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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

, and ending

Name of foundation LUCILLE COWELL CHARITABLE TRUST 1155000831		A Employer identification number 32-6082250
Number and street (or P.O. box number if mail is not delivered to street address) C/O REGIONS BANK, P.O. BOX 2450		B Telephone number 334-230-6103
City or town, state, and ZIP code MONTGOMERY, AL 36102-2450		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ Foreign organizations meeting the 85% test, 2. check here and attach computation ☐
H Check type of organization: ☐ Section 501(c)(3) exempt private foundation ☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 655,772.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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).)		(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				N/A	
2 Check ☒ If the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		20.	20.		STATEMENT 1
4 Dividends and interest from securities		17,790.	17,790.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		33,166.			
b Gross sales price for all assets on line 6a		473,646.			
7 Capital gain net income (from Part IV, line 2)			33,166.		
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)					
11 Other income					
12 Total. Add lines 1 through 11		50,976.	50,976.		
13 Compensation of officers, directors, trustees, etc		9,807.	4,904.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		2,275.	2,275.		0.
c Other professional fees					
17 Interest					
18 Taxes		438.	234.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		12,520.	7,413.		0.
25 Contributions, gifts, grants paid		34,571.			34,571.
26 Total expenses and disbursements. Add lines 24 and 25		47,091.	7,413.		34,571.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		3,885.			
b Net investment income (if negative, enter -0-)			43,563.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		9,102.	7,430.	7,430.
	3	Accounts receivable ▶ 1.				
		Less: allowance for doubtful accounts ▶		1.	1.	1.
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 5		159,508.	148,175.	152,129.
	b	Investments - corporate stock STMT 6		347,308.	323,979.	351,288.
	c	Investments - corporate bonds STMT 7		101,111.	141,339.	144,924.
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶ ACCRUED INTEREST)		2.	0.	0.	
16	Total assets (to be completed by all filers)		617,032.	620,924.	655,772.	
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				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	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.					
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds		617,032.	620,924.		
30	Total net assets or fund balances		617,032.	620,924.		
31	Total liabilities and net assets/fund balances		617,032.	620,924.		

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	617,032.
2	Enter amount from Part I, line 27a	2	3,885.
3	Other increases not included in line 2 (itemize) ▶ ADJUST FUND BALANCE TO ACTUAL	3	7.
4	Add lines 1, 2, and 3	4	620,924.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	620,924.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED SCHEDULE	P	VARIOUS	
b SEE ATTACHED SCHEDULE		VARIOUS	
c CAPITAL GAINS DIVIDENDS			
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 471,795.			260.
b			31,055.
c 1,851.			1,851.
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			260.
b			31,055.
c			1,851.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	33,166.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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 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	21,819.	657,011.	.033209
2009	11,817.	597,535.	.019776
2008	31,364.	565,018.	.055510
2007			
2006			

2 Total of line 1, column (d)	2	.108495
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	3	.036165
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	690,547.
5 Multiply line 4 by line 3	5	24,974.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	436.
7 Add lines 5 and 6	7	25,410.
8 Enter qualifying distributions from Part XII, line 4	8	34,571.

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.

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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 ☐ 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 ☒ and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2011 estimated tax payments and 2010 overpayment credited to 2011

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☒0. Refunded ☒**Part VII-A Statements Regarding Activities**

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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.

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.

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.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

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.

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?

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.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒

AL

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6		X
7	X	
8b	X	
9		X
10		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► REGIONS BANK TRUST DEPARTMENT Telephone no. ► 334-230-6103 Located at ► P.O. BOX 2450, MONTGOMERY, AL ZIP+4 ► 36102-2450			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No 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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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? If "Yes," list the years ►	☐ Yes ☒ No	
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.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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.)	N/A	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

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

N/A

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?

N/A

☐ 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?

6b

X

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?

N/A

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.

(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
REGIONS BANK TRUST DEPARTMENT	TRUSTEE			
PO BOX 2450				
MONTGOMERY, AL 36102-2450	1.00	9,807.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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				

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	687,330.
b	Average of monthly cash balances	1b	13,733.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	701,063.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	701,063.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,516.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	690,547.
6	Minimum investment return. Enter 5% of line 5	6	34,527.

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	34,527.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	436.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	436.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	34,091.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	34,091.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	34,091.

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	34,571.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	34,571.
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	5	436.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	34,135.

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.

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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				34,091.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008	761.			
d From 2009				
e From 2010				
f Total of lines 3a through e	761.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$	34,571.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				34,091.
e Remaining amount distributed out of corpus	480.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,241.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,241.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008	761.			
c Excess from 2009				
d Excess from 2010				
e Excess from 2011	480.			

N/A

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

(4) Gross investment income

[illegible]

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).)

NONE

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.

NONE

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:

LUCILLE COWELL CHARITABLE TRUST

Form 990-PF (2011)

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

Recipient Name and address (home or business)	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
a Paid during the year				
VAUGHN PARK CHURCH OF CHRIST 3800 VAUGHN ROAD MONTGOMERY, AL 36106	NONE	CHURCH	CHILDREN'S MINISTRY	34,571.
Total			▶ 3a	34,571.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form 990-PF (2011)

Part XVI-A

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
		14	20.	
		14	17,790.	
		18	33,166.	
	0.		50,976.	0

13 50,976

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B

Line No.

[illegible]

b If "Yes," complete the following schedule.

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

Signature of officer or trustee *George Smith, Regier Bank* **Date** *8/15/12* **Title** *TRUSTEE*

May the IRS discuss this return with the preparer shown below (see instr.)?
☒ **Yes** ☐ **No**

Form **990-PF** (2011)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
FEDERATED PRIM CASH OBLIGS FD	20.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	20.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
3M CO	116.	0.	116.
ABBOTT LABORATORIES	37.	0.	37.
ALLERGAN INC	12.	0.	12.
AMERICAN EUROPACIFIC GROWTH	979.	0.	979.
AMERICAN EXPRESS CO	73.	0.	73.
AMERICAN EXPRESS CREDIT CORP	5.	0.	5.
ANHEUSER BUSCH INBEV WOR	45.	0.	45.
APACHE CORP	27.	0.	27.
ARTISAN FDS INC MID CAP VALUE	1,009.	702.	307.
ARTISAN FDS INC SMALL CAP VALUE FD	1,099.	860.	239.
AT&T CORP NOTE	122.	0.	122.
BANK AMERICA CORP	11.	0.	11.
BARCLAYS BANK CORP NOTE	117.	0.	117.
BB&T CORP NOTE	83.	0.	83.
BLACKROCK INC CORP NOTE	103.	0.	103.
BROADCOM CORP CL	11.	0.	11.
BUFFALO SMALL CAP	31.	31.	0.
CA INC CORP NOTE	158.	0.	158.
CATERPILLAR INC	94.	0.	94.
CATERPILLAR INC CORP NOTE	169.	0.	169.
CHEVRON CORP	146.	0.	146.
CISCO SYSTEMS INC	47.	0.	47.
CITIGROUP INC CORP NOTE	88.	0.	88.
CITIGROUP INC FDIC GUARANTEED	205.	0.	205.
COMCAST CORP NOTE	185.	0.	185.
CREDIT SUISSE NEW YORK CORP NOTE	237.	0.	237.
CSX CORP NOTE	141.	0.	141.
CVS CORP COM	66.	0.	66.
DEERE JOHN CAPITAL CORP NOTE	237.	0.	237.
DIRECTV HOLDINGS CORP NOTE	92.	0.	92.
EATON CORP	44.	0.	44.
EMERSON ELECTRIC	98.	0.	98.
EXXON MOBIL CORP	115.	0.	115.
FANNIE MAE CORP NOTE	341.	0.	341.
FHLM CORP NOTE	1,335.	0.	1,335.

FNMA CORP NOTE	3,122.	0.	3,122.
GENERAL ELEC CAP CORP NOTE	402.	0.	402.
GENERAL ELECTRIC CO	157.	0.	157.
GOLDMAN SACHS GROUP INC	47.	0.	47.
GOLDMAN SACHS GROUP INC CORP NOTE	485.	0.	485.
HALLIBURTON CO	42.	0.	42.
HASBRO INC	38.	0.	38.
HESS CORPORATION	28.	0.	28.
HESS CORPORATION CORP NOTE	155.	0.	155.
HEWLETT PACKARD CORP NOTE	66.	0.	66.
HIGH MARK GENEVA MID CAP GROWTH	258.	258.	0.
INTEL CORP	174.	0.	174.
JOHNSON & JOHNSON	163.	0.	163.
JP MORGAN CHASE & CO	95.	0.	95.
KRAFT FOODS INC CORP NOTE	123.	0.	123.
MATTEL INC	168.	0.	168.
MCGRAW HILL COS	125.	0.	125.
MERCK & CO	198.	0.	198.
MERRILL LYNCH & CO CORP NOTE	206.	0.	206.
MICROSOFT CORP	89.	0.	89.
MONSANTO CO NEW	80.	0.	80.
MORGAN STANLEY CORP NOTE	65.	0.	65.
NEXTERA ENERGY INC	176.	0.	176.
NORFOLK SOUTHERN CORP	119.	0.	119.
ONTARIO CORP NOTE	45.	0.	45.
ORACLE CORP	37.	0.	37.
ORACLE CORP NOTE	161.	0.	161.
PEPSICO INC	142.	0.	142.
PETROBRAS INTL FIN CO CORP NOTE	172.	0.	172.
PHILIP MORRIS INTL INC	207.	0.	207.
PRAXAIR INC	23.	0.	23.
PROCTER & GAMBLE CO	147.	0.	147.
PRUDENTIAL FINL CORP NOTE	135.	0.	135.
PRUDENTIAL FINL INC	123.	0.	123.
QUALCOMM INC	76.	0.	76.
ROBERT HALF INTL INC	80.	0.	80.
SCHLUMBERGER LTD	62.	0.	62.
STAPLES INC	98.	0.	98.
STATE STREET CORP	59.	0.	59.
STRYKER CORP	60.	0.	60.
TALISMAN ENERGY INC CORP NOTE	151.	0.	151.
TARGET CORP NOTE	164.	0.	164.
TELEFONICA EMISIONES CORP NOTE	80.	0.	80.
TEVA PHARMACEUTICAL INDS	84.	0.	84.
TEXAS INSTRUMENTS	60.	0.	60.
THORNBURG INTL VALUE FD CL I	673.	0.	673.
TIFFANY & CO	55.	0.	55.
TIME WARNER CABLE CORP NOTE	135.	0.	135.
TRAVELERS COMPANIES INC	135.	0.	135.
UNITED TECHNOLOGIES CORP	109.	0.	109.
US GOVERNMENT BONDS	852.	0.	852.
US GOVERNMENT BONDS - OID	460.	0.	460.
V F CORP	95.	0.	95.

