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: HELEN WARDMAN NASELLI MEMORIAL FUND

A Employer identification number: 52-6121876

Number and street (or P O box number if mail is not delivered to street address): P.O BOX 1908 | Room/suite:

B Telephone number (see instructions): (202) 879-6263

City or town, state, and ZIP code: ORLANDO FL 32802-1908

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: ☒ 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) ▶ $ 1,125,332

J Accounting method: ☒ 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))*

	Line		(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 ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	26,059	24,761		
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain or (loss) from sale of assets not on line 10	27,359			
	b	Gross sales price for all assets on line 6a 513,756				
	7	Capital gain net income (from Part IV, line 2)		27,359		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	53,418	52,120	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	14,938	7,469		7,469
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,500			2,500
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	3,462	148		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	20,900	7,617	0	9,969
	25	Contributions, gifts, grants paid	40,220			40,220
	26	**Total expenses and disbursements** Add lines 24 and 25	61,120	7,617	0	50,189
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-7,702			
	b	**Net investment income** (if negative, enter -0-)		44,503		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	289		
	2	Savings and temporary cash investments	31,737	44,705	44,705
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,034,538		
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)		1,011,883	1,080,628
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,066,564	1,056,588	1,125,333
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	1,066,564	1,056,588	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	1,066,564	1,056,588	
	31	Total liabilities and net assets/fund balances (see instructions)	1,066,564	1,056,588	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,066,564
2	Enter amount from Part I, line 27a	2	-7,702
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,058,862
5	Decreases not included in line 2 (itemize) ▶ 2011 PRIOR YEAR INCOME RETURN OF CAPITAL	5	2,274
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,056,588

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				0
b				0
c				0
d				0
e				0

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

	(i) 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				0
b				0
c				0
d				0
e				0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	27,359
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	57,085	1,120,377	0.050952
2010	58,848	1,076,444	0.054669
2009	56,920	965,038	0 058982
2008	54,000	1,104,502	0 048891
2007	66,000	1,286,649	0 051296

2 **Total** of line 1, column (d)	2	0 264790
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 052958
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,113,188
5 Multiply line 4 by line 3	5	58,952
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	445
7 Add lines 5 and 6	7	59,397
8 Enter qualifying distributions from Part XII, line 4	8	50,189

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	890
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	890
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	890
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 2,088		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	2,088
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	1,198
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 890 **Refunded** ▶	11	308

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		
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) ▶ ____________			
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 ▶ SUNTRUST BANK Telephone no ▶ (202) 879-6263

Located at ▶ 15TH & NY AVE WASHINGTON DC ZIP+4 ▶ 20005

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			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		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20______ , 20______ , 20______ , 20______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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)*

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** No: 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
SUNTRUST BANK - TRUSTEE 15TH & NY AVE WASHINGTON, DC 20005 0	TRUSTEE VARIOUS	14,938		

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,093,257
b	Average of monthly cash balances	1b	36,883
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,130,140
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,130,140
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	16,952
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,113,188
6	**Minimum investment return.** Enter 5% of line 5	6	55,659

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	55,659
2a	Tax on investment income for 2012 from Part VI, line 5	2a	890		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	890
3	Distributable amount before adjustments Subtract line 2c from line 1			3	54,769
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	54,769
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	54,769

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	50,189
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	50,189
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	50,189

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					54,769
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				0	
b	Total for prior years 20____, 20____, 20____					
3	Excess distributions carryover, if any, to 2012					
a	From 2007	4,923				
b	From 2008					
c	From 2009	9,160				
d	From 2010	5,912				
e	From 2011	2,736				
f	**Total** of lines 3a through e		22,731			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 50,189					
a	Applied to 2011, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see instructions)					
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2012 distributable amount					50,189
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))*		4,580			4,580
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		18,151			
b	Prior years' undistributed income Subtract line 4b from line 2b			0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount—see instructions					
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		343			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		17,808			
10	Analysis of line 9					
a	Excess from 2008					
b	Excess from 2009	9,160				
c	Excess from 2010	5,912				
d	Excess from 2011	2,736				
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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

SUNTRUST BANK C/O RUTH MAHONEY 15TH & NEW YORK AVENUE WASHINGTON, DC 20005

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

LETTER

c Any submission deadlines

N/A

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

ORGANIZATIONS MUST BE EXEMPT UNDER 501(c)(3)

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 Attached Statement				
Total			▶ 3a	40,220
b *Approved for future payment* NONE				
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	26,059	
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	27,359	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		53,418	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 53,418

(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
		Not Applicable	

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

b If "Yes," complete the following schedule.

