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

2011

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2011, or tax year beginning 4/01, 2011, and ending 3/31, 2012

THE GERTRUDE C FAWLEY CHARITABLE TRUST  
P.O. BOX 620005  
ORLANDO, FL 32862-0005

**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  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, column (c), line 16) **J** Accounting method  Cash  Accrual  
 Other (specify)   
 ► \$ 2,510,899. (Part I, column (d) must be on cash basis)

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>REVENUE</b>	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	43.	43.	N/A	
	4 Dividends and interest from securities	70,102.	70,102.		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain/(loss) from sale of assets not on line 10	129,169.			
	<b>b</b> Gross sales price for all assets on line 6a 1,523,165.				
	7 Capital gain net income (from Part IV, line 2)		129,169.		
	8 Net short-term capital gain				
	9 Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
	<b>b</b> Less Cost of goods sold				
	<b>c</b> Gross profit/(loss) (att sch)				
	<b>11</b> Other income (attach schedule)				
	<b>12 Total.</b> Add lines 1 through 11	199,314.	199,314.		
<b>ADMINISTRATIVE EXPENSES</b>	<b>13</b> Compensation of officers, directors, trustees, etc	30,085.	30,085.		
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach sch) SEE ST 1	2,050.	2,050.		
	<b>c</b> Other prof fees (attach sch)				
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) SEE ST 2	1,140.	1,140.		
	<b>19</b> Depreciation (attach sch) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)				
<b>OPERATING EXPENSES</b>	<b>24</b> <b>Total operating and administrative expenses.</b> Add lines 13 through 23	33,275.	33,275.		
	<b>25</b> Contributions, gifts, grants pard. PART XV	120,000.		120,000.	
	<b>26</b> <b>Total expenses and disbursements.</b> Add lines 24 and 25	153,275.	33,275.		120,000.
<b>CANNED SEP 10 2012</b>	<b>27</b> Subtract line 26 from line 12: <b>a</b> <b>Excess of revenue over expenses and disbursements</b>	46,039.			
	<b>b</b> Net investment income (if negative, enter -0-)		166,039.		
	<b>c</b> Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year		
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
ASSETS	1	1 Cash – non-interest-bearing				
	2	2 Savings and temporary cash investments	56,809.	49,264.	49,264.	
	3	3 Accounts receivable				
		Less allowance for doubtful accounts				
	4	4 Pledges receivable				
		Less. allowance for doubtful accounts				
	5	5 Grants receivable				
	6	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	7 Other notes and loans receivable (attach sch)				
		Less allowance for doubtful accounts				
	8	8 Inventories for sale or use				
	9	9 Prepaid expenses and deferred charges				
	10a	10a Investments – U S. and state government obligations (attach schedule)				
	b	b Investments – corporate stock (attach schedule)				
	c	c Investments – corporate bonds (attach schedule)				
	11	11 Investments – land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	12 Investments – mortgage loans					
13	13 Investments – other (attach schedule)	STATEMENT 3	2,170,727.	2,224,311.	2,461,635.	
14	14 Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	15 Other assets (describe )					
16	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		2,227,536.	2,273,575.	2,510,899.	
LIABILITIES	17	17 Accounts payable and accrued expenses				
	18	18 Grants payable				
	19	19 Deferred revenue				
	20	20 Loans from officers, directors, trustees, & other disqualified persons				
	21	21 Mortgages and other notes payable (attach schedule)				
	22	22 Other liabilities (describe )				
	23	23 Total liabilities (add lines 17 through 22)		0.	0.	
NET ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.					
	24	24 Unrestricted				
	25	25 Temporarily restricted				
	26	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.					
	27	27 Capital stock, trust principal, or current funds				
	28	28 Paid-in or capital surplus, or land, building, and equipment fund				
	29	29 Retained earnings, accumulated income, endowment, or other funds		2,227,536.	2,273,575.	
	30	30 Total net assets or fund balances (see instructions)		2,227,536.	2,273,575.	
	31	31 Total liabilities and net assets/fund balances (see instructions)		2,227,536.	2,273,575.	

## 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	2,227,536.
2	Enter amount from Part I, line 27a	2	46,039.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	2,273,575.
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	2,273,575.

