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Form 990-PF

Return of Private Foundation

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

2012

Open to Public
Inspection

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

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation JULIA TERRILL THOMAS FOUNDATION INC	A Employer identification number 20-2354370
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Number and street (or P O box number if mail is not delivered to street address) PO BOX 30722	Room/suite
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City or town, state, and ZIP code SEA ISLAND, GA 31561	C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>
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G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change	D 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <input type="checkbox"/>
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H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> <input type="checkbox"/>
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I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 12,354,717	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>
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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)
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1 Contributions, gifts, grants, etc , received (attach schedule)	9,934,814			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	26	26		
4 Dividends and interest from securities.	168,160	168,160		
5a Gross rents				
b Net rental income or (loss) _____				
6a Net gain or (loss) from sale of assets not on line 10	1,210,771			
b Gross sales price for all assets on line 6a 7,199,381				
7 Capital gain net income (from Part IV, line 2)		1,210,771		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	11,313,771	1,378,957		

13 Compensation of officers, directors, trustees, etc	194,575	64,858	129,717
14 Other employee salaries and wages	106,667	10,667	96,000
15 Pension plans, employee benefits	2,746	274	2,472
16a Legal fees (attach schedule)	6,512		6,512
b Accounting fees (attach schedule)	10,480	3,458	7,022
c Other professional fees (attach schedule)	44,848	44,848	
17 Interest			
18 Taxes (attach schedule) (see instructions)	6,120	612	5,508
19 Depreciation (attach schedule) and depletion	688		
20 Occupancy	4,515		4,515
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses (attach schedule)	1,204	234	970
24 Total operating and administrative expenses.			
Add lines 13 through 23	378,355	124,951	252,716
25 Contributions, gifts, grants paid.	197,000		197,000
26 Total expenses and disbursements. Add lines 24 and 25	575,355	124,951	449,716
27 Subtract line 26 from line 12			
a Excess of revenue over expenses and disbursements	10,738,416		
b Net investment income (if negative, enter -0-)		1,254,006	
c Adjusted net income (if negative, enter -0-)			

Part III Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	25,166	385,061	385,061
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 page 15 of the 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			
10a	Investments—U S and state government obligations (attach schedule)	☒	103,636	104,359
b	Investments—corporate stock (attach schedule)	☒	3,954,015	4,279,618
c	Investments—corporate bonds (attach schedule)	☒	815,106	829,953
11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	746,047	☒ 6,227,874	6,723,062
14	Land, buildings, and equipment basis ► 29,831			
	Less accumulated depreciation (attach schedule) ► 688	☒	29,143	29,143
15	Other assets (describe ►)	☒	3,521	☒ 3,521
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	771,213	11,518,356	12,354,717
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ►)	☒	8,727	
23	Total liabilities (add lines 17 through 22)			8,727
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ►			
	and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ►			
	and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	771,213	11,509,629	
30	Total net assets or fund balances (see page 17 of the instructions)	771,213	11,509,629	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	771,213	11,518,356	

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	771,213
2	Enter amount from Part I, line 27a	2	10,738,416
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	11,509,629
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	11,509,629

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)
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1 a			
b Capital Gain Dividends			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			95,327
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7 } **2** 1,210,771

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** -27,512

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	44,561	925,679	0 04814
2010	44,641	878,558	0 05081
2009	44,801	801,646	0 05589
2008	49,800	972,494	0 05121
2007	68,788	1,156,022	0 05950

2 Total of line 1, column (d).	2 0 26555
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 05311
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4 6,549,020
5 Multiply line 4 by line 3.	5 347,818
6 Enter 1% of net investment income (1% of Part I, line 27b).	6 12,540
7 Add lines 5 and 6.	7 360,358
8 Enter qualifying distributions from Part XII, line 4.	8 479,547

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input checked="" type="checkbox"/> and enter "N/A" on line 1	1	12,540
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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)	2	12,540
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
3	Add lines 1 and 2.		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	3	12,540
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	12,540
b	Exempt foreign organizations—tax withheld at source		
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld		
7	Total credits and payments Add lines 6a through 6d.	7	10
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	9	12,550
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>		
		10	11

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b	No
<i>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.</i>			
c	Did the foundation file Form 1120-POL for this year?	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> GA		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes
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)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ► N/A

14	The books are in care of ► SUSAN GOODHUE	Telephone no ► (912) 638-8084
	Located at ► 301 SEA ISLAND RD STE 1 ST SIMONS ISLAND GA	ZIP +4 ► 31522

