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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 FLIPPEN, T/F ST JUDE		A Employer identification number 58-1951769
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1908	Room/suite	B Telephone number (see instructions) (615) 748-5011
City or town, state, and ZIP code ORLANDO FL 32802-1908		C If exemption application is pending, check here <input type="checkbox"/>
G 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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 3,094,425	J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <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	72,352	73,150		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	84,183			
	b Gross sales price for all assets on line 6a 1,511,551				
	7 Capital gain net income (from Part IV, line 2)		84,183		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	156,535	157,333	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	39,793	19,896		19,897
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,846	1,015		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	43,639	20,911	0	19,897
	25 Contributions, gifts, grants paid	156,063			156,063
26 Total expenses and disbursements. Add lines 24 and 25	199,702	20,911	0	175,960	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-43,167				
b Net investment income (if negative, enter -0-)		136,422			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	76,861	38,424	38,424
	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)	2,712,221	2,706,928	3,056,001	
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,789,082	2,745,352	3,094,425	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	2,789,082	2,745,352	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	2,789,082	2,745,352		
31	Total liabilities and net assets/fund balances (see instructions)	2,789,082	2,745,352		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,789,082
2	Enter amount from Part I, line 27a	2	-43,167
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	2,745,915
5	Decreases not included in line 2 (itemize) <u>See Attached Statement</u>	5	563
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,745,352

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	84,183
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }			3	0

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	179,048	3,057,331	0.058563
2010	173,998	2,976,796	0.058451
2009	151,688	2,780,016	0.054564
2008	200,847	3,233,941	0.062106
2007	170,913	3,625,628	0.047140
2 Total of line 1, column (d)			2 0.280824
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.056165
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 2,943,389
5 Multiply line 4 by line 3			5 165,315
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,364
7 Add lines 5 and 6			7 166,679
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 175,960

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,364	
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0	
3 Add lines 1 and 2	3	1,364	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	1,364	
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,826	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	1,826	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	462	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 462 Refunded	11	0	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (615) 748-5011 Located at ▶ P O. BOX 1908 ORLANDO FL ZIP+4 ▶ 32802-1908			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶		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
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 ▶ <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here **5b**

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? *If "Yes," attach the statement required by Regulations section 53.4945–5(d)* N/A Yes No

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* **6b** X

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

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

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	39,793		

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,938,664
b	Average of monthly cash balances	1b	49,548
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,988,212
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,988,212
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	44,823
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,943,389
6	Minimum investment return. Enter 5% of line 5	6	147,169

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1	Minimum investment return from Part X, line 6	1	147,169
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,364
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,364
3	Distributable amount before adjustments Subtract line 2c from line 1	3	145,805
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	145,805
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	145,805

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	175,960
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	175,960
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	1,364
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	174,596

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				145,805
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			40,712	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 175,960				
a Applied to 2011, but not more than line 2a			40,712	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				135,248
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				10,557
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Attached Statement				
Total	▶ 3a			156,063
b <i>Approved for future payment</i> NONE				
Total	▶ 3b			0

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

Recipient(s) paid during the year

Name

ST JUDE CHILDRENS RESEARCH HOSPITAL

Street

501 ST JUDE PLACE

City

MEMPHIS

State

TN

Zip Code

38105

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

156,063

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

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	Cost, Other Basis and Expenses			Net Gain or Loss
											Expense of Sale and Cost of Improvements	Depreciation	Adjustments	
Totals								Gross Sales	1,511,551	0	1,427,368	0	84,183	
Capital Gains/Losses								Other sales	0	0	0	0	0	
1	X	TERADATA CORP DEL COM	88079R103		3/18/2011		11/27/2012	3,966	3,058				0	898
2	X	TEVA PHARMACEUTICAL IND	88162A209		1/19/2010		8/30/2012	2,039	2,985				0	-946
3	X	TEVA PHARMACEUTICAL IND	88162A209		1/19/2010		11/27/2012	4,504	6,497				0	-1,993
4	X	TEVA PHARMACEUTICAL IND	88162A209		4/29/2010		11/27/2012	365	526				0	-161
5	X	TEXAS INSTRS INC COM	882508104		7/18/2011		8/30/2012	1,454	1,696				0	-242
6	X	TEXAS INSTRS INC COM	882508104		7/18/2011		8/30/2012	349	368				0	-19
7	X	TEXAS INSTRS INC COM	882508104		7/18/2011		11/27/2012	1,570	1,627				0	-57
8	X	TEXAS INSTRS INC COM	882508104		10/19/2011		11/27/2012	3,050	3,153				0	-103
9	X	TEXAS INSTRS INC COM	882508104		7/19/2006		12/20/2012	8,095	7,116				0	939
10	X	TEXAS INSTRS INC COM	882508104		6/30/2009		12/20/2012	4,246	2,931				0	1,315
11	X	TEXAS INSTRS INC COM	882508104		8/25/2011		12/20/2012	1,655	1,359				0	296
12	X	TEXAS INSTRS INC COM	882508104		10/19/2011		12/20/2012	1,780	1,745				0	35
13	X	THERMO FISHER SCIENTIFIC	883556102		7/24/2008		1/30/2012	6,435	7,269				0	-834
14	X	THERMO FISHER SCIENTIFIC	883556102		6/30/2008		1/30/2012	3,595	2,796				0	709
15	X	THERMO FISHER SCIENTIFIC	883556102		10/25/2010		1/30/2012	252	251				0	11
16	X	THERMO FISHER SCIENTIFIC	883556102		7/18/2011		1/30/2012	1,308	1,579				0	-271
17	X	THERMO FISHER SCIENTIFIC	883556102		8/25/2011		1/30/2012	1,151	1,165				0	-14
18	X	UNION PACIFIC CORP COM	907818108		2/6/2012		8/30/2012	486	458				0	28
19	X	UNION PACIFIC CORP COM	907818108		7/18/2011		8/30/2012	1,216	1,003				0	213
20	X	UNION PACIFIC CORP COM	907818108		7/18/2011		11/27/2012	1,227	1,003				0	224
21	X	UNION PACIFIC CORP COM	907818108		8/25/2011		11/27/2012	1,177	1,003				0	173
22	X	UNION PACIFIC CORP COM	907818108		6/30/2009		11/27/2012	1,349	584				0	474
23	X	UNITED PARCEL SVC INC CL	911312106		2/6/2012		8/30/2012	444	444				0	765
24	X	UNITED PARCEL SVC INC CL	911312106		7/18/2011		8/30/2012	444	436				0	-8
25	X	UNITED PARCEL SVC INC CL	911312106		7/18/2011		11/27/2012	1,738	1,742				0	-4
26	X	UNITED PARCEL SVC INC CL	911312106		8/25/2011		11/27/2012	1,014	894				0	120
27	X	UNITED PARCEL SVC INC CL	911312106		10/29/2008		11/27/2012	869	590				0	279
28	X	VERIZON COMMUNICATIONS	92343V104		5/22/2007		8/30/2012	2,400	2,227				0	173
29	X	VERIZON COMMUNICATIONS	92343V104		5/22/2007		11/27/2012	3,186	2,943				0	243
30	X	VERIZON COMMUNICATIONS	92343V104		2/6/2012		11/27/2012	2,712	2,394				0	318
31	X	VERIZON COMMUNICATIONS	92343V104		7/18/2011		11/27/2012	517	439				0	78
32	X	VISA INC CL A COM	92826C839		2/6/2012		8/30/2012	2,663	2,263				0	400
33	X	VISA INC CL A COM	92826C839		7/18/2011		8/30/2012	634	443				0	191
34	X	VISA INC CL A COM	92826C839		7/18/2011		11/27/2012	3,674	2,215				0	1,459
35	X	VISA INC CL A COM	92826C839		8/25/2011		11/27/2012	1,323	763				0	560
36	X	VISA INC CL A COM	92826C839		9/28/2010		11/27/2012	2,498	1,247				0	1,251
37	X	WAL-MART STORES INC COM	931142103		8/17/2012		11/27/2012	2,993	3,033				0	-100
38	X	WALMART LONGSHOR FT	936793835		9/4/2012		11/27/2012	1,414	1,412				0	2
39	X	WELLS FARGO & CO COM NE	949746101		12/1/2011		8/30/2012	2,744	2,633				0	111
40	X	WELLS FARGO & CO COM NE	949746101		1/21/2011		11/27/2012	164	163				0	1
41	X	WELLS FARGO & CO COM NE	949746101		3/29/2008		11/27/2012	5,939	5,536				0	403
42	X	WHIRLPOOL CORP COM	963320106		4/15/2011		1/30/2012	9,444	15,006				0	-5,562
43	X	WHIRLPOOL CORP COM	963320106		7/19/2011		1/30/2012	1,349	1,913				0	-564
44	X	WHIRLPOOL CORP COM	963320106		8/25/2011		1/30/2012	2,266	2,415				0	-149
45	X	WILLIAMS COS INC COM	969457100		7/18/2011		8/30/2012	1,926	1,482				0	444
46	X	WILLIAMS COS INC COM	969457100		2/6/2012		8/30/2012	225	204				0	21
47	X	WILLIAMS COS INC COM	969457100		8/25/2011		8/30/2012	546	350				0	196
48	X	WILLIAMS COS INC COM	969457100		8/25/2011		11/27/2012	3,277	2,057				0	1,220
49	X	WILLIAMS COS INC COM	969457100		3/1/2010		11/27/2012	1,278	702				0	576
50	X	WPX ENERGY INC COM	98212B103		7/18/2011		11/27/2012	11	8				0	3
51	X	WPX ENERGY INC COM	98212B103		3/1/2010		11/27/2012	251	231				0	20
52	X	WPX ENERGY INC COM	98212B103		3/1/2010		4/12/2012	2,212	1,638				0	574
53	X	WPX ENERGY INC COM	98212B103		5/10/2010		4/12/2012	846	613				0	233
54	X	WPX ENERGY INC COM	98212B103		7/18/2011		4/12/2012	98	99				0	-1
55	X	WPX ENERGY INC COM	98212B103		8/25/2011		4/12/2012	634	536				0	98
56	X	INVESCO LTD BERMUDA CON	G491BT108		5/23/2008		2/8/2012	946	1,059				0	-113
57	X	INVESCO LTD BERMUDA CON	G491BT108		5/23/2008		8/30/2012	941	1,086				0	-145
58	X	INVESCO LTD BERMUDA CON	G491BT108		5/23/2008		11/27/2012	3,107	3,393				0	-286
59	X	ABB LTD SPONS ADR	000375204		7/8/2008		4/27/2012	2,243	3,216				0	-973
60	X	ABB LTD SPONS ADR	000375204		6/30/2009		4/27/2012	2,639	2,250				0	389
61	X	ABB LTD SPONS ADR	000375204		10/22/2009		4/27/2012	6,843	7,066				0	-223
62	X	ABB LTD SPONS ADR	000375204		10/25/2010		4/27/2012	377	454				0	-77
63	X	ABB LTD SPONS ADR	000375204		7/18/2011		4/27/2012	1,885	2,475				0	-590
64	X	ABB LTD SPONS ADR	000375204		8/25/2011		4/27/2012	1,753	1,862				0	-109
65	X	ABB LTD SPONS ADR	002824100		2/6/2012		8/30/2012	226	260				0	-34
66	X	ABBOTT LABS COM	002824100		2/6/2012		8/30/2012	1,964	1,669				0	295
67	X	ABBOTT LABS COM	002824100		10/26/2007		8/30/2012	786	650				0	136
68	X	ABBOTT LABS COM	002824100		10/26/2007		11/27/2012	8,217	6,936				0	1,281

