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

Department of the Treasury
Internal Revenue Service

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

For calendar year **2012** or tax year beginning **2012**, and ending **20**

Name of foundation: **TOM W BENNETT CHARITABLE TRUST**

Number and street (or P O box number if mail is not delivered to street address): **231 S LASALLE ST** Room/suite: **IL1-231-10-05**

City or town, state, and ZIP code: **CHICAGO, IL 60697**

A Employer identification number: **30-6311068**

B Telephone number (see instructions): **866- 752-2127**

C If exemption application is pending, check here **X**

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 14,483,054**

J Accounting method Cash Accrual Other (specify) _____
(Part I, column (d) must be on cash basis)

| 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) | 12,931,114. | | | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities | 350,490. | 348,374. | | STMT 1 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 793,057. | | | |
| | b Gross sales price for all assets on line 6a | 4,316,285. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 793,057 | | |
| | 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) | 15,394. | 15,394. | | STMT 4 | |
| 12 Total. Add lines 1 through 11 | 14,090,055. | 1,156,825. | | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc. | 15,132. | 9,079. | | 6,053. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach schedule) | | | | |
| | c Other professional fees (attach schedule) | | | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) STMT 5 | 4,426 | 4,426 | | |
| | 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 | 19,558. | 13,505. | | 6,053. |
| 25 Contributions, gifts, grants, and disbursements | 311,374. | | | 311,374. | |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 330,932. | 13,505. | | 317,427. | |
| 27 Subtract line 26 from line 12 | 13,759,123 | | | | |
| a Excess of revenue over expenses and disbursements | | | | | |
| b Net investment income (if negative, enter -0-) | | 1,143,320 | | | |
| 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 | End of year | |
|-----------------------------|--|---|----------------|-----------------------|-------------|--|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | | |
| Assets | 1 | Cash - non-interest-bearing | | | | |
| | 2 | Savings and temporary cash investments | | 499,026. | 499,026. | |
| | 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) | | 8,092,387. | 10,252,150. | |
| | c | Investments - corporate bonds (attach schedule) | | 2,994,644. | 3,228,990. | |
| | 11 | Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶ | 371,240. | 371,240. | 379,617. | |
| | 12 | Investments - mortgage loans | | | | |
| | 13 | Investments - other (attach schedule) | | | | |
| | 14 | Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶ | | | | |
| 15 | Other assets (describe ▶) | | 150,000. | 123,271. | | |
| 16 | Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) | | 12,107,297. | 14,483,054. | | |
| 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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31 | | | | | |
| | 24 | Unrestricted | | | | |
| | 25 | Temporarily restricted | | | | |
| | 26 | Permanently restricted | | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31 ▶ <input checked="" type="checkbox"/> | | | | | |
| | 27 | Capital stock, trust principal, or current funds | | 12,107,297. | | |
| | 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) | | 12,107,297. | | | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | | 12,107,297. | | | |

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 | Enter amount from Part I, line 27a | 2 | 13,759,123. |
| 3 | Other increases not included in line 2 (itemize) ▶ BEGINNING DEF. INCOME | 3 | 10,730. |
| 4 | Add lines 1, 2, and 3 | 4 | 13,769,853. |
| 5 | Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6 | 5 | 1,662,556. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 12,107,297. |

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 4,316,285. | | 3,523,228. | 793,057. | | | |
| 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 | | | 793,057. | | | |
| 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 | 793,057. | |
| 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

N/A

(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 | | | |
| 2010 | | | |
| 2009 | | | |
| 2008 | | | |
| 2007 | | | |
| 2 Total of line 1, column (d) | | | 2 |
| 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 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | | | 4 |
| 5 Multiply line 4 by line 3 | | | 5 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 |
| 7 Add lines 5 and 6 | | | 7 |
| 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions | | | 8 |

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 22,866. |
| 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 | 22,866. |
| 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 | 22,866. |
| 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 TAX PAID WITH ORIG RETURN | 6d | 23,098. |
| 7 | Total credits and payments Add lines 6a through 6d | 7 | 23,098. |
| 8 | Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | 353. |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 121. |
| 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 NONE 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? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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 | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____ | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities | | 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 | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) MO | | |
| 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 | 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 | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 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 BANK OF AMERICA Telephone no (866)752-2127
Located at 231 S. LASALLE ST. IL1-231-10-05, CHICAGO, IL ZIP+4 60697
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
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 Yes No 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

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X 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 X 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 X 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 X No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

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? Yes No

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? Yes No

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---------------------------------------|
| BANK OF AMERICA 901 MAIN ST, DALLAS, TX 75202-3714 | TRUSTEE 1 | 15,132. | - 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 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 ▶ | |

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 | 13,954,855. |
| b | Average of monthly cash balances | 1b | NONE |
| c | Fair market value of all other assets (see instructions) | 1c | NONE |
| d | Total (add lines 1a, b, and c) | 1d | 13,954,855 |
| 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 | 13,954,855. |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 209,323. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 13,745,532. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 687,277. |

