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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.

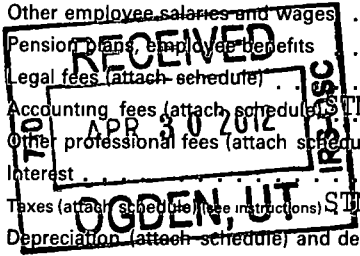
For calendar year **2011** or tax year beginning , **2011**, and ending , **20**

Name of foundation TR A W LEDBETTER FOUNDATION UA 47-1500071		A Employer identification number 58-6038952
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 1908		B Telephone number (see instructions) (804) 782-7331
Room/suite		
City or town, state, and ZIP code ORLANDO, FL 32802-1908		
G Check all that apply:		C If exemption application is pending, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	D 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	D 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 525,711.		
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.)		

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)					
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		18,343	17,872		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		22,902			
b Gross sales price for all assets on line 6a 183,840					
7 Capital gain net income (from Part IV, line 2)			22,918		
8 Net short-term capital gain					
9 Income modifications					
10 a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		41,245	40,790		
13 Compensation of officers, directors, trustees, etc		9,580	4,790		4,790
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) STMT 2		2,500	NONE	NONE	2,500
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT 3		934	157		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses. Add lines 13 through 23		13,014	4,947	NONE	7,290
25 Contributions, gifts, grants paid		28,500			28,500
26 Total expenses and disbursements. Add lines 24 and 25		41,514	4,947	NONE	35,790
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-269			
b Net investment income (if negative, enter -0-)			35,843		
c Adjusted net income (if negative, enter -0-)					

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SCANNED MAY 04 2012



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	166.		
	2	Savings and temporary cash investments	27,511.	21,689.	21,689.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 4	481,433.	487,169.	504,022.
	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)	509,110.	508,858.	525,711.	
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	508,944.	508,858.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	166.			
30	Total net assets or fund balances (see instructions)	509,110.	508,858.		
31	Total liabilities and net assets/fund balances (see instructions)	509,110.	508,858.		

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)	1 509,110.
2	Enter amount from Part I, line 27a	2 -269.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3 17.
4	Add lines 1, 2, and 3	4 508,858.
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	6 508,858.

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 177,760.		160,922.	16,838.	
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			16,838.	
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	22,918.
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	28,835.	533,437.	0.05405511804
2009	28,545.	492,672.	0.05793915627
2008	36,191.	566,574.	0.06387691634
2007	34,241.	632,597.	0.05412766738
2006	31,585.	606,842.	0.05204814433
2 Total of line 1, column (d)			2 0.28204700236
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 0.05640940047
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 557,600.
5 Multiply line 4 by line 3			5 31,454.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 358.
7 Add lines 5 and 6			7 31,812.
8 Enter qualifying distributions from Part XII, line 4 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.			8 35,790.

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

Table with 11 rows for excise tax calculations. Includes sub-sections 6a-6d for credits and payments. Total tax due is 109, with 109 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, Yes, and No. Includes questions about political influence, tax returns, and substantial contributors.

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 (888) 942-3272
Located at ROME, GA ZIP + 4 30162
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 X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b N/A X
Organizations relying on a current notice regarding disaster assistance check here N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) 3b N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? 4b X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here N/A

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 **7c** N/A

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **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? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		9,580.	-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

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	

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	540,829.
b	Average of monthly cash balances	1b	25,262.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	566,091.
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	566,091.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,491.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	557,600.
6	Minimum investment return. Enter 5% of line 5	6	27,880.

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	27,880.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	358.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	358.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	27,522.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	27,522.
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	27,522.

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	35,790.
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	35,790.
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	358.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	35,432.

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				27,522.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			NONE	
b Total for prior years 20 09, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2011.				
a From 2006	2,129.			
b From 2007	3,871.			
c From 2008	8,200.			
d From 2009	4,111.			
e From 2010	2,630.			
f Total of lines 3a through e	20,941.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 35,790.				
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				27,522.
e Remaining amount distributed out of corpus	8,268.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	29,209.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	2,129.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	27,080.			
10 Analysis of line 9.				
a Excess from 2007	3,871.			
b Excess from 2008	8,200.			
c Excess from 2009	4,111.			
d Excess from 2010	2,630.			
e Excess from 2011	8,268.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

Table with 5 columns: (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions from Part XII), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly), 3 (Alternative tests: Assets, Endowment, Support), and 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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient	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)				
<p>a Paid during the year</p> <p>SEE STATEMENT 7</p>				
Total				28,500.
<p>b Approved for future payment</p>				
Total				

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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Contains handwritten 'N/A' in column (c).

