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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

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

06/01, 2011, and ending

05/31, 2012

Name of foundation

TCH PAUL HOLBROOK 52-3621300

A Employer identification number

62-6187596

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

Room/suite

B Telephone number (see instructions)

P.O. BOX 1908

City or town, state, and ZIP code

ORLANDO, FL 32802-1908

G Check all that apply:

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

H Check type of organization:

Section 501(c)(3) exempt private foundation

Section 4947(a)(1) nonexempt charitable trust

Other taxable private foundation

I Fair market value of all assets at end

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

16) \$ 1,029,904.

J Accounting method:

Cash  Accrual

Other (specify)

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

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	29,175.	29,452.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	28,536.			
b Gross sales price for all assets on line 6a	380,351.			
7 Capital gain net income (from Part IV, line 2)		28,535.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	57,711.	57,987.		
13 Compensation of officers, directors, trustees, etc.	9,946.	4,973.		4,973.
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 2	2,500.	NONE	NONE	2,500.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 3	4,478.	334.		
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	16,924.	5,307.	NONE	7,473.
25 Contributions, gifts, grants paid	54,645.			54,645.
26 Total expenses and disbursements. Add lines 24 and 25	71,569.	5,307.	NONE	62,118.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-13,858.			
b Net investment income (if negative, enter -0-)		52,680.		
c Adjusted net income (if negative, enter -0-)				

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Form 990-PF (2011)

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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 . . . . .		602.	602.
	2	Savings and temporary cash investments . . . . .	34,487.	32,210.	32,210.
	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) . . . . .	991,843.	979,660.	997,092.
	14	Land, buildings, and equipment, basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	1,026,330.	1,012,472.	1,029,904.	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶)			
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .	1,026,330.	1,012,472.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	1,026,330.	1,012,472.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	1,026,330.	1,012,472.		

**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	1,026,330.
2	Enter amount from Part I, line 27a . . . . .	2	-13,858.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	1,012,472.
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	1,012,472.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)				(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr.)	(d) Date sold (mo, day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>						
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 370,335.		351,816.	18,519.			
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col (k), but not less than -0- or Losses (from col (h))			
(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				
a			18,519.			
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	28,535.	
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	55,172.	1,077,415.	0.051208
2009	58,019.	1,019,954.	0.056884
2008	58,405.	952,466.	0.061320
2007	60,439.	1,148,187.	0.052639
2006	60,063.	1,130,339.	0.053137
2 Total of line 1, column (d)			2 0.275188
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 0.055038
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 1,049,429.
5 Multiply line 4 by line 3			5 57,758.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 527.
7 Add lines 5 and 6			7 58,285.
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 62,118.

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

<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	527.
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .	2	
<b>3</b> Add lines 1 and 2 . . . . .	3	527.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .	4	NONE
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	527.
<b>6</b> Credits/Payments:		
<b>a</b> 2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .	6a	2,240.
<b>b</b> Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE
<b>c</b> Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE
<b>d</b> Backup withholding erroneously withheld . . . . .	6d	
<b>7</b> Total credits and payments. Add lines 6a through 6d . . . . .	7	2,240.
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	1,713.
<b>11</b> Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 528. Refunded <input type="checkbox"/> . . . . .	11	1,185.

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>b</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.		X
<b>c</b> Did the foundation file Form 1120-POL for this year? . . . . .		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> 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.		X
<b>3</b> 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
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		N/A
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.		X
<b>6</b> 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	
<b>7</b> 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	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TN		
<b>b</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	
<b>9</b> 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
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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 Inc. 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  and enter the amount of tax-exempt interest received or accrued during the year. . . . .  15

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

See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .  Yes  No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .  Yes  No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .  Yes  No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .  Yes  No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .  Yes  No

(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . .  Yes  No

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . .  1b  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)?  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

5b N/A  
 6b X  
 7b N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 5		9,946.	-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
-----		
-----		
-----		
-----		
-----		
-----		
<b>Total number of others receiving over \$50,000 for professional services . . . . .</b>		<b>NONE</b>

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

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

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

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

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,032,867.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	32,543.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,065,410.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,065,410.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	15,981.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,049,429.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	52,471.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	52,471.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	527.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	527.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	51,944.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	51,944.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	51,944.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	62,118.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	62,118.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	527.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	61,591.

