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

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation: THE TOLLESON FAMILY FOUNDATION 49-7928838

A Employer identification number: 20-1295875

Number and street (or P O box number if mail is not delivered to street address): 1890 CASTLEWAY LANE, N.E.

Room/suite:

B Telephone number (see instructions): (   )   -

City or town, state, and ZIP code: ATLANTA, GA 30345

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 ▶ ☐

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

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)* ▶ $ 2,255,889.

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 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	85,887.	82,978.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	55,586.			
	b	Gross sales price for all assets on line 6a 654,774.				
	7	Capital gain net income (from Part IV, line 2)		55,587.		
	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	141,473.	138,565.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 2	2,500.	NONE	NONE	2,500.
	c	Other professional fees (attach schedule) STMT 3	13,240.	13,240.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 4	4,769.	529.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 5	127.	2.		125.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	20,636.	13,771.	NONE	2,625.
	25	Contributions, gifts, grants paid	107,210.			107,210.
	26	**Total expenses and disbursements** Add lines 24 and 25	127,846.	13,771.	NONE	109,835.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	13,627.			
	b	**Net investment income** (if negative, enter -0-)		124,794.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	48,635.	26,598.	26,598.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 6	2,141,885.	2,177,549.	2,229,291.
	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)	2,190,520.	2,204,147.	2,255,889.
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	2,190,520.	2,204,147.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	2,190,520.	2,204,147.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,190,520.	2,204,147.	

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	2,190,520.
2	Enter amount from Part I, line 27a	2	13,627.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,204,147.
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	2,204,147.

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	PUBLICLY TRADED SECURITIES			
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	626,825.		599,187.	27,638.
b				
c				
d				
e				

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

	(i) F M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				27,638.
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	55,587.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	109,813.	2,317,284.	0.04738866708
2009	120,181.	2,230,457.	0.05388178297
2008	136,010.	2,493,114.	0.05455426427
2007	143,312.	2,856,203.	0.05017570530
2006	127,584.	2,753,618.	0.04633322414

2 **Total** of line 1, column (d)	2	0.25233364376
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	0.05046672875
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,346,362.
5 Multiply line 4 by line 3	5	118,413.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,248.
7 Add lines 5 and 6	7	119,661.
8 Enter qualifying distributions from Part XII, line 4	8	109,835.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: ________________ **(attach copy of letter if necessary - see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	2,496.
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	2,496.
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	2,496.
6	Credits/Payments:				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,156.		
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	2,156.
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** paid by EFTPS ▶			9	340.
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 2012 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶$ ____________ (2) On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the 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 instructions) ▶ GA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (888)942-3272

Located at ▶ PO BOX 1908, ORLANDO, FL ZIP + 4 ▶ 32802-1908

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	
	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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☒ Yes ☐ No If "Yes," list the years ▶ 2010 , , ,			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ , , ,			
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 2011 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 2011)*	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 2011?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . ☐ Yes ☒ No

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

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 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 7		-0-	-0-	-0-

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

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

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

JSA

1E1465 1 000

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

1		Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
	a	Average monthly fair market value of securities	1a	2,325,035.
	b	Average of monthly cash balances	1b	57,058.
	c	Fair market value of all other assets (see instructions)	1c	NONE
	d	**Total** (add lines 1a, b, and c)	1d	2,382,093.
	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	2,382,093.
4		Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	35,731.
5		**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,346,362.
6		**Minimum investment return.** Enter 5% of line 5	6	117,318.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6		1	117,318.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 2,496.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	2,496.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	114,822.
4	Recoveries of amounts treated as qualifying distributions		4	NONE
5	Add lines 3 and 4		5	114,822.
6	Deduction from distributable amount (see instructions)		6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	114,822.

Part XII Qualifying Distributions (see instructions)

1		Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
	a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	109,835.
	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	109,835.
5		Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6		**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	109,835.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

			(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7					114,822.
2	Undistributed income, if any, as of the end of 2011:					
a	Enter amount for 2010 only				111,210.	
b	Total for prior years: 20____,20____,20____			NONE		
3	Excess distributions carryover, if any, to 2011:					
a	From 2006	NONE				
b	From 2007	NONE				
c	From 2008	NONE				
d	From 2009	NONE				
e	From 2010	NONE				
f	**Total** of lines 3a through e		NONE			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 109,835.					
a	Applied to 2010, but not more than line 2a				109,835.	
b	Applied to undistributed income of prior years (Election required - see instructions)					
c	Treated as distributions out of corpus (Election required - see instructions)		NONE			
d	Applied to 2011 distributable amount					NONE
e	Remaining amount distributed out of corpus		NONE			
5	Excess distributions carryover applied to 2011 *(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		NONE			
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 instructions			NONE		
e	Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount - see instructions				1,375.	
f	Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					114,822.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		NONE			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		NONE			
10	Analysis of line 9:					
a	Excess from 2007	NONE				
b	Excess from 2008	NONE				
c	Excess from 2009	NONE				
d	Excess from 2010	NONE				
e	Excess from 2011	NONE				

Part XIV Private Operating Foundations (see 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 2011, 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			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 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 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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 13				
Total . . . . ▶ **3a**				107,210.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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 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	85,887.	
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	55,586.	
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)				141,473.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . . 13 141,473.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

