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: BETHEA S. OWEN IRR CHARITABLE TR		A Employer identification number: 27-6760592
Number and street (or P O box number if mail is not delivered to street address): P O BOX 1908	Room/suite	B Telephone number (see instructions): (404) 813-4694
City or town, state, and ZIP code: ORLANDO FL 32802-1908		C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 261,375

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

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

ENVELOPE POSTMARK DATE MAY 08 2013

SCANNED MAY 15 2013

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	5,352	5,422		
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	5,908			
b	Gross sales price for all assets on line 6a 114,173				
7	Capital gain net income (from Part IV, line 2)		5,908		
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	11,260	11,330	0	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	751	376		375
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	2,500			2,500
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	92	72		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	**Total operating and administrative expenses.** Add lines 13 through 23	3,343	448	0	2,875
25	Contributions, gifts, grants paid	4,616			4,616
26	**Total expenses and disbursements.** Add lines 24 and 25	7,959	448	0	7,491
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	3,301			
b	**Net investment income** (if negative, enter -0-)		10,882		
c	**Adjusted net income** (if negative, enter -0-)			0	

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	96		
	2	Savings and temporary cash investments	10,607	8,704	8,704
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	222,748	228,048	252,670
	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)	233,451	236,752	261,374
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	233,451	236,752	
	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)	233,451	236,752	
	31	**Total liabilities and net assets/fund balances** (see instructions)	233,451	236,752	

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	233,451
2	Enter amount from Part I, line 27a	2	3,301
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	236,752
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	236,752

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	5,908
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	14,583	250,567	0 058200
2010	7,464	234,637	0 031811
2009			0 000000
2008			0 000000
2007			0 000000

2 **Total** of line 1, column (d)	2	0 090011
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 045006
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	251,566
5 Multiply line 4 by line 3	5	11,322
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	109
7 Add lines 5 and 6	7	11,431
8 Enter qualifying distributions from Part XII, line 4	8	7,491

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________________ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	218
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	218
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	218
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 190		
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	190
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	28
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	0
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	**Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (404) 813-4694
Located at ▶ P O BOX 1908 ORLANDO FL ZIP+4 ▶ 32802-1908

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

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

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

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

5a During the year did the foundation pay or incur any amount to·

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUNTRUST BANK P.O BOX 1908 ORLANDO, FL 32802-1908 0	TRUSTEE AS REQ'D	751	N/A	N/A

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	248,074
b	Average of monthly cash balances	1b	7,323
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	255,397
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	255,397
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	3,831
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	251,566
6	**Minimum investment return.** Enter 5% of line 5	6	12,578

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	12,578
2a	Tax on investment income for 2012 from Part VI, line 5	2a	218		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	218
3	Distributable amount before adjustments Subtract line 2c from line 1			3	12,360
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	12,360
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	12,360

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	7,491
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	7,491
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	7,491

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				12,360
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			1,483	
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 ▶ $ 7,491				
a	Applied to 2011, but not more than line 2a			1,483	
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				6,008
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				6,352
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

Check here ▶ [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* See Attached Statement				
Total			▶ 3a	4,616
b *Approved for future payment* NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	5,352	
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	5,908	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		11,260	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 11,260

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Barbara allred | 4/29/2013 | TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
DONALD J ROMAN		4/29/2013		P00364310
Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH PA 15219			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name	FIRST UNITARIAN CHURCH OF LYNCHBURG, VIRGINIA
Street	818 COURT STREET
City	LYNCHBURG
State	VA
Zip Code	24504
Foreign Country	
Relationship	NONE
Foundation Status	501 (C) (3) PUBLIC CHARITY
Purpose of grant/contribution	GENERAL CHARITABLE PURPOSES
Amount	462

Name	MARY BETHUNE ACADEMY BETHUNE NURSEY SCHOOL
Street	2249 HALIFAX STREET
City	LYNCHBURG
State	VA
Zip Code	24501
Foreign Country	
Relationship	NONE
Foundation Status	501 (C) (3) PUBLIC CHARITY
Purpose of grant/contribution	GENERAL CHARITABLE PURPOSES
Amount	462

