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

2012

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

THE THOMPSON FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address)

P.O. BOX 10367

A Employer identification number

72-1389140

City or town, state, and ZIP code

BIRMINGHAM, AL 35202-0367

G Check all that apply:

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization:

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

► \$ 4,639,590. (Part I, column (d) must be on cash basis.)

J Accounting method:

 Cash Accrual Other (specify) _____

B Telephone number

(205) 848-3973

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	2,252,000.			
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	4,987.	4,987.		STATEMENT 1
4	Dividends and interest from securities	66,554.	66,554.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	41,814.			
b	Gross sales price for all assets on line 6a	1,653,104.			
7	Capital gain net income (from Part IV, line 2)		41,814.		
8	Net short-term capital gain				
9	Income modifications				
	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	3,763.	3,763.	0.	STATEMENT 3
12	Total. Add lines 1 through 11	2,369,118.	117,118.	0.	
13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	18,970.	9,485.	0.	9,485.
c	Other professional fees				
17	Interest				
18	Taxes				
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	45,910.	43,617.	0.	2,293.
24	Total operating and administrative expenses. Add lines 13 through 23	64,880.	53,102.	0.	11,778.
25	Contributions, gifts, grants paid	1,161,948.			1,161,948.
26	Total expenses and disbursements. Add lines 24 and 25	1,226,828.	53,102.	0.	1,173,726.
27	Subtract line 26 from line 12.	1,142,290.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		64,016.		
c	Adjusted net income (if negative, enter -0-)			0.	

6-18

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		238,284.	1,363,625.	1,363,625.
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	STMT 7	2,258,358.	3,275,965.	3,275,965.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		2,496,642.	4,639,590.	4,639,590.
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				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds		2,496,642.	4,639,590.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		0.	0.	
	30 Total net assets or fund balances		2,496,642.	4,639,590.	
	31 Total liabilities and net assets/fund balances		2,496,642.	4,639,590.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 2,496,642.
2 Enter amount from Part I, line 27a	2 1,142,290.
3 Other increases not included in line 2 (itemize) ►	3 1,000,658.
4 Add lines 1, 2, and 3	4 4,639,590.
5 Decreases not included in line 2 (itemize) ►	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 4,639,590.

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 ATTACHMENT			P		
b POWER SHARES K-1					
c					
d					
e					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 1,653,104.			1,608,481.	44,623.	
b				<2,809.>	
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				44,623.	
b				<2,809.>	
c					
d					
e					
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	41,814.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8				3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	965,429.	2,818,835.	.342492
2010	949,555.	2,500,346.	.379769
2009	1,071,848.	3,389,505.	.316226
2008	1,273,733.	4,259,212.	.299054
2007	1,355,095.	4,485,976.	.302074

2 Total of line 1, column (d)	2	1.639615
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	.327923
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,898,903.
5 Multiply line 4 by line 3	5	1,278,540.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	640.
7 Add lines 5 and 6	7	1,279,180.
8 Enter qualifying distributions from Part XII, line 4	8	1,173,726.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

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

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

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

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

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations - tax withheld at source

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

d Backup withholding erroneously withheld

6a 1,247.

6b

6c

6d

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

8 Enter any **penalty** for underpayment of estimated tax. Check here if Form 2220 is attached9 Tax due. If the total of lines 5 and 8 is more than line 7, enter **amount owed**10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ►

Refunded ►

11

1,247.

33.

10

11

Part VII-A Statements Regarding Activities

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

Yes No

1a

X

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

1b

X

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

1c

X

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

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

1c

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2

X

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

2

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

3

X

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

4a

X

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

4b

X

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

5

X

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

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

N/A

X

• By language in the governing instrument, or

6

X

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7

X

7 Did the foundation have at least \$5,000 in assets at any time during the year?

7

X

If "Yes," complete Part II, col. (c), and Part XV.

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

8b

X

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

9

X

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

10

X

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

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14 The books are in care of ► THE THOMPSON FOUNDATION, INC.		Telephone no. ► (205) 848-3973
Located at ► P.O. BOX 10367, BIRMINGHAM, AL		ZIP+4 ► 35202-0367
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		► 15 N/A
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		16 Yes No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	X No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X 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	X 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	X 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 ►	N/A	
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?	1b	
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	X No
	If "Yes," list the years ► _____, _____, _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____, _____	2b	
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	X No
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a	X
		4b	X

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

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

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

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

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

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

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

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

N/A



5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		0.	0.	0.

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

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

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



0

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

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

Total number of others receiving over \$50,000 for professional services ► 0

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

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

	Expenses
1 NONE	
	0.
2	
3	
4	

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

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

	Amount
1 NONE	
	0.
2	
3	
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	3,508,784.
b Average of monthly cash balances	1b	449,493.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	3,958,277.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	3,958,277.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	59,374.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,898,903.
6 Minimum investment return. Enter 5% of line 5	6	194,945.

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	194,945.
2a Tax on investment income for 2012 from Part VI, line 5	2a	1,280.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,280.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	193,665.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	193,665.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	193,665.

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	1,173,726.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,173,726.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,173,726.

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				193,665.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	1,137,890.			
b From 2008	1,061,750.			
c From 2009	903,867.			
d From 2010	824,910.			
e From 2011	824,661.			
f Total of lines 3a through e		4,753,078.		
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 1,173,726.			0.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2012 distributable amount				193,665.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))		980,061.		
6 Enter the net total of each column as indicated below:		0.		0.
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.		
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		1,137,890.		
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		4,595,249.		
10 Analysis of line 9:				
a Excess from 2008	1,061,750.			
b Excess from 2009	903,867.			
c Excess from 2010	824,910.			
d Excess from 2011	824,661.			
e Excess from 2012	980,061.			

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)

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).)

SEE STATEMENT 9

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

NONE

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

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

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

N/A

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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 LIST	NONE	UNKNOWN	SEE ATTACHED LIST	6,500.
SEE ATTACHED LIST	NONE	UNKNOWN	SEE ATTACHED LIST	1,155,448.
Total			► 3a	1,161,948.
b Approved for future payment				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income	
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities						
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory						
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a						
b						
c						
d						
e						
12 Subtotal. Add columns (b), (d), and (e)			0.		117,118.	0.
13 Total. Add line 12, columns (b), (d), and (e)					13	117,118.
(See worksheet in line 13 instructions to verify calculations.)						

Relationship of Activities to the Accomplishment of Exempt Purposes

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

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

THE THOMPSON FOUNDATION, INC.

Employer identification number

72-1389140

Organization type (check one).

Filers of:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

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

Special Rules

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

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

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

► \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

THE THOMPSON FOUNDATION, INC.

Employer identification number

72-1389140

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MICHAEL D. THOMPSON 2401 PINSON VALLEY PARKWAY BIRMINGHAM, AL 35217	\$ 1,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	THOMPSON TRACTOR COMPANY, INC. 2401 PINSON VALLEY PARKWAY BIRMINGHAM, AL 35217	\$ 1,250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE THOMPSON FOUNDATION, INC.

72-1389140

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

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

Name of organization

Employer identification number

THE THOMPSON FOUNDATION, INC.

72-1389140

Part III

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

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Input Overrides

NAME: THE THOMPSON FOUNDATION, INC.

ID Number: 72-1389140

KOECHNER - 11/06/13 02:48PM INTERVIEW FORM PF-1

GROUP [10.10]

KOECHNER - 11/06/13 03:50PM 990-PF PG 2

TLR GROUP VV.50 BOY RE

KOECHNER - 11/06/13 03:50PM 990-PF PG 2

TF ENDING RE

KOECHNER - 11/06/13 03:50PM 990-PF PG 2

TLR GROUP VV.50 BOY RE

KOECHNER - 11/06/13 03:50PM 990-PF PG 2

TF ENDING RE

KOECHNER - 11/06/13 03:16PM INTERVIEW FORM PF-15

T-08 AVG BALANCES

KOECHNER - 11/06/13 03:16PM INTERVIEW FORM PF-15

T-08 AVG BALANCES

Notes

DFKELSO - 09/29/11 02:10PM INTERVIEW FORM PF-2

T-08	17,242.00	12,142.00
	17,242.00	12,142.00

LYNN - 09/30/09 03:36PM INTERVIEW FORM PF-6

#11535000889	
#88588520	
[B.10]	2258358.00
	2,258,358.00

LYNN - 09/30/09 03:37PM INTERVIEW FORM PF-6

PER T-08 AVGBAL #88588520	1230592.00	1299022.00
PER T-08 AVGBAL #11535000889	1166066.00	959,336.00
REGIONS	494,348.00	
ML	384,959.00	
	3,275,965.00	2,258,358.00

KOECHNER - 11/06/13 04:46PM INTERVIEW FORM PF-6

205,033.00
1158592.00
1,363,625.00

KOECHNER - 11/06/13 04:46PM INTERVIEW FORM PF-6

205,033.00
1158592.00
1,363,625.00

HOPPER - 09/26/12 01:28PM INTERVIEW FORM PF-2

SUBPART F INCOME	450.00	3,823.00
	450.00	3,823.00

LYNN - 09/30/09 01:00PM INTERVIEW FORM PF-2

OTHER INCOME	3,342.00	921.00
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List

OTHER PORTFOLIO LOSS	0.00
3,342.00	921.00

LYNN - 09/30/09 01:02PM INTERVIEW FORM PF-2

ORDINARY LOSS	<29.00>	<25.00>
OTHER LOSS		<22.00>
NET RENTAL LOSS		<1.00>
	<29.00>	<48.00>

KOECHNER - 09/26/13 04:18PM INTERVIEW FORM PF-3

STG/L	185.00
LT G/L	<2,994.00>
	<2,809.00>

KOECHNER - 09/26/13 04:23PM INTERVIEW FORM PF-3

SALES PRICE 03.01	1633897.00
CAP GAIN T-08	5,487.00
REGIONS GAIN	0.00
ML GAIN	10,469.00
ADJ TO NATC FOR MONTHLY	3,250.00
	1.00
	1,653,104.00

KOECHNER - 11/07/13 05:06PM INTERVIEW FORM PF-3

T-02	1605044.00
REGIONS LOSS	2,341.00
ML LOSS	0.00
ADJ TO NATC #0089 OTHER	824.00
ADJ TO NATC FOR MONTHLY	272.00
	1,608,481.00

KOECHNER - 11/11/13 12:41PM INTERVIEW FORM PF-5

30,712.00
<5.00>

30,707.00

MANAGEMENT FEES	30,712.00	24,609.00
ADMINISTRATIVE FEES		0.00
REIMBURSMENT EXP	<5.00>	
	<hr/>	<hr/>
	30,707.00	24,609.00
	<hr/>	<hr/>

List

2012 Return Summary

THE THOMPSON FOUNDATION, INC.

72-1389140

FORM 990-PF:

TOTAL REVENUE	2,369,118.
TOTAL EXPENSES	1,226,828.
EXCESS <DEFICIT>	1,142,290.
BEGINNING NET ASSETS	2,496,642.
CHANGES IN NET ASSETS	1,000,658.
ENDING NET ASSETS (PART III)	4,639,590.
NET INVESTMENT INCOME	64,016.
TAX ON INVESTMENT INCOME	1,280.
TOTAL CREDITS AND PAYMENTS	<1,247.>
TOTAL DUE <REFUND>	33.

BALANCE SHEET ANALYSIS

ENDING TOTAL ASSETS	4,639,590.
ENDING TOTAL LIABILITIES	0.
ENDING TOTAL NET ASSETS OR FUND BALANCES (PART II)	4,639,590.
ENDING TOTAL ASSETS MINUS LIABILITIES AND NET ASSETS	0.
NET ASSETS DIFFERENCE BETWEEN PART II AND PART III	0.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
FIRST COMMERCIAL	572.
HAINES ALL SEASON	11.
HAINES OPPORTUNITY	24.
MERRILL LYNCH	167.
POWERSHARES	77.
REGIONS	4,110.
SCHWAB	26.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4,987.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH	9,238.	0.	9,238.
NATIONAL ADVISORS TRUST COMPANY	17,242.	0.	17,242.
REGIONS	6,040.	0.	6,040.
SCHWAB	34,034.	0.	34,034.
TOTAL TO FM 990-PF, PART I, LN 4	66,554.	0.	66,554.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
POWERSHARES - K-1	3,342.	3,342.	0.
HAINES ALL SEASON - K-1	<29. >	<29. >	0.
HAINES OPPORTUNITY K-1	450.	450.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	3,763.	3,763.	0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	18,970.	9,485.	0.	9,485.
TO FORM 990-PF, PG 1, LN 16B	18,970.	9,485.	0.	9,485.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	86.	43.	0.	43.
DUES AND SUBSCRIPTIONS	4,500.	2,250.	0.	2,250.
INVESTMENT FEES	30,707.	30,707.	0.	0.
OTHER PORTFOLIO EXPENSES	2,892.	2,892.	0.	0.
CONSULTING FEES	7,725.	7,725.	0.	0.
TO FORM 990-PF, PG 1, LN 23	45,910.	43,617.	0.	2,293.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
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DESCRIPTION	AMOUNT
EQUITY ADJUSTMENT NOT AFFECTING TAXABLE INCOME	1,000,000.
CURRENT YEAR BOOK TO TAX DIFFERENCES FROM INVESTMENTS	658.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,000,658.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHWAB INVESTMENTS	3,275,965.	3,275,965.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,275,965.	3,275,965.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
MICHAEL D. THOMPSON 1725 SOMERSET CIRCLE BIRMINGHAM, AL 35213	PRESIDENT 1.00	0.	0.
LISA THOMPSON-SMITH 3323 EAST BRIARCLIFF ROAD BIRMINGHAM, AL 35223	DIRECTOR 1.00	0.	0.
HALL W. THOMPSON, JR. 4948 SUSSEX ROAD BIRMINGHAM, AL 35242	DIRECTOR 1.00	0.	0.
LUCY THOMPSON MARSH 3137 RYECROFT ROAD BIRMINGHAM, AL 35223	VICE PRESIDENT 30.00	0.	0.
JACOB MARSH P.O. BOX 10367 BIRMINGHAM, AL 35202	DIRECTOR 1.00	0.	0.
PATRICIA A. THOMPSON P.O. BOX 10367 BIRMINGHAM, AL 35202	DIRECTOR 1.00	0.	0.
BENJAMIN H. THOMPSON P.O. BOX 10367 BIRMINGHAM, AL 35202	SECRETARY/TREASURER 1.00	0.	0.
NETAGENE R THOMPSON P.O. BOX 10367 BIRMINGHAM, AL 35202	DIRECTOR 1.00	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 9

NAME OF MANAGER

MICHAEL D. THOMPSON
LISA THOMPSON-SMITH

**The Thompson Foundation
Account QuickReport**
January through December 2012

Type	Date	Num	Name	Memo	Split	Amount
Memorials & Gifts						
Check	01/17/12	4001	Canterbury United Methodist Church	Bill Maddo...	First Com...	200.00
Check	01/17/12	4002	South Highland Presbyterian Church	Henry Go...	First Com...	200.00
Check	01/17/12	4003	UAB Comprehensive Cancer Center	Bartow Fu...	First Com...	200.00
Check	01/17/12	4004	Children's Harbor	Sperry Sn...	First Com...	200.00
Check	01/17/12	4022	OUR KIDS, Inc.	Ann Cantr...	First Com...	200.00
Check	02/09/12	4030	Bryant Jordan Foundation	Student At...	First Com...	200.00
Check	02/09/12	4032	Rotary Foundation of Rotary Intern...	Glenn Est...	First Com...	200.00
Check	02/09/12	4033	Canterbury United Methodist Church	Lonnie Le...	First Com...	200.00
Check	02/28/12	4037	Magic Moments	Laura Patt...	First Com...	200.00
Check	04/12/12	4063	Canterbury United Methodist Church	Fred Guth...	First Com...	200.00
Check	04/12/12	4064	Magic Moments	Angela Pe...	First Com...	200.00
Check	04/12/12	4065	Greater B'ham Humane Society	Elizabeth ...	First Com...	200.00
Check	04/12/12	4066	Canterbury United Methodist Church	Joann C. ...	First Com...	200.00
Check	04/13/12	4082	Fournille Baptist Church	Frankie H...	First Com...	200.00
Check	06/12/12	4085	YWCA	Jeana Ho...	First Com...	200.00
Check	06/12/12	4086	National Christian Foundation	Dr. Sam P...	First Com...	200.00
Check	06/12/12	4087	Special Equestrians, Inc	Bailey Jon...	First Com...	200.00
Check	06/12/12	4088	American Lung Association	Meja Cho ...	First Com...	200.00
Check	07/06/12	4093	Huron Medical Center	Helen Roo...	First Com...	200.00
Check	08/10/12	4117	Walker County Area Community F...	E.A (Larry...	First Com...	500.00
Check	08/29/12	4145	Greater B'ham Humane Society	Joe Bean ...	First Com...	200.00
Check	09/04/12	4152	Hannah and Ally Massey Education...	Dale Mass...	First Com...	200.00
Check	10/05/12	4158	Greater B'ham Humane Society	Sue Oztek...	First Com...	200.00
Check	10/05/12	4159	Greater B'ham Humane Society	Mary Eliza...	First Com...	200.00
Check	10/05/12	4160	First Baptist Church of Brewton	Luther Ja...	First Com...	200.00
Check	10/17/12	4168	American Cancer Society	Jerald "W...	First Com...	200.00
Check	10/29/12	4172	Dawson Foundation	Franny Mc...	First Com...	200.00
Check	10/29/12	4173	American Lung Association	Ann Wilso...	First Com...	200.00
Check	10/29/12	4174	USA Children's & Women's Hospital	Mr. Davis ...	First Com...	200.00
Check	10/29/12	4175	Southern Care Hospice	James E. ...	First Com...	200.00
Check	11/21/12	4187	Butler First Baptist Church	Memorial- ...	First Com...	200.00
Total Memorials & Gifts						6,500.00
TOTAL						6,500.00

The Thompson Foundation
Transaction Detail By Account
January through December 2012

