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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
**or Section 4947(a)(1) Nonexempt Charitable Trust**  
**Treated as a Private Foundation**

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

OMB No 1545-0052

**2012**

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation <b>LOUIS D MYERLEY TES TR</b>		<b>A</b> Employer identification number <b>54-6029980</b>
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	<b>B</b> Telephone number (see instructions) <b>(804) 273-7448</b>
P O BOX 1908 City or town, state, and ZIP code <b>ORLANDO FL 32802-1908</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 450,593</b>	<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	
<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	9,134	9,250		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	-880			
	b Gross sales price for all assets on line 6a	202,874			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 <b>Total.</b> Add lines 1 through 11	8,254	9,250	0		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	484	242		242
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,500			2,500
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	390	125		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	616	616		
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	3,990	983	0	2,742
	25 Contributions, gifts, grants paid	13,762			13,762
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	17,752	983	0	16,504	
27 Subtract line 26 from line 12	-9,498				
a Excess of revenue over expenses and disbursements		8,267			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

Form 990-PF (2012) LOUIS D MYERLEY TES TR

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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	168		
	2	Savings and temporary cash investments	12,635	14,771	14,771
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	426,703	415,237	435,822	
14	Land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe )				
16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	439,506	430,008	450,593	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe )			
	23	<b>Total liabilities</b> (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	439,506	430,008	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	<b>Total net assets or fund balances</b> (see instructions)	439,506	430,008		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	439,506	430,008		

## 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	439,506
2	Enter amount from Part I, line 27a	2	-9,498
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	430,008
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	430,008

**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 Attached Statement			
<b>b</b> See Attached Statement			
<b>c</b> See Attached Statement			
<b>d</b> See Attached Statement			
<b>e</b> See Attached Statement			

  

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

  

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

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			0
<b>b</b>			0
<b>c</b>			0
<b>d</b>			0
<b>e</b>			0

  

<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>	-880
<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>	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	19,935	436,872	0.045631
2010	22,841	448,157	0.050967
2009	16,623	427,992	0.038840
2008	18,220	413,322	0.044082
2007			0.000000

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.179520
<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>	0.044880
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	437,264
<b>5</b> Multiply line 4 by line 3	<b>5</b>	19,624
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	83
<b>7</b> Add lines 5 and 6	<b>7</b>	19,707
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	<b>8</b>	16,504

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

**1 a** Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1  
Date of ruling or determination letter \_\_\_\_\_ (attach copy of letter if necessary—see instructions)

**b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b

**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-)

**3** Add lines 1 and 2

**4** Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

**5** Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

**6** Credits/Payments

**a** 2012 estimated tax payments and 2011 overpayment credited to 2012

**b** Exempt foreign organizations—tax withheld at source

**c** Tax paid with application for extension of time to file (Form 8868)

**d** Backup withholding erroneously withheld

**7** Total credits and payments. Add lines 6a through 6d

**8** Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

**9** Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

**10** Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

**11** Enter the amount of line 10 to be Credited to 2013 estimated tax **111**

Refunded **11**

**Part VII-A Statements Regarding Activities**

**1 a** During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

**b** Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

**c** Did the foundation file Form 1120-POL for this year?

**d** Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year  
(1) On the foundation **\$** (2) On foundation managers **\$**

**e** Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers **\$**

**2** Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities

**3** Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

**4 a** Did the foundation have unrelated business gross income of \$1,000 or more during the year?

**b** If "Yes," has it filed a tax return on Form 990-T for this year?

**5** Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

**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?

**7** Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV

**8 a** Enter the states to which the foundation reports or with which it is registered (see instructions) **VA**

**b** If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

**9** Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV

**10** Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

**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>		X
<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>		X
<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>	X	
<b>14</b>	The books are in care of <b>► SUNTRUST BANK</b> Telephone no <b>► (804) 273-7448</b> Located at <b>► P.O. BOX 1908 ORLANDO FL</b> ZIP+4 <b>► 32802-1908</b>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year <b>► 15 N/A</b>	<input checked="" type="checkbox"/>		
<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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <b>►</b>	<b>16</b>	Yes	No
				X

