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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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation OLIVER S & JENNIE R DONALDSON CHARIT		A Employer identification number 04-6229044
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) 813-9304
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) \$ 31,408,403	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		1,138,799	1,148,338		
5 a Gross rents					
b Net rental income or (loss)					
6 a Net gain or (loss) from sale of assets not on line 10		246,062			
b Gross sales price for all assets on line 6a 7,433,968					
7 Capital gain net income (from Part IV, line 2)			246,062		
8 Net short-term capital gain					
9 Income modifications					
10 a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		13,065	13,065		
12 Total. Add lines 1 through 11		1,397,926	1,407,465	0	
13 Compensation of officers, directors, trustees, etc		120,281	60,141		60,141
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16 a Legal fees (attach schedule)		446,151			
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)		149,613	4,666		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		2,601			2,601
22 Printing and publications					
23 Other expenses (attach schedule)		34,804	34,054		750
24 Total operating and administrative expenses.					
Add lines 13 through 23		753,450	98,861	0	63,492
25 Contributions, gifts, grants paid		1,381,719			1,381,719
26 Total expenses and disbursements. Add lines 24 and 25		2,135,169	98,861	0	1,445,211
27 Subtract line 26 from line 12		-737,243			
a Excess of revenue over expenses and disbursements			1,308,604		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				0	

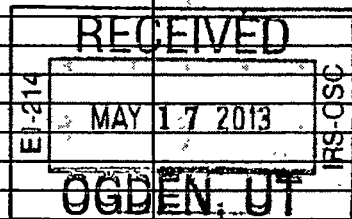
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Form 990-PF (2012) OLIVER S & JENNIE R DONALDSON CHARIT

04-6229044

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing	726,236				
	2	Savings and temporary cash investments	1,775,010	574,964	574,991		
	3	Accounts receivable ▶					
		Less allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶					
		Less allowance for doubtful accounts ▶					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10 a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)		5,005,173	6,695,295		
	c	Investments—corporate bonds (attach schedule)		6,172,309	6,511,667		
	Liabilities	11	Investments—land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach schedule) ▶					
12		Investments—mortgage loans					
13		Investments—other (attach schedule)	26,930,586	16,825,571	17,626,450		
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)	29,431,832	28,578,017	31,408,403		
17		Accounts payable and accrued expenses					
18		Grants payable					
Net Assets or Fund Balances	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)	0	0			
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐					
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
27	Capital stock, trust principal, or current funds	29,431,832	28,578,017				
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)	29,431,832	28,578,017				
31	Total liabilities and net assets/fund balances (see instructions)	29,431,832	28,578,017				

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	29,431,832
2	Enter amount from Part I, line 27a	2	-737,243
3	Other increases not included in line 2 (itemize) ▶ ABBEY CAPITAL MULTI MANAGER ADJUSTMENT	3	104,978
4	Add lines 1, 2, and 3	4	28,799,567
5	Decreases not included in line 2 (itemize) ▶ SKYBRIDGE TIMING DIFFERENCE	5	221,550
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	28,578,017

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 See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

(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			0
b			0
c			0
d			0
e			0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV 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			0
b			0
c			0
d			0
e			0

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	246,062
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	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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of nonchangible-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,473,388	31,542,571	0.046711
2010	1,385,909	29,989,908	0.046213
2009	1,604,704	27,734,409	0.057860
2008	1,761,020	32,598,462	0.054022
2007	1,959,511	37,246,059	0.052610

2 Total of line 1, column (d)	2	0.257416
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	0.051483
4 Enter the net value of nonchangible-use assets for 2012 from Part X, line 5	4	31,052,814
5 Multiply line 4 by line 3	5	1,598,692
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13,086
7 Add lines 5 and 6	7	1,611,778
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	1,445,211

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 ☐ 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	26,172	
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	0	
3 Add lines 1 and 2		3	26,172	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	26,172	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012		6a	21,575	
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	21,575	
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		9	4,597	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	0	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax		11	0	
		Refunded		

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		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		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	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		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?	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	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NY		
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	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► SUNTRUST BANK Telephone no ► (404) 813-9304 Located at ► P.O. BOX 1908 ORLANDO FL ZIP+4 ► 32802-1908			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ► 20____, 20____, 20____, 20____		
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	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
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 2012 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 2012)	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 2012?	4b	X

