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**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.

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

Name of foundation  
**SHACKELFORD CHARITABLE TRUST 59-7906340**

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

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

**A Employer identification number**  
62-6363101

**B Telephone number (see instructions)**  
(901) 415-6403

**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  
 Final return  
 Address change  
 Initial return of a former public charity  
 Amended return  
 Name change

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

Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **7,820,056.**

**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
 (Part I, column (d) must be on cash basis.)

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 APR 27 2012

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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)
<b>Revenue</b>					
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	227,955.	216,302.		STMT 1
5a	Gross rents	2,250.	2,250.		
b	Net rental income or (loss) 426				
6a	Net gain or (loss) from sale of assets not on line 10	307,685.			
b	Gross sales price for all assets on line 6a 2,548,384.				
7	Capital gain net income (from Part IV, line 2)		307,687.		
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	<b>Total. Add lines 1 through 11</b>	537,890.	526,239.		
13	Compensation of officers, directors, trustees, etc.	97,147.	48,574.		48,573.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 2	1,500.	NONE	NONE	1,500.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 3	2,808.	1,902.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	31.			31.
22	Printing and publications				
23	Other expenses (attach schedule) STMT 4	1,840.	1,840.		
24	<b>Total operating and administrative expenses.</b>				
	Add lines 13 through 23	103,326.	52,316.	NONE	50,104.
25	Contributions, gifts, grants paid	497,839.			497,839.
26	<b>Total expenses and disbursements</b> Add lines 24 and 25	601,165.	52,316.	NONE	547,943.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-63,275.			
b	<b>Net investment income</b> (if negative, enter -0-)		473,923.		
c	<b>Adjusted net income</b> (if negative, enter -0-)				

P8

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing					
	2	Savings and temporary cash investments	195,594.	245,455.	245,455.		
	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					
	10 a	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.	6,858,015.	6,744,879.	7,574,601.			
14	Land, buildings, and equipment: basis						
	Less: accumulated depreciation (attach schedule)						
15	Other assets (describe)						
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)	7,053,609.	6,990,334.	7,820,056.			
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	<b>Total liabilities</b> (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. <input type="checkbox"/>						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>						
	27	Capital stock, trust principal, or current funds	6,945,824.	6,936,589.			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds	107,785.	53,745.				
30	<b>Total net assets or fund balances</b> (see instructions)	7,053,609.	6,990,334.				
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	7,053,609.	6,990,334.				

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 7,053,609.
2	Enter amount from Part I, line 27a	2 -63,275.
3	Other increases not included in line 2 (itemize)	3
4	Add lines 1, 2, and 3	4 6,990,334.
5	Decreases not included in line 2 (itemize)	5
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6 6,990,334.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)

(b) How acquired  
P-Purchase  
D-Donation

(c) Date acquired  
(mo., day, yr.)

(d) Date sold  
(mo., day, yr.)

<b>1a</b>	<b>PUBLICLY TRADED SECURITIES</b>		
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b> 2,461,473.		2,240,697.	220,776.
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
<b>a</b>			220,776.
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	307,687.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		<b>3</b>	

**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	581,637.	8,213,766.	0.07081246288
2009	620,700.	7,832,445.	0.07924728485
2008	661,553.	9,201,747.	0.07189428268
2007	658,144.	10,648,217.	0.06180790643
2006	629,760.	9,989,532.	0.06304199236

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.34680392920
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	0.06936078584
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	<b>4</b>	8,283,564.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	574,555.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	4,739.
<b>7</b> Add lines 5 and 6	<b>7</b>	579,294.
<b>8</b> Enter qualifying distributions from Part XII, line 4 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.	<b>8</b>	547,943.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Values include 9,478, 2,687, and 6,791.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, unrelated business income, and state registration. Includes handwritten 'N/A' and 'TN'.

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**  Yes  No

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**  Yes  No

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . **13**  Yes  No

Website address  N/A

14 The books are in care of  SUNTRUST BANK Telephone no.  (888) 942-3272  
 Located at  PO BOX 1908, ORLANDO, FL ZIP + 4  32805-1908

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .  **15**

16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . **16** Yes No  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.

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**  Yes  No

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**  Yes  No

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**  Yes  No

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**  Yes  No

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**  Yes  No

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

- 5a During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
  - (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
  - (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
  - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No
  - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No
- b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). **N/A**
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870.
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No
- b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

5b		N/A	
6b			X
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		97,147.	-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  Yes  No **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
-----		
-----		
-----		
-----		
-----		
<b>Total number of others receiving over \$50,000 for professional services . . . . .</b>		<b>NONE</b>

**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	
<b>Total. Add lines 1 through 3 . . . . .</b>	

**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>	8,317,293.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	92,417.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	8,409,710.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	8,409,710.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	126,146.
<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>	8,283,564.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	414,178.

**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>	414,178.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	9,478.
<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>	9,478.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	404,700.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	404,700.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	404,700.

**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>	547,943.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<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>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<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>	547,943.
<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 (see instructions)	<b>5</b>	N/A
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	547,943.

**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 . . . . .				404,700.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only . . . . .			NONE	
b Total for prior years: 20 <u>09</u> , 20 <u>    </u> , 20 <u>    </u>		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 . . . . .	154,296.			
b From 2007 . . . . .	168,486.			
c From 2008 . . . . .	205,616.			
d From 2009 . . . . .	232,072.			
e From 2010 . . . . .	176,339.			
f Total of lines 3a through e . . . . .	936,809.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ <u>547,943.</u>				
a Applied to 2010, but not more than line 2a . . . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2011 distributable amount . . . . .				404,700.
e Remaining amount distributed out of corpus . . . . .	143,243.			
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 . . . . .	1,080,052.			
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 . . . . .				NONE
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) . . . . .	154,296.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	925,756.			
10 Analysis of line 9:				
a Excess from 2007 . . . . .	168,486.			
b Excess from 2008 . . . . .	205,616.			
c Excess from 2009 . . . . .	232,072.			
d Excess from 2010 . . . . .	176,339.			
e Excess from 2011 . . . . .	143,243.			

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

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

**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p><i>a Paid during the year</i></p> <p>SEE STATEMENT 8</p>				
<b>Total</b> .....				<b>▶ 3a</b> 497,839.
<p><i>b Approved for future payment</i></p>				
<b>Total</b> .....				<b>▶ 3b</b>

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Gain or (loss) from sales of assets, etc.

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

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

Table with 2 columns: 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.

NOT APPLICABLE



**FORM 990-PF - PART IV  
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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					85,918.	
5,412.00		229. ABB LTD SPONS ADR PROPERTY TYPE: SECURITIES 6,188.00					07/08/2008 -776.00	02/22/2011
7,805.00		168. ABBOTT LABS COM PROPERTY TYPE: SECURITIES 9,104.00					10/26/2007 -1,299.00	02/22/2011
6,948.00		602.08 ABERDEEN EQUITY LONG SHORT-I PROPERTY TYPE: SECURITIES 6,996.00					02/22/2011 -48.00	07/18/2011
7,893.00		43. AMAZON COM INC COM PROPERTY TYPE: SECURITIES 5,095.00					02/09/2010 2,798.00	02/22/2011
9,457.00		40. AMAZON COM INC COM PROPERTY TYPE: SECURITIES 4,740.00					02/09/2010 4,717.00	10/19/2011
7,093.00		30. AMAZON COM INC COM PROPERTY TYPE: SECURITIES 6,377.00					07/18/2011 716.00	10/19/2011
4,309.00		83. AMGEN INC PROPERTY TYPE: SECURITIES 4,325.00					05/24/2010 -16.00	02/22/2011
10,278.00		86. APACHE CORP COM PROPERTY TYPE: SECURITIES 7,842.00					10/25/2010 2,436.00	02/22/2011
15,736.00		46. APPLE COMPUTER COM PROPERTY TYPE: SECURITIES 11,465.00					10/25/2010 4,271.00	02/22/2011
5,499.00		129. AUTODESK INC COM PROPERTY TYPE: SECURITIES 3,366.00					06/08/2010 2,133.00	02/22/2011

