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 MAY 1, 2012 **, and ending** APR 30, 2013

Name of foundation: FRED SCHELBEN FOUNDATION REGIONS BANK TR

A Employer identification number: 64-6143417

Number and street (or P O box number if mail is not delivered to street address): P O BOX 23100

Room/suite:

B Telephone number: 601-354-8458

City or town, state, and ZIP code: JACKSON, MS 39225-3100

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)* ▶$ 273,572.

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))

		(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				
	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	7,394.	7,394.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	18,258.			
	b Gross sales price for all assets on line 6a 230,540.				
	7 Capital gain net income (from Part IV, line 2)		18,258.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	20.	0.	20.	Statement 2
	12 Total. Add lines 1 through 11	25,672.	25,652.	20.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees Stmt 3	500.	500.	0.	0.
	c Other professional fees Stmt 4	3,000.	3,000.	0.	0.
	17 Interest				
	18 Taxes Stmt 5	167.	0.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	3,667.	3,500.	0.	0.
	25 Contributions, gifts, grants paid	13,076.			13,076.
	26 **Total expenses and disbursements.** Add lines 24 and 25	16,743.	3,500.	0.	13,076.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	8,929.			
	b **Net investment income** (if negative, enter -0-)		22,152.		
	c **Adjusted net income** (if negative, enter -0-)			20.	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	10,530.	10,115.	10,115.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 7	121,566.	123,943.	145,797.
	c Investments - corporate bonds Stmt 8	110,330.	117,297.	117,660.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	242,426.	251,355.	273,572.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	143,859.	143,859.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	98,567.	107,496.	Statement 6
	30 **Total net assets or fund balances**	242,426.	251,355.	
	31 **Total liabilities and net assets/fund balances**	242,426.	251,355.	

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	242,426.
2 Enter amount from Part I, line 27a	2	8,929.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	251,355.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	251,355.

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	P	Various	Various
b	Capital Gains Dividends			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	229,461.		212,282.	17,179.
b	1,079.			1,079.
c				
d				
e				

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				17,179.
b				1,079.
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	18,258.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	12,896.	264,054.	.048838
2010	12,223.	259,647.	.047075
2009	12,422.	245,751.	.050547
2008	16,203.	249,212.	.065017
2007	15,572.	328,737.	.047369

2 **Total** of line 1, column (d)	2	.258846
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	.051769
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	266,675.
5 Multiply line 4 by line 3	5	13,805.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	222.
7 Add lines 5 and 6	7	14,027.
8 Enter qualifying distributions from Part XII, line 4	8	13,076.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	443.
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	443.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	443.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 160.		
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	160.
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	283.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	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
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MS			
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 ▶ TRUST DEPARTMENT REGIONS BANK Telephone no. ▶ 601-354-8458

Located at ▶ 210 E. CAPITOL 3RD FLOOR PLAZA, JACKSON, MS ZIP+4 ▶ 39201

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)? N/A	1b		
	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 ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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)* N/A	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)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CURTIS BUCHANAN GREENVILLE MS	TRUSTEE 0.00	0.	0.	0.
WALTER R BARR GREENVILLE MS	TRUSTEE 0.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	0.
2	
All other program-related investments. See instructions.	
3 NONE	0.
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	262,085.
b	Average of monthly cash balances		1b	8,651.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	270,736.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	270,736.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	4,061.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	266,675.
6	**Minimum investment return.** Enter 5% of line 5		6	13,334.

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	13,334.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 443.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	443.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	12,891.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	12,891.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	12,891.

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	13,076.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	13,076.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	13,076.

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.

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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				12,891.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			13,076.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 13,076.				
a Applied to 2011, but not more than line 2a			13,076.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				12,891.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a	0.			
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				

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

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))

None

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

None

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

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

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient 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				
ALICE BELL GARDEN CLUB	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	191.
AMERICAN CANCER SOCIETY	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	150.
AMERICAN DIABETES ASSOCIATION	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	200.
AMERICAN RED CROSS	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	700.
BOY'S & GIRL'S CLUB OF WASHINGTON CO.	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	1,500.
Total See continuation sheet(s)			▶ 3a	13,076.
b Approved for future payment				
None				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	7,394.	
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	18,258.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a REFUND OF FEDERAL EXCISE					
b TAX				20.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		25,672.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 25,672.

