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 04/01 , 2011, and ending 03/31, 20 12

Name of foundation: TR JOE E JOHNSTON FDN U/W 55-1112932

A Employer identification number: 58-1364875

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

B Telephone number (see instructions): (404) 588-7227

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 2,876,593.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) ____________ *(Part I, column (d) must be on cash basis.)*

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

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

	Line	Description	(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 ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	83,693.	83,096.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	122,308.			
	b	Gross sales price for all assets on line 6a 1,544,592.				
	7	Capital gain net income (from Part IV, line 2)		122,305.		
	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	206,001.	205,401.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	20,930.	10,465.		10,465.
	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	988.	1,081.		
	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	24,418.	11,546.	NONE	12,965.
	25	Contributions, gifts, grants paid	121,710.			121,710.
	26	**Total expenses and disbursements.** Add lines 24 and 25	146,128.	11,546.	NONE	134,675.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	59,873.			
	b	**Net investment income** (if negative, enter -0-)		193,855.		
	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
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	70,646.	96,918.	96,918.
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	2,330,657.	2,361,491.	2,779,675.
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)	2,401,303.	2,458,409.	2,876,593.
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)			
	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	2,401,303.	2,458,409.	
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)	2,401,303.	2,458,409.	
31	**Total liabilities and net assets/fund balances** (see instructions)	2,401,303.	2,458,409.	

Assets / Liabilities / Net Assets or Fund Balances

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	2,401,303.
2	Enter amount from Part I, line 27a	2	59,873.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,461,176.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	2,767.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,458,409.

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	1,526,299.		1,422,288.	104,011.
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				104,011.
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 } 2 122,305.

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	135,466.	2,678,230.	0.050580
2009	74,561.	2,446,215.	0.030480
2008	181,368.	2,459,855.	0.073731
2007	130,962.	2,985,806.	0.043862
2006	136,102.	2,878,371.	0.047284

2	**Total** of line 1, column (d)	2	0.245937
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	0.049187
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,822,106.
5	Multiply line 4 by line 3	5	138,811.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,939.
7	Add lines 5 and 6	7	140,750.
8	Enter qualifying distributions from Part XII, line 4	8	134,675.

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	3,877.
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	3,877.
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	3,877.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 1,088.		
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	1,088.
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** Paid by EFTPS ▶	9	2,789.
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) ▶ 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)*

		Line	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)588-7227

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 ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	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.

		Line	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 6		20,930.	-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	2,790,017.
b	Average of monthly cash balances	1b	75,065.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	2,865,082.
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	2,865,082.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	42,976.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,822,106.
6	**Minimum investment return.** Enter 5% of line 5	6	141,105.

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	141,105.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,877.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,877.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	137,228.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	137,228.
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	137,228.

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	134,675.
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	134,675.
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	134,675.

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				137,228.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			121,053.	
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 . . . NONE				
e From 2010 . . . NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 134,675.				
a Applied to 2010, but not more than line 2a			121,053.	
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				13,622.
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).)*	NONE			NONE
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				123,606.
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).)

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 8

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 9				
Total . . . . ▶ **3a**				121,710.
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	83,693.	
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	122,308.	
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)				206,001.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 206,001.

(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: SUNTRUST BANK | Date: 06/06/2012 | Title: TRUSTEE

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		06/06/2012		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

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

ABERDEEN EQUITY LONG SHORT-I	503.00	
ADVISORS CAMBIAR SMALL CAP-I	542.00	
FORUM ABSOLUTE STRATEGIES-I	458.00	
GOLDMAN SACHS TRGROWTH OPPORTUNITIES FD INSTL	5,900.00	
MANNING & NAPIER WORLD OPPTYS-A	4,018.00	
NEUBERGER BERMAN HIGH INCOME BD-I	473.00	
PIMCO FDS LOW DURATION FD INSTL CL	1.00	
PIMCO COMMODITY REALRTN STRATEGY-I	224.00	
PIMCO INVT GRADE CORP BD-I	2,723.00	
RIDGEWORTH FD-TOTAL RETURN BD #RGCP	2,568.00	
TEMPLETON GLOBAL BD-ADV	884.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		18,294.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		18,294.00

STATEMENT 1

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					18,294.	
		2009.137 INVESCO SMALL CAP GROWTH-I PROPERTY TYPE: SECURITIES					01/15/2010	07/18/2011
66,342.00		48,280.00					18,062.00	
		163.418 ABERDEEN EQUITY LONG SHORT-I PROPERTY TYPE: SECURITIES					02/06/2012	03/14/2012
1,912.00		1,871.00					41.00	
		283.519 ADVISORS CAMBIAR SMALL CAP-I PROPERTY TYPE: SECURITIES					03/28/2011	02/06/2012
5,350.00		5,395.00					-45.00	
		114.712 ADVISORS CAMBIAR SMALL CAP-I PROPERTY TYPE: SECURITIES					03/28/2011	03/14/2012
2,204.00		2,183.00					21.00	
		307.329 FEDERATED STRATEGIC VALUE-I PROPERTY TYPE: SECURITIES					07/18/2011	08/08/2011
1,300.00		1,426.00					-126.00	
		2654.255 FEDERATED STRATEGIC VALUE-I PROPERTY TYPE: SECURITIES					07/18/2011	10/18/2011
12,475.00		12,316.00					159.00	
		2351.367 FEDERATED STRATEGIC VALUE-I PROPERTY TYPE: SECURITIES					02/06/2012	03/14/2012
11,475.00		11,240.00					235.00	
		250.319 FORUM ABSOLUTE STRATEGIES-I PROPERTY TYPE: SECURITIES					10/18/2011	03/14/2012
2,766.00		2,769.00					-3.00	
		478.426 GOLDMAN SACHS TRGROWTH OPPORTUNI PROPERTY TYPE: SECURITIES					07/18/2011	10/18/2011
10,779.00		11,975.00					-1,196.00	
		787.664 GOLDMAN SACHS TRGROWTH OPPORTUNI PROPERTY TYPE: SECURITIES					01/15/2010	10/18/2011
17,746.00		16,234.00					1,512.00	

