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Form **990-PF**

**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545-0052

2012

Open to Public Inspection

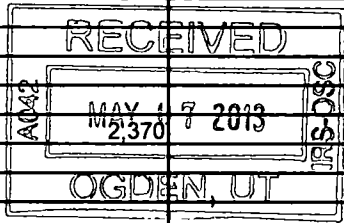
Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning , and ending

Name of foundation SHACKELFORD CHARITABLE TRUST		A Employer identification number 62-6363101	
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 1908		Room/suite	B Telephone number (see instructions) (615) 748-4109
City or town, state, and ZIP code ORLANDO FL 32802-1908		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 8,139,197	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	167,934	169,443		
	5 a Gross rents	2,250	2,250		
	b Net rental income or (loss) -1,417				
	6 a Net gain or (loss) from sale of assets not on line 10	214,362			
	b Gross sales price for all assets on line 6a 3,939,955				
	7 Capital gain net income (from Part IV, line 2)		214,362		
	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	384,546	386,055	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	88,952	44,477		44,477
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	18,639			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	3,667	3,667		
	24 Total operating and administrative expenses. Add lines 13 through 23	111,258	50,514	0	44,477
	25 Contributions, gifts, grants paid	497,081			497,081
26 Total expenses and disbursements. Add lines 24 and 25	608,339	50,514	0	541,558	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	-223,793				
b Net investment income (if negative, enter -0-)		335,541			
c Adjusted net income (if negative, enter -0-)			0		



For Paperwork Reduction Act Notice, see Instructions.

Form 990-PF (2012)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	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	245,455	247,155	247,155
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	6,744,879	6,511,013	7,892,042	
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)	6,990,334	6,758,168	8,139,197	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	6,936,589	6,758,168	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	53,745			
30	Total net assets or fund balances (see instructions)	6,990,334	6,758,168		
31	Total liabilities and net assets/fund balances (see instructions)	6,990,334	6,758,168		

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	6,990,334
2	Enter amount from Part I, line 27a	2	-223,793
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,766,541
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	8,373
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,758,168

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	214,362	
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	547,943	8,283,564	0.066148
2010	581,637	8,213,766	0.070812
2009	620,700	7,832,445	0.079247
2008	661,553	9,201,747	0.071894
2007	658,144	10,648,217	0.061808
2 Total of line 1, column (d)		2	0.349909
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	0.069982
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		4	8,131,565
5 Multiply line 4 by line 3		5	569,063
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	3,355
7 Add lines 5 and 6		7	572,418
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	541,558

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	6,711	
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	6,711	
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	6,711	
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	9,478	
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	9,478	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,767	
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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (615) 748-4109 Located at ▶ P.O. BOX 1908 ORLANDO FL ZIP+4 ▶ 32802-1908			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶		Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	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)? Yes No
Organizations relying on a current notice regarding disaster assistance check here ▶

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUNTRUST BANK P.O. BOX 1908 ORLANDO, FL 32802-1908 0	TRUSTEE AS REQ	68,952		
PAUL CALAME 326 SOUTH GOODLETT MEMPHIS, TN 38117	ADVISORY BOARD AS REQ	10,000		
W. CARLYLE BLAKENEY 40 CALHOUN STREET, SUITE 303 CHARLES	ADVISORY BOARD AS REQ	10,000		

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		▶ 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 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	8,028,731
b	Average of monthly cash balances	1b	226,665
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	8,255,396
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	8,255,396
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	123,831
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,131,565
6	Minimum investment return. Enter 5% of line 5	6	406,578

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	406,578
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,711
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	6,711
3	Distributable amount before adjustments Subtract line 2c from line 1	3	399,867
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	399,867
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	399,867

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	541,558
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	541,558
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	541,558

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				399,867
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	168,486			
b From 2008	205,616			
c From 2009	232,072			
d From 2010	176,339			
e From 2011	143,243			
f Total of lines 3a through e	925,756			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>541,558</u>				
a Applied to 2011, but not more than line 2a				
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				399,867
e Remaining amount distributed out of corpus	141,691			
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	1,067,447			
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				0
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)	168,486			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	898,961			
10 Analysis of line 9				
a Excess from 2008	205,616			
b Excess from 2009	232,072			
c Excess from 2010	176,339			
d Excess from 2011	143,243			
e Excess from 2012	141,691			

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

	Pnor 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

PAIL A CALAME JR 326 SOUTH GOODLET STREET MEMPHIS, TN 38117 (901) 458-6654

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

LETTER STATING REQUEST

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient	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 497,081
b Approved for future payment NONE				
Total				▶ 3b 0

SHACKELFORD CHARITABLE TRUST

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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
NATIONAL AUDUBON SOCIETY

Street
225 VARICK STREET

City NEW YORK	State NY	Zip Code 10014	Foreign Country
Relationship NONE	Foundation Status 501(C)(3)		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 386,190

Name
UNIVERISTY OF TENNESSE

Street
1331 CIRCLE PARK DR

City KNOXVILLE	State TN	Zip Code 37916	Foreign Country
Relationship NONE	Foundation Status 501(C)(3)		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 110,891

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

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

Check "X" to include in Part IV	Description	CUSIP #	Amount		Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Net Gain or Loss
			Long Term CG Distributions	Short Term CG Distributions						Capital Gains/Losses Other sales	Other sales	
			19,040	0						3,939,955	3,725,993	214,362
1	X	ABB LTD SPONS ADR	000375204				7/8/2008	4/27/2012		3,469	4,968	-1,500
2	X	ABB LTD SPONS ADR	000375204				10/2/2009	4/27/2012		19,003	19,622	-619
3	X	ABB LTD SPONS ADR	000375204				5/24/2010	4/27/2012		3,959	3,533	426
4	X	ABB LTD SPONS ADR	000375204				10/25/2010	4/27/2012		3,488	4,202	-714
5	X	ABB LTD SPONS ADR	000375204				7/18/2011	4/27/2012		5,939	5,939	-1,414
6	X	ABB LTD SPONS ADR	000375204				2/8/2012	4/27/2012		3,092	3,558	-466
7	X	ABBOTT LABS COM	002824100				2/8/2012	4/27/2012		5,048	4,282	766
8	X	ABBOTT LABS COM	002824100				2/8/2012	11/27/2012		128	111	17
9	X	ABBOTT LABS COM	002824100				10/26/2007	12/19/2012		19,258	16,257	3,001
10	X	ABBOTT LABS COM	002824100				10/26/2007	12/19/2012		2,414	2,005	409
11	X	ABERDEEN EQUITY LONG SH	003020336				2/22/2011	2/8/2012		480	483	-3
12	X	ABERDEEN EQUITY LONG SH	003020336				1/20/2010	2/8/2012		3,354	3,244	110
13	X	ABERDEEN EQUITY LONG SH	003020336				8/31/2012	11/27/2012		978	966	12
14	X	ABERDEEN EQUITY LONG SH	003020336				8/31/2012	12/19/2012		10,250	10,003	247
15	X	ALLSTATE CORP COM	020002101				9/7/2012	11/27/2012		8,426	7,966	460
16	X	ALLSTATE CORP COM	020002101				9/7/2012	12/19/2012		1,764	1,655	109
17	X	AMAZON INC COM	023135106				2/8/2012	3/6/2012		4,891	5,020	-129
18	X	AMAZON INC COM	023135106				2/8/2010	3/6/2012		13,767	9,005	4,762
19	X	AMGEN INC COM	031162100				2/8/2012	3/6/2012		24,464	16,115	8,349
20	X	AMGEN INC COM	031162100				2/8/2012	8/31/2012		3,861	3,143	718
21	X	AMGEN INC COM	031162100				2/8/2012	11/27/2012		437	342	95
22	X	AMGEN INC COM	031162100				2/8/2012	11/27/2012		17,637	12,237	5,400
23	X	AMGEN INC COM	031162100				5/13/2011	11/27/2012		1,775	1,212	563
24	X	APACHE CORP COM	037411105				7/18/2011	8/31/2012		603	657	-254
25	X	APACHE CORP COM	037411105				5/24/2010	11/27/2012		1,391	1,603	-212
26	X	APACHE CORP COM	037411105				7/18/2011	11/27/2012		3,710	5,880	-2,170
27	X	APACHE CORP COM	037411105				2/8/2012	11/27/2012		2,550	3,456	-906
28	X	APACHE CORP COM	037411105				4/27/2007	11/27/2012		2,396	2,298	100
29	X	APPLE INC COM	037833100				2/8/2012	12/19/2012		2,329	2,148	181
30	X	APPLE INC COM	037833100				2/8/2010	8/31/2012		15,937	11,403	4,534
31	X	BAXTER INTL INC COM	071813109				7/18/2011	11/27/2012		8,786	3,718	5,077
32	X	BAXTER INTL INC COM	071813109				7/18/2011	12/19/2012		2,201	2,007	194
33	X	BAXTER INTL INC COM	071813109				11/6/2008	12/19/2012		667	564	103
34	X	B/E AEROSPACE INC COM	073302101				2/8/2012	8/31/2012		3,614	4,122	-508
35	X	B/E AEROSPACE INC COM	073302101				7/18/2011	8/31/2012		2,128	2,128	-1
36	X	B/E AEROSPACE INC COM	073302101				7/18/2011	11/27/2012		6,583	5,906	677
37	X	B/E AEROSPACE INC COM	073302101				5/18/2011	11/27/2012		5,440	5,440	0
38	X	B/E AEROSPACE INC COM	073302101				5/18/2011	12/19/2012		1,036	793	243
39	X	BEAM INC COM	073730103				8/17/2012	11/27/2012		7,360	8,234	-874
40	X	BEAM INC COM	073730103				8/17/2012	12/19/2012		129	120	9
41	X	BEAM INC COM	073730103				8/31/2012	12/19/2012		1,474	1,403	71
42	X	BEAM INC COM	073730103				4/12/2012	12/19/2012		61	57	4
43	X	CVS CAREMARK CORP COM	126650104				2/8/2012	11/27/2012		4,621	4,448	172
44	X	APPLE INC COM	037833100				7/18/2011	11/27/2012		20,524	12,761	7,763
45	X	APPLE INC COM	037833100				10/19/2011	11/27/2012		8,786	6,090	2,696
46	X	APPLE INC COM	037833100				11/6/2007	11/27/2012		8,796	2,967	5,829
47	X	APPLE INC COM	037833100				11/6/2007	12/19/2012		1,540	1,540	0
48	X	AUTODESK INC COM	052769106				6/6/2010	8/24/2012		28,795	25,021	3,774
49	X	AUTODESK INC COM	052769106				7/18/2011	8/24/2012		4,804	5,709	-905
50	X	AUTODESK INC COM	052769106				2/8/2012	8/24/2012		1,711	2,190	-479
51	X	BBAT CORP COM	054937107				2/8/2012	8/31/2012		2,020	1,898	122
52	X	BBAT CORP COM	054937107				7/18/2011	11/27/2012		4,361	3,876	485
53	X	BBAT CORP COM	054937107				2/8/2012	11/27/2012		119	119	0
54	X	BBAT CORP COM	054937107				8/17/2010	11/27/2012		2,431	2,056	375
55	X	BBAT CORP COM	054937107				11/27/2012	12/19/2012		2,021	1,625	396
56	X	BANK OF AMERICA CORP CO	060505104				10/25/2010	8/31/2012		230	335	-105
57	X	BANK OF AMERICA CORP CO	060505104				5/28/2009	8/31/2012		935	1,301	-366
58	X	BANK OF AMERICA CORP CO	060505104				5/28/2009	11/27/2012		9,965	10,752	-787
59	X	BANK OF AMERICA CORP CO	060505104				5/28/2009	12/19/2012		3,320	3,264	56
60	X	BAXTER INTL INC COM	071813109				12/9/2010	8/31/2012		2,647	2,741	-94
61	X	BAXTER INTL INC COM	071813109				1/20/2010	11/27/2012		6,072	5,605	467
62	X	BAXTER INTL INC COM	071813109				7/18/2011	11/27/2012		4,752	4,379	373
63	X	CVS CAREMARK CORP COM	126650104				8/31/2012	11/27/2012		8,834	8,736	98
64	X	CVS CAREMARK CORP COM	126650104				8/31/2012	11/27/2012		2,718	2,742	-24
65	X	CVS CAREMARK CORP COM	126650104				7/18/2011	11/27/2012		725	567	158
66	X	CVS CAREMARK CORP COM	126650104				7/18/2011	12/19/2012		2,307	1,723	584
67	X	CAMERON INTL CORP COM	13342B105				7/18/2011	8/2/2012		3,430	3,520	-90
68	X	CAMERON INTL CORP COM	13342B105				2/8/2012	8/2/2012		2,989	3,504	-515