(a) Line no	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship
N/A		

Sign Here

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

▶ Anne C. Talleson | 4/16/2012 | ▶ Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name JEFFREY E. KUHLIN	Preparer's signature Jeffrey E Kuhlin	Date 04/12/2012	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					27,949.	
		84.818 ABERDEEN EQUITY LONG SHORT-I					12/29/2010	04/01/2011
		PROPERTY TYPE: SECURITIES						
1,000.00		987.00					13.00	
		486.561 ABERDEEN EQUITY LONG SHORT-I					02/18/2010	07/21/2011
		PROPERTY TYPE: SECURITIES						
5,702.00		5,381.00					321.00	
		434.941 ABERDEEN EQUITY LONG SHORT-I					12/29/2010	07/21/2011
		PROPERTY TYPE: SECURITIES						
5,098.00		5,063.00					35.00	
		10. AMAZON COM INC COM					02/09/2010	10/19/2011
		PROPERTY TYPE: SECURITIES						
2,364.00		1,185.00					1,179.00	
		160. BANK OF NEW YORK MELLON CORP COM					10/09/2009	08/18/2011
		PROPERTY TYPE: SECURITIES						
3,169.00		4,479.00					-1,310.00	
		130. CARNIVAL CORP PANAMA COM					05/07/2010	08/18/2011
		PROPERTY TYPE: SECURITIES						
3,879.00		4,808.00					-929.00	
		40. CHEVRONTEXACO CORP COM					07/09/2009	01/21/2011
		PROPERTY TYPE: SECURITIES						
3,739.00		2,537.00					1,202.00	
		374. CISCO SYSTEMS COM STK					07/09/2009	03/18/2011
		PROPERTY TYPE: SECURITIES						
6,428.00		6,859.00					-431.00	
		55. EXPRESS SCRIPTS INC CL-A					07/09/2009	10/19/2011
		PROPERTY TYPE: SECURITIES						
2,217.00		1,832.00					385.00	
		35. EXXON MOBIL CORP					07/09/2009	04/01/2011
		PROPERTY TYPE: SECURITIES						
2,960.00		2,322.00					638.00	

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)	
		87. EXXON MOBIL CORP					07/09/2009	05/17/2011
		PROPERTY TYPE: SECURITIES						
6,972.00		5,772.00					1,200.00	
		8. FLUOR CORP NEW COM					11/20/2009	01/21/2011
		PROPERTY TYPE: SECURITIES						
568.00		353.00					215.00	
		22. FLUOR CORP NEW COM					05/07/2010	01/21/2011
		PROPERTY TYPE: SECURITIES						
1,563.00		1,034.00					529.00	
		36.969 FORUM ABSOLUTE STRATEGIES-I					07/01/2010	04/01/2011
		PROPERTY TYPE: SECURITIES						
400.00		388.00					12.00	
		20. FREEPORT-MCMORAN COPPER & GOLD I C					07/09/2009	01/21/2011
		PROPERTY TYPE: SECURITIES						
2,178.00		945.00					1,233.00	
		179. HEWLETT PACKARD COM					07/09/2009	06/14/2011
		PROPERTY TYPE: SECURITIES						
6,215.00		6,691.00					-476.00	
		30. HEWLETT PACKARD COM					01/21/2011	06/14/2011
		PROPERTY TYPE: SECURITIES						
1,042.00		1,418.00					-376.00	
		316. INTEL CORP COM					07/09/2009	04/15/2011
		PROPERTY TYPE: SECURITIES						
6,192.00		5,103.00					1,089.00	
		230. ISHARES TR S&P MIDCAP 400 INDEX FD					04/01/2011	07/21/2011
		PROPERTY TYPE: SECURITIES						
22,751.00		22,910.00					-159.00	
		85.904 JANUS PERKINS SMALL CAP VALUE-I					02/18/2010	04/01/2011
		PROPERTY TYPE: SECURITIES						
2,200.00		1,827.00					373.00	
		70. JOHNSON & JOHNSON COM					07/09/2009	01/21/2011
		PROPERTY TYPE: SECURITIES						
4,392.00		3,971.00					421.00	

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)	
		71. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES					07/09/2009	05/13/2011
4,709.00		4,028.00					681.00	
		45. KOHL'S CORP COM STK PROPERTY TYPE: SECURITIES					01/21/2011	09/09/2011
1,911.00		2,313.00					-402.00	
		81. KOHL'S CORP COM STK PROPERTY TYPE: SECURITIES					07/09/2009	09/09/2011
3,440.00		3,488.00					-48.00	
		877.39 NEUBERGER BERMAN HIGH INCOME BD-I PROPERTY TYPE: SECURITIES					12/21/2011	12/28/2011
7,800.00		7,671.00					129.00	
		122. NUCOR CORP COM PROPERTY TYPE: SECURITIES					11/20/2009	07/22/2011
5,034.00		5,249.00					-215.00	
		103. OMNICOM GROUP COM PROPERTY TYPE: SECURITIES					12/24/2009	01/21/2011
4,689.00		4,052.00					637.00	
		230.833 OPPENHEIMER DEVELOPING MKTS INST PROPERTY TYPE: SECURITIES					12/29/2010	04/01/2011
8,400.00		8,227.00					173.00	
		477.118 PIMCO LOW DURATION-I PROPERTY TYPE: SECURITIES					04/01/2011	12/28/2011
4,900.00		4,986.00					-86.00	
		62. PARKER HANNIFIN CORP COM PROPERTY TYPE: SECURITIES					10/28/2009	10/19/2011
4,799.00		3,325.00					1,474.00	
		154.48 PIMCO COMMODITY REALRTN STRATEGY- PROPERTY TYPE: SECURITIES					07/01/2010	04/01/2011
1,500.00		1,128.00					372.00	
		436.176 PIMCO INVT GRADE CORP BD-I PROPERTY TYPE: SECURITIES					12/08/2010	12/28/2011
4,501.00		4,549.00					-48.00	

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)	
		9.56 PIMCO INVT GRADE CORP BD-I					09/28/2011	12/28/2011
		PROPERTY TYPE: SECURITIES						
99.00		100.00					-1.00	
		1272.443 RIDGEWORTH FD-MIDCAP VAL EQTY #					07/09/2009	04/01/2011
		PROPERTY TYPE: SECURITIES						
16,300.00		9,365.00					6,935.00	
		1567.433 RIDGEWORTH FD-MIDCAP VAL EQTY #					07/09/2009	07/21/2011
		PROPERTY TYPE: SECURITIES						
19,483.00		11,484.00					7,999.00	
		4522.613 RIDGEWORTH FD-SHORT TERM BD #RG					05/05/2009	04/01/2011
		PROPERTY TYPE: SECURITIES						
45,000.00		43,055.00					1,945.00	
		312.5 RIDGEWORTH FD-SHORT TERM BD #RGCX					05/05/2009	09/28/2011
		PROPERTY TYPE: SECURITIES						
3,100.00		2,975.00					125.00	
		413.723 RIDGEWORTH FD-SHORT TERM BD #RGC					05/05/2009	12/28/2011
		PROPERTY TYPE: SECURITIES						
4,100.00		3,939.00					161.00	
		10642.209 RIDGEWORTH FD-SEIX FLT HGH INC					03/31/2010	09/28/2011
		PROPERTY TYPE: SECURITIES						
90,672.00		93,651.00					-2,979.00	
		5543.237 RIDGEWORTH FD-SEIX FLT HGH INCM					04/01/2011	09/28/2011
		PROPERTY TYPE: SECURITIES						
47,228.00		50,000.00					-2,772.00	
		347.222 RIDGEWORTH FD-SEIX FLT HGH INCM#					03/31/2010	12/28/2011
		PROPERTY TYPE: SECURITIES						
3,000.00		3,056.00					-56.00	
		18375.241 RIDGEWORTH FD-INTERMEDIATE BD					05/01/2009	04/01/2011
		PROPERTY TYPE: SECURITIES						
190,000.00		188,897.00					1,103.00	
		2386.257 RIDGEWORTH FD-INTERMEDIATE BD #					05/05/2009	09/28/2011
		PROPERTY TYPE: SECURITIES						
25,700.00		24,531.00					1,169.00	

