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: LAURA J HARRIS - TES TR

A Employer identification number: 54-6028968

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): (404) 813-2126

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)* ▶ $ 1,871,996

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	Description	(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	46,016	46,996		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	67,082			
	b	Gross sales price for all assets on line 6a 1,053,800				
	7	Capital gain net income (from Part IV, line 2)		67,082		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	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	113,098	114,078	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	2,426	1,213		1,213
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	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)	2,253	325		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,450			1,450
	24	**Total operating and administrative expenses.** Add lines 13 through 23	8,629	1,538	0	5,163
	25	Contributions, gifts, grants paid	212,382			212,382
	26	**Total expenses and disbursements.** Add lines 24 and 25	221,011	1,538	0	217,545
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-107,913			
	b	**Net investment income** (if negative, enter -0-)		112,540		
	c	**Adjusted net income** (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

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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	833		
	2	Savings and temporary cash investments	338,554	75,571	75,571
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,470,694	1,626,597	1,796,426
	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)	1,810,081	1,702,168	1,871,997
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	1,810,081	1,702,168	
	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)	1,810,081	1,702,168	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,810,081	1,702,168	

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	1,810,081
2	Enter amount from Part I, line 27a	2	-107,913
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,702,168
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,702,168

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	67,082
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? [X] 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			0 000000
2010			0 000000
2009			0 000000
2008			0 000000
2007			0 000000

2	**Total** of line 1, column (d)	2	0 000000
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 000000
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7	Add lines 5 and 6	7	0
8	Enter qualifying distributions from Part XII, line 4	8	0

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	2,251
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	2,251
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	2,251
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,898		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	1,898
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	353
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	0
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶		Refunded ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
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) ▶ VA			
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 ▶ (404) 813-2126

Located at ▶ P O BOX 1908 ORLANDO FL ZIP+4 ▶ 32802-1908

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ [X]

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

			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 10 , 20 09 , 20 08 , 20

			Yes	No
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

			Yes	No
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUNTRUST BANK P O BOX 1908 ORLANDO, FL 32802-1908 0	TRUSTEE AS REQ'D	2,426	NONE	NONE

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 ▶ 0

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 ▶		0

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	1,816,724
b	Average of monthly cash balances		1b	76,169
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	1,892,893
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	1,892,893
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)		4	28,393
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	1,864,500
6	**Minimum investment return.** Enter 5% of line 5		6	93,225

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	93,225
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,251		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,251
3	Distributable amount before adjustments Subtract line 2c from line 1			3	90,974
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	90,974
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	90,974

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	217,545
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	217,545
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	217,545

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				90,974
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			95,383	
b	Total for prior years 20 08 , 20 09 , 20 10		74,950		
3	Excess distributions carryover, if any, to 2012				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 217,545				
a	Applied to 2011, but not more than line 2a			95,383	
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				90,974
e	Remaining amount distributed out of corpus	31,188			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	31,188			
b	Prior years' undistributed income Subtract line 4b from line 2b		74,950		
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		74,950		
d	Subtract line 6c from line 6b Taxable amount—see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	31,188			
10	Analysis of line 9.				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012 31,188				

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total			▶ **3a**	212,382
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 (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	46,016	
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	67,082	
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		113,098	0

13 Total. Add line 12, columns (b), (d), and (e) 13 113,098

(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 | 5/7/2013 | 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		5/7/2013		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				
BETH AHABAH CONGREGATION				
Street				
1111 W FRANKLIN ST				
City	**State**	**Zip Code**	**Foreign Country**	
RICHMOND	VA	23220-3709		
Relationship	**Foundation Status**			
NONE	PUBLIC			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING PURPOSES				26,548

Name				
GROVE AVE BAPTIST CHURCH				
Street				
C/O H GRAHAM WOODLIE 12434 WALNUT HILL DRIVE				
City	**State**	**Zip Code**	**Foreign Country**	
ROCKVILLE	VA	23146		
Relationship	**Foundation Status**			
NONE	PUBLIC			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING PURPOSES				26,548