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	Totals		Gross Sales	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
								Capital Gains/Losses	Other sales							
								19,040	0	3,939,955	0	3,725,993	0	214,362	0	
								Long Term CG Distributions	Short Term CG Distributions							
69	X	CAMERON INTL CORP COM	1342B105		8/18/2011		8/2/2012	7,791	7,321						0	470
70	X	CAMERON INTL CORP COM	1342B105		8/18/2011		11/27/2012	1,914	1,658						0	256
71	X	CAMERON INTL CORP COM	1342B105		8/18/2011		11/27/2012	1,329	1,400						0	-71
72	X	CAMERON INTL CORP COM	1342B105		8/17/2010		12/17/2012	4,732	3,456						0	1,276
73	X	CAMERON INTL CORP COM	1342B105		8/17/2010		12/17/2012	3,077	2,097						0	980
74	X	CAPITAL ONE FINL CORP CO	1404H105		7/18/2011		8/31/2012	6,889	5,817						0	672
75	X	CAPITAL ONE FINL CORP CO	1404H105		7/18/2011		11/27/2012	3,657	3,056						0	601
76	X	CAPITAL ONE FINL CORP CO	1404H105		2/8/2012		11/27/2012	8,418	7,013						0	1,405
77	X	CAPITAL ONE FINL CORP CO	1404H105		1/19/2010		11/27/2012	6,096	4,444						0	1,652
78	X	CAPITAL ONE FINL CORP CO	1404H105		1/19/2010		12/19/2012	4,845	3,471						0	1,374
79	X	CHEVRON CORP COM	166764100		2/8/2012		8/31/2012	4,608	4,378						0	230
80	X	CHEVRON CORP COM	166764100		7/18/2011		11/27/2012	8,822	8,976						0	-154
81	X	CHEVRON CORP COM	166764100		2/8/2012		11/27/2012	1,142	1,175						0	-33
82	X	CHEVRON CORP COM	166764100		10/6/2000		11/27/2012	7,058	2,285						0	4,773
83	X	CHEVRON CORP COM	166764100		10/6/2000		12/19/2012	3,103	941						0	2,162
84	X	COACH INC COM	189754104		2/8/2012		8/31/2012	3,840	4,985						0	-1,045
85	X	COACH INC COM	189754104		7/18/2011		8/31/2012	116	132						0	-16
86	X	COACH INC COM	189754104		5/24/2010		11/27/2012	733	733						0	0
87	X	COACH INC COM	189754104		7/18/2011		11/27/2012	6,620	7,431						0	-811
88	X	COACH INC COM	189754104		8/28/2008		11/27/2012	1,582	880						0	702
89	X	COACH INC COM	189754104		9/28/2009		12/19/2012	3,579	1,956						0	1,623
90	X	COMCAST CORP COM CL A	20030N101		9/7/2012		11/27/2012	6,270	5,940						0	330
91	X	COMCAST CORP COM CL A	20030N101		9/7/2012		12/19/2012	1,637	1,485						0	152
92	X	DARDEN RESTAURANTS INC	237184105		7/18/2011		8/31/2012	2,132	2,158						0	-26
93	X	DARDEN RESTAURANTS INC	237184105		2/8/2012		11/27/2012	3,137	3,105						0	32
94	X	DARDEN RESTAURANTS INC	237184105		2/8/2012		11/27/2012	2,339	2,155						0	184
95	X	DARDEN RESTAURANTS INC	237184105		10/14/2010		11/27/2012	3,562	2,997						0	565
96	X	DARDEN RESTAURANTS INC	237184105		10/14/2010		12/19/2012	1,270	1,208						0	62
97	X	WALT DISNEY CO COM	254687106		2/8/2012		8/31/2012	3,071	2,568						0	503
98	X	WALT DISNEY CO COM	254687106		7/18/2011		8/31/2012	396	311						0	85
99	X	PEPSICO INC COM	713448108		2/8/2012		4/12/2012	3,783	3,873						0	-90
100	X	PEPSICO INC COM	713448108		4/27/2007		4/12/2012	10,567	10,763						0	-216
101	X	PEPSICO INC COM	713448108		4/27/2007		8/31/2012	1,376	1,263						0	111
102	X	PEPSICO INC COM	713448108		4/27/2007		11/27/2012	8,949	8,386						0	463
103	X	PEPSICO INC COM	713448108		4/27/2007		12/19/2012	982	932						0	50
104	X	Pfizer Inc Com	717081103		2/8/2012		8/31/2012	5,400	4,763						0	617
105	X	Pfizer Inc Com	717081103		2/8/2012		11/27/2012	3,895	3,203						0	492
106	X	Pfizer Inc Com	717081103		10/19/2011		11/27/2012	14,270	11,122						0	3,148
107	X	Pfizer Inc Com	717081103		10/19/2011		12/19/2012	2,850	2,122						0	728
108	X	PHILIP MORRIS INTL INC COM	718172109		2/8/2012		8/31/2012	6,527	5,998						0	928
109	X	PHILIP MORRIS INTL INC COM	718172109		2/8/2012		8/31/2012	1,541	1,139						0	402
110	X	PHILIP MORRIS INTL INC COM	718172109		7/18/2011		11/27/2012	11,464	8,576						0	2,888
111	X	PHILIP MORRIS INTL INC COM	718172109		11/5/2008		11/27/2012	9,852	5,998						0	3,854
112	X	PHILIP MORRIS INTL INC COM	718172109		11/5/2008		12/19/2012	1,278	618						0	460
113	X	PIMCO COMMODITY REALTY	722005667		2/22/2009		8/31/2012	93,607	82,139						0	11,468
114	X	PIMCO COMMODITY REALTY	722005667		7/20/2009		8/31/2012	3,824	3,895						0	-71
115	X	PIMCO COMMODITY REALTY	722005667		1/20/2010		8/31/2012	9,361	11,001						0	-1,640
116	X	PIMCO COMMODITY REALTY	722005667		5/24/2010		8/31/2012	7,331	7,738						0	-407
117	X	PIMCO COMMODITY REALTY	722005667		2/8/2012		12/19/2012	32,957	32,488						0	469
118	X	PIMCO INVNT GRADE CORP BI	722005816		8/31/2012		12/19/2012	9,824	10,000						0	-176
119	X	PIMCO INVNT GRADE CORP BI	722005816		8/31/2012		12/19/2012	10,176	10,185						0	-9
120	X	PIMCO EMERGING LOCAL BD	72201F516		11/27/2012		12/19/2012	5,106	5,000						0	106
121	X	PIMCO EMERGING LOCAL BD	72201F516		11/27/2012		12/19/2012	11,394	10,892						0	502
122	X	PRAXAIR INC COM	74005P104		2/8/2012		8/31/2012	1,899	1,954						0	-55
123	X	PRAXAIR INC COM	74005P104		5/24/2010		11/27/2012	689	689						0	272
124	X	PRAXAIR INC COM	74005P104		2/8/2012		11/27/2012	5,341	5,332						0	9
125	X	PRAXAIR INC COM	74005P104		10/10/2008		11/27/2012	1,068	1,085						0	-17
126	X	PRAXAIR INC COM	74005P104		10/10/2008		12/19/2012	2,884	1,601						0	1,283
127	X	PROCTER & GAMBLE CO CON	742718109		7/4005P104		12/19/2012	1,632	1,586						0	742
128	X	PROCTER & GAMBLE CO CON	742718109		10/25/2010		8/2/2012	1,595	1,586						0	-9
129	X	PROCTER & GAMBLE CO CON	742718109		7/18/2011		8/2/2012	6,404	6,472						0	-68
130	X	PROCTER & GAMBLE CO CON	742718109		2/8/2012		8/2/2012	8,396	8,396						0	0
131	X	PROCTER & GAMBLE CO CON	742718109		2/8/2012		8/2/2012	3,614	3,632						0	-18
132	X	PROCTER & GAMBLE CO CON	742718109		5/24/2010		8/2/2012	1,712	1,656						0	56
133	X	PROCTER & GAMBLE CO CON	742718109		11/23/2010		11/27/2012	6,784	6,009						0	775
134	X	PROCTER & GAMBLE CO CON	742718109		12/12/2000		11/27/2012	1,384	1,353						0	31
135	X	PROCTER & GAMBLE CO CON	742718109		12/12/2000		12/19/2012	2,631	1,288						0	1,343
136	X	PROCTER & GAMBLE CO CON	742718109		12/12/2000		12/19/2012	1,045	508						0	537

