithfield Foods Inc. 4.000% Due 06-30-13	23,787	29,500	5,713
3/2/2012	400 Stanley Black & Decker 4.75% CV PFD	43,447	48,779	5,332
3/2/2012	85000 Sunpower Corporation 4 500% Due 03-15-14	80,379	77,563	(2,817)
3/2/2012	115000 Sunpower Corporation 4.500% Due 03-15-14	108,748	104,363	(4,386)
3/2/2012	15000 Vishay International Inc 144A 2.250% Due 05-15-41	14,384	13,144	(1,240)
3/5/2012	90000 Electronic Arts Inc CV 144A 0.750% Due 07-15-16	87,160	82,485	(4,675)
3/5/2012	40000 James River coal Company 4.500% Due 12-01-15	43,233	23,200	(20,033)
3/5/2012	55000 Mentor Graphics Corp. 144A 4.000% Due 04-01-31	55,696	59,125	3,429
3/5/2012	235000 RF Micro Devices Inc. 1.000% Due 04-15-14	253,999	233,531	(20,467)
3/5/2012	45000 SBA Communications Corporation 1.875% Due 05-01-13	41,496	53,775	12,279
3/5/2012	45000 SBA Communications Corporation 1.875% Due 05-01-13	41,496	53,944	12,448
3/5/2012	75000 SBA Communications Corporation 1.875% Due 05-01-13	69,160	89,766	20,606
3/7/2012	55000 Electronic Arts Inc CV 144A 0.750% Due 07-15-16	53,265	50,680	(2,584)
3/7/2012	45000 Electronic Arts Inc CV 144A 0.750% Due 07-15-16	43,580	41,513	(2,068)
3/7/2012	35000 Electronic Arts Inc CV 144A	33,896	32,258	(1,638)

**SCHEDULE D ATTACHMENT - B**

	0.750% Due 07-15-16			
3/7/2012	55000 Lam Research Corp.	56,078	56,676	598
	1 250% Due 05-15-18			
3/7/2012	15000 Nuasive Inc.	14,908	12,734	(2,174)
	2.750% Due 07-01-17			
3/7/2012	45000 RTI International Metals	47,235	45,357	(1,878)
	3.000% Due 12-01-15			
3/7/2012	35000 Sunpower Corporation	33,097	31,675	(1,422)
	4.500% Due 03-15-14			
3/8/2012	35000 Electronic Arts Inc CV 144A	33,896	32,375	(1,521)
	0.750% Due 07-15-16			
3/8/2012	40000 Intel Corporation 144A	45,062	55,200	10,138
	3.250% Due 08-01-39			
3/8/2012	45000 James River coal Company	48,637	25,031	(23,606)
	4 500% Due 12-01-15			
3/8/2012	5000 Peabody Energy Corporation	5,904	4,881	(1,022)
	4.750% Due 12-15-66			
3/8/2012	35000 SBA Communications Corporation	32,275	43,138	10,863
	1.875% Due 05-01-13			
3/8/2012	90000 SBA Communications Corporation	82,992	109,919	26,927
	1.875% Due 05-01-13			
3/8/2012	35000 SBA Communications Corporation	32,275	43,094	10,819
	1.875% Due 05-01-13			
3/8/2012	35000 SBA Communications Corporation	32,275	43,072	10,797
	1.875% Due 05-01-13			
3/8/2012	35000 SBA Communications Corporation	32,275	43,068	10,793
	1.875% Due 05-01-13			
3/8/2012	40000 Steel Dynamics Inc.	44,771	45,250	479
	5.125% Due 06-15-14			
3/8/2012	70000 Time Warner Telecom	67,272	86,865	19,594
	2.375% Due 04-01-26			
3/9/2012	60000 SBA Communications Corporation	55,328	74,227	18,899
	1.875% Due 05-01-13			
3/9/2012	25000 SBA Communications Corporation	23,053	30,959	7,906
	1.875% Due 05-01-13			
3/9/2012	20000 SBA Communications Corporation	18,443	24,750	6,307
	1.875% Due 05-01-13			
3/9/2012	45000 Time Warner Telecom	43,246	55,790	12,544
	2.375% Due 04-01-26			
3/12/2012	15000 James River coal Company	16,212	8,438	(7,775)
	4.500% Due 12-01-15			
3/12/2012	35000 Lennar Corp. 144A	36,628	47,163	10,534
	2.750% Due 12-15-20			
3/12/2012	35000 Lennar Corp. 144A	36,628	46,988	10,359
	2 750% Due 12-15-20			
3/12/2012	64000 PHH Corp.	65,581	60,320	(5,261)
	4.000% Due 09-01-14			
3/12/2012	20000 Sunpower Corporation	18,913	18,050	(863)
	4.500% Due 03-15-14			
3/12/2012	30000 Equinix Inc.	36,553	41,213	4,659
	3.000% Due 10-15-14			
3/12/2012	5000 James River coal Company	5,404	2,850	(2,554)
	4 500% Due 12-01-15			
3/12/2012	105000 Peabody Energy Corporation	123,977	102,113	(21,864)
	4.750% Due 12-15-66			
3/12/2012	40000 Time Warner Telecom	38,441	49,600	11,159
	2.375% Due 04-01-26			
3/13/2012	5000 Alere Inc.	5,074	5,038	(37)

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	3.000% Due 05-15-16			
3/13/2012	50000 Alliant Techsystems Inc. 3.000% Due 08-15-24	54,137	50,750	(3,387)
3/13/2012	40000 Alliant Techsystems Inc. 3.000% Due 08-15-24	43,309	40,400	(2,909)
3/13/2012	30000 Alliant Techsystems Inc. 3.000% Due 08-15-24	32,482	30,450	(2,032)
3/13/2012	50000 Alliant Techsystems Inc. 3.000% Due 08-15-24	54,137	50,625	(3,512)
3/13/2012	30000 Alliant Techsystems Inc. 3.000% Due 08-15-24	32,482	30,300	(2,182)
3/13/2012	85000 Alliant Techsystems Inc. 3.000% Due 08-15-24	92,032	86,859	(5,173)
3/13/2012	50000 Chesapeake Energy Corporation 2.750% Due 11-15-35	55,627	49,625	(6,002)
3/13/2012	95000 Chesapeake Energy Corporation 2.750% Due 11-15-35	105,691	95,000	(10,691)
3/13/2012	900 Citigroup Inc. 7.50% CV PFD	106,408	90,854	(15,554)
3/13/2012	200 Continental Financial Trust II 6% CV PFD	7,447	6,600	(847)
3/13/2012	35000 Iconix Brand Group, Inc. 144A 2.500% Due 06-01-16	35,810	34,475	(1,335)
3/13/2012	90000 Iconix Brand Group, Inc. 144A 2.500% Due 06-01-16	92,082	87,919	(4,163)
3/13/2012	35000 Lennar Corp. 144A 2.750% Due 12-15-20	36,628	47,688	11,059
3/13/2012	600 MetLife Inc. 5% CV PFD	49,585	43,289	(6,296)
3/13/2012	35000 Nuasive Inc. 2.750% Due 07-01-17	34,786	29,750	(5,036)
3/13/2012	15000 RTI International Metals 3.000% Due 12-01-15	15,745	15,225	(520)
3/13/2012	35000 SBA Communications Corporation 1.875% Due 05-01-13	32,275	43,094	10,819
3/13/2012	20000 Sunpower Corporation 4.500% Due 03-15-14	18,913	18,100	(813)
3/13/2012	35000 Sunpower Corporation 4.500% Due 03-15-14	33,097	31,500	(1,597)
3/13/2012	55000 Time Warner Telecom 2.375% Due 04-01-26	52,856	67,928	15,072
3/13/2012	35000 Time Warner Telecom 2.375% Due 04-01-26	33,636	43,313	9,677
3/13/2012	85000 Alliant Techsystems Inc. 3.000% Due 08-15-24	92,032	86,222	(5,810)
3/14/2012	40000 Electronic Arts Inc CV 144A 0.750% Due 07-15-16	38,738	37,100	(1,638)
3/14/2012	35000 James River coal Company 4.500% Due 12-01-15	37,829	19,513	(18,316)
3/14/2012	25000 Linear Technology Corporation 3.000% Due 05-01-27	26,399	26,750	351
3/14/2012	40000 Nuasive Inc. 2.750% Due 07-01-17	39,755	33,800	(5,955)
3/14/2012	35000 SBA Communications Corporation 1.875% Due 05-01-13	32,275	43,531	11,257
3/14/2012	45000 SBA Communications Corporation 1.875% Due 05-01-13	41,496	56,025	14,529
3/14/2012	95000 Salix Pharmaceuticals 2.750% Due 05-15-15	105,447	124,213	18,766
3/14/2012	45000 Salix Pharmaceuticals 2.750% Due 05-15-15	49,949	58,781	8,833

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3/14/2012	35000 Salix Pharmaceuticals 2.750% Due 05-15-15	38,849	45,719	6,870
3/14/2012	45000 Salix Pharmaceuticals 2.750% Due 05-15-15	49,949	58,838	8,889
3/14/2012	400 Stanley Black & Decker 4.75% CV PFD	43,447	50,479	7,032
3/14/2012	15000 Sunpower Corporation 4.500% Due 03-15-14	14,185	13,463	(722)
3/14/2012	35000 Time Warner Telecom 2.375% Due 04-01-26	33,636	43,225	9,589
3/15/2012	45000 Time Warner Telecom 2.375% Due 04-01-26	43,246	55,593	12,347
3/16/2012	35000 SBA Communications Corporation 1.875% Due 05-01-13	32,275	43,663	11,388
3/19/2012	8000 Alliant Techsystems Inc. 3.000% Due 08-15-24	8,662	8,180	(482)
3/19/2012	25000 Alliant Techsystems Inc. 3.000% Due 08-15-24	27,068	25,500	(1,568)
3/19/2012	55000 Lennar Corp. 144A 2.750% Due 12-15-20	57,559	74,938	17,379
3/19/2012	35000 Lennar Corp. 144A 2.750% Due 12-15-20	36,628	47,731	11,103
3/19/2012	30000 Salix Pharmaceuticals 2.750% Due 05-15-15	33,299	40,313	7,013
3/19/2012	20000 Time Warner Telecom 2.375% Due 04-01-26	19,221	25,350	6,130
3/19/2012	35000 Time Warner Telecom 2.375% Due 04-01-26	33,636	44,406	10,770
3/20/2012	50000 Avis Budget Group Inc. 3.500% Due 10-01-14	53,610	59,500	5,890
3/20/2012	470 Citigroup Inc. 7.50% CV PFD	55,568	49,631	(5,937)
3/20/2012	580 Citigroup Inc. 7.50% CV PFD	68,574	61,508	(7,066)
3/20/2012	40000 Lennar Corp. 144A 2.750% Due 12-15-20	41,861	54,450	12,589
3/20/2012	30000 Lennar Corp. 144A 2.750% Due 12-15-20	31,396	40,650	9,254
3/20/2012	20000 Lennar Corp. 144A 2.750% Due 12-15-20	20,930	27,200	6,270
3/20/2012	25000 Salix Pharmaceuticals 2.750% Due 05-15-15	27,749	33,250	5,501
3/20/2012	20000 Salix Pharmaceuticals 2.750% Due 05-15-15	22,199	26,600	4,401
3/20/2012	40000 Time Warner Telecom 2.375% Due 04-01-26	38,441	49,800	11,359
3/20/2012	30000 Time Warner Telecom 2.375% Due 04-01-26	28,831	37,299	8,468
3/20/2012	40000 Time Warner Telecom 2.375% Due 04-01-26	38,441	49,878	11,437
3/21/2012	55000 Chart Industries Inc. 2.000% Due 08-01-18	54,887	71,500	16,613
3/21/2012	50000 SBA Communications Corporation 1.875% Due 05-01-13	46,107	62,500	16,393
3/21/2012	20000 Salix Pharmaceuticals 2.750% Due 05-15-15	22,199	26,669	4,470
3/21/2012	50000 Sunpower Corporation 4.500% Due 03-15-14	47,282	45,125	(2,157)
3/21/2012	35000 Time Warner Telecom 2.375% Due 04-01-26	33,636	43,575	9,939
3/21/2012	60000 Time Warner Telecom	57,662	74,930	17,269

**SCHEDULE D ATTACHMENT - B**

	2.375% Due 04-01-26			
3/22/2012	20000 SBA Communications Corporation 1.875% Due 05-01-13	18,443	25,203	6,760
3/22/2012	55000 SBA Communications Corporation 1.875% Due 05-01-13	50,717	69,218	18,500
3/22/2012	75000 SBA Communications Corporation 1.875% Due 05-01-13	69,160	94,484	25,324
3/22/2012	35000 Salix Pharmaceuticals 2.750% Due 05-15-15	38,849	46,900	8,051
3/22/2012	45000 Sunpower Corporation 4.500% Due 03-15-14	42,554	40,725	(1,829)
3/22/2012	4000 Time Warner Telecom 2.375% Due 04-01-26	3,844	4,994	1,150
3/22/2012	1000 Continental Financial Trust II 6% CV PFD	37,235	34,499	(2,736)
3/22/2012	35000 Lennar Corp. 144A 2.750% Due 12-15-20	36,628	47,513	10,884
3/23/2012	30000 Alere Inc. 3.000% Due 05-15-16	30,444	30,000	(444)
3/23/2012	70000 Lennar Corp. 144A 2.750% Due 12-15-20	73,256	94,544	21,287
3/23/2012	35000 Lennar Corp. 144A 2.750% Due 12-15-20	36,628	46,988	10,359
3/23/2012	5000 Lennar Corp. 144A 2.750% Due 12-15-20	5,233	6,793	1,560
3/26/2012	30000 Host Hotels & Resorts 2.500% Due 10-15-29	32,019	40,800	8,781
3/26/2012	20000 James River coal Company 4.500% Due 12-01-15	21,616	11,600	(10,016)
3/26/2012	50000 James River coal Company 4.500% Due 12-01-15	54,041	29,000	(25,041)
3/26/2012	90000 Lennar Corp. 144A 2.750% Due 12-15-20	94,187	122,041	27,854
3/26/2012	45000 Lennar Corp. 144A 2.750% Due 12-15-20	47,093	61,312	14,218
3/26/2012	50000 Nuasive Inc. 2.750% Due 07-01-17	49,694	43,000	(6,694)
3/26/2012	10000 Sunpower Corporation 4.500% Due 03-15-14	9,456	9,000	(456)
3/26/2012	15000 Sunpower Corporation 4.500% Due 03-15-14	14,185	13,500	(685)
3/26/2012	35000 Time Warner Telecom 2.375% Due 04-01-26	33,636	43,842	10,206
3/27/2012	400 Continental Financial Trust II 6% CV PFD	14,894	14,000	(894)
3/27/2012	20000 James River coal Company 4.500% Due 12-01-15	21,616	11,400	(10,216)
3/27/2012	20000 James River coal Company 4.500% Due 12-01-15	21,616	11,300	(10,316)
3/27/2012	40000 Lennar Corp. 144A 2.750% Due 12-15-20	41,861	56,200	14,339
3/27/2012	39000 Time Warner Telecom 2.375% Due 04-01-26	37,480	48,848	11,368
3/27/2012	9000 Time Warner Telecom 2.375% Due 04-01-26	8,649	11,274	2,625
3/28/2012	20000 James River coal Company 4.500% Due 12-01-15	21,616	11,000	(10,616)
3/28/2012	20000 James River coal Company 4 500% Due 12-01-15	21,616	10,800	(10,816)
3/28/2012	20000 Sunpower Corporation	18,913	18,000	(913)

**SCHEDULE D ATTACHMENT - B**

	4.500% Due 03-15-14			
3/29/2012	65000 Intel Corporation 144A 3 250% Due 08-01-39	73,225	91,163	17,937
3/29/2012	40000 Intel Corporation 144A 3.250% Due 08-01-39	45,062	56,000	10,938
3/29/2012	45000 Nuasive Inc. 2.750% Due 07-01-17	44,724	38,700	(6,024)
3/29/2012	25000 Sunpower Corporation 4.500% Due 03-15-14	23,641	22,438	(1,203)
3/29/2012	35000 Time Warner Telecom 2.375% Due 04-01-26	33,636	43,138	9,502
3/29/2012	45000 Time Warner Telecom 2.375% Due 04-01-26	43,246	55,508	12,261
3/30/2012	60000 Peabody Energy Corporation 4 750% Due 12-15-66	70,844	57,000	(13,844)
3/30/2012	35000 SBA Communications Corporation 1.875% Due 05-01-13	32,275	44,122	11,847
3/30/2012	30000 SBA Communications Corporation 1.875% Due 05-01-13	27,664	37,881	10,217
3/30/2012	25000 SBA Communications Corporation 1 875% Due 05-01-13	23,053	31,500	8,447
3/30/2012	25000 SBA Communications Corporation 1.875% Due 05-01-13	23,053	31,500	8,447
4/2/2012	20000 James River coal Company 4.500% Due 12-01-15	21,616	10,200	(11,416)
4/2/2012	20000 James River coal Company 4.500% Due 12-01-15	21,616	10,200	(11,416)
4/3/2012	28000 American Equity 144A 5.250% Due 12-06-29	28,000	39,970	11,970
4/3/2012	23000 American Equity 144A 5.250% Due 12-06-29	23,000	32,872	9,872
4/3/2012	25000 Broadcast Inc. 144A 1.500% Due 07-01-18	24,212	28,938	4,726
4/3/2012	75000 Electronic Arts Inc CV 144A 0.750% Due 07-15-16	72,633	69,638	(2,996)
4/3/2012	25000 Greenbrier Cos. 144A 3.500% Due 04-01-18	25,215	24,250	(965)
4/3/2012	20000 Hologic Inc. 2.000% Due 12-15-37	19,104	23,650	4,546
4/3/2012	40000 Hologic Inc. 2.000% Due 12-15-37	38,208	47,218	9,011
4/3/2012	30000 Intel Corporation 144A 3.250% Due 08-01-39	33,796	42,375	8,579
4/3/2012	40000 Intel Corporation 144A 3.250% Due 08-01-39	45,062	56,400	11,338
4/3/2012	95000 Intel Corporation 144A 3.250% Due 08-01-39	107,022	134,009	26,988
4/3/2012	30000 James River coal Company 4.500% Due 12-01-15	32,425	14,700	(17,725)
4/3/2012	35000 Lennar Corp. 144A 2.750% Due 12-15-20	36,628	48,081	11,453
4/3/2012	35000 Lennar Corp. 144A 2.750% Due 12-15-20	36,628	47,863	11,234
4/3/2012	35000 Salix Pharmaceuticals 2.750% Due 05-15-15	38,849	46,834	7,986
4/3/2012	80000 Sunpower Corporation 4.500% Due 03-15-14	75,651	71,400	(4,251)
4/3/2012	55000 Time Warner Telecom	52,856	68,690	15,833

**SCHEDULE D ATTACHMENT - B**

		2.375% Due 04-01-26			
4/3/2012	105000	Verisign Inc.	93,424	135,819	42,396
		3.250% Due 08-15-37			
4/4/2012	55000	Alere Inc.	55,814	55,344	(470)
		3.000% Due 05-15-16			
4/4/2012	5000	American Equity 144A	5,000	7,072	2,072
		5.250% Due 12-06-29			
4/4/2012	500	MetLife Inc. 5% CV PFD	41,321	35,049	(6,272)
4/4/2012	60000	Nuasive Inc.	59,633	51,375	(8,258)
		2.750% Due 07-01-17			
4/4/2012	40000	Peabody Energy Corporation	47,229	38,300	(8,929)
		4.750% Due 12-15-66			
4/4/2012	85000	Peabody Energy Corporation	100,362	81,352	(19,010)
		4.750% Due 12-15-66			
4/4/2012	40000	Peabody Energy Corporation	47,229	38,300	(8,929)
		4.750% Due 12-15-66			
4/4/2012	10000	RTI International Metals	10,497	10,075	(422)
		3.000% Due 12-01-15			
4/4/2012	68000	Time Warner Telecom	65,350	84,083	18,733
		2.375% Due 04-01-26			
4/5/2012	35000	Peabody Energy Corporation	41,326	33,556	(7,769)
		4.750% Due 12-15-66			
4/10/2012	35000	Electronic Arts Inc CV 144A	33,896	32,025	(1,871)
		0.750% Due 07-15-16			
4/10/2012	135000	Electronic Arts Inc CV 144A	130,740	123,719	(7,021)
		0.750% Due 07-15-16			
4/10/2012	35000	Electronic Arts Inc CV 144A	33,896	32,034	(1,861)
		0.750% Due 07-15-16			
4/10/2012	30000	Intel Corporation 144A	33,796	41,387	7,591
		3.250% Due 08-01-39			
4/10/2012	30000	SBA Communications Corporation	27,664	37,305	9,641
		1.875% Due 05-01-13			
4/10/2012	40000	SBA Communications Corporation	36,885	49,702	12,816
		1.875% Due 05-01-13			
4/11/2012	89000	Dollar Financial Corporation	82,643	99,324	16,681
		3.000% Due 04-01-28			
4/11/2012	45000	Lennar Corp. 144A	47,093	60,523	13,430
		2.750% Due 12-15-20			
4/11/2012	40000	Lennar Corp. 144A	41,861	54,010	12,149
		2.750% Due 12-15-20			
4/11/2012	45000	Peabody Energy Corporation	53,133	42,265	(10,868)
		4.750% Due 12-15-66			
4/11/2012	95000	Peabody Energy Corporation	112,169	88,944	(23,226)
		4.750% Due 12-15-66			
4/12/2012	45000	Peabody Energy Corporation	53,133	42,694	(10,439)
		4.750% Due 12-15-66			
4/12/2012	40000	SBA Communications Corporation	36,885	51,188	14,302
		1.875% Due 05-01-13			
4/13/2012	10000	Iconix Brand Group, Inc. 144A	10,231	9,612	(619)
		2.500% Due 06-01-16			
4/13/2012	30000	Intel Corporation 144A	33,796	42,009	8,213
		3.250% Due 08-01-39			
4/13/2012	53000	Peabody Energy Corporation	62,579	49,734	(12,845)
		4.750% Due 12-15-66			
4/13/2012	5000	Sunpower Corporation	4,728	4,450	(278)
		4.500% Due 03-15-14			
4/16/2012	20000	Broadcast Inc. 144A	19,370	23,140	3,770
		1.500% Due 07-01-18			

#### SCHEDULE D ATTACHMENT - B

4/16/2012	40000 Chesapeake Energy Corporation 2.750% Due 11-15-35	44,501	37,500	(7,001)
4/16/2012	35000 Chesapeake Energy Corporation 2.750% Due 11-15-35	38,939	32,725	(6,214)
4/16/2012	35000 Chesapeake Energy Corporation 2.750% Due 11-15-35	38,939	32,550	(6,389)
4/17/2012	140000 Chesapeake Energy Corporation 2.750% Due 11-15-35	155,755	130,209	(25,545)
4/17/2012	40000 Iconix Brand Group, Inc. 144A 2.500% Due 06-01-16	40,925	38,600	(2,325)
4/17/2012	40000 Iconix Brand Group, Inc. 144A 2.500% Due 06-01-16	40,925	38,550	(2,375)
4/17/2012	75000 InterDigital Inc. 2.500% Due 03-15-16	83,368	75,750	(7,618)
4/17/2012	65000 SBA Communications Corporation 1.875% Due 05-01-13	59,939	84,182	24,243
4/17/2012	20000 Steel Dynamics Inc. 5.125% Due 06-15-14	22,386	22,400	14
4/17/2012	90000 Steel Dynamics Inc. 5.125% Due 06-15-14	100,735	100,350	(385)
4/17/2012	35000 Sunpower Corporation 4.500% Due 03-15-14	33,097	30,888	(2,210)
4/18/2012	40000 Alere Inc. 3.000% Due 05-15-16	40,592	39,050	(1,542)
4/18/2012	55000 Alere Inc. 3.000% Due 05-15-16	55,814	53,694	(2,120)
4/18/2012	40000 Chesapeake Energy Corporation 2.750% Due 11-15-35	44,501	36,000	(8,501)
4/18/2012	40000 Chesapeake Energy Corporation 2.750% Due 11-15-35	44,501	36,000	(8,501)
4/18/2012	40000 Chesapeake Energy Corporation 2.750% Due 11-15-35	44,501	36,100	(8,401)
4/18/2012	20000 Iconix Brand Group, Inc. 144A 2.500% Due 06-01-16	20,463	19,200	(1,263)
4/18/2012	25000 Illumina Inc. 144A 0.250% Due 03-15-16	23,788	22,500	(1,288)
4/18/2012	35000 Illumina Inc. 144A 0.250% Due 03-15-16	33,303	31,544	(1,759)
4/18/2012	40000 Intel Corporation 144A 3.250% Due 08-01-39	45,062	55,600	10,538
4/18/2012	40000 Intel Corporation 144A 3.250% Due 08-01-39	45,062	55,650	10,588
4/18/2012	5000 James River coal Company 4.500% Due 12-01-15	5,404	2,438	(2,967)
4/18/2012	20000 Sunpower Corporation 4.500% Due 03-15-14	18,913	17,500	(1,413)
4/18/2012	45000 Verisign Inc. 3.250% Due 08-15-37	40,039	62,206	22,168
4/19/2012	90000 Avis Budget Group Inc. 3.500% Due 10-01-14	96,498	100,160	3,662
4/19/2012	7000 Chesapeake Energy Corporation 2.750% Due 11-15-35	7,788	6,318	(1,470)
4/19/2012	70 Energy XXI Bermuda 5.625% CV PFD	19,938	25,339	5,402
4/19/2012	85000 Gilead Sciences, Inc. 1.625% Due 05-01-16	89,994	113,050	23,056
4/19/2012	15000 Host Hotels & Resorts 2.500% Due 10-15-29	16,009	20,250	4,241
4/19/2012	5000 Ixia	5,403	5,075	(328)

**SCHEDULE D ATTACHMENT - B**



	3.000% Due 02-15-15			
4/19/2012	20000 Iconix Brand Group, Inc 144A 2.500% Due 06-01-16	20,463	19,200	(1,263)
4/19/2012	20000 InterDigital Inc. 2.500% Due 03-15-16	22,231	20,100	(2,131)
4/19/2012	5000 Rovi Corp. 2.625% Due 02-15-40	5,394	5,106	(288)
4/19/2012	25000 SBA Communications Corporation 1.875% Due 05-01-13	23,053	31,781	8,728
4/19/2012	45000 Steel Dynamics Inc. 5.125% Due 06-15-14	50,368	49,950	(418)
4/20/2012	65000 Chemed Corporation 1.875% Due 05-15-14	57,002	65,033	8,030
4/20/2012	52000 Chesapeake Energy Corporation 2.750% Due 11-15-35	57,852	46,930	(10,922)
4/20/2012	15000 Greenbrier Cos. 144A 3.500% Due 04-01-18	15,129	13,800	(1,329)
4/20/2012	65000 InterDigital Inc. 2.500% Due 03-15-16	72,252	65,650	(6,602)
4/20/2012	20000 PDC Energy 144A 3.250% Due 05-15-16	21,366	20,475	(891)
4/20/2012	15000 Photronics Inc. 144A 3.250% Due 04-01-16	15,336	14,700	(636)
4/20/2012	35000 Sandisk Corporation 1.500% Due 08-15-17	36,541	35,350	(1,191)
4/23/2012	80000 InterDigital Inc. 2.500% Due 03-15-16	88,926	80,000	(8,926)
4/23/2012	30000 James River coal Company 4.500% Due 12-01-15	32,425	12,825	(19,600)
4/24/2012	30000 James River coal Company 4.500% Due 12-01-15	32,425	12,825	(19,600)
4/24/2012	20000 James River coal Company 4 500% Due 12-01-15	21,616	8,550	(13,066)
4/24/2012	30000 Steel Dynamics Inc. 5 125% Due 06-15-14	33,578	32,550	(1,028)
4/25/2012	70000 Onyx Pharmaceuticals Inc. 4.000% Due 08-16-16	82,592	99,162	16,570
4/25/2012	60000 Onyx Pharmaceuticals Inc. 4.000% Due 08-16-16	70,793	84,900	14,107
4/25/2012	95000 SBA Communications Corporation 1.875% Due 05-01-13	87,603	122,253	34,651
4/25/2012	40000 SBA Communications Corporation 1.875% Due 05-01-13	36,885	51,550	14,665
4/25/2012	75000 SBA Communications Corporation 1.875% Due 05-01-13	69,160	96,563	27,403
4/25/2012	65000 Steel Dynamics Inc. 5.125% Due 06-15-14	72,753	70,606	(2,147)
4/25/2012	75000 Sunpower Corporation 4.500% Due 03-15-14	70,923	64,781	(6,142)
4/26/2012	26000 Chart Industries Inc. 2.000% Due 08-01-18	25,947	34,238	8,292
4/26/2012	170000 InterDigital Inc. 2.500% Due 03-15-16	188,967	168,300	(20,667)
4/26/2012	45000 Interpublic Group Companies 4.750% Due 03-15-23	54,313	50,569	(3,745)
4/26/2012	25000 Micron Technology Inc. 1.875% Due 06-01-27	20,412	22,750	2,338
4/26/2012	315000 Micron Technology Inc.	315,767	288,225	(27,542)

