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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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 NOV 1, 2011, and ending OCT 31, 2012

Name of foundation
WHELESS FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
333 TEXAS STREET SH-2069

City or town, state, and ZIP code
SHREVEPORT, LA 71101

A Employer identification number
72-6017724

B Telephone number
(318) 429-1724

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 ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ 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)
\$ 7,502,052. (Part I, column (d) must be on cash basis)

J Accounting method: ☒ Cash ☐ Accrual
☐ 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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	98.	98.		STATEMENT 1
	4 Dividends and interest from securities	177,466.	177,466.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	212,350.			
	b Gross sales price for all assets on line 6a	1,258,930.			
	7 Capital gain net income (from Part IV, line 2)		212,350.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	244,909.	244,909.		STATEMENT 3	
12 Total Add lines 1 through 11	634,823.	634,823.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 4	2,600.	1,950.	650.
	c Other professional fees	STMT 5	45,986.	34,490.	11,496.
	17 Interest				
	18 Taxes	STMT 6	18,238.	8,654.	0.
	19 Depreciation and depletion		36,736.	36,736.	
	20 Other expenses				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 7	1,557.	1,557.	0.
	24 Total operating and administrative expenses Add lines 13 through 23		105,117.	83,387.	12,146.
	25 Contributions, gifts, grants paid		314,700.		314,700.
26 Total expenses and disbursements. Add lines 24 and 25		419,817.	83,387.	326,846.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		215,006.			
b Net investment income (if negative, enter -0-)			551,436.		
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	536,792.	258,772.	258,772.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	264,047.	311,459.	316,613.
	b Investments - corporate stock STMT 9	2,539,079.	2,753,416.	5,321,434.
	c Investments - corporate bonds STMT 10	355,489.	500,070.	525,546.
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	300,968.	424,400.	1,079,687.
Liabilities	14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	3,996,375.	4,248,117.	7,502,052.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Liabilities	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	479,857.	479,857.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	2,200,863.	2,200,863.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,315,655.	1,567,397.	
Net Assets or Fund Balances	30 Total net assets or fund balances	3,996,375.	4,248,117.	
	31 Total liabilities and net assets/fund balances	3,996,375.	4,248,117.	

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	3,996,375.
2 Enter amount from Part I, line 27a	2	215,006.
3 Other increases not included in line 2 (itemize) ▶ PERCENTAGE DEPLETION NOT BOOKED	3	36,736.
4 Add lines 1, 2, and 3	4	4,248,117.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,248,117.

Form 990-PF (2011)

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 PER REGIONS BANK SCHEDULE	P		
b PER REGIONS BANK SCHEDULE	P		
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 606,680.		609,579.	<2,899.>
b 652,250.		437,001.	215,249.
c			
d			
e			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<2,899.>
b			215,249.
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	212,350.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	302,317.	6,626,917.	.045620
2009	260,222.	6,075,959.	.042828
2008	306,117.	5,213,752.	.058713
2007	296,586.	6,318,985.	.046936
2006	353,366.	6,851,362.	.051576

2 Total of line 1, column (d)	2	.245673
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	.049135
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	7,217,596.
5 Multiply line 4 by line 3	5	354,637.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,514.
7 Add lines 5 and 6	7	360,151.
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	326,846.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	11,029.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	11,029.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	11,029.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	7,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	7,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	4,029.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> LA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Form 990-PF (2011)

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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>REGIONS BANK TRUST DEPARTMENT</u> Telephone no. ► <u>(318) 429-1724</u> Located at ► <u>333 TEXAS STREET SH-2069, SHREVEPORT, LA</u> ZIP+4 ► <u>71101</u>			
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 <u>N/A</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	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? If "Yes," list the years ► _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

Form 990-PF (2011)

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NICHOLAS H. WHELESS, JR. 333 TEXAS STREET, SUITE 890 SHREVEPORT, LA 71101	BOARD OF CON 0.00	0.	0.	0.
ELISE W. SCHMIDT 333 TEXAS STREET, SUITE 890 SHREVEPORT, LA 71101	BOARD OF CON 0.00	0.	0.	0.
JAMES E. DEVAN 333 TEXAS STREET, SUITE 890 SHREVEPORT, LA 71101	BOARD OF CON 0.00	0.	0.	0.

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

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

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

▶ 0

Form 990-PF (2011)

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	6,309,385.
b	Average of monthly cash balances	1b	459,845.
c	Fair market value of all other assets	1c	558,279.
d	Total (add lines 1a, b, and c)	1d	7,327,509.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	7,327,509.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	109,913.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,217,596.
6	Minimum investment return. Enter 5% of line 5	6	360,880.

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	360,880.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	11,029.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,029.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	349,851.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	349,851.
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	349,851.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	326,846.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	326,846.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	326,846.

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.

Form 990-PF (2011)

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				349,851.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			311,356.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 326,846.				
a Applied to 2010, but not more than line 2a			311,356.	
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				15,490.
e Remaining amount distributed out of corpus	0.			
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:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				334,361.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN CANCER SOCIETY 2121 FAIRFIELD AVE SHREVEPORT, LA 71104-2057	NONE	PUBLIC	CHARITABLE	3,000.
AMERICAN QUARTER HORSE FOUNDATION P. O. BOX 32111 AMARILLO, TX 79120-2111	NONE	PUBLIC	CHARITABLE	1,000.
ARTHRITIS FOUNDATION P. O. BOX 7669 ATLANTA, GA 30357-0669	NONE	PUBLIC	MEDICAL	1,000.
ASSISTANCE DOGS OF THE WEST 730 SAINT MICHAELS DR #R SANTA FE, NM 87505-7710	NONE	PUBLIC	CHARITABLE	15,000.
BETTY AND LEONARD PHILLIPS DEAF ACTION CENTER 601 JORDAN STREET SHREVEPORT, LA 71101-4748	NONE	PUBLIC	CHARITABLE	1,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				314,700.
b Approved for future payment				
NONE				
Total ▶ 3b				0

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 | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				BOARD OF CONTROL		May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	Signature of officer or trustee <i>G. H. Wilson Jr.</i>		Date 2-22-13		Title			
Paid Preparer Use Only	Print/Type preparer's name GERALD W. HEDGCOCK, JR.		Preparer's signature <i>Gerald W. Hedgcock</i>		Date 2-7-13		Check <input type="checkbox"/> if self-employed	PTIN P00078642
	Firm's name ▶ HEARD MCELROY & VESTAL L.L.C.						Firm's EIN ▶ 72-0398470	
Firm's address ▶ 333 TEXAS STREET, SUITE 1525 SHREVEPORT, LA 71101						Phone no. 318-429-1525		

Form **990-PF** (2011)

WHELESS FOUNDATION

72-6017724

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CENTENARY COLLEGE OF LOUISIANA 2911 CENTENARY BLVD. SHREVEPORT, LA 71104-3335	NONE	PUBLIC	EDUCATIONAL	20,000.
CHRISTUS SCHUMPERT HEALTH SYSTEM FOUNDATION, CIRCLE OF ANGELS ONE SAINT MARY PLACE SHREVEPORT, LA 71101	NONE	PUBLIC	MEDICAL	1,000.
CLOSE UP FOUNDATION 1330 BRADDOCK PLACE, STE. 400 ALEXANDRIA, VA 22314-1650	NONE	PUBLIC	EDUCATIONAL	1,000.
COMMUNITY RENEWAL INTERNATIONAL 838 MARGARET PLACE SHREVEPORT, LA 71101	NONE	PUBLIC	CHARITABLE	50,100.
ESPERANZA SHELTER FOR BATTERED FAMILIES 2845 AGUA FRIA STREET SANTA FE, NM 87507	NONE	PUBLIC	CHARITABLE	5,000.
FINE ARTS FOR CHILDREN AND TEENS 1516 PACHECO STREET SANTA FE, NM 87505-3912	NONE	PUBLIC	EDUCATION	1,000.
FIRST BAPTIST CHURCH OF SHREVEPORT 543 OCKLEY DRIVE SHREVEPORT, LA 71106-1229	NONE	PUBLIC	RELIGIOUS	500.
FIRST UNITED METHODIST CHURCH 500 COMMON STREET SHREVEPORT, LA 71101-3430	NONE	PUBLIC	RELIGIOUS	300.
FOOD BANK OF NORTHWEST LOUISIANA 2307 TEXAS AVENUE SHREVEPORT, LA 71103-3621	NONE	PUBLIC	CHARITABLE	10,000.
FOOD DEPOT 1222 SILER RD SANTA FE, NM 87507-4106	NONE	PUBLIC	CHARITABLE	10,000.
Total from continuation sheets				293,700.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FOOD FOR SANTA FE P. O. BOX 31086 SANTA FE, NM 87594-1086	NONE	PUBLIC	CHARITABLE	10,000.
FRIENDS OF LOUISIANA PUBLIC BROADCASTING 7733 PERKINS ROAD BATON ROUGE, LA 70810-1009	NONE	PUBLIC	EDUCATIONAL	1,200.
FRIENDS OF LOUISIANA STATE EXHIBIT MUSEUM 3015 GREENWOOD ROAD SHREVEPORT, LA 71109	NONE	PUBLIC	EDUCATION	1,000.
GLEN RETIREMENT CENTER 403 EAST FLOURNOY LUCAS RD SHREVEPORT, LA 71115-3903	NONE	PUBLIC	CHARITABLE	2,400.
GRACE HOME 1035 MARGARET PLACE SHREVEPORT, LA 71101-4315	NONE	PUBLIC	CHARITABLE	200.
HUMANE SOCIETY OF NORTHWEST LOUISIANA 512 W 67TH STREET SHREVEPORT, LA 71106	NONE	PUBLIC	CHARITABLE	10,000.
JUNIOR ACHIEVEMENT OF NW LA 3833 GILBERT DRIVE SHREVEPORT, LA 71104-5005	NONE	PUBLIC	EDUCATIONAL	3,200.
KITCHEN ANGELS 1222 SILER RD #A SANTA FE, NM 87507-4107	NONE	PUBLIC	CHARITABLE	10,000.
LSU IN SHREVEPORT FOUNDATION ONE UNIVERSITY PLACE SHREVEPORT, LA 71115-2301	NONE	PUBLIC	EDUCATION	1,000.
MD ANDERSON CANCER CENTER 2450 HOLCOMBE BLVD., STE 1 HOUSTON, TX 77021-2040	NONE	PUBLIC	MEDICAL	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MIT 77 MASSACHUSETTS AVE. CAMBRIDGE, MA 02139-4301	NONE	PUBLIC	EDUCATIONAL	5,000.
MOTHERS AGAINST DRUGS 138 E COLUMBIA STREET SHREVEPORT, LA 71104-3410	NONE	PUBLIC	CHARITABLE	5,000.
NORWELA COUNCIL, BOY SCOUTS OF AMERICA 3508 BEVERLY PLACE SHREVEPORT, LA 71104-4606	NONE	PUBLIC	CHARITABLE	3,000.
PRESERVATION RESOURCE CENTER 923 TCHOUPITOUHAS ST NEW ORLEANS, LA 70130-3819	NONE	PUBLIC	CHARITABLE	1,000.
PUBLIC AFFAIRS RESEARCH COUNCIL 4664 JAMESTOWN AVE., STE. 300 BATON ROUGE, LA 70808-3238	NONE	PUBLIC	CIVIC	1,100.
SALVATION ARMY 200 EAST STONER AVENUE SHREVEPORT, LA 71101-4214	NONE	PUBLIC	CHARITABLE	12,000.
SANTA FE COMMUNITY FOUNDATION P. O. BOX 1827 SANTA FE, NM 87504-1827	NONE	PUBLIC	CHARITABLE	11,000.
SPECIAL OLYMPICS 1000 EAST MORRIS AVE HAMMOND, LA 70403-4456	NONE	PUBLIC	CHARITABLE	1,000.
ST JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105-1905	NONE	PUBLIC	MEDICAL	5,100.
ST MARK'S EPISCOPAL CATHEDRAL 908 RUTHERFORD STREET SHREVEPORT, LA 71104-4246	NONE	PUBLIC	RELIGIOUS	28,400.
Total from continuation sheets				

