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Form **990-PF**

Department of the Treasury
Internal Revenue Service

# Return of Private Foundation

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

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

OMB No 1545-0052

**2005**

**For calendar year 2005, or tax year beginning , 2005, and ending**

G Check all that apply: [ ] Initial return [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

Use the IRS label Otherwise, print or type See Specific Instructions

Name of organization: FLORENCE C & HARRY ENGLISH MEM FD 51-1106935

A Employer identification number: 58-6045781

Number and street (or P O box number if mail is not delivered to street address) Room/suite: C/O SUNTRUST BANK,. P.O. BOX 1908

B Telephone number (see page 10 of the instructions): (404) 827-6529

City or town state, and ZIP code: ORLANDO, FL 32802-1908

C If exemption application is pending check here ▶ [ ]

D 1 Foreign organizations check here ▶ [ ]

2 Foreign organizations meeting the 85% test check here and attach computation ▶ [ ]

H Check type of organization: [X] 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) ▶ $ 14,984,262.

J Accounting method [X] 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 page 11 of the 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 ▶ [X] if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities | 454,622. | 463,666. | | STMT 1 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 140,603. | | | |
| | b Gross sales price for all assets on line 6a 12,297,455. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 132,698. | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | 14,000. | |
| | 10a 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 | 595,225. | 596,364. | 14,000. | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 27,806 | 13,903. | | 13,903. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) STMT 2 | 3,094. | NONE | NONE | 3,094. |
| | b Accounting fees (attach schedule) STMT 3 | 4,000. | NONE | NONE | 4,000. |
| | c Other professional fees (attach schedule) | | | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4 | 20,843. | 3,433. | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) | | | | |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 55,743. | 17,336. | NONE | 20,997. |
| | 25 Contributions, gifts, grants paid | 630,820. | | | 630,820. |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 686,563. | 17,336. | NONE | 651,817. |
| | 27 Subtract line 26 from line 12 | | | | |
| | a Excess of revenue over expenses and disbursements | -91,338. | | | |
| | b Net investment income (if negative, enter -0-) | | 579,028. | | |
| | c Adjusted net income (if negative, enter -0-) | | | 14,000. | |

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See Page #3

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58-6045781



## 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 PART IV SCHEDULE | | | |
| b | | | | |
| 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 | | | | |
| b | | | | |
| 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 | | | | |
| b | | | | |
| 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** 132,698.

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 pages 13 and 17 of the instructions)
If (loss), enter -0- in Part I, line 8 . . . . **3**

## 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 organization liable for the section 4942 tax on the distributable amount of any year in the base period? . . . ☐ Yes ☒ No
If "Yes," the organization does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of 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)) |
|---|---|---|---|
| 2004 | 710,305. | 14,895,140. | 0.04768703080 |
| 2003 | 706,134. | 14,213,091. | 0.04968194462 |
| 2002 | 703,905. | 14,932,747. | 0.04713834635 |
| 2001 | 1,031,492. | 16,578,356. | 0.06221919713 |
| 2000 | 839,473. | 17,733,214. | 0.04733902157 |

| | | | |
|---|---|---|---|
| 2 | Total of line 1, column (d) | 2 | 0.25406554047 |
| 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 | 0.05081310809 |
| 4 | Enter the net value of noncharitable-use assets for 2005 from Part X, line 5 | 4 | 14,580,739. |
| 5 | Multiply line 4 by line 3 | 5 | 740,893. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 5,790. |
| 7 | Add lines 5 and 6 | 7 | 746,683. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 651,817. |

