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Form 990-PF

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

OMB No 1545-0052

2012

Open to Public Inspection

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 01-01-2012, and ending 12-31-2012

Name of foundation: BENEFIELD CHARITABLE TR
Employer identification number: 43-6935852
Telephone number: (336) 747-8169
City or town, state, and ZIP code: WINSTON SALEM, NC 27101
Check type of organization: Section 501(c)(3) exempt private foundation
Fair market value of all assets at end of year: \$ 612,406

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), ending with Excess of revenue over expenses and disbursements (27).

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing						
	2 Savings and temporary cash investments	14,957	6,859	6,859			
	3 Accounts receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____		0	0			
	4 Pledges receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____						
	5 Grants receivable						
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)						
	7 Other notes and loans receivable (attach schedule) <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____ 0						
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges						
	10a Investments—U S and state government obligations (attach schedule)	40,167 <input type="checkbox"/>	20,133	21,798			
	b Investments—corporate stock (attach schedule)	351,764 <input type="checkbox"/>	363,183	375,753			
	c Investments—corporate bonds (attach schedule)	150,627 <input type="checkbox"/>	70,744	72,991			
	11 Investments—land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____						
	12 Investments—mortgage loans						
	13 Investments—other (attach schedule)		131,851 <input type="checkbox"/>	135,005			
	14 Land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____						
15 Other assets (describe <input type="checkbox"/> _____)							
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	557,515	592,770	612,406				
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 <input type="checkbox"/> _____)						
	23 Total liabilities (add lines 17 through 22)		0				
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 <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27 Capital stock, trust principal, or current funds	557,515	592,770				
	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 page 17 of the instructions)	557,515	592,770					
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	557,515	592,770					

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	557,515
2	Enter amount from Part I, line 27a	2	36,952
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> _____	3	0
4	Add lines 1, 2, and 3	4	594,467
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> _____	5	1,697
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	592,770

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
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	60,720
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of 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	28,253	618,883	0.045652
2010	30,625	606,181	0.050521
2009	21,273	562,641	0.037809
2008	17,718	590,210	0.03002
2007	15,752	526,487	0.029919
2	Total of line 1, column (d).		2 0.193921
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 0.038784
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		4 607,195
5	Multiply line 4 by line 3.		5 23,549
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 692
7	Add lines 5 and 6.		7 24,241
8	Enter qualifying distributions from Part XII, line 4.		8 31,607

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 page 18 of the 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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	692
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	692
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	692
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	520
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	520
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	172
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0

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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
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? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TN _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

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		No		
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		No		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	13	Yes			
14	The books are in care of ▶ <u>WELLS FARGO</u> Telephone no ▶ <u>(336) 747-8169</u> Located at ▶ <u>1 WEST 4TH ST - 2ND FLOOR WINSTON SALEM NC</u> ZIP +4 ▶ <u>271013818</u>					
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <table border="1"><tr><td>15</td><td></td></tr></table>	15				
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		No		

See 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.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
1b	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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b	No
1c	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	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
2b	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	No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
3b	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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
4b	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	No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	
	6b	No
	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WELLS FARGO 1525 West WT Harris BLVD D1114-044 Charlotte, NC 282881161	TRUSTEE 4	10,251		

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. 0

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. **0**

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	
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	
2	
3 All other program-related investments. See page 24 of the instructions	

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	599,186
b	Average of monthly cash balances.	1b	17,256
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	616,442
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	616,442
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	9,247
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	607,195
6	Minimum investment return. Enter 5% of line 5.	6	30,360

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	30,360
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	692
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	692
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	29,668
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	29,668
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	29,668

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	31,607
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	31,607
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	692
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	30,915

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				29,668
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			29,043	
b Total for prior years 2010, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	0			
b From 2008.	0			
c From 2009.	0			
d From 2010.	0			
e From 2011.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>31,607</u>				
a Applied to 2011, but not more than line 2a			29,043	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				2,564
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
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.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions.		0		
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.				27,104
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2008.	0			
b Excess from 2009.	0			
c Excess from 2010.	0			
d Excess from 2011.	0			
e Excess from 2012.	0			

