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

2012

Open to public inspection

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.		A Employer identification number 72-1389140
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 10367	Room/suite	B Telephone number (205) 848-3973
City or town, state, and ZIP code BIRMINGHAM, AL 35202-0367		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,639,590.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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					
10a 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	STMT 4	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	STMT 5	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:					
a Excess of revenue over expenses and disbursements		1,142,290.			
b Net investment income (if negative, enter -0-)			64,016.		
c Adjusted net income (if negative, enter -0-)				0.	

618

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments	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) ▶ SEE STATEMENT 6	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			(l) 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 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,173,726.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	1,280.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	1,280.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	1,280.
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	6a	1,247.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,247.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	33.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► AL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	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? **Yes** ☐ **No** ☒
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country **►**

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ► _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b

Form 990-PF (2012)

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

Form 990-PF (2012)

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				
a Enter amount for 2011 only			0.	
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.			
a Applied to 2011, but not more than line 2a			0.	
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	980,061.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	5,733,139.			
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 XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
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.

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:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒

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

Special Rules

☐

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

☐

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

☐

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

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

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	Employer identification number
THE THOMPSON FOUNDATION, INC.	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.)

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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

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
	(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

[illegible]

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
--------------	----------	--------

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

List

MANAGEMENT FEES	30,712.00	24,609.00
ADMINISTRATIVE FEES		0.00
REIMBURSEMENT EXP	<5.00>	
	<u>30,707.00</u>	<u>24,609.00</u>

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
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
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
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
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 CONTRIB	EXPENSE ACCOUNT
MICHAEL D. THOMPSON 1725 SOMERSET CIRCLE BIRMINGHAM, AL 35213	PRESIDENT 1.00	0.	0.	0.
LISA THOMPSON-SMITH 3323 EAST BRIARCLIFF ROAD BIRMINGHAM, AL 35223	DIRECTOR 1.00	0.	0.	0.
HALL W. THOMPSON, JR. 4948 SUSSEX ROAD BIRMINGHAM, AL 35242	DIRECTOR 1.00	0.	0.	0.
LUCY THOMPSON MARSH 3137 RYECROFT ROAD BIRMINGHAM, AL 35223	VICE PRESIDENT 30.00	0.	0.	0.
JACOB MARSH P.O. BOX 10367 BIRMINGHAM, AL 35202	DIRECTOR 1.00	0.	0.	0.
PATRICIA A. THOMPSON P.O. BOX 10367 BIRMINGHAM, AL 35202	DIRECTOR 1.00	0.	0.	0.
BENJAMIN H. THOMPSON P.O. BOX 10367 BIRMINGHAM, AL 35202	SECRETARY/TREASURER 1.00	0.	0.	0.
NETAGENE R THOMPSON P.O. BOX 10367 BIRMINGHAM, AL 35202	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	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	Fourmile 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 Educatio...	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 Hots and a Cot	2012 Gift	First Commercial Bk/Cash Equiv	1,000.00	0.00	1,500.00
Total Veterans								1,500.00	0.00	1,500.00
UnitedWay										
	Check	03/28/2012	4046		United Way of Central Alabama	United Way affiliates	First Commercial Bk/Cash Equiv	55,136.00		55,136.00
	Check	03/28/2012	4047		United Way of Central Alabama	Quarterly payment for 2011 campaign p	First Commercial Bk/Cash Equiv	14,583.75		69,719.75
	Check	07/06/2012	4094		United Way of Central Alabama	2nd Quarterly payment for 2012 campai	First Commercial Bk/Cash Equiv	14,583.75		84,303.50
	Check	10/12/2012	4167		United Way of Central Alabama	3rd quarterly payment for 2012 campai	First Commercial Bk/Cash Equiv	14,583.75		98,887.25
	Check	11/21/2012	4186		United Way of Central Alabama	4th quarterly payment on 2012 campai	First Commercial Bk/Cash Equiv	14,583.75		113,471.00
Total UnitedWay								113,471.00	0.00	113,471.00
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								1,000.00	0.00	1,000.00
OtherCharitableGifts										
	Check	02/28/2012	4038		Shelby County Cattlemen's Associatio	Bull Johnson request	First Commercial Bk/Cash Equiv	2,500.00		2,500.00
	Check	04/12/2012	4075		Alabama Society of CPAs	Sara Cochran request	First Commercial Bk/Cash Equiv	200.00		2,700.00
	Check	08/10/2012	4125		Hand In Paw	2012 Picasso Pets	First Commercial Bk/Cash Equiv	2,500.00		5,200.00
	Check	08/10/2012	4130		WGHM 90.3	2012 Gift	First Commercial Bk/Cash Equiv	500.00		5,700.00
	Check	08/15/2012	4135		Norwood Resource Center	2012 Gift	First Commercial Bk/Cash Equiv	5,000.00		10,700.00
	Check	08/31/2012	4147		Alabama Golf Charities, Inc	2012 Jerry Pate National Intercollegiate	First Commercial Bk/Cash Equiv	2,500.00		13,200.00
Total OtherCharitableGifts								13,200.00	0.00	13,200.00
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	4146		Alabama Wildlife Federation	2012 Wild Game cookbook	First Commercial Bk/Cash Equiv	250.00		60,500.00
	Check	08/31/2012	4148		Birmingham Zoo	In kind rentals for Zoo Gala, Boo at the	First Commercial Bk/Cash Equiv	9,194.38		69,694.38
Total Environment&Wildlife								69,694.38	0.00	69,694.38
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 payment on a 10-year pledge	First Commercial Bk/Cash Equiv	2,500.00		21,626.32
	Check	03/28/2012	4048		Fdn 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	Ermet 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 Arboretum at the Gardens	First Commercial Bk/Cash Equiv	1,000.00		29,826.32
	Check	07/06/2012	4108		Shops Furnaces Foundation	2012 Gift	First Commercial Bk/Cash Equiv	500.00		30,326.32
	Check	07/06/2012	4109		Montgomery Museum of Fine Arts	2012 Membership	First Commercial Bk/Cash Equiv	1,000.00		31,326.32
	Check	08/10/2012	4121		Mt Laurel Public Library	2012 Gift	First Commercial Bk/Cash Equiv	5,000.00		36,326.32
	Check	10/12/2012	4163		YMCA	Shades Valley 3rd payment on a 5-year	First Commercial Bk/Cash Equiv	10,000.00		46,326.32
	Check	10/17/2012	4170		Alabama Symphony	2012 Operations 2011 Gala	First Commercial Bk/Cash Equiv	30,000.00		76,326.32
	Check	11/01/2012	4176		Birmingham Museum of Art	Maestro's Ball In-kind	First Commercial Bk/Cash Equiv	7,357.36		83,683.70
	Check	11/21/2012	4180		Birmingham Museum of Art	Final Payment on a 5-year pledge	First Commercial Bk/Cash Equiv	23,000.00		106,683.70
	Check	12/10/2012	4205		Birmingham Girls Choir	2012-2013 Season	First Commercial Bk/Cash Equiv	1,000.00		107,683.70
	Check	12/10/2012	4206		Alabama Ballet	Programs	First Commercial Bk/Cash Equiv	1,000.00		108,683.70
Total Civic&Culture								110,683.70	0.00	110,683.70
BasicNeeds										
Additions&ReEntry										
	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		Addicton 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	5,000.00		11,000.00
Total Additions&ReEntry								11,000.00	0.00	11,000.00
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								23,400.00	0.00	23,400.00
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
Check	12/10/2012	4199		Grace Food Pantry	Holiday Dinners	First Commercial Bk/Cash Equiv	1,000.00		16,000.00
Check	12/10/2012	4200		Community Kitchens of Birmingham	to operate one kitchen for a month	First Commercial Bk/Cash Equiv	5,000.00		21,000.00
							21,000.00	0.00	21,000.00
Women's Services									
Check	01/17/2012	4015		Pathways	2012 Donation for Operations	First Commercial Bk/Cash Equiv	5,000.00		5,000.00
Check	03/28/2012	4054		Oasis Women's Counseling Center	2012 gift	First Commercial Bk/Cash Equiv	5,000.00		10,000.00
Check	04/10/2012	4058		First Light	2012 operational support	First Commercial Bk/Cash Equiv	2,500.00		12,500.00
Check	05/31/2012	4090		YWCA Pulse & Passion	2012 Luncheon	First Commercial Bk/Cash Equiv	1,000.00		13,500.00
Check	07/08/2012	4101		WYCA Pulse & Passion	2012 Gift	First Commercial Bk/Cash Equiv	1,000.00		14,500.00
Check	08/15/2012	4140		Lovely Center	2012 Gift	First Commercial Bk/Cash Equiv	5,000.00		19,500.00
Check	12/10/2012	4202		Children's Aid Society	1st of 3 payments total 60,000 - *Home	First Commercial Bk/Cash Equiv	20,000.00		39,500.00
							39,500.00	0.00	39,500.00
Total Women's Services									
Basic Needs - Other									
Check	08/10/2012	4119		Salvation Army	Programs	First Commercial Bk/Cash Equiv	25,000.00		25,000.00
Check	08/24/2012	4144		Housing Authority Birmingham Distric	2012 Jesse Lewis request	First Commercial Bk/Cash Equiv	2,000.00		27,000.00
							27,000.00	0.00	27,000.00
Total Basic Needs - Other									
Total Basic Needs									
							121,900.00	0.00	121,900.00
Animal Welfare									
Check	02/07/2012	4036		Greater Bham Humane Society	Reimbursement for Monica McBride &	First Commercial Bk/Cash Equiv	250.00		250.00
Check	02/09/2012	4027		Greater Bham Humane Society	2nd payment on a 5-year pledge (Camp	First Commercial Bk/Cash Equiv	25,000.00		25,250.00
Check	02/09/2012	4031		Weinmaner Rescue of the South	Donation	First Commercial Bk/Cash Equiv	200.00		25,450.00
Check	08/01/2012	4116		Greater Bham Humane Society	Horse Barn Boom Truck Reimbursement	First Commercial Bk/Cash Equiv	1,400.00		26,850.00
Check	12/10/2012	4194		Red Gate Farm Rescue, Inc	Dog Houses	First Commercial Bk/Cash Equiv	1,000.00		27,850.00
Check	12/10/2012	4195		MANE	Non-Traditional Equestrians	First Commercial Bk/Cash Equiv	5,000.00		32,850.00
Check	12/21/2012	4209		Greater Bham Humane Society	Food sponsor - Jazz Cat Ball 2013	First Commercial Bk/Cash Equiv	5,000.00		38,850.00
							38,850.00	0.00	38,850.00
Total Animal Welfare									
Disaster Relief									
Check	01/17/2012	4020		Heart in Dune	Tornado Relief	First Commercial Bk/Cash Equiv	1,000.00		1,000.00
Check	01/17/2012	4021		Alabama Forever	2012 Contribution	First Commercial Bk/Cash Equiv	1,000.00		2,000.00
Check	04/10/2012	4056		American Red Cross	Be Red Cross Ready Campaign	First Commercial Bk/Cash Equiv	20,000.00		22,000.00
Check	08/10/2012	4131		City of Clay	Georgelook - Disaster Relief	First Commercial Bk/Cash Equiv	3,195.40		25,195.40
Check	12/20/2012	4208		Hometown Heroes	Hurricane Sandy - Hometown Heroes - 1	First Commercial Bk/Cash Equiv	25,000.00		50,195.40
							50,195.40	0.00	50,195.40
Total Disaster Relief									
Children's Services									
Check	01/17/2012	4010		Horizons School	1st payment on a 5-year pledge	First Commercial Bk/Cash Equiv	5,000.00		5,000.00
Check	02/09/2012	4028		Ball Center	3rd payment on a 5-year pledge (camp)	First Commercial Bk/Cash Equiv	5,000.00		10,000.00
							10,000.00	0.00	10,000.00
Total Capital									
Programs									
Check	01/17/2012	4005		Magic Moments	Pre-Circus Party	First Commercial Bk/Cash Equiv	1,000.00		1,000.00
Check	01/17/2012	4017		Children's Aid Society	2012 Donation for Operations	First Commercial Bk/Cash Equiv	2,500.00		3,500.00
Check	01/17/2012	4023		Greater AL Council Boy Scouts of Am	2012 Gift	First Commercial Bk/Cash Equiv	5,000.00		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
Check	03/15/2012	4039		AG Gaston Boys and Girls Club, Inc	Donation "Magic is All Around Us"	First Commercial Bk/Cash Equiv	5,000.00		15,500.00
Check	03/27/2012	4041		CASA	Final payment on a 3-year pledge	First Commercial Bk/Cash Equiv	3,300.00		18,800.00
Check	03/27/2012	4042		Miracle League of Gardendale	4th payment on a 5-year pledge	First Commercial Bk/Cash Equiv	2,000.00		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
Check	04/10/2012	4059		Comenstone Ranch	2012 gift	First Commercial Bk/Cash Equiv	1,000.00		22,050.00
Check	04/10/2012	4061		Gateway	Off the wall 2012 and operational suppo	First Commercial Bk/Cash Equiv	2,500.00		24,550.00
Check	04/12/2012	4068		Girls Inc	2012 gift	First Commercial Bk/Cash Equiv	2,000.00		26,550.00
Check	04/12/2012	4076		Children's Harbor	2012 gift	First Commercial Bk/Cash Equiv	5,000.00		31,550.00
Check	06/22/2012	4092		YMCA	Sperdy Snow Putt-Putt Golf course	First Commercial Bk/Cash Equiv	1,000.00		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
Check	07/06/2012	4099		Boy Scouts of America/Black Warrior	2012 gift	First Commercial Bk/Cash Equiv	5,000.00		38,550.00
Check	07/06/2012	4104		Girl Scouts of North-Central Alabama	2012 Gift	First Commercial Bk/Cash Equiv	1,000.00		39,550.00
Check	07/06/2012	4106		Angel Flight	2012 Gift	First Commercial Bk/Cash Equiv	1,000.00		40,550.00
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		45,550.00
Check	08/10/2012	4123		Girl Scouts of North-Central Alabama	Programs - 100th Anniversary	First Commercial Bk/Cash Equiv	5,000.00		50,550.00
Check	08/10/2012	4128		Childcare Resources	2012 Charity Golf Tournament	First Commercial Bk/Cash Equiv	1,500.00		52,050.00
Check	08/10/2012	4129		Camp Smile-A-Mile	2012 Night of Big Stars	First Commercial Bk/Cash Equiv	1,000.00		53,050.00
Check	08/10/2012	4129		Big Brothers Big Sisters	2012 Night of Big Stars	First Commercial Bk/Cash Equiv	1,500.00		54,550.00
Check	08/10/2012	4129		Camp Fire USA/Central Alabama Co	2012 Gift	First Commercial Bk/Cash Equiv	1,000.00		55,550.00
Check	08/10/2012	4129		CASA	2012 Gift	First Commercial Bk/Cash Equiv	3,300.00		58,850.00
Check	08/15/2012	4136		Young Life-Birmingham	Trevor Shaw/Steve Ambrose request	First Commercial Bk/Cash Equiv	1,000.00		59,850.00
Check	08/15/2012	4139		Adaptive Aquatics	2012 Gift	First Commercial Bk/Cash Equiv	1,000.00		60,850.00
Check	08/31/2012	4150		Boys & Girls Clubs of Central Alabama	2012 Back A Youth Campaign	First Commercial Bk/Cash Equiv	2,500.00		63,350.00
Check	10/12/2012	4165		Ball Center	Final payment on a 5-year pledge (open	First Commercial Bk/Cash Equiv	1,000.00		64,350.00
							5,000.00		69,350.00

