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 04/01 **, 2011, and ending** 03/31, **20** 12

Name of foundation: TR THORNTON/VENABLE MEM U/I 4 55-1114757
A Employer identification number: 58-6174419

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 1908
Room/suite:
B Telephone number (see instructions): ( ) -

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

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)* ▶ $ 19,019,520.
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) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	392,478.	392,139.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,801,387.			
	b Gross sales price for all assets on line 6a 11,837,057.				
	7 Capital gain net income (from Part IV, line 2)		1,801,389.		
	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)	2,046.			STMT 2
	12 **Total.** Add lines 1 through 11	2,195,911.	2,193,528.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	83,193.	41,596.		41,597.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	2,500.	NONE	NONE	2,500.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	4,449.	5,660.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	90,142.	47,256.	NONE	44,097.
	25 Contributions, gifts, grants paid	743,379.			743,379.
	26 **Total expenses and disbursements** Add lines 24 and 25	833,521.	47,256.	NONE	787,476.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	1,362,390.			
	b **Net investment income** (if negative, enter -0-)		2,146,272.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	740,642.	806,793.	806,793.
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 ▶ NONE			
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	16,361,175.	17,650,029.	18,212,727.
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	17,101,817.	18,456,822.	19,019,520.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg, and equipment fund	17,101,817.	18,456,822.	
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances** (see instructions)	17,101,817.	18,456,822.	
31 **Total liabilities and net assets/fund balances** (see instructions)	17,101,817.	18,456,822.	

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	17,101,817.
2 Enter amount from Part I, line 27a	2	1,362,390.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	1,252.
4 Add lines 1, 2, and 3	4	18,465,459.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	8,637.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,456,822.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	11,810,476.		10,040,026.	1,770,450.
b				
c				
d				
e				

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

	(i) F M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				1,770,450.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	1,801,389.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	1,501,489.	18,104,060.	0.082937
2009	1,050,549.	17,110,382.	0.061398
2008	696,121.	18,119,766.	0.038418
2007			
2006			

2 **Total** of line 1, column (d)	2	0.182753
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.060918
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	18,561,316.
5 Multiply line 4 by line 3	5	1,130,718.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	21,463.
7 Add lines 5 and 6	7	1,152,181.
8 Enter qualifying distributions from Part XII, line 4	8	787,476.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	42,925.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	42,925.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	42,925.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 4,309.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	4,309.
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** Paid by EFTPS ▶	9	38,616.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? *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 ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SUNTRUST BANK, ATLANTA Telephone no ▶ (404)588-7384
Located at ▶ 25 PARK PLACE;, ATLANTA, GA ZIP + 4 ▶ 30303

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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? . . . . **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here . . . . ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . **6b** No: 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? . . . . **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 8		83,193.	-0-	-0-

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	17,872,835.
b	Average of monthly cash balances	1b	971,141.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	18,843,976.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	18,843,976.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	282,660.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,561,316.
6	**Minimum investment return.** Enter 5% of line 5	6	928,066.

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	928,066.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 42,925.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	42,925.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	885,141.
4	Recoveries of amounts treated as qualifying distributions		4	NONE
5	Add lines 3 and 4		5	885,141.
6	Deduction from distributable amount (see instructions)		6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	885,141.

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	787,476.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	787,476.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	787,476.

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				885,141.
2	Undistributed income, if any, as of the end of 2011:				
a	Enter amount for 2010 only			NONE	
b	Total for prior years 20 09 ,20 ,20		NONE		
3	Excess distributions carryover, if any, to 2011:				
a	From 2006 . . . . . . NONE				
b	From 2007 . . . . . . NONE				
c	From 2008 . . . . . . NONE				
d	From 2009 . . . . . . 3,877.				
e	From 2010 . . . . . . 604,902.				
f	**Total** of lines 3a through e	608,779.			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 787,476.				
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				787,476.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	97,665.			97,665.
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	511,114.			
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)	NONE			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	511,114.			
10	Analysis of line 9:				
a	Excess from 2007 . . . NONE				
b	Excess from 2008 . . . NONE				
c	Excess from 2009 . . . NONE				
d	Excess from 2010 . . . 511,114.				
e	Excess from 2011 . . .				

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

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

1 **Information Regarding Foundation Managers:**

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* SEE STATEMENT 9				
Total . . . . ▶ **3a**				743,379.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	392,478.	
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	1,801,387.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b 03/11 990PF REFUND			01	2,046.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,195,911.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 2,195,911.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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] 05/25/2012 TRUSTEE

Signature of officer or trustee — Date — Title

E.W. WOHLFORD

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY E. KUHLIN	[signature]	05/25/2012		P00353001

Firm's name ▶ KPMG LLP — Firm's EIN ▶ 13-5565207

Firm's address ▶ 100 WESTMINSTER ST, 6TH FL, SUITE A PROVIDENCE, RI 02903-9605 — Phone no 888-942-3272

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
LONG-TERM 15% CAPITAL GAIN DIVIDENDS	26,581.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		26,581.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		26,581.00

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

Kind of Property Gross sale price less expenses of sale	Depreciation allowed/ allowable	Description Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	P or D	Date acquired Gain or (loss)	Date sold
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					26,581.	
		10000. AT&T INC 3.875% 8/15 PROPERTY TYPE: SECURITIES					08/15/2011	08/16/2011
10,119.00		9,971.00					148.00	
		25000. ABBOTT LABS 5.600% 11/30 PROPERTY TYPE: SECURITIES					06/30/2011	07/20/2011
29,427.00		29,011.00					416.00	
		10000. AMPHENOL CORP 4.000% 2/01 PROPERTY TYPE: SECURITIES					01/19/2012	01/24/2012
9,980.00		9,975.00					5.00	
		20000. ARCELORMITTAL 5.500% 3/01 PROPERTY TYPE: SECURITIES					08/01/2011	10/20/2011
18,192.00		20,677.00					-2,485.00	
		45000. BB&T CORP 3.200% 3/15 PROPERTY TYPE: SECURITIES					02/29/2012	03/15/2012
47,118.00		46,351.00					767.00	
		35000. BANK OF AMERICA CORP 3.125% 6/15 PROPERTY TYPE: SECURITIES					12/04/2008	08/16/2011
35,837.00		35,047.00					790.00	
		27000. BERKSHIRE HATH 5.400% 5/15 PROPERTY TYPE: SECURITIES					12/16/2008	01/24/2012
32,082.00		27,752.00					4,330.00	
		25000. CHUBB CORP SENIOR NT 6.000% 5/11 PROPERTY TYPE: SECURITIES					05/08/2007	06/27/2011
26,752.00		25,080.00					1,672.00	
		1813.48 CSFB 2004-C5 4.499% 11/1 PROPERTY TYPE: SECURITIES					07/01/2010	10/15/2011
1,813.00		1,857.00					-44.00	
		496.72 CSFB 2004-C5 4.499% 11/15 PROPERTY TYPE: SECURITIES					07/01/2010	11/15/2011
497.00		509.00					-12.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		27.94 CSFB 2004-C5 4.499% 11/15/ PROPERTY TYPE: SECURITIES					07/01/2010	12/15/2011
28.00		29.00					-1.00	
		7.17 CSFB 2004-C5 4.499% 11/15/3 PROPERTY TYPE: SECURITIES					07/01/2010	01/15/2012
7.00		7.00						
		57.98 CSFB 2004-C5 4.499% 11/15/ PROPERTY TYPE: SECURITIES					07/01/2010	02/15/2012
58.00		59.00					-1.00	
		34.96 CSFB 2004-C5 4.499% 11/15/ PROPERTY TYPE: SECURITIES					07/01/2010	03/15/2012
35.00		36.00					-1.00	
		6437. DREYFUS/TBC SMALLCAP GROWTH-I PROPERTY TYPE: SECURITIES					01/30/2009	01/26/2012
357,382.00		215,640.00					141,742.00	
		694.47 FHLMC GOLD #E98664 4.500% 8/01 PROPERTY TYPE: SECURITIES					09/12/2003	04/15/2011
694.00		694.00						
		907.22 FHLMC GOLD #E98664 4.500% 8/01 PROPERTY TYPE: SECURITIES					09/12/2003	05/15/2011
907.00		907.00						
		712.35 FHLMC GOLD #E98664 4.500% 8/01 PROPERTY TYPE: SECURITIES					09/12/2003	06/15/2011
712.00		712.00						
		745.35 FHLMC GOLD #E98664 4.500% 8/01 PROPERTY TYPE: SECURITIES					09/12/2003	07/15/2011
745.00		745.00						
		845.6 FHLMC GOLD #E98664 4.500% 8/01/ PROPERTY TYPE: SECURITIES					09/12/2003	08/15/2011
846.00		846.00						
		788.77 FHLMC GOLD #E98664 4.500% 8/01 PROPERTY TYPE: SECURITIES					09/12/2003	09/15/2011
789.00		789.00						

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)	
		986.61 FHLMC GOLD #E98664 4.500% 8/01 PROPERTY TYPE: SECURITIES					09/12/2003	10/15/2011
987.00		987.00						
		912.34 FHLMC GOLD #E98664 4.500% 8/01 PROPERTY TYPE: SECURITIES					09/12/2003	11/15/2011
912.00		912.00						
		1307.01 FHLMC GOLD #E98664 4.500% 8/0 PROPERTY TYPE: SECURITIES					09/12/2003	12/15/2011
1,307.00		1,307.00						
		1094.98 FHLMC GOLD #E98664 4.500% 8/0 PROPERTY TYPE: SECURITIES					09/12/2003	01/15/2012
1,095.00		1,095.00						
		670.43 FHLMC GOLD #E98664 4.500% 8/01 PROPERTY TYPE: SECURITIES					09/12/2003	02/15/2012
670.00		670.00						
		727.47 FHLMC GOLD #E98664 4.500% 8/01 PROPERTY TYPE: SECURITIES					09/12/2003	03/15/2012
727.00		727.00						
		20000. FED AGRIC MTG CORP 2.000% 7/27 PROPERTY TYPE: SECURITIES					07/20/2011	08/09/2011
20,464.00		19,913.00					551.00	
		160000. FED HOME LN BK 4.875% 5/1 PROPERTY TYPE: SECURITIES					06/30/2009	02/06/2012
192,136.00		171,571.00					20,565.00	
		45000. FED HOME LN MTG 0.750% 7/18 PROPERTY TYPE: SECURITIES					12/21/2011	01/18/2012
45,000.00		45,016.00					-16.00	
		174.66 FEDERAL NATIONAL MTG ASSN PASSTHR PROPERTY TYPE: SECURITIES					09/10/2002	04/25/2011
175.00		224.00					-49.00	
		173.26 FEDERAL NATIONAL MTG ASSN PASSTHR PROPERTY TYPE: SECURITIES					09/10/2002	05/25/2011
173.00		223.00					-50.00	

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)	
		202.22 FEDERAL NATIONAL MTG ASSN PASSTHR PROPERTY TYPE: SECURITIES					09/10/2002	06/25/2011
202.00		260.00					-58.00	
		146.52 FEDERAL NATIONAL MTG ASSN PASSTHR PROPERTY TYPE: SECURITIES					09/10/2002	07/25/2011
147.00		188.00					-41.00	
		8336.2 FEDERAL NATIONAL MTG ASSN PASSTHR PROPERTY TYPE: SECURITIES					09/10/2002	07/28/2011
9,482.00		10,710.00					-1,228.00	
		154.57 FEDERAL NATIONAL MTG ASSN PASSTHR PROPERTY TYPE: SECURITIES					09/10/2002	08/25/2011
155.00		199.00					-44.00	
		810.55 FNMA POOL #555591 5.500% 7/01 PROPERTY TYPE: SECURITIES					09/11/2003	04/25/2011
811.00		820.00					-9.00	
		754.49 FNMA POOL #555591 5.500% 7/01 PROPERTY TYPE: SECURITIES					09/11/2003	05/25/2011
754.00		763.00					-9.00	
		601.76 FNMA POOL #555591 5.500% 7/01 PROPERTY TYPE: SECURITIES					09/11/2003	06/25/2011
602.00		609.00					-7.00	
		586.75 FNMA POOL #555591 5.500% 7/01 PROPERTY TYPE: SECURITIES					09/11/2003	07/25/2011
587.00		594.00					-7.00	
		624.63 FNMA POOL #555591 5.500% 7/01 PROPERTY TYPE: SECURITIES					09/11/2003	08/25/2011
625.00		632.00					-7.00	
		763.82 FNMA POOL #555591 5.500% 7/01 PROPERTY TYPE: SECURITIES					09/11/2003	09/25/2011
764.00		773.00					-9.00	
		685.01 FNMA POOL #555591 5.500% 7/01 PROPERTY TYPE: SECURITIES					09/11/2003	10/25/2011
685.00		693.00					-8.00	

