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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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning

05/01, 2011, and ending

04/30, 2012

Name of foundation

TUA PROTESTANT ORPHANAGE FDN 47-3630920

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

P.O. BOX 1908

City or town, state, and ZIP code

ORLANDO, FL 32802-1908

Check all that apply:

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

of year (from Part II, col. (c), line

16) ▶ \$ 2,047,238.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

A Employer identification number

23-7310726

B Telephone number (see instructions)

() -

C If exemption application is
pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**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)

1 Contributions, gifts, grants, etc., received (attach schedule)

2 Check ☒ if the foundation is not required to
attach Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

40,942.

42,249.

STMT 1

5a Gross rents

24,900.

24,900.

b Net rental income or (loss)

11,636

6a Net gain or (loss) from sale of assets not on line 10

-13,516.

b Gross sales price for all
assets on line 6a

986,240.

7 Capital gain net income (from Part IV, line 2)

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)

779.

779.

STMT 2

12 Total. Add lines 1 through 11

53,105.

67,928.

13 Compensation of officers, directors, trustees, etc.

28,807.

14,404.

14,403.

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

500.

NONE

NONE

500.

c Other professional fees (attach schedule)

17 Interest

18 Taxes (attach schedule) (see instructions) STMT 4

7,627.

830.

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) STMT 5

13,284.

13,264.

20.

24 Total operating and administrative expenses.

Add lines 13 through 23

50,218.

28,498.

NONE

14,923.

25 Contributions, gifts, grants paid

57,589.

57,589.

26 Total expenses and disbursements Add lines 24 and 25

107,807.

28,498.

NONE

72,512.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-54,702.

b Net investment income (if negative, enter -0-)

39,430.

c Adjusted net income (if negative, enter -0-)

For Paperwork Reduction Act Notice, see instructions.

JSA

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POSTMARK DATE AUG 31 2012

REVENUE
Operating and Administrative Expenses
2012 SEP 06 2012
RECEIVED
SEP 05 2012
USDEN, UT
IRS-OSC

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	33,761.	60,205.	60,205.
	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 6	1,713,630.	1,632,484.	1,987,033.
14	Land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		1,747,391.	1,692,689.	2,047,238.
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	1,747,391.	1,692,689.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	1,747,391.	1,692,689.	
31	Total liabilities and net assets/fund balances (see instructions)	1,747,391.	1,692,689.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,747,391.
2	Enter amount from Part I, line 27a	2	-54,702.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,692,689.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,692,689.

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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 976,435.		999,829.	-23,394.		
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			-23,394.		
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	-13,589.	
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	116,171.	1,962,382.	0.059199
2009	80,782.	1,815,554.	0.044494
2008	77,273.	1,773,797.	0.043564
2007			
2006			

2 Total of line 1, column (d)	2	0.147257
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	0.049086
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,983,030.
5 Multiply line 4 by line 3	5	97,339.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	394.
7 Add lines 5 and 6	7	97,733.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	72,512.

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	789.
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	789.
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	789.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,375.	
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	3,375.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,586.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ▶ 792. Refunded ▶	11	1,794.	

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of SUNTRUST BANK Telephone no (615) 748-4879			
Located at P.O. BOX 305110, NASHVILLE, TN ZIP + 4 37230-5110				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)?		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?		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? If "Yes," list the years	☐ Yes ☒ No	
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)		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)		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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 7		28,807.	-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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,975,443.
b	Average of monthly cash balances	1b	37,785.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,013,228.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,013,228.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	30,198.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,983,030.
6	Minimum investment return. Enter 5% of line 5	6	99,152.

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	99,152.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	789.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	789.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	98,363.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	98,363.
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	98,363.

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	72,512.
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	72,512.
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	72,512.

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				98,363.
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	NONE			
e From 2010	2,281.			
f Total of lines 3a through e	2,281.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 72,512.				
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				72,512.
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))	2,281.			2,281.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				23,570.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	NONE			
d Excess from 2010	NONE			
e Excess from 2011	NONE			

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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 8				
Total ►			3a	57,589.
b Approved for future payment				
Total ►			3b	

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. | | |

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee
E. W. WOHLFORD

08/14/2012
Date

▶ TRUSTEE
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

JEFFREY E. KUHLIN

Preparer's signature

(Jeffrey E. Kuhlman)

