Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: THE TOLLESON FAMILY FOUNDATION

A Employer identification number: 20-1295875

Number and street (or P O box number if mail is not delivered to street address): 1890 CASTLEWAY LANE, N E — Room/suite:

B Telephone number (see instructions): (866) 282-6627

City or town, state, and ZIP code: ATLANTA GA 30345

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 2,345,538

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	73,607	73,564		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	68,495			
	b Gross sales price for all assets on line 6a 1,174,059				
	7 Capital gain net income (from Part IV, line 2)		68,495		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	142,102	142,059	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,500			2,500
	c Other professional fees (attach schedule)	13,581	13,581		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,747	251		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	18,828	13,832	0	2,500
	25 Contributions, gifts, grants paid	118,000			118,000
	26 **Total expenses and disbursements** Add lines 24 and 25	136,828	13,832	0	120,500
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	5,274			
	b **Net investment income** (if negative, enter -0-)		128,227		
	c **Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

HTA

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	26,598	29,977	29,977
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)		263,653	355,251
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	2,177,549	1,912,480	1,960,310
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,204,147	2,206,110	2,345,538
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,204,147	2,206,110	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	2,204,147	2,206,110	
	31 Total liabilities and net assets/fund balances (see instructions)	2,204,147	2,206,110	

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	2,204,147
2	Enter amount from Part I, line 27a	2	5,274
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,209,421
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	3,311
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,206,110

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				0
b				0
c				0
d				0
e				0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				0
b				0
c				0
d				0
e				0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	68,495
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? [X] Yes [ ] No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011			0 000000
2010			0 000000
2009			0 000000
2008			0 000000
2007			0 000000

2 **Total** of line 1, column (d)	2	0 000000
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 000000
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7 Add lines 5 and 6	7	0
8 Enter qualifying distributions from Part XII, line 4	8	0

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	2,565
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	2,565
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	2,565
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 2,496		
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	2,496
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	69
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	0
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	Refunded ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (866) 282-6627
Located at ▶ P O BOX 1908 ORLANDO FL ZIP+4 ▶ 32802-1908

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 N/A

		Line	Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20______ , 20______ , 20______ , 20______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20______ , 20______ , 20______ , 20______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**	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?		**6b**	X (No)
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**	N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Statement	00	0		
	.00	0		
	.00	0		
	.00	0		

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	0

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	2,332,236
b	Average of monthly cash balances	1b	56,891
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,389,127
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,389,127
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	35,837
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,353,290
6	**Minimum investment return.** Enter 5% of line 5	6	117,665

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	117,665
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,565		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,565
3	Distributable amount before adjustments Subtract line 2c from line 1			3	115,100
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	115,100
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	115,100

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	120,500
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
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	120,500
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	120,500

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

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Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				115,100
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			114,822	
b	Total for prior years 20 08 , 20 09 , 20 10		1,375		
3	Excess distributions carryover, if any, to 2012				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 120,500				
a	Applied to 2011, but not more than line 2a			114,822	
b	Applied to undistributed income of prior years (Election required—see instructions)		1,375		
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2012 distributable amount				4,303
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6	**Enter the net total of each column as indicated below:**				
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				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				110,797
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total			▶ 3a	118,000
b *Approved for future payment* NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	73,607	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	68,495	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		142,102	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 142,102

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not Applicable

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

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

Patrick Tolleson 4/6/13 Trustee

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
DONALD J ROMAN		3/28/2013		P00364310
Firm's name ► PRICEWATERHOUSECOOPERS, LLP			Firm's EIN ► 13-4008324	
Firm's address ► 600 GRANT STREET, PITTSBURGH PA 15219			Phone no 412-355-6000	

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

	Amount
Long Term CG Distributions	13,512
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	1,174,059	1,105,564	68,495
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	INVESCO LTD BERMUDA CON	G491BT108			7/9/2009		4/3/2012	1,088	665				0	423
2	X	WPX ENERGY INC COM	98212B103			3/1/2010		4/12/2012	5	4				0	1
3	X	WPX ENERGY INC COM	98212B103			3/1/2010		4/12/2012	873	646				0	227
4	X	WPX ENERGY INC COM	98212B103			3/1/2010		4/3/2012	334	217				0	117
5	X	WILLIAMS COS INC COM	969457100			3/1/2010		4/3/2012	1,625	937				0	688
6	X	WHIRLPOOL CORP COM	963320106			4/15/2011		1/30/2012	3,508	5,574				0	-2,066
7	X	WELLS FARGO & CO COM NE	949746101			1/21/2011		4/3/2012	2,099	1,983				0	116
8	X	VISA INC CL A COM	92826C839			9/29/2010		4/3/2012	1,806	1,100				0	706
9	X	VERIZON COMMUNICATIONS	92343V104			11/3/2010		4/3/2012	1,844	1,582				0	262
10	X	UNITED PARCEL SVC INC CL	911312106			7/9/2009		4/3/2012	884	531				0	353
11	X	UNION PACIFIC CORP COM	907818108			7/9/2009		4/3/2012	1,289	597				0	692
12	X	THERMO FISHER SCIENTIFIC	883556102			7/9/2009		1/30/2012	3,871	2,824				0	1,047
13	X	TEXAS INSTRS INC COM	882508104			10/19/2011		12/20/2012	312	306				0	6
14	X	TEXAS INSTRS INC COM	882508104			7/9/2009		12/20/2012	4,715	3,131				0	1,584
15	X	TEXAS INSTRS INC COM	882508104			10/19/2011		4/3/2012	1,464	1,378				0	86
16	X	TEVA PHARMACEUTICAL IND	881624209			1/19/2010		4/3/2012	1,626	2,107				0	-481
17	X	TERADATA CORP DEL COM	88076W103			3/18/2011		4/3/2012	1,465	1,039				0	426
18	X	TEMPLETON GLOBAL BD-ADV	880208400			12/15/2011		10/12/2012	1,686	1,542				0	144
19	X	TEMPLETON GLOBAL BD-ADV	880208400			9/28/2011		10/12/2012	14,338	13,600				0	738
20	X	TEMPLETON GLOBAL BD-ADV	880208400			3/31/2010		10/12/2012	84,299	84,048				0	251
21	X	TEMPLETON GLOBAL BD-ADV	880208400			3/31/2010		3/14/2012	80,848	81,952				0	-1,104
22	X	TEMPLETON GLOBAL BD-ADV	880208400			12/29/2010		3/14/2012	79,452	81,200				0	-1,748
23	X	SENTINEL SMALL CO-I	81728B825			8/23/2012		10/4/2012	2	2				0	0
24	X	SENTINEL SMALL CO-I	81728B825			2/18/2010		10/4/2012	4,217	3,282				0	935
25	X	SENTINEL SMALL CO-I	81728B825			7/9/2009		10/4/2012	16,789	10,400				0	6,389
26	X	SENTINEL SMALL CO-I	81728B825			2/18/2010		3/14/2012	3,688	2,832				0	856
27	X	SENTINEL SMALL CO-I	81728B825			12/22/2011		3/14/2012	2,503	2,268				0	235
28	X	SENTINEL SMALL CO-I	81728B825			7/21/2011		3/14/2012	2,010	2,200				0	-190
29	X	SCHRODER US SMALL/MID C/	80809R204			3/14/2012		10/12/2012	4,682	4,800				0	-118
30	X	SCHRODER US SMALL/MID C/	80809R204			12/9/2011		10/12/2012	149	138				0	11
31	X	SCHRODER US SMALL/MID C/	80809R204			7/21/2011		10/12/2012	1,170	1,200				0	-30
32	X	SCHRODER US SMALL/MID C/	80809R204			4/1/2011		10/12/2012	9,635	9,900				0	-265
33	X	SCHLUMBERGER LTD COM	806857108			5/4/2010		4/3/2012	1,882	1,873				0	9
34	X	SPDR S&P 500 ETF TR	78462F103			4/3/2012		12/18/2012	29,965	29,226				0	739
35	X	RIDGEWORTH FD-INTERMEDI	76628T702			5/5/2009		12/18/2012	52	51				0	1
36	X	RIDGEWORTH FD-INTERMEDI	76628T702			3/14/2012		12/18/2012	9,548	9,386				0	162
37	X	RIDGEWORTH FD-INTERMEDI	76628T702			3/14/2012		10/12/2012	2,777	2,714				0	63
38	X	RIDGEWORTH FD-INTERMEDI	76628T702			12/15/2011		10/12/2012	3,823	3,748				0	75
39	X	RIDGEWORTH FD-SEIX FLT H	76628T678			3/14/2012		10/12/2012	406	400				0	6
40	X	RIDGEWORTH FD-SEIX FLT H	76628T678			3/31/2010		10/12/2012	84,260	82,848				0	1,412
41	X	RIDGEWORTH FD-SHORT TEF	76628T611			3/14/2012		12/18/2012	20,134	20,034				0	100
42	X	RIDGEWORTH FD-SHORT TEF	76628T611			5/5/2009		12/18/2012	86,333	82,025				0	4,308
43	X	RIDGEWORTH FD-SHORT TEF	76628T611			5/1/2009		12/18/2012	94,826	90,000				0	4,826
44	X	RIDGEWORTH FD-SHORT TEF	76628T611			3/14/2012		10/12/2012	33,500	33,266				0	234
45	X	QUANTA SVCS INC COM	74762E102			4/1/2011		4/3/2012	860	933				0	-73
46	X	QUALCOMM CORP COM	747525103			6/14/2011		4/3/2012	1,632	1,338				0	294
47	X	PROCTER & GAMBLE CO CON	742718109			7/9/2009		8/2/2012	1,585	1,318				0	267
48	X	PROCTER & GAMBLE CO CON	742718109			7/9/2009		4/3/2012	134	105				0	29
49	X	PROCTER & GAMBLE CO CON	742718109			11/3/2010		4/3/2012	1,876	1,794				0	82
50	X	PRAXAIR INC COM	74005P104			7/9/2009		4/3/2012	1,376	838				0	538
51	X	PIMCO EMERGING LOCAL BD	72201F516			10/12/2012		12/18/2012	2,100	2,053				0	47
52	X	PIMCO INVT GRADE CORP BD	722005816			12/8/2010		3/14/2012	1,500	1,480				0	20
53	X	PIMCO COMMODITY REALRTI	722005667			3/14/2012		10/12/2012	4,431	4,300				0	131
54	X	PIMCO COMMODITY REALRTI	722005667			12/7/2011		10/12/2012	403	432				0	-29
55	X	PIMCO COMMODITY REALRTI	722005667			7/21/2011		10/12/2012	2,556	3,300				0	-744
56	X	PIMCO COMMODITY REALRTI	722005667			7/1/2010		10/12/2012	600	619				0	-19
57	X	PIMCO COMMODITY REALRTI	722005667			7/9/2009		10/12/2012	3,448	3,268				0	180
58	X	PIMCO COMMODITY REALRTI	722005667			5/1/2009		10/12/2012	10,361	9,600				0	761
59	X	PHILIP MORRIS INTL COM	718172109			12/23/2009		4/3/2012	3,289	1,810				0	1,479
60	X	PFIZER INC COM	717081103			10/19/2011		4/3/2012	1,998	1,686				0	312
61	X	PEPSICO INC COM	713448108			7/9/2009		4/12/2012	1,957	1,642				0	315
62	X	PEPSICO INC COM	713448108			7/9/2009		4/3/2012	1,796	1,478				0	318
63	X	PACCAR INC COM	693718108			7/22/2011		4/3/2012	978	1,053				0	-75
64	X	PNC FINL SVCS GROUP INC C	693475105			5/20/2010		4/3/2012	2,068	1,953				0	115
65	X	PIMCO FOREIGN BD US$ HED	693390882			3/14/2012		10/12/2012	106,504	100,300				0	6,204
66	X	PIMCO LOW DURATION-I	693390304			4/1/2011		12/18/2012	1,294	1,286				0	8
67	X	PIMCO LOW DURATION-I	693390304			12/12/2012		12/18/2012	1,706	1,709				0	-3
68	X	PIMCO LOW DURATION-I	693390304			4/1/2011		10/12/2012	32,100	31,497				0	603