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 | 687,277. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 22,866. |
| b | Income tax for 2012. (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 22,866. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 664,411. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | NONE |
| 5 | Add lines 3 and 4 | 5 | 664,411. |
| 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 | 664,411. |

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 | 317,427. |
| 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 | 317,427. |
| 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 | 317,427. |

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 | | | | 664,411. |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only | | | NONE | |
| b Total for prior years 20____, 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 ▶ \$ <u>317,427.</u> | | | | |
| a Applied to 2011, but not more than line 2a | | | NONE | |
| 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 | | | | 317,427. |
| 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 | | | NONE | |
| f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 | | | | 346,984 |
| 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 | | | | (e) Total |
|---|----------|----------|----------|----------|-----------|
| | (a) 2012 | (b) 2011 | (c) 2010 | (d) 2009 | |
| 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 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 |
|--|---|--------------------------------|----------------------------------|----------|
| <p><i>a Paid during the year</i></p> <p>SEE STATEMENT 15</p> | | | | 311,374 |
| Total ▶ 3a | | | | 311,374. |
| <i>b Approved for future payment</i> | | | | |
| Total ▶ 3b | | | | |

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (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... 2b If "Yes," complete the following schedule

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

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.

Sign Here: Signature of officer or trustee, Date (04/02/2014), Title (SVP Tax), May the IRS discuss this return with the preparer shown below (see instructions)?

Paid Preparer Use Only: Print/Type preparer's name, Preparer's signature, Date, Check self-employed, Firm's name, Firm's address, Firm's EIN, Phone no.

Schedule of Contributors

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

2012

| | |
|---|--|
| Name of the organization TOM W BENNETT CHARITABLE TRUST | Employer identification number 30-6311068 |
|---|--|

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 **TOM W BENNETT CHARITABLE TRUST** Employer identification number **30-6311068**

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 | TOM W BENNETT TRUST | \$ 12,931,114. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |

| | |
|---|---|
| Name of organization TOM W BENNETT CHARITABLE TRUST | Employer identification number 30-6311068 |
|---|---|

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---------------------------|--|--|----------------------|
| 1 | SEE ATTACHED LIST ----- ----- ----- | \$ 12,931,114. | 01/01/2012 |
| ----- | ----- ----- ----- | \$ ----- | ----- |
| ----- | ----- ----- ----- | \$ ----- | ----- |
| ----- | ----- ----- ----- | \$ ----- | ----- |
| ----- | ----- ----- ----- | \$ ----- | ----- |
| ----- | ----- ----- ----- | \$ ----- | ----- |

TOM W BENNETT TRUST

30-6311068

Schedule B
Part II, Noncash Property

| Asset Description | Cusip | Market Value | Fed Tax Cost |
|----------------------------------|-----------|--------------|--------------|
| ACCENTURE PLC | G1151C101 | 29,808 80 | 27,851 94 |
| AIR PRODS & CHEMS INC | 009158106 | 69,003 90 | 67,790 95 |
| ALLERGAN INC | 018490102 | 139,506 60 | 103,262 78 |
| AMAZON COM INC | 023135106 | 124,632 00 | 90,894 74 |
| AMERICAN TOWER CORP | 029912201 | 81,313 55 | 60,522 16 |
| ANADARKO PETE CORP | 032511107 | 96,557 45 | 98,322 80 |
| APPLE INC | 037833100 | 342,225 00 | 181,249 14 |
| BANK OF AMERICA MONEY MARKET | 994458719 | 389,398 45 | 389,398 45 |
| CELANESE CORP DEL | 150870103 | 64,412 85 | 34,706 67 |
| CELGENE CORP | 151020104 | 130,806 00 | 113,480 04 |
| CHEVRON CORP | 166764100 | 143,640 00 | 140,081 98 |
| CIGNA CORP | 125509109 | 60,900 00 | 67,940 95 |
| CITIGROUP INC | 172967424 | 61,170 75 | 57,402 62 |
| COACH INC | 189754104 | 79,352 00 | 71,969 16 |
| COLUMBIA ACORN INTL SELECT | 197199763 | 201,694 08 | 150,000 00 |
| COLUMBIA ACORN USA FUND | 197199805 | 70,665 26 | 50,000 00 |
| COLUMBIA INCOME OPPORTUNITIES | 19763T889 | 296,132 47 | 326,500 00 |
| COLUMBIA INTERMEDIATE BOND FUND | 19765N468 | 1,608,778 67 | 1,500,217 70 |
| COLUMBIA MARSICO INTERNATIONAL | 19765H636 | 466,244 26 | 327,156 52 |
| COLUMBIA MID CAP GROWTH FUND | 19765P232 | 524,633 34 | 327,925 85 |
| COLUMBIA MID CAP VALUE FUND | 19765J830 | 413,597 92 | 279,498 36 |
| COLUMBIA REAL ESTATE EQUITY FUND | 19765P547 | 107,901 45 | 100,000 00 |
| COLUMBIA SMALL CAP INDEX FUND | 19765J814 | 463,082 43 | 510,000 00 |
| COLUMBIA US GOVT MTG FUND | 19766J607 | 233,530 55 | 198,998 87 |
| COSTCO WHSL CORP NEW | 22160K105 | 162,474 00 | 147,890 48 |
| DISNEY WALT CO | 254687106 | 122,437 50 | 114,225 21 |
| DOVER CORP | 260003108 | 100,136 25 | 86,365 18 |
| EMC CORP | 268648102 | 128,486 10 | 61,512 00 |
| EXELON CORP | 30161N101 | 47,056 45 | 40,910 79 |
| FAIRCHILD SEMICONDUCTOR INTL | 303726103 | 40,755 40 | 60,294 22 |
| GILEAD SCIENCES INC | 375558103 | 104,576 15 | 100,940 68 |
| GOLDMAN SACHS GROUP INC | 38141G104 | 103,994 50 | 165,659 47 |
| GOOGLE INC | 38259P508 | 132,409 50 | 122,392 14 |
| HARTFORD FINL SVCS GROUP INC | 416515104 | 34,368 75 | 39,764 54 |
| HESS CORP | 42809H107 | 63,616 00 | 78,763 31 |
| HUMANA INC | 444859102 | 63,955 30 | 63,429 83 |
| HUNT J B TRANS SVCS INC | 445658107 | 50,478 40 | 48 945 90 |
| INTERCONTINENTAL EXCHANGE INC | 45865V100 | 100,056 50 | 92,791 90 |
| INTERNATIONAL BUSINESS MACHS | 459200101 | 234,447 00 | 100,681 24 |
| INTUIT | 461202103 | 103,865 25 | 94,974 46 |
| ISHARES | 464287176 | 58,345 00 | 50,125 44 |
| ISHARES MSCI BRAZIL CAPPED INDEX | 464286400 | 114,780 00 | 140,450 00 |
| ISHARES MSCI EAFE INDEX | 464287465 | 99,060 00 | 97,460 00 |
| ISHARES MSCI EMERGING MKTS INDEX | 464287234 | 284,550 00 | 292,162 50 |
| J P MORGAN CHASE & CO | 46625H100 | 133,332 50 | 187,028 23 |

