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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 THE JOTOM FOUNDATION
A Employer identification number 54-2014304
B Telephone number (see instructions) (757) 255-0846
C If exemption application is pending, check here
G Check all that apply
H Check type of organization
I Fair market value of all assets at end of year
J Accounting method

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)

<b>Part II Balance Sheets</b>		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
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .						
	<b>2</b> Savings and temporary cash investments . . . . .	107,548	77,193	77,193			
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____						
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____						
	<b>5</b> Grants receivable . . . . .						
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .						
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____						
	<b>8</b> Inventories for sale or use . . . . .						
	<b>9</b> Prepaid expenses and deferred charges . . . . .						
	<b>10a</b> Investments—U S and state government obligations (attach schedule)						
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	685,035 <input type="checkbox"/>	736,731	736,731			
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .	353,062 <input type="checkbox"/>	342,076	342,076			
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
	<b>12</b> Investments—mortgage loans . . . . .						
	<b>13</b> Investments—other (attach schedule) . . . . .	106,924 <input type="checkbox"/>	107,851	107,851			
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
<b>15</b> Other assets (describe ▶ _____)							
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	1,252,569	1,263,851	1,263,851				
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .						
	<b>18</b> Grants payable . . . . .						
	<b>19</b> Deferred revenue . . . . .						
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons						
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .						
	<b>22</b> Other liabilities (describe ▶ _____)						
<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .		0					
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>						
	<b>24</b> Unrestricted . . . . .						
	<b>25</b> Temporarily restricted . . . . .						
	<b>26</b> Permanently restricted . . . . .						
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>						
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	1,252,569	1,263,851				
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund						
<b>29</b> Retained earnings, accumulated income, endowment, or other funds							
<b>30 Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	1,252,569	1,263,851					
<b>31 Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	1,252,569	1,263,851					

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	1,252,569
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-92,312
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____ <input type="checkbox"/>	<b>3</b>	103,594
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	1,263,851
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	1,263,851

**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)
<b>1a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
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		
<b>a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	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 }	<b>2</b>	28,407
<b>3</b>	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		}	<b>3</b>

**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			
2010			
2009			
2008			
2007			
<b>2</b>	<b>Total</b> of line 1, column (d).		<b>2</b>
<b>3</b>	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		<b>3</b>
<b>4</b>	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		<b>4</b>
<b>5</b>	Multiply line 4 by line 3.		<b>5</b>
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b).		<b>6</b>
<b>7</b>	Add lines 5 and 6.		<b>7</b>
<b>8</b>	Enter qualifying distributions from Part XII, line 4.		<b>8</b>

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)**

<b>1a</b>	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>b</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 . . . . .	<b>1</b>	764
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	764
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	<b>5</b>	764
<b>6</b>	Credits/Payments		
<b>a</b>	2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	1,200
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments Add lines 6a through 6d. . . . .	<b>7</b>	1,200
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	436
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> ▶ 436 <b>Refunded</b> ▶	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>b</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
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation ▶ \$ _____ <b>(2)</b> On foundation managers ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
<b>2</b> 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
<b>3</b> 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
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		No
<b>5</b> 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
<b>6</b> 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? . . . . .		No
<b>7</b> 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	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ _____		
<b>b</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	
<b>9</b> 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> . . . . .	Yes	
<b>10</b> 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)**

<b>11</b> 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). . . . .	<b>11</b>		<b>No</b>
<b>12</b> 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) . . . . .	<b>12</b>		<b>No</b>
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	<b>13</b>	<b>Yes</b>	
<b>14</b> The books are in care of <b>BOYCE SPADY &amp; MOORE PLC</b> Telephone no <b>(757) 539-2953</b> Located at <b>1013 W WASHINGTON ST Suffolk VA</b> ZIP+4 <b>23434</b>			
<b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>15</b>			
<b>16</b> 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? . . . . .	<b>16</b>		<b>No</b>