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

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	Cost, Other Basis and Expenses			Net Gain or Loss
											Expense of Sale and of Improvements	Depreciation	Adjustments	
Totals								Gross Sales	1,511,551	0	1,427,368	0	84,183	
Capital Gains/Losses								Other sales	0	0	0	0	0	
69	X	ABERDEEN EQUITY LONG SH			2/22/2011		2/8/2012	266	267					-1
70	X	ABERDEEN EQUITY LONG SH			2/22/2011		11/27/2012	1,035	1,047					-12
71	X	ALLSTATE CORP COM			9/7/2012		11/27/2012	3,502	3,309					193
72	X	AMAZON INC COM			2/8/2012		3/6/2012	1,087	1,116					-29
73	X	AMAZON INC COM			2/9/2010		3/6/2012	9,883	4,803					2,380
74	X	AMAZON INC COM			2/9/2010		3/6/2012	10,433	6,872					3,561
75	X	AMGEN INC COM			2/8/2012		8/30/2012	2,330	1,913					417
76	X	AMGEN INC COM			2/8/2012		11/27/2012	524	410					114
77	X	AMGEN INC COM			5/13/2011		11/27/2012	6,965	4,846					2,119
78	X	APACHE CORP COM			7/18/2011		2/8/2012	1,152	1,347					-195
79	X	APACHE CORP COM			8/25/2011		8/30/2012	767	1,102					-335
80	X	APACHE CORP COM			8/25/2011		8/30/2012	85	100					-15
81	X	APACHE CORP COM			3/7411105		11/27/2012	2,853	3,709					-856
82	X	APPLE INC COM			1/2/2004		11/27/2012	1,137	605					532
83	X	APPLE INC COM			10/19/2011		8/30/2012	3,326	2,030					1,296
84	X	APPLE INC COM			2/8/2012		8/30/2012	3,991	2,851					1,140
85	X	APPLE INC COM			8/25/2011		8/30/2012	1,995	1,126					869
86	X	APPLE INC COM			7/18/2011		11/27/2012	8,795	5,482					3,313
87	X	APPLE INC COM			8/25/2011		11/27/2012	4,691	3,002					1,689
88	X	APPLE INC COM			1/19/2007		11/27/2012	5,277	1,540					3,737
89	X	AUTODESK INC COM			7/18/2011		2/8/2012	2,418	2,248					170
90	X	AUTODESK INC COM			6/8/2010		8/24/2012	11,650	10,123					1,527
91	X	AUTODESK INC COM			7/18/2011		8/24/2012	60	71					-11
92	X	AUTODESK INC COM			8/25/2011		8/24/2012	3,303	2,838					465
93	X	BBBT CORP COM			7/18/2011		2/8/2012	1,461	1,250					231
94	X	BBBT CORP COM			5/4937107		8/30/2012	316	250					66
95	X	BBBT CORP COM			5/4937107		8/30/2012	759	574					185
96	X	BBBT CORP COM			5/4937107		11/27/2012	2,941	2,485					455
97	X	BANK OF AMERICA CORP CO			10/28/2009		2/8/2012	1,133	2,125					-992
98	X	BANK OF AMERICA CORP CO			6/30/2009		2/8/2012	461	760					-299
99	X	BANK OF AMERICA CORP CO			6/30/2009		8/30/2012	812	1,373					-561
100	X	BANK OF AMERICA CORP CO			6/30/2009		11/27/2012	1,010	1,373					-363
101	X	BANK OF AMERICA CORP CO			6/0505104		11/27/2012	2,902	3,264					-362
102	X	BAXTER INTL INC COM			7/18/2011		8/30/2012	1,405	1,460					-55
103	X	BAXTER INTL INC COM			7/18/2011		11/27/2012	1,386	1,277					109
104	X	BAXTER INTL INC COM			7/18/2011		11/27/2012	3,235	2,963					272
105	X	B/E AEROSPACE INC COM			7/3302101		8/30/2012	796	916					-120
106	X	B/E AEROSPACE INC COM			7/3302101		8/30/2012	2,071	2,089					-18
107	X	B/E AEROSPACE INC COM			5/18/2011		11/27/2012	3,461	2,871					590
108	X	B/E AEROSPACE INC COM			7/3302101		11/27/2012	1,275	1,125					150
109	X	B/E AEROSPACE INC COM			5/17/2011		11/27/2012	774	627					147
110	X	BEAM INC COM			8/17/2012		11/27/2012	2,799	3,125					-326
111	X	CVS CAREMARK CORP COM			7/3730103		11/27/2012	1,766	1,702					64
112	X	CVS CAREMARK CORP COM			12/650100		11/27/2012	3,850	3,808					42
113	X	CVS CAREMARK CORP COM			12/650100		11/27/2012	498	499					-1
114	X	CVS CAREMARK CORP COM			12/650100		11/27/2012	996	830					166
115	X	CAMERON INTL CORP COM			1342B105		2/8/2012	172	151					21
116	X	CAMERON INTL CORP COM			1342B105		8/2/2012	1,323	1,358					-35
117	X	CAMERON INTL CORP COM			1342B105		8/2/2012	2,401	2,321					80
118	X	CAMERON INTL CORP COM			1342B105		8/2/2012	2,401	2,256					145
119	X	CAMERON INTL CORP COM			1342B105		11/27/2012	1,380	1,197					183
120	X	CAMERON INTL CORP COM			1342B105		11/27/2012	1,582	1,165					417
121	X	CAPITAL ONE FINL CORP CO			14040H105		8/30/2012	3,534	3,056					478
122	X	CAPITAL ONE FINL CORP CO			14040H105		11/27/2012	697	582					115
123	X	CAPITAL ONE FINL CORP CO			14040H105		11/27/2012	1,393	1,049					344
124	X	CAPITAL ONE FINL CORP CO			14040H105		11/27/2012	3,773	3,143					630
125	X	COACH INC COM			189754104		8/30/2012	1,553	1,775					-222
126	X	COACH INC COM			189754104		11/27/2012	410	460					-50
127	X	COACH INC COM			189754104		11/27/2012	3,455	3,072					383
128	X	COMCAST CORP COM CL A			20030N101		11/27/2012	586	325					260
129	X	DARDEN RESTAURANTS INC			237194105		9/7/2012	2,569	2,452					137
130	X	DARDEN RESTAURANTS INC			237194105		8/30/2012	1,203	1,211					-8
131	X	DARDEN RESTAURANTS INC			237194105		11/27/2012	903	895					8
132	X	DARDEN RESTAURANTS INC			237194105		11/27/2012	1,275	1,086					179
133	X	DARDEN RESTAURANTS INC			237194105		11/27/2012	584	539					45
134	X	DARDEN RESTAURANTS INC			237194105		10/14/2010	1,009	850					159
135	X	WALT DISNEY CO COM			254687106		2/8/2012	1,697	1,596					101
136	X	CAPITAL ONE FINL CORP CO			14040H105		11/27/2012	1,683	1,227					456

