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 , and ending

Name of foundation
THOMAS BENTON BARNETT CHARITABLE FDN.
(48-0001-01-5)

A Employer identification number
63-6159417

Number and street (or P O box number if mail is not delivered to street address) Room/suite
BANC TRUST COMPANY, INC.

B Telephone number
251-431-7822

City or town, state, and ZIP code
MOBILE, AL 36652

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 1,051,374.

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

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

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

Line	Description	(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			N/A	
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	31,135.	31,135.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-19,265.			
b	Gross sales price for all assets on line 6a 361,924.				
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	1,000.	0.		STATEMENT 2
12	**Total.** Add lines 1 through 11	12,870.	31,135.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	4,888.	4,888.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 3	1,829.	915.		914.
c	Other professional fees STMT 4	4,539.	4,539.		0.
17	Interest				
18	Taxes STMT 5	504.	504.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 6	6.	6.		0.
24	**Total operating and administrative expenses.** Add lines 13 through 23	11,766.	10,852.		914.
25	Contributions, gifts, grants paid	169,371.			169,371.
26	**Total expenses and disbursements** Add lines 24 and 25	181,137.	10,852.		170,285.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-168,267.			
b	**Net investment income** (if negative, enter -0-)		20,283.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

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11331112 759609 8118-500 2011.04030 THOMAS BENTON BARNETT CHARI 8118-502

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	55,335.	23,125.	23,125.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 7	143,508.	121,930.	131,252.
	b Investments - corporate stock			
	c Investments - corporate bonds STMT 8	324,408.	224,403.	242,611.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	644,512.	629,796.	558,273.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	110,000.	110,000.	96,113.
	16 **Total assets** (to be completed by all filers)	1,277,763.	1,109,254.	1,051,374.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,311,597.	1,311,597.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-33,834.	-202,343.	
	30 **Total net assets or fund balances**	1,277,763.	1,109,254.	
	31 **Total liabilities and net assets/fund balances**	1,277,763.	1,109,254.	

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	1,277,763.
2	Enter amount from Part I, line 27a	2	-168,267.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,109,496.
5	Decreases not included in line 2 (itemize) ▶ MISC TIMING DIFFERENCES	5	242.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,109,254.

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				
b	SEE ATTACHED STATEMENT			
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				
b				
c				
d				
e	361,924.		381,189.	-19,265.

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				
b				
c				
d				
e				-19,265.

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	-19,265.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	71,015.	1,293,851.	.054887
2009	68,531.	1,455,652.	.047079
2008	68,216.	1,448,179.	.047105
2007	58,848.	1,390,512.	.042321
2006	43,587.	1,384,671.	.031478

2 Total of line 1, column (d)	2	.222870
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	.044574
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,175,608.
5 Multiply line 4 by line 3	5	52,402.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	203.
7 Add lines 5 and 6	7	52,605.
8 Enter qualifying distributions from Part XII, line 4	8	170,285.

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 ▶ [X] and enter 1% of Part I, line 27b		1	203.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3	Add lines 1 and 2		3	203.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	203.
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 350.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	350.
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	147.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 147.	Refunded ▶	11	0.

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 instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
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 ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	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? N/A	4b		
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) ▶ AL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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 ▶ BANCTRUST COMPANY, INC TRUST DEPART Telephone no ▶ (251)431-7822

Located at ▶ P.O. BOX 3067, MOBILE, AL ZIP+4 ▶ 36652

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

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			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)?	N/A	1b		
	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)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANCTRUST COMPANY, INC. P.O. BOX 3067 MOBILE, AL 36652	TRUSTEE 1.00	4,888.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes			
a	Average monthly fair market value of securities		1a	1,154,278.
b	Average of monthly cash balances		1b	39,233.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	1,193,511.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	1,193,511.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	17,903.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	1,175,608.
6	**Minimum investment return** Enter 5% of line 5		6	58,780.

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	58,780.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 203.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	203.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	58,577.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	58,577.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	58,577.

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	170,285.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	170,285.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	203.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	170,082.

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				58,577.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010 55.				
f Total of lines 3a through e	55.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 170,285.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				58,577.
e Remaining amount distributed out of corpus	111,708.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	111,763.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	111,763.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010 55.				
e Excess from 2011 111,708.				

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

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

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities 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))

NONE

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

NONE

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

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

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

JOHN HENSLEY, BANCTRUST COMPANY, INC., 866-328-7887
P.O. BOX 3067, MOBILE, AL 36652

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

NO FORMS; LETTERS TO OUTLINE REQUESTS

c Any submission deadlines

NONE

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

NONE

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				
L'ARCHE 151 S ANN ST MOBILE, AL 36604	NONE	PUBLIC	CHARITABLE DONATION	10,000.
MARY'S SHELTER P.O. BOX 18 ELBERTA, AL 36530	NONE	PUBLIC	COMPREHENSIVE RESIDENTIAL CARE FOR PREGNANT TEENS	110,921.
MCGILL-TOOLEN HIGH SCHOOL 1501 OLD SHELL ROAD MOBILE, AL 36604	NONE	PUBLIC	SCHOLARSHIPS	37,200.
PRICHARD PREPARATORY SCHOOL 743 MT SINAI AVE WHISTLER, AL 36612	NONE	PUBLIC	CHARITABLE CONTRIBUTION	2,500.
ST. THOMAS BY THE SEA 26547 PERDIDO BEACH BLVD ORANGE BEACH, AL 36561	NONE	PUBLIC	MEXICO MISSION	1,200.
Total SEE CONTINUATION SHEET(S)			▶ 3a	169,371.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	31,135.	
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	-19,265.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a OUTSTANDING CHECK					
b DEPOSIT					1,000.
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		11,870.	1,000.

13 Total. Add line 12, columns (b), (d), and (e) 13 12,870.

(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)
11B	PRIOR YEAR EXPENSE REVERSAL

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 | Date 11/14/12 | Title ▶ TRUST OFFICER

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
L. PAGE STALCUP, III	L. PAGE STALCUP,	11/12/12		P00381759

Firm's name ▶ WILKINS MILLER HIERONYMUS, LLC — Firm's EIN ▶ 27-0355040

Firm's address ▶ P.O. BOX 70047 MOBILE, AL 36670 — Phone no (251)410-6700

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ARCHANGEL RADIO 399 SOUTH SECTION STREET FAIRHOPE, AL 36532	NONE	PUBLIC	CHARITABLE CONTRIBUTION	2,500.
SAINT BENEDICT SCHOOL 12786 ILLINOIS STREET ELBERTA, AL 36530	NONE	PUBLIC	CHARITABLE CONTRIBUTION	5,000.
ALL SAINTS EPISCOPAL CHURCH 151 SOUTH ANN STREET MOBILE, AL 36604	NONE	PUBLIC	CHARITABLE CONTRIBUTION	50.
Total from continuation sheets				7,550.

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	BANKTRUST - SEE ATTACHED	P	VARIOUS	06/30/11
b	AMERITRADE #960-006184 - SEE ATTACHED	P	VARIOUS	06/30/11
c	AMERITRADE #960-006184 - SEE ATTACHED	P	VARIOUS	06/30/11
d	AMERITRADE #960-006187 - SEE ATTACHED	P	VARIOUS	06/30/11
e	AMERITRADE #960-006187 - SEE ATTACHED	P	VARIOUS	06/30/11
f	CAPITAL GAIN DISTRIBUTION AMERITRADE #960-006187	P	VARIOUS	03/29/11
g	CAPITAL GAIN DISTRIBUTION AMERITRADE #960-006184	P	VARIOUS	12/15/11
h				
i				
j				
k				
l				
m				
n				
o				

	(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	121,045.		121,566.	-521.
b	21,253.		21,051.	202.
c	100,689.		120,869.	-20,180.
d	16,418.		16,527.	-109.
e	98,695.		101,176.	-2,481.
f	3,738.			3,738.
g	86.			86.
h				
i				
j				
k				
l				
m				
n				
o				

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				-521.
b				202.
c				-20,180.
d				-109.
e				-2,481.
f				3,738.
g				86.
h				
i				
j				
k				
l				
m				
n				
o				

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	-19,265.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

123591
05-01-11

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMERITRADE INSTITUTIONAL 960-006184	7,285.	0.	7,285.
AMERITRADE INSTITUTIONAL 960-006187	2,774.	0.	2,774.
DIVIDENDS BANCTRUST 48-0001-01-5	8.	0.	8.
INTEREST BANCTRUST 48-0001-01-5	21,068.	0.	21,068.
TOTAL TO FM 990-PF, PART I, LN 4	31,135.	0.	31,135.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OUTSTANDING CHECK DEPOSIT	1,000.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,000.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WILKINS MILLER HIERONYMUS	1,829.	915.		914.
TO FORM 990-PF, PG 1, LN 16B	1,829.	915.		914.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL RESOURCES - MANAGEMENT FEES	4,539.	4,539.		0.
TO FORM 990-PF, PG 1, LN 16C	4,539.	4,539.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	504.	504.		0.
TO FORM 990-PF, PG 1, LN 18	504.	504.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AMORTIZATION	6.	6.		0.
TO FORM 990-PF, PG 1, LN 23	6.	6.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT AGENCIES	X		121,930.	131,252.
TOTAL U.S. GOVERNMENT OBLIGATIONS			121,930.	131,252.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			121,930.	131,252.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	224,403.	242,611.
TOTAL TO FORM 990-PF, PART II, LINE 10C	224,403.	242,611.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - GOLDMAN SACHS	COST	319,973.	300,959.
MUTUAL FUNDS - CALLAN	COST	309,823.	257,314.
TOTAL TO FORM 990-PF, PART II, LINE 13		629,796.	558,273.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
LIFE INSURANCE POLICY	110,000.	110,000.	96,113.
TO FORM 990-PF, PART II, LINE 15	110,000.	110,000.	96,113.

