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ENVELOPE DATE MAY 03 2013

Form **990-PF**

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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

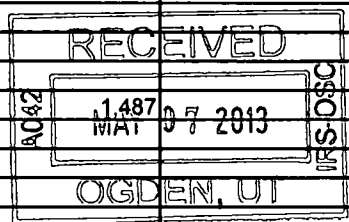
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2012 or tax year beginning , and ending

Name of foundation THE FREDERICK J. GODDARD CHARITABLE TRUST		A Employer identification number 26-4216754	
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) (804) 273-7637
City or town, state, and ZIP code ORLANDO FL 32802-1908		C If exemption application is pending, check here <input type="checkbox"/>	
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 type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
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 type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,344,087	J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	110,268	111,671		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	119,467			
	b Gross sales price for all assets on line 6a 2,511,218				
	7 Capital gain net income (from Part IV, line 2)		119,467		
	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)					
12 Total. Add lines 1 through 11	229,735	231,138	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	54,401	27,200		27,200
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	15,401			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	69,802	28,687	0	27,200
	25 Contributions, gifts, grants paid	226,899			226,899
26 Total expenses and disbursements. Add lines 24 and 25	296,701	28,687	0	254,099	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-66,966				
b Net investment income (if negative, enter -0-)		202,451			
c Adjusted net income (if negative, enter -0-)			0		

SCANNED MAY 10 2013



For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

HTA

P 24

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			
	2	Savings and temporary cash investments	212,908	126,824	126,824
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	4,657,446	4,674,905	5,217,264	
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)	4,870,354	4,801,729	5,344,088	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	4,870,354	4,801,729	
	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)	4,870,354	4,801,729		
31	Total liabilities and net assets/fund balances (see instructions)	4,870,354	4,801,729		

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	4,870,354
2	Enter amount from Part I, line 27a	2	-66,966
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,803,388
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	1,659
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,801,729

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				
1b See Attached Statement				
1c See Attached Statement				
1d See Attached Statement				
1e 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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col (j) over col (k), if any		
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	119,467
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 noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	267,206	5,237,596	0.051017
2010	221,898	4,953,923	0.044792
2009	221,982	4,419,468	0.050228
2008	319,051	5,084,606	0.062748
2007			0.000000

2 Total of line 1, column (d)	2	0.208785
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	0.052196
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,225,393
5 Multiply line 4 by line 3	5	272,745
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,025
7 Add lines 5 and 6	7	274,770
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	254,099

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)				
1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	4,049	
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	4,049	
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	4,049	
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	9,247	
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	9,247	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,198	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 4,049 Refunded <input type="checkbox"/>	11	1,149	

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?	1a		X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <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>	1b		X
c	Did the foundation file Form 1120-POL for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input 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		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? <i>If "Yes," attach a conformed copy of the changes</i>	3		X
4 a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/>			
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	8b		X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	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 ▶ (804) 273-7637 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	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 ▶ <input type="checkbox"/>	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? <input type="checkbox"/> 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)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 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? <input type="checkbox"/> 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)	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)? Organizations relying on a current notice regarding disaster assistance check here **5b** N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *If "Yes," attach the statement required by Regulations section 53.4945–5(d)* N/A Yes No

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No **6b** X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No **7b** N/A

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
SUNTRUST BANKS, INC P O. BOX 1908 ORLANDO, FL 32802-1908 0	TRUSTEE VARIOUS	54,401		

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	5,105,984
b	Average of monthly cash balances	1b	198,984
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	5,304,968
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	5,304,968
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	79,575
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,225,393
6	Minimum investment return. Enter 5% of line 5	6	261,270

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	261,270
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,049
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,049
3	Distributable amount before adjustments Subtract line 2c from line 1	3	257,221
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	257,221
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	257,221

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	254,099
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	254,099
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	254,099

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				257,221
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			0	
b	Total for prior years 20 __, 20 __, 20 __				
3	Excess distributions carryover, if any, to 2012				
a	From 2007				
b	From 2008	89,624			
c	From 2009	2,734			
d	From 2010				
e	From 2011	13,429			
f	Total of lines 3a through e	105,787			
4	Qualifying distributions for 2012 from Part XII, line 4 \blacktriangleright \$ 254,099				
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)				
d	Applied to 2012 distributable amount				254,099
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))	3,122			3,122
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	102,665			
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				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)				
9	Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	102,665			
10	Analysis of line 9				
a	Excess from 2008	86,502			
b	Excess from 2009	2,734			
c	Excess from 2010				
d	Excess from 2011	13,429			
e	Excess from 2012				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c "Support" alternative test—enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

