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: HOFFA MEMORIAL FOUNDATION TTEE 59-7924232

A Employer identification number: 65-6468546

Number and street (or P.O box number if mail is not delivered to street address): 200 S ORANGE AVE SOAB-10

Room/suite:

B Telephone number (see instructions): ( ) -

City or town, state, and ZIP code: ORLANDO, FL 32801

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) ▶ $ 2,479,143.

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))

Line	Description	(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 ▶ [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	74,309.	71,873.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	148,542.			
b	Gross sales price for all assets on line 6a 1,839,827.				
7	Capital gain net income (from Part IV, line 2)		148,540.		
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	222,851.	220,413.		
13	Compensation of officers, directors, trustees, etc	23,373.	11,687.		11,686.
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	1,469.	1,094.		
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	27,342.	12,781.	NONE	14,186.
25	Contributions, gifts, grants paid	108,400.			108,400.
26	Total expenses and disbursements Add lines 24 and 25	135,742.	12,781.	NONE	122,586.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	87,109.			
b	**Net investment income** (if negative, enter -0-)		207,632.		
c	**Adjusted net income** (if negative, enter -0-)				

Revenue

Operating and Administrative Expenses

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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		672.	672.
2	Savings and temporary cash investments	106,834.	65,516.	65,516.
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	2,306,616.	2,434,371.	2,412,955.
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)	2,413,450.	2,500,559.	2,479,143.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27	Capital stock, trust principal, or current funds	2,349,125.	2,499,887.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	64,325.	672.	
30	**Total net assets or fund balances** (see instructions)	2,413,450.	2,500,559.	
31	**Total liabilities and net assets/fund balances** (see instructions)	2,413,450.	2,500,559.	

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	2,413,450.
2	Enter amount from Part I, line 27a	2	87,109.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,500,559.
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	2,500,559.

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				
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				
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				
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** 148,540.

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	129,843.	2,506,676.	0.05179887628
2009	117,230.	2,253,840.	0.05201345260
2008	120,829.	2,409,735.	0.05014202807
2007	NONE	2,330,526.	NONE
2006			

2	**Total** of line 1, column (d)	2	0.15395435695
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	0.03848858924
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,613,997.
5	Multiply line 4 by line 3	5	100,609.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,076.
7	Add lines 5 and 6	7	102,685.
8	Enter qualifying distributions from Part XII, line 4	8	122,586.

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 ▶ [X] and enter 1% of Part I, line 27b	1	2,076.
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	2,076.
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	2,076.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 1,045.		
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	1,045.
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** PD BY EFTPS ▶	9	1,031.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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) ▶ FL			
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. ▶ (888)942-3272			
	Located at ▶ PO BOX 1908, ORLANDO, FL ZIP + 4 ▶ 32802-1908			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
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 ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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? . . . . . . N/A . . . ☐ 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		23,373.	-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	2,598,887.
b	Average of monthly cash balances	1b	54,917.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	2,653,804.
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	2,653,804.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	39,807.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,613,997.
6	**Minimum investment return.** Enter 5% of line 5	6	130,700.

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	130,700.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,076.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,076.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	128,624.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	128,624.
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	128,624.

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	122,586.
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	122,586.
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	2,076.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	120,510.

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				128,624.
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 641.				
d From 2009 5,776.				
e From 2010 6,599.				
f **Total** of lines 3a through e	13,016.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 122,586.				
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				122,586.
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).)*	6,038.			6,038.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	6,978.			
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)	NONE			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	6,978.			
10 Analysis of line 9:				
a Excess from 2007 NONE				
b Excess from 2008 NONE				
c Excess from 2009 379.				
d Excess from 2010 6,599.				
e Excess from 2011				

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

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

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

	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).)

NONE

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.

NONE

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

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

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

SEE STATEMENT 6

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 7				
Total . . . . ▶ **3a**				108,400.
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	74,309.	
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	148,542.	
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)				222,851.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 222,851.

(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 — Date 03/15/2012 — Title TRUSTEE

SUNTRUST BANK

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		03/15/2012		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

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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					18,467.	
		49.068 INVESCO SMALL CAP GROWTH-I PROPERTY TYPE: SECURITIES					01/26/2011	07/18/2011
1,620.00		1,500.00					120.00	
		2243.245 INVESCO SMALL CAP GROWTH-I PROPERTY TYPE: SECURITIES					09/29/2009	07/18/2011
74,072.00		51,011.00					23,061.00	
		230.496 ABERDEEN EQUITY LONG SHORT-I PROPERTY TYPE: SECURITIES					10/18/2011	12/12/2011
2,548.00		2,575.00					-27.00	
		86.713 ADVISORS CAMBIAR SMALL CAP-I PROPERTY TYPE: SECURITIES					03/28/2011	07/18/2011
1,625.00		1,650.00					-25.00	
		331.677 ADVISORS CAMBIAR SMALL CAP-I PROPERTY TYPE: SECURITIES					03/28/2011	12/12/2011
5,675.00		6,187.00					-512.00	
		360.52 FEDERATED STRATEGIC VALUE-I PROPERTY TYPE: SECURITIES					07/18/2011	08/08/2011
1,525.00		1,673.00					-148.00	
		2627.66 FEDERATED STRATEGIC VALUE-I PROPERTY TYPE: SECURITIES					07/18/2011	10/18/2011
12,350.00		12,192.00					158.00	
		1877.66 FEDERATED STRATEGIC VALUE-I PROPERTY TYPE: SECURITIES					07/18/2011	12/12/2011
8,825.00		8,712.00					113.00	
		303.167 FORUM ABSOLUTE STRATEGIES-I PROPERTY TYPE: SECURITIES					10/18/2011	12/12/2011
3,350.00		3,353.00					-3.00	
		401.46 GOLDMAN SACHS TRGROWTH OPPORTUNIT PROPERTY TYPE: SECURITIES					11/03/2009	01/26/2011
9,900.00		7,518.00					2,382.00	

