Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No. 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation: TRUSTEE BRIGHT WINGS FNDTN U/A 44-1124088

A Employer identification number: 58-6346253

Number and street (or P.O. box number if mail is not delivered to street address): P.O. BOX 1908

Room/suite:

B Telephone number (see instructions): (404) 827-6529

City or town, state, and ZIP code: ORLANDO, FL 32802-1908

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 1,980,367.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) ____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	54,044.	53,228.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-34,454.			
	b Gross sales price for all assets on line 6a 913,135.				
	7 Capital gain net income (from Part IV, line 2)		NONE		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	19,590.	53,228.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	15,252.	15,252.		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	2,500.	NONE	NONE	2,500.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	3,770.	332.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 4	6.	6.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	21,528.	15,590.	NONE	2,500.
	25 Contributions, gifts, grants paid	93,300.			93,300.
	26 Total expenses and disbursements Add lines 24 and 25	114,828.	15,590.	NONE	95,800.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-95,238.			
	b **Net investment income** (if negative, enter -0-)		37,638.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	93,427.	132,968.	132,968.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less. allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 5	1,805,420.	1,670,641.	1,847,399.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,898,847.	1,803,609.	1,980,367.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
	27 Capital stock, trust principal, or current funds	1,898,847.	1,803,609.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	1,898,847.	1,803,609.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	1,898,847.	1,803,609.	

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	1,898,847.
2 Enter amount from Part I, line 27a	2	-95,238.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,803,609.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,803,609.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	895,615.		947,589.	-51,974.
b				
c				
d				
e				

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))
a				-51,974.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7	2	-34,454.
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) (see instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	105,784.	1,900,350.	0.05566553530
2009	105,077.	1,675,861.	0.06270030748
2008	99,055.	2,163,553.	0.04578348670
2007	99,624.	2,542,586.	0.03918215549
2006	132,126.	2,347,915.	0.05627375778

2 **Total** of line 1, column (d)	2	0.25960524275
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	0.05192104855
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,145,966.
5 Multiply line 4 by line 3	5	111,421.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	376.
7 Add lines 5 and 6	7	111,797.
8 Enter qualifying distributions from Part XII, line 4	8	95,800.

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 ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter: ________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	753.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	
3	Add lines 1 and 2			3	753.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	753.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,864.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	1,864.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	1,111.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 756. **Refunded** ▶			11	355.

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ▶$ ______ (2) On foundation managers. ▶$ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA			
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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 ▶ SUNTRUST BANK Telephone no. ▶ (404)827-6529

Located at ▶ ZIP + 4 ▶ 30302

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
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?	☐ Yes ☒ No			
	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.)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ , , ,				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*		3b		N/A
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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

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 (No)

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? **7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		15,252.	-0-	-0-

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions. 3 NONE	
Total. Add lines 1 through 3 . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,068,611.
b	Average of monthly cash balances	1b	110,035.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	2,178,646.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,178,646.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	32,680.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,145,966.
6	**Minimum investment return.** Enter 5% of line 5	6	107,298.

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	107,298.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	753.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	753.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	106,545.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	106,545.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	106,545.

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	95,800.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	95,800.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	95,800.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				106,545.
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only			57,560.	
b	Total for prior years 20 09 ,20___,20___		NONE		
3	Excess distributions carryover, if any, to 2011				
a	From 2006 ...... NONE				
b	From 2007 ...... NONE				
c	From 2008 ...... NONE				
d	From 2009 ...... NONE				
e	From 2010 ...... NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 95,800.				
a	Applied to 2010, but not more than line 2a			57,560.	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2011 distributable amount				38,240.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e	Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f	Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				68,305.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9				
a	Excess from 2007 ... NONE				
b	Excess from 2008 ... NONE				
c	Excess from 2009 ... NONE				
d	Excess from 2010 ... NONE				
e	Excess from 2011 ... NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

MARTHA H ELLIS

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:

SEE STATEMENT 7

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 8				
Total ▶ 3a				93,300.
b Approved for future payment				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	54,044.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-34,454.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				19,590.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 19,590.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
11	

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: AUTHORIZED OFFICER — Date: 04/24/2012 — Title: TRUST OFFICER

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY E. KUHLIN		04/24/2012		P00353001
Firm's name ▶ KPMG LLP			Firm's EIN ▶ 13-5565207	
Firm's address ▶ 100 WESTMINSTER ST, 6TH FL, SUITE A PROVIDENCE, RI 02903-9605			Phone no. 888-942-3272	

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST		54,044.	53,228.
	TOTAL	54,044.	53,228.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	2,500.			2,500.
TOTALS	2,500.	NONE	NONE	2,500.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
2011 FOREIGN TAXES	42.	332.
2011 FEDERAL ESTIMATED TAXES	1,864.	
2010 FEDERAL BALANCE DUE	1,864.	
TOTALS	3,770.	332.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ADR FOREIGN FEES	6.	6.
TOTALS	6.	6.

TRUSTEE BRIGHT WINGS FNDTN U/A 44-1124088 58-6346253

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	C	1,670,641.	1,847,399.
TOTALS		1,670,641.	1,847,399.

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

OFFICER NAME:
SUNTRUST BANK, ATLANTA
ADDRESS:
P.O. BOX 4655
ATLANTA, GA 30302
TITLE:
TRUSTEE, VAR
COMPENSATION .... 15,252.

OFFICER NAME:
RUTHERFORD L. ELLIS, JR.
ADDRESS:
2936 ARDEN ROAD
ATLANTA, GA 30305
TITLE:
COM MEM, VAR

OFFICER NAME:
MARGARET E. LANGFORD
ADDRESS:
3750 PEACHTREE ROAD, NE
ATLANTA, GA 30319
TITLE:
COM MEM, VAR

TOTAL COMPENSATION: 15,252.

STATEMENT 6

RECIPIENT NAME:
SUNTRUST BANK
ADDRESS:
P.O. BOX 4655, MC 0221
ATLANTA, GA 30302
FORM, INFORMATION AND MATERIALS:
LETTER REQUEST AND PROOF OF TAX EXEMPT
STATUS.
SUBMISSION DEADLINES:
SEPTEMBER 15
RESTRICTIONS OR LIMITATIONS ON AWARDS:
ORGANIZATIONS THAT ARE EXEMPT FROM INCOME
TAX UNDER SECTION 501(C) (3)

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SEE ATTACHED STATEMENT
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 93,300.

TOTAL GRANTS PAID: 93,300.

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2011

Name of estate or trust: TRUSTEE BRIGHT WINGS FNDTN U/A 44-1124088

Employer identification number: 58-6346253

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

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

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

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-21,798.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-21,798.

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

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS					17,468.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-30,176.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	52.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	-12,656.

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-21,798.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-12,656.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-34,454.

