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Form 990-PF

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

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

<p>Name of foundation BAILEY & LUCY EVANS FOUNDATION</p> <p>Number and street (or P O box number if mail is not delivered to street address) P O. BOX 1908</p> <p>City or town, state, and ZIP code ORLANDO FL 32802-1908</p> <p>G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change</p> <p>H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation</p> <p>I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 425,040 (Part I, column (d) must be on cash basis)</p>		<p>A Employer identification number 20-6605288</p> <p>B Telephone number (see instructions) (615) 748-5002</p> <p>C If exemption application is pending, check here ► <input type="checkbox"/></p> <p>D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/></p> <p>E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/></p> <p>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/></p> <p>(a) Revenue and expenses per books (b) Net investment income (c) Adjusted net income (d) Disbursements for charitable purposes (cash basis only)</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td rowspan="12" style="width: 15%; vertical-align: top; text-align: right;">Revenue</td> <td>1 Contributions, gifts, grants, etc., received (attach schedule)</td> <td>8,696</td> <td>8,803</td> <td rowspan="12" style="width: 15%; vertical-align: top; text-align: right;">RECEIVED OGDEN UT</td> </tr> <tr> <td>2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B</td> <td></td> <td></td> </tr> <tr> <td>3 Interest on savings and temporary cash investments</td> <td></td> <td></td> </tr> <tr> <td>4 Dividends and interest from securities</td> <td></td> <td></td> </tr> <tr> <td>5 a Gross rents</td> <td></td> <td></td> </tr> <tr> <td> b Net rental income or (loss)</td> <td></td> <td></td> </tr> <tr> <td>6 a Net gain or (loss) from sale of assets not on line 10</td> <td>10,300</td> <td></td> </tr> <tr> <td> b Gross sales price for all assets on line 6a</td> <td>197,289</td> <td></td> </tr> <tr> <td>7 Capital gain net income (from Part IV, line 2)</td> <td>10,300</td> <td></td> </tr> <tr> <td>8 Net short-term capital gain</td> <td></td> <td></td> </tr> <tr> <td>9 Income modifications</td> <td></td> <td></td> </tr> <tr> <td>10 a Gross sales less returns and allowances</td> <td></td> <td></td> </tr> <tr> <td> b Less Cost of goods sold</td> <td></td> <td></td> </tr> <tr> <td> c Gross profit or (loss) (attach schedule)</td> <td></td> <td></td> </tr> <tr> <td>11 Other income (attach schedule)</td> <td></td> <td></td> </tr> <tr> <td>12 Total. 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For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2012)

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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	155		
	2 Savings and temporary cash investments	20,050	17,796	17,796
	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)			
	c Investments—corporate bonds (attach schedule)			
Liabilities	11 Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	373,009	363,597	407,245
	14 Land, buildings, and equipment basis ►			
Net Assets or Fund Balances	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)	393,214	381,393	425,041
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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 ►)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
and complete lines 24 through 26 and lines 30 and 31.				
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds	393,214	381,393	
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)	393,214	381,393	
31	Total liabilities and net assets/fund balances (see instructions)	393,214	381,393	

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	393,214
2 Enter amount from Part I, line 27a	2	-11,821
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	381,393
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	381,393

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	10,300
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	27,225	429,981	0 063317
2010	25,382	413,482	0 061386
2009	22,762	381,942	0 059595
2008	29,273	435,671	0 067191
2007	27,956	507,216	0 055117

- 2 Total of line 1, column (d) 2 0 306606
- 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 061321
- 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 416,139
- 5 Multiply line 4 by line 3 5 25,518
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 144
- 7 Add lines 5 and 6 7 25,662
- 8 Enter qualifying distributions from Part XII, line 4 8 25,523

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)1 a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1

Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

1	287
2	0
3	287
4	
5	287
6a	344
6b	
6c	
6d	
7	344
8	
9	0
10	57
11	0

7 Total credits and payments Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax Check here if Form 2220 is attached9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed**10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ►

57

Refunded ►

11

Part VII-A Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1a	Yes	No
	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		X

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

3		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

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

4a		X
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	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?