N/A

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

N/A

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 or e-mail 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

c 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 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 <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	226,899
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

THE FREDERICK J. GODDARD CHARITABLE TRUST

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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

THE WASHINGTON HOME & COMM HOSPICES

Street

4041 POWDER HILL RD SUITE 600

City

CALVERTON

State

MD

Zip Code

20705

Foreign Country

Relationship

501(C)(3) GRANT PAID

Foundation Status

PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING

Amount

151,266

Name

THE AGED WOMAN'S HOME

Street

9438 LOST TRAIL WAY

City

POTOMAC

State

MD

Zip Code

20854

Foreign Country

Relationship

501(C)(3) GRANT PAID

Foundation Status

PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING

Amount

75,633

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Check "X" to include in Part IV	Description	CUSIP #	Amount		Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Gross Sales	Valuation Method	Cost, Other Basis and Expenses			Net Gain or Loss
			Long Term CG Distributions	Short Term CG Distributions									Expense of Sale and Cost of Improvements	Depreciation	Adjustments	
			15,858	0						2,511,218	2,391,751	0	0	0	119,467	
1	RIDGEMOUNT FD-SEIX FLT H	766281678					11/24/2008	8/6/2012	3,590	2,935					654	
2	RIDGEMOUNT FD-SEIX FLT H	766281678					2/2/2009	8/6/2012	2,561	2,109					452	
3	RIDGEMOUNT FD-SEIX FLT H	766281678					5/18/2009	8/6/2012	69,403	61,630					7,773	
4	RIDGEMOUNT FD-SEIX FLT H	766281678					2/6/2012	8/6/2012	1,779	1,771					8	
5	RIDGEMOUNT FD-SEIX FLT H	766281678					5/7/2012	8/6/2012	2,267	2,277					-10	
6	RIDGEMOUNT FD-INTERMED	766281702					12/15/2011	8/6/2012	14,632	14,397					235	
7	RIDGEMOUNT FD-INTERMED	766281702					2/6/2012	8/6/2012	10,630	10,530					100	
8	RIDGEMOUNT FD-INTERMED	766281702					5/7/2012	8/6/2012	16,220	16,113					107	
9	RIDGEMOUNT FD-INTERMED	766281702					4/17/2007	8/6/2012	177,898	165,760					12,138	
10	RIDGEMOUNT FD-INTERMED	766281702					4/17/2007	11/19/2012	5,680	5,259					421	
11	SCHRODER US SMALL/MID C	80809R204					2/22/2011	8/6/2012	9,020	8,978					44	
12	SCHRODER US SMALL/MID C	80809R204					2/22/2011	8/6/2012	69,332	70,186					-854	
13	SCHRODER US SMALL/MID C	80809R204					8/15/2011	8/6/2012	5,062	4,651					411	
14	SCHRODER US SMALL/MID C	80809R204					12/9/2011	8/6/2012	1,148	1,078					70	
15	SCHRODER US SMALL/MID C	80809R204					5/7/2012	8/6/2012	3,834	3,859					-25	
16	SENTINEL SMALL CO-I	81728B825					8/15/2011	2/6/2012	7,759	7,474					285	
17	SENTINEL SMALL CO-I	81728B825					12/22/2011	2/6/2012	5,563	5,086					477	
18	SENTINEL SMALL CO-I	81728B825					7/20/2009	9/4/2012	65,887	44,636					21,251	
19	SENTINEL SMALL CO-I	81728B825					10/26/2009	9/4/2012	30,530	23,306					7,224	
20	SENTINEL SMALL CO-I	81728B825					12/22/2011	9/4/2012	4,175	3,878					297	
21	SENTINEL SMALL CO-I	81728B825					5/7/2012	9/4/2012	6,021	6,021					0	
22	SENTINEL SMALL CO-I	81728B825					8/23/2012	9/4/2012	9	9					-3	
23	TEMPLETON GLOBAL BD-ADV	880208400					1/19/2010	2/6/2012	143,982	141,913					2,078	
24	TEMPLETON GLOBAL BD-ADV	880208400					5/24/2010	2/6/2012	21,987	21,311					686	
25	TEMPLETON GLOBAL BD-ADV	880208400					5/24/2010	8/6/2012	74,924	72,370					2,554	
