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CULLEN/FROST BANKERS, INC.

Form 13F-HR

April 15, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 13F

FORM 13F COVER PAGE

REPORT FOR THE CALENDAR YEAR OR QUARTER ENDED: 3/31/13

CHECK HERE IF AMENDMENT ; AMENDMENT NUMBER:

THIS AMENDMENT (CHECK ONLY ONE.): IS A RESTATEMENT.
 ADDS NEW HOLDINGS ENTRIES

INSTITUTIONAL INVESTMENT MANAGER FILING THIS REPORT:

NAME: TOM STRINGFELLOW
ADDRESS: FROST BANK
P.O. BOX 1600
SAN ANTONIO, TX 78296

13F FILE NUMBER: 28-183

THE INSTITUTIONAL INVESTMENT MANAGER FILING THIS REPORT AND THE PERSON BY WHOM IT IS SIGNED HEREBY REPRESENT THAT THE PERSON SIGNING THE REPORT IS AUTHORIZED TO SUBMIT IT, THAT ALL INFORMATION CONTAINED HEREIN IS TRUE, CORRECT AND COMPLETE, AND THAT IT IS UNDERSTOOD THAT ALL REQUIRED ITEMS, STATEMENTS SCHEDULES, LISTS, AND TABLES, ARE CONSIDERED INTEGRAL PARTS OF THIS FORM.

PERSON SIGNING THIS REPORT ON BEHALF OF REPORTING MANAGER:

NAME: STAN MCCORMICK
TITLE: COPORATE SECRETARY - SR. V.P.
PHONE: 210-220-4310
SIGNATURE, PLACE, AND DATE OF SIGNING:

STAN MCCORMICK SAN ANTONIO, TX 4/12/13

REPORT TYPE (CHECK ONLY ONE.):

13F HOLDINGS REPORT
 13F NOTICE
 13F COMBINATION REPORT

LIST OF OTHER MANAGERS REPORTING FOR THIS MANAGER:
NONE

I AM SIGNING THIS REPORT AS REQUIRED BY THE SECURITIES EXCHANGE ACT OF 1934.

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FORM 13F SUMMARY PAGE

REPORT SUMMARY:

NUMBER OF OTHER INCLUDED MANAGERS: 0
 FORM 13F INFORMATION TABLE ENTRY TOTAL: 656
 FORM 13F INFORMATION TABLE VALUE TOTAL: \$1,871,538

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FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ CALL	INVSTMT DSCRETN	O MA
ABBOTT LABORATORIES COM*	COMMON STOCK	002824100	8808	249383	SH		DEFINED	
ABBOTT LABORATORIES COM*	COMMON STOCK	002824100	665	18837	SH		OTHER	
ABBVIE INC COM*	COMMON STOCK	00287Y109	11446	280677	SH		DEFINED	
ABBVIE INC COM*	COMMON STOCK	00287Y109	864	21177	SH		OTHER	
ADOBE SYSTEMS INC COM*	COMMON STOCK	00724F101	6618	152080	SH		DEFINED	
ADOBE SYSTEMS INC COM*	COMMON STOCK	00724F101	1258	28911	SH		OTHER	
AETNA INC NEW COM	COMMON STOCK	00817Y108	114	2234	SH		DEFINED	
AETNA INC NEW COM	COMMON STOCK	00817Y108	112	2200	SH		OTHER	
AIR PRODUCTS & CHEMICALS INC C	COMMON STOCK	009158106	1099	12616	SH		DEFINED	
AIR PRODUCTS & CHEMICALS INC C	COMMON STOCK	009158106	129	1484	SH		OTHER	
ALCOA INC COM*	COMMON STOCK	013817101	71	8361	SH		DEFINED	
ALCOA INC COM*	COMMON STOCK	013817101	17	2000	SH		OTHER	
ALERIAN MLP ETF	COMMON STOCK	00162Q866	215	12140	SH		DEFINED	
ALLERGAN INC COM*	COMMON STOCK	018490102	11884	106456	SH		DEFINED	
ALLERGAN INC COM*	COMMON STOCK	018490102	1996	17884	SH		OTHER	
ALLIANT ENERGY CORP*	COMMON STOCK	018802108	925	18431	SH		DEFINED	
ALLIANT ENERGY CORP*	COMMON STOCK	018802108	206	4100	SH		OTHER	
ALLSTATE CORP COM*	COMMON STOCK	020002101	1978	40315	SH		DEFINED	
ALLSTATE CORP COM*	COMMON STOCK	020002101	103	2095	SH		OTHER	
ALTRIA GROUP INC COM *	COMMON STOCK	02209S103	2792	81194	SH		DEFINED	
ALTRIA GROUP INC COM *	COMMON STOCK	02209S103	867	25213	SH		OTHER	
AMAZON.COM INC*	COMMON STOCK	023135106	7466	28015	SH		DEFINED	
AMAZON.COM INC*	COMMON STOCK	023135106	1374	5157	SH		OTHER	
AMERICAN ELECTRIC POWER INC CO	COMMON STOCK	025537101	820	16854	SH		DEFINED	

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AMERICAN ELECTRIC POWER INC CO	COMMON STOCK	025537101	34	700	SH		OTHER	
AMERICAN EXPRESS CO COM*	COMMON STOCK	025816109	4550	67448	SH		DEFINED	
AMERICAN EXPRESS CO COM*	COMMON STOCK	025816109	740	10971	SH		OTHER	
AMERICAN INTL GROUP INC COM*	COMMON STOCK	026874784	11702	301438	SH		DEFINED	
AMERICAN INTL GROUP INC COM*	COMMON STOCK	026874784	611	15744	SH		OTHER	

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AMERICAN WTR WKS CO INC COM*	COMMON STOCK	030420103	3896	94005	SH	DEFINED
AMERICAN WTR WKS CO INC COM*	COMMON STOCK	030420103	339	8175	SH	OTHER
AMERIPRISE FINANCIAL INC COM*	COMMON STOCK	03076C106	1104	14990	SH	DEFINED
AMERIPRISE FINANCIAL INC COM*	COMMON STOCK	03076C106	295	4000	SH	OTHER
AMGEN INC COM*	COMMON STOCK	031162100	5804	56620	SH	DEFINED
AMGEN INC COM*	COMMON STOCK	031162100	788	7684	SH	OTHER
ANADARKO PETROLEUM CORP COM*	COMMON STOCK	032511107	9371	107164	SH	DEFINED
ANADARKO PETROLEUM CORP COM*	COMMON STOCK	032511107	1184	13540	SH	OTHER
ANALOG DEVICES INC COM	COMMON STOCK	032654105	1542	33169	SH	DEFINED
ANNALY CAPITAL MGMT INC REIT C	COMMON STOCK	035710409	7842	493534	SH	DEFINED
ANNALY CAPITAL MGMT INC REIT C	COMMON STOCK	035710409	47	2955	SH	OTHER
APPLE INC COM *	COMMON STOCK	037833100	35626	80482	SH	DEFINED
APPLE INC COM *	COMMON STOCK	037833100	3269	7384	SH	OTHER
APPLIED MATERIALS INC COM *	COMMON STOCK	038222105	1228	91075	SH	DEFINED
APPLIED MATERIALS INC COM *	COMMON STOCK	038222105	672	49873	SH	OTHER
AQUA AMERICA INC COM*	COMMON STOCK	03836W103	3867	122993	SH	DEFINED
AQUA AMERICA INC COM*	COMMON STOCK	03836W103	479	15250	SH	OTHER
ARCHER DANIELS MIDLAND CO COM	COMMON STOCK	039483102	530	15709	SH	DEFINED
AT & T INC COM*	COMMON STOCK	00206R102	21379	582697	SH	DEFINED
AT & T INC COM*	COMMON STOCK	00206R102	3740	101939	SH	OTHER
ATMOS ENERGY CORP COM	COMMON STOCK	049560105	1201	28132	SH	DEFINED
AUTOMATIC DATA PROCESSING INC	COMMON STOCK	053015103	3582	55085	SH	DEFINED
AUTOMATIC DATA PROCESSING INC	COMMON STOCK	053015103	345	5309	SH	OTHER
AVIS BUDGET GROUP INC COM	COMMON STOCK	053774105	710	25522	SH	DEFINED
AZZ INC	COMMON STOCK	002474104	272	5636	SH	DEFINED
BAKER HUGHES INC COM*	COMMON STOCK	057224107	786	16932	SH	DEFINED

