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 , 2012, and ending , 20

Name of foundation: ORREN W HYMAN JU IRR TUA FBO OW SR AND J J HYMAN FDN 8802639

A Employer identification number: 27-6666279

Number and street (or P O box number if mail is not delivered to street address): 800 S. GAY STREET

Room/suite:

B Telephone number (see instructions): 865- 971-2163

City or town, state, and ZIP code: KNOXVILLE, TN 37995-1230

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 3,139,871.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis)*

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	79,330.	79,330.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	19,298.			
	b	Gross sales price for all assets on line 6a 1,869,435.				
	7	Capital gain net income (from Part IV, line 2)		19,298.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	98,628.	98,628.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	30,428.	15,214.		15,214.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 7	4,187.			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	34,615.	15,214.	NONE	15,214.
	25	Contributions, gifts, grants paid	62,894.			62,894.
	26	**Total expenses and disbursements** Add lines 24 and 25	97,509.	15,214.	NONE	78,108.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	1,119.			
	b	**Net investment income** (if negative, enter -0-)		83,414.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing		5,870.	5,870.
2 Savings and temporary cash investments	59,087.	162,473.	162,473.
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 ▶ NONE			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule) STMT 8	10,202.	78,088.	77,075.
b Investments - corporate stock (attach schedule) STMT 9	1,679,003.	1,688,580.	1,850,649.
c Investments - corporate bonds (attach schedule) STMT 12	1,243,402.	1,056,704.	1,043,804.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule)			
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	2,991,694.	2,991,715.	3,139,871.
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)		NONE	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27 Capital stock, trust principal, or current funds	2,991,694.	2,991,715.	
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances** (see instructions)	2,991,694.	2,991,715.	
31 **Total liabilities and net assets/fund balances** (see instructions)	2,991,694.	2,991,715.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,991,694.
2 Enter amount from Part I, line 27a	2	1,119.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	2,992,813.
5 Decreases not included in line 2 (itemize) ▶ ROUNDING/TIMING VARIANCES	5	1,098.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,991,715.

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	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(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	1,869,435.		1,850,137.	19,298.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(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	
a				19,298.
b				
c				
d				
e				

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	19,298.
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	

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	87,731.	2,778,148.	0.031579
2010	73,660.	1,333,724.	0.055229
2009			
2008			
2007			

2 **Total** of line 1, column (d)	2	0.086808
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	0.028936
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,990,810.
5 Multiply line 4 by line 3	5	86,542.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	834.
7 Add lines 5 and 6	7	87,376.
8 Enter qualifying distributions from Part XII, line 4	8	78,108.

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	1,668.
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	
3	Add lines 1 and 2	3	1,668.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,668.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	NONE
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	40.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	1,708.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 16 Telephone no ▶

Located at ▶ ZIP+4 ▶

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

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

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

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

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ , , ,			
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 ▶ , , ,			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

		Yes	No
5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . . ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
Organizations relying on a current notice regarding disaster assistance check here . . . . ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
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		

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
FIRST TENNESSEE BANK NA 800 S. GAY STREET, KNOXVILLE, TN 37995-1230	TRUSTEE 10	30,428.	-0-	-0-

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

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

Total number of other employees paid over $50,000 . . . . ▶ NONE

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		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 PER THE DOCUMENT ESTABILISHING THIS TRUST, THE TRUST EXISTS SOLELY TO PROVIDE FINANCIAL SUPPORT TO THE UNIVERSITY OF TENNESSEE AT MEMPHIS, A PUBLIC INSTITUTION	97,509.
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 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,922,580.
b	Average of monthly cash balances	1b	113,775.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	3,036,355.
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	NONE
3	Subtract line 2 from line 1d	3	3,036,355.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	45,545.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,990,810.
6	**Minimum investment return.** Enter 5% of line 5	6	149,541.

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	149,541.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,668.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,668.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	147,873.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	147,873.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	147,873.

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	78,108.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	78,108.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	78,108.

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				147,873.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			37,870.	
b Total for prior years 20 10 ,20 ___, 20 ___		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 ... NONE				
b From 2008 ... NONE				
c From 2009 ... NONE				
d From 2010 ... NONE				
e From 2011 ... NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 78,108.				
a Applied to 2011, but not more than line 2a			37,870.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				40,238.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
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				107,635.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2008 ... NONE				
b Excess from 2009 ... NONE				
c Excess from 2010 ... NONE				
d Excess from 2011 ... NONE				
e Excess from 2012 ... NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
THE UNIVERSITY OF TENNESSEE MEMPHIS OFFICE OF THE TREASURER KNOXVILLE TN 37996-0	NONE	NONE	MEDICAL SCHOOL OPERATIONS	62,894.
Total . . . . . . ▶ 3a				62,894.
b *Approved for future payment*				
Total . . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	79,330.	
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	19,298.	
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)				98,628.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 98,628.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

First Tennessee Bank NA, By: [signature] VP

Signature of officer or trustee | 05/14/2013 Date | VICE PRESIDENT Title

FIRST TENNESSEE BANK

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

ORREN W HYMAN JU IRR TUA FBO OW SR AND J J

Employer identification number

27-6666279

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . . ► $ _______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: ORREN W HYMAN JU IRR TUA FBO OW SR AND J J