Name	VIRGINIA MUSEUM OF FINE ARTS FDN ATTN SUSAN GRACIK
Street	200 NORTH BLVD
City	RICHMOND
State	VA
Zip Code	23220
Foreign Country	
Relationship	NONE
Foundation Status	501 (C) (3) PUBLIC CHARITY
Purpose of grant/contribution	GENERAL CHARITABLE PURPOSES
Amount	2,308

Name	ACADEMY OF FINE ARTS ATTN RONALD KASTNER
Street	600 MAIN STREET
City	LYNCHBURG
State	VA
Zip Code	24504
Foreign Country	
Relationship	NONE
Foundation Status	501 (C) (3) PUBLIC CHARITY
Purpose of grant/contribution	GENERAL CHARITABLE PURPOSES
Amount	1,384

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

	Amount
Long Term CG Distributions	771
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	114,173	108,265	5,908
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	ABERDEEN EQUITY LONG SH	003020336			2/6/2012		11/19/2012	104	103				0	1
2	X	ABERDEEN EQUITY LONG SH	003020336			10/25/2010		11/19/2012	35	35				0	0
3	X	FEDERATED STRATEGIC VAL	314172560			7/18/2011		2/6/2012	707	686				0	21
4	X	FEDERATED STRATEGIC VAL	314172560			7/18/2011		8/6/2012	2,007	1,812				0	195
5	X	FEDERATED STRATEGIC VAL	314172560			7/18/2011		11/19/2012	3,481	3,270				0	211
6	X	FEDERATED STRATEGIC VAL	314172560			2/22/2011		11/19/2012	2,913	2,635				0	278
7	X	FORUM ABSOLUTE STRATEG	34984T600			8/6/2012		11/19/2012	142	142				0	0
8	X	HARBOR CAP APPRECIATION	411511504			8/6/2012		11/19/2012	4,814	4,826				0	-12
9	X	T ROWE PRICE INSTL LARGE	45775L408			7/18/2011		2/6/2012	2,203	2,134				0	69
10	X	T ROWE PRICE INSTL LARGE	45775L408			8/15/2011		2/6/2012	631	565				0	66
11	X	T ROWE PRICE INSTL LARGE	45775L408			8/15/2011		8/6/2012	259	228				0	31
12	X	T ROWE PRICE INSTL LARGE	45775L408			4/17/2007		11/19/2012	950	793				0	157
13	X	T ROWE PRICE INSTL LARGE	45775L408			1/7/2008		11/19/2012	1,438	1,173				0	265
14	X	T ROWE PRICE INSTL LARGE	45775L408			8/15/2011		11/19/2012	278	244				0	34
15	X	T ROWE PRICE INSTL LARGE	45775L408			8/17/2010		11/19/2012	9,837	7,386				0	2,451
16	X	JANUS PERKINS SMALL CAP	47103C183			7/18/2011		8/6/2012	925	1,100				0	-175
17	X	JANUS PERKINS SMALL CAP	47103C183			7/18/2011		11/19/2012	49	57				0	-8
18	X	JANUS PERKINS SMALL CAP	47103C183			8/15/2011		11/19/2012	44	47				0	-3
19	X	MANNING & NAPIER WORLD	563821545			10/25/2010		2/6/2012	3,494	4,144				0	-650
20	X	MANNING & NAPIER WORLD	563821545			2/22/2011		2/6/2012	104	128				0	-24
21	X	MANNING & NAPIER WORLD	563821545			4/18/2011		2/6/2012	2,098	2,575				0	-477
22	X	MANNING & NAPIER WORLD	563821545			7/18/2011		2/6/2012	4,240	5,099				0	-859
23	X	MANNING & NAPIER WORLD	563821545			8/15/2011		2/6/2012	883	984				0	-101
24	X	MANNING & NAPIER WORLD	563821545			10/26/2009		2/6/2012	809	889				0	-80
25	X	NEUBERGER BERMAN HIGH	64128K868			8/6/2012		11/19/2012	107	107				0	0
26	X	PIMCO LOW DURATION-I	693390304			2/6/2012		8/6/2012	66	65				0	1
