



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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
THOMAS GUY WOOLFORD SR/CHARIT TR 43-1102875

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

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

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) ▶ \$ **11,664,881.** **J** Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)

A Employer identification number
58-6026070

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

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)
1	Contributions, gifts, grants, etc., received (attach schedule) if the foundation is not required to attach Sch. B				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	332,061.	336,918.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	673,427.			
b	Gross sales price for all assets on line 6a	8,289,681.			
7	Capital gain net income (from Part IV, line 2)		675,970.		
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)	4,422.			STMT 2
12	Total. Add lines 1 through 11	1,009,910.	1,012,888.		
13	Compensation of officers, directors, trustees, etc.	47,955.	39,695.		8,260.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	2,500.	NONE	NONE	2,500.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	5,324.	6,209.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule)				
24	Total operating and administrative expenses. Add lines 13 through 23	55,779.	45,904.	NONE	10,760.
25	Contributions, gifts, grants paid	390,000.			390,000.
26	Total expenses and disbursements. Add lines 24 and 25	445,779.	45,904.	NONE	400,760.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	564,131.			
b	Net investment income (if negative, enter -0-)		966,984.		
c	Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

JSA

Form **990-PF** (2011)

1E1410 1 000

II0514 2TTR 04/26/2012 12:40:15

43-1102875

12
24ENVELOPE
POSTMARK DATE MAY 09 2012OPENED MAY 21 2012
Op@ng and Administrative Expenses

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	990,398.	286,352.	286,353.
	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 ▶	NONE		
	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)	10,139,888.	11,410,609.	11,378,528.
	11	Investments - land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)		NONE	NONE	
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)	11,130,286.	11,696,961.	11,664,881.	
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 ▶ <input type="checkbox"/> 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. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	11,130,286.	11,696,961.	
	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)	11,130,286.	11,696,961.	
	31	Total liabilities and net assets/fund balances (see instructions)	11,130,286.	11,696,961.	

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	11,130,286.
2	Enter amount from Part I, line 27a	2	564,131.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	2,544.
4	Add lines 1, 2, and 3	4	11,696,961.
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	11,696,961.

Form 990-PF (2011)

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 8,219,838.		7,613,711.	606,127.		
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			606,127.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	675,970.	
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.

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	386,036.	11,086,634.	0.03481994625
2009	642,777.	9,949,172.	0.06460607978
2008	797,134.	12,340,851.	0.06459311436
2007	702,646.	14,891,116.	0.04718558367
2006	605,279.	13,689,236.	0.04421568888
2 Total of line 1, column (d)			2 0.25542041294
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 0.05108408259
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 11,976,619.
5 Multiply line 4 by line 3			5 611,815.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 9,670.
7 Add lines 5 and 6			7 621,485.
8 Enter qualifying distributions from Part XII, line 4			8 400,760.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		1	19,340.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> 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	19,340.
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	19,340.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,688.	
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	4,688.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	14,652.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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)? 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.		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? If "Yes," attach a detailed description of the activities.		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		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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col (c), and Part XV	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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2011)

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. ► (404) 827-6529			
Located at ► 25 PARK PLACE, ATLANTA, GA ZIP + 4 ► 30303				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
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 ►				X

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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 ► <input type="checkbox"/>		
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	
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

Form 990-PF (2011)

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**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? ☐ 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** ☒

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****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		47,955.	-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

Form 990-PF (2011)

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	

Form 990-PF (2011)

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	11,926,589.
b	Average of monthly cash balances	1b	232,415.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	12,159,004.
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	12,159,004.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	182,385.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,976,619.
6	Minimum investment return. Enter 5% of line 5	6	598,831.

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	598,831.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	19,340.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	19,340.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	579,491.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	579,491.
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	579,491.

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	400,760.
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	400,760.
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	400,760.

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				579,491.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			NONE	
b Total for prior years 20 <u>09</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	59,623.			
e From 2010	NONE			
f Total of lines 3a through e	59,623.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ <u>400,760.</u>				
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				400,760.
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).)	59,623.			59,623.
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			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				119,108.
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 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 10				
Total			▶ 3a	390,000.
b Approved for future payment				
Total			▶ 3b	

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

**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
SUNTRUST BANK, TRUSTEE

04/26/2012
Date

TRUST OFFICER
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

John E. Kuchler

Date _____

04/26/2012

Check ☐ if
2 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					69,843.	
2,925.00		95.682 INVESCO SMALL CAP GROWTH-I PROPERTY TYPE: SECURITIES 2,299.00					01/15/2010 626.00	01/26/2011
53,800.00		1561.225 INVESCO SMALL CAP GROWTH-I PROPERTY TYPE: SECURITIES 37,516.00					01/15/2010 16,284.00	04/27/2011
175.00		5.084 INVESCO SMALL CAP GROWTH-I PROPERTY TYPE: SECURITIES 154.00					01/28/2011 21.00	04/27/2011
185,400.00		5614.779 INVESCO SMALL CAP GROWTH-I PROPERTY TYPE: SECURITIES 134,923.00					01/15/2010 50,477.00	07/18/2011
24,775.00		1258.892 ADVISORS CAMBIAR SMALL CAP-I PROPERTY TYPE: SECURITIES 23,957.00					03/28/2011 818.00	04/27/2011
108,620.00		5796.15796 ADVISORS CAMBIAR SMALL CAP-I PROPERTY TYPE: SECURITIES 110,301.00					03/28/2011 -1,681.00	07/18/2011
12,380.00		660.61904 ADVISORS CAMBIAR SMALL CAP-I PROPERTY TYPE: SECURITIES 12,572.00					03/28/2011 -192.00	07/18/2011
57,150.00		6328.904 EATON VANCE FLTG-RT-I PROPERTY TYPE: SECURITIES 57,466.00					05/26/2011 -316.00	07/18/2011
13,325.00		1503.95 EATON VANCE FLTG-RT-I PROPERTY TYPE: SECURITIES 13,656.00					05/26/2011 -331.00	08/08/2011
94,625.00		10863.95 EATON VANCE FLTG-RT-I PROPERTY TYPE: SECURITIES 98,645.00					05/26/2011 -4,020.00	10/18/2011