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		☐	5b	N/A
Organizations relying on a current notice regarding disaster assistance check here				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?		☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945–5(d)		N/A		
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	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 Attached Statement	00	0		
	00	0		
	00	0		
	00	0		
	00	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				

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		

Total number of others receiving over \$50,000 for professional services

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

0

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	30,323,060
b	Average of monthly cash balances	1b	1,202,640
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	31,525,700
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	
3	Subtract line 2 from line 1d	3	31,525,700
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	472,886
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31,052,814
6	Minimum investment return. Enter 5% of line 5	6	1,552,641

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	1,552,641
2a	Tax on investment income for 2012 from Part VI, line 5	2a	26,172
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	26,172
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,526,469
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,526,469
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,526,469

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	1,445,211
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		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,445,211
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,445,211

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,526,469
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,380,820	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>1,445,211</u>				
a Applied to 2011, but not more than line 2a			1,380,820	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				64,391
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				1,462,078
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 Attached Statement				
Total			▶ 3a	1,381,719
b Approved for future payment NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)	
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)	
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	1,138,799		
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	246,062		
9	Net income or (loss) from special events						
10	Gross profit or (loss) from sales of inventory						
11	Other revenue a				13,065		
b							
c							
d							
e							
12	Subtotal. Add columns (b), (d), and (e)		0		1,397,926		0
13	Total. Add line 12, columns (b), (d), and (e)				13		1,397,926

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

[illegible]

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

- | | | |
|---|-------------------|------------------|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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</p> | <p>Yes</p> | <p>No</p> |
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[illegible]

- 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

**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.

De Vette

5/8/2013

TRUSTEE
Title

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

DONALD J. ROMAN

5/8/2013

P00364310

Firm's name ► PRICEWATERHOUSECOOPERS, LLP

Firm's EIN ▶ 13-4008324

Firm's address ► 600 GRANT STREET, PITTSBURGH PA 15219

Phone no	412-355-6000
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OLIVER S & JENNIE R DONALDSON CHARIT

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

CREATE TEST DELIVER ASSIST

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 880

Name

THE ARC OF CUMBERLAND

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 14,000

Name

AUSTIN PROJECT

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 15,000

Name

CLAGETT SAILING CLINIC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 5,000

Name

CHARLESTON MIRACLE LEAGUE THERAPY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 2,500

Name

CHILDRENS MUSEUM OF GREATER FALL RIVER

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 10,000

OLIVER S & JENNIE R DONALDSON CHARIT

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

COMMUNITY AND WELLNESS CENTER

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 25,000

Name

FRIENDS OF MISSION SAN MIGUEL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 10,000

Name

FUTURE FARMERS OF AMERICA

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 50,000

Name

GIRLS EDUCATIONAL AND MENTORIN SERVICES

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 20,000

Name

ADAMS HOUSE REHABILITATION CARE CENTER

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 25,000

Name

MARCH OF DIMES FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 5,000

OLIVER S & JENNIE R DONALDSON CHARIT

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

MICHAELS FUND

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 10,000

Name

NATIONAL EDUCATION OUTREACH PROGRAM

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 20,000

Name

MUSICARES FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 5,000

Name

PRESERVATION SOCIETY OF NEWPORT CTY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 50,000

Name

SAILORS FOR THE SEA

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 5,000

Name

SAINT JAMES SCHOOL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 5,000

OLIVER S & JENNIE R DONALDSON CHARIT

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SCHOOL ONE

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

11,301

Name

CHANGING LIVES THROUGH ART

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

20,000

Name

MEALS ON WHEELS

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

7,000

Name

UC SANTA BARBARA FOUNDATION

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

30,425

Name

WAMC NORTHEAST PUB RADIO NEWS DEPT

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

15,000

Name

TUFTS MEDICAL CENTER

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

172,603

OLIVER S & JENNIE R DONALDSON CHARIT

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

TRI-CITIES SOUTHCOAST YOUTH COURT

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 20,000

Name

AMERICAN HEART ASSOCIATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 10,000

Name

AMERICAN VETERINARY MEDICAL SOCIETY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 10,000

Name

CANCER RESEARCH INSTITUTE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 86,301

Name

CAROLINA ART ASSOCIATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 10,000

Name

CHARLESTON AUTISM ACADEMY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 1,500