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	15
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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?	16
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See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► 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)? ► 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). ► Yes <input checked="" type="checkbox"/> No		
1b	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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ►		No
1c	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?		No
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 <input checked="" type="checkbox"/> 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)		
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 <input checked="" type="checkbox"/> 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).		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		No
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?		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	No
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
	<i>If "Yes" to 6b, file Form 8870.</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	No
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

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
REES M SUMERFORD	Director 5 00	89,182		
408 HAWKINS ISLAND DR ST SIMONS ISLAND, GA 31522				
JAMES D BENEFIELD JR	Director 5 00	89,182		
257 ST JAMES AVE ST SIMONS ISLAND, GA 31522				
SUSAN GOODHUE	Director 5 00	16,211		
111 ARTHUR J MOORE DR ST SIMONS ISLAND, GA 31522				

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
SUSAN GOODHUE	EXEC DIRECTOR 40 00	106,667	2,746	
111 ARTHUR J MOORE DR ST SIMONS ISLAND, GA 31522				
Total number of other employees paid over \$50,000.			<input checked="" type="checkbox"/>	

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.

1	
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.

1	
2	
All other program-related investments See page 24 of the instructions	
3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	6,602,092
b	Average of monthly cash balances.	1b	46,659
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	6,648,751
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	
3	Subtract line 2 from line 1d.	3	6,648,751
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	99,731
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,549,020
6	Minimum investment return. Enter 5% of line 5.	6	327,451

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	327,451
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	12,540
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	12,540
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	314,911
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	314,911
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	314,911

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	449,716
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	29,831
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	479,547
4	Qualifying distributions. 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	12,540
6	Adjusted qualifying distributions. Subtract line 5 from line 4.		467,007

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				314,911
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.	3,831			
b From 2008.	1,575			
c From 2009.	5,117			
d From 2010.	1,431			
e From 2011.				
f Total of lines 3a through e.	11,954			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 479,547				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				314,911
e Remaining amount distributed out of corpus	164,636			
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:	176,590			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				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)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	3,831			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	172,759			
10 Analysis of line 9				
a Excess from 2008.	1,575			
b Excess from 2009.	5,117			
c Excess from 2010.	1,431			
d Excess from 2011.				
e Excess from 2012.	164,636			

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

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

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

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

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

6 Any submission deadlines

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

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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	197,000
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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

Form 990PF Part XV Line 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
Name and address (home or business)				
a Paid during the year				
UNITED WAY OF COASTAL GEORGIA 1311 UNION ST BRUNSWICK, GA 31520		PUBLIC	UNRESTRICTED GIFT	10,000
ST SIMONS LAND TRUST PO BOX 24615 ST SIMONS ISLAND, GA 31522		PUBLIC	UNRESTRICTED GIFT	5,000
SHARE - SPEECH HEARING REHABILITATI 2228 STARLING ST BRUNSWICK, GA 31520		PUBLIC	UNRESTRICTED GIFT	3,000
SOUTHEAST GA HEALTH SYSTEM FOUNDATI 2415 PARKWOOD DR BRUNSWICK, GA 31520		PUBLIC	UNRESTRICTED GIFT	3,000
HUMANE SOCEITY OF SOUTH COASTAL GEO 4627 US 17 BRUNSWICK, GA 31525		PUBLIC	UNRESTRICTED GIFT	3,000
GLYNN ANIMAL SERVICES ADVISORY BOAR 4765 US 17 N BRUNSWICK, GA 31525		PUBLIC	UNRESTRICTED GIFT	3,000
AMITY HOUSE - GLYNN CRISIS CENTER PO BOX 278 BRUNSWICK, GA 31521		PUBLIC	UNRESTRICTED GIFT	3,000
AMERICAN RED CROSS - SE COASTAL GA 207 ROSE DR BRUNSWICK, GA 31520		PUBLIC	UNRESTRICTED GIFT	3,000
GOLDEN ISLES YMCA FOUNDATION 144 SCRANTON CONNECTOR BRUNSWICK, GA 31525		PUBLIC	UNRESTRICTED GIFT	25,000
MAP INTERNATIONAL PO BOX 215000 BRUNSWICK, GA 31521		PUBLIC	UNRESTRICTED GIFT	5,000
SALVATION ARMY - BRUNSWICK GA PO BOX 958 BRUNSWICK, GA 31521		PUBLIC	UNRESTRICTED GIFT	19,000
FREDERICA ACADEMY 200 HAMILTON DR ST SIMONS ISLAND, GA 31522		PUBLIC	UNRESTRICTED GIFT	25,000
COLLEGE OF COASTAL GEORGIA FOUNDATI 3700 ALTAMA AVE BRUNSWICK, GA 31520		PUBLIC	UNRESTRICTED GIFT	35,000
COASTAL GEORGIA HISTORICAL SOCIETY PO BOX 24113 ST SIMONS ISLAND, GA 31522		PUBLIC	UNRESTRICTED GIFT	25,000
BOYS GIRLS CLUB OF SOUTHEAST GEORGIA PO BOX 1193 BRUNSWICK, GA 31521		PUBLIC	UNRESTRICTED GIFT	30,000
Total				197,000
			► 3a	

2012

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

► Attach to Form 990, 990-EZ, or 990-PF.