**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
<b>1a</b>	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		
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <b>►</b> <input type="checkbox"/>	<b>1b</b>	X
<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>	X
<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>►</b> 20____, 20____, 20____, 20____		
<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 all years listed, answer "No" and attach statement—see instructions )	<b>2b</b>	X
<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>►</b> 20____, 20____, 20____, 20____		
<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 (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012 )	<b>3b</b>	N/A
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	X
<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>	X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No**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?**5b** N/A**6b** X**7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUNTRUST BANK P.O. BOX 1908 ORLANDO, FL 32802-1908 0	TRUSTEE AS REQ'D	484		

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

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

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NONE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	0



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

<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>	431,162
<b>b</b>	Average of monthly cash balances	<b>1b</b>	12,761
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	443,923
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<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>	443,923
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	6,659
<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>	437,264
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	21,863

**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>	21,863
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	165
<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>	165
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	21,698
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	21,698
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	21,698

**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>	16,504
<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>	16,504
<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>	16,504

**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				21,698
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			6,613	
<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> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 16,504				
<b>a</b> Applied to 2011, but not more than line 2a			6,613	
<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				9,891
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<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			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				11,807
<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> Excess distributions carryover to 2013. 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 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> See Attached Statement				
<b>Total</b>			<b>▶ 3a</b>	<b>13,762</b>
<b>b</b> <i>Approved for future payment</i> NONE				
<b>Total</b>			<b>▶ 3b</b>	<b>0</b>

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions )
<b>1</b>	Program service revenue					
<b>a</b>	_____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>f</b>	_____					
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments					
<b>3</b>	Interest on savings and temporary cash investments					
<b>4</b>	Dividends and interest from securities			14	9,186	
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property					
<b>b</b>	Not debt-financed property					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income					
<b>8</b>	Gain or (loss) from sales of assets other than inventory			18	-880	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory					
<b>11</b>	Other revenue <b>a</b> _____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>12</b>	Subtotal. Add columns (b), (d), and (e)		0		8,306	0
<b>13</b>	Total. Add line 12, columns (b), (d), and (e)				13	8,306

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

[illegible]



