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: HS & CG PATTERSON JR CHAR FD TR

A Employer identification number: 20-6369229

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

B Telephone number (see instructions): (804) 270-8098

City or town, state, and ZIP code: ORLANDO FL 32802-1908

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)* ▶ $ 6,860,486

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).)*

	Line	Description	(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)	80,777			
	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	173,213	171,240		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	46,043			
	b	Gross sales price for all assets on line 6a 2,394,163				
	7	Capital gain net income (from Part IV, line 2)		46,043		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	300,033	217,283	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	71,204	35,602		35,602
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	10,206	1,304		
	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	81,410	36,906	0	35,602
	25	Contributions, gifts, grants paid	261,120			261,120
	26	**Total expenses and disbursements.** Add lines 24 and 25	342,530	36,906	0	296,722
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-42,497			
	b	**Net investment income** (if negative, enter -0-)		180,377		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	230,118	361,495	361,495
	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)	5,953,638	2,608,472	3,278,632
	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)		3,157,339	3,220,362
	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)	6,183,756	6,127,306	6,860,489
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		6,127,306	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	6,183,756		
	30	**Total net assets or fund balances** (see instructions)	6,183,756	6,127,306	
	31	**Total liabilities and net assets/fund balances** (see instructions)	6,183,756	6,127,306	

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	6,183,756
2	Enter amount from Part I, line 27a	2	-42,497
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,141,259
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	13,953
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,127,306

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	46,043
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		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	3,608
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	3,608
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	3,608
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a 7,411		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	7,411
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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	3,803
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 3,608 **Refunded** ▶	11	195

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		
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) ▶ VA			
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 ▶			
	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			
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		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 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		
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**

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** No: X

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
SUNTRUST BANKS, INC P.O BOX 1908 ORLANDO, FL 32802-1908 0	TRUSTEE AS REQ'D	71,204		

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	6,508,589
b	Average of monthly cash balances	1b	265,515
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	6,774,104
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	6,774,104
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	101,612
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,672,492
6	**Minimum investment return.** Enter 5% of line 5	6	333,625

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	333,625
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,608		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,608
3	Distributable amount before adjustments Subtract line 2c from line 1			3	330,017
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	330,017
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	330,017

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	296,722
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	296,722
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	296,722

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				330,017
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			260,541	
b	Total for prior years 20____, 20____, 20____				
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 ▶ $ 296,722				
a	Applied to 2011, but not more than line 2a			260,541	
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2012 distributable amount				36,181
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				293,836
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 (a) 2012	Prior 3 years (b) 2011	(c) 2010	(d) 2009	(e) Total
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				261,120
b *Approved for future payment* NONE				
Total ▶ 3b				0

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

Recipient(s) paid during the year

Name				
VIRGINIA MUSEUM OF TRANSPORTATION, INC				
Street 303 NORFOLK AVE SW				
City ROANOKE	**State** VA	**Zip Code** 24016	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL OPERATING				**Amount** 12,000

Name				
AMHERST COUNTY MUSEUM				
Street 154 S MAIN ST				
City AMHERST	**State** VA	**Zip Code** 24521	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL OPERATING				**Amount** 5,720

Name				
J.E B STUART BIRTHPLACE				
Street P.O BOX 1210				
City STUART	**State** VA	**Zip Code** 24171-1210	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL OPERATING				**Amount** 7,500

Name				
PHOEBE NEEDLES CENTER INC				
Street 732 TURNERS CREEK RD				
City CALLAWAY	**State** VA	**Zip Code** 24067	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL OPERATING				**Amount** 33,200

Name				
TRINITY EPISCOPAL CHURCH				
Street 9325 WEST ST				
City MANASSAS	**State** VA	**Zip Code** 20110	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL OPERATING				**Amount** 13,200

Name				
ST THOMAS EPISCOPAL CHURCH				
Street 8991 BROOK RD				
City MCLEAN	**State** VA	**Zip Code** 22102	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL OPERATING				**Amount** 21,000

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

Recipient(s) paid during the year

Name				
ST. STEPHENS CHURCH				
Street				
9203 BRADDOCK RD				
City	**State**	**Zip Code**	**Foreign Country**	
BURKE	VA	22015		
Relationship	**Foundation Status**			
NONE	501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING				15,000

Name				
MARTINSVILLE-HENRY COUNTY HISTORICAL SOCIETY				
Street				
PO BOX 432				
City	**State**	**Zip Code**	**Foreign Country**	
MARTINSVILLE	VA	24114		
Relationship	**Foundation Status**			
NONE	501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING				12,000

Name				
FINE ARTS CENTER FOR THE NEW RIVER VALLEY				
Street				
21 2ND ST NW				
City	**State**	**Zip Code**	**Foreign Country**	
PULASKI	VA	24301		
Relationship	**Foundation Status**			
NONE	501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING				25,000

Name				
PIEDMONT ARTS ASSOCIATION				
Street				
215 STARLING AVE				
City	**State**	**Zip Code**	**Foreign Country**	
MARTINSVILLE	VA	24412		
Relationship	**Foundation Status**			
NONE	501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING				30,000

