



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

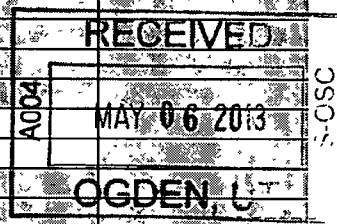
2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation CO TR UW CHARLES E SHEPARD		A Employer identification number 20-7039436
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (404) 813-1316
P O BOX 1908 City or town, state, and ZIP code ORLANDO FL 32802-1908		C If exemption application is pending, check here <input type="checkbox"/>
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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 5,491,829	J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	142,584	143,317		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	96,666			
	b Gross sales price for all assets on line 6a 2,142,770				
	7 Capital gain net income (from Part IV, line 2)		96,666		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	239,250	239,983	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	62,100	31,050		31,050
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	5,264	1,106		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	75			75
	24 Total operating and administrative expenses. Add lines 13 through 23	67,439	32,156	0	31,125
	25 Contributions, gifts, grants paid	224,484			224,484
26 Total expenses and disbursements Add lines 24 and 25	291,923	32,156	0	255,609	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-52,673				
b Net investment income (if negative, enter -0-)		207,827			
c Adjusted net income (if negative, enter -0-)			0		



ENVELOPE POSTMARK DATE MAY 0 1 2013

SCANNED MAY 0 9 2013

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	252,203	236,237	236,237
	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)		1,244,406	1,693,657
	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)	4,727,811	3,444,047	3,561,936	
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)	4,980,014	4,924,690	5,491,830	
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. ▶ <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	4,980,014	4,924,690	
	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)	4,980,014	4,924,690		
31	Total liabilities and net assets/fund balances (see instructions)	4,980,014	4,924,690		

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	4,980,014
2	Enter amount from Part I, line 27a	2	-52,673
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,927,341
5	Decreases not included in line 2 (itemize) ▶ <u>PRIOR YEAR RETURN OF CAPITAL</u>	5	2,651
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,924,690

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				
1b See Attached Statement				
1c See Attached Statement				
1d See Attached Statement				
1e 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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
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 96,666
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	270,032	5,356,584	0.050411
2010	234,152	5,220,820	0.044850
2009	267,216	4,805,498	0.055606
2008	294,599	5,372,603	0.054834
2007	183,007	5,741,563	0.031874
2 Total of line 1, column (d)			2 0.237575
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 0.047515
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 5,374,997
5 Multiply line 4 by line 3			5 255,393
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,078
7 Add lines 5 and 6			7 257,471
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 255,609

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	4,157	
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	4,157	
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	4,157	
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,325	
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	3,325	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	832	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax Refunded	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (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? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► GA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (404) 813-1316 Located at ▶ 25 PARK PLACE ATLANTA GA ZIP+4 ▶ 30303			
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 ▶		Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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 ▶ <input type="checkbox"/>		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?		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)		N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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)		N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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)? Organizations relying on a current notice regarding disaster assistance check here **5b** N/A

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? Yes No **N/A**
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? Yes No **6b** 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 BANK P O BOX 4655 ATLANTA, GA 30302 0	TRUSTEE AS REQ'D	62,100		

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	5,239,920
b	Average of monthly cash balances	1b	216,930
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	5,456,850
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	5,456,850
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	81,853
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,374,997
6	Minimum investment return. Enter 5% of line 5	6	268,750

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	268,750
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,157
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,157
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	264,593
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	264,593
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	264,593

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	255,609
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	255,609
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	255,609

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				264,593
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			212,798	
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 ▶ \$ 255,609				
a Applied to 2011, but not more than line 2a			212,798	
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				42,811
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				221,782
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				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
- N/A
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
- N/A
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d
- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed
- b** The form in which applications should be submitted and information and materials they should include
- c** Any submission deadlines
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	224,484
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

