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

OMB No 1545-0052

2011

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

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

Name of foundation
HELEN WARDMAN NASELLI MEMORIAL FUND 7023236

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

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

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

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

Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **1,061,123.** J Accounting method: ☒ Cash ☐ Accrual
(Part I, column (d) must be on cash basis.)

A Employer identification number
52-6121876

B Telephone number (see instructions)
(202) 879-6296

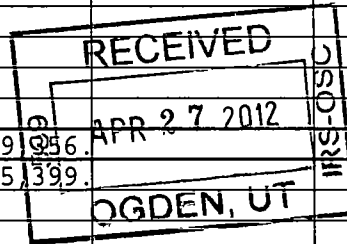
C If exemption application is pending, check here ☐

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 ☐

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	35,006.	33,440.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	55,915.			
	b Gross sales price for all assets on line 6a 769,225.				
	7 Capital gain net income (from Part IV, line 2)		55,916.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	90,921.	89,356.		
	13 Compensation of officers, directors, trustees, etc.	10,798.	5,399.		5,399.
	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 instructions) STMT 3	887.	463.		
	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	14,185.	5,862.	NONE	7,899.
	25 Contributions, gifts, grants paid	49,186.			49,186.
	26 Total expenses and disbursements. Add lines 24 and 25	63,371.	5,862.	NONE	57,085.
	27 Subtract line 26 from line 12	27,550.			
	a Excess of revenue over expenses and disbursements		83,494.		
	b Net investment income (if negative, enter -0-)				
	c Adjusted net income (if negative, enter -0-)				



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		289.	289.
	2	Savings and temporary cash investments	51,926.	31,737.	31,737.
	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) . STMT 4 .	987,088.	1,034,538.	1,029,097.
	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)			
	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)	1,039,014.	1,066,564.	1,061,123.	
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	1,039,014.	1,066,564.	
	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)	1,039,014.	1,066,564.	
	31	Total liabilities and net assets/fund balances (see instructions)	1,039,014.	1,066,564.	

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	1,039,014.
2	Enter amount from Part I, line 27a	2	27,550.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,066,564.
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	1,066,564.

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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 761,368.		713,309.	48,059.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			48,059.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	55,916.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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.

(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	58,848.	1,076,444.	0.05466889128
2009	56,920.	965,038.	0.05898213335
2008	54,000.	1,104,502.	0.04889081233
2007	66,000.	1,286,649.	0.05129604111
2006	67,000.	1,224,110.	0.05473364322
2 Total of line 1, column (d)			2 0.26857152129
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 0.05371430426
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 1,120,377.
5 Multiply line 4 by line 3			5 60,180.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 835.
7 Add lines 5 and 6			7 61,015.
8 Enter qualifying distributions from Part XII, line 4			8 57,085.

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)		1	1,670.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
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	1,670.
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	1,670.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	444.	
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	444.	
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 <i>Paid by EFTPS</i>	9	1,226.	
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?		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)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		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? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► _____ _____		
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? <i>If "No," attach explanation</i>		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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

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. ☐ (202) 879-6296			
Located at ☐ 15TH & NY AVE, WASHINGTON, DC ZIP + 4 ☐ 20005				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year ☐ 15 N/A			
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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ☐				

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ☐		
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

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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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ 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? ☐ Yes ☒ No**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 5		10,798.	-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	

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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	1,112,918.
b	Average of monthly cash balances	1b	24,521.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,137,439.
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	1,137,439.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	17,062.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,120,377.
6	Minimum investment return. Enter 5% of line 5	6	56,019.

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	56,019.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,670.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,670.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	54,349.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	54,349.
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	54,349.

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	57,085.
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	57,085.
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	57,085.

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				54,349.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			NONE	
b Total for prior years 20 09, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2011				
a From 2006	7,113.			
b From 2007	4,923.			
c From 2008	NONE			
d From 2009	9,160.			
e From 2010	5,912.			
f Total of lines 3a through e	27,108.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 57,085.				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				54,349.
e Remaining amount distributed out of corpus	2,736.			
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	29,844.			
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			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				NONE
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)	7,113.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	22,731.			
10 Analysis of line 9				
a Excess from 2007	4,923.			
b Excess from 2008	NONE			
c Excess from 2009	9,160.			
d Excess from 2010	5,912.			
e Excess from 2011	2,736.			

Form 990-PF (2011)

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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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).)

N/A

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

N/A

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

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

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

SEE STATEMENT 6

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 7				
Total			▶ 3a	49,186.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions.)
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	35,006.	
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	55,915.	
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)				90,921.	
13	Total. Add line 12, columns (b), (d), and (e)				90,921.	

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

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

[illegible]

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

- | | | | |
|----------|--|--------------|-----------|
| 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? | Yes | No |
| | | | |
| 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. | | |

[illegible]

- 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.

