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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

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

OMB No 1545-0052

**2012**

Open to Public Inspection

For calendar year 2012 or tax year beginning 3/1/2012, and ending 2/28/2013

Name of foundation <b>COLEMAN A HUNTER - IRR TR CHAR</b>		A Employer identification number <b>54-6219496</b>
Number and street (or P O box number if mail is not delivered to street address) <b>P O BOX 1908</b>		B Telephone number (see instructions) <b>(804) 782-5703</b>
City or town, state, and ZIP code <b>ORLANDO FL 32802-1908</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 6,117,235</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	137,257	137,257		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	63,261			
	b Gross sales price for all assets on line 6a <b>1,776,430</b>				
	7 Capital gain net income (from Part IV, line 2)		63,261		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	200,518	200,518	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	40,647	20,323		20,324
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,000			1,000
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	11,716	1,428		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	3,542			3,542
	24 Total operating and administrative expenses. Add lines 13 through 23	56,905	21,751	0	24,866
	25 Contributions, gifts, grants paid	170,000			170,000
26 Total expenses and disbursements. Add lines 24 and 25	226,905	21,751	0	194,866	
27 Subtract line 26 from line 12	-26,387				
a Excess of revenue over expenses and disbursements		178,767			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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SCANNED JUN 28 2013

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Form 990-PF (2012) COLEMAN A HUNTER - IRR TR CHARI

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		2,300	2,300
	2	Savings and temporary cash investments	52,992	41,311	41,311
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	5,510,899	5,493,815	6,073,624	
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe )				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,563,891	5,537,426	6,117,235	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe )			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	5,563,891	5,537,426	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	5,563,891	5,537,426	
31	Total liabilities and net assets/fund balances (see instructions)	5,563,891	5,537,426		

## 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	5,563,891
2	Enter amount from Part I, line 27a	2	-26,387
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	5,537,504
5	Decreases not included in line 2 (itemize) <b>FEDERAL TAX COST ADJUSTMENT</b>	5	78
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,537,426

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

  

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			0
b			0
c			0
d			0
e			0

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

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

  

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	63,261
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	144,246	5,696,768	0.025321
2010	260,417	5,517,147	0.047201
2009	277,270	5,104,045	0.054324
2008	274,030	5,502,478	0.049801
2007	407,047	6,826,151	0.059631

  

2 Total of line 1, column (d)	2	0.236278
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.047256
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,898,777
5 Multiply line 4 by line 3	5	278,753
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,788
7 Add lines 5 and 6	7	280,541
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	194,866

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	3,575
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 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	3,575
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	3,575
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	8,120	
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	8,120	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,545	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 3,575 Refunded	11	970	

**Part VII-A Statements Regarding Activities**

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (804) 782-5703 Located at ▶ 919 E. MAIN STREET RICHMOND VA ZIP+4 ▶ 23229			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

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

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

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No**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?

7b N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUNTRUST BANKS, INC 919 E MAIN STREET RICHMOND, VA 23229	TRUSTEE AS REQ'D	40,647		

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

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

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



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

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

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

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

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

Expenses

1 NONE

2

3

4

**Part IX-B Summary of Program-Related Investments (see instructions)**

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

Amount

1 NONE

2

All other program-related investments See instructions

3 NONE

Total. Add lines 1 through 3

0



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	5,859,855
<b>b</b>	Average of monthly cash balances	<b>1b</b>	128,751
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	5,988,606
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	5,988,606
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	89,829
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	5,898,777
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	294,939

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	294,939
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	3,575
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	3,575
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	291,364
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	291,364
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	291,364

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	194,866
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	194,866
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	194,866

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				291,364
<b>2</b> Undistributed income, if any, as of the end of 2012			0	
<b>a</b> Enter amount for 2011 only				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009	5,756			
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	5,756			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 194,866				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2012 distributable amount				194,866
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )	5,756			5,756
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				90,742
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				

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

N/A

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

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

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

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

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

**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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

**c** Any submission deadlines.

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

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> See Attached Statement				
<b>Total</b>			<b>3a</b>	170,000
<b>b</b> <i>Approved for future payment</i> NONE				
<b>Total</b>			<b>3b</b>	0

