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 , 2012, and ending , 20

Name of foundation: W AND H THOMAS CHARITABLE TRUST

A Employer identification number: 36-6917007

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 40200, FL9-100-10-19

Room/suite:

B Telephone number (see instructions): 877- 446-1410

City or town, state, and ZIP code: JACKSONVILLE, FL 32203-0200

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 22,031,356.

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

ENVELOPE POSTMARK DATE MAY 0 8 2013

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)	1,222.			
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	825,330.	810,470.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-80,374.			
b Gross sales price for all assets on line 6a 7,995,756.				
7 Capital gain net income (from Part IV, line 2)				
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)	-10,521.	-12,857.		STMT 2
12 **Total.** Add lines 1 through 11	735,657.	797,613.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	267,620.	197,471.		65,823.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 3	2,238.	NONE	NONE	2,238.
c Other professional fees (attach schedule) STMT 4	35,370.	1,802.		33,568.
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 5	4,915.	4,915.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	76.			76.
22 Printing and publications				
23 Other expenses (attach schedule) STMT 6	249.	129.		120.
24 **Total operating and administrative expenses.** Add lines 13 through 23	310,468.	204,317.	NONE	101,825.
25 Contributions, gifts, grants paid	1,135,000.			1,135,000.
26 **Total expenses and disbursements** Add lines 24 and 25	1,445,468.	204,317.	NONE	1,236,825.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	-709,811.			
b **Net investment income** (if negative, enter -0-)		593,296.		
c **Adjusted net income** (if negative, enter -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	NONE		
	2	Savings and temporary cash investments	NONE		
	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 ▶	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S. and state government obligations (attach schedule)	NONE		
	b	Investments - corporate stock (attach schedule)	NONE		
	c	Investments - corporate bonds (attach schedule)	NONE		
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶	NONE		
	12	Investments - mortgage loans	127,618.	120,300.	120,300.
	13	Investments - other (attach schedule) STMT 7	20,720,562.	20,015,550.	21,911,056.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	NONE		
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	20,848,180.	20,135,850.	22,031,356.
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)		NONE	
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. ▶ [X]			
	27	Capital stock, trust principal, or current funds	20,848,180.	20,135,850.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	NONE		
	30	Total net assets or fund balances (see instructions)	20,848,180.	20,135,850.	
	31	Total liabilities and net assets/fund balances (see instructions)	20,848,180.	20,135,850.	

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	20,848,180.
2	Enter amount from Part I, line 27a	2	-709,811.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	26,341.
4	Add lines 1, 2, and 3	4	20,164,710.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	28,860.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,135,850.

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				
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	7,995,468.		8,076,130.	-80,662.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a				-80,662.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 -80,374.

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

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	1,358,087.	22,361,439.	0.060733
2010	1,003,625.	21,498,401.	0.046684
2009	744,228.	16,595,691.	0.044845
2008	528,606.	9,742,720.	0.054257
2007	547,893.	7,283,601.	0.075223

2	**Total** of line 1, column (d)	2	0.281742
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	0.056348
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	22,113,061.
5	Multiply line 4 by line 3	5	1,246,027.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,933.
7	Add lines 5 and 6	7	1,251,960.
8	Enter qualifying distributions from Part XII, line 4	8	1,236,825.

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)

1a	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	11,866.
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	
3	Add lines 1 and 2	3	11,866.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	11,866.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 5,300.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	5,300.
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	6,566.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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
4a	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		
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	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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 *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 ▶ N/A

14 The books are in care of ▶ BANK OF AMERICA TAX SERVICES Telephone no. ▶ (877)446-1410

Located at ▶ PO BOX 40200, FL9-100-10-19, JACKSONVILLE, FL ZIP+4 ▶ 32203-0200

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 ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____ , ____ , ____ , ____			
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		
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)*

		Yes	No
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**		
	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? **6b**		X
	If "Yes" to 6b, file Form 8870.		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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
BANK OF AMERICA, N.A. P.O. BOX 40200, MC-FL9-100-10-19, JACKSONVILLE, FL 322	CO-TRUSTEE 1	134,162.	-0-	-0-
MARILYN MOORE C/O BANK OF AMERICA, ,	CO-TRUSTEE 10	44,486.		
JIM ELAM, CPA C/O BANK OF AMERICA, ,	CO-TRUSTEE 10	44,486.		
DENNIS BLANZ C/O BANK OF AMERICA, ,	CO-TRUSTEE 10	44,486.		