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

	Amount
Long Term CG Distributions	13,512
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	1,174,059	1,105,564	68,495
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
69	X	OPPENHEIMER DEVELOPING	683974505			7/21/2011		10/12/2012	20	20				0	0
70	X	OPPENHEIMER DEVELOPING	683974505			12/29/2010		10/12/2012	13,880	14,623				0	-743
71	X	ORACLE CORP COM	68389X105			7/9/2009		4/3/2012	820	571				0	249
72	X	ORACLE CORP COM	68389X105			1/21/2011		4/3/2012	1,171	1,304				0	-133
73	X	OCCIDENTAL PETROLEUM C(	674599105			7/9/2009		4/3/2012	1,828	1,168				0	660
74	X	OCCIDENTAL PETROLEUM C(	674599105			7/9/2009		1/30/2012	793	492				0	301
75	X	OCCIDENTAL PETROLEUM C(	674599105			5/20/2010		1/30/2012	2,181	1,730				0	451
76	X	NEUBERGER BERMAN HIGH I	64128K868			9/28/2011		12/18/2012	4,400	3,988				0	412
77	X	NEUBERGER BERMAN HIGH I	64128K868			9/28/2011		10/12/2012	10,400	9,556				0	844
78	X	NEUBERGER BERMAN HIGH I	64128K868			9/28/2011		3/14/2012	2,100	1,982				0	118
79	X	NATIONAL OILWELL VARCO I	637071101			5/17/2011		4/3/2012	1,850	1,503				0	347
80	X	MORGAN STANLEY COM NEW	617446448			7/9/2009		4/3/2012	713	966				0	-253
81	X	MORGAN STANLEY COM NEW	617446448			10/9/2009		4/3/2012	96	160				0	-64
82	X	MICROSOFT CORP COM	594918104			1/30/2012		4/3/2012	954	886				0	68
83	X	MERCK & CO INC COM	58933Y105			1/30/2012		4/3/2012	2,279	2,289				0	-10
84	X	MATTEL INC COM	577081102			1/30/2012		4/3/2012	1,233	1,065				0	168
85	X	MANNING & NAPIER WORLD (	563821545			12/29/2010		3/14/2012	17,945	20,330				0	-2,385
86	X	MANNING & NAPIER WORLD (	563821545			7/21/2011		3/14/2012	26,221	31,500				0	-5,279
87	X	MANNING & NAPIER WORLD (	563821545			4/1/2011		3/14/2012	333	400				0	-67
88	X	MACY'S INC COM	55616P104			9/9/2011		9/7/2012	1,009	627				0	382
89	X	MACY'S INC COM	55616P104			9/9/2011		4/3/2012	245	150				0	95
90	X	MACY'S INC COM	55616P104			10/19/2011		4/3/2012	2,246	1,636				0	610
91	X	JANUS PERKINS SMALL CAP	47103C183			12/22/2011		10/12/2012	2,586	2,475				0	111
92	X	JANUS PERKINS SMALL CAP	47103C183			7/21/2011		10/12/2012	1,046	1,244				0	-198
93	X	JANUS PERKINS SMALL CAP	47103C183			2/18/2010		10/12/2012	22,148	21,952				0	196
94	X	JANUS PERKINS SMALL CAP	47103C183			7/21/2011		3/14/2012	4,900	5,656				0	-756
95	X	JP MORGAN CHASE & CO CO	46625H100			7/9/2009		4/3/2012	2,540	1,888				0	652
96	X	ISHARES TR RUSSELL 1000 G	464287614			4/3/2012		12/18/2012	29,096	29,149				0	-53
97	X	ISHARES TR DOW JONES SEL	464287168			4/3/2012		12/18/2012	30,750	29,675				0	1,075
98	X	INTUIT INC COM	461202103			10/14/2010		4/3/2012	1,324	1,037				0	287
99	X	INTERNATIONAL BUSINESS M	459200101			8/18/2011		4/3/2012	2,091	1,627				0	464
100	X	HUNT JB TRANSPORT SVCS I	445658107			12/23/2009		9/7/2012	3,304	2,128				0	1,176
101	X	HUNT JB TRANSPORT SVCS I	445658107			12/23/2009		4/3/2012	1,056	632				0	424
102	X	HUNT JB TRANSPORT SVCS I	445658107			12/23/2009		1/30/2012	152	100				0	52
103	X	HUNT JB TRANSPORT SVCS I	445658107			10/9/2009		1/30/2012	1,622	1,081				0	541
104	X	HOME DEPOT INC COM	437076102			7/9/2009		12/20/2012	1,852	686				0	1,166
105	X	HOME DEPOT INC COM	437076102			7/9/2009		9/7/2012	1,142	458				0	684
106	X	HOME DEPOT INC COM	437076102			7/9/2009		4/3/2012	2,297	1,052				0	1,245
107	X	HARTFORD FINL SVCS GROU	416515104			4/29/2010		4/3/2012	1,384	1,893				0	-509
108	X	GOOGLE INC CL A COM	38259P508			7/9/2009		4/3/2012	2,569	1,656				0	913
109	X	GOLDMAN SACHS GROUP IN(	38141G104			1/21/2011		4/3/2012	1,472	1,990				0	-518
110	X	GENERAL MILLS INC COM	370334104			10/19/2011		8/17/2012	730	754				0	-24
111	X	GENERAL MILLS INC COM	370334104			8/12/2011		8/17/2012	4,032	3,796				0	236
112	X	GENERAL MILLS INC COM	370334104			10/19/2011		4/3/2012	1,423	1,429				0	-6
113	X	GENERAL ELEC CO COM	369604103			7/9/2009		4/3/2012	1,531	850				0	681
114	X	FREEPORT-MCMORAN COPP	35671D857			7/9/2009		4/3/2012	886	543				0	343
115	X	FLOWSERVE CORP COM	34354P105			6/8/2010		4/3/2012	1,403	986				0	417
116	X	FLUOR CORP COM NEW	343412102			11/20/2009		4/3/2012	1,278	928				0	350
117	X	EXPRESS SCRIPTS INC COM	302182100			7/9/2009		4/3/2012	1,552	899				0	653
118	X	EMERSON ELEC CO COM	291011104			7/9/2009		4/3/2012	1,343	809				0	534
119	X	ECOLAB INC COM	278865100			3/6/2012		4/3/2012	992	950				0	42
120	X	EMC CORP MASS COM	268648102			7/9/2009		4/3/2012	1,840	793				0	1,047
121	X	WALT DISNEY CO COM	254687106			7/9/2009		9/7/2012	1,035	453				0	582
122	X	WALT DISNEY CO COM	254687106			7/9/2009		4/3/2012	2,246	1,177				0	1,069
123	X	DARDEN RESTAURANTS INC	237194105			10/14/2010		4/3/2012	1,221	1,074				0	147
124	X	COACH INC COM	189754104			10/9/2009		4/3/2012	2,284	1,036				0	1,248
125	X	CHEVRON CORP COM	166764100			7/9/2009		4/3/2012	2,249	1,332				0	917
126	X	CAPITAL ONE FINL CORP CO	14040H105			1/19/2010		4/3/2012	2,362	1,778				0	584
127	X	CAMERON INTL CORP COM	13342B105			8/17/2010		8/2/2012	1,225	971				0	254
128	X	CAMERON INTL CORP COM	13342B105			8/17/2010		4/3/2012	267	194				0	73
129	X	CAMERON INTL CORP COM	13342B105			8/18/2011		4/3/2012	1,070	921				0	149
130	X	CVS CAREMARK CORP COM	126650100			7/9/2009		4/3/2012	1,926	1,348				0	578
131	X	BE AEROSPACE INC COM	073302101			5/17/2011		4/3/2012	563	442				0	121
132	X	BE AEROSPACE INC COM	073302101			5/18/2011		4/3/2012	1,361	1,095				0	266
133	X	BAXTER INTL INC COM	071813109			7/9/2009		4/3/2012	60	53				0	7
134	X	BAXTER INTL INC COM	071813109			1/19/2010		4/3/2012	1,445	1,469				0	-24
135	X	BANK OF AMERICA CORP CO	060505104			7/9/2009		4/3/2012	331	424				0	-93
136	X	BANK OF AMERICA CORP CO	060505104			10/28/2009		4/3/2012	889	1,427				0	-538