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 on page 18



2q2

## Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

| | | | |
|---|---|---|---|
| 1a | Exempt operating foundations described in section 4940(d)(2) check here ▶ ☐ and enter "N/A" on line 1. Date of ruling letter _________ (attach copy of ruling letter if necessary - see instructions) | | |
| b | Domestic organizations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b | 1 | 11,581. |
| c | All other domestic organizations 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 | |
| 3 | Add lines 1 and 2 | 3 | 11,581. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 4 | NONE |
| 5 | Tax based on investment income Subtract line 4 from line 3 If zero or less enter -0- | 5 | 11,581. |
| 6 | Credits/Payments | | |
| a | 2005 estimated tax payments and 2004 overpayment credited to 2005 — 6a: 13,572. | | |
| b | Exempt foreign organizations - tax withheld at source — 6b: NONE | | |
| c | Tax paid with application for extension of time to file (Form 8868) — 6c: NONE | | |
| d | Backup withholding erroneously withheld — 6d: | | |
| 7 | Total credits and payments Add lines 6a through 6d | 7 | 13,572. |
| 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 | |
| 10 | Overpayment If line 7 is more than the total of lines 5 and 8 enter the amount overpaid ▶ | 10 | 1,991. |
| 11 | Enter the amount of line 10 to be Credited to 2006 estimated tax ▶ 1,991. Refunded ▶ | 11 | |

## Part VII-A Statements Regarding Activities

| | | | Yes | No |
|---|---|---|---|---|
| 1a | During the tax year, did the organization 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 page 19 of the instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities* | 1b | | X |
| c | Did the organization 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 organization ▶ $ ________ (2) On organization managers ▶ $ ________ | | | |
| e | Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers ▶ $ ________ | | | |
| 2 | Has the organization 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 organization 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 organization 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 | N/A | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T* | 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 organization 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 page 19 of the instructions) ▶ SEE STATEMENT 8 | | | |
| b | If the answer is "Yes" to line 7, has the organization 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 organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2005 or the taxable year beginning in 2005 (see instructions for Part XIV on page 26)? *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 |
| 11 | Did the organization comply with the public inspection requirements for its annual returns and exemption application? | 11 | X | |

Web site address ▶ N/A

12 The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (404) 827-6529
Located at ▶ 25 PARK PLACE, ATLANTA, GA ZIP+4 ▶ 30303

13 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 ▶ 13



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Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

# 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

**2007**

**For calendar year 2007, or tax year beginning , 2007, and ending**

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: FLORENCE C & HARRY ENGLISH MEM FD 51-1106935

A Employer identification number: 58-6045781

Number and street (or P O box number if mail is not delivered to street address): C/O SUNTRUST BANK,. P.O. BOX 1908 | Room/suite

B Telephone number (see the instructions): (404) 827-6529

City or town, state, and ZIP code: ORLANDO, FL 32802-1908

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 16,978,460.

J Accounting method: [X] Cash ☐ Accrual
☐ Other (specify) ____________
*(Part I, column (d) must be on cash basis.)*

**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 the 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 ▶ [X] if the foundation is **not** required to attach Sch B | | | | |
| 3 | Interest on savings and temporary cash investments | | | | |
| 4 | Dividends and interest from securities | 736,335. | 741,517. | | STMT 1 |
| 5a | Gross rents | | | | |
| b | Net rental income or (loss) | | | | |
| 6a | Net gain or (loss) from sale of assets not on line 10 | 2,099,055. | | | |
| b | Gross sales price for all assets on line 6a 6,866,217. | | | | |
| 7 | Capital gain net income (from Part IV, line 2) | | 2,123,538. | | |
| 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) (attach schedule) | | | | |
| 11 | Other income (attach schedule) | 3,359. | 3,359. | | STMT 2 |
| 12 | **Total.** Add lines 1 through 11 | 2,838,749. | 2,868,414. | | |
| **Operating and Administrative Expenses** | | | | | |
| 13 | Compensation of officers, directors, trustees, etc | | | | |
| 14 | Other employee salaries and wages | | | | |
| 15 | Pension plans, employee benefits | | | | |
| 16a | Legal fees (attach schedule) STMT 3 | 2,296. | NONE | NONE | 2,296. |
| b | Accounting fees (attach schedule) STMT 4 | 4,000. | NONE | NONE | 4,000. |
| c | Other professional fees (attach schedule) | | | | |
| 17 | Interest | | | | |
| 18 | Taxes (attach schedule) (see the instructions) STMT 5 | 19,014. | 6,433. | | |
| 19 | Depreciation (attach schedule) and depletion | | | | |
| 20 | Occupancy | | | | |
| 21 | Travel, conferences, and meetings | | | | |
| 22 | Printing and publications | | | | |
| 23 | Other expenses (attach schedule) | | | | |
| 24 | **Total operating and administrative expenses.** Add lines 13 through 23 | 25,310. | 6,433. | NONE | 6,296. |
| 25 | Contributions, gifts, grants paid | 802,986. | | | 802,986. |
| 26 | **Total expenses and disbursements** Add lines 24 and 25 | 828,296. | 6,433. | NONE | 809,282. |
| 27 | Subtract line 26 from line 12 | | | | |
| a | **Excess of revenue over expenses and disbursements** | 2,010,453. | | | |
| b | **Net investment income** (if negative, enter -0-) | | 2,861,981. | | |
| c | **Adjusted net income** (if negative, enter -0-) | | | | |