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ST PAUL'S UNITED METHODIST CHURCH 1001 PIERRE AVENUE SHREVEPORT, LA 71103	NONE	PUBLIC	RELIGIOUS	200.
ST. JOSEPH CATHOLIC CHURCH 211 ATLANTIC AVENUE SHREVEPORT, LA 71105	NONE	PUBLIC	RELIGIOUS	100.
THE NATURE CONSERVANCY 1324 N. HEARNE SHREVEPORT, LA 71107-6554	NONE	PUBLIC	CHARITABLE	3,500.
UNITED WAY OF NORTHWEST LA 402 EDWARDS STREET SHREVEPORT, LA 71101-3107	NONE	PUBLIC	CHARITABLE	21,000.
VAIL VALLEY MEDICAL CENTER 181 WEST MEADOW DR VAIL, CO 81657-5242	NONE	PUBLIC	MEDICAL	5,000.
VOLUNTEERS OF AMERICA 360 JORDAN STREET SHREVEPORT, LA 71101-4847	NONE	PUBLIC	CHARITABLE	5,100.
CATHEDRAL OF ST. JOHN BERCHMANS 939 JORDAN STREET SHREVEPORT, LA 71101-4309	NONE	PUBLIC	RELIGIOUS	200.
BROADMOOR UNITED METHODIST CHURCH 3715 YOUREE DRIVE SHREVEPORT, LA 71105	NONE	PUBLIC	RELIGIOUS	100.
CADDO-BOSSIER ARC FOUNDATION 351 JORDAN STREET SHREVEPORT, LA 71101	NONE	PUBLIC	CHARITABLE	100.
OAKLAND PRESERVATION SOCIETY P. O. BOX 5221 SHREVEPORT, LA 71135-5221	NONE	PUBLIC	CHARITABLE	100.
Total from continuation sheets				

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LSU HEALTH SCIENCE FOUNDATION 920 PIERREMONT RD., STE 407 SHREVEPORT, LA 71106	NONE	PUBLIC	MEDICAL RESEARCH	100.
AMERICAN ROSE SOCIETY, SHREVEPORT GARDEN STUDY CLUB 6227 GILBERT DR. SHREVEPORT, LA 71106-2321	NONE	PUBLIC	CHARITABLE	1,500.
LSU FEIST-EWILLER CANCER TREATMENT CENTER 1501 KINGS HIGHWAY SHREVEPORT, LA 71103	NONE	PUBLIC	MEDICAL RESEARCH	100.
DURHAM ACADEMY, INC. 3601 RIDGE ROAD DURHAM, NC 27705-5599	NONE	PUBLIC	EDUCATIONAL	5,000.
HOLY ANGELS RESIDENTIAL FACILITY 10450 ELLERBE ROAD SHREVEPORT, LA 71106	NONE	PUBLIC	CHARITABLE	200.
FIRST CHURCH OF GOD 6808 JEFFERSON PAIGE ROAD SHREVEPORT, LA 71119	NONE	PUBLIC	RELIGIOUS	100.
HILLMAN HOUSE 644 HERNDON STREET SHREVEPORT, LA 711014	NONE	PUBLIC	CHARITABLE	100.
ST. JOSEPH CATHOLIC SCHOOL 1210 ANNISTON AVENUE SHREVEPORT, LA 71105	NONE	PUBLIC	EDUCATIONAL	100.
GINGERBREAD HOUSE 1700 BUCKNER STREET SHREVEPORT, LA 71101	NONE	PUBLIC	CHARITABLE	100.
AIRLINE BAPTIST CHURCH 4007 AIRLINE DRIVE BOSSIER CITY, LA 71111	NONE	PUBLIC	RELIGIOUS	100.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SHRINERS HOSPITAL FOR CHILDREN 3100 SAMFORD AVENUE SHREVEPORT, LA 71103	NONE	PUBLIC	MEDICAL RESEARCH	100.
MARY SPRINGHILL AME CHURCH 4426 LINWOOD AVENUE SHREVEPORT, LA 71108	NONE	PUBLIC	RELIGIOUS	100.
CHRISTUS SCHUMPERT FOUNDATION ONE SANIT MARY PLACE SHREVEPORT, LA 71101	NONE	PUBLIC	MEDICAL RESEARCH	100.
KINGS HIGHWAY CHRISTIAN CHURCH 806 KINGS HIGHWAY SHREVEPORT, LA 71104-2002	NONE	PUBLIC	RELIGIOUS	100.
SCI-PORT 820 CLYDE FANT PARKWAY SHREVEPORT, LA 71101	NONE	PUBLIC	EDUCATIONAL	20,000.
WOUNDED WARRIOR PROJECT 7020 A. C. SKINNER PWKY, STE 100 JACKSONVILLE, FL 32256	NONE	PUBLIC	CHARITABLE	10,000.
PAIDEIA SCHOOL 1509 PONCE DE LEON AVE NE ATLANTA, GA 30307	NONE	PUBLIC	EDUCATIONAL	5,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
REGIONS MONEY MARKET AND SWEEP ACCOUNT	98.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	98.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE INTEREST	28,848.	0.	28,848.
CORPORATE STOCKS	145,224.	0.	145,224.
OID--USGI	410.	0.	410.
PREMIUM AMORTIZATION	37.	0.	37.
U. S. GOVERNMENT	2,947.	0.	2,947.
TOTAL TO FM 990-PF, PART I, LN 4	177,466.	0.	177,466.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL AND GAS ROYALTIES	244,909.	244,909.	
TOTAL TO FORM 990-PF, PART I, LINE 11	244,909.	244,909.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HEARD, MCCELROY, & VESTAL	2,600.	1,950.		650.
TO FORM 990-PF, PG 1, LN 16B	2,600.	1,950.		650.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
AGENCY FEES	45,986.	34,490.		11,496.	
TO FORM 990-PF, PG 1, LN 16C	45,986.	34,490.		11,496.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FORM 990-PF TAX PAYMENTS	9,584.	0.		0.	
FOREIGN TAX WITHHELD	524.	524.		0.	
PROPERTY TAX	595.	595.		0.	
OIL & GAS SEVERANCE TAXES	7,535.	7,535.		0.	
TO FORM 990-PF, PG 1, LN 18	18,238.	8,654.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ROYALTIES, OTHER EXPENSES	1,557.	1,557.		0.	
TO FORM 990-PF, PG 1, LN 23	1,557.	1,557.		0.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U S TREASURIES	X		311,459.	316,613.
TOTAL U.S. GOVERNMENT OBLIGATIONS			311,459.	316,613.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			311,459.	316,613.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	2,674,525.	5,222,405.
INTERNATIONAL EQUITIES	78,891.	99,029.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,753,416.	5,321,434.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	500,070.	525,546.
TOTAL TO FORM 990-PF, PART II, LINE 10C	500,070.	525,546.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MINERAL LEASES	COST	1,383.	650,705.
FHLMC POOL	COST	423,017.	428,982.
TOTAL TO FORM 990-PF, PART II, LINE 13		424,400.	1,079,687.

