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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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

10/1/2011

, and ending

9/30/2012

Name of foundation TR BERRY COLLEGE U A L CAMPBELL		A Employer identification number 58-6320345
Number and street (or P O box number if mail is not delivered to street address) P O. BOX 1908		Room/suite
City or town, state, and ZIP code ORLANDO FL 32802-1908		
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here ► <input type="checkbox"/> D 1 Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 56,246,851	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	

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	0	0			
4 Dividends and interest from securities	1,501,644	1,508,472			
5 a Gross rents		0			
b Net rental income or (loss)	0				
6 a Net gain or (loss) from sale of assets not on line 10	1,952,445				
b Gross sales price for all assets on line 6a	37,499,778				
7 Capital gain net income (from Part IV, line 2)		1,952,445			
8 Net short-term capital gain			0		
9 Income modifications					
10 a Gross sales less returns and allowances	0				
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	0	0	0		
12 Total. Add lines 1 through 11	3,454,089	3,460,917	0		
13 Compensation of officers, directors, trustees, etc	94,668	47,334		47,334	
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16 a Legal fees (attach schedule)	0	0	0	0	
b Accounting fees (attach schedule)	2,500	0	0	2,500	
c Other professional fees (attach schedule)	0	0	0	0	
17 Interest					
18 Taxes (attach schedule) (see instructions)	31,816	11,132	0	0	
19 Depreciation (attach schedule) and depletion	0	0	0		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)	0	0	0	0	
24 Total operating and administrative expenses.					
Add lines 13 through 23	128,984	58,466	0	49,834	
25 Contributions, gifts, grants paid	2,876,834			2,876,834	
26 Total expenses and disbursements. Add lines 24 and 25	3,005,818	58,466	0	2,926,668	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	448,271				
b Net investment income (if negative, enter -0-)		3,402,451			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

(A)

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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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		19,577	19,577
	2	Savings and temporary cash investments	12,911	1,468,167	1,468,167
	3	Accounts receivable ►	0		
		Less allowance for doubtful accounts ►	0	0	0
	4	Pledges receivable ►	0		
		Less allowance for doubtful accounts ►	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule) ►	0		
		Less allowance for doubtful accounts ►	0	0	0
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10	a Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	0	0	0
	c	Investments—corporate bonds (attach schedule)	0	0	0
Liabilities	11	Investments—land, buildings, and equipment basis ►	0		
		Less accumulated depreciation (attach schedule) ►	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	52,802,949	50,267,507	54,759,107
	14	Land, buildings, and equipment basis ►	0		
Net Assets or Fund Balances		Less accumulated depreciation (attach schedule) ►	0	0	0
	15	Other assets (describe ►)	0	0	0
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	52,815,860	51,755,251	56,246,851
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Liabilities	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe ►)	0	0	
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
	25	Unrestricted			
	26	Temporarily restricted			
	27	Permanently restricted			
	28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
	29	Capital stock, trust principal, or current funds	45,917,442	51,755,251	
	30	Paid-in or capital surplus, or land, bldg , and equipment fund	6,898,418		
	31	Retained earnings, accumulated income, endowment, or other funds	52,815,860	51,755,251	
		Total net assets or fund balances (see instructions)	52,815,860	51,755,251	
		Total liabilities and net assets/fund balances (see instructions)	52,815,860	51,755,251	

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	52,815,860
2	Enter amount from Part I, line 27a	2	448,271
3	Other increases not included in line 2 (itemize) ► FEDERAL TAX REFUND	3	2,809
4	Add lines 1, 2, and 3	4	53,266,940
5	Decreases not included in line 2 (itemize) ► GAIN ON CY SALES NOT SETTLED AT YEAR END	5	1,511,689
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	51,755,251

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 See Attached Statement					
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 0	0	0	0		
b 0	0	0	0		
c 0	0	0	0		
d 0	0	0	0		
e 0	0	0	0		
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 0	0	0	0		
b 0	0	0	0		
c 0	0	0	0		
d 0	0	0	0		
e 0	0	0	0		
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	1,952,445	
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	0	