The Thompson Foundation
Transaction Detail By Account
 January through December 2012

	Type	Date	Num	Adj	Name	Memo	Split	Debit	Credit	Balance
Total Programs								69,350.00	0.00	69,350.00
Children's Healthcare										
Check	01/17/2012	4006			OUR KIDS, Inc	Donation in honor of Sue Fort White	First Commercial Bk/Cash Equiv	5,000.00		5,000.00
Check	01/17/2012	4016			CURE Childhood Cancer	Press On Fund	First Commercial Bk/Cash Equiv	5,000.00		10,000.00
Check	04/12/2012	4080			Saint Jude Children's Research Hosp 2012 gift		First Commercial Bk/Cash Equiv	5,000.00		15,000.00
Check	07/06/2012	4095			Sight Savers of Alabama	4th payment on a 5-year pledge	First Commercial Bk/Cash Equiv	5,000.00		20,000.00
Check	08/10/2012	4120			Children's Organ Transplant Assocat	Bryan Hall	First Commercial Bk/Cash Equiv	2,500.00		22,500.00
Check	08/15/2012	4137			Juvenile Diabetes Research Foundatn	2012 Operations	First Commercial Bk/Cash Equiv	1,000.00		23,500.00
Check	08/31/2012	4151			Highland Golf	1st Annual Mayor's Golf Classic	First Commercial Bk/Cash Equiv	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		29,000.00
Check	10/12/2012	4166			Children's Hospital Foundation	5th payment on a 10-year pledge	First Commercial Bk/Cash Equiv	100,000.00		129,000.00
Check	12/10/2012	4193			Ronald McDonald House Charities of 2013 program		First Commercial Bk/Cash Equiv	5,000.00		134,000.00
Check	12/10/2012	4196			Magic Moments	trip for 1 critically ill child	First Commercial Bk/Cash Equiv	4,000.00		138,000.00
Total Children's Healthcare								138,000.00	0.00	138,000.00
Total Children's Services								217,350.00	0.00	217,350.00
Hospitals & Healthcare Adult Healthcare										
Check	01/17/2012	4011			Bruno Cancer Center	In Honor of Dorothy (Dot) Adams and D	First Commercial Bk/Cash Equiv	2,500.00		2,500.00
Check	01/17/2012	4016			Eyesight Foundation of Alabama	1st payment on a 3-year pledge	First Commercial Bk/Cash Equiv	10,000.00		12,500.00
Check	01/17/2012	4019			Perkinson Association of Alabama	In Honor of Bobby Lucbe	First Commercial Bk/Cash Equiv	1,000.00		13,500.00
Check	03/27/2012	4044			Sickle Cell Foundation	Final payment on a 5-year pledge	First Commercial Bk/Cash Equiv	5,000.00		18,500.00
Check	04/10/2012	4062			DCH Foundation, Inc	DCH Sports Medicine Fund Run	First Commercial Bk/Cash Equiv	1,000.00		19,500.00
Check	04/12/2012	4069			Alzheimer's of Central Alabama	2012 gift	First Commercial Bk/Cash Equiv	2,000.00		21,500.00
Check	04/12/2012	4071			Alabama Kidney Foundation	2012 gift	First Commercial Bk/Cash Equiv	1,000.00		22,500.00
Check	04/12/2012	4073			Relay for Life American Cancer Socie	Leeds/Moody	First Commercial Bk/Cash Equiv	1,000.00		23,500.00
Check	04/12/2012	4074			Community Grief Support Service	2012 programs	First Commercial Bk/Cash Equiv	1,000.00		24,500.00
Check	04/13/2012	4081			American Heart Association	2012 Heart Ball	First Commercial Bk/Cash Equiv	5,000.00		29,500.00
Check	07/06/2012	4105			American Cancer Society	Dania Wilson request	First Commercial Bk/Cash Equiv	500.00		30,000.00
Check	10/03/2012	4134			American Fdn for Suicide Prevention	Linda Cook Request	First Commercial Bk/Cash Equiv	200.00		30,200.00
Total Adult Healthcare								30,200.00	0.00	30,200.00
Research										
Check	01/17/2012	4014			Robert E. Reed Gastrointestinal Onco	Donation	First Commercial Bk/Cash Equiv	1,000.00		1,000.00
Check	08/15/2012	4136			Breast Cancer Research Foundation	2012 Gift	First Commercial Bk/Cash Equiv	5,000.00		6,000.00
Check	08/24/2012	4143			Cystic Fibrosis Research	Operations and Shoot for a Cure 2012	First Commercial Bk/Cash Equiv	11,000.00		17,000.00
Check	09/04/2012	4153			ALS Walk to Defeat	Gold Sponsor	First Commercial Bk/Cash Equiv	2,500.00		19,500.00
Check	11/21/2012	4183			Robert E. Reed Gastrointestinal Onco	2012 Gift	First Commercial Bk/Cash Equiv	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		26,500.00
Total Research								26,500.00	0.00	26,500.00
Hospitals										
Check	01/17/2012	4006			UAB Comprehensive Cancer Center	2012 Fiesta Ball Sponsorship	First Commercial Bk/Cash Equiv	1,000.00		1,000.00
Check	03/28/2012	4053			American Cancer Society	Hops Lodge renovations	First Commercial Bk/Cash Equiv	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		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		51,000.00
Check	10/03/2012	4135			Road to Hope Charity Golf Tournament	Benefitting Regional Rehab Center	First Commercial Bk/Cash Equiv	2,000.00		53,000.00
Total Hospitals								53,000.00	0.00	53,000.00
Hospitals & Healthcare - Other										
Check	11/15/2012	4179			Decatur General Hospital Foundation	Gala Decatur General Surgery Dept	First Commercial Bk/Cash Equiv	350.00		350.00
Total Hospitals & Healthcare - Other								350.00	0.00	350.00
Total Hospitals & Healthcare								110,050.00	0.00	110,050.00
Education										
Check	03/31/2012	4083			South GA Technical College Foundatn	Dealer Excellence Funding	First Commercial Bk/Cash Equiv	2,084.00		2,084.00
Check	12/10/2012	4197			M-POWER	Adult Education	First Commercial Bk/Cash Equiv	1,000.00		3,084.00
Total Vocational								3,084.00	0.00	3,084.00
Higher Education										
Check	01/17/2012	4024			UAB Athletics Scholarship Fund	9th payment on a 10-year pledge	First Commercial Bk/Cash Equiv	20,000.00		20,000.00
Check	04/12/2012	4070			UAB School of Nursing	Applause for the cause	First Commercial Bk/Cash Equiv	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		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		24,000.00
Check	07/06/2012	4112			Faulkner University	2012 Gift	First Commercial Bk/Cash Equiv	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		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		49,500.00
Check	11/07/2012	4177			Walker L. Moore Scholarship Fund	6th Annual Walker Moore Memorial Golf	First Commercial Bk/Cash Equiv	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		65,000.00
Check	11/21/2012	4182			Walker College Foundation	In memory of Larry Drummond	First Commercial Bk/Cash Equiv	500.00		65,500.00

The Thompson Foundation
Transaction Detail By Account
 January through December 2012

Type	Date	Num	Adj	Name	Memo	Split	Debit	Credit	Balance
Check	11/25/2012	4188		University of Alabama	1 of 5 Pledges - Digital Media Center	First Commercial Bk/Cash Equiv	200,000.00		265,500.00
Check	12/10/2012	4204		Birmingham International Center	Program Support	First Commercial Bk/Cash Equiv	1,000.00		266,500.00
							266,500.00	0.00	266,500.00
Total Higher Education									
K-12									
Check	01/17/2012	4007		McWane Center	1st payment on a 2-year pledge	First Commercial Bk/Cash Equiv	5,000.00		5,000.00
Check	01/17/2012	4009		Mitchell's Place	Donation	First Commercial Bk/Cash Equiv	1,000.00		6,000.00
Check	03/28/2012	4051		A Plus Education Foundation	2012 grant	First Commercial Bk/Cash Equiv	5,000.00		11,000.00
Check	03/31/2012	4084		Orford City Schools Education Found	2012 Edible Evening for Education	First Commercial Bk/Cash Equiv	500.00		11,500.00
Check	04/10/2012	4057		Fresh Air Family	2012 gift	First Commercial Bk/Cash Equiv	1,000.00		12,500.00
Check	04/12/2012	4077		Burkett Center	2012 gift	First Commercial Bk/Cash Equiv	1,000.00		13,500.00
Check	04/12/2012	4078		Restoration Academy	2012 gift	First Commercial Bk/Cash Equiv	5,000.00		18,500.00
Check	10/03/2012	4156		Adopt A School Program	2012 Donation	First Commercial Bk/Cash Equiv	500.00		19,000.00
Check	10/17/2012	4169		Alabama Waldorf School	2012 Gift	First Commercial Bk/Cash Equiv	200.00		19,200.00
Check	12/10/2012	4192		Restoration Academy	scholarship	First Commercial Bk/Cash Equiv	5,500.00		24,700.00
Check	12/10/2012	4201		Clay-Chattahoochee Athletic Booster Club	Wrestling Program Campaign	First Commercial Bk/Cash Equiv	200.00		24,900.00
Check	12/10/2012	4203		Cathedral Christian Academy	Books for Literacy Project	First Commercial Bk/Cash Equiv	1,870.00		26,770.00
							26,770.00	0.00	26,770.00
Total K-12									
Pre-K									
Check	03/28/2012	4050		Preschool Partners	2012 gift	First Commercial Bk/Cash Equiv	1,000.00		1,000.00
Check	10/12/2012	4164		Success by Six	Final payment on a 3-year, \$30K pledge	First Commercial Bk/Cash Equiv	10,000.00		11,000.00
							11,000.00	0.00	11,000.00
Total Pre-K									
Total Education									
							307,354.00	0.00	307,354.00
							1,155,448.48	0.00	1,155,448.48
TOTAL									

