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

2010

ENVELOPE POSTMARK DATE JAN 13 2012

For calendar year 2010, or tax year beginning 09/01 **, 2010, and ending** 08/31, 20 11

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation
MARGARET M & R PARKS WILLIAMS CHARITABLE FDN
41-5602264

A Employer identification number 59-7162849

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 page 10 of the instructions) (   )   -

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: ☒ 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)* ▶ $ 5,361,827.

J Accounting method: ☒ 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 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 ▶ ☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	188,961.	190,394.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	200,701.			
	b Gross sales price for all assets on line 6a 3,597,327.				
	7 Capital gain net income (from Part IV, line 2)		200,700.		
	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)				
	12 **Total.** Add lines 1 through 11	389,662.	391,094.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	45,543.	22,771.		22,772.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	2,500.	NONE	NONE	2,500.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3	2,892.	1,344.		
	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	50,935.	24,115.	NONE	25,272.
	25 Contributions, gifts, grants paid	417,250.			417,250.
	26 **Total expenses and disbursements** Add lines 24 and 25	468,185.	24,115.	NONE	442,522.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-78,523.			
	b **Net investment income** (if negative, enter -0-)		366,979.		
	c **Adjusted net income** (if negative, enter -0-)				

SCANNED JAN 24 2012

For Paperwork Reduction Act Notice, see page 30 of the instructions. JSA Form **990-PF** (2010)

		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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		1,329.	1,329.
	2	Savings and temporary cash investments	467.	126,197.	126,197.
	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 15 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 4	5,293,957.	5,088,375.	5,234,301.
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	5,294,424.	5,215,901.	5,361,827.
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	5,208,631.	5,055,829.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	85,793.	160,072.	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	5,294,424.	5,215,901.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,294,424.	5,215,901.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,294,424.
2	Enter amount from Part I, line 27a	2	-78,523.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,215,901.
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	5,215,901.

59-7162849

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 DETAIL			
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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F.M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	
a				
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	200,700.
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))
2009	245,736.	5,210,174.	0.04716464364
2008	358,112.	4,693,620.	0.07629761250
2007	303,271.	6,149,349.	0.04931757817
2006	416,702.	6,425,742.	0.06484885325
2005	320,704.	6,056,906.	0.05294848558

2	**Total** of line 1, column (d)	2	0.29057717314
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	0.05811543463
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	5,518,099.
5	Multiply line 4 by line 3	5	320,687.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,670.
7	Add lines 5 and 6	7	324,357.
8	Enter qualifying distributions from Part XII, line 4	8	442,522.

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 or determination 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 ▶ ☒ and enter 1% of Part I, line 27b			1	3,670.
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	3,670.
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	3,670.
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,400.		
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	2,400.
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** pd by EFTPS ▶			9	1,270.
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 2011 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 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
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 5			
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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. ▶ (407)237-4293

Located at ▶ 200 S. ORANGE AVENUE, ORLANDO, FL ZIP + 4 ▶ 32801

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

			Yes	No
16	At any time during calendar year 2010, 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 page 20 of 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 page 22 of the 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 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ 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 page 22 of the 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. ▶ ________ , ________ , ________ , ________				
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 2010 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 2010.)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? **5b** N/A

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** No: 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? **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
SEE STATEMENT 6		45,543.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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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 page 23 of the instructions). If none, enter "NONE."

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

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 page 24 of the 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 page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	5,509,163.
b	Average of monthly cash balances	1b	92,968.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	5,602,131.
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	NONE
3	Subtract line 2 from line 1d	3	5,602,131.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	84,032.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,518,099.
6	**Minimum investment return.** Enter 5% of line 5	6	275,905.

Part XI Distributable Amount (see page 25 of the 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	275,905.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	3,670.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,670.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	272,235.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	272,235.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	272,235.

Part XII Qualifying Distributions (see page 25 of the 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	442,522.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	442,522.
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 page 26 of the instructions)	5	3,670.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	438,852.

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 page 26 of the instructions)

			(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7					272,235.
2	Undistributed income, if any, as of the end of 2010					
a	Enter amount for 2009 only				NONE	
b	Total for prior years: 20 08 ,20 ____, 20 ____			NONE		
3	Excess distributions carryover, if any, to 2010:					
a	From 2005	NONE				
b	From 2006	58,217.				
c	From 2007	11,749.				
d	From 2008	127,237.				
e	From 2009	NONE				
f	**Total** of lines 3a through e		197,203.			
4	Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 442,522.					
a	Applied to 2009, but not more than line 2a				NONE	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)			NONE		
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)		NONE			
d	Applied to 2010 distributable amount					272,235.
e	Remaining amount distributed out of corpus		170,287.			
5	Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5		367,490.			
b	Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
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			NONE		
d	Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions			NONE		
e	Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				NONE	
f	Undistributed income for 2010. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)		NONE			
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)		NONE			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		367,490.			
10	Analysis of line 9:					
a	Excess from 2006	58,217.				
b	Excess from 2007	11,749.				
c	Excess from 2008	127,237.				
d	Excess from 2009	NONE				
e	Excess from 2010	170,287.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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) 2010	**(b)** 2009	**(c)** 2008	**(d)** 2007	**(e) Total**
2a 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 page 28 of the 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 ▶ ☐ 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 7

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 STATEMENT 8				
Total . . . . ▶ **3a**				417,250.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

59-7162849

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) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	188,961.	
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	200,701.	
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)				389,662.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 389,662.

(See worksheet in line 13 instructions on page 29 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 page 29 of the 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
		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 or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee

Date 12/20/2011

Title TRUSTEE

Paid Preparer Use Only

Print/Type preparer's name: JEFFREY E. KUHLIN

Preparer's signature: Jeffrey E Kuhlin

Date: 12/20/2011

Check ☐ if self-employed

PTIN: P00353001

Firm's name ▶ KPMG LLP

Firm's EIN ▶ 13-5565207

Firm's address ▶ 100 WESTMINSTER ST, 6TH FL, SUITE A
PROVIDENCE, RI 02903-9605

Phone no. 888-942-3272

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					29,573.	
		425.17 INVESCO SMALL CAP GROWTH-I					03/11/2010	09/03/2010
		PROPERTY TYPE: SECURITIES						
10,625.00		10,663.00					-38.00	
		1184.641 GOLDMAN SACHS TRGROWTH OPPORTUN					03/11/2010	09/03/2010
		PROPERTY TYPE: SECURITIES						
25,375.00		25,209.00					166.00	
		616.264 HARBOR FUND CAPITAL APPRECIATION					05/28/2010	09/03/2010
		PROPERTY TYPE: SECURITIES						
19,400.00		19,394.00					6.00	
		1679.71 HARTFORD DIVIDEND & GROWTH-Y					04/06/2010	09/03/2010
		PROPERTY TYPE: SECURITIES						
28,975.00		30,873.00					-1,898.00	
		3. ISHARES TR BARCLAYS TIPS BD ETF					03/11/2010	09/03/2010
		PROPERTY TYPE: SECURITIES						
322.00		311.00					11.00	
		364.391 JANUS PERKINS SMALL CAP VALUE-I					03/11/2010	09/03/2010
		PROPERTY TYPE: SECURITIES						
7,900.00		8,115.00					-215.00	
		1197.051 THE JENSEN PORTFOLIO-I					04/06/2010	09/03/2010
		PROPERTY TYPE: SECURITIES						
28,825.00		30,668.00					-1,843.00	
		4167.601 JPMORGAN TR I US EQUITY-I					05/28/2010	09/03/2010
		PROPERTY TYPE: SECURITIES						
37,175.00		36,758.00					417.00	
		302.995 LEGG MASON BATTERYMRC EMRG MKTS-					03/11/2010	09/03/2010
		PROPERTY TYPE: SECURITIES						
6,475.00		6,354.00					121.00	
		2333.453 MFS RESEARCH INTL-I					03/11/2010	09/03/2010
		PROPERTY TYPE: SECURITIES						
32,575.00		33,182.00					-607.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		839.575 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES					03/11/2010	09/03/2010
6,725.00		6,759.00					-34.00	
		1495.746 RIDGEWORTH FD-MIDCAP VAL EQTY # PROPERTY TYPE: SECURITIES					12/11/2006	09/03/2010
15,825.00		17,396.00					-1,571.00	
		2397.414 RIDGEWORTH FD-LARGECAP VAL EQTY PROPERTY TYPE: SECURITIES					09/09/2004	09/03/2010
26,875.00		28,218.00					-1,343.00	
		175.993 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES					03/11/2010	09/03/2010
2,925.00		2,610.00					315.00	
		146.999 INVESCO SMALL CAP GROWTH-I PROPERTY TYPE: SECURITIES					03/11/2010	09/07/2010
3,625.00		3,687.00					-62.00	
		354.953 GOLDMAN SACHS TRGROWTH OPPORTUNI PROPERTY TYPE: SECURITIES					03/11/2010	09/07/2010
7,525.00		7,553.00					-28.00	
		361.842 HARBOR FUND CAPITAL APPRECIATION PROPERTY TYPE: SECURITIES					05/28/2010	09/07/2010
11,275.00		11,387.00					-112.00	
		414.462 HARTFORD DIVIDEND & GROWTH-Y PROPERTY TYPE: SECURITIES					04/06/2010	09/07/2010
7,050.00		7,618.00					-568.00	
		12. ISHARES TR BARCLAYS TIPS BD ETF PROPERTY TYPE: SECURITIES					03/11/2010	09/07/2010
1,292.00		1,246.00					46.00	
		132.319 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES					03/11/2010	09/07/2010
2,825.00		2,947.00					-122.00	
		416.493 THE JENSEN PORTFOLIO-I PROPERTY TYPE: SECURITIES					04/06/2010	09/07/2010
9,975.00		10,671.00					-696.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1660.045 JPMORGAN TR I US EQUITY-I					05/28/2010	09/07/2010
		PROPERTY TYPE: SECURITIES						
14,625.00		14,642.00					-17.00	
		142.045 LEGG MASON BATTERYMRC EMRG MKTS-					03/11/2010	09/07/2010
		PROPERTY TYPE: SECURITIES						
3,000.00		2,979.00					21.00	
		456.349 MFS RESEARCH INTL-I					03/11/2010	09/07/2010
		PROPERTY TYPE: SECURITIES						
6,325.00		6,489.00					-164.00	
		322.981 PIMCO COMMODITY REALRTN STRATEGY					03/11/2010	09/07/2010
		PROPERTY TYPE: SECURITIES						
2,600.00		2,600.00						
		671.965 RIDGEWORTH FD-MIDCAP VAL EQTY #R					09/09/2004	09/07/2010
		PROPERTY TYPE: SECURITIES						
6,975.00		7,418.00					-443.00	
		665.761 RIDGEWORTH FD-LARGECAP VAL EQTY#					09/09/2004	09/07/2010
		PROPERTY TYPE: SECURITIES						
7,350.00		7,836.00					-486.00	
		88.739 ROWE T PRICE REAL ESTATE FD COM					03/11/2010	09/07/2010
		PROPERTY TYPE: SECURITIES						
1,450.00		1,316.00					134.00	
		3307. VANGUARD BD INDEX SHORT TERM BD ET					03/11/2010	09/07/2010
		PROPERTY TYPE: SECURITIES						
269,089.00		264,947.00					4,142.00	
		86.982 INVESCO SMALL CAP GROWTH-I					03/11/2010	09/17/2010
		PROPERTY TYPE: SECURITIES						
2,225.00		2,182.00					43.00	
		164.459 GOLDMAN SACHS TRGROWTH OPPORTUNI					03/11/2010	09/17/2010
		PROPERTY TYPE: SECURITIES						
3,600.00		3,500.00					100.00	
		269.017 HARBOR FUND CAPITAL APPRECIATION					05/28/2010	09/17/2010
		PROPERTY TYPE: SECURITIES						
8,700.00		8,466.00					234.00	

