

PERSONAL FINANCIAL STATEMENT

FORM PFS COVER SHEET

Filed in accordance with chapter 572 of the Government Code.
For filings required in 2012, covering calendar year ending December 31, 2011. ✓
Use FORM PFS--INSTRUCTION GUIDE when completing this form.

TOTAL NUMBER OF PAGES FILED:
58

ACCOUNT #
0020051

1 NAME

TITLE; FIRST; MI
Representative Thomas R. Craddick
NICKNAME; LAST; SUFFIX
Tom Craddick

2 ADDRESS

ADDRESS / PO BOX; APT / SUITE #; CITY; STATE; ZIP CODE
2 Lakes Drive
Midland, TX 79705
 (CHECK IF FILER'S HOME ADDRESS)

3 TELEPHONE NUMBER

AREA CODE PHONE NUMBER; EXTENSION
(432) 682-3000

4 REASON FOR FILING STATEMENT

- CANDIDATE _____ (INDICATE OFFICE)
- ELECTED OFFICER State Representative-District #82 (INDICATE OFFICE)
- APPOINTED OFFICER _____ (INDICATE AGENCY)
- EXECUTIVE HEAD _____ (INDICATE AGENCY)
- FORMER OR RETIRED JUDGE SITTING BY ASSIGNMENT
- STATE PARTY CHAIR _____ (INDICATE PARTY)
- OTHER _____ (INDICATE POSITION)

5 Family members whose financial activity you are reporting (filer must report information about the financial activity of the filer's spouse or dependent children if the filer had actual control over that activity):

SPOUSE Nadine Nayfa Craddick

DEPENDENT CHILD 1. _____
2. _____
3. _____

OFFICE USE ONLY

Date Received

RECEIVED

MAR 12 2012 mX

Texas Ethics Commission

Receipt #

HD ^{KPM}
3-9-12 Amount

Date Processed **PROCESSED MAR 12 2012**

Date Imaged

In Parts 1 through 18, you will disclose your financial activity during the preceding calendar year. In Parts 1 through 14, you are required to disclose not only your own financial activity, but also that of your spouse or a dependent child if you had actual control over that person's financial activity.

COPY AND ATTACH ADDITIONAL PAGES AS NECESSARY

R 520947

58

SOURCES OF OCCUPATIONAL INCOME

PART 1A

NOT APPLICABLE

When reporting information about a dependent child's activity, indicate the child about whom you are reporting by providing the number under which the child is listed on the Cover Sheet.

1 INFORMATION RELATES TO	<input checked="" type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____
2 EMPLOYMENT <input checked="" type="checkbox"/> EMPLOYED BY ANOTHER <hr style="border-top: 1px dotted black;"/> <input type="checkbox"/> SELF-EMPLOYED	NAME AND ADDRESS OF EMPLOYER / POSITION HELD <input type="checkbox"/> (Check If Filer's Home Address) Texas House of Representatives 105 W. 15th Street Austin, TX 78701--State Representative-District #82 Mustang Mud 500 W. Texas, Suite 880 Midland, TX 79701-Sales Representative <hr style="border-top: 1px dotted black;"/> NATURE OF OCCUPATION
INFORMATION RELATES TO	<input type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____
EMPLOYMENT <input type="checkbox"/> EMPLOYED BY ANOTHER <hr style="border-top: 1px dotted black;"/> <input type="checkbox"/> SELF-EMPLOYED	NAME AND ADDRESS OF EMPLOYER / POSITION HELD <input type="checkbox"/> (Check If Filer's Home Address) <hr style="border-top: 1px dotted black;"/> NATURE OF OCCUPATION
INFORMATION RELATES TO	<input type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____
EMPLOYMENT <input type="checkbox"/> EMPLOYED BY ANOTHER <hr style="border-top: 1px dotted black;"/> <input type="checkbox"/> SELF-EMPLOYED	NAME AND ADDRESS OF EMPLOYER / POSITION HELD <input type="checkbox"/> (Check If Filer's Home Address) <hr style="border-top: 1px dotted black;"/> NATURE OF OCCUPATION

COPY AND ATTACH ADDITIONAL PAGES AS NECESSARY

FINANCIAL STATEMENT EXHIBITS
THOMAS RUSSELL CRADDICK
December 31, 2011

EXHIBIT -- SOURCES OF OCCUPATIONAL INCOME PART 1A

CRADDICK, THOMAS R. (FILER)

NAME AND ADDRESS OF EMPLOYER/
POSITION HELD

CRADDICK PROPERTIES
2 LAKES DRIVE
MIDLAND, TX 79705
SOLE PROPRIETOR

NAME AND ADDRESS OF EMPLOYER/
POSITION HELD

CRADDICK, INC.
2 LAKES DRIVE
MIDLAND, TX 79705
PRESIDENT

NAME AND ADDRESS OF EMPLOYER/
POSITION HELD

MEXCO ENERGY CORP.
P. O. BOX 10502
MIDLAND, TX 79702
DIRECTOR
(BOARD MEMBER NON-EMPLOYEE COMPENSATION)

NAME AND ADDRESS OF EMPLOYER/
POSITION HELD

NEWPARK DRILLING FLUIDS, LLC
16340 PARK TEN PLACE, SUITE 150
HOUSTON, TX 77084
(NON-EMPLOYEE COMPENSATION—COMMISSION)

RETAINERS

PART 1B

NOT APPLICABLE

This section concerns fees received as a retainer by you, your spouse, or a dependent child (or by a business in which you, your spouse, or a dependent child have a "substantial interest") for a claim on future services in case of need, rather than for services on a matter specified at the time of contracting for or receiving the fee. Report information here only if the value of the work actually performed during the calendar year did not equal or exceed the value of the retainer. For more information, see FORM PFS--INSTRUCTION GUIDE.

When reporting information about a dependent child's activity, indicate the child about whom you are reporting by providing the number under which the child is listed on the Cover Sheet.

1 FEE RECEIVED FROM	NAME AND ADDRESS
2 FEE RECEIVED BY	NAME OF BUSINESS <input type="checkbox"/> FILER OR FILER'S BUSINESS _____ <input type="checkbox"/> SPOUSE OR SPOUSE'S BUSINESS _____ <input type="checkbox"/> DEPENDENT CHILD _____ OR CHILD'S BUSINESS _____
3 FEE AMOUNT	<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE

FEE RECEIVED FROM	NAME AND ADDRESS
FEE RECEIVED BY	NAME OF BUSINESS <input type="checkbox"/> FILER OR FILER'S BUSINESS _____ <input type="checkbox"/> SPOUSE OR SPOUSE'S BUSINESS _____ <input type="checkbox"/> DEPENDENT CHILD _____ OR CHILD'S BUSINESS _____
FEE AMOUNT	<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE

COPY AND ATTACH ADDITIONAL PAGES AS NECESSARY

STOCK

PART 2

NOT APPLICABLE

List each business entity in which you, your spouse, or a dependent child held or acquired stock during the calendar year and indicate the category of the number of shares held or acquired. If some or all of the stock was sold, also indicate the category of the amount of the net gain or loss realized from the sale. For more information, see FORM PFS--INSTRUCTION GUIDE.

When reporting information about a dependent child's activity, indicate the child about whom you are reporting by providing the number under which the child is listed on the Cover Sheet.

1 BUSINESS ENTITY		SEE EXHIBIT-STOCK-PART 2				NAME	
2 STOCK HELD OR ACQUIRED BY		<input type="checkbox"/> FILER	<input type="checkbox"/> SPOUSE	<input type="checkbox"/> DEPENDENT CHILD _____			
3 NUMBER OF SHARES		<input type="checkbox"/> LESS THAN 100	<input type="checkbox"/> 100 TO 499	<input type="checkbox"/> 500 TO 999	<input type="checkbox"/> 1,000 TO 4,999		
		<input type="checkbox"/> 5,000 TO 9,999	<input type="checkbox"/> 10,000 OR MORE				
4 IF SOLD		<input type="checkbox"/> NET GAIN	<input type="checkbox"/> LESS THAN \$5,000	<input type="checkbox"/> \$5,000--\$9,999	<input type="checkbox"/> \$10,000--\$24,999	<input type="checkbox"/> \$25,000--OR MORE	
		<input type="checkbox"/> NET LOSS					
BUSINESS ENTITY		NAME					
STOCK HELD OR ACQUIRED BY		<input type="checkbox"/> FILER	<input type="checkbox"/> SPOUSE	<input type="checkbox"/> DEPENDENT CHILD _____			
NUMBER OF SHARES		<input type="checkbox"/> LESS THAN 100	<input type="checkbox"/> 100 TO 499	<input type="checkbox"/> 500 TO 999	<input type="checkbox"/> 1,000 TO 4,999		
		<input type="checkbox"/> 5,000 TO 9,999	<input type="checkbox"/> 10,000 OR MORE				
IF SOLD		<input type="checkbox"/> NET GAIN	<input type="checkbox"/> LESS THAN \$5,000	<input type="checkbox"/> \$5,000--\$9,999	<input type="checkbox"/> \$10,000--\$24,999	<input type="checkbox"/> \$25,000--OR MORE	
		<input type="checkbox"/> NET LOSS					
BUSINESS ENTITY		NAME					
STOCK HELD OR ACQUIRED BY		<input type="checkbox"/> FILER	<input type="checkbox"/> SPOUSE	<input type="checkbox"/> DEPENDENT CHILD _____			
NUMBER OF SHARES		<input type="checkbox"/> LESS THAN 100	<input type="checkbox"/> 100 TO 499	<input type="checkbox"/> 500 TO 999	<input type="checkbox"/> 1,000 TO 4,999		
		<input type="checkbox"/> 5,000 TO 9,999	<input type="checkbox"/> 10,000 OR MORE				
IF SOLD		<input type="checkbox"/> NET GAIN	<input type="checkbox"/> LESS THAN \$5,000	<input type="checkbox"/> \$5,000--\$9,999	<input type="checkbox"/> \$10,000--\$24,999	<input type="checkbox"/> \$25,000--OR MORE	
		<input type="checkbox"/> NET LOSS					
BUSINESS ENTITY		NAME					
STOCK HELD OR ACQUIRED BY		<input type="checkbox"/> FILER	<input type="checkbox"/> SPOUSE	<input type="checkbox"/> DEPENDENT CHILD _____			
NUMBER OF SHARES		<input type="checkbox"/> LESS THAN 100	<input type="checkbox"/> 100 TO 499	<input type="checkbox"/> 500 TO 999	<input type="checkbox"/> 1,000 TO 4,999		
		<input type="checkbox"/> 5,000 TO 9,999	<input type="checkbox"/> 10,000 OR MORE				
IF SOLD		<input type="checkbox"/> NET GAIN	<input type="checkbox"/> LESS THAN \$5,000	<input type="checkbox"/> \$5,000--\$9,999	<input type="checkbox"/> \$10,000--\$24,999	<input type="checkbox"/> \$25,000--OR MORE	
		<input type="checkbox"/> NET LOSS					
BUSINESS ENTITY		NAME					
STOCK HELD OR ACQUIRED BY		<input type="checkbox"/> FILER	<input type="checkbox"/> SPOUSE	<input type="checkbox"/> DEPENDENT CHILD _____			
NUMBER OF SHARES		<input type="checkbox"/> LESS THAN 100	<input type="checkbox"/> 100 TO 499	<input type="checkbox"/> 500 TO 999	<input type="checkbox"/> 1,000 TO 4,999		
		<input type="checkbox"/> 5,000 TO 9,999	<input type="checkbox"/> 10,000 OR MORE				
IF SOLD		<input type="checkbox"/> NET GAIN	<input type="checkbox"/> LESS THAN \$5,000	<input type="checkbox"/> \$5,000--\$9,999	<input type="checkbox"/> \$10,000--\$24,999	<input type="checkbox"/> \$25,000--OR MORE	
		<input type="checkbox"/> NET LOSS					