See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country **N/A**

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

		Yes	No
<b>File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.</b>			
<b>1a</b> During the year did the foundation (either directly or indirectly)			
<b>(1)</b> Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>(2)</b> 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			
<b>(3)</b> Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>(4)</b> Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>(5)</b> 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			
<b>(6)</b> Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? . . . . . <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. . . . . <input type="checkbox"/>	<b>1b</b>		<b>No</b>
<b>c</b> 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? . . . . .	<b>1c</b>		<b>No</b>
<b>2</b> 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))			
<b>a</b> 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 <b>20__ , 20__ , 20__ , 20__</b>			
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) . . . . .	<b>2b</b>		<b>No</b>
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>20__ , 20__ , 20__ , 20__</b>			
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b> If "Yes," did it have excess business holdings in 2012 as a result of <b>(1)</b> any purchase by the foundation or disqualified persons after May 26, 1969, <b>(2)</b> 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 <b>(3)</b> 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> ) . . . . .	<b>3b</b>		<b>No</b>
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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?	<b>4b</b>		<b>No</b>

**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
See Additional Data Table				

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

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

**Total** number of other employees paid over \$50,000.

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

**Total** number of others receiving over \$50,000 for professional services. . . . . **▶**

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
<b>1</b> Cash donations to Boy Scouts of America	125,000
<b>2</b> Cash donations to WHRO, a public broadcasting station	1,200
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See page 24 of the instructions	
<b>3</b>	

**Total.** Add lines 1 through 3. . . . . **▶**

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	1,227,807
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	38,749
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	1,266,556
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	1,266,556
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	18,998
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	1,247,558
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	62,378

**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.)

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

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	126,200
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	126,200
<b>5</b>	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). . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	126,200

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only. . . . .				
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007. . . . .				
<b>b</b> From 2008. . . . .				
<b>c</b> From 2009. . . . .				
<b>d</b> From 2010. . . . .				
<b>e</b> From 2011. . . . .				
<b>f</b> <b>Total</b> of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2012 distributable amount. . . . .				
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9</b> <b>Excess distributions carryover to 2013.</b> Subtract lines 7 and 8 from line 6a. . . . .				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008. . . . .				
<b>b</b> Excess from 2009. . . . .				
<b>c</b> Excess from 2010. . . . .				
<b>d</b> Excess from 2011. . . . .				
<b>e</b> Excess from 2012. . . . .				

**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	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .	12,489	20,239	32,522	44,940	110,190
<b>b</b> 85% of line 2a . . . . .	10,616	17,203	27,644	38,199	93,662
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .	126,200	76,200	52,898	52,262	307,560
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .	126,200	76,200	52,898	52,262	307,560
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .	1,263,851	1,252,569	1,375,451	1,313,212	5,205,083
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					0
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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) )

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**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 or e-mail of the person to whom applications should be addressed

JOSHUA PRETLOW  
200 NORTH MAIN STREET  
SUFFOLK, VA 23434  
(757) 539-3488

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

WRITTEN REQUEST

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**c** Any submission deadlines

NONE

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

NONE

**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
<b>a</b> <i>Paid during the year</i> WHRO 5200 HAMPTON BOULEVARD NORFOLK, VA 23508	NONE	501C3	PROMOTION OF QUALITY PROGRAMING FOR PUBLIC TELEVISION VIEWERS	1,200
COLONIAL VIRGINIA COUNCIL-BSA 11725 JEFFERSON AVENUE NEWPORT NEWS, VA 23606	NONE	501c3	LOCAL VIRGINIA COUNCIL THAT PROMOTES QUALITY YOUTH PROGRAMS FOR BOYS	125,000
<b>Total . . . . .</b>				<b>126,200</b>
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>3b</b>