Form **8868**
(Rev. January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

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

Type or print	Name of exempt organization or other filer, see instructions. THOMAS BENTON BARNETT CHARITABLE FDN. (48-0001-01-5)	Employer identification number (EIN) or [X] 63-6159417
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. C/O WILKINS MILLER HIERONYMUS, LLC - PO BOX 70047	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MOBILE, AL 36670-1047	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶ BANCTRUST COMPANY, INC TRUST DEPARTMENT P.O. BOX 3067 - MOBILE, AL 36652
  Telephone No ▶ (251)431-7822 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

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

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 260.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 1-2012)

123841
01-04-12

10450508 759609 8118-500 2011.03040 THOMAS BENTON BARNETT CHARI 8118-502

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print. File by the due date for filing your return. See instructions

Name of exempt organization or other filer, see instructions
THOMAS BENTON BARNETT CHARITABLE FDN.
(48-0001-01-5)

Employer identification number (EIN) or
[X] 63-6159417

Number, street, and room or suite no. If a P.O. box, see instructions
C/O WILKINS MILLER HIERONYMUS, LLC - PO BOX 70047

Social security number (SSN)
[ ]

City, town or post office, state, and ZIP code. For a foreign address, see instructions
MOBILE, AL 36670-1047

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ BANCTRUST COMPANY, INC TRUST DEPARTMENT P.O. BOX 3067 - MOBILE, AL 36652

Telephone No ▶ (251)431-7822 FAX No ▶

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

4 I request an additional 3-month extension of time until NOVEMBER 15, 2012

5 For calendar year 2011, or other tax year beginning ______, and ending ______

6 If the tax year entered in line 5 is for less than 12 months, check reason. [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 159.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 350.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Sandra Blount Title ▶ CPA Date ▶ 8/14/12

123842
01-06-12

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
493	**AMORTIZATION - OTHER INTEREST (CONTINUED)** CITIGROUP INC 5 125% DUE 05/05/2014 - 172967CK5 - MINOR = 200 (CONTINUED)				
11/04/11	**AMORTIZE PREMIUM** **TR TRAN#=01111040000004 TR CD=001 REG=5053 PORT=PRIN**	-71.37	**POSSIBLE IMPROPER SIGN FOR TRAN TYPE**		1111000004
		-142 74	0 00	0 00	
	GOV'T NATL MTG ASSN II 4 500% DUE 06/20/2039 - 36202E6D6 - MINOR = 061				
12/31/11	AMORTIZATION OF BOND PREMIUM TR TRAN#= TR CD= REG=0 PORT=TAXINC	-233 42	-233 42	***ADDED*** 03/06/12 $ML	1112000036
		-233 42	-233 42	0 00	
	TOTAL CODE 493 - AMORTIZATION - OTHER INTEREST	-376 16	-233 42	0 00	
509	**LONG-TERM 15% GAIN/LOSS - CURRENT SALES** FEDERAL NATIONAL MTG ASSN 8 500% DUE 06/25/2021 - 31358GJ99 - MINOR = 060				
01/25/11	PRIN PMT FOR 01/01/11 TR TRAN#=01101112001611 TR CD=190 REG=5649 PORT=PRIN	-0 49		17 54	1101000010
02/25/11	PRIN PMT FOR 02/01/11 TR TRAN#=01102112001631 TR CD=190 REG=5649 PORT=PRIN	-0 22		8 00	1102000010
03/25/11	PRIN PMT FOR 03/01/11 TR TRAN#=01103112001648 TR CD=190 REG=5649 PORT=PRIN	-0 35		12 42	1103000010
04/25/11	PRIN PMT FOR 04/01/11 TR TRAN#=01104112001529 TR CD=190 REG=5649 PORT=PRIN	-0 29		10 41	1104000009
05/25/11	PRIN PMT FOR 05/01/11 TR TRAN#=01105112001745 TR CD=190 REG=5649 PORT=PRIN	-0 14		5 14	1105000009
06/27/11	PRIN PMT FOR 06/01/11 TR TRAN#=01106132001560 TR CD=190 REG=5649 PORT=PRIN	-0 24		8 54	1106000010
07/25/11	PRIN PMT FOR 07/01/11 TR TRAN#=01107122001603 TR CD=190 REG=5649 PORT=PRIN	-0 13		4 61	1107000009
08/25/11	PRIN PMT FOR 08/01/11 TR TRAN#=01108112001543 TR CD=190 REG=5649 PORT=PRIN	-0 26		9 07	1108000010
09/23/11	PRIN PMT FOR 09/01/11 TR TRAN#=01109132001801 TR CD=190 REG=5649 PORT=PRIN	-0 19		6 71	1109000009
10/25/11	PRIN PMT FOR 10/01/11 TR TRAN#=01110112001633 TR CD=190 REG=5649 PORT=PRIN	-0 15		5.17	1110000009
11/25/11	PRIN PMT FOR 11/01/11 TR TRAN#=01111112001575 TR CD=190 REG=5649 PORT=PRIN	-0 18		6 39	1111000010
12/23/11	PRIN PMT FOR 12/01/11 TR TRAN#=01112122001885 TR CD=190 REG=5649 PORT=PRIN	-0 14		5.13	1112000009
		-2 78	0 00	99 13	
	FEDERAL NATIONAL MTG ASSN 5.500% DUE 02/01/2033 - 31400CEY6 - MINOR = 060				
01/25/11	**PRIN PMT FOR DECEMBER 2010** **TR TRAN#=01101122001799 TR CD=190 REG=5649 PORT=PRIN**		**DIFFERENCE BETWEEN SETTLEMENT DATE AND**	**204.95** ****CHANGED** 02/28/11 @CR**	**1101000011**
02/25/11	PRIN PMT FOR JANUARY 2011 TR TRAN#=01102102002095 TR CD=190 REG=5649 PORT=PRIN	-11 66		206 74	1102000009
03/25/11	PRIN PMT FOR FEBRUARY 2011 TR TRAN#=01103102001994 TR CD=190 REG=5649 PORT=PRIN	-9 99		177.13	1103000009
04/25/11	PRIN PMT FOR MARCH 2011 TR TRAN#=01104122001910 TR CD=190 REG=5649 PORT=PRIN	-7 00		124 10	1104000010
05/25/11	PRIN PMT FOR APRIL 2011 TR TRAN#=01105112001845 TR CD=190 REG=5649 PORT=PRIN	-3 68		65 31	1105000010
06/27/11	PRIN PMT FOR MAY 2011 TR TRAN#=01106102001942 TR CD=190 REG=5649 PORT=PRIN	-5 24		92.89	1106000009
07/25/11	PRIN PMT FOR JUNE 2011 TR TRAN#=01107132001800 TR CD=190 REG=5649 PORT=PRIN	-3 20		56 72	1107000010
08/25/11	PRIN PMT FOR JULY 2011 TR TRAN#=01108102001925 TR CD=190 REG=5649 PORT=PRIN	-5.75		101 87	1108000009
09/26/11	PRIN PMT FOR AUGUST 2011 TR TRAN#=01109132001894 TR CD=190 REG=5649 PORT=PRIN	-3 07		54 37	1109000010