Date _____

08/14/2012

Check ☐ if	PTIN
2 self-employed	P00

P00353001

Firm's name ► KMPG LLP

Firm's EIN ► 13-5565207

Firm's address ► P.O. BOX 6768

PROVIDENCE, RI

02940-6768

Phone no 888-942-3272

RENT AND ROYALTY INCOME

Taxpayer's Name TUA PROTESTANT ORPHANAGE FDN 47-3630920	Identifying Number 23-7310726
---	---

DESCRIPTION OF PROPERTY
 DUNCANWOOD DRIVE/ NASHVILLE TENN/ BRICK

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME	24,900.	
OTHER INCOME:		
TOTAL GROSS INCOME		24,900.
OTHER EXPENSES:		
INSURANCE	1,386.	
LEGAL AND OTHER PROFESSIONAL FEES	384.	
REPAIRS	3,630.	
TAXES	5,947.	
UTILITIES	918.	
OTHER EXPENSES	999.	
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		13,264.
TOTAL RENT OR ROYALTY INCOME (LOSS)		11,636.

Less Amount to

Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		11,636.
Deductible Rental Loss (if Applicable)		

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE
=====

OTHER DEDUCTIONS

PEST CONTROL	369.
LANDSCAPING	630.

	999.
	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INTEREST	40,942.	42,249.
	-----	-----
TOTAL	40,942.	42,249.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
METRO GOVT REFUND APPEAL	779.	779.
	-----	-----
TOTALS	779.	779.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

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

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES		
PRIOR YEAR BAL DUE	4,252.	830.
CURRENT YEAR ESTIMATES	3,375.	
TOTALS	----- 7,627. =====	----- 830. =====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
RENT AND ROYALTY EXPENSES			
PROPERTY TAXES	13,264.		
INSURANCE PREMIUMS		5,947.	
REPAIRS AND MAINTENANCE		1,386.	
UTILITIES		3,630.	
LEGAL FEES		918.	
ANNUAL REPORT		384.	
LANDSCAPING	20.		20.
PEST CONTROL		630.	
		369.	
TOTALS	13,284.	13,264.	20.

FORM 990PF, PART II - OTHER INVESTMENTS

=====

COST/
FMV

C OR F

DESCRIPTION

BEGINNING
BOOK VALUE

ENDING
BOOK VALUE

ENDING
FMV

SEE ATTACHED STATEMENTS

C

TOTALS

1,987,033.

1,632,484.

1,713,630.

1,987,033.

1,632,484.

1,713,630.

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

=====

OFFICER NAME:

SUNTRUST BANK, INC

ADDRESS:

P.O. BOX 305110

NASHVILLE, TN

TITLE:

TRUSTEE, AS REQ'D

COMPENSATION 28,807.

TOTAL COMPENSATION: 28,807.

=====

=====

RECIPIENT NAME:

FIRST STEPS INC

ADDRESS:

4414 GRANNY WHITE PKE

NASHVILLE, TN 37215

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 57,589.

TOTAL GRANTS PAID:

57,589.

=====

RENT AND ROYALTY SUMMARY

=====

PROPERTY -----	TOTAL INCOME -----	DEPLETION/ DEPRECIATION -----	OTHER EXPENSES -----	ALLOWABLE NET INCOME -----
DUNCANWOOD DRIVE/ NA	24,900.		13,264.	11,636.
	-----	-----	-----	-----
TOTALS	24,900.		13,264.	11,636.
	=====	=====	=====	=====

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

TUA PROTESTANT ORPHANAGE FDN 47-3630920

Employer identification number

23-7310726

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 -20,465.
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 -20,465.

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					9,388.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b -2,929.
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					9 417.
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 6,876.

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

Schedule D (Form 1041) 2011

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		-20,465.
14 Net long-term gain or (loss):			
a Total for year	14a		6,876.
b Unrecaptured section 1250 gain (see line 18 of the wrkst.)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a ▶	15		-13,589.

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:	16	(3,000)
a The loss on line 15, column (3) or b \$3,000		

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

▶ See instructions for Schedule D (Form 1041).