Type	Date	Num	Adj	Name	Memo	Split	Debit	Credit	Balance
Veterans									
Check	07/06/2012	4110		ASF Foundation	Honoring Wounded Warriors	First Commercial Bk/Cash Equiv	500.00	500.00	
Check	07/06/2012	4111		Three Hats and a Coat	2012 Gift	First Commercial Bk/Cash Equiv	1,500.00	1,500.00	
Total Veterans									
UnitedWay									
Check	03/28/2012	4046		United Way of Central Alabama	Charity payment for 2011 campaign	First Commercial Bk/Cash Equiv	55,136.00	55,136.00	
Check	03/28/2012	4047		United Way of Central Alabama	2nd quarterly payment for 2012 campaign	First Commercial Bk/Cash Equiv	14,583.75	69,719.75	
Check	07/06/2012	4094		United Way of Central Alabama	3rd quarterly payment for 2012 campaign	First Commercial Bk/Cash Equiv	14,583.75	64,303.50	
Check	10/12/2012	4167		United Way of Central Alabama	4th quarterly payment on 2012 campaign	First Commercial Bk/Cash Equiv	14,583.75	58,887.25	
Check	11/21/2012	4186		United Way of Central Alabama		First Commercial Bk/Cash Equiv	113,471.00	113,471.00	
Total UnitedWay									
Religion									
Check	08/15/2012	4133		Mountain Brook Baptist Church	Lebanon Water Well	First Commercial Bk/Cash Equiv	1,000.00	1,000.00	
Total Religion									
OtherCharitableGifts									
Check	02/28/2012	4038		Shelby County Caddie's Association Bill Johnson request	First Commercial Bk/Cash Equiv	2,500.00	2,500.00		
Check	04/17/2012	4075		Sara Cofman request	First Commercial Bk/Cash Equiv	200.00	2,700.00		
Check	08/17/2012	4125		Hand in Paw	First Commercial Bk/Cash Equiv	2,500.00	5,200.00		
Check	08/10/2012	4130		WBHM 90.3	First Commercial Bk/Cash Equiv	500.00	5,700.00		
Check	08/15/2012	4135		Nonprofit Resource Center	First Commercial Bk/Cash Equiv	5,000.00	10,700.00		
Check	08/31/2012	4147		Alabama Golf Charities, Inc	First Commercial Bk/Cash Equiv	2,500.00	13,200.00		
Total OtherCharitableGifts									
Environment&Wildlife									
Check	07/06/2012	4098		Birmingham Zoo	Final payment on a 5-year pledge	First Commercial Bk/Cash Equiv	60,000.00	60,000.00	
Check	07/06/2012	4113		Alabama Wildlife Federation	2012 Gift	First Commercial Bk/Cash Equiv	250.00	60,250.00	
Check	08/29/2012	4116		In kind rentals	First Commercial Bk/Cash Equiv	9,194.38	60,500.00		
Check	08/31/2012	4148		Birmingham Zoo	Boo at the Zoo	First Commercial Bk/Cash Equiv	65,634.38	69,634.38	
Total Environment&Wildlife									
Civic&Culture									
Check	02/09/2012	4029		Junior Museum of Bay County	Final payment on a 5-year pledge	First Commercial Bk/Cash Equiv	1,000.00	1,000.00	
Check	02/09/2012	4034		Alabama Symphony	Reimbursement	First Commercial Bk/Cash Equiv	8,126.32	9,126.32	
Check	03/27/2012	4043		Red Mountain Theatre Company	Final payment on a 3-year pledge	First Commercial Bk/Cash Equiv	10,000.00	19,126.32	
Check	03/27/2012	4045		Vulcan Park Foundation	7th year payment on a 10-year pledge	First Commercial Bk/Cash Equiv	2,500.00	21,626.32	
Check	03/28/2012	4048		Fair for Arts & Cultural Connections	2012 grant	First Commercial Bk/Cash Equiv	1,000.00	22,626.32	
Check	03/28/2012	4052		Aldridge Gardens	2012 Gift	First Commercial Bk/Cash Equiv	1,000.00	23,626.32	
Check	04/12/2012	4067		Junior Women's Committee of 100	Emmett O'Neal Library support	First Commercial Bk/Cash Equiv	200.00	23,826.32	
Check	07/06/2012	4096		Civic Club Foundation	2nd payment on a 5-year pledge	First Commercial Bk/Cash Equiv	5,000.00	28,826.32	
Check	07/06/2012	4107		Botanical Gardens	2012 Antiques at the Gardens	First Commercial Bk/Cash Equiv	1,000.00	29,826.32	
Check	07/06/2012	4108		2012 Gift	2012 Gift	First Commercial Bk/Cash Equiv	500.00	30,326.32	
Check	07/06/2012	4109		Shoals Furnaces Foundation	2012 Membership	First Commercial Bk/Cash Equiv	1,000.00	31,326.32	
Check	08/10/2012	4121		Montgomery Museum of Fine Arts	2012 Gift	First Commercial Bk/Cash Equiv	5,000.00	36,326.32	
Check	10/17/2012	4163		Mt Laurel Public Library	Shades Valley and payment on a 5-year plan	First Commercial Bk/Cash Equiv	10,000.00	46,326.32	
Check	10/17/2012	4170		YMCA	2012 Operations/2011 Gala	First Commercial Bk/Cash Equiv	7,587.38	53,883.70	
Check	11/01/2012	4176		Alabama Symphony	Maestro's Ball In-Kind	First Commercial Bk/Cash Equiv	25,000.00	198,883.70	
Check	11/21/2012	4180		Birmingham Museum of Art	Final Payment on a 5-year pledge	First Commercial Bk/Cash Equiv	1,000.00	199,883.70	
Check	12/10/2012	4205		Birmingham Girls Choir	2012-2013 Season	First Commercial Bk/Cash Equiv	1,000.00	199,883.70	
Check	12/10/2012	4206		Alabama Ballet	Programs	First Commercial Bk/Cash Equiv	110,883.70	110,883.70	
Total Civic&Culture									
BasicNeeds									
Check	04/12/2012	4079		Turning Point Foundation	2012 gift	First Commercial Bk/Cash Equiv	5,000.00	5,000.00	
Check	07/06/2012	4100		Addiction Coalition	2012 Gift	First Commercial Bk/Cash Equiv	1,000.00	6,000.00	
Check	08/15/2012	4141		Turning Point Foundation	Additional 2012 Support	First Commercial Bk/Cash Equiv	11,000.00	11,000.00	
Total Addiction&ReEntry									
Homelessness									
Check	01/17/2012	4026		Greater Bham Habitat for Humanity	2011 Home for the Holidays	First Commercial Bk/Cash Equiv	4,000.00	4,000.00	
Check	04/10/2012	4060		Firehouse Shelter	2012 gift	First Commercial Bk/Cash Equiv	5,000.00	9,000.00	
Check	08/10/2012	4126		Jimmie Hale Mission	2012 Summer Drive	First Commercial Bk/Cash Equiv	5,400.00	14,400.00	
Check	11/21/2012	4185		Pathways	2012 Year End Gift	First Commercial Bk/Cash Equiv	5,000.00	19,400.00	
Check	12/10/2012	4198		Greater Bham Habitat for Humanity	Home for The Holidays - 2012	First Commercial Bk/Cash Equiv	4,000.00	23,400.00	
Total Homelessness									
Hunger									
Check	11/21/2012	4184		Magic City Harvest	2012 Year End Gift	First Commercial Bk/Cash Equiv	5,000.00	5,000.00	
Check	12/10/2012	4190		West Alabama Food Bank	2013 general	First Commercial Bk/Cash Equiv	10,000.00	15,000.00	

The Thompson Foundation
Transaction Detail By Account
 January through December 2012

Type	Date	Num	Adj	Name	Memo	Split	Debit	Credit	Balance
						First Commercial Bk/Cash Equiv	5,000.00	21,000.00	21,000.00
Total Hunger	12/10/2012	4199		Grace Food Pantry	Holiday Donations				
WomenService				Community Kitchens of Birmingham	to operate one kitchen for a month				
Check	01/17/2012	4015		Pathways	2012 Donation for Operations	First Commercial Bk/Cash Equiv	5,000.00	5,000.00	5,000.00
Check	03/26/2012	4054		Oasis Women's Counseling Center	2012 gift	First Commercial Bk/Cash Equiv	5,000.00	10,000.00	10,000.00
Check	04/18/2012	4058		First Light	2012 operational support	First Commercial Bk/Cash Equiv	2,500.00	12,500.00	12,500.00
Check	05/31/2012	4090		YWCA Pulse & Passion	2012 Luncheon	First Commercial Bk/Cash Equiv	1,000.00	13,500.00	13,500.00
Check	07/06/2012	4101		Lyny Heflin Unit	2012 Gift	First Commercial Bk/Cash Equiv	1,000.00	14,500.00	14,500.00
Check	08/15/2012	4140		Lovebabby Center	1st of 3 payments total 60,000 - "Home	First Commercial Bk/Cash Equiv	5,000.00	19,500.00	19,500.00
Check	12/10/2012	4202		Children's Aid Society	First Commercial Bk/Cash Equiv		20,000.00	39,500.00	39,500.00
Total WomenService							39,500.00	0.00	39,500.00
BasicNeeds - Other									
Check	08/10/2012	4119		Salvation Army	Programs	First Commercial Bk/Cash Equiv	25,000.00	25,000.00	25,000.00
Check	08/24/2012	4144		Housing Authority Birmingham District	2012 Jesse Lewis request	First Commercial Bk/Cash Equiv	2,000.00	27,000.00	27,000.00
Total BasicNeeds - Other							27,000.00	0.00	27,000.00
Total BasicNeeds							121,900.00	0.00	121,900.00
AnimalWelfare									
Check	02/07/2012	4036		Greater Bham Humane Society	Reimbursement for Monica McBride &	First Commercial Bk/Cash Equiv	250.00	250.00	250.00
Check	02/09/2012	4027		Greater Bham Humane Society	2nd payment on a 5-year pledge	First Commercial Bk/Cash Equiv	25,000.00	25,250.00	25,250.00
Check	02/09/2012	4031		Walmariner Rescue of the South	Donation	First Commercial Bk/Cash Equiv	200.00	25,450.00	25,450.00
Check	08/10/2012	4116		Greater Bham Humane Society	Horse Barn Bound	First Commercial Bk/Cash Equiv	1,400.00	26,850.00	26,850.00
Check	12/10/2012	4194		Red Gate Farm Rescue, Inc	Truck Reimbursement	First Commercial Bk/Cash Equiv	1,000.00	27,050.00	27,050.00
Check	12/10/2012	4195		MANE	Dog Houses	First Commercial Bk/Cash Equiv	5,000.00	32,050.00	32,050.00
Check	12/21/2012	4209		Greater Bham Humane Society	Non-Traditional Equestrians	First Commercial Bk/Cash Equiv	6,000.00	38,050.00	38,050.00
Total AnimalWelfare							38,050.00	0.00	38,050.00
DisasterRelief									
Check	01/17/2012	4020		Heart in Dixie	Tornado Relief	First Commercial Bk/Cash Equiv	1,000.00	1,000.00	1,000.00
Check	01/17/2012	4021		American Red Cross	2012 Contribution	First Commercial Bk/Cash Equiv	1,000.00	2,000.00	2,000.00
Check	04/10/2012	4056		City of Clay	Be Red Cross Ready Campaign	First Commercial Bk/Cash Equiv	200.00	22,000.00	22,000.00
Check	04/10/2012	4131		Hometown Heroes	Georgebrook - Disaster Relief	First Commercial Bk/Cash Equiv	3,195.40	25,195.40	25,195.40
Check	12/20/2012	4208			Hurricane Sandy - Hometown Heroes	First Commercial Bk/Cash Equiv	25,000.00	50,195.40	50,195.40
Total DisasterRelief							50,195.40	0.00	50,195.40
ChildrenServices									
Capital									
Total Capital							5,000.00	10,000.00	10,000.00
Programs									
Check	01/17/2012	4005		Magic Moments	Pre-Circus Party	First Commercial Bk/Cash Equiv	1,000.00	1,000.00	1,000.00
Check	01/17/2012	4017		Children's Aid Society	2012 Donations for Operations	First Commercial Bk/Cash Equiv	2,500.00	3,500.00	3,500.00
Check	01/17/2012	4023		Greater AL Council Boy Scouts of America	2012 Gift	First Commercial Bk/Cash Equiv	5,000.00	8,500.00	8,500.00
Check	02/29/2012	4040		Boys & Girls Clubs of North Alabama	3rd payment on a 5-year pledge	First Commercial Bk/Cash Equiv	2,000.00	10,500.00	10,500.00
Check	03/15/2012	4039		AG Gaston Boys and Girls Club, Inc	Donation Magic All Around Us	First Commercial Bk/Cash Equiv	5,000.00	15,500.00	15,500.00
Check	03/27/2012	4041		CASA	Final payment on a 5-year pledge	First Commercial Bk/Cash Equiv	3,300.00	18,800.00	18,800.00
Check	04/10/2012	4042		Miracle League of Gardendale	4th payment on a 5-year pledge	First Commercial Bk/Cash Equiv	2,000.00	20,800.00	20,800.00
Check	04/10/2012	4055		First Tee of Northwest Florida	Doug Monroe Request	First Commercial Bk/Cash Equiv	250.00	21,050.00	21,050.00
Check	04/10/2012	4059		Citizenship Ranch	2012 gift	First Commercial Bk/Cash Equiv	1,000.00	22,050.00	22,050.00
Check	04/10/2012	4061		On the web	2012 and operational support	First Commercial Bk/Cash Equiv	2,500.00	24,550.00	24,550.00
Check	04/10/2012	4068		Girls Inc	2012 gift	First Commercial Bk/Cash Equiv	2,000.00	26,550.00	26,550.00
Check	04/12/2012	4076		Children's Harbor	Sperry Snow Putt Putt course	First Commercial Bk/Cash Equiv	5,000.00	31,550.00	31,550.00
Check	06/27/2012	4092		YMCAs	Partners with Youth campaign	First Commercial Bk/Cash Equiv	1,000.00	32,550.00	32,550.00
Check	07/06/2012	4097		Boys & Girls Clubs of Southeast AL	4th payment on a 5-year pledge	First Commercial Bk/Cash Equiv	1,000.00	33,550.00	33,550.00
Check	07/06/2012	4099		Boy Scouts of America/Black & Warner	2012 gift	First Commercial Bk/Cash Equiv	5,000.00	34,550.00	34,550.00
Check	07/06/2012	4104		Girl Scouts of North-Central Alabama	2012 gift	First Commercial Bk/Cash Equiv	1,000.00	35,550.00	35,550.00
Check	07/06/2012	4106		Angel Flight	2012 Gift	First Commercial Bk/Cash Equiv	1,000.00	36,550.00	36,550.00
Check	08/01/2012	4115		Alabama 4-H Club Foundation, Inc	Final payment on a 5-year pledge	First Commercial Bk/Cash Equiv	5,000.00	39,550.00	39,550.00
Check	08/01/2012	4118		Girl Scouts of North-Central Alabama	Programs - 10th Anniversary	First Commercial Bk/Cash Equiv	5,000.00	40,550.00	40,550.00
Check	08/10/2012	4123		Childcare Resources	Programs	First Commercial Bk/Cash Equiv	2,500.00	53,050.00	53,050.00
Check	08/10/2012	4124		Camp Smile-A-Mile	2012 Charity Golf Tournament	First Commercial Bk/Cash Equiv	1,500.00	54,550.00	54,550.00
Check	08/11/2012	4127		Big Brothers Big Sisters	2012 Night of Big Stars	First Commercial Bk/Cash Equiv	1,000.00	55,550.00	55,550.00
Check	08/10/2012	4128		Camp Fire USA/Central Alabama Council	2012 Gift	First Commercial Bk/Cash Equiv	1,000.00	56,550.00	56,550.00
Check	08/10/2012	4129		CASA	2012 Gift	First Commercial Bk/Cash Equiv	3,300.00	59,850.00	59,850.00
Check	08/17/2012	4136		Trevo Show/Sieve Ambrose request	Young Life-Birmingham	First Commercial Bk/Cash Equiv	1,000.00	60,850.00	60,850.00
Check	08/15/2012	4139		Adaptive Aquatics	Trevo Show/Sieve Ambrose request	First Commercial Bk/Cash Equiv	2,500.00	63,350.00	63,350.00
Check	08/31/2012	4150		Boys & Girls Clubs of Central Alabama	2012 Back A Youth Campaign	First Commercial Bk/Cash Equiv	1,000.00	64,350.00	64,350.00
Check	10/12/2012	4165		Bell Center	Final payment on a 5-year pledge (operi	First Commercial Bk/Cash Equiv	5,000.00	69,350.00	69,350.00

The Thompson Foundation
Transaction Detail By Account
January through December 2012

Type	Date	Num	Adv	Name	Memo	Split	Debit	Credit	Balance
Total Programs									
Check	01/11/2012	4008		OUR KIDS, Inc.	Donation in honor of Sue Fort White	First Commercial Bk/Cash Equiv	69,350.00	0.00	69,350.00
Check	01/11/2012	4018		CURE Childhood Cancer	Press On Fund	First Commercial Bk/Cash Equiv	5,000.00	5,000.00	5,000.00
Check	01/12/2012	4080		Saint Jude Children's Research Hospital	2012 gift	First Commercial Bk/Cash Equiv	10,000.00	10,000.00	10,000.00
Check	07/06/2012	4095		Sight Savers of Alabama	4th payment on a 5-year pledge	First Commercial Bk/Cash Equiv	5,000.00	5,000.00	20,000.00
Check	08/10/2012	4120		Children's Organ Transplant Association	Syrn Hall	First Commercial Bk/Cash Equiv	2,500.00	2,500.00	22,500.00
Check	08/15/2012	4137		Juvenile Diabetes Research Foundation	2012 Operations	First Commercial Bk/Cash Equiv	23,500.00	23,500.00	23,500.00
Check	08/31/2012	4151		Highland Gulf	1st Annual Mayor's Golf Classic	First Commercial Bk/Cash Equiv	500.00	500.00	24,000.00
Check	10/12/2012	4162		March of Dimes	2012 Alabama Citizen of the Year	First Commercial Bk/Cash Equiv	5,000.00	5,000.00	29,000.00
Check	10/12/2012	4165		Children's Hospital Foundation	\$10 payment on a 10-year pledge	First Commercial Bk/Cash Equiv	100,000.00	100,000.00	129,000.00
Check	12/1/2012	4193		Ronald McDonald House Charities	2013 program	First Commercial Bk/Cash Equiv	5,000.00	5,000.00	134,000.00
Check	12/1/2012	4196		Magic Moments	trip for 1 critically ill child	First Commercial Bk/Cash Equiv	4,000.00	4,000.00	138,000.00
Total ChildrensHealthcare							138,000.00	0.00	138,000.00
Total ChildrenServices									
Hospitals&Healthcare									
AdultHealthcare									
Check	01/11/2012	4011		Bruno Cancer Center	In Honor of Dorothy (Dot) Adams and D	First Commercial Bk/Cash Equiv	2,500.00	2,500.00	2,500.00
Check	01/11/2012	4016		Eyesight Foundation of Alabama	1st payment on a 3-year pledge	First Commercial Bk/Cash Equiv	10,000.00	10,000.00	12,500.00
Check	01/11/2012	4019		Parkinson Association of Alabama	In Honor of Bobby Lische	First Commercial Bk/Cash Equiv	1,000.00	1,000.00	13,500.00
Check	03/27/2012	4044		Seckle Cell Foundation	Final payment on a 5-year pledge	First Commercial Bk/Cash Equiv	5,000.00	5,000.00	18,500.00
Check	04/16/2012	4062		DCH Foundation, Inc.	DCH Sports Medicine Fund Run	First Commercial Bk/Cash Equiv	1,000.00	1,000.00	19,500.00
Check	04/11/2012	4069		Alzheimer's of Central Alabama	2012 gift	First Commercial Bk/Cash Equiv	2,000.00	2,000.00	21,500.00
Check	04/11/2012	4071		Alabama Kidney Foundation	2012 gift	First Commercial Bk/Cash Equiv	1,000.00	1,000.00	22,500.00
Check	04/11/2012	4073		Relay for Life American Cancer Society Leisha Moody	2012 programs	First Commercial Bk/Cash Equiv	1,000.00	1,000.00	23,500.00
Check	04/11/2012	4074		Community Grief Support Service	2012 Heart Ball	First Commercial Bk/Cash Equiv	5,000.00	5,000.00	24,500.00
Check	04/11/2012	4081		American Heart Association	Donna Wilson request	First Commercial Bk/Cash Equiv	500.00	500.00	30,000.00
Check	07/06/2012	4105		American Fdn for Suicide Prevention	Linda Cook request	First Commercial Bk/Cash Equiv	200.00	200.00	30,200.00
Check	10/03/2012	4154		UAB Comprehensive Cancer Center		First Commercial Bk/Cash Equiv	30,200.00	0.00	30,200.00
Total AdultHealthcare									
Research									
Check	01/11/2012	4014		Robert E. Reed Gastrointestinal Oncology Donation	2012 Fiesta Dela	First Commercial Bk/Cash Equiv	1,000.00	1,000.00	1,000.00
Check	08/11/2012	4138		Breast Cancer Research Foundation	2012 gift	First Commercial Bk/Cash Equiv	6,000.00	6,000.00	6,000.00
Check	08/02/2012	4143		Cyste Fibrosis Foundation	Operations & Shoot for a Cure 2012	First Commercial Bk/Cash Equiv	11,000.00	11,000.00	17,000.00
Check	08/04/2012	4153		ALS Walk to Defeat	Gold Sponsor	First Commercial Bk/Cash Equiv	2,500.00	2,500.00	19,500.00
Check	11/21/2012	4183		Robert E. Reed Gastrointestinal Oncology	2012 gift	First Commercial Bk/Cash Equiv	1,000.00	1,000.00	20,500.00
Check	12/10/2012	4191		UAB Comprehensive Cancer Center	2013 research	First Commercial Bk/Cash Equiv	6,000.00	6,000.00	26,500.00
Total Research							26,500.00	0.00	26,500.00
Hospitals									
Check	01/11/2012	4006		UAB Comprehensive Cancer Center	2012 Fiesta Dela	First Commercial Bk/Cash Equiv	1,000.00	1,000.00	1,000.00
Check	03/28/2012	4053		American Cancer Society	Hope Lodge renovations	First Commercial Bk/Cash Equiv	15,000.00	15,000.00	16,000.00
Check	04/12/2012	4072		UAB Comprehensive Cancer Center	2012 gift	First Commercial Bk/Cash Equiv	5,000.00	5,000.00	21,000.00
Check	08/15/2012	4134		Bruno Cancer Center	1st payment on a 5-year pledge	First Commercial Bk/Cash Equiv	30,000.00	30,000.00	51,000.00
Check	10/03/2012	4155		Robert E. Reed Gastrointestinal Oncology	Benefiting Regional Rehab Center	First Commercial Bk/Cash Equiv	53,000.00	53,000.00	53,000.00
Total Hospitals							53,000.00	0.00	53,000.00
Hospitals&Healthcare - Other									
Total Hospitals&Healthcare									
Total Vocational									
Higher Education									
Check	01/11/2012	4024		UAB Athletics Scholarship Fund	5th payment on a 10-year pledge	First Commercial Bk/Cash Equiv	20,000.00	20,000.00	20,000.00
Check	04/11/2012	4070		UAB School of Nursing	Applause for the cause	First Commercial Bk/Cash Equiv	1,000.00	1,000.00	21,000.00
Check	07/06/2012	4102		University of Alabama	2012/2013 Board of Visitors Dues	First Commercial Bk/Cash Equiv	2,000.00	2,000.00	23,000.00
Check	07/06/2012	4103		Auburn University Foundation	School of Forestry and Wildlife Science	First Commercial Bk/Cash Equiv	1,000.00	1,000.00	24,000.00
Check	07/06/2012	4112		Faulkner University	2012 Gift	First Commercial Bk/Cash Equiv	1,500.00	1,500.00	25,500.00
Check	08/01/2012	4114		UAB School of Engineering	Bob Bacon request	First Commercial Bk/Cash Equiv	21,000.00	21,000.00	46,500.00
Check	10/29/2012	4171		University of AL President's Cabinet	Oct 2012 - Sept 2013	First Commercial Bk/Cash Equiv	3,000.00	3,000.00	49,500.00
Check	11/07/2012	4177		Walter L. Moore Memorial Golf	6th Annual Walter L. Moore Memorial Golf	First Commercial Bk/Cash Equiv	500.00	500.00	50,000.00
Check	11/21/2012	4181		Partners for Progress	3rd payment on a 5-year pledge	First Commercial Bk/Cash Equiv	15,000.00	15,000.00	65,000.00
Check	11/21/2012	4182		Walker College Foundation	In memory of Larry Drummond	First Commercial Bk/Cash Equiv	500.00	500.00	65,500.00

