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990-PF

Form 990-PF
Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

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

2011

For calendar year 2011 or tax year beginning		, 2011, and ending																																																																																																																																																													
Name of foundation THOMAS GUY WOOLFORD SR/CHARIT TR 43-1102875		A Employer identification number 58-6026070																																																																																																																																																													
Number and street (or P.O. box number if mail is not delivered to street address) SUNTRUST BANK, P.O. BOX 1908		B Telephone number (see instructions) (404) 827-6529																																																																																																																																																													
City or town, state, and ZIP code ORLANDO, FL 32802-1908		C If exemption application is pending, check here ► <input type="checkbox"/>																																																																																																																																																													
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change																																																																																																																																																													
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D <input type="checkbox"/> 1 Foreign organizations, check here ► <input type="checkbox"/> <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>																																																																																																																																																													
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 11,664,881.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis.)																																																																																																																																																													
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Open and Administered May 2012

RECEIVED

OPENED

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
	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			
Assets	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). STMT 5.	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 ► 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. ► X				
	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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			606,127.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	675,970.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	{ }		3		

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	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. . . .	1 19,340.
	Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)	
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <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 3 4 5 19,340. NONE 19,340.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	
3	Add lines 1 and 2	6 6a 4,688. 6b NONE 6c NONE 6d
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	7 7 8 9 14,652. 10 11 Refunded
6	Credits/Payments:	
a	2011 estimated tax payments and 2010 overpayment credited to 2011	11 4,688.
b	Exempt foreign organizations - tax withheld at source	
c	Tax paid with application for extension of time to file (Form 8868)	
d	Backup withholding erroneously withheld	
7	Total credits and payments. Add lines 6a through 6d	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	EFTPS ►
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	►
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ►	►

Part VII-A Statements Regarding Activities

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?	Yes 1a X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	X 1b
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c	Did the foundation file Form 1120-POL for this year?	X 1c
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?	X 2
If "Yes," attach a detailed description of the activities.		
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 3
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X 4a
b	If "Yes," has it filed a tax return on Form 990-T for this year?	X 4b
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	X 5
If "Yes," attach the statement required by General Instruction T		
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 6
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 7
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 8b
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 9
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X 10

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	The books are in care of ► <u>SUNTRUST BANK</u> Located at ► <u>25 PARK PLACE, ATLANTA, GA</u>	Telephone no. ► <u>(404) 827-6529</u> ZIP + 4 ► <u>30303</u>
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <input checked="" type="checkbox"/>	
16	16	Yes No
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? 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.		
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 type="checkbox"/> Yes <input checked="" 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		
1b	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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	
1c	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? <input type="checkbox"/>	
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 ► <u>-----</u>	
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.) <input type="checkbox"/>	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <u>-----</u>	
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.) <input type="checkbox"/>	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	
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? <input type="checkbox"/>	

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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ► <input type="checkbox"/>					
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b	X
If "Yes" to 6b, file Form 8870					
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
1NONE	

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
1NONE	

2	

All other program-related investments. See instructions.	
3NONE	

Total. Add lines 1 through 3 ►	

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			NONE	
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 20		NONE		
3 Excess distributions carryover, if any, to 2011-				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	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: ► \$ 400,760.			NONE	
a Applied to 2010, but not more than line 2a				
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 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

Check box to indicate whether the foundation is a private operating foundation described in section				4942(j)(5) or 4942(j)(9)	
	Tax year		Prior 3 years		(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

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 9

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	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
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 10				
Total				► 3a 390,000.
<i>b Approved for future payment</i>				
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) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities				14	332,061.
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	673,427.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b FEDERAL TAX REFUND				01	4,422.
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					1,009,910.
13 Total. Add line 12, columns (b), (d), and (e)					1,009,910.

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

Relationship of Activities to the Accomplishment of Exempt Purposes

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.		

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.