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)	
		1494.254 RIDGEWORTH FD-INTERMEDIATE BD #					12/15/2011	12/28/2011
		PROPERTY TYPE: SECURITIES						
15,600.00		15,615.00					-15.00	
		367.816 SENTINEL SMALL CO-I					02/18/2010	04/01/2011
		PROPERTY TYPE: SECURITIES						
3,200.00		2,325.00					875.00	
		89. TRAVELERS COS INC/THE COM					07/09/2009	01/21/2011
		PROPERTY TYPE: SECURITIES						
4,887.00		3,491.00					1,396.00	
		10. UNION PAC CORP COM					07/09/2009	01/21/2011
		PROPERTY TYPE: SECURITIES						
946.00		497.00					449.00	
		40. UNITED PARCEL SVC INC CL B					07/09/2009	03/04/2011
		PROPERTY TYPE: SECURITIES						
2,880.00		1,931.00					949.00	
		101. UNITED TECHNOLOGIES CORP COM					07/09/2009	08/30/2011
		PROPERTY TYPE: SECURITIES						
7,437.00		5,059.00					2,378.00	
		90. WALMART STORES INC COM					07/09/2009	08/12/2011
		PROPERTY TYPE: SECURITIES						
4,481.00		4,335.00					146.00	
TOTAL GAIN(LOSS)		....					55,587.	

JSA
1E1730 1 000

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST		85,887.	82,978.
	TOTAL	85,887.	82,978.

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEES	13,240.	13,240.
TOTALS	13,240.	13,240.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	17.	529.
12/31/2010 BALANCE DUE	1,596.	
FEDERAL ESTIMATES	2,156.	
2010 TAX YEAR ADD'L BAL DUE	315.	
2009 TAX YEAR ADD'L BAL DUE	685.	
TOTALS	4,769.	529.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADR FOREIGN FEES	2.	2.	
GA REGISTRATION FEE	125.		125.
TOTALS	127.	2.	125.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	C	2,177,549.	2,229,291.
TOTALS		2,177,549.	2,229,291.

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

OFFICER NAME:
ANNE E TOLLESON
ADDRESS:
1890 CASTLEWAY LANE
ATLANTA, GA 30345
TITLE:
BD OF TRUSTEES, AS REQ'D

OFFICER NAME:
G. PATRICK TOLLESON
ADDRESS:
1890 CASTLEWAY LANE
ATLANTA, GA 30345
TITLE:
BD OF TRUSTEES, AS REQ'D

OFFICER NAME:
M. KATHRYN TOLLESON
ADDRESS:
1890 CASTLEWAY LANE
ATLANTA, GA 30345
TITLE:
BD OF TRUSTEES, AS REQ'D

OFFICER NAME:
SARAH MEADOWS TOLLESON
ADDRESS:
1890 CASTLEWAY LANE
ATLANTA, GA 30345
TITLE:
BD OF TRUSTEES, AS REQ'D

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

OFFICER NAME:
LAURA E IMPERIAL
ADDRESS:
1890 CASTLEWAY LANE
ATLANTA, GA 30345
TITLE:
BD OF TRUSTEES, AS REQ'D

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
ATLANTA COMMUNITY FOOD BANK
ADDRESS:
732 JOSEPH E. LOWERY BLVD NW
ATLANTA, GA 30318-6628
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
ATLANTA UNION MISSION
ADDRESS:
PO BOX 1807
ATLANTA, GA 30301-9904
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
COMMUNITY FRIENDSHIP INC.
ADDRESS:
85 RENAISSANCE PARKWAY NE
ATLANTA, GA 30308
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 5,000.

THE TOLLESON FAMILY FOUNDATION 49-7928838 20-1295875
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
THE EPIPHANY CENTER
ADDRESS:
1791 WALKER ROAD SW
CONYERS, GA 30094
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
GOOD NEWS ANIMAL FDN
ADDRESS:
736 JOHNSON FERRY RD. STE A3
MARIETTA, GA 30068
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
INTL JUSTICE MISSION
ADDRESS:
PO BOX 58147
WASHINGTON, DC 20037
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 8,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
RIDGEVIEW INSTITUTE
FOUNDATION
ADDRESS:
3995 S COBB DR
SMYRNA, GA 30080
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
THE SALVATION ARMY
ADDRESS:
615 SLATERS LANE
ALEXANDRIA, VA 22313
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
CENTER FOR RURAL
PSYCHOLOGY
ADDRESS:
PO BOX 8071
ELBURN, IL 60119
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 8,000.

THE TOLLESON FAMILY FOUNDATION 49-7928838 20-1295875
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
===

RECIPIENT NAME:
4.0 SCHOOLS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
ACTION MINISTRIES GEORGIA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 10,500.

RECIPIENT NAME:
FOCUS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 1,710.

RECIPIENT NAME:
KIPP METRO ATLANTA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 11,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
REDEEMER PRESBYTERIAN CHURCH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 8,000.

RECIPIENT NAME:
RESOURCE SERVICE MINISTRIES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 8,000.

RECIPIENT NAME:
FRAGILE KIDS FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 5,000.

TOTAL GRANTS PAID: 107,210.