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

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

Barbara allred | 5/3/2013 | TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
DONALD J ROMAN	[signature]	5/3/2013		P00364310
Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH PA 15219			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name	ST MARY'S COURT HOUSING DEVELOPMENT CORP
Street	ATTN MARGARET PULLY 725 24TH STREET NW
City	
State	
Zip Code	
Foreign Country	
Relationship	
Foundation Status	501(c)(3) PUBLIC CHARITY
Purpose of grant/contribution	GENERAL CHARITABLE PURPOSES
Amount	3,850

Name	ABRAHAM & LAURA LISNER HOME
Street	ATTN: WARD OREM 5425 WESTERN AVENUE, NW
City	WASHINGTON
State	DC
Zip Code	20015
Foreign Country	
Relationship	
Foundation Status	501(c)(3) PUBLIC CHARITY
Purpose of grant/contribution	GENERAL CHARITABLE PURPOSES
Amount	3,850

Name	CATHOLICS FOR HOUSING INC
Street	ATTN: KAREN DEVITO 18139 TRIANGLE SHOPPING PLAZA SUITE 209
City	
State	
Zip Code	
Foreign Country	
Relationship	
Foundation Status	501(c)(3) PUBLIC CHARITY
Purpose of grant/contribution	GENERAL CHARITABLE PURPOSES
Amount	3,220

Name	CHRISTIAN COMMUNITIES GROUP HOMES INC
Street	ATTN: LEAH PENNER 2501 18TH STREET, NE
City	
State	
Zip Code	
Foreign Country	
Relationship	
Foundation Status	501(c)(3) PUBLIC CHARITY
Purpose of grant/contribution	GENERAL CHARITABLE PURPOSES
Amount	3,850

Name	DOWNTOWN CLUSTERS GERIATRIC DAY CARE CENTER, INC.
Street	ATTN. THOMYE CAVE 926 ELEVENTH STREET, NW
City	
State	
Zip Code	
Foreign Country	
Relationship	
Foundation Status	501(c)(3) PUBLIC CHARITY
Purpose of grant/contribution	GENERAL CHARITABLE PURPOSES
Amount	2,350

Name	HOME CARE PARTNERS, INC
Street	ATTN: MARLA LAHAT1234 MASSACHUSETTS AVE., NW SUITE C-1002
City	
State	
Zip Code	
Foreign Country	
Relationship	
Foundation Status	501(c)(3) PUBLIC CHARITY
Purpose of grant/contribution	GENERAL CHARITABLE PURPOSES
Amount	3,080

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

Recipient(s) paid during the year

Name	IONA SENIOR SERVICES
Street	ATTN SALLY WHITE 4125 ALBEMARLE STREET, NW
City	WASHINGTON
State	DC
Zip Code	20016
Foreign Country	
Relationship	
Foundation Status	501(c)(3) PUBLIC CHARITY
Purpose of grant/contribution	GENERAL CHARITABLE PURPOSES
Amount	3,850

Name	JEWISH SOCIAL SERVICE AGENCY
Street	ATTN: CELIA COHEN 200 WOOD HILL ROAD
City	ROCKVILLE
State	MD
Zip Code	20854
Foreign Country	
Relationship	
Foundation Status	501(c)(3) PUBLIC CHARITY
Purpose of grant/contribution	GENERAL CHARITABLE PURPOSES
Amount	3,850

Name	SARAH'S CIRCLE
Street	ATTN. VERNON CATHCART 2551 17TH STREET-SUITE 103
City	WASHINGTON
State	DC
Zip Code	20009
Foreign Country	
Relationship	
Foundation Status	501(c)(3) PUBLIC CHARITY
Purpose of grant/contribution	GENERAL CHARITABLE PURPOSES
Amount	8,470