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

	Amount
Long Term CG Distributions	13,512
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	1,174,059	1,105,564	68,495
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
137	X	BB&T CORP COM	054937107			8/17/2010		4/3/2012	1,106	837				0	269
138	X	AUTODESK INC COM	052769106			6/8/2010		8/24/2012	3,423	2,974				0	449
139	X	AUTODESK INC COM	052769106			6/8/2010		4/3/2012	1,567	965				0	602
140	X	APPLE INC COM	037833100			7/9/2009		4/3/2012	5,659	1,234				0	4,425
141	X	APACHE CORP COM	037411105			7/9/2009		4/3/2012	1,685	1,179				0	506
142	X	AMGEN INC COM	031162100			5/13/2011		4/3/2012	1,627	1,454				0	173
143	X	AMAZON INC COM	023135106			2/9/2010		3/6/2012	3,058	2,014				0	1,044
144	X	AMAZON INC COM	023135106			2/9/2010		3/6/2012	2,174	1,422				0	752
145	X	ABERDEEN EQUITY LONG SH	003020336			2/18/2010		3/14/2012	778	735				0	43
146	X	ABERDEEN EQUITY LONG SH	003020336			12/20/2011		3/14/2012	222	211				0	11
147	X	ABBOTT LABS COM	002824100			1/21/2011		4/3/2012	2,570	2,016				0	554
148	X	ABB LTD SPONS ADR	000375204			7/9/2009		4/3/2012	835	631				0	204
149	X	ABB LTD SPONS ADR	000375204			10/9/2009		4/3/2012	448	457				0	-9
150	X	ABB LTD SPONS ADR	000375204			7/9/2009		4/27/2012	3,469	2,831				0	638

Part I, Line 16b (990-PF) - Accounting Fees

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		2,500	0	0	2,500
	Description				
1	TAX PREP FEES	2,500			2,500

Part I, Line 16c (990-PF) - Other Professional Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		13,581	13,581	0	0
1	INVESTMENT MANAGEMENT FEES	13,581	13,581		0

Part I, Line 18 (990-PF) - Taxes

		2,747	251	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	251	251		
2	FEDERAL ESTIMATED EXCISE PAYMENTS	2,496			

Part II, Line 10b (990-PF) - Investments - Corporate Stock

				0	263,653	0	355,251
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1						355,251
2	BEAM INC COM	0		3,765		0
3	EXPRESS SCRIPTS HLDG CO COM	0		3,230		0
4	ABBOTT LABS COM	0		6,250		0
5	ALLSTATE CORP COM	0		3,656		0
6	AMGEN INC COM	0		5,120		0
7	APACHE CORP COM	0		3,676		0
8	APPLE INC COM	0		4,388		0
9	BB&T CORP COM	0		2,845		0
10	BANK OF AMERICA CORP COM	0		5,378		0
11	BAXTER INTL INC COM	0		4,486		0
12	B/E AEROSPACE INC COM	0		5,002		0
13	CVS CAREMARK CORP COM	0		5,736		0
14	CAPITAL ONE FINL CORP COM	0		5,299		0
15	CHEVRON CORP COM	0		4,567		0
16	COACH INC COM	0		3,038		0
17	COMCAST CORP COM CL A	0		2,763		0
18	DARDEN RESTAURANTS INC COM	0		3,445		0
19	WALT DISNEY CO COM	0		3,169		0
20	EMC CORP COM	0		2,788		0
21	ECOLAB INC COM	0		3,503		0
22	EMERSON ELEC CO COM	0		2,395		0
23	FLUOR CORP COM NEW	0		3,005		0
24	FLOWSERVE CORP COM	0		2,875		0
25	FREEPORT-MCMORAN COPPER AND CO	0		1,393		0
26	GENERAL ELEC CO COM	0		4,308		0
27	GOLDMAN SACHS GROUP INC COM	0		5,958		0
28	GOOGLE INC CL A COM	0		4,967		0
29	HARTFORD FINL SVCS GROUP INC COM	0		5,142		0
30	HOME DEPOT INC COM	0		2,425		0
31	INTEL CORP COM	0		6,309		0
32	INTERNATIONAL BUSINESS MACHS COM	0		5,696		0
33	INTUIT INC COM	0		3,346		0
34	JP MORGAN CHASE AND COM	0		6,373		0
35	MATTEL INC COM	0		3,668		0
36	MICROSOFT CORP COM	0		7,674		0
37	MORGAN STANLEY COM	0		5,326		0
38	NATIONAL OILWELL VARCO INC COM	0		4,991		0
39	OCCIDENTAL PETE CORP COM	0		4,324		0
40	ORACLE CORP COM	0		5,491		0
41	PNC FINL SVCS GROUP INC COM	0		6,380		0
42	PACCAR INC COM	0		3,461		0
43	PEPSICO INC COM	0		2,956		0
44	PFIZER INC COM	0		6,148		0
45	PRAXAIR INC COM	0		2,793		0
46	PROCTER & GAMBLE CO COM	0		4,009		0

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
			0	263,653	0	355,251
47	QUALCOMM CORP COM	0		5,071		0
48	QUANTA SVCS INC COM	0		3,502		0
49	SCHLUMBERGER LTD COM	0		5,336		0
50	TEVA PHARMACEUTICAL INDS LTD ADR	0		6,578		0
51	UNION PACIFIC CORP COM	0		1,741		0
52	UNITED PARCEL SVC INC CL B COM	0		2,460		0
53	VERIZON COMMUNICATIONS COM	0		4,628		0
54	WAL-MART STORES INC COM	0		3,539		0
55	WELLS FARGO & CO COM NEW	0		5,151		0
56	WILLIAMS COS INC COM	0		2,954		0
57	CAMERON INTL CORP COM	0		2,685		0
58	MACY'S INC COM	0		4,916		0
59	TERADATA CORP DEL COM	0		3,662		0
60	INVESCO LTD BERMUDA COM	0		2,123		0
61	PHILIP MORRIS INTL COM	0		5,223		0
62	VISA INC CL A COM	0		3,683		0
63	MERCK AND INC COM	0		6,884		0

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

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			2,177,549	1,912,480	1,960,310
1			2,177,549	0	1,960,310
2	NEUBERGER BERMAN HIGH INCOME BD-		0	110,688	0
3	VANGUARD MTG BACKED SECS INDEX-S		0	313,414	0
4	PIMCO EMERGING LOCAL BD-I		0	55,547	0
5	EATON VANCE ATLANTA CAP SMID-CAP-I		0	50,140	0
6	ISHARES TR DOW JONES SEL DIVD INDE		0	10,978	0
7	ISHARES TR RUSSELL 1000 GROWTH IND		0	11,415	0
8	PIMCO LOW DURATION-I		0	168,359	0
9	SPDR S&P 500 ETF TR		0	11,135	0
10	FORUM ABSOLUTE STRATEGIES-I		0	83,134	0
11	MANNING & NAPIER WORLD OPPTYS-A		0	88,064	0
12	RIDGEWORTH FD-INTERMEDIATE BD #RC		0	593,338	0
13	PIMCO INVT GRADE CORP BD-I		0	240,149	0
14	ABERDEEN EQUITY LONG SHORT-I		0	50,624	0
15	OPPENHEIMER DEVELOPING MKTS INSTI		0	40,695	0
16	DOUBLELINE TOTAL RETURN BD-I		0	84,800	0