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)	
		1284.953 GOLDMAN SACHS TRGROWTH OPPORTUN					11/03/2009	10/18/2011
		PROPERTY TYPE: SECURITIES						
28,950.00		24,535.00					4,415.00	
		388.128 GOLDMAN SACHS TRGROWTH OPPORTUNI					11/03/2009	12/12/2011
		PROPERTY TYPE: SECURITIES						
8,500.00		7,487.00					1,013.00	
		1002.255 HARBOR FUND CAPITAL APPRECIATIO					05/28/2010	10/18/2011
		PROPERTY TYPE: SECURITIES						
37,775.00		34,261.00					3,514.00	
		267.068 HARBOR FUND CAPITAL APPRECIATION					05/28/2010	12/12/2011
		PROPERTY TYPE: SECURITIES						
9,975.00		9,129.00					846.00	
		147.377 HARTFORD DIVIDEND & GROWTH-Y					04/06/2010	10/18/2011
		PROPERTY TYPE: SECURITIES						
2,725.00		2,698.00					27.00	
		529.333 HARTFORD DIVIDEND & GROWTH-Y					04/06/2010	12/12/2011
		PROPERTY TYPE: SECURITIES						
9,925.00		9,692.00					233.00	
		429.543 T ROWE PRICE INSTL LARGE-CAP GRW					10/18/2011	12/12/2011
		PROPERTY TYPE: SECURITIES						
6,950.00		7,023.00					-73.00	
		24. ISHARES TR BARCLAYS TIPS BD ETF					12/29/2009	01/26/2011
		PROPERTY TYPE: SECURITIES						
2,570.00		2,490.00					80.00	
		443. ISHARES TR BARCLAYS TIPS BD ETF					12/29/2009	05/26/2011
		PROPERTY TYPE: SECURITIES						
49,092.00		45,959.00					3,133.00	
		4. ISHARES TR BARCLAYS TIPS BD ETF					09/07/2010	05/26/2011
		PROPERTY TYPE: SECURITIES						
443.00		415.00					28.00	
		49.898 JANUS PERKINS SMALL CAP VALUE-I					09/29/2009	01/26/2011
		PROPERTY TYPE: SECURITIES						
1,225.00		1,000.00					225.00	

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)**	
		58.316 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES					12/20/2010	03/28/2011
1,459.00		1,169.00					290.00	
		2236.386 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES					09/29/2009	03/28/2011
55,954.00		44,812.00					11,142.00	
		965.788 THE JENSEN PORTFOLIO-I PROPERTY TYPE: SECURITIES					04/06/2010	07/18/2011
27,100.00		24,020.00					3,080.00	
		6605.177 THE JENSEN PORTFOLIO-I PROPERTY TYPE: SECURITIES					06/24/2010	10/18/2011
172,527.00		164,275.00					8,252.00	
		528.069 THE JENSEN PORTFOLIO-I PROPERTY TYPE: SECURITIES					08/08/2011	10/18/2011
13,793.00		12,799.00					994.00	
		743.115 JPMORGAN TR I US EQUITY-I PROPERTY TYPE: SECURITIES					01/26/2011	07/18/2011
7,825.00		7,825.00						
		26682.53 JPMORGAN TR I US EQUITY-I PROPERTY TYPE: SECURITIES					06/24/2010	07/18/2011
280,967.00		234,944.00					46,023.00	
		229.659 LEGG MASON BATTERYMRC EMRG MKTS- PROPERTY TYPE: SECURITIES					09/29/2009	12/12/2011
4,375.00		4,882.00					-507.00	
		237.725 MFS RESEARCH INTL-I PROPERTY TYPE: SECURITIES					09/29/2009	07/18/2011
3,825.00		3,460.00					365.00	
		2543.046 MANNING & NAPIER WORLD OPPTYS-A PROPERTY TYPE: SECURITIES					07/18/2011	10/18/2011
19,200.00		22,257.00					-3,057.00	
		365.579 NEUBERGER BERMAN HIGH INCOME BD- PROPERTY TYPE: SECURITIES					08/08/2011	12/12/2011
3,250.00		3,251.00					-1.00	

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)	
		577.107 PIMCO FDS LOW DURATION FD INSTL PROPERTY TYPE: SECURITIES					01/26/2011	08/08/2011
6,025.00		6,004.00					21.00	
		1042.274 PIMCO FDS LOW DURATION FD INSTL PROPERTY TYPE: SECURITIES					01/26/2011	10/18/2011
10,725.00		10,843.00					-118.00	
		392.441 PIMCO FDS LOW DURATION FD INSTL PROPERTY TYPE: SECURITIES					01/26/2011	12/12/2011
4,050.00		4,083.00					-33.00	
		29824.723 PACIFIC INVESTMENT MANAGEMENT PROPERTY TYPE: SECURITIES					12/29/2009	01/26/2011
323,300.00		326,044.00					-2,744.00	
		369.077 PACIFIC INVESTMENT MANAGEMENT IN PROPERTY TYPE: SECURITIES					12/29/2009	07/18/2011
4,067.00		4,035.00					32.00	
		1259.78 PACIFIC INVESTMENT MANAGEMENT IN PROPERTY TYPE: SECURITIES					09/07/2010	07/18/2011
13,883.00		13,772.00					111.00	
		394.737 PACIFIC INVESTMENT MANAGEMENT IN PROPERTY TYPE: SECURITIES					09/07/2010	08/08/2011
4,350.00		4,315.00					35.00	
		343.002 PACIFIC INVESTMENT MANAGEMENT IN PROPERTY TYPE: SECURITIES					09/07/2010	12/12/2011
3,725.00		3,748.00					-23.00	
		145.664 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES					10/18/2011	12/12/2011
1,075.00		1,131.00					-56.00	
		831.006 PIMCO INVT GRADE CORP BD-I PROPERTY TYPE: SECURITIES					01/26/2011	08/08/2011
8,925.00		8,774.00					151.00	
		1980.861 PIMCO INVT GRADE CORP BD-I PROPERTY TYPE: SECURITIES					01/26/2011	10/18/2011
20,700.00		20,914.00					-214.00	