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| Part II Balance Sheets | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions ) | Beginning of year (a) Book Value | End of year (b) Book Value | (c) Fair Market Value |
|---|---|---|---|---|
| Assets | 1 Cash - non-interest-bearing | | | |
| | 2 Savings and temporary cash investments | 975,697. | 253,368. | 253,368. |
| | 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 page 16 of the 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) STMT 6 | 12,612,281. | 15,352,975. | 16,725,092. |
| | 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) | 13,587,978. | 15,606,343. | 16,978,460. |
| 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) | | | |
| 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 | 13,587,978. | 15,606,343. | |
| | 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 page 17 of the instructions) | 13,587,978. | 15,606,343. | |
| | 31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions) | 13,587,978. | 15,606,343. | |

## 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 | 13,587,978. |
| 2 | Enter amount from Part I, line 27a | 2 | 2,010,453. |
| 3 | Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7 | 3 | 7,912. |
| 4 | Add lines 1, 2, and 3 | 4 | 15,606,343. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 15,606,343. |

## 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 PART IV SCHEDULE | | | |
| b | | | | |
| 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 | | | | |
| b | | | | |
| 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 | | | | |
| b | | | | |
| 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 | 2,123,538. |
| 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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8 . . . . . | 3 | |

## 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 page 18 of 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)) |
|---|---|---|---|
| 2006 | 664,541. | 15,395,936. | 0.04316340364 |
| 2005 | 651,817. | 14,580,739. | 0.04470397557 |
| 2004 | 710,305. | 14,895,140. | 0.04768703080 |
| 2003 | 706,134. | 14,213,091. | 0.04968194462 |
| 2002 | 703,905. | 14,932,747. | 0.04713834635 |

| | | |
|---|---|---|
| 2 **Total** of line 1, column (d) . . . . . | 2 | 0.23237470098 |
| 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 | 0.04647494020 |
| 4 Enter the net value of noncharitable-use assets for 2007 from Part X, line 5 . . . . . | 4 | 16,670,834. |
| 5 Multiply line 4 by line 3 . . . . . | 5 | 774,776. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . . | 6 | 28,620. |
| 7 Add lines 5 and 6 . . . . . | 7 | 803,396. |
| 8 Enter qualifying distributions from Part XII, line 4 . . . . . | 8 | 809,282. |