Name				
UNITED WAY				
Street				
P O BOX 11807				
City	**State**	**Zip Code**	**Foreign Country**	
RICHMOND	VA	23230		
Relationship	**Foundation Status**			
NONE	PUBLIC			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING PURPOSES				26,548

Name				
CHILDREN'S HOSPITAL				
Street				
ATTN SAM WEIDMAN 2924 BROOK RD				
City	**State**	**Zip Code**	**Foreign Country**	
RICHMOND	VA	23220-1215		
Relationship	**Foundation Status**			
NONE	PUBLIC			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING PURPOSES				26,548

Name				
VIRGINIA BAPTIST HOME INC				
Street				
ATTN STEVEN DOWNS P O BOX 191				
City	**State**	**Zip Code**	**Foreign Country**	
CULPEPPER	VA	22701-0191		
Relationship	**Foundation Status**			
NONE	PUBLIC			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING PURPOSES				26,548

Name				
THE VIRGINIA HOME				
Street				
ATTN. MR ROBERT A CROUSE 1101 HAMPTON ST				
City	**State**	**Zip Code**	**Foreign Country**	
RICHMOND	VA	23220-6605		
Relationship	**Foundation Status**			
NONE	PUBLIC			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING PURPOSES				26,548

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

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
SHELTERING ARMS FOUNDATION	8254 ATLEE ROAD	MECHANICSVILLE	VA	23116		NONE	PUBLIC	GENERAL OPERATING PURPOSES	26,548
CHILDRENS HOME SOCIETY OF VA	4200 FITZHUGH AVE	RICHMOND	VA	23230		NONE	PUBLIC	GENERAL OPERATING PURPOSES	26,549