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... [] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Contains handwritten 'N/A' in column (a).

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature] Date: 04/16/2012 Title: TRUSTEE

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

Paid Preparer Use Only Print/Type preparer's name: JEFFREY E. KUHLIN Preparer's signature: [Signature] Date: 04/16/2012 Check [] if self-employed PTIN: P00353001 Firm's name: KPMG LLP Firm's EIN: 13-5565207 Firm's address: 100 WESTMINSTER ST, 6TH FL, SUITE A PROVIDENCE, RI 02903-9605 Phone no: 888-942-3272

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					6,080.	
67.00		5.99714 ABERDEEN EQUITY LONG SHORT-I PROPERTY TYPE: SECURITIES 70.00					02/22/2011 -3.00	08/15/2011
112.00		9.97086 ABERDEEN EQUITY LONG SHORT-I PROPERTY TYPE: SECURITIES 116.00					02/22/2011 -4.00	08/15/2011
168.00		15.167 ABERDEEN EQUITY LONG SHORT-I PROPERTY TYPE: SECURITIES 180.00					02/22/2011 -12.00	12/19/2011
13.00		1.139 ABERDEEN EQUITY LONG SHORT-I PROPERTY TYPE: SECURITIES 13.00					10/25/2010	12/19/2011
11,915.00		689.138 EATON VANCE TAX-MGD VAL-I #35572 PROPERTY TYPE: SECURITIES 8,666.00					02/02/2009 3,249.00	02/22/2011
5,779.00		1232.196 FEDERATED STRATEGIC VALUE-I PROPERTY TYPE: SECURITIES 5,717.00					07/18/2011 62.00	12/19/2011
5,592.00		513.49 FORUM ABSOLUTE STRATEGIES-I PROPERTY TYPE: SECURITIES 5,633.00					10/29/2007 -41.00	07/18/2011
240.00		22.047 FORUM ABSOLUTE STRATEGIES-I PROPERTY TYPE: SECURITIES 240.00					02/22/2011	07/18/2011
1,591.00		145.563 FORUM ABSOLUTE STRATEGIES-I PROPERTY TYPE: SECURITIES 1,584.00					02/22/2011 7.00	08/15/2011
845.00		76.54 FORUM ABSOLUTE STRATEGIES-I PROPERTY TYPE: SECURITIES 832.00					10/25/2010 13.00	12/19/2011

**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)	
92.00		2.565 HARBOR FUND CAPITAL APPRECIATION PROPERTY TYPE: SECURITIES 97.00					11/10/2011 -5.00	12/19/2011
5,041.00		292.741 T ROWE PRICE INSTL LARGE-CAP GRW PROPERTY TYPE: SECURITIES 4,444.00					04/17/2007 597.00	02/22/2011
867.00		55.792 T ROWE PRICE INSTL LARGE-CAP GRWT PROPERTY TYPE: SECURITIES 964.00					07/18/2011 -97.00	12/19/2011
16,968.00		175. ISHARES TR S&P MIDCAP 400 INDEX ETF PROPERTY TYPE: SECURITIES 17,059.00					02/22/2011 -91.00	07/18/2011
6,051.00		243.198 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES 4,871.00					10/26/2009 1,180.00	02/22/2011
349.00		14.037 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES 323.00					10/25/2010 26.00	02/22/2011
226.00		10.125 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES 242.00					08/15/2011 -16.00	12/19/2011
842.00		93.764 MANNING & NAPIER WORLD OPPTYS-A PROPERTY TYPE: SECURITIES 813.00					10/25/2010 29.00	02/22/2011
436.00		48.989 NEUBERGER BERMAN HIGH INCOME BD-I PROPERTY TYPE: SECURITIES 436.00					09/21/2011	12/19/2011
246.00		7.13 OPPENHEIMER DEVELOPING MKTS INSTL-Y PROPERTY TYPE: SECURITIES 246.00					10/25/2010	07/18/2011
310.00		29.552 PIMCO FDS PAC INVT MGMT SER - LOW PROPERTY TYPE: SECURITIES 308.00					02/22/2011 2.00	07/18/2011