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

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(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 organization 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))

- 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

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 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> WKNO TV 10 ATTN CHARLES MCLARTY 7151 CHERRY FARMS ROAD CORDOVA, TN 38016	NONE	EDUCATIONAL	UNRESTRICTED	7,261
CHEROKEE BAPTIST CHURCH ATTN GARRY BURKACK 5340 QUINCE ROAD MEMPHIS, TN 38119	NONE	RELIGIOUS	UNRESTRICTED	7,261
ST JUDE CHILDREN HOSPITAL St Jude Children's Research Hospit 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	NONE	SCIENTIFIC	UNRESTRICTED	7,261
HIGH PINE BAPTIST CHURCH C/O MARY FRANCES CLARK 1048 CHESTNUT STREET ROANOKE, AL 36274	NONE	RELIGIOUS	UNRESTRICTED	7,261
Total				3a 29,044
b <i>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 (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule Table with 3 columns: (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 or fiduciary) is based on all information of which preparer has any knowledge Signature of officer or trustee Date Title

Paid Preparer Use Only Print/Type preparer's name Preparer's Signature Date Check if self-employed PTIN Firm's name Firm's address Firm's EIN Phone no

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
50 AFLAC INC COM		2011-07-08	2012-02-10
60 ABBOTT LABS W/RIGHTS ATTACHED EXP 11/10/2009		2011-07-08	2012-02-10
1890 034 ALLIANCEBERNSTEIN INTL VALUE-AD #459		2009-03-20	2012-02-10
287 ARTISAN FDS INC INTL FD INVESTOR CLASS		2012-02-14	2012-11-23
12 ARTISAN MID CAP FUND-INS #1333		2012-05-29	2012-08-15
1997 579 ARTIO INTERNATIONAL EQ FD 3# 1529		2009-03-20	2012-02-10
100 BERKSHIRE HATHAWAY INC		2009-03-20	2012-02-10
30 BOEING CO COM		2011-07-08	2012-02-10
30 CELANESE CORP		2011-07-08	2012-02-10
100 CHEVRONTEXACO CORP COM		2008-07-11	2012-02-10
115 CISCO SYS INC COM W/RIGHTS ATTACHED EXPIRING 6/10/2008		2011-07-08	2012-02-10
100 COCA-COLA CO COM		2005-07-20	2012-02-10
100 COMCAST CORP NEW CL A		2011-07-08	2012-02-10
10000 CONOCOPHILLIPS 4 750% 10/15/12		2007-03-19	2012-10-15
194 CREDIT SUISSE COMM RET ST-I #2156		2011-07-08	2012-08-15
105 DIAGEO PLC SPONSORED ADR NEW		2005-07-20	2012-02-10
7 DIAMOND HILL LONG-SHORT FD CLI #11		2012-02-14	2012-05-25
209 DODGE & COX INT'L STOCK FD # 1048		2012-02-14	2012-08-15
17 DODGE & COX INT'L STOCK FD # 1048		2012-02-14	2012-11-23
105 DODGE & COX INCOME FD COM		2012-03-01	2012-05-25
460 DODGE & COX INCOME FD COM		2012-10-16	2012-11-23
25 DREYFUS EMG MKT DEBT LOC C-I #6083		2012-08-17	2012-11-23
85 E M C CORP MASS COM		2011-07-08	2012-02-10
115 EXXON MOBIL CORP COM		2007-03-05	2012-02-10
71 FLEMING CAP MUTUAL FUND GROUP J P MORGAN MID CAP VALUE FUND		2011-07-08	2012-05-25
41 FLEMING CAP MUTUAL FUND GROUP J P MORGAN MID CAP VALUE FUND		2011-07-08	2012-08-15
9 FLEMING CAP MUTUAL FUND GROUP J P MORGAN MID CAP VALUE FUND		2011-07-08	2012-11-23
15 GOLDMAN SACHS GRP INC COM		2011-07-08	2012-02-10
632 07 GOLDMAN SACHS GROWTH OPPORTUNITIES INSTITUTIONAL SHARES		2012-02-14	2012-03-01
29 HARBOR FD CAP APPRECIATION		2012-02-14	2012-08-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
2266 483 HARBOR FD INTL GROWTH FD		2009-03-20	2012-02-10
10000 HEWLETT-PACKARD CO 5 250% 3/01/12		2007-03-07	2012-03-01
208 HOME DEPOT INC COM		2005-07-20	2012-02-10
85 HUSSMAN STRATEGIC GROWTH FD		2011-07-08	2012-05-25
928 HUSSMAN STRATEGIC GROWTH FD		2011-07-08	2012-08-15
50 INTL BUSINESS MACHINES CORP COM		2008-07-11	2012-02-10
65 ISHARES S&P 500 INDEX FUND		2012-02-10	2012-05-25
260 ISHARES TR RUSSELL MIDCAP GROWTH		2012-03-01	2012-05-25
125 JP MORGAN CHASE & CO COM		2009-11-18	2012-02-10
