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

OMB No 1545-0052

**2011**

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation <b>THE JOE AND VELMA DEWITT FOUNDATION</b>		A Employer identification number <b>58-4180022</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>1000 TALLAN BLDG., TWO UNION SQUARE</b>		B Telephone number <b>423/756-3000</b>
City or town, state, and ZIP code <b>CHATTANOOGA, TN 37402-2500</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"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		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>1,390,951.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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	17.	17.		STATEMENT 1
4 Dividends and interest from securities	53,977.	53,977.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	6,177.			
b Gross sales price for all assets on line 6a	282,954.			
7 Capital gain net income (from Part IV, line 2)		6,177.		
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	60,171.	60,171.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 3	5,742.	1,436.		4,306.
b Accounting fees				
c Other professional fees				
17 Interest				
18 Taxes STMT 4	3,080.	119.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 5	2,044.	2,044.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	10,866.	3,599.		4,306.
25 Contributions, gifts, grants paid	53,300.			53,300.
26 Total expenses and disbursements. Add lines 24 and 25	64,166.	3,599.		57,606.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-3,995.			
b Net investment income (if negative, enter -0-)		56,572.		
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
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	3,552.	19,575.	19,575.
	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			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other	STMT 6	1,321,330.	1,301,312.	1,371,376.
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers)		1,324,882.	1,320,887.	1,390,951.
<b>Liabilities</b>	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 <b>Total liabilities</b> (add lines 17 through 22)		0.	0.	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	557,306.	563,483.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	767,576.	757,404.	
30 <b>Total net assets or fund balances</b>		1,324,882.	1,320,887.	
31 <b>Total liabilities and net assets/fund balances</b>		1,324,882.	1,320,887.	

**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	1,324,882.
2 Enter amount from Part I, line 27a	2	-3,995.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,320,887.
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	1,320,887.

**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 MORGAN STANLEY SMITH BARNEY - NOMINEE	P		
b MERRILL LYNCH - NOMINEE	P		
c MERRILL LYNCH - NOMINEE	P		
d CAPITAL GAINS DIVIDENDS			
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 32,992.		37,629.	-4,637.
b 4,444.		4,486.	-42.
c 239,761.		234,662.	5,099.
d 5,757.			5,757.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			-4,637.
b			-42.
c			5,099.
d			5,757.
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	6,177.
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	30,032.	1,373,501.	.021865
2009	37,925.	944,170.	.040168
2008	5,510.	155,785.	.035369
2007	11,884.	183,097.	.064905
2006	9,548.	181,760.	.052531

2 Total of line 1, column (d)	2	.214838
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	.042968
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,407,346.
5 Multiply line 4 by line 3	5	60,471.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	566.
7 Add lines 5 and 6	7	61,037.
8 Enter qualifying distributions from Part XII, line 4	8	57,606.

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	1,131.
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	1,131.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	1,131.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,972.	
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	1,972.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	841.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax	11	841.	Refunded

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

N/A

**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 ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>GLENN C. STOPHEL</u> Telephone no. ► <u>423/756-3000</u> Located at ► <u>1000 TALLAN BLDG., TWO UNION SQ., CHATTANOOGA, TN</u> ZIP+4 ► <u>37402-2500</u>			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?	1b	
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)):	1c	X
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 ►		
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	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
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)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a	X
		4b	X

**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
GLENN C. STOPHEL 1000 TALLAN BLDG., TWO UNION SQ CHATTANOOGA, TN 37402	PRESIDENT 0.50	0.	0.	0.
JACKIE H. STOPHEL 8079 SUNRISE CIRCLE FRANKLIN, TN 37067	SECRETARY 0.13	0.	0.	0.
RHONDA S. RUTHERFORD 1504 BRENTWOOD TERRACE NASHVILLE, TN 37211	DIRECTOR 0.13	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

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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)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,413,205.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	15,573.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	1,428,778.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,428,778.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	21,432.
<b>5</b>	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,407,346.
<b>6</b>	Minimum investment return Enter 5% of line 5	<b>6</b>	70,367.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	70,367.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	1,131.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,131.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	69,236.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	69,236.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	69,236.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	57,606.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	57,606.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	57,606.