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
509	**LONG-TERM 15% GAIN/LOSS - CURRENT SALES (CONTINUED)**				
	FEDERAL NATIONAL MTG ASSN 5 500% DUE 02/01/2033 - 31400CEY6 - MINOR = 060 (CONTINUED)				
10/25/11	PRIN PMT FOR SEPTEMBER 2011 TR TRAN#=01110122001791 TR CD=190 REG=5649 PORT=PRIN	-5.84		103.50	1110000010
11/25/11	PRIN PMT FOR OCTOBER 2011 TR TRAN#=01111102002079 TR CD=190 REG=5649 PORT=PRIN	-9 38		166 28	1111000009
12/27/11	PRIN PMT FOR NOVEMBER 2011 TR TRAN#=01112122001978 TR CD=190 REG=5649 PORT=PRIN	-7 61		134 93	1112000010
01/25/12	**PRIN PMT FOR DECEMBER 2011** **TR TRAN#=01201122001802 TR CD=190 REG=5649 PORT=PRIN**	**-6.79**	**DIFFERENCE BETWEEN SETTLEMENT DATE AND**	****CHANGED** 03/04/12 @CR**	**1201000010**
		-79 21	0 00	1488 79	
	GOV'T NATL MTG ASSN 6 000% DUE 10/15/2032 - 36201AZ68 - MINOR = 061				
01/18/11	**PRIN PMT FOR DECEMBER 2010** **TR TRAN#=01101122001960 TR CD=190 REG=5649 PORT=PRIN**		**DIFFERENCE BETWEEN SETTLEMENT DATE AND**	**8.98** ****CHANGED** 02/28/11 @CR**	**1101000001**
02/15/11	PRIN PMT FOR JANUARY 2011 TR TRAN#=01102102002261 TR CD=190 REG=5649 PORT=PRIN	-0 53		9 03	1102000001
03/15/11	PRIN PMT FOR FEBRUARY 2011 TR TRAN#=01103102002165 TR CD=190 REG=5649 PORT=PRIN	-0 53		9 08	1103000001
04/15/11	PRIN PMT FOR MARCH 2011 TR TRAN#=01104122002084 TR CD=190 REG=5649 PORT=PRIN	-0 54		9 13	1104000001
05/16/11	PRIN PMT FOR APRIL 2011 TR TRAN#=01105112002011 TR CD=190 REG=5649 PORT=PRIN	-0 54		9 18	1105000001
06/15/11	PRIN PMT FOR MAY 2011 TR TRAN#=01106102002121 TR CD=190 REG=5649 PORT=PRIN	-0 54		9 23	1106000001
07/15/11	PRIN PMT FOR JUNE 2011 TR TRAN#=01107132001966 TR CD=190 REG=5649 PORT=PRIN	-0 55		9 28	1107000001
08/15/11	PRIN PMT FOR JULY 2011 TR TRAN#=01108102002102 TR CD=190 REG=5649 PORT=PRIN	-0 55		9 33	1108000001
09/15/11	PRIN PMT FOR AUGUST 2011 TR TRAN#=01109132002068 TR CD=190 REG=5649 PORT=PRIN	-0 55		9 38	1109000001
10/17/11	PRIN PMT FOR SEPTEMBER 2011 TR TRAN#=01110122001957 TR CD=190 REG=5649 PORT=PRIN	-0 55		9.43	1110000001
11/15/11	PRIN PMT FOR OCTOBER 2011 TR TRAN#=01111102002252 TR CD=190 REG=5649 PORT=PRIN	-0 56		9 48	1111000001
12/15/11	PRIN PMT FOR NOVEMBER 2011 TR TRAN#=01112122002151 TR CD=190 REG=5649 PORT=PRIN	-0 56		9.53	1112000001
01/17/12	**PRIN PMT FOR DECEMBER 2011** **TR TRAN#=01201122001964 TR CD=190 REG=5649 PORT=PRIN**	**-0.56**	**DIFFERENCE BETWEEN SETTLEMENT DATE AND**	****CHANGED** 03/04/12 @CR**	**1201000001**
		-6 56	0 00	111.06	
	GOV'T NATL MTG ASSN II 5 000% DUE 12/20/2033 - 36202D2U4 - MINOR = 061				
01/20/11	**PRIN PMT FOR DECEMBER 2010** **TR TRAN#=01101122002007 TR CD=190 REG=5649 PORT=PRIN**		**DIFFERENCE BETWEEN SETTLEMENT DATE AND**	**628.47** ****CHANGED** 02/28/11 @CR**	**1101000007**
02/22/11	PRIN PMT FOR JANUARY 2011 TR TRAN#=01102102002308 TR CD=190 REG=5649 PORT=PRIN	-4 01		603 39	1102000006
03/21/11	PRIN PMT FOR FEBRUARY 2011 TR TRAN#=01103102002212 TR CD=190 REG=5649 PORT=PRIN	-2 35		353.78	1103000006
04/20/11	PRIN PMT FOR MARCH 2011 TR TRAN#=01104122002131 TR CD=190 REG=5649 PORT=PRIN	-1 99		299 07	1104000006
05/20/11	PRIN PMT FOR APRIL 2011 TR TRAN#=01105112002058 TR CD=190 REG=5649 PORT=PRIN	-2 82		424 61	1105000006
06/20/11	PRIN PMT FOR MAY 2011 TR TRAN#=01106102002168 TR CD=190 REG=5649 PORT=PRIN	-4 54		682 05	1106000006
07/20/11	PRIN PMT FOR JUNE 2011 TR TRAN#=01107132002013 TR CD=190 REG=5649 PORT=PRIN	-2 74		412 48	1107000006
08/19/11	PRIN PMT FOR JULY 2011 TR TRAN#=01108102002149 TR CD=190 REG=5649 PORT=PRIN	-2 98		448 48	1108000006

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
509	LONG-TERM 15% GAIN/LOSS - CURRENT SALES (CONTINUED)				
	GOV'T NATL MTG ASSN II 5 000% DUE 12/20/2033 - 36202D2U4 - MINOR = 061 (CONTINUED)				
09/20/11	PRIN PMT FOR AUGUST 2011 TR TRAN#=01109132002115 TR CD=190 REG=5649 PORT=PRIN	-2 80		421.61	1109000006
10/20/11	PRIN PMT FOR SEPTEMBER 2011 TR TRAN#=01110122002004 TR CD=190 REG=5649 PORT=PRIN	-4 40		661 34	1110000006
11/21/11	PRIN PMT FOR OCTOBER 2011 TR TRAN#=01111102002299 TR CD=190 REG=5649 PORT=PRIN	-3 28		492 43	1111000006
12/20/11	PRIN PMT FOR NOVEMBER 2011 TR TRAN#=01112122002198 TR CD=190 REG=5649 PORT=PRIN	-3 97		596 25	1112000006
01/20/12	PRIN PMT FOR DECEMBER 2011 TR TRAN#=01201122002011 TR CD=190 REG=5649 PORT=PRIN	-3.77	DIFFERENCE BETWEEN SETTLEMENT DATE AND **CHANGED** 03/04/12 @CR		1201000006
		-39 65	0 00	6023 96	
	GOV'T NATL MTG ASSN II 6 000% DUE 06/20/2031 - 36202DNK3 - MINOR = 061				
01/20/11	PRIN PMT FOR DECEMBER 2010 TR TRAN#=01101122001997 TR CD=190 REG=5649 PORT=PRIN		DIFFERENCE BETWEEN SETTLEMENT DATE AND **CHANGED** 02/28/11 @CR	22.54	1101000005
02/22/11	PRIN PMT FOR JANUARY 2011 TR TRAN#=01102102002298 TR CD=190 REG=5649 PORT=PRIN	0 19		27 02	1102000004
03/21/11	PRIN PMT FOR FEBRUARY 2011 TR TRAN#=01103102002202 TR CD=190 REG=5649 PORT=PRIN	0 10		13 99	1103000004
04/20/11	PRIN PMT FOR MARCH 2011 TR TRAN#=01104122002121 TR CD=190 REG=5649 PORT=PRIN	0 17		23 86	1104000004
05/20/11	PRIN PMT FOR APRIL 2011 TR TRAN#=01105112002048 TR CD=190 REG=5649 PORT=PRIN	0 09		12 12	1105000004
06/20/11	PRIN PMT FOR MAY 2011 TR TRAN#=01106102002158 TR CD=190 REG=5649 PORT=PRIN	0 10		13 78	1106000004
07/20/11	PRIN PMT FOR JUNE 2011 TR TRAN#=01107132002003 TR CD=190 REG=5649 PORT=PRIN	0 08		11 55	1107000004
08/19/11	PRIN PMT FOR JULY 2011 TR TRAN#=01108102002139 TR CD=190 REG=5649 PORT=PRIN	0 20		27 95	1108000004
09/20/11	PRIN PMT FOR AUGUST 2011 TR TRAN#=01109132002105 TR CD=190 REG=5649 PORT=PRIN	0 17		23 56	1109000004
10/20/11	PRIN PMT FOR SEPTEMBER 2011 TR TRAN#=01110122001994 TR CD=190 REG=5649 PORT=PRIN	0 07		9 95	1110000004
11/21/11	PRIN PMT FOR OCTOBER 2011 TR TRAN#=01111102002289 TR CD=190 REG=5649 PORT=PRIN	0 16		23 00	1111000004
12/20/11	PRIN PMT FOR NOVEMBER 2011 TR TRAN#=01112122002188 TR CD=190 REG=5649 PORT=PRIN	0 08		11.79	1112000004
01/20/12	PRIN PMT FOR DECEMBER 2011 TR TRAN#=01201122002001 TR CD=190 REG=5649 PORT=PRIN	0.20	DIFFERENCE BETWEEN SETTLEMENT DATE AND **CHANGED** 03/04/12 @CR		1201000004
		1 61	0 00	221 11	
	GOV'T NATL MTG ASSN II 5 000% DUE 02/20/2033 - 36202DWE7 - MINOR = 061				
01/20/11	PRIN PMT FOR DECEMBER 2010 TR TRAN#=01101122002002 TR CD=190 REG=5649 PORT=PRIN		DIFFERENCE BETWEEN SETTLEMENT DATE AND **CHANGED** 02/28/11 @CR	842.79	1101000006
02/22/11	PRIN PMT FOR JANUARY 2011 TR TRAN#=01102102002303 TR CD=190 REG=5649 PORT=PRIN	-17 40		525 60	1102000005
03/21/11	PRIN PMT FOR FEBRUARY 2011 TR TRAN#=01103102002207 TR CD=190 REG=5649 PORT=PRIN	-25 82		780 15	1103000005
04/20/11	PRIN PMT FOR MARCH 2011 TR TRAN#=01104122002126 TR CD=190 REG=5649 PORT=PRIN	-8 54		257 95	1104000005
05/20/11	PRIN PMT FOR APRIL 2011 TR TRAN#=01105112002053 TR CD=190 REG=5649 PORT=PRIN	-8.68		262.08	1105000005
06/20/11	PRIN PMT FOR MAY 2011 TR TRAN#=01106102002163 TR CD=190 REG=5649 PORT=PRIN	-11 55		348 96	1106000005
07/20/11	PRIN PMT FOR JUNE 2011 TR TRAN#=01107132002008 TR CD=190 REG=5649 PORT=PRIN	-11 80		356.57	1107000005