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

Part IV **Capital Loss Limitation**

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

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

Part V **Tax Computation Using Maximum Capital Gains Rates**

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

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

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

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

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: TRUSTEE BRIGHT WINGS FNDTN U/A 44-1124088

Employer identification number: 58-6346253

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

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 52. ABB LTD SPONS ADR	07/06/2011	11/22/2011	888.00	1,350.00	-462.00
2. AMAZON COM INC COM	07/06/2011	10/19/2011	473.00	427.00	46.00
153. BANK OF AMERICA CORP	07/06/2011	11/22/2011	825.00	1,649.00	-824.00
42. BANK OF NEW YORK MELLO	07/06/2011	08/18/2011	832.00	1,093.00	-261.00
27. CARNIVAL CORP PANAMA C	07/06/2011	08/18/2011	806.00	1,021.00	-215.00
1000. THE COCA COLA COMPAN STOCK	12/01/2010	03/23/2011	63,690.00	64,315.00	-625.00
38. EXPRESS SCRIPTS INC	07/06/2011	10/19/2011	1,532.00	2,064.00	-532.00
900. EXXON MOBIL CORP	12/01/2010	04/01/2011	76,115.00	57,884.00	18,231.00
50. FLUOR CORP COM	05/07/2010	01/21/2011	3,553.00	2,349.00	1,204.00
45. FREEPORT-MCMORAN COPPE INC CL B COM	02/23/2010	01/21/2011	4,900.00	3,299.00	1,601.00
31. GENERAL ELEC CO COM	07/06/2011	11/22/2011	467.00	592.00	-125.00
2. GOLDMAN SACHS GROUP INC	01/21/2011	07/06/2011	267.00	332.00	-65.00
53. GOLDMAN SACHS GROUP IN	01/21/2011	11/22/2011	4,761.00	8,790.00	-4,029.00
290. HARTFORD FINANCIAL SV COM	01/21/2011	11/22/2011	4,791.00	8,066.00	-3,275.00
125. HEWLETT PACKARD COM	01/21/2011	06/14/2011	4,340.00	5,908.00	-1,568.00
150. INTERNATIONAL BUSINES COM	12/01/2010	03/14/2011	24,168.00	21,648.00	2,520.00
42. J P MORGAN CHASE & CO	07/06/2011	11/22/2011	1,245.00	1,700.00	-455.00
5. KOHL'S CORP COM STK	01/21/2011	07/06/2011	260.00	257.00	3.00
125. KOHL'S CORP COM STK	01/21/2011	09/09/2011	5,308.00	6,426.00	-1,118.00
12924.736 MANNING & NAPIER OPPTYS-A	07/07/2011	11/22/2011	91,249.00	111,430.00	-20,181.00
8. MORGAN STANLEY DEAN WIT DISCOVER & CO	07/06/2011	11/22/2011	108.00	182.00	-74.00
2. NATIONAL OILWELL INC CO	05/17/2011	07/06/2011	160.00	131.00	29.00
23. NUCOR CORP COM	07/06/2011	07/22/2011	949.00	938.00	11.00
243. OMNICOM GROUP COM	02/23/2010	01/21/2011	11,063.00	8,935.00	2,128.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).

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

OMB No 1545-0092

2011

Name of estate or trust: TRUSTEE BRIGHT WINGS FNDTN U/A 44-1124088

Employer identification number: 58-6346253

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr.)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 15. ORACLE CORPORATION C	01/21/2011	07/06/2011	497.00	489.00	8.00
215. PNC BANK CORPORATION	01/21/2011	11/22/2011	10,897.00	13,015.00	-2,118.00
220. PACCAR INC COM	07/22/2011	11/22/2011	8,266.00	11,034.00	-2,768.00
6. PARKER HANNIFIN CORP CO	07/06/2011	10/19/2011	464.00	542.00	-78.00
6. QUANTA SERVICES INC COM	04/01/2011	07/06/2011	123.00	137.00	-14.00
509. QUANTA SERVICES INC C	04/04/2011	11/22/2011	9,753.00	11,575.00	-1,822.00
400. SUNTRUST BANKS INC CO	12/01/2010	03/23/2011	11,480.00	9,530.00	1,950.00
9. TERADATA CORP DEL COM	03/18/2011	07/06/2011	554.00	445.00	109.00
148. TEVA PHARMACEUTICAL I SPONS ADR	07/06/2011	11/22/2011	5,676.00	7,379.00	-1,703.00
2. THERMO ELECTRON CORP CO	07/06/2011	11/22/2011	91.00	130.00	-39.00
134. TRAVELERS COS INC/THE	02/23/2010	01/21/2011	7,358.00	7,079.00	279.00
15. UNION PACIFIC CORP COM	02/23/2010	01/21/2011	1,419.00	994.00	425.00
3. UNITED TECHNOLOGIES COR	07/06/2011	08/30/2011	221.00	272.00	-51.00
9. WALMART STORES INC CO	07/06/2011	08/12/2011	448.00	484.00	-36.00
34. WELLS FARGO & CO NEW C	01/21/2011	07/06/2011	952.00	1,105.00	-153.00
181. WELLS FARGO & CO NEW	01/21/2011	11/22/2011	4,393.00	5,883.00	-1,490.00
162. WHIRLPOOL CORP COM	07/06/2011	11/22/2011	7,732.00	13,882.00	-6,150.00
23. INVESCO LTD BERMUDA CO	07/06/2011	11/22/2011	425.00	536.00	-111.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -21,798.00

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.	Employer identification number
TRUSTEE BRIGHT WINGS FNDTN U/A 44-1124088	58-6346253

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

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 553. ABB LTD SPONS ADR	02/23/2010	11/22/2011	9,446.00	11,091.00	-1,645.00
10. ABBOTT LABS COM	09/12/2008	07/06/2011	531.00	587.00	-56.00
18. AMAZON COM INC COM	02/23/2010	10/19/2011	4,256.00	2,102.00	2,154.00
1157. BANK OF AMERICA CORP	02/23/2010	11/22/2011	6,237.00	18,477.00	-12,240.00
370. BANK OF NEW YORK MELL	02/23/2010	08/18/2011	7,328.00	11,421.00	-4,093.00
305. CARNIVAL CORP PANAMA	05/07/2010	08/18/2011	9,100.00	11,280.00	-2,180.00
80. CHEVRONTEXACO CORP COM	10/31/1997	01/21/2011	7,478.00	2,994.00	4,484.00
15. CHEVRONTEXACO CORP COM	10/31/1997	07/06/2011	1,570.00	561.00	1,009.00
955. CISCO SYSTEMS COM STK	02/17/2004	03/18/2011	16,414.00	23,312.00	-6,898.00
2. COACH INC COM	02/23/2010	07/06/2011	135.00	73.00	62.00
112. EXPRESS SCRIPTS INC	02/23/2010	10/19/2011	4,515.00	4,909.00	-394.00
55. EXXON MOBIL CORP	02/21/2002	04/01/2011	4,651.00	2,182.00	2,469.00
234. EXXON MOBIL CORP	02/21/2002	05/17/2011	18,753.00	9,283.00	9,470.00
9. FLUOR CORP COM	05/07/2010	07/06/2011	584.00	423.00	161.00
17. FREEPORT-MCMORAN COPPE INC CL B COM	02/23/2010	07/06/2011	907.00	623.00	284.00
826. GENERAL ELEC CO COM	03/15/2005	11/22/2011	12,433.00	29,924.00	-17,491.00
77. GOLDMAN SACHS GROUP IN	02/23/2010	11/22/2011	6,917.00	12,123.00	-5,206.00
1. GOOGLE INC CL A COM	02/23/2010	07/06/2011	535.00	533.00	2.00
48. HARTFORD FINANCIAL SVC COM	04/29/2010	07/06/2011	1,267.00	1,420.00	-153.00
292. HARTFORD FINANCIAL SV COM	04/29/2010	11/22/2011	4,824.00	8,637.00	-3,813.00
418. HEWLETT PACKARD COM	02/23/2010	06/14/2011	14,513.00	20,295.00	-5,782.00
749. INTEL CORP COM	06/08/2006	04/15/2011	14,676.00	12,937.00	1,739.00
589. J P MORGAN CHASE & CO	03/22/2005	11/22/2011	17,465.00	20,845.00	-3,380.00
165. JOHNSON & JOHNSON COM	02/18/1986	01/21/2011	10,351.00	506.00	9,845.00
186. JOHNSON & JOHNSON COM	02/18/1986	05/13/2011	12,337.00	571.00	11,766.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.	Employer identification number
TRUSTEE BRIGHT WINGS FNDTN U/A 44-1124088	58-6346253