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)	
71,959.00		2000. EQUIFAX INC COM PROPERTY TYPE: SECURITIES 127.00					01/01/1962 71,832.00	01/24/2011
30,349.00		1000. FIDELITY NATL INFORMATION SVCS COM PROPERTY TYPE: SECURITIES 50.00					01/01/1962 30,299.00	01/24/2011
13,150.00		533.252 GOLDMAN SACHS TRGROWTH OPPORTUNI PROPERTY TYPE: SECURITIES 10,990.00					01/15/2010 2,160.00	01/26/2011
4,540.00		170.545 GOLDMAN SACHS TRGROWTH OPPORTUNI PROPERTY TYPE: SECURITIES 4,165.00					01/28/2011 375.00	04/27/2011
73,135.00		2747.374 GOLDMAN SACHS TRGROWTH OPPORTUN PROPERTY TYPE: SECURITIES 56,623.00					01/15/2010 16,512.00	04/27/2011
2,228.00		98.881 GOLDMAN SACHS TRGROWTH OPPORTUNIT PROPERTY TYPE: SECURITIES 2,475.00					07/18/2011 -247.00	10/18/2011
29,447.00		1307.022 GOLDMAN SACHS TRGROWTH OPPORTUN PROPERTY TYPE: SECURITIES 26,938.00					01/15/2010 2,509.00	10/18/2011
1,392.00		13. ISHARES TR BARCLAYS TIPS BD ETF PROPERTY TYPE: SECURITIES 1,401.00					09/07/2010 -9.00	01/26/2011
44,105.00		398. ISHARES TR BARCLAYS TIPS BD ETF PROPERTY TYPE: SECURITIES 43,640.00					04/27/2011 465.00	05/26/2011
184,399.00		1664. ISHARES TR BARCLAYS TIPS BD ETF PROPERTY TYPE: SECURITIES 174,834.00					01/15/2010 9,565.00	05/26/2011
4,459.00		33. ISHARES TR S&P 500 INDEX FD PROPERTY TYPE: SECURITIES 3,798.00					01/15/2010 661.00	04/27/2011

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)	
115,663.00		856. ISHARES TR S&P 500 INDEX FD PROPERTY TYPE: SECURITIES 111,527.00				01/28/2011 4,136.00	04/27/2011
1288926.00		9861. ISHARES TR S&P 500 INDEX FD PROPERTY TYPE: SECURITIES 1128349.00				06/24/2010 160,577.00	07/18/2011
64,001.00		571. ISHARES IBOXB INVT GRADE CORP BD ET PROPERTY TYPE: SECURITIES 63,523.00				07/18/2011 478.00	08/08/2011
16,343.00		355. ISHARES RUSSELL MIDCAP VALUE INDEX PROPERTY TYPE: SECURITIES 13,581.00				01/15/2010 2,762.00	01/26/2011
514,662.00		10860. ISHARES RUSSELL MIDCAP VALUE INDE PROPERTY TYPE: SECURITIES 415,450.00				01/15/2010 99,212.00	03/28/2011
3,033.00		64. ISHARES RUSSELL MIDCAP VALUE INDEX PROPERTY TYPE: SECURITIES 2,974.00				01/28/2011 59.00	03/28/2011
123,934.00		1785. ISHARES TR RUSSELL 1000 VALUE INDE PROPERTY TYPE: SECURITIES 119,280.00				01/28/2011 4,654.00	04/27/2011
30,579.00		459. ISHARES TR RUSSELL 1000 VALUE INDEX PROPERTY TYPE: SECURITIES 27,269.00				01/15/2010 3,310.00	07/18/2011
14,324.00		215. ISHARES TR RUSSELL 1000 VALUE INDEX PROPERTY TYPE: SECURITIES 14,359.00				01/26/2011 -35.00	07/18/2011
36,525.00		613. ISHARES TR RUSSELL 1000 VALUE INDEX PROPERTY TYPE: SECURITIES 36,418.00				01/15/2010 107.00	10/18/2011
109,270.00		1770. ISHARES TR RUSSELL 1000 GROWTH IND PROPERTY TYPE: SECURITIES 104,838.00				01/28/2011 4,432.00	04/27/2011

