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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation ORREN W HYMAN JU IRR TUA FBO OW SR AND J J HYMAN FDN 8802639		A Employer identification number 27-6666279
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions)
800 S. GAY STREET		() -
City or town, state, and ZIP code KNOXVILLE, TN 37995-1230		C If exemption application is pending, check here <input checked="" type="checkbox"/>
G Check all that apply.	Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/>	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,932,848.		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		358,102.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		89,120.	89,120.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		135,998.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			135,998.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		583,220.	225,118.		
13 Compensation of officers, directors, trustees, etc.		27,438.	13,719.		13,719.
14 Other employee salaries and wages			NONE	NONE	
15 Pension plans, employee benefits			NONE	NONE	
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)		3,483.			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings			NONE	NONE	
22 Printing and publications			NONE	NONE	
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses. Add lines 13 through 23		30,921.	13,719.	NONE	13,719.
25 Contributions, gifts, grants paid		76,126.			76,126.
26 Total expenses and disbursements. Add lines 24 and 25		107,047.	13,719.	NONE	89,845.
27 Subtract line 26 from line 12.		476,173.			
a Excess of revenue over expenses and disbursements			211,399.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

JSA

Form 990-PF (2011)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		73,775.		
	2	Savings and temporary cash investments		113,995.	59,087.	59,207.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)	STMT 8		10,202.	10,233.
	b	Investments - corporate stock (attach schedule)	STMT 9	1,377,726.	1,679,003.	1,636,881.
	c	Investments - corporate bonds (attach schedule)	STMT 12	947,434.	1,243,402.	1,226,527.
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		2,512,930.	2,991,694.	2,932,848.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		2,512,930.	2,991,694.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		2,512,930.	2,991,694.	
31	Total liabilities and net assets/fund balances (see instructions)		2,512,930.	2,991,694.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,512,930.
2	Enter amount from Part I, line 27a	2	476,173.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 16	3	2,591.
4	Add lines 1, 2, and 3	4	2,991,694.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,991,694.

Form 990-PF (2011)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 2,571,118.		2,445,594.	125,524.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			125,524.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	135,998.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	73,660.	1,333,724.	0.055229
2009			
2008			
2007			
2006			
2 Total of line 1, column (d)			0.055229
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			0.027615
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			2,778,148.
5 Multiply line 4 by line 3			76,719.
6 Enter 1% of net investment income (1% of Part I, line 27b)			2,114.
7 Add lines 5 and 6			78,833.
8 Enter qualifying distributions from Part XII, line 4			89,845.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,114.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	2,114.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	2,114.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
b Exempt foreign organizations - tax withheld at source	6b		NONE
c Tax paid with application for extension of time to file (Form 8868)	6c	21266	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7		NONE
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		52.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11		0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> SEE STATEMENT 17 Telephone no <input type="checkbox"/>			
Located at <input type="checkbox"/> ZIP + 4 <input type="checkbox"/>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/>	15		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years <input type="checkbox"/>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

Form 990-PF (2011)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

5b

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

6b

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 18		27,438.	-0-	-0-

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

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

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

Form 990-PF (2011)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 PER THE DOCUMENT ESTABLISHING THIS TRUST, THE TRUST EXISTS SOLELY TO PROVIDE FINAICIAL SUPPORT TO THE UNIVERSITY OF TENNESSEE AT MEMPHIS, A PUBLIC INSTITUTION	76,126.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2011)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,696,792.
b	Average of monthly cash balances	1b	123,663.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,820,455.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,820,455.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	42,307.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,778,148.
6	Minimum investment return. Enter 5% of line 5	6	138,907.

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

1	Minimum investment return from Part X, line 6	1	138,907.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,114.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,114.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	136,793.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	136,793.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	136,793.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	89,845.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	89,845.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	2,114.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	87,731.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				136,793.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			NONE	
b Total for prior years 20 09, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				NONE
b From 2007				NONE
c From 2008				NONE
d From 2009				NONE
e From 2010				9,078.
f Total of lines 3a through e	9,078.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 89,845.				
a Applied to 2010, but not more than line 2a . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				89,845.
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a).)	9,078.			9,078.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				37,870.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2007 . . .				NONE
b Excess from 2008 . . .				NONE
c Excess from 2009 . . .				NONE
d Excess from 2010 . . .				NONE
e Excess from 2011 . . .				NONE

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

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

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

N/A

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

N/A

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

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

a The name, address, and telephone number of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> SEE STATEMENT 19				
Total			▶ 3a	76,126.
b <i>Approved for future payment</i>				
Total			▶ 3b	

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

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

[illegible]

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

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

**Sign
Here**

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

First Tennessee Bank N.A.