**SCHEDULE D ATTACHMENT - B**

	1.875% Due 08-01-31			
4/26/2012	35000 Nuasive Inc.	34,786	30,538	(4,248)
	2.750% Due 07-01-17			
4/26/2012	75000 SBA Communications Corporation	69,160	97,969	28,809
	1.875% Due 05-01-13			
4/26/2012	35000 SBA Communications Corporation	32,275	45,719	13,444
	1.875% Due 05-01-13			
4/26/2012	45000 SBA Communications Corporation	41,496	58,669	17,173
	1.875% Due 05-01-13			
4/26/2012	160000 Sunpower Corporation	151,302	137,600	(13,702)
	4.500% Due 03-15-14			
4/26/2012	15000 3D Systems Corp 144A	14,700	21,750	7,050
	5.500% Due 12-15-16			
4/27/2012	30000 Avis Budget Group Inc.	32,166	34,200	2,034
	3.500% Due 10-01-14			
4/27/2012	120000 Chart Industries Inc.	119,753	160,015	40,262
	2.000% Due 08-01-18			
4/27/2012	15000 Medivation Inc.	15,066	16,875	1,809
	2.625% Due 04-01-17			
4/27/2012	45000 Micron Technology Inc.	36,741	40,894	4,153
	1.875% Due 06-01-27			
4/27/2012	20000 Micron Technology Inc.	16,329	18,200	1,871
	1.875% Due 06-01-27			
4/27/2012	45000 Micron Technology Inc.	36,741	40,950	4,209
	1.875% Due 06-01-27			
4/27/2012	90000 Micron Technology Inc.	73,482	81,788	8,305
	1.875% Due 06-01-27			
4/27/2012	45000 Micron Technology Inc.	45,110	41,175	(3,935)
	1.875% Due 08-01-31			
4/27/2012	35000 Newpark Resources Inc.	37,525	35,391	(2,134)
	4.000% Due 10-01-17			
4/27/2012	20000 Newpark Resources Inc.	21,443	20,100	(1,343)
	4.000% Due 10-01-17			
4/27/2012	45000 Newpark Resources Inc.	48,247	44,941	(3,305)
	4.000% Due 10-01-17			
4/27/2012	25000 Photronics Inc. 144A	25,561	24,500	(1,061)
	3.250% Due 04-01-16			
4/27/2012	35000 Verisign Inc.	31,141	47,206	16,065
	3.250% Due 08-15-37			
4/27/2012	30000 Verisign Inc.	26,692	40,294	13,602
	3.250% Due 08-15-37			
4/30/2012	35000 Micron Technology Inc.	28,577	31,806	3,230
	1.875% Due 06-01-27			
4/30/2012	45000 Micron Technology Inc.	36,741	40,894	4,153
	1.875% Due 06-01-27			
4/30/2012	60000 Nuasive Inc.	59,633	52,275	(7,358)
	2.750% Due 07-01-17			
4/30/2012	20000 Sunpower Corporation	18,913	17,050	(1,863)
	4.500% Due 03-15-14			
4/30/2012	20000 3D Systems Corp 144A	19,600	29,300	9,700
	5.500% Due 12-15-16			
5/1/2012	15000 Ciena Corporation 144A	14,999	16,125	1,126
	3.750% Due 10-15-18			
5/1/2012	25000 Ciena Corporation 144A	24,998	26,875	1,877
	3.750% Due 10-15-18			
5/1/2012	85000 Newpark Resources Inc.	91,132	84,256	(6,876)
	4.000% Due 10-01-17			
5/1/2012	35000 SBA Communications Corporation	32,275	46,903	14,628

**SCHEDULE D ATTACHMENT - B**

	1.875% Due 05-01-13			
5/2/2012	25000 Newpark Resources Inc. 4.000% Due 10-01-17	26,804	24,498	(2,305)
5/2/2012	10000 3D Systems Corp 144A 5.500% Due 12-15-16	9,800	15,172	5,372
5/3/2012	25000 Alere Inc. 3.000% Due 05-15-16	25,370	23,625	(1,745)
5/3/2012	25000 Alere Inc. 3.000% Due 05-15-16	25,370	23,625	(1,745)
5/3/2012	15000 Newpark Resources Inc. 4.000% Due 10-01-17	16,082	14,738	(1,345)
5/3/2012	35000 Newpark Resources Inc. 4.000% Due 10-01-17	37,525	34,314	(3,211)
5/3/2012	40000 3D Systems Corp 144A 5.500% Due 12-15-16	39,200	57,586	18,386
5/3/2012	20000 3D Systems Corp 144A 5.500% Due 12-15-16	19,600	29,018	9,418
5/3/2012	40000 Verisign Inc 3.250% Due 08-15-37	35,590	53,938	18,348
5/3/2012	50000 CACI International Inc. 2.125% Due 05-01-14	53,201	56,526	3,325
5/3/2012	50000 CACI International Inc. 2.125% Due 05-01-14	53,201	55,848	2,647
5/3/2012	100000 CACI International Inc. 2.125% Due 05-01-14	106,402	112,954	6,552
5/4/2012	30000 Alere Inc. 3.000% Due 05-15-16	30,444	28,238	(2,206)
5/4/2012	45000 CACI International Inc. 2.125% Due 05-01-14	47,881	49,361	1,480
5/4/2012	10000 CACI International Inc. 2.125% Due 05-01-14	10,640	10,987	347
5/4/2012	45000 CACI International Inc. 2.125% Due 05-01-14	47,881	49,443	1,563
5/4/2012	35000 CACI International Inc. 2.125% Due 05-01-14	37,241	38,190	949
5/4/2012	19000 Sunpower Corporation 4.500% Due 03-15-14	17,967	16,340	(1,627)
5/4/2012	35000 Verisign Inc. 3.250% Due 08-15-37	31,141	46,744	15,603
5/7/2012	10000 Alere Inc. 3.000% Due 05-15-16	10,148	9,450	(698)
5/7/2012	10000 Barnes Group Inc. 3.375% Due 03-15-27	11,490	11,134	(357)
5/7/2012	45000 CACI International Inc. 2.125% Due 05-01-14	49,177	48,440	(736)
5/7/2012	45000 Newpark Resources Inc. 4.000% Due 10-01-17	48,247	44,009	(4,238)
5/8/2012	60000 Newpark Resources Inc. 4.000% Due 10-01-17	64,329	58,425	(5,904)
5/8/2012	30000 Newpark Resources Inc. 4.000% Due 10-01-17	32,164	29,298	(2,866)
5/8/2012	50000 Nuasive Inc. 2.750% Due 07-01-17	49,694	45,500	(4,194)
5/9/2012	35000 Lennar Corp. 144A 2.750% Due 12-15-20	36,628	51,056	14,428
5/9/2012	35000 Lennar Corp. 144A 2.750% Due 12-15-20	36,628	50,969	14,341
5/9/2012	140000 Micron Technology Inc.	114,306	123,573	9,267

**SCHEDULE D ATTACHMENT - B**

	1.875% Due 06-01-27			
5/9/2012	75000 Micron Technology Inc.	61,235	66,047	4,811
	1.875% Due 06-01-27			
5/9/2012	15000 3D Systems Corp 144A	14,700	21,161	6,461
	5.500% Due 12-15-16			
5/10/2012	10000 CACI International Inc.	10,932	10,713	(219)
	2.125% Due 05-01-14			
5/10/2012	15000 Greenbrier Cos. 144A	15,129	13,181	(1,948)
	3.500% Due 04-01-18			
5/10/2012	85000 Medivation Inc.	85,374	95,200	9,826
	2.625% Due 04-01-17			
5/10/2012	35000 Medivation Inc.	35,154	38,588	3,434
	2.625% Due 04-01-17			
5/10/2012	60000 Nuasive Inc.	59,633	54,413	(5,220)
	2.750% Due 07-01-17			
5/10/2012	25000 CACI International Inc.	27,330	26,750	(580)
	2.125% Due 05-01-14			
5/10/2012	30000 Lam Research Corp 144A	30,588	30,300	(288)
	1.250% Due 05-15-18			
5/11/2012	90000 Alere Inc.	91,332	81,241	(10,091)
	3.000% Due 05-15-16			
5/11/2012	45000 Gilead Sciences, Inc.	47,644	59,160	11,516
	1.625% Due 05-01-16			
5/11/2012	10000 Hologic Inc	10,073	9,113	(961)
	2.000% Due 03-01-42			
5/11/2012	25000 Intel Corporation 144A	28,164	34,438	6,274
	3.250% Due 08-01-39			
5/11/2012	45000 Intel Corporation 144A	50,694	61,934	11,240
	3.250% Due 08-01-39			
5/11/2012	80000 Interpublic Group Companies	96,557	89,650	(6,907)
	4.750% Due 03-15-23			
5/11/2012	25000 Lennar Corp. 144A	26,163	36,188	10,025
	2.750% Due 12-15-20			
5/14/2012	40000 Lennar Corp. 144A	41,861	58,200	16,339
	2.750% Due 12-15-20			
5/14/2012	70000 Navistar International Corporation	75,419	70,875	(4,544)
	3.000% Due 10-15-14			
5/14/2012	50000 SBA Communications Corporation	46,107	64,000	17,893
	1.875% Due 05-01-13			
5/14/2012	50000 TTM Technologies	52,384	50,938	(1,446)
	3.250% Due 05-15-15			
5/14/2012	25000 TTM Technologies	26,192	25,531	(661)
	3.250% Due 05-15-15			
5/14/2012	25000 TTM Technologies	26,192	25,500	(692)
	3.250% Due 05-15-15			
5/15/2012	65000 Lennar Corp. 144A	68,024	96,648	28,624
	2.750% Due 12-15-20			
5/15/2012	95000 CACI International Inc.	103,854	100,700	(3,154)
	2.125% Due 05-01-14			
5/16/2012	35000 TTM Technologies	36,669	35,875	(794)
	3.250% Due 05-15-15			
5/16/2012	25000 CACI International Inc.	27,330	26,438	(892)
	2.125% Due 05-01-14			
5/17/2012	15000 Gaylord Entertainment Co. 144A	16,161	20,213	4,052
	3.750% Due 10-01-14			
5/18/2012	70000 CACI International Inc.	76,524	72,962	(3,561)
	2.125% Due 05-01-14			
5/18/2012	5000 Interpublic Group Companies	6,035	5,413	(622)

**SCHEDULE D ATTACHMENT - B**

# SCHEDULE D ATTACHMENT - B

5/21/2012	30000 Gaylord Entertainment Co. 144A	4.750% Due 03-15-23	32,322	40,519	8,197
5/21/2012	60000 Gaylord Entertainment Co. 144A	3.750% Due 10-01-14	64,643	80,872	16,229
5/21/2012	45000 Gaylord Entertainment Co. 144A	3.750% Due 10-01-14	48,482	60,581	12,099
5/21/2012	15000 Greenbrier Cos. 144A	3.500% Due 04-01-18	15,129	12,563	(2,567)
5/21/2012	45000 Lennar Corp. 144A	2.750% Due 12-15-20	47,093	62,184	15,091
5/21/2012	110000 Lennar Corp. 144A	2.750% Due 12-15-20	115,117	152,763	37,645
5/21/2012	45000 Nuasive Inc.	2.750% Due 07-01-17	44,724	39,618	(5,107)
5/22/2012	80000 Alere Inc.	3.000% Due 05-15-16	81,184	72,000	(9,184)
5/22/2012	80000 Avis Budget Group Inc.	3.500% Due 10-01-14	85,776	94,800	9,024
5/22/2012	55000 Gaylord Entertainment Co. 144A	3.750% Due 10-01-14	59,256	74,597	15,341
5/22/2012	15000 Medivation Inc.	2.625% Due 04-01-17	15,066	17,625	2,559
5/22/2012	10000 Newpark Resources Inc.	4.000% Due 10-01-17	10,721	9,450	(1,271)
5/22/2012	10000 Newpark Resources Inc.	4.000% Due 10-01-17	10,721	9,475	(1,246)
5/22/2012	10000 Newpark Resources Inc.	4.000% Due 10-01-17	10,721	9,463	(1,259)
5/22/2012	35000 Rovi Corp.	2.625% Due 02-15-40	37,759	34,738	(3,021)
5/22/2012	35000 Rovi Corp.	2.625% Due 02-15-40	37,759	34,694	(3,065)
5/22/2012	35000 Rovi Corp.	2.625% Due 02-15-40	37,759	34,738	(3,021)
5/23/2012	20000 Gaylord Entertainment Co. 144A	3.750% Due 10-01-14	21,548	27,017	5,469
5/23/2012	30000 Gaylord Entertainment Co. 144A	3.750% Due 10-01-14	32,322	40,950	8,629
5/23/2012	15000 Interpublic Group Companies	4.750% Due 03-15-23	18,104	16,144	(1,961)
5/23/2012	45000 Lennar Corp. 144A	2.750% Due 12-15-20	47,093	63,450	16,357
5/23/2012	30000 Liberty Media Corporation	0.750% Due 03-30-23	32,522	34,050	1,528
5/23/2012	80000 Liberty Media Corporation	0.750% Due 03-30-23	86,725	90,800	4,075
5/23/2012	160000 Navistar International Corporation	3.000% Due 10-15-14	172,387	156,800	(15,587)
5/23/2012	10000 Tibco Software Inc.	2.250% Due 03-01-32	10,168	9,806	(362)
5/23/2012	15000 Tibco Software Inc.	2.250% Due 03-01-32	15,252	14,700	(552)
5/23/2012	22000 Verisign Inc.	3.250% Due 08-15-37	19,574	28,325	8,751
5/24/2012	100000 Barnes Group Inc.	3.375% Due 03-15-27	114,648	105,667	(8,982)
5/24/2012	13000 Chemed Corporation		11,400	12,698	1,298

	1.875% Due 05-15-14			
5/24/2012	52000 Chemed Corporation	45,602	50,700	5,098
	1.875% Due 05-15-14			
5/24/2012	25000 Gaylord Entertainment Co. 144A	26,935	34,094	7,159
	3.750% Due 10-01-14			
5/24/2012	140000 Knight Capital Group Inc	134,975	133,175	(1,800)
	3.500% Due 03-15-15			
5/24/2012	50000 Lennar Corp. 144A	52,326	71,000	18,674
	2.750% Due 12-15-20			
5/24/2012	70000 Lennar Corp. 144A	73,256	99,750	26,494
	2 750% Due 12-15-20			
5/24/2012	45000 Liberty Media Corporation	48,783	51,300	2,517
	0.750% Due 03-30-23			
5/24/2012	40000 Rovi Corp.	43,153	39,600	(3,553)
	2 625% Due 02-15-40			
5/25/2012	40000 Lennar Corp 144A	41,861	57,400	15,539
	2.750% Due 12-15-20			
5/25/2012	115000 Navistar International Corporation	123,903	113,203	(10,700)
	3 000% Due 10-15-14			
5/25/2012	15000 Onyx Pharmaceuticals Inc.	17,698	21,075	3,377
	4.000% Due 08-16-16			
5/25/2012	15000 Onyx Pharmaceuticals Inc.	17,698	21,113	3,414
	4.000% Due 08-16-16			
5/29/2012	105000 Chemed Corporation	92,080	102,638	10,557
	1.875% Due 05-15-14			
5/29/2012	95000 Newpark Resources Inc.	101,854	90,844	(11,010)
	4.000% Due 10-01-17			
5/29/2012	10000 3D Systems Corp 144A	9,800	15,252	5,452
	5.500% Due 12-15-16			
5/30/2012	300 Apache Corporation 6.0% CV PFD	15,460	14,347	(1,113)
5/30/2012	65000 Gilead Sciences, Inc.	68,819	83,769	14,950
	1.625% Due 05-01-16			
5/30/2012	50000 Gilead Sciences, Inc.	52,938	64,500	11,562
	1.625% Due 05-01-16			
5/30/2012	70000 Navistar International Corporation	75,419	68,600	(6,819)
	3.000% Due 10-15-14			
5/30/2012	11000 SBA Communications Corporation	10,143	13,888	3,744
	1 875% Due 05-01-13			
5/30/2012	10000 SBA Communications Corporation	9,221	12,650	3,429
	1.875% Due 05-01-13			
5/31/2012	40000 Gaylord Entertainment Co. 144A	43,095	60,100	17,005
	3.750% Due 10-01-14			
5/31/2012	60000 Gaylord Entertainment Co. 144A	64,643	88,988	24,345
	3.750% Due 10-01-14			
5/31/2012	30000 Gaylord Entertainment Co. 144A	32,322	44,475	12,154
	3.750% Due 10-01-14			
5/31/2012	40000 Gaylord Entertainment Co. 144A	43,095	57,400	14,305
	3.750% Due 10-01-14			
5/31/2012	20000 Gaylord Entertainment Co. 144A	21,548	29,650	8,102
	3.750% Due 10-01-14			
5/31/2012	30000 Gaylord Entertainment Co. 144A	32,322	43,392	11,070
	3 750% Due 10-01-14			
5/31/2012	50000 Gaylord Entertainment Co. 144A	53,869	71,820	17,951
	3.750% Due 10-01-14			
5/31/2012	40000 Liberty Media Corporation	43,363	45,500	2,137
	0.750% Due 03-30-23			
5/31/2012	50000 Liberty Media Corporation	54,203	56,875	2,672
	0.750% Due 03-30-23			

#### SCHEDULE D ATTACHMENT - B

5/31/2012	40000 Tibco Software Inc 2.250% Due 03-01-32	40,673	38,150	(2,523)
6/1/2012	600 Apache Corporation 6.0% CV PFD	30,920	28,349	(2,570)
6/1/2012	15000 Newpark Resources Inc. 4.000% Due 10-01-17	16,082	13,847	(2,235)
6/4/2012	5000 Concur Technologies Inc. 0.500% Due 04-15-15	5,631	6,688	1,056
6/4/2012	10000 Concur Technologies Inc. 0.500% Due 04-15-15	11,263	13,386	2,123
6/4/2012	15000 Gaylord Entertainment Co. 144A 3.750% Due 10-01-14	16,161	22,181	6,021
6/4/2012	105000 Navistar International Corporation 3.000% Due 10-15-14	113,129	101,325	(11,804)
6/5/2012	40000 Concur Technologies Inc. 0.500% Due 04-15-15	45,052	53,660	8,608
6/5/2012	50000 Concur Technologies Inc. 0.500% Due 04-15-15	56,314	67,048	10,734
6/5/2012	20000 Gaylord Entertainment Co. 144A 3.750% Due 10-01-14	21,548	29,600	8,052
6/5/2012	25000 Gaylord Entertainment Co. 144A 3.750% Due 10-01-14	26,935	37,015	10,080
6/7/2012	5000 Navistar International Corporation 3.000% Due 10-15-14	5,387	4,581	(806)
6/7/2012	5000 Navistar International Corporation 3.000% Due 10-15-14	5,387	4,581	(806)
6/8/2012	50000 Onyx Pharmaceuticals Inc. 4.000% Due 08-16-16	58,994	70,197	11,202
6/8/2012	40000 Photonics Inc 144A 3.250% Due 04-01-16	40,897	38,600	(2,297)
6/12/2012	48000 Rovi Corp. 2.625% Due 02-15-40	51,783	46,440	(5,343)
6/13/2012	30000 Covanta Holding Corporation 3.250% Due 06-01-14	31,633	33,599	1,967
6/15/2012	60000 Rovi Corp. 2.625% Due 02-15-40	64,729	57,638	(7,092)
6/15/2012	30000 3D Systems Corp 144A 5.500% Due 12-15-16	29,400	43,822	14,422
6/18/2012	900 Apache Corporation 6.0% CV PFD	46,379	44,954	(1,425)
6/20/2012	50000 SBA Communications Corporation 1.875% Due 05-01-13	46,107	66,531	20,425
6/20/2012	10000 Take-Two Interactive Software 144A 1.750% Due 12-01-16	10,104	9,000	(1,104)
6/21/2012	41000 Onyx Pharmaceuticals Inc. 4.000% Due 08-16-16	48,375	69,803	21,427
6/21/2012	122000 Onyx Pharmaceuticals Inc. 4.000% Due 08-16-16	143,946	211,136	67,191
6/21/2012	102000 Onyx Pharmaceuticals Inc. 4 000% Due 08-16-16	120,348	179,189	58,840
6/21/2012	61000 Onyx Pharmaceuticals Inc. 4 000% Due 08-16-16	71,973	105,234	33,261
6/21/2012	20000 Onyx Pharmaceuticals Inc. 4.000% Due 08-16-16	23,598	34,500	10,902
6/21/2012	41000 Onyx Pharmaceuticals Inc. 4.000% Due 08-16-16	48,375	70,828	22,452
6/21/2012	20000 Onyx Pharmaceuticals Inc. 4.000% Due 08-16-16	23,598	34,000	10,402
6/21/2012	35000 SBA Communications Corporation 1.875% Due 05-01-13	32,275	46,025	13,750

## SCHEDULE D ATTACHMENT - B

6/21/2012	35000 SBA Communications Corporation 1.875% Due 05-01-13	32,275	46,113	13,838
6/22/2012	3900 General Motors Corporation 4.75% CV PFD B	198,014	134,742	(63,272)
6/22/2012	15000 Goldman Sachs Group Inc. 3.250% Due 02-28-17	15,000	12,660	(2,340)
6/22/2012	50000 Intel Corporation 144A 3.250% Due 08-01-39	56,327	67,438	11,110
6/22/2012	20000 Liberty Media Corporation 0.750% Due 03-30-23	21,681	23,800	2,119
6/22/2012	15000 MGM Resorts International 4.250% Due 04-15-15	15,294	15,075	(219)
6/22/2012	40000 Onyx Pharmaceuticals Inc. 4.000% Due 08-16-16	47,195	70,997	23,802
6/22/2012	5000 Onyx Pharmaceuticals Inc. 4.000% Due 08-16-16	5,899	8,913	3,013
6/22/2012	62000 SBA Communications Corporation 1.875% Due 05-01-13	57,172	82,405	25,233
6/25/2012	100000 Rovi Corp. 2.625% Due 02-15-40	107,882	95,875	(12,007)
6/25/2012	75000 Steel Dynamics Inc. 5.125% Due 06-15-14	83,946	77,719	(6,227)
6/25/2012	75000 TTM Technologies 3.250% Due 05-15-15	78,576	73,313	(5,263)
6/26/2012	35000 Lennar Corp. 144A 2.750% Due 12-15-20	36,628	49,284	12,656
6/26/2012	35000 Lennar Corp. 144A 2.750% Due 12-15-20	36,628	49,569	12,941
6/26/2012	30000 TTM Technologies 3.250% Due 05-15-15	31,430	29,400	(2,030)
6/26/2012	55000 3D Systems Corp 144A 5.500% Due 12-15-16	53,900	85,386	31,486
6/27/2012	20000 Greenbrier Cos. 3.500% Due 04-01-18	20,172	16,600	(3,572)
6/27/2012	25000 Lennar Corp. 144A 2.750% Due 12-15-20	26,163	36,094	9,931
6/27/2012	20000 Lennar Corp. 144A 2.750% Due 12-15-20	20,930	28,875	7,945
6/27/2012	8000 Rovi Corp. 2.625% Due 02-15-40	8,631	7,650	(981)
6/27/2012	45000 Salix Pharmaceuticals 2.750% Due 05-15-15	49,949	59,850	9,901
6/27/2012	21000 TTM Technologies 3.250% Due 05-15-15	22,001	20,580	(1,421)
6/27/2012	40000 3D Systems Corp 144A 5.500% Due 12-15-16	39,200	64,670	25,470
6/27/2012	5000 Photronics Inc. 144A 3.250% Due 04-01-16	5,112	4,838	(275)
6/28/2012	25000 Salix Pharmaceuticals 2.750% Due 05-15-15	27,749	33,000	5,251
6/28/2012	40000 Salix Pharmaceuticals 2.750% Due 05-15-15	44,399	52,800	8,401
6/29/2012	300 Apache Corporation 6.0% CV PFD	15,460	14,985	(475)
6/29/2012	112000 Rovi Corp. 2.625% Due 02-15-40	120,828	107,800	(13,028)
7/2/2012	10000 American Equity 144A 5.250% Due 12-06-29	10,000	12,763	2,763
7/2/2012	20000 Lennar Corp. 144A 2.750% Due 12-15-20	20,930	30,800	9,870

#### SCHEDULE D ATTACHMENT - B



7/2/2012	20000 3D Systems Corp 144A 5.500% Due 12-15-16	19,600	32,731	13,131
7/3/2012	30000 Gaylord Entertainment Co. 144A 3.750% Due 10-01-14	32,322	45,075	12,754
7/3/2012	20000 Liberty Media Corporation 0.750% Due 03-30-23	21,681	24,650	2,969
7/3/2012	25000 3D Systems Corp 144A 5.500% Due 12-15-16	24,500	41,859	17,359
7/6/2012	55000 Gaylord Entertainment Co. 144A 3.750% Due 10-01-14	59,256	82,048	22,792
7/6/2012	20000 3D Systems Corp 144A 5.500% Due 12-15-16	19,600	33,358	13,758
7/6/2012	28000 Versign Inc. 3.250% Due 08-15-37	24,913	39,795	14,882
7/9/2012	30000 Lennar Corp. 144A 2.750% Due 12-15-20	31,396	46,688	15,292
7/9/2012	25000 Salix Pharmaceuticals 2.750% Due 05-15-15	27,749	34,219	6,470
7/9/2012	20000 3D Systems Corp 144A 5.500% Due 12-15-16	19,600	33,116	13,516
7/10/2012	40000 3D Systems Corp 144A 5.500% Due 12-15-16	39,200	63,223	24,023
7/11/2012	40000 3D Systems Corp 144A 5.500% Due 12-15-16	39,200	61,965	22,765
7/12/2012	35000 Gaylord Entertainment Co. 144A 3.750% Due 10-01-14	37,708	50,138	12,429
7/12/2012	40000 Intel Corporation 144A 3.250% Due 08-01-39	45,062	51,550	6,488
7/12/2012	15000 Intel Corporation 144A 3.250% Due 08-01-39	16,898	19,215	2,317
7/12/2012	50000 MGM Resorts International 4.250% Due 04-15-15	50,982	50,063	(919)
7/12/2012	30000 MGM Resorts International 4.250% Due 04-15-15	30,589	30,075	(514)
7/12/2012	25000 3D Systems Corp 144A 5.500% Due 12-15-16	24,500	37,617	13,117
7/13/2012	20000 Dollar Financial Corporation 3.000% Due 04-01-28	18,572	23,725	5,154
7/13/2012	3100 General Motors Corporation 4.75% CV PFD B	157,395	103,073	(54,323)
7/13/2012	900 MetLife Inc 5% CV PFD	74,378	55,304	(19,074)
7/19/2012	5000 Liberty Media Corporation 0.750% Due 03-30-23	5,420	6,246	826
7/23/2012	35000 Ryland Group 1.625% Due 05-15-18	35,234	39,463	4,228
7/23/2012	5000 Tibco Software Inc. 2.250% Due 03-01-32	5,084	4,931	(153)
7/25/2012	25000 Concur Technologies Inc. 0.500% Due 04-15-15	28,157	34,281	6,124
7/25/2012	15000 Medivation Inc. 2.625% Due 04-01-17	15,066	18,675	3,609
7/26/2012	45000 MGM Resorts International 4.250% Due 04-15-15	45,883	44,213	(1,671)
7/26/2012	10000 Sandisk Corporation 1.500% Due 08-15-17	10,412	11,138	726
7/27/2012	40000 Concur Technologies Inc. 0.500% Due 04-15-15	45,052	57,900	12,848
7/27/2012	35000 Gilead Sciences, Inc. 1.625% Due 05-01-16	37,056	48,300	11,244

#### SCHEDULE D ATTACHMENT - B

7/27/2012	95000	Gilead Sciences, Inc. 1.625% Due 05-01-16	100,581	131,100	30,519
7/27/2012	5000	CB Kaiser Aluminum Corporation 4.500% Due 04-01-15	5,423	6,500	1,077
7/30/2012	50000	Gilead Sciences, Inc. 1.625% Due 05-01-16	52,938	69,204	16,266
7/30/2012	50000	Gilead Sciences, Inc. 1.625% Due 05-01-16	52,938	69,250	16,312
7/30/2012	40000	CB Kaiser Aluminum Corporation 4.500% Due 04-01-15	43,382	52,050	8,668
7/30/2012	1000	MetLife Inc. 5% CV PFD	82,642	61,949	(20,693)
7/31/2012	105000	MGM Resorts International 4.250% Due 04-15-15	107,061	104,738	(2,324)
8/1/2012	30000	Concur Technologies Inc. 0.500% Due 04-15-15	33,789	42,938	9,149
8/1/2012	30000	CB Kaiser Aluminum Corporation 4.500% Due 04-01-15	32,537	39,000	6,463
8/1/2012	15000	Knight Capital Group Inc 3.500% Due 03-15-15	14,462	12,675	(1,787)
8/1/2012	30000	Knight Capital Group Inc 3.500% Due 03-15-15	28,923	24,900	(4,023)
8/1/2012	15000	Knight Capital Group Inc 3.500% Due 03-15-15	14,462	12,713	(1,749)
8/1/2012	70000	Knight Capital Group Inc 3.500% Due 03-15-15	67,487	58,345	(9,142)
8/1/2012	5000	Nuance Communications 2.750% Due 11-01-31	5,284	5,350	66
8/1/2012	80000	TTM Technologies 3.250% Due 05-15-15	83,814	80,200	(3,614)
8/1/2012	40000	Take-Two Interactive Software 144A 1.750% Due 12-01-16	40,415	35,300	(5,115)
8/1/2012	40000	Take-Two Interactive Software 144A 1.750% Due 12-01-16	40,415	34,850	(5,565)
8/1/2012	20000	Take-Two Interactive Software 144A 1.750% Due 12-01-16	20,208	17,500	(2,708)
8/1/2012	40000	Take-Two Interactive Software 144A 1.750% Due 12-01-16	40,415	34,900	(5,515)
8/2/2012	40000	Gilead Sciences, Inc. 1.625% Due 05-01-16	42,350	56,960	14,610
8/2/2012	80000	Knight Capital Group Inc 3.500% Due 03-15-15	77,128	50,109	(27,020)
8/2/2012	150000	Knight Capital Group Inc 3.500% Due 03-15-15	144,616	100,227	(44,389)
8/2/2012	30000	Knight Capital Group Inc 3.500% Due 03-15-15	28,923	22,500	(6,423)
8/2/2012	40000	Knight Capital Group Inc 3.500% Due 03-15-15	38,564	30,000	(8,564)
8/2/2012	40000	Liberty Media Corporation 0.750% Due 03-30-23	43,363	50,950	7,587
8/2/2012	40000	Liberty Media Corporation 0.750% Due 03-30-23	43,363	51,000	7,637
8/2/2012	95000	MGM Resorts International 4.250% Due 04-15-15	96,865	94,050	(2,815)
8/2/2012	20000	Medivation Inc. 2.625% Due 04-01-17	20,088	25,006	4,919
8/2/2012	34000	TTM Technologies 3.250% Due 05-15-15	35,621	33,660	(1,961)
8/2/2012	30000	Take-Two Interactive Software 144A	30,312	25,725	(4,587)