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

	Amount
Long Term CG Distributions	13,512
Short Term CG Distributions	0

#	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						1,160,547	0	0	1,105,564	54,983	0	0	0	54,983
1	INVESCO LTD BERMUDA COM	G491BT108		7/9/2009	4/3/2012	1,088		0	665	423	0	0	0	423
2	WPX ENERGY INC COM	98212B103		3/1/2010	4/12/2012	5		0	4	1	0	0	0	1
3	WPX ENERGY INC COM	98212B103		3/1/2010	4/12/2012	873		0	646	227	0	0	0	227
4	WPX ENERGY INC COM	98212B103		3/1/2010	4/3/2012	334		0	217	117	0	0	0	117
5	WILLIAMS COS INC COM	969457100		3/1/2010	4/3/2012	1,625		0	937	688	0	0	0	688
6	WHIRLPOOL CORP COM	963320106		4/15/2011	1/30/2012	3,508		0	5,574	-2,066	0	0	0	-2,066
7	WELLS FARGO & CO COM NEW	949746101		1/21/2011	4/3/2012	2 099		0	1,983	116	0	0	0	116
8	VISA INC CL A COM	92826C839		9/29/2010	4/3/2012	1,806		0	1,100	706	0	0	0	706
9	VERIZON COMMUNICATIONS COM	92343V104		11/3/2010	4/3/2012	1,844		0	1,582	262	0	0	0	262
10	UNITED PARCEL SVC INC CL B COM	911312106		7/9/2009	4/3/2012	884		0	531	353	0	0	0	353
11	UNION PACIFIC CORP COM	907818108		7/9/2009	4/3/2012	1,289		0	597	692	0	0	0	692
12	THERMO FISHER SCIENTIFIC INC COM	883556102		7/9/2009	1/30/2012	3,871		0	2,824	1,047	0	0	0	1,047
13	TEXAS INSTRS INC COM	882508104		10/19/2011	12/20/2012	312		0	306	6	0	0	0	6
14	TEXAS INSTRS INC COM	882508104		7/9/2009	12/20/2012	4,715		0	3,131	1,584	0	0	0	1,584
15	TEXAS INSTRS INC COM	882508104		10/19/2011	4/3/2012	1,464		0	1,378	86	0	0	0	86
16	TEVA PHARMACEUTICAL INDS LTD ADR	881624209		1/19/2010	4/3/2012	1,626		0	2,107	-481	0	0	0	-481
17	TERADATA CORP DEL COM	88076W103		3/18/2011	4/3/2012	1,465		0	1,039	426	0	0	0	426
18	TEMPLETON GLOBAL BD-ADV	880208400		12/15/2011	10/12/2012	1,686		0	1,542	144	0	0	0	144
19	TEMPLETON GLOBAL BD-ADV	880208400		9/28/2011	10/12/2012	14,338		0	13,600	738	0	0	0	738
20	TEMPLETON GLOBAL BD-ADV	880208400		3/31/2010	10/12/2012	84,299		0	84,048	251	0	0	0	251
21	TEMPLETON GLOBAL BD-ADV	880208400		3/31/2010	3/14/2012	80,848		0	81,952	-1,104	0	0	0	-1,104
22	TEMPLETON GLOBAL BD-ADV	880208400		12/29/2010	3/14/2012	79 452		0	81,200	-1,748	0	0	0	-1,748
23	SENTINEL SMALL CO-I	81728B825		8/23/2012	10/4/2012	2		0	2	0	0	0	0	0
24	SENTINEL SMALL CO-I	81728B825		2/18/2010	10/4/2012	4,217		0	3,282	935	0	0	0	935
25	SENTINEL SMALL CO-I	81728B825		7/9/2009	10/4/2012	16,789		0	10,400	6,389	0	0	0	6,389
26	SENTINEL SMALL CO-I	81728B825		2/18/2010	3/14/2012	3,688		0	2,832	856	0	0	0	856
27	SENTINEL SMALL CO-I	81728B825		12/22/2011	3/14/2012	2,503		0	2,268	235	0	0	0	235
28	SENTINEL SMALL CO-I	81728B825		7/21/2011	3/14/2012	2,010		0	2,200	-190	0	0	0	-190
29	SCHRODER US SMALL/MID CAP OPPTY	80809R204		3/14/2012	10/12/2012	4,682		0	4,800	-118	0	0	0	-118
30	SCHRODER US SMALL/MID CAP OPPTY	80809R204		12/9/2011	10/12/2012	149		0	138	11	0	0	0	11
31	SCHRODER US SMALL/MID CAP OPPTY	80809R204		7/21/2011	10/12/2012	1,170		0	1,200	-30	0	0	0	-30
32	SCHRODER US SMALL/MID CAP OPPTY	80809R204		4/1/2011	10/12/2012	9,635		0	9,900	-265	0	0	0	-265
33	SCHLUMBERGER LTD COM	806857108		5/4/2010	4/3/2012	1,882		0	1,873	9	0	0	0	9
34	SPDR S&P 500 ETF TR	78462F103		4/3/2012	12/18/2012	29,965		0	29,226	739	0	0	0	739
35	RIDGEWORTH FD-INTERMEDIATE BD #	76628T702		5/5/2009	12/18/2012	52		0	51	1	0	0	0	1
36	RIDGEWORTH FD-INTERMEDIATE BD #	76628T702		3/14/2012	12/18/2012	9 548		0	9,386	162	0	0	0	162
37	RIDGEWORTH FD-INTERMEDIATE BD #	76628T702		3/14/2012	10/12/2012	2,777		0	2,714	63	0	0	0	63
38	RIDGEWORTH FD-INTERMEDIATE BD #	76628T702		12/15/2011	10/12/2012	3 823		0	3,748	75	0	0	0	75
39	RIDGEWORTH FD-SEIX FLT HGH INCM#	76628T678		3/14/2012	10/12/2012	406		0	400	6	0	0	0	6
40	RIDGEWORTH FD-SEIX FLT HGH INCM#	76628T678		3/31/2010	10/12/2012	84 260		0	82,848	1,412	0	0	0	1,412
41	RIDGEWORTH FD-SHORT TERM BD #R	76628T611		3/14/2012	12/18/2012	20,134		0	20,034	100	0	0	0	100
42	RIDGEWORTH FD-SHORT TERM BD #R	76628T611		5/5/2009	12/18/2012	86,333		0	82 025	4,308	0	0	0	4,308
43	RIDGEWORTH FD-SHORT TERM BD #R	76628T611		5/1/2009	12/18/2012	94,826		0	90,000	4,826	0	0	0	4,826
44	RIDGEWORTH FD-SHORT TERM BD #R	76628T611		3/14/2012	10/12/2012	33,500		0	33,266	234	0	0	0	234
45	QUANTA SVCS INC COM	74762E102		4/1/2011	4/3/2012	860		0	933	-73	0	0	0	-73
46	QUALCOMM CORP COM	747525103		6/14/2011	4/3/2012	1,632		0	1,338	294	0	0	0	294
47	PROCTER & GAMBLE CO COM	742718109		7/9/2009	8/2/2012	1,585		0	1,318	267	0	0	0	267
48	PROCTER & GAMBLE CO COM	742718109		7/9/2009	4/3/2012	134		0	105	29	0	0	0	29
49	PROCTER & GAMBLE CO COM	742718109		11/3/2010	4/3/2012	1,876		0	1,794	82	0	0	0	82
50	PRAXAIR INC COM	74005P104		7/9/2009	4/3/2012	1 376		0	838	538	0	0	0	538
51	PIMCO EMERGING LOCAL BD-I	72201F516		10/12/2012	12/18/2012	2 100		0	2,053	47	0	0	0	47
52	PIMCO INVT GRADE CORP BD-I	722005816		12/8/2010	3/14/2012	1 500		0	1,480	20	0	0	0	20
53	PIMCO COMMODITY REALRTN STRATE	722005667		3/14/2012	10/12/2012	4,431		0	4,300	131	0	0	0	131
54	PIMCO COMMODITY REALRTN STRATE	722005667		12/7/2011	10/12/2012	403		0	432	-29	0	0	0	-29
55	PIMCO COMMODITY REALRTN STRATE	722005667		7/21/2011	10/12/2012	2 556		0	3,300	-744	0	0	0	-744
56	PIMCO COMMODITY REALRTN STRATE	722005667		7/1/2010	10/12/2012	600		0	619	-19	0	0	0	-19
57	PIMCO COMMODITY REALRTN STRATE	722005667		7/9/2009	10/12/2012	3,448		0	3,268	180	0	0	0	180
58	PIMCO COMMODITY REALRTN STRATE	722005667		5/1/2009	10/12/2012	10,361		0	9,600	761	0	0	0	761
59	PHILIP MORRIS INTL COM	718172109		12/23/2009	4/3/2012	3 289		0	1 810	1,479	0	0	0	1,479
60	PFIZER INC COM	717081103		10/19/2011	4/3/2012	1 998		0	1,686	312	0	0	0	312
61	PEPSICO INC COM	713448108		7/9/2009	4/12/2012	1,957		0	1,642	315	0	0	0	315
62	PEPSICO INC COM	713448108		7/9/2009	4/3/2012	1,796		0	1,478	318	0	0	0	318
63	PACCAR INC COM	693718108		7/22/2011	4/3/2012	978		0	1,053	-75	0	0	0	-75
64	PNC FINL SVCS GROUP INC COM	693475105		5/20/2010	4/3/2012	2 068		0	1,953	115	0	0	0	115
65	PIMCO FOREIGN BD US$ HEDGED-I	693390882		3/14/2012	10/12/2012	106,504		0	100,300	6,204	0	0	0	6,204
66	PIMCO LOW DURATION-I	693390304		4/1/2011	12/18/2012	1,294		0	1,286	8	0	0	0	8
67	PIMCO LOW DURATION-I	693390304		12/12/2012	12/18/2012	1,706		0	1,709	-3	0	0	0	-3
68	PIMCO LOW DURATION-I	693390304		4/1/2011	10/12/2012	32,100		0	31,497	603	0	0	0	603
69	OPPENHEIMER DEVELOPING MKTS INS	683974505		7/21/2011	10/12/2012	20		0	20	0	0	0	0	0
70	OPPENHEIMER DEVELOPING MKTS INS	683974505		12/29/2010	10/12/2012	13,880		0	14,623	-743	0	0	0	-743
71	ORACLE CORP COM	68389X105		7/9/2009	4/3/2012	820		0	571	249	0	0	0	249
72	ORACLE CORP COM	68389X105		1/21/2011	4/3/2012	1,171		0	1,304	-133	0	0	0	-133
73	OCCIDENTAL PETROLEUM CORP COM	674599105		7/9/2009	4/3/2012	1,828		0	1,168	660	0	0	0	660
74	OCCIDENTAL PETROLEUM CORP COM	674599105		7/9/2009	1/30/2012	793		0	492	301	0	0	0	301
75	OCCIDENTAL PETROLEUM CORP COM	674599105		5/20/2010	1/30/2012	2,181		0	1,730	451	0	0	0	451
76	NEUBERGER BERMAN HIGH INCOME B	64128K868		9/28/2011	12/18/2012	4,400		0	3,988	412	0	0	0	412
77	NEUBERGER BERMAN HIGH INCOME B	64128K868		9/28/2011	10/12/2012	10,400		0	9,556	844	0	0	0	844
78	NEUBERGER BERMAN HIGH INCOME B	64128K868		9/28/2011	3/14/2012	2 100		0	1,982	118	0	0	0	118
79	NATIONAL OILWELL VARCO INC COM	637071101		5/17/2011	4/3/2012	1 850		0	1,503	347	0	0	0	347
80	MORGAN STANLEY COM NEW	617446448		7/9/2009	4/3/2012	713		0	966	-253	0	0	0	-253
81	MORGAN STANLEY COM NEW	617446448		10/9/2009	4/3/2012	96		0	160	-64	0	0	0	-64
82	MICROSOFT CORP COM	594918104		1/30/2012	4/3/2012	954		0	886	68	0	0	0	68
83	MERCK & CO INC COM	58933Y105		1/30/2012	4/3/2012	2,279		0	2,289	-10	0	0	0	-10
84	MATTEL INC COM	577081102		1/30/2012	4/3/2012	1 233		0	1,065	168	0	0	0	168