Name				
EMORY AND HENRY COLLEGE				
Street				
30461 GARNAND DR				
City	**State**	**Zip Code**	**Foreign Country**	
EMORY	VA	24327		
Relationship	**Foundation Status**			
NONE	501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING				10,000

Name				
RANDOLPH COLLEGE				
Street				
2500 RIVERMONT AVE				
City	**State**	**Zip Code**	**Foreign Country**	
LYNCHBURG	VA	24503		
Relationship	**Foundation Status**			
NONE	501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING				24,000

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

Recipient(s) paid during the year

Field	Value
Name	CHRIST EPISCOPAL CHURCH
Street	100 W JEFFERSON STREET
City	CHARLOTTESVILLE
State	VA
Zip Code	22902
Foreign Country	
Relationship	NONE
Foundation Status	501(c)(3) PUBLIC CHARITY
Purpose of grant/contribution	GENERAL OPERATING
Amount	12,500

Field	Value
Name	SCIENCE MUSEUM OF WESTERN VIRGINIA
Street	1 MARKET ST SE #4
City	ROANOKE
State	VA
Zip Code	24011
Foreign Country	
Relationship	NONE
Foundation Status	501(c)(3) PUBLIC CHARITY
Purpose of grant/contribution	GENERAL OPERATING
Amount	40,000

Field	Value
Name	
Street	
City	
State	
Zip Code	
Foreign Country	
Relationship	
Foundation Status	
Purpose of grant/contribution	
Amount	

Field	Value
Name	
Street	
City	
State	
Zip Code	
Foreign Country	
Relationship	
Foundation Status	
Purpose of grant/contribution	
Amount	

Field	Value
Name	
Street	
City	
State	
Zip Code	
Foreign Country	
Relationship	
Foundation Status	
Purpose of grant/contribution	
Amount	

Field	Value
Name	
Street	
City	
State	
Zip Code	
Foreign Country	
Relationship	
Foundation Status	
Purpose of grant/contribution	
Amount	

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	173,213	
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	46,043	
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		219,256	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 219,256

