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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 12/1/2011 , and ending 11/30/2012

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

C Name of organization: TCH SUDEKUM MEMORIAL TRUST 51-3621080

Doing Business As:

Number and street (or P O box if mail is not delivered to street address): P.O. BOX 1908 — Room/suite:

City or town, state or country, and ZIP + 4: ORLANDO FL 32802-1908

D Employer identification number: 62-6177958

E Telephone number:

G Gross receipts $: 2,411,555

F Name and address of principal officer: SUNTRUST BANKS, INC P.O. BOX 1908, ORLANDO, FL 32802-1908

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) Are all affiliates included? ☐ Yes ☐ No

If "No," attach a list (see instructions)

I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ N/A

H(c) Group exemption number ▶

K Form of organization: ☐ Corporation ☒ Trust ☐ Association ☐ Other ▶

L Year of formation: 1985

M State of legal domicile: TN

Part I Summary

1 Briefly describe the organization's mission or most significant activities:
TO SUPPORT THE ADVENTURE SCIENCE CENTER

2 Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

3	Number of voting members of the governing body (Part VI, line 1a)	3	5
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	5
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	0
6	Total number of volunteers (estimate if necessary)	6	
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	2,000	0
9	Program service revenue (Part VIII, line 2g)		0
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	201,116	295,387
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		0
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	203,116	295,387
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	60,000	70,000
14	Benefits paid to or for members (Part IX, column (A), line 4)		0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	23,003	24,117
16a	Professional fundraising fees (Part IX, column (A), line 11e)		0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	4,866	1,205
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	87,869	95,322
19	Revenue less expenses Subtract line 18 from line 12	115,247	200,065

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	3,566,419	3,779,704
21	Total liabilities (Part X, line 26)	0	0
22	Net assets or fund balances Subtract line 21 from line 20	3,566,419	3,779,704

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here

Barbara Allred
Signature of officer — Date: 1/26/2013

BARBARA ALLRED — TRUST OFFICER
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
DONALD J. ROMAN		1/26/2013		P00364310

Firm's name ▶ PRICEWATERHOUSECOOPERS LLP — Firm's EIN ▶ 13-4008324

Firm's address ▶ 600 GRANT ST, 47TH FLOOR 15219 — Phone no (412) 355-6000

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

Part III **Statement of Program Service Accomplishments**

Check if Schedule O contains a response to any question in this Part III . . . . . ☐

1 Briefly describe the organization's mission:
TO SUPPORT THE ADVENTURE SCIENCE CENTER

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . . ☐ Yes ☒ No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . . . ☐ Yes ☒ No
If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses $ 60,000 including grants of $ 0) (Revenue $ 0)
ADVENTURE SCIENCE CENTER

4b (Code:) (Expenses $ 0 including grants of $ 0) (Revenue $ 0)

4c (Code) (Expenses $ 0 including grants of $ 0) (Revenue $ 0)

4d Other program services. (Describe in Schedule O.)
(Expenses $ 0 including grants of $ 0) (Revenue $ 0)

4e **Total program service expenses** ► 60,000

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2		X
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		X
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI.*	11a		X
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b		X
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII.*	11c		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX.*	11d		X
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e		X
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X.*	11f		X
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Parts II and IV*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Parts III and IV*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I (see instructions)*	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K If "No," go to line 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34		X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35b		X
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O.	38	X	

Part V **Statements Regarding Other IRS Filings and Tax Compliance**

Check if Schedule O contains a response to any question in this Part V . . . . . ☐

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a			
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return . .	2a			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b		
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?		3a		X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*		3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a		X
b	If "Yes," enter the name of the foreign country ▶ ---------- See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?		5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?		6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b		
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?		7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . .		7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? . .		7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		X
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?		9a		X
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b		X
10	**Section 501(c)(7) organizations.** Enter:				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities . . .	10b			
11	**Section 501(c)(12) organizations.** Enter:				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041? . . .		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state?		13a		
	Note. See the instructions for additional information the organization must report on Schedule O.				
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?		14a		X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . . .		14b		

Part VI **Governance, Management, and Disclosure** *For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.*

Check if Schedule O contains a response to any question in this Part VI X

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year . . If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O	1a	5		
b	Enter the number of voting members included in line 1a, above, who are independent . . .	1b	5		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? . . .	3			X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4			X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5			X
6	Did the organization have members or stockholders?	6			X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a		X	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b			X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a	The governing body?	8a		X	
b	Each committee with authority to act on behalf of the governing body?	8b			X
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	9			X

Section B. Policies *(This Section B requests information about policies not required by the Internal Revenue Code.)*