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

Recipient(s) paid during the year

Name

AUGUSTA HEALTH CARE INC

Street

PO BOX 1000

City

FISHERVILLE

State

VA

Zip Code

22939

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

13,762

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

## Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

		Amount	Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss					
Long Term CG Distributions		1,095	Capital Gains/Losses		202,874		203,754		-880					
Short Term CG Distributions		0	Other sales		0		0		0					
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	ABERDEEN EQUITY LONG SH	003020336		11/18/2011		11/19/2012	228	237				0	-9
2	X	ADVISORS CAMBIAR SMALL	0075W0593		4/27/2011		2/6/2012	563	587				0	-24
3	X	ADVISORS CAMBIAR SMALL	0075W0593		5/27/2011		2/6/2012	896	916				0	-20
4	X	ADVISORS CAMBIAR SMALL	0075W0593		5/27/2011		8/6/2012	420	468				0	-48
5	X	ADVISORS CAMBIAR SMALL	0075W0593		2/15/2011		8/6/2012	825	914				0	-89
6	X	ADVISORS CAMBIAR SMALL	0075W0593		2/15/2011		11/19/2012	236	254				0	-18
7	X	FEDERATED STRATEGIC VAL	314172560		4/27/2011		2/6/2012	1,218	1,213				0	5
8	X	FEDERATED STRATEGIC VAL	314172560		5/27/2011		2/6/2012	460	456				0	4
9	X	FEDERATED STRATEGIC VAL	314172560		5/27/2011		8/6/2012	4,004	3,692				0	312
10	X	FEDERATED STRATEGIC VAL	314172560		5/27/2011		11/19/2012	542	520				0	22
11	X	FEDERATED STRATEGIC VAL	314172560		7/18/2011		11/19/2012	10,443	9,809				0	634
12	X	FORUM ABSOLUTE STRATEG	349847800		8/6/2012		11/19/2012	232	232				0	0
13	X	HARBOR CAP APPRECIATION	411511504		8/6/2012		11/19/2012	8,266	8,286				0	20
14	X	T ROWE PRICE INSTL LARGE	457751408		2/15/2011		2/6/2012	590	584				0	6
15	X	T ROWE PRICE INSTL LARGE	457751408		4/27/2011		2/6/2012	4,240	4,192				0	48
16	X	T ROWE PRICE INSTL LARGE	457751408		2/28/2011		2/6/2012	742	725				0	17
17	X	T ROWE PRICE INSTL LARGE	457751408		2/28/2011		8/6/2012	1,150	1,104				0	46
18	X	T ROWE PRICE INSTL LARGE	457751408		2/28/2011		11/19/2012	5,093	4,880				0	213
19	X	T ROWE PRICE INSTL LARGE	457751408		5/27/2011		11/19/2012	9,738	9,309				0	429
20	X	T ROWE PRICE INSTL LARGE	457751408		7/18/2011		11/19/2012	3,517	3,343				0	174
21	X	T ROWE PRICE INSTL LARGE	457751408		1/18/2011		11/19/2012	3,152	2,959				0	193
22	X	MANNING & NAPIER WORLD	563821545		1/27/2011		2/6/2012	3,819	4,623				0	-804
23	X	MANNING & NAPIER WORLD	563821545		2/15/2011		2/6/2012	745	920				0	-175
24	X	MANNING & NAPIER WORLD	563821545		2/28/2011		2/6/2012	2,639	3,292				0	-653
25	X	MANNING & NAPIER WORLD	563821545		3/19/2011		2/6/2012	5,049	6,127				0	-1,079
26	X	MANNING & NAPIER WORLD	563821545		4/27/2011		2/6/2012	1,532	1,999				0	-467
27	X	MANNING & NAPIER WORLD	563821545		5/27/2011		2/6/2012	4,515	5,762				0	-1,247
28	X	MANNING & NAPIER WORLD	563821545		7/18/2011		2/6/2012	2,311	2,778				0	-468
29	X	NEUBERGER BERMAN HIGH	64128K868		8/6/2012		11/19/2012	175	175				0	0
30	X	PIMCO LOW DURATION-H	693390304		5/27/2011		8/6/2012	256	255				0	1