COPY AND ATTACH ADDITIONAL PAGES AS NECESSARY

CRADDICK, THOMAS RUSSELL
 FINANCIAL STATEMENT
 December 31, 2011

EXHIBIT 2-STOCKS

NAME OF BUSINESS ENTITY	HELD/ ACQUIRED BY	# OF SHARES	IF SOLD:	
			NET GAIN	NET LOSS AMOUNT
AMERICAN GENERAL LIFE	FILER	100-499		
AOL	FILER & SPOUSE	<100		
CAMPBELL SOUP COMPANY	FILER & SPOUSE	100-499		
CELL THERAPEUTICS INC.	FILER & SPOUSE	<100		
CHEVRON CORPORATION	FILER	1000-4999		
CONOCEPHILLIPS	FILER & SPOUSE	1000-4999		
CRADDICK, INC.	FILER	5000-9999		
ESCROW HENLEY LTD PARTNERSHIP	FILER	100-499		
EXXONMOBIL	FILER	500-999		
FRONTIER OIL CORPORATION	FILER	100-499		
GENERAL ELECTRIC COMPANY	FILER & SPOUSE	500-999		
GUARANTY FINL GROUP INC	FILER & SPOUSE	1000-4999		
HERITAGE BANCORP, INC.	FILER	5000-9999		
JUPITER MEDIA METRIX INC	FILER	100-499		
KINDER MORGAN ENERGY PTNRS	FILER & SPOUSE	1000-4999		
LEXINGTON REALTY TRUST	FILER	10000+		
MCDONALDS CORP.	FILER & SPOUSE	100-499		
MEXCO ENERGY CORPORATION	FILER & SPOUSE	10000+		
MIDLAND PETROLEUM CLUB	FILER	<100		
NUSTAR ENERGY LP	FILER & SPOUSE	500-999		
REPOS THERATEUTICS INCORPORATED	FILER & SPOUSE	100-499	X	10000-24999
TIME WARNER CABLE INC.	FILER & SPOUSE	<100		
TIME WARNER INC NEW	FILER & SPOUSE	100-499		
BANK OF RIVER OAKS	SPOUSE	1000-4999		
HERITAGE BANKCORP, INC.	PARTNERSHIP	5000-9999		
AOL, INC	RETIREMENT TRUST	<100		
A T & T		1000-4999		
CAMPBELL SOUP CO.	RETIREMENT TRUST	100-499		
CELL THERAPEUTICS INC	RETIREMENT TRUST	<100	X	<5000
CHICOS FAS INCORPORATED	RETIREMENT TRUST	500-999		
DAVIS NY VENTURE	RETIREMENT ACCT	1000-4999		
DELL (COMPUTER) INC.	RETIREMENT TRUST	1000-4999		
FAIRPOINT COMMUNICATIONS INC	RETIREMENT TRUST	<100		
FRONTIER COMMUNICATIONS CORP	RETIREMENT TRUST	100-499		
GENERAL ELECTRIC CO.	RETIREMENT TRUST	1000-4999		
INTEL CORPORATION	RETIREMENT TRUST	1000-4999		
MCDONALDS CORP.	RETIREMENT TRUST	500-999		
REPOS THERAPEUTICS	RETIREMENT TRUST	100-499		
SOUTHWEST AIRLINES	RETIREMENT TRUST	1000-4999		
TIME WARNER CABLE INC	RETIREMENT TRUST	<100		
TIME WARNER INC NEW	RETIREMENT TRUST	100-499		
TRC COMPANIES	RETIREMENT TRUST	100-499		
UNION DENTAL HLDGS	RETIREMENT TRUST	10,000+		
VERIZON COMMUNICATIONS INC	RETIREMENT TRUST	500-999		

CRADDICK, THOMAS RUSSELL
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EXHIBIT 2A-STOCKS

NAME OF BUSINESS ENTITY	HELD/ACQUIRED BY	# OF SHARES	IF SOLD:		NET LOSS AMOUNT
			NET GAIN	NET	
FOLLOWING STOCKS - INSIGHT CAPITAL RESEARCH & MANAGEMENT, INC. PORTFOLIO					
3D SYSTEMS CORP	FILER & SPOUSE	<100		X	<5000
51JOB, INC.	FILER & SPOUSE	100-499	X		<5000
ACACIA RESEARCH CORP	FILER & SPOUSE	100-499		X	<5000
ACCRETIVE HEALTH INC.	FILER & SPOUSE	100-499		X	<5000
ACME PACKET, INC.	FILER & SPOUSE	<100	X		<5000
ADVANCED AUTO PARTS	FILER & SPOUSE	<100		X	<5000
AKORN INC	FILER & SPOUSE	500-999			
ALEXION PHARMA INC.	FILER & SPOUSE	100-499			
AMAZON.COM INC	FILER & SPOUSE	<100			
AMERCO	FILER & SPOUSE	<100		X	<5000
AMERIGROUP CORP	FILER & SPOUSE	<100	X		<5000
APPLE INC	FILER & SPOUSE	<100	X		<5000
APPLE INC	FILER & SPOUSE	<100			
ARUBA NETWORKS, INC.	FILER & SPOUSE	100-499	X		<5000
ATMEL COPR	FILER & SPOUSE	500-999	X		5000-9999
BAIDU INC	FILER & SPOUSE	<100		X	<5000
BROADSOFT INC.	FILER & SPOUSE	<100		X	<5000
BUFFALO WILD WINGS INC.	FILER & SPOUSE	100-499			
CABOT OIL & GAS CORP	FILER & SPOUSE	100-499		X	<5000
CABOT OIL & GAS CORP	FILER & SPOUSE	<100			
CARBO CERAMICS INC	FILER & SPOUSE	<100		X	<5000
CARBO CERAMICS INC	FILER & SPOUSE	<100			
CARDTRONICS INC.	FILER & SPOUSE	100-499			
CARPENTER TECHNOLOGY	FILER & SPOUSE	<100			
CASH AMERICA INTL INC	FILER & SPOUSE	100-499		X	<5000
CATERPILLAR INC.	FILER & SPOUSE	<100	X		<5000
CBS INC	FILER & SPOUSE	100-499		X	<5000
CF INDS HLDGS INC.	FILER & SPOUSE	<100	X		<5000
CITIGROUP INC	FILER & SPOUSE	100-499		X	<5000
CLEAN HARBORS INC	FILER & SPOUSE	100-499			
COHERENT INC	FILER & SPOUSE	100-499		X	<5000
COLFAX CORP COMMON	FILER & SPOUSE	100-499			
COMPLETE PRODUCTION SVCS	FILER & SPOUSE	100-499		X	<5000
CROCS INC	FILER & SPOUSE	100-499		X	<5000
CSX CORP	FILER & SPOUSE	100-499	X		<5000
CVR ENERGY INC	FILER & SPOUSE	100-499	X		<5000
COOPER COS INC	FILER & SPOUSE	<100	X		<5000
CUBIST PHARMACEUTICALS	FILER & SPOUSE	100-499			
CYMER, INC.	FILER & SPOUSE	<100		X	<5000
DECKERS OUTDOOR CORP	FILER & SPOUSE	<100	X		<5000
ELECTRONIC ARTS	FILER & SPOUSE	100-499		X	<5000
ENDURANCE SPECIALTY HLDGS LTD	FILER & SPOUSE	100-499		X	<5000

CRADDICK, THOMAS RUSSELL
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EXHIBIT 2A-STOCKS

NAME OF BUSINESS ENTITY	HELD/ACQUIRED BY	# OF SHARES	IF SOLD:		NET LOSS AMOUNT
			NET GAIN	NET	
FOLLOWING STOCKS - INSIGHT CAPITAL RESEARCH & MANAGEMENT, INC. PORTFOLIO					
EZCORP INC CL A	FILER & SPOUSE	100-499	X		<5000
FEI COMPANY	FILER & SPOUSE	100-499		X	<5000
FINISAR CORP	FILER & SPOUSE	100-499	X		<5000
FORTINET INC	FILER & SPOUSE	100-499	X		<5000
FUSION-I0, INC	FILER & SPOUSE	100-499			
GOLAR LNG LTD	FILER & SPOUSE	100-499			
GOOGLE INC	FILER & SPOUSE	<100		X	<5000
GOOGLE INC	FILER & SPOUSE	<100			
GRAINGER WW INC	FILER & SPOUSE	<100			
GREEN MOUNTAIN COFFEE ROAST GROUP 1 AUTOMOTIVE INC COM	FILER & SPOUSE	<100		X	<5000.
HALOZYME THERAPEUTICS INC	FILER & SPOUSE	100-499			
HERBALIFE LTD	FILER & SPOUSE	500-999	X		5000-9999
HHGREGG INC	FILER & SPOUSE	100-499			
HILL ROM HLDGS INC.	FILER & SPOUSE	500-999		X	<5000
HOLLYFRONTIER CORP	FILER & SPOUSE	<100	X		<5000
HOME DEPOT INC	FILER & SPOUSE	100-499			
HOME PPYS N Y INC	FILER & SPOUSE	<100		X	<5000
HORNBECK OFFSHORE	FILER & SPOUSE	100-499			
HUNTSMAN CORP	FILER & SPOUSE	100-499	X		<5000
HUNTSMAN CORP	FILER & SPOUSE	100-499		X	<5000
INFORMATICA CORP	FILER & SPOUSE	100-499	X		<5000
INHIBITEX INC COM	FILER & SPOUSE	500-999			
INTERNATIONAL BUSINESS MACHINES	FILER & SPOUSE	<100			
INTERNATIONAL COAL GROUP INC	FILER & SPOUSE	500-999	X		<5000
INTUITIVE SURGICAL INC	FILER & SPOUSE	<100			
IPG PHOTONICS CORP	FILER & SPOUSE	100-499	X		<5000
JAZZ PHARMACEUTICALS	FILER & SPOUSE	100-499			
JDS UNIPHASE	FILER & SPOUSE	100-499		X	<5000
KEY ENERGY SVCS INC	FILER & SPOUSE	100-499		X	<5000
LENNAR CORP	FILER & SPOUSE	100-499			
LOGMEIN INC.	FILER & SPOUSE	100-499	X		<5000
LULULEMON ATHLETICA INC	FILER & SPOUSE	100-499	X		<5000
MACY'S INC	FILER & SPOUSE	100-499			
MAKO SURGICAL CORP	FILER & SPOUSE	100-499		X	<5000
MAXIM INTEGRATED PRODS, INC.	FILER & SPOUSE	100-499		X	<5000
MEDIVATION, INC	FILER & SPOUSE	100-499	X		<5000
MEDIVATION, INC	FILER & SPOUSE	<100			
MELLANOX TECHNOLOGIES LTD	FILER & SPOUSE	100-499		X	<5000
METROPCS COMM	FILER & SPOUSE	500-999	X		<5000
MOTRICITY INC	FILER & SPOUSE	100-499		X	<5000
NCR	FILER & SPOUSE	500-999		X	<5000

SPLIT 2/1

CRADDICK, THOMAS RUSSELL
 FINANCIAL STATEMENT
 December 31, 2011

EXHIBIT 2A-STOCKS

NAME OF BUSINESS ENTITY	HELD/ACQUIRED BY	# OF SHARES	IF SOLD:		NET LOSS AMOUNT
			NET GAIN	NET	
FOLLOWING STOCKS - INSIGHT CAPITAL RESEARCH & MANAGEMENT, INC. PORTFOLIO					
NETFLIX INC	FILER & SPOUSE	<100	X		<5000
NORDSON CORP	FILER & SPOUSE	100-499		X	<5000
NORTHERN OIL & GAS INC	FILER & SPOUSE	100-499	X		<5000
NXP SEMICONDUCTORS N V COM	FILER & SPOUSE	100-499		X	<5000
OPENTABLE INC	FILER & SPOUSE	100-499	X		<5000
PAN AMERICAN SILVER CORP	FILER & SPOUSE	100-499		X	<5000
PATRIOT COAL CORP.	FILER & SPOUSE	100-499	X		<5000
PHARMACYCLICS ING	FILER & SPOUSE	100-499	X		<5000
PHARMACYCLICS ING	FILER & SPOUSE	100-499			
PHARMASSET INC	FILER & SPOUSE	<100	X		10000-24999
PIONEER DRILLING CO	FILER & SPOUSE	100-499		X	<5000
POLAIRS INDUSTRIES	FILER & SPOUSE	100-499	X		<5000
POLYPORE INTL INC	FILER & SPOUSE	100-499		X	<5000
QUESTCOR PHARM INC	FILER & SPOUSE	100-499	X		<5000
QUESTCOR PHARM INC	FILER & SPOUSE	<100			
RED ROBIN BURGERS	FILER & SPOUSE	100-499		X	<5000
REX ENERGY CORP	FILER & SPOUSE	100-499			
RIVERBED TECH INC	FILER & SPOUSE	100-499	X		<5000
ROBBINS & MYERS INC	FILER & SPOUSE	100-499	X		<5000
ROSS STORES	FILER & SPOUSE	100-499			
RSC HOLDINGS INC	FILER & SPOUSE	100-499		X	<5000
SXC HEALTH SOLUTIONS	FILER & SPOUSE	100-499	X		<5000
SALLY BEAUTY HOLDINGS INC	FILER & SPOUSE	100-499			
SANDISK CORPORATION	FILER & SPOUSE	100-499			
SAUER-DANFOSS INC.	FILER & SPOUSE	100-499	X		5000-9999
SHUTTERFLY INC	FILER & SPOUSE	100-499		X	<5000
SILICON MOTION TECH	FILER & SPOUSE	100-499			
SINA COM	FILER & SPOUSE	<100		X	<5000
SKYWORKS SOLUTIONS INC.	FILER & SPOUSE	100-499	X		<5000
SODASTREAM INTL LTD	FILER & SPOUSE	<100		X	<5000
SOHU COM INC.	FILER & SPOUSE	<100		X	<5000
SOLAR WINDS INC	FILER & SPOUSE	100-499	X		<5000
SPREADTRUM COMM AD	FILER & SPOUSE	100-499			
TIBCO SOFTWARE INC	FILER & SPOUSE	100-499	X		<5000
TIBCO SOFTWARE INC	FILER & SPOUSE	100-499		X	<5000
TRW AUTOMOTIVE HLDGS	FILER & SPOUSE	100-499	X		<5000
TEMPUR PEDIC INTL INC	FILER & SPOUSE	100-499		X	<5000
TENNECO AUTOMOTIVE INC	FILER & SPOUSE	100-499	X		<5000
TRACTOR SUPPLY CO	FILER & SPOUSE	<100			
TRAVELZOO INC	FILER & SPOUSE	<100		X	<5000
TRINITY IND DELAWARE	FILER & SPOUSE	100-499		X	<5000
TRIUMPH GROUP INC	FILER & SPOUSE	100-499			