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

	Amount
Long Term CG Distributions	13,512
Short Term CG Distributions	0

#	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						1,160,547	0	0	1,105,564	54,983	0	0	0	54,983
85	MANNING & NAPIER WORLD OPPTYS-A	563821545		12/29/2010	3/14/2012	17,945		0	20,330	-2,385	0	0	0	-2,385
86	MANNING & NAPIER WORLD OPPTYS-A	563821545		7/21/2011	3/14/2012	26,221		0	31,500	-5,279	0	0	0	-5,279
87	MANNING & NAPIER WORLD OPPTYS-A	563821545		4/1/2011	3/14/2012	333		0	400	-67	0	0	0	-67
88	MACY'S INC COM	55616P104		9/9/2011	9/7/2012	1,009		0	627	382	0	0	0	382
89	MACY'S INC COM	55616P104		9/9/2011	4/3/2012	245		0	150	95	0	0	0	95
90	MACY'S INC COM	55616P104		10/19/2011	4/3/2012	2,246		0	1,636	610	0	0	0	610
91	JANUS PERKINS SMALL CAP VALUE-I	47103C183		12/22/2011	10/12/2012	2,586		0	2,475	111	0	0	0	111
92	JANUS PERKINS SMALL CAP VALUE-I	47103C183		7/21/2011	10/12/2012	1 046		0	1,244	-198	0	0	0	-198
93	JANUS PERKINS SMALL CAP VALUE-I	47103C183		2/18/2010	10/12/2012	22,148		0	21,952	196	0	0	0	196
94	JANUS PERKINS SMALL CAP VALUE-I	47103C183		7/21/2011	3/14/2012	4,900		0	5,656	-756	0	0	0	-756
95	JP MORGAN CHASE & CO COM	46625H100		7/9/2009	4/3/2012	2 540		0	1,888	652	0	0	0	652
96	ISHARES TR RUSSELL 1000 GROWTH I	464287614		4/3/2012	12/18/2012	29,096		0	29,149	-53	0	0	0	-53
97	ISHARES TR DOW JONES SEL DIVD INC	464287168		4/3/2012	12/18/2012	30,750		0	29,675	1,075	0	0	0	1,075
98	INTUIT INC COM	461202103		10/14/2010	4/3/2012	1,324		0	1,037	287	0	0	0	287
99	INTERNATIONAL BUSINESS MACHS CO	459200101		8/18/2011	4/3/2012	2,091		0	1,627	464	0	0	0	464
100	HUNT JB TRANSPORT SVCS INC COM	445658107		12/23/2009	9/7/2012	3,304		0	2,128	1,176	0	0	0	1,176
101	HUNT JB TRANSPORT SVCS INC COM	445658107		12/23/2009	4/3/2012	1,056		0	632	424	0	0	0	424
102	HUNT JB TRANSPORT SVCS INC COM	445658107		12/23/2009	1/30/2012	152		0	100	52	0	0	0	52
103	HUNT JB TRANSPORT SVCS INC COM	445658107		10/9/2009	1/30/2012	1,622		0	1,081	541	0	0	0	541
104	HOME DEPOT INC COM	437076102		7/9/2009	12/20/2012	1,852		0	686	1,166	0	0	0	1,166
105	HOME DEPOT INC COM	437076102		7/9/2009	9/7/2012	1,142		0	458	684	0	0	0	684
106	HOME DEPOT INC COM	437076102		7/9/2009	4/3/2012	2,297		0	1,052	1,245	0	0	0	1,245
107	HARTFORD FINL SVCS GROUP INC CO	416515104		4/29/2010	4/3/2012	1,384		0	1,893	-509	0	0	0	-509
108	GOOGLE INC CL A COM	38259P508		7/9/2009	4/3/2012	2,569		0	1,656	913	0	0	0	913
109	GOLDMAN SACHS GROUP INC COM	38141G104		1/21/2011	4/3/2012	1,472		0	1,990	-518	0	0	0	-518
110	GENERAL MILLS INC COM	370334104		10/19/2011	8/17/2012	730		0	754	-24	0	0	0	-24
111	GENERAL MILLS INC COM	370334104		8/12/2011	8/17/2012	4,032		0	3,796	236	0	0	0	236
112	GENERAL MILLS INC COM	370334104		10/19/2011	4/3/2012	1,423		0	1,429	-6	0	0	0	-6
113	GENERAL ELEC CO COM	369604103		7/9/2009	4/3/2012	1 531		0	850	681	0	0	0	681
114	FREEPORT-MCMORAN COPPER & GOL	35671D857		7/9/2009	4/3/2012	886		0	543	343	0	0	0	343
115	FLOWSERVE CORP COM	34354P105		6/8/2010	4/3/2012	1,403		0	986	417	0	0	0	417
116	FLUOR CORP COM NEW	343412102		11/20/2009	4/3/2012	1,278		0	928	350	0	0	0	350
117	EXPRESS SCRIPTS INC COM	302182100		7/9/2009	4/3/2012	1,552		0	899	653	0	0	0	653
118	EMERSON ELEC CO COM	291011104		7/9/2009	4/3/2012	1,343		0	809	534	0	0	0	534
119	ECOLAB INC COM	278865100		3/6/2012	4/3/2012	992		0	950	42	0	0	0	42
120	EMC CORP MASS COM	268648102		7/9/2009	4/3/2012	1,840		0	793	1,047	0	0	0	1,047
121	WALT DISNEY CO COM	254687106		7/9/2009	9/7/2012	1,035		0	453	582	0	0	0	582
122	WALT DISNEY CO COM	254687106		7/9/2009	4/3/2012	2 246		0	1,177	1,069	0	0	0	1,069
123	DARDEN RESTAURANTS INC COM	237194105		10/14/2010	4/3/2012	1,221		0	1,074	147	0	0	0	147
124	COACH INC COM	189754104		10/9/2009	4/3/2012	2,284		0	1,036	1,248	0	0	0	1,248
125	CHEVRON CORP COM	166764100		7/9/2009	4/3/2012	2,249		0	1,332	917	0	0	0	917
126	CAPITAL ONE FINL CORP COM	14040H105		1/19/2010	4/3/2012	2,362		0	1,778	584	0	0	0	584
127	CAMERON INTL CORP COM	13342B105		8/17/2010	8/2/2012	1,225		0	971	254	0	0	0	254
128	CAMERON INTL CORP COM	13342B105		8/17/2010	4/3/2012	267		0	194	73	0	0	0	73
129	CAMERON INTL CORP COM	13342B105		8/18/2011	4/3/2012	1,070		0	921	149	0	0	0	149
130	CVS CAREMARK CORP COM	126650100		7/9/2009	4/3/2012	1,926		0	1,348	578	0	0	0	578
131	BE AEROSPACE INC COM	073302101		5/17/2011	4/3/2012	563		0	442	121	0	0	0	121
132	BE AEROSPACE INC COM	073302101		5/18/2011	4/3/2012	1,361		0	1,095	266	0	0	0	266
133	BAXTER INTL INC COM	071813109		7/9/2009	4/3/2012	60		0	53	7	0	0	0	7
134	BAXTER INTL INC COM	071813109		1/19/2010	4/3/2012	1,445		0	1,469	-24	0	0	0	-24
135	BANK OF AMERICA CORP COM	060505104		7/9/2009	4/3/2012	331		0	424	-93	0	0	0	-93
136	BANK OF AMERICA CORP COM	060505104		10/28/2009	4/3/2012	889		0	1,427	-538	0	0	0	-538
137	BB&T CORP COM	054937107		8/17/2010	4/3/2012	1,106		0	837	269	0	0	0	269
138	AUTODESK INC COM	052769106		6/8/2010	8/24/2012	3,423		0	2,974	449	0	0	0	449
139	AUTODESK INC COM	052769106		6/8/2010	4/3/2012	1,567		0	965	602	0	0	0	602
140	APPLE INC COM	037833100		7/9/2009	4/3/2012	5,659		0	1,234	4,425	0	0	0	4,425
141	APACHE CORP COM	037411105		7/9/2009	4/3/2012	1,685		0	1,179	506	0	0	0	506
142	AMGEN INC COM	031162100		5/13/2011	4/3/2012	1,627		0	1,454	173	0	0	0	173
143	AMAZON INC COM	023135106		2/9/2010	3/6/2012	3,058		0	2,014	1,044	0	0	0	1,044
144	AMAZON INC COM	023135106		2/9/2010	3/6/2012	2,174		0	1,422	752	0	0	0	752
145	ABERDEEN EQUITY LONG SHORT-I	003020336		2/18/2010	3/14/2012	778		0	735	43	0	0	0	43
146	ABERDEEN EQUITY LONG SHORT-I	003020336		12/20/2011	3/14/2012	222		0	211	11	0	0	0	11
147	ABBOTT LABS COM	002824100		1/21/2011	4/3/2012	2,570		0	2,016	554	0	0	0	554
148	ABB LTD SPONS ADR	000375204		7/9/2009	4/3/2012	835		0	631	204	0	0	0	204
149	ABB LTD SPONS ADR	000375204		10/9/2009	4/3/2012	448		0	457	-9	0	0	0	-9
150	ABB LTD SPONS ADR	000375204		7/9/2009	4/27/2012	3,469		0	2,831	638	0	0	0	638