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

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 198. KOHL'S CORP COM STK	02/23/2010	09/09/2011	8,408.00	10,054.00	-1,646.00
17020.395 MANNING & NAPIER OPPTYS-A	02/23/2010	11/22/2011	120,164.00	132,589.00	-12,425.00
10. MERCK & CO INC COM	02/23/2010	07/06/2011	355.00	367.00	-12.00
434. MORGAN STANLEY DEAN W DISCOVER & CO	02/23/2010	11/22/2011	5,881.00	11,939.00	-6,058.00
286. NUCOR CORP COM	02/23/2010	07/22/2011	11,800.00	11,983.00	-183.00
20. PNC BANK CORPORATION C	05/20/2010	07/06/2011	1,198.00	1,221.00	-23.00
125. PNC BANK CORPORATION	05/20/2010	11/22/2011	6,336.00	7,630.00	-1,294.00
147. PARKER HANNIFIN CORP	02/23/2010	10/19/2011	11,378.00	8,526.00	2,852.00
3253.936 RIDGEWORTH FD-MID #RGD5	02/23/2010	07/07/2011	41,325.00	33,516.00	7,809.00
5740.375 RIDGEWORTH FD-INT #RGD1	02/23/2010	03/28/2011	42,307.00	42,326.00	-19.00
846.112 SENTINEL SMALL CO-	02/23/2010	07/07/2011	7,725.00	5,347.00	2,378.00
252. TEVA PHARMACEUTICAL I SPONS ADR	04/29/2010	11/22/2011	9,664.00	14,924.00	-5,260.00
187. THERMO ELECTRON CORP	02/23/2010	11/22/2011	8,481.00	9,829.00	-1,348.00
78. TRAVELERS COS INC/THE	09/12/2008	01/21/2011	4,283.00	3,509.00	774.00
6. UNION PACIFIC CORP COM	02/23/2010	07/06/2011	640.00	397.00	243.00
75. UNITED PARCEL SVC INC	03/01/2010	03/04/2011	5,400.00	4,408.00	992.00
4. UNITED PARCEL SVC INC C	02/23/2010	07/06/2011	298.00	232.00	66.00
246. UNITED TECHNOLOGIES C	02/17/2004	08/30/2011	18,114.00	11,759.00	6,355.00
10. VISA INC CL A COM	02/23/2010	07/06/2011	882.00	864.00	18.00
225. WALMART STORES INC	03/22/2005	08/12/2011	11,203.00	11,511.00	-308.00
473. WELLS FARGO & CO NEW	01/22/2004	11/22/2011	11,480.00	13,521.00	-2,041.00
410. INVESCO LTD BERMUDA C	02/23/2010	11/22/2011	7,571.00	8,731.00	-1,160.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . -30,176.00

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

ABERDEEN EQUITY LONG SHORT-I	1,102.00	
FORUM ABSOLUTE STRATEGIES-I	320.00	
JANUS PERKINS SMALL CAP VALUE-I	6,893.00	
MANNING & NAPIER WORLD OPPTYS-A	557.00	
PIMCO COMMODITY REALRTN STRATEGY-I	270.00	
RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	800.00	
SCHRODER US SMALL/MID CAP OPPTY-I	428.00	
SENTINEL SMALL CO-I	7,098.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		17,468.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		17,468.00