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)	
		611.598 PIMCO INVT GRADE CORP BD-I PROPERTY TYPE: SECURITIES					01/26/2011	12/12/2011
6,275.00		6,453.00					-178.00	
		379.773 RIDGEWORTH FD-MIDCAP VAL EQTY #R PROPERTY TYPE: SECURITIES					01/08/2008	01/26/2011
4,675.00		3,954.00					721.00	
		8670.684 RIDGEWORTH FD-MIDCAP VAL EQTY # PROPERTY TYPE: SECURITIES					09/29/2009	07/18/2011
104,222.00		90,276.00					13,946.00	
		207.54 RIDGEWORTH FD-LARGECAP VAL EQTY#R PROPERTY TYPE: SECURITIES					09/29/2009	01/26/2011
2,725.00		2,467.00					258.00	
		4389.681 RIDGEWORTH FD-LARGECAP VAL EQTY PROPERTY TYPE: SECURITIES					09/29/2009	10/18/2011
52,325.00		53,310.00					-985.00	
		818.293 RIDGEWORTH FD-LARGECAP VAL EQTY# PROPERTY TYPE: SECURITIES					09/29/2009	12/12/2011
9,975.00		9,938.00					37.00	
		11853.365 RIDGEWORTH FD-TOTAL RETURN BD PROPERTY TYPE: SECURITIES					05/02/2008	01/26/2011
123,275.00		121,491.00					1,784.00	
		2375.118 RIDGEWORTH FD-TOTAL RETURN BD # PROPERTY TYPE: SECURITIES					05/02/2008	07/18/2011
25,200.00		24,344.00					856.00	
		1728.111 RIDGEWORTH FD-TOTAL RETURN BD # PROPERTY TYPE: SECURITIES					05/02/2008	08/08/2011
18,750.00		17,712.00					1,038.00	
		2641.682 RIDGEWORTH FD-TOTAL RETURN BD # PROPERTY TYPE: SECURITIES					06/16/2008	10/18/2011
28,900.00		27,076.00					1,824.00	
		883.288 RIDGEWORTH FD-TOTAL RETURN BD #R PROPERTY TYPE: SECURITIES					06/16/2008	12/12/2011
9,725.00		9,053.00					672.00	

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)	
		6667.5 RIDGEWORTH FD-SEIX HIGH YIELD #RG PROPERTY TYPE: SECURITIES					09/29/2009	01/26/2011
66,675.00		61,365.00					5,310.00	
		850.607 RIDGEWORTH FD-SEIX HIGH YIELD #R PROPERTY TYPE: SECURITIES					06/24/2010	08/08/2011
8,166.00		7,829.00					337.00	
		3221.945 RIDGEWORTH FD-SEIX HIGH YIELD # PROPERTY TYPE: SECURITIES					07/18/2011	08/08/2011
30,931.00		29,709.00					1,222.00	
		253.749 RIDGEWORTH FD-SEIX FLT HGH INCM# PROPERTY TYPE: SECURITIES					01/26/2011	08/08/2011
2,200.00		2,296.00					-96.00	
		2847.141 RIDGEWORTH FD-SEIX FLT HGH INCM PROPERTY TYPE: SECURITIES					01/26/2011	10/18/2011
24,400.00		25,761.00					-1,361.00	
		188.297 RIDGEWORTH FD-SEIX FLT HGH INCM# PROPERTY TYPE: SECURITIES					01/26/2011	12/12/2011
1,625.00		1,704.00					-79.00	
		104.263 RIDGEWORTH FD-LTD MTG SECS #RGCM PROPERTY TYPE: SECURITIES					01/26/2011	07/18/2011
1,125.00		1,105.00					20.00	
		391.978 RIDGEWORTH FD-LTD MTG SECS #RGCM PROPERTY TYPE: SECURITIES					01/26/2011	08/08/2011
4,300.00		4,155.00					145.00	
		1221.565 RIDGEWORTH FD-LTD MTG SECS #RGC PROPERTY TYPE: SECURITIES					01/26/2011	10/18/2011
13,425.00		12,949.00					476.00	
		178.572 RIDGEWORTH FD-LTD MTG SECS #RGCM PROPERTY TYPE: SECURITIES					01/26/2011	12/12/2011
1,975.00		1,893.00					82.00	
		450.549 TEMPLETON GLOBAL BD-ADV PROPERTY TYPE: SECURITIES					01/26/2011	08/08/2011
6,150.00		6,109.00					41.00	

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)	
		142.068 TEMPLETON GLOBAL BD-ADV PROPERTY TYPE: SECURITIES					01/26/2011	12/12/2011
1,800.00		1,921.00					-121.00	
TOTAL GAIN(LOSS)							148,540.	

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST		74,309.	71,873.
	TOTAL	74,309.	71,873.

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 YR BALANCE DUE	424.	
CURRENT YR ESTIMATES	1,045.	
FOREIGN TAXES		1,094.
TOTALS	1,469.	1,094.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	C	2,306,616.	2,434,371.	2,412,955.
TOTALS		2,306,616.	2,434,371.	2,412,955.