**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 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
<b>1a PUBLICLY TRADED SECURITIES</b>			P	VARIOUS	VARIOUS
<b>b CAPITAL GAIN DISTRIBUTIONS</b>			P	VARIOUS	VARIOUS
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>(e) Gross sales price</b>		<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>	
<b>a</b> 1,515,383.			1,393,996.	121,387.	
<b>b</b> 7,782.				7,782.	
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
<b>(i) Fair Market Value as of 12/31/69</b>		<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of column (i) over column (j), if any</b>	<b>(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))</b>	
<b>a</b>				121,387.	
<b>b</b>				7,782.	
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>		If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		<b>2</b>	129,169.
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>					
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8				<b>3</b>	0.

**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

<b>(a)</b> Base period years Calendar year (or tax year beginning in)	<b>(b)</b> Adjusted qualifying distributions	<b>(c)</b> Net value of noncharitable-use assets	<b>(d)</b> Distribution ratio (column (b) divided by column (c))
2010	124,500.	2,291,446.	0.054333
2009	85,000.	1,807,187.	0.047034
2008	75,000.	1,814,129.	0.041342
2007	90,000.	2,142,503.	0.042007
2006	132,611.	2,106,148.	0.062964

2 Total of line 1, column (d) **2** 0.247680

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** 0.049536

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 **4** 2,472,286.

5 Multiply line 4 by line 3 **5** 122,467.

6 Enter 1% of net investment income (1% of Part I, line 27b) **6** 1,660.

7 Add lines 5 and 6 **7** 124,127.

8 Enter qualifying distributions from Part XII, line 4 **8** 120,000.

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)**

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1.	
Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	1 3,321.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2 0.
3	Add lines 1 and 2	3 3,321.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4 0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	5 3,321.
6	<b>Credits/Payments</b>	
a	2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 920.
b	Exempt foreign organizations – tax withheld at source	6b
c	Tax paid with application for extension of time to file (Form 8868)	6c
d	Backup withholding erroneously withheld	6d
7	Total credits and payments Add lines 6a through 6d	7 920.
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8 1.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9 2,402.
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 ►	11 Refunded

**Part VII-A Statements Regarding Activities**

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

	Yes	No
1a	X	

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

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.

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

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If 'Yes,' attach the statement required by *General Instruction T*

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

• By language in the governing instrument, or

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

8 a 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

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

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b	N/A	
5	X	
6	X	
7	X	
8b	X	
9	X	
10	X	

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

11		X
12		X
13	X	
Website address <b>► N/A</b>		
14	Telephone no. <b>► 407-237-4354</b>	
Located at <b>► P.O. BOX 620005 ORLANDO FL ZIP + 4 ► 32862-0005</b>		
15	<b>N/A</b>	<b>► 15</b>
16	<b>Yes</b>	<b>No</b>
See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country <b>►</b>		

**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.		
<b>1a</b>	During the year did the foundation (either directly or indirectly):	
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>1b</b>	<b>► 1b</b> N/A	
<b>1c</b>	<b>► 1c</b> X	
<b>2</b>	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))	
<b>a</b>	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If 'Yes,' list the years <b>► 20__ , 20__ , 20__ , 20__ .</b>		
<b>b</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) <b>► 2b</b> N/A	
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>► 20__ , 20__ , 20__ , 20__ .</b>	
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</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) <b>► 3b</b> N/A	
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <b>► 4a</b> X	
<b>b</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? <b>► 4b</b> 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)?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?

If 'Yes,' attach the statement required by *Regulations section 53 4945-5(d)*.N/A  Yes  No

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?

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?

N/A

5b N/A

6b X

7b

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

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

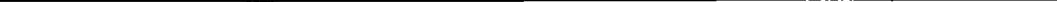
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MELANIE CIANCIOTTO BANK AS TRUSTEE- PO BOX 620005 ORLANDO, FL 32862-0005	TRUSTEE 5.00	22,585.	0.	0.
J. STEPHEN PULLUM C/O SUNTRUST; P.O. BOX 620005 ORLANDO, FL 32862-0005	GRANT COMMIT 1.00	2,500.	0.	0.
CLIFTON L. BRIDGES C/O SUNTRUST; P.O. BOX 620005 ORLANDO, FL 32862-0005	GRANT COMMIT 1.00	2,500.	0.	0.
JOHN P. PURSER, III C/O SUNTRUST; P.O. BOX 620005 ORLANDO, FL 32862-0005	GRANT COMMIT 1.00	2,500.	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				
-----				
-----				
-----				
-----				
-----				

Total number of other employees paid over \$50,000

0 Form 990-PF (2011)

**Part VIII**  **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

## 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	<u>N/A</u>	
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	N/A	
2		
All other program-related investments. See instructions		
3		
<b>Total.</b> Add lines 1 through 3		0.

