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 4/1/2012 **, and ending** 3/31/2013

ENVELOPE POSTMARK DATE JUN 2 8 2013

Name of foundation: TR THORNTON VENABLE MEM UI 1114757	A Employer identification number: 58-6174419
Number and street (or P O box number if mail is not delivered to street address): P O BOX 1908 — Room/suite:	B Telephone number (see instructions): (404) 813-9304
City or town, state, and ZIP code: ORLANDO FL 32802-1908	C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization. ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 19,500,531 — J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	414,262	421,263		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	219,215			
	b Gross sales price for all assets on line 6a 8,540,617				
	7 Capital gain net income (from Part IV, line 2)		219,215		
	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	633,477	640,478	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	85,244	42,622		42,622
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,500			2,500
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	61,170	3,113		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	4,344	4,344		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	153,258	50,079	0	45,122
	25 Contributions, gifts, grants paid	765,312			765,312
	26 **Total expenses and disbursements.** Add lines 24 and 25	918,570	50,079	0	810,434
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-285,093			
	b **Net investment income** (if negative, enter -0-)		590,399		
	c **Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

HTA

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	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing		1,754	1,754
	2	Savings and temporary cash investments	806,793	519,036	519,036
	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)	17,650,029	17,651,564	18,979,741
	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)	18,456,822	18,172,354	19,500,531
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.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	18,456,822	18,172,354	
	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)	18,456,822	18,172,354	
	31	**Total liabilities and net assets/fund balances** (see instructions)	18,456,822	18,172,354	

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	18,456,822
2	Enter amount from Part I, line 27a	2	-285,093
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	1,502
4	Add lines 1, 2, and 3	4	18,173,231
5	Decreases not included in line 2 (itemize) ▶ T ROWE PRICE COST BASIS ADJUSTMENT	5	877
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	18,172,354

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) 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	(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	219,215
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	787,476	18,561,316	0 042426
2010	1,501,489	18,104,060	0 082937
2009	1,050,549	17,110,382	0 061398
2008	696,121	18,119,766	0 038418
2007			0 000000

2	**Total** of line 1, column (d)	2	0 225179
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 056295
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	18,883,958
5	Multiply line 4 by line 3	5	1,063,072
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,904
7	Add lines 5 and 6	7	1,068,976
8	Enter qualifying distributions from Part XII, line 4	8	810,434

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	11,808
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	11,808
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	11,808
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 19,441		
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	19,441
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	7,633
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 7,633 **Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
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 ▶ SUNTRUST BANK Telephone no ▶ (404) 813-9304
Located at ▶ P O BOX 1908 ORLANDO FL ZIP+4 ▶ 32802-1908

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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?	16		X
	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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b		
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)*

			Yes	No
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)?	**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? ☐ 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*	**6b**		X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**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 (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 P O BOX 1908 ORLANDO, FL 32802-1908 0	TRUSTEE AS REQ'D	85,244		

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes				
a	Average monthly fair market value of securities			1a	18,630,961
b	Average of monthly cash balances			1b	540,570
c	Fair market value of all other assets (see instructions)			1c	
d	**Total** (add lines 1a, b, and c)			1d	19,171,531
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e			
2	Acquisition indebtedness applicable to line 1 assets			2	
3	Subtract line 2 from line 1d			3	19,171,531
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)			4	287,573
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	18,883,958
6	**Minimum investment return.** Enter 5% of line 5			6	944,198

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	944,198
2a	Tax on investment income for 2012 from Part VI, line 5	2a	11,808		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	11,808
3	Distributable amount before adjustments Subtract line 2c from line 1			3	932,390
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	932,390
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	932,390

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	810,434
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	810,434
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	810,434

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				932,390
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			0	
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2012				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011 511,114				
f	**Total** of lines 3a through e	511,114			
4	Qualifying distributions for 2012 from Part XII, line 4 ► $ 810,434				
a	Applied to 2011, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2012 distributable amount				810,434
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*	121,956			121,956
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	389,158			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	389,158			
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012 390,266				

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)

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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
a *Paid during the year* See Attached Statement				
Total			▶ 3a	765,312
b *Approved for future payment* NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	414,262	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	219,215	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		633,477	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 633,477

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not Applicable

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

b If "Yes," complete the following schedule

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

Sign Here

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

Barbara allred | 6/26/2013 | TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
DONALD J. ROMAN		6/26/2013		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	

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

Recipient(s) paid during the year

Name				
ROBERT WOODRUFF ARTS CENTER, INC				
Street				
1280 PEACHTREE ST NE				
City	**State**	**Zip Code**	**Foreign Country**	
ATLANTA	GA	30309		
Relationship	**Foundation Status**			
NONE	501 (c)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING PURPOSES				382,656

Name				
ATLANTA HISTORICAL SOCIETY				
Street				
130 WEST PACES FERRY RD NW				
City	**State**	**Zip Code**	**Foreign Country**	
ATLANTA	GA	30305		
Relationship	**Foundation Status**			
NONE	501 (c)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING PURPOSES				191,328

Name				
FIRST PRESBYTERIAN CHURCH OF ATLANTA				
Street				
PEACHTREE ST NE				
City	**State**	**Zip Code**	**Foreign Country**	
ATLANTA	GA	30309		
Relationship	**Foundation Status**			
NONE	501 (c)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING PURPOSES				191,328

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

	Amount
Long Term CG Distributions	198
Short Term CG Distributions	25,669

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	8,540,617	8,321,402	219,215
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	ISHARES BARCLAYS 1-3 YR C	464288646			1/26/2012		1/28/2013	282,846	280,326				0	2,520
2	X	JANUS PERKINS SMALL CAP	47103C183			9/9/2009		1/28/2013	167,045	145,188				0	21,857
3	X	PIMCO COMMODITY REALRTI	722005667			12/8/2006		1/28/2013	111,278	245,975				0	-134,697
4	X	T ROWE PRICE REAL ESTATE	779919109			12/8/2006		1/28/2013	204,557	235,201				0	-30,644
5	X	SHORT TERM - SEE ATTACHE							4,001,313	3,962,846					38,467
6	X	LONG TERM - SEE ATTACHED							3,747,711	3,451,866					295,845

SunTrust

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
TR THORNTON/VENABLE MEM U/I 4
Trust Year 4/1/2012 - 2/28/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
008916AK4	AGRIUM INC	3 150% 10/01/22			**1114757**				
Sold		12/04/12	25000	24,892 50					
Acq		09/24/12	15000	14,935 50	15,044 85	15,044 85	-109 35	-109 35	S
Acq		09/24/12	10000	9,957 00	9,980 40	9,980 40	-23 40	-23 40	S
			Total for 12/4/2012		25,025 25	25,025 25	-132 75	-132 75	
021441AD2	ALTERA CORP	1 750% 5/15/17			**1114757**				
Sold		12/04/12	60000	61,447 80					
Acq		05/01/12	60000	61,447 80	59,908 20	59,908 20	1,539 60	1,539 60	S
			Total for 12/4/2012		59,908 20	59,908 20	1,539 60	1,539 60	
025816AY5	AMERICAN EXPRESS	7 000% 3/19/18			**1114757**				
Sold		12/04/12	25000	31,804 50					
Acq		03/12/08	25000	31,804 50	24,904 25	24,904 25	6,900 25	6,900 25	L
			Total for 12/4/2012		24,904 25	24,904 25	6,900 25	6,900 25	
03523TAT5	ANHUESER BUSCH INBEV	3 625% 4/15/15			**1114757**				
Sold		12/06/12	15000	15,964 50					
Acq		02/29/12	15000	15,964 50	16,191 00	16,191 00	-226 50	-226 50	S
			Total for 12/6/2012		16,191 00	16,191 00	-226 50	-226 50	
03523TBP2	ANHEUSER-BUSCH INBEV	2 500% 7/15/22			**1114757**				
Sold		12/04/12	10000	9,966 80					
Acq		07/11/12	10000	9,966 80	9,951 80	9,951 80	15 00	15 00	S
			Total for 12/4/2012		9,951 80	9,951 80	15 00	15 00	
038222AD7	APPLIED MATLS INC	7 125% 10/15/17			**1114757**				
Sold		12/04/12	30000	36,900 00					
Acq		10/22/12	15000	18,450 00	18,835 50	18,835 50	-385 50	-385 50	S
Acq		08/09/11	15000	18,450 00	18,454 65	18,454 65	-4 65	-4 65	L
			Total for 12/4/2012		37,290 15	37,290 15	-390 15	-390 15	
039483BB7	ARCHER DANIELS	4 479% 3/01/21			**1114757**				
Sold		12/04/12	40000	45,833 20					
Acq		02/29/12	40000	45,833 20	46,146 00	46,146 00	-312 80	-312 80	S
			Total for 12/4/2012		46,146 00	46,146 00	-312 80	-312 80	
046353AF5	ASTRAZENECA PLC	1 950% 9/18/19			**1114757**				
Sold		12/06/12	10000	10,225 00					
Acq		09/11/12	10000	10,225 00	9,987 60	9,987 60	237 40	237 40	S
			Total for 12/6/2012		9,987 60	9,987 60	237 40	237 40	
05531FAK9	BB&T CORP	2 150% 3/22/17			**1114757**				
Sold		12/04/12	45000	46,627 20					
Acq		03/15/12	45000	46,627 20	44,902 35	44,902 35	1,724 85	1,724 85	S
			Total for 12/4/2012		44,902 35	44,902 35	1,724 85	1,724 85	

SunTrust

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
TR THORNTON/VENABLE MEM U/I 4
Trust Year 4/1/2012 - 2/28/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
06051GEH8	BANK OF AMERICA CORP 5 000% 5/13/21				1114757				
	Sold	12/04/12	45000	51,651 00					
	Acq	06/30/11	45000	51,651 00	44,748 45	44,748 45	6,902 55	6,902 55	L
			Total for 12/4/2012		44,748 45	44,748 45	6,902 55	6,902 55	
06052YAC3	BAAT 2012-1 0 6984% 6/15/16				1114757				
	Sold	12/05/12	10000	9,900 00					
	Acq	04/11/12	10000	9,900 00	9,999 64	9,999 64	-99 64	-99 64	S
			Total for 12/5/2012		9,999 64	9,999 64	-99 64	-99 64	
06366QW86	BANK OF MONTREAL 2 500% 1/11/17				1114757				
	Sold	12/06/12	45000	47,277 45					
	Acq	01/06/12	45000	47,277 45	44,907 75	44,907 75	2,369 70	2,369 70	S
			Total for 12/6/2012		44,907 75	44,907 75	2,369 70	2,369 70	
06406HBL2	BANK OF NY MELLON 4 300% 5/15/14				1114757				
	Sold	12/06/12	40000	42,101 60					
	Acq	08/05/11	40000	42,101 60	43,558 00	43,558 00	-1,456 40	-1,456 40	L
			Total for 12/6/2012		43,558 00	43,558 00	-1,456 40	-1,456 40	
064149A64	BANK OF NOVA SCOTIA 3 400% 1/22/15				1114757				
	Sold	12/06/12	40000	42,204 00					
	Acq	02/29/12	20000	21,102 00	21,270 60	21,270 60	-168 60	-168 60	S
	Acq	08/01/11	20000	21,102 00	21,279 60	21,279 60	-177 60	-177 60	L
			Total for 12/6/2012		42,550 20	42,550 20	-346 20	-346 20	
073902PN2	BEAR STEARNS COS INC 5 550% 1/22/17				1114757				
	Sold	12/04/12	40000	45,155 60					
	Acq	06/30/11	40000	45,155 60	43,804 00	43,804 00	1,351 60	1,351 60	L
			Total for 12/4/2012		43,804 00	43,804 00	1,351 60	1,351 60	
075887AW9	BECTON DICKINSON 3 250% 11/12/20				1114757				
	Sold	12/04/12	25000	26,937 50					
	Acq	08/05/11	25000	26,937 50	25,284 75	25,284 75	1,652 75	1,652 75	L
			Total for 12/4/2012		25,284 75	25,284 75	1,652 75	1,652 75	
084423AS1	BERKLEY WR CORP 4 625% 3/15/22				1114757				
	Sold	12/04/12	15000	16,174 20					
	Acq	03/14/12	15000	16,174 20	14,938 20	14,938 20	1,236 00	1,236 00	S
			Total for 12/4/2012		14,938 20	14,938 20	1,236 00	1,236 00	
084664BT7	BERKSHIRE HATHAWAY 3 000% 5/15/22				1114757				
	Sold	12/04/12	35000	36,764 00					
	Acq	05/08/12	35000	36,764 00	34,730 85	34,730 85	2,033 15	2,033 15	S
			Total for 12/4/2012		34,730 85	34,730 85	2,033 15	2,033 15	
084670BF4	BERKSHIRE HATHAWAY 3 400% 1/31/22				1114757				
	Sold	12/04/12	30000	32,508 00					
	Acq	01/24/12	30000	32,508 00	29,916 90	29,916 90	2,591 10	2,591 10	S
			Total for 12/4/2012		29,916 90	29,916 90	2,591 10	2,591 10	