**The Thompson Foundation
Transaction Detail By Account
January through December 2012**

January through December 2012

Thompson Foundation, Inc.**Gains & Losses****12/31/2012**

Name	Account #	Detail	ST	LT
Merrill Lynch	524-02166	ML PG 20 of 22	10,469	
			10,469	-
Regions	105500-3457	April - Sales	(383)	
		April - Misc	81	
		July - Sales	(1,013)	
		July - Misc	(6)	
		August - Sales	(158)	
		August - Misc	(9)	
		September - Sales	(169)	
		September - Misc	(5)	
		October - Sales	(63)	
		October - Misc	29	
		November - Sales	(452)	
		November - Misc	23	
		December - Sales	(214)	
		December - Misc	(1)	
			(2,341)	-
KINSIGHT, LLC	8858-8520 (Schwab)	Stmt 1/1/12-12/31/12	(6,625)	35,404
		Stmt 11/01/12-11/30/12		2,470
		Stmt 08/01/12-08/31/12	(272)	780
			(824)	
	1153500-0889 (NATC)	Stmt 1/1/12-12/31/12	(2,065)	2,140
			(9,786)	40,794
NATC 1099	(NATC) 1153500-0889	Cap Gain Distribution		5,487
				5,487
Total Attachments			(1,658)	46,281
Power Shares K-1			185	(2,994)
Total Return			(1,473)	43,287
				41,814



WARREN AVERETT KIMBROUGH

Fiscal Statement

FISCAL YEAR ACTIVITY

Date of Administration	Date of Limitation	Cost Basis	Gain or (Loss)
12/31/2023	12/31/2025	\$10,000	\$2,000

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
1.0000	CALL ABT	MAY 00057.50	05/18/12	454.99	2,280.00	(1,825.01)
	CALL WMT	JUN 00060.00	06/14/12	499.99	3,830.00	(3,330.01)
	CALL CX/X	JUN 00115.00	06/18/12	351.99	N/A	351.99
	KIMBERLY CLARK		02/24/12	30,279.32	28,683.00	1,596.32
	CALL WAG	JUL 00036.00	06/06/12	1,055.98	N/A	1,055.98
	CALL GIS	JUL 00040.00	07/23/12	384.99	N/A	384.99
	CALL INTC	JUL 00029.00	02/24/12	579.99	N/A	579.99
	ABBOTT LABS		07/23/12	31,699.29	28,310.00	3,389.29
	JOHNSON AND JOHNSON COM		02/24/12	07/11/12	27,283.39	1,561.27
	CALL OXY	AUG 00100.00	02/24/12	07/23/12	25,722.12	N/A
	CALL MSFT	SEP 00032.00	08/18/12	04/11/12	791.98	791.98
	CALL MSFT	SEP 00032.00	06/21/12	09/22/12	719.98	N/A
					719.98	719.98
					835.98	(676.02)
					1,512.00	
					09/22/12	
					09/22/12	

PLEASE SEE REVERSE SIDE
Page _____

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EWI Fiscal Statement

WARREN AVERETT KIMBROUGH

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
8.0000	CALL CTL OCT 00039.00	09/06/12	06/05/12	719.98	3,136.00	(2,416.02)
8.0000	CALL WAG OCT 00035.00	10/19/12	07/25/12	999.98	784.00	215.98
8.0000	CALL T OCT 00035.00	10/04/12	06/05/12	647.99	2,664.00	(2,016.01)
400.0000	PROCTER & GAMBLE CO	06/20/12	10/17/12	25,355.43	1,315.43	24,040.00
100.0000	PROCTER & GAMBLE CO	06/20/12	10/17/12	6,338.86	6,010.90	327.96
10.0000	CALL MSFT DEC 00032.00	11/27/12	09/25/12	629.99	20.00	609.99
2.0000	CALL CVX DEC 00115.00	11/27/12	06/19/12	303.99	10.00	293.99
10.0000	CALL BMY DEC 00034.00	11/27/12	08/29/12	759.98	100.00	659.98
10.0000	CALL INTC JAN 00028.00	11/27/12	07/25/12	559.99	10.00	549.99
3.0000	CALL OXY JAN 00095.00	11/27/12	08/21/12	929.98	24.00	905.98
500.0000	WAL-MART STORES INC	02/24/12	12/05/12	34,729.22	29,307.90	5,421.32
					1,825.01	
					3,330.01	
					351.98	
					1,596.32	
					1,055.98	
					384.99	
					579.99	
					3,389.29	
					1,561.27	
					791.98	
					719.98	
					676.02	
					2,416.02	
					215.98	
					2,016.01	
					1,315.43	
					327.98	
					609.99	
					293.99	
					659.98	
					549.99	
					905.98	
					5,421.32	
					10,469.35	

PLEASE SEE REVERSE SIDE
Page 20 of 22 Statement Period Year Ending 12/31/12

Account No.
524-02166

00-17-60608-1PSS000 05-2011

ACCOUNT STATEMENT

PAGE 28

ACCOUNT NUMBER **1055003457**

STATEMENT PERIOD APRIL 01, 2012 THROUGH JUNE 30, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
04/02/12	REGIONS TRUST CASH SWEEP INTEREST ON REGIONS TRUST CASH SWEEP PAYABLE 04/01/2012		6 08		
05/01/12	INTEREST ON REGIONS TRUST CASH SWEEP PAYABLE 05/01/2012		1 71		
06/01/12	INTEREST ON REGIONS TRUST CASH SWEEP PAYABLE 06/01/2012		1 66		
TOTAL INTEREST-TAXABLE		0 00	624.03	0.00	0 00
RECEIPTS					
04/30/12	TRANSFERRED FROM PRINCIPAL		542 19		
TOTAL RECEIPTS		0.00	542.19	0 00	0.00
CASH MANAGEMENT					
	REGIONS TRUST CASH SWEEP NET CASH MANAGEMENT	640 34-	1,592 07-	2,232 41	
TOTAL CASH MANAGEMENT		640 34-	1,592.07-	2,232 41	0.00
SALES					
05/09/12	ACCO BRANDS CORP SOLD 532 SHS ACCO BRANDS CORP ON 05/04/2012 AT 10 96 CASH IN LIEU OF FRACTIONAL SHARE	5 83		5 84-	0 01-
05/15/12	FEDERAL HOME LOAN MTG CORP POOL #G04913 DTD 11/01/2008 5% 03/01/2038 PAYMENT ON 3,674 02 UNITS FEDERAL HOME LOAN MTG CORP POOL #G04913 DTD 11/01/2008 5% 03/01/2038 ORIGINAL FACE VALUE 10,000 00 FHLMC PC GOLD COMB 30	133 13		143 66-	10 53-
06/15/12	PAYMENT ON 3,540 89 UNITS FEDERAL HOME LOAN MTG CORP POOL #G04913 DTD 11/01/2008 5% 03/01/2038 ORIGINAL FACE VALUE 10,000 00 FHLMC PC GOLD COMB 30	156 04		168 38-	12 34-
05/15/12	FEDERAL HOME LOAN MTG CORP POOL #G08344 DTD 05/01/2009 4.5% 05/01/2039 PAYMENT ON 1,686 68 UNITS FEDERAL HOME LOAN MTG CORP POOL #G08344 DTD 05/01/2009 4 5% 05/01/2039 ORIGINAL FACE VALUE 3,000 00 FHLMC PC GOLD COMB 30	65 95		69 99-	4 04-

ACCOUNT STATEMENT

PAGE 29

ACCOUNT NUMBER **1055003457**

STATEMENT PERIOD APRIL 01, 2012 THROUGH JUNE 30, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
06/15/12	PAYMENT ON 1,620 73 UNITS FEDERAL HOME LOAN MTG CORP POOL #G08344 DTD 05/01/2009 4 5% 05/01/2039 ORIGINAL FACE VALUE 3,000 00 FHLMC PC GOLD COMB 30	56 67		60 14-	3 47-
	FEDERAL HOME LOAN MTG CORP POOL #G08463 DTD 10/01/2011 4% 10/01/2041				
06/15/12	PAYMENT ON 1,683 UNITS FEDERAL HOME LOAN MTG CORP POOL #G08463 DTD 10/01/2011 4% 10/01/2041 ORIGINAL FACE VALUE 2,000 00 FHLMC PC GOLD COMB 30	41 05		43 47-	2 42-
	FEDERAL HOME LOAN MTG CORP POOL #G18305 DTD 04/01/2009 4% 04/01/2024				
05/15/12	PAYMENT ON 3,797 69 UNITS FEDERAL HOME LOAN MTG CORP POOL #G18305 DTD 04/01/2009 4% 04/01/2024 ORIGINAL FACE VALUE 9,000 00 FHLMC PC GOLD COMB 15	188 14		199 02-	10 88-
06/15/12	PAYMENT ON 3,609 55 UNITS FEDERAL HOME LOAN MTG CORP POOL #G18305 DTD 04/01/2009 4% 04/01/2024 ORIGINAL FACE VALUE 9,000 00 FHLMC PC GOLD COMB 15	156 05		165 07-	9 02-
	FEDERAL HOME LOAN MORTGAGE CORP POOL #E02920 DTD 06/01/2011 3.5% 06/01/2026				
05/15/12	PAYMENT ON 3,882 22 UNITS FEDERAL HOME LOAN MORTGAGE CORP POOL #E02920 DTD 06/01/2011 3 5% 06/01/2026 ORIGINAL FACE VALUE 5,000 00 FHLMC PC GOLD CASH 15	131 97		138 84-	6 87-
06/15/12	PAYMENT ON 3,750 25 UNITS FEDERAL HOME LOAN MORTGAGE CORP POOL #E02920 DTD 06/01/2011 3 5% 06/01/2026 ORIGINAL FACE VALUE 5,000 00 FHLMC PC GOLD CASH 15	130 44		137 23-	6 79-
	FEDERAL NATIONAL MORTGAGE ASSN 5% 03/15/2016				
05/10/12	SOLD 1,000 UNITS FEDERAL NATIONAL MORTGAGE ASSN 5% 03/15/2016 ON 05/07/2012 AT 116 161 THRU G X CLARKE AND COMPANY	1,161 61		1,157 09-	4 52

ACCOUNT STATEMENT

PAGE 30

ACCOUNT NUMBER **1055003457**

STATEMENT PERIOD APRIL 01, 2012 THROUGH JUNE 30, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
	FEDERAL NATIONAL MORTGAGE ASSN POOL #190391 DTD 08/01/2008 6%				
	09/01/2038				
05/25/12	PAYMENT ON 16,194 38 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #190391 DTD 08/01/2008 6% 09/01/2038 ORIGINAL FACE VALUE 58,000 00 FNMA PASS-THRU LNG 30 YEAR	696 48		769 61-	73 13-
06/25/12	PAYMENT ON 15,497 9 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #190391 DTD 08/01/2008 6% 09/01/2038 ORIGINAL FACE VALUE 58,000 00 FNMA PASS-THRU LNG 30 YEAR	708 50		782 89-	74 39-
	FEDERAL HOME LOAN MTG CORP DTD 01/07/2010 2.875% 02/09/2015				
05/10/12	SOLD 1,000 UNITS FEDERAL HOME LOAN MTG CORP DTD 01/07/2010 2.875% 02/09/2015 ON 05/07/2012 AT 106 664 THRU G X CLARKE AND COMPANY	1,066 64		1,064 82-	1 82
	FEDERAL NATIONAL MORTGAGE ASSN POOL #AJ5303 DTD 11/01/2011 4%				
	11/01/2041				
05/25/12	PAYMENT ON 1,890 67 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #AJ5303 DTD 11/01/2011 4% 11/01/2041 ORIGINAL FACE VALUE 2,000 00 FNMA PASS-THRU LNG 30 YEAR	26 16		27 48-	1 32-
06/25/12	PAYMENT ON 1,864 51 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #AJ5303 DTD 11/01/2011 4% 11/01/2041 ORIGINAL FACE VALUE 2,000 00 FNMA PASS-THRU LNG 30 YEAR	33 09		34 77-	1 68-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #889958 DTD 10/01/2008 5%				
	10/01/2023				
05/25/12	PAYMENT ON 5,386 47 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #889958 DTD 10/01/2008 5% 10/01/2023 ORIGINAL FACE VALUE 21,000 00 FNMA PASS-THRU INT 15 YEAR	203 77		220 61-	16 84-
06/25/12	PAYMENT ON 5,182 7 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #889958 DTD 10/01/2008 5% 10/01/2023 ORIGINAL FACE VALUE 21,000 00 FNMA PASS-THRU INT 15 YEAR	225 00		243 60-	18 60-

ACCOUNT STATEMENT

PAGE 31

ACCOUNT NUMBER 1055003457

STATEMENT PERIOD APRIL 01, 2012 THROUGH JUNE 30, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
	FEDERAL NATIONAL MORTGAGE ASSN POOL #931409 DTD 06/01/2009 4% 06/01/2024				
05/25/12	PAYMENT ON 3,946 52 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #931409 DTD 06/01/2009 4% 06/01/2024 ORIGINAL FACE VALUE 9,000 00 FNMA PASS-THRU INT 15 YEAR	189 70		201 47-	11 77-
06/25/12	PAYMENT ON 3,756 82 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #931409 DTD 06/01/2009 4% 06/01/2024 ORIGINAL FACE VALUE 9,000 00 FNMA PASS-THRU INT 15 YEAR	195 41		207 53-	12 12-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #985615 DTD 06/01/2008 5.5% 04/01/2034				
05/25/12	PAYMENT ON 1,794 57 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #985615 DTD 06/01/2008 5 5% 04/01/2034 ORIGINAL FACE VALUE 9,000 00 FNMA PASS-THRU LNG 30 YEAR	85 76		94 13-	8 37-
06/25/12	PAYMENT ON 1,708 81 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #985615 DTD 06/01/2008 5 5% 04/01/2034 ORIGINAL FACE VALUE 9,000 00 FNMA PASS-THRU LNG 30 YEAR	83 96		92 16-	8 20-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #995627 DTD 03/01/2009 5% 02/01/2039				
05/25/12	PAYMENT ON 3,750 78 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #995627 DTD 03/01/2009 5% 02/01/2039 ORIGINAL FACE VALUE 9,000 00 FNMA PASS-THRU LNG 30 YEAR	123 23		134 28-	11 05-
06/25/12	PAYMENT ON 3,627 55 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #995627 DTD 03/01/2009 5% 02/01/2039 ORIGINAL FACE VALUE 9,000 00 FNMA PASS-THRU LNG 30 YEAR	127 50		138 93-	11 43-
	FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4.5% 06/01/2040				
05/25/12	PAYMENT ON 2,048 57 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4 5% 06/01/2040 ORIGINAL FACE VALUE 3,000 00 FNMA PASS-THRU LNG 30 YEAR	69 02		73 53-	4 51-

ACCOUNT STATEMENT

PAGE 32

ACCOUNT NUMBER **1055003457**

STATEMENT PERIOD APRIL 01, 2012 THROUGH JUNE 30, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
06/25/12	PAYMENT ON 1,979 55 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4 5% 06/01/2040 ORIGINAL FACE VALUE 3,000 00 FNMA PASS-THRU LNG 30 YEAR	63 28		67 41-	4 13-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3895 DTD 10/01/2010 3.5% 11/01/2025				
05/25/12	PAYMENT ON 3,679 3 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3895 DTD 10/01/2010 3.5% 11/01/2025 ORIGINAL FACE VALUE 5,000 00 FNMA PASS-THRU INT 15 YEAR	85 29		89 55-	4 26-
06/25/12	PAYMENT ON 3,594 01 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3895 DTD 10/01/2010 3.5% 11/01/2025 ORIGINAL FACE VALUE 5,000 00 FNMA PASS-THRU INT 15 YEAR	94 24		98 95-	4 71-
	GENERAL ELEC CAP CORP FDIC INSURED DTD 01/08/09 2.2% 06/08/2012				
06/08/12	MATURED 5,000 UNITS GENERAL ELEC CAP CORP FDIC INSURED DTD 01/08/09 2.2% 06/08/2012	5,000 00		5,016 60-	16 60-
	PHILLIPS 66				
05/09/12	SOLD 5 SHS PHILLIPS 66 ON 05/04/2012 AT 30 72 CASH IN LIEU OF FRACTIONAL SHARE	15 36		17 61-	2 25-
	UNITED STATES TREASURY N/B DTD 01/18/2011 1% 01/15/2014				
04/11/12	SOLD 194,000 UNITS UNITED STATES TREASURY N/B DTD 01/18/2011 1% 01/15/2014 ON 04/05/2012 AT 101 1484 THRU MORGAN STANLEY	196,227 97		196,265 86-	37 89-
TOTAL SALES		207,547 24	0 00	207,930.52-	383.28-
BUYS					
	AT&T INC DTD 05/13/08 5.6% 05/15/2018				
04/11/12	PURCHASED 2,000 UNITS AT&T INC DTD 05/13/08 5.6% 05/15/2018 ON 04/05/2012 AT 118 60 THRU CLEARVIEW CORRESPONDENT SERVICES LLC	2,372 00-		2,372 00	