OLIVER S & JENNIE R DONALDSON CHARIT

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

CHARLESTON PARKS CONSERVANCY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 2,500

Name

CHARLESTON WATER QUALITY MONTOR PROGRAM

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 1,500

Name

COLLEGE OF CHARLESTON FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 10,000

Name

CONCORD COMMUNITY MUSIC SCHOOL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 12,000

Name

SHARKS FOR THE FUTURE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 2,500

Name

DURFEE BELLS PRESERVATION SOCIETY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 2,900

OLIVER S & JENNIE R DONALDSON CHARIT

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

DISASTER RECOVERY CHARITY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 10,000

Name

HUMANE SOCIETY OF WASHINGTON COUNTY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 3,000

Name

THRIVE JUMP STREET

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 10,000

Name

KEEPING PACE MULTIPLE MIRACLES

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 10,000

Name

MEDICAL UNIV OF SOUTH CAROLINA FDN

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 172,603

Name

MEMORIAL HOSPITAL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 172,603

OLIVER S & JENNIE R DONALDSON CHARIT

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SLOAN-KETTERING CANCER CENTER

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution			Amount
GENERAL CHARITABLE PURPOSES			86,301

Name

WILDLIFE CONSERVATION PROJECT

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution			Amount
GENERAL CHARITABLE PURPOSES			4,703

Name

2014 NORTH COUNTRY STUDIO WORKSHOP

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution			Amount
GENERAL CHARITABLE PURPOSES			8,168

Name

OCEANA INC

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution			Amount
GENERAL CHARITABLE PURPOSES			5,000

Name

THE PALMETTO PROJECT

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution			Amount
GENERAL CHARITABLE PURPOSES			2,500

Name

PAWLING PUBLIC RADIO

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution			Amount
GENERAL CHARITABLE PURPOSES			30,000

OLIVER S & JENNIE R DONALDSON CHARIT

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

PEMA CHODRON FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 16,000

Name

PUTNAM HOSPITAL CENTER

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 12,726

Name

RONALD MCDONALD HOUSE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 2,301

Name

ROSEMONT COLLEGE OF THE HOLY CHILD JESUS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 107,603

Name

ROTARY CLUB OF HAGERSTOWN

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 1,000

Name

SOUTH CAROLINA COASTAL CONSERVATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 24,301

