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

2011

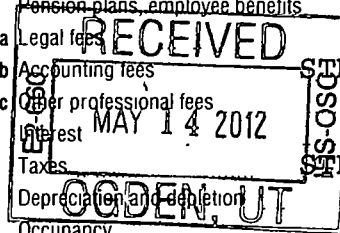
Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning

, and ending

Name of foundation <b>THE FRANK G. LUMPKIN, JR. FOUNDATION, INC</b>		A Employer identification number <b>58-2401204</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>P.O. BOX 57</b>	Room/suite	B Telephone number <b>(706) 323-3613</b>
City or town, state, and ZIP code <b>COLUMBUS, GA 31902</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>1,032,334.</b>	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)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 <input checked="" 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		29,206.	29,206.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<57,885.>			STATEMENT 1
b Gross sales price for all assets on line 6a		443,098.			
7 Capital gain net income (from Part IV, line 2)			167,422.		
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		<28,679.>	196,628.		
13 Compensation of officers, directors, trustees, etc		6,000.	3,000.		3,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		2,500.	2,500.		0.
c Other professional fees					
17 Interest					
18 Taxes		622.	49.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		9,266.	9,266.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		18,388.	14,815.		3,000.
25 Contributions, gifts, grants paid		2,000.			2,000.
26 Total expenses and disbursements. Add lines 24 and 25		20,388.	14,815.		5,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<49,067.>			
b Net investment income (if negative, enter -0-)			181,813.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED  
MAY 23 2012

**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
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	23,633.	35,382.	35,382.
	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			
	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			
	b Investments - corporate stock STMT 6	1,017,418.	957,175.	996,952.
	c Investments - corporate bonds			
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 ▶)				
<b>16 Total assets (to be completed by all filers)</b>	<b>1,041,051.</b>	<b>992,557.</b>	<b>1,032,334.</b>	
<b>Liabilities</b>	17 Accounts payable and accrued expenses		573.	
	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 ▶)			
	<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>573.</b>	
<b>Net Assets or Fund Balances</b>	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 <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,041,051.	991,984.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
<b>30 Total net assets or fund balances</b>	<b>1,041,051.</b>	<b>991,984.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>1,041,051.</b>	<b>992,557.</b>		

**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	1,041,051.
2 Enter amount from Part I, line 27a	2	<49,067.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	991,984.
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	991,984.

**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.)
<b>1a</b> SUNTRUST ACCT.-SEE DETAIL	P	01/01/10	12/31/11
<b>b</b> MORGAN STANLEY-SEE DETAIL	P	01/01/10	12/31/11
<b>c</b> MORGAN STANLEY-SEE DETAIL	P	01/01/11	12/31/11
<b>d</b> CAPITAL GAINS DIVIDENDS			
<b>e</b>			

(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)
<b>a</b> 130,681.		111,678.	19,003.
<b>b</b> 277,218.		118,827.	158,391.
<b>c</b> 30,453.		45,171.	<14,718.>
<b>d</b> 4,746.			4,746.
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			19,003.
<b>b</b>			158,391.
<b>c</b>			<14,718.>
<b>d</b>			4,746.
<b>e</b>			

<b>2</b> 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	167,422.
<b>3</b> 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	60,000.	1,027,427.	.058398
2009	56,023.	915,975.	.061162
2008	61,878.	1,061,048.	.058318
2007	74,500.	1,368,555.	.054437
2006	87,557.	1,240,958.	.070556

<b>2</b> Total of line 1, column (d)	2	.302871
<b>3</b> 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	.060574
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,048,157.
<b>5</b> Multiply line 4 by line 3	5	63,491.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	1,818.
<b>7</b> Add lines 5 and 6	7	65,309.
<b>8</b> Enter qualifying distributions from Part XII, line 4	8	5,000.