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

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

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				69,236.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			52,553.	
<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				
<b>e</b> From 2010				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 57,606.				
<b>a</b> Applied to 2010, but not more than line 2a			52,553.	
<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				5,053.
<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).)	0.			0.
<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				64,183.
<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 Subtract line 2d from line 2c.  
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

<b>Part XV</b>	<b>Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)</b>
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### 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).)

GLENN C. STOPHEL *Executor*

- 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				
YOUNG LIFE P.O. BOX 520 COLORADO SPRINGS, CO 80901			OPERATING FUNDS	5,000.
BRENTWOOD BAPTIST CHURCH 7777 CONCORD ROAD BRENTWOOD, TN 37027			OPERATING FUNDS	4,000.
ANKERBERG THEOLOGICAL RESEARCH P.O. BOX 8977 CHATTANOOGA, TN 37414			OPERATING FUNDS	7,000.
SHAOHANNAH'S HOPE, INC. 230 FRANKLIN ROAD, STE 11JJ FRANKLIN, TN 37064			OPERATING FUNDS	1,500.
NASHVILLE CHRISTIAN SCH 7555 SAWYER BROWN ROAD NASHVILLE, TN 37221			OPERATING FUNDS	1,500.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>53,300.</b>
<b>b</b> Approved for future payment				
NONE				
<b>Total</b>				<b>0.</b>





**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
BRYAN COLLEGE P.O. BOX 7000 DAYTON, TN 37321			OPERATING FUNDS	30,000.
LIFE ACTION MINISTRIES P.O. BOX 31 BUCHANAN, MI 49107			OPERATING FUNDS	2,500.
MEN OF VALOR 1420 DONELSON PIKE, SUITE B-6 NASHVILLE, TN 37217			OPERATING FUNDS	1,000.
COVENANT PRESBYTERIAN CHURCH 33 BURTON HILLS BLVE NASHVILLE, TN 37215			OPERATING FUNDS	500.
THE TURNING POINT CHURCH 1011 EAST OLD HICKORY BLVD MADISON, TN 37115			OPERATING FUNDS	300.
Total from continuation sheets				34,300.

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


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SOURCE	AMOUNT
MERRILL LYNCH - BANK DEPOSIT INTEREST	17.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	17.

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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
MERRILL LYNCH - NOMINEE	55,403.	5,597.	49,806.
MORGAN STANLEY SMITH BARNEY - NOMINEE	4,331.	160.	4,171.
TOTAL TO FM 990-PF, PART I, LN 4	59,734.	5,757.	53,977.

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**FORM 990-PF LEGAL FEES STATEMENT 3**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	5,742.	1,436.		4,306.
TO FM 990-PF, PG 1, LN 16A	5,742.	1,436.		4,306.

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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
EXCISE TAX	2,961.	0.		0.
FOREIGN TAX	119.	119.		0.
TO FORM 990-PF, PG 1, LN 18	3,080.	119.		0.

