

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **2013-01-28** | Period of Report: **2012-12-31**
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FILER

AMG National Trust Bank

CIK: **1388829** | IRS No.: **841595367** | State of Incorporation: **CO** | Fiscal Year End: **1231**
Type: **13F-HR** | Act: **34** | File No.: **028-12422** | Film No.: **13550190**

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6501 E BELLEVIEW AVE,
SUITE 400
ENGLEWOOD CO 80111

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 13F
FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 12/31/2012

Check here if Amendment Amendment Number:
This Amendment is a restatement
 adds new holding entries

Institutional Investment Manager Filing this Report:

Name: AMG NATIONAL TRUST BANK
Address: 6501 EAST BELLEVIEW AVENUE
ENGLEWOOD, CO 80111

13F File Number: 28-12422

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: Donald F Seacrest
Title: VP Institutional Services
Phone: 303-694-2190
Signature, Place, and Date of Signing:

1 /s/Donald F Seacrest Englewood, CO 01/28/2013

Report Type (Check only one)
 13F HOLDINGS REPORT
 13F NOTICE
 13F COMBINATION REPORT

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

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0
Form 13F Information Table Entry Total: 279
Form 13F Information Table Value Total: \$ 612,931

List of Other Included Managers:

NONE

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FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X \$1000)	SHARES/ PRN	SH/ AMOUNT	PUT/ CALL	INVSTMT DISCRTN	OTHER MANAGERS	SOLE	VOTING AUTHORITY SHARED	NONE
AGCO CORPORATION	COM	001084102	491	10000	SH		SOLE		10000		
AT&T	COM	00206R102	1062	31516	SH		SOLE		29010		
AT&T	COM	00206R102	7	200	SH		DEFINED		200		2506
ALCATEL -LUCENCT SPONSORED ADR	FOR	013904305	17	12224	SH		SOLE		794		
ALLEGHANY CORP	COM	017175100	529	1578	SH		SOLE		1578		
ALLIANT TECHSYSTEMS	COM	018804104	356	5752	SH		SOLE		5752		
AMGEN INC	COM	031162100	2441	28316	SH		SOLE		25525		
AMGEN INC	COM	031162100	7	85	SH		DEFINED		85		2791
APOLLO	MUT	037636107	258	13746	SH		SOLE		13746		
APPLE	COM	037833100	457	859	SH		SOLE		734		
APPLE	COM	037833100	5	10	SH		DEFINED		10		125

