Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0052

2011

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

Name of foundation: FLORENCE C & HARRY ENGLISH MEM FD 43-1106935

A Employer identification number: 58-6045781

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

Room/suite:

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 ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 13,516,542.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	387,549.	392,803.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	806,578.			
	b Gross sales price for all assets on line 6a 10,045,038.				
	7 Capital gain net income (from Part IV, line 2)		806,579.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less. Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	1,194,127.	1,199,382.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	55,951.	46,304.		9,647.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	2,500.	NONE	NONE	2,500.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	6,609.	7,214.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	65,060.	53,518.	NONE	12,147.
	25 Contributions, gifts, grants paid	610,000.			610,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	675,060.	53,518.	NONE	622,147.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	519,067.			
	b **Net investment income** (if negative, enter -0-)		1,145,864.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	710,829.	295,479.	295,480.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶ NONE			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 4	12,308,186.	13,242,603.	13,221,062.
	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)	13,019,015.	13,538,082.	13,516,542.
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	13,019,015.	13,538,082.	
	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)	13,019,015.	13,538,082.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	13,019,015.	13,538,082.	

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	13,019,015.
2	Enter amount from Part I, line 27a	2	519,067.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	13,538,082.
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	13,538,082.

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	9,959,888.		9,238,459.	721,429.
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				721,429.
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	806,579.
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	523,441.	12,997,820.	0.04027144552
2009	714,265.	11,642,557.	0.06134949565
2008	872,895.	13,968,412.	0.06249063959
2007	780,662.	16,670,834.	0.04682801112
2006	664,541.	15,395,936.	0.04316340364

2	**Total** of line 1, column (d) . . .	2	0.25410299552
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	0.05082059910
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 . . .	4	13,943,331.
5	Multiply line 4 by line 3 . . .	5	708,608.
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	11,459.
7	Add lines 5 and 6 . . .	7	720,067.
8	Enter qualifying distributions from Part XII, line 4 . . .	8	622,147.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter: ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	22,917.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	22,917.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	22,917.
6	Credits/Payments.		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 5,800.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	5,800.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** EFTPS ▶	9	17,117.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ NONE **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶$ ________ (2) On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ SUNTRUST BANK Telephone no. ▶ (404)827-6529
Located at ▶ 25 PARK PLACE, ATLANTA, GA ZIP + 4 ▶ 30303

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ [X]
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? [ ] Yes [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		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? [ ] Yes [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)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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? **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 5		55,951.	-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	13,922,548.
b	Average of monthly cash balances	1b	233,118.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	14,155,666.
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	14,155,666.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	212,335.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,943,331.
6	**Minimum investment return.** Enter 5% of line 5	6	697,167.

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	697,167.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	22,917.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	22,917.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	674,250.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	674,250.
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	674,250.

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	622,147.
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	622,147.
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	622,147.

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					674,250.
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	NONE				
b From 2007	NONE				
c From 2008	NONE				
d From 2009	26,170.				
e From 2010	NONE				
f **Total** of lines 3a through e		26,170.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 622,147.					
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					622,147.
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).)*		26,170.			26,170.
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					25,933.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9:					
a Excess from 2007	NONE				
b Excess from 2008	NONE				
c Excess from 2009	NONE				
d Excess from 2010	NONE				
e Excess from 2011	NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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 7

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 8				
Total . . . . ▶ 3a				610,000.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	387,549.	
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	806,578.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,194,127.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,194,127.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 04/26/2012 Title: TRUSTEE

SUNTRUST BANK, AUTHORIZED

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY E. KUHLIN	[signature]	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		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					81,159.	
		518.483 INVESCO SMALL CAP GROWTH-I PROPERTY TYPE: SECURITIES					01/15/2010	01/26/2011
15,850.00		12,459.00					3,391.00	
		1877.539 INVESCO SMALL CAP GROWTH-I PROPERTY TYPE: SECURITIES					01/15/2010	04/27/2011
64,700.00		45,117.00					19,583.00	
		6623.259 INVESCO SMALL CAP GROWTH-I PROPERTY TYPE: SECURITIES					01/15/2010	07/18/2011
218,700.00		159,157.00					59,543.00	
		1474.847 ADVISORS CAMBIAR SMALL CAP-I PROPERTY TYPE: SECURITIES					03/28/2011	04/27/2011
29,025.00		28,066.00					959.00	
		7640.074 ADVISORS CAMBIAR SMALL CAP-I PROPERTY TYPE: SECURITIES					03/28/2011	07/18/2011
143,175.00		145,391.00					-2,216.00	
		2000. THE COCA COLA COMPANY COMMON STO PROPERTY TYPE: SECURITIES					12/31/1969	01/24/2011
125,740.00		3,432.00					122,308.00	
		7765.781 EATON VANCE FLTG-RT-I PROPERTY TYPE: SECURITIES					05/26/2011	07/18/2011
70,125.00		70,513.00					-388.00	
		1749.436 EATON VANCE FLTG-RT-I PROPERTY TYPE: SECURITIES					05/26/2011	08/08/2011
15,500.00		15,885.00					-385.00	
		12623.422 EATON VANCE FLTG-RT-I PROPERTY TYPE: SECURITIES					05/26/2011	10/18/2011
109,950.00		114,621.00					-4,671.00	
		1580.494 GOLDMAN SACHS TRGROWTH OPPORTUN PROPERTY TYPE: SECURITIES					01/15/2010	01/26/2011
38,975.00		32,574.00					6,401.00	