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
509	LONG-TERM 15% GAIN/LOSS - CURRENT SALES (CONTINUED)				
	GOV'T NATL MTG ASSN II 5 000% DUE 02/20/2033 - 36202DWE7 - MINOR = 061 (CONTINUED)				
08/19/11	PRIN PMT FOR JULY 2011 TR TRAN#=01108102002144 TR CD=190 REG=5649 PORT=PRIN	-11 61		350.81	1108000005
09/20/11	PRIN PMT FOR AUGUST 2011 TR TRAN#=01109132002110 TR CD=190 REG=5649 PORT=PRIN	-10 97		331 45	1109000005
10/20/11	PRIN PMT FOR SEPTEMBER 2011 TR TRAN#=01110122001999 TR CD=190 REG=5649 PORT=PRIN	-19 02		574 63	1110000005
11/21/11	PRIN PMT FOR OCTOBER 2011 TR TRAN#=01111102002294 TR CD=190 REG=5649 PORT=PRIN	-16 77		506 49	1111000005
12/20/11	PRIN PMT FOR NOVEMBER 2011 TR TRAN#=01112122002193 TR CD=190 REG=5649 PORT=PRIN	-25 30		764 23	1112000005
01/20/12	**PRIN PMT FOR DECEMBER 2011 TR TRAN#=01201122002006 TR CD=190 REG=5649 PORT=PRIN**	**-20.58**	**DIFFERENCE BETWEEN SETTLEMENT DATE AND **CHANGED** 03/04/12 @CR**		**1201000005**
		-188 04	0 00	5901 71	
	GOV'T NATL MTG ASSN II 4 500% DUE 06/20/2039 - 36202E6D6 - MINOR = 061				
01/20/11	**PRIN PMT FOR DECEMBER 2010 TR TRAN#=01101122002017 TR CD=190 REG=5649 PORT=PRIN**		**DIFFERENCE BETWEEN SETTLEMENT DATE AND **CHANGED** 02/28/11 @CR**	**580.55**	**1101000009**
02/22/11	PRIN PMT FOR JANUARY 2011 TR TRAN#=01102102002318 TR CD=190 REG=5649 PORT=PRIN	-14 27		317 12	1102000008
03/21/11	PRIN PMT FOR FEBRUARY 2011 TR TRAN#=01103102002222 TR CD=190 REG=5649 PORT=PRIN	-15 02		333 75	1103000008
04/20/11	PRIN PMT FOR MARCH 2011 TR TRAN#=01104122002141 TR CD=190 REG=5649 PORT=PRIN	-12 39		275 32	1104000008
05/20/11	PRIN PMT FOR APRIL 2011 TR TRAN#=01105112002068 TR CD=190 REG=5649 PORT=PRIN	-10 79		239 79	1105000008
06/20/11	PRIN PMT FOR MAY 2011 TR TRAN#=01106102002178 TR CD=190 REG=5649 PORT=PRIN	-11 72		260 54	1106000008
07/20/11	PRIN PMT FOR JUNE 2011 TR TRAN#=01107132002023 TR CD=190 REG=5649 PORT=PRIN	-14 77		328 30	1107000008
08/19/11	PRIN PMT FOR JULY 2011 TR TRAN#=01108102002159 TR CD=190 REG=5649 PORT=PRIN	-13 45		298 98	1108000008
09/20/11	PRIN PMT FOR AUGUST 2011 TR TRAN#=01109132002125 TR CD=190 REG=5649 PORT=PRIN	-18 51		411 40	1109000008
10/20/11	PRIN PMT FOR SEPTEMBER 2011 TR TRAN#=01110122002014 TR CD=190 REG=5649 PORT=PRIN	-19 94		443 18	1110000008
11/21/11	PRIN PMT FOR OCTOBER 2011 TR TRAN#=01111102002309 TR CD=190 REG=5649 PORT=PRIN	-26 60		591 10	1111000008
12/20/11	PRIN PMT FOR NOVEMBER 2011 TR TRAN#=01112122002208 TR CD=190 REG=5649 PORT=PRIN	-28 01		622 52	1112000008
01/20/12	**PRIN PMT FOR DECEMBER 2011 TR TRAN#=01201122002021 TR CD=190 REG=5649 PORT=PRIN**	**-27.74**	**DIFFERENCE BETWEEN SETTLEMENT DATE AND **CHANGED** 03/04/12 @CR**		**1201000008**
		-213 21	0 00	4702 55	
	GOV'T NATL MTG ASSN II 4 500% DUE 01/20/2035 - 36202EBC2 - MINOR = 061				
01/20/11	**PRIN PMT FOR DECEMBER 2010 TR TRAN#=01101122002012 TR CD=190 REG=5649 PORT=PRIN**		**DIFFERENCE BETWEEN SETTLEMENT DATE AND **CHANGED** 02/28/11 @CR**	**404.05**	**1101000008**
02/22/11	PRIN PMT FOR JANUARY 2011 TR TRAN#=01102102002313 TR CD=190 REG=5649 PORT=PRIN	0.13		35 38	1102000007
03/21/11	PRIN PMT FOR FEBRUARY 2011 TR TRAN#=01103102002217 TR CD=190 REG=5649 PORT=PRIN	0 13		34 57	1103000007
04/20/11	PRIN PMT FOR MARCH 2011 TR TRAN#=01104122002136 TR CD=190 REG=5649 PORT=PRIN	0 14		37 57	1104000007
05/20/11	PRIN PMT FOR APRIL 2011 TR TRAN#=01105112002063 TR CD=190 REG=5649 PORT=PRIN	0 14		38 35	1105000007
06/20/11	PRIN PMT FOR MAY 2011 TR TRAN#=01106102002173 TR CD=190 REG=5649 PORT=PRIN	0 15		38 68	1106000007