05/02/2012

▶ VICE PRESIDENT

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

FIRST TENNESSEE BANK

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date	
------	--

Check <input type="checkbox"/> if self-employed	PTIN
---	------

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no

Schedule of Contributors

OMB No 1545-0047

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

2011

Name of the organization

Employer identification number

ORREN W HYMAN JU IRR TUA FBO OW SR AND J J

27-6666279

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

Name of organization

ORREN W HYMAN JU IRR TUA FBO OW SR AND J J

Employer identification number

27-6666279

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ORREN W. HYMAN JR. IRR TUA FIRST TENNESSEE BANK TRUST DIVISION KNOXVILLE, TN 37995-1230	\$ 358,102.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	
AGL CAPITAL CORP	4.450%	4/15/13	305.
AIRGAS INC	2.850%	10/01/13	212.
THE ALLSTATE CORPORATION			234.
AMERICAN EXPRESS MTN	5.875%	5/02/13	548.
AMVESCAP PLC	5.625%	4/17/12	497.
APACHE CORP			68.
APPALACHIAN PWR	5.650%	8/15/12	565.
ARCELORMITTAL	5.375%	6/01/13	387.
AUTOZONE INC	5.500%	11/15/15	550.
AVON PRODUCTS INC	4.800%	3/01/13	222.
BB&T CORPORATION			56.
BANK OF AMERICA CORP			30.
BARCLAYS MTN V-A	4.000%	9/30/25	391.
BEST BUY CO	6.750%	7/15/13	641.
BIAGEN IDEC INC	6.000%	3/01/13	397.
FIRST TENNESSEE BANK	DEPOSIT ACCOUNT		15.
BUNGE LTD FIN CORP	5.875%	5/15/13	556.
CBS CORP	6.750%	PFD	211.
CNA FINANCIAL	6.000%	8/15/11	355.
CSX CORP	6.750%	3/15/11	32.
CSX CORP	5.500%	8/01/13	513.
CVS CORP			146.
CAPITAL ONE FINL	4.800%	2/21/12	480.
CATERP FIN SERV MTN	4.350%	5/15/13	435.
CHUGACH ELEC	6.550%	3/15/11	291.
CISCO SYSTEMS			94.
CITIGROUP INC	5.125%	5/05/14	256.
COLGATE PALMOLIVE CO	WITH RIGHTS EXP	10/	255.
COLUMBIA ACORN FUND-Z			282.
COMPUTER SCIENCES	5.000%	2/15/13	371.
CONOCOPHILLIPS			408.
CONSOL ENERGY	7.875%	3/01/12	481.
DHG693 K483	05/02/2012	14:10:59	

8802639

STATEMENT 1

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

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
COSTCO WHOLESALE CORP		119.
COVIDIEN INTL	2.800% 6/15/15	280.
CRANE CO	5.500% 9/15/13	333.
DANAHER CORP		15.
DARDEN RESTUARANTS INC-W/I		278.
DAYTON POWER & LIGHT	5.125% 10/01/13	317.
JOHN DEERE CAP MTN	4.850% 6/15/15	485.
ENTERGY NEW ORLEANS	5.250% 8/01/13	509.
ENTERPRISE PRODS OP	7.500% 2/01/11	325.
EQUITABLE RESRCS	5.150% 11/15/12	451.
AMERICAN EUROPACIFIC GRTH-F2		2,480.
FHLMC MTN	2.500% 1/27/14	75.
FHLMC MTN V-A	2.000% 9/30/15	137.
FHLMC MTN	3.000% 2/17/15	22.
FFCB	3.450% 7/07/14	357.
FFCB	2.990% 3/02/15	125.
FFCB	2.100% 2/02/15	407.
FHLB	1.540% 10/07/13	53.
FHLB	2.950% 7/21/17	8.
FHLB V-A	1.000% 8/24/15	149.
FHLB	2.000% 3/01/16	8.
FHLB V-A	1.000% 8/26/15	31.
FHLB V-S	1.000% 9/30/15	340.
FHLB	2.375% 12/01/17	19.
FHLB V-A	1.000% 8/25/14	33.
FHLB V-S	1.250% 8/25/14	40.
FHLB V-A	2.250% 12/30/16	157.
FHLB V-A	2.250% 12/28/18	900.
FHLB	1.375% 1/14/15	8.
FHLB	2.150% 12/14/17	21.
FHLMC MTN V-A	1.250% 11/15/17	39.
FHLMC MTN V-A	1.250% 11/15/16	43.
FHLMC MTN V-A	2.000% 1/15/15	281.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FHLMC MTN	3.000%	8.
FHLMC MTN V-A	1.000%	37.
FHLMC MTN V-A	2.000%	26.
FHLMC MTN V-A	1.500%	11.
FHLMC MTN V-A	1.000%	3,155.
FHLMC MTN V-A	2.350%	336.
FHLMC MTN V-A	3.750%	346.
FHLMC MTN V-A	2.150%	57.
FHLMC MTN V-A	3.300%	321.
FHLMC MTN V-A	2.150%	12.
FHLMC MTN V-A	2.640%	330.
FHLMC MTN V-A	1.320%	18.
FHLMC MTN V-A	1.500%	174.
FHLMC MTN V-A	1.200%	136.
FHLMC MTN V-A	2.550%	344.
FHLMC MTN V-A	1.500%	91.
FHLMC MTN V-A	1.000%	15.
FHLMC MTN V-A	2.250%	38.
FHLMC MTN V-A	1.875%	57.
FHLMC MTN V-A	2.000%	40.
FHLMC MTN V-A	1.750%	58.
FHLMC MTN V-A	2.000%	7.
FHLMC MTN V-A	3.250%	13.
FHLMC MTN V-A	3.000%	255.
FHLMC MTN V-A	3.000%	369.
FHLMC MTN V-A	3.000%	2.
FHLMC MTN V-A	3.000%	159.
FHLMC MTN V-A	3.000%	93.
FHLMC MTN V-A	3.000%	262.
FHLMC MTN V-A	3.000%	206.
FHLMC MTN V-A	3.000%	578.
FHLMC MTN V-A	3.000%	221.
FHLMC MTN V-A	3.000%	630.