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "x" to include in Part IV	Amount		Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Cost Other Basis and Expenses		Net Gain or Loss			
	Long Term CG Distributions	Short Term CG Distributions								Capital Gains/Losses	Other sales	Gross Sales	Expense of Sale and Cost of Improvements		Depreciation	Adjustments	Net Gain or Loss
	27,791	0								7,187,906	0	7,433,968	0		0	246,062	
1	X		GENERAL MILLS INC COM	370334104			12/21/2011		12/5/2012	99,594	97,990			1,604			
2	X		HEWLETT-PACKARD CO 5.25	428236AL7			9/26/2008		3/1/2012	500,000	502,955			-2,955			
3	X		HUNT JIB TRANSPORT SVCS	445658107			12/21/2011		8/13/2012	24,952	20,438			4,516			
4	X		HUNT JIB TRANSPORT SVCS	445658107			12/21/2011		12/5/2012	72,854	55,686			17,168			
5	X		OCCIDENTAL PETROLEUM CO	674599105			12/21/2011		8/13/2012	36,141	37,365			-1,224			
6	X		PEPSICO INC COM	713448108			12/21/2011		8/13/2012	40,318	37,082			3,236			
7	X		PIMCO FOREIGN BD UNHEDG	722055220			8/30/2011		8/7/2012	511,952	496,175			15,777			
8	X		PIMCO FOREIGN BD UNHEDG	722055220			8/30/2011		8/7/2012	265,000	248,024			16,976			
9	X		PIMCO COMMODITY REALTY	722056667			12/21/2011		8/29/2012	585,509	620,000			-34,491			
10	X		PROCTER & GAMBLE CO COM	742718109			3/14/1990		8/13/2012	33,664	4,120			29,544			
11	X		SCHRODER US SMALLMID C	80809R204			12/23/2011		12/5/2012	666,325	620,000			46,325			
12	X		SENTINEL SMALL CO-I	917288825			12/23/2011		10/2/2012	503,028	484,000			19,028			
13	X		TEMPLETON GLOBAL BD-ADV	880208400			12/21/2011		8/7/2012	826,423	777,000			49,423			
14	X		THERMO FISHER SCIENTIFIC	883556102			12/21/2011		8/13/2012	62,337	48,927			13,410			
15	X		TIME WARNER CABLE IN 8 20	88732JAK4			3/3/2009		7/12/2012	526,050	487,594			28,456			
16	X		WHIRLPOOL CORP COM	983320106			12/21/2011		8/13/2012	69,612	47,834			21,778			
17	X		WPX ENERGY INC COM	98212B103			12/21/2011		1/10/2012	11	12			-1			
18	X		WPX ENERGY INC COM	98212B103			12/21/2011		8/13/2012	15,649	18,462			-2,813			
19	X		ABB LTD SPONS ADR	000375204			12/21/2011		8/13/2012	5	6			-1			
20	X		ADVISORS CAMBIAR SMALL C	0075W0593			12/23/2011		12/5/2012	300,000	274,554			25,446			
21	X		AUTODESK INC COM	023135106			12/21/2011		8/13/2012	100,008	74,915			25,091			
22	X		AUTODESK INC COM	052769108			12/21/2011		12/5/2012	75,804	69,165			6,609			
23	X		BARCLAYS BANK PLC 3.900	08795GBB4			2/16/2011		1/5/2012	501,850	513,740			-12,090			
24	X		BERKSHIRE HATHAWAY 4.75	084870AS7			9/30/2008		5/15/2012	500,000	504,455			-4,455			
25	X		CAMERON INTL CORP COM	13342B105			12/21/2011		8/13/2012	22,922	22,036			886			
26	X		JOHN DEERE CAP CO 2.875	24424DA47			12/23/2008		1/5/2012	303,646	309,579			-5,933			
27	X		FEDERATED STRATEGIC VAL	314172560			12/23/2011		12/5/2012	200,000	192,475			7,525			
28	X		GENERAL ELEC CAP 5.875	36962GXS8			2/12/2002		2/15/2012	500,000	497,760			2,240			
29	X		ST LOSS FROM ABBEY CAPIT				12/31/2012		12/31/2012	0	28,576			-28,576			
30	X		ST LOSS FROM ABBEY CAPIT				12/30/2011		12/31/2012	0	42,864			-42,864			

Part I, Line 11 (990-PF) - Other Income

		13,065	13,065	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	ABBAY CAPITAL OTHER INCOME (LOSS)	-388	-388	
2	SKYBRIDGE FEE REBATE	13,453	13,453	

Part I, Line 16a (990-PF) - Legal Fees

		446,151	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	446,151			

Part I, Line 18 (990-PF) - Taxes

		149,613	4,666	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	4,666	4,666		
2	PRIOR YEAR EXCISE TAX	123,372			
3	ESTIMATED EXCISE TAX PAYMENTS	21,575			

· **Part I, Line 23 (990-PF) - Other Expenses**

		34,804	34,054	0	750
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	36	36		
2	NY FILING FEE	750			750
3	ABBEY CAPITAL MULTI MANAGER	34,018	34,018		