CRADDICK, THOMAS RUSSELL
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EXHIBIT 2A-STOCKS

NAME OF BUSINESS ENTITY	HELD/ACQUIRED BY	# OF SHARES	IF SOLD:		NET LOSS AMOUNT
			NET GAIN	NET LOSS	
FOLLOWING STOCKS - INSIGHT CAPITAL RESEARCH & MANAGEMENT, INC. PORTFOLIO					
ULTA SALON COSM & FRAG	FILER & SPOUSE	100-499	X		5000-9999
UNDER ARMOUR INC	FILER & SPOUSE	100-499	X		<5000
UNITED RENTALS	FILER & SPOUSE	100-499		X	<5000
UNITED RENTALS	FILER & SPOUSE	100-499			
UNIVERSAL DISPLAY CORP	FILER & SPOUSE	100-499		X	<5000
UNIVERSAL DISPLAY CORP	FILER & SPOUSE	100-499			
VERIFONE HLDGS INC	FILER & SPOUSE	100-499	X		<5000
VF COPR	FILER & SPOUSE	<100			
VIROPHARMA INC	FILER & SPOUSE	100-499			
VMWARE INC	FILER & SPOUSE	<100		X	<5000
WABCO HOLDINGS INC	FILER & SPOUSE	100-499		X	<5000
WALTER ENERGY INC	FILER & SPOUSE	<100	X		<5000
WEIGHT WATCHERS INTL INC	FILER & SPOUSE	100-499	X		<5000
WELLCARE GROUP INC	FILER & SPOUSE	100-499	X		<5000
WESTLAKE CHEM CORP	FILER & SPOUSE	<100		X	<5000

BONDS, NOTES & OTHER COMMERCIAL PAPER

PART 3

NOT APPLICABLE

List all bonds, notes, and other commercial paper held or acquired by you, your spouse, or a dependent child during the calendar year. If sold, indicate the category of the amount of the net gain or loss realized from the sale. For more information, see FORM PFS--INSTRUCTION GUIDE.

When reporting information about a dependent child's activity, indicate the child about whom you are reporting by providing the number under which the child is listed on the Cover Sheet.

¹ DESCRIPTION OF INSTRUMENT	SEE EXHIBIT-BONDS, NOTES & OTHER COMMERCIAL PAPER-PART 3
² HELD OR ACQUIRED BY	<input type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____
³ IF SOLD <input type="checkbox"/> NET GAIN <input type="checkbox"/> NET LOSS	<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE

DESCRIPTION OF INSTRUMENT	
HELD OR ACQUIRED BY	<input type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____
IF SOLD <input type="checkbox"/> NET GAIN <input type="checkbox"/> NET LOSS	<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE

DESCRIPTION OF INSTRUMENT	
HELD OR ACQUIRED BY	<input type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____
IF SOLD <input type="checkbox"/> NET GAIN <input type="checkbox"/> NET LOSS	<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE

COPY AND ATTACH ADDITIONAL PAGES AS NECESSARY

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EXHIBIT 3-- BONDS, NOTES, COMMERCIAL PAPER PART 3

SAVINGS BONDS - SERIES E & EE HELD BY FILER

PURCHASE DATE	DENOMINATION	SERIAL NUMBER	MATURITY DATE
March 1, 1973	100	C1010175358E	March 1, 1998
June 1, 1978	100	C2050223236E	June 1, 2003
July 1, 1978	100	C2050223345E	July 1, 2003
	50	L2124797463E	
August 1, 1978	100	C2050223499E	August 1, 2003
	50	L2124797747E	
September 1, 1978	100	C2050223678E	September 1, 2003
	50	L2124797987E	
October 1, 1978	100	C2050223756E	October 1, 2003
	50	L2087164724E	
November 1, 1978	100	C2050223853E	November 1, 2003
	50	L2087164882E	
January 1, 1979	100	C2050224004E	January 1, 2004
	50	L2134814503E	
	100	C2050224076E	
	50	L2134814701E	
March 1, 1979	100	C2050224326E	March 1, 2004
	50	L2158015583E	
April 1, 1979	100	C2050224417E	April 1, 2004
	50	L2158015762E	
March 1, 1979	100	C2050224227E	March 1, 2004
	50	L2141248914E	
September 1, 1988	100	C156197671EE	September 1, 2000
October 1, 1988	100	C177490072EE	October 1, 2000
November 1, 1988	100	C177490360EE	November 1, 2000
December 1, 1988	100	C177490594EE	December 1, 2000
January 1, 1989	100	C177491032EE	January 1, 2001
February 1, 1989	100	C190550034EE	February 1, 2001
March 1, 1989	100	C190550289EE	March 1, 2001
April 1, 1989	100	C190550664EE	April 1, 2001
May 1, 1989	100	C190550856EE	May 1, 2001
June 1, 1989	100	C190551100EE	June 1, 2001
July 1, 1989	100	C190551443EE	July 1, 2001
August 1, 1989	100	C190551694EE	August 1, 2001
September 1, 1989	100	C190552028EE	September 1, 2001
October 1, 1989	100	C190552293EE	October 1, 2001
November 1, 1989	100	C190552583EE	November 1, 2001
December 1, 1989	100	C190552970EE	December 1, 2001
January 1, 1990	100	C190553208EE	January 1, 2002
February 1, 1990	100	C190553533EE	February 1, 2002
March 1, 1990	100	C190553939EE	March 1, 2002
April 1, 1990	100	C190554294EE	April 1, 2002

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PURCHASE DATE	DENOMINATION	SERIAL NUMBER	MATURITY DATE
May 1, 1990	100	C190554561EE	May 1, 2002
June 1, 1990	100	C249694797EE	June 1, 2002
July 1, 1990	100	C250244403EE	July 1, 2002
August 1, 1990	100	C237941065EE	August 1, 2002
September 1, 1990	100	C237938933EE	September 1, 2002
October 1, 1990	100	C250859193EE	October 1, 2002
November 1, 1990	100	C252013058EE	November 1, 2002
December 1, 1990	100	C269029848EE	December 1, 2002
January 1, 1991	100	C269223519EE	January 1, 2003
February 1, 1991	100	C269609176EE	February 1, 2003
March 1, 1991	100	C269609762EE	March 1, 2003
April 1, 1991	100	C270538447EE	April 1, 2003
May 1, 1991	100	C270538941EE	May 1, 2003
June 1, 1991	100	C250840655EE	June 1, 2003
July 1, 1991	100	C271813285EE	July 1, 2003
August 1, 1991	100	C271813914EE	August 1, 2003
September 1, 1991	100	C319295674EE	September 1, 2003
October 1, 1991	100	C319841622EE	October 1, 2003
November 1, 1991	100	C320298270EE	November 1, 2003
December 1, 1991	100	C320299086EE	December 1, 2003
January 1, 1992	100	C320299823EE	January 1, 2004
February 1, 1992	100	C320717236EE	February 1, 2004
March 1, 1992	100	C320717443EE	March 1, 2004
April 1, 1992	100	C321447384EE	April 1, 2004
May 1, 1992	100	C321448029EE	May 1, 2004
June 1, 1992	100	C321889015EE	June 1, 2004
July 1, 1992	100	C321889658EE	July 1, 2004
August 1, 1992	100	C321890285EE	August 1, 2004
September 1, 1992	100	C379534524EE	September 1, 2004
October 1, 1992	100	C379534940EE	October 1, 2004
November 1, 1992	100	C379704076EE	November 1, 2004
DECEMBER (THIS BOND WAS NOT ACTUALLY PURCHASED UNTIL FEB. 8, 1993 DUE TO A CHANGE OF HANDLING WITH THE STATE PAYROLL OFFICE)			
January 1, 1993	100	C393053922EE	January 1, 2005
February 1, 1993	100	C393158287EE	February 1, 2005
March 1, 1993	100	C403685814EE	March 1, 2011
April 1, 1993	100	C440576776EE	April 1, 2011
May 1, 1993	100	C409922172EE	May 1, 2011
June 1, 1993	100	C423653084EE	June 1, 2011
July 1, 1993	100	C426745779EE	July 1, 2011
August 1, 1993	100	C430376592EE	August 1, 2011
September 1, 1993	100	C437677741EE	September 1, 2011

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PURCHASE DATE	DENOMINATION	SERIAL NUMBER	MATURITY DATE
October 1, 1993	100	C440593967EE	October 1, 2011
November 1, 1993	100	C448617259EE	November 1, 2011
December 1, 1993	100	C451916776EE	December 1, 2011
January 1, 1994	100	C452851548EE	January 1, 2012
February 1, 1994	100	C453055881EE	February 1, 2012
March 1, 1994	100	C453282267EE	March 1, 2012
April 1, 1994	100	C453939065EE	April 1, 2012
May 1, 1994	100	C454729858EE	May 1, 2012
June 1, 1994	100	C455115294EE	June 1, 2012
July 1, 1994	100	C455881739EE	July 1, 2012
August 1, 1994	100	C477891483EE	August 1, 2012
September 1, 1994	100	C491394808EE	September 1, 2012
October 1, 1994	100	C492145701EE	October 1, 2012
November 1, 1994	100	C501286850EE	November 1, 2012
December 1, 1994	100	C503144470EE	December 1, 2012
January 1, 1995	100	C507280014EE	January 1, 2013
	50	L533425609EE	January 1, 2013
February 1, 1995	100	C507841526EE	February 1, 2013
March 1, 1995	100	C517413950EE	March 1, 2013
April 1, 1995	100	C518796534EE	April 1, 2013
May 1, 1995	100	C519523814EE	May 1, 2012
June 1, 1995	100	C523852187EE	June 1, 2012
July 1, 1995	100	C527994080EE	July 1, 2012
August 1, 1995	100	C533595369EE	August 1, 2012
September 1, 1995	100	C534247727EE	September 1, 2012
October 1, 1995	100	C542462494EE	October 1, 2012
November 1, 1995	100	C541702996EE	November 1, 2012
December 1, 1995	100	C546794599EE	December 1, 2012
January 1, 1996	100	C551084560EE	January 1, 2013
February 1, 1996	100	C555049557EE	February 1, 2013
March 1, 1996	100	C558723813EE	March 1, 2013
April 1, 1996	100	C5563721412EE	April 1, 2013
May 1, 1996	100	C566126472EE	May 1, 2013
June 1, 1996	100	C569947497EE	June 1, 2013
July 1, 1996	100	C574025795EE	July 1, 2013
August 1, 1996	100	C575840931EE	August 1, 2013
September 1, 1996	100	C578112805EE	September 1, 2013
October 1, 1996	100	C581001873EE	October 1, 2013
November 1, 1996	100	C586127997EE	November 1, 2013
December 1, 1996	100	C590771558EE	December 1, 2013
January 1, 1997	100	C591904257EE	January 1, 2014
February 1, 1997	100	C596484322EE	February 1, 2014

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PURCHASE DATE	DENOMINATION	SERIAL NUMBER	MATURITY DATE
March 1, 1997	100	C601369479EE	March 1, 2014
April 1, 1997	100	C607431270EE	April 1, 2014
May 1, 1997	100	C598229515EE	May 1, 2014
June 1, 1997	100	C596850773EE	June 1, 2014
July 1, 1997	100	C611673534EE	July 1, 2014
August 1, 1997	100	C613249413EE	August 1, 2014
September 1, 1997	100	C617145711EE	September 1, 2014
October 1, 1997	100	C619007377EE	October 1, 2014
November 1, 1997	100	C619879509EE	November 1, 2014
November 1, 1997	100	C628006509EE	November 1, 2014
December 1, 1997	100	C629021743EE	December 1, 2014
January 1, 1998	100	C635548797EE	January 1, 2015
February 1, 1998	100	C636478831EE	February 1, 2015
April 1, 1998	100	C642044238EE	April 1, 2015
April 1, 1998	100	C642157937EE	April 1, 2015
May 1, 1998	100	C644114822EE	May 1, 2015
June 1, 1998	100	C644874481EE	June 1, 2015
July 1, 1998	100	C648741419EE	July 1, 2015
August 1, 1998	100	C652830735EE	August 1, 2015
September 1, 1998	100	C653815013EE	September 1, 2015
October 1, 1998	100	C656387999EE	October 1, 2015
November 1, 1998	100	C658837766EE	November 1, 2015
December 1, 1998	100	C669561856EE	December 1, 2015
January 1, 1999	100	C670883333EE	January 1, 2016
February 1, 1999	100	C671621500EE	February 1, 2016
March 1, 1999	100	C672178498EE	March 1, 2016
April 1, 1999	100	C678900704EE	April 1, 2016
May 1, 1999	100	C679796982EE	May 1, 2016
June 1, 1999	100	C682890089EE	June 1, 2016
July 1, 1999	100	C687895378EE	July 1, 2016
July 1, 1999	50	L577727358EE	July 1, 2016
August 1, 1999	100	C688978009EE	August 1, 2016
September 1, 1999	100	C689930637EE	September 1, 2016
October 1, 1999	100	C690368476EE	October 1, 2016
November 1, 1999	100	C695805756EE	November 1, 2016
December 1, 1999	100	C696723626EE	December 1, 2016
January 1, 2000	100	C699887812EE	January 1, 2017
February 1, 2000	100	C700369781EE	February 1, 2017
March 1, 2000	100	C708933009EE	March 1, 2017
April 1, 2000	100	C709473258EE	April 1, 2017
May 1, 2000	100	C710861016EE	May 1, 2017
June 1, 2000	100	C714114940EE	June 1, 2017