(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

Barbara Allred | 5/1/2013 | 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		5/1/2013		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	20,189
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	2,394,163	2,348,120	46,043
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	PIMCO COMMODITY REALRT	722005667			7/20/2009		9/13/2012	8,527	8,374				0	153
2	X	PROCTER & GAMBLE CO CO	742718109			11/3/2010		8/2/2012	7,355	7,433				0	-78
3	X	PROCTER & GAMBLE CO CO	742718109			7/18/2011		8/2/2012	7,291	7,428				0	-137
4	X	PROCTER & GAMBLE CO CO	742718109			10/8/2010		8/2/2012	4,375	4,268				0	107
5	X	RIDGEWORTH FD-SHORT TE	76628T611			3/14/2012		9/13/2012	50,000	49,701				0	299
6	X	RIDGEWORTH FD-SEIX FLT H	76628T678			6/4/2010		9/13/2012	52,417	50,480				0	1,937
7	X	RIDGEWORTH FD-SEIX FLT H	76628T678			3/14/2012		9/13/2012	20,249	20,000				0	249
8	X	RIDGEWORTH FD-INTERMED	76628T702			6/4/2010		6/29/2012	10,000	10,227				0	-227
9	X	RIDGEWORTH FD-INTERMED	76628T702			6/4/2010		9/13/2012	85,000	86,522				0	-1,522
10	X	SCHRODER US SMALL/MID C	80809R204			2/22/2011		9/13/2012	102,762	99,222				0	3,540
11	X	SENTINEL SMALL CO-I	81728B825			7/20/2009		9/4/2012	70,265	47,602				0	22,663
12	X	SENTINEL SMALL CO-I	81728B825			10/26/2009		9/4/2012	50,445	38,509				0	11,936
13	X	TEMPLETON GLOBAL BD-AD	880208400			2/23/2010		9/13/2012	32,738	31,654				0	1,084
14	X	TEMPLETON GLOBAL BD-AD	880208400			6/4/2010		9/13/2012	51,712	50,000				0	1,712
15	X	TEMPLETON GLOBAL BD-AD	880208400			8/19/2010		9/13/2012	8,393	8,424				0	-31
16	X	TEMPLETON GLOBAL BD-AD	880208400			11/15/2010		9/13/2012	49,041	50,000				0	-959
17	X	TEMPLETON GLOBAL BD-AD	880208400			6/8/2011		9/13/2012	28,703	29,978				0	-1,275
18	X	TEXAS INSTRS INC COM	882508104			8/2/2006		12/20/2012	14,862	14,018				0	844
19	X	TEXAS INSTRS INC COM	882508104			7/20/2009		12/20/2012	1,811	1,348				0	463
20	X	TEXAS INSTRS INC COM	882508104			5/24/2010		12/20/2012	2,186	1,716				0	470
21	X	TEXAS INSTRS INC COM	882508104			10/8/2010		12/20/2012	4,777	4,403				0	374
22	X	TEXAS INSTRS INC COM	882508104			10/25/2010		12/20/2012	3,591	3,328				0	263
23	X	TEXAS INSTRS INC COM	882508104			7/18/2011		12/20/2012	4,371	4,299				0	72
24	X	TEXAS INSTRS INC COM	882508104			7/29/2011		12/20/2012	1,717	1,652				0	65
25	X	TEXAS INSTRS INC COM	882508104			10/19/2011		12/20/2012	9,835	9,644				0	191
26	X	TEXAS INSTRS INC COM	882508104			9/13/2012		12/20/2012	2,810	2,567				0	243
27	X	THERMO FISHER SCIENTIFIC	883556102			7/24/2008		1/30/2012	11,248	12,706				0	-1,458
28	X	THERMO FISHER SCIENTIFIC	883556102			7/20/2009		1/30/2012	1,256	993				0	263
29	X	THERMO FISHER SCIENTIFIC	883556102			5/24/2010		1/30/2012	2,616	2,537				0	79
30	X	THERMO FISHER SCIENTIFIC	883556102			10/8/2010		1/30/2012	6,435	5,849				0	586
31	X	THERMO FISHER SCIENTIFIC	883556102			10/25/2010		1/30/2012	1,046	1,004				0	42
32	X	THERMO FISHER SCIENTIFIC	883556102			7/18/2011		1/30/2012	2,877	3,474				0	-597
33	X	THERMO FISHER SCIENTIFIC	883556102			7/29/2011		1/30/2012	2,145	2,481				0	-336
34	X	US BANK NATL ASSN 6 300	90333WAB4			8/13/2007		8/22/2012	269,700	258,318				0	11,382
35	X	WHIRLPOOL CORP COM	963320106			4/15/2011		1/30/2012	20,506	32,585				0	-12,079
36	X	WHIRLPOOL CORP COM	963320106			7/18/2011		1/30/2012	3,238	4,591				0	-1,353
37	X	WHIRLPOOL CORP COM	963320106			7/29/2011		1/30/2012	2,752	3,546				0	-794
38	X	WPX ENERGY INC COM	98212B103			3/1/2010		1/10/2012	11	8				0	3
39	X	WPX ENERGY INC COM	98212B103			3/1/2010		4/12/2012	3,709	2,746				0	963
40	X	WPX ENERGY INC COM	98212B103			5/24/2010		4/12/2012	813	527				0	286
41	X	WPX ENERGY INC COM	98212B103			10/8/2010		4/12/2012	1,442	960				0	482
42	X	WPX ENERGY INC COM	98212B103			10/25/2010		4/12/2012	813	582				0	231
43	X	WPX ENERGY INC COM	98212B103			7/18/2011		4/12/2012	705	716				0	-11
44	X	ABB LTD SPONS ADR	000375204			5/24/2010		4/27/2012	1,697	1,514				0	183
45	X	ABB LTD SPONS ADR	000375204			10/8/2010		4/27/2012	6,485	7,520				0	-1,035
46	X	ABB LTD SPONS ADR	000375204			10/25/2010		4/27/2012	3,488	4,202				0	-714
47	X	ABB LTD SPONS ADR	000375204			7/18/2011		4/27/2012	4,053	5,321				0	-1,268
48	X	ABB LTD SPONS ADR	000375204			7/29/2011		4/27/2012	3,261	4,159				0	-898
49	X	ABB LTD SPONS ADR	000375204			7/8/2008		4/27/2012	3,507	5,026				0	-1,519
50	X	ABB LTD SPONS ADR	000375204			7/20/2009		4/27/2012	1,225	1,090				0	135
51	X	ABB LTD SPONS ADR	000375204			10/2/2009		4/27/2012	10,350	10,687				0	-337
52	X	AMAZON INC COM	023135106			2/9/2010		3/6/2012	15,216	9,953				0	5,263
53	X	AMAZON INC COM	023135106			2/9/2010		3/6/2012	19,967	13,152				0	6,815
54	X	AUTODESK INC COM	052769106			6/8/2010		8/24/2012	21,619	18,785				0	2,834
55	X	AUTODESK INC COM	052769106			10/8/2010		8/24/2012	4,144	4,350				0	-206
56	X	AUTODESK INC COM	052769106			7/18/2011		8/24/2012	4,204	4,995				0	-791
57	X	AUTODESK INC COM	052769106			7/29/2011		8/24/2012	2,642	3,048				0	-406
58	X	CAMERON INTL CORP COM	13342B105			7/18/2011		8/2/2012	3,185	3,269				0	-84
59	X	CAMERON INTL CORP COM	13342B105			8/18/2011		8/2/2012	8,085	7,597				0	488
60	X	CITIGROUP INC 6 000% 2	172967BJ9			6/26/2007		2/21/2012	250,000	254,580				0	-4,580
61	X	WALT DISNEY CO COM	254687106			7/18/2011		9/7/2012	10,093	7,592				0	2,501
62	X	WALT DISNEY CO COM	254687106			7/29/2011		9/7/2012	2,122	1,588				0	534
63	X	WALT DISNEY CO COM	254687106			10/8/2010		9/7/2012	2,019	1,351				0	668
64	X	GENERAL ELEC CAP 5 875	36962GXS8			2/10/2006		2/15/2012	250,000	259,645				0	-9,645
65	X	GENERAL MILLS INC COM	370334104			8/12/2011		8/17/2012	28,223	26,573				0	1,650
66	X	GENERAL MILLS INC COM	370334104			10/19/2011		8/17/2012	13,055	13,501				0	-446
67	X	GOLDMAN SACHS GROUP 5	38141GCG7			11/23/2005		9/1/2012	100,000	102,751				0	-2,751
68	X	HOME DEPOT INC COM	437076102			7/18/2011		9/7/2012	10,560	6,617				0	3,943