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b>	Program service revenue					
<b>a</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>f</b>						
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments					
<b>3</b>	Interest on savings and temporary cash investments					
<b>4</b>	Dividends and interest from securities			14	137,257	
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property					
<b>b</b>	Not debt-financed property					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income					
<b>8</b>	Gain or (loss) from sales of assets other than inventory			18	63,261	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory					
<b>11</b>	Other revenue <b>a</b>					
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>12</b>	Subtotal Add columns (b), (d), and (e)		0		200,518	0
<b>13</b>	Total. Add line 12, columns (b), (d), and (e)				13	200,518

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]

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

- |   |              |            |           |
|---|--------------|------------|-----------|
| <b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?  |              | <b>Yes</b> | <b>No</b> |
|   |              |            |           |
| <b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of  |              |            |           |
| <b>(1)</b> Cash   | <b>1a(1)</b> |            | X         |
| <b>(2)</b> Other assets   | <b>1a(2)</b> |            | X         |
| <b>b</b> Other transactions   |              |            |           |
| <b>(1)</b> Sales of assets to a noncharitable exempt organization   | <b>1b(1)</b> |            | X         |
| <b>(2)</b> Purchases of assets from a noncharitable exempt organization   | <b>1b(2)</b> |            | X         |
| <b>(3)</b> Rental of facilities, equipment, or other assets   | <b>1b(3)</b> |            | X         |
| <b>(4)</b> Reimbursement arrangements   | <b>1b(4)</b> |            | X         |
| <b>(5)</b> Loans or loan guarantees   | <b>1b(5)</b> |            | X         |
| <b>(6)</b> Performance of services or membership or fundraising solicitations   | <b>1b(6)</b> |            | X         |
| <b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | <b>1c</b>    |            | X         |
| <b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</b> should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column <b>(d)</b> the value of the goods, other assets, or services received. |              |            |           |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

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

**Sign  
Here**

Barbara Allred  
Signature of officer or trustee

6/18/2013  
Date

**TRUSTEE**  
Title

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

DONALD J. ROMAN

Preparer's signature

*[Signature]*

Date

6/18/2013

Check ☒ if  
self-employed

PTIN

P00364310

Firm's name ► PRICEWATERHOUSECOOPERS, LLP

Firm's EIN ▶ 13-4008324

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

Phone no	412-355-6000
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COLEMAN A HUNTER - IRR TR CHAR

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

Recipient(s) paid during the year

Name

JACKSON-FIELD HOMES, INC

Street

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

Name

NEIGHBORHOOD RESOURCE CENTER

Street

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

Name

THE NEW COMMUNITY SCHOOL

Street

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

Name

PETER PAUL DEVELOPMENT CENTER

Street

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

Name

RICHMOND BALLET

Street

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

Name

RICHMOND MONTESSORI SCHOOL

Street

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

COLEMAN A HUNTER - IRR TR CHAR

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

Recipient(s) paid during the year

Name

RICHMOND SYMPHONY

Street

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

Name

ST JAMES'S CHILDREN'S CENTER

Street

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

Name

ST JOSEPH'S VILLA

Street

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

Name

TRINITY EPISCOPAL SCHOOL

Street

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

Name

VIRGINIA FOUNDATION FOR INDEPENDENT COLLEGES

Street

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

Name

VIRGINIA HISTORIAL SOCIETY

Street

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



COLEMAN A HUNTER - IRR TR CHAR

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

Recipient(s) paid during the year

Name

ALL SAINTS CATHOLIC SCHOOL

Street

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

Name

ANNA JULIA COOPER EPISCOPAL SCHOOL

Street

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

Name

AREA CONGREGATIONS TOGETHER IN SERVICE

Street

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

Name

BOYS &amp; GIRLS CLUBS OF METRO RICHMOND

Street

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

Name

CHESTERFIELD CASA

Street

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

Name

CHESTERFIELD HOSPITAL

Street

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

COLEMAN A HUNTER - IRR TR CHARI

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

Recipient(s) paid during the year

Name

CHILDSAVERS

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

5,000

Name

CROSS-OVER MINISTRY, INC.