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
509	LONG-TERM 15% GAIN/LOSS - CURRENT SALES (CONTINUED)				
	GOV'T NATL MTG ASSN II 4 500% DUE 01/20/2035 - 36202EBC2 - MINOR = 061 (CONTINUED)				
07/20/11	PRIN PMT FOR JUNE 2011 TR TRAN#=01107132002018 TR CD=190 REG=5649 PORT=PRIN	0 14		37 77	1107000007
08/19/11	PRIN PMT FOR JULY 2011 TR TRAN#=01108102002154 TR CD=190 REG=5649 PORT=PRIN	0 14		38 07	1108000007
09/20/11	PRIN PMT FOR AUGUST 2011 TR TRAN#=01109132002120 TR CD=190 REG=5649 PORT=PRIN	0 49		128 96	1109000007
10/20/11	PRIN PMT FOR SEPTEMBER 2011 TR TRAN#=01110122002009 TR CD=190 REG=5649 PORT=PRIN	1 44		382 90	1110000007
11/21/11	PRIN PMT FOR OCTOBER 2011 TR TRAN#=01111102002304 TR CD=190 REG=5649 PORT=PRIN	1 16		306 62	1111000007
12/20/11	PRIN PMT FOR NOVEMBER 2011 TR TRAN#=01112122002203 TR CD=190 REG=5649 PORT=PRIN	1 01		267 50	1112000007
01/20/12	**PRIN PMT FOR DECEMBER 2011** **TR TRAN#=01201122002016 TR CD=190 REG=5649 PORT=PRIN**	**1.82**	**DIFFERENCE BETWEEN SETTLEMENT DATE AND**	****CHANGED** 03/04/12 @CR**	**1201000007**
		6 89	0.00	1750 42	
	GOV'T NATL MTG ASSN 6 000% DUE 04/15/2013 - 36209J6P1 - MINOR = 061				
01/18/11	**PRIN PMT FOR DECEMBER 2010** **TR TRAN#=01101122002027 TR CD=190 REG=5649 PORT=PRIN**		**DIFFERENCE BETWEEN SETTLEMENT DATE AND**	**39.98** ****CHANGED** 02/28/11 @CR**	**1101000002**
02/15/11	PRIN PMT FOR JANUARY 2011 TR TRAN#=01102102002328 TR CD=190 REG=5649 PORT=PRIN	-0 05		40 20	1102000002
03/15/11	PRIN PMT FOR FEBRUARY 2011 TR TRAN#=01103102002232 TR CD=190 REG=5649 PORT=PRIN	-0 05		39 29	1103000002
04/15/11	PRIN PMT FOR MARCH 2011 TR TRAN#=01104122002151 TR CD=190 REG=5649 PORT=PRIN	-0 05		42 15	1104000002
05/16/11	PRIN PMT FOR APRIL 2011 TR TRAN#=01105112002078 TR CD=190 REG=5649 PORT=PRIN	-0 05		42 38	1105000002
06/15/11	PRIN PMT FOR MAY 2011 TR TRAN#=01106102002188 TR CD=190 REG=5649 PORT=PRIN	-0 05		42 61	1106000002
07/15/11	PRIN PMT FOR JUNE 2011 TR TRAN#=01107132002033 TR CD=190 REG=5649 PORT=PRIN	-0 35		273 21	1107000002
08/15/11	PRIN PMT FOR JULY 2011 TR TRAN#=01108102002169 TR CD=190 REG=5649 PORT=PRIN	-0 05		41 59	1108000002
09/15/11	PRIN PMT FOR AUGUST 2011 TR TRAN#=01109132002135 TR CD=190 REG=5649 PORT=PRIN	-0 05		41 81	1109000002
10/17/11	PRIN PMT FOR SEPTEMBER 2011 TR TRAN#=01110122002024 TR CD=190 REG=5649 PORT=PRIN	-0 06		42 04	1110000002
11/15/11	PRIN PMT FOR OCTOBER 2011 TR TRAN#=01111102002319 TR CD=190 REG=5649 PORT=PRIN	-0 05		42 18	1111000002
12/15/11	PRIN PMT FOR NOVEMBER 2011 TR TRAN#=01112122002218 TR CD=190 REG=5649 PORT=PRIN	-0 04		32 72	1112000002
01/17/12	**PRIN PMT FOR DECEMBER 2011** **TR TRAN#=01201122002031 TR CD=190 REG=5649 PORT=PRIN**	**-0.03**	**DIFFERENCE BETWEEN SETTLEMENT DATE AND**	****CHANGED** 03/04/12 @CR**	**1201000002**
		-0 88	0.00	720 16	
	GOV'T NATL MTG ASSN 6.500% DUE 03/15/2031 - 36213BXK3 - MINOR = 061				
01/18/11	**PRIN PMT FOR DECEMBER 2010** **TR TRAN#=01101122002047 TR CD=190 REG=5649 PORT=PRIN**		**DIFFERENCE BETWEEN SETTLEMENT DATE AND**	**1.44** ****CHANGED** 02/28/11 @CR**	**1101000003**
02/15/11	PRIN PMT FOR JANUARY 2011 TR TRAN#=01102102002348 TR CD=190 REG=5649 PORT=PRIN	-0 02		1.45	1102000003
03/15/11	PRIN PMT FOR FEBRUARY 2011 TR TRAN#=01103102002252 TR CD=190 REG=5649 PORT=PRIN	-0 02		1 46	1103000003
04/15/11	PRIN PMT FOR MARCH 2011 TR TRAN#=01104122002171 TR CD=190 REG=5649 PORT=PRIN	-0.02		1.47	1104000003
05/16/11	PRIN PMT FOR APRIL 2011 TR TRAN#=01105112002098 TR CD=190 REG=5649 PORT=PRIN	-0 02		1 48	1105000003

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
509	**LONG-TERM 15% GAIN/LOSS - CURRENT SALES (CONTINUED)**				
	GOV'T NATL MTG ASSN 6 500% DUE 03/15/2031 - 36213BXK3 - MINOR = 061 (CONTINUED)				
06/15/11	PRIN PMT FOR MAY 2011 TR TRAN#=01106102002208 TR CD=190 REG=5649 PORT=PRIN	-0.07		5 28	1106000003
07/15/11	PRIN PMT FOR JUNE 2011 TR TRAN#=01107132002053 TR CD=190 REG=5649 PORT=PRIN	-0.02		1 52	1107000003
08/15/11	PRIN PMT FOR JULY 2011 TR TRAN#=01108102002189 TR CD=190 REG=5649 PORT=PRIN	-0 02		1 52	1108000003
09/15/11	PRIN PMT FOR AUGUST 2011 TR TRAN#=01109132002155 TR CD=190 REG=5649 PORT=PRIN	-0 02		1 53	1109000003
10/17/11	PRIN PMT FOR SEPTEMBER 2011 TR TRAN#=01110122002044 TR CD=190 REG=5649 PORT=PRIN	-0 02		1 54	1110000003
11/15/11	PRIN PMT FOR OCTOBER 2011 TR TRAN#=01111102002339 TR CD=190 REG=5649 PORT=PRIN	-0 07		5 35	1111000003
12/15/11	PRIN PMT FOR NOVEMBER 2011 TR TRAN#=01112122002238 TR CD=190 REG=5649 PORT=PRIN	-0 02		1 58	1112000003
01/17/12	**PRIN PMT FOR DECEMBER 2011** **TR TRAN#=01201122002051 TR CD=190 REG=5649 PORT=PRIN**	-0.02	**DIFFERENCE BETWEEN SETTLEMENT DATE AND**		1201000003 ****CHANGED** 03/04/12 @CR**
		-0.34	0.00	25 62	
	PROTECTIVE LIFE 5 750% DUE 01/15/2019 - 74367CAB1 - MINOR = 200				
01/18/11	RECD PROCEEDS ON FULL CALL 100,000 PAR VALUE TR TRAN#=01101180000289 TR CD=155 REG=5053 PORT=PRIN	0 81		100000 00	1101000004
		0 81	0 00	100000 00	
	TOTAL CODE 509 - LONG-TERM 15% GAIN/LOSS - CURRENT SALES	-521 36	0 00	121044 51	
68	**INTEREST INVESTMENT EXPENSE - NON-ALLOCABLE**				
	FEDERAL NATIONAL MTG ASSN 5 500% DUE 02/01/2033 - 31400CEY6 - MINOR = 060				
12/31/11	MBS EXPENSE ACCRUED FOR PERIOD TR TRAN#= TR CD= REG=0 PORT=TAXINC	-13 62	-13 62		1112000025 ***ADDED*** 03/06/12 $ML
		-13 62	-13 62	0 00	
	GOV'T NATL MTG ASSN 6 000% DUE 10/15/2032 - 36201AZ68 - MINOR = 061				
12/31/11	MBS EXPENSE ACCRUED FOR PERIOD TR TRAN#= TR CD= REG=0 PORT=TAXINC	-25 66	-25 66		1112000027 ***ADDED*** 03/06/12 $ML
		-25 66	-25 66	0 00	
	GOV'T NATL MTG ASSN II 5 000% DUE 12/20/2033 - 36202D2U4 - MINOR = 061				
12/31/11	MBS EXPENSE ACCRUED FOR PERIOD TR TRAN#= TR CD= REG=0 PORT=TAXINC	-162 10	-162 10		1112000029 ***ADDED*** 03/06/12 $ML
		-162 10	-162 10	0 00	
	GOV'T NATL MTG ASSN II 6 000% DUE 06/20/2031 - 36202DNK3 - MINOR = 061				
12/31/11	MBS EXPENSE ACCRUED FOR PERIOD TR TRAN#= TR CD= REG=0 PORT=TAXINC	-10 38	-10 38		1112000031 ***ADDED*** 03/06/12 $ML
		-10 38	-10 38	0.00	
	GOV'T NATL MTG ASSN II 5 000% DUE 02/20/2033 - 36202DWE7 - MINOR = 061				
12/31/11	MBS EXPENSE ACCRUED FOR PERIOD TR TRAN#= TR CD= REG=0 PORT=TAXINC	-219 37	-219 37		1112000033 ***ADDED*** 03/06/12 $ML
		-219 37	-219 37	0.00	
	GOV'T NATL MTG ASSN II 4 500% DUE 06/20/2039 - 36202E6D6 - MINOR = 061				
12/31/11	MBS EXPENSE ACCRUED FOR PERIOD TR TRAN#= TR CD= REG=0 PORT=TAXINC	-151 38	-151 38		1112000035 ***ADDED*** 03/06/12 $ML
		-151 38	-151 38	0.00	
	GOV'T NATL MTG ASSN II 4.500% DUE 01/20/2035 - 36202EBC2 - MINOR = 061				
12/31/11	MBS EXPENSE ACCRUED FOR PERIOD TR TRAN#= TR CD= REG=0 PORT=TAXINC	-83 93	-83 93		1112000038 ***ADDED*** 03/06/12 $ML