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

Name	Account #	Detail	ST	LT	
Merrill Lynch	524-02166	ML PG 20 of 22	10,469		
			<u>10,469</u>	-	
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)		
			<u>(2,341)</u>	-	
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	
			<u>(9,786)</u>	<u>40,794</u>	
NATC 1099	(NATC) 1153500-0889	Cap Gain Distribution		5,487	
			-	<u>5,487</u>	
Total Attachments			(1,658)	46,281	44,623
Power Shares K-1			185	(2,994)	
Total Return			(1,473)	43,287	41,814 •



WARREN AVERETT KIMBROUGH

EMA Fiscal Statement

FISCAL YEAR ACTIVITY

Date	Transaction	Quantity	Description	Price	Debit	Credit
	Income Total		ML Bus. Deposit Program			8.00
			Sub Total			67.13
			Net Total			9,405.10
			Electronic Transfers			
02/07/12	Wire Transfer		WIRE TRF IN D31203808514			500,000.00
			Net Total			500,000.00
			Other Activity			
04/10/12	Journal Entry		ORLY FEE \$416.55		416.55	
07/10/12	Journal Entry		P/A ADVISORY FEE		208.69	
07/10/12	Journal Entry		P/A ADVISORY FEE		1,591.10	
07/10/12	Journal Entry		REFUND/ADJUSTMENT			56.16
10/09/12	Journal Entry		P/A ADVISORY FEE		1,614.56	
			Net Total		3,830.90	56.16

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
5.0000	CALL ABT MAY 00057.50	05/18/12	02/24/12	454.99	2,280.00	(1,825.01)
5.0000	CALL WMT JUN 00060.00	06/14/12	02/24/12	499.99	3,830.00	(3,330.01)
2.0000	CALL CVX JUN 00115.00	06/18/12	02/24/12	351.99	N/A	351.99
400.0000	KIMBERLY CLARK	02/24/12	06/06/12	30,279.32	28,683.00	1,596.32
8.0000	CALL WAG JUL 00036.00	07/23/12	02/24/12	1,055.98	N/A	1,055.98
7.0000	CALL GIS JUL 00040.00	07/23/12	02/24/12	384.99	N/A	384.99
10.0000	CALL INTC JUL 00029.00	07/23/12	02/24/12	579.99	N/A	579.99
500.0000	ABBOTT LABS	02/24/12	07/11/12	31,699.29	28,310.00	3,389.29
400.0000	JOHNSON AND JOHNSON COM	02/24/12	07/23/12	27,283.39	25,722.12	1,561.27
3.0000	CALL OXY AUG 00100.00	08/18/12	04/11/12	791.98	N/A	791.98
10.0000	CALL MSFT SEP 00032.00	09/22/12	06/21/12	719.98	N/A	719.98
4.0000	CALL MCD SEP 00090.00	09/21/12	06/05/12	835.98	1,512.00	(676.02)

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Page 19 of 22
Statement Period Year Ending 12/31/12
Account No. 524-02166



WARREN AVERETT KIMBROUGH

EMA Fiscal Statement

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	24,040.00	1,315.43
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

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-
	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				
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-
	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				
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-
05/10/12	FEDERAL HOME LOAN MTG CORP DTD 01/07/2010 2.875% 02/09/2015 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-
05/09/12	PHILLIPS 66 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 44 532 SHS ACCO BRANDS CORP			486 56	
05/04/12	CONOCOPHILLIPS SPINOFF CONOCOPHILLIPS AT THE RATE OF 50% FOR 27 5 SHS PHILLIPS 66			963 78-	
05/04/12	MEADWESTVACO CORPORATION SPINOFF MEADWESTVACO CORPORATION AT THE RATE OF 32 986547% FOR 44 532 SHS ACCO BRANDS CORP			486 56-	
05/04/12	PHILLIPS 66 SPINOFF CONOCOPHILLIPS AT THE RATE OF 50% FOR 27 5 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
07/02/12	TIME WARNER CABLE 6.75% 07/01/2018 INTEREST ON 2,000 UNITS TIME WARNER CABLE 6.75% 07/01/2018 PAYABLE 07/01/2012		67 50		
07/12/12	UNITED STATES TREASURY N/B DTD 01/18/2011 1% 01/15/2014 ACCRUED 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		
07/16/12	UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625% 07/15/2021 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		
07/02/12	REGIONS TRUST CASH SWEEP 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					
07/11/12	ACCO BRANDS CORP 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-
07/11/12	CATERPILLAR INC 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-
07/11/12	CONOCOPHILLIPS 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
07/16/12	FEDERAL HOME LOAN MTG CORP POOL #G04913 DTD 11/01/2008 5% 03/01/2038 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-
07/16/12	FEDERAL HOME LOAN MTG CORP POOL #G08344 DTD 05/01/2009 4.5% 05/01/2039 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-
07/16/12	FEDERAL HOME LOAN MTG CORP POOL #G08463 DTD 10/01/2011 4% 10/01/2041 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-
07/16/12	FEDERAL HOME LOAN MTG CORP POOL #G18305 DTD 04/01/2009 4% 04/01/2024 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-
07/16/12	FEDERAL HOME LOAN MORTGAGE CORP POOL #E02920 DTD 06/01/2011 3.5% 06/01/2026 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-
07/12/12	FEDERAL NATIONAL MORTGAGE ASSN POOL #190391 DTD 08/01/2008 6% 09/01/2038 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	64 24		68 44-	4 20-
	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				
	FEDERAL NATIONAL MORTGAGE ASSN				
	POOL #AE0207 DTD 07/01/2010 4 5%				
	11/01/2033				
07/25/12	PAYMENT ON 1,616 34 UNITS	49 65		53 40-	3 75-
	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				
	FEDERAL NATIONAL MORTGAGE ASSN				
	POOL #AE3895 DTD 10/01/2010 3.5%				
	11/01/2025				
07/25/12	PAYMENT ON 3,499 77 UNITS	82 35		86 47-	4 12-
	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				
	PHILLIPS 66				
07/11/12	SOLD 27 SHS PHILLIPS 66 ON	896 64		946 17-	49 53-
	07/06/2012 AT 33 2701 THRU				
	ASSENT LLC COMMISSIONS PAID 1 62				
	EXPENSES PAID 0 03				
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	2,135 50-		2,135 50	
	07/06/2012 AT 42 65 THRU				
	CONVERGEX COMMISSIONS PAID 3 00				
	AT&T INC				
07/11/12	PURCHASED 40 SHS AT&T INC ON	1,419 20-		1,419 20	
	07/06/2012 AT 35 42 THRU				
	CONVERGEX COMMISSIONS PAID 2 40				
	ABBOTT LABS				
07/11/12	PURCHASED 20 SHS ABBOTT LABS ON	1,291 60-		1,291 60	
	07/06/2012 AT 64 52 THRU				
	CONVERGEX COMMISSIONS PAID 1 20				

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% 07/15/2021				
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
08/15/12	FEDERAL HOME LOAN MORTGAGE CORP POOL #E02920 DTD 06/01/2011 3.5% 06/01/2026 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-
08/27/12	FEDERAL NATIONAL MORTGAGE ASSN POOL #190391 DTD 08/01/2008 6% 09/01/2038 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-
08/27/12	FEDERAL NATIONAL MORTGAGE ASSN POOL #AJ5303 DTD 11/01/2011 4% 11/01/2041 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-
08/27/12	FEDERAL NATIONAL MORTGAGE ASSN POOL #889958 DTD 10/01/2008 5% 10/01/2023 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-
08/27/12	FEDERAL NATIONAL MORTGAGE ASSN POOL #931409 DTD 06/01/2009 4% 06/01/2024 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-
08/27/12	FEDERAL NATIONAL MORTGAGE ASSN POOL #985615 DTD 06/01/2008 5.5% 04/01/2034 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 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-

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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

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	ACCRUED 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	ACCRUED 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-

PAGE 20

STATEMENT PERIOD SEPTEMBER 01, 2012 THROUGH SEPTEMBER 30, 2012

[illegible]09/29/2012 #36

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ACCOUNT NUMBER. **1055003457**

STATEMENT PERIOD SEPTEMBER 01, 2012 THROUGH SEPTEMBER 30, 2012

**DETAIL OF TRANSACTIONS ( CONTINUED )**

| DATE                       | DESCRIPTION                                                                                                                                                                                                                             | PRINCIPAL<br>CASH | INCOME<br>CASH | COST       | GAIN /<br>LOSS |
|----------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|------------|----------------|
| <b>EXPENSES</b>            |                                                                                                                                                                                                                                         |                   |                |            |                |
| 09/12/12                   | FEE TO REGIONS BANK<br>FOR THE PERIOD ENDING 08/31/2012<br>BASED ON<br>MARKET VALUE _____ 461 81<br>DISCOUNT _____ 115 46                                                                                                               |                   | 346 35-        |            |                |
| <b>TOTAL EXPENSES</b>      |                                                                                                                                                                                                                                         | 0.00              | 346.35-        | 0.00       | 0.00           |
| <b>MISCELLANEOUS</b>       |                                                                                                                                                                                                                                         |                   |                |            |                |
| 09/14/12                   | TELEFONICA EMISIONES SAU DTD<br>02/16/2011 5.462% 02/16/2021<br>ACCRETION ON 2,000 UNITS<br>TELEFONICA EMISIONES SAU DTD<br>02/16/2011 5.462% 02/16/2021<br>EFFECTIVE 09/11/2012 TO ADJUST<br>TAX LOT, ACCRETION = 4 55                 |                   |                | 4 55       |                |
| 09/10/12                   | UNITED STATES TREASURY INFLATION<br>INDEX BOND DTD 07/29/2011 .625%<br>07/15/2021<br>TIPS DEFLATION ADJUSTMENT 4 26<br>UNITS UNITED STATES TREASURY<br>INFLATION INDEX BOND DTD<br>07/29/2011 .625% 07/15/2021<br>TRADE DATE 09/10/2012 |                   |                | 4 26-      |                |
| 09/17/12                   | TIPS DEFLATION ADJUSTMENT 1 32<br>UNITS UNITED STATES TREASURY<br>INFLATION INDEX BOND DTD<br>07/29/2011 .625% 07/15/2021<br>TRADE DATE 09/17/2012                                                                                      |                   |                | 1 32-      |                |
| 09/28/12                   | TIPS DEFLATION ADJUSTMENT 4 32<br>UNITS UNITED STATES TREASURY<br>INFLATION INDEX BOND DTD<br>07/29/2011 .625% 07/15/2021<br>TRADE DATE 09/28/2012                                                                                      |                   |                | 4 32-      |                |
| <b>TOTAL MISCELLANEOUS</b> |                                                                                                                                                                                                                                         | 0.00              | 0.00           | 5.35-      | 0.00           |
| <b>ENDING BALANCE</b>      |                                                                                                                                                                                                                                         | 0.00              | 0.00           | 501,389.56 | 169.08-        |