27	X	PIMCO LOW DURATION-I	693390304			2/6/2012		11/19/2012	152	149				0	3
28	X	PIMCO FOREIGN BD US$ HED	693390882			2/6/2012		8/6/2012	5,280	5,075				0	205
29	X	PIMCO COMMODITY REALRT	722005667			2/2/2009		8/6/2012	1,884	1,697				0	187
30	X	PIMCO COMMODITY REALRT	722005667			5/24/2010		8/6/2012	219	237				0	-18
31	X	PIMCO COMMODITY REALRT	722005667			8/17/2010		8/6/2012	1,595	1,845				0	-250
32	X	PIMCO COMMODITY REALRT	722005667			2/6/2012		8/6/2012	1,320	1,339				0	-19
33	X	PIMCO INVT GRADE CORP BD	722005816			2/6/2012		8/6/2012	315	301				0	14
34	X	PIMCO INVT GRADE CORP BD	722005816			2/6/2012		11/19/2012	153	143				0	10
35	X	PIMCO INVT GRADE CORP BD	722005816			2/22/2011		11/19/2012	127	118				0	9
36	X	PIMCO EMERGING LOCAL BD	72201F516			8/6/2012		11/19/2012	47	47				0	0
37	X	RIDGEWORTH FD-LARGECAP	76628R672			7/18/2011		8/6/2012	5,271	5,133				0	138
38	X	RIDGEWORTH FD-LARGECAP	76628R672			8/15/2011		8/6/2012	1,886	1,665				0	221
39	X	RIDGEWORTH FD-LARGECAP	76628R672			2/6/2012		8/6/2012	4,762	4,748				0	14
40	X	RIDGEWORTH FD-LARGECAP	76628R672			8/17/2010		8/6/2012	657	545				0	112
41	X	RIDGEWORTH FD-LARGECAP	76628R672			8/17/2010		11/19/2012	3,130	2,529				0	601
42	X	RIDGEWORTH FD-SHORT TER	76628T611			2/6/2012		8/6/2012	3,804	3,789				0	15
43	X	RIDGEWORTH FD-SHORT TER	76628T611			2/2/2009		11/19/2012	4,836	4,585				0	251
44	X	RIDGEWORTH FD-SHORT TER	76628T611			2/6/2012		11/19/2012	277	276				0	1
45	X	RIDGEWORTH FD-SEIX FLT H	76628T678			11/24/2008		8/6/2012	2,209	1,807				0	402
46	X	RIDGEWORTH FD-SEIX FLT H	76628T678			2/2/2009		8/6/2012	233	192				0	41
47	X	RIDGEWORTH FD-SEIX FLT H	76628T678			5/18/2009		8/6/2012	1,206	1,071				0	135
48	X	RIDGEWORTH FD-SEIX FLT H	76628T678			2/6/2012		8/6/2012	175	174				0	1
49	X	RIDGEWORTH FD-INTERMED	76628T702			2/6/2012		8/6/2012	1,774	1,757				0	17
50	X	RIDGEWORTH FD-INTERMED	76628T702			5/11/2007		8/6/2012	8,544	8,005				0	539
51	X	RIDGEWORTH FD-INTERMED	76628T702			5/11/2007		11/19/2012	215	201				0	14
52	X	SCHRODER US SMALL/MID C	80809R204			2/22/2011		2/6/2012	279	278				0	1
53	X	SCHRODER US SMALL/MID C	80809R204			2/22/2011		8/6/2012	3,510	3,554				0	-44
54	X	SCHRODER US SMALL/MID C	80809R204			8/15/2011		8/6/2012	225	207				0	18
55	X	SENTINEL SMALL CO-I	81728B825			8/15/2011		2/6/2012	45	43				0	2
56	X	SENTINEL SMALL CO-I	81728B825			8/17/2010		9/4/2012	4,666	3,765				0	901
57	X	SENTINEL SMALL CO-I	81728B825			8/15/2011		9/4/2012	311	305				0	6
58	X	TEMPLETON GLOBAL BD-ADV	880208400			1/19/2010		2/6/2012	7,843	7,730				0	113
59	X	TEMPLETON GLOBAL BD-ADV	880208400			1/19/2010		8/6/2012	1,334	1,311				0	23
60	X	TEMPLETON GLOBAL BD-ADV	880208400			5/24/2010		8/6/2012	2,449	2,366				0	83
61	X	WASATCH LONG/SHORT FD	936793835			8/6/2012		11/19/2012	51	51				0	0