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

	Amount
Long Term CG Distributions	20,189
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	2,394,163	2,348,120	46,043
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	HOME DEPOT INC COM	437076102			7/29/2011		9/7/2012	4,053	2,496				0	1,557
70	X	HOME DEPOT INC COM	437076102			10/8/2010		9/7/2012	2,512	1,406				0	1,106
71	X	HOME DEPOT INC COM	437076102			10/8/2010		12/20/2012	5,618	2,907				0	2,711
72	X	HOME DEPOT INC COM	437076102			9/13/2012		12/20/2012	6,174	5,708				0	466
73	X	HOME DEPOT INC COM	437076102			10/25/2010		12/20/2012	6,421	3,288				0	3,133
74	X	HUNT JB TRANSPORT SVCS I	445658107			7/18/2011		1/30/2012	4,816	4,562				0	254
75	X	HUNT JB TRANSPORT SVCS I	445658107			7/29/2011		1/30/2012	4,157	3,723				0	434
76	X	HUNT JB TRANSPORT SVCS I	445658107			10/8/2010		1/30/2012	3,701	2,600				0	1,101
77	X	HUNT JB TRANSPORT SVCS I	445658107			9/28/2009		9/7/2012	13,889	8,672				0	5,217
78	X	HUNT JB TRANSPORT SVCS I	445658107			12/23/2009		9/7/2012	11,359	7,314				0	4,045
79	X	HUNT JB TRANSPORT SVCS I	445658107			5/24/2010		9/7/2012	4,905	3,239				0	1,666
80	X	HUNT JB TRANSPORT SVCS I	445658107			10/8/2010		9/7/2012	1,291	890				0	401
81	X	MACY'S INC COM	55616P104			10/19/2011		9/7/2012	11,905	8,774				0	3,131
82	X	MANNING & NAPIER WORLD (	563821545			2/22/2011		6/29/2012	18,199	23,480				0	-5,281
83	X	MANNING & NAPIER WORLD (	563821545			4/18/2011		6/29/2012	53,188	68,548				0	-15,360
84	X	MANNING & NAPIER WORLD (	563821545			7/18/2011		6/29/2012	73,614	92,969				0	-19,355
85	X	MANNING & NAPIER WORLD (	563821545			7/18/2011		9/13/2012	19,880	22,813				0	-2,933
86	X	MANNING & NAPIER WORLD (	563821545			10/25/2010		9/13/2012	80,120	90,684				0	-10,564
87	X	NEUBERGER BERMAN HIGH I	64128K868			3/14/2012		6/29/2012	10,000	10,043				0	-43
88	X	OCCIDENTAL PETROLEUM C(	674599105			7/18/2011		1/30/2012	8,425	8,915				0	-490
89	X	OCCIDENTAL PETROLEUM C(	674599105			7/29/2011		1/30/2012	6,641	6,636				0	5
90	X	OCCIDENTAL PETROLEUM C(	674599105			10/25/2010		1/30/2012	2,775	2,259				0	516
91	X	ORACLE CORP COM	68389X105			7/18/2011		8/24/2012	956	955				0	1
92	X	PIMCO FOREIGN BD US$ HED	693390882			3/14/2012		6/29/2012	10,000	9,843				0	157
93	X	PIMCO FOREIGN BD US$ HED	693390882			3/14/2012		9/13/2012	94,804	90,157				0	4,647
94	X	PEPSICO INC COM	713448108			10/8/2010		4/12/2012	2,870	2,886				0	-16
95	X	PEPSICO INC COM	713448108			10/25/2010		4/12/2012	2,609	2,613				0	-4
96	X	PEPSICO INC COM	713448108			7/18/2011		4/12/2012	6,197	6,506				0	-309
97	X	PEPSICO INC COM	713448108			7/29/2011		4/12/2012	5,153	5,067				0	86
98	X	PEPSICO INC COM	713448108			5/24/2010		4/12/2012	3,066	2,960				0	106
99	X	PIMCO COMMODITY REALRT(	722005667			5/24/2010		9/13/2012	8,331	8,480				0	-149
100	X	PROCTER & GAMBLE CO COM	742718109			10/25/2010		8/2/2012	1,585	1,596				0	-11
101	X	PIMCO COMMODITY REALRT(	722005667			4/16/2009		9/13/2012	89,015	79,845				0	9,170

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		10,206	1,304	0	0
1	FOREIGN TAX WITHHELD	1,304	1,304		
2	PY EXCISE TAX DUE	1,491			
3	ESTIMATED EXCISE PAYMENTS	7,411			