ACCT H705 5055000054
FROM 11/01/2011
TO 10/31/2012

REGIONS BANK, TRUST DEPARTMENT
STATEMENT OF CAPITAL GAINS AND LOSSES
WHELESS FDN

PAGE 109

RUN 01/10/2013
03.03:17 PM

TRUST YEAR ENDING 10/31/2012

TAX PREPARER: 6990
TRUST ADMINISTRATOR: 55
INVESTMENT OFFICER: 600

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
1000 0000 ABBOTT LABS DTD 3/3/09 5 125% 04/01/2019 - 002824AU4 - MINOR = 45							
SOLD		11/04/2011	1160.08				
ACQ	1000.0000	02/26/2009	1160.08	999.63	160.45	LT15	Y
1000 0000 ABBOTT LABS DTD 3/3/09 5 125% 04/01/2019 - 002824AU4 - MINOR = 45							
SOLD		02/06/2012	1191.50				
ACQ	1000.0000	02/26/2009	1191.50	999.63	191.87	LT15	Y
9000.0000 BB& T CORPORATION DTD 7/27/09 3 85% 07/2 - 05531FAC7 - MINOR = 45							
SOLD		02/22/2012	9123.21				
ACQ	8000.0000	04/27/2010	8109.52	8333.44	-223.92	LT15	Y
	1000.0000	04/28/2010	1013.69	1042.86	-29.17	LT15	Y
1000 0000 BARCLAYS BANK PLC DTD 04/07/2010 3 9% 04 - 06739GBB4 - MINOR = 45							
SOLD		04/05/2012	1038.34				
ACQ	1000.0000	03/31/2010	1038.34	1003.66	34.68	LT15	Y
1000.0000 CATERPILLAR INC DTD 12/05/08 7 9% 12/15/ - 149123BQ3 - MINOR = 45							
SOLD		11/04/2011	1331.59				
ACQ	1000.0000	12/02/2008	1331.59	998.32	333.27	LT15	Y
1000.0000 CITIGROUP INC DTD 06/15/2010 6% 12/13/20 - 172967FEE6 - MINOR = 45							
SOLD		11/04/2011	1059.26				
ACQ	1000.0000	12/13/2010	1059.26	1091.01	-31.75	ST	Y
1000 0000 CITIGROUP INC FDIC GUARANTEED DTD 08/06/2009 2.25% 12/10/2012 - 17313YAJ0 - MINOR = 30							
SOLD		02/06/2012	1017.18				
ACQ	1000.0000	12/15/2009	1017.18	1019.22	-2.04	LT15	Y
19000 0000 CITIGROUP INC FDIC GUARANTEED DTD 08/06/2009 2.25% 12/10/2012 - 17313YAJ0 - MINOR = 30							
SOLD		09/14/2012	19089.11				
ACQ	19000.0000	12/15/2009	19089.11	19365.18	-276.07	LT15	Y
5000 0000 CITIGROUP INC FDIC GUARANTEED DTD 08/06/2009 2.25% 12/10/2012 - 17313YAJ0 - MINOR = 30							
SOLD		10/04/2012	5017.10				
ACQ	5000.0000	12/15/2009	5017.10	5096.10	-79.00	LT15	Y
1000 0000 JOHN DEERE CAPITAL CORP INSD. FDIC DTD 12/19/08 2.875% 06/19/2012 - 24424DAA7 - MINOR = 30							
SOLD		11/04/2011	1016.37				
ACQ	1000.0000	12/16/2008	1016.37	1025.23	-8.86	LT15	Y
26000.0000 JOHN DEERE CAPITAL CORP INSD. FDIC DTD 12/19/08 2.875% 06/19/2012 - 24424DAA7 - MINOR = 30							
SOLD		02/02/2012	26262.34				
ACQ	5000.0000	12/16/2008	5050.45	5126.15	-75.70	LT15	Y
	21000.0000	12/17/2008	21211.89	20951.49	260.40	LT15	Y
4300 0000 E M C CORP MASS COM - 268648102 - MINOR = 50							
SOLD		11/21/2011	97178.13				
ACQ	4300.0000	06/24/2002	97178.13	29283.00	67895.13	LT15	Y
520 7800 FEDERAL HOME LOAN MTG CORP POOL #G01840 DTD 06/01/2005 5% 07/01/2035 - 3128LXBH2 - MINOR = 35							
SOLD		11/15/2011	520.78				
ACQ	520.7800	08/11/2011	520.78	566.10	-45.32	ST	Y
532 8600 FEDERAL HOME LOAN MTG CORP POOL #G01840 DTD 06/01/2005 5% 07/01/2035 - 3128LXBH2 - MINOR = 35							
SOLD		12/15/2011	532.86				
ACQ	532.8600	08/11/2011	532.86	579.24	-46.38	ST	Y
521.1000 FEDERAL HOME LOAN MTG CORP POOL #G01840 DTD 06/01/2005 5% 07/01/2035 - 3128LXBH2 - MINOR = 35							
SOLD		12/31/2011	521.10				
ACQ	521.1000	08/11/2011	521.10	566.45	-45.35	ST	Y
CHANGED 02/19/12 MK							
430 5000 FEDERAL HOME LOAN MTG CORP POOL #G01840 DTD 06/01/2005 5% 07/01/2035 - 3128LXBH2 - MINOR = 35							
SOLD		01/31/2012	430.50				
ACQ	430.5000	08/11/2011	430.50	467.97	-37.47	ST	Y
CHANGED 02/19/12 MK							
479.5400 FEDERAL HOME LOAN MTG CORP POOL #G01840 DTD 06/01/2005 5% 07/01/2035 - 3128LXBH2 - MINOR = 35							
SOLD		03/15/2012	479.54				
ACQ	479.5400	08/11/2011	479.54	521.27	-41.73	ST	Y
499 1800 FEDERAL HOME LOAN MTG CORP POOL #G01840 DTD 06/01/2005 5% 07/01/2035 - 3128LXBH2 - MINOR = 35							
SOLD		04/16/2012	499.18				
ACQ	499.1800	08/11/2011	499.18	542.62	-43.44	ST	Y
487.6800 FEDERAL HOME LOAN MTG CORP POOL #G01840 DTD 06/01/2005 5% 07/01/2035 - 3128LXBH2 - MINOR = 35							
SOLD		05/15/2012	487.68				
ACQ	487.6800	08/11/2011	487.68	530.12	-42.44	ST	Y
507 8500 FEDERAL HOME LOAN MTG CORP POOL #G01840 DTD 06/01/2005 5% 07/01/2035 - 3128LXBH2 - MINOR = 35							
SOLD		06/15/2012	507.85				
ACQ	507.8500	08/11/2011	507.85	552.05	-44.20	ST	Y
449.0200 FEDERAL HOME LOAN MTG CORP POOL #G01840 DTD 06/01/2005 5% 07/01/2035 - 3128LXBH2 - MINOR = 35							
SOLD		07/16/2012	449.02				
ACQ	449.0200	08/11/2011	449.02	488.10	-39.08	ST	Y
442 5000 FEDERAL HOME LOAN MTG CORP POOL #G01840 DTD 06/01/2005 5% 07/01/2035 - 3128LXBH2 - MINOR = 35							
SOLD		08/15/2012	442.50				
ACQ	442.5000	08/11/2011	442.50	481.01	-38.51	LT15	Y
476 6000 FEDERAL HOME LOAN MTG CORP POOL #G01840 DTD 06/01/2005 5% 07/01/2035 - 3128LXBH2 - MINOR = 35							
SOLD		09/17/2012	476.60				
ACQ	476.6000	08/11/2011	476.60	518.08	-41.48	LT15	Y
478.4100 FEDERAL HOME LOAN MTG CORP POOL #G01840 DTD 06/01/2005 5% 07/01/2035 - 3128LXBH2 - MINOR = 35							
SOLD		10/15/2012	478.41				
ACQ	478.4100	08/11/2011	478.41	520.05	-41.64	LT15	Y
659.4400 FEDERAL HOME LOAN MTG CORP POOL #G04774 DTD 10/01/2008 4.5% 01/01/2038 - 3128M6T73 - MINOR = 35							
SOLD		08/15/2012	659.44				
ACQ	659.4400	07/09/2012	659.44	709.21	-49.77	ST	Y
720 4900 FEDERAL HOME LOAN MTG CORP POOL #G04774 DTD 10/01/2008 4.5% 01/01/2038 - 3128M6T73 - MINOR = 35							
SOLD		09/17/2012	720.49				
ACQ	720.4900	07/09/2012	720.49	774.86	-54.37	ST	Y
539 1600 FEDERAL HOME LOAN MTG CORP POOL #G04774 DTD 10/01/2008 4.5% 01/01/2038 - 3128M6T73 - MINOR = 35							
SOLD		10/15/2012	539.16				
ACQ	539.1600	07/09/2012	539.16	579.85	-40.69	ST	Y