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)	
		63.955 GOLDMAN SACHS TRGROWTH OPPORTUNIT PROPERTY TYPE: SECURITIES					01/28/2011	04/27/2011
1,702.00		1,562.00					140.00	
		3326.353 GOLDMAN SACHS TRGROWTH OPPORTUN PROPERTY TYPE: SECURITIES					01/15/2010	04/27/2011
88,548.00		68,556.00					19,992.00	
		118.857 GOLDMAN SACHS TRGROWTH OPPORTUNI PROPERTY TYPE: SECURITIES					01/15/2010	07/18/2011
2,975.00		2,450.00					525.00	
		1633.378 GOLDMAN SACHS TRGROWTH OPPORTUN PROPERTY TYPE: SECURITIES					01/15/2010	10/18/2011
36,800.00		33,664.00					3,136.00	
		84. ISHARES TR BARCLAYS TIPS BD ETF PROPERTY TYPE: SECURITIES					09/07/2010	01/26/2011
8,996.00		9,054.00					-58.00	
		1992. ISHARES TR BARCLAYS TIPS BD ETF PROPERTY TYPE: SECURITIES					01/15/2010	05/26/2011
220,747.00		209,296.00					11,451.00	
		425. ISHARES TR BARCLAYS TIPS BD ETF PROPERTY TYPE: SECURITIES					04/27/2011	05/26/2011
47,097.00		46,675.00					422.00	
		450. ISHARES TR S&P 500 INDEX FD PROPERTY TYPE: SECURITIES					01/15/2010	04/27/2011
60,804.00		51,789.00					9,015.00	
		581. ISHARES TR S&P 500 INDEX FD PROPERTY TYPE: SECURITIES					01/28/2011	04/27/2011
78,505.00		75,702.00					2,803.00	
		11561. ISHARES TR S&P 500 INDEX FD PROPERTY TYPE: SECURITIES					06/24/2010	07/18/2011
1511132.00		1320641.00					190,491.00	
		665. ISHARES IBOXX INVT GRADE CORP BD ET PROPERTY TYPE: SECURITIES					07/18/2011	08/08/2011
74,537.00		73,970.00					567.00	

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)	
		841. ISHARES RUSSELL MIDCAP VALUE INDEX PROPERTY TYPE: SECURITIES					01/15/2010	01/26/2011
38,717.00		32,173.00					6,544.00	
		21. ISHARES RUSSELL MIDCAP VALUE INDEX PROPERTY TYPE: SECURITIES					01/28/2011	03/28/2011
995.00		976.00					19.00	
		12774. ISHARES RUSSELL MIDCAP VALUE INDE PROPERTY TYPE: SECURITIES					01/15/2010	03/28/2011
605,367.00		488,671.00					116,696.00	
		538. ISHARES TR RUSSELL 1000 VALUE INDEX PROPERTY TYPE: SECURITIES					01/15/2010	04/27/2011
37,354.00		31,962.00					5,392.00	
		1531. ISHARES TR RUSSELL 1000 VALUE INDE PROPERTY TYPE: SECURITIES					01/28/2011	04/27/2011
106,298.00		102,302.00					3,996.00	
		986. ISHARES TR RUSSELL 1000 VALUE INDEX PROPERTY TYPE: SECURITIES					01/15/2010	07/18/2011
65,689.00		58,577.00					7,112.00	
		712. ISHARES TR RUSSELL 1000 VALUE INDEX PROPERTY TYPE: SECURITIES					01/15/2010	10/18/2011
42,424.00		42,299.00					125.00	
		651. ISHARES TR RUSSELL 1000 GROWTH INDE PROPERTY TYPE: SECURITIES					01/28/2011	04/27/2011
40,189.00		38,582.00					1,607.00	
		2932. ISHARES TR RUSSELL 1000 GROWTH IND PROPERTY TYPE: SECURITIES					01/15/2010	04/27/2011
181,006.00		148,888.00					32,118.00	
		506. ISHARES TR RUSSELL 1000 GROWTH INDE PROPERTY TYPE: SECURITIES					07/18/2011	10/18/2011
28,437.00		30,838.00					-2,401.00	
		2703. ISHARES IBOXX $HIGHYLD CORP BD ETF PROPERTY TYPE: SECURITIES					01/15/2010	05/26/2011
248,327.00		241,641.00					6,686.00	

