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
THE FRANK G. LUMPKIN, JR. FOUNDATION,INC

A Employer identification number
58-2401204

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O. BOX 57

B Telephone number
(706)323-3613

City or town, state, and ZIP code
COLUMBUS, GA 31902

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,314,702.

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

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

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))

			(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	250,000.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	28,825.	28,825.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	30,928.			STATEMENT 1
	b	Gross sales price for all assets on line 6a 646,447.				
	7	Capital gain net income (from Part IV, line 2)		256,404.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total.** Add lines 1 through 11	309,753.	285,229.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	6,000.	3,000.		3,000.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	2,650.	2,650.		0.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 4	4,041.	103.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	10,027.	10,027.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	22,718.	15,780.		3,000.
	25	Contributions, gifts, grants paid	76,000.			76,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	98,718.	15,780.		79,000.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	211,035.			
	b	**Net investment income** (if negative, enter -0-)		269,449.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.**

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	35,382.	110,501.	110,501.
	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			
	7	Other notes and loans receivable ▶			
		Less. allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock STMT 6	957,175.	1,067,345.	1,178,742.
	c	Investments - corporate bonds STMT 7	0.	25,173.	25,459.
	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	992,557.	1,203,019.	1,314,702.
Liabilities	17	Accounts payable and accrued expenses	573.		
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	573.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	991,984.	1,203,019.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	991,984.	1,203,019.	
	31	**Total liabilities and net assets/fund balances**	992,557.	1,203,019.	

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	991,984.
2	Enter amount from Part I, line 27a	2	211,035.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,203,019.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,203,019.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	646,447.		390,043.	256,404.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				256,404.

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 } 2 256,404.

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). If (loss), enter -0- in Part I, line 8 3 N/A

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	5,000.	1,048,157.	.004770
2010	60,000.	1,027,427.	.058398
2009	56,023.	915,975.	.061162
2008	61,878.	1,061,048.	.058318
2007	74,500.	1,368,555.	.054437

2	Total of line 1, column (d)	2	.237085
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	.047417
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,137,256.
5	Multiply line 4 by line 3	5	53,925.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,694.
7	Add lines 5 and 6	7	56,619.
8	Enter qualifying distributions from Part XII, line 4	8	79,000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.

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

1a	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			1	2,694.
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	2,694.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	2,694.
6	Credits/Payments.				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,000.		
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	1,000.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	32.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	1,726.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be. **Credited to 2013 estimated tax** ▶ | **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	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?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
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.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA			
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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 8	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FRANK G. LUMPKIN, III Telephone no. ▶ (706)323-3613

Located at ▶ 1401 WYNNTON RD., COLUMBUS, GA ZIP+4 ▶ 31906

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly).

- (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No
- (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No
- (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No
- (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No
- (6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No

			Yes	No
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):

a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No

If "Yes," list the years ▶ ____, ____, ____, ____

			Yes	No
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) N/A	2b		

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here

▶ ____, ____, ____, ____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

			Yes	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.)* N/A	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)? ☐ 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)? N/A | 5b | | |

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? | 6b | | X |

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 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.

(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
FRANK G. LUMPKIN, III 1401 WYNNTON RD. COLUMBUS, GA 31906	CHAIRMAN OF BOARD 1.00	3,000.	0.	0.
KAY M. SMITH 1401 WYNNTON RD. COLUMBUS, GA 31906	SECRETARY 1.00	3,000.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2012)

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12-05-12

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	1,102,714.
b	Average of monthly cash balances	1b	51,861.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,154,575.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,154,575.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	17,319.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,137,256.
6	**Minimum investment return.** Enter 5% of line 5	6	56,863.

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)

1	Minimum investment return from Part X, line 6	1	56,863.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a 2,694.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	2,694.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	54,169.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	54,169.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	54,169.

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	79,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
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	79,000.
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	5	2,694.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	76,306.

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				54,169.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			30,538.	
b Total for prior years ______ , ______ , ______		0.		
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 ▶ $ 79,000.				
a Applied to 2011, but not more than line 2a			30,538.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				48,462.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				5,707.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Form **990-PF** (2012)

223581
12-05-12

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)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter. (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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.