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BAKER HUGHES INC COM*	COMMON STOCK	057224107	2	50	SH	OTHER
BALL CORP COM	COMMON STOCK	058498106	533	11200	SH	OTHER
BANK OF AMERICA CORP COM*	COMMON STOCK	060505104	487	40014	SH	DEFINED
BANK OF AMERICA CORP COM*	COMMON STOCK	060505104	66	5395	SH	OTHER
BANK OF NEW YORK MELLON CORP C	COMMON STOCK	064058100	297	10613	SH	DEFINED
BANK OF NEW YORK MELLON CORP C	COMMON STOCK	064058100	188	6717	SH	OTHER
BARD C. R. INC COM*	COMMON STOCK	067383109	326	3231	SH	DEFINED
BAXTER INTERNATIONAL INC COM *	COMMON STOCK	071813109	15649	215428	SH	DEFINED
BAXTER INTERNATIONAL INC COM *	COMMON STOCK	071813109	2000	27529	SH	OTHER
BB&T CORP COM*	COMMON STOCK	054937107	10265	327011	SH	DEFINED
BB&T CORP COM*	COMMON STOCK	054937107	1615	51434	SH	OTHER
BECTON DICKINSON & CO COM*	COMMON STOCK	075887109	1402	14661	SH	DEFINED
BECTON DICKINSON & CO COM*	COMMON STOCK	075887109	47	491	SH	OTHER
BEMIS INC COM*	COMMON STOCK	081437105	95	2355	SH	DEFINED
BEMIS INC COM*	COMMON STOCK	081437105	379	9400	SH	OTHER
BERKSHIRE HATHAWAY INC CL B CO	COMMON STOCK	084670702	2910	27929	SH	DEFINED
BERKSHIRE HATHAWAY INC CL B CO	COMMON STOCK	084670702	427	4100	SH	OTHER
BERKSHIRE HATHAWAY INC DEL CL	COMMON STOCK	084670108	938	6	SH	DEFINED
BERKSHIRE HATHAWAY INC DEL CL	COMMON STOCK	084670108	313	2	SH	OTHER
BEST BUY COMPANY INC COM*	COMMON STOCK	086516101	279	12582	SH	DEFINED
BIOGEN IDEC INC COM*	COMMON STOCK	09062X103	7160	37172	SH	DEFINED
BIOGEN IDEC INC COM*	COMMON STOCK	09062X103	178	922	SH	OTHER
BLACK BOX CORPORATION COM	COMMON STOCK	091826107	259	11865	SH	DEFINED
BLACKROCK INC COM*	COMMON STOCK	09247X101	8024	31236	SH	DEFINED
BLACKROCK INC COM*	COMMON STOCK	09247X101	362	1408	SH	OTHER
BLOCK H & R INC COM*	COMMON STOCK	093671105	1454	49425	SH	DEFINED
BLOCK H & R INC COM*	COMMON STOCK	093671105	16	540	SH	OTHER

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BOEING CO COM *	COMMON STOCK	097023105	16123	187800	SH	DEFINED
BOEING CO COM *	COMMON STOCK	097023105	1276	14863	SH	OTHER
BOK FINANCIAL CORP COM	COMMON STOCK	05561Q201	287	4600	SH	DEFINED
BORGWARNER INC COM*	COMMON STOCK	099724106	6053	78266	SH	DEFINED
BORGWARNER INC COM*	COMMON STOCK	099724106	907	11721	SH	OTHER

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BRISTOL-MYERS SQUIBB CO COM *	COMMON STOCK	110122108	3753	91123	SH	DEFINED
BRISTOL-MYERS SQUIBB CO COM *	COMMON STOCK	110122108	861	20899	SH	OTHER
BROADRIDGE FINANCIAL SOLUTIONS	COMMON STOCK	11133T103	8418	338871	SH	DEFINED
BROADRIDGE FINANCIAL SOLUTIONS	COMMON STOCK	11133T103	536	21579	SH	OTHER
BROWN-FORMAN CORP CL B COM	COMMON STOCK	115637209	472	6608	SH	OTHER
CAMERON INTERNATIONAL CORP COM	COMMON STOCK	13342B105	5725	87802	SH	DEFINED
CAMERON INTERNATIONAL CORP COM	COMMON STOCK	13342B105	146	2232	SH	OTHER
CARDINAL HEALTH INC COM*	COMMON STOCK	14149Y108	1215	29194	SH	DEFINED
CARDINAL HEALTH INC COM*	COMMON STOCK	14149Y108	170	4092	SH	OTHER
CATERPILLAR INC COM *	COMMON STOCK	149123101	4564	52475	SH	DEFINED
CATERPILLAR INC COM *	COMMON STOCK	149123101	437	5020	SH	OTHER
CELGENE CORP COM *	COMMON STOCK	151020104	8160	70403	SH	DEFINED
CELGENE CORP COM *	COMMON STOCK	151020104	543	4684	SH	OTHER
CEPHEID INC COM*	COMMON STOCK	15670R107	3209	83642	SH	DEFINED
CEPHEID INC COM*	COMMON STOCK	15670R107	372	9684	SH	OTHER
CHART INDS INC COM*	COMMON STOCK	16115Q308	2666	33315	SH	DEFINED
CHART INDS INC COM*	COMMON STOCK	16115Q308	76	952	SH	OTHER
CHEVRON CORPORATION COM*	COMMON STOCK	166764100	28212	237433	SH	DEFINED
CHEVRON CORPORATION COM*	COMMON STOCK	166764100	3415	28743	SH	OTHER
CHIPOTLE MEXICAN GRILL INC CL	COMMON STOCK	169656105	2931	8994	SH	DEFINED
CHIPOTLE MEXICAN GRILL INC CL	COMMON STOCK	169656105	79	241	SH	OTHER
CHUBB CORP COM*	COMMON STOCK	171232101	359	4099	SH	DEFINED
CHUBB CORP COM*	COMMON STOCK	171232101	72	825	SH	OTHER
CHURCH & DWIGHT CO INC COM*	COMMON STOCK	171340102	178	2758	SH	DEFINED
CHURCH & DWIGHT CO INC COM*	COMMON STOCK	171340102	58	900	SH	OTHER
CINEMARK HOLDINGS INC COM*	COMMON STOCK	17243V102	8120	275801	SH	DEFINED
CINEMARK HOLDINGS INC COM*	COMMON STOCK	17243V102	454	15421	SH	OTHER
CISCO SYSTEM INC COM*	COMMON STOCK	17275R102	9682	463386	SH	DEFINED
CISCO SYSTEM INC COM*	COMMON STOCK	17275R102	392	18741	SH	OTHER
CITRIX SYSTEMS INC COM*	COMMON STOCK	177376100	2602	36057	SH	DEFINED
CITRIX SYSTEMS INC COM*	COMMON STOCK	177376100	82	1143	SH	OTHER

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CLECO CORP COM	COMMON STOCK	12561W105	243	5172	SH	OTHER
CLOROX CO COM *	COMMON STOCK	189054109	601	6786	SH	DEFINED
CLOROX CO COM *	COMMON STOCK	189054109	168	1900	SH	OTHER
CME GROUP INC COM*	COMMON STOCK	12572Q105	1689	27499	SH	DEFINED
CME GROUP INC COM*	COMMON STOCK	12572Q105	677	11025	SH	OTHER
COACH INC COM*	COMMON STOCK	189754104	625	12494	SH	DEFINED
COBALT INTL ENERGY COM*	COMMON STOCK	19075F106	3911	138673	SH	DEFINED
COBALT INTL ENERGY COM*	COMMON STOCK	19075F106	123	4345	SH	OTHER

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COCA COLA CO COM*	COMMON STOCK	191216100	14043	347261	SH	DEFINED
COCA COLA CO COM*	COMMON STOCK	191216100	3223	79702	SH	OTHER
COGNIZANT TECH. SOLUTIONS CL A	COMMON STOCK	192446102	14920	194726	SH	DEFINED
COGNIZANT TECH. SOLUTIONS CL A	COMMON STOCK	192446102	1374	17929	SH	OTHER
COLGATE-PALMOLIVE CO COM*	COMMON STOCK	194162103	4353	36879	SH	DEFINED
COLGATE-PALMOLIVE CO COM*	COMMON STOCK	194162103	587	4972	SH	OTHER
COMCAST CORPORATION NEW CL A C	COMMON STOCK	20030N101	497	11845	SH	DEFINED
COMCAST CORPORATION NEW CL A C	COMMON STOCK	20030N101	172	4101	SH	OTHER
COMERICA INC COM	COMMON STOCK	200340107	218	6063	SH	DEFINED
CONAGRA FOODS INC COM*	COMMON STOCK	205887102	2248	62782	SH	DEFINED
CONAGRA FOODS INC COM*	COMMON STOCK	205887102	344	9597	SH	OTHER
CONOCOPHILLIPS COM*	COMMON STOCK	20825C104	5692	94715	SH	DEFINED
CONOCOPHILLIPS COM*	COMMON STOCK	20825C104	1578	26255	SH	OTHER
CONSOLIDATED EDISON INC COM	COMMON STOCK	209115104	291	4775	SH	DEFINED
CONSOLIDATED EDISON INC COM	COMMON STOCK	209115104	115	1882	SH	OTHER
CORNING INC COM*	COMMON STOCK	219350105	9798	735005	SH	DEFINED
CORNING INC COM*	COMMON STOCK	219350105	570	42793	SH	OTHER
COSTCO WHOLESALE CORP NEW COM*	COMMON STOCK	22160K105	14363	135356	SH	DEFINED
COSTCO WHOLESALE CORP NEW COM*	COMMON STOCK	22160K105	2452	23110	SH	OTHER
CROWN HOLDINGS INC COM	COMMON STOCK	228368106	220	5297	SH	DEFINED
CULLEN/FROST BANKERS INC COM	COMMON STOCK	229899109	26886	429968	SH	DEFINED
CULLEN/FROST BANKERS INC COM	COMMON STOCK	229899109	337	5391	SH	OTHER
CUMMINS INC*	COMMON STOCK	231021106	8659	74770	SH	DEFINED
CUMMINS INC*	COMMON STOCK	231021106	654	5650	SH	OTHER