**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 )
RIDGEWORTH INTERMEDIATE-ST CAP GAIN DIST	P	2012-01-01	2012-12-21
RIDGEWORTH INTERMEDIATE-LT CAP GAIN DIST	P	2000-01-01	2012-12-21
NEUBERGER BERMAN HI-ST CAP GAIN DIST742	P	2012-01-01	2012-12-21
NEUBERGER BERMAN HI-LT CAP GAIN DIST742	P	2000-01-01	2012-12-21
JANUS PERKINS SMALL CAP-LT CAP GAIN DIST	P	2000-01-01	2012-12-21
ABERDEEN EQUITY LONG SHORT LT CAP GAIN D	P	2000-01-01	2012-12-21
TEMPLETON GLOBAL-ST CAP GAIN DIST	P	2012-01-01	2012-12-19
TEMPLETON GLOBAL-LT CAP GAIN DIST	P	2000-01-01	2012-12-19
PIMCO INVT GRADE CORP BD-ST CAP GAIN DIS	P	2012-01-01	2012-12-13
PIMCO INVT GRADE CORP BD-LT CAP GAIN DIS	P	2000-01-01	2012-12-13
PIMCO LOW DURATION-ST CAP GAIN DIST	P	2012-01-01	2012-12-13
PIMCO LOW DURATION-LT CAP GAIN DIST	P	2000-01-01	2012-12-13
SCHRODER US SMALL/MID CAP-STCAP GAIN DIS	P	2012-01-01	2012-12-10
SCHRODER US SMALL/MID CAP-LTCAP GAIN DIS	P	2000-01-01	2012-12-10
90 WHIRLPOOL CORP	P	2000-01-01	2012-11-15
80 WPX ENERGY INC	P	2000-01-01	2012-11-09
78 THERMO FISHER SCIENTIFIC INC	P	2000-01-01	2012-11-09
151 HUNT JB TRANSPORT SVCS	P	2000-01-01	2012-11-09
120 GENERAL MILLS INC	P	2000-01-01	2012-11-09
160 AUTODESK INC	P	2000-01-01	2012-11-09
40 AMAZON INC	P	2000-01-01	2012-11-09
327 ABB LTD SPONS ADR	P	2000-01-01	2012-11-09
3110 753 SENTINEL SMALL CO-I	P	2000-01-01	2012-11-07
2462 717 RIDGEWORTH FD-SEIX FLT HIGH INC	P	2000-01-01	2012-11-07
2853 969 PIMCO COMMODITY REALRTN STRATEGY-I	P	2000-01-01	2012-11-07
SENTINEL SMALL CO-I (L/T CAP GAIN DIST)	P	2000-01-01	2012-08-30

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
1,293			1,293
1,947			1,947
228			228
22			22
742			742
285			285
10			10
980			980
492			492
545			545
446			446
94			94
237			237
693			693
8,734		6,158	2,576
1,261		1,046	215
4,853		3,374	1,479
9,055		5,401	3,654
4,793		4,685	108
5,185		4,817	368
9,473		5,414	4,059
6,087		5,161	926
25,321		17,887	7,434
22,041		18,356	3,685
19,521		23,634	-4,113
2			2

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

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) 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	
			1,293
			1,947
			228
			22
			742
			285
			10
			980
			492
			545
			446
			94
			237
			693
			2,576
			215
			1,479
			3,654
			108
			368
			4,059
			926
			7,434
			3,685
			-4,113
			2

**Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**

<b>(a)</b> Name and address	<b>(b)</b> Title, and average hours per week devoted to position	<b>(c)</b> Compensation <b>(If not paid, enter -0-)</b>	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	<b>(e)</b> Expense account, other allowances
JOSHUA PRETLOW JR 200 NORTH MAIN STREET SUFFOLK,VA 23434	Director 0 00	0		
WILLIAM T SPENCE JR 1795 CHERRY GROVE ROAD SUFFOLK,VA 23432	Director 0 00	0		
JENNIFER S SPENCE 1795 CHERRY GROVE ROAD SUFFOLK,VA 23432	Director 0 00	0		
LINDA J SPENCE 1795 CHERRY GROVE ROAD SUFFOLK,VA 23432	Director 0 00	0		
WILLIAM T SPENCE 1795 CHERRY GROVE ROAD SUFFOLK,VA 23432	Chairman 0 00	0		

## TY 2012 Accounting Fees Schedule

**Name:** THE JOTOM FOUNDATION

**EIN:** 54-2014304

**Software ID:** 12000229

**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOYCE, SPADY & MOORE PLC	1,915	0	0	0

**TY 2012 Investments Corporate  
Bonds Schedule**

**Name:** THE JOTOM FOUNDATION

**EIN:** 54-2014304

**Software ID:** 12000229

**Software Version:** 2012v2.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
See Attached SunTrust IMA Schedule	342,076	342,076

**TY 2012 Investments Corporate  
Stock Schedule**

**Name:** THE JOTOM FOUNDATION

**EIN:** 54-2014304

**Software ID:** 12000229

**Software Version:** 2012v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
See Attached SunTrust IMA Schedule	736,731	736,731