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FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	1,884.	1,884.		0.	
MERRILL LYNCH - ANNUAL FEE	150.	150.		0.	
MISCELLANEOUS EXPENSE	10.	10.		0.	
TO FORM 990-PF, PG 1, LN 23	2,044.	2,044.		0.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
CG CAPITAL MARKETS CORE FIXED	FMV	59,212.	61,345.	
CG CAPITAL MARKETS EMERGING MK	FMV	19,733.	19,078.	
CG CAPITAL MARKETS HIGH YIELD	FMV	3,551.	3,530.	
CG CAPITAL MARKETS INT'L EQUITY	FMV	3,328.	3,482.	
CG CAPITAL MARKETS INT'L FIXED	FMV	16,596.	17,117.	
CG CAPITAL MKTS LG CAP GROWTH	FMV	27,799.	30,192.	
CG CAPITAL MKTS LG CAP VALUE	FMV	23,665.	21,901.	
CG CAPITAL MKTS SM CAP GROWTH	FMV	5,726.	7,452.	
CG CAPITAL MKTS SM CAP VALUE	FMV	3,015.	3,728.	
BLACKROCK INFLATION BD PORT CL C	FMV	161,332.	182,875.	
DELAWARE INVEST CL C	FMV	116,535.	127,687.	
PRUDENTIAL SHORT TERM CORP BD FD CL C	FMV	103,596.	107,866.	
LOOMIS SAYLES STRAT FD CL C	FMV	61,735.	76,195.	
LORD ABBETT FLOATING FD CL C	FMV	45,634.	48,594.	
LORD ABBETT SHORT	FMV	82,407.	86,251.	
PIMCO INVEST GR CORP BD FD CL C	FMV	137,613.	140,368.	
PUTNAM DIVERSIFIED INC TR FD CL C	FMV	93,848.	100,703.	
SUNAMERICA US GOV CL C	FMV	71,320.	74,482.	
LOOMIS SAYLES CORE PLUS	FMV	71,643.	75,231.	
PUTMAN INC FD CL C	FMV	20,345.	20,216.	
FEDERATED EMERGING	FMV	41,273.	41,529.	
SP500 ARN ISS 18.39%, 10-26-12	FMV	50,000.	49,700.	
SP500 STEPUP ISS 20.1%, 7-26-13	FMV	50,000.	43,650.	
TEMPLETON GLOBAL BOND FD	FMV	31,406.	28,204.	
TOTAL TO FORM 990-PF, PART II, LINE 13		1,301,312.	1,371,376.	

## THE JOE AND VELMA DEWITT FOUNDATION

#58-4180022

## Capital Gains - 2011

1/1/2011 through 12/31/2011

7/11/2012

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
<b>LONG TERM</b>							
Smith Barney	CG Capital Markets Emergin...	44.492	5/2/2007	1/14/2011	774.61	758.14	16.47
Smith Barney	CG Capital Markets Emergin...	17.307	5/2/2007	1/14/2011	301.31	294.91	6.40
Smith Barney	CG Capital Markets Int'l Equit	346.414	5/2/2007	1/14/2011	3,710.09	5,421.38	-1,711.29
Smith Barney	CG Capital Markets Int'l Equit	99.219	5/2/2007	1/14/2011	1,062.64	1,552.78	-490.14
Smith Barney	CG Capital Markets Int'l Equit	43.280	5/2/2007	1/14/2011	463.53	677.33	-213.80
Smith Barney	CG Capital Markets Int'l Equit	46.796	12/18/2007	1/14/2011	501.18	663.10	-161.92
Smith Barney	CG Capital Markets Int'l Equit	60.614	12/18/2007	1/14/2011	649.18	858.90	-209.72
Smith Barney	CG Capital Mkts Lg Cap Gro...	84.911	5/2/2007	1/14/2011	1,298.29	1,254.98	43.31