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

	Amount
Long Term CG Distributions	8,457
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	1,053,800	986,718	67,082
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 Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	ABERDEEN EQUITY LONG SH	003020336			2/22/2011		2/6/2012	213	220				0	-7
2	X	ABERDEEN EQUITY LONG SH	003020336			2/22/2011		5/10/2012	308	317				0	-9
3	X	ABERDEEN EQUITY LONG SH	003020336			2/22/2011		5/10/2012	176	187				0	-11
4	X	ABERDEEN EQUITY LONG SH	003020336			10/25/2010		5/10/2012	207	211				0	-4
5	X	ABERDEEN EQUITY LONG SH	003020336			10/25/2010		8/6/2012	2	2				0	0
6	X	ABERDEEN EQUITY LONG SH	003020336			10/26/2009		8/6/2012	982	942				0	40
7	X	ABERDEEN EQUITY LONG SH	003020336			10/26/2009		11/19/2012	866	824				0	42
8	X	FEDERATED STRATEGIC VAL	314172560			7/18/2011		2/6/2012	12,797	12,422				0	375
9	X	FEDERATED STRATEGIC VAL	314172560			2/22/2011		8/6/2012	4,019	3,495				0	524
10	X	FEDERATED STRATEGIC VAL	314172560			7/18/2011		8/6/2012	44,477	40,151				0	4,326
11	X	FEDERATED STRATEGIC VAL	314172560			8/15/2011		8/6/2012	1,480	1,299				0	181
12	X	FEDERATED STRATEGIC VAL	314172560			10/25/2010		8/6/2012	19,613	16,790				0	2,823
13	X	FEDERATED STRATEGIC VAL	314172560			10/25/2010		11/19/2012	47,474	42,285				0	5,189
14	X	RIDGEWORTH FD-INTERMED	76628T702			2/6/2012		5/10/2012	7,516	7,495				0	21
15	X	RIDGEWORTH FD-INTERMED	76628T702			2/6/2012		8/6/2012	5,469	5,417				0	52
16	X	RIDGEWORTH FD-INTERMED	76628T702			4/17/2007		8/6/2012	5,192	4,844				0	348
17	X	RIDGEWORTH FD-INTERMED	76628T702			4/17/2007		11/19/2012	5,027	4,676				0	351
18	X	SPDR INDEX SHS FD MSCI AC	78463X848			12/28/2011		1/31/2012	47,591	44,112				0	3,479
19	X	SCHRODER US SMALL/MID C/	80809R204			2/22/2011		2/6/2012	2,081	2,071				0	10
20	X	SCHRODER US SMALL/MID C/	80809R204			2/22/2011		8/6/2012	17,654	17,872				0	-218
21	X	SCHRODER US SMALL/MID C/	80809R204			8/15/2011		8/6/2012	1,651	1,517				0	134
22	X	SENTINEL SMALL CO-I	81728B825			8/15/2011		2/6/2012	1,475	1,421				0	54
23	X	SENTINEL SMALL CO-I	81728B825			7/20/2009		9/4/2012	19,402	13,144				0	6,258
24	X	SENTINEL SMALL CO-I	81728B825			10/26/2009		9/4/2012	17,034	13,004				0	4,030
25	X	SENTINEL SMALL CO-I	81728B825			8/15/2011		9/4/2012	2,135	2,090				0	45
26	X	TEMPLETON GLOBAL BD-ADV	880208400			2/6/2012		5/10/2012	57,807	59,018				0	-1,211
27	X	VANGUARD INTL EQTY IDX M	922042858			12/29/2011		1/31/2012	10,292	9,212				0	1,080
28	X	WASATCH LONG/SHORT FD	936793835			8/6/2012		11/19/2012	274	273				0	1
29	X	FORUM ABSOLUTE STRATEG	34984T600			2/6/2012		8/6/2012	2,347	2,295				0	52
30	X	FORUM ABSOLUTE STRATEG	34984T600			10/25/2010		8/6/2012	6,149	5,957				0	192
31	X	FORUM ABSOLUTE STRATEG	34984T600			10/25/2010		11/19/2012	1,324	1,285				0	39
32	X	HARBOR CAP APPRECIATION	411511504			8/6/2012		11/19/2012	7,101	7,118				0	-17
33	X	HARBOR CAP APPRECIATION	411511504			2/6/2012		11/19/2012	10,599	10,453				0	146
34	X	T ROWE PRICE INSTL LARGE	45775L408			2/6/2012		8/6/2012	14,396	14,150				0	246
35	X	T ROWE PRICE INSTL LARGE	45775L408			8/15/2011		11/19/2012	10,513	9,235				0	1,278
36	X	T ROWE PRICE INSTL LARGE	45775L408			2/6/2012		11/19/2012	9,835	9,651				0	184
37	X	T ROWE PRICE INSTL LARGE	45775L408			4/17/2007		11/19/2012	7,267	6,068				0	1,199
38	X	ISHARES TR MSCI EAFE INDE	464287465			12/28/2011		1/31/2012	104,242	97,039				0	7,203
39	X	ISHARES TR RUSSELL 1000 G	464287614			12/29/2011		1/31/2012	104,266	97,804				0	6,462
40	X	JANUS PERKINS SMALL CAP	47103C183			7/18/2011		5/10/2012	429	498				0	-69
41	X	JANUS PERKINS SMALL CAP	47103C183			8/15/2011		5/10/2012	1,393	1,478				0	-85
42	X	JANUS PERKINS SMALL CAP	47103C183			2/6/2012		5/10/2012	651	664				0	-13
43	X	MANNING & NAPIER WORLD (	563821545			2/6/2012		5/10/2012	51,725	53,031				0	-1,306
44	X	NEUBERGER BERMAN HIGH I	64128K868			9/21/2011		8/6/2012	16,871	15,973				0	898
45	X	NEUBERGER BERMAN HIGH I	64128K868			9/21/2011		11/19/2012	1,129	1,069				0	60
46	X	OPPENHEIMER DEVELOPING	683974505			2/22/2011		5/10/2012	1,918	2,027				0	-109
47	X	OPPENHEIMER DEVELOPING	683974505			2/6/2012		5/10/2012	7,675	7,848				0	-173
48	X	PIMCO LOW DURATION-I	693390304			2/6/2012		5/10/2012	2,267	2,258				0	9
49	X	PIMCO LOW DURATION-I	693390304			2/22/2011		5/10/2012	6,436	6,399				0	37
50	X	PIMCO LOW DURATION-I	693390304			8/6/2012		11/19/2012	1,754	1,742				0	12
51	X	PIMCO FOREIGN BD US$ HED	693390882			12/28/2011		2/6/2012	64,282	63,678				0	604
52	X	PIMCO FOREIGN BD US$ HED	693390882			12/28/2011		8/6/2012	61,522	58,580				0	2,942
53	X	PIMCO COMMODITY REALRTI	722005667			7/20/2009		5/10/2012	388	428				0	-40
54	X	PIMCO COMMODITY REALRTI	722005667			2/6/2012		5/10/2012	5,762	6,171				0	-409
55	X	PIMCO COMMODITY REALRTI	722005667			2/2/2009		8/6/2012	24,293	21,878				0	2,415
56	X	PIMCO COMMODITY REALRTI	722005667			2/6/2012		8/6/2012	3,339	3,388				0	-49
57	X	PIMCO EMERGING LOCAL BD	72201F516			8/6/2012		11/19/2012	497	496				0	1
58	X	RIDGEWORTH FD-LARGECAP	76628R672			7/18/2011		2/6/2012	17,196	16,797				0	399
59	X	RIDGEWORTH FD-LARGECAP	76628R672			7/18/2011		8/6/2012	6,870	6,690				0	180
60	X	PIMCO COMMODITY REALRTI	722005667			10/26/2009		5/10/2012	1,268	1,601				0	-333
61	X	PIMCO COMMODITY REALRTI	722005667			5/24/2010		5/10/2012	3,263	3,731				0	-468
62	X	RIDGEWORTH FD-LARGECAP	76628R672			8/15/2011		8/6/2012	1,613	1,424				0	189
63	X	RIDGEWORTH FD-LARGECAP	76628R672			8/15/2011		11/19/2012	3,498	3,005				0	493
64	X	RIDGEWORTH FD-SHORT TEF	76628T611			2/6/2012		5/10/2012	21,560	21,538				0	22
65	X	RIDGEWORTH FD-SHORT TEF	76628T611			2/6/2012		8/6/2012	29	29				0	0
66	X	RIDGEWORTH FD-SHORT TEF	76628T611			8/10/2006		8/6/2012	3,124	3,031				0	93
67	X	RIDGEWORTH FD-SHORT TEF	76628T611			5/3/2006		11/19/2012	2,464	2,383				0	81
68	X	RIDGEWORTH FD-SHORT TEF	76628T611			8/10/2006		11/19/2012	22,371	21,702				0	669