Name of the organization

JULIA TERRILL THOMAS FOUNDATION INC

Employer identification number

20-2354370

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33^{1/3}% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization

JULIA TERRILL THOMAS FOUNDATION INC

Employer identification number

20-2354370

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
5	ESTATE OF JULIA TERRILL THOMAS PO BOX 30722 SEA ISLAND, GA 31561	\$ 251,835	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	ESTATE OF JULIA TERRILL THOMAS PO BOX 30722 SEA ISLAND, GA 31561	\$ 4,779,323	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	ESTATE OF JULIA TERRILL THOMAS PO BOX 30722 SEA ISLAND, GA 31561	\$ 1,489,293	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	ESTATE OF JULIA TERRILL THOMAS PO BOX 30722 SEA ISLAND, GA 31561	\$ 325,828	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
1	ESTATE OF JULIA TERRILL THOMAS PO BOX 30722 SEA ISLAND, GA 31561	\$ 5,111,280	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

JULIA TERRILL THOMAS FOUNDATION INC

Employer identification number

20-2354370

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	PUBLICLY TRADED SECURITIES	\$ 4,779,323	2012-09-26
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	PUBLICLY TRADED SECURITIES	\$ 1,489,293	2012-08-10
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	PUBLICLY TRADED SECURITIES	\$ 325,828	2012-07-31
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PUBLICLY TRADED SECURITIES	\$ 5,111,280	2012-04-11
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization JULIA TERRILL THOMAS FOUNDATION INC		Employer identification number 20-2354370	
Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively religious, charitable, etc., contributions of \$1,000 or less</i> for the year (Enter this information once. See instructions) ► \$ Use duplicate copies of Part III if additional space is needed			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—

TY 2012 Accounting Fees Schedule

Name: JULIA TERRILL THOMAS FOUNDATION INC

EIN: 20-2354370

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES - ACCTG	10,480	3,458	0	7,022

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: JULIA TERRILL THOMAS FOUNDATION INC

EIN: 20-2354370

Software ID: 12000229

Software Version: 2012v2.0

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
OFFICE FURNITURE	2012-10-01	27,504	91		10 0000	688			

TY 2012 Investments Corporate Bonds Schedule

Name: JULIA TERRILL THOMAS FOUNDATION INC

EIN: 20-2354370

Software ID: 12000229

Software Version: 2012v2.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SYNOVUS - SEE ATTACHED	815,106	829,953

TY 2012 Investments Corporate Stock Schedule

Name: JULIA TERRILL THOMAS FOUNDATION INC

EIN: 20-2354370

Software ID: 12000229

Software Version: 2012v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SYNOVUS - SEE ATTACHED	3,954,015	4,279,618

TY 2012 Investments Government Obligations Schedule

Name: JULIA TERRILL THOMAS FOUNDATION INC

EIN: 20-2354370

Software ID: 12000229

Software Version: 2012v2.0

US Government Securities - End of

Year Book Value:

US Government Securities - End of

Year Fair Market Value:

State & Local Government

Securities - End of Year Book

Value: 103,636

State & Local Government

Securities - End of Year Fair

Market Value: 104,359

TY 2012 Investments - Other Schedule

Name: JULIA TERRILL THOMAS FOUNDATION INC

EIN: 20-2354370

Software ID: 12000229

Software Version: 2012v2.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SYNOVUS - SEE ATTACHED (EQUITY ETF)	AT COST	186,670	206,893
SYNOVUS - SEE ATTACHED (EQUITY FUNDS)	AT COST	4,391,461	4,839,296
SYNOVUS - SEE ATTACHED (FIXED INC FUNDS)	AT COST	1,649,743	1,676,873

TY 2012 Land, Etc. Schedule**Name:** JULIA TERRILL THOMAS FOUNDATION INC**EIN:** 20-2354370**Software ID:** 12000229**Software Version:** 2012v2.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Machinery and Equipment	2,327		2,327	2,327
Furniture and Fixtures	27,504	688	26,816	26,816