ACCT H705 5055000054
FROM 11/01/2011
TO 10/31/2012

REGIONS BANK, TRUST DEPARTMENT
STATEMENT OF CAPITAL GAINS AND LOSSES
WHELESS FDN

PAGE 110
RUN 01/10/2013
03.03:17 PM

TRUST YEAR ENDING 10/31/2012

TAX PREPARER 6990
TRUST ADMINISTRATOR: 55
INVESTMENT OFFICER: 600

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
769 3900 FEDERAL HOME LOAN MORTGAGE CORP POOL #G14056 DTD 02/01/2011 4% 08/01/2025 - 3128MCWR2 - MINOR = 35							
SOLD		11/15/2011	769.39				
ACQ	769.3900	08/11/2011	769.39	814.11	-44.72	ST	Y
648 1500 FEDERAL HOME LOAN MORTGAGE CORP POOL #G14056 DTD 02/01/2011 4% 08/01/2025 - 3128MCWR2 - MINOR = 35							
SOLD		12/15/2011	648.15				
ACQ	648.1500	08/11/2011	648.15	685.82	-37.67	ST	Y
572 6600 FEDERAL HOME LOAN MORTGAGE CORP POOL #G14056 DTD 02/01/2011 4% 08/01/2025 - 3128MCWR2 - MINOR = 35							
SOLD		12/31/2011	572.66				
ACQ	572.6600	08/11/2011	572.66	605.95	-33.29	ST	Y
CHANGED 02/19/12 MK							
475 8400 FEDERAL HOME LOAN MORTGAGE CORP POOL #G14056 DTD 02/01/2011 4% 08/01/2025 - 3128MCWR2 - MINOR = 35							
SOLD		01/31/2012	475.84				
ACQ	475 8400	08/11/2011	475.84	503.50	-27.66	ST	Y
CHANGED 02/19/12 MK							
544.4300 FEDERAL HOME LOAN MORTGAGE CORP POOL #G14056 DTD 02/01/2011 4% 08/01/2025 - 3128MCWR2 - MINOR = 35							
SOLD		03/15/2012	544.43				
ACQ	544 4300	08/11/2011	544.43	576.07	-31.64	ST	Y
584.4300 FEDERAL HOME LOAN MORTGAGE CORP POOL #G14056 DTD 02/01/2011 4% 08/01/2025 - 3128MCWR2 - MINOR = 35							
SOLD		04/16/2012	584.43				
ACQ	584.4300	08/11/2011	584.43	618.40	-33.97	ST	Y
444.2700 FEDERAL HOME LOAN MORTGAGE CORP POOL #G14056 DTD 02/01/2011 4% 08/01/2025 - 3128MCWR2 - MINOR = 35							
SOLD		05/15/2012	444.27				
ACQ	444.2700	08/11/2011	444.27	470.09	-25.82	ST	Y
369.2700 FEDERAL HOME LOAN MORTGAGE CORP POOL #G14056 DTD 02/01/2011 4% 08/01/2025 - 3128MCWR2 - MINOR = 35							
SOLD		06/15/2012	369.27				
ACQ	369.2700	08/11/2011	369.27	390.73	-21.46	ST	Y
474 0600 FEDERAL HOME LOAN MORTGAGE CORP POOL #G14056 DTD 02/01/2011 4% 08/01/2025 - 3128MCWR2 - MINOR = 35							
SOLD		07/16/2012	474.06				
ACQ	474 0600	08/11/2011	474.06	501.61	-27.55	ST	Y
502 8400 FEDERAL HOME LOAN MORTGAGE CORP POOL #G14056 DTD 02/01/2011 4% 08/01/2025 - 3128MCWR2 - MINOR = 35							
SOLD		08/15/2012	502.84				
ACQ	502.8400	08/11/2011	502.84	532.07	-29.23	LT15	Y
517.4300 FEDERAL HOME LOAN MORTGAGE CORP POOL #G14056 DTD 02/01/2011 4% 08/01/2025 - 3128MCWR2 - MINOR = 35							
SOLD		09/17/2012	517.43				
ACQ	517.4300	08/11/2011	517.43	547.51	-30.08	LT15	Y
412.4000 FEDERAL HOME LOAN MORTGAGE CORP POOL #G14056 DTD 02/01/2011 4% 08/01/2025 - 3128MCWR2 - MINOR = 35							
SOLD		10/15/2012	412.40				
ACQ	412.4000	08/11/2011	412.40	436.37	-23.97	LT15	Y
307.7400 FEDERAL HOME LOAN MTG CORP POOL #G08344 DTD 05/01/2009 4.5% 05/01/2039 - 3128MJL24 - MINOR = 35							
SOLD		05/15/2012	307.74				
ACQ	307.7400	04/06/2012	307.74	326.59	-18.85	ST	Y
264.4800 FEDERAL HOME LOAN MTG CORP POOL #G08344 DTD 05/01/2009 4.5% 05/01/2039 - 3128MJL24 - MINOR = 35							
SOLD		06/15/2012	264.48				
ACQ	264.4800	04/06/2012	264.48	280.68	-16.20	ST	Y
271.7000 FEDERAL HOME LOAN MTG CORP POOL #G08344 DTD 05/01/2009 4.5% 05/01/2039 - 3128MJL24 - MINOR = 35							
SOLD		07/16/2012	271.70				
ACQ	271.7000	04/06/2012	271.70	288.34	-16.64	ST	Y
329 3100 FEDERAL HOME LOAN MTG CORP POOL #G08344 DTD 05/01/2009 4.5% 05/01/2039 - 3128MJL24 - MINOR = 35							
SOLD		08/15/2012	329.31				
ACQ	329.3100	04/06/2012	329.31	349.48	-20.17	ST	Y
336.7000 FEDERAL HOME LOAN MTG CORP POOL #G08344 DTD 05/01/2009 4.5% 05/01/2039 - 3128MJL24 - MINOR = 35							
SOLD		09/17/2012	336.70				
ACQ	336.7000	04/06/2012	336.70	357.32	-20.62	ST	Y
297.5600 FEDERAL HOME LOAN MTG CORP POOL #G08344 DTD 05/01/2009 4.5% 05/01/2039 - 3128MJL24 - MINOR = 35							
SOLD		10/15/2012	297.56				
ACQ	297.5600	04/06/2012	297.56	315.79	-18.23	ST	Y
205.2700 FEDERAL HOME LOAN MTG CORP POOL #G08463 DTD 10/01/2011 4% 10/01/2041 - 3128MJQR4 - MINOR = 35							
SOLD		06/15/2012	205.27				
ACQ	205.2700	05/07/2012	205.27	217.39	-12.12	ST	Y
438.8800 FEDERAL HOME LOAN MTG CORP POOL #G08463 DTD 10/01/2011 4% 10/01/2041 - 3128MJQR4 - MINOR = 35							
SOLD		07/16/2012	438.88				
ACQ	438 8800	05/07/2012	438.88	464.80	-25.92	ST	Y
412.4300 FEDERAL HOME LOAN MTG CORP POOL #G08463 DTD 10/01/2011 4% 10/01/2041 - 3128MJQR4 - MINOR = 35							
SOLD		08/15/2012	412.43				
ACQ	412 4300	05/07/2012	412.43	436.79	-24.36	ST	Y
528 4400 FEDERAL HOME LOAN MTG CORP POOL #G08463 DTD 10/01/2011 4% 10/01/2041 - 3128MJQR4 - MINOR = 35							
SOLD		09/17/2012	528.44				
ACQ	528 4400	05/07/2012	528.44	559.65	-31.21	ST	Y
348.7600 FEDERAL HOME LOAN MTG CORP POOL #G08463 DTD 10/01/2011 4% 10/01/2041 - 3128MJQR4 - MINOR = 35							
SOLD		10/15/2012	348.76				
ACQ	348.7600	05/07/2012	348.76	369.36	-20.60	ST	Y
446 7100 FEDERAL HOME LOAN MORTGAGE CORP POOL #J16353 DTD 08/01/2011 3.5% 08/01/2026 - 3128PWBW7 - MINOR = 35							
SOLD		11/15/2011	446.71				
ACQ	446 7100	08/11/2011	446.71	467.23	-20.52	ST	Y
505 8200 FEDERAL HOME LOAN MORTGAGE CORP POOL #J16353 DTD 08/01/2011 3.5% 08/01/2026 - 3128PWBW7 - MINOR = 35							
SOLD		12/15/2011	505.82				
ACQ	505.8200	08/11/2011	505.82	529.06	-23.24	ST	Y
257 4500 FEDERAL HOME LOAN MORTGAGE CORP POOL #J16353 DTD 08/01/2011 3.5% 08/01/2026 - 3128PWBW7 - MINOR = 35							
SOLD		12/31/2011	257.45				
ACQ	257.4500	08/11/2011	257.45	269.28	-11.83	ST	Y
CHANGED 02/19/12 MK							
398.7800 FEDERAL HOME LOAN MORTGAGE CORP POOL #J16353 DTD 08/01/2011 3.5% 08/01/2026 - 3128PWBW7 - MINOR = 35							
SOLD		01/31/2012	398.78				
ACQ	398 7800	08/11/2011	398.78	417.10	-18.32	ST	Y
CHANGED 02/19/12 MK							