CO TR UW CHARLES E SHEPARD

20-7039436 Page 1 of 5

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

Recipient(s) paid during the year

Name

UNIVERSITY OF NORTH CAROLINA

Street

209 SOUTH RD

City

CHAPEL HILL

State

NC

Zip Code

27599

Foreign Country**Relationship**

NONE

Foundation Status

N/A

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name

HARVARD DIVINITY SCHOOL

Street

45 FRANCIS AVE

City

CAMBRIDGE

State

MA

Zip Code

02138

Foreign Country**Relationship**

NONE

Foundation Status

N/A

Purpose of grant/contribution

GENERAL OPERATING

Amount

9,100

Name

EMORY UNIVERSITY

Street

201 DOWMAN DRIVE

City

ATLANTA

State

GA

Zip Code

30322

Foreign Country**Relationship**

NONE

Foundation Status

N/A

Purpose of grant/contribution

GENERAL OPERATING

Amount

6,100

Name

UNIVERSITY OF ALABAMA

Street**City**

TUSCALOOSA

State

AL

Zip Code

35487

Foreign Country**Relationship**

NONE

Foundation Status

N/A

Purpose of grant/contribution

GENERAL OPERATING

Amount

6,000

Name

SIMMONS COLLEGE

Street

300 FENWAY

City

BOSTON

State

MA

Zip Code

02115

Foreign Country**Relationship**

NONE

Foundation Status

N/A

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name

BROWN UNIVERSITY

Street

75 WATERMAN ST

City

PROVIDENCE

State

RI

Zip Code

02906

Foreign Country**Relationship**

NONE

Foundation Status

N/A

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

CO TR UW CHARLES E SHEPARD

20-7039436 Page 2 of 5

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

Recipient(s) paid during the year

Name

VANDERBILT UNIVERSITY

Street

2201 WEST END AVENUE

City

NASHVILLE

State

TN

Zip Code

37235

Foreign Country**Relationship**

NONE

Foundation Status

N/A

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name

REGENTS OF THE UNIVERSITY OF CALIFORNIA

Street

1995 UNIVERSITY AVENUE

City

BERKELEY

State

CA

Zip Code

94704

Foreign Country**Relationship**

NONE

Foundation Status

N/A

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name

UNIVERSITY COLLEGE OXFORD

Street

HIGH STREET

City

OXFORD

State**Zip Code****Foreign Country**

United Kingdom (England, Northern Irela

Relationship

NONE

Foundation Status

N/A

Purpose of grant/contribution

GENERAL OPERATING

Amount

17,900

Name

LONDON SCHOOL OF ECONOMICS

Street

HOUGHTON STREET

City

LONDON

State**Zip Code****Foreign Country**

United Kingdom (England, Northern Irela

Relationship

NONE

Foundation Status

N/A

Purpose of grant/contribution

GENERAL OPERATING

Amount

17,900

Name

THE UNIVERSITY OF EAST ANGLIA

Street

NORWICH RESEARCH PARK, NORWICH

City

NORFOLK

State**Zip Code****Foreign Country**

United Kingdom (England, Northern Irela

Relationship

NONE

Foundation Status

N/A

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name

FORT VALLEY UNITED METHODIST CHURCH

Street

301 W CHURCH STREET

City

FORT VALLEY

State

GA

Zip Code

31030

Foreign Country**Relationship**

NONE

Foundation Status

N/A

Purpose of grant/contribution

GENERAL OPERATING

Amount

37,500

CO TR UW CHARLES E SHEPARD

20-7039436 Page 3 of 5

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

Recipient(s) paid during the year

Name

ASBURY UNIVERSITY

Street

1 MACKLEM DR

City

WILMORE

State

KY

Zip Code

40390

Foreign Country**Relationship**

NONE

Foundation Status

N/A

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

ABRAHAM BALDWIN AGRICULTURAL COLLEGE

Street

2802 MOORE HWY

City

TIFTON

State

GA

Zip Code

31793

Foreign Country**Relationship**

NONE

Foundation Status

N/A

Purpose of grant/contribution

GENERAL OPERATING

Amount

8,834

Name

MIDDLE GEORGIA COLLEGE

Street

11 SECOND STREET SE

City

COCHRAN

State

GA

Zip Code

31014

Foreign Country**Relationship**

NONE

Foundation Status

N/A

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

VIRGINIA STATE UNIVERSITY

Street

1 HAYDEN STREET

City

PETERSBURG

State

VA

Zip Code

23806

Foreign Country**Relationship**

NONE

Foundation Status

N/A

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,000

Name

FORT VALLEY STATE UNIVERSITY

Street

1005 STATE UNIVERSITY DRIVE

City

FORT VALLEY

State

GA

Zip Code

31030

Foreign Country**Relationship**

NONE

Foundation Status

N/A

Purpose of grant/contribution

GENERAL OPERATING

Amount

6,350

Name

SAMFORD UNIVERSITY

Street

800 LAKESHORE DR

City

HOMEWOOD

State

AL

Zip Code

35229

Foreign Country**Relationship**

NONE

Foundation Status

N/A

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

CO TR UW CHARLES E SHEPARD

20-7039436 Page 4 of 5

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

Recipient(s) paid during the year

Name

GEORGIA MILITARY COLLEGE

Street

201 E GREENE ST

City

MILLEDGEVILLE

State

GA

Zip Code

31061

Foreign Country**Relationship**

NONE

Foundation Status

N/A

Purpose of grant/contribution

GENERAL OPERATING

Amount

800

Name

GEORGIA COLLEGE

Street

231 W HANCOCK ST

City

MILLEDGEVILLE

State

GA

Zip Code

31061

Foreign Country**Relationship**

NONE

Foundation Status

N/A

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

UNIVERSITY OF FLORIDA

Street

925 NW 56 TERRACE

City

GAINESVILLE

State

FL

Zip Code

32605

Foreign Country**Relationship**

NONE

Foundation Status

N/A

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

NORTH GEORGIA COLLEGE & STATE UNIVERSITY

Street

82 COLLEGE CIR

City

DAHLONEGA

State

GA

Zip Code

30597

Foreign Country**Relationship**

NONE

Foundation Status

N/A

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

ATLANTA FIRST UNITED METHODIST CHURCH

Street**City**

ATLANTA

State

GA

Zip Code**Foreign Country****Relationship**

NONE

Foundation Status

N/A

Purpose of grant/contribution

GENERAL OPERATING

Amount

37,500

Name

SPELMAN COLLEGE

Street

350 SPELMAN LN SW

City

ATLANTA

State

GA

Zip Code

30314

Foreign Country**Relationship**

NONE

Foundation Status

N/A

Purpose of grant/contribution

GENERAL OPERATING

Amount

18,750

CO TR UW CHARLES E SHEPARD

20-7039436 Page 5 of 5

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

Recipient(s) paid during the year

Name

BOSTON UNIVERSITY

Street

1 SILBER WAY

City

BOSTON

State

MA

Zip Code

02215

Foreign Country**Relationship**

NONE

Foundation Status

N/A

Purpose of grant/contribution

GENERAL OPERATING

Amount

8,750

Name

GEORGIA STATE UNIVERSITY

Street

30 COURTLAND ST SE

City

ATLANTA

State

GA

Zip Code

30303

Foreign Country**Relationship**

NONE

Foundation Status

N/A

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

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

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	Gross Sales	Cost, Other Basis and Expenses			Net Gain or Loss
										Expense of Sale and Cost of Improvements	Depreciation	Adjustments	
Totals								2,142,770	2,046,104	0	0	96,666	
Long Term CG Distributions								24,643	0	0	0	0	
Short Term CG Distributions								0	0	0	0	0	
1	X	WPX ENERGY INC COM	98212B103		8/15/2011		4/12/2012	217	205				12
2	X	WPX ENERGY INC COM	98212B103		3/1/2010		4/12/2012	5	4				1
3	X	INVECO LTD BERMUDA CO	G491BT108		5/23/2008		2/6/2012	827	950				-123
4	X	INVECO LTD BERMUDA CO	G491BT108		5/23/2008		8/6/2012	783	950				-157
5	X	INVECO LTD BERMUDA CO	G491BT108		5/23/2008		11/19/2012	2,736	3,121				-385
6	X	ABB LTD SPONS ADR	000375204		7/8/2008		4/27/2012	1,056	1,513				-457
7	X	ABB LTD SPONS ADR	000375204		8/16/2008		4/27/2012	961	1,236				-275
8	X	ABB LTD SPONS ADR	000375204		11/24/2008		4/27/2012	2,903	1,650				1,253
9	X	ABB LTD SPONS ADR	000375204		2/6/2012		4/27/2012	1,320	1,509				-189
10	X	ABBOTT LABS COM	002824100		2/6/2012		8/6/2012	1,998	1,647				351
11	X	ABBOTT LABS COM	002824100		7/18/2011		8/6/2012	333	265				68
12	X	ABB LTD SPONS ADR	000375204		10/2/2009		4/27/2012	7,164	7,397				-233
13	X	ABB LTD SPONS ADR	000375204		5/24/2010		4/27/2012	1,791	1,598				193
14	X	ABBOTT LABS COM	002824100		7/18/2011		4/27/2012	4,053	5,321				-1,268
15	X	ABBOTT LABS COM	002824100		7/18/2011		4/27/2012	7,587	6,349				1,238
16	X	ABB LTD SPONS ADR	000375204		10/25/2010		4/27/2012	1,225	1,477				-252
17	X	ABERDEEN EQUITY LONG SH	020020336		8/6/2012		11/19/2012	4,009	3,974				35
18	X	ALLSTATE CORP COM	020020101		9/7/2012		11/19/2012	2,749	2,594				155
19	X	AMAZON INC COM	023135106		2/6/2012		3/6/2012	2,717	2,798				-81
20	X	AMAZON INC COM	023135106		2/9/2010		3/6/2012	7,608	4,977				2,631
21	X	AMAZON INC COM	023135106		2/9/2010		8/6/2012	13,671	9,006				4,665
22	X	AMGEN INC COM	031162100		5/13/2011		8/6/2012	1,232	909				323
23	X	AMGEN INC COM	031162100		11/19/2011		11/19/2012	6,403	4,543				1,860
24	X	APACHE CORP COM	037411105		7/18/2011		8/6/2012	853	1,225				-372
25	X	APACHE CORP COM	037411105		7/18/2011		11/19/2012	3,442	5,512				-2,070
26	X	APPLE INC COM	037833100		2/6/2012		8/6/2012	6,171	4,584				1,587
27	X	APPLE INC COM	037833100		10/19/2011		11/19/2012	2,703	2,030				673
28	X	APPLE INC COM	037833100		2/6/2012		11/19/2012	5,406	4,585				821
29	X	APPLE INC COM	037833100		7/18/2011		11/19/2012	8,109	5,482				2,627
30	X	AUTODESK INC COM	052769106		7/18/2011		2/6/2012	375	357				18
31	X	AUTODESK INC COM	052769106		7/18/2011		8/6/2012	348	357				-9
32	X	AUTODESK INC COM	052769106		6/8/2010		8/24/2012	14,563	12,564				1,999
33	X	AUTODESK INC COM	052769106		7/18/2011		8/24/2012	3,453	4,103				-650
34	X	AUTODESK INC COM	052769106		8/15/2011		8/24/2012	1,501	1,469				32
35	X	B&T CORP COM	054937107		7/18/2011		2/6/2012	1,446	1,250				195
36	X	B&T CORP COM	054937107		7/18/2011		8/6/2012	477	375				102
37	X	B&T CORP COM	054937107		7/18/2011		11/19/2012	1,990	1,751				239
38	X	B&T CORP COM	054937107		7/18/2011		11/19/2012	1,137	956				181
39	X	BANK OF AMERICA CORP CO	060505104		10/28/2009		2/6/2012	1,314	2,565				-1,251
40	X	BANK OF AMERICA CORP CO	060505104		10/25/2010		2/6/2012	202	300				-98
41	X	BANK OF AMERICA CORP CO	060505104		10/25/2010		8/6/2012	215	335				-120
42	X	BANK OF AMERICA CORP CO	060505104		5/28/2009		11/19/2012	3,321	3,915				-594
43	X	BANK OF AMERICA CORP CO	060505104		5/28/2009		8/6/2012	569	612				-43
44	X	BAXTER INTL INC COM	071813109		1/19/2010		11/19/2012	4,252	3,917				335
45	X	BAXTER INTL INC COM	071813109		7/18/2011		11/19/2012	399	365				34
46	X	B/E AEROSPACE INC COM	073302101		2/6/2012		8/6/2012	1,299	1,608				-307
47	X	B/E AEROSPACE INC COM	073302101		2/6/2012		11/19/2012	647	688				-41
48	X	B/E AEROSPACE INC COM	073302101		7/18/2011		11/19/2012	4,747	4,420				327
49	X	BEAM INC COM	073730103		8/17/2012		11/19/2012	2,698	3,005				-307
50	X	BEAM INC COM	073730103		8/2/2012		11/19/2012	6,769	6,720				49
51	X	CVS CAREMARK CORP COM	126650100		7/18/2011		8/2/2012	3,430	3,520				-90
52	X	CAMERON INTL CORP COM	13342B105		8/15/2011		8/2/2012	1,225	1,229				-4
53	X	CAMERON INTL CORP COM	13342B105		2/6/2012		8/2/2012	1,715	1,945				-230
54	X	CAMERON INTL CORP COM	13342B105		8/18/2011		8/2/2012	1,225	1,151				74
55	X	CAMERON INTL CORP COM	13342B105		8/18/2011		11/19/2012	3,228	2,762				464
56	X	CAPITAL ONE FINL CORP CO	14040H105		2/6/2012		8/6/2012	1,438	1,221				217
57	X	CAPITAL ONE FINL CORP CO	14040H105		2/6/2012		11/19/2012	1,688	1,465				233
58	X	CAPITAL ONE FINL CORP CO	14040H105		7/18/2011		11/19/2012	5,094	4,584				729
59	X	CHEVRON CORP COM	166764100		7/18/2011		8/6/2012	6,746	6,864				-118
60	X	CHEVRON CORP COM	166764100		7/18/2011		11/19/2012	530	658				-128
61	X	COACH INC COM	189754104		7/18/2011		8/6/2012	4,481	5,261				-780
62	X	COMCAST CORP COM CL A	20030N101		9/7/2012		11/19/2012	2,139	2,072				67
63	X	DARDEN RESTAURANTS INC	237194105		7/18/2011		8/6/2012	787	789				-2
64	X	DARDEN RESTAURANTS INC	237194105		7/18/2011		11/19/2012	3,613	3,684				-71
65	X	DARDEN RESTAURANTS INC	237194105		7/18/2011		2/6/2012	400	389				11
66	X	WALT DISNEY CO COM	254687106		7/18/2011		8/6/2012	1,747	1,363				384

