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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

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

Open to Public Inspection

For calendar year **2012** or tax year beginning , and ending

Name of foundation HERMAN E & MARGARET E GOTTFRIED CHAR		A Employer identification number 27-7046870
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) (407) 237-5639
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) \$ 2,004,428	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	56,182	55,687		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	98,951			
	b Gross sales price for all assets on line 6a 681,410				
	7 Capital gain net income (from Part IV, line 2)		98,951		
	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	155,133	154,638	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	26,090	13,045		13,045
	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)	3	3		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,253	343		
	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	28,346	13,391	0	13,045
	25 Contributions, gifts, grants paid	87,181			87,181
26 Total expenses and disbursements. Add lines 24 and 25	115,527	13,391	0	100,226	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	39,606				
b Net investment income (if negative, enter -0-)		141,247			
c Adjusted net income (if negative, enter -0-)			0		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	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	81,306	73,043	73,043
	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)		514,967	705,101
		c Investments—corporate bonds (attach schedule)		40,835	41,097
	11	Investments—land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	1,682,945	1,175,107	1,185,190	
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)	1,764,251	1,803,952	2,004,431	
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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	1,764,251	1,803,952	
	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)	1,764,251	1,803,952		
31	Total liabilities and net assets/fund balances (see instructions)	1,764,251	1,803,952		

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	1,764,251
2	Enter amount from Part I, line 27a	2	39,606
3	Other increases not included in line 2 (itemize) PY AMORTIZATION ADJUSTMENT	3	95
4	Add lines 1, 2, and 3	4	1,803,952
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	1,803,952

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(l) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), 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	98,951
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			{ If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	3

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	5,826	1,849,209	0.003151
2010			0.000000
2009			0.000000
2008			0.000000
2007			0.000000
2 Total of line 1, column (d)			2 0.003151
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 0.003151
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,951,612
5 Multiply line 4 by line 3			5 6,150
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,412
7 Add lines 5 and 6			7 7,562
8 Enter qualifying distributions from Part XII, line 4			8 100,226

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see 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		1	1,412	
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	1,412	
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	1,412	
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,109		
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	1,109	
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	303	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	0	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <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>		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>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> FL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>		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>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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).			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).			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (407) 237-5639 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			
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 ▶		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	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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? **N/A** Yes No
If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUNTRUST BANKS, INC. P.O. BOX 1908 ORLANDO, FL 32802-1908 0	TRUSTEE, AS REC	26,090		

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	1,896,254
b	Average of monthly cash balances	1b	85,078
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,981,332
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	1,981,332
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	29,720
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,951,612
6	Minimum investment return. Enter 5% of line 5	6	97,581

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	97,581
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,412
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,412
3	Distributable amount before adjustments Subtract line 2c from line 1	3	96,169
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	96,169
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	96,169

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	100,226
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	100,226
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	1,412
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	98,814

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				96,169
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only			29,597	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 100,226				
a Applied to 2011, but not more than line 2a			29,597	
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				70,629
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				25,540
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part 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)

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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					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 87,181
b <i>Approved for future payment</i> NONE				
Total				▶ 3b 0

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash			X
(2) Other assets			X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization			X
(2) Purchases of assets from a noncharitable exempt organization			X
(3) Rental of facilities, equipment, or other assets			X
(4) Reimbursement arrangements			X
(5) Loans or loan guarantees			X
(6) Performance of services or membership or fundraising solicitations			X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees			X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Sign Here Barbara Obered | 5/2/2013 | TRUSTEE

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	DONALD J. ROMAN	<i>[Signature]</i>	5/2/2013		P00364310
	Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP	Firm's EIN ▶ 13-4008324	Phone no 412-355-6000		
Firm's address ▶ 600 GRANT STREET, PITTSBURGH PA 15219					