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	1.750% Due 12-01-16			
8/2/2012	30000 Take-Two Interactive Software 144A	30,312	25,500	(4,812)
	1.750% Due 12-01-16			
8/3/2012	700 Apache Corporation 6.0% CV PFD	36,073	33,466	(2,607)
8/3/2012	25000 Concur Technologies Inc.	28,157	34,000	5,843
	0.500% Due 04-15-15			
8/3/2012	80000 MGM Resorts International	81,571	79,300	(2,271)
	4.250% Due 04-15-15			
8/3/2012	115000 On Semiconductor ONNN	127,034	122,671	(4,363)
	2.625% Due 12-15-26			
8/7/2012	45000 Annaly Capital Mgmt	44,056	45,369	1,313
	5.000% Due 05-15-15			
8/7/2012	25000 Annaly Capital Mgmt	24,476	25,125	649
	5.000% Due 05-15-15			
8/7/2012	40000 Concur Technologies Inc.	45,052	57,250	12,198
	0.500% Due 04-15-15			
8/7/2012	35000 Covanta Holding Corporation	36,905	41,650	4,745
	3.250% Due 06-01-14			
8/7/2012	105000 Illumina Inc. 144A	99,908	97,125	(2,783)
	0.250% Due 03-15-16			
8/7/2012	500 MetLife Inc. 5% CV PFD	41,321	33,974	(7,347)
8/7/2012	700 MetLife Inc. 5% CV PFD	57,849	47,564	(10,285)
8/7/2012	40000 Netapp Inc.	43,708	47,250	3,542
	1.750% Due 06-01-13			
8/7/2012	10000 Netapp Inc.	10,927	11,781	854
	1.750% Due 06-01-13			
8/7/2012	40000 Netapp Inc.	43,708	47,280	3,572
	1.750% Due 06-01-13			
8/7/2012	40000 On Semiconductor ONNN	44,186	43,100	(1,086)
	2.625% Due 12-15-26			
8/7/2012	55000 SL Green Operating Partners 144A	55,963	63,676	7,713
	3.000% Due 10-15-17			
8/7/2012	1500 General Motors Corporation 4.75% CV PFD B	76,159	52,049	(24,110)
8/7/2012	50000 Gilead Sciences, Inc.	52,938	70,775	17,837
	1.625% Due 05-01-16			
8/7/2012	35000 Greenbrier Cos.	35,302	31,325	(3,977)
	3.500% Due 04-01-18			
8/7/2012	30000 Host Hotels & Resorts	32,019	38,363	6,344
	2.500% Due 10-15-29			
8/7/2012	25000 Host Hotels & Resorts	26,682	31,875	5,193
	2.500% Due 10-15-29			
8/7/2012	175000 Illumina Inc. 144A	166,513	161,875	(4,638)
	0.250% Due 03-15-16			
8/7/2012	75000 Intel Corporation 144A	84,491	101,625	17,134
	3.250% Due 08-01-39			
8/7/2012	50000 Intel Corporation 144A	56,327	67,563	11,235
	3.250% Due 08-01-39			
8/7/2012	50000 Lam Research Corp 144A	50,980	49,350	(1,630)
	1.250% Due 05-15-18			
8/7/2012	75000 Liberty Media Corporation	81,305	98,203	16,898
	0.750% Due 03-30-23			
8/8/2012	20000 Covanta Holding Corporation	21,088	23,663	2,575
	3.250% Due 06-01-14			
8/8/2012	55000 Greenbrier Cos.	55,474	48,400	(7,074)
	3.500% Due 04-01-18			
8/8/2012	160000 ISIS Pharmaceuticals Inc.	168,145	162,800	(5,345)
	2.580% Due 02-15-27			
8/8/2012	55000 Lennar Corp. 144A	64,352	68,269	3,917

#### SCHEDULE D ATTACHMENT - B

	2.000% Due 12-01-20			
8/8/2012	30000 Liberty Media Corporation 0.750% Due 03-30-23	32,522	39,563	7,041
8/8/2012	50000 Liberty Media Corporation 0.750% Due 03-30-23	54,203	65,625	11,422
8/8/2012	700 MetLife Inc. 5% CV PFD	57,849	47,648	(10,201)
8/8/2012	45000 Netapp Inc. 1.750% Due 06-01-13	49,172	52,481	3,309
8/8/2012	45000 Priceline.com Inc. 144A 1.000% Due 03-15-18	45,455	46,350	895
8/8/2012	45000 Priceline.com Inc. 144A 1.000% Due 03-15-18	45,455	46,238	783
8/8/2012	95000 Priceline.com Inc. 144A 1.000% Due 03-15-18	95,960	98,028	2,068
8/8/2012	115000 Take-Two Interactive Software 144A 1.750% Due 12-01-16	116,194	100,625	(15,569)
8/8/2012	105000 Photronics Inc. 3.250% Due 04-01-16	107,355	101,682	(5,673)
8/9/2012	45000 Annaly Capital Mgmt 5.000% Due 05-15-15	44,056	45,450	1,394
8/9/2012	35000 Covanta Holding Corporation 3.250% Due 06-01-14	36,905	41,519	4,614
8/9/2012	25000 CB Kaiser Aluminum Corporation 4.500% Due 04-01-15	27,114	32,875	5,761
8/9/2012	35000 Netapp Inc. 1.750% Due 06-01-13	38,245	40,443	2,198
8/9/2012	30000 Netapp Inc. 1.750% Due 06-01-13	32,781	34,650	1,869
8/9/2012	25000 Priceline.com Inc. 144A 1.000% Due 03-15-18	25,253	25,750	497
8/9/2012	40000 SL Green Operating Partners 144A 3.000% Due 10-15-17	40,700	46,339	5,638
8/9/2012	35000 Take-Two Interactive Software 144A 1.750% Due 12-01-16	35,363	30,450	(4,913)
8/9/2012	10000 Photronics Inc. 3.250% Due 04-01-16	10,224	9,684	(540)
8/10/2012	80000 Covanta Holding Corporation 3.250% Due 06-01-14	84,353	94,400	10,047
8/10/2012	235000 Goldman Sachs Group Inc. 3.250% Due 02-28-17	235,000	204,309	(30,691)
8/10/2012	45000 Liberty Media Corporation 0.750% Due 03-30-23	48,783	59,456	10,673
8/10/2012	800 MetLife Inc. 5% CV PFD	66,114	55,160	(10,953)
8/10/2012	40000 Netapp Inc. 1.750% Due 06-01-13	43,708	46,250	2,542
8/10/2012	50000 Netapp Inc. 1.750% Due 06-01-13	54,635	57,688	3,052
8/10/2012	40000 Netapp Inc. 1.750% Due 06-01-13	43,708	46,275	2,567
8/13/2012	40000 Concur Technologies Inc. 0.500% Due 04-15-15	45,052	57,700	12,648
8/13/2012	510000 Goldman Sachs Group Inc. 3.250% Due 02-28-17	510,000	443,420	(66,581)
8/13/2012	45000 Priceline.com Inc. 144A 1.000% Due 03-15-18	45,455	46,125	670
8/13/2012	45000 Priceline.com Inc. 144A 1.000% Due 03-15-18	45,455	46,181	726
8/14/2012	900 Apache Corporation 6.0% CV PFD	46,379	44,504	(1,875)

**SCHEDULE D ATTACHMENT - B**

8/14/2012	20000 Covanta Holding Corporation 3.250% Due 06-01-14	21,088	23,800	2,712
8/14/2012	40000 Gilead Sciences, Inc. 1.625% Due 05-01-16	42,350	56,350	14,000
8/14/2012	55000 Lennar Corp. 144A 2.000% Due 12-01-20	64,352	69,924	5,573
8/14/2012	55000 Lennar Corp. 144A 2.000% Due 12-01-20	64,352	69,644	5,292
8/14/2012	25000 Netapp Inc. 1.750% Due 06-01-13	27,318	28,625	1,307
8/14/2012	20000 Netapp Inc. 1.750% Due 06-01-13	21,854	22,900	1,046
8/15/2012	40000 Concur Technologies Inc. 0.500% Due 04-15-15	45,052	58,900	13,848
8/15/2012	85000 Hologic Inc 2.000% Due 03-01-42	85,624	83,088	(2,536)
8/15/2012	50000 Netapp Inc. 1.750% Due 06-01-13	54,635	57,188	2,552
8/15/2012	30000 Netapp Inc. 1.750% Due 06-01-13	32,781	34,275	1,494
8/16/2012	5000 Avis Budget Group Inc. 3.500% Due 10-01-14	5,361	6,250	889
8/17/2012	30000 Concur Technologies Inc. 0.500% Due 04-15-15	33,789	45,052	11,263
8/17/2012	55000 Lennar Corp. 144A 2.000% Due 12-01-20	64,352	71,225	6,873
8/17/2012	40000 Liberty Media Corporation 0.750% Due 03-30-23	43,363	53,000	9,637
8/20/2012	20000 Annaly Capital Mgmt 4.000% Due 02-15-15	23,295	25,225	1,930
8/20/2012	20000 Avis Budget Group Inc. 3.500% Due 10-01-14	21,444	24,788	3,343
8/20/2012	45000 Avis Budget Group Inc. 3.500% Due 10-01-14	48,249	55,823	7,573
8/20/2012	20000 Concur Technologies Inc. 0.500% Due 04-15-15	22,526	30,013	7,487
8/20/2012	40000 Liberty Media Corporation 0.750% Due 03-30-23	43,363	53,150	9,787
8/20/2012	45000 On Semiconductor ONNN 2.625% Due 12-15-26	49,709	47,475	(2,234)
8/21/2012	95000 Annaly Capital Mgmt 4.000% Due 02-15-15	110,650	119,848	9,199
8/21/2012	40000 Annaly Capital Mgmt 4.000% Due 02-15-15	46,589	50,550	3,961
8/21/2012	20000 Concur Technologies Inc. 0.500% Due 04-15-15	22,526	30,100	7,574
8/21/2012	15000 Greenbrier Cos. 3.500% Due 04-01-18	15,129	13,313	(1,817)
8/21/2012	15000 Greenbrier Cos. 3.500% Due 04-01-18	15,129	13,316	(1,813)
8/21/2012	15000 Greenbrier Cos 3.500% Due 04-01-18	15,129	13,313	(1,817)
8/21/2012	95000 Lam Research Corp 0.500% Due 05-15-16	96,088	92,055	(4,033)
8/21/2012	50000 Lam Research Corp 0.500% Due 05-15-16	50,573	48,350	(2,223)
8/21/2012	30000 Lennar Corp. 144A 2.000% Due 12-01-20	35,101	38,250	3,149

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8/21/2012	20000	Lennar Corp. 144A 2.000% Due 12-01-20	23,401	25,375	1,974
8/21/2012	40000	Liberty Media Corporation 0.750% Due 03-30-23	43,363	53,100	9,737
8/21/2012	500	MetLife Inc. 5% CV PFD	41,321	35,124	(6,197)
8/21/2012	500	MetLife Inc. 5% CV PFD	41,321	35,199	(6,122)
8/21/2012	40000	Salix Pharmaceuticals 2.750% Due 05-15-15	44,399	49,400	5,001
8/21/2012	200000	Goldman Sachs Group Inc. 3 250% Due 02-28-17	200,000	173,920	(26,080)
8/21/2012	20000	CB Kaiser Aluminum Corporation 4.500% Due 04-01-15	21,691	26,925	5,234
8/22/2012	50000	Annaly Capital Mgmt 4.000% Due 02-15-15	58,237	63,000	4,763
8/22/2012	500	Fifth Third Bancorp 8.5% CV PFD	39,635	70,851	31,216
8/23/2012	40000	Concur Technologies Inc. 0.500% Due 04-15-15	45,052	60,050	14,998
8/23/2012	20000	Concur Technologies Inc. 0.500% Due 04-15-15	22,526	30,075	7,549
8/23/2012	20000	Lennar Corp. 144A 2.000% Due 12-01-20	23,401	25,625	2,224
8/23/2012	40000	Liberty Media Corporation 0.750% Due 03-30-23	43,363	52,210	8,847
8/24/2012	45000	Concur Technologies Inc. 0.500% Due 04-15-15	50,683	67,409	16,726
8/24/2012	400	Fifth Third Bancorp 8.5% CV PFD	31,708	56,657	24,949
8/24/2012	35000	Gilead Sciences, Inc. 1.625% Due 05-01-16	37,056	49,258	12,202
8/24/2012	35000	Gilead Sciences, Inc. 1.625% Due 05-01-16	37,056	49,217	12,161
8/27/2012	10000	Avis Budget Group Inc. 3 500% Due 10-01-14	10,722	12,643	1,921
8/27/2012	20000	Avis Budget Group Inc. 3.500% Due 10-01-14	21,444	25,389	3,945
8/29/2012	500	Fifth Third Bancorp 8.5% CV PFD	39,635	70,937	31,303
9/4/2012	105000	Goldman Sachs Group Inc. 3.250% Due 02-28-17	105,000	92,243	(12,758)
9/4/2012	35000	Lennar Corp. 144A 2 000% Due 12-01-20	40,951	45,315	4,364
9/4/2012	15000	Liberty Media Corporation 0.750% Due 03-30-23	16,261	19,541	3,280
9/4/2012	35000	Medivation Inc. 2.625% Due 04-01-17	35,154	46,532	11,378
9/6/2012	500	Fifth Third Bancorp 8.5% CV PFD	39,635	71,270	31,636
9/6/2012	40000	Liberty Media Corporation 0.750% Due 03-30-23	43,363	53,663	10,301
9/6/2012	5000	Sandisk Corporation 1.500% Due 08-15-17	5,206	5,719	513
9/7/2012	10000	Accuray Inc. 3.750% Due 08-01-16	10,197	9,800	(397)
9/7/2012	10000	Accuray Inc. 3.750% Due 08-01-16	10,197	9,783	(414)
9/7/2012	400	Fifth Third Bancorp 8.5% CV PFD	31,708	57,071	25,363
9/10/2012	600	Fifth Third Bancorp 8.5% CV PFD	47,562	85,648	38,086
9/10/2012	5000	Gencorp Inc. 4.062% Due 12-31-39	5,569	6,396	827
9/10/2012	40000	Gilead Sciences, Inc. 1.625% Due 05-01-16	42,350	57,850	15,500

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9/10/2012	30000 Gilead Sciences, Inc. 1.625% Due 05-01-16	31,763	43,350	11,587
9/10/2012	40000 Gilead Sciences, Inc. 1.625% Due 05-01-16	42,350	57,860	15,510
9/10/2012	40000 Intel Corporation 144A 3.250% Due 08-01-39	45,062	49,650	4,588
9/10/2012	40000 Intel Corporation 144A 3.250% Due 08-01-39	45,062	49,600	4,538
9/10/2012	40000 Lennar Corp. 144A 2.000% Due 12-01-20	46,801	52,400	5,599
9/10/2012	40000 Liberty Media Corporation 0.750% Due 03-30-23	43,363	53,950	10,587
9/10/2012	70000 Titan Machinery Inc. 3.750% Due 05-01-19	71,039	61,906	(9,132)
9/10/2012	70000 Titan Machinery Inc. 3.750% Due 05-01-19	71,039	62,300	(8,739)
9/11/2012	85000 Accuray Inc. 3.750% Due 08-01-16	86,673	81,600	(5,073)
9/11/2012	500 Apache Corporation 6.0% CV PFD	25,766	25,175	(591)
9/11/2012	5000 Chart Industries Inc. 2.000% Due 08-01-18	4,990	6,469	1,479
9/11/2012	55000 Electronic Arts Inc 0.750% Due 07-15-16	50,875	51,150	275
9/11/2012	20000 Gencorp Inc. 4.062% Due 12-31-39	22,276	25,617	3,341
9/11/2012	170000 Goldman Sachs Group Inc. 3.250% Due 02-28-17	170,000	151,096	(18,904)
9/11/2012	45000 Lam Research Corp 144A 1.250% Due 05-15-18	45,882	44,269	(1,613)
9/11/2012	35000 MGM Resorts International 4.250% Due 04-15-15	35,687	36,313	625
9/11/2012	55000 Medici's Pharmaceutical 1.375% Due 06-01-17	55,355	59,331	3,976
9/11/2012	90000 Medici's Pharmaceutical 1.375% Due 06-01-17	90,581	97,083	6,502
9/11/2012	45000 Medici's Pharmaceutical 1.375% Due 06-01-17	45,290	48,544	3,253
9/11/2012	1000 MetLife Inc. 5% CV PFD	82,642	69,848	(12,794)
9/11/2012	40000 SL Green Operating Partners 144A 3.000% Due 10-15-17	40,700	46,161	5,461
9/11/2012	40000 Titan Machinery Inc 3.750% Due 05-01-19	40,594	34,800	(5,794)
9/12/2012	15000 Accuray Inc. 3.750% Due 08-01-16	15,295	14,438	(858)
9/12/2012	1000 Apache Corporation 6.0% CV PFD	51,533	50,661	(872)
9/12/2012	1000 Apache Corporation 6.0% CV PFD	51,533	50,499	(1,034)
9/12/2012	300 Fifth Third Bancorp 8.5% CV PFD	23,781	42,980	19,199
9/12/2012	10000 Gencorp Inc. 4.062% Due 12-31-39	11,138	12,825	1,687
9/12/2012	60000 Intel Corporation 144A 3.250% Due 08-01-39	67,593	74,717	7,124
9/12/2012	40000 Lennar Corp. 144A 2.000% Due 12-01-20	46,801	53,300	6,499
9/12/2012	45000 Liberty Media Corporation 0.750% Due 03-30-23	48,783	60,666	11,883
9/12/2012	50000 Medici's Pharmaceutical 1.375% Due 06-01-17	50,323	53,950	3,627
9/12/2012	30000 On Semiconductor ONNN	33,139	31,650	(1,489)

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	2.625% Due 12-15-26			
9/12/2012	30000 On Semiconductor ONNN	33,139	31,650	(1,489)
	2.625% Due 12-15-26			
9/12/2012	19000 Salix Pharmaceuticals	21,089	22,335	1,245
	2.750% Due 05-15-15			
9/12/2012	482 Stanley Black & Decker 4.75% CV PFD	52,354	59,887	7,534
9/12/2012	459 Stanley Black & Decker 4.75% CV PFD	49,855	57,069	7,214
9/12/2012	30000 Steel Dynamics Inc.	33,220	31,913	(1,307)
	5.125% Due 06-15-14			
9/12/2012	25000 Steel Dynamics Inc.	27,683	26,625	(1,058)
	5.125% Due 06-15-14			
9/12/2012	135000 Tyson Foods Inc.	148,228	151,200	2,972
	3.250% Due 10-15-13			
9/13/2012	1500 Apache Corporation 6.0% CV PFD	77,299	75,973	(1,325)
9/13/2012	45000 Intel Corporation 144A	50,694	55,800	5,106
	3 250% Due 08-01-39			
9/13/2012	40000 Lennar Corp. 144A	46,801	52,950	6,149
	2.000% Due 12-01-20			
9/13/2012	30000 Lennar Corp. 144A	35,101	39,750	4,649
	2.000% Due 12-01-20			
9/13/2012	500 MetLife Inc. 5% CV PFD	41,321	34,024	(7,297)
9/13/2012	108000 Cemex SAB DE	106,116	105,300	(816)
	4 875% Due 03-15-15			
9/13/2012	40000 Chart Industries Inc.	39,918	52,150	12,232
	2.000% Due 08-01-18			
9/13/2012	30000 Lennar Corp. 144A	35,101	39,788	4,687
	2.000% Due 12-01-20			
9/13/2012	55000 Liberty Media Corporation	59,624	74,869	15,245
	0.750% Due 03-30-23			
9/13/2012	195000 Medicis Pharmaceutical	196,258	210,356	14,098
	1.375% Due 06-01-17			
9/13/2012	100000 Medicis Pharmaceutical	100,645	107,900	7,255
	1.375% Due 06-01-17			
9/13/2012	600 MetLife Inc. 5% CV PFD	49,585	40,919	(8,666)
9/13/2012	600 MetLife Inc. 5% CV PFD	49,585	41,969	(7,616)
9/13/2012	40000 Titan Machinery Inc.	40,594	34,850	(5,744)
	3.750% Due 05-01-19			
9/14/2012	1000 Apache Corporation 6.0% CV PFD	51,533	51,081	(451)
9/14/2012	40000 Chart Industries Inc.	39,918	52,934	13,016
	2.000% Due 08-01-18			
9/14/2012	500 Fifth Third Bancorp 8.5% CV PFD	39,635	72,805	33,170
9/14/2012	500 Fifth Third Bancorp 8.5% CV PFD	39,635	72,874	33,239
9/14/2012	40000 Lennar Corp. 144A	46,801	55,632	8,831
	2.000% Due 12-01-20			
9/14/2012	35000 Medicis Pharmaceutical	35,226	37,765	2,539
	1 375% Due 06-01-17			
9/14/2012	50000 Medicis Pharmaceutical	50,323	53,950	3,627
	1.375% Due 06-01-17			
9/14/2012	85000 Medicis Pharmaceutical	85,549	91,715	6,166
	1.375% Due 06-01-17			
9/14/2012	600 MetLife Inc. 5% CV PFD	49,585	42,714	(6,871)
9/14/2012	600 MetLife Inc. 5% CV PFD	49,585	42,603	(6,982)
9/17/2012	1000 Apache Corporation 6.0% CV PFD	51,533	51,299	(234)
9/17/2012	500 Fifth Third Bancorp 8.5% CV PFD	39,635	72,688	33,053
9/17/2012	45000 Gilead Sciences, Inc.	47,644	68,963	21,319
	1.625% Due 05-01-16			
9/17/2012	40000 Gilead Sciences, Inc.	42,350	62,100	19,750
	1.625% Due 05-01-16			

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9/17/2012	45000	Gilead Sciences, Inc. 1.625% Due 05-01-16	47,644	69,170	21,526
9/17/2012	55000	Gilead Sciences, Inc. 1.625% Due 05-01-16	58,231	84,425	26,194
9/17/2012	90000	Interpublic Group Companies 4.750% Due 03-15-23	108,627	101,025	(7,602)
9/17/2012	30000	Lennar Corp. 144A 2.000% Due 12-01-20	35,101	41,114	6,013
9/17/2012	50000	Lennar Corp 144A 2.000% Due 12-01-20	58,501	68,928	10,427
9/17/2012	60000	MGM Resorts International 4 250% Due 04-15-15	61,178	63,300	2,122
9/17/2012	500	MetLife Inc. 5% CV PFD	41,321	35,424	(5,897)
9/17/2012	500	MetLife Inc. 5% CV PFD	41,321	35,289	(6,032)
9/17/2012	200	Stanley Black & Decker 4.75% CV PFD	21,723	25,239	3,516
9/17/2012	110000	Medicis Pharmaceutical 1.375% Due 06-01-17	110,710	118,690	7,980
9/18/2012	600	Apache Corporation 6.0% CV PFD	30,920	30,305	(614)
9/18/2012	40000	Gilead Sciences, Inc. 1.625% Due 05-01-16	42,350	62,850	20,500
9/18/2012	100000	Gilead Sciences, Inc. 1.625% Due 05-01-16	105,875	157,125	51,250
9/18/2012	30000	Gilead Sciences, Inc. 1.625% Due 05-01-16	31,763	47,100	15,337
9/18/2012	15000	Molina Healthcare Inc. 3 750% Due 10-01-14	16,948	16,238	(710)
9/19/2012	50000	Gilead Sciences, Inc. 1.625% Due 05-01-16	52,938	78,400	25,462
9/19/2012	30000	Gilead Sciences, Inc. 1.625% Due 05-01-16	31,763	47,106	15,344
9/19/2012	40000	Gilead Sciences, Inc. 1.625% Due 05-01-16	42,350	62,800	20,450
9/19/2012	40000	Gilead Sciences, Inc. 1.625% Due 05-01-16	42,350	62,832	20,482
9/19/2012	25000	Lennar Corp. 144A 2.000% Due 12-01-20	29,251	34,563	5,312
9/19/2012	887	Stanley Black & Decker 4.75% CV PFD	96,344	111,937	15,593
9/20/2012	25000	Nuance Communications 2.750% Due 11-01-31	26,419	29,094	2,675
9/20/2012	562	Stanley Black & Decker 4 75% CV PFD	61,043	71,204	10,161
9/20/2012	1000	Apache Corporation 6.0% CV PFD	51,533	49,949	(1,584)
9/20/2012	5000	Ciena Corporation 144A 3.750% Due 10-15-18	5,007	5,369	361
9/20/2012	15000	Covanta Holding Corporation 3.250% Due 06-01-14	15,816	17,487	1,670
9/20/2012	20000	Covanta Holding Corporation 3.250% Due 06-01-14	21,088	23,250	2,162
9/20/2012	50000	Interpublic Group Companies 4.750% Due 03-15-23	60,348	55,563	(4,786)
9/20/2012	25000	Lam Research Corp 144A 1.250% Due 05-15-18	25,490	24,438	(1,052)
9/20/2012	35000	US Steel Corp. 4 000% Due 05-15-14	40,161	35,853	(4,307)
9/20/2012	25000	US Steel Corp. 4.000% Due 05-15-14	28,686	25,531	(3,155)
9/20/2012	10000	United Therapeutics Corp 144A 0.000% Due 09-15-16	10,953	13,500	2,547

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9/20/2012	10000 United Therapeutics Corp. 144A 0.000% Due 09-15-16	10,953	13,515	2,562
9/21/2012	95000 Gilead Sciences, Inc 1.625% Due 05-01-16	100,581	150,813	50,231
9/21/2012	5000 Goodrich Petroleum Corporation 5.000% Due 10-01-29	4,681	4,735	54
9/21/2012	10000 Goodrich Petroleum Corporation 5.000% Due 10-01-29	9,363	9,525	162
9/21/2012	5000 Medicines Company 144A 1.375% Due 06-01-17	5,000	5,706	706
9/21/2012	20000 Ryland Group 1.625% Due 05-15-18	20,244	25,500	5,256
9/24/2012	600 Apache Corporation 6.0% CV PFD	30,920	29,489	(1,430)
9/24/2012	290 Fifth Third Bancorp 8.5% CV PFD	22,988	41,288	18,300
9/24/2012	5000 Goodrich Petroleum Corporation 5.000% Due 10-01-29	4,681	4,738	56
9/24/2012	30000 Host Hotels & Resorts 2.500% Due 10-15-29	32,019	40,725	8,706
9/24/2012	40000 Interpublic Group Companies 4.750% Due 03-15-23	48,278	44,300	(3,978)
9/24/2012	50000 Micron Technology Inc. 1.875% Due 06-01-27	40,824	45,250	4,426
9/24/2012	5000 Teleflex Inc. 3.875% Due 08-01-17	5,201	6,331	1,130
9/25/2012	20000 BPZ Resources, Inc. 6.500% Due 03-01-15	19,704	16,025	(3,679)
9/25/2012	80000 Gilead Sciences, Inc. 1.625% Due 05-01-16	84,700	126,734	42,034
9/25/2012	20000 Gilead Sciences, Inc. 1.625% Due 05-01-16	21,175	31,566	10,391
9/25/2012	20000 Host Hotels & Resorts 2.500% Due 10-15-29	21,346	26,613	5,267
9/25/2012	20000 Medivation Inc. 2.625% Due 04-01-17	20,088	26,387	6,300
9/25/2012	25000 Teleflex Inc. 3.875% Due 08-01-17	26,004	31,641	5,637
9/26/2012	70000 Greenbrier Cos. 3.500% Due 04-01-18	70,475	63,000	(7,475)
9/26/2012	50000 Lam Research Corp 0.500% Due 05-15-16	50,573	47,375	(3,198)
9/26/2012	40000 Ryland Group 1.625% Due 05-15-18	40,488	49,350	8,862
9/26/2012	20000 Standard Pacific Corp 1.250% Due 08-01-32	20,382	22,675	2,293
9/27/2012	25000 Greenbrier Cos. 3.500% Due 04-01-18	25,170	22,500	(2,670)
9/27/2012	45000 Micron Technology Inc. 1.875% Due 06-01-27	36,741	40,388	3,646
9/27/2012	30000 Ryland Group 1.625% Due 05-15-18	30,366	36,075	5,709
9/27/2012	30000 Teleflex Inc. 3.875% Due 08-01-17	31,205	37,734	6,529
9/28/2012	35000 Exterran Holdings Inc. 4.250% Due 06-15-14	35,395	39,463	4,067
9/28/2012	30000 Intel Corporation 144A 3.250% Due 08-01-39	33,796	37,163	3,366
9/28/2012	55000 Interpublic Group Companies	66,383	59,881	(6,502)

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	4.750% Due 03-15-23			
10/1/2012	65000 Micron Technology Inc. 1.875% Due 06-01-27	53,071	57,931	4,861
10/1/2012	85000 Micron Technology Inc. 1.875% Due 06-01-27	69,400	75,544	6,144
10/1/2012	20000 Ryland Group 1.625% Due 05-15-18	20,244	23,750	3,506
10/2/2012	40000 American Equity 144A 5.250% Due 12-06-29	40,000	53,266	13,266
10/2/2012	5000 Annaly Capital Mgmt 5.000% Due 05-15-15	4,895	5,100	205
10/2/2012	5000 Annaly Capital Mgmt 5.000% Due 05-15-15	4,895	5,100	205
10/2/2012	500 Apache Corporation 6.0% CV PFD	25,766	24,324	(1,442)
10/2/2012	10000 Broadsoft Inc 1.500% Due 07-01-18	9,639	11,675	2,036
10/2/2012	10000 Broadsoft Inc. 1.500% Due 07-01-18	9,639	11,692	2,053
10/2/2012	45000 Gilead Sciences, Inc. 1.625% Due 05-01-16	47,644	72,281	24,637
10/2/2012	50000 Greenbrier Cos. 3.500% Due 04-01-18	50,340	45,000	(5,340)
10/2/2012	25000 Greenbrier Cos. 3.500% Due 04-01-18	25,170	22,594	(2,576)
10/2/2012	35000 Ixia 3.000% Due 02-15-15	37,650	40,968	3,318
10/2/2012	180000 Ixia 3.000% Due 02-15-15	193,626	210,308	16,681
10/2/2012	20000 CB Kaiser Aluminum Corporation 4.500% Due 04-01-15	21,691	27,025	5,334
10/2/2012	70000 Lam Research Corp 144A 1.250% Due 05-15-18	71,372	67,638	(3,734)
10/2/2012	30000 Medicines Company 144A 1.375% Due 06-01-17	30,000	33,713	3,713
10/2/2012	20000 Medicines Company 144A 1.375% Due 06-01-17	20,000	22,470	2,470
10/2/2012	40000 Medicines Company 144A 1.375% Due 06-01-17	40,000	45,000	5,000
10/2/2012	50000 Nuasive Inc 2.750% Due 07-01-17	48,708	48,000	(708)
10/2/2012	20000 Ryland Group 1.625% Due 05-15-18	20,244	23,700	3,456
10/2/2012	10000 Ryland Group 1.625% Due 05-15-18	10,122	11,813	1,691
10/2/2012	20000 Ryland Group 1.625% Due 05-15-18	20,244	23,600	3,356
10/2/2012	45000 Tibco Software Inc. 2.250% Due 03-01-32	45,697	45,788	91
10/2/2012	40000 Tibco Software Inc. 2.250% Due 03-01-32	40,619	40,800	181
10/2/2012	25000 Titan Machinery Inc. 3.750% Due 05-01-19	25,371	21,813	(3,558)
10/3/2012	45000 Gilead Sciences, Inc. 1.625% Due 05-01-16	47,644	73,463	25,819
10/3/2012	40000 Greenbrier Cos. 3.500% Due 04-01-18	40,272	35,900	(4,372)
10/3/2012	5000 Hornbeck Offshore Services 1.625% Due 11-15-26	5,365	5,131	(234)