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
GENWRTH GBL FND MTN 5.250% 5/15/12	525.	525.
GOLDMAN SACHS GROUP INC	57.	57.
GOLDMAN SACHS FIN SQ GOVT-INSTIT	13.	13.
GOLDMAN SACHS GR INC 5.150% 1/15/14	730.	730.
GOLDMAN SACHS GROUP 6.200% PFD SER B	194.	194.
GRAYSTONE BK CD V-A 3.000% 12/31/14	411.	411.
HSBC FIN CORP MTN 6.000% 4/15/13	600.	600.
JOHN HANCOCK MTN V-M 4.370% 2/15/15	415.	415.
HARBOR INTERNATIONAL FUND	3,129.	3,129.
HARRIS CORP DEL	217.	217.
HARTFORD FINL SVCS 4.625% 7/15/13	258.	258.
ITT INDUSTRIES INC	54.	54.
INDEPENDENT BK MI CD 3.250% 5/08/13	336.	336.
IBM	188.	188.
JP MORGAN CHASE & CO	161.	161.
JPMCHASE CAP XII 6.250% PFD	98.	98.
JOHNSON CITY HEALTH TN REV MBIA 5.125% D	256.	256.
KENNAMETAL INC 7.200% 6/15/12	720.	720.
KOHL'S DEPT STORE	155.	155.
L3 COMMUNICATIONS HLDGS INCCOM	180.	180.
LEGGETT & PLATT 4.700% 4/01/13	235.	235.
LOWE'S COMPANIES INC WITH RIGHTS EXP 9/9	196.	196.
MACHIAS SAV BANK CD 2.800% 2/19/15	119.	119.
MARRIOTT INTL 4.625% 6/15/12	463.	463.
MASON ST BK CD 2.350% 8/18/15	245.	245.
MCKESSON HBOC INC	79.	79.
MEDCO HLTH SOLUTIONS 7.250% 8/15/13	447.	447.
MEDTRONICS	102.	102.
MEDTRONIC INC 3.000% 3/15/15	241.	241.
MERRILL LYNCH MTN 5.450% 7/15/14	516.	516.
METLIFE INC	198.	198.
MICROSOFT CORP	79.	79.
MILAN TN SPL SCH PRE 5.000% 4/01/15	49.	49.
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8802639

STATEMENT 4

42

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
MORGAN STNLY MTN V-A 4.000% 7/30/20	396.	396.
MOTOROLA INC 5.375% 11/15/12	520.	520.
MURPHY OIL CORP	220.	220.
MURPHY OIL CORP 6.375% 5/01/12	769.	769.
NATIONAL-OILWELL INC	73.	73.
NATL RURAL UTIL MTN 4.250% 8/15/11	425.	425.
NATL RURAL UTIL MTN 4.500% 3/15/12	246.	246.
NEXEN INC 5.050% 11/20/13	90.	90.
NUCOR CORP	283.	283.
ORACLE CORPORATION	76.	76.
PPL CORPORATION	395.	395.
PPL ENERGY SUPPL 6.300% 7/15/13	273.	273.
PIMCO COMMODITY REALRETURN STR FD	21,893.	21,893.
PLAINS ALL AMER 5.625% 12/15/13	433.	433.
PRIN LIFE MTN V-M 4.492% 7/15/11	276.	276.
PROCTER AND GAMBLE	161.	161.
PROTECT LF MTN V-M 5.168% 12/10/11	445.	445.
PRUDENTIAL FIN MTN 4.750% 4/01/14	475.	475.
PUBLIC SERVICE ENTERPRISE GROUP INC	280.	280.
QWEST CORP 8.875% 3/15/12	474.	474.
REGENCY CENTERS 6.750% 1/15/12	589.	589.
ROHM & HAAS CO 5.600% 3/15/13	560.	560.
ROPER INDS INC	33.	33.
SPDR S&P INTL SMALL CAP	1,652.	1,652.
ST JUDE MEDICAL INC	41.	41.
SCANA CORP MTN 6.250% 2/01/12	616.	616.
SCRIPPS NETWORKS	50.	50.
SIMON PROP GP LP 5.750% 5/01/12	530.	530.
SUNTRUST BANKS 5.250% 11/05/12	490.	490.
TARGET CORP	183.	183.
TECK COMINCO LTD 7.000% 9/15/12	484.	484.
TRAVELERS COMPANIES INC	213.	213.
USX-MARATHON GROUP 9.125% 1/15/13	112.	112.
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8802639

STATEMENT 5

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
USB CAPITAL VI 5.750% PFD	83.	83.
UNION PACIFIC	150.	150.
UNUMPROVIDENT CORP	149.	149.
VALERO ENERGY CORP	125.	125.
VALERO LOGISTICS 6.875% 7/15/12	239.	239.
VANGUARD REIT INDEX FUND-SIG	2,659.	2,659.
VANGUARD EMRG MK STK INDEX-SG	4,277.	4,277.
VANGUARD SMALL CAP VALUE STK INSTL	2,701.	2,701.
VANGUARD S/C GROWTH INDEX INS	694.	694.
VERIZON COMMUNICATIONS	667.	667.
VIACOM INC 5.625% 8/15/12	563.	563.
VICTORY ESTABLISHED VALUE-I	834.	834.
WACHOVIA CAP TRUST IX 6.375% PFD	199.	199.
WAL-MART STORES	242.	242.
WEATHERFORD INTL LTD 5.150% 3/15/13	435.	435.
WEST PENN POWER 6.625% 4/15/12	587.	587.
WHIRLPOOL CORP MTN 8.000% 5/01/12	760.	760.
WILLIAMS PARTNERS LP 7.500% 6/15/11	375.	375.
YUM! BRANDS INC 4.250% 9/15/15	425.	425.
	-----	-----
TOTAL	89,120.	89,120.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL TAX PAYMENT - PRIOR YE	2,163.
FOREIGN TAXES ON QUALIFIED FOR	1,123.
FOREIGN TAXES ON NONQUALIFIED	197.