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

Name of estate or trust

TUA PROTESTANT ORPHANAGE FDN 47-3630920

Employer identification number

23-7310726

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 791.944 INVESCO SMALL CAP	12/02/2010	07/18/2011	26,150.00	22,911.00	3,239.00
37.099 INVESCO SMALL CAP G	12/09/2011	02/06/2012	1,216.00	1,081.00	135.00
985.859 ADVISORS CAMBIAR S	03/25/2011	07/18/2011	18,475.00	18,810.00	-335.00
140.435 ADVISORS CAMBIAR S	03/25/2011	02/06/2012	2,650.00	2,680.00	-30.00
847.176 EATON VANCE FLTG-R	05/26/2011	07/18/2011	7,650.00	7,692.00	-42.00
225.734 EATON VANCE FLTG-R	05/26/2011	08/08/2011	2,000.00	2,050.00	-50.00
1504.018 EATON VANCE FLTG-	05/26/2011	10/18/2011	13,100.00	13,656.00	-556.00
98.881 GOLDMAN SACHS TRGRO OPPORTUNITIES FD INSTL	03/25/2011	07/18/2011	2,475.00	2,514.00	-39.00
225.255 GOLDMAN SACHS TRGR OPPORTUNITIES FD INSTL	03/25/2011	10/18/2011	5,075.00	5,726.00	-651.00
272.338 GOLDMAN SACHS TRGR OPPORTUNITIES FD INSTL	03/25/2011	02/06/2012	6,675.00	6,923.00	-248.00
41. ISHARES TR DOW JONES S INDEX	07/18/2011	02/06/2012	2,243.00	2,143.00	100.00
282. ISHARES TR BARCLAYS T	04/25/2011	05/26/2011	31,250.00	30,800.00	450.00
1389. ISHARES TR S&P 500 I	03/25/2011	07/18/2011	181,555.00	183,350.00	-1,795.00
83. ISHARES IBOXX INVT GRA ETF	07/18/2011	08/08/2011	9,303.00	9,234.00	69.00
374. ISHARES TR RUSSELL 10 INDEX FD	03/25/2011	10/18/2011	22,284.00	25,486.00	-3,202.00
136. ISHARES TR RUSSELL 10 INDEX FD	03/25/2011	02/06/2012	9,168.00	9,267.00	-99.00
404. ISHARES TR RUSSELL 10 INDEX	07/18/2011	10/18/2011	22,705.00	24,621.00	-1,916.00
470. ISHARES IBOXX \$HIGHYL ETF	04/25/2011	05/26/2011	43,179.00	43,226.00	-47.00
277. ISHARES IBOXX \$HIGHYL ETF	07/18/2011	08/08/2011	23,378.00	25,434.00	-2,056.00
104. ISHARES BARCLAYS MBS	05/26/2011	07/18/2011	11,113.00	11,122.00	-9.00
1. ISHARES BARCLAYS MBS BD	05/26/2011	08/08/2011	107.00	107.00	
56. ISHARES BARCLAYS MBS B	05/26/2011	08/08/2011	6,021.00	5,989.00	32.00
97. ISHARES BARCLAYS MBS B	05/26/2011	10/18/2011	10,416.00	10,374.00	42.00
4324.313 LEGG MASON BATTER MKTS-I	10/18/2011	02/06/2012	92,151.00	99,684.00	-7,533.00

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

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

Schedule D-1 (Form 1041) 2011

Department of the Treasury
Internal Revenue Service

► See instructions for Schedule D (Form 1041).

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

OMB No 1545-0092

2011

Name of estate or trust

TUA PROTESTANT ORPHANAGE FDN 47-3630920

Employer identification number

23-7310726

[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b		-20,465.00
---	--	------------

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

Schedule D-1 (Form 1041) 2011

Employer identification number

23-7310726

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	-2,929.00
---	-----------

Schedule D-1 (Form 1041) 2011

FEDERAL CAPITAL GAIN DIVIDENDS

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

INVESCO SMALL CAP GROWTH-I	306.00
ADVISORS CAMBIAR SMALL CAP-I	183.00
GOLDMAN SACHS TRGROWTH OPPORTUNITIES FD INSTL	3,986.00
MANNING & NAPIER WORLD OPPTYS-A	3,376.00
NEUBERGER BERMAN HIGH INCOME BD-I	320.00
TEMPLETON GLOBAL BD-ADV	597.00
VANGUARD BD INDEX SHORT TERM BD ETF	282.00
VANGUARD BD INDEX TOTAL BD MKT ETF	338.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