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CVS CAREMARK CORP COM *	COMMON STOCK	126650100	7340	133477	SH	DEFINED
CVS CAREMARK CORP COM *	COMMON STOCK	126650100	1016	18475	SH	OTHER
D R HORTON INC*	COMMON STOCK	23331A109	7115	292810	SH	DEFINED
D R HORTON INC*	COMMON STOCK	23331A109	333	13686	SH	OTHER
DARDEN RESTAURANTS INC COM	COMMON STOCK	237194105	264	5100	SH	OTHER
DEERE & CO COM *	COMMON STOCK	244199105	6045	70307	SH	DEFINED
DEERE & CO COM *	COMMON STOCK	244199105	791	9203	SH	OTHER
DELL INC COM*	COMMON STOCK	24702R101	531	37027	SH	DEFINED
DELL INC COM*	COMMON STOCK	24702R101	8	550	SH	OTHER
DENBURY RESOURCES INC (HOLDING	COMMON STOCK	247916208	5700	305654	SH	DEFINED
DEVON ENERGY CORPORATION NEW C	COMMON STOCK	25179M103	1636	28997	SH	DEFINED
DIRECTV COM*	COMMON STOCK	25490A309	8211	145101	SH	DEFINED
DIRECTV COM*	COMMON STOCK	25490A309	343	6062	SH	OTHER
DISNEY (WALT) COMPANY HOLDING	COMMON STOCK	254687106	11762	207084	SH	DEFINED
DISNEY (WALT) COMPANY HOLDING	COMMON STOCK	254687106	2379	41877	SH	OTHER
DOLLAR GENERAL CORP COM*	COMMON STOCK	256677105	247	4890	SH	DEFINED
DOMINION RES INC VA NEW COM*	COMMON STOCK	25746U109	3762	64666	SH	DEFINED
DOMINION RES INC VA NEW COM*	COMMON STOCK	25746U109	216	3713	SH	OTHER
DOVER CORP COM *	COMMON STOCK	260003108	1186	16268	SH	DEFINED
DOW CHEMICAL CO COM *	COMMON STOCK	260543103	1269	39869	SH	DEFINED
DOW CHEMICAL CO COM *	COMMON STOCK	260543103	100	3141	SH	OTHER
DU PONT E I DE NEMOURS & CO CO	COMMON STOCK	263534109	4380	89101	SH	DEFINED
DU PONT E I DE NEMOURS & CO CO	COMMON STOCK	263534109	691	14051	SH	OTHER
DUKE ENERGY CORP COM*	COMMON STOCK	26441C204	3279	45178	SH	DEFINED
DUKE ENERGY CORP COM*	COMMON STOCK	26441C204	355	4891	SH	OTHER
E M C CORP MASSACHUSETTS COM *	COMMON STOCK	268648102	10017	419317	SH	DEFINED
E M C CORP MASSACHUSETTS COM *	COMMON STOCK	268648102	1415	59210	SH	OTHER
EAST WEST BANCORP INC COM*	COMMON STOCK	27579R104	452	17620	SH	DEFINED
EAST WEST BANCORP INC COM*	COMMON STOCK	27579R104	4	154	SH	OTHER

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EBAY INCORPORATED COM*	COMMON STOCK	278642103	12112	223387	SH	DEFINED
EBAY INCORPORATED COM*	COMMON STOCK	278642103	1141	21048	SH	OTHER

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EDWARDS LIFESCIENCES CORP COM*	COMMON STOCK	28176E108	5699	69359	SH	DEFINED
EDWARDS LIFESCIENCES CORP COM*	COMMON STOCK	28176E108	1020	12410	SH	OTHER
ELI LILLY & CO COM *	COMMON STOCK	532457108	10064	177206	SH	DEFINED
ELI LILLY & CO COM *	COMMON STOCK	532457108	1325	23330	SH	OTHER
EMERSON ELECTRIC CO COM*	COMMON STOCK	291011104	7936	142043	SH	DEFINED
EMERSON ELECTRIC CO COM*	COMMON STOCK	291011104	1355	24260	SH	OTHER
ENERGIZER HOLDINGS INC COM	COMMON STOCK	29266R108	3532	35415	SH	DEFINED
ENZO BIOCHEM INC COM	COMMON STOCK	294100102	259	102772	SH	DEFINED
EOG RESOURCES INC COM*	COMMON STOCK	26875P101	4600	35916	SH	DEFINED
EOG RESOURCES INC COM*	COMMON STOCK	26875P101	122	954	SH	OTHER
EXELON CORP COM*	COMMON STOCK	30161N101	1099	31882	SH	DEFINED
EXELON CORP COM*	COMMON STOCK	30161N101	26	750	SH	OTHER
EXPRESS SCRIPTS HLDG CO COM*	COMMON STOCK	30219G108	870	15094	SH	DEFINED
EXPRESS SCRIPTS HLDG CO COM*	COMMON STOCK	30219G108	40	700	SH	OTHER
EXXON MOBIL CORP COM*	COMMON STOCK	30231G102	78898	875570	SH	DEFINED
EXXON MOBIL CORP COM*	COMMON STOCK	30231G102	13652	151504	SH	OTHER
FACEBOOK INC COM*	COMMON STOCK	30303M102	3413	133423	SH	DEFINED
FACTSET RESEARCH SYSTEMS INC	COMMON STOCK	303075105	1108	11965	SH	DEFINED
FAMILY DOLLAR STORES INC COM*	COMMON STOCK	307000109	307	5198	SH	DEFINED
FAMILY DOLLAR STORES INC COM*	COMMON STOCK	307000109	46	775	SH	OTHER
FEDEX CORP COM*	COMMON STOCK	31428X106	5133	52272	SH	DEFINED
FEDEX CORP COM*	COMMON STOCK	31428X106	311	3167	SH	OTHER
FIRST NIAGARA FINL GROUP INC N	COMMON STOCK	33582V108	5931	669446	SH	DEFINED
FIRST NIAGARA FINL GROUP INC N	COMMON STOCK	33582V108	394	44450	SH	OTHER
FORD MOTOR COMPANY COM*	COMMON STOCK	345370860	2153	163691	SH	DEFINED
FORD MOTOR COMPANY COM*	COMMON STOCK	345370860	1256	95530	SH	OTHER
FORESTAR GROUP INC	COMMON STOCK	346233109	654	29940	SH	DEFINED
FORTINET INC COM*	COMMON STOCK	34959E109	1072	45250	SH	DEFINED
FORTINET INC COM*	COMMON STOCK	34959E109	14	610	SH	OTHER
FREEMPORT-MCMORAN COPPER & GOLD	COMMON STOCK	35671D857	1475	44564	SH	DEFINED
FREEMPORT-MCMORAN COPPER & GOLD	COMMON STOCK	35671D857	118	3554	SH	OTHER
FRESH MARKET INC COM*	COMMON STOCK	35804H106	341	7976	SH	DEFINED

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FRESH MARKET INC COM*	COMMON STOCK	35804H106	25	575	SH	OTHER
F5 NETWORKS INC COM*	COMMON STOCK	315616102	2410	27057	SH	DEFINED
F5 NETWORKS INC COM*	COMMON STOCK	315616102	91	1023	SH	OTHER
GANNETT CO COM*	COMMON STOCK	364730101	132	6024	SH	DEFINED
GANNETT CO COM*	COMMON STOCK	364730101	85	3886	SH	OTHER
GENERAL DYNAMICS CORP COM*	COMMON STOCK	369550108	269	3813	SH	DEFINED
GENERAL DYNAMICS CORP COM*	COMMON STOCK	369550108	184	2604	SH	OTHER
GENERAL ELECTRIC CO COM*	COMMON STOCK	369604103	18874	816352	SH	DEFINED
GENERAL ELECTRIC CO COM*	COMMON STOCK	369604103	2848	123165	SH	OTHER
GENERAL MILLS INC COM*	COMMON STOCK	370334104	1068	21665	SH	DEFINED

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GENERAL MILLS INC COM*	COMMON STOCK	370334104	917	18600	SH	OTHER
GILEAD SCIENCES INC COM*	COMMON STOCK	375558103	8282	169231	SH	DEFINED
GILEAD SCIENCES INC COM*	COMMON STOCK	375558103	645	13180	SH	OTHER
GOOGLE INC CL A*	COMMON STOCK	38259P508	11263	14182	SH	DEFINED
GOOGLE INC CL A*	COMMON STOCK	38259P508	812	1023	SH	OTHER
GRAINGER W W INC COM	COMMON STOCK	384802104	270	1200	SH	DEFINED
GUGGENHEIM S&P 500 EQUAL WEIGH	COMMON STOCK	78355W106	692	11605	SH	DEFINED
HALLIBURTON CO COM*	COMMON STOCK	406216101	1335	33032	SH	DEFINED
HALLIBURTON CO COM*	COMMON STOCK	406216101	162	4000	SH	OTHER
HEALTH CARE REIT INC	COMMON STOCK	42217K106	220	3236	SH	DEFINED
HECLA MINING CO COM	COMMON STOCK	422704106	60	15085	SH	DEFINED
HEINZ H. J. CO COM *	COMMON STOCK	423074103	1572	21755	SH	DEFINED
HEINZ H. J. CO COM *	COMMON STOCK	423074103	334	4625	SH	OTHER
HEWLETT PACKARD CO (DEL) COM*	COMMON STOCK	428236103	2037	85426	SH	DEFINED
HEWLETT PACKARD CO (DEL) COM*	COMMON STOCK	428236103	157	6600	SH	OTHER
HOLLYFRONTIER CORP COM	COMMON STOCK	436106108	1201	23348	SH	DEFINED
HOME DEPOT INC COM *	COMMON STOCK	437076102	6742	96615	SH	DEFINED
HOME DEPOT INC COM *	COMMON STOCK	437076102	1479	21197	SH	OTHER
HOMETRUST BANCSHARES INC COM	COMMON STOCK	437872104	158	10000	SH	DEFINED
HONEYWELL INTERNATIONAL INC CO	COMMON STOCK	438516106	13738	182321	SH	DEFINED
HONEYWELL INTERNATIONAL INC CO	COMMON STOCK	438516106	783	10390	SH	OTHER