HERMAN E & MARGARET E GOTTFRIED CHAR

27-7046870 Page 1 of 1

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

Recipient(s) paid during the year

Name

SEE ATTACHED LIST

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
NONE	N/A

Purpose of grant/contribution	Amount
GENERAL CHARITABLE PURPOSES	87,181

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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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	Capital Gains/Losses		Costs		Net Gain or Loss
			Long Term CG Distributions	Short Term CG Distributions						Gross Sales	Other sales	Gross Sales	Other Basis	
			9,007	0						681,410	0	582,459	0	98,951
1	ABB LTD SPONS ADR	000375204					5/19/2010		9/19/2012	3,443	3,208			235
2	ABB LTD SPONS ADR	000375204					6/7/2010		9/19/2012	2,459	2,081			378
3	ABB LTD SPONS ADR	000375204					3/8/2011		9/19/2012	492	599			-107
4	ABBOTT LABS COM	002824100					9/2/2011		9/19/2012	1,108	824			284
5	AMAZON INC COM	023135106					5/5/2010		9/19/2012	6,509	3,288			3,251
6	AMAZON INC COM	023135106					6/7/2010		9/19/2012	3,147	3,147			3,362
7	APACHE CORP COM	037411105					2/2/2004		9/19/2012	15,180	6,564			8,616
8	APPLE INC COM	037833100					3/17/2009		9/19/2012	8,419	1,176			7,243
9	AUTODESK INC COM	052769106					8/26/2010		9/19/2012	3,365	2,803			562
10	AUTODESK INC COM	052769106					8/26/2010		9/19/2012	2,523	2,084			439
11	AUTODESK INC COM	052769106					9/2/2011		9/19/2012	641	669			-172
12	BAXTER INTL INC COM	071813109					10/20/2005		9/19/2012	2,625	1,628			997
13	CAPITAL ONE FINL CORP CO	14040H105					3/31/2011		9/19/2012	1,275	1,148			127
14	CHEVRON CORP COM	166764100					7/23/2003		9/19/2012	17,470	5,409			12,061
15	CHEVRON CORP COM	166764100					9/2/2011		9/19/2012	932	288			644
16	WALT DISNEY CO COM	254697106					9/2/2011		9/19/2012	730	462			268
17	EXPRESS SCRIPTS HLDG CO	30219G108					3/17/2009		9/19/2012	5,023	1,944			3,079
18	EXXON MOBIL CORP COM	30231G102					1/1/1984		9/19/2012	9,146	1,382			7,764
19	EXXON MOBIL CORP COM	30231G102					1/1/1984		9/19/2012	13,720	2,023			11,697
20	FREEMT-MCMORAN CORP	35671D857					6/7/2010		9/19/2012	166	126			40
21	GENERAL MILLS INC COM	370334104					9/2/2011		9/19/2012	6,373	6,018			355
22	GOLDMAN SACHS GROUP 5	38141GG67					1/1/1984		9/19/2012	50,000	52,682			-2,682
23	GOLDMAN SACHS GROUP 5	38141GG67					1/1/1984		9/19/2012	50,000	52,682			-2,682
24	GOOGLE INC CL A COM	38259P508					3/17/2009		9/19/2012	2,887	1,303			1,584
25	GREENVILLE TEX 5 125%	396694Y15					1/1/2/2004		2/15/2012	5,000	5,000			0
26	GREENVILLE TEX 5 125%	396694Y15					1/1/2/2004		2/15/2012	45,000	45,000			0
27	HARTFORD FINL SVCS GROU	416515104					3/8/2011		9/19/2012	598	852			-254
28	HOME DEPOT INC COM	437076102					1/1/1984		9/19/2012	4,913	1,167			3,746
29	HOME DEPOT INC COM	437076102					1/1/1984		12/20/2012	3,704	854			2,850
30	HUNT JB TRANSPORT SVCS	445698107					3/8/2011		9/19/2012	3,608	3,009			599
31	HUNT JB TRANSPORT SVCS	445698107					5/5/2010		9/19/2012	3,866	2,733			1,133
32	INTERNATIONAL BUSINESS M	459200101					9/2/2011		9/19/2012	6,216	5,039			1,177
33	INTERNATIONAL BUSINESS M	459200101					7/23/2003		9/19/2012	1,243	495			748
34	JP MORGAN CHASE & CO CO	46629H100					3/31/2011		9/19/2012	747	834			-87
35	MANNING & NAPIER WORLD	563821545					4/18/2011		9/19/2012	6,588	7,715			-1,127
36	MANNING & NAPIER WORLD	563821545					6/21/2011		9/19/2012	5,291	6,216			-925
37	MANNING & NAPIER WORLD	563821545					3/10/2011		9/19/2012	39,035	43,046			-5,611
38	MANNING & NAPIER WORLD	563821545					7/18/2011		9/19/2012	10,708	12,400			-1,692
39	MANNING & NAPIER WORLD	563821545					3/31/2011		9/19/2012	5,599	6,600			-1,001
40	MANNING & NAPIER WORLD	563821545					10/25/2010		9/19/2012	5,241	5,932			-691
41	MCDONALDS CORP COM	580135101					3/17/2009		9/19/2012	11,633	6,539			5,094
42	PNC FINL SVCS GROUP INC C	693475105					3/31/2011		9/19/2012	889	946			-43
43	PARKER HANNIFIN CORP CO	701094104					6/7/2010		9/19/2012	4,291	2,830			1,961
44	PARKER HANNIFIN CORP CO	701094104					5/5/2010		9/19/2012	4,291	3,368			923
45	PEPSICO INC COM	713448108					1/1/1984		9/19/2012	7,074	2,141			4,933
46	PIMCO COMMODITY REALTR	722005667					1/1/1984		9/19/2012	6,579	1,986			4,593
47	PIMCO COMMODITY REALTR	722005667					2/2/2009		9/19/2012	13,612	11,777			1,835
48	PIMCO COMMODITY REALTR	722005667					5/24/2010		9/19/2012	3,372	3,510			-138
49	SCHRODER US SMALLMID C	80809R204					6/21/2011		9/19/2012	601	584			17
50	SCHRODER US SMALLMID C	80809R204					1/18/2011		9/19/2012	1,600	1,552			48
51	SCHRODER US SMALLMID C	80809R204					3/10/2011		9/19/2012	1,456	1,400			56
52	SCHRODER US SMALLMID C	80809R204					9/2/2011		9/19/2012	3,513	3,000			513
53	SENTINEL SMALL CO-I	81728B825					7/20/2009		9/19/2012	16,675	10,969			5,706
54	SENTINEL SMALL CO-I	81728B825					10/28/2009		9/19/2012	12,071	8,641			3,430
55	SENTINEL SMALL CO-I	81728B825					3/10/2011		9/19/2012	4,300	4,300			0
56	SENTINEL SMALL CO-I	81728B825					9/2/2011		9/19/2012	2,168	2,000			168
57	TEMPLETON GLOBAL BD-ADV	880208400					10/4/2010		9/19/2012	24,307	25,000			-693
58	TEMPLETON GLOBAL BD-ADV	880208400					3/17/2011		9/19/2012	19,479	19,800			-321
59	TEMPLETON GLOBAL BD-ADV	880208400					3/10/2011		9/19/2012	7,870	8,000			-130
60	TEMPLETON GLOBAL BD-ADV	880208400					3/31/2011		9/19/2012	9,737	10,000			-263
61	TEMPLETON GLOBAL BD-ADV	880208400					1/18/2011		9/19/2012	49,334	50,000			-666
62	TERADATA CORP DEL COM	89076W103					3/31/2011		9/19/2012	1,371	988			463
63	TEXAS INSTRS INC COM	882508104					8/25/2005		12/20/2012	7,806	6,090			1,716
64	TEXAS INSTRS INC COM	882508104					9/19/2012		12/20/2012	2,154	1,977			177
65	THERMO FISHER SCIENTIFIC	883556102					3/8/2011		9/19/2012	2,708	2,558			150
66	THERMO FISHER SCIENTIFIC	883556102					5/5/2010		9/19/2012	3,009	2,718			291
67	UNION PACIFIC CORP COM	902818108					3/17/2009		9/19/2012	3,743	1,199			2,544
68	UNITED PARCEL SVC INC CL	911312106					3/17/2009		9/19/2012	592	367			225