**SCHEDULE D ATTACHMENT - B**

10/3/2012	30000 Micron Technology Inc. 1.875% Due 06-01-27	24,494	26,625	2,131
10/3/2012	10000 Nuasive Inc. 2.750% Due 07-01-17	9,742	9,550	(192)
10/3/2012	30000 Nuasive Inc. 2.750% Due 07-01-17	29,225	27,300	(1,925)
10/3/2012	50000 On Semiconductor ONNN 2.625% Due 12-15-26	55,232	51,813	(3,420)
10/3/2012	20000 Teleflex Inc. 3.875% Due 08-01-17	20,803	25,100	4,297
10/3/2012	90000 US Steel Corp 4.000% Due 05-15-14	103,270	90,900	(12,370)
10/4/2012	45000 Gilead Sciences, Inc. 1.625% Due 05-01-16	47,644	73,125	25,481
10/4/2012	95000 Hornbeck Offshore Services 1.625% Due 11-15-26	101,932	96,781	(5,151)
10/4/2012	30000 Intel Corporation 144A 3.250% Due 08-01-39	33,796	36,788	2,991
10/4/2012	20000 Medivation Inc. 2.625% Due 04-01-17	20,088	27,324	7,236
10/4/2012	85000 Nuasive Inc. 2.750% Due 07-01-17	82,803	72,463	(10,340)
10/4/2012	60000 Nuasive Inc. 2.750% Due 07-01-17	58,449	51,169	(7,280)
10/4/2012	60000 Nuasive Inc. 2.750% Due 07-01-17	58,449	51,045	(7,404)
10/4/2012	30000 Nuasive Inc. 2.750% Due 07-01-17	29,225	25,500	(3,725)
10/4/2012	40000 On Semiconductor ONNN 2.625% Due 12-15-26	44,186	41,350	(2,836)
10/4/2012	40000 Ryland Group 1.625% Due 05-15-18	40,488	49,300	8,812
10/4/2012	20000 Ryland Group 1.625% Due 05-15-18	20,244	24,650	4,406
10/5/2012	50000 Gilead Sciences, Inc. 1.625% Due 05-01-16	52,938	81,500	28,562
10/5/2012	55000 MGM Resorts International 4.250% Due 04-15-15	56,080	57,200	1,120
10/5/2012	30000 Medicines Company 144A 1.375% Due 06-01-17	30,000	33,600	3,600
10/5/2012	40000 Ryland Group 1.625% Due 05-15-18	40,488	49,900	9,412
10/5/2012	700 United Technologies Cor-Unit CV PFD	35,604	39,374	3,770
10/5/2012	700 United Technologies Cor-Unit CV PFD	35,604	39,409	3,805
10/8/2012	10000 CB Kaiser Aluminum Corporation 4.500% Due 04-01-15	10,846	13,358	2,512
10/8/2012	40000 Medicines Company 144A 1.375% Due 06-01-17	40,000	44,112	4,112
10/8/2012	55000 American Equity 144A 5.250% Due 12-06-29	55,000	73,840	18,840
10/9/2012	20000 American Equity 144A 5.250% Due 12-06-29	20,000	26,605	6,605
10/9/2012	62000 Intel Corporation 144A 3.250% Due 08-01-39	69,846	75,480	5,634
10/9/2012	10000 CB Kaiser Aluminum Corporation 4.500% Due 04-01-15	10,846	13,337	2,491
10/10/2012	20000 American Equity 144A 5.250% Due 12-06-29	20,000	26,489	6,489

#### SCHEDULE D ATTACHMENT - B

10/10/2012	80000 Annaly Capital Mgmt 4.000% Due 02-15-15	93,179	98,914	5,736
10/10/2012	20000 BPZ Resources, Inc 6.500% Due 03-01-15	19,704	16,000	(3,704)
10/10/2012	40000 Titan Machinery Inc. 3.750% Due 05-01-19	40,594	35,050	(5,544)
10/11/2012	14000 American Equity 144A 5.250% Due 12-06-29	14,000	18,466	4,466
10/11/2012	500 Genesee & Wyoming Inc 5% CV PFD	50,969	53,474	2,505
10/11/2012	40000 Gilead Sciences, Inc. 1.625% Due 05-01-16	42,350	64,040	21,690
10/11/2012	120000 Greenbrier Cos. 3.500% Due 04-01-18	120,815	107,550	(13,265)
10/11/2012	235000 Linear Technology Corporation 3.000% Due 05-01-27	248,154	243,695	(4,459)
10/11/2012	40000 Micron Technology Inc. 1.875% Due 06-01-27	32,659	35,100	2,441
10/12/2012	45000 Gilead Sciences, Inc. 1.625% Due 05-01-16	47,644	71,831	24,187
10/12/2012	145000 Linear Technology Corporation 3.000% Due 05-01-27	153,116	150,220	(2,896)
10/15/2012	75000 MGM Resorts International 4.250% Due 04-15-15	76,472	77,438	965
10/15/2012	30000 On Semiconductor ONNN 2.625% Due 12-15-26	33,139	30,525	(2,614)
10/15/2012	45000 Priceline.com Inc. 144A 1.000% Due 03-15-18	45,455	47,531	2,076
10/15/2012	25000 Steel Dynamics Inc. 5.125% Due 06-15-14	27,683	26,500	(1,183)
10/15/2012	55000 Teleflex Inc. 3.875% Due 08-01-17	57,209	68,200	10,991
10/15/2012	20000 Teleflex Inc. 3.875% Due 08-01-17	20,803	24,875	4,072
10/15/2012	45000 Tibco Software Inc. 2.250% Due 03-01-32	45,697	44,663	(1,034)
10/16/2012	50000 Hornbeck Offshore Services 1.625% Due 11-15-26	53,649	51,438	(2,211)
10/16/2012	50000 Teleflex Inc. 3.875% Due 08-01-17	52,008	62,266	10,258
10/17/2012	40000 Gilead Sciences, Inc. 1.625% Due 05-01-16	42,350	64,550	22,200
10/17/2012	60000 United Therapeutics Corp. 144A 0.000% Due 09-15-16	65,716	80,359	14,643
10/18/2012	20000 Fidelity National Financial 4.250% Due 08-15-18	20,769	25,085	4,316
10/18/2012	90000 Fidelity National Financial 4.250% Due 08-15-18	93,461	112,950	19,489
10/18/2012	45000 Fidelity National Financial 4.250% Due 08-15-18	46,731	56,256	9,526
10/18/2012	25000 Teleflex Inc. 3.875% Due 08-01-17	26,004	30,890	4,886
10/18/2012	95000 Tibco Software Inc. 2.250% Due 03-01-32	96,470	93,813	(2,658)
10/19/2012	35000 Fidelity National Financial 4.250% Due 08-15-18	36,346	43,247	6,901
10/19/2012	25000 Teleflex Inc. 3.875% Due 08-01-17	26,004	30,553	4,549
10/19/2012	30000 Tyson Foods Inc.	32,939	33,522	582

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	3.250% Due 10-15-13			
10/22/2012	15000 Barnes Group Inc.	16,824	15,900	(924)
	3.375% Due 03-15-27			
10/22/2012	35000 Exterran Holdings Inc.	35,395	39,229	3,834
	4.250% Due 06-15-14			
10/22/2012	15000 CB Kaiser Aluminum Corporation	16,268	20,061	3,793
	4 500% Due 04-01-15			
10/22/2012	35000 Priceline.com Inc. 144A	35,354	36,663	1,309
	1.000% Due 03-15-18			
10/22/2012	35000 Steel Dynamics Inc.	38,756	37,446	(1,310)
	5.125% Due 06-15-14			
10/22/2012	30000 Tibco Software Inc.	30,464	29,535	(929)
	2 250% Due 03-01-32			
10/23/2012	45000 Annaly Capital Mgmt	44,056	45,647	1,590
	5.000% Due 05-15-15			
10/23/2012	5000 Chemed Corporation	4,385	5,238	853
	1.875% Due 05-15-14			
10/23/2012	30000 Chemed Corporation	26,309	31,289	4,980
	1.875% Due 05-15-14			
10/23/2012	20000 Exterran Holdings Inc.	20,226	22,148	1,922
	4.250% Due 06-15-14			
10/23/2012	35000 Priceline.com Inc. 144A	35,354	36,488	1,134
	1.000% Due 03-15-18			
10/23/2012	30000 Teleflex Inc.	31,205	36,445	5,240
	3 875% Due 08-01-17			
10/24/2012	15000 Exterran Holdings Inc.	15,169	16,851	1,682
	4.250% Due 06-15-14			
10/24/2012	10000 Gilead Sciences, Inc.	10,588	16,100	5,513
	1 625% Due 05-01-16			
10/24/2012	15000 CB Kaiser Aluminum Corporation	16,268	19,997	3,728
	4.500% Due 04-01-15			
10/25/2012	15000 CB Kaiser Aluminum Corporation	16,268	20,301	4,032
	4.500% Due 04-01-15			
10/25/2012	130000 PSS World Medical Inc.	149,304	181,897	32,594
	3.125% Due 08-01-14			
10/25/2012	85000 PSS World Medical Inc.	97,622	118,992	21,370
	3.125% Due 08-01-14			
10/25/2012	45000 PSS World Medical Inc.	51,682	62,944	11,262
	3.125% Due 08-01-14			
10/25/2012	165000 PSS World Medical Inc.	189,501	230,532	41,031
	3.125% Due 08-01-14			
10/26/2012	15000 CB Kaiser Aluminum Corporation	16,268	20,395	4,127
	4.500% Due 04-01-15			
10/26/2012	15000 CB Kaiser Aluminum Corporation	16,268	20,362	4,093
	4.500% Due 04-01-15			
10/26/2012	40000 Lifepoint Hospitals Inc.	42,936	41,600	(1,336)
	3.500% Due 05-15-14			
10/26/2012	40000 Lifepoint Hospitals Inc.	42,936	41,658	(1,278)
	3 500% Due 05-15-14			
10/26/2012	40000 Lifepoint Hospitals Inc.	42,936	41,400	(1,536)
	3.500% Due 05-15-14			
10/26/2012	50000 Lifepoint Hospitals Inc.	53,670	51,875	(1,795)
	3 500% Due 05-15-14			
10/26/2012	190000 PSS World Medical Inc.	218,213	265,387	47,174
	3.125% Due 08-01-14			
10/26/2012	80000 Tibco Software Inc.	81,238	77,350	(3,888)
	2.250% Due 03-01-32			
10/31/2012	95000 Lifepoint Hospitals Inc.	101,972	97,731	(4,241)

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	3.500% Due 05-15-14			
11/1/2012	45000 GT ADV Technologies Inc. 3.000% Due 10-01-17	45,368	40,552	(4,816)
11/1/2012	20000 Lifepoint Hospitals Inc. 3.500% Due 05-15-14	21,468	20,725	(743)
11/2/2012	15000 Greenbrier Cos. 3.500% Due 04-01-18	15,102	13,425	(1,677)
11/2/2012	20000 Lifepoint Hospitals Inc. 3.500% Due 05-15-14	21,468	20,688	(780)
11/2/2012	95000 Lifepoint Hospitals Inc. 3.500% Due 05-15-14	101,972	98,023	(3,949)
11/5/2012	20000 GT ADV Technologies Inc. 3.000% Due 10-01-17	20,164	17,800	(2,364)
11/5/2012	20000 GT ADV Technologies Inc. 3.000% Due 10-01-17	20,164	17,550	(2,614)
11/5/2012	55000 Greenbrier Cos. 3.500% Due 04-01-18	55,374	48,331	(7,042)
11/6/2012	20000 GT ADV Technologies Inc. 3.000% Due 10-01-17	20,164	17,750	(2,414)
11/6/2012	30000 ISIS Pharmaceuticals Inc. 144A 2.750% Due 10-01-19	31,641	27,694	(3,947)
11/6/2012	15000 ISIS Pharmaceuticals Inc. 144A 2.750% Due 10-01-19	15,821	13,803	(2,017)
11/6/2012	15000 ISIS Pharmaceuticals Inc. 144A 2.750% Due 10-01-19	15,821	13,809	(2,012)
11/6/2012	15000 ISIS Pharmaceuticals Inc. 144A 2.750% Due 10-01-19	15,821	13,838	(1,983)
11/6/2012	10000 Tibco Software Inc. 2.250% Due 03-01-32	10,155	9,770	(385)
11/7/2012	30000 Covanta Holding Corporation 3.250% Due 06-01-14	31,633	35,711	4,078
11/7/2012	40000 Covanta Holding Corporation 3.250% Due 06-01-14	42,177	47,600	5,423
11/7/2012	20000 GT ADV Technologies Inc. 3.000% Due 10-01-17	20,164	17,050	(3,114)
11/7/2012	30000 Gilead Sciences, Inc. 1.625% Due 05-01-16	31,763	46,688	14,925
11/7/2012	40000 Gilead Sciences, Inc. 1.625% Due 05-01-16	42,350	62,350	20,000
11/8/2012	5000 Covanta Holding Corporation 3.250% Due 06-01-14	5,272	5,973	701
11/8/2012	35000 GT ADV Technologies Inc. 3.000% Due 10-01-17	35,286	29,597	(5,689)
11/8/2012	20000 GT ADV Technologies Inc. 3.000% Due 10-01-17	20,164	16,855	(3,309)
11/8/2012	60000 ISIS Pharmaceuticals Inc. 144A 2.750% Due 10-01-19	63,282	54,000	(9,282)
11/9/2012	20000 GT ADV Technologies Inc. 3.000% Due 10-01-17	20,164	16,800	(3,364)
11/9/2012	40000 GT ADV Technologies Inc. 3.000% Due 10-01-17	40,327	33,600	(6,727)
11/9/2012	15000 ISIS Pharmaceuticals Inc. 144A 2.750% Due 10-01-19	15,821	14,106	(1,714)
11/12/2012	30000 GT ADV Technologies Inc. 3.000% Due 10-01-17	30,245	24,600	(5,645)
11/12/2012	80000 Gilead Sciences, Inc. 1.625% Due 05-01-16	84,700	134,400	49,700
11/12/2012	35000 Gilead Sciences, Inc.	37,056	58,625	21,569

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	1.625% Due 05-01-16			
11/12/2012	30000 Gilead Sciences, Inc. 1.625% Due 05-01-16	31,763	50,325	18,562
11/12/2012	20000 Gilead Sciences, Inc. 1.625% Due 05-01-16	21,175	33,649	12,474
11/12/2012	30000 Gilead Sciences, Inc. 1.625% Due 05-01-16	31,763	50,497	18,734
11/12/2012	40000 Gilead Sciences, Inc. 1.625% Due 05-01-16	42,350	67,200	24,850
11/12/2012	195000 Tibco Software Inc. 2.250% Due 03-01-32	198,018	187,688	(10,331)
11/13/2012	20000 GT ADV Technologies Inc. 3.000% Due 10-01-17	20,164	15,200	(4,964)
11/13/2012	20000 GT ADV Technologies Inc. 3.000% Due 10-01-17	20,164	15,675	(4,489)
11/13/2012	20000 GT ADV Technologies Inc. 3.000% Due 10-01-17	20,164	15,554	(4,610)
11/13/2012	20000 GT ADV Technologies Inc. 3.000% Due 10-01-17	20,164	15,528	(4,635)
11/14/2012	30000 ISIS Pharmaceuticals Inc 144A 2.750% Due 10-01-19	31,641	27,289	(4,352)
11/14/2012	55000 MGM Resorts International 4.250% Due 04-15-15	56,080	55,344	(736)
11/14/2012	95000 US Steel Corp. 4.000% Due 05-15-14	109,007	97,565	(11,442)
11/15/2012	30000 GT ADV Technologies Inc. 3.000% Due 10-01-17	30,245	22,392	(7,853)
11/15/2012	5000 Host Hotels & Resorts 2.500% Due 10-15-29	5,336	6,050	714
11/15/2012	20000 ISIS Pharmaceuticals Inc. 144A 2.750% Due 10-01-19	21,094	18,019	(3,075)
11/15/2012	5000 CB Kaiser Aluminum Corporation 4.500% Due 04-01-15	5,423	6,625	1,202
11/15/2012	5000 MGM Resorts International 4.250% Due 04-15-15	5,098	5,038	(61)
11/15/2012	40000 On Semiconductor ONNN 2.625% Due 12-15-26	44,186	40,500	(3,686)
11/15/2012	40000 Sandisk Corporation 1.500% Due 08-15-17	41,647	44,600	2,953
11/15/2012	15000 Steel Dynamics Inc. 5.125% Due 06-15-14	16,610	15,900	(710)
11/15/2012	5000 Titan Machinery Inc. 3.750% Due 05-01-19	5,074	4,391	(684)
11/15/2012	95000 Wellpoint Inc. 144A 2.750% Due 10-15-42	95,493	96,663	1,169
11/15/2012	40000 Wellpoint Inc. 144A 2.750% Due 10-15-42	40,208	40,500	292
11/26/2012	45000 Greenbrier Cos. 3.500% Due 04-01-18	45,306	41,963	(3,343)
11/27/2012	40000 Greenbrier Cos. 3.500% Due 04-01-18	40,272	37,600	(2,672)
11/27/2012	30000 Ryland Group 1.625% Due 05-15-18	30,366	39,075	8,709
11/27/2012	45000 Tyson Foods Inc. 3.250% Due 10-15-13	49,409	54,169	4,760
11/28/2012	30000 GT ADV Technologies Inc 3.000% Due 10-01-17	30,245	22,577	(7,668)
11/29/2012	40000 Covanta Holding Corporation	42,177	49,025	6,848

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	3.250% Due 06-01-14			
11/29/2012	50000 Intel Corporation	53,110	52,063	(1,048)
	2.950% Due 12-15-35			
12/3/2012	20000 GT ADV Technologies Inc.	20,164	15,050	(5,114)
	3.000% Due 10-01-17			
12/3/2012	20000 GT ADV Technologies Inc.	20,164	15,070	(5,094)
	3.000% Due 10-01-17			
12/4/2012	35000 Avis Budget Group Inc.	37,527	46,742	9,214
	3.500% Due 10-01-14			
12/4/2012	40000 GT ADV Technologies Inc.	40,327	30,000	(10,327)
	3.000% Due 10-01-17			
12/4/2012	40000 GT ADV Technologies Inc.	40,327	30,000	(10,327)
	3.000% Due 10-01-17			
12/4/2012	245000 MGM Resorts International	249,810	250,473	663
	4.250% Due 04-15-15			
12/4/2012	25000 MGM Resorts International	25,491	25,551	60
	4.250% Due 04-15-15			
12/4/2012	30000 Tibco Software Inc.	30,464	28,950	(1,514)
	2.250% Due 03-01-32			
12/4/2012	30000 Tibco Software Inc.	30,464	28,950	(1,514)
	2.250% Due 03-01-32			
12/4/2012	65000 Tyson Foods Inc.	71,369	78,001	6,633
	3.250% Due 10-15-13			
12/4/2012	385000 Volcano Corp	460,221	446,523	(13,698)
	2.875% Due 09-01-15			
12/5/2012	40000 Avis Budget Group Inc	42,888	53,732	10,844
	3.500% Due 10-01-14			
12/5/2012	10000 Greenbrier Cos.	10,068	9,600	(468)
	3.500% Due 04-01-18			
12/5/2012	210000 MGM Resorts International	214,123	215,040	917
	4.250% Due 04-15-15			
12/5/2012	100000 Tibco Software Inc.	101,548	93,625	(7,923)
	2.250% Due 03-01-32			
12/5/2012	100000 Tibco Software Inc.	101,548	93,750	(7,798)
	2.250% Due 03-01-32			
12/5/2012	40000 Tibco Software Inc.	40,619	37,400	(3,219)
	2.250% Due 03-01-32			
12/5/2012	15000 Tibco Software Inc.	15,232	14,063	(1,170)
	2.250% Due 03-01-32			
12/5/2012	130000 Tibco Software Inc.	132,012	121,650	(10,362)
	2.250% Due 03-01-32			
12/5/2012	20000 Tibco Software Inc.	20,310	18,763	(1,547)
	2.250% Due 03-01-32			
12/5/2012	75000 Volcano Corp	89,654	83,424	(6,230)
	2.875% Due 09-01-15			
12/6/2012	40000 Avis Budget Group Inc.	42,888	53,615	10,727
	3.500% Due 10-01-14			
12/6/2012	40000 Avis Budget Group Inc.	42,888	53,600	10,712
	3.500% Due 10-01-14			
12/6/2012	5000 GT ADV Technologies Inc.	5,041	3,800	(1,241)
	3.000% Due 10-01-17			
12/6/2012	5000 GT ADV Technologies Inc.	5,041	3,750	(1,291)
	3.000% Due 10-01-17			
12/6/2012	40000 Greenbrier Cos.	40,272	38,300	(1,972)
	3.500% Due 04-01-18			
12/6/2012	15000 ISIS Pharmaceuticals Inc. 144A	15,821	13,992	(1,829)
	2.750% Due 10-01-19			
12/6/2012	95000 Lam Research Corp	96,088	90,606	(5,482)

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		0.500% Due 05-15-16			
12/6/2012	185000	Lam Research Corp	187,119	176,480	(10,638)
		0.500% Due 05-15-16			
12/6/2012	50000	MGM Resorts International	50,982	52,125	1,143
		4.250% Due 04-15-15			
12/6/2012	200000	MGM Resorts International	203,926	209,200	5,274
		4.250% Due 04-15-15			
12/6/2012	30000	McMoran Exploration Co.	31,101	32,700	1,599
		4.000% Due 12-30-17			
12/6/2012	25000	Nuance Communications 144A	26,419	27,063	644
		2.750% Due 11-01-31			
12/6/2012	35000	Tibco Software Inc.	35,542	32,813	(2,729)
		2.250% Due 03-01-32			
12/6/2012	25000	Tibco Software Inc.	25,387	23,438	(1,949)
		2.250% Due 03-01-32			
12/6/2012	60000	US Steel Corp.	68,847	62,775	(6,072)
		4.000% Due 05-15-14			
12/7/2012	15000	Avis Budget Group Inc.	16,083	20,145	4,062
		3.500% Due 10-01-14			
12/7/2012	30000	GT ADV Technologies Inc.	30,245	22,800	(7,445)
		3.000% Due 10-01-17			
12/7/2012	35000	GT ADV Technologies Inc.	35,286	26,513	(8,774)
		3.000% Due 10-01-17			
12/7/2012	30000	Greenbrier Cos.	30,204	28,500	(1,704)
		3.500% Due 04-01-18			
12/7/2012	5000	ISIS Pharmaceuticals Inc. 144A	5,274	4,646	(627)
		2.750% Due 10-01-19			
12/7/2012	25000	McMoran Exploration Co.	25,918	27,203	1,286
		4.000% Due 12-30-17			
12/7/2012	25000	Micron Technology Inc.	24,932	22,875	(2,057)
		1.500% Due 08-01-31			
12/10/2012	40000	Avis Budget Group Inc.	42,888	53,707	10,819
		3.500% Due 10-01-14			
12/10/2012	35000	ISIS Pharmaceuticals Inc. 144A	36,915	33,075	(3,840)
		2.750% Due 10-01-19			
12/10/2012	85000	Tibco Software Inc.	86,316	80,006	(6,309)
		2.250% Due 03-01-32			
12/11/2012	15000	Covanta Holding Corporation	15,816	18,431	2,615
		3.250% Due 06-01-14			
12/11/2012	20000	Covanta Holding Corporation	21,088	24,525	3,437
		3.250% Due 06-01-14			
12/11/2012	15000	CB Kaiser Aluminum Corporation	16,268	20,473	4,204
		4.500% Due 04-01-15			
12/11/2012	50000	Lam Research Corp	50,573	48,000	(2,573)
		0.500% Due 05-15-16			
12/11/2012	20000	Medivation Inc.	20,088	26,600	6,512
		2.625% Due 04-01-17			
12/11/2012	10000	Medivation Inc.	10,044	13,313	3,269
		2.625% Due 04-01-17			
12/11/2012	10000	Priceline.com Inc. 144A	10,101	10,800	699
		1.000% Due 03-15-18			
12/11/2012	75000	US Steel Corp.	86,058	78,991	(7,067)
		4.000% Due 05-15-14			
12/11/2012	55000	US Steel Corp.	63,109	57,956	(5,153)
		4.000% Due 05-15-14			
12/11/2012	85000	US Steel Corp.	97,533	89,409	(8,123)
		4.000% Due 05-15-14			
12/12/2012	30000	Annaly Capital Mgmt	29,371	30,413	1,042

**SCHEDULE D ATTACHMENT - B**

	5 000% Due 05-15-15			
12/12/2012	15000 Annaly Capital Mgmt 5.000% Due 05-15-15	14,685	15,188	502
12/12/2012	35000 Covanta Holding Corporation 3.250% Due 06-01-14	36,905	42,875	5,970
12/12/2012	35000 Covanta Holding Corporation 3.250% Due 06-01-14	36,905	42,438	5,533
12/12/2012	20000 Covanta Holding Corporation 3.250% Due 06-01-14	21,088	24,470	3,382
12/12/2012	30000 Exterran Holdings Inc. 4.250% Due 06-15-14	30,339	34,719	4,380
12/12/2012	50000 Exterran Holdings Inc. 4 250% Due 06-15-14	50,564	58,063	7,498
12/12/2012	40000 Greenbrier Cos. 3.500% Due 04-01-18	40,272	37,700	(2,572)
12/12/2012	30000 Greenbrier Cos. 3.500% Due 04-01-18	30,204	28,500	(1,704)
12/12/2012	25000 Stone Energy 144A 1.750% Due 03-01-17	25,111	22,438	(2,673)
12/12/2012	25000 Stone Energy 144A 1.750% Due 03-01-17	25,111	22,348	(2,763)
12/12/2012	50000 Stone Energy 144A 1.750% Due 03-01-17	50,222	44,938	(5,284)
12/12/2012	50000 Stone Energy 144A 1.750% Due 03-01-17	50,222	44,875	(5,347)
12/13/2012	15000 Annaly Capital Mgmt 5.000% Due 05-15-15	14,685	15,197	511
12/13/2012	30000 Annaly Capital Mgmt 5.000% Due 05-15-15	29,371	30,413	1,042
12/13/2012	25000 Covanta Holding Corporation 3.250% Due 06-01-14	26,360	30,313	3,952
12/13/2012	85000 Stone Energy 144A 1.750% Due 03-01-17	85,377	75,703	(9,674)
12/13/2012	45000 Stone Energy 144A 1.750% Due 03-01-17	45,200	39,994	(5,206)
12/14/2012	5000 Ciena Corporation 144A 3.750% Due 10-15-18	5,031	5,688	656
12/14/2012	5000 Greenbrier Cos. 3.500% Due 04-01-18	5,034	4,725	(309)
12/14/2012	45000 Greenbrier Cos. 3.500% Due 04-01-18	45,306	42,356	(2,949)
12/14/2012	20000 Intel Corporation 2.950% Due 12-15-35	21,244	20,675	(569)
12/14/2012	5000 Micron Technology Inc. 1.875% Due 06-01-27	4,082	4,625	543
12/14/2012	15000 Stillwater Mining Company 1.750% Due 10-15-32	15,251	16,913	1,661
12/14/2012	20000 Stillwater Mining Company 1.750% Due 10-15-32	20,335	22,610	2,275
12/14/2012	20000 Nuance Communications 144A 2.750% Due 11-01-31	21,135	21,550	415
12/17/2012	35000 Avis Budget Group Inc. 3.500% Due 10-01-14	37,527	47,030	9,503
12/17/2012	30000 Exterran Holdings Inc. 4 250% Due 06-15-14	30,339	34,200	3,861
12/17/2012	30000 Intel Corporation 2.950% Due 12-15-35	31,866	31,035	(831)
12/17/2012	20000 Novellus Systems, Inc	22,583	24,875	2,292