Signature of officer or trustee

Date _____

TRUSTEE
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN	
------	--

JEFFREY E. KUHLIN

04/04/2013

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				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				7,857.	
1,026.00		31.076 INVESCO SMALL CAP GROWTH-I PROPERTY TYPE: SECURITIES 950.00				01/26/2011 76.00	07/18/2011
30,131.00		912.521 INVESCO SMALL CAP GROWTH-I PROPERTY TYPE: SECURITIES 20,696.00				09/30/2009 9,435.00	07/18/2011
1,195.00		107.188 ABERDEEN EQUITY LONG SHORT-I PROPERTY TYPE: SECURITIES 1,197.00				10/18/2011 -2.00	12/07/2011
2,596.00		147.747 ADVISORS CAMBIAR SMALL CAP-I PROPERTY TYPE: SECURITIES 2,812.00				03/28/2011 -216.00	12/07/2011
550.00		130.024 FEDERATED STRATEGIC VALUE-I PROPERTY TYPE: SECURITIES 603.00				07/18/2011 -53.00	08/08/2011
5,350.00		1138.298 FEDERATED STRATEGIC VALUE-I PROPERTY TYPE: SECURITIES 5,282.00				07/18/2011 68.00	10/18/2011
3,609.00		759.787 FEDERATED STRATEGIC VALUE-I PROPERTY TYPE: SECURITIES 3,525.00				07/18/2011 84.00	12/07/2011
1,423.00		128.883 FORUM ABSOLUTE STRATEGIES-I PROPERTY TYPE: SECURITIES 1,425.00				10/18/2011 -2.00	12/07/2011
1,300.00		52.717 GOLDMAN SACHS TRGROWTH OPPORTUNIT PROPERTY TYPE: SECURITIES 985.00				11/03/2009 315.00	01/26/2011
7,164.00		317.973 GOLDMAN SACHS TRGROWTH OPPORTUNI PROPERTY TYPE: SECURITIES 7,175.00				08/08/2011 -11.00	10/18/2011

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

Kind of Property		Description				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)	
5,261.00		233.514 GOLDMAN SACHS TRGROWTH OPPORTUNI PROPERTY TYPE: SECURITIES 4,362.00				11/03/2009 899.00	10/18/2011
4,092.00		182.273 GOLDMAN SACHS TRGROWTH OPPORTUNI PROPERTY TYPE: SECURITIES 3,405.00				11/03/2009 687.00	12/07/2011
4,750.00		126.028 HARBOR FUND CAPITAL APPRECIATION PROPERTY TYPE: SECURITIES 5,027.00				07/18/2011 -277.00	10/18/2011
4,721.00		123.902 HARBOR FUND CAPITAL APPRECIATION PROPERTY TYPE: SECURITIES 4,942.00				07/18/2011 -221.00	12/07/2011
1,175.00		63.548 HARTFORD DIVIDEND & GROWTH-Y PROPERTY TYPE: SECURITIES 1,269.00				01/26/2011 -94.00	10/18/2011
4,343.00		226.691 HARTFORD DIVIDEND & GROWTH-Y PROPERTY TYPE: SECURITIES 4,516.00				07/18/2011 -173.00	12/07/2011
3,418.00		207.755 T ROWE PRICE INSTL LARGE-CAP GRW PROPERTY TYPE: SECURITIES 3,397.00				10/18/2011 21.00	12/07/2011
1,071.00		10. ISHARES TR BARCLAYS TIPS BD ETF PROPERTY TYPE: SECURITIES 1,037.00				12/29/2009 34.00	01/26/2011
21,277.00		192. ISHARES TR BARCLAYS TIPS BD ETF PROPERTY TYPE: SECURITIES 19,912.00				12/29/2009 1,365.00	05/26/2011
1,476.00		59. JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES 1,433.00				01/26/2011 43.00	03/28/2011
21,914.00		875.848 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES 17,368.00				09/30/2009 4,546.00	03/28/2011

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

Kind of Property		Description				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)	
4,569.00		162.815 THE JENSEN PORTFOLIO-I PROPERTY TYPE: SECURITIES 4,171.00				04/06/2010 398.00	07/18/2011
4,656.00		165.945 THE JENSEN PORTFOLIO-I PROPERTY TYPE: SECURITIES 4,600.00				01/26/2011 56.00	07/18/2011
75,092.00		2874.877 THE JENSEN PORTFOLIO-I PROPERTY TYPE: SECURITIES 71,052.00				06/24/2010 4,040.00	10/18/2011
4,773.00		182.724 THE JENSEN PORTFOLIO-I PROPERTY TYPE: SECURITIES 4,400.00				08/08/2011 373.00	10/18/2011
5,900.00		560.304 JPMORGAN TR I US EQUITY-I PROPERTY TYPE: SECURITIES 5,900.00				01/26/2011	07/18/2011
114,273.00		10852.119 JPMORGAN TR I US EQUITY-I PROPERTY TYPE: SECURITIES 95,552.00				06/24/2010 18,721.00	07/18/2011
2,624.00		131.471 LEGG MASON BATTERYMRC EMRG MKTS- PROPERTY TYPE: SECURITIES 3,187.00				01/26/2011 -563.00	12/07/2011
862.00		59.709 MFS RESEARCH INTL-I PROPERTY TYPE: SECURITIES 966.00				01/26/2011 -104.00	12/07/2011
403.00		54. MANNING & NAPIER WORLD OPPTYS-A PROPERTY TYPE: SECURITIES 475.00				07/18/2011 -72.00	12/07/2011
1,427.00		159.821 NEUBERGER BERMAN HIGH INCOME BD- PROPERTY TYPE: SECURITIES 1,434.00				08/08/2011 -7.00	12/07/2011
2,525.00		241.858 PIMCO FDS LOW DURATION FD INSTL PROPERTY TYPE: SECURITIES 2,531.00				07/18/2011 -6.00	08/08/2011