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)	
81,551.00		1321. ISHARES TR RUSSELL 1000 GROWTH IND PROPERTY TYPE: SECURITIES 67,081.00				01/15/2010 14,470.00	04/27/2011
24,503.00		436. ISHARES TR RUSSELL 1000 GROWTH INDE PROPERTY TYPE: SECURITIES 26,572.00				07/18/2011 -2,069.00	10/18/2011
197,982.00		2155. ISHARES IBOXX \$HIGHYLD CORP BD ETF PROPERTY TYPE: SECURITIES 192,652.00				01/15/2010 5,330.00	05/26/2011
118,881.00		1294. ISHARES IBOXX \$HIGHYLD CORP BD ETF PROPERTY TYPE: SECURITIES 119,402.00				04/27/2011 -521.00	05/26/2011
108,452.00		1285. ISHARES IBOXX \$HIGHYLD CORP BD ETF PROPERTY TYPE: SECURITIES 112,518.00				07/18/2011 -4,066.00	08/08/2011
63,890.00		757. ISHARES IBOXX \$HIGHYLD CORP BD ETF PROPERTY TYPE: SECURITIES 67,637.00				06/24/2010 -3,747.00	08/08/2011
83,130.00		778. ISHARES BARCLAYS MBS BD ETF PROPERTY TYPE: SECURITIES 83,202.00				05/26/2011 -72.00	07/18/2011
107.00		1. ISHARES BARCLAYS MBS BD ETF PROPERTY TYPE: SECURITIES 107.00				05/26/2011	08/08/2011
42,361.00		394. ISHARES BARCLAYS MBS BD ETF PROPERTY TYPE: SECURITIES 42,136.00				05/26/2011 225.00	08/08/2011
69,156.00		644. ISHARES BARCLAYS MBS BD ETF PROPERTY TYPE: SECURITIES 68,872.00				05/26/2011 284.00	10/18/2011
20,843.00		833.045 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES 20,425.00				01/28/2011 418.00	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)	
255,027.00		10192.927 JANUS PERKINS SMALL CAP VALUE-PROPERTY TYPE: SECURITIES 206,335.00				01/15/2010 48,692.00	03/28/2011
70,200.00		2757.266 LEGG MASON BATTERYMRC EMRG MKTS PROPERTY TYPE: SECURITIES 66,836.00				01/26/2011 3,364.00	04/27/2011
81,050.00		4736.996 MFS RESEARCH INTL-I PROPERTY TYPE: SECURITIES 76,645.00				01/26/2011 4,405.00	04/27/2011
6,454.00		643.446 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES 5,972.00				01/28/2011 482.00	04/27/2011
36,946.00		3683.573 PIMCO COMMODITY REALRTN STRATEG PROPERTY TYPE: SECURITIES 30,721.00				01/15/2010 6,225.00	04/27/2011
3,250.00		377.907 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES 3,462.00				07/18/2011 -212.00	08/08/2011
12,078.00		1554.407 PIMCO COMMODITY REALRTN STRATEG PROPERTY TYPE: SECURITIES 14,238.00				07/18/2011 -2,160.00	10/18/2011
196,290.00		25262.559 PIMCO COMMODITY REALRTN STRATE PROPERTY TYPE: SECURITIES 208,561.00				06/24/2010 -12,271.00	10/18/2011
36,600.00		1325.128 RS INVT TR VALUE-Y PROPERTY TYPE: SECURITIES 35,474.00				03/28/2011 1,126.00	04/27/2011
20,250.00		788.551 RS INVT TR VALUE-Y PROPERTY TYPE: SECURITIES 21,110.00				03/28/2011 -860.00	07/18/2011
22,100.00		973.997 RS INVT TR VALUE-Y PROPERTY TYPE: SECURITIES 26,074.00				03/28/2011 -3,974.00	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)	
124,335.00		6965.553 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES 96,125.00				01/15/2010 28,210.00	01/26/2011
29,231.00		1000. SUNTRUST BANKS INC COM PROPERTY TYPE: SECURITIES 313.00				05/20/1952 28,918.00	01/24/2011
29,050.00		2128.205 TEMPLETON GLOBAL BD-ADV PROPERTY TYPE: SECURITIES 29,752.00				04/27/2011 -702.00	08/08/2011
485,965.00		6000. VANGUARD BD INDEX SHORT TERM BD ET PROPERTY TYPE: SECURITIES 483,352.00				04/27/2011 2,613.00	05/26/2011
70,681.00		870. VANGUARD BD INDEX SHORT TERM BD ETF PROPERTY TYPE: SECURITIES 70,083.00				01/26/2011 598.00	07/18/2011
33,497.00		411. VANGUARD BD INDEX SHORT TERM BD ETF PROPERTY TYPE: SECURITIES 33,108.00				01/26/2011 389.00	08/08/2011
76,327.00		940. VANGUARD BD INDEX SHORT TERM BD ETF PROPERTY TYPE: SECURITIES 75,722.00				01/26/2011 605.00	10/18/2011
469,369.00		5859. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES 482,670.00				09/07/2010 -13,301.00	01/26/2011
1129397.00		14092. VANGUARD BD INDEX TOTAL BD MKT ET PROPERTY TYPE: SECURITIES 1119025.00				01/15/2010 10,372.00	01/26/2011
26,768.00		334.00013 VANGUARD BD INDEX TOTAL BD MKT PROPERTY TYPE: SECURITIES 27,515.00				09/07/2010 -747.00	01/26/2011
114,687.00		1430.99987 VANGUARD BD INDEX TOTAL BD MK PROPERTY TYPE: SECURITIES 117,887.00				09/07/2010 -3,200.00	01/26/2011

**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)	
395,777.00		4855. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES 385,528.00					01/15/2010 10,249.00	05/26/2011
286,704.00		3517. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES 284,279.00					04/27/2011 2,425.00	05/26/2011
54,571.00		667. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES 52,965.00					01/15/2010 1,606.00	07/18/2011
55,581.00		672. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES 53,363.00					01/15/2010 2,218.00	08/08/2011
61,363.00		738. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES 58,603.00					01/15/2010 2,760.00	10/18/2011
TOTAL GAIN(LOSS)							----- 675,970. =====	

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INTEREST	332,061.	336,918.
TOTAL	332,061.	336,918.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL TAX REFUND	4,422.

TOTALS	4,422.
	=====

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	636.	
FEDERAL TAX ESTIMATE	4,688.	
FOREIGN TAXES		6,209.
	-----	-----
TOTALS	5,324.	6,209.
	=====	=====

THOMAS GUY WOOLFORD SR/CHARIT TR 43-1102875
FORM 990PF, PART II - CORPORATE BONDS
=====

58-6026070

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED STATEMENT	11,410,609.	11,378,528.
	-----	-----
TOTALS	11,410,609.	11,378,528.
	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
ST WASH SALE ADJUSTMENT	2,544.

TOTAL	2,544.
	=====

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

=====

OFFICER NAME:

SUNTRUST BANK

ADDRESS:

P.O. BOX 4655

ATLANTA, GA 30302

TITLE:

TRUSTEE

COMPENSATION 47,955.