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

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	Cost, Other Basis and Expenses			Net Gain or Loss
											Expense of Sale and Cost of Improvements	Depreciation	Adjustments	
Totals								Capital Gains/Losses Other sales	Gross Sales	1,511,551	0	1,427,368	0	84,183
137	X WALT DISNEY CO COM	254687106			7/19/2011		8/30/2012	2,325	1,830					495
138	X CHEVRON CORP COM	166764100			2/8/2012		8/30/2012	1,224	1,175					49
139	X WALT DISNEY CO COM	254687106			7/19/2011		9/7/2012	104	78					26
140	X WALT DISNEY CO COM	254687106			5/22/2007		7/19/2012	3,779	2,621					1,158
141	X CHEVRON CORP COM	166764100			5/22/2007		8/30/2012	1,335	1,267					68
142	X WALT DISNEY CO COM	254687106			7/19/2011		11/27/2012	6,408	4,704					1,704
143	X CHEVRON CORP COM	166764100			7/19/2011		11/27/2012	2,387	2,429					-42
144	X EMC CORP MASS COM	268648102			7/19/2011		2/8/2012	368	374					-6
145	X CHEVRON CORP COM	166764100			8/25/2011		11/27/2012	2,595	2,429					166
146	X CHEVRON CORP COM	166764100			5/22/2007		8/30/2012	2,180	1,730					450
147	X EMC CORP COM	268648102			7/19/2011		8/30/2012	2,286	2,325					-39
148	X EMC CORP COM	268648102			7/19/2011		11/27/2012	346	374					-28
149	X COACH INC COM	189754104			7/19/2011		2/8/2012	806	723					83
150	X EMC CORP COM	268648102			8/25/2011		11/27/2012	3,167	2,731					436
151	X EMC CORP COM	268648102			5/15/2008		11/27/2012	1,336	952					384
152	X ECOLAB INC COM	278865100			3/6/2012		8/30/2012	898	831					67
153	X ECOLAB INC COM	278865100			3/6/2012		11/27/2012	4,216	3,562					654
154	X EMERSON ELEC CO COM	291011104			7/19/2011		8/30/2012	1,575	1,710					-135
155	X EMERSON ELEC CO COM	291011104			7/19/2011		11/27/2012	445	496					-51
156	X EMERSON ELEC CO COM	291011104			2/8/2012		11/27/2012	1,138	1,199					-61
157	X EMERSON ELEC CO COM	291011104			5/22/2007		8/30/2012	2,029	1,889					140
158	X EXPRESS SCRIPTS HLDG CO	30219G108			2/8/2012		8/30/2012	2,098	1,724					374
159	X EXPRESS SCRIPTS HLDG CO	30219G108			10/17/2007		8/30/2012	679	320					359
160	X EXPRESS SCRIPTS HLDG CO	30219G108			10/17/2007		8/30/2012	4,614	2,557					2,057
161	X FLUOR CORP COM NEW	343412102			7/19/2011		8/30/2012	1,234	1,559					-325
162	X FLUOR CORP COM NEW	343412102			7/19/2011		11/27/2012	588	714					-126
163	X FLUOR CORP COM NEW	343412102			8/25/2011		11/27/2012	963	1,018					-55
164	X FLUOR CORP COM NEW	343412102			2/8/2012		11/27/2012	1,337	1,477					-140
165	X FLUOR CORP COM NEW	343412102			11/20/2009		11/27/2012	866	707					149
166	X FLOWSERVE CORP COM	34354P105			7/19/2011		11/27/2012	1,117	834					283
167	X FLOWSERVE CORP COM	34354P105			8/25/2011		11/27/2012	2,233	1,361					872
168	X FLOWSERVE CORP COM	34354P105			6/8/2010		11/27/2012	1,396	821					575
169	X FREEPORT-MCMORAN COPP	35671D857			7/19/2011		8/30/2012	831	1,326					-495
170	X FREEPORT-MCMORAN COPP	35671D857			7/19/2011		11/27/2012	39	55					-16
171	X FREEPORT-MCMORAN COPP	35671D857			8/25/2011		11/27/2012	1,550	1,761					-211
172	X FREEPORT-MCMORAN COPP	35671D857			10/10/2008		11/27/2012	775	348					427
173	X GENERAL ELEC CO COM	369604103			2/8/2012		2/8/2012	173	338					-165
174	X GENERAL ELECTRIC CO COM	369604103			5/22/2007		11/27/2012	6,659	11,897					-5,238
175	X GENERAL MILLS INC COM	370334104			8/12/2011		8/17/2012	12,479	11,750					729
176	X GENERAL MILLS INC COM	370334104			7/19/2011		8/17/2012	614	589					25
177	X GENERAL MILLS INC COM	370334104			10/19/2011		8/17/2012	6,912	7,147					-235
178	X GOOGLE INC CL A COM	38259P508			2/8/2012		11/27/2012	1,574	1,602					-28
179	X GOOGLE INC CL A COM	38259P508			5/22/2007		11/27/2012	2,015	1,431					584
180	X GOOGLE INC CL A COM	38259P508			5/22/2007		11/27/2012	1,870	2,892					-1,022
181	X HARTFORD FINL SVCS GROU	416515104			4/29/2010		2/8/2012	1,050	1,613					-563
182	X GOLDMAN SACHS GROUP INC	38141G104			6/29/2008		2/8/2012	233	332					-99
183	X GOLDMAN SACHS GROUP INC	38141G104			12/1/2011		8/30/2012	1,677	2,654					-977
184	X GOLDMAN SACHS GROUP INC	38141G104			12/1/2011		11/27/2012	4,458	6,136					-1,678
185	X FLOWSERVE CORP COM	34354P105			8/25/2011		2/8/2012	1,830	1,968					-266
186	X FLOWSERVE CORP COM	34354P105			2/8/2012		8/30/2012	632	570					62
187	X FLOWSERVE CORP COM	34354P105			7/19/2011		8/30/2012	885	730					155
188	X GOOGLE INC CL A COM	38259P508			8/25/2011		8/30/2012	2,735	2,087					648
189	X HARTFORD FINL SVCS GROU	416515104			4/29/2010		8/30/2012	1,082	1,804					-722
190	X HARTFORD FINL SVCS GROU	416515104			4/29/2010		11/27/2012	2,000	2,810					-810
191	X HARTFORD FINL SVCS GROU	416515104			11/27/2011		11/27/2012	1,956	2,957					-1,001
192	X HEWLETT PACKARD CO	428236888			11/18/2010		11/20/2012	49,700	50,114					-414
193	X HOME DEPOT INC COM	437076102			2/8/2012		8/30/2012	2,600	2,075					525
194	X HOME DEPOT INC COM	437076102			2/8/2012		9/7/2012	2,968	2,346					622
195	X HOME DEPOT INC COM	437076102			7/19/2011		9/7/2012	1,884	1,180					704
196	X HOME DEPOT INC COM	437076102			9/30/2008		11/27/2012	5,896	2,300					3,596
197	X HOME DEPOT INC COM	437076102			7/19/2011		11/27/2012	1,539	858					681
198	X HOME DEPOT INC COM	437076102			6/30/2009		11/27/2012	834	311					523
199	X HUNT JB TRANSPORT SVCS I	445658107			5/10/2010		1/30/2012	101	71					30
200	X HUNT JB TRANSPORT SVCS I	445658107			7/19/2011		1/30/2012	2,281	2,161					120
201	X HUNT JB TRANSPORT SVCS I	445658107			8/25/2011		1/30/2012	3,295	2,523					772
202	X HUNT JB TRANSPORT SVCS I	445658107			12/23/2009		1/30/2012	659	432					227
203	X HUNT JB TRANSPORT SVCS I	445658107			12/23/2009		2/8/2012	519	332					187