ACCT H705 5055000054
FROM 11/01/2011
TO 10/31/2012

REGIONS BANK, TRUST DEPARTMENT
STATEMENT OF CAPITAL GAINS AND LOSSES
WHELESS FDN

PAGE 111

RUN 01/10/2013
03 03.17 PM

TRUST YEAR ENDING 10/31/2012

TAX PREPARER: 6990
TRUST ADMINISTRATOR: 55
INVESTMENT OFFICER: 600

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
398.7900 FEDERAL HOME LOAN MORTGAGE CORP POOL #J16353 DTD 08/01/2011 3 5% 08/01/2026 - 3128PWBW7 - MINOR = 35							
SOLD		03/15/2012	398.79				
ACQ	398.7900	08/11/2011	398.79	417.11	-18.32	ST	Y
456 3800 FEDERAL HOME LOAN MORTGAGE CORP POOL #J16353 DTD 08/01/2011 3 5% 08/01/2026 - 3128PWBW7 - MINOR = 35							
SOLD		04/16/2012	456.38				
ACQ	456 3800	08/11/2011	456.38	477.34	-20.96	ST	Y
213 4400 FEDERAL HOME LOAN MORTGAGE CORP POOL #J16353 DTD 08/01/2011 3 5% 08/01/2026 - 3128PWBW7 - MINOR = 35							
SOLD		05/15/2012	213.44				
ACQ	213.4400	08/11/2011	213.44	223.24	-9.80	ST	Y
255.3300 FEDERAL HOME LOAN MORTGAGE CORP POOL #J16353 DTD 08/01/2011 3 5% 08/01/2026 - 3128PWBW7 - MINOR = 35							
SOLD		06/15/2012	255.33				
ACQ	255.3300	08/11/2011	255.33	267.06	-11.73	ST	Y
669.8900 FEDERAL HOME LOAN MORTGAGE CORP POOL #J16353 DTD 08/01/2011 3 5% 08/01/2026 - 3128PWBW7 - MINOR = 35							
SOLD		07/16/2012	669.89				
ACQ	669.8900	08/11/2011	669.89	700.66	-30.77	ST	Y
683.7300 FEDERAL HOME LOAN MORTGAGE CORP POOL #J16353 DTD 08/01/2011 3 5% 08/01/2026 - 3128PWBW7 - MINOR = 35							
SOLD		08/15/2012	683.73				
ACQ	683.7300	08/11/2011	683.73	715.14	-31.41	LT15	Y
439.9100 FEDERAL HOME LOAN MORTGAGE CORP POOL #J16353 DTD 08/01/2011 3 5% 08/01/2026 - 3128PWBW7 - MINOR = 35							
SOLD		09/17/2012	439.91				
ACQ	439.9100	08/11/2011	439.91	460.12	-20.21	LT15	Y
436 9600 FEDERAL HOME LOAN MORTGAGE CORP POOL #J16353 DTD 08/01/2011 3 5% 08/01/2026 - 3128PWBW7 - MINOR = 35							
SOLD		10/15/2012	436.96				
ACQ	436 9600	08/11/2011	436.96	457.03	-20.07	LT15	Y
29000 0000 FEDERAL HOME LOAN MORTGAGE CORP 5 75% DTD 1/14/02 DUE 1/15/2012 - 3134AAJT2 - MINOR = 30							
SOLD		01/10/2012	29018.27				
ACQ	29000 0000	07/08/2008	29018.27	30868.76	-1850.49	LT15	Y
2000 0000 FEDERAL NATIONAL MORTGAGE ASSN 5% 03/1 - 31359MH89 - MINOR = 35							
SOLD		02/06/2012	2340.40				
ACQ	2000 0000	01/10/2012	2340.40	2330.30	10.10	ST	Y
1000.0000 FEDERAL HOME LOAN MTG CORP DTD 01/07/201 - 3137EACH0 - MINOR = 30							
SOLD		02/06/2012	1072.89				
ACQ	1000 0000	01/10/2012	1072.89	1068.57	4.32	ST	Y
904.6800 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 - 3138A8SR8 - MINOR = 35							
SOLD		11/25/2011	904.68				
ACQ	904.6800	08/09/2011	904.68	950.48	-45.80	ST	Y
1053.3000 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 - 3138A8SR8 - MINOR = 35							
SOLD		12/27/2011	1053.30				
ACQ	1053.3000	08/09/2011	1053.30	1106.62	-53.32	ST	Y
652.1000 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 - 3138A8SR8 - MINOR = 35							
SOLD		12/31/2011	652.10				
ACQ	652.1000	08/09/2011	652.10	685.11	-33.01	ST	Y
CHANGED 02/19/12 MK							
672.9800 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 - 3138A8SR8 - MINOR = 35							
SOLD		02/27/2012	672.98				
ACQ	672.9800	08/09/2011	672.98	707.05	-34.07	ST	Y
565.2100 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 - 3138A8SR8 - MINOR = 35							
SOLD		03/26/2012	565.21				
ACQ	565.2100	08/09/2011	565.21	593.82	-28.61	ST	Y
616.2400 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 - 3138A8SR8 - MINOR = 35							
SOLD		04/25/2012	616.24				
ACQ	616.2400	08/09/2011	616.24	647.44	-31.20	ST	Y
662.8700 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 - 3138A8SR8 - MINOR = 35							
SOLD		05/25/2012	662.87				
ACQ	662.8700	08/09/2011	662.87	696.43	-33.56	ST	Y
497.2200 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 - 3138A8SR8 - MINOR = 35							
SOLD		06/25/2012	497.22				
ACQ	497.2200	08/09/2011	497.22	522.39	-25.17	ST	Y
452.4400 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 - 3138A8SR8 - MINOR = 35							
SOLD		07/25/2012	452.44				
ACQ	452.4400	08/09/2011	452.44	475.34	-22.90	ST	Y
609.0400 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 - 3138A8SR8 - MINOR = 35							
SOLD		08/27/2012	609.04				
ACQ	609.0400	08/09/2011	609.04	639.87	-30.83	LT15	Y
698.5700 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 - 3138A8SR8 - MINOR = 35							
SOLD		09/25/2012	698.57				
ACQ	698.5700	08/09/2011	698.57	733.94	-35.37	LT15	Y
630.8400 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 - 3138A8SR8 - MINOR = 35							
SOLD		10/25/2012	630.84				
ACQ	630.8400	08/09/2011	630.84	662.78	-31.94	LT15	Y
115.7700 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5% 06/01/2041 - 3138EGNK6 - MINOR = 35							
SOLD		12/27/2011	115.77				
ACQ	115.7700	11/04/2011	115.77	123.15	-7.38	ST	Y
101.8800 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5% 06/01/2041 - 3138EGNK6 - MINOR = 35							
SOLD		12/31/2011	101.88				
ACQ	101.8800	11/04/2011	101.88	108.37	-6.49	ST	Y
CHANGED 02/19/12 MK							
118.3800 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4.5% 06/01/2041 - 3138EGNK6 - MINOR = 35							
SOLD		02/27/2012	118.38				
ACQ	118.3800	11/04/2011	118.38	125.93	-7.55	ST	Y
109.1700 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5% 06/01/2041 - 3138EGNK6 - MINOR = 35							
SOLD		03/26/2012	109.17				
ACQ	109.1700	11/04/2011	109.17	116.13	-6.96	ST	Y

ACCT H705 5055000054
FROM 11/01/2011
TO 10/31/2012

REGIONS BANK, TRUST DEPARTMENT
STATEMENT OF CAPITAL GAINS AND LOSSES
WHELESS FDN

PAGE 112

RUN 01/10/2013
03.03 17 PM

TRUST YEAR ENDING 10/31/2012

TAX PREPARER: 6990
TRUST ADMINISTRATOR: 55
INVESTMENT OFFICER: 600

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
209.9100 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5% 06/01/2041 - 3138EGNK6 - MINOR = 35							
SOLD		04/25/2012	209.91				
ACQ	209.9100	11/04/2011	209.91	223.29	-13.38	ST	Y
97 3000 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5% 06/01/2041 - 3138EGNK6 - MINOR = 35							
SOLD		05/25/2012	97.30				
ACQ	97.3000	11/04/2011	97.30	103.50	-6.20	ST	Y
154 6800 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5% 06/01/2041 - 3138EGNK6 - MINOR = 35							
SOLD		06/25/2012	154.68				
ACQ	154.6800	11/04/2011	154.68	164.54	-9.86	ST	Y
136 0100 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4.5% 06/01/2041 - 3138EGNK6 - MINOR = 35							
SOLD		07/25/2012	136.01				
ACQ	136.0100	11/04/2011	136.01	144.68	-8.67	ST	Y
131.8300 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4.5% 06/01/2041 - 3138EGNK6 - MINOR = 35							
SOLD		08/27/2012	131.83				
ACQ	131.8300	11/04/2011	131.83	140.23	-8.40	ST	Y
174.6600 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5% 06/01/2041 - 3138EGNK6 - MINOR = 35							
SOLD		09/25/2012	174.66				
ACQ	174.6600	11/04/2011	174.66	185.79	-11.13	ST	Y
231.0500 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4.5% 06/01/2041 - 3138EGNK6 - MINOR = 35							
SOLD		10/25/2012	231.05				
ACQ	231.0500	11/04/2011	231.05	245.78	-14.73	ST	Y
315 0500 FEDERAL NATIONAL MORTGAGE ASSN POOL # 725228							
SOLD		11/25/2011	315.05				
ACQ	315.0500	01/07/2011	315.05	347.74	-32.69	ST	Y
322 9800 FEDERAL NATIONAL MORTGAGE ASSN POOL # 725228							
SOLD		12/27/2011	322.98				
ACQ	322.9800	01/07/2011	322.98	356.49	-33.51	ST	Y
305 5900 FEDERAL NATIONAL MORTGAGE ASSN POOL # 725228							
SOLD		12/31/2011	305.59				
ACQ	305.5900	01/07/2011	305.59	337.29	-31.70	LT15	Y
CHANGED 02/19/12 MK							
284 1400 FEDERAL NATIONAL MORTGAGE ASSN POOL # 725228							
SOLD		02/27/2012	284.14				
ACQ	284.1400	01/07/2011	284.14	313.62	-29.48	LT15	Y
311 7500 FEDERAL NATIONAL MORTGAGE ASSN POOL # 725228							
SOLD		03/26/2012	311.75				
ACQ	311.7500	01/07/2011	311.75	344.09	-32.34	LT15	Y
291.8900 FEDERAL NATIONAL MORTGAGE ASSN POOL # 725228							
SOLD		04/25/2012	291.89				
ACQ	291.8900	01/07/2011	291.89	322.17	-30.28	LT15	Y
12898.9500 FEDERAL NATIONAL MORTGAGE ASSN POOL # 725228							
SOLD		05/07/2012	14221.09				
ACQ	12898.9500	01/07/2011	14221.09	14237.22	-16.13	LT15	Y
315.4500 FEDERAL NATIONAL MORTGAGE ASSN POOL # 725228							
SOLD		05/25/2012	315.45				
ACQ	315.4500	01/07/2011	315.45	348.18	-32.73	LT15	Y
500 2000 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035 - 31402RFV6 - MINOR = 35							
SOLD		11/25/2011	500.20				
ACQ	500.2000	08/09/2011	500.20	539.51	-39.31	ST	Y
463.0600 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035 - 31402RFV6 - MINOR = 35							
SOLD		12/27/2011	463.06				
ACQ	463.0600	08/09/2011	463.06	499.45	-36.39	ST	Y
522.3200 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035 - 31402RFV6 - MINOR = 35							
SOLD		12/31/2011	522.32				
ACQ	522.3200	08/09/2011	522.32	563.37	-41.05	ST	Y
CHANGED 02/19/12 MK							
420.2600 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035 - 31402RFV6 - MINOR = 35							
SOLD		02/27/2012	420.26				
ACQ	420.2600	08/09/2011	420.26	453.29	-33.03	ST	Y
479.8100 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035 - 31402RFV6 - MINOR = 35							
SOLD		03/26/2012	479.81				
ACQ	479.8100	08/09/2011	479.81	517.52	-37.71	ST	Y
483 5400 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035 - 31402RFV6 - MINOR = 35							
SOLD		04/25/2012	483.54				
ACQ	483.5400	08/09/2011	483.54	521.54	-38.00	ST	Y
436.3800 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035 - 31402RFV6 - MINOR = 35							
SOLD		05/25/2012	436.38				
ACQ	436.3800	08/09/2011	436.38	470.68	-34.30	ST	Y
467.3300 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035 - 31402RFV6 - MINOR = 35							
SOLD		06/25/2012	467.33				
ACQ	467.3300	08/09/2011	467.33	504.06	-36.73	ST	Y
448.5100 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035 - 31402RFV6 - MINOR = 35							
SOLD		07/25/2012	448.51				
ACQ	448.5100	08/09/2011	448.51	483.76	-35.25	ST	Y
442 0200 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035 - 31402RFV6 - MINOR = 35							
SOLD		08/27/2012	442.02				
ACQ	442.0200	08/09/2011	442.02	476.76	-34.74	LT15	Y
466.7700 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035 - 31402RFV6 - MINOR = 35							
SOLD		09/25/2012	466.77				
ACQ	466.7700	08/09/2011	466.77	503.46	-36.69	LT15	Y
432.4300 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035 - 31402RFV6 - MINOR = 35							
SOLD		10/25/2012	432.43				
ACQ	432.4300	08/09/2011	432.43	466.42	-33.99	LT15	Y