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

	Amount
Long Term CG Distributions	8,457
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	1,053,800	986,718	67,082
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
69	X	RIDGEWORTH FD-SHORT TEF	76628T611			12/12/2005		11/19/2012	3,594	3,465				0	129
70	X	RIDGEWORTH FD-SHORT TEF	76628T611			2/2/2009		11/19/2012	37,164	35,235				0	1,929
71	X	RIDGEWORTH FD-SHORT TEF	76628T611			5/18/2009		11/19/2012	4,622	4,419				0	203
72	X	RIDGEWORTH FD-SHORT TEF	76628T611			7/20/2009		11/19/2012	3,764	3,640				0	124
73	X	RIDGEWORTH FD-SEIX FLT H	76628T678			11/24/2008		8/6/2012	6,506	5,321				0	1,185
74	X	RIDGEWORTH FD-SEIX FLT H	76628T678			2/2/2009		8/6/2012	1,576	1,298				0	278
75	X	RIDGEWORTH FD-SEIX FLT H	76628T678			5/18/2009		8/6/2012	32,522	28,880				0	3,642
76	X	RIDGEWORTH FD-SEIX FLT H	76628T678			10/26/2009		8/6/2012	4,116	3,986				0	130
77	X	RIDGEWORTH FD-SEIX FLT H	76628T678			1/19/2010		8/6/2012	4,639	4,571				0	68