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FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		177.346 HARTFORD DIVIDEND & GROWTH-Y					04/06/2010	09/17/2010
		PROPERTY TYPE: SECURITIES						
3,100.00		3,260.00					-160.00	
		2. ISHARES TR BARCLAYS TIPS BD ETF					03/11/2010	09/17/2010
		PROPERTY TYPE: SECURITIES						
215.00		208.00					7.00	
		428.858 THE JENSEN PORTFOLIO-I					04/06/2010	09/17/2010
		PROPERTY TYPE: SECURITIES						
10,700.00		10,987.00					-287.00	
		918.592 JPMORGAN TR I US EQUITY-I					05/28/2010	09/17/2010
		PROPERTY TYPE: SECURITIES						
8,350.00		8,102.00					248.00	
		113.272 LEGG MASON BATTERYMRC EMRG MKTS-					03/11/2010	09/17/2010
		PROPERTY TYPE: SECURITIES						
2,475.00		2,375.00					100.00	
		446.116 MFS RESEARCH INTL-I					03/11/2010	09/17/2010
		PROPERTY TYPE: SECURITIES						
6,375.00		6,344.00					31.00	
		142.523 RIDGEWORTH FD-MIDCAP VAL EQTY #R					09/09/2004	09/17/2010
		PROPERTY TYPE: SECURITIES						
1,525.00		1,573.00					-48.00	
		278.998 RIDGEWORTH FD-LARGECAP VAL EQTY#					09/09/2004	09/17/2010
		PROPERTY TYPE: SECURITIES						
3,175.00		3,284.00					-109.00	
		264.523 RIDGEWORTH FD-SEIX HIGH YIELD #R					03/23/2006	09/17/2010
		PROPERTY TYPE: SECURITIES						
2,550.00		2,836.00					-286.00	
		329.572 INVESCO SMALL CAP GROWTH-I					03/11/2010	01/26/2011
		PROPERTY TYPE: SECURITIES						
10,075.00		8,266.00					1,809.00	
		993.512 GOLDMAN SACHS TRGROWTH OPPORTUNI					12/08/2010	01/26/2011
		PROPERTY TYPE: SECURITIES						
24,500.00		21,431.00					3,069.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		63.333 HARBOR FUND CAPITAL APPRECIATION PROPERTY TYPE: SECURITIES					05/28/2010	01/26/2011
2,375.00		1,993.00					382.00	
		40. ISHARES TR BARCLAYS TIPS BD ETF PROPERTY TYPE: SECURITIES					03/11/2010	01/26/2011
4,284.00		4,153.00					131.00	
		134.419 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES					12/20/2010	01/26/2011
3,300.00		3,182.00					118.00	
		246.914 JPMORGAN TR I US EQUITY-I PROPERTY TYPE: SECURITIES					05/28/2010	01/26/2011
2,600.00		2,178.00					422.00	
		62105.627 PACIFIC INVESTMENT MANAGEMENT PROPERTY TYPE: SECURITIES					09/07/2010	01/26/2011
673,225.00		690,047.00					-16,822.00	
		868.506 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES					03/11/2010	01/26/2011
8,025.00		6,991.00					1,034.00	
		1227.744 RIDGEWORTH FD-MIDCAP VAL EQTY # PROPERTY TYPE: SECURITIES					12/13/2010	01/26/2011
15,114.00		14,266.00					848.00	
		1936.351 RIDGEWORTH FD-MIDCAP VAL EQTY # PROPERTY TYPE: SECURITIES					09/09/2004	01/26/2011
23,836.00		21,377.00					2,459.00	
		950.114 RIDGEWORTH FD-LARGECAP VAL EQTY# PROPERTY TYPE: SECURITIES					09/09/2004	01/26/2011
12,475.00		11,183.00					1,292.00	
		16788.146 RIDGEWORTH FD-TOTAL RETURN BD PROPERTY TYPE: SECURITIES					12/13/2010	01/26/2011
174,597.00		184,365.00					-9,768.00	
		7267.142 RIDGEWORTH FD-TOTAL RETURN BD # PROPERTY TYPE: SECURITIES					03/23/2006	01/26/2011
75,578.00		72,017.00					3,561.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		6377.571 RIDGEWORTH FD-SEIX HIGH YIELD #					09/07/2010	01/26/2011
		PROPERTY TYPE: SECURITIES						
63,776.00		60,624.00					3,152.00	
		7187.429 RIDGEWORTH FD-SEIX HIGH YIELD #					03/23/2006	01/26/2011
		PROPERTY TYPE: SECURITIES						
71,874.00		77,049.00					-5,175.00	
		3186.377 ROWE T PRICE REAL ESTATE FD COM					03/11/2010	01/26/2011
		PROPERTY TYPE: SECURITIES						
56,877.00		47,254.00					9,623.00	
		4625.061 JANUS PERKINS SMALL CAP VALUE-I					03/11/2010	03/28/2011
		PROPERTY TYPE: SECURITIES						
115,719.00		103,000.00					12,719.00	
		945. ISHARES TR BARCLAYS TIPS BD ETF					03/11/2010	05/26/2011
		PROPERTY TYPE: SECURITIES						
104,722.00		98,116.00					6,606.00	
		4669.212 INVESCO SMALL CAP GROWTH-I					06/24/2010	07/18/2011
		PROPERTY TYPE: SECURITIES						
154,177.00		117,103.00					37,074.00	
		426.587 THE JENSEN PORTFOLIO-I					01/26/2011	07/18/2011
		PROPERTY TYPE: SECURITIES						
11,970.00		11,825.00					145.00	
		1218.103 THE JENSEN PORTFOLIO-I					04/06/2010	07/18/2011
		PROPERTY TYPE: SECURITIES						
34,180.00		31,208.00					2,972.00	
		56422.263 JPMORGAN TR I US EQUITY-I					06/24/2010	07/18/2011
		PROPERTY TYPE: SECURITIES						
594,126.00		496,812.00					97,314.00	
		3459.619 PACIFIC INVESTMENT MANAGEMENT I					03/11/2010	07/18/2011
		PROPERTY TYPE: SECURITIES						
38,125.00		38,090.00					35.00	
		17434.941 RIDGEWORTH FD-MIDCAP VAL EQTY					03/11/2010	07/18/2011
		PROPERTY TYPE: SECURITIES						
209,568.00		192,112.00					17,456.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		5075.4 RIDGEWORTH FD-TOTAL RETURN BD #RG PROPERTY TYPE: SECURITIES					03/23/2006	07/18/2011
53,850.00		50,297.00					3,553.00	
		231.696 RIDGEWORTH FD-LTD MTG SECS #RGCM PROPERTY TYPE: SECURITIES					01/26/2011	07/18/2011
2,500.00		2,456.00					44.00	
		667.85 FEDERATED STRATEGIC VALUE-I PROPERTY TYPE: SECURITIES					07/18/2011	08/08/2011
2,825.00		3,099.00					-274.00	
		1197.319 PIMCO FDS LOW DURATION FD INSTL PROPERTY TYPE: SECURITIES					07/18/2011	08/08/2011
12,500.00		12,525.00					-25.00	
		821.234 PACIFIC INVESTMENT MANAGEMENT IN PROPERTY TYPE: SECURITIES					03/11/2010	08/08/2011
9,050.00		9,042.00					8.00	
		142.442 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES					07/18/2011	08/08/2011
1,225.00		1,305.00					-80.00	
		1731.844 PIMCO INVT GRADE CORP BD-I PROPERTY TYPE: SECURITIES					05/26/2011	08/08/2011
18,600.00		18,704.00					-104.00	
		3605.99 RIDGEWORTH FD-TOTAL RETURN BD #R PROPERTY TYPE: SECURITIES					03/23/2006	08/08/2011
39,125.00		35,735.00					3,390.00	
		142.5 RIDGEWORTH FD-SEIX HIGH YIELD #RGC PROPERTY TYPE: SECURITIES					07/18/2011	08/08/2011
1,368.00		1,425.00					-57.00	
		8470.053 RIDGEWORTH FD-SEIX HIGH YIELD # PROPERTY TYPE: SECURITIES					03/11/2010	08/08/2011
81,313.00		78,451.00					2,862.00	
		519.03 RIDGEWORTH FD-SEIX FLT HGH INCM#R PROPERTY TYPE: SECURITIES					01/26/2011	08/08/2011
4,500.00		4,697.00					-197.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		813.581 RIDGEWORTH FD-LTD MTG SECS #RGCM PROPERTY TYPE: SECURITIES					01/26/2011	08/08/2011
8,925.00		8,624.00					301.00	
		932.233 TEMPLETON GLOBAL BD-ADV PROPERTY TYPE: SECURITIES					05/26/2011	08/08/2011
12,725.00		12,902.00					-177.00	
		217.536 ADVISORS CAMBIAR SMALL CAP-I PROPERTY TYPE: SECURITIES					03/28/2011	08/30/2011
3,578.00		4,140.00					-562.00	
		6467.059 FEDERATED STRATEGIC VALUE-I PROPERTY TYPE: SECURITIES					07/18/2011	08/30/2011
29,684.00		30,007.00					-323.00	
		581.888 GOLDMAN SACHS TRGROWTH OPPORTUNI PROPERTY TYPE: SECURITIES					07/18/2011	08/30/2011
13,127.00		14,565.00					-1,438.00	
		649.473 HARBOR FUND CAPITAL APPRECIATION PROPERTY TYPE: SECURITIES					07/18/2011	08/30/2011
24,050.00		25,907.00					-1,857.00	
		715.61 HARTFORD DIVIDEND & GROWTH-Y PROPERTY TYPE: SECURITIES					07/18/2011	08/30/2011
13,124.00		14,290.00					-1,166.00	
		689.658 THE JENSEN PORTFOLIO-I PROPERTY TYPE: SECURITIES					04/06/2010	08/30/2011
17,759.00		17,669.00					90.00	
		87.753 LEGG MASON BATTERYMRC EMRG MKTS-I PROPERTY TYPE: SECURITIES					01/26/2011	08/30/2011
1,877.00		2,127.00					-250.00	
		291.196 MFS RESEARCH INTL-I PROPERTY TYPE: SECURITIES					01/26/2011	08/30/2011
4,321.00		4,712.00					-391.00	
		55. MANNING & NAPIER WORLD OPPTYS-A PROPERTY TYPE: SECURITIES					07/18/2011	08/30/2011
434.00		483.00					-49.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		165.439 NEUBERGER BERMAN HIGH INCOME BD-					08/08/2011	08/30/2011
		PROPERTY TYPE: SECURITIES						
1,467.00		1,484.00					-17.00	
		595.857 PIMCO FDS LOW DURATION FD INSTL					01/26/2011	08/30/2011
		PROPERTY TYPE: SECURITIES						
6,221.00		6,197.00					24.00	
		314.851 PACIFIC INVESTMENT MANAGEMENT IN					03/11/2010	08/30/2011
		PROPERTY TYPE: SECURITIES						
3,463.00		3,467.00					-4.00	
		111.379 PIMCO COMMODITY REALRTN STRATEGY					07/18/2011	08/30/2011
		PROPERTY TYPE: SECURITIES						
1,020.00		1,020.00						
		610.601 PIMCO COMMODITY REALRTN STRATEGY					03/11/2010	08/30/2011
		PROPERTY TYPE: SECURITIES						
5,593.00		4,915.00					678.00	
		330.123 PIMCO INVT GRADE CORP BD-I					05/26/2011	08/30/2011
		PROPERTY TYPE: SECURITIES						
3,503.00		3,565.00					-62.00	
		1200.981 RIDGEWORTH FD-LARGECAP VAL EQTY					07/18/2011	08/30/2011
		PROPERTY TYPE: SECURITIES						
14,316.00		15,661.00					-1,345.00	
		1769.837 RIDGEWORTH FD-TOTAL RETURN BD #					03/23/2006	08/30/2011
		PROPERTY TYPE: SECURITIES						
19,274.00		17,539.00					1,735.00	
		481.687 RIDGEWORTH FD-LTD MTG SECS #RGCM					01/26/2011	08/30/2011
		PROPERTY TYPE: SECURITIES						
5,313.00		5,106.00					207.00	
		499. TEMPLETON GLOBAL BD-ADV					05/26/2011	08/30/2011
		PROPERTY TYPE: SECURITIES						
6,851.00		6,906.00					-55.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	