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	3,070,855	54,742,854	0.056096
2009	3,517,766	52,164,445	0.067436
2008	2,608,385	46,213,699	0.056442
2007			0.000000
2006			0.000000

2 Total of line 1, column (d) 0.179974

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 0.059991

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 54,051,634

5 Multiply line 4 by line 3 3,242,612

6 Enter 1% of net investment income (1% of Part I, line 27b) 34,025

7 Add lines 5 and 6 3,276,637

8 Enter qualifying distributions from Part XII, line 4 2,926,668

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)**1 a** 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**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-)**3** Add lines 1 and 2**4** Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)**5** Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-**6** Credits/Payments**a** 2011 estimated tax payments and 2010 overpayment credited to 2011**b** Exempt foreign organizations—tax withheld at source**c** Tax paid with application for extension of time to file (Form 8868)**d** Backup withholding erroneously withheld**6a** 48,344**6b****6c** 0**6d****7** Total credits and payments Add lines 6a through 6d**8** Enter any penalty for underpayment of estimated tax Check here if Form 2220 is attached**9** Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed**10** Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid**11** Enter the amount of line 10 to be Credited to 2012 estimated tax ►

Refunded ►

7 48,344**8** 0**9** 19,705**10** 0**11** 0**Part VII-A Statements Regarding Activities****1 a** 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?**Yes****No****1a** X**b** Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?**1b** 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?**d** Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____**2** Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities

2 X**3** Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes**3** X**4 a** Did the foundation have unrelated business gross income of \$1,000 or more during the year?**4a** X**b** If "Yes," has it filed a tax return on Form 990-T for this year?**4b** N/A**5** Was there a liquidation, termination, dissolution, or substantial contraction during the year?**5** 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?

6 X**7** Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV**7** X**8 a** Enter the states to which the foundation reports or with which it is registered (see instructions) ►

GA

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation**8b** X**9** Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV**9** X**10** Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses**10** X

Part VII-A Statements Regarding Activities (continued)

11	X
12	X
13	X
Website address ► N/A	
14	Telephone no ► (404) 588-7227
Located at ► P.O. BOX 1908 ORLANDO FL ZIP+4 ► 32802-1908	
15	► 15 N/A
16	Yes X No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
(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)?			
(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)			
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)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ► 20_____, 20_____, 20_____, 20_____			
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	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20_____, 20_____, 20_____, 20_____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			5b	N/A
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? <i>If "Yes," attach the statement required by Regulations section 53 4945–5(d)</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	N/A
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				

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
SUNTRUST BANK P O. BOX 1908 ORLANDO FL 32802-1908	TRUSTEE AS REQ'D	94,668	0	0
-----	.00	0	0	0
-----	.00	0	0	0
-----	.00	0	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				

Total number of other employees paid over \$50,000

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		0
		0
		0
		0
		0
		0

Total number of others receiving over \$50,000 for professional services ►**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	
3 NONE	
Total. Add lines 1 through 3 ►	0

All other program-related investments. See instructions

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	54,062,188
b	Average of monthly cash balances	1b	812,567
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	54,874,755
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	0
3	Subtract line 2 from line 1d	3	54,874,755
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	823,121
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	54,051,634
6	Minimum investment return. Enter 5% of line 5	6	2,702,582

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	2,702,582
2a	Tax on investment income for 2011 from Part VI, line 5	2a	68,049
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	68,049
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,634,533
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	2,634,533
6	Deduction from distributable amount (see instructions)	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	2,634,533