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PURCHASE DATE	DENOMINATION	SERIAL NUMBER	MATURITY DATE
July 1, 2000	100	C715742065EE	July 1, 2017
August 1, 2000	100	C717381873EE	August 1, 2017
September 1, 2000	100	C717891240EE	September 1, 2017
October 1, 2000	100	C721190019EE	October 1, 2017
November 1, 2000	100	C721399411EE	November 1, 2017
December 1, 2000	100	C722012458EE	December 1, 2017
January 1, 2001	100	C722458121EE	January 1, 2018
February 1, 2001	100	C723330979EE	February 1, 2018
March 1, 2001	100	C731801078EE	March 1, 2018
April 1, 2001	100	C733754345EE	April 1, 2018
May 1, 2001	100	C734245287EE	May 1, 2018
June 1, 2001	100	C734648532EE	June 1, 2018
July 1, 2001	100	C736988581EE	July 1, 2018
August 1, 2001	100	C737539549EE	August 1, 2018
September 1, 2001	100	C737962558EE	September 1, 2018
October 1, 2001	100	C738708517EE	October 1, 2018
November 1, 2001	100	C739626844EE	November 1, 2018
December 1, 2001	100	C748343445EE	December 1, 2018
JANUARY, 2002	100	C749757779EE	JANUARY, 2019
FEBRUARY, 2002	100	C750842083EE	FEBRUARY, 2019
MARCH, 2002	100	C752019418EE	MARCH, 2019
APRIL, 2002	100	C752853288EE	APRIL, 2019
MAY, 2002	100	C753259158EE	MAY, 2019
JUNE, 2002	100	C754528161EE	JUNE, 2019
JUNE, 2002	100	C734648532EE	JUNE, 2019
JULY, 2002	100	C755729777EE	JULY, 2019
AUGUST, 2002	100	C756096551EE	AUGUST, 2019
SEPTEMBER, 2002	100	C763513887EE	SEPTEMBER, 2019
OCTOBER, 2002	100	C765418774EE	OCTOBER, 2019
NOVEMBER, 2002	100	C766153370EE	NOVEMBER, 2019
DECEMBER, 2002	100	C767678484EE	DECEMBER, 2019
JANUARY, 2003	100	C768804312EE	JANUARY, 2020
FEBRUARY, 2003	100	C769290430EE	FEBRUARY, 2020
MARCH, 2003	100	C769765792EE	MARCH, 2020
APRIL, 2003	100	C770237795EE	APRIL, 2020
MAY, 2003	100	C770736412EE	MAY, 2020
JUNE, 2003	100	C771210344EE	JUNE, 2020
JULY, 2003	100	C771667154EE	JULY, 2020
AUGUST, 2003	100	C772094757EE	AUGUST, 2020
SEPTEMBER, 2003	100	C768193542EE	SEPTEMBER, 2020
OCTOBER, 2003	100	C778070422EE	OCTOBER, 2020
NOVEMBER, 2003	100	C778680914EE	NOVEMBER, 2020

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PURCHASE DATE	DENOMINATION	SERIAL NUMBER	MATURITY DATE
DECEMBER, 2003	100	C781301340EE	DECEMBER, 2020
January 1, 2004	100	C783270745EE	January 1, 2021
February 1, 2004	100	C783712826EE	February 1, 2021
March 1, 2004	100	C784258381EE	March 1, 2021
April 1, 2004	100	C786940444EE	April 1, 2021
May 1, 2004	100	C788602193EE	May 1, 2021
June 1, 2004	100	C791659373EE	June 1, 2021
July 1, 2004	100	C792698214EE	July 1, 2021
August 1, 2004	100	C794066713EE	August 1, 2021
October 1, 2004	100	C795915019EE	October 1, 2021
October 1, 2004	100	C797134761EE	October 1, 2021
November 1, 2004	100	C799925731EE	November 1, 2021
December 1, 2004	100	C801559248EE	December 1, 2021
January 1, 2005	100	C802536738EE	January 1, 2022
February 1, 2005	100	C803590686EE	February 1, 2022
March 1, 2005	100	C787794411EE	March 1, 2022
April 1, 2005	100	C804424003EE	April 1, 2022
May 1, 2005	100	C805813579EE	May 1, 2022
June 1, 2005	100	C807252157EE	June 1, 2022
July 1, 2005	100	C808215070EE	July 1, 2022
August 1, 2005	100	C809314263EE	August 1, 2022
October 1, 2005	100	C811122863EE	October 1, 2022
December 1, 2005	100	C814672938EE	December 1, 2022
February 1, 2006	100	C824181607EE	February, 2023
April 1, 2006	100	C826089718EE	April, 2023
June 1, 2006	100	C827992280EE	June, 2023
August 1, 2006	100	C829879844EE	August, 2023
October 1, 2006	100	C831631404EE	October, 2023
December 1, 2006	100	C834485276EE	December, 2023
February 1, 2007	100	C836071549EE	February, 2024
April 1, 2007	100	C837742175EE	April, 2024
June 1, 2007	100	C839287387EE	June, 2024
August 1, 2007	100	C840878705EE	August, 2024
October 1, 2007	100	C842398666EE	October, 2024
December 1, 2007	100	C844890492EE	December, 2024
February 1, 2008	100	C846344587EE	February, 2025
April 1, 2008	100	C847767239EE	April, 2025
June 1, 2008	100	C849174154EE	June, 2025
August 1, 2008	100	C850572099EE	August, 2025
October 1, 2008	100	C851956935EE	October, 2025
December 1, 2008	100	C853931202EE	December, 2025
February 1, 2009	100	C855411788EE	February, 2026

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PURCHASE DATE	DENOMINATION	SERIAL NUMBER	MATURITY DATE
April 1, 2009	100	C856726541EE	April, 2026
June 1, 2009	100	C858020205EE	June, 2026
August 1, 2009	100	C859153751EE	August, 2006
October 1, 2009	100	C860378692EE	October, 2026
December 1, 2009	100	C862404974EE	December, 2026
February 1, 2010	100	C863523200EE	February, 2027
April 1, 2010	100	C864720956EE	April, 2027
June 1, 2010	100	C865883692EE	June, 2027
August 1, 2010	100	C866929822EE	August, 2027
October 1, 2010	100	C867697180EE	October, 2027

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EXHIBIT 3A -- BONDS, NOTES, COMMERCIAL PAPER PART 3

DESCRIPTION	HELD/ACQUIRED BY	IF SOLD:		AMOUNT
		NET GAIN	NET LOSS	
BONDS:				
ALABAMA HSG FIN AUTH SINGLE FAM MTG REV RFDG	FILER & SPOUSE			
ARIZONA ST UNIV ENERGY MGMT REV TEMPE CAMPUS II	FILER & SPOUSE			
CANAVERAL FLA PORT AUTH REV RFDG DTD 3/27/2006	FILER & SPOUSE			
CHICAGO ILLINOIS MIDWAY AIRPORT REVENUE	FILER & SPOUSE			
CITIGROUP CAPITAL XI SECS TRUPS	FILER & SPOUSE			
DALLAS TX WTRWKS & SWR REV BOND	FILER & SPOUSE			
DALLAS FORT WORTH TX INTL AIRPORT JT REV DTD 03/01/2000	FILER & SPOUSE			
DALLAS-FORT WORTH TEXAS INTL AIRPORT REVENUE DTD 05/01/03	FILER & SPOUSE			
ENNIS TX ISD GO 08/15/18	FILER & SPOUSE			
FAYETTE CNTY TX HEALTH FACS DEV CORP REV ST MARKS MED CTR	FILER & SPOUSE			
FEDERAL HOME LOAN MORTGAGE	FILER & SPOUSE			
GENERAL ELECTRIC CAPITAL CORP GROVES TX GOB 09/01/11	FILER & SPOUSE	X		<5000
GNMA 5/15/2026	FILER & SPOUSE			
HARRIS CNTY, TX CULTURAL ED FACS REV BAYLOR COLLEGE MED	FILER & SPOUSE			
ILLINOIS HSG DEV AUTH REV HOMEWONER MTG	FILER & SPOUSE			
JEFFERSON CNTY KY SCH DIST SCH BLDG REV BDS	FILER & SPOUSE			
LAREDO, TX CMNTY COLLEGE DIST GOB	FILER & SPOUSE			
LOWER COLO RIVER AUTH TEXAS REVENUE UNREF BAL	FILER & SPOUSE			

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EXHIBIT 3A -- BONDS, NOTES, COMMERCIAL PAPER PART 3

DESCRIPTION	HELD/ACQUIRED BY	IF SOLD:		AMOUNT
		NET GAIN	NET LOSS	
MATAGORA CNTY, TX NAV DIST NO 1 REVENUE RRDG	FILER & SPOUSE			
McALLEN TX COMB TAX & REV CTFS OBLIG GO	FILER & SPOUSE			
McALLEN TX COMB TAX & REV CTFS OBLIG GO	FILER & SPOUSE			
METROPOLITAN WASH DC ARPTS ARPT SYS DTD 09/27/2007	FILER & SPOUSE	X		5000-9999
MONROE CNTY, N Y ARPT AUTH REV RFDG GREATER ROCHESHER INTL	FILER & SPOUSE			
MONTGOMERY TX IDS REFUNDING DTD 11/01/2004	FILER & SPOUSE			
NEW YORK STATE MORTGAGE AGENCY REV DTD 12/01/2003	FILER & SPOUSE			
NORTH TEXAS TOLLWAY AUTH SYS SECOND TIER REV RFDG 7/30/2008	FILER & SPOUSE			
PORT ST LUCIE FL MASTER LEASE PROJECT	FILER & SPOUSE			
RESIDENTIAL ACCREDIT LOANS INC MTG PASS THRU	FILER & SPOUSE			
ST CHARLES CNTY MO PUB WTR SUPPLY DIST #2 REV	FILER & SPOUSE			
SAN ANTONIO, TX ARPT SYS REV IMT SUB LIEN PASSENGER FAC	FILER & SPOUSE			
SEARIVER MARITIME FINC HLDGS INC. 9/1/12	FILER & SPOUSE			
SNYDER TX COMBINATION TAX & SURPLUS REV CTFS OBLIG	FILER & SPOUSE			
SNYDER TX COMBINATION TAX & SURPLUS REV RFDG CTFS OBLIG	FILER & SPOUSE	X		<5000
SNYDER TX COMBINATION TAX & SURPLUS REV FRDG CTFS OBL GO	FILER & SPOUSE	X		<5000
SOUTHWESTERN ILL DEV AUTH WATER FACS REV AMER WATER	FILER & SPOUSE			

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EXHIBIT 3A -- BONDS, NOTES, COMMERCIAL PAPER PART 3

DESCRIPTION	HELD/ACQUIRED BY	IF SOLD:		AMOUNT
		NET GAIN	NET LOSS	
TARRANT CNTY, TX CULTURAL ED FACS FIN SCOTT & WHITE MEM HOSP	FILER & SPOUSE			
TEXAS ST DEPT HSG & CMNTY AFFAIRS RES MTG DTD 7/01/2003	FILER & SPOUSE	X		10000-24999
TEXAS ST DEPT HSG & CMNTY AFFAIRS RES MTG DTD 7/01/2003	FILER & SPOUSE			
TRAVIS CNTY TX MUNICIPAL UTIL DIST #4 GEN OBLIG	FILER & SPOUSE			
TYLER, TX WATER & SEWER REV UNREFUNDED BAL	FILER & SPOUSE			
VIRGINIA ST HSG DEV AUTH COMWLTH MTG REV	FILER & SPOUSE			
WEST VIRGINIA HOUSING DEVELOP FD REV HOUSING FIANCE	FILER & SPOUSE			
WISCONSIN HSG & ECONOMIC DEV AUTH REV HOME OWNESHIP	FILER & SPOUSE			
GNM P370759	CORPORATION			
CABCO TRUST TEXAS CAPITAL INC DEB 10/1/2018	RETIREMENT TRUST			
GNMA P360306 07% 2023	RETIREMENT TRUST			
GNMA P362718 07% 2023	RETIREMENT TRUST			
GNMA P417389 7% 5/15/2026	RETIREMENT TRUST			
GNMA P2284 7.5% 9/20/2026	RETIREMENT TRUST			
GNMA P1655 7%, 4/20/2024	RETIREMENT TRUST			
GOLDMAN SACHS GROUP INC SR NOTE DTD 7/15/2003	RETIREMENT TRUST			
ANHEUSER BUSCH COMPANIES INC. NOTES DTD 1/27/2003	RETIREMENT TRUST			