**TY 2012 Investments - Other Schedule****Name:** THE JOTOM FOUNDATION**EIN:** 54-2014304**Software ID:** 12000229**Software Version:** 2012v2.0

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
See Attached SunTrust IMA Schedule	FMV	107,851	107,851

## TY 2012 Other Expenses Schedule

**Name:** THE JOTOM FOUNDATION

**EIN:** 54-2014304

**Software ID:** 12000229

**Software Version:** 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REGISTRATION FEE	25			
FOREIGN TAXES PAID	44	44	44	
ADMINISTRATION FEES ON INVESTMENTS	17,400	17,400	17,400	

# TY 2012 Taxes Schedule

**Name:** THE JOTOM FOUNDATION

**EIN:** 54-2014304

**Software ID:** 12000229

**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAX-2011 RETURN	2,362			



# Interest Bearing Deposits

Statement Period

Account Number

January 1, 2012 - December 31, 2012

7035769

## Account Statement

THE JOTOM FOUNDATION IMA

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### Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
<b>INCOME PORTFOLIO</b>								
<b>Short Term Investments</b>								
<i>Short Term Investment Funds</i>								
FEDERATED MONEY MKT OBLIG TR TRSY OBLIGS INSTL CL #68 FFS CUSIP 609068DF5	26,638 110	1 000	26,638 11	2 12	26,638 11	2	0 20	0 01
<b>Total Short Term Investment Funds</b>			\$26,638 11	2.12%	\$26,638.11	\$2	\$0.20	0.00%
<b>Total Short Term Investments</b>			\$26,638.11	2.12%	\$26,638.11	\$2	\$0.20	0.00%
<b>Total Income Portfolio</b>			① \$26,638.11	2.12%	\$26,638.11	\$2	\$0.20	0.00%
<b>PRINCIPAL PORTFOLIO</b>								
<b>Short Term Investments</b>								
<i>Short Term Investment Funds</i>								
FEDERATED MONEY MKT OBLIG TR TRSY OBLIGS INSTL CL #68 FFS CUSIP 609068DF5	44,648 450	1 000	44,648 45	3 55	44,648 45	4	0 34	0 01
<b>Total Short Term Investment Funds</b>			\$44,648.45	3.55%	\$44,648.45	\$4	\$0.34	0.00%
<b>Total Short Term Investments</b>			① \$44,648.45	3.55%	\$44,648.45	\$4	\$0.34	0.00%
<b>Bonds</b>								
<i>Mutual Funds-Fixed Income</i>								
NEUBERGER BERMAN INCOME FDS HIGH INCOME BD FD CL INSTL CUSIP 64128K868 BOND RATING NOT RATED YIELD TO MATURITY 0 000	2,290 951	9.480	21,718 22	1 73	20,000 00	1,356	109 30	6 24

① =

71,286.56  
5,906.90  
77,193.46

Checking Account

Total Interest bearing deposits



Statement Period  
January 1, 2012 - December 31, 2012

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# Account Statement

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## Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
<i>Bonds - continued</i>								
PIMCO FDS LOW DURATION FD INSTL CL CUSIP 693390304 BOND RATING NOT RATED YIELD TO MATURITY 0 000	5,136 599	10 510	53,985 66	4 29	53,472 00	1,381	18 32	2 56
PIMCO FDS INVT GRADE CORP BD FD INSTL CL CUSIP 722005816 BOND RATING NOT RATED YIELD TO MATURITY 0 000	4,536 549	11 120	50,446 42	4 01	45,547 73	2,132	180 89	4 23
RIDGEWORTH FD-SHORT TERM BD I SHS #RGCX CUSIP 76628T611 BOND RATING NOT RATED YIELD TO MATURITY 0 000	2,876 532	10 020	28,822 85	2 29	27,572 56	489	36 24	1 70
RIDGEWORTH FD-INTERMEDIATE BD I SHS #RGCF CUSIP 76628T702 BOND RATING NOT RATED YIELD TO MATURITY 0 000	10,675 110	10 320	110,167 14	8 76	104,722 83	1,985	132 45	1 80
TEMPLETON INCOME TR GLOBAL BD FD ADVISOR CL CUSIP 880208400 BOND RATING NOT RATED YIELD TO MATURITY 0 000	5,767 319	13 340	76,936 04	6 12	74,381 84	3,420	0 00	4 44
<b>Total Mutual Funds-Fixed Income</b>			<b>\$342,076.33</b>	<b>27 20%</b>	<b>\$325,696.96</b>	<b>\$10,764</b>	<b>\$477.20</b>	<b>3.14%</b>
<b>Total Bonds</b>	<b>Total Bonds</b>		<b><u>\$342,076.33</u></b>	<b>27 20%</b>	<b>\$325,696.96</b>	<b>\$10,764</b>	<b>\$477.20</b>	<b>3.14%</b>