**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
<b>1</b> Distributable amount for 2011 from Part XI, line 7 . . . . .				51,944.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only . . . . .			NONE	
<b>b</b> Total for prior years: 20 <u>09</u> , 20 <u>    </u> , 20 <u>    </u>		NONE		
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006 . . . . .	NONE			
<b>b</b> From 2007 . . . . .	NONE			
<b>c</b> From 2008 . . . . .	9,314.			
<b>d</b> From 2009 . . . . .	7,543.			
<b>e</b> From 2010 . . . . .	3,539.			
<b>f</b> Total of lines 3a through e . . . . .	20,396.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ► \$ <u>62,118.</u>				
<b>a</b> Applied to 2010, but not more than line 2a . . . . .			NONE	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2011 distributable amount . . . . .				51,944.
<b>e</b> Remaining amount distributed out of corpus . . . . .	10,174.			
<b>5</b> Excess distributions carryover applied to 2011 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	30,570.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .			NONE	
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 . . . . .				NONE
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	30,570.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007 . . . . .	NONE			
<b>b</b> Excess from 2008 . . . . .	9,314.			
<b>c</b> Excess from 2009 . . . . .	7,543.			
<b>d</b> Excess from 2010 . . . . .	3,539.			
<b>e</b> Excess from 2011 . . . . .	10,174.			

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

NOT APPLICABLE

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

--

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

	4942(j)(3) or	4942(j)(5)
--	---------------	------------

**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

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

**Part XV Supplemental 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
<p><b>a Paid during the year</b></p> <p>SEE STATEMENT 6</p>				
<b>Total</b> .....				<b>3a</b> 54,645.
<p><b>b Approved for future payment</b></p>				
<b>Total</b> .....				<b>3b</b>





**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

TCH PAUL HOLBROOK 52-3621300

Employer identification number

62-6187596

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)
<b>1a</b>					
<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .					<b>1b</b> -21,400.
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .					<b>2</b>
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .					<b>3</b>
<b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet . . . . .					<b>4</b> ( )
<b>5</b> Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back . . . . . ▶					<b>5</b> -21,400.

**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)
<b>6a</b> LONG-TERM CAPITAL GAIN DIVIDENDS					10,016.
<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .					<b>6b</b> 39,919.
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .					<b>7</b>
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .					<b>8</b>
<b>9</b> Capital gain distributions . . . . .					<b>9</b>
<b>10</b> Gain from Form 4797, Part I . . . . .					<b>10</b>
<b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet . . . . .					<b>11</b> ( )
<b>12</b> Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back . . . . . ▶					<b>12</b> 49,935.

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

Schedule D (Form 1041) 2011

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b>	Net short-term gain or (loss)			-21,400.
<b>14</b>	Net long-term gain or (loss):			
a	Total for year	<b>14a</b>		49,935.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	<b>14b</b>		
c	28% rate gain	<b>14c</b>		
<b>15</b>	Total net gain or (loss). Combine lines 13 and 14a	<b>15</b>		28,535.