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

10,000

Name

FRIENDS OF HOLLYWOOD CEMETARY

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

10,000

Name

GATEWAY HOMES

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

5,000

Name

GREATER RICHMOND AQUATIC PARTNERSHIP

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

10,000

Name

HOSPITAL HOSPITALITY HOUSE

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

5,000

COLEMAN A HUNTER - IRR TR CHAR

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

Recipient(s) paid during the year

Name

VISUAL ARTS CENTER OF RICHMOND

Street

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

Name

WESTMINSTER CANTERBURY FOUNDATION

Street

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

Name

YMCA OF GREATER RICHMOND

Street

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

Name

Street

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

Name

Street

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

Name

Street

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

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

				Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss				
				Capital Gains/Losses		1,775,430		1,713,169		63,261				
				Other Sales		0		0		0				
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	DOUBLEDINE TOTAL RETURN	258620103		8/8/2012		11/19/2012	4,749	4,698				0	50
2	X	EATON VANCE FLT-G-RT-I	277911491		5/26/2011		8/6/2012	69,886	70,391				0	-405
3	X	EATON VANCE FLT-G-RT-I	277911491		7/18/2011		8/6/2012	16,649	16,649				0	-7
4	X	EATON VANCE FLT-G-RT-I	277911491		2/6/2012		8/6/2012	3,096	3,075				0	21
5	X	FEDERATED STRATEGIC VAL	314172560		11/4/2011		11/19/2012	9,401	8,925				0	476
6	X	FEDERATED STRATEGIC VAL	314172560		2/6/2012		11/19/2012	72,827	70,275				0	2,352
7	X	FEDERATED STRATEGIC VAL	314172560		7/18/2011		11/19/2012	49,185	46,198				0	2,987
8	X	FORUM ABSOLUTE STRATEG	349841600		8/6/2012		11/19/2012	919	921				0	-2
9	X	GOLDMAN SACHS GROWTH	381421401		11/3/2009		8/6/2012	118,550	89,911				0	28,639
10	X	GOLDMAN SACHS GROWTH	381421401		11/3/2009		11/19/2012	2,580	1,907				0	673
11	X	HARBOR CAP APPRECIATION	411511504		7/18/2011		8/6/2012	6,325	6,106				0	219
12	X	HARBOR CAP APPRECIATION	411511504		7/18/2011		11/19/2012	108,496	104,995				0	3,501
13	X	HARTFORD DIVIDEND & GRO	416645828		7/18/2011		8/6/2012	72,679	69,190				0	3,485
14	X	T ROWE PRICE INSTL LARGE	457751408		8/6/2012		11/19/2012	50,333	50,250				0	83
15	X	T ROWE PRICE INSTL LARGE	457751408		2/6/2012		11/19/2012	118,908	116,684				0	2,224
16	X	ISHARES BARCLAYS MBS BD	484285588		5/28/2011		8/6/2012	220,484	216,561				0	3,903
17	X	ISHARES BARCLAYS MBS BD	484285588		7/18/2011		8/6/2012	5,879	5,776				0	103
18	X	ISHARES BARCLAYS MBS BD	484285588		11/4/2011		8/6/2012	58,379	57,968				0	411
19	X	ISHARES BARCLAYS MBS BD	484285588		2/6/2012		8/6/2012	13,606	13,519				0	90
20	X	ABERDEEN EQUITY LONG SH	003020338		2/6/2012		11/19/2012	1,368	1,379				0	-9
21	X	PIMCO TOTAL RETURN-I	893390700		2/6/2012		8/6/2012	5,850	5,878				0	174