9,388.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

9,388.00

=====

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 LONG-TERM CAPITAL GAIN DIVIDENDS					9,388.	
26,150.00		791.944 INVESCO SMALL CAP GROWTH-I PROPERTY TYPE: SECURITIES 22,911.00					12/02/2010 3,239.00	07/18/2011
409.00		12.474 INVESCO SMALL CAP GROWTH-I PROPERTY TYPE: SECURITIES 361.00					12/02/2010 48.00	02/06/2012
1,216.00		37.099 INVESCO SMALL CAP GROWTH-I PROPERTY TYPE: SECURITIES 1,081.00					12/09/2011 135.00	02/06/2012
18,475.00		985.859 ADVISORS CAMBIAR SMALL CAP-I PROPERTY TYPE: SECURITIES 18,810.00					03/25/2011 -335.00	07/18/2011
2,650.00		140.435 ADVISORS CAMBIAR SMALL CAP-I PROPERTY TYPE: SECURITIES 2,680.00					03/25/2011 -30.00	02/06/2012
7,650.00		847.176 EATON VANCE FLTGT-RT-I PROPERTY TYPE: SECURITIES 7,692.00					05/26/2011 -42.00	07/18/2011
2,000.00		225.734 EATON VANCE FLTGT-RT-I PROPERTY TYPE: SECURITIES 2,050.00					05/26/2011 -50.00	08/08/2011
13,100.00		1504.018 EATON VANCE FLTGT-RT-I PROPERTY TYPE: SECURITIES 13,656.00					05/26/2011 -556.00	10/18/2011
2,475.00		98.881 GOLDMAN SACHS TRGROWTH OPPORTUNIT PROPERTY TYPE: SECURITIES 2,514.00					03/25/2011 -39.00	07/18/2011
5,075.00		225.255 GOLDMAN SACHS TRGROWTH OPPORTUNI PROPERTY TYPE: SECURITIES 5,726.00					03/25/2011 -651.00	10/18/2011

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)	
6,675.00		272.338 GOLDMAN SACHS TRGROWTH OPPORTUNI PROPERTY TYPE: SECURITIES 6,923.00					03/25/2011 -248.00	02/06/2012
2,243.00		41. ISHARES TR DOW JONES SEL DIVD INDEX PROPERTY TYPE: SECURITIES 2,143.00					07/18/2011 100.00	02/06/2012
31,250.00		282. ISHARES TR BARCLAYS TIPS BD ETF PROPERTY TYPE: SECURITIES 30,800.00					04/25/2011 450.00	05/26/2011
181,555.00		1389. ISHARES TR S&P 500 INDEX FD PROPERTY TYPE: SECURITIES 183,350.00					03/25/2011 -1,795.00	07/18/2011
9,303.00		83. ISHARES IBOXX INVT GRADE CORP BD ETF PROPERTY TYPE: SECURITIES 9,234.00					07/18/2011 69.00	08/08/2011
22,284.00		374. ISHARES TR RUSSELL 1000 VALUE INDEX PROPERTY TYPE: SECURITIES 25,486.00					03/25/2011 -3,202.00	10/18/2011
9,168.00		136. ISHARES TR RUSSELL 1000 VALUE INDEX PROPERTY TYPE: SECURITIES 9,267.00					03/25/2011 -99.00	02/06/2012
22,705.00		404. ISHARES TR RUSSELL 1000 GROWTH INDE PROPERTY TYPE: SECURITIES 24,621.00					07/18/2011 -1,916.00	10/18/2011
43,179.00		470. ISHARES IBOXX \$HIGHYLD CORP BD ETF PROPERTY TYPE: SECURITIES 43,226.00					04/25/2011 -47.00	05/26/2011
23,378.00		277. ISHARES IBOXX \$HIGHYLD CORP BD ETF PROPERTY TYPE: SECURITIES 25,434.00					07/18/2011 -2,056.00	08/08/2011
11,113.00		104. ISHARES BARCLAYS MBS BD ETF PROPERTY TYPE: SECURITIES 11,122.00					05/26/2011 -9.00	07/18/2011