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

2011

Name of estate or trust	Employer identification number
THE TOLLESON FAMILY FOUNDATION 49-7928838	20-1295875

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	-2,548.
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 2010 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	-2,548.

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					27,949.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	30,186.
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	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 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	58,135.

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			-2,548.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			58,135.
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			55,587.

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** in 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 **Schedule D Tax Worksheet** in 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 **Schedule D Tax Worksheet** in 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 2011 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 2011 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 (Form 1041) 2011

JSA
1F1220 2 000

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

2011

Name of estate or trust
THE TOLLESON FAMILY FOUNDATION 49-7928838

Employer identification number
20-1295875

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 84.818 ABERDEEN EQUITY LON	12/29/2010	04/01/2011	1,000.00	987.00	13.00
434.941 ABERDEEN EQUITY LO	12/29/2010	07/21/2011	5,098.00	5,063.00	35.00
22. FLUOR CORP NEW COM	05/07/2010	01/21/2011	1,563.00	1,034.00	529.00
36.969 FORUM ABSOLUTE STRA	07/01/2010	04/01/2011	400.00	388.00	12.00
30. HEWLETT PACKARD COM	01/21/2011	06/14/2011	1,042.00	1,418.00	-376.00
230. ISHARES TR S&P MIDCAP FD	04/01/2011	07/21/2011	22,751.00	22,910.00	-159.00
45. KOHL'S CORP COM STK	01/21/2011	09/09/2011	1,911.00	2,313.00	-402.00
877.39 NEUBERGER BERMAN HI BD-I	12/21/2011	12/28/2011	7,800.00	7,671.00	129.00
230.833 OPPENHEIMER DEVELO INSTL-Y	12/29/2010	04/01/2011	8,400.00	8,227.00	173.00
477.118 PIMCO LOW DURATION	04/01/2011	12/28/2011	4,900.00	4,986.00	-86.00
154.48 PIMCO COMMODITY REA STRATEGY-I	07/01/2010	04/01/2011	1,500.00	1,128.00	372.00
9.56 PIMCO INVT GRADE CORP	09/28/2011	12/28/2011	99.00	100.00	-1.00
5543.237 RIDGEWORTH FD-SEI INCM#RGCJ	04/01/2011	09/28/2011	47,228.00	50,000.00	-2,772.00
1494.254 RIDGEWORTH FD-INT #RGCF	12/15/2011	12/28/2011	15,600.00	15,615.00	-15.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -2,548.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2011**

JSA
1F1221 2 000

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**
THE TOLLESON FAMILY FOUNDATION 49-7928838	20-1295875

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 486.561 ABERDEEN EQUITY LO	02/18/2010	07/21/2011	5,702.00	5,381.00	321.00
10. AMAZON COM INC COM	02/09/2010	10/19/2011	2,364.00	1,185.00	1,179.00
160. BANK OF NEW YORK MELL	10/09/2009	08/18/2011	3,169.00	4,479.00	-1,310.00
130. CARNIVAL CORP PANAMA	05/07/2010	08/18/2011	3,879.00	4,808.00	-929.00
40. CHEVRONTEXACO CORP COM	07/09/2009	01/21/2011	3,739.00	2,537.00	1,202.00
374. CISCO SYSTEMS COM STK	07/09/2009	03/18/2011	6,428.00	6,859.00	-431.00
55. EXPRESS SCRIPTS INC CL	07/09/2009	10/19/2011	2,217.00	1,832.00	385.00
35. EXXON MOBIL CORP	07/09/2009	04/01/2011	2,960.00	2,322.00	638.00
87. EXXON MOBIL CORP	07/09/2009	05/17/2011	6,972.00	5,772.00	1,200.00
8. FLUOR CORP NEW COM	11/20/2009	01/21/2011	568.00	353.00	215.00
20. FREEPORT-MCMORAN COPPE CL B COM	07/09/2009	01/21/2011	2,178.00	945.00	1,233.00
179. HEWLETT PACKARD COM	07/09/2009	06/14/2011	6,215.00	6,691.00	-476.00
316. INTEL CORP COM	07/09/2009	04/15/2011	6,192.00	5,103.00	1,089.00
85.904 JANUS PERKINS SMALL	02/18/2010	04/01/2011	2,200.00	1,827.00	373.00
70. JOHNSON & JOHNSON COM	07/09/2009	01/21/2011	4,392.00	3,971.00	421.00
71. JOHNSON & JOHNSON COM	07/09/2009	05/13/2011	4,709.00	4,028.00	681.00
81. KOHL'S CORP COM STK	07/09/2009	09/09/2011	3,440.00	3,488.00	-48.00
122. NUCOR CORP COM	11/20/2009	07/22/2011	5,034.00	5,249.00	-215.00
103. OMNICOM GROUP COM	12/24/2009	01/21/2011	4,689.00	4,052.00	637.00
62. PARKER HANNIFIN CORP C	10/28/2009	10/19/2011	4,799.00	3,325.00	1,474.00
436.176 PIMCO INVT GRADE C	12/08/2010	12/28/2011	4,501.00	4,549.00	-48.00
1272.443 RIDGEWORTH FD-MID #RGD5	07/09/2009	04/01/2011	16,300.00	9,365.00	6,935.00
1567.433 RIDGEWORTH FD-MID #RGD5	07/09/2009	07/21/2011	19,483.00	11,484.00	7,999.00
4522.613 RIDGEWORTH FD-SHO #RGCX	05/05/2009	04/01/2011	45,000.00	43,055.00	1,945.00
312.5 RIDGEWORTH FD-SHORT #RGCX	05/05/2009	09/28/2011	3,100.00	2,975.00	125.00

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	**Employer identification number**
THE TOLLESON FAMILY FOUNDATION 49-7928838	20-1295875