VERIZON COMMUNICATIONS	265.	0.	265.
VERIZON COMMUNICATIONS CORP NOTE	97.	0.	97.
VISA INC	38.	0.	38.
WACHOVIA CORP NOTE	147.	0.	147.
WALGREEN CO	98.	0.	98.
WALMART STORES INC	57.	0.	57.
TOTAL TO FM 990-PF, PART I, LN 4	19,641.	1,851.	17,790.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,275.	2,275.		0.
TO FORM 990-PF, PG 1, LN 16B	2,275.	2,275.		0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD ON INVESTMENTS	234.	234.		0.
EXCISE TAX	204.	0.		0.
TO FORM 990-PF, PG 1, LN 18	438.	234.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	5
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
UNITED STATES TREASURY OBLIGATIONS	X		49,177.	50,161.
GOVERNMENT AGENCY OBLIGATIONS	X		98,998.	101,968.
TOTAL U.S. GOVERNMENT OBLIGATIONS			148,175.	152,129.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			148,175.	152,129.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	323,979.	351,288.
TOTAL TO FORM 990-PF, PART II, LINE 10B	323,979.	351,288.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE FIXED INCOME	99,158.	102,933.
MISCELLANEOUS AGENCY OBLIGATIONS	18,800.	18,674.
FDIC INSURED CORP BONDS	23,381.	23,317.
TOTAL TO FORM 990-PF, PART II, LINE 10C	141,339.	144,924.

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REGIONS BANK, TRUST DEPARTMENT
STATEMENT OF CAPITAL GAINS AND LOSSES
LUCILLE COWELL CHARITABLE TRUST

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TRUST YEAR ENDING 12/31/2011

TAX PREPARER: 6002
TRUST ADMINISTRATOR: 783
INVESTMENT OFFICER: 77

LEGEND. F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
1000.0000 AT&T INC DTD 05/13/08 5.6% 05/15/2018 - 00206RAM4 - MINOR = 45							
SOLD		10/06/2011	1154.43				
ACQ	1000.0000	07/07/2011	1154.43	1124.65	29.78	ST	Y
85 0000 ABBOTT LABORATORIES - 002824100 - MINOR = 31001							
SOLD		04/01/2011	4190.49				
ACQ	60.0000	06/04/2007	2957.99	3335.40	-377.41	LT15	Y
	20 0000	01/23/2008	986.00	1108.80	-122.80	LT15	Y
	5.0000	05/26/2009	246.50	224.70	21.80	LT15	Y
15 0000 ALLERGAN INC - 018490102 - MINOR = 50							
SOLD		06/17/2011	1205.37				
ACQ	15.0000	08/14/2008	1205.37	858.30	347.07	LT15	Y
5 0000 ALLERGAN INC - 018490102 - MINOR = 50							
SOLD		09/30/2011	414.44				
ACQ	5 0000	08/14/2008	414.44	286.10	128.34	LT15	Y
25.0000 AMERICAN EXPRESS CO - 025816109 - MINOR = 31001							
SOLD		06/17/2011	1212.47				
ACQ	10.0000	08/14/2008	484.99	381.18	103.81	LT15	Y
	10.0000	01/14/2009	484.99	181.58	303.41	LT15	Y
	5.0000	04/01/2011	242.49	226.95	15.54	ST	
5 0000 APACHE CORP - 037411105 - MINOR = 31001							
SOLD		06/17/2011	588.74				
ACQ	5 0000	01/06/2010	588.74	535.79	52.95	LT15	Y
5 0000 APACHE CORP - 037411105 - MINOR = 31001							
SOLD		12/02/2011	490.34				
ACQ	5.0000	01/06/2010	490.34	535.79	-45.45	LT15	Y
330 0000 ARTISAN FDS INC SMALL CAP VALUE FD-INV - 04314H501 - MINOR = 62							
SOLD		04/04/2011	6124.80				
ACQ	328.8690	05/26/2009	6103.81	3673.47	2430.34	LT15	Y
	1.1310	12/16/2010	20.99	19.01	1.98	ST	Y
128.0300 ARTISAN FDS INC SMALL CAP VALUE FD-INV - 04314H501 - MINOR = 62							
SOLD		06/17/2011	2212.36				
ACQ	128 0300	05/26/2009	2212.36	1430.10	782.26	LT15	Y
62.6860 ARTISAN FDS INC SMALL CAP VALUE FD-INV - 04314H501 - MINOR = 62							
SOLD		12/02/2011	1030.56				
ACQ	62 6860	10/03/2011	1030.56	850.02	180.54	ST	Y
240.0000 ARTISAN FDS INC MID CAP VALUE FD INV SHS - 04314H709 - MINOR = 62							
SOLD		04/04/2011	5354.40				
ACQ	216.9910	08/14/2008	4841.07	4072.92	768.15	LT15	Y
	7 6790	12/16/2010	171.32	152.97	18.35	ST	Y
	10.4170	12/16/2010	232.40	207.50	24.90	ST	Y
	4.9130	12/16/2010	109.61	97.87	11.74	ST	Y
123.6440 ARTISAN FDS INC MID CAP VALUE FD INV SHS - 04314H709 - MINOR = 62							
SOLD		06/17/2011	2643.51				
ACQ	123.6440	08/14/2008	2643.51	2320.80	322.71	LT15	Y
35.0500 ARTISAN FDS INC MID CAP VALUE FD INV SHS - 04314H709 - MINOR = 62							
SOLD		12/02/2011	744.81				
ACQ	35.0500	08/14/2008	744.81	657.89	86.92	LT15	Y
30.0000 AUTO DESK INC - 052769106 - MINOR = 50							
SOLD		04/01/2011	1311.87				
ACQ	30.0000	08/31/2010	1311.87	823.20	488.67	ST	Y
15.0000 AUTO DESK INC - 052769106 - MINOR = 50							
SOLD		12/02/2011	512.54				
ACQ	15 0000	09/30/2011	512.54	421.05	91.49	ST	
3000.0000 BB& T CORPORATION DTD 7/27/09 3 85% 07/2 - 05531FAC7 - MINOR = 45							
SOLD		10/28/2011	3067.96				
ACQ	2000.0000	04/27/2010	2045.31	2041.75	3.56	LT15	Y
	1000 0000	04/28/2010	1022.65	1021.46	1.19	LT15	Y
390.0000 BANK AMER CORP - 060505104							
SOLD		09/30/2011	2386.79				
ACQ	270.0000	12/10/2009	1652.39	4222.31	-2569.92	LT15	Y
	15 0000	02/16/2010	91.80	229.05	-137.25	LT15	Y
	50.0000	08/31/2010	306.00	616.50	-310.50	LT15	Y
	55 0000	04/01/2011	336.60	742.49	-405.89	ST	
504 0480 BLACKROCK US OPPORTUNITIES-I - 091929760 - MINOR = 62							
SOLD		04/04/2011	22273.88				
ACQ	495.4820	08/18/2009	21895.35	14606.80	7288.55	LT15	Y
	4 8230	12/03/2010	213.13	192.73	20.40	ST	Y
	3 7430	12/03/2010	165.40	149.56	15.84	ST	Y
195 0000 BUFFALO SMALL CAP FUND - 119804102 - MINOR = 62							
SOLD		04/04/2011	5446.35				
ACQ	195 0000	05/26/2009	5446.35	3652.35	1794.00	LT15	Y
87 8610 BUFFALO SMALL CAP FUND - 119804102 - MINOR = 62							
SOLD		06/17/2011	2276.48				
ACQ	87 8610	05/26/2009	2276.48	1645.64	630.84	LT15	Y
53.3440 BUFFALO SMALL CAP FUND - 119804102 - MINOR = 62							
SOLD		12/02/2011	1332.00				
ACQ	53.3440	10/03/2011	1332.00	1084.48	247.52	ST	Y
1000 0000 CSX CORP DTD 3/27/08 6.25% 04/01/2015 - 126408GN7 - MINOR = 45							
SOLD		05/06/2011	1145.95				
ACQ	1000 0000	02/10/2010	1145.95	1120.81	25.14	LT15	Y
1000.0000 CSX CORP DTD 3/27/08 6 25% 04/01/2015 - 126408GN7 - MINOR = 45							
SOLD		10/06/2011	1145.01				
ACQ	1000.0000	07/07/2011	1145.01	1136.92	8.09	ST	Y

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REGIONS BANK, TRUST DEPARTMENT
STATEMENT OF CAPITAL GAINS AND LOSSES
LUCILLE COWELL CHARITABLE TRUST

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TRUST YEAR ENDING 12/31/2011