NONE

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

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

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

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

c Any submission deadlines·

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MIDTOWN, INC. 1236 WILDWOOD AVE. COLUMBUS, GA 31906	NONE	PUBLIC CHARITY	HISTORIC PRESERVATION	2,000.
BOY SCOUTS OF AMERICA 1710 BUENA VISTA RD. COLUMBUS, GA 31906	NONE	PUBLIC CHARITY	YOUTH DEVELOPMENT	1,500.
NATIONAL INFANTRY MUSEUM 1775 LEGACY WAY COLUMBUS, GA 31905	NONE	PUBLIC CHARITY	INFANTRY MUSEUM	72,000.
JORDAN HIGH SCHOOL ALUMNI HALL 3200 HOWARD AVE. COLUMBUS, GA 31904	NONE	PUBLIC CHARITY	EDUCATION	500.
Total			▶ 3a	76,000.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	28,825.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	30,928.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		59,753.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 59,753.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

223621
12-05-12

Form 990-PF (2012)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee	Date	Title
	4/30/13	CHAIRMAN OF BOARD

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ROBERT L. GRIFFIN, CPA	ROBERT L. GRIFFIN	4-30-13		P00276673

Firm's name ▶ ROBINSON, GRIMES & COMPANY, P.C.

Firm's EIN ▶ 58-1374304

Firm's address ▶ P.O. BOX 4299
COLUMBUS, GA 31914

Phone no 706-324-5435

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
THE FRANK G. LUMPKIN, JR. FOUNDATION, INC	58-2401204

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
THE FRANK G. LUMPKIN, JR. FOUNDATION,INC	58-2401204

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JULIA W. LUMPKIN P.O. BOX 1340 COLUMBUS, GA 31902	$ 249,985.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	JULIA W. LUMPKIN P.O. BOX 1340 COLUMBUS, GA 31902	$ 15.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THE FRANK G. LUMPKIN, JR. FOUNDATION,INC	58-2401204

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	2,883 SHARES MCDONALDS CORP.	$ 249,985.	10/26/12

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
THE FRANK G. LUMPKIN, JR. FOUNDATION,INC	58-2401204

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of $1,000 or less for the year (Enter this information once.) ▶ $ ____________

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

CONTINUATION FOR 990-PF, PART IV
THE FRANK G. LUMPKIN, JR. FOUNDATION,INC 58-2401204 PAGE 1 OF 1

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	SUNTRUST ACCT.-SEE DETAIL	P	VARIOUS	12/31/12
b	MORGAN STANLEY #10721-SEE DETAILS	P	VARIOUS	12/31/12
c	MORGAN STANLEY #10721-SEE DETAILS	P	VARIOUS	12/31/12
d	MORGAN STANLEY #108610-SEE DETAILS	P	VARIOUS	12/31/12
e	MORGAN STANLEY #108610-SEE DETAILS	P	VARIOUS	12/31/12
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	142,849.		137,696.	5,153.
b	10,413.		9,878.	535.
c	105,362.		92,483.	12,879.
d	22,185.		20,342.	1,843.
e	364,907.		129,644.	235,263.
f	731.			731.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				5,153.
b				535.
c				12,879.
d				1,843.
e				235,263.
f				731.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	256,404.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

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05-01-12

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SUNTRUST ACCT.-SEE DETAIL	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
142,849.	137,696.	0.	0.	5,153.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN STANLEY #10721-SEE DETAILS	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,413.	9,878.	0.	0.	535.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN STANLEY #10721-SEE DETAILS	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
105,362.	97,527.	0.	0.	7,835.

Investment Sales and Maturities

DATE	DESCRIPTION	NO. OF SHARES/PAR VALUE	TAX COST BASIS	PROCEEDS	REALIZED GAIN/LOSS
2/7 /2012	SOLD 117.992 SHARES OF FEDERATED STRATEGIC VALUE-I TRADE DATE 2/6/12 TAXABLE TO FEDERAL AND STATE 117.992 SHARES AT $4.78	117.99	-547.48	564.00	16.52
2/7 /2012	SOLD 2,906.156 SHARES OF MANNING & NAPIER WORLD OPPTYS-A TRADE DATE 2/6/12 TAXABLE TO FEDERAL AND STATE 2,906.156 SHARES AT $7.31	2,906.16	-25,654.39	21,244.00	-4,410.39
2/7 /2012	SOLD 26.554 SHARES OF SCHRODER US SMALL/MID CAP OPPTY-I TRADE DATE 2/6/12 TAXABLE TO FEDERAL AND STATE 26.554 SHARES AT $12.39	26.55	-327.41	329.00	1.59