TY 2012 Legal Fees Schedule

Name: JULIA TERRILL THOMAS FOUNDATION INC

EIN: 20-2354370

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES - LEGAL	6,512	0	0	6,512

TY 2012 Other Assets Schedule

Name: JULIA TERRILL THOMAS FOUNDATION INC**EIN:** 20-2354370**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ADJUST INT/DIV TO AMOUNTS PER 1099		3,521	3,521

TY 2012 Other Expenses Schedule

Name: JULIA TERRILL THOMAS FOUNDATION INC

EIN: 20-2354370

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WIRE FEES	60	60		
TELEPHONE	314			314
TAX PREP FEE	174	174		
PO BOX RENT	76			76
OFFICE SUPPLIES	382			382
MEALS & ENTERTAINMENT	198			198

TY 2012 Other Liabilities Schedule

Name: JULIA TERRILL THOMAS FOUNDATION INC

EIN: 20-2354370

Software ID: 12000229

Software Version: 2012v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL TAXES WITHHELD		8,727

TY 2012 Other Professional Fees Schedule

Name: JULIA TERRILL THOMAS FOUNDATION INC**EIN:** 20-2354370**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT	44,848	44,848	0	0

TY 2012 Taxes Schedule

Name: JULIA TERRILL THOMAS FOUNDATION INC**EIN:** 20-2354370**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	6,120	612		5,508

Julia Terrill Thomas Found-Main A/C

61-G486-00-6

December 1, 2012 - December 31, 2012

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EIN: 20-2354370

Statement of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
Cash & Equivalents								
Money Market Funds								
242,387.220	Federated Government Obligations #5	1.000	242,387.22	242,387.22	67.44	24	0.0	0.00
117,041.610	Federated Government Obligations #5 (Invested Income)	1.000	117,041.61	117,041.61	32.56	11	0.0	0.00
Total Money Market Funds			359,428.83	359,428.83	100.00	35	0.0	0.00
Cash								
Principal Cash			0.00	0.00	0.00	0	0.0	0.00
Income Cash			0.00	0.00	0.00	0	0.0	0.00
Total Cash			0.00	0.00	0.00	0	0.0	0.00
Total Cash & Equivalents			359,428.83	359,428.83	100.00	35	0.0	0.00
Fixed Income								
Bonds								
100,000.000	Columbus GA Wtr & Sew Rev Taxable Wtr and Swr Ref 2012b Taxable 2.75% Dtd 04/26/2012 Due 05/01/2020 Non-Callable	104.359	103,636.00	104,359.00	4.00	2,750	2.6	723.00
100,000.000	Deere John Cap Corp Mtns Sr Nt 1.25% Dtd 12/02/2011 Due 12/02/2014 Non-Callable	101.329	101,322.00	101,329.00	3.88	1,250	1.2	7.00
100,000.000	General Elec Cap Corp MTN Sr A 2.30% Dtd 04/27/2012 Due 04/27/2017 Non-Callable	103.688	99,982.00	103,688.00	3.97	2,300	2.2	3,706.00

EIN 20-2354370

Statement of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
100,000.000	Goldman Sachs Grp Inc MTN Nt 3.70% Dtd 07/28/2010 Due 08/01/2015 Non-Callable	105.539	101,962.00	105,539.00	4.04	3,700	3.5	3,577.00
100,000.000	International Business Machs Nt 1.875% Dtd 05/11/2012 Due 05/15/2019 Callable	101.499	100,703.00	101,499.00	3.89	1,875	1.8	796.00
100,000.000	Lowes Cos Inc Sr Nt 3.12% Dtd 04/23/2012 Due 04/15/2022 Callable	105.267	102,518.00	105,267.00	4.03	3,120	3.0	2,749.00
100,000.000	Rockwell Collins Inc Sr Nt 3.10% Dtd 11/21/2011 Due 11/15/2021 Callable	105.053	104,619.00	105,053.00	4.02	3,100	3.0	434.00
100,000.000	U S Bancorp Mtgs Bk Ent Sr Nt 2.20% Dtd 11/03/2011 Due 11/15/2016 Callable	104.191	103,314.00	104,191.00	3.99	2,200	2.1	877.00
100,000.000	Wells Fargo Co MTN Fr 2.10% Dtd 05/07/2012 Due 05/08/2017 Non-Callable	103.387	100,686.00	103,387.00	3.96	2,100	2.0	2,701.00
Total Bonds			918,742.00	934,312.00	35.78	22,395	2.4	15,570.00

Fixed Income Funds**Taxable Bond Funds**

20,833.658	Pimco All Asset All Authority Fund - Is #1860	11.090	220,760.49	231,045.27	8.85	12,521	5.4	10,284.78
Total Taxable Bond Funds			220,760.49	231,045.27	8.85	12,521	5.4	10,284.78