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DESCRIPTION	HELD/ACQUIRED BY	IF SOLD:		AMOUNT
		NET GAIN	NET LOSS	
DOMINION RESOURCE INC SR NOTE DTD 1/15/2004	RETIREMENT TRUST			
WELLS FARGO & CO SR UNSEC NOTE DTD 12/10/2007	RETIREMENT TRUST			
CITIGROUP CAPITAL XI SECS TRUPS 65 DUE 9/27/2034	RETIREMENT TRUST			
GENERAL ELECTRIC CAPITAL CORP SR NOTES 5.3875%	RETIREMENT TRUST			
STRUCTURED ASSET SECS CORP SER 2002-15 A4	RETIREMENT TRUST		X	<5000
STRUCTURED ASSET SECS CORP SER 2002-3 A4	RETIREMENT TRUST			
RESIDENTIAL ACCREDIT LOANS INC 2002QS15NB2	RETIREMENT TRUST			
RESIDENTIAL ASSET SECURITIZATION TR 2002-A12A4	RETIREMENT TRUST			
RESIDENTIAL ACCREDIT LOANS INC CTF 2003-QS1A8	RETIREMENT TRUST			
CWMBS INCORPORATED MORTGAGE CERT 2003-1 CL1A2	RETIREMENT TRUST			
RESIDENTIAL FUNDING MTG SECS CTFS 2003-S4 CL A3	RETIREMENT TRUST			
WASHINGTON MUTUAL MORTGAGE SER 2003-MS7 A10	RETIREMENT TRUST			
CWMBS INCORPORATED MORTGAGE CERT 2003-9 CL A5	RETIREMENT TRUST			
WASHINGTON MUTUAL MORTGAGE SER 2003-MS8 A6	RETIREMENT TRUST			
PRIME MORTGAGE TRUST CTF SER 2003-1 A-11	RETIREMENT TRUST			
PRIME MORTGAGE TRUST CTF SER 2003-1-S13 A-11	RETIREMENT TRUST			
CWMBS INCORPORATED MORTGAGE CERT 2003-20 1A4	RETIREMENT TRUST			

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EXHIBIT 3A -- BONDS, NOTES, COMMERCIAL PAPER PART 3

DESCRIPTION	HELD/ACQUIRED BY	IF SOLD:		AMOUNT
		NET GAIN	NET LOSS	
RESIDENTIAL FUNDING MTG SECS CTFS 2004-SR1 A4	RETIREMENT TRUST			
CITIGROUP MORTGAGE LOAN TRUST SER 2003-1 A3	RETIREMENT TRUST			
CWMBS INCORPORATED MORTGAGE CERT 2003-44 A3	RETIREMENT TRUST			
CITICORP MTG SECS INC SER 2003-11 A-11	RETIREMENT TRUST			
RESIDENTIAL FUNDING MTG SECS CTFS 2003 S20 A5	RETIREMENT TRUST			
BA MORTGAGE SECURITIES INC SER 2003-10 1-A-3	RETIREMENT TRUST			
CHASE MORTGAGE FINANCE CORP CERT 2003-S15	RETIREMENT TRUST			
CITIGROUP MTG SECS INC SER 2001-1 A-3	RETIREMENT TRUST			
PRIME MORTGAGE TRUST CTF SER 2003-3 A-6	RETIREMENT TRUST			
WELLS FARGO MTG BACKED SECS SER 2004-1 CL A4	RETIREMENT TRUST			
CITICORP MTG SECS INC SER 2004-2	RETIREMENT TRUST			
RESIDENTIAL FUNDING MTG SECS CTFS 2004 S2 A6	RETIREMENT TRUST			
MORGAN STANLEY CAP I INC MTG CERT SER 2004-3 2A4	RETIREMENT TRUST			
FIRST HORIZON MORTGAGE CTFS 2001-3 A-3	RETIREMENT TRUST			
CWMBS INCORPORATED MORTGAGE CERT 2004-10 A4	RETIREMENT TRUST			
PRIME MORTGAGE TRUST CTF SER 2004-1 A-5	RETIREMENT TRUST			
FIRST HORIZON MORTGAGE CTFS 2004-4 A5	RETIREMENT TRUST			

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EXHIBIT 3A -- BONDS, NOTES, COMMERCIAL PAPER PART 3

DESCRIPTION	HELD/ACQUIRED BY	IF SOLD:		AMOUNT
		GAIN	LOSS	
BA MORTGAGE SECURITIES INC SER 2005-20A2	RETIREMENT TRUST			
PRIME MORTGAGE TRUST CTF SER 2005-1 A-3	RETIREMENT TRUST			
COMMERCIAL PAPER:				
CERTIFICATE OF DEPOSIT	FILER			
CERTIFICATE OF DEPOSIT	RETIREMENT TRUST			
MONEY MARKET FUNDS	PARTNERSHIP			
MONEY MARKET FUNDS	FILER			
MONEY MARKET FUNDS	SPOUSE			
MONEY MARKET FUNDS	CORPORATION			
MONEY MARKET FUNDS	RETIREMENT TRUST			

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EXHIBIT 4-- MUTUAL FUNDS PART 4

NAME OF MUTUAL FUND	HELD/ ACQUIRED BY	# OF SHARES	IF SOLD:	
			NET GAIN	NET LOSS AMOUNT
ALLIANZ RCM TECHNOLOGY FUND	FILER & SPOUSE	500-999	X	25000+
AMERICAN FUNDS-AMCAP FUND	FILER & SPOUSE	10000+		
AMERICAN FUNDS- BOND FUND OF AMERICA	FILER & SPOUSE	5000-9999		
AMERICAN FUNDS- INCOME FUND OF AMERICA	FILER & SPOUSE	10000+		
AMERICAN INTERNATIONAL GROWTH & INCOME FUND OF AMERICA	FILER & SPOUSE	10000+		
AMERICAN FUNDS- INVESTMENT COMPANY OF AMERICA	FILER & SPOUSE	10000+		
AMERICAN FUNDS- NEW WORLD FUND	FILER & SPOUSE	1000-4999		
EUROPACIFIC GROWTH FUND	FILER & SPOUSE	1000-4999		
FIRST TRUST DIV EQTY TR I SHARES TR DJ SEL DIV INX FD	FILER & SPOUSE	100-500		
INVESCO INTERNATIONAL CORE EQUITY FD	FILER & SPOUSE	1000-4999	X	5000-9999
LORD ABBETT SHORT DURATION INCOME FD	FILER & SPOUSE	10000+	X	10000-24999
PACIFIC LIFE PL INCOME FUNDS	FILER & SPOUSE	10000+		
WISDOMTREE EQUITY INCOME FUND ETF	FILER & SPOUSE	500-999	X	10000-24999
WISDOMTREE TRUST HIGH-YIELDING EQUITY FUND	FILER & SPOUSE	500-999	X	10000-24999
AMER FUNDS AMERICAN HIGH INCOME TRUST	CORPORATION	10000+		
LORD ABBETT SHOT DURATION INCOME FD	CORPORATION	10000+	X	<5000
WASHINGTON INVESTOR MUTUAL	CORPORATION	1000-4999		

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EXHIBIT 4-- MUTUAL FUNDS PART 4

NAME OF MUTUAL FUND	HELD/ ACQUIRED BY	# OF SHARES	IF SOLD:	
			NET GAIN	NET LOSS AMOUNT
LORD ABBETT INTERMEDIATE TAX FREE FD	PARTNERSHIP	10000+		
CAPITAL INCOME BLDR	FILER-IRA	100-499		
FD FBOID 00890568159				
AMER FUNDS-FUNDAMENTAL INVESTORS FD	FILER-IRA	100-499		
AMER FUNDS-GROWTH FUND OF AMERICA	FILER-IRA	500-999		
AMER FUNDS-SMALL WORLD FUND	FILER-IRA	100-499		
ALLIANZ RCM (PIMCO)	SPOUSE-IRA	<100		
AMER FUNDS SMALL	SPOUSE-IRA	500-999		
CAPITAL WORLD FUND				
CAPITAL INCOME BLDR FD	SPOUSE-IRA	500-999		
SBI AMER FDS				
FUNDAMENTAL INVESTORS	SPOUSE-IRA	100-499		
GROWTH FUND OF AMER	SPOUSE-IRA	500-999		
FIRST TRUST TARGET VIP 24	STATE 457 PLAN	10000+		
ALLIANZ PEA GROWTH (PIMCO)	RETIREMENT TRUST	1000-4999		
ALLIANZ RCM BIOTECH(PIMCO)	RETIREMENT TRUST	500-999		
(now ALLIANZ RCM GLOBAL HEALTHCARE FD)				
AMER FUNDS AMCAP FUNDS	RETIREMENT TRUST	1000-4999		
AMER FDS CAPITAL	RETIREMENT TRUST	1000-4999		
WORLD GROWTH INC				
AMER FUNDS-AMERICAN HIGH INCOME TR	RETIREMENT TRUST	10000+		
AMER FUNDS SMALL	RETIREMENT TRUST	100-499		
CAPITAL WORLD FUND				
CAPITAL INCOME BLDR	RETIREMENT TRUST	1000-4999		
FD SBI AMER FDS				
EAGLE CAPITAL APPRECIATION FD	RETIREMENT TRUST	500-999		
EUROPACIFIC GROWTH FUND	RETIREMENT TRUST	1000-4999		
FUNDAMENTAL INVESTORS	RETIREMENT TRUST	1000-4999		
GROWTH FUND OF AMER	RETIREMENT TRUST	1000-4999		
I SHARES TR DJ SEL DIV INX	RETIREMENT TRUST	500-999		
NEW PERSPECTIVE FUND INC	RETIREMENT TRUST	1000-4999		
LORD ABBETT SHORT DURATION INC FD	RETIREMENT TRUST	10000+	x	<5000
SMALLCAP WORLD FUND	RETIREMENT TRUST	1000-4999		

INCOME FROM INTEREST, DIVIDENDS, ROYALTIES & RENTS PART 5

NOTAPPLICABLE

List each source of income you, your spouse, or a dependent child received *in excess of \$500* that was derived from interest, dividends, royalties, and rents during the calendar year and indicate the category of the amount of the income. For more information, see FORM PFS--INSTRUCTION GUIDE.

When reporting information about a dependent child's activity, indicate the child about whom you are reporting by providing the number under which the child is listed on the Cover Sheet.

1 SOURCE OF INCOME	NAME AND ADDRESS SEE EXHIBIT-INCOME FROM INTEREST, DIVIDENDS, ROYALTIES & RENTS PART 5
2 RECEIVED BY	<input type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____
3 AMOUNT	<input type="checkbox"/> \$500--\$4,999 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE

SOURCE OF INCOME	NAME AND ADDRESS
RECEIVED BY	<input type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____
AMOUNT	<input type="checkbox"/> \$500--\$4,999 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE

SOURCE OF INCOME	NAME AND ADDRESS
RECEIVED BY	<input type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____
AMOUNT	<input type="checkbox"/> \$500--\$4,999 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE

COPY AND ATTACH ADDITIONAL PAGES AS NECESSARY

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EXHIBIT 5-- INTEREST, DIVIDENDS, ROYALTIES, RENTS PART 5

SOURCE	TYPE	RECEIVED BY	AMOUNT
BANK OF AMERICA P. O. Box 830040 Dallas, TX 75283-0040	INTEREST	FILER	5000-9999
BANK OF RIVER OAKS 2929 Kirby Drive Houston, TX 77098	INTEREST	FILER	500-4999
EDWARD JONES 324 Sunset Street Denton, TX 76201	INTEREST	FILER	10000-24999
FIRST CAPITAL BANK OF TEXAS 310 West Wall Street, Ste. 100 Midland, TX 79701	INTEREST	FILER	5000-9999
HERITAGE BANK, NA 3322 E. Walnut, Suite 109 Pearland, TX 775813	INTEREST	FILER	500-4999
WESTERN NATIONAL BANK P.O. Box 4597 Odessa, TX 79760	INTEREST	FILER	500-4999
EDWARD JONES 324 Sunset Street Denton, TX 76201	INTEREST	CORPORATION	500-4999
BANK OF AMERICA P. O. Box 830040 Dallas, TX 75283-0040	INTEREST	PARTNERSHIP	500-4999
EDWARD JONES 324 Sunset Street Denton, TX 76201	INTEREST	PARTNERSHIP	10000-24999
CHEVRON CORP. Mellon Investor Services 480 Washington Blvd. Jersey City, NJ 07310	DIVIDENDS	FILER	500-4999
EXXONMOBIL c/o Computershare P. O. Box 43008 Providence, RI 02940-3008	DIVIDENDS	FILER	500-4999
EDWARD JONES 324 Sunset Street Denton, TX 76201	DIVIDENDS	FILER	25000>