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

Check "X" to include in Part IV	Description	CUIP #	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	Totals		
															Capital Gains/Losses	Other sales	
														Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss	
	Long Term CG Distributions	24,643													2,142,770	2,046,104	96,666
	Short Term CG Distributions	0													0	0	0
69	X WALT DISNEY CO COM	254687106			7/18/2011		9/7/2012	7,247	5,451					0	1,796		
70	X WALT DISNEY CO COM	254687106			7/18/2011		11/19/2012	477	389					0	88		
71	X WALT DISNEY CO COM	254687106			10/31/2007		11/19/2012	4,057	2,942					0	1,115		
72	X EMC CORP COM	269848102			7/18/2011		8/6/2012	935	935					0	0		
73	X EMC CORP COM	269848102			7/18/2011		11/19/2012	4,800	5,345					0	-545		
74	X ECOLAB INC COM	278865100			3/6/2012		8/6/2012	643	594					0	49		
75	X ECOLAB INC COM	278865100			3/6/2012		11/19/2012	3,473	2,968					0	505		
76	X EMERSON ELEC CO COM	291011104			7/18/2011		8/6/2012	733	827					0	-94		
77	X EMERSON ELEC CO COM	291011104			7/18/2011		11/19/2012	3,438	3,860					0	-422		
78	X EXPRESS SCRIPTS HLDG CO	30219G108			2/6/2012		8/6/2012	1,139	1,040					0	99		
79	X EXPRESS SCRIPTS HLDG CO	30219G108			2/6/2012		11/19/2012	2,097	2,081					0	16		
80	X EXPRESS SCRIPTS HLDG CO	30219G108			4/28/2008		11/19/2012	2,621	1,851					0	770		
81	X FLUOR CORP COM NEW	343412102			7/18/2011		8/6/2012	527	650					0	-123		
82	X FLUOR CORP COM	343412102			7/18/2011		11/19/2012	3,388	4,222					0	-834		
83	X FLOWSERVE CORP COM	34354P105			2/6/2012		8/6/2012	621	568					0	53		
84	X FLOWSERVE CORP COM	34354P105			2/6/2012		11/19/2012	1,368	1,136					0	232		
85	X FLOWSERVE CORP COM	34354P105			7/18/2011		11/19/2012	3,421	2,606					0	815		
86	X FORUM ABSOLUTE STRATEG	34984T600			2/6/2012		11/19/2012	7,191	7,043					0	148		
87	X FREEPORT-MCMORAN COPP	35671D857			7/18/2011		8/6/2012	505	829					0	-324		
88	X FREEPORT-MCMORAN COPP	35671D857			7/18/2011		11/19/2012	1,886	2,762					0	-876		
89	X FREEPORT-MCMORAN COPP	35671D857			2/6/2012		11/19/2012	189	230					0	-41		
90	X GENERAL ELECTRIC CO COM	369604103			3/16/2006		11/19/2012	4,083	6,856					0	-2,773		
91	X GENERAL ELECTRIC CO COM	369604103			8/18/2008		11/19/2012	1,897	2,765					0	-868		
92	X GENERAL MILLS INC COM	370334104			2/6/2012		8/6/2012	1,350	1,394					0	-44		
93	X GENERAL MILLS INC COM	370334104			8/17/2011		8/17/2012	17,663	16,631					0	1,032		
94	X GENERAL MILLS INC COM	370334104			10/19/2011		8/17/2012	7,488	7,743					0	-255		
95	X GOLDMAN SACHS GROUP INC	38141G104			2/6/2012		8/17/2012	1,536	1,593					0	-57		
96	X GOLDMAN SACHS GROUP INC	38141G104			12/12/2011		2/6/2012	583	829					0	-246		
97	X GOLDMAN SACHS GROUP INC	38141G104			12/12/2011		8/6/2012	1,012	1,558					0	-546		
98	X GOOGLE INC CL A COM	38259F508			7/18/2011		11/19/2012	4,132	5,805					0	-1,673		
99	X GOOGLE INC CL A COM	38259F508			7/18/2011		11/19/2012	3,279	2,961					0	318		
100	X HARTFORD FINL SVCS GROU	416515104			8/15/2011		11/19/2012	6,558	5,534					0	1,024		
101	X HARTFORD FINL SVCS GROU	416515104			4/29/2010		8/6/2012	424	740					0	-316		
102	X HARTFORD FINL SVCS GROU	416515104			4/29/2010		11/19/2012	3,523	5,029					0	-1,506		
103	X HOME DEPOT INC COM	437076102			2/6/2012		8/6/2012	1,309	1,129					0	180		
104	X HOME DEPOT INC COM	437076102			2/6/2012		9/7/2012	856	677					0	179		
105	X HOME DEPOT INC COM	437076102			7/18/2011		9/7/2012	7,421	4,650					0	2,771		
106	X HOME DEPOT INC COM	437076102			5/24/2010		11/19/2012	938	495					0	443		
107	X HOME DEPOT INC COM	437076102			8/15/2011		11/19/2012	1,563	1,788					0	-225		
108	X HOME DEPOT INC COM	437076102			9/30/2008		11/19/2012	313	125					0	188		
109	X HOME DEPOT INC COM	437076102			9/30/2008		12/20/2012	4,445	1,600					0	2,845		
110	X HOME DEPOT INC COM	437076102			2/27/2009		12/20/2012	5,125	1,726					0	3,399		
111	X HUNT JB TRANSPORT SVCS I	445658107			5/24/2010		13/02/2012	355	239					0	116		
112	X HUNT JB TRANSPORT SVCS I	445658107			7/18/2011		13/02/2012	5,070	4,802					0	268		
113	X HUNT JB TRANSPORT SVCS I	445658107			8/15/2011		13/02/2012	1,774	1,445					0	329		
114	X HUNT JB TRANSPORT SVCS I	445658107			12/23/2009		13/02/2012	152	100					0	52		
115	X HUNT JB TRANSPORT SVCS I	445658107			12/23/2009		8/6/2012	548	332					0	216		
116	X HUNT JB TRANSPORT SVCS I	445658107			9/28/2009		9/7/2012	10,533	6,577					0	3,956		
117	X INTERNATIONAL BUSINESS M	459200101			2/6/2012		11/19/2012	943	962					0	-19		
118	X INTERNATIONAL BUSINESS M	459200101			8/18/2011		11/19/2012	4,716	4,069					0	647		
119	X INTUIT INC COM	461202103			7/18/2011		8/6/2012	591	579					0	12		
120	X INTUIT INC COM	461202103			7/18/2011		8/6/2012	296	244					0	52		
121	X INTUIT INC COM	461202103			7/18/2011		11/19/2012	3,853	3,172					0	681		
122	X JP MORGAN CHASE & CO CO	46625H100			7/18/2011		8/6/2012	725	793					0	-68		
123	X JP MORGAN CHASE & CO CO	46625H100			7/18/2011		11/19/2012	7,044	6,940					0	104		
124	X MACYS INC COM	55616P104			2/6/2012		8/6/2012	1,852	1,799					0	53		
125	X MACYS INC COM	55616P104			2/6/2012		9/7/2012	3,027	2,699					0	328		
126	X MACYS INC COM	55616P104			10/19/2011		9/7/2012	4,439	3,272					0	1,167		
127	X MACYS INC COM	55616P104			10/19/2011		11/19/2012	3,448	2,528					0	920		
128	X MACYS INC COM	55616P104			9/8/2011		11/19/2012	2,028	1,654					0	374		
129	X MANNING & NAPIER WORLD C	563821545			4/19/2011		2/6/2012	55,029	65,262					0	-10,233		
130	X MANNING & NAPIER WORLD C	563821545			4/19/2011		2/6/2012	44,635	54,771					0	-10,136		
131	X MANNING & NAPIER WORLD C	563821545			7/18/2011		2/6/2012	51,103	61,450					0	-10,347		
132	X MANNING & NAPIER WORLD C	563821545			8/15/2011		2/6/2012	14,487	16,152					0	-1,665		
133	X MANNING & NAPIER WORLD C	563821545			10/26/2009		2/6/2012	48,548	53,397					0	-4,849		
134	X MATTEL INC COM	577081102			1/30/2012		8/6/2012	878	740					0	138		
135	X MATTEL INC COM	577081102			1/30/2012		11/19/2012	3,907	3,254					0	653		