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HUMANA INC COM*	COMMON STOCK	444859102	607	8788	SH	DEFINED
HUMANA INC COM*	COMMON STOCK	444859102	16	235	SH	OTHER
HUNTINGTON BANCSHARES INC COM*	COMMON STOCK	446150104	1765	239433	SH	DEFINED
HUNTINGTON BANCSHARES INC COM*	COMMON STOCK	446150104	848	115072	SH	OTHER
HYPERDYNAMICS CORP COM	COMMON STOCK	448954107	168	275805	SH	DEFINED
ILLINOIS TOOL WORKS INC COM *	COMMON STOCK	452308109	808	13267	SH	DEFINED
ILLINOIS TOOL WORKS INC COM *	COMMON STOCK	452308109	54	888	SH	OTHER
ILLUMINA INC COM*	COMMON STOCK	452327109	7194	133273	SH	DEFINED
ILLUMINA INC COM*	COMMON STOCK	452327109	706	13083	SH	OTHER
INTEL CORP COM *	COMMON STOCK	458140100	7051	322922	SH	DEFINED
INTEL CORP COM *	COMMON STOCK	458140100	1404	64292	SH	OTHER
INTL BUSINESS MACHINES CORP CO	COMMON STOCK	459200101	14129	66241	SH	DEFINED
INTL BUSINESS MACHINES CORP CO	COMMON STOCK	459200101	2297	10771	SH	OTHER
INTUIT INC COM	COMMON STOCK	461202103	205	3120	SH	DEFINED
INTUITIVE SURGICAL INC COM*	COMMON STOCK	46120E602	1479	3011	SH	DEFINED
INTUITIVE SURGICAL INC COM*	COMMON STOCK	46120E602	60	122	SH	OTHER
ISHARES BARCLAYS TIPS BOND FUN	COMMON STOCK	464287176	13913	114728	SH	DEFINED
ISHARES BARCLAYS TIPS BOND FUN	COMMON STOCK	464287176	679	5602	SH	OTHER
ISHARES BARCLAYS 1-3 YR TREAS	COMMON STOCK	464287457	1886	22330	SH	DEFINED
ISHARES BARCLAYS 1-3 YR TREAS	COMMON STOCK	464287457	181	2141	SH	OTHER
ISHARES BARCLAYS 7-10 YR TREAS	COMMON STOCK	464287440	670	6245	SH	DEFINED
ISHARES COHEN & STEERS REALTY	COMMON STOCK	464287564	27344	331642	SH	DEFINED
ISHARES COHEN & STEERS REALTY	COMMON STOCK	464287564	3424	41533	SH	OTHER
ISHARES CORE S & P MID-CAP ETF	COMMON STOCK	464287507	1299	11291	SH	DEFINED
ISHARES CORE S & P MID-CAP ETF	COMMON STOCK	464287507	197	1714	SH	OTHER
ISHARES CORE S & P SMALL-CAP E	COMMON STOCK	464287804	791	9084	SH	DEFINED
ISHARES CORE S & P SMALL-CAP E	COMMON STOCK	464287804	19	220	SH	OTHER
ISHARES CORE TOTAL US BD MKT E	COMMON STOCK	464287226	4497	40608	SH	DEFINED
ISHARES DJ SELECT DIV INDEX FD	COMMON STOCK	464287168	6875	108442	SH	DEFINED
ISHARES DJ SELECT DIV INDEX FD	COMMON STOCK	464287168	616	9720	SH	OTHER
ISHARES IBOXX \$ H/Y CORP BOND	COMMON STOCK	464288513	4385	46478	SH	DEFINED
ISHARES IBOXX \$ H/Y CORP BOND	COMMON STOCK	464288513	382	4052	SH	OTHER

ISHARES IBOXX \$ INVT GRADE COR	COMMON STOCK	464287242	12498	104233	SH	DEFINED
ISHARES IBOXX \$ INVT GRADE COR	COMMON STOCK	464287242	95	790	SH	OTHER
ISHARES JP MORGAN USD EMERGING	COMMON STOCK	464288281	13000	110515	SH	DEFINED
ISHARES JP MORGAN USD EMERGING	COMMON STOCK	464288281	72	615	SH	OTHER
ISHARES MSCI EAFE INDEX FUND E	COMMON STOCK	464287465	2917	49457	SH	DEFINED
ISHARES MSCI EAFE INDEX FUND E	COMMON STOCK	464287465	432	7318	SH	OTHER
ISHARES MSCI EMERGING MKTS IND	COMMON STOCK	464287234	1220	28518	SH	DEFINED
ISHARES MSCI EMERGING MKTS IND	COMMON STOCK	464287234	235	5485	SH	OTHER
ISHARES RUSSELL 1000 GROWTH ET	COMMON STOCK	464287614	3493	48941	SH	DEFINED
ISHARES RUSSELL 1000 GROWTH ET	COMMON STOCK	464287614	124	1740	SH	OTHER
ISHARES RUSSELL 1000 VALUE IND	COMMON STOCK	464287598	18320	225703	SH	DEFINED
ISHARES RUSSELL 1000 VALUE IND	COMMON STOCK	464287598	883	10873	SH	OTHER
ISHARES RUSSELL 2000 GRWTH IND	COMMON STOCK	464287648	1004	9329	SH	DEFINED
ISHARES RUSSELL 2000 GRWTH IND	COMMON STOCK	464287648	712	6610	SH	OTHER
ISHARES RUSSELL 2000 INDEX FUN	COMMON STOCK	464287655	1698	17979	SH	DEFINED
ISHARES RUSSELL 2000 INDEX FUN	COMMON STOCK	464287655	14	150	SH	OTHER
ISHARES S&P MIDCAP 400 GROWTH	COMMON STOCK	464287606	1211	9449	SH	DEFINED
ISHARES S&P MIDCAP 400 GROWTH	COMMON STOCK	464287606	660	5150	SH	OTHER
ISHARES S&P 500 GROWTH INDEX F	COMMON STOCK	464287309	635	7712	SH	DEFINED
ISHARES SILVER TRUST ETF	COMMON STOCK	46428Q109	658	23988	SH	DEFINED
JOHNSON & JOHNSON COM *	COMMON STOCK	478160104	12020	147428	SH	DEFINED
JOHNSON & JOHNSON COM *	COMMON STOCK	478160104	3288	40334	SH	OTHER
JOHNSON CONTROLS INC COM *	COMMON STOCK	478366107	2496	71183	SH	DEFINED
JOHNSON CONTROLS INC COM *	COMMON STOCK	478366107	240	6855	SH	OTHER
JPMORGAN CHASE & CO COM*	COMMON STOCK	46625H100	19106	402580	SH	DEFINED
JPMORGAN CHASE & CO COM*	COMMON STOCK	46625H100	2648	55787	SH	OTHER
KELLOGG CO COM*	COMMON STOCK	487836108	1593	24718	SH	DEFINED
KELLOGG CO COM*	COMMON STOCK	487836108	221	3430	SH	OTHER
KENNAMETAL INC COM*	COMMON STOCK	489170100	646	16550	SH	DEFINED
KENNAMETAL INC COM*	COMMON STOCK	489170100	31	785	SH	OTHER
KIMBERLY CLARK CORP COM*	COMMON STOCK	494368103	4444	45361	SH	DEFINED

KIMBERLY CLARK CORP COM*	COMMON STOCK	494368103	514	5251	SH	OTHER
KINDER MORGAN INC COM*	COMMON STOCK	49456B101	320	8277	SH	DEFINED
KINDER MORGAN INC COM*	COMMON STOCK	49456B101	122	3150	SH	OTHER
KRAFT FOODS GROUP INC COM*	COMMON STOCK	50076Q106	5993	116297	SH	DEFINED
KRAFT FOODS GROUP INC COM*	COMMON STOCK	50076Q106	621	12050	SH	OTHER
KROGER CO COM*	COMMON STOCK	501044101	12868	388307	SH	DEFINED
KROGER CO COM*	COMMON STOCK	501044101	1387	41859	SH	OTHER
LAM RESEARCH CORPORATION COM*	COMMON STOCK	512807108	4202	101360	SH	DEFINED
LAM RESEARCH CORPORATION COM*	COMMON STOCK	512807108	777	18740	SH	OTHER
LINCOLN ELECTRIC HOLDINGS INC	COMMON STOCK	533900106	5186	95720	SH	DEFINED
LINCOLN ELECTRIC HOLDINGS INC	COMMON STOCK	533900106	322	5941	SH	OTHER
LOCKHEED MARTIN CORP COM *	COMMON STOCK	539830109	228	2361	SH	DEFINED
LOCKHEED MARTIN CORP COM *	COMMON STOCK	539830109	144	1492	SH	OTHER