OFFICER NAME:

JENNER WOOD

ADDRESS:

P.O. BOX 4655

ATLANTA, GA 30302

TITLE:

CHAIRMAN, AS REQ'D

OFFICER NAME:

JOHN GERAGHTY

ADDRESS:

P.O. BOX 4655

ATLANTA, GA 30302

TITLE:

DIST COMM, AS REQ'D

OFFICER NAME:

DAVE DIERKER

ADDRESS:

P.O. BOX 4655

ATLANTA, GA 30302

TITLE:

DIST COMM, AS REQ'D

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

=====

OFFICER NAME:

KIRBY THOMPSON

ADDRESS:

P.O. BOX 4655

ATLANTA, GA 30302

TITLE:

SECRETARY, AS REQ'D

TOTAL COMPENSATION:

47,955.

=====

=====

RECIPIENT NAME:

SEE ATTACHED GRANT APPLICATION
FORM, INFORMATION AND MATERIALS:
GRANT APPLICATION (SEE ATTACHMENT)

SUBMISSION DEADLINES:

N/A

RESTRICTIONS OR LIMITATIONS ON AWARDS:

CAPITAL IMPROVEMENT AND SPECIAL COMMUNITY PROJECTS FOR THE
METROPOLITAN ATLANTA AREA TO 501(C)(3) ORGANIZATIONS IN GOOD STANDING.

SunTrust Bank Common Application Form

For the English Memorial Fund, Harriet Marshall Fund, Thomas Guy Woolford Fund,
and the Rich Memorial Fund

Qualifications and Guidelines

The geographic focus of this fund is Metropolitan Atlanta ONLY. Community benefit and return on investment are primary considerations in distribution decisions.

The Trustees will consider requests for grants for capital improvements such as buildings, furniture and equipment, and alterations to existing structures. Applications will be considered for special projects of a community nature, special studies, surveys, research and pilot programs which do not commit the funds to recurring expenditures.

Grants from the Foundation are made by the Distribution Committee to non-profit Metropolitan Atlanta organizations that have legitimate needs and a worthwhile purpose. This fund will not consider requests for general operating support such as salaries, maintenance, and debt service, and requests by political organizations, churches or individuals. Usually grants will only be made to organizations with records of successful operation without a deficit for at least a year.

Other Committee considerations include:

- o Emphasis on Metropolitan Atlanta
- o Organization/ community coordination and support
- o Timeliness and precedence
- o Organization management and governance
- o Grant multiplier effect
- o Human value and self-help emphasis
- o Ultimate benefit to the community
- o Financial management

Periodic program reports from grant recipients are expected by the Committee. Brief reports should be mailed to the Secretary.

SUNTRUST

Grant Application Form Instructions

- Please complete all sections of the form below.

• We prefer that this form be no longer than two pages when completed. Therefore, please limit your answers to fit in the spaces provided.

• Please include the following required attachments:

Support Material

- A) Attach a copy of the Organization's 501(C)(3) federal tax exemption letter from the IRS.
- B) Attach a written statement from the CEO of the organization stating that the 501(C)(3) tax exempt status has not been modified, amended or withdrawn and remains in full force and effect. If the organization's name has changed within the last five (5) years, briefly describe the circumstances for the change.
- C) Attach a list of the Organization's Board of Directors and their affiliations

Financial Information

Please attach the following and the corresponding dates that each document covers:

- A) Organization's most recent, completed full year Financial Statement (revenue, expenses and balance sheet), audited, if available
- B) Organization's current Annual Operating Budget
- C) Organization's projected Operating Budget for the coming year
- D) A current Expense Budget for the project

• Once you have completed the form, print it out and mail to SunTrust, along with the requested supplemental information, to:

Mr. Raymond B. King, Group Vice President
SunTrust Bank, Atlanta
Community Affairs Foundations Program
P.O. Box 4418, Mail Code 041
Atlanta, GA 30302



SunTrust Bank Atlanta Foundation Grant Application Form

General Information

Organization Name:	
Address:	
City/State/Zip:	
Phone:	Fax:
E-Mail Address:	Website Address:
Contact Person/ Position:	Contact Phone Number:

Grant Request

Date of Request:	Amount Requested \$
Total Project Cost: \$	Total Organization Budget for this year. \$

Statement of Organization's Mission or Purpose:
--

Names and Roles of Organization's Key Leadership (Staff):
1.
2.

Project or Purpose of Grant Request:

Impact of Grant Requested on your Organization and the Community:
--

Evaluation

Briefly Explain.

A) The Timetable for Specific Goals and Objectives:
--

B) How will you measure the effectiveness/success of the project/activity?

C) Who will be involved in the Evaluation Process – Staff, Board, Constituents, Community, Consultants?

D) How will the evaluation results be used?

Additional Information

A) List other major commitments for the project specified in this grant request (name and amount):

	\$
	\$
	\$
	\$

B) List other major solicitations for the project specified in this grant request (name and amount):

	\$
	\$
	\$
	\$

C) List Percentage and Dollar Amount of Board Participation towards this project and for the year:

	%
	\$

D) List any United Way support (if applicable):

\$

Internal Use Only — Do not write in this space.

Most Recent Grant	\$	Date:	STBA \$	E \$	M \$	R \$
Previous Grant(s)	#	\$				
Recommendation	\$	STBA \$	E \$	M \$	R \$	

THOMAS GUY WOOLFORD SR/CHARIT TR 43-1102875 58-6026070
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

SEE ATTACHED STATEMENT

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 390,000.

TOTAL GRANTS PAID:

390,000.