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	Cost, Other Basis and Expenses		Net Gain or Loss
											Depreciation	Adjustments	
Long Term CG Distributions								Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Short Term CG Distributions								2,142,770		2,046,104		96,666	
Amount								0		0		0	
137	X	MERCK & CO INC COM	58933Y105		4/29/2008		8/6/2012	133	123				10
138	X	MERCK & CO INC COM	58933Y105		1/30/2012		8/6/2012	1,195	1,048				147
139	X	MERCK & CO INC COM	58933Y105		1/30/2012		11/19/2012	8,634	7,760				874
140	X	HUNT JB TRANSPORT SVCS I	445658107		12/23/2009		9/7/2012	8,313	5,352				2,961
141	X	INTERNATIONAL BUSINESS M	459200101		2/6/2012		8/6/2012	1,987	1,924				63
142	X	MICROSOFT CORP COM	594918104		4/27/2012		11/19/2012	5,212	6,246				-1,034
143	X	MORGAN STANLEY COM NEW	617446448		5/24/2010		2/6/2012	61	81				-20
144	X	MORGAN STANLEY COM NEW	617446448		5/11/2009		2/6/2012	1,977	2,574				-597
145	X	MORGAN STANLEY COM NEW	617446448		5/11/2009		8/6/2012	416	796			380	0
146	X	MORGAN STANLEY COM	617446448		5/11/2009		11/19/2012	1,061	1,599				-638
147	X	MORGAN STANLEY COM	617446448		10/25/2010		11/19/2012	580	864				-284
148	X	MORGAN STANLEY COM	617446448		5/29/2009		11/19/2012	497	820				-323
149	X	MORGAN STANLEY COM	617446448		4/22/2009		11/19/2012	1,011	1,419				-408
150	X	NATIONAL OILWELL VARCO I	637071101		2/6/2012		8/6/2012	1,507	1,552				-145
151	X	NATIONAL OILWELL VARCO I	637071101		7/18/2011		11/19/2012	3,988	4,321				-323
152	X	NATIONAL OILWELL VARCO I	637071101		8/15/2011		11/19/2012	1,090	1,053				37
153	X	NEUBERGER BERMAN HIGH I	64128K868		2/6/2012		8/6/2012	9,679	9,432				247
154	X	NEUBERGER BERMAN HIGH I	64128K868		9/12/2011		8/6/2012	17,688	16,889				999
155	X	NEUBERGER BERMAN HIGH I	64128K868		9/12/2011		11/19/2012	6,257	5,904				353
156	X	OCCIDENTAL PETROLEUM CO	674599105		7/18/2011		1/30/2012	9,417	9,964				-547
157	X	OCCIDENTAL PETROLEUM CO	674599105		8/15/2011		1/30/2012	1,487	1,297				190
158	X	OCCIDENTAL PETROLEUM CO	674599105		8/15/2011		8/6/2012	1,337	1,297				40
159	X	OCCIDENTAL PETROLEUM CO	674599105		5/20/2010		11/19/2012	4,112	4,325				-213
160	X	ORACLE CORP COM	68389X105		7/18/2011		8/6/2012	1,235	1,274			39	0
161	X	ORACLE CORP COM	68389X105		8/24/2012		11/19/2012	1,353	1,435				-82
162	X	ORACLE CORP COM	68389X105		8/5/2011		11/19/2012	1,203	1,315				-112
163	X	ORACLE CORP COM	68389X105		7/18/2011		11/19/2012	2,857	3,025				-168
164	X	PIMCO LOW DURATION-I	693390304		2/6/2012		11/19/2012	2,569	2,552				17
165	X	PIMCO LOW DURATION-I	693390304		2/6/2012		8/6/2012	5,585	5,475				110
166	X	PIMCO FOREIGN BD USS HED	693390882		2/6/2012		8/6/2012	167,207	160,718				6,489
167	X	PNC FINL SVCS GROUP INC C	693475105		5/20/2010		2/6/2012	1,841	1,831				10
168	X	PNC FINL SVCS GROUP INC C	693475105		5/20/2010		8/6/2012	1,511	1,526				-15
169	X	PNC FINL SVCS GROUP INC C	693475105		5/20/2010		11/19/2012	4,954	5,494				-540
170	X	PACCAR INC COM	693718108		7/22/2011		8/6/2012	599	752				-153
171	X	PACCAR INC COM	693718108		7/22/2011		11/19/2012	2,541	3,009				-468
172	X	PEPSICO INC COM	713448108		7/18/2011		4/12/2012	6,523	6,948				-325
173	X	PEPSICO INC COM	713448108		8/15/2011		4/12/2012	1,305	1,268				37
174	X	PEPSICO INC COM	713448108		2/6/2012		4/12/2012	652	664				-12
175	X	PEPSICO INC COM	713448108		3/22/2005		4/12/2012	3,282	2,820				642
176	X	PEPSICO INC COM	713448108		3/22/2005		11/19/2012	3,426	2,620				806
177	X	PFIZER INC COM	717081103		2/6/2012		8/6/2012	1,335	1,164				171
178	X	PFIZER INC COM	717081103		2/6/2012		11/19/2012	3,010	2,646				364
179	X	PFIZER INC COM	717081103		10/19/2011		11/19/2012	4,094	3,221				873
180	X	PHILIP MORRIS INTL INC COM	718172109		2/6/2012		8/6/2012	461	382				79
181	X	PHILIP MORRIS INTL INC COM	718172109		8/15/2011		8/6/2012	2,303	1,677				626
182	X	PHILIP MORRIS INTL INC COM	718172109		8/15/2011		11/19/2012	1,716	1,342				374
183	X	PHILIP MORRIS INTL INC COM	718172109		7/18/2011		11/19/2012	6,863	5,360				1,503
184	X	PIMCO COMMODITY REALTY	722005667		2/2/2009		8/6/2012	71,931	64,780				7,151
185	X	PIMCO COMMODITY REALTY	722005667		7/20/2009		8/6/2012	1,254	1,311				-57
186	X	PIMCO COMMODITY REALTY	722005667		5/24/2010		8/6/2012	6,458	6,996				-538
187	X	PIMCO COMMODITY REALTY	722005667		2/6/2012		8/6/2012	26,196	26,579				-383
188	X	PIMCO EMERGING LOCAL BD	72201F516		7/20/2011		11/19/2012	2,941	2,936				5
189	X	PRAXAIR INC COM	74005P104		2/6/2012		8/6/2012	530	538				-8
190	X	PRAXAIR INC COM	74005P104		2/6/2012		11/19/2012	1,050	1,077				-27
191	X	PROCTER & GAMBLE CO CON	742718109		7/18/2011		11/19/2012	3,149	3,199				-50
192	X	PROCTER & GAMBLE CO CON	742718109		7/18/2011		8/2/2012	7,291	7,428				-137
193	X	PROCTER & GAMBLE CO CON	742718109		11/3/2010		8/2/2012	3,804	3,845				-41
194	X	PROCTER & GAMBLE CO CON	742718109		7/18/2011		11/19/2012	335	320				15
195	X	PROCTER & GAMBLE CO CON	742718109		8/15/2011		11/19/2012	670	618				52
196	X	PROCTER & GAMBLE CO CON	742718109		2/6/2012		11/19/2012	2,345	2,200				145
197	X	QUALCOMM CORP COM	747525103		5/24/2010		8/6/2012	670	613				57
198	X	QUALCOMM CORP COM	747525103		2/6/2012		11/19/2012	905	913				-7
199	X	QUALCOMM CORP COM	747525103		2/6/2012		11/19/2012	312	304				8
200	X	QUANTA SVCS INC COM	747525103		4/1/2011		11/19/2012	4,988	4,458				540
201	X	QUANTA SVCS INC COM	747525103		4/1/2011		11/19/2012	992	910				82
202	X	QUANTA SVCS INC COM	747525103		4/1/2011		11/19/2012	3,535	3,185				350
203	X	RIDGEWORTH FD-SHORT TEE	76628T611		2/6/2012		8/6/2012	48,532	48,338				194
204	X	RIDGEWORTH FD-SHORT TEE	76628T611		4/28/2008		11/19/2012	78,226	76,920				1,406