| | | | |
|---------------------------------|-----------|----------------------|----------------------|
| JOY GLOBAL INC | 481165108 | 28,863 45 | 34,908 76 |
| MCKESSON CORP | 58155Q103 | 98,166 60 | 57,440 78 |
| MEDCO HLTH SOLUTIONS INC | 58405U102 | 67,080 00 | 69,704 43 |
| MICROSOFT CORP | 594918104 | 170,089 92 | 167,746 83 |
| NATIONAL OILWELL VARCO INC | 637071101 | 96,545 80 | 89,568 42 |
| NORDSTROM INC | 655664100 | 81,524 40 | 57,611 96 |
| OCCIDENTAL PETE CORP DEL | 674599105 | 130,711 50 | 68,071 19 |
| OCEANEERING INTL INC | 675232102 | 76,114 50 | 60,391 30 |
| PARKER HANNIFIN CORP | 701094104 | 105,606 25 | 65,258 80 |
| PEPSICO INC | 713448108 | 172,178 25 | 166,439 80 |
| PHILIP MORRIS INTL INC | 718172109 | 348,451 20 | 195,350 98 |
| PIMCO COMMODITY REALRETURN | 722005667 | 121,414 22 | 150,000 00 |
| PIMCO TOTAL RETURN FUND | 693390700 | 515,654 65 | 500,000 00 |
| PNC FINL SVCS GROUP INC | 693475105 | 106,401 15 | 67,482 93 |
| POWERSHARES EMERGING MARKETS | 73936T573 | 73,735 20 | 74,723 59 |
| PRICE T ROWE GROUP INC | 74144T108 | 139,527 50 | 132,340 05 |
| PRICELINE COM INC | 741503403 | 81,849 25 | 89,631 76 |
| PRUDENTIAL FINL INC | 744320102 | 127,054 20 | 134,815 68 |
| QUALCOMM INC | 747525103 | 48,956 50 | 48,836 03 |
| QUESTAR CORP | 748356102 | 81,426 00 | 64,401 75 |
| RIO TINTO PLC | 767204100 | 97,840 00 | 101,336 17 |
| ROYAL DUTCH SHELL PLC | 780259206 | 154,950 80 | 156,260 95 |
| SCHLUMBERGER LTD | 806857108 | 86,753 70 | 78,264 44 |
| SEMPRA ENERGY | 816851109 | 121,275 00 | 111,117 70 |
| TARGET CORP | 87612EAM8 | 41,932 40 | 40,293 60 |
| TEXAS INSTRS INC | 882508104 | 83,720 36 | 67,868 71 |
| THERMO FISHER SCIENTIFIC CORP | 883556102 | 107,478 30 | 126,710 22 |
| TJX COS INC NEW | 872540109 | 217,856 25 | 153,010 28 |
| TYCO INTL LTD | H89128104 | 149,472 00 | 114,673 44 |
| UNITED PARCEL SVC INC | 911312106 | 70,994 30 | 52,526 80 |
| UNITED STATES TREAS NT | 912828GQ7 | 50,720 50 | 49,884 77 |
| UNITED TECHNOLOGIES CORP | 913017109 | 218,539 10 | 128,073 85 |
| VANGUARD FTSE EMERGING MKTS ETF | 922042858 | 38,210 00 | 21,559 53 |
| VERIZON COMMUNICATIONS INC | 92343V104 | 119,357 00 | 110,350 31 |
| WELLS FARGO & CO | 949746101 | 111,342 40 | 108,295 13 |
| WHOLE FOODS MKT INC | 966837106 | 107,153 20 | 104,174 23 |
| | | <u>12,931,114 18</u> | <u>11,281,064 37</u> |