ACCT H705 5055000054
FROM 11/01/2011
TO 10/31/2012

REGIONS BANK, TRUST DEPARTMENT
STATEMENT OF CAPITAL GAINS AND LOSSES
WHELESS FDN

PAGE 113

RUN 01/10/2013
03:03 17 PM

TRUST YEAR ENDING 10/31/2012

TAX PREPARER 6990
TRUST ADMINISTRATOR 55
INVESTMENT OFFICER 600

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
583 0300 FEDERAL NATIONAL MORTGAGE ASSN POOL #889579 DTD 05/01/08 6% 05/01/2038 - 31410KJY1 - MINOR = 35							
SOLD		11/25/2011	583.03				
ACQ	583.0300	04/07/2011	583.03	634.77	-51.74	ST	Y
556.0800 FEDERAL NATIONAL MORTGAGE ASSN POOL #889579 DTD 05/01/08 6% 05/01/2038 - 31410KJY1 - MINOR = 35							
SOLD		12/27/2011	556.08				
ACQ	556.0800	04/07/2011	556.08	605.43	-49.35	ST	Y
558.2500 FEDERAL NATIONAL MORTGAGE ASSN POOL #889579 DTD 05/01/08 6% 05/01/2038 - 31410KJY1 - MINOR = 35							
SOLD		12/31/2011	558.25				
ACQ	558.2500	04/07/2011	558.25	607.80	-49.55	ST	Y
CHANGED 02/19/12 MK							
546.3700 FEDERAL NATIONAL MORTGAGE ASSN POOL #889579 DTD 05/01/08 6% 05/01/2038 - 31410KJY1 - MINOR = 35							
SOLD		02/27/2012	546.37				
ACQ	546.3700	04/07/2011	546.37	594.86	-48.49	ST	Y
637 6700 FEDERAL NATIONAL MORTGAGE ASSN POOL #889579 DTD 05/01/08 6% 05/01/2038 - 31410KJY1 - MINOR = 35							
SOLD		03/26/2012	637.67				
ACQ	637.6700	04/07/2011	637.67	694.26	-56.59	ST	Y
674 5500 FEDERAL NATIONAL MORTGAGE ASSN POOL #889579 DTD 05/01/08 6% 05/01/2038 - 31410KJY1 - MINOR = 35							
SOLD		04/25/2012	674.55				
ACQ	674.5500	04/07/2011	674.55	734.42	-59.87	LT15	Y
736 9400 FEDERAL NATIONAL MORTGAGE ASSN POOL #889579 DTD 05/01/08 6% 05/01/2038 - 31410KJY1 - MINOR = 35							
SOLD		05/25/2012	736.94				
ACQ	736.9400	04/07/2011	736.94	802.34	-65.40	LT15	Y
859 8900 FEDERAL NATIONAL MORTGAGE ASSN POOL #889579 DTD 05/01/08 6% 05/01/2038 - 31410KJY1 - MINOR = 35							
SOLD		06/25/2012	859.89				
ACQ	859.8900	04/07/2011	859.89	936.21	-76.32	LT15	Y
816 7200 FEDERAL NATIONAL MORTGAGE ASSN POOL #889579 DTD 05/01/08 6% 05/01/2038 - 31410KJY1 - MINOR = 35							
SOLD		07/25/2012	816.72				
ACQ	816.7200	04/07/2011	816.72	889.20	-72.48	LT15	Y
839 4900 FEDERAL NATIONAL MORTGAGE ASSN POOL #889579 DTD 05/01/08 6% 05/01/2038 - 31410KJY1 - MINOR = 35							
SOLD		08/27/2012	839.49				
ACQ	839.4900	04/07/2011	839.49	914.00	-74.51	LT15	Y
783.8500 FEDERAL NATIONAL MORTGAGE ASSN POOL #889579 DTD 05/01/08 6% 05/01/2038 - 31410KJY1 - MINOR = 35							
SOLD		09/25/2012	783.85				
ACQ	783.8500	04/07/2011	783.85	853.42	-69.57	LT15	Y
658 3100 FEDERAL NATIONAL MORTGAGE ASSN POOL #889579 DTD 05/01/08 6% 05/01/2038 - 31410KJY1 - MINOR = 35							
SOLD		10/25/2012	658.31				
ACQ	658.3100	04/07/2011	658.31	716.74	-58.43	LT15	Y
647.0800 FEDERAL NATIONAL MORTGAGE ASSN POOL #890396 DTD 11/01/2011 3.5% 10/01/2026 - 31410LGD8 - MINOR = 35							
SOLD		08/27/2012	647.08				
ACQ	647.0800	07/09/2012	647.08	686.11	-39.03	ST	Y
739 0800 FEDERAL NATIONAL MORTGAGE ASSN POOL #890396 DTD 11/01/2011 3.5% 10/01/2026 - 31410LGD8 - MINOR = 35							
SOLD		09/25/2012	739.08				
ACQ	739.0800	07/09/2012	739.08	783.66	-44.58	ST	Y
670 8400 FEDERAL NATIONAL MORTGAGE ASSN POOL #890396 DTD 11/01/2011 3.5% 10/01/2026 - 31410LGD8 - MINOR = 35							
SOLD		10/25/2012	670.84				
ACQ	670.8400	07/09/2012	670.84	711.30	-40.46	ST	Y
864 5300 FEDERAL NATIONAL MORTGAGE ASSN POOL #930636 DTD 03/01/2009 4% 03/01/2024 - 31412N4V5 - MINOR = 35							
SOLD		08/27/2012	864.53				
ACQ	864.5300	07/09/2012	864.53	922.89	-58.36	ST	Y
1047 8800 FEDERAL NATIONAL MORTGAGE ASSN POOL #930636 DTD 03/01/2009 4% 03/01/2024 - 31412N4V5 - MINOR = 35							
SOLD		09/25/2012	1047.88				
ACQ	1047.8800	07/09/2012	1047.88	1118.61	-70.73	ST	Y
859 0500 FEDERAL NATIONAL MORTGAGE ASSN POOL #930636 DTD 03/01/2009 4% 03/01/2024 - 31412N4V5 - MINOR = 35							
SOLD		10/25/2012	859.05				
ACQ	859.0500	07/09/2012	859.05	917.04	-57.99	ST	Y
1946.4300 FEDERAL NATIONAL MORTGAGE ASSN POOL # 948631 DTD 08/01/07 6% 08/01/2037 - 31413LLL1 - MINOR = 35							
SOLD		11/25/2011	1946.43				
ACQ	1946.4300	07/08/2008	1946.43	1967.72	-21.29	LT15	Y
1566.7100 FEDERAL NATIONAL MORTGAGE ASSN POOL # 948631 DTD 08/01/07 6% 08/01/2037 - 31413LLL1 - MINOR = 35							
SOLD		12/27/2011	1566.71				
ACQ	1566.7100	07/08/2008	1566.71	1583.85	-17.14	LT15	Y
1443.6600 FEDERAL NATIONAL MORTGAGE ASSN POOL # 948631 DTD 08/01/07 6% 08/01/2037 - 31413LLL1 - MINOR = 35							
SOLD		12/31/2011	1443.66				
ACQ	1443.6600	07/08/2008	1443.66	1459.45	-15.79	LT15	Y
CHANGED 02/19/12 MK							
1093.2800 FEDERAL NATIONAL MORTGAGE ASSN POOL # 948631 DTD 08/01/07 6% 08/01/2037 - 31413LLL1 - MINOR = 35							
SOLD		02/27/2012	1093.28				
ACQ	1093.2800	07/08/2008	1093.28	1105.24	-11.96	LT15	Y
1972 3400 FEDERAL NATIONAL MORTGAGE ASSN POOL # 948631 DTD 08/01/07 6% 08/01/2037 - 31413LLL1 - MINOR = 35							
SOLD		03/26/2012	1972.34				
ACQ	1972.3400	07/08/2008	1972.34	1993.91	-21.57	LT15	Y
2091 1200 FEDERAL NATIONAL MORTGAGE ASSN POOL # 948631 DTD 08/01/07 6% 08/01/2037 - 31413LLL1 - MINOR = 35							
SOLD		04/25/2012	2091.12				
ACQ	2091.1200	07/08/2008	2091.12	2113.99	-22.87	LT15	Y
2513.7800 FEDERAL NATIONAL MORTGAGE ASSN POOL # 948631 DTD 08/01/07 6% 08/01/2037 - 31413LLL1 - MINOR = 35							
SOLD		05/25/2012	2513.78				
ACQ	2513.7800	07/08/2008	2513.78	2541.27	-27.49	LT15	Y
2881.7200 FEDERAL NATIONAL MORTGAGE ASSN POOL # 948631 DTD 08/01/07 6% 08/01/2037 - 31413LLL1 - MINOR = 35							
SOLD		06/25/2012	2881.72				
ACQ	2881.7200	07/08/2008	2881.72	2913.24	-31.52	LT15	Y
2970.1600 FEDERAL NATIONAL MORTGAGE ASSN POOL # 948631 DTD 08/01/07 6% 08/01/2037 - 31413LLL1 - MINOR = 35							
SOLD		07/25/2012	2970.16				
ACQ	2970.1600	07/08/2008	2970.16	3002.65	-32.49	LT15	Y