31	X	PIMCO LOW DURATION-H	693390304		5/27/2011		11/19/2012	253	250				0	3
32	X	PIMCO FOREIGN BD US\$ HED	693390982		2/6/2012		8/6/2012	9,185	8,829				0	356
33	X	PIMCO COMMODITY REALTY	722005667		12/16/2010		8/6/2012	1,126	1,465				0	-339
34	X	PIMCO COMMODITY REALTY	722005667		12/29/2010		8/6/2012	1,033	1,415				0	-382
35	X	PIMCO COMMODITY REALTY	722005667		1/18/2011		8/6/2012	901	1,232				0	-331
36	X	PIMCO COMMODITY REALTY	722005667		1/27/2011		8/6/2012	922	1,238				0	-316
37	X	PIMCO COMMODITY REALTY	722005667		2/15/2011		8/6/2012	213	289				0	-76
38	X	PIMCO COMMODITY REALTY	722005667		2/28/2011		8/6/2012	470	664				0	-194
39	X	PIMCO COMMODITY REALTY	722005667		3/19/2011		8/6/2012	380	536				0	-156
40	X	PIMCO COMMODITY REALTY	722005667		4/27/2011		8/6/2012	133	196				0	-63
41	X	PIMCO COMMODITY REALTY	722005667		5/27/2011		8/6/2012	1,157	1,629				0	-472
42	X	PIMCO COMMODITY REALTY	722005667		7/18/2011		8/6/2012	158	211				0	-53
43	X	PIMCO COMMODITY REALTY	722005667		2/6/2012		8/6/2012	2,238	2,271				0	-33
44	X	PIMCO INVT GRADE CORP BD	722005818		2/6/2012		8/6/2012	689	659				0	30
45	X	PIMCO INVT GRADE CORP BD	722005818		2/6/2012		11/19/2012	3	2				0	1
46	X	PIMCO INVT GRADE CORP BD	722005818		2/2/2009		11/19/2012	472	417				0	55
47	X	PIMCO EMERGING LOCAL BD	722011516		8/6/2012		11/19/2012	77	77				0	0
48	X	RIDGEWORTH FD-LARGECAF	78628R872		2/15/2011		8/6/2012	1,099	1,062				0	-37
49	X	RIDGEWORTH FD-LARGECAF	78628R872		2/28/2011		8/6/2012	4,442	4,459				0	-17
50	X	RIDGEWORTH FD-LARGECAF	78628R872		4/27/2011		8/6/2012	3,365	3,436				0	-71
51	X	RIDGEWORTH FD-LARGECAF	78628R872		5/27/2011		8/6/2012	6,602	6,641				0	-39
52	X	RIDGEWORTH FD-LARGECAF	78628R872		2/6/2012		8/6/2012	6,877	6,857				0	20
53	X	RIDGEWORTH FD-LARGECAF	78628R872		3/19/2011		11/19/2012	3,036	2,914				0	122
54	X	RIDGEWORTH FD-LARGECAF	78628R872		2/6/2012		11/19/2012	911	883				0	28
55	X	RIDGEWORTH FD-LARGECAF	78628R872		1/27/2011		11/19/2012	1,421	1,358				0	63
56	X	RIDGEWORTH FD-SHORT TE	78628T811		2/6/2012		8/6/2012	6,712	6,685				0	27
57	X	RIDGEWORTH FD-SHORT TE	78628T811		2/2/2009		11/19/2012	6,487	6,046				0	441
58	X	RIDGEWORTH FD-SHORT TE	78628T811		2/6/2012		11/19/2012	314	313				0	1
59	X	RIDGEWORTH FD-SEIX FLT H	78628T878		11/24/2008		8/6/2012	6,398	5,233				0	1,165
60	X	RIDGEWORTH FD-SEIX FLT H	78628T878		2/6/2012		8/6/2012	253	252				0	1
61	X	RIDGEWORTH FD-INTERMED	78628T702		2/6/2012		8/6/2012	2,751	2,725				0	26
62	X	RIDGEWORTH FD-INTERMED	78628T702		4/17/2007		8/6/2012	15,432	14,459				0	973
63	X	RIDGEWORTH FD-INTERMED	78628T702		4/17/2007		11/19/2012	359	335				0	24
64	X	SCHRODER US SMALL/MID C	80809R204		2/15/2011		2/6/2012	557	559				0	-2
65	X	SCHRODER US SMALL/MID C	80809R204		2/15/2011		8/6/2012	6,046	6,172				0	-126
66	X	SCHRODER US SMALL/MID C	80809R204		8/15/2011		8/6/2012	451	414				0	37
67	X	SENTINEL SMALL CO-I	81728B825		4/27/2011		2/6/2012	159	175				0	-16
68	X	SENTINEL SMALL CO-I	81728B825		12/18/2010		9/4/2012	1,496	1,465				0	31



## Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

										Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
										Capital Gains/Losses		202,874		203,754		-880	
										Other sales		0		0		0	

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

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

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

		390	125	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	125	125		
2	ESTIMATED EXCISE PAYMENTS	265			

**Part I, Line 23 (990-PF) - Other Expenses**

		616	616	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1		616	616		

**Part II, Line 13 (990-PF) - Investments - Other**

		426,703	415,237	435,822	
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1			426,703	0	
2	HARBOR CAP APPRECIATION-I		0	38,097	41,382
3	PIMCO LOW DURATION-I		0	12,860	12,854
4	T ROWE PRICE INSTL LARGE-CAP GRWT		0	40,930	46,560
5	FORUM ABSOLUTE STRATEGIES-I		0	21,293	21,435
6	MANNING & NAPIER WORLD OPPTY-S-A		0	58,344	57,308
7	RIDGEWORTH FD-LARGCAP VAL EQTY		0	37,269	41,231
8	RIDGEWORTH FD-INTERMEDIATE BD RG		0	20,234	20,995
9	FEDERATED STRATEGIC VALUE-I		0	31,922	35,714
10	PIMCO INVT GRADE CORP BD-I		0	11,466	12,737
11	ABERDEEN EQUITY LONG SHORT-I		0	13,192	13,083
12	OPPENHEIMER DEVELOPING MKTS INST		0	33,664	34,443
13	DOUBLELINE TOTAL RETURN BD-I		0	25,837	25,887
14	PIMCO EMERGING LOCAL BD-I		0	8,708	8,845
15	ADVISORS CAMBIAR SMALL CAP-I		0	9,300	9,367
16	NEUBERGER BERMAN HIGH INCOME BD-		0	16,777	17,573
17	WASATCH 1ST SOURCE LONG/SHORT		0	26,281	27,382
18	T ROWE PRICE DIVRSFD SMALLCAP GRC		0	9,063	9,026