100 JOHNSON & JOHNSON COM		2007-03-05	2012-02-10
50 KEELEY SMALL CAP VAL FD CLI #2251		2012-02-14	2012-08-15
16 KEELEY SMALL CAP VAL FD CLI #2251		2012-02-14	2012-11-23
45 KRAFT FOODS INC-A COM		2011-07-08	2012-02-10
61 LAUDUS MONDRIAN INTL FI-INST #2940		2012-02-14	2012-05-25
465 LAUDUS MONDRIAN INTL FI-INST #2940		2012-02-14	2012-08-15
94 MFS VALUE FUND-CLASS I #893		2012-02-14	2012-08-15
61 MAINSTAY EP US EQ YLD-IS #1204		2012-02-14	2012-05-25
640 22 MAINSTAY EP US EQ YLD-IS #1204		2012-02-14	2012-08-15
100 MCDONALDS CORP COM		2009-03-20	2012-02-10
39 MERGER FD SH BEN INT		2011-07-08	2012-05-25
187 MERGER FD SH BEN INT		2011-07-08	2012-08-15
250 MICROSOFT CORP COM		2005-07-20	2012-02-10
100 NOVARTIS AG SPONSORED ADR		2010-02-23	2012-02-10
75 ORACLE CORP COM		2011-07-08	2012-02-10
7 OPPENHEIMER DEVELOPING MKT-Y #788		2012-02-14	2012-08-15
7 OPPENHEIMER DEVELOPING MKT-Y #788		2012-02-14	2012-11-23
1816 53 PIMCO FDS PAC INVNT MGMT SER TOTAL RETURN FD INSTL CL		2010-03-29	2012-02-10
133 PIMCO FDS PAC INVNT MGMT SER TOTAL RETURN FD INSTL CL		2012-03-01	2012-05-25
111 PIMCO FOREIGN BOND FUND-INST		2012-02-14	2012-05-25
507 PIMCO FOREIGN BOND FUND-INST		2012-02-14	2012-08-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
30 PIMCO FOREIGN BOND FUND-INST		2012-02-14	2012-11-23
130 PEPSICO INC COM		2005-07-20	2012-02-10
10000 PROCTER & GAMBLE CO 4 850% 12/15/15		2007-03-07	2012-02-10
106 RIDGEWORTH SEIX HY BD-I #5855		2012-02-14	2012-05-25
51 RIDGEWORTH SEIX HY BD-I #5855		2012-02-14	2012-08-15
289 RIDGEWORTH SEIX HY BD-I #5855		2012-02-14	2012-11-23
2057 613 ROWE T PRICE SHORT TERM BD FD INC		2010-02-26	2012-02-10
228 ROWE T PRICE SHORT TERM BD FD INC		2012-08-17	2012-11-23
6 SPDR DJ WILSHIRE INTERNATIONAL REAL		2011-07-08	2012-05-25
55 SPDR DJ WILSHIRE INTERNATIONAL REAL		2011-07-08	2012-08-15
11 SPDR DJ WILSHIRE INTERNATIONAL REAL		2011-07-08	2012-11-23
125 STATE STR CORP COM		2009-11-18	2012-02-10
20 TCW GALILEO FDS INC SMALL CAP GROWTH FD		2011-07-08	2012-08-15
262 TCW GALILEO FDS INC SMALL CAP GROWTH FD		2011-07-08	2012-11-23
100 TARGET CORP COM		2005-07-20	2012-02-10
1550 387 TEMPLETON GLOBAL BOND FD-ADV #616		2010-02-26	2012-02-10
35 TEVA PHARMACEUTICAL INDS LTD ADR		2011-07-08	2012-02-10
175 THERMO ELECTRON CORP COM W/RTS ATTACHED EXP 01/29/2006		2009-03-20	2012-02-10
30 3M CO COM		2011-07-08	2012-02-10
200 US BANCORP DEL COM NEW W/RIGHTS ATTACHED EXP 2/27/2011		2009-11-18	2012-02-10
35 UNION PAC CORP COM		2011-07-08	2012-02-10
10000 US TREASURY BD DTD 8/15/2002 4 375% 08/1		2007-03-07	2012-08-15
10000 U S TREASURY NOTE 4 625% 11/15/16		2007-03-07	2012-02-10
100 UNITED TECHNOLOGIES CORP COM		2009-03-20	2012-02-10
8 VANGARD MSCI EMERGING MARKETS EFT		2011-07-08	2012-08-15
105 VANGUARD REIT VIPER		2011-07-08	2012-02-10
13 VANGUARD REIT VIPER		2011-07-08	2012-05-25
10 VANGUARD REIT VIPER		2011-07-08	2012-08-15
70 VODAFONE GROUP PLC SPONSORED ADR		2011-07-08	2012-02-10
145 WAL MART STORES INC COM		2005-07-20	2012-02-10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
85 WATERS CORP COM		2007-03-05	2012-02-10
375 WESTERN UNION CO/THE		2007-03-05	2012-02-10
150 TYCO INTERNATIONAL LTD NEW		2009-03-20	2012-02-10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,406		2,334	72
3,301		3,199	102
22,284		16,500	5,784
6,902		6,282	620
472		467	5
20,875		16,500	4,375
7,857		5,550	2,307
2,239		2,261	-22
1,497		1,633	-136
10,486		9,429	1,057
2,277		1,815	462
6,768		4,317	2,451
2,706		2,537	169
10,000		9,902	98
1,591		1,818	-227
9,780		5,809	3,971
120		125	-5
6,571		6,667	-96
569		542	27
1,429		1,437	-8
6,399		6,366	33
378		364	14
2,221		2,344	-123
9,591		8,076	1,515
1,822		1,819	3
1,109		1,050	59
255		231	24
1,710		2,003	-293
15,991		16,100	-109
1,211		1,203	8