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										0	0	0
1	ANNE E TOLLESON		1890 CASTLEWAY LANE	ATLANTA	GA	30345		BD OF TRUSTEES	AS REQ'D	0	0	0
2	G PATRICK TOLLESON		1890 CASTLEWAY LANE	ATLANTA	GA	30345		BD OF TRUSTEES	AS REQ'D	0	0	0
3	M KATHRYN TOLLESON		1890 CASTLEWAY LANE	ATLANTA	GA	30345		BD OF TRUSTEES	AS REQ'D	0	0	0
4	SARAH MEADOWS TOLLESON		1890 CASTLEWAY LANE	ATLANTA	GA	30345		BD OF TRUSTEES	AS REQ'D	0	0	0
5	LAURA E IMPERIAL		1890 CASTLEWAY LANE	ATLANTA	GA	30345		BD OF TRUSTEES	AS REQ'D	0	0	0

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

		Date		Amount
1	Credit from prior year return		1	
2	First quarter estimated tax payment		2	624
3	Second quarter estimated tax payment		3	624
4	Third quarter estimated tax payment		4	624
5	Fourth quarter estimated tax payment		5	624
6	Other payments		6	
7	Total		7	2,496

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	114,822
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	114,822

Part XIII, Line 2b, Column B (990-PF) - Undistributed Income for Prior Years

1	Undistributed income for the 3rd year 2010	1	1,375
2	Undistributed income for the 4th year 2009	2	
3	Undistributed income for the 5th year 2008	3	
4	Total	4	1,375

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

Recipient(s) paid during the year

Name					
FOCUS					
Street					
3825 PRESIDENTIAL PKWY, STE 103					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30340		
Relationship	**Foundation Status**				
NONE	PUBLIC				
Purpose of grant/contribution					**Amount**
GENERAL OPERATING					6,000
Name					
FRAGILE KIDS FOUNDATION					
Street					
3350 RIVERWOOD PKWY STE 1400					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30339		
Relationship	**Foundation Status**				
NONE	PUBLIC				
Purpose of grant/contribution					**Amount**
GENERAL OPERATING					5,000
Name					
KIPP METRO ATLANTA					
Street					
98 ANDERSON AVE NW					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30314		
Relationship	**Foundation Status**				
NONE	PUBLIC				
Purpose of grant/contribution					**Amount**
GENERAL OPERATING					12,000
Name					
COMMUNITY FRIENDSHIP					
Street					
85 RENAISSANCE PKWY NE					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30308		
Relationship	**Foundation Status**				
NONE	PUBLIC				
Purpose of grant/contribution					**Amount**
GENERAL OPERATING					7,000
Name					
ATLANTA MISSION					
Street					
PO BOX 1807					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30301		
Relationship	**Foundation Status**				
NONE	PUBLIC				
Purpose of grant/contribution					**Amount**
GENERAL OPERATING					9,000
Name					
SALVATION ARMY					
Street					
PO BOX 49247					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30359		
Relationship	**Foundation Status**				
NONE	PUBLIC				
Purpose of grant/contribution					**Amount**
GENERAL OPERATING					7,000

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

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
RESOURCE SERVICE MINISTRIES	751 RICE ST SW	ATLANTA	GA	30318		NONE	PUBLIC	GENERAL OPERATING	8,000
ATLANTA COMMUNITY FOOD BANK	732 JOSEPH E LOWERY BLVD	ATLANTA	GA	30318		NONE	PUBLIC	GENERAL OPERATING	7,000
INTERNATIONAL RESCUE COMMITTEE	122 E 42ND ST	NEW YORK	NY	10168		NONE	PUBLIC	GENERAL OPERATING	8,000
CENTER FOR RURAL PSYCHOLOGY	PO BOX 8071	ELBURN	IL	60119		NONE	PUBLIC	GENERAL OPERATING	8,000
SHEPHERD SPINAL CTR	2020 PEACHTREE RD NE	ATLANTA	GA	30309		NONE	PUBLIC	GENERAL OPERATING	3,000
INTERNATIONAL JUSTICE MISSION	PO BOX 58147	WASHINGTON	DC	20037		NONE	PUBLIC	GENERAL OPERATING	9,000

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

Recipient(s) paid during the year

Name	City	State	Zip Code	Foreign Country	Street	Relationship	Foundation Status	Purpose of grant/contribution	Amount
REDEEMER PRESBYTERIAN CHURCH	NEW ORLEANS	LA	70115		5937 MAGAZINE STREET	NONE	PUBLIC	GENERAL OPERATING	1,000
SHEPERD CENTER FOUNDATION	ATLANTA	GA	30309		2020 PEACHTREE RD NW	NONE	PUBLIC	GENERAL OPERATING	1,000
4 0 SCHOOLS	NEW ORLEANS	LA	70130		643 MAGAZINE ST #206	NONE	PUBLIC	GENERAL OPERATING	10,000
PARKWAY PARTNEWS	NEW ORLEANS	LA	70113		1137 BARONNE ST	NONE	PUBLIC	GENERAL OPERATING	2,000
ACTION MINISTRIES GA	ATLANTA	GA	30329		17 EXECUTIVE PARK DR, STE 540	NONE	PUBLIC	GENERAL OPERATING	15,000