Employer identification number: 27-6666279

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ORREN W. HYMAN JR. IRR TUA FIRST TENNESSEE BANK TRUST DIVISION KNOXVILLE, TN 37995-1230	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AGL CAPITAL CORP 4.450% 4/15/13	445.	445.
AIRGAS INC	32.	32.
AIRGAS INC 2.850% 10/01/13	285.	285.
THE ALLSTATE CORPORATION	306.	306.
AMERICAN EXPRESS MTN 5.875% 5/02/13	588.	588.
AMERIPRISE FINANCIAL INC.	223.	223.
AMVESCAP PLC 5.625% 4/17/12	281.	281.
AON CORP 7.375% 12/14/12	1,103.	1,103.
APACHE CORP	88.	88.
APPALACHIAN PWR 5.650% 8/15/12	565.	565.
APPLE COMPUTER INC	80.	80.
ARCELORMITTAL 5.375% 6/01/13	806.	806.
AUTOZONE INC 5.500% 11/15/15	550.	550.
AVON PRODUCTS INC 4.800% 3/01/13	720.	720.
BB&T CORPORATION	126.	126.
BB&T CAPITAL TRUST VII 8.100% PFD	217.	217.
BANK OF AMERICA CORP	45.	45.
BANK OF MONTREAL MTN 2.500% 1/11/17	178.	178.
BARCLAYS MTN V-A 4.000% 9/30/25	500.	500.
BEST BUY CO 7.250% 7/15/13	675.	675.
BIOGEN IDEC INC 6.000% 3/01/13	600.	600.
FIRST TENNESSEE BANK DEPOSIT ACCOUNT	86.	86.
BUNGE LTD FIN CORP 5.875% 5/15/13	881.	881.
CBS CORP 6.750% PFD	213.	213.
CF INDUSTRIES HOLDINGS INC	70.	70.
CSX CORP 5.500% 8/01/13	550.	550.
CVS CORP	157.	157.
CABOT CORP 5.000% 10/01/16	314.	314.
CAMERON INTL CORP 1.600% 4/30/15	65.	65.
CAPITAL ONE FIN CORP	23.	23.
CAPITAL ONE FINL 4.800% 2/21/12	240.	240.
CATERP FIN SERV MTN 4.350% 5/15/13	435.	435.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CISCO SYSTEMS	295.	295.
CITIGROUP INC 5.125% 5/05/14	286.	286.
CITIGROUP CAPITAL XX 7.875% PFD	738.	738.
COHEN & STEERS INSTL RLTY SH	257.	257.
COLGATE PALMOLIVE CO WITH RIGHTS EXP 10/	245.	245.
COLUMBIA ACORN FUND-Z	631.	631.
COMPUTER SCIENCES 5.000% 2/15/13	589.	589.
CONOCOPHILLIPS	477.	477.
COVIDIEN INTL 2.800% 6/15/15	280.	280.
CRANE CO 5.500% 9/15/13	550.	550.
DCP MIDSTREAM OP 3.250% 10/01/15	3.	3.
DANAHER CORP	21.	21.
DARDEN RESTUARANTS INC-W/I	303.	303.
DAYTON POWER & LIGHT 5.125% 10/01/13	513.	513.
JOHN DEERE CAP MTN 4.850% 6/15/15	485.	485.
DELMARVA PR & LT 6.400% 12/01/13	472.	472.
DR PEPPER SNAPPLE GROUP INC	240.	240.
ENTERGY NEW ORLEANS 5.250% 8/01/13	525.	525.
EQUITABLE RESRCS 5.150% 11/15/12	773.	773.
AMERICAN EUROPACIFIC GRTH-F2	3,687.	3,687.
EVEREST RE HLDGS 5.400% 10/15/14	267.	267.
EVEREST RE CAP II 6.200% PFD SER B	39.	39.
FFCB 2.000% 3/14/18	104.	104.
FHLB V-A 2.000% 10/28/22	126.	126.
FHLB V-A 2.000% 8/25/21	270.	270.
FHLB 2.150% 12/14/17	61.	61.
FHLB V-A 2.000% 9/22/21	1,825.	1,825.
FHLB V-A 2.000% 9/30/21	1,140.	1,140.
FHLB V-A 1.250% 9/28/18	1,322.	1,322.
FHLB V-A 1.250% 11/28/18	101.	101.
FHLB V-A 1.250% 12/28/18	527.	527.
FHLB 2.300% 10/30/19	40.	40.
FHLB V-A 1.250% 10/30/20	280.	280.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FHLB V-A 1.500% 6/20/22	60.	60.
FHLB V-A 1.500% 6/28/24	69.	69.
FHLB V-A 1.375% 12/28/20	714.	714.
FHLB 2.150% 1/12/21	462.	462.
FHLB 2.430% 1/10/22	70.	70.
FFCB 2.000% 2/01/19	250.	250.
FHLMC MTN V-A 1.250% 11/15/17	73.	73.
FHLMC MTN V-A 1.500% 12/14/18	1,608.	1,608.
FNMA 2.000% 10/25/16	75.	75.
FNMA V-A 3.250% 4/27/16	118.	118.
FNMA V-A 1.000% 11/23/18	324.	324.
FNMA V-A 2.000% 6/28/27	1,100.	1,100.
FREEPORTMCMORAN COPPERAND GOLD INC	269.	269.
GENERAL DYNAMICS CORP	329.	329.
GE CAP CORP MTN V-A 6.000% 3/15/19	40.	40.
GEN ELEC CAP CRP MTN 4.200% 2/15/14	630.	630.
GENWRTH GLBL FND MTN 5.250% 5/15/12	263.	263.
GOLDMAN SACHS FIN SQ GOVT-INSTL	1.	1.
GOLDMAN SACHS GR INC 5.150% 1/15/14	773.	773.
GOLDMAN SACHS GROUP 6.200% PFD SER B	775.	775.
GRAYSTONE BK CD V-A 3.000% 12/31/14	288.	288.
HSBC FIN CORP MTN 6.000% 4/15/13	600.	600.
JOHN HANCOCK MTN V-M 3.480% 2/15/15	392.	392.
HARBOR INTERNATIONAL FUND	3,788.	3,788.
HARMAN INTERNATIONAL INDS	92.	92.
HARRIS CORP DEL	337.	337.
HARTFORD FINL SVCS 4.625% 7/15/13	694.	694.
INGERSOLL-RAND CO 4.750% 5/15/15	79.	79.
JP MORGAN CHASE & CO	264.	264.
JPMCHASE CAP XII 6.250% PFD	391.	391.
JOHNSON CITY HEALTH TN REV MBIA 5.125% D	256.	256.
KENNAMETAL INC 7.200% 6/15/12	360.	360.
KEYCORP CAPITAL X 8.000% PFD	163.	163.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
KOHL'S DEPT STORE	212.	212.
L3 COMMUNICATIONS HLDGS INCCOM	245.	245.
LEGGETT & PLATT 4.700% 4/01/13	705.	705.
LEXMARK INTL INC 5.900% 6/01/13	342.	342.