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--|---|-----------------------------|
| ADT CORP COM | 195. | |
| AIR PRODUCTS AND CHEMICALS INC | 470. | 470. |
| ALLERGAN INCORPORATED | 318. | 318. |
| AMERICAN TOWER CORP COM | 285. | 285. |
| ANADARKO PETROLEUM CORP | 664. | 664. |
| APPLE INC COM | 3,949. | 3,949. |
| CIGNA CORPORATION | 92. | 92. |
| CELANESE CORP DEL SER A COM | 298. | 298. |
| CITIGROUP INC NEW COM | 153. | 153. |
| COACH INC COM | 1,716. | 1,716. |
| COLUMBIA ACORN INTL SELECT FUND CLASS Z | 15,558. | 15,558. |
| COLUMBIA ACORN USA FUND CLASS Z SHARES | 494. | 494. |
| COLUMBIA INCOME OPPORTUNITIES FUND CL Z | 12,541. | 12,541. |
| COLUMBIA SMALL CAP INDEX FUND CLASS Z SH | 8,518. | 8,518. |
| COLUMBIA MID CAP VALUE FUND CLASS Z SHAR | 4,479. | 4,479. |
| COLUMBIA INTERMEDIATE BOND FUND CLASS Z | 71,727. | 71,727. |
| COLUMBIA REAL ESTATE EQUITY FUND CLASS Z | 3,108. | 3,108. |
| COLUMBIA EMERGING MARKETS FUND CLASS Z S | 3,245. | 3,245. |
| COLUMBIA US GOVT MTG FUND CL Z | 11,766. | 11,766. |
| COSTCO WHSL CORP NEW COM | 10,016. | 10,016. |
| DISNEY WALT CO | 4,400. | 4,400. |
| DISH NETWORK CORP COM CL A | 1,410. | 1,410. |
| DOVER CORPORATION | 1,691. | 1,691. |
| DOW CHEMICAL COMPANY | 1,235. | 1,235. |
| EOG RESOURCES INC | 525. | 525. |
| EXELON CORP COM | 2,276. | 2,276. |
| GOLDMAN SACHS GROUP INC | 2,031. | 2,031. |
| HARTFORD FINANCIAL SVCS GRP | 899. | 899. |
| HESS CORP COM | 290. | 290. |
| HONEYWELL INTERNATIONAL INC | 890. | 890. |
| HUMANA INC | 981. | 981. |
| HUNT J B TRANSPORT SERVICES INC COM | 1,243. | 1,243. |

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|--------------------------------|-----------------------|
| INTERNATIONAL BUSINESS MACHS | 2,576. | 2,576. |
| INTUIT INC | 1,225. | 1,225. |
| ISHARES MSCI BRAZIL CAPPED ETF | 2,358. | 437. |
| ISHARES TIPS BOND ETF | 954. | 954. |
| ISHARES MSCI EMERGING MKTS INDEX FUND | 4,259. | 4,259. |
| ISHARES IBOXX \$ INVESTMENT GRADE CORPORA | 1,490. | 1,490. |
| ISHR MSCI EAFE INDEX FUND | 2,529. | 2,529. |
| ISHARES U S REAL ESTATE ETF | 2,824. | 2,824. |
| ISHARES INTL SELECT DIVIDEND ETF | 5,311. | 5,311. |
| J P MORGAN CHASE & CO COM | 5,794. | 5,794. |
| JOHNSON & JOHNSON | 3,550. | 3,550. |
| JOY GLOBAL INC 00 | 438. | 438. |
| LOWES COMPANIES INCORPORATED | 620. | 620. |
| MCKESSON HBOC INC | 1,266. | 1,266. |
| MICROSOFT CORPORATION | 5,438. | 5,438. |
| NATIONAL OILWELL VARCO INC COM | 918. | 918. |
| NORDSTROM INCORPORATED | 2,331. | 2,331. |
| OCCIDENTAL PETROLEUM CORPORATION | 4,433. | 4,433. |
| OCEANEERING INTL INC COM | 248. | 248. |
| PIMCO TOTAL RETURN FUND INSTL | 29,809. | 29,809. |
| PNC BK CORP | 2,860. | 2,860. |
| PARKER HANNIFIN CORPORATION | 2,244. | 2,244. |
| PEPSICO INCORPORATED | 5,043. | 5,043. |
| PHILIP MORRIS INTL INC COM | 14,030. | 14,030. |
| PIMCO COMMODITY REALRETURN STRATEGY FUND | 4,182. | 4,182. |
| PIONEER GLOBAL HIGH YIELD FUND CL Y | 10,981. | 10,981. |
| POWERSHARES EMERGING MARKETS SOVEREIGN D | 4,620. | 4,620. |
| PRICE T ROWE GROUP INC COM | 3,530. | 3,530. |
| QUALCOMM INC | 2,311. | 2,311. |
| QUESTAR CORP | 2,727. | 2,727. |
| RIO TINTO PLC SPONSORED ADR | 4,073. | 4,073. |
| ROYAL DUTCH SHELL PLC SPONSORED ADR CL A | 8,166. | 8,166. |
| SCHLUMBERGER LIMITED | 1,365. | 1,365. |