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	Gross Sales	Valuation Method	Expense of Sale and Cost of Improvements	Cost, Other Basis and Expenses	Net Gain or Loss
	Long Term CG Distributions	19,040							3,939,955			3,725,993	214,362
	Short Term CG Distributions	0							0			0	0
137	X	QUALCOMM CORP COM	747525103		2/8/2012		8/31/2012	2,390	2,399				9
138	X	QUALCOMM CORP COM	747525103		2/8/2012		11/27/2012	999	984				15
139	X	QUALCOMM CORP COM	747525103		6/14/2011		11/27/2012	12,239	10,923				1,316
140	X	QUALCOMM CORP COM	747525103		6/14/2011		12/19/2012	3,688	3,455				433
141	X	QUANTA SVCS INC COM	74762E102		4/17/2011		8/31/2012	1,775	1,684				91
142	X	QUANTA SVCS INC COM	74762E102		4/17/2011		12/19/2012	9,736	8,737				999
143	X	QUANTA SVCS INC COM	74762E102		4/17/2011		12/19/2012	1,176	978				198
144	X	RIDGEWORTH FD-SHORT TER	766281611		8/31/2012		8/31/2012	100,100	100,000				100
145	X	RIDGEWORTH FD-SEIX FLT H	766281678		8/25/2011		8/31/2012	105,470	100,000				5,470
146	X	RIDGEWORTH FD-INTERMED	766281702		10/29/2007		8/31/2012	187,033	177,013				10,020
147	X	RIDGEWORTH FD-INTERMED	766281702		5/7/2007		12/19/2012	137,957	128,347				9,620
148	X	RIDGEWORTH FD-INTERMED	766281702		11/27/2012		12/19/2012	33,882	35,000				-1,118
149	X	RIDGEWORTH FD-CORE BD	766281876		5/7/2007		12/19/2012	3,618	3,477				141
150	X	RIDGEWORTH FD-CORE BD	766281876		10/22/2007		8/31/2012	536,758	483,753				43,005
151	X	RIDGEWORTH FD-CORE BD	766281876		10/29/2007		8/31/2012	35,957	33,466				2,491
152	X	T ROWE PRICE DIVRSTF SML	778917103		8/31/2012		12/19/2012	6,250	6,189				61
153	X	SCHLUMBERGER LTD COM	806857108		8/31/2012		8/31/2012	1,013	1,257				-244
154	X	SCHLUMBERGER LTD COM	806857108		1/15/2008		11/27/2012	6,794	8,711				-1,917
155	X	SCHLUMBERGER LTD COM	806857108		1/15/2008		11/27/2012	7,355	9,190				-1,835
156	X	SCHLUMBERGER LTD COM	806857108		7/18/2011		11/27/2012	2,267	2,267				0
157	X	SCHLUMBERGER LTD COM	806857108		8/18/2008		12/19/2012	3,339	3,805				-466
158	X	SCHRODER US SMALLMID C	80898R204		2/22/2011		2/8/2012	2,755	2,731				24
159	X	SCHRODER US SMALLMID C	80898R204		2/22/2011		8/31/2012	108,197	108,197				0
160	X	SCHRODER US SMALLMID C	80898R204		2/22/2011		8/31/2012	71,447	48,951				22,496
161	X	SENTINEL SMALL CO-I	817288825		7/20/2009		8/31/2012	62,009	50,139				11,870
162	X	SENTINEL SMALL CO-I	817288825		12/02/2010		8/31/2012	7,764	7,989				-225
163	X	TERADATA CORP DEL COM	88076W103		2/8/2012		8/31/2012	2,666	2,030				636
164	X	TERADATA CORP DEL COM	88076W103		7/18/2011		8/31/2012	838	828				10
165	X	TERADATA CORP DEL COM	88076W103		7/18/2011		11/27/2012	6,116	5,656				460
166	X	TERADATA CORP DEL COM	88076W103		3/18/2011		11/27/2012	3,521	2,821				700
167	X	TERADATA CORP DEL COM	88076W103		3/18/2011		12/19/2012	2,816	2,297				589
168	X	TEVA PHARMACEUTICAL IND	881624209		1/19/2010		8/31/2012	3,367	4,975				-1,608
169	X	TEVA PHARMACEUTICAL IND	881624209		1/19/2010		11/27/2012	3,609	5,210				-1,601
170	X	TEVA PHARMACEUTICAL IND	881624209		4/29/2010		11/27/2012	8,557	12,323				-3,766
171	X	TEVA PHARMACEUTICAL IND	881624209		4/29/2010		12/19/2012	617	934				-317
172	X	TEVA PHARMACEUTICAL IND	881624209		1/20/2010		12/19/2012	308	462				-154
173	X	TEXAS INSTRS INC COM	882508104		5/11/2007		8/31/2012	3,054	3,648				-795
174	X	TEXAS INSTRS INC COM	882508104		5/11/2007		11/27/2012	11,413	14,114				-2,701
175	X	TEXAS INSTRS INC COM	882508104		5/11/2007		12/19/2012	1,870	1,870				0
176	X	TEXAS INSTRS INC COM	882508104		5/11/2007		12/20/2012	6,526	7,662				-1,136
177	X	TEXAS INSTRS INC COM	882508104		5/24/2010		12/20/2012	6,245	4,903				1,342
178	X	TEXAS INSTRS INC COM	882508104		10/25/2010		12/20/2012	781	724				57
179	X	TEXAS INSTRS INC COM	882508104		7/18/2011		12/20/2012	4,840	4,758				81
180	X	TEXAS INSTRS INC COM	882508104		10/19/2011		12/20/2012	11,552	11,328				224
181	X	TEXAS INSTRS INC COM	882508104		2/8/2012		12/20/2012	6,182	6,719				-537
182	X	THERMO FISHER SCIENTIFIC	883556102		7/24/2008		1/30/2012	18,730	21,157				-2,427
183	X	THERMO FISHER SCIENTIFIC	883556102		5/24/2010		1/30/2012	4,970	4,821				149
184	X	THERMO FISHER SCIENTIFIC	883556102		10/25/2010		1/30/2012	1,570	1,506				64
185	X	THERMO FISHER SCIENTIFIC	883556102		2/8/2012		1/30/2012	3,401	4,105				-704
186	X	UNION PACIFIC CORP COM	907818108		2/8/2012		8/31/2012	3,040	2,863				177
187	X	UNION PACIFIC CORP COM	907818108		7/18/2011		11/27/2012	5,519	4,514				1,005
188	X	UNION PACIFIC CORP COM	907818108		2/8/2012		11/27/2012	491	458				33
189	X	UNION PACIFIC CORP COM	907818108		6/22/2009		11/27/2012	4,415	1,784				2,631
190	X	UNION PACIFIC CORP COM	907818108		2/8/2012		12/19/2012	1,638	644				994
191	X	UNITED PARCEL SVC INC CL	811312106		2/8/2012		8/31/2012	1,477	1,538				-61
192	X	MANNING & NAPIER WORLD	563821545		1/20/2010		2/8/2012	73,075	81,359				-8,284
193	X	MANNING & NAPIER WORLD	563821545		1/20/2010		12/19/2012	47,500	50,434				2,934
194	X	MATTEL INC COM	577081102		1/30/2012		8/31/2012	2,003	1,686				317
195	X	MATTEL INC COM	577081102		1/30/2012		11/27/2012	10,551	8,520				2,031
196	X	MATTEL INC COM	577081102		1/30/2012		12/19/2012	1,621	1,272				349
197	X	MERCK & CO INC COM	58933Y105		8/14/2007		8/31/2012	129	151				-22
198	X	MERCK & CO INC COM	58933Y105		1/30/2012		8/31/2012	4,947	4,662				485
199	X	MERCK & CO INC COM	58933Y105		1/30/2012		11/27/2012	21,347	18,818				2,529
200	X	MERCK & CO INC COM	58933Y105		2/8/2012		11/27/2012	264	231				33
201	X	MERCK & CO INC COM	58933Y105		10/25/2010		12/19/2012	1,534	1,308				225
202	X	MERCK & CO INC COM	58933Y105		2/8/2012		12/19/2012	701	616				85
203	X	MERCK & CO INC COM	58933Y105		7/18/2011		12/19/2012	964	788				178

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	Totals	
															Gross Sales	Net Gain or Loss
	Long Term CG Distributions	19,040													3,939,955	214,362
	Short Term CG Distributions	0													0	0
205	MICROSOFT CORP COM	594918104			4/27/2012		11/21/2012	15,117	17,842					0	0	-2,725
206	MICROSOFT CORP COM	594918104			4/27/2012		12/19/2012	3,329	3,908					0	0	-579
207	MORGAN STANLEY COM	617468448			5/11/2008		11/27/2012	5,025	7,862					0	0	-2,837
208	MORGAN STANLEY COM	617468448			4/22/2009		11/27/2012	2,010	2,961					0	0	-951
209	MORGAN STANLEY COM	617468448			4/22/2009		12/19/2012	1,481	2,070					0	0	-579
210	NATIONAL OILWELL VARGO II	637071101			2/8/2012		11/21/2012	4,215	4,345					0	0	-130
211	NATIONAL OILWELL VARGO II	637071101			7/18/2011		11/21/2012	4,215	4,714					0	0	-499
212	NATIONAL OILWELL VARGO II	637071101			2/8/2012		11/21/2012	492	574					0	0	-82
213	NATIONAL OILWELL VARGO II	637071101			5/17/2012		11/27/2012	6,855	6,471					0	0	484
214	NATIONAL OILWELL VARGO II	637071101			5/17/2012		12/19/2012	4,004	3,791					0	0	213
215	NEUBERGER BERMAN HIGH	64128K868			11/27/2012		12/19/2012	15,270	15,000					0	0	270
216	NEUBERGER BERMAN HIGH	64128K868			8/31/2012		12/19/2012	19,230	18,750					0	0	480
217	OCCIDENTAL PETROLEUM CO	674599105			5/20/2010		1/30/2012	9,812	10,489					0	0	-677
218	OCCIDENTAL PETROLEUM CO	674599105			5/20/2010		1/30/2012	4,856	3,822					0	0	1,024
219	OCCIDENTAL PETROLEUM CO	674599105			5/20/2010		2/8/2012	518	353					0	0	165
220	OCCIDENTAL PETROLEUM CO	674599105			5/20/2010		8/31/2012	850	786					0	0	64
221	OCCIDENTAL PETROLEUM CO	674599105			5/20/2010		11/27/2012	8,173	8,492					0	0	-319
222	OCCIDENTAL PETROLEUM CO	674599105			9/10/2008		11/27/2012	4,162	3,825					0	0	337
223	OCCIDENTAL PETROLEUM CO	674599105			11/27/2012		12/19/2012	2,521	2,225					0	0	296
224	OCCIDENTAL PETROLEUM CO	674599105			9/10/2008		8/24/2012	956	978				22	0	0	-22
225	ORACLE CORP COM	68389X105			8/31/2012		11/27/2012	3,231	3,265					0	0	-34
226	ORACLE CORP COM	68389X105			1/28/2011		11/27/2012	941	973					0	0	-32
227	ORACLE CORP COM	68389X105			1/28/2011		11/27/2012	941	973					0	0	-32
228	ORACLE CORP COM	68389X105			2/8/2012		11/27/2012	4,204	3,652					0	0	552
229	ORACLE CORP COM	68389X105			2/8/2012		12/19/2012	1,095	920					0	0	175
230	ORACLE CORP COM	68389X105			5/24/2010		12/19/2012	1,351	1,917					0	0	-566
231	ORACLE CORP COM	68389X105			10/25/2010		12/19/2012	32,000	31,917					0	0	83
232	ORACLE CORP COM	68389X105			11/27/2012		12/19/2012	8,897	9,687					0	0	-790
233	PIMCO LOW DURATION-H	693390304			8/5/2012		12/19/2012	9,603	9,687					0	0	-84
234	PIMCO LOW DURATION-H	693390304			5/20/2010		8/31/2012	6,905	6,776					0	0	129
235	PNC FINL SVCS GROUP INC C	693475105			5/20/2010		11/27/2012	10,155	11,171					0	0	-1,016
236	PNC FINL SVCS GROUP INC C	693475105			2/8/2012		12/19/2012	2,848	2,848					0	0	0
237	PNC FINL SVCS GROUP INC C	693475105			2/8/2012		12/19/2012	3,030	3,030					0	0	0
238	PNC FINL SVCS GROUP INC C	693475105			1/21/2011		12/19/2012	1,188	1,211					0	0	-23
239	PACCAR INC COM	693718108			7/22/2011		8/31/2012	1,441	1,806					0	0	-365
240	PACCAR INC COM	693718108			1/21/2011		11/27/2012	972	1,010					0	0	-38
241	PACCAR INC COM	693718108			1/21/2011		11/27/2012	8,940	9,076					0	0	-136
242	PACCAR INC COM	693718108			7/22/2011		12/19/2012	7,408	8,576					0	0	-1,168
243	PACCAR INC COM	693718108			7/22/2011		12/19/2012	1,085	1,204					0	0	-119
244	PEPSICO INC COM	713448108			7/18/2011		4/12/2012	6,849	7,191					0	0	-342
245	WALT DISNEY CO COM	254687106			7/18/2011		8/7/2012	9,835	7,397					0	0	2,438
246	WALT DISNEY CO COM	254687106			5/24/2010		11/27/2012	1,955	1,305					0	0	650
247	WALT DISNEY CO COM	254687106			7/18/2011		11/27/2012	1,075	857					0	0	218
248	WALT DISNEY CO COM	254687106			8/6/2003		11/27/2012	12,319	5,344					0	0	6,975
249	WALT DISNEY CO COM	254687106			8/6/2003		12/19/2012	3,114	1,315					0	0	1,799
250	WALT DISNEY CO COM	254687106			9/8/2003		12/19/2012	100	42					0	0	58
251	DOUBLINE TOTAL RETURN	258620103			11/27/2012		12/19/2012	46,750	46,832					0	0	-82
252	EMC CORP COM	268648102			7/18/2011		8/31/2012	3,330	3,394					0	0	-64
253	EMC CORP COM	268648102			5/24/2010		11/27/2012	1,286	944					0	0	342
254	EMC CORP COM	268648102			7/18/2011		11/27/2012	3,785	4,089					0	0	-304
255	EMC CORP COM	268648102			2/8/2012		11/27/2012	4,156	4,276					0	0	-120
256	EMC CORP COM	268648102			5/15/2008		12/19/2012	3,280	2,344					0	0	936
257	EMC CORP COM	268648102			3/6/2012		12/19/2012	3,207	2,168					0	0	1,039
258	EMC CORP COM	268648102			3/6/2012		11/27/2012	10,465	8,646					0	0	1,819
259	EMC CORP COM	268648102			3/6/2012		12/19/2012	1,657	1,365					0	0	292
260	EMC CORP COM	268648102			10/10/2008		11/27/2012	2,446	1,097					0	0	1,349
261	FREEMONT-MCMORAN COPP	35671D857			10/10/2008		11/27/2012	2,446	1,097					0	0	1,349
262	FREEMONT-MCMORAN COPP	35671D857			10/10/2008		11/27/2012	7,042	11,480					0	0	-4,438
263	GENERAL ELECTRIC CO COM	369604103			4/25/2006		11/27/2012	1,498	2,413					0	0	-915
264	GENERAL ELECTRIC CO COM	369604103			4/25/2006		12/19/2012	9,059	14,650					0	0	-5,591
265	GENERAL ELECTRIC CO COM	369604103			4/25/2006		8/17/2012	30,719	28,923					0	0	1,796
266	GENERAL MILLS INC COM	370334104			10/19/2011		8/17/2012	14,015	14,493					0	0	-478
267	GENERAL MILLS INC COM	370334104			10/19/2011		8/17/2012	6,028	6,135					0	0	-106
268	GENERAL MILLS INC COM	370334104			1/21/2011		8/31/2012	3,181	4,975					0	0	-1,794
269	GOLDMAN SACHS GROUP INC	38141G104			12/1/2011		12/19/2012	10,720	14,760					0	0	-4,040
270	GOLDMAN SACHS GROUP INC	38141G104			12/1/2011		12/19/2012	1,815	2,488					0	0	-673
271	GOLDMAN SACHS GROUP INC	38141G104			10/25/2010		12/19/2012	1,216	1,593					0	0	-377
272	GOLDMAN SACHS GROUP INC	38141G104			10/25/2010		12/19/2012	1,216	1,593					0	0	-377