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

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

TN

7	X	
8b	X	

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

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		X

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► SUNTRUST BANK Located at ► P.O. BOX 1908 ORLANDO FL	Telephone no ► (615) 748-5002 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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ►	16	Yes X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► 20_____ , 20_____ , 20_____ , 20_____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<input checked="" type="checkbox"/>		
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUNTRUST BANK P. O. BOX 1908 ORLANDO, FL 32802-1908 0	TRUSTEE AS REQ'D	9,269		
.....				
.....				
.....				
.....				

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	405,753
b	Average of monthly cash balances	1b	16,723
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	422,476
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	422,476
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	6,337
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	416,139
6	Minimum investment return. Enter 5% of line 5	6	20,807

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	20,807
2a	Tax on investment income for 2012 from Part VI, line 5	2a	287
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	287
3	Distributable amount before adjustments Subtract line 2c from line 1	3	20,520
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	20,520
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	20,520

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	25,523
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	25,523
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	25,523

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				20,520
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				0
b Total for prior years 20 ____, 20 ____				
3 Excess distributions carryover, if any, to 2012				
a From 2007 3,627				
b From 2008 7,685				
c From 2009 3,753				
d From 2010 5,000				
e From 2011 6,414				
f Total of lines 3a through e 26,479				
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 25,523				
a Applied to 2011, but not more than line 2a				
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				
e Remaining amount distributed out of corpus 5,003				
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 31,482				
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				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 0				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) 0				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) 3,627				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 27,855				
10 Analysis of line 9				
a Excess from 2008 7,685				
b Excess from 2009 3,753				
c Excess from 2010 5,000				
d Excess from 2011 6,414				
e Excess from 2012 5,003				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			► 3a	20,889
b Approved for future payment NONE				
Total			► 3b	0

BAILEY & LUCY EVANS FOUNDATION

20-6605288 Page 1 of 2

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

Recipient(s) paid during the year

Name

CENTER FOR FAMILY DEVELOPMENT

Street

100 EAST SIDE SQUARE

City SHELBYVILLE	State TN	Zip Code 37160	Foreign Country
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Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution GENERAL OPERATING PURPOSES	Amount 2,000
--	------------------------

Name

MONROE HARDING PROGRAM

Street

1120 GLENDALE LANE

City NASHVILLE	State TN	Zip Code 37204	Foreign Country
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Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution GENERAL OPERATING PURPOSES	Amount 2,000
--	------------------------

Name

CHILD DEV CENTER FAMILY SUPPORT

Street

100 PUBLIC SQ E

City SHELBYVILLE	State TN	Zip Code 37160	Foreign Country
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Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution GENERAL OPERATING PURPOSES	Amount 3,000
--	------------------------

Name

SUMMER SLAM

Street

250 BANCORP SOUTH PARKWAY

City JACKSON	State TN	Zip Code 38305	Foreign Country
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Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution GENERAL OPERATING PURPOSES	Amount 3,000
--	------------------------

Name

CASA WORKS INC

Street

224 WEST FORT ST

City MANCHESTER	State TN	Zip Code 37355	Foreign Country
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Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution GENERAL OPERATING PURPOSES	Amount 2,500
--	------------------------

Name

COMMUNITY DEV CEN BRIGHT BEGINNING SCHOL

Street

124 10TH ST

City CLARKSVILLE	State TN	Zip Code 37040	Foreign Country
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Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution GENERAL OPERATING PURPOSES	Amount 2,500
--	------------------------

BAILEY & LUCY EVANS FOUNDATION

20-6605288 Page 2 of 2

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

Recipient(s) paid during the year

Name

BOYS AND GIRLS CLUB OF BEDFORD COUNTY

Street

PO BOX 486

City SHELBYVILLE	State TN	Zip Code 37160	Foreign Country
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Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution GENERAL OPERATING PURPOSES	Amount 2,000
---	-----------------

Name

JUNIORS HOUSE

Street

704 W MAPLE ST PO BOX 1062

City FAYETTEVILLE	State TN	Zip Code 37334	Foreign Country
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Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution GENERAL OPERATING PURPOSES	Amount 2,000
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Name