LOWE'S COMPANIES INC WITH RIGHTS EXP 9/9	187.	187.
MANULIFE FIN CORP 3.400% 9/17/15	81.	81.
MARRIOTT INTL 4.625% 6/15/12	231.	231.
MASSACHUSETTS ST 1.250% 12/01/13	121.	121.
MCKESSON HBOC INC	76.	76.
MEDCO HLTH SOLUTIONS 7.250% 8/15/13	528.	528.
MEDTRONIC INC 3.000% 3/15/15	300.	300.
MEMPHIS-SHELBY TN 4.500% 7/01/14	188.	188.
MERRILL LYNCH MTN 5.450% 7/15/14	545.	545.
METLIFE INC	205.	205.
MORGAN STNLY MTN V-A 4.000% 7/30/20	400.	400.
MOTOROLA INC 5.375% 11/15/12	468.	468.
MURPHY OIL CORP	810.	810.
MURPHY OIL CORP 6.375% 5/01/12	478.	478.
NATIONAL-OILWELL INC	82.	82.
NATL RURAL UTIL MTN 4.500% 3/15/12	225.	225.
NISOURCE FIN CORP DCP 5/29/12	12.	12.
NVIDIA CORP	56.	56.
OKLAHOMA ST PRE 5.230% 7/01/15	139.	139.
ORACLE CORPORATION	137.	137.
PNC FINANCIAL SERVICES 5.375% PFD	131.	131.
PPL CORPORATION	343.	343.
PPL ENERGY SUPPL 6.300% 7/15/13	945.	945.
PANHANDLE EAST 6.050% 8/15/13	787.	787.
PIMCO COMMODITY REALRETURN STR FD	779.	779.
PLAINS ALL AMER 5.625% 12/15/13	563.	563.
POST APT HOMES 6.300% 6/01/13	664.	664.
POWERSHARES SENIOR LOAN PORT	164.	164.
PRUDENTIAL FIN MTN 4.750% 4/01/14	475.	475.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PUBLIC SERVICE ENTERPRISE GROUP INC	301.	301.
PUBLIC STORAGE 5.375% PFD SER V	189.	189.
REGENCY CENTERS 6.750% 1/15/12	338.	338.
REGIONS FINANCIAL 6.375% PFD SER A	97.	97.
ROHM & HAAS CO 5.600% 3/15/13	560.	560.
ROPER INDS INC	68.	68.
SPDR BARCLAYS HIGH YIELD BOND ETF	1,336.	1,336.
ST JUDE MEDICAL INC	187.	187.
SCANA CORP MTN 6.250% 2/01/12	313.	313.
CHARLES SCHWAB CORP 6.000% PFD SER B	177.	177.
SCRIPPS NETWORKS	80.	80.
SENIOR HOUSING PROP TRUS 5.625% PFD	197.	197.
SIMON PROP GP LP 5.750% 5/01/12	144.	144.
STANLEY BLACK & DECKER I 5.750% PFD	100.	100.
SUNTRUST CAPITAL IX 7.875% PFD	317.	317.
SUNTRUST BANKS 5.250% 11/05/12	525.	525.
TARGET CORP	187.	187.
TECK COMINCO LTD 7.000% 9/15/12	1,050.	1,050.
THERMO FISHER SCIENTIFIC INC	58.	58.
TRAVELERS COMPANIES INC	259.	259.
USX-MARATHON GROUP 9.125% 1/15/13	913.	913.
UNION PACIFIC	196.	196.
UNUMPROVIDENT CORP	183.	183.
VALERO LOGISTICS 6.875% 7/15/12	344.	344.
VANGUARD REIT INDEX FUND-SIG	1,460.	1,460.
VANGUARD EMRG MK STK INDX-SG	3,433.	3,433.
VANGUARD SMALL CAP VALUE STK INSTL	2,344.	2,344.
VANGUARD S/C GROWTH INDX INS	943.	943.
VERIZON COMMUNICATIONS	497.	497.
VIACOM INC 5.625% 8/15/12	509.	509.
VICTORY ESTABLISHED VALUE-I	2,610.	2,610.
WACHOVIA CAP TRUST IX 6.375% PFD	200.	200.
WAL-MART STORES	305.	305.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WEATHERFORD INTL LTD 5.150% 3/15/13	864.	864.
WEST NEW YORK NJ 5.090% 4/15/13	385.	385.
WEST PENN POWER 6.625% 4/15/12	331.	331.
WHIRLPOOL CORP MTN 8.000% 5/01/12	400.	400.
WILLIS GROUP NA 5.625% 7/15/15	255.	255.
YUM! BRANDS INC 4.250% 9/15/15	425.	425.
TOTAL	79,330.	79,330.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
FEDERAL TAX PAYMENT - PRIOR YE	3,051.
FOREIGN TAXES ON QUALIFIED FOR	671.
FOREIGN TAXES ON NONQUALIFIED	465.
TOTALS	4,187.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MEMPHIS SHELBY TN	5,145.	5,207.
JOHNSON CITY TN	5,000.	5,018.
WEST NEW YORK NJ	10,445.	10,084.
MASSACHUSETTS STATE	25,044.	25,015.
OKLAHOMA STATE	32,454.	31,751.
TOTALS	78,088.	77,075.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ALLSTATE	6,938.	9,842.
APACHE CORPORATION	12,877.	10,990.
BANK AMERICA	11,060.	13,653.
BMC SOFTWARE	10,030.	10,024.
CISCO	12,630.	12,340.
COLGATE PALMOLIVE	7,512.	9,722.
CONOCOPHILLIPS	9,987.	12,584.
CONSTELLATION BRANDS	6,379.	12,563.
COSTCO WHOLESALE		
CVS CAREMARK	6,666.	10,830.
DANAHER CORPORATION	6,641.	9,000.
DARDEN RESTAURANTS	7,302.	7,437.
FEDERATED INVESTORS		
FISERV	8,019.	11,696.
FREEPORTMCMORAN	9,660.	8,345.
GENERAL DYNAMICS	8,297.	9,213.
GILEAD SCIENCES	5,396.	11,311.
GOLDMAN SACHS		
GOOGLE	7,539.	9,903.
HARRIS CORPORATION	10,277.	11,799.
INTERNATIONAL BUSINESS		
DR PEPPER SNAPPLE	8,467.	9,720.
JP MORGAN CHASE	9,029.	10,509.
KOHLS	8,812.	7,264.
LABORATORY COPR AMERICA	7,682.	8,575.
LOWES	7,419.	11,686.
LSI CORPORATION	7,301.	10,124.
L3 COMMUNICATIONS	8,052.	9,424.
MCKESSON CORPORATION	6,171.	9,017.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GOLDMAN SACHS GROUP	12,311.	12,575.
PURDENTIAL FINANCIAL	12,500.	12,750.