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)	
		828.66 FNMA POOL #555591 5.500% 7/01 PROPERTY TYPE: SECURITIES					09/11/2003	11/25/2011
829.00		838.00					-9.00	
		879.23 FNMA POOL #555591 5.500% 7/01 PROPERTY TYPE: SECURITIES					09/11/2003	12/25/2011
879.00		889.00					-10.00	
		811.65 FNMA POOL #555591 5.500% 7/01 PROPERTY TYPE: SECURITIES					09/11/2003	01/25/2012
812.00		821.00					-9.00	
		725.02 FNMA POOL #555591 5.500% 7/01 PROPERTY TYPE: SECURITIES					09/11/2003	02/25/2012
725.00		733.00					-8.00	
		683. FNMA POOL #555591 5.500% 7/01/3 PROPERTY TYPE: SECURITIES					09/11/2003	03/25/2012
683.00		691.00					-8.00	
		48.28 FNMA POOL #725877 5.425% 9/01/ PROPERTY TYPE: SECURITIES					03/16/2007	04/25/2011
48.00		49.00					-1.00	
		54.07 FNMA POOL #725877 5.425% 9/01/ PROPERTY TYPE: SECURITIES					03/16/2007	05/25/2011
54.00		55.00					-1.00	
		48.8 FNMA POOL #725877 5.425% 9/01/1 PROPERTY TYPE: SECURITIES					03/16/2007	06/25/2011
49.00		50.00					-1.00	
		54.58 FNMA POOL #725877 5.425% 9/01/ PROPERTY TYPE: SECURITIES					03/16/2007	07/25/2011
55.00		56.00					-1.00	
		49.33 FNMA POOL #725877 5.425% 9/01/ PROPERTY TYPE: SECURITIES					03/16/2007	08/25/2011
49.00		50.00					-1.00	
		49.58 FNMA POOL #725877 5.425% 9/01/ PROPERTY TYPE: SECURITIES					03/16/2007	09/25/2011
50.00		51.00					-1.00	

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)	
		2792.47 FNMA POOL #725877 5.425% 9/0 PROPERTY TYPE: SECURITIES					03/16/2007	10/25/2011
2,792.00		2,850.00					-58.00	
		23917.85 FNMA POOL #725877 5.425% 9/ PROPERTY TYPE: SECURITIES					03/16/2007	11/25/2011
23,918.00		24,411.00					-493.00	
		3926.35 FNMA POOL #725877 5.425% 9/0 PROPERTY TYPE: SECURITIES					03/16/2007	12/25/2011
3,926.00		4,007.00					-81.00	
		4.17 FNMA POOL #725877 5.425% 9/01/1 PROPERTY TYPE: SECURITIES					03/16/2007	01/25/2012
4.00		4.00						
		4.19 FNMA POOL #725877 5.425% 9/01/1 PROPERTY TYPE: SECURITIES					03/16/2007	02/25/2012
4.00		4.00						
		5.09 FNMA POOL #725877 5.425% 9/01/1 PROPERTY TYPE: SECURITIES					03/16/2007	03/25/2012
5.00		5.00						
		25000. FIFTH THIRD BANCORP 3.625% 1/25 PROPERTY TYPE: SECURITIES					08/01/2011	03/07/2012
26,528.00		25,785.00					743.00	
		26000. GENERAL DYNAMICS 5.250% 2/01 PROPERTY TYPE: SECURITIES					12/08/2008	06/22/2011
28,912.00		25,877.00					3,035.00	
		10337.74 GNMA REMIC 2007-4-A 4.206% 6/ PROPERTY TYPE: SECURITIES					02/22/2007	04/16/2011
10,338.00		10,338.00						
		250.84 GNMA REMIC 2007-4-A 4.206% 6/16 PROPERTY TYPE: SECURITIES					02/22/2007	05/16/2011
251.00		251.00						
		9021.58 GNMA REMIC 2007-4-A 4.206% 6/1 PROPERTY TYPE: SECURITIES					02/22/2007	06/16/2011
9,022.00		9,022.00						

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)	
		2872.89 GNMA REMIC 2007-4-A 4.206% 6/1 PROPERTY TYPE: SECURITIES					02/22/2007	07/16/2011
2,873.00		2,873.00						
		243.97 GNMA REMIC 2007-4-A 4.206% 6/16 PROPERTY TYPE: SECURITIES					02/22/2007	08/16/2011
244.00		244.00						
		245.1 GNMA REMIC 2007-4-A 4.206% 6/16/ PROPERTY TYPE: SECURITIES					02/22/2007	09/16/2011
245.00		245.00						
		5682.51 GNMA REMIC 2007-4-A 4.206% 6/1 PROPERTY TYPE: SECURITIES					02/22/2007	10/16/2011
5,683.00		5,683.00						
		243.52 GNMA REMIC 2007-4-A 4.206% 6/16 PROPERTY TYPE: SECURITIES					02/22/2007	11/16/2011
244.00		244.00						
		6770.36 GNMA REMIC 2007-4-A 4.206% 6/1 PROPERTY TYPE: SECURITIES					02/22/2007	12/16/2011
6,770.00		6,770.00						
		239.28 GNMA REMIC 2007-4-A 4.206% 6/16 PROPERTY TYPE: SECURITIES					02/22/2007	01/16/2012
239.00		239.00						
		7531.46 GNMA REMIC 2007-4-A 4.206% 6/1 PROPERTY TYPE: SECURITIES					02/22/2007	02/16/2012
7,531.00		7,531.00						
		234.12 GNMA REMIC 2007-4-A 4.206% 6/16 PROPERTY TYPE: SECURITIES					02/22/2007	03/16/2012
234.00		234.00						
		64.01 GREENWICH CAP COML 4.305% 8/10/ PROPERTY TYPE: SECURITIES					01/26/2005	04/10/2011
64.00		64.00						
		673.59 GREENWICH CAP COML 4.305% 8/10 PROPERTY TYPE: SECURITIES					01/26/2005	05/10/2011
674.00		677.00					-3.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		66.96 GREENWICH CAP COML 4.305% 8/10/					01/26/2005	06/10/2011
		PROPERTY TYPE: SECURITIES						
67.00		67.00						
		948.27 GREENWICH CAP COML 4.305% 8/10					01/26/2005	07/10/2011
		PROPERTY TYPE: SECURITIES						
948.00		953.00					-5.00	
		13807.99 GREENWICH CAP COML 4.305% 8/					01/26/2005	08/10/2011
		PROPERTY TYPE: SECURITIES						
13,808.00		13,877.00					-69.00	
		2656.1 GREENWICH CAP COML 4.305% 8/10					01/26/2005	09/10/2011
		PROPERTY TYPE: SECURITIES						
2,656.00		2,669.00					-13.00	
		5056.6 GREENWICH CAP COML 4.305% 8/10					01/26/2005	10/10/2011
		PROPERTY TYPE: SECURITIES						
5,057.00		5,082.00					-25.00	
		1022.04 GREENWICH CAP COML 4.305% 8/1					01/26/2005	11/10/2011
		PROPERTY TYPE: SECURITIES						
1,022.00		1,027.00					-5.00	
		764.78 GREENWICH CAP COML 4.305% 8/10					01/26/2005	12/10/2011
		PROPERTY TYPE: SECURITIES						
765.00		769.00					-4.00	
		73.26 GREENWICH CAP COML 4.305% 8/10/					01/26/2005	01/10/2012
		PROPERTY TYPE: SECURITIES						
73.00		74.00					-1.00	
		217.39 GREENWICH CAP COML 4.305% 8/10					01/26/2005	02/10/2012
		PROPERTY TYPE: SECURITIES						
217.00		218.00					-1.00	
		74.33 GREENWICH CAP COML 4.305% 8/10/					01/26/2005	03/10/2012
		PROPERTY TYPE: SECURITIES						
74.00		75.00					-1.00	
		10000. HARTFORD FINL SVCS 6.300% 3/15					06/30/2011	03/14/2012
		PROPERTY TYPE: SECURITIES						
10,878.00		10,930.00					-52.00	

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

Kind of Property: Gross sale price less expenses of sale	Depreciation allowed/ allowable	Description	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	P or D	Date acquired	Gain or (loss)	Date sold
1,398.00		1397.82 HAROT 2009-3 A3 2.310% 5/1 PROPERTY TYPE: SECURITIES	1,398.00					07/07/2009		04/15/2011
1,270.00		1269.86 HAROT 2009-3 A3 2.310% 5/1 PROPERTY TYPE: SECURITIES	1,270.00					07/07/2009		05/15/2011
1,207.00		1206.95 HAROT 2009-3 A3 2.310% 5/1 PROPERTY TYPE: SECURITIES	1,207.00					07/07/2009		06/15/2011
1,201.00		1200.71 HAROT 2009-3 A3 2.310% 5/1 PROPERTY TYPE: SECURITIES	1,201.00					07/07/2009		07/15/2011
1,124.00		1124.05 HAROT 2009-3 A3 2.310% 5/1 PROPERTY TYPE: SECURITIES	1,124.00					07/07/2009		08/15/2011
1,132.00		1131.51 HAROT 2009-3 A3 2.310% 5/1 PROPERTY TYPE: SECURITIES	1,131.00					07/07/2009	1.00	09/15/2011
1,081.00		1080.86 HAROT 2009-3 A3 2.310% 5/1 PROPERTY TYPE: SECURITIES	1,081.00					07/07/2009		10/15/2011
997.00		997.27 HAROT 2009-3 A3 2.310% 5/15 PROPERTY TYPE: SECURITIES	997.00					07/07/2009		11/15/2011
890.00		889.67 HAROT 2009-3 A3 2.310% 5/15 PROPERTY TYPE: SECURITIES	890.00					07/07/2009		12/15/2011
857.00		856.72 HAROT 2009-3 A3 2.310% 5/15 PROPERTY TYPE: SECURITIES	857.00					07/07/2009		01/15/2012
814.00		814.47 HAROT 2009-3 A3 2.310% 5/15 PROPERTY TYPE: SECURITIES	814.00					07/07/2009		02/15/2012