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

Check "X" to include in Part IV	Description	CUIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals			Net Gain or Loss
											Capital Gains/Losses		Other sales	
								24,643	0	2,142,770	0	2,048,104	0	96,666
205	RIDGEWORTH FD-SHORT TER	766281611			2/2/2009		11/19/2012	109,184	103,518					5,666
206	RIDGEWORTH FD-SHORT TER	766281611			5/18/2009		11/19/2012	9,040	8,643					397
207	RIDGEWORTH FD-SHORT TER	766281611			7/20/2009		11/19/2012	11,455	11,078					377
208	RIDGEWORTH FD-SHORT TER	766281611			2/6/2012		11/19/2012	12,392	12,343					49
209	RIDGEWORTH FD-SEIX FLT H	766281678			11/24/2008		8/6/2012	24,532	20,064					4,468
210	RIDGEWORTH FD-SEIX FLT H	766281678			2/2/2009		8/6/2012	2,342	2,342					0
211	RIDGEWORTH FD-SEIX FLT H	766281678			5/18/2009		8/6/2012	94,199	83,650					10,549
212	RIDGEWORTH FD-SEIX FLT H	766281678			10/26/2008		8/6/2012	4,897	4,742					155
213	RIDGEWORTH FD-SEIX FLT H	766281678			1/19/2010		8/6/2012	1,826	1,799					27
214	RIDGEWORTH FD-SEIX FLT H	766281678			2/6/2012		8/6/2012	6,350	6,321					29
215	RIDGEWORTH FD-INTERMED	766281702			8/6/2012		11/19/2012	11,323	11,291					32
216	RIDGEWORTH FD-INTERMED	766281702			2/6/2012		11/19/2012	13,137	12,977					160
217	SCHLUMBERGER LTD COM	808857108			4/28/2008		8/6/2012	73	104					-31
218	SCHLUMBERGER LTD COM	808857108			8/18/2008		8/6/2012	684	630					-176
219	SCHLUMBERGER LTD COM	808857108			8/18/2008		11/19/2012	552	738					-186
220	SCHLUMBERGER LTD COM	808857108			7/18/2011		11/19/2012	5,315	6,739					-1,424
221	SCHRODER US SMALL/MID C	80809R204			2/22/2011		8/6/2012	5,108	5,083					25
222	SCHRODER US SMALL/MID C	80809R204			2/22/2011		8/6/2012	49,505	50,114					-609
223	SCHRODER US SMALL/MID C	80809R204			8/15/2011		8/6/2012	3,173	2,915					258
224	SENTINEL SMALL CO-1	817288825			8/15/2011		2/6/2012	3,268	3,148					120
225	SENTINEL SMALL CO-1	817288825			7/20/2009		9/4/2012	57,429	38,906					18,523
226	SENTINEL SMALL CO-1	817288825			10/26/2009		9/4/2012	43,418	33,145					10,273
227	SENTINEL SMALL CO-1	817288825			8/15/2011		9/4/2012	4,089	4,002					87
228	TEMPLETON GLOBAL BD-ADV	880208400			1/19/2010		2/6/2012	190,215	187,469					2,746
229	TEMPLETON GLOBAL BD-ADV	880208400			1/19/2010		8/6/2012	55,408	54,442					966
230	TEMPLETON GLOBAL BD-ADV	880208400			5/24/2010		8/6/2012	104,732	101,162					3,570
231	TERADATA CORP DEL COM	88076W103			7/18/2011		11/19/2012	1,091	857					234
232	TEVA PHARMACEUTICAL IND	881624209			1/19/2010		8/6/2012	4,051	3,713					338
233	TEVA PHARMACEUTICAL IND	881624209			1/19/2010		8/6/2012	980	1,463					-483
234	TEVA PHARMACEUTICAL IND	881624209			1/19/2010		11/19/2012	4,269	6,439					-2,170
235	TEXAS INSTRS INC COM	882508104			2/6/2012		8/6/2012	848	1,012					-164
236	TEXAS INSTRS INC COM	882508104			2/6/2012		11/19/2012	1,719	2,023					-304
237	TEXAS INSTRS INC COM	882508104			3/16/2006		11/19/2012	2,436	2,630					-194
238	TEXAS INSTRS INC COM	882508104			3/16/2006		12/20/2012	3,497	3,465					32
239	TEXAS INSTRS INC COM	882508104			8/18/2008		12/20/2012	1,499	1,239					260
240	TEXAS INSTRS INC COM	882508104			5/24/2010		12/20/2012	5,089	2,999					2,090
241	TEXAS INSTRS INC COM	882508104			11/24/2008		12/20/2012	2,654	2,084					570
242	TEXAS INSTRS INC COM	882508104			7/18/2011		12/20/2012	4,215	4,145					70
243	TEXAS INSTRS INC COM	882508104			10/19/2011		12/20/2012	468	410					58
244	TEXAS INSTRS INC COM	882508104			8/15/2011		12/20/2012	6,245	6,123					122
245	THERMO FISHER SCIENTIFIC	883556102			7/25/2008		1/30/2012	5,703	6,428					-725
246	THERMO FISHER SCIENTIFIC	883556102			11/24/2008		1/30/2012	4,552	2,675					1,877
247	THERMO FISHER SCIENTIFIC	883556102			1/19/2010		1/30/2012	314	288					26
248	THERMO FISHER SCIENTIFIC	883556102			5/24/2010		1/30/2012	2,093	2,030					63
249	THERMO FISHER SCIENTIFIC	883556102			7/18/2011		1/30/2012	3,139	3,789					-650
250	THERMO FISHER SCIENTIFIC	883556102			2/6/2012		1/30/2012	789	812					-23
251	UNION PACIFIC CORP COM	907818108			2/6/2012		8/6/2012	1,249	1,160					89
252	UNION PACIFIC CORP COM	907818108			7/18/2011		11/19/2012	3,558	3,010					548
253	UNITED PARCEL SVC INC CL	911312106			2/6/2012		8/6/2012	756	766					-10
254	UNITED PARCEL SVC INC CL	911312106			7/18/2011		11/19/2012	2,822	2,904					-82
255	VERIZON COMMUNICATIONS	92343V104			2/6/2012		8/6/2012	1,358	1,137					221
256	VERIZON COMMUNICATIONS	92343V104			7/18/2011		8/6/2012	223	183					40
257	VERIZON COMMUNICATIONS	92343V104			7/18/2011		11/19/2012	6,079	5,299					780
258	VISA INC CL A COM	92826C839			2/6/2012		8/6/2012	1,965	1,605					360
259	WAL-MART STORES INC COM	931142103			7/18/2011		11/19/2012	7,214	4,430					2,784
260	WAL-MART STORES INC COM	931142103			8/17/2012		11/19/2012	2,384	2,828					-144
261	WELLS FARGO & CO COM NE	949746101			8/6/2012		11/19/2012	2,278	2,270					8
262	WELLS FARGO & CO COM NE	949746101			12/1/2011		11/19/2012	1,033	975					58
263	WELLS FARGO & CO COM NE	949746101			5/24/2010		11/19/2012	2,271	2,073					198
264	WELLS FARGO & CO COM NE	949746101			12/1/2011		11/19/2012	2,596	2,600					-4
265	WELLS FARGO & CO COM NE	949746101			3/22/2005		11/19/2012	1,136	1,028					108
266	WHIRLPOOL CORP COM	963320106			4/15/2011		1/30/2012	11,602	18,437					-6,835
267	WHIRLPOOL CORP COM	963320106			7/18/2011		1/30/2012	3,238	4,591					-1,353
268	WHIRLPOOL CORP COM	963320106			8/15/2011		1/30/2012	1,079	1,256					-177
269	WILLIAMS COS INC COM	969457100			2/6/2012		8/6/2012	1,269	1,182					87
270	WILLIAMS COS INC COM	969457100			7/18/2011		11/19/2012	975	886					89
271	WILLIAMS COS INC COM	969457100			7/18/2011		11/19/2012	3,902	2,964					938
272	WPX ENERGY INC COM	98212B103			3/17/2010		1/10/2012	6	4					2

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	Capital Gains/Losses		Gross Sales	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
								Gross Sales/Price	Other sales						
	Long Term CG Distributions	Amount	24,643							2,142,770			2,046,104		96,666
	Short Term CG Distributions		0							0			0		0
	Totals														
273	WPX ENERGY INC COM	98212B103			3/1/2010		4/12/2012	3,042	2,252						790
274	WPX ENERGY INC COM	98212B103			5/24/2010		4/12/2012	678	439						239
275	WPX ENERGY INC COM	98212B103			10/25/2010		4/12/2012	81	58						23
276	WPX ENERGY INC COM	98212B103			7/18/2011		4/12/2012	840	854						-14

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

		5,264	1,106	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	1,106	1,106		
2	PRIOR YEAR EXCISE TAX DUE	833			
3	ESTIMATED EXCISE PAYMENTS	3,325			

Part I, Line 23 (990-PF) - Other Expenses

		75	0	0	75
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	CONVERSION FEE	75	0		75