Acct # 960006187

Detailed Realized Sale Activity 01/01/2011 – 12/31/2011 Created 9/19/2012 11.30·02 AM

Securities Sold	Purchased	Shares Sold	Proceeds	Cost	ST Gain/Loss	LT Gain/Loss	Trading method	Status
ASSETMARK CORE PLUS FIXED I (GMCOX)		3,679 792	$34,634 01	$33,930 45		$703 56		
04/04/2011	04/19/2005	404.516	$3,790.31	$3,807 64		$-17 33		
04/04/2011	06/28/2005	33 658	$315 38	$319 51		$-4 13		
04/04/2011	07/19/2005	222 387	$2,083.77	$2,102 20		$-18 43		
04/04/2011	09/28/2005	37 079	$347 43	$351 78		$-4 35		
04/04/2011	10/18/2005	10 945	$102 55	$102 85		$-0 30		
04/04/2011	12/29/2005	765 332	$7,171 16	$7,017 37		$153 79		
04/04/2011	01/18/2006	363,073	$3,402.00	$3,350 82		$51.18		
04/04/2011	03/31/2006	58 802	$550 97	$535 69		$15 28		
04/04/2011	04/18/2006	171.254	$1,604 65	$1,556.70		$47.95		
04/04/2011	06/13/2006	672 865	$6,304 75	$6 143 26		$161 49		
04/04/2011	06/27/2006	69 453	$650 77	$620 91		$29 86		
04/04/2011	07/18/2006	57.075	$534 79	$514 25		$20 54		
04/04/2011	09/28/2006	78 672	$737 16	$725 36		$11.80		
04/04/2011	10/17/2006	162 968	$1,527 01	$1,499 31		$27 70		
04/04/2011 Wash Sale Adj	03/25/2011	[44 193]		$-1 89		$1 89		
10/27/2011	10/17/2006	225 511	$2,173 92	$2,074 70		$99 22		
10/27/2011	12/28/2006	49 61	$478 24	$460 38		$17 86		
10/27/2011	01/17/2007	276 146	$2,662 05	$2,559 87		$102 18		
10/27/2011	03/28/2007	20 446	$197 10	$189 74		$7 36		
ASSETMARK LARGE CAP GROWTH (GMLGX)		2,400 283	$24,007 01	$21 328 49		$2,678 52		
04/04/2011	03/04/2004	1,101 272	$11,023 73	$9,889 42		$1,134 31		
04/04/2011	07/13/2004	41 485	$415 27	$364 65		$50 62		
04/04/2011	10/12/2004	138 696	$1,388 34	$1,216 36		$171 98		
04/04/2011	04/19/2005	820 325	$8,211 46	$7,177 84		$1,033 62		
04/04/2011	10/18/2005	96 745	$968 41	$900 70		$67 71		
04/04/2011	06/13/2006	158 669	$1,588 28	$1,399 46		$188 82		
10/27/2011	06/13/2006	43 091	$411 52	$380 06		$31 46		
ASSETMARK LARGE CAP VALUE F (GMLVX)		2 369 776	$19,740 23	$26,456 36		$-6,716 13		
04/04/2011	03/04/2004	2 230 486	$18,579.94	$24,908 38		$-6,328 44		
04/04/2011	10/12/2004	58 939	$490.97	$633 59		$-142 62		
04/04/2011	12/30/2004	80 351	$669 32	$914 39		$-245 07		
ASSETMARK REAL ESTATE SEC F (AFREX)		1,660 622	$14,845 96	$14,452 81	$-36 81	$429 96		
03/31/2011 Corp Action G/L	12/27/2007	120.777	$1,079 75	$1,654 64		$-574 89		
03/31/2011 Corp Action G/L	01/15/2008	129 106	$1,154 20	$1,581 55		$-427 35		
03/31/2011 Corp Action G/L	07/15/2008	13 644	$121 98	$167 41		$-45 43		
03/31/2011 Corp Action G/L	12/23/2008	732 161	$6,545 52	$5,205 66		$1,339 86		
03/31/2011 Corp Action G/L	12/23/2008	3 517	$31 44	$25 00		$6 44		
03/31/2011 Corp Action G/L	01/12/2009	82 523	$737 76	$523 20		$214 56		
03/31/2011 Corp Action G/L	12/23/2009	24.6	$219 92	$226 81		$-6 89		
03/31/2011 Corp Action G/L	03/09/2010	109 058	$974 98	$1,051 32		$-76 34		
03/31/2011 Corp Action G/L	12/23/2010	14 724	$131 63	$168 44	$-36 81			
03/31/2011 Corp Action G/L	03/30/2011	430 512	$3,848 78	$3,848 78				
ASSETMARK SM/MID CAP GROWTH (AFSGX)		1,386 521	$13,629 50	$10,672 23		$2,957 27		
03/31/2011 Corp Action G/L	01/19/2005	15 786	$155 18	$147 75		$7 43		
03/31/2011 Corp Action G/L	10/18/2005	37 173	$365 41	$354 63		$10 78		
03/31/2011 Corp Action G/L	12/29/2005	123 132	$1,210 38	$1,170 99		$39 39		
03/31/2011 Corp Action G/L	06/13/2006	379 009	$3,725 66	$3,422 45		$303 21		

03/31/2011 Corp Action G/L	07/18/2006	14 401	$141 56	$130 76		$10 80		
03/31/2011 Corp Action G/L	12/28/2006	76 347	$750 50	$769 58		$-19 08		
03/31/2011 Corp Action G/L	12/27/2007	45 04	$442.74	$440 49		$2 25		
03/31/2011 Corp Action G/L	01/15/2008	109.186	$1,073 30	$955 38		$117 92		
03/31/2011 Corp Action G/L	10/13/2008	85 639	$841 83	$537 81		$304 02		
03/31/2011 Corp Action G/L	12/23/2008	497 113	$4,886 62	$2,723 73		$2 162 89		
03/31/2011 Corp Action G/L	12/23/2008	3 695	$36 32	$18 66		$17 66		
GUIDEMARK WORLD EX-US FUND (GMWEX)		806 585	$6 815 64	$9,349 80		$-2,534 16		
04/04/2011	04/13/2004	290 009	$2 450 57	$3,082 79		$-632 22		
04/04/2011	07/13/2004	68 305	$577 18	$708 32		$-131 14		
04/04/2011	12/30/2004	71 301	$602 50	$856 32		$-253 82		
04/04/2011	07/19/2005	151 868	$1,283 28	$1,834 57		$-551 29		
04/04/2011	12/29/2005	225 102	$1,902 11	$2,867 80		$-965 69		
GUIDEPATH GL REAL RETURN CL (GMGLX)		103 467	$985 01	$1,034 67	$-49 66			
10/27/2011	04/04/2011	103 467	$985 01	$1,034 67	$-49 66			
GUIDEPATH OPP FIXED INC CL (GMIFX)		47 79	$454 96	$477 90	$-22 94			
10/27/2011	04/04/2011	47 79	$454 96	$477 90	$-22 94			
TOTAL			$115,112 32	$117,702 71	$-109 41	$-2,480 98		

13

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                131.63 +
                985.01 +
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ST Proceeds  16,417.56 *
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Acct# 960006184

Detailed Realized Sale Activity 01/01/2011 -- 12/31/2011 Created. 9/19/2012 11 29 14 AM

