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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 TRUSTEE BRIGHT WINGS FNDTN U/A		A Employer identification number 58-6346253
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) (404) 813-9304
City or town, state, and ZIP code ORLANDO FL 32802-1908		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) ▶ \$ 2,132,329	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	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) (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 ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	36,379	43,465		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	167,837			
	b Gross sales price for all assets on line 6a	1,418,026			
	7 Capital gain net income (from Part IV, line 2)		167,837		
	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	204,216	211,302	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	15,154	7,577		7,577
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,500			2,500
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	530	530		
	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	18,184	8,107	0	10,077
	25 Contributions, gifts, grants paid	99,650			99,650
26 Total expenses and disbursements. Add lines 24 and 25	117,834	8,107	0	109,727	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	86,382				
b Net investment income (if negative, enter -0-)		203,195			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

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SCANNED MAY 21 2013

Form 990-PF (2012) TRUSTEE BRIGHT WINGS FNDTN U/A

58-6346253

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Part II Balance Sheets		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	132,968	56,838	56,838
	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)		326,876	451,220
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
Liabilities	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,670,641	1,506,632	1,624,271
	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)	1,803,609	1,890,346	2,132,329
	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 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	1,803,609	1,890,346	
	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)	1,803,609	1,890,346	
	31 Total liabilities and net assets/fund balances (see instructions)	1,803,609	1,890,346	

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	1,803,609
2	Enter amount from Part I, line 27a	2	86,382
3	Other increases not included in line 2 (itemize) ▶ FEDERAL EXCISE TAX REFUND	3	355
4	Add lines 1, 2, and 3	4	1,890,346
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,890,346

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
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	167,837
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	95,800	2,145,966	0.044642
2010	105,784	1,900,350	0.055666
2009	105,077	1,675,861	0.062700
2008	99,055	2,163,553	0.045783
2007	99,624	2,542,586	0.039182

2 Total of line 1, column (d)	2	0.247973
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	0.049595
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,111,876
5 Multiply line 4 by line 3	5	104,738
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,032
7 Add lines 5 and 6	7	106,770
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	109,727

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	2,032	
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	2,032	
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	2,032	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	756		
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	756		
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	1,276		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 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)? 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		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? If "Yes," attach a detailed description of the activities		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		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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col (c), and Part XV	X	
8 a 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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)	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? Website address ► N/A	13	X	
14	The books are in care of ► SUNTRUST BANK Telephone no ► (404) 813-9304 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 ►	16	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? ☐ 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		
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 ► ☐	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? ☐ Yes ☒ 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	N/A
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? ☐ 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)	3b	N/A
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** N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No **N/A**
If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **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? ☐ Yes ☒ No **7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUNTRUST BANK	TRUSTEE			
PO BOX 4655, MC 221 ATLANTA, GA 30302 0	AS REQ'D	15,154		
RUTHERFORD L. ELLIS, JR	COMM CHAIR			
PO BOX 4655, MC 221 ATLANTA, GA 30302	AS REQ'D			
MARAGET E. LANGFORD	COMM CHAIR			
PO BOX 4655, MC 221 ATLANTA, GA 30302	AS REQ'D			

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	2,081,935
b	Average of monthly cash balances	1b	62,102
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,144,037
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	2,144,037
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	32,161
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,111,876
6	Minimum investment return. Enter 5% of line 5	6	105,594

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	105,594
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,032
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,032
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	103,562
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	103,562
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	103,562

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	109,727
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	109,727
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	2,032
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	107,695

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				103,562
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			68,305	
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 ▶ \$ 109,727				
a Applied to 2011, but not more than line 2a			68,305	
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				41,422
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				62,140
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				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]Form **990-PF** (2012)

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 Paid during the year See Attached Statement				
Total			▶ 3a	99,650
b Approved for future payment NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(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	36,379	
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	167,837	
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		204,216	0
13 Total. Add line 12, columns (b), (d), and (e)				13	204,216

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

[illegible]

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash			X
(2) Other assets			X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization			X
(2) Purchases of assets from a noncharitable exempt organization			X
(3) Rental of facilities, equipment, or other assets			X
(4) Reimbursement arrangements			X
(5) Loans or loan guarantees			X
(6) Performance of services or membership or fundraising solicitations			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.			

[illegible]

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

**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.

Barbara Allred
Signature of officer or trustee

5/8/2013
Date

► TRUSTEE
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☒ if self-employed

PTIN

DONALD J. ROMAN

[Signature]

5/8/2013

Firm's EIN ▶ 13-4008324

Firm's address ► 600 GRANT STREET, PITTSBURGH PA 15219

Phone no 412-355-6000

TRUSTEE BRIGHT WINGS FNDTN U/A

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

Recipient(s) paid during the year

Name

ALL SAINTS EPISCOPAL CHURCH

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 15,000

Name

ARTHRITIS FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 500

Name

ATLANTA'S GIRLS SCHOOL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 5,000

Name

ATLANTA AREA COUNCIL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 5,000

Name

CAMP FIRE USA GEORGIA COUNCIL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 3,000

Name

CAMP SUNSHINE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 2,000

TRUSTEE BRIGHT WINGS FNDTN U/A

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

Recipient(s) paid during the year

Name

CLARKSON COMMUNITY CENTER

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL OPERATING PURPOSES	Amount 1,000
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Name

COMMUNITIES IN SCHOOLS OF ATLANTA, INC

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL OPERATING PURPOSES	Amount 500
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Name

THE COMMUNITY SCHOOL

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL OPERATING PURPOSES	Amount 1,000
---	-----------------