## Common Stocks

### Energy

APACHE CORP COM Symbol: APA CUSIP 037411105	88 000	78 500	6,908 00	0 55	5,600 89	59	0 00	0 87
CAMERON INTL CORP COM Symbol: CAM CUSIP 13342B105	140 000	56 460	7,904 40	0 63	5,914 61	0	0 00	0 00





Statement Period  
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# Account Statement

THE JOTOM FOUNDATION IMA

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## Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
<i>Common Stocks - continued</i>								
CHEVRON CORP COM Symbol CVX CUSIP 166764100	116 000	108 140	12,544 24	1 00	6,955 25	417	0 00	3 33
NATIONAL OILWELL VARCO INC COM Symbol NOV CUSIP 637071101	130 000	68 350	8,885 50	0 71	8,172 88	67	0.00	0 76
OCCIDENTAL PETROLEUM CORP COM Symbol OXY CUSIP 674599105	141 000	76 610	10,802 01	0 86	9,821 79	304	0 00	2 82
SCHLUMBERGER LTD COM Symbol SLB CUSIP 806857108	156 000	69 298	10,810 58	0 86	9,475 20	171	42 90	1 59
WILLIAMS COS INC COM Symbol WMB CUSIP 969457100	240 000	32 740	7,857 60	0 62	4,690 67	312	0 00	3 97
<b>Total Energy</b>			<b>\$65,712.33</b>	<b>5 23%</b>	<b>\$50,631.29</b>	<b>\$1,333</b>	<b>\$42.90</b>	<b>2.02%</b>
<i>Materials</i>								
FREEPORT-MCMORAN COPPER & GOLD INC COM Symbol FCX CUSIP 35671D857	114 000	34 200	3,898 80	0 31	2,915 78	142	0 00	3 65
PRAXAIR INC COM Symbol PX CUSIP 74005P104	54 000	109 450	5,910 30	0 47	2,847 77	118	0 00	2 01
<b>Total Materials</b>			<b>\$9,809.10</b>	<b>0.78%</b>	<b>\$5,763.55</b>	<b>\$261</b>	<b>\$0.00</b>	<b>2 66%</b>
<i>Industrials</i>								
B/E AEROSPACE INC COM Symbol BEAV CUSIP 073302101	215 000	49 400	10,621 00	0 84	7,593 93	0	0 00	0 00



Statement Period  
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# Account Statement

THE JOTOM FOUNDATION IMA

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## Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
<i>Common Stocks - continued</i>								
EMERSON ELEC CO COM Symbol EMR CUSIP 291011104	123 000	52 960	6,514 08	0 52	4,677 73	201	0 00	3 10
FLOWSERVE CORP COM Symbol FLS CUSIP 34354P105	60 000	146 800	8,808 00	0 70	5,381 75	86	21 60	0 98
FLUOR CORP COM NEW Symbol FLR CUSIP 343412102	108 000	58 740	6,343 92	0 50	5,470 22	69	0 00	1 09
GENERAL ELECTRIC CO COM Symbol GE CUSIP 369604103	403 000	20 990	8,458 97	0 67	5,782 80	306	76 57	3 62
PACCAR INC COM Symbol PCAR CUSIP 693718108	105 000	45 210	4,747 05	0 38	3,529 53	84	0 00	1 77
QUANTA SVCS INC COM Symbol PWR CUSIP 74762E102	210 000	27 290	5,730 90	0 46	4,629 45	0	0 00	0 00
UNION PACIFIC CORP COM Symbol UNP CUSIP 907818108	59 000	125 720	7,417 48	0 59	3,627 07	162	40 71	2 19
UNITED PARCEL SVC INC CL B COM Symbol UPS CUSIP 911312106	66 000	73 730	4,866 18	0 39	3,535 67	150	0 00	3 09
<b>Total Industrials</b>			<b>\$63,507 58</b>	<b>5 05%</b>	<b>\$44,228.15</b>	<b>\$1,060</b>	<b>\$138.88</b>	<b>1.67%</b>
<i>Consumer Discretionary</i>								
COACH INC COM Symbol COH CUSIP 189754104	116 000	55 510	6,439 16	0 51	4,335 10	139	0 00	2 16