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)	
		770.99 HAROT 2009-3 A3 2.310% 5/15					07/07/2009	03/15/2012
		PROPERTY TYPE: SECURITIES						
771.00		771.00						
		8762. ISHARES MSCI EMERGING MKTS INDEX E					03/23/2011	09/06/2011
		PROPERTY TYPE: SECURITIES						
356,347.00		403,376.00					-47,029.00	
		18981. ISHRS RUSSELL TOP 200 GRWTH INDX					02/11/2011	03/08/2012
		PROPERTY TYPE: SECURITIES						
644,019.00		603,202.00					40,817.00	
		60000. KFW 2.750% 10/21					10/14/2009	07/21/2011
		PROPERTY TYPE: SECURITIES						
63,139.00		59,956.00					3,183.00	
		805.95 LB-UBS COML MTG 4.310% 2/15					02/23/2007	04/15/2011
		PROPERTY TYPE: SECURITIES						
806.00		786.00					20.00	
		9.47 LB-UBS COML MTG 4.310% 2/15/3					02/23/2007	05/15/2011
		PROPERTY TYPE: SECURITIES						
9.00		9.00						
		13.55 LB-UBS COML MTG 4.310% 2/15/					02/23/2007	06/15/2011
		PROPERTY TYPE: SECURITIES						
14.00		13.00					1.00	
		12.33 LB-UBS COML MTG 4.310% 2/15/					02/23/2007	07/15/2011
		PROPERTY TYPE: SECURITIES						
12.00		12.00						
		5.98 LB-UBS COML MTG 4.310% 2/15/3					02/23/2007	08/15/2011
		PROPERTY TYPE: SECURITIES						
6.00		6.00						
		7378.93 LB-UBS COML MTG 4.310% 2/1					02/23/2007	09/16/2011
		PROPERTY TYPE: SECURITIES						
7,379.00		7,199.00					180.00	
		31086.967 LEGG MASON BATTERYMRC EMRG MKT					06/10/2010	01/25/2012
		PROPERTY TYPE: SECURITIES						
645,987.00		433,601.00					212,386.00	

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)	
		197349.556 MFS CORE GROWTH-I PROPERTY TYPE: SECURITIES					02/02/2009	07/01/2011
3830555.00		2445161.00					1385394.00	
		15000. MORGAN STANLEY 5.375% 10/15 PROPERTY TYPE: SECURITIES					08/01/2011	02/16/2012
15,603.00		16,209.00					-606.00	
		10000. MOSAIC CO 3.750% 11/15 PROPERTY TYPE: SECURITIES					10/17/2011	10/18/2011
9,978.00		9,909.00					69.00	
		20000. OMNICOM GROUP INC 4.450% 8/15 PROPERTY TYPE: SECURITIES					08/02/2010	09/07/2011
20,817.00		20,020.00					797.00	
		20000. ROWAN COS INC 5.000% 9/01 PROPERTY TYPE: SECURITIES					08/05/2011	10/07/2011
20,715.00		21,836.00					-1,121.00	
		15000. TEVA PHARMA FIN IV 1.700% 11/10 PROPERTY TYPE: SECURITIES					11/07/2011	11/09/2011
15,037.00		14,980.00					57.00	
		15000. TIME WARNER INC 3.150% 7/15 PROPERTY TYPE: SECURITIES					08/05/2011	03/01/2012
15,993.00		15,781.00					212.00	
		20000. TRANS-CANADA PIPELIN 3.800% 10/01 PROPERTY TYPE: SECURITIES					08/05/2011	08/19/2011
21,104.00		20,955.00					149.00	
		15000. US BANCORP 4.125% 5/24 PROPERTY TYPE: SECURITIES					08/01/2011	08/19/2011
15,987.00		15,560.00					427.00	
		10000. UNITED STATES TREASURY BONDS PROPERTY TYPE: SECURITIES					03/21/2002	08/15/2011
13,718.00		10,280.00					3,438.00	
		10000. UNITED STATES TREASURY BONDS PROPERTY TYPE: SECURITIES					03/21/2002	08/17/2011
13,889.00		10,255.00					3,634.00	

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)	
		10000. UNITED STATES TREASURY BONDS PROPERTY TYPE: SECURITIES					03/21/2002	09/07/2011
14,116.00		10,255.00					3,861.00	
		165000. UNITED STATES TREAS BDS DTD 02 PROPERTY TYPE: SECURITIES					01/13/2006	06/30/2011
218,606.00		209,511.00					9,095.00	
		100000. UNITED STATES TREASURY BOND PROPERTY TYPE: SECURITIES					11/20/2006	06/30/2011
129,219.00		121,219.00					8,000.00	
		65000. UNITED STATES TREASURY BOND PROPERTY TYPE: SECURITIES					11/20/2006	08/01/2011
87,704.00		78,792.00					8,912.00	
		25000. US TREAS 4.750% 8/15 PROPERTY TYPE: SECURITIES					08/10/2009	08/01/2011
29,462.00		27,033.00					2,429.00	
		65000. US TREAS 3.750% 11/15 PROPERTY TYPE: SECURITIES					05/26/2010	08/05/2011
73,430.00		68,258.00					5,172.00	
		15000. US TREAS 3.750% 11/15 PROPERTY TYPE: SECURITIES					08/27/2010	08/05/2011
16,945.00		16,721.00					224.00	
		75000. US TREAS 1.750% 11/15 PROPERTY TYPE: SECURITIES					07/30/2010	10/14/2011
75,103.00		76,333.00					-1,230.00	
		175000. US TREAS 0.875% 4/3 PROPERTY TYPE: SECURITIES					05/21/2010	04/30/2011
175,000.00		175,793.00					-793.00	
		5000. US TREAS 0.875% 4/30/ PROPERTY TYPE: SECURITIES					04/30/2009	04/30/2011
5,000.00		4,995.00					5.00	
		10000. US TREAS 2.250% 1/31 PROPERTY TYPE: SECURITIES					02/26/2010	11/08/2011
10,576.00		9,998.00					578.00	

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)	
		80000. US TREAS 3.625% 2/15 PROPERTY TYPE: SECURITIES					05/03/2010	08/01/2011
87,353.00		79,828.00					7,525.00	
		25000. US TREAS 3.625% 2/15 PROPERTY TYPE: SECURITIES					04/23/2010	08/05/2011
27,810.00		24,605.00					3,205.00	
		55000. US TREAS 3.625% 2/15 PROPERTY TYPE: SECURITIES					12/22/2010	08/05/2011
61,181.00		56,929.00					4,252.00	
		75000. US TREAS 2.500% 4/30 PROPERTY TYPE: SECURITIES					06/01/2010	07/13/2011
79,456.00		76,734.00					2,722.00	
		50000. US TREAS 2.500% 4/30 PROPERTY TYPE: SECURITIES					07/30/2010	08/05/2011
53,277.00		51,705.00					1,572.00	
		55000. US TREAS 2.500% 4/30 PROPERTY TYPE: SECURITIES					06/01/2010	08/11/2011
58,824.00		55,830.00					2,994.00	
		50000. US TREAS 0.375% 9/30 PROPERTY TYPE: SECURITIES					10/20/2010	11/10/2011
50,113.00		50,014.00					99.00	
		20000. US TREAS 1.250% 9/30 PROPERTY TYPE: SECURITIES					10/22/2010	01/26/2012
20,594.00		20,098.00					496.00	
		5000. US TREAS 0.500% 10/15/ PROPERTY TYPE: SECURITIES					06/30/2011	11/08/2011
5,025.00		4,993.00					32.00	
		180000. US TREAS 0.500% 10/1 PROPERTY TYPE: SECURITIES					10/20/2010	11/08/2011
180,893.00		179,915.00					978.00	
		100000. US TREAS 0.500% 10/1 PROPERTY TYPE: SECURITIES					06/30/2011	11/10/2011
100,504.00		99,863.00					641.00	

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)	
		420000. US TREAS 0.500% 10/1 PROPERTY TYPE: SECURITIES					01/19/2012	02/16/2012
421,591.00		420,583.00					1,008.00	
		30000. US TREAS 2.125% 8/15 PROPERTY TYPE: SECURITIES					08/19/2011	10/21/2011
29,749.00		30,027.00					-278.00	
		15000. US TREAS 2.125% 8/15 PROPERTY TYPE: SECURITIES					10/20/2011	10/27/2011
14,665.00		14,959.00					-294.00	
		30000. US TREAS 2.125% 8/15 PROPERTY TYPE: SECURITIES					10/20/2011	01/12/2012
30,641.00		29,734.00					907.00	
		80000. US TREAS 2.125% 8/15 PROPERTY TYPE: SECURITIES					10/14/2011	01/19/2012
81,316.00		79,216.00					2,100.00	
		10000. US TREAS 2.125% 8/15 PROPERTY TYPE: SECURITIES					10/14/2011	01/20/2012
10,134.00		9,902.00					232.00	
		15000. US TREAS 2.125% 8/15 PROPERTY TYPE: SECURITIES					10/14/2011	03/14/2012
14,972.00		14,853.00					119.00	
		30000. US TREAS 1.000% 8/31 PROPERTY TYPE: SECURITIES					09/06/2011	01/19/2012
30,314.00		30,158.00					156.00	
		10000. US TREAS 1.000% 9/30 PROPERTY TYPE: SECURITIES					11/08/2011	11/29/2011
10,054.00		10,056.00					-2.00	
		45000. US TREAS 1.000% 9/30 PROPERTY TYPE: SECURITIES					11/08/2011	01/06/2012
45,434.00		45,253.00					181.00	
		100000. US TREAS 1.000% 9/3 PROPERTY TYPE: SECURITIES					11/08/2011	01/19/2012
100,961.00		100,563.00					398.00	

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

Kind of Property / Gross sale price less expenses of sale	Depreciation allowed/ allowable	Description / Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	P or D	Date acquired / Gain or (loss)	Date sold
		60000. US TREAS 1.250% 1/31 PROPERTY TYPE: SECURITIES					02/16/2012	02/29/2012
59,494.00		59,682.00					-188.00	
		21275.191 VANGUARD INSTITUTIONAL INDEX F PROPERTY TYPE: SECURITIES					06/11/2010	01/26/2012
2568554.00		2636145.00					-67,591.00	
		15000. VERIZON COMM INC 3.500% 11/01 PROPERTY TYPE: SECURITIES					10/27/2011	01/27/2012
15,529.00		14,881.00					648.00	
		35000. WELLS FARGO & CO 3.000% 12/09 PROPERTY TYPE: SECURITIES					12/04/2008	08/16/2011
35,308.00		34,976.00					332.00	
		30000. WELLS FARGO & CO 3.676% 6/15 PROPERTY TYPE: SECURITIES					08/05/2011	09/06/2011
31,682.00		31,572.00					110.00	
		604.79 WFBMS 2006-16A12 5.00066% 11/25 PROPERTY TYPE: SECURITIES					03/14/2007	04/25/2011
605.00		602.00					3.00	
		601.58 WFBMS 2006-16A12 5.00066% 11/25 PROPERTY TYPE: SECURITIES					03/14/2007	05/25/2011
602.00		598.00					4.00	
		598.38 WFBMS 2006-16A12 5.00066% 11/25 PROPERTY TYPE: SECURITIES					03/14/2007	06/25/2011
598.00		595.00					3.00	
		814.96 WFBMS 2006-16A12 5.00066% 11/25 PROPERTY TYPE: SECURITIES					03/14/2007	07/25/2011
815.00		811.00					4.00	
		632.4 WFBMS 2006-16A12 5.00066% 11/25/ PROPERTY TYPE: SECURITIES					03/14/2007	08/25/2011
632.00		629.00					3.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN(LOSS)							1,801,389.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	392,478.	392,139.
TOTAL	392,478.	392,139.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
03/31/2011 990PF REFUND		2,046.
	TOTALS	2,046.

STATEMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID		5,660.
3/31/2011 990PF BAL DUE	332.	
3/31/3012 990PF ESTIMATES PAID	4,117.	
TOTALS	4,449.	5,660.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	C	16,361,175.	17,650,029.	18,212,727.
TOTALS		16,361,175.	17,650,029.	18,212,727.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
ACCRUED MARKET DISCOUNT		1,252.
	TOTAL	1,252.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
T ROWE PRICE TAX COST ADJUSTMENT		8,298.
ACCRUED INTEREST PAID CARRYOVER		339.
	TOTAL	8,637.

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

OFFICER NAME:
SUNTRUST BANK, ATLANTA
ADDRESS:
P.O. BOX 4655
ATLANTA, GA 30302
TITLE:
TRUSTEE, AS REQ'D
COMPENSATION .... 83,193.

TOTAL COMPENSATION: 83,193.