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LOWES COS INC COM *	COMMON STOCK	548661107	9441	248976	SH	DEFINED
LOWES COS INC COM *	COMMON STOCK	548661107	2084	54949	SH	OTHER
MARATHON PETROLEUM CORP COM*	COMMON STOCK	56585A102	207	2308	SH	DEFINED
MARATHON PETROLEUM CORP COM*	COMMON STOCK	56585A102	11	124	SH	OTHER
MARKET VECTORS AGRIBUSINESS ET	COMMON STOCK	57060U605	1952	36045	SH	DEFINED
MARSH & MCLENNAN COS INC COM*	COMMON STOCK	571748102	334	8791	SH	DEFINED
MASTERCARD INC CL A COM*	COMMON STOCK	57636Q104	5930	10959	SH	DEFINED
MASTERCARD INC CL A COM*	COMMON STOCK	57636Q104	542	1002	SH	OTHER
MAXIM INTEGRATED PRODUCTS INC	COMMON STOCK	57772K101	847	25938	SH	DEFINED
MCDONALD'S CORP COM *	COMMON STOCK	580135101	8891	89190	SH	DEFINED
MCDONALD'S CORP COM *	COMMON STOCK	580135101	1651	16561	SH	OTHER
MEAD JOHNSON NUTRITION CO COM	COMMON STOCK	582839106	209	2703	SH	DEFINED
MEDTRONIC INC COM*	COMMON STOCK	585055106	2547	54245	SH	DEFINED
MEDTRONIC INC COM*	COMMON STOCK	585055106	105	2230	SH	OTHER
MERCK & CO INC NEW COM*	COMMON STOCK	58933Y105	8732	197560	SH	DEFINED
MERCK & CO INC NEW COM*	COMMON STOCK	58933Y105	2135	48292	SH	OTHER
METLIFE INC COM*	COMMON STOCK	59156R108	16474	433306	SH	DEFINED
METLIFE INC COM*	COMMON STOCK	59156R108	1740	45758	SH	OTHER
MICROSOFT CORP COM*	COMMON STOCK	594918104	14591	510074	SH	DEFINED

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MICROSOFT CORP COM*	COMMON STOCK	594918104	2510	87752	SH	OTHER
MONDELEZ INTL INC COM*	COMMON STOCK	609207105	1753	57259	SH	DEFINED
MONDELEZ INTL INC COM*	COMMON STOCK	609207105	638	20834	SH	OTHER
MONSANTO CO NEW COM*	COMMON STOCK	61166W101	9813	92900	SH	DEFINED
MONSANTO CO NEW COM*	COMMON STOCK	61166W101	556	5259	SH	OTHER
MOODYS CORP COM*	COMMON STOCK	615369105	5041	94539	SH	DEFINED
MOODYS CORP COM*	COMMON STOCK	615369105	147	2752	SH	OTHER
MOSAIC COMPANY COM (THE) *	COMMON STOCK	61945C103	339	5690	SH	DEFINED
MOSAIC COMPANY COM (THE) *	COMMON STOCK	61945C103	7	120	SH	OTHER
MOTOROLA SOLUTIONS INC COM*	COMMON STOCK	620076307	7153	111712	SH	DEFINED
MOTOROLA SOLUTIONS INC COM*	COMMON STOCK	620076307	229	3569	SH	OTHER
MURPHY OIL CORPORATION COM*	COMMON STOCK	626717102	7476	117311	SH	DEFINED
MURPHY OIL CORPORATION COM*	COMMON STOCK	626717102	457	7168	SH	OTHER
NEWMONT MINING CORP COM*	COMMON STOCK	651639106	1334	31849	SH	DEFINED
NEWMONT MINING CORP COM*	COMMON STOCK	651639106	524	12519	SH	OTHER
NEXTERA ENERGY INC COM*	COMMON STOCK	65339F101	4450	57291	SH	DEFINED
NEXTERA ENERGY INC COM*	COMMON STOCK	65339F101	262	3367	SH	OTHER
NIKE INC CLASS B *	COMMON STOCK	654106103	1034	17530	SH	DEFINED
NIKE INC CLASS B *	COMMON STOCK	654106103	18	300	SH	OTHER
NORDSTROM INC COM*	COMMON STOCK	655664100	368	6663	SH	DEFINED
NORDSTROM INC COM*	COMMON STOCK	655664100	96	1730	SH	OTHER
NORFOLK SOUTHERN CORP COM*	COMMON STOCK	655844108	3822	49587	SH	DEFINED
NORFOLK SOUTHERN CORP COM*	COMMON STOCK	655844108	503	6526	SH	OTHER
NORTHEAST UTILITIES COM	COMMON STOCK	664397106	342	7872	SH	DEFINED
O'REILLY AUTOMOTIVE INC COM*	COMMON STOCK	67103H107	221	2162	SH	DEFINED
O'REILLY AUTOMOTIVE INC COM*	COMMON STOCK	67103H107	26	255	SH	OTHER
OCCIDENTAL PETROLEUM CORP COM*	COMMON STOCK	674599105	7550	96337	SH	DEFINED
OCCIDENTAL PETROLEUM CORP COM*	COMMON STOCK	674599105	680	8683	SH	OTHER
ONEOK INC NEW COM	COMMON STOCK	682680103	458	9600	SH	DEFINED
ONYX PHARMACEUTICALS INC COM*	COMMON STOCK	683399109	1029	11580	SH	DEFINED
ONYX PHARMACEUTICALS INC COM*	COMMON STOCK	683399109	22	250	SH	OTHER

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ORACLE CORPORATION*	COMMON STOCK	68389X105	9828	303992	SH	DEFINED
ORACLE CORPORATION*	COMMON STOCK	68389X105	1309	40497	SH	OTHER
PANERA BREAD CO CL A COM*	COMMON STOCK	69840W108	4937	29876	SH	DEFINED
PANERA BREAD CO CL A COM*	COMMON STOCK	69840W108	145	876	SH	OTHER
PATTERSON-UTI ENERGY INC COM*	COMMON STOCK	703481101	194	8125	SH	DEFINED
PATTERSON-UTI ENERGY INC COM*	COMMON STOCK	703481101	14	600	SH	OTHER
PEPSICO INC COM*	COMMON STOCK	713448108	15210	192267	SH	DEFINED
PEPSICO INC COM*	COMMON STOCK	713448108	3345	42284	SH	OTHER
PETSMART INC COM*	COMMON STOCK	716768106	251	4044	SH	DEFINED
PETSMART INC COM*	COMMON STOCK	716768106	24	380	SH	OTHER
PFIZER INC COM*	COMMON STOCK	717081103	8996	311727	SH	DEFINED
PFIZER INC COM*	COMMON STOCK	717081103	817	28298	SH	OTHER
PHILIP MORRIS INT'L INC COM*	COMMON STOCK	718172109	22337	240933	SH	DEFINED
PHILIP MORRIS INT'L INC COM*	COMMON STOCK	718172109	3773	40693	SH	OTHER
PHILLIPS 66 COM*	COMMON STOCK	718546104	2904	41510	SH	DEFINED
PHILLIPS 66 COM*	COMMON STOCK	718546104	514	7341	SH	OTHER
PIONEER NATURAL RESOURCES CO C	COMMON STOCK	723787107	1930	15532	SH	DEFINED
PIONEER NATURAL RESOURCES CO C	COMMON STOCK	723787107	40	320	SH	OTHER
PNC FINANCIAL SERVICES GROUP C	COMMON STOCK	693475105	8405	126396	SH	DEFINED
PNC FINANCIAL SERVICES GROUP C	COMMON STOCK	693475105	368	5537	SH	OTHER
POST HLDGS INC COM	COMMON STOCK	737446104	331	7709	SH	DEFINED
POWERSHARES DWA TECHNICAL LEAD	COMMON STOCK	73935X153	548	17725	SH	DEFINED
POWERSHARES DYNAMIC LG CAP VAL	COMMON STOCK	73935X708	3513	142960	SH	DEFINED
POWERSHARES DYNAMIC LG CAP VAL	COMMON STOCK	73935X708	151	6128	SH	OTHER
POWERSHARES KBW HIGH DIVIDEND	COMMON STOCK	73936Q793	490	18846	SH	DEFINED
POWERSHARES KBW HIGH DIVIDEND	COMMON STOCK	73936Q793	92	3550	SH	OTHER
POWERSHARES SR LOAN PORTFOLIO	COMMON STOCK	73936Q769	1485	59149	SH	DEFINED
PPG INDUSTRIES INC COM *	COMMON STOCK	693506107	8596	64175	SH	DEFINED
PPG INDUSTRIES INC COM *	COMMON STOCK	693506107	266	1988	SH	OTHER
PPL CORPORATION COM*	COMMON STOCK	69351T106	393	12562	SH	DEFINED
PRAXAIR INC COM*	COMMON STOCK	74005P104	4730	42405	SH	DEFINED
PRAXAIR INC COM*	COMMON STOCK	74005P104	346	3099	SH	OTHER