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

OFFICER NAME:
SUNTRUST BANK
ADDRESS:
PO BOX 1908
ORLANDO, FL 32802-1908
TITLE:
TRUSTEE, AS REQ'D
COMPENSATION .... 23,373.

TOTAL COMPENSATION: 23,373.

===================================

RECIPIENT NAME:
MALANIE CIANCIOTTO
ADDRESS:
SUNTRUST BANK, 200 S ORANGE AVE SOAB-10
ORLANDO, FL 32801
FORM, INFORMATION AND MATERIALS:
SEE ATTACHED
SUBMISSION DEADLINES:
NOVEMBER 1ST
RESTRICTIONS OR LIMITATIONS ON AWARDS:
SEE ATTACHED

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 .... 108,400.

TOTAL GRANTS PAID: 108,400.

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: HOFFA MEMORIAL FOUNDATION TTEE 59-7924232

Employer identification number: 65-6468546

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	-2,095.
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	-2,095.

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					18,467.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	130,347.
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	1,821.
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	150,635.

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			-2,095.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			150,635.
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			148,540.

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: HOFFA MEMORIAL FOUNDATION TTEE 59-7924232

Employer identification number: 65-6468546

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 49.068 INVESCO SMALL CAP G	01/26/2011	07/18/2011	1,620.00	1,500.00	120.00
230.496 ABERDEEN EQUITY LO	10/18/2011	12/12/2011	2,548.00	2,575.00	-27.00
86.713 ADVISORS CAMBIAR SM	03/28/2011	07/18/2011	1,625.00	1,650.00	-25.00
331.677 ADVISORS CAMBIAR S	03/28/2011	12/12/2011	5,675.00	6,187.00	-512.00
360.52 FEDERATED STRATEGIC	07/18/2011	08/08/2011	1,525.00	1,673.00	-148.00
2627.66 FEDERATED STRATEGI	07/18/2011	10/18/2011	12,350.00	12,192.00	158.00
1877.66 FEDERATED STRATEGI	07/18/2011	12/12/2011	8,825.00	8,712.00	113.00
303.167 FORUM ABSOLUTE STR	10/18/2011	12/12/2011	3,350.00	3,353.00	-3.00
429.543 T ROWE PRICE INSTL GRWTH-I	10/18/2011	12/12/2011	6,950.00	7,023.00	-73.00
4. ISHARES TR BARCLAYS TIP	09/07/2010	05/26/2011	443.00	415.00	28.00
58.316 JANUS PERKINS SMALL	12/20/2010	03/28/2011	1,459.00	1,169.00	290.00
528.069 THE JENSEN PORTFOL	08/08/2011	10/18/2011	13,793.00	12,799.00	994.00
743.115 JPMORGAN TR I US E	01/26/2011	07/18/2011	7,825.00	7,825.00	
2543.046 MANNING & NAPIER OPPTYS-A	07/18/2011	10/18/2011	19,200.00	22,257.00	-3,057.00
365.579 NEUBERGER BERMAN H BD-I	08/08/2011	12/12/2011	3,250.00	3,251.00	-1.00
577.107 PIMCO FDS LOW DURA INSTL CL	01/26/2011	08/08/2011	6,025.00	6,004.00	21.00
1042.274 PIMCO FDS LOW DUR INSTL CL	01/26/2011	10/18/2011	10,725.00	10,843.00	-118.00
392.441 PIMCO FDS LOW DURA INSTL CL	01/26/2011	12/12/2011	4,050.00	4,083.00	-33.00
1259.78 PACIFIC INVESTMENT INSTITUTIONAL TRUST TOTAL R	09/07/2010	07/18/2011	13,883.00	13,772.00	111.00
394.737 PACIFIC INVESTMENT INSTITUTIONAL TRUST TOTAL R	09/07/2010	08/08/2011	4,350.00	4,315.00	35.00
145.664 PIMCO COMMODITY RE STRATEGY-I	10/18/2011	12/12/2011	1,075.00	1,131.00	-56.00
831.006 PIMCO INVT GRADE C	01/26/2011	08/08/2011	8,925.00	8,774.00	151.00
1980.861 PIMCO INVT GRADE	01/26/2011	10/18/2011	20,700.00	20,914.00	-214.00
611.598 PIMCO INVT GRADE C	01/26/2011	12/12/2011	6,275.00	6,453.00	-178.00

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: HOFFA MEMORIAL FOUNDATION TTEE 59-7924232

Employer identification number: 65-6468546

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 3221.945 RIDGEWORTH FD-SEI #RGCL	07/18/2011	08/08/2011	30,931.00	29,709.00	1,222.00
253.749 RIDGEWORTH FD-SEIX INCM#RGCJ	01/26/2011	08/08/2011	2,200.00	2,296.00	-96.00
2847.141 RIDGEWORTH FD-SEI INCM#RGCJ	01/26/2011	10/18/2011	24,400.00	25,761.00	-1,361.00
188.297 RIDGEWORTH FD-SEIX INCM#RGCJ	01/26/2011	12/12/2011	1,625.00	1,704.00	-79.00
104.263 RIDGEWORTH FD-LTD #RGCM	01/26/2011	07/18/2011	1,125.00	1,105.00	20.00
391.978 RIDGEWORTH FD-LTD #RGCM	01/26/2011	08/08/2011	4,300.00	4,155.00	145.00
1221.565 RIDGEWORTH FD-LTD #RGCM	01/26/2011	10/18/2011	13,425.00	12,949.00	476.00
178.572 RIDGEWORTH FD-LTD #RGCM	01/26/2011	12/12/2011	1,975.00	1,893.00	82.00
450.549 TEMPLETON GLOBAL B	01/26/2011	08/08/2011	6,150.00	6,109.00	41.00
142.068 TEMPLETON GLOBAL B	01/26/2011	12/12/2011	1,800.00	1,921.00	-121.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -2,095.00