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

Kind of Property		Description				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)	
4,600.00		447.036 PIMCO FDS LOW DURATION FD INSTL PROPERTY TYPE: SECURITIES 4,649.00				01/26/2011 -49.00	10/18/2011
1,756.00		169.836 PIMCO FDS LOW DURATION FD INSTL PROPERTY TYPE: SECURITIES 1,766.00				01/26/2011 -10.00	12/07/2011
31,856.00		2938.749 PACIFIC INVESTMENT MANAGEMENT I PROPERTY TYPE: SECURITIES 33,825.00				09/07/2010 -1,969.00	01/26/2011
107,294.00		9897.967 PACIFIC INVESTMENT MANAGEMENT I PROPERTY TYPE: SECURITIES 106,997.00				12/29/2009 297.00	01/26/2011
7,650.00		694.192 PACIFIC INVESTMENT MANAGEMENT IN PROPERTY TYPE: SECURITIES 7,504.00				12/29/2009 146.00	07/18/2011
1,850.00		167.877 PACIFIC INVESTMENT MANAGEMENT IN PROPERTY TYPE: SECURITIES 1,815.00				12/29/2009 35.00	08/08/2011
1,672.00		154.142 PACIFIC INVESTMENT MANAGEMENT IN PROPERTY TYPE: SECURITIES 1,666.00				12/29/2009 6.00	12/07/2011
100.00		10.823 PIMCO COMMODITY REALRTN STRATEGY- PROPERTY TYPE: SECURITIES 83.00				09/30/2009 17.00	01/26/2011
250.00		29.07 PIMCO COMMODITY REALRTN STRATEGY-I PROPERTY TYPE: SECURITIES 266.00				07/18/2011 -16.00	08/08/2011
885.00		116.573 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES 945.00				10/18/2011 -60.00	12/07/2011
3,775.00		351.49 PIMCO INVT GRADE CORP BD-I PROPERTY TYPE: SECURITIES 3,796.00				05/26/2011 -21.00	08/08/2011

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

Kind of Property		Description				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)	
8,900.00		851.675 PIMCO INVT GRADE CORP BD-I PROPERTY TYPE: SECURITIES 9,197.00				07/18/2011 -297.00	10/18/2011
2,835.00		275.285 PIMCO INVT GRADE CORP BD-I PROPERTY TYPE: SECURITIES 2,912.00				07/18/2011 -77.00	12/07/2011
398.00		32.359 RIDGEWORTH FD-MIDCAP VAL EQTY #RG PROPERTY TYPE: SECURITIES 308.00				09/30/2009 90.00	01/26/2011
2,777.00		225.561 RIDGEWORTH FD-MIDCAP VAL EQTY #R PROPERTY TYPE: SECURITIES 2,621.00				12/13/2010 156.00	01/26/2011
42,389.00		3526.536 RIDGEWORTH FD-MIDCAP VAL EQTY # PROPERTY TYPE: SECURITIES 33,185.00				09/30/2009 9,204.00	07/18/2011
22,450.00		1883.389 RIDGEWORTH FD-LARGECAP VAL EQTY PROPERTY TYPE: SECURITIES 24,564.00				07/18/2011 -2,114.00	10/18/2011
608.00		48.758 RIDGEWORTH FD-LARGECAP VAL EQTY#R PROPERTY TYPE: SECURITIES 636.00				07/18/2011 -28.00	12/07/2011
3,868.00		310.216 RIDGEWORTH FD-LARGECAP VAL EQTY# PROPERTY TYPE: SECURITIES 3,847.00				04/15/2008 21.00	12/07/2011
33,185.00		3190.819 RIDGEWORTH FD-TOTAL RETURN BD # PROPERTY TYPE: SECURITIES 35,450.00				09/07/2010 -2,265.00	01/26/2011
20,340.00		1955.816 RIDGEWORTH FD-TOTAL RETURN BD # PROPERTY TYPE: SECURITIES 20,927.00				09/30/2009 -587.00	01/26/2011
10,725.00		1010.839 RIDGEWORTH FD-TOTAL RETURN BD # PROPERTY TYPE: SECURITIES 10,816.00				09/30/2009 -91.00	07/18/2011