Name

COVENANT COMMUNITY SCHOOL

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL OPERATING PURPOSES	Amount 5,000
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Name

AFLAC CANCER CENTER

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL OPERATING PURPOSES	Amount 2,000
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Name

DECATUR COOPERATIVE MINISTRY

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL OPERATING PURPOSES	Amount 2,000
---	-----------------

TRUSTEE BRIGHT WINGS FNDTN U/A

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

Recipient(s) paid during the year

Name

THE GEORGIA CONSERVANCY

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL OPERATING PURPOSES	Amount 4,000
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Name

HAWKTALK, INC

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL OPERATING PURPOSES	Amount 500
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Name

HOLY INNOCENTS' PARENTS ASSOC. INC

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL OPERATING PURPOSES	Amount 5,000
---	-----------------

Name

MIDTOWN ASSISTANCE CENTER

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL OPERATING PURPOSES	Amount 1,000
---	-----------------

Name

THE MUSEUM OF CONTEMPORARY ART OF GA

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL OPERATING PURPOSES	Amount 2,000
---	-----------------

Name

NATIONAL RAILWAY HISTORICAL SOCIETY

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL OPERATING PURPOSES	Amount 8,000
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TRUSTEE BRIGHT WINGS FNDTN U/A

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

Recipient(s) paid during the year

Name

SYNCHRONICITY THEATRE

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

2,500

Name

VAMOS ADELANTE FDN

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,650

Name

WOMEN'S INTERNATIONAL NETWORK FOR GAUTEMALAN SOLUTIONS

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

WYLDE CENTER

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

1,000

Name

COMMUNICYCLE

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

500

Name

THE ATLANTA OPERA

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

500

TRUSTEE BRIGHT WINGS FNDTN U/A

58-6346253 Page 5 of 5

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

Recipient(s) paid during the year

Name

EAST ATLANTA COMMUNITY ASSOCIATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 1,000

Name

ELACHEE NATURE SCIENCE CENTER

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 2,500

Name

FERNBANK MUSEUM OF NATURAL HISTORY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 10,000

Name

OUR HOUSE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 500

Name

THE PICCADILY PUPPETS COMPANY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 6,000

Name

CENTER FOR PUPPETRY ARTS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 2,000