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															Capital Gains/Losses	Other sales
														Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
														19,040	3,939,955	214,362
														0	0	0
														19,040	3,725,593	214,362
341	X	JANUS PERKINS SMALL CAP	47103C183		2/6/2012		11/21/2012	440	448					0	0	0
342	X	JANUS PERKINS SMALL CAP	47103C183		2/6/2012		12/19/2012	10,000	9,776					0	0	224
343	X	MACYS INC COM	55616P104		2/6/2012		8/31/2012	8,473	7,551					0	0	922
344	X	MACYS INC COM	55616P104		2/6/2012		9/7/2012	1,735	1,546					0	0	189
345	X	MACYS INC COM	55616P104		10/19/2011		9/7/2012	6,841	5,116					0	0	1,725
346	X	MACYS INC COM	55616P104		10/19/2011		11/21/2012	8,078	6,038					0	0	2,040
347	X	MACYS INC COM	55616P104		9/9/2011		11/21/2012	6,407	4,037					0	0	2,370
348	X	MACYS INC COM	55616P104		9/9/2011		12/19/2012	5,543	3,536					0	0	2,007
349	X	MANNING & NAPIER WORLD	563821545		10/25/2010		2/8/2012	68,484	80,130					0	0	-11,646
350	X	MANNING & NAPIER WORLD	563821545		2/22/2011		2/8/2012	2,738	3,318					0	0	-580
351	X	MANNING & NAPIER WORLD	563821545		4/18/2011		2/8/2012	63,264	76,582					0	0	-13,318
352	X	MANNING & NAPIER WORLD	563821545		7/18/2011		2/8/2012	109,523	128,920					0	0	-20,397
353	X	UNITED PARCEL SVC INC CL	911312106		7/18/2011		11/21/2012	5,072	5,082					0	0	-10
354	X	UNITED PARCEL SVC INC CL	911312106		2/6/2012		11/21/2012	538	538					0	0	-31
355	X	UNITED PARCEL SVC INC CL	911312106		10/29/2008		11/21/2012	3,116	2,114					0	0	1,002
356	X	UNITED PARCEL SVC INC CL	911312106		10/29/2008		12/19/2012	1,214	781					0	0	427
357	X	VERIZON COMMUNICATIONS	92343V104		5/11/2007		8/31/2012	4,335	3,887					0	0	448
358	X	VERIZON COMMUNICATIONS	92343V104		5/11/2007		11/21/2012	15,367	13,739					0	0	1,628
359	X	VERIZON COMMUNICATIONS	92343V104		5/11/2007		12/19/2012	1,532	1,347					0	0	185
360	X	VISA INC CL A COM	92826C839		2/6/2012		8/31/2012	5,504	4,639					0	0	865
361	X	VISA INC CL A COM	92826C839		7/18/2011		8/31/2012	886	620					0	0	276
362	X	VISA INC CL A COM	92826C839		7/18/2011		11/21/2012	9,899	6,024					0	0	3,875
363	X	VISA INC CL A COM	92826C839		9/28/2010		11/21/2012	7,840	3,961					0	0	3,879
364	X	VISA INC CL A COM	92826C839		8/31/2012		12/19/2012	3,595	1,761					0	0	1,834
365	X	WAL-MART STORES INC COM	931142103		8/17/2012		11/21/2012	1,117	1,165					0	0	-48
366	X	WAL-MART STORES INC COM	931142103		8/17/2012		12/19/2012	6,355	6,572					0	0	-217
367	X	WAL-MART STORES INC COM	931142103		8/17/2012		12/19/2012	1,106	1,156					0	0	-50
368	X	WASATCH LONGSHORT FD	936793835		11/21/2012		12/19/2012	2,136	2,054					0	0	82
369	X	WILLIAMS COS INC COM	969457100		8/31/2010		12/19/2012	27,864	26,785					0	0	1,079
370	X	WILLIAMS COS INC COM	969457100		3/1/2010		11/21/2012	4,434	2,431					0	0	2,003
371	X	WILLIAMS COS INC COM	969457100		3/1/2010		12/19/2012	2,943	1,621					0	0	1,322
372	X	WPX ENERGY INC COM	98212B103		3/1/2010		4/12/2012	5,504	4,075					0	0	1,429
373	X	WPX ENERGY INC COM	98212B103		5/24/2010		4/12/2012	1,654	1,072					0	0	582
374	X	WPX ENERGY INC COM	98212B103		10/25/2010		4/12/2012	434	310					0	0	124
375	X	WPX ENERGY INC COM	98212B103		7/18/2011		4/12/2012	786	798					0	0	-12
376	X	WPX ENERGY INC COM	98212B103		2/6/2012		4/12/2012	537	594					0	0	-57
377	X	INVESCO LTD BERMUDA COM	G4918T108		5/23/2008		8/31/2012	1,564	1,791					0	0	-227
378	X	INVESCO LTD BERMUDA COM	G4918T108		5/23/2008		12/19/2012	7,528	8,224					0	0	-696
379	X	INVESCO LTD BERMUDA COM	G4918T108		1/21/2011		12/19/2012	1,523	1,574					0	0	-51
380	X	WELLS FARGO & CO COM NE	949746101		12/1/2011		8/31/2012	5,203	4,873					0	0	330
381	X	WELLS FARGO & CO COM NE	949746101		3/26/2008		11/21/2012	4,458	4,420					0	0	38
382	X	WELLS FARGO & CO COM NE	949746101		3/26/2008		12/19/2012	10,095	9,420					0	0	675
383	X	WELLS FARGO & CO COM NE	949746101		4/15/2011		12/19/2012	4,522	3,976					0	0	546
384	X	WHIRLPOOL CORP COM	963320106		7/18/2011		1/30/2012	22,834	35,444					0	0	-13,510
385	X	WHIRLPOOL CORP COM	963320106		2/6/2012		8/31/2012	3,777	5,356					0	0	-1,579
386	X	WILLIAMS COS INC COM	969457100		2/6/2012		11/21/2012	5,026	4,554					0	0	472
387	X	WILLIAMS COS INC COM	969457100		2/6/2012		11/21/2012	4,763	3,562					0	0	1,181
388	X	WILLIAMS COS INC COM	969457100		2/6/2012		11/21/2012	2,036	1,810					0	0	226

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

		18,639	2,370	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	2,370	2,370		
2	PY EXCISE TAX DUE	6,791			
3	ESTIMATED EXCISE PAYMENTS	9,478			

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

		3,667	3,667	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	RENTAL PROPERTY TAX PAYMENTS	3,525	3,525		
2	RENTAL INSURANCE	142	142		