**SCHEDULE D ATTACHMENT - B**

	2.625% Due 05-15-41			
12/17/2012	50000 Stone Energy 144A	50,222	43,938	(6,284)
	1.750% Due 03-01-17			
12/18/2012	30000 Covanta Holding Corporation	31,633	36,356	4,724
	3.250% Due 06-01-14			
12/18/2012	35000 Endeavour International Corp Inc.	34,640	27,300	(7,340)
	5.500% Due 07-15-16			
12/18/2012	20000 Exterran Holdings Inc.	20,226	22,969	2,743
	4.250% Due 06-15-14			
12/18/2012	20000 Exterran Holdings Inc.	20,226	22,925	2,699
	4.250% Due 06-15-14			
12/18/2012	20000 Greenbrier Cos.	20,136	19,200	(936)
	3.500% Due 04-01-18			
12/18/2012	40000 Greenbrier Cos.	40,272	38,450	(1,822)
	3.500% Due 04-01-18			
12/18/2012	25000 Stone Energy 144A	25,111	22,060	(3,051)
	1.750% Due 03-01-17			
12/18/2012	25000 Stone Energy 144A	25,111	22,125	(2,986)
	1.750% Due 03-01-17			
12/19/2012	25000 Avis Budget Group Inc.	26,805	34,394	7,589
	3.500% Due 10-01-14			
12/19/2012	40000 Exterran Holdings Inc.	40,452	45,750	5,298
	4.250% Due 06-15-14			
12/19/2012	700 General Motors Corporation 4.75% CV PFD B	34,761	29,651	(5,110)
12/19/2012	700 General Motors Corporation 4.75% CV PFD B	34,761	29,644	(5,117)
12/19/2012	30000 On Semiconductor ONNN	33,139	32,175	(964)
	2.625% Due 12-15-26			
12/19/2012	20000 Stone Energy 144A	20,089	17,600	(2,489)
	1.750% Due 03-01-17			
12/19/2012	80000 Stone Energy 144A	80,355	70,450	(9,905)
	1.750% Due 03-01-17			
12/19/2012	40000 Stone Energy 144A	40,177	35,200	(4,977)
	1.750% Due 03-01-17			
12/20/2012	20000 Greenbrier Cos.	20,136	18,650	(1,486)
	3.500% Due 04-01-18			
12/20/2012	30000 Greenbrier Cos.	30,204	28,129	(2,075)
	3.500% Due 04-01-18			
12/20/2012	20000 Greenbrier Cos.	20,136	18,800	(1,336)
	3.500% Due 04-01-18			
12/20/2012	45000 Stone Energy 144A	45,200	39,094	(6,106)
	1.750% Due 03-01-17			
12/20/2012	20000 Stone Energy 144A	20,089	17,450	(2,639)
	1.750% Due 03-01-17			
12/20/2012	90000 US Steel Corp.	103,270	97,425	(5,845)
	4.000% Due 05-15-14			
12/21/2012	45000 Covanta Holding Corporation	47,449	53,751	6,302
	3.250% Due 06-01-14			
12/21/2012	45000 Covanta Holding Corporation	47,449	53,829	6,380
	3.250% Due 06-01-14			
12/21/2012	2000 Endeavour International Corp Inc	1,979	1,530	(449)
	5.500% Due 07-15-16			
12/21/2012	109000 Endeavour International Corp Inc.	107,880	81,750	(26,130)
	5.500% Due 07-15-16			
12/21/2012	15000 Greenbrier Cos.	15,102	13,650	(1,452)
	3.500% Due 04-01-18			
12/21/2012	30000 Stone Energy 144A	30,133	26,350	(3,783)
	1 750% Due 03-01-17			
12/21/2012	45000 Stone Energy 144A	45,200	39,600	(5,600)

**SCHEDULE D ATTACHMENT - B**

	1.750% Due 03-01-17				
12/21/2012	60000 US Steel Corp.	68,847	64,875	(3,972)	
	4.000% Due 05-15-14				
12/31/2012	60000 Annaly Capital Mgmt	58,742	60,675	1,933	
	5.000% Due 05-15-15				
12/31/2012	70000 Covanta Holding Corporation	73,809	84,412	10,603	
	3.250% Due 06-01-14				
12/31/2012	40000 Ryland Group	40,488	54,200	13,712	
	1.625% Due 05-15-18				
12/31/2012	55000 Ryland Group	55,671	74,961	19,290	
	1.625% Due 05-15-18				
TOTAL GAINS				7,213,204	
TOTAL LOSSES				(3,591,837)	
		59,632,183	63,253,550	3,621,368	

REALIZED GAINS AND LOSSES  
F.M. KIRBY FOUNDATION, INC.  
PORTION OF THE ACCOUNT MANAGED BY  
WALTER SCOTT & PARTNERS  
From 01-01-12 Through 12-31-12

<u>Date</u>	<u>Quantity</u>	<u>Security</u>	<u>Cost</u> <u>Basis</u>	<u>Proceeds</u>	<u>Gain Or Loss</u>
1/11/2012	3766	Abbott Laboratories	194,306	208,628	14,323
1/12/2012	5085	Abbott Laboratories	262,359	280,789	18,430
1/13/2012	3623	Abbott Laboratories	186,928	200,606	13,678
1/17/2012	4736	Abbott Laboratories	244,352	264,772	20,420
1/18/2012	5144	Abbott Laboratories	265,403	284,453	19,050
1/19/2012	4795	Abbott Laboratories	247,397	264,531	17,135
1/20/2012	5546	Abbott Laboratories	286,144	307,862	21,718
1/23/2012	4305	Abbott Laboratories	222,115	239,151	17,035
3/3/2012	5000	Mitsubishi Estate Co. Ltd ORD	130,422	89,269	(41,154)
3/27/2012		Japanese Yen (JPY)	89,269	88,925	(344) @
3/27/2012	6000	Mitsubishi Estate Co. Ltd ORD	156,507	105,898	(50,609)
3/28/2012		Japanese Yen (JPY)	88,925	89,810	885 @
3/28/2012	7000	Mitsubishi Estate Co. Ltd ORD	182,591	122,300	(60,292)
3/30/2012		Japanese Yen (JPY)	89,810	88,917	(892) @
4/2/2012		Swiss Francs (CHF)	86,023	86,023	- @
4/2/2012	7000	Mitsubishi Estate Co. Ltd ORD	182,591	124,283	(58,308)
4/2/2012		Japanese Yen (JPY)/Income	28,003	27,703	(301) @
4/3/2012		Japanese Yen (JPY)	88,967	88,967	- @
4/3/2012	5000	Mitsubishi Estate Co. Ltd ORD	130,422	88,967	(41,456)
4/3/2012		Swiss Francs (CHF)	149,190	148,360	(831) @
4/4/2012		Swiss Francs (CHF)	130,307	129,747	(560) @
4/4/2012	6000	Mitsubishi Estate Co. Ltd ORD	156,507	107,884	(48,623)
4/6/2012	5000	Mitsubishi Estate Co. Ltd ORD	130,422	88,085	(42,337)
4/9/2012	4000	Mitsubishi Estate Co. Ltd ORD	104,338	69,446	(34,892)
4/10/2012		Japanese Yen (JPY)	69,446	69,365	(81) @
4/12/2012		Swiss Francs (CHF)	102,136	102,537	401 @
4/13/2012	635	Inditex ORD	35,384	58,505	23,121
4/13/2012		Swiss Francs (CHF)	202,236	202,236	- @
4/13/2012		European Currency (EMU)	58,505	58,505	- @
4/16/2012	1865	Inditex ORD	103,924	170,263	66,339
4/16/2012		Swiss Francs (CHF)	48,877	48,717	(160) @
4/16/2012		European Currency (EMU)	170,263	171,448	1,184 @
4/17/2012		Swiss Francs (CHF)	41,094	40,959	(135) @
4/18/2012		Swiss Francs (CHF)	60,717	61,416	699 @
4/20/2012		Swiss Francs (CHF)	113,215	113,012	(203) @
5/14/2012	700	Mastercard Inc.	162,598	298,279	135,682
5/16/2012		Swiss Francs (CHF)	183,076	183,076	- @
5/18/2012		Swiss Francs (CHF)	110,119	110,119	- @
5/21/2012		Swiss Francs (CHF)	42,188	42,188	- @
5/22/2012		Swiss Francs (CHF)	78,687	78,687	- @
5/23/2012		Swiss Francs (CHF)	48,931	48,854	(78) @
6/25/2012	1	Hong Kong & China Gas Ltd ORD	1	-	(1)
7/25/2012		Pound Sterling (GBP)	60,416	61,115	700 @
7/26/2012		Pound Sterling (GBP)	59,550	59,977	428 @
7/27/2012		Pound Sterling (GBP)	39,404	39,412	8 @
7/30/2012		Pound Sterling (GBP)	18,784	18,643	(141) @
8/2/2012		Pound Sterling (GBP)	30,121	30,159	38 @
8/6/2012		Pound Sterling (GBP)	30,158	30,376	218 @
8/31/2012	3700	Colgate-Palmolive Co.	322,581	392,777	70,196

SCHEDULE D ATTACHMENT - C

8/31/2012	800 Google Inc.	389,329	546,308	156,979
8/31/2012	600 Mastercard Inc.	139,369	252,619	113,250
8/31/2012	7800 TJX Companies, Inc	234,296	356,753	122,457
8/31/2012	6300 WalMart Stores, Inc.	289,706	457,696	167,989
9/5/2012	2400 Novo Nordisk ORD	141,411	373,641	232,230
9/5/2012	Danish Kroners (DKK)	373,641	375,683	2,042 @
9/6/2012	13200 CSL Limited ORD	438,005	598,330	160,325
9/6/2012	Australian Dollars (AUD)	598,330	598,330	- @
9/6/2012	Japanese Yen (JPY)	367,452	367,452	- @
9/6/2012	1400 Keyence Corporation ORD	241,832	367,452	125,620
10/8/2012	504 Flir Systems Inc.	13,518	10,209	(3,309)
10/9/2012	579 Flir Systems Inc.	15,530	11,452	(4,078)
10/10/2012	896 Flir Systems Inc	24,032	17,566	(6,466)
10/11/2012	1311 Flir Systems Inc.	35,163	25,844	(9,319)
10/12/2012	1136 Flir Systems Inc.	30,469	22,220	(8,249)
10/15/2012	531 Flir Systems Inc.	14,242	10,343	(3,899)
10/16/2012	758 Flir Systems Inc.	20,331	14,896	(5,435)
10/17/2012	1034 Flir Systems Inc.	27,733	20,323	(7,411)
10/18/2012	608 Flir Systems Inc.	16,307	11,908	(4,400)
10/22/2012	677 Flir Systems Inc.	18,158	12,978	(5,180)
10/24/2012	424 Flir Systems Inc.	11,372	8,039	(3,334)
10/25/2012	3518 Flir Systems Inc.	94,357	68,654	(25,704)
10/26/2012	702 Flir Systems Inc.	18,829	13,714	(5,115)
10/31/2012	601 Flir Systems Inc.	16,120	11,689	(4,431)
11/1/2012	805 Flir Systems Inc.	21,591	15,825	(5,766)
11/15/2012	22416 Flir Systems Inc.	601,227	411,324	(189,903)
11/23/2012	2900 EOG Resources Inc.	243,642	343,150	99,508
11/23/2012	1200 Mastercard Inc.	278,739	575,497	296,758
11/23/2012	3200 Nike Inc. Class B	178,011	308,402	130,391
11/23/2012	3800 Precision Castparts Corporation	405,194	677,680	272,485
11/23/2012	8000 TJX Companies, Inc.	240,303	348,930	108,627
11/28/2012	7000 Inditex ORD	390,063	917,466	527,404
11/28/2012	5200 Essilor International SA ORD	318,513	492,906	174,393
11/28/2012	3600 Novo Nordisk ORD	212,116	565,945	353,829
11/28/2012	13200 CSL Limited ORD	438,005	645,019	207,014
11/28/2012	Australian Dollars (AUD)	645,019	648,029	3,011 @
11/28/2012	Danish Kroners (DKK)	565,945	571,088	5,143 @
11/28/2012	European Currency (EMU)	917,466	925,917	8,450 @
11/28/2012	European Currency (EMU)	492,906	497,446	4,540 @
11/28/2012	53900 Daikin Industries Ltd ORD	1,974,723	1,707,116	(267,607)
11/28/2012	Japanese Yen (JPY)	1,707,116	1,712,745	5,629 @
11/29/2012	Japanese Yen (JPY)	1,979,750	1,973,244	(6,506) @
TOTAL GAINS				3,719,759
TOTAL LOSSES				(947,506)
		21,205,571	23,977,824	2,772,253

An '@' denotes a currency transaction

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDEND AND INTEREST INCOME	10,214,585.	10,214,585.
TOTAL	<u>10,214,585.</u>	<u>10,214,585.</u>



ATTACHMENT 2FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	REVENUE AND EXPENSES <u>PER BOOKS</u>	NET INVESTMENT <u>INCOME</u>
INCOME FROM LIMITED PARTNERSHIPS	129,855.	169,440.
TOTALS	<u>129,855.</u>	<u>169,440.</u>

ATTACHMENT 3FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	REVENUE AND EXPENSES <u>PER BOOKS</u>	NET INVESTMENT <u>INCOME</u>	ADJUSTED NET <u>INCOME</u>	CHARITABLE <u>PURPOSES</u>
LEGAL FEES	368.	184.		184.
TOTALS	<u>368.</u>	<u>184.</u>		<u>184.</u>

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	REVENUE AND EXPENSES <u>PER BOOKS</u>	NET INVESTMENT <u>INCOME</u>	ADJUSTED NET <u>INCOME</u>	CHARITABLE <u>PURPOSES</u>
ACCOUNTING FEES	41,895.	20,948.		20,948.
TOTALS	<u>41,895.</u>	<u>20,948.</u>		<u>20,948.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	REVENUE AND EXPENSES <u>PER BOOKS</u>	NET INVESTMENT <u>INCOME</u>
INVESTMENT MANAGEMENT FEES	1,918,729.	1,918,729.
TOTALS	<u>1,918,729.</u>	<u>1,918,729.</u>

ATTACHMENT 6FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	REVENUE AND EXPENSES <u>PER BOOKS</u>	NET INVESTMENT <u>INCOME</u>	CHARITABLE <u>PURPOSES</u>
PAYROLL TAXES	46,071.	23,036.	23,036.
FEDERAL EXCISE TAXES	77,906.		
TOTALS	<u>123,977.</u>	<u>23,036.</u>	<u>23,036.</u>

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INSURANCE	12,321.	6,161.	6,160.
SOFTWARE MAINTENANCE & SUPPORT	28,306.	14,153.	14,153.
ONLINE SERVICES/INTERNET FEES	13,222.	6,611.	6,611.
REPAIRS & MAINTENANCE	8,878.	4,439.	4,439.
TELEPHONE	4,346.	2,173.	2,173.
OFFICE SUPPLIES	4,647.	2,324.	2,323.
SERVICE CONTRACTS	681.	341.	340.
POSTAGE	899.	450.	449.
COMPUTER SUPPLIES	7,466.	3,733.	3,733.
BANK CHARGES	45.	23.	22.
NJ FILING FEES	25.	13.	12.
CEP SURVEY FEE	21,100.	10,550.	10,550.
TOTALS	<u>101,936.</u>	<u>50,971.</u>	<u>50,965.</u>

ATTACHMENT 8FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FEDERAL EXCISE TAX	133,960.	56,054.	56,054.
TOTALS	<u>133,960.</u>	<u>56,054.</u>	<u>56,054.</u>

ATTACHMENT 9FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EQUITY INVESTMENTS SEE STATEMENT 9A	302,217,825.	271,418,021.	294,158,049.
TOTALS	<u>302,217,825.</u>	<u>271,418,021.</u>	<u>294,158,049.</u>



PORTFOLIO APPRAISAL  
F.M. KIRBY FOUNDATION, INC.  
CONSOLIDATED INVESTMENT PORTFOLIO  
31-Dec-12

Quantity	Security	Unit Cost	Total Cost	Price	Market Value
<u>CASH AND EQUIVALENTS</u>					
	J.P. Morgan Money Market Fund / Income		886,504		886,504
	J.P. Morgan Money Market Fund / Principal		5,067,229		5,067,229
			5,953,733		5,953,733
<u>COMMON STOCK</u>					
56500	Adobe Systems Inc.	37.22	2,103,088	37.68	2,128,920
24200	Amphenol Corp.	37.43	905,703	64.7	1,565,740
38600	Automatic Data Processing, Inc.	47.76	1,843,659	56.93	2,197,498
15100	C.R. Bard, Inc	79.23	1,196,374	97.74	1,475,874
95600	Cisco Systems, Inc.	27.56	2,634,483	19.65	1,878,483
20700	Colgate-Palmolive Co.	87.18	1,804,712	104.54	2,163,978
16300	EOG Resources Inc.	84.01	1,369,436	120.79	1,968,877
50000	Fastenal Co.	17.06	852,935	46.65	2,332,500
3200	Google Inc.	486.66	1,557,316	707.38	2,263,616
98000	Intel Corporation	23.34	2,287,447	20.62	2,020,760
29600	Johnson & Johnson	61.01	1,805,823	70.1	2,074,960
4000	Mastercard Inc.	232.28	929,129	491.28	1,965,120
78000	Microsoft Corporation	29.26	2,282,244	26.71	2,083,357
40400	Nike Inc. Class B	27.81	1,123,692	51.6	2,084,640
61500	Oracle Corporation	21.26	1,307,612	33.32	2,049,180
17400	Praxair Inc.	106.28	1,849,333	109.45	1,904,430
10900	Precision Castparts Corporation	106.63	1,162,268	189.42	2,064,678
25200	Qualcomm Inc.	58.32	1,469,649	61.86	1,558,862
26900	Schlumberger Ltd.	88.62	2,383,908	69.3	1,864,132
44400	TJX Companies, Inc.	30.04	1,333,684	42.45	1,884,780
31700	WalMart Stores, Inc.	45.99	1,457,729	68.23	2,162,891
			33,660,223		41,693,276
<u>GLOBAL EQUITY FUNDS</u>					
950000	iShares Trust MSCI ACWI Index Fund ETF	47.46	45,087,042	48.08	45,676,000
			45,087,042		45,676,000
<u>BOND FUNDS</u>					
706316.69	J.P. Morgan Short Duration Bond Fund	11.01	7,774,132	10.99	7,762,420
158800	Vanguard Short-Term Bond Index Fund	78.31	12,436,374	80.99	12,861,212
168300	iShares Barclays Intermediate Bond Fund	106.98	18,004,865	111.29	18,730,107
			38,215,370		39,353,739
<u>PREFERRED STOCK</u>					
6100	Bunge Limited 4.875% CV PFD	100.81	614,913	101.75	620,675
1000	Chesapeake Energy Corp. 5.75% CV PFD 144A	1115.33	1,115,331	888.12	888,125
6170	Continental Financial Trust II 6% CV PFD	37.24	229,740	34.94	215,564
13900	EPR Properties 5.75% CV PFD	19.71	273,981	21.95	305,105

3060 Energy XXI Bermuda 5.625% CV PFD	287.41	879,475	347.19	1,062,392
29000 General Motors Corporation 4.75% CV PFD B	49.66	1,440,109	44.13	1,279,770
6500 Genesee & Wyoming Inc 5% CV PFD	103.24	671,062	111.41	724,165
19900 Goodrich Petroleum Corp. 5.375% CV PFD	35.55	707,445	30.29	602,771
9400 Healthcare REIT Inc. 6.50% CV PFD	49.83	468,445	57.19	537,586
880 Healthsouth Corp. 6.5% CV PFD	1074.81	945,834	1037.5	913,000
855 Interpublic Group 5.250% CV PFD	647.54	553,643	1072.19	916,722
7000 Iridium Communications Inc. 7% CV PFD	100.17	701,200	95.87	671,125
14700 Omnicare Inc. 4% CV PFD	45.13	663,363	48.07	706,629
11900 Sanchez Energy Corp 4.875% CV PFD	50.22	597,600	49.25	586,075
8620 Sandridge Energy Inc. 8.5% CV PFD	110.91	956,002	102.25	881,395
13500 United Technologies Cor-Unit CV PFD	50.86	686,644	55.71	752,085
420 Wintrust Financial 5% CV PFD	1000	420,000	1040	436,800
		<u>11,924,786</u>		<u>12,099,985</u>

#### ADR'S (BRAZIL)

41000 Petroleo Brasileiro SA A Shares (ADR)	33.02	<u>1,353,885</u>	19.31	<u>791,710</u>
		1,353,885		791,710

#### INT'L EQUITIES (AUSTRALIA)

39000 CSL Limited ORD	33.18	1,294,106	55.96	2,182,390
49500 Woodside Petroleum LTD ORD	36.47	<u>1,805,194</u>	35.17	<u>1,741,116</u>
		3,099,300		3,923,506

#### INT'L EQUITIES (CANADA)

62300 Suncor Energy Inc. ORD	38.92	<u>2,424,555</u>	32.98	<u>2,054,654</u>
		2,424,555		2,054,654

#### INT'L EQUITIES (SWITZERLAND)

29000 Nestle SA ORD	38.56	1,118,239	65.11	1,888,239
4500 Syngenta AG ORD	339.16	<u>1,526,212</u>	400.5	<u>1,802,261</u>
		2,644,451		3,690,501

#### INT'L EQUITIES (EUROPE)

20500 Essilor International SA ORD	61.25	1,255,678	100.22	2,054,595
14800 Inditex ORD	55.72	824,704	139.09	2,058,537
16700 Loreal ORD	96.12	<u>1,605,224</u>	138.3	<u>2,309,598</u>
		3,685,606		6,422,729

#### INT'L EQUITIES (DENMARK)

12300 Novo Nordisk ORD	58.92	<u>724,730</u>	161.95	<u>1,992,004</u>
		724,730		1,992,004

#### INT'L EQUITIES (GREAT BRITAIN)

88000 BG Group PLC ORD	15.25	1,341,779	16.46	1,448,309
83600 HSBC Holdings PLC ORD	12.28	1,026,791	10.52	879,077
444000 Morrison Supermarket PLC ORD	5.32	2,363,577	4.28	1,898,114
33600 Reckitt Benckiser PLC ORD	54.16	1,819,848	63.05	2,118,570
81707 Standard Chartered PLC ORD	26.23	2,143,528	25.58	2,089,824
359700 Tesco PLC ORD	6.49	<u>2,332,730</u>	5.46	<u>1,964,551</u>
		11,028,254		10,398,446

#### INT'L EQUITIES (HONG KONG)

180000 China Mobile LTD ORD	10.51	1,891,170	11.64	2,095,899
238500 China Shenhua Energy Co. Ltd. ORD	4.64	1,105,530	4.38	1,044,669

### STATEMENT 9A

1055000 Cnooc Ltd ORD	1.18	1,244,943	2.16	2,283,995
537808 Hong Kong & China Gas Ltd ORD	1.57	846,766	2.73	1,467,534
		<u>5,088,408</u>		<u>6,892,098</u>

#### INT'L EQUITIES (JAPAN)

41300 Canon Inc. ORD	52.39	2,163,758	38.63	1,595,351
92000 Chugai Pharmaceutical Co. Ltd ORD	14.94	1,374,668	19.09	1,756,688
60000 Denso Corporation ORD	36.54	2,192,511	34.38	2,063,031
11700 Fanuc Ltd ORD	90.04	1,053,507	184.12	2,154,213
44000 Honda Motor Ltd ORD	35.33	1,554,735	36.37	1,600,416
7554 Keyence Corporation ORD	172.74	1,304,855	276.07	2,085,398
86300 Komatsu Ltd ORD	22.86	1,973,244	25.26	2,179,832
58000 Mitsubishi Estate Co. Ltd ORD	26.08	1,512,900	23.7	1,374,452
33000 Shin Etsu Chemical Co. ORD	65.65	2,166,531	60.49	1,996,068
		<u>15,296,710</u>		<u>16,805,449</u>

#### INT'L EQUITIES (SWEDEN)

62300 Hennes & Mauritz AB ORD	29.44	1,834,220	34.51	2,149,944
		<u>1,834,220</u>		<u>2,149,944</u>

#### INT'L EQUITIES (SINGAPORE)

198562 DBS Bank Ltd ORD	10.9	2,163,596	12.15	2,412,329
		<u>2,163,596</u>		<u>2,412,329</u>

#### CONVERTIBLE BONDS (U.S.)

566000 Chemed Corporation	87.7	496,357	104.19	589,701
1.875% Due 05-15-14				
404000 Lifepoint Hospitals Inc.	107.34	433,651	102.81	415,363
3 500% Due 05-15-14				
1070000 US Steel Corp.	114.74	1,227,766	107.81	1,153,594
4 000% Due 05-15-14				
435000 Covanta Holding Corporation	105.44	458,672	120.81	525,534
3.250% Due 06-01-14				
493000 Steel Dynamics Inc.	110.73	545,908	108.81	536,446
5.125% Due 06-15-14				
390000 Avis Budget Group Inc.	107.22	418,159	136.94	534,056
3.500% Due 10-01-14				
640000 Molina Healthcare Inc.	112.98	723,098	115.37	738,400
3.750% Due 10-01-14				
351000 Ixia	107.57	377,572	116.12	407,599
3.000% Due 02-15-15				
470000 BPZ Resources, Inc.	98.52	463,051	83.19	390,981
6.500% Due 03-01-15				
1339000 Cemex SAB DE	98.4	1,317,638	109	1,459,510
4.875% Due 03-15-15				
325000 CB Kaiser Aluminum Corporation	108.46	352,482	135.12	439,156
4.500% Due 04-01-15				
590000 MGM Resorts International	101.96	601,583	105.81	624,294
4.250% Due 04-15-15				
300000 Annaly Capital Mgmt	97.9	293,710	101.06	303,188
5.000% Due 05-15-15				
90000 Salix Pharmaceuticals	115.6	104,043	114.37	102,938
2.750% Due 05-15-15				
915000 American Equity Investment 144A	102.5	937,835	115.44	1,056,253
3.500% Due 09-15-15				

### STATEMENT 9A

135000 CBIZ Inc. 144A 3.250% Due 10-01-15	102.38	138,210	103.56	139,809
720000 RTI International Metals 3.000% Due 12-01-15	105.13	756,907	108.56	781,650
1039000 Cemex SAB DE 3.250% Due 03-15-16	90.98	945,333	113.37	1,177,966
550000 Illumina Inc. 144A 0.250% Due 03-15-16	93.65	515,098	96.94	533,156
420000 PDC Energy 144A 3.250% Due 05-15-16	106.13	445,744	108.12	454,125
275000 Iconix Brand Group, Inc. 144A 2.500% Due 06-01-16	99.35	273,217	103.56	284,797
270000 Insulet Corporation 3.750% Due 06-15-16	104.94	283,335	108.56	293,119
304000 Endeavour International Corp Inc. 2.750% Due 07-15-16	98.97	300,876	74.56	226,670
935000 CB United Therapeutics Corp. 1.000% Due 09-15-16	110.55	1,033,679	125.75	1,175,763
330000 Take-Two Interactive Software 1.750% Due 12-01-16	99.21	327,389	95.12	313,913
1136000 Integra Lifesciences Holdings 1.625% Due 12-15-16	95.56	1,085,528	100.56	1,142,390
565000 CSG Systems Int'l Inc. 144A 3.000% Due 03-01-17	104.37	589,663	104.62	591,131
735000 Stone Energy 144A 1.750% Due 03-01-17	100.44	738,260	87.75	644,963
405000 Dealertrack Holdings Inc 1.500% Due 03-15-17	102.15	413,700	105.56	427,528
75000 Medivation Inc. 2.625% Due 04-01-17	100.44	75,330	127.81	95,859
840000 DFC Global Corp 144A 3.250% Due 04-15-17	102.09	857,591	108.94	915,075
275000 Medicines Company 144A 1.375% Due 06-01-17	100	275,000	109.5	301,125
250000 Teleflex Inc. 3.875% Due 08-01-17	104.02	260,042	128.12	320,313
1870000 Sandisk Corporation 1.500% Due 08-15-17	104.12	1,946,990	116	2,169,200
857000 Wright Medical Group Inc. 2.000% Due 08-15-17	103.59	887,796	105.62	905,206
265000 XPO Logistics Inc. 4.500% Due 10-01-17	116.27	308,110	118.94	315,184
295000 Kaman Corp 144A 3.250% Due 11-15-17	101.92	300,666	125.62	370,594
445000 Bottomline Technologies 1.500% Due 12-01-17	100	445,000	111.06	494,228
1040000 Volcano Corp 1.750% Due 12-01-17	100.93	1,049,661	100.75	1,047,800
490000 Old Republic Intl. Corp 3.750% Due 03-15-18	94.88	464,907	104.06	509,906
1575000 Priceline.com Inc. 144A 1.000% Due 03-15-18	101.01	1,590,917	106.81	1,682,297
430000 Wabash National Corp 3.375% Due 05-01-18	100.33	431,431	110.75	476,225
490000 Lam Research Corp 144A	101.96	499,601	98.81	484,181

## STATEMENT 9A

1.250% Due 05-15-18				
260000 Ryland Group	101.22	263,170	135.37	351,975
1.625% Due 05-15-18				
1640000 Brookdale Senior Living	100.15	1,642,504	114.94	1,884,975
2.750% Due 06-15-18				
460000 Broadsoft Inc.	96.39	443,416	112.31	516,638
1.500% Due 07-01-18				
616000 Chart Industries Inc.	104.68	644,803	123.19	758,835
2.000% Due 08-01-18				
340000 Fidelity National Financial	103.85	353,075	127.87	434,775
4.250% Due 08-15-18				
1236000 Forest City Enterprises	98.3	1,214,952	105.19	1,300,118
4.250% Due 08-15-18				
1805000 Jarden Corp 144A	101.82	1,837,820	101.19	1,826,434
1.875% Due 09-15-18				
955000 Ciena Corporation 144A	100.62	960,935	112.56	1,074,972
3.750% Due 10-15-18				
1205000 Air Lease Corp 144A	97.47	1,174,528	108.19	1,303,659
3.875% Due 12-01-18				
440000 Vector Group LTD.	100.45	442,000	108.96	479,436
0.000% Due 01-15-19				
1695000 Salix Pharmaceuticals 144A	101.13	1,714,159	96.31	1,632,497
1.500% Due 03-15-19				
325000 Titan Machinery Inc.	101.48	329,822	94.06	305,703
3.750% Due 05-01-19				
760000 Royal Gold Inc.	108.17	822,106	111.19	845,025
2.875% Due 06-15-19				
1485000 Hornbeck Offshore Services	101.74	1,510,765	100.5	1,492,425
1.500% Due 09-01-19				
705000 ISIS Pharmaceuticals Inc. 144A	105.08	740,823	98.81	696,628
2.750% Due 10-01-19				
495000 Walter Investment Management	101.71	503,450	105.56	522,534
4.500% Due 11-01-19				
575000 AK Steel Corp.	100.31	576,789	112.5	646,875
5.000% Due 11-15-19				
995000 Cobalt Intl Energy Inc.	99.25	987,538	100.94	1,004,328
2.625% Due 12-01-19				
535000 Amtrust Financial Services 144A	101.05	540,625	123.44	660,391
5.500% Due 12-15-21				
779000 On Semiconductor ONNN	110.46	860,518	106.56	830,122
2.625% Due 12-15-26				
5000 Barnes Group Inc. 144A	101.45	5,073	103.31	5,166
3.375% Due 03-15-27				
530000 Barnes Group Inc.	111.86	592,835	103.31	547,556
3.375% Due 03-15-27				
445000 Micron Technology Inc.	81.65	363,330	91.19	405,784
1.875% Due 06-01-27				
1175000 Seacor Holdings Inc. 144A	101.79	1,195,997	101.87	1,197,031
2.500% Due 12-15-27				
506000 Dollar Financial Corporation	92.86	469,859	112.94	571,464
3.000% Due 04-01-28				
575000 Comtech Telecommunications	99.75	573,548	101.87	585,781
3.000% Due 05-01-29				
785000 Host Hotels & Resorts	106.73	837,824	130.44	1,023,934
2.500% Due 10-15-29				