METLIFE	9,942.	9,124.
NABORS INDUSTRIES	13,731.	12,283.
MURPHY OIL	12,355.	13,041.
NATIONAL OILWELL	7,827.	11,073.
NVIDIA CORPORATION	10,516.	9,072.
OREILLY AUTOMOTIVE		
ORACLE	8,777.	10,996.
PPL CORPORATION	6,640.	7,072.
PNC FINANCIAL	12,500.	12,475.
PUBLIC SERVICE ENTERPRISE	6,593.	6,487.
STERICYCLE	6,566.	8,488.
TARGET CORPORATION	7,483.	8,106.
THERMOFISHER SCIENTIFIC	7,217.	9,312.
TRAVELERS COMPANIES	7,224.	9,983.
UNION PACIFIC CORPORATION	5,514.	8,675.
UNUM PROVIDENT	9,761.	9,411.
VERIZON COMMUNICATIONS	7,201.	9,649.
WALMART STORES	7,266.	9,279.
WATSON PHARMEUCITICALS	5,246.	9,288.
AMERICAN EUROPACIFIC	150,833.	166,930.
HARBOR INTERNATIONAL	146,509.	167,353.
HARMAN INTERNATIONAL	8,609.	9,374.
SPDR INTL SMALL CAP		
VANGUARD EMERGING MARKETS	122,189.	138,042.
VANGUARD REIT		
VANGUARD SMALL CAP	80,902.	89,240.
AIRGAS		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
APPLE	5,243.	7,983.
BB&T		
ROPER INDUSTRIES	6,399.	9,699.
SCRIPPS NETWORKS	7,479.	8,978.
ST JUDE MEDICAL	9,764.	7,951.
VALERO ENERGY		
ABSOLUTE STRATEGIES	121,792.	123,228.
COLUMBIA ACORN	130,004.	128,552.
PIMCO COMMODITY		
VANGUARD SMALL CAP VALUE	69,041.	88,914.
VICTORY ESTABLISHED VALUE	223,179.	228,815.
CBS CORP		
JPMCHASE	6,280.	6,360.
WACHOVIA		
POWERSHARES SENIOR LOAN	13,647.	13,614.
SPDR BARCLAYS HIGH YIELD	25,331.	26,462.
AMERIPRISE FINANCIAL	8,523.	10,334.
CAPITAL ONE FINANCIAL	7,912.	8,690.
CF INDUSTRIES	6,266.	8,126.
COHEN & STEERS INSTL REALTY	97,642.	91,464.
EVEREST RE CAP	1,264.	1,257.
PUBLIC STORAGE	12,500.	12,900.
REGIONS FINANCIAL	12,490.	12,371.
SENIOR HOUSING PROP TRUST	12,500.	12,305.
SPECTRA ENERGY PARTNER	14,969.	14,997.
TOTALS	1,688,580.	1,850,649.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ENBRIDGE ENERGY	15,138.	15,207.
CAMERON INTERNATIONAL	9,999.	10,103.
PIONEER NATURAL RES	17,129.	17,008.
WILLIAMS PARTNERS LP		
PRINCIPAL LIFE MTN		
DCP MIDSTREAM	10,276.	10,291.
NATURAL RURAL UTILITIES		
PROTECT LF MTN		
REGENCY CENTERS		
SCANA CORPORATION		
CAPITAL ONE		
DELMARVA PR & LT	16,179.	15,756.
STAPLES	11,008.	10,872.
WEST PENN POWER		
AMVESCAP PLC		
MURPHY OIL	15,039.	15,093.
SIMON PROPANE		
WHIRLPOOL CORP		
GENWORTH GLOBAL		
KENNAMETAL		
MARRIOTT INTERNATIONAL		
VALERO LOGISTICS		
APPALACHIAN POWER		
VIACOM INC		
SEARIVER MARITIME		
SUNTRUST BANKS		
COMPUTER SCIENCES	10,232.	10,197.
ROHM AND HAAS	10,761.	10,095.
HSBC FINANCIAL	10,765.	10,118.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AMERICAN EXPRESS	10,946.	10,181.
CATERPILLAR	10,580.	10,102.
FHLB		
BEST BUY	11,171.	10,125.
CSX	10,952.	10,281.
ENTERGY NEW ORLEANS	10,756.	10,213.
FHLB	34,786.	35,070.
FHLB	14,995.	14,959.
GOLDMAN SACHS	16,182.	15,644.
FHLMC		
GENERAL ELECTRIC	15,732.	15,444.
PRUDENTIAL	10,535.	10,465.
FHLB	19,993.	20,014.
CITIGROUP	1,067.	1,053.
FFCB	25,000.	25,035.
MERRILL LYNCH	10,758.	10,596.
FNMA	109,945.	110,311.
FHLMC		
JOHN HANCOCK	9,763.	10,036.
EVEREST REAL ESTATE	21,254.	21,111.
MEDTRONIC	10,326.	10,508.
GREAT PLAINS ENERGY	10,146.	10,104.
COVIDIEN	10,251.	10,459.
JOHN DEERE	10,960.	10,873.
FHLMC		
FNMA V-A	64,923.	65,118.
YUM BRANDS	10,698.	10,799.
FHLMC		
AUTOZONE	10,909.	11,241.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FHLB	44,827.	45,037.
FHLB	99,813.	99,713.
FHLMC		
MORGAN STANLEY	9,806.	10,187.
LEXMARK INTERNATIONAL	15,566.	15,237.
BARCLAYS	9,985.	9,856.
TECK COMINCO		
EQUITABLE RESOURCES		
MOTOROLA INC		
AON CORP		
USX MARATHON GROUP	11,067.	10,025.
AVON PRODUCTS	15,880.	15,080.
BIOGEN IDEC	10,753.	10,086.
WEATHERFORD INTERNATIONAL	16,966.	16,127.
LEGGETT & PLATT	15,797.	15,130.
AGL CAPITAL CORP	10,521.	10,110.
BUNGE LTD FIN CORP	16,120.	15,266.
ARCELORMITTAL	16,043.	15,151.
HARTFORD FINANCIAL SERVICES	15,718.	15,289.
PPL ENERGY SUPPLEMENT	16,376.	15,447.
MEDCO HEALTH SOLUTIONS		
PANHANDLE EAST	15,824.	15,449.
CRANE COMPANY	10,730.	10,238.
AIRGAS	10,114.	10,166.
DAYTON POWER AND LIGHT	10,762.	10,330.
PLAINS ALL AMERICAN	10,930.	10,487.
FNMA		
FHLB		
INGERSOLL RAND	5,427.	5,362.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
DIGITAL REALT		16,091.	15,960.
WILLIS GROUP		10,890.	10,925.
MANULIFE FIN		15,635.	15,773.
CABOT CORPORATION		10,799.	11,167.
BANK OF MONTREAL		15,110.	15,724.
	TOTALS	1,056,704.	1,043,804.