ACCOUNT STATEMENT

PAGE 42

ACCOUNT NUMBER **1055003457**

STATEMENT PERIOD APRIL 01, 2012 THROUGH JUNE 30, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
05/14/12	FEE TO REGIONS BANK FOR THE PERIOD ENDING 04/30/2012 BASED ON MARKET VALUE _____ 456.53 DISCOUNT _____ 114.14		342.39-		
06/12/12	FEE TO REGIONS BANK FOR THE PERIOD ENDING 05/31/2012 BASED ON MARKET VALUE _____ 447.87 DISCOUNT _____ 111.96		335.91-		
TOTAL EXPENSES		0.00	794.30-	0.00	0.00
MISCELLANEOUS					
05/04/12	ACCO BRANDS CORP SPINOFF MEADWESTVACO CORPORATION AT THE RATE OF 32.986547% FOR 44532 SHS ACCO BRANDS CORP			486.56	
05/04/12	CONOCOPHILLIPS SPINOFF CONOCOPHILLIPS AT THE RATE OF 50% FOR 275 SHS PHILLIPS 66			963.78-	
05/04/12	MEADWESTVACO CORPORATION SPINOFF MEADWESTVACO CORPORATION AT THE RATE OF 32.986547% FOR 44532 SHS ACCO BRANDS CORP			486.56-	
05/04/12	PHILLIPS 66 SPINOFF CONOCOPHILLIPS AT THE RATE OF 50% FOR 275 SHS PHILLIPS 66			963.78	
04/16/12	UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625% 07/15/2021 TIPS INFLATION ADJUSTMENT 4.44 UNITS UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 625% 07/15/2021			4.44	
04/30/12	TIPS INFLATION ADJUSTMENT 12.36 UNITS UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 625% 07/15/2021			12.36	
05/07/12	TIPS INFLATION ADJUSTMENT 14.28 UNITS UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 625% 07/15/2021			14.28	
05/15/12	TIPS INFLATION ADJUSTMENT 7.44 UNITS UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 625% 07/15/2021			7.44	

ACCOUNT STATEMENT

PAGE 43

ACCOUNT NUMBER 1055003457

STATEMENT PERIOD APRIL 01, 2012 THROUGH JUNE 30, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
05/31/12	TIPS INFLATION ADJUSTMENT 23.76 UNITS UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 625% 07/15/2021			23.76	
06/07/12	TIPS INFLATION ADJUSTMENT 8.22 UNITS UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 625% 07/15/2021			8.22	
06/15/12	TIPS INFLATION ADJUSTMENT 1.86 UNITS UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 625% 07/15/2021			1.86	
06/29/12	TIPS INFLATION ADJUSTMENT 9.24 UNITS UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 625% 07/15/2021			9.24	
TOTAL MISCELLANEOUS		0.00	0.00	81.60	0.00
ENDING BALANCE		0.00	0.00	500,186.14	383.28-

FOR YOUR INFORMATION

WE ENCOURAGE YOU TO CONTACT YOUR ADMINISTRATOR IF YOUR FINANCIAL OBJECTIVES CHANGE OR IF YOU WANT TO DISCUSS THE INVESTMENT OBJECTIVES OF YOUR ACCOUNT

TRUST SERVICES ARE PROVIDED THROUGH REGIONS TRUST, A TRADE NAME FOR THE TRUST DIVISION OF REGIONS BANK. INVESTMENTS IN SECURITIES AND INSURANCE PRODUCTS HELD IN REGIONS TRUST ACCOUNTS ARE NOT FDIC INSURED, ARE NOT A DEPOSIT, ARE NOT BANK GUARANTEED, ARE NOT INSURED BY ANY FEDERAL GOVERNMENT AGENCY, AND MAY GO DOWN IN VALUE

IMPORTANT INFORMATION FOR ALL REGIONS TRUST CUSTOMERS:

- REGIONS TRUST MAY INVEST IN INVESTMENT PRODUCTS NOT AFFILIATED WITH REGIONS BANK OR ITS AFFILIATES. REGIONS TRUST MAY RECEIVE 12B-1 FEES AND/OR ANNUAL REVENUE SHARING FEES FROM THE USE OF THESE INVESTMENT PRODUCTS IN ITS CUSTOMERS' ACCOUNTS. THE 12B-1 FEES RECEIVED BY REGIONS TRUST VARY BY INVESTMENT PRODUCT AND IN NO CIRCUMSTANCES EXCEED 50% OF THE AVERAGE DAILY NET ASSETS INVESTMENT IN ANY PRODUCT. IN MOST CIRCUMSTANCES THE FEE IS 25% OR LESS. ANNUAL REVENUE SHARING FEES OF UP TO 15% OF THE MARKET VALUE OF THE ASSETS INVESTED IN CERTAIN MONEY MARKET MUTUAL FUNDS ARE PAID DIRECTLY TO REGIONS TRUST FROM THE INVESTMENT PROVIDER

- IN MAY 2009, A REGIONS AFFILIATE SOLD ITS MUTUAL FUND MANAGEMENT BUSINESS TO PIONEER INVESTMENT MANAGEMENT, INC. UNDER THE TERMS OF THE CONTRACT REGIONS' AFFILIATE COULD BE REQUIRED TO REPAY SOME PORTION OF THE PURCHASE PRICE IF REGIONS' NET REDEMPTIONS RATE EXCEEDS THE REDEMPTION RATE OTHERWISE

ACCOUNT STATEMENT

PAGE 17

ACCOUNT NUMBER **1055003457**

STATEMENT PERIOD JULY 01, 2012 THROUGH JULY 31, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
	TIME WARNER CABLE 6.75% 07/01/2018				
07/02/12	INTEREST ON 2,000 UNITS TIME WARNER CABLE 6 75% 07/01/2018 PAYABLE 07/01/2012		67 50		
	UNITED STATES TREASURY N/B DTD 01/18/2011 1% 01/15/2014				
07/12/12	ACCURED INTEREST PAID 3,000 UNITS UNITED STATES TREASURY N/B DTD 01/18/2011 1% 01/15/2014		14 75-		
07/16/12	INTEREST ON 11,000 UNITS UNITED STATES TREASURY N/B DTD 01/18/2011 1% 01/15/2014 PAYABLE 07/15/2012		55 00		
	UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625% 07/15/2021				
07/16/12	INTEREST ON 6,122 58 UNITS UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625% 07/15/2021 PAYABLE 07/15/2012		19 20		
	REGIONS TRUST CASH SWEEP				
07/02/12	INTEREST ON REGIONS TRUST CASH SWEEP PAYABLE 07/01/2012		1 64		
TOTAL INTEREST-TAXABLE		0.00	577 28	0 00	0 00
CASH MANAGEMENT					
	REGIONS TRUST CASH SWEEP NET CASH MANAGEMENT	88,989 81	692 81-	88,297 00-	
TOTAL CASH MANAGEMENT		88,989.81	692 81-	88,297 00-	0 00
SALES					
	ACCO BRANDS CORP				
07/11/12	SOLD 44 SHS ACCO BRANDS CORP ON 07/06/2012 AT 10 2901 THRU ASSENT LLC COMMISSIONS PAID 2 64 EXPENSES PAID 0 02	450 10		480 72-	30 62-
	CATERPILLAR INC				
07/11/12	SOLD 17 SHS CATERPILLAR INC ON 07/06/2012 AT 84 30 THRU ASSENT LLC COMMISSIONS PAID 1 02 EXPENSES PAID 0 04	1,432 04		1,935 96-	503 92-
	CONOCOPHILLIPS				
07/11/12	SOLD 55 SHS CONOCOPHILLIPS ON 07/06/2012 AT 54 6801 THRU ASSENT LLC COMMISSIONS PAID 3 30 EXPENSES PAID 0 07	3,004 04		3,243 42-	239 38-

ACCOUNT STATEMENT

PAGE 18

ACCOUNT NUMBER 1055003457

STATEMENT PERIOD JULY 01, 2012 THROUGH JULY 31, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
	FEDERAL HOME LOAN MTG CORP POOL #G04913 DTD 11/01/2008 5% 03/01/2038				
07/16/12	PAYMENT ON 3,384 85 UNITS FEDERAL HOME LOAN MTG CORP POOL #G04913 DTD 11/01/2008 5% 03/01/2038 ORIGINAL FACE VALUE 10,000 00 FHLMC PC GOLD COMB 30	138 77		149 74-	10 97-
	FEDERAL HOME LOAN MTG CORP POOL #G08344 DTD 05/01/2009 4.5% 05/01/2039				
07/16/12	PAYMENT ON 1,564 06 UNITS FEDERAL HOME LOAN MTG CORP POOL #G08344 DTD 05/01/2009 4.5% 05/01/2039 ORIGINAL FACE VALUE 3,000 00 FHLMC PC GOLD COMB 30	58 22		61 79-	3 57-
	FEDERAL HOME LOAN MTG CORP POOL #G08463 DTD 10/01/2011 4% 10/01/2041				
07/16/12	PAYMENT ON 1,641 95 UNITS FEDERAL HOME LOAN MTG CORP POOL #G08463 DTD 10/01/2011 4% 10/01/2041 ORIGINAL FACE VALUE 2,000 00 FHLMC PC GOLD COMB 30	87 78		92 97-	5 19-
	FEDERAL HOME LOAN MTG CORP POOL #G18305 DTD 04/01/2009 4% 04/01/2024				
07/16/12	PAYMENT ON 3,453 5 UNITS FEDERAL HOME LOAN MTG CORP POOL #G18305 DTD 04/01/2009 4% 04/01/2024 ORIGINAL FACE VALUE 9,000 00 FHLMC PC GOLD COMB 15	143 96		152 28-	8 32-
	FEDERAL HOME LOAN MORTGAGE CORP POOL #E02920 DTD 06/01/2011 3.5% 06/01/2026				
07/16/12	PAYMENT ON 3,619 81 UNITS FEDERAL HOME LOAN MORTGAGE CORP POOL #E02920 DTD 06/01/2011 3.5% 06/01/2026 ORIGINAL FACE VALUE 5,000 00 FHLMC PC GOLD CASH 15	159 46		167 76-	8 30-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #190391 DTD 08/01/2008 6% 09/01/2038				
07/12/12	SOLD 2,430 79 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #190391 DTD 08/01/2008 6% 09/01/2038 ON 07/09/2012 AT 109 625 THRU G X CLARKE AND COMPANY ORIGINAL FACE VALUE 10,000 00	2,664 76		2,686 02-	21 26-

ACCOUNT STATEMENT

PAGE 19

ACCOUNT NUMBER **1055003457**

STATEMENT PERIOD JULY 01, 2012 THROUGH JULY 31, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
07/25/12	PAYMENT ON 14,789 4 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #190391 DTD 08/01/2008 6% 09/01/2038 ORIGINAL FACE VALUE 58,000 00 FNMA PASS-THRU LNG 30 YEAR	690 79		763 32-	72 53-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #AJ5303 DTD 11/01/2011 4% 11/01/2041				
07/25/12	PAYMENT ON 1,831 42 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #AJ5303 DTD 11/01/2011 4% 11/01/2041 ORIGINAL FACE VALUE 2,000 00 FNMA PASS-THRU LNG 30 YEAR	43 79		46 01-	2 22-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #889958 DTD 10/01/2008 5% 10/01/2023				
07/25/12	PAYMENT ON 4,957 7 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #889958 DTD 10/01/2008 5% 10/01/2023 ORIGINAL FACE VALUE 21,000 00 FNMA PASS-THRU INT 15 YEAR	188 08		203 63-	15 55-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #931409 DTD 06/01/2009 4% 06/01/2024				
07/25/12	PAYMENT ON 3,561 41 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #931409 DTD 06/01/2009 4% 06/01/2024 ORIGINAL FACE VALUE 9,000 00 FNMA PASS-THRU INT 15 YEAR	152 90		162 38-	9 48-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #985615 DTD 06/01/2008 5.5% 04/01/2034				
07/25/12	PAYMENT ON 1,624 85 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #985615 DTD 06/01/2008 5 5% 04/01/2034 ORIGINAL FACE VALUE 9,000 00 FNMA PASS-THRU LNG 30 YEAR	83 84		92 03-	8 19-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #995627 DTD 03/01/2009 5% 02/01/2039				
07/25/12	PAYMENT ON 3,500 05 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #995627 DTD 03/01/2009 5% 02/01/2039 ORIGINAL FACE VALUE 9,000 00 FNMA PASS-THRU LNG 30 YEAR	128 91		140 47-	11 56-

ACCOUNT STATEMENT

PAGE 20

ACCOUNT NUMBER **1055003457**

STATEMENT PERIOD JULY 01, 2012 THROUGH JULY 31, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
	FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4.5% 06/01/2040				
07/25/12	PAYMENT ON 1,916 27 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4.5% 06/01/2040 ORIGINAL FACE VALUE 3,000 00 FNMA PASS-THRU LNG 30 YEAR	64 24		68 44-	4 20-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0207 DTD 07/01/2010 4.5% 11/01/2033				
07/25/12	PAYMENT ON 1,616 34 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0207 DTD 07/01/2010 4.5% 11/01/2033 ORIGINAL FACE VALUE 3,000 00 FNMA PASS-THRU LNG 30 YEAR	49 65		53 40-	3 75-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3895 DTD 10/01/2010 3.5% 11/01/2025				
07/25/12	PAYMENT ON 3,499 77 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3895 DTD 10/01/2010 3.5% 11/01/2025 ORIGINAL FACE VALUE 5,000 00 FNMA PASS-THRU INT 15 YEAR	82 35		86 47-	4 12-
	PHILLIPS 66 SOLD 27 SHS PHILLIPS 66 ON 07/06/2012 AT 33 2701 THRU ASSENT LLC COMMISSIONS PAID 1 62 EXPENSES PAID 0 03	896 64		946 17-	49 53-
	TOTAL SALES	10,520 32	0.00	11,532.98-	1,012.66-
	BUYS				
	AFLAC INC				
07/11/12	PURCHASED 50 SHS AFLAC INC ON 07/06/2012 AT 42 65 THRU CONVERGEX COMMISSIONS PAID 3 00	2,135 50-		2,135 50	
	AT&T INC				
07/11/12	PURCHASED 40 SHS AT&T INC ON 07/06/2012 AT 35 42 THRU CONVERGEX COMMISSIONS PAID 2 40	1,419 20-		1,419 20	
	ABBOTT LABS				
07/11/12	PURCHASED 20 SHS ABBOTT LABS ON 07/06/2012 AT 64 52 THRU CONVERGEX COMMISSIONS PAID 1 20	1,291 60-		1,291 60	

ACCOUNT STATEMENT

PAGE 26

ACCOUNT NUMBER 1055003457

STATEMENT PERIOD JULY 01, 2012 THROUGH JULY 31, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
MISCELLANEOUS					
	UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625%				
07/15/2011	07/15/2021				
07/09/12	TIPS DEFLATION ADJUSTMENT 1 98 UNITS UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 625% 07/15/2021 TRADE DATE 07/09/2012			1 98-	
07/16/12	TIPS DEFLATION ADJUSTMENT 9 UNITS UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 625% 07/15/2021 TRADE DATE 07/16/2012			0 90-	
07/30/12	TIPS DEFLATION ADJUSTMENT 3 48 UNITS UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 625% 07/15/2021 TRADE DATE 07/30/2012			3 48-	
TOTAL MISCELLANEOUS		0.00	0.00	6 36-	0.00
ENDING BALANCE		0.00	0.00	499,859.93	1,012.66-

FOR YOUR INFORMATION

PLEASE CONTACT YOUR REGIONS WEALTH ADVISOR, TRUST ADVISOR, RELATIONSHIP MANAGER OR PORTFOLIO
MANAGER, IN THE EVENT ANY OF THE FOLLOWING SITUATIONS APPLIES TO YOU
THERE HAS BEEN A CHANGE TO YOUR FINANCIAL SITUATION,
THERE HAS BEEN A CHANGE TO YOUR INVESTMENT OBJECTIVES,
YOU WISH TO IMPOSE REASONABLE RESTRICTIONS ON THE MANAGEMENT OF YOUR ACCOUNT, OR
YOU WISH TO REASONABLY MODIFY EXISTING RESTRICTIONS ON THE MANAGEMENT OF YOUR ACCOUNT

TRUST AND INVESTMENT SERVICES ARE PROVIDED THROUGH REGIONS PRIVATE WEALTH MANAGEMENT OR REGIONS
INSTITUTIONAL SERVICES, DIVISIONS OF REGIONS BANK INVESTMENTS IN SECURITIES AND INSURANCE PRODUCTS
HELD IN REGIONS TRUST ACCOUNTS ARE NOT FDIC INSURED, ARE NOT A DEPOSIT, ARE NOT BANK GUARANTEED,
ARE NOT INSURED BY ANY FEDERAL GOVERNMENT AGENCY, AND MAY GO DOWN IN VALUE

INVESTMENT ADVISORY SERVICES MAY BE OFFERED THROUGH REGIONS INVESTMENT MANAGEMENT, INC ("RIM"),
A REGISTERED INVESTMENT ADVISER. RIM IS WHOLLY OWNED BY RFC FINANCIAL HOLDING, LLC, WHICH IN TURN,
IS A WHOLLY OWNED SUBSIDIARY OF REGIONS FINANCIAL CORPORATION

**IMPORTANT INFORMATION FOR ALL REGIONS PRIVATE WEALTH MANAGEMENT AND REGIONS INSTITUTIONAL
SERVICES CUSTOMERS:**

08/01/2012 #36

ACCOUNT NUMBER **1055003457**

STATEMENT PERIOD AUGUST 01, 2012 THROUGH AUGUST 31, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
CASH MANAGEMENT					
	REGIONS TRUST CASH SWEEP NET CASH MANAGEMENT	1,998.62-	764.57-	2,763.19	
	TOTAL CASH MANAGEMENT	1,998.62-	764.57-	2,763.19	0.00
SALES					
	FEDERAL HOME LOAN MTG CORP POOL #G04774 DTD 10/01/2008 4.5% 01/01/2038				
08/15/12	PAYMENT ON 1,709.03 UNITS FEDERAL HOME LOAN MTG CORP POOL #G04774 DTD 10/01/2008 4.5% 01/01/2038 ORIGINAL FACE VALUE 5,000.00 FHLMC PC GOLD COMB 30	80.42		86.49-	6.07-
	FEDERAL HOME LOAN MTG CORP POOL #G04913 DTD 11/01/2008 5% 03/01/2038				
08/15/12	PAYMENT ON 3,246.08 UNITS FEDERAL HOME LOAN MTG CORP POOL #G04913 DTD 11/01/2008 5% 03/01/2038 ORIGINAL FACE VALUE 10,000.00 FHLMC PC GOLD COMB 30	136.50		147.29-	10.79-
	FEDERAL HOME LOAN MTG CORP POOL #G08344 DTD 05/01/2009 4.5% 05/01/2039				
08/15/12	PAYMENT ON 1,505.84 UNITS FEDERAL HOME LOAN MTG CORP POOL #G08344 DTD 05/01/2009 4.5% 05/01/2039 ORIGINAL FACE VALUE 3,000.00 FHLMC PC GOLD COMB 30	70.57		74.89-	4.32-
	FEDERAL HOME LOAN MTG CORP POOL #G08463 DTD 10/01/2011 4% 10/01/2041				
08/15/12	PAYMENT ON 1,554.17 UNITS FEDERAL HOME LOAN MTG CORP POOL #G08463 DTD 10/01/2011 4% 10/01/2041 ORIGINAL FACE VALUE 2,000.00 FHLMC PC GOLD COMB 30	82.49		87.36-	4.87-
	FEDERAL HOME LOAN MTG CORP POOL #G18305 DTD 04/01/2009 4% 04/01/2024				
08/15/12	PAYMENT ON 3,309.54 UNITS FEDERAL HOME LOAN MTG CORP POOL #G18305 DTD 04/01/2009 4% 04/01/2024 ORIGINAL FACE VALUE 9,000.00 FHLMC PC GOLD COMB 15	142.11		150.33-	8.22-