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

Long Term CG Distributions		Short Term CG Distributions		19,040		Amount		3,920,915		0		3,086		3,728,859		195,322		0		0		0		195,322	
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	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis or Losses	Gain Minus Excess of FMV Over Adjusted Basis or Losses												
1 ABB LTD SPONS ADR	000375204		7/6/2008	4/27/2012	3,469			4,989	-1,520				-1,500												
2 ABB LTD SPONS ADR	000375204		10/2/2009	4/27/2012	19,003			19,622	-619				-619												
3 ABB LTD SPONS ADR	000375204		5/24/2010	4/27/2012	3,533			3,959	-426				-426												
4 ABB LTD SPONS ADR	000375204		10/25/2010	4/27/2012	3,488			4,202	-714				-714												
5 ABB LTD SPONS ADR	000375204		7/19/2011	4/27/2012	4,525			5,939	-1,414				-1,414												
6 ABB LTD SPONS ADR	000375204		2/6/2012	4/27/2012	3,092			3,558	-466				-466												
7 ABBOTT LABS COM	028241100		2/6/2012	8/3/2012	5,046			4,282	766				766												
8 ABBOTT LABS COM	028241100		2/6/2012	8/3/2012	128			111	17				17												
9 ABBOTT LABS COM	028241100		10/26/2007	1/27/2012	19,258			18,257	3,001				3,001												
10 ABBOTT LABS COM	028241100		10/26/2007	1/27/2012	2,414			2,005	409				409												
11 ABERDEEN EQUITY LONG SHORT-I	030203338		2/22/2011	2/6/2012	480			483	-3				-3												
12 ABERDEEN EQUITY LONG SHORT-I	030203338		1/20/2010	2/6/2012	3,354			3,244	110				110												
13 ABERDEEN EQUITY LONG SHORT-I	030203338		8/3/2012	1/27/2012	978			966	12				12												
14 ABERDEEN EQUITY LONG SHORT-I	030203338		8/3/2012	1/27/2012	10,250			10,003	247				247												
15 ALLSTATE CORP COM	020021011		9/7/2012	1/27/2012	8,426			7,866	560				560												
16 ALLSTATE CORP COM	020021011		2/6/2012	1/27/2012	1,764			1,655	109				109												
17 AMAZON INC COM	023135106		2/6/2012	3/6/2012	4,891			5,020	-129				-129												
18 AMAZON INC COM	023135106		2/6/2012	3/6/2012	13,787			9,005	4,782				4,782												
19 AMAZON INC COM	023135106		2/6/2012	3/6/2012	24,464			18,115	8,349				8,349												
20 AMGEN INC COM	031182100		2/6/2012	8/3/2012	3,861			3,143	718				718												
21 AMGEN INC COM	031182100		2/6/2012	8/3/2012	437			342	95				95												
22 AMGEN INC COM	031182100		2/6/2012	1/27/2012	17,637			12,237	5,400				5,400												
23 AMGEN INC COM	031182100		5/13/2011	1/27/2012	1,212			1,212	0				0												
24 APACHE CORP COM	037411105		7/19/2011	8/3/2012	603			857	-254				-254												
25 APACHE CORP COM	037411105		5/24/2010	1/27/2012	1,391			1,603	-212				-212												
26 APACHE CORP COM	037411105		7/19/2011	1/27/2012	3,710			5,880	-2,170				-2,170												
27 APACHE CORP COM	037411105		2/6/2012	1/27/2012	2,550			3,458	-908				-908												
28 APACHE CORP COM	037411105		4/27/2007	1/27/2012	2,329			2,296	33				33												
29 APACHE CORP COM	037411105		4/27/2007	1/27/2012	2,329			2,148	181				181												
30 APPLE INC COM	037633100		2/6/2012	8/3/2012	15,937			11,403	4,534				4,534												
31 APPLE INC COM	037633100		5/24/2010	1/27/2012	6,796			3,718	5,077				5,077												
32 BAXTER INTL INC COM	071813109		7/19/2011	1/27/2012	2,201			2,007	194				194												
33 BAXTER INTL INC COM	071813109		1/19/2008	1/27/2012	687			584	103				103												
34 BIE AEROSPACE INC COM	073402101		2/6/2012	8/3/2012	3,614			4,122	-508				-508												
35 BIE AEROSPACE INC COM	073402101		7/19/2011	8/3/2012	2,128			2,129	-1				-1												
36 BIE AEROSPACE INC COM	073402101		7/19/2011	1/27/2012	6,720			5,906	814				814												
37 BIE AEROSPACE INC COM	073402101		5/19/2011	1/27/2012	6,583			5,440	1,143				1,143												
38 BIE AEROSPACE INC COM	073402101		5/19/2011	1/27/2012	1,036			793	243				243												
39 BEAM INC COM	073730103		8/17/2012	1/27/2012	7,360			8,234	-874				-874												
40 BEAM INC COM	073730103		8/17/2012	1/27/2012	123			120	3				3												
41 BEAM INC COM	073730103		8/17/2012	1/27/2012	1,474			1,403	71				71												
42 BEAM INC COM	073730103		4/12/2012	1/27/2012	61			57	4				4												
43 CVS CAREMARK CORP COM	126650100		2/6/2012	1/27/2012	4,821			4,449	372				372												
44 APPLE INC COM	037633100		7/19/2011	1/27/2012	20,524			12,791	7,733				7,733												
45 APPLE INC COM	037633100		10/19/2011	1/27/2012	6,796			6,990	-194				-194												
46 APPLE INC COM	037633100		1/19/2007	1/27/2012	6,796			2,597	6,229				6,229												
47 APPLE INC COM	037633100		1/19/2007	1/27/2012	4,757			1,540	3,217				3,217												
48 AUTODESK INC COM	052658106		8/6/2010	8/24/2012	28,795			25,021	3,774				3,774												
49 AUTODESK INC COM	052658106		7/19/2011	8/24/2012	4,804			5,709	-905				-905												
50 AUTODESK INC COM	052658106		2/6/2012	8/24/2012	1,711			2,180	-469				-469												
51 BBAT CORP COM	054937107		2/6/2012	8/3/2012	2,020			1,898	122				122												
52 BBAT CORP COM	054937107		7/19/2011	1/27/2012	4,381			3,876	505				505												
53 BBAT CORP COM	054937107		2/6/2012	1/27/2012	113			118	-5				-5												
54 BBAT CORP COM	054937107		8/17/2010	1/27/2012	2,431			2,056	375				375												
55 BBAT CORP COM	054937107		8/17/2010	1/27/2012	2,021			1,625	396				396												
56 BANK OF AMERICA CORP COM	060905104		10/25/2010	8/3/2012	230			335	-105				-105												
57 BANK OF AMERICA CORP COM	060905104		5/28/2009	8/3/2012	935			1,301	-366				-366												
58 BANK OF AMERICA CORP COM	060905104		5/28/2009	1/27/2012	9,565			10,752	-1,187				-1,187												
59 BANK OF AMERICA CORP COM	060905104		5/28/2009	1/27/2012	3,320			3,264	56				56												
60 BAXTER INTL INC COM	071813109		1/20/2010	8/3/2012	2,647			2,741	-94				-94												
61 BAXTER INTL INC COM	071813109		1/20/2010	8/3/2012	6,072			5,605	467				467												
62 BAXTER INTL INC COM	071813109		7/19/2011	1/27/2012	4,752			4,378	373				373												
63 CVS CAREMARK CORP COM	126650100		8/2/2012	1/27/2012	6,834			6,725	109				109												
64 CVS CAREMARK CORP COM	126650100		8/2/2012	1/27/2012	2,718			2,742	-24				-24												
65 CVS CAREMARK CORP COM	126650100		7/19/2011	1/27/2012	2,307			2,320	-13				-13												
66 CVS CAREMARK CORP COM	126650100		7/19/2011	1/27/2012	2,989			3,504	-515				-515												
67 CAMERON INTL CORP COM	133428105		2/6/2012	8/2/2012	32			32	0				0												
68 CAMERON INTL CORP COM	133428105		8/18/2011	8/2/2012	7,911			7,321	590				590												
69 CAMERON INTL CORP COM	133428105		8/18/2011	1/27/2012	1,914			1,658	256				256												
70 CAMERON INTL CORP COM	133428105		8/18/2011	1/27/2012	1,329			1,400	-71				-71												
71 CAMERON INTL CORP COM	133428105		8/17/2010	1/27/2012	4,732			3,456	1,276				1,276												
72 CAMERON INTL CORP COM	133428105		8/17/2010	1/27/2012	3,077			2,097	980				980												
73 CAPITAL ONE FINL CORP COM	16040H105		7/19/2011	1/27/2012	6,889			5,917	972				972												
74 CAPITAL ONE FINL CORP COM	16040H105		1/27/2012	1/27/2012	3,657			3,056	601				601												
75 CAPITAL ONE FINL CORP COM	16040H105		2/6/2012	1/27/2012	8,418			7,013	1,405				1,405												
76 CAPITAL ONE FINL CORP COM	16040H105		1/19/2010	1/27/2012	6,986			4,444	1,652				1,652												
77 CAPITAL ONE FINL CORP COM	16040H105		1/19/2010	1/27/2012	4,845			3,471	1,374				1,374												
78 CAPITAL ONE FINL CORP COM	16040H105		2/6/2012	8/3/2012	4,608			4,378	230				230												
79 CHEVRON CORP COM	166784100		7/19/2011	1/27/2012	8,822			8,976	-154				-154												
80 CHEVRON CORP COM	166784100		2/6/2012	1/27/2012	1,142			1,175	-33				-33												
81 CHEVRON CORP COM	166784100		10/9/2000	1/27/2012	7,056			2,285	4,773				4,773												
82 CHEVRON CORP COM	166784100		2/6/2012	8/3/2012	3,103			941	2,162				2,162												
83 COACH INC COM	189754104		2/6/2012	8/3/2012	3,940			4,885	-1,045				-1,045												

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

CUSIP #	Description of Property Sold	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adjusted Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
169	TEVA PHARMACEUTICAL INDS LTD ADI	1/19/2010	11/27/2012	3,609	0	0	5,210	-1,601	0	0	0	195,322
170	TEVA PHARMACEUTICAL INDS LTD ADI	4/29/2010	11/27/2012	8,537	0	0	12,323	-3,786	0	0	0	-1,601
171	TEVA PHARMACEUTICAL INDS LTD ADI	4/29/2010	12/19/2012	617	0	0	934	-317	0	0	0	-3,786
172	TEVA PHARMACEUTICAL INDS LTD ADI	1/20/2010	12/19/2012	308	0	0	462	-154	0	0	0	-154
173	TEVA PHARMACEUTICAL INDS LTD ADI	5/11/2007	8/31/2012	3,054	0	0	3,849	-795	0	0	0	-795
174	TEXAS INSTRS INC COM	11/14/13	11/27/2012	11,413	0	0	14,114	-2,701	0	0	0	-2,701
175	TEXAS INSTRS INC COM	8/25/08104	12/19/2012	1,604	0	0	1,870	-266	0	0	0	-266
176	TEXAS INSTRS INC COM	5/11/2007	12/19/2012	6,526	0	0	7,662	-1,136	0	0	0	-1,136
177	TEXAS INSTRS INC COM	5/24/2010	12/19/2012	6,245	0	0	4,903	1,342	0	0	0	1,342
178	TEXAS INSTRS INC COM	10/25/2010	12/19/2012	781	0	0	724	57	0	0	0	57
179	TEXAS INSTRS INC COM	8/25/08104	12/19/2012	4,840	0	0	4,758	81	0	0	0	81
180	TEXAS INSTRS INC COM	10/19/2011	12/19/2012	11,532	0	0	11,328	224	0	0	0	224
181	TEXAS INSTRS INC COM	2/8/2012	12/19/2012	6,183	0	0	6,719	-537	0	0	0	-537
182	TERMO FISHER SCIENTIFIC INC COM	7/24/2008	1/30/2012	19,730	0	0	21,157	-2,427	0	0	0	-2,427
183	TERMO FISHER SCIENTIFIC INC COM	5/2/2010	1/30/2012	4,970	0	0	4,821	149	0	0	0	149
184	TERMO FISHER SCIENTIFIC INC COM	10/25/2010	1/30/2012	1,570	0	0	1,506	64	0	0	0	64
185	TERMO FISHER SCIENTIFIC INC COM	8/33/58102	1/30/2012	3,001	0	0	4,105	-1,104	0	0	0	-1,104
186	UNION PACIFIC CORP COM	7/19/2012	8/31/2012	3,601	0	0	2,683	918	0	0	0	918
187	UNION PACIFIC CORP COM	2/8/2012	11/27/2012	5,919	0	0	4,514	1,405	0	0	0	1,405
188	UNION PACIFIC CORP COM	2/8/2012	11/27/2012	4,511	0	0	1,758	2,753	0	0	0	2,753
189	UNION PACIFIC CORP COM	8/22/2009	12/19/2012	1,638	0	0	1,644	-6	0	0	0	-6
190	UNION PACIFIC CORP COM	9/22/2009	12/19/2012	884	0	0	1,518	-634	0	0	0	-634
191	UNION PACIFIC CORP COM	2/8/2012	8/31/2012	73,075	0	0	81,359	-8,284	0	0	0	-8,284
192	UNION PACIFIC CORP COM	1/20/2010	2/9/2012	281	0	0	50,234	-49,953	0	0	0	-49,953
193	UNION PACIFIC CORP COM	2/8/2012	8/31/2012	2,063	0	0	2,155	-92	0	0	0	-92
194	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	10,351	0	0	9,520	831	0	0	0	831
195	UNION PACIFIC CORP COM	1/30/2012	11/27/2012	1,621	0	0	1,271	350	0	0	0	350
196	UNION PACIFIC CORP COM	1/30/2012	11/27/2012	1,621	0	0	1,271	350	0	0	0	350
197	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
198	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
199	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
200	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
201	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
202	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
203	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
204	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
205	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
206	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
207	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
208	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
209	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
210	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
211	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
212	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
213	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
214	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
215	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
216	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
217	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
218	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
219	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
220	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
221	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
222	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
223	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
224	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
225	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
226	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
227	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
228	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
229	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
230	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
231	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
232	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
233	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
234	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
235	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
236	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
237	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
238	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
239	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
240	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
241	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
242	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
243	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
244	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
245	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
246	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
247	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
248	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
249	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
250	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
251	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350
252	UNION PACIFIC CORP COM	1/30/2012	8/31/2012	1,621	0	0	1,271	350	0	0	0	350