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	3,636.
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	0.
3	Add lines 1 and 2	3	3,636.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	3,636.
6	<b>Credits/Payments:</b>		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	756.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	756.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	2,880.
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	
11	Enter the amount of line 10 to be: <b>Credited to 2012 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	

**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
1b 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		X
1c 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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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		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) <input type="checkbox"/> <u>GA</u>		
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

Form 990-PF (2011)

**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 **▶ N/A**

14 The books are in care of **▶ FRANK G. LUMPKIN, III** Telephone no. **▶ (706) 323-3613**  
 Located at **▶ 1401 WYNNTON RD., COLUMBUS, GA** ZIP+4 **▶ 31906**

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**

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?	Yes	No
			X

See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country **▶**

**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 checked="" type="checkbox"/> Yes <input 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)? Organizations relying on a current notice regarding disaster assistance check here <b>▶</b> <input type="checkbox"/>	1b	X
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 <b>▶</b> _____ , _____ , _____		
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) <b>N/A</b>	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. <b>▶</b> _____ , _____ , _____		
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) <b>N/A</b>	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)?

☐ 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
FRANK G. LUMPKIN, III 1401 WYNNTON RD. COLUMBUS, GA 31906	CHAIRMAN OF BOARD 1.00	6,000.	0.	0.
KAY M. SMITH 1401 WYNNTON RD. COLUMBUS, GA 31906	SECRETARY 0.00	0.	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

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. 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.

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	1,024,956.
b	Average of monthly cash balances	1b	39,163.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,064,119.
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	1,064,119.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	15,962.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,048,157.
6	Minimum investment return. Enter 5% of line 5	6	52,408.

**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	52,408.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,636.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,636.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	48,772.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	48,772.
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	48,772.

**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	5,000.
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	5,000.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,000.

**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.

Form 990-PF (2011)

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				48,772.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006				
<b>b</b> From 2007				
<b>c</b> From 2008				
<b>d</b> From 2009				3,851.
<b>e</b> From 2010				9,383.
<b>f</b> Total of lines 3a through e	13,234.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ► \$ 5,000.				
<b>a</b> Applied to 2010, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2011 distributable amount				5,000.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	13,234.			13,234.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				30,538.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007				
<b>b</b> Excess from 2008				
<b>c</b> Excess from 2009				
<b>d</b> Excess from 2010				
<b>e</b> Excess from 2011				

<b>Part XIV</b>	<b>Private Operating Foundations</b> (see instructions and Part VII A, question 9)
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N/A

- 1 a** 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)

- 2 a** 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.

- 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).)

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:

**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
<b>a</b> Paid during the year				
MIDTOWN, INC. 1236 WILDWOOD AVE. COLUMBUS, GA 31906	NONE	PUBLIC CHARITY	HISTORIC PRESERVATION	2,000.
<b>Total</b>			<b>3a</b>	2,000.
<b>b</b> Approved for future payment				
NONE				
<b>Total</b>			<b>3b</b>	0.





FORM 990-PF                      GAIN OR (LOSS) FROM SALE OF ASSETS                      STATEMENT      1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SUNTRUST ACCT.-SEE DETAIL	PURCHASED	01/01/10	12/31/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
130,681.	111,678.	0.	0.	19,003.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN STANLEY-SEE DETAIL	PURCHASED	01/01/10	12/31/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
277,218.	344,134.	0.	0.	<66,916.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN STANLEY-SEE DETAIL	PURCHASED	01/01/11	12/31/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
30,453.	45,171.	0.	0.	<14,718.>

CAPITAL GAINS DIVIDENDS FROM PART IV

4,746.

TOTAL TO FORM 990-PF, PART I, LINE 6A

&lt;57,885.&gt;

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FORM 990-PF                      DIVIDENDS AND INTEREST FROM SECURITIES                      STATEMENT      2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
#437-10721 MORGAN STANLEY	20,658.	0.	20,658.
SUNTRUST ACCT.	13,294.	4,746.	8,548.
TOTAL TO FM 990-PF, PART I, LN 4	33,952.	4,746.	29,206.

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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 FEE	2,500.	2,500.		0.
TO FORM 990-PF, PG 1, LN 16B	2,500.	2,500.		0.