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	2,926,668
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1b	0
b	Program-related investments—total from Part IX-B	2	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	0
3	Amounts set aside for specific charitable projects that satisfy the	3b	0
a	Suitability test (prior IRS approval required)	4	2,926,668
b	Cash distribution test (attach the required schedule)	5	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	2,926,668
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)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				2,634,533
2 Undistributed income, if any, as of the end of 2011			0	
a Enter amount for 2010 only				
b Total for prior years 20 ____, 20 ____, 20 ____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006	0			
b From 2007	0			
c From 2008	325,130			
d From 2009	948,430			
e From 2010	413,822			
f Total of lines 3a through e	1,687,382			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 2,926,668			0	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2011 distributable amount				2,634,533
e Remaining amount distributed out of corpus	292,135			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,979,517			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				0
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				0
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2012.				
Subtract lines 7 and 8 from line 6a	1,979,517			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	325,130			
c Excess from 2009	948,430			
d Excess from 2010	413,822			
e Excess from 2011	292,135			

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

NA

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))

NA

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

N/A

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

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

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

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total				► 3a 2,876,834
b Approved for future payment NONE				
Total				► 3b 0

TR BERRY COLLEGE U A L CAMPBELL

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

BERRY COLLEGE

Street

2277 MARTHA BERRY HWY, NW

City MOUNT BERRY	State GA	Zip Code 30149	Foreign Country
---------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status PUBLIC
----------------------	-----------------------------

Purpose of grant/contribution GENERAL/CHARITABLE	Amount 2,876,834
---	---------------------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount 0
-------------------------------	-------------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount 0
-------------------------------	-------------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount 0
-------------------------------	-------------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount 0
-------------------------------	-------------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount 0
-------------------------------	-------------

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

1 Program service revenue

a _____
 b _____
 c _____
 d _____
 e _____
 f _____

g Fees and contracts from government agencies**2 Membership dues and assessments****3 Interest on savings and temporary cash investments****4 Dividends and interest from securities****5 Net rental income or (loss) from real estate****a Debt-financed property****b Not debt-financed property****6 Net rental income or (loss) from personal property****7 Other investment income****8 Gain or (loss) from sales of assets other than inventory****9 Net income or (loss) from special events****10 Gross profit or (loss) from sales of inventory****11 Other revenue a _____**

b _____
 c _____
 d _____
 e _____

12 Subtotal Add columns (b), (d), and (e)**13 Total Add line 12, columns (b), (d), and (e)**

(See worksheet in line 13 instructions to verify calculations)

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue		0		0	0
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		3,454,089	0
13 Total Add line 12, columns (b), (d), and (e)		13		3,454,089	

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

Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Not Applicable

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**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.

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

**Paid
Preparer
Use Only**

Barbara allred

1/11/2013

► TRUSTEE

Date _____

10

Signature of officer or trustee		Date	File
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date
	DONALD J ROMAN		1/11/2013
	Firm's name ► PRICEWATERHOUSECOOPERS, LLP		Firm's EIN ► 13-4008324
Firm's address ► 600 GRANT STREET, PITTSBURGH PA 15219		Phone no 412-355-6000	
		Check <input checked="" type="checkbox"/> if self-employed	PTIN P00364310