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? . . .	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? .	11a		X
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a		X
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b		
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this was done*	12c		
13	Did the organization have a written whistleblower policy?	13		X
14	Did the organization have a written document retention and destruction policy?	14		X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official.	15a		
b	Other officers or key employees of the organization	15b		
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶ SUNTRUST BANK, INC (615) 748-5904
P.O. BOX 305110, NASHVILLE, TN 37230-5110

Part VII **Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response to any question in this Part VII . . . . . ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors, institutional trustees; officers, key employees, highest compensated employees, and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) SUNTRUST BANK, INC TRUSTEE	1.00		X					24,117	0	0
(2) MARC STENGEL EX-OFFICIO (FAMILY): 2007-2011	1.00			X				0	0	0
(3) MARK WOOLWINE EX-OFFICIO (FAMILY): 2007-2011	1.00			X				0	0	0
(4) ROBERT E. BAULCH III CMTE MEMBER: 2007-2011	1.00			X				0	0	0
(5) L. GLENN WORLEY LIFETIME MEMBER	1.00			X				0	0	0
(6) JOHN GAWALUCK CMTE PRESIDENT 2010-2011	1.00			X				0	0	0
(7) GERRY GORMAN CMTE MEMBER: 2010-2011	1.00			X				0	0	0
(8) BART JOHNSON CMTE MEMBER 2010-2011	1.00			X				0	0	0
(9) A.C "BUDDY" BEST MUSEUM MEMBER 2007-2010	0.00						X	0	0	0
(10) DAN EARTHMAN CMTE EX-OFFCIO: 2007-2009	0.00						X	0	0	0
(11) ED LANG CMTE PRESIDENT: 2008-2009	0.00						X	0	0	0
(12)										
(13)										
(14)										

Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** *(continued)*

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15)										
(16)										
(17)										
(18)										
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										
1b **Sub-total** ▶								24,117	0	0
c **Total from continuation sheets to Part VII, Section A** ▶								0	0	0
d **Total (add lines 1b and 1c)** ▶								24,117	0	0

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 0

		Yes	No
3	Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual* 3		X
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual* 4		X
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person* 5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
		0
		0
		0
		0
		0

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 0

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a	0				
	b Membership dues	1b	0				
	c Fundraising events	1c	0				
	d Related organizations	1d	0				
	e Government grants (contributions)	1e	0				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	0				
	g Noncash contributions included in lines 1a-1f: $		0				
	h **Total.** Add lines 1a–1f			0			
Program Service Revenue		Business Code					
	2a			0			
	b			0			
	c			0			
	d			0			
	e			0			
	f All other program service revenue			0			
	g **Total.** Add lines 2a–2f			0			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			112,814			112,814
	4 Income from investment of tax-exempt bond proceeds			0			
	5 Royalties			0			
		(i) Real	(ii) Personal				
	6a Gross rents						
	b Less: rental expenses						
	c Rental income or (loss)	0	0				
	d Net rental income or (loss)			0			
		(i) Securities	(ii) Other				
	7a Gross amount from sales of assets other than inventory	2,298,741	0				
	b Less: cost or other basis and sales expenses	2,116,168	0				
	c Gain or (loss)	182,573	0				
	d Net gain or (loss)			182,573			182,573
	8a Gross income from fundraising events (not including $ 0 of contributions reported on line 1c). See Part IV, line 18 a		0				
	b Less: direct expenses b		0				
	c Net income or (loss) from fundraising events			0			
	9a Gross income from gaming activities. See Part IV, line 19 a		0				
	b Less: direct expenses b		0				
	c Net income or (loss) from gaming activities			0			
	10a Gross sales of inventory, less returns and allowances a		0				
	b Less. cost of goods sold b		0				
	c Net income or (loss) from sales of inventory			0			
	Miscellaneous Revenue	Business Code					
	11a			0			
	b			0			
	c			0			
	d All other revenue			0			
	e **Total.** Add lines 11a–11d			0			
	12 **Total revenue.** See instructions.			295,387	0	0	295,387