Investment Sales and Maturities - *continued*

DATE	DESCRIPTION	NO OF SHARES/PAR VALUE	TAX COST BASIS	PROCEEDS	REALIZED GAIN/LOSS
8/7 /2012	SOLD 937.438 SHARES OF ABERDEEN EQUITY LONG SHORT-I TRADE DATE 8/6/12 TAXABLE TO FEDERAL AND STATE 937.438 SHARES AT $11.38	937.44	-10,800.31	10,668.04	-132 27
8/7 /2012	SOLD 731.907 SHARES OF FEDERATED STRATEGIC VALUE-I TRADE DATE 8/6/12 TAXABLE TO FEDERAL AND STATE 731.907 SHARES AT $5.14	731.91	-3,396.05	3,762.00	365.95
8/7 /2012	SOLD 987.85 SHARES OF FORUM ABSOLUTE STRATEGIES-I TRADE DATE 8/6/12 TAXABLE TO FEDERAL AND STATE 987.85 SHARES AT $11.22	987.85	-10,065.03	11,083.68	1,018 65
8/7 /2012	SOLD 8.204 SHARES OF HARBOR CAP APPRECIATION-I TRADE DATE 8/6/12 TAXABLE TO FEDERAL AND STATE 8.204 SHARES AT $41.32	8.20	-333.49	339.00	5.51
8/7 /2012	SOLD 29.862 SHARES OF T ROWE PRICE INSTL LARGE-CAP GRWTH-I TRADE DATE 8/6/12 TAXABLE TO FEDERAL AND STATE 29 862 SHARES AT $18.15	29.86	-532.74	542.00	9.26
8/7 /2012	SOLD 392.293 SHARES OF JANUS PERKINS SMALL CAP VALUE-I TRADE DATE 8/6/12 TAXABLE TO FEDERAL AND STATE 392.293 SHARES AT $20.89	392.29	-8,426.66	8,195.00	-231.66
8/7 /2012	SOLD 1,565.141 SHARES OF PIMCO COMMODITY REALRTN STRATEGY-I TRADE DATE 8/6/12 TAXABLE TO FEDERAL AND STATE 1,565.141 SHARES AT $6.84	1,565.14	-10,145.19	10,705.56	560.37

Investment Sales and Maturities - *continued*

DATE	DESCRIPTION	NO OF SHARES/PAR VALUE	TAX COST BASIS	PROCEEDS	REALIZED GAIN/LOSS
8/7 /2012	SOLD 1,340.403 SHARES OF RIDGEWORTH FD-LARGECAP VAL EQTY#RGD4 TRADE DATE 8/6/12 TAXABLE TO FEDERAL AND STATE 1,340.403 SHARES AT $13.39	1,340.40	-17,305.09	17,948.00	642.91
8/7 /2012	SOLD 436 21 SHARES OF SCHRODER US SMALL/MID CAP OPPTY-I TRADE DATE 8/6/12 TAXABLE TO FEDERAL AND STATE 436.21 SHARES AT $12.18	436.21	-5,358.80	5,313.04	-45.76
9/5 /2012	SOLD 1,754 147 SHARES OF SENTINEL SMALL CO-I TRADE DATE 9/4/12 TAXABLE TO FEDERAL AND STATE 1,754.147 SHARES AT $8.03	1,754.15	-10,442.37	14,085 80	3,643 43
11/20/2012	SOLD 2,462.348 SHARES OF FEDERATED STRATEGIC VALUE-I TRADE DATE 11/19/12 TAXABLE TO FEDERAL AND STATE 2,462.348 SHARES AT $4.94	2,462.35	-11,119.99	12,164.00	1,044.01
11/20/2012	SOLD 293.256 SHARES OF HARBOR CAP APPRECIATION-I TRADE DATE 11/19/12 TAXABLE TO FEDERAL AND STATE 293.256 SHARES AT $41.22	293.26	-11,710.12	12,088.00	377.88
11/20/2012	SOLD 678.328 SHARES OF T ROWE PRICE INSTL LARGE-CAP GRWTH-I TRADE DATE 11/19/12 TAXABLE TO FEDERAL AND STATE 678.328 SHARES AT $18.18	678.33	-10,284.21	12,332.00	2,047.79
11/20/2012	SOLD 7.544 SHARES OF JANUS PERKINS SMALL CAP VALUE-I TRADE DATE 11/19/12 TAXABLE TO FEDERAL AND STATE 7.544 SHARES AT $21.21	7.54	-150.05	160.00	9.95

Investment Sales and Maturities - *continued*

DATE	DESCRIPTION	NO OF SHARES/PAR VALUE	TAX COST BASIS	PROCEEDS	REALIZED GAIN/LOSS
11/20/2012	SOLD 17.678 SHARES OF NEUBERGER BERMAN HIGH INCOME BD-I TRADE DATE 11/19/12 TAXABLE TO FEDERAL AND STATE 17.678 SHARES AT $9.39	17.68	-166.00	166.00	0.00
11/20/2012	SOLD 84.302 SHARES OF RIDGEWORTH FD-LARGECAP VAL EQTY#RGD4 TRADE DATE 11/19/12 TAXABLE TO FEDERAL AND STATE 84.302 SHARES AT $13.76	84.30	-930.69	1,160.00	229.31
Total Investment Sales and Maturities			-$137,696.07	$142,849.12	$5,153.05