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

Long Term CG Distributions	Short Term CG Distributions	Amount		How	Date	Date	Gross	Depreciation	Adjustments	Cost or Other	Gain or Loss	F.M.V. as of	Adjusted Basis	Excess of FMV	Gain or Loss
		1,095	0									12/31/09	12/31/09	Over Adj. Basis	1,875
Description of Property Sold	CUSIP #	201,778	0	0	203,754	1,975	0	0	0	0	0	0	0	0	0
1. ABERDEEN EQUITY LONG SHORT-I	003020336	1/18/2011	11/19/2012		228					237	9	0	0	0	9
2. ADVISORS CAMBIAR SMALL CAP-I	0075W0583	4/27/2011	2/6/2012		563					587	24	0	0	0	24
3. ADVISORS CAMBIAR SMALL CAP-I	0075W0583	4/27/2011	2/6/2012		916					916	0	0	0	0	0
4. ADVISORS CAMBIAR SMALL CAP-I	0075W0583	5/27/2011	8/6/2012		420					468	48	0	0	0	48
5. ADVISORS CAMBIAR SMALL CAP-I	0075W0583	2/15/2011	8/6/2012		825					914	89	0	0	0	89
6. ADVISORS CAMBIAR SMALL CAP-I	0075W0583	2/15/2011	11/19/2012		236					254	18	0	0	0	18
7. FEDERATED STRATEGIC VALUE-I	314172560	4/27/2011	2/6/2012		1,218					1,213	5	0	0	0	5
8. FEDERATED STRATEGIC VALUE-I	314172560	5/27/2011	2/6/2012		460					456	4	0	0	0	4
9. FEDERATED STRATEGIC VALUE-I	314172560	5/27/2011	8/6/2012		4,004					3,692	312	0	0	0	312
10. FEDERATED STRATEGIC VALUE-I	314172560	5/27/2011	11/19/2012		542					520	22	0	0	0	22
11. FEDERATED STRATEGIC VALUE-I	314172560	7/18/2011	11/19/2012		10,443					9,809	634	0	0	0	634
12. FORUM ABSOLUTE STRATEGIES-I	349841800	8/6/2012	11/19/2012		232					232	0	0	0	0	0
13. HARBOR CAP APPRECIATION-I	411511504	8/6/2012	11/19/2012		8,266					8,286	20	0	0	0	20
14. T ROWE PRICE INSTL LARGE-CAP GRV	45775L408	2/15/2011	2/6/2012		590					584	6	0	0	0	6
15. T ROWE PRICE INSTL LARGE-CAP GRV	45775L408	4/27/2011	2/6/2012		4,245					4,182	63	0	0	0	63
16. T ROWE PRICE INSTL LARGE-CAP GRV	45775L408	2/28/2011	2/6/2012		742					725	17	0	0	0	17
17. T ROWE PRICE INSTL LARGE-CAP GRV	45775L408	2/28/2011	8/6/2012		1,150					1,104	46	0	0	0	46
18. T ROWE PRICE INSTL LARGE-CAP GRV	45775L408	2/28/2011	11/19/2012		5,093					4,880	213	0	0	0	213
19. T ROWE PRICE INSTL LARGE-CAP GRV	45775L408	5/27/2011	11/19/2012		9,738					9,390	348	0	0	0	348
20. T ROWE PRICE INSTL LARGE-CAP GRV	45775L408	7/18/2011	11/19/2012		3,517					3,343	174	0	0	0	174
21. T ROWE PRICE INSTL LARGE-CAP GRV	45775L408	11/18/2011	11/19/2012		3,152					2,959	193	0	0	0	193
22. MANNING & NAPIER WORLD OPTYS-A	563821545	1/27/2011	2/6/2012		3,819					4,623	-804	0	0	0	-804
23. MANNING & NAPIER WORLD OPTYS-A	563821545	2/15/2011	2/6/2012		745					925	175	0	0	0	175
24. MANNING & NAPIER WORLD OPTYS-A	563821545	2/28/2011	2/6/2012		2,638					3,292	-653	0	0	0	-653
25. MANNING & NAPIER WORLD OPTYS-A	563821545	3/10/2011	2/6/2012		5,049					6,127	-1,078	0	0	0	-1,078
26. MANNING & NAPIER WORLD OPTYS-A	563821545	4/27/2011	2/6/2012		1,532					1,999	-467	0	0	0	-467
27. MANNING & NAPIER WORLD OPTYS-A	563821545	5/27/2011	2/6/2012		4,515					5,752	-1,237	0	0	0	-1,237
28. MANNING & NAPIER WORLD OPTYS-A	563821545	7/18/2011	2/6/2012		2,311					2,778	-468	0	0	0	-468
29. NEUBERGER BERMAN HIGH INCOME	864128K068	8/6/2012	11/19/2012		175					175	0	0	0	0	0
30. PIMCO LOW DURATION-I	693390304	5/27/2011	8/6/2012		256					255	1	0	0	0	1
31. PIMCO LOW DURATION-I	693390304	5/27/2011	11/19/2012		253					250	3	0	0	0	3
32. PIMCO FOREIGN BOND US HEDGED-I	693390303	2/6/2012	8/6/2012		1,192					1,829	-637	0	0	0	-637
33. PIMCO COMMODITY REALTN STRATE	722005667	12/18/2010	8/6/2012		1,126					1,465	-339	0	0	0	-339
34. PIMCO COMMODITY REALTN STRATE	722005667	12/29/2010	8/6/2012		1,033					1,415	-382	0	0	0	-382
35. PIMCO COMMODITY REALTN STRATE	722005667	1/19/2011	8/6/2012		901					1,232	-331	0	0	0	-331
36. PIMCO COMMODITY REALTN STRATE	722005667	1/27/2011	8/6/2012		623					1,238	-615	0	0	0	-615
37. PIMCO COMMODITY REALTN STRATE	722005667	2/15/2011	8/6/2012		213					289	-76	0	0	0	-76
38. PIMCO COMMODITY REALTN STRATE	722005667	2/28/2011	8/6/2012		470					664	-194	0	0	0	-194
39. PIMCO COMMODITY REALTN STRATE	722005667	3/10/2011	8/6/2012		380					536	-156	0	0	0	-156
40. PIMCO COMMODITY REALTN STRATE	722005667	4/27/2011	8/6/2012		133					185	-53	0	0	0	-53
41. PIMCO COMMODITY REALTN STRATE	722005667	5/27/2011	8/6/2012		1,157					1,629	-472	0	0	0	-472
42. PIMCO COMMODITY REALTN STRATE	722005667	7/18/2011	8/6/2012		158					211	-53	0	0	0	-53