STATEMENT 1

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					17,468.	
		553. ABB LTD SPONS ADR PROPERTY TYPE: SECURITIES					02/23/2010	11/22/2011
9,446.00		11,091.00					-1,645.00	
		52. ABB LTD SPONS ADR PROPERTY TYPE: SECURITIES					07/06/2011	11/22/2011
888.00		1,350.00					-462.00	
		10. ABBOTT LABS COM PROPERTY TYPE: SECURITIES					09/12/2008	07/06/2011
531.00		587.00					-56.00	
		2. AMAZON COM INC COM PROPERTY TYPE: SECURITIES					07/06/2011	10/19/2011
473.00		427.00					46.00	
		18. AMAZON COM INC COM PROPERTY TYPE: SECURITIES					02/23/2010	10/19/2011
4,256.00		2,102.00					2,154.00	
		153. BANK OF AMERICA CORP COM PROPERTY TYPE: SECURITIES					07/06/2011	11/22/2011
825.00		1,649.00					-824.00	
		1157. BANK OF AMERICA CORP COM PROPERTY TYPE: SECURITIES					02/23/2010	11/22/2011
6,237.00		18,477.00					-12,240.00	
		370. BANK OF NEW YORK MELLON CORP COM PROPERTY TYPE: SECURITIES					02/23/2010	08/18/2011
7,328.00		11,421.00					-4,093.00	
		42. BANK OF NEW YORK MELLON CORP COM PROPERTY TYPE: SECURITIES					07/06/2011	08/18/2011
832.00		1,093.00					-261.00	
		305. CARNIVAL CORP PANAMA COM PROPERTY TYPE: SECURITIES					05/07/2010	08/18/2011
9,100.00		11,280.00					-2,180.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		27. CARNIVAL CORP PANAMA COM PROPERTY TYPE: SECURITIES					07/06/2011	08/18/2011
806.00		1,021.00					-215.00	
		80. CHEVRONTEXACO CORP COM PROPERTY TYPE: SECURITIES					10/31/1997	01/21/2011
7,478.00		2,994.00					4,484.00	
		15. CHEVRONTEXACO CORP COM PROPERTY TYPE: SECURITIES					10/31/1997	07/06/2011
1,570.00		561.00					1,009.00	
		955. CISCO SYSTEMS COM STK PROPERTY TYPE: SECURITIES					02/17/2004	03/18/2011
16,414.00		23,312.00					-6,898.00	
		2. COACH INC COM PROPERTY TYPE: SECURITIES					02/23/2010	07/06/2011
135.00		73.00					62.00	
		1000. THE COCA COLA COMPANY COMMON STO PROPERTY TYPE: SECURITIES					12/01/2010	03/23/2011
63,690.00		64,315.00					-625.00	
		112. EXPRESS SCRIPTS INC CLASS A PROPERTY TYPE: SECURITIES					02/23/2010	10/19/2011
4,515.00		4,909.00					-394.00	
		38. EXPRESS SCRIPTS INC CLASS A PROPERTY TYPE: SECURITIES					07/06/2011	10/19/2011
1,532.00		2,064.00					-532.00	
		900. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES					12/01/2010	04/01/2011
76,115.00		57,884.00					18,231.00	
		55. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES					02/21/2002	04/01/2011
4,651.00		2,182.00					2,469.00	
		234. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES					02/21/2002	05/17/2011
18,753.00		9,283.00					9,470.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		50. FLUOR CORP COM PROPERTY TYPE: SECURITIES					05/07/2010	01/21/2011
3,553.00		2,349.00					1,204.00	
		9. FLUOR CORP COM PROPERTY TYPE: SECURITIES					05/07/2010	07/06/2011
584.00		423.00					161.00	
		45. FREEPORT-MCMORAN COPPER & GOLD INC PROPERTY TYPE: SECURITIES					02/23/2010	01/21/2011
4,900.00		3,299.00					1,601.00	
		17. FREEPORT-MCMORAN COPPER & GOLD INC PROPERTY TYPE: SECURITIES					02/23/2010	07/06/2011
907.00		623.00					284.00	
		826. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES					03/15/2005	11/22/2011
12,433.00		29,924.00					-17,491.00	
		31. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES					07/06/2011	11/22/2011
467.00		592.00					-125.00	
		2. GOLDMAN SACHS GROUP INC COM PROPERTY TYPE: SECURITIES					01/21/2011	07/06/2011
267.00		332.00					-65.00	
		77. GOLDMAN SACHS GROUP INC COM PROPERTY TYPE: SECURITIES					02/23/2010	11/22/2011
6,917.00		12,123.00					-5,206.00	
		53. GOLDMAN SACHS GROUP INC COM PROPERTY TYPE: SECURITIES					01/21/2011	11/22/2011
4,761.00		8,790.00					-4,029.00	
		1. GOOGLE INC CL A COM PROPERTY TYPE: SECURITIES					02/23/2010	07/06/2011
535.00		533.00					2.00	
		48. HARTFORD FINANCIAL SVCS GROUP IN C PROPERTY TYPE: SECURITIES					04/29/2010	07/06/2011
1,267.00		1,420.00					-153.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		292. HARTFORD FINANCIAL SVCS GROUP IN PROPERTY TYPE: SECURITIES					04/29/2010	11/22/2011
4,824.00		8,637.00					-3,813.00	
		290. HARTFORD FINANCIAL SVCS GROUP IN PROPERTY TYPE: SECURITIES					01/21/2011	11/22/2011
4,791.00		8,066.00					-3,275.00	
		125. HEWLETT PACKARD COM PROPERTY TYPE: SECURITIES					01/21/2011	06/14/2011
4,340.00		5,908.00					-1,568.00	
		418. HEWLETT PACKARD COM PROPERTY TYPE: SECURITIES					02/23/2010	06/14/2011
14,513.00		20,295.00					-5,782.00	
		749. INTEL CORP COM PROPERTY TYPE: SECURITIES					06/08/2006	04/15/2011
14,676.00		12,937.00					1,739.00	
		150. INTERNATIONAL BUSINESS MACHS COR PROPERTY TYPE: SECURITIES					12/01/2010	03/14/2011
24,168.00		21,648.00					2,520.00	
		42. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					07/06/2011	11/22/2011
1,245.00		1,700.00					-455.00	
		589. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					03/22/2005	11/22/2011
17,465.00		20,845.00					-3,380.00	
		165. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES					02/18/1986	01/21/2011
10,351.00		506.00					9,845.00	
		186. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES					02/18/1986	05/13/2011
12,337.00		571.00					11,766.00	
		5. KOHL'S CORP COM STK PROPERTY TYPE: SECURITIES					01/21/2011	07/06/2011
260.00		257.00					3.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		125. KOHL'S CORP COM STK PROPERTY TYPE: SECURITIES					01/21/2011	09/09/2011
5,308.00		6,426.00					-1,118.00	
		198. KOHL'S CORP COM STK PROPERTY TYPE: SECURITIES					02/23/2010	09/09/2011
8,408.00		10,054.00					-1,646.00	
		12924.736 MANNING & NAPIER WORLD OPPTYS- PROPERTY TYPE: SECURITIES					07/07/2011	11/22/2011
91,249.00		111,430.00					-20,181.00	
		17020.395 MANNING & NAPIER WORLD OPPTYS- PROPERTY TYPE: SECURITIES					02/23/2010	11/22/2011
120,164.00		132,589.00					-12,425.00	
		10. MERCK & CO INC COM PROPERTY TYPE: SECURITIES					02/23/2010	07/06/2011
355.00		367.00					-12.00	
		434. MORGAN STANLEY DEAN WITTER DISCOV PROPERTY TYPE: SECURITIES					02/23/2010	11/22/2011
5,881.00		11,939.00					-6,058.00	
		8. MORGAN STANLEY DEAN WITTER DISCOVER PROPERTY TYPE: SECURITIES					07/06/2011	11/22/2011
108.00		182.00					-74.00	
		2. NATIONAL OILWELL INC COM PROPERTY TYPE: SECURITIES					05/17/2011	07/06/2011
160.00		131.00					29.00	
		23. NUCOR CORP COM PROPERTY TYPE: SECURITIES					07/06/2011	07/22/2011
949.00		938.00					11.00	
		286. NUCOR CORP COM PROPERTY TYPE: SECURITIES					02/23/2010	07/22/2011
11,800.00		11,983.00					-183.00	
		243. OMNICOM GROUP COM PROPERTY TYPE: SECURITIES					02/23/2010	01/21/2011
11,063.00		8,935.00					2,128.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		15. ORACLE CORPORATION COM PROPERTY TYPE: SECURITIES					01/21/2011	07/06/2011
497.00		489.00					8.00	
		20. PNC BANK CORPORATION COM PROPERTY TYPE: SECURITIES					05/20/2010	07/06/2011
1,198.00		1,221.00					-23.00	
		125. PNC BANK CORPORATION COM PROPERTY TYPE: SECURITIES					05/20/2010	11/22/2011
6,336.00		7,630.00					-1,294.00	
		215. PNC BANK CORPORATION COM PROPERTY TYPE: SECURITIES					01/21/2011	11/22/2011
10,897.00		13,015.00					-2,118.00	
		220. PACCAR INC COM PROPERTY TYPE: SECURITIES					07/22/2011	11/22/2011
8,266.00		11,034.00					-2,768.00	
		147. PARKER HANNIFIN CORP COM PROPERTY TYPE: SECURITIES					02/23/2010	10/19/2011
11,378.00		8,526.00					2,852.00	
		6. PARKER HANNIFIN CORP COM PROPERTY TYPE: SECURITIES					07/06/2011	10/19/2011
464.00		542.00					-78.00	
		6. QUANTA SERVICES INC COM PROPERTY TYPE: SECURITIES					04/01/2011	07/06/2011
123.00		137.00					-14.00	
		509. QUANTA SERVICES INC COM PROPERTY TYPE: SECURITIES					04/04/2011	11/22/2011
9,753.00		11,575.00					-1,822.00	
		3253.936 RIDGEWORTH FD-MIDCAP VAL EQTY # PROPERTY TYPE: SECURITIES					02/23/2010	07/07/2011
41,325.00		33,516.00					7,809.00	
		5740.375 RIDGEWORTH FD-INTL 130/30 #RGD1 PROPERTY TYPE: SECURITIES					02/23/2010	03/28/2011
42,307.00		42,326.00					-19.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property / Gross sale price less expenses of sale	Depreciation allowed/ allowable	Description / Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	P or D	Date acquired / Gain or (loss)	Date sold
		846.112 SENTINEL SMALL CO-I PROPERTY TYPE: SECURITIES					02/23/2010	07/07/2011
7,725.00		5,347.00					2,378.00	
		400. SUNTRUST BANKS INC COM PROPERTY TYPE: SECURITIES					12/01/2010	03/23/2011
11,480.00		9,530.00					1,950.00	
		9. TERADATA CORP DEL COM PROPERTY TYPE: SECURITIES					03/18/2011	07/06/2011
554.00		445.00					109.00	
		252. TEVA PHARMACEUTICAL INDS LTD SPONS PROPERTY TYPE: SECURITIES					04/29/2010	11/22/2011
9,664.00		14,924.00					-5,260.00	
		148. TEVA PHARMACEUTICAL INDS LTD SPONS PROPERTY TYPE: SECURITIES					07/06/2011	11/22/2011
5,676.00		7,379.00					-1,703.00	
		2. THERMO ELECTRON CORP COM PROPERTY TYPE: SECURITIES					07/06/2011	11/22/2011
91.00		130.00					-39.00	
		187. THERMO ELECTRON CORP COM PROPERTY TYPE: SECURITIES					02/23/2010	11/22/2011
8,481.00		9,829.00					-1,348.00	
		78. TRAVELERS COS INC/THE COM PROPERTY TYPE: SECURITIES					09/12/2008	01/21/2011
4,283.00		3,509.00					774.00	
		134. TRAVELERS COS INC/THE COM PROPERTY TYPE: SECURITIES					02/23/2010	01/21/2011
7,358.00		7,079.00					279.00	
		15. UNION PACIFIC CORP COM PROPERTY TYPE: SECURITIES					02/23/2010	01/21/2011
1,419.00		994.00					425.00	
		6. UNION PACIFIC CORP COM PROPERTY TYPE: SECURITIES					02/23/2010	07/06/2011
640.00		397.00					243.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		75. UNITED PARCEL SVC INC CL B PROPERTY TYPE: SECURITIES					03/01/2010	03/04/2011
5,400.00		4,408.00					992.00	
		4. UNITED PARCEL SVC INC CL B PROPERTY TYPE: SECURITIES					02/23/2010	07/06/2011
298.00		232.00					66.00	
		246. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES					02/17/2004	08/30/2011
18,114.00		11,759.00					6,355.00	
		3. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES					07/06/2011	08/30/2011
221.00		272.00					-51.00	
		10. VISA INC CL A COM PROPERTY TYPE: SECURITIES					02/23/2010	07/06/2011
882.00		864.00					18.00	
		225. WALMART STORES INC COM PROPERTY TYPE: SECURITIES					03/22/2005	08/12/2011
11,203.00		11,511.00					-308.00	
		9. WALMART STORES INC COM PROPERTY TYPE: SECURITIES					07/06/2011	08/12/2011
448.00		484.00					-36.00	
		34. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES					01/21/2011	07/06/2011
952.00		1,105.00					-153.00	
		181. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES					01/21/2011	11/22/2011
4,393.00		5,883.00					-1,490.00	
		473. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES					01/22/2004	11/22/2011
11,480.00		13,521.00					-2,041.00	
		162. WHIRLPOOL CORP COM PROPERTY TYPE: SECURITIES					07/06/2011	11/22/2011
7,732.00		13,882.00					-6,150.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		23. INVESCO LTD BERMUDA COM PROPERTY TYPE: SECURITIES					07/06/2011	11/22/2011
425.00		536.00					-111.00	
		410. INVESCO LTD BERMUDA COM PROPERTY TYPE: SECURITIES					02/23/2010	11/22/2011
7,571.00		8,731.00					-1,160.00	
TOTAL GAIN(LOSS)							-34,454.	