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EXHIBIT 5-- INTEREST, DIVIDENDS, ROYALTIES, RENTS PART 5

SOURCE	TYPE	RECEIVED BY	AMOUNT
LEXINGTON REALTY TRUST BNY Mellon Shareowner Services P.O. Box 1630 Manchester, CT 06045	DIVIDENDS	FILER	500-4999
3 M ENERGY CORP P. O. Box 3986 San Angelo, TX 76902	ROYALTIES	FILER	25000>
APACHE DEEPWATER LLC 2000 Post Oak Blvd, Ste. 100 Houston, TX 77056-4400	ROYALTIES	FILER	25000>
BERRY PETROLEUM 1999 Broadway, Suite 3700 Denver, CO 80202-5703	ROYALTIES	FILER	500-4999
COG OPERATING 550 W. Texas Ave., Ste. 1300 Midland, TX 79701	ROYALTIES	Filer	500-4999
CONOCOPHILLIPS 1490 Plaza Office Bldg. Bartlesville, OK 74004	ROYALTIES	FILER	500-4999
ENDEAVOR ENERGY RESOURCES LP 110 N. Marienfeld, Suite 200 Midland, TX 79701	ROYALTIES	FILER	5000-9999
ENERGEN RESOURCES CORP. 605 Richard Arrington Blvd. N Birmingham, AL 35203-2707	ROYALTIES	FILER	5000-9999
ETOCO 1600 Smith Street, Ste. 3910 Houston, TX 77002-7348	ROYALTIES	FILER	5000-9999
EXXON MOBIL CORPORATION P. O. Box 2024 Houston, TX 77252-2024	ROYALTIES	FILER	10000-24999
FOSSIL ROCK RESOURCES INC. P. O. Box 100606 Forth Worth, TX 76185-0606	ROYALTIES	FILER	5000-9999

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SOURCE	TYPE	RECEIVED BY	AMOUNT
HOLLY FRONTIER REF & MKTG LLC 2828 N. Harwood, Suite 1300 Dallas, TX 75201	ROYALTIES	FILER	10000-24999
ICA ENERGY OPERATING, LLC P.O. Box 2712 Odessa, TX 79760	ROYALTIES	FILER	5000-9999
J. CLEO THOMPSON 325 N. St. Paul, Ste. 4300 Dallas, TX 75201	ROYALTIES	FILER	5000-9999
KINDER MORGAN 500 Dallas, Suite 1000 Houston, TX 77002	ROYALTIES	FILER	25000>
LEGACY RESERVES OPERATING LP 303 W. Wall Street, Ste 1600 Midland, TX 79701	ROYALTIES	FILER	5000-9999
McGOWAN WORKING PARTNERS ,INC. P.O. Box 55809 Jackson. MS 39296-5809	ROYALTIES	FILER	500-4999
MERIT ENERGY CO 13727 Noel Road, Suite 500 Dallas, TX 75240	ROYALTIES	FILER	500-4999
NAVAJO REFINING CO. P. O. Box 159 Artesia, NM 88211-0159	ROYALTIES	FILER	500-4999
OXY USA INC-PERMIAN P.O. Box 27570-Room 21.105 Houston, TX 77227	ROYALTIES	FILER	500-4999
PIONEER NATURAL RESOURCES P. O. Box 3178 Midland, TX 79702	ROYALTIES	FILER	25000>
PITTS ENERGY COMPANY 600 N. Marienfeld, Suite 101 Midland, TX 79701	ROYALTIES	FILER	500-4999
PLAINS MARKETING, L.P. P. O. Box 4648 Houston, TX 77210	ROYALTIES	FILER	25000>
PROPEL ENERGY 952 Echo Lane, Suite 250 Houston, TX 77024	ROYALTIES	FILER	500-4999
ROSETTA RESOURCES, INC. 717 Texas, Suite 2800 Houston, TX 77002	ROYALTIES	FILER	500-4999
RUST OIL CORPORATION 6300 Ridglea Place, Suite 904 Forth Worth, TX 76116-5730	ROYALTIES	FILER	5000-9999

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EXHIBIT 5-- INTEREST, DIVIDENDS, ROYALTIES, RENTS PART 5

SOURCE	TYPE	RECEIVED BY	AMOUNT
STEPHENS & JOHNSON OPERATING P. O. Box 2249 Wichita Falls, TX 76307	ROYALTIES	FILER	25000>
SUN REFINING P. O. Box 5090 Sugarland, TX 77487-5090	ROYALTIES	FILER	500-4999
THREE RIVERS OPERATING CO. 1122 South Capital of TX Hwy Austin, TX 78746	ROYALTIES	FILER	25000>
UNIT PETROLEUM CO. 7130 South Lewis, Ste 1000 Tulsa, OK 74136	ROYALTIES	FILER	500-4999
WILLIAMS OIL CO P. O. Box 3012 Midland, TX 79702	ROYALTIES	FILER	25000>
CHESAPEAKE OPERATING, INC. P.O. Box 18496 Oklahoma City, OK 73154	ROYALTIES	PARTNERSHIP	10000-24999
CONOCOPHILLIPS COMPANY P.O. Box 74500 880P Plaza Office Building Bartlesville, OK 74005	ROYALTIES	PARTNERSHIP	500-4999
ESCONDIDO RESOURCES II, LLC P.O. Box 9068 Midland, TX 79708	ROYALTIES	PARTNERSHIP	500-4999
J. CLEO THOMPSON 325 N. St. Paul, Ste. 4300 Dallas, TX 75201	ROYALTIES	PARTNERSHIP	25000>
LAKEWOOD OPERATING LTD. P.O. Box 1798 Midland, TX 79702	ROYALTIES	PARTNERSHIP	500-4999
LEWIS PETRO PROPERTIES, INC. 10101 Reunion Place, Suite 1000 San Antonio, TX 78216	ROYALTIES	PARTNERSHIP	5000-9999
OGL MARKETING, LLC 415 W. Wall, Suite1000 Midland, TX 79701	ROYALTIES	PARTNERSHIP	25000>
PLAINS MARKETING, L.P. P.O. Box 4648 Houston, TX 77210	ROYALTIES	PARTNERSHIP	25000>
PROBITY OPERATING LLC 110 W. Louisiana Ave, Suite 325 Midland, TX 79701	ROYALTIES	PARTNERSHIP	10000-24999

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EXHIBIT 5-- INTEREST, DIVIDENDS, ROYALTIES, RENTS PART 5

SOURCE	TYPE	RECEIVED BY	AMOUNT
WILLIAMS PRODUCTION-GULF COAST ROYALTIES P.O. Box 3102 One Williams Center Tulsa, OK 74101		PARTNERSHIP	500-4999
COMET CLEANERS c/o F&D Incorporated 3108 Cuthbert Midland, TX 79701	RENT	FILER	25000>
DEVON ENERGY PRODUCTION CO LP Rents 20 North Broadway Oklahoma City, OK 73102		Filer	500-9999
ICA ENERGY P.O. Box 233 Odessa, TX 79760	RENT	PARTNERSHIP	500-4999

PERSONAL NOTES AND LEASE AGREEMENTS**PART 6** NOT APPLICABLE

Identify each guarantor of a loan and each person or financial institution to whom you, your spouse, or a dependent child had a total financial liability of *more than \$1,000* in the form of a personal note or notes or lease agreement at any time during the calendar year and indicate the category of the amount of the liability. For more information, see FORM PFS--INSTRUCTION GUIDE.

When reporting information about a dependent child's activity, indicate the child about whom you are reporting by providing the number under which the child is listed on the Cover Sheet.

¹ PERSON OR INSTITUTION HOLDING NOTE OR LEASE AGREEMENT	
² LIABILITY OF	<input type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____
³ GUARANTOR	
⁴ AMOUNT	<input type="checkbox"/> \$1,000--\$4,999 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE
PERSON OR INSTITUTION HOLDING NOTE OR LEASE AGREEMENT	
LIABILITY OF	<input type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____
GUARANTOR	
AMOUNT	<input type="checkbox"/> \$1,000--\$4,999 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE
PERSON OR INSTITUTION HOLDING NOTE OR LEASE AGREEMENT	
LIABILITY OF	<input type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____
GUARANTOR	
AMOUNT	<input type="checkbox"/> \$1,000--\$4,999 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE

COPY AND ATTACH ADDITIONAL PAGES AS NECESSARY

INTERESTS IN REAL PROPERTY

PART 7A

NOT APPLICABLE

Describe all beneficial interests in real property held or acquired by you, your spouse, or a dependent child during the calendar year. If the interest was sold, also indicate the category of the amount of the net gain or loss realized from the sale. For an explanation of "beneficial interest" and other specific directions for completing this section, see FORM PFS--INSTRUCTION GUIDE.

When reporting information about a dependent child's activity, indicate the child about whom you are reporting by providing the number under which the child is listed on the Cover Sheet.

1 HELD OR ACQUIRED BY	<input type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____
2 STREET ADDRESS <input type="checkbox"/> NOT AVAILABLE <input type="checkbox"/> CHECK IF FILER'S HOME ADDRESS	STREET ADDRESS, INCLUDING CITY, COUNTY, AND STATE SEE EXHIBIT-INTERESTS IN REAL PROPERTY PART 7A
3 DESCRIPTION <input type="checkbox"/> LOTS <input type="checkbox"/> ACRES	NUMBER OF LOTS OR ACRES AND NAME OF COUNTY WHERE LOCATED
4 NAMES OF PERSONS RETAINING AN INTEREST <input type="checkbox"/> NOT APPLICABLE (SEVERED MINERAL INTEREST)	
5 IF SOLD <input type="checkbox"/> NET GAIN <input type="checkbox"/> NET LOSS	<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE

HELD OR ACQUIRED BY	<input type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____
STREET ADDRESS <input type="checkbox"/> NOT AVAILABLE <input type="checkbox"/> CHECK IF FILER'S HOME ADDRESS	STREET ADDRESS, INCLUDING CITY, COUNTY, AND STATE
DESCRIPTION <input type="checkbox"/> LOTS <input type="checkbox"/> ACRES	NUMBER OF LOTS OR ACRES AND NAME OF COUNTY WHERE LOCATED
NAMES OF PERSONS RETAINING AN INTEREST <input type="checkbox"/> NOT APPLICABLE (SEVERED MINERAL INTEREST)	
IF SOLD <input type="checkbox"/> NET GAIN <input type="checkbox"/> NET LOSS	<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE

COPY AND ATTACH ADDITIONAL PAGES AS NECESSARY

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EXHIBIT 7A -- BENEFICIAL INTERESTS IN REAL PROPERTY PART 7A

DESCRIPTION OF BENEFICIAL INTEREST	HELD/ACQUIRED BY	IF SOLD:		AMOUNT
		NET GAIN	NET LOSS	
2 LAKES DRIVE, MIDLAND COUNTY-1 LOT; PERSONAL RESIDENCE	FILER			
3108 STANOLIND, MIDLAND COUNTY-1 LOT, PERSONAL RESIDENCE	FILER	X		25000>
306 PACK SADDLE, LLANO- 1 LOT	FILER			
3108 W. CUTHBERT, MIDLAND COUNTY - 1 LOT	FILER			
2000 ROLLINGWOOD, LTD. 4.871 ACRES TRAVIS COUNTY, TX	FILER			
CENTRO CASWELL, LLC 2205 N. LAMAR, TRAVIS COUNTY, 1.378 ACRES	FILER			
MIDLAND MARKETPLACE, LTD. 58.6 ACRES MIDLAND COUNTY MIDLAND, TX	PARTNERSHIP			
MOSS PARTNERSHIP, MIDLAND - COUNTY - 192 ACRES	CHILDREN'S TRUST FILER & CHILDREN INDIVIDUALLY	X X X		25000> 25000> 25000>
SOUTH MOPAC PARTNERS LOT 6, BLOCK B, GAINES RANCH, PUD, SECTION ONE, A SUBDIVISION IN TRAVIS COUNTY, TEXAS	FILER			
9.4987% UNDIVIDED FEE SIMPLE MINERAL INTEREST IN MIDLAND COUNTY, TEXAS	FILER			

INTERESTS IN BUSINESS ENTITIES

PART 7B

NOT APPLICABLE

Describe all beneficial interests in business entities held or acquired by you, your spouse, or a dependent child during the calendar year. If the interest was sold, also indicate the category of the amount of the net gain or loss realized from the sale. For an explanation of "beneficial interest" and other specific directions for completing this section, see FORM PFS--INSTRUCTION GUIDE.

When reporting information about a dependent child's activity, indicate the child about whom you are reporting by providing the number under which the child is listed on the Cover Sheet.