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

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	Cost, Other Basis and Expenses			Net Gain or Loss
											Expense of Sale and Cost of Improvements	Depreciation	Adjustments	
Totals								Gross Sales	1,511,551	0	1,427,368	0	84,183	
Capital Gains/Losses								Other sales	0	0	0	0	0	
205	HUNT JB TRANSPORT SVCS I	445638107			12/23/2009		8/30/2012	630	399					231
206	HUNT JB TRANSPORT SVCS I	445638107			9/28/2009		9/7/2012	12,495	7,802					4,693
207	HUNT JB TRANSPORT SVCS I	445638107			12/23/2009		9/7/2012	1,497	864					533
208	INTERNATIONAL BUSINESS M	459200101			8/25/2011		8/30/2012	1,163	1,157					6
209	INTERNATIONAL BUSINESS M	459200101			8/25/2011		8/30/2012	1,163	998					165
210	INTERNATIONAL BUSINESS M	459200101			8/19/2011		11/27/2012	1,924	1,664					260
211	INTERNATIONAL BUSINESS M	459200101			8/19/2011		8/30/2012	4,810	4,059					741
212	INTUIT INC COM	461202103			2/8/2012		11/27/2012	1,883	1,843					20
213	INTUIT INC COM	461202103			7/19/2012		11/27/2012	2,036	1,708					328
214	INTUIT INC COM	461202103			2/8/2012		11/27/2012	116	115					1
215	JP MORGAN CHASE & CO CO	46625H100			10/14/2010		11/27/2012	1,513	1,225					288
216	JP MORGAN CHASE & CO CO	46625H100			2/14/2006		8/30/2012	2,437	2,621					-184
217	JP MORGAN CHASE & CO CO	46625H100			2/14/2006		11/27/2012	7,242	7,029					213
218	JANUS PERKINS SMALL CAP	47103C183			2/22/2011		9/4/2012	282	304					-42
219	JANUS PERKINS SMALL CAP	47103C183			7/19/2011		9/4/2012	10,310	11,951					-1,641
220	JANUS PERKINS SMALL CAP	47103C183			5/12/2010		9/4/2012	2,677	2,921					-244
221	JANUS PERKINS SMALL CAP	47103C183			5/12/2010		11/27/2012	366	398					-32
222	JANUS PERKINS SMALL CAP	47103C183			2/8/2012		8/30/2012	2,459	2,191					268
223	MACY'S INC COM	55616P104			10/19/2011		8/30/2012	1,794	1,279					455
224	MACY'S INC COM	55616P104			10/19/2011		9/7/2012	3,834	2,826					1,008
225	MACY'S INC COM	55616P104			10/19/2011		11/27/2012	1,275	952					323
226	MACY'S INC COM	55616P104			9/9/2011		11/27/2012	4,661	4,334					1,727
227	MANNING & NAPIER WORLD C	563821545			10/25/2010		2/8/2012	1,131	1,210					-79
228	MANNING & NAPIER WORLD C	563821545			10/25/2010		11/27/2012	3,620	3,338					282
229	MANNING & NAPIER WORLD C	563821545			9/10/2008		2/8/2012	8,569	10,385					-1,816
230	MANNING & NAPIER WORLD C	563821545			2/22/2011		2/8/2012	25,606	30,996					-5,390
231	MANNING & NAPIER WORLD C	563821545			4/18/2011		2/8/2012	44,178	52,405					-8,227
232	MANNING & NAPIER WORLD C	563821545			7/18/2011		2/8/2012	39,713	42,339					-2,626
233	MANNING & NAPIER WORLD C	563821545			5/12/2010		2/8/2012	829	769					60
234	MATTEL INC COM	577081102			13/02/2012		2/8/2012	1,269	1,065					204
235	MATTEL INC COM	577081102			13/02/2012		11/27/2012	4,468	3,609					859
236	MATTEL INC COM	577081102			13/02/2012		2/8/2012	1,153	1,511					-357
237	MATTEL INC COM	577081102			8/14/2007		2/8/2012	172	191					-19
238	MATTEL INC COM	577081102			7/19/2011		2/8/2012	318	318					0
239	MATTEL INC COM	577081102			7/19/2011		11/27/2012	3,103	3,153					-50
240	MATTEL INC COM	577081102			7/19/2011		8/30/2012	972	971					1
241	MATTEL INC COM	577081102			8/25/2011		11/27/2012	3,448	2,879					569
242	MATTEL INC COM	577081102			8/25/2011		8/30/2012	4,250	4,182					68
243	MATTEL INC COM	577081102			2/9/2012		8/30/2012	13,716	13,000					716
244	MATTEL INC COM	577081102			12/12/2006		8/30/2012	5,295	5,000					295
245	MATTEL INC COM	577081102			12/12/2006		8/30/2012	18,902	18,000					902
246	MATTEL INC COM	577081102			2/9/2012		8/30/2012	364	363					1
247	MATTEL INC COM	577081102			12/1/2011		2/8/2012	3,476	3,390					86
248	MATTEL INC COM	577081102			12/1/2011		8/30/2012	461	466					-5
249	MATTEL INC COM	577081102			13/02/2012		2/8/2012	1,284	1,521					-227
250	MATTEL INC COM	577081102			8/5/2007		8/30/2012	5,273	5,751					-478
251	MATTEL INC COM	577081102			12/1/2011		11/27/2012	218	251					-33
252	MATTEL INC COM	577081102			7/22/2011		2/8/2012	827	827					0
253	MATTEL INC COM	577081102			7/22/2011		8/30/2012	3,116	3,611					-495
254	MATTEL INC COM	577081102			7/22/2011		11/27/2012	1,284	1,164					130
255	MATTEL INC COM	577081102			13/02/2012		2/8/2012	9,384	8,264					1,120
256	MATTEL INC COM	577081102			13/02/2012		2/8/2012	549	531					18
257	MATTEL INC COM	577081102			5/9/18/104		11/27/2012	6,218	7,335					-1,117
258	MATTEL INC COM	577081102			4/27/2012		2/8/2012	1,712	2,349					-637
259	MATTEL INC COM	577081102			9/11/2009		2/8/2012	346	451					-105
260	MATTEL INC COM	577081102			5/11/2009		2/8/2012	2,629	4,167					-1,538
261	MATTEL INC COM	577081102			5/11/2009		11/27/2012	1,088	1,512					-424
262	MATTEL INC COM	577081102			4/22/2009		2/8/2012	409	393					16
263	MATTEL INC COM	577081102			7/19/2011		8/30/2012	1,143	1,178					-35
264	MATTEL INC COM	577081102			7/19/2011		8/30/2012	1,219	1,046					173
265	MATTEL INC COM	577081102			5/17/2011		11/27/2012	4,770	4,444					326
266	MATTEL INC COM	577081102			7/19/2011		13/02/2012	3,965	4,185					-230
267	MATTEL INC COM	577081102			7/19/2011		13/02/2012	3,965	3,301					664
268	MATTEL INC COM	577081102			8/25/2011		2/8/2012	934	743					191
269	MATTEL INC COM	577081102			6/74599105		5/22/2007	9,132	9,614					-482
270	MATTEL INC COM	577081102			10/25/2010		2/8/2012	934	1,230					-296
271	MATTEL INC COM	577081102			10/25/2010		8/30/2012	1,185	1,130					55
272	MATTEL INC COM	577081102			10/25/2010		8/30/2012	1,185	1,130					55