ACCT H705 5055000054
FROM 11/01/2011
TO 10/31/2012

REGIONS BANK, TRUST DEPARTMENT
STATEMENT OF CAPITAL GAINS AND LOSSES
WHELESS FDN

PAGE 114

RUN 01/10/2013
03:03:17 PM

TRUST YEAR ENDING 10/31/2012

TAX PREPARER 6990
TRUST ADMINISTRATOR 55
INVESTMENT OFFICER 600

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
3304 6600 FEDERAL NATIONAL MORTGAGE ASSN POOL # 948631		DTD 08/01/07 6%	08/01/2037	- 31413LLL1	- MINOR = 35		
SOLD		08/27/2012	3304 66				
ACQ	3304 6600	07/08/2008	3304 66	3340 81	-36.15	LT15	Y
1713 1500 FEDERAL NATIONAL MORTGAGE ASSN POOL # 948631		DTD 08/01/07 6%	08/01/2037	- 31413LLL1	- MINOR = 35		
SOLD		09/25/2012	1713 15				
ACQ	1713 1500	07/08/2008	1713 15	1731 89	-18.74	LT15	Y
1577 9700 FEDERAL NATIONAL MORTGAGE ASSN POOL # 948631		DTD 08/01/07 6%	08/01/2037	- 31413LLL1	- MINOR = 35		
SOLD		10/25/2012	1577 97				
ACQ	1577 9700	07/08/2008	1577 97	1595 23	-17 26	LT15	Y
275.2100 FEDERAL NATIONAL MORTGAGE ASSN POOL #985615		DTD 06/01/2008 5 5%	04/01/2034	- 31415P3Y2	- MINOR = 35		
SOLD		04/25/2012	275 21				
ACQ	275.2100	03/06/2012	275 21	299 89	-24.68	ST	Y
314.4400 FEDERAL NATIONAL MORTGAGE ASSN POOL #985615		DTD 06/01/2008 5 5%	04/01/2034	- 31415P3Y2	- MINOR = 35		
SOLD		05/25/2012	314 44				
ACQ	314 4400	03/06/2012	314 44	342 64	-28.20	ST	Y
307.8400 FEDERAL NATIONAL MORTGAGE ASSN POOL #985615		DTD 06/01/2008 5.5%	04/01/2034	- 31415P3Y2	- MINOR = 35		
SOLD		06/25/2012	307.84				
ACQ	307.8400	03/06/2012	307.84	335 45	-27.61	ST	Y
307.4000 FEDERAL NATIONAL MORTGAGE ASSN POOL #985615		DTD 06/01/2008 5.5%	04/01/2034	- 31415P3Y2	- MINOR = 35		
SOLD		07/25/2012	307 40				
ACQ	307.4000	03/06/2012	307 40	334 97	-27.57	ST	Y
311.8000 FEDERAL NATIONAL MORTGAGE ASSN POOL #985615		DTD 06/01/2008 5.5%	04/01/2034	- 31415P3Y2	- MINOR = 35		
SOLD		08/27/2012	311 80				
ACQ	311.8000	03/06/2012	311 80	339 76	-27.96	ST	Y
285 5500 FEDERAL NATIONAL MORTGAGE ASSN POOL #985615		DTD 06/01/2008 5 5%	04/01/2034	- 31415P3Y2	- MINOR = 35		
SOLD		09/25/2012	285 55				
ACQ	285.5500	03/06/2012	285 55	311.16	-25.61	ST	Y
240 8000 FEDERAL NATIONAL MORTGAGE ASSN POOL #985615		DTD 06/01/2008 5.5%	04/01/2034	- 31415P3Y2	- MINOR = 35		
SOLD		10/25/2012	240 80				
ACQ	240 8000	03/06/2012	240 80	262.40	-21.60	ST	Y
168.1100 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236		DTD 05/01/2009 4%	06/01/2039	- 31416RBE2	- MINOR = 35		
SOLD		03/26/2012	168 11				
ACQ	168.1100	02/07/2012	168 11	177.80	-9.69	ST	Y
167.5400 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236		DTD 05/01/2009 4%	06/01/2039	- 31416RBE2	- MINOR = 35		
SOLD		04/25/2012	167 54				
ACQ	167.5400	02/07/2012	167 54	177 20	-9.66	ST	Y
188 0700 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236		DTD 05/01/2009 4%	06/01/2039	- 31416RBE2	- MINOR = 35		
SOLD		05/25/2012	188 07				
ACQ	188 0700	02/07/2012	188 07	198 91	-10.84	ST	Y
111 2400 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236		DTD 05/01/2009 4%	06/01/2039	- 31416RBE2	- MINOR = 35		
SOLD		06/25/2012	111 24				
ACQ	111 2400	02/07/2012	111 24	117 65	-6 41	ST	Y
138.1400 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236		DTD 05/01/2009 4%	06/01/2039	- 31416RBE2	- MINOR = 35		
SOLD		07/25/2012	138.14				
ACQ	138 1400	02/07/2012	138.14	146.10	-7.96	ST	Y
271.7400 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236		DTD 05/01/2009 4%	06/01/2039	- 31416RBE2	- MINOR = 35		
SOLD		08/27/2012	271 74				
ACQ	271.7400	02/07/2012	271 74	287.41	-15 67	ST	Y
285 3400 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236		DTD 05/01/2009 4%	06/01/2039	- 31416RBE2	- MINOR = 35		
SOLD		09/25/2012	285 34				
ACQ	285 3400	02/07/2012	285.34	301.79	-16.45	ST	Y
268.3400 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236		DTD 05/01/2009 4%	06/01/2039	- 31416RBE2	- MINOR = 35		
SOLD		10/25/2012	268.34				
ACQ	268.3400	02/07/2012	268.34	283 81	-15.47	ST	Y
763 3000 FEDERAL NATIONAL MORTGAGE ASSN POOL #AB3416		DTD 07/01/2011 4%	08/01/2041	- 31416YYN2	- MINOR = 35		
SOLD		08/27/2012	763 30				
ACQ	763 3000	07/09/2012	763 30	817 21	-53.91	ST	Y
919.2400 FEDERAL NATIONAL MORTGAGE ASSN POOL #AB3416		DTD 07/01/2011 4%	08/01/2041	- 31416YYN2	- MINOR = 35		
SOLD		09/25/2012	919 24				
ACQ	919 2400	07/09/2012	919 24	984 16	-64.92	ST	Y
712 1300 FEDERAL NATIONAL MORTGAGE ASSN POOL #AB3416		DTD 07/01/2011 4%	08/01/2041	- 31416YYN2	- MINOR = 35		
SOLD		10/25/2012	712 13				
ACQ	712.1300	07/09/2012	712 13	762 42	-50 29	ST	Y
264.8000 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0207		DTD 07/01/2010 4 5%	11/01/2033	- 31419AGR2	- MINOR = 35		
SOLD		07/25/2012	264 80				
ACQ	264.8000	06/07/2012	264.80	284.83	-20 03	ST	Y
255.7800 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0207		DTD 07/01/2010 4 5%	11/01/2033	- 31419AGR2	- MINOR = 35		
SOLD		08/27/2012	255 78				
ACQ	255.7800	06/07/2012	255 78	275.12	-19.34	ST	Y
351.8400 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0207		DTD 07/01/2010 4.5%	11/01/2033	- 31419AGR2	- MINOR = 35		
SOLD		09/25/2012	351 84				
ACQ	351.8400	06/07/2012	351 84	378 45	-26 61	ST	Y
358.7400 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0207		DTD 07/01/2010 4.5%	11/01/2033	- 31419AGR2	- MINOR = 35		
SOLD		10/25/2012	358 74				
ACQ	358.7400	06/07/2012	358 74	385 87	-27 13	ST	Y
1151.8800 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066		DTD 09/01/2010 3.5%	09/01/2025	- 31419DMQ1	- MINOR = 35		
SOLD		11/25/2011	1151 88				
ACQ	1151.8800	08/09/2011	1151.88	1195.08	-43.20	ST	Y
976.9400 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066		DTD 09/01/2010 3 5%	09/01/2025	- 31419DMQ1	- MINOR = 35		
SOLD		12/27/2011	976.94				
ACQ	976.9400	08/09/2011	976.94	1013.58	-36.64	ST	Y
615 5800 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066		DTD 09/01/2010 3 5%	09/01/2025	- 31419DMQ1	- MINOR = 35		
SOLD		12/31/2011	615 58				
ACQ	615 5800	08/09/2011	615 58	638.66	-23.08	ST	Y

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ACCT H705 5055000054
FROM 11/01/2011
TO 10/31/2012