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PRICE T ROWE GROUP INC COM	COMMON STOCK	74144T108	2122	28341	SH	DEFINED
PRICE T ROWE GROUP INC COM	COMMON STOCK	74144T108	150	2000	SH	OTHER
PRICELINE.COM INCORPORATED COM	COMMON STOCK	741503403	5943	8636	SH	DEFINED
PRICELINE.COM INCORPORATED COM	COMMON STOCK	741503403	230	334	SH	OTHER
PROCTER & GAMBLE CO COM *	COMMON STOCK	742718109	12977	168406	SH	DEFINED
PROCTER & GAMBLE CO COM *	COMMON STOCK	742718109	2482	32209	SH	OTHER
PROSPERITY BANCSHARES INC COM	COMMON STOCK	743606105	932	19664	SH	DEFINED
PUBLIC SERVICE ENTERPRISE GROU	COMMON STOCK	744573106	208	6066	SH	DEFINED
QUALCOMM INC COM*	COMMON STOCK	747525103	15546	232239	SH	DEFINED
QUALCOMM INC COM*	COMMON STOCK	747525103	1198	17895	SH	OTHER
RAYTHEON CO NEW COM*	COMMON STOCK	755111507	1036	17617	SH	DEFINED
RAYTHEON CO NEW COM*	COMMON STOCK	755111507	129	2190	SH	OTHER
ROCKWELL AUTOMATION INC COM *	COMMON STOCK	773903109	4306	49862	SH	DEFINED
ROCKWELL AUTOMATION INC COM *	COMMON STOCK	773903109	461	5337	SH	OTHER
ROSS STORES INC COM	COMMON STOCK	778296103	18	301	SH	DEFINED

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ROSS STORES INC COM	COMMON STOCK	778296103	485	8000	SH	OTHER
RUSH ENTERPRISES INC CLASS B C	COMMON STOCK	781846308	77702	3797574	SH	DEFINED
SELECT SECTOR SPDR FD - ENERGY	COMMON STOCK	81369Y506	487	6146	SH	DEFINED
SELECT SECTOR SPDR FD - ENERGY	COMMON STOCK	81369Y506	20	250	SH	OTHER
SELECT SECTOR SPDR FD - FINL E	COMMON STOCK	81369Y605	1204	66110	SH	DEFINED
SELECT SECTOR SPDR FD - FINL E	COMMON STOCK	81369Y605	145	7945	SH	OTHER
SELECT SECTOR SPDR FD - INDSTR	COMMON STOCK	81369Y704	242	5800	SH	DEFINED
SELECT SECTOR SPDR FD HLTH CAR	COMMON STOCK	81369Y209	238	5169	SH	DEFINED
SELECT SECTOR SPDR FD HLTH CAR	COMMON STOCK	81369Y209	56	1222	SH	OTHER
SEMPRA ENERGY COM	COMMON STOCK	816851109	117	1461	SH	DEFINED
SEMPRA ENERGY COM	COMMON STOCK	816851109	93	1167	SH	OTHER
SHERWIN-WILLIAMS CO COM	COMMON STOCK	824348106	227	1347	SH	DEFINED
SIGMA-ALDRICH CORP COM	COMMON STOCK	826552101	248	3200	SH	DEFINED
SILICON LABORATORIES INC COM*	COMMON STOCK	826919102	3055	73857	SH	DEFINED
SILICON LABORATORIES INC COM*	COMMON STOCK	826919102	619	14974	SH	OTHER
SIMON PROPERTY GROUP REIT NEW	COMMON STOCK	828806109	229	1443	SH	DEFINED

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SIRIUS XM RADIO INC COM	COMMON STOCK	82967N108	36	11800	SH	DEFINED
SOUTHERN CO COM	COMMON STOCK	842587107	1603	34164	SH	DEFINED
SOUTHERN CO COM	COMMON STOCK	842587107	292	6216	SH	OTHER
SOUTHWEST AIRLINES CO COM*	COMMON STOCK	844741108	2264	167959	SH	DEFINED
SOUTHWEST AIRLINES CO COM*	COMMON STOCK	844741108	1363	101114	SH	OTHER
SPDR BARCLAYS CAPITAL HI YLD B	COMMON STOCK	78464A417	575	13999	SH	DEFINED
SPDR BARCLAYS CAPITAL HI YLD B	COMMON STOCK	78464A417	33	800	SH	OTHER
SPDR DJ WILSHIRE INTL RE ETF*	COMMON STOCK	78463X863	594	13819	SH	DEFINED
SPDR DJ WILSHIRE INTL RE ETF*	COMMON STOCK	78463X863	13	300	SH	OTHER
SPDR DOW JONES REIT ETF*	COMMON STOCK	78464A607	1444	18596	SH	DEFINED
SPDR DOW JONES REIT ETF*	COMMON STOCK	78464A607	23	300	SH	OTHER
SPDR GOLD TRUST ETF*	COMMON STOCK	78463V107	3835	24829	SH	DEFINED
SPDR GOLD TRUST ETF*	COMMON STOCK	78463V107	783	5071	SH	OTHER
SPDR METALS & MINING ETF*	COMMON STOCK	78464A755	290	7179	SH	DEFINED
SPDR NUVEEN BARCLAYS CAP MUN B	COMMON STOCK	78464A458	952	39566	SH	DEFINED
SPDR NUVEEN BARCLAYS SH TM MUN	COMMON STOCK	78464A425	288	11816	SH	DEFINED
SPDR S&P 500 ETF TRUST *	COMMON STOCK	78462F103	3252	20758	SH	DEFINED
SPDR S&P 500 ETF TRUST *	COMMON STOCK	78462F103	4611	29429	SH	OTHER
SPECTRA ENERGY CORP COM*	COMMON STOCK	847560109	3036	98727	SH	DEFINED
SPECTRA ENERGY CORP COM*	COMMON STOCK	847560109	70	2279	SH	OTHER
STANLEY BLACK & DECKER INC COM	COMMON STOCK	854502101	235	2904	SH	OTHER
STAPLES INC COM*	COMMON STOCK	855030102	1182	88058	SH	DEFINED
STAPLES INC COM*	COMMON STOCK	855030102	174	12950	SH	OTHER
STAR SCIENTIFIC INC COM	COMMON STOCK	85517P101	340	205000	SH	DEFINED
STARBUCKS CORP COM*	COMMON STOCK	855244109	13665	239950	SH	DEFINED
STARBUCKS CORP COM*	COMMON STOCK	855244109	682	11969	SH	OTHER
STARWOOD HOTELS & RESORTS COM*	COMMON STOCK	85590A401	257	4032	SH	DEFINED
STARWOOD HOTELS & RESORTS COM*	COMMON STOCK	85590A401	105	1650	SH	OTHER
STRYKER CORP COM *	COMMON STOCK	863667101	5591	85696	SH	DEFINED
STRYKER CORP COM *	COMMON STOCK	863667101	214	3276	SH	OTHER
SUSSER HOLDINGS CORP COM	COMMON STOCK	869233106	315	6170	SH	DEFINED
SYSCO CORP COM*	COMMON STOCK	871829107	619	17613	SH	DEFINED

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SYSCO CORP COM*	COMMON STOCK	871829107	40	1148	SH	OTHER
TARGET CORP COM *	COMMON STOCK	87612E106	1311	19154	SH	DEFINED
TARGET CORP COM *	COMMON STOCK	87612E106	111	1615	SH	OTHER
TEAM INCORPORATED COM	COMMON STOCK	878155100	355	8640	SH	DEFINED
TERADATA CORP COM*	COMMON STOCK	88076W103	2615	44692	SH	DEFINED
TERADATA CORP COM*	COMMON STOCK	88076W103	155	2644	SH	OTHER
TEXAS INSTRUMENTS INC COM *	COMMON STOCK	882508104	1930	54395	SH	DEFINED
TEXAS INSTRUMENTS INC COM *	COMMON STOCK	882508104	535	15065	SH	OTHER
TEXTRON INC COM *	COMMON STOCK	883203101	120	4030	SH	DEFINED
TEXTRON INC COM *	COMMON STOCK	883203101	145	4870	SH	OTHER
THE DOLAN COMPANY COM	COMMON STOCK	25659P402	33	14000	SH	DEFINED
THE HERSHEY COMPANY COM*	COMMON STOCK	427866108	776	8866	SH	DEFINED
THE HERSHEY COMPANY COM*	COMMON STOCK	427866108	63	725	SH	OTHER
TIME WARNER CABLE INC COM*	COMMON STOCK	88732J207	10697	111356	SH	DEFINED
TIME WARNER CABLE INC COM*	COMMON STOCK	88732J207	797	8295	SH	OTHER
TIME WARNER INC COM NEW*	COMMON STOCK	887317303	201	3495	SH	DEFINED
TIME WARNER INC COM NEW*	COMMON STOCK	887317303	196	3402	SH	OTHER
TRACTOR SUPPLY CO COM	COMMON STOCK	892356106	287	2759	SH	DEFINED
TRAVELERS COMPANIES INC COM *	COMMON STOCK	89417E109	2086	24775	SH	DEFINED
TRAVELERS COMPANIES INC COM *	COMMON STOCK	89417E109	221	2625	SH	OTHER
ULTA SALON COSMETICS & FRAG CO	COMMON STOCK	90384S303	3257	40067	SH	DEFINED
ULTA SALON COSMETICS & FRAG CO	COMMON STOCK	90384S303	107	1321	SH	OTHER
UNION PACIFIC CORP COM*	COMMON STOCK	907818108	16015	112455	SH	DEFINED
UNION PACIFIC CORP COM*	COMMON STOCK	907818108	1798	12626	SH	OTHER
UNITED PARCEL SERVICE CLASS B*	COMMON STOCK	911312106	514	5980	SH	DEFINED
UNITED PARCEL SERVICE CLASS B*	COMMON STOCK	911312106	9	100	SH	OTHER
UNITED TECHNOLOGIES CORP COM*	COMMON STOCK	913017109	5753	61571	SH	DEFINED
UNITED TECHNOLOGIES CORP COM*	COMMON STOCK	913017109	543	5811	SH	OTHER
UNITEDHEALTH GROUP INC COM*	COMMON STOCK	91324P102	241	4209	SH	DEFINED
UNITEDHEALTH GROUP INC COM*	COMMON STOCK	91324P102	57	1000	SH	OTHER
US BANCORP DEL NEW COM*	COMMON STOCK	902973304	2376	70035	SH	DEFINED