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX . . . . . ☐

	Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	70,000	70,000		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	24,117		24,117	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	0			
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9	Other employee benefits	0			
10	Payroll taxes	0			
11	Fees for services (non-employees).				
a	Management	0			
b	Legal	325		325	
c	Accounting	0			
d	Lobbying	0			
e	Professional fundraising services. See Part IV, line 17	0			
f	Investment management fees	0			
g	Other	0			
12	Advertising and promotion	0			
13	Office expenses	0			
14	Information technology	0			
15	Royalties	0			
16	Occupancy	0			
17	Travel	0			
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	0			
20	Interest	0			
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	0	0	0	0
23	Insurance	0			
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a	FOREIGN TAX WITHHELD	880		880	
b					
c		0			
d		0			
e	All other expenses	0			
25	**Total functional expenses.** Add lines 1 through 24e	95,322	70,000	25,322	0
26	**Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		1	23
	2	Savings and temporary cash investments	120,715	2	167,197
	3	Pledges and grants receivable, net	0	3	0
	4	Accounts receivable, net	0	4	0
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7	Notes and loans receivable, net	0	7	0
	8	Inventories for sale or use		8	0
	9	Prepaid expenses and deferred charges		9	0
	10a	Land, buildings, and equipment. cost or other basis Complete Part VI of Schedule D — 10a: 0			
	b	Less accumulated depreciation — 10b: 0	0	10c	0
	11	Investments—publicly traded securities	0	11	0
	12	Investments—other securities See Part IV, line 11	3,445,704	12	3,612,484
	13	Investments—program-related. See Part IV, line 11	0	13	0
	14	Intangible assets	0	14	0
	15	Other assets. See Part IV, line 11	0	15	0
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	3,566,419	16	3,779,704
Liabilities	17	Accounts payable and accrued expenses		17	0
	18	Grants payable		18	
	19	Deferred revenue		19	0
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties	0	23	0
	24	Unsecured notes and loans payable to unrelated third parties	0	24	0
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	0	25	0
	26	**Total liabilities.** Add lines 17 through 25	0	26	0
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☐ and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets		27	
	28	Temporarily restricted net assets		28	
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds	3,487,028	30	3,733,194
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds	79,391	32	46,510
	33	Total net assets or fund balances	3,566,419	33	3,779,704
	34	Total liabilities and net assets/fund balances	3,566,419	34	3,779,704

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI X

1	Total revenue (must equal Part VIII, column (A), line 12)	1	295,387
2	Total expenses (must equal Part IX, column (A), line 25)	2	95,322
3	Revenue less expenses. Subtract line 2 from line 1	3	200,065
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	3,566,419
5	Other changes in net assets or fund balances (explain in Schedule O)	5	13,220
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	3,779,704

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII . . . . . ☐

			Yes	No
1	Accounting method used to prepare the Form 990. ☒ Cash ☐ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b		X
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	2c		
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	3b		

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization	Employer identification number
TCH SUDEKUM MEMORIAL TRUST 51-3621080	62-6177958

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: ----------

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)

10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**

11 ☒ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I **b** ☐ Type II **c** ☐ Type III–Functionally integrated **d** ☒ Type III–Other

e ☒ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box . . . . . ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i)	A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)	
(ii)	A family member of a person described in (i) above?	11g(ii)	
(iii)	A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document? Yes	(iv) No	(v) Did you notify the organization in col (i) of your support? Yes	(v) No	(vi) Is the organization in col (i) organized in the U S ? Yes	(vi) No	(vii) Amount of support
(A) ADVENTURE SCIENC	62-1479192	7	X		X		X		70,000
(B)									0
(C)									0
(D)									0
(E)									0
Total 1									70,000

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						0
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 **Total.** Add lines 1 through 3	0	0	0	0	0	0
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4						0

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	0	0	0	0	0	0
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						0
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0
11 **Total support.** Add lines 7 through 10						0

12 Gross receipts from related activities, etc. (see instructions) 12

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** . . . . . ▶ ☐

Section C. Computation of Public Support Percentage

14	Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	0.00%
15	Public support percentage from 2010 Schedule A, Part II, line 14	15	0.00%

16a **33 1/3% support test—2011.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . . . ▶ ☐

b **33 1/3% support test—2010.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . . . ▶ ☐

17a **10%-facts-and-circumstances test—2011.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . . ▶ ☐

b **10%-facts-and-circumstances test—2010.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . . ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . . . ▶ ☐

Part III **Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						0
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						0
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 **Total.** Add lines 1 through 5	0	0	0	0	0	0
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b	0	0	0	0	0	0
8 **Public support** (Subtract line 7c from line 6)						0

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6	0	0	0	0	0	0
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						0
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	0	0	0	0	0	0
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						0
13 **Total support.** (Add lines 9, 10c, 11, and 12)	0	0	0	0	0	0

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15	Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	0.00%
16	Public support percentage from 2010 Schedule A, Part III, line 15	16	0.00%

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2011** (line 10c, column (f) divided by line 13, column (f))	17	0.00%
18	Investment income percentage from **2010** Schedule A, Part III, line 17	18	0.00%

19a **33 1/3% support tests—2011.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support tests—2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ **Attach to Form 990.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization

TCH SUDEKUM MEMORIAL TRUST 51-3621080

Employer identification number

62-6177958

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . ☐ Yes ☒ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Part II can be duplicated if additional space is needed . . . . . ▶☐

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) ADVENTURE SCIENCE CENT 800 FORT NEGLEY BLVD NASH	62-0479192	501(C)(3)	70,000	0			EDUCATIONAL
(2)			0	0			
(3)			0	0			
(4)			0	0			
(5)			0	0			
(6)			0	0			
(7)			0	0			
(8)			0	0			
(9)			0	0			
(10)			0	0			
(11)			0	0			
(12)			0	0			