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

**Part IV Capital Loss Limitation**

<b>16</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000	<b>16</b>	( )
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**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

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

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

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

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

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

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





## FEDERAL CAPITAL GAIN DIVIDENDS

## LONG-TERM CAPITAL GAIN DIVIDENDS

## 15% RATE CAPITAL GAIN DIVIDENDS

ABERDEEN EQUITY LONG SHORT-I	208.00
ADVISORS CAMBIAR SMALL CAP-I	283.00
FORUM ABSOLUTE STRATEGIES-I	144.00
MANNING & NAPIER WORLD OPPTYS-A	4,391.00
NEUBERGER BERMAN HIGH INCOME BD-I	191.00
PIMCO LOW DURATION-I	
PIMCO COMMODITY REALRTN STRATEGY-I	81.00
PIMCO INVT GRADE CORP BD-I	660.00
RIDGEWORTH FD-INTERMEDIATE BD #RGCF	1,613.00
SCHRODER US SMALL/MID CAP OPPTY-I	225.00
SENTINEL SMALL CO-I	1,870.00
TEMPLETON GLOBAL BD-ADV	350.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

10,016.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

10,016.00

**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					10,016.	
337.00		29.177 ABERDEEN EQUITY LONG SHORT-I PROPERTY TYPE: SECURITIES 345.00					04/06/2011 -8.00	02/06/2012
4,238.00		224.589 ADVISORS CAMBIAR SMALL CAP-I PROPERTY TYPE: SECURITIES 4,397.00					04/06/2011 -159.00	02/06/2012
7,560.00		1581.59 FEDERATED STRATEGIC VALUE-I PROPERTY TYPE: SECURITIES 7,386.00					07/19/2011 174.00	02/06/2012
18,460.00		1034.753 T ROWE PRICE INSTL LARGE-CAP GR PROPERTY TYPE: SECURITIES 17,930.00					04/06/2011 530.00	02/06/2012
34,036.00		400. ISHARES TR S&P MIDCAP 400 INDEX FD PROPERTY TYPE: SECURITIES 39,378.00					06/27/2011 -5,342.00	08/15/2011
52,180.00		7138.167 MANNING & NAPIER WORLD OPPTYS-A PROPERTY TYPE: SECURITIES 65,528.00					04/06/2011 -13,348.00	02/06/2012
853.00		26.182 OPPENHEIMER DEVELOPING MKTS INSTL PROPERTY TYPE: SECURITIES 927.00					05/18/2011 -74.00	02/06/2012
2,303.00		219.752 PIMCO LOW DURATION-I PROPERTY TYPE: SECURITIES 2,296.00					04/06/2011 7.00	08/15/2011
2,524.00		236.773 PIMCO INVT GRADE CORP BD-I PROPERTY TYPE: SECURITIES 2,507.00					04/06/2011 17.00	08/15/2011
47,432.00		1535.507 RIDGEWORTH FD-SEL L/C GRTH STK PROPERTY TYPE: SECURITIES 31,447.00					04/02/2009 15,985.00	06/27/2011

**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)	
33,619.00		2751.185 RIDGEWORTH FD-MIDCAP VAL EQTY # PROPERTY TYPE: SECURITIES 18,708.00				04/02/2009	07/19/2011	
						14,911.00		
750.00		57.165 RIDGEWORTH FD-LARGECAP VAL EQTY#R PROPERTY TYPE: SECURITIES 779.00				04/06/2011	01/20/2012	
						-29.00		
9,063.00		837.615 RIDGEWORTH FD-LARGECAP GRTH STK# PROPERTY TYPE: SECURITIES 8,708.00				02/21/2003	08/15/2011	
						355.00		
54,009.00		4896.511 RIDGEWORTH FD-LARGECAP GRTH STK PROPERTY TYPE: SECURITIES 45,341.00				06/24/2010	11/10/2011	
						8,668.00		
1,424.00		142.828 RIDGEWORTH FD-SHORT TERM BD #RGC PROPERTY TYPE: SECURITIES 1,423.00				03/02/2011	08/15/2011	
						1.00		
11,000.00		1233.184 RIDGEWORTH FD-SEIX FLT HGH INCM PROPERTY TYPE: SECURITIES 11,160.00				01/27/2011	07/19/2011	
						-160.00		
721.00		84.525 RIDGEWORTH FD-SEIX FLT HGH INCM#R PROPERTY TYPE: SECURITIES 765.00				01/27/2011	08/15/2011	
						-44.00		
26,509.00		3111.385 RIDGEWORTH FD-SEIX FLT HGH INCM PROPERTY TYPE: SECURITIES 28,150.00				04/06/2011	09/12/2011	
						-1,641.00		
3,500.00		330.189 RIDGEWORTH FD-INTERMEDIATE BD #R PROPERTY TYPE: SECURITIES 3,421.00				03/02/2011	07/19/2011	
						79.00		
8,122.00		754.132 RIDGEWORTH FD-INTERMEDIATE BD #R PROPERTY TYPE: SECURITIES 7,813.00				03/02/2011	08/15/2011	
						309.00		
1,821.00		146.973 SCHRODER US SMALL/MID CAP OPPTY- PROPERTY TYPE: SECURITIES 1,814.00				03/02/2011	02/06/2012	
						7.00		