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
26,155		16,500	9,655
10,000		10,126	-126
9,389		8,913	476
1,008		1,039	-31
10,310		11,340	-1,030
9,583		6,078	3,505
8,645		8,753	-108
15,322		16,104	-782
4,672		5,402	-730
6,446		6,197	249
1,300		1,299	1
440		416	24
1,731		1,615	116
709		717	-8
5,482		5,464	18
2,356		2,264	92
770		800	-30
8,534		8,400	134
9,920		5,505	4,415
614		632	-18
2,975		3,029	-54
7,630		6,500	1,130
5,585		5,434	151
2,134		2,540	-406
225		228	-3
236		228	8
20,182		20,000	182
1,494		1,478	16
1,201		1,183	18
5,607		5,405	202

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
341		320	21
8,277		7,159	1,118
11,496		9,855	1,641
1,009		1,025	-16
500		493	7
2,876		2,795	81
9,959		10,000	-41
1,106		1,102	4
207		242	-35
2,125		2,214	-89
447		443	4
5,069		5,311	-242
540		643	-103
6,791		8,421	-1,630
5,214		5,931	-717
20,388		20,000	388
1,542		1,718	-176
9,714		5,901	3,813
2,608		2,913	-305
5,776		4,705	1,071
3,898		3,674	224
10,000		9,970	30
11,804		10,064	1,740
8,312		4,142	4,170
329		392	-63
6,499		6,529	-30
813		808	5
657		617	40
1,914		1,873	41
8,923		7,229	1,694