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PORTFOLIO SUMMARY

TOLLESON FAMILY FOUNDATION IMA-CS
ACCOUNT NO. 7928838

AS OF 12/31/12

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	29,977.49	1.28 %	29,977.49	0.00	3	0.01 %
EQUITY SECURITIES	388,927.31	16.58 %	291,702.49	97,224.82	8,176	2.10 %
MUTUAL FUNDS	1,332,742.83	56.82 %	1,295,360.34	37,382.49	36,780	2.76 %
PROPRIETARY FUNDS	593,890.74	25.32 %	589,069.61	4,821.13	10,704	1.80 %
PRINCIPAL PORTFOLIO TOTAL	**2,345,538.37**	**100.00 %**	**2,206,109.93**	**139,428.44**	**55,662**	**2.37 %**
TOTAL ASSETS	2,345,538.37	100.00 %	2,206,109.93	139,428.44	55,662	2.37 %

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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE / MARKET PRICE / % OF MARKET	FED TAX COST / COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
PRINCIPAL PORTFOLIO						
STIF & MONEY MARKET FUNDS						
29,977.49	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	29,977.49 1.000 1.28 %	29,977.49 1.00	0.00	3	0.01 % 0.00 %
EQUITY SECURITIES						
ENERGY						
53	APACHE CORP COM CUSIP: 037411105	4,160.50 78.500 0.18 %	3,675.79 69.35	484.71	36	0.87 % 0.00 %
67	CAMERON INTL CORP COM CUSIP: 13342B105	3,782.82 56.460 0.16 %	2,601.97 38.84	1,180.85	0	0.00 % 0.00 %
72	CHEVRON CORP COM CUSIP: 166764100	7,786.08 108.140 0.33 %	4,566.83 63.43	3,219.25	259	3.33 % 0.00 %
77	NATIONAL OILWELL VARCO INC COM CUSIP: 637071101	5,262.95 68.350 0.22 %	4,978.79 64.66	284.16	40	0.76 % 0.00 %
63	OCCIDENTAL PETROLEUM CORP COM CUSIP: 674599105	4,826.43 76.610 0.21 %	3,873.55 61.48	952.88	136	2.82 % 0.00 %

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PORTFOLIO DETAIL

TOLLESON FAMILY FOUNDATION IMA-CS
ACCOUNT NO. 7928838

AS OF 12/31/12

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
90	SCHLUMBERGER LTD COM CUSIP: 806857108	6,236.87 69.299 0.27 %	4,992.95 55.48	1,243.92	99	1.59 % 0.00 %
164	WILLIAMS COS INC COM CUSIP: 969457100	5,369.36 32.740 0.23 %	2,953.63 18.01	2,415.73	213	3.97 % 0.00 %
TOTAL ENERGY		**37,425.01**	**27,643.51**	**9,781.50**	**784**	**2.09 %**
MATERIALS						
59	ECOLAB INC COM CUSIP: 278865100	4,242.10 71.900 0.18 %	3,502.70 59.37	739.40	54	1.27 % 0.00 %
59	FREEPORT-MCMORAN COPPER & GOLD INC COM CUSIP: 35671D857	2,017.80 34.200 0.09 %	1,393.13 23.61	624.67	74	3.67 % 0.00 %
40	PRAXAIR INC COM CUSIP: 74005P104	4,378.00 109.450 0.19 %	2,793.00 69.83	1,585.00	88	2.01 % 0.00 %
TOTAL MATERIALS		**10,637.90**	**7,688.83**	**2,949.07**	**216**	**2.03 %**

SUNTRUST

TOLLESON FAMILY FOUNDATION IMA-CS
ACCOUNT NO. 7928838

PORTFOLIO DETAIL

AS OF 12/31/12

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						
139	B/E AEROSPACE INC COM CUSIP: 073302101	6,866.60 49.400 0.29 %	4,939.50 35.54	1,927.10	0	0.00 % 0.00 %
77	EMERSON ELEC CO COM CUSIP: 291011104	4,077.92 52.960 0.17 %	2,395.33 31.11	1,682.59	126	3.09 % 0.00 %
35	FLOWSERVE CORP COM CUSIP: 34354P105	5,138.00 146.800 0.22 %	2,874.55 82.13	2,263.45	50	0.97 % 0.00 %
67	FLUOR CORP COM NEW CUSIP: 343412102	3,935.58 58.740 0.17 %	2,959.42 44.17	976.16	43	1.09 % 0.00 %
331	GENERAL ELECTRIC CO COM CUSIP: 369604103	6,947.69 20.990 0.30 %	4,308.04 13.02	2,639.65	252	3.63 % 0.00 %
69	PACCAR INC COM CUSIP: 693718108	3,119.49 45.210 0.13 %	3,460.60 50.15	341.11-	55	1.76 % 0.00 %
154	QUANTA SVCS INC COM CUSIP: 74762E102	4,202.66 27.290 0.18 %	3,501.69 22.74	700.97	0	0.00 % 0.00 %
35	UNION PACIFIC CORP COM CUSIP: 907818108	4,400.20 125.720 0.19 %	1,741.12 49.75	2,659.08	97	2.20 % 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
48	UNITED PARCEL SVC INC CL B COM CUSIP: 911312106	3,539.04 73.730 0.15 %	2,317.75 48.29	1,221.29	109	3.08 % 0.00 %
TOTAL INDUSTRIALS		**42,227.18**	**28,498.00**	**13,729.18**	**732**	**1.73 %**
CONSUMER DISCRETIONARY						
88	COACH INC COM CUSIP: 189754104	4,884.88 55.510 0.21 %	3,037.76 34.52	1,847.12	106	2.17 % 0.00 %
80	COMCAST CORP COM CL A CUSIP: 20030N101	2,988.80 37.360 0.13 %	2,762.78 34.53	226.02	52	1.74 % 0.00 %
77	DARDEN RESTAURANTS INC COM CUSIP: 237194105	3,470.39 45.070 0.15 %	3,444.80 44.74	25.59	154	4.44 % 0.00 %
106	HOME DEPOT INC COM CUSIP: 437076102	6,556.10 61.850 0.28 %	2,425.09 22.88	4,131.01	123	1.88 % 0.00 %
189	MACY'S INC COM CUSIP: 55616P104	7,374.78 39.020 0.31 %	4,739.55 25.08	2,635.23	151	2.05 % 0.00 %
124	MATTEL INC COM CUSIP: 577081102	4,540.88 36.620 0.19 %	3,668.46 29.58	872.42	154	3.39 % 0.00 %
140	WALT DISNEY CO COM CUSIP: 254687106	6,970.60 49.790 0.30 %	3,169.35 22.64	3,801.25	105	1.51 % 0.00 %
TOTAL CONSUMER DISCRETIONARY		**36,786.43**	**23,247.79**	**13,538.64**	**845**	**2.30 %**

SUNTRUST

TOLLESON FAMILY FOUNDATION IMA-CS
ACCOUNT NO. 7928838

PORTFOLIO DETAIL

AS OF 12/31/12

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						
65	BEAM INC COM CUSIP: 073730103	3,970.85 61.090 0.17 %	3,764.80 57.92	206.05	53	1.33 % 0.00 %
168	CVS CAREMARK CORP COM CUSIP: 126650100	8,122.80 48.350 0.35 %	5,735.93 34.14	2,386.87	151	1.86 % 0.00 %
54	PEPSICO INC COM CUSIP: 713448108	3,695.22 68.430 0.16 %	2,955.86 54.74	739.36	116	3.14 % 0.00 %
114	PHILIP MORRIS INTL INC COM CUSIP: 718172109	9,534.96 83.640 0.41 %	4,919.50 43.15	4,615.46	388	4.07 % 0.00 %
72	PROCTER & GAMBLE CO COM CUSIP: 742718109	4,888.08 67.890 0.21 %	3,795.71 52.72	1,092.37	162	3.31 % 0.00 %
49	WAL-MART STORES INC COM CUSIP: 931142103	3,343.27 68.230 0.14 %	3,538.84 72.22	195.57-	78	2.33 % 0.00 %
TOTAL CONSUMER STAPLES		**33,555.18**	**24,710.64**	**8,844.54**	**948**	**2.83 %**

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PORTFOLIO DETAIL

TOLLESON FAMILY FOUNDATION IMA-CS
ACCOUNT NO. 7928838

AS OF 12/31/12

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						
134	ABBOTT LABS COM CUSIP: 002824100	8,777.00 65.500 0.37 %	6,193.36 46.22	2,583.64	75	0.85 % 0.00 %
87	AMGEN INC COM CUSIP: 031162100	7,499.40 86.200 0.32 %	5,078.01 58.37	2,421.39	164	2.19 % 0.00 %
79	BAXTER INTL INC COM CUSIP: 071813109	5,266.14 66.660 0.22 %	4,198.45 53.14	1,067.69	142	2.70 % 0.00 %
97	EXPRESS SCRIPTS HLDG CO COM CUSIP: 30219G108	5,238.00 54.000 0.22 %	3,230.50 33.30	2,007.50	0	0.00 % 0.00 %
220	MERCK & CO INC PAR 0.5 COM CUSIP: 58933Y105	9,006.80 40.940 0.38 %	6,440.57 29.28	2,566.23	378	4.20 % 0.00 %
326	PFIZER INC COM CUSIP: 717081103	8,175.85 25.079 0.35 %	6,140.47 18.84	2,035.38	313	3.83 % 0.00 %
118	TEVA PHARMACEUTICAL INDS LTD SPONS ADR CUSIP: 881624209	4,406.12 37.340 0.19 %	6,477.44 54.89	2,071.32-	95	2.16 % 0.00 %
TOTAL HEALTH CARE		**48,369.31**	**37,758.80**	**10,610.51**	**1,167**	**2.41 %**