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

Kind of Property		Description				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)	
7,925.00		730.415 RIDGEWORTH FD-TOTAL RETURN BD #R PROPERTY TYPE: SECURITIES 7,815.00				09/30/2009 110.00	08/08/2011
12,425.00		1135.74 RIDGEWORTH FD-TOTAL RETURN BD #R PROPERTY TYPE: SECURITIES 12,152.00				09/30/2009 273.00	10/18/2011
4,099.00		371.985 RIDGEWORTH FD-TOTAL RETURN BD #R PROPERTY TYPE: SECURITIES 3,980.00				09/30/2009 119.00	12/07/2011
13,646.00		1364.61 RIDGEWORTH FD-SEIX HIGH YIELD #R PROPERTY TYPE: SECURITIES 12,974.00				09/07/2010 672.00	01/26/2011
15,004.00		1500.39 RIDGEWORTH FD-SEIX HIGH YIELD #R PROPERTY TYPE: SECURITIES 13,597.00				12/29/2009 1,407.00	01/26/2011
312.00		32.5 RIDGEWORTH FD-SEIX HIGH YIELD #RGCL PROPERTY TYPE: SECURITIES 325.00				07/18/2011 -13.00	08/08/2011
16,446.00		1713.079 RIDGEWORTH FD-SEIX HIGH YIELD # PROPERTY TYPE: SECURITIES 15,521.00				09/30/2009 925.00	08/08/2011
925.00		106.69 RIDGEWORTH FD-SEIX FLT HGH INCM#R PROPERTY TYPE: SECURITIES 966.00				01/26/2011 -41.00	08/08/2011
10,450.00		1219.37 RIDGEWORTH FD-SEIX FLT HGH INCM# PROPERTY TYPE: SECURITIES 11,035.00				01/26/2011 -585.00	10/18/2011
735.00		85. RIDGEWORTH FD-SEIX FLT HGH INCM#RGCI PROPERTY TYPE: SECURITIES 769.00				01/26/2011 -34.00	12/07/2011
475.00		44.022 RIDGEWORTH FD-LTD MTG SECS #RGCM PROPERTY TYPE: SECURITIES 467.00				01/26/2011 8.00	07/18/2011

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)	
1,800.00		164.084 RIDGEWORTH FD-LTD MTG SECS #RGCM PROPERTY TYPE: SECURITIES 1,739.00					01/26/2011 61.00	08/08/2011
5,775.00		525.478 RIDGEWORTH FD-LTD MTG SECS #RGCM PROPERTY TYPE: SECURITIES 5,570.00					01/26/2011 205.00	10/18/2011
805.00		72.934 RIDGEWORTH FD-LTD MTG SECS #RGCM PROPERTY TYPE: SECURITIES 773.00					01/26/2011 32.00	12/07/2011
11,692.00		655.009 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES 8,397.00					09/30/2009 3,295.00	01/26/2011
2,575.00		188.645 TEMPLETON GLOBAL BD-ADV PROPERTY TYPE: SECURITIES 2,611.00					05/26/2011 -36.00	08/08/2011
1,170.00		90.859 TEMPLETON GLOBAL BD-ADV PROPERTY TYPE: SECURITIES 1,257.00					05/26/2011 -87.00	12/07/2011
TOTAL GAIN(LOSS)							----- 55,916. =====	

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INTEREST	35,006.	33,440.
	-----	-----
TOTAL	35,006.	33,440.
	=====	=====

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 - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PRIOR YEAR BALANCE DUE	443.	
FEDERAL TAX ESTIMATE	444.	
FOREIGN TAXES		463.
	-----	-----
TOTALS	887.	463.
	=====	=====

HELEN WARDMAN NASELLI MEMORIAL FUND
 FORM 990PF, PART II - CORPORATE STOCK
 =====

52-6121876

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED STATEMENT	1,034,538.	1,029,097.
	-----	-----
TOTALS	1,034,538.	1,029,097.
	=====	=====

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

=====

OFFICER NAME:

SUNTRUST BANK - TRUSTEE

ADDRESS:

15TH & NEW YORK AVENUE

WASHINGTON, DC 20005

TITLE:

TRUSTEE, VARIOUS

COMPENSATION 10,798.

TOTAL COMPENSATION: 10,798.

=====

HELEN WARDMAN NASELLI MEMORIAL FUND
FORM 990PF, PART XV - LINES 2a - 2d
=====

52-6121876

RECIPIENT NAME:

SUNTRUST BANK, C/O RUTH MAHONEY

ADDRESS:

15TH & NEW YORK AVENUE

WASHINGTON, DC 20005

FORM, INFORMATION AND MATERIALS:

LETTER

SUBMISSION DEADLINES:

N/A

RESTRICTIONS OR LIMITATIONS ON AWARDS:

ORGANIZATIONS MUST BE EXEMPT UNDER 501(C)(3).

HELEN WARDMAN NASELLI MEMORIAL FUND

52-6121876

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

RECIPIENT NAME:

SEE ATTACHED LIST

DISTRIBUTION SCHEDULE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 49,186.

TOTAL GRANTS PAID:

49,186.