=====

STATEMENT 10

311 CASH CONTRIBUTIONS

SEE ATTACHED STATEMENT - SEE ATTACHED

02/04/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT APPROVED GRANTS FOR: SEE ATTACHED PAID TO: DARLINGTON SCHOOL TR TRAN#=IN000642000024 TR CD=105 REG=0 PORT=INC	-50000.00	-50000 00	**CHANGED** 05/31/11 DNB	1102000018
02/04/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT APPROVED GRANTS FOR: SEE ATTACHED PAID TO: HENRY W. GRADY HEALTH SYSTEM FDN. TR TRAN#=IN000642000026 TR CD=105 REG=0 PORT=INC	-40000.00	-40000 00	**CHANGED** 05/31/11 DNB	1102000020
02/04/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT APPROVED GRANTS FOR: SEE ATTACHED PAID TO: HABITAT FOR HUMANITY NORTH CENTRAL GEORGIA TR TRAN#=IN000642000025 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	**CHANGED** 05/31/11 DNB	1102000019
02/04/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT APPROVED GRANTS FOR: SEE ATTACHED PAID TO: BARTOW HISTORY MUSEUM TR TRAN#=IN000642000028 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00	**CHANGED** 05/31/11 DNB	1102000022
02/04/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT APPROVED GRANTS FOR: SEE ATTACHED PAID TO: WHITEFIELD ACADEMY TR TRAN#=IN000642000029 TR CD=105 REG=0 PORT=INC	-25000.00	-25000.00	**CHANGED** 05/31/11 DNB	1102000023
02/04/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT APPROVED GRANTS FOR: SEE ATTACHED PAID TO: MEDICAL COLLEGE OF GEORGIA TR TRAN#=IN000642000027 TR CD=105 REG=0 PORT=INC	-25000.00	-25000 00	**CHANGED** 05/31/11 DNB	1102000021
06/01/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEE ATTACHED PAID TO: LIVABLE COMMUNITIES COALITION TR TRAN#=IN000037000022 TR CD=105 REG=0 PORT=INC	-15000.00	-15000.00	**CHANGED** 11/22/11 EJC	1106000007
06/01/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION	-25000.00	-25000.00	**CHANGED** 11/22/11 EJC	1106000005

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311 CASH CONTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - SEE ATTACHED (CONTINUED)				
FOR: SEE ATTACHED PAID TO: ST. MARTIN'S EPISCOPAL SCHOOL TR TRAN#=IN000037000020 TR CD=105 REG=0 PORT=INC				
06/01/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEE ATTACHED PAID TO: THE BELTLINE PARTNERSHIP TR TRAN#=IN000037000021 TR CD=105 REG=0 PORT=INC	-50000.00	-50000.00		1106000006 **CHANGED** 11/22/11 EJC
10/28/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GRANT FOR: SEE ATTACHED PAID TO: APALACHICOLA-CHATTAHOOCHEE- FLINT STAKEHOLDERS, INC. TR TRAN#=IN002939000008 TR CD=105 REG=0 PORT=INC	-25000.00	-25000.00		1110000028 **CHANGED** 11/22/11 EJC
10/28/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GRANT FOR: SEE ATTACHED PAID TO: THE FRAZER CENTER TR TRAN#=IN002939000009 TR CD=105 REG=0 PORT=INC	-20000.00	-20000.00		1110000029 **CHANGED** 11/22/11 EJC
10/28/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GRANT FOR: SEE ATTACHED PAID TO: THE GEORGIA CONSERVANCY TR TRAN#=IN002939000010 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00		1110000030 **CHANGED** 11/22/11 EJC
10/28/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GRANT FOR: SEE ATTACHED PAID TO: GEORGIA HISTORICAL SOCIETY TR TRAN#=IN002939000011 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00		1110000031 **CHANGED** 11/22/11 EJC
10/28/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GRANT FOR: SEE ATTACHED PAID TO: GWINNETT TECH FOUNDATION TR TRAN#=IN002939000012 TR CD=105 REG=0 PORT=INC	-30000.00	-30000.00		1110000032 **CHANGED** 11/22/11 EJC
10/28/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GRANT FOR: SEE ATTACHED PAID TO: JACOB'S LADDER NEURODEVELOPMENTAL LEARNING CENTER TR TRAN#=IN002939000013 TR CD=105 REG=0 PORT=INC	-20000.00	-20000.00		1110000033 **CHANGED** 11/22/11 EJC
10/28/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GRANT FOR: SEE ATTACHED PAID TO: GEORGIA TECH FOUNDATION TR TRAN#=IN002939000014 TR CD=105 REG=0 PORT=INC	-25000.00	-25000.00		1110000034 **CHANGED** 11/22/11 EJC
TOTAL CODE 311 - CASH CONTRIBUTIONS	-390000.00	-390000.00	0.00	

**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

THOMAS GUY WOOLFORD SR/CHARIT TR 43-1102875

Employer identification number

58-6026070

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** -3,798.**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** -3,798.**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					69,843.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b **6b** 609,925.**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** 679,768.

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

Schedule D (Form 1041) 2011

JSA

1F1210 2 000

II0514 2TTR 04/26/2012 12:40:15

43-1102875

35 -

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13 Net short-term gain or (loss)	13			-3,798.
14 Net long-term gain or (loss):				
a Total for year	14a			679,768.
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			675,970.