**FOR YOUR INFORMATION**

ACCOUNT NUMBER **1055003457**

STATEMENT PERIOD OCTOBER 01, 2012 THROUGH OCTOBER 31, 2012

**DETAIL OF TRANSACTIONS ( CONTINUED )**

| DATE                   | DESCRIPTION                                                                                                                                                        | PRINCIPAL<br>CASH | INCOME<br>CASH | COST     | GAIN /<br>LOSS |
|------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|----------|----------------|
| <b>CASH MANAGEMENT</b> |                                                                                                                                                                    |                   |                |          |                |
|                        | REGIONS TRUST CASH SWEEP<br>NET CASH MANAGEMENT                                                                                                                    | 1,927.91-         | 1,205.43-      | 3,133.34 |                |
|                        | <b>TOTAL CASH MANAGEMENT</b>                                                                                                                                       | 1,927.91-         | 1,205.43-      | 3,133.34 | 0.00           |
| <b>SALES</b>           |                                                                                                                                                                    |                   |                |          |                |
|                        | <b>FEDERAL HOME LOAN MTG CORP POOL</b><br><b>#G04774 DTD 10/01/2008 4.5%</b><br><b>01/01/2038</b>                                                                  |                   |                |          |                |
| 10/15/12               | PAYMENT ON 1,540.75 UNITS<br>FEDERAL HOME LOAN MTG CORP POOL<br>#G04774 DTD 10/01/2008 4.5%<br>01/01/2038 ORIGINAL FACE VALUE<br>5,000.00 FHLMC PC GOLD<br>COMB 30 | 65.75             |                | 70.71-   | 4.96-          |
|                        | <b>FEDERAL HOME LOAN MTG CORP POOL</b><br><b>#G04913 DTD 11/01/2008 5%</b><br><b>03/01/2038</b>                                                                    |                   |                |          |                |
| 10/15/12               | PAYMENT ON 2,961.61 UNITS<br>FEDERAL HOME LOAN MTG CORP POOL<br>#G04913 DTD 11/01/2008 5%<br>03/01/2038 ORIGINAL FACE VALUE<br>10,000.00 FHLMC PC GOLD<br>COMB 30  | 123.25            |                | 132.99-  | 9.74-          |
|                        | <b>FEDERAL HOME LOAN MTG CORP POOL</b><br><b>#G08344 DTD 05/01/2009 4.5%</b><br><b>05/01/2039</b>                                                                  |                   |                |          |                |
| 10/15/12               | PAYMENT ON 1,363.12 UNITS<br>FEDERAL HOME LOAN MTG CORP POOL<br>#G08344 DTD 05/01/2009 4.5%<br>05/01/2039 ORIGINAL FACE VALUE<br>3,000.00 FHLMC PC GOLD<br>COMB 30 | 63.76             |                | 67.66-   | 3.90-          |
|                        | <b>FEDERAL HOME LOAN MTG CORP POOL</b><br><b>#G08463 DTD 10/01/2011 4%</b><br><b>10/01/2041</b>                                                                    |                   |                |          |                |
| 10/15/12               | PAYMENT ON 1,365.99 UNITS<br>FEDERAL HOME LOAN MTG CORP POOL<br>#G08463 DTD 10/01/2011 4%<br>10/01/2041 ORIGINAL FACE VALUE<br>2,000.00 FHLMC PC GOLD<br>COMB 30   | 69.75             |                | 73.87-   | 4.12-          |
|                        | <b>FEDERAL HOME LOAN MTG CORP POOL</b><br><b>#G18305 DTD 04/01/2009 4%</b><br><b>04/01/2024</b>                                                                    |                   |                |          |                |
| 10/15/12               | PAYMENT ON 3,002.4 UNITS FEDERAL<br>HOME LOAN MTG CORP POOL #G18305<br>DTD 04/01/2009 4% 04/01/2024<br>ORIGINAL FACE VALUE 9,000.00<br>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<br>CASH | INCOME<br>CASH | COST     | GAIN /<br>LOSS |
|----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|----------|----------------|
| 10/15/12 | FEDERAL HOME LOAN MORTGAGE CORP<br>POOL #E02920 DTD 06/01/2011 3.5%<br>06/01/2026<br>PAYMENT ON 3,132 62 UNITS<br>FEDERAL HOME LOAN MORTGAGE CORP<br>POOL #E02920 DTD 06/01/2011 3 5%<br>06/01/2026 ORIGINAL FACE VALUE<br>5,000 00 FHLMC PC GOLD<br>CASH 15    | 125 29            |                | 131 81 - | 6 52 -         |
| 10/25/12 | FEDERAL NATIONAL MORTGAGE ASSN<br>POOL #190391 DTD 08/01/2008 6%<br>09/01/2038<br>PAYMENT ON 10,514 98 UNITS<br>FEDERAL NATIONAL MORTGAGE ASSN<br>POOL #190391 DTD 08/01/2008 6%<br>09/01/2038 ORIGINAL FACE VALUE<br>48,000 00 FNMA PASS-THRU LNG<br>30 YEAR   | 434 63            |                | 480 27 - | 45 64 -        |
| 10/25/12 | FEDERAL NATIONAL MORTGAGE ASSN<br>POOL #AJ5303 DTD 11/01/2011 4%<br>11/01/2041<br>PAYMENT ON 1,652 85 UNITS<br>FEDERAL NATIONAL MORTGAGE ASSN<br>POOL #AJ5303 DTD 11/01/2011 4%<br>11/01/2041 ORIGINAL FACE VALUE<br>2,000 00 FNMA PASS-THRU LNG 30<br>YEAR     | 57 05             |                | 59 94 -  | 2 89 -         |
| 10/25/12 | FEDERAL NATIONAL MORTGAGE ASSN<br>POOL #889958 DTD 10/01/2008 5%<br>10/01/2023<br>PAYMENT ON 4,402 15 UNITS<br>FEDERAL NATIONAL MORTGAGE ASSN<br>POOL #889958 DTD 10/01/2008 5%<br>10/01/2023 ORIGINAL FACE VALUE<br>21,000 00 FNMA PASS-THRU INT<br>15 YEAR    | 165 41            |                | 179 08 - | 13 67 -        |
| 10/25/12 | FEDERAL NATIONAL MORTGAGE ASSN<br>POOL #931409 DTD 06/01/2009 4%<br>06/01/2024<br>PAYMENT ON 3,073 88 UNITS<br>FEDERAL NATIONAL MORTGAGE ASSN<br>POOL #931409 DTD 06/01/2009 4%<br>06/01/2024 ORIGINAL FACE VALUE<br>9,000 00 FNMA PASS-THRU INT 15<br>YEAR     | 121 78            |                | 129 33 - | 7 55 -         |
| 10/25/12 | FEDERAL NATIONAL MORTGAGE ASSN<br>POOL #985615 DTD 06/01/2008 5.5%<br>04/01/2034<br>PAYMENT ON 1,378 09 UNITS<br>FEDERAL NATIONAL MORTGAGE ASSN<br>POOL #985615 DTD 06/01/2008 5 5%<br>04/01/2034 ORIGINAL FACE VALUE<br>9,000 00 FNMA PASS-THRU LNG 30<br>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<br>CASH | INCOME<br>CASH | COST             | GAIN /<br>LOSS |
|--------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|------------------|----------------|
|                    | <b>FEDERAL NATIONAL MORTGAGE ASSN<br/>POOL #995627 DTD 03/01/2009 5%<br/>02/01/2039</b>                                                                                                  |                   |                |                  |                |
| 10/25/12           | PAYMENT ON 3,105 39 UNITS<br>FEDERAL NATIONAL MORTGAGE ASSN<br>POOL #995627 DTD 03/01/2009 5%<br>02/01/2039 ORIGINAL FACE VALUE<br>9,000 00 FNMA PASS-THRU LNG 30<br>YEAR                | 111 01            |                | 120 97-          | 9 96-          |
|                    | <b>FEDERAL NATIONAL MORTGAGE ASSN<br/>POOL # AD6432 DTD 06/01/2010<br/>4.5% 06/01/2040</b>                                                                                               |                   |                |                  |                |
| 10/25/12           | PAYMENT ON 1,713 89 UNITS<br>FEDERAL NATIONAL MORTGAGE ASSN<br>POOL # AD6432 DTD 06/01/2010<br>4 5% 06/01/2040 ORIGINAL FACE<br>VALUE 3,000 00 FNMA PASS-THRU<br>LNG 30 YEAR             | 68 64             |                | 73 12-           | 4 48-          |
|                    | <b>FEDERAL NATIONAL MORTGAGE ASSN<br/>POOL #AE0207 DTD 07/01/2010 4.5%<br/>11/01/2033</b>                                                                                                |                   |                |                  |                |
| 10/25/12           | PAYMENT ON 1,452 76 UNITS<br>FEDERAL NATIONAL MORTGAGE ASSN<br>POOL #AE0207 DTD 07/01/2010 4 5%<br>11/01/2033 ORIGINAL FACE VALUE<br>3,000 00 FNMA PASS-THRU LNG 30<br>YEAR              | 67 26             |                | 72 35-           | 5 09-          |
|                    | <b>FEDERAL NATIONAL MORTGAGE ASSN<br/>POOL #AE3895 DTD 10/01/2010 3.5%<br/>11/01/2025</b>                                                                                                |                   |                |                  |                |
| 10/25/12           | PAYMENT ON 3,223 39 UNITS<br>FEDERAL NATIONAL MORTGAGE ASSN<br>POOL #AE3895 DTD 10/01/2010 3 5%<br>11/01/2025 ORIGINAL FACE VALUE<br>5,000 00 FNMA PASS-THRU INT 15<br>YEAR              | 74 80             |                | 78 54-           | 3 74-          |
|                    | <b>UNITED STATES TREASURY INFLATION<br/>INDEX BOND DTD 07/29/2011 .625%<br/>07/15/2021</b>                                                                                               |                   |                |                  |                |
| 10/10/12           | SOLD 1,018 15 UNITS UNITED<br>STATES TREASURY INFLATION INDEX<br>BOND DTD 07/29/2011 625%<br>07/15/2021 ON 10/04/2012 AT<br>115 3281 THRU MORGAN STANLEY<br>ORIGINAL FACE VALUE 1,000 00 | 1,174 21          |                | 1,099 98-        | 74 23          |
| <b>TOTAL SALES</b> |                                                                                                                                                                                          | <b>2,937.84</b>   | <b>0.00</b>    | <b>3,000.93-</b> | <b>63.09-</b>  |