=====

STATEMENT 7

311 CASH CONTRIBUTIONS

12/15/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS 2011 GRANT FOR PAID TO LISNER LOUISE DICKSON HURT HOME / (LLDH HOME) TR TRAN#-IN001724000006 TR CD=072 REG=0 PORT=PRIN	-5000 00	-5000 00 1112000033 **CHANGED** 01/03/12 DNB
12/15/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS 2011 GRANT FOR PAID TO EMMAUS SERVICES FOR THE AGING TR TRAN#-IN001724000007 TR CD=072 REG=0 PORT=PRIN	-5000 00	-5000 00 1112000034 **CHANGED** 01/03/12 DNB
12/15/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS 2011 GRANT FOR PAID TO CATHOLICS FOR HOUSING- ELY SENIOR RENTAL ASSISTANCE TR TRAN#-IN001724000001 TR CD=072 REG=0 PORT=PRIN	-4186 00	-4186 00 1112000028 **CHANGED** 01/03/12 DNB
12/15/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS 2011 GRANT FOR PAID TO HOME CARE PARTNERS TR TRAN#-IN001724000002 TR CD=072 REG=0 PORT=PRIN	-4000 00	-4000 00 1112000029 **CHANGED** 01/03/12 DNB
12/15/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS 2011 GRANT FOR PAID TO CHRISTIAN COMMUNITIES GROUP HOMES TR TRAN#-IN001724000003 TR CD=072 REG=0 PORT=PRIN	-5000.00	-5000.00 1112000030 **CHANGED** 01/03/12 DNB
12/15/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS 2011 GRANT FOR PAID TO JEWISH SOCIAL SERVICE AGENCY TR TRAN#-IN001724000004 TR CD=072 REG=0 PORT=PRIN	-5000 00	-5000 00 1112000031 **CHANGED** 01/03/12 DNB
12/15/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS 2011 GRANT FOR PAID TO SARAH'S CIRCLE TR TRAN#-IN001724000005 TR CD=072 REG=0 PORT=PRIN	-11000 00	-11000 00 1112000032 **CHANGED** 01/03/12 DNB
12/15/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS 2011 GRANT FOR PAID TO SEABURY RESOURCES FOR THE AGING TR TRAN#-IN001724000009 TR CD=072 REG=0 PORT=PRIN	-5000 00	-5000 00 1112000036 **CHANGED** 01/03/12 DNB
12/15/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS 2011 GRANT FOR PAID TO IONA SENIOR SERVICES TR TRAN#-IN001724000008 TR CD=072 REG=0 PORT=PRIN	-5000 00	-5000 00 1112000035 **CHANGED** 01/03/12 DNB
TOTAL CODE 311 - CASH CONTRIBUTIONS		-49186.00	0 00 -49186 00

**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

HELEN WARDMAN NASELLI MEMORIAL FUND

Employer identification number

52-6121876

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 -7,648.
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 -7,648.

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					7,857.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 55,707.
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 63,564.

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

Schedule D (Form 1041) 2011

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		-7,648.
14 Net long-term gain or (loss):			
a Total for year	14a		63,564.
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		55,916.

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

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

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 HELEN WARDMAN NASELLI MEMORIAL FUND	Employer identification number 52-6121876
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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 31.076 INVESCO SMALL CAP G	01/26/2011	07/18/2011	1,026.00	950.00	76.00
107.188 ABERDEEN EQUITY LO	10/18/2011	12/07/2011	1,195.00	1,197.00	-2.00
147.747 ADVISORS CAMBIAR S	03/28/2011	12/07/2011	2,596.00	2,812.00	-216.00
130.024 FEDERATED STRATEGI	07/18/2011	08/08/2011	550.00	603.00	-53.00
1138.298 FEDERATED STRATEG	07/18/2011	10/18/2011	5,350.00	5,282.00	68.00
759.787 FEDERATED STRATEGI	07/18/2011	12/07/2011	3,609.00	3,525.00	84.00
128.883 FORUM ABSOLUTE STR	10/18/2011	12/07/2011	1,423.00	1,425.00	-2.00
317.973 GOLDMAN SACHS TRGR OPPORTUNITIES FD INSTL	08/08/2011	10/18/2011	7,164.00	7,175.00	-11.00
126.028 HARBOR FUND CAPITA APPRECIATION FUND	07/18/2011	10/18/2011	4,750.00	5,027.00	-277.00
123.902 HARBOR FUND CAPITA APPRECIATION FUND	07/18/2011	12/07/2011	4,721.00	4,942.00	-221.00
63.548 HARTFORD DIVIDEND &	01/26/2011	10/18/2011	1,175.00	1,269.00	-94.00
226.691 HARTFORD DIVIDEND	07/18/2011	12/07/2011	4,343.00	4,516.00	-173.00
207.755 T ROWE PRICE INSTL GRWTH-I	10/18/2011	12/07/2011	3,418.00	3,397.00	21.00
59. JANUS PERKINS SMALL CA	01/26/2011	03/28/2011	1,476.00	1,433.00	43.00
165.945 THE JENSEN PORTFOL	01/26/2011	07/18/2011	4,656.00	4,600.00	56.00
182.724 THE JENSEN PORTFOL	08/08/2011	10/18/2011	4,773.00	4,400.00	373.00
560.304 JPMORGAN TR I US E	01/26/2011	07/18/2011	5,900.00	5,900.00	
131.471 LEGG MASON BATTERY MKTS-I	01/26/2011	12/07/2011	2,624.00	3,187.00	-563.00
59.709 MFS RESEARCH INTL-I	01/26/2011	12/07/2011	862.00	966.00	-104.00
54. MANNING & NAPIER WORLD	07/18/2011	12/07/2011	403.00	475.00	-72.00
159.821 NEUBERGER BERMAN H BD-I	08/08/2011	12/07/2011	1,427.00	1,434.00	-7.00
241.858 PIMCO FDS LOW DURA INSTL CL	07/18/2011	08/08/2011	2,525.00	2,531.00	-6.00
447.036 PIMCO FDS LOW DURA INSTL CL	01/26/2011	10/18/2011	4,600.00	4,649.00	-49.00
169.836 PIMCO FDS LOW DURA INSTL CL	01/26/2011	12/07/2011	1,756.00	1,766.00	-10.00