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	Totals		Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
								Capital Gains/Losses	Other sales			
	Long Term CG Distributions	9,007								681,410	582,459	98,951
	Short Term CG Distributions	0								0	0	0
69	X WELLS FARGO & CO COM NE	949746101			1/1/1984		9/19/2012	3,356	1,118			2,238
70	X WHIRLPOOL CORP COM	963320106			4/21/2011		9/19/2012	2,940	3,052			-112
71	X WHIRLPOOL CORP COM	963320106			9/2/2011		9/19/2012	840	588			251
72	X SENTINEL SMALL CO-I	817288825			9/21/2011		9/19/2012	870	906			-36
73	X SENTINEL SMALL CO-I	817288825			7/18/2011		9/19/2012	3,083	3,273			-190
74	X WHIRLPOOL CORP COM	963320106			4/21/2011		9/19/2012	3,360	3,486			-126
75	X WPX ENERGY INC COM	982128103			5/5/2010		1/10/2012	6	4			2
76	X WPX ENERGY INC COM	982128103			6/7/2010		9/19/2012	560	353			207
77	X WPX ENERGY INC COM	982128103			5/5/2010		9/19/2012	834	615			219
78	X INVESCO LTD BERMUDA COM	849181108			3/8/2011		9/19/2012	468	506			-18
79	X PIMCO COMMODITY REALRT	722005667			6/21/2011		9/19/2012	2,239	2,790			-551
80	X PIMCO COMMODITY REALRT	722005667			7/18/2011		9/19/2012	1,898	2,571			-673
81	X PIMCO COMMODITY REALRT	722005667			3/10/2011		9/19/2012	1,846	2,500			-654
82	X PIMCO COMMODITY REALRT	722005667			9/2/2011		9/19/2012	3,874	5,000			-1,126
83	X PRAXAIR INC COM	74065P104			3/17/2009		9/19/2012	5,063	2,978			2,085
84	X PROCTER & GAMBLE CO COM	742718109			7/23/2003		9/19/2012	4,988	3,200			1,788
85	X RIDGEWORTH FD-SEIX FLT H	766281878			3/1/2011		9/19/2012	38,623	39,098			-475
86	X RIDGEWORTH FD-SEIX FLT H	80608R204			3/10/2011		9/19/2012	1,992	2,000			-8
87	X SCHRODER US SMALL/MID C	80608R204			2/22/2011		9/19/2012	11,563	11,200			363
88	X OTHER	000000000			1/1/2012		1/1/2012	3	0			3