## STATEMENT 9A

325000 Biomed Realty LP 144A 3.375% Due 01-15-30	113.82	369,911	117	380,250
665000 Northstar Realty 144A 7.500% Due 03-15-31	99.62	662,491	119.62	795,506
930000 Mentor Graphics Corp. 4.000% Due 04-01-31	103.59	963,361	117.56	1,093,331
865000 Micron Technology Inc. 1.500% Due 08-01-31	99.73	862,661	92.44	799,584
450000 Micron Technology Inc. 1.875% Due 08-01-31	95.29	428,807	91.37	411,188
1415000 Nuance Communications 144A 2.750% Due 11-01-31	105.67	1,495,294	108.56	1,536,159
1000000 Helix Energy 3 250% Due 03-15-32	100.73	1,007,318	117.94	1,179,375
935000 Micron Technology Inc. 144A 3.125% Due 05-01-32	94.25	881,238	97.37	910,456
863000 Standard Pacific Corp 1.250% Due 08-01-32	101.96	879,880	117.25	1,011,868
355000 Meritage Homes Corp 1.875% Due 09-15-32	100.59	357,103	99.56	353,447
815000 Toll Bros Finance Corp 144A 0.500% Due 09-15-32	101.86	830,160	100.75	821,113
955000 Stillwater Mining Company 1.750% Due 10-15-32	101.67	970,981	116.56	1,113,172
220000 Intel Corporation 2.950% Due 12-15-35	106.22	233,684	103.69	228,113
489000 Group 1 Automotive 2.250% Due 05-15-36	107.96	527,939	117.37	573,964
940000 Verisign Inc. 3 250% Due 08-15-37	115.95	1,089,970	126.12	1,185,575
935000 Hologic Inc. 2.000% Due 12-15-37	97.02	907,148	111.5	1,042,525
180000 Gencorp Inc. 4.062% Due 12-31-39	111.38	200,480	122.75	220,950
200000 Vishay Intertechnology 144A 2.250% Due 11-15-40	106.39	212,771	91.94	183,875
470000 Novellus Systems, Inc. 2.625% Due 05-15-41	112.92	530,710	124.5	585,150
600000 Vishay International Inc 144A 2.250% Due 05-15-41	95.73	574,409	78.12	468,750
1055000 Hologic Inc 2.000% Due 03-01-42	100.2	1,057,095	99.19	1,046,428
1981000 Omnicare Inc. 3.340% Due 04-01-42	88.46	1,752,385	101.81	2,016,906
125000 Vishay Intertechnology 2.250% Due 06-01-42	92.48	115,596	103	128,750
1200000 Wellpoint Inc. 144A 2.750% Due 10-15-42	100.52	1,206,230	107.56	1,290,750
		65,711,388		69,833,431

#### LIMITED PARTNERSHIPS

1000 Blackstone GSO Private Investors L.P.	8024.3	8,024,509	8142.77	8,142,980
3043335 Eaton Vance Inst'l Senior Loan Trust	9.03	27,475,498	9.19	27,968,249
1000 Lazard Emerging Markets Disc Assets L.P.	4476.17	4,476,175	5329.9	5,329,898
1000 Lucas Energy Total Return Partners L.P.	38860.58	38,860,581	41393.43	41,393,428

#### **STATEMENT 9A**

1000 Mondrian Emerging Markets Equity Fund L.P	35532.2	35,532,202	37274.16	37,274,157
1000 Oaktree Non-U.S. Convertibles Fund L.P.	14238 54	<u>14,238,538</u>	13180.79	<u>13,180,791</u>
		128,607,504		133,289,503

PART II BALANCE SHEET:

LINE 10B	271,418,021	294,158,049
LINE 13	<u>107,085,738</u>	<u><del>105,324,254</del></u>
	<u>378,503,759</u>	<u><del>399,478,303</del></u>

→ 111,274,987  
→ 405,433,036

1.06 5/13/13

ATTACHMENT 10FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MONEY MARKET FUNDS	8,785,287.	5,953,733.	5,953,733.
INVESTMENT IN LIMITED PTRSHP	84,756,810.	101,132,005.	105,321,254.
TOTALS	<u>93,542,097.</u>	<u>107,085,738.</u>	<u>111,274,987.</u>



ATTACHMENT 11FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ACCRUED INVESTMENT INCOME	819,120.	889,896.	889,896.
ART & OTHER COLLECTIBLE ITEMS	4,000.	20,705.	20,705.
TOTALS	<u>823,120.</u>	<u>910,601.</u>	<u>910,601.</u>

ATTACHMENT 12FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
PROMISES TO GIVE	5,501,667.	3,795,834.
TOTALS	<u>5,501,667.</u>	<u>3,795,834.</u>

ATTACHMENT 13FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

SEE STATEMENT 13A

106,668.

TOTAL

106,668.

FORM 990PF, PART III  
OTHER DECREASES IN NET WORTH OR FUND BALANCES  
F.M. KIRBY FOUNDATION, INC.  
From 01-01-12 Through 12-31-12

NET INVESTMENT INCOME INCLUDES ALL ORDINARY INCOME AND CAPITAL GAIN INCOME PER 2012 ANNUAL PFIC STATEMENT RECEIVED ON APRIL 09, 2013 FROM EATON VANCE INSTITUTIONAL SENIOR LOAN FUND. THIS AMOUNT IS NEEDED TO REPORT ADDITIONAL CAPITAL GAIN TO BE INCLUDED FOR TAXABLE YEAR ENDED DECEMBER 31, 2012.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
S. DILLARD KIRBY 17 DEHART STREET MORRISTOWN, NJ 07960	PRESIDENT 26.00	155,323.	15,532.	0
JEFFERSON W. KIRBY 604 VAN BEUREN ROAD MORRISTOWN, NJ 07960	VICE PRESIDENT	0	0	0
THOMAS J. BIANCHINI 17 DEHART STREET MORRISTOWN, NJ 07960	SECRETARY/TREASURER 20.00	75,510.	7,551.	0
ALICE K. HORTON 4900 W. CORNWALLIS ROAD DURHAM, NC 27705	ASSISTANT SECRETARY	0	0	0
WALKER D. KIRBY LONG HILL ROAD NEW VERNON, NJ 07976	DIRECTOR	0	0	0
LAURA H. VIRKLER 250 WITHERS WAY HILLSBOROUGH, NC 27278	DIRECTOR	0	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
WILLIAM H. BYRNES, JR. 17 DEHART STREET MORRISTOWN, NJ 07960	VICE PRESIDENT/GRANTS 40.00	148,900.	14,890.	0
	GRAND TOTALS	<u>379,733.</u>	<u>37,973.</u>	<u>0</u>

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>	
JOANN F. TIEFAU 17 DEHART STREET MORRISTOWN, NJ 07960	PROGRAM ASSOCIATE 40.00	93,374.	9,337.		0
LINDA M. D'ADDARIO 17 DEHART STREET MORRISTOWN, NJ 07960	EXECUTIVE ASSISTANT 32.00	65,467.	6,547.		0
FRANK N. BARRA 17 DEHART STREET MORRISTOWN, NJ 07960	FISCAL ASSOCIATE 40.00	78,945.	7,894.		0
	TOTAL COMPENSATION	<u>237,786.</u>	<u>23,778.</u>		<u>0</u>

ATTACHMENT 16

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

WILLIAM H. BYRNES, JR., VP GRANTS  
17 DEHART STREET, PO BOX 151  
MORRISTOWN, NJ 07963-0151  
973-538-4800



ATTACHMENT 17

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

SOLICITATIONS MUST BE IN WRITING. SUGGESTED SOLICITATION GUIDELINES ARE AVAILABLE IN WRITING FROM THE FOUNDATION AND CAN BE FOUND ON THE INTERNET AT [HTTP://FDNCENTER.ORG/GRANTMAKER/KIRBY](http://FDNCENTER.ORG/GRANTMAKER/KIRBY). A VALID INTERNAL REVENUE SERVICE TAX-EXEMPTION LETTER MUST ACCOMPANY EACH SOLICITATION.

ATTACHMENT 18

990PF, PART XV - SUBMISSION DEADLINES

SUBMISSION DEADLINE IS OCTOBER 31ST OF EACH YEAR. SOLICITATIONS  
RECEIVED AFTER OCTOBER 31ST ARE HELD FOR CONSIDERATION IN THE  
FOLLOWING YEAR.

ATTACHMENT 19

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

NO GRANTS ARE MADE TO INDIVIDUALS. SUCCESSFUL APPLICANTS TEND TO BE LIMITED TO ORGANIZATIONS ALREADY WELL KNOWN TO ONE OR MORE OF OUR DIRECTORS.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SEE STATEMENT 20A VARIOUS	501(C) (3)	VARIOUS	19,371,633
TOTAL CONTRIBUTIONS PAID			<u>19,371,633</u>

# F.M. KIRBY FOUNDATION, INC.

## Cumulative List of Grants

January 1, 2012 through December 31, 2012

Organization Project Description	Grant Amount Paid
<b>Action On Smoking And Health</b> Washington, DC	\$100,000
<b>The Adirondack Council, Inc.</b> Elizabethtown, NY	\$50,000
<b>The Adirondack Museum</b> Blue Mountain Lake, NY <i>For. One-time support toward the Exhibition Master Plan-</i> <i>\$20,000</i>	\$47,500
<b>AIDS Resource Foundation for Children</b> Newark, NJ	\$10,000
<b>Albert Einstein College of Medicine of Yeshiva University</b> Bronx, NY <i>Toward the purchase of equipment for use by the F M.</i> <i>Kirby Program in Neural Repair and Protection</i>	\$400,000
<b>Alfre, Inc.</b> Morristown, NJ	\$25,000
<b>Alzheimer's Association/National Office</b> Chicago, IL <i>For. Alzheimer's basic science research through the</i> <i>National Office-\$400,000; for Northern New Jersey</i> <i>programs through the Greater New Jersey Chapter-</i> <i>\$22,500</i>	\$422,500
<b>American Ballet Theatre</b> New York, NY	\$27,500
<b>American Cancer Society, Inc./Eastern Division</b> Cedar Knolls, NJ <i>For Programs in the Northwest New Jersey Region-</i> <i>\$100,000, National Home Office-Cancer research-</i> <i>\$250,000</i>	\$350,000
<b>American Council of Trustees and Alumni</b> Washington, DC	\$10,000
<b>American Council on Science and Health</b> New York, NY	\$45,000
<b>American Diabetes Association Research Foundation, Inc.</b> Alexandria, VA <i>For: Support of Dr J Michael O'Donnell's research on</i> <i>cardiomyopathy</i>	\$85,000

<b>American Enterprise Institute for Public Policy Research</b> Washington, DC	\$40,000
<b>American Federation for Aging Research</b> New York, NY <i>For Basic Research Grant Program</i>	\$75,000
<b>American Foundation for the Blind, Inc.</b> New York, NY	\$27,500
<b>American Heart Association, Inc./Founders Affiliate</b> Robbinsville, NJ <i>Toward basic, biomedical cardiac and stroke research</i>	\$125,000
<b>The American Museum of Natural History</b> New York, NY	\$20,000
<b>American Red Cross/National Headquarters</b> Washington, DC <i>For: National Headquarters-\$500,000, Northern New Jersey Chapter-\$90,000, Colonial Crossroads Chapter-\$22,500; Wyoming Valley Chapter-\$25,000</i>	\$637,500
<b>America's Future Foundation</b> Washington, DC	\$30,000
<b>The AOPA Foundation, Inc. (Aircraft Owners and Pilots Association)</b> Frederick, MD <i>Toward pilot safety programs</i>	\$7,500
<b>Appalachian Trail Conservancy</b> Harpers Ferry, WV <i>Toward North Carolina and New Jersey programs</i>	\$25,000
<b>The ARC/Morris County Chapter, New Jersey, Inc.</b> Morris Plains, NJ	\$30,000
<b>Arthritis Foundation, Inc./National Office</b> Atlanta, GA <i>Toward rheumatoid arthritis research</i>	\$90,000
<b>Arts Council of the Morris Area</b> Morristown, NJ	\$40,000
<b>Atlantic Legal Foundation</b> Larchmont, NY	\$40,000
<b>The Bald Head Island Conservancy, Inc.</b> Bald Head Island, NC	\$45,000
<b>Be The Match Foundation (formerly The Marrow Foundation)</b> Minneapolis, MN <i>Toward the Scholars Program for the Study of Post-Transplant Complications</i>	\$100,000

<b>Bill of Rights Institute</b> Arlington, VA	\$27,500
<b>Bonnie Brae</b> Liberty Corner, NJ <i>Toward support of the Aftercare Services program</i>	\$15,000
<b>Boy Scouts of America/Patriots' Path Council, Inc.</b> Florham Park, NJ <i>For Morris County Programs</i>	\$50,000
<b>Boys &amp; Girls Clubs of America</b> New York, NY	\$10,000
<b>Brandywine Conservancy, Inc.</b> Chadds Ford, PA	\$10,000
<b>The Browning School</b> New York, NY	\$15,000
<b>Bruce Museum, Inc.</b> Greenwich, CT	\$20,000
<b>Cancer Hope Network, Inc.</b> Chester, NJ	\$15,000
<b>Cancer Research Institute, Inc.</b> New York, NY <i>For Support of the Student Training and Research in Tumor Immunology program</i>	\$110,000
<b>Caring House, Inc.</b> Durham, NC	\$12,500
<b>Carolina Ballet, Inc.</b> Raleigh, NC <i>For One-time support of the Carolina Jamboree</i>	\$20,000
<b>Carolina Theatre of Durham, Inc.</b> Durham, NC	\$30,000
<b>Cato Institute</b> Washington, DC	\$35,000
<b>Center for Child &amp; Family Health</b> Durham, NC <i>For The Healthy Futures Fund-\$25,000, toward the establishment of the Muff Urbaniak Endowment at Duke University for the Center for Child &amp; Family Health- \$50,000</i>	\$75,000
<b>Center for Immigration Studies, Inc.</b> Washington, DC	\$20,000

<b>Center For Individual Rights</b> Washington, DC	\$135,000
<b>The Center for Security Policy, Inc.</b> Washington, DC	\$15,000
<b>Central Park Conservancy</b> New York, NY	\$30,000
<b>Cerebral Palsy International Research Foundation, Inc.</b> Princeton Junction, NJ <i>For: Research</i>	\$25,000
<b>Cheshire Home, Inc.</b> Florham Park, NJ <i>For: Renovation of the health care facility's residential dining room</i>	\$26,600
<b>Children's Aid and Family Services, Inc.</b> Paramus, NJ	\$7,500
<b>Children's Hospital Corporation</b> Boston, MA <i>Toward support of the F M Kirby Neurobiology Center; specifically, The Viral Gene Transformation Core</i>	\$325,000
<b>Christopher and Dana Reeve Foundation</b> Short Hills, NJ <i>For Continued collaboration of Drs Sam Pfaff and Reggie Edgerton to identify, locate, and characterize the role of interneurons in the human spinal cord</i>	\$250,000
<b>Clare Boothe Luce Policy Institute</b> Herndon, VA	\$20,000
<b>Colby College</b> Waterville, ME <i>Toward the Colby Fund for Parents</i>	\$10,000
<b>Cold Spring Harbor Laboratory</b> Cold Spring Harbor, NY <i>For Continued support of Dr Chris Vakoc's cancer research</i>	\$150,000
<b>Common Sense Institute of New Jersey, Inc.</b> Randolph, NJ	\$10,000
<b>Community Foundation of New Jersey</b> Morristown, NJ <i>Toward the Hurricane Sandy Recovery and Rebuild Fund</i>	\$50,000
<b>Community Hope, Inc.</b> Parsippany, NJ	\$25,000
<b>Conservation Resources, Inc.</b>	\$15,000



Chester, NJ <i>For The Franklin Parker Small Grants Program-\$5,000</i>	
<b>Conservation Trust for North Carolina</b> Raleigh, NC	\$15,000
<b>Cooper-Hewitt, National Design Museum</b> New York, NY	\$25,000
<b>The Corning Museum of Glass</b> Corning, NY	\$12,500
<b>Council of New Jersey Grantmakers, Inc.</b> Trenton, NJ <i>Toward specific programs for family philanthropies- \$2,500, toward the Capacity Building campaign-\$7,500</i>	\$25,000
<b>Court Appointed Special Advocates of Morris &amp; Sussex Counties, Inc.</b> Morristown, NJ	\$25,000
<b>Covenant House New Jersey, Inc.</b> Newark, NJ <i>Toward the Crisis/Community Service Center in Newark- \$50,000, for the Morristown Needs Assessment-\$5,000</i>	\$55,000
<b>Criminal Justice Legal Foundation</b> Sacramento, CA	\$30,000
<b>Crohn's &amp; Colitis Foundation of America, Inc.</b> New York, NY <i>Toward Research Training Awards Program</i>	\$120,000
<b>Dolgeville Central School</b> Dolgeville, NY <i>For. Jonathan A Vedder Commencement Award</i>	\$2,000
<b>Drew University</b> Madison, NJ <i>Toward the F M Kirby Foundation Campus Revitalization Project Refurbish and beautify the University's Ceremonial Path</i>	\$110,000
<b>Durham Academy, Inc.</b> Durham, NC <i>Toward the Evergreen Campaign, to name the F M Kirby Upper School Gymnasium and Entrance Hall-\$700,000 and for the Annual Fund-\$50,000, payable between 2011 and 2013, for the Student U program-\$5,000 in 2011</i>	\$248,333
<b>Durham Symphony Incorporated</b> Durham, NC <i>To support the Annual Durham Symphony Family Pops Concert in Historic Hillsborough's Cameron Park-\$10,000</i>	\$18,500

<b>Dwight School Foundation</b> New York, NY <i>For The Annual Fund</i>	\$12,000
<b>Emily Krzyzewski Family Life Center, Inc.</b> Durham, NC	\$27,500
<b>Employment Horizons, Inc.</b> Cedar Knolls, NJ	\$45,000
<b>EngenderHealth, Inc.</b> New York, NY	\$85,000
<b>The English-Speaking Union of the United States</b> New York, NY	\$15,000
<b>Environmental Defense Fund, Inc.</b> New York, NY <i>Toward science-based policy solutions to protect the Adirondacks from acid deposition</i>	\$100,000
<b>Episcopal Preaching Foundation, Inc.</b> Springfield, NJ	\$22,500
<b>F.M. Kirby Center for the Performing Arts</b> Wilkes-Barre, PA	\$165,000
<b>Fairfield University</b> Fairfield, CT <i>Toward the Adrienne Kirby Family Literacy Project</i>	\$17,500
<b>Family Service Association of Wyoming Valley</b> Wilkes-Barre, PA	\$12,500
<b>Family Service of Morris County</b> Morristown, NJ	\$90,000
<b>The Federalist Society for Law &amp; Public Policy Studies</b> Washington, DC <i>For. Travel expense assistance for students attending national conferences-\$5,000</i>	\$40,000
<b>Federation For American Immigration Reform</b> Washington, DC <i>For Immigration Reform Law Institute-\$10,000</i>	\$105,000
<b>First Night Morris, Inc.</b> Morristown, NJ	\$7,500
<b>The Foundation Center</b> New York, NY	\$15,000

<b>The Foundation Fighting Blindness, Inc.</b> Columbia, MD <i>For Retinal degenerative disease research</i>	\$80,000
<b>The Foundation for AIDS Research</b> New York, NY <i>For The Krim Fellows Program</i>	\$125,000
<b>Foundation for Individual Rights in Education, Inc.</b> Philadelphia, PA <i>Toward the "Unlearning Liberty" book promotion project-</i> <i>\$5,000</i>	\$45,000
<b>Foundation for Morristown Medical Center</b> Morristown, NJ <i>Toward the new Geriatric Emergency Department-</i> <i>\$200,000, like amount for like purpose pledged for 2013</i>	\$200,000
<b>Foundation of the University of Medicine &amp; Dentistry of New Jersey</b> New Brunswick, NJ <i>For Continued research for Synaptic Interactions.</i> <i>Formation and Plasticity</i>	\$225,000
<b>The Franklin Institute</b> Philadelphia, PA	\$35,000
<b>Freedom Foundation</b> Olympia, WA	\$30,000
<b>Freedom House, Inc./NJ</b> Glen Gardner, NJ <i>For One-time capital support for repairs and renovations</i> <i>at Brian's House in Morristown, NJ</i>	\$10,000
<b>The Fresh Air Fund</b> New York, NY <i>Toward the New Jersey-based element of the Friendly</i> <i>Town program</i>	\$25,000
<b>The Frick Collection</b> New York, NY	\$17,500
<b>The Fund for American Studies</b> Washington, DC	\$30,000
<b>The Fuqua School of Business</b> Durham, NC <i>For: The Annual Fund-\$30,000, Reserved for Future</i> <i>Decision Fund-\$500,000</i>	\$530,000
<b>The Gateway School of New York</b> New York, NY	\$15,000
<b>Gettysburg Foundation</b> Gettysburg, PA	\$30,000

<b>The Gilder Lehrman Institute of American History</b> New York, NY <i>For Raleigh-Durham, NC Educational Outreach            Program-\$15,000, for Morristown, NJ Educational            Outreach Program-\$15,000</i>	\$30,000
<b>Gill St. Bernard's School</b> Gladstone, NJ <i>For. The Annual Fund-\$25,000, toward the segregated            Future Decision Fund established in 2011-\$125,000</i>	\$150,000
<b>Girl Scouts of Northern New Jersey, Inc.</b> Riverdale, NJ <i>For Morris Area programs-\$35,000, one-time support            toward the new stand-alone Trading Post addition and            storage shed at Camp Jockey Hollow-\$15,000</i>	\$50,000
<b>Gladney Center for Adoption</b> Fort Worth, TX	\$40,000
<b>Good Grief, Inc.</b> Morristown, NJ	\$15,000
<b>Grace Counseling Center</b> Madison, NJ	\$20,000
<b>Grace Episcopal Church</b> Madison, NJ <i>For Capital improvements</i>	\$25,000
<b>Great Swamp Watershed Association</b> New Vernon, NJ	\$17,500
<b>The Greater Morristown YMCA, Inc.</b> Cedar Knolls, NJ <i>For: Direct financial aid for Morris County residents            only, through the Strong Kids Campaign</i>	\$35,000
<b>Greater Newark Conservancy, Inc.</b> Newark, NJ <i>For: Community Greening Program-\$40,000, toward            Clean and Green Job Training Initiative-\$5,000</i>	\$45,000
<b>Greater Wilkes-Barre Family YMCA</b> Wilkes-Barre, PA <i>For: The Redevelopment and Renewal Plan capital            campaign</i>	\$50,000
<b>Greensboro Day School</b> Greensboro, NC <i>Toward support of the Generations Capital Campaign-            \$50,000</i>	\$70,000
<b>The Growing Stage, The Children's Theatre of New Jersey</b> Netcong, NJ	\$17,500
<b>GuideStar USA, Inc.</b>	\$10,000

Williamsburg, VA

<b>Guttmacher Institute, Inc.</b> New York, NY	\$30,000
<b>Habitat for Humanity Orange County, N.C., Inc.</b> Chapel Hill, NC <i>Toward the construction of a Fairview home-\$32,500; toward the Tinnin Woods development-\$7,500</i>	\$40,000
<b>Hackley School</b> Tarrytown, NY <i>For Reserved for Future Decision Fund</i>	\$100,000
<b>HelpHOPELive, Inc. (formerly known as National Transplant Assistance Fund)</b> Radnor, PA	\$5,000
<b>The Heritage Foundation</b> Washington, DC <i>For Support of the F M Kirby Research Fellow in National Security Policy</i>	\$100,000
<b>The Hill Center, Inc.</b> Durham, NC	\$65,000
<b>Historic Hillsborough Commission</b> Hillsborough, NC <i>Toward the Community Heritage Education Initiative at the Burwell School Historic Site</i>	\$12,000
<b>Homeless Solutions, Inc.</b> Morristown, NJ	\$40,000
<b>Hope House</b> Dover, NJ <i>For Senior/Home Services programs for Morris County residents only</i>	\$27,500
<b>Housing for New Hope, Inc.</b> Durham, NC <i>Toward the Stewards Fund Challenge Grant-\$5,000</i>	\$15,000
<b>Hudson Institute, Inc.</b> Washington, DC <i>To support the Center for American Common Culture</i>	\$25,000
<b>Hugh Moore Historical Park and Museums, Inc.</b> Easton, PA	\$40,000
<b>The Injured Marine Semper Fi Fund</b> Camp Pendleton, CA	\$20,000
<b>Institute for American Values</b> New York, NY	\$15,000

<b>Institute for Humane Studies</b> Arlington, VA	\$25,000
<b>Institute For Justice</b> Arlington, VA	\$65,000
<b>Intercollegiate Studies Institute, Inc.</b> Wilmington, DE <i>For Collegiate Network program-\$35,000</i>	\$215,000
<b>Interfaith Food Pantry, Inc.</b> Morris Plains, NJ	\$20,000
<b>International Swimming Hall of Fame, Inc.</b> Ft. Lauderdale, FL	\$55,000
<b>The Jamestown Foundation</b> Washington, DC	\$5,000
<b>Jersey Battered Women's Service, Inc.</b> Morristown, NJ	\$85,000
<b>Jersey Cares, Inc.</b> Newark, NJ	\$15,000
<b>Kennedy Krieger Institute</b> Baltimore, MD <i>Toward the establishment of the Center for Biomedical Engineering</i>	\$200,000
<b>Key West Council on the Arts, Inc.</b> Key West, FL <i>For General operating support through 2013</i>	\$5,000
<b>Key West Wild Bird Center, Inc./Matching Contributions</b> Key West, FL <i>Two-for-one match of Katharine C Prentice's contribution dated 4/16/12</i>	\$5,200
<b>Kidzu Children's Museum</b> Chapel Hill, NC	\$7,500
<b>Kieve Affective Education, Inc</b> Nobleboro, ME <i>Toward land acquisition</i>	\$25,000
<b>The Land Conservancy of New Jersey</b> Boonton, NJ	\$25,000
<b>The Lawrenceville School</b> Lawrenceville, NJ <i>For The Kirby Science Center Endowment Fund-\$250,000, for the Kirby House Endowment Fund-\$150,000; toward the Kirby Reserved for Future Decision Fund-\$350,000, Class of '38-\$20,000</i>	\$770,000

<b>The Leadership Institute</b> Arlington, VA	\$90,000
<b>Learning Ally, Inc. (formerly Recording for the Blind &amp; Dyslexic, Inc.)</b> Princeton, NJ	\$30,000
<b>The Leukemia &amp; Lymphoma Society, Inc./New Jersey Chapter</b> Cranford, NJ <i>For Support of Dr. Brian Druker's research-\$150,000 in 2010, 2011, and 2012</i>	\$150,000
<b>The Lexington Institute</b> Arlington, VA	\$35,000
<b>Liberty Science Center, Inc.</b> Jersey City, NJ	\$35,000
<b>Lincoln Center for the Performing Arts, Inc.</b> New York, NY	\$35,000
<b>Lincoln Center Theater</b> New York, NY	\$35,000
<b>Literacy Volunteers of Morris County, Inc.</b> Morristown, NJ	\$15,000
<b>Macculloch Hall Historical Museum</b> Morristown, NJ	\$30,000
<b>Madison Area YMCA</b> Madison, NJ <i>Toward the F M Kirby Children's Center Annual Scholarship Fund</i>	\$85,000
<b>Manhattan Institute for Policy Research, Inc.</b> New York, NY	\$85,000
<b>Marian Sutherland Kirby Library</b> Mountaintop, PA <i>Toward the re-roofing project with Vermont slate</i>	\$70,000
<b>Market Street Mission, Inc.</b> Morristown, NJ	\$55,000
<b>The Masterwork Chorus, Inc.</b> Morristown, NJ	\$10,000
<b>Mayo Performing Arts Center</b> Morristown, NJ <i>Toward the segregated Future Decision Fund established in 2011-\$150,000</i>	\$250,000

<b>Memorial Sloan-Kettering Cancer Center</b> New York, NY <i>Toward renewed support of the F M Kirby Foundation  Brain Tumor Research Fund</i>	\$400,000
<b>Mental Health Association of Morris County, Inc.</b> Mountain Lakes, NJ	\$12,500
<b>The Metropolitan Museum of Art</b> New York, NY	\$15,000
<b>The Morgan Library &amp; Museum</b> New York, NY	\$7,500
<b>Morris County Prevention Is Key, Inc.</b> Rockaway, NJ <i>For Morris County Programs</i>	\$20,000
<b>Morris Habitat for Humanity, Inc.</b> Randolph, NJ	\$40,000
<b>The Morris Museum, Inc.</b> Morristown, NJ <i>Toward the creation and launch of the Family Discovery  Center-\$20,000</i>	\$70,000
<b>Morristown Neighborhood House Association, Inc.</b> Morristown, NJ <i>Toward the School Aged Child Care Program and Youth  Development Program</i>	\$70,000
<b>Mountaintop Hose Company No. 1</b> Mountaintop, PA <i>Toward the purchase of two new vehicles (this grant shall  comprise our total support through at least 2013)</i>	\$10,000
<b>Museum of Arts and Design</b> New York, NY	\$22,500
<b>Museum of Early Trades and Crafts</b> Madison, NJ	\$20,000
<b>The Museum of Modern Art</b> New York, NY	\$20,000
<b>National Association of Scholars, Inc.</b> New York, NY	\$40,000
<b>National Constitution Center</b> Philadelphia, PA <i>Toward support of the Freedom Rising program-\$75,000,  toward initiatives celebrating the 225th anniversary of the  Constitution this year-\$10,000</i>	\$85,000
<b>National Council For Adoption</b> Alexandria, VA	\$45,000