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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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		NONE
Total number of others receiving over $50,000 for professional services . . . ▶		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NOT APPLICABLE THE SOLE CHARITABLE ACTIVITY OF THIS ORGANIZATION IS THE MAKING OF CONTRIBUTIONS AND GRANTS TO	
2 QUALIFIED CHARITABLE ORGANIZATIONS. NO DIRECT CHARITABLE ACTIVITIES ARE CONDUCTED.	
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 . . . ▶	

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	21,264,475.
b	Average of monthly cash balances	1b	1,061,650.
c	Fair market value of all other assets (see instructions)	1c	123,683.
d	**Total** (add lines 1a, b, and c)	1d	22,449,808.
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	NONE
3	Subtract line 2 from line 1d	3	22,449,808.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	336,747.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,113,061.
6	**Minimum investment return.** Enter 5% of line 5	6	1,105,653.

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	1,105,653.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 11,866.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	11,866.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,093,787.
4	Recoveries of amounts treated as qualifying distributions		4	18,997.
5	Add lines 3 and 4		5	1,112,784.
6	Deduction from distributable amount (see instructions)		6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	1,112,784.

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	1,236,825.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,236,825.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,236,825.

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					1,112,784.
2 Undistributed income, if any, as of the end of 2012.					
a Enter amount for 2011 only				NONE	
b Total for prior years 20 10 ,20 ,20			NONE		
3 Excess distributions carryover, if any, to 2012					
a From 2007	195,333.				
b From 2008	45,274.				
c From 2009	NONE				
d From 2010	NONE				
e From 2011	250,613.				
f **Total** of lines 3a through e		491,220.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,236,825.					
a Applied to 2011, but not more than line 2a				NONE	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE			
d Applied to 2012 distributable amount					1,112,784.
e Remaining amount distributed out of corpus		124,041.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		615,261.			
b Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
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			NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions			NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		195,333.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		419,928.			
10 Analysis of line 9:					
a Excess from 2008	45,274.				
b Excess from 2009	NONE				
c Excess from 2010	NONE				
d Excess from 2011	250,613.				
e Excess from 2012	124,041.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a 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
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
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)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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:

SEE STATEMENT 10

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 23				1,135,000.
Total . . . . ▶ 3a				1,135,000.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) 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	825,330.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-80,374.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b OTHER INCOME			1	-12,857.	
c EXCISE TAX REFUND			1	2,336.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				734,435.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 734,435.

(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.)
	NOT APPLICABLE

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

Mary Trost 05/06/2013

Signature of officer or trustee | Date | Title

BANK OF AMERICA, N.A. BY:

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
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	14,284.	14,284.
FOREIGN DIVIDENDS	39,417.	39,417.
NONDIVIDEND DISTRIBUTIONS	1,755.	
DOMESTIC DIVIDENDS	265,495.	265,495.
OTHER INTEREST	100,645.	100,645.
FOREIGN INTEREST	76,217.	76,217.
EXEMPT INTEREST NOT SUBJECT TO AMT - STA	13,104.	
EXEMPT DIVIDENDS NOT SUBJECT TO AMT - ST	1.	
ACCRUED MARKET DISCOUNT INTEREST	404.	404.
US GOVERNMENT INTEREST REPORTED AS QUALI	1,792.	1,792.
NONQUALIFIED FOREIGN DIVIDENDS	4,110.	4,110.
NONQUALIFIED DOMESTIC DIVIDENDS	308,106.	308,106.
TOTAL	825,330.	810,470.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME	-12,857.	-12,857.
EXCISE TAX REFUND	2,336.	
TOTALS	-10,521.	-12,857.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE- BOA	2,238.			2,238.
TOTALS	2,238.	NONE	NONE	2,238.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PROPERTY MGMT FEES - BOA	1,802.	1,802.	
GRANTMAKING FEES - BOA	33,568.		33,568.
TOTALS	35,370.	1,802.	33,568.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	3,534.	3,534.
FOREIGN TAXES ON QUALIFIED FOR	1,112.	1,112.
FOREIGN TAXES ON NONQUALIFIED	269.	269.
TOTALS	4,915.	4,915.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSE	120.		120.
OTHER INVESTMENT FEE	23.	23.	
OTHER INVESTMENT FEE	106.	106.	
TOTALS	249.	129.	120.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	C	20,015,550.	21,911,056.
TOTALS		20,015,550.	21,911,056.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
RECOVERY OF PRIOR QUALIFYING DISTRIBUTIONS	18,997.
2012 INCOME TAX EFFECTIVE 2011	6,410.
ROUNDING	6.
FOREIGN TAX RECLAIMED	567.
ACCRUED INTEREST PAID PRIOR YEAR	361.
TOTAL	26,341.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
SALES ADJUSTMENTS	95.
ADJUST FOR PRIOR YEAR END SALES	8.
2013 INCOME TAX EFFECTIVE DATE 2012	28,742.
COST ADJUSTMENTS	15.
TOTAL	28,860.