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Totals	Cost, Other Basis and Expenses	Net Gain or Loss	
														Securities	Other sales	0	
		Long Term CG Distributions	22													37,499,778	35,547,333
		Short Term CG Distributions	0													0	0
1	X	RIDGEWORTH FD-TOTAL RET	766281512			3/10/2009		1/31/2012	1,692,075	1,575,434						116,641	
2	X	RIDGEWORTH FD-MIDCAP VA	766288615			6/24/2011		1/31/2012	41,770	48,350						-6,580	
3	X	RIDGEWORTH FD-MIDCAP VA	766288615			11/16/2009		1/31/2012	482,829	454,536						28,293	
4	X	RIDGEWORTH FD-MIDCAP VA	766288615			12/24/2008		1/31/2012	320,308	200,000						120,308	
5	X	RIDGEWORTH FD-MIDCAP VA	766288615			6/2/2008		1/31/2012	646,414	623,439						22,975	
6	X	PIMCO INV TRADE CORP B	722005816			2/17/2011		9/28/2012	2,619,053	2,447,457						171,996	
7	X	PIMCO INV TRADE CORP B	722005816			2/17/2011		1/31/2012	294,160	291,393						2,767	
8	X	PIMCO INV TRADE CORP B	722005816			6/24/2011		1/31/2012	532,890	536,900						-4,010	
9	X	PIMCO COMMODITY REALRT	722005667			6/24/2011		9/28/2012	25,764	31,140						-5,376	
10	X	PIMCO COMMODITY REALRT	722005667			5/12/2009		9/28/2012	837,052	830,018						7,034	
11	X	PIMCO COMMODITY REALRT	722005667			6/24/2011		1/31/2012	1,975	2,485						-510	
12	X	PIMCO FOREIGN BD US\$ HED	693390882			1/31/2012		9/28/2012	1,445,407	1,367,450						77,957	
13	X	PIMCO TOTAL RETURN	693390700			4/30/2010		1/31/2012	457,875	458,287						-412	
14	X	PIMCO LOW DURATION-I	693390304			2/17/2011		9/28/2012	2,240,696	2,188,146						52,550	
15	X	PIMCO LOW DURATION-I	693390304			2/17/2011		1/31/2012	268,625	268,367						258	
16	X	OPPENHEIMER DEVELOPING	6833974505			1/31/2012			53,680	50,484						3,196	
17	X	MANNING & NAPIER WORLD	5633821545			1/31/2012		9/28/2012	79,170	75,233						3,937	
18	X	MFS RESEARCH INTL-I	552983470			2/17/2011		9/28/2012	83,354	90,722						-7,368	
19	X	MFS RESEARCH INTL-I	552983470			12/17/2008		9/28/2012	1,067,475	787,228						280,247	
20	X	MFS RESEARCH INTL-I	552983470			2/17/2011		1/31/2012	403,989	459,078						-55,089	
21	X	MFS RESEARCH INTL-I	552983470			8/18/2008		1/31/2012	902,936	1,026,686						-123,750	
22	X	LEGG MASON BATTERY/MRC	524651607			2/17/2011		1/31/2012	773,459	870,235						-96,776	
23	X	LEGG MASON BATTERY/MRC	524651607			6/28/2010		1/31/2012	354,398	340,925						13,473	
24	X	LEGG MASON BATTERY/MRC	524651607			4/30/2010		1/31/2012	666,987	693,949						-26,962	
25	X	JANUS PERKINS SMALL CAP	47103C183			6/24/2011		1/31/2012	8,200	9,426						-1,225	
26	X	JANUS PERKINS SMALL CAP	47103C183			9/9/2009		1/31/2012	769,377	701,181						68,196	
27	X	ISHARES BOXX \$HIGH-YLD C	484288513			6/24/2011		1/31/2012	13,332	13,198						134	
28	X	ISHARES BOXX \$HIGH-YLD C	484288513			3/3/2011		1/31/2012	843,421	855,660						-12,239	
29	X	ISHARES TIR RUSSELL 1000 C	484287614			3/3/2011		9/28/2012	2,170,464	1,976,398						194,066	
30	X	ISHARES TIR RUSSELL 1000 C	484287614			1/31/2012		9/28/2012	1,035,341	949,992						85,349	
31	X	ISHARES TIR RUSSELL 1000 C	484287598			3/3/2011		1/31/2012	2,371	2,471						-100	
32	X	FORUM ABSOLUTE STRATEG	349841600			4/30/2010		9/28/2012	13,476	12,853						623	
33	X	FORUM ABSOLUTE STRATEG	349841600			4/30/2010		1/31/2012	1,701,944	1,661,680						40,264	
34	X	FORUM ABSOLUTE STRATEG	349841600			2/17/2011		1/31/2012	213,881	211,545						2,336	
35	X	EATON VANCE FLTG-RT-I	277911491			1/31/2012		6/27/2012	794,012	793,125						887	
36	X	ADVISORS CMBIAR SMALL C	0075W0593			1/31/2012		9/28/2012	543,983	546,975						-2,992	
37	X	INVEESCO SMALL CAP GROW	00141M622			6/28/2010		9/28/2012	42,548	30,775						11,773	
38	X	INVEESCO SMALL CAP GROW	00141M622			4/30/2010		9/28/2012	541,444	420,622						20,822	
39	X	INVEESCO SMALL CAP GROW	00141M622			2/17/2011		1/31/2012	540,925	448,082						92,843	
40	X	VANGUARD INSTL INDEX-I	922040100			3/27/2008		6/21/2012	668,483	663,934						4,549	
41	X	VANGUARD INSTL INDEX-I	922040100			2/17/2011		9/28/2012	1,411,209	1,437,636						-26,427	
42	X	VANGUARD INSTL INDEX-I	922040100			6/12/2008		6/21/2012	15,491	15,620						-7	
43	X	VANGUARD INSTL INDEX-I	922040100			12/21/2007		6/21/2012	115,233	128,092						-12,859	
44	X	VANGUARD INSTL INDEX-I	922040100			12/21/2007		3/30/2012	300,000	315,426						-15,426	
45	X	VANGUARD INSTL INDEX-I	922040100			12/21/2007		2/17/2011	435,400	486,662						-51,262	
46	X	TEMPLETON GLOBAL BD-ADV	880208400			2/17/2011		9/28/2012	793	800						-7	
47	X	TEMPLETON GLOBAL BD-ADV	880208400			6/21/2011		1/31/2012	642,362	673,564						-31,202	
48	X	TEMPLETON GLOBAL BD-ADV	880208400			6/21/2011		9/28/2012	318,488	337,150						-18,662	
49	X	RIDGEWORTH FD-LTD MTG S	766287777			2/17/2011		9/28/2012	1,107,374	1,037,486						69,888	
50	X	RIDGEWORTH FD-LTD MTG S	766287777			2/17/2011		1/31/2012	383,375	364,034						19,341	
51	X	RIDGEWORTH FD-SEIX FLTH	766287678			6/24/2011		6/27/2012	3,441	3,500						-59	