Name	SEABURY RESOURCES FOR AGING
Street	ATTN JOSEPH RESCH 4201 BUTTERWORTH PL, NW
City	WASHINGTON
State	DC
Zip Code	20016
Foreign Country	
Relationship	
Foundation Status	501(c)(3) PUBLIC CHARITY
Purpose of grant/contribution	GENERAL CHARITABLE PURPOSES
Amount	3,850

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

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

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

	Amount	Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	5,192	Capital Gains/Losses	513,756	488,397	27,359
Short Term CG Distributions	0	Other sales	0	0	0

	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 Improve-ments	Depreciation	Adjustments	Net Gain or Loss
1	X	ADVISORS CAMBIAR SMALL (	0075W0593			3/28/2011		2/6/2012	1,525	1,536				0	-11
2	X	FEDERATED STRATEGIC VAL	314172560			2/6/2012		8/6/2012	6,025	5,603				0	422
3	X	GOLDMAN SACHS GROWTH (	38142Y401			12/7/2011		2/6/2012	1,800	1,649				0	151
4	X	GOLDMAN SACHS GROWTH (	38142Y401			12/7/2011		8/6/2012	1,174	1,070				0	104
5	X	GOLDMAN SACHS GROWTH (	38142Y401			11/3/2009		8/6/2012	9,351	7,092				0	2,259
6	X	GOLDMAN SACHS GROWTH (	38142Y401			11/3/2009		9/27/2012	9,500	6,820				0	2,680
7	X	HARBOR CAP APPRECIATION	411511504			7/18/2011		2/6/2012	3,100	3,042				0	58
8	X	HARBOR CAP APPRECIATION	411511504			8/6/2012		12/17/2012	1,153	1,125				0	28
9	X	HARBOR CAP APPRECIATION	411511504			7/18/2011		12/17/2012	5,201	4,897				0	304
10	X	HARTFORD DIVIDEND & GRO	416645828			7/18/2011		2/6/2012	1,375	1,338				0	37
11	X	HARTFORD DIVIDEND & GRO	416645828			9/27/2012		12/17/2012	5,288	5,348				0	-60
12	X	T ROWE PRICE INSTL LARGE	45775L408			8/6/2012		12/17/2012	650	625				0	25
13	X	T ROWE PRICE INSTL LARGE	45775L408			2/6/2012		12/17/2012	5,769	5,451				0	318
14	X	LEGG MASON BATTERYMRC	52465U807			10/18/2011		2/6/2012	6,071	5,550				0	521
15	X	MFS RESEARCH INTL-I	552983470			9/30/2009		2/6/2012	51,065	48,702				0	2,363
16	X	MFS RESEARCH INTL-I	552983470			1/26/2011		2/6/2012	11,297	12,259				0	-962
17	X	MFS RESEARCH INTL-I	552983470			7/18/2011		2/6/2012	649	700				0	-51
18	X	MFS RESEARCH INTL-I	552983470			8/8/2011		2/6/2012	1,522	1,450				0	72
19	X	MFS RESEARCH INTL-I	552983470			10/18/2011		2/6/2012	1,920	1,875				0	45
20	X	PIMCO TOTAL RETURN-I	693390700			2/6/2012		8/6/2012	475	461				0	14
21	X	PIMCO FOREIGN BD US$ HED	693390882			2/6/2012		8/6/2012	28,974	27,850				0	1,124
22	X	PIMCO COMMODITY REALRT	722005667			9/30/2009		8/6/2012	14,461	16,258				0	-1,797
23	X	PIMCO COMMODITY REALRT	722005667			6/24/2010		8/6/2012	2,620	2,850				0	-230
24	X	PIMCO COMMODITY REALRT	722005667			10/18/2011		8/6/2012	1,531	1,739				0	208
25	X	PIMCO COMMODITY REALRT	722005667			12/7/2011		8/6/2012	461	512				0	-51