(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).

223621
12-05-12

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
		N/A	

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
N/A		

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.

Lorraine Bleakney 9-4-2013 Vice President & Trust Officer

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFF R TARVER	JRT	8-27-13		P01360959
Firm's name ▶ TARVER TARVER KIRBY & JACKSON			Firm's EIN ▶ 64-0325883	
Firm's address ▶ 405 WASHINGTON AVENUE GREENVILLE , MS 38701-3617			Phone no. 662-378-8113	

Form **990-PF** (2012)

223622 12-05-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CHICKASAW COUNCIL	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	400.
COMMUNITY COUNSELING SERVICE	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	1,071.
DELTA AQUATICS CLUB	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	153.
DELTA CENTER STAGE	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	765.
DELTA CHILDREN'S MUSEUM	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	800.
GREATER GREENVILLE AREA	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	1,000.
GREENVILLE JUNIOR AUXILLIARY	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	306.
GREENVILLE SYMPHONY	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	230.
HODDING CARTER MEMORIAL YMCA	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	800.
LIGHTHOUSE LODGE	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	382.
Total from continuation sheets				10,335.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MARCH OF DIMES	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	100.
NATIONAL KIDNEY FOUNDATION	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	100.
OUR HOUSE, INC	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	545.
ST JUDE'S CHILDREN RESEARCH	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	300.
THE SALVATION ARMY	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	1,347.
UNITED WAY OF WASHINGTON COUNTY	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	1,500.
WASHINGTON SQUARE CENTER	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	460.
WETHERBEE HOUSE	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	76.
Total from continuation sheets				

Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
REGIONS	8,473.	1,079.	7,394.
Total to Fm 990-PF, Part I, ln 4	8,473.	1,079.	7,394.

Form 990-PF Other Income Statement 2

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
REFUND OF FEDERAL EXCISE TAX	20.	0.	20.
Total to Form 990-PF, Part I, line 11	20.	0.	20.

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees	500.	500.	0.	0.
To Form 990-PF, Pg 1, ln 16b	500.	500.	0.	0.

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Other Professional Fees	3,000.	3,000.	0.	0.
To Form 990-PF, Pg 1, ln 16c	3,000.	3,000.	0.	0.

Form 990-PF Taxes Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
EXCISE TAX	167.	0.	0.	0.
To Form 990-PF, Pg 1, ln 18	167.	0.	0.	0.

Form 990-PF Other Funds Statement 6

Description	(A) Beginning of Year	(B) End of Year
Endowment Fund	98,567.	107,496.
Total to Form 990-PF, Part II, line 29	98,567.	107,496.

Form 990-PF Corporate Stock Statement 7

Description	Book Value	Fair Market Value
THORNBURG INTL VALUE FD	0.	0.
ARTISAN FDS INC MID CAP VALUE FD	0.	0.
BUFFALO SMALL CAP FUND	7,346.	9,056.
ARTISAN FDS INC SMALL CAP VALUE	0.	0.
DODGE & COX #145	12,035.	18,192.
AMERICAN EUROPACIFIC GRTH-F2	0.	0.
HIGH MARK GENEVA MID CAP GRWTH	7,928.	8,820.
MAINSTAY FUNDS LARGE CAP GRWTH	15,115.	18,203.
PIONEER CULLEN VALUE FUND CLASS Y	0.	0.
PRINCIPAL L/C GROWTH FUND-IS	0.	0.
INVESCO DIVERSIFIED DIVIDEND FD	15,083.	18,309.
INVESCO INTL GROWTH FD	11,452.	12,331.
AMERICAN CENTURN SMALL CAP VALUE	8,117.	8,914.
JP MORGAN MID CAP VALUE FD CL I	8,138.	9,048.
JP MORGAN LARGE CAP GROWTH SL FD	16,602.	18,316.
MFS RESH INTL FD CL I	11,154.	12,599.
VIRTUS EMERGING MKTS OPPTY	10,973.	12,009.
Total to Form 990-PF, Part II, line 10b	123,943.	145,797.