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# Account Statement

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## Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
<i>Common Stocks - continued</i>								
COMCAST CORP COM CL A Symbol CMCSA CUSIP 20030N101	106 000	37 360	3,960 16	0 31	3,830 26	68	17 23	1 74
DARDEN RESTAURANTS INC COM Symbol DRI CUSIP 237194105	110 000	45 070	4,957 70	0 39	5,021 31	220	0 00	4 44
HOME DEPOT INC COM Symbol HD CUSIP 437076102	237 000	61 850	14,658 45	1 17	6,143 29	274	0 00	1 88
MACY'S INC COM Symbol M CUSIP 55616P104	250 000	39 020	9,755 00	0 78	6,206 13	200	50 00	2 05
MATTEL INC COM Symbol MAT CUSIP 577081102	165 000	36 620	6,042 30	0 48	5,949 00	204	0 00	3 39
WALT DISNEY CO COM Symbol DIS CUSIP 254687106	255 000	49 790	12,696 45	1 01	7,385 97	191	0 00	1 51
<b>Total Consumer Discretionary</b>			<b>\$58,509.22</b>	<b>4.65%</b>	<b>\$38,871.06</b>	<b>\$1,298</b>	<b>\$67.23</b>	<b>2.21%</b>
<i>Consumer Staples</i>								
BEAM INC COM Symbol BEAM CUSIP 073730103	90 000	61 090	5,498 10	0 44	4,920 75	73	0 00	1 34
CVS CAREMARK CORP COM Symbol CVS CUSIP 126650100	198 000	48 350	9,573 30	0 76	5,910.15	178	0 00	1 86
PEPSICO INC COM Symbol PEP CUSIP 713448108	135 000	68 430	9,238 05	0 73	7,252 60	290	72 56	3 14



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<i>Common Stocks - continued</i>								
PHILIP MORRIS INTL INC COM Symbol PM CUSIP 718172109	184 000	83 640	15,389 76	1 22	9,323.47	625	156 40	4 06
PROCTER & GAMBLE CO COM Symbol PG CUSIP 742718109	150 000	67 890	10,183 50	0 81	7,710 91	337	0 00	3 31
WAL-MART STORES INC COM Symbol WMT CUSIP 931142103	65 000	68 230	4,434 95	0 35	4,702 43	103	0 00	2 33
<b>Total Consumer Staples</b>			<b>\$54,317.66</b>	<b>4 31%</b>	<b>\$39,820 31</b>	<b>\$1,608</b>	<b>\$228.96</b>	<b>2.96%</b>
<i>Health Care</i>								
ABBOTT LABS COM Symbol ABT CUSIP 002824100	203 000	65 500	13,296 50	1 06	10,457 73	113	0 00	0 85
AMGEN INC COM Symbol AMGN CUSIP 031162100	117 000	86 200	10,085 40	0 80	6,340 36	219	0 00	2 18
BAXTER INTL INC COM Symbol BAX CUSIP 071813109	108 000	66 660	7,199 28	0 57	6,124 95	194	48 60	2 70
EXPRESS SCRIPTS HLDG CO COM Symbol ESRX CUSIP 30219G108	231 000	54 000	12,474 00	0 99	9,417 13	0	0 00	0 00
MERCK & CO INC PAR 0 5 COM Symbol MRK CUSIP 58933Y105	259 000	40 940	10,603 46	0 84	8,387 15	445	111 37	4 20
PFIZER INC COM Symbol PFE CUSIP 717081103	370 000	25 079	9,279 34	0 74	6,454 47	355	0 00	3 83