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		2,253	325	0	0
1	FOREIGN TAXES PAID	325	325		
2	PY EXCISE TAX DUE	30			
3	ESTIMATED EXCISE PAYMENTS	1,898			

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		1,450	0	0	1,450
	Description				
1	COA FEES	1,450	0		1,450

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

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			1,470,694	1,626,597	1,796,426
1			1,470,694	0	
2	HARBOR CAP APPRECIATION-I		0	146,928	153,687
3	PIMCO LOW DURATION-I		0	71,081	71,746
4	T ROWE PRICE INSTL LARGE-CAP GRWT		0	118,506	164,542
5	FORUM ABSOLUTE STRATEGIES-I		0	85,685	89,738
6	MANNING & NAPIER WORLD OPPTYS-A		0	136,127	144,330
7	RIDGEWORTH FD-LARGECAP VAL EQTY		0	85,689	133,965
8	RIDGEWORTH FD-INTERMEDIATE BD RG		0	219,239	228,526
9	FEDERATED STRATEGIC VALUE-I		0	115,450	130,931
10	PIMCO INVT GRADE CORP BD-I		0	115,369	124,435
11	JANUS PERKINS SMALL CAP VALUE-I		0	35,654	36,299
12	ABERDEEN EQUITY LONG SHORT-I		0	34,758	36,514
13	OPPENHEIMER DEVELOPING MKTS INST		0	82,749	96,162
14	DOUBLELINE TOTAL RETURN BD-I		0	90,005	90,314
15	PIMCO EMERGING LOCAL BD-I		0	36,455	37,028
16	NEUBERGER BERMAN HIGH INCOME BD-		0	68,990	73,569
17	WASATCH 1ST SOURCE LONG/SHORT		0	36,678	38,214
18	VANGUARD MTG BACKED SECS INDEX-S		0	109,091	108,500
19	T ROWE PRICE DIVRSFD SMALLCAP GRO		0	38,143	37,926