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
			5,953,638	2,608,472	0	3,278,632
1			5,953,638			
2	AMGEN INC COM	0		43,919		70,943
3	APACHE CORP COM	0		40,331		38,622
4	APPLE INC COM	0		71,967		159,652
5	BB&T CORP COM	0		26,707		31,934
6	BANK OF AMERICA CORP COM	0		42,335		42,435
7	BAXTER INTL INC COM	0		39,591		49,595
8	B/E AEROSPACE INC COM	0		47,259		63,578
9	CVS CAREMARK CORP COM	0		50,547		74,169
10	CAPITAL ONE FINL CORP COM	0		50,929		71,544
11	CHEVRON CORP COM	0		36,486		70,507
12	COACH INC COM	0		33,437		46,018
13	COMCAST CORP COM CL A	0		24,348		26,339
14	DARDEN RESTAURANTS INC COM	0		33,120		32,360
15	WALT DISNEY CO COM	0		43,953		63,333
16	EMC CORP COM	0		38,332		50,296
17	ECOLAB INC COM	0		33,246		40,264
18	EMERSON ELEC CO COM	0		37,922		41,415
19	FLUOR CORP COM NEW	0		30,085		36,595
20	FLOWSERVE CORP COM	0		30,352		49,472
21	FREEPORT-MCMORAN COPPER AND CO	0		12,928		18,810
22	GENERAL ELEC CO COM	0		68,146		62,319
23	GOLDMAN SACHS GROUP INC COM	0		51,271		44,391
24	GOOGLE INC CL A COM	0		47,016		74,275
25	HARTFORD FINL SVCS GROUP INC COM	0		47,274		39,876
26	HOME DEPOT INC COM	0		23,516		57,953
27	INTEL CORP COM	0		56,148		55,055
28	INTERNATIONAL BUSINESS MACHS COM	0		50,452		59,380
29	INTUIT INC COM	0		31,654		39,789
30	ABBOTT LABS COM	0		64,212		81,548
31	ALLSTATE CORP COM	0		32,341		33,743
32	JP MORGAN CHASE AND COM	0		66,274		75,715
33	MATTEL INC COM	0		35,353		43,761
34	MICROSOFT CORP COM	0		70,088		60,898
35	MORGAN STANLEY COM	0		43,370		41,490
36	NATIONAL OILWELL VARCO INC COM	0		45,447		47,162
37	OCCIDENTAL PETE CORP COM	0		45,204		47,192
38	ORACLE CORP COM	0		52,937		71,538
39	PNC FINL SVCS GROUP INC COM	0		58,844		58,310
40	PACCAR INC COM	0		33,737		31,059
41	PEPSICO INC COM	0		27,918		34,968
42	PFIZER INC COM	0		56,217		73,859
43	PRAXAIR INC COM	0		27,443		40,934
44	PROCTER & GAMBLE CO COM	0		36,248		43,517
45	QUALCOMM CORP COM	0		45,709		50,849
46	QUANTA SVCS INC COM	0		31,593		39,188

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
			5,953,638	2,608,472	0	3,278,632
47	SCHLUMBERGER LTD COM	0		57,833		54,815
48	TEVA PHARMACEUTICAL INDS LTD ADR	0		59,349		41,858
49	UNION PACIFIC CORP COM	0		18,439		39,225
50	UNITED PARCEL SVC INC CL B COM	0		25,198		33,621
51	VERIZON COMMUNICATIONS COM	0		49,082		64,775
52	WAL-MART STORES INC COM	0		32,039		30,226
53	WELLS FARGO & CO COM NEW	0		53,544		64,122
54	WILLIAMS COS INC COM	0		28,245		48,521
55	CAMERON INTL CORP COM	0		24,646		34,271
56	MACY'S INC COM	0		45,764		67,505
57	TERADATA CORP DEL COM	0		37,394		45,118
58	INVESCO LTD BERMUDA COM	0		29,305		31,021
59	PHILIP MORRIS INTL COM	0		55,180		85,898
60	VISA INC CL A COM	0		38,175		79,276
61	MERCK AND INC COM	0		74,053		86,138
62	BEAM INC COM	0		34,765		36,776
63	EXPRESS SCRIPTS HLDG CO COM	0		29,255		48,816

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
			0	3,157,339	3,220,362
1				0	
2	PIMCO LOW DURATION-I		0	162,192	162,621
3	FORUM ABSOLUTE STRATEGIES-I		0	289,399	303,329
4	MANNING & NAPIER WORLD OPPTYS-A		0	380,768	377,880
5	RIDGEWORTH FD-INTERMEDIATE BD RG		0	350,921	346,199
6	RIDGEWORTH FD-SHORT TERM BD RGC		0	122,299	123,096
7	RIDGEWORTH FD-US GOV SEC ULTRA R		0	200,000	200,988
8	PIMCO INVT GRADE CORP BD-I		0	167,381	169,083
9	JANUS PERKINS SMALL CAP VALUE-I		0	148,644	149,654
10	ABERDEEN EQUITY LONG SHORT-I		0	176,360	182,267
11	OPPENHEIMER DEVELOPING MKTS INSTI		0	241,731	283,586
12	DOUBLELINE TOTAL RETURN BD-I		0	175,000	174,078
13	PIMCO EMERGING LOCAL BD-I		0	100,000	101,012
14	NEUBERGER BERMAN HIGH INCOME BD-		0	208,292	215,991
15	WASATCH 1ST SOURCE LONG/SHORT		0	300,000	297,438
16	T ROWE PRICE DIVRSFD SMALLCAP GRO		0	134,352	133,140

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 5 - Decreases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	12,501
2	PY RETURN OF CAPITAL ADJUSTMENT	2	1,452
3	Total	3	13,953