ASTRAZENECA PLC	FOR	046353108	1226	25939 SH	SOLE	25939	
AVALON BAY CMNTYS INC COM	COM	053484101	284	2095 SH	SOLE	2095	
AXOGEN INC	COM	05463X106	43	15965 SH	SOLE	15965	
BB&T CORP	COM	054937107	1156	39697 SH	SOLE	39697	
BP AMOCO PLC	FOR	055622104	969	23259 SH	SOLE	23259	
BP PRUHOE BAY ROYALTY TRUST	COM	055630107	4780	69744 SH	SOLE	69744	
BP PRUHOE BAY ROYALTY TRUST	COM	055630107	19	270 SH	OTHER	270	
BAKER HUGHES INC	COM	057224107	1325	32429 SH	SOLE	32429	
BALL CORP COM	COM	058498106	10310	230399 SH	SOLE	230399	
BANK OF AMERICA CORP	COM	060505104	357	30759 SH	SOLE	30484	
					SOLE		275
BANK OF NEW YORK MELLON CORP	COM	064058100	1310	50969 SH	SOLE	50660	
					SOLE		309
BECTON DICKINSON & CO	COM	075887109	1834	23455 SH	SOLE	23269	
					SOLE		186
BERKSHIRE HATHAWAY	COM	084670108	2815	21 SH	SOLE	21	
BERKSHIRE HATHAWAY	COM	084670702	488	5445 SH	SOLE	5345	
					SOLE		100
BERKSHIRE HATHAWAY	COM	084670702	7	75 SH	DEFINED	75	
BIOSECURE CORP	COM	09069M100	0	50000 SH	SOLE	50000	
BOSTON PRIVATE FINANCIAL HLD	COM	101119105	177	19644 SH	SOLE	19644	
BOSTON PROPERTY CLASS A	COM	101121101	573	5413 SH	SOLE	5413	
CALAVO GROWERS INC	COM	128246105	222	8823 SH	SOLE	8823	
CARBO CERAMICS INC	COM	140781105	350	4474 SH	SOLE	4474	
CARE2COM D PFD	PRE	141991992	0	14683 SH	SOLE		14683
CASEY'S GENERAL STORES INC	COM	147528103	580	10932 SH	SOLE	10932	
CATERPILLAR INC	COM	149123101	514	5731 SH	SOLE	5731	
CATO CORP-CL A	COM	149205106	1271	46323 SH	SOLE	46323	
CENTURYLINK INC	COM	156700106	589	15057 SH	SOLE	14857	
					SOLE		200
CHARLES & COLVARD LTD COM	COM	159765106	53	13500 SH	SOLE	13500	
CHEMED CORP	COM	16359R103	462	6736 SH	SOLE	6736	
CHEMICAL FINANCIAL CORP	COM	163731102	203	8544 SH	SOLE	8544	
CHEVRONTXACO CORP COM	COM	166764100	3250	30052 SH	SOLE	25401	
					SOLE		4651
CHEVRONTXACO CORP COM	COM	166764100	22	200 SH	DEFINED	200	
CHUBB	COM	171232101	226	3000 SH	SOLE	3000	
CISCO SYSTEMS	COM	17275R102	1389	70696 SH	SOLE	62751	
					SOLE		7945
CITIGROUP	COM	172967424	3929	99309 SH	SOLE	99209	
					SOLE		100
CLEARWIRE CORP	COM	18538Q105	35	11948 SH	SOLE	11948	