311 CASH CONTRIBUTIONS
SEE ATTACHED STATEMENT - SEEATTACHED

11/23/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT CAMP DIRECTOR POSITION OF SMART GIRLS SUMMER CAMP FOR: SEEATTACHED PAID TO ATLANTA GIRLS SCHOOL TR TRAN#=IN002340000003 TR CD=105 REG=0 PORT=INC	-5000.00	-5000 00	1111000029 **CHANGED** 12/07/11 RRM
11/23/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT NEEDS-BASED SCHOLARSHIPS FOR ACADEME OF THE OAKS SCHOOL FOR: SEEATTACHED PAID TO· ACADEME OF THE OAKS TR TRAN#=IN002340000001 TR CD=105 REG=0 PORT=INC	-500.00	-500.00	1111000028 **CHANGED** 12/07/11 RRM
11/23/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT FIELD TRIP SPONSORSHIP PROGRAM FOR. SEEATTACHED PAID TO: CENTER FOR PUPPETRY ARTS TR TRAN#=IN002340000013 .TR CD=105 REG=0 PORT=INC	-2000.00	-2000 00	1111000035 **CHANGED** 12/07/11 RRM

311 CASH CONTRIBUTIONS (CONTINUED)
SEE ATTACHED STATEMENT - SEEATTACHED (CONTINUED)

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
11/23/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT CIS OF ATLANTA STUDENT & PARENT ENGAGEMENT PROGRAM (DEKALB COUNTY) FOR. SEEATTACHED PAID TO· COMMUNITIES IN SCHOOLS OF ATLANTA, INC TR TRAN#=IN002340000014 TR CD=105 REG=0 PORT=INC	-1000 00	-1000 00		1111000036 **CHANGED** 12/07/11 RRM
11/23/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT OUTDOOR PROGRAM FOR SEEATTACHED PAID TO THE COMMUNITY SCHOOL TR TRAN#=IN002340000016 TR CD=105 REG=0 PORT=INC	-500 00	-500 00		1111000037 **CHANGED** 12/07/11 RRM
11/23/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT RABBIT TALES, A NEW, ORIGINIAL OPERA & ASSOCIATED EDUCATIONAL ACTIVITIES FOR SEEATTACHED PAID TO THE ATLANTA OPERA TR TRAN#=IN002340000004 TR CD=105 REG=0 PORT=INC	-1000 00	-1000 00		1111000030 **CHANGED** 12/07/11 RRM
11/23/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT SCOUTING IN THE ATLANTA AREA COUNCIL (13 METRO COUNTIES) FOR SEEATTACHED PAID TO BOY SCOUTS OF AMERICA ATLANTA AREA COUNCIL TR TRAN#=IN002340000006 TR CD=105 REG=0 PORT=INC	-5000 00	-5000 00		1111000031 **CHANGED** 12/07/11 RRM
11/23/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT OMIKSE UNIT RENOVATION FOR SEEATTACHED PAID TO CAMP FIRE USA GEORGIA COUNCIL TR TRAN#=IN002340000008 TR CD=105 REG=0 PORT=INC	-3000 00	-3000 00		1111000032 **CHANGED** 12/07/11 RRM
11/23/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GED PROGRAM FOR SEEATTACHED PAID TO. CARRIE STEELE-PITTS HOME, INC TR TRAN#=IN002340000012 TR CD=105 REG=0 PORT=INC	-1000.00	-1000 00		1111000034 **CHANGED** 12/07/11 RRM
11/23/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT COVENANT COMMUNITY, INC. DIRECT PROGRAM SUPPORT FOR RESIDENTS FOR SEEATTACHED PAID TO COVENANT COMMUNITY, INC TR TRAN#=IN002340000017 TR CD=105 REG=0 PORT=INC	-5000.00	-5000 00		1111000038 **CHANGED** 12/07/11 RRM
11/23/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT ARTS IN AFTER SCHOOL PROJECT FOR SEEATTACHED PAID TO· THE CULTURAL ARTS CENTER OF DOUGLASVILLE TR TRAN#=IN002340000019 TR CD=105 REG=0 PORT=INC	-500.00	-500 00		1111000039 **CHANGED** 12/07/11 RRM
11/23/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT SUPPORT FOR OUR CORE BUSINESS AND MISSION OF ENVIRONMENTAL/NATURE EDUCATION PROGRAMS FOR STUDENTS OF ALL AGES FOR SEEATTACHED PAID TO ELACHEE NATURE SCIENCE CENTER TR TRAN#=IN002340000020 TR CD=105 REG=0 PORT=INC	-3000.00	-3000 00		1111000040 **CHANGED** 12/07/11 RRM
11/23/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT EMORY'S MANUSCRIPT, ARCHIVES AND RARE BOOK LIBRARY (MARBL) BATTLE OF ATLANTA DIGITAL PROJECT FOR SEEATTACHED PAID TO EMORY UNIVERSITY LIBRARIES	-2500 00	-2500 00		1111000041 **CHANGED** 12/07/11 RRM