# ACCOUNT STATEMENT

PAGE 20

ACCOUNT NUMBER. 1055003457

STATEMENT PERIOD OCTOBER 01, 2012 THROUGH OCTOBER 31, 2012

## DETAIL OF TRANSACTIONS ( CONTINUED )

| DATE                       | DESCRIPTION                                                                                                                             | PRINCIPAL<br>CASH | INCOME<br>CASH | COST       | GAIN /<br>LOSS |
|----------------------------|-----------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|------------|----------------|
| <b>BUYS</b>                |                                                                                                                                         |                   |                |            |                |
|                            | <b>UNITED STATES TREASURY N/B DTD<br/>01/18/2011 1% 01/15/2014</b>                                                                      |                   |                |            |                |
| 10/10/12                   | PURCHASED 1,000 UNITS UNITED<br>STATES TREASURY N/B DTD<br>01/18/2011 1% 01/15/2014 ON<br>10/04/2012 AT 100.9922 THRU<br>MORGAN STANLEY | 1,009.93-         |                | 1,009.93   |                |
| <b>TOTAL BUYS</b>          |                                                                                                                                         | 1,009.93-         | 0.00           | 1,009.93   | 0.00           |
| <b>EXPENSES</b>            |                                                                                                                                         |                   |                |            |                |
| 10/15/12                   | FEE TO REGIONS BANK<br>FOR THE PERIOD ENDING 09/30/2012<br>BASED ON<br>MARKET VALUE 449.90<br>DISCOUNT 112.48                           |                   | 337.42-        |            |                |
| <b>TOTAL EXPENSES</b>      |                                                                                                                                         | 0.00              | 337.42-        | 0.00       | 0.00           |
| <b>MISCELLANEOUS</b>       |                                                                                                                                         |                   |                |            |                |
|                            | <b>UNITED STATES TREASURY INFLATION<br/>INDEX BOND DTD 07/29/2011 .625%<br/>07/15/2021</b>                                              |                   |                |            |                |
| 10/09/12                   | TIPS INFLATION ADJUSTMENT 9.54<br>UNITS UNITED STATES TREASURY<br>INFLATION INDEX BOND DTD<br>07/29/2011 .625% 07/15/2021               |                   |                | 9.54       |                |
| 10/15/12                   | TIPS INFLATION ADJUSTMENT 4.55<br>UNITS UNITED STATES TREASURY<br>INFLATION INDEX BOND DTD<br>07/29/2011 .625% 07/15/2021               |                   |                | 4.55       |                |
| 10/19/12                   | TIPS INFLATION ADJUSTMENT 6.4<br>UNITS UNITED STATES TREASURY<br>INFLATION INDEX BOND DTD<br>07/29/2011 .625% 07/15/2021                |                   |                | 6.40       |                |
| 10/31/12                   | TIPS INFLATION ADJUSTMENT 8.2<br>UNITS UNITED STATES TREASURY<br>INFLATION INDEX BOND DTD<br>07/29/2011 .625% 07/15/2021                |                   |                | 8.20       |                |
| <b>TOTAL MISCELLANEOUS</b> |                                                                                                                                         | 0.00              | 0.00           | 28.69      | 0.00           |
| <b>ENDING BALANCE</b>      |                                                                                                                                         | 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<br>CASH | INCOME<br>CASH | COST     | GAIN /<br>LOSS |
|------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|----------|----------------|
| 11/20/12               | MORGAN STANLEY DTD 11/20/2009<br>4.2% 11/20/2014<br>INTEREST ON 4,000 UNITS MORGAN<br>STANLEY DTD 11/20/2009 4 2%<br>11/20/2014 PAYABLE 11/20/2012                                                                                           |                   | 84 00          |          |                |
| 11/15/12               | PRUDENTIAL FINANCIAL DTD<br>11/18/2010 4.5% 11/15/2020<br>INTEREST ON 2,000 UNITS<br>PRUDENTIAL FINANCIAL DTD<br>11/18/2010 4 5% 11/15/2020<br>PAYABLE 11/15/2012                                                                            |                   | 45 00          |          |                |
| 11/01/12               | TARGET CORP CALLABLE 5.375%<br>05/01/2017<br>INTEREST ON 2,000 UNITS TARGET<br>CORP CALLABLE 5 375% 05/01/2017<br>PAYABLE 11/01/2012                                                                                                         |                   | 53 75          |          |                |
| 11/13/12               | TEVA PHARMA FIN IV LLC DTD<br>11/10/2011 1.7% 11/10/2014<br>INTEREST ON 2,000 UNITS TEVA<br>PHARMA FIN IV LLC DTD 11/10/2011<br>1 7% 11/10/2014 PAYABLE<br>11/10/2012                                                                        |                   | 17.00          |          |                |
| 11/15/12               | UNITED STATES TREASURY N/B DTD<br>11/15/2010 2.625% 11/15/2020<br>INTEREST ON 6,000 UNITS UNITED<br>STATES TREASURY N/B DTD<br>11/15/2010 2 625% 11/15/2020<br>PAYABLE 11/15/2012                                                            |                   | 78 75          |          |                |
| 11/01/12               | REGIONS TRUST CASH SWEEP<br>INTEREST ON REGIONS TRUST CASH<br>SWEEP PAYABLE 11/01/2012                                                                                                                                                       |                   | 0 33           |          |                |
| TOTAL INTEREST-TAXABLE |                                                                                                                                                                                                                                              | 0.00              | 693.42         | 0.00     | 0.00           |
| CASH MANAGEMENT        |                                                                                                                                                                                                                                              |                   |                |          |                |
|                        | REGIONS TRUST CASH SWEEP<br>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<br>#G04774 DTD 10/01/2008 4.5%<br>01/01/2038<br>PAYMENT ON 1,475 UNITS FEDERAL<br>HOME LOAN MTG CORP POOL #G04774<br>DTD 10/01/2008 4 5% 01/01/2038<br>ORIGINAL FACE VALUE 5,000 00<br>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<br>CASH | INCOME<br>CASH | COST    | GAIN /<br>LOSS |
|----------|-----------------------------------------|-------------------|----------------|---------|----------------|
|          | <b>FEDERAL HOME LOAN MTG CORP POOL</b>  |                   |                |         |                |
|          | <b>#G04913 DTD 11/01/2008 5%</b>        |                   |                |         |                |
|          | <b>03/01/2038</b>                       |                   |                |         |                |
| 11/15/12 | PAYMENT ON 2,838 36 UNITS               | 140 48            |                | 151 59- | 11 11-         |
|          | <b>FEDERAL HOME LOAN MTG CORP POOL</b>  |                   |                |         |                |
|          | <b>#G04913 DTD 11/01/2008 5%</b>        |                   |                |         |                |
|          | <b>03/01/2038 ORIGINAL FACE VALUE</b>   |                   |                |         |                |
|          | 10,000 00 FHLMC PC GOLD                 |                   |                |         |                |
|          | COMB 30                                 |                   |                |         |                |
|          | <b>FEDERAL HOME LOAN MTG CORP POOL</b>  |                   |                |         |                |
|          | <b>#G08344 DTD 05/01/2009 4.5%</b>      |                   |                |         |                |
|          | <b>05/01/2039</b>                       |                   |                |         |                |
| 11/15/12 | PAYMENT ON 1,299 36 UNITS               | 65 50             |                | 69 51-  | 4 01-          |
|          | <b>FEDERAL HOME LOAN MTG CORP POOL</b>  |                   |                |         |                |
|          | <b>#G08344 DTD 05/01/2009 4 5%</b>      |                   |                |         |                |
|          | <b>05/01/2039 ORIGINAL FACE VALUE</b>   |                   |                |         |                |
|          | 3,000 00 FHLMC PC GOLD                  |                   |                |         |                |
|          | COMB 30                                 |                   |                |         |                |
|          | <b>FEDERAL HOME LOAN MTG CORP POOL</b>  |                   |                |         |                |
|          | <b>#G08463 DTD 10/01/2011 4%</b>        |                   |                |         |                |
|          | <b>10/01/2041</b>                       |                   |                |         |                |
| 11/15/12 | PAYMENT ON 1,296 24 UNITS               | 55 43             |                | 58 70-  | 3 27-          |
|          | <b>FEDERAL HOME LOAN MTG CORP POOL</b>  |                   |                |         |                |
|          | <b>#G08463 DTD 10/01/2011 4%</b>        |                   |                |         |                |
|          | <b>10/01/2041 ORIGINAL FACE VALUE</b>   |                   |                |         |                |
|          | 2,000 00 FHLMC PC GOLD                  |                   |                |         |                |
|          | COMB 30                                 |                   |                |         |                |
|          | <b>FEDERAL HOME LOAN MTG CORP POOL</b>  |                   |                |         |                |
|          | <b>#G18305 DTD 04/01/2009 4%</b>        |                   |                |         |                |
|          | <b>04/01/2024</b>                       |                   |                |         |                |
| 11/15/12 | PAYMENT ON 2,852 82 UNITS               | 159 33            |                | 168 54- | 9 21-          |
|          | <b>FEDERAL HOME LOAN MTG CORP POOL</b>  |                   |                |         |                |
|          | <b>#G18305 DTD 04/01/2009 4%</b>        |                   |                |         |                |
|          | <b>04/01/2024 ORIGINAL FACE VALUE</b>   |                   |                |         |                |
|          | 9,000 00 FHLMC PC GOLD                  |                   |                |         |                |
|          | COMB 15                                 |                   |                |         |                |
|          | <b>FEDERAL HOME LOAN MORTGAGE CORP</b>  |                   |                |         |                |
|          | <b>POOL #E02920 DTD 06/01/2011 3.5%</b> |                   |                |         |                |
|          | <b>06/01/2026</b>                       |                   |                |         |                |
| 11/15/12 | PAYMENT ON 3,007 33 UNITS               | 156 93            |                | 165 09- | 8 16-          |
|          | <b>FEDERAL HOME LOAN MORTGAGE CORP</b>  |                   |                |         |                |
|          | <b>POOL #E02920 DTD 06/01/2011 3 5%</b> |                   |                |         |                |
|          | <b>06/01/2026 ORIGINAL FACE VALUE</b>   |                   |                |         |                |
|          | 5,000 00 FHLMC PC GOLD                  |                   |                |         |                |
|          | CASH 15                                 |                   |                |         |                |
|          | <b>FEDERAL NATIONAL MORTGAGE ASSN</b>   |                   |                |         |                |
|          | <b>POOL #190391 DTD 08/01/2008 6%</b>   |                   |                |         |                |
|          | <b>09/01/2038</b>                       |                   |                |         |                |
| 11/26/12 | PAYMENT ON 10,080 35 UNITS              | 510 37            |                | 563 96- | 53 59-         |
|          | <b>FEDERAL NATIONAL MORTGAGE ASSN</b>   |                   |                |         |                |
|          | <b>POOL #190391 DTD 08/01/2008 6%</b>   |                   |                |         |                |
|          | <b>09/01/2038 ORIGINAL FACE VALUE</b>   |                   |                |         |                |
|          | 48,000 00 FNMA PASS-THRU LNG            |                   |                |         |                |
|          | 30 YEAR                                 |                   |                |         |                |

# ACCOUNT STATEMENT

PAGE 18

ACCOUNT NUMBER 1055003457

STATEMENT PERIOD NOVEMBER 01, 2012 THROUGH NOVEMBER 30, 2012

## DETAIL OF TRANSACTIONS ( CONTINUED )

| DATE     | DESCRIPTION                                                                                                                                                                  | PRINCIPAL<br>CASH | INCOME<br>CASH | COST    | GAIN /<br>LOSS |
|----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|---------|----------------|
|          | <b>FEDERAL NATIONAL MORTGAGE ASSN<br/>POOL #AJ5303 DTD 11/01/2011 4%<br/>11/01/2041</b>                                                                                      |                   |                |         |                |
| 11/26/12 | PAYMENT ON 1,595.8 UNITS FEDERAL<br>NATIONAL MORTGAGE ASSN POOL<br>#AJ5303 DTD 11/01/2011 4%<br>11/01/2041 ORIGINAL FACE VALUE<br>2,000.00 FNMA PASS-THRU LNG 30<br>YEAR     | 57.93             |                | 60.86-  | 2.93-          |
|          | <b>FEDERAL NATIONAL MORTGAGE ASSN<br/>POOL #889958 DTD 10/01/2008 5%<br/>10/01/2023</b>                                                                                      |                   |                |         |                |
| 11/26/12 | PAYMENT ON 4,236.74 UNITS<br>FEDERAL NATIONAL MORTGAGE ASSN<br>POOL #889958 DTD 10/01/2008 5%<br>10/01/2023 ORIGINAL FACE VALUE<br>21,000.00 FNMA PASS-THRU INT<br>15 YEAR   | 190.65            |                | 206.41- | 15.76-         |
|          | <b>FEDERAL NATIONAL MORTGAGE ASSN<br/>POOL #931409 DTD 06/01/2009 4%<br/>06/01/2024</b>                                                                                      |                   |                |         |                |
| 11/26/12 | PAYMENT ON 2,952.1 UNITS FEDERAL<br>NATIONAL MORTGAGE ASSN POOL<br>#931409 DTD 06/01/2009 4%<br>06/01/2024 ORIGINAL FACE VALUE<br>9,000.00 FNMA PASS-THRU INT 15<br>YEAR     | 114.38            |                | 121.48- | 7.10-          |
|          | <b>FEDERAL NATIONAL MORTGAGE ASSN<br/>POOL #985615 DTD 06/01/2008 5.5%<br/>04/01/2034</b>                                                                                    |                   |                |         |                |
| 11/26/12 | PAYMENT ON 1,312.42 UNITS<br>FEDERAL NATIONAL MORTGAGE ASSN<br>POOL #985615 DTD 06/01/2008 5.5%<br>04/01/2034 ORIGINAL FACE VALUE<br>9,000.00 FNMA PASS-THRU LNG 30<br>YEAR  | 78.32             |                | 85.97-  | 7.65-          |
|          | <b>FEDERAL NATIONAL MORTGAGE ASSN<br/>POOL #995627 DTD 03/01/2009 5%<br/>02/01/2039</b>                                                                                      |                   |                |         |                |
| 11/26/12 | PAYMENT ON 2,994.38 UNITS<br>FEDERAL NATIONAL MORTGAGE ASSN<br>POOL #995627 DTD 03/01/2009 5%<br>02/01/2039 ORIGINAL FACE VALUE<br>9,000.00 FNMA PASS-THRU LNG 30<br>YEAR    | 118.71            |                | 129.36- | 10.65-         |
|          | <b>FEDERAL NATIONAL MORTGAGE ASSN<br/>POOL # AD6432 DTD 06/01/2010<br/>4.5% 06/01/2040</b>                                                                                   |                   |                |         |                |
| 11/26/12 | PAYMENT ON 1,645.25 UNITS<br>FEDERAL NATIONAL MORTGAGE ASSN<br>POOL # AD6432 DTD 06/01/2010<br>4.5% 06/01/2040 ORIGINAL FACE<br>VALUE 3,000.00 FNMA PASS-THRU<br>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<br>CASH | INCOME<br>CASH | COST      | GAIN /<br>LOSS |
|----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|-----------|----------------|
|          | <b>FEDERAL NATIONAL MORTGAGE ASSN<br/>POOL #AE0207 DTD 07/01/2010 4.5%<br/>11/01/2033</b>                                                                                   |                   |                |           |                |
| 11/26/12 | PAYMENT ON 1,385 5 UNITS FEDERAL<br>NATIONAL MORTGAGE ASSN POOL<br>#AE0207 DTD 07/01/2010 4 5%<br>11/01/2033 ORIGINAL FACE VALUE<br>3,000 00 FNMA PASS-THRU LNG 30<br>YEAR  | 60 10             |                | 64 65-    | 4 55-          |
|          | <b>FEDERAL NATIONAL MORTGAGE ASSN<br/>POOL #AE3895 DTD 10/01/2010 3.5%<br/>11/01/2025</b>                                                                                   |                   |                |           |                |
| 11/26/12 | PAYMENT ON 3,148 59 UNITS<br>FEDERAL NATIONAL MORTGAGE ASSN<br>POOL #AE3895 DTD 10/01/2010 3 5%<br>11/01/2025 ORIGINAL FACE VALUE<br>5,000 00 FNMA PASS-THRU INT 15<br>YEAR | 171 60            |                | 180 18-   | 8 58-          |
|          | <b>PRAXAIR INC</b>                                                                                                                                                          |                   |                |           |                |
| 11/21/12 | SOLD 55 SHS PRAXAIR INC ON<br>11/16/2012 AT 104 3826 THRU<br>CONVERGEX COMMISSIONS PAID 2 20<br>EXPENSES PAID 0 13                                                          | 5,738 71          |                | 6,033 91- | 295 20-        |

|                    |                 |             |                  |                |
|--------------------|-----------------|-------------|------------------|----------------|
| <b>TOTAL SALES</b> | <b>7,768 48</b> | <b>0.00</b> | <b>8,220.87-</b> | <b>452.39-</b> |
|--------------------|-----------------|-------------|------------------|----------------|