2012 Year End Summary

THE FRANK G. LUMPKIN,JR.
Account Number 437-10721-19 313

Details of Short Term Gain (Loss) 2012

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	70	ALBEMARLE CORP	11/08/11	02/17/12	$ 4,660.52	$ 3,753.57		$ 906.95
125000050	105	ILLINOIS TOOL WORKS INC	05/09/11	04/10/12	5,752.27	6,124.42	(372.15)	
Total					**$ 10,412.79**	**$ 9,877.99**	**($ 372.15)**	**$ 906.95**

Details of Long Term Gain (Loss) 2012

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000020	25	AMBAC FINL GROUP INC	06/21/02	01/04/12	$ .63	$ 1,775.25	($ 1,774.62)	
	150		11/12/02		3.78	8,676.00	(8,672.22)	
	100		08/24/07		2.52	6,334.42	(6,331.90)	
	275		11/08/07		6.92	6,533.31	(6,526.39)	
125000030	175	CULLEN FROST BANKERS INC	04/14/09	03/26/12	10,324.93	8,608.25		1,716.68
	75		08/06/09		4,424.97	3,780.75		644.22
	140		03/18/11		8,259.95	8,152.20		107.75
125000040	90	GENUINE PARTS CO	11/06/07	01/04/12	5,575.53	4,403.81		1,171.72
125000050	275	ILLINOIS TOOL WORKS INC	06/10/09	04/10/12	15,065.48	10,203.99		4,861.49
125000060	180	INTEL CORP CGMI AND/OR ITS AFFILIATES	10/27/09	02/17/12	4,876.13	3,582.70		1,293.43
125000070	125	INTL BUSINESS MACHINES CORP	10/06/05	01/18/12	22,609.76	9,961.25		12,648.51
125000080	75	LINEAR TECHNOLOGY CORPORATION CGMI AND/OR ITS AFFILIATES	01/30/07	02/17/12	2,573.95	2,301.42		272.53
125000090	120	MERCK & CO INC NEW		01/04/12	4,560.17	600.04		3,960.13
125000100	50	PEPSICO INC	03/05/07	01/04/12	3,307.43	3,152.50		154.93
125000110	60	PROCTER & GAMBLE CO	05/23/07	01/04/12	3,995.38	3,788.41		206.97

2012 YEAR END SUMMARY

THE FRANK G. LUMPKIN,JR.

Account Number 437-10721-19 313

Details of Long Term Gain (Loss) 2012 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000120	475	WOLVERINE WORLD-WIDE INC	12/13/05	04/30/12	$ 19,774.13	$ 10,628.46		$ 9,145.67
Total					$ 105,361.66	$ 92,482.76	($ 23,305.13)	$ 36,184.03

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN STANLEY #108610-SEE DETAILS	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
22,185.	20,342.	0.	0.	1,843.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN STANLEY #108610-SEE DETAILS	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
364,907.	350,076.	0.	0.	14,831.

CAPITAL GAINS DIVIDENDS FROM PART IV	731.
TOTAL TO FORM 990-PF, PART I, LINE 6A	30,928.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
#437-10721 MORGAN STANLEY	6,721.	0.	6,721.
#437-108610 MORGAN STANLEY	16,439.	0.	16,439.
SUNTRUST ACCT.	6,396.	731.	5,665.
TOTAL TO FM 990-PF, PART I, LN 4	29,556.	731.	28,825.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	2,650.	2,650.		0.
TO FORM 990-PF, PG 1, LN 16B	2,650.	2,650.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX-A/C #10721	30.	30.		0.
2011 EXCISE TAX	2,880.	0.		0.
FOREIGN TAX-A/C #108610	73.	73.		0.
2012 EXCISE TAX	1,000.	0.		0.
2011 EXCISE TAX	58.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,041.	103.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CORP REGIS.	75.	75.		0.
MANAGEMENT FEES-MORGAN STANLEY #10721	1,722.	1,722.		0.
MANAGEMENT FEES-SUNTRUST	4,517.	4,517.		0.
MGT FEES-MORGAN STANLEY #108610	3,713.	3,713.		0.
TO FORM 990-PF, PG 1, LN 23	10,027.	10,027.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SUNTRUST ACCT.- COMMON STOCK (SEE DETAIL)	263,217.	301,464.
MORGAN STANLEY ACCT. #437-106810 (SEE DETAIL)	713,651.	839,564.
542 MERCK & CO.	25,493.	0.
SUNTRUST-MUTUAL FUNDS-SEE DETAIL	36,198.	37,714.
333 MCDONALDS CORP	28,786.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,067,345.	1,178,742.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SUNTRUST ACCT.-BONDS	25,173.	25,459.
TOTAL TO FORM 990-PF, PART II, LINE 10C	25,173.	25,459.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10 STATEMENT 8