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

		Amount						Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
		Long Term CG Distributions		3,150				Capital Gains/Losses		1,418,026		1,250,189		167,837	
		Short Term CG Distributions		0				Other sales		0		0		0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	
1	X EMERSON ELEC CO COM	291011104			2/23/2010		6/13/2012	6,587	6,552				0	-65	
2	X EMERSON ELEC CO COM	291011104			2/23/2010		11/7/2012	404	377				0	27	
3	X EXPRESS SCRIPTS HLDG CO	30219G108			2/23/2010		6/13/2012	8,521	7,013				0	1,508	
4	X EXPRESS SCRIPTS HLDG CO	30219G108			9/12/2008		6/13/2012	1,172	829				0	343	
5	X FLUOR CORP COM NEW	343412102			5/7/2010		6/13/2012	708	705				0	3	
6	X FLUOR CORP COM NEW	343412102			2/23/2010		6/13/2012	5,477	5,188				0	289	
7	X FLUOR CORP COM NEW	343412102			2/23/2010		11/7/2012	477	402				0	75	
8	X FLOWSERVE CORP COM	34354P105			7/6/2011		6/13/2012	735	772				0	-37	
9	X FLOWSERVE CORP COM	34354P105			6/8/2010		6/13/2012	6,512	5,092				0	1,420	
10	X FLOWSERVE CORP COM	34354P105			6/8/2010		11/7/2012	415	246				0	169	
11	X FORUM ABSOLUTE STRATEG	34984T600			10/29/2007		6/13/2012	6,605	6,464				0	141	
12	X WALT DISNEY CO COM	254687106			7/6/2011		6/13/2012	465	396				0	69	
13	X WALT DISNEY CO COM	254687106			2/23/2010		6/13/2012	5,068	3,376				0	1,692	
14	X FORUM ABSOLUTE STRATEG	34984T600			8/16/2012		11/7/2012	2,855	2,667				0	-12	
15	X FORUM ABSOLUTE STRATEG	34984T600			8/16/2012		12/4/2012	37,840	38,145				0	-305	
16	X TEXAS INSTRS INC COM	882508104			6/8/2006		6/13/2012	7,524	8,331				0	-807	
17	X TEXAS INSTRS INC COM	882508104			6/8/2006		11/7/2012	644	681				0	-37	
18	X TEXAS INSTRS INC COM	882508104			6/8/2006		12/20/2012	2,154	2,137				0	17	
19	X UNION PACIFIC CORP COM	907818108			10/19/2011		6/13/2012	3,903	3,927				0	-76	
20	X UNION PACIFIC CORP COM	907818108			2/23/2010		6/13/2012	7,786	4,570				0	3,216	
21	X UNION PACIFIC CORP COM	907818108			2/23/2010		11/7/2012	367	199				0	168	
22	X UNITED PARCEL SVC INC CL	911312106			2/23/2010		6/13/2012	7,113	5,402				0	1,711	
23	X UNITED PARCEL SVC INC CL	911312106			2/23/2010		11/7/2012	291	232				0	59	
24	X VERIZON COMMUNICATIONS	92343V104			7/6/2011		6/13/2012	1,334	1,163				0	171	
25	X VERIZON COMMUNICATIONS	92343V104			1/11/2007		6/13/2012	12,048	9,632				0	2,416	
26	X VERIZON COMMUNICATIONS	92343V104			1/11/2007		11/7/2012	349	275				0	74	
27	X VISA INC CL A COM	92826C839			2/23/2010		6/13/2012	10,504	7,862				0	2,642	
28	X WAL-MART STORES INC COM	931142103			2/23/2010		11/7/2012	572	346				0	226	
29	X WAL-MART STORES INC COM	931142103			8/17/2012		11/7/2012	293	289				0	4	
30	X WASATCH LONGSHORT FD	936793935			8/16/2012		11/7/2012	5,020	5,091				0	-71	
31	X WASATCH LONGSHORT FD	936793935			8/16/2012		12/4/2012	44,860	44,860				0	0	
32	X WELLS FARGO & CO COM NE	949746101			6/13/2012		11/7/2012	595	573				0	22	
33	X WILLIAMS COS INC COM	969457100			7/6/2011		6/13/2012	622	519				0	103	
34	X WILLIAMS COS INC COM	969457100			3/12/2010		6/13/2012	8,731	5,313				0	3,418	
35	X WILLIAMS COS INC COM	969457100			3/12/2010		11/7/2012	428	234				0	194	
36	X WPX ENERGY INC COM	98212B103			3/12/2010		11/7/2012	11	8				0	3	
37	X WPX ENERGY INC COM	98212B103			3/12/2010		6/13/2012	2,334	2,060				0	274	
38	X WPX ENERGY INC COM	98212B103			7/6/2011		6/13/2012	96	116				0	-20	
39	X INVESCO LTD BERMUDA COM	G491BT108			2/23/2010		11/7/2012	457	415				0	42	
40	X SENTINEL SMALL CO-I	81728B825			2/23/2010		6/13/2012	31,108	23,801				0	7,307	
41	X TERADATA CORP DEL COM	88076W103			3/16/2011		6/13/2012	9,650	6,928				0	2,722	
42	X ABBOTT LABS COM	002824100			9/12/2008		6/13/2012	6,344	6,044				0	300	
43	X ABBOTT LABS COM	002824100			2/23/2010		6/13/2012	10,162	8,894				0	1,268	
44	X ABBOTT LABS COM	002824100			2/23/2010		11/7/2012	574	485				0	89	
45	X ABERDEEN EQUITY LONG SH	003020336			11/23/2010		6/13/2012	2,714	2,800				0	-86	
46	X ABERDEEN EQUITY LONG SH	003020336			3/28/2011		6/13/2012	5,722	5,000				0	728	
47	X ABERDEEN EQUITY LONG SH	003020336			7/7/2011		6/13/2012	5,018	5,325				0	-307	
48	X ABERDEEN EQUITY LONG SH	003020336			2/25/2010		6/13/2012	31,621	31,223				0	398	
49	X ABERDEEN EQUITY LONG SH	003020336			8/16/2012		11/7/2012	3,265	3,242				0	23	
50	X ABERDEEN EQUITY LONG SH	003020336			2/25/2010		12/4/2012	11,603	11,433				0	170	
51	X ABERDEEN EQUITY LONG SH	003020336			2/25/2010		12/4/2012	11,382	10,782				0	600	
52	X ALLSTATE CORP COM	020002101			9/7/2012		11/7/2012	271	269				0	2	
53	X AMAZON INC COM	023135106			2/23/2010		3/9/2012	13,075	8,291				0	4,784	
54	X AMGEN INC COM	031162100			5/13/2011		6/13/2012	5,878	5,149				0	729	
55	X AMGEN INC COM	031162100			7/6/2011		6/13/2012	1,590	1,327				0	263	
56	X AMGEN INC COM	031162100			2/23/2010		6/13/2012	5,117	4,187				0	930	
57	X AMGEN INC COM	031162100			2/23/2010		11/7/2012	506	339				0	167	
58	X APACHE CORP COM	037411105			7/6/2011		6/13/2012	417	617				0	-200	
59	X APACHE CORP COM	037411105			3/22/2005		6/13/2012	8,014	6,016				0	1,998	
60	X APACHE CORP COM	037411105			3/22/2005		11/7/2012	403	313				0	90	
61	X APPLE INC COM	037833100			10/19/2011		6/13/2012	2,874	2,030				0	844	
62	X APPLE INC COM	037833100			2/23/2010		6/13/2012	32,767	11,212				0	21,555	
63	X APPLE INC COM	037833100			2/23/2010		11/7/2012	2,247	787				0	1,460	
64	X AUTODESK INC COM	052769106			7/6/2011		6/13/2012	669	826				0	-157	
65	X AUTODESK INC COM	052769106			6/8/2010		6/13/2012	6,244	5,114				0	1,130	
66	X AUTODESK INC COM	052769106			6/8/2010		8/24/2012	4,640	4,018				0	622	
67	X BB&T CORP COM	054937107			7/6/2011		6/13/2012	494	456				0	38	
68	X BB&T CORP COM	054937107			8/17/2010		6/13/2012	5,011	4,948				0	1,063	