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side: HOFFA MEMORIAL FOUNDATION TTEE 59-7924232

Employer identification number: 65-6468546

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 2243.245 INVESCO SMALL CAP	09/29/2009	07/18/2011	74,072.00	51,011.00	23,061.00
401.46 GOLDMAN SACHS TRGRO OPPORTUNITIES FD INSTL	11/03/2009	01/26/2011	9,900.00	7,518.00	2,382.00
1284.953 GOLDMAN SACHS TRG OPPORTUNITIES FD INSTL	11/03/2009	10/18/2011	28,950.00	24,535.00	4,415.00
388.128 GOLDMAN SACHS TRGR OPPORTUNITIES FD INSTL	11/03/2009	12/12/2011	8,500.00	7,487.00	1,013.00
1002.255 HARBOR FUND CAPIT APPRECIATION FUND	05/28/2010	10/18/2011	37,775.00	34,261.00	3,514.00
267.068 HARBOR FUND CAPITA APPRECIATION FUND	05/28/2010	12/12/2011	9,975.00	9,129.00	846.00
147.377 HARTFORD DIVIDEND	04/06/2010	10/18/2011	2,725.00	2,698.00	27.00
529.333 HARTFORD DIVIDEND	04/06/2010	12/12/2011	9,925.00	9,692.00	233.00
24. ISHARES TR BARCLAYS TI	12/29/2009	01/26/2011	2,570.00	2,490.00	80.00
443. ISHARES TR BARCLAYS T	12/29/2009	05/26/2011	49,092.00	45,959.00	3,133.00
49.898 JANUS PERKINS SMALL	09/29/2009	01/26/2011	1,225.00	1,000.00	225.00
2236.386 JANUS PERKINS SMA VALUE-I	09/29/2009	03/28/2011	55,954.00	44,812.00	11,142.00
965.788 THE JENSEN PORTFOL	04/06/2010	07/18/2011	27,100.00	24,020.00	3,080.00
6605.177 THE JENSEN PORTFO	06/24/2010	10/18/2011	172,527.00	164,275.00	8,252.00
26682.53 JPMORGAN TR I US	06/24/2010	07/18/2011	280,967.00	234,944.00	46,023.00
229.659 LEGG MASON BATTERY MKTS-I	09/29/2009	12/12/2011	4,375.00	4,882.00	-507.00
237.725 MFS RESEARCH INTL-	09/29/2009	07/18/2011	3,825.00	3,460.00	365.00
29824.723 PACIFIC INVESTME MANAGEMENT INSTITUTIONAL TR	12/29/2009	01/26/2011	323,300.00	326,044.00	-2,744.00
369.077 PACIFIC INVESTMENT INSTITUTIONAL TRUST TOTAL R	12/29/2009	07/18/2011	4,067.00	4,035.00	32.00
343.002 PACIFIC INVESTMENT INSTITUTIONAL TRUST TOTAL R	09/07/2010	12/12/2011	3,725.00	3,748.00	-23.00
379.773 RIDGEWORTH FD-MIDC #RGD5	01/08/2008	01/26/2011	4,675.00	3,954.00	721.00
8670.684 RIDGEWORTH FD-MID #RGD5	09/29/2009	07/18/2011	104,222.00	90,276.00	13,946.00
207.54 RIDGEWORTH FD-LARGE EQTY#RGD4	09/29/2009	01/26/2011	2,725.00	2,467.00	258.00
4389.681 RIDGEWORTH FD-LAR EQTY#RGD4	09/29/2009	10/18/2011	52,325.00	53,310.00	-985.00
818.293 RIDGEWORTH FD-LARG EQTY#RGD4	09/29/2009	12/12/2011	9,975.00	9,938.00	37.00

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.	Employer identification number
HOFFA MEMORIAL FOUNDATION TTEE 59-7924232	65-6468546

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 11853.365 RIDGEWORTH FD-TO BD #RGCP	05/02/2008	01/26/2011	123,275.00	121,491.00	1,784.00
2375.118 RIDGEWORTH FD-TOT #RGCP	05/02/2008	07/18/2011	25,200.00	24,344.00	856.00
1728.111 RIDGEWORTH FD-TOT #RGCP	05/02/2008	08/08/2011	18,750.00	17,712.00	1,038.00
2641.682 RIDGEWORTH FD-TOT #RGCP	06/16/2008	10/18/2011	28,900.00	27,076.00	1,824.00
883.288 RIDGEWORTH FD-TOTA #RGCP	06/16/2008	12/12/2011	9,725.00	9,053.00	672.00
6667.5 RIDGEWORTH FD-SEIX #RGCL	09/29/2009	01/26/2011	66,675.00	61,365.00	5,310.00
850.607 RIDGEWORTH FD-SEIX #RGCL	06/24/2010	08/08/2011	8,166.00	7,829.00	337.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 130,347.00

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

ABERDEEN EQUITY LONG SHORT-I	490.00	
ADVISORS CAMBIAR SMALL CAP-I	497.00	
FORUM ABSOLUTE STRATEGIES-I	454.00	
GOLDMAN SACHS TRGROWTH OPPORTUNITIES FD INSTL	6,047.00	
MANNING & NAPIER WORLD OPPTYS-A	4,204.00	
NEUBERGER BERMAN HIGH INCOME BD-I	461.00	
PIMCO FDS LOW DURATION FD INSTL CL	1.00	
PIMCO COMMODITY REALRTN STRATEGY-I	230.00	
PIMCO INVT GRADE CORP BD-I	2,790.00	
RIDGEWORTH FD-TOTAL RETURN BD #RGCP	2,523.00	
TEMPLETON GLOBAL BD-ADV	770.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		18,467.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		18,467.00

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.