TOTAL GAIN(LOSS)		....					200,700.	
							==========	

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST	188,961.	190,394.
TOTAL	188,961.	190,394.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEES		2,500.			2,500.
	TOTALS	2,500.	NONE	NONE	2,500.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES		1,344.
8/31/10 BALANCE DUE 990PF	492.	
8/31/11 ESTIMATES 990PF	2,400.	
TOTALS	2,892.	1,344.

MARGARET M & R PARKS WILLIAMS CHARITABLE FDN 59-7162849

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENTS	C	5,293,957.	5,088,375.	5,234,301.
TOTALS		5,293,957.	5,088,375.	5,234,301.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
FL

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
==

OFFICER NAME:
SUNTRUST BANK
ADDRESS:
P.O. BOX 620005
ORLANDO, FL 32862-0005
TITLE:
TRUSTEE, AS REQ'D
COMPENSATION .... 45,543.

TOTAL COMPENSATION: 45,543.
==============

MARGARET M & R PARKS WILLIAMS CHARITABLE FDN 59-7162849
FORM 990PF, PART XV - LINES 2a - 2d

RECIPIENT NAME:
M. CIANCIOTTO C/O SUNTRUST BANK
ADDRESS:
PO BOX 62005
ORLANDO, FL 32862-005
FORM, INFORMATION AND MATERIALS:
SEE ATTACHED
SUBMISSION DEADLINES:
SEE ATTACHED
RESTRICTIONS OR LIMITATIONS ON AWARDS:
PREFERENCE GIVEN TO LAKE COUNTY ACCORDING TO DOCUMENT

MARGARET M & R PARKS WILLIAMS CHARITABLE FDN 59-7162849
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SEE ATTACHED STATEMENTS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 417,250.

TOTAL GRANTS PAID: 417,250.

SCHEDULE D
(Form 1041)
Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2010

Name of estate or trust: MARGARET M & R PARKS WILLIAMS CHARITABLE FDN

Employer identification number: 59-7162849

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-14,419.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-14,419.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			29,573.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	184,339.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	1,207.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	215,119.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-14,419.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			215,119.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			200,700.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary.*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:

a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *on page 7 of the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust: MARGARET M & R PARKS WILLIAMS CHARITABLE FDN

Employer identification number: 59-7162849

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example· 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 425.17 INVESCO SMALL CAP GROWTH-I	03/11/2010	09/03/2010	10,625.00	10,663.00	-38.00
1184.641 GOLDMAN SACHS TRGROWTH OPPORTUNITIES FD I	03/11/2010	09/03/2010	25,375.00	25,209.00	166.00
616.264 HARBOR FUND CAPITAL APPRECIATION FUND	05/28/2010	09/03/2010	19,400.00	19,394.00	6.00
1679.71 HARTFORD DIVIDEND & GROWTH-Y	04/06/2010	09/03/2010	28,975.00	30,873.00	-1,898.00
3. ISHARES TR BARCLAYS TIPS BD ETF	03/11/2010	09/03/2010	322.00	311.00	11.00
364.391 JANUS PERKINS SMALL CAP VALUE-I	03/11/2010	09/03/2010	7,900.00	8,115.00	-215.00
1197.051 THE JENSEN PORTFOLIO-I	04/06/2010	09/03/2010	28,825.00	30,668.00	-1,843.00
4167.601 JPMORGAN TR I US EQUITY-I	05/28/2010	09/03/2010	37,175.00	36,758.00	417.00
302.995 LEGG MASON BATTERYMRC EMRG MKTS-I	03/11/2010	09/03/2010	6,475.00	6,354.00	121.00
2333.453 MFS RESEARCH INTL-I	03/11/2010	09/03/2010	32,575.00	33,182.00	-607.00
839.575 PIMCO COMMODITY REALRTN STRATEGY-I	03/11/2010	09/03/2010	6,725.00	6,759.00	-34.00
175.993 ROWE T PRICE REAL ESTATE FD COM	03/11/2010	09/03/2010	2,925.00	2,610.00	315.00
146.999 INVESCO SMALL CAP GROWTH-I	03/11/2010	09/07/2010	3,625.00	3,687.00	-62.00
354.953 GOLDMAN SACHS TRGROWTH OPPORTUNITIES FD I	03/11/2010	09/07/2010	7,525.00	7,553.00	-28.00
361.842 HARBOR FUND CAPITAL APPRECIATION FUND	05/28/2010	09/07/2010	11,275.00	11,387.00	-112.00
414.462 HARTFORD DIVIDEND & GROWTH-Y	04/06/2010	09/07/2010	7,050.00	7,618.00	-568.00
12. ISHARES TR BARCLAYS TIPS BD ETF	03/11/2010	09/07/2010	1,292.00	1,246.00	46.00
132.319 JANUS PERKINS SMALL CAP VALUE-I	03/11/2010	09/07/2010	2,825.00	2,947.00	-122.00
416.493 THE JENSEN PORTFOLIO-I	04/06/2010	09/07/2010	9,975.00	10,671.00	-696.00
1660.045 JPMORGAN TR I US EQUITY-I	05/28/2010	09/07/2010	14,625.00	14,642.00	-17.00
142.045 LEGG MASON BATTERYMRC EMRG MKTS-I	03/11/2010	09/07/2010	3,000.00	2,979.00	21.00
456.349 MFS RESEARCH INTL-I	03/11/2010	09/07/2010	6,325.00	6,489.00	-164.00
322.981 PIMCO COMMODITY REALRTN STRATEGY-I	03/11/2010	09/07/2010	2,600.00	2,600.00	
88.739 ROWE T PRICE REAL ESTATE FD COM	03/11/2010	09/07/2010	1,450.00	1,316.00	134.00
1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b					