NAME OF CONTRIBUTOR	ADDRESS
JULIA W. LUMPKIN	P.O. BOX 1340 COLUMBUS, GA 31902

Statement Period
December 1 , 2012 - December 31, 2012

Account Number
1701853

INV/ADV FRANK G LUMPKIN JR FDN

Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
Bonds								
NEUBERGER BERMAN INCOME FDS HIGH INCOME BD FD CL INSTL	1,909.798	9.480	18,104.89	4.61	17,933.00	1,130	91.12	6.24
PIMCO FDS EMERGING LOCAL BD FD INSTL CL	669.750	10.980	7,353.86	1.87	7,240.00	318	1.74	4.33
Total Bonds			**$25,458.75**	**6.48%**	**$25,173.00**	**$1,448**	**$92.86**	**5.69%**
Common Stocks								
FEDERATED EQUITY FDS STRATEGIC VALUE FD CL INSTL	7,376.402	4.990	36,808.25	9.37	32,596.33	1,467	0.00	3.99
HARBOR FD CAP APPRECIATION FD INSTL CL	1,115.604	42.520	47,435.48	12.07	42,370.65	188	0.00	0.40

Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
***Common Stocks** - continued*								
JANUS FDS PERKINS SMALL CAP VALUE FD CL I	342.556	21.050	7,210.80	1.83	6,813.44	110	0.00	1.53
MANNING & NAPIER FDS' WORLD OPPTYS SER CL A	7,323.677	7.750	56,758.50	14.44	56,478.09	886	0.00	1.56
OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y	1,086.069	34.880	37,882.09	9.64	34,399.12	270	0.00	0.71
PRICE T ROWE FDS LARGE-CAP GROWTH FD INSTL CL	2,528.706	18.880	47,741.97	12.15	34,643.27	177	0.00	0.37
RIDGEWORTH FD-LARGECAP VALUE EQUITY I SHS #RGD4	3,711.938	14.210	52,746.64	13.42	40,979.80	968	0.00	1.84
T ROWE PRICE FDS DIVERSIFIED SMALL CAP GROWTH FD	853.201	17.440	14,879.83	3.79	14,936.32	0	0.00	0.00
Total Common Stocks			**$301,463.56**	**76.71%**	**$263,217.02**	**$4,069**	**$0.00**	**1.34%**
Other								
WASATCH FDS LONG/SHORT FD	2,707.405	13.930	37,714.15	9.60	36,198.00	59	0.00	0.16
Total Other			**$37,714.15**	**9.60%**	**$36,198.00**	**$59**	**$0.00**	**0.15%**

Holdings

Investment Management Services Active Assets Account
437-108610-313

THE FRANK G. LUMPKIN,JR.
FOUNDATION INC.

This section reflects the impact of positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month. Please see the "Unsettled Purchases/Sales Activity" section for more information.
The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the statement period indicated, which may not reflect the value that could actually be obtained in the market. See "Pricing of Securities" in the Expanded Disclosures. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date.
Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates. Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment. It does not reflect changes in its price, which may fluctuate.
Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column. Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest. If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosures.
New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Expanded Disclosures for additional information.

CASH, DEPOSITS AND MONEY MARKET FUNDS

Cash, Deposits and Money Market Funds are generally displayed on a settlement date basis. However, Global Currency Deposits may include both settled and unsettled positions Estimated Annual Income, Accrued Interest and APY% will only be displayed for fully settled positions In the event, all or a portion of a Global Currency Deposit position is unsettled as of month end, this data will not be available.

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
CASH	$142.59			
MS AAA INSTL MONEY TRUST	81,984.79	73.79	0.090	—

	Percentage of Assets %	Market Value	Estimated Annual Income Accrued Interest
CASH, DEPOSITS AND MONEY MARKET FUNDS	8.9%	$82,127.38	$73.79 $0.00

Money market funds seek to maintain a share price of $1.00, therefore the dollar amounts listed equal the number of shares. Additional information concerning these transactions is available upon request. For more information about the pricing of Money Market Funds, please see the Expanded Disclosures.
The money market funds reflected above include the balances in your automatic sweep feature, if any, and may include other money market funds that have been purchased in your account.

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ACE LTD (ACE)	5/31/11	250.000	$68.874	$17,218.50	$19,950.00	$2,731.50 LT		
	11/14/12	70.000	76.660	5,366.20	5,586.00	219.80 ST		
	Total	320.000		22,584.70	25,536.00	2,731.50 LT 219.80 ST	627.20	2.45

Share Price: $79.800; Next Dividend Payable 03/2013

CONTINUED

Holdings

Investment Management Services Active Assets Account
437-108610-313

THE FRANK G. LUMPKIN,JR.
FOUNDATION INC.