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)	
		1342. ISHARES IBOXX $HIGHYLD CORP BD ETF					04/27/2011	05/26/2011
		PROPERTY TYPE: SECURITIES						
123,291.00		123,937.00					-646.00	
		18. ISHARES IBOXX $HIGHYLD CORP BD ETF					01/15/2010	07/18/2011
		PROPERTY TYPE: SECURITIES						
1,637.00		1,609.00					28.00	
		821. ISHARES IBOXX $HIGHYLD CORP BD ETF					06/24/2010	08/08/2011
		PROPERTY TYPE: SECURITIES						
69,291.00		73,015.00					-3,724.00	
		1553. ISHARES IBOXX $HIGHYLD CORP BD ETF					09/07/2010	08/08/2011
		PROPERTY TYPE: SECURITIES						
131,071.00		135,981.00					-4,910.00	
		982. ISHARES BARCLAYS MBS BD ETF					05/26/2011	07/18/2011
		PROPERTY TYPE: SECURITIES						
104,928.00		105,019.00					-91.00	
		1. ISHARES BARCLAYS MBS BD ETF					05/26/2011	08/08/2011
		PROPERTY TYPE: SECURITIES						
107.00		107.00						
		460. ISHARES BARCLAYS MBS BD ETF					05/26/2011	08/08/2011
		PROPERTY TYPE: SECURITIES						
49,457.00		49,194.00					263.00	
		748. ISHARES BARCLAYS MBS BD ETF					05/26/2011	10/18/2011
		PROPERTY TYPE: SECURITIES						
80,325.00		79,994.00					331.00	
		539.735 JANUS PERKINS SMALL CAP VALUE-I					01/28/2011	03/28/2011
		PROPERTY TYPE: SECURITIES						
13,504.00		13,240.00					264.00	
		12374.173 JANUS PERKINS SMALL CAP VALUE-					01/15/2010	03/28/2011
		PROPERTY TYPE: SECURITIES						
309,602.00		250,757.00					58,845.00	
		3201.1 LEGG MASON BATTERYMRC EMRG MKTS-I					01/26/2011	04/27/2011
		PROPERTY TYPE: SECURITIES						
81,500.00		77,595.00					3,905.00	

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)	
		5493.864 MFS RESEARCH INTL-I PROPERTY TYPE: SECURITIES					01/26/2011	04/27/2011
94,000.00		88,891.00					5,109.00	
		711.58 PIMCO COMMODITY REALRTN STRATEGY- PROPERTY TYPE: SECURITIES					01/15/2010	01/26/2011
6,575.00		5,935.00					640.00	
		4809.145 PIMCO COMMODITY REALRTN STRATEG PROPERTY TYPE: SECURITIES					01/15/2010	04/27/2011
48,236.00		40,108.00					8,128.00	
		230.736 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES					01/28/2011	04/27/2011
2,314.00		2,150.00					164.00	
		438.953 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES					07/18/2011	08/08/2011
3,775.00		4,021.00					-246.00	
		29622.382 PIMCO COMMODITY REALRTN STRATE PROPERTY TYPE: SECURITIES					06/24/2010	10/18/2011
230,166.00		243,700.00					-13,534.00	
		1537.03 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES					07/18/2011	10/18/2011
11,943.00		14,079.00					-2,136.00	
		1554.128 RS INVT TR VALUE-Y PROPERTY TYPE: SECURITIES					03/28/2011	04/27/2011
42,925.00		41,604.00					1,321.00	
		1102.025 RS INVT TR VALUE-Y PROPERTY TYPE: SECURITIES					03/28/2011	07/18/2011
28,300.00		29,501.00					-1,201.00	
		1131.556 RS INVT TR VALUE-Y PROPERTY TYPE: SECURITIES					03/28/2011	10/18/2011
25,675.00		30,292.00					-4,617.00	
		8456.888 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES					01/15/2010	01/26/2011
150,955.00		116,705.00					34,250.00	

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)	
		2470.696 TEMPLETON GLOBAL BD-ADV PROPERTY TYPE: SECURITIES					04/27/2011	08/08/2011
33,725.00		34,540.00					-815.00	
		7040. VANGUARD BD INDEX SHORT TERM BD ET PROPERTY TYPE: SECURITIES					04/27/2011	05/26/2011
570,199.00		567,127.00					3,072.00	
		1098. VANGUARD BD INDEX SHORT TERM BD ET PROPERTY TYPE: SECURITIES					01/26/2011	07/18/2011
89,204.00		88,450.00					754.00	
		476. VANGUARD BD INDEX SHORT TERM BD ETF PROPERTY TYPE: SECURITIES					01/26/2011	08/08/2011
38,795.00		38,344.00					451.00	
		1094. VANGUARD BD INDEX SHORT TERM BD ET PROPERTY TYPE: SECURITIES					01/26/2011	10/18/2011
88,832.00		88,128.00					704.00	
		7279. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES					09/07/2010	01/26/2011
583,126.00		599,651.00					-16,525.00	
		17175. VANGUARD BD INDEX TOTAL BD MKT ET PROPERTY TYPE: SECURITIES					01/15/2010	01/26/2011
1376483.00		1363841.00					12,642.00	
		2523. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES					09/07/2010	01/26/2011
202,205.00		207,847.00					-5,642.00	
		4060. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES					04/27/2011	05/26/2011
330,969.00		327,318.00					3,651.00	
		5761. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES					01/15/2010	05/26/2011
469,633.00		457,472.00					12,161.00	
		888. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES					01/15/2010	07/18/2011
72,652.00		70,515.00					2,137.00	