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Date Sold	Acquisition Method	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals		
												Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
52	X	RIDGEWORTH FD-SEIIX FLT H	766287678			2/17/2011		6/27/2012	817.696	845.667			0	-27.971
53	X	RIDGEWORTH FD-SEIIX FLT H	766287678			2/17/2011		1/31/2012	569.850	609.333			0	-19.483
54	X	RIDGEWORTH FD-TOTAL RE	766287512			3/10/2009		9/28/2012	4,750.919	4,276.505			0	474.414
55	X	LT CAPITAL GAIN DIVIDENDS				1/1/2010		9/30/2012	412.182				0	412.182

Line 16b (990-PF) - Accounting Fees

	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEE	2,500			2,500
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes	0
1	FOREIGN TAXES PAID	11,132	11,132			
2	ESTIMATED EXCISE TAX PAYMENTS	20,684				
3						
4						
5						
6						
7						
8						
9						
10						

Part II, Line 13 (990-PF) - Investments - Other

	Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	SUNTRUST EQUITY & SECURITIES		52,802,949	50,267,507	54,759,107
2					
3					
4					
5					
6					
7					
8					
9					
10					

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

94,668						
	Name	Check "X" if Business	Street	City	State	Foreign Country
1	SUNTRUST BANKS, INC.		P.O. BOX 1908	ORLANDO	FL	Zip Code
2						
3						
4						
5						
6						
7						
8						
9						
10						

Part	0	0	0
	Benefits	Expense Account	Explanation
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return	10/1/2011	27,660
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3/5/2012	20,684
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	0
7 Total	7	48,344