STATEMENT 8

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

RECIPIENT NAME:
ATLANTA HISTORICAL SOCIETY
ADDRESS:
130 WEST PACES FERRY ROAD, NW
ATLANTA, GA 30305
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 185,845.

RECIPIENT NAME:
1ST PRESBYTERIAN CHURCH
OF ATLANTA
ADDRESS:
1328 PEACHTREE STREET, NE
ATLANTA, GA 30309
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 185,845.

RECIPIENT NAME:
ROBERT WOODRUFF ARTS CENTER, INC.
CENTER INC
ADDRESS:
1280 PEACHTREE STREET, NE
ATLANTA, GA 30309
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 371,689.

TOTAL GRANTS PAID: 743,379.

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	Employer identification number
TR THORNTON/VENABLE MEM U/I 4 55-1114757	58-6174419

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

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

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

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-38,312.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-38,312.

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					26,581.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	1,808,762.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	4,358.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	1,839,701.

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

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-38,312.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			1,839,701.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			1,801,389.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.
Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if*·
- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

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

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2011

Name of estate or trust: TR THORNTON/VENABLE MEM U/I 4 55-1114757

Employer identification number: 58-6174419

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 10000. AT&T INC 8/15/21	08/15/2011	08/16/2011	10,119.00	9,971.00	148.00
25000. ABBOTT LABS 11/30/17	06/30/2011	07/20/2011	29,427.00	29,011.00	416.00
10000. AMPHENOL CORP 2/01/22	01/19/2012	01/24/2012	9,980.00	9,975.00	5.00
20000. ARCELORMITTAL 3/01/21	08/01/2011	10/20/2011	18,192.00	20,677.00	-2,485.00
45000. BB&T CORP 3/15/16	02/29/2012	03/15/2012	47,118.00	46,351.00	767.00
20000. FED AGRIC MTG CORP 7/27/16	07/20/2011	08/09/2011	20,464.00	19,913.00	551.00
45000. FED HOME LN MTG 7/18/14	12/21/2011	01/18/2012	45,000.00	45,016.00	-16.00
25000. FIFTH THIRD BANCORP 1/25/16	08/01/2011	03/07/2012	26,528.00	25,785.00	743.00
10000. HARTFORD FINL SVCS 3/15/18	06/30/2011	03/14/2012	10,878.00	10,930.00	-52.00
8762. ISHARES MSCI EMERGIN ETF	03/23/2011	09/06/2011	356,347.00	403,376.00	-47,029.00
15000. MORGAN STANLEY 10/15/15	08/01/2011	02/16/2012	15,603.00	16,209.00	-606.00
10000. MOSAIC CO 11/15/21	10/17/2011	10/18/2011	9,978.00	9,909.00	69.00
20000. ROWAN COS INC 9/01/17	08/05/2011	10/07/2011	20,715.00	21,836.00	-1,121.00
15000. TEVA PHARMA FIN IV 11/10/14	11/07/2011	11/09/2011	15,037.00	14,980.00	57.00
15000. TIME WARNER INC 7/15/15	08/05/2011	03/01/2012	15,993.00	15,781.00	212.00
20000. TRANS-CANADA PIPELI 10/01/20	08/05/2011	08/19/2011	21,104.00	20,955.00	149.00
15000. US BANCORP 5/24/21	08/01/2011	08/19/2011	15,987.00	15,560.00	427.00
15000. US TREAS 11/15/18	08/27/2010	08/05/2011	16,945.00	16,721.00	224.00
175000. US TREAS 4/30/11	05/21/2010	04/30/2011	175,000.00	175,793.00	-793.00
55000. US TREAS 2/15/20	12/22/2010	08/05/2011	61,181.00	56,929.00	4,252.00
5000. US TREAS 10/15/13	06/30/2011	11/08/2011	5,025.00	4,993.00	32.00
100000. US TREAS 10/15/13	06/30/2011	11/10/2011	100,504.00	99,863.00	641.00
420000. US TREAS 10/15/13	01/19/2012	02/16/2012	421,591.00	420,583.00	1,008.00
30000. US TREAS 8/15/21	08/19/2011	10/21/2011	29,749.00	30,027.00	-278.00

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

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2011

Name of estate or trust: TR THORNTON/VENABLE MEM U/I 4 55-1114757

Employer identification number: 58-6174419

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 15000. US TREAS 8/15/21	10/20/2011	10/27/2011	14,665.00	14,959.00	-294.00
30000. US TREAS 8/15/21	10/20/2011	01/12/2012	30,641.00	29,734.00	907.00
80000. US TREAS 8/15/21	10/14/2011	01/19/2012	81,316.00	79,216.00	2,100.00
10000. US TREAS 8/15/21	10/14/2011	01/20/2012	10,134.00	9,902.00	232.00
15000. US TREAS 8/15/21	10/14/2011	03/14/2012	14,972.00	14,853.00	119.00
30000. US TREAS 8/31/16	09/06/2011	01/19/2012	30,314.00	30,158.00	156.00
10000. US TREAS 9/30/16	11/08/2011	11/29/2011	10,054.00	10,056.00	-2.00
45000. US TREAS 9/30/16	11/08/2011	01/06/2012	45,434.00	45,253.00	181.00
100000. US TREAS 9/30/16	11/08/2011	01/19/2012	100,961.00	100,563.00	398.00
60000. US TREAS 1/31/19	02/16/2012	02/29/2012	59,494.00	59,682.00	-188.00
15000. VERIZON COMM INC 11/01/21	10/27/2011	01/27/2012	15,529.00	14,881.00	648.00
30000. WELLS FARGO & CO 6/15/16	08/05/2011	09/06/2011	31,682.00	31,572.00	110.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -38,312.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: TR THORNTON/VENABLE MEM U/I 4 55-1114757

Employer identification number 58-6174419

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 35000. BANK OF AMERICA COR 6/15/12	12/04/2008	08/16/2011	35,837.00	35,047.00	790.00
27000. BERKSHIRE HATH 5/15/18	12/16/2008	01/24/2012	32,082.00	27,752.00	4,330.00
25000. CHUBB CORP SENIOR N 5/11/37	05/08/2007	06/27/2011	26,752.00	25,080.00	1,672.00
1813.48 CSFB 2004-C5 11/15/37	07/01/2010	10/15/2011	1,813.00	1,857.00	-44.00
496.72 CSFB 2004-C5 11/15/37	07/01/2010	11/15/2011	497.00	509.00	-12.00
27.94 CSFB 2004-C5 11/15/37	07/01/2010	12/15/2011	28.00	29.00	-1.00
7.17 CSFB 2004-C5 11/15/37	07/01/2010	01/15/2012	7.00	7.00	
57.98 CSFB 2004-C5 11/15/37	07/01/2010	02/15/2012	58.00	59.00	-1.00
34.96 CSFB 2004-C5 11/15/37	07/01/2010	03/15/2012	35.00	36.00	-1.00
6437. DREYFUS/TBC SMALLCAP	01/30/2009	01/26/2012	357,382.00	215,640.00	141,742.00
694.47 FHLMC GOLD #E98664 8/01/18	09/12/2003	04/15/2011	694.00	694.00	
907.22 FHLMC GOLD #E98664 8/01/18	09/12/2003	05/15/2011	907.00	907.00	
712.35 FHLMC GOLD #E98664 8/01/18	09/12/2003	06/15/2011	712.00	712.00	
745.35 FHLMC GOLD #E98664 8/01/18	09/12/2003	07/15/2011	745.00	745.00	
845.6 FHLMC GOLD #E98664 8/01/18	09/12/2003	08/15/2011	846.00	846.00	
788.77 FHLMC GOLD #E98664 8/01/18	09/12/2003	09/15/2011	789.00	789.00	
986.61 FHLMC GOLD #E98664 8/01/18	09/12/2003	10/15/2011	987.00	987.00	
912.34 FHLMC GOLD #E98664 8/01/18	09/12/2003	11/15/2011	912.00	912.00	
1307.01 FHLMC GOLD #E98664 8/01/18	09/12/2003	12/15/2011	1,307.00	1,307.00	
1094.98 FHLMC GOLD #E98664 8/01/18	09/12/2003	01/15/2012	1,095.00	1,095.00	
670.43 FHLMC GOLD #E98664 8/01/18	09/12/2003	02/15/2012	670.00	670.00	
727.47 FHLMC GOLD #E98664 8/01/18	09/12/2003	03/15/2012	727.00	727.00	
160000. FED HOME LN BK 5/17/17	06/30/2009	02/06/2012	192,136.00	171,571.00	20,565.00
174.66 FEDERAL NATIONAL MT PASSTHRU CTF POOL #545605	09/10/2002	04/25/2011	175.00	224.00	-49.00
173.26 FEDERAL NATIONAL MT PASSTHRU CTF POOL #545605	09/10/2002	05/25/2011	173.00	223.00	-50.00

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

TR THORNTON/VENABLE MEM U/I 4 55-1114757

Employer identification number 58-6174419

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 202.22 FEDERAL NATIONAL MT PASSTHRU CTF POOL #545605	09/10/2002	06/25/2011	202.00	260.00	-58.00
146.52 FEDERAL NATIONAL MT PASSTHRU CTF POOL #545605	09/10/2002	07/25/2011	147.00	188.00	-41.00
8336.2 FEDERAL NATIONAL MT PASSTHRU CTF POOL #545605	09/10/2002	07/28/2011	9,482.00	10,710.00	-1,228.00
154.57 FEDERAL NATIONAL MT PASSTHRU CTF POOL #545605	09/10/2002	08/25/2011	155.00	199.00	-44.00
810.55 FNMA POOL #555591 7/01/33	09/11/2003	04/25/2011	811.00	820.00	-9.00
754.49 FNMA POOL #555591 7/01/33	09/11/2003	05/25/2011	754.00	763.00	-9.00
601.76 FNMA POOL #555591 7/01/33	09/11/2003	06/25/2011	602.00	609.00	-7.00
586.75 FNMA POOL #555591 7/01/33	09/11/2003	07/25/2011	587.00	594.00	-7.00
624.63 FNMA POOL #555591 7/01/33	09/11/2003	08/25/2011	625.00	632.00	-7.00
763.82 FNMA POOL #555591 7/01/33	09/11/2003	09/25/2011	764.00	773.00	-9.00
685.01 FNMA POOL #555591 7/01/33	09/11/2003	10/25/2011	685.00	693.00	-8.00
828.66 FNMA POOL #555591 7/01/33	09/11/2003	11/25/2011	829.00	838.00	-9.00
879.23 FNMA POOL #555591 7/01/33	09/11/2003	12/25/2011	879.00	889.00	-10.00
811.65 FNMA POOL #555591 7/01/33	09/11/2003	01/25/2012	812.00	821.00	-9.00
725.02 FNMA POOL #555591 7/01/33	09/11/2003	02/25/2012	725.00	733.00	-8.00
683. FNMA POOL #555591 7/01/33	09/11/2003	03/25/2012	683.00	691.00	-8.00
48.28 FNMA POOL #725877 9/01/14	03/16/2007	04/25/2011	48.00	49.00	-1.00
54.07 FNMA POOL #725877 9/01/14	03/16/2007	05/25/2011	54.00	55.00	-1.00
48.8 FNMA POOL #725877 9/01/14	03/16/2007	06/25/2011	49.00	50.00	-1.00
54.58 FNMA POOL #725877 9/01/14	03/16/2007	07/25/2011	55.00	56.00	-1.00
49.33 FNMA POOL #725877 9/01/14	03/16/2007	08/25/2011	49.00	50.00	-1.00
49.58 FNMA POOL #725877 9/01/14	03/16/2007	09/25/2011	50.00	51.00	-1.00
2792.47 FNMA POOL #725877 9/01/14	03/16/2007	10/25/2011	2,792.00	2,850.00	-58.00
23917.85 FNMA POOL #725877 9/01/14	03/16/2007	11/25/2011	23,918.00	24,411.00	-493.00
3926.35 FNMA POOL #725877 9/01/14	03/16/2007	12/25/2011	3,926.00	4,007.00	-81.00