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

	Amount
Long Term CG Distributions	20,189
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
						2,373,974	0	0	2,348,120	25,854	0	0	0	25,854
1	PIMCO COMMODITY REALRTN STRATE	722005667		7/20/2009	9/13/2012	8,527		0	8,374	153	0	0	0	153
2	PROCTER & GAMBLE CO COM	742718109		11/3/2010	8/2/2012	7,355		0	7,433	-78	0	0	0	-78
3	PROCTER & GAMBLE CO COM	742718109		7/18/2011	8/2/2012	7,291		0	7,428	-137	0	0	0	-137
4	PROCTER & GAMBLE CO COM	742718109		10/8/2010	8/2/2012	4,375		0	4,268	107	0	0	0	107
5	RIDGEWORTH FD-SHORT TERM BD R	76628T611		3/14/2012	9/13/2012	50,000		0	49,701	299	0	0	0	299
6	RIDGEWORTH FD-SEIX FLT HGH INCM	76628T678		6/4/2010	9/13/2012	52,417		0	50,480	1,937	0	0	0	1,937
7	RIDGEWORTH FD-SEIX FLT HGH INCM	76628T678		3/14/2012	9/13/2012	20,249		0	20,000	249	0	0	0	249
8	RIDGEWORTH FD-INTERMEDIATE BD I	76628T702		6/4/2010	6/29/2012	10,000		0	10,227	-227	0	0	0	-227
9	RIDGEWORTH FD-INTERMEDIATE BD I	76628T702		6/4/2010	9/13/2012	85,000		0	86,522	-1,522	0	0	0	-1,522
10	SCHRODER US SMALL/MID CAP OPPTY	80809R204		2/22/2011	9/13/2012	102,762		0	99,222	3,540	0	0	0	3,540
11	SENTINEL SMALL CO-I	81728B825		7/20/2009	9/4/2012	70,265		0	47,602	22,663	0	0	0	22,663
12	SENTINEL SMALL CO-I	81728B825		10/26/2009	9/4/2012	50,445		0	38,509	11,936	0	0	0	11,936
13	TEMPLETON GLOBAL BD-ADV	880208400		2/23/2010	9/13/2012	32,738		0	31,654	1,084	0	0	0	1,084
14	TEMPLETON GLOBAL BD-ADV	880208400		6/4/2010	9/13/2012	51,712		0	50,000	1,712	0	0	0	1,712
15	TEMPLETON GLOBAL BD-ADV	880208400		8/19/2010	9/13/2012	8,393		0	8,424	-31	0	0	0	-31
16	TEMPLETON GLOBAL BD-ADV	880208400		11/15/2010	9/13/2012	49,041		0	50,000	-959	0	0	0	-959
17	TEMPLETON GLOBAL BD-ADV	880208400		6/8/2011	9/13/2012	28,703		0	29,978	-1,275	0	0	0	-1,275
18	TEXAS INSTRS INC COM	882508104		8/2/2006	12/20/2012	14,862		0	14,018	844	0	0	0	844
19	TEXAS INSTRS INC COM	882508104		7/20/2009	12/20/2012	1,811		0	1,348	463	0	0	0	463
20	TEXAS INSTRS INC COM	882508104		5/24/2010	12/20/2012	2,186		0	1,716	470	0	0	0	470
21	TEXAS INSTRS INC COM	882508104		10/8/2010	12/20/2012	4,777		0	4,403	374	0	0	0	374
22	TEXAS INSTRS INC COM	882508104		10/25/2010	12/20/2012	3,591		0	3,328	263	0	0	0	263
23	TEXAS INSTRS INC COM	882508104		7/18/2011	12/20/2012	4,371		0	4,299	72	0	0	0	72
24	TEXAS INSTRS INC COM	882508104		7/29/2011	12/20/2012	1,717		0	1,652	65	0	0	0	65
25	TEXAS INSTRS INC COM	882508104		10/19/2011	12/20/2012	9,835		0	9,644	191	0	0	0	191
26	TEXAS INSTRS INC COM	882508104		9/13/2012	12/20/2012	2,810		0	2,567	243	0	0	0	243
27	THERMO FISHER SCIENTIFIC INC COM	883556102		7/24/2008	1/30/2012	11,248		0	12,706	-1,458	0	0	0	-1,458
28	THERMO FISHER SCIENTIFIC INC COM	883556102		7/20/2009	1/30/2012	1,256		0	993	263	0	0	0	263
29	THERMO FISHER SCIENTIFIC INC COM	883556102		5/24/2010	1/30/2012	2,616		0	2,537	79	0	0	0	79
30	THERMO FISHER SCIENTIFIC INC COM	883556102		10/8/2010	1/30/2012	6,435		0	5,849	586	0	0	0	586
31	THERMO FISHER SCIENTIFIC INC COM	883556102		10/25/2010	1/30/2012	1,046		0	1,004	42	0	0	0	42
32	THERMO FISHER SCIENTIFIC INC COM	883556102		7/18/2011	1/30/2012	2,877		0	3,474	-597	0	0	0	-597
33	THERMO FISHER SCIENTIFIC INC COM	883556102		7/29/2011	1/30/2012	2,145		0	2,481	-336	0	0	0	-336
34	US BANK NATL ASSN 6 300% 2/04/14	90333WAB4		8/13/2007	8/22/2012	269,700		0	258,318	11,382	0	0	0	11,382
35	WHIRLPOOL CORP COM	963320106		4/15/2011	1/30/2012	20,506		0	32,585	-12,079	0	0	0	-12,079
36	WHIRLPOOL CORP COM	963320106		7/18/2011	1/30/2012	3,238		0	4,591	-1,353	0	0	0	-1,353
37	WHIRLPOOL CORP COM	963320106		7/29/2011	1/30/2012	2,752		0	3,546	-794	0	0	0	-794
38	WPX ENERGY INC COM	98212B103		3/1/2010	1/10/2012	11		0	8	3	0	0	0	3
39	WPX ENERGY INC COM	98212B103		3/1/2010	4/12/2012	3,709		0	2,746	963	0	0	0	963
40	WPX ENERGY INC COM	98212B103		5/24/2010	4/12/2012	813		0	527	286	0	0	0	286