**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)	
979.00		119.975 SENTINEL SMALL CO-I PROPERTY TYPE: SECURITIES 1,061.00				05/18/2011	02/06/2012 -82.00	
11,500.00		829.128 TEMPLETON GLOBAL BD-ADV PROPERTY TYPE: SECURITIES 11,508.00				04/06/2011	07/19/2011 -8.00	
2,777.00		202.849 TEMPLETON GLOBAL BD-ADV PROPERTY TYPE: SECURITIES 2,816.00				04/06/2011	08/15/2011 -39.00	
34,618.00		2630.547 TEMPLETON GLOBAL BD-ADV PROPERTY TYPE: SECURITIES 36,208.00				04/06/2011	02/06/2012 -1,590.00	
TOTAL GAIN(LOSS) .....		.....					----- 28,535. =====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	29,175.	29,452.
TOTAL	29,175.	29,452.

FORM 990PF, PART I - ACCOUNTING FEES

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

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAX	2,240.	
FOREIGN TAX		334.
PRIOR YEAR BALANCE DUE	2,238.	
TOTALS	4,478.	334.

TCH PAUL HOLBROOK 52-3621300

62-6187596

FORM 990PF, PART II - OTHER INVESTMENTS  
=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	C	991,843.	979,660.	997,092.
TOTALS		991,843.	979,660.	997,092.

RECIPIENT NAME:  
SEE ATTACHED  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSE  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 54,645.

TOTAL GRANTS PAID: 54,645.  
=====

**Investment Review (23 - as of 07/24/2012 (Settle Items) Date View)**

prnt | expand | contract | save | ticker | accounts | trade date

Click on an investment class to show investment information or select a date from the drop-down listbox to view historical investment information (if available) \*\*Disclaimer Pricing changes made since the last statement may not be reflected in Investment Review values