26	X	PIMCO COMMODITY REALRT	722005667			2/6/2012		8/6/2012	2,981	3,025				0	-44
27	X	PIMCO INVT GRADE CORP BD	722005816			2/6/2012		8/6/2012	785	750				0	35
28	X	PIMCO INVT GRADE CORP BD	722005816			1/26/2011		8/6/2012	890	842				0	48
29	X	PIMCO EMERGING LOCAL BD	72201F516			8/6/2012		12/17/2012	23,199	22,675				0	524
30	X	RIDGEWORTH FD-LARGECAP	76628R672			4/15/2008		2/6/2012	1,750	1,625				0	125
31	X	RIDGEWORTH FD-LARGECAP	76628R672			4/15/2008		8/6/2012	10,400	9,631				0	769
32	X	LEGG MASON BATTERYMRC	52465U807			9/30/2009		2/6/2012	20,466	18,218				0	2,248
33	X	LEGG MASON BATTERYMRC	52465U807			6/24/2010		2/6/2012	5,433	5,084				0	349
34	X	LEGG MASON BATTERYMRC	52465U807			1/26/2011		2/6/2012	16,583	18,863				0	-2,280
35	X	LEGG MASON BATTERYMRC	52465U807			7/18/2011		2/6/2012	6,564	7,325				0	-761
36	X	LEGG MASON BATTERYMRC	52465U807			8/8/2011		2/6/2012	2,053	1,950				0	103
37	X	RIDGEWORTH FD-LARGECAP	76628R672			4/15/2008		9/27/2012	6,604	5,841				0	763
38	X	RIDGEWORTH FD-TOTAL RET	76628T512			2/6/2012		8/6/2012	100	98				0	2
39	X	RIDGEWORTH FD-TOTAL RET	76628T512			9/30/2009		9/27/2012	85,322	81,184				0	4,138
40	X	RIDGEWORTH FD-TOTAL RET	76628T512			12/11/2009		9/27/2012	4,544	4,327				0	217
41	X	RIDGEWORTH FD-TOTAL RET	76628T512			12/13/2010		9/27/2012	7,009	6,579				0	430
42	X	RIDGEWORTH FD-TOTAL RET	76628T512			12/15/2011		9/27/2012	2,268	2,197				0	71
43	X	RIDGEWORTH FD-TOTAL RET	76628T512			2/6/2012		9/27/2012	3,321	3,252				0	69
44	X	RIDGEWORTH FD-SEIX FLT H	76628T678			1/26/2011		8/6/2012	15,902	16,280				0	-378
45	X	RIDGEWORTH FD-SEIX FLT H	76628T678			7/18/2011		8/6/2012	446	450				0	-4
46	X	RIDGEWORTH FD-SEIX FLT H	76628T678			2/6/2012		8/6/2012	427	425				0	2
47	X	RIDGEWORTH FD-LTD MTG S	76628T777			1/26/2011		8/6/2012	21,700	20,501				0	1,199
48	X	RIDGEWORTH FD-LTD MTG S	76628T777			2/6/2012		8/6/2012	859	850				0	9
49	X	TEMPLETON GLOBAL BD-ADV	880208400			5/26/2011		2/6/2012	4,190	4,407				0	217
50	X	TEMPLETON GLOBAL BD-ADV	880208400			7/18/2011		2/6/2012	6,103	6,400				0	297
51	X	TEMPLETON GLOBAL BD-ADV	880208400			1/26/2011		2/6/2012	16,957	17,356				0	-399
52	X	TEMPLETON GLOBAL BD-ADV	880208400			1/26/2011		8/6/2012	24,297	24,794				0	-497
53	X	TEMPLETON GLOBAL BD-ADV	880208400			10/18/2011		8/6/2012	3,109	3,050				0	59
54	X	TEMPLETON GLOBAL BD-ADV	880208400			12/15/2011		8/6/2012	353	328				0	25
55	X	RIDGEWORTH FD-LARGECAP	76628R672			9/26/2008		9/27/2012	22,944	19,000				0	3,944
56	X	RIDGEWORTH FD-LARGECAP	76628R672			6/22/2009		9/27/2012	5,185	3,288				0	1,897
57	X	RIDGEWORTH FD-LARGECAP	76628R672			6/24/2010		9/27/2012	8,260	6,375				0	1,885
58	X	RIDGEWORTH FD-LARGECAP	76628R672			8/8/2011		9/27/2012	4,603	3,625				0	978