41	WPX ENERGY INC COM	98212B103		10/8/2010	4/12/2012	1,442		0	960	482	0	0	0	482
42	WPX ENERGY INC COM	98212B103		10/25/2010	4/12/2012	813		0	582	231	0	0	0	231
43	WPX ENERGY INC COM	98212B103		7/18/2011	4/12/2012	705		0	716	-11	0	0	0	-11
44	ABB LTD SPONS ADR	000375204		5/24/2010	4/27/2012	1,697		0	1,514	183	0	0	0	183
45	ABB LTD SPONS ADR	000375204		10/8/2010	4/27/2012	6,485		0	7,520	-1,035	0	0	0	-1,035
46	ABB LTD SPONS ADR	000375204		10/25/2010	4/27/2012	3,488		0	4,202	-714	0	0	0	-714
47	ABB LTD SPONS ADR	000375204		7/18/2011	4/27/2012	4,053		0	5,321	-1,268	0	0	0	-1,268
48	ABB LTD SPONS ADR	000375204		7/29/2011	4/27/2012	3,261		0	4,159	-898	0	0	0	-898
49	ABB LTD SPONS ADR	000375204		7/8/2008	4/27/2012	3,507		0	5,026	-1,519	0	0	0	-1,519
50	ABB LTD SPONS ADR	000375204		7/20/2009	4/27/2012	1,225		0	1,090	135	0	0	0	135
51	ABB LTD SPONS ADR	000375204		10/2/2009	4/27/2012	10,350		0	10,687	-337	0	0	0	-337
52	AMAZON INC COM	023135106		2/9/2010	3/6/2012	15,216		0	9,953	5,263	0	0	0	5,263
53	AMAZON INC COM	023135106		2/9/2010	3/6/2012	19,967		0	13,152	6,815	0	0	0	6 815
54	AUTODESK INC COM	052769106		6/8/2010	8/24/2012	21,619		0	18,785	2,834	0	0	0	2,834
55	AUTODESK INC COM	052769106		10/8/2010	8/24/2012	4,144		0	4,350	-206	0	0	0	-206
56	AUTODESK INC COM	052769106		7/18/2011	8/24/2012	4,204		0	4,995	-791	0	0	0	-791
57	AUTODESK INC COM	052769106		7/29/2011	8/24/2012	2,642		0	3,048	-406	0	0	0	-406
58	CAMERON INTL CORP COM	13342B105		7/18/2011	8/2/2012	3,185		0	3,269	-84	0	0	0	-84
59	CAMERON INTL CORP COM	13342B105		8/18/2011	8/2/2012	8,085		0	7,597	488	0	0	0	488
60	CITIGROUP INC 6 000% 2/21/12	172967BJ9		6/26/2007	2/21/2012	250,000		0	254,580	-4,580	0	0	0	-4,580
61	WALT DISNEY CO COM	254687106		7/18/2011	9/7/2012	10,093		0	7,592	2,501	0	0	0	2,501
62	WALT DISNEY CO COM	254687106		7/29/2011	9/7/2012	2,122		0	1,588	534	0	0	0	534
63	WALT DISNEY CO COM	254687106		10/8/2010	9/7/2012	2,019		0	1,351	668	0	0	0	668
64	GENERAL ELEC CAP 5 875% 2/15/12	36962GXS8		2/10/2006	2/15/2012	250,000		0	259,645	-9,645	0	0	0	-9,645
65	GENERAL MILLS INC COM	370334104		8/12/2011	8/17/2012	28,223		0	26,573	1,650	0	0	0	1,650
66	GENERAL MILLS INC COM	370334104		10/19/2011	8/17/2012	13,055		0	13,501	-446	0	0	0	-446
67	GOLDMAN SACHS GROUP 5 700% 9/0	38141GCG7		11/23/2005	9/1/2012	100,000		0	102,751	-2,751	0	0	0	-2,751
68	HOME DEPOT INC COM	437076102		7/18/2011	9/7/2012	10,560		0	6,617	3,943	0	0	0	3,943
69	HOME DEPOT INC COM	437076102		7/29/2011	9/7/2012	4,053		0	2,496	1,557	0	0	0	1,557
70	HOME DEPOT INC COM	437076102		10/8/2010	9/7/2012	2,512		0	1,406	1,106	0	0	0	1,106
71	HOME DEPOT INC COM	437076102		10/8/2010	12/20/2012	5,618		0	2,907	2,711	0	0	0	2,711
72	HOME DEPOT INC COM	437076102		9/13/2012	12/20/2012	6,174		0	5,708	466	0	0	0	466
73	HOME DEPOT INC COM	437076102		10/25/2010	12/20/2012	6,421		0	3,288	3,133	0	0	0	3,133
74	HUNT JB TRANSPORT SVCS INC COM	445658107		7/18/2011	1/30/2012	4,816		0	4,562	254	0	0	0	254
75	HUNT JB TRANSPORT SVCS INC COM	445658107		7/29/2011	1/30/2012	4,157		0	3,723	434	0	0	0	434
76	HUNT JB TRANSPORT SVCS INC COM	445658107		10/8/2010	1/30/2012	3,701		0	2,600	1,101	0	0	0	1,101
77	HUNT JB TRANSPORT SVCS INC COM	445658107		9/28/2009	9/7/2012	13,889		0	8,672	5,217	0	0	0	5,217
78	HUNT JB TRANSPORT SVCS INC COM	445658107		12/23/2009	9/7/2012	11,359		0	7,314	4,045	0	0	0	4,045
79	HUNT JB TRANSPORT SVCS INC COM	445658107		5/24/2010	9/7/2012	4,905		0	3,239	1,666	0	0	0	1,666
80	HUNT JB TRANSPORT SVCS INC COM	445658107		10/8/2010	9/7/2012	1,291		0	890	401	0	0	0	401
81	MACY'S INC COM	55616P104		10/19/2011	9/7/2012	11,905		0	8,774	3,131	0	0	0	3,131
82	MANNING & NAPIER WORLD OPPTYS-A	563821545		2/22/2011	6/29/2012	18,199		0	23,480	-5,281	0	0	0	-5,281
83	MANNING & NAPIER WORLD OPPTYS-A	563821545		4/18/2011	6/29/2012	53,188		0	68,548	-15,360	0	0	0	-15,360
84	MANNING & NAPIER WORLD OPPTYS-A	563821545		7/18/2011	6/29/2012	73,614		0	92,969	-19,355	0	0	0	-19,355