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF

NAME: FIRST TENNESSEE BANK NA
TRUST DIVISION
ADDRESS: 800 S. GAY STREET
KNOXVILLE, TN 37995-1230

TELEPHONE NUMBER: (865)971-2280

SCHEDULE D (Form 1041)
Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041.*

OMB No 1545-0092

2012

Name of estate or trust: ORREN W HYMAN JU IRR TUA FBO OW SR AND J J

Employer identification number: 27-6666279

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a	SHORT-TERM CAPITAL GAIN DIVIDENDS					2,927.

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-4,174.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-1,247.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS					16,619.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	3,770.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	156.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	20,545.

Part III Summary of Parts I and II
Caution: *Read the instructions* ***before*** *completing this part.*

		Line	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-1,247.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			20,545.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			19,298.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary.*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,400			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2012

Name of estate or trust: ORREN W HYMAN JU IRR TUA FBO OW SR AND J J

Employer identification number: 27-6666279

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 100. AIRGAS INC	10/06/2011	01/04/2012	7,987.00	6,530.00	1,457.00
5. COSTCO WHOLESALE CORP	05/05/2011	01/04/2012	421.00	403.00	18.00
115. FEDERATED INVESTORS I	09/27/2011	01/04/2012	1,840.00	2,247.00	-407.00
10. IBM	05/05/2011	01/12/2012	1,804.00	1,695.00	109.00
555. VALERO ENERGY CORP	09/27/2011	01/12/2012	11,549.00	13,811.00	-2,262.00
110. COLUMBIA ACORN FUND-Z	02/15/2011	01/24/2012	3,259.00	3,455.00	-196.00
1812. VANGUARD EMRG MK STK	02/15/2011	01/24/2012	60,153.00	66,947.00	-6,794.00
2317. VANGUARD S/C GROWTH	02/15/2011	01/24/2012	52,990.00	54,565.00	-1,575.00
15000. FFCB 3/14/18	09/19/2011	01/25/2012	15,000.00	15,000.00	
25000. FHLB 12/14/17	11/29/2011	01/25/2012	25,000.00	25,000.00	
15000. FNMA 10/25/16	10/14/2011	01/25/2012	15,000.00	15,000.00	
15000. FHLMC MTN V-A 11/15/17	08/31/2011	02/15/2012	15,000.00	15,000.00	
10000. GE CAP CORP MTN V-A 3/15/19	02/15/2012	03/15/2012	10,000.00	10,030.00	-30.00
500. CBS CORP 6.750% PFD	09/27/2011	03/28/2012	12,500.00	12,678.00	-178.00
350. BB&T CORPORATION	10/06/2011	04/10/2012	10,507.00	7,388.00	3,119.00
5. CF INDUSTRIES HOLDINGS	01/04/2012	04/16/2012	913.00	783.00	130.00
3392.433 PIMCO COMMODITY R STR FD	01/24/2012	04/16/2012	22,254.00	22,865.00	-611.00
5. AMERIPRISE FINANCIAL IN	04/16/2012	04/24/2012	263.00	268.00	-5.00
10. CAPITAL ONE FIN CORP	04/10/2012	04/24/2012	546.00	527.00	19.00
10. DR PEPPER SNAPPLE GROU	04/16/2012	04/24/2012	405.00	395.00	10.00
10. HARMAN INTERNATIONAL I	01/12/2012	04/24/2012	455.00	410.00	45.00
35. NVIDIA CORP	01/12/2012	04/24/2012	456.00	497.00	-41.00
10. ST JUDE MEDICAL INC	07/01/2011	04/24/2012	378.00	484.00	-106.00
10. SCRIPPS NETWORKS	05/05/2011	04/24/2012	485.00	500.00	-15.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

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OMB No 1545-0092

2012

Name of estate or trust: ORREN W HYMAN JU IRR TUA FBO OW SR AND J J

Employer identification number: 27-6666279

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 395. VICTORY ESTABLISHED V	06/21/2011	04/24/2012	10,791.00	10,934.00	-143.00
35. NABORS INDUSTRIES LTD	01/18/2012	04/24/2012	549.00	582.00	-33.00
15000. FNMA V-A 4/27/16	10/06/2011	04/27/2012	15,000.00	15,000.00	
5000. MURPHY OIL CORP 5/01/12	05/27/2011	05/01/2012	5,000.00	5,241.00	-241.00
15000. FHLB V-A 8/25/21	08/23/2011	05/25/2012	15,000.00	15,000.00	
10000. FHLB V-A 11/28/18	11/15/2011	05/28/2012	10,000.00	10,000.00	
15000. NISOURCE FIN CORP D 5/29/12	05/04/2012	05/29/2012	14,988.00	14,988.00	
7.5 PHILLIPS 66	09/27/2011	06/04/2012	222.00	236.00	-14.00
250. WACHOVIA CAP TRUST IX	08/01/2011	06/15/2012	6,250.00	6,270.00	-20.00
100000. FHLB V-A 9/22/21	08/24/2011	06/22/2012	100,000.00	100,000.00	
110000. FHLB V-A 9/28/18	09/30/2011	06/28/2012	110,000.00	110,000.00	
60000. FHLB V-A 12/28/18	12/29/2011	06/28/2012	60,000.00	60,000.00	
75000. FHLB V-A 9/30/21	09/15/2011	06/30/2012	75,000.00	75,000.00	
10000. FHLB 10/30/19	04/27/2012	07/03/2012	10,000.00	10,000.00	
500. SUNTRUST CAPITAL IX 7	04/26/2012	07/11/2012	12,500.00	12,808.00	-308.00
250. KEYCORP CAPITAL X 8.0	03/29/2012	07/12/2012	6,250.00	6,396.00	-146.00
500. BB&T CAPITAL TRUST VI	05/29/2012	07/18/2012	12,500.00	13,044.00	-544.00
338.58 VANGUARD REIT INDEX	09/27/2011	07/19/2012	8,502.00	6,775.00	1,727.00
223.288 VANGUARD REIT INDE	01/24/2012	07/19/2012	5,607.00	5,120.00	487.00
15000. FHLB V-A 10/28/22	02/24/2012	07/28/2012	15,000.00	15,001.00	-1.00
30000. FHLB V-A 10/30/20	01/25/2012	07/30/2012	30,000.00	30,000.00	
5. CF INDUSTRIES HOLDINGS	01/04/2012	07/31/2012	984.00	783.00	201.00
15. CAPITAL ONE FIN CORP	04/10/2012	07/31/2012	847.00	791.00	56.00
40. DR PEPPER SNAPPLE GROU	04/16/2012	07/31/2012	1,824.00	1,576.00	248.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust: ORREN W HYMAN JU IRR TUA FBO OW SR AND J J