Part I, Line 16b (990-PF) - Accounting Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		2,500	0	0	2,500
1	TAX PREP FEE	2,500			2,500

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

		3,462	148	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ESTIMATED EXCISE PAYMENTS	2,088			
2	PRIOR YEAR EXCISE TAX DUE	1,226			
3	FOREIGN TAX WITHHELD	148	148		

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

			1,034,538	0	0	0
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1			1,034,538			

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

			0	1,011,883	1,080,628
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1				0	
2	OPPENHEIMER DEVELOPING MKTS INST		0	46,200	49,488
3	HARTFORD DIVIDEND & GROWTH-Y		0	102,282	110,596
4	DOUBLELINE TOTAL RETURN BD-I		0	57,500	57,435
5	ADVISORS CAMBIAR SMALL CAP-I		0	24,540	25,159
6	NEUBERGER BERMAN HIGH INCOME BD-		0	44,376	46,334
7	ISHARES BARCLAYS 3-7 YR TREAS BD E		0	24,730	24,644
8	WASATCH 1ST SOURCE LONG/SHORT		0	22,732	23,682
9	VANGUARD MTG BACKED SECS INDEX-S		0	81,065	80,294
10	GOLDMAN SACHS GROWTH OPPTYS-I		0	20,868	27,103
11	HARBOR CAP APPRECIATION-I		0	95,370	122,564
12	PIMCO LOW DURATION-I		0	45,056	45,520
13	PIMCO TOTAL RETURN-I		0	32,895	34,170
14	T ROWE PRICE INSTL LARGE-CAP GRWT		0	110,352	123,915
15	FORUM ABSOLUTE STRATEGIES-I		0	55,919	55,880
16	MANNING & NAPIER WORLD OPPTYS-A		0	65,459	61,314
17	FEDERATED STRATEGIC VALUE-I		0	105,192	111,423
18	PIMCO INVT GRADE CORP BD-I		0	54,735	57,925
19	ABERDEEN EQUITY LONG SHORT-I		0	22,612	23,182