26	TEMPLETON GLOBAL BD-ADV	880208400					12/15/2011	8/6/2012	1,556	1,445					111	
27	TEMPLETON GLOBAL BD-ADV	880208400					5/7/2012	8/6/2012	4,703	4,638					64	
28	WASATCH LONG/SHORT FD	936793835					8/6/2012	11/19/2012	2,525	2,516					9	
29	T ROWE PRICE INSTL LARGE	457751408					6/27/2008	11/19/2012	41,645	32,328					9,317	
30	JANUS PERKINS SMALL CAP	47103C183					7/18/2011	2/6/2012	6,330	7,203					-873	
31	JANUS PERKINS SMALL CAP	47103C183					7/18/2011	8/6/2012	15,313	18,208					-2,895	
32	JANUS PERKINS SMALL CAP	47103C183					8/15/2011	8/6/2012	6,671	7,246					-575	
33	JANUS PERKINS SMALL CAP	47103C183					5/7/2012	8/6/2012	2,336	2,395					-59	
34	JANUS PERKINS SMALL CAP	47103C183					5/7/2012	11/19/2012	2,440	2,464					-24	
35	MANNING & NAPIER WORLD	563821545					10/29/2010	2/6/2012	45,476	53,937					-8,461	
36	MANNING & NAPIER WORLD	563821545					12/15/2010	2/6/2012	5,293	6,096					-803	
37	MANNING & NAPIER WORLD	563821545					4/18/2011	2/6/2012	42,775	52,488					-9,713	
38	MANNING & NAPIER WORLD	563821545					7/18/2011	2/6/2012	92,861	111,686					-18,805	
39	MANNING & NAPIER WORLD	563821545					8/15/2011	2/6/2012	19,593	21,844					-2,251	
40	MANNING & NAPIER WORLD	563821545					10/26/2009	2/6/2012	67,209	73,920					-6,711	
41	NEUBERGER BERMAN HIGH I	64128K688					8/6/2012	11/19/2012	3,202	3,202					0	
42	OPPENHEIMER DEVELOPING	683974505					10/28/2010	2/6/2012	1,219	1,289					-70	
43	PIMCO LOW DURATION I	693390304					5/7/2012	8/6/2012	3,006	2,980					26	
44	PIMCO LOW DURATION I	693390304					5/7/2012	11/19/2012	1,973	1,944					29	
45	PIMCO LOW DURATION I	693390304					2/6/2012	11/19/2012	1,875	1,838					37	
46	PIMCO FOREIGN BD US\$ HED	693390882					2/6/2012	8/6/2012	108,768	102,644					6,124	
47	PIMCO FOREIGN BD US\$ HED	693390882					5/7/2012	8/6/2012	1,893	1,945					-52	
48	ABERDEEN EQUITY LONG SH	003020336					1/20/2011	2/6/2012	1,032	995					37	
49	ABERDEEN EQUITY LONG SH	003020336					10/26/2009	2/6/2012	163	154					9	
50	ABERDEEN EQUITY LONG SH	003020336					8/6/2012	11/19/2012	3,591	3,560					31	
51	FEDERATED STRATEGIC VAL	314172560					7/18/2011	2/6/2012	28,556	27,720					836	
52	FEDERATED STRATEGIC VAL	314172560					5/7/2012	8/6/2012	10,510	10,018					491	
53	FEDERATED STRATEGIC VAL	314172560					7/18/2011	8/6/2012	28,426	25,661					2,765	
54	FEDERATED STRATEGIC VAL	314172560					11/19/2012	11/19/2012	77,919	73,187					4,732	
55	FEDERATED STRATEGIC VAL	314172560					2/22/2011	11/19/2012	56,089	50,752					5,337	
56	HARBOR CAP APPRECIATION	411511504					8/6/2012	11/19/2012	4,144	4,151					-7	
57	HARBOR CAP APPRECIATION	411511504					2/6/2012	5/7/2012	4,760	4,536					224	
58	HARBOR CAP APPRECIATION	411511504					11/19/2012	11/19/2012	101,553	101,769					-216	
59	T ROWE PRICE INSTL LARGE	457751408					2/6/2012	2/6/2012	55,769	54,018					1,751	
60	T ROWE PRICE INSTL LARGE	457751408					8/15/2011	2/6/2012	21,957	19,656					2,301	
61	T ROWE PRICE INSTL LARGE	457751408					4/17/2007	11/19/2012	137,422	114,745					22,677	
62	T ROWE PRICE INSTL LARGE	457751408					1/7/2008	11/19/2012	18,135	14,793					3,342	
63	T ROWE PRICE INSTL LARGE	457751408					4/17/2007	11/19/2012	44,631	37,266					7,365	
64	T ROWE PRICE INSTL LARGE	457751408					7/7/2008	11/19/2012	2,937	2,396					541	
65	T ROWE PRICE INSTL LARGE	457751408					8/15/2011	11/19/2012	4,433	3,894					539	
66	RIDGEMOUNT FD-SHORT TER	766281611					5/2/2006	11/19/2012	2,242	2,168					74	
67	RIDGEMOUNT FD-SHORT TER	766281611					12/13/2005	11/19/2012	2,330	2,248					84	
68	RIDGEMOUNT FD-SHORT TER	766281611					8/9/2006	11/19/2012	9,941	9,644					297	