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
1				1,244,406	0	1,693,657
2	ABBOTT LABS COM	0	0	31,683		41,396
3	ALLSTATE CORP COM	0	0	17,125		17,876
4	AMGEN INC COM	0	0	21,862		36,032
5	APACHE CORP COM	0	0	18,025		20,096
6	APPLE INC COM	0	0	25,365		82,487
7	BB&T CORP COM	0	0	13,328		16,593
8	BANK OF AMERICA CORP COM	0	0	18,872		21,722
9	BAXTER INTL INC COM	0	0	21,734		25,464
10	B/E AEROSPACE INC COM	0	0	23,807		32,357
11	CVS CAREMARK CORP COM	0	0	25,534		38,873
12	CAPITAL ONE FINL CORP COM	0	0	26,172		37,075
13	CHEVRON CORP COM	0	0	14,311		37,200
14	COACH INC COM	0	0	15,385		24,147
15	COMCAST CORP COM CL A	0	0	12,778		13,823
16	DARDEN RESTAURANTS INC COM	0	0	16,456		16,451
17	WALT DISNEY CO COM	0	0	19,124		33,110
18	EMC CORP COM	0	0	15,906		26,059
19	ECOLAB INC COM	0	0	16,623		20,132
20	EMERSON ELEC CO COM	0	0	16,231		19,383
21	FLUOR CORP COM NEW	0	0	14,855		19,032
22	FLOWSERVE CORP COM	0	0	14,230		24,956
23	FREEMONT-MCMORAN COPPER AND CO	0	0	5,064		9,713
24	GENERAL ELEC CO COM	0	0	26,675		33,164
25	GOLDMAN SACHS GROUP INC COM	0	0	23,584		23,216
26	GOOGLE INC CL A COM	0	0	23,408		40,321
27	HARTFORD FINL SVCS GROUP INC COM	0	0	23,080		19,680
28	HOME DEPOT INC COM	0	0	9,925		30,059
29	INTEL CORP COM	0	0	29,126		28,559
30	INTERNATIONAL BUSINESS MACHS COM	0	0	27,342		32,180
31	INTUIT INC COM	0	0	15,927		20,222
32	JP MORGAN CHASE AND COM	0	0	29,418		40,056
33	MATTEL INC COM	0	0	17,603		21,789
34	MICROSOFT CORP COM	0	0	36,543		32,052
35	MORGAN STANLEY COM	0	0	20,844		22,217
36	NATIONAL OILWELL VARCO INC COM	0	0	23,507		24,743
37	OCCIDENTAL PETE CORP COM	0	0	19,923		23,443
38	ORACLE CORP COM	0	0	24,534		37,418
39	PNC FINL SVCS GROUP INC COM	0	0	28,850		29,155
40	PACCAR INC COM	0	0	15,976		14,919
41	PEPSICO INC COM	0	0	13,549		17,723
42	PFIZER INC COM	0	0	29,118		38,748
43	PRAXAIR INC COM	0	0	11,765		20,467
44	PROCTER & GAMBLE CO COM	0	0	15,856		22,743
45	QUALCOMM CORP COM	0	0	23,806		26,600
46	QUANTA SVCS INC COM	0	0	15,760		19,785

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			4,727,811	0	3,561,936
2	PIMCO LOW DURATION-I		0	208,725	210,725
3	FORUM ABSOLUTE STRATEGIES-I		0	251,514	263,566
4	MANNING & NAPIER WORLD OPPTYS-A		0	418,302	422,603
5	RIDGEWORTH FD-INTERMEDIATE BD RG		0	658,482	671,192
6	PIMCO INVT GRADE CORP BD-I		0	340,424	365,473
7	JANUS PERKINS SMALL CAP VALUE-I		0	105,228	106,664
8	ABERDEEN EQUITY LONG SHORT-I		0	102,155	107,252
9	OPPENHEIMER DEVELOPING MKTS INST		0	246,318	282,455
10	DOUBLELINE TOTAL RETURN BD-I		0	264,320	265,258
11	PIMCO EMERGING LOCAL BD-I		0	107,078	108,762
12	NEUBERGER BERMAN HIGH INCOME BD-		0	201,955	216,087
13	WASATCH 1ST SOURCE LONG/SHORT		0	107,744	112,257
14	VANGUARD MTG BACKED SECS INDEX-S		0	320,414	318,671
15	T ROWE PRICE DIVRSFD SMALLCAP GRC		0	111,388	110,971
			4,727,811	3,444,047	3,561,936