22	X	PIMCO TOTAL RETURN-I	893390700		2/6/2012		11/19/2012	546	524				0	22
23	X	PIMCO TOTAL RETURN-I	893390700		12/29/2009		11/19/2012	2,743	2,556				0	187
24	X	PIMCO FOREIGN BD US\$ HED	893390882		2/6/2012		8/6/2012	154,210	148,225				0	5,985
25	X	PIMCO COMMODITY REALTY	722005667		12/29/2009		8/6/2012	74,842	93,224				0	-18,382
26	X	PIMCO COMMODITY REALTY	722005667		9/24/2010		8/6/2012	9,293	10,075				0	-812
27	X	PIMCO COMMODITY REALTY	722005667		7/18/2011		8/6/2012	2,891	3,470				0	-579
28	X	PIMCO COMMODITY REALTY	722005667		10/18/2011		8/6/2012	9,585	10,888				0	-1,303
29	X	PIMCO COMMODITY REALTY	722005667		7/18/2011		8/6/2012	891	1,159				0	-265
30	X	PIMCO COMMODITY REALTY	722005667		12/7/2011		8/6/2012	2,309	2,563				0	-254
31	X	PIMCO COMMODITY REALTY	722005667		2/6/2012		8/6/2012	17,815	18,075				0	-260
32	X	PIMCO INVY GRADE CORP BD	722005816		5/26/2011		8/6/2012	135,133	131,362				0	3,771
33	X	PIMCO INVY GRADE CORP BD	722005816		7/18/2011		8/6/2012	8,123	7,631				0	292
34	X	PIMCO INVY GRADE CORP BD	722005816		5/26/2011		8/6/2012	29,973	29,056				0	917
35	X	PIMCO INVY GRADE CORP BD	722005816		2/6/2012		8/6/2012	15,064	14,400				0	664
36	X	PIMCO INVY GRADE CORP BD	722005816		1/26/2011		8/6/2012	12,306	11,631				0	675
37	X	PIMCO INVY GRADE CORP BD	722005816		1/26/2011		11/19/2012	8,737	8,083				0	654
38	X	PIMCO EMERGING LOCAL BD	722011516		8/6/2012		11/19/2012	200	200				0	0
39	X	TEMPLETON GLOBAL BD-ADV	880208400		1/26/2011		8/6/2012	127,865	130,582				0	-2,617
40	X	TEMPLETON GLOBAL BD-ADV	880208400		10/18/2011		8/6/2012	14,656	14,575				0	281
41	X	TEMPLETON GLOBAL BD-ADV	880208400		11/4/2011		8/6/2012	3,117	3,100				0	17
42	X	TEMPLETON GLOBAL BD-ADV	880208400		12/15/2011		8/6/2012	1,841	1,719				0	131
43	X	VANGUARD BD INDEX SHORT	921937827		11/4/2011		8/6/2012	29,886	29,985				0	-100
44	X	NEUBERGER BERMAN HIGH	64128K868		8/6/2012		11/19/2012	753	753				0	0
45	X	OPPENHEIMER DEVELOPING	663974505		2/6/2012		8/6/2012	53,875	54,681				0	-806
46	X	VANGUARD BD INDEX SHORT	921937827		11/4/2011		11/19/2012	813	815				0	-2
47	X	VANGUARD BD INDEX TOTAL	921937835		8/6/2012		11/19/2012	1,782	1,783				0	-1
48	X	VANGUARD MTG-BACKED SE	92206C755		8/6/2012		11/19/2012	1,471	1,474				0	-3
49	X	ADVISORS CAMBIAR SMALL C	0775W0593		3/28/2011		11/19/2012	2,149	2,290				0	-141
50	X	FEDERATED STRATEGIC VAL	314172560		8/6/2012		11/19/2012	16,483	17,150				0	-667

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

		1,000	0	0	1,000
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,000			1,000

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

		11,716	1,428	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	1,428	1,428		
2	PY EXCISE TAX DUE	2,168			
3	ESTIMATED EXCISE PAYMENTS	8,120			

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

		3,542	0	0	3,542
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	COA FEES	3,542	0		3,542

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

		5,510,899	5,493,815	6,073,624
Asset Description		Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	SEE ATTACHMENT	5,510,899	5,493,815	6,073,624



[illegible]