**FORM 990-PF - PART IV  
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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)	
1,680.00		60. BB&T CORPORATION COM PROPERTY TYPE: SECURITIES 1,434.00					08/17/2010 246.00	02/22/2011
3,513.00		246. BANK OF AMERICA CORP COM PROPERTY TYPE: SECURITIES 3,014.00					10/25/2010 499.00	02/22/2011
4,483.00		144. BANK OF NEW YORK MELLON CORP COM PROPERTY TYPE: SECURITIES 6,616.00					02/07/2008 -2,133.00	02/22/2011
19,785.00		999. BANK OF NEW YORK MELLON CORP COM PROPERTY TYPE: SECURITIES 29,054.00					05/24/2010 -9,269.00	08/18/2011
2,971.00		150. BANK OF NEW YORK MELLON CORP COM PROPERTY TYPE: SECURITIES 3,716.00					07/18/2011 -745.00	08/18/2011
792.00		40. BANK OF NEW YORK MELLON CORP COM PROPERTY TYPE: SECURITIES 1,020.00					10/25/2010 -228.00	08/18/2011
5,800.00		111. BAXTER INTL INC COM PROPERTY TYPE: SECURITIES 6,789.00					01/20/2010 -989.00	02/22/2011
4,950.00		152. CVS CORP COM PROPERTY TYPE: SECURITIES 5,500.00					07/24/2007 -550.00	02/22/2011
7,655.00		129. CAMERON INTL CORP COM PROPERTY TYPE: SECURITIES 5,109.00					10/25/2010 2,546.00	02/22/2011
4,245.00		82. CAPITAL ONE FINL CORP COM PROPERTY TYPE: SECURITIES 3,471.00					01/19/2010 774.00	02/22/2011
5,586.00		129. CARNIVAL CORP PANAMA COM PROPERTY TYPE: SECURITIES 4,771.00					05/07/2010 815.00	02/22/2011

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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)	
24,824.00		832. CARNIVAL CORP PANAMA COM PROPERTY TYPE: SECURITIES 30,666.00				05/24/2010	08/18/2011	
						-5,842.00		
4,177.00		140. CARNIVAL CORP PANAMA COM PROPERTY TYPE: SECURITIES 4,862.00				07/18/2011	08/18/2011	
						-685.00		
14,582.00		156. CHEVRONTEXACO CORP COM PROPERTY TYPE: SECURITIES 11,559.00				05/24/2010	01/21/2011	
						3,023.00		
12,058.00		129. CHEVRONTEXACO CORP COM PROPERTY TYPE: SECURITIES 4,334.00				10/06/2000	01/21/2011	
						7,724.00		
9,258.00		92. CHEVRONTEXACO CORP COM PROPERTY TYPE: SECURITIES 3,091.00				10/06/2000	02/22/2011	
						6,167.00		
7,387.00		397. CISCO SYSTEMS COM STK PROPERTY TYPE: SECURITIES 10,569.00				05/11/2007	02/22/2011	
						-3,182.00		
32,897.00		1914. CISCO SYSTEMS COM STK PROPERTY TYPE: SECURITIES 50,956.00				05/11/2007	03/18/2011	
						-18,059.00		
9,969.00		580. CISCO SYSTEMS COM STK PROPERTY TYPE: SECURITIES 13,647.00				10/25/2010	03/18/2011	
						-3,678.00		
6,188.00		109. COACH INC COM PROPERTY TYPE: SECURITIES 4,203.00				05/24/2010	02/22/2011	
						1,985.00		
5,643.00		114. DARDEN RESTAURANTS INC COM PROPERTY TYPE: SECURITIES 5,100.00				10/14/2010	02/22/2011	
						543.00		
11,524.00		270. WALT DISNEY CO PROPERTY TYPE: SECURITIES 8,966.00				10/25/2010	02/22/2011	
						2,558.00		

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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)	
7,694.00		289. E M C CORP MASS COM PROPERTY TYPE: SECURITIES 5,249.00				05/24/2010	02/22/2011 2,445.00	
6,205.00		102. EMERSON ELEC CO COM PROPERTY TYPE: SECURITIES 4,662.00				05/24/2010	02/22/2011 1,543.00	
10,082.00		181. EXPRESS SCRIPTS INC CL-A PROPERTY TYPE: SECURITIES 9,056.00				05/24/2010	02/22/2011 1,026.00	
7,457.00		185. EXPRESS SCRIPTS INC CL-A PROPERTY TYPE: SECURITIES 9,565.00				07/18/2011	10/19/2011 -2,108.00	
7,659.00		190. EXPRESS SCRIPTS INC CL-A PROPERTY TYPE: SECURITIES 5,536.00				05/24/2010	10/19/2011 2,123.00	
1,209.00		30. EXPRESS SCRIPTS INC CL-A PROPERTY TYPE: SECURITIES 1,481.00				10/25/2010	10/19/2011 -272.00	
11,037.00		130. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 7,904.00				05/24/2010	02/22/2011 3,133.00	
14,800.00		175. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 7,688.00				05/23/2001	04/01/2011 7,112.00	
3,383.00		40. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 2,432.00				05/24/2010	04/01/2011 951.00	
46,642.00		582. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 22,392.00				12/12/2001	05/17/2011 24,250.00	
100,000.00		100000. FED HOME LN MTG CORP 2.500% 4/0 PROPERTY TYPE: SECURITIES 101,390.00				01/21/2010	04/08/2011 -1,390.00	

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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)	
150,000.00		150000. FED HOME LN BK PROPERTY TYPE: SECURITIES 151,716.00		2.650% 8/1		01/15/2010	08/12/2011 -1,716.00	
100,000.00		100000. FED HOME LN BK PROPERTY TYPE: SECURITIES 101,891.00		3.250% 8/2		01/20/2010	08/26/2011 -1,891.00	
17,409.00		245. FLUOR CORP COM PROPERTY TYPE: SECURITIES 11,510.00				05/07/2010	01/21/2011 5,899.00	
6,013.00		82. FLUOR CORP COM PROPERTY TYPE: SECURITIES 3,785.00				05/24/2010	02/22/2011 2,228.00	
5,808.00		45. FLOWSERVE CORP COM PROPERTY TYPE: SECURITIES 3,696.00				06/08/2010	02/22/2011 2,112.00	
13,805.00		1267.668 FORUM ABSOLUTE STRATEGIES-I PROPERTY TYPE: SECURITIES 13,906.00				10/29/2007	07/18/2011 -101.00	
10,563.00		97. FREEPORT-MCMORAN COPPER & GOLD I PROPERTY TYPE: SECURITIES 3,378.00				10/10/2008	01/21/2011 7,185.00	
7,405.00		68. FREEPORT-MCMORAN COPPER & GOLD I PROPERTY TYPE: SECURITIES 4,813.00				10/25/2010	01/21/2011 2,592.00	
4,044.00		79. FREEPORT-MCMORAN COPPER & GOLD I PROPERTY TYPE: SECURITIES 1,376.00				10/10/2008	02/22/2011 2,668.00	
4,809.00		231. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES 7,916.00				03/12/2007	02/22/2011 -3,107.00	
1,819.00		11. GOLDMAN SACHS GROUP INC COM PROPERTY TYPE: SECURITIES 1,824.00				01/21/2011	02/22/2011 -5.00	

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5,954.00		36. GOLDMAN SACHS GROUP INC COM PROPERTY TYPE: SECURITIES 6,452.00					06/26/2008	02/22/2011 -498.00
9,308.00		15. GOOGLE INC CL A COM PROPERTY TYPE: SECURITIES 7,216.00					05/24/2010	02/22/2011 2,092.00
6,910.00		229. HARTFORD FINANCIAL SVCS GROUP IN PROPERTY TYPE: SECURITIES 6,774.00					04/29/2010	02/22/2011 136.00
1,757.00		37. HEWLETT PACKARD COM PROPERTY TYPE: SECURITIES 1,670.00					05/11/2007	02/22/2011 87.00
7,600.00		160. HEWLETT PACKARD COM PROPERTY TYPE: SECURITIES 7,563.00					01/21/2011	02/22/2011 37.00
46,560.00		1341. HEWLETT PACKARD COM PROPERTY TYPE: SECURITIES 60,532.00					05/11/2007	06/14/2011 -13,972.00
49,168.00		50000. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 49,946.00		1.250%	9/13		04/08/2011	12/09/2011 -778.00
6,997.00		183. HOME DEPOT INC COM PROPERTY TYPE: SECURITIES 6,039.00					10/25/2010	02/22/2011 958.00
4,550.00		108. HUNT J B TRANS SVCS INC COM PROPERTY TYPE: SECURITIES 3,682.00					05/24/2010	02/22/2011 868.00
6,993.00		319. INTEL CORP COM PROPERTY TYPE: SECURITIES 6,635.00					10/25/2010	02/22/2011 358.00
438.00		20. INTEL CORP COM PROPERTY TYPE: SECURITIES 408.00					09/27/2006	02/22/2011 30.00