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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 TAX	49.	49.		0.
2011 EXCISE TAX	573.	0.		0.
TO FORM 990-PF, PG 1, LN 18	622.	49.		0.

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FORM 990-PF                      OTHER EXPENSES                      STATEMENT      5

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CORP REGIS.	50.	50.		0.
MANAGEMENT FEES-MORGAN STANLEY	4,886.	4,886.		0.
MANAGEMENT FEES-SUNTRUST	4,330.	4,330.		0.
TO FORM 990-PF, PG 1, LN 23	9,266.	9,266.		0.

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FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SUNTRUST ACCT.- COMMON STOCK (SEE DETAIL)	297,809.	302,761.
MORGAN STANLEY ACCT. #437-10721 (SEE DETAIL)	608,453.	673,894.
662 MERCK & CO.	31,137.	0.
SUNTRUST-MUTUAL FUNDS-SEE DETAIL	19,776.	20,297.
TOTAL TO FORM 990-PF, PART II, LINE 10B	957,175.	996,952.

# 2011 Year End Summary

Ref: 00000375 00094007

THE FRANK G. LUMPKIN, JR.

Account Number 437-10721-19 313

2 0 1 1 Y E A R E N D S U M M A R Y

## Details of Short Term Gain (Loss) 2011

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000020	195	FEDERATED INVS INC PA CL B	04/18/11	05/31/11	\$ 4,919.31	\$ 5,061.42	(\$ 142.11)	
125000050	320	HEWLETT PACKARD CO	02/10/11	09/16/11	7,513.10	15,485.98	(7,972.88)	
	220		03/10/11		5,165.26	9,158.31	(3,993.05)	
125000080	325	HUDSON CITY BANCORP INC	05/06/10	01/25/11	3,585.56	4,153.18	(567.62)	
		CGMI AND/OR ITS AFFILIATES						
125000100	200	LOWES COMPANIES INC	10/19/10	06/08/11	4,528.19	4,249.42		278.77
125000140	400	SCHWAB CHARLES CORP	03/18/11	08/18/11	4,741.71	7,062.52	(2,320.81)	
<b>Total</b>					<b>\$ 30,453.13</b>	<b>\$ 45,170.83</b>	<b>(\$ 14,986.47)</b>	<b>\$ 278.77</b>



# 2011 Year End Summary

THE FRANK G. LUMPKIN, JR.

Account Number 437-10721-19 313

## Details of Long Term Gain (Loss) 2011

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	100	BAKER HUGHES INC	03/17/10	06/02/11	\$ 7,380.15	\$ 5,182.37		\$ 2,197.78
125000020	350	FEDERATED INVS INC PA CL B	10/29/08	05/31/11	8,829.52	8,911.35	(81.83)	
	100		08/06/09		2,522.72	2,601.50	(78.78)	
	175		05/06/10		4,414.76	4,097.98		316.78
125000030	50	W W GRAINGER INC	08/31/05	12/19/11	9,049.32	3,159.07		5,890.25
125000040	175	HELMERICH & PAYNE INC	10/31/06	09/27/11	8,101.20	4,152.24		3,948.96
125000060	40	HOLLY CORP-NEW	06/25/08	05/12/11	2,267.46	1,595.17		672.29
125000070	370	HOLLYFRONTIER CORP	06/25/08	09/15/11	12,345.33	7,377.65		4,967.68
125000080	675	HUDSON CITY BANCORP INC	04/14/09	01/25/11	7,446.93	8,761.50	(1,314.57)	
	150	CGMI AND/OR ITS AFFILIATES	08/06/09		1,654.87	2,126.96	(472.09)	
125000090	150	INTEL CORP	10/27/09	05/12/11	3,561.55	2,985.59		575.96
		CGMI AND/OR ITS AFFILIATES						
125000100	525	LOWES COMPANIES INC	08/10/09	06/08/11	11,886.51	12,245.15	(358.64)	
125000110	375	MCCORMICK & CO INC NON-VOTING	11/26/07	02/07/11	16,829.03	14,064.79		2,764.24
125000120	1,500	MERCK & CO INC NEW	VARIOUS	03/07/11	49,157.35	7,500.00		41,657.35
125000130	3,860	MERCK & CO INC NEW	VARIOUS	03/18/11	122,288.24	19,300.00		102,988.24
125000140	800	SCHWAB CHARLES CORP	05/06/10	08/18/11	9,483.41	14,765.52	(5,282.11)	
<b>Total</b>					<b>\$ 277,218.35</b>	<b>118,826.84</b>	<b>(\$ 7,588.02)</b>	<b>165,979.53</b>