Assets as of: 05/31/2012

Account: 3621300 - TCH PAUL HOLBROOK

	P/I	Units	Market Value	% Mkt Value	Accrued Income	Tax Cost	Est Annual Income	Yield at Mkt	Market Price
<b>CASH EQUIVALENTS</b>			\$601.37	0.058%	\$0.00	\$601.37	\$0.00	0.000%	
<input checked="" type="checkbox"/> <b>COINS AND CURRENCY</b>			\$601.37	0.058%	\$0.00	\$601.37	\$0.00	0.000%	
<input checked="" type="checkbox"/> 999999998 UNINVESTED CASH		601 3700	\$601 37	0 058%	\$0 00	\$601.37	\$0 00	0 000%	\$1 00
<b>STIF &amp; MONEY MARKET FUNDS</b>			\$32,210.20	3.127%	\$0.27	\$32,210.20	\$3.22	0.010%	
<input checked="" type="checkbox"/> <b>GOVERNMENT</b>			\$32,210.20	3.127%	\$0.27	\$32,210.20	\$3.22	0.010%	
<input checked="" type="checkbox"/> 609068DF5 FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS		32,210.2000	\$32,210 20	3.127%	\$0.27	\$32,210.20	\$3.22	0.010%	\$1.00
<b>MUTUAL FUNDS</b>			\$697,472.47	67.722%	\$211.81	\$720,084.76	\$18,737.11	2.686%	
<input checked="" type="checkbox"/> <b>ALTERNATIVE INVT FDS</b>			\$52,693.05	5.116%	\$0.00	\$52,787.42	\$63.71	0.121%	
<input checked="" type="checkbox"/> 003020336 ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL Rating N/A		1,832 0260	\$20,317.17	1 973%	\$0 00	\$21,355 42	\$0 00	0 000%	\$11 09
<input checked="" type="checkbox"/> 34984T600 FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL Rating N/A		2,895 8750	\$32,375 88	3 144%	\$0 00	\$31,432 00	\$63 71	0 197%	\$11 18
<input checked="" type="checkbox"/> <b>COMMODITY</b>			\$18,874.46	1.833%	\$0.00	\$27,653.00	\$5,494.09	29.109%	
<input checked="" type="checkbox"/> 722005667 PIMCO FDS COMMODITY REALRETURN STRATEGY INSTL Rating N/A		3,059 0690	\$18,874 46	1 833%	\$0 00	\$27,653 00	\$5,494 09	29 109%	\$6 17
<input checked="" type="checkbox"/> <b>FIXED INCOME</b>			\$90,331.91	8.771%	\$210.25	\$89,093.17	\$4,013.59	4.443%	
<input checked="" type="checkbox"/> 64128K868 NEUBERGER BERMAN INCOME FDS HIGH INCOME BD FD CL INSTL Rating N/A		2,893 9050	\$26,074 08	2 532%	\$9.62	\$25,640 00	\$1,779 75	6 826%	\$9 01
<input checked="" type="checkbox"/> 693390304 PIMCO FDS LOW DURATION FD INSTL CL Rating N/A		3,045 9230	\$31,890 81	3 096%	\$80 24	\$31,785 59	\$715 79	2 245%	\$10 47
<input checked="" type="checkbox"/> 722005816 PIMCO FDS PAC INVT MGMT SER INVT GRADE CORP BD FD INSTL CL Rating N/A		2,994 1730	\$32,367.01	3 143%	\$120 39	\$31,667 58	\$1,518 05	4 690%	\$10 81
<input checked="" type="checkbox"/> <b>INTL EMERGING</b>			\$38,275.55	3.716%	\$0.00	\$44,557.63	\$871.07	2.276%	
<input checked="" type="checkbox"/> 683974505 OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y Rating N/A		1,290 4770	\$38,275 55	3 716%	\$0 00	\$44,557 63	\$871 07	2 276%	\$29 66
<input checked="" type="checkbox"/> <b>LARGE CAP GROWTH</b>			\$239,085.50	23.214%	\$0.00	\$232,347.00	\$356.22	0.149%	
<input checked="" type="checkbox"/> 411511504 HARBOR FD CAP APPRECIATION FD INSTL CL Rating N/A		2,077 9220	\$83,677 92	8 125%	\$0 00	\$80,668 49	\$89 35	0 107%	\$40 27
<input checked="" type="checkbox"/> 45775L408 T ROWE PRICE FDS		8,895 6830	\$155,407 58	15 090%	\$0 00	\$151,678 51	\$266 87	0 172%	\$17 47