PRESBYTERIAN CAMPUS MINISTRY

Street

808 VINE ST

City CHATTANOOGA	State TN	Zip Code 37403	Foreign Country
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Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution GENERAL OPERATING PURPOSES	Amount 500
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Name

SHELBYVILLE FIRE DEPT SCHOOL FIRE PREV

Street

111 LANE PARKWAY

City SHELBYVILLE	State TN	Zip Code 37160	Foreign Country
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Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution GENERAL OPERATING PURPOSES	Amount 389
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Name

FIRST CHOICE PREGNANCY CENTER CRIBS AND CAR

Street

1102 MADISON ST

City SHELBYVILLE	State TN	Zip Code 37160	Foreign Country
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Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution GENERAL OPERATING PURPOSES	Amount 1,000
---	-----------------

Name

Street

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) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	8,696
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	10,300
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		18,996	0
13 Total Add line 12, columns (b), (d), and (e)				13	18,996
(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 I. Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

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	Capital Gains/Losses			Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss	
											Other sales	Expense of Sale and Cost of Improvements	Depreciation	Adjustments				
Long Term CG Distributions	Amount	1,243	0													197,269	186,989	0
Short Term CG Distributions																		
1 X MANNING & NAPIER WORLD	563821545				10/25/2010	2/6/2012	4/28/2012	5,084								0	-709	-709
2 X MANNING & NAPIER WORLD	563821545				4/18/2011	2/6/2012	3,123	3,832								0	-1,617	-1,617
3 X MANNING & NAPIER WORLD	563821545				7/18/2011	2/6/2012	8,356	9,783								0	-123	-123
4 X MANNING & NAPIER WORLD	563821545				8/15/2011	2/6/2012	1,076	1,199								0	-34	-34
5 X MANNING & NAPIER WORLD	563821545				2/22/2011	2/6/2012	120	154								0	-121	-121
6 X MANNING & NAPIER WORLD	563821545				4/19/2011	2/6/2012	426	547								0	-388	-388
7 X MANNING & NAPIER WORLD	563821545				10/26/2009		3,682	4,050								0	0	0
8 X OPPENHEIMER BERMAN HIGH	64128K866				8/6/2012	11/19/2012	142	142								0	0	0
9 X OPPENHEIMER DEVELOPMENT	663974505				10/25/2010	2/6/2012	96	104								0	8	8
10 X PIMCO LOW DURATION-I	663390304				2/6/2012	8/6/2012	372	367								0	5	5
11 X PIMCO LOW DURATION-I	663390304				2/6/2012	11/19/2012	219	215								0	4	4
12 X PIMCO FOREIGN BD US\$ HED	663390302				2/6/2012	8/6/2012	8,675	8,338								0	-377	-377
13 X PIMCO COMMODITY REALTI	722005667				2/22/2009	8/6/2012	5,958	5,365								0	593	593
14 X PIMCO COMMODITY REALRT	722005667				2/26/2012	8/6/2012	2,286	2,319								0	-33	-33
15 X PIMCO INV GRADE CORP BI	722005816				2/6/2012	8/6/2012	761	747								0	34	34
16 X PIMCO INV GRADE CORP BI	722005816				2/22/2011	11/19/2012	137	128								0	9	9
17 X PIMCO INV GRADE CORP BI	722005816				8/6/2012	11/19/2012	280	269								0	21	21
18 X PIMCO EMERGING LOCAL BD	72201F516				4/2/2012	8/6/2012	60	69								0	0	0
19 X RIDGEWORTH FD-LARGECAF	76628R672				7/19/2011	8/6/2012	2,688	2,548								0	-120	-120
20 X RIDGEWORTH FD-LARGECAF	76628R672				7/19/2011	8/6/2012	9,197	8,956								0	241	241
21 X RIDGEWORTH FD-LARGECAF	76628R672				7/19/2011	8/6/2012	1,015	1,020								0	5	5
22 X RIDGEWORTH FD-LARGECAF	76628R672				2/6/2012	8/6/2012	5,987	5,670								0	-177	-177
23 X RIDGEWORTH FD-LARGECAF	76628R672				8/19/2012	8/6/2012	2,970	2,701								0	289	289