TOTALS	3,483.
	=====

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
MEMPHIS SHELBY TN	5,202.	5,215.
JOHNSON CITY TN	5,000.	5,018.
	-----	-----
TOTALS	10,202.	10,233.
	=====	=====

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
ALLSTATE	9,393.	8,908.
APACHE CORPORATION	11,543.	11,323.
BANK AMERICA	12,142.	6,455.
BMC SOFTWARE	9,108.	7,477.
CISCO	11,902.	10,179.
COLGATE PALMOLIVE	7,713.	9,054.
CONOCOPHILLIPS	9,499.	12,169.
CONSTELLATION BRANDS	9,021.	10,335.
COSTCO WHOLESAL	6,562.	8,832.
CVS CAREMARK	7,847.	10,766.
DANAHER CORPORATION	7,244.	8,279.
DARDEN RESTAURANTS	6,981.	7,293.
FEDERATED INVESTORS	9,091.	6,257.
FISERV	9,624.	10,456.
FREPORTCMORAN	8,791.	8,057.
GENERAL DYNAMICS	8,271.	8,833.
GILEAD SCIENCES	6,648.	7,736.
GOLDMAN SACHS	12,311.	12,005.
GOOGLE	10,231.	12,272.
HARRIS CORPORATION	10,745.	9,046.
INTERNATIONAL BUSINESS	7,147.	9,562.
ITT INDUSTRIES		
JP MORGAN CHASE	9,445.	8,113.
KOHL'S	8,298.	7,847.
LABORATORY COPR AMERICA	6,749.	7,651.
LOWES	8,431.	9,746.
LSI CORPORATION	7,235.	9,115.
L3 COMMUNICATIONS	8,083.	7,935.
MCKESSON CORPORATION	6,481.	7,635.

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
MEDCO		
MEDTRONIC	9,870.	8,325.
METLIFE		
MICROSOFT	13,006.	12,764.
MURPHY OIL	8,899.	13,054.
NATIONAL OILWELL		
NUCOR		
OREILLY AUTOMOTIVE	5,663.	8,555.
ORACLE	7,926.	7,823.
PPL CORPORATION	5,955.	6,531.
PROCTOR AND GAMBLE		
PUBLIC SERVICE ENTERPRISE	5,873.	6,173.
STERICYCLE	6,399.	7,091.
TARGET CORPORATION	8,013.	7,529.
THERMOFISHER SCIENTIFIC	7,248.	6,566.
TRAVELERS COMPANIES	8,277.	9,408.
UNION PACIFIC CORPORATION	7,205.	9,429.
UNUM PROVIDENT	7,884.	7,522.
VERIZON COMMUNICATIONS	7,767.	9,950.
WALMART STORES	9,156.	10,219.
WATSON PHARMEUCITICALS	4,437.	6,215.
AMERICAN EUROPACIFIC	113,905.	107,881.
HARBOR INTERNATIONAL	111,671.	110,077.
JANUS PERKINS		
SPDR INTL SMALL CAP	67,602.	62,774.
VANGUARD EMERGING MARKETS	172,880.	159,080.
VANGUARD REIT	79,925.	80,243.
VANGUARD SMALL CAP	130,035.	121,728.
AIRGAS	6,530.	7,808.

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
APPLE	6,990.	8,100.
BB&T	7,388.	8,810.
ROPER INDUSTRIES	7,875.	9,295.
SCRIPPS NETWORKS	8,977.	7,848.
ST JUDE MEDICAL	8,805.	6,689.
VALERO ENERGY	13,811.	11,683.
ABSOLUTE STRATEGIES	107,660.	109,018.
COLUMBIA ACORN	122,135.	109,248.
PIMCO COMMODITY	90,788.	64,120.
VANGUARD SMALL CAP VALUE	104,139.	121,637.
VICTORY ESTABLISHED VALUE	122,545.	115,014.
CBS CORP	12,678.	12,705.
JPMCHASE	6,280.	6,358.
WACHOVIA	6,270.	6,275.
	-----	-----
TOTALS	1,679,003.	1,636,881.
	=====	=====

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
ENTERPRISE PRODUCTS		
CHUGACH ELECTRIC		
PEPSICO CAPITAL		
WILLIAMS PARTNERS LP		
PRINCIPAL LIFE MTN		
CNA FINANCIAL	10,231.	10,060.
NATURAL RURAL UTILITIES		
PROTECT LF MTN		
REGENCY CENTERS	10,563.	10,015.
SCANA CORPORATION	10,538.	10,040.
CAPITAL ONE	10,420.	10,035.
CONCOL ENERGY		
QWEST CORPORATION		
WEST PENN POWER	10,601.	10,133.
AMVESCAP PLC	10,455.	10,113.
MURPHY OIL	15,905.	15,233.
SIMON PROPANE	10,417.	10,035.
WHIRLPOOL CORP	10,831.	10,223.
GENWORTH GLOBAL	10,513.	10,034.
KENNAMETAL	10,590.	10,269.
MARRIOTT INTERNATIONAL	10,404.	10,131.
VALERO LOGISTICS	5,422.	5,111.
APPALACHIAN POWER	10,709.	10,281.
VIACOM INC	10,644.	10,265.
SEARIVER MARITIME	14,399.	14,893.
SUNTRUST BANKS	10,576.	10,248.
COMPUTER SCIENCES	10,631.	9,950.
ROHM AND HAAS	10,761.	10,448.
HSBC FINANCIAL	10,765.	10,205.