ACCOUNT STATEMENT

PAGE 18

ACCOUNT NUMBER **1055003457**

STATEMENT PERIOD AUGUST 01, 2012 THROUGH AUGUST 31, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
	FEDERAL HOME LOAN MORTGAGE CORP POOL #E02920 DTD 06/01/2011 3.5% 06/01/2026				
08/15/12	PAYMENT ON 3,460 35 UNITS FEDERAL HOME LOAN MORTGAGE CORP POOL #E02920 DTD 06/01/2011 3.5% 06/01/2026 ORIGINAL FACE VALUE 5,000.00 FHLMC PC GOLD CASH 15	160.10		168.43-	8.33-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #190391 DTD 08/01/2008 6% 09/01/2038				
08/27/12	PAYMENT ON 11,667 82 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #190391 DTD 08/01/2008 6% 09/01/2038 ORIGINAL FACE VALUE 48,000.00 FNMA PASS-THRU LNG 30 YEAR	526.64		581.94-	55.30-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #AJ5303 DTD 11/01/2011 4% 11/01/2041				
08/27/12	PAYMENT ON 1,787 63 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #AJ5303 DTD 11/01/2011 4% 11/01/2041 ORIGINAL FACE VALUE 2,000.00 FNMA PASS-THRU LNG 30 YEAR	65.82		69.15-	3.33-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #889958 DTD 10/01/2008 5% 10/01/2023				
08/27/12	PAYMENT ON 4,769 62 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #889958 DTD 10/01/2008 5% 10/01/2023 ORIGINAL FACE VALUE 21,000.00 FNMA PASS-THRU INT 15 YEAR	192.97		208.92-	15.95-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #931409 DTD 06/01/2009 4% 06/01/2024				
08/27/12	PAYMENT ON 3,408 51 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #931409 DTD 06/01/2009 4% 06/01/2024 ORIGINAL FACE VALUE 9,000.00 FNMA PASS-THRU INT 15 YEAR	150.17		159.49-	9.32-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #985615 DTD 06/01/2008 5.5% 04/01/2034				
08/27/12	PAYMENT ON 1,541 01 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #985615 DTD 06/01/2008 5.5% 04/01/2034 ORIGINAL FACE VALUE 9,000.00 FNMA PASS-THRU LNG 30 YEAR	85.04		93.34-	8.30-



ACCOUNT STATEMENT

PAGE 19

ACCOUNT NUMBER **1055003457**

STATEMENT PERIOD AUGUST 01, 2012 THROUGH AUGUST 31, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
	FEDERAL NATIONAL MORTGAGE ASSN POOL #995627 DTD 03/01/2009 5% 02/01/2039				
08/27/12	PAYMENT ON 3,371 14 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #995627 DTD 03/01/2009 5% 02/01/2039 ORIGINAL FACE VALUE 9,000.00 FNMA PASS-THRU LNG 30 YEAR	132.09		143.94-	11.85-
	FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4.5% 06/01/2040				
08/27/12	PAYMENT ON 1,852 03 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4.5% 06/01/2040 ORIGINAL FACE VALUE 3,000.00 FNMA PASS-THRU LNG 30 YEAR	61.81		65.85-	4.04-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0207 DTD 07/01/2010 4.5% 11/01/2033				
08/27/12	PAYMENT ON 1,566 69 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0207 DTD 07/01/2010 4.5% 11/01/2033 ORIGINAL FACE VALUE 3,000.00 FNMA PASS-THRU LNG 30 YEAR	47.96		51.59-	3.63-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3895 DTD 10/01/2010 3.5% 11/01/2025				
08/27/12	PAYMENT ON 3,417 42 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3895 DTD 10/01/2010 3.5% 11/01/2025 ORIGINAL FACE VALUE 5,000.00 FNMA PASS-THRU INT 15 YEAR	63.93		67.13-	3.20-
TOTAL SALES		1,998.62	0.00	2,156.14-	157.52-
EXPENSES					
08/13/12	FEE TO REGIONS BANK FOR THE PERIOD ENDING 07/31/2012 BASED ON MARKET VALUE _____ 459.86 DISCOUNT _____ 114.96		344.90-		
TOTAL EXPENSES		0.00	344.90-	0.00	0.00

ACCOUNT STATEMENT

PAGE 20

ACCOUNT NUMBER: 1055003457

STATEMENT PERIOD: AUGUST 01, 2012 THROUGH AUGUST 31, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
MISCELLANEOUS					
08/13/12	COCA COLA CO RECEIVED 2-FOR-1 STK SPLIT 75 SHS COCA COLA CO				
08/06/12	UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625% 07/15/2021 TIPS DEFLATION ADJUSTMENT 1.98 UNITS UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625% 07/15/2021 TRADE DATE 08/06/2012			1.98-	
08/15/12	TIPS DEFLATION ADJUSTMENT 2.28 UNITS UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625% 07/15/2021 TRADE DATE 08/15/2012			2.28-	
08/27/12	TIPS DEFLATION ADJUSTMENT 3.78 UNITS UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625% 07/15/2021 TRADE DATE 08/27/2012			3.78-	
08/31/12	TIPS DEFLATION ADJUSTMENT 9 UNITS UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625% 07/15/2021 TRADE DATE 08/31/2012			0.90-	
TOTAL MISCELLANEOUS		0.00	0.00	8.94-	0.00
ENDING BALANCE		0.00	0.00	500,458.04	157.52-

FOR YOUR INFORMATION

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MANAGER, IN THE EVENT ANY OF THE FOLLOWING SITUATIONS APPLIES TO YOU:
THERE HAS BEEN A CHANGE TO YOUR FINANCIAL SITUATION;
THERE HAS BEEN A CHANGE TO YOUR INVESTMENT OBJECTIVES;
YOU WISH TO IMPOSE REASONABLE RESTRICTIONS ON THE MANAGEMENT OF YOUR ACCOUNT; OR
YOU WISH TO REASONABLY MODIFY EXISTING RESTRICTIONS ON THE MANAGEMENT OF YOUR ACCOUNT.

TRUST AND INVESTMENT SERVICES ARE PROVIDED THROUGH REGIONS PRIVATE WEALTH MANAGEMENT OR REGIONS

09/01/2012 #36



ACCOUNT STATEMENT

PAGE 17

ACCOUNT NUMBER **1055003457**

STATEMENT PERIOD SEPTEMBER 01, 2012 THROUGH SEPTEMBER 30, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
	FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3895 DTD 10/01/2010 3.5% 11/01/2025				
09/25/12	INTEREST ON 3,353.49 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3895 DTD 10/01/2010 3.5% 11/01/2025 PAYABLE 09/25/2012 ORIGINAL FACE VALUE 5,000.00 FNMA PASS-THRU INT 15 YEAR		9.78		
	TELEFONICA EMISIONES SAU DTD 02/16/2011 5.462% 02/16/2021				
09/14/12	ACCURED INTEREST RECEIVED 2,000 UNITS TELEFONICA EMISIONES SAU DTD 02/16/2011 5.462% 02/16/2021		8.50		
	TOYOTA MOTOR CREDIT CORP SERIES MTN DTD 09/15/2011 3.4% 09/15/2021				
09/17/12	INTEREST ON 2,000 UNITS TOYOTA MOTOR CREDIT CORP SERIES MTN DTD 09/15/2011 3.4% 09/15/2021 PAYABLE 09/17/2012		34.00		
	UNITED STATES TREASURY N/B DTD 11/15/2010 2.625% 11/15/2020				
09/17/12	ACCURED INTEREST PAID 2,000 UNITS UNITED STATES TREASURY N/B DTD 11/15/2010 2.625% 11/15/2020		17.84-		
	REGIONS TRUST CASH SWEEP				
09/04/12	INTEREST ON REGIONS TRUST CASH SWEEP PAYABLE 09/01/2012		0.22		
TOTAL INTEREST-TAXABLE		0.00	514.73	0.00	0.00
CASH MANAGEMENT					
	REGIONS TRUST CASH SWEEP NET CASH MANAGEMENT	2,057.43-	1,105.95-	3,163.38	
TOTAL CASH MANAGEMENT		2,057.43-	1,105.95-	3,163.38	0.00
SALES					
	CITIGROUP INC FDIC GUARANTEED DTD 08/06/2009 2.25% 12/10/2012				
09/19/12	SOLD 3,000 UNITS CITIGROUP INC FDIC GUARANTEED DTD 08/06/2009 2.25% 12/10/2012 ON 09/14/2012 AT 100.469 THRU GOLDMAN SACHS and CO	3,014.07		3,040.41-	26.34-

ACCOUNT STATEMENT

PAGE 18

ACCOUNT NUMBER: 1055003457

STATEMENT PERIOD: SEPTEMBER 01, 2012 THROUGH SEPTEMBER 30, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
	FEDERAL HOME LOAN MTG CORP POOL #G04774 DTD 10/01/2008 4.5% 01/01/2038				
09/17/12	PAYMENT ON 1,628 61 UNITS FEDERAL HOME LOAN MTG CORP POOL #G04774 DTD 10/01/2008 4.5% 01/01/2038 ORIGINAL FACE VALUE 5,000.00 FHLMC PC GOLD COMB 30	87 86		94 49-	6 63-
	FEDERAL HOME LOAN MTG CORP POOL #G04913 DTD 11/01/2008 5% 03/01/2038				
09/17/12	PAYMENT ON 3,109 58 UNITS FEDERAL HOME LOAN MTG CORP POOL #G04913 DTD 11/01/2008 5% 03/01/2038 ORIGINAL FACE VALUE 10,000.00 FHLMC PC GOLD COMB 30	147 97		159.67-	11 70-
	FEDERAL HOME LOAN MTG CORP POOL #G08344 DTD 05/01/2009 4.5% 05/01/2039				
09/17/12	PAYMENT ON 1,435 27 UNITS FEDERAL HOME LOAN MTG CORP POOL #G08344 DTD 05/01/2009 4.5% 05/01/2039 ORIGINAL FACE VALUE 3,000.00 FHLMC PC GOLD COMB 30	72 15		76 57-	4 42-
	FEDERAL HOME LOAN MTG CORP POOL #G08463 DTD 10/01/2011 4% 10/01/2041				
09/17/12	PAYMENT ON 1,471 68 UNITS FEDERAL HOME LOAN MTG CORP POOL #G08463 DTD 10/01/2011 4% 10/01/2041 ORIGINAL FACE VALUE 2,000.00 FHLMC PC GOLD COMB 30	105 69		111 93-	6 24-
	FEDERAL HOME LOAN MTG CORP POOL #G18305 DTD 04/01/2009 4% 04/01/2024				
09/17/12	PAYMENT ON 3,167 43 UNITS FEDERAL HOME LOAN MTG CORP POOL #G18305 DTD 04/01/2009 4% 04/01/2024 ORIGINAL FACE VALUE 9,000.00 FHLMC PC GOLD COMB 15	165 03		174 57-	9 54-
	FEDERAL HOME LOAN MORTGAGE CORP POOL #E02920 DTD 06/01/2011 3.5% 06/01/2026				
09/17/12	PAYMENT ON 3,300 25 UNITS FEDERAL HOME LOAN MORTGAGE CORP POOL #E02920 DTD 06/01/2011 3.5% 06/01/2026 ORIGINAL FACE VALUE 5,000.00 FHLMC PC GOLD CASH 15	167 63		176 35-	8 72-

ACCOUNT NUMBER. 1055003457

STATEMENT PERIOD SEPTEMBER 01, 2012 THROUGH SEPTEMBER 30, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE :	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
	FEDERAL NATIONAL MORTGAGE ASSN POOL #190391 DTD 08/01/2008 6%				
	09/01/2038				
09/25/12	PAYMENT ON 11,141 18 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #190391 DTD 08/01/2008 6% 09/01/2038 ORIGINAL FACE VALUE 48,000 00 FNMA PASS-THRU LNG 30 YEAR	626 20		691 95-	65 75-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #AJ5303 DTD 11/01/2011 4%				
	11/01/2041				
09/25/12	PAYMENT ON 1,721 81 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #AJ5303 DTD 11/01/2011 4% 11/01/2041 ORIGINAL FACE VALUE 2,000 00 FNMA PASS-THRU LNG 30 YEAR	68 96		72 45-	3 49-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #889958 DTD 10/01/2008 5%				
	10/01/2023				
09/26/12	PAYMENT ON 4,576 65 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #889958 DTD 10/01/2008 5% 10/01/2023 ORIGINAL FACE VALUE 21,000 00 FNMA PASS-THRU INT 15 YEAR	174 50		188 92-	14 42-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #931409 DTD 06/01/2009 4%				
	06/01/2024				
09/25/12	PAYMENT ON 3,258 34 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #931409 DTD 06/01/2009 4% 06/01/2024 ORIGINAL FACE VALUE 9,000 00 FNMA PASS-THRU INT 15 YEAR	184 46		195 90-	11 44-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #985615 DTD 06/01/2008 5.5%				
	04/01/2034				
09/25/12	PAYMENT ON 1,455 97 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #985615 DTD 06/01/2008 5.5% 04/01/2034 ORIGINAL FACE VALUE 9,000 00 FNMA PASS-THRU LNG 30 YEAR	77 88		85 49-	7 61-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #995627 DTD 03/01/2009 5%				
	02/01/2039				
09/25/12	PAYMENT ON 3,239 05 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #995627 DTD 03/01/2009 5% 02/01/2039 ORIGINAL FACE VALUE 9,000 00 FNMA PASS-THRU LNG 30 YEAR	133 66		145 65-	11 99-

ACCOUNT STATEMENT

PAGE 20

ACCOUNT NUMBER: 1055003457

STATEMENT PERIOD SEPTEMBER 01, 2012 THROUGH SEPTEMBER 30, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
	FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4.5% 06/01/2040				
09/25/12	PAYMENT ON 1,790 22 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4.5% 06/01/2040 ORIGINAL FACE VALUE 3,000 00 FNMA PASS-THRU LNG 30 YEAR	76.33		81.32-	4.99-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0207 DTD 07/01/2010 4.5% 11/01/2033				
09/25/12	PAYMENT ON 1,518 73 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0207 DTD 07/01/2010 4.5% 11/01/2033 ORIGINAL FACE VALUE 3,000 00 FNMA PASS-THRU LNG 30 YEAR	65.97		70.96-	4.99-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3895 DTD 10/01/2010 3.5% 11/01/2025				
09/25/12	PAYMENT ON 3,353 49 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3895 DTD 10/01/2010 3.5% 11/01/2025 ORIGINAL FACE VALUE 5,000 00 FNMA PASS-THRU INT 15 YEAR	130.10		136.60-	6.50-
	TELEFONICA EMISIONES SAU DTD 02/16/2011 5.462% 02/16/2021				
09/14/12	SOLD 2,000 UNITS TELEFONICA EMISIONES SAU DTD 02/16/2011 5.462% 02/16/2021 ON 09/11/2012 AT 97.375 THRU BARCLAYS CAPITAL INC FIXED INCOME	1,947.50		1,911.81-	36.69
TOTAL SALES		7,245.96	0.00	7,415.04-	169.08-
BUYS					
	ROYAL BANK OF CANADA DTD 09/19/2012 1.2% 09/19/2017				
09/19/12	PURCHASED 3,000 UNITS ROYAL BANK OF CANADA DTD 09/19/2012 1.2% 09/19/2017 ON 09/17/2012 AT 99.99 THRU RBC DAIN RAUSCHER INC	2,999.70-		2,999.70	
	UNITED STATES TREASURY N/B DTD 11/15/2010 2.625% 11/15/2020				
09/17/12	PURCHASED 2,000 UNITS UNITED STATES TREASURY N/B DTD 11/15/2010 2.625% 11/15/2020 ON 09/12/2012 AT 109.4414 THRU GOLDMAN SACHS and CO	2,188.83-		2,188.83	
TOTAL BUYS		5,188.53-	0.00	5,188.53	0.00

09/29/2012 #36



ACCOUNT STATEMENT

PAGE 21

ACCOUNT NUMBER. 1055003457

STATEMENT PERIOD SEPTEMBER 01, 2012 THROUGH SEPTEMBER 30, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
EXPENSES					
09/12/12	FEE TO REGIONS BANK FOR THE PERIOD ENDING 08/31/2012 BASED ON MARKET VALUE _____ 461.81 DISCOUNT _____ 115.46		346.35-		
	TOTAL EXPENSES	0.00	346.35-	0.00	0.00
MISCELLANEOUS					
	TELEFONICA EMISIONES SAU DTD 02/16/2011 5.462% 02/16/2021				
09/14/12	ACCRETION ON 2,000 UNITS TELEFONICA EMISIONES SAU DTD 02/16/2011 5.462% 02/16/2021 EFFECTIVE 09/11/2012 TO ADJUST TAX LOT, ACCRETION = 4.55			4.55	
	UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625% 07/15/2021				
09/10/12	TIPS DEFLATION ADJUSTMENT 4.26 UNITS UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625% 07/15/2021 TRADE DATE 09/10/2012			4.26-	
09/17/12	TIPS DEFLATION ADJUSTMENT 1.32 UNITS UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625% 07/15/2021 TRADE DATE 09/17/2012			1.32-	
09/28/12	TIPS DEFLATION ADJUSTMENT 4.32 UNITS UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625% 07/15/2021 TRADE DATE 09/28/2012			4.32-	
	TOTAL MISCELLANEOUS	0.00	0.00	5.35-	0.00
	ENDING BALANCE	0.00	0.00	501,389.56	169.08-

FOR YOUR INFORMATION



ACCOUNT STATEMENT

PAGE 17

ACCOUNT NUMBER **1055003457**

STATEMENT PERIOD OCTOBER 01, 2012 THROUGH OCTOBER 31, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
CASH MANAGEMENT					
	REGIONS TRUST CASH SWEEP NET CASH MANAGEMENT	1,927.91-	1,205.43-	3,133.34	
	TOTAL CASH MANAGEMENT	1,927.91-	1,205.43-	3,133.34	0.00
SALES					
	FEDERAL HOME LOAN MTG CORP POOL #G04774 DTD 10/01/2008 4.5% 01/01/2038				
10/15/12	PAYMENT ON 1,540.75 UNITS FEDERAL HOME LOAN MTG CORP POOL #G04774 DTD 10/01/2008 4.5% 01/01/2038 ORIGINAL FACE VALUE 5,000.00 FHLMC PC GOLD COMB 30	65.75		70.71-	4.96-
	FEDERAL HOME LOAN MTG CORP POOL #G04913 DTD 11/01/2008 5% 03/01/2038				
10/15/12	PAYMENT ON 2,961.61 UNITS FEDERAL HOME LOAN MTG CORP POOL #G04913 DTD 11/01/2008 5% 03/01/2038 ORIGINAL FACE VALUE 10,000.00 FHLMC PC GOLD COMB 30	123.25		132.99-	9.74-
	FEDERAL HOME LOAN MTG CORP POOL #G08344 DTD 05/01/2009 4.5% 05/01/2039				
10/15/12	PAYMENT ON 1,363.12 UNITS FEDERAL HOME LOAN MTG CORP POOL #G08344 DTD 05/01/2009 4.5% 05/01/2039 ORIGINAL FACE VALUE 3,000.00 FHLMC PC GOLD COMB 30	63.76		67.66-	3.90-
	FEDERAL HOME LOAN MTG CORP POOL #G08463 DTD 10/01/2011 4% 10/01/2041				
10/15/12	PAYMENT ON 1,365.99 UNITS FEDERAL HOME LOAN MTG CORP POOL #G08463 DTD 10/01/2011 4% 10/01/2041 ORIGINAL FACE VALUE 2,000.00 FHLMC PC GOLD COMB 30	69.75		73.87-	4.12-
	FEDERAL HOME LOAN MTG CORP POOL #G18305 DTD 04/01/2009 4% 04/01/2024				
10/15/12	PAYMENT ON 3,002.4 UNITS FEDERAL HOME LOAN MTG CORP POOL #G18305 DTD 04/01/2009 4% 04/01/2024 ORIGINAL FACE VALUE 9,000.00 FHLMC PC GOLD COMB 15	149.58		158.23-	8.65-