2 0 1 1 Y E A R E N D S U M M A R Y



Statement Period

December 1, 2011 - December 31, 2011

Account Number

1701853

Account Statement

Page 3 of 13

INV/ADV FRANK G LUMPKIN JR FDN

Detailed Detail

Common Stocks

FEDERATED EQUITY FDS	10,688.649	4.860	51,946.83	14.79	47,659.85	1,966	0.00	3.79
STRATEGIC VALUE FD CL INSTL								
HARBOR FD	1,194.530	36.900	44,078.16	12.55	45,368.26	51	0.00	0.12
CAP APPRECIATION FD INSTL CL								
JANUS FDS	686.278	20.400	14,000.07	3.99	14,165.15	80	0.00	0.57
PERKINS SMALL CAP VALUE FD CL I								



## Statement Period

December 1, 2011 - December 31, 2011

## Account Number

1701853

## Account Statement

Page 4 of 13

INV/ADV FRANK G LUMPKIN JR FDN

## Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
<b>Common Stocks - continued</b>								
MANNING & NAPIER FDS WORLD OPPTY SER CL A	6,336.268	6.630	42,009.46	11.96	53,378.48	1,520	0.00	3.62
OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y	638.091	28.970	18,485.50	5.26	19,738.12	430	0.00	2.33
PIMCO FDS COMMODITY REALRETURN STRATEGY INSTL	1,137.043	6.540	7,436.26	2.12	7,174.19	2,264	0.00	30.46
RIDGEWORTH FD-LARGCAP VALUE EQUITY I SHS #RGD4	4,667.205	12.440	58,060.03	16.53	52,948.58	952	0.00	1.64
SCHRODER FDS US SMALL & MIDCAP OPPORTUNITIES FD IV	462.764	11.460	5,303.28	1.51	5,686.21	0	0.00	0.00
SENTINEL FDS SMALL CO FD INSTL CL	1,754.147	7.450	13,068.40	3.72	10,442.37	0	0.00	0.00
T ROWE PRICE FDS LARGE-CAP GROWTH FD INSTL CL	3,000.797	16.120	48,372.85	13.77	41,248.22	0	0.00	0.00
<b>Total Common Stocks</b>			<b>\$302,760.84</b>	<b>86.20%</b>	<b>\$297,809.43</b>	<b>\$7,266</b>	<b>\$0.00</b>	<b>2.40%</b>
<b>Other</b>								
ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL	903.239	11.160	10,080.15	2.87	10,405.31	0	0.00	0.00
FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL	924.587	11.050	10,216.69	2.91	9,371.03	34	0.00	0.33
<b>Total Other</b>			<b>\$20,296.84</b>	<b>5.78%</b>	<b>\$19,776.34</b>	<b>\$34</b>	<b>\$0.00</b>	<b>0.16%</b>

# Reserved Client Business FMA Statement

December 1 - December 31, 2011

MorganStanley  
SmithBarney

Ref 00012888 00097318

Account number 437-10721-19 313

THE FRANK G. LUMPKIN, JR.

Gain/loss summary	This period	This year
Realized gain or (loss)	\$ 5,890 25	\$ 13,745 92 LT (\$ 14,717 70) ST
Unrealized gain or (loss) to date	40,483 15	

## PORTFOLIO DETAILS

Your holdings are valued using the most current prices available to Citigroup Global Markets Inc. (CGMI). In most cases, these values are as of 12/31/11, but in some cases CGMI's sources are unable to provide timely information. To see the date of the most recent price update, please view your account online at [www.smithbarney.com](http://www.smithbarney.com).