COCA-COLA CO	COM	191216100	2697	74402 SH	SOLE	73930	
					SOLE		472
CONOCOPHILLIPS	COM	20825C104	3622	62463 SH	SOLE	62240	
					SOLE		223
CORNING INC.COM	COM	219350105	771	61100 SH	SOLE		61100
COSTCO WHOLESALE CORP	COM	22160K105	1431	14497 SH	SOLE	14303	
					SOLE		194
COVANCE INC COM	COM	222816100	377	6530 SH	SOLE	6530	
CROSS TIMBERS ROYALTY TRUST	COM	22757R109	732	27204 SH	SOLE	27204	
CROSS TIMBERS ROYALTY TRUST	COM	22757R109	3	108 SH	OTHER	108	
DAWSON GEOPHYSICAL CO	COM	239359102	396	14998 SH	SOLE	14998	
DELL INC	COM	24702R101	2334	230205 SH	SOLE	229161	
					SOLE		1044
DEVON ENERGY CORP	COM	25179M103	2031	39027 SH	SOLE	38836	
					SOLE		191
DIAMONDROCK HOSPITALITY CO	COM	252784301	160	17816 SH	SOLE	17816	
DIGIRAD CORP	COM	253827109	104	50842 SH	SOLE		50842
DOMINION RESOURCES BLACK WARRIOR	COM	25746Q108	152	51607 SH	SOLE	51607	
DOMINION RESOURCES BLACK WARRIOR	COM	25746Q108	0	255 SH	OTHER	255	
DORCHESTER MINERALS LP	COM	25820R105	858	42229 SH	SOLE	42229	
DORCHESTER MINERALS LP	COM	25820R105	3	166 SH	OTHER	166	
DOW CHEMICAL	COM	260543103	1090	33707 SH	SOLE	33707	
DUPONT EI DE NEMOURS	COM	263534109	1147	25506 SH	SOLE	25506	
ECA	COM	26827L109	8966	587155 SH	SOLE	587155	
ECA	COM	26827L109	5	348 SH	OTHER	348	
EMC CORP	COM	268648102	314	12424 SH	SOLE	12424	
ETFS PLATINUM TRUST	COM	26922V101	12484	82477 SH	SOLE	74906	
					SOLE		7571
ETFS PLATINUM TRUST	COM	26922V101	6	37 SH	OTHER	37	
ETFS PALLADIUM TRUST	COM	26923A106	15828	228659 SH	SOLE	206361	
					SOLE		22298
ETFS PALLADIUM TRUST	COM	26923A106	8	116 SH	OTHER	116	
EASTERN AMERICAN NATURAL GAS	COM	276217106	418	20600 SH	SOLE	20600	
EASTGROUP PROPERTIES INC	COM	277276101	474	8814 SH	SOLE	8814	
ECOLAB INC COM	COM	278865100	3357	46684 SH	SOLE	46684	
EMCOR GROUP INC	COM	29084Q100	458	13222 SH	SOLE	13222	
EMERSON ELECTRIC CO	COM	291011104	3398	64171 SH	SOLE	63980	
					SOLE		191
ENCANA CORP	FOR	292505104	802	40591 SH	SOLE	40591	
ENTERPRISE PRODUCTS PARTNERS	COM	293792107	544	10860 SH	SOLE		10860
EQUITY RESIDTL PPTY	COM	29476L107	397	7006 SH	SOLE	7006	