43. PIMCO COMMODITY REALTN STRATE	722005667	2/6/2012	8/6/2012		2,238					2,271	-33	0	0	0	-33
44. PIMCO INVY GRADE CORP BD-I	722005616	2/6/2012	8/6/2012		68					69	-1	0	0	0	-1
45. PIMCO INVY GRADE CORP BD-I	722005616	3/6/2012	11/19/2012		3					2	1	0	0	0	1
46. PIMCO INVY GRADE CORP BD-I	722005616	2/2/2009	11/19/2012		-472					417	-889	0	0	0	-889
47. PIMCO EMERGING LOCAL BD-I	722015116	8/6/2012	11/19/2012		77					77	0	0	0	0	0
48. RIDGEWORTH FD-LARGE CAP VAL EOT	76628R672	2/15/2011	8/6/2012		1,658					1,062	596	0	0	0	596
49. RIDGEWORTH FD-LARGE CAP VAL EOT	76628R672	2/28/2011	8/6/2012		4,442					4,459	-17	0	0	0	-17
50. RIDGEWORTH FD-LARGE CAP VAL EOT	76628R672	4/27/2011	8/6/2012		3,365					3,436	-71	0	0	0	-71
51. RIDGEWORTH FD-LARGE CAP VAL EOT	76628R672	5/27/2011	8/6/2012		6,902					6,941	-39	0	0	0	-39
52. RIDGEWORTH FD-LARGE CAP VAL EOT	76628R672	2/6/2012	8/6/2012		6,877					6,857	20	0	0	0	20
53. RIDGEWORTH FD-LARGE CAP VAL EOT	76628R672	3/10/2011	11/19/2012		3,036					2,914	122	0	0	0	122
54. RIDGEWORTH FD-LARGE CAP VAL EOT	76628R672	2/6/2012	11/19/2012		911					843	68	0	0	0	68
55. RIDGEWORTH FD-LARGE CAP VAL EOT	76628R672	1/27/2011	11/19/2012		1,421					1,356	65	0	0	0	65
56. RIDGEWORTH FD SHORT TERM BD-R	766281811	2/6/2012	8/6/2012		6,712					6,646	66	0	0	0	66
57. RIDGEWORTH FD SHORT TERM BD-R	766281811	2/2/2009	11/19/2012		8,487					8,046	441	0	0	0	441
58. RIDGEWORTH FD SHORT TERM BD-R	766281811	2/6/2012	11/19/2012		314					313	1	0	0	0	1
59. RIDGEWORTH FD SEIX FLT HIGH INCM	766281878	11/24/2008	8/6/2012		6,398					5,233	1,165	0	0	0	1,165
60. RIDGEWORTH FD SEIX FLT HIGH INCM	766281878	2/6/2012	8/6/2012		253					242	11	0	0	0	11
61. RIDGEWORTH FD INTERMEDIATE BD	766281702	2/6/2012	8/6/2012		2,751					2,728	23	0	0	0	23
62. RIDGEWORTH FD-INTERMEDIATE BD	766281702	4/17/2007	8/6/2012		15,432					14,456	973	0	0	0	973
63. RIDGEWORTH FD-INTERMEDIATE BD	766281702	4/17/2007	11/19/2012		359					335	24	0	0	0	24
64. SCHRODER US SMALLMID CAP OPPTY	50809R204	2/15/2011	2/6/2012		367					350	17	0	0	0	17
65. SCHRODER US SMALLMID CAP OPPTY	50809R204	2/15/2011	8/6/2012		6,948					6,172	776	0	0	0	776
66. SCHRODER US SMALLMID CAP OPPTY	50809R204	8/15/2011	8/6/2012		451					414	37	0	0	0	37
67. SENTINEL SMALL CO-I	817288825	4/27/2011	2/6/2012		159					173	-14	0	0	0	-14
68. SENTINEL SMALL CO-I	817288825	12/18/2010	8/6/2012		1,496					1,465	31	0	0	0	31
69. SENTINEL SMALL CO-I	817288825	12/29/2010	8/6/2012		1,492					1,467	25	0	0	0	25
70. SENTINEL SMALL CO-I	817288825	1/18/2011	8/6/2012		1,183					1,181	2	0	0	0	2
71. SENTINEL SMALL CO-I	817288825	1/27/2011	8/6/2012		1,206					1,213	-7	0	0	0	-7
72. SENTINEL SMALL CO-I	817288825	2/15/2011	8/6/2012		57					59	-2	0	0	0	-2
73. SENTINEL SMALL CO-I	817288825	2/28/2011	8/6/2012		658					627	31	0	0	0	31
74. SENTINEL SMALL CO-I	817288825	3/10/2011	8/6/2012		565					582	-17	0	0	0	-17
75. SENTINEL SMALL CO-I	817288825	4/27/2011	8/6/2012		0					0	0	0	0	0	0
76. SENTINEL SMALL CO-I	817288825	5/27/2011	8/6/2012		1,171					1,294	-123	0	0	0	-123
77. SENTINEL SMALL CO-I	817288825	8/15/2011	8/6/2012		639					625	14	0	0	0	14
78. TEMPLETON GLOBAL BD-ADV	880208400	1/19/2010	2/6/2012		9,845					9,702	143	0	0	0	143
79. TEMPLETON GLOBAL BD-ADV	880208400	5/24/2010	2/6/2012		3,852					3,858	-6	0	0	0	-6
80. TEMPLETON GLOBAL BD-ADV	880208400	5/24/2010	8/6/2012		8,981					6,387	2,594	0	0	0	2,594
81. WASATCH LONGSHORT FD	936793635	8/6/2012	11/19/2012		74					74	0	0	0	0	0

[illegible]

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

	Date		Amount
1 Credit from prior year return . . . . .	12/31/2012	1	11
2 First quarter estimated tax payment . . . . .	5/9/2012	2	265
3 Second quarter estimated tax payment . . . . .		3	
4 Third quarter estimated tax payment . . . . .		4	
5 Fourth quarter estimated tax payment . . . . .		5	
6 Other payments . . . . .		6	0
7 Total . . . . .		7	276



**Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income**

<b>1</b>	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	<b>1</b>	6,613
<b>2</b>		<b>2</b>	
<b>3</b>		<b>3</b>	
<b>4</b>		<b>4</b>	
<b>5</b>		<b>5</b>	
<b>6</b>		<b>6</b>	
<b>7</b>		<b>7</b>	
<b>8</b>		<b>8</b>	
<b>9</b>		<b>9</b>	
<b>10</b>	Total	<b>10</b>	6,613