Securities purchased or sold are included or excluded in this section as of the trade-date. This section may include securities that have not settled as of this statement closing date. Please see the "Unsettled Purchases/Sales" section for more information. Dividend yield is the estimated annual income, assuming the current dividend, divided by the security's market price at the end of the statement period. We do not guarantee the accuracy of the prices reflected on the statement nor do these prices represent levels at which securities can be bought or sold. Please Note: unrealized gain/(loss) is being shown for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

## Common stocks & options

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
175	PARTNERRE LTD -BMD	PRE	10/01/08	\$ 11,552 89	\$ 66 016	\$ 64 21	\$ 11,236 75	(\$ 316 14) LT		
125			03/10/11	9,678 00	77 424	64 21	8,026 25	(1,651 75) ST		
300				21,230 89	70 77		19,263 00	(1,967 89)	3 737	720 00
300	ACE LIMITED	ACE	05/31/11	20,662 20	68 874	70 12	21,036 00	373 80 ST	2 681	584 00

THE FRANK G. LUMPKIN, JR. Account number 437-10721-19 313

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
425	AT&T INC	T	10/06/05	\$ 9,913.51	\$ 23.325	\$ 30.24	\$ 12,852.00	\$ 2,938.49	LT	
150			05/06/10	3,817.40	25.449	30.24	4,536.00	718.60	LT	
125			05/09/11	3,899.66	31.197	30.24	3,780.00	(119.66)	ST	
700				17,630.57	25.187		21,168.00	3,537.43		1,232.00
220	AIR PRODUCTS & CHEMICALS INC	APD	06/08/11	19,937.28	90.624	85.19	18,741.80	(1,195.48)	ST	510.40
380	ALBEMARLE CORP	ALB	11/08/11	20,376.51	53.622	51.51	19,573.80	(802.71)	ST	286.00
25	AMBAC FINL GROUP INC	ABKQ	06/21/02	1,775.25	71.01	.022	55	(1,774.70)	LT	
150			11/12/02	8,676.00	57.84	.022	3.30	(8,672.70)	LT	
100			08/24/07	6,334.42	63.344	.022	2.20	(6,332.22)	LT	
275			11/08/07	6,533.31	23.757	.022	6.05	(6,527.26)	LT	
550				23,318.98	42.398		12.10	(23,306.88)		
100	BAKER HUGHES INC	BHI	03/17/10	5,182.37	51.823	48.64	4,864.00	(318.37)	LT	
100			09/29/10	4,058.00	40.58	48.64	4,864.00	806.00	LT	
200				9,240.37	46.202		9,728.00	487.63		120.00
750	BROWN & BROWN INC	BRO	05/06/10	14,579.70	19.439	22.63	16,972.50	2,392.80	LT	
110			05/09/11	2,802.56	25.477	22.63	2,489.30	(313.26)	ST	
860				17,382.26	20.212		19,481.80	2,079.54		292.40
440	CARDINAL HEALTH INC	CAH	08/18/11	17,681.36	40.184	40.61	17,868.40	187.04	ST	378.40
175	CHEVRON CORP	CVX	08/22/02	6,840.75	39.09	106.40	18,620.00	11,779.25	LT	667.00
175	CULLEN FROST BANKERS INC	CFR	04/14/09	8,608.25	49.19	52.91	9,259.25	651.00	LT	
75			08/06/09	3,780.75	50.41	52.91	3,968.25	187.50	LT	
140			03/18/11	8,152.20	58.23	52.91	7,407.40	(744.80)	ST	
390				20,541.20	52.67		20,634.90	93.70		717.60
400	ENERGEN CORP	EGN	09/28/11	17,677.92	44.194	50.00	20,000.00	2,322.08	ST	216.00
260	ENSCO PLC ADR	ESV	05/12/11	14,305.04	55.019	46.92	12,199.20	(2,105.84)	ST	364.00
175	EXXON MOBIL CORP	XOM	08/04/03	6,207.25	35.47	84.76	14,833.00	8,625.75	LT	
75			09/29/10	4,630.50	61.74	84.76	6,357.00	1,726.50	LT	
250				10,837.75	43.351		21,190.00	10,352.25		470.00
200	GENERAL DYNAMICS CORP	GD	04/30/03	6,224.00	31.12	66.41	13,282.00	7,058.00	LT	
100			04/18/11	7,078.58	70.785	66.41	6,641.00	(437.58)	ST	
300				13,302.58	44.342		19,923.00	6,620.42		564.00
325	GENUINE PARTS CO	GPC	11/06/07	15,902.64	48.931	61.20	19,890.00	3,987.36	LT	
95			04/18/11	4,913.40	51.72	61.20	5,814.00	900.60	ST	
420				20,816.04	49.562		25,704.00	4,887.96		756.00