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AIR PROD & CHEM INC (APD)	6/8/11	220.000	90.624	19,937.28	18,484.40	(1,452.88) LT	563.20	3.04
Share Price. $84.020; Next Dividend Payable 02/11/13								
ALBEMARLE CORPORATION (ALB)	11/8/11	310.000	53.622	16,622.94	19,257.20	2,634.26 LT	248.00	1.28
Share Price: $62.120, Next Dividend Payable 01/01/13								
AMERICAN EXPRESS CO (AXP)	3/27/12	280.000	58.368	16,342.99	16,094.40	(248.59) ST		
	11/14/12	170.000	54.100	9,197.00	9,771.60	574.60 ST		
	Total	450.000		25,539.99	25,866.00	326.01 ST	360.00	1.39
Share Price: $57.480; Next Dividend Payable 02/2013								
AT&T INC (T)	10/6/05	365.000	23.326	8,513.96	12,304.15	3,790.19 LT		
	5/6/10	150.000	25.449	3,817.40	5,056.50	1,239.10 LT		
	5/9/11	125.000	31.197	3,899.66	4,213.75	314.09 LT		
	11/14/12	130.000	34.110	4,434.30	4,382.30	(52.00) ST		
	Total	770.000		20,665.32	25,956.70	5,343.38 LT (52.00) ST	1,386.00	5.33
Share Price: $33.710; Next Dividend Payable 02/2013								
BAXTER INTL INC (BAX)	9/13/12	300.000	60.411	18,123.27	19,998.00	1,874.73 ST		
	11/14/12	90.000	65.430	5,888.70	5,999.40	110.70 ST		
	Total	390.000		24,011.97	25,997.40	1,985.43 ST	702.00	2.70
Share Price: $66.660; Next Dividend Payable 01/03/13								
BLACKROCK INC (BLK)	1/4/12	90.000	177.948	16,015.34	18,603.90	2,588.56 ST		
	11/14/12	40.000	187.290	7,491.60	8,268.40	776.80 ST		
	Total	130.000		23,506.94	26,872.30	3,365.36 ST	780.00	2.90
Share Price: $206.710, Next Dividend Payable 03/2013								
CHEVRON CORP (CVX)	8/22/02	135.000	39.090	5,277.15	14,598.90	9,321.75 LT		
	11/14/12	100.000	103.220	10,322.00	10,814.00	492.00 ST		
	Total	235.000		15,599.15	25,412.90	9,321.75 LT 492.00 ST	846.00	3.32
Share Price: $108.140; Next Dividend Payable 03/2013								
DARDEN RESTAURANTS (DRI)	4/10/12	400.000	48.907	19,562.76	18,028.00	(1,534.76) ST		
	11/14/12	160.000	50.881	8,140.98	7,211.20	(929.78) ST		
	Total	560.000		27,703.74	25,239.20	(2,464.54) ST	1,120.00	4.43
Share Price: $45.070; Next Dividend Payable 02/2013								

CONTINUED

Holdings

Investment Management Services Active Assets Account
437-108610-313

THE FRANK G. LUMPKIN,JR.
FOUNDATION INC.

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ELI LILLY & CO (LLY)	2/10/10	350.000	34.148	11,951.63	17,262.00	5,310.37 LT		
	5/9/11	210.000	38.626	8,111.52	10,357.20	2,245.68 LT		
	Total	560.000		20,063.15	27,619.20	7,556.05 LT	1,097.60	3.97
Share Price: $49.320, Next Dividend Payable 03/2013								
ENERGEN CORP (EGN)	9/28/11	400.000	44.195	17,677.92	18,036.00	358.08 LT	224.00	1.24
Share Price. $45.090; Next Dividend Payable 03/2013								
ENSCO PLC CLASS A (ESV)	5/12/11	170.000	55.019	9,353.29	10,077.60	724.31 LT		
	11/14/12	260.000	54.506	14,171.61	15,412.80	1,241.19 ST		
	Total	430.000		23,524.90	25,490.40	724.31 LT 1,241.19 ST	645.00	2.53
Share Price. $59.280; Next Dividend Payable 03/2013								
EXXON MOBIL CORP (XOM)	8/4/03	145.000	35.470	5,143.15	12,549.75	7,406.60 LT		
	9/29/10	75.000	61.740	4,630.50	6,491.25	1,860.75 LT		
	11/14/12	80.000	86.730	6,938.40	6,924.00	(14.40) ST		
	Total	300.000		16,712.05	25,965.00	9,267.35 LT (14.40) ST	684.00	2.63
Share Price. $86.550; Next Dividend Payable 03/2013								
GENL DYNAMICS CORP (GD)	4/30/03	200.000	31.120	6,224.00	13,854.00	7,630.00 LT		
	4/18/11	100.000	70.786	7,078.58	6,927.00	(151.58) LT		
	Total	300.000		13,302.58	20,781.00	7,478.42 LT	612.00	2.94
Share Price: $69.270, Next Dividend Payable 03/2013								
GENUINE PARTS CO (GPC)	11/6/07	165.000	48.931	8,073.65	10,490.70	2,417.05 LT		
	4/18/11	95.000	51.720	4,913.40	6,040.10	1,126.70 LT		
	11/14/12	140.000	60.493	8,469.01	8,901.20	432.19 ST		
	Total	400.000		21,456.06	25,432.00	3,543.75 LT 432.19 ST	792.00	3.11
Share Price. $63.580; Next Dividend Payable 01/02/13								
GREIF BROS CORP CL A (GEF)	3/28/11	300.000	64.985	19,495.44	13,350.00	(6,145.44) LT		
	5/9/11	50.000	62.870	3,143.50	2,225.00	(918.50) LT		