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? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> 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? <input type="checkbox"/> Yes. Skip lines 27 thru 30; go to line 31. <input type="checkbox"/> 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

THOMAS GUY WOOLFORD SR/CHARIT TR 43-1102875

Employer identification number

58-6026070

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 5.084 INVESCO SMALL CAP GR	01/28/2011	04/27/2011	175.00	154.00	21.00
1258.892 ADVISORS CAMBIAR	03/28/2011	04/27/2011	24,775.00	23,957.00	818.00
5796.15796 ADVISORS CAMBIA CAP-I	03/28/2011	07/18/2011	108,620.00	110,301.00	-1,681.00
660.61904 ADVISORS CAMBIAR	03/28/2011	07/18/2011	12,380.00	12,572.00	-192.00
6328.904 EATON VANCE FLTG-	05/26/2011	07/18/2011	57,150.00	57,466.00	-316.00
1503.95 EATON VANCE FLTG-R	05/26/2011	08/08/2011	13,325.00	13,656.00	-331.00
10863.95 EATON VANCE FLTG-	05/26/2011	10/18/2011	94,625.00	98,645.00	-4,020.00
170.545 GOLDMAN SACHS TRGR OPPORTUNITIES FD INSTL	01/28/2011	04/27/2011	4,540.00	4,165.00	375.00
98.881 GOLDMAN SACHS TRGRO OPPORTUNITIES FD INSTL	07/18/2011	10/18/2011	2,228.00	2,475.00	-247.00
13. ISHARES TR BARCLAYS TI	09/07/2010	01/26/2011	1,392.00	1,401.00	-9.00
398. ISHARES TR BARCLAYS T	04/27/2011	05/26/2011	44,105.00	43,640.00	465.00
856. ISHARES TR S&P 500 IN	01/28/2011	04/27/2011	115,663.00	111,527.00	4,136.00
571. ISHARES IBOXX INVT GR ETF	07/18/2011	08/08/2011	64,001.00	63,523.00	478.00
64. ISHARES RUSSELL MIDCAP	01/28/2011	03/28/2011	3,033.00	2,974.00	59.00
1785. ISHARES TR RUSSELL 1 INDEX FD	01/28/2011	04/27/2011	123,934.00	119,280.00	4,654.00
215. ISHARES TR RUSSELL 10 INDEX FD	01/26/2011	07/18/2011	14,324.00	14,359.00	-35.00
1770. ISHARES TR RUSSELL 1 INDEX	01/28/2011	04/27/2011	109,270.00	104,838.00	4,432.00
436. ISHARES TR RUSSELL 10 INDEX	07/18/2011	10/18/2011	24,503.00	26,572.00	-2,069.00
1294. ISHARES IBOXX \$HIGHY ETF	04/27/2011	05/26/2011	118,881.00	119,402.00	-521.00
1285. ISHARES IBOXX \$HIGHY ETF	07/18/2011	08/08/2011	108,452.00	112,518.00	-4,066.00
778. ISHARES BARCLAYS MBS	05/26/2011	07/18/2011	83,130.00	83,202.00	-72.00
1. ISHARES BARCLAYS MBS BD	05/26/2011	08/08/2011	107.00	107.00	
394. ISHARES BARCLAYS MBS	05/26/2011	08/08/2011	42,361.00	42,136.00	225.00
644. ISHARES BARCLAYS MBS	05/26/2011	10/18/2011	69,156.00	68,872.00	284.00

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

THOMAS GUY WOOLFORD SR/CHARIT TR 43-1102875

Employer identification number

58-6026070

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 833.045 JANUS PERKINS SMALL VALUE-I	01/28/2011	03/28/2011	20,843.00	20,425.00	418.00
2757.266 LEGG MASON BATTER MKTS-I	01/26/2011	04/27/2011	70,200.00	66,836.00	3,364.00
4736.996 MFS RESEARCH INTL	01/26/2011	04/27/2011	81,050.00	76,645.00	4,405.00
643.446 PIMCO COMMODITY RE STRATEGY-I	01/28/2011	04/27/2011	6,454.00	5,972.00	482.00
377.907 PIMCO COMMODITY RE STRATEGY-I	07/18/2011	08/08/2011	3,250.00	3,462.00	-212.00
1554.407 PIMCO COMMODITY R STRATEGY-I	07/18/2011	10/18/2011	12,078.00	14,238.00	-2,160.00
1325.128 RS INVT TR VALUE-	03/28/2011	04/27/2011	36,600.00	35,474.00	1,126.00
788.551 RS INVT TR VALUE-Y	03/28/2011	07/18/2011	20,250.00	21,110.00	-860.00 *
973.997 RS INVT TR VALUE-Y	03/28/2011	10/18/2011	22,100.00	26,074.00	-3,974.00
2128.205 TEMPLETON GLOBAL	04/27/2011	08/08/2011	29,050.00	29,752.00	-702.00 *
6000. VANGUARD BD INDEX SH ETF	04/27/2011	05/26/2011	485,965.00	483,352.00	2,613.00
870. VANGUARD BD INDEX SHO ETF	01/26/2011	07/18/2011	70,681.00	70,083.00	598.00
411. VANGUARD BD INDEX SHO ETF	01/26/2011	08/08/2011	33,497.00	33,108.00	389.00
940. VANGUARD BD INDEX SHO ETF	01/26/2011	10/18/2011	76,327.00	75,722.00	605.00
5859. VANGUARD BD INDEX TO ETF	09/07/2010	01/26/2011	469,369.00	482,670.00	-13,301.00
334.00013 VANGUARD BD INDE MKT ETF	09/07/2010	01/26/2011	26,768.00	27,515.00	-747.00 *
1430.99987 VANGUARD BD IND MKT ETF	09/07/2010	01/26/2011	114,687.00	117,887.00	-3,200.00
3517. VANGUARD BD INDEX TO ETF	04/27/2011	05/26/2011	286,704.00	284,279.00	2,425.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b **-3,798.00**