Part I, Line 16c (990-PF) - Other Professional Fees

		3	3	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	ADR FEES	3	3		

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

		2,253	343	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	343	343		
2	PY EXCISE TAX DUR	801			
3	ESTIMATED EXCISE PAYMENTS	1,109			

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

	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	514,967	0	705,101
					FMV Beg. of Year	FMV End of Year	
1							
2	CVS CAREMARK CORP COM	0		10,419		16,101	
3	CAPITAL ONE FINL CORP COM	0		11,921		15,525	
4	CHEVRON CORP COM	0		5,116		15,356	
5	COACH INC COM	0		8,141		9,992	
6	COMCAST CORP COM CL A	0		5,407		5,791	
7	DARDEN RESTAURANTS INC COM	0		7,142		6,760	
8	WALT DISNEY CO COM	0		9,002		13,742	
9	EMC CORP COM	0		9,094		10,930	
10	WAL-MART STORES INC COM	0		7,277		6,687	
11	WELLS FARGO & CO COM NEW	0		4,827		13,877	
12	WILLIAMS COS INC COM	0		7,014		10,739	
13	CAMERON INTL CORP COM	0		6,535		7,735	
14	MACY'S INC COM	0		10,932		14,750	
15	TERADATA CORP DEL COM	0		7,419		9,098	
16	INVESCO LTD BERMUDA COM	0		6,286		6,679	
17	ECOLAB INC COM	0		7,399		8,340	
18	EMERSON ELEC CO COM	0		4,006		7,944	
19	FLUOR CORP COM NEW	0		8,193		7,989	
20	FLOWERVE CORP COM	0		8,378		10,570	
21	FREEMPORT-MCMORAN COPPER AND COI	0		2,802		4,138	
22	GENERAL ELEC CO COM	0		6,694		13,790	
23	GOLDMAN SACHS GROUP INC COM	0		9,797		9,822	
24	GOOGLE INC CL A COM	0		7,803		16,977	
25	HARTFORD FINL SVCS GROUP INC COM	0		9,999		8,303	
26	HOME DEPOT INC COM	0		2,361		12,865	
27	INTEL CORP COM	0		12,618		12,372	
28	INTERNATIONAL BUSINESS MACHS COM	0		5,695		13,217	
29	INTUIT INC COM	0		7,578		8,386	
30	JP MORGAN CHASE AND COM	0		13,725		16,796	
31	MATTEL INC COM	0		8,697		9,009	
32	MICROSOFT CORP COM	0		15,453		13,248	
33	MORGAN STANLEY COM	0		10,826		9,445	
34	NATIONAL OILWELL VARCO INC COM	0		11,704		10,389	
35	OCCIDENTAL PETE CORP COM	0		7,162		9,883	
36	ORACLE CORP COM	0		7,571		15,394	
37	PNL FINL SVCS GROUP INC COM	0		13,147		12,245	
38	PACCAR INC COM	0		6,308		6,239	
39	PEPSICO INC COM	0		2,285		7,322	
40	PFIZER INC COM	0		12,930		15,900	
41	PRAXAIR INC COM	0		3,801		8,537	
42	PROCTER & GAMBLE CO COM	0		6,133		9,369	
43	QUALCOMM CORP COM	0		10,246		11,073	
44	QUANTA SVCS INC COM	0		6,397		8,296	
45	SCHLUMBERGER LTD COM	0		15,268		12,335	
46	TEVA PHARMACEUTICAL INDS LTD ADR	0		11,802		8,924	