1 HELD OR ACQUIRED BY	<input type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____
2 DESCRIPTION	NAME AND ADDRESS <input type="checkbox"/> (Check If Filer's Home Address) SEE EXHIBIT-INTERESTS IN BUSINESS ENTITIES PART 7B
3 IF SOLD <input type="checkbox"/> NET GAIN <input type="checkbox"/> NET LOSS	<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE
HELD OR ACQUIRED BY	<input type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____
DESCRIPTION	NAME AND ADDRESS <input type="checkbox"/> (Check If Filer's Home Address)
IF SOLD <input type="checkbox"/> NET GAIN <input type="checkbox"/> NET LOSS	<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE
HELD OR ACQUIRED BY	<input type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____
DESCRIPTION	NAME AND ADDRESS <input type="checkbox"/> (Check If Filer's Home Address)
IF SOLD <input type="checkbox"/> NET GAIN <input type="checkbox"/> NET LOSS	<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE

COPY AND ATTACH ADDITIONAL PAGES AS NECESSARY

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EXHIBIT -- INTERESTS IN BUSINESS ENTITIES PART 7B

DESCRIPTION OF BENEFICIAL INTEREST	HELD/ ACQUIRED BY	IF SOLD:		AMOUNT
		NET GAIN	NET LOSS	
CRADDICK PROPERTIES, SOLE PROP. 2 LAKES DRIVE MIDLAND, TX 79705	FILER			
CRADDICK, INC., CORPORATION 2 LAKES DRIVE MIDLAND, TX 79705	FILER			
MARRIOTT HOTEL PROP DEPT. 908 10400 FERNWOOD ROAD BETHESDA, MD 20817-1109	FILER			
LEXINGTON MASTER LP (converted to preferred stock and reported on Exhibit 2) P.O. Box 9507 7 Bulfinch Place, 5th Floor Boston, MA 02114-9507	FILER			
CRADDICK PARTNERS, LTD. 2 LAKES DRIVE MIDLAND, TX 79705	PARTNERSHIP			
911 ALERT MANAGEMENT P. O. Box 50094 Midland, TX 79710	SPOUSE			
BP CAPITAL ENERGY EQUITY FUND II, LP 8117 Preston Road, 260 Preston Commons West Dallas, TX 75225	FILER			
CHRISTI CRADDICK 1500 Dillman St. Austin, TX 78703	FILER			
CHRISTI CRADDICK 1500 Dillman St. Austin, TX 78703	PARTNERSHIP			

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EXHIBIT 7B2-- INTERESTS IN BUSINESS ENTITIES PART 7B

THE FOLLOWING ARE OIL & GAS PAYMENTS RECEIVED FROM VARIOUS WORKING INTERESTS:

SOURCE	RECEIVED BY	AMOUNT RECEIVED
DCP MIDSTREAM, LP 6120 S. Yale, Suite 1100 Tulsa, OK 74136	FILER	5000-9999
ENCORE ENERGY PARTNERS 5847 San Felipe, Suite 3000 Houston, TX 77057	FILER	<5000
HAYS AND COMPANY P. O. Box 649 Spencer, WV 25276-0649	FILER	<5000
HURST OIL & GAS 2411 Cactus Rio Lane Weatherford, TX 76087	FILER	<5000
OGDEN RESOURCES 7607 Eastmark Drive, Suite 240 College Station, TX 77840	FILER	<5000
PLAINS MARKETING, INC. P. O. Box 4648 Houston, TX 77210	FILER	<5000
PROBITY OPERATING , LLC 110 W. Louisiana Ave, Ste. 325 Midland, TX 79701	FILER	25000>
SUN REFINING P. O. Box 5090 Sugarland, TX 77487-5090	FILER	10000-24999
VANGUARD PERMIAN 5847 San Felipe, Ste 3000 Houston, TX 77057	FILER	5000-9999

CRADDICK, THOMAS RUSSELL
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EXHIBIT 7B2-- INTERESTS IN BUSINESS ENTITIES PART 7B

THE FOLLOWING ARE OIL & GAS PAYMENTS RECEIVED FROM VARIOUS WORKING INTERESTS:

SOURCE	RECEIVED BY	AMOUNT RECEIVED
WILLIAMS OIL COMPANY P. O. Box 3012 Midland, TX 79702	FILER	25000>
DCP MIDSTREAM, LP 6120 S. Yale, Suite 1100 Tulsa, OK 74136	CORPORATION	<5000
ENCORE ENERGY PARTNERS 5847 San Felipe, Suite 3000 Houston, TX 77057	CORPORATION	<5000
HAYS & CO. P. O. Box 649 Spencer, WV 25276-0649	CORPORATION	<5000
SUN REFINING P. O. Box 5090 Sugarland, TX 77487-5090	CORPORATION	5000-9999
VANGUARD PERMIAN 5847 San Felipe, Suite 3000 Houston, TX 77057	CORPORATION	<5000

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EXHIBIT 7B2-- INTERESTS IN BUSINESS ENTITIES PART 7B

THE FOLLOWING ARE OIL & GAS PAYMENTS RECEIVED FROM VARIOUS WORKING INTERESTS:

SOURCE	RECEIVED BY	AMOUNT RECEIVED
DCP MIDSTREAM, LP 6120 S. Yale, Suite 1100 Tulsa, OK 74136	FILER	5000-9999
ENCORE ENERGY PARTNERS 5847 San Felipe, Suite 3000 Houston, TX 77057	FILER	<5000
HAYS AND COMPANY P. O. Box 649 Spencer, WV 25276-0649	FILER	<5000
HURST OIL & GAS 2411 Cactus Rio Lane Weatherford, TX 76087	FILER	<5000
OGDEN RESOURCES 7607 Eastmark Drive, Suite 240 College Station, TX 77840	FILER	<5000
PLAINS MARKETING, INC. P. O. Box 4648 Houston, TX 77210	FILER	<5000
PROBITY OPERATING , LLC 110 W. Louisiana Ave, Ste. 325 Midland, TX 79701	FILER	25000>
SUN REFINING P. O. Box 5090 Sugarland, TX 77487-5090	FILER	10000-24999
VANGUARD PERMIAN 5847 San Felipe, Ste 3000 Houston, TX 77057	FILER	5000-9999

CRADDICK, THOMAS RUSSELL
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December 31, 2011

EXHIBIT 7B2-- INTERESTS IN BUSINESS ENTITIES PART 7B

THE FOLLOWING ARE OIL & GAS PAYMENTS RECEIVED FROM VARIOUS WORKING INTERESTS:

SOURCE	RECEIVED BY	AMOUNT RECEIVED
WILLIAMS OIL COMPANY P. O. Box 3012 Midland, TX 79702	FILER	25000>
DCP MIDSTREAM, LP 6120 S. Yale, Suite 1100 Tulsa, OK 74136	CORPORATION	<5000
ENCORE ENERGY PARTNERS 5847 San Felipe, Suite 3000 Houston, TX 77057	CORPORATION	<5000
HAYS & CO. P. O. Box 649 Spencer, WV 25276-0649	CORPORATION	<5000
SUN REFINING P. O. Box 5090 Sugarland, TX 77487-5090	CORPORATION	5000-9999
VANGUARD PERMIAN 5847 San Felipe, Suite 3000 Houston, TX 77057	CORPORATION	<5000

GIFTS

PART 8

NOT APPLICABLE

Identify any person or organization that has given a gift *worth more than \$250* to you, your spouse, or a dependent child, and describe the gift. The description of a gift of cash or a cash equivalent, such as a negotiable instrument or gift certificate, must include a statement of the value of the gift. Do not include: 1) expenditures required to be reported by a person required to be registered as a lobbyist under chapter 305 of the Government Code; 2) political contributions reported as required by law; or 3) gifts given by a person related to the recipient within the second degree by consanguinity or affinity. For more information, see FORM PFS--INSTRUCTION GUIDE.

When reporting information about a dependent child's activity, indicate the child about whom you are reporting by providing the number under which the child is listed on the Cover Sheet.

1 DONOR	NAME AND ADDRESS
2 RECIPIENT	<input type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____
3 DESCRIPTION OF GIFT	
DONOR	NAME AND ADDRESS
RECIPIENT	<input type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____
DESCRIPTION OF GIFT	
DONOR	NAME AND ADDRESS
RECIPIENT	<input type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____
DESCRIPTION OF GIFT	

COPY AND ATTACH ADDITIONAL PAGES AS NECESSARY

TRUST INCOME

PART 9

NOT APPLICABLE

Identify each source of income received by you, your spouse, or a dependent child as beneficiary of a trust and indicate the category of the amount of income received. Also identify each asset of the trust from which the beneficiary received *more than \$500* in income, if the identity of the asset is known. For more information, see FORM PFS--INSTRUCTION GUIDE.

When reporting information about a dependent child's activity, indicate the child about whom you are reporting by providing the number under which the child is listed on the Cover Sheet.

1 SOURCE	NAME OF TRUST
2 BENEFICIARY	<input type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____
3 INCOME	<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE
4 ASSETS FROM WHICH OVER \$500 WAS RECEIVED	<input type="checkbox"/> UNKNOWN

SOURCE	NAME OF TRUST
BENEFICIARY	<input type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____
INCOME	<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE
ASSETS FROM WHICH OVER \$500 WAS RECEIVED	<input type="checkbox"/> UNKNOWN

SOURCE	NAME OF TRUST
BENEFICIARY	<input type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____
INCOME	<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE
ASSETS FROM WHICH OVER \$500 WAS RECEIVED	<input type="checkbox"/> UNKNOWN

COPY AND ATTACH ADDITIONAL PAGES AS NECESSARY

BLIND TRUSTS

PART 10A

NOT APPLICABLE

Identify each blind trust that complies with section 572.023(c) of the Government Code. See FORM PFS--INSTRUCTION GUIDE.

When reporting information about a dependent child's activity, indicate the child about whom you are reporting by providing the number under which the child is listed on the Cover Sheet.

1	NAME OF TRUST	
2	TRUSTEE	NAME AND ADDRESS
3	BENEFICIARY	<input type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____
4	FAIR MARKET VALUE	<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE
5	DATE CREATED	

	NAME OF TRUST	
	TRUSTEE	NAME AND ADDRESS
	BENEFICIARY	<input type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____
	FAIR MARKET VALUE	<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE
	DATE CREATED	

	NAME OF TRUST	
	TRUSTEE	NAME AND ADDRESS
	BENEFICIARY	<input type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____
	FAIR MARKET VALUE	<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE
	DATE CREATED	

COPY AND ATTACH ADDITIONAL PAGES AS NECESSARY

TRUSTEE STATEMENT**PART 10B** NOT APPLICABLE

An individual who is required to identify a blind trust on Part 10A of the Personal Financial Statement must submit a statement signed by the trustee of each blind trust listed on Part 10A. The portions of section 572.023 of the Government Code that relate to blind trusts are listed below.

1 NAME OF TRUST	
2 TRUSTEE NAME	
3 FILER ON WHOSE BEHALF STATEMENT IS BEING FILED	NAME
4 TRUSTEE STATEMENT	<p>I affirm, under penalty of perjury, that I have not revealed any information to the beneficiary of this trust except information that may be disclosed under section 572.023 (b)(8) of the Government Code and that to the best of my knowledge, the trust complies with section 572.023 of the Government Code.</p> <p style="text-align: center;">_____</p> <p style="text-align: center;">Trustee Signature</p>

§ 572.023. Contents of Financial Statement in General

(b) The account of financial activity consists of:

(8) identification of the source and the category of the amount of all income received as beneficiary of a trust, other than a blind trust that complies with Subsection (c), and identification of each trust asset, if known to the beneficiary, from which income was received by the beneficiary in excess of \$500;

(14) identification of each blind trust that complies with Subsection (c), including:

(A) the category of the fair market value of the trust;

(B) the date the trust was created;

(C) the name and address of the trustee; and

(D) a statement signed by the trustee, under penalty of perjury, stating that:

(i) the trustee has not revealed any information to the individual, except information that may be disclosed under Subdivision (8); and

(ii) to the best of the trustee's knowledge, the trust complies with this section.

(c) For purposes of Subsections (b)(8) and (14), a blind trust is a trust as to which:

(1) the trustee:

(A) is a disinterested party;

(B) is not the individual;

(C) is not required to register as a lobbyist under Chapter 305;

(D) is not a public officer or public employee; and

(E) was not appointed to public office by the individual or by a public officer or public employee the individual supervises; and

(2) the trustee has complete discretion to manage the trust, including the power to dispose of and acquire trust assets without consulting or notifying the individual.

(d) If a blind trust under Subsection (c) is revoked while the individual is subject to this subchapter, the individual must file an amendment to the individual's most recent financial statement, disclosing the date of revocation and the previously unreported value by category of each asset and the income derived from each asset.

ASSETS OF BUSINESS ASSOCIATIONS

PART 11A

NOT APPLICABLE

Describe all assets of each corporation, firm, partnership, limited partnership, limited liability partnership, professional corporation, professional association, joint venture, or other business association in which you, your spouse, or a dependent child held, acquired, or sold 50 percent or more of the outstanding ownership and indicate the category of the amount of the assets. For more information, see FORM PFS--INSTRUCTION GUIDE.

When reporting information about a dependent child's activity, indicate the child about whom you are reporting by providing the number under which the child is listed on the Cover Sheet.