Smith Barney	CG Capital Mkts Lg Cap Gro...	17.424	5/2/2007	1/14/2011	266.41	257.53	8.88
Smith Barney	CG Capital Mkts Sm Cap Gro...	39.729	4/11/2008	1/14/2011	803.72	633.28	170.44
Smith Barney	CG Capital Mkts Sm Cap Gro...	12.971	9/19/2008	1/14/2011	262.40	214.93	47.47
Smith Barney	CG Capital Mkts Sm Cap Val...	9.842	12/5/2008	4/15/2011	127.65	63.19	64.46
Smith Barney	CG Capital Markets High Yield	52.968	10/19/2007	4/15/2011	236.77	247.89	-11.12
Smith Barney	CG Capital Markets Int'l Equit	3.867	12/18/2007	4/15/2011	42.92	54.80	-11.88
Smith Barney	CG Capital Markets Int'l Equit	6.372	12/18/2007	4/15/2011	70.73	90.29	-19.56
Smith Barney	CG Capital Markets Int'l Equit	21.212	12/18/2007	4/15/2011	235.45	300.57	-65.12
Smith Barney	CG Capital Markets Int'l Equit	19.487	1/18/2008	4/15/2011	216.31	261.13	-44.82
Smith Barney	CG Capital Markets Int'l Equit	13.872	1/18/2008	4/15/2011	153.98	185.88	-31.90
Smith Barney	CG Capital Markets Int'l Equit	107.424	1/18/2008	4/15/2011	1,192.41	1,439.48	-247.07
Smith Barney	CG Capital Markets Int'l Equit	12.827	1/18/2008	4/15/2011	142.38	171.88	-29.50
Smith Barney	CG Capital Mkts Lg Cap Gro...	0.378	5/2/2007	4/15/2011	5.85	5.59	0.26
Smith Barney	CG Capital Mkts Sm Cap Gro...	5.056	9/19/2008	4/15/2011	106.18	83.78	22.40
Smith Barney	CG Capital Mkts Lg Cap Value	317.792	5/2/2007	10/7/2011	2,561.40	4,185.32	-1,623.92
Smith Barney	CG Capital Mkts Sm Cap Val...	7.112	12/5/2008	10/7/2011	73.89	45.66	28.23
Smith Barney	CG Capital Mkts Sm Cap Val...	7.738	12/5/2008	10/7/2011	80.40	49.68	30.72
Smith Barney	CG Capital Mkts Sm Cap Val...	11.621	4/17/2009	10/7/2011	120.74	78.56	42.18
Smith Barney	CG Capital Mkts Sm Cap Val...	18.392	4/17/2009	10/7/2011	191.09	124.33	66.76
Smith Barney	CG Capital Mkts Sm Cap Val...	73.903	4/17/2009	10/7/2011	767.85	499.59	268.26
Smith Barney	CG Capital Mkts Sm Cap Val...	83.551	10/19/2007	10/7/2011	330.86	391.02	-60.16
Smith Barney	CG Capital Markets High Yield	189.746	10/19/2007	10/7/2011	751.39	888.01	-136.62
Smith Barney	CG Capital Markets High Yield	813.983	10/19/2007	10/7/2011	3,223.37	3,809.44	-586.07
Smith Barney	CG Capital Markets High Yield	10.297	10/31/2007	10/7/2011	40.78	48.09	-7.31
Smith Barney	CG Capital Markets High Yield	0.253	10/31/2007	10/7/2011	1.00	1.18	-0.18
Smith Barney	CG Capital Markets High Yield	14.836	11/30/2007	10/7/2011	58.75	66.91	-8.16
Smith Barney	CG Capital Markets High Yield	24.935	12/31/2007	10/7/2011	98.74	111.46	-12.72
Smith Barney	CG Capital Markets High Yield	3.651	1/31/2008	10/7/2011	14.46	15.92	-1.46