TAX PREPARER 6002
TRUST ADMINISTRATOR 783
INVESTMENT OFFICER 77

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
35 0000 CVS CORP COM - 126650100 - MINOR = 3101							
SOLD		06/17/2011	1311.07				
ACQ	35 0000	08/14/2008	1311.07	1351.64	-40.57	LT15	Y
20.0000 CATERPILLAR INC - 149123101 - MINOR = 456							
SOLD		04/01/2011	2254.75				
ACQ	20.0000	02/16/2010	2254.75	1139.80	1114.95	LT15	Y
10.0000 CATERPILLAR INC - 149123101 - MINOR = 456							
SOLD		12/02/2011	967.68				
ACQ	10 0000	09/30/2011	967.68	745.20	222.48	ST	
1000.0000 CATERPILLAR INC DTD 12/05/08 7.9% 12/15/ - 149123BQ3 - MINOR = 45							
SOLD		10/06/2011	1330.13				
ACQ	1000.0000	07/07/2011	1330.13	1277.38	52.75	ST	Y
10.0000 CHEVRON CORP COM - 166764100 - MINOR = 50							
SOLD		04/01/2011	1081.07				
ACQ	10.0000	06/04/2007	1081.07	831.30	249.77	LT15	Y
10.0000 CHEVRON CORP COM - 166764100 - MINOR = 50							
SOLD		06/17/2011	1002.08				
ACQ	10.0000	06/04/2007	1002.08	831.30	170.78	LT15	Y
45.0000 CISCO SYS INC COM - 17275R102							
SOLD		09/30/2011	696.58				
ACQ	45.0000	06/20/2008	696.58	1109.09	-412.51	LT15	Y
35.0000 CISCO SYS INC COM - 17275R102							
SOLD		12/02/2011	653.78				
ACQ	35.0000	06/20/2008	653.78	862.62	-208.84	LT15	Y
1000.0000 CITIGROUP INC DTD 06/15/2010 6% 12/13/20 - 172967FE6 - MINOR = 45							
SOLD		11/04/2011	1059.26				
ACQ	1000.0000	12/13/2010	1059.26	1064.84	-5.58	ST	Y
6000.0000 CITIGROUP INC FDIC GUARANTEED DTD 08/06/2009 2.25% 12/10/2012 - 17313YAJ0 - MINOR = 30							
SOLD		01/28/2011	6174.56				
ACQ	6000.0000	12/15/2009	6174.56	6115.32	59.24	LT15	Y
1000.0000 CITIGROUP INC FDIC GUARANTEED DTD 08/06/2009 2.25% 12/10/2012 - 17313YAJ0 - MINOR = 30							
SOLD		10/06/2011	1021.53				
ACQ	1000.0000	07/07/2011	1021.53	1025.71	-4.18	ST	Y
1000.0000 COMCAST CORP DTD 06/18/09 5.7% 07/01/201 - 20030NAZ4 - MINOR = 45							
SOLD		10/06/2011	1153.85				
ACQ	1000.0000	07/08/2009	1153.85	1010.29	143.56	LT15	Y
1000.0000 CREDIT SUISSE NEW YORK DTD 5/4/09 5.5% 0 - 22546QAAS - MINOR = 45							
SOLD		10/07/2011	1051.14				
ACQ	1000.0000	07/07/2011	1051.14	1092.24	-41.10	ST	Y
1000.0000 JOHN DEERE CAPITAL CORP INSD: FDIC DTD 12/19/08 2.875% 06/19/2012 - 24424DAA7 - MINOR = 30							
SOLD		10/06/2011	1018.09				
ACQ	1000.0000	01/12/2009	1018.09	1031.43	-13.34	LT15	Y
65.0000 E M C CORP MASS COM - 268648102 - MINOR = 50							
SOLD		04/01/2011	1720.52				
ACQ	65.0000	06/20/2008	1720.52	1046.92	673.60	LT15	Y
35 0000 E M C CORP MASS COM - 268648102 - MINOR = 50							
SOLD		06/17/2011	914.53				
ACQ	35.0000	06/20/2008	914.53	563.72	350.81	LT15	Y
130.0000 EATON CORP - 278058102 - MINOR = 50							
SOLD		04/01/2011	7248.80				
ACQ	60 0000	06/20/2008	3345.60	2799.31	546.29	LT15	Y
	30.0000	08/14/2008	1672.80	1098.30	574.50	LT15	Y
	40.0000	01/14/2009	2230.40	955.60	1274.80	LT15	Y
10.0000 EMERSON ELECTRIC CO - 291011104 - MINOR = 50							
SOLD		12/02/2011	517.29				
ACQ	10 0000	04/01/2011	517.29	589.60	-72.31	ST	
222 1330 AMERICAN EUROPACIFIC GRTH-F2 - 29875E100 - MINOR = 64							
SOLD		06/17/2011	9254.06				
ACQ	222.1330	04/24/2008	9254.06	10806.99	-1552.93	LT15	Y
15.0000 EXXON MOBIL CORP - 30231G102							
SOLD		06/17/2011	1195.32				
ACQ	15.0000	06/04/2007	1195.32	1263.60	-68.28	LT15	Y
98.7400 FEDERAL HOME LOAN MORTGAGE CORP POOL #G11769 DTD 09/01/05 5% 10/01/2020 - 31283K6E3 - MINOR = 35							
SOLD		01/18/2011	98.74				
ACQ	98.7400	09/17/2007	98.74	97.04	1.70	LT15	Y
76 9700 FEDERAL HOME LOAN MORTGAGE CORP POOL #G11769 DTD 09/01/05 5% 10/01/2020 - 31283K6E3 - MINOR = 35							
SOLD		02/15/2011	76.97				
ACQ	76.9700	09/17/2007	76.97	75.64	1.33	LT15	Y
72.0400 FEDERAL HOME LOAN MORTGAGE CORP POOL #G11769 DTD 09/01/05 5% 10/01/2020 - 31283K6E3 - MINOR = 35							
SOLD		03/15/2011	72.04				
ACQ	72.0400	09/17/2007	72.04	70.80	1.24	LT15	Y
61.9200 FEDERAL HOME LOAN MORTGAGE CORP POOL #G11769 DTD 09/01/05 5% 10/01/2020 - 31283K6E3 - MINOR = 35							
SOLD		04/15/2011	61.92				
ACQ	61.9200	09/17/2007	61.92	60.85	1.07	LT15	Y
51 7700 FEDERAL HOME LOAN MORTGAGE CORP POOL #G11769 DTD 09/01/05 5% 10/01/2020 - 31283K6E3 - MINOR = 35							
SOLD		05/16/2011	51.77				
ACQ	51.7700	09/17/2007	51.77	50.88	0.89	LT15	Y
46.0400 FEDERAL HOME LOAN MORTGAGE CORP POOL #G11769 DTD 09/01/05 5% 10/01/2020 - 31283K6E3 - MINOR = 35							
SOLD		06/15/2011	46.04				
ACQ	46.0400	09/17/2007	46.04	45.25	0.79	LT15	Y
39 2700 FEDERAL HOME LOAN MORTGAGE CORP POOL #G11769 DTD 09/01/05 5% 10/01/2020 - 31283K6E3 - MINOR = 35							
SOLD		07/15/2011	39.27				
ACQ	39 2700	09/17/2007	39.27	38.59	0.68	LT15	Y

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TAX PREPARER 6002
TRUST ADMINISTRATOR 783
INVESTMENT OFFICER: 77

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E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
1747.5000 FEDERAL HOME LOAN MORTGAGE CORP POOL #G11769 DTD 09/01/05 5% 10/01/2020 - 31283K6E3 - MINOR = 35							
SOLD		08/09/2011	1883.75				
ACQ	1747.5000	09/17/2007	1883.75	1717.33	166.42	LT15	Y
49.8000 FEDERAL HOME LOAN MORTGAGE CORP POOL #G11769 DTD 09/01/05 5% 10/01/2020 - 31283K6E3 - MINOR = 35							
SOLD		08/15/2011	49.80				
ACQ	49.8000	09/17/2007	49.80	48.94	0.86	LT15	Y
143.4600 FEDERAL HOME LOAN MTG CORP POOL #G01840 DTD 06/01/2005 5% 07/01/2035 - 3128LXBH2 - MINOR = 35							
SOLD		09/15/2011	143.46				
ACQ	143.4600	08/11/2011	143.46	155.95	-12.49	ST	Y
155.9800 FEDERAL HOME LOAN MTG CORP POOL #G01840 DTD 06/01/2005 5% 07/01/2035 - 3128LXBH2 - MINOR = 35							
SOLD		10/17/2011	155.98				
ACQ	155.9800	08/11/2011	155.98	169.56	-13.58	ST	Y
187.4800 FEDERAL HOME LOAN MTG CORP POOL #G01840 DTD 06/01/2005 5% 07/01/2035 - 3128LXBH2 - MINOR = 35							
SOLD		11/15/2011	187.48				
ACQ	187.4800	08/11/2011	187.48	203.80	-16.32	ST	Y
191.8300 FEDERAL HOME LOAN MTG CORP POOL #G01840 DTD 06/01/2005 5% 07/01/2035 - 3128LXBH2 - MINOR = 35							
SOLD		12/15/2011	191.83				
ACQ	191.8300	08/11/2011	191.83	208.52	-16.69	ST	Y
784.4600 FEDERAL HOME LOAN MTG CORP POOL #G12709 - 3128MBGS0 - MINOR = 35							
SOLD		01/18/2011	784.46				
ACQ	784.4600	07/10/2007	784.46	756.88	27.58	LT15	Y
886.4400 FEDERAL HOME LOAN MTG CORP POOL #G12709 - 3128MBGS0 - MINOR = 35							
SOLD		02/15/2011	886.44				
ACQ	886.4400	07/10/2007	886.44	855.28	31.16	LT15	Y
684.2300 FEDERAL HOME LOAN MTG CORP POOL #G12709 - 3128MBGS0 - MINOR = 35							
SOLD		03/15/2011	684.23				
ACQ	684.2300	07/10/2007	684.23	660.17	24.06	LT15	Y
556.9800 FEDERAL HOME LOAN MTG CORP POOL #G12709 - 3128MBGS0 - MINOR = 35							
SOLD		04/15/2011	556.98				
ACQ	556.9800	07/10/2007	556.98	537.40	19.58	LT15	Y
356.7900 FEDERAL HOME LOAN MTG CORP POOL #G12709 - 3128MBGS0 - MINOR = 35							
SOLD		05/16/2011	356.79				
ACQ	356.7900	07/10/2007	356.79	344.25	12.54	LT15	Y
516.1000 FEDERAL HOME LOAN MTG CORP POOL #G12709 - 3128MBGS0 - MINOR = 35							
SOLD		06/15/2011	516.10				
ACQ	516.1000	07/10/2007	516.10	497.96	18.14	LT15	Y
295.0200 FEDERAL HOME LOAN MTG CORP POOL #G12709 - 3128MBGS0 - MINOR = 35							
SOLD		07/15/2011	295.02				
ACQ	295.0200	07/10/2007	295.02	284.65	10.37	LT15	Y
13043.6900 FEDERAL HOME LOAN MTG CORP POOL #G12709 - 3128MBGS0 - MINOR = 35							
SOLD		08/09/2011	14060.69				
ACQ	13043.6900	07/10/2007	14060.69	12585.11	1475.58	LT15	Y
373.1500 FEDERAL HOME LOAN MTG CORP POOL #G12709 - 3128MBGS0 - MINOR = 35							
SOLD		08/15/2011	373.15				
ACQ	373.1500	07/10/2007	373.15	360.03	13.12	LT15	Y
268.5400 FEDERAL HOME LOAN MORTGAGE CORP POOL #G13827 DTD 04/01/2010 5% 03/01/2025 - 3128MCPL3 - MINOR = 35							
SOLD		01/18/2011	268.54				
ACQ	268.5400	09/13/2010	268.54	285.95	-17.41	ST	Y
214.4600 FEDERAL HOME LOAN MORTGAGE CORP POOL #G13827 DTD 04/01/2010 5% 03/01/2025 - 3128MCPL3 - MINOR = 35							
SOLD		02/15/2011	214.46				
ACQ	214.4600	09/13/2010	214.46	228.37	-13.91	ST	Y
165.9100 FEDERAL HOME LOAN MORTGAGE CORP POOL #G13827 DTD 04/01/2010 5% 03/01/2025 - 3128MCPL3 - MINOR = 35							
SOLD		03/15/2011	165.91				
ACQ	165.9100	09/13/2010	165.91	176.67	-10.76	ST	Y
154.3600 FEDERAL HOME LOAN MORTGAGE CORP POOL #G13827 DTD 04/01/2010 5% 03/01/2025 - 3128MCPL3 - MINOR = 35							
SOLD		04/15/2011	154.36				
ACQ	154.3600	09/13/2010	154.36	164.37	-10.01	ST	Y
155.5700 FEDERAL HOME LOAN MORTGAGE CORP POOL #G13827 DTD 04/01/2010 5% 03/01/2025 - 3128MCPL3 - MINOR = 35							
SOLD		05/16/2011	155.57				
ACQ	155.5700	09/13/2010	155.57	165.66	-10.09	ST	Y
126.0700 FEDERAL HOME LOAN MORTGAGE CORP POOL #G13827 DTD 04/01/2010 5% 03/01/2025 - 3128MCPL3 - MINOR = 35							
SOLD		06/15/2011	126.07				
ACQ	126.0700	09/13/2010	126.07	134.24	-8.17	ST	Y
116.6300 FEDERAL HOME LOAN MORTGAGE CORP POOL #G13827 DTD 04/01/2010 5% 03/01/2025 - 3128MCPL3 - MINOR = 35							
SOLD		07/15/2011	116.63				
ACQ	116.6300	09/13/2010	116.63	124.19	-7.56	ST	Y
3809.9000 FEDERAL HOME LOAN MORTGAGE CORP POOL #G13827 DTD 04/01/2010 5% 03/01/2025 - 3128MCPL3 - MINOR = 35							
SOLD		08/09/2011	4106.96				
ACQ	3809.9000	09/13/2010	4106.96	4056.96	50.00	ST	Y
141.5800 FEDERAL HOME LOAN MORTGAGE CORP POOL #G13827 DTD 04/01/2010 5% 03/01/2025 - 3128MCPL3 - MINOR = 35							
SOLD		08/15/2011	141.58				
ACQ	141.5800	09/13/2010	141.58	150.76	-9.18	ST	Y
140.1700 FEDERAL HOME LOAN MORTGAGE CORP POOL #G14056 DTD 02/01/2011 4% 08/01/2025 - 3128MCWR2 - MINOR = 35							
SOLD		09/15/2011	140.17				
ACQ	140.1700	08/11/2011	140.17	148.32	-8.15	ST	Y
224.4300 FEDERAL HOME LOAN MORTGAGE CORP POOL #G14056 DTD 02/01/2011 4% 08/01/2025 - 3128MCWR2 - MINOR = 35							
SOLD		10/17/2011	224.43				
ACQ	224.4300	08/11/2011	224.43	237.47	-13.04	ST	Y
269.2900 FEDERAL HOME LOAN MORTGAGE CORP POOL #G14056 DTD 02/01/2011 4% 08/01/2025 - 3128MCWR2 - MINOR = 35							
SOLD		11/15/2011	269.29				
ACQ	269.2900	08/11/2011	269.29	284.94	-15.65	ST	Y
226.8500 FEDERAL HOME LOAN MORTGAGE CORP POOL #G14056 DTD 02/01/2011 4% 08/01/2025 - 3128MCWR2 - MINOR = 35							
SOLD		12/15/2011	226.85				
ACQ	226.8500	08/11/2011	226.85	240.04	-13.19	ST	Y