1 BUSINESS ASSOCIATION	NAME AND ADDRESS <input type="checkbox"/> (Check If Filer's Home Address)	
	SEE EXHIBIT-ASSETS OF BUSINESS ASSOCIATIONS PART 11A	
2 BUSINESS TYPE		
3 HELD, ACQUIRED, OR SOLD BY	<input type="checkbox"/> FILER	<input type="checkbox"/> SPOUSE
	<input type="checkbox"/> DEPENDENT CHILD _____	
4 ASSETS	DESCRIPTION	CATEGORY
		<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE
		<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE
		<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE
		<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE
		<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE
		<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE
		<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE
		<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE
		<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE

COPY AND ATTACH ADDITIONAL PAGES AS NECESSARY

CRADDICK, THOMAS RUSSELL
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EXHIBIT – ASSETS OF BUSINESS ASSOCIATIONS PART 11A

CORPORATION OR PARTNERSHIP	BRIEF DESCRIPTION OF ASSETS AND LIABILITIES	STOCK HELD, ACQUIRED, OR SOLD BY	CATEGORY
CRADDICK, INC. 2 LAKES DRIVE MIDLAND, TX 79705	CASH, STOCKS, REAL ESTATE, OIL AND GAS PROPERTIES	FILER	25000>
CRADDICK PARTNERS, LTD. 2 LAKES DRIVE MIDLAND, TX 79705	CASH, STOCKS, REAL ESTATE, OIL AND GAS PROPERTIES	PARTNERSHIP	25000>

LIABILITIES OF BUSINESS ASSOCIATIONS

PART 11B

NOT APPLICABLE

Describe all liabilities of each corporation, firm, partnership, limited partnership, limited liability partnership, professional corporation, professional association, joint venture, or other business association in which you, your spouse, or a dependent child held, acquired, or sold 50 percent or more of the outstanding ownership and indicate the category of the amount of the assets. For more information, see FORM PFS--INSTRUCTION GUIDE.

When reporting information about a dependent child's activity, indicate the child about whom you are reporting by providing the number under which the child is listed on the Cover Sheet.

1 BUSINESS ASSOCIATION	<input type="checkbox"/> NAME AND ADDRESS (Check If Filer's Home Address)	
2 BUSINESS TYPE		
3 HELD, ACQUIRED, OR SOLD BY	<input type="checkbox"/> FILER	<input type="checkbox"/> SPOUSE
4 LIABILITIES	DESCRIPTION	CATEGORY <input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE <hr style="border-top: 1px dashed black;"/> <input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE <hr style="border-top: 1px dashed black;"/> <input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE <hr style="border-top: 1px dashed black;"/> <input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE <hr style="border-top: 1px dashed black;"/> <input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE <hr style="border-top: 1px dashed black;"/> <input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE <hr style="border-top: 1px dashed black;"/> <input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE <hr style="border-top: 1px dashed black;"/> <input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE <hr style="border-top: 1px dashed black;"/> <input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE

COPY AND ATTACH ADDITIONAL PAGES AS NECESSARY

BOARDS AND EXECUTIVE POSITIONS

PART 12

NOTAPPLICABLE

List all boards of directors of which you, your spouse, or a dependent child are a member and all executive positions you, your spouse, or a dependent child hold in corporations, firms, partnerships, limited partnerships, limited liability partnerships, professional corporations, professional associations, joint ventures, other business associations, or proprietorships, stating the name of the organization and the position held. For more information, see FORM PFS--INSTRUCTION GUIDE.

When reporting information about a dependent child's activity, indicate the child about whom you are reporting by providing the number under which the child is listed on the Cover Sheet.

¹ ORGANIZATION	SEE EXHIBIT-BOARDS AND EXECUTIVE POSITIONS PART 12
² POSITION HELD	
³ POSITION HELD BY	<input type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____
ORGANIZATION	
POSITION HELD	
POSITION HELD BY	<input type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____
ORGANIZATION	
POSITION HELD	
POSITION HELD BY	<input type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____
ORGANIZATION	
POSITION HELD	
POSITION HELD BY	<input type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____
ORGANIZATION	
POSITION HELD	
POSITION HELD BY	<input type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____

COPY AND ATTACH ADDITIONAL PAGES AS NECESSARY

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EXHIBIT 12 -- BOARDS AND EXECUTIVE POSITIONS PART 12

NAME OF ORGANIZATION	POSITION HELD	HELD BY
CRADDICK PARTNERS, LTD.	GENERAL PARTNER	FILER
CRADDICK PROPERTIES	SOLE PROPRIETORSHIP	FILER
CRADDICK, INC.	PRESIDENT, DIRECTOR	FILER
MEXCO ENERGY CORP.	DIRECTOR	FILER
AMERICAN LEGISLATIVE EXCHANGE COUNCIL	BOARD MEMBER/ EXECUTIVE COMMITTEE	FILER
CRADDICK, INC.	VICE PRESIDENT, SECRETARY, DIRECTOR	SPOUSE
M.D. ANDERSON	MEMBER, BOARD OF VISITORS	SPOUSE
MIDLAND MEMORIAL HOSPITAL	MEMBER, BOARD OF GOVERNORS	SPOUSE

EXPENSES ACCEPTED UNDER HONORARIUM EXCEPTION

PART 13

NOT APPLICABLE

Identify any person who provided you with necessary transportation, meals, or lodging, as permitted under section 36.07(b) of the Penal Code, in connection with a conference or similar event in which you rendered services, such as addressing an audience or participating in a seminar, that were more than perfunctory. Also provide the amount of the expenditures on transportation, meals, or lodging. You are not required to include items you have already reported as political contributions on a campaign finance report, or expenditures required to be reported by a lobbyist under the lobby law (chapter 305 of the Government Code). For more information, see FORM PFS--INSTRUCTION GUIDE.

<p>¹ PROVIDER</p>	<p>NAME AND ADDRESS</p>
<p>² AMOUNT</p>	
<p>PROVIDER</p>	<p>NAME AND ADDRESS</p>
<p>AMOUNT</p>	
<p>PROVIDER</p>	<p>NAME AND ADDRESS</p>
<p>AMOUNT</p>	
<p>PROVIDER</p>	<p>NAME AND ADDRESS</p>
<p>AMOUNT</p>	

COPY AND ATTACH ADDITIONAL PAGES AS NECESSARY

INTEREST IN BUSINESS IN COMMON WITH LOBBYIST

PART 14

NOTAPPLICABLE

Identify each corporation, firm, partnership, limited partnership, limited liability partnership, professional corporation, professional association, joint venture, or other business association, other than a publicly-held corporation, in which you, your spouse, or a dependent child, and a person registered as a lobbyist under chapter 305 of the Government Code that both have an interest. For more information, see FORM PFS--INSTRUCTION GUIDE.

<p>1 BUSINESS ENTITY</p>	<p style="text-align: right;">NAME AND ADDRESS</p> <p>Centro Caswell LLC 823 Congress Ave., Suite 800 Austin, TX 78701</p>
<p>2 INTEREST HELD BY</p>	<p><input checked="" type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____</p>
<p>BUSINESS ENTITY</p>	<p style="text-align: right;">NAME AND ADDRESS</p> <p>Craddick, Inc. 2 Lakes Drive Midland, TX 79705</p>
<p>INTEREST HELD BY</p>	<p><input checked="" type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____</p>
<p>BUSINESS ENTITY</p>	<p style="text-align: right;">NAME AND ADDRESS</p> <p>Craddick Partners, Ltd. 2 Lakes Drive Midland, TX 79705</p>
<p>INTEREST HELD BY</p>	<p><input checked="" type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____</p>
<p>BUSINESS ENTITY</p>	<p style="text-align: right;">NAME AND ADDRESS</p>
<p>INTEREST HELD BY</p>	<p><input type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____</p>
<p>BUSINESS ENTITY</p>	<p style="text-align: right;">NAME AND ADDRESS</p>
<p>INTEREST HELD BY</p>	<p><input type="checkbox"/> FILER <input type="checkbox"/> SPOUSE <input type="checkbox"/> DEPENDENT CHILD _____</p>

COPY AND ATTACH ADDITIONAL PAGES AS NECESSARY

FEES RECEIVED FOR SERVICES RENDERED TO A LOBBYIST OR LOBBYIST'S EMPLOYER

PART 15

NOT APPLICABLE

Report any fee you received for providing services to or on behalf of a person required to be registered as a lobbyist under chapter 305 of the Government Code, or for providing services to or on behalf of a person you actually know directly compensates or reimburses a person required to be registered as a lobbyist. Report the name of each person or entity for which the services were provided, and indicate the category of the amount of each fee. For more information, see FORM PFS--INSTRUCTION GUIDE.

¹ PERSON OR ENTITY FOR WHOM SERVICES WERE PROVIDED	
² FEE CATEGORY	<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE
PERSON OR ENTITY FOR WHOM SERVICES WERE PROVIDED	
FEE CATEGORY	<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE
PERSON OR ENTITY FOR WHOM SERVICES WERE PROVIDED	
FEE CATEGORY	<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE
PERSON OR ENTITY FOR WHOM SERVICES WERE PROVIDED	
FEE CATEGORY	<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE
PERSON OR ENTITY FOR WHOM SERVICES WERE PROVIDED	
FEE CATEGORY	<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE
PERSON OR ENTITY FOR WHOM SERVICES WERE PROVIDED	
FEE CATEGORY	<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE

COPY AND ATTACH ADDITIONAL PAGES AS NECESSARY

REPRESENTATION BY LEGISLATOR BEFORE STATE AGENCY

PART 16

NOT APPLICABLE

This section applies only to members of the Texas Legislature. A member of the Texas Legislature who represents a person for compensation before a state agency in the executive branch must provide the name of the agency, the name of the person represented, and the category of the amount of the fee received for the representation. For more information, see FORM PFS--INSTRUCTION GUIDE.

Note: Beginning September 1, 2003, legislators may not, for compensation, represent another person before a state agency in the executive branch. The prohibition does not apply if: (1) the representation is pursuant to an attorney/client relationship in a criminal law matter; (2) the representation involves the filing of documents that involve only ministerial acts on the part of the agency; or (3) the representation is in regard to a matter for which the legislator was hired before September 1, 2003.

¹ STATE AGENCY	
² PERSON REPRESENTED	
³ FEE CATEGORY	<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE
STATE AGENCY	
PERSON REPRESENTED	
FEE CATEGORY	<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE
STATE AGENCY	
PERSON REPRESENTED	
FEE CATEGORY	<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE
STATE AGENCY	
PERSON REPRESENTED	
FEE CATEGORY	<input type="checkbox"/> LESS THAN \$5,000 <input type="checkbox"/> \$5,000--\$9,999 <input type="checkbox"/> \$10,000--\$24,999 <input type="checkbox"/> \$25,000--OR MORE

COPY AND ATTACH ADDITIONAL PAGES AS NECESSARY

BENEFITS DERIVED FROM FUNCTIONS HONORING PUBLIC SERVANT

PART 17

NOT APPLICABLE

Section 36.10 of the Penal Code provides that the gift prohibitions set out in section 36.08 of the Penal Code do not apply to a benefit derived from a function in honor or appreciation of a public servant required to file a statement under chapter 572 of the Government Code or title 15 of the Election Code if the benefit and the source of any benefit over \$50 in value are: 1) reported in the statement and 2) the benefit is used solely to defray expenses that accrue in the performance of duties or activities in connection with the office which are nonreimbursable by the state or a political subdivision. If such a benefit is received and is not reported by the public servant under title 15 of the Election Code, the benefit is reportable here. For more information, see FORM PFS--INSTRUCTION GUIDE.

1 SOURCE OF BENEFIT	NAME AND ADDRESS
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2 BENEFIT	
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SOURCE OF BENEFIT	NAME AND ADDRESS
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BENEFIT	
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SOURCE OF BENEFIT	NAME AND ADDRESS
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BENEFIT	
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SOURCE OF BENEFIT	NAME AND ADDRESS
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BENEFIT	
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COPY AND ATTACH ADDITIONAL PAGES AS NECESSARY

LEGISLATIVE CONTINUANCES

PART 18

NOT APPLICABLE

Identify any legislative continuance that you have applied for or obtained under section 30.003 of the Civil Practice and Remedies Code, or under another law or rule that requires or permits a court to grant continuances on the grounds that an attorney for a party is a member or member-elect of the legislature.

1 NAME OF PARTY REPRESENTED	
2 DATE RETAINED	
3 STYLE, CAUSE NUMBER, COURT & JURISDICTION	
4 DATE OF CONTINUANCE APPLICATION	
5 WAS CONTINUANCE GRANTED?	<input type="checkbox"/> YES <input type="checkbox"/> NO

NAME OF PARTY REPRESENTED	
DATE RETAINED	
STYLE, CAUSE NUMBER, COURT, & JURISDICTION	
DATE OF CONTINUANCE APPLICATION	
WAS CONTINUANCE GRANTED?	<input type="checkbox"/> YES <input type="checkbox"/> NO

COPY AND ATTACH ADDITIONAL PAGES AS NECESSARY

PERSONAL FINANCIAL STATEMENT AFFIDAVIT

The law requires the personal financial statement to be verified. The verification page must have the signature of the individual required to file the personal financial statement, as well as the signature and stamp or seal of office of a notary public or other person authorized by law to administer oaths and affirmations. Without proper verification, the statement is not considered filed.

I swear, or affirm, under penalty of perjury, that this financial statement covers calendar year ending December 31, 2011, and is true and correct and includes all information required to be reported by me under chapter 572 of the Government Code.

Tom Craddick

Signature of Filer



AFFIX NOTARY STAMP / SEAL ABOVE

Sworn to and subscribed before me, by the said Tom Craddick, this the 9th day of March, 20 12, to certify which, witness my hand and seal of office.

Susan G. Wynn

Signature of officer administering oath

Susan G. Wynn

Print name of officer administering oath

Notary Public

Title of officer administering oath