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823.00		42. INTEL CORP COM PROPERTY TYPE: SECURITIES 840.00					10/25/2010	04/15/2011 -17.00
39,187.00		2000. INTEL CORP COM PROPERTY TYPE: SECURITIES 38,053.00					05/17/2006	04/15/2011 1,134.00
4,508.00		85. INTUIT INC COM PROPERTY TYPE: SECURITIES 4,006.00					10/14/2010	02/22/2011 502.00
273,908.00		2825. ISHARES TR S&P MIDCAP 400 INDEX ET PROPERTY TYPE: SECURITIES 275,381.00					02/22/2011	07/18/2011 -1,473.00
10,050.00		214. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 8,731.00					01/11/2006	02/22/2011 1,319.00
12,171.00		194. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 11,766.00					05/24/2010	01/21/2011 405.00
22,648.00		361. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 16,460.00					04/12/2001	01/21/2011 6,188.00
3,877.00		64. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 2,918.00					04/12/2001	02/22/2011 959.00
30,246.00		456. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 20,791.00					04/12/2001	05/13/2011 9,455.00
6,276.00		119. KOHL'S CORP COM STK PROPERTY TYPE: SECURITIES 6,194.00					10/25/2010	02/22/2011 82.00
18,473.00		435. KOHL'S CORP COM STK PROPERTY TYPE: SECURITIES 22,859.00					07/18/2011	09/09/2011 -4,386.00

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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)	
21,530.00		507. KOHL'S CORP COM STK PROPERTY TYPE: SECURITIES 17,910.00					05/24/2010	09/09/2011
							3,620.00	
6,676.00		205. MERCK & CO INC COM PROPERTY TYPE: SECURITIES 10,324.00					08/14/2007	02/22/2011
							-3,648.00	
2,737.00		91. MORGAN STANLEY DEAN WITTER PROPERTY TYPE: SECURITIES 2,415.00			DISCOVE		05/11/2009	02/22/2011
							322.00	
1,173.00		39. MORGAN STANLEY DEAN WITTER PROPERTY TYPE: SECURITIES 1,056.00			DISCOVE		05/24/2010	02/22/2011
							117.00	
3,958.00		82. NUCOR CORP COM PROPERTY TYPE: SECURITIES 3,658.00					08/17/2009	02/22/2011
							300.00	
31,440.00		762. NUCOR CORP COM PROPERTY TYPE: SECURITIES 31,846.00					05/24/2010	07/22/2011
							-406.00	
4,745.00		115. NUCOR CORP COM PROPERTY TYPE: SECURITIES 4,528.00					07/18/2011	07/22/2011
							217.00	
1,238.00		30. NUCOR CORP COM PROPERTY TYPE: SECURITIES 1,151.00					10/25/2010	07/22/2011
							87.00	
13,340.00		127. OCCIDENTAL PETE CORP COM PROPERTY TYPE: SECURITIES 10,063.00					10/25/2010	02/22/2011
							3,277.00	
6,465.00		142. OMNICOM GROUP COM PROPERTY TYPE: SECURITIES 5,503.00					10/25/2010	01/21/2011
							962.00	
29,136.00		640. OMNICOM GROUP COM PROPERTY TYPE: SECURITIES 25,149.00					01/15/2010	01/21/2011
							3,987.00	

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8,763.00		264. ORACLE CORPORATION COM PROPERTY TYPE: SECURITIES 8,605.00					01/21/2011	02/22/2011 158.00
21,576.00		625.392 OPPENHEIMER DEVELOPING MKTS INST PROPERTY TYPE: SECURITIES 21,539.00					10/25/2010	07/18/2011 37.00
8,138.00		129. PNC FINL CORP COM PROPERTY TYPE: SECURITIES 7,874.00					05/20/2010	02/22/2011 264.00
5,692.00		63. PARKER HANNIFIN CORP COM PROPERTY TYPE: SECURITIES 3,379.00					10/28/2009	02/22/2011 2,313.00
3,483.00		45. PARKER HANNIFIN CORP COM PROPERTY TYPE: SECURITIES 3,887.00					07/18/2011	10/19/2011 -404.00
31,037.00		401. PARKER HANNIFIN CORP COM PROPERTY TYPE: SECURITIES 21,507.00					10/28/2009	10/19/2011 9,530.00
7,528.00		120. PEPSICO INC COM PROPERTY TYPE: SECURITIES 7,987.00					04/27/2007	02/22/2011 -459.00
9,964.00		164. PHILIP MORRIS INTL COM PROPERTY TYPE: SECURITIES 8,943.00					01/15/2008	02/22/2011 1,021.00
431.00		47.05 PIMCO COMMODITY REALRTN STRATEGY-I PROPERTY TYPE: SECURITIES 441.00					02/22/2011	07/18/2011 -10.00
5,451.00		595.045 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES 4,909.00					01/20/2010	07/18/2011 542.00
5,248.00		54. PRAXAIR INC COM PROPERTY TYPE: SECURITIES 4,184.00					10/25/2010	02/22/2011 1,064.00

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8,111.00		127. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 8,138.00					11/03/2010	02/22/2011 -27.00
221,180.00		18400.993 RIDGEWORTH FD-MIDCAP VAL EQTY PROPERTY TYPE: SECURITIES 153,303.00					01/20/2010	07/18/2011 67,877.00
2,335.00		194.246 RIDGEWORTH FD-MIDCAP VAL EQTY #R PROPERTY TYPE: SECURITIES 2,434.00					02/22/2011	07/18/2011 -99.00
853.00		112.765 RIDGEWORTH FD-INTL 130/30 #RGD1 PROPERTY TYPE: SECURITIES 1,028.00					04/21/2008	02/22/2011 -175.00
74,939.00		10251.609 RIDGEWORTH FD-INTL 130/30 #RGD PROPERTY TYPE: SECURITIES 75,573.00					01/20/2010	04/18/2011 -634.00
136,000.00		12627.668 RIDGEWORTH FD-INTERMEDIATE BD PROPERTY TYPE: SECURITIES 127,161.00					10/29/2007	12/09/2011 8,839.00
136,000.00		11574.468 RIDGEWORTH FD-CORE BD #RGCG PROPERTY TYPE: SECURITIES 122,921.00					10/29/2007	12/09/2011 13,079.00
11,293.00		119. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES 10,687.00					01/15/2008	02/22/2011 606.00
8,161.00		660.834 SCHRODER US SMALL/MID CAP OPPTY- PROPERTY TYPE: SECURITIES 8,148.00					02/22/2011	07/18/2011 13.00
10,888.00		1297.774 SENTINEL SMALL CO-I PROPERTY TYPE: SECURITIES 8,332.00					01/20/2010	02/22/2011 2,556.00
14,963.00		1704.19 SENTINEL SMALL CO-I PROPERTY TYPE: SECURITIES 10,941.00					01/20/2010	07/18/2011 4,022.00

**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)	
2,627.00		51. TEVA PHARMACEUTICAL INDS LTD PROPERTY TYPE: SECURITIES 2,985.00			COM		01/19/2010	02/22/2011 -358.00
6,611.00		186. TEXAS INSTRS INC COM PROPERTY TYPE: SECURITIES 6,819.00					05/11/2007	02/22/2011 -208.00
4,425.00		78. THERMO ELECTRON CORP PROPERTY TYPE: SECURITIES 4,610.00					07/24/2008	02/22/2011 -185.00
6,974.00		127. TRAVELERS COS INC/THE COM PROPERTY TYPE: SECURITIES 6,272.00					10/25/2010	01/21/2011 702.00
30,860.00		562. TRAVELERS COS INC/THE COM PROPERTY TYPE: SECURITIES 23,779.00					06/29/2006	01/21/2011 7,081.00
946.00		10. UNION PACIFIC CORP COM PROPERTY TYPE: SECURITIES 495.00					06/22/2009	01/21/2011 451.00
8,514.00		90. UNION PACIFIC CORP COM PROPERTY TYPE: SECURITIES 6,530.00					10/25/2010	01/21/2011 1,984.00
4,227.00		44. UNION PACIFIC CORP COM PROPERTY TYPE: SECURITIES 2,180.00					06/22/2009	02/22/2011 2,047.00
7,560.00		100. UNITED PARCEL SVC INC CL B PROPERTY TYPE: SECURITIES 6,263.00					05/24/2010	02/22/2011 1,297.00
15,552.00		216. UNITED PARCEL SVC INC CL B PROPERTY TYPE: SECURITIES 12,396.00					03/01/2010	03/04/2011 3,156.00
2,088.00		29. UNITED PARCEL SVC INC CL B PROPERTY TYPE: SECURITIES 1,816.00					05/24/2010	03/04/2011 272.00

**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)	
9,713.00		115. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES 7,629.00					05/24/2010	02/22/2011
					2,084.00			
48,008.00		652. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES 20,586.00					05/24/2010	08/30/2011
					27,422.00			
6,995.00		95. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES 8,345.00					07/18/2011	08/30/2011
					-1,350.00			
6,221.00		172. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 6,619.00					05/11/2007	02/22/2011
					-398.00			
5,392.00		73. VISA INC CL A COM PROPERTY TYPE: SECURITIES 5,455.00					09/28/2010	02/22/2011
					-63.00			
5,642.00		106. WALMART STORES INC COM PROPERTY TYPE: SECURITIES 5,421.00					05/24/2010	02/22/2011
					221.00			
29,078.00		584. WALMART STORES INC COM PROPERTY TYPE: SECURITIES 27,842.00					05/24/2010	08/12/2011
					1,236.00			
7,169.00		226. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES 7,345.00					01/21/2011	02/22/2011
					-176.00			
7,347.00		241. WILLIAMS COMPANIES INC DELAWARE PROPERTY TYPE: SECURITIES 5,308.00					03/01/2010	02/22/2011
					2,039.00			
4,410.00		164. INVESCO LTD BERMUDA COM PROPERTY TYPE: SECURITIES 4,451.00					05/23/2008	02/22/2011
					-41.00			

**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)	
TOTAL GAIN (LOSS) .....							----- 307,687. =====	



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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	227,955.	216,302.
TOTAL	227,955.	216,302.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEE	1,500.			1,500.
TOTALS	1,500.	NONE	NONE	1,500.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	121.	1,902.
CURRENT YR ESTIMATES	2,687.	
TOTALS	2,808.	1,902.