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,031.00		98.378 PIMCO FDS PAC INVT MGMT SER - LOW PROPERTY TYPE: SECURITIES 1,024.00				02/22/2011	08/15/2011 7.00	
192.00		18.587 PIMCO FDS PAC INVT MGMT SER - LOW PROPERTY TYPE: SECURITIES 193.00				02/22/2011	12/19/2011 -1.00	
492.00		52.452 PIMCO COMMODITY REALRTN STRATEGY- PROPERTY TYPE: SECURITIES 429.00				10/26/2009	02/22/2011 63.00	
16.00		1.795 PIMCO COMMODITY REALRTN STRATEGY-I PROPERTY TYPE: SECURITIES 15.00				10/26/2009	08/15/2011 1.00	
183.00		20.415 PIMCO COMMODITY REALRTN STRATEGY- PROPERTY TYPE: SECURITIES 187.00				07/18/2011	08/15/2011 -4.00	
703.00		65.64 PIMCO INVT GRADE CORP BD-I PROPERTY TYPE: SECURITIES 693.00				02/22/2011	07/18/2011 10.00	
1,209.00		113.415 PIMCO INVT GRADE CORP BD-I PROPERTY TYPE: SECURITIES 1,197.00				02/22/2011	08/15/2011 12.00	
204.00		16.254 RIDGEWORTH FD-MIDCAP VAL EQTY #RG PROPERTY TYPE: SECURITIES 184.00				10/25/2010	02/22/2011 20.00	
6,527.00		520.937 RIDGEWORTH FD-MIDCAP VAL EQTY #R PROPERTY TYPE: SECURITIES 3,938.00				05/18/2009	02/22/2011 2,589.00	
5,230.00		435.082 RIDGEWORTH FD-MIDCAP VAL EQTY #R PROPERTY TYPE: SECURITIES 3,084.00				05/18/2009	07/18/2011 2,146.00	
3,638.00		272.714 RIDGEWORTH FD-LARGECAP VAL EQTY# PROPERTY TYPE: SECURITIES 2,577.00				10/20/2008	02/22/2011 1,061.00	

**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)	
2,177.00		183.713 RIDGEWORTH FD-LARGECAP VAL EQTY# PROPERTY TYPE: SECURITIES 2,396.00					07/18/2011	12/19/2011 -219.00
2,126.00		186.655 RIDGEWORTH FD-LARGECAP GRTH STK# PROPERTY TYPE: SECURITIES 1,217.00					11/24/2008	02/22/2011 909.00
16,072.00		1457.079 RIDGEWORTH FD-LARGECAP GRTH STK PROPERTY TYPE: SECURITIES 9,495.00					02/02/2009	11/10/2011 6,577.00
714.00		64.695 RIDGEWORTH FD-LARGECAP GRTH STK#R PROPERTY TYPE: SECURITIES 700.00					08/15/2011	11/10/2011 14.00
252.00		33.333 RIDGEWORTH FD-INTL 130/30 #RGD1 PROPERTY TYPE: SECURITIES 304.00					04/21/2008	02/22/2011 -52.00
402.00		54.934 RIDGEWORTH FD-INTL 130/30 #RGD1 PROPERTY TYPE: SECURITIES 334.00					06/16/2010	04/18/2011 68.00
4,991.00		682.798 RIDGEWORTH FD-INTL 130/30 #RGD1 PROPERTY TYPE: SECURITIES 5,883.00					01/19/2010	04/18/2011 -892.00
15,103.00		1514.845 RIDGEWORTH FD-SHORT TERM BD #RG PROPERTY TYPE: SECURITIES 14,767.00					10/26/2009	02/22/2011 336.00
260.00		26. RIDGEWORTH FD-SHORT TERM BD #RGCX PROPERTY TYPE: SECURITIES 253.00					08/10/2006	07/18/2011 7.00
1,049.00		105.216 RIDGEWORTH FD-SHORT TERM BD #RGC PROPERTY TYPE: SECURITIES 1,023.00					08/10/2006	08/15/2011 26.00
329.00		33.199 RIDGEWORTH FD-SHORT TERM BD #RGCX PROPERTY TYPE: SECURITIES 323.00					08/10/2006	12/19/2011 6.00