SunTrust

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
TR THORNTON/VENABLE MEM U/I 4
Trust Year 4/1/2012 - 2/28/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
09247XAC5	BLACKROCK INC	6 250% 9/15/17			**1114757**				
Sold		05/23/12	35000	42,073 50					
Acq		08/05/11	35000	42,073 50	41,315 40	41,315 40	758 10	758 10	S
			Total for 5/23/2012		41,315 40	41,315 40	758 10	758 10	
09247XAJ0	BLACKROCK INC	3 375% 6/01/22			**1114757**				
Sold		12/04/12	50000	53,748 50					
Acq		05/23/12	50000	53,748 50	49,911 00	49,911 00	3,837 50	3,837 50	S
			Total for 12/4/2012		49,911 00	49,911 00	3,837 50	3,837 50	
096630AA6	BOARDWALK PIPELINES	5 875% 11/15/16			**1114757**				
Sold		12/04/12	15000	16,815 00					
Acq		08/01/11	15000	16,815 00	17,135 70	17,135 70	-320 70	-320 70	L
			Total for 12/4/2012		17,135 70	17,135 70	-320 70	-320 70	
12572QAE5	CME GROUP INC	3 000% 9/15/22			**1114757**				
Sold		12/04/12	35000	36,222 20					
Acq		09/05/12	35000	36,222 20	34,891 85	34,891 85	1,330 35	1,330 35	S
			Total for 12/4/2012		34,891 85	34,891 85	1,330 35	1,330 35	
12626PAG8	CRH AMERICA INC	6 000% 9/30/16			**1114757**				
Sold		12/04/12	20000	22,350 00					
Acq		08/01/11	20000	22,350 00	22,431 00	22,431 00	-81 00	-81 00	L
			Total for 12/4/2012		22,431 00	22,431 00	-81 00	-81 00	
14040HAS4	CAPITAL ONE FINL COR	7 375% 5/23/14			**1114757**				
Sold		12/06/12	15000	16,355 85					
Acq		08/08/12	15000	16,355 85	16,567 50	16,567 50	-211 65	-211 65	S
			Total for 12/6/2012		16,567 50	16,567 50	-211 65	-211 65	
144141CZ9	PROGRESS ENERGY	5 300% 1/15/19			**1114757**				
Sold		12/04/12	30000	36,255 00					
Acq		09/21/12	30000	36,255 00	36,117 90	36,117 90	137 10	137 10	S
			Total for 12/4/2012		36,117 90	36,117 90	137 10	137 10	
172967EY3	CITIGROUP INC	6 375% 8/12/14			**1114757**				
Sold		12/06/12	25000	27,055 00					
Acq		06/30/11	25000	27,055 00	27,666 75	27,666 75	-611 75	-611 75	L
			Total for 12/6/2012		27,666 75	27,666 75	-611 75	-611 75	
20030NBB6	COMCAST CORP	6 400% 3/01/40			**1114757**				
Sold		12/04/12	15000	19,643 55					
Acq		06/30/11	15000	19,643 55	16,178 10	16,178 10	3,465 45	3,465 45	L
			Total for 12/4/2012		16,178 10	16,178 10	3,465 45	3,465 45	
201730AD0	CMAT 1999-C1A4	6 9755% 1/17/32			**1114757**				
Sold		07/17/12	2173 97	2,173 97					
Acq		06/22/12	2173 97	2,173 97	2,203 18	2,203 18	-29 21	-29 21	S
			Total for 7/17/2012		2,203 18	2,203 18	-29 21	-29 21	

SunTrust

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
TR THORNTON/VENABLE MEM U/I 4
Trust Year 4/1/2012 - 2/28/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
201730AD0	CMAT 1999-C1A4	6 9755% 1/17/32			1114757				
Sold		08/17/12	356 65	356 65					
Acq		06/22/12	356 65	356 65	361 44	361 44	-4 79	-4 79	S
			Total for 8/17/2012		361 44	361 44	-4 79	-4 79	
201730AD0	CMAT 1999-C1A4	6 9755% 1/17/32			1114757				
Sold		09/17/12	21713 63	21,713 63					
Acq		06/22/12	21713 63	21,713 63	22,005 41	22,005 41	-291 78	-291 78	S
			Total for 9/17/2012		22,005 41	22,005 41	-291 78	-291 78	
201730AD0	CMAT 1999-C1A4	6 9755% 1/17/32			1114757				
Sold		10/17/12	769 56	769 56					
Acq		06/22/12	769 56	769 56	779 90	779 90	-10 34	-10 34	S
			Total for 10/17/2012		779 90	779 90	-10 34	-10 34	
201730AD0	CMAT 1999-C1A4	6 9755% 1/17/32			1114757				
Sold		11/16/12	28373 18	28,563 84					
Acq		06/22/12	28373 18	28,563 84	28,754 46	28,754 46	-190 62	-190 62	S
			Total for 11/16/2012		28,754 46	28,754 46	-190 62	-190 62	
201730AD0	CMAT 1999-C1A4	6 9755% 1/17/32			1114757				
Sold		11/17/12	314 91	314 91					
Acq		06/22/12	314 91	314 91	319 14	319 14	-4 23	-4 23	S
			Total for 11/17/2012		319 14	319 14	-4 23	-4 23	
202795HV5	COMMONWEALTH EDISON	4 000% 8/01/20			1114757				
Sold		08/08/12	20000	22,665 80					
Acq		04/10/12	20000	22,665 80	22,016 40	22,016 40	649 40	649 40	S
			Total for 8/8/2012		22,016 40	22,016 40	649 40	649 40	
202795HV5	COMMONWEALTH EDISON	4 000% 8/01/20			1114757				
Sold		08/09/12	35000	39,587 10					
Acq		04/10/12	2000	2,262 12	2,201 64	2,201 64	60 48	60 48	S
Acq		04/10/12	33000	37,324 98	36,303 96	36,303 96	1,021 02	1,021 02	S
			Total for 8/9/2012		38,505 60	38,505 60	1,081 50	1,081 50	
22541S2Q0	CSFB 2004-C5	4 499% 11/15/37			1114757				
Sold		04/15/12	35 21	35 21					
Acq		07/01/10	35 21	35 21	36 06	36 06	-0 85	-0 85	L
			Total for 4/15/2012		36 06	36 06	-0 85	-0 85	
22541S2Q0	CSFB 2004-C5	4 499% 11/15/37			1114757				
Sold		05/15/12	96 29	96 29					
Acq		07/01/10	96 29	96 29	98 61	98 61	-2 32	-2 32	L
			Total for 5/15/2012		98 61	98 61	-2 32	-2 32	
22541S2Q0	CSFB 2004-C5	4 499% 11/15/37			1114757				
Sold		06/15/12	6 61	6 61					
Acq		07/01/10	6 61	6 61	6 77	6 77	-0 16	-0 16	L
			Total for 6/15/2012		6 77	6 77	-0 16	-0 16	

SunTrust

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
TR THORNTON/VENABLE MEM U/I 4
Trust Year 4/1/2012 - 2/28/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
22541S2Q0	CSFB 2004-C5	4 499% 11/15/37			1114757				
Sold		07/15/12	109 62	109 62					
Acq		07/01/10	109 62	109 62	112 27	112 27	-2 65	-2 65	L
			Total for 7/15/2012		112 27	112 27	-2 65	-2 65	
22541S2Q0	CSFB 2004-C5	4 499% 11/15/37			1114757				
Sold		08/15/12	23 98	23 98					
Acq		07/01/10	23 98	23 98	24 56	24 56	-0 58	-0 58	L
			Total for 8/15/2012		24 56	24 56	-0 58	-0 58	
22541S2Q0	CSFB 2004-C5	4 499% 11/15/37			1114757				
Sold		09/15/12	28 32	28 32					
Acq		07/01/10	28 32	28 32	29 00	29 00	-0 68	-0 68	L
			Total for 9/15/2012		29 00	29 00	-0 68	-0 68	
22541S2Q0	CSFB 2004-C5	4 499% 11/15/37			1114757				
Sold		10/15/12	7 95	7 95					
Acq		07/01/10	7 95	7 95	8 14	8 14	-0 19	-0 19	L
			Total for 10/15/2012		8 14	8 14	-0 19	-0 19	
22541S2Q0	CSFB 2004-C5	4 499% 11/15/37			1114757				
Sold		11/19/12	7253 77	7,283 24					
Acq		07/01/10	7253 77	7,283 24	7,428 90	7,428 90	-145 66	-145 66	L
			Total for 11/19/2012		7,428 90	7,428 90	-145 66	-145 66	
23305YBB4	DBUBS 2011-LC3A	3 642% 9/10/16			1114757				
Sold		12/05/12	45000	46,631 25					
Acq		08/11/11	45000	46,631 25	45,449 16	45,449 16	1,182 09	1,182 09	L
			Total for 12/5/2012		45,449 16	45,449 16	1,182 09	1,182 09	
233835AW7	DAIMLERCHRYSLER	6 500% 11/15/13			1114757				
Sold		12/06/12	15000	15,772 50					
Acq		08/01/11	15000	15,772 50	16,691 70	16,691 70	-919 20	-919 20	L
			Total for 12/6/2012		16,691 70	16,691 70	-919 20	-919 20	
24422ERL5	JOHN DEERE CAPITAL	2 000% 1/13/17			1114757				
Sold		12/04/12	10000	10,375 00					
Acq		11/29/11	10000	10,375 00	9,988 70	9,988 70	386 30	386 30	L
			Total for 12/4/2012		9,988 70	9,988 70	386 30	386 30	
25179MAM5	DEVON ENERGY CORP	1 875% 5/15/17			1114757				
Sold		09/06/12	15000	15,252 75					
Acq		05/07/12	15000	15,252 75	14,962 95	14,962 95	289 80	289 80	S
			Total for 9/6/2012		14,962 95	14,962 95	289 80	289 80	
25459HAG0	DIRECTV HLDGS LLC /	7 625% 5/15/16			1114757				
Sold		05/15/12	20000	20,762 60					
Acq		08/01/11	20000	20,762 60	21,800 00	21,800 00	-1,037 40	-1,037 40	S
			Total for 5/15/2012		21,800 00	21,800 00	-1,037 40	-1,037 40	

SunTrust

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
TR THORNTON/VENABLE MEM U/I 4
Trust Year 4/1/2012 - 2/28/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
25468PCG9	DISNEY WALT CO 6 000% 7/17/17				1114757				
Sold		12/04/12	40000	48,662 40					
Acq		10/21/11	40000	48,662 40	48,096 80	48,096 80	565 60	565 60	L
			Total for 12/4/2012		48,096 80	48,096 80	565 60	565 60	
25746UAV1	DOMINION RES INC VA 5 950% 6/15/35				1114757				
Sold		12/04/12	20000	25,551 80					
Acq		09/12/12	20000	25,551 80	24,934 80	24,934 80	617 00	617 00	S
			Total for 12/4/2012		24,934 80	24,934 80	617 00	617 00	
25746UBP3	DOMINION RES INC VA 2 750% 9/15/22				1114757				
Sold		12/04/12	15000	15,204 00					
Acq		09/10/12	15000	15,204 00	14,998 65	14,998 65	205 35	205 35	S
			Total for 12/4/2012		14,998 65	14,998 65	205 35	205 35	
260543CA9	DOW CHEMICAL CO 5 900% 2/15/15				1114757				
Sold		11/06/12	15000	16,641 45					
Acq		08/01/11	15000	16,641 45	17,172 60	17,172 60	-531 15	-531 15	L
			Total for 11/6/2012		17,172 60	17,172 60	-531 15	-531 15	
260543CH4	DOW CHEMICAL CO 3 000% 11/15/22				1114757				
Sold		12/04/12	20000	19,895 80					
Acq		11/06/12	20000	19,895 80	19,653 20	19,653 20	242 60	242 60	S
			Total for 12/4/2012		19,653 20	19,653 20	242 60	242 60	
26138EAM1	DR PEPPER SNAPPLE 2 900% 1/15/16				1114757				
Sold		11/13/12	20000	21,243 60					
Acq		08/15/12	20000	21,243 60	21,052 00	21,052 00	191 60	191 60	S
			Total for 11/13/2012		21,052 00	21,052 00	191 60	191 60	
26138EAQ2	DR PEPPER SNAPPLE GR 2 000% 1/15/20				1114757				
Sold		12/04/12	10000	9,913 50					
Acq		11/13/12	10000	9,913 50	9,922 50	9,922 50	-9 00	-9 00	S
			Total for 12/4/2012		9,922 50	9,922 50	-9 00	-9 00	
26442CAH7	DUKE ENERGY CAROLINA 5 300% 2/15/40				1114757				
Sold		12/04/12	30000	36,094 20					
Acq		09/12/12	30000	36,094 20	36,246 30	36,246 30	-152 10	-152 10	S
			Total for 12/4/2012		36,246 30	36,246 30	-152 10	-152 10	
292505AJ3	ENCANA CORP 3 900% 11/15/21				1114757				
Sold		12/04/12	20000	21,426 60					
Acq		11/08/11	20000	21,426 60	19,996 60	19,996 60	1,430 00	1,430 00	L
			Total for 12/4/2012		19,996 60	19,996 60	1,430 00	1,430 00	
29273RAG4	ENERGY TRANSFER PART 6 000% 7/01/13				1114757				
Sold		12/06/12	20000	20,502 00					
Acq		03/25/08	20000	20,502 00	19,962 20	19,962 20	539 80	539 80	L
			Total for 12/6/2012		19,962 20	19,962 20	539 80	539 80	