**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

04/26/2012

Date _____

► TRUST OFFICER

Title

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

SONTRUST BANK, TRUSTEE		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Paid Preparer Use Only	Print/Type preparer's name JEFFREY E. KUHLIN		04/26/2012		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			
		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	01/26/2011	
53,800.00		1561.225 INVESCO SMALL CAP GROWTH-I PROPERTY TYPE: SECURITIES 37,516.00				01/15/2010	04/27/2011	
175.00		5.084 INVESCO SMALL CAP GROWTH-I PROPERTY TYPE: SECURITIES 154.00				01/28/2011	04/27/2011	
185,400.00		5614.779 INVESCO SMALL CAP GROWTH-I PROPERTY TYPE: SECURITIES 134,923.00				01/15/2010	07/18/2011	
24,775.00		1258.892 ADVISORS CAMBIAR SMALL CAP-I PROPERTY TYPE: SECURITIES 23,957.00				03/28/2011	04/27/2011	
108,620.00		5796.15796 ADVISORS CAMBIAR SMALL CAP-I PROPERTY TYPE: SECURITIES 110,301.00				03/28/2011	07/18/2011	
12,380.00		660.61904 ADVISORS CAMBIAR SMALL CAP-I PROPERTY TYPE: SECURITIES 12,572.00				03/28/2011	07/18/2011	
57,150.00		6328.904 EATON VANCE FLTG-RT-I PROPERTY TYPE: SECURITIES 57,466.00				05/26/2011	07/18/2011	
13,325.00		1503.95 EATON VANCE FLTG-RT-I PROPERTY TYPE: SECURITIES 13,656.00				05/26/2011	08/08/2011	
94,625.00		10863.95 EATON VANCE FLTG-RT-I PROPERTY TYPE: SECURITIES 98,645.00				05/26/2011	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			
71,959.00		2000. EQUIFAX INC COM PROPERTY TYPE: SECURITIES 127.00				01/01/1962	01/24/2011	71,832.00
30,349.00		1000. FIDELITY NATL INFORMATION SVCS COM PROPERTY TYPE: SECURITIES 50.00				01/01/1962	01/24/2011	30,299.00
13,150.00		533.252 GOLDMAN SACHS TRGROWTH OPPORTUNI PROPERTY TYPE: SECURITIES 10,990.00				01/15/2010	01/26/2011	2,160.00
4,540.00		170.545 GOLDMAN SACHS TRGROWTH OPPORTUNI PROPERTY TYPE: SECURITIES 4,165.00				01/28/2011	04/27/2011	375.00
73,135.00		2747.374 GOLDMAN SACHS TRGROWTH OPPORTUN PROPERTY TYPE: SECURITIES 56,623.00				01/15/2010	04/27/2011	16,512.00
2,228.00		98.881 GOLDMAN SACHS TRGROWTH OPPORTUNIT PROPERTY TYPE: SECURITIES 2,475.00				07/18/2011	10/18/2011	-247.00
29,447.00		1307.022 GOLDMAN SACHS TRGROWTH OPPORTUN PROPERTY TYPE: SECURITIES 26,938.00				01/15/2010	10/18/2011	2,509.00
1,392.00		13. ISHARES TR BARCLAYS TIPS BD ETF PROPERTY TYPE: SECURITIES 1,401.00				09/07/2010	01/26/2011	-9.00
44,105.00		398. ISHARES TR BARCLAYS TIPS BD ETF PROPERTY TYPE: SECURITIES 43,640.00				04/27/2011	05/26/2011	465.00
184,399.00		1664. ISHARES TR BARCLAYS TIPS BD ETF PROPERTY TYPE: SECURITIES 174,834.00				01/15/2010	05/26/2011	9,565.00
4,459.00		33. ISHARES TR S&P 500 INDEX FD PROPERTY TYPE: SECURITIES 3,798.00				01/15/2010	04/27/2011	661.00

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
115,663.00		856. ISHARES TR S&P 500 INDEX FD PROPERTY TYPE: SECURITIES 111,527.00				01/28/2011	04/27/2011	4,136.00
1288926.00		9861. ISHARES TR S&P 500 INDEX FD PROPERTY TYPE: SECURITIES 1128349.00				06/24/2010	07/18/2011	160,577.00
64,001.00		571. ISHARES IBOXX INVIT GRADE CORP BD ET PROPERTY TYPE: SECURITIES 63,523.00				07/18/2011	08/08/2011	478.00
16,343.00		355. ISHARES RUSSELL MIDCAP VALUE INDEX PROPERTY TYPE: SECURITIES 13,581.00				01/15/2010	01/26/2011	2,762.00
514,662.00		10860. ISHARES RUSSELL MIDCAP VALUE INDE PROPERTY TYPE: SECURITIES 415,450.00				01/15/2010	03/28/2011	99,212.00
3,033.00		64. ISHARES RUSSELL MIDCAP VALUE INDEX PROPERTY TYPE: SECURITIES 2,974.00				01/28/2011	03/28/2011	59.00
123,934.00		1785. ISHARES TR RUSSELL 1000 VALUE INDE PROPERTY TYPE: SECURITIES 119,280.00				01/28/2011	04/27/2011	4,654.00
30,579.00		459. ISHARES TR RUSSELL 1000 VALUE INDEX PROPERTY TYPE: SECURITIES 27,269.00				01/15/2010	07/18/2011	3,310.00
14,324.00		215. ISHARES TR RUSSELL 1000 VALUE INDEX PROPERTY TYPE: SECURITIES 14,359.00				01/26/2011	07/18/2011	-35.00
36,525.00		613. ISHARES TR RUSSELL 1000 VALUE INDEX PROPERTY TYPE: SECURITIES 36,418.00				01/15/2010	10/18/2011	107.00
109,270.00		1770. ISHARES TR RUSSELL 1000 GROWTH IND PROPERTY TYPE: SECURITIES 104,838.00				01/28/2011	04/27/2011	4,432.00