# Reserved Client Business FMA Statement

December 1 - December 31, 2011

THE FRANK G. LUMPKIN, JR. Account number 437-10721-19 313

## Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
50	WW GRAINGER INC	GWW	08/31/05	\$ 3,159.07	\$ 63.181	\$ 187.19	\$ 9,359.50	\$ 6,200.43 LT		
60			03/18/11	8,175.00	136.25	187.19	11,231.40	3,056.40 ST		
110				11,334.07	103.037		20,590.90	9,256.83	1.41	290.40
300	GREIF INC CLASS A	GEF	03/28/11	19,495.44	64.984	45.55	13,665.00	(5,830.44) ST		
50			05/09/11	3,143.50	62.87	45.55	2,277.50	(866.00) ST		
350				22,638.94	64.863		15,942.50	(6,696.44)	3.888	588.00
275	ILLINOIS TOOL WORKS INC	ITW	06/10/09	10,203.99	37.105	46.71	12,845.25	2,641.26 LT		
105			05/09/11	6,124.42	58.327	46.71	4,904.55	(1,219.87) ST		
380				16,328.41	42.97		17,749.80	1,421.39	3.082	547.20
375	INTEL CORP	INTC	10/27/09	7,463.96	19.903	24.25	9,093.75	1,629.79 LT		
100			01/13/10	2,051.71	20.517	24.25	2,425.00	373.29 LT		
150			08/29/10	2,922.00	19.48	24.25	3,637.50	715.50 LT		
315			04/18/11	6,154.41	19.537	24.25	7,638.75	1,484.34 ST		
940				18,592.08	19.779		22,798.00	4,202.92	3.483	789.60
125	INTL BUSINESS MACHINES CORP	IBM	10/06/05	9,961.25	79.69	183.88	22,985.00	13,023.75 LT	1.631	376.00
75	JOHNSON & JOHNSON	JNJ	06/28/02	4,020.75	53.61	65.58	4,918.50	897.75 LT		
100			08/22/02	5,577.00	55.77	65.58	6,558.00	981.00 LT		
75			09/29/10	4,674.75	62.33	65.58	4,918.50	243.75 LT		
250				14,272.50	67.09		16,395.00	2,122.50	3.478	570.00
350	ELI LILLY & CO	LLY	02/10/10	11,951.63	34.147	41.56	14,546.00	2,594.37 LT		
210			05/09/11	8,111.52	38.626	41.56	8,727.60	616.08 ST		
560				20,063.15	35.827		23,273.60	3,210.45	4.716	1,097.60
475	LINEAR TECHNOLOGY CORPORATION	LLTC	01/30/07	14,575.66	30.685	30.03	14,264.25	(311.41) LT		
220			03/18/11	7,131.48	32.415	30.03	6,606.60	(524.88) ST		
695				21,707.14	31.233		20,870.85	(836.29)	3.186	667.20
662	MERCK & CO INC NEW	MRK		Please provide		37.70	24,957.40	Not available	4.466	1,112.16
300	OMNICOM GROUP INC	OMC	02/15/11	14,547.33	48.491	44.58	13,374.00	(1,173.33) ST		
170			03/18/11	8,109.44	47.702	44.58	7,578.60	(530.84) ST		
470				22,656.77	48.206		20,952.60	(1,704.17)	2.243	470.00
500	PAYCHEX INC	PAYX	05/06/10	15,126.90	30.253	30.11	15,055.00	(71.90) LT		
50			10/19/10	1,373.44	27.468	30.11	1,505.50	132.06 LT		
130			04/18/11	4,117.87	31.675	30.11	3,914.30	(203.57) ST		
680				20,618.21	30.321		20,474.80	(143.41)	4.251	870.40