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)	
		782. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES					01/15/2010	08/08/2011
64,679.00		62,097.00					2,582.00	
		859. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES					01/15/2010	10/18/2011
71,423.00		68,212.00					3,211.00	
TOTAL GAIN(LOSS)							806,579.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	387,549.	392,803.
TOTAL	387,549.	392,803.

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	809.	
FEDERAL TAX ESTIMATE	5,800.	
FOREIGN TAXES		7,214.
TOTALS	6,609.	7,214.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	C	12,308,186.	13,242,603.	13,221,062.
TOTALS		12,308,186.	13,242,603.	13,221,062.

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

OFFICER NAME:
SUNTRUST BANK
ADDRESS:
P.O. BOX 4655
ATLANTA, GA 30302
TITLE:
TRUSTEE, AS REQ'D
COMPENSATION .... 55,951.

OFFICER NAME:
JENNER WOOD
ADDRESS:
P.O. BOX 4655
ATLANTA, GA 30302
TITLE:
CHAIRMAN, AS REQ'D

OFFICER NAME:
JOHN GERAGHTY
ADDRESS:
P.O. BOX 4655
ATLANTA, GA 30302
TITLE:
DIST COMM, AS REQ'D

OFFICER NAME:
DAVE DIERKER
ADDRESS:
P.O. BOX 4655
ATLANTA, GA 30302
TITLE:
DIST COMM, AS REQ'D

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

OFFICER NAME:
KIRBY THOMPSON
ADDRESS:
P.O. BOX 4655
ATLANTA, GA 30302
TITLE:
SECRETARY, AS REQ'D

TOTAL COMPENSATION: 55,951.

FORM 990PF, PART XV - LINES 2a - 2d
====================================

RECIPIENT NAME:
MR. RAYMOND B. KING, C/O SUNTRUST BANK, ATLANTA
ADDRESS:
P.O. BOX 4418, MAIL CODE 041
ATLANTA, GA 30302
FORM, INFORMATION AND MATERIALS:
GRANT APPLICATION FORM (SEE ATTACHMENT)
SUBMISSION DEADLINES:
N/A
RESTRICTIONS OR LIMITATIONS ON AWARDS:
CAPITAL IMPROVEMENT GRANTS, AS WELL AS SPECIAL COMMUNITY PROJECTS IN METROPOLITAN ATLANTA AREA.

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:

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

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 $	

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 .... 610,000.

TOTAL GRANTS PAID: 610,000.

311 **CASH CONTRIBUTIONS**
SEE ATTACHED STATEMENT - SEEATTACHED

02/04/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT APPROVED GRANTS FOR: SEEATTACHED PAID TO: HENRY W. GRADY HEALTH SYSTEM FDN. TR TRAN#=IN000642000002 TR CD=105 REG=0 PORT=INC	-40000.00	-40000.00	1102000013 **CHANGED** 05/31/11 DNB
02/04/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT APPROVED GRANTS FOR: SEEATTACHED PAID TO: KENNESAW STATE UNIVERSITY FDN. TR TRAN#=IN000642000003 TR CD=105 REG=0 PORT=INC	-20000.00	-20000.00	1102000014 **CHANGED** 05/31/11 DNB
02/04/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT APPROVED GRANTS FOR: SEEATTACHED PAID TO:	-10000.00	-10000.00	1102000015 **CHANGED** 05/31/11 DNB