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis			
81,551.00		1321. ISHARES TR RUSSELL 1000 GROWTH IND PROPERTY TYPE: SECURITIES 67,081.00				01/15/2010	04/27/2011	
24,503.00		436. ISHARES TR RUSSELL 1000 GROWTH INDE PROPERTY TYPE: SECURITIES 26,572.00				07/18/2011	10/18/2011	
197,982.00		2155. ISHARES IBOXX \$HIGHYLD CORP BD ETF PROPERTY TYPE: SECURITIES 192,652.00				01/15/2010	05/26/2011	
118,881.00		1294. ISHARES IBOXX \$HIGHYLD CORP BD ETF PROPERTY TYPE: SECURITIES 119,402.00				04/27/2011	05/26/2011	
108,452.00		1285. ISHARES IBOXX \$HIGHYLD CORP BD ETF PROPERTY TYPE: SECURITIES 112,518.00				07/18/2011	08/08/2011	
63,890.00		757. ISHARES IBOXX \$HIGHYLD CORP BD ETF PROPERTY TYPE: SECURITIES 67,637.00				06/24/2010	08/08/2011	
83,130.00		778. ISHARES BARCLAYS MBS BD ETF PROPERTY TYPE: SECURITIES 83,202.00				05/26/2011	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	08/08/2011	
69,156.00		644. ISHARES BARCLAYS MBS BD ETF PROPERTY TYPE: SECURITIES 68,872.00				05/26/2011	10/18/2011	
20,843.00		833.045 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES 20,425.00				01/28/2011	03/28/2011	
								418.00

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

Kind of Property		Description			P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		
255,027.00		10192.927 JANUS PERKINS SMALL CAP VALUE- PROPERTY TYPE: SECURITIES 206,335.00			48,692.00	01/15/2010	03/28/2011
70,200.00		2757.266 LEGG MASON BATTERY MRC EMRG MKTS PROPERTY TYPE: SECURITIES 66,836.00			3,364.00	01/26/2011	04/27/2011
81,050.00		4736.996 MFS RESEARCH INTL-I PROPERTY TYPE: SECURITIES 76,645.00			4,405.00	01/26/2011	04/27/2011
6,454.00		643.446 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES 5,972.00			482.00	01/28/2011	04/27/2011
36,946.00		3683.573 PIMCO COMMODITY REALRTN STRATEG PROPERTY TYPE: SECURITIES 30,721.00			6,225.00	01/15/2010	04/27/2011
3,250.00		377.907 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES 3,462.00			-212.00	07/18/2011	08/08/2011
12,078.00		1554.407 PIMCO COMMODITY REALRTN STRATEG PROPERTY TYPE: SECURITIES 14,238.00			-2,160.00	07/18/2011	10/18/2011
196,290.00		25262.559 PIMCO COMMODITY REALRTN STRATE PROPERTY TYPE: SECURITIES 208,561.00			-12,271.00	06/24/2010	10/18/2011
36,600.00		1325.128 RS INVT TR VALUE-Y PROPERTY TYPE: SECURITIES 35,474.00			1,126.00	03/28/2011	04/27/2011
20,250.00		788.551 RS INVT TR VALUE-Y PROPERTY TYPE: SECURITIES 21,110.00			-860.00	03/28/2011	07/18/2011
22,100.00		973.997 RS INVT TR VALUE-Y PROPERTY TYPE: SECURITIES 26,074.00			-3,974.00	03/28/2011	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)	
124,335.00		6965.553 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES 96,125.00				01/15/2010	01/26/2011	28,210.00
29,231.00		1000. SUNTRUST BANKS INC COM PROPERTY TYPE: SECURITIES 313.00				05/20/1952	01/24/2011	28,918.00
29,050.00		2128.205 TEMPLETON GLOBAL BD-ADV PROPERTY TYPE: SECURITIES 29,752.00				04/27/2011	08/08/2011	-702.00
485,965.00		6000. VANGUARD BD INDEX SHORT TERM BD ETF PROPERTY TYPE: SECURITIES 483,352.00				04/27/2011	05/26/2011	2,613.00
70,681.00		870. VANGUARD BD INDEX SHORT TERM BD ETF PROPERTY TYPE: SECURITIES 70,083.00				01/26/2011	07/18/2011	598.00
33,497.00		411. VANGUARD BD INDEX SHORT TERM BD ETF PROPERTY TYPE: SECURITIES 33,108.00				01/26/2011	08/08/2011	389.00
76,327.00		940. VANGUARD BD INDEX SHORT TERM BD ETF PROPERTY TYPE: SECURITIES 75,722.00				01/26/2011	10/18/2011	605.00
469,369.00		5859. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES 482,670.00				09/07/2010	01/26/2011	-13,301.00
1129397.00		14092. VANGUARD BD INDEX TOTAL BD MKT ET PROPERTY TYPE: SECURITIES 1119025.00				01/15/2010	01/26/2011	10,372.00
26,768.00		334.00013 VANGUARD BD INDEX TOTAL BD MKT PROPERTY TYPE: SECURITIES 27,515.00				09/07/2010	01/26/2011	-747.00
114,687.00		1430.99987 VANGUARD BD INDEX TOTAL BD MK PROPERTY TYPE: SECURITIES 117,887.00				09/07/2010	01/26/2011	-3,200.00