**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)	
80.00		9.379 RIDGEWORTH FD-SEIX FLT HGH INCM#RG PROPERTY TYPE: SECURITIES 93.00				05/03/2006	08/15/2011 -13.00	
11,987.00		1400.362 RIDGEWORTH FD-SEIX FLT HGH INCM PROPERTY TYPE: SECURITIES 12,685.00				07/18/2011	09/21/2011 -698.00	
12,652.00		1478.026 RIDGEWORTH FD-SEIX FLT HGH INCM PROPERTY TYPE: SECURITIES 14,570.00				01/19/2010	09/21/2011 -1,918.00	
337.00		39.095 RIDGEWORTH FD-SEIX FLT HGH INCM#R PROPERTY TYPE: SECURITIES 341.00				01/19/2010	12/19/2011 -4.00	
8,191.00		789.875 RIDGEWORTH FD-INTERMEDIATE BD #R PROPERTY TYPE: SECURITIES 7,859.00				04/17/2007	02/22/2011 332.00	
8,308.00		783.774 RIDGEWORTH FD-INTERMEDIATE BD #R PROPERTY TYPE: SECURITIES 7,799.00				04/17/2007	07/18/2011 509.00	
4,959.00		460.446 RIDGEWORTH FD-INTERMEDIATE BD #R PROPERTY TYPE: SECURITIES 4,581.00				04/17/2007	08/15/2011 378.00	
88.00		7.126 SCHRODER US SMALL/MID CAP OPPTY-I PROPERTY TYPE: SECURITIES 88.00				02/22/2011	07/18/2011	
179.00		16.258 SCHRODER US SMALL/MID CAP OPPTY-I PROPERTY TYPE: SECURITIES 200.00				02/22/2011	12/19/2011 -21.00	
1,635.00		194.875 SENTINEL SMALL CO-I PROPERTY TYPE: SECURITIES 1,195.00				10/26/2009	02/22/2011 440.00	
450.00		51.253 SENTINEL SMALL CO-I PROPERTY TYPE: SECURITIES 314.00				10/26/2009	07/18/2011 136.00	

**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)		
361.00		46.521 SENTINEL SMALL CO-I PROPERTY TYPE: SECURITIES 366.00					08/15/2011	12/19/2011 -5.00	
6,743.00		488.623 TEMPLETON GLOBAL BD-ADV PROPERTY TYPE: SECURITIES 6,677.00					02/22/2011	07/18/2011 66.00	
543.00		39.686 TEMPLETON GLOBAL BD-ADV PROPERTY TYPE: SECURITIES 515.00					01/19/2010	08/15/2011 28.00	
789.00		57.611 TEMPLETON GLOBAL BD-ADV PROPERTY TYPE: SECURITIES 778.00					02/22/2011	08/15/2011 11.00	
TOTAL GAIN(LOSS)							-----	22,918.	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INTEREST	18,343.	17,872.
TOTAL	18,343.	17,872.

FORM 990PF, PART I - ACCOUNTING FEES

=====

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

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES		157.
PRIOR YR BAL DUE	467.	
CURRENT YEAR ESTIMATES	467.	
TOTALS	934. -----	157. -----

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	C	487,169.	504,022.
TOTALS		487,169.	504,022.

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

=====

DESCRIPTION -----	AMOUNT -----
WASH SALE TAX COST ADJUSTMENT	17.

TOTAL	17.
	=====

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

OFFICER NAME:

SUNTRUST BANK

ADDRESS:

PO BOX 1314
ROME, GA 30162

TITLE:

TRUSTEE, AS REQ'D

COMPENSATION 9,580.

OFFICER NAME:

CECIL WRIGHT III

ADDRESS:

ROME, GA

TITLE:

TRUSTEE, AS REQ

OFFICER NAME:

BRAD WRIGHT

ADDRESS:

ROME, GA

TITLE:

TRUSTEE, AS REQ'D

OFFICER NAME:

JOEL SNIDER

ADDRESS:

ROME, GA

TITLE:

TRUSTEE, AS REQ'D

TOTAL COMPENSATION: 9,580.
=====

RECIPIENT NAME:

SEE ATTACHED

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 28,500.