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . . ▶

3 Enter total number of other organizations listed in the line 1 table . . . . . ▶ 1

TCH SUDEKUM MEMORIAL TRUST 51-3621080 62-6177958

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1		0	0	0		
2		0	0	0		
3		0	0	0		
4		0	0	0		
5		0	0	0		
6		0	0	0		
7		0	0	0		

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

Part I THE ORGANIZATION IS A CHARITABLE TRUST. THE CHARITABLE PAYEE IS NAMED IN THE TRUST DOCUMENT. GRANTS ARE PAID IN ACCORDANCE WITH THE TRUST DOCUMENT, FOR PURPOSES SPECIFIED IN THE TRUST DOCUMENT

SCHEDULE O (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.
▶ **Attach to Form 990 or 990-EZ.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization	Employer identification number
TCH SUDEKUM MEMORIAL TRUST 51-3621080	62-6177958

Form 990 Part VI Section C Line 17 NO STATE FILING IS REQUIRED.

Form 990 Part VI Section C Line 19 THE TRUSTEE MAKES THE ORGANIZATION'S GOVERNING DOCUMENTS & FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST.

Form 990 Part VI Section C Line 19 THE ORGANIZATION HAS NO PAID OFFICERS OR EMPLOYEES. THE CORPORATE TRUSTEE'S FEE IS AN AMOUNT DISCOUNTED FROM ITS STANDARD FEE SCHEDULE, WHICH IS REVIEWED BY THE TRUST COMMITTEE

Form 990 Part VI Line 1A THE ORGANIZATION IS COMPOSED OF A TRUSTEE (SUNTRUST BANK, NASHVILLE) AND A TRUST COMMITTEE, OF WHICH THERE ARE 5 INDIVIDUAL VOTING MEMBERS. UNDER THE TERMS OF THE GOVERNING TRUST INTRUMENT, THE TRUST COMMITTEE HAS ONLY THOSE POWERS SET FORTH IN THE INSTRUMENT. THE TRUST COMMITTEE HAS THE POWER TO MAKE ALL DECESIONS REGARDING DISTRIBUTIONS AND THE POWER TO REMOVE THE CORPORATE TRUSTEE AND APPOINT A SUCCESSOR CORPORATE TRUSTEE. ALL OTHER GOVERNANCE POWERS ARE HELD BY THE CORPORATE TRUSTEE.

Form 990 Part VI Line 2 TWO MEMBERS OF THE TRUST COMMITTEE (BART JOHNSTON & ROBERT E. BAULCH III) ARE COUSINS. THE TRUSTEE IS SUNTRUST BANK. SUNTRUST HAS VARIOUS DIVISIONS, AMONG THEM RETAIL BANKING AND A TRUST DEPARTMENT, WHICH ACTS AS THE TRUSTEE OF THE ORGANIZATION. TRUST COMMITTEE MEMBERS BART JOHNSTON AND ROBERT E. BAULCH III HAVE A BUSINESS RELATIONSHIP WITH SUNTRUST'S TRUST DEPARTMENT. TRUST COMMITTEE MEMEBERS BART JOHNSTON, ROBERT E. BAULCH III, AND L.GLENN WORLEY HAVE BUSINESS RELATIONSHIPS WITH SUNTRUST'S RETAIL BANKING DIVISION

Form 990 Part VI Line 7A THE PRESIDENT OF THE TRUST COMMITTEE IS CHAIRMAN OF THE BOARD OF DIRECTORS OF THE SUPPORTED ORGANIZATION. ONE MEMEBER OF THE TRUST COMMITTEE IS APPOINTED BY SAID PRESIDENT. TWO MEMEBERS OF THE TRUST COMITTEE IS APPOINTED BY SAID PRESIDENT. TWO MEMBERS OF THE TRIST COMMITTEE ARE SELECTED BY THE ELDEST DECESDENT OF TWO OF FOUR SISTERS WHO WERE GRANTORS OF THE ORGANIZATION.

Form 990 Part VI Line 7A THE ORGANIZATION HAS NO COMMITTEES OTHER THAN THE TRUST COMMITTEE.

Form 990 Part VI Line 8B AN ELECTRONIC COPY OF FORM 990 IS AVAILABLE TO THE TRUSTEE (BUT NOT TO THE TRUST COMMITTEE) PRIOR TO FILING.