LARGE-CAP GROWTH FD INSTL CL Rating N/A									
[-]	LARGE CAP VALUE		\$116,135.87	11.276%	\$0.00	\$109,974.97	\$4,650.30	4.004%	
[+]	314172560	24,347	1420	\$116,135.87	11.276%	\$0.00	\$109,974.97	\$4,650.30	4.004%
FEDERATED EQUITY FDS STRATEGIC VALUE FD CL INSTL Rating N/A									
[-]	MID CAP GROWTH		\$14,998.35	1.456%	\$0.00	\$15,478.35	\$239.23	1.595%	
[+]	80809R204	1,278	6320	\$14,998.35	1.456%	\$0.00	\$15,478.35	\$239.23	1.595%
SCHRODER FDS US SMALL & MIDCAP OPPORTUNITES FD IV Rating N/A									
[-]	OTHER INTL EQUITY		\$47,158.87	4.579%	\$0.00	\$63,119.63	\$1,722.70	3.653%	
[+]	563821545	7,177	9100	\$47,158.87	4.579%	\$0.00	\$63,119.63	\$1,722.70	3.653%
MANNING & NAPIER FDS WORLD OPPTY SER CL A Rating N/A									
[-]	OTHER INTL FIXED INCOME		\$36,222.39	3.517%	\$1.56	\$37,377.62	\$1,326.19	3.661%	
[+]	693390882	1,986	7610	\$21,556.36	2.093%	\$1.56	\$21,159.00	\$570.20	2.645%
PIMCO FDS FOREIGN BD US\$ HEDGED FD INSTL CL Rating N/A									
[+]	880208400	1,194	3020	\$14,666.03	1.424%	\$0.00	\$16,218.62	\$755.99	5.155%
TEMPLETON INCOME TR GLOBAL BD FD ADVISOR CL Rating N/A									
[-]	SMALL CAP GROWTH		\$19,968.88	1.939%	\$0.00	\$22,189.42	\$0.00	0.000%	
[+]	81728B825	2,583	2960	\$19,968.88	1.939%	\$0.00	\$22,189.42	\$0.00	0.000%
SENTINEL FDS SMALL CO FD INSTL CL Rating N/A									
[-]	SMALL CAP VALUE		\$23,727.66	2.304%	\$0.00	\$25,506.55	\$0.00	0.000%	
[+]	0075W0593	1,396	5660	\$23,727.66	2.304%	\$0.00	\$25,506.55	\$0.00	0.000%
ADVISORS INNER CIRCLE FD CAMBIAR SMALL CAP FD INSTL CL Rating N/A									
PROPRIETARY FUNDS			\$299,619.96	29.092%	\$251.91	\$259,575.69	\$5,941.53	1.983%	
[-]	FIXED INCOME		\$148,649.22	14.433%	\$251.91	\$146,878.54	\$3,516.49	2.366%	
[+]	76628T702	9,059	4290	\$95,848.76	9.307%	\$137.73	\$93,618.43	\$1,902.48	1.985%
RIDGEMOUTH FD-INTERMEDIATE BD I SHS #RGCJ Rating N/A									
[+]	76628T678	1,802	4240	\$15,771.21	1.531%	\$66.60	\$16,272.68	\$823.71	5.223%
RIDGEMOUTH FD-SEIX FLTG RT HIGH INCM I SHS #RGCJ Rating N/A									
[+]	76628T611	3,710	3460	\$37,029.25	3.595%	\$47.58	\$36,987.43	\$790.30	2.134%
RIDGEMOUTH FD-SHORT TERM BD I SHS #RGCX Rating N/A									
[-]	LARGE CAP VALUE		\$150,970.74	14.659%	\$0.00	\$112,697.15	\$2,425.04	1.606%	
[+]	76628R672	11,887	4600	\$150,970.74	14.659%	\$0.00	\$112,697.15	\$2,425.04	1.606%
RIDGEMOUTH FD-LARGE CAP VALUE EQUITY I SHS #RGD4 Rating N/A									
<b>TOTAL:</b>			<b>\$1,029,904.01</b>	<b>100%</b>	<b>\$463.99</b>	<b>\$1,012,472.02</b>	<b>\$24,681.86</b>	<b>2.397%</b>	

Please note: Market values and transactions reflect beginning of current business day's pricing and activities. Month end values may differ from your month end Statement of Account due to retroactive pricing.