RECIPIENT NAME:
AMY LYNCH, BANK OF AMERICA
ADDRESS:
200 GLASTONBURY BLVD, STE 200
GLASTONBURY, CT 06033-4056
RECIPIENT'S PHONE NUMBER: 860-657-7015
FORM, INFORMATION AND MATERIALS:
NO FORMAL APPLICATION
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
NONE

RECIPIENT NAME:
HOSPICE OF MARTIN
& ST LUCIE CO
ADDRESS:
1201 SE INDIAN ST
STUART, FL 34997
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FUND MARTIN CO GOOD GRIEF YOUTH PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 165,000.

RECIPIENT NAME:
INDIAN RIVER STATE COLLEGE FDN
ADDRESS:
3209 VIRGINIA AVENUE
FT PIERCE, FL 34981
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 150,000.

RECIPIENT NAME:
ACHIEVEMENT CENTERS FOR
FAMILIES & CHILDREN
ADDRESS:
555 NW 4TH ST
DELRAY BEACH, FL 33444
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT CHILD AND PARENT PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
ALZHEIMER'S COMMUNITY CARE
ADDRESS:
800 NORTHPOINT PKWY, STE 101-B
WEST PALM BEACH, FL 33407
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT FAMILY NURSE CONSULTANT PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
BLUE WATER INITIATIVE
ADDRESS:
2697 NE 15TH ST
POMPANO BEACH, FL 33062
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
BOCA HELPING HANDS
ADDRESS:
1500 NW 1ST COURT
BOCA RATON, FL 33432
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT FOOD PANTRY PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
BOYS & GIRLS CLUB OF MARTIN CO.
ADDRESS:
PO BOX 910
HOBE SOUND, FL 33475-0910
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
BOYS & GIRLS CLUB OF PALM BEACH CO
ADDRESS:
800 NORTHPOINT PKWY
WEST PALM BEACH, FL 33407
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CASTLE CHILD ABUSE SERVICES
ADDRESS:
PO BOX 12908
FORT PIERCE, FL 34979
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PARENT EDUCATION COUNSELOR POSITIONS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CHILDREN'S MUSEUM TREASURE COAST
ADDRESS:
PO BOX 2147
STUART, FL 34995
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT ''MY BODY & ME'' ELEMENTARY PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
DEAF SERVICE CENTER OF PALM
BEACH CO
ADDRESS:
3111 S. DIXIE HWY, STE 237
WEST PALM BEACH, FL 33405
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT CLIENT ASSISTANCE & ADVOCACY PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
FLORIDA OCEANOGRAPHIC SOCIETY
ADDRESS:
890 NE OCEAN BLVD
STUART, FL 34996
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT ENVIRONMENTAL EDUCATION PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
FRIENDS OF ABUSED CHILDREN
ADDRESS:
222 LAKEVIEW AVE., STE 160-209
WEST PALM BEACH, FL 33401
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT TUTORING PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
HABITAT FOR HUMANITY PALM BEACH
ADDRESS:
6758 N MILITARY TRAIL, STE. 301
WEST PALM BEACH, FL 33407
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PURCHASE MATERIALS FOR CONSTRUCTION PROJECTS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
HIBISCUS CHILDREN'S CENTER
ADDRESS:
2400 NE DIXIE HWY
JENSEN BEACH, FL 34957-5949
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT CHILD CARE TRAINING PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
HOUSE OF HOPE
ADDRESS:
2484 SE BONITA ST
STUART, FL 34997
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT ''PROJECT HOPE''
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
LEGAL AID SOCIETY OF PALM BEACH CO
ADDRESS:
423 FERN ST., STE 200
WEST PALM BEACH, FL 33401
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
''LEGAL ADVOCACY FOR MINOR MOTHERS'' PROJECT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