**BAA**

Form 990-PF (2011)

**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	2,452,132.
b	Average of monthly cash balances	1b	57,803.
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	2,509,935.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,509,935.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	37,649.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,472,286.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	123,614.

**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	123,614.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,321.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,321.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	120,293.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	120,293.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	120,293.

**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	120,000.
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	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	120,000.
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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)	6	120,000.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

**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				120,293.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only		0.		
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010	11,370.			
f Total of lines 3a through e	11,370.			
4 Qualifying distributions for 2011 from Part XII, line 4. ► \$ 120,000.			0.	
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2011 distributable amount				120,000.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) )	293.			293.
6 Enter the net total of each column as indicated below:	11,077.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	11,077.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010	11,077.			
e Excess from 2011				

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

N/A

1 a	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				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
2 a	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 organization 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 4**

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

**SEE STATEMENT FOR LINE 2A**

c Any submission deadlines

**SEE STATEMENT FOR LINE 2A**

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

**SEE STATEMENT FOR LINE 2A**

**Part XV | Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
CHRISTIAN CARE CENTER 115 N. 13TH STREET LEESBURG, FL 34748	NONE	QUALIFIED	WOMEN'S CARE CENTER	25,000.
BOYS & GIRLS CLUBS 400 EXECUTIVE BLVD. LEESBURG, FL 34748	NONE	QUALIFIED	PROJECT LEARN	10,000.
SUNRISE ARC 35201 RADIO ROAD LEESBURG, FL 34788	NONE	QUALIFIED	DAY SUPPORT & RESIDENTIAL SERVICES	10,000.
LIBERTY COUNSEL P.O. BOX 540774 ORLANDO, FL 32854	NONE	QUALIFIED	FACILITATE CREATION OF PUBLIC WORKSHOPS	25,000.
THE SALVATION ARMY 2105 W. MAIN STREET LEESBURG, FL 34749	NONE	QUALIFIED	CAPITAL CAMPAIGN FOR NEW CORPS BUILDING	50,000.
<b>Total</b>			► 3a	120,000.
<i>b Approved for future payment</i>				
<b>Total</b>			► 3b	

## Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion 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			14	43.	
4 Dividends and interest from securities			14	70,102.	
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	129,169.	
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)				199,314.	
13 Total Add line 12, columns (b), (d), and (e)				199,314.	13 199,314.

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

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash
- (2) Other assets

**b Other transactions**

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitati

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

	Yes	No
1a (1)		X
1a (2)		X
1b (1)		X
1b (2)		X
1b (3)		X
1b (4)		X
1b (5)		X
1b (6)		X
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.

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

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.

Sign Here ▶ Services Rendered as Trustee of the Gertrude C. Fairley Charitable Trust  
▶ by Melvin G. Clegg, Jr. | 8/15/12 ▶ First Vice President

May the IRS discuss this return with the preparer shown below (see instructions)?

Signature of officer or Justice		Date	Date	▲ Yes	No	
<b>Paid Preparer Use Only</b>	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	DANIEL W. REPONEN			3/10/12		P00182142
	Firm's name	► REPONEN & COMPANY, P.A.			Firm's EIN ► 59-2016822	
Firm's address	► 2265 LEE RD STE 225			Phone no (407) 628-3161		
	WINTER PARK, FL 32789-1839					

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**Form 990-PF (2011)**

2011

## FEDERAL STATEMENTS

PAGE 1

THE GERTRUDE C FAWLEY CHARITABLE TRUST

59-7084262

**STATEMENT 1**  
**FORM 990-PF, PART I, LINE 16B**  
**ACCOUNTING FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	\$ 2,050.	\$ 2,050.		
TOTAL	<u>\$ 2,050.</u>	<u>\$ 2,050.</u>	<u>      </u>	<u>      \$ 0.</u>