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
TR THORNTON/VENABLE MEM U/I 4
Trust Year 4/1/2012 - 2/28/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
293791AN9	ENTERPRISE PRODS	5 600% 10/15/14			1114757				
Sold		05/07/12	15000	16,573 50					
Acq		07/01/10	15000	16,573 50	16,399 05	16,399 05	174 45	174 45	L
			Total for 5/7/2012		16,399 05	16,399 05	174 45	174 45	
3128H6TV6	FHLMC GOLD E98664	4 500% 8/01/18			1114757				
Sold		04/15/12	660 02	660 02					
Acq		09/12/03	660 02	660 02	656 72	656 72	3 30	3 30	L
			Total for 4/15/2012		656 72	656 72	3 30	3 30	
3128H6TV6	FHLMC GOLD E98664	4 500% 8/01/18			1114757				
Sold		05/15/12	683 66	683 66					
Acq		09/12/03	683 66	683 66	680 24	680 24	3 42	3 42	L
			Total for 5/15/2012		680 24	680 24	3 42	3 42	
3128H6TV6	FHLMC GOLD E98664	4 500% 8/01/18			1114757				
Sold		06/15/12	816 97	816 97					
Acq		09/12/03	816 97	816 97	812 89	812 89	4 08	4 08	L
			Total for 6/15/2012		812 89	812 89	4 08	4 08	
3128H6TV6	FHLMC GOLD E98664	4 500% 8/01/18			1114757				
Sold		07/15/12	677 08	677 08					
Acq		09/12/03	677 08	677 08	673 69	673 69	3 39	3 39	L
			Total for 7/15/2012		673 69	673 69	3 39	3 39	
3128H6TV6	FHLMC GOLD E98664	4 500% 8/01/18			1114757				
Sold		08/15/12	483 85	483 85					
Acq		09/12/03	483 85	483 85	481 43	481 43	2 42	2 42	L
			Total for 8/15/2012		481 43	481 43	2 42	2 42	
3128H6TV6	FHLMC GOLD E98664	4 500% 8/01/18			1114757				
Sold		09/15/12	692 02	692 02					
Acq		09/12/03	692 02	692 02	688 56	688 56	3 46	3 46	L
			Total for 9/15/2012		688 56	688 56	3 46	3 46	
3128H6TV6	FHLMC GOLD E98664	4 500% 8/01/18			1114757				
Sold		10/15/12	608 16	608 16					
Acq		09/12/03	608 16	608 16	605 12	605 12	3 04	3 04	L
			Total for 10/15/2012		605 12	605 12	3 04	3 04	
3128H6TV6	FHLMC GOLD E98664	4 500% 8/01/18			1114757				
Sold		11/15/12	714 94	714 94					
Acq		09/12/03	714 94	714 94	711 37	711 37	3 57	3 57	L
			Total for 11/15/2012		711 37	711 37	3 57	3 57	
3128H6TV6	FHLMC GOLD E98664	4 500% 8/01/18			1114757				
Sold		12/05/12	11176 02	11,687 88					
Acq		09/12/03	455 96	476 84	453 68	453 68	23 16	23 16	L
Acq		09/12/03	10720 06	11,211 04	10,666 46	10,666 46	544 58	544 58	L
			Total for 12/5/2012		11,120 14	11,120 14	567 74	567 74	

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
TR THORNTON/VENABLE MEM U/I 4
Trust Year 4/1/2012 - 2/28/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
3128H6TV6	FHLMC GOLD E98664 4 500% 8/01/18				1114757				
Sold		12/15/12	475 35	475 35					
Acq		09/12/03	19 39	19 39	19 29	19 29	0 10	0 10	L
Acq		09/12/03	455 96	455 96	453 68	453 68	2 28	2 28	L
			Total for 12/15/2012		472 97	472 97	2 38	2 38	
31315PA25	FED AGRIC MTG CORP 2 000% 7/27/16				1114757				
Sold		12/06/12	25000	26,165 50					
Acq		07/20/11	25000	26,165 50	24,891 25	24,891 25	1,274 25	1,274 25	L
			Total for 12/6/2012		24,891 25	24,891 25	1,274 25	1,274 25	
3133XVNT4	FED HOME LN BK 1 750% 12/14/12				1114757				
Sold		04/12/12	150000	151,541 40					
Acq		12/02/09	150000	151,541 40	151,095 00	151,095 00	446 40	446 40	L
			Total for 4/12/2012		151,095 00	151,095 00	446 40	446 40	
31359MEU3	FED NATL MTG ASSN 6 250% 5/15/29				1114757				
Sold		12/03/12	50000	73,032 80					
Acq		01/02/08	50000	73,032 80	58,970 95	58,970 95	14,061 85	14,061 85	L
			Total for 12/3/2012		58,970 95	58,970 95	14,061 85	14,061 85	
31359MW41	FED NATL MTG ASSN 5 250% 9/15/16				1114757				
Sold		12/03/12	80000	94,041 12					
Acq		08/23/06	80000	94,041 12	80,324 88	80,324 88	13,716 24	13,716 24	L
			Total for 12/3/2012		80,324 88	80,324 88	13,716 24	13,716 24	
3136A7L26	FNA 2012-M9 ASQ2 1 513% 12/25/17				1114757				
Sold		12/05/12	60000	59,850 00					
Acq		08/09/12	60000	59,850 00	60,598 74	60,598 74	-748 74	-748 74	S
			Total for 12/5/2012		60,598 74	60,598 74	-748 74	-748 74	
3137EACH0	FED HOME LN MTG CORP 2 875% 2/09/15				1114757				
Sold		12/03/12	5000	5,274 96					
Acq		11/17/10	5000	5,274 96	5,308 10	5,308 10	-33 14	-33 14	L
			Total for 12/3/2012		5,308 10	5,308 10	-33 14	-33 14	
3137EADB2	FED HOME LN MTG CORP 2 375% 1/13/22				1114757				
Sold		12/03/12	30000	31,591 56					
Acq		01/12/12	30000	31,591 56	29,825 40	29,825 40	1,766 16	1,766 16	S
			Total for 12/3/2012		29,825 40	29,825 40	1,766 16	1,766 16	
31381JG30	FNMA POOL 462018 5 186% 9/01/15				1114757				
Sold		07/25/12	203 62	203 62					
Acq		06/18/12	203 62	203 62	221 69	221 69	-18 07	-18 07	S
			Total for 7/25/2012		221 69	221 69	-18 07	-18 07	
31381JG30	FNMA POOL 462018 5 186% 9/01/15				1114757				
Sold		08/25/12	186 03	186 03					
Acq		06/18/12	186 03	186 03	202 54	202 54	-16 51	-16 51	S
			Total for 8/25/2012		202 54	202 54	-16 51	-16 51	

SunTrust

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
TR THORNTON/VENABLE MEM U/I 4
Trust Year 4/1/2012 - 2/28/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
31381JG30	FNMA POOL 462018	5 186% 9/01/15			1114757				
Sold		09/25/12	186 93	186 93					
Acq		06/18/12	186 93	186 93	203 52	203 52	-16 59	-16 59	S
			Total for 9/25/2012		203 52	203 52	-16 59	-16 59	
31381JG30	FNMA POOL 462018	5 186% 9/01/15			1114757				
Sold		10/25/12	206 34	206 34					
Acq		06/18/12	206 34	206 34	224 65	224 65	-18 31	-18 31	S
			Total for 10/25/2012		224 65	224 65	-18 31	-18 31	
31381JG30	FNMA POOL 462018	5 186% 9/01/15			1114757				
Sold		11/25/12	188 85	188 85					
Acq		06/18/12	188 85	188 85	205 61	205 61	-16 76	-16 76	S
			Total for 11/25/2012		205 61	205 61	-16 76	-16 76	
31381JG30	FNMA POOL 462018	5 186% 9/01/15			1114757				
Sold		12/05/12	117052 77	125,246 46					
Acq		06/18/12	117052 77	125,246 46	127,441 21	127,441 21	-2,194 75	-2,194 75	S
			Total for 12/5/2012		127,441 21	127,441 21	-2,194 75	-2,194 75	
31381JG30	FNMA POOL 462018	5 186% 9/01/15			1114757				
Sold		12/25/12	208 2	208 20					
Acq		06/18/12	208 2	208 20	226 68	226 68	-18 48	-18 48	S
			Total for 12/25/2012		226 68	226 68	-18 48	-18 48	
31381K4D8	FNMA POOL 463520	4 550% 10/01/19			1114757				
Sold		07/25/12	154 07	154 07					
Acq		06/15/12	154 07	154 07	172 75	172 75	-18 68	-18 68	S
			Total for 7/25/2012		172 75	172 75	-18 68	-18 68	
31381K4D8	FNMA POOL 463520	4 550% 10/01/19			1114757				
Sold		08/25/12	134 42	134 42					
Acq		06/15/12	134 42	134 42	150 72	150 72	-16 30	-16 30	S
			Total for 8/25/2012		150 72	150 72	-16 30	-16 30	
31381K4D8	FNMA POOL 463520	4 550% 10/01/19			1114757				
Sold		09/25/12	135 09	135 09					
Acq		06/15/12	135 09	135 09	151 47	151 47	-16 38	-16 38	S
			Total for 9/25/2012		151 47	151 47	-16 38	-16 38	
31381K4D8	FNMA POOL 463520	4 550% 10/01/19			1114757				
Sold		10/25/12	156 13	156 13					
Acq		06/15/12	156 13	156 13	175 06	175 06	-18 93	-18 93	S
			Total for 10/25/2012		175 06	175 06	-18 93	-18 93	
31381K4D8	FNMA POOL 463520	4 550% 10/01/19			1114757				
Sold		11/25/12	136 56	136 56					
Acq		06/15/12	136 56	136 56	153 12	153 12	-16 56	-16 56	S
			Total for 11/25/2012		153 12	153 12	-16 56	-16 56	

SunTrust

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
TR THORNTON/VENABLE MEM U/I 4
Trust Year 4/1/2012 - 2/28/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
31381K4D8	FNMA POOL 463520	4 550% 10/01/19			**1114757**				
Sold		12/05/12	124839 66	141,693 01					
Acq		06/15/12	124839 66	141,693 01	139,976 47	139,976 47	1,716 54	1,716 54	S
			Total for 12/5/2012		139,976 47	139,976 47	1,716 54	1,716 54	
31381K4D8	FNMA POOL 463520	4 550% 10/01/19			**1114757**				
Sold		12/25/12	157 56	157 56					
Acq		06/15/12	157 56	157 56	176 66	176 66	-19 10	-19 10	S
			Total for 12/25/2012		176 66	176 66	-19 10	-19 10	
31381NZS5	FNMA POOL 466153	3 720% 10/01/20			**1114757**				
Sold		07/25/12	92 22	92 22					
Acq		06/22/12	92 22	92 22	99 53	99 53	-7 31	-7 31	S
			Total for 7/25/2012		99 53	99 53	-7 31	-7 31	
31381NZS5	FNMA POOL 466153	3 720% 10/01/20			**1114757**				
Sold		08/25/12	83 25	83 25					
Acq		06/22/12	83 25	83 25	89 84	89 84	-6 59	-6 59	S
			Total for 8/25/2012		89 84	89 84	-6 59	-6 59	
31381NZS5	FNMA POOL 466153	3 720% 10/01/20			**1114757**				
Sold		09/25/12	83 6	83 60					
Acq		06/22/12	83 6	83 60	90 22	90 22	-6 62	-6 62	S
			Total for 9/25/2012		90 22	90 22	-6 62	-6 62	
31381NZS5	FNMA POOL 466153	3 720% 10/01/20			**1114757**				
Sold		10/25/12	93 28	93 28					
Acq		06/22/12	93 28	93 28	100 67	100 67	-7 39	-7 39	S
			Total for 10/25/2012		100 67	100 67	-7 39	-7 39	
31381NZS5	FNMA POOL 466153	3 720% 10/01/20			**1114757**				
Sold		11/25/12	84 35	84 35					
Acq		06/22/12	84 35	84 35	91 03	91 03	-6 68	-6 68	S
			Total for 11/25/2012		91 03	91 03	-6 68	-6 68	
31381NZS5	FNMA POOL 466153	3 720% 10/01/20			**1114757**				
Sold		12/05/12	67859 46	74,730 23					
Acq		06/22/12	67859 46	74,730 23	73,235 21	73,235 21	1,495 02	1,495 02	S
			Total for 12/5/2012		73,235 21	73,235 21	1,495 02	1,495 02	
31381NZS5	FNMA POOL 466153	3 720% 10/01/20			**1114757**				
Sold		12/25/12	94 01	94 01					
Acq		06/22/12	94 01	94 01	101 46	101 46	-7 45	-7 45	S
			Total for 12/25/2012		101 46	101 46	-7 45	-7 45	
31381PKK3	FNMA POOL 466598	2 180% 11/01/15			**1114757**				
Sold		12/05/12	43000	42,892 50					
Acq		06/18/12	43000	42,892 50	44,290 00	44,290 00	-1,397 50	-1,397 50	S
			Total for 12/5/2012		44,290 00	44,290 00	-1,397 50	-1,397 50	