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2010

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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust
MARGARET M & R PARKS WILLIAMS CHARITABLE FDN

Employer identification number
59-7162849

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 3307. VANGUARD BD INDEX SHORT TERM BD ETF	03/11/2010	09/07/2010	269,089.00	264,947.00	4,142.00
86.982 INVESCO SMALL CAP GROWTH-I	03/11/2010	09/17/2010	2,225.00	2,182.00	43.00
164.459 GOLDMAN SACHS TRGROWTH OPPORTUNITIES FD I	03/11/2010	09/17/2010	3,600.00	3,500.00	100.00
269.017 HARBOR FUND CAPITAL APPRECIATION FUND	05/28/2010	09/17/2010	8,700.00	8,466.00	234.00
177.346 HARTFORD DIVIDEND & GROWTH-Y	04/06/2010	09/17/2010	3,100.00	3,260.00	-160.00
2. ISHARES TR BARCLAYS TIPS BD ETF	03/11/2010	09/17/2010	215.00	208.00	7.00
428.858 THE JENSEN PORTFOLIO-I	04/06/2010	09/17/2010	10,700.00	10,987.00	-287.00
918.592 JPMORGAN TR I US EQUITY-I	05/28/2010	09/17/2010	8,350.00	8,102.00	248.00
113.272 LEGG MASON BATTERYMRC EMRG MKTS-I	03/11/2010	09/17/2010	2,475.00	2,375.00	100.00
446.116 MFS RESEARCH INTL-I	03/11/2010	09/17/2010	6,375.00	6,344.00	31.00
329.572 INVESCO SMALL CAP GROWTH-I	03/11/2010	01/26/2011	10,075.00	8,266.00	1,809.00
993.512 GOLDMAN SACHS TRGROWTH OPPORTUNITIES FD I	12/08/2010	01/26/2011	24,500.00	21,431.00	3,069.00
63.333 HARBOR FUND CAPITAL APPRECIATION FUND	05/28/2010	01/26/2011	2,375.00	1,993.00	382.00
40. ISHARES TR BARCLAYS TIPS BD ETF	03/11/2010	01/26/2011	4,284.00	4,153.00	131.00
134.419 JANUS PERKINS SMALL CAP VALUE-I	12/20/2010	01/26/2011	3,300.00	3,182.00	118.00
246.914 JPMORGAN TR I US EQUITY-I	05/28/2010	01/26/2011	2,600.00	2,178.00	422.00
62105.627 PACIFIC INVESTMENT MANAGEMENT INSTI	09/07/2010	01/26/2011	673,225.00	690,047.00	-16,822.00
868.506 PIMCO COMMODITY REALRTN STRATEGY-I	03/11/2010	01/26/2011	8,025.00	6,991.00	1,034.00
1227.744 RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	12/13/2010	01/26/2011	15,114.00	14,266.00	848.00
16788.146 RIDGEWORTH FD-TOTAL RETURN BD #RGCP	12/13/2010	01/26/2011	174,597.00	184,365.00	-9,768.00
6377.571 RIDGEWORTH FD-SEIX HIGH YIELD #RGCL	09/07/2010	01/26/2011	63,776.00	60,624.00	3,152.00
3186.377 ROWE T PRICE REAL ESTATE FD COM	03/11/2010	01/26/2011	56,877.00	47,254.00	9,623.00
426.587 THE JENSEN PORTFOLIO-I	01/26/2011	07/18/2011	11,970.00	11,825.00	145.00
231.696 RIDGEWORTH FD-LTD MTG SECS #RGCM	01/26/2011	07/18/2011	2,500.00	2,456.00	44.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust
MARGARET M & R PARKS WILLIAMS CHARITABLE FDN

Employer identification number
59-7162849

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example· 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 667.85 FEDERATED STRATEGIC VALUE-I	07/18/2011	08/08/2011	2,825.00	3,099.00	-274.00
1197.319 PIMCO FDS LOW DURATION FD INSTL CL	07/18/2011	08/08/2011	12,500.00	12,525.00	-25.00
142.442 PIMCO COMMODITY REALRTN STRATEGY-I	07/18/2011	08/08/2011	1,225.00	1,305.00	-80.00
1731.844 PIMCO INVT GRADE CORP BD-I	05/26/2011	08/08/2011	18,600.00	18,704.00	-104.00
142.5 RIDGEWORTH FD-SEIX HIGH YIELD #RGCL	07/18/2011	08/08/2011	1,368.00	1,425.00	-57.00
519.03 RIDGEWORTH FD-SEIX FLT HGH INCM#RGCJ	01/26/2011	08/08/2011	4,500.00	4,697.00	-197.00
813.581 RIDGEWORTH FD-LTD MTG SECS #RGCM	01/26/2011	08/08/2011	8,925.00	8,624.00	301.00
932.233 TEMPLETON GLOBAL BD-ADV	05/26/2011	08/08/2011	12,725.00	12,902.00	-177.00
217.536 ADVISORS CAMBIAR SMALL CAP-I	03/28/2011	08/30/2011	3,578.00	4,140.00	-562.00
6467.059 FEDERATED STRATEGIC VALUE-I	07/18/2011	08/30/2011	29,684.00	30,007.00	-323.00
581.888 GOLDMAN SACHS TRGROWTH OPPORTUNITIES FD I	07/18/2011	08/30/2011	13,127.00	14,565.00	-1,438.00
649.473 HARBOR FUND CAPITAL APPRECIATION FUND	07/18/2011	08/30/2011	24,050.00	25,907.00	-1,857.00
715.61 HARTFORD DIVIDEND & GROWTH-Y	07/18/2011	08/30/2011	13,124.00	14,290.00	-1,166.00
87.753 LEGG MASON BATTERYMRC EMRG MKTS-I	01/26/2011	08/30/2011	1,877.00	2,127.00	-250.00
291.196 MFS RESEARCH INTL-I	01/26/2011	08/30/2011	4,321.00	4,712.00	-391.00
55. MANNING & NAPIER WORLD OPPTYS-A	07/18/2011	08/30/2011	434.00	483.00	-49.00
165.439 NEUBERGER BERMAN HIGH INCOME BD-I	08/08/2011	08/30/2011	1,467.00	1,484.00	-17.00
595.857 PIMCO FDS LOW DURATION FD INSTL CL	01/26/2011	08/30/2011	6,221.00	6,197.00	24.00
111.379 PIMCO COMMODITY REALRTN STRATEGY-I	07/18/2011	08/30/2011	1,020.00	1,020.00	
330.123 PIMCO INVT GRADE CORP BD-I	05/26/2011	08/30/2011	3,503.00	3,565.00	-62.00
1200.981 RIDGEWORTH FD-LARGECAP VAL EQTY#RGD4	07/18/2011	08/30/2011	14,316.00	15,661.00	-1,345.00
481.687 RIDGEWORTH FD-LTD MTG SECS #RGCM	01/26/2011	08/30/2011	5,313.00	5,106.00	207.00
499. TEMPLETON GLOBAL BD-ADV	05/26/2011	08/30/2011	6,851.00	6,906.00	-55.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b	-14,419.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	**Employer identification number**
MARGARET M & R PARKS WILLIAMS CHARITABLE FDN	59-7162849