J. MILTON HOFFA & NELLIE E. HOFFA MEMORIAL FOUNDATION
SunTrust Bank E&F, M/C-2082
Attn: Melanie Cianciotto
Post Office Box 620005
Orlando, Florida 32862-0005

GRANT APPLICATION GUIDELINES

These guidelines are provided primarily to assist those charitable organizations that are considering making application for funds to the Hoffa Memorial Foundation. There are many worthy charitable causes; however, those that fall within the following guidelines are the causes which J. Milton and Nellie E Hoffa desired most to support. The Trustees charged with responsibility for selecting recipients of the Hoffa Memorial Foundation gifts adhere to these guidelines.

The Trustees shall consider all qualified applications received from organizations that are exempt from taxation under the Internal Revenue Code Sections 501(c)(3) and 509.

The Hoffa Memorial Foundation generally restricts its funding policy to local (Sarasota County) organizations.

Qualified organizations are those which are organized and operated exclusively for charitable, scientific, literary and educational purposes. No part of any gift shall be used for propagandering or otherwise attempting to influence legislation or for political campaigning.

Organizations, to include governmental bodies, considered for Hoffa Memorial Foundation gifts are those which carry on the following described types of charitable work:

A. Nursing education

B. Rehabilitation for handicapped children or adults

C. Charitable Organizations in the health field

Preference shall be given based on the following described additional considerations:

A. Need

B. The breadth of support for the organization, as reflected by the number of other contributors and the amounts given by them.

C. Foundation gifts may be made only for use within the United States or its possessions

D. Organizations to which Foundation gifts are made must be exempt from taxation under the Internal Revenue Code of the United States of America.

Though the guidelines set forth hereinabove shall be adhered to by the trustees of the Hoffa Memorial Foundation in virtually every choice of recipients of funds, the trustees reserve the right to select deserving donees that fall outside the strict definition of the guidelines, but that demonstrate an unusual harmony with the concerns of J Milton & Nellie E Hoffa.

November 1st is the deadline for filing gift requests that are to be considered at the annual trustee meeting to take place during the month of December each year.

APPLICATION REQUIREMENTS

Institutions/organizations wishing to apply for funds should supply the Foundation with a fully developed proposal.

The proposal should include the following and be forwarded to the address above:

- Completed Grant Proposal Synopsis Sheet
- Principal objective and brief history of the organization/institution
- List of the current Board of Directors
- Proof of tax-exempt status
- Detailed outline of project, including its expected outcome
- Financial information for prior 3 years (financial statements; audited or unaudited)
- Proposed budget for current year
- Source(s) of other funding (if applicable)

FOLLOW-UP PROCESS

Proposals will be reviewed upon receipt. Additional information may be requested. Once all required information is received, the proposal will be presented at the next regularly scheduled meeting of the Grant Committee.

Once a decision is made by the Committee, the Foundation will communicate the decision to the applicant in writing

For further information, please call SunTrust Bank Endowment & Foundation Services at 1(800) 432-4760, extension 4485

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311	CASH CONTRIBUTIONS SEE ATTACHED STATEMENT - 11-1111111				
12/13/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS CHARITABLE CONTRIBUTIONS FOR: 11-1111111 PAID TO: AMERICAN LUNG ASSOCIATION OF FLORIDA TR TRAN#=IN001349000001 TR CD=072 REG=0 PORT=PRIN	-2500.00		-2500.00 **CHANGED** 01/06/12 HCS	1112000028
12/13/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS CHARITABLE CONTRIBUTIONS FOR: 11-1111111 PAID TO:	-5000.00		-5000.00 **CHANGED** 01/06/12 HCS	1112000029

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TAX                                                                                                       EDIT
CODE/DATE TRANSACTIONS                                          TAXABLE        INCOME       PRINCIPAL    NUMBER
--------- ------------                                        ------------  ------------  ------------  ----------

311    CASH CONTRIBUTIONS (CONTINUED)
          SEE ATTACHED STATEMENT - 11-1111111 (CONTINUED)
          ----------------------------------------------

                    CAMP BOGGY CREEK
          TR TRAN#=IN001349000002  TR CD=072   REG=0   PORT=PRIN

12/13/11  CASH DISBURSEMENT                                     -10000.00                   -10000.00  1112000038
          CHARITABLE CONTRIBUTIONS                                                      **CHANGED** 01/06/12 HCS
          CHARITABLE CONTRIBUTIONS
          FOR: 11-1111111
          PAID TO:
                    MIRACLE LEAGUE OF MANASOTA INC
          TR TRAN#=IN001349000011  TR CD=072   REG=0   PORT=PRIN

12/13/11  CASH DISBURSEMENT                                      -7500.00                    -7500.00  1112000039
          CHARITABLE CONTRIBUTIONS                                                      **CHANGED** 01/06/12 HCS
          CHARITABLE CONTRIBUTIONS
          FOR: 11-1111111
          PAID TO:
                    PINES OF SARASOTA FOUNDATION INC.
          TR TRAN#=IN001349000012  TR CD=072   REG=0   PORT=PRIN

12/13/11  CASH DISBURSEMENT                                      -4000.00                    -4000.00  1112000040
          CHARITABLE CONTRIBUTIONS                                                      **CHANGED** 01/06/12 HCS
          CHARITABLE CONTRIBUTIONS
          FOR: 11-1111111
          PAID TO:
                    SUNRISEARC INC.
          TR TRAN#=IN001349000013  TR CD=072   REG=0   PORT=PRIN