LIFEBUILDERS OF TREASURE COAST
ADDRESS:
217 AVENUE A
FORT PIERCE, FL 34950
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
MARTIN MEMORIAL FOUNDATION
ADDRESS:
PO BOX 9033
STUART, FL 34995
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT NURSING EDUCATION PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
MARY'S SHELTER OF TREASURE COAST
ADDRESS:
1033 SE 14TH ST.
STUART, FL 34996
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
SAFESPACE
ADDRESS:
632 SE MONTEREY RD
STUART, FL 34994
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 60,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
MOLLY'S HOUSE
ADDRESS:
430 SE OSCEOLA ST.
STUART, FL 34994
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FUND SERENITY GARDEN PROJECT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
MUSTARD SEED MINISTRIES
ADDRESS:
3130 S. US HWY 1
FORT PIERCE, FL 34982-6304
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT MEDICAL SERVICE PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
OPPORTUNITY, INC.
ADDRESS:
1713 QUAIL DR.
WEST PALM BEACH, FL 33409
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT ''EARLY CHILDHOOD LEARNING'' PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
PALM BEACH ATLANTIC UNIVERSITY
ADDRESS:
901 S. FLAGLER DR.
WEST PALM BEACH, FL 33416
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
PAWS 4 LIBERTY
ADDRESS:
8939 PALOMINO DR.
LAKE WORTH, FL 3347
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXPAND SERVICE DOGS PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
PLACE OF HOPE
ADDRESS:
9078 ISAIAH LANE
PALM BEACH GARDENS, FL 33418
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
QUANTUM HOUSE
ADDRESS:
901 45TH ST.
WEST PALM BEACH, FL 33407
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
RESTORATION HOUSE
ADDRESS:
PO BOX 2375
FORT PIERCE, FL 34954
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT EDUCATION PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
SAMARITAN HOUSE FOR BOYS
ADDRESS:
1490 SE COVE RD
STUART, FL 34997
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
TREASURE COAST FOOD BANK
ADDRESS:
3051 INDUSTRIAL 25 ST
FORT PIERCE, FL 34946
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
WOMEN'S CIRCLE
ADDRESS:
912 SE 4TH ST.
BOYNTON BEACH, FL 33435
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT EDUCATIONAL PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
FOUNDATION FIGHTING BLINDNESS
ADDRESS:
7168 COLUMBIA GATEWAY DR., STE 100
COLUMBIA, MD 21046-3256
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT RESEARCH PROJECT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
INSIGHT FOR THE BLIND
ADDRESS:
1401 NE 4TH AVE.
FORT LAUDERDALE, FL 33304-1033
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT ''TALKING BOOKS & MAGAZINES'' PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
LIGHTHOUSE CENTRAL FLORIDA
ADDRESS:
215 E. NEW HAMPSHIRE ST.
ORLANDO, FL 32801
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EARLY INTERVENTION SERVICES PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
MIAMI LIGHTHOUSE FOR THE BLIND
ADDRESS:
601 SW 8 AVENUE
MIAMI, FL 33130
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
BRAILLE LITERACY & TECHNOLOGY PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
UNIVERSITY OF THE CUMBERLANDS
ADDRESS:
6191 COLLEGE STATION DR.
WILLIAMSBURG, KY 40769
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT MOUNTAIN OUTREACH PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

TOTAL GRANTS PAID: 1,135,000.

FEDERAL FOOTNOTES

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A., AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