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311 CASH CONTRIBUTIONS

DISTRIBUTIONS NOT MATCHED TO BENEFICIARY

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01/24/12 CASH DISBURSEMENT -5464.54 -5464.54 1201000020  
ACH BENEFICIARY DISTRIBUTION \*\*CHANGED\*\* 06/25/12 SXH  
2012 10% UNITRUST CALCULATION SHARE  
FOR: 62-6075872  
PAID TO: ACH3621300TC  
TENNESSEE CHILDRENS HOME  
ATTN: BILL ALSUP  
PO BOX 10  
SPRING HILL, TN 37174  
TR TRAN#=DA000435000003 TR CD=034 REG=0 PORT=PRIN

01/24/12 CASH DISBURSEMENT -5464.54 -5464.54 1201000019  
ACH BENEFICIARY DISTRIBUTION \*\*CHANGED\*\* 06/25/12 SXH  
2012 10% UNITRUST CALCULATION SHARE  
FOR: 62-0483210  
PAID TO: ACH3621300  
MARTIN METHODIST COLLEGE  
C/O KAREN P. CLARK, CONTROLLER  
433 W MADISON STREET  
PULASKI, TN 38478  
TR TRAN#=DA000435000002 TR CD=034 REG=0 PORT=PRIN

01/24/12 CASH DISBURSEMENT -1366.13 -1366.13 1201000021  
ACH BENEFICIARY DISTRIBUTION \*\*CHANGED\*\* 06/25/12 SXH  
2012 2.5% UNITRUST CALCULATION SHARE  
FOR: 62-0972916  
PAID TO: ACH3621300P  
PERRY HEIGHTS CHURCH OF CHRIST  
423 DONELSON PKE  
NASHVILLE, TN 37214  
TR TRAN#=DA000435000004 TR CD=034 REG=0 PORT=PRIN

01/24/12 CASH DISBURSEMENT -5464.54 -5464.54 1201000022  
ACH BENEFICIARY DISTRIBUTION \*\*CHANGED\*\* 06/25/12 SXH  
2012 10% UNITRUST CALCULATION SHARE  
FOR: 62-0677431  
PAID TO: ACH3621300T  
EASTER SEALS TENNESSEE