Employer identification number: 27-6666279

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 5.8334 ENGILITY HOLDINGS I	04/16/2012	08/01/2012	85.00	92.00	-7.00
500. NEXTERA ENERGY 5.625%	06/13/2012	09/11/2012	13,350.00	12,500.00	850.00
100000. FHLMC MTN V-A 12/14/18	09/15/2011	09/14/2012	100,000.00	100,000.00	
4000. FHLB V-A 6/20/22	05/22/2012	09/20/2012	4,000.00	4,000.00	
500. CHARLES SCHWAB CORP 6 SER B	06/15/2012	09/26/2012	13,005.00	12,521.00	484.00
15000. FHLB V-A 6/28/24	06/18/2012	09/28/2012	15,000.00	15,000.00	
500. STATE STREET CORP 5.2 C	08/15/2012	10/11/2012	12,836.00	12,500.00	336.00
10000. FHLB 1/10/22	07/03/2012	10/24/2012	10,000.00	10,001.00	-1.00
32. COHEN & STEERS INSTL R	07/18/2012	11/19/2012	1,365.00	1,438.00	-73.00
60000. FHLB 1/12/21	06/27/2012	11/21/2012	60,000.00	60,000.00	
500. STANLEY BLACK & DECKE PFD	07/18/2012	11/27/2012	13,048.00	12,525.00	523.00
15000. POST APT HOMES 6/01/13	03/15/2012	12/03/2012	15,441.00	15,735.00	-294.00
500. CITIGROUP CAPITAL XX	05/17/2012	12/17/2012	12,500.00	12,771.00	-271.00
6000. FHLB V-A 6/20/22	05/22/2012	12/20/2012	3,600.00	6,000.00	-2,400.00
6000. FHLB V-A 6/20/22	05/22/2012	12/20/2012	-3,600.00	-6,000.00	2,400.00
6000. FHLB V-A 6/20/22	05/22/2012	12/20/2012	6,000.00	6,000.00	
100000. FHLB V-A 12/28/20	06/22/2012	12/28/2012	100,000.00	100,000.00	

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -4,174.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

ORREN W HYMAN JU IRR TUA FBO OW SR AND J J

Employer identification number 27-6666279

Part II **Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 101. COSTCO WHOLESALE CORP	09/16/2010	01/04/2012	8,500.00	6,159.00	2,341.00
298. FEDERATED INVESTORS I	09/16/2010	01/04/2012	4,769.00	6,845.00	-2,076.00
42. IBM	09/16/2010	01/12/2012	7,575.00	5,451.00	2,124.00
107. O'REILLY AUTOMOTIVE I	09/27/2010	01/12/2012	8,697.00	5,663.00	3,034.00
10000. REGENCY CENTERS 1/15/12	08/26/2010	01/15/2012	10,000.00	10,563.00	-563.00
3330. VANGUARD SMALL CAP V INSTL	09/16/2010	01/24/2012	53,513.00	42,510.00	11,003.00
10000. SCANA CORP MTN 2/01/12	08/03/2010	02/01/2012	10,000.00	10,538.00	-538.00
10000. SIMON PROP GP LP 5/01/12	11/23/2010	02/01/2012	10,000.00	10,417.00	-417.00
10000. CAPITAL ONE FINL 2/21/12	07/29/2010	02/21/2012	10,000.00	10,420.00	-420.00
10000. NATL RURAL UTIL MTN 3/15/12	02/23/2011	03/15/2012	10,000.00	10,231.00	-231.00
20000. GRAYSTONE BK CD V-A 12/31/14	11/22/2010	03/31/2012	20,000.00	20,000.00	
10000. WEST PENN POWER 4/15/12	11/22/2010	04/15/2012	10,000.00	10,601.00	-601.00
50. THE ALLSTATE CORPORATI	09/16/2010	04/16/2012	1,618.00	1,534.00	84.00
145. BANK OF AMERICA CORP	09/16/2010	04/16/2012	1,266.00	1,973.00	-707.00
20. CVS CORP	09/16/2010	04/16/2012	871.00	590.00	281.00
30. CISCO SYSTEMS	09/16/2010	04/16/2012	590.00	655.00	-65.00
10. CONSTELLATION BRANDS I	09/16/2010	04/16/2012	215.00	177.00	38.00
10. DANAHER CORP	09/16/2010	04/16/2012	540.00	402.00	138.00
25. FISERV INC	09/16/2010	04/16/2012	1,717.00	1,337.00	380.00
5. GENERAL DYNAMICS CORP	09/16/2010	04/16/2012	346.00	306.00	40.00
10. HARRIS CORP DEL	09/16/2010	04/16/2012	438.00	443.00	-5.00
40. JP MORGAN CHASE & CO	09/16/2010	04/16/2012	1,732.00	1,636.00	96.00
230. LSI LOGIC CORP	09/16/2010	04/16/2012	1,854.00	1,016.00	838.00
110. LOWE'S COMPANIES INC EXP 9/9/98	09/27/2010	04/16/2012	3,511.00	2,460.00	1,051.00
15. METLIFE INC	09/16/2010	04/16/2012	531.00	605.00	-74.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
ORREN W HYMAN JU IRR TUA FBO OW SR AND J J	27-6666279