ACCOUNT STATEMENT

PAGE 18

ACCOUNT NUMBER **1055003457**

STATEMENT PERIOD OCTOBER 01, 2012 THROUGH OCTOBER 31, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
	FEDERAL HOME LOAN MORTGAGE CORP POOL #E02920 DTD 06/01/2011 3.5% 06/01/2026				
10/15/12	PAYMENT ON 3,132 62 UNITS FEDERAL HOME LOAN MORTGAGE CORP POOL #E02920 DTD 06/01/2011 3.5% 06/01/2026 ORIGINAL FACE VALUE 5,000 00 FHLMC PC GOLD CASH 15	125 29		131 81-	6 52-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #190391 DTD 08/01/2008 6% 09/01/2038				
10/25/12	PAYMENT ON 10,514 98 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #190391 DTD 08/01/2008 6% 09/01/2038 ORIGINAL FACE VALUE 48,000 00 FNMA PASS-THRU LNG 30 YEAR	434 63		480 27-	45 64-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #AJ5303 DTD 11/01/2011 4% 11/01/2041				
10/25/12	PAYMENT ON 1,652 85 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #AJ5303 DTD 11/01/2011 4% 11/01/2041 ORIGINAL FACE VALUE 2,000 00 FNMA PASS-THRU LNG 30 YEAR	57 05		59 94-	2 89-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #889958 DTD 10/01/2008 5% 10/01/2023				
10/25/12	PAYMENT ON 4,402 15 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #889958 DTD 10/01/2008 5% 10/01/2023 ORIGINAL FACE VALUE 21,000 00 FNMA PASS-THRU INT 15 YEAR	165 41		179 08-	13 67-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #931409 DTD 06/01/2009 4% 06/01/2024				
10/25/12	PAYMENT ON 3,073 88 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #931409 DTD 06/01/2009 4% 06/01/2024 ORIGINAL FACE VALUE 9,000 00 FNMA PASS-THRU INT 15 YEAR	121 78		129 33-	7 55-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #985615 DTD 06/01/2008 5.5% 04/01/2034				
10/25/12	PAYMENT ON 1,378 09 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #985615 DTD 06/01/2008 5.5% 04/01/2034 ORIGINAL FACE VALUE 9,000 00 FNMA PASS-THRU LNG 30 YEAR	65 67		72 08-	6 41-

ACCOUNT NUMBER 1055003457

STATEMENT PERIOD OCTOBER 01, 2012 THROUGH OCTOBER 31, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
	FEDERAL NATIONAL MORTGAGE ASSN POOL #995627 DTD 03/01/2009 5% 02/01/2039				
10/25/12	PAYMENT ON 3,105 39 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #995627 DTD 03/01/2009 5% 02/01/2039 ORIGINAL FACE VALUE 9,000 00 FNMA PASS-THRU LNG 30 YEAR	111 01		120 97-	9 96-
	FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4.5% 06/01/2040				
10/25/12	PAYMENT ON 1,713 89 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4.5% 06/01/2040 ORIGINAL FACE VALUE 3,000 00 FNMA PASS-THRU LNG 30 YEAR	68 64		73 12-	4 48-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0207 DTD 07/01/2010 4.5% 11/01/2033				
10/25/12	PAYMENT ON 1,452 76 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0207 DTD 07/01/2010 4.5% 11/01/2033 ORIGINAL FACE VALUE 3,000 00 FNMA PASS-THRU LNG 30 YEAR	67 26		72 35-	5 09-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3895 DTD 10/01/2010 3.5% 11/01/2025				
10/25/12	PAYMENT ON 3,223 39 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3895 DTD 10/01/2010 3.5% 11/01/2025 ORIGINAL FACE VALUE 5,000 00 FNMA PASS-THRU INT 15 YEAR	74 80		78 54-	3 74-
	UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625% 07/15/2021				
10/10/12	SOLD 1,018 15 UNITS UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625% 07/15/2021 ON 10/04/2012 AT 115 3281 THRU MORGAN STANLEY ORIGINAL FACE VALUE 1,000 00	1,174 21		1,099 98-	74 23
	TOTAL SALES	2,937.84	0.00	3,000.93-	63.09-

ACCOUNT STATEMENT

PAGE 20

ACCOUNT NUMBER. 1055003457

STATEMENT PERIOD OCTOBER 01, 2012 THROUGH OCTOBER 31, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
BUYS					
UNITED STATES TREASURY N/B DTD 01/18/2011 1% 01/15/2014					
10/10/12	PURCHASED 1,000 UNITS UNITED STATES TREASURY N/B DTD 01/18/2011 1% 01/15/2014 ON 10/04/2012 AT 100 9922 THRU MORGAN STANLEY	1,009 93-		1,009 93	
TOTAL BUYS		1,009.93-	0.00	1,009.93	0.00
EXPENSES					
10/15/12	FEE TO REGIONS BANK FOR THE PERIOD ENDING 09/30/2012 BASED ON MARKET VALUE _____ 449 90 DISCOUNT _____ 112.48		337 42-		
TOTAL EXPENSES		0.00	337.42-	0.00	0.00
MISCELLANEOUS					
UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625%					
07/15/2021					
10/09/12	TIPS INFLATION ADJUSTMENT 9 54 UNITS UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625% 07/15/2021			9 54	
10/15/12	TIPS INFLATION ADJUSTMENT 4 55 UNITS UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625% 07/15/2021			4 55	
10/19/12	TIPS INFLATION ADJUSTMENT 6 4 UNITS UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625% 07/15/2021			6 40	
10/31/12	TIPS INFLATION ADJUSTMENT 8 2 UNITS UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625% 07/15/2021			8 20	
TOTAL MISCELLANEOUS		0.00	0.00	28.69	0.00
ENDING BALANCE		0.00	0.00	502,560.59	63.09-

FOR YOUR INFORMATION

ACCOUNT STATEMENT

PAGE 16

ACCOUNT NUMBER: 1055003457

STATEMENT PERIOD NOVEMBER 01, 2012 THROUGH NOVEMBER 30, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
11/20/12	MORGAN STANLEY DTD 11/20/2009 4.2% 11/20/2014 INTEREST ON 4,000 UNITS MORGAN STANLEY DTD 11/20/2009 4 2% 11/20/2014 PAYABLE 11/20/2012		84.00		
11/15/12	PRUDENTIAL FINANCIAL DTD 11/18/2010 4.5% 11/15/2020 INTEREST ON 2,000 UNITS PRUDENTIAL FINANCIAL DTD 11/18/2010 4 5% 11/15/2020 PAYABLE 11/15/2012		45.00		
11/01/12	TARGET CORP CALLABLE 5.375% 05/01/2017 INTEREST ON 2,000 UNITS TARGET CORP CALLABLE 5 375% 05/01/2017 PAYABLE 11/01/2012		53.75		
11/13/12	TEVA PHARMA FIN IV LLC DTD 11/10/2011 1.7% 11/10/2014 INTEREST ON 2,000 UNITS TEVA PHARMA FIN IV LLC DTD 11/10/2011 1 7% 11/10/2014 PAYABLE 11/10/2012		17.00		
11/15/12	UNITED STATES TREASURY N/B DTD 11/15/2010 2.625% 11/15/2020 INTEREST ON 6,000 UNITS UNITED STATES TREASURY N/B DTD 11/15/2010 2 625% 11/15/2020 PAYABLE 11/15/2012		78.75		
11/01/12	REGIONS TRUST CASH SWEEP INTEREST ON REGIONS TRUST CASH SWEEP PAYABLE 11/01/2012		0.33		
TOTAL INTEREST-TAXABLE		0.00	693.42	0.00	0.00
CASH MANAGEMENT					
	REGIONS TRUST CASH SWEEP NET CASH MANAGEMENT	1,841.76-	745.23-	2,586.99	
TOTAL CASH MANAGEMENT		1,841.76-	745.23-	2,586.99	0.00
SALES					
11/15/12	FEDERAL HOME LOAN MTG CORP POOL #G04774 DTD 10/01/2008 4.5% 01/01/2038 PAYMENT ON 1,475 UNITS FEDERAL HOME LOAN MTG CORP POOL #G04774 DTD 10/01/2008 4 5% 01/01/2038 ORIGINAL FACE VALUE 5,000.00 FHLMC PC GOLD COMB 30	80.25		86.31-	6.06-

ACCOUNT NUMBER: 1055003457

STATEMENT PERIOD NOVEMBER 01, 2012 THROUGH NOVEMBER 30, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
	FEDERAL HOME LOAN MTG CORP POOL #G04913 DTD 11/01/2008 5% 03/01/2038				
11/15/12	PAYMENT ON 2,838 36 UNITS FEDERAL HOME LOAN MTG CORP POOL #G04913 DTD 11/01/2008 5% 03/01/2038 ORIGINAL FACE VALUE 10,000 00 FHLMC PC GOLD COMB 30	140 48		151 59-	11 11-
	FEDERAL HOME LOAN MTG CORP POOL #G08344 DTD 05/01/2009 4.5% 05/01/2039				
11/15/12	PAYMENT ON 1,299 36 UNITS FEDERAL HOME LOAN MTG CORP POOL #G08344 DTD 05/01/2009 4.5% 05/01/2039 ORIGINAL FACE VALUE 3,000 00 FHLMC PC GOLD COMB 30	65 50		69 51-	4 01-
	FEDERAL HOME LOAN MTG CORP POOL #G08463 DTD 10/01/2011 4% 10/01/2041				
11/15/12	PAYMENT ON 1,296 24 UNITS FEDERAL HOME LOAN MTG CORP POOL #G08463 DTD 10/01/2011 4% 10/01/2041 ORIGINAL FACE VALUE 2,000 00 FHLMC PC GOLD COMB 30	55 43		58 70-	3 27-
	FEDERAL HOME LOAN MTG CORP POOL #G18305 DTD 04/01/2009 4% 04/01/2024				
11/15/12	PAYMENT ON 2,852 82 UNITS FEDERAL HOME LOAN MTG CORP POOL #G18305 DTD 04/01/2009 4% 04/01/2024 ORIGINAL FACE VALUE 9,000 00 FHLMC PC GOLD COMB 15	159 33		168 54-	9 21-
	FEDERAL HOME LOAN MORTGAGE CORP POOL #E02920 DTD 06/01/2011 3.5% 06/01/2026				
11/15/12	PAYMENT ON 3,007 33 UNITS FEDERAL HOME LOAN MORTGAGE CORP POOL #E02920 DTD 06/01/2011 3.5% 06/01/2026 ORIGINAL FACE VALUE 5,000 00 FHLMC PC GOLD CASH 15	156 93		165 09-	8 16-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #190391 DTD 08/01/2008 6% 09/01/2038				
11/26/12	PAYMENT ON 10,080 35 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #190391 DTD 08/01/2008 6% 09/01/2038 ORIGINAL FACE VALUE 48,000 00 FNMA PASS-THRU LNG 30 YEAR	510 37		563 96-	53 59-

ACCOUNT STATEMENT

PAGE 18

ACCOUNT NUMBER **1055003457**

STATEMENT PERIOD NOVEMBER 01, 2012 THROUGH NOVEMBER 30, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
	FEDERAL NATIONAL MORTGAGE ASSN POOL #AJ5303 DTD 11/01/2011 4% 11/01/2041				
11/26/12	PAYMENT ON 1,595 8 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #AJ5303 DTD 11/01/2011 4% 11/01/2041 ORIGINAL FACE VALUE 2,000.00 FNMA PASS-THRU LNG 30 YEAR	57.93		60.86-	2.93-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #889958 DTD 10/01/2008 5% 10/01/2023				
11/26/12	PAYMENT ON 4,236 74 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #889958 DTD 10/01/2008 5% 10/01/2023 ORIGINAL FACE VALUE 21,000.00 FNMA PASS-THRU INT 15 YEAR	190.65		206.41-	15.76-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #931409 DTD 06/01/2009 4% 06/01/2024				
11/26/12	PAYMENT ON 2,952 1 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #931409 DTD 06/01/2009 4% 06/01/2024 ORIGINAL FACE VALUE 9,000.00 FNMA PASS-THRU INT 15 YEAR	114.38		121.48-	7.10-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #985615 DTD 06/01/2008 5.5% 04/01/2034				
11/26/12	PAYMENT ON 1,312 42 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #985615 DTD 06/01/2008 5.5% 04/01/2034 ORIGINAL FACE VALUE 9,000.00 FNMA PASS-THRU LNG 30 YEAR	78.32		85.97-	7.65-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #995627 DTD 03/01/2009 5% 02/01/2039				
11/26/12	PAYMENT ON 2,994 38 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #995627 DTD 03/01/2009 5% 02/01/2039 ORIGINAL FACE VALUE 9,000.00 FNMA PASS-THRU LNG 30 YEAR	118.71		129.36-	10.65-
	FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4.5% 06/01/2040				
11/26/12	PAYMENT ON 1,645 25 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4.5% 06/01/2040 ORIGINAL FACE VALUE 3,000.00 FNMA PASS-THRU LNG 30 YEAR	69.79		74.35-	4.56-

ACCOUNT NUMBER: 1055003457

STATEMENT PERIOD: NOVEMBER 01, 2012 THROUGH NOVEMBER 30, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE :	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
	FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0207 DTD 07/01/2010 4.5% 11/01/2033				
11/26/12	PAYMENT ON 1,385 5 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0207 DTD 07/01/2010 4 5% 11/01/2033 ORIGINAL FACE VALUE 3,000 00 FNMA PASS-THRU LNG 30 YEAR	60 10		64 65-	4 55-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3895 DTD 10/01/2010 3.5% 11/01/2025				
11/26/12	PAYMENT ON 3,148 59 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3895 DTD 10/01/2010 3 5% 11/01/2025 ORIGINAL FACE VALUE 5,000 00 FNMA PASS-THRU INT 15 YEAR	171 60		180 18-	8 58-
	PRAXAIR INC				
11/21/12	SOLD 55 SHS PRAXAIR INC ON 11/16/2012 AT 104 3826 THRU CONVERGEX COMMISSIONS PAID 2 20 EXPENSES PAID 0 13	5,738 71		6,033 91-	295 20-
TOTAL SALES		7,768 48	0.00	8,220.87-	452.39-
BUYS					
	WELLS FARGO & CO				
11/21/12	PURCHASED 185 SHS WELLS FARGO & CO ON 11/16/2012 AT 31 9963 THRU CONVERGEX COMMISSIONS PAID 7 40	5,926 72-		5,926 72	
TOTAL BUYS		5,926.72-	0.00	5,926.72	0.00
EXPENSES					
11/13/12	FEE TO REGIONS BANK FOR THE PERIOD ENDING 10/31/2012 BASED ON MARKET VALUE _____ 463 30 DISCOUNT _____ 115 82		347 48-		
TOTAL EXPENSES		0.00	347 48-	0.00	0.00
MISCELLANEOUS					
	UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625% 07/15/2021				
11/08/12	TIPS INFLATION ADJUSTMENT 10 05 UNITS UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 625% 07/15/2021			10 05	

ACCOUNT STATEMENT

PAGE 20

ACCOUNT NUMBER 1055003457

STATEMENT PERIOD NOVEMBER 01, 2012 THROUGH NOVEMBER 30, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
11/14/12	TIPS INFLATION ADJUSTMENT 1 5 UNITS UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 625% 07/15/2021			1 50	
11/30/12	TIPS INFLATION ADJUSTMENT 11 4 UNITS UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 625% 07/15/2021			11 40	
	TOTAL MISCELLANEOUS	0.00	0.00	22.95	0.00
	ENDING BALANCE	0.00	0.00	502,876.38	452.39-

REPORT OF TRADES PENDING SETTLEMENT AFTER MONTH END

SETTLEMENT DATE	SHARES/ PAR	DESCRIPTION	COST	TRANSACTION AMOUNT
PURCHASES				
12/05/2012	1,000 000	CHEVRON CORP CALLABLE DTD 12/05/2012 1.104% 12/05/2017-2017 PURCHASED 1,000 UNITS CHEVRON CORP CALLABLE DTD 12/05/2012 1.104% 12/05/2017-2017 ON 11/28/2012 AT 100 00 THRU MORGAN STANLEY	1,000 00	(1,000 00)
12/05/2012	1,000 000	CHEVRON CORP CALLABLE DTD 12/05/2012 1.104% 12/05/2017-2017 PURCHASED 1,000 UNITS CHEVRON CORP CALLABLE DTD 12/05/2012 1.104% 12/05/2017-2017 ON 11/29/2012 AT 100 637 THRU MORGAN STANLEY DW INC	1,006 37	(1,006 37)
12/04/2012	1,000 000	UNITED STATES TREASURY N/B DTD 01/18/2011 1% 01/15/2014 PURCHASED 1,000 UNITS UNITED STATES TREASURY N/B DTD 01/18/2011 1% 01/15/2014 ON 11/29/2012 AT 100 875 THRU MORGAN STANLEY	1,008 75	(1,012 61)
		TOTAL PURCHASES	3,015.12	(3,018.98)
SALES				
12/04/2012	3,000 000	CITIGROUP INC FDIC GUARANTEED DTD 08/06/2009 2.25% 12/10/2012 SOLD 3,000 UNITS CITIGROUP INC FDIC GUARANTEED DTD 08/06/2009 2.25% 12/10/2012 ON 11/29/2012 AT 100 0342 THRU G X CLARKE AND COMPANY	(3,040 41)	3,033 66



ACCOUNT STATEMENT

PAGE 19

ACCOUNT NUMBER **1055003457**

STATEMENT PERIOD DECEMBER 01, 2012 THROUGH DECEMBER 31, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
12/03/12	REGIONS TRUST CASH SWEEP INTEREST ON REGIONS TRUST CASH SWEEP PAYABLE 12/01/2012		0 36		
	TOTAL INTEREST-TAXABLE	0.00	532.25	0.00	0.00
	CASH MANAGEMENT				
	REGIONS TRUST CASH SWEEP NET CASH MANAGEMENT	15,103 78	1,748 87-	13,354 91-	
	TOTAL CASH MANAGEMENT	15,103.78	1,748.87-	13,354.91-	0.00
	SALES				
12/04/12	CITIGROUP INC FDIC GUARANTEED DTD 08/06/2009 2.25% 12/10/2012 SOLD 3,000 UNITS CITIGROUP INC FDIC GUARANTEED DTD 08/06/2009 2.25% 12/10/2012 ON 11/29/2012 AT 100 0342 THRU G X CLARKE AND COMPANY	3,001 03		3,040 41-	39 38-
12/17/12	FEDERAL HOME LOAN MTG CORP POOL #G04774 DTD 10/01/2008 4.5% 01/01/2038 PAYMENT ON 1,394 75 UNITS FEDERAL HOME LOAN MTG CORP POOL #G04774 DTD 10/01/2008 4.5% 01/01/2038 ORIGINAL FACE VALUE 5,000 00 FHLMC PC GOLD COMB 30	66 07		71 06-	4 99-
12/17/12	FEDERAL HOME LOAN MTG CORP POOL #G04913 DTD 11/01/2008 5% 03/01/2038 PAYMENT ON 2,697 88 UNITS FEDERAL HOME LOAN MTG CORP POOL #G04913 DTD 11/01/2008 5% 03/01/2038 ORIGINAL FACE VALUE 10,000 00 FHLMC PC GOLD COMB 30	125 09		134 98-	9 89-
12/17/12	FEDERAL HOME LOAN MTG CORP POOL #G08344 DTD 05/01/2009 4.5% 05/01/2039 PAYMENT ON 1,233 86 UNITS FEDERAL HOME LOAN MTG CORP POOL #G08344 DTD 05/01/2009 4.5% 05/01/2039 ORIGINAL FACE VALUE 3,000 00 FHLMC PC GOLD COMB 30	64 90		68 87-	3 97-