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

THOMAS GUY WOOLFORD SR/CHARIT TR 43-1102875

58-6026070

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 95.682 INVESCO SMALL CAP G	01/15/2010	01/26/2011	2,925.00	2,299.00	626.00
1561.225 INVESCO SMALL CAP	01/15/2010	04/27/2011	53,800.00	37,516.00	16,284.00
5614.779 INVESCO SMALL CAP	01/15/2010	07/18/2011	185,400.00	134,923.00	50,477.00
2000. EQUIFAX INC COM	01/01/1962	01/24/2011	71,959.00	127.00	71,832.00
1000. FIDELITY NATL INFORM COM	01/01/1962	01/24/2011	30,349.00	50.00	30,299.00
533.252 GOLDMAN SACHS TRGR OPPORTUNITIES FD INSTL	01/15/2010	01/26/2011	13,150.00	10,990.00	2,160.00
2747.374 GOLDMAN SACHS TRG OPPORTUNITIES FD INSTL	01/15/2010	04/27/2011	73,135.00	56,623.00	16,512.00
1307.022 GOLDMAN SACHS TRG OPPORTUNITIES FD INSTL	01/15/2010	10/18/2011	29,447.00	26,938.00	2,509.00
1664. ISHARES TR BARCLAYS	01/15/2010	05/26/2011	184,399.00	174,834.00	9,565.00
33. ISHARES TR S&P 500 IND	01/15/2010	04/27/2011	4,459.00	3,798.00	661.00
9861. ISHARES TR S&P 500 I	06/24/2010	07/18/2011	1,288,926.00	1,128,349.00	160,577.00
355. ISHARES RUSSELL MIDCA INDEX	01/15/2010	01/26/2011	16,343.00	13,581.00	2,762.00
10860. ISHARES RUSSELL MID INDEX	01/15/2010	03/28/2011	514,662.00	415,450.00	99,212.00
459. ISHARES TR RUSSELL 10 INDEX FD	01/15/2010	07/18/2011	30,579.00	27,269.00	3,310.00
613. ISHARES TR RUSSELL 10 INDEX FD	01/15/2010	10/18/2011	36,525.00	36,418.00	107.00
1321. ISHARES TR RUSSELL 1 INDEX	01/15/2010	04/27/2011	81,551.00	67,081.00	14,470.00
2155. ISHARES IBOXX \$HIGHY ETF	01/15/2010	05/26/2011	197,982.00	192,652.00	5,330.00
757. ISHARES IBOXX \$HIGHYL ETF	06/24/2010	08/08/2011	63,890.00	67,637.00	-3,747.00
10192.927 JANUS PERKINS SM VALUE-I	01/15/2010	03/28/2011	255,027.00	206,335.00	48,692.00
3683.573 PIMCO COMMODITY R STRATEGY-I	01/15/2010	04/27/2011	36,946.00	30,721.00	6,225.00
25262.559 PIMCO COMMODITY STRATEGY-I	06/24/2010	10/18/2011	196,290.00	208,561.00	-12,271.00
6965.553 ROWE T PRICE REAL COM	01/15/2010	01/26/2011	124,335.00	96,125.00	28,210.00
1000. SUNTRUST BANKS INC C	05/20/1952	01/24/2011	29,231.00	313.00	28,918.00
14092. VANGUARD BD INDEX T ETF	01/15/2010	01/26/2011	1,129,397.00	1,119,025.00	10,372.00
4855. VANGUARD BD INDEX TO ETF	01/15/2010	05/26/2011	395,777.00	385,528.00	10,249.00

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

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

THOMAS GUY WOOLFORD SR/CHARIT TR 43-1102875

58-6026070

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

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	609,925.00
---	------------

Schedule D-1 (Form 1041) 2011

FEDERAL CAPITAL GAIN DIVIDENDS

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

INVESCO SMALL CAP GROWTH-I	2,292.00
ADVISORS CAMBIAR SMALL CAP-I	1,375.00
GOLDMAN SACHS TRGROWTH OPPORTUNITIES FD INSTL	29,868.00
MANNING & NAPIER WORLD OPPTYS-A	25,288.00
NEUBERGER BERMAN HIGH INCOME BD-I	2,396.00
TEMPLETON GLOBAL BD-ADV	3,853.00
VANGUARD BD INDEX SHORT TERM BD ETF	2,606.00
VANGUARD BD INDEX TOTAL BD MKT ETF	2,165.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

69,843.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

69,843.00

=====

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

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



THOMAS GUY WOOLFORD SR/CHARIT TR
ACCOUNT NO. 1102875

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
<u>PRINCIPAL PORTFOLIO</u>						
	PRINCIPAL CASH	2,551,432.51 21.87 %	2,551,432.51			
<u>STIF & MONEY MARKET FUNDS</u>						
286,353.49	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	286,353.49 1.000 2.45 %	286,353.49 1.00	0.00	29	0.01 % 0.00 %
<u>EQUITY SECURITIES</u>						
<u>MUTUAL FUNDS-EQUITY</u>						
12,507	ISHARES TR DOW JONES SELECT DIVID INDEX CUSIP: 464287168	672,501.39 53.770 5.77 %	651,484.17 52.09	21,017.22	23,113	3.44 % 0.00 %
37,619	ISHARES TR RUSSELL 1000 GROWTH INDEX FD CUSIP: 464287614	2,174,002.01 57.790 18.64 %	1,959,212.02 52.08	214,789.99	30,283	1.39 % 0.00 %
18,803	ISHARES TR RUSSELL 1000 VALUE INDEX FD CUSIP: 464287598	1,193,614.44 63.480 10.23 %	1,111,945.06 59.14	81,669.38	27,415	2.30 % 0.00 %
TOTAL MUTUAL FUNDS-EQUITY			3,722,641.25	317,476.59	80,811	2.00 %