Form 990-PF | Corporate Bonds | Statement 8

Description	Book Value	Fair Market Value
DODGE & COX INCOME FD FUND	0.	0.
VANGUARD SHORT TERM BOND FUND	0.	0.
FEDERATED TOTAL RETURN BD FD	0.	0.
TEMPLETON GLOBAL BOND FUND ADV	11,636.	11,872.
PIONEER BOND FD CLASS Y FD	40,781.	41,154.
LORD ABBETT INV TR SHORT DURATION INC FD	11,663.	11,688.
METROPOLITAN WEST TOTAL RETURN BD FD CL I	53,217.	52,946.
Total to Form 990-PF, Part II, line 10c	117,297.	117,660.

SALES

05/15/12	SOLD 13 131 SHS ARTISAN FDS INC SMALL CAP VALUE FD-INV ON 05/14/2012 AT 15 44	202 75	211 92-	9 17-
05/15/12	SOLD 15 858 SHS ARTISAN FDS INC MID CAP VALUE FD INV SHS ON 05/14/2012 AT 20 42	323 82	324 85-	1 03-
05/15/12	SOLD 18 573 SHS BUFFALO SMALL CAP FUND ON 05/14/2012 AT 27 67	513 92	421 24-	92 68
05/15/12	SOLD 12.994 SHS DODGE & COX #145 ON 05/14/2012 AT 107 88	1,401 78	1,490 28-	88 50-
05/15/12	SOLD 29 309 SHS AMERICAN EUROPACIFIC GRTH-F2 ON 05/14/2012 AT 36 79	1,078 27	1,244 10-	165 83-
05/15/12	SOLD 23 872 SHS HIGH MARK GENEVA MID CAP GROWTH FD CL FID ON 05/14/2012 AT 24 47	584 16	548 58-	35 58
05/15/12	SOLD 238 869 SHS MAINSTAY LARGE CAP GROWTH FUND ON 05/14/2012 AT 7 71	1,841 68	1,813 02-	28 66
05/15/12	SOLD 1,142 322 SHS PIONEER FUNDAMENTAL VALUE FUND CLASS Y FD #0765 ON 05/14/2012 AT 17 86	20,401 87	19,265 42-	1,136 45