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 on page 18

## Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

| | | | | |
|---|---|---|---|---|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling letter __________ (attach copy of ruling letter if necessary - see instructions) | | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b | | 1 | 28,620. |
| 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 | |
| 3 | Add lines 1 and 2 | | 3 | 28,620. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | NONE |
| 5 | **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 28,620. |
| 6 | Credits/Payments: | | | |
| a | 2007 estimated tax payments and 2006 overpayment credited to 2007 | 6a 13,098. | | |
| b | Exempt foreign organizations-tax withheld at source | 6b NONE | | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c NONE | | |
| d | Backup withholding erroneously withheld | 6d | | |
| 7 | Total credits and payments Add lines 6a through 6d | | 7 | 13,098. |
| 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 | 15,522. |
| 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 2008 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 page 19 of the 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 ▶ $ __________ (2) On foundation managers ▶ $ __________ | | | |
| e | Enter the reimbursement (if any) paid by the organization 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 |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | X |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? | 4b | N/A | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T* | 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 page 19 of the instructions) ▶ STMT 8 | | | |
| 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 2007 or the taxable year beginning in 2007 (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 VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

| | | | |
|---|---|---|---|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling letter: __________ (attach copy of ruling letter if necessary - see instructions) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b | 1 | 28,620. |
| 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 | |
| 3 | Add lines 1 and 2 | 3 | 28,620. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 4 | NONE |
| 5 | **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0- | 5 | 28,620. |
| 6 | Credits/Payments | | |
| a | 2007 estimated tax payments and 2006 overpayment credited to 2007 — 6a: 13,098. | | |
| b | Exempt foreign organizations-tax withheld at source — 6b: NONE | | |
| c | Tax paid with application for extension of time to file (Form 8868) — 6c: NONE | | |
| d | Backup withholding erroneously withheld — 6d: | | |
| 7 | Total credits and payments Add lines 6a through 6d | 7 | 13,098. |
| 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 | 15,522. |
| 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 2008 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 $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities* | 1b | | X |
| c | Did the foundation file **Form 1120-POL** for this year? | 1c | | X |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ______ (2) On foundation managers ▶ $ ______ | | | |
| e | Enter the reimbursement (if any) paid by the organization 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 |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | X |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? | 4b | N/A | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T* | 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 page 19 of the instructions) ▶ STMT 8 | | | |
| 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 2007 or the taxable year beginning in 2007 (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 |