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Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	1142164.270	1,142,164.27	1,142,164.27
00206R102	AT&T INC	5329.000	186,205.95	179,640.59
002824100	ABBOTT LABS	1608.000	80,535.32	105,324.00
009158106	AIR PRODS & CHEMS INC	750.000	68,782.76	63,015.00
02209S103	ALTRIA GROUP INC	153.000	2,509.05	4,810.32
025537101	AMERICAN ELEC PWR INC	2571.000	108,581.01	109,730.28
025816109	AMERICAN EXPRESS CO	1598.000	82,839.84	91,853.04
031162100	AMGEN INC	72.000	4,671.66	6,206.40
037833100	APPLE INC	707.000	106,468.85	376,246.24
03836W103	AQUA AMERICA INC	3000.000	74,875.50	76,260.00
053015103	AUTOMATIC DATA PROCESSING INC	87.000	3,102.49	4,952.91
06423AAS2	BANK ONE CORP	100000.000	100,285.00	100,340.00
06739GBB4	BARCLAYS BK PLC	150000.000	154,855.50	159,072.00
084670702	BERKSHIRE HATHAWAY INC DEL	2250.000	165,701.17	201,825.00
088606108	BHP BILLITON LTD	39.000	2,701.30	3,058.38
09247X101	BLACKROCK INC	621.000	107,469.23	128,366.91
097023105	BOEING CO	2078.000	130,305.62	156,598.08
110122108	BRISTOL MYERS SQUIBB CO	307.000	9,327.13	10,005.13
12572Q105	CME GROUP INC	70.000	3,528.11	3,546.90
125896100	CMS ENERGY CORP	91.000	1,959.39	2,218.58
126650100	CVS CAREMARK CORP	3000.000	139,592.70	145,050.00
166764100	CHEVRON CORP	128.000	8,899.38	13,841.92
167250109	CHICAGO BRDG & IRON CO N V	2000.000	75,312.00	92,700.00
171232101	CHUBB CORP	767.000	55,697.75	57,770.44
17275R102	CISCO SYS INC	10000.000	194,667.59	196,494.00
191216100	COCA COLA CO	5000.000	135,844.77	181,250.00
19765E823	CMG ULTRA SHORT TERM BOND	61094.565	549,240.14	550,462.03
19765L694	COLUMBIA STRATEGIC INCOME FUND	111600.176	673,756.62	707,545.12
20825C104	CONOCOPHILLIPS	1750.000	116,360.05	101,482.50
22541LBK8	CREDIT SUISSE FIRST BOSTON USA	50000.000	50,963.50	55,490.50
225434AG4	CREDIT SUISSE USA INC	100000.000	95,920.00	112,238.00
229899109	CULLEN / FROST BANKERS INC	2000.000	111,460.20	108,540.00
244199105	DEERE & CO	1350.000	108,626.40	116,667.00
25243Q205	DIAGEO PLC	69.000	3,784.65	8,044.02

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Cusip	Asset	Units	Basis	Market Value
253868103	DIGITAL RLTY TR INC	52.000	3,305.31	3,530.28
254687106	DISNEY WALT CO	3000.000	98,197.75	149,370.00
25746U109	DOMINION RES INC VA NEW	39.000	1,977.08	2,020.20
25746U604	DOMINION RES INC VA	8000.000	227,411.25	215,440.00
260003108	DOVER CORP	106.000	4,363.68	6,965.26
263534109	DU PONT E I DE NEMOURS & CO	116.000	5,523.53	5,217.51
291011104	EMERSON ELEC CO	1260.000	61,306.60	66,729.60
29364G103	ENTERGY CORP NEW	1250.000	109,980.05	79,687.50
30161N101	EXELON CORP	2230.000	136,869.54	66,320.20
30231G102	EXXON MOBIL CORP	4155.000	308,858.66	359,615.25
314082108	FEDERATED ADJUSTABLE RATE SECS	12626.263	125,000.00	124,494.95
345370860	FORD MTR CO DEL	10000.000	121,199.00	129,500.00
353612781	FRANKLIN FTLG RATE DAILY ACCESS	44004.454	400,000.00	401,760.67
35671D857	FREEPORT-MCMORAN COPPER &	3900.000	143,167.83	133,380.00
36201SMJ5	GOVERNEMNT NATL MTG ASSN	5852.740	5,929.57	6,470.26
36225ARA0	GOVERNMENT NATL MTG ASSN	698.970	686.29	824.33
369604103	GENERAL ELEC CO	9888.000	219,832.89	207,549.12
369604AY9	GENERAL ELEC CO	100000.000	101,792.00	100,381.00
36962G4C5	GENERAL ELEC CAP CORP	100000.000	103,884.00	107,171.00
37733W105	GLAXOSMITHKLINE PLC	177.000	7,756.08	7,694.19
38141G104	GOLDMAN SACHS GROUP INC	1000.000	129,550.15	127,560.00
38141GGQ1	GOLDMAN SACHS GROUP INC	200000.000	200,834.00	227,996.00
38259P508	GOOGLE INC	250.000	118,815.75	176,845.00
423074103	HEINZ H J CO	106.000	4,711.73	6,114.08
437076102	HOME DEPOT INC	1936.000	57,360.46	119,741.60
438516106	HONEYWELL INTL INC	100.000	4,626.82	6,347.00
458140100	INTEL CORP	414.000	8,394.92	8,536.68
459200101	INTERNATIONAL BUSINESS MACHS	942.000	115,390.26	180,440.10
464286103	ISHARES INC MSCI AUSTRALIA INDEX	2335.000	45,392.50	58,701.90
464286509	ISHARES INC MSCI CDA INDEX	1960.000	40,030.80	55,664.00
464286673	ISHARES MSCI SINGAPORE INDEX	4250.000	51,722.50	58,182.50
464287275	ISHARES TR	1750.000	99,685.61	100,047.50
464287325	ISHARES TR	1450.000	62,529.70	93,525.00
464287341	ISHARES TR	1415.000	43,576.95	54,123.75