Name of the organization	Employer identification number
TCH SUDEKUM MEMORIAL TRUST 51-3621080	62-6177958

Form 990 Part XI Line 5 THE DIFFERENC IN BEGINNING AND ENDING ASSETS IS DUE TO A COST BASIS ADJUSTMENT IN THE AMOUNT OF $13,220

SUNTRUST

TCH SUDEKUM MEMORIAL TRUST
ACCOUNT NO. 3621080

PORTFOLIO SUMMARY

AS OF 11/30/12

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						
STIF & MONEY MARKET FUNDS	68,246.77	1.66 %	68,246.77	0.00	7	0.01 %
EQUITY SECURITIES	1,219,590.49	29.61 %	959,029.44	260,561.05	20,699	1.70 %
MUTUAL FUNDS	2,731,826.62	66.33 %	2,653,454.65	78,371.97	55,117	2.02 %
MISCELLANEOUS ASSETS	0.00	0.00 %	0.00	0.00	0	0.00 %
PRINCIPAL PORTFOLIO TOTAL	**4,019,663.88**	**97.60 %**	**3,680,730.86**	**338,933.02**	**75,823**	**1.89 %**
INCOME PORTFOLIO						
INCOME CASH	23.47	0.00 %	23.47			
STIF & MONEY MARKET FUNDS	98,950.07	2.40 %	98,950.07	0.00	10	0.01 %
INCOME PORTFOLIO TOTAL	**98,973.54**	**2.40 %**	**98,973.54**	**0.00**	**10**	**0.01 %**
TOTAL ASSETS	**4,118,637.42**	**100.00 %**	**3,779,704.40**	**338,933.02**	**75,833**	**1.84 %**

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
PRINCIPAL PORTFOLIO						
STIF & MONEY MARKET FUNDS						
68,246.77	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	68,246.77 1.000 1.66 %	68,246.77 1.00	0.00	7	0.01 % 0.00 %
EQUITY SECURITIES						
ENERGY						
123	APACHE CORP COM CUSIP: 037411105	9,482.07 77.090 0.23 %	8,004.84 65.08	1,477.23	84	0.89 % 0.00 %
158	CAMERON INTL CORP COM CUSIP: 13342B105	8,524.10 53.950 0.21 %	6,136.01 38.84	2,388.09	0	0.00 % 0.00 %
166	CHEVRON CORP COM CUSIP: 166764100	17,544.54 105.690 0.43 %	7,504.86 45.21	10,039.68	598	3.41 % 0.00 %
173	NATIONAL OILWELL VARCO INC COM CUSIP: 637071101	11,815.90 68.300 0.29 %	10,089.97 58.32	1,725.93	90	0.76 % 0.00 %
147	OCCIDENTAL PETROLEUM CORP COM CUSIP: 674599105	11,055.87 75.210 0.27 %	7,784.85 52.96	3,271.02	318	2.88 % 0.00 %

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
204	SCHLUMBERGER LTD COM CUSIP: 806857108	14,610.48 71.620 0.35 %	14,328.16 70.24	282.32	224	1.53 % 0.00 %
373	WILLIAMS COS INC COM CUSIP: 969457100	12,249.32 32.840 0.30 %	6,605.42 17.71	5,643.90	485	3.96 % 0.00 %
TOTAL ENERGY		**85,282.28**	**60,454.11**	**24,828.17**	**1,798**	**2.11 %**
MATERIALS						
136	ECOLAB INC COM CUSIP: 278865100	9,802.88 72.080 0.24 %	8,074.00 59.37	1,728.88	109	1.11 % 0.00 %
135	FREEPORT-MCMORAN COPPER & GOLD INC COM CUSIP: 35671D857	5,266.35 39.010 0.13 %	1,202.75 8.91	4,063.60	169	3.21 % 0.00 %
92	PRAXAIR INC COM CUSIP: 74005P104	9,863.32 107.210 0.24 %	3,418.72 37.16	6,444.60	202	2.05 % 0.00 %
TOTAL MATERIALS		**24,932.55**	**12,695.47**	**12,237.08**	**480**	**1.93 %**

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
INDUSTRIALS						
319	B/E AEROSPACE INC COM CUSIP: 073302101	15,107.84 47.360 0.37 %	11,335.92 35.54	3,771.92	0	0.00 % 0.00 %
179	EMERSON ELEC CO COM CUSIP: 291011104	8,991.17 50.230 0.22 %	8,306.32 46.40	684.85	294	3.27 % 0.00 %
83	FLOWSERVE CORP COM CUSIP: 34354P105	11,499.65 138.550 0.28 %	6,816.79 82.13	4,682.86	120	1.04 % 0.00 %
159	FLUOR CORP COM NEW CUSIP: 343412102	8,439.72 53.080 0.20 %	7,023.09 44.17	1,416.63	102	1.21 % 0.00 %
763	GENERAL ELECTRIC CO COM CUSIP: 369604103	16,122.19 21.130 0.39 %	3,955.90 5.18	12,166.29	519	3.22 % 0.00 %
161	PACCAR INC COM CUSIP: 693718108	7,074.34 43.940 0.17 %	6,418.99 39.87	655.35	129	1.82 % 0.00 %
357	QUANTA SVCS INC COM CUSIP: 74762E102	9,232.02 25.860 0.22 %	7,408.61 20.75	1,823.41	0	0.00 % 0.00 %
81	UNION PACIFIC CORP COM CUSIP: 907818108	9,945.18 122.780 0.24 %	4,093.74 50.54	5,851.44	224	2.25 % 0.00 %