*For The Infant Adoption Revival Project-\$10,000*

<b>National Fatherhood Initiative</b> Germantown, MD	\$65,000
<b>The National Football Foundation and College Hall of Fame, Inc.</b>  Irving, TX	\$100,000
<b>National Right To Work Legal Defense Foundation, Inc.</b> Springfield, VA	\$95,000
<b>National Shingles Foundation</b> New York, NY <i>For: Support of core, research-driven programs</i>	\$70,000
<b>The Nature Conservancy in New Jersey</b> Chester, NJ <i>To acquire property (Lenape Farms) in the Southern Pine Barrens</i>	\$120,000
<b>The Nature Conservancy/Adirondack Chapter &amp; Adirondack Land Trust</b> Keene Valley, NY	\$55,000
<b>Negative Population Growth, Inc.</b> Alexandria, VA	\$15,000
<b>Network for Teaching Entrepreneurship</b> New York, NY <i>Toward domestic programs</i>	\$90,000
<b>New Jersey AIDS Services</b> Morristown, NJ <i>For: One-time support of capital needs</i>	\$10,000
<b>New Jersey Audubon Society</b> Bernardsville, NJ	\$37,500
<b>New Jersey Ballet Company, Inc.</b> Livingston, NJ	\$5,000
<b>New Jersey State Chamber of Commerce Foundation/New Jersey Nursing Initiative</b> Trenton, NJ <i>For: The New Jersey Nursing Initiative</i>	\$20,000
<b>New Jersey Conservation Foundation</b> Far Hills, NJ	\$100,000
<b>New Jersey GASP, Inc.</b> Summit, NJ	\$60,000
<b>New Jersey Performing Arts Center Corporation</b> Newark, NJ	\$20,000

<b>New Jersey SEEDS, Inc.</b> Newark, NJ	\$25,000
<b>New Jersey Theatre Alliance</b> West Orange, NJ	\$17,500
<b>New York Blood Center, Inc.</b> Westbury, NY <i>For Further support toward "Platelet Formation from Stem Cell Research" project under the direction of Dr William B Mitchell</i>	\$100,000
<b>New York Botanical Garden</b> Bronx, NY	\$20,000
<b>New York City Ballet, Inc.</b> New York, NY	\$20,000
<b>Newark Academy</b> Livingston, NJ <i>Toward outdoor athletic facilities and installation of turf fields (this grant shall comprise our total support through at least 2014)</i>	\$250,000
<b>Newark Boys Chorus School</b> Newark, NJ	\$25,000
<b>The Newark Museum Association</b> Newark, NJ	\$75,000
<b>Newark Public Radio, Inc./WBGO</b> Newark, NJ <i>To expand education and outreach programs</i>	\$15,000
<b>NewBridge Services, Inc.</b> Pompton Plains, NJ	\$17,500
<b>Nightingale-Bamford School</b> New York, NY	\$10,000
<b>North Carolina Coastal Land Trust</b> Wilmington, NC	\$20,000
<b>North Carolina Public Radio - WUNC</b> Chapel Hill, NC	\$25,000
<b>North Carolina State University Foundation, Inc./NCSU Libraries</b>  Raleigh, NC	\$25,000
<b>Old Baldy Foundation, Inc.</b> Bald Head Island, NC	\$20,000

*For One-time support of the "Bringing Home the Light"  
Project, Phase Two*

<b>Oldfields School, Inc.</b> Glencoe, MD	\$25,000
<b>OneGift, Inc.</b> Morristown, NJ <i>Toward the wish program at Morristown Medical Center</i>	\$20,000
<b>Orange Congregations in Mission</b> Hillsborough, NC	\$25,000
<b>P.G. Chambers School, Inc.</b> Cedar Knolls, NJ <i>For Early Intervention Program</i>	\$65,000
<b>Pacific Legal Foundation</b> Sacramento, CA	\$35,000
<b>Paper Mill Playhouse</b> Millburn, NJ	\$85,000
<b>The Partnership at Drugfree.org</b> New York, NY	\$42,500
<b>Partnership in Philanthropy, Inc.</b> Chatham, NJ	\$5,000
<b>The Peck School</b> Morristown, NJ <i>For The Annual Giving Fund</i>	\$25,000
<b>The Philanthropy Roundtable</b> Washington, DC <i>For. General operating support, other than lobbying, for The Alliance for Charitable Reform-\$5,000</i>	\$27,500
<b>Plaid House, Inc.</b> Morristown, NJ	\$22,500
<b>Planned Parenthood of Central and Greater Northern New Jersey, Inc.</b> Morristown, NJ <i>For Central and Greater Northern New Jersey affiliate- \$110,000, Central North Carolina affiliate-\$40,000, Northeast and Mid-Penn affiliate-\$30,000, Federation of America-\$150,000; NextGen Software-\$20,000</i>	\$350,000
<b>Playwrights Theatre of New Jersey, Inc.</b> Madison, NJ	\$25,000
<b>Population Action International</b> Washington, DC	\$80,000

<b>Population Council, Inc.</b> New York, NY <i>Toward direct costs only in Postdoctoral Training  Reproductive Biomedicine and Biomedical HIV Research</i>	\$100,000
<b>Preschool Advantage, Inc. (formerly Project Acorn)</b> Morris Plains, NJ <i>Toward preschool scholarship assistance for Morris  County residents</i>	\$15,000
<b>Prevent Blindness Tri-State</b> New Haven, CT <i>For. Morris County, NJ programs</i>	\$10,000
<b>ProEnglish</b> Arlington, VA	\$25,000
<b>Protect the Adirondacks, Inc.</b> Lake George, NY <i>To expand the Adirondack Lakes Assessment Program</i>	\$22,500
<b>Public Media NJ, Inc.</b> Englewood, NJ <i>Toward support of NJTV's Arts Beat</i>	\$25,000
<b>Rails-To-Trails Conservancy</b> Camp Hill, PA <i>For Rail-trail projects in New Jersey</i>	\$30,000
<b>Re-Creation, Inc.</b> Port Trevorton, PA	\$25,000
<b>Regional Plan Association, Inc.</b> Princeton, NJ <i>For New Jersey programs</i>	\$20,000
<b>The Rockefeller University</b> New York, NY <i>Toward the establishment of the Precision Fabrication  Center</i>	\$175,000
<b>Roundabout Theatre Company, Inc.</b> New York, NY	\$40,000
<b>Rutgers University Foundation/Answer</b> New Brunswick, NJ <i>For National Teen-to-Teen Sexuality Education Project</i>	\$25,000
<b>The Salvation Army/Morristown Area Services</b> Morristown, NJ	\$42,500
<b>Scheie Eye Institute</b> Philadelphia, PA <i>To purchase research equipment needed by the F M Kirby  Center scientists</i>	\$325,000

<b>The Seeing Eye, Inc.</b> Morristown, NJ <i>For Reserved for Future Decision Fund-\$150,000</i>	\$230,000
<b>Sexuality Information and Education Council of the United States, Inc.</b> New York, NY <i>For Sexual and reproductive health education programs</i>	\$35,000
<b>The Shakespeare Theatre of New Jersey, Inc.</b> Madison, NJ <i>Toward the purchase and renovation of a new support facility-\$250,000, like amount for like purpose pledged for 2013</i>	\$360,000
<b>Shelburne Museum, Inc.</b> Shelburne, VT <i>For One-time capital support of the new exhibition and education center</i>	\$15,000
<b>The Skin Cancer Foundation, Inc.</b> New York, NY	\$30,000
<b>Southern Environmental Law Center</b> Chapel Hill, NC	\$25,000
<b>St. Hilda's and St. Hugh's School</b> New York, NY	\$15,000
<b>St. John the Baptist Foundation</b> Mendham, NJ <i>For One-time support of Phase II of the Renewing Our Ministry capital campaign</i>	\$25,000
<b>St. Paul's Episcopal Church</b> Brownville, NY <i>Toward completion of roof replacement of Kirby Hall</i>	\$5,000
<b>St. Peter's Episcopal Church</b> Morristown, NJ <i>Toward planned preservation work on the church tower-\$42,500, like amount for like purpose pledged for 2013</i>	\$70,000
<b>St. Philip's Academy</b> Newark, NJ	\$40,000
<b>St. Stephen's Episcopal Church/Durham</b> Durham, NC <i>In support of the field education program for seminarians</i>	\$16,000
<b>St. Vincent College</b> Latrobe, PA <i>For Support of the 2013 Civitas Forum on Principles and Policies for Public Life</i>	\$25,000

<b>State Theatre Center for the Arts, Inc.</b> Easton, PA	\$100,000
<b>Stratford Volunteer Fire Company, Inc.</b> Stratford, NY <i>Toward the purchase of equipment</i>	\$5,000
<b>Student U</b> Durham, NC	\$10,000
<b>Summit Speech School</b> New Providence, NJ	\$70,000
<b>Teach For America, Inc./Greater Newark</b> Newark, NJ <i>For: Greater Newark-\$30,000, Eastern North Carolina-\$20,000</i>	\$50,000
<b>TeenPride, Inc.</b> Morristown, NJ	\$20,000
<b>Triangle Land Conservancy, Inc.</b> Raleigh, NC	\$25,000
<b>Trout Unlimited, Inc.</b> Arlington, VA <i>Toward the Musconetcong Home Rivers Initiative in New Jersey-\$15,000</i>	\$35,000
<b>The Trust for Public Land</b> Morristown, NJ <i>For New Jersey programs only</i>	\$85,000
<b>Union College</b> Schenectady, NY	\$10,000
<b>United Negro College Fund, Inc.</b> Newark, NJ	\$10,000
<b>United Network for Organ Sharing</b> Richmond, VA <i>Toward the Center for Transplant System Excellence</i>	\$100,000
<b>United Way of Northern New Jersey</b> Morristown, NJ <i>For: General allocation to member agencies in Morris County only</i>	\$350,000
<b>United Way of the Greater Triangle, Inc.</b> Research Triangle Park, NC <i>For: General allocation to member agencies only, of which \$87,500 is restricted to Orange County</i>	\$175,000
<b>United Way of Wyoming Valley</b> Wilkes-Barre, PA <i>For: Support of traditional member agencies only</i>	\$100,000

<b>University of North Carolina at Chapel Hill/PlayMakers Repertory Company</b> Chapel Hill, NC <i>For. Playmakers Repertory Company - toward education and outreach programs</i>	\$15,000
<b>The University of North Carolina Center for Public Television</b> Research Triangle Park, NC <i>For Outreach efforts</i>	\$17,500
<b>The Violet Festival</b> Dolgeville, NY <i>For The Violet Festival in Dolgeville, NY</i>	\$3,500
<b>Visiting Nurse Association of Northern New Jersey, Inc.</b> Morristown, NJ <i>For Eldercare Program</i>	\$50,000
<b>Volunteer Management Centers, Inc.</b> Morristown, NJ	\$7,500
<b>Wake Forest University</b> Winston-Salem, NC <i>Toward the Office of Personal and Career Development (OPCD) program-\$1,000,000 in 2011, to name and endow the FM Kirby Foundation Chair of Leadership Development within the OPCD-\$1,000,000 in 2011, \$500,000 in 2012, and \$500,000 pledged for 2013,</i>	\$500,000
<b>Wake Forest University</b> Winston-Salem, NC <i>For The Wake Forest Fund</i>	\$25,000
<b>Weatherspoon Art Museum</b> Greensboro, NC <i>To support the Dillard Collection of Art on Paper exhibition</i>	\$10,000
<b>Wheaton Arts and Cultural Center, Inc.</b> Millville, NJ <i>For. One-time support of critical capital needs</i>	\$20,000
<b>Winterthur Museum, Garden &amp; Library</b> Winterthur, DE	\$45,000
<b>Wyoming Seminary</b> Kingston, PA <i>Toward the creation &amp; construction of the Allan P. and Marian Sutherland Kirby Center for Creative Arts-\$1,500,000 from the RFD account plus \$6,000,000 payable between 2010 and 2014</i>	\$850,000
<b>Wyoming Seminary</b> Kingston, PA <i>Toward the creation &amp; construction of the Allan P. and Marian Sutherland Kirby Center for Creative Arts-\$1,500,000 from the RFD account plus \$6,000,000 payable between 2010 and 2014</i>	\$450,000

<b>Yale University/School of Medicine</b> New Haven, CT <i>Toward the program in cellular neuroscience,            neurodegeneration and repair</i>	\$150,000
<b>Young America's Foundation</b> Herndon, VA	\$100,000
<b>Zeta Psi Educational Foundation</b> Pearl River, NY <i>For The Kirby Presidents Leadership Conference at            Lafayette College in 2012</i>	\$25,000
<b>Grand Total</b>	<hr/> \$19,371,633

ALL OF THE ABOVE RECIPIENTS ARE 501 (C)(3) ORGANIZATIONS AND HAVE NO RELATIONSHIP WITH THIS FOUNDATION.



FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 21RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR  
AND

<u>RECIPIENT NAME AND ADDRESS</u>	<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SEE STATEMENT 21A	NONE	SEE STATEMENT 21A	3,795,834
VARIOUS	501(C) (3)		

TOTAL CONTRIBUTIONS APPROVED 3,795,834

# F.M. KIRBY FOUNDATION, INC.

Outstanding Pledges

As of December 31, 2012

Organization Project Description	Due Date	Payment Amount
<b><u>January, 2013</u></b>		
<b>Wyoming Seminary</b> <i>Toward the creation &amp; construction of the Allan P and Marian Sutherland Kirby Center for Creative Arts- \$1,500,000 from the RFD account plus \$6,000,000 payable between 2010 and 2014</i>	1/7/2013	\$1,050,000 00
Total for January, 2013		<hr/> \$1,050,000 00
<b><u>September, 2013</u></b>		
<b>Durham Academy, Inc.</b> <i>Toward the Evergreen Campaign, to name the F M Kirby Upper School Gymnasium and Entrance Hall-\$700,000 and for the Annual Fund-\$50,000, payable between 2011 and 2013</i>	9/13/2013	\$253,334 00
<b>The Shakespeare Theatre of New Jersey, Inc.</b> <i>Toward the purchase and renovation of a new support facility-\$250,000, like amount for like purpose pledged for 2013</i>	9/14/2013	\$250,000.00
Total for September, 2013		<hr/> \$503,334 00
<b><u>December, 2013</u></b>		
<b>Foundation for Morristown Medical Center</b> <i>Toward the new Geriatric Emergency Department-\$200,000, like amount for like purpose pledged for 2013</i>	12/13/2013	\$200,000.00
<b>St. Peter's Episcopal Church</b> <i>Toward planned preservation work on the church tower- \$42,500, like amount for like purpose pledged for 2013</i>	12/14/2013	\$42,500.00

**Wake Forest University**

12/16/2013

\$500,000.00

*Toward the Office of Personal and Career Development (OPCD) program-\$1,000,000 in 2011; to name and endow the FM Kirby Foundation Chair of Leadership Development within the OPCD-\$1,000,000 in 2011, \$500,000 in 2012, and \$500,000 pledged for 2013*

Total for December, 2013

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\$742,500 00**January, 2014****Wyoming Seminary**

1/7/2014

\$1,500,000 00

*Toward the creation & construction of the Allan P and Marian Sutherland Kirby Center for Creative Arts-\$1,500,000 from the RFD account plus \$6,000,000 payable between 2010 and 2014*

Total for January, 2014

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\$1,500,000.00**Grand Total**

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\$3,795,834.00

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 22

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
INCOME FROM PTRSHP	525990		14	129,855.	.
TOTALS				<u>129,855.</u>	

FEDERAL FOOTNOTES

PAGE 4 - PART VII-A: STATEMENTS REGARDING ACTIVITIES

QUESTION 6: "THE FOUNDATION HAS TAKEN NO ACTION TO BE EXCLUDED FROM THE APPLICABLE STATE LEGISLATION RELATING TO IRC SECTION 508(E)".

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-2944061.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					6,718,435.	
93031760.		SEE ATTACHMENT A PROPERTY TYPE: SECURITIES 108341885.				P	VAR	VAR
							-15310125.	
4,002,798.		36,700 ISHARES BARCLAYS INTERMEDIATE BON PROPERTY TYPE: SECURITIES 3,926,195.				P	VAR	04/26/2012
							76,603.	
63253550.		SEE ATTACHMENT B PROPERTY TYPE: SECURITIES 59632183.				P	VAR	VAR
							3,621,367.	
23977824.		SEE ATTACHMENT C PROPERTY TYPE: SECURITIES 21205571.				P	VAR	VAR
							2,772,253.	
TOTAL GAIN(LOSS) .....							<u>-5065528.</u>	



Macculloch Hall  
Historical Museum



Founded in 1950 by W. Parsons Todd

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Carrie Fellows  
Executive Director

Ryan Hyman  
F.M. Kirby Curator of  
Collections

Karen Hollywood  
Event Coordinator

Cynthia Winslow  
Museum Educator

April 29, 2013

S. Dillard Kirby  
Executive Director  
F.M. Kirby Foundation  
P.O. Box 151  
Morristown, NJ 07963-0151

Dear Mr. Kirby,

On behalf of the Board of Trustees, I am pleased to enclose Macculloch Hall Historical Museum's Interim Report of Grantee for 2013. Supporting material includes marketing materials and flyers for our exhibits and programs, a sample of media coverage, and our most recent newsletter.

General operating support grants from the F.M. Kirby Foundation have been essential to the Museum's ability to offer educational and cultural programming to the community, and maintain operations and staffing which support the site's remarkable collections, beautiful landscape and historically significant building.

Please contact me if I may offer any further information or insights about the Museum's operations, staff, or programs. I wish to be sure I've provided all the information the Foundation requires.

The Board joins me in thanking the Foundation for their outstanding past support.

Sincerely yours,

Carrie A. Fellows  
Executive Director

Encl.

F.M KIRBY FOUNDATION, INC.

REPORT OF GRANTEE

*Please report on status of the grant as of the end of your annual accounting period by filing this report within 60 days of the end of your annual accounting period each year until the grant is expended and/or upon final expenditure of the grant.*

Date of Report: April 24, 2013

1. Name and address of grantee organization: Macculloch Hall Historical Museum  
45 Macculloch Avenue  
Morristown, NJ 07960
2. Date and amount of grant: November 29, 2012: \$30,000 (check received Dec. 21, 2012)
3. Purpose of grant: The F.M. Kirby Foundation provides general operating support which enables Macculloch Hall Historical Museum to fulfill its mission to provide educational and public programs, exhibits and outreach, and maintain its substantial collections, facilities and grounds according to professional standards.

Areas of Progress

***Educational Program Development***

In addition to offering the educational programs developed over the past two years for grades 1-4 and Grades 5-11, during the grant period Macculloch Hall Historical Museum (MHHM) developed and expanded its current offerings and created new programs to complement current exhibits, focusing on markets (home school, Scouts, private schools and families) which do not rely on public funding for transportation and admission fees. Part-time Educator Cynthia Winslow develops programs that, once the initial research is complete, may be redesigned and repackaged to suit different age groups and audiences. This is an efficient use of her time and creativity, and has resulted in a virtual library of program materials and concepts that tie to the Macculloch/Miller family history and MHHM's current and past exhibits for various uses, from home school workshops, to scout programs, to family programs, to week-long summer programs.

The Fall 2012 Home School workshop series, *Thomas Nast: Drawing Out the Vote* explored election-season vocabulary and origins of American political icons created by Thomas Nast. Each session in the series included an art lesson with Linda Howe and highlighted the exhibit *Thomas Nast: President Maker and Campaign Breaker*. The Spring 2013 Home School workshop series, *Walking Through the Secret Garden*, features Frances Hodgson Burnett's beloved children's book. Like young George Macculloch, the heroine of the book is orphaned in India and sent to live with relatives in Britain. Home School programs serve children ages 7 to 13 years old.

Three new programs for Girl Scouts began in October 2012 and continue through June 2013. A program for Brownies, *Pen, Ink and Paintings*, uses a walk through the gardens and examines landscape paintings in the collection as inspiration for creating a landscape painting (October 2012 – June 2013). For the younger Daisies, girls visit the garden during *Louisa's Rose Garden* (April –



June) to learn about Louisa Macculloch and her rose garden, discover a 'treasure box' and create water color paintings of flowers in the garden. A third program for Junior Girl Scouts exploring fashion in the 19<sup>th</sup> century and based on Mary Macculloch wedding was been enormously popular. *Yes to the Dress, 19<sup>th</sup> Century Style* (November 2012 – March 2013). All three programs will be offered for the 2013-14 school year. Girl Scout programs are available through the Girl Scouts of Northern New Jersey's Link guide online: <https://www.gsnnj.org/Things-to-Do/Girl-Programs/Pages/default.aspx> .

On February 18, 2013 a new family program on Abraham Lincoln presented materials originally developed for the 2012-13 Home School workshops. In honor of President's Day, families traced the route of Lincoln's famous whistle-stop train trip that brought him to Washington, D.C. to take the oath of office and begin his presidency. Morning and afternoon sessions were offered; both were fully enrolled.

A new series for children, *Secrets of the Civil War*, will be offered as a week-long summer program August 12-16 from 9am to noon daily. Building on the program curriculum featuring Macculloch/Miller family members' experiences during and after the Civil War developed in conjunction with the 2011-12 exhibit, *Gone for a Soldier: Jerseymen in the Civil War*, the summer session will present history through fun activities for children ages 8 to 12 years old.

#### ***Public Programs/Community Partnerships***

The Museum's annual holiday program took place on Saturday Dec. 1 and Sunday Dec. 2 from 1pm - 4pm, as part of Holly Days, a collaboratively marketed event through the Morris County Tourism Bureau with many of the area's historic sites and cultural attractions offering specially-themed programming. MHHM was decorated for the holidays in traditional style by the Garden Club of Morristown, as has been a tradition for more than 60 years. In December and January, visitors have the opportunity to enjoy more than twenty-five of Thomas Nast's well-known original Santa and Christmas images throughout the Museum's galleries and period rooms, and a Christmas tree in the drawing room decked with handmade ornaments crafted in period-appropriate style by Assumption School fourth graders, a twenty-year tradition led by MHHM volunteer Barbara Silverstein, an art teacher at Assumption School.

Program Coordinator Karen Hollywood works months in advance to develop MHHM's public program schedule. Programs in conjunction with the *A Fine Collection: Treasures from the Vault* exhibit in the main gallery feature musical performances on the first Sunday of the month, and speaker presentations on the third Sunday of the month from November 2012 through June, 2013 (except January 2013). Music programs to date have included the Harmonium Outreach Chorus, the Moonlight Duo and the Dolce Trio. Speakers have included Ken Miller, on the *Silver Industry in Early America*; Bill Styple, on artist James E. Kelly's Civil War bronze sculptures; and DeWitt Mallary, on *Collecting Oriental Rugs in America*. Programs continue through June.

In 2013, the summer program series in the gardens emphasizes musical performances, which have been very well attended over the past two years by people of all ages. Programs are scheduled for Sundays in July following regular museum hours maximize volunteer and staff time and attract new audiences to visit the Museum and gardens. This year's series will feature Collin J. Rocker (country blues), Hub Hollow (Americana/bluegrass), and Gary Reed (American classics rooted in the 60s and 70s), as well as a return of the tremendously popular Japanese Drums and Ikebana Art,

with Kenny Chin on Taiko drums and Anna Nakada highlighting MHHM's historic wisteria. On August 25, the *Poets in the Garden* program returns with Ellen Doré Watson reading from her work. The ever-popular *Lunch with the Librarian* series for young children and their caregivers will take place on Wednesdays at noon (no charge) in the garden during August and September in collaboration with the Morristown & Morris Township Library.

Figures reflect calendar year	YTD 2013	2012	2011	2010	2009
Total number of all visitors to the site	755	3885	2951	2910	3021
Attendance at sponsored programs, on and offsite	595	1011	576	400	n/a
Total number of unique website visits	2673	15503	11849	8250	1830
Children served, aged preschool to grade 12	475	2333	567	1185	943
Total served	807	5124	3231	3310	3021

**Detail: Site Visitation/Program Attendance: Calendar year, comparisons w/prior year**

	Adult	Sr.	Stu.	6-12	<6	<12	Mbr	Comp	Sch Grps	Prog.	Adult Group	Total
2012	1285	743	156	157	297	*	104	554	797	1011	173	5124
2011	805	725	74	*	*	125	102	299	288	576	237	3231

(\*note that prior to 2012, children under 12 years old were admitted free and tracked differently)

***Collections/Curatorial/Exhibits***

The five-year exhibit schedule developed by staff and the Exhibits Committee Chair, Jane Odenweller, and accepted by the Exhibits Committee in 2012, continues to serve as a guideline and planning tool for installations through 2016. The schedule has greatly assisted in keeping exhibit planning on track to better utilize staff time and plan complementary public and educational programming. The schedule is also a useful tool for planning development activities, such as in-house special and fundraising events, which can be affected by exhibit contents and/or layouts, opening and closing dates, etc. Previously uncataloged collections objects continue to be entered into the collections database by a trained volunteer under the supervision of Curator Ryan Hyman.

In the Nast Gallery, *Thomas Nast: President Maker and Campaign Breaker* opened in July 2012 and will remain on view through July 21, 2013. As a political cartoonist, Thomas Nast was an active commentator on politicians and political activities and it may be argued that his work shaped public opinion throughout his career. The exhibit illustrates six Presidential campaigns over a twenty year period, from 1864 – 1884.

Following the holiday exhibit in the Upstairs Gallery (November 2012 – January 2013), *American Heroes in Bronze: The Artwork of James E. Kelly* opened on March 10, 2013. Bronze sculptures from the Museum's collection are augmented by those from a private collector and continue to provide content tied to the 150<sup>th</sup> anniversary of the Civil War, which has proven to be so popular with visitors. Kelley interviewed numerous Union generals after the Civil War in his New York

studio, presenting a unique and unusually historically accurate perspective of famous figures and events through bas reliefs, busts, engravings, and sculptures. The exhibit will close Oct. 31, 2013.

The next exhibition planned for the main gallery and scheduled to open in October, 2013 will be *Controversy: Morristown* (working title), inspired by an Ohio Historical Society exhibit of similar name (with permission). This exhibition will depart from the Museum's traditional format and layout, and will explore a limited number of featured objects with limited interpretation in the cases. The exhibit will feature relics from the Antoine LeBlanc murder trial held in Morristown in 1833, as well as other historic and controversial objects tied to Morristown's and Morris County's past. Additional curatorial information will be provided in a central gathering place in the exhibit, so that visitors may learn more about objects in the exhibit, and discuss, comment on, and provide feedback about what they see in an experiential and interactive way.

#### ***Development/Fundraising/Membership***

The Development Committee's major effort for 2012 was a House Tour. Homes included the Museum, several homes in the surrounding historic neighborhood, and a contemporary penthouse condominium overlooking the Morristown Green. The fundraising event received widespread publicity and was sponsored by J&S Designer Flooring, the Morris County Tourism Bureau and 40 Park & the Shops on the Green. More than 340 people attended the ticketed event on Sunday, October 14 and raised \$19,000 through sponsorships, ticket and ad book sales to support MHHM.

Chaired by Trustee Carol Bere, the Development Committee also secured a project grant from the New Jersey Historical Commission, a Division of the Department of State, for strategic planning facilitator Carol McKinney to work with the board and staff to plan for MHHM's future. Funding for the Diderot String Quartet (May 5, 2013) performance has been made possible in part by funds from Morris Arts through the New Jersey State Council on the Arts/Department of State, a Partner Agency of the National Endowment of the Arts. The Committee actively seeks additional sources funding for general operating and special project support. Museum Trustees chair fundraisers, lead sales campaigns for special event program advertising, and approach special event underwriters on MHHM's behalf. The Museum shop is managed by staff and volunteers, and continues to develop an inventory of proprietary and complementary merchandise which reflects our collections and exhibits.

The Annual Giving campaign began in January and concluded in March, 2013 with unrestricted gifts and corporate matches of \$18,000. A new fundraising event concept is under development by the Committee to take place in September, 2013 at the Kellogg Club, featuring world-class concert pianist Sebastian Forster. Membership opportunities are marketed through direct mail renewals to current members, through our electronic mailing list to several hundred individuals monthly, via our Facebook page, [www.maccullochhall.org](http://www.maccullochhall.org) and by front desk volunteers and touring docents.

#### ***Media/Marketing***

MHHM staff participated in a project committee to develop marketing materials for the new Bring A Guest program (May 19, 2013), a Buy One, Get One Free event sponsored by the Morris County Alliance for Tourism (MCAT). MCAT, a group of Morris County attractions, was formed to establish partnerships and cooperatively promote events through the Morris County Tourism Bureau. This program offers visitors a chance to visit multiple Morris County sites in one weekend or spread their visits throughout the year. One may bring a friend, a family member, or

colleague to participating sites for a discount on the weekend of May 18 and 19, 2013 and receive a punch card for discounted admission throughout the year at participating sites.

Staff and volunteers actively promote the Museum and its programs through electronic calendars, print publications, email, and other media. Staff work with a professional graphic designer to create standard publicity pieces, exhibit and program marketing materials for a unified "brand." A goal for the future, after or as part of a strategic planning process, is to find a consultant to help us begin work on rebranding the Museum and update its image for the future.

### ***Gardens/Infrastructure***

The Museum's historic gardens provide an attractive venue for programs and fundraising events. Continued maintenance is a necessity, yet costs continue to increase; the gardens have for many years been the second highest operating expense after salaries. Sterling Horticultural Services of Chester, NJ provided significant additional materials and labor as a donation to their contracted services in 2012, which allowed MHHM to address several longtime problem areas, including the removal of poison ivy and some old brush piles at the rear of the property.

The Museum enjoys a historic and mutually beneficial relationship with the Garden Club of Morristown, whose members assist with the annual spring garden cleanup - with their donated labor leveraging the paid labor of Sterling groundskeepers on the designated day - decorating the period room settings for the winter holidays, and occasional special projects.