CONTINUED

Security Mark at Right

Holdings

Investment Management Services Active Assets Account
437-108610-313

THE FRANK G. LUMPKIN,JR.
FOUNDATION INC.

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	350.000		22,638.94	**15,575.00**	(7,063.94) LT	588.00	3.77
Share Price: $44.500; Next Dividend Payable 03/2013								
HELMERICH & PAYNE (HP)	9/26/12	280.000	45.962	12,869.41	15,682.80	2,813.39 ST		
	11/14/12	180.000	47.019	8,463.40	10,081.80	1,618.40 ST		
	Total	460.000		21,332.81	**25,764.60**	4,431.79 ST	276.00	1.07
Share Price: $56.010; Next Dividend Payable 02/2013								
JOHNSON & JOHNSON (JNJ)	6/28/02	75.000	53.610	4,020.75	5,257.50	1,236.75 LT		
	8/22/02	100.000	55.770	5,577.00	7,010.00	1,433.00 LT		
	9/29/10	75.000	62.330	4,674.75	5,257.50	582.75 LT		
	Total	250.000		14,272.50	**17,525.00**	3,252.50 LT	610.00	3.48
Share Price. $70.100; Next Dividend Payable 03/2013								
LINEAR TECHNOLOGY CORPORATION (LLTC)	1/30/07	400.000	30.686	12,274.24	13,720.00	1,445.76 LT		
	3/18/11	220.000	32.416	7,131.48	7,546.00	414.52 LT		
	Total	620.000		19,405.72	**21,266.00**	1,860.28 LT	644.80	3.03
Share Price. $34.300, Next Dividend Payable 03/2013								
MC DONALDS CORP (MCD)	2/6/70	333.000	0.266	88.58	**29,373.93**	29,285.35 LT 1	1,025.64	3.49
Share Price. $88.210; Next Dividend Payable 03/2013								
MDC HOLDINGS INC (MDC)	12/19/12	560.000	37.323	20,901.05	**20,585.60**	(315.45) ST	560.00	2.72
Share Price: $36.760; Next Dividend Payable 03/2013								
MERCK & CO INC NEW COM (MRK)	—	542.000	—	Please Provide	**22,189.48**	N/A	932.24	4.20
Share Price. $40.940; Next Dividend Payable 01/08/13								
MICROSOFT CORP (MSFT)	1/23/12	580.000	29.657	17,200.82	15,491.62	(1,709.20) ST		
	11/14/12	360.000	27.030	9,730.80	9,615.48	(115.32) ST		
	Total	940.000		26,931.62	**25,107.11**	(1,824.52) ST	864.80	3.44
Share Price: $26.710; Next Dividend Payable 03/2013								
OMNICOM GROUP (OMC)	2/15/11	300.000	48.491	14,547.33	14,988.00	440.67 LT		
	3/18/11	170.000	47.703	8,109.44	8,493.20	383.76 LT		
	Total	470.000		22,656.77	**23,481.20**	824.43 LT	564.00	2.40
Share Price: $49.960; Next Dividend Payable 03/2013								
PARTNERRE HLDGS (PRE)	10/1/08	135.000	66.017	8,912.23	10,866.15	1,953.92 LT		
	3/10/11	125.000	77.424	9,678.00	10,061.25	383.25 LT		
	11/14/12	60.000	78.760	4,725.60	4,829.40	103.80 ST		

CONTINUED

Holdings

Investment Management Services Active Assets Account
437-108610-313

THE FRANK G. LUMPKIN,JR.
FOUNDATION INC.