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
109	UNITED PARCEL SVC INC CL B COM CUSIP: 911312106	7,968.99 73.110 0.19 %	5,453.11 50.03	2,515.88	249	3.12 % 0.00 %
TOTAL INDUSTRIALS		**94,381.10**	**60,812.47**	**33,568.63**	**1,635**	**1.73 %**
CONSUMER DISCRETIONARY						
207	COACH INC COM CUSIP: 189754104	11,972.88 57.840 0.29 %	6,747.16 32.59	5,225.72	248	2.07 % 0.00 %
181	COMCAST CORP COM CL A CUSIP: 20030N101	6,732.30 37.195 0.16 %	6,250.80 34.53	481.50	118	1.75 % 0.00 %
177	DARDEN RESTAURANTS INC COM CUSIP: 237194105	9,359.76 52.880 0.23 %	7,918.57 44.74	1,441.19	354	3.78 % 0.00 %
312	HOME DEPOT INC COM CUSIP: 437076102	20,301.84 65.070 0.49 %	6,911.93 22.15	13,389.91	362	1.78 % 0.00 %
435	MACY'S INC COM CUSIP: 55616P104	16,834.50 38.700 0.41 %	11,126.48 25.58	5,708.02	348	2.07 % 0.00 %
289	MATTEL INC COM CUSIP: 577081102	10,840.39 37.510 0.26 %	9,409.81 32.56	1,430.58	358	3.30 % 0.00 %
325	WALT DISNEY CO COM CUSIP: 254687106	16,139.50 49.660 0.39 %	9,708.66 29.87	6,430.84	244	1.51 % 0.00 %
TOTAL CONSUMER DISCRETIONARY		**92,181.17**	**58,073.41**	**34,107.76**	**2,032**	**2.20 %**

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
CONSUMER STAPLES						
152	BEAM INC COM CUSIP: 073730103	8,528.72 56.110 0.21 %	8,678.29 57.09	149.57-	125	1.47 % 0.00 %
395	CVS CAREMARK CORP COM CUSIP: 126650100	18,371.45 46.510 0.45 %	14,275.82 36.14	4,095.63	257	1.40 % 0.00 %
126	PEPSICO INC COM CUSIP: 713448108	8,846.46 70.210 0.21 %	6,359.22 50.47	2,487.24	271	3.06 % 0.00 %
261	PHILIP MORRIS INTL INC COM CUSIP: 718172109	23,458.68 89.880 0.57 %	11,016.12 42.21	12,442.56	887	3.78 % 0.00 %
162	PROCTER & GAMBLE CO COM CUSIP: 742718109	11,312.46 69.830 0.27 %	7,241.40 44.70	4,071.06	364	3.22 % 0.00 %
115	WAL-MART STORES INC COM CUSIP: 931142103	8,282.30 72.020 0.20 %	8,305.45 72.22	23.15-	183	2.21 % 0.00 %
TOTAL CONSUMER STAPLES		**78,800.07**	**55,876.30**	**22,923.77**	**2,087**	**2.65 %**

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
HEALTH CARE						
313	ABBOTT LABS COM CUSIP: 002824100	20,345.00 65.000 0.49 %	14,816.95 47.34	5,528.05	639	3.14 % 0.00 %
204	AMGEN INC COM CUSIP: 031162100	18,115.20 88.800 0.44 %	9,828.48 48.18	8,286.72	294	1.62 % 0.00 %
187	BAXTER INTL INC COM CUSIP: 071813109	12,392.49 66.270 0.30 %	9,821.19 52.52	2,571.30	337	2.72 % 0.00 %
232	EXPRESS SCRIPTS HLDG CO COM CUSIP: 30219G108	12,493.20 53.850 0.30 %	7,259.28 31.29	5,233.92	0	0.00 % 0.00 %
520	MERCK & CO INC PAR 0.5 COM CUSIP: 58933Y105	23,036.00 44.300 0.56 %	17,188.91 33.06	5,847.09	894	3.88 % 0.00 %
756	PFIZER INC COM CUSIP: 717081103	18,915.12 25.020 0.46 %	13,251.17 17.53	5,663.95	665	3.52 % 0.00 %
277	TEVA PHARMACEUTICAL INDS LTD SPONS ADR CUSIP: 881624209	11,176.95 40.350 0.27 %	12,986.65 46.88	1,809.70-	223	2.00 % 0.00 %
TOTAL HEALTH CARE		**116,473.96**	**85,152.63**	**31,321.33**	**3,051**	**2.62 %**