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 30. NATIONAL-OILWELL INC	09/16/2010	04/16/2012	2,332.00	1,231.00	1,101.00
9804.352 PIMCO COMMODITY R STR FD	02/15/2011	04/16/2012	64,317.00	90,788.00	-26,471.00
15. ROPER INDS INC	01/20/2011	04/16/2012	1,469.00	1,107.00	362.00
2494. SPDR S&P INTL SMALL	09/16/2010	04/16/2012	69,191.00	67,602.00	1,589.00
10. TRAVELERS COMPANIES IN	09/16/2010	04/16/2012	591.00	526.00	65.00
5. UNION PACIFIC	09/16/2010	04/16/2012	540.00	393.00	147.00
10000. AMVESCAP PLC 4/17/12	11/23/2010	04/17/2012	10,000.00	10,455.00	-455.00
10. THE ALLSTATE CORPORATI	09/16/2010	04/24/2012	327.00	307.00	20.00
5. APACHE CORP	09/16/2010	04/24/2012	455.00	473.00	-18.00
10. BMC SOFTWARE INC	09/16/2010	04/24/2012	408.00	391.00	17.00
45. BANK OF AMERICA CORP	09/16/2010	04/24/2012	366.00	612.00	-246.00
10. CVS CORP	09/16/2010	04/24/2012	434.00	295.00	139.00
25. CISCO SYSTEMS	09/16/2010	04/24/2012	487.00	546.00	-59.00
5. COLGATE PALMOLIVE CO WI EXP 10/24/98	09/27/2010	04/24/2012	491.00	394.00	97.00
195. COLUMBIA ACORN FUND-Z	02/15/2011	04/24/2012	5,975.00	6,125.00	-150.00
10. CONOCOPHILLIPS	09/16/2010	04/24/2012	718.00	555.00	163.00
20. CONSTELLATION BRANDS I	09/16/2010	04/24/2012	430.00	354.00	76.00
5. DANAHER CORP	09/16/2010	04/24/2012	266.00	201.00	65.00
10. DARDEN RESTUARANTS INC	09/27/2010	04/24/2012	504.00	435.00	69.00
190. AMERICAN EUROPACIFIC	09/16/2010	04/24/2012	7,321.00	7,322.00	-1.00
5. FISERV INC	09/16/2010	04/24/2012	347.00	267.00	80.00
540. ABSOLUTE STRATEGIES F	02/15/2011	04/24/2012	5,999.00	5,870.00	129.00
10. FREEPORTMCMORAN COPPER	09/16/2010	04/24/2012	367.00	407.00	-40.00
5. GENERAL DYNAMICS CORP	09/16/2010	04/24/2012	350.00	306.00	44.00
10. GILEAD SCIENCES INC	09/16/2010	04/24/2012	517.00	349.00	168.00
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
ORREN W HYMAN JU IRR TUA FBO OW SR AND J J	27-6666279

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 125. HARBOR INTERNATIONAL	09/16/2010	04/24/2012	7,319.00	6,858.00	461.00
10. HARRIS CORP DEL	09/16/2010	04/24/2012	435.00	443.00	-8.00
10. JP MORGAN CHASE & CO	09/16/2010	04/24/2012	431.00	409.00	22.00
10. KOHL'S DEPT STORE	09/27/2010	04/24/2012	498.00	524.00	-26.00
60. LSI LOGIC CORP	09/16/2010	04/24/2012	481.00	265.00	216.00
5. L3 COMMUNICATIONS HLDGS	09/16/2010	04/24/2012	349.00	344.00	5.00
5. LABORATORY CRP OF AMER 50540R409	09/16/2010	04/24/2012	438.00	374.00	64.00
10. LOWE'S COMPANIES INC W EXP 9/9/98	09/27/2010	04/24/2012	316.00	224.00	92.00
5. MCKESSON HBOC INC	09/16/2010	04/24/2012	455.00	311.00	144.00
10. METLIFE INC	09/16/2010	04/24/2012	360.00	403.00	-43.00
10. MURPHY OIL CORP	09/27/2010	04/24/2012	527.00	603.00	-76.00
5. NATIONAL-OILWELL INC	09/16/2010	04/24/2012	389.00	205.00	184.00
15. ORACLE CORPORATION	09/16/2010	04/24/2012	432.00	380.00	52.00
10. PPL CORPORATION	09/16/2010	04/24/2012	272.00	268.00	4.00
10. PUBLIC SERVICE ENTERPR INC	09/16/2010	04/24/2012	304.00	314.00	-10.00
5. ROPER INDS INC	01/20/2011	04/24/2012	496.00	369.00	127.00
5. STERICYCLE INC	09/16/2010	04/24/2012	437.00	347.00	90.00
5. TARGET CORP	09/27/2010	04/24/2012	284.00	273.00	11.00
5. THERMO FISHER SCIENTIFI	09/16/2010	04/24/2012	261.00	235.00	26.00
5. TRAVELERS COMPANIES INC	09/16/2010	04/24/2012	316.00	263.00	53.00
5. UNION PACIFIC	09/16/2010	04/24/2012	549.00	393.00	156.00
15. UNUMPROVIDENT CORP	09/16/2010	04/24/2012	352.00	331.00	21.00
175. VANGUARD REIT INDEX F	02/15/2011	04/24/2012	4,258.00	3,855.00	403.00
175. VANGUARD EMRG MK STK	02/15/2011	04/24/2012	5,898.00	6,466.00	-568.00
245. VANGUARD SMALL CAP VA INSTL	09/10/2009	04/24/2012	4,023.00	3,077.00	946.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: ORREN W HYMAN JU IRR TUA FBO OW SR AND J J