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
RENT AND ROYALTY EXPENSES		
ADR FOREIGN FEES	1,824.	
RENT & ROYALTY EXPENSES	16.	16.
PROPERTY TAXES		350.
RENTAL INSURANCE		1,332.
		142.

TOTALS

-----

1,840.

=====

-----

1,840.

=====

SHACKELFORD CHARITABLE TRUST 59-7906340

62-6363101

FORM 990PF, PART II - OTHER INVESTMENTS

=====

COST/  
FMV

C OR F

-----

BEGINNING  
BOOK VALUE

-----

ENDING  
BOOK VALUE

-----

ENDING  
FMV

---

SEE ATTACHED STATEMENTS

C

6,858,015.

6,744,879.

7,574,601.

TOTALS

6,858,015.

6,744,879.

7,574,601.

=====

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

OFFICER NAME:

SUNTRUST BANK

ADDRESS:

PO BOX 1908  
ORLANDO, FL 32802-1908

TITLE:

TRUSTEE, AS REQ'D

COMPENSATION ..... 69,647.

OFFICER NAME:

NANCY SMITH

ADDRESS:

P.O. BOX 23  
OXFORD, MS 38655

TITLE:

ADVISORY BOARD, AS REQ'D

COMPENSATION ..... 7,500.

OFFICER NAME:

PAUL CALAME

ADDRESS:

326 SOUTH GOODLETT  
MEMPHIS, TN 38117

TITLE:

ADVISORY BOARD, AS REQ'D

COMPENSATION ..... 10,000.

OFFICER NAME:

W. CARLYLE BLAKENEY

ADDRESS:

40 CALHOUN STREET, SUITE 303  
CHARLESTON, SC 29413

TITLE:

ADVISORY BOARD, AS REQ'D

COMPENSATION ..... 10,000.

TOTAL COMPENSATION:

97,147.

=====

RECIPIENT NAME:

PAUL A CALAME, JR

ADDRESS:

326 SOUTH GOODLET STREET  
MEMPHIS, TN 38117

RECIPIENT'S PHONE NUMBER: 901-458-6654

FORM, INFORMATION AND MATERIALS:

LETTER STATING REQUEST

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

=====

RECIPIENT NAME:

NATIONAL AUDUBON SOCIETY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATING EXPENSES, CAPITAL EXPENSES

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID ..... 371,189.

RECIPIENT NAME:

UNIVERSITY OF TENNESSEE  
INSTITUTE OF AGRICULTURE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SEED ORCHARD PROJECT

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID ..... 126,650.

TOTAL GRANTS PAID:

497,839.

=====

## RENT AND ROYALTY SUMMARY

=====

PROPERTY -----	TOTAL INCOME -----	DEPLETION/ DEPRECIATION -----	OTHER EXPENSES -----	ALLOWABLE NET INCOME -----
MARSHALL COUNTY, MIS	2,250.	-----	1,824.	426.
TOTALS	2,250.	=====	1,824.	426.
	=====	=====	=====	=====

**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

SHACKELFORD CHARITABLE TRUST 59-7906340

Employer identification number

62-6363101

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 . . . . .	<b>1b</b>	47,365.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	<b>2</b>	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>3</b>	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet . . . . .	<b>4</b>	( )
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 . . . . . ▶	<b>5</b>	47,365.

**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					85,918.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	<b>6b</b>	173,411.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	<b>7</b>	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>8</b>	
9 Capital gain distributions . . . . .	<b>9</b>	993.
10 Gain from Form 4797, Part I . . . . .	<b>10</b>	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet . . . . .	<b>11</b>	( )
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 . . . . . ▶	<b>12</b>	260,322.

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

Schedule D (Form 1041) 2011

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b>	Net short-term gain or (loss) . . . . .	<b>13</b>		47,365.
<b>14</b>	Net long-term gain or (loss):			
<b>a</b>	Total for year . . . . .	<b>14a</b>		260,322.
<b>b</b>	Unrecaptured section 1250 gain (see line 18 of the wrksh.) . . . . .	<b>14b</b>		
<b>c</b>	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	Total net gain or (loss). Combine lines 13 and 14a . . . . .	<b>15</b>		307,687.

**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**

<b>16</b>	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:	<b>16</b>	( )
<b>a</b>	The loss on line 15, column (3) or		
<b>b</b>	\$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.

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>	
<b>18</b>	Enter the smaller of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>	
<b>19</b>	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) . . . . .	<b>19</b>	
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>	
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . . .	<b>21</b>	
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>	
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>	
<b>24</b>	Enter the smaller of the amount on line 17 or \$2,300 . . . . .	<b>24</b>	
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23 . . . . .	<b>25</b>	
<b>26</b>	Subtract line 25 from line 24 . . . . .	<b>26</b>	
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22 . . . . .	<b>27</b>	
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>	
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>	
<b>30</b>	Multiply line 29 by 15% (.15) . . . . .	<b>30</b>	
<b>31</b>	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) . . . . .	<b>31</b>	
<b>32</b>	Add lines 30 and 31 . . . . .	<b>32</b>	
<b>33</b>	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) . . . . .	<b>33</b>	
<b>34</b>	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) . . . . .	<b>34</b>	

**SCHEDULE D-1  
(Form 1041)**

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

**2011**

Department of the Treasury  
Internal Revenue Service

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

Name of estate or trust: **SHACKELFORD CHARITABLE TRUST 59-7906340**  
Employer identification number: **62-6363101**

**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 602.08 ABERDEEN EQUITY LON	02/22/2011	07/18/2011	6,948.00	6,996.00	-48.00
30. AMAZON COM INC COM	07/18/2011	10/19/2011	7,093.00	6,377.00	716.00
83. AMGEN INC	05/24/2010	02/22/2011	4,309.00	4,325.00	-16.00
86. APACHE CORP COM	10/25/2010	02/22/2011	10,278.00	7,842.00	2,436.00
46. APPLE COMPUTER COM	10/25/2010	02/22/2011	15,736.00	11,465.00	4,271.00
129. AUTODESK INC COM	06/08/2010	02/22/2011	5,499.00	3,366.00	2,133.00
60. BB&T CORPORATION COM	08/17/2010	02/22/2011	1,680.00	1,434.00	246.00
246. BANK OF AMERICA CORP	10/25/2010	02/22/2011	3,513.00	3,014.00	499.00
150. BANK OF NEW YORK MELL	07/18/2011	08/18/2011	2,971.00	3,716.00	-745.00
40. BANK OF NEW YORK MELLO	10/25/2010	08/18/2011	792.00	1,020.00	-228.00
129. CAMERON INTL CORP COM	10/25/2010	02/22/2011	7,655.00	5,109.00	2,546.00
129. CARNIVAL CORP PANAMA	05/07/2010	02/22/2011	5,586.00	4,771.00	815.00
140. CARNIVAL CORP PANAMA	07/18/2011	08/18/2011	4,177.00	4,862.00	-685.00
156. CHEVRONTEXACO CORP CO	05/24/2010	01/21/2011	14,582.00	11,559.00	3,023.00
580. CISCO SYSTEMS COM STK	10/25/2010	03/18/2011	9,969.00	13,647.00	-3,678.00
109. COACH INC COM	05/24/2010	02/22/2011	6,188.00	4,203.00	1,985.00
114. DARDEN RESTAURANTS IN	10/14/2010	02/22/2011	5,643.00	5,100.00	543.00
270. WALT DISNEY CO	10/25/2010	02/22/2011	11,524.00	8,966.00	2,558.00
289. E M C CORP MASS COM	05/24/2010	02/22/2011	7,694.00	5,249.00	2,445.00
102. EMERSON ELEC CO COM	05/24/2010	02/22/2011	6,205.00	4,662.00	1,543.00
181. EXPRESS SCRIPTS INC C	05/24/2010	02/22/2011	10,082.00	9,056.00	1,026.00
185. EXPRESS SCRIPTS INC C	07/18/2011	10/19/2011	7,457.00	9,565.00	-2,108.00
30. EXPRESS SCRIPTS INC CL	10/25/2010	10/19/2011	1,209.00	1,481.00	-272.00
130. EXXON MOBIL CORP	05/24/2010	02/22/2011	11,037.00	7,904.00	3,133.00