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 413.723 RIDGEWORTH FD-SHOR #RGCX	05/05/2009	12/28/2011	4,100.00	3,939.00	161.00
10642.209 RIDGEWORTH FD-SE INCM#RGCJ	03/31/2010	09/28/2011	90,672.00	93,651.00	-2,979.00
347.222 RIDGEWORTH FD-SEIX INCM#RGCJ	03/31/2010	12/28/2011	3,000.00	3,056.00	-56.00
18375.241 RIDGEWORTH FD-IN BD #RGCF	05/01/2009	04/01/2011	190,000.00	188,897.00	1,103.00
2386.257 RIDGEWORTH FD-INT #RGCF	05/05/2009	09/28/2011	25,700.00	24,531.00	1,169.00
367.816 SENTINEL SMALL CO-	02/18/2010	04/01/2011	3,200.00	2,325.00	875.00
89. TRAVELERS COS INC/THE	07/09/2009	01/21/2011	4,887.00	3,491.00	1,396.00
10. UNION PAC CORP COM	07/09/2009	01/21/2011	946.00	497.00	449.00
40. UNITED PARCEL SVC INC	07/09/2009	03/04/2011	2,880.00	1,931.00	949.00
101. UNITED TECHNOLOGIES C	07/09/2009	08/30/2011	7,437.00	5,059.00	2,378.00
90. WALMART STORES INC C	07/09/2009	08/12/2011	4,481.00	4,335.00	146.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	30,186.00

Schedule D-1 (Form 1041) 2011

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

ABERDEEN EQUITY LONG SHORT-I	211.00	
FORUM ABSOLUTE STRATEGIES-I	102.00	
JANUS PERKINS SMALL CAP VALUE-I	2,475.00	
MANNING & NAPIER WORLD OPPTYS-A	3,757.00	
NEUBERGER BERMAN HIGH INCOME BD-I	1,137.00	
PIMCO LOW DURATION-I	2.00	
PIMCO COMMODITY REALRTN STRATEGY-I	83.00	
PIMCO INVT GRADE CORP BD-I	3,225.00	
RIDGEWORTH FD-INTERMEDIATE BD #RGCF	13,008.00	
SCHRODER US SMALL/MID CAP OPPTY-I	138.00	
SENTINEL SMALL CO-I	2,268.00	
TEMPLETON GLOBAL BD-ADV	1,542.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		27,949.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		27,949.00

SUNTRUST

2417928.

PORTFOLIO SUMMARY

LLESON FAMILY FOUNDATION IMA-CS
COUNT NO. 7928838

AS OF 12/31/11

JOR INVESTMENT CLASS	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
INCIPAL PORTFOLIO						
IF & MONEY MARKET FUNDS	26,598.39	1.18 %	26,598.39	0.00	3	0.01 %
UITY SECURITIES	400,214.62	17.74 %	331,966.05	68,248.57	7,766	1.94 %
TUAL FUNDS	979,770.74	43.43 %	1,012,258.17	32,487.43-	44,230	4.51 %
OPRIETARY FUNDS	849,305.51	37.65 %	833,324.68	15,980.83	22,367	2.63 %
PRINCIPAL PORTFOLIO TOTAL	2,255,889.26	100.00 %	2,204,147.29	51,741.97	74,365	3.30 %
TAL ASSETS	2,255,889.26	100.00 %	2,204,147.29	51,741.97	74,365	3.30 %

→✓

NOTICES REGARDING STATUTES OF LIMITATION FOR BREACH OF TRUST

USTS GOVERNED BY THE LAWS OF VIRGINIA, THE DISTRICT OF COLUMBIA, NEW HAMPSHIRE, NEBRASKA, MAINE, NEW MEXICO, KANSAS,
SSOURI, ARIZONA, ARKANSAS, MICHIGAN, AND NORTH DAKOTA: A BENEFICIARY MAY NOT COMMENCE A PROCEEDING AGAINST A TRUSTEE
R BREACH OF TRUST MORE THAN ONE YEAR AFTER THE DATE THE BENEFICIARY OR THE REPRESENTATIVE OF THE BENEFICIARY WAS SENT
REPORT THAT ADEQUATELY DISCLOSED THE EXISTENCE OF A POTENTIAL CLAIM FOR BREACH OF TRUST.

USTS GOVERNED BY THE LAWS OF FLORIDA AND UTAH: A BENEFICIARY MAY NOT COMMENCE A PROCEEDING AGAINST A TRUSTEE FOR
EACH OF TRUST MORE THAN 6 MONTHS AFTER THE DATE THE BENEFICIARY OR THE BENEFICIARY'S REPRESENTATIVE RECEIVED A REPORT
EQUATELY DISCLOSING THE BREACH, OR NOTICE OF THIS STATUTE OF LIMITATIONS, IF LATER.

USTS GOVERNED BY THE LAWS OF OHIO AND WYOMING: A BENEFICIARY MAY NOT COMMENCE A PROCEEDING AGAINST A TRUSTEE FOR
EACH OF TRUST MORE THAN TWO YEARS AFTER THE DATE THE BENEFICIARY, THE REPRESENTATIVE OF THE BENEFICIARY, OR THE
RROGATE OF THE BENEFICIARY WAS SENT A REPORT THAT ADEQUATELY DISCLOSED THE EXISTENCE OF A POTENTIAL CLAIM FOR BREACH
TRUST.

USTS GOVERNED BY THE LAWS OF PENNSYLVANIA: A BENEFICIARY MAY NOT CHALLENGE A TRANSACTION OR ASSERT A CLAIM AGAINST A
USTEE FOR BREACH OF TRUST ON THE BASIS OF A TRANSACTION IF: (I) THE TRUSTEE PROVIDED THE BENEFICIARY (OR THE
PRESENTATIVE OF THE BENEFICIARY) WITH A DETAILED WRITTEN REPORT FOR THE YEAR IN WHICH THE TRANSACTION OCCURRED AND
CH OF THE FOUR SUBSEQUENT CALENDAR YEARS; (II) THE TRANSACTION WAS DISCLOSED IN THE FIRST OF THE FIVE REPORTS TO WHICH
BPARAGRAPH (I) ABOVE REFERS; AND (III) THE BENEFICIARY DID NOT NOTIFY THE TRUSTEE IN WRITING WITHIN SIX MONTHS AFTER
CEIVING THE FIFTH ANNUAL REPORT THAT THE BENEFICIARY OBJECTS TO THE TRANSACTION AND PROVIDES THE BASIS IN WRITING FOR
AT OBJECTION. THIS NOTICE IS INTENDED TO SERVE AS THE REQUIRED CONSPICUOUS WRITTEN STATEMENT DESCRIBING THE EFFECT OF
IS PARAGRAPH AND TITLE 20 PA.C.S.A. SECTION 7785(A)(1).