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

Long Term CG Distributions		Short Term CG Distributions		Amount		19,940		0		3,820,815		0		3,728,659		185,322		0		0		0		185,322					
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F.M.V. as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gain or Loss	F.M.V. as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gain or Loss	F.M.V. as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gain or Loss	F.M.V. as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gain or Loss	F.M.V. as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	
333 EMC CORP CO	268648102		1/27/2012	1/27/2012	3,286			0	342																				
334 EMC CORP CO	268648102		1/27/2012	1/27/2012	3,785			0	4,989																				
335 EMC CORP CO	268648102		1/27/2012	1/27/2012	4,158			0	4,226																				
336 EMC CORP CO	268648102		1/27/2012	1/27/2012	3,290			0	3,448																				
337 EMC CORP CO	268648102		1/27/2012	1/27/2012	3,207			0	2,688																				
338 EMC CORP CO	268648102		1/27/2012	1/27/2012	683			0	691																				
339 EMC CORP CO	268648102		1/27/2012	1/27/2012	10,466			0	8,848																				
340 EMC CORP CO	268648102		1/27/2012	1/27/2012	1,657			0	1,985																				
341 FREEMPORT MORGAN COPPER & GOLD	358110857		10/10/2008	1/27/2012	2,448			0	1,987																				
342 FREEMPORT MORGAN COPPER & GOLD	358110857		10/10/2008	1/27/2012	511			0	281																				
343 GENERAL ELECTRIC CO	369041103		3/12/2007	1/27/2012	7,042			0	11,480																				
344 GENERAL ELECTRIC CO	369041103		4/25/2008	1/27/2012	9,059			0	14,650																				
345 GENERAL ELECTRIC CO	369041103		4/25/2008	1/27/2012	4,488			0	2,413																				
346 GENERAL ELECTRIC CO	369041103		8/12/2011	1/27/2012	30,719			0	26,933																				
347 GENERAL MILLS INC	370331104		10/19/2011	8/17/2012	1,015			0	1,463																				
348 GENERAL MILLS INC	370331104		2/8/2012	8/17/2012	9,039			0	6,135																				
349 GOLDMAN SACHS GROUP INC	381110104		1/2/2011	8/17/2012	3,181			0	4,325																				
350 GOLDMAN SACHS GROUP INC	381110104		1/2/2011	8/17/2012	10,750			0	17,769																				
351 GOLDMAN SACHS GROUP INC	381110104		1/2/2011	8/17/2012	1,919			0	4,488																				
352 GOLDMAN SACHS GROUP INC	381110104		10/25/2010	8/17/2012	1,279			0	1,393																				
353 GOOGLE INC CL A	381110104		5/24/2010	8/17/2012	1,172			0	3,681																				
354 GOOGLE INC CL A	381110104		7/18/2011	8/17/2012	2,918			0	2,583																				
355 GOOGLE INC CL A	381110104		7/18/2011	8/17/2012	3,388			0	2,703																				
356 EMERSON ELEG CO	391011104		5/24/2010	8/17/2012	2,485			0	2,732																				
357 EMERSON ELEG CO	391011104		2/24/2010	8/17/2012	94			0	2,731																				
358 EMERSON ELEG CO	391011104		1/19/2011	8/17/2012	5,288			0	2,813																				
359 EMERSON ELEG CO	391011104		2/8/2012	8/17/2012	2,921			0	3,177																				
360 EMERSON ELEG CO	391011104		1/21/2008	8/17/2012	7,724			0	2,951																				
361 EMERSON ELEG CO	391011104		1/21/2008	8/17/2012	1,761			0	2,653																				
362 EXPRESS SCRIPTS HILCO CO	392195108		2/8/2012	8/17/2012	5,028			0	2,688																				
363 EXPRESS SCRIPTS HILCO CO	392195108		2/8/2012	8/17/2012	1,108			0	7,108																				
364 FED HOME BK	314041104		1/24/2011	8/17/2012	10,900			0	76,937																				
365 FED HOME BK	314041104		10/29/2010	8/17/2012	100,000			0	100,000																				
366 FLOUR CORP CO NEW	343412102		1/19/2012	8/17/2012	1,832			0	2,338																				
367 FLOUR CORP CO NEW	343412102		7/24/2010	8/17/2012	804			0	1,983																				
368 FLOUR CORP CO NEW	343412102		7/24/2010	8/17/2012	2,921			0	3,177																				
369 FLOUR CORP CO NEW	343412102		7/24/2010	8/17/2012	2,567			0	2,951																				
370 FLOUR CORP CO NEW	343412102		1/25/2008	8/17/2012	2,588			0	1,233																				
371 FLOUR CORP CO NEW	343412102		1/25/2008	8/17/2012	1,952			0	1,463																				
372 FLORESERVE CORP	343412102		7/24/2010	8/17/2012	2,327			0	2,168																				
373 FLORESERVE CORP	343412102		7/24/2010	8/17/2012	4,450			0	2,197																				
374 FLORESERVE CORP	343412102		2/8/2011	8/17/2012	2,783			0	2,511																				
375 FLORESERVE CORP	343412102		6/8/2010	8/17/2012	4,688			0	2,676																				
376 FLORESERVE CORP	343412102		6/8/2010	8/17/2012	1,723			0	6,688																				
377 FORUM ARSON LITE STRATEGIES I	306817800		10/24/2007	5/24/2012	8,168			0	9,268																				
378 EXPRESS SCRIPTS HILCO CO	392195108		10/16/2007	8/17/2012	5,028			0	4,989																				
379 EXPRESS SCRIPTS HILCO CO	392195108		10/16/2007	8/17/2012	1,108			0	1,983																				
380 EXPRESS SCRIPTS HILCO CO	392195108		10/16/2007	8/17/2012	1,952			0	1,463																				
381 FORUM ARSON LITE STRATEGIES I	306817800		9/17/2012	8/17/2012	10,230			0	10,378																				
382 FREEMPORT MORGAN COPPER & GOLD	358110857		7/18/2011	8/17/2012	1,911			0	2,410																				
383 FREEMPORT MORGAN COPPER & GOLD	358110857		2/8/2012	8/17/2012	2,810			0	3,166																				
384 GOOGLE INC CL A	381110104		5/24/2010	8/17/2012	6,659			0	5,728																				
385 GOOGLE INC CL A	381110104		5/17/2007	8/17/2012	6,659			0	7,241																				
386 GOOGLE INC CL A	381110104		5/17/2007	8/17/2012	4,934			0	2,788																				
387 HARTFORD FIN SVCS GROUP INC CO	418515104		4/28/2010	8/17/2012	3,331			0	1,242																				
388 HARTFORD FIN SVCS GROUP INC CO	418515104																												

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

Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	3,066	3,728,659	Gain or Loss	185,322	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	0	0	185,322	Gains Minus Excess of FMV Over Adjusted Basis or Losses
UP MORGAN CHASE & CO COM	46825H100		1/17/2008	12/19/2012	3,468				3,273	245	185,322	0	0	0	0	0	245	
JANUS PERKINS SMALL CAP VALUE-1	47103C-183		2/22/2011	6/31/2012	3,210				3,210	-545	0	0	0	0	0	0	-545	
JANUS PERKINS SMALL CAP VALUE-1	47103C-183		7/18/2011	6/31/2012	24,790				28,951	-4,161	0	0	0	0	0	0	-4,161	
JANUS PERKINS SMALL CAP VALUE-1	47103C-183		7/18/2011	1/17/2012	420				488	-68	0	0	0	0	0	0	-68	
JANUS PERKINS SMALL CAP VALUE-1	47103C-183		2/8/2012	1/17/2012	440				448	-8	0	0	0	0	0	0	-8	
JANUS PERKINS SMALL CAP VALUE-1	47103C-183		2/8/2012	1/17/2012	10,000				9,778	224	0	0	0	0	0	0	224	
MACY'S INC COM	55616P-104		2/8/2012	6/31/2012	7,551				7,551	922	0	0	0	0	0	0	922	
MACY'S INC COM	55616P-104		2/8/2012	6/31/2012	8,473				8,473	189	0	0	0	0	0	0	189	
MACY'S INC COM	55616P-104		10/19/2011	8/7/2012	6,941				6,941	1,625	0	0	0	0	0	0	1,625	
MACY'S INC COM	55616P-104		10/19/2011	8/7/2012	8,078				8,038	2,040	0	0	0	0	0	0	2,040	
MACY'S INC COM	55616P-104		9/9/2011	1/17/2012	6,407				6,037	2,370	0	0	0	0	0	0	2,370	
MACY'S INC COM	55616P-104		9/9/2011	1/17/2012	5,543				5,536	2,007	0	0	0	0	0	0	2,007	
MACY'S INC COM	55616P-104		10/25/2010	2/8/2012	68,484				80,130	-11,646	0	0	0	0	0	0	-11,646	
MANNING & NAPIER WORLD OPTYS-A	563921545		2/22/2012	2/8/2012	2,738				3,318	-580	0	0	0	0	0	0	-580	
MANNING & NAPIER WORLD OPTYS-A	563921545		2/22/2012	2/8/2012	83,264				78,592	-4,672	0	0	0	0	0	0	-4,672	
MANNING & NAPIER WORLD OPTYS-A	563921545		7/18/2011	2/8/2012	109,523				129,520	-20,397	0	0	0	0	0	0	-20,397	
MANNING & NAPIER WORLD OPTYS-A	563921545		7/18/2011	2/8/2012	5,072				5,082	-10	0	0	0	0	0	0	-10	
UNITED PARCEL SVC INC CL B COM	811312106		2/8/2012	1/17/2012	507				538	-31	0	0	0	0	0	0	-31	
UNITED PARCEL SVC INC CL B COM	811312106		10/29/2008	1/17/2012	1,214				1,114	1,002	0	0	0	0	0	0	1,002	
UNITED PARCEL SVC INC CL B COM	811312106		5/11/2007	6/31/2012	4,335				3,897	448	0	0	0	0	0	0	448	
VERIZON COMMUNICATIONS INC COM	92343V104		5/11/2007	1/17/2012	15,397				13,739	1,628	0	0	0	0	0	0	1,628	
VERIZON COMMUNICATIONS INC COM	92343V104		5/11/2007	1/17/2012	5,504				5,504	185	0	0	0	0	0	0	185	
VISA INC CL A COM	92828C-839		2/8/2012	6/31/2012	898				620	278	0	0	0	0	0	0	278	
VISA INC CL A COM	92828C-839		7/18/2011	6/31/2012	9,899				8,024	3,975	0	0	0	0	0	0	3,975	
VISA INC CL A COM	92828C-839		7/18/2011	1/17/2012	7,940				3,961	3,978	0	0	0	0	0	0	3,978	
VISA INC CL A COM	92828C-839		8/28/2010	1/17/2012	3,595				1,781	1,814	0	0	0	0	0	0	1,814	
VISA INC CL A COM	92828C-839		6/31/2012	1/17/2012	1,117				1,165	-48	0	0	0	0	0	0	-48	
WAL-MART STORES INC COM	831142103		6/17/2012	1/17/2012	6,355				6,572	-217	0	0	0	0	0	0	-217	
WAL-MART STORES INC COM	831142103		6/17/2012	1/17/2012	1,108				1,156	-50	0	0	0	0	0	0	-50	
WAL-MART STORES INC COM	831142103		1/17/2012	1/17/2012	2,138				2,054	82	0	0	0	0	0	0	82	
WAL-MART STORES INC COM	831142103		1/17/2012	1/17/2012	27,864				26,705	1,669	0	0	0	0	0	0	1,669	
WAL-MART STORES INC COM	831142103		3/1/2010	1/17/2012	4,434				4,431	3	0	0	0	0	0	0	3	
WILLIAMS COS INC COM	969457100		3/1/2010	1/17/2012	2,843				1,621	1,222	0	0	0	0	0	0	1,222	
WILLIAMS COS INC COM	969457100		5/24/2010	4/12/2012	5,504				4,075	1,429	0	0	0	0	0	0	1,429	
WILLIAMS COS INC COM	969457100		10/25/2010	4/12/2012	1,654				1,072	582	0	0	0	0	0	0	582	
WILLIAMS COS INC COM	969457100		7/18/2011	4/12/2012	434				310	124	0	0	0	0	0	0	124	
WILLIAMS COS INC COM	969457100		2/8/2012	4/12/2012	788				798	-10	0	0	0	0	0	0	-10	
WILLIAMS COS INC COM	969457100		2/8/2012	4/12/2012	537				564	-27	0	0	0	0	0	0	-27	
WILLIAMS COS INC COM	969457100		5/23/2008	6/31/2012	1,584				1,791	-227	0	0	0	0	0	0	-227	
WILLIAMS COS INC COM	969457100		5/23/2008	6/31/2012	8,224				8,224	-698	0	0	0	0	0	0	-698	
WILLIAMS COS INC COM	969457100		5/23/2008	12/19/2012	1,523				1,574	-51	0	0	0	0	0	0	-51	
WELLS FARGO & CO COM NEW	845746101		1/21/2011	6/31/2012	4,458				4,873	-230	0	0	0	0	0	0	-230	
WELLS FARGO & CO COM NEW	845746101		1/21/2011	1/17/2012	4,458				4,420	38	0	0	0	0	0	0	38	
WELLS FARGO & CO COM NEW	845746101		3/28/2008	1/17/2012	10,095				9,420	675	0	0	0	0	0	0	675	
WELLS FARGO & CO COM NEW	845746101		3/28/2008	1/17/2012	4,522				3,978	548	0	0	0	0	0	0	548	
WHIRLPOOL CORP COM	963320106		4/15/2011	1/30/2012	22,934				38,444	-13,510	0	0	0	0	0	0	-13,510	
WHIRLPOOL CORP COM	963320106		7/18/2011	1/30/2012	3,777				5,356	-1,579	0	0	0	0	0	0	-1,579	
WILLIAMS COS INC COM	969457100		2/8/2012	6/31/2012	5,028				4,554	472	0	0	0	0	0	0	472	
WILLIAMS COS INC COM	969457100		7/18/2011	6/31/2012	4,763				3,582	1,181	0	0	0	0	0	0	1,181	
WILLIAMS COS INC COM	969457100		2/8/2012	1/17/2012	2,038				1,810	228	0	0	0	0	0	0	228	