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

	Amount
Long Term CG Distributions	8,457
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
						1,045,343	0	0	986,718	58,625	0	0	0	58,625
1	ABERDEEN EQUITY LONG SHORT-I	003020338		2/22/2011	2/8/2012	213		0	220	-7	0	0	0	-7
2	ABERDEEN EQUITY LONG SHORT-I	003020338		2/22/2011	5/10/2012	308		0	317	-9	0	0	0	-9
3	ABERDEEN EQUITY LONG SHORT-I	003020338		2/22/2011	5/10/2012	176		0	187	-11	0	0	0	-11
4	ABERDEEN EQUITY LONG SHORT-I	003020338		10/25/2010	5/10/2012	207		0	211	-4	0	0	0	-4
5	ABERDEEN EQUITY LONG SHORT-I	003020338		10/25/2010	8/8/2012	2		0	2	0	0	0	0	0
6	ABERDEEN EQUITY LONG SHORT-I	003020338		10/26/2009	8/8/2012	982		0	942	40	0	0	0	40
7	ABERDEEN EQUITY LONG SHORT-I	003020338		10/26/2009	11/19/2012	866		0	824	42	0	0	0	42
8	FEDERATED STRATEGIC VALUE-I	314172560		7/18/2011	2/8/2012	12,797		0	12,422	375	0	0	0	375
9	FEDERATED STRATEGIC VALUE-I	314172560		2/22/2011	8/8/2012	4,019		0	3 495	524	0	0	0	524
10	FEDERATED STRATEGIC VALUE-I	314172560		7/18/2011	8/8/2012	44,477		0	40 151	4,326	0	0	0	4,326
11	FEDERATED STRATEGIC VALUE-I	314172560		8/15/2011	8/8/2012	1,480		0	1 299	181	0	0	0	181
12	FEDERATED STRATEGIC VALUE-I	314172560		10/25/2010	8/8/2012	19,613		0	16,790	2,823	0	0	0	2,823
13	FEDERATED STRATEGIC VALUE-I	314172560		10/25/2010	11/19/2012	47 474		0	42 285	5,189	0	0	0	5 189
14	RIDGEWORTH FD-INTERMEDIATE BD F	76628T702		2/8/2012	5/10/2012	7,516		0	7 495	21	0	0	0	21
15	RIDGEWORTH FD-INTERMEDIATE BD F	76628T702		2/8/2012	8/8/2012	5,469		0	5,417	52	0	0	0	52
16	RIDGEWORTH FD-INTERMEDIATE BD F	76628T702		4/17/2007	8/8/2012	5,192		0	4,844	348	0	0	0	348
17	RIDGEWORTH FD-INTERMEDIATE BD F	76628T702		4/17/2007	11/19/2012	5 027		0	4 676	351	0	0	0	351
18	SPDR INDEX SHS FD MSCI ACWI EX-US	78463X848		12/28/2011	1/31/2012	47 591		0	44,112	3 479	0	0	0	3 479
19	SCHRODER US SMALL/MID CAP OPPTY	80809R204		2/22/2011	2/8/2012	2,081		0	2,071	10	0	0	0	10
20	SCHRODER US SMALL/MID CAP OPPTY	80809R204		2/22/2011	8/8/2012	17,654		0	17,872	-218	0	0	0	-218
21	SCHRODER US SMALL/MID CAP OPPTY	80809R204		8/15/2011	8/8/2012	1 651		0	1,517	134	0	0	0	134
22	SENTINEL SMALL CO-I	81728B825		8/15/2011	2/8/2012	1,475		0	1,421	54	0	0	0	54
23	SENTINEL SMALL CO-I	81728B825		7/20/2009	9/4/2012	19,402		0	13,144	6,258	0	0	0	6,258
24	SENTINEL SMALL CO-I	81728B825		10/26/2009	9/4/2012	17 034		0	13 004	4,030	0	0	0	4,030
25	SENTINEL SMALL CO-I	81728B825		8/15/2011	9/4/2012	2,135		0	2,090	45	0	0	0	45
26	TEMPLETON GLOBAL BD-ADV	880208400		2/6/2012	5/10/2012	57,807		0	59,018	-1,211	0	0	0	-1,211
27	VANGUARD INTL EQTY IDX MSCI EMRG	922042858		12/29/2011	1/31/2012	10 292		0	9 212	1,080	0	0	0	1,080
28	WASATCH LONG/SHORT FD	936793835		8/8/2012	11/19/2012	274		0	273	1	0	0	0	1