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

TR THORNTON/VENABLE MEM U/I 4 55-1114757

Employer identification number

58-6174419

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 4.17 FNMA POOL #725877 9/01/14	03/16/2007	01/25/2012	4.00	4.00	
4.19 FNMA POOL #725877 9/01/14	03/16/2007	02/25/2012	4.00	4.00	
5.09 FNMA POOL #725877 9/01/14	03/16/2007	03/25/2012	5.00	5.00	
26000. GENERAL DYNAMICS 2/01/14	12/08/2008	06/22/2011	28,912.00	25,877.00	3,035.00
10337.74 GNMA REMIC 2007-4 6/16/29	02/22/2007	04/16/2011	10,338.00	10,338.00	
250.84 GNMA REMIC 2007-4-A 6/16/29	02/22/2007	05/16/2011	251.00	251.00	
9021.58 GNMA REMIC 2007-4- 6/16/29	02/22/2007	06/16/2011	9,022.00	9,022.00	
2872.89 GNMA REMIC 2007-4- 6/16/29	02/22/2007	07/16/2011	2,873.00	2,873.00	
243.97 GNMA REMIC 2007-4-A 6/16/29	02/22/2007	08/16/2011	244.00	244.00	
245.1 GNMA REMIC 2007-4-A 6/16/29	02/22/2007	09/16/2011	245.00	245.00	
5682.51 GNMA REMIC 2007-4- 6/16/29	02/22/2007	10/16/2011	5,683.00	5,683.00	
243.52 GNMA REMIC 2007-4-A 6/16/29	02/22/2007	11/16/2011	244.00	244.00	
6770.36 GNMA REMIC 2007-4- 6/16/29	02/22/2007	12/16/2011	6,770.00	6,770.00	
239.28 GNMA REMIC 2007-4-A 6/16/29	02/22/2007	01/16/2012	239.00	239.00	
7531.46 GNMA REMIC 2007-4- 6/16/29	02/22/2007	02/16/2012	7,531.00	7,531.00	
234.12 GNMA REMIC 2007-4-A 6/16/29	02/22/2007	03/16/2012	234.00	234.00	
64.01 GREENWICH CAP COML 8/10/42	01/26/2005	04/10/2011	64.00	64.00	
673.59 GREENWICH CAP COML 8/10/42	01/26/2005	05/10/2011	674.00	677.00	-3.00
66.96 GREENWICH CAP COML 8/10/42	01/26/2005	06/10/2011	67.00	67.00	
948.27 GREENWICH CAP COML 8/10/42	01/26/2005	07/10/2011	948.00	953.00	-5.00
13807.99 GREENWICH CAP COM 8/10/42	01/26/2005	08/10/2011	13,808.00	13,877.00	-69.00
2656.1 GREENWICH CAP COML 8/10/42	01/26/2005	09/10/2011	2,656.00	2,669.00	-13.00
5056.6 GREENWICH CAP COML 8/10/42	01/26/2005	10/10/2011	5,057.00	5,082.00	-25.00
1022.04 GREENWICH CAP COML 8/10/42	01/26/2005	11/10/2011	1,022.00	1,027.00	-5.00
764.78 GREENWICH CAP COML 8/10/42	01/26/2005	12/10/2011	765.00	769.00	-4.00

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: TR THORNTON/VENABLE MEM U/I 4 55-1114757

Employer identification number: 58-6174419

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 73.26 GREENWICH CAP COML 8/10/42	01/26/2005	01/10/2012	73.00	74.00	-1.00
217.39 GREENWICH CAP COML 8/10/42	01/26/2005	02/10/2012	217.00	218.00	-1.00
74.33 GREENWICH CAP COML 8/10/42	01/26/2005	03/10/2012	74.00	75.00	-1.00
1397.82 HAROT 2009-3 A3 5/15/13	07/07/2009	04/15/2011	1,398.00	1,398.00	
1269.86 HAROT 2009-3 A3 5/15/13	07/07/2009	05/15/2011	1,270.00	1,270.00	
1206.95 HAROT 2009-3 A3 5/15/13	07/07/2009	06/15/2011	1,207.00	1,207.00	
1200.71 HAROT 2009-3 A3 5/15/13	07/07/2009	07/15/2011	1,201.00	1,201.00	
1124.05 HAROT 2009-3 A3 5/15/13	07/07/2009	08/15/2011	1,124.00	1,124.00	
1131.51 HAROT 2009-3 A3 5/15/13	07/07/2009	09/15/2011	1,132.00	1,131.00	1.00
1080.86 HAROT 2009-3 A3 5/15/13	07/07/2009	10/15/2011	1,081.00	1,081.00	
997.27 HAROT 2009-3 A3 5/15/13	07/07/2009	11/15/2011	997.00	997.00	
889.67 HAROT 2009-3 A3 5/15/13	07/07/2009	12/15/2011	890.00	890.00	
856.72 HAROT 2009-3 A3 5/15/13	07/07/2009	01/15/2012	857.00	857.00	
814.47 HAROT 2009-3 A3 5/15/13	07/07/2009	02/15/2012	814.00	814.00	
770.99 HAROT 2009-3 A3 5/15/13	07/07/2009	03/15/2012	771.00	771.00	
18981. ISHRS RUSSELL TOP 2 INDX ETF	02/11/2011	03/08/2012	644,019.00	603,202.00	40,817.00
60000. KFW 10/21/14	10/14/2009	07/21/2011	63,139.00	59,956.00	3,183.00
805.95 LB-UBS COML MTG 2/15/30	02/23/2007	04/15/2011	806.00	786.00	20.00
9.47 LB-UBS COML MTG 2/15/30	02/23/2007	05/15/2011	9.00	9.00	
13.55 LB-UBS COML MTG 2/15/30	02/23/2007	06/15/2011	14.00	13.00	1.00
12.33 LB-UBS COML MTG 2/15/30	02/23/2007	07/15/2011	12.00	12.00	
5.98 LB-UBS COML MTG 2/15/30	02/23/2007	08/15/2011	6.00	6.00	
7378.93 LB-UBS COML MTG 2/15/30	02/23/2007	09/16/2011	7,379.00	7,199.00	180.00
31086.967 LEGG MASON BATTE MKTS-I	06/10/2010	01/25/2012	645,987.00	433,601.00	212,386.00
197349.556 MFS CORE GROWTH	02/02/2009	07/01/2011	3,830,555.00	2,445,161.00	1,385,394.00

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: TR THORNTON/VENABLE MEM U/I 4 55-1114757

Employer identification number 58-6174419

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 20000. OMNICOM GROUP INC 8/15/20	08/02/2010	09/07/2011	20,817.00	20,020.00	797.00
10000. UNITED STATES TREAS	03/21/2002	08/15/2011	13,718.00	10,280.00	3,438.00
10000. UNITED STATES TREAS	03/21/2002	08/17/2011	13,889.00	10,255.00	3,634.00
10000. UNITED STATES TREAS	03/21/2002	09/07/2011	14,116.00	10,255.00	3,861.00
165000. UNITED STATES TREA 02/15/97 6.625% 02/15/2027	01/13/2006	06/30/2011	218,606.00	209,511.00	9,095.00
100000. UNITED STATES TREA	11/20/2006	06/30/2011	129,219.00	121,219.00	8,000.00
65000. UNITED STATES TREAS	11/20/2006	08/01/2011	87,704.00	78,792.00	8,912.00
25000. US TREAS 8/15/17	08/10/2009	08/01/2011	29,462.00	27,033.00	2,429.00
65000. US TREAS 11/15/18	05/26/2010	08/05/2011	73,430.00	68,258.00	5,172.00
75000. US TREAS 11/15/11	07/30/2010	10/14/2011	75,103.00	76,333.00	-1,230.00
5000. US TREAS 4/30/11	04/30/2009	04/30/2011	5,000.00	4,995.00	5.00
10000. US TREAS 1/31/15	02/26/2010	11/08/2011	10,576.00	9,998.00	578.00
80000. US TREAS 2/15/20	05/03/2010	08/01/2011	87,353.00	79,828.00	7,525.00
25000. US TREAS 2/15/20	04/23/2010	08/05/2011	27,810.00	24,605.00	3,205.00
75000. US TREAS 4/30/15	06/01/2010	07/13/2011	79,456.00	76,734.00	2,722.00
50000. US TREAS 4/30/15	07/30/2010	08/05/2011	53,277.00	51,705.00	1,572.00
55000. US TREAS 4/30/15	06/01/2010	08/11/2011	58,824.00	55,830.00	2,994.00
50000. US TREAS 9/30/12	10/20/2010	11/10/2011	50,113.00	50,014.00	99.00
20000. US TREAS 9/30/15	10/22/2010	01/26/2012	20,594.00	20,098.00	496.00
180000. US TREAS 10/15/13	10/20/2010	11/08/2011	180,893.00	179,915.00	978.00
21275.191 VANGUARD INSTITU FDSHR BEN INT	06/11/2010	01/26/2012	2,568,554.00	2,636,145.00	-67,591.00
35000. WELLS FARGO & CO 12/09/11	12/04/2008	08/16/2011	35,308.00	34,976.00	332.00
604.79 WFBMS 2006-16A12 11/25/36	03/14/2007	04/25/2011	605.00	602.00	3.00
601.58 WFBMS 2006-16A12 11/25/36	03/14/2007	05/25/2011	602.00	598.00	4.00
598.38 WFBMS 2006-16A12 11/25/36	03/14/2007	06/25/2011	598.00	595.00	3.00

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
TR THORNTON/VENABLE MEM U/I 4 55-1114757	58-6174419

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 814.96 WFBMS 2006-16A12 11/25/36	03/14/2007	07/25/2011	815.00	811.00	4.00
632.4 WFBMS 2006-16A12 5 11/25/36	03/14/2007	08/25/2011	632.00	629.00	3.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 1,808,762.00

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.

SUNTRUST

PORTFOLIO DETAIL

TR THORNTON/VENABLE MEM U/I 4
ACCOUNT NO. 1114757

AS OF 03/31/12

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
PRINCIPAL PORTFOLIO						
	PRINCIPAL CASH	2,968,050.62 15.61 %	2,968,050.62			
STIF & MONEY MARKET FUNDS						
806,793.04	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	806,793.04 1.000 4.24 %	806,793.04 1.00	0.00	81	0.01 % 0.00 %
US GOVERNMENT & AGENCY BONDS						
25,000	FEDERAL AGRIC MTG CORP SR UNSECD NT DTD 07/27/11 2.000% DUE 07/27/16 CUSIP: 31315PA25	26,121.50 104.486 0.14 %	24,891.25 99.57	1,230.25	500	1.91 % 0.94 %
150,000	FEDERAL HOME LOAN BANK BD DTD 11/04/09 1.750% DUE 12/14/12 CUSIP: 3133XVNT4	151,567.50 101.045 0.80 %	151,095.00 100.73	472.50	2,625	1.73 % 0.27 %
30,000	FEDERAL HOME LOAN MTG CORP MTN DTD 01/13/12 2.375% DUE 01/13/22 CUSIP: 3137EADB2	29,450.40 98.168 0.15 %	29,825.40 99.42	375.00-	713	2.42 % 2.59 %
5,000	FEDERAL HOME LOAN MTG CORP GLOBAL NT B/E DTD 01/07/10 2.875% DUE 02/09/15 CUSIP: 3137EACH0	5,324.15 106.483 0.03 %	5,308.10 106.16	16.05	144	2.70 % 0.58 %