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	1495.746 RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	12/11/2006	09/03/2010	15,825.00	17,396.00	-1,571.00
	2397.414 RIDGEWORTH FD-LARGECAP VAL EQTY#RGD4	09/09/2004	09/03/2010	26,875.00	28,218.00	-1,343.00
	671.965 RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	09/09/2004	09/07/2010	6,975.00	7,418.00	-443.00
	665.761 RIDGEWORTH FD-LARGECAP VAL EQTY#RGD4	09/09/2004	09/07/2010	7,350.00	7,836.00	-486.00
	142.523 RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	09/09/2004	09/17/2010	1,525.00	1,573.00	-48.00
	278.998 RIDGEWORTH FD-LARGECAP VAL EQTY#RGD4	09/09/2004	09/17/2010	3,175.00	3,284.00	-109.00
	264.523 RIDGEWORTH FD-SEIX HIGH YIELD #RGCL	03/23/2006	09/17/2010	2,550.00	2,836.00	-286.00
	1936.351 RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	09/09/2004	01/26/2011	23,836.00	21,377.00	2,459.00
	950.114 RIDGEWORTH FD-LARGECAP VAL EQTY#RGD4	09/09/2004	01/26/2011	12,475.00	11,183.00	1,292.00
	7267.142 RIDGEWORTH FD-TOTAL RETURN BD #RGCP	03/23/2006	01/26/2011	75,578.00	72,017.00	3,561.00
	7187.429 RIDGEWORTH FD-SEIX HIGH YIELD #RGCL	03/23/2006	01/26/2011	71,874.00	77,049.00	-5,175.00
	4625.061 JANUS PERKINS SMALL CAP VALUE-I	03/11/2010	03/28/2011	115,719.00	103,000.00	12,719.00
	945. ISHARES TR BARCLAYS TIPS BD ETF	03/11/2010	05/26/2011	104,722.00	98,116.00	6,606.00
	4669.212 INVESCO SMALL CAP GROWTH-I	06/24/2010	07/18/2011	154,177.00	117,103.00	37,074.00
	1218.103 THE JENSEN PORTFOLIO-I	04/06/2010	07/18/2011	34,180.00	31,208.00	2,972.00
	56422.263 JPMORGAN TR I US EQUITY-I	06/24/2010	07/18/2011	594,126.00	496,812.00	97,314.00
	3459.619 PACIFIC INVESTMENT MANAGEMENT INSTI	03/11/2010	07/18/2011	38,125.00	38,090.00	35.00
	17434.941 RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	03/11/2010	07/18/2011	209,568.00	192,112.00	17,456.00
	5075.4 RIDGEWORTH FD-TOTAL RETURN BD #RGCP	03/23/2006	07/18/2011	53,850.00	50,297.00	3,553.00
	821.234 PACIFIC INVESTMENT MANAGEMENT INSTITUTIONAL TR	03/11/2010	08/08/2011	9,050.00	9,042.00	8.00
	3605.99 RIDGEWORTH FD-TOTAL RETURN BD #RGCP	03/23/2006	08/08/2011	39,125.00	35,735.00	3,390.00
	8470.053 RIDGEWORTH FD-SEIX HIGH YIELD #RGCL	03/11/2010	08/08/2011	81,313.00	78,451.00	2,862.00
	689.658 THE JENSEN PORTFOLIO-I	04/06/2010	08/30/2011	17,759.00	17,669.00	90.00
	314.851 PACIFIC INVESTMENT MANAGEMENT INSTITUTIONAL TR	03/11/2010	08/30/2011	3,463.00	3,467.00	-4.00
	610.601 PIMCO COMMODITY REALRTN STRATEGY-I	03/11/2010	08/30/2011	5,593.00	4,915.00	678.00
6b	**Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b					

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
MARGARET M & R PARKS WILLIAMS CHARITABLE FDN

Employer identification number
59-7162849

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr.)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1769.837 RIDGEWORTH FD-TOTAL RETURN BD #RGCP	03/23/2006	08/30/2011	19,274.00	17,539.00	1,735.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 184,339.00

Schedule D-1 (Form 1041) 2010

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

GOLDMAN SACHS TRGROWTH OPPORTUNITIES FD INSTL	2,546.00	
JANUS PERKINS SMALL CAP VALUE-I	2,825.00	
PACIFIC INVESTMENT MANAGEMENT INSTITUTIONAL T	13,082.00	
RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	1,749.00	
RIDGEWORTH FD-TOTAL RETURN BD #RGCP	9,371.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		29,573.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		29,573.00

990PF, PART VII-B LINE 2B – SECTION 4942a2 EXPLANATION STATEMENT

This question does not apply. The foundation does not have any undistributed income from prior years.

Margaret McCartney & R. Parks Williams Foundation
SunTrust Bank E&F, M/C-2082
Attn: Melanie Cianciotto
Post Office Box 620005
Orlando, Florida 32862-0005

GRANT APPLICATION GUIDELINES

These guidelines are provided primarily to assist those charitable organizations that are considering making application for funds to the Williams Foundation. There are many worthy charitable causes, however, those that fall within the following guidelines are the causes which Margaret and Parks Williams desired most to support. The Trustees charged with responsibility for selecting recipients of Williams Foundation gifts adhere to these guidelines.

The Trustees shall consider all qualified applications received from organizations that are exempt from taxation under the Internal Revenue Code Sections 501(c)(3) and 509.

The Williams Foundation generally restricts its funding policy to local (Lake County and Central Florida) organizations.

Qualified organizations are those which are organized and operated exclusively for charitable, scientific, literary and educational purposes. *No part of any gift shall be used for propagandering or otherwise attempting to influence legislation or for political campaigning.*

Organizations, to include governmental bodies, considered for Williams Foundation gifts are those which carry on the following described types of charitable work:

A. Vocational rehabilitation for the blind and other handicapped persons.

B. Educational purposes, provided, however, that such distributions shall not be made for the capital improvements of educational facilities but rather shall be used by the educational institutions to establish scholarships for needy students.

C. Supplementing the needs for health and comfort of sick and elderly people being cared for by governmental or qualified private charitable organizations, such as county nursing homes.

D. Care and education of needy children through qualified children's homes.

E. Prevention of cruelty to children.

F Surgical and other treatment of cancer and/or heart disease to indigent or needy people in the Lake County community.

Preference shall be given based on the following described additional considerations:

A Need.

B. The breadth of support for the organization, as reflected by the number of other contributors and the amounts given by them.

C Foundation gifts may be made only for use within the United States or its possessions.

D. Organizations to whom Foundation gifts are made must be exempt from taxation under the Internal Revenue Code of the United States of America

Though the guidelines set forth hereinabove shall be adhered to by the trustees of the Williams Foundation in virtually every choice of recipients of funds, the trustees reserve the right to select deserving donees that fall outside the strict definition of the guidelines, but that demonstrate an unusual harmony with the concerns of Mr. and Mrs. Williams.

July 1st is the deadline for filing gift requests that are to be considered at the annual trustee meeting to take place during the month of August each year.

APPLICATION REQUIREMENTS

Institutions/organizations wishing to apply for funds should supply the Foundation with a fully developed proposal

The proposal should include the following and be forwarded to the address above:

- Completed Grant Proposal Synopsis Sheet
- Principal objective and brief history of the organization/institution
- List of the current Board of Directors
- Proof of tax-exempt status
- Detailed outline of project, including its expected outcome
- Financial information for prior 3 years (financial statements; audited or unaudited)
- Proposed budget for current year
- Source(s) of other funding (if applicable)

FOLLOW-UP PROCESS

Proposals will be reviewed upon receipt. Additional information may be requested. Once all required information is received, the proposal will be presented at the next regularly scheduled meeting of the Grant Committee.

Once a decision is made by the Committee, the Foundation will communicate the decision to the applicant in writing.

For further information, please call SunTrust Bank Endowment & Foundation Trust Services Group at 1(800) 432-4760, extension 4485.

The Margaret McCartney & R. Parks Williams Foundation
SunTrust Bank E&F, M/C-2082
Attn: Melanie Cianciotto
Post Office Box 620005
Orlando, Florida 32862-0005

GRANT PROPOSAL SYNOPSIS SHEET

TE

ME OF ORGANIZATION

ME, TITLE AND ADDRESS OF CONTACT.

(PERSON)

(TITLE)

'REET ADDRESS)

(CITY/STATE/ZIP)

(PHONE NUMBER)

IOUNT OF GRANT REQUEST. $

RPOSE OF GRANT REQUEST:

IOR GRANTS RECEIVED FROM THE MARGARET McCARTNEY AND R. PARKS WILLIAMS FOUNDATION

PURPOSE OF GRANT.