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<i>Common Stocks - continued</i>								
TEVA PHARMACEUTICAL INDS LTD SPONS ADR Symbol TEVA CUSIP 881624209	194 000	37 340	7,243 96	0 58	9,808 05	155	0 00	2 15
<b>Total Health Care</b>			<b>\$70,181 94</b>	<b>5 58%</b>	<b>\$56,989.84</b>	<b>\$1,484</b>	<b>\$159 97</b>	<b>2.11%</b>
<i>Financials</i>								
ALLSTATE CORP COM Symbol ALL CUSIP 020002101	122 000	40.170	4,900 74	0 39	4,737 81	107	0 00	2 19
BANK OF AMERICA CORP COM Symbol BAC CUSIP 060505104	739 000	11 610	8,579 79	0 68	7,433 27	29	0 00	0 34
BB&T CORP COM Symbol BBT CUSIP 054937107	180 000	29 110	5,239 80	0 42	4,330 52	144	0 00	2 75
CAPITAL ONE FINL CORP COM Symbol COF CUSIP 14040H105	218 000	57 930	12,628 74	1 00	9,367 12	43	0 00	0 34
GOLDMAN SACHS GROUP INC COM Symbol GS CUSIP 38141G104	69 000	127 560	8,801 64	0 70	7,921 74	138	0 00	1 57
HARTFORD FINL SVCS GROUP INC COM Symbol HIG CUSIP 416515104	292 000	22 440	6,552 48	0 52	7,676 98	116	29 20	1.78
INVESCO LTD USD0 2 BERMUDA COM Symbol IVZ CUSIP G491BT108	207 000	26 090	5,400 63	0 43	4,375 63	142	0 00	2 64
JP MORGAN CHASE & CO COM Symbol JPM CUSIP 46625H100	347 000	43 969	15,257 28	1 21	11,363.43	416	0 00	2 73



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<i>Common Stocks - continued</i>								
MORGAN STANLEY COM Symbol MS CUSIP 617446448	252 000	19 120	4,818 24	0 38	5,412.73	50	0 00	1 05
PNC FINL SVCS GROUP INC COM Symbol PNC CUSIP 693475105	160 000	58 310	9,329 60	0 74	9,521 08	256	0 00	2 74
WELLS FARGO & CO COM NEW Symbol WFC CUSIP 949746101	328 000	34 180	11,211 04	0 89	8,404 76	288	0 00	2 57
<b>Total Financials</b>			<b>\$92,719.98</b>	<b>7.36%</b>	<b>\$80,545 07</b>	<b>\$1,733</b>	<b>\$29.20</b>	<b>1.86%</b>
<i>Information Technology</i>								
APPLE INC COM Symbol AAPL CUSIP 037833100	42 000	532 173	22,351 27	1 78	9,390 66	445	0 00	1 99
EMC CORP COM Symbol EMC CUSIP 268648102	332 000	25 300	8,399 60	0 67	5,191 98	0	0 00	0 00
GOOGLE INC CL A COM Symbol GOOG CUSIP 38259P508	17 000	707 380	12,025 46	0 96	6,612 04	0	0 00	0.00
INTERNATIONAL BUSINESS MACHS CORP COM Symbol IBM CUSIP 459200101	50 000	191 550	9,577 50	0 76	8,395 75	170	0 00	1 77
INTUIT INC COM Symbol INTU CUSIP 461202103	100 000	59 475	5,947 54	0 47	4,859 38	68	0 00	1 14
MICROSOFT CORP COM Symbol MSFT CUSIP 594918104	340 000	26 709	9,081.30	0 72	9,834 50	312	0 00	3 44