Securities Sold	Purchased	Shares Sold	Proceeds	Cost	ST Gain/Loss	LT Gain/Loss	Trading method	Status
GOLDMAN SACHS TR REAL ESTAT (GREAX)		64 57	$830 26	$929.60		$-99 34		
01/20/2011	12/13/2007	21 049	$262 48	$335.10		$-72 62		
01/20/2011	01/15/2008	2 244	$27 98	$31 33		$-3 35		
01/20/2011	03/28/2008	2 757	$34 38	$42 07		$-7 69		
01/20/2011	06/27/2008	1 865	$23 26	$26 99		$-3 73		
01/20/2011	07/15/2008	17.945	$223 77	$241 90		$-18 13		
07/29/2011	07/15/2008	18 71	$258 39	$252 21		$6 18		
GOLDMAN SACHS TR STRATEGIC (GGRAX)		330 694	$3 360 44	$3,105 22		$255 22		
04/20/2011	01/11/2010	133 431	$1,395 69	$1,252 92		$142 77		
07/29/2011	01/11/2010	136 995	$1,424 75	$1,286 38		$138 37		
08/22/2011	01/11/2010	60 268	$540 00	$565 92		$-25 92		
GOLDMAN SACHS TR HIGH YIELD (GSHAX)		578.247	$4,136 45	$3,387 24		$749 21		
01/20/2011	10/13/2008	124 467	$914 83	$700 75		$214 08		
04/20/2011	10/13/2008	75.634	$561 20	$425 82		$135.38		
04/20/2011	10/31/2008	10.013	$74 30	$52 97		$21.33		
04/20/2011	11/28/2008	12 195	$90 49	$59 39		$31 10		
04/20/2011	12/31/2008	13.101	$97 21	$103 03		$-5 82		
04/20/2011	01/30/2009	9 38	$69 60	$73 58		$-3 98		
04/20/2011	02/27/2009	7 975	$59 17	$41 15		$18 02		
04/20/2011	04/01/2009	7 658	$56 82	$39 67		$17 15		
04/20/2011	04/13/2009	53 419	$396 37	$283 66		$112 71		
04/20/2011 Wash Sale Adj	04/01/2011	[5 457]		$-2 93		$2 93		
04/20/2011 Wash Sale Adj	05/02/2011	[4 627]		$-1 76		$1 76		
08/22/2011	04/13/2009	109 379	$751 43	$580.80		$170 63		
08/22/2011	05/01/2009	7 789	$53 51	$43 85		$9 66		
08/22/2011	06/01/2009	7.983	$54 85	$47 18		$7 67		
08/22/2011	07/01/2009	8 107	$55 69	$63 69		$-6 00		
08/22/2011	08/03/2009	5 648	$38 80	$45 31		$-6 51		
08/22/2011	09/01/2009	4 385	$30 13	$28 15		$1,98		
08/22/2011	10/01/2009	4 184	$28 74	$28 16		$0 58		
08/22/2011	10/12/2009	116 93	$803 31	$789 28		$14 03		
08/22/2011 Wash Sale Adj	07/29/2011	[8 107]		$-8 00		$8 00		
08/22/2011 Wash Sale Adj	07/29/2011	[5 648]		$-6 51		$6 51		
GOLDMAN SACHS TR CORE FIXED (GCFIX)		808 829	$8,169.17	$7,966 97	$202.20			
10/12/2011	04/20/2011	808 829	$8,169 17	$7,966 97	$202 20			
GOLDMAN SACHS TR GLOBAL INC (GSGIX)		1,028 524	$13,062 26	$12,945 32	$-0 24	$117 18		
01/20/2011	01/17/2007	239 666	$3,043 76	$3 044 66		$-0.90		
01/20/2011	01/30/2007	8 468	$107 54	$107 28		$0 26		
01/20/2011	02/27/2007	7 388	$93 83	$94 19		$-0 36		
01/20/2011	05/30/2007	8 059	$102 35	$101.64		$0 71		
01/20/2011	08/30/2007	7 011	$89 04	$90 03		$-0 99		
01/20/2011	11/29/2007	6 835	$86 81	$89 27		$-2 46		
01/20/2011	02/28/2008	5 72	$72 64	$75 28		$-2 64		
01/20/2011	03/28/2008	7 156	$90 88	$92 46		$-1 58		
01/20/2011	04/15/2008	10.435	$132 53	$135 24		$-2 71		
01/20/2011	04/29/2008	6 283	$79.79	$80 67		$-0 88		
01/20/2011	05/29/2008	6 506	$82 63	$82 37		$0 26		
01/20/2011	08/29/2008	2 258	$28 67	$28 32		$0.35		

01/20/2011	09/30/2008	1 787	$22 70	$21 98		$0 72		
01/20/2011	10/13/2008	72 182	$916 71	$864.74		$51 97		
01/20/2011 Wash Sale Adj	12/31/2010	[6 319]		$-0 02		$0 02		
01/20/2011 Wash Sale Adj	01/31/2011	[2.552]		$-0 01		$0 01		
04/20/2011	10/13/2008	131 712	$1,672.74	$1,577 91		$94 83		
04/20/2011	10/31/2008	2 587	$32 86	$31 10		$1 76		
04/20/2011	11/28/2008	2 492	$31 65	$30 13		$1 52		
04/20/2011	12/31/2008	3 615	$45 91	$48 49		$-2 58		
04/20/2011	01/30/2009	2 096	$26 62	$28 03		$-1 41		
04/20/2011	02/27/2009	2 204	$27 99	$26 87		$1 12		
04/20/2011	03/31/2009	2 461	$31 25	$33 46		$-2.21		
04/20/2011	04/30/2009	2 163	$27 47	$29 74		$-2 27		
04/20/2011	05/29/2009	2 078	$26 39	$26 10		$0 29		
04/20/2011	06/30/2009	2 154	$27 36	$27 55		$-0 19		
04/20/2011	07/13/2009	295 49	$3,752 72	$3,826 59		$-73 87		
04/20/2011	07/31/2009	79 098	$1,004 55	$959 46		$45 09		
04/20/2011	08/31/2009	3 412	$43 33	$41 87		$1 46		
04/20/2011	09/30/2009	2 861	$36 33	$35 59		$0 74		
04/20/2011	10/12/2009	35 965	$456 76	$449 20		$7.56		
04/20/2011	10/30/2009	2 958	$37 57	$36 95		$0 62		
04/20/2011	11/30/2009	2 525	$32.06	$31 77		$0 29		
04/20/2011	12/31/2009	2 775	$35 25	$34 89		$0 36		
04/20/2011	01/29/2010	2 388	$30 32	$30 30		$0.02		
04/20/2011	02/26/2010	1 979	$25 14	$25 08		$0 06		
04/20/2011	03/31/2010	2.188	$27 78	$27 81		$-0 03		
04/20/2011	04/12/2010	51 885	$658 94	$661 54		$-2 60		
04/20/2011	04/30/2010	1 684	$21 39	$21 63	$-0 24			
04/20/2011 Wash Sale Adj	03/31/2011	[3 615]		$-2 58		$2 58		
04/20/2011 Wash Sale Adj	03/31/2011	[0 195]		$-0 13		$0 13		
04/20/2011 Wash Sale Adj	04/29/2011	[1 901]		$-1 28		$1 28		
04/20/2011 Wash Sale Adj	04/29/2011	[0 951]		$-0 85		$0 85		
GOLDMAN SACHS LARGE CAP VAL (GSLAX)		173 51	$1,905 76	$1,920.75		$-14 99		
04/20/2011	01/11/2010	65 581	$802 71	$725 98		$76 73		
07/29/2011	01/11/2010	25 981	$302 42	$287.61		$14 81		
08/22/2011	01/11/2010	81 948	$800.63	$907 16		$-106 53		
GOLDMAN SACHS EMERGING MARK (GSDAX)		117 843	$1,500 45	$1,390 41		$110 04		
01/20/2011	01/18/2006	9 131	$112 31	$106 37		$5 94		
07/29/2011	01/18/2006	11.222	$143 31	$130 74		$12.57		
07/29/2011	01/31/2006	3 378	$43 13	$39 69		$3 44		
07/29/2011	02/28/2006	3 505	$44 76	$42 10		$2 66		
07/29/2011	03/31/2006	3 22	$41 12	$37 51		$3 61		
07/29/2011	04/18/2006	16 22	$207 13	$187.99		$19 14		
07/29/2011	04/28/2006	3 118	$39 82	$36 32		$3 50		
07/29/2011	05/31/2006	3 245	$41 44	$36 41		$5 03		
07/29/2011	06/30/2006	2 921	$37 30	$32 45		$4 85		
07/29/2011	07/31/2006	2 503	$31 96	$28 83		$3 13		
07/29/2011	08/31/2006	2 171	$27 73	$25 53		$2 20		
07/29/2011	09/29/2006	2 243	$28 64	$26 42		$2.22		
07/29/2011	10/17/2006	6 813	$87 00	$80 87		$6 13		
07/29/2011	10/31/2006	2.307	$29 46	$27 61		$1 85		