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
AMERICAN EXPRESS	10,946.	10,512.
CATERPILLAR	10,580.	10,269.
FHLB	25,000.	25,001.
BEST BUY	11,171.	10,603.
CSX	10,952.	10,620.
ENTERGY NEW ORLEANS	10,756.	10,565.
FHLB	109,690.	110,156.
FHLB	9,961.	10,015.
GOLDMAN SACHS	16,182.	15,285.
FHLMC	99,884.	100,089.
GENERAL ELECTRIC	15,732.	15,431.
PRUDENTIAL	10,535.	10,543.
FHLB	59,844.	59,948.
CITIGROUP	5,336.	5,117.
FFCB	15,000.	15,001.
MERRILL LYNCH	10,758.	9,916.
FNMA	14,994.	15,048.
FHLMC		
JOHN HANCOCK	9,763.	10,071.
FFCB		
MEDTRONIC	10,326.	10,560.
FREEMPORT MCMORAN		
COVIDIEN	10,251.	10,381.
JOHN DEERE	10,960.	10,907.
FHLMC		
FHLMC		
YUM BRANDS	10,698.	10,692.
FHLMC		
AUTOZONE	10,909.	11,181.

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
FHLB	14,955.	15,029.
FHLB	99,675.	100,219.
FHLMC	14,974.	15,018.
MORGAN STANLEY	9,806.	9,555.
JOHNSON CITY TN		
BARCLAYS	9,900.	8,470.
TECK COMINCO	16,093.	15,571.
EQUITABLE RESOURCES	15,732.	15,376.
MOTOROLA INC	15,886.	15,497.
AON CORP	15,888.	15,813.
USX MARATHON GROUP	11,067.	10,679.
AVON PRODUCTS	15,880.	15,478.
BIOMEN IDEC	10,753.	10,515.
WEATHERFORD INTERNATIONAL	16,966.	16,638.
LEGGETT & PLATT	15,797.	15,555.
AGL CAPITAL CORP	10,521.	10,338.
BUNGE LTD FIN CORP	16,120.	15,612.
ARCELORMITTAL	16,043.	15,356.
HARTFORD FINANCIAL SERVICES	15,718.	15,280.
PPL ENERGY SUPPLEMENT	16,376.	16,026.
MEDCO HEALTH SOLUTIONS	11,304.	10,804.
PANHANDLE EAST	15,824.	16,046.
CRANE COMPANY	10,730.	10,368.
AIRGAS	10,114.	10,188.
DAYTON POWER AND LIGHT	10,762.	10,680.
PLAINS ALL AMERICAN	10,930.	10,684.
FNMA	15,000.	15,015.
FHLB	74,985.	75,084.

ORREN W HYMAN JU IRR TUA FBO OW SR AND J J

27-6666279

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV -----
TOTALS	1,243,402.	1,226,527.
	=====	=====

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

ROUNDING/TIMING VARIANCES

2,591.

TOTAL

2,591.
=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: FIRST TENNESSEE BANK NA
TRUST DIVISION
ADDRESS: 800 S. GAY STREET
KNOXVILLE, TN 37995-1230

TELEPHONE NUMBER: (865)971-2280

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

=====

OFFICER NAME:

FIRST TENNESSEE BANK NA

ADDRESS:

800 S. GAY STREET

KNOXVILLE, TN 37995-1230

TITLE:

TRUSTEE

COMPENSATION 27,438.

TOTAL COMPENSATION: 27,438.

=====

RECIPIENT NAME:

THE UNIVERSITY OF TENNESSEE
MEMPHIS

ADDRESS:

OFFICE OF THE TREASURER
KNOXVILLE, TN 37996-0100

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

MEDICAL SCHOOL OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

NONE

AMOUNT OF GRANT PAID 76,126.

TOTAL GRANTS PAID:

76,126.

=====

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust

ORREN W HYMAN JU IRR TUA FBO OW SR AND J J

Employer identification number

27-6666279

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS					1,620.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	70,235.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	71,855.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					8,854.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	55,289.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	64,143.

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

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		71,855.
14	Net long-term gain or (loss):			
a	Total for year	14a		64,143.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		135,998.

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

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust

ORREN W HYMAN JU IRR TUA FBO OW SR AND J J

Employer identification number

27-6666279

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 50000. FHLMTN MTN V-A 1/15/15	10/01/2010	01/15/2011	50,000.00	50,103.00	-103.00
10000. FHLMTN 1/15/16	01/04/2011	01/15/2011	10,000.00	10,000.00	
10000. FHLB 10/07/13	09/30/2010	01/20/2011	10,000.00	10,000.00	
217. ITT INDUSTRIES INC 09/16/2010	01/20/2011	12,547.00	9,947.00	2,600.00	
30000. FHLMTN 1/27/14	12/20/2010	01/27/2011	30,000.00	30,001.00	-1.00
10000. ENTERPRISE PRODS OP 2/01/11	08/20/2010	02/01/2011	10,000.00	10,259.00	-259.00
125. THE ALLSTATE CORPORAT 09/16/2010	02/15/2011	3,847.00	3,835.00	12.00	
75. APACHE CORP 09/16/2010	02/15/2011	8,979.00	7,093.00	1,886.00	
150. BMC SOFTWARE INC 09/16/2010	02/15/2011	7,540.00	5,868.00	1,672.00	
325. BANK OF AMERICA CORP 09/16/2010	02/15/2011	4,797.00	4,423.00	374.00	
125. CVS CORP 09/16/2010	02/15/2011	4,087.00	3,688.00	399.00	
100. CISCO SYSTEMS 09/16/2010	02/15/2011	1,862.00	2,185.00	-323.00	
50. COLGATE PALMOLIVE CO W EXP 10/24/98	09/27/2010	02/15/2011	3,928.00	3,935.00	-7.00
125. CONOCOPHILLIPS 09/16/2010	02/15/2011	9,189.00	6,932.00	2,257.00	
250. CONSTELLATION BRANDS 09/16/2010	02/15/2011	5,105.00	4,429.00	676.00	
75. COSTCO WHOLESALE CORP 09/16/2010	02/15/2011	5,582.00	4,573.00	1,009.00	
100. DANAHER CORP 09/16/2010	02/15/2011	5,130.00	4,020.00	1,110.00	
75. DARDEN RESTUARANTS INC 09/27/2010	02/15/2011	3,685.00	3,262.00	423.00	
225. FEDERATED INVESTORS I 09/16/2010	02/15/2011	6,223.00	5,168.00	1,055.00	
100. FISERV INC 09/16/2010	02/15/2011	6,219.00	5,348.00	871.00	
100. FREEPORTMCMORAN COPPE INC 09/16/2010	02/15/2011	5,494.00	4,070.00	1,424.00	
75. GENERAL DYNAMICS CORP 09/16/2010	02/15/2011	5,777.00	4,591.00	1,186.00	
100. GILEAD SCIENCES INC 09/16/2010	02/15/2011	3,877.00	3,487.00	390.00	
25. GOLDMAN SACHS GROUP IN 09/16/2010	02/15/2011	4,180.00	3,801.00	379.00	