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

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

Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1  
(Form 1041)**

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

**2011**

Department of the Treasury  
Internal Revenue Service

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

Name of estate or trust

Employer identification number

SHACKELFORD CHARITABLE TRUST 59-7906340

62-6363101

**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 40. EXXON MOBIL CORP	05/24/2010	04/01/2011	3,383.00	2,432.00	951.00
245. FLUOR CORP COM	05/07/2010	01/21/2011	17,409.00	11,510.00	5,899.00
82. FLUOR CORP COM	05/24/2010	02/22/2011	6,013.00	3,785.00	2,228.00
45. FLOWSERVE CORP COM	06/08/2010	02/22/2011	5,808.00	3,696.00	2,112.00
68. FREEPORT-MCMORAN COPPE CL B COM	10/25/2010	01/21/2011	7,405.00	4,813.00	2,592.00
11. GOLDMAN SACHS GROUP IN	01/21/2011	02/22/2011	1,819.00	1,824.00	-5.00
15. GOOGLE INC CL A COM	05/24/2010	02/22/2011	9,308.00	7,216.00	2,092.00
229. HARTFORD FINANCIAL SV COM	04/29/2010	02/22/2011	6,910.00	6,774.00	136.00
160. HEWLETT PACKARD COM	01/21/2011	02/22/2011	7,600.00	7,563.00	37.00
50000. HEWLETT PACKARD CO 9/13/13	04/08/2011	12/09/2011	49,168.00	49,946.00	-778.00
183. HOME DEPOT INC COM	10/25/2010	02/22/2011	6,997.00	6,039.00	958.00
108. HUNT J B TRANS SVCS I	05/24/2010	02/22/2011	4,550.00	3,682.00	868.00
319. INTEL CORP COM	10/25/2010	02/22/2011	6,993.00	6,635.00	358.00
42. INTEL CORP COM	10/25/2010	04/15/2011	823.00	840.00	-17.00
85. INTUIT INC COM	10/14/2010	02/22/2011	4,508.00	4,006.00	502.00
2825. ISHARES TR S&P MIDCA ETF	02/22/2011	07/18/2011	273,908.00	275,381.00	-1,473.00
194. JOHNSON & JOHNSON COM	05/24/2010	01/21/2011	12,171.00	11,766.00	405.00
119. KOHL'S CORP COM STK	10/25/2010	02/22/2011	6,276.00	6,194.00	82.00
435. KOHL'S CORP COM STK	07/18/2011	09/09/2011	18,473.00	22,859.00	-4,386.00
39. MORGAN STANLEY DEAN WI DISCOVER & CO	05/24/2010	02/22/2011	1,173.00	1,056.00	117.00
115. NUCOR CORP COM	07/18/2011	07/22/2011	4,745.00	4,528.00	217.00
30. NUCOR CORP COM	10/25/2010	07/22/2011	1,238.00	1,151.00	87.00
127. OCCIDENTAL PETE CORP	10/25/2010	02/22/2011	13,340.00	10,063.00	3,277.00
142. OMNICOM GROUP COM	10/25/2010	01/21/2011	6,465.00	5,503.00	962.00

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

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

Schedule D-1 (Form 1041) 2011



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

SHACKELFORD CHARITABLE TRUST 59-7906340

62-6363101

**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 229. ABB LTD SPONS ADR	07/08/2008	02/22/2011	5,412.00	6,188.00	-776.00
168. ABBOTT LABS COM	10/26/2007	02/22/2011	7,805.00	9,104.00	-1,299.00
43. AMAZON COM INC COM	02/09/2010	02/22/2011	7,893.00	5,095.00	2,798.00
40. AMAZON COM INC COM	02/09/2010	10/19/2011	9,457.00	4,740.00	4,717.00
144. BANK OF NEW YORK MELL	02/07/2008	02/22/2011	4,483.00	6,616.00	-2,133.00
999. BANK OF NEW YORK MELL	05/24/2010	08/18/2011	19,785.00	29,054.00	-9,269.00
111. BAXTER INTL INC COM	01/20/2010	02/22/2011	5,800.00	6,789.00	-989.00
152. CVS CORP COM	07/24/2007	02/22/2011	4,950.00	5,500.00	-550.00
82. CAPITAL ONE FINL CORP	01/19/2010	02/22/2011	4,245.00	3,471.00	774.00
832. CARNIVAL CORP PANAMA	05/24/2010	08/18/2011	24,824.00	30,666.00	-5,842.00
129. CHEVRONTEXACO CORP CO	10/06/2000	01/21/2011	12,058.00	4,334.00	7,724.00
92. CHEVRONTEXACO CORP COM	10/06/2000	02/22/2011	9,258.00	3,091.00	6,167.00
397. CISCO SYSTEMS COM STK	05/11/2007	02/22/2011	7,387.00	10,569.00	-3,182.00
1914. CISCO SYSTEMS COM ST	05/11/2007	03/18/2011	32,897.00	50,956.00	-18,059.00
190. EXPRESS SCRIPTS INC C	05/24/2010	10/19/2011	7,659.00	5,536.00	2,123.00
175. EXXON MOBIL CORP	05/23/2001	04/01/2011	14,800.00	7,688.00	7,112.00
582. EXXON MOBIL CORP	12/12/2001	05/17/2011	46,642.00	22,392.00	24,250.00
100000. FED HOME LN MTG CO 4/08/13	01/21/2010	04/08/2011	100,000.00	101,390.00	-1,390.00
150000. FED HOME LN BK 8/12/13	01/15/2010	08/12/2011	150,000.00	151,716.00	-1,716.00
100000. FED HOME LN BK 8/26/14	01/20/2010	08/26/2011	100,000.00	101,891.00	-1,891.00
1267.668 FORUM ABSOLUTE ST	10/29/2007	07/18/2011	13,805.00	13,906.00	-101.00
97. FREEPORT-MCMORAN COPPE CL B COM	10/10/2008	01/21/2011	10,563.00	3,378.00	7,185.00
79. FREEPORT-MCMORAN COPPE CL B COM	10/10/2008	02/22/2011	4,044.00	1,376.00	2,668.00
231. GENERAL ELEC CO COM	03/12/2007	02/22/2011	4,809.00	7,916.00	-3,107.00
36. GOLDMAN SACHS GROUP IN	06/26/2008	02/22/2011	5,954.00	6,452.00	-498.00

**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

SHACKELFORD CHARITABLE TRUST 59-7906340

62-6363101

**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 37. HEWLETT PACKARD COM	05/11/2007	02/22/2011	1,757.00	1,670.00	87.00
1341. HEWLETT PACKARD COM	05/11/2007	06/14/2011	46,560.00	60,532.00	-13,972.00
20. INTEL CORP COM	09/27/2006	02/22/2011	438.00	408.00	30.00
2000. INTEL CORP COM	05/17/2006	04/15/2011	39,187.00	38,053.00	1,134.00
214. J P MORGAN CHASE & CO	01/11/2006	02/22/2011	10,050.00	8,731.00	1,319.00
361. JOHNSON & JOHNSON COM	04/12/2001	01/21/2011	22,648.00	16,460.00	6,188.00
64. JOHNSON & JOHNSON COM	04/12/2001	02/22/2011	3,877.00	2,918.00	959.00
456. JOHNSON & JOHNSON COM	04/12/2001	05/13/2011	30,246.00	20,791.00	9,455.00
507. KOHL'S CORP COM STK	05/24/2010	09/09/2011	21,530.00	17,910.00	3,620.00
205. MERCK & CO INC COM	08/14/2007	02/22/2011	6,676.00	10,324.00	-3,648.00
91. MORGAN STANLEY DEAN WI DISCOVER & CO	05/11/2009	02/22/2011	2,737.00	2,415.00	322.00
82. NUCOR CORP COM	08/17/2009	02/22/2011	3,958.00	3,658.00	300.00
762. NUCOR CORP COM	05/24/2010	07/22/2011	31,440.00	31,846.00	-406.00
640. OMNICOM GROUP COM	01/15/2010	01/21/2011	29,136.00	25,149.00	3,987.00
63. PARKER HANNIFIN CORP C	10/28/2009	02/22/2011	5,692.00	3,379.00	2,313.00
401. PARKER HANNIFIN CORP	10/28/2009	10/19/2011	31,037.00	21,507.00	9,530.00
120. PEPSICO INC COM	04/27/2007	02/22/2011	7,528.00	7,987.00	-459.00
164. PHILIP MORRIS INTL CO	01/15/2008	02/22/2011	9,964.00	8,943.00	1,021.00
595.045 PIMCO COMMODITY RE STRATEGY-I	01/20/2010	07/18/2011	5,451.00	4,909.00	542.00
18400.993 RIDGEWORTH FD-MI EQTY #RGD5	01/20/2010	07/18/2011	221,180.00	153,303.00	67,877.00
112.765 RIDGEWORTH FD-INTL #RGD1	04/21/2008	02/22/2011	853.00	1,028.00	-175.00
10251.609 RIDGEWORTH FD-IN #RGD1	01/20/2010	04/18/2011	74,939.00	75,573.00	-634.00
12627.668 RIDGEWORTH FD-IN BD #RGCF	10/29/2007	12/09/2011	136,000.00	127,161.00	8,839.00
11574.468 RIDGEWORTH FD-CO	10/29/2007	12/09/2011	136,000.00	122,921.00	13,079.00
119. SCHLUMBERGER LTD COM	01/15/2008	02/22/2011	11,293.00	10,687.00	606.00