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
7,449		4,633	2,816
6,551		7,361	-810
7,371		2,912	4,459

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			72
			102
			5,784
			620
			5
			4,375
			2,307
			-22
			-136
			1,057
			462
			2,451
			169
			98
			-227
			3,971
			-5
			-96
			27
			-8
			33
			14
			-123
			1,515
			3
			59
			24
			-293
			-109
			8

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			9,655
			-126
			476
			-31
			-1,030
			3,505
			-108
			-782
			-730
			249
			1
			24
			116
			-8
			18
			92
			-30
			134
			4,415
			-18
			-54
			1,130
			151
			-406
			-3
			8
			182
			16
			18
			202

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			21
			1,118
			1,641
			-16
			7
			81
			-41
			4
			-35
			-89
			4
			-242
			-103
			-1,630
			-717
			388
			-176
			3,813
			-305
			1,071
			224
			30
			1,740
			4,170
			-63
			-30
			5
			40
			41
			1,694

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			2,816
			-810
			4,459

TY 2012 Investments Corporate Bonds Schedule

Name: BENEFIELD CHARITABLE TR

EIN: 43-6935852

Name of Bond	End of Year Book Value	End of Year Fair Market Value
56062X708 MAINSTAY HIGH YIELD		
68380T509 OPPENHEIMER INTERNAT		
693390700 PIMCO TOTAL RTN FD		
77957P105 T ROWE PRICE SHORT		
880208400 TEMPLETON GLOBAL BD		
018913400 ALLIANCEBERNSTEIN		
349913889 FORWARD HOOVER SMALL		
411511801 HARBOR INTERNATIONAL		
04315J837 ARTIO INTERNATIONAL		
20825CAE4 CONOCOPHILLIPS		
291011AT1 EMERSON ELECTRIC	9,911	10,136
369604AY9 GENERAL ELECTRIC COM	15,305	15,057
38141GCM4 GOLDMAN SACHS GROUP	10,067	10,781
427866AP3 HERSHEY COMPANY	10,171	11,512
428236AL7 HEWLETT-PACKARD CO		
494368AX1 KIMBERLY-CLARK CORP	10,342	10,298
742718BZ1 PROCTER & GAMBLE CO		
931142BT9 WAL-MART STORES	14,948	15,207