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) 2011

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 HELEN WARDMAN NASELLI MEMORIAL FUND	Employer identification number 52-6121876
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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 2938.749 PACIFIC INVESTMEN INSTITUTIONAL TRUST TOTAL R	09/07/2010	01/26/2011	31,856.00	33,825.00	-1,969.00
29.07 PIMCO COMMODITY REAL STRATEGY-I	07/18/2011	08/08/2011	250.00	266.00	-16.00
116.573 PIMCO COMMODITY RE STRATEGY-I	10/18/2011	12/07/2011	885.00	945.00	-60.00
351.49 PIMCO INVT GRADE CO	05/26/2011	08/08/2011	3,775.00	3,796.00	-21.00
851.675 PIMCO INVT GRADE C	07/18/2011	10/18/2011	8,900.00	9,197.00	-297.00
275.285 PIMCO INVT GRADE C	07/18/2011	12/07/2011	2,835.00	2,912.00	-77.00
225.561 RIDGEWORTH FD-MIDC #RGD5	12/13/2010	01/26/2011	2,777.00	2,621.00	156.00
1883.389 RIDGEWORTH FD-LAR EQTY#RGD4	07/18/2011	10/18/2011	22,450.00	24,564.00	-2,114.00
48.758 RIDGEWORTH FD-LARGE EQTY#RGD4	07/18/2011	12/07/2011	608.00	636.00	-28.00
3190.819 RIDGEWORTH FD-TOT #RGCP	09/07/2010	01/26/2011	33,185.00	35,450.00	-2,265.00
1364.61 RIDGEWORTH FD-SEIX #RGCL	09/07/2010	01/26/2011	13,646.00	12,974.00	672.00
32.5 RIDGEWORTH FD-SEIX HI #RGCL	07/18/2011	08/08/2011	312.00	325.00	-13.00
106.69 RIDGEWORTH FD-SEIX INCM#RG CJ	01/26/2011	08/08/2011	925.00	966.00	-41.00
1219.37 RIDGEWORTH FD-SEIX INCM#RG CJ	01/26/2011	10/18/2011	10,450.00	11,035.00	-585.00
85. RIDGEWORTH FD-SEIX FLT INCM#RG CJ	01/26/2011	12/07/2011	735.00	769.00	-34.00
44.022 RIDGEWORTH FD-LTD M #RGCM	01/26/2011	07/18/2011	475.00	467.00	8.00
164.084 RIDGEWORTH FD-LTD #RGCM	01/26/2011	08/08/2011	1,800.00	1,739.00	61.00
525.478 RIDGEWORTH FD-LTD #RGCM	01/26/2011	10/18/2011	5,775.00	5,570.00	205.00
72.934 RIDGEWORTH FD-LTD M #RGCM	01/26/2011	12/07/2011	805.00	773.00	32.00
188.645 TEMPLETON GLOBAL B	05/26/2011	08/08/2011	2,575.00	2,611.00	-36.00
90.859 TEMPLETON GLOBAL BD	05/26/2011	12/07/2011	1,170.00	1,257.00	-87.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b -7,648.00

