Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: AEC Trust

A Employer identification number: 36-6725987

Number and street (or P O box number if mail is not delivered to street address): Foundation Source 501 Silverside Rd — Room/suite: 123

B Telephone number (see instructions): (800) 839-1754

City or town, state, and ZIP code: Wilmington DE 19809-1377

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 27,350,956

J Accounting method [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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 ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	695,996	695,996		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	1,408,140			
	b Gross sales price for all assets on line 6a 7,687,350				
	7 Capital gain net income (from Part IV, line 2)		1,407,112		
	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)	36,240	35,527		
	12 **Total.** Add lines 1 through 11	2,140,376	2,138,635	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	129,853	68,912		60,941
	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)	29,866	11		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	52,013	51,998		15
	24 **Total operating and administrative expenses.** Add lines 13 through 23	211,732	120,921	0	60,956
	25 Contributions, gifts, grants paid	4,239,584			1,297,481
	26 **Total expenses and disbursements** Add lines 24 and 25	4,451,316	120,921	0	1,358,437
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-2,310,940			
	b **Net investment income** (if negative, enter -0-)		2,017,714		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	821,813	247,314	247,314
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶	1,375		
	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)	1,588,762	748,857	879,307
	b Investments—corporate stock (attach schedule)	16,317,244	15,420,075	19,874,299
	c Investments—corporate bonds (attach schedule)	3,443,998	3,454,469	3,656,205
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,987,792	1,979,329	2,693,831
	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)	24,160,984	21,850,044	27,350,956
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.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	24,160,984	21,850,044	
	30 Total net assets or fund balances (see instructions)	24,160,984	21,850,044	
	31 Total liabilities and net assets/fund balances (see instructions)	24,160,984	21,850,044	

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	24,160,984
2	Enter amount from Part I, line 27a	2	-2,310,940
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	21,850,044
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	21,850,044

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	Publicly-traded Securities			
b	Passthrough K1 Capital Gain			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	7,687,350		6,287,283	1,400,067
b				7,045
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				1,400,067
b				7,045
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	1,407,112
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	1,285,675	28,786,233	0 044663
2010	1,289,396	27,356,099	0 047134
2009	1,323,714	24,742,092	0 053500
2008	1,618,511	28,709,909	0 056375
2007	1,432,428	32,894,134	0 043547

2	**Total** of line 1, column (d)	2	0 245219
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 049044
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	29,454,901
5	Multiply line 4 by line 3	5	1,444,586
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	20,177
7	Add lines 5 and 6	7	1,464,763
8	Enter qualifying distributions from Part XII, line 4	8	1,358,437

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 ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	40,354
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	40,354
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	40,354
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 31,016		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 9,731		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	40,747
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	393
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 393 **Refunded** ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	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? *If "Yes," attach a conformed copy of the changes*	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	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	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? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
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?	13	X	

Website address ▶

14 The books are in care of ▶ c/o Foundation Source Telephone no ▶ (800) 839-1754
Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No				
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No				
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No				
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No				
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☒ Yes ☐ No				
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		X	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No				
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*	**6b**		X	
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No				
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**	N/A		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHMENT				

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	00			
	00			
	00			
	00			
	00			
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	
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	
2	
All other program-related investments See instructions 3	
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	26,536,880
b	Average of monthly cash balances			1b	672,742
c	Fair market value of all other assets (see instructions)			1c	2,693,831
d	**Total** (add lines 1a, b, and c)			1d	29,903,453
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	29,903,453
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)			4	448,552
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	29,454,901
6	**Minimum investment return.** Enter 5% of line 5			6	1,472,745

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	1,472,745
2a	Tax on investment income for 2012 from Part VI, line 5	2a	40,354		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	40,354
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,432,391
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,432,391
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,432,391

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,358,437
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,358,437
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,358,437

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				1,432,391
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			1,274,322	
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 ▶ $ 1,358,437				
a	Applied to 2011, but not more than line 2a			1,274,322	
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				84,115
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				1,348,276
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	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