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)	
		89.759 GOLDMAN SACHS TRGROWTH OPPORTUNIT PROPERTY TYPE: SECURITIES					01/15/2010	02/06/2012
2,200.00		1,850.00					350.00	
		280.202 GOLDMAN SACHS TRGROWTH OPPORTUNI PROPERTY TYPE: SECURITIES					01/15/2010	03/14/2012
7,154.00		5,775.00					1,379.00	
		299.814 HARBOR FUND CAPITAL APPRECIATION PROPERTY TYPE: SECURITIES					07/18/2011	10/18/2011
11,300.00		11,960.00					-660.00	
		95.941 HARBOR FUND CAPITAL APPRECIATION PROPERTY TYPE: SECURITIES					07/18/2011	02/06/2012
3,900.00		3,827.00					73.00	
		558.645 HARBOR FUND CAPITAL APPRECIATION PROPERTY TYPE: SECURITIES					07/18/2011	03/14/2012
24,156.00		22,284.00					1,872.00	
		160.898 HARTFORD DIVIDEND & GROWTH-Y PROPERTY TYPE: SECURITIES					07/18/2011	10/18/2011
2,975.00		3,198.00					-223.00	
		276.134 HARTFORD DIVIDEND & GROWTH-Y PROPERTY TYPE: SECURITIES					07/18/2011	02/06/2012
5,600.00		5,451.00					149.00	
		410.566 HARTFORD DIVIDEND & GROWTH-Y PROPERTY TYPE: SECURITIES					07/18/2011	03/14/2012
8,577.00		8,105.00					472.00	
		1198.453 T ROWE PRICE INSTL LARGE-CAP GR PROPERTY TYPE: SECURITIES					02/06/2012	03/14/2012
22,495.00		21,380.00					1,115.00	
		440. ISHARES TR BARCLAYS TIPS BD ETF PROPERTY TYPE: SECURITIES					01/15/2010	05/26/2011
48,759.00		46,230.00					2,529.00	
		695.83 THE JENSEN PORTFOLIO-I PROPERTY TYPE: SECURITIES					04/06/2010	07/18/2011
19,525.00		17,827.00					1,698.00	

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)	
		417.359 THE JENSEN PORTFOLIO-I PROPERTY TYPE: SECURITIES					08/08/2011	10/18/2011
10,901.00		10,050.00					851.00	
		6556.598 THE JENSEN PORTFOLIO-I PROPERTY TYPE: SECURITIES					06/24/2010	10/18/2011
171,258.00		162,058.00					9,200.00	
		25657.968 JPMORGAN TR I US EQUITY-I PROPERTY TYPE: SECURITIES					06/24/2010	07/18/2011
270,178.00		225,923.00					44,255.00	
		5004.29 LEGG MASON BATTERYMRC EMRG MKTS- PROPERTY TYPE: SECURITIES					01/26/2011	02/06/2012
106,641.00		111,113.00					-4,472.00	
		1405.254 LEGG MASON BATTERYMRC EMRG MKTS PROPERTY TYPE: SECURITIES					10/18/2011	02/06/2012
29,946.00		29,875.00					71.00	
		681.053 MFS RESEARCH INTL-I PROPERTY TYPE: SECURITIES					10/18/2011	02/06/2012
10,155.00		10,100.00					55.00	
		9602.049 MFS RESEARCH INTL-I PROPERTY TYPE: SECURITIES					01/26/2011	02/06/2012
143,167.00		142,477.00					690.00	
		1145.976 MANNING & NAPIER WORLD OPPTYS-A PROPERTY TYPE: SECURITIES					07/18/2011	03/14/2012
8,709.00		10,073.00					-1,364.00	
		228. NEUBERGER BERMAN HIGH INCOME BD-I PROPERTY TYPE: SECURITIES					02/06/2012	03/14/2012
2,107.00		2,069.00					38.00	
		160.96 OPPENHEIMER DEVELOPING MKTS INSTL PROPERTY TYPE: SECURITIES					02/06/2012	03/14/2012
5,368.00		5,244.00					124.00	
		550.766 PIMCO FDS LOW DURATION FD INSTL PROPERTY TYPE: SECURITIES					07/18/2011	08/08/2011
5,750.00		5,749.00					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)	
		1039.845 PIMCO FDS LOW DURATION FD INSTL PROPERTY TYPE: SECURITIES					01/26/2011	10/18/2011
10,700.00		10,814.00					-114.00	
		199.575 PIMCO FDS LOW DURATION FD INSTL PROPERTY TYPE: SECURITIES					02/06/2012	03/14/2012
2,072.00		2,082.00					-10.00	
		1785.39 PACIFIC INVESTMENT MANAGEMENT IN PROPERTY TYPE: SECURITIES					01/15/2010	07/18/2011
19,675.00		19,550.00					125.00	
		376.588 PACIFIC INVESTMENT MANAGEMENT IN PROPERTY TYPE: SECURITIES					01/15/2010	08/08/2011
4,150.00		4,124.00					26.00	
		153.97 PACIFIC INVESTMENT MANAGEMENT INS PROPERTY TYPE: SECURITIES					02/06/2012	03/14/2012
1,700.00		1,712.00					-12.00	
		181.181 PIMCO FOREIGN BOND FUND PROPERTY TYPE: SECURITIES					02/06/2012	03/14/2012
1,933.00		1,930.00					3.00	
		63.953 PIMCO COMMODITY REALRTN STRATEGY- PROPERTY TYPE: SECURITIES					07/18/2011	08/08/2011
550.00		586.00					-36.00	
		220.159 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES					07/18/2011	03/14/2012
1,512.00		2,017.00					-505.00	
		798.417 PIMCO INVT GRADE CORP BD-I PROPERTY TYPE: SECURITIES					05/26/2011	08/08/2011
8,575.00		8,623.00					-48.00	
		1959.33 PIMCO INVT GRADE CORP BD-I PROPERTY TYPE: SECURITIES					07/18/2011	10/18/2011
20,475.00		21,141.00					-666.00	
		293.658 PIMCO INVT GRADE CORP BD-I PROPERTY TYPE: SECURITIES					02/06/2012	03/14/2012
3,104.00		3,124.00					-20.00	