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
FINANCIALS						
217	ALLSTATE CORP COM CUSIP: 020002101	8,784.16 40.480 0.21 %	8,350.64 38.48	433.52	191	2.17 % 0.00 %
890	BANK OF AMERICA CORP COM CUSIP: 060505104	8,775.40 9.860 0.21 %	11,472.53 12.89	2,697.13-	36	0.41 % 0.00 %
280	BB&T CORP COM CUSIP: 054937107	7,887.60 28.170 0.19 %	6,693.09 23.90	1,194.51	224	2.84 % 0.00 %
304	CAPITAL ONE FINL CORP COM CUSIP: 14040H105	17,510.40 57.600 0.43 %	11,945.00 39.29	5,565.40	61	0.35 % 0.00 %
89	GOLDMAN SACHS GROUP INC COM CUSIP: 38141G104	10,483.31 117.790 0.25 %	9,754.95 109.61	728.36	178	1.70 % 0.00 %
425	HARTFORD FINL SVCS GROUP INC COM CUSIP: 416515104	9,001.50 21.180 0.22 %	10,581.50 24.90	1,580.00-	170	1.89 % 0.00 %
298	INVESCO LTD USD0.2 BERMUDA COM CUSIP: G491BT108	7,447.02 24.990 0.18 %	2,989.91 10.03	4,457.11	206	2.77 % 0.00 %
440	JP MORGAN CHASE & CO COM CUSIP: 46625H100	18,075.20 41.080 0.44 %	15,553.78 35.35	2,521.42	528	2.92 % 0.00 %

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
564	MORGAN STANLEY COM CUSIP: 617446448	9,514.68 16.870 0.23 %	10,243.05 18.16	728.37-	113	1.19 % 0.00 %
244	PNC FINL SVCS GROUP INC COM CUSIP: 693475105	13,698.16 56.140 0.33 %	13,897.49 56.96	199.33-	390	2.85 % 0.00 %
468	WELLS FARGO & CO COM NEW CUSIP: 949746101	15,448.68 33.010 0.38 %	4,309.10 9.21	11,139.58	412	2.67 % 0.00 %
TOTAL FINANCIALS		**126,626.11**	**105,791.04**	**20,835.07**	**2,508**	**1.98 %**
INFORMATION TECHNOLOGY						
71	APPLE INC COM CUSIP: 037833100	41,554.88 585.280 1.01 %	6,138.68 86.46	35,416.20	753	1.81 % 0.00 %
495	EMC CORP COM CUSIP: 268648102	12,285.90 24.820 0.30 %	4,760.52 9.62	7,525.38	0	0.00 % 0.00 %
28	GOOGLE INC CL A COM CUSIP: 38259P508	19,554.36 698.370 0.47 %	7,864.37 280.87	11,689.99	0	0.00 % 0.00 %
81	INTERNATIONAL BUSINESS MACHS CORP COM CUSIP: 459200101	15,395.67 190.070 0.37 %	14,108.93 174.18	1,286.74	275	1.79 % 0.00 %
169	INTUIT INC COM CUSIP: 461202103	10,124.79 59.910 0.25 %	7,840.80 46.40	2,283.99	115	1.14 % 0.00 %

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
589	MICROSOFT CORP COM CUSIP: 594918104	15,676.24 26.615 0.38 %	18,760.34 31.85	3,084.10-	542	3.46 % 0.00 %
552	ORACLE CORP COM CUSIP: 68389X105	17,760.60 32.175 0.43 %	10,843.78 19.64	6,916.82	132	0.74 % 0.00 %
213	QUALCOMM CORP COM CUSIP: 747525103	13,551.06 63.620 0.33 %	11,666.91 54.77	1,884.15	213	1.57 % 0.00 %
179	TERADATA CORP DEL COM CUSIP: 88076W103	10,646.92 59.480 0.26 %	8,858.03 49.49	1,788.89	0	0.00 % 0.00 %
368	TEXAS INSTRS INC COM CUSIP: 882508104	10,844.96 29.470 0.26 %	11,168.64 30.35	323.68-	309	2.85 % 0.00 %
129	VISA INC CL A COM CUSIP: 92826C839	19,312.59 149.710 0.47 %	9,411.51 72.96	9,901.08	170	0.88 % 0.00 %
TOTAL INFORMATION TECHNOLOGY		**186,707.97**	**111,422.51**	**75,285.46**	**2,510**	**1.34 %**