See www fsrequests com/aec

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

See Line 2a

c Any submission deadlines

See Line 2a

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

See Line 2a

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ACORN SCHOOL FOR EARLY CHILD DVLPMNT 2580 IRIS AVE BOULDER, CO 80304	N/A	509(a)(1)	Capital Expansion Proj	10,000
AID ATLANTA INC 1605 PEACHTREE ST NE ATLANTA, GA 30309	N/A	509(a)(1)	HIV Care and Prevention	5,000
ALACHUA COUNTY HIST TR MATHESON MUSEUM 513 E UNIVERSITY AVE GAINESVILLE, FL 32601	N/A	509(a)(1)	Art & Culture Programs/ Matheson Museum Rent Property Restoration	50,000
AMHERST CINEMA ARTS CENTER INC 28 AMITY ST AMHERST, MA 01002	N/A	509(a)(1)	See-Hear-Feel-Film Project	25,000
ARTISTS ALLIANCE OF NORTH FLORIDA INC PO BOX 357336 GAINESVILLE, FL 32635	N/A	509(a)(2)	Primavera Project	30,000
ATLANTA CENTER FOR SELF SUFFICIENCY INC 75 PTREE PL NW ATLANTA, GA 30309	N/A	509(a)(1)	CareerWorks Project	10,000
ATLANTA-FULTON COUNTY ZOO INC 800 CHEROKEE AVE SE ATLANTA, GA 30315	N/A	509(a)(2)	Zoo Atlanta's Amphibian and Reptile Complex Project	25,000
AUDIO INFORMATION NETWORK OF COLORADO 2200 CENTRAL AVE STE A BOULDER, CO 80301	N/A	509(a)(1)	Audio Services for Blind, Visually Imp / Print Dsbld Boulder Resid Project	10,000
BIG BROTHERS BIG SISTERS OF MID-FLORIDA 1155 NW 13TH ST GAINESVILLE, FL 32601	N/A	509(a)(1)	Bigs Inspiring Scholastic Success	10,680
BOULDER BALLET 2590 WALNUT ST STE 10 BOULDER, CO 80302	N/A	509(a)(1)	2012-2013 Boulder Ballet Concert Series	5,000
BOULDER PHILHARMONIC ORCHESTRA 2590 WALNUT ST BOULDER, CO 80302	N/A	509(a)(2)	General & Unrestricted	10,000
Total See Attached Statement			▶ 3a	4,239,584
b *Approved for future payment*				
TOTAL Form 990-PF, Part I, Line 25, Column (a) and Part XV, Line 3a				$4,239,584
Less grants made to a private foundation not treated as qualifying distributions				$2,942,103
TOTAL Form 990-PF, Part I, Line 25, Column (d)				$1,297,481
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	695,996	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	525990	1,028	18	1,407,112	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a K-1 Inc/Loss	525990	-87	14	35,527	
b Federal Tax Refund			01	800	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		941		2,139,435	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,140,376

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

[signature], Atlantic Trust, as Trustee | 8-2-2013 | Vice President

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 ☐ if self-employed	PTIN
Jeffrey D Haskell	Jeffrey D. Haskell	7/31/2013		P01345770
Firm's name ▶ Foundation Source			Firm's EIN ▶	51-0398347
Firm's address ▶ One Hollow Lane, Suite 212, Lake Success, NY 11042			Phone no	(800) 839-1754

AEC Trust 36-6725987

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

	Amount
Long Term CG Distributions	
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	7,687,350	6,280,238	1 407,112
Other sales	0	-1 028	1,028

	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
1	X	Publicly-traded Securities							7,687,350	6,287,283					1,400,067
2	X	Passthrough K1 Capital Gain												7,045	7,045
3		Passthrough UBI Capital Gain												1,028	1,028