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	Totals			Net Gain or Loss				
										Capital Gains/Losses		Cost, Other Basis and Expenses					
Long Term CG Distributions										Gross Sales		1,418,026		1,250,189		Net Gain or Loss	
Short Term CG Distributions										3,150		0		0		167,837	
69	X	BANK OF AMERICA CORP CO	060505104			6/13/2012		11/7/2012	319	258					61		
70	X	BAXTER INTL INC COM	071813109			7/6/2011		6/13/2012	500	607					-107		
71	X	FREEPORT-MCMORAN COPP	35671D857			2/23/2010		6/13/2012	2,661	2,896					-235		
72	X	FREEPORT-MCMORAN COPP	35671D857			10/16/2008		6/13/2012	943	463					480		
73	X	FREEPORT-MCMORAN COPP	35671D857			10/16/2008		11/7/2012	310	132					178		
74	X	GENERAL ELECTRIC CO COM	369604103			8/2/2012		11/7/2012	613	589					24		
75	X	GENERAL MILLS INC COM	370334104			10/19/2011		6/13/2012	4,942	5,162					-220		
76	X	GENERAL MILLS INC COM	370334104			8/12/2011		6/13/2012	3,668	3,507					181		
77	X	GENERAL MILLS INC COM	370334104			8/12/2011		8/17/2012	6,449	6,074					375		
78	X	GOLDMAN SACHS GROUP INC	38141G104			2/23/2010		6/13/2012	479	375					104		
79	X	GOOGLE INC CL A COM	38259P508			2/23/2010		11/7/2012	11,812	11,194					618		
80	X	GOOGLE INC CL A COM	38259P508			2/23/2010		11/7/2012	671	533					138		
81	X	HARTFORD FINL SVCS GROU	416515104			6/13/2012		11/7/2012	401	324					77		
82	X	HOMER DEPOT INC COM	437076102			7/6/2011		6/13/2012	1,391	988					403		
83	X	HOMER DEPOT INC COM	437076102			2/23/2010		6/13/2012	14,371	8,660					5,711		
84	X	HOMER DEPOT INC COM	437076102			2/23/2010		9/7/2012	1,428	776					652		
85	X	HOMER DEPOT INC COM	437076102			2/23/2010		11/7/2012	744	372					372		
86	X	HOMER DEPOT INC COM	437076102			2/23/2010		12/20/2012	2,465	1,242					1,223		
87	X	HUNT JB TRANSPORT SVCS	445658107			7/6/2011		6/13/2012	1,484	1,255					229		
88	X	BAXTER INTL INC COM	071813109			6/8/2006		6/13/2012	7,456	5,719					1,737		
89	X	BAXTER INTL INC COM	071813109			6/8/2006		11/7/2012	456	269					187		
90	X	BE AEROSPACE INC COM	073302101			5/17/2011		6/13/2012	3,991	3,355					636		
91	X	BE AEROSPACE INC COM	073302101			7/6/2011		6/13/2012	2,588	2,229					359		
92	X	BE AEROSPACE INC COM	073302101			7/6/2011		6/13/2012	614	582					32		
93	X	BE AEROSPACE INC COM	073302101			3/4/2011		6/13/2012	4,561	3,651					910		
94	X	BE AEROSPACE INC COM	073302101			3/4/2011		11/7/2012	306	246					60		
95	X	BEAM INC COM	073730103			6/13/2012		11/7/2012	280	306					-26		
96	X	CVS CAREMARK CORP COM	126650100			7/6/2011		6/13/2012	1,091	906					185		
97	X	CVS CAREMARK CORP COM	126650100			7/8/2005		6/13/2012	11,094	7,346					3,748		
98	X	CVS CAREMARK CORP COM	126650100			8/2/2012		11/7/2012	604	580					24		
99	X	CAMERON INTL CORP COM	13342B105			7/6/2011		6/13/2012	226	255					-29		
100	X	CAMERON INTL CORP COM	13342B105			8/18/2011		6/13/2012	2,709	2,762					-53		
101	X	CAMERON INTL CORP COM	13342B105			8/17/2010		6/13/2012	4,605	3,961					644		
102	X	CAMERON INTL CORP COM	13342B105			8/17/2010		8/2/2012	1,466	1,165					301		
103	X	CAMERON INTL CORP COM	13342B105			8/17/2010		11/7/2012	567	427					140		
104	X	CAPITAL ONE FINL CORP CO	14040H105			3/1/2010		6/13/2012	9,864	7,027					2,837		
105	X	CAPITAL ONE FINL CORP CO	14040H105			7/6/2011		6/13/2012	892	904					-12		
106	X	CAPITAL ONE FINL CORP CO	14040H105			2/23/2010		6/13/2012	2,676	1,899					777		
107	X	CAPITAL ONE FINL CORP CO	14040H105			2/23/2010		11/7/2012	238	149					89		
108	X	CHEVRON CORP COM	166764100			10/31/1997		6/13/2012	13,921	5,165					8,756		
109	X	CHEVRON CORP COM	166764100			10/31/1997		11/7/2012	750	262					488		
110	X	COACH INC COM	189754104			2/23/2010		6/13/2012	9,284	5,627					3,657		
111	X	COACH INC COM	189754104			2/23/2010		11/7/2012	513	329					184		
112	X	DARDEN RESTAURANTS INC	237194105			7/6/2011		6/13/2012	396	426					-30		
113	X	DARDEN RESTAURANTS INC	237194105			10/14/2010		6/13/2012	6,238	5,637					601		
114	X	DARDEN RESTAURANTS INC	237194105			10/14/2010		11/7/2012	478	403					75		
115	X	WALT DISNEY CO COM	254687106			9/12/2008		6/13/2012	8,509	6,063					2,446		
116	X	WALT DISNEY CO COM	254687106			2/23/2010		9/7/2012	1,293	774					519		
117	X	WALT DISNEY CO COM	254687106			2/23/2010		11/7/2012	598	372					226		
118	X	EMC CORP MASS COM	266648102			7/6/2011		6/13/2012	439	501					-62		
119	X	EMC CORP MASS COM	266648102			2/23/2010		6/13/2012	9,607	6,780					2,827		
120	X	EMC CORP COM	266648102			2/23/2010		11/7/2012	416	293					123		
121	X	ECOLAB INC COM	278865100			3/9/2012		6/13/2012	4,661	4,182					479		
122	X	ECOLAB INC COM	278865100			3/9/2012		11/7/2012	424	358					66		
123	X	EMERSON ELEC CO COM	291011104			7/6/2011		6/13/2012	280	346					-66		
124	X	HUNT JB TRANSPORT SVCS	445658107			2/23/2010		6/13/2012	10,841	6,357					4,484		
125	X	HUNT JB TRANSPORT SVCS	445658107			2/23/2010		9/7/2012	4,394	2,844					1,550		
126	X	INTERNATIONAL BUSINESS M	459200101			8/18/2011		6/13/2012	12,237	10,253					1,984		
127	X	INTERNATIONAL BUSINESS M	459200101			7/6/2011		11/7/2012	575	488					87		
128	X	INTUIT INC COM	461202103			10/14/2010		6/13/2012	1,193	1,098					95		
129	X	INTUIT INC COM	461202103			10/14/2010		6/13/2012	6,758	5,608					1,150		
130	X	INTUIT INC COM	461202103			10/14/2010		11/7/2012	365	283					82		
131	X	ISHARES TR MSCI EAFE INDE	464287465			11/22/2011		6/13/2012	131,270	129,953					1,317		
132	X	ISHARES TR S&P MIDCAP 400	464287507			3/28/2011		6/13/2012	23,737	25,254					-1,517		
133	X	ISHARES TR S&P MIDCAP 400	464287507			7/6/2011		6/13/2012	50,031	54,770					-4,739		
134	X	JP MORGAN CHASE & CO CO	46625H100			6/13/2012		6/13/2012	410	347					63		
135	X	JANUS PERKINS SMALL CAP	47103C183			7/7/2011		8/16/2012	3,020	3,665					-645		
136	X	JANUS PERKINS SMALL CAP	47103C183			2/23/2010		8/16/2012	42,650	42,730					-80		