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



FEDERAL CAPITAL GAIN DIVIDENDS  
=====LONG-TERM CAPITAL GAIN DIVIDENDS  
-----

## 15% RATE CAPITAL GAIN DIVIDENDS

ABERDEEN EQUITY LONG SHORT-I	1,441.00	
FORUM ABSOLUTE STRATEGIES-I	1,038.00	
JANUS PERKINS SMALL CAP VALUE-I	14,141.00	
MANNING & NAPIER WORLD OPPTYS-A	28,337.00	
PIMCO COMMODITY REALRTN STRATEGY-I	564.00	
RIDGEWORTH FD-INTERMEDIATE BD #RGCF	12,028.00	
RIDGEWORTH FD-CORE BD #RGCG	15,322.00	
SCHRODER US SMALL/MID CAP OPPTY-I	1,419.00	
SENTINEL SMALL CO-I	11,627.00	
	-----	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		85,918.00
		-----
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		85,918.00
		=====

990PF, PART VII-B LINE 2B – SECTION 4942a2 EXPLANATION STATEMENT

This question does not apply. The foundation does not have any undistributed income from prior years.



PORTFOLIO DETAIL  
AS OF 12/31/11

SHACKELFORD CHARITABLE TRUST  
ACCOUNT NO. 7906340

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
<u>PRINCIPAL PORTFOLIO</u>						
<u>STIF &amp; MONEY MARKET FUNDS</u>						
191,710.45	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	191,710.45 1.000 2.45 %	191,710.45 1.00	0.00	19	0.01 % 0.00 %
<u>US GOVERNMENT &amp; AGENCY BONDS</u>						
75,000	FEDERAL FARM CREDIT BANK BDS DTD 08/02/11 3.740% DUE 08/02/21 CALLABLE CUSIP: 31331KTL4	76,261.50 101.682 0.98 %	76,637.25 102.18	375.75-	2,805	3.68 % 3.53 %
100,000	FEDERAL HOME LOAN BANK BDS DTD 11/09/10 3.250% DUE 11/09/20 CALLABLE CUSIP: 313371M60	100,219.00 100.219 1.28 %	100,000.00 100.00	219.00	3,250	3.24 % 3.22 %
<b>TOTAL US GOVERNMENT &amp; AGENCY BONDS</b>		<b>176,480.50</b>	<b>176,637.25</b>	<b>156.75-</b>	<b>6,055</b>	<b>3.43 %</b>



PORTFOLIO DETAIL  
AS OF 12/31/11

SHACKELFORD CHARITABLE TRUST  
ACCOUNT NO. 7906340

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
50,000	BANK OF NOVA SCOTIA SR UNSECD BDS DTD 01/22/10 3.400% DUE 01/22/15 CUSIP: 064149A64	52,519.00 105.038 0.67 %	51,659.50 103.32	859.50	1,700	3.24 % 1.70 %
75,000	BERKSHIRE HATHAWAY INC GLOBAL SR UNSECD NT DTD 08/15/11 2.200% DUE 08/15/16 CUSIP: 084670BB3 MOODY'S RATING: AA2	77,202.75 102.937 0.99 %	75,126.75 100.17	2,076.00	1,650	2.14 % 1.54 %
100,000	COLGATE-POLMOLIVE CO MTN SER E DTD 11/06/06 5.200% DUE 11/07/16 CUSIP: 19416QDHO MOODY'S RATING: AA3	117,276.00 117.276 1.50 %	112,673.00 112.67	4,603.00	5,200	4.43 % 1.50 %
100,000	MORGAN STANLEY SR UNSECD GLOBAL NT DTD 09/23/09 5.625% DUE 09/23/19 CUSIP: 61747YCJ2 MOODY'S RATING: A2	92,608.00 92.608 1.18 %	103,096.00 103.10	10,488.00 -	5,625	6.07 % 6.87 %
100,000	SHELL INTL FIN BV GLOBAL CO GTD NT DTD 03/22/07 5.200% DUE 03/22/17 CALLABLE CUSIP: 822582AC6	116,919.00 116.919 1.50 %	111,675.11 111.68	5,243.89	5,200	4.45 % 1.79 %
100,000	WAL-MART STORES INC SR NTS DTD 08/24/07 5.800% DUE 02/15/18 CUSIP: 931142CJ0 MOODY'S RATING: AA2	122,583.00 122.583 1.57 %	118,075.00 118.07	4,508.00	5,800	4.73 % 1.88 %



SHACKELFORD CHARITABLE TRUST  
ACCOUNT NO. 7906340

PORTFOLIO DETAIL  
AS OF 12/31/11

PAGE 5

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
	<b>TOTAL CORPORATE OBLIGATIONS</b>	<b>579,107.75</b>	<b>572,305.36</b>	<b>6,802.39</b>	<b>25,175</b>	<b>4.35 %</b>
	<b>EQUITY SECURITIES</b>					
	<b>ENERGY</b>					
512	APACHE CORP COM CUSIP: 037411105	46,376.96 90.580 0.59 %	40,861.06 79.81	5,515.90	307	0.66 % 0.00 %
882	CAMERON INTL CORP COM CUSIP: 13342B105	43,385.58 49.190 0.55 %	36,459.74 41.34	6,925.84	0	0.00 % 0.00 %
701	CHEVRON CORP COM CUSIP: 166764100	74,586.40 106.400 0.95 %	29,673.81 42.33	44,912.59	2,271	3.04 % 0.00 %
750	NATIONAL OILWELL VARCO INC COM CUSIP: 637071101	50,992.50 67.990 0.65 %	49,425.79 65.90	1,566.71	360	0.71 % 0.00 %
819	OCCIDENTAL PETE CORP COM CUSIP: 674599105	76,740.30 93.700 0.98 %	62,062.93 75.78	14,677.37	1,507	1.96 % 0.00 %
861	SCHLUMBERGER LTD COM CUSIP: 806857108	58,814.91 68.310 0.75 %	64,131.49 74.48	5,316.58-	861	1.46 % 0.00 %
1,545	WILLIAMS COS INC COM CUSIP: 969457100	51,015.90 33.020 0.65 %	34,318.42 22.21	16,697.48	1,545	3.03 % 0.00 %
	<b>TOTAL ENERGY</b>	<b>401,912.55</b>	<b>316,933.24</b>	<b>84,979.31</b>	<b>6,851</b>	<b>1.70 %</b>



SHACKELFORD CHARITABLE TRUST  
 ACCOUNT NO. 7906340

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
580	FREEPORT-MCMORAN COPPER & GOLD INC COM CUSIP: 35671D857	21,338.20 36.790 0.27 %	12,558.84 21.65	8,779.36	580	2.72 % 0.00 %
388	PRAXAIR INC COM CUSIP: 74005P104	41,477.20 106.900 0.53 %	25,530.76 65.80	15,946.44	776	1.87 % 0.00 %
<b>TOTAL MATERIALS</b>		<b>62,815.40</b>	<b>38,089.60</b>	<b>24,725.80</b>	<b>1,356</b>	<b>2.16 %</b>
<b>INDUSTRIALS</b>						
1,827	ABB LTD SWITZERLAND SPONS ADR CUSIP: 000375204	34,402.41 18.830 0.44 %	38,268.99 20.95	3,866.58-	1,230	3.58 % 0.00 %
1,375	BE AEROSPACE INC COM CUSIP: 073302101	53,226.25 38.710 0.68 %	50,289.32 36.57	2,936.93	0	0.00 % 0.00 %
759	EMERSON ELEC CO COM CUSIP: 291011104	35,361.81 46.590 0.45 %	30,695.16 40.44	4,666.65	1,214	3.43 % 0.00 %
338	FLOWERVE CORP COM CUSIP: 34354P105	33,570.16 99.320 0.43 %	28,422.89 84.09	5,147.27	433	1.29 % 0.00 %
658	FLUOR CORP COM NEW CUSIP: 343412102	33,064.50 50.250 0.42 %	30,855.69 46.89	2,208.81	329	1.00 % 0.00 %