# Reserved Client Business FMA Statement

December 1 - December 31, 2011

MorganStanley  
SmithBarney

Ref 00012888 00097321

THE FRANK G. LUMPKIN, JR. Account number 437-10721-19 313

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
225	PEPSICO INC	PEP	03/05/07	\$ 14,186.25	\$ 63.05	\$ 66.35	\$ 14,928.75	\$ 742.50 LT		
130			03/18/11	8,241.71	63.397	66.35	8,625.50	383.79 ST		
355				22,427.96	63.177		23,554.25	1,126.29	3 104	731.30
275	T ROWE PRICE GROUP INC	TROW	02/28/08	14,397.10	52.353	56.95	15,861.25	1,264.15 LT	2.177	341.00
200	PROCTER & GAMBLE CO	PG	05/23/07	12,628.02	63.14	66.71	13,342.00	713.98 LT		
50			09/29/10	3,027.00	60.54	66.71	3,335.50	308.50 LT		
120			03/18/11	7,290.00	60.75	66.71	8,005.20	715.20 ST		
370				22,945.02	62.014		24,682.70	1,737.68	3 147	777.00
175	STRYKER CORP	SYK	03/28/08	11,547.80	65.987	49.71	8,699.25	(2,848.55) LT		
75			01/13/10	4,164.00	55.52	49.71	3,728.25	(435.75) LT		
50			09/29/10	2,487.00	49.74	49.71	2,485.50	(1.50) LT		
60			05/09/11	3,603.00	60.05	49.71	2,982.60	(620.40) ST		
360				21,801.80	60.561		17,895.60	(3,906.20)	1 709	306.00
300	TARGET CORP	TGT	10/19/10	16,132.95	53.776	51.22	15,366.00	(766.95) LT		
140			03/18/11	7,003.89	50.027	51.22	7,170.80	166.91 ST		
440				23,136.84	52.584		22,536.80	(600.04)	2 342	528.00
225	TEVA PHARMACEUTICAL INDS LTD ADR	TEVA	02/10/10	12,834.00	57.04	40.36	9,081.00	(3,753.00) LT		
50			09/29/10	2,680.00	53.60	40.36	2,018.00	(662.00) LT		
185			03/10/11	9,136.47	49.386	40.36	7,466.60	(1,669.87) ST		
460				24,650.47	53.588		18,565.60	(6,084.87)	1.944	381.10
175	UNITED PARCEL SERVICE CL B	UPS	05/11/09	9,790.73	55.947	73.19	12,808.25	3,017.52 LT		
50			09/29/10	3,332.50	66.65	73.19	3,659.50	327.00 LT		
75			04/18/11	5,388.00	71.84	73.19	5,489.25	101.25 ST		
300				18,511.23	61.704		21,957.00	3,445.77	2.841	624.00
475	WOLVERINE WORLD-WIDE INC	WWW	12/13/05	10,828.46	22.375	35.64	16,928.00	6,300.54 LT	1.348	228.00
Total common stocks and options				\$ 608,453.10			\$ 673,893.66	(\$ 9,702.78) ST	-2.82	
Total portfolio value				\$ 615,491.68			\$ 680,932.23	(\$ 9,702.79) ST	2.79	\$ 19,011.76
								\$ 60,185.94** LT		\$ 19,013.87

\*\*Unrealized Gain/Loss is only calculated when an original cost basis is available