2003	X	ORACLE CORP COM	68389X105	2/23/2010	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2012	68389X105	11/7/2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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Totals										Capital Gains/Losses		Other sales		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Amount										3,150		0		1,418,026		1,250,189		167,837	
Long Term CG Distributions										Short Term CG Distributions									
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss					
205	OPPENHEIMER DEVELOPING	683974505			3/28/2011		8/16/2012	4,641	5,000				0	-359					
206	OPPENHEIMER DEVELOPING	683974505			7/7/2011		8/16/2012	3,257	3,635				0	-378					
207	OPPENHEIMER DEVELOPING	683974505			11/23/2010		8/16/2012	22,448	23,533				0	-1,085					
208	OPPENHEIMER DEVELOPING	683974505			11/23/2010		11/7/2012	10,125	10,119				0	6					
209	PNC FINL SVCS GROUP INC C	693475105			6/13/2012		11/7/2012	682	702				0	-20					
210	PEPSICO INC COM	713448108			7/6/2011		6/13/2012	756	772				0	-16					
211	PEPSICO INC COM	713448108			6/8/2006		6/13/2012	13,402	11,776				0	1,626					
212	PEPSICO INC COM	713448108			6/8/2006		11/7/2012	275	242				0	33					
213	Pfizer Inc COM	717081103			10/19/2011		6/13/2012	5,669	4,832				0	837					
214	Pfizer Inc COM	717081103			8/30/2011		6/13/2012	7,691	6,515				0	1,176					

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

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

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

		530	530	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	530	530		

Part II, Line 10b (990-PF) - Investments - Corporate Stock

Description		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1						451,220
2	ABBOTT LABS COM	0		8,367		11,135
3	ALLSTATE CORP COM	0		4,535		4,740
4	AMGEN INC COM	0		6,280		9,568
5	APACHE CORP COM	0		4,199		5,260
6	APPLE INC COM	0		6,332		21,819
7	BB&T CORP COM	0		3,777		4,599
8	BANK OF AMERICA CORP COM	0		3,775		5,782
9	BAXTER INTL INC COM	0		3,838		6,666
10	B/E AEROSPACE INC COM	0		6,108		8,596
11	CVS CAREMARK CORP COM	0		6,980		10,347
12	CAPITAL ONE FINL CORP COM	0		6,442		10,022
13	CHEVRON CORP COM	0		3,369		9,733
14	COACH INC COM	0		4,202		6,384
15	COMCAST CORP COM CL A	0		3,630		3,923
16	DARDEN RESTAURANTS INC COM	0		4,250		4,282
17	WALT DISNEY CO COM	0		5,451		8,763
18	EMC CORP COM	0		3,944		6,932
19	ECOLAB INC COM	0		4,421		5,321
20	EMERSON ELEC CO COM	0		4,200		5,031
21	FLUOR CORP COM NEW	0		3,712		4,875
22	FLOWERVE CORP COM	0		3,696		6,606
23	FREEMPORT-MCMORAN COPPER AND COM	0		1,224		2,531
24	GENERAL ELEC CO COM	0		8,219		8,795
25	GOLDMAN SACHS GROUP INC COM	0		4,498		6,123
26	GOOGLE INC CL A COM	0		7,199		11,318
27	HARTFORD FINL SVCS GROUP INC COM	0		3,934		5,184
28	HOME DEPOT INC COM	0		2,727		8,102
29	INTEL CORP COM	0		7,986		7,836
30	INTERNATIONAL BUSINESS MACHS COM	0		7,161		8,428
31	INTUIT INC COM	0		4,242		5,353
32	JP MORGAN CHASE AND COM	0		8,422		10,684
33	MATTEL INC COM	0		5,062		5,786
34	MICROSOFT CORP COM	0		9,355		8,494
35	MORGAN STANLEY COM	0		4,332		5,832
36	NATIONAL OILWELL VARCO INC COM	0		6,140		6,562
37	PNC FINL SVCS GROUP INC COM	0		7,838		7,814
38	PACCAR INC COM	0		3,516		4,069
39	PEPSICO INC COM	0		4,167		4,722
40	PFIZER INC COM	0		7,777		10,358
41	PRAXAIR INC COM	0		1,843		5,582
42	PROCTER & GAMBLE CO COM	0		4,937		6,110
43	QUALCOMM CORP COM	0		6,353		7,052
44	QUANTA SVCS INC COM	0		4,191		5,131
45	SCHLUMBERGER LTD COM	0		6,715		7,692
46	TEVA PHARMACEUTICAL INDS LTD ADR	0		5,969		5,750