4/29/2013 11:47:57 AM - 1110974 - 80 - CAT - CO TR U-W CHARLES E SHEPARD

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

Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	419	2,046,523	72,023	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	0	0	72,023	Gains Minus Excess of FMV Over Adjusted Basis or Losses
1 WPX ENERGY INC COM	99212B103		8/15/2011	4/12/2012	217			0	205	12	0	0	0	0	0	0	12
2 WPX ENERGY INC COM	99212B103		3/1/2010	4/12/2012	5			0	4	0	0	0	0	0	0	0	0
3 INVESCO LTD BERMUDA COM	G491BT108		5/23/2008	2/6/2012	827			0	950	123	0	0	0	0	0	0	123
4 INVESCO LTD BERMUDA COM	G491BT108		5/23/2008	8/6/2012	793			0	950	157	0	0	0	0	0	0	157
5 INVESCO LTD BERMUDA COM	G491BT108		5/23/2008	11/19/2012	2,736			0	3,121	385	0	0	0	0	0	0	385
6 ABB LTD SPONS ADR	000375204		8/18/2008	4/27/2012	1,056			0	1,236	457	0	0	0	0	0	0	457
7 ABB LTD SPONS ADR	000375204		11/24/2008	4/27/2012	961			0	1,236	275	0	0	0	0	0	0	275
8 ABB LTD SPONS ADR	000375204		11/24/2008	4/27/2012	2,903			0	1,509	1,253	0	0	0	0	0	0	1,253
9 ABB LTD SPONS ADR	000375204		2/6/2012	4/27/2012	1,320			0	1,509	189	0	0	0	0	0	0	189
10 ABBOTT LABS COM	002824100		7/18/2011	8/6/2012	1,998			0	1,647	351	0	0	0	0	0	0	351
11 ABBOTT LABS COM	002824100		10/2/2009	4/27/2012	333			0	797	233	0	0	0	0	0	0	233
12 ABB LTD SPONS ADR	000375204		9/24/2010	4/27/2012	1,791			0	1,998	193	0	0	0	0	0	0	193
13 ABB LTD SPONS ADR	000375204		7/18/2011	4/27/2012	4,093			0	5,321	1,268	0	0	0	0	0	0	1,268
14 ABB LTD SPONS ADR	000375204		10/25/2010	4/27/2012	7,597			0	6,349	1,248	0	0	0	0	0	0	1,248
15 ABB LTD SPONS ADR	000375204		10/25/2010	4/27/2012	1,225			0	1,477	252	0	0	0	0	0	0	252
16 ABB LTD SPONS ADR	000375204		8/6/2012	11/19/2012	4,009			0	3,974	55	0	0	0	0	0	0	55
17 ALLSTATE CORP COM	009002101		9/7/2012	11/19/2012	2,748			0	2,694	55	0	0	0	0	0	0	55
18 AMAZON INC COM	023135106		2/6/2012	3/6/2012	2,717			0	2,798	81	0	0	0	0	0	0	81
19 AMAZON INC COM	023135106		2/9/2010	3/6/2012	7,608			0	4,977	2,631	0	0	0	0	0	0	2,631
20 AMAZON INC COM	023135106		5/13/2011	3/6/2012	13,671			0	9,006	4,665	0	0	0	0	0	0	4,665
21 AMGEN INC COM	031162100		5/13/2011	11/19/2012	1,232			0	909	323	0	0	0	0	0	0	323
22 AMGEN INC COM	031162100		5/13/2011	11/19/2012	6,403			0	4,543	1,860	0	0	0	0	0	0	1,860
23 APACHE CORP COM	037411105		7/18/2011	8/6/2012	853			0	1,225	372	0	0	0	0	0	0	372
24 APACHE CORP COM	037411105		7/18/2011	11/19/2012	3,442			0	5,512	2,070	0	0	0	0	0	0	2,070
25 APPLE INC COM	037833100		2/6/2012	8/6/2012	6,171			0	4,584	1,587	0	0	0	0	0	0	1,587
26 APPLE INC COM	037833100		10/19/2011	11/19/2012	2,703			0	2,030	673	0	0	0	0	0	0	673
27 APPLE INC COM	037833100		2/6/2012	11/19/2012	5,406			0	4,585	821	0	0	0	0	0	0	821
28 APPLE INC COM	037833100		7/18/2011	11/19/2012	8,109			0	5,482	2,627	0	0	0	0	0	0	2,627
29 AUTODESK INC COM	052769106		7/18/2011	2/6/2012	375			0	357	18	0	0	0	0	0	0	18
30 AUTODESK INC COM	052769106		7/18/2011	8/6/2012	348			0	357	9	0	0	0	0	0	0	9
31 AUTODESK INC COM	052769106		6/6/2010	8/24/2012	4,563			0	12,654	1,909	0	0	0	0	0	0	1,909
32 AUTODESK INC COM	052769106		7/18/2011	8/24/2012	3,453			0	4,103	650	0	0	0	0	0	0	650
33 AUTODESK INC COM	052769106		8/15/2011	8/24/2012	1,501			0	1,469	32	0	0	0	0	0	0	32
34 AUTODESK INC COM	052769106		7/18/2011	8/24/2012	1,446			0	1,250	196	0	0	0	0	0	0	196
35 BBAT CORP COM	054837107		7/18/2011	8/6/2012	477			0	375	102	0	0	0	0	0	0	102
36 BBAT CORP COM	054837107		7/18/2011	11/19/2012	1,980			0	1,751	229	0	0	0	0	0	0	229
37 BBAT CORP COM	054837107		8/17/2010	11/19/2012	1,337			0	956	381	0	0	0	0	0	0	381
38 BANK OF AMERICA CORP COM	069005104		10/28/2009	2/6/2012	1,314			0	2,565	1,251	0	0	0	0	0	0	1,251
39 BANK OF AMERICA CORP COM	069005104		10/25/2010	2/6/2012	202			0	300	98	0	0	0	0	0	0	98
40 BANK OF AMERICA CORP COM	069005104		10/25/2010	8/6/2012	215			0	335	120	0	0	0	0	0	0	120
41 BANK OF AMERICA CORP COM	069005104		5/7/2009	8/6/2012	267			0	397	130	0	0	0	0	0	0	130
42 BANK OF AMERICA CORP COM	069005104		5/7/2009	11/19/2012	3,321			0	3,915	594	0	0	0	0	0	0	594
43 BAXTER INTL INC COM	071813109		11/9/2010	8/6/2012	589			0	612	23	0	0	0	0	0	0	23
44 BAXTER INTL INC COM	071813109		11/9/2010	11/19/2012	425			0	397	34	0	0	0	0	0	0	34
45 BAXTER INTL INC COM	071813109		7/18/2011	11/19/2012	396			0	365	31	0	0	0	0	0	0	31
46 BAXTER INTL INC COM	071813109		2/6/2012	8/6/2012	1,299			0	1,686	387	0	0	0	0	0	0	387
47 BIE AEROSPACE INC COM	073302101		2/6/2012	11/19/2012	647			0	1,686	1,039	0	0	0	0	0	0	1,039
48 BIE AEROSPACE INC COM	073302101		7/18/2011	11/19/2012	4,747			0	4,420	327	0	0	0	0	0	0	327
49 BIE AEROSPACE INC COM	073302101		8/17/2012	11/19/2012	2,988			0	3,005	117	0	0	0	0	0	0	117
50 BEAM INC COM	073730103		8/2/2012	11/19/2012	6,769			0	6,720	49	0	0	0	0	0	0	49
51 CVS CAREMARK CORP COM	126850100		8/15/2011	8/22/2012	3,430			0	3,520	90	0	0	0	0	0	0	90
52 CAMERON INTL CORP COM	13342B105		7/18/2011	8/22/2012	1,225			0	1,229	4	0	0	0	0	0	0	4
53 CAMERON INTL CORP COM	13342B105		2/6/2012	8/22/2012	1,715			0	1,945	230	0	0	0	0	0	0	230
54 CAMERON INTL CORP COM	13342B105		8/18/2011	8/22/2012	1,225			0	1,151	74	0	0	0	0	0	0	74
55 CAMERON INTL CORP COM	13342B105		2/6/2012	8/6/2012	1,438			0	2,762	1,324	0	0	0	0	0	0	1,324
56 CAPITAL ONE FINL CORP COM	14040H105		2/6/2012	11/19/2012	1,698			0	1,465	233	0	0	0	0	0	0	233
57 CAPITAL ONE FINL CORP COM	14040H105		7/18/2011	11/19/2012	5,094			0	4,365	729	0	0	0	0	0	0	729
58 CAPITAL ONE FINL CORP COM	14040H105		7/18/2011	8/6/2012	1,664			0	1,584	80	0	0	0	0	0	0	80
59 CAPITAL ONE FINL CORP COM	166764100		7/18/2011	11/19/2012	6,746			0	6,864	118	0	0	0	0	0	0	118
60 CHEVRON CORP COM	189754104		7/18/2011	8/6/2012	530			0	526	4	0	0	0	0	0	0	4
61 CHEVRON CORP COM	189754104		7/18/2011	8/6/2012	4,481			0	4,481	0	0	0	0	0	0	0	0
62 COACH INC COM	189754104		9/7/2012	11/19/2012	2,139			0	2,072	67	0	0	0	0	0	0	67
63 COMCAST CORP COM	20030N101		7/18/2011	8/6/2012	787			0	789	2	0	0	0	0	0	0	2
64 DARDEN RESTAURANTS INC COM	237184105		7/18/2011	11/19/2012	3,613			0	3,684	71	0	0	0	0	0	0	71
65 DARDEN RESTAURANTS INC COM	237184105		7/18/2011	2/6/2012	400			0	389	11	0	0	0	0	0	0	11
66 WALT DISNEY CO COM	254687106		7/18/2011	8/6/2012	1,747			0	1,363	384	0	0	0	0	0	0	384
67 WALT DISNEY CO COM	254687106		7/18/2011	9/7/2012	7,247			0	5,451	1,796	0	0	0	0	0	0	1,796
68 WALT DISNEY CO COM	254687106		7/18/2011	11/19/2012	4,777			0	3,899	888	0	0	0	0	0	0	888
69 WALT DISNEY CO COM	254687106		10/31/2007	11/19/2012	4,057			0	2,942	1,115	0	0	0	0	0	0	1,115
70 WALT DISNEY CO COM	254687106		7/18/2011	8/6/2012	935			0	935	0	0	0	0	0	0	0	0
71 EMC CORP COM	268648102		7/18/2011	11/19/2012	4,800			0	5,345	545	0	0	0	0	0	0	545
72 EMC CORP COM	268648102		3/6/2012	8/6/2012	643			0	594	49	0	0	0	0	0	0	49
73 EMC CORP COM	268648102		3/6/2012	11/19/2012	3,473			0	2,968	505	0	0	0	0	0	0	505
74 ECOLAB INC COM	278665100		7/18/2011	8/6/2012	733			0	827	94	0	0	0	0	0	0	94
75 ECOLAB INC COM	278665100		7/18/2011	11/19/2012	3,435			0	3,860	425	0	0	0	0	0	0	425
76 EMERSON ELEC CO COM	291011104		2/6/2012	8/6/2012	1,139			0	1,040	99	0	0	0	0	0	0	99
77 EMERSON ELEC CO COM	291011104		2/6/2012	11/19/2012	2,097			0	2,081	16	0	0	0	0	0	0	16
78 EXPRESS SCRIPTS HLDG CO COM	30219C108		4/28/2008	8/6/2012	527			0	1,850	1,323	0	0	0	0	0	0	1,323
79 EXPRESS SCRIPTS HLDG CO COM	30219C108		7/18/2011	11/19/2012	386			0	4,222	3,836	0	0	0	0	0	0	3,836
80 EXPRESS SCRIPTS HLDG CO COM	343412102		2/6/2012	8/6/2012	621			0	568	53	0	0	0	0	0	0	53
81 FLUOR CORP COM NEW	343412102																