SunTrust

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
TR THORNTON/VENABLE MEM U/I 4
Trust Year 4/1/2012 - 2/28/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
31381SHM7	FNMA POOL 469236	3 240% 10/01/21			1114757				
Sold		12/05/12	130000	135,281 25					
Acq		06/22/12	70000	72,843 75	74,123 44	74,123 44	-1,279 69	-1,279 69	S
Acq		09/06/11	60000	62,437 50	60,037 50	60,037 50	2,400 00	2,400 00	L
			Total for 12/5/2012		134,160 94	134,160 94	1,120 31	1,120 31	
31381SXA5	FNMA POOL 469673	2 149% 12/01/16			1114757				
Sold		12/05/12	180000	183,206 25					
Acq		06/18/12	90000	91,603 13	92,362 50	92,362 50	-759 38	-759 38	S
Acq		10/26/11	90000	91,603 13	90,562 50	90,562 50	1,040 63	1,040 63	L
			Total for 12/5/2012		182,925 00	182,925 00	281 25	281 25	
31381UZK6	FNMA POOL 471546	2 470% 5/01/19			1114757				
Sold		07/25/12	205 34	205 34					
Acq		04/05/12	102 67	102 67	103 76	103 76	-1 09	-1 09	S
Acq		06/18/12	102 67	102 67	105 62	105 62	-2 95	-2 95	S
			Total for 7/25/2012		209 38	209 38	-4 04	-4 04	
31381UZK6	FNMA POOL 471546	2 470% 5/01/19			1114757				
Sold		08/25/12	188 16	188 16					
Acq		06/18/12	94 08	94 08	96 78	96 78	-2 70	-2 70	S
Acq		04/05/12	94 08	94 08	95 08	95 08	-1 00	-1 00	S
			Total for 8/25/2012		191 86	191 86	-3 70	-3 70	
31381UZK6	FNMA POOL 471546	2 470% 5/01/19			1114757				
Sold		09/25/12	188 86	188 86					
Acq		06/18/12	94 43	94 43	97 14	97 14	-2 71	-2 71	S
Acq		04/05/12	94 43	94 43	95 43	95 43	-1 00	-1 00	S
			Total for 9/25/2012		192 57	192 57	-3 71	-3 71	
31381UZK6	FNMA POOL 471546	2 470% 5/01/19			1114757				
Sold		10/25/12	207 46	207 46					
Acq		06/18/12	103 73	103 73	106 71	106 71	-2 98	-2 98	S
Acq		04/05/12	103 73	103 73	104 83	104 83	-1 10	-1 10	S
			Total for 10/25/2012		211 54	211 54	-4 08	-4 08	
31381UZK6	FNMA POOL 471546	2 470% 5/01/19			1114757				
Sold		11/25/12	190 34	190 34					
Acq		04/05/12	95 17	95 17	96 18	96 18	-1 01	-1 01	S
Acq		06/18/12	95 17	95 17	97 91	97 91	-2 74	-2 74	S
			Total for 11/25/2012		194 09	194 09	-3 75	-3 75	
31381UZK6	FNMA POOL 471546	2 470% 5/01/19			1114757				
Sold		12/05/12	148810 96	152,391 72					
Acq		04/05/12	74301 04	76,088 91	75,090 50	75,090 50	998 41	998 41	S
Acq		06/18/12	74509 92	76,302 81	76,652 09	76,652 09	-349 28	-349 28	S
			Total for 12/5/2012		151,742 59	151,742 59	649 13	649 13	

SunTrust
Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
TR THORNTON/VENABLE MEM U/I 4
Trust Year 4/1/2012 - 2/28/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
31381UZK6	FNMA POOL 471546	2 470% 5/01/19			1114757				
	Sold	12/25/12	208 88	208 88					
	Acq	04/05/12	208 88	208 88	211 10	211 10	-2 22	-2 22	S
			Total for 12/25/2012		211 10	211 10	-2 22	-2 22	
31385XF85	FNMA POOL 555591	5 500% 7/01/33			1114757				
	Sold	04/25/12	654 62	654 62					
	Acq	09/11/03	654 62	654 62	662 22	662 22	-7 60	-7 60	L
			Total for 4/25/2012		662 22	662 22	-7 60	-7 60	
31385XF85	FNMA POOL 555591	5 500% 7/01/33			1114757				
	Sold	05/25/12	619 51	619 51					
	Acq	09/11/03	619 51	619 51	626 71	626 71	-7 20	-7 20	L
			Total for 5/25/2012		626 71	626 71	-7 20	-7 20	
31385XF85	FNMA POOL 555591	5 500% 7/01/33			1114757				
	Sold	06/25/12	671 52	671 52					
	Acq	09/11/03	671 52	671 52	679 32	679 32	-7 80	-7 80	L
			Total for 6/25/2012		679 32	679 32	-7 80	-7 80	
31385XF85	FNMA POOL 555591	5 500% 7/01/33			1114757				
	Sold	07/25/12	617 19	617 19					
	Acq	09/11/03	617 19	617 19	624 36	624 36	-7 17	-7 17	L
			Total for 7/25/2012		624 36	624 36	-7 17	-7 17	
31385XF85	FNMA POOL 555591	5 500% 7/01/33			1114757				
	Sold	08/25/12	676 03	676 03					
	Acq	09/11/03	676 03	676 03	683 88	683 88	-7 85	-7 85	L
			Total for 8/25/2012		683 88	683 88	-7 85	-7 85	
31385XF85	FNMA POOL 555591	5 500% 7/01/33			1114757				
	Sold	09/25/12	695 32	695 32					
	Acq	09/11/03	695 32	695 32	703 40	703 40	-8 08	-8 08	L
			Total for 9/25/2012		703 40	703 40	-8 08	-8 08	
31385XF85	FNMA POOL 555591	5 500% 7/01/33			1114757				
	Sold	10/25/12	687 45	687 45					
	Acq	09/11/03	687 45	687 45	695 43	695 43	-7 98	-7 98	L
			Total for 10/25/2012		695 43	695 43	-7 98	-7 98	
31385XF85	FNMA POOL 555591	5 500% 7/01/33			1114757				
	Sold	11/25/12	758 71	758 71					
	Acq	09/11/03	758 71	758 71	767 52	767 52	-8 81	-8 81	L
			Total for 11/25/2012		767 52	767 52	-8 81	-8 81	
31385XF85	FNMA POOL 555591	5 500% 7/01/33			1114757				
	Sold	12/05/12	16049 18	17,252 87					
	Acq	09/11/03	16049 18	17,252 87	16,235 59	16,235 59	1,017 28	1,017 28	L
			Total for 12/5/2012		16,235 59	16,235 59	1,017 28	1,017 28	

SunTrust

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
TR THORNTON/VENABLE MEM U/I 4
Trust Year 4/1/2012 - 2/28/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
31385XF85	FNMA POOL 555591	5 500% 7/01/33			1114757				
Sold		12/25/12	595 44	595 44					
Acq		09/11/03	595 44	595 44	602 36	602 36	-6 92	-6 92	L
			Total for 12/25/2012		602 36	602 36	-6 92	-6 92	
31385XR74	FNMA POOL 555910	4 920% 10/01/13			1114757				
Sold		07/25/12	58 06	58 06					
Acq		06/18/12	58 06	58 06	59 37	59 37	-1 31	-1 31	S
			Total for 7/25/2012		59 37	59 37	-1 31	-1 31	
31385XR74	FNMA POOL 555910	4 920% 10/01/13			1114757				
Sold		08/25/12	53 73	53 73					
Acq		06/18/12	53 73	53 73	54 94	54 94	-1 21	-1 21	S
			Total for 8/25/2012		54 94	54 94	-1 21	-1 21	
31385XR74	FNMA POOL 555910	4 920% 10/01/13			1114757				
Sold		09/25/12	53 99	53 99					
Acq		06/18/12	53 99	53 99	55 20	55 20	-1 21	-1 21	S
			Total for 9/25/2012		55 20	55 20	-1 21	-1 21	
31385XR74	FNMA POOL 555910	4 920% 10/01/13			1114757				
Sold		10/25/12	58 84	58 84					
Acq		06/18/12	58 84	58 84	60 16	60 16	-1 32	-1 32	S
			Total for 10/25/2012		60 16	60 16	-1 32	-1 32	
31385XR74	FNMA POOL 555910	4 920% 10/01/13			1114757				
Sold		11/25/12	54 54	54 54					
Acq		06/18/12	54 54	54 54	55 77	55 77	-1 23	-1 23	S
			Total for 11/25/2012		55 77	55 77	-1 23	-1 23	
31385XR74	FNMA POOL 555910	4 920% 10/01/13			1114757				
Sold		12/05/12	27654 66	28,138 62					
Acq		06/18/12	27654 66	28,138 62	28,276 89	28,276 89	-138 27	-138 27	S
			Total for 12/5/2012		28,276 89	28,276 89	-138 27	-138 27	
31385XR74	FNMA POOL 555910	4 920% 10/01/13			1114757				
Sold		12/25/12	1485 13	1,485 13					
Acq		06/18/12	1485 13	1,485 13	1,518 55	1,518 55	-33 42	-33 42	S
			Total for 12/25/2012		1,518 55	1,518 55	-33 42	-33 42	
31398GGH6	FNMA 2009-M2 A3	4 001% 1/25/19			1114757				
Sold		12/05/12	70000	76,300 00					
Acq		11/18/09	70000	76,300 00	70,350 00	70,350 00	5,950 00	5,950 00	L
			Total for 12/5/2012		70,350 00	70,350 00	5,950 00	5,950 00	
31402DM23	FNMA POOL 725877	5 075% 9/01/14			1114757				
Sold		04/25/12	4 24	4 24					
Acq		03/16/07	4 24	4 24	4 33	4 33	-0 09	-0 09	L
			Total for 4/25/2012		4 33	4 33	-0 09	-0 09	

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
TR THORNTON/VENABLE MEM U/I 4
Trust Year 4/1/2012 - 2/28/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
31402DM23	FNMA POOL 725877	5 075% 9/01/14			**1114757**				
Sold		05/25/12	4 7	4 70					
Acq		03/16/07	4 7	4.70	4 80	4 80	-0 10	-0 10	L
		Total for 5/25/2012			4 80	4 80	-0 10	-0 10	
31402DM23	FNMA POOL 725877	5 075% 9/01/14			**1114757**				
Sold		06/25/12	4 28	4 28					
Acq		03/16/07	4 28	4 28	4 37	4 37	-0 09	-0 09	L
		Total for 6/25/2012			4 37	4 37	-0 09	-0 09	
31402DM23	FNMA POOL 725877	5 075% 9/01/14			**1114757**				
Sold		07/25/12	10 67	10 67					
Acq		06/18/12	5 93	5 93	6 27	6 27	-0 34	-0 34	S
Acq		03/16/07	4 74	4 74	4 84	4 84	-0 10	-0 10	L
		Total for 7/25/2012			11 11	11 11	-0 44	-0 44	
31402DM23	FNMA POOL 725877	5 075% 9/01/14			**1114757**				
Sold		08/25/12	9 74	9 74					
Acq		06/18/12	5 41	5 41	5 72	5 72	-0 31	-0 31	S
Acq		03/16/07	4 33	4 33	4 42	4 42	-0 09	-0 09	L
		Total for 8/25/2012			10 14	10 14	-0 40	-0 40	
31402DM23	FNMA POOL 725877	5 075% 9/01/14			**1114757**				
Sold		09/25/12	9 79	9 79					
Acq		03/16/07	4 35	4 35	4 44	4 44	-0 09	-0 09	L
Acq		06/18/12	5 44	5 44	5 75	5 75	-0 31	-0 31	S
		Total for 9/25/2012			10 19	10 19	-0 40	-0 40	
31402DM23	FNMA POOL 725877	5 075% 9/01/14			**1114757**				
Sold		10/25/12	10 82	10 82					
Acq		03/16/07	4 81	4 81	4 91	4 91	-0 10	-0 10	L
Acq		06/18/12	6 01	6 01	6 36	6 36	-0 35	-0 35	S
		Total for 10/25/2012			11 27	11 27	-0 45	-0 45	
31402DM23	FNMA POOL 725877	5 075% 9/01/14			**1114757**				
Sold		11/25/12	9 9	9 90					
Acq		06/18/12	5 5	5 50	5 82	5 82	-0 32	-0 32	S
Acq		03/16/07	4 4	4 40	4 49	4 49	-0 09	-0 09	L
		Total for 11/25/2012			10 31	10 31	-0 41	-0 41	
31402DM23	FNMA POOL 725877	5 075% 9/01/14			**1114757**				
Sold		12/05/12	5927 96	6,202 13					
Acq		06/18/12	3288 45	3,440 54	3,477 53	3,477 53	-36 99	-36 99	S
Acq		03/16/07	2639 51	2,761 59	2,693 93	2,693 93	67 66	67 66	L
		Total for 12/5/2012			6,171 46	6,171 46	30 67	30 67	