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
80,000	FEDERAL NATIONAL MTG ASSN NOTES GLOBAL DTD 08/17/06 5.250% DUE 09/15/16 CUSIP: 31359MW41	94,740.00 118.425 0.50 %	80,324.88 100.41	14,415.12	4,200	4.43 % 1.01 %
50,000	FEDERAL NATIONAL MTG ASSN BENCHMARK NTS DTD 05/15/99 6.250% DUE 05/15/29 CUSIP: 31359MEU3	67,866.00 135.732 0.36 %	58,970.95 117.94	8,895.05	3,125	4.60 % 3.47 %
16,988.07	FEDERAL HOME LOAN MTG CORP PARTN CTF GOLD POOL #E98664 DTD 08/01/03 4.500% DUE 08/01/18 CUSIP: 3128H6TV6	18,235.33 107.342 0.10 %	16,903.13 99.50	1,332.20	764	4.19 % 3.21 %
60,000	FEDERAL NATIONAL MTG ASSN PASSTHRU CTF ARM POOL #469236 DTD 10/01/11 VAR RT DUE 10/01/21 BALLOON IO CUSIP: 31381SHM7	62,413.80 104.023 0.33 %	60,037.50 100.06	2,376.30	1,879	3.01 % 2.65 %
90,000	FEDERAL NATIONAL MTG ASSN PASSTHRU CTF ARM POOL #469673 DTD 12/01/11 VAR RT DUE 12/01/16 I/O BALLOON CUSIP: 31381SXA5	92,454.30 102.727 0.49 %	90,562.50 100.62	1,891.80	1,809	1.96 % 1.40 %
22,024.97	FEDERAL NATIONAL MTG ASSN PASSTHRU CTF POOL #555591 DTD 06/01/03 5.500% DUE 07/01/33 CUSIP: 31385XF85	24,204.34 109.895 0.13 %	22,280.79 101.16	1,923.55	1,211	5.00 % 4.75 %
2,675.36	FEDERAL NATIONAL MTG ASSN PASSTHRU CTF ARM POOL #725877 DTD 09/01/04 VAR RT DUE 09/01/14 CUSIP: 31402DM23	2,855.38 106.729 0.02 %	2,730.53 102.06	124.85	136	4.76 % 2.20 %

SunTrust

PORTFOLIO DETAIL

TR THORNTON/VENABLE MEM U/I 4
ACCOUNT NO. 1114757

AS OF 03/31/12

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
70,000	FEDERAL NATIONAL MTG ASSN SER 2009-M2 CL A3 DTD 11/01/09 VAR RT DUE 01/25/19 CUSIP: 31398GGH6	76,420.40 109.172 0.40 %	70,350.00 100.50	6,070.40	2,801	3.67 % 2.53 %
29,002.81	GOVERNMENT NATIONAL MTG ASSN SER 2007-4 CL A REMIC DTD 02/01/07 4.206% DUE 06/16/29 CUSIP: 38375JKV6	29,411.75 101.410 0.15 %	28,205.58 97.25	1,206.17	1,220	4.15 % 4.09 %
235,000	UNITED STATES TREASURY NTS DTD 01/31/12 0.250% DUE 01/31/14 CUSIP: 912828SB7	234,659.25 99.855 1.23 %	235,082.62 100.04	423.37-	588	0.25 % 0.33 %
20,000	UNITED STATES TREASURY NTS DTD 02/15/12 0.250% DUE 02/15/15 CUSIP: 912828SE1	19,856.20 99.281 0.10 %	19,920.31 99.60	64.11-	50	0.25 % 0.50 %
15,000	UNITED STATES TREASURY NT DTD 10/17/11 0.500% DUE 10/15/14 CUSIP: 912828RL6	15,015.30 100.102 0.08 %	15,063.28 100.42	47.98-	75	0.50 % 0.46 %
30,000	UNITED STATES TREASURY NTS DTD 02/29/12 0.875% DUE 02/28/17 CUSIP: 912828SJ0	29,789.10 99.297 0.16 %	29,958.20 99.86	169.10-	263	0.88 % 1.02 %
45,000	UNITED STATES TREASURY NT DTD 09/30/11 1.000% DUE 09/30/16 CUSIP: 912828RJ1	45,151.20 100.336 0.24 %	45,097.65 100.22	53.55	450	1.00 % 0.92 %

SUNTRUST

PORTFOLIO DETAIL

TR THORNTON/VENABLE MEM U/I 4
ACCOUNT NO. 1114757

AS OF 03/31/12

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
335,000	UNITED STATES TREASURY NTS DTD 01/31/12 1.250% DUE 01/31/19 CUSIP: 912828SD3	327,985.10 97.906 1.72 %	332,369.72 99.21	4,384.62-	4,188	1.28 % 1.57 %
555,000	UNITED STATES TREASURY NT DTD 04/15/11 1.250% DUE 04/15/14 CUSIP: 912828QC7	564,928.95 101.789 2.97 %	562,905.28 101.42	2,023.67	6,938	1.23 % 0.37 %
30,000	UNITED STATES TREASURY NT DTD 09/30/10 1.250% DUE 09/30/15 CUSIP: 912828NZ9	30,616.50 102.055 0.16 %	30,146.59 100.49	469.91	375	1.22 % 0.66 %
10,000	UNITED STATES TREASURY NT DTD 11/15/11 2.000% DUE 11/15/21 CUSIP: 912828RR3	9,844.50 98.445 0.05 %	9,942.19 99.42	97.69-	200	2.03 % 2.18 %
20,000	UNITED STATES TREASURY NT DTD 08/15/11 2.125% DUE 08/15/21 CUSIP: 912828RC6	19,986.00 99.930 0.11 %	19,773.44 98.87	212.56	425	2.13 % 2.13 %
30,000	UNITED STATES TREASURY NT DTD 02/01/10 2.250% DUE 01/31/15 CUSIP: 912828MH0	31,460.10 104.867 0.17 %	29,994.14 99.98	1,465.96	675	2.15 % 0.52 %
5,000	UNITED STATES TREASURY NT DTD 04/30/10 2.500% DUE 04/30/15 CUSIP: 912828MZ0	5,295.30 105.906 0.03 %	5,005.08 100.10	290.22	125	2.36 % 0.57 %

SUNTRUST

PORTFOLIO DETAIL

TR THORNTON/VENABLE MEM U/I 4
ACCOUNT NO. 1114757

AS OF 03/31/12

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
40,000	UNITED STATES TREASURY NOTES DTD 02/15/09 2.750% DUE 02/15/19 CUSIP: 912828KD1	43,090.80 107.727 0.23 %	37,857.81 94.64	5,232.99	1,100	2.55 % 1.56 %
100,000	UNITED STATES TREASURY BD DTD 02/17/09 3.500% DUE 02/15/39 CUSIP: 912810QA9	103,891.00 103.891 0.55 %	86,371.09 86.37	17,519.91	3,500	3.37 % 3.28 %
150,000	UNITED STATES TREASURY NT DTD 11/17/08 3.750% DUE 11/15/18 CUSIP: 912828JR2	171,550.50 114.367 0.90 %	165,212.89 110.14	6,337.61	5,625	3.28 % 1.47 %
60,000	UNITED STATES TREASURY BONDS DTD 05/16/11 4.375% DUE 05/15/41 CUSIP: 912810QQ4	72,131.40 120.219 0.38 %	64,703.91 107.84	7,427.49	2,625	3.64 % 3.29 %
35,000	UNITED STATES TREASURY BONDS DTD 02/15/00 6.250% DUE 05/15/30 CUSIP: 912810FM5	51,242.10 146.406 0.27 %	42,426.56 121.22	8,815.54	2,188	4.27 % 2.93 %
155,000	UNITED STATES TREASURY BONDS DTD 02/15/97 6.625% DUE 02/15/27 CUSIP: 912810EZ7	227,462.50 146.750 1.20 %	188,757.03 121.78	38,705.47	10,269	4.51 % 2.77 %
45,000	UNITED STATES TREASURY BONDS DTD 02/15/95 7.625% DUE 02/15/25 CUSIP: 912810ET1	69,996.15 155.547 0.37 %	60,382.61 134.18	9,613.54	3,431	4.90 % 2.54 %

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
	TOTAL US GOVERNMENT & AGENCY BONDS	2,755,016.80	2,622,456.01	132,560.79	64,214	2.33 %
	CORPORATE OBLIGATIONS					
25,000	AMERICAN EXPRESS GLOBAL SR NTS DTD 03/19/08 7.000% DUE 03/19/18 CUSIP: 025816AY5 MOODY'S RATING: A3	30,691.00 122.764 0.16 %	24,904.25 99.62	5,786.75	1,750	5.70 % 2.83 %
15,000	ANHEUSER BUSCH INBEV WORLDWIDE INC CO GTD NT GLOBAL DTD 03/29/10 3.625% DUE 04/15/15 CALLABLE CUSIP: 03523TAT5 MOODY'S RATING: A3	16,099.80 107.332 0.08 %	16,191.00 107.94	91.20-	544	3.38 % 1.16 %
15,000	APPLIED MATLS INC SR UNSECD BD DTD 10/15/97 7.125% DUE 10/15/17 CALLABLE CUSIP: 038222AD7 MOODY'S RATING: A3	18,674.85 124.499 0.10 %	18,454.65 123.03	220.20	1,069	5.72 % 2.38 %
40,000	ARCHER-DANIELS-MIDLAND CO NT STEP CPN DTD 03/01/11 VAR RT DUE 03/01/21 CALLABLE CUSIP: 039483BB7 MOODY'S RATING: A2	45,033.20 112.583 0.24 %	46,146.00 115.36	1,112.80-	1,792	3.98 % 2.87 %

SUNTRUST

PORTFOLIO DETAIL

TR THORNTON/VENABLE MEM U/I 4
ACCOUNT NO. 1114757

AS OF 03/31/12

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
45,000	BANK OF AMERICA CORP SR MTN DTD 05/13/11 5.000% DUE 05/13/21 CUSIP: 06051GEH8 MOODY'S RATING: BAA1	45,069.30 100.154 0.24 %	44,748.45 99.44	320.85	2,250	4.99 % 4.98 %
45,000	BANK OF MONTREAL SR UNSECD MTN DTD 01/11/12 2.500% DUE 01/11/17 CALLABLE CUSIP: 06366QW86	45,890.10 101.978 0.24 %	44,907.75 99.80	982.35	1,125	2.45 % 2.06 %
40,000	BANK OF NOVA SCOTIA SR UNSECD BDS DTD 01/22/10 3.400% DUE 01/22/15 CUSIP: 064149A64	42,352.00 105.880 0.22 %	42,550.20 106.38	198.20-	1,360	3.21 % 1.26 %
40,000	BANK OF NY MELLON NTS DTD 05/12/09 4.300% DUE 05/15/14 CUSIP: 06406HBL2 MOODY'S RATING: AA3	42,834.00 107.085 0.23 %	43,558.00 108.89	724.00-	1,720	4.02 % 0.92 %
45,000	BB&T CORP SR NTS DTD 03/22/12 2.150% DUE 03/22/17 CALLABLE CUSIP: 05531FAK9 MOODY'S RATING: A2	44,869.50 99.710 0.24 %	44,902.35 99.78	32.85-	968	2.16 % 2.21 %
40,000	BEAR STEARNS COS INC SUB GLOBAL NT DTD 11/22/06 5.550% DUE 01/22/17 CUSIP: 073902PN2 MOODY'S RATING: A1	44,164.80 110.412 0.23 %	43,804.00 109.51	360.80	2,220	5.03 % 3.20 %