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TAX PREPARER. 6002
TRUST ADMINISTRATOR: 783
INVESTMENT OFFICER. 77

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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
28 5100 FEDERAL HOME LOAN MORTGAGE CORP POOL #J16353 DTD 08/01/2011 3.5% 08/01/2026 - 3128PWBW7 - MINOR = 35							
SOLD		09/15/2011	28 51				
ACQ	28 5100	08/11/2011	28 51	29.82	-1 31	ST	Y
103.6700 FEDERAL HOME LOAN MORTGAGE CORP POOL #J16353 DTD 08/01/2011 3 5% 08/01/2026 - 3128PWBW7 - MINOR = 35							
SOLD		10/17/2011	103.67				
ACQ	103.6700	08/11/2011	103.67	108.43	-4.76	ST	Y
173.7200 FEDERAL HOME LOAN MORTGAGE CORP POOL #J16353 DTD 08/01/2011 3.5% 08/01/2026 - 3128PWBW7 - MINOR = 35							
SOLD		11/15/2011	173.72				
ACQ	173.7200	08/11/2011	173.72	181 70	-7 98	ST	Y
196.7100 FEDERAL HOME LOAN MORTGAGE CORP POOL #J16353 DTD 08/01/2011 3.5% 08/01/2026 - 3128PWBW7 - MINOR = 35							
SOLD		12/15/2011	196 71				
ACQ	196.7100	08/11/2011	196.71	205.75	-9 04	ST	Y
1000 0000 FEDERAL HOME LOAN MORTGAGE CORP 5 75% DTD 1/14/02 DUE 1/15/2012 - 3134A4JT2 - MINOR = 30							
SOLD		10/06/2011	1014.54				
ACQ	1000.0000	09/13/2010	1014.54	1000.00	14.54	LT15	Y
1000 0000 FEDERAL NATIONAL MORTGAGE ASSN 5% 03/1 - 31359MH89 - MINOR = 35							
SOLD		10/06/2011	1165 10				
ACQ	1000.0000	07/07/2011	1165.10	1134 38	30.72	ST	Y
1000 0000 FEDERAL NATIONAL MORTGAGE ASSN 5% 03/1 - 31359MH89 - MINOR = 35							
SOLD		12/06/2011	1161.24				
ACQ	1000.0000	04/07/2011	1161.24	1104.16	57.08	ST	Y
140.1000 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 - 3138A8SR8 - MINOR = 35							
SOLD		09/26/2011	140.10				
ACQ	140.1000	08/09/2011	140 10	147 19	-7.09	ST	Y
294 6100 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 - 3138A8SR8 - MINOR = 35							
SOLD		10/25/2011	294 61				
ACQ	294.6100	08/09/2011	294 61	309.52	-14.91	ST	Y
226 1700 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 - 3138A8SR8 - MINOR = 35							
SOLD		11/25/2011	226.17				
ACQ	226 1700	08/09/2011	226 17	237 62	-11.45	ST	Y
263 3200 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 - 3138A8SR8 - MINOR = 35							
SOLD		12/27/2011	263.32				
ACQ	263.3200	08/09/2011	263.32	276 65	-13.33	ST	Y
38.5900 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4.5% 06/01/2041 - 3138EGNK6 - MINOR = 35							
SOLD		12/27/2011	38.59				
ACQ	38.5900	11/04/2011	38 59	41.05	-2.46	ST	Y
11000.0000 FANNIE MAE DTD 03/07/08 2.75% 04/11/2011 - 31398APG1 - MINOR = 30							
SOLD		04/11/2011	11000.00				
ACQ	9000.0000	08/07/2008	9000.00	9000.00	0.00	LT15	Y
	1000.0000	06/08/2009	1000.00	1024 00	-24.00	LT15	Y
	1000 0000	09/13/2010	1000.00	1014.38	-14.38	ST	Y
CHANGED 08/10/11 MDL PREP NOTE EXISTS							
155.0000 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035 - 31402RFV6 - MINOR = 35							
SOLD		09/26/2011	155.00				
ACQ	155.0000	08/09/2011	155.00	167.18	-12.18	ST	Y
152.5800 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035 - 31402RFV6 - MINOR = 35							
SOLD		10/25/2011	152.58				
ACQ	152.5800	08/09/2011	152.58	164 57	-11.99	ST	Y
187 5800 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035 - 31402RFV6 - MINOR = 35							
SOLD		11/25/2011	187.58				
ACQ	187.5800	08/09/2011	187.58	202.32	-14.74	ST	Y
173 6500 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035 - 31402RFV6 - MINOR = 35							
SOLD		12/27/2011	173 65				
ACQ	173.6500	08/09/2011	173.65	187.30	-13.65	ST	Y
741.1400 FEDERAL NATIONAL MORTGAGE ASSN POOL #745 - 31403DS59 - MINOR = 35							
SOLD		01/25/2011	741 14				
ACQ	741 1400	07/10/2007	741.14	731.41	9.73	LT15	Y
592.9000 FEDERAL NATIONAL MORTGAGE ASSN POOL #745 - 31403DS59 - MINOR = 35							
SOLD		02/25/2011	592 90				
ACQ	592 9000	07/10/2007	592.90	585 12	7 78	LT15	Y
486.7800 FEDERAL NATIONAL MORTGAGE ASSN POOL #745 - 31403DS59 - MINOR = 35							
SOLD		03/25/2011	486.78				
ACQ	486 7800	07/10/2007	486.78	480 39	6.39	LT15	Y
524.0000 FEDERAL NATIONAL MORTGAGE ASSN POOL #745 - 31403DS59 - MINOR = 35							
SOLD		04/25/2011	524.00				
ACQ	524.0000	07/10/2007	524 00	517 12	6.88	LT15	Y
370 0500 FEDERAL NATIONAL MORTGAGE ASSN POOL #745 - 31403DS59 - MINOR = 35							
SOLD		05/25/2011	370.05				
ACQ	370.0500	07/10/2007	370 05	365.19	4 86	LT15	Y
373 5600 FEDERAL NATIONAL MORTGAGE ASSN POOL #745 - 31403DS59 - MINOR = 35							
SOLD		06/27/2011	373.56				
ACQ	373.5600	07/10/2007	373 56	368.66	4 90	LT15	Y
429.6500 FEDERAL NATIONAL MORTGAGE ASSN POOL #745 - 31403DS59 - MINOR = 35							
SOLD		07/25/2011	429.65				
ACQ	429.6500	07/10/2007	429 65	424.01	5 64	LT15	Y
352.8200 FEDERAL NATIONAL MORTGAGE ASSN POOL #745 - 31403DS59 - MINOR = 35							
SOLD		08/25/2011	352.82				
ACQ	352 8200	07/10/2007	352 82	348.19	4.63	LT15	Y
617.9600 FEDERAL NATIONAL MORTGAGE ASSN POOL #745 - 31403DS59 - MINOR = 35							
SOLD		09/26/2011	617.96				
ACQ	617 9600	07/10/2007	617 96	609.85	8.11	LT15	Y
376.0800 FEDERAL NATIONAL MORTGAGE ASSN POOL #745 - 31403DS59 - MINOR = 35							
SOLD		10/25/2011	376 08				
ACQ	376.0800	07/10/2007	376.08	371.14	4.94	LT15	Y