SunTrust

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
TR THORNTON/VENABLE MEM U/I 4
Trust Year 4/1/2012 - 2/28/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
31402DM23	FNMA POOL 725877	5 075% 9/01/14			1114757				
Sold		12/25/12	10 92	10 92					
Acq		06/18/12	10 92	10 92	11 55	11 55	-0 63	-0 63	S
			Total for 12/25/2012		11 55	11 55	-0 63	-0 63	
31410GT29	FNMA POOL 888969	5 734% 11/01/17			1114757				
Sold		07/25/12	122 03	122 03					
Acq		06/18/12	122 03	122 03	138 05	138 05	-16 02	-16 02	S
			Total for 7/25/2012		138 05	138 05	-16 02	-16 02	
31410GT29	FNMA POOL 888969	5 734% 11/01/17			1114757				
Sold		08/25/12	105 66	105 66					
Acq		06/18/12	105 66	105 66	119 53	119 53	-13 87	-13 87	S
			Total for 8/25/2012		119 53	119 53	-13 87	-13 87	
31410GT29	FNMA POOL 888969	5 734% 11/01/17			1114757				
Sold		09/25/12	106 24	106 24					
Acq		06/18/12	106 24	106 24	120 18	120 18	-13 94	-13 94	S
			Total for 9/25/2012		120 18	120 18	-13 94	-13 94	
31410GT29	FNMA POOL 888969	5 734% 11/01/17			1114757				
Sold		10/25/12	123 83	123 83					
Acq		06/18/12	123 83	123 83	140 08	140 08	-16 25	-16 25	S
			Total for 10/25/2012		140 08	140 08	-16 25	-16 25	
31410GT29	FNMA POOL 888969	5 734% 11/01/17			1114757				
Sold		11/25/12	107 52	107 52					
Acq		06/18/12	107 52	107 52	121 63	121 63	-14 11	-14 11	S
			Total for 11/25/2012		121 63	121 63	-14 11	-14 11	
31410GT29	FNMA POOL 888969	5 734% 11/01/17			1114757				
Sold		12/05/12	94617 26	109,282 94					
Acq		06/18/12	94617 26	109,282 94	107,035 77	107,035 77	2,247 17	2,247 17	S
			Total for 12/5/2012		107,035 77	107,035 77	2,247 17	2,247 17	
31410GT29	FNMA POOL 888969	5 734% 11/01/17			1114757				
Sold		12/25/12	125 07	125 07					
Acq		06/18/12	125 07	125 07	141 49	141 49	-16 42	-16 42	S
			Total for 12/25/2012		141 49	141 49	-16 42	-16 42	
34529UAC8	FORDO 2012-A	0 840% 8/15/16			1114757				
Sold		12/05/12	25000	25,015 63					
Acq		01/18/12	25000	25,015 63	24,999 14	24,999 14	16 49	16 49	S
			Total for 12/5/2012		24,999 14	24,999 14	16 49	16 49	
36962G3U6	GENERAL ELEC CAP COR 5 625% 5/01/18				1114757				
Sold		08/09/12	20000	23,586 60					
Acq		04/16/08	15000	17,689 95	14,959 95	14,959 95	2,730 00	2,730 00	L
Acq		04/16/08	5000	5,896 65	5,012 05	5,012 05	884 60	884 60	L
			Total for 8/9/2012		19,972 00	19,972 00	3,614 60	3,614 60	

SunTrust

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
TR THORNTON/VENABLE MEM U/I 4
Trust Year 4/1/2012 - 2/28/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
36962G4R2	GENERAL ELEC CAP 4 375% 9/16/20				1114757				
Sold		12/04/12	45000	50,404 50					
Acq		08/09/12	10000	11,201 00	11,006 50	11,006 50	194 50	194 50	S
Acq		08/09/12	35000	39,203 50	38,528 00	38,528 00	675 50	675 50	S
			Total for 12/4/2012		49,534 50	49,534 50	870 00	870 00	
36962G4Y7	GENERAL ELEC CAP COR 4 625% 1/07/21				1114757				
Sold		08/09/12	40000	44,906 00					
Acq		07/01/11	40000	44,906 00	40,383 20	40,383 20	4,522 80	4,522 80	L
			Total for 8/9/2012		40,383 20	40,383 20	4,522 80	4,522 80	
36962GP65	GENERAL ELEC CAP 4 875% 3/04/15				1114757				
Sold		08/09/12	40000	43,599 60					
Acq		04/06/10	40000	43,599 60	41,967 60	41,967 60	1,632 00	1,632 00	L
			Total for 8/9/2012		41,967 60	41,967 60	1,632 00	1,632 00	
370334BF0	GENERAL MILLS INC 5 200% 3/17/15				1114757				
Sold		12/06/12	40000	44,008 00					
Acq		08/01/11	20000	22,004 00	22,578 20	22,578 20	-574 20	-574 20	L
Acq		03/12/08	20000	22,004 00	19,954 80	19,954 80	2,049 20	2,049 20	L
			Total for 12/6/2012		42,533 00	42,533 00	1,475 00	1,475 00	
38141GFG4	GOLDMAN SACHS GROUP 5 950% 1/18/18				1114757				
Sold		12/04/12	40000	46,262 40					
Acq		06/30/11	40000	46,262 40	43,368 40	43,368 40	2,894 00	2,894 00	L
			Total for 12/4/2012		43,368 40	43,368 40	2,894 00	2,894 00	
38143VAA7	GOLDMAN SACHS CAP I 6 345% 02/15/34				1114757				
Sold		12/04/12	25000	25,737 50					
Acq		02/12/04	25000	25,737 50	25,000 00	25,000 00	737 50	737 50	L
			Total for 12/4/2012		25,000 00	25,000 00	737 50	737 50	
38375JKV6	GNMA REMIC 2007-4-A 4 206% 6/16/29				1114757				
Sold		04/16/12	8709 51	8,709 51					
Acq		02/22/07	8709 51	8,709 51	8,470 10	8,470 10	239 41	239 41	L
			Total for 4/16/2012		8,470 10	8,470 10	239 41	239 41	
38375JKV6	GNMA REMIC 2007-4-A 4 206% 6/16/29				1114757				
Sold		05/16/12	227 62	227 62					
Acq		02/22/07	227 62	227 62	221 36	221 36	6 26	6 26	L
			Total for 5/16/2012		221 36	221 36	6 26	6 26	
38375JKV6	GNMA REMIC 2007-4-A 4 206% 6/16/29				1114757				
Sold		06/16/12	3959 09	3,959 09					
Acq		02/22/07	3959 09	3,959 09	3,850 26	3,850 26	108 83	108 83	L
			Total for 6/16/2012		3,850 26	3,850 26	108 83	108 83	

SunTrust

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
TR THORNTON/VENABLE MEM U/I 4
Trust Year 4/1/2012 - 2/28/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
38375JKV6	GNMA REMIC 2007-4-A 4 206% 6/16/29				1114757				
	Sold	07/16/12	5221 67	5,221 67					
	Acq	02/22/07	5221 67	5,221 67	5,078 14	5,078 14	143 53	143 53	L
			Total for 7/16/2012		5,078 14	5,078 14	143 53	143 53	
38375JKV6	GNMA REMIC 2007-4-A 4 206% 6/16/29				1114757				
	Sold	08/16/12	5102 7	5,102 70					
	Acq	02/22/07	5102 7	5,102 70	4,962 44	4,962 44	140 26	140 26	L
			Total for 8/16/2012		4,962 44	4,962 44	140 26	140 26	
38375JKV6	GNMA REMIC 2007-4-A 4 206% 6/16/29				1114757				
	Sold	09/16/12	5782 22	5,782 22					
	Acq	02/22/07	5782 22	5,782 22	5,623 28	5,623 28	158 94	158 94	L
			Total for 9/16/2012		5,623 28	5,623 28	158 94	158 94	
391164AE0	GREAT PLAINS ENERGY 4 850% 6/01/21				1114757				
	Sold	12/04/12	20000	21,847 00					
	Acq	08/01/11	20000	21,847 00	20,885 40	20,885 40	961 60	961 60	L
			Total for 12/4/2012		20,885 40	20,885 40	961 60	961 60	
396789JR1	GREENWICH CAP COML 4 305% 8/10/42				1114757				
	Sold	04/10/12	76 45	76 45					
	Acq	01/26/05	76 45	76 45	76 83	76 83	-0 38	-0 38	L
			Total for 4/10/2012		76 83	76 83	-0 38	-0 38	
396789JR1	GREENWICH CAP COML 4 305% 8/10/42				1114757				
	Sold	05/10/12	91 98	91 98					
	Acq	01/26/05	91 98	91 98	92 44	92 44	-0 46	-0 46	L
			Total for 5/10/2012		92 44	92 44	-0 46	-0 46	
396789JR1	GREENWICH CAP COML 4 305% 8/10/42				1114757				
	Sold	06/12/12	10577 29	10,577 29					
	Acq	01/26/05	10577 29	10,577 29	10,630 09	10,630 09	-52 80	-52 80	L
			Total for 6/12/2012		10,630 09	10,630 09	-52 80	-52 80	
428236BB8	HEWLETT PACKARD CO 1 250% 9/13/13				1114757				
	Sold	12/06/12	20000	19,821 60					
	Acq	04/17/12	20000	19,821 60	20,019 20	20,019 20	-197 60	-197 60	S
			Total for 12/6/2012		20,019 20	20,019 20	-197 60	-197 60	
43812WAC1	HAROT 2009-3 A3 2 30999% 5/15/13				1114757				
	Sold	04/15/12	778 82	778 82					
	Acq	07/07/09	778 82	778 82	778 69	778 69	0 13	0 13	L
			Total for 4/15/2012		778 69	778 69	0 13	0 13	
43812WAC1	HAROT 2009-3 A3 2 30999% 5/15/13				1114757				
	Sold	05/15/12	699 36	699 36					
	Acq	07/07/09	699 36	699 36	699 24	699 24	0 12	0 12	L
			Total for 5/15/2012		699 24	699 24	0 12	0 12	

SunTrust
Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
TR THORNTON/VENABLE MEM U/I 4
Trust Year 4/1/2012 - 2/28/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
43812WAC1	HAROT 2009-3 A3	2 30999% 5/15/13			1114757				
Sold		06/15/12	680 73	680 73					
Acq		07/07/09	680 73	680 73	680 61	680 61	0 12	0 12	L
			Total for 6/15/2012		680 61	680 61	0 12	0 12	
43812WAC1	HAROT 2009-3 A3	2 30999% 5/15/13			1114757				
Sold		07/16/12	156 93	156 93					
Acq		07/07/09	156 93	156 93	156 90	156 90	0 03	0 03	L
			Total for 7/16/2012		156 90	156 90	0 03	0 03	
45687AAA0	INGERSOLL RAND	6 875% 8/15/18			1114757				
Sold		08/13/12	20000	24,479 40					
Acq		08/13/08	20000	24,479 40	19,971 40	19,971 40	4,508 00	4,508 00	L
			Total for 8/13/2012		19,971 40	19,971 40	4,508 00	4,508 00	
46625HAT7	JP MORGAN CHASE & CO	5 750% 1/02/13			1114757				
Sold		08/02/12	55000	56,100 00					
Acq		08/25/09	15000	15,300 00	16,027 80	16,027 80	-727 80	-727 80	L
Acq		08/25/09	40000	40,800 00	42,868 72	42,868 72	-2,068 72	-2,068 72	L
			Total for 8/2/2012		58,896 52	58,896 52	-2,796 52	-2,796 52	
46625HJA9	JPMORGAN CHASE & CO	3 150% 7/05/16			1114757				
Sold		12/04/12	50000	52,983 50					
Acq		10/09/12	10000	10,596 70	10,634 20	10,634 20	-37 50	-37 50	S
Acq		08/02/12	40000	42,386 80	42,094 80	42,094 80	292 00	292 00	S
			Total for 12/4/2012		52,729 00	52,729 00	254 50	254 50	
46625M2B4	JP MORGAN CHASE	4 404% 01/12/39			1114757				
Sold		12/05/12	85000	86,540 63					
Acq		03/25/04	85000	86,540 63	85,424 41	85,424 41	1,116 22	1,116 22	L
			Total for 12/5/2012		85,424 41	85,424 41	1,116 22	1,116 22	
58013MEG5	MCDONALDS CORP	5 000% 2/01/19			1114757				
Sold		12/04/12	50000	59,800 50					
Acq		01/13/09	35000	41,860 35	35,462 70	35,462 70	6,397 65	6,397 65	L
Acq		01/13/09	15000	17,940 15	14,994 90	14,994 90	2,945 25	2,945 25	L
			Total for 12/4/2012		50,457 60	50,457 60	9,342 90	9,342 90	
58155QAC7	MCKESSON CORP	3 250% 3/01/16			1114757				
Sold		12/04/12	20000	21,436 40					
Acq		01/26/12	20000	21,436 40	21,350 80	21,350 80	85 60	85 60	S
			Total for 12/4/2012		21,350 80	21,350 80	85 60	85 60	
59156RAU2	METLIFE INC	6 750% 6/01/16			1114757				
Sold		12/04/12	15000	17,812 50					
Acq		07/13/12	5000	5,937 50	5,880 75	5,880 75	56 75	56 75	S
Acq		07/13/12	10000	11,875 00	11,759 50	11,759 50	115 50	115 50	S
			Total for 12/4/2012		17,640 25	17,640 25	172 25	172 25	