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
	Long Term CG Distributions	15,858												
	Short Term CG Distributions	0												
	Totals													
								2,511,218				2,381,751		119,467
69	X RIDGEWORTH FD-SHORT TEI	766281611			11/24/2008		11/19/2012	1,023	934					89
70	X RIDGEWORTH FD-SHORT TEI	766281611			2/2/2009		11/19/2012	67,727	64,212					3,515
71	X RIDGEWORTH FD-SHORT TEI	766281611			5/18/2009		11/19/2012	8,631	8,252					379
72	X RIDGEWORTH FD-SHORT TEI	766281611			7/20/2009		11/19/2012	8,286	8,023					273
73	X RIDGEWORTH FD-SHORT TEI	766281611			2/6/2012		11/19/2012	5,422	5,401					21
74	X PIMCO COMMODITY REALTY	722005667			2/2/2009		8/6/2012	76,634	69,015					7,619
75	X PIMCO COMMODITY REALTY	722005667			12/7/2011		8/6/2012	1,821	2,021					-200
76	X PIMCO COMMODITY REALTY	722005667			2/6/2012		8/6/2012	23,049	23,386					-337
77	X PIMCO COMMODITY REALTY	722005667			5/7/2012		8/6/2012	9,984	9,561					423
78	X PIMCO INV. GRADE CORP BI	722005816			2/6/2012		8/6/2012	1,222	1,168					54
79	X PIMCO INV. GRADE CORP BI	722005816			5/7/2012		8/6/2012	2,835	2,761					74
80	X PIMCO INV. GRADE CORP BI	722005816			12/8/2010		8/6/2012	1,864	1,750					114
81	X PIMCO INV. GRADE CORP BI	722005816			12/8/2010		11/19/2012	6,510	5,982					528
82	X PIMCO EMERGING LOCAL BD	72201F516			8/6/2012		11/19/2012	1,476	1,473					3
83	X RIDGEWORTH FD-LARGE CAP	76628R672			7/18/2011		8/6/2012	115,952	112,860					3,032
84	X RIDGEWORTH FD-LARGE CAP	76628R672			8/15/2011		8/6/2012	40,881	36,088					4,793
85	X RIDGEWORTH FD-LARGE CAP	76628R672			2/6/2012		8/6/2012	79,671	79,433					238
86	X RIDGEWORTH FD-LARGE CAP	76628R672			5/7/2012		8/6/2012	28,635	28,614					21
87	X RIDGEWORTH FD-LARGE CAP	76628R672			5/27/2008		8/6/2012	6,675	5,843					832
88	X RIDGEWORTH FD-LARGE CAP	76628R672			6/27/2008		11/19/2012	66,858	56,946					9,912
89	X RIDGEWORTH FD-SHORT TEI	766281611			5/7/2012		8/6/2012	6,766	6,766					0
90	X RIDGEWORTH FD-SHORT TEI	766281611			2/6/2012		8/6/2012	74,735	74,436					299
91	X T. ROWE PRICE INSTL. LARGE	45775L408			5/7/2012		11/19/2012	415	423					-8
92	X T. ROWE PRICE INSTL. LARGE	45775L408			8/6/2012		11/19/2012	10,965	10,947					18