**TY 2012 Investments Corporate
Stock Schedule****Name:** BENEFIELD CHARITABLE TR**EIN:** 43-6935852

Name of Stock	End of Year Book Value	End of Year Fair Market Value
437076102 HOME DEPOT		
580135101 MCDONALDS CORP		
191216100 COCA COLA CO		
713448108 PEPSICO INC		
931142103 WAL MART STORES		
166764100 CHEVRON CORP		
30231G102 EXXON MOBIL CORP		
084670702 BERSHIRE HATHAWAY		
354613101 FRANKLIN RESOURCES		
46625H100 JPMORGAN CHASE & CO		
857477103 STATE STREET CORP		
902973304 US BANCORP		
478160104 JOHNSON & JOHNSON		
883556102 THERMO FISHER		
941848103 WATERS CORP		
247361702 DELTA AIR LINES		
384802104 GRAINGER W W		
452308109 ILLINOIS TOOLS WORKS		
913017109 UNITED TECHNOLOGIES		
053015103 AUTOMATIC DATA		
426281101 HENRY JACK & ASSOC		
459200101 INTERNATIONAL BUS		
594918104 MICROSOFT CORP		
959802109 WESTERN UNION		
826552101 SIGMA ALDRICH CORP		
816851109 SEMPRA ENERGY		
25243Q205 DIAGEO PLC		
66987V109 NOVARTIS AG		
H89128104 TYCO INTERNATIONAL		
729251108 REAL ESTATE INVESTME		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
001055102 AFLAC INC		
002824100 ABBOTT LABS		
018913400 ALLIANCEBERNSTEIN IN		
04315J837 ARTIO INTERNATIONAL		
097023105 BOEING CO		
150870103 CELANESE CORP		
17275R102 CISCO SYSTEMS INC		
20030N101 COMCAST CORP CLASS A		
22544R305 CREDIT SUISSE COMM R	32,683	30,036
25264S833 DIAMOND HILL LONG-SH	14,762	15,665
268648102 E M C CORP MASS		
339128100 JP MORGAN MID CAP VA	12,600	13,837
38141G104 GOLDMAN SACHS GROUP		
38142Y401 GOLDMAN SACHS GRTH O		
411511801 HARBOR INTL GROWTH F		
448108100 HUSSMAN STRATEGIC GR	13,295	11,806
50075N104 KRAFT FOODS INC		
589509108 MERGER FD SH BEN INT	9,340	9,219
68389X105 ORACLE CORPORATION		
78463X863 SPDR DJ WILSHIRE INT	20,023	22,122
87234N849 TCW SMALL CAP GROWTH	8,848	8,080
87612E106 TARGET CORP		
881624209 TEVA PHARMACEUTICAL		
88579Y101 3M CO		
907818108 UNION PACIFIC CORP		
922042858 VANGUARD MSCI EMERGI	20,387	19,905
922908553 VANGUARD REIT VIPER	20,881	22,240
92857W209 VODAFONE GROUP PLC N		
04314H204 ARTISAN INTERNATIONA	25,921	29,155
04314H600 ARTISAN MID CAP FUND	16,808	16,872

Name of Stock	End of Year Book Value	End of Year Fair Market Value
256206103 DODGE & COX INT'L ST	26,740	29,342
367829884 GATEWAY FUND - Y #19	15,656	15,447
411511504 HARBOR CAPITAL APRCT	36,772	37,691
464287200 ISHARES CORE S & P 5	21,075	22,044
464287648 ISHARES RUSSELL 2000	7,768	8,101
487300808 KEELEY SMALL CAP VAL	14,707	16,358
552983694 MFS VALUE FUND-CLASS	26,923	28,461
683974505 OPPENHEIMER DEVELOPI	17,994	19,372

**TY 2012 Investments Government
Obligations Schedule**

Name: BENEFIELD CHARITABLE TR

EIN: 43-6935852

**US Government Securities - End of
Year Book Value:** 20,133

**US Government Securities - End of
Year Fair Market Value:** 21,798

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2012 Investments - Other Schedule**Name:** BENEFIELD CHARITABLE TR**EIN:** 43-6935852

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
256210105 DODGE & COX INCOME F	AT COST	8,496	8,580
261980494 DREYFUS EMG MKT DEBT	AT COST	29,395	31,316
262028855 DRIEHAUS ACTIVE INCO	AT COST	9,200	9,412
51855Q655 LAUDUS MONDRIAN INTL	AT COST	13,720	13,521
693390700 PIMCO TOTAL RET FD-I	AT COST	26,787	26,244
693390882 PIMCO FOREIGN BD FD	AT COST	12,992	13,151
76628T645 RIDGEWORTH SEIX HY B	AT COST	29,887	31,402
77957P105 T ROWE PRICE SHORT T	AT COST	1,374	1,379

TY 2012 Other Decreases Schedule

Name: BENEFIELD CHARITABLE TR

EIN: 43-6935852

Description	Amount
MUTUAL FUND TIMING DIFFERENCE	629
COST BASIS ADJUSTMENT	1,068

TY 2012 Other Expenses Schedule

Name: BENEFIELD CHARITABLE TR

EIN: 43-6935852

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER NONALLOCABLE EXPENSES -	1	1		0

TY 2012 Taxes Schedule

Name: BENEFIELD CHARITABLE TR

EIN: 43-6935852

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX PAYMENT - PRIOR YE	349	0		0
FEDERAL ESTIMATES - PRINCIPAL	520	0		0
FOREIGN TAXES ON QUALIFIED FOR	113	113		0
FOREIGN TAXES ON NONQUALIFIED	48	48		0