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311	**CASH CONTRIBUTIONS (CONTINUED)** SEE ATTACHED STATEMENT - SEEATTACHED (CONTINUED)				
	NATIONAL MONUMENTS FOUNDATION TR TRAN#=IN000642000004 TR CD=105 REG=0 PORT=INC				
02/04/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT APPROVED GRANTS FOR: SEEATTACHED PAID TO: THE NATURE CONSERVANCY OF GEORGIA TR TRAN#=IN000642000005 TR CD=105 REG=0 PORT=INC	-10000.00	-10000.00		1102000016 **CHANGED** 05/31/11 DNB
02/04/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT APPROVED GRANTS FOR: SEEATTACHED PAID TO: SPELMAN COLLEGE TR TRAN#=IN000642000007 TR CD=105 REG=0 PORT=INC	-20000.00	-20000 00		1102000018 **CHANGED** 05/31/11 DNB
02/04/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT APPROVED GRANTS FOR. SEEATTACHED PAID TO: UNITED NEGRO COLLEGE FUND TR TRAN#=IN000642000008 TR CD=105 REG=0 PORT=INC	-5000.00	-5000 00		1102000019 **CHANGED** 05/31/11 DNB
02/04/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT APPROVED GRANTS FOR: SEEATTACHED PAID TO. WOODRUFF ARTS CENTER TR TRAN#=IN000642000009 TR CD=105 REG=0 PORT=INC	-50000.00	-50000.00		1102000020 **CHANGED** 05/31/11 DNB
02/04/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT APPROVED GRANTS FOR: SEEATTACHED PAID TO ODYSSEY TR TRAN#=IN000642000006 TR CD=105 REG=0 PORT=INC	-5000 00	-5000 00		1102000017 **CHANGED** 05/31/11 DNB
05/04/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT APPROVED GRANTS FOR: SEEATTACHED PAID TO: ATLANTA INTERNATIONAL SCHOOL TR TRAN#=IN000494000007 TR CD=105 REG=0 PORT=INC	-15000.00	-15000.00		1105000010 **CHANGED** 05/31/11 DNB
06/01/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO CENTER FOR THE VISUALLY IMPAIRED TR TRAN#=IN000037000001 TR CD=105 REG=0 PORT=INC	-25000.00	-25000 00		1106000005 **CHANGED** 11/22/11 EJC
06/01/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO. ST. MARTIN'S EPISCOPAL SCHOOL TR TRAN#=IN000037000002 TR CD=105 REG=0 PORT=INC	-25000.00	-25000 00		1106000006 **CHANGED** 11/22/11 EJC
06/01/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: THE BELTLINE PARTNERSHIP TR TRAN#=IN000037000003 TR CD=105 REG=0 PORT=INC	-60000 00	-60000 00		1106000007 **CHANGED** 11/22/11 EJC
06/01/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: BOY SCOUTS OF AMERICA-ATLANTA AREA COUNCIL TR TRAN#=IN000037000004 TR CD=105 REG=0 PORT=INC	-25000 00	-25000.00		1106000008 **CHANGED** 11/22/11 EJC
06/01/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED	-25000 00	-25000 00		1106000009 **CHANGED** 11/22/11 EJC

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311	CASH CONTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - SEEATTACHED (CONTINUED)				
	PAID TO: CAMP TWIN LAKES TR TRAN#=IN000037000005 TR CD=105 REG=0 PORT=INC				
06/01/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: RABUN GAP-NACOOCHEE SCHOOL TR TRAN#=IN000037000006 TR CD=105 REG=0 PORT=INC	-37500.00	-37500 00		1106000010 **CHANGED** 11/22/11 EJC
06/01/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 GRANT CONTRIBUTION FOR: SEEATTACHED PAID TO: YMCA OF METRO ATLANTA TR TRAN#=IN000037000007 TR CD=105 REG=0 PORT=INC	-37500.00	-37500.00		1106000011 **CHANGED** 11/22/11 EJC
10/28/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GRANT FOR: SEEATTACHED PAID TO: ZOO ATLANTA TR TRAN#=IN002939000001 TR CD=105 REG=0 PORT=INC	-200000.00	-200000.00		1110000028 **CHANGED** 11/22/11 EJC
	TOTAL CODE 311 - CASH CONTRIBUTIONS	-610000.00	-610000.00	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: FLORENCE C & HARRY ENGLISH MEM FD 43-1106935

Employer identification number: 58-6045781

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	-16,446.
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	-16,446.

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					81,159.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	737,875.
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	3,991.
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	823,025.

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

Part III Summary of Parts I and II

Caution: *Read the instructions* **before** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-16,446.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			823,025.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			806,579.

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

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* **Capital Loss Carryover Worksheet** *in the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* **Schedule D Tax Worksheet** *in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31. ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No. 1545-0092