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		36,240	35,527	0
1	K-1 Inc/Loss AT GLOBAL HEDGED EQUITY FUND	35,440	35,527	
2	2009 Federal Tax Refund	800	0	

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		29,866	11	0	0
1	Estimated Tax for 2012	29,600	0		0
2	Foreign Tax Paid	11	11		0
3	IRS Excise Tax Payment with 1st ext 990-PF	255	0		0

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		52,013	51,998	0	15
1	Bank Charges	22	22		0
2	K-1 Exp AT GLOBAL HEDGED EQUITY FUND	51,976	51,976		0
3	State or Local Filing Fees	15	0		15

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	State/Local Obligation
		Federal	1,588,762	748,857	0	879,307	
		State/Local		0	0	0	
1	FNMA - 4 375% - 03/15/2013	40,000		38,910		40,345	
2	FNMA - 5 375% - 06/12/2017	100,000		116,180		120,248	
3	US TIPS - 1 250% - 07/15/2020	212,136		217,140		251,848	
4	US TIPS - 2 375% - 01/15/2017	401,685		376,627		466,866	

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
			16,317,244	15,420,075	0	19,874,299
1	AETNA INC	8,640		269,982		400,118
2	ALLIANCE DATA SYSTEM CORP	1,148		67,146		166,184
3	ANADARKO PETROLEUM CORP	5,360		351,944		398,302
4	APACHE CORPORATION	3,515		305,962		275,928
5	APPLE INC	1,472		530,130		783,358
6	AUTOMATIC DATA PROCESSING INC	7,040		301,411		400,787
7	B M C SOFTWARE	4,670		216,307		185,025
8	BANK OF AMERICA CORP	22,315		146,853		259,077
9	BLACKROCK INC	901		145,897		186,246
10	CHECK POINT SOFTWARE TECHNOLOGIE	4,942		224,908		235,437
11	CISCO SYSTEMS INC	18,640		202,990		366,257
12	CITIGROUP INC	4,773		141,313		188,820
13	CME GROUP, INC	2,695		143,389		136,556
14	COMCAST CORP CL A	8,260		145,104		308,594
15	COVIDIEN LTD	5,450		254,757		314,683
16	CROWN HOLDINGS INC	7,235		251,533		266,320
17	CVS CAREMARK CORP	5,315		201,661		256,980
18	DANAHER CORP	6,285		238,221		351,332
19	DREYFUS PREMIER EMERGING MARKETS	35,902		506,343		550,743
20	EMC CORP-MASS	10,195		245,118		257,934
21	EQT CORPORATION	2,581		96,283		152,227
22	EXPRESS SCRIPTS HOLDING CO	8,072		337,739		435,888
23	FIDELITY NATIONAL INFORMATION SERVI(	4,792		124,073		166,810
24	FISERV INC	3,965		180,036		313,354
25	FORD MOTOR COMPANY	13,335		149,591		172,688
26	FREEPORT-MCMORAN COPPER & GOLD I	6,180		215,041		211,356
27	GENERAL ELECTRIC CO	21,380		285,101		448,766
28	GOOGLE INC CL A	611		341,212		432,209
29	H J HEINZ COMPANY	6,980		276,938		402,606
30	JOHNSON & JOHNSON	3,665		249,773		256,917
31	JP MORGAN CHASE & CO	9,295		369,435		408,692
32	KINDER MORGAN INC	8,510		285,352		300,658
33	LAZARD EMERGING MARKETS EQUITY INS	143,129		2,351,778		2,796,736
34	MCDONALD'S CORP	4,020		313,887		354,604
35	MERCK & CO INC	7,364		211,350		301,482
36	MICROSOFT CORPORATION	15,020		380,197		401,180
37	NETAPP, INC	4,195		156,877		140,742
38	NIKE INC-CL B	2,970		78,237		153,252
39	ORACLE CORP	14,960		317,176		498,467
40	PEPSICO INC	3,402		163,639		232,799
41	PG & E CORP	5,229		220,546		210,101
42	PRAXAIR INC	3,605		289,614		394,567
43	QEP RESOURCES INC	11,076		306,232		335,271
44	REPUBLIC SVCS INC	10,470		289,416		307,085
45	SPECTRA ENERGY CORP-W/I	7,350		174,166		201,243
46	STRYKER CORPORATION	4,620		229,960		253,268
47	TARGET CORPORATION	6,510		307,812		385,197
48	TJX COMPANIES INC	3,636		90,686		154,348