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

Schedule D-1 (Form 1041) 2011

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

HELEN WARDMAN NASELLI MEMORIAL FUND

52-6121876

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 912.521 INVESCO SMALL CAP	09/30/2009	07/18/2011	30,131.00	20,696.00	9,435.00
52.717 GOLDMAN SACHS TRGRO OPPORTUNITIES FD INSTL	11/03/2009	01/26/2011	1,300.00	985.00	315.00
233.514 GOLDMAN SACHS TRGR OPPORTUNITIES FD INSTL	11/03/2009	10/18/2011	5,261.00	4,362.00	899.00
182.273 GOLDMAN SACHS TRGR OPPORTUNITIES FD INSTL	11/03/2009	12/07/2011	4,092.00	3,405.00	687.00
10. ISHARES TR BARCLAYS TI	12/29/2009	01/26/2011	1,071.00	1,037.00	34.00
192. ISHARES TR BARCLAYS T	12/29/2009	05/26/2011	21,277.00	19,912.00	1,365.00
875.848 JANUS PERKINS SMAL VALUE-I	09/30/2009	03/28/2011	21,914.00	17,368.00	4,546.00
162.815 THE JENSEN PORTFOL	04/06/2010	07/18/2011	4,569.00	4,171.00	398.00
2874.877 THE JENSEN PORTFO	06/24/2010	10/18/2011	75,092.00	71,052.00	4,040.00
10852.119 JPMORGAN TR I US	06/24/2010	07/18/2011	114,273.00	95,552.00	18,721.00
9897.967 PACIFIC INVESTMEN INSTITUTIONAL TRUST TOTAL R	12/29/2009	01/26/2011	107,294.00	106,997.00	297.00
694.192 PACIFIC INVESTMENT INSTITUTIONAL TRUST TOTAL R	12/29/2009	07/18/2011	7,650.00	7,504.00	146.00
167.877 PACIFIC INVESTMENT INSTITUTIONAL TRUST TOTAL R	12/29/2009	08/08/2011	1,850.00	1,815.00	35.00
154.142 PACIFIC INVESTMENT INSTITUTIONAL TRUST TOTAL R	12/29/2009	12/07/2011	1,672.00	1,666.00	6.00
10.823 PIMCO COMMODITY REA STRATEGY-I	09/30/2009	01/26/2011	100.00	83.00	17.00
32.359 RIDGEWORTH FD-MIDCA #RGD5	09/30/2009	01/26/2011	398.00	308.00	90.00
3526.536 RIDGEWORTH FD-MID #RGD5	09/30/2009	07/18/2011	42,389.00	33,185.00	9,204.00
310.216 RIDGEWORTH FD-LARG EQTY#RGD4	04/15/2008	12/07/2011	3,868.00	3,847.00	21.00
1955.816 RIDGEWORTH FD-TOT #RGCP	09/30/2009	01/26/2011	20,340.00	20,927.00	-587.00
1010.839 RIDGEWORTH FD-TOT #RGCP	09/30/2009	07/18/2011	10,725.00	10,816.00	-91.00
730.415 RIDGEWORTH FD-TOTA #RGCP	09/30/2009	08/08/2011	7,925.00	7,815.00	110.00
1135.74 RIDGEWORTH FD-TOTA #RGCP	09/30/2009	10/18/2011	12,425.00	12,152.00	273.00
371.985 RIDGEWORTH FD-TOTA #RGCP	09/30/2009	12/07/2011	4,099.00	3,980.00	119.00
1500.39 RIDGEWORTH FD-SEIX #RGCL	12/29/2009	01/26/2011	15,004.00	13,597.00	1,407.00
1713.079 RIDGEWORTH FD-SEI #RGCL	09/30/2009	08/08/2011	16,446.00	15,521.00	925.00

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

Schedule D-1 (Form 1041) 2011

FEDERAL CAPITAL GAIN DIVIDENDS

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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

ABERDEEN EQUITY LONG SHORT-I	209.00
ADVISORS CAMBIAR SMALL CAP-I	212.00
FORUM ABSOLUTE STRATEGIES-I	195.00
GOLDMAN SACHS TRGROWTH OPPORTUNITIES FD INSTL	2,591.00
MANNING & NAPIER WORLD OPPTYS-A	1,749.00
NEUBERGER BERMAN HIGH INCOME BD-I	197.00
PIMCO FDS LOW DURATION FD INSTL CL	
PIMCO COMMODITY REALRTN STRATEGY-I	98.00
PIMCO INVT GRADE CORP BD-I	1,195.00
RIDGEWORTH FD-TOTAL RETURN BD #RGCP	1,082.00
TEMPLETON GLOBAL BD-ADV	328.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

7,857.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

7,857.00

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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.



LILLIAN R WARDMAN IRR TR
ACCOUNT NO. 7023236

PORTFOLIO DETAIL
AS OF 12/31/11

PAGE 3

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	288.67 0.03 %	288.67			
31,736.62	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	31,736.62 1.000 2.99 %	31,736.62 1.00	0.00	3	0.01 % 0.00 %
MUTUAL FUNDS						
1,890.112	ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL CUSIP: 003020336	21,093.65 11.160 1.99 %	21,111.80 11.17	18.15-	0	0.00 % 0.00 %
1,257.422	ADVISORS INNER CIRCLE FD CAMBIAR SMALL CAP FD INSTL CL CUSIP: 0075W0593	21,187.56 16.850 2.00 %	23,280.57 18.51	2,093.01-	0	0.00 % 0.00 %
18,041.934	FEDERATED EQUITY FDS STRATEGIC VALUE FD CL INSTL CUSIP: 314172560	87,683.80 4.860 8.26 %	83,714.58 4.64	3,969.22	3,320	3.79 % 0.00 %
3,885.139	FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL CUSIP: 34984T600	42,930.79 11.050 4.05 %	42,969.28 11.06	38.49-	144	0.34 % 0.00 %
1,892.411	GOLDMAN SACHS TR GROWTH OPPORTUNITIES FD INSTL CL CUSIP: 38142Y401	41,784.43 22.080 3.94 %	35,806.87 18.92	5,977.56	0	0.00 % 0.00 %