2011

Name of estate or trust: FLORENCE C & HARRY ENGLISH MEM FD 43-1106935

Employer identification number: 58-6045781

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 1474.847 ADVISORS CAMBIAR	03/28/2011	04/27/2011	29,025.00	28,066.00	959.00
7640.074 ADVISORS CAMBIAR	03/28/2011	07/18/2011	143,175.00	145,391.00	-2,216.00
7765.781 EATON VANCE FLTG-	05/26/2011	07/18/2011	70,125.00	70,513.00	-388.00
1749.436 EATON VANCE FLTG-	05/26/2011	08/08/2011	15,500.00	15,885.00	-385.00
12623.422 EATON VANCE FLTG	05/26/2011	10/18/2011	109,950.00	114,621.00	-4,671.00
63.955 GOLDMAN SACHS TRGRO OPPORTUNITIES FD INSTL	01/28/2011	04/27/2011	1,702.00	1,562.00	140.00
84. ISHARES TR BARCLAYS TI	09/07/2010	01/26/2011	8,996.00	9,054.00	-58.00
425. ISHARES TR BARCLAYS T	04/27/2011	05/26/2011	47,097.00	46,675.00	422.00
581. ISHARES TR S&P 500 IN	01/28/2011	04/27/2011	78,505.00	75,702.00	2,803.00
665. ISHARES IBOXX INVT GR ETF	07/18/2011	08/08/2011	74,537.00	73,970.00	567.00
21. ISHARES RUSSELL MIDCAP	01/28/2011	03/28/2011	995.00	976.00	19.00
1531. ISHARES TR RUSSELL 1 INDEX FD	01/28/2011	04/27/2011	106,298.00	102,302.00	3,996.00
651. ISHARES TR RUSSELL 10 INDEX	01/28/2011	04/27/2011	40,189.00	38,582.00	1,607.00
506. ISHARES TR RUSSELL 10 INDEX	07/18/2011	10/18/2011	28,437.00	30,838.00	-2,401.00
1342. ISHARES IBOXX $HIGHY ETF	04/27/2011	05/26/2011	123,291.00	123,937.00	-646.00
1553. ISHARES IBOXX $HIGHY ETF	09/07/2010	08/08/2011	131,071.00	135,981.00	-4,910.00
982. ISHARES BARCLAYS MBS	05/26/2011	07/18/2011	104,928.00	105,019.00	-91.00
1. ISHARES BARCLAYS MBS BD	05/26/2011	08/08/2011	107.00	107.00	
460. ISHARES BARCLAYS MBS	05/26/2011	08/08/2011	49,457.00	49,194.00	263.00
748. ISHARES BARCLAYS MBS	05/26/2011	10/18/2011	80,325.00	79,994.00	331.00
539.735 JANUS PERKINS SMAL VALUE-I	01/28/2011	03/28/2011	13,504.00	13,240.00	264.00
3201.1 LEGG MASON BATTERYM MKTS-I	01/26/2011	04/27/2011	81,500.00	77,595.00	3,905.00
5493.864 MFS RESEARCH INTL	01/26/2011	04/27/2011	94,000.00	88,891.00	5,109.00
230.736 PIMCO COMMODITY RE STRATEGY-I	01/28/2011	04/27/2011	2,314.00	2,150.00	164.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No. 1545-0092

2011

Name of estate or trust: FLORENCE C & HARRY ENGLISH MEM FD 43-1106935

Employer identification number: 58-6045781

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 438.953 PIMCO COMMODITY RE STRATEGY-I	07/18/2011	08/08/2011	3,775.00	4,021.00	-246.00
1537.03 PIMCO COMMODITY RE STRATEGY-I	07/18/2011	10/18/2011	11,943.00	14,079.00	-2,136.00
1554.128 RS INVT TR VALUE-	03/28/2011	04/27/2011	42,925.00	41,604.00	1,321.00
1102.025 RS INVT TR VALUE-	03/28/2011	07/18/2011	28,300.00	29,501.00	-1,201.00
1131.556 RS INVT TR VALUE-	03/28/2011	10/18/2011	25,675.00	30,292.00	-4,617.00
2470.696 TEMPLETON GLOBAL	04/27/2011	08/08/2011	33,725.00	34,540.00	-815.00
7040. VANGUARD BD INDEX SH ETF	04/27/2011	05/26/2011	570,199.00	567,127.00	3,072.00
1098. VANGUARD BD INDEX SH ETF	01/26/2011	07/18/2011	89,204.00	88,450.00	754.00
476. VANGUARD BD INDEX SHO ETF	01/26/2011	08/08/2011	38,795.00	38,344.00	451.00
1094. VANGUARD BD INDEX SH ETF	01/26/2011	10/18/2011	88,832.00	88,128.00	704.00
7279. VANGUARD BD INDEX TO ETF	09/07/2010	01/26/2011	583,126.00	599,651.00	-16,525.00
2523. VANGUARD BD INDEX TO ETF	09/07/2010	01/26/2011	202,205.00	207,847.00	-5,642.00
4060. VANGUARD BD INDEX TO ETF	04/27/2011	05/26/2011	330,969.00	327,318.00	3,651.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -16,446.00

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.
FLORENCE C & HARRY ENGLISH MEM FD 43-1106935