USTS GOVERNED BY THE LAWS OF OREGON: O.R.S. SECTION 130.820(2); A BENEFICIARY MAY NOT COMMENCE A PROCEEDING AGAINST A
USTEE MORE THAN ONE YEAR AFTER THE DATE THE BENEFICIARY OR A REPRESENTATIVE OF THE BENEFICIARY IS SENT A REPORT BY
RTIFIED OR REGULAR MAIL THAT ADEQUATELY DISCLOSES THE EXISTENCE OF A POTENTIAL CLAIM AND THAT INFORMS THE BENEFICIARY
THE TIME ALLOWED FOR COMMENCING A PROCEEDING. THE REPORT MUST PROVIDE SUFFICIENT INFORMATION SO THAT THE BENEFICIARY
REPRESENTATIVE KNOWS OF THE POTENTIAL CLAIM OR SHOULD HAVE INQUIRED INTO ITS EXISTENCE.

R QUESTIONS REGARDING THIS NOTICE OR LIMITATION PERIODS IN STATES NOT LISTED, PLEASE CONSULT YOUR ATTORNEY.

PORTFOLIO DETAIL

LLESON FAMILY FOUNDATION IMA-CS
COUNT NO. 7928838

AS OF 12/31/11

R VALUE 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
INCIPAL PORTFOLIO						
IF & MONEY MARKET FUNDS						
26,598.39	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	26,598.39 1.000 1.18 %	26,598.39 1.00	0.00	3	0.01 % 0.00 %
UITY SECURITIES						
ERGY						
70	APACHE CORP COM CUSIP: 037411105	6,340.60 90.580 0.28 %	4,854.82 69.35	1,485.78	42	0.66 % 0.00 %
117	CAMERON INTL CORP COM CUSIP: 13342B105	5,755.23 49.190 0.26 %	4,687.87 40.07	1,067.36	0	0.00 % 0.00 %
93	CHEVRON CORP COM CUSIP: 166764100	9,895.20 106.400 0.44 %	5,898.82 63.43	3,996.38	301	3.04 % 0.00 %
100	NATIONAL OILWELL VARCO INC COM CUSIP: 637071101	6,799.00 67.990 0.30 %	6,482.05 64.82	316.95	48	0.71 % 0.00 %
112	OCCIDENTAL PETE CORP COM CUSIP: 674599105	10,494.40 93.700 0.47 %	7,263.59 64.85	3,230.81	206	1.96 % 0.00 %

R VALUE 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
117	SCHLUMBERGER LTD COM CUSIP: 806857108	7,992.27 68.310 0.35 %	6,866.18 58.69	1,126.09	117	1.46 % 0.00 %
216	WILLIAMS COS INC COM CUSIP: 969457100	7,132.32 33.020 0.32 %	4,757.31 22.02	2,375.01	216	3.03 % 0.00 %
TOTAL ENERGY		54,409.02	40,810.64	13,598.38	930	1.71 %
TERIALS						
82	FREEPORT-MCMORAN COPPER & GOLD INC COM CUSIP: 35671D857	3,016.78 36.790 0.13 %	1,936.22 23.61	1,080.56	82	2.72 % 0.00 %
52	PRAXAIR INC COM CUSIP: 74005P104	5,558.80 106.900 0.25 %	3,630.90 69.83	1,927.90	104	1.87 % 0.00 %
TOTAL MATERIALS		8,575.58	5,567.12	3,008.46	186	2.17 %
DUSTRIALS						
247	ABB LTD SWITZERLAND SPONS ADR CUSIP: 000375204	4,651.01 18.830 0.21 %	3,919.07 15.87	731.94	166	3.57 % 0.00 %
180	BE AEROSPACE INC COM CUSIP: 073302101	6,967.80 38.710 0.31 %	6,477.42 35.99	490.38	0	0.00 % 0.00 %
103	EMERSON ELEC CO COM CUSIP: 291011104	4,798.77 46.590 0.21 %	3,204.14 31.11	1,594.63	165	3.44 % 0.00 %

PORTFOLIO DETAIL

AS OF 12/31/11

AR VALUE R 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
47	FLOWSERVE CORP COM CUSIP: 34354P105	4,668.04 99.320 0.21 %	3,860.11 82.13	807.93	60	1.29 % 0.00 %
88	FLUOR CORP COM NEW CUSIP: 343412102	4,422.00 50.250 0.20 %	3,887.00 44.17	535.00	44	1.00 % 0.00 %
338	GENERAL ELEC CO COM CUSIP: 369604103	6,053.58 17.910 0.27 %	3,731.52 11.04	2,322.06	230	3.80 % 0.00 %
118	HUNT J B TRANS SVCS INC COM CUSIP: 445658107	5,318.26 45.070 0.24 %	3,939.78 33.39	1,378.48	61	1.15 % 0.00 %
90	PACCAR INC COM CUSIP: 693718108	3,372.30 37.470 0.15 %	4,513.82 50.15	1,141.52-	65	1.93 % 0.00 %
195	QUANTA SVCS INC COM CUSIP: 74762E102	4,200.30 21.540 0.19 %	4,434.58 22.74	234.28-	0	0.00 % 0.00 %
47	UNION PACIFIC CORP COM CUSIP: 907818108	4,979.18 105.940 0.22 %	2,338.08 49.75	2,641.10	113	2.27 % 0.00 %
59	UNITED PARCEL SVC INC CL B COM CUSIP: 911312106	4,318.21 73.190 0.19 %	2,848.90 48.29	1,469.31	123	2.85 % 0.00 %
TOTAL INDUSTRIALS		53,749.45	43,154.42	10,595.03	1,027	1.91 %