Corp & Govt Daily Accrual Funds

37,101.396	Federated Institutional High Yield Bond Fund - Ins #900	10.190	370,397.69	378,063.23	14.48	25,762	6.8	7,665.54
33,570.656	Federated Total Return Bd Fd Is #328	11.430	377,731.38	383,712.60	14.69	10,037	2.6	5,981.22

Julia Terrill Thomas Found-Main A/C

61-G486-00-6

December 1, 2012 - December 31, 2012

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EIN 20-2354370

Statement of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
28,490 054	Pimco Low Duration Fund Inst #36	10.510	300,000.00	299,430.47	11.47	4,647	1.6	-569.53
34,218 983	Pimco Total Return Fund Inst #35	11.240	380,853.80	384,621.37	14.73	7,002	1.8	3,767.57
Total Corp & Govt Daily Accrual Funds			1,428,982.87	1,445,827.67	55.37	47,448	3.3	16,844.80
Total Fixed Income Funds			1,649,743.36	1,676,872.94	64.22	59,969	3.6	27,129.58
Total Fixed Income			2,568,485.36	2,611,184.94	100.00	82,364	3.2	42,699.58

Equities

Common Stock

Consumer Discretionary

522.000	Delphi Automotive PLC Shs	38.250	15,356.85	19,966.50	0.21	0	0.0	4,609.65
459 000	Comcast Corp Cl A	37.360	15,968.30	17,148.24	0.18	298	1.7	1,179.94
511 000	Comcast Corp New Cl A Spl	35.920	15,242.15	18,355.12	0.20	332	1.8	3,112.97
120.000	Darden Restaurants Inc Com	45.070	5,976.81	5,408.40	0.06	240	4.4	-568.41
646.000	Disney Walt Co Com	49.790	33,019.16	32,164.34	0.34	484	1.5	-854.82
330.000	Dollar Gen Corp New Com	44.090	15,820.40	14,549.70	0.16	0	0.0	-1,270.70
442 000	Foot Locker Inc Com	32.120	16,333.76	14,197.04	0.15	318	2.2	-2,136.72
95.000	Genuine Parts Co Com	63.580	5,993.07	6,040.10	0.06	188	3.1	47.03
380 000	Home Depot Inc Com	61.850	19,186.46	23,503.00	0.25	440	1.9	4,316.54
318.000	Johnson Controls Inc Com	30.670	9,202.67	9,753.06	0.10	241	2.5	550.39
645.000	Lowes Cos Inc Com	35.520	21,554.09	22,910.40	0.25	412	1.8	1,356.31
500.000	Macys Inc Com	39.020	18,569.10	19,510.00	0.21	400	2.1	940.90
75.000	McDonalds Corp Com	88.210	6,752.19	6,615.75	0.07	231	3.5	-136.44
171.000	Stanley Black & Decker Inc Com	73.970	11,178.39	12,648.87	0.14	335	2.6	1,470.48
536.000	TJX Cos Inc New Com	42.450	22,780.71	22,753.20	0.24	246	1.1	-27.51
954.000	Target Corp Com	59.170	52,962.20	56,448.18	0.61	1,373	2.4	3,485.98