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TRUST YEAR ENDING 12/31/2011

TAX PREPARER: 6002
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INVESTMENT OFFICER: 77

LEGEND: F - FEDERAL S - STATE I - INHERITED
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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
425.5000 FEDERAL NATIONAL MORTGAGE ASSN POOL #745 - 31403DS59 - MINOR = 35							
SOLD		11/25/2011	425.50				
ACQ	425.5000	07/10/2007	425.50	419.92	5.58	LT15	Y
316.4700 FEDERAL NATIONAL MORTGAGE ASSN POOL #745 - 31403DS59 - MINOR = 35							
SOLD		12/27/2011	316.47				
ACQ	316.4700	07/10/2007	316.47	312.32	4.15	LT15	Y
73.3400 FEDERAL NATIONAL MORTGAGE ASSN POOL #852932 DTD 04/01/2006 5% 04/01/2021 - 31408JSV4 - MINOR = 35							
SOLD		01/25/2011	73.34				
ACQ	73.3400	10/07/2010	73.34	78.42	-5.08	ST	Y
69.6800 FEDERAL NATIONAL MORTGAGE ASSN POOL #852932 DTD 04/01/2006 5% 04/01/2021 - 31408JSV4 - MINOR = 35							
SOLD		02/25/2011	69.68				
ACQ	69.6800	10/07/2010	69.68	74.50	-4.82	ST	Y
75.7600 FEDERAL NATIONAL MORTGAGE ASSN POOL #852932 DTD 04/01/2006 5% 04/01/2021 - 31408JSV4 - MINOR = 35							
SOLD		03/25/2011	75.76				
ACQ	75.7600	10/07/2010	75.76	81.00	-5.24	ST	Y
49.0100 FEDERAL NATIONAL MORTGAGE ASSN POOL #852932 DTD 04/01/2006 5% 04/01/2021 - 31408JSV4 - MINOR = 35							
SOLD		04/25/2011	49.01				
ACQ	49.0100	10/07/2010	49.01	52.40	-3.39	ST	Y
59.4200 FEDERAL NATIONAL MORTGAGE ASSN POOL #852932 DTD 04/01/2006 5% 04/01/2021 - 31408JSV4 - MINOR = 35							
SOLD		05/25/2011	59.42				
ACQ	59.4200	10/07/2010	59.42	63.53	-4.11	ST	Y
62.5600 FEDERAL NATIONAL MORTGAGE ASSN POOL #852932 DTD 04/01/2006 5% 04/01/2021 - 31408JSV4 - MINOR = 35							
SOLD		06/27/2011	62.56				
ACQ	62.5600	10/07/2010	62.56	66.89	-4.33	ST	Y
70.4500 FEDERAL NATIONAL MORTGAGE ASSN POOL #852932 DTD 04/01/2006 5% 04/01/2021 - 31408JSV4 - MINOR = 35							
SOLD		07/25/2011	70.45				
ACQ	70.4500	10/07/2010	70.45	75.33	-4.88	ST	Y
51.4800 FEDERAL NATIONAL MORTGAGE ASSN POOL #852932 DTD 04/01/2006 5% 04/01/2021 - 31408JSV4 - MINOR = 35							
SOLD		08/25/2011	51.48				
ACQ	51.4800	10/07/2010	51.48	55.04	-3.56	ST	Y
78.1400 FEDERAL NATIONAL MORTGAGE ASSN POOL #852932 DTD 04/01/2006 5% 04/01/2021 - 31408JSV4 - MINOR = 35							
SOLD		09/26/2011	78.14				
ACQ	78.1400	10/07/2010	78.14	83.55	-5.41	ST	Y
39.5700 FEDERAL NATIONAL MORTGAGE ASSN POOL #852932 DTD 04/01/2006 5% 04/01/2021 - 31408JSV4 - MINOR = 35							
SOLD		10/25/2011	39.57				
ACQ	39.5700	10/07/2010	39.57	42.31	-2.74	LT15	Y
42.0500 FEDERAL NATIONAL MORTGAGE ASSN POOL #852932 DTD 04/01/2006 5% 04/01/2021 - 31408JSV4 - MINOR = 35							
SOLD		11/25/2011	42.05				
ACQ	42.0500	10/07/2010	42.05	44.96	-2.91	LT15	Y
79.4400 FEDERAL NATIONAL MORTGAGE ASSN POOL #852932 DTD 04/01/2006 5% 04/01/2021 - 31408JSV4 - MINOR = 35							
SOLD		12/27/2011	79.44				
ACQ	79.4400	10/07/2010	79.44	84.94	-5.50	LT15	Y
433.4000 FEDERAL NATIONAL MORTGAGE ASSN POOL #889579 DTD 05/01/08 6% 05/01/2038 - 31410KJY1 - MINOR = 35							
SOLD		08/25/2011	433.40				
ACQ	433.4000	07/07/2011	433.40	476.60	-43.20	ST	Y
435.4700 FEDERAL NATIONAL MORTGAGE ASSN POOL #889579 DTD 05/01/08 6% 05/01/2038 - 31410KJY1 - MINOR = 35							
SOLD		09/26/2011	435.47				
ACQ	435.4700	07/07/2011	435.47	478.88	-43.41	ST	Y
397.3000 FEDERAL NATIONAL MORTGAGE ASSN POOL #889579 DTD 05/01/08 6% 05/01/2038 - 31410KJY1 - MINOR = 35							
SOLD		10/25/2011	397.30				
ACQ	397.3000	07/07/2011	397.30	436.91	-39.61	ST	Y
401.8200 FEDERAL NATIONAL MORTGAGE ASSN POOL #889579 DTD 05/01/08 6% 05/01/2038 - 31410KJY1 - MINOR = 35							
SOLD		11/25/2011	401.82				
ACQ	401.8200	07/07/2011	401.82	441.88	-40.06	ST	Y
383.2500 FEDERAL NATIONAL MORTGAGE ASSN POOL #889579 DTD 05/01/08 6% 05/01/2038 - 31410KJY1 - MINOR = 35							
SOLD		12/27/2011	383.25				
ACQ	383.2500	07/07/2011	383.25	421.45	-38.20	ST	Y
530.4100 FEDERAL NATIONAL MORTGAGE ASSN POOL #899 - 31410WBS6 - MINOR = 35							
SOLD		01/25/2011	530.41				
ACQ	530.4100	07/10/2007	530.41	511.64	18.77	LT15	Y
186.7900 FEDERAL NATIONAL MORTGAGE ASSN POOL #899 - 31410WBS6 - MINOR = 35							
SOLD		02/25/2011	186.79				
ACQ	186.7900	07/10/2007	186.79	180.18	6.61	LT15	Y
28.9900 FEDERAL NATIONAL MORTGAGE ASSN POOL #899 - 31410WBS6 - MINOR = 35							
SOLD		03/25/2011	28.99				
ACQ	28.9900	07/10/2007	28.99	27.96	1.03	LT15	Y
31.5100 FEDERAL NATIONAL MORTGAGE ASSN POOL #899 - 31410WBS6 - MINOR = 35							
SOLD		04/25/2011	31.51				
ACQ	31.5100	07/10/2007	31.51	30.39	1.12	LT15	Y
30.8000 FEDERAL NATIONAL MORTGAGE ASSN POOL #899 - 31410WBS6 - MINOR = 35							
SOLD		05/25/2011	30.80				
ACQ	30.8000	07/10/2007	30.80	29.71	1.09	LT15	Y
288.6400 FEDERAL NATIONAL MORTGAGE ASSN POOL #899 - 31410WBS6 - MINOR = 35							
SOLD		06/27/2011	288.64				
ACQ	288.6400	07/10/2007	288.64	278.42	10.22	LT15	Y
29.0100 FEDERAL NATIONAL MORTGAGE ASSN POOL #899 - 31410WBS6 - MINOR = 35							
SOLD		07/25/2011	29.01				
ACQ	29.0100	07/10/2007	29.01	27.98	1.03	LT15	Y
114.8300 FEDERAL NATIONAL MORTGAGE ASSN POOL #899 - 31410WBS6 - MINOR = 35							
SOLD		08/25/2011	114.83				
ACQ	114.8300	07/10/2007	114.83	110.77	4.06	LT15	Y
136.0900 FEDERAL NATIONAL MORTGAGE ASSN POOL #899 - 31410WBS6 - MINOR = 35							
SOLD		09/26/2011	136.09				
ACQ	136.0900	07/10/2007	136.09	131.27	4.82	LT15	Y