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464287473	ISHARES RUSSELL MIDCAP VALUE	2500.000	120,909.25	125,600.00
464287655	ISHARES RUSSELL 2000 INDEX	8940.000	655,894.28	753,801.13
464288372	ISHARES S&P GLOBAL INFRASTRUC-	1550.000	47,896.55	55,350.50
46625H100	J P MORGAN CHASE & CO	5196.000	194,404.26	228,463.44
46625H621	JPMORGAN CHASE & CO	8000.000	219,799.20	207,760.00
478160104	JOHNSON & JOHNSON	2594.000	160,688.99	181,839.40
478160AM6	JOHNSON & JOHNSON	200000.000	205,652.00	202,576.00
48242W106	KBR INC	2800.000	76,522.04	83,776.00
494368103	KIMBERLY CLARK CORP	2073.000	127,368.53	175,023.39
49456B101	KINDER MORGAN INC DEL	137.000	3,816.10	4,840.21
55616P104	MACYS INC	50.000	2,012.05	1,951.00
57060U605	MARKET VECTORS ETF TR	1045.000	52,275.78	55,134.20
571748102	MARSH & MCLENNAN COS INC	123.000	4,228.21	4,239.81
580135101	MCDONALDS CORP	1334.000	74,495.30	117,672.14
585055106	MEDTRONIC INC	2000.000	81,098.60	82,040.00
58933Y105	MERCK & CO INC	2309.000	96,076.93	94,530.46
589433101	MEREDITH CORP	64.000	1,780.54	2,204.80
59156R108	METLIFE INC	52.000	2,523.54	1,712.88
594918104	MICROSOFT CORP	4877.000	138,099.80	130,263.21
61166W101	MONSANTO CO	1250.000	66,436.25	118,312.50
6261083#9	AUSTRALIAN GOVT	175000.000	192,330.46	184,158.90
6377300#0	NEW ZEALAND GOVT SR UNSECD	188000.000	165,969.41	156,855.43
6531526#0	AUSTRALIAN GOVT	140000.000	145,997.85	156,850.90
65339F101	NEXTERA ENERGY INC	3245.000	180,069.09	224,521.55
65339K308	NEXTERA ENERGY CAP HLDGS INC	8000.000	205,790.40	200,160.00
655664100	NORDSTROM INC	50.000	921.97	2,675.00
66989HAC2	NOVARTIS CAP CORP	150000.000	153,586.50	157,689.00
674599105	OCCIDENTAL PETE CORP DEL	1161.000	100,261.08	88,944.21
683078FY0	ONTARIO HYDRO	50000.000	51,255.50	50,855.00
693390700	PIMCO TOTAL RETURN FUND	38651.265	427,575.65	434,440.22
693390841	PIMCO HIGH YIELD FD	46183.627	421,656.51	445,210.16
693475105	PNC FINL SVCS GROUP INC	87.000	5,003.60	5,072.97
701094104	PARKER HANNIFIN CORP	32.000	1,284.02	2,721.92
713448108	PEPSICO INC	2500.000	156,862.00	171,075.00