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

		15,401	1,487	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES	1,487	1,487		
2	PRIOR YEAR BALANCE DUE	4,667			
3	FEDERAL TAX ESTIMATE	9,247			

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		4,657,446	4,674,905	5,217,264
2	T ROWE PRICE INSTL LARGE-CAP GRWT		0	401,037	555,911
3	FORUM ABSOLUTE STRATEGIES-I		0	249,448	255,888
4	MANNING & NAPIER WORLD OPPTY-A		0	665,990	684,160
5	RIDGEWORTH FD-LARGCAP VAL EQTY		0	319,198	492,263
6	RIDGEWORTH FD-INTERMEDIATE BD RG		0	247,489	258,018
7	FEDERATED STRATEGIC VALUE-I		0	376,391	426,592
8	PIMCO INVT GRADE CORP BD-I		0	140,698	155,158
9	JANUS PERKINS SMALL CAP VALUE-I		0	104,315	108,867
10	ABERDEEN EQUITY LONG SHORT-I		0	152,543	157,871
11	OPPENHEIMER DEVELOPING MKTS INST		0	370,986	411,192
12	DOUBLELINE TOTAL RETURN BD-I		0	308,427	309,036
13	PIMCO EMERGING LOCAL BD-I		0	103,951	105,585
14	NEUBERGER BERMAN HIGH INCOME BD-		0	202,748	212,182
15	WASATCH 1ST SOURCE LONG/SHORT		0	314,545	327,692
16	T ROWE PRICE DIVRSFD SMALLCAP GRC		0	110,807	110,324
17	HARBOR CAP APPRECIATION-I		0	455,330	494,072
18	PIMCO LOW DURATION-I		0	151,002	152,453