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US BANCORP DEL NEW COM*	COMMON STOCK	902973304	866	25530	SH	OTHER
UTILITIES SELECT SECTOR SPDR F	COMMON STOCK	81369Y886	4362	111572	SH	DEFINED
UTILITIES SELECT SECTOR SPDR F	COMMON STOCK	81369Y886	978	25002	SH	OTHER
VALERO ENERGY CORP NEW COM*	COMMON STOCK	91913Y100	219	4822	SH	DEFINED
VANGUARD FTSE ALL WORLD EX-US	COMMON STOCK	922042775	713	15373	SH	DEFINED
VANGUARD FTSE ALL WORLD EX-US	COMMON STOCK	922042775	649	14000	SH	OTHER
VANGUARD FTSE EMERGING MARKETS	COMMON STOCK	922042858	901	21008	SH	DEFINED
VANGUARD FTSE EMERGING MARKETS	COMMON STOCK	922042858	32	757	SH	OTHER
VANGUARD FTSE EUROPEAN ETF	COMMON STOCK	922042874	319	6500	SH	DEFINED
VANGUARD GLBL EX-US REAL ESTAT	COMMON STOCK	922042676	746	13000	SH	DEFINED
VANGUARD GROWTH ETF*	COMMON STOCK	922908736	2675	34513	SH	DEFINED
VANGUARD GROWTH ETF*	COMMON STOCK	922908736	174	2251	SH	OTHER
VANGUARD INTERMEDIATE-TERM BON	COMMON STOCK	921937819	232	2640	SH	DEFINED
VANGUARD INTERMEDIATE-TERM COR	COMMON STOCK	92206C870	535	6119	SH	DEFINED
VANGUARD MID CAP ETF*	COMMON STOCK	922908629	373	4016	SH	DEFINED
VANGUARD SHORT-TERM BOND ETF*	COMMON STOCK	921937827	1608	19853	SH	DEFINED
VANGUARD SMALL CAP GROWTH ETF*	COMMON STOCK	922908595	15444	154562	SH	DEFINED
VANGUARD SMALL CAP GROWTH ETF*	COMMON STOCK	922908595	65	655	SH	OTHER

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VANGUARD SMALL CAP VALUE ETF*	COMMON STOCK	922908611	760	9250	SH	DEFINED
VANGUARD SMALL-CAP ETF*	COMMON STOCK	922908751	3356	36821	SH	DEFINED
VANGUARD SMALL-CAP ETF*	COMMON STOCK	922908751	461	5062	SH	OTHER
VANGUARD TOTAL STOCK MARKET ET	COMMON STOCK	922908769	609	7527	SH	DEFINED
VERIZON COMMUNICATIONS COM*	COMMON STOCK	92343V104	8184	166510	SH	DEFINED
VERIZON COMMUNICATIONS COM*	COMMON STOCK	92343V104	2266	46097	SH	OTHER
VISA INC CL A COM*	COMMON STOCK	92826C839	10722	63128	SH	DEFINED
VISA INC CL A COM*	COMMON STOCK	92826C839	2101	12372	SH	OTHER
WAL MART STORES INC COM*	COMMON STOCK	931142103	7251	96897	SH	DEFINED
WAL MART STORES INC COM*	COMMON STOCK	931142103	1626	21724	SH	OTHER
WALGREEN CO COM*	COMMON STOCK	931422109	16097	337600	SH	DEFINED
WALGREEN CO COM*	COMMON STOCK	931422109	1765	37028	SH	OTHER
WASTE MANAGEMENT DEL INC COM*	COMMON STOCK	94106L109	277	7076	SH	DEFINED
WASTE MANAGEMENT DEL INC COM*	COMMON STOCK	94106L109	25	650	SH	OTHER

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WELLS FARGO & CO NEW COM*	COMMON STOCK	949746101	10479	283301	SH	DEFINED
WELLS FARGO & CO NEW COM*	COMMON STOCK	949746101	1440	38922	SH	OTHER
WESTERN UNION CO COM*	COMMON STOCK	959802109	785	52204	SH	DEFINED
WESTERN UNION CO COM*	COMMON STOCK	959802109	6	390	SH	OTHER
WHOLE FOODS MARKET INC COM *	COMMON STOCK	966837106	199	2295	SH	DEFINED
WHOLE FOODS MARKET INC COM *	COMMON STOCK	966837106	9	102	SH	OTHER
WINDSTREAM CORPORATION COM	COMMON STOCK	97381W104	146	18405	SH	DEFINED
WYNDHAM WORLDWIDE CORPORATION	COMMON STOCK	98310W108	2337	36237	SH	DEFINED
YAHOO! INC COM DEL*	COMMON STOCK	984332106	1416	60192	SH	DEFINED
YAHOO! INC COM DEL*	COMMON STOCK	984332106	661	28085	SH	OTHER
YUM! BRANDS INC COM*	COMMON STOCK	988498101	4583	63711	SH	DEFINED
YUM! BRANDS INC COM*	COMMON STOCK	988498101	500	6957	SH	OTHER
3M CO COM*	COMMON STOCK	88579Y101	3681	34621	SH	DEFINED
3M CO COM*	COMMON STOCK	88579Y101	1670	15710	SH	OTHER
ACCENTURE PLC CLASS A*	COMMON STOCK	G1151C101	3491	45954	SH	DEFINED
ACCENTURE PLC CLASS A*	COMMON STOCK	G1151C101	325	4275	SH	OTHER
BAIDU INC SPONS ADR*	COMMON STOCK	056752108	263	3002	SH	DEFINED
BAIDU INC SPONS ADR*	COMMON STOCK	056752108	9	100	SH	OTHER
BCE INC COM*	COMMON STOCK	05534B760	5380	115238	SH	DEFINED
BCE INC COM*	COMMON STOCK	05534B760	479	10256	SH	OTHER
BHP BILLITON LTD-SPON ADR*	COMMON STOCK	088606108	1484	21683	SH	DEFINED
BHP BILLITON LTD-SPON ADR*	COMMON STOCK	088606108	126	1843	SH	OTHER
BP PLC SPONSORED ADR*	COMMON STOCK	055622104	3046	71914	SH	DEFINED
BP PLC SPONSORED ADR*	COMMON STOCK	055622104	313	7396	SH	OTHER
CANADIAN NATIONAL RAILWAY CO C	COMMON STOCK	136375102	363	3618	SH	DEFINED
CANADIAN NATIONAL RAILWAY CO C	COMMON STOCK	136375102	30	300	SH	OTHER
CANADIAN PACIFIC RAILWAY LTD C	COMMON STOCK	13645T100	78	600	SH	DEFINED
CANADIAN PACIFIC RAILWAY LTD C	COMMON STOCK	13645T100	330	2530	SH	OTHER
CENOVUS ENERGY INC COM*	COMMON STOCK	15135U109	414	13362	SH	DEFINED
CENOVUS ENERGY INC COM*	COMMON STOCK	15135U109	14	445	SH	OTHER
COVIDIEN PLC*	COMMON STOCK	G2554F113	8015	118142	SH	DEFINED