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

Kind of Property		Description			P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		
395,777.00		4855. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES 385,528.00				01/15/2010	05/26/2011 10,249.00
286,704.00		3517. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES 284,279.00				04/27/2011	05/26/2011 2,425.00
54,571.00		667. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES 52,965.00				01/15/2010	07/18/2011 1,606.00
55,581.00		672. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES 53,363.00				01/15/2010	08/08/2011 2,218.00
61,363.00		738. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES 58,603.00				01/15/2010	10/18/2011 2,760.00
TOTAL GAIN(LOSS)						----- 675,970. =====	

THOMAS GUY WOOLFORD SR/CHARIT TR 43-1102875

58-6026070

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

FEDERAL TAX REFUND

REVENUE
AND
EXPENSES
PER BOOKS

TOTALS

4,422.

=====

STATEMENT 2

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

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

58-6026070

DESCRIPTION

SEE ATTACHED STATEMENT

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
	- - - - -	- - - - -

SEE ATTACHED STATEMENT

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

110514 2TTR 04/26/2012 12:40:15

43-1102875

29

STATEMENT 5

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

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

STATEMENT 6

THOMAS GUY WOOLFORD SR/CHARIT TR 43-1102875

58-6026070

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

STATEMENT 7

THOMAS GUY WOOLFORD SR/CHARIT TR 43-1102875

58-6026070

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.

=====

STATEMENT 8

THOMAS GUY WOOLFORD SR/CHARIT TR 43-1102875
FORM 990PF, PART XV - LINES 2a - 2d
=====

58-6026070

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.

STATEMENT 9

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	1102000018	**CHANGED** 05/31/11 DNB
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	1102000020	**CHANGED** 05/31/11 DNB
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	1102000019	**CHANGED** 05/31/11 DNB
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	1102000022	**CHANGED** 05/31/11 DNB
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	1102000023	**CHANGED** 05/31/11 DNB
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	1102000021	**CHANGED** 05/31/11 DNB
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	1106000007	**CHANGED** 11/22/11 EJC
06/01/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION	-25000.00	-25000.00	1106000005	**CHANGED** 11/22/11 EJC

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#=IN0003700020 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#=IN0003700021 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**

OMB No 1545-0092

2011

► 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).

Name of estate or trust

Employer identification number

THOMAS GUY WOOLFORD SR/CHARIT TR 43-1102875

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

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		-3,798.
14	Net long-term gain or (loss):	14a		679,768.
a	Total for year	14b		
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14c		
c	28% rate gain	15		675,970.
15	Total net gain or (loss). Combine lines 13 and 14a ►			

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

Part IV Capital Loss Limitation

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

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

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.	25		
	<input type="checkbox"/> No. Enter the amount from line 23	26		
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		

Continuation Sheet for Schedule D
(Form 1041)

2011

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

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 INVIT 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

JSA

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2011

Department of the Treasury
Internal Revenue Service

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

Name of estate or trust

THOMAS GUY WOOLFORD SR/CHARIT TR 43-1102875

Employer identification number

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

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

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E1221 2.000

* INDICATES WASH SALE

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.