12/13/11  CASH DISBURSEMENT                                      -7500.00                    -7500.00  1112000031
          CHARITABLE CONTRIBUTIONS                                                      **CHANGED** 01/06/12 HCS
          CHARITABLE CONTRIBUTIONS
          FOR: 11-1111111
          PAID TO:
                    CHILD PROTECTION CENTER, INC.
          TR TRAN#=IN001349000004  TR CD=072   REG=0   PORT=PRIN

12/13/11  CASH DISBURSEMENT                                      -5000.00                    -5000.00  1112000032
          CHARITABLE CONTRIBUTIONS                                                      **CHANGED** 01/06/12 HCS
          CHARITABLE CONTRIBUTIONS
          FOR: 11-1111111
          PAID TO:
                    CHRISTIAN HOME AND BIBLE SCHOOL
          TR TRAN#=IN001349000005  TR CD=072   REG=0   PORT=PRIN

12/13/11  CASH DISBURSEMENT                                      -5000.00                    -5000.00  1112000033
          CHARITABLE CONTRIBUTIONS                                                      **CHANGED** 01/06/12 HCS
          CHARITABLE CONTRIBUTIONS
          FOR: 11-1111111
          PAID TO.
                    COMMUNITY HAVEN FOR ADULTS &
                    CHILDREN WITH DISABILITIES
          TR TRAN#=IN001349000006  TR CD=072   REG=0   PORT=PRIN

12/13/11  CASH DISBURSEMENT                                      -7500.00                    -7500.00  1112000030
          CHARITABLE CONTRIBUTIONS                                                      **CHANGED** 01/06/12 HCS
          CHARITABLE CONTRIBUTIONS
          FOR. 11-1111111
          PAID TO:
                    CHILD DEVELOPMENT CENTER
          TR TRAN#=IN001349000003  TR CD=072   REG=0   PORT=PRIN

12/13/11  CASH DISBURSEMENT                                      -8000.00                    -8000.00  1112000034
          CHARITABLE CONTRIBUTIONS                                                      **CHANGED** 01/06/12 HCS
          CHARITABLE CONTRIBUTIONS
          FOR. 11-1111111
          PAID TO:
                    DAVID LAWRENCE CENTER
          TR TRAN#=IN001349000007  TR CD=072   REG=0   PORT=PRIN

12/13/11  CASH DISBURSEMENT                                      -5000.00                    -5000.00  1112000035
          CHARITABLE CONTRIBUTIONS                                                      **CHANGED** 01/06/12 HCS
          CHARITABLE CONTRIBUTIONS
          FOR: 11-1111111
          PAID TO:
                    DEVEREUX FLORIDA
          TR TRAN#=IN001349000008  TR CD=072   REG=0   PORT=PRIN

12/13/11  CASH DISBURSEMENT                                      -5000.00                    -5000.00  1112000036
          CHARITABLE CONTRIBUTIONS                                                      **CHANGED** 01/06/12 HCS
          CHARITABLE CONTRIBUTIONS
          FOR: 11-1111111
          PAID TO:
                    EASTER SEALS SOUTHWEST FLORIDA
          TR TRAN#=IN001349000009  TR CD=072   REG=0   PORT=PRIN

12/13/11  CASH DISBURSEMENT                                      -6000.00                    -6000.00  1112000037
          CHARITABLE CONTRIBUTIONS                                                      **CHANGED** 01/06/12 HCS
          CHARITABLE CONTRIBUTIONS
          FOR: 11-1111111
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TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311	CASH CONTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - 11-1111111 (CONTINUED)				
	PAID TO: FLORIDA STATE UNIVERSITY FOUNDATION, INC. TR TRAN#=IN001349000010 TR CD=072 REG=0 PORT=PRIN				
12/13/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS CHARITABLE CONTRIBUTIONS FOR: 11-1111111 PAID TO: THE WELLNESS COMMUNITY SOUTHWEST FLORIDA TR TRAN#=IN001349000014 TR CD=072 REG=0 PORT=PRIN	-10000.00		-10000.00 **CHANGED** 01/06/12 HCS	1112000041
12/13/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS CHARITABLE CONTRIBUTIONS FOR: 11-1111111 PAID TO: TIDEWELL HOSPICE AND PALLIATIVE CARE TR TRAN#=IN001349000015 TR CD=072 REG=0 PORT=PRIN	-7900.00		-7900.00 **CHANGED** 01/06/12 HCS	1112000042
12/13/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS CHARITABLE CONTRIBUTIONS FOR: 11-1111111 PAID TO: UNIVERSITY OF SOUTH FLORIDA FOUNDATION TR TRAN#=IN001349000016 TR CD=072 REG=0 PORT=PRIN	-10000.00		-10000.00 **CHANGED** 01/06/12 HCS	1112000043
12/13/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS CHARITABLE CONTRIBUTIONS FOR: 11-1111111 PAID TO: VIM JAX INC TR TRAN#=IN001349000017 TR CD=072 REG=0 PORT=PRIN	-2500.00		-2500.00 **CHANGED** 01/06/12 HCS	1112000044
	TOTAL CODE 311 - CASH CONTRIBUTIONS	-108400.00	0.00	-108400.00	