| TAX CODE/DATE | TRANSACTIONS | TAXABLE | INCOME | PRINCIPAL | EDIT NUMBER |
|---|---|---|---|---|---|
| **23** | **OTHER ALLOCABLE EXPENSE-INCOME (CONTINUED)** | | | | |
| 06/04/07 | CASH DISBURSEMENT<br>ADMIN EXPENSE FROM INCOME<br>5/25/07C #18100M #029001 LEGAL SVS DEC'06 - APR'07<br>PAID TO<br>KING & SPALDING LLP<br>PO BOX 116133<br>ATLANTA, GA 30368-6133<br>TR TRAN#=SR000050000006 TR CD=044 REG=0 PORT=INC | -1705 57 | -1705 57 | | 070600005 |
| 09/04/07 | CASH DISBURSEMENT<br>ADMIN EXPENSE FROM INCOME<br>8/24/07C#18100M#029001 LEGAL SVS MAY'07-JUNE'07<br>PAID TO<br>KING & SPALDING LLP<br>PO BOX 116133<br>ATLANTA, GA 30368-6133<br>TR TRAN#=SR000004000004 TR CD=044 REG=0 PORT=INC | -300.00 | -300 00 | | 070900003 |
| | TOTAL CODE 23 - OTHER ALLOCABLE EXPENSE-INCOME | -2295 57 | -2295 57 | 0 00 | |
| **79** | **FEDERAL ESTIMATES - INCOME** | | | | |
| 05/14/07 | CASH DISBURSEMENT<br>TAX FED FIDUC ESTIMATE-INCOME<br>1ST QTR 2007 990PF EST<br>PAID TO 5622800<br>ACCOUNT # 5622800<br>TR TRAN#=CR000025000191 TR CD=277 REG=0 PORT=INC | -2357 00 | -2357 00 | | 070500020 |
| 06/04/07 | CASH DISBURSEMENT<br>TAX FED FIDUC ESTIMATE-INCOME<br>2ND QTR 2007 990PF EST<br>PAID TO 5622800<br>ACCOUNT # 5622800<br>TR TRAN#=CR000070000095 TR CD=277 REG=0 PORT=INC | -2357 00 | -2357 00 | | 070600007 |
| 12/18/07 | CASH DISBURSEMENT<br>TAX FED FIDUC ESTIMATE-INCOME<br>4TH QTR 2007 990PF EST<br>PAID TO 5622800<br>ACCOUNT # 5622800<br>TR TRAN#=CR000466000247 TR CD=277 REG=0 PORT=INC | -2357 00 | -2357 00 | | 071200062 |
| | TOTAL CODE 79 - FEDERAL ESTIMATES - INCOME | -7071 00 | -7071 00 | 0 00 | |
| **80** | **FEDERAL ESTIMATES - PRINCIPAL** | | | | |
| 05/14/07 | CASH DISBURSEMENT<br>TAX FED FIDUC ESTIMATE-PRIN<br>1ST QTR 2007 990PF EST<br>PAID TO 5622800<br>ACCOUNT # 5622800<br>TR TRAN#=CR000025000223 TR CD=279 REG=0 PORT=PRIN | -2009 00 | | -2009 00 | 070500022 |
| 06/04/07 | CASH DISBURSEMENT<br>TAX FED FIDUC ESTIMATE-PRIN<br>2ND QTR 2007 990PF EST<br>PAID TO 5622800<br>ACCOUNT # 5622800<br>TR TRAN#=CR000070000093 TR CD=279 REG=0 PORT=PRIN | -2009 00 | | -2009 00 | 070600006 |
| 12/18/07 | CASH DISBURSEMENT<br>TAX FED FIDUC ESTIMATE-PRIN<br>4TH QTR 2007 990PF EST<br>PAID TO: 5622800<br>ACCOUNT # 5622800<br>TR TRAN#=CR000466000245 TR CD=279 REG=0 PORT=PRIN | -2009 00 | | -2009 00 | 071200061 |
| | TOTAL CODE 80 - FEDERAL ESTIMATES - PRINCIPAL | -6027.00 | 0 00 | -6027 00 | |
| **58** | **FEDERAL TAX PAYMENT - PRIOR YEARS LIABILITY** | | | | |
| 01/09/07 | CASH DISBURSEMENT<br>TAX FED FIDUC BAL DUE<br>ADD'L INTEREST DUE PERIORD 12/31/04<br>PAID TO<br>U S TREASURY<br>TR TRAN#=MA000699000016 TR CD=274 REG=0 PORT=INC | -37 90 | -37 90 | | 070100007 |
| 05/14/07 | CASH DISBURSEMENT<br>TAX FED FIDUC BAL DUE<br>BAL DUE 2006 FORM 990PF<br>PAID TO 5622800<br>ACCOUNT # 5622800 | -2040 00 | -2040 00 | | 070500019 |