EIN 20-2354370

Statement of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
483.000	Toll Brothers Inc Com	32.330	16,230.78	15,615.39	0.17	0	0.0	-615.39
218.000	Ulta Salon Cosmetics & Frag Inc Com	98.260	21,420.68	21,420.68	0.23	0	0.0	2,319.59
209.000	Viacom Inc New Cl B	52.740	9,834.84	11,022.66	0.12	229	2.1	1,187.82
356.000	Wyndham Worldwide Corp Com	53.210	17,582.54	18,942.76	0.20	327	1.7	1,360.22
Total Consumer Discretionary			348,645.56	368,973.39	3.96	6,094	1.7	20,327.83
Consumer Staples								
370.000	Altria Group Inc Com	31.440	11,855.60	11,632.80	0.12	651	5.6	-222.80
2,031.000	CVS Caremark Corp Com	48.350	77,928.66	98,198.85	1.05	1,827	1.9	20,270.19
360.000	Church & Dwight Inc Com	53.570	20,148.03	19,285.20	0.21	345	1.8	-862.83
4,000.000	Coca Cola Co Com	36.250	133,950.00	145,000.00	1.55	4,080	2.8	11,050.00
279.000	Coca Cola Enterprises Inc New Com	31.730	8,575.92	8,852.67	0.09	178	2.0	276.75
169.000	Costco Whsl Corp New Com	98.730	15,161.41	16,685.37	0.18	185	1.1	1,523.96
105.000	Diageo PLC Sponsored ADR	116.580	10,056.45	12,240.90	0.13	291	2.4	2,184.45
534.000	General Mills Inc Com	40.420	20,592.88	21,584.28	0.23	704	3.3	991.40
204.000	Hershey Co	72.220	14,094.73	14,732.88	0.16	342	2.3	638.15
675.000	Kimberly Clark Corp Com	84.430	48,089.63	56,990.25	0.61	1,998	3.5	8,900.62
105.000	Kraft Foods Group Inc Com	45.470	4,240.22	4,774.35	0.05	210	4.4	534.13
169.000	Lorillard Inc Com	116.670	20,568.46	19,717.23	0.21	1,047	5.3	-851.23
315.000	Mondelez Intl Inc Cl A	25.453	7,843.63	8,017.76	0.09	163	2.0	174.13
173.000	Nestle S A Sponsored ADR Repstg Reg Sh	65.112	10,079.27	11,264.38	0.12	306	2.7	1,185.11
90.000	Pepsico Inc Com	68.430	6,052.28	6,158.70	0.07	193	3.1	106.42
434.000	Philip Morris Intl Inc Com	83.640	37,006.65	36,299.76	0.39	1,475	4.1	-706.89
250.000	Procter & Gamble Co Com	67.890	16,148.88	16,972.50	0.18	562	3.3	823.62
2,202.000	Wal Mart Stores Inc Com	68.230	128,182.43	150,242.46	1.61	3,501	2.3	22,060.03
263.000	Whole Foods Market Inc Com	91.160	23,441.39	23,975.08	0.26	210	0.9	533.69
Total Consumer Staples			614,016.52	682,625.42	7.32	18,268	2.7	68,608.90

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Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
Energy								
1,080 000	Anadarko Pete Corp Com	74.310	84,099.60	80,254.80	0.86	388	0.5	-3,844.80
1,000.000	Chevron Corporation	108.140	105,035.41	108,140.00	1.16	3,600	3.3	3,104.59
320 000	Conocophillips Com	57.990	17,358.59	18,556.80	0.20	844	4.6	1,198.21
2,305 000	Exxon Mobil Corp Com	86.550	185,997.50	199,497.75	2.14	5,255	2.6	13,500.25
741.000	Marathon Oil Corp Com	30.660	18,854.74	22,719.06	0.24	503	2.2	3,864.32
495.000	Marathon Pete Corp Com	63.000	25,783.56	31,185.00	0.33	693	2.2	5,401.44
177.000	Occidental Pete Corp Com	76.610	14,492.28	13,559.97	0.15	382	2.8	-932.31
2,000.000	Royal Dutch Shell PLC Sponsored ADR Repstg A Shs	68.950	143,805.00	137,900.00	1.48	5,848	4.2	-5,905.00
320.000	Spectra Energy Corp Com	27.380	9,270.44	8,761.60	0.09	390	4.5	-508.84
140.000	Total S A Sponsored ADR	52.010	6,236.85	7,281.40	0.08	351	4.8	1,044.55
475 000	Williams Cos Inc Com	32.740	16,034.81	15,551.50	0.17	617	4.0	-483.31
Total Energy			626,968.78	643,407.88	6.90	18,871	2.9	16,439.10
Financials								
233 000	ACE LTD Npv	79.800	16,896.72	18,593.40	0.20	456	2.5	1,696.68
348 000	American Tower Corporation	77.270	23,709.21	26,889.96	0.29	334	1.2	3,180.75
687.000	Bank New York Mellon Corp Com	25.700	14,060.15	17,655.90	0.19	357	2.0	3,595.75
56.000	Blackrock Inc Com	206.710	9,661.00	11,575.76	0.12	336	2.9	1,914.76
529.000	Discover Finl Svcs Com	38.550	21,962.33	20,392.95	0.22	296	1.5	-1,569.38
893.000	Goldman Sachs Group Inc Com	127.560	91,722.75	113,911.08	1.22	1,786	1.6	22,188.33
5,164 000	J P Morgan Chase & Co Com	43.969	175,526.35	227,056.43	2.43	6,196	2.7	51,530.08
550.000	Metlife Inc Com	32.940	17,044.05	18,117.00	0.19	407	2.2	1,072.95
231.000	Moodys Corp Com	50.320	10,321.66	11,623.92	0.12	184	1.6	1,302.26
170.000	PNC Finl Svcs Group Inc Com	58.310	10,236.63	9,912.70	0.11	272	2.7	-323.93
199.000	Prudential Finl Inc Com	53.330	9,644.60	10,612.67	0.11	318	3.0	968.07
140 000	Rayonier Inc Com	51.830	6,060.85	7,256.20	0.08	246	3.4	1,195.35