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Capital Gains/Losses		Gross Sales	Cost, Other Basis and Expenses			Net Gain or Loss	
								Gross Sales Price	Other sales		Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements		Depreciation
273	PEPSICO INC COM	713448108			5/22/2007		8/30/2012	866	0	824				0	42
274	PEPSICO INC COM	713448108			5/22/2007		11/27/2012	211	0	206					5
275	PEPSICO INC COM	713448108			7/18/2011		11/27/2012	3,182	0	3,082					80
276	PEPSICO INC COM	713448108			2/8/2012		11/27/2012	281	0	287					14
277	Pfizer Inc COM	717081103			2/8/2012		8/30/2012	2,147	0	1,996					251
278	Pfizer Inc COM	717081103			10/19/2011		8/30/2012	7,182	0	5,688					148
279	Pfizer Inc COM	717081103			8/30/2011		11/27/2012	390	0	301					1,592
280	Pfizer Inc COM	717081103			2/8/2012		11/27/2012	2,174	0	1,866					308
281	PHILIP MORRIS INTL INC COM	718172109			8/25/2011		8/30/2012	1,903	0	1,448					455
282	PHILIP MORRIS INTL INC COM	718172109			8/25/2011		11/27/2012	5,379	0	4,020					1,359
283	PHILIP MORRIS INTL INC COM	718172109			8/25/2011		11/27/2012	717	0	551					166
284	PHILIP MORRIS INTL INC COM	718172109			1/15/2008		11/27/2012	2,958	0	1,799					1,159
285	PIMCO COMMODITY REALT	722005667			2/27/2009		9/4/2012	36,918	0	32,258					4,660
286	PIMCO COMMODITY REALT	722005667			7/20/2009		9/4/2012	1,509	0	1,530					-21
287	PIMCO COMMODITY REALT	722005667			5/12/2010		9/4/2012	7,948	0	8,907					-959
288	PIMCO COMMODITY REALT	722005667			8/25/2011		9/4/2012	915	0	1,157					-242
289	PIMCO COMMODITY REALT	722005667			2/8/2012		9/4/2012	15,525	0	15,239					286
290	PIMCO COMMODITY REALT	722005667			2/9/2012		8/30/2012	6,075	0	5,780					295
291	PIMCO INV GRADE CORP BD	722005816			2/9/2012		11/27/2012	623	0	581					42
292	PIMCO INV GRADE CORP BD	722005816			2/9/2012		11/27/2012	673	0	652					21
293	PIMCO EMERGING LOCAL BD	72201F516			2/8/2012		8/30/2012	210	0	217					-7
294	PRAXAIR INC COM	74005P104			7/18/2011		8/30/2012	839	0	853					-14
295	PRAXAIR INC COM	74005P104			7/18/2011		11/27/2012	1,284	0	1,280					4
296	PRAXAIR INC COM	74005P104			8/25/2011		11/27/2012	1,926	0	1,576					350
297	PRAXAIR INC COM	74005P104			10/10/2008		11/27/2012	1,177	0	652					525
298	PROCTER & GAMBLE CO COM	742718109			10/25/2010		8/2/2012	1,268	2	1,277					-7
299	PROCTER & GAMBLE CO COM	742718109			7/18/2011		8/2/2012	3,360	0	3,396					-36
300	PROCTER & GAMBLE CO COM	742718109			2/8/2012		8/2/2012	3,170	0	3,229					-59
301	PROCTER & GAMBLE CO COM	742718109			2/8/2012		8/2/2012	1,395	0	1,402					-7
302	PROCTER & GAMBLE CO COM	742718109			8/25/2011		11/27/2012	1,040	0	942					98
303	PROCTER & GAMBLE CO COM	742718109			2/8/2012		11/27/2012	693	0	637					56
304	PROCTER & GAMBLE CO COM	742718109			11/22/2010		11/27/2012	347	0	337					10
305	PROCTER & GAMBLE CO COM	742718109			10/28/2004		11/27/2012	2,565	0	1,883					682
306	PROCTER & GAMBLE CO COM	742718109			8/14/2011		2/8/2012	615	0	557					58
307	QUALCOMM CORP COM	747525103			6/14/2011		8/30/2012	1,655	0	1,505					150
308	QUALCOMM CORP COM	747525103			6/14/2011		11/27/2012	5,369	0	4,793					576
309	QUALCOMM CORP COM	747525103			4/1/2011		8/30/2012	1,132	0	1,092					40
310	QUANTA SVCS INC COM	74762E102			4/1/2011		11/27/2012	3,979	0	3,979					0
311	QUANTA SVCS INC COM	74762E102			2/9/2012		8/30/2012	29,650	0	28,532					407
312	RIDGEWORTH FD-SHORT TE	76628T811			2/9/2012		11/27/2012	34,173	0	33,968					118
313	RIDGEWORTH FD-SHORT TE	76628T811			2/9/2012		8/30/2012	27,436	0	27,250					186
314	RIDGEWORTH FD-SEIX FLT H	76628T878			2/9/2012		8/30/2012	15,613	0	15,039					574
315	RIDGEWORTH FD-INTERMEDI	76628T702			2/9/2012		8/30/2012	43,280	0	42,750					530
316	RIDGEWORTH FD-INTERMEDI	76628T702			10/10/2007		8/30/2012	21,208	0	19,845					1,363
317	RIDGEWORTH FD-CORE BD	76628T876			12/31/1999		2/9/2012	188,689	0	162,468					26,201
318	RIDGEWORTH FD-CORE BD	76628T876			12/31/2009		2/9/2012	152	0	156					-4
319	RIDGEWORTH FD-CORE BD	76628T876			12/11/2010		2/9/2012	8,839	0	8,777					62
320	RIDGEWORTH FD-CORE BD	76628T876			12/13/2010		2/9/2012	12,076	0	12,065					11
321	SCHLUMBERGER LTD COM	806857108			12/15/2011		2/8/2012	783	0	960					-177
322	SCHLUMBERGER LTD COM	806857108			1/7/2008		8/30/2012	1,218	0	1,631					-413
323	SCHLUMBERGER LTD COM	806857108			1/7/2008		8/30/2012	72	0	90					-18
324	SCHLUMBERGER LTD COM	806857108			1/15/2008		8/30/2012	5,526	0	7,095					-1,569
325	SCHLUMBERGER LTD COM	806857108			7/18/2011		11/27/2012	839	0	1,050					-211
326	SCHRODER US SMALLMID C	80809R204			2/22/2011		2/8/2012	4,567	0	4,526					41
327	SCHRODER US SMALLMID C	80809R204			2/22/2011		9/4/2012	40,530	0	40,334					196
328	SCHRODER US SMALLMID C	80809R204			8/25/2011		2/8/2012	5,718	0	4,824					794
329	SENTINEL SMALL CO-I	81728B825			8/25/2011		9/4/2012	1,567	0	1,434					133
330	SENTINEL SMALL CO-I	81728B825			7/20/2009		9/4/2012	28,377	0	19,224					9,153
331	SENTINEL SMALL CO-I	81728B825			5/12/2010		9/4/2012	26,212	0	22,981					3,231
332	SENTINEL SMALL CO-I	81728B825			8/25/2011		8/30/2012	6,149	0	6,149					0
333	SENTINEL SMALL CO-I	81728B825			2/9/2012		8/30/2012	26,859	0	27,250					-391
334	TEMPLETON GLOBAL BD-ADV	880208400			7/18/2011		2/8/2012	1,332	0	1,314					18
335	TERADATA CORP DEL COM	88076W103			7/18/2011		8/30/2012	1,906	0	1,257					649
336	TERADATA CORP DEL COM	88076W103			7/18/2011		8/30/2012	460	0	297					163
337	TERADATA CORP DEL COM	88076W103			3/18/2011		8/30/2012	460	0	297					163