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
05/15/12	SOLD 282 006 SHS PRINCIPAL L/C GROWTH FUND-IS ON 05/14/2012 AT 8 67	2,444 99		1,997 06-	447 93
05/15/12	SOLD 34 058 SHS THORNBURG INTL VALUE FD CL I #209 ON 05/14/2012 AT 25 50	868 48		1,000 10-	131 62-
08/21/12	SOLD 38 598 SHS INVESCO DIVERSIFIED DIVIDEND FD CL R5 ON 08/20/2012 AT 13 20	509 50		489 04-	20 46
08/21/12	SOLD 9 379 SHS DODGE & COX #145 ON 08/20/2012 AT 117 46	1,101 65		1,015 69-	85 96
08/21/12	SOLD 416 379 SHS AMERICAN EUROPACIFIC GRTH-F2 ON 08/20/2012 AT 38 62	16,080 56		15,070 25-	1,010 31
08/21/12	SOLD 27 457 SHS MAINSTAY LARGE CAP GROWTH FUND ON 08/20/2012 AT 7 99	219 38		208 40-	10 98
08/21/12	SOLD 4 151 SHS PRINCIPAL L/C GROWTH FUND-IS ON 08/20/2012 AT 8 94	37 11		29 31-	7 80
08/21/12	SOLD 9 129 SHS TEMPLETON GLOBAL BOND FUND ON 08/20/2012 AT 13 16	120 14		123 33-	3 19-
08/21/12	SOLD 605 238 SHS THORNBURG INTL VALUE FD CL I #209 ON 08/20/2012 AT 26 48	16,026 70		12,913 14-	3,113 56
09/25/12	SOLD 35 894 SHS DODGE & COX INCOME FD FUND #147 ON 09/24/2012 AT 13 93	500 00		493 54-	6 46
09/25/12	SOLD 43 029 SHS FEDERATED TOTAL RETURN BD FD INSTL SHS ON 09/24/2012 AT 11 62	500 00		493 97-	6 03
09/25/12	SOLD 37 622 SHS TEMPLETON GLOBAL BOND FUND ON 09/24/2012 AT 13 29	500 00		508 27-	8 27-
09/25/12	SOLD 46 86 SHS VANGUARD S/T BOND INDEX-SIG ON 09/24/2012 AT 10 67	500 00		499 97-	0 03
11/21/12	SOLD 58 125 SHS INVESCO DIVERSIFIED DIVIDEND FD CL R5 ON 11/20/2012 AT 13 34	775 39		736 44-	38 95
11/21/12	SOLD 8 772 SHS INVESCO INTERNATIONAL GROWTH FD CL R5 ON 11/20/2012 AT 28 06	246 14		247 28-	1 14-
11/21/12	SOLD 412 704 SHS ARTISAN FDS INC SMALL CAP VALUE FD-INV ON 11/20/2012 AT 14 70	6,066 75		6,124 44-	57 69-

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
11/21/12	SOLD 301 787 SHS ARTISAN FDS INC MID CAP VALUE FD INV SHS ON 11/20/2012 AT 21 04	6,349 60		5,709 22-	640 38
11/21/12	SOLD 4,132 818 SHS DODGE & COX INCOME FD FUND #147 ON 11/20/2012 AT 13 91	57,487 50		52,834 87-	4,652 63
11/21/12	SOLD 3 466 SHS DODGE & COX #145 ON 11/20/2012 AT 115 80	401 38		354 23-	47 15
11/21/12	SOLD 144 817 SHS FEDERATED TOTAL RETURN BD FD INSTL SHS ON 11/20/2012 AT 11 61	1,681 32		1,662 50-	18 82
11/21/12	SOLD 3 795 SHS HIGH MARK GENEVA MID CAP GROWTH FD CL FID ON 11/20/2012 AT 24 05	91 27		92 67-	1 40-
11/21/12	SOLD 28 631 SHS MFS RESH INTL FD CL I ON 11/20/2012 AT 15 07	431 47		424 88-	6 59
11/21/12	SOLD 17 277 SHS MAINSTAY LARGE CAP GROWTH FUND ON 11/20/2012 AT 7 81	134 93		131 13-	3 80
11/21/12	SOLD 2,131 868 SHS PRINCIPAL L/C GROWTH FUND-IS ON 11/20/2012 AT 8 93	19,037 58		14,866 57-	4,171 01
11/21/12	SOLD 15 951 SHS TEMPLETON GLOBAL BOND FUND ON 11/20/2012 AT 13 47	214 86		215 50-	0 64-
11/21/12	SOLD 39 856 SHS VIRTUS EMERGING MARKETS OPPORTUNITY-I ON 11/20/2012 AT 9 79	390 19		384 21-	5 98
01/14/13	SOLD 3 15 SHS INVESCO DIVERSIFIED DIVIDEND FD CL R5 ON 01/11/2013 AT 13 83	43 56		39 91-	3 65
01/14/13	SOLD 8 055 SHS DODGE & COX #145 ON 01/11/2013 AT 127 07	1,023 55		823 22-	200 33
01/14/13	SOLD 199 36 SHS FEDERATED TOTAL RETURN BD FD INSTL SHS ON 01/11/2013 AT 11 41	2,274 70		2,288 65-	13 95-
01/14/13	SOLD 9 56 SHS JPMORGAN LARGE CAP GROWTH SL FD #3118 ON 01/11/2013 AT 24 80	237 10		224 95-	12 15
01/14/13	SOLD 55 029 SHS MAINSTAY LARGE CAP GROWTH FUND ON 01/11/2013 AT 8 31	457 29		417 67-	39 62
01/14/13	SOLD 274 809 SHS METROPOLITAN WEST TOTAL RETURN BOND FUND CL I ON 01/11/2013 AT 10 91	2,998 17		3,044 88-	46 71-