Employer identification number
58-6045781

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 518.483 INVESCO SMALL CAP	01/15/2010	01/26/2011	15,850.00	12,459.00	3,391.00
1877.539 INVESCO SMALL CAP	01/15/2010	04/27/2011	64,700.00	45,117.00	19,583.00
6623.259 INVESCO SMALL CAP	01/15/2010	07/18/2011	218,700.00	159,157.00	59,543.00
2000. THE COCA COLA COMPAN STOCK	12/31/1969	01/24/2011	125,740.00	3,432.00	122,308.00
1580.494 GOLDMAN SACHS TRG OPPORTUNITIES FD INSTL	01/15/2010	01/26/2011	38,975.00	32,574.00	6,401.00
3326.353 GOLDMAN SACHS TRG OPPORTUNITIES FD INSTL	01/15/2010	04/27/2011	88,548.00	68,556.00	19,992.00
118.857 GOLDMAN SACHS TRGR OPPORTUNITIES FD INSTL	01/15/2010	07/18/2011	2,975.00	2,450.00	525.00
1633.378 GOLDMAN SACHS TRG OPPORTUNITIES FD INSTL	01/15/2010	10/18/2011	36,800.00	33,664.00	3,136.00
1992. ISHARES TR BARCLAYS	01/15/2010	05/26/2011	220,747.00	209,296.00	11,451.00
450. ISHARES TR S&P 500 IN	01/15/2010	04/27/2011	60,804.00	51,789.00	9,015.00
11561. ISHARES TR S&P 500	06/24/2010	07/18/2011	1,511,132.00	1,320,641.00	190,491.00
841. ISHARES RUSSELL MIDCA INDEX	01/15/2010	01/26/2011	38,717.00	32,173.00	6,544.00
12774. ISHARES RUSSELL MID INDEX	01/15/2010	03/28/2011	605,367.00	488,671.00	116,696.00
538. ISHARES TR RUSSELL 10 INDEX FD	01/15/2010	04/27/2011	37,354.00	31,962.00	5,392.00
986. ISHARES TR RUSSELL 10 INDEX FD	01/15/2010	07/18/2011	65,689.00	58,577.00	7,112.00
712. ISHARES TR RUSSELL 10 INDEX FD	01/15/2010	10/18/2011	42,424.00	42,299.00	125.00
2932. ISHARES TR RUSSELL 1 INDEX	01/15/2010	04/27/2011	181,006.00	148,888.00	32,118.00
2703. ISHARES IBOXX $HIGHY ETF	01/15/2010	05/26/2011	248,327.00	241,641.00	6,686.00
18. ISHARES IBOXX $HIGHYLD	01/15/2010	07/18/2011	1,637.00	1,609.00	28.00
821. ISHARES IBOXX $HIGHYL ETF	06/24/2010	08/08/2011	69,291.00	73,015.00	-3,724.00
12374.173 JANUS PERKINS SM VALUE-I	01/15/2010	03/28/2011	309,602.00	250,757.00	58,845.00
711.58 PIMCO COMMODITY REA STRATEGY-I	01/15/2010	01/26/2011	6,575.00	5,935.00	640.00
4809.145 PIMCO COMMODITY R STRATEGY-I	01/15/2010	04/27/2011	48,236.00	40,108.00	8,128.00
29622.382 PIMCO COMMODITY STRATEGY-I	06/24/2010	10/18/2011	230,166.00	243,700.00	-13,534.00
8456.888 ROWE T PRICE REAL COM	01/15/2010	01/26/2011	150,955.00	116,705.00	34,250.00

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

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

FLORENCE C & HARRY ENGLISH MEM FD 43-1106935

Employer identification number 58-6045781

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 17175. VANGUARD BD INDEX T ETF	01/15/2010	01/26/2011	1,376,483.00	1,363,841.00	12,642.00
5761. VANGUARD BD INDEX TO ETF	01/15/2010	05/26/2011	469,633.00	457,472.00	12,161.00
888. VANGUARD BD INDEX TOT ETF	01/15/2010	07/18/2011	72,652.00	70,515.00	2,137.00
782. VANGUARD BD INDEX TOT ETF	01/15/2010	08/08/2011	64,679.00	62,097.00	2,582.00
859. VANGUARD BD INDEX TOT ETF	01/15/2010	10/18/2011	71,423.00	68,212.00	3,211.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 737,875.00

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

INVESCO SMALL CAP GROWTH-I	2,663.00	
ADVISORS CAMBIAR SMALL CAP-I	1,597.00	
GOLDMAN SACHS TRGROWTH OPPORTUNITIES FD INSTL	34,705.00	
MANNING & NAPIER WORLD OPPTYS-A	29,384.00	
NEUBERGER BERMAN HIGH INCOME BD-I	2,784.00	
TEMPLETON GLOBAL BD-ADV	4,477.00	
VANGUARD BD INDEX SHORT TERM BD ETF	3,034.00	
VANGUARD BD INDEX TOTAL BD MKT ETF	2,515.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		81,159.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		81,159.00

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

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

SunTrust

TR F ENGLISH ET AL MEM FD
ACCOUNT NO. 1106935

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 (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
PRINCIPAL PORTFOLIO						
	PRINCIPAL CASH	2,876,236.26 21.28 %	2,876,236.26			
STIF & MONEY MARKET FUNDS						
295,479.63	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	295,479.63 1.000 2.19 %	295,479.63 1.00	0.00	29	0.01 % 0.00 %
EQUITY SECURITIES						
MUTUAL FUNDS-EQUITY						
14,531	ISHARES TR DOW JONES SELECT DIVID INDEX CUSIP: 464287168	781,331.87 53.770 5.78 %	756,907.73 52.09	24,424.14	26,853	3.44 % 0.00 %
43,711	ISHARES TR RUSSELL 1000 GROWTH INDEX FD CUSIP: 464287614	2,526,058.69 57.790 18.69 %	2,270,586.79 51.95	255,471.90	35,187	1.39 % 0.00 %
21,848	ISHARES TR RUSSELL 1000 VALUE INDEX FD CUSIP: 464287598	1,386,911.04 63.480 10.26 %	1,290,106.56 59.05	96,804.48	31,854	2.30 % 0.00 %
TOTAL MUTUAL FUNDS-EQUITY		4,694,301.60	4,317,601.08	376,700.52	93,895	2.00 %