24 X RIDGEWORTH FD-LARGECAF	76628R672				8/19/2008	8/19/2012	146	130								0	16	16
25 X RIDGEWORTH FD-LARGECAF	76628R672				8/19/2011	11/19/2012	2,452	2,106								0	346	346
26 X RIDGEWORTH FD-SHORT TEI	76628R672				10/20/2008	11/19/2012	2,369	1,627								0	742	742
27 X RIDGEWORTH FD-SHORT TEI	76628R672				2/6/2012	8/6/2012	6,400	6,400								0	26	26
28 X RIDGEWORTH FD-SHORT TEI	76628R672				12/15/2005	11/19/2012	863	833								0	30	30
29 X RIDGEWORTH FD-SHORT TEI	76628R672				11/24/2008	11/19/2012	191	174								0	17	17
30 X RIDGEWORTH FD-SHORT TEI	76628R672				2/22/2009	11/19/2012	6,255	5,712								0	313	313
31 X RIDGEWORTH FD-SHORT TEI	76628R672				5/16/2009	11/19/2012	815	779								0	386	386
32 X RIDGEWORTH FD-SHORT TEI	76628R672				2/6/2012	11/19/2012	331	330								0	1	1
33 X RIDGEWORTH FD-SEIK F1T	76628R672				11/24/2008	8/6/2012	534	437								0	97	97
34 X ABERDEEN EQUITY LONG SH	003020336				10/26/2009	2/6/2012	81	77								0	4	4
35 X ABERDEEN EQUITY LONG SH	003020336				8/6/2012	11/19/2012	198	196								0	2	2
36 X FEDERATED STRATEGIC VAL	314172560				7/15/2011	8/6/2012	458	445								0	13	13
37 X FEDERATED STRATEGIC VAL	314172560				7/16/2011	8/6/2012	815	779								0	44	44
38 X FEDERATED STRATEGIC VAL	314172560				2/22/2011	11/19/2012	6,123	5,812								0	611	611
39 X FEDERATED STRATEGIC VAL	314172560				7/15/2011	11/19/2012	3,334	3,413								0	221	221
40 X FEDERATED STRATEGIC VAL	314172560				10/25/2010	11/19/2012	162	162								0	18	18
41 X FORUM ABSOLUTE STRATEG	34984T860				8/6/2012	11/19/2012	188	188								0	0	0
42 X HARBOR CAP APPRECIAT	41151504				8/6/2012	11/19/2012	7,975	7,694								0	-19	-19
43 X TROWNE PRICE INSTL LARGE	45775L408				7/16/2011	2/6/2012	5,188	5,188								0	-198	-198
44 X TROWNE PRICE INSTL LARGE	45775L408				8/15/2011	4/17/2012	2,173	1,945								0	228	228
45 X TROWNE PRICE INSTL LARGE	45775L408				4/17/2007	2/6/2012	2,93	1,866								0	327	327
46 X TROWNE PRICE INSTL LARGE	45775L408				4/17/2007	8/6/2012	1,741	1,456								0	285	285
47 X TROWNE PRICE INSTL LARGE	45775L408				4/17/2007	11/19/2012	18,018	15,880								0	3,138	3,138
48 X TROWNE PRICE INSTL LARGE	45775L408				8/23/2011	11/19/2012	1,018	849								0	189	189
49 X JANUS PERKINS SMALL CAP	47103C183				7/16/2011	8/6/2012	1,018	849								0	-320	-320
50 X RIDGEWORTH FD-SEIK F1T	76628R672				11/19/2011	11/19/2012	136	159								0	-23	-23
51 X RIDGEWORTH FD-SEIK F1T	76628R672				2/22/2009	8/6/2012	435	356								0	77	77
52 X SCHRODER US SMALLMID C	80809R204				5/16/2009	8/6/2012	523	461								0	592	592
53 X SCHRODER US SMALLMID C	80809R204				5/16/2011	8/6/2012	329	329								0	1	1
54 X RIDGEWORTH FD-INTERMED	81728BB25				2/6/2012	8/6/2012	3,223	3,193								0	20	20
55 X RIDGEWORTH FD-INTERMED	76628R672				4/17/2007	8/6/2012	14,165	13,271								0	694	694
56 X SENTINEL SMALL CO-I	81728BB25				4/17/2011	11/19/2012	308	288								0	20	20
57 X SENTINEL SMALL CO-I	81728BB25				2/22/2001	2/6/2012	853	849								0	4	4
58 X SENTINEL SMALL CO-I	81728BB25				2/22/2009	8/6/2012	5,791	5,791								0	-20	-20
59 X SCHRODER US SMALLMID C	80809R204				8/15/2011	8/6/2012	416	382								0	34	34
60 X SENTINEL SMALL CO-I	81728BB25				8/15/2011	8/6/2012	559	531								0	21	21
61 X SENTINEL SMALL CO-I	81728BB25				7/20/2009	9/4/2012	562	562								0	1,794	1,794
62 X SENTINEL SMALL CO-I	81728BB25				10/26/2009	9/4/2012	2,326	1,928								0	598	598
63 X SENTINEL SMALL CO-I	81728BB25				8/15/2011	9/4/2012	86	85								0	1	1
64 X RIDGEWORTH FD-ADV	80809R204				10/26/2012	10/5/2012	10,522	10,522								0	155	155
65 X TEMPLETON GLOBAL BD-ADV	80809R204				2/6/2010	2/6/2012	1,956	1,895								0	61	61
66 X TEMPLETON GLOBAL BD-ADV	80809R204				5/24/2010	8/6/2012	6,216	6,004								0	22	22