SunTrust

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
TR THORNTON/VENABLE MEM U/I 4
Trust Year 4/1/2012 - 2/28/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
59156RAX6	METLIFE INC	4 750% 2/08/21			1114757				
Sold		12/04/12	25000	29,066 50					
Acq		07/27/11	25000	29,066 50	25,932 50	25,932 50	3,134 00	3,134 00	L
			Total for 12/4/2012		25,932 50	25,932 50	3,134 00	3,134 00	
61746SBR9	MORGAN STANLEY	5 375% 10/15/15			1114757				
Sold		12/06/12	20000	21,706 00					
Acq		08/01/11	20000	21,706 00	21,612 40	21,612 40	93 60	93 60	L
			Total for 12/6/2012		21,612 40	21,612 40	93 60	93 60	
637071AJ0	NATIONAL OILWELL	2 600% 12/01/22			1114757				
Sold		12/04/12	10000	10,013 70					
Acq		11/15/12	10000	10,013 70	9,964 00	9,964 00	49 70	49 70	S
			Total for 12/4/2012		9,964 00	9,964 00	49 70	49 70	
65473QAS2	NISOURCE FIN CORP	6 400% 3/15/18			1114757				
Sold		12/04/12	15000	18,007 50					
Acq		06/16/11	15000	18,007 50	17,207 55	17,207 55	799 95	799 95	L
			Total for 12/4/2012		17,207 55	17,207 55	799 95	799 95	
665859AM6	NORTHERN TRUST CO	3 375% 8/23/21			1114757				
Sold		12/04/12	20000	21,650 40					
Acq		08/17/11	20000	21,650 40	19,912 60	19,912 60	1,737 80	1,737 80	L
			Total for 12/4/2012		19,912 60	19,912 60	1,737 80	1,737 80	
681919AZ9	OMNICOM GROUP INC	3 625% 5/01/22			1114757				
Sold		12/04/12	25000	25,920 00					
Acq		11/08/12	10000	10,368 00	10,570 70	10,570 70	-202 70	-202 70	S
Acq		04/18/12	15000	15,552 00	14,935 05	14,935 05	616 95	616 95	S
			Total for 12/4/2012		25,505 75	25,505 75	414 25	414 25	
6832348A9	ONTARIO PROVINCE	4 100% 6/16/14			1114757				
Sold		05/16/12	40000	42,818 40					
Acq		06/10/09	40000	42,818 40	39,973 20	39,973 20	2,845 20	2,845 20	L
			Total for 5/16/2012		39,973 20	39,973 20	2,845 20	2,845 20	
68323ABJ2	ONTARIO PROV	0 950% 5/26/15			1114757				
Sold		12/06/12	40000	40,404 00					
Acq		05/16/12	40000	40,404 00	39,991 60	39,991 60	412 40	412 40	S
			Total for 12/6/2012		39,991 60	39,991 60	412 40	412 40	
68323ABL7	PROVINCE OF ONTARIO	1 650% 9/27/19			1114757				
Sold		12/06/12	35000	35,327 25					
Acq		09/20/12	35000	35,327 25	34,903 40	34,903 40	423 85	423 85	S
			Total for 12/6/2012		34,903 40	34,903 40	423 85	423 85	
68389XAC9	ORACLE CORP	5 750% 4/15/18			1114757				
Sold		09/21/12	45000	55,720 80					
Acq		06/06/12	45000	55,720 80	54,603 45	54,603 45	1,117 35	1,117 35	S
			Total for 9/21/2012		54,603 45	54,603 45	1,117 35	1,117 35	

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
TR THORNTON/VENABLE MEM U/I 4
Trust Year 4/1/2012 - 2/28/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
68389XAG0	ORACLE CORP	5 000% 7/08/19			1114757				
Sold		12/04/12	45000	54,112 50					
Acq		09/21/12	45000	54,112 50	54,225 45	54,225 45	-112 95	-112 95	S
			Total for 12/4/2012		54,225 45	54,225 45	-112 95	-112 95	
693390874	PIMCO GLOBAL BD UNHEDGED-I				7908617				
Sold		07/19/12	33609 319	346,512 08					
Acq		12/08/06	33609 319	346,512 08	335,421 00	335,421 00	11,091 08	11,091 08	L
			Total for 7/19/2012		335,421 00	335,421 00	11,091 08	11,091 08	
693476BF9	PNC FDG CORP	6 700% 6/10/19			1114757				
Sold		12/04/12	40000	51,215 20					
Acq		06/04/09	40000	51,215 20	39,916 40	39,916 40	11,298 80	11,298 80	L
			Total for 12/4/2012		39,916 40	39,916 40	11,298 80	11,298 80	
69362BAX0	PSEG POWER LLC	2 750% 9/15/16			1114757				
Sold		12/04/12	10000	10,386 60					
Acq		09/14/11	10000	10,386 60	9,974 60	9,974 60	412 00	412 00	L
			Total for 12/4/2012		9,974 60	9,974 60	412 00	412 00	
695114CH9	PACIFICORP 1ST MTG	5 650% 7/15/18			1114757				
Sold		12/04/12	13000	15,881 84					
Acq		07/14/08	13000	15,881 84	13,006 89	13,006 89	2,874 95	2,874 95	L
			Total for 12/4/2012		13,006 89	13,006 89	2,874 95	2,874 95	
695114CL0	PACIFICORP 1ST MTG	6 000% 1/15/39			1114757				
Sold		12/04/12	25000	33,479 25					
Acq		08/01/11	25000	33,479 25	29,285 00	29,285 00	4,194 25	4,194 25	L
			Total for 12/4/2012		29,285 00	29,285 00	4,194 25	4,194 25	
716495AL0	PETROHAWK ENERGY CO	7 250% 8/15/18			1114757				
Sold		11/15/12	20000	22,665 00					
Acq		03/22/12	20000	22,665 00	22,900 00	22,900 00	-235 00	-235 00	S
			Total for 11/15/2012		22,900 00	22,900 00	-235 00	-235 00	
743263AR6	PROGRESS ENERGY INC	4 400% 1/15/21			1114757				
Sold		12/04/12	10000	11,093 60					
Acq		01/18/11	10000	11,093 60	9,963 30	9,963 30	1,130 30	1,130 30	L
			Total for 12/4/2012		9,963 30	9,963 30	1,130 30	1,130 30	
74432QBT1	PRUDENTIAL FINL INC	4 500% 11/16/21			1114757				
Sold		12/04/12	30000	33,573 60					
Acq		10/23/12	30000	33,573 60	33,371 10	33,371 10	202 50	202 50	S
			Total for 12/4/2012		33,371 10	33,371 10	202 50	202 50	
78008TLB8	ROYAL BANK OF CANADA	2 300% 7/20/16			1114757				
Sold		12/04/12	60000	62,436 00					
Acq		07/13/11	60000	62,436 00	59,963 40	59,963 40	2,472 60	2,472 60	L
			Total for 12/4/2012		59,963 40	59,963 40	2,472 60	2,472 60	

SunTrust

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
TR THORNTON/VENABLE MEM U/I 4
Trust Year 4/1/2012 - 2/28/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
78387GAM5	SBC COMMUNICATIONS 6 450% 6/15/34				1114757				
Sold		12/04/12	45000	58,545 90					
Acq		03/23/05	45000	58,545 90	46,245 15	46,245 15	12,300 75	12,300 75	L
			Total for 12/4/2012		46,245 15	46,245 15	12,300 75	12,300 75	
816851AF6	SEMPRA ENERGY 6 000% 2/01/13				1114757				
Sold		11/16/12	20000	20,209 80					
Acq		02/24/12	20000	20,209 80	20,980 00	20,980 00	-770 20	-770 20	S
			Total for 11/16/2012		20,980 00	20,980 00	-770 20	-770 20	
887317AG0	TIME WARNER INC 4 700% 1/15/21				1114757				
Sold		12/04/12	15000	17,197 50					
Acq		08/07/12	15000	17,197 50	17,153 40	17,153 40	44 10	44 10	S
			Total for 12/4/2012		17,153 40	17,153 40	44 10	44 10	
887317AQ8	TIME WARNER INC 3 400% 6/15/22				1114757				
Sold		08/07/12	15000	15,693 15					
Acq		06/08/12	15000	15,693 15	14,978 55	14,978 55	714 60	714 60	S
			Total for 8/7/2012		14,978 55	14,978 55	714 60	714 60	
88732JBA5	TIME WARNER CABLE 4 000% 9/01/21				1114757				
Sold		12/04/12	10000	10,816 30					
Acq		09/07/11	10000	10,816 30	9,910 90	9,910 90	905 40	905 40	L
			Total for 12/4/2012		9,910 90	9,910 90	905 40	905 40	
91159HHA1	US BANCORP 4 125% 5/24/21				1114757				
Sold		05/03/12	45000	49,737 15					
Acq		02/29/12	30000	33,158 10	33,213 90	33,213 90	-55 80	-55 80	S
Acq		08/01/11	15000	16,579 05	15,559 50	15,559 50	1,019 55	1,019 55	S
			Total for 5/3/2012		48,773 40	48,773 40	963 75	963 75	
91159HHD5	US BANCORP 1 650% 5/15/17				1114757				
Sold		12/04/12	50000	51,133 50					
Acq		05/03/12	50000	51,133 50	49,906 50	49,906 50	1,227 00	1,227 00	S
			Total for 12/4/2012		49,906 50	49,906 50	1,227 00	1,227 00	
912810ET1	US TREAS 7 625% 02/15/25				1114757				
Sold		05/08/12	20000	32,178 91					
Acq		11/20/06	20000	32,178 91	26,836 72	26,836 72	5,342 19	5,342 19	L
			Total for 5/8/2012		26,836 72	26,836 72	5,342 19	5,342 19	
912810ET1	US TREAS 7 625% 02/15/25				1114757				
Sold		05/24/12	25000	40,695 31					
Acq		11/20/06	25000	40,695 31	33,545 89	33,545 89	7,149 42	7,149 42	L
			Total for 5/24/2012		33,545 89	33,545 89	7,149 42	7,149 42	
912810EZ7	US TREAS 6 625% 02/15/27				1114757				
Sold		06/08/12	10000	15,756 25					
Acq		03/29/07	5000	7,878 13	6,080 27	6,080 27	1,797 85	1,797 85	L

SunTrust

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
TR THORNTON/VENABLE MEM U/I 4
Trust Year 4/1/2012 - 2/28/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
912810EZ7	US TREAS	6 625% 02/15/27			1114757				
Sold		06/08/12	10000	15,756 25					
Acq		01/13/06	5000	7,878 13	6,348 83	6,348 83	1,529 30	1,529 30	L
			Total for 6/8/2012		12,429 10	12,429 10	3,327 15	3,327 15	
912810EZ7	US TREAS	6 625% 02/15/27			1114757				
Sold		07/11/12	5000	7,948 83					
Acq		03/29/07	5000	7,948 83	6,080 27	6,080 27	1,868 56	1,868 56	L
			Total for 7/11/2012		6,080 27	6,080 27	1,868 56	1,868 56	
912810EZ7	US TREAS	6 625% 02/15/27			1114757				
Sold		11/06/12	10000	15,398 83					
Acq		03/29/07	10000	15,398 83	12,160 55	12,160 55	3,238 28	3,238 28	L
			Total for 11/6/2012		12,160 55	12,160 55	3,238 28	3,238 28	
912810EZ7	US TREAS	6 625% 02/15/27			1114757				
Sold		11/15/12	5000	7,866 60					
Acq		03/29/07	5000	7,866 60	6,080 27	6,080 27	1,786 33	1,786 33	L
			Total for 11/15/2012		6,080 27	6,080 27	1,786 33	1,786 33	
912810EZ7	US TREAS	6 625% 02/15/27			1114757				
Sold		12/03/12	125000	195,409 66					
Acq		03/29/07	125000	195,409 66	152,006 84	152,006 84	43,402 82	43,402 82	L
			Total for 12/3/2012		152,006 84	152,006 84	43,402 82	43,402 82	
912810FM5	US TREAS	6 250% 05/15/30			1114757				
Sold		12/03/12	35000	55,157 67					
Acq		11/20/06	35000	55,157 67	42,426 56	42,426 56	12,731 11	12,731 11	L
			Total for 12/3/2012		42,426 56	42,426 56	12,731 11	12,731 11	
912810QA9	US TREAS	3 500% 2/15/39			1114757				
Sold		12/03/12	100000	115,593 35					
Acq		07/31/09	100000	115,593 35	86,371 09	86,371 09	29,222 26	29,222 26	L
			Total for 12/3/2012		86,371 09	86,371 09	29,222 26	29,222 26	
912810QQ4	US TREAS	4 375% 5/15/41			1114757				
Sold		12/03/12	60000	79,902 88					
Acq		08/02/11	60000	79,902 88	64,703 91	64,703 91	15,198 97	15,198 97	L
			Total for 12/3/2012		64,703 91	64,703 91	15,198 97	15,198 97	
912810QU5	US TREAS	3 125% 2/15/42			1114757				
Sold		12/03/12	45000	48,199 04					
Acq		09/12/12	45000	48,199 04	47,061 91	47,061 91	1,137 13	1,137 13	S
			Total for 12/3/2012		47,061 91	47,061 91	1,137 13	1,137 13	
912828JR2	US TREAS	3 750% 11/15/18			1114757				
Sold		05/01/12	40000	46,437 50					
Acq		08/27/10	40000	46,437 50	44,590 62	44,590 62	1,846 88	1,846 88	L
			Total for 5/1/2012		44,590 62	44,590 62	1,846 88	1,846 88	