TOTAL GRANTS PAID:

28,500.

=====

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311 CASH CONTRIBUTIONS				
12/07/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GIFT FOR PAID TO FIRST BAPTIST CHURCH TR TRAN#=DC000111000004 TR CD=105 REG=0 PORT=INC	-3700 00	-3700 00	**CHANGED** 01/04/12 JLP	1112000012
12/07/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GIFT FOR PAID TO BOYS AND GIRLS CLUB TR TRAN#=DC000111000006 TR CD=105 REG=0 PORT=INC	-4000.00	-4000 00	**CHANGED** 01/04/12 JLP	1112000014
12/07/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GIFT FOR PAID TO BOY SCOUTS TR TRAN#=DC000111000007 TR CD=105 REG=0 PORT=INC	-4000 00	-4000.00	**CHANGED** 01/04/12 JLP	1112000015
12/07/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GIFT FOR PAID TO: DARLINGTON TR TRAN#=DC000111000005 TR CD=105 REG=0 PORT=INC	-4000.00	-4000 00	**CHANGED** 01/04/12 JLP	1112000013
12/07/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GIFT FOR PAID TO OPEN DOOR HOME TR TRAN#=DC000111000009 TR CD=105 REG=0 PORT=INC	-4000.00	-4000.00	**CHANGED** 01/04/12 JLP	1112000017
12/07/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GIFT FOR PAID TO WILLIAM DAVIES HOMELESS SHELTER TR TRAN#=DC000111000008 TR CD=105 REG=0 PORT=INC	-4000.00	-4000 00	**CHANGED** 01/04/12 JLP	1112000016
12/07/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GIFT FOR: PAID TO FIRST PRESBYTERIAN CHURCH TR TRAN#=DC000111000011 TR CD=105 REG=0 PORT=INC	-2000 00	-2000 00	**CHANGED** 01/04/12 JLP	1112000019
12/07/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GIFT FOR PAID TO DARLINGTON SCHOOL LOLA C BRADSHAW SPIRIT OF LIFE AWARD TR TRAN#=DC000111000012 TR CD=105 REG=0 PORT=INC	-800.00	-800.00	**CHANGED** 01/04/12 JLP	1112000020
12/07/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GIFT FOR PAID TO ST PETERS EPISCOPAL CHURCH CAPITAL CAMPAIGN TR TRAN#=DC000111000010 TR CD=105 REG=0 PORT=INC	-2000 00	-2000 00	**CHANGED** 01/04/12 JLP	1112000018
TOTAL CODE 311 - CASH CONTRIBUTIONS	-28500 00	-28500.00	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

Employer identification number

TR A W LEDBETTER FOUNDATION UA 47-1500071

58-6038952

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 -838.
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 -838.

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					6,080.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 17,676.
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 23,756.

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
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-838.
14	Net long-term gain or (loss):			
a	Total for year	14a		23,756.
b	Unrecaptured section 1250 gain (see line 18 of the wrkst.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14 ▶	15		22,918.

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
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. <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-1
(Form 1041)**