DATE AMOUNT. $

PURPOSE OF GRANT

DATE AMOUNT $

PART XV Grants and Contributions Paid During Year

```
311   CASH CONTRIBUTIONS
          SEE ATTACHED STATEMENTS - 1
          --------------------------
09/07/10  CASH DISBURSEMENT                                              -5000.00                      -5000 00   1009000009
          CHARITABLE CONTRIBUTIONS                                                                **CHANGED** 09/30/11 SDL
          SCHOLARSHIPS FOR CHILDREN
          FOR  1
          PAID TO
                   BOYS & GIRLS CLUBS OF LAKE &
                   SUMTER COUNTIES
          TR TRAN#=IN000561000002  TR CD=072    REG=0    PORT=PRIN

09/07/10  CASH DISBURSEMENT                                              -5000.00                      -5000 00   1009000008
          CHARITABLE CONTRIBUTIONS                                                                **CHANGED** 09/30/11 SDL
          ERASING THE GAP
          FOR  1
          PAID TO.
                   A GIFT FOR TEACHING
          TR TRAN#=IN000561000001  TR CD=072    REG=0    PORT=PRIN

09/07/10  CASH DISBURSEMENT                                             -10000.00                     -10000 00   1009000013
          CHARITABLE CONTRIBUTIONS                                                                **CHANGED** 09/30/11 SDL
          LET''S GO HOME' PROJECT
          FOR  1
          PAID TO
                   CHILDRENS HOME SOCIETY OF FLORIDA
          TR TRAN#=IN000561000006  TR CD=072    REG=0    PORT=PRIN

09/07/10  CASH DISBURSEMENT                                              -7500.00                      -7500.00   1009000016
          CHARITABLE CONTRIBUTIONS                                                                **CHANGED** 09/30/11 SDL
          FAMILY SUPPORT & VISITATION CENTER
          FOR. 1
          PAID TO
                   DEVEREUX FLORIDA
          TR TRAN#=IN000561000009  TR CD=072    REG=0    PORT=PRIN

09/07/10  CASH DISBURSEMENT                                              -5000 00                      -5000 00   1009000017
          CHARITABLE CONTRIBUTIONS                                                                **CHANGED** 09/30/11 SDL
          DAY BREAK ADULT RESPITE PROGRAM
          FOR  1
          PAID TO
                   EASTER SEALS FLORIDA  INC.
          TR TRAN#=IN000561000010  TR CD=072    REG=0    PORT=PRIN

09/07/10  CASH DISBURSEMENT                                              -2500 00                      -2500 00   1009000011
          CHARITABLE CONTRIBUTIONS                                                                **CHANGED** 09/30/11 SDL
          CHILDREN & ADULTS W/DISABILITIES W/ASSIST DOGS
          FOR: 1
          PAID TO
                   CANINE COMPANIONS  INDEPENDENCE
          TR TRAN#=IN000561000004  TR CD=072    REG=0    PORT=PRIN
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TAX                                                                                                  EDIT
CODE/DATE TRANSACTIONS                                           TAXABLE       INCOME      PRINCIPAL  NUMBER
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311   CASH CONTRIBUTIONS (CONTINUED)
          SEE ATTACHED STATEMENTS - 1 (CONTINUED)
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09/07/10  CASH DISBURSEMENT                                      -10000 00                 -10000 00  1009000010
          CHARITABLE CONTRIBUTIONS                                                     **CHANGED** 09/30/11 SDL
          THERAPEUTIC CAMP RETREAT PROGRAMS
          FOR  1
          PAID TO
                  CAMP BOGGY CREEK
          TR TRAN#=IN000561000003  TR CD=072    REG=0    PORT=PRIN

09/07/10  CASH DISBURSEMENT                                      -15000 00                 -15000 00  1009000012
          CHARITABLE CONTRIBUTIONS                                                     **CHANGED** 09/30/11 SDL
          PATHWAYS TO CARE
          FOR  1
          PAID TO·
                  CATHOLIC CHARITIES OF CENTRAL FL
          TR TRAN#=IN000561000005  TR CD=072    REG=0    PORT=PRIN

09/07/10  CASH DISBURSEMENT                                      -55000 00                 -55000 00  1009000014
          CHARITABLE CONTRIBUTIONS                                                     **CHANGED** 09/30/11 SDL
          SUPPORT FINE ARTS AND TRANSPORTATION
          FOR  1
          PAID TO
                  CHRISTIAN HOME AND BIBLE SCHOOL
          TR TRAN#=IN000561000007  TR CD=072    REG=0    PORT=PRIN

09/07/10  CASH DISBURSEMENT                                      -12500 00                 -12500 00  1009000015
          CHARITABLE CONTRIBUTIONS                                                     **CHANGED** 09/30/11 SDL
          Y E S   PROGRAM
          FOR  1
          PAID TO
                  COVENANT HOUSE FLORIDA
          TR TRAN#=IN000561000008  TR CD=072    REG=0    PORT=PRIN

09/07/10  CASH DISBURSEMENT                                       -7500 00                  -7500 00  1009000018
          CHARITABLE CONTRIBUTIONS                                                     **CHANGED** 09/30/11 SDL
          SUCCESS AWARDS SCHOLARSHIPS
          FOR  1
          PAID TO
                  ECKERD YOUTH ALTERNATIVES
          TR TRAN#=IN000561000011  TR CD=072    REG=0    PORT=PRIN

09/07/10  CASH DISBURSEMENT                                      -12500 00                 -12500 00  1009000019
          CHARITABLE CONTRIBUTIONS                                                     **CHANGED** 09/30/11 SDL
          EMERGENCY ASSESSMENT AND INTERVENTION SHELTERS
          FOR  1
          PAID TO
                  FATHER FLANAGAN''S HOME
          TR TRAN#=IN000561000012  TR CD=072    REG=0    PORT=PRIN

09/07/10  CASH DISBURSEMENT                                      -10000 00                 -10000 00  1009000020
          CHARITABLE CONTRIBUTIONS                                                     **CHANGED** 09/30/11 SDL
          CAREER DEVELOPMENT PROGRAM
          FOR  1
          PAID TO
                  FL UNITED METHODIST CHILDREN HOME
          TR TRAN#=IN000561000013  TR CD=072    REG=0    PORT=PRIN

09/07/10  CASH DISBURSEMENT                                      -10000 00                 -10000 00  1009000021
          CHARITABLE CONTRIBUTIONS                                                     **CHANGED** 09/30/11 SDL
          REACH-OUT
          FOR  1
          PAID TO
                  FLORIDA''S VISION QUEST  INC
          TR TRAN#=IN000561000014  TR CD=072    REG=0    PORT=PRIN

09/07/10  CASH DISBURSEMENT                                       -7500 00                  -7500.00  1009000022
          CHARITABLE CONTRIBUTIONS                                                     **CHANGED** 09/30/11 SDL
          CHILDREN''S DOMESTIC VIOLENCE SERVICES
          FOR  1
          PAID TO·
                  HARBOR HOUSE OF CENTRAL FLORIDA
          TR TRAN#=IN000561000015  TR CD=072    REG=0    PORT=PRIN

09/07/10  CASH DISBURSEMENT                                       -9000 00                  -9000 00  1009000023
          CHARITABLE CONTRIBUTIONS                                                     **CHANGED** 09/30/11 SDL
          NURSING STAFF SUPPORT
          FOR  1
          PAID TO
                  HOSPICE OF THE COMFORTER
          TR TRAN#=IN000561000016  TR CD=072    REG=0    PORT=PRIN

09/07/10  CASH DISBURSEMENT                                      -10000 00                 -10000 00  1009000025
          CHARITABLE CONTRIBUTIONS                                                     **CHANGED** 09/30/11 SDL
          QUESTWORKS SCHOLARSHIPS
          FOR  1
          PAID TO.
                  LIFE CONCEPTS INC DBA QUEST INC
          TR TRAN#=IN000561000018  TR CD=072    REG=0    PORT=PRIN
```

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TAX                                                                                              EDIT
CODE/DATE TRANSACTIONS                                    TAXABLE       INCOME      PRINCIPAL   NUMBER
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311   CASH CONTRIBUTIONS (CONTINUED)
          SEE ATTACHED STATEMENTS - 1 (CONTINUED)
          -------------------------------------

09/07/10  CASH DISBURSEMENT                                 -6000 00                    -6000 00   1009000026
          CHARITABLE CONTRIBUTIONS                                                 **CHANGED** 09/30/11 SDL
          EARLY INTERVENTION SERVICES PROGRAM
          FOR  1
          PAID TO.
                   LIGHTHOUSE CENTRAL FLORIDA
          TR TRAN#=IN000561000019  TR CD=072    REG=0    PORT=PRIN

09/07/10  CASH DISBURSEMENT                                -10000 00                   -10000 00   1009000027
          CHARITABLE CONTRIBUTIONS                                                 **CHANGED** 09/30/11 SDL
          HEALTHY FAMILIES ORANGE
          FOR  1
          PAID TO
                   ORLANDO HEALTH FOUNDATION
          TR TRAN#=IN000561000020  TR CD=072    REG=0    PORT=PRIN

09/07/10  CASH DISBURSEMENT                                 -7500 00                    -7500 00   1009000028
          CHARITABLE CONTRIBUTIONS                                                 **CHANGED** 09/30/11 SDL
           YOUTH LEARNING CENTER CASE MANAGER
          FOR  1
          PAID TO
                   ORLANDO UNION RESCUE MISSION
          TR TRAN#=IN000561000021  TR CD=072    REG=0    PORT=PRIN

09/07/10  CASH DISBURSEMENT                                 -7000 00                    -7000 00   1009000024
          CHARITABLE CONTRIBUTIONS                                                 **CHANGED** 09/30/11 SDL
          2+2 FLORIDA PREPAID COLLEGE TUITION SCHOLARSHIPS
          FOR  1
          PAID TO
                   LAKE/SUMTER TAKE STOCK IN CHILDREN
          TR TRAN#=IN000561000017  TR CD=072    REG=0    PORT=PRIN

09/07/10  CASH DISBURSEMENT                                 -5000 00                    -5000 00   1009000030
          CHARITABLE CONTRIBUTIONS                                                 **CHANGED** 09/30/11 SDL
          DENTAL-PERSONAL CARE ITEMS  DURABLE MED EQUIP
          FOR  1
          PAID TO
                   SENIORS FIRST
          TR TRAN#=IN000561000023  TR CD=072    REG=0    PORT=PRIN

09/07/10  CASH DISBURSEMENT                                 -5000 00                    -5000 00   1009000031
          CHARITABLE CONTRIBUTIONS                                                 **CHANGED** 09/30/11 SDL
          TAKE A LEAP AHEAD
          FOR  1
          PAID TO
                   UCP CHILD DEVELOPMENT CENTERS
          TR TRAN#=IN000561000024  TR CD=072    REG=0    PORT=PRIN