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)	
107.00		1. ISHARES BARCLAYS MBS BD ETF PROPERTY TYPE: SECURITIES 107.00					05/26/2011	08/08/2011
6,021.00		56. ISHARES BARCLAYS MBS BD ETF PROPERTY TYPE: SECURITIES 5,989.00					05/26/2011	08/08/2011
							32.00	
10,416.00		97. ISHARES BARCLAYS MBS BD ETF PROPERTY TYPE: SECURITIES 10,374.00					05/26/2011	10/18/2011
							42.00	
92,151.00		4324.313 LEGG MASON BATTERYMRC EMRG MKTS PROPERTY TYPE: SECURITIES 99,684.00					10/18/2011	02/06/2012
							-7,533.00	
73,972.00		4961.254 MFS RESEARCH INTL-I PROPERTY TYPE: SECURITIES 76,949.00					12/02/2010	02/06/2012
							-2,977.00	
29,028.00		1946.861 MFS RESEARCH INTL-I PROPERTY TYPE: SECURITIES 31,325.00					07/18/2011	02/06/2012
							-2,297.00	
6,350.00		247.274 RS INVT TR VALUE-Y PROPERTY TYPE: SECURITIES 6,664.00					03/25/2011	07/18/2011
							-314.00	
3,575.00		157.558 RS INVT TR VALUE-Y PROPERTY TYPE: SECURITIES 4,246.00					03/25/2011	10/18/2011
							-671.00	
56,438.00		2261.153 RS INVT TR VALUE-Y PROPERTY TYPE: SECURITIES 60,122.00					08/08/2011	02/06/2012
							-3,684.00	
4,350.00		318.681 TEMPLETON GLOBAL BD-ADV PROPERTY TYPE: SECURITIES 4,430.00					04/25/2011	08/08/2011
							-80.00	
41,750.00		3172.492 TEMPLETON GLOBAL BD-ADV PROPERTY TYPE: SECURITIES 43,545.00					07/18/2011	02/06/2012
							-1,795.00	

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)	
66,253.00		818. VANGUARD BD INDEX SHORT TERM BD ETF PROPERTY TYPE: SECURITIES 65,749.00					04/25/2011 504.00	05/26/2011
9,343.00		115. VANGUARD BD INDEX SHORT TERM BD ETF PROPERTY TYPE: SECURITIES 9,230.00					03/25/2011 113.00	07/18/2011
4,972.00		61. VANGUARD BD INDEX SHORT TERM BD ETF PROPERTY TYPE: SECURITIES 4,896.00					03/25/2011 76.00	08/08/2011
11,205.00		138. VANGUARD BD INDEX SHORT TERM BD ETF PROPERTY TYPE: SECURITIES 11,076.00					03/25/2011 129.00	10/18/2011
93,747.00		1150. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES 92,377.00					04/25/2011 1,370.00	05/26/2011
7,036.00		86. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES 6,897.00					03/25/2011 139.00	07/18/2011
8,106.00		98. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES 7,859.00					03/25/2011 247.00	08/08/2011
9,562.00		115. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES 9,223.00					03/25/2011 339.00	10/18/2011
TOTAL GAIN(LOSS)							----- -13,589. =====	



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AR VALUE R SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FEED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
<u>PRINCIPAL PORTFOLIO</u>						
	PRINCIPAL CASH	1,111,280.29- 46.36-%	1,111,280.29-			
<u>UIF & MONEY MARKET FUNDS</u>						
22,742.57	FEDERATED MONEY MKT OBLIGS TR PRIME OBLIGS INSTL FFS #10 CUSIP: 609010DF7	22,742.57 1.000 0.95 %	22,742.57 1.00	0.00	41	0.18 % 0.00 %
37,462.13	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	37,462.13 1.000 1.56 %	37,462.13 1.00	0.00	4	0.01 % 0.00 %
TOTAL STIF & MONEY MARKET FUNDS			60,204.70	0.00	45	0.07 %
<u>EQUITY SECURITIES</u>						
<u>UIUAL FUNDS-EQUITY</u>						
1,627	ISHARES TR DOW JONES SELECT DIVIDEND INDEX ETF CUSIP: 464287168	92,234.63 56.690 3.85 %	84,820.06 52.13	7,414.57	3,070	3.33 % 0.00 %
6,829	ISHARES TR RUSSELL 1000 GROWTH INDEX ETF CUSIP: 464287614	450,714.00 66.000 18.80 %	413,923.91 60.61	36,790.09	5,525	1.23 % 0.00 %
2,374	ISHARES TR RUSSELL 1000 VALUE INDEX ETF CUSIP: 464287598	164,731.86 69.390 6.87 %	160,606.36 67.65	4,125.50	3,589	2.18 % 0.00 %
TOTAL MUTUAL FUNDS-EQUITY			659,350.33	48,330.16	12,184	1.72 %