ESSEX PROPERTY TRUST	COM	297178105	202	1380	SH	SOLE	1380	
EXELIS INC	COM	30162A108	5052	448236	SH	SOLE	448236	
EXXON MOBIL CORP	COM	30231G102	2844	32854	SH	SOLE	32667	
						SOLE		187
EXXON MOBIL CORP	COM	30231G102	17	200	SH	DEFINED	200	
FAIR ISAAC CORPORATION COM	COM	303250104	554	13182	SH	SOLE	13182	
FEDERAL REALTY INVS TRUST	COM	313747206	289	2775	SH	SOLE	2775	
FEDERATED INVESTORS INC	COM	314211103	1540	76139	SH	SOLE	76139	
FEDEX CORPORATION	COM	31428X106	734	8000	SH	SOLE	8000	
FIRSTENERGY CORP COM	COM	337932107	692	16577	SH	SOLE	16577	
FLOWERS FOODS INC.	COM	343498101	517	22210	SH	SOLE	22210	
FOOT LOCKER, INC.	COM	344849104	1210	37676	SH	SOLE	37676	
FORD	COM	345370860	316	24397	SH	SOLE	24397	
FREEMPORT-MCMORAN COPPER & GOLD,	COM	35671D857	3411	99742	SH	SOLE	99742	
FUTUREFUEL CORP	COM	36116M106	296	25000	SH	SOLE	25000	
GAMESTOP CORP-CL	COM	36467W109	552	22018	SH	SOLE	22018	
GAP INC	COM	364760108	2357	75946	SH	SOLE	75466	
						SOLE		480
GENERAL ELEC CO	COM	369604103	3874	184580	SH	SOLE	174976	
						SOLE		9604
GILEAD SCIENCES INC	COM	375558103	3254	44301	SH	SOLE	44010	
						SOLE		291
GLAXO SMITHKLINE PLC ADR	FOR	37733W105	696	16022	SH	SOLE	16022	
GOLDMAN SACHS	COM	38141G104	1486	11646	SH	SOLE	11551	
						SOLE		95
GRAPHIC PACKAGING HOLDING CO	COM	388689101	6806	1053577	SH	SOLE	1053577	
GREIF INC. CL A	COM	397624107	433	9732	SH	SOLE	9732	
GUARANTY BANCORP	COM	40075T300	0	18104	SH	SOLE	18104	
HCP INC	COM	40414L109	347	7678	SH	SOLE	7678	
HALLIBURTON COMPANY	COM	406216101	1118	32218	SH	SOLE	32218	
HARSCO CORP	COM	415864107	549	23372	SH	SOLE	23372	
HEALTH CARE REIT INC	COM	42217K106	244	3977	SH	SOLE	3977	
HENRY JACK & ASSOCIATES INC	COM	426281101	432	11002	SH	SOLE	11002	
HERITAGE OAKS	COM	42724R107	92	15857	SH	SOLE	15857	
HERSHEY	COM	427866108	2800	38767	SH	SOLE		38767
HEWLETT-PACKARD CO	COM	428236103	1415	99264	SH	SOLE	98939	
						SOLE		325
HIGHWOODS	COM	431284108	200	5987	SH	SOLE	5987	
HOME	COM	437076102	2726	44069	SH	SOLE	43758	
						SOLE		311
HOME	COM	437076102	19	300	SH	DEFINED	300	
HONEYWELL INTERNATIONAL INC	COM	438516106	349	5501	SH	SOLE	5501	
HOOPER	COM	439104100	43	109047	SH	SOLE	9047	
						SOLE		100000
HORMEL	COM	440452100	6003	192342	SH	SOLE	192342	
HOST	COM	44107P104	177	11318	SH	SOLE	11318	
HUGOTON ROYALTY TRUST TEXAS UNIT	COM	444717102	1115	152463	SH	SOLE	152463	
HUGOTON ROYALTY TRUST TEXAS UNIT	COM	444717102	4	603	SH	OTHER	603	
ICU MEDICAL INC	COM	44930G107	445	7303	SH	SOLE	7303	
ITT CORPORATION	COM	450911201	204	8689	SH	SOLE	8689	
INTEL CORP	COM	458140100	3679	178418	SH	SOLE	177311	
						SOLE		1107
INTEL CORP	COM	458140100	8	400	SH	DEFINED	400	
IBM CORP	COM	459200101	441	2303	SH	SOLE	2203	
						SOLE		100
IBM CORP	COM	459200101	5	25	SH	DEFINED	25	
INVESCO	COM	46132R104	363	29112	SH	SOLE	29112	
ISHARES MSCI	COM	464286608	5459	163137	SH	SOLE	138632	
						SOLE		24505
ISHARES MSCI	COM	464286608	46	1378	SH	OTHER	1378	
ISHARES MSCI	COM	464286665	1445	30644	SH	SOLE	21930	
						SOLE		8714
ISHARES	COM	464287168	15550	271658	SH	SOLE	213511	
						SOLE		58147
ISHARES	COM	464287168	32	567	SH	OTHER	567	
ISHARES	COM	464287234	35419	798618	SH	SOLE	713462	
						SOLE		85156
ISHARES	COM	464287234	10	225	SH	DEFINED	225	
ISHARES	COM	464287234	97	2177	SH	OTHER	2177	
ISHARES	COM	464287374	5853	153371	SH	SOLE	123373	
						SOLE		29998
ISHARES	COM	464287390	2069	47187	SH	SOLE	41998	
						SOLE		5189
ISHARES	COM	464287390	7	170	SH	OTHER	170	
ISHARES	COM	464287465	15803	277926	SH	SOLE	260221	
						SOLE		17705
ISHARES	COM	464287465	9	150	SH	DEFINED	150	
ISHARES	COM	464287465	6	112	SH	OTHER	112	
ISHARES	COM	464287473	6982	138975	SH	SOLE	120170	
						SOLE		18805
ISHARES	COM	464287481	10208	162552	SH	SOLE	109010	
						SOLE		53542
ISHARES	COM	464287499	52332	462702	SH	SOLE	439683	