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Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
1,198.000	Travelers Cos Inc Com	71.820	70,669.85	86,040.36	0.92	2,204	2.6	15,370.51
474.000	US Bancorp Del Com New	31.940	16,084.62	15,139.56	0.16	369	2.4	-945.06
272.000	Wells Fargo & Co New Com	34.180	9,127.61	9,296.96	0.10	239	2.6	169.35
Total Financials			502,728.38	604,074.85	6.48	14,000	2.3	101,346.47
Health Care								
219.000	Abbott Laboratories Com	65.500	13,479.30	14,344.50	0.15	122	0.9	865.20
171.000	Alexion Pharmaceuticals Inc Com	93.740	15,534.17	16,029.54	0.17	0	0.0	495.37
565.000	Becton Dickinson & Co Com	78.190	43,462.40	44,177.35	0.47	1,118	2.5	714.95
147.000	Biogen IDEC Inc Com	146.370	20,191.93	21,516.39	0.23	0	0.0	1,324.46
268.000	Bristol Myers Squibb Co Com	32.590	8,993.85	8,734.12	0.09	375	4.3	-259.73
2,705.000	Johnson & Johnson Com	70.100	174,490.41	189,620.50	2.03	6,600	3.5	15,130.09
146.000	Lilly Eli & Co Com	49.320	5,958.14	7,200.72	0.08	286	4.0	1,242.58
2,600.000	Merck & Co Inc New Com	40.940	91,871.51	106,444.00	1.14	4,472	4.2	14,572.49
621.000	Mylan Laboratories Com	27.450	17,287.34	17,046.45	0.18	0	0.0	-240.89
1,669.000	Pfizer Inc Com	25.079	37,600.88	41,857.35	0.45	1,602	3.8	4,256.47
353.000	St Jude Med Inc Com	36.140	13,535.19	12,757.42	0.14	324	2.5	-777.77
192.000	Thermo Fisher Corp Com	63.780	10,069.26	12,245.76	0.13	115	0.9	2,176.50
Total Health Care			452,474.38	491,974.10	5.28	15,014	3.1	39,499.72
Industrials								
463.000	Tyco International LTD Shs	29.250	12,766.31	13,542.75	0.15	277	2.1	776.44
265.000	Danaher Corp Com	55.900	13,771.63	14,813.50	0.16	26	0.2	1,041.87
130.000	Emerson Elec Co Com	52.960	6,085.72	6,884.80	0.07	213	3.1	799.08
5,480.000	General Elec Co Com	20.990	90,448.53	115,025.20	1.23	4,164	3.6	24,576.67
235.000	Honeywell International Inc Com	63.470	13,092.23	14,915.45	0.16	385	2.6	1,823.22
596.000	Lockheed Martin Corp Com	92.290	52,732.96	55,004.84	0.59	2,741	5.0	2,271.88
122.000	Northrop Grumman Corp Com	67.580	7,211.09	8,244.76	0.09	268	3.3	1,033.67

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Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
378 000	Raytheon Com New	57.560	21,855.02	21,757.68	0.23	756	3.5	-97.34
578.000	3M Co Com	92.850	45,974.87	53,667.30	0.58	1,364	2.5	7,692.43
529.000	United Parcel Services Cl B	73.730	38,501.73	39,003.17	0.42	1,206	3.1	501.44
196.000	United Technologies Corp Com	82.010	14,238.74	16,073.96	0.17	419	2.6	1,835.22
270 000	Waste Management Inc Com	33.740	8,925.40	9,109.80	0.10	383	4.2	184.40
Total Industrials			325,604.23	368,043.21	3.95	12,202	3.3	42,438.98
Information Technology								
371.000	Accenture PLC Class A Ordinary Shares	66.500	21,804.24	24,671.50	0.26	601	2.4	2,867.26
526.000	Seagate Technology PLC Shs	30.420	15,792.05	16,000.92	0.17	799	5.0	208.87
210.000	Asml Holding N V Nyregistry Shs	64.390	12,165.21	13,521.90	0.14	141	1.0	1,356.69
202.000	Alliance Data Systems Corp Com	144.760	25,645.54	29,241.52	0.31	0	0.0	3,595.98
46 000	Apple Inc Com	532.172	26,963.49	24,479.95	0.26	487	2.0	-2,483.54
115 000	Automatic Data Processing Com	56.930	6,023.72	6,546.95	0.07	200	3.1	523.23
378.000	Ebay Inc Com	50.997	19,544.23	19,277.13	0.21	0	0.0	-267.10
141.000	Equinix Inc Com New	206.200	23,739.27	29,074.20	0.31	0	0.0	5,334.93
420.000	Hewlett Packard Co Com	14.250	9,363.94	5,985.00	0.06	221	3.7	-3,378.94
6,193.000	Intel Corp Com	20.620	152,761.03	127,699.66	1.37	5,573	4.4	-25,061.37
1,614.000	International Business Machs Corp Com	191.550	293,238.85	309,161.70	3.32	5,487	1.8	15,922.85
40.000	Mastercard Inc Cl A	491.280	16,499.08	19,651.20	0.21	48	0.2	3,152.12
830 000	Microsoft Corp Com	26.709	22,680.07	22,169.05	0.24	763	3.4	-511.02
507.000	Oracle Corp Com	33.320	13,756.09	16,893.24	0.18	121	0.7	3,137.15
179 000	Visa Inc Com Cl A	151.580	21,270.65	27,132.82	0.29	236	0.9	5,862.17
770.000	Western Un Co Com	13.610	12,728.46	10,479.70	0.11	385	3.7	-2,248.76
Total Information Technology			693,975.92	701,986.44	7.53	15,062	2.1	8,010.52