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<i>Common Stocks - continued</i>								
ORACLE CORP COM Symbol ORCL CUSIP 68389X105	302 000	33 320	10,062 64	0 80	6,576 37	72	0 00	0 72
QUALCOMM CORP COM Symbol QCOM CUSIP 747525103	130 000	61 859	8,041 75	0 64	6,426 49	130	0 00	1 62
TERADATA CORP DEL COM Symbol TDC CUSIP 88076W103	100 000	61 890	6,189 00	0 49	5,009 57	0	0 00	0 00
TEXAS INSTRS INC COM Symbol TXN CUSIP 882508104	160 000	30 890	4,942 40	0 39	4,769 59	134	0 00	2 72
VISA INC CL A COM Symbol V CUSIP 92826C839	72 000	151 580	10,913 76	0 87	5,058 79	95	0 00	0 87
<b>Total Information Technology</b>			<b>\$107,532 22</b>	<b>8.55%</b>	<b>\$72,125.12</b>	<b>\$1,427</b>	<b>\$0 00</b>	<b>1.32%</b>
<i>Telecommunication Services</i>								
VERIZON COMMUNICATIONS INC COM Symbol VZ CUSIP 92343V104	245 000	43 270	10,601 15	0 84	8,357 99	504	0 00	4 76
<b>Total Telecommunication Services</b>			<b>\$10,601.15</b>	<b>0.84%</b>	<b>\$8,357.99</b>	<b>\$504</b>	<b>\$0.00</b>	<b>4.76%</b>
<i>Mutual Funds-Equity</i>								
JANUS FDS PERKINS SMALL CAP VALUE FD CL I Symbol JSCOX CUSIP 47103C183	825 000	21 050	17,366 25	1 38	18,337.75	266	0 00	1 53
MANNING & NAPIER FDS WORLD OPPTYS SER CL A Symbol EXWAX CUSIP 563821545	15,956 256	7 750	123,660 98	9 83	122,268 45	1,930	0 00	1 56



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<i>Common Stocks - continued</i>								
OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y Symbol ODVYX CUSIP 683974505	1,376 246	34 880	48,003 46	3 82	39,408 33	342	0 00	0 71
SCHRODER FDS US SMALL & MIDCAP OPPORTUNITES FD IV Symbol SMDIX CUSIP 80809R204	1,246 551	11 880	14,809 03	1 18	15,440 60	0	0 00	0 00
<b>Total Mutual Funds-Equity</b>			<b>\$203,839 72</b>	<b>16 21%</b>	<b>\$195,455.13</b>	<b>\$2,539</b>	<b>\$0.00</b>	<b>1.24%</b>
<b>Total Common Stocks</b>			<b><u>\$736,730.90</u></b>	<b>58.56%</b>	<b>\$592,787.51</b>	<b>\$13,253</b>	<b>\$667.14</b>	<b>1.79%</b>
<i>Other</i>								
<i>Other Funds</i>								
ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL CUSIP 003020336	2,277 393	11 470	26,121 70	2 08	24,879 36	0	0 00	0 00
FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL CUSIP 34984T600	7,376 271	11 080	81,729 08	6 50	78,868 81	22	0 00	0 03
<b>Total Other Funds</b>			<b>\$107,850.78</b>	<b>8.58%</b>	<b>\$103,748.17</b>	<b>\$22</b>	<b>\$0.00</b>	<b>0.02%</b>
<b>Total Other</b>			<b><u>\$107,850 78</u></b>	<b>8.58%</b>	<b>\$103,748.17</b>	<b>\$22</b>	<b>\$0.00</b>	<b>0.02%</b>
<i>Miscellaneous</i>								
<i>Other Assets</i>								
CLASS ACTION PENDING FANNIE MAE ON RCPT OF FINAL PMT CUSIP 997000SS4	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00

*Total Stocks*

*Other Publicly Traded Securities*





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<i>Miscellaneous - continued</i>								
CLASS ACTION PENDING MERRILL LYNCH / TYCO ON RCPT OF FINAL PMT CUSIP 997000VV3	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
CLASS ACTION PENDING COCA COLA CO ON RCPT OF FINAL PMT CUSIP 997000ZY3	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
CLASS ACTION PENDING AMERICAN INTL GROUP ON RCPT OF FINAL PMT CUSIP 997001FA5	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
CLASS ACTION PENDING DELL INC ON RCPT OF FINAL PMT CUSIP 997001HY1	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
CLASS ACTION PENDING WASHINGTON MUTUAL INC ON RCPT OF FINAL PMT CUSIP 997001QH8	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
<b>Total Other Assets</b>			\$0 00	0.00%	\$0.00	\$0	\$0.00	0.00%
<b>Total Miscellaneous</b>			\$0.00	0.00%	\$0 00	\$0	\$0 00	0.00%
<b>Total Principal Portfolio</b>			\$1,231,306.46	97.88%	\$1,066,881.09	\$24,044	\$1,144.68	1.95%
<b>Total Portfolio</b>			\$1,257,944.57	100.00%	\$1,093,519.20	\$24,047	\$1,144.88	1.91%