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COVIDIEN PLC*	COMMON STOCK	G2554F113	982	14469	SH	OTHER
DIAGEO PLC SPONSORED ADR*	COMMON STOCK	25243Q205	296	2353	SH	DEFINED
DIAGEO PLC SPONSORED ADR*	COMMON STOCK	25243Q205	23	183	SH	OTHER
EATON CORP PLC*	COMMON STOCK	G29183103	2754	44967	SH	DEFINED
EATON CORP PLC*	COMMON STOCK	G29183103	116	1892	SH	OTHER
ECOPETROL SA SPONS ADR*	COMMON STOCK	279158109	494	9057	SH	DEFINED
ELDORADO GOLD CORPORATION	COMMON STOCK	284902103	178	18687	SH	DEFINED
ENSCO PLC CL A*	COMMON STOCK	G3157S106	10270	171160	SH	DEFINED
ENSCO PLC CL A*	COMMON STOCK	G3157S106	360	6004	SH	OTHER
ERICSSON AMERICAN DEPOSITARY S	COMMON STOCK	294821608	8271	656452	SH	DEFINED
ERICSSON AMERICAN DEPOSITARY S	COMMON STOCK	294821608	533	42269	SH	OTHER
GOLDCORP INC COM NEW*	COMMON STOCK	380956409	371	11029	SH	DEFINED
GOLDCORP INC COM NEW*	COMMON STOCK	380956409	24	714	SH	OTHER
HSBC HOLDINGS PLC SPON ADR NEW	COMMON STOCK	404280406	6462	121144	SH	DEFINED
HSBC HOLDINGS PLC SPON ADR NEW	COMMON STOCK	404280406	417	7816	SH	OTHER
INGERSOLL-RAND PLC*	COMMON STOCK	G47791101	346	6284	SH	DEFINED
INVESCO LTD*	COMMON STOCK	G491BT108	4603	158953	SH	DEFINED
INVESCO LTD*	COMMON STOCK	G491BT108	342	11819	SH	OTHER
MICHAEL KORS HLDGS LTD*	COMMON STOCK	G60754101	5366	94484	SH	DEFINED
MICHAEL KORS HLDGS LTD*	COMMON STOCK	G60754101	236	4150	SH	OTHER
NIPPON TELEG & TEL CORP SPONS	COMMON STOCK	654624105	262	12031	SH	DEFINED
NIPPON TELEG & TEL CORP SPONS	COMMON STOCK	654624105	3	130	SH	OTHER
NOKIA CORP SPONSORED ADR*	COMMON STOCK	654902204	132	40148	SH	DEFINED
NOKIA CORP SPONSORED ADR*	COMMON STOCK	654902204	29	8895	SH	OTHER
NOVARTIS AG ADR*	COMMON STOCK	66987V109	15765	221299	SH	DEFINED
NOVARTIS AG ADR*	COMMON STOCK	66987V109	905	12709	SH	OTHER
PENN WEST PETROLEUM LTD	COMMON STOCK	707887105	146	13600	SH	DEFINED
PENN WEST PETROLEUM LTD	COMMON STOCK	707887105	2	200	SH	OTHER
PETROLEO BRASILEIRO SA PETRO A	COMMON STOCK	71654V408	322	19455	SH	DEFINED
PETROLEO BRASILEIRO SA PETRO A	COMMON STOCK	71654V408	15	905	SH	OTHER
POTASH CORP SASK INC COM*	COMMON STOCK	73755L107	1084	27626	SH	DEFINED
POTASH CORP SASK INC COM*	COMMON STOCK	73755L107	95	2410	SH	OTHER

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RIO TINTO PLC SPON ADR*	COMMON STOCK	767204100	8991	190982	SH	DEFINED
RIO TINTO PLC SPON ADR*	COMMON STOCK	767204100	430	9134	SH	OTHER
ROGERS COMMUNICATIONS INC CL B	COMMON STOCK	775109200	233	4556	SH	DEFINED
ROGERS COMMUNICATIONS INC CL B	COMMON STOCK	775109200	107	2100	SH	OTHER
ROWAN COMPANIES PLC	COMMON STOCK	G7665A101	324	9175	SH	DEFINED
ROYAL DUTCH SHELL PLC ADR CL A	COMMON STOCK	780259206	3345	51335	SH	DEFINED
ROYAL DUTCH SHELL PLC ADR CL A	COMMON STOCK	780259206	332	5090	SH	OTHER
ROYAL DUTCH SHELL PLC ADR CL B	COMMON STOCK	780259107	234	3500	SH	DEFINED
SANOFI SPONSORED ADR*	COMMON STOCK	80105N105	130	2546	SH	DEFINED
SANOFI SPONSORED ADR*	COMMON STOCK	80105N105	73	1425	SH	OTHER
SAP AG SPONSORED ADR*	COMMON STOCK	803054204	4435	55060	SH	DEFINED
SAP AG SPONSORED ADR*	COMMON STOCK	803054204	233	2894	SH	OTHER
SCHLUMBERGER LIMITED COM*	COMMON STOCK	806857108	34771	464294	SH	DEFINED
SCHLUMBERGER LIMITED COM*	COMMON STOCK	806857108	2634	35176	SH	OTHER
SEADRILL LTD*	COMMON STOCK	G7945E105	3077	82682	SH	DEFINED
SEADRILL LTD*	COMMON STOCK	G7945E105	109	2918	SH	OTHER
STATOIL ASA - SPONSORED ADR*	COMMON STOCK	85771P102	290	11782	SH	DEFINED
STATOIL ASA - SPONSORED ADR*	COMMON STOCK	85771P102	26	1052	SH	OTHER
SUNCOR ENERGY INC*	COMMON STOCK	867224107	775	25820	SH	DEFINED
SUNCOR ENERGY INC*	COMMON STOCK	867224107	390	13000	SH	OTHER

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SYNGENTA AG ADR*	COMMON STOCK	87160A100	636	7594	SH	DEFINED
SYNGENTA AG ADR*	COMMON STOCK	87160A100	23	276	SH	OTHER
TEVA PHARMACEUTICAL INDS LTD A	COMMON STOCK	881624209	3529	88947	SH	DEFINED
TEVA PHARMACEUTICAL INDS LTD A	COMMON STOCK	881624209	42	1061	SH	OTHER
TOTAL S.A. SPONSORED ADR*	COMMON STOCK	89151E109	7940	165489	SH	DEFINED
TOTAL S.A. SPONSORED ADR*	COMMON STOCK	89151E109	532	11095	SH	OTHER
TRANSOCEAN LTD*	COMMON STOCK	H8817H100	369	7094	SH	DEFINED
ULTRA PETROLEUM CORP	COMMON STOCK	903914109	343	17065	SH	DEFINED
ULTRA PETROLEUM CORP	COMMON STOCK	903914109	281	13970	SH	OTHER
VALIDUS HOLDINGS LTD*	COMMON STOCK	G9319H102	5202	139194	SH	DEFINED
VALIDUS HOLDINGS LTD*	COMMON STOCK	G9319H102	381	10203	SH	OTHER

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VODAFONE GROUP PLC SPON ADR*	COMMON STOCK	92857W209	4862	171214	SH	DEFINED
VODAFONE GROUP PLC SPON ADR*	COMMON STOCK	92857W209	616	21681	SH	OTHER
XL GROUP PLC	COMMON STOCK	G98290102	289	9545	SH	DEFINED
XL GROUP PLC	COMMON STOCK	G98290102	58	1913	SH	OTHER
MORGAN STANLEY INDIA INVESTMEN	OTHER	61745C105	231	13000	SH	DEFINED
NUVEEN PREM INC MUN OPPTY FD I	OTHER	6706D8104	174	12332	SH	DEFINED
NUVEEN PREMIER MUN OPPTY FUND	OTHER	670987106	156	10333	SH	DEFINED
NUVEEN PREMIUM INCOME MUNICIPAL	OTHER	6706K4105	217	15148	SH	DEFINED
BP PRUDHOE BAY ROYALTY TRUST	OTHER	055630107	664	7955	SH	DEFINED
BUCKEYE PARTNERS L P UNIT	OTHER	118230101	454	7428	SH	DEFINED
BUCKEYE PARTNERS L P UNIT	OTHER	118230101	4	59	SH	OTHER
ENBRIDGE ENERGY PARTNERS L P	OTHER	29250R106	612	20290	SH	DEFINED
ENBRIDGE ENERGY PARTNERS L P	OTHER	29250R106	43	1440	SH	OTHER
ENERGY TRANSFER EQUITY LP	OTHER	29273V100	609	10418	SH	DEFINED
ENERGY TRANSFER PARTNERS LP*	OTHER	29273R109	3526	69567	SH	DEFINED
ENERGY TRANSFER PARTNERS LP*	OTHER	29273R109	984	19413	SH	OTHER
ENTERPRISE PRODUCTS PARTNERS L	OTHER	293792107	1860	30849	SH	DEFINED
HOLLY ENERGY PARTNERS L P	OTHER	435763107	996	24840	SH	DEFINED
KINDER MORGAN ENERGY PARTNERS	OTHER	494550106	8932	99497	SH	DEFINED
KINDER MORGAN ENERGY PARTNERS	OTHER	494550106	452	5033	SH	OTHER
KINDER MORGAN MANAGEMENT LLC	OTHER	49455U100	1419	16156	SH	DEFINED
LAZARD LTD CL A COM*	OTHER	G54050102	4885	143117	SH	DEFINED
LAZARD LTD CL A COM*	OTHER	G54050102	393	11529	SH	OTHER
MAGELLAN MIDSTREAM PARTNERS LP	OTHER	559080106	976	18272	SH	DEFINED
MARINE PETROLEUM ROYALTY TRUST	OTHER	568423107	262	18100	SH	DEFINED
NUSTAR ENERGY LP UNIT	OTHER	67058H102	344	6443	SH	DEFINED
ONEOK PARTNERS L P UNIT	OTHER	68268N103	207	3600	SH	DEFINED
ONEOK PARTNERS L P UNIT	OTHER	68268N103	20	350	SH	OTHER
PLAINS ALL AMERICAN PIPELINE L	OTHER	726503105	11760	208211	SH	DEFINED
PLAINS ALL AMERICAN PIPELINE L	OTHER	726503105	1241	21968	SH	OTHER
SABINE ROYALTY TRUST UNITS BEN	OTHER	785688102	2061	44185	SH	DEFINED
SAN JUAN BASIN RTY TR UNIT BEN	OTHER	798241105	441	29120	SH	DEFINED
SUSSER PETROLEUM PARTNERS LP U	OTHER	869239103	608	18700	SH	DEFINED
WESTERN GAS PARTNERS LP	OTHER	958254104	1069	17992	SH	DEFINED

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