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

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

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		92	72	0	0
	Description				
1	FOREIGN TAX WITHHELD	72	72		
2	ESTIMATED EXCISE PAYMENTS	20			

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
			222,748	228,048	252,670
1			222,748	0	
2	HARBOR CAP APPRECIATION-I		0	22,141	24,026
3	PIMCO LOW DURATION-I		0	7,392	7,462
4	T ROWE PRICE INSTL LARGE-CAP GRWT		0	18,743	27,032
5	FORUM ABSOLUTE STRATEGIES-I		0	12,100	12,445
6	MANNING & NAPIER WORLD OPPTYS-A		0	32,598	33,272
7	RIDGEWORTH FD-LARGECAP VAL EQTY		0	16,846	23,939
8	RIDGEWORTH FD-INTERMEDIATE BD RG		0	11,744	12,190
9	FEDERATED STRATEGIC VALUE-I		0	18,297	20,735
10	PIMCO INVT GRADE CORP BD-I		0	6,689	7,395
11	JANUS PERKINS SMALL CAP VALUE-I		0	5,193	5,080
12	ABERDEEN EQUITY LONG SHORT-I		0	7,596	7,596
13	OPPENHEIMER DEVELOPING MKTS INST		0	18,392	19,997
14	DOUBLELINE TOTAL RETURN BD-I		0	15,000	15,029
15	PIMCO EMERGING LOCAL BD-I		0	5,056	5,136
16	NEUBERGER BERMAN HIGH INCOME BD-		0	9,746	10,203
17	WASATCH 1ST SOURCE LONG/SHORT		0	15,259	15,898
18	T ROWE PRICE DIVRSFD SMALLCAP GRO		0	5,256	5,235