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

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

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust

ORREN W HYMAN JU IRR TUA FBO OW SR AND J J

Employer identification number

27-6666279

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 100. HARRIS CORP DEL	09/16/2010	02/15/2011	4,923.00	4,432.00	491.00
50. IBM	09/16/2010	02/15/2011	8,157.00	6,490.00	1,667.00
125. JP MORGAN CHASE & CO	09/16/2010	02/15/2011	5,899.00	5,114.00	785.00
75. KOHL'S DEPT STORE	09/27/2010	02/15/2011	3,914.00	3,932.00	-18.00
1475. LSI LOGIC CORP	09/16/2010	02/15/2011	9,411.00	6,518.00	2,893.00
50. L3 COMMUNICATIONS HLDG	09/16/2010	02/15/2011	3,990.00	3,440.00	550.00
50. LABORATORY CRP OF AMER 50540R409	09/16/2010	02/15/2011	4,376.00	3,744.00	632.00
200. LOWE'S COMPANIES INC EXP 9/9/98	09/27/2010	02/15/2011	5,042.00	4,474.00	568.00
75. MCKESSON HBOC INC	09/16/2010	02/15/2011	5,929.00	4,663.00	1,266.00
100. MEDCO HEALTH SOLUTION	09/16/2010	02/15/2011	6,196.00	4,706.00	1,490.00
125. MEDTRONICS	09/16/2010	02/15/2011	4,905.00	4,186.00	719.00
125. METLIFE INC	09/16/2010	02/15/2011	5,849.00	5,041.00	808.00
175. MICROSOFT CORP	09/16/2010	02/15/2011	4,725.00	4,413.00	312.00
100. MURPHY OIL CORP	09/27/2010	02/15/2011	7,039.00	6,033.00	1,006.00
225. NATIONAL-OILWELL INC	09/16/2010	02/15/2011	17,714.00	9,236.00	8,478.00
100. NUCOR CORP	09/16/2010	02/15/2011	4,859.00	3,916.00	943.00
75. O'REILLY AUTOMOTIVE IN	09/27/2010	02/15/2011	4,279.00	3,970.00	309.00
200. ORACLE CORPORATION	09/16/2010	02/15/2011	6,550.00	5,064.00	1,486.00
50. PPL CORPORATION	09/16/2010	02/15/2011	1,228.00	1,341.00	-113.00
50. PROCTER AND GAMBLE	09/16/2010	02/15/2011	3,219.00	3,048.00	171.00
75. PUBLIC SERVICE ENTERPR INC	09/16/2010	02/15/2011	2,431.00	2,356.00	75.00
75. ROPER INDS INC	01/20/2011	02/15/2011	6,329.00	5,536.00	793.00
675. SPDR S&P INTL SMALL C	09/16/2010	02/15/2011	21,282.00	18,296.00	2,986.00
50. STERICYCLE INC	09/16/2010	02/15/2011	4,243.00	3,474.00	769.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