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
MUTUAL FUNDS-FIXED INCOME						
6,874	ISHARES TR BARCLAYS MBS BD ETF CUSIP: 464288588	742,873.18 108.070 5.50 %	735,131.00 106.94	7,742.18	24,753	3.33 % 0.00 %
10,600	ISHARES TR IBOXX INVT GRADE CORP BD ETF CUSIP: 464287242	1,205,856.00 113.760 8.92 %	1,164,818.47 109.89	41,037.53	52,936	4.39 % 0.00 %
7,290	VANGUARD BD INDEX FDS SHORT TERM BD ETF CUSIP: 921937827	589,323.60 80.840 4.36 %	587,248.13 80.56	2,075.47	11,300	1.92 % 0.00 %
10,701	VANGUARD BD INDEX FD INC TOTAL BD MARKET ETF CUSIP: 921937835	893,961.54 83.540 6.61 %	849,750.35 79.41	44,211.19	27,887	3.12 % 0.00 %
TOTAL MUTUAL FUNDS-FIXED INCOME		3,432,014.32	3,336,947.95	95,066.37	116,876	3.41 %
TOTAL EQUITY SECURITIES		8,126,315.92	7,654,549.03	471,766.89	210,771	2.59 %

SUNTRUST

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
MUTUAL FUNDS						
9,146.863	ADVISORS INNER CIRCLE FD CAMBIAR SMALL CAP FD INSTL CL CUSIP: 0075W0593	154,124.64 16.850 1.14 %	168,643.05 18.44	14,518.41-	0	0.00 % 0.00 %
25,490.766	EATON VANCE MUT FDS TR FLTG-RT FD CL I CUSIP: 277911491	224,573.65 8.810 1.66 %	231,456.16 9.08	6,882.51-	9,610	4.28 % 0.00 %
26,169.03	GOLDMAN SACHS TR GROWTH OPPORTUNITIES FD INSTL CL CUSIP: 38142Y401	577,812.18 22.080 4.27 %	539,053.82 20.60	38,758.36	0	0.00 % 0.00 %
5,089.908	INVESCO GROWTH SER SMALL CAP GROWTH FD CL INSTL CUSIP: 00141M622	148,981.61 29.270 1.10 %	124,947.08 24.55	24,034.53	0	0.00 % 0.00 %
37,648.332	LEGG MASON GLOBAL TR BATTERYMARCH EMERGING MKTS TR INSTL CUSIP: 52465U607	708,165.12 18.810 5.24 %	818,683.27 21.75	110,518.15-	5,497	0.78 % 0.00 %
96,575.756	MANNING & NAPIER FDS WORLD OPPTYS SER CL A CUSIP: 563821545	640,297.26 6.630 4.74 %	830,825.00 8.60	190,527.74-	23,178	3.62 % 0.00 %
80,658.379	MFS FDS RESEARCH INTL FD INSTL CL CUSIP: 552983470	1,107,439.54 13.730 8.19 %	1,214,639.43 15.06	107,199.89-	23,875	2.16 % 0.00 %
42,179.671	NEUBERGER BERMAN INCOME FDS HIGH INCOME BD FD CL INSTL CUSIP: 64128K868	375,820.87 8.910 2.78 %	374,675.00 8.88	1,145.87	27,417	7.30 % 0.00 %

SUNTRUST

PORTFOLIO DETAIL

TR F ENGLISH ET AL MEM FD
ACCOUNT NO. 1106935

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 (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
19,683.919	RS INVT TR VALUE FD CL Y CUSIP: 74972H614	456,470.08 23.190 3.38 %	519,578.02 26.40	63,107.94-	0	0.00 % 0.00 %
56,674.277	TEMPLETON INCOME TR GLOBAL BD FD ADVISOR CL CUSIP: 880208400	701,060.81 12.370 5.19 %	765,552.32 13.51	64,491.51-	35,931	5.13 % 0.00 %
TOTAL MUTUAL FUNDS		5,094,745.76	5,588,053.15	493,307.39-	125,508	2.46 %
MISCELLANEOUS ASSETS						
1	CLASS ACTION PENDING MCKESSON/HBOC INC ON RCPT OF FINAL PMT CUSIP: 997000HZ0	0.00 0.000 0.00 %	1.00 1.00	1.00-	0	0.00 % 0.00 %
PRINCIPAL PORTFOLIO TOTAL		16,392,777.57	16,414,319.07	21,541.50-	336,308	2.49 %
INCOME PORTFOLIO						
	INCOME CASH	2,876,236.26- 21.28-%	2,876,236.26-			

SUNTRUST

TR F ENGLISH ET AL MEM FD
ACCOUNT NO. 1106935

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 (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY

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