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

		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
			16,317,244	15,420,075	0	19,874,299
	Description					
49	UNION PACIFIC	1,105		122,241		138,921
50	UNITED TECHNOLOGIES CORP	4,695		189,893		385,037
51	UNITEDHEALTH GROUP INC	7,065		194,489		383,206
52	US BANCORP DEL	5,040		167,999		160,978
53	V F CORP	1,692		141,965		255,441
54	VISA INC	1,425		106,143		216,002
55	WALGREEN CO	8,200		245,841		303,482
56	WELLS FARGO & CO	12,353		283,907		422,226
57	WILLIAMS COS	15,205		284,481		497,812

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

				3,443,998	3,454,469	0	3,656,205
	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	BERKSHIRE HATHAWAY - 4 625% - 10/15/2(				161,593		154,933
2	BLACKROCK INC - 5 000% - 12/10/2019				269,489		269,219
3	BP CAP MKTS - 5 250% - 11/07/2013				109,541		104,061
4	CATERPILLAR INC NT - 5 700% - 08/15/2016				321,055		359,631
5	CISCO SYSTEMS - 4 950% - 02/15/2019				115,138		118,382
6	DU PONT E I DE NEMOURS - 6 000% - 07/1				118,789		123,413
7	EI DU PONT DE NUMOUR BONDS - 05 000%				208,200		204,960
8	GE CAP CORP - 4 625% - 01/07/2021				248,843		283,575
9	GOLDMAN SACHS GRP INC - 5 125% - 01/1				258,982		284,712
10	IBM - 7 625% - 10/15/2018				217,163		267,138
11	JPMORGAN CHASE - 4 650% - 06/01/2014				270,975		263,161
12	MERRILL LYNCH & CO NOTES - 5 000% - 0				279,875		315,149
13	MORGAN STANLEY - 4 750% - 04/01/2014				205,020		207,096
14	ORACLE CORP - 5 250% - 01/15/2016				193,380		226,322
15	PEPSICO INC BOND - 03 000% - 08/25/2021				319,185		317,679
16	PFIZER INC - 4 500% - 02/15/2014				157,241		156,774

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

			1,987,792	1,979,329	2,693,831
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	AT GLOBAL HEDGED EQUITY FUND			979,329	990,895
2	KING STREET CAPITAL			1,000,000	1,702,936

AEC Trust 36-6725987

Part VII-B, Line 5c (990-PF) - Expenditure Responsibility

	Grantee Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Grant Date	Grant Amount	Grant Purpose	Amt. Expended by Grantee	Any Diversion by Grantee?	Dates of Reports by Grantee	Date of Verification	Verification
1	Wagmore Foundation Inc	X	5015 NW 24th Dr	Gainesville	FL	32605		12/27/2012	2,942,103	Capital Endowment Grant	214,752	Not to the knowledge of grantor	6/21/13		None necessary

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	Explanation
										129 853	0	0	
1	David H Cofrin		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Advisory Board Member	1 00	0	0	0	
2	Edith Dee Cofrin		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Advisory Board Chair	1 00	0	0	0	
3	Gladys G Cofrin*		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Past Advisory Board Member	1 00	0	0	0	*Resigned in 2012
4	Mary Ann H Cofrin		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Advisory Board Member	1 00	0	0	0	
5	Mary Ann P Cofrin		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Advisory Board Member	1 00	0	0	0	
6	Paige Cofrin		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Advisory Board Member	1 00	0	0	0	
7	Atlantic Trust Company NA		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Trustee	1 00	129,853	0	0	