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--|---|-----------------------------|
| SEMPRA ENERGY | 5,027. | 5,027. |
| TJX COMPANIES INCORPORATED NEW | 2,378. | 2,378. |
| TARGET CORP NT | 1,600. | 1,600. |
| THERMO ELECTRON CORP | 932. | 932. |
| UNITED PARCEL SERVICE CL B | 553. | 553. |
| UNITED STATES TREAS NT DTD 04/30/07 4.50 | 1,240. | 1,240. |
| UNITED TECHNOLOGIES CORP | 6,064. | 6,064. |
| V F CORPORATION | 518. | 518. |
| VANGUARD FTSE EMERGING MKTS ETF | 586. | 586. |
| VERIZON COMMUNICATIONS | 8,334. | 8,334. |
| WELLS FARGO COMPANY | 5,011. | 5,011. |
| WHOLE FOODS MKT INC COM | 818. | 818. |
| BANK OF AMERICA MONEY MARKET SAVINGS ACC | 177. | 177. |
| ACCENTURE PLC CL A COM | 2,406. | 2,406. |
| TYCO INTL LTD NEW F COM | 2,880. | 2,880. |
| TOTAL | 350,490. | 348,374. |

TOM W BENNETT CHARITABLE TRUST

30-63111068

FORM 990PF, PART I - OTHER INCOME
=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- |
|-----------------------------|--|--------------------------------------|
| BANK MUTUAL FUND FEE REBATE | 15,394. | 15,394. |
| | ----- | ----- |
| TOTALS | 15,394. | 15,394. |
| | ===== | ===== |

FORM 990PF, PART I - TAXES
=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- |
|--------------------------------|--|--------------------------------------|
| FOREIGN TAXES | 1,225. | 1,225. |
| FOREIGN TAXES ON QUALIFIED FOR | 2,301. | 2,301. |
| FOREIGN TAXES ON NONQUALIFIED | 900. | 900. |
| TOTALS | 4,426. | 4,426. |
| | ===== | ===== |

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

| DESCRIPTION | AMOUNT |
|---|------------|
| ----- | ----- |
| ENDING DEF. INCOME | 10,154. |
| REIT ROC BASIS ADJUSTMENT | 2,116. |
| CHANGE IN CARRYING VALUE | 236. |
| NET UNREALIZED GAIN ON DONATED SECURITIES | 1,650,050. |
| TOTAL | 1,662,556. |
| | ===== |

=====

RECIPIENT NAME:

AMERICAN LUNG ASSN OF EASTERN MO

ADDRESS:

1118 HAMPTON AVE
ST. LOUIS, MO 63139-3147

RELATIONSHIP:

NA

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 7,784.

RECIPIENT NAME:

AMERICAN NATIONAL RED CROSS &ITS

ADDRESS:

2025 E ST NW
WASHINGTON, DC 20006

RELATIONSHIP:

NA

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,569.

RECIPIENT NAME:

BARNARD CANCER INSTITUTE

ADDRESS:

660 S EUCLID AVE # 8092
SAINT LOUIS, MO 63110

RELATIONSHIP:

NA

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,569.

RECIPIENT NAME:
BETHESDA HEALTH GROUP
ADDRESS:
1630 DES PERES ROAD STE 290
ST. LOUIS, MO 63131-1800
RELATIONSHIP:
NA
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,569.

RECIPIENT NAME:
BOY SCOUTS OF AMERICA
ADDRESS:
4568 W PINE BLVD
SAINT LOUIS, MO 63108-2186
RELATIONSHIP:
NA
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,569.

RECIPIENT NAME:
CALEDONIA UNITED METH.CHURCH
ADDRESS:
PO BOX 44
CALEDONIA, MO 63631-0044
RELATIONSHIP:
NA
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 7,784.

TOM W BENNETT CHARITABLE TRUST

30-6311068

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

CENTRAL INSTITUTE FOR THE DEAF

ADDRESS:

825 S. TAYLOR
ST. LOUIS, MO 63110

RELATIONSHIP:

NA

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 7,784.

RECIPIENT NAME:

EPWORTH CHILDREN & FAMILY SERVICE

ADDRESS:

110 N ELM AVENUE
ST. LOUIS, MO 63119-2418

RELATIONSHIP:

NA

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,569.