29	FORUM ABSOLUTE STRATEGIES-I	34984T600		2/8/2012	8/8/2012	2,347		0	2 295	52	0	0	0	52
30	FORUM ABSOLUTE STRATEGIES-I	34984T600		10/25/2010	8/8/2012	6,149		0	5,957	192	0	0	0	192
31	FORUM ABSOLUTE STRATEGIES-I	34984T600		10/25/2010	11/19/2012	1,324		0	1,285	39	0	0	0	39
32	HARBOR CAP APPRECIATION-I	411511504		8/8/2012	11/19/2012	7,101		0	7 118	-17	0	0	0	-17
33	HARBOR CAP APPRECIATION-I	411511504		2/8/2012	11/19/2012	10,599		0	10,453	146	0	0	0	146
34	T ROWE PRICE INSTL LARGE-CAP GRW	45775L408		2/8/2012	8/8/2012	14,396		0	14,150	246	0	0	0	246
35	T ROWE PRICE INSTL LARGE-CAP GRW	45775L408		8/15/2011	11/19/2012	10,513		0	9,235	1,278	0	0	0	1,278
36	T ROWE PRICE INSTL LARGE-CAP GRW	45775L408		2/8/2012	11/19/2012	9 835		0	9,651	184	0	0	0	184
37	T ROWE PRICE INSTL LARGE-CAP GRW	45775L408		4/17/2007	11/19/2012	7,267		0	6,068	1 199	0	0	0	1,199
38	ISHARES TR MSCI EAFE INDEX ETF	464287465		12/28/2011	1/31/2012	104,242		0	97,039	7 203	0	0	0	7,203
39	ISHARES TR RUSSELL 1000 GROWTH I	464287614		12/29/2011	1/31/2012	104 266		0	97,804	6,462	0	0	0	6,462
40	JANUS PERKINS SMALL CAP VALUE-I	47103C183		7/18/2011	5/10/2012	429		0	498	-69	0	0	0	-69
41	JANUS PERKINS SMALL CAP VALUE-I	47103C183		8/15/2011	5/10/2012	1,393		0	1,478	-85	0	0	0	-85
42	JANUS PERKINS SMALL CAP VALUE-I	47103C183		2/8/2012	5/10/2012	651		0	664	-13	0	0	0	-13
43	MANNING & NAPIER WORLD OPPTYS-A	563821545		2/8/2012	5/10/2012	51,725		0	53,031	-1,306	0	0	0	-1,306
44	NEUBERGER BERMAN HIGH INCOME B	64128K868		9/21/2011	8/8/2012	16 871		0	15 973	898	0	0	0	898
45	NEUBERGER BERMAN HIGH INCOME B	64128K868		9/21/2011	11/19/2012	1,129		0	1,069	60	0	0	0	60
46	OPPENHEIMER DEVELOPING MKTS INS	683974505		2/22/2011	5/10/2012	1,918		0	2,027	-109	0	0	0	-109
47	OPPENHEIMER DEVELOPING MKTS INS	683974505		2/8/2012	5/10/2012	7,675		0	7,848	-173	0	0	0	-173
48	PIMCO LOW DURATION-I	693390304		2/6/2012	5/10/2012	2,267		0	2 258	9	0	0	0	9
49	PIMCO LOW DURATION-I	693390304		2/22/2011	5/10/2012	6,436		0	6,399	37	0	0	0	37
50	PIMCO LOW DURATION-I	693390304		8/8/2012	11/19/2012	1,754		0	1,742	12	0	0	0	12
51	PIMCO FOREIGN BD US$ HEDGED-I	693390882		12/28/2011	2/8/2012	64,282		0	63,678	604	0	0	0	604
52	PIMCO FOREIGN BD US$ HEDGED-I	693390882		12/28/2011	8/8/2012	61 522		0	58 580	2 942	0	0	0	2,942
53	PIMCO COMMODITY REALRTN STRATE	722005667		7/20/2009	5/10/2012	388		0	428	-40	0	0	0	-40
54	PIMCO COMMODITY REALRTN STRATE	722005667		2/8/2012	5/10/2012	5,762		0	6,171	-409	0	0	0	-409
55	PIMCO COMMODITY REALRTN STRATE	722005667		2/2/2009	8/8/2012	24,293		0	21,878	2,415	0	0	0	2,415
56	PIMCO COMMODITY REALRTN STRATE	722005667		2/8/2012	8/8/2012	3,339		0	3,388	-49	0	0	0	-49
57	PIMCO EMERGING LOCAL BD-I	72201F516		8/8/2012	11/19/2012	497		0	496	1	0	0	0	1