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minus Excess of FMV Over Adjusted Basis of Losses
1 RIDGEWORTH FD-SEIX FLT HIGH INCM	766281878		11/24/2008	8/6/2012	3,590			2,936	654				654
2 RIDGEWORTH FD-SEIX FLT HIGH INCM	766281878		2/2/2009	8/6/2012	2,361			2,109	252				252
3 RIDGEWORTH FD-SEIX FLT HIGH INCM	766281878		5/18/2009	8/6/2012	69,403			61,630	7,773				7,773
4 RIDGEWORTH FD-SEIX FLT HIGH INCM	766281878		2/6/2012	8/6/2012	1,778			1,771	7				7
5 RIDGEWORTH FD-SEIX FLT HIGH INCM	766281878		5/7/2012	8/6/2012	2,287			2,277	10				10
6 RIDGEWORTH FD-INTERMEDIATE BD	766281702		12/15/2012	8/6/2012	14,632			14,397	235				235
7 RIDGEWORTH FD-INTERMEDIATE BD	766281702		5/7/2012	8/6/2012	10,530			10,530	0				0
8 RIDGEWORTH FD-INTERMEDIATE BD	766281702		4/17/2007	8/6/2012	177,888			165,760	12,128				12,128
9 RIDGEWORTH FD-INTERMEDIATE BD	766281702		2/22/2011	8/6/2012	9,020			8,578	442				442
10 RIDGEWORTH FD-INTERMEDIATE BD	766281702		2/22/2011	8/6/2012	69,332			65,411	3,921				3,921
11 SCHRADER US SMALL MID CAP OPT	808992304		6/15/2011	8/6/2012	5,962			4,651	1,311				1,311
12 SCHRADER US SMALL MID CAP OPT	808992304		12/8/2011	8/6/2012	3,134			3,059	75				75
13 SCHRADER US SMALL MID CAP OPT	808992304		6/15/2011	8/6/2012	7,769			7,474	295				295
14 SCHRADER US SMALL MID CAP OPT	808992304		12/2/2011	8/6/2012	5,963			5,088	875				875
15 SCHRADER US SMALL MID CAP OPT	808992304		7/29/2009	8/6/2012	65,887			44,638	21,249				21,249
16 SENTINEL SMALL CO	817389325		10/29/2009	8/6/2012	30,530			23,308	7,222				7,222
17 SENTINEL SMALL CO	817389325		12/2/2011	8/6/2012	4,735			3,678	1,057				1,057
18 SENTINEL SMALL CO	817389325		5/7/2012	8/6/2012	6,021			6,021	0				0
19 SENTINEL SMALL CO	817389325		5/7/2012	8/6/2012	9			12	-3				-3
20 SENTINEL SMALL CO	817389325		5/7/2012	8/6/2012	143,982			141,913	2,069				2,069
21 TEMPLETON GLOBAL BD-ADV	860298400		5/7/2012	8/6/2012	21,897			21,311	586				586
22 TEMPLETON GLOBAL BD-ADV	860298400		5/7/2012	8/6/2012	74,824			72,370	2,454				2,454
23 TEMPLETON GLOBAL BD-ADV	860298400		12/15/2012	8/6/2012	4,566			4,445	121				121
24 TEMPLETON GLOBAL BD-ADV	860298400		5/7/2012	8/6/2012	4,703			4,639	64				64
25 WASKALIA GLOBAL BD-ADV	938793335		8/27/2012	8/6/2012	2,525			2,518	7				7
26 WASKALIA GLOBAL BD-ADV	938793335		8/27/2012	8/6/2012	41,845			32,528	9,317				9,317
27 WASKALIA GLOBAL BD-ADV	938793335		7/2/2012	8/6/2012	8,330			7,703	627				627
28 JANUS PERKINS SMALL CAP VALUE	41035143		11/16/2011	8/6/2012	15,311			18,708	-2,397				-2,397
29 JANUS PERKINS SMALL CAP VALUE	41035143		6/15/2011	8/6/2012	6,671			7,748	-1,077				-1,077
30 JANUS PERKINS SMALL CAP VALUE	41035143		5/7/2012	8/6/2012	2,348			2,365	-17				-17
31 JANUS PERKINS SMALL CAP VALUE	41035143		5/7/2012	8/6/2012	2,440			2,464	-24				-24
32 MANNING & NAEPER WORLD OPTS	553321545		10/15/2010	8/6/2012	45,778			53,937	-8,159				-8,159
33 MANNING & NAEPER WORLD OPTS	553321545		12/15/2010	8/6/2012	6,098			6,098	0				0
34 MANNING & NAEPER WORLD OPTS	553321545		7/18/2011	8/6/2012	42,731			52,688	-9,957				-9,957
35 MANNING & NAEPER WORLD OPTS	553321545		11/8/2011	8/6/2012	85,681			111,668	-26,987				-26,987
36 MANNING & NAEPER WORLD OPTS	553321545		8/15/2011	8/6/2012	19,593			21,844	-2,251				-2,251
37 MANNING & NAEPER WORLD OPTS	553321545		10/29/2009	8/6/2012	67,209			73,600	-6,391				-6,391
38 MANNING & NAEPER WORLD OPTS	553321545		8/6/2012	8/6/2012	3,032			3,032	0				0
39 MANNING & NAEPER WORLD OPTS	553321545		10/29/2010	8/6/2012	1,218			1,218	0				0
40 MANNING & NAEPER WORLD OPTS	553321545		9/7/2012	8/6/2012	3,006			2,890	116				116
41 MANNING & NAEPER WORLD OPTS	553321545		9/7/2012	8/6/2012	1,973			1,844	129				129
42 MANNING & NAEPER WORLD OPTS	553321545		2/6/2012	8/6/2012	106,786			102,844	3,942				3,942
43 MANNING & NAEPER WORLD OPTS	553321545		10/29/2010	8/6/2012	1,983			1,845	138				138