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

	Amount
Long Term CG Distributions	5,192
Short Term CG Distributions	0

#	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						508,564	0	0	486,397	22,167	0	0	0	22,167
1	ADVISORS CAMBIAR SMALL CAP I	0075W0593		3/28/2011	2/6/2012	1 525		0	1 536	11	0	0	0	11
2	FEDERATED STRATEGIC VALUE I	314172560		2/6/2012	8/6/2012	6 025		0	5 603	422	0	0	0	422
3	GOLDMAN SACHS GROWTH OPPTYS-I	38142Y401		12/7/2011	2/6/2012	1 800		0	1 649	151	0	0	0	151
4	GOLDMAN SACHS GROWTH OPPTYS-I	38142Y401		12/7/2011	8/6/2012	1 174		0	1 070	104	0	0	0	104
5	GOLDMAN SACHS GROWTH OPPTYS I	38142Y401		11/3/2009	8/6/2012	9 351		0	7 092	2 259	0	0	0	2 259
6	GOLDMAN SACHS GROWTH OPPTYS-I	38142Y401		11/3/2009	9/27/2012	9 500		0	6 820	2 680	0	0	0	2,680
7	HARBOR CAP APPRECIATION-I	411511504		7/18/2011	2/6/2012	3 100		0	3 042	58	0	0	0	58
8	HARBOR CAP APPRECIATION-I	411511504		8/6/2012	12/17/2012	1,153		0	1 125	28	0	0	0	28
9	HARBOR CAP APPRECIATION-I	411511504		7/18/2011	12/17/2012	5 201		0	4 897	304	0	0	0	304
10	HARTFORD DIVIDEND & GROWTH Y	416645828		7/18/2011	2/6/2012	1 375		0	1 338	37	0	0	0	37
11	HARTFORD DIVIDEND & GROWTH Y	416645828		9/27/2012	12/17/2012	5 288		0	5,348	-60	0	0	0	-60
12	T ROWE PRICE INSTL LARGE-CAP GRW	45775L408		8/6/2012	12/17/2012	650		0	625	25	0	0	0	25
13	T ROWE PRICE INSTL LARGE-CAP GRW	45775L408		2/6/2012	12/17/2012	5 769		0	5 451	318	0	0	0	318
14	LEGG MASON BATTERYMRC EMRG MK	52465U607		10/18/2011	2/6/2012	6 071		0	5 550	521	0	0	0	521
15	MFS RESEARCH INTL I	552983470		9/30/2009	2/6/2012	51 065		0	48,702	2,363	0	0	0	2,363
16	MFS RESEARCH INTL I	552983470		1/26/2011	2/6/2012	11,297		0	12,259	962	0	0	0	962
17	MFS RESEARCH INTL I	552983470		7/18/2011	2/6/2012	649		0	700	51	0	0	0	51
18	MFS RESEARCH INTL-I	552983470		8/8/2011	2/6/2012	1 522		0	1 450	72	0	0	0	72
19	MFS RESEARCH INTL-I	552983470		10/18/2011	2/6/2012	1 920		0	1 875	45	0	0	0	45
20	PIMCO TOTAL RETURN-I	693390700		2/6/2012	8/6/2012	475		0	461	14	0	0	0	14
21	PIMCO FOREIGN BD US$ HEDGED-I	693390882		2/6/2012	8/6/2012	28 974		0	27 850	1 124	0	0	0	1 124
22	PIMCO COMMODITY REALRTN STRATE	722005667		9/30/2009	8/6/2012	14,461		0	16 258	1 797	0	0	0	1,797
23	PIMCO COMMODITY REALRTN STRATE	722005667		6/24/2010	8/6/2012	2 620		0	2,850	230	0	0	0	230
24	PIMCO COMMODITY REALRTN STRATE	722005667		10/18/2011	8/6/2012	1,531		0	1,739	208	0	0	0	208
25	PIMCO COMMODITY REALRTN STRATE	722005667		12/7/2011	8/6/2012	461		0	512	51	0	0	0	51
26	PIMCO COMMODITY REALRTN STRATE	722005667		2/6/2012	8/6/2012	2 981		0	3 025	-44	0	0	0	-44
27	PIMCO INVT GRADE CORP BD-I	722005816		2/6/2012	8/6/2012	785		0	750	35	0	0	0	35
28	PIMCO INVT GRADE CORP BD-I	722005816		1/26/2011	8/6/2012	890		0	842	48	0	0	0	48
29	PIMCO EMERGING LOCAL BD-I	72201F516		8/6/2012	12/17/2012	23 199		0	22 675	524	0	0	0	524
30	RIDGEWORTH FD LARGECAP VAL EQT	76628R672		4/15/2008	2/6/2012	1 750		0	1 625	125	0	0	0	125
31	RIDGEWORTH FD LARGECAP VAL EQT	76628R672		4/15/2008	8/6/2012	10 400		0	9 631	769	0	0	0	769
32	LEGG MASON BATTERYMRC EMRG MK	52465U607		9/30/2009	2/6/2012	20,466		0	18,218	2,248	0	0	0	2 248