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LEGEND: F - FEDERAL S - STATE I - INHERITED
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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
29 4800 FEDERAL NATIONAL MORTGAGE ASSN POOL #899 - 31410WBS6 - MINOR = 35							
SOLD		10/25/2011	29 48				
ACQ	29.4800	07/10/2007	29 48	28 44	1 04	LT15	Y
30 8700 FEDERAL NATIONAL MORTGAGE ASSN POOL #899 - 31410WBS6 - MINOR = 35							
SOLD		11/25/2011	30 87				
ACQ	30.8700	07/10/2007	30 87	29 78	1 09	LT15	Y
31 7400 FEDERAL NATIONAL MORTGAGE ASSN POOL #899 - 31410WBS6 - MINOR = 35							
SOLD		12/27/2011	31 74				
ACQ	31.7400	07/10/2007	31 74	30 62	1 12	LT15	Y
599 9400 FEDERAL NATIONAL MORTGAGE ASSN POOL #946351 DTD 08/01/2007 6% 09/01/2037 - 31413HZQ4 - MINOR = 35							
SOLD		01/25/2011	599.94				
ACQ	599.9400	11/09/2010	599.94	654 68	-54 74	ST	Y
389.9400 FEDERAL NATIONAL MORTGAGE ASSN POOL #946351 DTD 08/01/2007 6% 09/01/2037 - 31413HZQ4 - MINOR = 35							
SOLD		02/25/2011	389 94				
ACQ	389.9400	11/09/2010	389.94	425.52	-35 58	ST	Y
220.4200 FEDERAL NATIONAL MORTGAGE ASSN POOL #946351 DTD 08/01/2007 6% 09/01/2037 - 31413HZQ4 - MINOR = 35							
SOLD		03/25/2011	220 42				
ACQ	220.4200	11/09/2010	220.42	240.53	-20.11	ST	Y
435.5800 FEDERAL NATIONAL MORTGAGE ASSN POOL #946351 DTD 08/01/2007 6% 09/01/2037 - 31413HZQ4 - MINOR = 35							
SOLD		04/25/2011	435.58				
ACQ	435 5800	11/09/2010	435 58	475 33	-39 75	ST	Y
323.6000 FEDERAL NATIONAL MORTGAGE ASSN POOL #946351 DTD 08/01/2007 6% 09/01/2037 - 31413HZQ4 - MINOR = 35							
SOLD		05/25/2011	323 60				
ACQ	323.6000	11/09/2010	323.60	353 13	-29.53	ST	Y
365.1600 FEDERAL NATIONAL MORTGAGE ASSN POOL #946351 DTD 08/01/2007 6% 09/01/2037 - 31413HZQ4 - MINOR = 35							
SOLD		06/27/2011	365 16				
ACQ	365.1600	11/09/2010	365.16	398 48	-33.32	ST	Y
368.8200 FEDERAL NATIONAL MORTGAGE ASSN POOL #946351 DTD 08/01/2007 6% 09/01/2037 - 31413HZQ4 - MINOR = 35							
SOLD		07/25/2011	368.82				
ACQ	368.8200	11/09/2010	368 82	402.47	-33.65	ST	Y
217.8100 FEDERAL NATIONAL MORTGAGE ASSN POOL #946351 DTD 08/01/2007 6% 09/01/2037 - 31413HZQ4 - MINOR = 35							
SOLD		08/25/2011	217 81				
ACQ	217.8100	11/09/2010	217.81	237.69	-19.88	ST	Y
522.2900 FEDERAL NATIONAL MORTGAGE ASSN POOL #946351 DTD 08/01/2007 6% 09/01/2037 - 31413HZQ4 - MINOR = 35							
SOLD		09/26/2011	522.29				
ACQ	522.2900	11/09/2010	522.29	569.95	-47.66	ST	Y
276.1900 FEDERAL NATIONAL MORTGAGE ASSN POOL #946351 DTD 08/01/2007 6% 09/01/2037 - 31413HZQ4 - MINOR = 35							
SOLD		10/25/2011	276 19				
ACQ	276.1900	11/09/2010	276.19	301.39	-25 20	ST	Y
272.7100 FEDERAL NATIONAL MORTGAGE ASSN POOL #946351 DTD 08/01/2007 6% 09/01/2037 - 31413HZQ4 - MINOR = 35							
SOLD		11/25/2011	272.71				
ACQ	272 7100	11/09/2010	272.71	297.59	-24.88	LT15	Y
366 9800 FEDERAL NATIONAL MORTGAGE ASSN POOL #946351 DTD 08/01/2007 6% 09/01/2037 - 31413HZQ4 - MINOR = 35							
SOLD		12/27/2011	366 98				
ACQ	366.9800	11/09/2010	366.98	400.47	-33.49	LT15	Y
151 5000 FEDERAL NATIONAL MORTGAGE ASSN POOL #995234 DTD 12/01/2008 5% 07/01/2019 - 31416BSX7 - MINOR = 35							
SOLD		08/25/2011	151 50				
ACQ	151.5000	07/07/2011	151.50	163.34	-11.84	ST	Y
168.6100 FEDERAL NATIONAL MORTGAGE ASSN POOL #995234 DTD 12/01/2008 5% 07/01/2019 - 31416BSX7 - MINOR = 35							
SOLD		09/26/2011	168.61				
ACQ	168.6100	07/07/2011	168.61	181.78	-13.17	ST	Y
144 6100 FEDERAL NATIONAL MORTGAGE ASSN POOL #995234 DTD 12/01/2008 5% 07/01/2019 - 31416BSX7 - MINOR = 35							
SOLD		10/25/2011	144.61				
ACQ	144 6100	07/07/2011	144.61	155.91	-11 30	ST	Y
159.0400 FEDERAL NATIONAL MORTGAGE ASSN POOL #995234 DTD 12/01/2008 5% 07/01/2019 - 31416BSX7 - MINOR = 35							
SOLD		11/25/2011	159.04				
ACQ	159.0400	07/07/2011	159.04	171.46	-12 42	ST	Y
165.8400 FEDERAL NATIONAL MORTGAGE ASSN POOL #995234 DTD 12/01/2008 5% 07/01/2019 - 31416BSX7 - MINOR = 35							
SOLD		12/27/2011	165 84				
ACQ	165.8400	07/07/2011	165.84	178.80	-12.96	ST	Y
201.5700 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3.5% 09/01/2025 - 31419DMQ1 - MINOR = 35							
SOLD		09/26/2011	201 57				
ACQ	201.5700	08/09/2011	201 57	209.13	-7.56	ST	Y
346.6100 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3.5% 09/01/2025 - 31419DMQ1 - MINOR = 35							
SOLD		10/25/2011	346.61				
ACQ	346.6100	08/09/2011	346 61	359 61	-13.00	ST	Y
307.1700 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3.5% 09/01/2025 - 31419DMQ1 - MINOR = 35							
SOLD		11/25/2011	307 17				
ACQ	307.1700	08/09/2011	307 17	318.69	-11.52	ST	Y
260.5200 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3.5% 09/01/2025 - 31419DMQ1 - MINOR = 35							
SOLD		12/27/2011	260 52				
ACQ	260.5200	08/09/2011	260.52	270.29	-9 77	ST	Y
55 0000 GENERAL ELEC CO COM - 369604103							
SOLD		06/17/2011	1019.68				
ACQ	55.0000	03/26/2010	1019 68	1024.09	-4 41	LT15	Y
3000.0000 GENERAL ELECTRIC CO 5% 02/01/2013 - 369604AY9 - MINOR = 45							
SOLD		02/09/2011	3203.22				
ACQ	2000 0000	01/21/2009	2135 48	2040.74	94.74	LT15	Y
1000 0000 GOLDMAN SACHS GROUP INC DTD 2/5/09 7.5% - 38141EA25 - MINOR = 45							
SOLD		04/07/2011	1164 18				
ACQ	1000.0000	05/20/2010	1164 18	1098 02	66 16	ST	Y
1000.0000 GOLDMAN SACHS GROUP INC DTD 2/5/09 7 5% - 38141EA25 - MINOR = 45							
SOLD		10/06/2011	1068.52				
ACQ	1000.0000	07/07/2011	1068.52	1168.24	-99.72	ST	Y

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5 0000 GOLDMAN SACHS GROUP INC COM - 38141G104 - MINOR = 31001							
SOLD		06/17/2011	687.98				
ACQ	5.0000	04/01/2011	687.98	803.50	-115.52	ST	
7000 0000 GOLDMAN SACHS GROUP INC FDIC INSURED DTD 01/21/09 1 625% 07/15/2011 - 38146FAF8 - MINOR = 30							
SOLD		07/07/2011	7000.88				
ACQ	5000.0000	01/21/2009	5000.63	5000.35	0.28	LT15	Y
	2000.0000	06/08/2009	2000.25	1999.86	0.39	LT15	Y
2 0000 GOOGLE INC CL A - 38259P508 - MINOR = 3101							
SOLD		06/17/2011	1013.14				
ACQ	2 0000	04/01/2011	1013.14	1182.98	-169.84	ST	
40 0000 HALLIBURTON CO COM - 406216101 - MINOR = 50							
SOLD		04/01/2011	1968.98				
ACQ	40 0000	01/14/2009	1968.98	700.33	1268.65	LT15	Y
15.0000 HALLIBURTON CO COM - 406216101 - MINOR = 50							
SOLD		06/17/2011	701.53				
ACQ	15.0000	01/14/2009	701.53	262.62	438.91	LT15	Y
15 0000 HALLIBURTON CO COM - 406216101 - MINOR = 50							
SOLD		12/02/2011	553.93				
ACQ	15.0000	09/30/2011	553.93	463.19	90.74	ST	
20.0000 HESS CORPORATION - 42809H107 - MINOR = 50							
SOLD		04/01/2011	1726.96				
ACQ	20 0000	05/26/2009	1726.96	1219.11	507.85	LT15	Y
75.0000 HESS CORPORATION - 42809H107 - MINOR = 50							
SOLD		12/21/2011	4134.29				
ACQ	40.0000	05/26/2009	2204.95	2438.21	-233.26	LT15	Y
	20.0000	11/20/2009	1102.48	1173.96	-71.48	LT15	Y
	15.0000	09/30/2011	826.86	795.45	31.41	ST	
1000.0000 HESS CORPORATION DTD 2/3/09 8 125% 02/15 - 42809HAB3 - MINOR = 45							
SOLD		10/06/2011	1270.16				
ACQ	1000.0000	07/12/2011	1270.16	1287.91	-17.75	ST	Y
99.2300 HIGH MARK GENEVA MID CAP GROWTH FD CL FI - 431113505 - MINOR = 62							
SOLD		06/17/2011	2219.78				
ACQ	99.2300	04/04/2011	2219.78	2371.60	-151.82	ST	Y
41 2220 HIGH MARK GENEVA MID CAP GROWTH FD CL FI - 431113505 - MINOR = 62							
SOLD		12/02/2011	958.41				
ACQ	41.2220	04/04/2011	958.41	985.20	-26.79	ST	Y
65.0000 INTEL CORP COM - 458140100							
SOLD		06/17/2011	1403.97				
ACQ	65.0000	06/04/2007	1403.97	1447.55	-43.58	LT15	Y
30.0000 INTEL CORP COM - 458140100							
SOLD		12/02/2011	743.08				
ACQ	30.0000	06/04/2007	743.08	668.10	74.98	LT15	Y
10 0000 JP MORGAN CHASE & CO COM - 46625H100 - MINOR = 31001							
SOLD		06/17/2011	407.49				
ACQ	10.0000	06/04/2007	407.49	517.10	-109.61	LT15	Y
25.0000 JOHNSON & JOHNSON COM - 478160104 - MINOR = 31001							
SOLD		06/17/2011	1666.71				
ACQ	25.0000	01/23/2008	1666.71	1581.00	85.71	LT15	Y
30.0000 JUNIPER NETWORKS - 48203R104 - MINOR = 50							
SOLD		04/01/2011	1238.67				
ACQ	30.0000	08/14/2008	1238.67	805.44	433.23	LT15	Y
40.0000 JUNIPER NETWORKS - 48203R104 - MINOR = 50							
SOLD		12/02/2011	904.78				
ACQ	20 0000	08/14/2008	452.39	536.97	-84.58	LT15	Y
	20.0000	06/17/2011	452.39	594.60	-142.21	ST	
35.0000 MATTEL INC - 577081102 - MINOR = 50							
SOLD		06/17/2011	909.63				
ACQ	35.0000	08/31/2010	909.63	738.85	170.78	ST	Y
20.0000 MATTEL INC - 577081102 - MINOR = 50							
SOLD		12/02/2011	570.38				
ACQ	20.0000	08/31/2010	570.38	422.20	148.18	LT15	Y
50.0000 MCGRAW HILL COS INC COM - 580645109 - MINOR = 3101							
SOLD		06/17/2011	2055.95				
ACQ	50.0000	02/16/2010	2055.95	1727.72	328.23	LT15	Y
40 0000 MERCK & CO INC. NEW - 58933Y105 - MINOR = 50							
SOLD		06/17/2011	1413.57				
ACQ	40 0000	08/31/2010	1413.57	1391.19	22.38	ST	Y
30.0000 MICROSOFT CORP COM - 594918104 - MINOR = 31001							
SOLD		06/17/2011	725.08				
ACQ	30 0000	06/04/2007	725.08	924.60	-199.52	LT15	Y
15 0000 MICROSOFT CORP COM - 594918104 - MINOR = 31001							
SOLD		09/30/2011	373.94				
ACQ	15.0000	06/04/2007	373.94	462.30	-88.36	LT15	Y
160 0000 MICROSOFT CORP COM - 594918104 - MINOR = 31001							
SOLD		11/04/2011	4207.93				
ACQ	35.0000	06/04/2007	920.48	1078.70	-158.22	LT15	Y
	65 0000	01/14/2009	1709.47	1259.05	450.42	LT15	Y
	5.0000	02/16/2010	131.50	141.75	-10.25	LT15	Y
	25.0000	08/31/2010	657.49	592.50	64.99	LT15	Y
	30 0000	04/01/2011	788.99	765.30	23.69	ST	
10.0000 MONSANTO CO NEW COM - 61166W101 - MINOR = 50							
SOLD		06/17/2011	667.49				
ACQ	10 0000	07/02/2009	667.49	724.26	-56.77	LT15	Y