RECIPIENT NAME:

GIRL SCOUTS OF EASTERN MISSOURI

ADDRESS:

2300 BALL DRIVE
ST. LOUIS, MO 63146

RELATIONSHIP:

NA

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 7,784.

RECIPIENT NAME:
GOOD SHEPHERD CHILDREN
ADDRESS:
1340 PARTRIDGE AVE
SAINT LOUIS, MO 63130-1943
RELATIONSHIP:
NA
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,569.

RECIPIENT NAME:
GOODWILL INDUSTRIES
ADDRESS:
1727 LOCUST STREET
ST. LOUIS, MO 63103
RELATIONSHIP:
NA
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,569.

RECIPIENT NAME:
HUMANE SOCIETY OF MISSOURI
ADDRESS:
1201 MACKLIND AVENUE
ST. LOUIS, MO 63110
RELATIONSHIP:
NA
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 7,784.

RECIPIENT NAME:
LIFE CRISIS SERVICES INC
ADDRESS:
2650 OLIVE STREET
ST. LOUIS, MO 63103
RELATIONSHIP:
NA
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 7,784.

RECIPIENT NAME:
MARYGROVE SCHOOL
ADDRESS:
2705 MULLANPHY LANE
FLORISSANT, MO 63031-3727
RELATIONSHIP:
NA
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,569.

RECIPIENT NAME:
PROVIDENT COUNSELING
ADDRESS:
2650 OLIVE STREET
ST. LOUIS, MO 63103-1424
RELATIONSHIP:
NA
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,569.

RECIPIENT NAME:
SALVATION ARMY
RELATIONSHIP:
NA
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,569.

RECIPIENT NAME:
ST LOUIS CHILDRENS HOSPITAL
ADDRESS:
1 CHILDRENS PL RM E254
ST. LOUIS, MO 63110-1002
RELATIONSHIP:
NA
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,569.

RECIPIENT NAME:
ST LOUIS INTERNSHIP PROGRAM
ADDRESS:
4232 FOREST PARK AVE
ST. LOUIS, MO 63108
RELATIONSHIP:
NA
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 7,784.

=====

RECIPIENT NAME:

ST. LOUIS COMMUNITY FOUNDATION

ADDRESS:

319 N 4TH ST STE 300

SAINT LOUIS, MO 63102-1930

RELATIONSHIP:

NA

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,569.

RECIPIENT NAME:

THE LIGHTHOUSE FOR THE BLIND

ADDRESS:

10440 TRENTON AVENUE

ST. LOUIS, MO 63132

RELATIONSHIP:

NA

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 7,784.

RECIPIENT NAME:

UNITED WAY

ADDRESS:

910 N 11TH STREET

ST. LOUIS, MO 63101-1018

RELATIONSHIP:

NA

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 23,353.

RECIPIENT NAME:
VISITING NURSE ASSOCIATION
ADDRESS:
11440 OLIVE BLVD, SUITE 200
CREVE COEUR, MO 63141
RELATIONSHIP:
NA
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 7,784.

RECIPIENT NAME:
YMCA OF ST LOUIS
ADDRESS:
1528 LOCUST STREET
ST. LOUIS, MO 63103-1816
RELATIONSHIP:
NA
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,569.

RECIPIENT NAME:
YOUNG WOMANS CHRISTIAN ASSN
ADDRESS:
3820 WEST PINE BLVD
ST. LOUIS, MO 63108-3308
RELATIONSHIP:
NA
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 7,784.

TOM W BENNETT CHARITABLE TRUST

30-6311068

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

BOYS CLUB OF ST LOUIS INC

ADDRESS:

2524 S 11TH ST

SAINT LOUIS, MO 63104-4308

RELATIONSHIP:

NA

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 7,784.

TOTAL GRANTS PAID:

311,374.

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FEDERAL FOOTNOTES

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THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A., AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

TOM W. BENNETT TRUST
30-6311068

BALANCE SHEET
12-31-2012

| Asset Type | Units | Fed Tax Cost | Market Value |
|--|-------------|--------------|--------------|
| CASH/CURRENCY | | | |
| CASH EQUIVALENTS | | | |
| BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT | 499,026 090 | 499,026 09 | 499,026 09 |
| Total CASH EQUIVALENTS | | 499,026 09 | 499,026 09 |
| Total CASH/CURRENCY | | 499,026 09 | 499,026 09 |
| EQUITIES | | | |
| U.S. LARGE CAP | | | |
| ACCENTURE PLC | | | |
| CL A COM | | | |
| IRELAND | 1,605 000 | 87,744 07 | 106,732 50 |
| ALLERGAN INC | | | |
| COM | 1,590 000 | 103,262 78 | 145,850 70 |
| AMAZON COM INC | | | |
| COM | 540 000 | 67,819 40 | 135,469 80 |
| ANADARKO PETE CORP | | | |
| COM | 1,645 000 | 119,699 25 | 122,239 95 |
| APPLE INC | | | |
| COM | 495 000 | 96,948 95 | 263,425 59 |
| CIGNA CORP | | | |
| COM | 2,265 000 | 104,187 76 | 121,086 90 |
| CITIGROUP INC | | | |
| NEW COM | 4,810 000 | 133,302 84 | 190,283 60 |
| CITRIX SYS INC | | | |
| COM | 1,525 000 | 111,017 61 | 100,070 50 |
| COACH INC | | | |
| COM | 980 000 | 54,161 38 | 54,399 80 |
| COSTCO WHSL CORP NEW | | | |
| COM | 1,165 000 | 86,612 72 | 115,020 45 |
| DISH NETWORK CORP | | | |
| COM CL A | 1,410 000 | 50,390 16 | 51,324 00 |
| DISNEY WALT CO | | | |
| COM DISNEY | 3,255 000 | 113,815 07 | 162,066 45 |
| DOW CHEM CO | | | |
| COM | 3,860 000 | 114,349 17 | 124,791 48 |
| EMC CORP | | | |
| COM | 9,085 000 | 142,174 31 | 229,850 50 |
| EOG RES INC | | | |
| COM | 1,280 000 | 135,782 49 | 154,611 20 |