## THE JOE AND VELMA DEWITT FOUNDATION

#58-4180022

## Capital Gains - 2011

1/1/2011 through 12/31/2011

7/11/2012

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
Smith Barney	CG Capital Markets High Yield	14.689	2/29/2008	10/7/2011	58.17	62.87	-4.70
Smith Barney	CG Capital Markets High Yield	15.009	3/31/2008	10/7/2011	59.44	63.94	-4.50
Smith Barney	CG Capital Markets High Yield	12.349	4/30/2008	10/7/2011	48.90	54.21	-5.31
Smith Barney	CG Capital Markets High Yield	11.963	5/30/2008	10/7/2011	47.37	52.40	-5.03
Smith Barney	CG Capital Markets High Yield	13.411	6/30/2008	10/7/2011	53.11	56.73	-3.62
Smith Barney	CG Capital Markets High Yield	12.164	7/31/2008	10/7/2011	48.17	50.36	-2.19
Smith Barney	CG Capital Markets High Yield	12.731	8/29/2008	10/7/2011	50.41	52.58	-2.17
Smith Barney	CG Capital Markets High Yield	12.687	9/30/2008	10/7/2011	50.24	48.21	2.03
Smith Barney	CG Capital Markets High Yield	10.174	10/29/2008	10/7/2011	40.29	32.25	8.04
Smith Barney	CG Capital Markets High Yield	15.509	10/31/2008	10/7/2011	61.42	49.01	12.41
Smith Barney	CG Capital Markets High Yield	17.080	11/28/2008	10/7/2011	67.64	49.19	18.45
Smith Barney	CG Capital Markets High Yield	32.873	12/31/2008	10/7/2011	130.18	95.99	34.19
Smith Barney	CG Capital Markets High Yield	1.442	1/30/2009	10/7/2011	5.71	4.44	1.27
Smith Barney	CG Capital Markets High Yield	14.889	2/27/2009	10/7/2011	58.96	44.22	14.74
Smith Barney	CG Capital Markets High Yield	16.865	3/31/2009	10/7/2011	66.79	50.09	16.70
Smith Barney	CG Capital Markets High Yield	15.052	4/30/2009	10/7/2011	59.61	48.77	10.84
Smith Barney	CG Capital Markets High Yield	17.816	5/29/2009	10/7/2011	70.55	60.93	9.62
Smith Barney	CG Capital Markets High Yield	15.798	6/30/2009	10/7/2011	62.56	55.45	7.11
Smith Barney	CG Capital Markets High Yield	12.655	7/31/2009	10/7/2011	50.11	46.95	3.16
Smith Barney	CG Capital Markets High Yield	326.087	8/21/2009	10/7/2011	1,291.31	1,229.35	61.96
Smith Barney	CG Capital Markets Int'l Equit	70.725	1/18/2008	10/7/2011	626.62	947.72	-321.10
Smith Barney	CG Capital Markets Int'l Equit	77.870	10/29/2008	10/7/2011	689.93	579.35	110.58
Smith Barney	CG Capital Markets Int'l Equit	127.624	10/29/2008	10/7/2011	1,130.75	949.52	181.23
Smith Barney	CG Capital Markets Int'l Equit	110.870	12/5/2008	10/7/2011	982.31	701.81	280.50
Smith Barney	CG Capital Markets Int'l Equit	72.632	12/5/2008	10/7/2011	643.52	459.76	183.76
Smith Barney	CG Capital Markets Int'l Equit	33.141	12/7/2009	10/7/2011	293.63	318.82	-25.19
Smith Barney	CG Capital Markets Int'l Equit	22.718	6/4/2010	10/7/2011	201.28	191.06	10.22
Smith Barney	CG Capital Markets Int'l Equit	44.513	6/4/2010	10/7/2011	394.39	374.35	20.04
Smith Barney	CG Capital Markets Int'l Equit	53.075	6/4/2010	10/7/2011	470.24	446.36	23.88
Smith Barney	CG Capital Markets Int'l Equit	10.064	6/4/2010	10/7/2011	89.17	84.64	4.53
Smith Barney	CG Capital Mkts Lg Cap Gro...	101.887	5/2/2007	10/7/2011	1,370.38	1,505.89	-135.51
Smith Barney	CG Capital Mkts Lg Cap Gro...	206.712	5/2/2007	10/7/2011	2,780.28	3,055.20	-274.92
<b>TOTAL LONG TERM</b>					<b>32,992.15</b>	<b>37,629.33</b>	<b>-4,637.18</b>
<b>OVERALL TOTAL</b>					<b>32,992.15</b>	<b>37,629.33</b>	<b>-4,637.18</b>