44 MANNING & NAEPER WORLD OPTS	553321545		10/29/2009	8/6/2012	1,631			995	636				636
45 MANNING & NAEPER WORLD OPTS	553321545		8/6/2012	8/6/2012	3,391			3,560	-169				-169
46 MANNING & NAEPER WORLD OPTS	553321545		7/18/2011	8/6/2012	28,596			27,720	876				876
47 MANNING & NAEPER WORLD OPTS	553321545		9/7/2012	8/6/2012	10,510			10,018	492				492
48 MANNING & NAEPER WORLD OPTS	553321545		7/18/2011	8/6/2012	28,428			25,681	2,747				2,747
49 MANNING & NAEPER WORLD OPTS	553321545		7/18/2011	8/6/2012	7,918			50,122	-42,204				-42,204
50 MANNING & NAEPER WORLD OPTS	553321545		2/22/2011	8/6/2012	50,089			50,122	-33				-33
51 MANNING & NAEPER WORLD OPTS	553321545		8/6/2012	8/6/2012	1,444			4,131	-2,687				-2,687
52 MANNING & NAEPER WORLD OPTS	553321545		2/6/2012	8/6/2012	4,780			4,538	242				242
53 MANNING & NAEPER WORLD OPTS	553321545		8/6/2012	8/6/2012	101,553			107,708	-6,155				-6,155
54 MANNING & NAEPER WORLD OPTS	553321545		7/18/2011	8/6/2012	57,069			54,018	3,051				3,051
55 MANNING & NAEPER WORLD OPTS	553321545		8/15/2011	8/6/2012	21,937			19,698	2,239				2,239
56 MANNING & NAEPER WORLD OPTS	553321545		4/17/2007	8/6/2012	114,422			114,422	0				0
57 MANNING & NAEPER WORLD OPTS	553321545		11/19/2012	8/6/2012	16,135			14,739	1,396				1,396
58 MANNING & NAEPER WORLD OPTS	553321545		4/17/2007	8/6/2012	4,631			3,768	863				863
59 MANNING & NAEPER WORLD OPTS	553321545		11/19/2012	8/6/2012	2,937			3,894	-957				-957
60 MANNING & NAEPER WORLD OPTS	553321545		11/19/2012	8/6/2012	4,433			2,168	2,265				2,265
61 MANNING & NAEPER WORLD OPTS	553321545		12/13/2005	8/6/2012	2,330			2,246	84				84
62 MANNING & NAEPER WORLD OPTS	553321545		9/9/2006	8/6/2012	9,941			9,644	297				297
63 MANNING & NAEPER WORLD OPTS	553321545		11/24/2008	8/6/2012	1,023			954	69				69
64 MANNING & NAEPER WORLD OPTS	553321545		2/22/2009	8/6/2012	6,727			64,212	-57,485				-57,485
65 MANNING & NAEPER WORLD OPTS	553321545		5/19/2009	8/6/2012	6,631			6,232	399				399
66 MANNING & NAEPER WORLD OPTS	553321545		7/20/2009	8/6/2012	8,286			9,023	-737				-737
67 MANNING & NAEPER WORLD OPTS	553321545		2/6/2012	8/6/2012	5,422			5,401	21				21
68 MANNING & NAEPER WORLD OPTS	553321545		2/22/2009	8/6/2012	78,634			69,015	9,619				9,619
69 MANNING & NAEPER WORLD OPTS	553321545		12/7/2011	8/6/2012	1,821			2,021	-200				-200
70 MANNING & NAEPER WORLD OPTS	553321545		2/22/2012	8/6/2012	23,049			23,986	-937				-937
71 MANNING & NAEPER WORLD OPTS	553321545		5/7/2012	8/6/2012	9,984			9,561	423				423
72 MANNING & NAEPER WORLD OPTS	553321545		2/6/2012	8/6/2012	1,222			1,168	54				54
73 MANNING & NAEPER WORLD OPTS	553321545		5/7/2012	8/6/2012	2,835			2,720	115				115
74 MANNING & NAEPER WORLD OPTS	553321545		12/6/2010	8/6/2012	1,864			1,750	114				114
75 MANNING & NAEPER WORLD OPTS	553321545		8/6/2012	8/6/2012	6,510			5,982	528				528
76 MANNING & NAEPER WORLD OPTS	553321545		8/6/2012	8/6/2012	115,992			112,860	3,132				3,132
77 MANNING & NAEPER WORLD OPTS	553321545		8/6/2012	8/6/2012	40,881			39,988	893				893

Part VII-A, Line 8b (990-PF) - Copy of Form 990-PF to Attorney General

DC ATTORNEY GENERAL DOES NOT REQUIRE AND PREFERS THAT WE DO NOT FURNISH A COPY OF FORM 990-PF TO THEIR OFFICE

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	SUNTRUST BANKS, INC		P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE	VARIOUS	54,401	0	0
2												
										54,401	0	0

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

	<u>Date</u>	<u>Amount</u>
1 Credit from prior year return		1
2 First quarter estimated tax payment	<u>5/9/2012</u>	<u>2,312</u>
3 Second quarter estimated tax payment	<u>6/6/2012</u>	<u>2,312</u>
4 Third quarter estimated tax payment	<u>9/4/2012</u>	<u>2,312</u>
5 Fourth quarter estimated tax payment	<u>12/12/2012</u>	<u>2,311</u>
6 Other payments		6
7 Total		<u>7 9,247</u>