07/29/2011	11/30/2006	2 343	$29 92	$28 30		$1 62		
07/29/2011	12/14/2006	10 442	$133 35	$124 88		$8 47		
07/29/2011	12/29/2006	2 295	$29 30	$27 49		$1 81		
07/29/2011	01/17/2007	8 875	$113 34	$106.15		$7 19		
07/29/2011	01/31/2007	2 473	$31 58	$29 35		$2 23		
07/29/2011	02/28/2007	2 495	$31 86	$29 92		$1 94		
07/29/2011	03/30/2007	2 476	$31 62	$29 93		$1 69		
07/29/2011	04/17/2007	2 528	$32 28	$30 84		$1.44		
08/22/2011	04/17/2007	3 715	$47 40	$45 32		$2 08		
08/22/2011	04/30/2007	2 476	$31 60	$30 36		$1 24		
08/22/2011	05/31/2007	2 525	$32 22	$30 93		$1 29		
08/22/2011	06/29/2007	2 707	$34.54	$32 29		$2 25		
08/22/2011	07/31/2007	0 496	$6 33	$5 81		$0 52		
GOLDMAN SACHS STRUCTURED LA (GLCGX)		737 11	$9,242 81	$10,208 97		$-966 16		
04/20/2011	10/17/2006	357.912	$4,642 12	$4,957.08		$-314 96		
07/29/2011	10/17/2006	226 319	$2,899 15	$3,134 52		$-235 37		
08/22/2011	10/17/2006	152.879	$1,701 54	$2,117 37		$-415 83		
GOLDMAN SACHS STRUCTURED IN (GCIAX)		4,935 153	$46,563 58	$64,999 87		$-18,436 29		
01/20/2011	10/12/2004	433 041	$4 533 94	$4,213 49		$320 45		
01/20/2011	12/09/2004	62 855	$658 09	$657 46		$0 63		
01/20/2011	12/08/2005	107 255	$1,122 96	$1,305 30		$-182 34		
01/20/2011	01/18/2006	807 751	$8,457 16	$10,137 28		$-1,680 12		
01/20/2011	07/18/2006	136 956	$1,433 93	$1,773 58		$-339 65		
01/20/2011	12/12/2006	155 089	$1,623 78	$2,244 13		$-620 35		
08/22/2011	12/12/2006	304 233	$2,659 00	$4,402 26		$-1 743 26		
08/22/2011	01/17/2007	237 77	$2,078 11	$3,533 26		$-1 455 15		
08/22/2011 Wash Sale Adj	07/29/2011	[389 434]		$-2 264 69		$2,264 69		
10/12/2011	01/17/2007	385 739	$3,440 79	$5,732 08		$-2,291 29		
10/12/2011	04/17/2007	738 496	$6,587 39	$11,993 18		$-5 405 79		
10/12/2011	12/13/2007	897 023	$8,001 44	$13,078.59		$-5,077 15		
10/12/2011	01/15/2008	350 723	$3,128 45	$4,710 21		$-1,581 76		
10/12/2011	04/15/2008	157 532	$1 405 19	$2,082 57		$-677 38		
10/12/2011	12/15/2008	160 69	$1,433.35	$1,401 17		$32 18		
GOLDMAN SACHS INT REAL EST (GIRAX)		84 291	$504 90	$848 48		$-343 58		
04/20/2011	10/17/2006	33 452	$216 77	$354 25		$-137 48		
07/29/2011	10/17/2006	10 956	$69 57	$116 02		$-45 45		
07/29/2011 Wash Sale Adj	06/30/2011	[10 412]		$-44 14		$44 14		
08/22/2011	10/17/2006	39 883	$218 56	$422 35		$-203 79		
GOLDMAN SACHS COMMODITY STR (GSCAX)		160 523	$1,029 85	$1,682 25		$-652 40		
04/20/2011	07/17/2007	66 947	$466 62	$690 22		$-223 60		
04/20/2011 Wash Sale Adj	03/31/2011	[37 813]		$-126 29		$126 29		
07/29/2011	07/17/2007	4 226	$27.13	$43.57		$-16 44		
08/22/2011	07/17/2007	37 894	$227 36	$390 69		$-163 33		
08/22/2011	09/27/2007	5 276	$31 66	$58 88		$-27 22		
08/22/2011	10/16/2007	9 827	$58 96	$112 22		$-53 26		
08/22/2011	12/13/2007	5 062	$30 37	$60 49		$-30 12		
08/22/2011	03/28/2008	3 074	$18 45	$41 81		$-23 36		
08/22/2011	04/15/2008	26 089	$156 53	$374 38		$-217 85		
08/22/2011	06/27/2008	2 128	$12 77	$36 28		$-23 51		
GOLDMAN SACHS STRUCTURED EM (GERAX)		1,038 892	$9,371 38	$8,378 01		$993 37		
01/20/2011	01/11/2010	218 928	$2,011 95	$1,786 46		$225 49		

04/20/2011	01/11/2010	235.514	$2,288 84	$1,921 79		$365.05		
04/20/2011	01/15/2010	17.5	$169 93	$139 83		$30.10		
07/29/2011	01/15/2010	297 805	$2,808 30	$2,379 46		$428 84		
08/22/2011	01/15/2010	77 866	$629 16	$622.15		$7 01		
10/12/2011	01/15/2010	191.279	$1,465 20	$1,528 32		$-63 12		
GOLDMAN SACHS STRUCTURED IN (GICAX)		143.355	$1,281 14	$1,449.31		$-168 17		
04/20/2011	10/16/2007	24 664	$225 43	$249 35		$-23 92		
07/29/2011	10/16/2007	100 389	$912 54	$1,014 93		$-102 39		
08/22/2011	10/16/2007	13 077	$102 26	$132 21		$-29 95		
10/12/2011	10/16/2007	5 225	$40 91	$52 82		$-11 91		
GOLDMAN SACHS LOCAL EMERGIN (GAMDX)		247 36	$2,442 48	$2,280 64		$161 84		
01/20/2011	07/15/2008	17 084	$159 39	$168 62		$-9 23		
01/20/2011 Wash Sale Adj	12/29/2010	[9.507]		$-5 14		$5 14		
01/20/2011 Wash Sale Adj	12/30/2010	[7 577]		$-4 09		$4 09		
07/29/2011	07/15/2008	164 04	$1,627 28	$1,619 07		$8 21		
07/29/2011	07/31/2008	1 264	$12 54	$12 69		$-0 15		
07/29/2011	08/29/2008	2.087	$20 70	$20 26		$0 44		
07/29/2011	09/30/2008	2.568	$25 48	$27 46		$-1 98		
07/29/2011	10/31/2008	2 16	$21 42	$19 67		$1 75		
07/29/2011	11/28/2008	2 053	$20 37	$14 45		$5 92		
07/29/2011	12/31/2008	2 254	$22 36	$16 68		$5 68		
07/29/2011	01/12/2009	42 501	$421 61	$310.26		$111 35		
07/29/2011 Wash Sale Adj	07/01/2011	[1 264]		$-0 15		$0 15		
07/29/2011 Wash Sale Adj	07/01/2011	[0.697]		$-0 54		$0 54		
07/29/2011 Wash Sale Adj	08/01/2011	[1 871]		$-1 44		$1 44		
08/22/2011	01/12/2009	11 349	$111 33	$82 84		$28 49		
GOLDMAN SACHS STRUCTURED LA (GCVAX)		775 177	$7,847 16	$11,904 51		$-4,057 35		
04/20/2011	12/12/2006	80 47	$876 32	$1,163 60		$-287 28		
04/20/2011	03/29/2007	10 371	$112 94	$151 94		$-39 00		
04/20/2011	06/28/2007	10 693	$116 44	$163 60		$-47 16		
04/20/2011	07/17/2007	267.775	$2,916 07	$4,185 32		$-1,269 25		
04/20/2011 Wash Sale Adj	03/31/2011	[8 703]		$-31 07		$31 07		
07/29/2011	07/17/2007	94 066	$984 87	$1,470 25		$-485 38		
07/29/2011 Wash Sale Adj	06/30/2011	[14 07]		$-72 60		$72 60		
08/22/2011	07/17/2007	311 802	$2,840 52	$4,873 47		$-2 032 95		
GOLDMAN SACHS STRUCTURED SM (GCSAX)		863.621	$10,693 45	$8,521 93		$2,171 52		
01/20/2011	01/15/2008	132 722	$1,586 03	$1,371 02		$215 01		
04/20/2011	01/15/2008	26 029	$340 20	$268 88		$71 32		
04/20/2011	07/15/2008	305 713	$3,995 67	$3,072 41		$923 26		
07/29/2011	07/15/2008	167 131	$2,125.91	$1,679 67		$446.24		
08/22/2011	07/15/2008	14 86	$156 92	$149 34		$7 58		
10/12/2011	07/15/2008	95 534	$1,094 82	$960 12		$134 70		
10/12/2011	10/13/2008	121 632	$1,393 90	$1 020 49		$373 41		
TOTAL			$121,941 54	$141,919 48	$201 96	$-20,179 90		

13

8,169.17 +
13,062.26 =

ST Proceeds 21,231.43 *

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The cost basis information TD Ameritrade provides for tax-exempt accounts is for client use only TD Ameritrade will not report cost basis information on tax-exempt accounts to the IRS

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