ISHARES	COM	464287499	151	1336	SH	SOLE		23019
ISHARES	COM	464287564	19907	253464	SH	OTHER	1336	
						SOLE	230943	
						SOLE		22521
ISHARES	COM	464287564	16	207	SH	OTHER	207	
ISHARES	COM	464287598	7422	101918	SH	SOLE	89567	
						SOLE		12351
ISHARES	COM	464287598	6	85	SH	OTHER	85	
ISHARES	COM	464287614	5645	86204	SH	SOLE	77281	
						SOLE		8923
ISHARES	COM	464287614	32	485	SH	OTHER	485	
ISHARES	COM	464287622	22518	284494	SH	SOLE	271263	
						SOLE		13231
ISHARES	COM	464287630	1277	16912	SH	SOLE	16912	
ISHARES	COM	464287648	4338	45517	SH	SOLE	37020	
						SOLE		8497
ISHARES	COM	464287655	10599	125702	SH	SOLE	120499	
						SOLE		5203
ISHARES	COM	464287655	82	970	SH	OTHER	970	
ISHARES	COM	464287770	2474	41708	SH	SOLE	40733	
						SOLE		975
ISHARES	COM	464287796	14587	357173	SH	SOLE	325578	
						SOLE		31595
ISHARES	COM	464288240	7567	180677	SH	SOLE	176902	
						SOLE		3775
ISHARES	COM	464288240	93	2218	SH	OTHER	2218	
ISHARES	COM	464288687	793	20008	SH	SOLE	17150	
						SOLE		2858
I SHARES SILVER TRUST	COM	46428Q109	6771	230526	SH	SOLE	220350	
						SOLE		10176
I SHARES SILVER TRUST	COM	46428Q109	4	152	SH	OTHER	152	
JPMORGAN CHASE & CO	COM	46625H100	4572	103973	SH	SOLE	100531	
						SOLE		3442
JPMORGAN CHASE & CO	COM	46625H100	7	150	SH	DEFINED	150	
JACK IN THE BOX INC	COM	466367109	493	17229	SH	SOLE	17229	
JOHNSON & JOHNSON	COM	478160104	3325	47430	SH	SOLE	46019	
						SOLE		1411
JOHNSON & JOHNSON	COM	478160104	14	200	SH	DEFINED	200	
KATY INDUSTRIES INC	COM	486026107	141	782568	SH	SOLE	782568	
KEY CORP	COM	493267108	3614	429215	SH	SOLE	427535	
						SOLE		1680
KIMBERLY-CLARK CORP	COM	494368103	2961	35068	SH	SOLE	34953	
						SOLE		115
KRAFT GOODS GROUP INC	COM	50076Q106	299	6584	SH	SOLE	6584	
LASER ENERGETICS INC	COM	51805Q102	1	25000	SH	SOLE		25000
LEE ENTERPRISES	COM	523768109	46	40020	SH	SOLE	40020	
LEVEL 3 COMMUNICATIONS INC	COM	52729N308	942	40783	SH	SOLE	40783	
LIBERTY PROPERTY TRUST	COM	531172104	274	7646	SH	SOLE	7646	
LOCKHEED MARTIN	COM	539830109	1131	12252	SH	SOLE	12252	
LUFKIN INDUSTRIES INC	COM	549764108	419	7203	SH	SOLE	7203	
MV OIL TRUST	COM	553859109	736	30995	SH	SOLE	30995	
MV OIL TRUST	COM	553859109	3	122	SH	OTHER	122	
MACK-CALI REALTY CORP	COM	554489104	240	9201	SH	SOLE	9201	
MANTECH INTERNATIONAL CORP-A	COM	564563104	437	16828	SH	SOLE	16828	
MARKEL CORP	COM	570535104	2087	4816	SH	SOLE	4780	
						SOLE		36
MCDONALDS CORP COM	COM	580135101	425	4821	SH	SOLE	4821	
MEADOWBROOK INSURANCE GROUP	COM	58319P108	318	55017	SH	SOLE	55017	
MERCK & CO., INC.	COM	58933Y105	1267	30938	SH	SOLE	17297	
						SOLE		13641
MICROSOFT	COM	594918104	3747	140290	SH	SOLE	139451	
						SOLE		839
MICROSOFT	COM	594918104	8	300	SH	DEFINED	300	
MOLSON COORS	COM	60871R209	5496	128443	SH	SOLE	49926	
						SOLE		78517
MONDELEZ INTERNATIONAL INC	COM	609207105	529	20796	SH	SOLE	20796	
NETGAIN DEV INC	COM	64110M104	0	49000	SH	SOLE	49000	
NEXTERA ENERGY INC	COM	65339F101	249	3600	SH	SOLE	3600	
NORTHROP	COM	666807102	1190	17610	SH	SOLE	17610	
OFFICIAL PAYMENTS HOLDINGS 1	COM	67623R106	180	31949	SH	SOLE	31949	
OPPENHEIMER HOLDINGS-CL A	COM	683797104	217	12591	SH	SOLE	12591	
ORACLE	COM	68389X105	1715	51471	SH	SOLE	47908	
						SOLE		3563
PS BUSINESS PARKS INC/CA	COM	69360J107	269	4146	SH	SOLE	4146	
PAPA JOHNS INTL INC	COM	698813102	321	5846	SH	SOLE	5846	
PEPSICO INC	COM	713448108	259	3784	SH	SOLE	3634	
						SOLE		150
PERICOM SEMICONDUCTOR CORP	COM	713831105	217	26962	SH	SOLE	26962	
PERKINELMER INC	COM	714046109	451	14217	SH	SOLE	14217	
PERMIAN BASIN ROYALTY TRUST	COM	714236106	3363	274303	SH	SOLE	274303	
PERMIAN BASIN ROYALTY TRUST	COM	714236106	13	1083	SH	OTHER	1083	
PETSMART INC	COM	716768106	892	13052	SH	SOLE	13052	
PFIZER	COM	717081103	3250	129597	SH	SOLE	119468	