PORTFOLIO DETAIL

LESON FAMILY FOUNDATION IMA-CS
OUNT NO. 7928838

AS OF 12/31/11

R VALUE 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
NSUMER DISCRETIONARY						
29	AMAZON INC COM CUSIP: 023135106	5,019.90 173.100 0.22 %	3,436.20 118.49	1,583.70	0	0.00 % 0.00 %
118	COACH INC COM CUSIP: 189754104	7,202.72 61.040 0.32 %	4,073.36 34.52	3,129.36	106	1.47 % 0.00 %
101	DARDEN RESTAURANTS INC COM CUSIP: 237194105	4,603.58 45.580 0.20 %	4,518.51 44.74	85.07	174	3.78 % 0.00 %
202	HOME DEPOT INC COM CUSIP: 437076102	8,492.08 42.040 0.38 %	4,621.40 22.88	3,870.68	234	2.76 % 0.00 %
275	MACY'S INC COM CUSIP: 55616P104	8,849.50 32.180 0.39 %	7,152.81 26.01	1,696.69	110	1.24 % 0.00 %
212	WALT DISNEY CO COM CUSIP: 254687106	7,950.00 37.500 0.35 %	4,799.30 22.64	3,150.70	127	1.60 % 0.00 %
65	WHIRLPOOL CORP COM CUSIP: 963320106	3,084.25 47.450 0.14 %	5,573.71 85.75	2,489.46-	130	4.21 % 0.00 %
TOTAL CONSUMER DISCRETIONARY		45,202.03	34,175.29	11,026.74	881	1.95 %

PORTFOLIO DETAIL

AS OF 12/31/11

R VALUE 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
NSUMER STAPLES						
176	CVS CAREMARK CORP COM CUSIP: 126650100	7,177.28 40.780 0.32 %	5,515.53 31.34	1,661.75	114	1.59 % 0.00 %
160	GENERAL MILLS INC COM CUSIP: 370334104	6,465.60 40.410 0.29 %	5,980.13 37.38	485.47	195	3.02 % 0.00 %
111	PEPSICO INC COM CUSIP: 713448108	7,364.85 66.350 0.33 %	6,075.94 54.74	1,288.91	229	3.11 % 0.00 %
151	PHILIP MORRIS INTL COM CUSIP: 718172109	11,850.48 78.480 0.53 %	6,729.02 44.56	5,121.46	465	3.92 % 0.00 %
127	PROCTER & GAMBLE CO COM CUSIP: 742718109	8,472.17 66.710 0.38 %	7,013.32 55.22	1,458.85	267	3.15 % 0.00 %
TOTAL CONSUMER STAPLES		41,330.38	31,313.94	10,016.44	1,270	3.07 %

SUNTRUST

R VALUE 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
ALTH CARE						
176	ABBOTT LABS COM CUSIP: 002824100	9,896.48 56.230 0.44 %	8,209.44 46.64	1,687.04	338	3.42 % 0.00 %
111	AMGEN INC COM CUSIP: 031162100	7,127.31 64.210 0.32 %	6,531.87 58.85	595.44	160	2.24 % 0.00 %
104	BAXTER INTL INC COM CUSIP: 071813109	5,145.92 49.480 0.23 %	5,720.48 55.00	574.56-	139	2.70 % 0.00 %
124	EXPRESS SCRIPTS INC COM CUSIP: 302182100	5,541.56 44.690 0.25 %	4,129.71 33.30	1,411.85	0	0.00 % 0.00 %
219	MERCK & CO INC COM NEW CUSIP: 58933Y105	8,256.30 37.700 0.37 %	6,401.77 29.23	1,854.53	368	4.46 % 0.00 %
415	PFIZER INC COM CUSIP: 717081103	8,980.60 21.640 0.40 %	7,826.83 18.86	1,153.77	365	4.06 % 0.00 %
154	TEVA PHARMACEUTICAL INDS LTD SPONS ADR CUSIP: 881624209	6,215.44 40.360 0.28 %	8,584.70 55.74	2,369.26-	121	1.95 % 0.00 %
74	THERMO FISHER SCIENTIFIC INC COM CUSIP: 883556102	3,327.78 44.970 0.15 %	2,823.70 38.16	504.08	0	0.00 % 0.00 %
TOTAL HEALTH CARE		54,491.39	50,228.50	4,262.89	1,491	2.74 %

OLLESON FAMILY FOUNDATION IMA-CS
CCOUNT NO. 7928838

PORTFOLIO DETAIL

AS OF 12/31/11

AR VALUE R 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
INANCIALS						
519	BANK OF AMERICA CORP COM CUSIP: 060505104	2,885.64 5.560 0.13 %	6,577.19 12.67	3,691.55-	21	0.73 % 0.00 %
154	BB&T CORP COM CUSIP: 054937107	3,876.18 25.170 0.17 %	3,681.20 23.90	194.98	99	2.55 % 0.00 %
174	CAPITAL ONE FINL CORP COM CUSIP: 14040H105	7,358.46 42.290 0.33 %	6,830.24 39.25	528.22	35	0.48 % 0.00 %
51	GOLDMAN SACHS GROUP INC COM CUSIP: 38141G104	4,611.93 90.430 0.20 %	7,791.64 152.78	3,179.71-	71	1.54 % 0.00 %
242	HARTFORD FINL SVCS GROUP INC COM CUSIP: 416515104	3,932.50 16.250 0.17 %	6,990.58 28.89	3,058.08-	97	2.47 % 0.00 %
172	INVESCO LTD USD0.2 BERMUDA COM CUSIP: G491BT108	3,455.48 20.090 0.15 %	2,787.81 16.21	667.67	84	2.43 % 0.00 %
245	JP MORGAN CHASE & CO COM CUSIP: 46625H100	8,146.25 33.250 0.36 %	8,260.96 33.72	114.71-	245	3.01 % 0.00 %
175	MORGAN STANLEY COM NEW CUSIP: 617446448	2,647.75 15.130 0.12 %	4,600.21 26.29	1,952.46-	35	1.32 % 0.00 %