ACCOUNT STATEMENT

PAGE 20

ACCOUNT NUMBER: **1055003457**

STATEMENT PERIOD DECEMBER 01, 2012 THROUGH DECEMBER 31, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
	FEDERAL HOME LOAN MTG CORP POOL #G08463 DTD 10/01/2011 4% 10/01/2041				
12/17/12	PAYMENT ON 1,240 81 UNITS FEDERAL HOME LOAN MTG CORP POOL #G08463 DTD 10/01/2011 4% 10/01/2041 ORIGINAL FACE VALUE 2,000 00 FHLMC PC GOLD COMB 30	64 57		68 38-	3 81-
	FEDERAL HOME LOAN MTG CORP POOL #G18305 DTD 04/01/2009 4% 04/01/2024				
12/17/12	PAYMENT ON 2,693 49 UNITS FEDERAL HOME LOAN MTG CORP POOL #G18305 DTD 04/01/2009 4% 04/01/2024 ORIGINAL FACE VALUE 9,000 00 FHLMC PC GOLD COMB 15	134 91		142 71-	7 80-
	FEDERAL HOME LOAN MORTGAGE CORP POOL #E02920 DTD 06/01/2011 3.5% 06/01/2026				
12/17/12	PAYMENT ON 2,850 4 UNITS FEDERAL HOME LOAN MORTGAGE CORP POOL #E02920 DTD 06/01/2011 3.5% 06/01/2026 ORIGINAL FACE VALUE 5,000 00 FHLMC PC GOLD CASH 15	137 36		144 51-	7 15-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #190391 DTD 08/01/2008 6% 09/01/2038				
12/26/12	PAYMENT ON 9,569 98 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #190391 DTD 08/01/2008 6% 09/01/2038 ORIGINAL FACE VALUE 48,000 00 FNMA PASS-THRU LNG 30 YEAR	478 99		529 28-	50 29-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #AJ5303 DTD 11/01/2011 4% 11/01/2041				
12/26/12	PAYMENT ON 1,537 87 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #AJ5303 DTD 11/01/2011 4% 11/01/2041 ORIGINAL FACE VALUE 2,000 00 FNMA PASS-THRU LNG 30 YEAR	59 18		62 18-	3 00-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #889958 DTD 10/01/2008 5% 10/01/2023				
12/26/12	PAYMENT ON 4,046 09 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #889958 DTD 10/01/2008 5% 10/01/2023 ORIGINAL FACE VALUE 21,000.00 FNMA PASS-THRU INT 15 YEAR	181 52		196 52-	15 00-



ACCOUNT STATEMENT

PAGE 21

ACCOUNT NUMBER: **1055003457**

STATEMENT PERIOD DECEMBER 01, 2012 THROUGH DECEMBER 31, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
	FEDERAL NATIONAL MORTGAGE ASSN POOL #931409 DTD 06/01/2009 4% 06/01/2024				
12/26/12	PAYMENT ON 2,837 72 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #931409 DTD 06/01/2009 4% 06/01/2024 ORIGINAL FACE VALUE 9,000 00 FNMA PASS-THRU INT 15 YEAR	120 26		127.72-	7 46-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #985615 DTD 06/01/2008 5.5% 04/01/2034				
12/26/12	PAYMENT ON 1,234 1 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #985615 DTD 06/01/2008 5.5% 04/01/2034 ORIGINAL FACE VALUE 9,000 00 FNMA PASS-THRU LNG 30 YEAR	66 66		73 17-	6 51-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #995627 DTD 03/01/2009 5% 02/01/2039				
12/26/12	PAYMENT ON 2,875 67 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #995627 DTD 03/01/2009 5% 02/01/2039 ORIGINAL FACE VALUE 9,000 00 FNMA PASS-THRU LNG 30 YEAR	118 39		129 01-	10 62-
	FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4.5% 06/01/2040				
12/26/12	PAYMENT ON 1,575 46 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4.5% 06/01/2040 ORIGINAL FACE VALUE 3,000 00 FNMA PASS-THRU LNG 30 YEAR	60 41		64 36-	3 95-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0207 DTD 07/01/2010 4.5% 11/01/2033				
12/26/12	PAYMENT ON 1,325 4 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0207 DTD 07/01/2010 4.5% 11/01/2033 ORIGINAL FACE VALUE 3,000 00 FNMA PASS-THRU LNG 30 YEAR	56 36		60 61-	4 26-
	FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3895 DTD 10/01/2010 3.5% 11/01/2025				
12/26/12	PAYMENT ON 2,976 99 UNITS FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3895 DTD 10/01/2010 3.5% 11/01/2025 ORIGINAL FACE VALUE 5,000 00 FNMA PASS-THRU INT 15 YEAR	93 32		97 99-	4 67-

ACCOUNT STATEMENT

PAGE 22

ACCOUNT NUMBER: **1055003457**

STATEMENT PERIOD DECEMBER 01, 2012 THROUGH DECEMBER 31, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
12/27/12	LEGGETT & PLATT INC SOLD 130 SHS LEGGETT & PLATT INC ON 12/21/2012 AT 27.19 THRU GOLDMAN SACHS EXECUTION/CLEARING COMMISSIONS PAID 7.80 EXPENSES PAID 0.08	3,526.82		2,943.34-	583.48
12/27/12	NORFOLK SOUTHERN CORP SOLD 85 SHS NORFOLK SOUTHERN CORP ON 12/21/2012 AT 62.25 THRU GOLDMAN SACHS EXECUTION/CLEARING COMMISSIONS PAID 5.10 EXPENSES PAID 0.12	5,286.03		5,827.51-	541.48-
12/26/12	SCHLUMBERGER LTD SOLD 90 SHS SCHLUMBERGER LTD ON 12/20/2012 AT 71.11 THRU INSTINET CORPORATION COMMISSIONS PAID 5.40 EXPENSES PAID 0.15	6,394.35		6,410.64-	16.29-
12/12/12	UNITED STATES TREASURY N/B DTD 08/16/2010 .75% 08/15/2013 SOLD 8,000 UNITS UNITED STATES TREASURY N/B DTD 08/16/2010 .75% 08/15/2013 ON 12/11/2012 AT 100 3984 THRU G X CLARKE AND COMPANY	8,031.87		8,049.69-	17.82-
12/13/12	SOLD 2,000 UNITS UNITED STATES TREASURY N/B DTD 08/16/2010 .75% 08/15/2013 ON 12/10/2012 AT 100 3906 THRU G X CLARKE AND COMPANY	2,007.81		2,012.42-	4.61-
12/12/12	UNITED STATES TREASURY N/B DTD 01/18/2011 1% 01/15/2014 SOLD 13,000 UNITS UNITED STATES TREASURY N/B DTD 01/18/2011 1% 01/15/2014 ON 12/11/2012 AT 100 8633 THRU FTN FINANCIAL SECURITIES	13,112.23		13,147.09-	34.86-
TOTAL SALES		43,188.12	0.00	43,402.45-	214.33-
BUYS					
12/26/12	AT&T INC PURCHASED 15 SHS AT&T INC ON 12/20/2012 AT 34.16 THRU INSTINET CORPORATION COMMISSIONS PAID 0.90	513.30-		513.30	
12/26/12	APPLE INC PURCHASED 15 SHS APPLE INC ON 12/20/2012 AT 521.75 THRU CONVERGEX COMMISSIONS PAID 0.90	7,827.15-		7,827.15	

ACCOUNT STATEMENT

PAGE 24

ACCOUNT NUMBER **1055003457**

STATEMENT PERIOD DECEMBER 01, 2012 THROUGH DECEMBER 31, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
12/26/12	PHILIP MORRIS INTERNATIONAL INC PURCHASED 10 SHS PHILIP MORRIS INTERNATIONAL INC ON 12/20/2012 AT 85.45 THRU CONVERGEX COMMISSIONS PAID 0.60	855.10-		855.10	
12/26/12	SPECTRA ENERGY CORP PURCHASED 25 SHS SPECTRA ENERGY CORP ON 12/20/2012 AT 27.79 THRU INSTINET CORPORATION COMMISSIONS PAID 1.50	696.25-		696.25	
12/12/12	UNITED STATES TREASURY DTD 11/30/2010 1.375% 11/30/2015 PURCHASED 21,000 UNITS UNITED STATES TREASURY DTD 11/30/2010 1.375% 11/30/2015 ON 12/11/2012 AT 103.0841 THRU CANTOR CLEARING SERV	21,647.66-		21,647.66	
12/04/12	UNITED STATES TREASURY N/B DTD 01/18/2011 1% 01/15/2014 PURCHASED 1,000 UNITS UNITED STATES TREASURY N/B DTD 01/18/2011 1% 01/15/2014 ON 11/29/2012 AT 100.875 THRU MORGAN STANLEY	1,008.75-		1,008.75	
12/26/12	VERIZON COMMUNICATIONS PURCHASED 15 SHS VERIZON COMMUNICATIONS ON 12/20/2012 AT 43.81 THRU INSTINET CORPORATION COMMISSIONS PAID 0.90	658.05-		658.05	
TOTAL BUYS		58,291.90-	0.00	58,291.90	0.00
EXPENSES					
12/12/12	FEE TO REGIONS BANK FOR THE PERIOD ENDING 11/30/2012 BASED ON MARKET VALUE <u>450.66</u> DISCOUNT <u>112.66</u>		338.00-		
TOTAL EXPENSES		0.00	338.00-	0.00	0.00
MISCELLANEOUS					
12/07/12	UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625% 07/15/2021 TIPS INFLATION ADJUSTMENT 05 UNITS UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625% 07/15/2021			0.05	



ACCOUNT STATEMENT

PAGE 25

ACCOUNT NUMBER **1055003457**

STATEMENT PERIOD DECEMBER 01, 2012 THROUGH DECEMBER 31, 2012

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
12/14/12	TIPS DEFLATION ADJUSTMENT 1 UNITS UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 625% 07/15/2021 TRADE DATE 12/14/2012			0 10-	
12/19/12	TIPS DEFLATION ADJUSTMENT 4 UNITS UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 625% 07/15/2021 TRADE DATE 12/19/2012			0 40-	
12/31/12	TIPS DEFLATION ADJUSTMENT 7 UNITS UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 625% 07/15/2021 TRADE DATE 12/31/2012			0 70-	
TOTAL MISCELLANEOUS		0.00	0.00	1.15-	0.00
ENDING BALANCE		0.00	0.00	504,409.77	214.33-

FOR YOUR INFORMATION

WE ENCOURAGE YOU TO CONTACT YOUR ADMINISTRATOR IF YOUR FINANCIAL OBJECTIVES CHANGE OR IF YOU WANT TO DISCUSS THE INVESTMENT OBJECTIVES OF YOUR ACCOUNT

TRUST SERVICES ARE PROVIDED THROUGH REGIONS TRUST, A TRADE NAME FOR THE TRUST DIVISION OF REGIONS BANK. INVESTMENTS IN SECURITIES AND INSURANCE PRODUCTS HELD IN REGIONS TRUST ACCOUNTS: ARE NOT FDIC INSURED, ARE NOT A DEPOSIT, ARE NOT BANK GUARANTEED, ARE NOT INSURED BY ANY FEDERAL GOVERNMENT AGENCY, AND MAY GO DOWN IN VALUE

IMPORTANT INFORMATION FOR ALL REGIONS TRUST CUSTOMERS:

- REGIONS TRUST MAY INVEST IN INVESTMENT PRODUCTS NOT AFFILIATED WITH REGIONS BANK OR ITS AFFILIATES. REGIONS TRUST MAY RECEIVE 12B-1 FEES AND/OR ANNUAL REVENUE SHARING FEES FROM THE USE OF THESE INVESTMENT PRODUCTS IN ITS CUSTOMERS' ACCOUNTS. THE 12B-1 FEES RECEIVED BY REGIONS TRUST VARY BY INVESTMENT PRODUCT AND IN NO CIRCUMSTANCES EXCEED 50% OF THE AVERAGE DAILY NET ASSETS INVESTMENT IN ANY PRODUCT, IN MOST CIRCUMSTANCES THE FEE IS 25% OR LESS. ANNUAL REVENUE SHARING FEES OF UP TO 15% OF THE MARKET VALUE OF THE ASSETS INVESTED IN CERTAIN MONEY MARKET MUTUAL FUNDS ARE PAID DIRECTLY TO REGIONS TRUST FROM THE INVESTMENT PROVIDER

- IN MAY 2009, A REGIONS AFFILIATE SOLD ITS MUTUAL FUND MANAGEMENT BUSINESS TO PIONEER INVESTMENT MANAGEMENT, INC. UNDER THE TERMS OF THE CONTRACT REGIONS' AFFILIATE COULD BE REQUIRED TO REPAY SOME PORTION OF THE PURCHASE PRICE IF REGIONS' NET REDEMPTIONS RATE EXCEEDS THE REDEMPTION RATE OTHERWISE EXPERIENCED BY PIONEER BY CERTAIN LEVELS. THE CONTRACT ALSO PROVIDES THAT REGIONS' AFFILIATE MAY RECEIVE 50% OF PIONEER'S MANAGEMENT FEES, IF ANY, ON CERTAIN ACQUIRED MONEY MARKET ASSETS

KINSIGHT, LLC
REALIZED GAINS AND LOSSES
The Thompson Foundation (Schwab)
Account # 8858-8520
From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
AQR Diversified Arbitrage Cl I							
03-29-12							
02-11-11	03-29-12	1,153 431	AQR Diversified Arbitrage Cl I	13,029.77	12,755.02		-274.75
		1,153.431		13,029.77	12,755.02		-274.75
AQR Managed Futures Strategy Fund							
03-29-12							
02-11-11	03-29-12	2,727 393	AQR Managed Futures Strategy Fund	27,945.61	25,857.96		-2,087.65
		2,727.393		27,945.61	25,857.96		-2,087.65
Absolute Strategies Fds Cl I							
03-29-12							
02-11-11	03-29-12	1,242 170	Absolute Strategies Fds Cl I	13,522.62	13,713.40		190.78
		1,242.170		13,522.62	13,713.40		190.78
Altegris Managed Futures Strategy I							
03-29-12							
02-11-11	03-29-12	1,035.238	Altegris Managed Futures Strategy I	10,873.33	9,758.00		-1,115.33
08-03-12							
02-11-11	08-03-12	1,231 827	Altegris Managed Futures Strategy I	12,938.14	12,244.00		-694.14
		2,267.065		23,811.47	22,002.00		-1,809.47
Caldwell & Orkin Mkt Opportunity							
03-29-12							
02-11-11	03-29-12	4,607 211	Caldwell & Orkin Mkt Opportunity	90,783.46	93,685.67		2,902.21
		4,607.211		90,783.46	93,685.67		2,902.21
Dodge & Cox International							
03-29-12							
08-22-08	03-29-12	263 602	Dodge & Cox International	10,127.35	8,605.69		-1,521.66
12-21-09	03-29-12	4 118	Dodge & Cox International	128.76	134.44		5.68
12-22-08	03-29-12	19 141	Dodge & Cox International	401.20	624.89		223.69
12-22-08	03-29-12	11.822	Dodge & Cox International	247.79	385.94		138.15
12-22-08	03-29-12	0 755	Dodge & Cox International	15.82	24.65		8.83
		299.438		10,920.92	9,775.61		-1,145.31
		299.438		10,920.92	9,775.61		-1,145.31
Dodge & Cox Stock Fund							
08-03-12							
03-29-12	08-03-12	180 345	Dodge & Cox Stock Fund	20,592.51	20,592.00	-0.51	
11-26-12							
03-29-12	11-26-12	86.146	Dodge & Cox Stock Fund	9,836.49	10,134.38	297.89	
08-29-11	11-26-12	62 398	Dodge & Cox Stock Fund	6,275.22	7,340.62		1,065.40
		148.544		16,111.71	17,475.00	297.89	1,065.40
		328.889		36,704.22	38,067.00	297.38	1,065.40
Eaton Vance Gbl Macro Abs Ret I							
03-29-12							
02-11-11	03-29-12	1,237.490	Eaton Vance Gbl Macro Abs Ret I	12,691.58	12,300.40		-391.18
		1,237.490		12,691.58	12,300.40		-391.18
FPA Crescent Fund Instl.							
08-03-12							
03-29-12	08-03-12	613 254	FPA Crescent Fund Instl	17,452.42	17,048.00	-404.42	

Note: Do not use the information on this report for tax purposes. Names, Names Opportunity Portfolio, Aspen Diversified, and Powershares Commodity. Taxable activity will appear on their Schedule K-1.

Report generated at 03:38 PM on 9/19/2013

KINSIGHT, LLC
REALIZED GAINS AND LOSSES
The Thompson Foundation (Schwab)
Account # 8858-8520
From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
11-26-12							
03-29-12	11-26-12	256.954	FPA Crescent Fund Instl.	7,312.58	7,330.68	18.10	
02-11-11	11-26-12	355.577	FPA Crescent Fund Instl	9,784.23	10,144.32		360.09
		612.531		17,096.81	17,475.00	18.10	360.09
		1,225.785		34,549.23	34,523.00	-386.32	360.09
Fairholme Fund							
08-03-12							
08-22-08	08-03-12	598.222	Fairholme Fund	18,446.10	16,797.00		-1,649.10
11-26-12							
08-22-08	11-26-12	581.975	Fairholme Fund	17,945.13	17,475.00		-470.13
		1,180.197		36,391.23	34,272.00		-2,119.23
Growth Fund American Inc. CL F2 Shs							
03-29-12							
12-21-09	03-29-12	35.964	Growth Fund American Inc. CL F2 Shs	976.38	1,177.81		201.43
12-23-03	03-29-12	156.748	Growth Fund American Inc. CL F2 Shs	3,805.85	5,133.40		1,327.55
12-12-03	03-29-12	2.671	Growth Fund American Inc. CL F2 Shs	63.59	87.48		23.89
05-23-02	03-29-12	473.192	Growth Fund American Inc. CL F2 Shs	10,617.44	15,496.74		4,879.30
12-22-08	03-29-12	52.761	Growth Fund American Inc. CL F2 Shs	1,045.75	1,727.89		682.14
11-19-02	03-29-12	1,623.387	Growth Fund American Inc. CL F2 Shs	31,000.00	53,164.90		22,164.90
12-13-02	03-29-12	7.417	Growth Fund American Inc. CL F2 Shs	139.38	242.89		103.51
		2,352.140		47,648.39	77,031.11		29,382.72
		2,352.140		47,648.39	77,031.11		29,382.72
Hussman Strategic Growth							
07-20-12							
02-11-11	07-20-12	5,844.394	Hussman Strategic Growth	69,681.61	66,842.93		-2,838.68
03-29-12	07-20-12	2,781.309	Hussman Strategic Growth	32,316.00	31,810.11	-505.89	
		8,625.703		101,997.61	98,653.04	-505.89	-2,838.68
		8,625.703		101,997.61	98,653.04	-505.89	-2,838.68
Ivy Global Natural Resources I							
08-03-12							
02-11-11	08-03-12	777.330	Ivy Global Natural Resources I	17,742.08	12,906.47		-4,835.61
03-29-12	08-03-12	3,123.346	Ivy Global Natural Resources I	56,214.00	51,858.76	-4,355.24	
		3,900.676		73,956.08	64,765.23	-4,355.24	-4,835.61
		3,900.676		73,956.08	64,765.23	-4,355.24	-4,835.61
Lazard Emerging Markets Equity Blend Instl							
11-26-12							
02-11-11	11-26-12	2,833.638	Lazard Emerging Markets Equity Blend Instl	33,498.91	30,975.00		-2,523.91
		2,833.638		33,498.91	30,975.00		-2,523.91
Lazard Emerging Markets Equity Instl							
08-03-12							
04-30-10	08-03-12	1,117.032	Lazard Emerging Markets Equity Instl	21,599.72	20,897.00		-702.72
		1,117.032		21,599.72	20,897.00		-702.72
Leuthold Asset Allocation Instl.							
08-06-12							
02-11-11	08-06-12	1,425.656	Leuthold Asset Allocation Instl	15,386.46	14,645.00		-741.46

Note: Do not use the information on this report for Names Air-Seasons, Names Opportunity Portfolio, Aspen Diversified, and Powershares Commodity. Taxable activity will appear on their Schedule K-1.