BERRY COLL CAMPBELL TR
ACCOUNT NO. 1123098

PORTFOLIO SUMMARY

AS OF 09/30/12

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MAJOR INVESTMENT CLASS	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO						
PRINCIPAL CASH	8,089,909.03-	14.38-%	8,089,909.03-			
STIF & MONEY MARKET FUNDS	1,468,167.25	2.61 %	1,468,167.25	0.00	147	0.01 %
EQUITY SECURITIES	16,366,467.22	29.10 %	15,177,503.24	1,188,963.98	316,766	1.94 %
MUTUAL FUNDS	32,534,346.57	57.84 %	29,776,012.87	2,758,333.70	798,689	2.45 %
PROPRIETARY FUNDS	5,858,293.03	10.42 %	5,313,991.30	544,301.73	153,341	2.62 %
MISCELLANEOUS ASSETS	0.00	0.00 %	0.00	0.00	0	0.00 %
PRINCIPAL PORTFOLIO TOTAL	48,137,365.04	85.58 %	43,645,765.63	4,491,599.41	1,268,943	2.26 %
INCOME PORTFOLIO						
INCOME CASH	8,109,485.71	14.42 %	8,109,485.71			
TOTAL ASSETS	56,246,850.75	100.00 %	45,755,251.34	4,491,599.41	1,268,943	2.26 %

TOTAL ASSETS **56,246,850.75** **100.00 %** **45,755,251.34** **4,491,599.41** **1,268,943** **2.26 %**



BERRY COLL CAMPBELL TR
ACCOUNT NO. 1123098

PORTFOLIO DETAIL
AS OF 09/30/12

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<u>PAR VALUE OR SHARES</u>	<u>ASSET DESCRIPTION</u>	<u>MARKET VALUE MARKET PRICE % OF MARKET</u>	<u>FED TAX COST COST PER UNIT</u>	<u>UNREALIZED GAIN/LOSS (FED TO MKT)</u>	<u>ESTIMATED ANNUAL INCOME</u>	<u>INCOME YIELD AT MARKET/ YIELD TO MATURITY</u>
PRINCIPAL PORTFOLIO						
	PRINCIPAL CASH	8,089,909.03- 14.38-%		8,089,909.03-		
STLIF & MONEY MARKET FUNDS						
1,468,167.25	FEDERATED MONEY MKT OBLIGS TR TRS Y OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	1,468,167.25 1.000 2.61 %	1,468,167.25 1.00	0.00	147	0.01 % 0.00 %
EQUITY SECURITIES						
MUTUAL FUNDS-EQUITY						
40,621	ISHARES TR DOW JONES SELECT DIVIDEND INDEX ETF CUSIP: 464287168	2,343,019.28 57.680 4.17 %	2,185,933.81 53.81	157,085.47	81,770	3.49 % 0.00 %
133,778	ISHARES TR RUSSELL 1000 GROWTH INDEX ETF CUSIP: 464287614	8,922,992.60 66.700 15.86 %	8,142,341.05 60.86	780,651.55	122,006	1.37 % 0.00 %
70,663	ISHARES TR RUSSELL 1000 VALUE INDEX ETF CUSIP: 464287598	5,100,455.34 72.180 9.07 %	4,849,228.38 68.62	251,226.96	112,990	2.22 % 0.00 %
TOTAL MUTUAL FUNDS-EQUITY						
		16,366,467.22	15,177,503.24	1,188,963.98	316,766	1.94 %