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

		659	117	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	117	117		
2	PY EXCISE TAX DUE	198			
3	ESTIMATED EXCISE PAYMENTS	344			

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	
1			373,009	363,597	407,245	
2	HARBOR CAP APPRECIATION-I		0	35,529	38,719	
3	PIMCO LOW DURATION-I		0	11,913	12,028	
4	T ROWE PRICE INSTL LARGE-CAP GRWT		0	30,976	43,564	
5	FORUM ABSOLUTE STRATEGIES-I		0	19,602	20,057	
6	MANNING & NAPIER WORLD OPTYS-A		0	52,636	53,623	
7	RIDGEWORTH FD-LARGE CAP VAL EQTY		0	23,945	38,579	
8	RIDGEWORTH FD-INTERMEDIATE BD RG		0	18,924	19,645	
9	FEDERATED STRATEGIC VALUE-I		0	29,466	33,417	
10	PIMCO INV GRADE CORP BD-I		0	10,771	11,919	
11	JANUS PERKINS SMALL CAP VALUE-I		0	7,877	8,185	
12	ABERDEEN EQUITY LONG SHORT-I		0	11,813	12,241	
13	OPPENHEIMER DEVELOPING MKTS INSTI		0	29,023	32,229	
14	DOUBLELINE TOTAL RETURN BD-I		0	24,176	24,223	
15	PIMCO EMERGING LOCAL BD-I		0	8,148	8,276	
16	NEUBERGER BERMAN HIGH INCOME BD-		0	15,695	16,443	
17	WASATCH 1ST SOURCE LONG/SHORT		0	24,626	25,657	
18	T ROWE PRICE DIVRSFD SMALLCAP GRQ		0	8,477	8,440	