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

	Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
47	UNION PACIFIC CORP COM	0	2,788	8,800	0	705,101
48	UNITED PARCEL SVC INC CL B COM	0	4,210	6,783	0	0
49	VERIZON COMMUNICATIONS COM	0	9,775	13,630	0	0
50	PHILIP MORRIS INTL COM	0	13,362	18,484	0	0
51	VISA INC CL A COM	0	8,250	16,825	0	0
52	MERCK AND INC COM	0	16,373	17,809	0	0
53	BEAM INC COM	0	7,554	8,003	0	0
54	EXPRESS SCRIPTS HLDG CO COM	0	4,725	10,530	0	0
55	ABBOTT LABS COM	0	12,645	16,964	0	0
56	ALLSTATE CORP COM	0	7,404	7,472	0	0
57	AMGEN INC COM	0	9,648	14,740	0	0
58	APACHE CORP COM	0	4,117	8,321	0	0
59	APPLE INC COM	0	6,167	33,527	0	0
60	BB&T CORP COM	0	5,626	6,986	0	0
61	BANK OF AMERICA CORP COM	0	13,330	9,346	0	0
62	BAXTER INTL INC COM	0	5,943	10,466	0	0
63	B/E AEROSPACE INC COM	0	9,740	13,536	0	0

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

Description		Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1					40,835	0	41,097
2	WAL-MART STORES INC 7.250% 06/01/13			0	40,835		41,097

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	PRIOR YEARS INVESTMENT		1,682,945	1,175,107	1,185,190
2	FORUM ABSOLUTE STRATEGIES-I		0	98,389	100,493
3	PIMCO LOW DURATION-I		0	60,100	60,514
4	MANNING & NAPIER WORLD OPPTY-S-A		0	81,114	81,731
5	RIDGEMOUTH FD-INTERMEDIATE BD RG		0	263,716	256,830
6	RIDGEMOUTH FD-SHORT TERM BD RGC		0	59,034	59,250
7	PIMCO INVT GRADE CORP BD-I		0	118,032	121,190
8	JANUS PERKINS SMALL CAP VALUE-I		0	38,245	38,488
9	ABERDEEN EQUITY LONG SHORT-I		0	38,461	40,405
10	OPPENHEIMER DEVELOPING MKTS INSTI		0	55,123	62,754
11	DOUBLELINE TOTAL RETURN BD-I		0	81,192	80,482
12	PIMCO EMERGING LOCAL BD-I		0	40,595	41,044
13	NEUBERGER BERMAN HIGH INCOME BD-		0	77,344	80,597
14	WASATCH 1ST SOURCE LONG/SHORT		0	40,689	40,429
15	VANGUARD MTG BACKED SECS INDEX-S		0	81,585	80,892
16	T ROWE PRICE DIVRSFD SMALLCAP GRC		0	41,488	40,091