09/07/10  CASH DISBURSEMENT                                -15000 00                   -15000 00   1009000029
          CHARITABLE CONTRIBUTIONS                                                 **CHANGED** 09/30/11 SDL
          UNCOVERED MEDICAL EXPENSES
          FOR  1
          PAID TO
                   PINES OF SARASOTA FOUNDATION INC
          TR TRAN#=IN000561000022  TR CD=072    REG=0    PORT=PRIN

06/01/11  CASH DISBURSEMENT                                -15000 00                   -15000 00   1106000002
          CHARITABLE CONTRIBUTIONS                                                 **CHANGED** 09/30/11 SDL
          HEALTHY ATHLETES DIRECTOR
          FOR· 1
          PAID TO  M0060224
                   SPECIAL OLYMPICS FLORIDA
          TR TRAN#=ZY000020000729  TR CD=072    REG=0    PORT=PRIN

08/31/11  CASH DISBURSEMENT                                -10000 00                   -10000 00   1108000037
          CHARITABLE CONTRIBUTIONS                                                 **CHANGED** 09/30/11 SDL
          THE PREVENTION, CARE AND EDUCATION OF ABUSED &
          NEGLECTED CHILDREN FROM LAKE & ORANGE CNTY FL
          FOR· 1
          PAID TO:
                   BOYS TOWN CENTRAL FLORIDA, INC
          TR TRAN#=IN003318000004  TR CD=072    REG=0    PORT=PRIN

08/31/11  CASH DISBURSEMENT                                 -7500 00                    -7500 00   1108000038
          CHARITABLE CONTRIBUTIONS                                                 **CHANGED** 09/30/11 SDL
          THERAPEUTIC FAMILY RETREAT CAMP PROGRAMS
          FOR CHILDREN DIAGNOSED WITH CANCER
          FOR  1
          PAID TO
                   CAMP BOGGY CREEK
          TR TRAN#=IN003318000006  TR CD=072    REG=0    PORT=PRIN

08/31/11  CASH DISBURSEMENT                                 -3000 00                    -3000 00   1108000039
          CHARITABLE CONTRIBUTIONS                                                 **CHANGED** 09/30/11 SDL
          TEAM TRAINING WITH ASSISTANCE DOGS FOR
          TWO CENTRAL FLORIDIANS
          FOR  1
          PAID TO:
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TAX                                                                                                          EDIT
CODE/DATE TRANSACTIONS                                                   TAXABLE       INCOME      PRINCIPAL  NUMBER
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311    CASH CONTRIBUTIONS (CONTINUED)
          SEE ATTACHED STATEMENTS - 1 (CONTINUED)
          --------------------------------------

                   CANINE COMPANIONS FOR INDEPENDENCE
          TR TRAN#=IN003318000008  TR CD=072    REG=0    PORT=PRIN

08/31/11  CASH DISBURSEMENT                                              -5000 00                    -5000 00   1108000044
          CHARITABLE CONTRIBUTIONS                                                              **CHANGED** 09/30/11 SDL
          DAY BREAK ADULT HEALTHCARE CENTER
          FOR  1
          PAID TO
                   EASTER SEALS FLORIDA, INC
          TR TRAN#=IN003318000015  TR CD=072    REG=0    PORT=PRIN

08/31/11  CASH DISBURSEMENT                                              -5000 00                    -5000 00   1108000045
          CHARITABLE CONTRIBUTIONS                                                              **CHANGED** 09/30/11 SDL
          MEDICAL SERVICES SUPPORT
          FOR  1
          PAID TO
                   FLORIDA SHERIFFS YOUTH RANCHES, INC
          TR TRAN#=IN003318000016  TR CD=072    REG=0    PORT=PRIN

08/31/11  CASH DISBURSEMENT                                              -6250 00                    -6250 00   1108000046
          CHARITABLE CONTRIBUTIONS                                                              **CHANGED** 09/30/11 SDL
          FVQ BACK TO SCHOOL VISION SERVICES
          FOR  1
          PAID TO
                   FLORIDA'S VISION QUEST INC
          TR TRAN#=IN003318000017  TR CD=072    REG=0    PORT=PRIN

08/31/11  CASH DISBURSEMENT                                             -12500 00                   -12500 00   1108000026
          CHARITABLE CONTRIBUTIONS                                                              **CHANGED** 09/30/11 SDL
          SAVE KIDS PROGRAM
          FOR· 1
          PAID TO
                   HAVEN OF LAKE & SUMTER COUNTIES
          TR TRAN#=IN003308000001  TR CD=072    REG=0    PORT=PRIN

08/31/11  CASH DISBURSEMENT                                              -5000 00                    -5000 00   1108000027
          CHARITABLE CONTRIBUTIONS                                                              **CHANGED** 09/30/11 SDL
          KIDS IN MOTION PROGRAM
          FOR  1
          PAID TO·
                   JUSTICE & PEACE OFFICE, INC
          TR TRAN#=IN003308000002  TR CD=072    REG=0    PORT=PRIN

08/31/11  CASH DISBURSEMENT                                              -4000 00                    -4000 00   1108000028
          CHARITABLE CONTRIBUTIONS                                                              **CHANGED** 09/30/11 SDL
          2 YEAR FLORIDA COLLEGE PLAN TUITION SCHOLARSHIPS
          FOR  1
          PAID TO·
                   LAKE/SUMTER TAKE STOCK IN CHILDREN
          TR TRAN#=IN003308000003  TR CD=072    REG=0    PORT=PRIN

08/31/11  CASH DISBURSEMENT                                              -7500.00                    -7500 00   1108000030
          CHARITABLE CONTRIBUTIONS                                                              **CHANGED** 09/30/11 SDL
          HEALTH FAMILIES ORANGE
          FOR  1
          PAID TO
                   ORLANDO HEALTH FOUNDATION
          TR TRAN#=IN003308000005  TR CD=072    REG=0    PORT=PRIN

08/31/11  CASH DISBURSEMENT                                              -7500 00                    -7500 00   1108000031
          CHARITABLE CONTRIBUTIONS                                                              **CHANGED** 09/30/11 SDL
          ORLANDO UNION RESUCE MISSION FAMILY LIFE CENTER
          PROGRAM DIRECTOR
          FOR. 1
          PAID TO:
                   ORLANDO UNION RESCUE MISSION
          TR TRAN#=IN003308000006  TR CD=072    REG=0    PORT=PRIN

08/31/11  CASH DISBURSEMENT                                              -5000 00                    -5000 00   1108000032
          CHARITABLE CONTRIBUTIONS                                                              **CHANGED** 09/30/11 SDL
          DENTAL CARE FOR GUARDIANSHIP WARDS IN HEALTHCARE
          FACILITIES
          FOR  1
          PAID TO
                   SENIORS FIRST
          TR TRAN#=IN003308000008  TR CD=072    REG=0    PORT=PRIN

08/31/11  CASH DISBURSEMENT                                              -5000 00                    -5000 00   1108000033
          CHARITABLE CONTRIBUTIONS                                                              **CHANGED** 09/30/11 SDL
          TAKE A LEAP AHEAD PROGRAM
        ' FOR· 1
          PAID TO
                   UCP CHILD DEVELOPMENT CENTERS
          TR TRAN#=IN003308000010  TR CD=072    REG=0    PORT=PRIN

08/31/11  CASH DISBURSEMENT                                             -12500 00                   -12500 00   1108000029
          CHARITABLE CONTRIBUTIONS                                                              **CHANGED** 09/30/11 SDL
          EDUCATION FOSTERS EXCELLENCE
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TAX                                                                                              EDIT
CODE/DATE TRANSACTIONS                                       TAXABLE        INCOME    PRINCIPAL  NUMBER
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311    CASH CONTRIBUTIONS (CONTINUED)
          SEE ATTACHED STATEMENTS - 1 (CONTINUED)
          ---------------------------------------

          FOR: 1
          PAID TO.
                    LEGAL AID SOCIETY OF THE ORANGE
                    COUNTY BAR ASSOCIATIONS, INC
          TR TRAN#=IN003308000004  TR CD=072    REG=0    PORT=PRIN

08/31/11  CASH DISBURSEMENT                                   -7500 00                    -7500.00  1108000035
          CHARITABLE CONTRIBUTIONS                                                    **CHANGED** 09/30/11 SDL
          ERASING THE GAP
          FOR· 1
          PAID TO
                    A GIFT FOR TEACHING
          TR TRAN#=IN003318000001  TR CD=072    REG=0    PORT=PRIN

08/31/11  CASH DISBURSEMENT                                   -7500 00                    -7500 00  1108000036
          CHARITABLE CONTRIBUTIONS                                                    **CHANGED** 09/30/11 SDL
          SCHOLARSHIPS TO PARTICIPATE IN THE 2011-12
          SCHOOL YEAR PROGRAM
          FOR  1
          PAID TO
                    BOYS & GIRLS CLUBS LAKE & SUMTER
                    COUNTIES
          TR TRAN#=IN003318000002  TR CD=072    REG=0    PORT=PRIN

08/31/11  CASH DISBURSEMENT                                   -7000 00                    -7000 00  1108000034
          CHARITABLE CONTRIBUTIONS                                                    **CHANGED** 09/30/11 SDL
          UCF CENTER FOR AUSTISM AND RELATED DISORDERS(CARD)
          FOR  1
          PAID TO:
                    UNIVERSITY OF CENTRAL FLORIDA
                    FOUNDATION
          TR TRAN#=IN003308000011  TR CD=072    REG=0    PORT=PRIN