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IR VALUE 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 FUNDS-FIXED INCOME						
826	ISHARES TR BARCLAYS MBS BD ETF CUSIP: 464288588	89,447.54 108.290 3.73 %	88,378.99 107.00	1,068.55	2,838	3.17 % 0.00 %
1,229	ISHARES TR IBOXX INVT GRADE CORP BD ETF CUSIP: 464287242	143,153.92 116.480 5.97 %	135,014.50 109.86	8,139.42	6,020	4.21 % 0.00 %
881	VANGUARD BD INDEX FDS SHORT TERM BD ETF CUSIP: 921937827	71,528.39 81.190 2.98 %	70,755.14 80.31	773.25	1,289	1.80 % 0.00 %
1,278	VANGUARD BD INDEX FD INC TOTAL BD MARKET ETF CUSIP: 921937835	107,249.76 83.920 4.47 %	102,664.06 80.33	4,585.70	3,237	3.02 % 0.00 %
TOTAL MUTUAL FUNDS-FIXED INCOME		411,379.61	396,812.69	14,566.92	13,384	3.25 %
D PARTNERSHIP & CLOSELY HELD						
10	LOWE E T PUBLISHING CO COM CUSIP: 547990903	10.00 1.000 0.00 %	1,000.00 100.00	990.00-	0	0.00 % 0.00 %
TOTAL EQUITY SECURITIES		1,119,070.10	1,057,163.02	61,907.08	25,568	2.28 %



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NR VALUE 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
ITAL FUND						
945.934	ADVISORS INNER CIRCLE FD CAMBIAR SMALL CAP FD INSTL CL CUSIP: 0075W0593	17,878.15 18.900 0.75 %	17,353.40 18.35	524.75	0	0.00 % 0.00 %
2,993.891	EATON VANCE MUT FDS TR FLTG-RT FD CL I CUSIP: 277911491	27,034.84 9.030 1.13 %	27,176.50 9.08	141.66-	1,129	4.18 % 0.00 %
2,919.458	GOLDMAN SACHS TR GROWTH OPPORTUNITIES FD INSTL CL CUSIP: 38142Y401	74,913.29 25.660 3.12 %	72,693.13 24.90	2,220.16	0	0.00 % 0.00 %
545.116	INVESCO GROWTH SER SMALL CAP GROWTH FD CL INSTL CUSIP: 00141M622	18,364.96 33.690 0.77 %	15,616.50 28.65	2,748.46	0	0.00 % 0.00 %
14,615.716	MANNING & NAPIER FDS WORLD OPPTY SERS CL A CUSIP: 563821545	109,033.24 7.460 4.55 %	120,936.63 8.27	11,903.39-	3,508	3.22 % 0.00 %
2,355.828	MFS FDS RESEARCH INTL FD INSTL CL CUSIP: 552983470	35,360.98 15.010 1.48 %	35,569.01 15.10	208.03-	697	1.97 % 0.00 %
4,894.218	NEUBERGER BERMAN INCOME FDS HIGH INCOME BD FD CL INSTL CUSIP: 64128K868	45,222.57 9.240 1.89 %	43,480.39 8.88	1,742.18	3,034	6.71 % 0.00 %
2,740.178	OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y CUSIP: 683974505	90,590.28 33.060 3.78 %	89,275.00 32.58	1,315.28	1,850	2.04 % 0.00 %



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AR VALUE & 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
4,199.531	PIMCO FDS FOREIGN BD US\$ HEDGED FD INSTL CL CUSIP: 693390882	45,438.93 10.920 1.90 %	44,725.00 10.65	713.93	1,218	2.68 % 0.00 %
3,378.678	TEMPLETON INCOME TR GLOBAL BD FD ADVISOR CL CUSIP: 880208400	44,125.53 13.060 1.84 %	45,289.30 13.40	1,163.77-	2,139	4.85 % 0.00 %
TOTAL MUTUAL FUNDS		507,962.77	512,114.86	4,152.09-	13,574	2.67 %
REAL ESTATE						
1	DUNCANWOOD DRIVE NASHVILLE TN BRICK DUPLEX LOT 4 DUNCANWOOD FEE SIMPLE CUSIP: 990130254	360,000.00 360,000.000 15.02 %	63,205.85 63,205.85	296,794.15	0	0.00 % 0.00 %
TOTAL REAL ESTATE		360,000	63,205.85	286,659.15	0	0.00 %



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AR VALUE R SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FEED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
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ISCELLANEOUS ASSETS

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 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 %

TOTAL MISCELLANEOUS ASSETS

RINCIPAL PORTFOLIO TOTAL

INCOME PORTFOLIO

INCOME CASH

0.00	1.00	1.00-	0	0.00 %
1,285,957.28	941,544.14	344,413.14	39,188	1.63 %

1,111,280.29
46.36 %

TOTAL ASSETS

2,047,238

1,092,681.45

344,413.14

39,188

1.63 %