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

Kind of Property / Gross sale price less expenses of sale	Depreciation allowed/ allowable	Description / Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	P or D	Date acquired / Gain or (loss)	Date sold
		7945.01 RIDGEWORTH FD-MIDCAP VAL EQTY #R PROPERTY TYPE: SECURITIES					05/29/2009	07/18/2011
95,499.00		63,731.00					31,768.00	
		4314.178 RIDGEWORTH FD-LARGECAP VAL EQTY PROPERTY TYPE: SECURITIES					07/18/2011	10/18/2011
51,425.00		56,257.00					-4,832.00	
		553.41 RIDGEWORTH FD-LARGECAP VAL EQTY#R PROPERTY TYPE: SECURITIES					01/15/2010	02/06/2012
7,388.00		6,254.00					1,134.00	
		60.822 RIDGEWORTH FD-LARGECAP VAL EQTY#R PROPERTY TYPE: SECURITIES					07/18/2011	02/06/2012
812.00		793.00					19.00	
		504.833 RIDGEWORTH FD-LARGECAP VAL EQTY# PROPERTY TYPE: SECURITIES					01/15/2010	03/14/2012
6,926.00		5,705.00					1,221.00	
		2985.391 RIDGEWORTH FD-TOTAL RETURN BD # PROPERTY TYPE: SECURITIES					01/15/2010	07/18/2011
31,675.00		31,615.00					60.00	
		1663.594 RIDGEWORTH FD-TOTAL RETURN BD # PROPERTY TYPE: SECURITIES					01/15/2010	08/08/2011
18,050.00		17,617.00					433.00	
		2623.4 RIDGEWORTH FD-TOTAL RETURN BD #RG PROPERTY TYPE: SECURITIES					01/15/2010	10/18/2011
28,700.00		27,782.00					918.00	
		373.073 RIDGEWORTH FD-TOTAL RETURN BD #R PROPERTY TYPE: SECURITIES					02/06/2012	03/14/2012
4,007.00		4,052.00					-45.00	
		65. RIDGEWORTH FD-SEIX HIGH YIELD #RGCL PROPERTY TYPE: SECURITIES					07/18/2011	08/08/2011
624.00		650.00					-26.00	
		3913.407 RIDGEWORTH FD-SEIX HIGH YIELD # PROPERTY TYPE: SECURITIES					01/15/2010	08/08/2011
37,569.00		36,786.00					783.00	

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)	
		8.408 RIDGEWORTH FD-SEIX FLT HGH INCM#RG PROPERTY TYPE: SECURITIES					01/26/2011	07/18/2011
75.00		76.00					-1.00	
		239.331 RIDGEWORTH FD-SEIX FLT HGH INCM# PROPERTY TYPE: SECURITIES					01/26/2011	08/08/2011
2,075.00		2,166.00					-91.00	
		2791.715 RIDGEWORTH FD-SEIX FLT HGH INCM PROPERTY TYPE: SECURITIES					01/26/2011	10/18/2011
23,925.00		25,265.00					-1,340.00	
		104. RIDGEWORTH FD-SEIX FLT HGH INCM#RGC PROPERTY TYPE: SECURITIES					01/26/2011	03/14/2012
917.00		941.00					-24.00	
		236.33 RIDGEWORTH FD-LTD MTG SECS #RGCM PROPERTY TYPE: SECURITIES					01/26/2011	07/18/2011
2,550.00		2,505.00					45.00	
		376.026 RIDGEWORTH FD-LTD MTG SECS #RGCM PROPERTY TYPE: SECURITIES					01/26/2011	08/08/2011
4,125.00		3,986.00					139.00	
		1203.367 RIDGEWORTH FD-LTD MTG SECS #RGC PROPERTY TYPE: SECURITIES					01/26/2011	10/18/2011
13,225.00		12,756.00					469.00	
		102.369 RIDGEWORTH FD-LTD MTG SECS #RGCM PROPERTY TYPE: SECURITIES					02/06/2012	03/14/2012
1,131.00		1,136.00					-5.00	
		430.403 TEMPLETON GLOBAL BD-ADV PROPERTY TYPE: SECURITIES					05/26/2011	08/08/2011
5,875.00		5,957.00					-82.00	
		2660.522 TEMPLETON GLOBAL BD-ADV PROPERTY TYPE: SECURITIES					01/26/2011	02/06/2012
35,012.00		35,837.00					-825.00	
		1946.241 TEMPLETON GLOBAL BD-ADV PROPERTY TYPE: SECURITIES					07/18/2011	02/06/2012
25,613.00		26,893.00					-1,280.00	

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)	
		112.68 TEMPLETON GLOBAL BD-ADV PROPERTY TYPE: SECURITIES					01/26/2011	03/14/2012
1,485.00		1,518.00					-33.00	
TOTAL GAIN(LOSS)							122,305.	