## THE JOE AND VELMA DEWITT FOUNDATION

#58-4180022

## Capital Gains - 2011

1/1/2011 through 12/31/2011

7/11/2012

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
<b>SHORT TERM</b>							
M.Lynch - 570-02103	Lord Abbott Core Fixed Cl C	14.288	5/3/2010	4/20/2011	154.31	158.31	-4.00
M.Lynch - 570-02103	Lord Abbott Core Fixed Cl C	10.077	5/28/2010	4/20/2011	108.83	111.85	-3.02
M.Lynch - 570-02103	Lord Abbott Core Fixed Cl C	13.208	6/1/2010	4/20/2011	142.65	146.87	-4.22
M.Lynch - 570-02103	Lord Abbott Core Fixed Cl C	13.240	7/1/2010	4/20/2011	142.99	148.82	-5.83
M.Lynch - 570-02103	Lord Abbott Core Fixed Cl C	12.897	8/2/2010	4/20/2011	139.29	146.25	-6.96
M.Lynch - 570-02103	Lord Abbott Core Fixed Cl C	12.563	9/1/2010	4/20/2011	135.68	143.97	-8.29
M.Lynch - 570-02103	Lord Abbott Core Fixed Cl C	12.195	10/1/2010	4/20/2011	131.71	139.63	-7.92
M.Lynch - 570-02103	Lord Abbott Core Fixed Cl C	12.263	11/1/2010	4/20/2011	132.44	140.53	-8.09
M.Lynch - 570-02103	Lord Abbott Core Fixed Cl C	13.338	12/1/2010	4/20/2011	144.05	151.25	-7.20
M.Lynch - 570-02103	Lord Abbott Core Fixed Cl C	92.740	12/20/2010	4/20/2011	1,001.59	996.95	4.64
M.Lynch - 570-02103	Lord Abbott Core Fixed Cl C	144.548	12/20/2010	4/20/2011	1,561.12	1,553.89	7.23
M.Lynch - 570-02103	Lord Abbott Core Fixed Cl C	15.144	12/31/2010	4/20/2011	163.56	163.25	0.31
M.Lynch - 570-02103	Lord Abbott Core Fixed Cl C	15.390	2/1/2011	4/20/2011	166.21	165.90	0.31
M.Lynch - 570-02103	Lord Abbott Core Fixed Cl C	15.180	3/1/2011	4/20/2011	163.94	163.64	0.30
M.Lynch - 570-02103	Lord Abbott Core Fixed Cl C	14.362	4/1/2011	4/20/2011	155.11	154.53	0.58
<b>TOTAL SHORT TERM</b>					<b>4,443.48</b>	<b>4,485.64</b>	<b>-42.16</b>
<b>LONG TERM</b>							
M.Lynch - 570-02103	SunAmerica US Gov Cl C	1,000.000	5/8/2009	4/20/2011	9,530.00	9,793.56	-263.56
M.Lynch - 570-02103	Lord Abbott Core Fixed Cl C	6,015.426	2/8/2010	4/20/2011	64,966.60	66,350.15	-1,383.55
M.Lynch - 570-02103	Lord Abbott Core Fixed Cl C	10.547	3/1/2010	4/20/2011	113.91	116.23	-2.32
M.Lynch - 570-02103	Lord Abbott Core Fixed Cl C	13.979	4/1/2010	4/20/2011	150.97	153.63	-2.66
M.Lynch - 570-02103	SunAmerica US Gov Cl C	1,047.120	5/8/2009	4/28/2011	10,000.00	10,255.04	-255.04
M.Lynch - 570-02103	SunAmerica US Gov Cl C	1,958.763	5/8/2009	6/10/2011	19,000.00	19,182.17	-182.17
M.Lynch - 570-02103	Delaware Invest Cl C	1,063.830	5/8/2009	7/12/2011	10,000.00	8,855.87	1,144.13
M.Lynch - 570-02103	Prudential Short Term Corp ...	865.801	5/8/2009	7/14/2011	10,000.00	9,430.98	569.02
M.Lynch - 570-02103	Blackrock Inflation Bd Port Cl...	899.281	5/8/2009	7/14/2011	10,000.00	9,132.70	867.30
M.Lynch - 570-02103	Lord Abbott Floating Fd Cl C	1,072.961	5/8/2009	7/14/2011	10,000.00	9,075.43	924.57
M.Lynch - 570-02103	Lord Abbott Floating Fd Cl C	6,963.470	5/8/2009	9/2/2011	61,000.00	58,929.72	2,070.28
M.Lynch - 570-02103	Putnam Inc Fd Cl C	1,490.313	2/8/2010	12/28/2011	10,000.00	10,074.52	-74.52
M.Lynch - 570-02103	Putnam Diversified Inc Tr Fd ...	2,773.925	5/8/2009	12/30/2011	20,000.00	18,612.64	1,387.36
M.Lynch - 570-02103	Lord Abbott Floating Fd Cl C	554.939	5/8/2009	12/30/2011	5,000.00	4,699.36	300.64
<b>TOTAL LONG TERM</b>					<b>239,761.48</b>	<b>234,662.00</b>	<b>5,099.48</b>
<b>OVERALL TOTAL</b>					<b>244,204.96</b>	<b>239,147.64</b>	<b>5,057.32</b>