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311	**CASH CONTRIBUTIONS (CONTINUED)** SEE ATTACHED STATEMENT - SEEATTACHED (CONTINUED) -- TR TRAN#=IN002340000022 TR CD=105 REG=0 PORT=INC				
11/23/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT TO ADVANCE FERNBANK YOUTH EDUCATION DURING THE MUSEUM'S 20TH ANNIVERSARY CELEBRATION CAMPAIGN FOR. SEEATTACHED PAID TO FERNBANK MUSEUM OF NATURAL HISTORY TR TRAN#=IN002340000024 TR CD=105 REG=0 PORT=INC	-12000 00	-12000 00	**CHANGED** 12/07/11 RRM	1111000042
11/23/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT ENGAGE AND EMPOWER TO CONSERVE GA'S RIVERS FOR SEEATTACHED PAID TO GEORGIA RIVER NETWORK TR TRAN#=IN002340000027 TR CD=105 REG=0 PORT=INC	-500.00	-500 00	**CHANGED** 12/07/11 RRM	1111000044
11/23/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT EXPAND OUTREACH PROGRAMS AT LOCAL ELEMENTARY SCHOOLS FOR· SEEATTACHED PAID TO HAWKTALK, INC TR TRAN#=IN002340000028 TR CD=105 REG=0 PORT=INC	-500 00	-500 00	**CHANGED** 12/07/11 RRM	1111000045
11/23/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011-2013 CAPITAL CAMPAIGN FOR SEEATTACHED PAID TO HOLY INNOCENTS' EPISCOPAL SCHOOL TR TRAN#=IN002340000030 TR CD=105 REG=0 PORT=INC	-5000 00	-5000 00	**CHANGED** 12/07/11 RRM	1111000046
11/23/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT HOMELESS PREVENTION PROGRAM FOR SEEATTACHED PAID TO MIDTOWN ASSISTANCE CENTER TR TRAN#=IN002340000037 TR CD=105 REG=0 PORT=INC	-1000 00	-1000 00	**CHANGED** 12/07/11 RRM	1111000050
11/23/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT INSTRUMENTS & EQUIPMENT NEEDED FOR OUR FINE ARTS PROGRAMS FOR SEEATTACHED PAID TO MILL SPRINGS ACADEMY TR TRAN#=IN002340000038 TR CD=105 REG=0 PORT=INC	-5000 00	-5000 00	**CHANGED** 12/07/11 RRM	1111000051
11/23/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT CAFE MOCA FOR SEEATTACHED PAID TO THE MUSEUM OF CONTEMPORARY ART OF GA TR TRAN#=IN002340000040 TR CD=105 REG=0 PORT=INC	-2500 00	-2500 00	**CHANGED** 12/07/11 RRM	1111000052
11/23/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT HORIZONS ATLANTA SUMMER PROGRAM FOR: SEEATTACHED PAID TO HORIZONS STUDENT ENRICHMENT PROGRAM TR TRAN#=IN002340000036 TR CD=105 REG=0 PORT=INC	-2000 00	-2000 00	**CHANGED** 12/07/11 RRM	1111000049
11/23/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT TO EXPAND THE TFRR MUSEUM FOR. SEEATTACHED PAID TO RABUN GAP-NACOOCHEE SCHOOL TR TRAN#=IN002340000045 TR CD=105 REG=0 PORT=INC	-5000 00	-5000 00	**CHANGED** 12/07/11 RRM	1111000055
11/23/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT CAPITAL CAMPAIGN - NEW MULTIPURPOSE BUILDING FOR SEEATTACHED PAID TO SOPHIA ACADEMY TR TRAN#=IN002340000046 TR CD=105 REG=0 PORT=INC	-1000.00	-1000 00	**CHANGED** 12/07/11 RRM	1111000056
11/23/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT THE STUDY HALL AFTER SCHOOL PROGRAM	-3000 00	-3000 00	**CHANGED** 12/07/11 RRM	1111000057

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311	**CASH CONTRIBUTIONS (CONTINUED)** SEE ATTACHED STATEMENT - SEEATTACHED (CONTINUED) FOR· SEEATTACHED PAID TO. THE STUDY HALL TR TRAN#=IN002340000047 ·TR CD=105 REG=0 PORT=INC				
11/23/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT SUPPORT FOR SYNCHRONICITY THEATRE'S CHILDREN & YOUTH PROGRAMMING FOR· SEEATTACHED PAID TO: SYNCHRONICITY THEATRE TR TRAN#=IN002340000048 TR CD=105 REG=0 PORT=INC	-2500.00	-2500.00		1111000058 **CHANGED** 12/07/11 RRM
11/23/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT SUBSIDIZING PERFORMANCES AND IMPROVED MARKETING FOR: SEEATTACHED PAID TO. THE PICCADILLY PUPPETS COMPANY TR TRAN#=IN002340000044 TR CD=105 REG=0 PORT=INC	-7950.00	-7950 00		1111000054 **CHANGED** 12/07/11 RRM
11/23/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT VOX'S GRADUATION COUNTDOWN PROGRAM FOR: SEEATTACHED PAID TO: VOX TEEN COMMUNICATIONS TR TRAN#=IN002340000051 TR CD=105 REG=0 PORT=INC	-500 00	-500 00		1111000060 **CHANGED** 12/07/11 RRM
11/23/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT CERVICAL CANCER PREVENTION AND TREATMENT IN GUATEMALA FOR: SEEATTACHED PAID TO: WOMEN'S INTERNATIONAL NETWORK FOR GUATEMALAN SOLUTIONS TR TRAN#=IN002340000052 TR CD=105 REG=0 PORT=INC	-5000.00	-5000 00		1111000061 **CHANGED** 12/07/11 RRM
11/23/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT SCHOLARSHIP PROJECT FOR 25 EXTREMELY POOR STUDENTS FOR· SEEATTACHED PAID TO: VAMOS ADELANTE FOUNDATION TR TRAN#=IN002340000050 TR CD=105 REG=0 PORT=INC	-5850.00	-5850 00		1111000059 **CHANGED** 12/07/11 RRM
12/21/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT LAND CONSERVATION INITIATIVE FOR: SEEATTACHED PAID TO. THE GEORGIA CONSERVANCY TR TRAN#=IN002500000001 TR CD=105 REG=0 PORT=INC	-4000.00	-4000 00		1112000049 **CHANGED** 01/05/12 RRM
	TOTAL CODE 311 - CASH CONTRIBUTIONS	-93300.00	-93300 00	0 00	