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

	Date	Amount
1 Credit from prior year return		1
2 First quarter estimated tax payment	5/9/2012	2 2,370
3 Second quarter estimated tax payment	6/6/2012	3 2,370
4 Third quarter estimated tax payment	9/4/2012	4 2,369
5 Fourth quarter estimated tax payment	12/12/2012	5 2,369
6 Other payments		6
7 Total		7 9,478



SHACKELFORD CHARITABLE TRUST
ACCOUNT NO. 7906340

PORTFOLIO SUMMARY

AS OF 12/31/12

MAJOR INVESTMENT CLASS	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
<u>PRINCIPAL PORTFOLIO</u>						
STIF & MONEY MARKET FUNDS	215,416.84 ✓	2.65 %	215,416.84 ✓	0.00	22	0.01 %
CORPORATE OBLIGATIONS	600,017.25	7.37 %	572,305.36	27,711.89	25,175	4.20 %
EQUITY SECURITIES	2,589,995.01	31.82 %	1,924,474.00	665,521.01	53,939	2.08 %
MUTUAL FUNDS	3,576,822.05 ✓	43.95 %	3,508,452.52	68,369.53	63,477	1.77 %
PROPRIETARY FUNDS	225,207.60	2.77 %	216,000.63	9,206.97	4,059	1.80 %
REAL ESTATE	900,000.00	11.06 %	289,780.50	610,219.50	0	0.00 %
MISCELLANEOUS ASSETS	0.00	0.00 %	0.00	0.00	0	0.00 %
PRINCIPAL PORTFOLIO TOTAL	8,107,458.75	99.61 %	6,726,429.85	1,381,028.90	146,671	1.81 %
<u>INCOME PORTFOLIO</u>						
STIF & MONEY MARKET FUNDS	31,738.31 ✓	0.39 %	31,738.31 ✓	0.00	3	0.01 %
INCOME PORTFOLIO TOTAL	31,738.31	0.39 %	31,738.31	0.00	3	0.01 %

MISCELLANEOUS ASSETS 0.00 0.00 % 0.00 0.00 0 0.00 %



SHACKELFORD CHARITABLE TRUST
ACCOUNT NO. 7906340

PORTFOLIO DETAIL
AS OF 12/31/12

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
PRINCIPAL PORTFOLIO						
STIF & MONEY MARKET FUNDS						
215,416.84	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	215,416.84 1.000 2.65 %	215,416.84 1.00	0.00	22	0.01 % 0.00 %
CORPORATE OBLIGATIONS						
50,000	BANK OF NOVA SCOTIA SR UNSEC'D BDS DTD 01/22/10 3.400% DUE 01/22/15 CUSIP: 064149A64	52,714.00 105.428 0.65 %	51,659.50 103.32	1,054.50	1,700	3.22 % 0.74 %
75,000	BERKSHIRE HATHAWAY INC GLOBAL SR UNSEC'D NT DTD 08/15/11 2.200% DUE 08/15/16 CUSIP: 084670BB3 MOODY'S RATING: AA2	78,254.25 104.339 0.96 %	75,126.75 100.17	3,127.50	1,650	2.11 % 0.98 %
100,000	COLGATE-PALMOLIVE CO MTN SER E DTD 11/06/06 5.200% DUE 11/07/16 CUSIP: 19416QDH0 MOODY'S RATING: AA3	116,352.00 116.352 1.43 %	112,673.00 112.67	3,679.00	5,200	4.47 % 0.87 %
100,000	MORGAN STANLEY SR UNSEC'D GLOBAL NT DTD 09/23/09 5.625% DUE 09/23/19 CUSIP: 61747YCJ2 MOODY'S RATING: BAA1	113,098.00 113.098 1.39 %	103,096.00 103.10	10,002.00	5,625	4.97 % 3.43 %



SHACKELFORD CHARITABLE TRUST
ACCOUNT NO. 7906340

PORTFOLIO DETAIL
AS OF 12/31/12

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
100,000	SHELL INTL FIN BV GLOBAL CO GTD NT DTD 03/22/07 5.200% DUE 03/22/17 CALLABLE CUSIP: 822582AC6	117,094.00 117.094 1.44 %	111,675.11 111.68	5,418.89	5,200	4.44 % 1.05 %
100,000	WAL-MART STORES INC SR NTS DTD 08/24/07 5.800% DUE 02/15/18 CUSIP: 931142CJ0 MOODY'S RATING: AA2	122,505.00 122.505 1.51 %	118,075.00 118.07	4,430.00	5,800	4.73 % 1.25 %
TOTAL CORPORATE OBLIGATIONS		600,017.25	572,305.36	27,711.89	25,175	4.20 %
<u>EQUITY SECURITIES</u>						
<u>ENERGY</u>						
379	APACHE CORP COM CUSIP: 037411105	29,751.50 78.500 0.37 %	28,076.32 74.08	1,675.18	258	0.87 % 0.00 %
474	CAMERON INTL CORP COM CUSIP: 13342B105	26,762.04 56.460 0.33 %	18,408.02 38.84	8,354.02	0	0.00 % 0.00 %
520	CHEVRON CORP COM CUSIP: 166764100	56,232.80 108.140 0.69 %	17,472.34 33.60	38,760.46	1,872	3.33 % 0.00 %
533	NATIONAL OILWELL VARCO INC COM CUSIP: 637071101	36,430.55 68.350 0.45 %	34,450.41 64.63	1,980.14	277	0.76 % 0.00 %



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459	OCCIDENTAL PETROLEUM CORP COM CUSIP: 674599105	35,163.99 76.610 0.43 %	31,920.37 69.54	3,243.62	991	2.82 % 0.00 %
641	SCHLUMBERGER LTD COM CUSIP: 806857108	44,420.40 69.299 0.55 %	44,464.78 69.37	44.38-	705	1.59 % 0.00 %
1,175	WILLIAMS COS INC COM CUSIP: 969457100	38,469.50 32.740 0.47 %	20,428.72 17.39	18,040.78	1,528	3.97 % 0.00 %
TOTAL ENERGY		267,230.78	195,220.96	72,009.82	5,631	2.11 %
MATERIALS						
423	ECOLAB INC COM CUSIP: 278865100	30,413.70 71.900 0.37 %	25,112.53 59.37	5,301.17	389	1.28 % 0.00 %
437	FREEPORT-MCMORAN COPPER & GOLD INC COM CUSIP: 35671D857	14,945.40 34.200 0.18 %	7,609.39 17.41	7,336.01	546	3.65 % 0.00 %
287	PRAXAIR INC COM CUSIP: 74005P104	31,412.15 109.450 0.39 %	17,019.04 59.30	14,393.11	631	2.01 % 0.00 %
TOTAL MATERIALS		76,771.25	49,740.96	27,030.29	1,567	2.04 %



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1,010	B/E AEROSPACE INC COM CUSIP: 073302101	49,894.00 49.400 0.61 %	36,020.56 35.66	13,873.44	0	0.00 % 0.00 %
555	EMERSON ELEC CO COM CUSIP: 291011104	29,392.80 52.960 0.36 %	21,103.06 38.02	8,289.74	910	3.10 % 0.00 %
261	FLOWSERVE CORP COM CUSIP: 34354P105	38,314.80 146.800 0.47 %	21,435.93 82.13	16,878.87	376	0.98 % 0.00 %
486	FLUOR CORP COM NEW CUSIP: 343412102	28,547.64 58.740 0.35 %	21,466.82 44.17	7,080.82	311	1.09 % 0.00 %
2,445	GENERAL ELECTRIC CO COM CUSIP: 369604103	51,320.55 20.990 0.63 %	59,629.01 24.39	8,308.46-	1,858	3.62 % 0.00 %
498	PACCAR INC COM CUSIP: 693718108	22,514.58 45.210 0.28 %	24,504.47 49.21	1,989.89-	398	1.77 % 0.00 %
1,107	QUANTA SVCS INC COM CUSIP: 74762E102	30,210.03 27.290 0.37 %	24,317.87 21.97	5,892.16	0	0.00 % 0.00 %
253	UNION PACIFIC CORP COM CUSIP: 907818108	31,807.16 125.720 0.39 %	12,534.93 49.55	19,272.23	698	2.19 % 0.00 %