58	RIDGEWORTH FD-LARGECAP VAL EQT	76628R672		7/18/2011	2/8/2012	17,196		0	16,797	399	0	0	0	399
59	RIDGEWORTH FD-LARGECAP VAL EQT	76628R672		7/18/2011	8/8/2012	6,870		0	6,690	180	0	0	0	180
60	PIMCO COMMODITY REALRTN STRATE	722005667		10/26/2009	5/10/2012	1,268		0	1,601	-333	0	0	0	-333
61	PIMCO COMMODITY REALRTN STRATE	722005667		5/24/2010	5/10/2012	3 263		0	3 731	-468	0	0	0	-468
62	RIDGEWORTH FD-LARGECAP VAL EQT	76628R672		8/15/2011	8/8/2012	1 613		0	1,424	189	0	0	0	189
63	RIDGEWORTH FD-LARGECAP VAL EQT	76628R672		8/15/2011	11/19/2012	3,498		0	3,005	493	0	0	0	493
64	RIDGEWORTH FD-SHORT TERM BD RO	76628T611		2/8/2012	5/10/2012	21,560		0	21,538	22	0	0	0	22
65	RIDGEWORTH FD-SHORT TERM BD RO	76628T611		2/8/2012	8/8/2012	29		0	29	0	0	0	0	0
66	RIDGEWORTH FD-SHORT TERM BD RO	76628T611		8/10/2006	8/8/2012	3,124		0	3,031	93	0	0	0	93
67	RIDGEWORTH FD-SHORT TERM BD RO	76628T611		5/3/2006	11/19/2012	2 464		0	2,383	81	0	0	0	81
68	RIDGEWORTH FD-SHORT TERM BD RO	76628T611		8/10/2006	11/19/2012	22,371		0	21,702	669	0	0	0	669
69	RIDGEWORTH FD-SHORT TERM BD RO	76628T611		12/12/2005	11/19/2012	3,594		0	3 465	129	0	0	0	129
70	RIDGEWORTH FD-SHORT TERM BD RO	76628T611		2/2/2009	11/19/2012	37,164		0	35 235	1,929	0	0	0	1,929
71	RIDGEWORTH FD-SHORT TERM BD RO	76628T611		5/18/2009	11/19/2012	4 622		0	4,419	203	0	0	0	203
72	RIDGEWORTH FD-SHORT TERM BD RO	76628T611		7/20/2009	11/19/2012	3 764		0	3,640	124	0	0	0	124
73	RIDGEWORTH FD-SEIX FLT HGH INCM	76628T678		11/24/2008	8/8/2012	6 506		0	5,321	1,185	0	0	0	1,185
74	RIDGEWORTH FD-SEIX FLT HGH INCM	76628T678		2/2/2009	8/8/2012	1 576		0	1,298	278	0	0	0	278
75	RIDGEWORTH FD-SEIX FLT HGH INCM	76628T678		5/18/2009	8/8/2012	32,522		0	28 880	3 642	0	0	0	3 642
76	RIDGEWORTH FD-SEIX FLT HGH INCM	76628T678		10/26/2009	8/8/2012	4,116		0	3,986	130	0	0	0	130
77	RIDGEWORTH FD-SEIX FLT HGH INCM	76628T678		1/19/2010	8/8/2012	4 639		0	4,571	68	0	0	0	68

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

										2,426	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 BANKS, INC	X	P O BOX 1908	ORLANDO	FL	32802-1908				2,426	NONE	NONE
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	475
3	Second quarter estimated tax payment	6/6/2012	3	475
4	Third quarter estimated tax payment	9/4/2012	4	474
5	Fourth quarter estimated tax payment	12/12/2012	5	474
6	Other payments		6	
7	Total		7	1,898

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

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	95,383
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	95,383

Part XIII, Line 2b, Column B (990-PF) - Undistributed Income for Prior Years

1	Undistributed income for the 3rd year 2010	1	32,968
2	Undistributed income for the 4th year 2009	2	41,441
3	Undistributed income for the 5th year 2008	3	541
4	Total	4	74,950