THOMAS GUY WOOLFORD SR/CHARIT TR
ACCOUNT NO. 1102875

PORTFOLIO DETAIL
AS OF 12/31/11

PAGE 4

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE X OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
MUTUAL FUNDS-FIXED INCOME						
5,916	ISHARES TR BARCLAYS MBS BD ETF CUSIP: 464288588	639,342.12 108.070 5.48 X	632,678.93 106.94	6,663.19	21,304	3.33 X 0.00 X
9,121	ISHARES TR IBOXX INVT GRADE CORP BD ETF CUSIP: 464287242	1,037,604.96 113.760 8.90 X	1,002,393.88 109.90	35,211.08	45,550	4.39 X 0.00 X
6,275	VANGUARD BD INDEX FDS SHORT TERM BD ETF CUSIP: 921937827	507,271.00 80.840 4.35 X	505,484.51 80.56	1,786.49	9,726	1.92 X 0.00 X
9,211	VANGUARD BD INDEX FD INC TOTAL BD MARKET ETF CUSIP: 921937835	769,486.94 83.540 6.60 X	731,431.70 79.41	38,055.24	24,004	3.12 X 0.00 X
TOTAL MUTUAL FUNDS-FIXED INCOME			2,871,989.02	81,716.00	100,584	3.41 X
TOTAL EQUITY SECURITIES			6,594,630.27	399,192.59	181,395	2.59 X



THOMAS GUY WOOLFORD SR/CHARIT YR
ACCOUNT NO. 1102875

PORTFOLIO DETAIL
AS OF 12/31/11

PAGE 5

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE X OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (CFD TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
MUTUAL FUNDS						
7,872.613	ADVISORS INNER CIRCLE FD CAMBIAR SMALL CAP FD INSTL CL CUSIP: 0075W0593	132,653.53 16.850 1.14 %	145,337.39 18.46	12,683.86-	0	0.00 % 0.00 %
21,939.209	EATON VANCE MUT FDS TR FLTG-RT FD CL I CUSIP: 277911491	193,284.43 8.810 1.66 %	199,208.02 9.08	5,923.59-	8,271	4.28 % 0.00 %
22,521.621	GOLDMAN SACHS TR GROWTH OPPORTUNITIES FD INSTL CL CUSIP: 38142Y401	497,277.39 22.080 4.26 %	463,921.03 20.60	33,356.36	0	0.00 % 0.00 %
4,380.568	INVESCO GROWTH SER SMALL CAP GROWTH FD CL INSTL CUSIP: 00141M622	128,219.23 29.270 1.10 %	107,532.63 24.55	20,686.60	0	0.00 % 0.00 %
32,401.739	LEGG MASON GLOBAL TR BATTERYMARCH EMERGING MKTS TR INSTL CUSIP: 52465U607	609,476.71 18.810 5.22 %	706,919.48 21.82	97,442.77-	4,731	0.78 % 0.00 %
83,115.208	MANNING & NAPIER FDS WORLD OPPTY'S SER CL A CUSIP: 563821545	551,053.83 6.630 4.72 %	715,025.00 8.60	163,971.17-	19,948	3.62 % 0.00 %
69,417.251	MFS FDS RESEARCH INTL FD INSTL CL CUSIP: 552983470	953,098.86 13.730 8.17 %	1,047,938.80 15.10	94,839.94-	20,548	2.16 % 0.00 %
36,300.37	NEUBERGER BERMAN INCOME FDS HIGH INCOME BD FD CL INSTL CUSIP: 64128K868	323,436.30 8.910 2.77 %	322,450.00 8.88	986.30	23,595	7.30 % 0.00 %



THOMAS GUY WOOLFORD SR/CHARIT TR
ACCOUNT NO. 1102875

PORTFOLIO DETAIL
AS OF 12/31/11

PAGE 6

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
16,940.538	RS INVT TR VALUE FD CL Y CUSIP: 74972H614	392.851.08 23.190 3.37 X	448,027.42 26.45	55,176.34-	0	0.00 X 0.00 X
48,775.565	TEMPLETON INCOME TR GLOBAL BD FD ADVISOR CL CUSIP: 880208400	603,353.74 12.370 5.17 X	659,614.21 13.52	56,260.47-	30,924	5.13 X 0.00 X
TOTAL MUTUAL FUNDS		4,384,705.10	4,815,973.98	431,268.88-	108,016	2.46 X

MISCELLANEOUS ASSETS

1	CLASS ACTION PENDING AOL/TIME WARNER ON RCPT OF FINAL PMT CUSIP: 997000JAS	0.00 0.000 0.00 X	1.00 1.00	1.00-	0	0.00 X 0.00 X
1	CLASS ACTION PENDING CVS CORP SECURITIES LITIGATION ON RCPT OF FINAL PMT CUSIP: 997000GDO	0.00 0.000 0.00 X	1.00 1.00	1.00-	0	0.00 X 0.00 X
1	CLASS ACTION PENDING FEDERAL HOME LOAN MTG CORP ON RCPT OF FINAL PMT CUSIP: 997000NNO	0.00 0.000 0.00 X	0.00 0.00	0.00	0	0.00 X 0.00 X
1	CLASS ACTION PENDING HALLIBURTON ON RCPT OF FINAL PMT CUSIP: 997000BE3	0.00 0.000 0.00 X	1.00 1.00	1.00-	0	0.00 X 0.00 X



THOMAS GUY WOOLFORD SR/CHARIT TR
ACCOUNT NO. 1102875

PORTFOLIO DETAIL
AS OF 12/31/11

PAGE 7

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (SEE TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
1	CLASS ACTION PENDING KING PHARMACEUTICALS ON RCPT OF FINAL PMT CUSIP: 997000QD9	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING TENET HEALTHCARE ON RCPT OF FINAL PMT CUSIP: 997000KE3	0.00 0.000 0.00 %	1.00 1.00	1.00-	0	0.00 % 0.00 %
1	CLASS ACTION PENDING TENET HEALTHCARE CORP ON RCPT OF FINAL PMT CUSIP: 997001AH5	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
TOTAL MISCELLANEOUS ASSETS						
PRINCIPAL PORTFOLIO TOTAL		0.00	4.00	4.00-	0	0.00 %
INCOME PORTFOLIO		14,216,313.96	14,248,394.25	32,080.29-	289,439	2.48 %
INCOME CASH		2,551,432.51-	2,551,432.51-			
		21.87-%				