THOMAS GUY WOOLFORD SR/CHARIT TR 43-1102875

Employer identification number

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 INVEESCO SMALL CAP G	01/15/2010	01/26/2011	2,925.00	2,299.00	626.00
1561.225 INVEESCO SMALL CAP	01/15/2010	04/27/2011	53,800.00	37,516.00	16,284.00
5614.779 INVEESCO 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

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

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

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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
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STATEMENT 1

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

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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
PRINCIPAL PORTFOLIO						
	PRINCIPAL CASH	2,551,432.51 21.87 %				
STIFE & MONEY MARKET FUNDS						
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 X 0.00 X
EQUITY SECURITIES						
MUTUAL FUNDS-EQUITY						
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 X
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 X 0.00 X
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 X 0.00 X
TOTAL MUTUAL FUNDS-EQUITY						
		4,040,117.84	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

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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE X OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (SEED 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: 4664288588	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 INV GRADE CORP BD ETF CUSIP: 4664287242	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		2,953,705.02	2,871,989.02	81,716.00	100,584	3.41 X
TOTAL EQUITY SECURITIES		6,993,822.86	6,594,630.27	399,192.59	181,395	2.59 X

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THOMAS GUY WOOLFORD SR/CHARIT TR
ACCOUNT NO. 1102875

PORTFOLIO DETAIL
AS OF 12/31/11

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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE X OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (SEED 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 X	145,337.39 18.46	12,683.86-	0	0.00 X 0.00 X
21,939.209	EATON VANCE MUT FDS TR FLTG-RT FD CL I CUSIP: 277911491	193,284.43 8,810 1.66 X	199,208.02 9.08	5,923.59-	8,271	4.28 X 0.00 X
22,521.621	GOLDMAN SACHS TR GROWTH OPPORTUNITIES FD INSTL CL CUSIP: 38142Y401	497,277.39 22,080 4.26 X	463,921.03 20.60	33,356.36	0	0.00 X 0.00 X
4,380.568	INVEESCO GROWTH SER SMALL CAP GROWTH FD CL INSTL CUSIP: 00141M622	128,219.23 29,270 1.10 X	107,532.63 24.55	20,686.60	0	0.00 X 0.00 X
32,401.739	LEGG MASON GLOBAL TR BATTERYMARCH EMERGING MKTS TR INSTL CUSIP: 52465U607	609,476.71 18,810 5.22 X	706,919.48 21.82	97,442.77-	4,731	0.78 X 0.00 X
83,115.208	MANNING & NAPIER FDS WORLD OPPTYS SER CL A CUSIP: 563821545	551,053.83 6,650 4.72 X	715,025.00 8.60	163,971.17-	19,948	3.62 X 0.00 X
69,417.251	MFS FDS RESEARCH INTL FD INSTL CL CUSIP: 552983470	953,098.86 13,730 8.17 X	1,047,938.80 15.10	94,839.94-	20,548	2.16 X 0.00 X
36,300.37	MEUBERGER BERMAN INCOME FDS HIGH INCOME BD FD CL INSTL CUSIP: 64128K868	323,436.30 8,910 2.77 X	322,450.00 8.88	986.30	23,595	7.30 X 0.00 X



THOMAS GUY WOOLFORD SR/CHARIT TR
ACCOUNT NO. 1102675

PORTFOLIO DETAIL
AS OF 12/31/11

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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
16,940.538	RS INV T R VALUE FD CL Y CUSIP: 74972H614	392,851.08 23.190 3.37 X	448,027.42 26.45	55,176.34- 0	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 AO/TIME WARNER ON RCPT OF FINAL PMT CUSIP: 997000JA3	0.00 0.000 0.00 X	1.00 1.00	1.00- 0	0 0.00 X	0 0.00 X
1	CLASS ACTION PENDING CVS CORP SECURITIES LITIGATION ON RCPT OF FINAL PMT CUSIP: 997000GD0	0.00 0.000 0.00 X	1.00 1.00	1.00- 0	0 0.00 X	0 0.00 X
1	CLASS ACTION PENDING FEDERAL HOME LOAN MTG CORP ON RCPT OF FINAL PMT CUSIP: 997000NN0	0.00 0.000 0.00 X	0.00 0.00	0.00 0	0 0.00 X	0 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 0.00 X	0 0.00 X

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THOMAS GUY WOOLFORD SR/CHARIT TR
ACCOUNT NO. 1102875

PORTFOLIO DETAIL
AS OF 12/31/11

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