PORTFOLIO DETAIL  
AS OF 12/31/11

SHACKELFORD CHARITABLE TRUST  
ACCOUNT NO. 7906340

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
2,207	GENERAL ELEC CO COM CUSIP: 369604103	39,527.37 17.910 0.51 %	66,761.78 30.25	27,234.41-	1,501	3.80 % 0.00 %
872	HUNT J B TRANS SVCS INC COM CUSIP: 445658107	39,301.04 45.070 0.50 %	29,976.93 34.38	9,324.11	453	1.15 % 0.00 %
655	PACCAR INC COM CUSIP: 693718108	24,542.85 37.470 0.31 %	32,850.61 50.15	8,307.76-	472	1.92 % 0.00 %
1,510	QUANTA SVCS INC COM CUSIP: 74762E102	32,525.40 21.540 0.42 %	33,535.40 22.21	1,010.00-	0	0.00 % 0.00 %
347	UNION PACIFIC CORP COM CUSIP: 907818108	36,761.18 105.940 0.47 %	19,476.93 56.13	17,284.25	833	2.27 % 0.00 %
467	UNITED PARCEL SVC INC CL B COM CUSIP: 911312106	34,179.73 73.190 0.44 %	24,602.51 52.68	9,577.22	971	2.84 % 0.00 %
<b>TOTAL INDUSTRIALS</b>		<b>396,462.70</b>	<b>385,736.21</b>	<b>10,726.49</b>	<b>7,436</b>	<b>1.88 %</b>



PORTFOLIO DETAIL  
AS OF 12/31/11

SHACKELFORD CHARITABLE TRUST  
ACCOUNT NO. 7906340

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
212	AMAZON INC COM CUSIP: 023135106	36,697.20 173.100 0.47 %	25,119.84 118.49	11,577.36	0	0.00 % 0.00 %
875	COACH INC COM CUSIP: 189754104	53,410.00 61.040 0.68 %	32,447.69 37.08	20,962.31	788	1.48 % 0.00 %
751	DARDEN RESTAURANTS INC COM CUSIP: 237194105	34,230.58 45.580 0.44 %	34,387.50 45.79	156.92-	1,292	3.77 % 0.00 %
1,520	HOME DEPOT INC COM CUSIP: 437076102	63,900.80 42.040 0.82 %	36,341.17 23.91	27,559.63	1,763	2.76 % 0.00 %
2,030	MACY'S INC COM CUSIP: 55616P104	65,325.40 32.180 0.84 %	52,656.07 25.94	12,669.33	812	1.24 % 0.00 %
1,574	WALT DISNEY CO COM CUSIP: 254687106	59,025.00 37.500 0.75 %	37,457.46 23.80	21,567.54	944	1.60 % 0.00 %
495	WHIRLPOOL CORP COM CUSIP: 963320106	23,487.75 47.450 0.30 %	41,799.61 84.44	18,311.86-	990	4.21 % 0.00 %
<b>TOTAL CONSUMER DISCRETIONARY</b>		<b>336,076.73</b>	<b>260,209.34</b>	<b>75,867.39</b>	<b>6,589</b>	<b>1.96 %</b>



SHACKELFORD CHARITABLE TRUST  
ACCOUNT NO. 7906340

PORTFOLIO DETAIL

AS OF 12/31/11

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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
<b>CONSUMER STAPLES</b>						
1,312	CVS CAREMARK CORP COM CUSIP: 126650100	53,503.36 40.780 0.68 %	46,884.50 35.74	6,618.86	853	1.59 % 0.00 %
1,165	GENERAL MILLS INC COM CUSIP: 370334104	47,077.65 40.410 0.60 %	43,416.78 37.27	3,660.87	1,421	3.02 % 0.00 %
823	PEPSICO INC COM CUSIP: 713448108	54,606.05 66.350 0.70 %	54,366.37 66.06	239.68	1,695	3.10 % 0.00 %
1,120	PHILIP MORRIS INTL COM CUSIP: 718172109	87,897.60 78.480 1.12 %	59,183.84 52.84	28,713.76	3,450	3.93 % 0.00 %
950	PROCTER & GAMBLE CO COM CUSIP: 742718109	63,374.50 66.710 0.81 %	43,409.06 45.69	19,965.44	1,995	3.15 % 0.00 %
<b>TOTAL CONSUMER STAPLES</b>			<b>247,260.55</b>	<b>59,198.61</b>	<b>9,414</b>	<b>3.07 %</b>



PORTFOLIO DETAIL  
AS OF 12/31/11

SHACKELFORD CHARITABLE TRUST  
ACCOUNT NO. 7906340

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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
1,311	ABBOTT LABS COM CUSIP: 002824100	73,717.53 56.230 0.94 %	67,519.17 51.50	6,198.36	2,517	3.41 % 0.00 %
867	AMGEN INC COM CUSIP: 031162100	55,670.07 64.210 0.71 %	46,733.17 53.90	8,936.90	1,248	2.24 % 0.00 %
777	BAXTER INTL INC COM CUSIP: 071813109	38,445.96 49.480 0.49 %	44,843.20 57.71	6,397.24-	1,041	2.71 % 0.00 %
925	EXPRESS SCRIPTS INC COM CUSIP: 302182100	41,338.25 44.690 0.53 %	26,846.42 29.02	14,491.83	0	0.00 % 0.00 %
1,676	MERCK & CO INC COM NEW CUSIP: 58933Y105	63,185.20 37.700 0.81 %	52,549.48 31.35	10,635.72	2,816	4.46 % 0.00 %
3,055	PFIZER INC COM CUSIP: 717081103	66,110.20 21.640 0.85 %	57,611.13 18.86	8,499.07	2,688	4.07 % 0.00 %
1,177	TEVA PHARMACEUTICAL INDS LTD SPONS ADR CUSIP: 881624209	47,503.72 40.360 0.61 %	63,489.60 53.94	15,985.88-	924	1.95 % 0.00 %
548	THERMO FISHER SCIENTIFIC INC COM CUSIP: 883556102	24,643.56 44.970 0.32 %	31,589.66 57.65	6,946.10-	0	0.00 % 0.00 %
<b>TOTAL HEALTH CARE</b>		<b>410,614.49</b>	<b>391,181.83</b>	<b>19,432.66</b>	<b>11,235</b>	<b>2.74 %</b>



PORTFOLIO DETAIL  
AS OF 12/31/11

SHACKELFORD CHARITABLE TRUST  
ACCOUNT NO. 7906340

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
3,879	BANK OF AMERICA CORP COM CUSIP: 060505104	21,567.24 5.560 0.28 %	42,129.22 10.86	20,561.98-	155	0.72 % 0.00 %
1,156	BB&T CORP COM CUSIP: 054937107	29,096.52 25.170 0.37 %	27,746.95 24.00	1,349.57	740	2.54 % 0.00 %
1,316	CAPITAL ONE FINL CORP COM CUSIP: 14040H105	55,653.64 42.290 0.71 %	54,041.27 41.06	1,612.37	263	0.47 % 0.00 %
378	GOLDMAN SACHS GROUP INC COM CUSIP: 38141G104	34,182.54 90.430 0.44 %	54,821.91 145.03	20,639.37-	529	1.55 % 0.00 %
1,845	HARTFORD FINL SVCS GROUP INC COM CUSIP: 416515104	29,981.25 16.250 0.38 %	50,277.58 27.25	20,296.33-	738	2.46 % 0.00 %
1,287	INVESCO LTD USDO.2 BERMUDA COM CUSIP: 6491BT108	25,855.83 20.090 0.33 %	32,153.42 24.98	6,297.59-	631	2.44 % 0.00 %
1,864	JP MORGAN CHASE & CO COM CUSIP: 46625H100	61,978.00 33.250 0.79 %	75,128.36 40.30	13,150.36-	1,864	3.01 % 0.00 %
1,310	MORGAN STANLEY COM NEW CUSIP: 617446448	19,820.30 15.130 0.25 %	31,195.31 23.81	11,375.01-	262	1.32 % 0.00 %