SUNTRUST

BRIGHT WINGS FNDTN TR U/A
ACCOUNT NO. 1124088

PORTFOLIO DETAIL

AS OF 12/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE / MARKET PRICE / % OF MARKET	FED TAX COST / COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
PRINCIPAL PORTFOLIO						
	PRINCIPAL CASH	58,704.97 2.96 %	58,704.97			
STIF & MONEY MARKET FUNDS						
132,968.1	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	132,968.10 1.000 6.71 %	132,968.10 1.00	0.00	13	0.01 % 0.00 %
EQUITY SECURITIES						
ENERGY						
173	APACHE CORP COM CUSIP: 037411105	15,670.34 90.580 0.79 %	11,146.30 64.43	4,524.04	104	0.66 % 0.00 %
291	CAMERON INTL CORP COM CUSIP: 13342B105	14,314.29 49.190 0.72 %	11,793.92 40.53	2,520.37	0	0.00 % 0.00 %
235	CHEVRON CORP COM CUSIP: 166764100	25,004.00 106.400 1.26 %	8,796.10 37.43	16,207.90	761	3.04 % 0.00 %
248	NATIONAL OILWELL VARCO INC COM CUSIP: 637071101	16,861.52 67.990 0.85 %	16,074.41 64.82	787.11	119	0.71 % 0.00 %
270	OCCIDENTAL PETE CORP COM CUSIP: 674599105	25,299.00 93.700 1.28 %	21,230.99 78.63	4,068.01	497	1.96 % 0.00 %

SUNTRUST

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
288	SCHLUMBERGER LTD COM CUSIP: 806857108	19,673.28 68.310 0.99 %	19,997.39 69.44	324.11-	288	1.46 % 0.00 %
536	WILLIAMS COS INC COM CUSIP: 969457100	17,698.72 33.020 0.89 %	11,977.50 22.35	5,721.22	536	3.03 % 0.00 %
TOTAL ENERGY		134,521.15	101,016.61	33,504.54	2,305	1.71 %
MATERIALS						
189	FREEPORT-MCMORAN COPPER & GOLD INC COM CUSIP: 35671D857	6,953.31 36.790 0.35 %	4,714.50 24.94	2,238.81	189	2.72 % 0.00 %
130	PRAXAIR INC COM CUSIP: 74005P104	13,897.00 106.900 0.70 %	4,770.10 36.69	9,126.90	260	1.87 % 0.00 %
TOTAL MATERIALS		20,850.31	9,484.60	11,365.71	449	2.15 %
INDUSTRIALS						
449	BE AEROSPACE INC COM CUSIP: 073302101	17,380.79 38.710 0.88 %	16,170.39 36.01	1,210.40	0	0.00 % 0.00 %
250	EMERSON ELEC CO COM CUSIP: 291011104	11,647.50 46.590 0.59 %	11,575.60 46.30	71.90	400	3.43 % 0.00 %
117	FLOWSERVE CORP COM CUSIP: 34354P105	11,620.44 99.320 0.59 %	9,806.33 83.81	1,814.11	150	1.29 % 0.00 %

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PORTFOLIO DETAIL

BRIGHT WINGS FNDTN TR U/A
ACCOUNT NO. 1124088

AS OF 12/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
223	FLUOR CORP COM NEW CUSIP: 343412102	11,205.75 50.250 0.57 %	10,006.45 44.87	1,199.30	112	1.00 % 0.00 %
301	HUNT J B TRANS SVCS INC COM CUSIP: 445658107	13,566.07 45.070 0.69 %	10,455.80 34.74	3,110.27	157	1.16 % 0.00 %
116	UNION PACIFIC CORP COM CUSIP: 907818108	12,289.04 105.940 0.62 %	7,683.73 66.24	4,605.31	278	2.26 % 0.00 %
157	UNITED PARCEL SVC INC CL B COM CUSIP: 911312106	11,490.83 73.190 0.58 %	9,119.97 58.09	2,370.86	327	2.85 % 0.00 %
TOTAL INDUSTRIALS		89,200.42	74,818.27	14,382.15	1,423	1.60 %
CONSUMER DISCRETIONARY						
71	AMAZON INC COM CUSIP: 023135106	12,290.10 173.100 0.62 %	8,291.37 116.78	3,998.73	0	0.00 % 0.00 %
278	COACH INC COM CUSIP: 189754104	16,969.12 61.040 0.86 %	10,158.09 36.54	6,811.03	250	1.47 % 0.00 %
238	DARDEN RESTAURANTS INC COM CUSIP: 237194105	10,848.04 45.580 0.55 %	10,715.19 45.02	132.85	409	3.77 % 0.00 %
514	HOME DEPOT INC COM CUSIP: 437076102	21,608.56 42.040 1.09 %	14,765.10 28.73	6,843.46	596	2.76 % 0.00 %

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
690	MACY'S INC COM CUSIP: 55616P104	22,204.20 32.180 1.12 %	17,956.37 26.02	4,247.83	276	1.24 % 0.00 %
515	WALT DISNEY CO COM CUSIP: 254687106	19,312.50 37.500 0.98 %	16,430.70 31.90	2,881.80	309	1.60 % 0.00 %
TOTAL CONSUMER DISCRETIONARY		103,232.52	78,316.82	24,915.70	1,841	1.78 %
CONSUMER STAPLES						
445	CVS CAREMARK CORP COM CUSIP: 126650100	18,147.10 40.780 0.92 %	13,581.29 30.52	4,565.81	289	1.59 % 0.00 %
395	GENERAL MILLS INC COM CUSIP: 370334104	15,961.95 40.410 0.81 %	14,742.90 37.32	1,219.05	482	3.02 % 0.00 %
279	PEPSICO INC COM CUSIP: 713448108	18,511.65 66.350 0.93 %	16,956.50 60.78	1,555.15	575	3.11 % 0.00 %
387	PHILIP MORRIS INTL COM CUSIP: 718172109	30,371.76 78.480 1.53 %	19,972.79 51.61	10,398.97	1,192	3.92 % 0.00 %
328	PROCTER & GAMBLE CO COM CUSIP: 742718109	21,880.88 66.710 1.10 %	19,140.62 58.36	2,740.26	689	3.15 % 0.00 %
TOTAL CONSUMER STAPLES		104,873.34	84,394.10	20,479.24	3,227	3.08 %

SUNTRUST

PORTFOLIO DETAIL

BRIGHT WINGS FNDTN TR U/A
ACCOUNT NO. 1124088

AS OF 12/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
HEALTH CARE						
447	ABBOTT LABS COM CUSIP: 002824100	25,134.81 56.230 1.27 %	23,789.40 53.22	1,345.41	858	3.41 % 0.00 %
299	AMGEN INC COM CUSIP: 031162100	19,198.79 64.210 0.97 %	17,282.99 57.80	1,915.80	431	2.24 % 0.00 %
266	BAXTER INTL INC COM CUSIP: 071813109	13,161.68 49.480 0.66 %	10,432.48 39.22	2,729.20	356	2.70 % 0.00 %
314	EXPRESS SCRIPTS INC COM CUSIP: 302182100	14,032.66 44.690 0.71 %	12,813.00 40.81	1,219.66	0	0.00 % 0.00 %
568	MERCK & CO INC COM NEW CUSIP: 58933Y105	21,413.60 37.700 1.08 %	20,064.05 35.32	1,349.55	954	4.46 % 0.00 %
1,035	PFIZER INC COM CUSIP: 717081103	22,397.40 21.640 1.13 %	19,519.11 18.86	2,878.29	911	4.07 % 0.00 %
TOTAL HEALTH CARE		115,338.94	103,901.03	11,437.91	3,510	3.04 %