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10 0000 MONSANTO CO NEW COM - 61166W101 - MINOR = 50							
SOLD		12/02/2011	707.88				
ACQ	10.0000	07/02/2009	707.88	724.26	-16.38	LT15	Y
2000.0000 MORGAN STANLEY DTD 11/20/2009 4 2% 11/20 - 61747YCK9 - MINOR = 45							
SOLD		08/09/2011	2022.52				
ACQ	2000.0000	07/08/2011	2022.52	2086.55	-64.03	ST	Y
20.0000 NEXTERA ENERGY, INC. - 65339F101 - MINOR = 50							
SOLD		06/17/2011	1130.17				
ACQ	20 0000	04/01/2011	1130.17	1117.00	13.17	ST	
25.0000 NORFOLK SOUTHERN CORPORATION - 655844108 - MINOR = 50							
SOLD		06/17/2011	1770.72				
ACQ	25 0000	06/20/2008	1770.72	1588.50	182.22	LT15	Y
1000.0000 ONTARIO (PROVINCE OF) DTD 01/27/2011 1 3 - 68323AAB4 - MINOR = 45							
SOLD		12/06/2011	1009.03				
ACQ	1000 0000	01/31/2011	1009.03	1000.32	8.71	ST	Y
45.0000 ORACLE CORPORATION COM - 68389X105 - MINOR = 5010							
SOLD		04/01/2011	1525.47				
ACQ	45 0000	04/24/2008	1525.47	982.27	543.20	LT15	Y
15.0000 ORACLE CORPORATION COM - 68389X105 - MINOR = 5010							
SOLD		09/30/2011	433.34				
ACQ	15 0000	04/24/2008	433.34	327.42	105.92	LT15	Y
1000.0000 ORACLE CORPORATION DTD 04/09/08 5.75% 04 - 68389XAC9 - MINOR = 45							
SOLD		06/07/2011	1151.39				
ACQ	1000 0000	06/08/2009	1151.39	1051.29	100.10	LT15	Y
1000 0000 ORACLE CORPORATION DTD 04/09/08 5.75% 04 - 68389XAC9 - MINOR = 45							
SOLD		10/06/2011	1189.99				
ACQ	1000.0000	07/07/2011	1189.99	1151.58	38.41	ST	Y
15.0000 PEPSICO INC COM - 713448108							
SOLD		06/17/2011	1038.13				
ACQ	15 0000	08/14/2008	1038.13	1057.50	-19.37	LT15	Y
25.0000 PHILIP MORRIS INTERNATIONAL INC - 718172109 - MINOR = 50							
SOLD		06/17/2011	1699.22				
ACQ	25 0000	02/04/2009	1699.22	931.89	767.33	LT15	Y
10.0000 PHILIP MORRIS INTERNATIONAL INC - 718172109 - MINOR = 50							
SOLD		12/02/2011	755.18				
ACQ	10 0000	02/04/2009	755.18	372.75	382.43	LT15	Y
20.0000 PROCTER & GAMBLE CO COM - 742718109							
SOLD		06/17/2011	1290.77				
ACQ	20.0000	06/20/2008	1290.77	1266.80	23.97	LT15	Y
10 0000 PRUDENTIAL FINANCIAL INC COM - 744320102 - MINOR = 50							
SOLD		06/17/2011	592.10				
ACQ	5.0000	01/14/2009	296.05	135.10	160.95	LT15	Y
	5.0000	04/01/2011	296.05	312.10	-16.06	ST	
15.0000 QUALCOMM INC - 747525103 - MINOR = 3101							
SOLD		04/01/2011	815.23				
ACQ	15.0000	08/14/2008	815.23	840.30	-25.07	LT15	Y
15.0000 QUALCOMM INC - 747525103 - MINOR = 3101							
SOLD		06/17/2011	807.58				
ACQ	15.0000	08/14/2008	807.58	840.30	-32.72	LT15	Y
190 0000 ROBERT HALF INTL INC COM - 770323103 - MINOR = 50							
SOLD		09/30/2011	4037.44				
ACQ	155.0000	05/26/2009	3293.70	3394.22	-100.52	LT15	Y
	35 0000	08/31/2010	743.74	764.40	-20.66	LT15	Y
20 0000 SCHLUMBERGER LTD COM - 806857108 - MINOR = 50							
SOLD		04/01/2011	1868.56				
ACQ	20.0000	08/14/2008	1868.56	1871.80	-3.24	LT15	Y
10.0000 SCHLUMBERGER LTD COM - 806857108 - MINOR = 50							
SOLD		12/02/2011	757.98				
ACQ	10.0000	09/30/2011	757.98	601.40	156.58	ST	
20.0000 STATE STREET CORP COM - 857477103 - MINOR = 50							
SOLD		06/17/2011	868.58				
ACQ	20.0000	11/20/2009	868.58	816.66	51.92	LT15	Y
20.0000 STRYKER CORP - 863667101 - MINOR = 50							
SOLD		06/17/2011	1163.97				
ACQ	20.0000	08/14/2008	1163.97	1338.60	-174.63	LT15	Y
1000.0000 TALISMAN ENERGY INC DTD 6/1/09 7 75% 06/ - 87425EAL7 - MINOR = 45							
SOLD		10/07/2011	1206.85				
ACQ	1000.0000	07/07/2011	1206.85	1222.85	-16.00	ST	Y
1000.0000 TARGET CORP CALLABLE 5.375% 05/01/2017 - 87612EAP1 - MINOR = 45							
SOLD		06/07/2011	1150.88				
ACQ	1000 0000	09/17/2007	1150.88	975.02	175.86	LT15	Y
1000 0000 TARGET CORP CALLABLE 5.375% 05/01/2017 - 87612EAP1 - MINOR = 45							
SOLD		10/06/2011	1158.80				
ACQ	1000 0000	07/07/2011	1158.80	1141.11	17.69	ST	Y
1000.0000 TELEFONICA EMISIONES SAU DTD 02/16/2011 - 87938WAP8 - MINOR = 45							
SOLD		10/06/2011	949.52				
ACQ	1000.0000	03/10/2011	949.52	1014.59	-65.07	ST	Y
15 0000 TEVA PHARMACEUTICAL INDS SPONS ADR - 881624209 - MINOR = 55							
SOLD		06/17/2011	722.38				
ACQ	15.0000	04/01/2011	722.38	758.54	-36.16	ST	
15 0000 TEXAS INSTRUMENTS INC - 882508104 - MINOR = 31001							
SOLD		06/17/2011	472.49				
ACQ	15.0000	04/01/2011	472.49	517.94	-45.45	ST	

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TRUST YEAR ENDING 12/31/2011