SUNTRUST

TR THORNTON/VENABLE MEM U/I 4
ACCOUNT NO. 1114757

PORTFOLIO DETAIL

AS OF 03/31/12

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
25,000	BECTON DICKINSON SR NTS DTD 11/12/10 3.250% DUE 11/12/20 CUSIP: 075887AW9 MOODY'S RATING: A2	25,916.75 103.667 0.14 %	25,284.75 101.14	632.00	813	3.14 % 2.77 %
15,000	BERKLEY WR CORP GLOBAL SR UNSECD UNSUBD NT DTD 03/16/12 4.625% DUE 03/15/22 CALLABLE CUSIP: 084423AS1 MOODY'S RATING: BAA2	14,948.85 99.659 0.08 %	14,938.20 99.59	10.65	694	4.64 % 4.67 %
30,000	BERKSHIRE HATHAWAY INC GLOBAL SR UNSECD NT DTD 01/31/12 3.400% DUE 01/31/22 CUSIP: 084670BF4 MOODY'S RATING: AA2	30,279.00 100.930 0.16 %	29,916.90 99.72	362.10	1,020	3.37 % 3.29 %
35,000	BLACKROCK INC GLOBAL NTS DTD 09/17/07 6.250% DUE 09/15/17 CALLABLE CUSIP: 09247XAC5 MOODY'S RATING: A1	42,254.80 120.728 0.22 %	41,315.40 118.04	939.40	2,188	5.18 % 2.20 %
15,000	BOARDWALK PIPELINES LP CO GTD DTD 11/21/06 5.875% DUE 11/15/16 CALLABLE & PUTABLE CUSIP: 096630AA6 MOODY'S RATING: BAA2	16,740.60 111.604 0.09 %	17,135.70 114.24	395.10-	881	5.26 % 3.16 %

SUNTRUST

TR THORNTON/VENABLE MEM U/I 4
ACCOUNT NO. 1114757

AS OF 03/31/12

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
25,000	CITIGROUP INC SR UNSECD NT DTD 08/12/09 6.375% DUE 08/12/14 CUSIP: 172967EY3 MOODY'S RATING: A3	27,125.00 108.500 0.14 %	27,666.75 110.67	541.75-	1,594	5.88 % 2.64 %
15,000	COMCAST CORP CO GTD NT DTD 03/01/10 6.400% DUE 03/01/40 CALLABLE CUSIP: 20030NBB6 MOODY'S RATING: BAA1	18,446.70 122.978 0.10 %	16,178.10 107.85	2,268.60	960	5.20 % 4.88 %
20,000	CRH AMERICA INC GLOBAL CO GTD NTS DTD 09/14/06 6.000% DUE 09/30/16 CALLABLE @MAKE WHOLE+20BP & PUTABLE CUSIP: 12626PAG8 MOODY'S RATING: BAA1	21,781.20 108.906 0.11 %	22,431.00 112.15	649.80-	1,200	5.51 % 3.83 %
7,561.75	CS FIRST BOSTON MTG SECS CO SER 2004-C5 CL A3 DTD 12/01/04 4.499% DUE 11/15/37 CALLABLE CUSIP: 22541S2Q0 MOODY'S RATING: AAA	7,559.18 99.966 0.04 %	7,744.31 102.41	185.13-	340	4.50 % 4.50 %
15,000	DAIMLERCHRYSLER NORTH AMER HLDG CORP NOTE DTD 11/06/03 6.500% DUE 11/15/13 CUSIP: 233835AW7 MOODY'S RATING: A3	16,335.60 108.904 0.09 %	16,691.70 111.28	356.10-	975	5.97 % 0.96 %

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
45,000	DBUBS MTG TR CMO SER 2011-LC3A CL A2 DTD 08/01/11 3.642% DUE 09/10/16 CALLABLE CUSIP: 23305YBB4 MOODY'S RATING: AAA	48,104.10 106.898 0.25 %	45,449.16 101.00	2,654.94	1,639	3.41 % 2.01 %
20,000	DIRECTV HLDGS LLC / DIRECTV FING INC CO GTD SR NT GLOBAL DTD 05/14/08 7.625% DUE 05/15/16 CALLABLE & PUTABLE CUSIP: 25459HAG0 MOODY'S RATING: BAA2	20,950.00 104.750 0.11 %	21,800.00 109.00	850.00-	1,525	7.28 % 6.30 %
40,000	DISNEY WALT CO SR UNSECD GLOBAL MTN SER C DTD 07/17/07 6.000% DUE 07/17/17 CALLABLE CUSIP: 25468PCG9 MOODY'S RATING: A2	48,722.40 121.806 0.26 %	48,096.80 120.24	625.60	2,400	4.93 % 1.68 %
15,000	DOW CHEMICAL CO SR UNSECD NT DTD 08/07/09 5.900% DUE 02/15/15 CUSIP: 260543CA9 MOODY'S RATING: BAA3	16,885.35 112.569 0.09 %	17,172.60 114.48	287.25-	885	5.24 % 1.42 %
20,000	ENCANA CORP SR UNSECD GLOBAL BD DTD 11/14/11 3.900% DUE 11/15/21 CALLABLE CUSIP: 292505AJ3	19,470.00 97.350 0.10 %	19,996.60 99.98	526.60-	780	4.01 % 4.24 %

SUNTRUST

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
20,000	ENERGY TRANSFER PARTNERS LP SR UNSECD NTS DTD 03/28/08 6.000% DUE 07/01/13 CALLABLE CUSIP: 29273RAG4 MOODY'S RATING: BAA3	21,003.80 105.019 0.11 %	19,962.20 99.81	1,041.60	1,200	5.71 % 1.92 %
15,000	ENTERPRISE PRODS OPER LP GLOBAL SR NT SER B DTD 10/04/04 5.600% DUE 10/15/14 CONTINUOUSLY CALLABLE CUSIP: 293791AN9 MOODY'S RATING: BAA2	16,565.70 110.438 0.09 %	16,399.05 109.33	166.65	840	5.07 % 1.40 %
25,000	FORD CREDIT AUTO OWNER TR SER 2012-A CL A3 DTD 01/25/12 0.840% DUE 08/15/16 CALLABLE EXP MTY 04/15/15 CUSIP: 34529UAC8 MOODY'S RATING: AAA	25,055.00 100.220 0.13 %	24,999.14 100.00	55.86	210	0.84 % 0.79 %
40,000	GENERAL ELEC CAP CORP MEDIUM TERM NTS DTD 03/04/05 4.875% DUE 03/04/15 CUSIP: 36962GP65 MOODY'S RATING: AA2	43,951.20 109.878 0.23 %	41,967.60 104.92	1,983.60	1,950	4.44 % 1.42 %
40,000	GENERAL ELEC CAP CORP GLOBAL NT DTD 01/07/11 4.625% DUE 01/07/21 CUSIP: 36962G4Y7 MOODY'S RATING: AA2	42,688.80 106.722 0.22 %	40,383.20 100.96	2,305.60	1,850	4.33 % 3.72 %

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
20,000	GENERAL ELEC CAP CORP GLOBAL SR UNSECD NTS SER A DTD 04/21/08 5.625% DUE 05/01/18 CUSIP: 36962G3U6 MOODY'S RATING: AA2	23,181.80 115.909 0.12 %	19,972.00 99.86	3,209.80	1,125	4.85 % 2.77 %
40,000	GENERAL MILLS INC SR UNSECD NT PUTABLE DTD 03/17/08 5.200% DUE 03/17/15 CALLABLE CUSIP: 370334BF0 MOODY'S RATING: BAA1	44,509.20 111.273 0.23 %	42,533.00 106.33	1,976.20	2,080	4.67 % 1.31 %
25,000	GOLDMAN SACHS CAP I SUB NOTES DTD 02/20/04 6.345% DUE 02/15/34 CONDITIONAL CALLABLE CUSIP: 38143VAA7 MOODY'S RATING: A3	23,328.25 93.313 0.12 %	25,000.00 100.00	1,671.75-	1,586	6.80 % 6.94 %
40,000	GOLDMAN SACHS GROUP INC GLOBAL NT DTD 01/18/08 5.950% DUE 01/18/18 CUSIP: 38141GFG4 MOODY'S RATING: A1	43,088.40 107.721 0.23 %	43,368.40 108.42	280.00-	2,380	5.52 % 4.42 %
20,000	GREAT PLAINS ENERGY INC NTS DTD 05/19/11 4.850% DUE 06/01/21 CALLABLE CUSIP: 391164AE0 MOODY'S RATING: BAA3	21,184.80 105.924 0.11 %	20,885.40 104.43	299.40	970	4.58 % 4.07 %

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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
10,745.72	GREENWICH CAP COML FDG CORP SER 2005-GG3 COML PASSTHRU CL A-2 DTD 02/01/05 4.305% DUE 08/10/42 CALLABLE CUSIP: 396789JR1 MOODY'S RATING: AAA	10,742.28 99.968 0.06 %	10,799.36 100.50	57.08-	463	4.31 % 4.31 %
2,315.84	HONDA AUTO RECEIVABLES OWNER SER 2009-3 PASSTHRU CTF CL A3 DTD 07/14/09 2.310% DUE 05/15/13 CUSIP: 43812WAC1 MOODY'S RATING: AAA	2,321.58 100.248 0.01 %	2,315.44 99.98	6.14	54	2.33 % 2.08 %
20,000	INGERSOLL RAND GLOBAL HLDG SR NTS DTD 08/15/08 6.875% DUE 08/15/18 CALLABLE & PUTABLE CUSIP: 45687AAA0	24,430.00 122.150 0.13 %	19,971.40 99.86	4,458.60	1,375	5.63 % 3.03 %
10,000	JOHN DEERE CAPITAL CORP MTN SER MTN DTD 12/02/11 2.000% DUE 01/13/17 CUSIP: 24422ERL5 MOODY'S RATING: A2	10,200.60 102.006 0.05 %	9,988.70 99.89	211.90	200	1.96 % 1.56 %
85,000	JP MORGAN CHASE COML MTG SECS CORP SER 2004-CB8 CL-A4 DTD 03/01/04 4.404% DUE 01/12/39 CUSIP: 46625M2B4 MOODY'S RATING: AAA	89,448.05 105.233 0.47 %	85,424.41 100.50	4,023.64	3,743	4.18 % 4.08 %
55,000	JP MORGAN CHASE & CO GLOBAL SUB NT DTD 11/25/02 5.750% DUE 01/02/13 CUSIP: 46625HAT7 MOODY'S RATING: A1	56,969.55 103.581 0.30 %	58,896.52 107.08	1,926.97-	3,163	5.55 % 0.98 %

SUNTRUST

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ACCOUNT NO. 1114757

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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
50,000	MCDONALDS CORP SR UNSECD MTN SER I DTD 01/16/09 5.000% DUE 02/01/19 CALLABLE CUSIP: 58013MEG5 MOODY'S RATING: A2	58,247.00 116.494 0.31 %	50,457.60 100.92	7,789.40	2,500	4.29 % 2.37 %
20,000	MCKESSON CORP SR UNSECD NT DTD 02/28/11 3.250% DUE 03/01/16 CALLABLE CUSIP: 58155QAC7 MOODY'S RATING: BAA2	21,424.40 107.122 0.11 %	21,350.80 106.75	73.60	650	3.03 % 1.38 %
25,000	METLIFE INC GLOBAL SR UNSECD BDS DTD 08/06/10 4.750% DUE 02/08/21 CALLABLE CUSIP: 59156RAX6 MOODY'S RATING: A3	27,422.25 109.689 0.14 %	25,932.50 103.73	1,489.75	1,188	4.33 % 3.47 %
20,000	MORGAN STANLEY NTS GLOBAL DTD 10/21/05 5.375% DUE 10/15/15 CUSIP: 61746SBR9 MOODY'S RATING: A2	20,660.00 103.300 0.11 %	21,612.40 108.06	952.40-	1,075	5.20 % 4.36 %
15,000	NISOURCE FIN CORP CO GTD NT DTD 08/31/07 6.400% DUE 03/15/18 CALLABLE CUSIP: 65473QAS2 MOODY'S RATING: BAA3	17,569.80 117.132 0.09 %	17,207.55 114.72	362.25	960	5.46 % 3.22 %