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

Long Term CG Distributions/Short Term CG Distributions	Amount	Description of Property Sold	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
		1 ABB LTD SPONS ADR		5/2/2010	9/19/2012	3,443		0	3,208	235	0	0	0	235
		2 ABB LTD SPONS ADR		8/7/2010	9/19/2012	2,459		0	2,081	378	0	0	0	378
		3 ABB LTD SPONS ADR		3/6/2011	9/19/2012	492		0	559	-107	0	0	0	-107
		4 ABBOTT LABS COM		9/2/2011	9/19/2012	824		0	824	0	0	0	0	0
		5 AMAZON INC COM		5/5/2010	9/19/2012	6,509		0	3,356	3,153	0	0	0	3,153
		6 AMAZON INC COM		9/23/13/106	9/19/2012	3,147		0	3,362	3,362	0	0	0	3,362
		7 APACHE CORP COM		2/2/2004	9/19/2012	15,180		0	6,564	8,616	0	0	0	8,616
		8 APPLE INC COM		3/17/2009	9/19/2012	1,176		0	7,243	7,243	0	0	0	7,243
		9 AUTODESK INC COM		8/26/2010	9/19/2012	3,955		0	2,803	1,152	0	0	0	1,152
		10 AUTODESK INC COM		8/2/2010	9/19/2012	5,233		0	2,084	3,149	0	0	0	3,149
		11 BAXTER INTL INC COM		9/7/2011	9/19/2012	841		0	669	172	0	0	0	172
		12 CAPITAL ONE FINL CORP COM		10/29/2005	9/19/2012	2,625		0	1,628	997	0	0	0	997
		13 CHEVRON CORP COM		3/11/2011	9/19/2012	1,275		0	1,148	127	0	0	0	127
		14 CHEVRON CORP COM		7/23/2003	9/19/2012	17,470		0	5,106	12,364	0	0	0	12,364
		15 CHEVRON CORP COM		7/23/2003	9/19/2012	832		0	288	544	0	0	0	544
		16 WALT DISNEY CO COM		9/2/2011	9/19/2012	730		0	462	268	0	0	0	268
		17 EXPRESS SCRIPTS HLDGS CO COM		3/17/2009	9/19/2012	5,033		0	1,944	3,079	0	0	0	3,079
		18 EXXON MOBIL CORP COM		1/1/1984	9/19/2012	9,148		0	1,382	7,766	0	0	0	7,766
		19 EXXON MOBIL CORP COM		3/23/13/102	9/19/2012	13,720		0	2,023	11,697	0	0	0	11,697
		20 FREEPORT-MCMORAN COPPER & GOL		8/7/2010	9/19/2012	166		0	126	40	0	0	0	40
		21 GENERAL MILLS INC COM		8/2/2011	9/19/2012	6,273		0	6,018	255	0	0	0	255
		22 GOLDMAN SACHS GROUP 5 700% 8/0		3/8/11/5C637	9/19/2012	50,000		0	52,652	-2,652	0	0	0	-2,652
		23 GOLDMAN SACHS GROUP 5 700% 8/0		3/14/11/5C637	9/19/2012	50,000		0	52,652	-2,652	0	0	0	-2,652
		24 GOOGLE INC CL A COM		3/17/2009	9/19/2012	2,487		0	1,303	1,184	0	0	0	1,184
		25 GREENVILLE TEX 5 125% 2/15/22		1/12/2004	2/15/2012	5,000		0	5,000	0	0	0	0	0
		26 GREENVILLE TEX 5 125% 2/15/22		3/6/2011	2/15/2012	45,000		0	45,000	0	0	0	0	0
		27 HARTFORD FIN SVCS GROUP INC CO		1/1/1984	9/19/2012	598		0	852	-254	0	0	0	-254
		28 HOME DEPOT INC COM		4/37/07/6102	9/19/2012	4,913		0	1,187	3,726	0	0	0	3,726
		29 HUNT JR TRANSPORT SVCS INC COM		12/20/2012	9/19/2012	3,704		0	854	2,850	0	0	0	2,850
		30 HUNT JR TRANSPORT SVCS INC COM		3/6/2011	9/19/2012	3,608		0	3,009	599	0	0	0	599
		31 HUNT JR TRANSPORT SVCS INC COM		4/4/56/8107	9/19/2012	3,868		0	2,733	1,133	0	0	0	1,133
		32 INTERNATIONAL BUSINESS MACHS CC		9/2/2011	9/19/2012	8,216		0	5,039	3,177	0	0	0	3,177