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	320.000		23,315.83	25,756.80	2,337.17 LT 103.80 ST	793.60	3.08
Share Price: $80.490, Next Dividend Payable 02/2013								
PAYCHEX INC (PAYX)	5/6/10	500.000	30.254	15,126.90	15,550.00	423.10 LT		
	10/19/10	50.000	27.469	1,373.44	1,555.00	181.56 LT		
	4/18/11	130.000	31.676	4,117.87	4,043.00	(74.87) LT		
	11/14/12	220.000	31.710	6,976.20	6,842.00	(134.20) ST		
	Total	900.000		27,594.41	27,990.00	529.79 LT (134.20) ST	1,188.00	4.24
Share Price. $31.100, Next Dividend Payable 03/2013								
PROCTER & GAMBLE (PG)	5/23/07	140.000	63.140	8,839.61	9,504.60	664.99 LT		
	9/29/10	50.000	60.540	3,027.00	3,394.50	367.50 LT		
	3/18/11	120.000	60.750	7,290.00	8,146.80	856.80 LT		
	Total	310.000		19,156.61	21,045.90	1,889.29 LT	696.88	3.31
Share Price: $67.890; Next Dividend Payable 02/2013								
STRYKER CORP (SYK)	3/28/08	175.000	65.987	11,547.80	9,593.50	(1,954.30) LT		
	1/13/10	75.000	55.520	4,164.00	4,111.50	(52.50) LT		
	9/29/10	50.000	49.740	2,487.00	2,741.00	254.00 LT		
	5/9/11	60.000	60.050	3,603.00	3,289.20	(313.80) LT		
	Total	360.000		21,801.80	19,735.20	(2,066.60) LT	381.60	1.93
Share Price: $54.820; Next Dividend Payable 01/31/13								
T ROWE PRICE GROUP INC (TROW)	2/28/08	225.000	52.353	11,779.45	14,651.34	2,871.89 LT		
	11/14/12	170.000	63.560	10,805.20	11,069.90	264.70 ST		
	Total	395.000		22,584.65	25,721.25	2,871.89 LT 264.70 ST	537.20	2.08
Share Price: $65.117; Next Dividend Payable 03/2013								
TARGET CORPORATION (TGT)	10/19/10	300.000	53.777	16,132.95	17,751.00	1,618.05 LT		
	3/18/11	140.000	50.028	7,003.89	8,283.80	1,279.91 LT		
	Total	440.000		23,136.84	26,034.80	2,897.96 LT	633.60	2.43
Share Price: $59.170, Next Dividend Payable 03/2013								
TEXAS INSTRUMENTS (TXN)	7/20/12	750.000	27.458	20,593.43	23,167.50	2,574.07 ST	630.00	2.71
Share Price: $30.890; Next Dividend Payable 02/2013								

CONTINUED

Holdings

Investment Management Services Active Assets Account
437-108610-313

THE FRANK G. LUMPKIN,JR.
FOUNDATION INC.

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
UNITED PARCEL SERVICE INC CL-B (UPS)	5/11/09	115.000	55.947	6,433.91	8,478.95	2,045.04 LT		
	9/29/10	50.000	66.650	3,332.50	3,686.50	354.00 LT		
	4/18/11	75.000	71.840	5,388.00	5,529.75	141.75 LT		
	11/14/12	100.000	71.110	7,111.00	7,373.00	262.00 ST		
	Total	340.000		22,265.41	**25,068.20**	2,540.79 LT 262.00 ST	775.20	3.09
Share Price: $73.730; Next Dividend Payable 03/2013								
W W GRAINGER INC (GWW)	8/31/05	30.000	63.181	1,895.44	6,071.10	4,175.66 LT		
	3/18/11	60.000	136.250	8,175.00	12,142.20	3,967.20 LT		
	11/14/12	40.000	190.550	7,622.00	8,094.80	472.80 ST		
	Total	130.000		17,692.44	**26,308.10**	8,142.86 LT 472.80 ST	416.00	1.58
Share Price. $202.370; Next Dividend Payable 03/2013								
WALGREEN CO (WAG)	12/18/12	750.000	37.491	28,118.40	**27,757.50**	(360.90) ST	825.00	2.97
Share Price: $37.010; Next Dividend Payable 03/2013								
WILLIS GROUP HOLDINGS PLC (WSH)	7/19/12	530.000	37.405	19,824.54	17,770.90	(2,053.64) ST		
	11/14/12	310.000	33.647	10,430.42	10,394.30	(36.12) ST		
	Total	840.000		30,254.96	**28,165.20**	(2,089.76) ST	907.20	3.22
Share Price: $33.530; Next Dividend Payable 01/15/13								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
STOCKS	91.1%	$713,651.46	$839,564.07	$94,807.74 LT $8,915.37 ST	$24,536.76 $0.00	2.92%

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	$713,651.46	$921,691.45	$94,807.74 LT $8,915.37 ST	$24,610.55 $0.00	2.67%

TOTAL VALUE (includes accrued interest)	$921,691.45

1 - This information reflects your requested adjustments to the transaction details.

Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available. Cash, MMF, Deposits and positions stating 'Please Provide' are not included.