TOM W. BENNETT TRUST
30-6311068

BALANCE SHEET
12-31-2012

| Asset Type | Units | Fed Tax Cost | Market Value |
|-------------------------------------|-----------|--------------|--------------|
| FORD MTR CO DEL COM PAR \$0 01 | 8,545 000 | 98,272 63 | 110,657 75 |
| GILEAD SCIENCES INC COM | 2,005 000 | 78,648 19 | 147,267 25 |
| GOLDMAN SACHS GROUP INC COM | 1,140 000 | 163,781 22 | 145,418 40 |
| GOOGLE INC CL A COM | 280 000 | 174,291 10 | 198,066 40 |
| HONEYWELL INTL INC COM | 2,510 000 | 157,232 52 | 159,309 70 |
| INTERNATIONAL BUSINESS MACHS COM | 515 000 | 40,323 21 | 98,648 25 |
| INTUIT COM | 1,965 000 | 94,434 65 | 116,869 16 |
| J P MORGAN CHASE & CO COM | 5,925 000 | 250,320 30 | 260,516 92 |
| JOHNSON & JOHNSON COM | 3,330 000 | 227,163 84 | 233,433 00 |
| LOWES COS INC COM | 3,725 000 | 118,957 50 | 132,312 00 |
| MCKESSON CORP COM | 1,690 000 | 92,482 99 | 163,862 40 |
| MICROSOFT CORP COM | 6,552 000 | 167,746 83 | 175,001 95 |
| NATIONAL OILWELL VARCO INC COM | 1,870 000 | 123,600 07 | 127,814 50 |
| OCCIDENTAL PETE CORP DEL COM | 1,755 000 | 104,170 19 | 134,450 55 |
| PARKER HANNIFIN CORP COM | 1,380 000 | 64,996 11 | 117,382 80 |
| PEPSICO INC COM | 2,595 000 | 166,439 80 | 177,575 85 |
| PHILIP MORRIS INTL INC COM | 3,560 000 | 141,224 32 | 297,758 40 |
| PNC FINL SVCS GROUP INC COM | 1,780 000 | 64,348 86 | 103,791 80 |
| PRICE T ROWE GROUP INC COM | 1,335 000 | 66,628 11 | 86,931 33 |
| PROCTER & GAMBLE CO COM | 3,320 000 | 230,906 80 | 225,394 80 |
| QUALCOMM INC COM | 3,130 000 | 186,083 99 | 193,620 55 |
| SCHLUMBERGER LTD COM | | | |

TOM W. BENNETT TRUST
30-6311068

BALANCE SHEET
12-31-2012

| Asset Type | Units | Fed Tax Cost | Market Value |
|---|--------------|---------------------|---------------------|
| NETHERLANDS ANTILLES SEMPRA ENERGY COM | 1,270 000 | 78,264 44 | 88,009 22 |
| THERMO FISHER SCIENTIFIC CORP COM | 2,170 000 | 109,217 35 | 153,939 80 |
| TJX COS INC NEW COM | 2,360 000 | 124,951 53 | 150,520 80 |
| TYCO INTL LTD NEW F COM | 3,485 000 | 72,067 45 | 147,938 25 |
| SWITZERLAND UNITED TECHNOLOGIES CORP COM | 3,130 000 | 55,341 81 | 91,552 50 |
| V F CORP COM | 2,980 000 | 127,473 25 | 244,389 80 |
| VERIZON COMMUNICATIONS INC COM | 595 000 | 96,319 61 | 89,827 15 |
| WELLS FARGO & CO NEW COM | 5,155 000 | 200,298 63 | 223,056 85 |
| Total U.S. LARGE CAP | | 5,376,747 34 | 6,881,723 15 |
| U.S. MID CAP | | | |
| ADT CORP COM | 1,560 000 | 36,037 83 | 72,524 40 |
| COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES | 21,274 669 | 327,925 85 | 565,906 20 |
| COLUMBIA MID CAP VALUE FUND CLASS Z SHARES | 32,287 113 | 279,498 36 | 478,495 01 |
| HUNT J B TRANS SVCS INC COM | 1,905 000 | 89,140 41 | 113,747 55 |
| INTERCONTINENTAL EXCHANGE INC COM | 825 000 | 92,210 50 | 102,143 25 |
| NORDSTROM INC COM | 1,395 000 | 45,854 29 | 74,632 50 |
| QUESTAR CORP COM | 4,100 000 | 64,401 75 | 81,016 00 |
| VERTEX PHARMACEUTICALS INC COM | 1,135 000 | 56,073 77 | 47,556 50 |
| Total U.S. MID CAP | | 991,142 76 | 1,536,021 41 |
| U S. SMALL CAP | | | |
| COLUMBIA ACORN USA FUND CLASS Z SHARES | 2,619 172 | 50,000 00 | 77,134 62 |
| COLUMBIA SMALL CAP INDEX FUND CLASS Z SHARES | 28,288 481 | 510,000 00 | 502,686 31 |