PHILIP MORRIS	COM	718172109	3245	38802	SH	SOLE		10129
						SOLE	38660	
PHILLIPS 66	COM	718546104	548	10325	SH	SOLE	10214	142
						SOLE		111
POWELL INDUSTRIES INC	COM	739128106	251	6053	SH	SOLE	6053	
POWERSHARES QQQ TR	COM	73935A104	1574	24161	SH	SOLE	14282	
						SOLE		9879
PRINCIPAL FINANCIAL GROUP	COM	74251V102	253	8880	SH	SOLE	8880	
PROCTER & GAMBLE CO	COM	742718109	201	2956	SH	SOLE	2956	
PRUDENTIAL	COM	74442F107	237	12500	SH	SOLE	12500	
PUBLIC STORAGE	COM	74460D109	548	3782	SH	SOLE	3782	
RADIUS HEALTH INC	COM	750469108	37	20291	SH	OTHER	20291	
RAYTHEON CO	COM	755111507	3912	67968	SH	SOLE	67683	
						SOLE		285
RESEARCH IN MOTION	FOR	760975102	318	26798	SH	SOLE	26708	
						SOLE		90
ROYAL BK CDA MONTREAL QUE COM	FOR	780087102	540	8959	SH	SOLE	8959	
SM ENERGY CO	COM	78454L100	704	13489	SH	SOLE	13489	
SPDR	COM	78462F103	47513	333633	SH	SOLE	315036	
						SOLE		18597
SPDR	COM	78462F103	365	2566	SH	OTHER	2566	
SPDR GOLD TRUST	COM	78463V107	6548	40416	SH	SOLE	36845	
						SOLE		3571
SPDR GOLD TRUST	COM	78463V107	3	17	SH	OTHER	17	
SPDR	COM	78467X109	3795	29062	SH	SOLE	23581	
						SOLE		5481
SABINE ROYALTY TRUST-SBI	COM	785688102	658	16530	SH	SOLE	16530	
SABINE ROYALTY TRUST-SBI	COM	785688102	2	61	SH	OTHER	61	
SAN JUAN BASIN ROYALTY TR-UBI	COM	798241105	3125	233014	SH	SOLE	233014	
SAN JUAN BASIN ROYALTY TR-UBI	COM	798241105	12	921	SH	OTHER	921	
SANOFI	FOR	80105N105	1391	29357	SH	SOLE	29357	
SCANSOURCE INC	COM	806037107	476	14989	SH	SOLE	14989	
HENRY SCHEIN INC COMMON	COM	806407102	223	2769	SH	SOLE	2769	
SCHLUMBERGER LIMITED	COM	806857108	1039	14998	SH	SOLE	14998	
SEALED AIR CORP	COM	81211K100	268	15281	SH	SOLE	15281	
SELECT SECTOR SPDR TR	COM	81369Y605	468	28549	SH	SOLE	27649	
						SOLE		900
SIMON PROPERTY GROUP INC	COM	828806109	584	3692	SH	SOLE	3692	
SOUTHWESTERN ENERGY	COM	845467109	2093	62632	SH	SOLE	62382	
						SOLE		250
SPRINT	COM	852061100	828	145969	SH	SOLE	144295	
						SOLE		1674
STERIS CORPORATION	COM	859152100	412	11863	SH	SOLE	11863	
SUN LIFE FINANCIAL INC	FOR	866796105	1138	42904	SH	SOLE	42904	
SUPERIOR ENERGY SERVICES INC	COM	868157108	305	14734	SH	SOLE	14734	
SUPERVALU INC	COM	868536103	34	13564	SH	SOLE	13564	
SUSQUEHANNA BANCSHARES, INC.	COM	869099101	424	40468	SH	SOLE	40468	
SYNAPTICS INC	COM	87157D109	469	15655	SH	SOLE	15655	
TAIWAN SEMICONDUCTOR ADR	FOR	874039100	950	55352	SH	SOLE	55352	
TANGER FACTORY OUTLET CENTER	COM	875465106	263	7685	SH	SOLE	7685	
3M COMPANY	COM	88579Y101	3432	36962	SH	SOLE	36763	
						SOLE		199
TIBCO SOFTWARE, INC	COM	88632Q103	531	24161	SH	SOLE		24161
TOTAL	FOR	89151E109	988	19005	SH	SOLE	19005	
TOTAL	FOR	89151E109	5	100	SH	DEFINED	100	
TRAVELERS COS INC	COM	89417E109	1565	21791	SH	SOLE	21638	
						SOLE		153
URS CORPORATION	COM	903236107	564	14356	SH	SOLE	14356	
UMPQUA HOLDINGS CORP	COM	904214103	405	34316	SH	SOLE	34316	
UNION FIRST MARKET BANKSHARE	COM	90662P104	730	46321	SH	SOLE	46321	
UNITED AMERICAS	COM	909335101	0	25000	SH	SOLE	25000	
UNITED COMMUNITY BANKS/GA	COM	90984P303	687	72792	SH	SOLE	72792	
VF CORPORATION	COM	918204108	26993	178799	SH	SOLE	162436	
						SOLE		16363
VANGUARD	COM	922042775	308	6734	SH	SOLE	6734	
VANGUARD	COM	92204A702	242	3500	SH	SOLE	3500	
VENTAS INC	COM	92276F100	503	7774	SH	SOLE	7774	
VANGUARD	COM	922908769	5377	73373	SH	SOLE	64224	
						SOLE		9149
VERIZON COMMUNICATIONS	COM	92343V104	422	9762	SH	SOLE	4034	
						SOLE		5728
VERIZON COMMUNICATIONS	COM	92343V104	6	150	SH	DEFINED	150	
VORNADO REALTY TRUST	COM	929042109	514	6414	SH	SOLE	6414	
WELLS FARGO	COM	949746101	789	23082	SH	SOLE	17429	
						SOLE		5653
WELLS FARGO	COM	949746101	10	300	SH	DEFINED	300	
WENDY'S CO/THE	COM	95058W100	415	88351	SH	SOLE	88351	
WEST PHARMACEUTICAL SERVICES	COM	955306105	472	8613	SH	SOLE	8613	
WHITING USA TRUST I	COM	966389108	745	160527	SH	SOLE	160527	
WHITING USA TRUST I	COM	966389108	3	635	SH	OTHER	635	
WILLIAMS COMPANIES INC	COM	969457100	474	14464	SH	SOLE	14464	
XEROX CORPORATION	COM	984121103	92	13418	SH	SOLE	13418	