Amount 7,643 0

Totals Capital Gains/Losses Other sales 1,511,551 0

Gross Sales 1,511,551 0

Cost, Other Basis and Expenses 1,427,368 0

Net Gain or Loss 84,183 0

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

		3,846	1,015	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	1,015	1,015		
2	PY EXCISE TAX DUE	1,005			
3	ESTIMATED EXCISE PAYMENTS	1,826			

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

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	SUNTRUST BANK EQUITIES		2,712,221	2,706,928	3,056,001

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 5 - Decreases not included in Part III, Line 2

1	PY RETURN OF CAPITAL ADJUSTMENT	1	226
2	COST BASIS ADJUSTMENT	2	337
3	Total	3	563

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

Description of Property Sold	CUSIP #	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	359	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses	Amount	
														Long Term CG Distributions	Short Term CG Distributions
85 APPLE INC COM	037633100	8/25/2011	8/30/2012	1,995				1,126	869	76,540	0	0	76,540	0	0
86 APPLE INC COM	037633100	7/18/2011	1/27/2012	8,795				5,482	3,313				3,313		
87 APPLE INC COM	037633100	8/25/2011	1/27/2012	4,691				3,002	1,689				1,689		
88 APPLE INC COM	037633100	1/19/2007	1/27/2012	5,277				2,248	3,029				3,029		
89 AUTODESK INC COM	032769106	7/18/2011	2/8/2012	2,418				1,023	1,395				1,395		
90 AUTODESK INC COM	032769106	8/25/2011	8/24/2012	60				71	-11				-11		
91 AUTODESK INC COM	032769106	8/25/2011	8/24/2012	3,303				2,838	465				465		
92 AUTODESK INC COM	032769106	7/18/2011	2/8/2012	1,481				1,250	231				231		
93 BBAT CORP COM	054937107	7/18/2011	8/30/2012	316				250	66				66		
94 BBAT CORP COM	054937107	8/17/2010	8/30/2012	739				574	165				165		
95 BBAT CORP COM	054937107	8/17/2010	1/27/2012	2,941				2,485	456				456		
96 BANK OF AMERICA CORP COM	060505104	10/28/2008	2/8/2012	1,133				2,125	-992				-992		
97 BANK OF AMERICA CORP COM	060505104	8/30/2009	2/8/2012	481				760	-279				-279		
98 BANK OF AMERICA CORP COM	060505104	8/30/2009	8/30/2012	812				1,373	-561				-561		
99 BANK OF AMERICA CORP COM	060505104	8/30/2009	1/27/2012	1,010				1,373	-363				-363		
100 BANK OF AMERICA CORP COM	060505104	5/28/2009	1/27/2012	2,902				3,264	-362				-362		
101 BANK OF AMERICA CORP COM	060505104	7/18/2011	8/30/2012	1,405				1,460	-55				-55		
102 BAXTER INTL INC COM	071813109	7/18/2011	1/27/2012	1,388				1,277	109				109		
103 BAXTER INTL INC COM	071813109	1/16/2008	1/27/2012	3,235				2,863	372				372		
104 BAXTER INTL INC COM	071813109	2/8/2012	8/30/2012	788				916	-128				-128		
105 BIE AEROSPACE INC COM	073302101	7/18/2011	8/30/2012	2,071				2,089	-18				-18		
106 BIE AEROSPACE INC COM	073302101	7/18/2011	1/27/2012	3,461				2,871	590				590		
107 BIE AEROSPACE INC COM	073302101	7/18/2011	1/27/2012	1,275				1,125	150				150		
108 BIE AEROSPACE INC COM	073302101	5/17/2011	1/27/2012	774				627	147				147		
109 BIE AEROSPACE INC COM	073302101	8/17/2010	1/27/2012	2,799				3,125	-326				-326		
110 BEAM INC COM	126650100	2/8/2012	1/27/2012	1,766				3,008	-1,242				-1,242		
111 CVS CAREMARK CORP COM	126650100	8/27/2012	1/27/2012	3,850				499	3,351				3,351		
112 CVS CAREMARK CORP COM	126650100	8/30/2012	1/27/2012	498				830	-332				-332		
113 CVS CAREMARK CORP COM	126650100	5/22/2007	1/27/2012	986				1,511	-525				-525		
114 CVS CAREMARK CORP COM	126650100	7/18/2011	2/8/2012	172				2,321	-2,149				-2,149		
115 CAMERON INTL CORP COM	13342B105	7/18/2011	8/2/2012	1,323				1,358	-35				-35		
116 CAMERON INTL CORP COM	13342B105	8/18/2011	8/2/2012	2,401				2,256	145				145		
117 CAMERON INTL CORP COM	13342B105	8/18/2011	8/2/2012	2,401				2,256	145				145		
118 CAMERON INTL CORP COM	13342B105	8/18/2011	1/27/2012	1,380				1,197	183				183		
119 CAMERON INTL CORP COM	13342B105	8/18/2011	1/27/2012	1,592				1,165	427				427		
120 CAMERON INTL CORP COM	13342B105	8/17/2010	1/27/2012	3,534				3,056	478				478		
121 CAPITAL ONE FINL CORP COM	14040H105	7/18/2011	8/30/2012	697				582	115				115		
122 CAPITAL ONE FINL CORP COM	14040H105	8/25/2011	1/27/2012	1,393				1,049	344				344		
123 CAPITAL ONE FINL CORP COM	14040H105	2/8/2012	1/27/2012	3,773				3,143	630				630		
124 CAPITAL ONE FINL CORP COM	14040H105	7/18/2011	1/27/2012	1,553				1,775	-222				-222		
125 COACH INC COM	189754104	7/18/2011	8/30/2012	410				460	-50				-50		
126 COACH INC COM	189754104	8/25/2011	1/27/2012	3,455				3,072	383				383		
127 COACH INC COM	189754104	8/25/2011	1/27/2012	585				326	259				259		
128 COACH INC COM	189754104	9/7/2012	8/30/2012	2,589				2,452	137				137		
129 COMCAST CORP COM CL A	20030N101	7/18/2011	8/30/2012	1,203				1,211	-8				-8		
130 DARDEN RESTAURANTS INC COM	231184106	7/18/2011	1/27/2012	903				895	8				8		
131 DARDEN RESTAURANTS INC COM	231184106	8/25/2011	1/27/2012	375				359	16				16		
132 DARDEN RESTAURANTS INC COM	231184106	2/8/2012	1/27/2012	544				539	5				5		
133 DARDEN RESTAURANTS INC COM	231184106	10/14/2010	1/27/2012	1,009				858	151				151		
134 DARDEN RESTAURANTS INC COM	231184106	7/18/2011	2/8/2012	1,891				1,586	305				305		
135 WALT DISNEY CO COM	254687106	7/18/2011	8/30/2012	1,953				1,227	726				726		
136 WALT DISNEY CO COM	254687106	2/8/2012	8/30/2012	1,224				1,175	49				49		
137 WALT DISNEY CO COM	254687106	7/18/2011	9/7/2012	104				78	26				26		
138 WALT DISNEY CO COM	254687106	9/22/2007	9/7/2012	3,779				2,921	858				858		
139 WALT DISNEY CO COM	254687106	7/18/2011	8/30/2012	1,335				1,267	68				68		
140 WALT DISNEY CO COM	254687106	8/25/2011	1/27/2012	6,409				4,704	1,704				1,704		
141 CHEVRON CORP COM	25668100	7/18/2011	1/27/2012	2,367				2,429	-62				-62		
142 WALT DISNEY CO COM	254687106	7/18/2011	2/8/2012	388				374	14				14		
143 CHEVRON CORP COM	25668100	8/25/2011	1/27/2012	2,955				2,429	526				526		
144 EMC CORP MASS COM	256684102	8/25/2011	1/27/2012	2,955				2,429	526				526		
145 CHEVRON CORP COM	25668100	7/18/2011	1/27/2012	2,180				1,730	450				450		
146 CHEVRON CORP COM	256684102	5/22/2007	1/27/2012	2,285				2,325	-40				-40		
147 EMC CORP COM	256684102	7/18/2011	8/30/2012	346				374	-28				-28		
148 EMC CORP COM	256684102	7/18/2011	1/27/2012	806				723	83				83		
149 COACH INC COM	189754104	8/25/2011	1/27/2012	3,167				2,731	436				436		
150 EMC CORP COM	256684102	5/15/2008	1/27/2012	1,336				952	384				384		
151 EMC CORP COM	256684102	3/6/2012	8/30/2012	888				831	57				57		
152 ECOLAB INC COM	278665100	7/18/2011	1/27/2012	4,216				3,562	654				654		
153 ECOLAB INC COM	278665100	3/6/2012	8/30/2012	1,575				1,135	440				440		
154 EMERSON ELEC CO COM	291011104	7/18/2011	8/30/2012	445				496	-51				-51		
155 EMERSON ELEC CO COM	291011104	2/8/2012	1/27/2012	1,138				1,199	-61				-61		
156 EMERSON ELEC CO COM	291011104	5/22/2007	1/27/2012	2,029				1,889	140				140		
157 EMERSON ELEC CO COM	291011104	10/17/2007	8/30/2012	2,098				1,724	374				374		
158 EXPRESS SCRIPTS HLDG CO COM	30219G108	7/18/2011	1/27/2012	679				320	359				359		
159 EXPRESS SCRIPTS HLDG CO COM	30219G108	10/17/2007	8/30/2012	4,614				2,557	2,057				2,057		
160 EXPRESS SCRIPTS HLDG CO COM	30219G108	7/18/2011	1/27/2012	1,234				1,559	-325				-325		
161 FLUOR CORP COM NEW	343412102	8/25/2011	1/27/2012	963				1,018	-128				-128		
162 FLUOR CORP COM NEW	343412102	7/18/2011	1/27/2012	568				714	-146				-146		
163 FLUOR CORP COM NEW	343412102	8/25/2011	1/27/2012	1,337				1,477	-140				-140		
164 FLUOR CORP COM NEW	343412102	1/20/2008	1/27/2012	856				707	149				149		
165 FLOWERVE CORP COM	34354P105	7/18/2011	1/27/2012	1,117				834	283				283		
166 FLOWERVE CORP COM	34354P105	8/25/2011	1/27/2012	2,233				1,361	872				872		
167 F															