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

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

TR A W LEDBETTER FOUNDATION UA 47-1500071

Employer identification number

58-6038952

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 5.99714 ABERDEEN EQUITY LO	02/22/2011	08/15/2011	67.00	70.00	-3.00
9.97086 ABERDEEN EQUITY LO	02/22/2011	08/15/2011	112.00	116.00	-4.00 *
15.167 ABERDEEN EQUITY LON	02/22/2011	12/19/2011	168.00	180.00	-12.00
1232.196 FEDERATED STRATEG	07/18/2011	12/19/2011	5,779.00	5,717.00	62.00
22.047 FORUM ABSOLUTE STRA	02/22/2011	07/18/2011	240.00	240.00	
145.563 FORUM ABSOLUTE STR	02/22/2011	08/15/2011	1,591.00	1,584.00	7.00
2.565 HARBOR FUND CAPITA APPRECIATION FUND	11/10/2011	12/19/2011	92.00	97.00	-5.00
55.792 T ROWE PRICE INSTL GRWTH-I	07/18/2011	12/19/2011	867.00	964.00	-97.00
175. ISHARES TR S&P MIDCAP ETF	02/22/2011	07/18/2011	16,968.00	17,059.00	-91.00
14.037 JANUS PERKINS SMALL	10/25/2010	02/22/2011	349.00	323.00	26.00
10.125 JANUS PERKINS SMALL	08/15/2011	12/19/2011	226.00	242.00	-16.00
93.764 MANNING & NAPIER WO	10/25/2010	02/22/2011	842.00	813.00	29.00
48.989 NEUBERGER BERMAN HI BD-I	09/21/2011	12/19/2011	436.00	436.00	
7.13 OPPENHEIMER DEVELOPIN INSTL-Y	10/25/2010	07/18/2011	246.00	246.00	
29.552 PIMCO FDS PAC INVT LOW DURATION	02/22/2011	07/18/2011	310.00	308.00	2.00
98.378 PIMCO FDS PAC INVT LOW DURATION	02/22/2011	08/15/2011	1,031.00	1,024.00	7.00
18.587 PIMCO FDS PAC INVT LOW DURATION	02/22/2011	12/19/2011	192.00	193.00	-1.00
20.415 PIMCO COMMODITY REA STRATEGY-I	07/18/2011	08/15/2011	183.00	187.00	-4.00
65.64 PIMCO INVT GRADE COR	02/22/2011	07/18/2011	703.00	693.00	10.00
113.415 PIMCO INVT GRADE C	02/22/2011	08/15/2011	1,209.00	1,197.00	12.00
16.254 RIDGEWORTH FD-MIDCA #RGD5	10/25/2010	02/22/2011	204.00	184.00	20.00
183.713 RIDGEWORTH FD-LARG EQTY#RGD4	07/18/2011	12/19/2011	2,177.00	2,396.00	-219.00
64.695 RIDGEWORTH FD-LARGE STK#RGE3	08/15/2011	11/10/2011	714.00	700.00	14.00
54.934 RIDGEWORTH FD-INTL	06/16/2010	04/18/2011	402.00	334.00	68.00

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

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

TR A W LEDBETTER FOUNDATION UA 47-1500071

58-6038952

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 1.139 ABERDEEN EQUITY LONG	10/25/2010	12/19/2011	13.00	13.00	
689.138 EATON VANCE TAX-MG #35572	02/02/2009	02/22/2011	11,915.00	8,666.00	3,249.00
513.49 FORUM ABSOLUTE STRA	10/29/2007	07/18/2011	5,592.00	5,633.00	-41.00
76.54 FORUM ABSOLUTE STRAT	10/25/2010	12/19/2011	845.00	832.00	13.00
292.741 T ROWE PRICE INSTL GRWTH-I	04/17/2007	02/22/2011	5,041.00	4,444.00	597.00
243.198 JANUS PERKINS SMALL VALUE-I	10/26/2009	02/22/2011	6,051.00	4,871.00	1,180.00
52.452 PIMCO COMMODITY REAL STRATEGY-I	10/26/2009	02/22/2011	492.00	429.00	63.00
1.795 PIMCO COMMODITY REAL STRATEGY-I	10/26/2009	08/15/2011	16.00	15.00	1.00
520.937 RIDGEWORTH FD-MIDC #RGD5	05/18/2009	02/22/2011	6,527.00	3,938.00	2,589.00
435.082 RIDGEWORTH FD-MIDC #RGD5	05/18/2009	07/18/2011	5,230.00	3,084.00	2,146.00
272.714 RIDGEWORTH FD-LARG EQTY#RGD4	10/20/2008	02/22/2011	3,638.00	2,577.00	1,061.00
186.655 RIDGEWORTH FD-LARG STK#RGE3	11/24/2008	02/22/2011	2,126.00	1,217.00	909.00
1457.079 RIDGEWORTH FD-LAR STK#RGE3	02/02/2009	11/10/2011	16,072.00	9,495.00	6,577.00
33.333 RIDGEWORTH FD-INTL	04/21/2008	02/22/2011	252.00	304.00	-52.00
682.798 RIDGEWORTH FD-INTL #RGD1	01/19/2010	04/18/2011	4,991.00	5,883.00	-892.00
1514.845 RIDGEWORTH FD-SHO #RGCX	10/26/2009	02/22/2011	15,103.00	14,767.00	336.00
26. RIDGEWORTH FD-SHORT TE	08/10/2006	07/18/2011	260.00	253.00	7.00
105.216 RIDGEWORTH FD-SHOR #RGCX	08/10/2006	08/15/2011	1,049.00	1,023.00	26.00
33.199 RIDGEWORTH FD-SHORT #RGCX	08/10/2006	12/19/2011	329.00	323.00	6.00
9.379 RIDGEWORTH FD-SEIX F INCM#RGCJ	05/03/2006	08/15/2011	80.00	93.00	-13.00
1478.026 RIDGEWORTH FD-SEI INCM#RGCJ	01/19/2010	09/21/2011	12,652.00	14,570.00	-1,918.00
39.095 RIDGEWORTH FD-SEIX INCM#RGCJ	01/19/2010	12/19/2011	337.00	341.00	-4.00
789.875 RIDGEWORTH FD-INTE #RGCF	04/17/2007	02/22/2011	8,191.00	7,859.00	332.00
783.774 RIDGEWORTH FD-INTE #RGCF	04/17/2007	07/18/2011	8,308.00	7,799.00	509.00
460.446 RIDGEWORTH FD-INTE #RGCF	04/17/2007	08/15/2011	4,959.00	4,581.00	378.00