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

Amount: 1,243		Long Term CG Distributions		196,046		0		186,989		9,057		0	
Short Term CG Distributions		0		0		0		0		0		0	
Description of Property Sold		CUSIP #		How Acquired		Date Acquired		Gross Sales Price		Depreciation Allowed		Adjusted Basis as of 12/31/69	
1	MANNING & NAPFER WORLD OPTPS-A	563821545		10/25/2010	2/6/2012	4,285		0	0	Cost of Other Basis Plus Expense of Sale	0	Excess of FMV Over Adjusted Basis or Losses	0
2	MANNING & NAPFER WORLD OPTPS-A	563821545		4/18/2011	2/6/2012	3,123		0	3,632		5,004		9057
3	MANNING & NAPFER WORLD OPTPS-A	563821545		7/18/2011	2/6/2012	8,138		0	9,733		3,647		709
4	MANNING & NAPFER WORLD OPTPS-A	563821545		8/15/2011	2/6/2012	1,076		0	1,199		1,199		123
5	MANNING & NAPFER WORLD OPTPS-A	563821545		2/6/2012	2/6/2012	5120		0	154		34		34
6	MANNING & NAPFER WORLD OPTPS-A	563821545		4/18/2011	2/6/2012	428		0	547		121		121
7	MANNING & NAPFER WORLD OPTPS-A	563821545		2/6/2012	2/6/2012	3,632		0	4,050		368		368
8	MEIERBERGER GERMAN HIGH INCOME BD	561128688		10/25/2010	1/19/2012	142		0	142		0		0
9	OPENHEIMER DEVELOPING MKTS INS	583975505		10/25/2010	2/6/2012	96		0	104		8		8
10	PIMCO LOW DURATION-L	693390304		2/6/2012	1/19/2012	317		0	357		5		5
11	PIMCO LOW DURATION-L	693390304		2/6/2012	1/19/2012	219		0	215		4		4
12	PIMCO COMM. REBALN STRATE	693390882		2/6/2012	8,675			0	8,338		337		337
13	PIMCO COMM. REBALN STRATE	722005687		2/20/2008	8/6/2012	5,958		0	5,365		593		593
14	PIMCO COMM. REBALN STRATE	722005687		2/6/2012	2,286			0	2,319		33		33
15	PIMCO INVEST GRADE CORP BD	722005816		2/6/2012	8/6/2012	761		0	747		34		34
16	PIMCO INVEST GRADE CORP BD	722005816		2/6/2012	1/19/2012	137		0	139		9		9
17	PIMCO INVEST GRADE CORP BD	722005816		2/22/2011	1/19/2012	290		0	299		21		21
18	PIMCO EMERGING LOCAL BD-1	722015156		8/6/2012	1/19/2012	60		0	60		0		0
19	RIDGEWORTH FD-LARGE CAP VAL ECT	768281672		4/21/2008	7/6/2012	2,688		0	2,548		120		120
20	RIDGEWORTH FD-LARGE CAP VAL ECT	768281672		8/6/2012	1/19/2012	9,197		0	8,956		241		241
21	RIDGEWORTH FD-LARGE CAP VAL ECT	768281672		8/6/2012	1/19/2012	1,015		0	1,000		5		5
22	RIDGEWORTH FD-LARGE CAP VAL ECT	768281672		2/6/2012	8/6/2012	5,697		0	5,600		5		5
23	RIDGEWORTH FD-LARGE CAP VAL ECT	768281672		8/18/2008	8/6/2012	2,970		0	2,701		269		269
24	RIDGEWORTH FD-LARGE CAP VAL ECT	768281672		8/18/2008	1/19/2012	146		0	130		16		16
25	RIDGEWORTH FD-LARGE CAP VAL ECT	768281672		8/15/2011	1/19/2012	2,452		0	2,106		346		346
26	RIDGEWORTH FD-LARGE CAP VAL ECT	768281672		10/25/2008	1/19/2012	2,369		0	1,627		742		742
27	RIDGEWORTH FD-SHORT TERM BD	86281611		2/6/2012	8/6/2012	6,426		0	6,400		26		26
28	RIDGEWORTH FD-SHORT TERM BD	86281611		12/12/2005	1/19/2012	853		0	853		30		30
29	RIDGEWORTH FD-SHORT TERM BD	86281611		11/22/2009	1/19/2012	191		0	174		17		17
30	RIDGEWORTH FD-SHORT TERM BD	86281611		11/22/2009	1/19/2012	6,025		0	5,712		313		313
31	RIDGEWORTH FD-SHORT TERM BD	86281611		5/19/2009	1/19/2012	815		0	779		36		36
32	RIDGEWORTH FD-SHORT TERM BD	86281611		5/19/2009	1/19/2012	331		0	330		1		1