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

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust

ORREN W HYMAN JU IRR TUA FBO OW SR AND J J

Employer identification number

27-6666279

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 50. TARGET CORP	09/27/2010	02/15/2011	2,687.00	2,726.00	-39.00
100. THERMO FISHER SCIENTI	09/16/2010	02/15/2011	5,655.00	4,703.00	952.00
100. TRAVELERS COMPANIES I	09/16/2010	02/15/2011	5,933.00	5,265.00	668.00
50. UNION PACIFIC	09/16/2010	02/15/2011	4,904.00	3,934.00	970.00
225. UNUMPROVIDENT CORP	09/16/2010	02/15/2011	5,958.00	4,965.00	993.00
1738. VANGUARD MSCI EMERGI ETF	09/16/2010	02/15/2011	79,686.00	75,916.00	3,770.00
1189. VANGUARD REIT ETF	09/16/2010	02/15/2011	69,401.00	63,146.00	6,255.00
150. VERIZON COMMUNICATION	09/16/2010	02/15/2011	5,412.00	4,698.00	714.00
75. WAL-MART STORES	09/16/2010	02/15/2011	4,118.00	3,986.00	132.00
100. WATSON PHARMACEUTICAL	09/16/2010	02/15/2011	5,611.00	4,308.00	1,303.00
14000. FHLMTN 2/17/15	01/27/2011	02/17/2011	14,000.00	14,000.00	
25000. MACHIAS SAV BANK CD 2/19/15	08/06/2010	02/19/2011	25,000.00	25,016.00	-16.00
15000. FHLB 11/25/13	12/20/2010	02/25/2011	15,000.00	15,001.00	-1.00
10000. FFCB 3/02/15	09/30/2010	03/02/2011	10,000.00	10,026.00	-26.00
10000. CSX CORP 3/15/11	02/23/2011	03/15/2011	10,000.00	10,025.00	-25.00
10000. CHUGACH ELEC 3/15/11	09/30/2010	03/15/2011	10,000.00	10,221.00	-221.00
65000. FHLMTN V-A 3/15/14	03/02/2011	03/15/2011	65,000.00	65,000.00	
10000. CNA FINANCIAL 8/15/11	08/06/2010	03/18/2011	10,231.00	10,417.00	-186.00
25000. FHLB 3/17/16	11/01/2010	03/22/2011	25,000.00	25,064.00	-64.00
30000. FHLMTN V-A 9/30/15	02/24/2011	03/30/2011	30,000.00	30,039.00	-39.00
25000. FHLB 12/30/13	03/21/2011	03/30/2011	25,000.00	25,000.00	
5000. FREEPORT-MCMORAN C&G 4/01/15	08/02/2010	04/01/2011	5,206.00	5,425.00	-219.00
25000. MILAN TN SPL SCH PR 4/01/15	03/14/2011	04/01/2011	25,000.00	25,000.00	
10000. PEPSICO CAPL RES 4/01/11	10/21/2010	04/01/2011	10,000.00	9,901.00	99.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

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

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

ORREN W HYMAN JU IRR TUA FBO OW SR AND J J

Employer identification number

27-6666279

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 10000. CONSOL ENERGY 3/01/12	08/12/2010	04/11/2011	10,631.00	10,803.00	-172.00
25000. FHLB 4/15/14	08/03/2010	04/15/2011	25,000.00	25,191.00	-191.00
15000. NEXEN INC 11/20/13	03/03/2011	04/21/2011	15,000.00	16,059.00	-1,059.00
15000. NEXEN INC 11/20/13	03/03/2011	04/21/2011	-15,000.00	-16,059.00	1,059.00
15000. NEXEN INC 11/20/13	03/03/2011	04/22/2011	16,490.00	16,059.00	431.00
5000. FHLMC MTN V-A 7/28/15	07/29/2010	04/28/2011	5,000.00	5,000.00	
25000. FNMA 10/29/12	04/04/2011	04/29/2011	25,000.00	25,000.00	
35. THE ALLSTATE CORPORATI 09/16/2010	09/16/2010	05/05/2011	1,176.00	1,074.00	102.00
10. CVS CORP 09/16/2010	09/16/2010	05/05/2011	366.00	295.00	71.00
5. DANAHER CORP 09/16/2010	09/16/2010	05/05/2011	273.00	201.00	72.00
30. DARDEN RESTUARANTS INC 09/27/2010	09/27/2010	05/05/2011	1,487.00	1,305.00	182.00
75000. FFCB 2/02/15	01/25/2011	05/05/2011	75,000.00	75,000.00	
5. GOOGLE INC-CL A 10/05/2010	10/05/2010	05/05/2011	2,681.00	2,692.00	-11.00
15. KOHL'S DEPT STORE 09/27/2010	09/27/2010	05/05/2011	793.00	786.00	7.00
165. LSI LOGIC CORP 09/16/2010	09/16/2010	05/05/2011	1,218.00	729.00	489.00
55. LOWE'S COMPANIES INC W EXP 9/9/98	09/27/2010	05/05/2011	1,416.00	1,230.00	186.00
164. MEDTRONICS 09/16/2010	09/16/2010	05/05/2011	6,963.00	5,492.00	1,471.00
320. MICROSOFT CORP 09/16/2010	09/16/2010	05/05/2011	8,291.00	8,070.00	221.00
30. O'REILLY AUTOMOTIVE IN 09/27/2010	09/27/2010	05/05/2011	1,803.00	1,588.00	215.00
20. ORACLE CORPORATION 09/16/2010	09/16/2010	05/05/2011	701.00	506.00	195.00
65. PPL CORPORATION 09/16/2010	09/16/2010	05/05/2011	1,780.00	1,744.00	36.00
136. PROCTER AND GAMBLE 09/16/2010	09/16/2010	05/05/2011	8,995.00	8,292.00	703.00
25. PUBLIC SERVICE ENTERPR INC	09/16/2010	05/05/2011	807.00	785.00	22.00
5. ROPER INDS INC 01/20/2011	01/20/2011	05/05/2011	424.00	369.00	55.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