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	2						
1							
2		AMGEN INC COM	0	108,118			145,764
3		APACHE CORP COM	0	96,646			85,094
4		ABBOTT LABS COM	0	117,289			169,252
5		APPLE INC COM	0	249,826			336,866
6		BB&T CORP COM	0	53,262			62,790
7		BANK OF AMERICA CORP COM	0	40,590			91,150
8		BAXTER INTL INC COM	0	61,209			104,123
9		B/E AEROSPACE INC COM	0	100,611			129,230
10		CVS CAREMARK CORP COM	0	134,988			157,959
11		CAPITAL ONE FINL CORP COM	0	116,081			160,814
12		CHEVRON CORP COM	0	23,951			152,153
13		COACH INC COM	0	106,267			99,141
14		DARDEN RESTAURANTS INC COM	0	65,415			66,388
15		WALT DISNEY CO COM	0	112,874			155,444
16		EMC CORP COM	0	90,454			106,766
17		ECOLAB INC COM	0	73,179			81,247
18		EMERSON ELEC CO COM	0	11,996			80,287
19		FLUOR CORP COM NEW	0	65,822			78,829
20		FLOWERVE CORP COM	0	67,942			100,264
21		FREEMPORT-MCMORAN COPPER AND COM	0	44,589			40,698
22		GENERAL ELEC CO COM	0	57,166			134,861
23		GOLDMAN SACHS GROUP INC COM	0	71,955			100,645
24		GOOGLE INC CL A COM	0	124,279			166,234
25		HARTFORD FINL SVCS GROUP INC COM	0	58,903			81,300
26		HOME DEPOT INC COM	0	127,849			185,921
27		INTERNATIONAL BUSINESS MACHS COM	0	11,023			133,510
28		INTUIT INC COM	0	73,142			82,017
29		JP MORGAN CHASE AND COM	0	114,451			156,574
30		MATTEL INC COM	0	85,734			88,364
31		MICROSOFT CORP COM	0	132,405			116,882
32		MORGAN STANLEY COM	0	39,343			50,917
33		NATIONAL OILWELL VARCO INC COM	0	102,514			105,054
34		OCCIDENTAL PETE CORP COM	0	114,690			94,767
35		ORACLE CORP COM	0	113,403			147,141
36		PNC FINL SVCS GROUP INC COM	0	111,677			114,812
37		PACCAR INC COM	0	50,141			61,350
38		PEPSICO INC COM	0	69,140			71,578
39		PFIZER INC COM	0	132,163			153,310
40		PRAXAIR INC COM	0	56,862			81,759
41		PROCTER & GAMBLE CO COM	0	10,995			91,855
42		QUALCOMM CORP COM	0	93,897			108,935
43		QUANTA SVCS INC COM	0	60,068			78,022
44		SCHLUMBERGER LTD COM	0	50,574			124,391
45		TEVA PHARMACEUTICAL INDS LTD ADR	0	64,936			83,007
46		TEXAS INSTRS INC COM	0	84,987			92,114

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
47	UNION PACIFIC CORP COM	0		69,258		85,490
48	UNITED PARCEL SVC INC CL B COM	0		65,051		66,357
49	VERIZON COMMUNICATIONS COM	0		119,983		132,406
50	WELLS FARGO & CO COM NEW	0		101,827		130,499
51	WILLIAMS COS INC COM	0		82,898		103,884
52	CAMERON INTL CORP COM	0		65,713		74,922
53	TERADATA CORP DEL COM	0		69,100		89,431
54	INVERSCO LTD BERMUDA COM	0		49,487		65,773
55	PHILIP MORRIS INTL COM	0		84,709		184,092
56	VISA INC CL A COM	0		105,551		159,311
57	MERCK AND INC COM	0		168,870		176,124
58	EXPRESS SCRIPTS HLDG CO COM	0		85,122		103,410
59	MACY'S INC COM	0		129,185		157,875
60	BEAM INC COM	0		55,013		56,142

Description		Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1							
2	AMERICAN EXPRESS CO 4 875% 7/15/13			0	204,075		255,818
3	SBC COMMUNICATIONS 5 625% 6/15/16			0	514,330		573,890
4	VIRGINIA ELEC & PWR 4 750% 3/01/13			0	513,200		503,540
5	BERKSHIRE HATHAWAY 4 625% 10/15/13			0	505,420		515,790
6	WAL-MART STORES INC 4 500% 7/01/15			0	495,610		547,595
7	BEAR STEARNS COS INC 5 300% 10/30/15			0	489,355		554,095
8	HONEYWELL INTL INC 5 300% 3/15/17			0	592,140		586,270
9	WACHOVIA CORP 5 750% 6/15/17			0	588,520		592,185
10	IBM CORP 5 700% 9/14/17			0	352,461		362,298
11	PEPSICO INC 3.750% 3/01/14			0	308,853		311,376
12	SHELL INTL FIN 3 250% 9/22/15			0	510,780		534,060
13	BURLINGTON NORTH SA 5 650% 5/01/17			0	508,860		588,555
14	STATE STREET CORP 5 375% 4/30/17			0	588,705		586,195