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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
FINANCIALS						
95	ALLSTATE CORP COM CUSIP: 020002101	3,816.15 40.170 0.16 %	3,655.81 38.48	160.34	84	2.20 % 0.00 %
390	BANK OF AMERICA CORP COM CUSIP: 060505104	4,527.90 11.610 0.19 %	4,726.10 12.12	198.20-	16	0.35 % 0.00 %
119	BB&T CORP COM CUSIP: 054937107	3,464.09 29.110 0.15 %	2,844.56 23.90	619.53	95	2.74 % 0.00 %
132	CAPITAL ONE FINL CORP COM CUSIP: 14040H105	7,646.76 57.930 0.33 %	5,052.54 38.28	2,594.22	26	0.34 % 0.00 %
39	GOLDMAN SACHS GROUP INC COM CUSIP: 38141G104	4,974.84 127.560 0.21 %	5,801.47 148.76	826.63-	78	1.57 % 0.00 %
178	HARTFORD FINL SVCS GROUP INC COM CUSIP: 416515104	3,994.32 22.440 0.17 %	5,097.47 28.64	1,103.15-	71	1.78 % 0.00 %
131	INVESCO LTD USD0.2 BERMUDA COM CUSIP: G491BT108	3,417.79 26.090 0.15 %	2,123.27 16.21	1,294.52	90	2.63 % 0.00 %
189	JP MORGAN CHASE & CO COM CUSIP: 46625H100	8,310.16 43.969 0.35 %	6,372.74 33.72	1,937.42	227	2.73 % 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
243	MORGAN STANLEY COM CUSIP: 617446448	4,646.16 19.120 0.20 %	5,085.08 20.93	438.92-	49	1.05 % 0.00 %
105	PNC FINL SVCS GROUP INC COM CUSIP: 693475105	6,122.55 58.310 0.26 %	6,371.38 60.68	248.83-	168	2.74 % 0.00 %
200	WELLS FARGO & CO COM NEW CUSIP: 949746101	6,836.00 34.180 0.29 %	4,739.58 23.70	2,096.42	176	2.57 % 0.00 %
TOTAL FINANCIALS		**57,756.72**	**51,870.00**	**5,886.72**	**1,080**	**1.87 %**
INFORMATION TECHNOLOGY						
32	APPLE INC COM CUSIP: 037833100	17,029.54 532.173 0.73 %	4,388.00 137.13	12,641.54	339	1.99 % 0.00 %
218	EMC CORP COM CUSIP: 268648102	5,515.40 25.300 0.24 %	2,787.82 12.79	2,727.58	0	0.00 % 0.00 %
12	GOOGLE INC CL A COM CUSIP: 38259P508	8,488.56 707.380 0.36 %	4,967.34 413.94	3,521.22	0	0.00 % 0.00 %
300	INTEL CORP COM CUSIP: 458140100	6,186.00 20.620 0.26 %	6,308.82 21.03	122.82-	270	4.36 % 0.00 %
35	INTERNATIONAL BUSINESS MACHS CORP COM CUSIP: 459200101	6,704.25 191.550 0.29 %	5,696.19 162.75	1,008.06	119	1.77 % 0.00 %

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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
71	INTUIT INC COM CUSIP: 461202103	4,222.75 59.475 0.18 %	3,346.12 47.13	876.63	48	1.14 % 0.00 %
250	MICROSOFT CORP COM CUSIP: 594918104	6,677.43 26.710 0.28 %	7,674.10 30.70	996.67-	230	3.44 % 0.00 %
237	ORACLE CORP COM CUSIP: 68389X105	7,896.84 33.320 0.34 %	5,121.77 21.61	2,775.07	57	0.72 % 0.00 %
91	QUALCOMM CORP COM CUSIP: 747525103	5,629.22 61.860 0.24 %	5,071.38 55.73	557.84	91	1.62 % 0.00 %
74	TERADATA CORP DEL COM CUSIP: 88076W103	4,579.86 61.890 0.20 %	3,661.98 49.49	917.88	0	0.00 % 0.00 %
57	VISA INC CL A COM CUSIP: 92826C839	8,640.06 151.580 0.37 %	3,501.04 61.42	5,139.02	75	0.87 % 0.00 %
TOTAL INFORMATION TECHNOLOGY		81,569.91	52,524.56	29,045.35	1,230	1.51 %

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PORTFOLIO DETAIL

TOLLESON FAMILY FOUNDATION IMA-CS
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AS OF 12/31/12

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						
160	VERIZON COMMUNICATIONS INC COM CUSIP: 92343V104	6,923.20 43.270 0.30 %	4,369.91 27.31	2,553.29	330	4.77 % 0.00 %
MUTUAL FUNDS-EQUITY						
195	ISHARES TR DOW JONES SELECT DIVIDEND INDEX ETF CUSIP: 464287168	11,161.80 57.240 0.48 %	10,970.54 56.26	191.26	414	3.71 % 0.00 %
172	ISHARES TR RUSSELL 1000 GROWTH INDEX ETF CUSIP: 464287614	11,264.28 65.490 0.48 %	11,334.16 65.90	69.88-	186	1.65 % 0.00 %
79	SPDR S&P 500 ETF TR CUSIP: 78462F103	11,250.39 142.410 0.48 %	11,085.75 140.33	164.64	245	2.18 % 0.00 %
TOTAL MUTUAL FUNDS-EQUITY		33,676.47	33,390.45	286.02	845	2.51 %
TOTAL EQUITY SECURITIES		**388,927.31**	**291,702.49**	**97,224.82**	**8,176**	**2.10 %**

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
MUTUAL FUNDS						
4,463.882	ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL CUSIP: 003020336	51,200.73 11.470 2.18 %	50,435.04 11.30	765.69	0	0.00 % 0.00 %
7,458.223	DOUBLELINE FDS TR TOTAL RETURN BD FD CL I CUSIP: 258620103	84,501.67 11.330 3.60 %	84,800.00 11.37	298.33-	5,362	6.35 % 0.00 %
2,834.828	EATON VANCE GROWTH TR ATLANTA CAP SMID-CAP FD INSTL CL CUSIP: 277902698	51,763.96 18.260 2.21 %	50,139.88 17.69	1,624.08	0	0.00 % 0.00 %
7,651.127	FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL CUSIP: 34984T600	84,774.49 11.080 3.61 %	82,701.94 10.81	2,072.55	23	0.03 % 0.00 %
10,994.065	MANNING & NAPIER FDS WORLD OPPTYS SER CL A CUSIP: 563821545	85,204.00 7.750 3.63 %	83,927.18 7.63	1,276.82	1,330	1.56 % 0.00 %
14,888.045	NEUBERGER BERMAN INCOME FDS HIGH INCOME BD FD CL INSTL CUSIP: 64128K868	141,138.67 9.480 6.02 %	129,955.13 8.73	11,183.54	8,814	6.24 % 0.00 %
1,245.132	OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y CUSIP: 683974505	43,430.20 34.880 1.85 %	38,193.64 30.67	5,236.56	310	0.71 % 0.00 %
5,119.567	PIMCO FDS EMERGING LOCAL BD FD INSTL CL CUSIP: 72201F516	56,212.85 10.980 2.40 %	55,547.30 10.85	665.55	2,432	4.33 % 0.00 %

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22,795.981	PIMCO FDS INVT GRADE CORP BD FD INSTL CL CUSIP: 722005816	253,491.31 11.120 10.81 %	237,913.18 10.44	15,578.13	10,714	4.23 % 0.00 %
16,114.494	PIMCO FDS LOW DURATION FD INSTL CL CUSIP: 693390304	169,363.33 10.510 7.22 %	168,333.41 10.45	1,029.92	4,335	2.56 % 0.00 %
14,912.039	VANGUARD SCOTTSDALE FDS MTG-BACKED SECS INDEX FD CL SIGNAL CUSIP: 92206C755	311,661.62 20.900 13.29 %	313,413.64 21.02	1,752.02-	3,460	1.11 % 0.00 %
TOTAL MUTUAL FUNDS		1,332,742.83	1,295,360.34	37,382.49	36,780	2.76 %
PROPRIETARY FUNDS						
57,547.552	RIDGEWORTH FD-INTERMEDIATE BD I SHS #RGCF CUSIP: 76628T702	593,890.74 10.320 25.32 %	589,069.61 10.24	4,821.13	10,704	1.80 % 0.00 %
PRINCIPAL PORTFOLIO TOTAL		**2,345,538.37**	**2,206,109.93**	**139,428.44**	**55,662**	**2.37 %**
TOTAL ASSETS		**2,345,538.37**	**2,206,109.93**	**139,428.44**	**55,662**	**2.37 %**