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

Long Term CG Distributions		Amount		7.643		0		359		1,427,727		76,540		0		0		0		76,540		76,540	
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses										
169 FREPORT-MCMORAN COPPER & GOL	35671D857		7/18/2011	8/30/2012	831		0	1,326	-485			0	-485										
170 FREPORT-MCMORAN COPPER & GOL	35671D857		7/18/2011	11/27/2012	39		0	55	-16			0	-16										
171 FREPORT-MCMORAN COPPER & GOL	35671D857		8/25/2011	11/27/2012	1,550		0	1,761	-211			0	-211										
172 FREPORT-MCMORAN COPPER & GOL	35671D857		10/10/2008	11/27/2012	348		0	348	427			0	427										
173 GENERAL ELEC CO COM	369604103		5/22/2007	2/8/2012	173		0	338	-165			0	-165										
174 GENERAL ELECTRIC CO COM	369604103		5/22/2007	11/27/2012	6,659		0	11,897	-5,238			0	-5,238										
175 GENERAL MILLS INC COM	370334104		8/17/2011	8/17/2012	12,479		0	11,750	729			0	729										
176 GENERAL MILLS INC COM	370334104		8/25/2011	8/17/2012	614		0	569	25			0	25										
177 GENERAL MILLS INC COM	370334104		10/19/2011	8/17/2012	6,912		0	7,147	-235			0	-235										
178 GENERAL MILLS INC COM	370334104		2/8/2012	8/17/2012	1,574		0	1,602	-28			0	-28										
179 GOOGLE INC CL A COM	38259P508		8/25/2011	11/27/2012	5,373		0	4,175	1,198			0	1,198										
180 GOOGLE INC CL A COM	38259P508		5/22/2007	11/27/2012	2,015		0	1,431	584			0	584										
181 HARTFORD FINL SVCS GROUP INC CO	418515104		4/29/2010	2/8/2012	1,870		0	2,692	-822			0	-822										
182 GOLDMAN SACHS GROUP INC COM	381141G104		6/29/2008	2/8/2012	1,050		0	1,613	-563			0	-563										
183 GOLDMAN SACHS GROUP INC COM	381141G104		1/21/2011	8/30/2012	233		0	332	99			0	99										
184 GOLDMAN SACHS GROUP INC COM	381141G104		1/21/2011	8/30/2012	1,677		0	2,894	-1,217			0	-1,217										
185 GOLDMAN SACHS GROUP INC COM	381141G104		1/21/2011	11/27/2012	4,488		0	6,138	-1,650			0	-1,650										
186 GOOGLE INC CL A COM	38259P508		8/25/2011	2/8/2012	1,930		0	1,965	-35			0	-35										
187 FLOWERVEVE CORP COM	34354P105		2/8/2012	8/30/2012	632		0	570	62			0	62										
188 FLOWERVEVE CORP COM	34354P105		7/18/2011	8/30/2012	885		0	730	155			0	155										
189 GOOGLE INC CL A COM	38259P508		8/25/2011	8/30/2012	2,735		0	2,087	648			0	648										
190 HARTFORD FINL SVCS GROUP INC CO	418515104		4/29/2010	8/30/2012	1,082		0	1,804	-722			0	-722										
191 HARTFORD FINL SVCS GROUP INC CO	418515104		4/29/2010	8/30/2012	2,000		0	2,810	-810			0	-810										
192 HARTFORD FINL SVCS GROUP INC CO	418515104		1/21/2011	11/27/2012	1,958		0	2,587	-629			0	-629										
193 HEWLETT PACKARD CO 1.250% 9/13/	42823B8B8		1/1/19/2010	11/20/2012	49,700		0	50,114	-414			0	-414										
194 HOME DEPOT INC COM	437076102		2/8/2012	8/30/2012	2,600		0	2,075	525			0	525										
195 HOME DEPOT INC COM	437076102		2/8/2012	9/7/2012	1,864		0	2,346	-482			0	-482										
196 HOME DEPOT INC COM	437076102		7/18/2011	9/7/2012	1,864		0	1,180	704			0	704										
197 HOME DEPOT INC COM	437076102		8/30/2008	11/27/2012	5,899		0	2,300	3,599			0	3,599										
198 HOME DEPOT INC COM	437076102		7/18/2011	11/27/2012	1,539		0	858	681			0	681										
199 HOME DEPOT INC COM	437076102		6/30/2008	11/27/2012	834		0	311	523			0	523										
200 HUNT JB TRANSPORT SVCS INC COM	445658107		5/10/2010	1/30/2012	101		0	71	30			0	30										
201 HUNT JB TRANSPORT SVCS INC COM	445658107		7/18/2011	1/30/2012	2,281		0	2,161	120			0	120										
202 HUNT JB TRANSPORT SVCS INC COM	445658107		8/25/2011	1/30/2012	3,295		0	2,523	772			0	772										
203 HUNT JB TRANSPORT SVCS INC COM	445658107		1/23/2009	1/30/2012	659		0	432	227			0	227										
204 HUNT JB TRANSPORT SVCS INC COM	445658107		1/23/2009	2/8/2012	332		0	332	0			0	0										
205 HUNT JB TRANSPORT SVCS INC COM	445658107		1/23/2009	8/30/2012	630		0	399	231			0	231										
206 HUNT JB TRANSPORT SVCS INC COM	445658107		9/28/2009	9/7/2012	12,495		0	7,802	4,693			0	4,693										
207 HUNT JB TRANSPORT SVCS INC COM	445658107		1/23/2009	9/7/2012	1,497		0	964	533			0	533										
208 INTERNATIONAL BUSINESS MACHS CO	459200101		2/8/2012	8/30/2012	1,163		0	1,157	6			0	6										
209 INTERNATIONAL BUSINESS MACHS CO	459200101		8/25/2011	8/30/2012	1,924		0	998	926			0	926										
210 INTERNATIONAL BUSINESS MACHS CO	459200101		8/18/2011	11/27/2012	4,810		0	4,069	741			0	741										
211 INTERNATIONAL BUSINESS MACHS CO	459200101		2/8/2012	8/30/2012	1,863		0	1,708	155			0	155										
212 INTUIT INC COM	461202103		7/18/2011	11/27/2012	2,036		0	1,708	328			0	328										