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
PRINCIPAL PORTFOLIO						
	PRINCIPAL CASH	104,968.35- 4.23-%	104,968.35-			
STIF & MONEY MARKET FUNDS						
65,516.13	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	65,516.13 1.000 2.64 %	65,516.13 1.00	0.00	7	0.01 % 0.00 %
MUTUAL FUNDS						
4,428.561	ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL CUSIP: 003020336	49,422.74 11.160 1.99 %	49,465.27 11.17	42.53-	0	0.00 % 0.00 %
2,945.984	ADVISORS INNER CIRCLE FD CAMBIAR SMALL CAP FD INSTL CL CUSIP: 0075W0593	49,639.83 16.850 2.00 %	54,701.36 18.57	5,061.53-	0	0.00 % 0.00 %
42,003.773	FEDERATED EQUITY FDS STRATEGIC VALUE FD CL INSTL CUSIP: 314172560	204,138.34 4.860 8.23 %	194,897.51 4.64	9,240.83	7,729	3.79 % 0.00 %
9,062.116	FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL CUSIP: 34984T600	100,136.38 11.050 4.04 %	100,226.18 11.06	89.80-	335	0.33 % 0.00 %
4,453.82	GOLDMAN SACHS TR GROWTH OPPORTUNITIES FD INSTL CL CUSIP: 38142Y401	98,340.35 22.080 3.97 %	85,915.78 19.29	12,424.57	0	0.00 % 0.00 %

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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
7,209.781	HARBOR FD CAP APPRECIATION FD INSTL CL CUSIP: 411511504	266,040.92 36.900 10.73 %	246,456.67 34.18	19,584.25	310	0.12 % 0.00 %
7,841.178	HARTFORD MUT FDS DIVIDEND & GROWTH INSTL FD CL Y CUSIP: 416645828	150,080.15 19.140 6.05 %	143,571.25 18.31	6,508.90	2,917	1.94 % 0.00 %
6,338.288	LEGG MASON GLOBAL TR BATTERYMARCH EMERGING MKTS TR INSTL CUSIP: 52465U607	119,223.20 18.810 4.81 %	134,735.81 21.26	15,512.61-	925	0.78 % 0.00 %
14,177.302	MANNING & NAPIER FDS WORLD OPPTYS SER CL A CUSIP: 563821545	93,995.51 6.630 3.79 %	122,437.76 8.64	28,442.25-	3,403	3.62 % 0.00 %
10,673.875	MFS FDS RESEARCH INTL FD INSTL CL CUSIP: 552983470	146,552.30 13.730 5.91 %	155,155.51 14.54	8,603.21-	3,159	2.16 % 0.00 %
7,045.998	NEUBERGER BERMAN INCOME FDS HIGH INCOME BD FD CL INSTL CUSIP: 64128K868	62,779.84 8.910 2.53 %	62,647.67 8.89	132.17	4,580	7.30 % 0.00 %
6,646.5	PIMCO FDS COMMODITY REALRETURN STRATEGY INSTL CUSIP: 722005667	43,468.11 6.540 1.75 %	51,615.53 7.77	8,147.42-	13,240	30.46 % 0.00 %
12,132.742	PIMCO FDS PAC INVT MGMT SER INVT GRADE CORP BD FD INSTL CL CUSIP: 722005816	125,573.88 10.350 5.07 %	128,012.62 10.55	2,438.74-	6,637	5.29 % 0.00 %
9,638.748	PIMCO FDS LOW DURATION FD INSTL CL CUSIP: 693390304	99,182.72 10.290 4.00 %	100,272.08 10.40	1,089.36-	2,130	2.15 % 0.00 %

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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
6,889.831	PIMCO FDS TOTAL RETURN FD INSTL CL CUSIP: 693390700	74,892.46 10.870 3.02 %	75,277.44 10.93	384.98-	2,473	3.30 % 0.00 %
10,607.154	T ROWE PRICE FDS LARGE-CAP GROWTH FD INSTL CL CUSIP: 45775L408	170,987.32 16.120 6.90 %	173,426.97 16.35	2,439.65-	0	0.00 % 0.00 %
9,809.066	TEMPLETON INCOME TR GLOBAL BD FD ADVISOR CL CUSIP: 880208400	121,338.15 12.370 4.89 %	132,589.40 13.52	11,251.25-	6,219	5.13 % 0.00 %
TOTAL MUTUAL FUNDS		1,975,792.20	2,011,404.81	35,612.61-	54,057	2.74 %
PROPRIETARY FUNDS						
10,060.451	RIDGEWORTH FD-LARGECAP VALUE EQUITY I SHS #RGD4 CUSIP: 76628R672	125,152.01 12.440 5.05 %	122,177.90 12.14	2,974.11	2,052	1.64 % 0.00 %
4,506.924	RIDGEWORTH FD-LTD TERM FED MTG SECS I SHS #RGCM CUSIP: 76628T777	49,891.65 11.070 2.01 %	47,773.39 10.60	2,118.26	1,158	2.32 % 0.00 %
4,322.921	RIDGEWORTH FD-SEIX FLTG RT HIGH INCM I SHS #RGCJ CUSIP: 76628T678	37,393.27 8.650 1.51 %	39,114.15 9.05	1,720.88-	2,131	5.70 % 0.00 %
20,846.568	RIDGEWORTH FD-TOTAL RETURN BD I SHS #RGCP CUSIP: 76628T512	224,726.00 10.780 9.06 %	213,901.26 10.26	10,824.74	7,463	3.32 % 0.00 %

SUNTRUST

HOFFA MEMORIAL FOUNDATION TTEE
ACCOUNT NO. 7924232

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
TOTAL PROPRIETARY FUNDS		437,162.93	422,966.70	14,196.23	12,805	2.93 %
MISCELLANEOUS ASSETS						
1	CLASS ACTION PENDING AOL/TIME WARNER ON RCPT OF FINAL PMT CUSIP: 997000JA3	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
PRINCIPAL PORTFOLIO TOTAL		2,373,502.91	2,394,919.29	21,416.38-	66,869	2.70 %
INCOME PORTFOLIO						
	INCOME CASH	105,640.41 4.26 %	105,640.41			
TOTAL ASSETS		2,479,143.32	2,500,559.70	21,416.38-	66,869	2.70 %