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

	Amount
Long Term CG Distributions	771
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						113,402	0	0	108,265	5,137	0	0	0	5,137
1	ABERDEEN EQUITY LONG SHORT-I	003020336		2/6/2012	11/19/2012	104		0	103	1	0	0	0	1
2	ABERDEEN EQUITY LONG SHORT-I	003020336		10/25/2010	11/19/2012	35		0	35	0	0	0	0	0
3	FEDERATED STRATEGIC VALUE-I	314172560		7/18/2011	2/6/2012	707		0	686	21	0	0	0	21
4	FEDERATED STRATEGIC VALUE-I	314172560		7/18/2011	8/6/2012	2,007		0	1,812	195	0	0	0	195
5	FEDERATED STRATEGIC VALUE-I	314172560		7/18/2011	11/19/2012	3,481		0	3,270	211	0	0	0	211
6	FEDERATED STRATEGIC VALUE-I	314172560		2/22/2011	11/19/2012	2,913		0	2,635	278	0	0	0	278
7	FORUM ABSOLUTE STRATEGIES-I	34984T600		8/6/2012	11/19/2012	142		0	142	0	0	0	0	0
8	HARBOR CAP APPRECIATION-I	411511504		8/6/2012	11/19/2012	4,814		0	4,826	-12	0	0	0	-12
9	T ROWE PRICE INSTL LARGE-CAP GRW	45775L408		7/18/2011	2/6/2012	2,203		0	2,134	69	0	0	0	69
10	T ROWE PRICE INSTL LARGE-CAP GRW	45775L408		8/15/2011	2/6/2012	631		0	565	66	0	0	0	66
11	T ROWE PRICE INSTL LARGE-CAP GRW	45775L408		8/15/2011	8/6/2012	259		0	228	31	0	0	0	31
12	T ROWE PRICE INSTL LARGE-CAP GRW	45775L408		4/17/2007	11/19/2012	950		0	793	157	0	0	0	157
13	T ROWE PRICE INSTL LARGE-CAP GRW	45775L408		1/7/2008	11/19/2012	1,438		0	1,173	265	0	0	0	265
14	T ROWE PRICE INSTL LARGE-CAP GRW	45775L408		8/15/2011	11/19/2012	278		0	244	34	0	0	0	34
15	T ROWE PRICE INSTL LARGE-CAP GRW	45775L408		8/17/2010	11/19/2012	9 837		0	7,386	2,451	0	0	0	2,451
16	JANUS PERKINS SMALL CAP VALUE-I	47103C183		7/18/2011	8/6/2012	925		0	1,100	-175	0	0	0	-175
17	JANUS PERKINS SMALL CAP VALUE-I	47103C183		7/18/2011	11/19/2012	49		0	57	-8	0	0	0	-8
18	JANUS PERKINS SMALL CAP VALUE-I	47103C183		8/15/2011	11/19/2012	44		0	47	-3	0	0	0	-3
19	MANNING & NAPIER WORLD OPPTYS-A	563821545		10/25/2010	2/6/2012	3,494		0	4,144	-650	0	0	0	-650
20	MANNING & NAPIER WORLD OPPTYS-A	563821545		2/22/2011	2/6/2012	104		0	128	-24	0	0	0	-24
21	MANNING & NAPIER WORLD OPPTYS-A	563821545		4/18/2011	2/6/2012	2,098		0	2,575	-477	0	0	0	-477
22	MANNING & NAPIER WORLD OPPTYS-A	563821545		7/18/2011	2/6/2012	4,240		0	5,099	-859	0	0	0	-859
23	MANNING & NAPIER WORLD OPPTYS-A	563821545		8/15/2011	2/6/2012	883		0	984	-101	0	0	0	-101
24	MANNING & NAPIER WORLD OPPTYS-A	563821545		10/26/2009	2/6/2012	809		0	889	-80	0	0	0	-80
25	NEUBERGER BERMAN HIGH INCOME B	64128K868		8/6/2012	11/19/2012	107		0	107	0	0	0	0	0
26	PIMCO LOW DURATION-I	693390304		2/6/2012	8/6/2012	66		0	65	1	0	0	0	1
27	PIMCO LOW DURATION-I	693390304		2/6/2012	11/19/2012	152		0	149	3	0	0	0	3
28	PIMCO FOREIGN BD US$ HEDGED-I	693390882		2/6/2012	8/6/2012	5,280		0	5,075	205	0	0	0	205
29	PIMCO COMMODITY REALRTN STRATE	722005667		2/2/2009	8/6/2012	1,884		0	1,697	187	0	0	0	187
30	PIMCO COMMODITY REALRTN STRATE	722005667		5/24/2010	8/6/2012	219		0	237	-18	0	0	0	-18
31	PIMCO COMMODITY REALRTN STRATE	722005667		8/17/2010	8/6/2012	1,595		0	1,845	-250	0	0	0	-250
32	PIMCO COMMODITY REALRTN STRATE	722005667		2/6/2012	8/6/2012	1,320		0	1,339	-19	0	0	0	-19