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST		83,693.	83,096.
	TOTAL	83,693.	83,096.

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID		1,081.
03/31/2012 990PF ESTIMATES PAI	988.	
TOTALS	988.	1,081.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	C	2,330,657.	2,361,491.	2,779,675.
TOTALS		2,330,657.	2,361,491.	2,779,675.

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

DESCRIPTION	AMOUNT
BANK ERROR OWED TO 7909696	160.
RIDGEWORTH FD TOTAL RETURN TAX COST ADJ	2,607.
TOTAL	2,767.

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 .... 20,930.

OFFICER NAME:
DEBBIE COUCH
ADDRESS:
C/O SUNTRUST BANK, P.O. BOX 4655
ATLANTA, GA 30302,
TITLE:
SECRETARY, AS REQ'D

OFFICER NAME:
WILLIAM J. JOHNSTON
ADDRESS:
P.O. BOX 553
WOODSTOCK, GA 30188,
TITLE:
ADVISOR, AS REQ'D

OFFICER NAME:
LYNN H. JOHNSTON
ADDRESS:
5050 HIDDEN BRANCHES CIRCLE
DUNWOODY, GA 30338,
TITLE:
ADVISOR, AS REQ'D

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

OFFICER NAME:
G. CECIL PRUETT
ADDRESS:
371 HILTON WAY
CANTON, GA 30114,
TITLE:
ADVISOR, AS REQ'D

TOTAL COMPENSATION: 20,930.

RECIPIENT NAME:
ALLEN MAST, C/O SUNTRUST BANK
ADDRESS:
P.O. BOX 4655, MC 221
ATLANTA, GA 30302
RECIPIENT'S PHONE NUMBER: 404-588-7347
FORM, INFORMATION AND MATERIALS:
A 2-3 PAGE PROPOSAL NARRATIVE/LETTER DETAILING THE ORGANIZATION'S MISSION AND WORK, THE PROPOSED PROJECT OR PROGRAM, AND PROPOSED EVALUATION AND SUSTAINABILITY OF SAID PROJECT/PROGRAM.
SUBMISSION DEADLINES:
FEBRUARY 1ST
RESTRICTIONS OR LIMITATIONS ON AWARDS:
GEOGRAPHIC RESTRICTIONS- CHEROKEE COUNTY GEORGIA.

Foundation Name: The Joe E. Johnston Foundation
EIN Number: 58-1364875

Mission and Grant Guidelines:
The Foundation makes grants only to organizations in Cherokee County, Georgia and its surrounding area which benefit residents of Cherokee County. Grants support religious, educational, cultural and social service organizations.

Geographic Restrictions: Cherokee County, Georgia

Application Deadline(s): February 1

Application Information: Please use the attached form or submit a 2-3 page proposal narrative/letter detailing your organization's mission and work, the proposed project or program, and proposed evaluation and sustainability of said project/program. Include a project/program budget (if applicable), a copy of your board list, and copy of your IRS tax letter. Have the application signed by your CEO, ED or Board Chair. If you are a 509(a)(3) supporting organization, you must state whether you are a Type I, II, or III Supporting Organization and have this information signed by your CEO, ED, Board Chair or Legal Counsel.

Application Address: SunTrust Bank, P.O. Box 4655, MC 221, Atlanta, GA 30302

Send to the attention of: Allen Mast

Contact Phone Number: 404-588-7347

Contact Email: fdnsvcs.ga@suntrust.com

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SEE ATTACHED STATEMENT
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 121,710.

TOTAL GRANTS PAID: 121,710.

571 CASH CONTRIBUTIONS
SEE ATTACHED STATEMENT - SEEATTACHED

03/15/12	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT PROVIDING UNDERPRIVILEGED CHEROKEE YOUTH AN INTENTIONAL OUTDOOR EXPERIENCE AT THE YMCA FOR SEEATTACHED PAID TO CHEROKEE OUTDOOR YMCA TR TRAN#=IN001518000013 TR CD=105 REG=0 PORT=INC	-10000 00	-10000 00	1203000023 **CHANGED** 04/24/12 DNB
03/15/12	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT SCOUTING IN THE CHEROKEE/PICKENS DISTRICT OF THE ATLANTA AREA COUNCIL FOR: SEEATTACHED PAID TO BOY SCOUTS OF AMERICA ATLANTA AREA COUNCIL TR TRAN#=IN001518000002 TR CD=105 REG=0 PORT=INC	-5000.00	-5000 00	1203000017 **CHANGED** 04/24/12 DNB
03/15/12	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT BEGIN EARLY CHILDHOOD PROGRAM, SERVING INFANTS AND CHILDREN UP TO AGE FIVE WHO ARE BLIND OR VISUALLY IMPAIRED FOR SEEATTACHED PAID TO CENTER FOR THE VISUALLY IMPAIRED TR TRAN#=IN001518000004 TR CD=105 REG=0 PORT=INC	-5000 00	-5000 00	1203000018 **CHANGED** 04/24/12 DNB
03/15/12	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT FOOD DISTRIBUTION IN CHEROKEE COUNTY FOR SEEATTACHED PAID TO. ATLANTA COMMUNITY FOOD BANK TR TRAN#=IN001518000001 TR CD=105 REG=0 PORT=INC	-5000 00	-5000 00	1203000016 **CHANGED** 04/24/12 DNB
03/15/12	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT PROGRAMMING AT THE MIMMS CLUB FOR. SEEATTACHED PAID TO· CHEROKEE COUNTY BOYS & GIRLS CLUB TR TRAN#=IN001518000006 TR CD=105 REG=0 PORT=INC	-5000 00	-5000 00	1203000019 **CHANGED** 04/24/12 DNB
03/15/12	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT SCHOOL TOURS TO THE HISTORY MUSEUM & VISITORS CENTER & STAFF DEVELOPMENT COURSE TO TEACH LOCAL HISTORY EDUCATORS FOR SEEATTACHED PAID TO CHEROKEE COUNTY HISTORICAL SOCIETY TR TRAN#=IN001518000007 TR CD=105 REG=0 PORT=INC	-15000 00	-15000.00	1203000020 **CHANGED** 04/24/12 DNB
03/15/12	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT TO EQUIP A NEW CONFERENCE ROOM IN THE SENIOR	-5000.00	-5000 00	1203000021 **CHANGED** 04/24/12 DNB