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

Recipient(s) paid during the year

Name				
BOULDER VALLEY WOMENS HEALTH CENTER INC				
Street 2855 VALMONT RD				
City BOULDER	**State** CO	**Zip Code** 80301	**Foreign Country**	
Relationship N/A	**Foundation Status** 509(a)(1)			
Purpose of grant/contribution Subsidized Family Planning & Gynecology				**Amount** 10,000

Name				
BREAKTHRU HOUSE INC				
Street 1895 EASTFIELD ST				
City DECATUR	**State** GA	**Zip Code** 30032	**Foreign Country**	
Relationship N/A	**Foundation Status** 509(a)(2)			
Purpose of grant/contribution Breakthru House Project				**Amount** 5,000

Name				
CENTER FOR HUMAN DEVELOPMENT				
Street 401 MAIN ST, STE #12				
City AMHERST	**State** MA	**Zip Code** 01002	**Foreign Country**	
Relationship N/A	**Foundation Status** 509(a)(1)			
Purpose of grant/contribution Family Outreach Amherst Project				**Amount** 50,000

Name				
COOLEY DICKINSON HEALTH CARE CORP				
Street 30 LOCUST ST				
City NORTHAMPTON	**State** MA	**Zip Code** 01060	**Foreign Country**	
Relationship N/A	**Foundation Status** 509(a)(1)			
Purpose of grant/contribution Building Our Future				**Amount** 50,000

Name				
CROSSROADS COMMUNITY MINISTRIES INC				
Street 420 COURTLAND ST NE				
City ATLANTA	**State** GA	**Zip Code** 30308	**Foreign Country**	
Relationship N/A	**Foundation Status** 509(a)(1)			
Purpose of grant/contribution Crossroads Kitchen Renovation				**Amount** 10,000

Name				
DEVELOPMENTAL DISABILITIES CENTER				
Street 1400 DIXON AVE				
City LAFAYETTE	**State** CO	**Zip Code** 80026	**Foreign Country**	
Relationship N/A	**Foundation Status** 509(a)(1)			
Purpose of grant/contribution General & Unrestricted				**Amount** 10,000

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

Recipient(s) paid during the year

Name				
EMERGENCY FAMILY ASSISTANCE ASSOCIATION				
Street 1575 YARMOUTH AVE				
City BOULDER	**State** CO	**Zip Code** 80304	**Foreign Country**	
Relationship N/A	**Foundation Status** 509(a)(1)			
Purpose of grant/contribution General Operating Support				**Amount** 20,000

Name				
FEMINIST WOMENS HEALTH CENTER INC				
Street 1924 CLIFF VALLEY WAY NE				
City ATLANTA	**State** GA	**Zip Code** 30329	**Foreign Country**	
Relationship N/A	**Foundation Status** 509(a)(2)			
Purpose of grant/contribution Lifting Latina Voices Initiative Community Health Promotoras Project				**Amount** 5,000

Name				
FERNBANK INC				
Street 767 CLIFTON RD NE				
City ATLANTA	**State** GA	**Zip Code** 30307	**Foreign Country**	
Relationship N/A	**Foundation Status** 509(a)(1)			
Purpose of grant/contribution Fernbank's Museum Access Scholarship Program				**Amount** 10,000

Name				
FRIENDS OF THE CRISIS CENTER INC				
Street PO BOX 357284				
City GAINESVILLE	**State** FL	**Zip Code** 32635	**Foreign Country**	
Relationship N/A	**Foundation Status** 509(a)(1)			
Purpose of grant/contribution Friends of the Crisis Center - Volunteer Training and Support				**Amount** 10,000