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
TELECOMMUNICATION SERVICES						
364	VERIZON COMMUNICATIONS INC COM CUSIP: 92343V104	16,059.68 44.120 0.39 %	11,255.33 30.92	4,804.35	750	4.67 % 0.00 %
MUTUAL FUNDS-FIXED INCOME						
3,215	ISHARES TR BARCLAYS 3-7 YR TREASURY BD ETF CUSIP: 464288661	398,145.60 123.840 9.67 %	397,496.17 123.64	649.43	3,848	0.97 % 0.00 %
TOTAL EQUITY SECURITIES		**1,219,590.49**	**959,029.44**	**260,561.05**	**20,699**	**1.70 %**
MUTUAL FUNDS						
18,432.292	ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL CUSIP: 003020336	213,261.62 11.570 5.18 %	205,951.40 11.17	7,310.22	0	0.00 % 0.00 %
14,336.491	DOUBLELINE FDS TR TOTAL RETURN BD FD CL I CUSIP: 258620103	162,862.54 11.360 3.95 %	163,400.00 11.40	537.46-	10,308	6.33 % 0.00 %
6,954.545	EATON VANCE GROWTH TR ATLANTA CAP SMID-CAP FD INSTL CL CUSIP: 277902698	126,920.45 18.250 3.08 %	122,400.00 17.60	4,520.45	0	0.00 % 0.00 %
53,269.403	FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL CUSIP: 34984T600	594,486.54 11.160 14.43 %	580,980.63 10.91	13,505.91	160	0.03 % 0.00 %

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
40,383.222	MANNING & NAPIER FDS WORLD OPPTYS SER CL A CUSIP: 563821545	307,720.15 7.620 7.47 %	299,580.32 7.42	8,139.83	9,692	3.15 % 0.00 %
21,786.89	NEUBERGER BERMAN INCOME FDS HIGH INCOME BD FD CL INSTL CUSIP: 64128K868	206,757.59 9.490 5.02 %	198,370.50 9.11	8,387.09	12,898	6.24 % 0.00 %
5,993.137	OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y CUSIP: 683974505	203,107.41 33.890 4.93 %	183,571.80 30.63	19,535.61	4,045	1.99 % 0.00 %
7,541.59	PIMCO FDS EMERGING LOCAL BD FD INSTL CL CUSIP: 72201F516	82,203.33 10.900 2.00 %	81,600.00 10.82	603.33	3,582	4.36 % 0.00 %
25,447.103	PIMCO FDS INVT GRADE CORP BD FD INSTL CL CUSIP: 722005816	289,842.50 11.390 7.04 %	283,650.00 11.15	6,192.50	12,011	4.14 % 0.00 %
7,822.164	VANGUARD SCOTTSDALE FDS MTG-BACKED SECS INDEX FD CL SIGNAL CUSIP: 92206C755	164,265.44 21.000 3.99 %	164,400.00 21.02	134.56-	1,948	1.19 % 0.00 %
27,827.29	WASATCH FDS LONG/SHORT FD CUSIP: 936793835	380,399.05 13.670 9.24 %	369,550.00 13.28	10,849.05	473	0.12 % 0.00 %
TOTAL MUTUAL FUNDS		2,731,826.62	2,653,454.65	78,371.97	55,117	2.02 %

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
MISCELLANEOUS ASSETS						
1	CLASS ACTION PENDING BANK OF AMERICA CORP ON RCPT OF FINAL PMT CUSIP: 997001LP5	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING DELL INC ON RCPT OF FINAL PMT CUSIP: 997001HY1	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING FANNIE MAE ON RCPT OF FINAL PMT CUSIP: 997000SS4	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING SLM CORPORATION ON RCPT OF FINAL PMT CUSIP: 997001QY1	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING TENET HEALTHCARE ON RCPT OF FINAL PMT CUSIP: 997000KE3	0.00 0.000 0.00 %	0.00 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 0.00	0.00	0	0.00 % 0.00 %

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
TOTAL MISCELLANEOUS ASSETS		**0.00**	**0.00**	**0.00**	**0**	**0.00 %**
PRINCIPAL PORTFOLIO TOTAL		**4,019,663.88**	**3,680,730.86**	**338,933.02**	**75,823**	**1.89 %**
INCOME PORTFOLIO						
	INCOME CASH	23.47 0.00 %	23.47			
STIF & MONEY MARKET FUNDS						
98,950.07	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	98,950.07 1.000 2.40 %	98,950.07 1.00	0.00	10	0.01 % 0.00 %
INCOME PORTFOLIO TOTAL		**98,973.54**	**98,973.54**	**0.00**	**10**	**0.01 %**
TOTAL ASSETS		**4,118,637.42**	**3,779,704.40**	**338,933.02**	**75,833**	**1.84 %**