Part II, Line 10b (990-PF) - Investments - Corporate Stock

Investments - Corporate Stock								0	326,876	0	FMV	451,220
	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year						
47	UNION PACIFIC CORP COM	0		2,915		5,532						
48	UNITED PARCEL SVC INC CL B COM	0		3,485		4,424						
49	VERIZON COMMUNICATIONS COM	0		6,836		8,870						
50	WAL-MART STORES INC COM	0		4,545		4,298						
51	WELLS FARGO & CO COM NEW	0		8,061		8,648						
52	WILLIAMS COS INC COM	0		3,728		6,777						
53	CAMERON INTL CORP COM	0		3,223		4,686						
54	MACY'S INC COM	0		5,918		9,209						
55	OCCIDENTAL PETE CORP COM	0		6,012		6,205						
56	ORACLE CORP COM	0		6,276		9,896						
57	TERADATA CORP DEL COM	0		4,701		5,880						
58	INVESCO LTD BERMUDA COM	0		3,586		4,279						
59	PHILIP MORRIS INTL COM	0		7,129		12,044						
60	VISA INC CL A COM	0		5,435		10,914						
61	MERCK AND INC COM	0		9,687		11,668						
62	BEAM INC COM	0		5,053		5,070						
63	EXPRESS SCRIPTS HLDG CO COM	0		4,971		7,128						

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

		1,670,641	1,506,632	1,624,271
		Book Value	Book Value	FMV
		Beg. of Year	End of Year	End of Year
1	Asset Description	1,670,641	0	
2	SPDR S&P 500 ETF TR	0	415,410	455,141
3	FORUM ABSOLUTE STRATEGIES-I	0	89,985	92,294
4	MANNING & NAPIER WORLD OPPTYS-A	0	215,099	236,036
5	JANUS PERKINS SMALL CAP VALUE-I	0	35,313	36,022
6	ABERDEEN EQUITY LONG SHORT-I	0	52,796	55,253
7	OPPENHEIMER DEVELOPING MKTS INST	0	123,402	143,677
8	SPDR SER TR S&P DIVID ETF	0	424,883	455,335
9	WASATCH 1ST SOURCE LONG/SHORT	0	111,544	113,666
10	T ROWE PRICE DIVRSFD SMALLCAP GRC	0	38,200	36,847