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
01/14/13	SOLD 65 941 SHS TEMPLETON GLOBAL BOND FUND ON 01/11/2013 AT 13 46	887.56		890 86-	3 30-
01/14/13	SOLD 69 904 SHS VANGUARD S/T BOND INDEX-SIG ON 01/11/2013 AT 10 62	742 38		744 53-	2 15-
02/21/13	SOLD 41 429 SHS INVESCO DIVERSIFIED DIVIDEND FD CL R5 ON 02/20/2013 AT 14 38	595 75		524 91-	70 84
02/21/13	SOLD 2 68 SHS INVESCO INTERNATIONAL GROWTH FD CL R5 ON 02/20/2013 AT 30 23	81 01		79 89-	1 12
02/21/13	SOLD 36 448 SHS AMERICAN CENTURY SMALL CAP VALUE INST CL ON 02/20/2013 AT 9 17	334 23		320 38-	13 85
02/21/13	SOLD 8 453 SHS BUFFALO SMALL CAP FUND ON 02/20/2013 AT 29 85	252 32		245 39-	6 93
02/21/13	SOLD 3 923 SHS DODGE & COX #145 ON 02/20/2013 AT 130 84	513 34		400 93-	112 41
02/21/13	SOLD 21 233 SHS FEDERATED TOTAL RETURN BD FD INSTL SHS ON 02/20/2013 AT 11 34	240 78		241 88-	1 10-
02/21/13	SOLD 9 569 SHS JP MORGAN MID CAP VALUE FD CL I ON 02/20/2013 AT 29 91	286 21		274 44-	11 77
02/21/13	SOLD 7 933 SHS HIGH MARK GENEVA MID CAP GROWTH FD CL FID ON 02/20/2013 AT 25 84	204 99		198 40-	6 59
02/21/13	SOLD 2 457 SHS MFS RESH INTL FD CL I ON 02/20/2013 AT 16 29	40 02		39 61-	0 41
02/21/13	SOLD 24 498 SHS MAINSTAY LARGE CAP GROWTH FUND ON 02/20/2013 AT 8 37	205 05		185 94-	19 11
02/21/13	SOLD 967 588 SHS VANGUARD S/T BOND INDEX-SIG ON 02/20/2013 AT 10 61	10,266 11		10,198 86-	67 25
03/26/13	SOLD 152.814 SHS INVESCO DIVERSIFIED DIVIDEND FD CL R5 ON 03/25/2013 AT 14 92	2,279 98		1,936 15-	343 83
03/26/13	SOLD 15 57 SHS DODGE & COX #145 ON 03/25/2013 AT 134 69	2,097 14		1,532 27-	564 87
03/26/13	SOLD 3,582 189 SHS FEDERATED TOTAL RETURN BD FD INSTL SHS ON 03/25/2013 AT 11 35	40,657 85		40/334 53-	323 32

DETAIL OF TRANSACTIONS (CONTINUED)

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
03/26/13	SOLD 69 97 SHS JPMORGAN LARGE CAP GROWTH SL FD #3118 ON 03/25/2013 AT 25 11	1,756 95		1,647 98-	108 97
03/26/13	SOLD 223 972 SHS MAINSTAY LARGE CAP GROWTH FUND ON 03/25/2013 AT 8 57	1,919 44		1,699 95-	219 49
TOTAL SALES		229,460.62	0.00	212,281.60-	17,179.02