		33 INTERNATIONAL BUSINESS MACHS CC		4/5/2010/101	9/19/2012	1,243		0	495	748	0	0	0	748
		34 IP MORGAN CHASE & CO COM		3/31/2011	9/19/2012	747		0	834	-87	0	0	0	-87
		35 MANNING & NAPIER WORLD OPPTY'S		5/30/21/545	9/19/2012	5,589		0	7,715	-2,127	0	0	0	-2,127
		36 MANNING & NAPIER WORLD OPPTY'S		6/21/2011	9/19/2012	5,291		0	6,216	-925	0	0	0	-925
		37 MANNING & NAPIER WORLD OPPTY'S		5/30/21/545	9/19/2012	38,035		0	43,546	-5,511	0	0	0	-5,511
		38 MANNING & NAPIER WORLD OPPTY'S		5/30/21/545	9/19/2012	10,708		0	12,400	-1,692	0	0	0	-1,692
		39 MANNING & NAPIER WORLD OPPTY'S		3/19/2011	9/19/2012	5,599		0	6,800	-1,201	0	0	0	-1,201
		40 MANNING & NAPIER WORLD OPPTY'S		10/25/2010	9/19/2012	5,241		0	5,932	-691	0	0	0	-691
		41 MCDONALDS CORP COM		5/8/11/51101	9/19/2012	11,633		0	6,339	5,294	0	0	0	5,294
		42 PNC FIN SVCS GROUP INC COM		6/34/11/51101	9/19/2012	989		0	946	43	0	0	0	43
		43 PARKER HANFEN CORP COM		7/10/09/104	9/19/2012	4,291		0	2,300	1,991	0	0	0	1,991
		44 PARKER HANFEN CORP COM		5/5/2010	9/19/2012	4,291		0	2,300	1,991	0	0	0	1,991
		45 PEPSCO INC COM		7/19/44/108	9/19/2012	7,074		0	2,141	4,933	0	0	0	4,933
		46 PEPSCO INC COM		1/1/1984	9/19/2012	6,579		0	1,986	4,593	0	0	0	4,593
		47 PIMCO COMMODITY REALRTN STRATE		2/2/2009	9/19/2012	13,612		0	13,777	-165	0	0	0	-165
		48 PIMCO COMMODITY REALRTN STRATE		5/24/2010	9/19/2012	3,372		0	3,510	-138	0	0	0	-138
		49 SCHRODER US SMALLMID CAP OPPTY		6/21/2011	9/19/2012	2,168		0	584	1,584	0	0	0	1,584
		50 SCHRODER US SMALLMID CAP OPPTY		1/18/2011	9/19/2012	1,600		0	1,552	48	0	0	0	48
		51 SCHRODER US SMALLMID CAP OPPTY		3/19/2011	9/19/2012	1,456		0	1,400	56	0	0	0	56
		52 SCHRODER US SMALLMID CAP OPPTY		9/2/2011	9/19/2012	3,133		0	3,000	1,333	0	0	0	1,333
		53 SCHRODER US SMALLMID CAP OPPTY		7/20/2009	9/19/2012	16,675		0	10,969	5,706	0	0	0	5,706
		54 SENTINEL SMALL COI		10/28/2009	9/19/2012	12,071		0	8,441	3,630	0	0	0	3,630
		55 SENTINEL SMALL COI		3/19/2011	9/19/2012	4,300		0	4,300	0	0	0	0	0
		56 SENTINEL SMALL COI		8/27/2011	9/19/2012	2,168		0	2,000	168	0	0	0	168
		57 TEMPLETON GLOBAL BD-ADV		8/6/2084/00	9/19/2012	24,307		0	25,000	-693	0	0	0	-693
		58 TEMPLETON GLOBAL BD-ADV		8/6/2084/00	9/19/2012	19,479		0	19,800	-321	0	0	0	-321
		59 TEMPLETON GLOBAL BD-ADV		3/10/2011	9/19/2012	7,870		0	8,000	-130	0	0	0	-130
		60 TEMPLETON GLOBAL BD-ADV		3/31/2011	9/19/2012	9,737		0	10,000	-263	0	0	0	-263
		61 TEMPLETON GLOBAL BD-ADV		1/18/2011	9/19/2012	49,334		0	50,000	-666	0	0	0	-666
		62 TERADATA CORP DEL COM		3/31/2011	9/19/2012	1,371		0	908	463	0	0	0	463
		63 TEXAS INSTRS INC COM		8/25/2005	12/20/2012	7,806		0	8,090	-284	0	0	0	-284
		64 TEXAS INSTRS INC COM		8/25/2005	12/20/2012	2,154		0	1,977	177	0	0	0	177