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

FEDERAL CAPITAL GAIN DIVIDENDS

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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

ABERDEEN EQUITY LONG SHORT-I	106.00
FORUM ABSOLUTE STRATEGIES-I	125.00
JANUS PERKINS SMALL CAP VALUE-I	446.00
MANNING & NAPIER WORLD OPPTYS-A	1,871.00
NEUBERGER BERMAN HIGH INCOME BD-I	177.00
PIMCO FDS PAC INVT MGMT SER - LOW DURATION	
PIMCO COMMODITY REALRTN STRATEGY-I	42.00
PIMCO INVT GRADE CORP BD-I	572.00
RIDGEWORTH FD-INTERMEDIATE BD #RGCF	1,502.00
SCHRODER US SMALL/MID CAP OPPTY-I	78.00
SENTINEL SMALL CO-I	941.00
TEMPLETON GLOBAL BD-ADV	220.00

-----	6,080.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	6,080.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	6,080.00
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990PF, PART VII-B LINE 2B – SECTION 4942a2 EXPLANATION STATEMENT

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



TR A W LEDBETTER FOUNDATION UA
ACCOUNT NO. 1500071

PORTFOLIO DETAIL
AS OF 12/31/11

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
PRINCIPAL PORTFOLIO						
STIF & MONEY MARKET FUNDS						
17,590.25	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	17,590.25 1.000 3.35 %	17,590.25 1.00	0.00	2	0.01 % 0.00 %
MUTUAL FUNDS						
950.842	ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL CUSIP: 003020336	10,611.40 11.160 2.02 %	10,385.21 10.92	226.19	0	0.00 % 0.00 %
13,469.724	FEDERATED EQUITY FDS STRATEGIC VALUE FD CL INSTL CUSIP: 314172560	65,462.86 4.860 12.45 %	59,761.61 4.44	5,701.25	2,478	3.79 % 0.00 %
2,398.635	FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL CUSIP: 34984T600	26,504.92 11.050 5.04 %	25,413.64 10.60	1,091.28	89	0.34 % 0.00 %
440.149	HARBOR FD CAP APPRECIATION FD INSTL CL CUSIP: 411511504	16,241.50 36.900 3.09 %	16,716.86 37.98	475.36-	19	0.12 % 0.00 %
234.544	JANUS FDS PERKINS SMALL CAP VALUE FD CL I CUSIP: 47103C183	4,784.70 20.400 0.91 %	4,734.83 20.19	49.87	27	0.56 % 0.00 %
6,100.774	MANNING & NAPIER FDS WORLD OPPTY'S SER CL A CUSIP: 563821545	40,448.13 6.630 7.69 %	50,431.69 8.27	9,983.56-	1,464	3.62 % 0.00 %