As a result of repeated reports by neighbors and the police of illicit activity occurring in the gardens when the Museum was closed, both during daylight hours and at night, MHHM made the difficult decision in January 2013 to close the gardens to the public except during regular Museum hours (Wednesday, Thursday and Sunday afternoons from 1-4pm). The gardens are closed and secured at all other times. Executive Director Carrie Fellows and Board President, James A. (Jock) Clark met with concerned neighbors, then worked closely with Morristown Police Chief Peter Demnitz to determine these improved security measures. Since instituting the new policy and installing new signs on the garden gates, illicit activity has virtually ceased.

Exploratory work was planned to occur in November 2012 to open a portion of the exterior wall around a first floor window (in a nonpublic area) as a sample to help determine the scope of work for future structural repairs, but Superstorm Sandy intervened, postponing work indefinitely. The Strategic Planning Committee is now considering the potential costs of repointing the building, rebuilding the window frames, any structural repairs (if needed) and the opportunities for infrastructure improvement that significant preservation work may provide (accessibility, physical plant, etc.), as part of the larger strategic planning process. Other impacts of the storm were insignificant; MHHM suffered no damage other than losing electricity to half the building (it is served by two different transformers) for five days, during which it remained closed to the public for safety reasons.

In August, two of the main air-conditioning systems were finally replaced after having failed in September, 2011. The planned rear porch deck maintenance, scheduled for July 2012 and including some brick replacement and repointing, was deferred until it can be combined with additional masonry work as described above.

4. Since the grant was awarded, Macculloch Hall has spent \$3,000 each month from the F.M. Kirby Foundation for general operating support; the monthly amount of grant funds expended was calculated from January 2013 through October 2013.
5. Have you diverted any portion of the funds (or income therefrom) from the purpose of the grant? No
6. Amount of grant still unexpended: \$18,000.00
7. Where is the amount unexpended being kept? Peapack-Gladstone Bank, 33 South St., Morristown, NJ 07960-5336
8. By what date do you expect to complete the expenditure of this grant?  
October 31, 2013
9. Have there been any changes in the nature of your Federal tax exemption or your activities since this grant was applied for? (If so, please attach statement in detail.) No

**Name of reporting organization:** Macculloch Hall Historical Museum

Type or print signer's name: Carric A. Fellows

Official capacity of signer: Executive Director

Date: 4/29/2013



*Macculloch Hall  
Historical Museum*



Founded in 1950 by W Parsons Todd

**Board of Trustees**

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Timothy S. Ryan  
Ann Verdesca

Carrie Fellows  
Executive Director

Ryan Hyman  
F.M. Kirby Curator of  
Collections

Karen Hollywood  
Event Coordinator

Cynthia Winslow  
Museum Educator

March 29, 2012

S. Dillard Kirby  
Executive Director  
F.M. Kirby Foundation  
P.O. Box 151  
Morristown, NJ 07963-0151

Dear Mr. Kirby,

On behalf of the Board of Trustees, I am pleased to enclose Macculloch Hall Historical Museum's Interim Report of Grantee for 2012. Supporting material includes publicity and information about our exhibits and programs, recent newsletters, and examples of some of some of our new marketing materials.

I also enclose a copy of our FY2011 Financial Statements, which I received yesterday from our accountants.

General operating support grants from the F.M. Kirby Foundation have been essential to the Museum's ability to offer educational and cultural programming to the community, and maintain operations and staffing which support the site's remarkable collections, beautiful landscape and historically significant building.

Please contact me if I may offer any further information or insights about the Museum's operations, staff, or programs. I wish to be sure I've provided all the information the Foundation requires.

The Board joins me in thanking the Foundation for their outstanding past support.

Sincerely yours,

Carrie A. Fellows  
Executive Director

Encl.

F.M KIRBY FOUNDATION, INC.

REPORT OF GRANTEE

*Please report on status of the grant as of the end of your annual accounting period by filing this report within 60 days of the end of your annual accounting period each year until the grant is expended and/or upon final expenditure of the grant.*

Date of Report: March 26, 2012

1. Name and address of grantee organization: Macculloch Hall Historical Museum  
45 Macculloch Avenue  
Morristown, NJ 07960
2. Date and amount of grant: December 2, 2011: \$25,000
3. Purpose of grant: The F.M. Kirby Foundation provides general operating support which enables Macculloch Hall Historical Museum to fulfill its mission to provide educational and public programs, exhibits and outreach, and maintain its substantial collections, facilities and grounds according to professional standards.

Areas of Progress

***Educational Program Development***

The Museum staff and Education Committee of the Board of Trustees sponsored an open house for teachers on November 29, 2011. Fifteen area teachers attended and met the new Educator, Cynthia Winslow. Teachers had the opportunity to tour the historic house and visit the exhibition galleries, and see the Museum's classroom space. Several have booked programs since their visit.

Ms. Winslow provided a hands-on learning opportunity at the Christmas Festival on the Morristown Green during Holly Days. On December 11, she worked with more than 80 children (and their parents) to highlight the importance of drums as signal instruments during the Civil War; children made and decorated small wooden drums with symbols important to them to take home. In keeping with the Museum's December theme of a "Civil War Christmas" families also had the opportunity to make greeting cards from copies of Thomas Nast's Civil War holiday images.

In addition to several new school programs developed for the 2011-2012 which are available onsite and as outreach programs in the classroom, Macculloch Hall Historical Museum created a five-part Home School workshop series on related to its current exhibit *Gone for a Soldier: Jersey men in the Civil War*. Ms. Winslow selected topics based on input from area home school families, including: Remembering Abraham Lincoln, Rural South and Industrial North, Soldier and Camp Life, 1860s Life in a Northern Home, and Civil War Forts and Sieges. The first workshop took place on February 28; the final workshop for the season will be on June 26. Each workshop day includes two sessions with space for 16 students each. The concept is tremendously successful and every session (past and upcoming) has sold out.

Following an onsite school experience or a staff-led outreach program, instructors receive an evaluation form in print or electronic format, according to preference. The completed evaluations have shown participants to be enthusiastic about the programs; the Museum anticipates they will yield valuable information about ways in which to improve and streamline school programs for future visitors.

#### ***Public Programs/Community Partnerships***

Holly Days returned the first weekend of December as a collaboratively marketed event through the Morris County Tourism Bureau with many of the area's historic sites and cultural attractions offering specially-themed programming. The Garden Club of Morristown partnered with the Museum to create traditional holiday decorations with a "Civil War Christmas" theme based on period illustrations. More than twenty-five of Thomas Nast's well-known original Santa and Christmas images were on exhibit throughout the Museum's galleries and period rooms. This favorite community program took place on Saturday and Sunday, December 3 and 4 from 12 noon - 5 pm.

The Museum's program schedule increased substantially for FY 2011-2012. Tying into the primary exhibit, programs have included near-weekly Sunday book signings by regional authors of works on Civil War topics; a first-person program featuring Bob Costello as Abraham Lincoln on Lincoln's birthday; while Civil War reenactors continue to provide monthly living history programs in the garden March through June. A monthly lecture series, held nearby at the Cincinnati Masonic Lodge from February through June, 2012, features well known Civil War historians and authors such as Dr. James McPherson, Joseph Bilby, John Zinn, Bernard Olsen and Dr. David Martin; Museum hours are extended on lecture days. The venue, just a block away, provides a larger seating area than the Museum can offer, wheelchair accessibility, and ample off-street parking.

Annual programs scheduled for the summer of 2012 include Shakespeare in the Garden performed by the Next Stage Ensemble of the Shakespeare Theatre of New Jersey, and the *Lunch with the Librarian* series, presented each Wednesday in the garden during August and September in collaboration with the Morristown & Morris Township Library. Based on high attendance for and positive feedback about its very successful outdoor programs in 2011, the Museum will bring back local bluegrass band Hub Hollow in July, and a program of Japanese Drums and Ikebana Art in August. Two new acts will perform in August: guitarist Gary Reed performs on Aug. 12, and on Aug. 26 the Libby Prison Minstrels will perform, playing musical selections popular in the Civil War on instruments historically appropriate to the 1860s. *Poets in the Garden*, a member favorite, brings prominent local and regional poets to read and discuss their work on September 19. Special summer programs in the garden take place during or immediately after Sunday open hours (1-4pm) to maximize volunteer and staff time. Music and cultural programs in the Museum's intimate garden setting bring in new audiences to enjoy not only the grounds, but to tour the period rooms and view the exhibitions.

#### ***Collections/Curatorial***

Throughout the summer and fall of 2011, collections storage areas underwent systematic review and reorganization to maximize limited space in the basement and attic. A volunteer registrar working under Curator Ryan Hyman has completed the pre-2011 backlog of objects waiting to be cataloged, and continues to enter into the database a group of 800 *Harper's Weekly* Thomas Nast



engravings donated by a private collector in 2011. Under staff supervision, interns began to catalog and photograph collections of archaeological and architectural material unearthed on site during 1950s restoration work. Rediscovered in an unmarked box during the storage reorganization, interns began preliminary registration of these materials during the summer of 2011 and continued during the winter holidays.

### ***Exhibits***

A major exhibition, "*Gone for a Soldier: Jerseymen in the Civil War*," opened on November 6, 2011. The exhibit brings together more than 200 objects from nearly thirty museums, historical societies and private collections and features objects from New Jersey's involvement in the Civil War, many of which have never before been exhibited together. The exhibition was produced in collaboration with the New Jersey Civil War Sesquicentennial Committee (NJCW150) and will be on display through July 1, 2012. The NJCW150 is recognized by the State of New Jersey Assembly and Senate. The exhibit has proved to have a broad appeal to collectors, Civil War enthusiasts, and the general public. A full-color, 140-page catalog complements the exhibition and is available for sale in the museum shop and online through [www.maccullochhall.org](http://www.maccullochhall.org). The exhibit and the themed programming it inspired have not only created increased awareness of the Museum and its collection, but is a significant and lasting contribution to New Jersey's heritage through the catalog's publication.

*Coming of Age: Early American Silversmiths: Masters, Apprentices, Trade Partners and Taste* opened in February 2011 in the Upstairs Gallery and remained on display through October, 2011. Following that exhibit, during December 2011 and January 2012, the Upstairs Gallery featured *Here Comes Santa Claus*, an exhibit of rare Christmas toys and decorations on loan from private collectors along with the Museum's own Thomas Nast holiday gems. This charming exhibit included several large belsnickels or Santa figures, many with drums, which highlighted the Museum's Civil War Christmas theme. This popular yearly exhibit of vintage and antique holiday toys and Thomas Nast Santas continues to attract visitors at a traditionally challenging time of year for museums.

A new exhibit in the Upstairs Gallery, *The Other Side of War: The Civil War on the Home Front* (April 1, 2012 through November 2012) develops the Civil War theme further. More specifically, this exhibit explores the war effort at home and the importance of the U.S. Sanitary Commission through letters between local soldiers and their families, period images and poetry, and Lincoln memorabilia.

### ***Development/Fundraising/Membership***

Macculloch Hall Historical Museum is owned by the W. Parsons Todd Foundation, and the Museum is a non-profit 501 (C) 3 that operates the historic site on the Todd Foundation's behalf. Staff and Trustees consistently work to broaden the Museum's base of foundation, individual, and corporate donors so that it may continue to serve the Morris area effectively.

The Development Committee continues to seek grant programs that will provide additional program or special project support. Museum Trustees are active in chairing fundraisers, contributing to auctions, approaching event underwriters and individual donors. The Museum shop is managed and run through the combined efforts of volunteers and staff, and has recently been revitalized to include more merchandise which is aligned with our collections and exhibits.

The Annual Giving campaign began in December, 2011 and continues through March, 2012. A special preview reception, which raised funds to offset costs for the *Gone for a Soldier* exhibition, was held on November 5, 2011. Current Trustees Carol Bere, Alice Cutler, Trish Grushkin, and former Trustee Roz Fischell are leading the Museum's fall fundraising event, *A Walk through Two Centuries of Architectural History*, which will include self-guided tours of several private homes in different architectural styles near Macculloch Hall in Morristown's Historic District. Donations to the Museum can be made and tickets for fundraisers may be purchased through PayPal on the Museum's website.

The Museum's membership remains steady at nearly 300 dues-paying members; memberships may be renewed or purchased through the Museum's website. During the annual spring Membership drive, membership invitations are extended to individuals who have supported fundraisers or attended events and programs in the past, but who have not yet become members.

### ***Media/Marketing***

The Museum's media contact, Karen Hollywood, supervises media releases and public relations and works closely with the Museum's partners to ensure consistency and accuracy in all public relations materials. Continuing its successful efforts from 2010-11, staff have worked to increase the number of media postings of Museum events and programs and have increased media coverage of Museum activities; this has improved Macculloch Hall Historical Museum's visibility as a resource for educational and cultural events and programs. The New York Times Arts & Antiques section featured "*Gone for a Soldier: Jerseymen in the Civil War*" in their November 4, 2011 issue, and Cablevision's *News 12 New Jersey* also featured a 3-minute video segment on the exhibit with morning anchor Kurt Siegelin. As in the previous year, the Museum's 2011-12 calendar of events and programs was developed thematically, to make the best use of the Museum's resources.

With a limited budget for publicity and marketing, the Museum understands the power of marketing through low- or no-cost electronic methods and social media. The Museum's website, Facebook page, and Constant Contact (a graphic email program), are valuable tools which allow the Museum to communicate with its members and constituents about upcoming events and programs. The Museum continues to work with cultural partners to market cooperatively with the Morris County Tourism Bureau through the Morris County Alliance for Tourism, and actively promote the Museum through electronic calendars, print publications, email, and other media. The decision in 2011 to work with a professional graphic designer to update standard publicity pieces, exhibit marketing material, and to put the logo into an adaptable digital format has vastly improved the overall quality and branding of the Museum's marketing materials—print and digital—and allowed for easier distribution of those materials to potential visitors throughout the greater metropolitan New York area.

### ***Infrastructure/Gardens***

Several deferred maintenance issues continue to carry over on the Museum's list of historic preservation concerns. In September 2011, two of the main air-conditioning systems failed and are scheduled to be replaced this spring. Many of the historic windows require fussy repairs, and up-close inspection in 2011 revealed that water has begun to penetrate the building envelope. This will be investigated further in July 2012 after the loaned objects from the Civil War exhibit are

returned (object-loan-related insurance requirements prohibit construction during the loan period). Also in July, before the summer program season begins, the rear brick porch deck will undergo routine maintenance, including some brick replacement and repointing. The Trustees and staff continue to handle these concerns with the advice of historic preservation colleagues as they occur, and are addressing those that are most critical within the annual maintenance budget.

The Museum's historic gardens, a well-known community resource, continue to bring in numerous visitors during the day, and provide an attractive venue for programs and fundraising events. Continued maintenance is a necessity, yet costs continue to increase; the gardens have for many years been the second highest operating expense after salaries. To assist staff and free them to handle other responsibilities, the Trustees on the Museum's Garden Committee interviewed and vetted potential garden/landscape maintenance providers for the 2012 season; Trustees will also recruit, train and supervise new garden volunteers in an effort to reduce costs. The museum enjoys a longtime relationship with the Garden Club of Morristown, whose members help with the annual spring garden cleanup, decorating the period room settings for the winter holidays, and occasional special projects.

VISITATION	YTD Mar. 27, 2012	Jan. – Dec. 2011	Jan. – Dec. 2010	Jan. – Dec. 2009
Visitors to Macculloch Hall Historical Museum	897	3231	3310 (corrected)	3021
Attendance at sponsored programs held off-site	233	392	400	n/a
Website visitors	4008 (10,812 pageviews)	11,849 (31,965 pageviews)	8250 (25,899 pageviews)	1830 (6748 pageviews)
Children served aged preschool to grade 12	126	620	1185	943

4. Since the grant was awarded, Macculloch Hall has spent \$2,500 each month from the F.M. Kirby Foundation for general operating support; the monthly amount of grant funds expended was calculated from January 2012 through October 2012.
5. Have you diverted any portion of the funds (or income therefrom) from the purpose of the grant? No
6. Amount of grant still unexpended: \$15,000.00
7. Where is the amount unexpended being kept? Peapack-Gladstone Bank, 33 South St., Morristown, NJ 07960-5336
8. By what date do you expect to complete the expenditure of this grant?  
October 31, 2012
9. Have there been any changes in the nature of your Federal tax exemption or your activities since this grant was applied for? (If so, please attach statement in detail.) No

\_\_\_\_\_ X \_\_\_\_\_ No change \_\_\_\_\_ see attached

Name of reporting organization: Macculloch Hall Historical Museum

Signed by: Carrie A. Fellows

Type or print signer's name: Carrie A. Fellows

Official capacity of signer: Executive Director

Date: Mar. 21, 2012



*Macculloch Hall  
Historical Museum*



Founded in 1950 by W. Parsons Todd

**Board of Trustees**

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F.M. Kirby Curator of  
Collections

Karen Hollywood  
Event Coordinator

Cynthia Winslow  
Museum Educator

October 17, 2012

S. Dillard Kirby  
Executive Director  
F.M. Kirby Foundation  
P.O. Box 151  
Morristown, NJ 07963-0151

Dear Mr. Kirby,

On behalf of the Board of Trustees, I am pleased to enclose Macculloch Hall Historical Museum's Final Report of Grantee for 2012. Supporting material includes publicity and information about our exhibits and programs, recent newsletters, and examples of some of some of our marketing materials.

Our accountants, Nisivoccia & Co., have completed their fieldwork for FYE 2012 and we expect to have draft financial statements in hand by the end of November. We will forward to your office the statements following review and approval by our Finance Committee.

General operating support grants from the F.M. Kirby Foundation have been essential to the Museum's ability to offer educational and cultural programming to the community, and maintain operations and staffing which support the site's remarkable collections, beautiful landscape and historically significant building.

Please contact me if I may offer any further information or insights about the Museum's operations, staff, or programs. I wish to be sure I've provided all the information the Foundation requires.

The Board joins me in thanking the Foundation for their outstanding past support.

Sincerely yours,

Carrie A. Fellows  
Executive Director

Encl.

F.M KIRBY FOUNDATION, INC.

REPORT OF GRANTEE

*Please report on status of the grant as of the end of your annual accounting period by filing this report within 60 days of the end of your annual accounting period each year until the grant is expended and/or upon final expenditure of the grant.*

Date of Report: October 11, 2012

1. Name and address of grantee organization: Macculloch Hall Historical Museum  
45 Macculloch Avenue  
Morristown, NJ 07960
2. Date and amount of grant: December 2, 2011: \$25,000
3. Purpose of grant: The F.M. Kirby Foundation provides general operating support which enables Macculloch Hall Historical Museum to fulfill its mission to provide educational and public programs, exhibits and outreach, and maintain its substantial collections, facilities and grounds according to professional standards.

Areas of Progress since April 2012

***Educational Program Development***

The Museum's educational programs, developed by Museum Educator Cynthia Winslow included a five-part Home School workshop series related to the exhibit *Gone for a Soldier: Jersey men in the Civil War*, which was on view through July 1, 2012. Ms. Winslow selected topics based on input from area home school families, including: Remembering Abraham Lincoln, Rural South and Industrial North, Soldier and Camp Life, 1860s Life in a Northern Home, and Civil War Forts and Sieges. The first workshop took place on February 28; and the final workshop for the season was held June 26. Each sold-out workshop day included two sessions with space for 16 students at each workshop. The concept was tremendously successful within the home school community. The 2012-13 Fall series, *Thomas Nast: Drawing Out the Vote*, is already enjoying popular response. The Spring 2013 workshop series, *Walking Through the Secret Garden*, features Frances Hodgson Burnett's beloved children's book.

Following an onsite school experience or a staff-led outreach program, instructors receive an evaluation form in print or electronic format, according to preference. The completed evaluations have shown participants to be enthusiastic about the programs. Evaluations yield valuable information, in general, about potential ways in which to improve and streamline school programs, as well as insights into the program topics that educators would like to see offered.

***Public Programs/Community Partnerships***

The Museum's program schedule increased substantially for FY 2011-2012. Tying into the primary exhibit, programs included near-weekly Sunday book signings by regional authors of works on Civil War topics; and Civil War reenactors provided monthly living history programs in the garden through June. A monthly lecture series, held nearby at the Cincinnati Masonic Lodge from February through June 2012, featured well known Civil War historians and authors such as

Dr. James McPherson, Joseph Bilby, John Zinn, Bernard Olsen and Dr. David Martin; Museum hours were extended on lecture days. The venue, just a block away, provided a larger seating area than the Museum can offer, wheelchair accessibility, and ample off-street parking.

Summer programs in 2012 included Shakespeare in the Garden performed by the Next Stage Ensemble of the Shakespeare Theatre of New Jersey, and the *Lunch with the Librarian* series, presented each Wednesday in the garden during August and September in collaboration with the Morristown & Morris Township Library. Based on high attendance and positive feedback about its very successful outdoor programs in 2011, the Museum reprised a program of Japanese Drums (Taiko) and Ikebana Art – focusing on the little known fact that Taiko drumsticks are made of wisteria wood, and providing an opportunity to highlight the Museum's historic wisteria vines. Two new acts performed this summer: guitarist Gary Reed performed on Aug. 12 in a double bill with popular local bluegrass band Hub Hollow (rescheduled from a rain date in July). On Aug. 26, the Libby Prison Minstrels performed, playing musical selections popular during the Civil War on instruments historically appropriate to the 1860s. *Poets in the Garden*, a member favorite, featured poet James Richardson, winner of the 2011 Jackson Poetry Prize and a 2010 National Book Award finalist who read and discussed his work on September 19. Special summer programs in the garden were scheduled at 4pm, after Sunday open hours (1-4pm) to maximize volunteer and staff time. Music and cultural programs in the Museum's intimate garden setting bring in new audiences to enjoy not only the grounds, but to tour the period rooms and view the exhibitions.

### ***Collections/Curatorial***

A volunteer registrar working under Curator Ryan Hyman continues to enter into the database a group of 800 *Harper's Weekly* Thomas Nast engravings donated by a private collector in 2011. Under staff supervision, interns completed cataloging and photographing collections of archaeological and architectural material unearthed on site during restoration work in the 1950s. These two boxes of material were rediscovered in an attic room in 2011 during reorganization of collections storage.

### ***Exhibits***

The Museum's major exhibition during 2011-12, "*Gone for a Soldier: Jerseymen in the Civil War*," closed on July 1, 2012. The exhibit brought together more than 200 objects from nearly thirty museums, historical societies, and private collections and featured objects from New Jersey's participation in the Civil War, many of which had never been exhibited together previously. The exhibition was produced in collaboration with the New Jersey Civil War Sesquicentennial Committee (NJCW150), which is a nonprofit organization recognized by the State of New Jersey Assembly and Senate. The exhibit had a broad appeal to collectors, Civil War enthusiasts, and the general public. A full-color, 140-page catalog complemented the exhibition, and is still available for sale in the Museum shop and online through [www.maccullochhall.org](http://www.maccullochhall.org). The exhibit and the themed programming it inspired created increased awareness of the Museum and its collection, and is a significant and lasting contribution to New Jersey's heritage through the catalog's publication.

*A Fine Collection: Treasures from the Vault* followed *Gone for a Soldier* in the main gallery, opening in September. This exhibition includes vivid example of the Museum's Oriental rug collection complemented by textbook examples of fine porcelain, silver, glass and furniture collected by Museum founder, W. Parsons Todd. It is on view through June 30, 2013.

The Upstairs Gallery exhibit, *The Other Side of War: The Civil War on the Home Front* (April 1, 2012 through November 11, 2012) presents the Civil War from the perspective of nonmilitary and domestic participants. More specifically, this exhibit explores the war effort at home and the importance of the U.S. Sanitary Commission through letters between local soldiers and their families, period images and poetry, and Lincoln memorabilia.

In the Nast Gallery, *Thomas Nast: President Maker and Campaign Breaker* opened in July. The exhibition is topical for this year's Presidential campaign and election, and explores the political cartoonist's influence on elections in the late 19<sup>th</sup> century. The exhibit will remain on view through the Spring of 2013.

### ***Development/Fundraising/Membership***

Macculloch Hall Historical Museum is owned by the W. Parsons Todd Foundation, and the Museum is a non-profit 501 (C) 3 that operates the historic site on the Todd Foundation's behalf. Staff and Trustees consistently work to broaden the Museum's base of foundation, individual, and corporate donors so that it can continue to serve the Morris area effectively.

The Development Committee continues to seek grant funding that will provide additional program or special project support. Museum Trustees are active in chairing fundraisers, contributing to auctions, approaching event underwriters, and individual donors. The Museum shop is managed and run through the combined efforts of volunteers and staff, and has recently been reconfigured to include merchandise which aligns more closely with our collections and exhibits.

The Museum's major fundraiser for 2012, Morristown's Historic District House Tour, was held on October 14, 2012. This successful event, which attracted over 340 participants, included self-guided tours of seven private homes, and the Museum in Morristown's Historic District. The homes included on the tour featured several different architectural styles, and dated from 1810 to 2010. All are within walking distance of the Museum. Included on the tour was a penthouse at 40 Park Place, and notable homes on Miller Road and Farragut Place. A lead sponsor (J & S Designer Flooring) and two additional sponsors (Morris County Tourism Bureau and 40 Park and the Shops on the Green) were secured through Trustee contacts, and helped to offset publicity and printing costs. Tickets were sold via the Museum's website, during Museum open hours, and through area businesses (Morris County Tourism Bureau, J & S Designer Flooring, Lauren B).

The Museum's membership remains steady at nearly 300 dues-paying members. Memberships can be renewed or purchased through the Museum's website or through direct mail, which is sent annually in May. During the annual spring Membership drive, membership invitations are extended to individuals who have supported fundraisers or attended events and programs in the past, but who have not yet become members. Donations to the Museum can be made and tickets for fundraisers may be purchased through PayPal on the Museum's website.

### ***Media/Marketing***

The Museum's media contact, Karen Hollywood, supervises media releases and public relations and works closely with the Museum's partners to ensure consistency and accuracy in all public relations materials. Interns and volunteers, working under staff supervision, have helped the Museum to increase the number of media postings of Museum events and programs and achieve



increased media coverage of Museum activities. The Museum is regularly featured in several of the small weekly newspapers, which continues to improve Macculloch Hall Historical Museum's visibility as a resource for educational and cultural events and programs. The *New York Times* Metropolitan section featured our Japanese Drums (Taiko) and Ikebana Art program with a large color image on Sunday, August 12, 2012. As in the previous year, the Museum's 2011-12 calendar of events and programs was developed thematically, to make the best use of the Museum's resources.

With a limited budget for publicity and marketing, the Museum understands the power of marketing through low- or no-cost electronic methods and social media. The Museum's website, Facebook page, and Constant Contact (a graphic email program), are valuable tools which allow the Museum to communicate with its members and constituents about upcoming events and programs. The Museum continues to work with cultural partners, marketing cooperatively with the Morris County Tourism Bureau through the Morris County Alliance for Tourism, and actively promoting the Museum through electronic calendars, print publications, email, and other media. The staff continues to work with a professional graphic designer to create standard publicity pieces such as brochures, rack cards, flyers, special event signs, and banners. Professional design has vastly improved the overall quality and branding of the Museum's marketing materials—print and digital—and allowed for easier distribution of those materials to potential visitors throughout the greater metropolitan New York area.

### ***Infrastructure/Gardens***

In early August, the main air-conditioning systems which failed in September 2011 and cool the period rooms, were finally replaced. Several deferred maintenance issues continue to carry over on the Museum's list of historic preservation concerns. Foley, Inc. generously supplied a huge hydraulic lift so Trustee and historic preservation specialist Tim Ryan could make temporary repairs (which will last up to five years) on the Museum's south/west facing windows. Mr. Ryan installed painted aluminum flashing to keep rainwater from penetrating the building envelope around the deteriorated window frames. Up-close inspection on the lift revealed that most of the historic windows require fussy repairs and that the entire building should have the c. 1950s, hard Portland cement removed from between the hand-formed clay bricks, which should be repointed with soft lime mortar so the bricks will stop flaking and spalling. The damage is caused by the difference in porosity between the hard Portland and the soft clay brick, which disintegrates when it absorbs water and cannot expand against the hard cement. The rear brick porch deck was scheduled to undergo routine maintenance, including some brick replacement and repointing, but this was postponed again when the extent of the work to stabilize the windows was discovered. Additional exploratory work is planned for early November 2012, to determine whether any structural damage has occurred within the walls. The Trustees and staff continue to handle these concerns with the advice of historic preservation colleagues as they occur, addressing those that are most critical in the short term, and planning for major capital preservation projects in the long term.

The Museum's historic gardens, a well-known community resource, continue to bring in numerous visitors during the day, and provide an attractive venue for programs and fundraising events. Continued maintenance is a necessity, yet costs continue to increase. For many years, the gardens have been the second highest operating expense after salaries. The contractor for the 2012 season, Sterling Horticulture, has addressed several longstanding garden problems, including the removal of ten years of accumulated

brush at the rear of the property, undertook major pruning in the south side yard, and spraying to control poison ivy, and more. The Museum enjoys a longtime relationship with the Garden Club of Morristown, whose members help with the annual spring garden cleanup, decorating the period room settings for the winter holidays, and occasional special projects.

VISITATION	YTD Oct. 11, 2012	Jan. – Dec. 2011	Jan. – Dec. 2010	Jan. – Dec. 2009
Visitors to Macculloch Hall Historical Museum	3977	3231	3310 (corrected)	3021
Attendance at sponsored programs held off-site	233	392	400	n/a
Website visitors	9461 (33,609 pageviews)	11,849 (31,965 pageviews)	8250 (25,899 pageviews)	1830 (6748 pageviews)
Children served aged preschool to grade 12	944	620	1185	943

4. Since the grant was awarded, Macculloch Hall has spent \$2,500 each month from the F.M. Kirby Foundation for general operating support; the monthly amount of grant funds expended was calculated from January 2012 through October 2012.
5. Have you diverted any portion of the funds (or income therefrom) from the purpose of the grant? No
6. Amount of grant still unexpended: \$0
7. Where is the amount unexpended being kept?
8. By what date do you expect to complete the expenditure of this grant?  
October 31, 2012
9. Have there been any changes in the nature of your Federal tax exemption or your activities since this grant was applied for? (If so, please attach statement in detail.) No

          X           No change    see attached

Name of reporting organization: Macculloch Hall Historical Museum

Signed by: Carrie A. Fellows

Type or print signer's name: Carrie A. Fellows

Official capacity of signer: Executive Director

Date: 10/25/2012