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

Long Term CG Distributions															Amount	
Short Term CG Distributions															3,150	0
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.V. as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of F.M.V. Over Adj. Basis	Gains Minus Excess of F.M.V. Over Adjusted Basis or Losses			
1 JEMERSON ELEC CO COM	291011104		2/23/2010	6/13/2012	6,587		0	6,652	-65	0	0	0	0	164,687		
2 JEMERSON ELEC CO COM	291011104		2/23/2010	1/17/2012	404		0	377	27	0	0	0	0	-65		
3 EXPRESS SCRIPTS HLDG CO COM	302106108		2/23/2010	6/13/2012	8,521		0	7,013	1,508	0	0	0	0	1,508		
4 EXPRESS SCRIPTS HLDG CO COM	302106108		9/12/2008	6/13/2012	1,172		0	839	343	0	0	0	0	343		
5 FLUOR CORP COM NEW	343412102		2/23/2010	6/13/2012	706		0	765	3	0	0	0	0	3		
6 FLUOR CORP COM NEW	343412102		2/23/2010	6/13/2012	5,477		0	5,168	289	0	0	0	0	289		
7 FLUOR CORP COM NEW	343412102		2/23/2010	1/17/2012	477		0	422	75	0	0	0	0	75		
8 FLOWERVE CORP COM	34354P105		6/8/2010	6/13/2012	735		0	772	-37	0	0	0	0	-37		
9 FLOWERVE CORP COM	34354P105		6/8/2010	6/13/2012	6,512		0	5,082	1,420	0	0	0	0	1,420		
10 FLOWERVE CORP COM	34354P105		6/8/2010	1/17/2012	415		0	246	169	0	0	0	0	169		
11 FORUM ABSOLUTE STRATEGIES-I	3498A1600		10/29/2007	6/13/2012	6,605		0	6,464	141	0	0	0	0	141		
12 WALT DISNEY CO COM	7620111		2/23/2010	6/13/2012	465		0	396	69	0	0	0	0	69		
13 WALT DISNEY CO COM	7620111		2/23/2010	6/13/2012	5,068		0	3,376	1,692	0	0	0	0	1,692		
14 FORUM ABSOLUTE STRATEGIES-I	3498A1600		8/16/2012	1/17/2012	2,655		0	2,687	-12	0	0	0	0	-12		
15 FORUM ABSOLUTE STRATEGIES-I	3498A1600		8/16/2012	12/4/2012	37,840		0	38,145	-305	0	0	0	0	-305		
16 TEXAS INSTRS INC COM	882508104		6/8/2006	6/13/2012	7,524		0	8,331	-807	0	0	0	0	-807		
17 TEXAS INSTRS INC COM	882508104		6/8/2006	1/17/2012	644		0	681	-37	0	0	0	0	-37		
18 TEXAS INSTRS INC COM	882508104		6/8/2006	12/20/2012	2,154		0	2,137	17	0	0	0	0	17		
19 TEXAS INSTRS INC COM	882508104		10/19/2011	2/20/2012	3,903		0	3,827	76	0	0	0	0	76		
20 UNION PACIFIC CORP COM	907818108		2/23/2010	6/13/2012	7,786		0	4,570	3,216	0	0	0	0	3,216		
21 UNION PACIFIC CORP COM	907818108		2/23/2010	1/17/2012	367		0	199	168	0	0	0	0	168		
22 UNITED PARCEL SVC INC CL B COM	911312106		2/23/2010	6/13/2012	7,113		0	5,402	1,711	0	0	0	0	1,711		
23 UNITED PARCEL SVC INC CL B COM	911312106		2/23/2010	6/13/2012	291		0	232	59	0	0	0	0	59		
24 VERIZON COMMUNICATIONS COM	92343V104		7/6/2011	6/13/2012	1,334		0	1,163	171	0	0	0	0	171		
25 VERIZON COMMUNICATIONS COM	92343V104		1/11/2007	6/13/2012	12,048		0	9,632	2,416	0	0	0	0	2,416		
26 VERIZON COMMUNICATIONS INC COM	92343V104		1/11/2007	1/17/2012	349		0	275	74	0	0	0	0	74		
27 VISA INC CL A COM	92826C839		2/23/2010	6/13/2012	10,504		0	7,862	2,642	0	0	0	0	2,642		
28 VISA INC CL A COM	931142103		2/23/2010	1/17/2012	572		0	346	226	0	0	0	0	226		
29 WAL-MART STORES INC COM	931142103		8/17/2012	1/17/2012	293		0	289	4	0	0	0	0	4		
30 WASATCH LONGSHORT FD	936793835		8/16/2012	1/17/2012	5,020		0	5,091	-71	0	0	0	0	-71		
31 WASATCH LONGSHORT FD	936793835		8/16/2012	12/4/2012	44,860		0	44,860	0	0	0	0	0	0		
32 WELLS FARGO & CO COM NEW	949746101		6/13/2012	1/17/2012	595		0	573	22	0	0	0	0	22		
33 WILLIAMS COS INC COM	969457100		7/6/2011	6/13/2012	622		0	519	103	0	0	0	0	103		
34 WILLIAMS COS INC COM	969457100		3/1/2010	6/13/2012	8,731		0	5,313	3,418	0	0	0	0	3,418		
35 WILLIAMS COS INC COM	969457100		3/1/2010	1/17/2012	428		0	234	194	0	0	0	0	194		
36 WPX ENERGY INC COM	98212B103		3/1/2010	1/10/2012	11		0	6	3	0	0	0	0	3		
37 WPX ENERGY INC COM	98212B103		3/1/2010	6/13/2012	2,334		0	2,080	274	0	0	0	0	274		
38 WPX ENERGY INC COM	98212B103		7/6/2011	6/13/2012	96		0	116	-20	0	0	0	0	-20		
39 INVERSCO LTD BERMUDA COM	64918T108		6/13/2012	1/17/2012	457		0	415	42	0	0	0	0	42		
40 SENTINEL SMALL CO-I	76198B25		2/23/2010	6/13/2012	31,108		0	23,801	7,307	0	0	0	0	7,307		
41 TERADATA CORP DEL COM	86078M103		3/18/2011	6/13/2012	9,650		0	6,928	2,722	0	0	0	0	2,722		
42 ABBOTT LABS COM	003824100		9/12/2008	6/13/2012	6,344		0	6,044	300	0	0	0	0	300		
43 ABBOTT LABS COM	003824100		2/23/2010	6/13/2012	10,162		0	8,894	1,268	0	0	0	0	1,268		
44 ABBOTT LABS COM	003824100		2/23/2010	1/17/2012	574		0	485	89	0	0	0	0	89		
45 ABERDEEN EQUITY LONG SHORT-I	003020336		1/13/2010	6/13/2012	2,714		0	2,800	-86	0	0	0	0	-86		
46 ABERDEEN EQUITY LONG SHORT-I	003020336		3/9/2011	6/13/2012	5,722		0	6,000	-278	0	0	0	0	-278		