INDUSTRIALS



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338	UNITED PARCEL SVC INC CL B COM CUSIP: 911312106	24,920.74 73.730 0.31 %	16,619.57 49.17	8,301.17	771	3.09 % 0.00 %
TOTAL INDUSTRIALS		306,922.30	237,632.22	69,290.08	5,323	1.73 %
CONSUMER DISCRETIONARY						
654	COACH INC COM CUSIP: 189754104	36,303.54 55.510 0.45 %	21,317.13 32.59	14,986.41	785	2.16 % 0.00 %
555	COMCAST CORP COM CL A CUSIP: 20030N101	20,734.80 37.360 0.25 %	19,166.81 34.53	1,567.99	361	1.74 % 0.00 %
557	DARDEN RESTAURANTS INC COM CUSIP: 237194105	25,103.99 45.070 0.31 %	24,918.89 44.74	185.10	1,114	4.44 % 0.00 %
981	HOME DEPOT INC COM CUSIP: 437076102	60,674.85 61.850 0.75 %	20,397.83 20.79	40,277.02	1,138	1.88 % 0.00 %
1,353	MACY'S INC COM CUSIP: 55616P104	52,794.06 39.020 0.65 %	33,929.18 25.08	18,864.88	1,082	2.05 % 0.00 %
907	MATTEL INC COM CUSIP: 577081102	33,214.34 36.620 0.41 %	26,833.05 29.58	6,381.29	1,125	3.39 % 0.00 %
998	WALT DISNEY CO COM CUSIP: 254687106	49,690.42 49.790 0.61 %	20,886.51 20.93	28,803.91	749	1.51 % 0.00 %
TOTAL CONSUMER DISCRETIONARY		278,516.00	167,449.40	111,066.60	6,353	2.28 %



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479	BEAM INC COM CUSIP: 073730103	29,262.11 61.090 0.36 %	27,278.38 56.95	1,983.73	393	1.34 % 0.00 %
1,249	CVS CAREMARK CORP COM CUSIP: 126650100	60,389.15 48.350 0.74 %	44,575.09 35.69	15,814.06	1,124	1.86 % 0.00 %
397	PEPSICO INC COM CUSIP: 713448108	27,166.71 68.430 0.33 %	25,810.12 65.01	1,356.59	854	3.14 % 0.00 %
850	PHILIP MORRIS INTL INC COM CUSIP: 718172109	71,094.00 83.640 0.87 %	42,652.94 50.18	28,441.06	2,890	4.07 % 0.00 %
516	PROCTER & GAMBLE CO COM CUSIP: 742718109	35,031.24 67.890 0.43 %	17,484.46 33.88	17,546.78	1,160	3.31 % 0.00 %
362	WAL-MART STORES INC COM CUSIP: 931142103	24,699.26 68.230 0.30 %	26,144.11 72.22	1,444.85-	576	2.33 % 0.00 %
TOTAL CONSUMER STAPLES		247,642.47	183,945.10	63,697.37	6,996	2.83 %



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675	ALLSTATE CORP COM CUSIP: 020002101	27,114.75 40.170 0.33 %	25,975.49 38.48	1,139.26	594	2.19 % 0.00 %
2,704	BANK OF AMERICA CORP COM CUSIP: 060505104	31,393.44 11.610 0.39 %	28,453.29 10.52	2,940.15	108	0.34 % 0.00 %
847	BB&T CORP COM CUSIP: 054937107	24,656.17 29.110 0.30 %	20,189.41 23.84	4,466.76	678	2.75 % 0.00 %
944	CAPITAL ONE FINL CORP COM CUSIP: 14040H105	54,685.92 57.930 0.67 %	37,153.77 39.36	17,532.15	189	0.35 % 0.00 %
267	GOLDMAN SACHS GROUP INC COM CUSIP: 38141G104	34,058.52 127.560 0.42 %	34,850.31 130.53	791.79-	534	1.57 % 0.00 %
1,291	HARTFORD FINL SVCS GROUP INC COM CUSIP: 416515104	28,970.04 22.440 0.36 %	33,052.73 25.60	4,082.69-	516	1.78 % 0.00 %
930	INVESCO LTD USD0.2 BERMUDA COM CUSIP: G491BT108	24,263.70 26.090 0.30 %	22,264.62 23.94	1,999.08	642	2.65 % 0.00 %
1,384	JP MORGAN CHASE & CO COM CUSIP: 46625H100	60,853.23 43.969 0.75 %	55,193.35 39.88	5,659.88	1,661	2.73 % 0.00 %

FINANCIALS



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1,704	MORGAN STANLEY COM CUSIP: 617446448	32,580.48 19.120 0.40 %	30,923.86 18.15	1,656.62	341	1.05 % 0.00 %
725	PNC FINL SVCS GROUP INC COM CUSIP: 693475105	42,274.75 58.310 0.52 %	43,146.66 59.51	871.91-	1,160	2.74 % 0.00 %
1,412	WELLS FARGO & CO COM NEW CUSIP: 949746101	48,262.16 34.180 0.59 %	38,103.57 26.99	10,158.59	1,243	2.58 % 0.00 %
TOTAL FINANCIALS		409,113.16	369,307.06	39,806.10	7,665	1.87 %
INFORMATION TECHNOLOGY						
229	APPLE INC COM CUSIP: 037833100	121,867.62 532.173 1.50 %	36,307.15 158.55	85,560.47	2,427	1.99 % 0.00 %
1,532	EMC CORP COM CUSIP: 268648102	38,759.60 25.300 0.48 %	26,997.67 17.62	11,761.93	0	0.00 % 0.00 %
88	GOOGLE INC CL A COM CUSIP: 38259P508	62,249.44 707.380 0.76 %	40,891.84 464.68	21,357.60	0	0.00 % 0.00 %
2,820	INTEL CORP COM CUSIP: 458140100	58,148.40 20.620 0.71 %	59,302.91 21.03	1,154.51-	2,538	4.36 % 0.00 %
252	INTERNATIONAL BUSINESS MACHS CORP COM CUSIP: 459200101	48,270.60 191.550 0.59 %	41,012.57 162.75	7,258.03	857	1.78 % 0.00 %



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512	INTUIT INC COM CUSIP: 461202103	30,451.40 59.475 0.37 %	24,129.75 47.13	6,321.65	348	1.14 % 0.00 %
1,810	MICROSOFT CORP COM CUSIP: 594918104	48,344.56 26.710 0.59 %	54,732.66 30.24	6,388.10-	1,665	3.44 % 0.00 %
1,692	ORACLE CORP COM CUSIP: 68389X105	56,377.44 33.320 0.69 %	34,173.28 20.20	22,204.16	406	0.72 % 0.00 %
632	QUALCOMM CORP COM CUSIP: 747525103	39,095.27 61.860 0.48 %	35,120.92 55.57	3,974.35	632	1.62 % 0.00 %
528	TERADATA CORP DEL COM CUSIP: 88076W103	32,677.92 61.890 0.40 %	26,128.72 49.49	6,549.20	0	0.00 % 0.00 %
404	VISA INC CL A COM CUSIP: 92826C839	61,238.32 151.580 0.75 %	27,521.73 68.12	33,716.59	533	0.87 % 0.00 %
TOTAL INFORMATION TECHNOLOGY		597,480.57	406,319.20	191,161.37	9,407	1.57 %



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1,189	VERIZON COMMUNICATIONS INC COM CUSIP: 92343V104	51,448.03 43.270 0.63 %	39,724.13 33.41	11,723.90	2,449	4.76 % 0.00 %
TOTAL EQUITY SECURITIES		2,589,995.01	1,924,474.00	665,521.01	53,939	2.08 %
MUTUAL FUNDS						
18,643.7	ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL CUSIP: 003020336	213,843.24 11.470 2.63 %	209,404.68 11.23	4,438.56	0	0.00 % 0.00 %
24,493.512	DOUBLELINE FDS TR TOTAL RETURN BD FD CL I CUSIP: 258620103	277,511.49 11.330 3.41 %	278,167.84 11.36	656.35-	17,611	6.35 % 0.00 %
32,546.064	FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL CUSIP: 34984T600	360,610.39 11.080 4.43 %	355,503.53 10.92	5,106.86	98	0.03 % 0.00 %
6,511.592	JANUS FDS PERKINS SMALL CAP VALUE FD CL I CUSIP: 47103C183	137,069.01 21.050 1.68 %	139,098.65 21.35	2,029.64-	2,103	1.53 % 0.00 %
117,219.912	MANNING & NAPIER FDS WORLD OPPTYS SER CL A CUSIP: 563821545	908,454.32 7.750 11.16 %	906,038.84 7.73	2,415.48	14,184	1.56 % 0.00 %
19,322.985	NEUBERGER BERMAN INCOME FDS HIGH INCOME BD FD CL INSTL CUSIP: 64128K868	183,181.90 9.480 2.25 %	181,249.60 9.38	1,932.30	11,439	6.24 % 0.00 %



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15,793.821	OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y CUSIP: 683974505	550,888.48 34.880 6.77 %	508,205.23 32.18	42,683.25	3,933	0.71 % 0.00 %
8,390.606	PIMCO FDS EMERGING LOCAL BD FD INSTL CL CUSIP: 72201F516	92,128.85 10.980 1.13 %	89,108.23 10.62	3,020.62	3,986	4.33 % 0.00 %
12,516.994	PIMCO FDS INVT GRADE CORP BD FD INSTL CL CUSIP: 722005816	139,188.97 11.120 1.71 %	139,814.83 11.17	625.86-	5,883	4.23 % 0.00 %
13,238.941	PIMCO FDS LOW DURATION FD INSTL CL CUSIP: 693390304	139,141.27 10.510 1.71 %	140,332.78 10.60	1,191.51-	3,561	2.56 % 0.00 %
8,270.377	T ROWE PRICE FDS DIVERSIFIED SMALL CAP GROWTH FD CUSIP: 779917103	144,235.37 17.440 1.77 %	143,323.33 17.33	912.04	0	0.00 % 0.00 %
30,909.459	WASATCH FDS LONG/SHORT FD CUSIP: 936793835	430,568.76 13.930 5.29 %	418,204.98 13.53	12,363.78	680	0.16 % 0.00 %
TOTAL MUTUAL FUNDS				68,369.53	63,477	1.77 %



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PROPRIETARY FUNDS						
21,822.442	RIDGEWORTH FD-INTERMEDIATE BD 1 SHS #RGCF CUSIP: 76628T702	225,207.60 10.320 2.77 %	216,000.63 9.90	9,206.97	4,059	1.80 % 0.00 %
REAL ESTATE						
1	MARSHALL CNTY MISSISSIPPI 268.9 ACRES CUSIP: RE1404012	900,000.00 900,000.000 11.06 %	289,780.50 289,780.50	610,219.50	0	0.00 % 0.00 %
MISCELLANEOUS ASSETS						
1	CLASS ACTION PENDING AMERICAN INTL GROUP ON RCPT OF FINAL PMT CUSIP: 997001FA5	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING COCA COLA CO ON RCPT OF FINAL PMT CUSIP: 997000ZY3	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING DELL INC ON RCPT OF FINAL PMT CUSIP: 997001HY1	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING FEDERAL HOME LOAN MTG CORP ON RCPT OF FINAL PMT CUSIP: 997000NNO	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %



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1	CLASS ACTION PENDING MERRILL LYNCH & CO INC ON RCPT OF FINAL PMT CUSIP: 997000UK8	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING MOTOROLA ON RCPT OF FINAL PMT CUSIP: 997001FD9	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
TOTAL MISCELLANEOUS ASSETS		<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0</u>	<u>0.00 %</u>
PRINCIPAL PORTFOLIO TOTAL		<u>8,107,458.75</u>	<u>6,726,429.85</u>	<u>1,381,028.90</u>	<u>146,671</u>	<u>1.81 %</u>
<u>INCOME PORTFOLIO</u>						
<u>STIP & MONEY MARKET FUNDS</u>						
31,738.31	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	31,738.31 1.000 0.39 %	31,738.31 1.00	0.00	3	0.01 % 0.00 %
INCOME PORTFOLIO TOTAL		<u>31,738.31</u>	<u>31,738.31</u>	<u>0.00</u>	<u>3</u>	<u>0.01 %</u>



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FOOTNOTES