**STATEMENT 2**  
**FORM 990-PF, PART I, LINE 18**  
**TAXES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX PMT	\$ 1,140.	\$ 1,140.		
TOTAL	<u>\$ 1,140.</u>	<u>\$ 1,140.</u>	<u>      </u>	<u>      \$ 0.</u>

**STATEMENT 3**  
**FORM 990-PF, PART II, LINE 13**  
**INVESTMENTS - OTHER**

OTHER INVESTMENTS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
RIDGEWORTH-LARGE CAP VALUE	COST	\$ 79,208.	\$ 128,924.
RIDGEWORTH-MIDCAP VAL EQUITY	COST	0.	0.
RIDGEWORTH-TOTAL RETURN BD	COST	201,305.	220,917.
RIDGEWORTH-SEIX HIGH YLD FD	COST	0.	0.
ISHARES TR BARCLAYS TIPS BD FUND	COST	0.	0.
INVESCO GROWTH SER SMALL CAP GROWTH	COST	0.	0.
GOLDMAN SACHS GROWTH OPPTYS	COST	75,424.	104,373.
LEGG MASON GLOBAL TR INC EMRG MKTS	COST	0.	0.
MFS SER TR I RESH INTL	COST	0.	0.
PIMCO TOTAL RETURN FD	COST	71,982.	73,861.
RIDGEWORTH-LTD TRM FED MTG SEC	COST	47,207.	49,366.
RIDGEWORTH-SEIX FLTG RT HIGH	COST	38,103.	37,221.
ADVISORS INNER CIRCLE	COST	50,036.	51,728.
HARBOR CAP APPRECIATION	COST	214,110.	289,587.
HARTFORD DIVIDEND & GROWTH	COST	131,244.	154,217.
JP MORGAN US EQUITY FD	COST	0.	0.
PIMCO PAC INV'T GRADE	COST	121,703.	122,837.
PIMCO LOW DURATION	COST	98,635.	98,633.
TEMPLETON GLOBAL BD FD	COST	63,210.	61,736.
JENSEN PORTFOLIO	COST	0.	0.
ABERDEEN EQUITY LONG SHORT FDS	COST	47,755.	50,149.
FEDERATED EQUITY FDS	COST	215,428.	225,368.
FORUM ABSOLUTE STRATEGIES FD INSTL	COST	99,045.	99,189.
MANNING & NAPIER FDS	COST	140,447.	129,273.
NEUBERGER BERMAN HIGH INCOME BD FD	COST	59,872.	61,828.
OPPENHEIMER DEVELOPING MKTS FD	COST	99,511.	101,679.
PIMCO COMMODITY REAL RETURN FDS	COST	55,033.	48,236.

**2011****FEDERAL STATEMENTS****PAGE 2****THE GERTRUDE C FAWLEY CHARITABLE TRUST****59-7084262****STATEMENT 3 (CONTINUED)  
FORM 990-PF, PART II, LINE 13  
INVESTMENTS - OTHER**

<u>OTHER INVESTMENTS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
PIMCO FOREIGN BD FD	COST	\$ 61,363.	\$ 61,939.
T ROWE PRICE LARGE-CAP GROWTH FD	COST	253,690.	290,574.
	<b>TOTAL</b>	<b>\$ 2,224,311.</b>	<b>\$ 2,461,635.</b>

**STATEMENT 4  
FORM 990-PF, PART XV, LINE 2A-D  
APPLICATION SUBMISSION INFORMATION****NAME OF GRANT PROGRAM:**

NAME: MELANIE CIANCIOTTO  
CARE OF: SUNTRUST BANK  
STREET ADDRESS: P.O. BOX 620005  
CITY, STATE, ZIP CODE: ORLANDO, FL 32862-0005

**TELEPHONE:**

FORM AND CONTENT: WRITTEN REQUESTS OUTLINING NEED FOR FUNDS AND CURRENT  
FINANCIAL STATEMENTS

**SUBMISSION DEADLINES:**

N/A

**RESTRICTIONS ON AWARDS:**

N/A