		65 THERMO FISHER SCIENTIFIC INC COM		3/8/2011	9/19/2012	2,708		0	2,558	150	0	0	0	150
		66 THERMO FISHER SCIENTIFIC INC COM		5/5/2010	9/19/2012	3,009		0	2,718	291	0	0	0	291
		67 UNION PACIFIC CORP COM		3/17/2009	9/19/2012	3,743		0	1,981	1,762	0	0	0	1,762
		68 UNITED PARCEL SVC INC CL B COM		3/17/2009	9/19/2012	592		0	367	225	0	0	0	225
		69 WELLS FARGO & CO COM NEW		1/1/1984	9/19/2012	3,356		0	1,118	2,238	0	0	0	2,238
		70 WHIRLPOOL CORP COM		4/21/2011	9/19/2012	2,940		0	3,052	-112	0	0	0	-112
		71 WHIRLPOOL CORP COM		8/27/2011	9/19/2012	840		0	589	251	0	0	0	251
		72 WHIRLPOOL CORP COM		6/21/2011	9/19/2012	870		0	906	-36	0	0	0	-36
		73 WHIRLPOOL CORP COM		4/21/2011	9/19/2012	3,083		0	3,273	-190	0	0	0	-190
		74 WHIRLPOOL CORP COM		5/5/2010	9/19/2012	6		0	3,488	-3,482	0	0	0	-3,482
		75 WPX ENERGY INC COM		9/21/28/103	9/19/2012	4		0	4	0	0	0	0	0
		76 WPX ENERGY INC COM		5/5/2010	9/19/2012	834		0	615	219	0	0	0	219
		77 WPX ENERGY INC COM		3/6/2011	9/19/2012	488		0	506	-18	0	0	0	-18
		78 INVESCO LTD BERMUDA COM		6/21/2011	9/19/2012	2,239		0	2,790	-551	0	0	0	-551
		79 PIMCO COMMODITY REALRTN STRATE		7/22/05/567	9/19/2012	1,998		0	2,571	-573	0	0	0	-573
		80 PIMCO COMMODITY REALRTN STRATE		3/19/2011	9/19/2012	1,846		0	2,500	-654	0	0	0	-654
		81 PIMCO COMMODITY REALRTN STRATE		9/2/2011	9/19/2012	3,874		0	5,000	-1,126	0	0	0	-1,126
		82 PIMCO COMMODITY REALRTN STRATE		3/17/2009	9/19/2012	5,063		0	2,978	2,085	0	0	0	2,085
		83 PRAXAIR INC COM		7/23/2003	9/19/2012	4,988		0	3,200	1,788	0	0	0	1,788

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

Line	Description of Property Sold	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 Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses	Amount		
														Long Term CG Distributions	Short Term CG Distributions	
					672,403			582,459	89,944					0	89,944	
85	RIDGEWORTH ED-SEIX FLT HGH INCM 765281678	Acquired	3/1/2011	8/18/2012	38,823			35,098	-475				-475	0		
86	RIDGEWORTH ED-SEIX FLT HGH INCM 766281678		3/1/2011	8/19/2012	1,882			2,000	-18				-18	0		
87	SCHROEDER US SMALL MID CAP OPPTY 60309R204		2/22/2011	8/19/2012	11,563			11,200	363				363	0		
88	OTHER		1/1/2012	1/1/2012	3			0	3				3	0		
														0		3

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

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

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

	Date		Amount
1 Credit from prior year return		1	
2 First quarter estimated tax payment	5/9/2012	2	741
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	368
7 Total		7	1,109

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

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	29,597
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	29,597