47 ABERDEEN EQUITY LONG SHORT-I	003020336		7/7/2011	6/13/2012	3,018		0	5,335	-307	0	0	0	0	-307		
48 ABERDEEN EQUITY LONG SHORT-I	003020336		2/23/2010	6/13/2012	31,021		0	31,223	-399	0	0	0	0	-399		
49 ABERDEEN EQUITY LONG SHORT-I	003020336		8/16/2012	1/17/2012	3,285		0	3,243	42	0	0	0	0	42		
50 ABERDEEN EQUITY LONG SHORT-I	003020336		2/23/2010	12/4/2012	11,603		0	11,453	170	0	0	0	0	170		
51 ABERDEEN EQUITY LONG SHORT-I	003020336		2/23/2010	12/4/2012	11,382		0	10,782	600	0	0	0	0	600		
52 ALLSTATE CORP COM	020002101		9/7/2012	1/17/2012	271		0	269	2	0	0	0	0	2		
53 AMAZON INC COM	323135106		2/23/2010	3/9/2012	13,075		0	8,291	4,784	0	0	0	0	4,784		
54 AMGEN INC COM	031162100		5/13/2011	6/13/2012	5,878		0	5,149	729	0	0	0	0	729		
55 AMGEN INC COM	031162100		7/6/2011	6/13/2012	1,590		0	1,327	263	0	0	0	0	263		
56 AMGEN INC COM	031162100		2/23/2010	6/13/2012	5,117		0	4,187	930	0	0	0	0	930		
57 AMGEN INC COM	031162100		2/23/2010	1/17/2012	508		0	339	167	0	0	0	0	167		
58 APACHE CORP COM	037411105		7/6/2011	6/13/2012	417		0	617	-200	0	0	0	0	-200		
59 APACHE CORP COM	037411105		3/22/2005	6/13/2012	8,014		0	6,016	1,998	0	0	0	0	1,998		
60 APACHE CORP COM	037411105		2/23/2010	6/13/2012	403		0	313	90	0	0	0	0	90		
61 APPLE INC COM	037833100		10/19/2011	6/13/2012	2,874		0	2,030	844	0	0	0	0	844		
62 APPLE INC COM	037833100		2/23/2010	6/13/2012	32,767		0	11,212	21,555	0	0	0	0	21,555		
63 APPLE INC COM	037833100		2/23/2010	1/17/2012	2,247		0	787	1,460	0	0	0	0	1,460		
64 AUTODESK INC COM	052769106		7/6/2011	6/13/2012	669		0	826	-157	0	0	0	0	-157		
65 AUTODESK INC COM	052769106		6/8/2010	6/13/2012	6,244		0	5,114	1,130	0	0	0	0	1,130		
66 AUTODESK INC COM	052769106		6/8/2010	8/24/2012	4,640		0	4,018	622	0	0	0	0	622		
67 BBAT CORP COM	054937107		7/6/2011	6/13/2012	494		0	456	38	0	0	0	0	38		
68 BBAT CORP COM	054937107		8/17/2010	6/13/2012	6,011		0	4,948	1,063	0	0	0	0	1,063		
69 BANK OF AMERICA CORP COM	060505104		6/13/2012	1/17/2012	319		0	258	61	0	0	0	0	61		
70 BAXTER INTL INC COM	071813109		7/6/2011	6/13/2012	500		0	607	-107	0	0	0	0	-107		
71 FREEMONT-MCMORAN COPPER & GOLD	065671D857		2/23/2010	6/13/2012	2,661		0	2,886	-235	0	0	0	0	-235		
72 FREEMONT-MCMORAN COPPER & GOLD	065671D857		10/16/2008	6/13/2012	943		0	463	480	0	0	0	0	480		
73 FREEMONT-MCMORAN COPPER & GOLD	065671D857		10/16/2008	1/17/2012	310		0	132	178	0	0	0	0	178		
74 GENERAL ELECTRIC CO COM	369604103		8/2/2012	1/17/2012	613		0	588	24	0	0	0	0	24		
75 GENERAL MILLS INC COM	370334104		10/19/2011	6/13/2012	4,942		0	5,162	-220	0	0	0	0	-220		
76 GENERAL MILLS INC COM	370334104		8/12/2011	6/13/2012	3,688		0	3,507	181	0	0	0	0	181		
77 GENERAL MILLS INC COM	370334104		8/12/2011	1/17/2012	6,449		0	6,074	375	0	0	0	0	375		
78 GOLDMAN SACHS GROUP INC COM	38141G104		6/13/2012	1/17/2012	479		0	375	104	0	0	0	0	104		
79 GOOGLE INC CL A COM	38259P508		2/23/2010	6/13/2012	11,812		0	11,194	618	0	0	0	0	618		
80 GOOGLE INC CL A COM	38259P508		2/23/2010	1/17/2012	671		0	533	138	0	0	0	0	138		
81 HARTFORD FINL SVCS GROUP INC CO	437076102		6/13/2012	1/17/2012	401		0	324	77	0	0	0	0	77		
82 HOME DEPOT INC COM	437076102		7/6/2011	6/13/2012	1,391		0	988	403	0	0	0	0	403		
83 HOME DEPOT INC COM	437076102		2/23/2010	6/13/2012	14,371		0	8,660	5,711	0	0	0	0	5,711		
84 HOME DEPOT INC COM	437076102		2/23/2010	9/7/2012	1,428		0	776	652	0	0	0	0	652		

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

Amount														
3,1500														
Long Term CG Distributions														
Short Term CG Distributions														

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

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

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week AS REQ'D	Compensation	Benefits	Expense Account
										15,154	0	0
1	SUNTRUST BANKS, INC	X	PO BOX 4655, MC 221	ATLANTA	GA	30302		TRUSTEE	AS REQ'D	15,154	0	0
2	RUTHERFORD L ELLIS, JR		PO BOX 4655, MC 221	ATLANTA	GA	30302		COMM CHAIR	AS REQ'D			
3	MARAGET E LANGFORD		PO BOX 4655, MC 221	ATLANTA	GA	30302		COMM CHAIR	AS REQ'D			

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

		Date	Amount
1	Credit from prior year return	5/15/2012	1 756
2	First quarter estimated tax payment		2
3	Second quarter estimated tax payment		3
4	Third quarter estimated tax payment		4
5	Fourth quarter estimated tax payment		5
6	Other payments		6 0
7	Total		7 756

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	<u>68,305</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>68,305</u>