Part II, Line 13 (990-PF) - Investments - Other

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	BEGINNING BOOK VALUE		26,930,586	16,825,571	17,626,450
2	MANNING & NAPIER WORLD OPPTYS-A		0	0	0
3	RIDGEWORTH FD-SEIX FLT HGH INCM RC		0	1,864,000	2,044,129
4	FEDERATED STRATEGIC VALUE-I		0	325,000	334,758
5	OPPENHEIMER DEVELOPING MKTS INST		0	5,693,525	5,845,821
6	SKYBRIDGE MULTI-ADVISOR HEDGE FD I		0	900,000	996,432
7	DOUBLELINE TOTAL RETURN BD-I		0	1,730,000	2,034,577
8	PIMCO EMERGING LOCAL BD-I		0	425,000	428,022
9	ACP INSTL SER STRATEGIC OPPTYS FD		0	620,000	631,503
10	T ROWE PRICE DIVRSFD SMALLCAP GRC		0	1,375,000	1,399,498
11	ADVISORS CAMBIAR SMALL CAP-I		0	503,600	498,738
12	ACL MULTI-MGR LTD USD-B		0	809,446	899,278
13	NEUBERGER BERMAN HIGH INCOME BD-I		0	1,370,000	1,265,818
			0	1,210,000	1,247,876

11	LT LOSS FROM ABBEY CAPITAL	12/30/2011	12/31/2012	42,864	0	-42,864	0
				42,864	0	-42,864	0

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers													120,281	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week AS REQ'D	Compensation	Benefits	Expense Account		
	SUNTRUST BANK	X	P O BOX 1908	ORLANDO	FL	32802-1908		CO-TRUSTEE	AS REQ'D	37,814	0	0		
1	PAMELA A CURTIS		P O BOX 1908	ORLANDO	FL	32802-1908		CO-TRUSTEE	AS REQ'D	41,207				
2	HELEN R FLYNN		P O BOX 1908	ORLANDO	FL	32802-1908		CO-TRUSTEE	AS REQ'D	32,793				
3	HILTON C SMITH, JR		P O BOX 1908	ORLANDO	FL	32802-1908		CO-TRUSTEE	AS REQ'D	8,467				
4	STEPHEN LIRAKIS		P O BOX 1908	ORLANDO	FL	32802-1908		FAMILY TRUSTEE	AS REQ'D	0				
5	SUSAN LIRAKIS		P O BOX 1908	ORLANDO	FL	32802-1908		FAMILY TRUSTEE	AS REQ'D	0				
6	CHRISTOPHER LIRAKIS		P O BOX 1908	ORLANDO	FL	32802-1908		FAMILY TRUSTEE	AS REQ'D	0				
7	ROBERT LAWRENCE		P O BOX 1908	ORLANDO	FL	32802-1908		FAMILY TRUSTEE	AS REQ'D	0				
8	PRISCILLA LAWRENCE		P O BOX 1908	ORLANDO	FL	32802-1908		FAMILY TRUSTEE	AS REQ'D	0				
9	MARK LAWRENCE		P O BOX 1908	ORLANDO	FL	32802-1908		FAMILY TRUSTEE	AS REQ'D	0				
10														

~ **Part VI, Line 6a (990-PF) - Estimated Tax Payments**

	Date		Amount
1 Credit from prior year return		1	
2 First quarter estimated tax payment		2	
3 Second quarter estimated tax payment	6/6/2012	3	4,804
4 Third quarter estimated tax payment	9/4/2012	4	7,771
5 Fourth quarter estimated tax payment	12/12/2012	5	9,000
6 Other payments		6	
7 Total		7	21,575

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	<u>1,380,820</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>1,380,820</u>

Trade Date



Portfolio Detail

Jan 01, 2012 through Jan 31, 2012

Account: 41-01-100-5832538 UD DONALDSON CHARITABLE TRUST

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash Equivalents									
103.640	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (Income Investment)	994458719	\$103.64	\$0.00	\$103.64 1.000		\$0.00	\$0.06	0.05%
655,254.900	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719	655,254.90	35.83	655,254.90 1.000		0.00	386.60	0.05
	Total Cash Equivalents		\$655,358.54	\$35.83	\$655,358.54		\$0.00	\$386.66	0.05%
Total Cash/Currency									
			\$655,358.54	\$35.83	\$655,358.54		\$0.00	\$386.66	0.05%
Total Portfolio									
			\$655,358.54	\$35.83	\$655,358.54		\$0.00	\$386.66	0.05%
Accrued Income			\$35.83						
Total			\$655,394.37						

(1) Market Value in the Portfolio Detail section does not include Accrued Income