[illegible]

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

	Date	Amount
1 Credit from prior year return . . . . .		1
2 First quarter estimated tax payment . . . . .	5/9/2012	2 2,382
3 Second quarter estimated tax payment . . . . .	8/6/2012	3 2,382
4 Third quarter estimated tax payment . . . . .	11/14/2012	4 975
5 Fourth quarter estimated tax payment . . . . .	2/12/2013	5 2,381
6 Other payments . . . . .		6
7 Total . . . . .		7 8,120



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PORTFOLIO SUMMARY

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MAJOR INVESTMENT CLASS	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
<u>PRINCIPAL PORTFOLIO</u>						
PRINCIPAL CASH	979,988.16	16.02 %	979,988.16			
STIF & MONEY MARKET FUNDS	41,311.36	0.68 %	41,311.36	0.00	4	0.01 %
EQUITY SECURITIES	349,393.38	5.71 %	346,575.61	2,817.77	7,817	2.24 %
MUTUAL FUNDS	5,724,229.87	93.58 %	5,147,239.34	576,990.53	106,897	1.87 %
MISCELLANEOUS ASSETS	0.00	0.00 %	0.00	0.00	0	0.00 %
PRINCIPAL PORTFOLIO TOTAL	5,134,946.45	83.94 %	4,555,138.15	579,808.30	114,718	1.88 %
<u>INCOME PORTFOLIO</u>						
INCOME CASH	982,287.95	16.06 %	982,287.95			
TOTAL ASSETS	6,117,234.40	100.00 %	5,537,426.10	579,808.30	114,718	1.88 %



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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
<u>PRINCIPAL PORTFOLIO</u>						
	PRINCIPAL CASH	979,988.16- 16.02-%	979,988.16-			
<u>STIP &amp; MONEY MARKET FUNDS</u>						
41,311.36	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DEF5	41,311.36 1.000 0.68 %	41,311.36 1.00	0.00	4	0.01 % 0.00 %
<u>EQUITY SECURITIES</u>						
<u>MUTUAL FUNDS-FIXED INCOME</u>						
1,447	VANGUARD INDEX FDS SHORT TERM BD ETF CUSIP: 921937827	117,293.82 81.060 1.92 %	117,890.14 81.47	596.32-	1,762	1.50 % 0.00 %
2,772	VANGUARD INDEX FDS TOTAL BD MARKET ETF CUSIP: 921937835	232,099.56 83.730 3.79 %	228,685.47 82.50	3,414.09	6,054	2.61 % 0.00 %
TOTAL MUTUAL FUNDS-FIXED INCOME		349,393.38	346,575.61	2,817.77	7,817	2.24 %
TOTAL EQUITY SECURITIES		349,393.38	346,575.61	2,817.77	7,817	2.24 %



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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO Maturity
<b>MUTUAL FUNDS</b>						
10,433.722	ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL CUSIP: 003020336	123,013.58 11.790 2.01 %	116,634.10 11 18	6,379.48	0	0.00 % 0.00 %
6,858.902	ADVISORS INNER CIRCLE FD CAMBIAR SMALL CAP FD INSTL CL CUSIP: 0075W0593	139,235.71 20 300 2.28 %	126,313.30 18 42	12,922.41	0	0.00 % 0.00 %
25,847.562	DOUBLELINE FDS TR TOTAL RETURN BD FD CL I CUSIP: 258620103	293,369.83 11.350 4.80 %	291,302.02 11 27	2,067.81	17,730	6.04 % 0.00 %
85,104.779	FEDERATED EQUITY FDS STRATEGIC VALUE FD CL INSTL CUSIP: 314172560	440,842.76 5 180 7.21 %	380,128.49 4 47	60,714.27	17,276	3.92 % 0.00 %
26,262.542	FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL CUSIP: 34984T600	292,302.09 11.130 4 78 %	291,086.37 11.08	1,215.72	0	0.00 % 0.00 %
5,090.408	GOLDMAN SACHS TR GROWTH OPPORTUNITIES FD INSTL CL CUSIP: 38142Y401	134,132.25 26.350 2.19 %	96,847.58 19.03	37,284.67	0	0.00 % 0.00 %
13,209.639	HARBOR FD CAP APPRECIATION FD INSTL CL CUSIP: 411511504	582,412.98 44 090 9.52 %	424,673.61 32.15	157,739.37	2,232	0.38 % 0.00 %
29,393.958	HARTFORD MUT FDS INC DIVIDEND & GROWTH INSTL FD CL Y CUSIP: 416645828	655,485.26 22.300 10.72 %	554,192.06 18.85	101,293.20	12,728	1.94 % 0.00 %