REGIONS BANK, TRUST DEPARTMENT
STATEMENT OF CAPITAL GAINS AND LOSSES
WHELESS FDN

PAGE 115

RUN 01/10/2013
03 03-17 PM

TRUST YEAR ENDING 10/31/2012

TAX PREPARER: 6990
TRUST ADMINISTRATOR: 55
INVESTMENT OFFICER: 600

LEGEND. F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
584 2500 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5% 09/01/2025 - 31419DMQ1 - MINOR = 35							
SOLD		02/27/2012	584 25				
ACQ	584.2500	08/09/2011	584 25	606 16	-21 91	ST	Y
712.2000 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3.5% 09/01/2025 - 31419DMQ1 - MINOR = 35							
SOLD		03/26/2012	712 20				
ACQ	712.2000	08/09/2011	712 20	738.91	-26 71	ST	Y
713 6100 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3.5% 09/01/2025 - 31419DMQ1 - MINOR = 35							
SOLD		04/25/2012	713 61				
ACQ	713 6100	08/09/2011	713 61	740.37	-26.76	ST	Y
519 2400 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5% 09/01/2025 - 31419DMQ1 - MINOR = 35							
SOLD		05/25/2012	519 24				
ACQ	519 2400	08/09/2011	519.24	538 71	-19 47	ST	Y
534 7100 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5% 09/01/2025 - 31419DMQ1 - MINOR = 35							
SOLD		06/25/2012	534.71				
ACQ	534.7100	08/09/2011	534.71	554.76	-20 05	ST	Y
634.9400 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5% 09/01/2025 - 31419DMQ1 - MINOR = 35							
SOLD		07/25/2012	634 94				
ACQ	634.9400	08/09/2011	634 94	658 75	-23.81	ST	Y
657.7200 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5% 09/01/2025 - 31419DMQ1 - MINOR = 35							
SOLD		08/27/2012	657 72				
ACQ	657 7200	08/09/2011	657.72	682 38	-24 66	LT15	Y
736.7800 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5% 09/01/2025 - 31419DMQ1 - MINOR = 35							
SOLD		09/25/2012	736 78				
ACQ	736 7800	08/09/2011	736 78	764 41	-27 63	LT15	Y
681.3700 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3.5% 09/01/2025 - 31419DMQ1 - MINOR = 35							
SOLD		10/25/2012	681 37				
ACQ	681 3700	08/09/2011	681.37	706 92	-25 55	LT15	Y
1000.0000 GENERAL ELECTRIC CO 5% 02/01/2013 - 369604AY9 - MINOR = 45							
SOLD		11/04/2011	1048 98				
ACQ	1000 0000	01/21/2009	1048.98	1020.37	28.61	LT15	Y
1000 0000 GENERAL ELECTRIC CAPITAL CORP DTD 02/11/ - 369622SM8 - MINOR = 45							
SOLD		06/07/2012	1118.88				
ACQ	1000.0000	02/09/2011	1118 88	1012.06	106.82	LT15	Y
22000.0000 GENERAL ELEC CAP CORP FDIC INSURED DTD 01/08/09 2 2% 06/08/2012 - 36967HAH0 - MINOR = 30							
SOLD		06/08/2012	22000 00				
ACQ	22000 0000	01/21/2009	22000 00	22124.08	-124 08	LT15	Y
1000.0000 GOLDMAN SACHS GROUP INC DTD 5/6/09 6% 05 - 38141EA33 - MINOR = 45							
SOLD		11/04/2011	1068 08				
ACQ	1000 0000	05/27/2009	1068 08	1022.07	46.01	LT15	Y
1000.0000 INTEL CORP DTD 09/19/2011 3.3% 10/01/202 - 458140AJ9 - MINOR = 45							
SOLD		02/06/2012	1055 93				
ACQ	1000 0000	09/14/2011	1055 93	997.62	58 31	ST	Y
600.0000 KOHLS CORP - 500255104 - MINOR = 3101							
SOLD		06/18/2012	26303.46				
ACQ	600 0000	02/15/2007	26303 46	44032.32	-17728 86	LT15	Y
1500.0000 ELI LILLY & CO - 532457108 - MINOR = 50							
SOLD		06/18/2012	62834.64				
ACQ	1200 0000	11/04/2004	50267.71	68016 00	-17748 29	LT15	Y
300 0000		03/09/2006	12566 93	17175.00	-4608.07	LT15	Y
1000 0000 MERRILL LYNCH & CO INC SERIES: MTN DTD 04/25/08 6 875% 04/25/2018 - 59018YN64 - MINOR = 45							
SOLD		02/06/2012	1095 04				
ACQ	1000.0000	07/23/2009	1095 04	996 36	98.68	LT15	Y
7000.0000 ORACLE CORPORATION COM - 68389X105 - MINOR = 5010							
SOLD		11/21/2011	208781 48				
ACQ	5000 0000	06/24/2002	149129 63	43300.00	105829 63	LT15	Y
2000 0000		06/09/2004	59651 85	23500.00	36151 85	LT15	Y
1000.0000 PFIZER INC DTD 3/24/09 6 2% 03/15/2019 - 717081DB6 - MINOR = 45							
SOLD		06/07/2012	1255 45				
ACQ	1000 0000	02/04/2010	1255 45	1122.72	132.73	LT15	Y
750.0000 PHILLIPS 66 - 718546104 - MINOR = 50							
SOLD		06/18/2012	25462 00				
ACQ	750.0000	06/23/2011	25462.00	24718 54	743 46	ST	
1500.0000 TJX COS INC NEW - 872540109 - MINOR = 50							
SOLD		06/18/2012	64280 00				
ACQ	1500 0000	02/05/2004	64280.00	17360 48	46919 52	LT15	Y
9000.0000 TENNESSEE VALLEY AUTHORITY SER A PUTABLE - 880591DT6 - MINOR = 30							
SOLD		01/10/2012	9221.13				
ACQ	9000.0000	07/08/2008	9221 13	9934.20	-713.07	LT15	Y
1000.0000 TOYOTA MOTOR CREDIT CORP SERIES MTN DTD 09/15/2011 3 4% 09/15/2021 - 89233P5F9 - MINOR = 45							
SOLD		02/06/2012	1036 00				
ACQ	1000.0000	09/08/2011	1036 00	997.48	38.52	ST	Y
9000 0000 UNITED STATES TREASURY N/B DTD 06/01/10 - 912828NE6 - MINOR = 30							
SOLD		11/09/2011	9034 10				
ACQ	9000 0000	10/06/2011	9034 10	9037.97	-3 87	ST	Y
120000.0000 UNITED STATES TREASURY N/B DTD 06/01/10 - 912828NE6 - MINOR = 30							
SOLD		01/10/2012	120323 99				
ACQ	120000.0000	10/06/2011	120323.99	120506.25	-182.26	ST	Y
2000.0000 UNITED STATES TREASURY N/B DTD 08/16/201 - 912828NU0 - MINOR = 30							
SOLD		04/05/2012	2012.35				
ACQ	2000.0000	10/19/2011	2012.35	2017.66	-5.31	ST	Y
2000.0000 UNITED STATES TREASURY N/B DTD 11/15/201 - 912828PC8 - MINOR = 30							
SOLD		06/07/2012	2195.62				
ACQ	1000 0000	02/14/2011	1097.81	930 22	167.59	LT15	Y
1000.0000		05/07/2012	1097.81	1080 70	17.11	ST	Y

ACCT H705 5055000054
FROM 11/01/2011
TO 10/31/2012

REGIONS BANK, TRUST DEPARTMENT
STATEMENT OF CAPITAL GAINS AND LOSSES
WHELESS FDN

PAGE 116

RUN 01/10/2013
03.03.17 PM

TRUST YEAR ENDING 10/31/2012

TAX PREPARER: 6990
TRUST ADMINISTRATOR: 55
INVESTMENT OFFICER: 600

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
2000 0000 UNITED STATES TREASURY N/B DTD 01/18/201 - 912828PQ7 - MINOR = 30							
SOLD		02/06/2012	2029 30				
ACQ	2000.0000	02/02/2012	2029 30	2030.00	-0.70	ST	Y
9000 0000 UNITED STATES TREASURY N/B DTD 01/18/201 - 912828PQ7 - MINOR = 30							
SOLD		02/22/2012	9118 47				
ACQ	2000.0000	01/10/2012	2026 33	2029 97	-3 64	ST	Y
	7000 0000	02/02/2012	7092 14	7105 00	-12 86	ST	Y
2000 0000 UNITED STATES TREASURY N/B DTD 01/18/201 - 912828PQ7 - MINOR = 30							
SOLD		04/05/2012	2022 97				
ACQ	2000.0000	01/10/2012	2022 97	2029 97	-7 00	ST	Y
1000.0000 UNITED STATES TREASURY N/B DTD 01/18/201 - 912828PQ7 - MINOR = 30							
SOLD		06/07/2012	1011 33				
ACQ	1000.0000	01/10/2012	1011 33	1014.99	-3 66	ST	Y
365000 0000 UNITED STATES TREASURY N/B DTD 01/18/201 - 912828PQ7 - MINOR = 30							
SOLD		07/09/2012	369006 45				
ACQ	85000.0000	01/10/2012	85933.01	86273.72	-340 71	ST	Y
	1000.0000	05/07/2012	1010 98	1012 57	-1 59	ST	Y
	279000.0000	06/18/2012	282062.46	282095.16	-32.70	ST	Y
5012 1000 UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 625% 07/15/2021 - 912828QV5 - MINOR = 30							
SOLD		03/06/2012	5474.17				
ACQ	5012 1000	08/25/2011	5474.17	5272 70	201 47	ST	Y
1000 0000 UNITED TECHNOLOGIES CORP DTD 06/01/2012 - 913017BY4 - MINOR = 45							
SOLD		05/31/2012	1010 46				
ACQ	1000.0000	05/29/2012	1010 46	999 44	11 02	ST	Y
1000.0000 WACHOVIA CORP DTD 06/08/07 5.75% 06/15/2 - 929903DT6 - MINOR = 45							
SOLD		11/04/2011	1156 66				
ACQ	1000.0000	07/08/2008	1156 66	961 15	195.51	LT15	Y
1000 0000 WACHOVIA CORP DTD 06/08/07 5.75% 06/15/2 - 929903DT6 - MINOR = 45							
SOLD		04/05/2012	1160 46				
ACQ	1000.0000	07/08/2008	1160 46	979.11	181.35	LT15	Y
CHANGED 12/17/12 PR PREP NOTE EXISTS							
0000 SECURITIES LITIGATION SETTLEMENT PROCEEDS - LITIGATION							
SOLD		11/10/2011	1463 82				
ACQ	0000		1463 82	0 00	1463.82	LT15	Y
CHANGED 12/21/11 DGJ							
TOTALS			1258929 63	1046579.48			

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	-3642.10	0 00	215248.79	0 00	0 00	0.00*
COVERED FROM ABOVE	743.46	0 00	0.00	0 00	0 00	
COMMON TRUST FUND	0.00	0 00	0.00			0.00
CAPITAL GAIN DIVIDENDS	0 00	0.00	0 00			0.00
	-2898 64	0 00	215248.79	0 00	0 00	0 00
STATE						
NONCOVERED FROM ABOVE	-3642 10	0 00	215248 79	0 00	0 00	0 00*
COVERED FROM ABOVE	743 46	0 00	0 00	0 00	0 00	
COMMON TRUST FUND	0.00	0.00	0 00			0 00
CAPITAL GAIN DIVIDENDS	0.00	0 00	0 00			0 00
	-2898 64	0.00	215248 79	0.00	0 00	0.00
* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE						

CAPITAL LOSS CARRYOVER

FEDERAL	0 00	0.00
LOUISIANA	N/A	N/A