XYLEM INC	COM	98419M100	1776	65524 SH	SOLE	65524	
PRIVATE REAL ESTATE FUND V	COM	CS0000857	231	60 SH	SOLE	20	
					SOLE		40
INTERNATIONAL PRIVATE EQUITY	COM	CS0000907	224	25 SH	SOLE		25
BEARING VENTURE VI LLLP	COM	CS0000915	414	35 SH	SOLE	10	
					SOLE		25
AMG NATIONAL CORP ERISA/IRA	COM	CS0000923	577	33556 SH	SOLE	33556	
HIGH YIELD OPPORTUNITY FUND II,	COM	CS0000956	219	45 SH	SOLE	10	
					SOLE		35
ENERGY CORPORATION OF AMERICA	COM	CS0001046	311	915 SH	SOLE	915	
MATRIX SOFTWARE, INC.	COM	CS0001111	8	100000 SH	SOLE	100000	
FIRST NEBRASKA BANCS, INC.	COM	CS0001145	1709	6970 SH	SOLE	6970	
FIRST NATIONAL FINANCIAL CORP	COM	CS0001160	794	19930 SH	SOLE	19930	
AXIS CAPITAL HOLDINGS LTD	COM	G0692U109	1240	35811 SH	SOLE	35559	
					SOLE		252

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