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
20,000	NORTHERN TRUST CO SR UNSECD BD DTD 08/22/11 3.375% DUE 08/23/21 CUSIP: 665859AM6 MOODY'S RATING: A1	20,447.80 102.239 0.11 %	19,912.60 99.56	535.20	675	3.30 % 3.10 %
40,000	ONTARIO PROVINCE GLOBAL BDS DTD 06/16/09 4.100% DUE 06/16/14 CUSIP: 6832348A9	43,056.80 107.642 0.23 %	39,973.20 99.93	3,083.60	1,640	3.81 % 0.61 %
13,000	PACIFICORP 1ST MTG DTD 07/17/08 5.650% DUE 07/15/18 CONTINUOUSLY CALLABLE CUSIP: 695114CH9 MOODY'S RATING: A2	15,514.33 119.341 0.08 %	13,006.89 100.05	2,507.44	735	4.74 % 2.33 %
25,000	PACIFICORP 1ST MTG DTD 01/08/09 6.000% DUE 01/15/39 CALLABLE CUSIP: 695114CL0 MOODY'S RATING: A2	30,877.25 123.509 0.16 %	29,285.00 117.14	1,592.25	1,500	4.86 % 4.48 %
20,000	PETROHAWK ENERGY CORP GLOBAL CO GTD BDS DTD 08/17/10 7.250% DUE 08/15/18 CALLABLE & PUTABLE CUSIP: 716495AL0 MOODY'S RATING: BAA3	22,875.00 114.375 0.12 %	22,900.00 114.50	25.00-	1,450	6.34 % 4.62 %
40,000	PNC FDG CORP CO GTD DTD 06/09/09 6.700% DUE 06/10/19 CUSIP: 693476BF9 MOODY'S RATING: A3	48,666.40 121.666 0.26 %	39,916.40 99.79	8,750.00	2,680	5.51 % 3.29 %

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TR THORNTON/VENABLE MEM U/I 4
ACCOUNT NO. 1114757

PORTFOLIO DETAIL

AS OF 03/31/12

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
10,000	PROGRESS ENERGY INC SR UNSECD NT DTD 01/21/11 4.400% DUE 01/15/21 CALLABLE CUSIP: 743263AR6 MOODY'S RATING: BAA2	10,913.50 109.135 0.06 %	9,963.30 99.63	950.20	440	4.03 % 3.20 %
10,000	PSEG POWER LLC SR UNSECD NTS DTD 09/19/11 2.750% DUE 09/15/16 CALLABLE CUSIP: 69362BAX0 MOODY'S RATING: BAA1	10,095.30 100.953 0.05 %	9,974.60 99.75	120.70	275	2.72 % 2.52 %
60,000	ROYAL BANK OF CANADA GLOBAL SR NT SER MTN DTD 07/20/11 2.300% DUE 07/20/16 CUSIP: 78008TLB8	61,579.80 102.633 0.32 %	59,963.40 99.94	1,616.40	1,380	2.24 % 1.66 %
45,000	SBC COMMUNICATIONS INC GLOBAL BONDS DTD 08/18/04 6.450% DUE 06/15/34 CONDITIONAL CALLABLE CUSIP: 78387GAM5 MOODY'S RATING: A2	53,059.05 117.909 0.28 %	46,245.15 102.77	6,813.90	2,903	5.47 % 5.09 %
20,000	SEMPRA ENERGY GLOBAL SR UNSECD BDS DTD 01/31/03 6.000% DUE 02/01/13 CALLABLE CUSIP: 816851AF6 MOODY'S RATING: BAA1	20,872.60 104.363 0.11 %	20,980.00 104.90	107.40-	1,200	5.75 % 0.75 %

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
10,000	TIME WARNER CABLE INC GLOBAL CO GTD NT DTD 09/12/11 4.000% DUE 09/01/21 CALLABLE CUSIP: 88732JBA5 MOODY'S RATING: BAA2	10,245.90 102.459 0.05 %	9,910.90 99.11	335.00	400	3.90 % 3.69 %
20,000	UNITEDHEALTH GROUP INC SR UNSECD BD DTD 02/17/11 4.700% DUE 02/15/21 CALLABLE & PUTABLE CUSIP: 91324PBP6 MOODY'S RATING: A3	22,433.20 112.166 0.12 %	22,163.20 110.82	270.00	940	4.19 % 3.12 %
45,000	US BANCORP SR UNSECD MTN DTD 05/24/11 4.125% DUE 05/24/21 CALLABLE CUSIP: 91159HHA1 MOODY'S RATING: AA3	48,392.55 107.539 0.25 %	48,773.40 108.39	380.85-	1,856	3.84 % 3.17 %
15,000	VALE OVERSEAS LTD CO GTD NT DTD 09/15/10 4.625% DUE 09/15/20 CALLABLE CUSIP: 91911TAL7	15,778.20 105.188 0.08 %	15,592.50 103.95	185.70	694	4.40 % 3.90 %
60,000	VERIZON COMMUNICATIONS INC SR UNSECD GLOBAL NT DTD 03/28/11 4.600% DUE 04/01/21 CALLABLE CUSIP: 92343VAX2 MOODY'S RATING: A3	66,577.80 110.963 0.35 %	66,037.50 110.06	540.30	2,760	4.15 % 3.19 %

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
35,000	WAL-MART STORES INC SR NTS DTD 08/24/07 6.500% DUE 08/15/37 CUSIP: 931142CK7 MOODY'S RATING: AA2	46,079.25 131.655 0.24 %	43,240.05 123.54	2,839.20	2,275	4.94 % 4.41 %
TOTAL CORPORATE OBLIGATIONS		1,942,655.27	1,879,249.38	63,405.89	86,052	4.43 %
EQUITY SECURITIES						
MUTUAL FUNDS-EQUITY						
10,003	ISHARES TR MSCI EAFE INDEX ETF CUSIP: 464287465	549,064.67 54.890 2.89 %	598,501.78 59.83	49,437.11-	17,105	3.12 % 0.00 %
10,055	ISHARES TR RUSSELL 1000 GROWTH INDEX ETF CUSIP: 464287614	664,434.40 66.080 3.49 %	644,524.49 64.10	19,909.91	8,135	1.22 % 0.00 %
22,358	ISHARES TR S&P 500 INDEX ETF CUSIP: 464287200	3,157,173.18 141.210 16.60 %	2,999,985.26 134.18	157,187.92	58,980	1.87 % 0.00 %
15,861	VANGUARD INTL EQUITY INDEX FDS MSCI EMERGING MKTS ETF CUSIP: 922042858	689,477.67 43.470 3.63 %	664,150.86 41.87	25,326.81	14,370	2.08 % 0.00 %
TOTAL MUTUAL FUNDS-EQUITY		5,060,149.92	4,907,162.39	152,987.53	98,590	1.95 %

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE / MARKET PRICE / % OF MARKET	FED TAX COST / COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
MUTUAL FUNDS-FIXED INCOME						
26,825	ISHARES TR	2,819,039.25	2,805,878.91	13,160.34	50,860	1.80 %
	BARCLAYS 1-3 YEAR CREDIT BD ETF	105.090	104.60			0.00 %
	CUSIP: 464288646	14.82 %				
TOTAL EQUITY SECURITIES		7,879,189.17	7,713,041.30	166,147.87	149,450	1.90 %
MUTUAL FUNDS						
7,511	JANUS FDS	165,767.77	145,187.63	20,580.14	744	0.45 %
	PERKINS SMALL CAP VALUE FD CL I	22.070	19.33			0.00 %
	CUSIP: 47103C183	0.87 %				
37,105.751	JPMORGAN TR I	420,037.10	400,000.00	20,037.10	5,046	1.20 %
	US EQUITY FD INSTL CL	11.320	10.78			0.00 %
	CUSIP: 4812A1142	2.21 %				
1,671.327	LIGHTHOUSE DIVERSIFIED LTD	2,826,598.70	2,500,000.00	326,598.70	0	0.00 %
	OFFSHORE FD	1,691.230	1,495.82			0.00 %
	CUSIP: 532LHP115	14.86 %				
16,608.711	PIMCO FDS	111,112.28	245,975.00	134,862.72-	29,829	26.85 %
	COMMODITY REALRETURN STRATEGY INSTL	6.690	14.81			0.00 %
	CUSIP: 722005667	0.58 %				
33,609.319	PIMCO FDS	338,445.84	335,421.00	3,024.84	9,780	2.89 %
	GLOBAL BD FD UNHEDGED US INSTL CL	10.070	9.98			0.00 %
	CUSIP: 693390874	1.78 %				
42,044.931	PRICE T ROWE FDS	864,023.33	941,737.41	77,714.08-	16,818	1.95 %
	REAL ESTATE FD	20.550	22.40			0.00 %
	CUSIP: 779919109	4.54 %				

SunTrust

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
TOTAL MUTUAL FUNDS		4,725,985.02	4,568,321.04	157,663.98	62,217	1.32 %
PROPRIETARY FUNDS						
49,958.649	RIDGEWORTH FD-LARGECAP VALUE EQUITY I SHS #RGD4 CUSIP: 76628R672	687,930.60 13.770 3.62 %	572,026.53 11.45	115,904.07	10,192	1.48 % 0.00 %
20,049.699	RIDGEWORTH FD-MIDCAP VAL EQUITY I SHS #RGD5 CUSIP: 76628R615	221,950.17 11.070 1.17 %	294,931.07 14.71	72,980.90-	3,388	1.53 % 0.00 %
TOTAL PROPRIETARY FUNDS		909,880.77	866,957.60	42,923.17	13,580	1.49 %
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 AOL/TIME WARNER ON RCPT OF FINAL PMT CUSIP: 997000JA3	0.00 0.000 0.00 %	1.00 1.00	1.00-	0	0.00 % 0.00 %
1	CLASS ACTION PENDING CAREER EDUCATION ON RCPT OF FINAL PMT CUSIP: 997000ZM9	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %

SUNTRUST

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ACCOUNT NO. 1114757

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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	CLASS ACTION PENDING CATALINA MARKETING CORP ON RCPT OF FINAL PMT CUSIP: 997000RM8	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING CISCO SYSTEMS ON RCPT OF FINAL PMT CUSIP: 997000ND2	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
2	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 HALLIBURTON ON RCPT OF FINAL PMT CUSIP: 997000BE3	0.00 0.000 0.00 %	1.00 1.00	1.00-	0	0.00 % 0.00 %
1	CLASS ACTION PENDING KING PHARMACEUTICALS ON RCPT OF FINAL PMT CUSIP: 997000QD9	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING MCKESSON/HBOC INC ON RCPT OF FINAL PMT CUSIP: 997000HZ0	0.00 0.000 0.00 %	1.00 1.00	1.00-	0	0.00 % 0.00 %
1	CLASS ACTION PENDING MERRILL LYNCH / TYCO ON RCPT OF FINAL PMT CUSIP: 997000VV3	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %

SUNTRUST

PORTFOLIO DETAIL

TR THORNTON/VENABLE MEM U/I 4
ACCOUNT NO. 1114757

AS OF 03/31/12

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
1	CLASS ACTION PENDING TENET HEALTHCARE ON RCPT OF FINAL PMT CUSIP: 997000KE3	0.00 0.000 0.00 %	1.00 1.00	1.00-	0	0.00 % 0.00 %
1	CLASS ACTION PENDING TENET HEALTHCARE CORP ON RCPT OF FINAL PMT CUSIP: 997001AH5	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING XEROX CORP ON RCPT OF FINAL PMT CUSIP: 997000TT1	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
TOTAL MISCELLANEOUS ASSETS		0.00	4.00	4.00-	0	0.00 %
PRINCIPAL PORTFOLIO TOTAL		21,987,570.69	21,424,872.99	562,697.70	375,595	1.97 %
INCOME PORTFOLIO						
	INCOME CASH	2,968,050.62- 15.61-%	2,968,050.62-			
TOTAL ASSETS		19,019,520.07	18,456,822.37	562,697.70	375,595	1.97 %