33	PIMCO INVT GRADE CORP BD-I	722005816		2/6/2012	8/6/2012	315		0	301	14	0	0	0	14
34	PIMCO INVT GRADE CORP BD-I	722005816		2/6/2012	11/19/2012	153		0	143	10	0	0	0	10
35	PIMCO INVT GRADE CORP BD-I	722005816		2/22/2011	11/19/2012	127		0	118	9	0	0	0	9
36	PIMCO EMERGING LOCAL BD-I	72201F516		8/6/2012	11/19/2012	47		0	47	0	0	0	0	0
37	RIDGEWORTH FD-LARGECAP VAL EQT	76628R672		7/18/2011	8/6/2012	5,271		0	5,133	138	0	0	0	138
38	RIDGEWORTH FD-LARGECAP VAL EQT	76628R672		8/15/2011	8/6/2012	1,886		0	1,665	221	0	0	0	221
39	RIDGEWORTH FD-LARGECAP VAL EQT	76628R672		2/6/2012	8/6/2012	4,762		0	4,748	14	0	0	0	14
40	RIDGEWORTH FD-LARGECAP VAL EQT	76628R672		8/17/2010	8/6/2012	657		0	545	112	0	0	0	112
41	RIDGEWORTH FD-LARGECAP VAL EQT	76628R672		8/17/2010	11/19/2012	3 130		0	2,529	601	0	0	0	601
42	RIDGEWORTH FD-SHORT TERM BD R	76628T611		2/6/2012	8/6/2012	3,804		0	3,789	15	0	0	0	15
43	RIDGEWORTH FD-SHORT TERM BD R	76628T611		2/2/2009	11/19/2012	4,836		0	4,585	251	0	0	0	251
44	RIDGEWORTH FD-SHORT TERM BD R	76628T611		2/6/2012	11/19/2012	277		0	276	1	0	0	0	1
45	RIDGEWORTH FD-SEIX FLT HGH INCM	76628T678		11/24/2008	8/6/2012	2,209		0	1,807	402	0	0	0	402
46	RIDGEWORTH FD-SEIX FLT HGH INCM	76628T678		2/2/2009	8/6/2012	233		0	192	41	0	0	0	41
47	RIDGEWORTH FD-SEIX FLT HGH INCM	76628T678		5/18/2009	8/6/2012	1,206		0	1,071	135	0	0	0	135
48	RIDGEWORTH FD-SEIX FLT HGH INCM	76628T678		2/6/2012	8/6/2012	175		0	174	1	0	0	0	1
49	RIDGEWORTH FD-INTERMEDIATE BD	76628T702		2/6/2012	8/6/2012	1,774		0	1,757	17	0	0	0	17
50	RIDGEWORTH FD-INTERMEDIATE BD	76628T702		5/11/2007	8/6/2012	8,544		0	8,005	539	0	0	0	539
51	RIDGEWORTH FD INTERMEDIATE BD	76628T702		5/11/2007	11/19/2012	215		0	201	14	0	0	0	14
52	SCHRODER US SMALL/MID CAP OPPTY	80809R204		2/22/2011	2/6/2012	279		0	278	1	0	0	0	1
53	SCHRODER US SMALL/MID CAP OPPTY	80809R204		2/22/2011	8/6/2012	3,510		0	3,554	-44	0	0	0	-44
54	SCHRODER US SMALL/MID CAP OPPTY	80809R204		8/15/2011	8/6/2012	225		0	207	18	0	0	0	18
55	SENTINEL SMALL CO-I	81728B825		8/15/2011	2/6/2012	45		0	43	2	0	0	0	2
56	SENTINEL SMALL CO-I	81728B825		8/17/2010	9/4/2012	4,666		0	3,765	901	0	0	0	901
57	SENTINEL SMALL CO-I	81728B825		8/15/2011	9/4/2012	311		0	305	6	0	0	0	6
58	TEMPLETON GLOBAL BD-ADV	880208400		1/19/2010	2/6/2012	7,843		0	7,730	113	0	0	0	113
59	TEMPLETON GLOBAL BD-ADV	880208400		1/19/2010	8/6/2012	1,334		0	1,311	23	0	0	0	23
60	TEMPLETON GLOBAL BD ADV	880208400		5/24/2010	8/6/2012	2,449		0	2,366	83	0	0	0	83
61	WASATCH LONG/SHORT FD	936793835		8/6/2012	11/19/2012	51		0	51	0	0	0	0	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
										751	0	0
1	SUNTRUST BANKS, INC	X	P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE	AS REQ'D	751	N/A	N/A
2												

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

		Date		Amount
1	Credit from prior year return	5/15/2012	1	170
2	First quarter estimated tax payment	5/9/2012	2	20
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	0
7	Total		7	190

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	1,483
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	1,483