FINANCIALS



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1,039	PNC FINL SVCS GROUP INC COM CUSIP: 693475105	59,919.13 57.670 0.77 %	62,303.66 59.97	2,384.53-	1,455	2.43 % 0.00 %
1,981	WELLS FARGO & CO COM NEW CUSIP: 949746101	54,596.36 27.560 0.70 %	56,073.13 28.31	1,476.77-	951	1.74 % 0.00 %
<b>TOTAL FINANCIALS</b>		<b>392,650.81</b>	<b>485,870.81</b>	<b>93,220.00-</b>	<b>7,588</b>	<b>1.93 %</b>

INFORMATION TECHNOLOGY

318	APPLE INC COM CUSIP: 037833100	128,790.00 405.000 1.65 %	63,014.16 198.16	65,775.84	0	0.00 % 0.00 %
1,119	AUTODESK INC COM CUSIP: 052769106	33,939.27 30.330 0.43 %	30,729.75 27.46	3,209.52	0	0.00 % 0.00 %
2,120	EMC CORP MASS COM CUSIP: 268648102	45,664.80 21.540 0.58 %	39,935.81 18.84	5,728.99	0	0.00 % 0.00 %
108	GOOGLE INC CL A COM CUSIP: 38259P508	69,757.20 645.900 0.89 %	50,871.93 471.04	18,885.27	0	0.00 % 0.00 %
335	INTERNATIONAL BUSINESS MACHS CORP COM CUSIP: 459200101	61,599.80 183.880 0.79 %	54,520.68 162.75	7,079.12	1,005	1.63 % 0.00 %
693	INTUIT INC COM CUSIP: 461202103	36,444.87 52.590 0.47 %	32,810.00 47.34	3,634.87	416	1.14 % 0.00 %



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2,099	ORACLE CORP COM CUSIP: 68389X105	53,839.35 25.650 0.69 %	46,588.30 22.20	7,251.05	504	0.94 % 0.00 %
890	QUALCOMM CORP COM CUSIP: 747525103	48,683.00 54.700 0.62 %	49,499.13 55.62	816.13-	765	1.57 % 0.00 %
740	TERADATA CORP DEL COM CUSIP: 88076W103	35,897.40 48.510 0.46 %	37,460.64 50.62	1,563.24-	0	0.00 % 0.00 %
1,500	TEXAS INSTRS INC COM CUSIP: 882508104	43,665.00 29.110 0.56 %	49,207.64 32.81	5,542.64-	1,020	2.34 % 0.00 %
557	VISA INC CL A COM CUSIP: 92826C839	56,552.21 101.530 0.72 %	39,887.96 71.61	16,664.25	490	0.87 % 0.00 %
<b>TOTAL INFORMATION TECHNOLOGY</b>		<b>614,832.90</b>	<b>494,526.00</b>	<b>120,306.90</b>	<b>4,200</b>	<b>0.68 %</b>
<b>TELECOMMUNICATION SERVICES</b>						
1,572	VERIZON COMMUNICATIONS COM CUSIP: 92343V104	63,068.64 40.120 0.81 %	54,515.43 34.68	8,553.21	3,144	4.99 % 0.00 %
<b>TOTAL EQUITY SECURITIES</b>		<b>2,984,893.38</b>	<b>2,674,323.01</b>	<b>310,570.37</b>	<b>57,812</b>	<b>1.94 %</b>



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<u>MUTUAL FUNDS</u>						
12,899.104	ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL CUSIP: 003020336	143,954.00 11.160 1.84 %	144,101.70 11.17	147.70-	0	0.00 % 0.00 %
20,620.36	FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL CUSIP: 349847600	227,854.98 11.050 2.91 %	220,968.46 10.72	6,886.52	763	0.33 % 0.00 %
7,442.904	JANUS FDS PERKINS SMALL CAP VALUE FD CL I CUSIP: 47103C183	151,835.24 20.400 1.94 %	163,452.48 21.96	11,617.24-	871	0.57 % 0.00 %
92,394.497	MANNING & NAPIER FDS WORLD OPPTYS SER CL A CUSIP: 563821545	612,575.52 6.630 7.83 %	762,846.94 8.26	150,271.42-	22,175	3.62 % 0.00 %
8,588.921	OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y CUSIP: 683974505	248,821.04 28.970 3.18 %	265,130.02 30.87	16,308.98-	5,798	2.33 % 0.00 %
16,256.866	PIMCO FDS COMMODITY REALRETURN STRATEGY INSTL CUSIP: 722005667	106,319.90 6.540 1.36 %	104,773.92 6.44	1,545.98	32,384	30.46 % 0.00 %
8,996.606	SCHRODER FDS US SMALL & MIDCAP OPPORTUNITES FD IV CUSIP: 80809R204	103,101.10 11.460 1.32 %	110,928.14 12.33	7,827.04-	0	0.00 % 0.00 %
16,808.096	SENTINEL FDS SMALL CO FD INSTL CL CUSIP: 81728B825	125,220.32 7.450 1.60 %	99,089.59 5.90	26,130.73	0	0.00 % 0.00 %



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	<b>TOTAL MUTUAL FUNDS</b>	1,719,682.10	1,871,291.25	151,609.15	61,990	3.60 %
	<b>PROPRIETARY FUNDS</b>					
50,282.221	RIDGEWORTH FD-CORE BD I SHS #RGCJ CUSIP: 76628T876	560,143.94 11.140 7.16 %	533,525.94 10.61	26,618.00	15,789	2.82 % 0.00 %
52,718.858	RIDGEWORTH FD-INTERMEDIATE BD I SHS #RGCJ CUSIP: 76628T702	551,439.25 10.460 7.05 %	527,013.45 10.00	24,425.80	12,916	2.34 % 0.00 %
11,890.606	RIDGEWORTH FD-SEIX FLTG RT HIGH INCM I SHS #RGCJ CUSIP: 76628T678	102,853.74 8.650 1.32 %	100,000.00 8.41	2,853.74	5,862	5.70 % 0.00 %
	<b>TOTAL PROPRIETARY FUNDS</b>	1,214,436.93	1,160,539.39	53,897.54	34,567	2.85 %
	<b>REAL ESTATE</b>					
1	MARSHALL CNTY MISSISSIPPI 268.9 ACRES CUSIP: RE1404012	900,000.00 900,000.000 11.51 %	289,780.50 289,780.50	610,219.50	0	0.00 % 0.00 %



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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 BRISTOL MYERS 2ND ON RCPT OF FINAL PMT CUSIP: 997000KD5	0.00 0.000 0.00 %	1.00 1.00	1.00-	0	0.00 % 0.00 %
1	CLASS ACTION PENDING COCA COLA CO (THE) ON RCPT OF FINAL PMT CUSIP: 997000ZY3	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 %
1	CLASS ACTION PENDING MERRILL LYNCH & CO INC ON RCPT OF FINAL PMT CUSIP: 997000UK8	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING MOTOROLA ON RCPT OF FINAL PMT CUSIP: 997001FD9	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %



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	TOTAL MISCELLANEOUS ASSETS	0.00	1.00	1.00-	0	0.00 %
	PRINCIPAL PORTFOLIO TOTAL	7,766,311.11	6,936,588.21	829,722.90	185,618	2.39 %
	INCOME PORTFOLIO					
	STIF & MONEY MARKET FUNDS					
53,744.62	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	53,744.62 1.000 0.69 %	53,744.62 1.00	0.00	5	0.01 % 0.00 %
	INCOME PORTFOLIO TOTAL	53,744.62	53,744.62	0.00	5	0.01 %

TOTAL ASSETS 7,820,055.73 6,990,332.83 829,722.90 185,623 2.37 %



TRANSACTION SUMMARY

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	<u>PRINCIPAL CASH</u>	<u>INCOME CASH</u>	<u>FED TAX COST</u>
<b>BEGINNING BALANCES</b>	0.00	0.00	7,129,244.27
<b>RECEIPTS</b>			
INTEREST	0.00	157.99	0.00
DIVIDENDS	111,634.15	56,666.51	0.00
SALES & MATURITIES	321,167.75	0.00	300,026.97-
TOTAL RECEIPTS	432,801.90	56,824.50	300,026.97-
<b>DISBURSEMENTS</b>			
DISBURSEMENTS	322,078.00-	0.00	0.00
ADMINISTRATIVE EXPENSES	2,854.15-	2,854.14-	0.00
FIDUCIARY TAX	256.00-	418.00-	0.00
OTHER DISBURSEMENTS	0.00	50.58-	0.00
TOTAL DISBURSEMENTS	325,188.15-	3,322.72-	0.00
<b>CASH SWEEP TRANSACTIONS</b>			
SWEEP PURCHASES	432,801.90-	56,413.26-	489,215.16
SWEEP SALES	325,188.15	2,911.48	328,099.63-
TOTAL CASH SWEEP TRANSACTIONS	107,613.75-	53,501.78-	161,115.53

<b>ENDING BALANCES</b>	0.00	0.00	6,990,332.83
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