33	LEGG MASON BATTERYMRC EMRG MK	52465U607		6/24/2010	2/6/2012	5 433		0	5 084	349	0	0	0	349
34	LEGG MASON BATTERYMRC EMRG MK	52465U607		1/26/2011	2/6/2012	16,583		0	18 883	2 280	0	0	0	2 280
35	LEGG MASON BATTERYMRC EMRG MK	52465U607		7/18/2011	2/6/2012	6 564		0	7 325	761	0	0	0	761
36	LEGG MASON BATTERYMRC EMRG MK	52465U607		8/8/2011	2/6/2012	2 053		0	1 950	103	0	0	0	103
37	RIDGEWORTH FD LARGECAP VAL EQT	76628R672		4/15/2008	9/27/2012	6,604		0	5,841	763	0	0	0	763
38	RIDGEWORTH FD-TOTAL RETURN BD	76628T512		2/6/2012	8/6/2012	100		0	98	2	0	0	0	2
39	RIDGEWORTH FD TOTAL RETURN BD	76628T512		9/30/2009	9/27/2012	85 322		0	81,184	4 138	0	0	0	4 138
40	RIDGEWORTH FD-TOTAL RETURN BD	76628T512		12/11/2009	9/27/2012	4 544		0	4,327	217	0	0	0	217
41	RIDGEWORTH FD-TOTAL RETURN BD	76628T512		12/13/2010	9/27/2012	7,009		0	6,579	430	0	0	0	430
42	RIDGEWORTH FD-TOTAL RETURN BD	76628T512		12/15/2011	9/27/2012	2 268		0	2 197	71	0	0	0	71
43	RIDGEWORTH FD-TOTAL RETURN BD	76628T512		2/6/2012	9/27/2012	3 321		0	3 252	69	0	0	0	69
44	RIDGEWORTH FD SEIX FLT HGH INCM	76628T678		1/26/2011	8/6/2012	15,902		0	16 280	378	0	0	0	-378
45	RIDGEWORTH FD-SEIX FLT HGH INCM	76628T678		7/18/2011	8/6/2012	446		0	450	-4	0	0	0	-4
46	RIDGEWORTH FD SEIX FLT HGH INCM	76628T678		2/6/2012	8/6/2012	427		0	425	2	0	0	0	2
47	RIDGEWORTH FD LTD MTG SECS RGC	76628T777		1/26/2011	8/6/2012	21 700		0	20,501	1,199	0	0	0	1,199
48	RIDGEWORTH FD LTD MTG SECS RGC	76628T777		2/6/2012	8/6/2012	859		0	850	9	0	0	0	9
49	TEMPLETON GLOBAL BD-ADV	880208400		5/26/2011	2/6/2012	4,190		0	4,407	217	0	0	0	217
50	TEMPLETON GLOBAL BD-ADV	880208400		7/18/2011	2/6/2012	6 103		0	6 400	297	0	0	0	297
51	TEMPLETON GLOBAL BD-ADV	880208400		1/26/2011	2/6/2012	16 957		0	17,356	399	0	0	0	399
52	TEMPLETON GLOBAL BD-ADV	880208400		1/26/2011	8/6/2012	24 297		0	24 794	-497	0	0	0	-497
53	TEMPLETON GLOBAL BD-ADV	880208400		10/18/2011	8/6/2012	3,109		0	3,050	59	0	0	0	59
54	TEMPLETON GLOBAL BD-ADV	880208400		12/15/2011	8/6/2012	353		0	328	25	0	0	0	25
55	RIDGEWORTH FD-LARGECAP VAL EQT	76628R672		9/26/2008	9/27/2012	22 944		0	19 000	3 944	0	0	0	3,944
56	RIDGEWORTH FD-LARGECAP VAL EQT	76628R672		6/22/2009	9/27/2012	5 185		0	3,288	1 897	0	0	0	1 897
57	RIDGEWORTH FD LARGECAP VAL EQT	76628R672		6/24/2010	9/27/2012	8 260		0	6 375	1 885	0	0	0	1 885
58	RIDGEWORTH FD-LARGECAP VAL EQT	76628R672		8/8/2011	9/27/2012	4 603		0	3 625	978	0	0	0	978

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

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

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

										14,938	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	SUNTRUST BANK - TRUSTEE	X	15TH & NY AVE	WASHINGTON	DC	20005		TRUSTEE	VARIOUS	14,938	0	0
2												

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

		Date		Amount
1	Credit from prior year return		1	
2	First quarter estimated tax payment	5/9/2012	2	418
3	Second quarter estimated tax payment	6/6/2012	3	418
4	Third quarter estimated tax payment	9/4/2012	4	418
5	Fourth quarter estimated tax payment	12/12/2012	5	834
6	Other payments		6	
7	Total		7	2,088