TAX PREPARER: 6002
TRUST ADMINISTRATOR 783
INVESTMENT OFFICER 77

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
30.0000 THERMO ELECTRON CORP - 883556102 - MINOR = 50							
SOLD		06/17/2011	1831.76				
ACQ 30.0000	30.0000	10/06/2008	1831.76	1428.06	403.70	LT15	Y
330.0000 THORNBURG INTL VALUE FD CL I #209 - 885215566 - MINOR = 64							
SOLD		06/17/2011	9609.60				
ACQ 330.0000	330.0000	04/04/2011	9609.60	9985.81	-376.21	ST	Y
5.0000 3M CO COM - 88579Y101 - MINOR = SBW							
SOLD		06/17/2011	460.49				
ACQ 5.0000	5.0000	06/04/2007	460.49	440.25	20.24	LT15	Y
110.0000 TIFFANY & CO - 886547108 - MINOR = 50							
SOLD		04/01/2011	6839.71				
ACQ 40.0000	40.0000	08/14/2008	2487.17	1643.31	843.86	LT15	Y
	70.0000	01/14/2009	4352.54	1570.10	2782.44	LT15	Y
1000.0000 TIME WARNER CABLE 6 75% 07/01/2018 - 88732JAL2 - MINOR = 45							
SOLD		10/06/2011	1154.82				
ACQ 1000.0000	1000.0000	07/07/2011	1154.82	1167.91	-13.09	ST	Y
20.0000 TRAVELERS COMPANIES, INC. - 89417E109 - MINOR = 50							
SOLD		06/17/2011	1160.37				
ACQ 20.0000	20.0000	08/14/2008	1160.37	873.13	287.24	LT15	Y
1023.1000 UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/15/08 1.375% 07/15/2018 - 912828JE1 - MINOR = 30							
SOLD		04/07/2011	1089.13				
ACQ 1023.1000	1023.1000	11/10/2009	1089.13	1040.29	48.84	LT15	Y
1038.3000 UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/15/08 1.375% 07/15/2018 - 912828JE1 - MINOR = 30							
SOLD		06/07/2011	1128.67				
ACQ 1038.3000	1038.3000	11/10/2009	1128.67	1055.49	73.18	LT15	Y
15704.5500 UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/15/08 1.375% 07/15/2018 - 912828JE1 - MINOR = 30							
SOLD		08/25/2011	17627.14				
ACQ 9422.7300	9422.7300	11/10/2009	10576.28	9577.40	998.88	LT15	Y
	3140.9100	12/14/2009	3525.43	3175.67	349.76	LT15	Y
	3140.9100	07/07/2011	3525.43	3411.84	113.59	ST	Y
3000.0000 UNITED STATES TREASURY N/B DTD 11/30/09 - 912828MM9 - MINOR = 30							
SOLD		01/28/2011	3012.54				
ACQ 3000.0000	3000.0000	12/07/2010	3012.54	3013.48	-0.94	ST	Y
5000.0000 UNITED STATES TREASURY N/B DTD 11/30/09 - 912828MM9 - MINOR = 30							
SOLD		02/14/2011	5019.34				
ACQ 3000.0000	3000.0000	12/14/2009	3011.60	2995.90	15.70	LT15	Y
	2000.0000	04/30/2010	2007.74	1999.21	8.53	ST	Y
67000.0000 UNITED STATES TREASURY N/B DTD 11/30/09 - 912828MM9 - MINOR = 30							
SOLD		07/07/2011	67175.34				
ACQ 2000.0000	2000.0000	04/07/2011	2005.23	2000.00	5.23	ST	Y
	2000.0000	05/06/2011	2005.23	2000.00	5.23	ST	Y
	4000.0000	06/07/2011	4010.47	4000.00	10.47	ST	Y
	59000.0000	06/21/2011	59154.41	59170.55	-16.14	ST	Y
19000.0000 UNITED STATES TREASURY N/B DTD 11/30/09 - 912828MM9 - MINOR = 30							
SOLD		08/09/2011	19038.59				
ACQ 19000.0000	19000.0000	06/21/2011	19038.59	19054.92	-16.33	ST	Y
2000.0000 UNITED STATES TREASURY N/B DTD 11/30/09 - 912828MM9 - MINOR = 30							
SOLD		08/18/2011	2003.91				
ACQ 2000.0000	2000.0000	06/21/2011	2003.91	2000.00	3.91	ST	Y
1000.0000 UNITED STATES TREASURY N/B DTD 11/30/09 - 912828MM9 - MINOR = 30							
SOLD		08/24/2011	1001.92				
ACQ 1000.0000	1000.0000	08/01/2011	1001.92	1000.00	1.92	ST	Y
3000.0000 UNITED STATES TREASURY N/B DTD 11/30/09 - 912828MM9 - MINOR = 30							
SOLD		09/13/2011	3004.46				
ACQ 3000.0000	3000.0000	08/01/2011	3004.46	3000.00	4.46	ST	Y
3000.0000 UNITED STATES TREASURY N/B DTD 11/30/09 - 912828MM9 - MINOR = 30							
SOLD		09/15/2011	3004.34				
ACQ 3000.0000	3000.0000	08/01/2011	3004.34	3000.00	4.34	ST	Y
30000.0000 UNITED STATES TREASURY N/B DTD 11/30/09 - 912828MM9 - MINOR = 30							
SOLD		09/30/2011	30033.98				
ACQ 14000.0000	14000.0000	12/14/2009	14015.86	13980.86	35.00	LT15	Y
	9000.0000	08/01/2011	9010.19	9000.00	10.19	ST	Y
	7000.0000	09/01/2011	7007.93	7000.00	7.93	ST	Y
3000.0000 UNITED STATES TREASURY N/B DTD 11/30/09 - 912828MM9 - MINOR = 30							
SOLD		10/06/2011	3003.16				
ACQ 3000.0000	3000.0000	12/14/2009	3003.16	2995.90	7.26	LT15	Y
3000.0000 UNITED STATES TREASURY DTD 02/16/2010 3 - 912828MP2 - MINOR = 30							
SOLD		10/06/2011	3461.61				
ACQ 3000.0000	3000.0000	05/03/2010	3461.61	2985.00	476.61	LT15	Y
2000.0000 UNITED STATES TREASURY N/B DTD 06/01/10 - 912828NE6 - MINOR = 30							
SOLD		11/04/2011	2007.43				
ACQ 2000.0000	2000.0000	10/06/2011	2007.43	2007.41	0.02	ST	Y
3000.0000 UNITED STATES TREASURY N/B DTD 06/01/10 - 912828NE6 - MINOR = 30							
SOLD		11/09/2011	3011.36				
ACQ 3000.0000	3000.0000	10/06/2011	3011.36	3010.85	0.51	ST	Y
3000.0000 UNITED STATES TREASURY N/B DTD 06/01/10 - 912828NE6 - MINOR = 30							
SOLD		11/14/2011	3010.90				
ACQ 3000.0000	3000.0000	10/06/2011	3010.90	3010.59	0.31	ST	Y
7000.0000 UNITED STATES TREASURY N/B DTD 11/15/201 - 912828PC8 - MINOR = 30							
SOLD		10/06/2011	7477.15				
ACQ 6000.0000	6000.0000	12/10/2010	6408.99	5700.73	708.26	ST	Y
	1000.0000	07/07/2011	1068.16	964.56	103.60	ST	Y
2006.7400 UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625% 07/15/2021 - 912828QV5 - MINOR = 30							
SOLD		10/06/2011	2113.97				
ACQ 2006.7400	2006.7400	08/25/2011	2113.97	2110.98	2.99	ST	Y

ACCT H705 1155000831
FROM 01/01/2011
TO 12/31/2011

REGIONS BANK, TRUST DEPARTMENT
STATEMENT OF CAPITAL GAINS AND LOSSES
LUCILLE COWELL CHARITABLE TRUST

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TRUST YEAR ENDING 12/31/2011

TAX PREPARER: 6002
TRUST ADMINISTRATOR: 783
INVESTMENT OFFICER: 77

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
15.0000 UNITED TECHNOLOGIES CORP COM - 913017109 - MINOR = 50							
SOLD		06/17/2011	1268.23				
ACQ	15.0000	08/14/2008	1268.23	998.70	269.53	LT15	Y
10.0000 V F CORP - 918204108 - MINOR = 50							
SOLD		04/01/2011	988.08				
ACQ	10.0000	02/16/2010	988.08	753.13	234.95	LT15	Y
10.0000 V F CORP - 918204108 - MINOR = 50							
SOLD		06/17/2011	1022.38				
ACQ	10.0000	02/16/2010	1022.38	753.12	269.26	LT15	Y
5.0000 V F CORP - 918204108 - MINOR = 50							
SOLD		09/30/2011	610.89				
ACQ	5.0000	02/16/2010	610.89	376.56	234.33	LT15	Y
35.0000 V F CORP - 918204108 - MINOR = 50							
SOLD		11/04/2011	4883.81				
ACQ	30.0000	02/16/2010	4186.12	2259.38	1926.74	LT15	Y
	5.0000	08/31/2010	697.69	358.15	339.54	LT15	Y
35.0000 VERIZON COMMUNICATIONS COM - 92343V104 - MINOR = 31001							
SOLD		06/17/2011	1240.37				
ACQ	35.0000	06/04/2007	1240.37	1407.47	-167.10	LT15	Y
10.0000 VERIZON COMMUNICATIONS COM - 92343V104 - MINOR = 31001							
SOLD		09/30/2011	368.99				
ACQ	10.0000	06/04/2007	368.99	402.13	-33.14	LT15	Y
3000.0000 VERIZON COMMUNICATIONS 5.55% 02/15/201 - 92343VAC8 - MINOR = 45							
SOLD		03/10/2011	3369.96				
ACQ	2000.0000	11/08/2007	2246.64	2016.67	229.97	LT15	Y
	1000.0000	06/08/2009	1123.32	1023.41	99.91	LT15	Y
10.0000 VISA INC - CLASS A SHRS - 92826C839 - MINOR = 50							
SOLD		06/17/2011	751.48				
ACQ	10.0000	03/04/2010	751.48	866.75	-115.27	LT15	Y
15.0000 VISA INC - CLASS A SHRS - 92826C839 - MINOR = 50							
SOLD		09/30/2011	1290.72				
ACQ	15.0000	03/04/2010	1290.72	1300.12	-9.40	LT15	Y
1000.0000 WACHOVIA CORP DTD 06/08/07 5.75% 06/15/2 - 929903DT6 - MINOR = 45							
SOLD		05/06/2011	1126.87				
ACQ	1000.0000	10/30/2007	1126.87	1011.34	115.53	LT15	Y
1000.0000 WACHOVIA CORP DTD 06/08/07 5.75% 06/15/2 - 929903DT6 - MINOR = 45							
SOLD		10/06/2011	1126.76				
ACQ	1000.0000	07/07/2011	1126.76	1123.81	2.95	ST	Y
85.0000 WALMART STORES INC COM - 931142103							
SOLD		04/01/2011	4419.95				
ACQ	75.0000	06/20/2008	3899.96	4230.00	-330.04	LT15	Y
	10.0000	11/20/2009	519.99	542.20	-22.21	LT15	Y
20.0000 WALGREEN CO COM - 931422109 - MINOR = 5010							
SOLD		04/01/2011	815.38				
ACQ	20.0000	06/20/2008	815.38	701.56	113.82	LT15	Y
35.0000 WALGREEN CO COM - 931422109 - MINOR = 5010							
SOLD		06/17/2011	1559.57				
ACQ	35.0000	06/20/2008	1559.57	1227.74	331.83	LT15	Y
TOTALS			TR 471795.19	440480.44			

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	618.45	0.00	TR 31054.63 ✓	0.00	0.00	0.00*
COVERED FROM ABOVE	-358.34	0.00	0.00	0.00	0.00	
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	0.00	0.00	1850.80			0.00
TR	260.11 ✓	0.00	TR 32905.43 ✓	0.00	0.00	0.00
STATE						
NONCOVERED FROM ABOVE	618.45	0.00	31054.63	0.00	0.00	0.00*
COVERED FROM ABOVE	-358.34	0.00	0.00	0.00	0.00	
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	0.00	0.00	1850.80			0.00
	260.11	0.00	32905.43	0.00	0.00	0.00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0.00	0.00
ALABAMA	N/A	N/A

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. LUCILLE COWELL CHARITABLE TRUST 1155000831	Employer identification number (EIN) or ☒ 32-6082250
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O REGIONS BANK, P.O. BOX 2450	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MONTGOMERY, AL 36102-2450	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

REGIONS BANK TRUST DEPARTMENT

- The books are in the care of ► **P.O. BOX 2450 - MONTGOMERY, AL 36102-2450**

Telephone No. ► **334-230-6103**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2011** or
► ☐ tax year beginning , and ending .

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	875.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	875.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**

Form **8868** (Rev. 1-2012)