**BUYS**

|          |                                                                                                        |           |  |          |  |
|----------|--------------------------------------------------------------------------------------------------------|-----------|--|----------|--|
|          | <b>WELLS FARGO &amp; CO</b>                                                                            |           |  |          |  |
| 11/21/12 | PURCHASED 185 SHS WELLS FARGO &<br>CO ON 11/16/2012 AT 31 9963 THRU<br>CONVERGEX COMMISSIONS PAID 7 40 | 5,926 72- |  | 5,926 72 |  |

|                   |                  |             |                 |             |
|-------------------|------------------|-------------|-----------------|-------------|
| <b>TOTAL BUYS</b> | <b>5,926.72-</b> | <b>0.00</b> | <b>5,926.72</b> | <b>0.00</b> |
|-------------------|------------------|-------------|-----------------|-------------|

**EXPENSES**

|          |                                                                                                                           |  |         |  |  |
|----------|---------------------------------------------------------------------------------------------------------------------------|--|---------|--|--|
| 11/13/12 | FEE TO REGIONS BANK<br>FOR THE PERIOD ENDING 10/31/2012<br>BASED ON<br>MARKET VALUE _____ 463 30<br>DISCOUNT _____ 115 82 |  | 347 48- |  |  |
|----------|---------------------------------------------------------------------------------------------------------------------------|--|---------|--|--|

|                       |             |                |             |             |
|-----------------------|-------------|----------------|-------------|-------------|
| <b>TOTAL EXPENSES</b> | <b>0.00</b> | <b>347 48-</b> | <b>0.00</b> | <b>0.00</b> |
|-----------------------|-------------|----------------|-------------|-------------|

**MISCELLANEOUS**

|          |                                                                                                                            |  |  |       |  |
|----------|----------------------------------------------------------------------------------------------------------------------------|--|--|-------|--|
|          | <b>UNITED STATES TREASURY INFLATION<br/>INDEX BOND DTD 07/29/2011 .625%<br/>07/15/2021</b>                                 |  |  |       |  |
| 11/08/12 | TIPS INFLATION ADJUSTMENT 10 05<br>UNITS UNITED STATES TREASURY<br>INFLATION INDEX BOND DTD<br>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<br>CASH | INCOME<br>CASH | COST       | GAIN /<br>LOSS |
|----------------------------|--------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|------------|----------------|
| 11/14/12                   | TIPS INFLATION ADJUSTMENT 1 5<br>UNITS UNITED STATES TREASURY<br>INFLATION INDEX BOND DTD<br>07/29/2011 625% 07/15/2021  |                   |                | 1 50       |                |
| 11/30/12                   | TIPS INFLATION ADJUSTMENT 11 4<br>UNITS UNITED STATES TREASURY<br>INFLATION INDEX BOND DTD<br>07/29/2011 625% 07/15/2021 |                   |                | 11 40      |                |
| <b>TOTAL MISCELLANEOUS</b> |                                                                                                                          | 0.00              | 0.00           | 22.95      | 0.00           |
| <b>ENDING BALANCE</b>      |                                                                                                                          | 0.00              | 0.00           | 502,876.38 | 452.39-        |

## REPORT OF TRADES PENDING SETTLEMENT AFTER MONTH END

| SETTLEMENT<br>DATE     | SHARES/<br>PAR | DESCRIPTION                                                                                                                                                                                                                     | COST       | TRANSACTION<br>AMOUNT |
|------------------------|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----------------------|
| <b>PURCHASES</b>       |                |                                                                                                                                                                                                                                 |            |                       |
| 12/05/2012             | 1,000 000      | <b>CHEVRON CORP CALLABLE DTD<br/>12/05/2012 1.104%<br/>12/05/2017-2017</b><br>PURCHASED 1,000 UNITS CHEVRON<br>CORP CALLABLE DTD 12/05/2012<br>1.104% 12/05/2017-2017 ON<br>11/29/2012 AT 100 00 THRU MORGAN<br>STANLEY         | 1,000 00   | (1,000 00)            |
| 12/05/2012             | 1,000 000      | <b>CHEVRON CORP CALLABLE DTD<br/>12/05/2012 1.104%<br/>12/05/2017-2017</b><br>PURCHASED 1,000 UNITS CHEVRON<br>CORP CALLABLE DTD 12/05/2012<br>1 104% 12/05/2017-2017 ON<br>11/29/2012 AT 100 637 THRU<br>MORGAN STANLEY DW INC | 1,006 37   | (1,006 37)            |
| 12/04/2012             | 1,000 000      | <b>UNITED STATES TREASURY N/B DTD<br/>01/18/2011 1% 01/15/2014</b><br>PURCHASED 1,000 UNITS UNITED<br>STATES TREASURY N/B DTD<br>01/18/2011 1% 01/15/2014 ON<br>11/29/2012 AT 100 875 THRU<br>MORGAN STANLEY                    | 1,008 75   | (1,012 61)            |
| <b>TOTAL PURCHASES</b> |                |                                                                                                                                                                                                                                 | 3,015.12   | (3,018.98)            |
| <b>SALES</b>           |                |                                                                                                                                                                                                                                 |            |                       |
| 12/04/2012             | 3,000 000      | <b>CITIGROUP INC FDIC GUARANTEED<br/>DTD 08/06/2009 2.25% 12/10/2012</b><br>SOLD 3,000 UNITS CITIGROUP INC<br>FDIC GUARANTEED DTD 08/06/2009<br>2 25% 12/10/2012 ON 11/29/2012<br>AT 100 0342 THRU G X CLARKE AND<br>COMPANY    | (3,040 41) | 3,033 66              |

ACCOUNT NUMBER **1055003457**

STATEMENT PERIOD DECEMBER 01, 2012 THROUGH DECEMBER 31, 2012

**DETAIL OF TRANSACTIONS ( CONTINUED )**

| DATE     | DESCRIPTION                                                                                                                                                                                                                                        | PRINCIPAL<br>CASH | INCOME<br>CASH | COST       | GAIN /<br>LOSS |
|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|------------|----------------|
| 12/03/12 | REGIONS TRUST CASH SWEEP<br>INTEREST ON REGIONS TRUST CASH<br>SWEEP PAYABLE 12/01/2012                                                                                                                                                             |                   | 0 36           |            |                |
|          | <b>TOTAL INTEREST-TAXABLE</b>                                                                                                                                                                                                                      | 0.00              | 532.25         | 0.00       | 0.00           |
|          | <b>CASH MANAGEMENT</b>                                                                                                                                                                                                                             |                   |                |            |                |
|          | REGIONS TRUST CASH SWEEP<br>NET CASH MANAGEMENT                                                                                                                                                                                                    | 15,103 78         | 1,748 87-      | 13,354 91- |                |
|          | <b>TOTAL CASH MANAGEMENT</b>                                                                                                                                                                                                                       | 15,103.78         | 1,748.87-      | 13,354.91- | 0.00           |
|          | <b>SALES</b>                                                                                                                                                                                                                                       |                   |                |            |                |
| 12/04/12 | CITIGROUP INC FDIC GUARANTEED<br>DTD 08/06/2009 2.25% 12/10/2012<br>SOLD 3,000 UNITS CITIGROUP INC<br>FDIC GUARANTEED DTD 08/06/2009<br>2 25% 12/10/2012 ON 11/29/2012<br>AT 100 0342 THRU G X CLARKE AND<br>COMPANY                               | 3,001 03          |                | 3,040 41-  | 39 38-         |
| 12/17/12 | FEDERAL HOME LOAN MTG CORP POOL<br>#G04774 DTD 10/01/2008 4.5%<br>01/01/2038<br>PAYMENT ON 1,394 75 UNITS<br>FEDERAL HOME LOAN MTG CORP POOL<br>#G04774 DTD 10/01/2008 4 5%<br>01/01/2038 ORIGINAL FACE VALUE<br>5,000 00 FHLMC PC GOLD<br>COMB 30 | 66 07             |                | 71 06-     | 4 99-          |
| 12/17/12 | FEDERAL HOME LOAN MTG CORP POOL<br>#G04913 DTD 11/01/2008 5%<br>03/01/2038<br>PAYMENT ON 2,697 88 UNITS<br>FEDERAL HOME LOAN MTG CORP POOL<br>#G04913 DTD 11/01/2008 5%<br>03/01/2038 ORIGINAL FACE VALUE<br>10,000 00 FHLMC PC GOLD<br>COMB 30    | 125 09            |                | 134 98-    | 9 89-          |
| 12/17/12 | FEDERAL HOME LOAN MTG CORP POOL<br>#G08344 DTD 05/01/2009 4.5%<br>05/01/2039<br>PAYMENT ON 1,233 86 UNITS<br>FEDERAL HOME LOAN MTG CORP POOL<br>#G08344 DTD 05/01/2009 4 5%<br>05/01/2039 ORIGINAL FACE VALUE<br>3,000 00 FHLMC PC GOLD<br>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<br>CASH | INCOME<br>CASH | COST    | GAIN /<br>LOSS |
|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|---------|----------------|
|          | <b>FEDERAL HOME LOAN MTG CORP POOL</b><br><b>#G08463 DTD 10/01/2011 4%</b><br><b>10/01/2041</b>                                                                            |                   |                |         |                |
| 12/17/12 | PAYMENT ON 1,240 81 UNITS<br>FEDERAL HOME LOAN MTG CORP POOL<br>#G08463 DTD 10/01/2011 4%<br>10/01/2041 ORIGINAL FACE VALUE<br>2,000 00 FHLMC PC GOLD<br>COMB 30           | 64 57             |                | 68 38-  | 3 81-          |
|          | <b>FEDERAL HOME LOAN MTG CORP POOL</b><br><b>#G18305 DTD 04/01/2009 4%</b><br><b>04/01/2024</b>                                                                            |                   |                |         |                |
| 12/17/12 | PAYMENT ON 2,693 49 UNITS<br>FEDERAL HOME LOAN MTG CORP POOL<br>#G18305 DTD 04/01/2009 4%<br>04/01/2024 ORIGINAL FACE VALUE<br>9,000 00 FHLMC PC GOLD<br>COMB 15           | 134 91            |                | 142 71- | 7 80-          |
|          | <b>FEDERAL HOME LOAN MORTGAGE CORP</b><br><b>POOL #E02920 DTD 06/01/2011 3.5%</b><br><b>06/01/2026</b>                                                                     |                   |                |         |                |
| 12/17/12 | PAYMENT ON 2,850 4 UNITS FEDERAL<br>HOME LOAN MORTGAGE CORP POOL<br>#E02920 DTD 06/01/2011 3 5%<br>06/01/2026 ORIGINAL FACE VALUE<br>5,000 00 FHLMC PC GOLD<br>CASH 15     | 137 36            |                | 144 51- | 7 15-          |
|          | <b>FEDERAL NATIONAL MORTGAGE ASSN</b><br><b>POOL #190391 DTD 08/01/2008 6%</b><br><b>09/01/2038</b>                                                                        |                   |                |         |                |
| 12/26/12 | PAYMENT ON 9,569 98 UNITS<br>FEDERAL NATIONAL MORTGAGE ASSN<br>POOL #190391 DTD 08/01/2008 6%<br>09/01/2038 ORIGINAL FACE VALUE<br>48,000 00 FNMA PASS-THRU LNG<br>30 YEAR | 478 99            |                | 529 28- | 50 29-         |
|          | <b>FEDERAL NATIONAL MORTGAGE ASSN</b><br><b>POOL #AJ5303 DTD 11/01/2011 4%</b><br><b>11/01/2041</b>                                                                        |                   |                |         |                |
| 12/26/12 | PAYMENT ON 1,537 87 UNITS<br>FEDERAL NATIONAL MORTGAGE ASSN<br>POOL #AJ5303 DTD 11/01/2011 4%<br>11/01/2041 ORIGINAL FACE VALUE<br>2,000 00 FNMA PASS-THRU LNG 30<br>YEAR  | 59 18             |                | 62 18-  | 3 00-          |
|          | <b>FEDERAL NATIONAL MORTGAGE ASSN</b><br><b>POOL #889958 DTD 10/01/2008 5%</b><br><b>10/01/2023</b>                                                                        |                   |                |         |                |
| 12/26/12 | PAYMENT ON 4,046 09 UNITS<br>FEDERAL NATIONAL MORTGAGE ASSN<br>POOL #889958 DTD 10/01/2008 5%<br>10/01/2023 ORIGINAL FACE VALUE<br>21,000.00 FNMA PASS-THRU INT<br>15 YEAR | 181 52            |                | 196 52- | 15 00-         |