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311	**CASH CONTRIBUTIONS (CONTINUED)** SEE ATTACHED STATEMENT - SEEATTACHED (CONTINUED) CENTER FOR SEEATTACHED PAID TO CHEROKEE COUNTY VOLUNTEER AGING COUNCIL TR TRAN#=IN001518000009 TR CD=105 REG=0 PORT=INC				
03/15/12	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT OFFERING CHEROKEE TEENS OPPORTUNITIES TO PROVIDE MISSION DRIVEN, SERVICE ORIENTED PROJECTS FOR SEEATTACHED PAID TO. CHEROKEE OUTDOOR YMCA TR TRAN#=IN001518000015 TR CD=105 REG=0 PORT=INC	-5000 00	-5000 00		1203000024 **CHANGED** 04/24/12 DNB
03/15/12	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT STUDENT SCHOLARSHIPS, TO PURCHASE BIBLES AND TO PURCHASE BIBLE STUDY RESOURCES FOR SEEATTACHED PAID TO FELLOWSHIP OF CHRISTIAN ATHLETES TR TRAN#=IN001518000018 TR CD=105 REG=0 PORT=INC	-5000.00	-5000 00		1203000026 **CHANGED** 04/24/12 DNB
03/15/12	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT DEVELOPING CAUSE DRIVEN LEADERS FOR SEEATTACHED PAID TO G CECIL PRUETT COMMUNITY CENTER FAMILY YMCA TR TRAN#=IN001518000020 TR CD=105 REG=0 PORT=INC	-7500 00	-7500 00		1203000027 **CHANGED** 04/24/12 DNB
03/15/12	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT CHEROKEE COUNTY PATIENT SERVICES - TEMPORARY FINANCIAL ASSISTANCE FOR SEEATTACHED PAID TO GEORGIA TRANSPLANT FOUNDATION TR TRAN#=IN001518000021 TR CD=105 REG=0 PORT=INC	-5000 00	-5000 00		1203000028 **CHANGED** 04/24/12 DNB
03/15/12	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT HABITAT FOR HUMANITY BUILD FOR SEEATTACHED PAID TO HABITAT FOR HUMANITY NORTH CENTRAL GEORGIA TR TRAN#=IN001518000023 TR CD=105 REG=0 PORT=INC	-5000 00	-5000 00		1203000029 **CHANGED** 04/24/12 DNB
03/15/12	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT FOR PROGRAMS IN CHEROKEE COUNTY FOR SEEATTACHED PAID TO DEVELOPMENTAL DISABILITIES MINISTRIES TR TRAN#=IN001518000017 TR CD=105 REG=0 PORT=INC	-2500 00	-2500 00		1203000025 **CHANGED** 04/24/12 DNB
03/15/12	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT MT. OLIVE BAPTIST CHURCH TRANSPORTATION MINISTRY IMPROVEMENT PROJECT FOR SEEATTACHED PAID TO MT OLIVE BAPTIST CHURCH TR TRAN#=IN001518000026 TR CD=105 REG=0 PORT=INC	-17500 00	-17500.00		1203000031 **CHANGED** 04/24/12 DNB
03/15/12	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT CANTON DAY SERVICE CENTER FOR . SEEATTACHED PAID TO MUST MINISTRIES CHEROKEE TR TRAN#=IN001518000028 TR CD=105 REG=0 PORT=INC	-5000 00	-5000 00		1203000032 **CHANGED** 04/24/12 DNB
03/15/12	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT JOE E JOHNSTON ROPE MILL SIGNAGE AND BROCHURE FOR SEEATTACHED PAID TO. PRESERVATION WOODSTOCK TR TRAN#=IN001518000029 TR CD=105 REG=0 PORT=INC	-1710 00	-1710 00		1203000033 **CHANGED** 04/24/12 DNB
03/15/12	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT	-5000.00	-5000 00		1203000034 **CHANGED** 04/24/12 DNB

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311	**CASH CONTRIBUTIONS (CONTINUED)** SEE ATTACHED STATEMENT - SEEATTACHED (CONTINUED)				
	STAR PUPILS PROGRAM FOR· SEEATTACHED PAID TO· PREVENT BLINDNESS GEORGIA TR TRAN#=IN001518000030 TR CD=105 REG=0 PORT=INC				
03/15/12	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT SPECIALIZED INVENTORY FOR COBB/CHEROKEE LEKOTEK SATELLITE FOR SEEATTACHED PAID TO LEKOTEK OF GEORGIA TR TRAN#=IN001518000024 TR CD=105 REG=0 PORT=INC	-3000 00	-3000 00		1203000030 **CHANGED** 04/24/12 DNB
03/15/12	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT A DAY FOR REINHARDT UNIVERSITY FUND RAISING CAMPAIGN FOR SEEATTACHED PAID TO REINHARDT UNIVERSITY TR TRAN#=IN001518000031 TR CD=105 REG=0 PORT=INC	-5000 00	-5000 00		1203000035 **CHANGED** 04/24/12 DNB
03/15/12	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT SHILOH UNITED METHODIST CEMETERY FOR SEEATTACHED PAID TO. SHILOH UNITED METHODIST CHURCH TR TRAN#=IN001518000033 TR CD=105 REG=0 PORT=INC	-2000 00	-2000 00		1203000036 **CHANGED** 04/24/12 DNB
03/15/12	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT CHEROKEE COUNTY OUTREACH, STATE GAMES & CAMP INSPIRE ATTENDANCE FOR SEEATTACHED PAID TO. SPECIAL OLYMPICS GEORGIA TR TRAN#=IN001518000035 TR CD=105 REG=0 PORT=INC	-2500.00	-2500 00		1203000037 **CHANGED** 04/24/12 DNB
	TOTAL CODE 311 - CASH CONTRIBUTIONS	-121710 00	-121710 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: TR JOE E JOHNSTON FDN U/W 55-1112932