BERRY COLL CAMPBELL TR
ACCOUNT NO. 1123098

PORTFOLIO DETAIL
AS OF 09/30/12

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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
86,574.074	OPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y CUSIP: 683974505	2,908,023.15 33.590 5.17 %	2,734,875.00 31.59	173,148.15	58,438	2.01 % 0.00 %
120,842.529	PIMCO FDS COMMODITY REALRETURN STRATEGY INSTL CUSIP: 722005667	862,815.66 7.140 1.53 %	861,158.10 7.13	1,657.56	120,238	13.94 % 0.00 %
127,799.065	PIMCO FDS FOREIGN BD USS HEDGED FD INSTL CL CUSIP: 693390882	1,445,407.43 11.310 2.57 %	1,367,450.00 10.70	77,957.43	38,212	2.64 % 0.00 %
232,427.048	PIMCO FDS INVT GRADE CORP BD FD INSTL CL CUSIP: 722005816	2,619,452.83 11.270 4.66 %	2,447,456.82 10.53	171,996.01	112,495	4.29 % 0.00 %
210,196.589	PIMCO FDS LOW DURATION FD INSTL CL CUSIP: 693390304	2,240,695.64 10.660 3.98 %	2,188,146.49 10.41	52,549.15	52,970	2.36 % 0.00 %
148,075.993	PIMCO FDS TOTAL RETURN FD INSTL CL CUSIP: 693390700	1,714,720.00 11.580 3.05 %	1,648,085.81 11.13	66,634.19	54,640	3.19 % 0.00 %
105,708.513	TEMPLETON INCOME TR GLOBAL BD FD ADVISOR CL CUSIP: 880208400	1,411,208.65 13.350 2.51 %	1,437,635.79 13.60	26,427.14-	65,751	4.66 % 0.00 %
27,534.005	VANGUARD INSTL INDEX FD INSTL CL CUSIP: 922040100	3,633,111.96 131.950 6.46 %	2,789,524.88 101.31	843,587.08	71,368	1.96 % 0.00 %



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ASSET DE
PAR VALUE
OR SHARES

ASSET DESCRIPTION	MARKET VALUE	MARKET PRICE	% OF MARKET
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TOTAL MUTUAL FUNDS

98, 433.247	RIDGEWORTH FD-LTD TERM FED MTG SECS I SHS #RGCM CUSIP: 766628T777
428, 396.664	RIDGEWORTH FD-TOTAL RETURN BD I SHS #RGCP CUSIP: 766628T512

TOTAL PROPRIETARY FUNDS

<u>32,534,346.57</u>	<u>29,776,012.87</u>	<u>2,758,333.70</u>	<u>798,689</u>	<u>2.45 %</u>
1,107,374.03 11.250 1.97 %	1,037,486.42 10.54	69,887.61	20,966	1.89 % 0.00 %
4,750,919.00 11.090 8.45 %	4,276,504.88 9.98	474,414.12	132,375	2.79 % 0.00 %
<u>5,858,293.03</u>	<u>5,313,991.30</u>	<u>544,301.73</u>	<u>153,341</u>	<u>2.62 %</u>
0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %

MT SCOTTIANEUS ASSETS

1 CLASS ACTION PENDING
LEHMAN BROTHERS HLDGS INC
ON RCPT OF FINAL PMT
CUSIP: 997001PZ9

1 CLASS ACTION PENDING
MCKESSON/HBOC INC
ON RCPT OF FINAL PMT
CUSIP: 997000HZ0



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<u>PAR VALUE OR SHARES</u>	<u>ASSET DESCRIPTION</u>	<u>MARKET VALUE MARKET PRICE % OF MARKET</u>	<u>FED TAX COST COST PER UNIT</u>	<u>UNREALIZED GAIN/LOSS (FED TO MKT)</u>	<u>ESTIMATED ANNUAL INCOME</u>	<u>INCOME YIELD AT MARKET/ YIELD TO Maturity</u>
				<u>(FED TO MKT)</u>	<u>INCOME</u>	<u>YIELD AT MARKET/ YIELD TO Maturity</u>
1	CLASS ACTION PENDING TENET HEALTHCARE ON RCPT OF FINAL PMT CUSIP: 997000KE3	0.00 0.000 0.00 %	0.00 0.000 0.00 %	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING TENET HEALTHCARE CORP ON RCPT OF FINAL PMT CUSIP: 997001AH5	0.00 0.000 0.00 %	0.00 0.000 0.00 %	0.00	0	0.00 % 0.00 %
	TOTAL MISCELLANEOUS ASSETS	0.00	0.00	0.00	0	0.00 %
	PRINCIPAL PORTFOLIO TOTAL	48,137,365.04	43,645,765.63	4,491,599.41	1,268,943	2.26 %
	INCOME PORTFOLIO					
	INCOME CASH	8,109,485.71 14.42 \$	8,109,485.71			

TOTAL ASSETS **56,246,850.75** **51,755,251.34** **4,491,599.41** **1,268,943** **2.26 %**