TOM W. BENNETT TRUST
30-6311068

BALANCE SHEET
12-31-2012

| Asset Type | Units | Fed Tax Cost | Market Value |
|---|--------------|---------------------|---------------------|
| FAIRCHILD SEMICONDUCTOR INTL CL A | 3,165 000 | 56,030 42 | 45,576 00 |
| Total U.S. SMALL CAP | | 616,030 42 | 625,396 93 |
| INTERNATIONAL DEVELOPED | | | |
| COLUMBIA ACORN INTL SELECT FUND CLASS Z SHARES | 8,245 874 | 150,000 00 | 213,238 30 |
| ISHARES DOW JONES EPAC SELECT DIVIDEND INDEX FUND | 7,500 000 | 251,100 00 | 252,525 00 |
| RIO TINTO PLC SPONSORED ADR UNITED KINGDOM | 2,420 000 | 125,849 13 | 140,577 80 |
| ROYAL DUTCH SHELL PLC SPONSORED ADR CL A DUTCH LISTING | 2,475 000 | 181,517 71 | 170,651 25 |
| Total INTERNATIONAL DEVELOPED | | 708,466 84 | 776,992 35 |
| EMERGING MARKETS | | | |
| COLUMBIA EMERGING MARKETS FUND CLASS Z SHARES | 41,580 042 | 400,000 00 | 432,016 64 |
| Total EMERGING MARKETS | | 400,000 00 | 432,016 64 |
| Total EQUITIES | | 8,092,387 36 | 10,252,150 48 |
| FIXED INCOME | | | |
| INVESTMENT GRADE TAXABLE | | | |
| COLUMBIA INTERMEDIATE BOND FUND CLASS Z SHARES | 173,359 770 | 1,500,217 70 | 1,641,717 02 |
| COLUMBIA US GOVT MTG FUND CL Z | 42,383 040 | 198,717 44 | 237,768 85 |
| ISHARES IBOXX INV GR CORP BD FUND | 1,000 000 | 119,678 00 | 120,990 00 |
| PIMCO TOTAL RETURN FUND INSTL | 47,438 330 | 500,000 00 | 533,206 83 |
| TARGET CORP NT DTD 06/11/03 4 000% DUE 06/15/13 | 40,000 000 | 40,293 60 | 40,619 20 |
| Total INVESTMENT GRADE TAXABLE | | 2,358,906 74 | 2,574,301 90 |
| GLOBAL HIGH YIELD TAXABLE | | | |
| PIONEER GLOBAL HIGH YIELD FUND CL Y | 50,352 467 | 500,000 00 | 507,049 34 |

TOM W. BENNETT TRUST
30-6311068

BALANCE SHEET
12-31-2012

| Asset Type | Units | Fed Tax Cost | Market Value |
|--|--------------|---------------------|---------------------|
| POWERSHARES EMERGING MARKETS | | | |
| SOVEREIGN DEBT PORTFOLIO | 4,695 000 | 135,737 31 | 147,638 97 |
| Total GLOBAL HIGH YIELD TAXABLE | | 635,737 31 | 654,688 31 |
| | | | |
| Total FIXED INCOME | | 2,994,644 05 | 3,228,990 21 |
| | | | |
| REAL ESTATE | | | |
| PUBLIC REITS | | | |
| COLUMBIA REAL ESTATE EQUITY FUND | | | |
| CLASS Z SHARES | 16,741 560 | 225,000 00 | 240,576 22 |
| ISHARES TR | | | |
| DOW JONES U S REAL ESTATE | 2,150 000 | 146,239 78 | 139,040 50 |
| Total PUBLIC REITS | | 371,239 78 | 379,616 72 |
| | | | |
| Total REAL ESTATE | | 371,239 78 | 379,616 72 |
| | | | |
| TANGIBLE ASSETS | | | |
| COMMODITIES | | | |
| PIMCO COMMODITY REALRETURN | | | |
| STRATEGY FUND | 18,564 866 | 150,000 00 | 123,270 71 |
| TOTAL ASSETS | | 12,107,297 28 | 14,483,054 21 |
| | | | |
| NET TOTAL | | 12,107,297 28 | 14,483,054 21 |