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

	Amount
Long Term CG Distributions	20,189
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
						2,373,974	0	0	2,348,120	25,854	0	0	0	25,854
85	MANNING & NAPIER WORLD OPPTYS-A	563821545		7/18/2011	9/13/2012	19,880		0	22,813	-2,933	0	0	0	-2,933
86	MANNING & NAPIER WORLD OPPTYS-A	563821545		10/25/2010	9/13/2012	80,120		0	90,684	-10,564	0	0	0	-10,564
87	NEUBERGER BERMAN HIGH INCOME B	64128K868		3/14/2012	6/29/2012	10,000		0	10,043	-43	0	0	0	-43
88	OCCIDENTAL PETROLEUM CORP COM	674599105		7/18/2011	1/30/2012	8,425		0	8,915	-490	0	0	0	-490
89	OCCIDENTAL PETROLEUM CORP COM	674599105		7/29/2011	1/30/2012	6,641		0	6,636	5	0	0	0	5
90	OCCIDENTAL PETROLEUM CORP COM	674599105		10/25/2010	1/30/2012	2,775		0	2,259	516	0	0	0	516
91	ORACLE CORP COM	68389X105		7/18/2011	8/24/2012	956		0	955	1	0	0	0	1
92	PIMCO FOREIGN BD US$ HEDGED-I	693390882		3/14/2012	6/29/2012	10,000		0	9,843	157	0	0	0	157
93	PIMCO FOREIGN BD US$ HEDGED-I	693390882		3/14/2012	9/13/2012	94,804		0	90,157	4,647	0	0	0	4,647
94	PEPSICO INC COM	713448108		10/8/2010	4/12/2012	2,870		0	2,886	-16	0	0	0	-16
95	PEPSICO INC COM	713448108		10/25/2010	4/12/2012	2,609		0	2,613	-4	0	0	0	-4
96	PEPSICO INC COM	713448108		7/18/2011	4/12/2012	6,197		0	6,506	-309	0	0	0	-309
97	PEPSICO INC COM	713448108		7/29/2011	4/12/2012	5,153		0	5,067	86	0	0	0	86
98	PEPSICO INC COM	713448108		5/24/2010	4/12/2012	3,066		0	2,960	106	0	0	0	106
99	PIMCO COMMODITY REALRTN STRATE	722005667		5/24/2010	9/13/2012	8,331		0	8,480	-149	0	0	0	-149
100	PROCTER & GAMBLE CO COM	742718109		10/25/2010	8/2/2012	1,585		0	1,596	-11	0	0	0	-11
101	PIMCO COMMODITY REALRTN STRATE	722005667		4/16/2009	9/13/2012	89,015		0	79,845	9,170	0	0	0	9,170

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

	Description	Date		Amount
1	Credit from prior year return		1	
2	First quarter estimated tax payment		2	1,932
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	5,479
7	Total		7	7,411

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
										71,204	0	0
1	SUNTRUST BANKS, INC		P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE	AS REQ'D	71,204	0	0
2												

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	260,541
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	260,541