SunTrust

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
TR THORNTON/VENABLE MEM U/I 4
Trust Year 4/1/2012 - 2/28/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
912828JR2	US TREAS	3 750% 11/15/18			1114757				
Sold		06/18/12	110000	129,237 11					
Acq		10/14/11	50000	58,744 14	56,818 36	56,818 36	1,925 78	1,925 78	S
Acq		08/27/10	10000	11,748 83	11,147 66	11,147 66	601 17	601 17	L
Acq		02/25/11	50000	58,744 14	52,656 25	52,656 25	6,087 89	6,087 89	L
			Total for 6/18/2012		120,622 27	120,622 27	8,614 84	8,614 84	
912828KD1	US TREAS	2 750% 2/15/19			1114757				
Sold		09/20/12	40000	44,346 88					
Acq		05/04/09	5000	5,543 36	4,815 62	4,815 62	727 74	727 74	L
Acq		08/25/09	35000	38,803 52	33,042 19	33,042 19	5,761 33	5,761 33	L
			Total for 9/20/2012		37,857 81	37,857 81	6,489 07	6,489 07	
912828MH0	US TREAS	2 250% 1/31/15			1114757				
Sold		12/03/12	30000	31,271 38					
Acq		02/26/10	30000	31,271 38	29,994 14	29,994 14	1,277 24	1,277 24	L
			Total for 12/3/2012		29,994 14	29,994 14	1,277 24	1,277 24	
912828MZ0	US TREAS	2 500% 4/30/15			1114757				
Sold		12/03/12	5000	5,265 02					
Acq		05/03/10	5000	5,265 02	5,005 08	5,005 08	259 94	259 94	L
			Total for 12/3/2012		5,005 08	5,005 08	259 94	259 94	
912828NZ9	US TREAS	1 250% 9/30/15			1114757				
Sold		08/09/12	30000	30,779 30					
Acq		10/22/10	30000	30,779 30	30,146 59	30,146 59	632 71	632 71	L
			Total for 8/9/2012		30,146 59	30,146 59	632 71	632 71	
912828QC7	US TREAS	1 250% 4/15/14			1114757				
Sold		04/11/12	10000	10,185 94					
Acq		06/22/11	10000	10,185 94	10,180 86	10,180 86	5 08	5 08	S
			Total for 4/11/2012		10,180 86	10,180 86	5 08	5 08	
912828QC7	US TREAS	1 250% 4/15/14			1114757				
Sold		04/13/12	20000	20,382 03					
Acq		06/22/11	15000	15,286 52	15,271 29	15,271 29	15 23	15 23	S
Acq		06/30/11	5000	5,095 51	5,070 31	5,070 31	25 20	25 20	S
			Total for 4/13/2012		20,341 60	20,341 60	40 43	40 43	
912828QC7	US TREAS	1 250% 4/15/14			1114757				
Sold		06/18/12	100000	101,718 75					
Acq		06/30/11	100000	101,718 75	101,406 25	101,406 25	312 50	312 50	S
			Total for 6/18/2012		101,406 25	101,406 25	312 50	312 50	
912828QC7	US TREAS	1 250% 4/15/14			1114757				
Sold		07/31/12	115000	116,999 02					
Acq		06/30/11	115000	116,999 02	116,617 19	116,617 19	381 83	381 83	L
			Total for 7/31/2012		116,617 19	116,617 19	381 83	381 83	

SunTrust

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
TR THORNTON/VENABLE MEM U/I 4
Trust Year 4/1/2012 - 2/28/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
912828QC7	US TREAS	1 250% 4/15/14			1114757				
Sold		12/03/12	310000	314,261.46					
Acq		06/30/11	310000	314,261 46	314,359 38	314,359 38	-97 92	-97 92	L
		Total for 12/3/2012			314,359 38	314,359 38	-97 92	-97 92	
912828RC6	US TREAS	2 125% 8/15/21			1114757				
Sold		04/10/12	20000	20,363 28					
Acq		08/16/11	10000	10,181 64	9,871 48	9,871 48	310 16	310 16	S
Acq		10/14/11	10000	10,181 64	9,901 96	9,901 96	279 68	279 68	S
		Total for 4/10/2012			19,773 44	19,773 44	589 84	589 84	
912828RJ1	US TREAS	1 000% 9/30/16			1114757				
Sold		08/02/12	45000	45,965 04					
Acq		11/08/11	25000	25,536 13	25,140 62	25,140 62	395 51	395 51	S
Acq		10/07/11	20000	20,428 91	19,957 03	19,957 03	471 88	471 88	S
		Total for 8/2/2012			45,097 65	45,097 65	867 39	867 39	
912828RL6	US TREAS	0 500% 10/15/14			1114757				
Sold		08/09/12	15000	15,064 45					
Acq		11/09/11	15000	15,064 45	15,063 28	15,063 28	1 17	1 17	S
		Total for 8/9/2012			15,063 28	15,063 28	1 17	1 17	
912828RR3	US TREAS	2 000% 11/15/21			1114757				
Sold		12/03/12	10000	10,475 35					
Acq		01/24/12	10000	10,475 35	9,942 19	9,942 19	533 16	533 16	S
		Total for 12/3/2012			9,942 19	9,942 19	533 16	533 16	
912828SB7	US TREAS	0 250% 1/31/14			1114757				
Sold		05/02/12	235000	234,972 46					
Acq		02/06/12	235000	234,972 46	235,082 62	235,082 62	-110 16	-110 16	S
		Total for 5/2/2012			235,082 62	235,082 62	-110 16	-110 16	
912828SD3	US TREAS	1 250% 1/31/19			1114757				
Sold		06/15/12	110000	111,920 70					
Acq		02/16/12	110000	111,920 70	109,136 33	109,136 33	2,784 37	2,784 37	S
		Total for 6/15/2012			109,136 33	109,136 33	2,784 37	2,784 37	
912828SD3	US TREAS	1 250% 1/31/19			1114757				
Sold		06/22/12	170000	171,899 22					
Acq		02/16/12	170000	171,899 22	168,665 23	168,665 23	3,233 99	3,233 99	S
		Total for 6/22/2012			168,665 23	168,665 23	3,233 99	3,233 99	
912828SD3	US TREAS	1 250% 1/31/19			1114757				
Sold		09/12/12	55000	55,751 95					
Acq		02/16/12	55000	55,751 95	54,568 16	54,568 16	1,183 79	1,183 79	S
		Total for 9/12/2012			54,568 16	54,568 16	1,183 79	1,183 79	

SunTrust

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
TR THORNTON/VENABLE MEM U/I 4
Trust Year 4/1/2012 - 2/28/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
912828SE1	US TREAS	0 250% 2/15/15			**1114757**				
Sold		12/03/12	20000	19,986 65					
Acq		02/16/12	20000	19,986 65	19,920 31 ☐	19,920 31	66 34	66 34	S
		Total for 12/3/2012			19,920 31	19,920 31	66 34	66 34	
912828SJ0	US TREAS	0 875% 2/28/17			**1114757**				
Sold		08/09/12	30000	30,269 53					
Acq		03/14/12	10000	10,089 84	9,920 70 ☐	9,920 70	169 14	169 14	S
Acq		03/07/12	20000	20,179 69	20,037 50 ☐	20,037 50	142 19	142 19	S
		Total for 8/9/2012			29,958 20	29,958 20	311 33	311 33	
912828SS0	US TREAS	0 875% 4/30/17			**1114757**				
Sold		06/06/12	120000	120,993 75					
Acq		05/02/12	120000	120,993 75	120,328 13 ☐	120,328 13	665 62	665 62	S
		Total for 6/6/2012			120,328 13	120,328 13	665 62	665 62	
912828SS0	US TREAS	0 875% 4/30/17			**1114757**				
Sold		06/18/12	135000	136,218 16					
Acq		05/02/12	135000	136,218 16	135,369 14 ☐	135,369 14	849 02	849 02	S
		Total for 6/18/2012			135,369 14	135,369 14	849 02	849 02	
912828SV3	US TREAS	1 750% 5/15/22			**1114757**				
Sold		06/08/12	30000	30,359 77					
Acq		05/25/12	30000	30,359 77	30,014 06 ☐	30,014 06	345 71	345 71	S
		Total for 6/8/2012			30,014 06	30,014 06	345 71	345 71	
912828SV3	US TREAS	1 750% 5/15/22			**1114757**				
Sold		09/05/12	15000	15,264 84					
Acq		07/31/12	15000	15,264 84	15,376 76 ☐	15,376 76	-111 92	-111 92	S
		Total for 9/5/2012			15,376 76	15,376 76	-111 92	-111 92	
912828SV3	US TREAS	1 750% 5/15/22			**1114757**				
Sold		09/05/12	35000	35,620 70					
Acq		07/31/12	35000	35,620 70	35,879 10 ☐	35,879 10	-258 40	-258 40	S
		Total for 9/5/2012			35,879 10	35,879 10	-258 40	-258 40	
912828SV3	US TREAS	1 750% 5/15/22			**1114757**				
Sold		09/12/12	150000	150,427 73					
Acq		08/31/12	35000	35,099 80	35,522 27 ☐	35,522 27	-422 47	-422 47	S
Acq		08/08/12	20000	20,057 03	20,181 25 ☐	20,181 25	-124 22	-124 22	S
Acq		07/31/12	65000	65,185 35	66,632 62 ☐	66,632 62	-1,447 27	-1,447 27	S
Acq		08/09/12	30000	30,085 55	30,196 88 ☐	30,196 88	-111 33	-111 33	S
		Total for 9/12/2012			152,533 02	152,533 02	-2,105 29	-2,105 29	
912828TG5	US TREAS	0 500% 7/31/17			**1114757**				
Sold		12/03/12	20000	19,928 84					
Acq		08/13/12	20000	19,928 84	19,812 50 ☐	19,812 50	116 34	116 34	S
		Total for 12/3/2012			19,812 50	19,812 50	116 34	116 34	

SunTrust

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
TR THORNTON/VENABLE MEM U/I 4
Trust Year 4/1/2012 - 2/28/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
912828TM2	US TREAS NTS 0 625% 8/31/17				**1114757**				
Sold		12/03/12	12000	12,022 46					
Acq		09/06/12	12000	12,022 46	11,970 94	11,970 94	51 52	51 52	S
		Total for 12/3/2012			11,970 94	11,970 94	51 52	51 52	
913017BV0	UNITED TECHNOLOGIES 3 100% 6/01/22				**1114757**				
Sold		05/25/12	31000	31,467 48					
Acq		05/24/12	31000	31,467 48	30,976 13	30,976 13	491 35	491 35	S
		Total for 5/25/2012			30,976 13	30,976 13	491 35	491 35	
91324PBP6	UNITEDHEALTH GROUP 4 700% 2/15/21				**1114757**				
Sold		05/02/12	20000	22,851 40					
Acq		08/05/11	20000	22,851 40	22,163 20	22,163 20	688 20	688 20	S
		Total for 5/2/2012			22,163 20	22,163 20	688 20	688 20	
91911TAL7	VALE OVERSEAS LTD 4 625% 9/15/20				**1114757**				
Sold		12/06/12	15000	16,125 00					
Acq		08/05/11	15000	16,125 00	15,592 50	15,592 50	532 50	532 50	L
		Total for 12/6/2012			15,592 50	15,592 50	532 50	532 50	
92343VAX2	VERIZON COMMNCTNS 4 600% 4/01/21				**1114757**				
Sold		12/04/12	60000	70,503 60					
Acq		08/05/11	45000	52,877 70	49,111 65	49,111 65	3,766 05	3,766 05	L
Acq		01/27/12	15000	17,625 90	16,925 85	16,925 85	700 05	700 05	S
		Total for 12/4/2012			66,037 50	66,037 50	4,466 10	4,466 10	
931142CK7	WAL-MART STORES INC 6 500% 8/15/37				**1114757**				
Sold		12/04/12	35000	49,234 15					
Acq		08/01/11	35000	49,234 15	43,240 05	43,240 05	5,994 10	5,994 10	L
		Total for 12/4/2012			43,240 05	43,240 05	5,994 10	5,994 10	
94106LAY5	WASTE MANAGEMENT INC 2 900% 9/15/22				**1114757**				
Sold		09/24/12	13000	12,870 91					
Acq		09/05/12	13000	12,870 91	12,958 53	12,958 53	-87 62	-87 62	S
		Total for 9/24/2012			12,958 53	12,958 53	-87 62	-87 62	
94973VAR8	WELLPOINT INC 7 000% 2/15/19				**1114757**				
Sold		12/04/12	15000	18,757 65					
Acq		05/02/12	15000	18,757 65	18,902 10	18,902 10	-144 45	-144 45	S
		Total for 12/4/2012			18,902 10	18,902 10	-144 45	-144 45	
		Total for Account: 1114757			7,414,712 41	7,414,712 41	334,311 40	334,311 40	