ACCOUNT NUMBER: **1055003457**

STATEMENT PERIOD DECEMBER 01, 2012 THROUGH DECEMBER 31, 2012

**DETAIL OF TRANSACTIONS ( CONTINUED )**

| DATE     | DESCRIPTION                                                                                                                                                                  | PRINCIPAL<br>CASH | INCOME<br>CASH | COST    | GAIN /<br>LOSS |
|----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|---------|----------------|
|          | <b>FEDERAL NATIONAL MORTGAGE ASSN<br/>POOL #931409 DTD 06/01/2009 4%<br/>06/01/2024</b>                                                                                      |                   |                |         |                |
| 12/26/12 | PAYMENT ON 2,837 72 UNITS<br>FEDERAL NATIONAL MORTGAGE ASSN<br>POOL #931409 DTD 06/01/2009 4%<br>06/01/2024 ORIGINAL FACE VALUE<br>9,000 00 FNMA PASS-THRU INT 15<br>YEAR    | 120 26            |                | 127.72- | 7 46-          |
|          | <b>FEDERAL NATIONAL MORTGAGE ASSN<br/>POOL #985615 DTD 06/01/2008 5.5%<br/>04/01/2034</b>                                                                                    |                   |                |         |                |
| 12/26/12 | PAYMENT ON 1,234 1 UNITS FEDERAL<br>NATIONAL MORTGAGE ASSN POOL<br>#985615 DTD 06/01/2008 5 5%<br>04/01/2034 ORIGINAL FACE VALUE<br>9,000 00 FNMA PASS-THRU LNG 30<br>YEAR   | 66 66             |                | 73 17-  | 6 51-          |
|          | <b>FEDERAL NATIONAL MORTGAGE ASSN<br/>POOL #995627 DTD 03/01/2009 5%<br/>02/01/2039</b>                                                                                      |                   |                |         |                |
| 12/26/12 | PAYMENT ON 2,875 67 UNITS<br>FEDERAL NATIONAL MORTGAGE ASSN<br>POOL #995627 DTD 03/01/2009 5%<br>02/01/2039 ORIGINAL FACE VALUE<br>9,000 00 FNMA PASS-THRU LNG 30<br>YEAR    | 118 39            |                | 129 01- | 10 62-         |
|          | <b>FEDERAL NATIONAL MORTGAGE ASSN<br/>POOL # AD6432 DTD 06/01/2010<br/>4.5% 06/01/2040</b>                                                                                   |                   |                |         |                |
| 12/26/12 | PAYMENT ON 1,575 46 UNITS<br>FEDERAL NATIONAL MORTGAGE ASSN<br>POOL # AD6432 DTD 06/01/2010<br>4.5% 06/01/2040 ORIGINAL FACE<br>VALUE 3,000 00 FNMA PASS-THRU<br>LNG 30 YEAR | 60 41             |                | 64 36-  | 3 95-          |
|          | <b>FEDERAL NATIONAL MORTGAGE ASSN<br/>POOL #AE0207 DTD 07/01/2010 4.5%<br/>11/01/2033</b>                                                                                    |                   |                |         |                |
| 12/26/12 | PAYMENT ON 1,325 4 UNITS FEDERAL<br>NATIONAL MORTGAGE ASSN POOL<br>#AE0207 DTD 07/01/2010 4 5%<br>11/01/2033 ORIGINAL FACE VALUE<br>3,000 00 FNMA PASS-THRU LNG 30<br>YEAR   | 56 35             |                | 60 61-  | 4 26-          |
|          | <b>FEDERAL NATIONAL MORTGAGE ASSN<br/>POOL #AE3895 DTD 10/01/2010 3.5%<br/>11/01/2025</b>                                                                                    |                   |                |         |                |
| 12/26/12 | PAYMENT ON 2,976 99 UNITS<br>FEDERAL NATIONAL MORTGAGE ASSN<br>POOL #AE3895 DTD 10/01/2010 3 5%<br>11/01/2025 ORIGINAL FACE VALUE<br>5,000 00 FNMA PASS-THRU INT 15<br>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<br>CASH | INCOME<br>CASH | COST       | GAIN /<br>LOSS |
|--------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|------------|----------------|
| 12/27/12           | <b>LEGGETT &amp; PLATT INC</b><br>SOLD 130 SHS LEGGETT & PLATT INC<br>ON 12/21/2012 AT 27 19 THRU<br>GOLDMAN SACHS EXECUTION/CLEARING<br>COMMISSIONS PAID 7 80 EXPENSES<br>PAID 0 08                                | 3,526 82          |                | 2,943.34-  | 583 48         |
| 12/27/12           | <b>NORFOLK SOUTHERN CORP</b><br>SOLD 85 SHS NORFOLK SOUTHERN<br>CORP ON 12/21/2012 AT 62 25 THRU<br>GOLDMAN SACHS EXECUTION/CLEARING<br>COMMISSIONS PAID 5 10 EXPENSES<br>PAID 0 12                                 | 5,286 03          |                | 5,827.51-  | 541 48-        |
| 12/26/12           | <b>SCHLUMBERGER LTD</b><br>SOLD 90 SHS SCHLUMBERGER LTD ON<br>12/20/2012 AT 71 11 THRU<br>INSTINET CORPORATION COMMISSIONS<br>PAID 5 40 EXPENSES PAID 0 15                                                          | 6,394 35          |                | 6,410 64-  | 16 29-         |
| 12/12/12           | <b>UNITED STATES TREASURY N/B DTD<br/>08/16/2010 .75% 08/15/2013</b><br>SOLD 8,000 UNITS UNITED STATES<br>TREASURY N/B DTD 08/16/2010 75%<br>08/15/2013 ON 12/11/2012 AT<br>100 3984 THRU G X CLARKE AND<br>COMPANY | 8,031 87          |                | 8,049 69-  | 17 82-         |
| 12/13/12           | SOLD 2,000 UNITS UNITED STATES<br>TREASURY N/B DTD 08/16/2010 75%<br>08/15/2013 ON 12/10/2012 AT<br>100 3906 THRU G X CLARKE AND<br>COMPANY                                                                         | 2,007 81          |                | 2,012 42-  | 4 61-          |
| 12/12/12           | <b>UNITED STATES TREASURY N/B DTD<br/>01/18/2011 1% 01/15/2014</b><br>SOLD 13,000 UNITS UNITED STATES<br>TREASURY N/B DTD 01/18/2011 1%<br>01/15/2014 ON 12/11/2012 AT<br>100 8633 THRU FTN FINANCIAL<br>SECURITIES | 13,112 23         |                | 13,147 09- | 34 86-         |
| <b>TOTAL SALES</b> |                                                                                                                                                                                                                     | 43,188.12         | 0.00           | 43,402.45- | 214.33-        |
| <b>BUYS</b>        |                                                                                                                                                                                                                     |                   |                |            |                |
| 12/26/12           | <b>AT&amp;T INC</b><br>PURCHASED 45 SHS AT&T INC ON<br>12/20/2012 AT 34 16 THRU<br>INSTINET CORPORATION COMMISSIONS<br>PAID 0 90                                                                                    | 513 30-           |                | 513 30     |                |
| 12/26/12           | <b>APPLE INC</b><br>PURCHASED 15 SHS APPLE INC ON<br>12/20/2012 AT 521 75 THRU<br>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<br>CASH | INCOME<br>CASH | COST      | GAIN /<br>LOSS |
|-----------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|-----------|----------------|
| 12/26/12              | <b>PHILIP MORRIS INTERNATIONAL INC</b><br>PURCHASED 10 SHS PHILIP MORRIS<br>INTERNATIONAL INC ON 12/20/2012<br>AT 85 45 THRU CONVERGEX<br>COMMISSIONS PAID 0 60                                                                  | 855 10-           |                | 855 10    |                |
| 12/26/12              | <b>SPECTRA ENERGY CORP</b><br>PURCHASED 25 SHS SPECTRA ENERGY<br>CORP ON 12/20/2012 AT 27 79 THRU<br>INSTINET CORPORATION COMMISSIONS<br>PAID 1 50                                                                               | 696 25-           |                | 696 25    |                |
| 12/12/12              | <b>UNITED STATES TREASURY DTD</b><br><b>11/30/2010 1.375% 11/30/2015</b><br>PURCHASED 21,000 UNITS UNITED<br>STATES TREASURY DTD 11/30/2010<br>1 375% 11/30/2015 ON 12/11/2012<br>AT 103 0841 THRU CANTOR CLEARING<br>SERV       | 21,647 66-        |                | 21,647 66 |                |
| 12/04/12              | <b>UNITED STATES TREASURY N/B DTD</b><br><b>01/18/2011 1% 01/15/2014</b><br>PURCHASED 1,000 UNITS UNITED<br>STATES TREASURY N/B DTD<br>01/18/2011 1% 01/15/2014 ON<br>11/29/2012 AT 100 875 THRU<br>MORGAN STANLEY               | 1,008 75-         |                | 1,008 75  |                |
| 12/26/12              | <b>VERIZON COMMUNICATIONS</b><br>PURCHASED 15 SHS VERIZON<br>COMMUNICATIONS ON 12/20/2012 AT<br>43 81 THRU INSTINET CORPORATION<br>COMMISSIONS PAID 0 90                                                                         | 658 05-           |                | 658 05    |                |
| <b>TOTAL BUYS</b>     |                                                                                                                                                                                                                                  | 58,291.90-        | 0.00           | 58,291.90 | 0.00           |
| <b>EXPENSES</b>       |                                                                                                                                                                                                                                  |                   |                |           |                |
| 12/12/12              | FEE TO REGIONS BANK<br>FOR THE PERIOD ENDING 11/30/2012<br>BASED ON<br>MARKET VALUE 450 66<br>DISCOUNT 112 66                                                                                                                    |                   | 338.00-        |           |                |
| <b>TOTAL EXPENSES</b> |                                                                                                                                                                                                                                  | 0.00              | 338.00-        | 0.00      | 0.00           |
| <b>MISCELLANEOUS</b>  |                                                                                                                                                                                                                                  |                   |                |           |                |
| 12/07/12              | <b>UNITED STATES TREASURY INFLATION</b><br><b>INDEX BOND DTD 07/29/2011 .625%</b><br><b>07/15/2021</b><br>TIPS INFLATION ADJUSTMENT 05<br>UNITS UNITED STATES TREASURY<br>INFLATION INDEX BOND DTD<br>07/29/2011 625% 07/15/2021 |                   |                | 0 05      |                |

ACCOUNT NUMBER **1055003457**

STATEMENT PERIOD DECEMBER 01, 2012 THROUGH DECEMBER 31, 2012

**DETAIL OF TRANSACTIONS ( CONTINUED )**

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

**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 CI I      |            |           |                                     |            |           |              |           |
| 03-29-12                            |            |           |                                     |            |           |              |           |
| 02-11-11                            | 03-29-12   | 1,153 431 | AQR Diversified Arbitrage CI 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 CI I        |            |           |                                     |            |           |              |           |
| 03-29-12                            |            |           |                                     |            |           |              |           |
| 02-11-11                            | 03-29-12   | 1,242 170 | Absolute Strategies Fds CI 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      |           |