213 INTUIT INC COM	461202103		2/8/2012	11/27/2012	1,116		0	1,115	1			0	1										
214 INTUIT INC COM	461202103		10/14/2010	11/27/2012	1,513		0	1,225	288			0	288										
215 INTUIT INC COM	461202103		2/14/2006	8/30/2012	2,437		0	2,621	-184			0	-184										
216 JP MORGAN CHASE & CO COM	46925H100		2/14/2006	11/27/2012	7,242		0	7,029	213			0	213										
217 JP MORGAN CHASE & CO COM	46925H100		2/27/2011	9/4/2012	265		0	304	-39			0	-39										
218 JANUS PERKINS SMALL CAP VALUE I	47103C183		7/18/2011	9/4/2012	10,370		0	11,951	-1,581			0	-1,581										
219 JANUS PERKINS SMALL CAP VALUE I	47103C183		5/12/2010	9/4/2012	2,872		0	2,822	50			0	50										
220 JANUS PERKINS SMALL CAP VALUE I	47103C183		5/12/2010	11/27/2012	368		0	368	0			0	0										
221 MACTS INC COM	55618P104		9/12/2010	8/30/2012	2,459		0	2,191	268			0	268										
222 MACTS INC COM	55618P104		10/19/2011	8/30/2012	1,734		0	1,279	455			0	455										
223 MACTS INC COM	55618P104		10/19/2011	9/7/2012	3,594		0	2,826	768			0	768										
224 MACTS INC COM	55618P104		10/19/2011	11/27/2012	1,275		0	952	323			0	323										
225 MACTS INC COM	55618P104		8/9/2011	11/27/2012	4,661		0	2,934	1,727			0	1,727										
226 MACTS INC COM	55618P104		10/29/2010	2/8/2012	36,178		0	42,330	-6,152			0	-6,152										
227 MANNING & NAPIER WORLD OPPTY-A	563821545		10/29/2010	2/8/2012	1,151		0	1,210	-59			0	-59										
228 OCCIDENTAL PETROLEUM CORP COM	674599105		10/29/2010	11/27/2012	3,820		0	3,338	482			0	482										
229 OCCIDENTAL PETROLEUM CORP COM	674599105		10/29/2010	11/27/2012	8,569		0	10,385	-1,816			0	-1,816										
230 MANNING & NAPIER WORLD OPPTY-A	563821545		2/22/2011	2/8/2012	25,606		0	30,996	-5,390			0	-5,390										
231 MANNING & NAPIER WORLD OPPTY-A	563821545		4/18/2011	2/8/2012	44,178		0	42,405	1,773			0	1,773										
232 MANNING & NAPIER WORLD OPPTY-A	563821545		7/18/2011	2/8/2012	39,713		0	42,339	-2,626			0	-2,626										
233 MANNING & NAPIER WORLD OPPTY-A	563821545		5/12/2010	2/8/2012	829		0	769	60			0	60										
234 MATTEL INC COM	577081102		1/30/2012	8/30/2012	1,269		0	1,065	204			0	204										
235 MATTEL INC COM	577081102		1/30/2012	8/30/2012	4,468		0	3,609	859			0	859										
236 MATTEL INC COM	577081102		8/14/2007	2/8/2012	1,153		357	1,511	-358			0	-358										
237 MERCK & CO INC COM	693471505		7/18/2011	2/8/2012	318		0	191	127			0	127										
238 ORACLE CORP COM	66389X105		7/18/2011	8/24/2012	318		0	318	0			0	0										
239 ORACLE CORP COM	66389X105		8/30/2012	11/27/2012	318		0	318	0			0	0										
240 ORACLE CORP COM	66389X105		8/30/2012	11/27/2012	972		0	3,153	-50			0	-50										
241 ORACLE CORP COM	66389X105		8/25/2011	11/27/2012	3,448		0	2,879	569			0	569										
242 PIMCO LOW DURATION-I	693390304		2/9/2012	8/30/2012	4,250		0	4,162	88			0	88										
243 PIMCO FOREIGN BD USS HEDGED-I	693390882		12/1/2006	8/30/2012	13,716		0	13,000	716			0	716										
244 PIMCO FOREIGN BD USS HEDGED-I	693390882		12/1/2006	8/30/2012	5,295		0	5,000	295			0	295										
245 PIMCO FOREIGN BD USS HEDGED-I	693390882		2/9/2012	8/30/2012	18,902		0	18,000	902			0	902										
246 PNC FINL SVCS GROUP INC COM	693471505		1/21/2011	2/8/2012	364		0	363	1			0	1										
247 PNC FINL SVCS GROUP INC COM	693471505		1/21/2011	8/30/2012	3,476		0	3,390	86			0	86										
248 PNC FINL SVCS GROUP INC COM	693471505		1/21/2011	8/30/2012	461		0	466	-5			0	-5										
249 MERCK & CO INC COM	56833Y105		8/6/2007	8/30/2012	1,284		0	1,521	-237			0	-237										
250 MERCK & CO INC COM	56833Y105		1/21/2011	11/27/2012	5,273		0	5,751	-478			0	-478										
251 PNC FINL SVCS GROUP INC COM	693471505		7/22/2011	2/8/2012	218		0	251	-33			0	-33										
252 PACCAR INC COM	693718108						0					0											

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

	<u>Date</u>	<u>Amount</u>
1 Credit from prior year return		1
2 First quarter estimated tax payment	5/9/2012	2 457
3 Second quarter estimated tax payment	6/6/2012	3 457
4 Third quarter estimated tax payment	9/4/2012	4 456
5 Fourth quarter estimated tax payment	12/12/2012	5 456
6 Other payments		6
7 Total		7 1,826

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	SUNTRUST BANKS, INC	X	P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE AS RECD		39,793	0	0
2												
										39,793	0	0

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

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	40,712
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	40,712