Employer identification number: 58-1364875

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	-6,778.
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	-6,778.

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					18,294.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	110,789.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	129,083.

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			-6,778.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			129,083.
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			122,305.

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: TR JOE E JOHNSTON FDN U/W 55-1112932

Employer identification number: 58-1364875

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 163.418 ABERDEEN EQUITY LO	02/06/2012	03/14/2012	1,912.00	1,871.00	41.00
283.519 ADVISORS CAMBIAR S	03/28/2011	02/06/2012	5,350.00	5,395.00	-45.00
114.712 ADVISORS CAMBIAR S	03/28/2011	03/14/2012	2,204.00	2,183.00	21.00
307.329 FEDERATED STRATEGI	07/18/2011	08/08/2011	1,300.00	1,426.00	-126.00
2654.255 FEDERATED STRATEG	07/18/2011	10/18/2011	12,475.00	12,316.00	159.00
2351.367 FEDERATED STRATEG	02/06/2012	03/14/2012	11,475.00	11,240.00	235.00
250.319 FORUM ABSOLUTE STR	10/18/2011	03/14/2012	2,766.00	2,769.00	-3.00
478.426 GOLDMAN SACHS TRGR OPPORTUNITIES FD INSTL	07/18/2011	10/18/2011	10,779.00	11,975.00	-1,196.00
299.814 HARBOR FUND CAPITA APPRECIATION FUND	07/18/2011	10/18/2011	11,300.00	11,960.00	-660.00
95.941 HARBOR FUND CAPITAL N FUND	07/18/2011	02/06/2012	3,900.00	3,827.00	73.00
558.645 HARBOR FUND CAPITA APPRECIATION FUND	07/18/2011	03/14/2012	24,156.00	22,284.00	1,872.00
160.898 HARTFORD DIVIDEND	07/18/2011	10/18/2011	2,975.00	3,198.00	-223.00
276.134 HARTFORD DIVIDEND	07/18/2011	02/06/2012	5,600.00	5,451.00	149.00
410.566 HARTFORD DIVIDEND	07/18/2011	03/14/2012	8,577.00	8,105.00	472.00
1198.453 T ROWE PRICE INST GRWTH-I	02/06/2012	03/14/2012	22,495.00	21,380.00	1,115.00
417.359 THE JENSEN PORTFOL	08/08/2011	10/18/2011	10,901.00	10,050.00	851.00
1405.254 LEGG MASON BATTER MKTS-I	10/18/2011	02/06/2012	29,946.00	29,875.00	71.00
681.053 MFS RESEARCH INTL-	10/18/2011	02/06/2012	10,155.00	10,100.00	55.00
1145.976 MANNING & NAPIER OPPTYS-A	07/18/2011	03/14/2012	8,709.00	10,073.00	-1,364.00
228. NEUBERGER BERMAN HIGH	02/06/2012	03/14/2012	2,107.00	2,069.00	38.00
160.96 OPPENHEIMER DEVELOP INSTL-Y	02/06/2012	03/14/2012	5,368.00	5,244.00	124.00
550.766 PIMCO FDS LOW DURA INSTL CL	07/18/2011	08/08/2011	5,750.00	5,749.00	1.00
1039.845 PIMCO FDS LOW DUR INSTL CL	01/26/2011	10/18/2011	10,700.00	10,814.00	-114.00
199.575 PIMCO FDS LOW DURA INSTL CL	02/06/2012	03/14/2012	2,072.00	2,082.00	-10.00

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: TR JOE E JOHNSTON FDN U/W 55-1112932