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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
80,458.383	MANNING & NAPIER FDS WORLD OPTYS SER CL A CUSIP: 563821545	649,299.15 8 070 10.61 %	629,834.12 7.83	19,465.03	9,735	1.50 % 0.00 %
25,450.894	NEUBERGER BERMAN INCOME FDS HIGH INCOME BD FD CL INSTL CUSIP: 64128K868	242,801.53 9 540 3.97 %	227,703.50 8.95	15,098.03	14,889	6.13 % 0.00 %
12,513.755	OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y CUSIP: 683974505	440,484.18 35.200 7.20 %	409,939.39 32.76	30,544.79	3,116	0.71 % 0.00 %
10,934.354	PIMCO FDS EMERGING LOCAL BD FD INSTL CL CUSIP: 72201F516	119,403.15 10.920 1.95 %	118,200.37 10.81	1,202.78	5,369	4.50 % 0.00 %
26,445.011	PIMCO FDS INVT GRADE CORP BD FD INSTL CL CUSIP: 722005816	294,597.42 11.140 4.82 %	277,786.10 10.50	16,811.32	12,376	4.20 % 0.00 %
15,587.727	PIMCO FDS TOTAL RETURN FD INSTL CL CUSIP: 693390700	175,050.17 11.230 2.86 %	168,617.59 10.82	6,432.58	5,425	3.10 % 0.00 %
30,014.125	PRICE T ROWE FDS LARGE-CAP GROWTH FD INSTL CL CUSIP: 45775L408	597,881.37 19.920 9.77 %	499,815.89 16.65	98,065.48	2,101	0.35 % 0.00 %
19,732.183	VANGUARD SCOTTSDALE FDS MTG-BACKED SECS INDEX FD CL SIGNAL CUSIP: 92206C755	411,613.34 20.860 6.73 %	414,953.40 21.03	3,340.06-	3,769	0.92 % 0.00 %
8,915.438	WASATCH FDS LONG/SHORT FD CUSIP: 936793835	132,305.10 14.840 2.16 %	119,211.45 13.37	13,093.65	152	0.11 % 0.00 %



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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
TOTAL MUTUAL FUNDS		5,724,229.87	5,147,239.34	576,990.53	106,897	1.87 %
MISCELLANEOUS ASSETS						
1	CLASS ACTION PENDING AMERICAN INTL GROUP ON RCPT OF FINAL PMT CUSIP: 997001FA5	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING AT & T ON RCPT OF FINAL PMT CUSIP: 997000KY9	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING DELL INC ON RCPT OF FINAL PMT CUSIP: 997001HY1	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING KING PHARMACEUTICALS ON RCPT OF FINAL PMT CUSIP: 997000QD9	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING MERRILL LYNCH / TYCO ON RCPT OF FINAL PMT CUSIP: 997000VV3	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING NORTEL I SECURITIES LITIGATION ON RCPT OF FINAL PMT CUSIP: 997000MZ4	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %





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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
		0.00	0.00	0.00	0	0.00 %
	TOTAL MISCELLANEOUS ASSETS	5,134,946.45	4,555,138.15	579,808.30	114,718	1.88 %
	PRINCIPAL PORTFOLIO TOTAL					
	INCOME PORTFOLIO					
	INCOME CASH	982,287.95 16 06 %	982,287.95			
	TOTAL ASSETS	6,117,234.40	5,537,426.10	579,808.30	114,718	1.88 %