Name				
GAINESVILLE ENVIRONMENTAL FILM AND ARTS FESTIVAL				
Street PO BOX 358711				
City GAINESVILLE	**State** FL	**Zip Code** 32635	**Foreign Country**	
Relationship N/A	**Foundation Status** 509(a)(1)			
Purpose of grant/contribution General & Unrestricted				**Amount** 25,000

Name				
GEORGIA WAND EDUCATION FUND INC				
Street 250 GEORGIA AVE SE STE 202				
City ATLANTA	**State** GA	**Zip Code** 30312	**Foreign Country**	
Relationship N/A	**Foundation Status** 509(a)(1)			
Purpose of grant/contribution We Count!				**Amount** 5,000

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

Recipient(s) paid during the year

Name				
GREENHOUSE SCHOLARS				
Street 1881 9TH ST STE 200				
City BOULDER	**State** CO	**Zip Code** 80302	**Foreign Country**	
Relationship N/A	**Foundation Status** 509(a)(1)			
Purpose of grant/contribution Whole Person Program				**Amount** 10,000

Name				
GROWING GARDENS OF BOULDER COUNTY INC				
Street PO BOX 1066				
City BOULDER	**State** CO	**Zip Code** 80306	**Foreign Country**	
Relationship N/A	**Foundation Status** 509(a)(1)			
Purpose of grant/contribution General & Unrestricted				**Amount** 5,000

Name				
HILLSIDE INC				
Street 690 COURTENAY DR NE				
City ATLANTA	**State** GA	**Zip Code** 30306	**Foreign Country**	
Relationship N/A	**Foundation Status** 509(a)(1)			
Purpose of grant/contribution Build a New LEED- Certified Dining Hall and Kitchen				**Amount** 25,000

Name				
HOPE-HOMELESS OUTREACH PROVIDING ENCOURAGEMENT				
Street PO BOX 756				
City LONGMONT	**State** CO	**Zip Code** 80502	**Foreign Country**	
Relationship N/A	**Foundation Status** 509(a)(1)			
Purpose of grant/contribution Self-Sufficiency Program				**Amount** 10,000

Name				
MENTAL HEALTH CENTER OF BOULDER COUNTY INC				
Street 1333 IRIS AVE				
City BOULDER	**State** CO	**Zip Code** 80304	**Foreign Country**	
Relationship N/A	**Foundation Status** 509(a)(2)			
Purpose of grant/contribution General & Unrestricted				**Amount** 10,000

Name				
MOVING IN THE SPIRIT INC				
Street PO BOX 17628				
City ATLANTA	**State** GA	**Zip Code** 30316	**Foreign Country**	
Relationship N/A	**Foundation Status** 509(a)(1)			
Purpose of grant/contribution Stepping Stones Program				**Amount** 5,000

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

Recipient(s) paid during the year

Name					
NATIONAL CENTER FOR CIVIL AND HUMAN RIGHTS INC					
Street					
55 IVAN ALLEN JR BLVD, STE 510					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30308		
Relationship	**Foundation Status**				
N/A	509(a)(2)				
Purpose of grant/contribution					**Amount**
Construction of the National Center for Civil and Human Rights and for Exhibit Acquisition					250,000

Name					
NEW HOPE INITIATIVES INC					
Street					
970 JEFFERSON ST NW					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30318		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Heathcare Careers for Low Income Women					5,000

Name					
PARLANDO INCORPORATED					
Street					
2590 WALNUT ST					
City		**State**	**Zip Code**	**Foreign Country**	
BOULDER		CO	80302		
Relationship	**Foundation Status**				
N/A	509(a)(2)				
Purpose of grant/contribution					**Amount**
Community Music Education and Outreach Project					10,000

Name					
READER TO READER INC					
Street					
38 WOODSIDE AVE					
City		**State**	**Zip Code**	**Foreign Country**	
AMHERST		MA	01002		
Relationship	**Foundation Status**				
N/A	509(a)(2)				
Purpose of grant/contribution					**Amount**
Reader to Reader Direct Service Program for Women and Girls					37,801