Employer identification number: 58-1364875

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 153.97 PACIFIC INVESTMENT INSTITUTIONAL TRUST TOTAL R	02/06/2012	03/14/2012	1,700.00	1,712.00	-12.00
181.181 PIMCO FOREIGN BOND	02/06/2012	03/14/2012	1,933.00	1,930.00	3.00
63.953 PIMCO COMMODITY REA STRATEGY-I	07/18/2011	08/08/2011	550.00	586.00	-36.00
220.159 PIMCO COMMODITY RE STRATEGY-I	07/18/2011	03/14/2012	1,512.00	2,017.00	-505.00
798.417 PIMCO INVT GRADE C	05/26/2011	08/08/2011	8,575.00	8,623.00	-48.00
1959.33 PIMCO INVT GRADE C	07/18/2011	10/18/2011	20,475.00	21,141.00	-666.00
293.658 PIMCO INVT GRADE C	02/06/2012	03/14/2012	3,104.00	3,124.00	-20.00
4314.178 RIDGEWORTH FD-LAR EQTY#RGD4	07/18/2011	10/18/2011	51,425.00	56,257.00	-4,832.00
60.822 RIDGEWORTH FD-LARGE EQTY#RGD4	07/18/2011	02/06/2012	812.00	793.00	19.00
373.073 RIDGEWORTH FD-TOTA #RGCP	02/06/2012	03/14/2012	4,007.00	4,052.00	-45.00
65. RIDGEWORTH FD-SEIX HIG #RGCL	07/18/2011	08/08/2011	624.00	650.00	-26.00
8.408 RIDGEWORTH FD-SEIX F INCM#RGCJ	01/26/2011	07/18/2011	75.00	76.00	-1.00
239.331 RIDGEWORTH FD-SEIX INCM#RGCJ	01/26/2011	08/08/2011	2,075.00	2,166.00	-91.00
2791.715 RIDGEWORTH FD-SEI INCM#RGCJ	01/26/2011	10/18/2011	23,925.00	25,265.00	-1,340.00
236.33 RIDGEWORTH FD-LTD M #RGCM	01/26/2011	07/18/2011	2,550.00	2,505.00	45.00
376.026 RIDGEWORTH FD-LTD #RGCM	01/26/2011	08/08/2011	4,125.00	3,986.00	139.00
1203.367 RIDGEWORTH FD-LTD #RGCM	01/26/2011	10/18/2011	13,225.00	12,756.00	469.00
102.369 RIDGEWORTH FD-LTD #RGCM	02/06/2012	03/14/2012	1,131.00	1,136.00	-5.00
430.403 TEMPLETON GLOBAL B	05/26/2011	08/08/2011	5,875.00	5,957.00	-82.00
1946.241 TEMPLETON GLOBAL	07/18/2011	02/06/2012	25,613.00	26,893.00	-1,280.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -6,778.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2011**

JSA
1F1221 2 000

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: TR JOE E JOHNSTON FDN U/W 55-1112932

Employer identification number: 58-1364875

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	2009.137 INVESCO SMALL CAP	01/15/2010	07/18/2011	66,342.00	48,280.00	18,062.00
	787.664 GOLDMAN SACHS TRGR OPPORTUNITIES FD INSTL	01/15/2010	10/18/2011	17,746.00	16,234.00	1,512.00
	89.759 GOLDMAN SACHS TRGRO OPPORTUNITIES FD INSTL	01/15/2010	02/06/2012	2,200.00	1,850.00	350.00
	280.202 GOLDMAN SACHS TRGR OPPORTUNITIES FD INSTL	01/15/2010	03/14/2012	7,154.00	5,775.00	1,379.00
	440. ISHARES TR BARCLAYS T	01/15/2010	05/26/2011	48,759.00	46,230.00	2,529.00
	695.83 THE JENSEN PORTFOLI	04/06/2010	07/18/2011	19,525.00	17,827.00	1,698.00
	6556.598 THE JENSEN PORTFO	06/24/2010	10/18/2011	171,258.00	162,058.00	9,200.00
	25657.968 JPMORGAN TR I US	06/24/2010	07/18/2011	270,178.00	225,923.00	44,255.00
	5004.29 LEGG MASON BATTERY MKTS-I	01/26/2011	02/06/2012	106,641.00	111,113.00	-4,472.00
	9602.049 MFS RESEARCH INTL	01/26/2011	02/06/2012	143,167.00	142,477.00	690.00
	1785.39 PACIFIC INVESTMENT INSTITUTIONAL TRUST TOTAL R	01/15/2010	07/18/2011	19,675.00	19,550.00	125.00
	376.588 PACIFIC INVESTMENT INSTITUTIONAL TRUST TOTAL R	01/15/2010	08/08/2011	4,150.00	4,124.00	26.00
	7945.01 RIDGEWORTH FD-MIDC #RGD5	05/29/2009	07/18/2011	95,499.00	63,731.00	31,768.00
	553.41 RIDGEWORTH FD-LARGE EQTY#RGD4	01/15/2010	02/06/2012	7,388.00	6,254.00	1,134.00
	504.833 RIDGEWORTH FD-LARG EQTY#RGD4	01/15/2010	03/14/2012	6,926.00	5,705.00	1,221.00
	2985.391 RIDGEWORTH FD-TOT #RGCP	01/15/2010	07/18/2011	31,675.00	31,615.00	60.00
	1663.594 RIDGEWORTH FD-TOT #RGCP	01/15/2010	08/08/2011	18,050.00	17,617.00	433.00
	2623.4 RIDGEWORTH FD-TOTAL #RGCP	01/15/2010	10/18/2011	28,700.00	27,782.00	918.00
	3913.407 RIDGEWORTH FD-SEI #RGCL	01/15/2010	08/08/2011	37,569.00	36,786.00	783.00
	104. RIDGEWORTH FD-SEIX FL INCM#RGCJ	01/26/2011	03/14/2012	917.00	941.00	-24.00
	2660.522 TEMPLETON GLOBAL	01/26/2011	02/06/2012	35,012.00	35,837.00	-825.00
	112.68 TEMPLETON GLOBAL BD	01/26/2011	03/14/2012	1,485.00	1,518.00	-33.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 110,789.00

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 JOE E JOHNSTON FDN U/W
ACCOUNT NO. 1112932

PORTFOLIO DETAIL

AS OF 03/31/12

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	369,568.86 12.85 %	369,568.86			
STIF & MONEY MARKET FUNDS						
83,083.97	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	83,083.97 1.000 2.89 %	83,083.97 1.00	0.00	8	0.01 % 0.00 %
EQUITY SECURITIES						
CONSUMER STAPLES						
3,223	COCA-COLA CO COM CUSIP: 191216100	238,534.23 74.010 8.29 %	5,967.58 1.85	232,566.65	6,575	2.76 % 0.00 %
MUTUAL FUNDS						
4,458.763	ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL CUSIP: 003020336	52,301.29 11.730 1.82 %	49,804.39 11.17	2,496.90	0	0.00 % 0.00 %
2,704.899	ADVISORS INNER CIRCLE FD CAMBIAR SMALL CAP FD INSTL CL CUSIP: 0075W0593	52,042.26 19.240 1.81 %	50,296.66 18.59	1,745.60	0	0.00 % 0.00 %
47,921.07	FEDERATED EQUITY FDS STRATEGIC VALUE FD CL INSTL CUSIP: 314172560	233,375.61 4.870 8.11 %	223,068.72 4.65	10,306.89	9,153	3.92 % 0.00 %