Report generated at 03:38 PM on 9/19/2013

KINSIGHT, LLC
REALIZED GAINS AND LOSSES
The Thompson Foundation (Schwab)
Account # 8858-8520
From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
11-26-12							
02-11-11	11-26-12	1,673.040	Leuthold Asset Allocation Instl.	18,056.36	17,475.00		-581.36
		3,098.696		33,442.82	32,120.00		-1,322.82
Marketfield Fund CI I							
11-26-12							
07-23-12	11-26-12	1,921.845	Marketfield Fund CI I	29,096.73	30,000.00	903.27	
		1,921.845		29,096.73	30,000.00	903.27	
MutualHedge Frontier Legends CL I							
08-03-12							
02-11-11	08-03-12	1,148.431	MutualHedge Frontier Legends CL I	11,805.43	11,689.00		-116.43
		1,148.431		11,805.43	11,689.00		-116.43
PIMCO All-Asset Instl.							
03-29-12							
02-11-11	03-29-12	1,104.111	PIMCO All-Asset Instl	13,367.43	13,356.83		-10.60
		1,104.111		13,367.43	13,356.83		-10.60
PIMCO Short-Term Fd Inst							
08-03-12							
04-26-12	08-03-12	25,507.653	PIMCO Short-Term Fd Inst	250,000.00	250,970.31	970.31	
		25,507.653		250,000.00	250,970.31	970.31	
PIMCO Total Return Inst.							
03-29-12							
05-19-09	03-29-12	2,972.547	PIMCO Total Return Inst	30,947.03	33,000.00		2,052.97
08-03-12							
05-19-09	08-03-12	4,480.262	PIMCO Total Return Inst	46,643.77	51,274.00		4,630.23
11-26-12							
05-19-09	11-26-12	5,181.347	PIMCO Total Return Inst.	53,942.73	59,975.00		6,032.27
		12,634.156		131,533.52	144,249.00		12,715.48
Royce Pennsylvania Mutual Fund							
11-26-12							
03-29-12	11-26-12	2,334.465	Royce Pennsylvania Mutual Fund	28,182.38	27,475.00	-707.38	
		2,334.465		28,182.38	27,475.00	-707.38	
Selected American Shares D							
03-29-12							
05-07-10	03-29-12	1,728.622	Selected American Shares D	63,500.00	75,377.49		11,877.49
		1,728.622		63,500.00	75,377.49		11,877.49
Sterling Capital Special Opp Fund							
08-03-12							
03-29-12	08-03-12	725.458	Sterling Capital Special Opp Fund	13,790.36	13,055.00	-735.36	
11-26-12							
03-29-12	11-26-12	919.118	Sterling Capital Special Opp Fund	17,471.68	17,475.00	3.32	
		1,644.576		31,262.04	30,530.00	-732.04	
Thornburg Intl Value Inst.							
08-03-12							
03-29-12	08-03-12	494.594	Thornburg Intl Value Inst	13,410.81	12,874.00	-536.81	

Note: Do not use the information on this report for Names All-Seasons, Names Opportunity Portfolio, Aspen Diversified, and Powershares Commodity. Taxable activity will appear on their Schedule K-1.

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KINSIGHT, LLC
REALIZED GAINS AND LOSSES
The Thompson Foundation (Schwab)
Account # 8858-8520
From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
11-26-12							
03-29-12	11-26-12	681.902 1,176.496	Thornburg Intl Value Inst	18,489.63 31,900.44	18,475.00 31,349.00	-14.63 -551.44	
Vanguard MSCI EAFE ETF							
08-03-12							
03-29-12	08-03-12	374.000	Vanguard MSCI EAFE ETF	12,589.63	12,045.55	-544.08	
11-26-12							
03-29-12	11-26-12	600.000 974.000	Vanguard MSCI EAFE ETF	20,197.27 32,786.90	20,157.80 32,203.35	-39.47 -583.55	
Vanguard Russell 2000 ETF							
08-03-12							
03-29-12	08-03-12	190.000	Vanguard Russell 2000 ETF	12,500.95	11,919.55	-581.40	
11-26-12							
03-29-12	11-26-12	210.000	Vanguard Russell 2000 ETF	13,816.83	13,517.07	-299.76	
03-29-12	11-26-12	65.000 275.000	Vanguard Russell 2000 ETF	4,276.64 18,093.47	4,183.86 17,700.93	-92.78 -392.54	
		465.000		30,594.42	29,620.48	-973.94	
William Blair Int'l Growth N							
03-29-12							
08-22-08	03-29-12	3,968.617	William Blair Int'l Growth N	90,166.97	83,975.93	-6,191.04	
12-17-09	03-29-12	43.829	William Blair Int'l Growth N	794.18	927.42	133.24	
12-18-08	03-29-12	383.161 4,395.607	William Blair Int'l Growth N	4,961.93 95,923.08	8,107.69 93,011.04	3,145.76 -2,912.04	
		4,395.607		95,923.08	93,011.04	-2,912.04	
TOTAL GAINS							
TOTAL LOSSES							
		93,231.916				2,192.89 -8,817.72	62,149.52 -26,745.73
		TOTAL REALIZED GAIN/LOSS	28,778.95	1,362,445.99	1,391,224.94	-6,624.84	35,403.78

Note: Do not use the information on this report for tax purposes. It includes the Hanes Opportunity Portfolio, Aspen Diversified, and Powershares Commodity. Taxable activity will appear on their Schedule K-1.

Report generated at 03:38 PM on 9/19/2013

KINSIGHT, LLC
REALIZED GAINS AND LOSSES
The Thompson Foundation (Schwab)
Account # 8858-8520
From 11-01-12 Through 11-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
Dodge & Cox Stock Fund							
11-26-12							
03-29-12	11-26-12	86.146	Dodge & Cox Stock Fund	9,836.49	10,134.38	297.89	
08-29-11	11-26-12	62.398	Dodge & Cox Stock Fund	6,275.22	7,340.62		1,065.40
		148.544		16,111.71	17,475.00	297.89	1,065.40
		148.544		16,111.71	17,475.00	297.89	1,065.40
FPA Crescent Fund Instl.							
11-26-12							
03-29-12	11-26-12	256.954	FPA Crescent Fund Instl.	7,312.58	7,330.68	18.10	
02-11-11	11-26-12	355.577	FPA Crescent Fund Instl	9,784.23	10,144.32		360.09
		612.531		17,096.81	17,475.00	18.10	360.09
		612.531		17,096.81	17,475.00	18.10	360.09
Fairholme Fund							
11-26-12							
08-22-08	11-26-12	581.975	Fairholme Fund	17,945.13	17,475.00		-470.13
		581.975		17,945.13	17,475.00		-470.13
Lazard Emerging Markets Equity Blend Instl							
11-26-12							
02-11-11	11-26-12	2,833.638	Lazard Emerging Markets Equity Blend Instl	33,498.91	30,975.00		-2,523.91
		2,833.638		33,498.91	30,975.00		-2,523.91
Leuthold Asset Allocation Instl.							
11-26-12							
02-11-11	11-26-12	1,673.040	Leuthold Asset Allocation Instl	18,056.36	17,475.00		-581.36
		1,673.040		18,056.36	17,475.00		-581.36
Marketfield Fund Cl I							
11-26-12							
07-23-12	11-26-12	1,921.845	Marketfield Fund Cl I	29,096.73	30,000.00	903.27	
		1,921.845		29,096.73	30,000.00	903.27	
PIMCO Total Return Inst.							
11-26-12							
05-19-09	11-26-12	5,181.347	PIMCO Total Return Inst	53,942.73	59,975.00		6,032.27
		5,181.347		53,942.73	59,975.00		6,032.27
Powershares DB Cmdty Idx ETF							
11-26-12							
02-16-07	11-26-12	500.000	Powershares DB Cmdty Idx ETF	11,511.56	13,981.74		2,470.18
		500.000		11,511.56	13,981.74		2,470.18
Royce Pennsylvania Mutual Fund							
11-26-12							
03-29-12	11-26-12	2,334.465	Royce Pennsylvania Mutual Fund	28,182.38	27,475.00		-707.38
		2,334.465		28,182.38	27,475.00		-707.38
Sterling Capital Special Opp Fund							
11-26-12							
03-29-12	11-26-12	919.118	Sterling Capital Special Opp Fund	17,471.68	17,475.00	3.32	
		919.118		17,471.68	17,475.00	3.32	

Note: Do not use the information on this report for tax purposes. It is for Schwab, Names, and Seasons, Names Opportunity Portfolio, Aspen Diversified, and Powershares Commodity. Taxable activity will appear on their Schedule K-1.

KINSIGHT, LLC
REALIZED GAINS AND LOSSES
The Thompson Foundation (Schwab)
Account # 8858-8520
From 08-01-12 Through 08-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
Altegris Managed Futures Strategy I							
08-03-12							
02-11-11	08-03-12	1,231 827	Altegris Managed Futures Strategy I	12,938.14	12,244.00		-694.14
		1,231.827		12,938.14	12,244.00		-694.14
Dodge & Cox Stock Fund							
08-03-12							
03-29-12	08-03-12	180 345	Dodge & Cox Stock Fund	20,592.51	20,592.00	-0.51	
		180.345		20,592.51	20,592.00	-0.51	
FPA Crescent Fund Instl.							
08-03-12							
03-29-12	08-03-12	613 254	FPA Crescent Fund Instl	17,452.42	17,048.00	-404.42	
		613.254		17,452.42	17,048.00	-404.42	
Fairholme Fund							
08-03-12							
08-22-08	08-03-12	598 222	Fairholme Fund	18,446.10	16,797.00		-1,649.10
		598.222		18,446.10	16,797.00		-1,649.10
Ivy Global Natural Resources I							
08-03-12							
02-11-11	08-03-12	777 330	Ivy Global Natural Resources I	17,742.08	12,906.47		-4,835.61
03-29-12	08-03-12	3,123 346	Ivy Global Natural Resources I	56,214.00	51,858.76	-4,355.24	
		3,900.676		73,956.08	64,765.23	-4,355.24	-4,835.61
		3,900.676		73,956.08	64,765.23	-4,355.24	-4,835.61
Lazard Emerging Markets Equity Instl							
08-03-12							
04-30-10	08-03-12	1,117 032	Lazard Emerging Markets Equity Instl	21,599.72	20,897.00		-702.72
		1,117.032		21,599.72	20,897.00		-702.72
Leuthold Asset Allocation Instl.							
08-06-12							
02-11-11	08-06-12	1,425 656	Leuthold Asset Allocation Instl	15,386.46	14,645.00		-741.46
		1,425.656		15,386.46	14,645.00		-741.46
MutualHedge Frontier Legends CL I							
08-03-12							
02-11-11	08-03-12	1,148 431	MutualHedge Frontier Legends CL I	11,805.43	11,689.00		-116.43
		1,148.431		11,805.43	11,689.00		-116.43
PIMCO Short-Term Fd Inst							
08-03-12							
04-26-12	08-03-12	25,507 653	PIMCO Short-Term Fd Inst	250,000.00	250,970.31	970.31	
		25,507.653		250,000.00	250,970.31	970.31	
PIMCO Total Return Inst.							
08-03-12							
05-19-09	08-03-12	4,480 262	PIMCO Total Return Inst	46,643.77	51,274.00		4,630.23
		4,480.262		46,643.77	51,274.00		4,630.23
Powershares DB Cmdty Idx ETF							
08-03-12							
03-29-12	08-03-12	287 000	Powershares DB Cmdty Idx ETF	8,173.53	7,901.67	-271.86	
02-16-07	08-03-12	10 000	Powershares DB Cmdty Idx ETF	230.23	275.32		45.09

Note: Do not use the information on this report for tax purposes. All-Seasons, Names Opportunity Portfolio, Aspen Diversified, and Powershares Commodity. Taxable activity will appear on their Schedule K-1.

Report generated at 10:03 AM on 9/13/2012

KINSIGHT, LLC
REALIZED GAINS AND LOSSES
The Thompson Foundation (Schwab)
Account # 8858-8520

From 08-01-12 Through 08-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
02-16-07	08-03-12	100 000	Powershares DB Cmdty Idx ETF	2,302.31	2,753.19		450.88
02-16-07	08-03-12	63 000	Powershares DB Cmdty Idx ETF	1,450.46	1,734.51		284.05
		460.000		12,156.53	12,664.69	-271.86	780.02
		460.000		12,156.53	12,664.69	-271.86	780.02
Sterling Capital Special Opp Fund						271.86 -	2,470.1
08-03-12						45 0	
03-29-12	08-03-12	725 458	Sterling Capital Special Opp Fund	13,790.36		-271.86 *	450.8
		725.458		13,790.36			284.0
							3,250.2
Thornburg Intl Value Inst.						8,690.26 -	37,544.0
08-03-12						271.86 -	3,250.2
03-29-12	08-03-12	494 594	Thornburg Intl Value Inst	13,410.81		-	-
		494.594		13,410.81		-8,962.12 *	40,794.2
Vanguard MSCI EAFE ETF							
08-03-12							
03-29-12	08-03-12	374 000	Vanguard MSCI EAFE ETF	12,589.63	12,045.55	-544.08	
		374.000		12,589.63	12,045.55	-544.08	
Vanguard Russell 2000 ETF							
08-03-12							
03-29-12	08-03-12	190 000	Vanguard Russell 2000 ETF	12,500.95	11,919.55	-581.40	
		190.000		12,500.95	11,919.55	-581.40	
TOTAL GAINS						970.31	5,410.25
TOTAL LOSSES						-7,429.68	-8,739.46
42,447.410						-6,459.37	-3,329.20
TOTAL REALIZED GAIN/LOSS		-9,788.57					

Note: Do not use the information on this report for tax purposes. All gains, losses, Opportunity Portfolio, Aspen Diversified, and Powershares Commodity. Taxable activity will appear on their Schedule K-1.

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KINSIGHT, LLC
REALIZED GAINS AND LOSSES
Thompson Foundation (NATC)
Account # 11535000889
From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
Haines Opportunity Portfolio I-B							
05-15-12							
06-23-06	05-15-12	951.567	Haines Opportunity Portfolio I-B	10,714.64	10,887.48		172.84
		951.567		10,714.64	10,887.48		172.84
Hussman Strategic Growth							
07-20-12							
10-21-11	07-20-12	1,494.770	Hussman Strategic Growth	18,889.00	17,075.17	-1,813.83	
		1,494.770		18,889.00	17,075.17	-1,813.83	
Ivy Global Natural Resources I							
07-19-12							
08-19-10	07-19-12	2,411.811	Ivy Global Natural Resources I	40,505.88	39,359.87		-1,146.01
		2,411.811		40,505.88	39,359.87		-1,146.01
PIMCO Short-Term Fd Inst							
03-29-12							
07-19-11	03-29-12	2,517.235	PIMCO Short-Term Fd Inst	24,909.24	24,657.65	-251.59	
02-11-11	03-29-12	3,076.596	PIMCO Short-Term Fd Inst	30,391.00	30,136.89		-254.11
		5,593.831		55,300.24	54,794.54	-251.59	-254.11
		5,593.831		55,300.24	54,794.54	-251.59	-254.11
PIMCO Total Return Inst.							
03-29-12							
02-11-11	03-29-12	8,055.806	PIMCO Total Return Inst.	86,770.89	89,475.00		2,704.11
Selected American Shares D							
03-29-12							
02-11-11	03-29-12	598.484	Selected American Shares D	25,682.00	26,080.87		398.87
		598.484		25,682.00	26,080.87		398.87
TOTAL GAINS							
TOTAL LOSSES							
		19,545.902		242,598.05	242,672.93	-2,065.42	3,540.43
TOTAL REALIZED GAIN/LOSS							
		74.88		242,598.05 + 1,362,445.99 = ----- 1,605,044.04 *	242,672.93 + 1,391,224.94 = ----- 1,633,897.87 *	-2,065.42 - 6,624.84 - ----- -8,690.26 *	-1,400.12 35,403.71 ----- 37,544.00

Note: Do not use the information on this report for Haines All-Seasons, Haines Opportunity Portfolio, Aspen Diversified, and Powershares Commodity. Taxable activity will appear on their Schedule K-1.

Report generated at 03:38 PM on 9/19/2013

2012 Tax Information Statement

THOMPSON FOUNDATION

Non-Qualified Domestic Dividends

Description	Amount of dividend
FPA FDS TR FPA CRESCENT PORTFOLIO INSTL	5.60
LEUTHOLD FDS INC ASSET ALLOCATION INST	152.85
PIMCO FDS PAC INV MGMT SER SHORT-TERM F	147.35
PIMCO FDS PAC INV MGMT SER TOTAL RETURN	6,480.32
PIMCO FDS PAC INV MGMT SER TOTAL RETURN	2,091.91
Total Non-Qualified Domestic Dividends	\$8,989.49

Non-Qualified U.S. Government Interest Reported as Dividends

Description	Amount of dividend
FPA FDS TR FPA CRESCENT PORTFOLIO INSTL	15.84
PIMCO FDS PAC INV MGMT SER SHORT-TERM F	2.30
PIMCO FDS PAC INV MGMT SER TOTAL RETURN	727.82
Total Non-Qualified U.S. Government Interest Reported as Dividends	\$745.96

Total Non-Qualified Dividends included in Form 1099-DIV box 1a

Capital Gain Distributions (15%)

Description	Amount of dividend
FPA FDS TR FPA CRESCENT PORTFOLIO INSTL	1,118.49
MAINSTAY RETAIL MARKETFIELD FUND CLASS I	80.83

Important Tax Return Documents Enclosed

Account Number:
Tax ID Number:

2012 Tax Information Statement

THOMPSON FOUNDATION

Capital Gain Distributions (15%)

Description	Amount of dividend
PIMCO FDS PAC INV T MGMT SER TOTAL RETURN	1,535.47
STERLING CAPITAL FDS SPECIAL OPP CLI	2,752.23
Total capital gain distributions (15%)	\$5,487.02

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE THOMPSON FOUNDATION, INC.	Employer identification number (EIN) or 72-1389140
	Number, street, and room or suite no. If a P O. box, see instructions C/O NANCY F. CLEVENGER, CPA - 2500 ACTON ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BIRMINGHAM, AL 35243	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

THE THOMPSON FOUNDATION, INC.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.
5 For calendar year 2012, or other tax year beginning _____, and ending _____.
6 If the tax year entered in line 5 is for less than 12 months, check reason. Initial return Final return
 Change in accounting period
7 State in detail why you need the extension
**ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION TO PREPARE A COMPLETE
AND ACCURATE RETURN.**

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	1,247.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ► **Title ► PRESIDENT**

Date

Form 8868 (Rev. 1-2013)

COPY