08/31/11  CASH DISBURSEMENT                                  -12500.00                   -12500 00  1108000040
          CHARITABLE CONTRIBUTIONS                                                    **CHANGED** 09/30/11 SDL
          JOB READINESS PROGRAMS
          FOR. 1
          PAID TO
                    CENTER FOR THE VISUALLY IMPAIRED,INC
          TR TRAN#=IN003318000010  TR CD=072    REG=0    PORT=PRIN

08/31/11  CASH DISBURSEMENT                                   -7500 00                    -7500.00  1108000041
          CHARITABLE CONTRIBUTIONS                                                    **CHANGED** 09/30/11 SDL
          THE PROTECT OUR CHILDREN PROJECT
          FOR  1
          PAID TO:
                    CHILDRENS HOME SOCIETY OF FLORIDA
          TR TRAN#=IN003318000011  TR CD=072    REG=0    PORT=PRIN

08/31/11  CASH DISBURSEMENT                                   -7500 00                    -7500 00  1108000042
          CHARITABLE CONTRIBUTIONS                                                    **CHANGED** 09/30/11 SDL
          THE YES (YOUTH ENRICHMENT SERVICES) PROGRAM
          FOR  1
          PAID TO.
                    COVENANT HOUSE FLORIDA
          TR TRAN#=IN003318000012  TR CD=072    REG=0    PORT=PRIN

08/31/11  CASH DISBURSEMENT                                   -7500.00                    -7500 00  1108000043
          CHARITABLE CONTRIBUTIONS                                                    **CHANGED** 09/30/11 SDL
          FAMILY SUPPORT AND VISITATION CENTER PROVIDING
          RESOURCES TO PRESERVE FAMILIES
          FOR· 1
          PAID TO:
                    DEVEREUX FLORIDA
          TR TRAN#=IN003318000013  TR CD=072    REG=0    PORT=PRIN
                                                          ------------  ------------ ------------
          TOTAL CODE 311 - CASH CONTRIBUTIONS              -417250 00          0 00   -417250 00
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SUNTRUST

WILLIAMS, M M & R P FDN TA
ACCOUNT NO. 5602264

PORTFOLIO SUMMARY

AS OF 08/31/11

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	158,743.00-	2.96-%	158,743.00-			
STIF & MONEY MARKET FUNDS	126,196.55	2.35 %	126,196.55	0.00	130	0.10 %
MUTUAL FUNDS	4,064,277.54	75.80 %	3,965,893.48	98,384.06	97,265	2.39 %
PROPRIETARY FUNDS	1,170,024.03	21.82 %	1,122,478.94	47,545.09	34,702	2.97 %
MISCELLANEOUS ASSETS	0.00	0.00 %	3.00	3.00-	0	0.00 %
PRINCIPAL PORTFOLIO TOTAL	5,201,755.12	97.01 %	5,055,828.97	145,926.15	132,097	2.46 %
INCOME PORTFOLIO						
INCOME CASH	160,071.69	2.99 %	160,071.69			

[redacted]

SUNTRUST

WILLIAMS, M M & R P FDN TA
ACCOUNT NO. 5602264

PORTFOLIO DETAIL
AS OF 08/31/11

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	158,743.00- 2.96-%	158,743.00-			
STIF & MONEY MARKET FUNDS						
126,196.55	FEDERATED MONEY MKT OBLIGS TR PRIME OBLIGS INSTL FFS #10 CUSIP: 609010DF7	126,196.55 1.000 2.35 %	126,196.55 1.00	0.00	130	0.10 % 0.00 %
MUTUAL FUNDS						
6,474.562	ADVISORS INNER CIRCLE FD CAMBIAR SMALL CAP FD INSTL CL CUSIP: 0075W0593	106,700.78 16.480 1.99 %	120,735.29 18.65	14,034.51-	0	0.00 % 0.00 %
91,954.532	FEDERATED EQUITY FDS STRATEGIC VALUE FD CL INSTL CUSIP: 314172560	424,829.94 4.620 7.92 %	426,669.03 4.64	1,839.09-	15,724	3.70 % 0.00 %
11,785.806	GOLDMAN SACHS TR GROWTH OPPORTUNITIES FD INSTL CL CUSIP: 38142Y401	267,655.65 22.710 4.99 %	250,579.06 21.26	17,076.59	0	0.00 % 0.00 %
15,798.169	HARBOR FD CAP APPRECIATION FD INSTL CL CUSIP: 411511504	589,271.70 37.300 10.99 %	527,617.76 33.40	61,653.94	1,216	0.21 % 0.00 %
17,310.428	HARTFORD MUT FDS DIVIDEND & GROWTH INSTL FD CL Y CUSIP: 416645828	319,377.40 18.450 5.96 %	316,509.23 18.28	2,868.17	5,695	1.78 % 0.00 %

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
12,396.148	LEGG MASON GLOBAL TR BATTERYMARCH EMERGING MKTS TR INSTL CUSIP: 52465U607	270,979.80 21.860 5.05 %	275,190.08 22.20	4,210.28-	2,120	0.78 % 0.00 %
26,809.315	MANNING & NAPIER FDS WORLD OPPTYS SER CL A CUSIP: 563821545	215,546.89 8.040 4.02 %	234,816.55 8.76	19,269.66-	2,091	0.97 % 0.00 %
21,366.61	MFS FDS RESEARCH INTL FD INSTL CL CUSIP: 552983470	323,704.14 15.150 6.04 %	310,629.99 14.54	13,074.15	4,957	1.53 % 0.00 %
8,973.357	NEUBERGER BERMAN INCOME FDS HIGH INCOME BD FD CL INSTL CUSIP: 64128K868	80,401.28 8.960 1.50 %	80,491.01 8.97	89.73-	6,147	7.65 % 0.00 %
11,750.931	PIMCO FDS COMMODITY REALRETURN STRATEGY INSTL CUSIP: 722005667	108,461.09 9.230 2.02 %	94,084.61 8.01	14,376.48	13,608	12.55 % 0.00 %
30,076.49	PIMCO FDS PAC INVT MGMT SER INVT GRADE CORP BD FD INSTL CL CUSIP: 722005816	320,013.85 10.640 5.97 %	317,055.76 10.54	2,958.09	17,354	5.42 % 0.00 %
22,839.255	PIMCO FDS LOW DURATION FD INSTL CL CUSIP: 693390304	238,670.21 10.450 4.45 %	237,528.26 10.40	1,141.95	5,573	2.34 % 0.00 %
14,475.865	PIMCO FDS TOTAL RETURN FD INSTL CL CUSIP: 693390700	159,379.27 11.010 2.97 %	158,568.59 10.95	810.68	5,356	3.36 % 0.00 %
19,258.024	TEMPLETON INCOME TR GLOBAL BD FD ADVISOR CL CUSIP: 880208400	265,760.73 13.800 4.96 %	260,716.73 13.54	5,044.00	12,210	4.59 % 0.00 %

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
14,405.122	JENSEN PORTFOLIO INC CL I CUSIP: 476313309	373,524.81 25.930 6.97 %	354,701.53 24.62	18,823.28	5,215	1.40 % 0.00 %
TOTAL MUTUAL FUNDS		4,064,277.54	3,965,893.48	98,384.06	97,265	2.39 %
PROPRIETARY FUNDS						
31,109.526	RIDGEWORTH FD-LARGECAP VALUE EQUITY I SHS #RGD4 CUSIP: 76628R672	373,314.31 12.000 6.96 %	371,018.31 11.93	2,296.00	5,631	1.51 % 0.00 %
12,020.206	RIDGEWORTH FD-LTD TERM FED MTG SECS I SHS #RGCM CUSIP: 76628T777	132,703.07 11.040 2.47 %	127,414.18 10.60	5,288.89	3,474	2.62 % 0.00 %
15,569.786	RIDGEWORTH FD-SEIX FLTG RT HIGH INCM I SHS #RGCJ CUSIP: 76628T678	132,654.58 8.520 2.47 %	140,877.78 9.05	8,223.20-	8,081	6.09 % 0.00 %
48,792.66	RIDGEWORTH FD-TOTAL RETURN BD I SHS #RGCP CUSIP: 76628T512	531,352.07 10.890 9.91 %	483,168.67 9.90	48,183.40	17,517	3.30 % 0.00 %
TOTAL PROPRIETARY FUNDS		1,170,024.03	1,122,478.94	47,545.09	34,702	2.97 %

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 BRISTOL MYERS 2ND ON RCPT OF FINAL PMT CUSIP: 997000KD5	0.00 0.000 0.00 %	1.00 1.00	1.00-	0	0.00 % 0.00 %
1	CLASS ACTION PENDING COCA COLA CO (THE) ON RCPT OF FINAL PMT CUSIP: 997000ZY3	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING ENRON CORP ON RCPT OF FINAL PMT CUSIP: 997000WS9	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 %	1.00 1.00	1.00-	0	0.00 % 0.00 %
1	CLASS ACTION PENDING TENET HEALTHCARE ON RCPT OF FINAL PMT CUSIP: 997000KE3	0.00 0.000 0.00 %	1.00 1.00	1.00-	0	0.00 % 0.00 %
TOTAL MISCELLANEOUS ASSETS		0.00	3.00	3.00-	0	0.00 %
PRINCIPAL PORTFOLIO TOTAL		5,201,755.12	5,055,828.97	145,926.15	132,097	2.46 %

PORTFOLIO DETAIL

WILLIAMS, M M & R P FDN TA
ACCOUNT NO. 5602264

AS OF 08/31/11

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
INCOME PORTFOLIO						
	INCOME CASH	160,071.69 2.99 %	160,071.69			