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Cusip	Asset	Units	Basis	Market Value
714199106	PERMANENT PORTFOLIO	8890.046	418,098.85	432,411.84
717081103	PFIZER INC	3959.000	77,033.55	99,288.95
718172109	PHILIP MORRIS INTL INC	1169.000	58,075.07	97,775.16
722005626	PIMCO ALL ASSET FUND	204053.546	2,376,708.85	2,566,993.61
72200Q182	PIMCO ALL ASSET ALL AUTH FUND	40366.094	428,687.92	447,659.98
74144T108	PRICE T ROWE GROUP INC	52.000	1,272.18	3,386.09
74253Q416	PRINCIPAL PFD SECS FUND	22250.829	222,507.91	233,188.69
742718109	PROCTER & GAMBLE CO	1836.000	39,462.70	124,646.04
74460D109	PUBLIC STORAGE INC	20.000	2,301.17	2,899.20
747525103	QUALCOMM INC	750.000	26,272.50	46,394.70
749685103	RPM INTL INC	122.000	2,717.09	3,581.92
755111507	RAYTHEON CO	91.000	4,137.15	5,237.96
780259206	ROYAL DUTCH SHELL PLC	1148.000	82,938.13	79,154.60
78463V107	SPDR GOLD TR	1275.000	221,748.64	206,576.01
78467Y107	SPDR S&P MIDCAP 400 ETF TR	490.000	17,515.05	90,997.90
806857108	SCHLUMBERGER LTD	1974.000	146,842.98	136,795.44
81369Y886	SELECT SECTOR SPDR TR UTILITIES	9000.000	304,030.27	314,284.50
816851109	SEMPRA ENERGY	74.000	4,144.81	5,249.56
824348106	SHERWIN WILLIAMS CO	48.000	4,146.50	7,383.36
828806109	SIMON PPTY GROUP INC NEW	13.000	2,031.15	2,055.17
832696405	SMUCKER J M CO	1000.000	86,175.00	86,240.00
872540109	TJX COS INC NEW	76.000	2,269.41	3,226.20
87612E106	TARGET CORP	2000.000	111,095.00	118,340.00
882508104	TEXAS INSTRS INC	100.000	3,160.25	3,089.00
883556102	THERMO FISHER SCIENTIFIC CORP	2000.000	98,468.58	127,560.00
887317303	TIME WARNER INC	137.000	4,666.48	6,552.71
89152UAC6	TOTAL CAP	150000.000	152,971.50	158,437.50
902973304	US BANCORP DEL	218.000	6,287.12	6,962.92
911312106	UNITED PARCEL SVC INC	2600.000	180,275.56	191,698.00
913017109	UNITED TECHNOLOGIES CORP	1777.000	106,239 61	145,731.77
918204108	V F CORP	13.000	2,197.64	1,962.61
922908553	VANGUARD REIT	6000.000	384,810.90	394,800.00
92343V104	VERIZON COMMUNICATIONS INC	4328.000	149,752.45	187,272.56
92857W209	VODAFONE GROUP PLC	2500.000	69,516.50	62,975.00

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Cusip	Asset	Units	Basis	Market Value
92976WBA3	WACHOVIA CORP GLOBAL	200000.000	199,896.00	206,234.00
931142103	WAL-MART STORES INC	2056.000	102,105.92	140,280.88
94106L109	WASTE MGMT INC DEL	75.000	2,316.14	2,530.50
949746101	WELLS FARGO & CO	3678.000	111,190.44	125,714.04
949746879	WELLS FARGO & CO NEW	8000.000	235,034.41	234,800.00
95709T100	WESTAR ENERGY INC	100.000	2,925.68	2,862.00
961214BH5	WESTPAC BKG CORP	100000.000	100,379.00	107,275.00
976657106	WISCONSIN ENERGY CORP	57.000	1,948.33	2,100.45
97717W281	WISDOMTREE EMERGING MKTS	1000.000	47,883.00	49,440.00
97717W315	WISDOMTREE EMERGING MKTS	7000.000	371,136.60	400,330.00
988498101	YUM BRANDS INC	1625.000	60,900.27	107,900.00
B0LCVJ0#1	BRAZIL FEDERATIVE REP GLOBAL	250000.000	187,970.52	151,251.52
G1151C101	ACCENTURE PLC	2597.000	150,080.22	172,700.50
H0023R105	ACE LTD	44.000	3,414.61	3,511.20
H84989104	TE CONNECTIVITY LTD	2000.000	72,610.00	74,240.00
		Totals:	20,015,550.01	21,911,056.36