Employer identification number: 27-6666279

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 170. VANGUARD S/C GROWTH I	02/15/2011	04/24/2012	4,005.00	4,004.00	1.00
15. VERIZON COMMUNICATIONS	09/16/2010	04/24/2012	588.00	470.00	118.00
10. WAL-MART STORES	09/16/2010	04/24/2012	588.00	531.00	57.00
5. WATSON PHARMACEUTICALS	09/16/2010	04/24/2012	338.00	215.00	123.00
10000. MURPHY OIL CORP 5/01/12	09/01/2010	05/01/2012	10,000.00	10,664.00	-664.00
10000. WHIRLPOOL CORP MTN 5/01/12	11/16/2010	05/01/2012	10,000.00	10,831.00	-831.00
10000. MEDCO HLTH SOLUTION 8/15/13	12/29/2010	05/07/2012	10,824.00	11,304.00	-480.00
10000. GENWRTH GLBL FND MT 5/15/12	09/30/2010	05/15/2012	10,000.00	10,513.00	-513.00
.5 PHILLIPS 66	05/05/2011	05/23/2012	16.00	17.00	-1.00
68.5 PHILLIPS 66	09/16/2010	06/04/2012	2,024.00	1,821.00	203.00
2. PHILLIPS 66	05/05/2011	06/04/2012	59.00	69.00	-10.00
15000. MOTOROLA INC 11/15/12	03/18/2011	06/14/2012	15,313.00	15,886.00	-573.00
10000. KENNAMETAL INC 6/15/12	12/06/2010	06/15/2012	10,000.00	10,590.00	-590.00
10000. MARRIOTT INTL 6/15/12	07/29/2010	06/15/2012	10,000.00	10,404.00	-404.00
10000. VIACOM INC 8/15/12	07/29/2010	07/11/2012	10,050.00	10,644.00	-594.00
5000. VALERO LOGISTICS 7/15/12	11/02/2010	07/15/2012	5,000.00	5,422.00	-422.00
3145.472 VANGUARD REIT IND	02/15/2011	07/19/2012	78,983.00	69,295.00	9,688.00
.6667 ENGILITY HOLDINGS IN	09/16/2010	07/30/2012	10.00	11.00	-1.00
20. THE ALLSTATE CORPORATI	09/16/2010	07/31/2012	693.00	614.00	79.00
5. APPLE COMPUTER INC	05/05/2011	07/31/2012	3,042.00	1,748.00	1,294.00
5. BMC SOFTWARE INC	05/05/2011	07/31/2012	198.00	261.00	-63.00
10. CVS CORP	09/16/2010	07/31/2012	454.00	295.00	159.00
10. COLGATE PALMOLIVE CO W EXP 10/24/98	09/27/2010	07/31/2012	1,075.00	787.00	288.00
100. CONSTELLATION BRANDS	09/16/2010	07/31/2012	2,842.00	1,772.00	1,070.00
15. CONSTELLATION BRANDS I	05/05/2011	07/31/2012	426.00	338.00	88.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

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ORREN W HYMAN JU IRR TUA FBO OW SR AND J J	27-6666279

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 235. ABSOLUTE STRATEGIES F	02/15/2011	07/31/2012	2,644.00	2,554.00	90.00
20. GILEAD SCIENCES INC	09/16/2010	07/31/2012	1,095.00	697.00	398.00
5. GILEAD SCIENCES INC	05/05/2011	07/31/2012	274.00	206.00	68.00
5. GOOGLE INC-CL A	10/05/2010	07/31/2012	3,164.00	2,692.00	472.00
5. L3 COMMUNICATIONS HLDGS	09/16/2010	07/31/2012	356.00	330.00	26.00
5. MURPHY OIL CORP	09/27/2010	07/31/2012	270.00	302.00	-32.00
5. MURPHY OIL CORP	05/05/2011	07/31/2012	270.00	346.00	-76.00
25. ORACLE CORPORATION	09/16/2010	07/31/2012	761.00	633.00	128.00
20. PPL CORPORATION	09/16/2010	07/31/2012	579.00	537.00	42.00
25. PUBLIC SERVICE ENTERPR INC	09/16/2010	07/31/2012	832.00	785.00	47.00
20. SCRIPPS NETWORKS	05/05/2011	07/31/2012	1,079.00	999.00	80.00
5. STERICYCLE INC	09/16/2010	07/31/2012	463.00	347.00	116.00
10. TARGET CORP	09/27/2010	07/31/2012	608.00	545.00	63.00
10. THERMO FISHER SCIENTIF	05/05/2011	07/31/2012	561.00	603.00	-42.00
5. TRAVELERS COMPANIES INC	09/16/2010	07/31/2012	313.00	263.00	50.00
5. UNION PACIFIC	09/16/2010	07/31/2012	616.00	393.00	223.00
5. UNION PACIFIC	05/05/2011	07/31/2012	616.00	511.00	105.00
65. VANGUARD SMALL CAP VAL	09/10/2009	07/31/2012	1,060.00	816.00	244.00
45. VERIZON COMMUNICATIONS	09/16/2010	07/31/2012	2,039.00	1,409.00	630.00
30. WAL-MART STORES	05/05/2011	07/31/2012	2,239.00	1,662.00	577.00
15. WATSON PHARMACEUTICALS	09/16/2010	07/31/2012	1,172.00	646.00	526.00
14.1666 ENGILITY HOLDINGS	09/16/2010	08/01/2012	207.00	232.00	-25.00
10000. APPALACHIAN PWR 8/15/12	08/03/2010	08/15/2012	10,000.00	10,709.00	-709.00
15000. SEARIVER MARITIME I 9/01/12	09/01/2010	09/01/2012	15,000.00	14,399.00	601.00
15000. TECK COMINCO LTD 9/15/12	03/24/2011	09/15/2012	15,000.00	16,093.00	-1,093.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . .

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ORREN W HYMAN JU IRR TUA FBO OW SR AND J J

Employer identification number

27-6666279

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 10000. BARCLAYS MTN V-A 9/30/25	10/05/2010	10/01/2012	10,000.00	10,000.00	
10000. COMPUTER SCIENCES 2/15/13	11/15/2010	10/19/2012	10,150.00	10,631.00	-481.00
10000. SUNTRUST BANKS 11/05/12	11/23/2010	11/05/2012	10,000.00	10,576.00	-576.00
15000. EQUITABLE RESRCS 11/15/12	04/11/2011	11/15/2012	15,000.00	15,732.00	-732.00
62. COLUMBIA ACORN FUND-Z	02/08/2011	11/19/2012	1,890.00	1,986.00	-96.00
60. AMERICAN EUROPACIFIC G	09/16/2010	11/19/2012	2,371.00	2,312.00	59.00
163. ABSOLUTE STRATEGIES F	09/27/2011	11/19/2012	1,826.00	1,795.00	31.00
40. HARBOR INTERNATIONAL F	09/16/2010	11/19/2012	2,365.00	2,194.00	171.00
57. VANGUARD EMRG MK STK I	02/08/2011	11/19/2012	1,882.00	2,136.00	-254.00
75. VANGUARD SMALL CAP VAL	09/27/2011	11/19/2012	1,255.00	1,049.00	206.00
52. VANGUARD S/C GROWTH IN	02/15/2011	11/19/2012	1,240.00	1,225.00	15.00
122. VICTORY ESTABLISHED V	06/21/2011	11/19/2012	3,325.00	3,377.00	-52.00
15000. AON CORP 12/14/12	12/12/2011	12/14/2012	15,000.00	15,888.00	-888.00
4000. CITIGROUP INC 5/05/14	09/27/2010	12/20/2012	4,228.00	4,269.00	-41.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 3,770.00

* INDICATES WASH SALE