Name					
SENIOR CONNECTIONS INC					
Street					
5238 PTREE RD					
City		**State**	**Zip Code**	**Foreign Country**	
CHAMBLEE		GA	30341		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Meal Bank and Nutrition Education for Low-income Senior Women Raising Minor Children					5,000

Name					
SENSE OF SECURITY INC					
Street					
1385 S COLORADO BLVD STE A302					
City		**State**	**Zip Code**	**Foreign Country**	
DENVER		CO	80222		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					10,000

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

Recipient(s) paid during the year

Name					
SUGAR LOAF FIRE PROTECTION DISTRICT					
Street					
1360 SUGAR LOAF RD					
City		**State**	**Zip Code**	**Foreign Country**	
BOULDER		CO	80302		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					10,000

Name					
SURVIVAL CENTERS INC					
Street					
PO BOX 9629					
City		**State**	**Zip Code**	**Foreign Country**	
NORTH AMHERST		MA	01059		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Amherst Survival Center Capital Campaign Building for Neighbors in Need					50,000

Name					
SYNCHRONICITY PERFORMANCE GROUP					
Street					
P O BOX 6012					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	31107		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Strategic Funding for Staff Restructuring					5,000

Name					
THE HEALTH INITIATIVE INC					
Street					
1530 DEKALB AVE NE STE A					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30307		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
The Phillip Rush Center Operations and Scholarship Fund					5,000

Name					
THEATRICAL OUTFIT INC					
Street					
84 LUCKIE ST NW					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30303		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Capital Campaign to Secure The Balzer Theater at Herren's					33,000

Name					
THORNE ECOLOGICAL INSTITUTE					
Street					
1466 63RD ST					
City		**State**	**Zip Code**	**Foreign Country**	
BOULDER		CO	80303		
Relationship	**Foundation Status**				
N/A	509(a)(2)				
Purpose of grant/contribution					**Amount**
Thorne's In-School Program					10,000

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

Recipient(s) paid during the year

Name					
THREE RIVERS LEGAL SERVICES INC					
Street					
901 NW 8TH AVE					
City		**State**	**Zip Code**	**Foreign Country**	
GAINESVILLE		FL	32601		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Family Law Attorney					100,000

Name					
THREE RIVERS LEGAL SERVICES INC					
Street					
901 NW 8TH AVE					
City		**State**	**Zip Code**	**Foreign Country**	
GAINESVILLE		FL	32601		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Protection Against Domestic Violence					25,000

Name					
TRUE COLORS THEATRE COMPANY					
Street					
887 W MARIETTA ST UNIT J-102					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30318		
Relationship	**Foundation Status**				
N/A	509(a)(2)				
Purpose of grant/contribution					**Amount**
True Colors 2012-2013 Season					5,000

Name					
UNIVERSITY OF FLORIDA FOUNDATION INC					
Street					
PO BOX 14425					
City		**State**	**Zip Code**	**Foreign Country**	
GAINESVILLE		FL	32604		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Curator of Photography Fund					166,000

Name					
UNIVERSITY OF FLORIDA FOUNDATION INC					
Street					
PO BOX 14425					
City		**State**	**Zip Code**	**Foreign Country**	
GAINESVILLE		FL	32604		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
General Operations for the Harn Museum of Art Division					100,000

Name					
WAGMORE FOUNDATION INC					
Street					
5015 NW 24TH DR					
City		**State**	**Zip Code**	**Foreign Country**	
GAINESVILLE		FL	32605		
Relationship	**Foundation Status**				
N/A	PF				
Purpose of grant/contribution					**Amount**
Expenditure Responsibility Grant					2,942,103

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

Recipient(s) paid during the year

Name					
WOMEN MOVING ON INC					
Street					
PO BOX 171					
City		**State**	**Zip Code**	**Foreign Country**	
DECATUR		GA	30031		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Domestic Violence Safehouse					5,000

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**

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