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
<b>311 CASH CONTRIBUTIONS (CONTINUED)</b>				
<b>DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)</b>				
3011 ARMORY DR STE 100 NASHVILLE, TN 37204-3721				
01/24/12				
CASH DISBURSEMENT	-5464.54		-5464.54	1201000023
ACH BENEFICIARY DISTRIBUTION			**CHANGED**	06/25/12 SXH
2012 10% UNITRUST CALCULATION SHARE				
FOR: 62-0550981A				
PAID TO: ACH3621300A				
NASHVILLE SCHOOL OF LAW				
ATTN DEAN'S OFFICE				
4013 ARMORY OAKS DRIVE				
NASHVILLE, TN 37204				
TR TRAN#	DA000435000005	TR CD=034	REG=0	PORT=PRIN
01/24/12				
CASH DISBURSEMENT	-5464.54		-5464.54	1201000024
ACH BENEFICIARY DISTRIBUTION			**CHANGED**	06/25/12 SXH
2012 10% UNITRUST CALCULATION SHARE TRUST ACCOUNT				
FOR: 62-0476822B				
PAID TO ACH3625780A				
VANDERBILT UNIVERSITY INVESTMENT				
& WIRES				
ATTN KAY HANSON TREASURERS OFFICE				
2100 WEST END AVE , SUITE 1000				
TR TRAN#	DA000435000007	TR CD=034	REG=0	PORT=PRIN
01/24/12				
CASH DISBURSEMENT	-5464.54		-5464.54	1201000025
ACH BENEFICIARY DISTRIBUTION			**CHANGED**	06/25/12 SXH
2012 10% UNITRUST CALCULATION SHARE TRUST ACCOUNT				
FOR: 62-0559649				
PAID TO: ACH3621300BW				
BILL WILKERSON SPEECH & HEARING				
ATTN. KAY HANSON TREASURERS OFFICE				
2100 WEST END DRIVE SUITE 1000				
NASHVILLE, TN 37203				
TR TRAN#	DA000435000008	TR CD=034	REG=0	PORT=PRIN
01/24/12				
CASH DISBURSEMENT	-5464.54		-5464.54	1201000026
ACH BENEFICIARY DISTRIBUTION			BENE DISTRIBUTION WITH NO SSN	
2012 10% UNITRUST CALCULATION SHARE				
FOR: 62-6018832A				
PAID TO: ACH3621300NR				
NASHVILLE RESCUE MISSION				
639 LAFAYETTE ST.				
NASHVILLE, TN 37203-4226				
TR TRAN#	DA000435000009	TR CD=034	REG=0	PORT=PRIN
01/24/12				
CASH DISBURSEMENT	-5464.54		-5464.54	1201000027
BENEFICIARY CHARITABLE GIFT			**CHANGED**	06/25/12 SXH
2012 10% UNITRUST CALCULATION SHARE				
FOR: 62-0115039				
PAID TO: 62-0115039				
AL MENAH SHRINE TEMPLE				
ATTN: TREASURER				
1354 BRICK CHURCH PKE				
NASHVILLE, TN 37207				
TR TRAN#	DC000337000008	TR CD=105	REG=0	PORT=PRIN
01/24/12				
CASH DISBURSEMENT	-1366.13		-1366.13	1201000029
BENEFICIARY CHARITABLE GIFT			**CHANGED**	06/25/12 SXH
2012 2 5% UNITRUST CALCULATION SHARE				
FOR: 62-1427126				
PAID TO 62-1427126				
JAMES AVE CHURCH OF CHRIST				
613 JAMES AVE				
NASHVILLE, TN 33138				
TR TRAN#	DC000337000010	TR CD=105	REG=0	PORT=PRIN
01/24/12				
CASH DISBURSEMENT	-1366.13		-1366.13	1201000030
BENEFICIARY CHARITABLE GIFT			**CHANGED**	06/25/12 SXH
2012 2 5% UNITRUST CALCULATION SHARE				
FOR: 62-0505207				
PAID TO: 62-0505207				
LINDSLEY AVE CHURCH OF CHRIST				
3 LINDSLEY AVE				
NASHVILLE, TN 37210				
TR TRAN#	DC000337000011	TR CD=105	REG=0	PORT=PRIN
01/24/12				
CASH DISBURSEMENT	-5464.54		-5464.54	1201000031
BENEFICIARY CHARITABLE GIFT			**CHANGED**	06/25/12 SXH
2012 10% UNITRUST CALCULATION SHARE				
FOR 62-0475692A				
PAID TO: 62-0475692A				
AMERICAN HEART ASSOCIATION				
C/O JUDITH M DEARY, CLA, CFLA				
P O. BOX 22035				
ST PETERSBURG, FL 33742				
TR TRAN#	DC000337000012	TR CD=105	REG=0	PORT=PRIN

ACCT 9141 3621300  
PREP:52 ADMN:132 INV:502

SUNTRUST BANKS, INC.  
TAX TRANSACTION DETAIL

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RUN 07/25/2012  
10:43:43 AM

TAX  
CODE/DATE TRANSACTIONS

TAXABLE

INCOME

PRINCIPAL

EDIT  
NUMBER

311 CASH CONTRIBUTIONS (CONTINUED)  
DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)

01/24/12 CASH DISBURSEMENT  
BENEFICIARY CHARITABLE GIFT  
2012 2.5% UNITRUST CALCULATION SHARE  
FOR: 62-0566413  
PAID TO: 62-0566413  
CHARLOTTE AVENUE CHURCH OF CHRIST  
5807 CHARLOTTE AVE  
NASHVILLE, TN 37209  
TR TRAN#=DC000337000009 TR CD=105 REG=0 PORT=PRIN  
TOTAL CODE 311 - CASH CONTRIBUTIONS

-1366.13

-1366.13 1201000028  
\*\*CHANGED\*\* 06/25/12 SKH

-54645.38

0.00

-54645.38