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

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	FMV 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 of Losses	Amount						
														24,563	0					
														2,118,127	72,023	72,023	0	0	0	0
85 FLORESERVE CORP COM	34354P105		7/18/2011	11/19/2012	3,421			2,606	815	0	0	0	815	72,023	0	0				
86 FORUM ABSOLUTE STRATEGIES-I	34884T600		2/6/2012	11/19/2012	7,191			7,043	148	0	0	0	148	0	0	0				
87 FREEMPT-MCMORAN COPPER & GO	33571D857		7/18/2011	8/6/2012	505			829	-324	0	0	0	-324	0	0	0				
88 FREEMPT-MCMORAN COPPER & GO	33571D857		7/18/2011	11/19/2012	1,886			2,762	-876	0	0	0	-876	0	0	0				
89 FREEMPT-MCMORAN COPPER & GO	33571D857		2/6/2012	11/19/2012	189			230	-41	0	0	0	-41	0	0	0				
90 GENERAL ELECTRIC CO COM	36960A103		3/16/2006	11/19/2012	4,083			6,856	-2,773	0	0	0	-2,773	0	0	0				
91 GENERAL ELECTRIC CO COM	36960A103		8/18/2008	11/19/2012	1,897			2,765	-868	0	0	0	-868	0	0	0				
92 GENERAL MILLS INC COM	370334104		2/6/2012	8/6/2012	1,350			1,394	-44	0	0	0	-44	0	0	0				
93 GENERAL MILLS INC COM	370334104		8/12/2011	8/17/2012	17,663			16,631	1,032	0	0	0	1,032	0	0	0				
94 GENERAL MILLS INC COM	370334104		10/19/2011	8/17/2012	7,488			7,743	-255	0	0	0	-255	0	0	0				
95 GOLDMAN SACHS GROUP INC COM	38141C104		2/6/2012	8/17/2012	1,536			1,593	-57	0	0	0	-57	0	0	0				
96 GOLDMAN SACHS GROUP INC COM	38141C104		17/12/2011	8/6/2012	583			829	-246	0	0	0	-246	0	0	0				
97 GOLDMAN SACHS GROUP INC COM	38141C104		12/12/2011	8/6/2012	1,012			1,658	-646	0	0	0	-646	0	0	0				
98 GOLDMAN SACHS GROUP INC COM	38141C104		12/12/2011	11/19/2012	4,132			5,805	-1,673	0	0	0	-1,673	0	0	0				
99 GOOGLE INC CL A COM	35295F508		7/18/2011	11/19/2012	3,278			2,981	297	0	0	0	297	0	0	0				
100 GOOGLE INC CL A COM	35295F508		8/15/2011	11/19/2012	6,558			5,934	624	0	0	0	624	0	0	0				
101 HARTFORD FINL SVCS GROUP INC CO	418515104		4/29/2010	8/6/2012	424			740	-316	0	0	0	-316	0	0	0				
102 HARTFORD FINL SVCS GROUP INC CO	418515104		11/19/2012	11/19/2012	3,523			5,029	-1,506	0	0	0	-1,506	0	0	0				
103 HOME DEPOT INC COM	437076102		2/6/2012	8/6/2012	1,309			1,129	180	0	0	0	180	0	0	0				
104 HOME DEPOT INC COM	437076102		2/6/2012	9/7/2012	856			877	-21	0	0	0	-21	0	0	0				
105 HOME DEPOT INC COM	437076102		7/18/2011	9/7/2012	938			4,650	-2,711	0	0	0	-2,711	0	0	0				
106 HOME DEPOT INC COM	437076102		5/24/2010	11/19/2012	3,126			1,788	1,338	0	0	0	1,338	0	0	0				
107 HOME DEPOT INC COM	437076102		7/18/2011	11/19/2012	1,563			778	785	0	0	0	785	0	0	0				
108 HOME DEPOT INC COM	437076102		8/15/2011	11/19/2012	313			1,25	188	0	0	0	188	0	0	0				
109 HOME DEPOT INC COM	437076102		9/30/2008	11/19/2012	4,446			1,800	2,645	0	0	0	2,645	0	0	0				
110 HOME DEPOT INC COM	437076102		9/30/2008	12/20/2012	5,125			1,726	3,399	0	0	0	3,399	0	0	0				
111 HOME DEPOT INC COM	437076102		2/27/2009	12/20/2012	335			239	116	0	0	0	116	0	0	0				
112 HUNT JB TRANSPORT SVCS INC COM	445658107		5/24/2010	1/30/2012	5,070			4,802	268	0	0	0	268	0	0	0				
113 HUNT JB TRANSPORT SVCS INC COM	445658107		7/18/2011	1/30/2012	1,774			1,445	329	0	0	0	329	0	0	0				
114 HUNT JB TRANSPORT SVCS INC COM	445658107		12/23/2009	1/30/2012	152			100	52	0	0	0	52	0	0	0				
115 HUNT JB TRANSPORT SVCS INC COM	445658107		12/23/2009	8/6/2012	548			332	216	0	0	0	216	0	0	0				
116 HUNT JB TRANSPORT SVCS INC COM	445658107		9/28/2009	9/7/2012	10,533			6,577	3,956	0	0	0	3,956	0	0	0				
117 HUNT JB TRANSPORT SVCS INC COM	445658107		2/6/2012	11/19/2012	943			962	-19	0	0	0	-19	0	0	0				
118 INTERNATIONAL BUSINESS MACHS CO	459200101		8/18/2011	11/19/2012	4,716			4,069	647	0	0	0	647	0	0	0				
119 INTERNATIONAL BUSINESS MACHS CO	459200101		2/6/2012	8/6/2012	581			579	2	0	0	0	2	0	0	0				
120 INTUIT INC COM	461202103		2/6/2012	8/6/2012	296			244	52	0	0	0	52	0	0	0				
121 INTUIT INC COM	461202103		7/18/2011	8/6/2012	3,853			3,172	681	0	0	0	681	0	0	0				
122 INTUIT INC COM	461202103		7/18/2011	11/19/2012	725			793	-68	0	0	0	-68	0	0	0				
123 JP MORGAN CHASE & CO COM	46625H100		7/18/2011	8/6/2012	7,044			6,940	104	0	0	0	104	0	0	0				
124 JP MORGAN CHASE & CO COM	46625H100		7/18/2011	11/19/2012	1,852			1,789	63	0	0	0	63	0	0	0				
125 MACYS INC COM	55616P104		2/6/2012	9/7/2012	3,027			2,699	328	0	0	0	328	0	0	0				
126 MACYS INC COM	55616P104		2/6/2012	9/7/2012	4,439			3,272	1,167	0	0	0	1,167	0	0	0				
127 MACYS INC COM	55616P104		10/19/2011	9/7/2012	3,448			2,528	920	0	0	0	920	0	0	0				
128 MACYS INC COM	55616P104		10/19/2011	11/19/2012	2,028			1,254	774	0	0	0	774	0	0	0				
129 MACYS INC COM	55616P104		9/9/2010	11/19/2012	55,025			65,362	-10,337	0	0	0	-10,337	0	0	0				
130 MANNING & NAPIER WORLD OPTPTYS-A	563821545		10/25/2010	2/6/2012	44,635			54,771	-10,136	0	0	0	-10,136	0	0	0				
131 MANNING & NAPIER WORLD OPTPTYS-A	563821545		4/18/2011	2/6/2012	51,103			61,150	-10,047	0	0	0	-10,047	0	0	0				
132 MANNING & NAPIER WORLD OPTPTYS-A	563821545		8/15/2011	2/6/2012	14,487			16,152	-1,665	0	0	0	-1,665	0	0	0				
133 MANNING & NAPIER WORLD OPTPTYS-A	563821545		10/28/2009	2/6/2012	48,548			55,397	-6,849	0	0	0	-6,849	0	0	0				
134 MANNING & NAPIER WORLD OPTPTYS-A	563821545		7/30/2012	8/6/2012	878			740	138	0	0	0	138	0	0	0				
135 MATTEL INC COM	377081102		1/30/2012	11/19/2012	3,907			3,254	653	0	0	0	653	0	0	0				
136 MATTEL INC COM	377081102		4/28/2008	8/6/2012	133			123	10	0	0	0	10	0	0	0				
137 MERCK & CO INC COM	599331105		7/30/2012	8/6/2012	1,195			1,048	147	0	0	0	147	0	0	0				
138 MERCK & CO INC COM	599331105		1/30/2012	11/19/2012	8,634			7,760	874	0	0	0	874	0	0	0				
139 MERCK & CO INC COM	599331105		12/23/2009	9/7/2012	8,313			5,352	2,961	0	0	0	2,961	0	0	0				
140 HUNT JB TRANSPORT SVCS INC COM	445658107		2/6/2012	11/19/2012	1,987			1,924	63	0	0	0	63	0	0	0				
141 INTERNATIONAL BUSINESS MACHS CO	459200101		4/27/2012	11/19/2012	5,212			6,246	-1,034	0	0	0	-1,034	0	0	0				
142 MICROSOFT CORP COM	594918104		5/24/2010	2/6/2012	61			81	-20	0	0	0	-20	0	0	0				
143 MORGAN STANLEY COM NEW	617446448		5/11/2009	2/6/2012	1,977			2,574	-597	0	0	0	-597	0	0	0				
144 MORGAN STANLEY COM NEW	617446448		5/11/2009	8/6/2012	416			795	-379	0	0	0	-379	0	0	0				
145 MORGAN STANLEY COM NEW	617446448		5/11/2009	8/6/2012	1,061			1,899	-838	0	0	0	-838	0	0	0				
146 MORGAN STANLEY COM	617446448		10/25/2010	11/19/2012	580			864	-284	0	0	0	-284	0	0	0				
147 MORGAN STANLEY COM	617446448		5/29/2009	11/19/2012	487			820	-333	0	0	0	-333	0	0	0				
148 MORGAN STANLEY COM	617446448		4/29/2009	11/19/2012	1,011			1,419	-408	0	0	0	-408	0	0	0				
149 MORGAN STANLEY COM	617446448		2/6/2012	8/6/2012	1,507			1,652	-145	0	0	0	-145	0	0	0				
150 NATIONAL OILWELL VARCO INC COM	637071101		7/18/2011	11/19/2012	3,988			4,321	-333	0	0	0	-333	0	0	0				
151 NATIONAL OILWELL VARCO INC COM	637071101		8/15/2011	11/19/2012	1,090			1,053	37	0	0	0	37	0	0	0				
152 NATIONAL OILWELL VARCO INC COM	637071101		2/6/2012	8/6/2012	9,679			9,432	247	0	0	0	247	0	0	0				
153 NEUBERGER BERMAN HIGH INCOME B	64128K868		9/12/2011	8/6/2012	17,668			16,689	999	0	0	0	999	0	0	0				
154 NEUBERGER BERMAN HIGH INCOME B	64128K868		9/12/2011	11/19/2012	6,257			5,904	353	0	0	0	353	0	0	0				
155 NEUBERGER BERMAN HIGH INCOME B	64128K868		7/18/2011	1/30/2012	9,417			8,964	453	0	0	0	453	0	0	0				
156 OCCIDENTAL PETROLEUM CORP COM	674589105		8/15/2011	1/30/2012	1,487			1,297	190	0	0	0	190	0						

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
1	SUNTRUST BANKS, INC		P O BOX 4655	ATLANTA	GA	30302		TRUSTEE, AS RECID		62,100		0
2												
										62,100	0	0

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

	<u>Date</u>		<u>Amount</u>
1 Credit from prior year return		1	
2 First quarter estimated tax payment	5/9/2012	2	832
3 Second quarter estimated tax payment	6/6/2012	3	832
4 Third quarter estimated tax payment	9/4/2012	4	832
5 Fourth quarter estimated tax payment	12/12/2012	5	829
6 Other payments		6	
7 Total		7	3,325

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	212,798
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	212,798