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
9,492.723	FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL CUSIP: 34984T600	105,084.44 11.070 3.65 %	104,931.47 11.05	152.97	209	0.20 % 0.00 %
4,078.519	GOLDMAN SACHS TR GROWTH OPPORTUNITIES FD INSTL CL CUSIP: 38142Y401	105,429.72 25.850 3.67 %	83,995.69 20.59	21,434.03	0	0.00 % 0.00 %
6,644.553	HARBOR FD CAP APPRECIATION FD INSTL CL CUSIP: 411511504	291,961.66 43.940 10.15 %	218,614.25 32.90	73,347.41	286	0.10 % 0.00 %
7,480.841	HARTFORD MUT FDS DIVIDEND & GROWTH INSTL FD CL Y CUSIP: 416645828	157,022.85 20.990 5.46 %	135,827.89 18.16	21,194.96	2,940	1.87 % 0.00 %
17,061.109	MANNING & NAPIER FDS WORLD OPPTYS SER CL A CUSIP: 563821545	130,858.71 7.670 4.55 %	141,176.87 8.27	10,318.16-	4,095	3.13 % 0.00 %
7,075.442	NEUBERGER BERMAN INCOME FDS HIGH INCOME BD FD CL INSTL CUSIP: 64128K868	64,952.56 9.180 2.26 %	62,906.24 8.89	2,046.32	4,429	6.82 % 0.00 %
3,117.125	OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y CUSIP: 683974505	103,769.09 33.290 3.61 %	101,555.92 32.58	2,213.17	2,104	2.03 % 0.00 %
7,500.741	PIMCO FDS COMMODITY REALRETURN STRATEGY INSTL CUSIP: 722005667	50,179.96 6.690 1.74 %	60,017.86 8.00	9,837.90-	13,471	26.85 % 0.00 %
6,086.425	PIMCO FDS FOREIGN BD US$ HEDGED FD INSTL CL CUSIP: 693390882	65,429.07 10.750 2.27 %	64,820.42 10.65	608.65	1,753	2.68 % 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
12,299.006	PIMCO FDS PAC INVT MGMT SER INVT GRADE CORP BD FD INSTL CL CUSIP: 722005816	130,369.46 10.600 4.53 %	129,172.46 10.50	1,197.00	6,457	4.95 % 0.00 %
10,048.275	PIMCO FDS LOW DURATION FD INSTL CL CUSIP: 693390304	104,502.06 10.400 3.63 %	104,509.87 10.40	7.81-	2,261	2.16 % 0.00 %
7,060.811	PIMCO FDS TOTAL RETURN FD INSTL CL CUSIP: 693390700	78,304.39 11.090 2.72 %	77,271.81 10.94	1,032.58	2,542	3.25 % 0.00 %
15,264.326	T ROWE PRICE FDS LARGE-CAP GROWTH FD INSTL CL CUSIP: 45775L408	293,990.92 19.260 10.22 %	256,269.60 16.79	37,721.32	458	0.16 % 0.00 %
4,929.471	TEMPLETON INCOME TR GLOBAL BD FD ADVISOR CL CUSIP: 880208400	64,576.07 13.100 2.24 %	66,128.93 13.42	1,552.86-	3,120	4.83 % 0.00 %
TOTAL MUTUAL FUNDS		2,084,150.12	1,930,369.05	153,781.07	53,278	2.56 %
PROPRIETARY FUNDS						
9,494.015	RIDGEWORTH FD-LARGECAP VALUE EQUITY I SHS #RGD4 CUSIP: 76628R672	130,732.59 13.770 4.54 %	106,438.70 11.21	24,293.89	1,937	1.48 % 0.00 %
4,715.783	RIDGEWORTH FD-LTD TERM FED MTG SECS I SHS #RGCM CUSIP: 76628T777	52,298.03 11.090 1.82 %	50,058.86 10.62	2,239.17	1,141	2.18 % 0.00 %
4,447.899	RIDGEWORTH FD-SEIX FLTG RT HIGH INCM I SHS #RGCJ CUSIP: 76628T678	39,274.95 8.830 1.37 %	40,215.84 9.04	940.89-	2,108	5.37 % 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
21,790.637	RIDGEWORTH FD-TOTAL RETURN BD I SHS #RGCP CUSIP: 76628T512	234,685.16 10.770 8.16 %	228,440.55 10.48	6,244.61	8,171	3.48 % 0.00 %
TOTAL PROPRIETARY FUNDS		456,990.73	425,153.95	31,836.78	13,358	2.92 %
PRINCIPAL PORTFOLIO TOTAL		3,232,327.91	2,814,143.41	418,184.50	73,219	2.56 %
INCOME PORTFOLIO						
	INCOME CASH	368,802.12- 12.82-%	368,802.12-			
STIF & MONEY MARKET FUNDS						
13,067.66	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	13,067.66 1.000 0.45 %	13,067.66 1.00	0.00	1	0.01 % 0.00 %
INCOME PORTFOLIO TOTAL		355,734.46-	355,734.46-	0.00	1	0.01 %
TOTAL ASSETS		2,876,593.45	2,458,408.95	418,184.50	73,220	2.55 %