Total Proceeds:

7,749,023 81

	Fed	State
S/T Gain/Loss	38,466 98	38,466 98
L/T Gain/Loss	295,844 42	295,844 42

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

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

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

		61,170	3,113	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PRIOR YEAR EXCISE TAX DUE	38,616	0		
2	ESTIMATED EXCISE PAYMENTS	19,441			
3	FOREIGN TAX WITHHELD	3,113	3,113		

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		4,344	4,344	0	0
	Description				
1	INVESTMENT EXPENSES	4,344	4,344		

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

			17,650,029	17,651,564	18,979,741
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	SEE ATTACHED		17,650,029	17,651,564	18,979,741

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	FEDERAL TAX REFUND	1	1,436
2	TAX RECLAIMS	2	66
3	Total	3	1,502

Line 5 - Decreases not included in Part III, Line 2

1	T ROWE PRICE COST BASIS ADJUSTMENT	1	877
2	Total	2	877

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

	Amount
Long Term CG Distributions	198
Short Term CG Distributions	25,669

#	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						8,514,750	0	0	8,321,402	193,348	0	0	0	193,348
1	ISHARES BARCLAYS 1-3 YR CRDT BD E	464288646		1/26/2012	1/28/2013	282,846		0	280,326	2,520	0	0	0	2 520
2	JANUS PERKINS SMALL CAP VALUE-I	47103C183		9/9/2009	1/28/2013	167,045		0	145,188	21,857	0	0	0	21,857
3	PIMCO COMMODITY REALRTN STRATE	722005667		12/8/2006	1/28/2013	111,278		0	245,975	-134,697	0	0	0	-134,697
4	T ROWE PRICE REAL ESTATE FD	779919109		12/8/2006	1/28/2013	204,557		0	235,201	-30,644	0	0	0	-30,644
5	SHORT TERM - SEE ATTACHED					4 001,313			3,962,846	38,467	0	0	0	38,467
6	LONG TERM - SEE ATTACHED					3,747,711			3 451,866	295,845	0	0	0	295,845

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										85,244	0	0
1	SUNTRUST BANKS, INC	X	P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE	AS REQ'D	85,244	0	0
2												

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

		Date		Amount
1	Credit from prior year return		1	
2	First quarter estimated tax payment	8/6/2012	2	1,436
3	Second quarter estimated tax payment	9/4/2012	3	3,005
4	Third quarter estimated tax payment	12/12/2012	4	5,000
5	Fourth quarter estimated tax payment		5	
6	Other payments	3/13/2013	6	10,000
7	Total		7	19,441

SUNTRUST

TR THORNTON/VENABLE MEM U/I 4
ACCOUNT NO. 1114757

PORTFOLIO SUMMARY

AS OF 03/31/13

MAJOR INVESTMENT CLASS	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO						
PRINCIPAL CASH	1,069,212.58-	5 48-%	1,069,212.58-			
STIF & MONEY MARKET FUNDS	519,036 18	2.66 %	519,036 18	0 00	52	0.01 %
EQUITY SECURITIES	9,361,619 72	48.01 %	8,742,107.61	619,512.11	163,488	1.75 %
MUTUAL FUNDS	8,568,924.03	43.94 %	8,042,498 43	526,425.60	166,765	1.95 %
PROPRIETARY FUNDS	1,049,197.38	5.38 %	866,957 60	182,239.78	16,416	1.56 %
MISCELLANEOUS ASSETS	0 00	0 00 %	0.00	0 00	0	0.00 %
PRINCIPAL PORTFOLIO TOTAL	**18,429,564.73**	**94.51 %**	**17,101,387.24**	**1,328,177.49**	**346,721**	**1.78 %**
INCOME PORTFOLIO						
INCOME CASH	1,070,966.73	5.49 %	1,070,966 73			
TOTAL ASSETS	**19,500,531.46**	**100.00 %**	**18,172,353.97**	**1,328,177.49**	**346,721**	**1.78 %**

SUNTRUST

TR THORNTON/VENABLE MEM U/I 4
ACCOUNT NO. 1114757

PORTFOLIO DETAIL

AS OF 03/31/13

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
PRINCIPAL PORTFOLIO						
	PRINCIPAL CASH	3,394,641.38 17 41 %	3,394,641.38			
STIF & MONEY MARKET FUNDS						
519,036.18	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP 609068DF5	519,036 18 1.000 2.66 %	519,036 18 1.00	0 00	52	0.01 % 0.00 %
EQUITY SECURITIES						
MUTUAL FUNDS-EQUITY						
22,358	ISHARES TR CORE S&P 500 ETF CUSIP: 464287200	3,518,254.88 157 360 18.04 %	2,999,985.26 134.18	518,269.62	69,533	1.98 % 0.00 %
10,003	ISHARES TR MSCI EAFE INDEX ETF CUSIP 464287465	589,976.94 58.980 3.03 %	598,501.78 59 83	8,524.84-	17,595	2 98 % 0 00 %
10,055	ISHARES TR RUSSELL 1000 GROWTH INDEX ETF CUSIP: 464287614	717,625.35 71 370 3.68 %	644,524 49 64.10	73,100.86	11,272	1.57 % 0.00 %
15,861	VANGUARD INTL EQUITY INDEX FDS FTSE EMERGING MKTS ETF CUSIP: 922042858	680,357.60 42 895 3.49 %	664,150.86 41.87	16,206.74	16,384	2.41 % 0 00 %
TOTAL MUTUAL FUNDS-EQUITY		5,506,214.77	4,907,162.39	599,052.38	114,785	2 08 %

SUNTRUST

PORTFOLIO DETAIL

TR THORNTON/VENABLE MEM U/I 4
ACCOUNT NO. 1114757

AS OF 03/31/13

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
MUTUAL FUNDS-FIXED INCOME						
24,145	ISHARES TR BARCLAYS 1-3 YEAR CREDIT BD ETF CUSIP: 464288646	2,548,263.30 105.540 13.07 %	2,525,552.52 104.60	22,710.78	38,584	1 51 % 0.00 %
10,585	ISHARES TR BARCLAYS 3-7 YR TREASURY BD ETF CUSIP: 464288661	1,307,141.65 123 490 6.70 %	1,309,392.70 123.70	2,251 05-	10,119	0 77 % 0 00 %
TOTAL MUTUAL FUNDS-FIXED INCOME		3,855,404.95	3,834,945.22	20,459 73	48,703	1.26 %
TOTAL EQUITY SECURITIES		**9,361,619.72**	**8,742,107.61**	**619,512.11**	**163,488**	**1.75 %**
MUTUAL FUNDS						
54,811.015	DOUBLELINE FDS TR TOTAL RETURN BD FD CL I CUSIP: 258620103	621,556.91 11.340 3.19 %	621,500.00 11 34	56.91	34,747	5.59 % 0.00 %
37,105.751	JPMORGAN TR I US EQUITY FD INSTL CL CUSIP: 4812A1142	459,740.25 12 390 2.36 %	400,000 00 10.78	59,740.25	5,837	1.27 % 0.00 %
1,671.327	LIGHTHOUSE DIVERSIFIED LTD OFFSHORE FD CUSIP: 532LHP115	2,959,824.56 1,770 942 15.18 %	2,500,000 00 1,495.82	459,824 56	0	0.00 % 0.00 %
28,656.124	NEUBERGER BERMAN INCOME FDS HIGH INCOME BD FD CL INSTL CUSIP: 64128K868	274,525.67 9.580 1.41 %	275,000.00 9.60	474.33-	16,717	6.09 % 0.00 %

SUNTRUST

TR THORNTON/VENABLE MEM U/I 4
ACCOUNT NO. 1114757

PORTFOLIO DETAIL
AS OF 03/31/13

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
37,890.6	PIMCO FDS EMERGING LOCAL BD FD INSTL CL CUSIP: 72201F516	410,734 10 10.840 2.11 %	408,500.00 10.78	2,234.10	18,472	4 50 % 0 00 %
133,590.841	PIMCO FDS INVT GRADE CORP BD FD INSTL CL CUSIP: 722005816	1,488,201.97 11.140 7.63 %	1,501,500.00 11.24	13,298.03-	62,515	4.20 % 0 00 %
32,729 931	PRICE T ROWE FDS REAL ESTATE FD CUSIP 779919109	724,967 97 22.150 3.72 %	697,998.43 21.33	26,969 54	15,056	2.08 % 0.00 %
78,035.086	VANGUARD SCOTTSDALE FDS MTG-BACKED SECS INDEX FD CL SIGNAL CUSIP: 92206C755	1,629,372.60 20.880 8.35 %	1,638,000.00 20.99	8,627.40-	13,422	0.82 % 0 00 %
TOTAL MUTUAL FUNDS		8,568,924.03	8,042,498.43	526,425.60	166,765	1.95 %
PROPRIETARY FUNDS						
49,958 649	RIDGEWORTH FD-LARGECAP VALUE EQUITY I SHS #RGD4 CUSIP. 76628R672	787,348 31 15 760 4.04 %	572,026.53 11 45	215,321 78	13,026	1 65 % 0 00 %
20,049.699	RIDGEWORTH FD-MIDCAP VALUE EQUITY I SHS #RGD5 CUSIP· 76628R615	261,849.07 13 060 1.34 %	294,931.07 14 71	33,082.00-	3,390	1.29 % 0.00 %
TOTAL PROPRIETARY FUNDS		**1,049,197.38**	**866,957.60**	**182,239.78**	**16,416**	**1.56 %**

SUNTRUST

TR THORNTON/VENABLE MEM U/I 4
ACCOUNT NO. 1114757

PORTFOLIO DETAIL

AS OF 03/31/13

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
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 CAREER EDUCATION ON RCPT OF FINAL PMT CUSIP: 997000ZM9	0 00 0.000 0.00 %	0.00 0.00	0 00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING CATALINA MARKETING CORP ON RCPT OF FINAL PMT CUSIP: 997000RM8	0.00 0.000 0 00 %	0.00 0.00	0 00	0	0.00 % 0 00 %
1	CLASS ACTION PENDING CISCO SYSTEMS ON RCPT OF FINAL PMT CUSIP: 997000ND2	0 00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
2	CLASS ACTION PENDING FEDERAL HOME LOAN MTG CORP ON RCPT OF FINAL PMT CUSIP: 997000NN0	0 00 0.000 0.00 %	0.00 0.00	0 00	0	0 00 % 0.00 %
1	CLASS ACTION PENDING HALLIBURTON ON RCPT OF FINAL PMT CUSIP· 997000BE3	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 %

SUNTRUST

PORTFOLIO DETAIL

TR THORNTON/VENABLE MEM U/I 4
ACCOUNT NO. 1114757

AS OF 03/31/13

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
1	CLASS ACTION PENDING MCKESSON/HBOC INC ON RCPT OF FINAL PMT CUSIP 997000HZ0	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 TENET HEALTHCARE ON RCPT OF FINAL PMT CUSIP: 997000KE3	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0 00 %
1	CLASS ACTION PENDING TENET HEALTHCARE CORP ON RCPT OF FINAL PMT CUSIP: 997001AH5	0.00 0.000 0 00 %	0.00 0.00	0 00	0	0 00 % 0.00 %
1	CLASS ACTION PENDING XEROX CORP ON RCPT OF FINAL PMT CUSIP. 997000TT1	0.00 0 000 0.00 %	0 00 0 00	0.00	0	0.00 % 0 00 %
TOTAL MISCELLANEOUS ASSETS		**0.00**	**0.00**	**0.00**	**0**	**0.00 %**
PRINCIPAL PORTFOLIO TOTAL		**22,893,418.69**	**21,565,241.20**	**1,328,177.49**	**346,721**	**1.78 %**

INCOME PORTFOLIO

	INCOME CASH	3,391,523.30- 17.39-%	3,391,523.30-			

SUNTRUST

TR THORNTON/VENABLE MEM U/I 4
ACCOUNT NO. 1114757

PORTFOLIO DETAIL

AS OF 03/31/13

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 ASSETS		19,501,895.39	18,173,717.90	1,328,177.49	346,721	1.78 %