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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   | 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           |
|                                                   |            | <u>612.531</u>   |                                            | <u>17,096.81</u>  | <u>17,475.00</u> | <u>18.10</u>     | <u>360.09</u>    |
|                                                   |            | 1,225.785        |                                            | 34,549.23         | 34,523.00        | -386.32          | 360.09           |
| <b>Fairholme Fund</b>                             |            |                  |                                            |                   |                  |                  |                  |
| 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          |
|                                                   |            | <u>1,180.197</u> |                                            | <u>36,391.23</u>  | <u>34,272.00</u> |                  | <u>-2,119.23</u> |
| <b>Growth Fund American Inc. CL F2 Shs</b>        |            |                  |                                            |                   |                  |                  |                  |
| 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           |
|                                                   |            | <u>2,352.140</u> |                                            | <u>47,648.39</u>  | <u>77,031.11</u> |                  | <u>29,382.72</u> |
|                                                   |            | 2,352.140        |                                            | 47,648.39         | 77,031.11        |                  | 29,382.72        |
| <b>Hussman Strategic Growth</b>                   |            |                  |                                            |                   |                  |                  |                  |
| 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          |                  |
|                                                   |            | <u>8,625.703</u> |                                            | <u>101,997.61</u> | <u>98,653.04</u> | <u>-505.89</u>   | <u>-2,838.68</u> |
|                                                   |            | 8,625.703        |                                            | 101,997.61        | 98,653.04        | -505.89          | -2,838.68        |
| <b>Ivy Global Natural Resources I</b>             |            |                  |                                            |                   |                  |                  |                  |
| 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        |                  |
|                                                   |            | <u>3,900.676</u> |                                            | <u>73,956.08</u>  | <u>64,765.23</u> | <u>-4,355.24</u> | <u>-4,835.61</u> |
|                                                   |            | 3,900.676        |                                            | 73,956.08         | 64,765.23        | -4,355.24        | -4,835.61        |
| <b>Lazard Emerging Markets Equity Blend Instl</b> |            |                  |                                            |                   |                  |                  |                  |
| 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        |
|                                                   |            | <u>2,833.638</u> |                                            | <u>33,498.91</u>  | <u>30,975.00</u> |                  | <u>-2,523.91</u> |
| <b>Lazard Emerging Markets Equity Instl</b>       |            |                  |                                            |                   |                  |                  |                  |
| 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          |
|                                                   |            | <u>1,117.032</u> |                                            | <u>21,599.72</u>  | <u>20,897.00</u> |                  | <u>-702.72</u>   |
| <b>Leuthold Asset Allocation Instl.</b>           |            |                  |                                            |                   |                  |                  |                  |
| 08-06-12                                          |            |                  |                                            |                   |                  |                  |                  |
| 02-11-11                                          | 08-06-12   | 1,425.656        | Leuthold Asset Allocation Instl            | 15,386.46         | 14,645.00        |                  | -741.46          |

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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                                 |            |            |                                   |            |            |              |           |
| 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 |
| <b>Marketfield Fund CI I</b>             |            |            |                                   |            |            |              |           |
| 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       |           |
| <b>MutualHedge Frontier Legends CL I</b> |            |            |                                   |            |            |              |           |
| 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   |
| <b>PIMCO All-Asset Instl.</b>            |            |            |                                   |            |            |              |           |
| 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    |
| <b>PIMCO Short-Term Fd Inst</b>          |            |            |                                   |            |            |              |           |
| 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       |           |
| <b>PIMCO Total Return Inst.</b>          |            |            |                                   |            |            |              |           |
| 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 |
| <b>Royce Pennsylvania Mutual Fund</b>    |            |            |                                   |            |            |              |           |
| 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      |           |
| <b>Selected American Shares D</b>        |            |            |                                   |            |            |              |           |
| 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 |
| <b>Sterling Capital Special Opp Fund</b> |            |            |                                   |            |            |              |           |
| 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      |           |
| <b>Thornburg Intl Value Inst.</b>        |            |            |                                   |            |            |              |           |
| 08-03-12                                 |            |            |                                   |            |            |              |           |
| 03-29-12                                 | 08-03-12   | 494.594    | Thornburg Intl Value Inst         | 13,410.81  | 12,874.00  | -536.81      |           |

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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           | Thornburg Intl Value Inst    | 18,489.63           | 18,475.00           | -14.63           |                   |
|                                     |            | <u>1,176.496</u>  |                              | <u>31,900.44</u>    | <u>31,349.00</u>    | <u>-551.44</u>   |                   |
| <b>Vanguard MSCI EAFE ETF</b>       |            |                   |                              |                     |                     |                  |                   |
| 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           | Vanguard MSCI EAFE ETF       | 20,197.27           | 20,157.80           | -39.47           |                   |
|                                     |            | <u>974.000</u>    |                              | <u>32,786.90</u>    | <u>32,203.35</u>    | <u>-583.55</u>   |                   |
| <b>Vanguard Russell 2000 ETF</b>    |            |                   |                              |                     |                     |                  |                   |
| 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            | Vanguard Russell 2000 ETF    | 4,276.64            | 4,183.86            | -92.78           |                   |
|                                     |            | <u>275.000</u>    |                              | <u>18,093.47</u>    | <u>17,700.93</u>    | <u>-392.54</u>   |                   |
|                                     |            | <u>465.000</u>    |                              | <u>30,594.42</u>    | <u>29,620.48</u>    | <u>-973.94</u>   |                   |
| <b>William Blair Int'l Growth N</b> |            |                   |                              |                     |                     |                  |                   |
| 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           | William Blair Int'l Growth N | 4,961.93            | 8,107.69            |                  | 3,145.76          |
|                                     |            | <u>4,395.607</u>  |                              | <u>95,923.08</u>    | <u>93,011.04</u>    |                  | <u>-2,912.04</u>  |
|                                     |            | <u>4,395.607</u>  |                              | <u>95,923.08</u>    | <u>93,011.04</u>    |                  | <u>-2,912.04</u>  |
| <b>TOTAL GAINS</b>                  |            |                   |                              |                     |                     | <b>2,192.89</b>  | <b>62,149.52</b>  |
| <b>TOTAL LOSSES</b>                 |            |                   |                              |                     |                     | <b>-8,817.72</b> | <b>-26,745.73</b> |
|                                     |            | <b>93,231.916</b> |                              | <b>1,362,445.99</b> | <b>1,391,224.94</b> | <b>-6,624.84</b> | <b>35,403.78</b>  |
| <b>TOTAL REALIZED GAIN/LOSS</b>     |            | <b>28,778.95</b>  |                              |                     |                     |                  |                   |

**Note: Do not use the information on this report for James All Seasons, James 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 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       |           |
| 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. Report generated at 12:31 PM on 12/12/2012. 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 James All-Seasons, James 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           |
|                                          |            | <u>460.000</u>    |                                   | <u>12,156.53</u>  | <u>12,664.69</u>  | <u>-271.86</u>   | <u>780.02</u>    |
|                                          |            | 460.000           |                                   | 12,156.53         | 12,664.69         | -271.86          | 780.02           |
| <b>Sterling Capital Special Opp Fund</b> |            |                   |                                   |                   |                   | 271.86 -         | 2,470.11         |
| 08-03-12                                 |            |                   |                                   |                   |                   |                  | 45 01            |
| 03-29-12                                 | 08-03-12   | 725 458           | Sterling Capital Special Opp Fund | 13,790 36         |                   | -271.86 *        | 450 88           |
|                                          |            | <u>725.458</u>    |                                   | <u>13,790.36</u>  |                   |                  | <u>284 05</u>    |
|                                          |            |                   |                                   |                   |                   |                  | 3,250.21         |
| <b>Thornburg Intl Value Inst.</b>        |            |                   |                                   |                   |                   | 8,690.26 -       | 37,544.01        |
| 08-03-12                                 |            |                   |                                   |                   |                   |                  | 3,250.21         |
| 03-29-12                                 | 08-03-12   | 494 594           | Thornburg Intl Value Inst         | 13,410 81         |                   | 271.86 -         |                  |
|                                          |            | <u>494.594</u>    |                                   | <u>13,410.81</u>  |                   |                  | <u>40,794.21</u> |
|                                          |            |                   |                                   |                   |                   |                  |                  |
| <b>Vanguard MSCI EAFE ETF</b>            |            |                   |                                   |                   |                   | -8,962.12 *      |                  |
| 08-03-12                                 |            |                   |                                   |                   |                   |                  |                  |
| 03-29-12                                 | 08-03-12   | 374 000           | Vanguard MSCI EAFE ETF            | 12,589 63         | 12,045 55         | -544 08          |                  |
|                                          |            | <u>374.000</u>    |                                   | <u>12,589 63</u>  | <u>12,045.55</u>  | <u>-544.08</u>   |                  |
|                                          |            |                   |                                   |                   |                   |                  |                  |
| <b>Vanguard Russell 2000 ETF</b>         |            |                   |                                   |                   |                   |                  |                  |
| 08-03-12                                 |            |                   |                                   |                   |                   |                  |                  |
| 03-29-12                                 | 08-03-12   | 190 000           | Vanguard Russell 2000 ETF         | 12,500 95         | 11,919 55         | -581 40          |                  |
|                                          |            | <u>190.000</u>    |                                   | <u>12,500.95</u>  | <u>11,919.55</u>  | <u>-581.40</u>   |                  |
|                                          |            |                   |                                   |                   |                   |                  |                  |
| <b>TOTAL GAINS</b>                       |            |                   |                                   |                   |                   | 970.31           | 5,410.25         |
| <b>TOTAL LOSSES</b>                      |            |                   |                                   |                   |                   | -7,429 68        | -8,739 46        |
|                                          |            | <u>42,447.410</u> |                                   | <u>553,268.90</u> | <u>543,480.33</u> | <u>-6,459.37</u> | <u>-3,329.20</u> |
|                                          |            |                   |                                   |                   |                   |                  |                  |
| <b>TOTAL REALIZED GAIN/LOSS</b>          |            |                   |                                   |                   |                   |                  |                  |
|                                          |            | -9,788 57         |                                   |                   |                   |                  |                  |

**Note: Do not use the information on this report for tax purposes. Report generated at 10 03 AM on 9/13/2012. Opportunity Portfolio, Aspen Diversified, and Powershares Commodity. Taxable activity will appear on their Schedule K-1.**

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

| Open<br>Date                     | Close<br>Date | Quantity  | Security                         | Cost<br>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   |
| 08-13-12                         |               |           |                                  |               |           |              |            |
| 02-11-11                         | 08-13-12      | 439.633   | PIMCO Total Return Inst.         | 4,735.39      | 5,000.00  |              | 264.61     |
|                                  |               | 8,495.439 |                                  | 91,506.28     | 94,475.00 |              | 2,968.72   |
| 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                      |               |           |                                  |               |           |              | 3,540.43   |
| TOTAL LOSSES                     |               |           |                                  |               |           | -2,065.42    | -1,400.12  |
| TOTAL REALIZED GAIN/LOSS         |               |           |                                  |               |           | 19,545.902   | 2,140.31   |
|                                  |               |           |                                  |               |           | 242,598.05   | 242,672.93 |
|                                  |               |           |                                  |               |           | -2,065.42    | 2,140.31   |
|                                  |               |           |                                  |               |           | 2,140.31     |            |
|                                  |               |           |                                  |               |           | 35,403.71    |            |
|                                  |               |           |                                  |               |           | 37,544.01    |            |

**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**

Account Number:

11535000889

Tax ID Number:

72-1389140

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 INVT MGMT SER SHORT-TERM F      | 147.35             |
| PIMCO FDS PAC INVT MGMT SER TOTAL RETURN      | 6,480.32           |
| PIMCO FDS PAC INVT MGMT SER TOTAL RETURN      | 2,091.91           |
| <b>Total Non-Qualified Domestic Dividends</b> | <b>\$8,989.49</b>  |

**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 INVT MGMT SER SHORT-TERM F                                  | 2.30               |
| PIMCO FDS PAC INVT MGMT SER TOTAL RETURN                                  | 727.82             |
| <b>Total Non-Qualified U.S. Government Interest Reported as Dividends</b> | <b>\$745.96</b>    |
| <b>Total Non-Qualified Dividends included in Form 1099-DIV box 1a</b>     | <b>\$9,735.45</b>  |

**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**

2012 Tax Information Statement

THOMPSON FOUNDATION

Capital Gain Distributions (15%)

| Description                              | Amount of dividend |
|------------------------------------------|--------------------|
| PIMCO FDS PAC INVT MGMT SER TOTAL RETURN | 1,535.47           |
| STERLING CAPITAL FDS SPECIAL OPP CL I    | 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 ☒ **X**

**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).

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

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.**

- The books are in the care of **P.O. BOX 10367 - BIRMINGHAM, AL 35202-0367**

Telephone No. **(205) 848-3973**

FAX No.

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

**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.**

|                                                                                                                                                                                                                                            |           |    |               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----|---------------|
| <b>8a</b> 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.                                                                                 | <b>8a</b> | \$ | <b>0.</b>     |
| <b>b</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. | <b>8b</b> | \$ | <b>1,247.</b> |
| <b>c</b> <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.                                                    | <b>8c</b> | \$ | <b>0.</b>     |

**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**