33	RIDGEWORTH FD-SHORT TERM BD	86281611		2/6/2012	1/19/2012	534		0	437		97		97
34	ABERDEEN EQUITY LONG SHORT I	863920336		10/25/2009	2/6/2012	91		0	77		2		2
35	ABERDEEN EQUITY LONG SHORT I	863920336		8/6/2012	1/19/2012	138		0	136		196		196
36	ABERDEEN EQUITY LONG SHORT I	863920336		7/18/2011	2/6/2012	458		0	445		13		13
37	FEDERATED STRATEGIC VALUE-I	314172550		7/18/2011	2/6/2012	4,250		0	3,846		414		414
38	FEDERATED STRATEGIC VALUE-I	314172550		1/19/2012	2/22/2012	815		0	5,812		611		611
39	FEDERATED STRATEGIC VALUE-I	314172550		7/18/2011	2/22/2012	3,634		0	3,413		221		221
40	FEDERATED STRATEGIC VALUE-I	314172550		10/25/2010	1/19/2012	162		0	144		18		18
41	ORION ASSOCIALE STRATEGIES-I	349841678		10/25/2009	2/6/2012	198		0	169		0		0
42	HARBOR CAP APPRECIATION-I	415151504		8/6/2012	1/19/2012	7,675		0	7,694		-19		-19
43	ROWE PRICE INSTL LARGE CAP	561128688		7/18/2011	2/6/2012	5,356		0	5,188		168		168
44	ROWE PRICE INSTL LARGE CAP	561128688		8/15/2011	2/6/2012	2,173		0	1,945		228		228
45	TRONE PRICE INSTL LARGE CAP	561128688		4/17/2007	2/6/2012	2,193		0	1,866		327		327
46	TRONE PRICE INSTL LARGE CAP	561128688		4/17/2007	2/6/2012	1,711		0	1,456		265		265
47	TRONE PRICE INSTL LARGE CAP	561128688		4/17/2007	1/19/2012	19,018		0	15,880		3,138		3,138
48	TRONE PRICE INSTL LARGE CAP	561128688		4/17/2007	1/19/2012	1,018		0	849		169		169
49	JANUS PERKINS SMALL CAP VALUE-I	471036183		7/18/2011	2/6/2012	1,690		0	2,010		-320		-320
50	JANUS PERKINS SMALL CAP VALUE-I	471036183		7/18/2011	1/19/2012	136		0	159		-23		-23
51	RIDGEWORTH FD-SMALL/MID CAP OPY	768281678		2/22/2011	2/6/2012	5,356		0	5,171		77		77
52	RIDGEWORTH FD-SMALL/MID CAP OPY	768281678		8/6/2012	5,023			0	4,461		562		562
53	RIDGEWORTH FD-SMALL/MID CAP OPY	768281678		2/6/2012	4,116			0	3,812		34		34
54	RIDGEWORTH FD-INTERMEDIATE	768281702		2/6/2012	3,223			0	3,193		30		30
55	RIDGEWORTH FD-INTERMEDIATE	768281702		4/17/2007	8/6/2012	14,165		0	13,271		894		894
56	RIDGEWORTH FD-INTERMEDIATE	768281702		4/17/2007	1/19/2012	308		0	288		20		20
57	SCHRODER US SMALL/MID CAP OPY	808095204		8/15/2011	9/4/2012	853		0	849		4		4
58	SCHRODER US SMALL/MID CAP OPY	808095204		8/15/2011	5,791			0	5,791		-70		-70
59	SCHRODER US SMALL/MID CAP OPY	808095204		8/15/2011	4,166			0	4,166		562		562
60	SENTINEL SMALL CO-I	812628985		8/6/2012	5,582			0	5,582		21		21
61	SENTINEL SMALL CO-I	812628985		7/20/2009	9/4/2012	1,321		0	1,321		1,734		1,734
62	SENTINEL SMALL CO-I	812628985		10/28/2009	9/4/2012	86		0	86		598		598
63	SENTINEL SMALL CO-I	812628985		8/15/2011	9/4/2012	185		0	185		1		1
64	TEMPLETON GLOBAL BD-ADV	880208400		11/19/2010	2/6/2012	10,752		0	10,587		155		155
65	TEMPLETON GLOBAL BD-ADV	880208400		5/24/2010	2/6/2012	1,936		0	1,895		61		61
66	TEMPLETON GLOBAL BD-ADV	880208400		6/6/2012	6,216			0	6,004		212		212

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	344
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	
7 Total	7	344

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

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
SUNTRUST BANKS, INC	X	PO BOX 1908	ORLANDO	FL	32802-1908	
1						
2						