SUNTRUST

BRIGHT WINGS FNDTN TR U/A
ACCOUNT NO. 1124088

PORTFOLIO DETAIL

AS OF 12/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
FINANCIALS						
382	BB&T CORP COM CUSIP: 054937107	9,614.94 25.170 0.49 %	9,181.03 24.03	433.91	244	2.54 % 0.00 %
433	CAPITAL ONE FINL CORP COM CUSIP: 14040H105	18,311.57 42.290 0.92 %	16,420.90 37.92	1,890.67	87	0.48 % 0.00 %
TOTAL FINANCIALS		27,926.51	25,601.93	2,324.58	331	1.19 %
INFORMATION TECHNOLOGY						
107	APPLE INC COM CUSIP: 037833100	43,335.00 405.000 2.19 %	20,360.51 190.29	22,974.49	0	0.00 % 0.00 %
371	AUTODESK INC COM CUSIP: 052769106	11,252.43 30.330 0.57 %	9,957.78 26.84	1,294.65	0	0.00 % 0.00 %
703	EMC CORP MASS COM CUSIP: 268648102	15,142.62 21.540 0.76 %	11,518.25 16.38	3,624.37	0	0.00 % 0.00 %
38	GOOGLE INC CL A COM CUSIP: 38259P508	24,544.20 645.900 1.24 %	18,926.24 498.06	5,617.96	0	0.00 % 0.00 %
110	INTERNATIONAL BUSINESS MACHS CORP COM CUSIP: 459200101	20,226.80 183.880 1.02 %	17,902.31 162.75	2,324.49	330	1.63 % 0.00 %

SUNTRUST

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
236	INTUIT INC COM CUSIP: 461202103	12,411.24 52.590 0.63 %	11,230.91 47.59	1,180.33	142	1.14 % 0.00 %
718	ORACLE CORP COM CUSIP: 68389X105	18,416.70 25.650 0.93 %	17,699.89 24.65	716.81	172	0.93 % 0.00 %
292	QUALCOMM CORP COM CUSIP: 747525103	15,972.40 54.700 0.81 %	16,293.95 55.80	321.55-	251	1.57 % 0.00 %
241	TERADATA CORP DEL COM CUSIP: 88076W103	11,690.91 48.510 0.59 %	11,926.17 49.49	235.26-	0	0.00 % 0.00 %
511	TEXAS INSTRS INC COM CUSIP: 882508104	14,875.21 29.110 0.75 %	15,830.23 30.98	955.02-	347	2.33 % 0.00 %
167	VISA INC CL A COM CUSIP: 92826C839	16,955.51 101.530 0.86 %	13,642.97 81.69	3,312.54	147	0.87 % 0.00 %
TOTAL INFORMATION TECHNOLOGY		204,823.02	165,289.21	39,533.81	1,389	0.68 %

SUNTRUST

PORTFOLIO DETAIL

BRIGHT WINGS FNDTN TR U/A
ACCOUNT NO. 1124088

AS OF 12/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
TELECOMMUNICATION SERVICES						
524	VERIZON COMMUNICATIONS COM CUSIP: 92343V104	21,022.88 40.120 1.06 %	17,906.25 34.17	3,116.63	1,048	4.99 % 0.00 %
MUTUAL FUNDS-EQUITY						
2,695	ISHARES TR MSCI EAFE INDEX ETF CUSIP: 464287465	133,483.35 49.530 6.74 %	129,952.90 48.22	3,530.45	4,608	3.45 % 0.00 %
808	ISHARES TR S&P MIDCAP 400 INDEX FD CUSIP: 464287507	70,788.88 87.610 3.57 %	80,023.82 99.04	9,234.94-	901	1.27 % 0.00 %
975	SPDR S&P 500 ETF TR CUSIP: 78462F103	122,362.50 125.500 6.18 %	119,349.32 122.41	3,013.18	2,512	2.05 % 0.00 %
2,242	SPDR SER TR S&P DIVIDEND ETF CUSIP: 78464A763	120,776.54 53.870 6.10 %	115,956.24 51.72	4,820.30	3,897	3.23 % 0.00 %
TOTAL MUTUAL FUNDS-EQUITY		447,411.27	445,282.28	2,128.99	11,918	2.66 %
TOTAL EQUITY SECURITIES		1,269,200.36	1,106,011.10	163,189.26	27,441	2.16 %

SunTrust

BRIGHT WINGS FNDTN TR U/A
ACCOUNT NO. 1124088

PORTFOLIO DETAIL

AS OF 12/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
MUTUAL FUNDS						
9,861.676	ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL CUSIP: 003020336	110,056.30 11.160 5.56 %	108,925.00 11.05	1,131.30	0	0.00 % 0.00 %
6,347.291	FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL CUSIP: 34984T600	70,137.57 11.050 3.54 %	67,515.26 10.64	2,622.31	235	0.34 % 0.00 %
3,628.011	JANUS FDS PERKINS SMALL CAP VALUE FD CL I CUSIP: 47103C183	74,011.42 20.400 3.74 %	77,734.55 21.43	3,723.13-	424	0.57 % 0.00 %
3,834.061	OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y CUSIP: 683974505	111,072.75 28.970 5.61 %	115,883.34 30.22	4,810.59-	2,588	2.33 % 0.00 %
7,794.721	PIMCO FDS COMMODITY REALRETURN STRATEGY INSTL CUSIP: 722005667	50,977.48 6.540 2.57 %	54,433.36 6.98	3,455.88-	15,527	30.46 % 0.00 %
2,713.615	SCHRODER FDS US SMALL & MIDCAP OPPORTUNITES FD IV CUSIP: 80809R204	31,098.03 11.460 1.57 %	33,710.00 12.42	2,611.97-	0	0.00 % 0.00 %
10,261.059	SENTINEL FDS SMALL CO FD INSTL CL CUSIP: 81728B825	76,444.89 7.450 3.86 %	62,125.77 6.05	14,319.12	0	0.00 % 0.00 %
TOTAL MUTUAL FUNDS		523,798.44	520,327.28	3,471.16	18,774	3.58 %

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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
PROPRIETARY FUNDS						
5,539.766	RIDGEWORTH FD-MIDCAP VAL EQUITY I SHS #RGD5 CUSIP: 76628R615	54,400.50 9.820 2.75 %	44,301.30 8.00	10,099.20	837	1.54 % 0.00 %
MISCELLANEOUS ASSETS						
1	CLASS ACTION PENDING AMERICAN INTL GROUP ON RCPT OF FINAL PMT CUSIP: 997001FA5	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING BANK OF AMERICA CORP ON RCPT OF FINAL PMT CUSIP: 997001LP5	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING CISCO SYSTEMS ON RCPT OF FINAL PMT CUSIP: 997000ND2	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING DELL INC ON RCPT OF FINAL PMT CUSIP: 997001HY1	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING FEDERAL HOME LOAN MTG CORP ON RCPT OF FINAL PMT CUSIP: 997000NN0	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %

SUNTRUST

BRIGHT WINGS FNDTN TR U/A
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PORTFOLIO DETAIL

AS OF 12/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
1	CLASS ACTION PENDING HALLIBURTON ON RCPT OF FINAL PMT CUSIP: 997000BE3	0.00 0.000 0.00 %	1.00 1.00	1.00-	0	0.00 % 0.00 %
1	CLASS ACTION PENDING XEROX CORP ON RCPT OF FINAL PMT CUSIP: 997000TT1	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
TOTAL MISCELLANEOUS ASSETS		0.00	1.00	1.00-	0	0.00 %
PRINCIPAL PORTFOLIO TOTAL		2,039,072.37	1,862,313.75	176,758.62	47,065	2.38 %
INCOME PORTFOLIO						
	INCOME CASH	58,704.97- 2.96-%	58,704.97-			
TOTAL ASSETS		1,980,367.40	1,803,608.78	176,758.62	47,065	2.38 %

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