VALUE 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
137	PNC FINL SVCS GROUP INC COM CUSIP: 693475105	7,900.79 57.670 0.35 %	8,324.72 60.76	423.93-	192	2.43 % 0.00 %
261	WELLS FARGO & CO COM NEW CUSIP: 949746101	7,193.16 27.560 0.32 %	6,722.20 25.76	470.96	125	1.74 % 0.00 %
'OTAL FINANCIALS		52,008.14	62,566.75	10,558.61-	1,004	1.93 %
ORMATION TECHNOLOGY						
41	APPLE INC COM CUSIP: 037833100	16,605.00 405.000 0.74 %	5,622.12 137.12	10,982.88	0	0.00 % 0.00 %
151	AUTODESK INC COM CUSIP: 052769106	4,579.83 30.330 0.20 %	3,939.65 26.09	640.18	0	0.00 % 0.00 %
280	EMC CORP MASS COM CUSIP: 268648102	6,031.20 21.540 0.27 %	3,580.69 12.79	2,450.51	0	0.00 % 0.00 %
16	GOOGLE INC CL A COM CUSIP: 38259P508	10,334.40 645.900 0.46 %	6,623.12 413.95	3,711.28	0	0.00 % 0.00 %
45	INTERNATIONAL BUSINESS MACHS CORP COM CUSIP: 459200101	8,274.60 183.880 0.37 %	7,323.67 162.75	950.93	135	1.63 % 0.00 %
93	INTUIT INC COM CUSIP: 461202103	4,890.87 52.590 0.22 %	4,382.94 47.13	507.93	56	1.14 % 0.00 %

R VALUE 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
280	ORACLE CORP COM CUSIP: 68389X105	7,182.00 25.650 0.32 %	6,199.36 22.14	982.64	67	0.93 % 0.00 %
115	QUALCOMM CORP COM CUSIP: 747525103	6,290.50 54.700 0.28 %	6,408.89 55.73	118.39-	99	1.57 % 0.00 %
95	TERADATA CORP DEL COM CUSIP: 88076W103	4,608.45 48.510 0.20 %	4,701.19 49.49	92.74-	0	0.00 % 0.00 %
206	TEXAS INSTRS INC COM CUSIP: 882508104	5,996.66 29.110 0.27 %	4,815.32 23.38	1,181.34	140	2.33 % 0.00 %
72	VISA INC CL A COM CUSIP: 92826C839	7,310.16 101.530 0.32 %	4,600.61 63.90	2,709.55	63	0.86 % 0.00 %
TOTAL INFORMATION TECHNOLOGY		82,103.67	58,197.56	23,906.11	560	0.68 %
LECOMMUNICATION SERVICES						
208	VERIZON COMMUNICATIONS COM CUSIP: 92343V104	8,344.96 40.120 0.37 %	5,951.83 28.61	2,393.13	416	4.99 % 0.00 %
TOTAL EQUITY SECURITIES		400,214.62	331,966.05	68,248.57	7,766	1.94 %

VALUE 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
UAL FUNDS						
1,910.274	ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL CUSIP: 003020336	21,318.66 11.160 0.95 %	21,128.96 11.06	189.70	0	0.00 % 0.00 %
2,033.54	FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL CUSIP: 34984T600	22,470.62 11.050 1.00 %	19,801.94 9.74	2,668.68	75	0.33 % 0.00 %
1,423.042	JANUS FDS PERKINS SMALL CAP VALUE FD CL I CUSIP: 47103C183	29,030.06 20.400 1.29 %	31,327.00 22.01	2,296.94-	167	0.58 % 0.00 %
12,802.673	MANNING & NAPIER FDS WORLD OPPTYS SER CL A CUSIP: 563821545	84,881.72 6.630 3.76 %	105,157.45 8.21	20,275.73-	3,073	3.62 % 0.00 %
16,500.165	NEUBERGER BERMAN INCOME FDS HIGH INCOME BD FD CL INSTL CUSIP: 64128K868	147,016.47 8.910 6.52 %	143,881.44 8.72	3,135.03	10,725	7.30 % 0.00 %
1,257.552	OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y CUSIP: 683974505	36,431.28 28.970 1.61 %	39,137.12 31.12	2,705.84-	849	2.33 % 0.00 %
2,453.203	PIMCO FDS COMMODITY REALRETURN STRATEGY INSTL CUSIP: 722005667	16,043.95 6.540 0.71 %	17,218.95 7.02	1,175.00-	4,887	30.46 % 0.00 %
14,282.355	PIMCO FDS PAC INVT MGMT SER INVT GRADE CORP BD FD INSTL CL CUSIP: 722005816	147,822.37 10.350 6.55 %	142,226.01 9.96	5,596.36	7,812	5.28 % 0.00 %

R VALUE 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
18,933.691	PIMCO FDS LOW DURATION FD INSTL CL CUSIP: 693390304	194,827.68 10.290 8.64 %	197,816.27 10.45	2,988.59-	4,184	2.15 % 0.00 %
887.613	SCHRODER FDS US SMALL & MIDCAP OPPORTUNITES FD IV CUSIP: 80809R204	10,172.04 11.460 0.45 %	11,238.07 12.66	1,066.03-	0	0.00 % 0.00 %
3,583.279	SENTINEL FDS SMALL CO FD INSTL CL CUSIP: 81728B825	26,695.43 7.450 1.18 %	20,982.61 5.86	5,712.82	0	0.00 % 0.00 %
19,649.188	TEMPLETON INCOME TR GLOBAL BD FD ADVISOR CL CUSIP: 880208400	243,060.46 12.370 10.77 %	262,342.35 13.35	19,281.89-	12,458	5.13 % 0.00 %
TOTAL MUTUAL FUNDS		979,770.74	1,012,258.17	32,487.43-	44,230	4.51 %
OPRIETARY FUNDS						
56,263.749	RIDGEWORTH FD-INTERMEDIATE BD I SHS #RGCF CUSIP: 76628T702	588,518.81 10.460 26.09 %	578,452.31 10.28	10,066.50	13,785	2.34 % 0.00 %
9,414.525	RIDGEWORTH FD-SEIX FLTG RT HIGH INCM I SHS #RGCJ CUSIP: 76628T678	81,435.64 8.650 3.61 %	82,847.83 8.80	1,412.19-	4,641	5.70 % 0.00 %
18,079.744	RIDGEWORTH FD-SHORT TERM BD I SHS #RGCX CUSIP: 76628T611	179,351.06 9.920 7.95 %	172,024.54 9.51	7,326.52	3,941	2.20 % 0.00 %

VALUE 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
OTAL PROPRIETARY FUNDS		849,305.51	833,324.68	15,980.83	22,367	2.63 %
NCIPAL PORTFOLIO TOTAL		2,255,889.26	2,204,147.29	51,741.97	74,365	3.30 %
AL ASSETS		2,255,889.26	2,204,147.29	51,741.97	74,365	3.30 %