TR A W LEDBETTER FOUNDATION UA
ACCOUNT NO. 1500071

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
2,683.407	NEUBERGER BERMAN INCOME FDS HIGH INCOME BD FD CL INSTL CUSIP: 64128K868	23,909.16 8.910 4.55 %	23,855.49 8.89	53.67	1,744	7.29 % 0.00 %
513.035	OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y CUSIP: 683974505	14,862.62 28.970 2.83 %	14,955.45 29.15	92.83-	346	2.33 % 0.00 %
1,217.273	PIMCO FDS COMMODITY REALRETURN STRATEGY INSTL CUSIP: 722005667	7,960.97 6.540 1.51 %	7,689.34 6.32	271.63	2,425	30.46 % 0.00 %
2,537.906	PIMCO FDS PAC INVT MGMT SER INVT GRADE CORP BD FD INSTL CL CUSIP: 722005816	26,267.33 10.350 5.00 %	25,614.67 10.09	652.66	1,388	5.28 % 0.00 %
2,052.715	PIMCO FDS LOW DURATION FD INSTL CL CUSIP: 693390304	21,122.44 10.290 4.02 %	21,368.76 10.41	246.32-	454	2.15 % 0.00 %
478.748	SCHRODER FDS US SMALL & MIDCAP OPPORTUNITIES FD IV CUSIP: 80809R204	5,486.45 11.460 1.04 %	5,859.68 12.24	373.23-	0	0.00 % 0.00 %
1,360.898	SENTINEL FDS SMALL CO FD INSTL CL CUSIP: 81728B825	10,138.69 7.450 1.93 %	7,985.77 5.87	2,152.92	0	0.00 % 0.00 %
3,384.767	T ROWE PRICE FDS LARGE-CAP GROWTH FD INSTL CL CUSIP: 45775L408	54,562.44 16.120 10.38 %	49,406.11 14.60	5,156.33	0	0.00 % 0.00 %
2,781.909	TEMPLETON INCOME TR GLOBAL BD FD ADVISOR CL CUSIP: 880208400	34,412.21 12.370 6.55 %	35,897.54 12.90	1,485.33-	1,764	5.13 % 0.00 %



TR A W LEDBETTER FOUNDATION UA
ACCOUNT NO. 1500071

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
	TOTAL MUTUAL FUNDS	362,775.82	360,076.65	2,699.17	12,199	3.36 %
	<u>PROPRIETARY FUNDS</u>					
6,524.434	RIDGEWORTH FD-INTERMEDIATE BD I SHS #R6CF CUSIP: 76628T702	68,245.58 10.460 12.98 %	64,860.09 9.94	3,385.49	1,598	2.34 % 0.00 %
3,092.828	RIDGEWORTH FD-LARGECAP VALUE EQUITY I SHS #RGD4 CUSIP: 76628R672	38,474.78 12.440 7.32 %	29,619.07 9.58	8,855.71	631	1.64 % 0.00 %
1,537.505	RIDGEWORTH FD-SEIX FLT6 RT HIGH INCM I SHS #R6CJ CUSIP: 76628T678	13,299.42 8.650 2.53 %	12,091.14 7.86	1,208.28	758	5.70 % 0.00 %
2,139.72	RIDGEWORTH FD-SHORT TERM BD I SHS #R6CX CUSIP: 76628T611	21,226.02 9.920 4.04 %	20,521.82 9.59	704.20	466	2.20 % 0.00 %
	TOTAL PROPRIETARY FUNDS	141,245.80	127,092.12	14,153.68	3,454	2.45 %
	PRINCIPAL PORTFOLIO TOTAL	521,611.87	504,759.02	16,852.85	15,654	3.00 %
	<u>INCOME PORTFOLIO</u>					
	INCOME CASH	215.52 0.04 %	215.52			



PORTFOLIO DETAIL
AS OF 12/31/11

TR A W LEDBETTER FOUNDATION UA
ACCOUNT NO. 1500071

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>STIF & MONEY MARKET FUNDS</u>					
3,883.72	FEDERATED MONEY MKT OBLIGS TR	3,883.72	3,883.72	0.00	0	0.00 %
	TRSY OBLIGS INSTL CL #68 FFS	1.000	1.00			0.00 %
	CUSIP: 609068DF5	0.74 %				
	INCOME PORTFOLIO TOTAL	4,099.24	4,099.24	0.00	0	0.00 %

NET ASSETS