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

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

ORREN W HYMAN JU IRR TUA FBO OW SR AND J J

Employer identification number

27-6666279

Part 1 Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 5. STERICYCLE INC	09/16/2010	05/05/2011	447.00	347.00	100.00
20. TARGET CORP	09/27/2010	05/05/2011	1,013.00	1,090.00	-77.00
5. TRAVELERS COMPANIES INC	09/16/2010	05/05/2011	318.00	263.00	55.00
15. UNUMPROVIDENT CORP	09/16/2010	05/05/2011	392.00	331.00	61.00
110. VERIZON COMMUNICATION	09/16/2010	05/05/2011	4,096.00	3,445.00	651.00
5. WATSON PHARMACEUTICALS	09/16/2010	05/05/2011	312.00	215.00	97.00
25000. INDEPENDENT BK MI C 5/08/13	10/19/2010	05/08/2011	25,000.00	25,014.00	-14.00
25000. FHLB V-A 8/25/14	04/18/2011	05/25/2011	25,000.00	25,000.00	
60000. FHLB V-S 8/25/14	05/05/2011	05/25/2011	60,000.00	60,001.00	-1.00
35000. FHLB 6/10/13	04/04/2011	06/10/2011	35,000.00	35,105.00	-105.00
25000. FHLMC MTN V-A 6/15/16	05/25/2011	06/15/2011	25,000.00	25,000.00	
55000. FHLMC 6/15/12	03/30/2011	06/15/2011	55,000.00	55,016.00	-16.00
10000. WILLIAMS PARTNERS L 6/15/11	07/30/2010	06/15/2011	10,000.00	10,427.00	-427.00
25000. FNMA 12/16/13	04/29/2011	06/16/2011	25,000.00	25,001.00	-1.00
18000. MASON ST BK CD 8/18/15	08/16/2010	06/16/2011	18,000.00	17,997.00	3.00
2283.51 JANUS PERKINS MID	09/16/2010	06/21/2011	53,457.00	46,332.00	7,125.00
15000. FHLB 3/28/13	05/25/2011	06/28/2011	15,000.00	15,000.00	
45000. FHLB V-A 12/30/16	05/12/2011	06/30/2011	45,000.00	45,000.00	
35000. FHLB V-S 12/30/14	02/28/2011	06/30/2011	35,000.00	35,002.00	-2.00
20. MEDCO HEALTH SOLUTIONS	05/05/2011	07/01/2011	1,126.00	1,247.00	-121.00
101. MEDCO HEALTH SOLUTION	09/16/2010	07/01/2011	5,685.00	4,753.00	932.00
20000. FFCB 7/07/14	12/30/2010	07/07/2011	20,000.00	20,077.00	-77.00
5000. FOUNDATION BK CD 1/14/13	08/19/2010	07/13/2011	5,000.00	5,000.00	
25000. FHLMC 7/14/15	12/29/2010	07/14/2011	25,000.00	25,000.00	

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b

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

Schedule D-1 (Form 1041) 2011

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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

ORREN W HYMAN JU IRR TUA FBO OW SR AND J J

Employer identification number

27-6666279

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 36000. FHLMTN V-A 7/15/16	07/07/2011	07/15/2011	36,000.00	36,000.00	
10000. PRIN LIFE MTN V-M 7/15/11	08/09/2010	07/15/2011	10,000.00	10,000.00	
30000. FNMA V-A 7/27/15	06/16/2011	07/27/2011	30,000.00	30,016.00	-16.00
15000. FNMA 7/28/15	06/13/2011	07/28/2011	15,000.00	15,000.00	
10000. FHLB 8/04/16	09/01/2010	08/04/2011	10,000.00	10,168.00	-168.00
3181.82 FHLB 3/01/16	08/04/2011	08/15/2011	3,182.00	3,182.00	
6818.18 FHLB 3/01/16	08/04/2011	08/22/2011	6,818.00	6,818.00	
13636.36 FHLB 7/21/17	08/15/2011	08/23/2011	13,636.00	13,617.00	19.00
15000. FHLMTN V-A 11/23/15	07/28/2011	08/23/2011	15,000.00	15,000.00	
100000. FHLB V-A 8/24/15	07/18/2011	08/24/2011	100,000.00	100,000.00	
15000. FHLB V-A 8/26/15	06/20/2011	08/26/2011	15,000.00	15,000.00	
250. USB CAPITAL VI 5.750% 08/01/2011	08/01/2011	09/08/2011	6,250.00	6,283.00	-33.00
175000. FHLMTN V-A 9/15/16	11/24/2010	09/15/2011	175,000.00	175,000.00	
15000. FHLB 12/01/17	08/29/2011	09/19/2011	15,000.00	15,000.00	
5. APPLE COMPUTER INC 05/05/2011	05/05/2011	09/27/2011	2,038.00	1,748.00	290.00
10. COLGATE PALMOLIVE CO W EXP 10/24/98	05/05/2011	09/27/2011	919.00	853.00	66.00
20. O'REILLY AUTOMOTIVE IN 09/27/2010	09/27/2010	09/27/2011	1,384.00	1,059.00	325.00
2045. PIMCO COMMODITY REAL FD	02/15/2011	09/27/2011	15,931.00	18,937.00	-3,006.00
5. TARGET CORP 09/27/2010	09/27/2010	09/27/2011	257.00	273.00	-16.00
10000. FNMA 9/29/14	11/22/2010	09/29/2011	10,000.00	10,030.00	-30.00
80000. FHLB V-S 9/30/15	06/29/2011	09/30/2011	80,000.00	80,000.00	
25. GOLDMAN SACHS GROUP IN 09/27/2011	09/27/2011	10/06/2011	2,362.00	2,580.00	-218.00
85. NUCOR CORP 09/27/2011	09/27/2011	10/06/2011	2,828.00	3,189.00	-361.00
15000. FHLB 1/14/15	09/29/2011	10/14/2011	15,000.00	15,000.00	

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

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

Schedule D-1 (Form 1041) 2011

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

▶ See instructions for Schedule D (Form 1041).

► **Attach to Schedule D** to list additional transactions for lines 1a and 6a.

Name of estate or trust

ORREN W HYMAN JU IRR TUA FBO OW SR AND J J

Employer identification number

27-6666279

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

[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	70,235.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D-1 (Form 1041) 2011

Employer identification number

27-6666279

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	55,289.00
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Schedule D-1 (Form 1041) 2011