LILLIAN R WARDMAN IRR TR
ACCOUNT NO. 7023236

PORTFOLIO DETAIL
AS OF 12/31/11

PAGE 4

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
3,081.533	HARBOR FD CAP APPRECIATION FD INSTL CL CUSIP: 411511504	113,708.57 36.900 10.72 %	103,309.67 33.53	10,398.90	133	0.12 % 0.00 %
3,360.651	HARTFORD MUT FDS DIVIDEND & GROWTH INSTL FD CL Y CUSIP: 416645828	64,322.86 19.140 6.06 %	61,373.89 18.26	2,948.97	1,250	1.94 % 0.00 %
2,682.795	LEGG MASON GLOBAL TR BATTERYMARCH EMERGING MKTS TR INSTL CUSIP: 524650607	50,463.37 18.810 4.76 %	56,990.25 21.24	6,526.88-	392	0.78 % 0.00 %
5,974.875	MANNING & NAPIER FDS WORLD OPPTS SER CL A CUSIP: 563821545	39,613.42 6.630 3.73 %	51,333.61 8.59	11,720.19-	1,434	3.62 % 0.00 %
4,456.958	MFS FDS RESEARCH INTL FD INSTL CL CUSIP: 552983470	61,194.03 13.730 5.77 %	64,986.06 14.58	3,792.03-	1,319	2.16 % 0.00 %
3,015.711	NEUBERGER BERMAN INCOME FDS HIGH INCOME BD FD CL INSTL CUSIP: 64128K868	26,869.99 8.910 2.53 %	26,801.06 8.89	68.93	1,960	7.29 % 0.00 %
2,788.455	PIMCO FDS COMMODITY REALRETURN STRATEGY INSTL CUSIP: 722005667	18,236.50 6.540 1.72 %	21,358.60 7.66	3,122.10-	5,555	30.46 % 0.00 %
5,184.89	PIMCO FDS PAC INVT MGMT SER INVT GRADE CORP BD FD INSTL CL CUSIP: 722005816	53,663.61 10.350 5.06 %	54,410.95 10.49	747.34-	2,836	5.28 % 0.00 %
4,130.236	PIMCO FDS LOW DURATION FD INSTL CL CUSIP: 693390304	42,500.13 10.290 4.01 %	42,954.46 10.40	454.33-	913	2.15 % 0.00 %

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PORTFOLIO DETAIL
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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
2,946.105	PIMCO FDS TOTAL RETURN FD INSTL CL CUSIP: 693390700	32,024.16 10.870 3.02 %	31,833.19 10.81	190.97	1,058	3.30 % 0.00 %
4,521.603	T ROWE PRICE FDS LARGE-CAP GROWTH FD INSTL CL CUSIP: 45775L408	72,888.24 16.120 6.87 %	73,928.21 16.35	1,039.97-	0	0.00 % 0.00 %
4,173.587	TEMPLETON INCOME TR GLOBAL BD FD ADVISOR CL CUSIP: 880208400	51,627.27 12.370 4.87 %	56,334.26 13.50	4,706.99-	2,646	5.13 % 0.00 %
TOTAL MUTUAL FUNDS		841,792.38	852,497.31	10,704.93-	22,958	2.73 %
PROPRIETARY FUNDS						
4,302.771	RIDGEWORTH FD-LARGE CAP VALUE EQUITY I SHS #RGD4 CUSIP: 76628R672	53,526.47 12.440 5.04 %	49,385.85 11.48	4,140.62	878	1.64 % 0.00 %
1,934.048	RIDGEWORTH FD-LTD TERM FED MTG SECS I SHS #RGCH CUSIP: 76628T777	21,409.91 11.070 2.02 %	20,500.91 10.60	909.00	497	2.32 % 0.00 %
1,849.333	RIDGEWORTH FD-SEIX FLTG RT HIGH INCM I SHS #RGCI CUSIP: 76628T678	15,996.73 8.650 1.51 %	16,729.91 9.05	733.18-	912	5.70 % 0.00 %
8,939.875	RIDGEWORTH FD-TOTAL RETURN BD I SHS #RGCP CUSIP: 76628T512	96,371.85 10.780 9.08 %	95,424.20 10.67	947.65	3,200	3.32 % 0.00 %



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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
TOTAL PROPRIETARY FUNDS		187,304.96	182,040.87	5,264.09	5,487	2.93 %
PRINCIPAL PORTFOLIO TOTAL		1,061,122.63	1,066,563.47	5,440.84	28,449	2.68 %

TOTAL ASSETS