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Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
8,277 520	ICM Small Company Portfolio #1229	28.360	225,911.84	234,750.47	2.52	1,167	0.5	8,838.63
3,057 730	Alliancebernstein Small Cap Growth Portfolio Adv #426	39.340	125,000.00	120,291.10	1.29	0	0.0	-4,708.90
18,700.113	Sentinel Small Company Fund Class I #475	6.590	148,478.90	123,233.74	1.32	766	0.6	-25,245.16
Total Small Cap Equity Funds			499,390.74	478,275.31	5.13	1,933	0.4	-21,115.43
Mid Cap Equity Funds								
18,938 939	JP Morgan Mid Cap Value Fund Cl I #758	27.990	460,478.70	530,100.90	5.68	7,689	1.5	69,622.20
16,096.515	Munder Midcap Core Growth Fund Class Y	32.750	469,654.32	527,160.87	5.65	0	0.0	57,506.55
Total Mid Cap Equity Funds			930,133.02	1,057,261.77	11.34	7,689	0.7	127,128.75
Large Cap Equity Funds								
26,240.751	Columbia Dividend Opportunity Fund Class Z #6087	8.710	219,715.41	228,556.94	2.45	9,735	4.3	8,841.53
23,525.133	Sentinel Common Stock Fund Class I #488	34.130	656,289.58	802,912.79	8.61	12,468	1.6	146,623.21
Total Large Cap Equity Funds			876,004.99	1,031,469.73	11.06	22,203	2.2	155,464.74
International Equity Funds								
10,913.876	American Europacific Growth Fund Class F2 #616	41.150	404,553.55	449,106.00	4.82	8,905	2.0	44,552.45
8,741.961	Harbor International Fund Inst #2011	62.120	480,781.55	543,050.62	5.82	10,979	2.0	62,269.07
9,440.993	Lazard Emerging Markets Equity Port - Instl #638	19.540	176,735.39	184,477.00	1.98	3,360	1.8	7,741.61
Total International Equity Funds			1,062,070.49	1,176,633.62	12.62	23,244	2.0	114,563.13

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Balanced Funds								
5,522.838	Lazard Emerging Markets Multi Strategy Portfolio Ins	9.700	50,386.46	53,571.53	0.57	0	0.0	3,185.07
24,335.012	Mainstay Marketfield Fund Class I #1625	15.840	351,296.97	385,466.59	4.13	0	0.0	34,169.62
Total Balanced Funds			401,683.43	439,038.12	4.71	0	0.0	37,354.69
Other Equity Funds								
17,507.356	Calamos Market Neutral Income Fund Class I #629	12.520	208,862.76	219,192.10	2.35	3,203	1.5	10,329.34
28,004.182	Tfs Market Neutral Fund #30	15.620	413,315.31	437,425.32	4.69	0	0.0	24,110.01
Total Other Equity Funds			622,178.07	656,617.42	7.04	3,203	0.5	34,439.35
Total Equity Funds			4,391,460.74	4,839,295.97	51.89	58,272	1.2	447,835.23
Exchange Traded Funds								
4,665.000	Ishares Tr Msci Emerging Mkts Index Fd	44.350	186,669.98	206,892.75	2.22	3,475	1.7	20,222.77
Total Exchange Traded Funds			186,669.98	206,892.75	2.22	3,475	1.7	20,222.77
Total Equities			8,532,146.14	9,325,807.11	100.00	177,846	1.9	793,660.97
Total Assets			11,460,060.33	11,295,420.88		260,245	2.1	836,360.55