Estimated TAX Payments

| TAX CODE/DATE | TRANSACTIONS | TAXABLE | INCOME | PRINCIPAL | EDIT NUMBER |
|---|---|---|---|---|---|
| 80 | **FEDERAL ESTIMATES - PRINCIPAL (CONTINUED)** | | | | |
| | TOTAL CODE 80 - FEDERAL ESTIMATES - PRINCIPAL | -594 00 | 0 00 | -594 00 | |
| 58 | **FEDERAL TAX PAYMENT - PRIOR YEARS LIABILITY** | | | | |
| 06/06/08 | CASH DISBURSEMENT<br>TAX FED FIDUC BAL DUE<br>BAL DUE 2007 FORM 990PF<br>PAID TO 5622800<br>ACCOUNT # 5622800<br>TR TRAN#=TX000001000277 TR CD=274 REG=0 PORT=PRIN | -15161.00 | Bal Due | -15161 00 | 080600037 |
| 06/06/08 | CASH DISBURSEMENT<br>TAX FED FIDUC BAL DUE<br>BAL DUE 2007 FORM 990PF<br>PAID TO 5622800<br>ACCOUNT # 5622800<br>TR TRAN#=TX000001000279 TR CD=274 REG=0 PORT=INC | -361 00 | -361 00 | | 080600038 |
| | TOTAL CODE 58 - FEDERAL TAX PAYMENT - PRIOR YEARS LIABILITY | -15522.00 | -361 00 | -15161 00 | |
| 906 | **MUTUAL FUND CASH RECEIPTS**<br>ISHARES TR RUSSELL 2000 VALUE INDEX FD - 464287630 - MINOR = 79 | | | | |
| 12/30/08 | DIVIDEND RECEIVED<br>TR TRAN#=IC000765000655 TR CD=005 REG=4 PORT=INC<br>EX-DATE=12/23/2008 | | 1075 88 | | 081200045 |
| | | 0 00 | 1075.88 | 0 00 | |
| | RIDGEWORTH FD-AGGRESSIVE GRWTH #558 - 76628R102 - MINOR = 64 | | | | |
| 12/12/08 | CAPITAL GAIN DISTRIBUTION<br>TR TRAN#=ZY000481028282 TR CD=507 REG=47 PORT=PRIN<br>EX-DATE= | | | 15395 31 | 081200029 |
| | | 0 00 | 0 00 | 15395.31 | |
| | RIDGEWORTH FD-SEL L/C GRWTH STK #622 - 76628R540 - MINOR = 64 | | | | |
| 06/23/08 | DIVIDEND RECEIVED 63851 397 UNITS<br>TR TRAN#=ZY000771008665 TR CD=005 REG=47 PORT=INC<br>EX-DATE=6/20/2008 | | 993 72 | | 080600044 |
| 09/23/08 | DIVIDEND RECEIVED<br>TR TRAN#=ZY000781002456 TR CD=005 REG=47 PORT=INC<br>EX-DATE=9/22/2008 | | 344 10 | | 080900022 |
| 12/16/08 | DIVIDEND RECEIVED<br>TR TRAN#=ZY000583002360 TR CD=005 REG=47 PORT=INC<br>EX-DATE=12/15/2008 | | 1084 46 | | 081200036 |
| | | 0 00 | 2422 28 | 0 00 | |
| | RIDGEWORTH FD-MIDCAP VAL EQ #412 - 76628R615 - MINOR = 64 | | | | |
| 06/23/08 | DIVIDEND RECEIVED 36762 366 UNITS<br>TR TRAN#=ZY000771009324 TR CD=005 REG=47 PORT=INC<br>EX-DATE=6/20/2008 | | 934 09 | | 080600045 |
| 09/23/08 | DIVIDEND RECEIVED<br>TR TRAN#=ZY000781003101 TR CD=005 REG=47 PORT=INC<br>EX-DATE=9/22/2008 | | 1375 57 | | 080900023 |
| 12/16/08 | DIVIDEND RECEIVED<br>TR TRAN#=ZY000583002988 TR CD=005 REG=47 PORT=INC<br>EX-DATE=12/15/2008 | | 1904 75 | | 081200037 |
| | | 0 00 | 4214 41 | 0 00 | |
| | RIDGEWORTH FD-LARGECAP VAL EQTY#512 - 76628R672 - MINOR = 64 | | | | |
| 06/23/08 | DIVIDEND RECEIVED 110351.009 UNITS<br>TR TRAN#=ZY000771028002 TR CD=005 REG=47 PORT=INC<br>EX-DATE=6/20/2008 | | 6959 95 | | 080600046 |
| 09/23/08 | DIVIDEND RECEIVED<br>TR TRAN#=ZY000781021293 TR CD=005 REG=47 PORT=INC<br>EX-DATE=9/22/2008 | | 7140.81 | | 080900024 |
| 12/16/08 | DIVIDEND RECEIVED<br>TR TRAN#=ZY000583020300 TR CD=005 REG=47 PORT=INC<br>EX-DATE=12/15/2008 | | 7410 14 | | 081200038 |